

Spider-Man 2 FAQ/Walkthrough

by Da Hui

Updated to v1.9 on May 13, 2005

This walkthrough was originally written for Spider-Man 2 on the GBA, but the walkthrough is still applicable to the PSX version of the game.

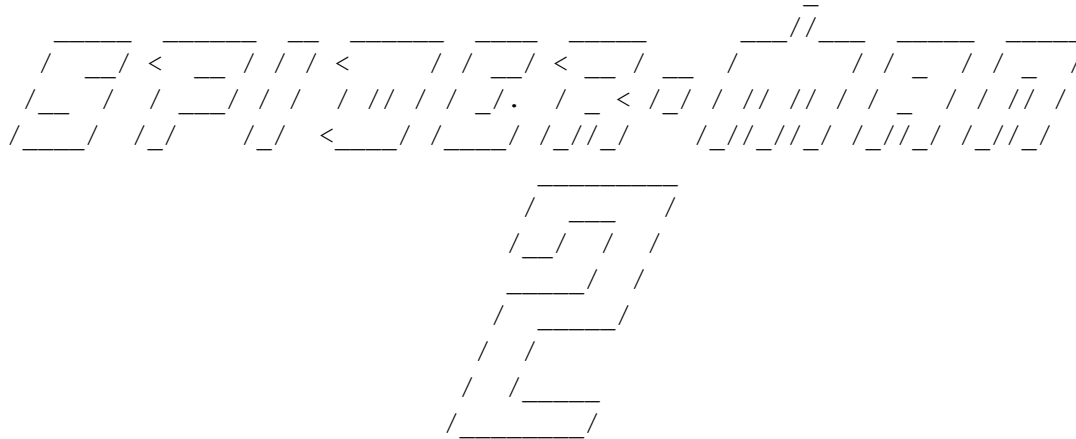


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*NOTE - To find a certain section quicker just hit ctrl+f and search whatever you are looking for. If it's a mission look at what the first three symbols in the table of contents so for example. If you are looking for the first mission hit ctrl+f and type "L01" and hit search you will see the one in the table of contents and in the walkthrough.

1. - Version History

[5/13/05] v. 1.9

-Added some new strategies to a few levels thanks to Barbara.

[10/6/04] v. 1.8

-Added all of the side missions.

[8/13/04] v. 1.7

-Decided to add a bosses section.

[8/12/04] v. 1.6

-Revised the level "Battle Lizard." Also added a few things here and there and fixed a few mistakes.

[8/02/04] v. 1.5

-Finished this FAQ completely and this will include everything you need to complete the game. I hope this is the final update and that I don't have to add anything else to this FAQ. Thanks for the support of the people who used this guide to help me finish this guide because there were a few parts that almost made me quit. Well thanks and good luck to all!

[7/30/04] v. 1.0

-Did the next six missions and the next two bosses.

[7/29/04] v. 0.8

-Finished the next seven missions. Also finished the upgrades section.

[7/28/04] v. 0.4

-First three missions done and guide submitted.

2. - Controls

D-Pad - Move/Look
A - Jump/Web Swing
B - Punch/Attack/Pick things up*
L - Shoot Web Ball/Strafe Left
R - Shoot Web Zip/Strafe Right/Shimmy Down Web*
Start - Pauses Game and Bring You to Pause Menu
Select - Take a Picture

-Strafing is only used in 3D levels.

*Must hold button.

3. - Walkthrough

L01 - Pizza Dash

This mission is actually fairly hard for a first level. First just start getting used to the controls and your abilities. When you think you know what you are doing then start the mission.

When you start just keep going right along the rooftops. When you reach the roof of your pizza place you will see a person. You get the pizzas from here. The only problem is you get one pizza at a time so you will have to be quick. Now go down to the ground and break the lowest window you will see when you keep going right. Break it with a punch and run to the first customer. Go back to get another pizza. Now go back to the first customer you just delivered to. Keep going right from there and travel along the ground level until you reach another customer. Go back for another pizza. Now web swing to the right off the highest roof (the roof with the person giving you the pizzas on it) and go until you reach the building. Smash through that window and go to the right. Go to the elevator and go down one level and to the right again. Smash through the window and stick onto the wall to your right. Climb up and go on the roof and deliver the pizza to the customer on the roof. Now go back for another pizza. Go as far to the right as you can. Go down to ground level. From there go up one level and smash through the window. Get the Spider Token and move to the end of the hall for a vent to smash through. Go on the ceiling and go up one level. Give it to the family up there.

Submitted by Barbara:

There are two alleyways on the way to the pizza building. In those alleyways there is 1 silver Spiderman token and in the other one is a gold (bronze?) Spiderman token.

The other thing is, if you jump over the pizza guy, the timer won't start, so you have time to explore the level (finding tokens and the people you need to deliver to) before giving yourself the time limit.

L02 - Burning Lab

This mission is actually very easy. You have plenty of time to get everything. Just keep going from side to side, up and down saving everybody along the way. To save the just run into them. There will always be a way out so always look up or down when you're stuck. There will be a part when you reach a small hall with big boxes in the way. Just punch them twice and keep going. Always look for vents too. Those are the way out a lot of the time too. When you see a part where there are two vents, one on the ground and one in the ceiling take neither. Keep going left and save a person there. Now run back the way you came in and go down. You will not have to go through the upper vent, it just wastes time.

L03 - Downtown Riot

Just keep going along the ground and keep attacking people. The people with knives won't attack you if you're crawling on the ground but you can attack them. Keep going until you have to smash through the window. Attack the people there and kill the last people in the building. The person with the 2x4 will be able to attack you when you are on the ground so shoot webs at them. After you kill everybody go on the roof of the building. Kill the people on it and go to the right. Go through the only level you can and kill the people there. The first you will come across there will stomp on you, shoot him with a web too. Go all the way to the right for more web fluid and then you will see a vent. Go into the vent and go down a level.

Kill the people there and go to the left. There will be a vent you need to go through. Go through it and go down one level. There will be health and two thugs down there. Don't smash through the window to the right. Instead go back to the vent that you came through and go down one more level. You can kill the thug down there easily. Go right and climb up the wall of the next building. Go on the roof and kill three thugs up there. It's going to be hard because they all keep moving and they can all attack you on the ground. Go in the vent going down and kill the person in there. Go to the left and in the vent and go down one more level and kill another thug. Go right and into the vent. Kill the thug down there and keep going left. Go in the vent and go down. You don't have to kill that thug but you will get experience if you do. When you get out you can climb up the wall for two Spider Tokens and then go back to the ground. Run to the right and you're done.

H01 - 3D Hub 01

Woohoo! 3D level! Not great graphics but it's still 3D! You have unlimited time so explore the area and grab all of the spider tokens floating around. This gives you a chance to explore around a lot. Explore and you can also do side missions. The yellow dots on the radar are side missions. The Green Dot is the next mission. Go to the green dot when you think you're done with whatever you are doing.

SM01 - Mugging 1

Here, you have to stop the mugger before he escapes. Go to the right and break both windows. You will see the mugger here. Just run after him and fire your web blasts at him. Try not to actually punch him because then he will fight back and you will get hurt so just keep firing your web until you finish the level.

SM02 - Bank Robbery

Here you have to fight all of the bank robbers but you have to avoid your fans. Go to the right and in through the vent. When you get in the room, continue to the right and the first person you have to fight will have a grenade to throw. Beat him up and continue to the right. Go into the vent at the end of this room and go through it to the other end. Get through this big room of fans and go through the door.

Fight the two people in this room and save the hostage. Go through the door at the end of this room to continue through the level. Beat up the two enemies with guns and go through the vent and into the next room. Go down and below the platform for the key. Now go through the room and go through the door to the left. Beat up the person there. There will also be a health pack in here, grab it if you need it and continue on through the door to the left.

Beat up the person there and use the key to open the door. Crouch to get by the next fan. Go through the vent all the way to the left. Go all the way to the right when you get out of the vent. Beat up all of the people that get in your way and get the health packs as you need it. Save the hostage and grab the key all the way down there and go back to the left by the vent. Now you can go through the door that was previously locked.

Go in the room and use the trampoline. Stick to the ceiling and go to the left as far as you can. Jump down when you can't go any further and continue to the left. Break the crates and beat up those grenade throwers if you want to. Now go into the room and beat up the enemy with a gun. Go to the left to the fans and web zip straight up. Now go on the platform and crouch under the fans. Go to the left and fall off. Go through the door and grab the health if you need it. Beat up all of those enemies and you're done with this side mission.

L04 - Prison Riot

All you really have to do in this level is go right for a while. You can crawl and none of the people will be able to hurt you. You will eventually reach a guard you have to free and he will give you a key. Kill all of the people that come towards you by sticking to the ground. Now crawl up a wall and go on the catwalk. Kill the one guard there by just crawling up to him and punching. There are two Spider Tokens there. Now go back down to ground level and keep going right until you reach a green door that is locked. Jump and climb up the walls which is really an elevator shaft.

Go right the first chance you get. Kill the one person in there and go to the end. Save the guard and get the key from him and get back out. Now keep going left past the elevator shaft and open that door now that you got the key. The riot police will come out and throw tear gas but it doesn't do anything to you. Just crawl along the ground punching everybody. Keep going left and you will reach a cafeteria. You will reach a wall but you can climb up and over it. Jump down by holding down the pressing the jump button. Keep going left. You will eventually reach a guard. Save him and you get yet another key. Take the key and kill the two people that come out. Go all the way right back to the elevator shaft. There won't be anybody in your way on the way back.

Keep going up another level now. Go left when you reach the top. Run all the way down killing everybody on the way. Save the guard and get the key. Now run

back to the elevator shaft. Go right on the same floor. Go for another one of those riot police attacks. Make quick work of them and keep going right. Save the guard in the office and get the key from him. Go back to the ground level and now you can continue going right.

In the first room on the ground level will be another riot police attack. Kill them and move on. Keep going right killing everybody you see. You will eventually reach a large wall. Just jump and stick to the large wall and then crawl up it and jump over the top and you are done with this level.

L05 - Rhino Chase

This mission isn't really too hard just long and annoying. Just chase after him and when your head flashes that means a car is coming from either direction. Just stay behind him until you reach a truck stop. Climb onto the roof and now you got the advantage. Just keep web slinging above his head and keep going until you see a truck and you can jump onto the back. There will be two barrels on the back. Pick one up and throw it at him. Now go as far right as you can and he will charge the truck with his horn. Jump when he's about to hit you and web sling so you won't fall off the truck. Keep doing this until he finally stops. When you get to the tunnel, immediately start to crawl on the ceiling. You will just barely be tall enough to dodge the trucks and all the other vehicles. When you see red pipes on the ceiling stop. Wait for all the cars to stop coming and jump straight down. Before you hit the ground web zip onto the next part of the ceiling. Four barrels will stop him so if you can beat the level with only two trucks.

L06 - Battle Rhino

A very small level for a very small task. All you have to do is run to each of the two buildings. Stick onto them and when you see Rhino running towards the building jump away. He will ram into the building knocking some debris on his head. He will get up and go after you so go to the other building. Keep doing the same thing until he finally falls for good. You will need to do that five times before that happens though.

H02 - 3D Hub 02

Same as the first hub. Side missions, tokens, and main missions there. Do main mission last if you want to do the others.

SM03 - Gang War

Here you will have to stop all of the gang members. Go to the right and beat up the enemy on the roof. Fall off the building and go to the right. Grab the health if you need it and then beat up all of the enemies in this huge ambush. Continue to the right and jump on to the building. Grab the health and continue while beating people up.

SM04 - Trapped Child

This one is very easy, no enemies, just find the lost child. Go to the right and fall down the hole. Go to the right and use all of those pegs to get through this room. You can go on the ceiling in this big area and all the way to the left if you want an extra life. Go to the right after that and fall down the hole.

Jump over the acid in the next area and use the pegs to get on the elevator. To the left will be a health pack this time. Go down the hole to the right and continue through this level. Climb up this hole and fall down the next. Climb up again when you have to and go to the left. The boy you have to save is over there. Save him and then go to the right. Fall down the hole and land on the right because to the left will be some spikes. Finish off by going to the right.

L07 - Bank Robbery

Go right and jump on the fans. Break through the vent and go in. The first enemy you come across is pretty hard because of his gun and he moves around a lot. Kill him and move on. There will be a fan near the ground. You have to stick to the ceiling here and keep going. Go into the vent. Now this part is all about timing. You don't have to go to the ground so you won't have to lose health fighting the people down there. Stick to the wall to the left and just go down a little. Swing to the right until you see the second fan above you. Once you stop swinging web zip straight up so you can attach to the ceiling. If you didn't do it on your first try you will fall and have to fight the two enemies down there. You'll have to keep doing this until you get it right to advance.

Once you do it you will get a large health. Go through the door to the right. You will come across another two of those annoying enemies with guns. Just keep shooting webs at them and keep going until you either kill them both or they fall down the edge. Once you reach the edge stick to the ceiling above you. Crawl along the ceiling there and then you will reach a fan. Just jump, go by the fan and jump back onto the ceiling. Now jump done and go to the part you avoided by going on the ceiling. If the two people fell off the edge instead of dieing you will encounter them again. Go down there for a yellow key and keep going right.

You will reach a hostage, save her and then another of those annoying enemies will come and get you. Kill him and move on through the door. Keep going right killing the people along the way. You will have to crawl to get by the last fan and then you have to go through the vent at the end of the hall. You will be in a big room, just stay along the ceiling swinging and web zipping. Go through the door to the left and kill the person and grab the large health. Keep going to save a hostage and then quickly jump on the wall and up the vent to avoid another enemy.

Once in the vent go left and down on your first chance. Stay on the ceiling and you will see another enemy with a gun. Once you see him roll quickly get above him and drop down and attack him. If you did that right you should get him with out getting hurt. There will be a small health there. Go right and to get by the first vent you will have to be crawling on the ground. Go through the next door for one challenging fight. There will be an enemy with a gun and the fan won't let you jump over the bullets and towards him at the same time. If you have any web fluid left, now is your time to use it. Once you have killed him, two grenade throwers will come out. They're a lot easier. Once you killed those two then go to the right and grab the large health. Keep going right until you

reach a hostage and a key. Now quickly jump on the ceiling and go left to get out of there. Get back in the vent and keep going left to the end of it.

Kill the person with the grenades and go through the door. Jump on the wall with the door in it and go on the ceiling. Just get over the wall of fans and jump to the ground. Go on the trampoline and web zip to the left. Punch a hole through the vent and go in. Go through it and to the right for a hard fight. She has a gun and takes a while to kill. Kill her and keep going right for a large health. Go all the way down for a key and go back down to the left.

Go through the door and stick on the wall with the door on it. Go up the wall in between the wall and the fan. Go up to the ceiling and go to the left. Go along the ceiling until you reach a fan. Fall and swing to the left and stick on the wall. You will reach two enemies with guns, just avoid them sticking to the ceiling and punching through the two boxes. Go to the left on the ground and kill the girl with the gun again. From there you will see a few things in the wall. They look like bells and probably are but I'm not sure. You can web zip up them and get up to the ceiling. Fall after you get to the wall of fans. Keep going to the left killing people along the way. Go through the door for a small health.

Keep going through the next door. Stick to the wall with the door in it and climb up to the ceiling. Keep going and there will be a large vault slowly going up. Jump on it and keep punching and kicking the wires pulling it up. If you break one they will get another one replacing that one so quickly break the other one. Let it fall to the ground and you're done.

L08 - Times Square

This is a very easy mission. You have five minutes to get to Mary Jane's play but you really only need two. Just jump on the sign to the right of you and keep web swinging. At the end you have to be on top of a sign that is fairly high up on the building. After you get to the end you will be done. At the end you will see a short cut scene of Spider-Man fighting some thugs.

L09 - Mysterio's World

This level is actually pretty easy. All you really have to do is get from Point A to Point B. Go right and go on the conveyor belt. When you get on the trampoline, jump up to the right and higher level. Jump on the trampoline up there and web zip to the left and keep web zipping until you reach the conveyor belt. Get on that and once you touch the first trampoline there you won't have to do anything since it will bring you to the top level by itself.

Go on the conveyor belt and go right. There will be two people there trying to stop you but you can just easily avoid them. Reach the end and keep going down as far as you can. When you're down there go right and jump up the trampolines to get to the top. Keep going right and kill all the people in your way. Climb a wall when you reach it and get the health up there. You can dodge the two people there and just fall down.

Go left and avoid the first person you come across. Keep going until the screen stops and you have to fight people. Kill them and keep going left. Climb up the wall for a large health and keep going left. Fall down in the middle and make sure you don't touch the exposed wires or the trampolines. Go along the conveyor belt and jump up the trampolines at the end.

Go to the right and jump up the trampoline. Jump up the trampoline on the side and then don't hit anything. All the trampolines will bring you to a far place. Go right from there and stick to the ceiling to avoid those little bombs running around. Go along up and down and following the path and you will reach a conveyor belt with trampolines at the end. Fall after reaching the top and go right. Stick to the ceiling to avoid the shots coming at you. When you see acid shooting up you can just duck to avoid it. Keep going up this path until you reach the end.

L10 - Battle Mysterio

This one is another easy boss battle but it takes a while and you have to be patient. Just zip up to the ceiling and wait there to avoid his attacks. After a while and a few attacks he will stop and laugh. You can tell when he laughs because he tilts his head back. Once he starts to laugh, fall down and attack him. Once you attack him once you will have to jump up to the ceiling because only one attack will do damage.

Submitted by Barbara:

Jumping on the ceiling worked great, but rather than jumping down when he laughed, I just shot some web at him, which made it a lot easier and I didn't have to try to get back on the ceiling before he attacked again. I tried not to shoot it at him when he made 3 of him because I would usually miss the real him and waste web.

H03 - 3D Hub 03

Same thing as others, do whatever you want until you do a mission.

SM05 - Bombing

Here you will have to defuse all of the bombs. Go to the right and try to stay above the cars to make this level a lot easier. Go on to the third sign you will come across and defuse the first bomb by just hitting it. Continue to the right and look up for a yellow sign that says, "Finnegan." The bomb will be on this sign. Defuse it and continue to the right. The next bomb will be on a large white sign that says, "Deano." Defuse it and go to the next bomb which will be on a white sign that says, "Chin's Compu Centre." Defuse it and continue on to the next bombs.

The next bomb will be just above the ground on a sign that says "Erickson Cola." Defuse it and use the elevator to the left to get higher. Continue to the right after that. Go on the next white sign that says, "Erickson Cola" for the next bomb. The next bomb will be on a large white sign that says, "Deano" on it. Continue to the right for the last bomb you have to defuse. The last bomb will be on a very high sign that has a rainbow on it with the word "Lyric" in purple letters. Run to the right just a little further to finish the level.

SM 06 - Drive-By

This one is just like Mugging 1. Just stop them before they get away.

L11 - Construction Site

Go to the right on the ground level and defuse the first bomb just by kicking/punching it. Now web zip straight up and go to the left until you could stand on the ground. Stand up and web zip straight up. Look for a breakable crate in the middle. Break it and go up. Go right to defuse the next bomb. Go to the left and go up the elevator. If you missed the elevator you could crawl up or web zip up to the top. Go onto the ceiling and go to the right to get on the conveyor belt. Jump to move quicker on the conveyor belt and go to the left and defuse the next bomb. Go up the little pegs by web zipping up them and go up and defuse the next bomb. Go on the trampoline and keep going up and left. You will have to climb another set of pegs when you reach high enough. Now keep going up and get to the next bomb. When you reach two bombs that are near each other, there will be an elevator to the right. Go up it and go left. Avoid all of the things by either jumping over them or ducking. One the last one, you have to jump to avoid it. Just keep going up and get the last bombs. When you get them all keep going up. You will know when you reach the end when you see two people with guns.

L12 - Shocker Battle

This battle is really hard. Harder than the other two you had. Here are a few different strategies you have to use. You can web zip up to the top ceiling. Shocker's shock attack where he shoots a ring will be aimed towards you but might not hit you, especially if a platform is between you and him. His attack will hit the pots going across and they will fall. They might fall onto the his head and he will get hurt. Also you can just do normal attacks to him and he will get hurt. The only problem is he will frequently attack you and you are bound to get hurt and also even die.

Submitted by Barbara:

I found a way to battle him without getting hit at all. What I did is, I got on the platform on the right. Then I crawled so I was on the outside side (opposite from Shocker) and my feet pointing up towards the pots (facing up might work, but I didn't try that). Being there, the pots didn't hit me, Shocker's energy balls couldn't get me, and Shocker's sound waves would eventually hit a pot and fall on his head. It took awhile, but he eventually defeated himself.

H04 - 3D Hub 04

Do whatever you want. When you're done do the next mission.

SM07 - Mad Bomber

Here you will have to stop the crazed bomber before he destroys the building. Just go through this whole level like the second level. Go through it all disarming the bombs and you will finish the level. Also kill as many people as possible for more experience.

Just stop the mugger again in this level.

L13 - Subway

This mission is pretty straight-forward, literally. Just keep going right. When a train comes by you can just jump and stick to the ceiling, you don't even have to web zip. You will eventually reach the part between the train stations. Just jump onto the ceiling to avoid the trains. Just stay on the ceiling and keep going right. When you reach the end you will have to jump down to the ground. Just make sure there are no trains nearby.

Go through the hole in the ground and go left. Kill the people there and then jump up to the ceiling. When you see a section of the ceiling that goes down, stop. Wait for the next train to go by and then keep going left. Do the same thing to every part of the ceiling that does that. When you get far enough you will have to fall down another level again.

Now it's time to go right again. You will reach another part of the ceiling that goes down. Wait for a train to come by and then fall. Now you will have to run along the ground. You will now reach a part in the ground you can fall in. This time you won't have to duck and wait! YAY! Just keep going right for a few enemies and health. Now fall down yet another level. When you fall the long drop all you have to do is go left. Be careful because there will be a large hole you have to do a lot of jumping and web zipping around. Keep going left after that and it will be pretty easy.

L14 - Sewers

Fall down and there will be two people with flamethrowers down there. Keep going right and jump on the wall at the end. Stick to the wall and go down. Don't fall into the green fluid or you'll die. Keep going right and then when you have to go into the drop and there will be a person with a gun over there. After him you have to climb up the wall on the right. Just keep going along the path. There will be a big room that you have to maneuver through. When you get through you will see a person with a flame thrower. Avoid him and go up to a room of switches. Hit the switches in this order : One, Three, Five, and Two. Go to the left and there will be a person with a flamethrower. Keep going left and get the key. Now backtrack to the room with the switches and keep going right. There will be a long path in the sewers with a lot of jagged rocks. Just keep going through it and avoid the rocks. You will eventually reach another room of switches. Hit them in this order : One, Two, Seven, Eight. After that room go up and go along the path for a key. Be careful because there will be a lot of darts. Now go back to the fork in the path and go down.

Go there and there will be a person with a gun. You could avoid him by sticking to the ceiling. Now keep going and drop down to the water. You could still duck there to avoid the darts. Go and kill all of the reptiles along the way. When you have to climb a wall, climb the left one. Climb up to the corner and there will be a person with a gun. Wait in the corner for him to get close and just punch and you will get by him quite easily. Just keep going along the path avoiding all of the jagged rocks. There will be a small health if you need it but right after will be a large attack from reptiles.

Keep going along the path until you reach a part with two different paths. Go left instead of down and grab the large health. Keep going for a person with a gun. Go down the rest of the way for a key. Now go back to the path going down. You will reach another room of switches. Hit the switches in this order: Two, Four, Five, Seven. Just run through the door and you're done.

L15 - Battle Lizard

This is actually a very easy boss fight. Just crouch and stick to the ground. Keep punching the air while you are looking towards Lizard. Lizard will eventually run towards you and one of your punches will hit him. Now you are at a safe distance away that Lizard won't attack you back. Lizard also will not even try to run away.

Thanks to Alex Trubov for telling me an easier way to beat Lizard

H04 - 3D Hub 04

Do whatever you want. When you're done do the next mission.

SM09 - Weapons Deal

Here you will have to prevent the weapons deal. All you have to do is to break all of the steel crates. You will know which they are because they are just bright silver and will be very obvious. To break them, just run straight into them. To finish off the level, run all the way to the right and off the screen and you should be on a roof.

SM10 - Downtown Riots

You have to now break up all the rioting downtown. All you have to do in this level is to fight all of the rioters and the riot police. You don't have to fight all of them, you just have to get all the way to the right. Try to stay on as many rooftops as possible and always pay attention for vents. Just go all the way to the right doing that and this level will be extremely easy, especially with all of the power-ups.

L16 - Puma's Base

This mission is a pain because you have to be patient and sneaky. Start off by web zipping straight to the ceiling. Go into the next room and be careful. There will be a camera in the middle of the room. When it looks to the right go below it. When it looks to the left keep going. Go in the vent ahead of you. The next room after the vent will have a few cameras too. The last camera will have a guard but it doesn't matter if he sees you. The next room will have another camera with a guard near it. There will be an elevator shaft to the right. Go all the way to the top and punch out the vent entrance. Go through the next room and the cameras and into the vent. Go to the left and avoid the cameras and guards. Get the key and now you have to go back to the elevator shaft.

Go all the way down and to the left. Get the key and there will be an extra life down there. Now go back to the elevator shaft, all the way up. Go back to the left to where the door was previously locked. Now just keep going along the path. There will be a large health and a small health on your way through.

L17 - Battle Puma

This boss is another boss you need to be patient for. Just keep going side to side and wait for him to jump up in the air and towards you. Go up to him and jump and punch him until you beat him. He will jump more frequently in the beginning of the level so you will have to be patient near the end. At the end it could take up to three minutes between each jump and it gets very annoying.

L18 - Doc Ock Chase

This mission is actually pretty easy. You have a minute and forty five seconds to catch Doc Ock. It's not hard to catch him, it's only hard if you try to web swing after him. Stay on foot and run after him. Once you touch him or get close enough it will end the level and go to the little cut scene.

L19 - Pier 45

Go to the right. There will be a few people with guns but they should be easy because by now you should have improved damage. After a while you will see a barrel. Pick it up and keep walking. When you see somebody, throw it. Keep walking so you will see it in the screen. It will blow up when it hits a wall. Go up that wall. Go along the ceiling and go to the roof on the left. Kill the person there and go to the edge of the roof. Jump and aim straight up and do a web zip. You should attach to one of those things you swing on. Jump onto the other one and jump to the right. You will land on a higher roof avoiding the conveyor belt and the crushers. Go right and jump on top of the crane.

Go down to the right of the crane and onto the conveyor belt. Dodge the crushers and fall down at the end. Pick up the barrel and throw it. Go to the left and throw the next barrel you see. Keep going to the left and climb along the small hole in the ground. Go under the docks and go along this path until you reach two barrels blocking you. Punch them out and keep going. Keep going along the walls and ceilings until you reach a vent. Now you have to go in it. Go along the conveyor belt and there will be two people with guns after it. Keep going right killing the people along the way. When you reach a part with moving platforms just swing to the left and zip up onto the platform. Go on the trampoline in between the conveyor belts and zip up onto the platform. Go to the left and you will see those pegs again. Jump onto them and go up. Zip up to the next platform. Kill the last person there and run past him and you're done.

L20 - Secret Base

Go break the vent and go in. Go along the ceiling in the next room and go into the next vent. Go into the next room with the same strategy. In the next room you will have to run along the ground but don't worry because there aren't any enemies down there. Go along the conveyor belt and go to the right. Go up at

the end of that room and go along the next conveyor belt. It won't have the crushers but it will have a lot of exposed electrical wires. Avoid those and climb up the wall on the left. At the top will be a health and stay on the ceiling. You will see a sentry gun, you can avoid it by being on the ceiling. Wait for it to come up and then go to the right. Go into the next room for a bunch of swinging hooks.

Avoid the hooks and keep going right. When you reach the hall jump to the ceiling. You will eventually take a path going down. Go down it and follow the path. Go up and avoid all of the wires. Go along the conveyor belt. Go get the key at the end of the path and back track all the way until you reach the part where you went down. Open the door to the right and keep going. Go through the room of fans and through the conveyor belt. Be careful though because at the end of the conveyor belt, you will see three crushers. Go to the left and go to the end of the path for a key. Go all the way back and through the door.

Jump on the trampoline and zip onto the pegs. When you get onto the platform, jump to the right. Go along the wall on the right because there is a hole on the bottom to the left. Go up the walls on the right by zipping from side to side. Go to the left and there will be two huge robots, don't worry though because they can be taken care of very easily. Keep going to the left and get the key. Now go back to the right. Go through the door and follow the path. Kill all of the robots along the way and your done after you go down two levels.

L21 - Battle Doc Ock

If you have increased health and damage it's an easy level. Just go after him and keep attacking. Don't back away when he's going to do an attack but just keep punching and kicking. When he Jumps up debri will fall on you. Stand in the middle to avoid it. Avoid the next two sets of debri that fall and then just keep attacking him. You will probably lose a life so make sure you have an extra life. If you don't then be defensive too. And that's it! You're done!

Congratulations! You have just beaten Spider-Man 2!

4. - Bosses

4.1 - Rhino:

[First Encounter]

Difficulty : *

Rhino's Movements : Just keeps running to the right.

Rhino's Attacks : Punches you when you are on the ground near him and will also charge into the truck wen you're on it.

Attacks to Use : Throw barrels at him.

Strategy to Use : Right away get to a high location. When you are on a high location, preferrably a bus stop, start web swinging to the right. Follow Rhino and get ahead of him. When you are far enough ahead, a truck with a flat bed will appear. On the back of the truck will be two barrels. Throw one at him and then start going towards the front of the truck again. Wait a few seconds so he won't charge into the truck and possibly knock you off. Pick up

the other barrel and throw it at him again. Then start web swinging to the right using the same strategy. It will take four barrels until he stops.

[Second Encounter]

Difficulty : *

Rhino's Movements : Runs towards you but never jumps.

Rhino's Attacks : Punches you when you are near. Will also stomp on ground to knock you down from high places. Will ram head into the building if you are on it.

Attacks to Use : Environment.

Strategy to Use : Right away run towards a building. Grab onto a wall and climb up the wall. Climb up to the highest part of the wall you can access. Rhino will do one of two things. He will either stomp the ground or ram the wall. If he stomps the ground, you will lose your grip and start falling onto the ground so try to go back onto the wall and grab back onto it. When you see him start running towards the wall, jump away. He will hit the wall and some debris will fall on his head. Keep doing that and he will eventually fall. It takes five pieces of debris to knock him down.

4.2 - Mysterio

Difficulty : ***

Mysterio's Movements : Disappears and then reappears somewhere else.

Mysterio's Attacks : Once he reappears, he will attack in your direction. Some times he will reappear and there will be three of him so be careful. Will also turn the level up-side down and all your controls will be reversed. Will kick you with his huge foot sometimes.

Attacks to Use : Punches and kicks.

Strategy to Use : Right away, web zip up to the ceiling. Watch him do his little tricks and attacks. Every once in a while when he reappears, he will laugh. You will know when he laughs because he tilts his head backwards when he does. Jump down and attack him. Keep doing that until you finally beat him.

4.3 - Shocker

Difficulty : ****

Shocker's Movements : Will stay in the middle of the room, may move slightly to the left or to the right.

Shocker's Attacks : Will shoot random attacks that will shock you. When you are close to him, he will send out a shockwave that will hurt you when you are near him. He will shoot some shocks that bounce off of things and will be aimed in your general direction. Sends balls of electricity that will climb up walls and onto ceilings.

Attacks to Use : Punches and Kicks.

Strategy to Use : Just keep going after him and when he is about to send out his shockwave, then run away. You can also try to hide somewhere that his shocks won't hit you but will bounce into a pot that will fall on his head.

4.4 - Lizard

Difficulty : **

Lizard's Movements : Side to Side. Also may disappear.

Lizard's Attacks : Will punch you and will also whip you with his tail. If you wait long enough, he will send out his crocodiles after you.

Attacks to Use : Crouched punches.

Strategy to Use : Crouch and go slowly towards Lizard. There will be a distance that you could attack Lizard and he won't move or attack you. Just keep punching him until he falls.

4.5 - Puma

Difficulty : *

Puma's Movements : Side to side. Also jumps.

Puma's Attacks : Jumps towards you and dives towards you.

Attacks to Use : Jump kicks/punches.

Strategy to Use : Just wait for him to jump high up and towards you. When he jumps, jump towards him and attack him while he is in the air. If he does any other attack, then just avoid them.

4.6 - Doc Ock

Difficulty : *****

Doc Ock's Movements : Jumps off and onto the screen.

Doc Ock's Attacks : Hits you with tentacles and will make debri fall from the ceiling.

Attacks to Use : Punches and kicks.

Strategy to Use : Just keep attacking him, if you have increased health and damage, you should only lose about one life.

5. - Upgrades

Here is a list of all the upgrades in the list, how much they cost, and what they do.

| Upgrade List \

Upgrade	Cost	Effect
Chain Combo 1	100	After hitting the attack button more you will perform a chain of attacks.
Chain Combo 2	150	Upgrade to Chain Combo 1.
Improved Web Shot	200	Fires off two web shots at once.
Web Net	200	Down and L fires a net at enemies.
Uppercut	400	Up and B will perform an uppercut attack.
Flip Kick	250	Hit back and B to perform a flip kick.
Faster Movement	200	Increase Running Speed.
Leap Punch	300	Jump and B let's you punch in the air.
Roll Sweep	350	Double Tap forward and you will roll and kick.
Spin Kick	350	Down and B performs a spinning kick.
Split Kick	350	A and B will kick in both directions.
Web Whip	300	Up and L will perform a slashing web whip.
Web Throw	300	Down and R to web throw an enemy.
Double Web Throw	450	Let's you throw two enemies at once.
Increased Health	1000	More health.
Increased Web Fluid	800	More webs used for attacks.
Improved Jump	300	Jump higher and farther.
Improved Damage	1000	Attacks do more damage.

6. - Unlockables

Beat the game to unlock the following:

All Missions

All Moves

The other unlockables are the pictures you take. When you hit select when the camera comes up, you will take a picture and now you can see them. There is about one picture for every two levels not including the 3D Hub levels.

7. - Disclaimer

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