

Captain America The First Avenger

by

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First Shooting Draft

[missing page 106]

FADE IN:

1

EXT. FROZEN WASTELAND - DAY

1

Show whips. Headlights approach. A HIGH-TECH HMUV grinds through an ARCTIC SNOWSTORM. The HMUV stops. TWO SHIELD MEN get out. The whipping snow is deafening. They can barely see.

The SEARCH TEAM LEADER, a CIVILIAN, meets them, offering his hand.

SEARCH TEAM LEADER
(shouting over the wind)
You the guys from Washington?

SHIELD LT.
That's some flight
ALT. Get many other visitors out
here?

SHIELD TECH
How long have you been on site?

SEARCH TEAM LEADER
Since this morning. A Russian oil
team called it in about 18 hours
ago.

SHIELD LT.
How come nobody spotted it before?

SEARCH TEAM LEADER
(gesturing around them)
Ice melts. Storms blow in.
Landscape changes all the time.

The Search Leader gets a worried look.

SEARCH TEAM LEADER (CONT'D)
You mind if I ask what this thing
is, exactly?

SHIELD LT.
Would you believe us if we said it
was a weather balloon?

SEARCH TEAM LEADER
No.

The SHIELD men stare. The team leader shrugs and walks on.

(CONTINUED)

1 CONTINUED:

SEARCH TEAM LEADER (CONT'D)
Listen, for the record, I'm not
sure we have the equipment for a
job like this-

SHIELD LT.
Is the sonar up and running yet?

SEARCH TEAM LEADER
Sure. We're getting deep ice
preliminaries now. Very deep.

SHIELD TECH
So? How long before we can start
craning it out?

He stops the Shield Tech, a bit incredulous.

SEARCH TEAM LEADER
I don't think you quite
understand...

The Search Team Leader points at something off screen.

SEARCH TEAM LEADER (CONT'D)
You guys are going to need one hell
of a crane.

THE TWO SHIELD MEN look off screen, awestruck.

REVEAL: A MASSIVE WINGTIP JUTS FROM THE ICE, TOWERING ABOVE
THEM LIKE A SKYSCRAPER.

A SKULL AND TENTACLE LOGO is just visible through the ice.

German words are stenciled ominously below.

2 OMITTED 2

3 OMITTED 3

4 INT. FROZEN PLANE - NIGHT 4

PITCH BLACK. The laser burns through, cutting a hole. The
metal circle drops, letting in a shaft of light.

THE TWO SHIELD OPERATIVES FROM THE HMOV RAPPEL DOWN THE
ROPES.

4 CONTINUED:

They creep through THE FROZEN, DEVASTATED PLANE.

Shattered control screens reflect their flashlights.

THE LIEUTENANT eyes a panel, "GEFAHR. EXPLOSIVSTOFFE."

SHIELD LT. (INTO RADIO)
 This has got to be World War II.
 But the Luftwaffe didn't have
 anything nearly this advanced.
 (beat)
 Or this big.

SHIELD TECH
 Lieutenant?

SHIELD LT. (INTO RADIO)
 Hold that, Base.

THE TECH chips at AN ICE FLOE, then stops.

SHIELD TECH
 What is it?

The lieutenant stares, awed.

SHIELD LT. (INTO RADIO)
 Base, get me a line to the colonel.
 I don't care what time it is.
 (beat)
 This one's worth waking up for.

He knocks away the last of the ice, revealing...A RED, WHITE
 AND BLUE SHIELD.

5 EXT. FROZEN WASTELAND - NIGHT

5

A SNOWCAT HAULS OUT A HUGE BLOCK OF ICE. THE SHIELD IS BARELY
 VISIBLE INSIDE.

6 EXT. CASTLE ROCK TOWER - NIGHT

6

TWO PARTISANS race across the cobblestones. AN OMINOUS
 CLANKING FILL THE AIR.

ERIK
 (subtitled Norwegian)
 Go and tell the Keeper! Hurry!

TITLE: "NORWAY, MAY 1942."

(CONTINUED)

6 CONTINUED:

JAN RUNS. ERIK sets a MOLOTOV down and checks his rifle. THE MOLOTOV TOPPLES ON THE COBBLESTONES. THE OMINOUS CLANKING RISES UNTIL...A HUGE TANK, THE LANDKRUEZER, CRASHES THROUGH A BUILDING.

Erik pales at the HYDRA LOGO. He runs, but MACHINE GUNS CUT HIM DOWN.

6A EXT. CASTLE ROCK TOWER - NIGHT

6A

Jan races toward the front door of a lonely STONE TOWER.

7 INT. CASTLE ROCK TOWER - NIGHT

7

Jan slams down a huge timber crossbeam, locking the door.

JAN

They're coming!

AN OLD TOWER KEEPER rushes downstairs.

TOWER KEEPER

They'll never find it.

The two men turn as...THE OMINOUS CLANKING RISES OUTSIDE. THE LANDKREUZER PUNCHES THROUGH THE WALL. BRICKS AND TIMBER RAIN DOWN, KNOCKING THE KEEPER BACK. WHEN THE DUST SUBSIDES, THE KEEPER STRUGGLES TO HIS FEET, ONLY TO FIND JAN DEAD AMIDST THE RUBBLE.

HYDRA TROOPS POUR IN, SURROUNDING HIM.

8 OMITTED

8

9 OMITTED

9

10 EXT. CASTLE ROCK TOWER - NIGHT

10

A MODIFIED CAR pulls up, ITS HOOD ORNAMENT A HYRDA SKULL. GLEAMING JACKBOOTS STEP OUT ONTO THE COBBLESTONES.

11 INT. CASTLE ROCK TOWER - NIGHT

11

THE HYDRA SOLDIERS THROW THE KEEPER DOWN IN FRONT OF A STONE SARCOPHAGUS IN AN ORNATE CRYPT.

The soldiers try but FAIL TO PUSH THE MASSIVE COFFIN LID.

(CONTINUED)

HYDRA LIEUTENANT
Quickly, before he-

Then, FOOTSTEPS. The soldiers snap to attention as...A HYDRA OFFICER, JOHANN SCHMIDT, STEPS THROUGH THE RUBBLE. HIS EYES ARE SUNKEN, HIS SKIN PALE AND WAXY.

JOHANN SCHMIDT
It has taken me a long time to find this place. You should be commended.

He stands before the tower keeper.

JOHANN SCHMIDT (CONT'D)
Give me what I want, and you will find the Reich most appreciative.

TOWER KEEPER
I give you nothing.

A HYDRA GUARD moves to clock the old man, but Schmidt waves him off. He leans over the tower keeper.

JOHANN SCHMIDT
You are a man of great vision. In that, we are much alike.

TOWER KEEPER
I am nothing like you.

JOHANN SCHMIDT
Oh, no, no. I don't suggest that.

Schmidt sees his men struggling with the coffin lid.

JOHANN SCHMIDT (CONT'D)
But what others see as superstition, you and I know to be science. The oldest science.

TOWER KEEPER
What you seek is just a legend.

JOHANN SCHMIDT
Then why do you try so hard to hide it?

Schmidt strides to the coffin. He heaves the heavy lid aside. It smashes to the floor. Inside, A DESICCATED CORPSE holds...A CRYSTAL CUBE.

JOHANN SCHMIDT (CONT'D)
The Tesseract was the Jewel of
Odin's treasure room.

He turns it over in his hand, curious...THEN DROPS IT TO THE
FLOOR. IT SHATTERS.

JOHANN SCHMIDT (CONT'D)
It is not a thing one buries.

HE LIFTS THE OLD MAN BY THE SHOULDER, HISSING IN HIS EAR.

JOHANN SCHMIDT (CONT'D)
But it is close, yes?

TOWER KEEPER
I cannot help you.

JOHANN SCHMIDT
Bo. But you can help them.

He turns the old man to see THE TANK POINTING AT THE TOWN.

JOHANN SCHMIDT (CONT'D)
You have friends out there.
Grandchildren, perhaps. I've no
need for them to die.

Terrified, the tower keeper lets his eyes flick to A WALL.
Schmidt lets the old man down. HE SEARCHES THE WALL, FINALLY
LANDING ON THE CARVING OF A TREE.

JOHANN SCHMIDT (CONT'D)
Yggdrasil, tree of the world.
Guardian of wisdom...

He scans the ROOTS, finally alighting on...A SERPENT.

JOHANN SCHMIDT (CONT'D)
And fate.

He pushes the snake's eye, releasing A WOODEN BOX CARVED LIKE
A SNAKE. The old man sags, defeated.

Schmidt opens the box. BLUE LIGHT illuminates his face. He
gazes, enraptured. The old man stares, awed.

JOHANN SCHMIDT (CONT'D)
And the Fuhrer digs for the
trinkets in the desert...

He looks over at the old man.

(CONTINUED)

11 CONTINUED: (3)

JOHANN SCHMIDT (CONT'D)
You've never seen it, have you?

TOWER KEEPER
It's not for the eyes of ordinary
men.

JOHANN SCHMIDT
Exactly.

Schmidt shuts the box. The light disappears. He glances over
at the cannon, almost distractedly.

JOHANN SCHMIDT (CONT'D)
Commence firing.

A SOLDIER CALLS OUT OFF SCREEN AND THE CANNON ERUPTS.
ENRAGED, THE OLD MAN LUNGES BUT IS HELD BACK BY SOLDIERS.

TOWER KEEPER
Fool. None of us can control that
power. You will burn.

JOHANN SCHMIDT
I already have.

SCHMIDT DRAWS HIS LUGER WITH DAZZLING SPEED. BLAM. THE KEEPER
DROPS. The old man's blood has splattered Schmidt's HYDRA
LAPEL PIN. His tentacled death's head is now a RED SKULL.

12 INT. ENLISTMENT OFFICE, BAYONNE, N.J. - DAY 12

A PAPER SCREAMS: "ELITE NAZI FORCES OVERRUN NORWEGIAN TOWN."

ARMY DOCTOR (O.S.)
O'Connell, Michael...

The paper flaps down, revealing a young man. He stands,
wearing only boxer shorts.

TITLE: "NEW YORK CITY, JUNE 1943."

DOZENS OF HALF-DRESSED RECRUITS read newspapers, waiting for
their exam results.

ANOTHER PAPER: "U-BOATS TORPEDO SHIP OFF COAST OF VIRGINIA."

ARMY DOCTOR (CONT'D)
Kaminsky, Henry...

Kaminsky stands, tossing his paper aside. He glances at the
next newsreader down.

(CONTINUED)

CLOSE ON: THE PAPER, "NAZIS BURN CZECH VILLAGE TO THE GROUND."

HENRY KAMINSKY

Kinda makes you think twice about enlisting, huh?

STEVE ROGERS LOWERS HIS PAPER. He's frail and small.

STEVE

Nope.

ARMY DOCTOR (O.S.)

Rogers, Steven.

Steve folds the paper and gets to his feet.

TIME CUT:

Steve anxiously watches AN ARMY DOCTOR scan his file.

CLOSE ON: STEVE'S FILE. A dozen ailments have been checked.

ARMY DOCTOR (CONT'D)

What did your father die of?

STEVE

Mustard gas.

The doctor looks up.

STEVE (CONT'D)

1918. He was in the 107th Infantry. I was hoping to get assigned to them if-

ARMY DOCTOR

And your mother?

STEVE

Few years back, she was a nurse in the TB ward. Got hit, couldn't shake it.

Finally, THE DOCTOR SHAKES HIS HEAD.

STEVE (CONT'D)

They weren't weak, Doc; they were fighters. If you just give me a-

ARMY DOCTOR

Sorry, son. You'd be ineligible on your asthma alone.

(CONTINUED)

12 CONTINUED: (2)

STEVE
You can't do anything?

ARMY DOCTOR
I'm doing it. I'm saving your life.

THE DOCTOR STAMPS STEVE'S FILE: 4F.

13 INT. MOVIE THEATER, NEW YORK CITY - DAY

13

SPINNING MATCH CUT: A SWASTIKA FLUTTERS ON A FLAG. A NEWSREEL FLICKERS. A COLUMN OF NAZIS STOMPS DOWN A ROAD.

NEWSREEL ANNOUNCER
As Hitler's troops continue to
ravage Occupied Europe...

Steve sits in the audience, watching intently.

NEWSREEL ANNOUNCER (CONT'D)
On the home front, enlistment
centers teem with the able-bodied,
eager to help our allies.

A LINE OF MEN SNAKES OUT A RECRUITING OFFICE.

LOUD JERK (O.S.)
They're just tryin' to get outa
workin' for a living.

A FEW ROWS AHEAD, A MAN SHOUTS BACK AT THE SCREEN.

Steve looks across the aisle. A YOUNG WOMAN watches the screen, tears welling. She clearly has a man overseas. Across the aisle, a middle-aged Jewish couple looks somber.

NEWSREEL ANNOUNCER
Across the seas, our brave boys are
already showing the Axis that the
price of freedom is never too high!

Soldiers--some wounded--wave at the camera, their smiles almost convincing.

LOUD JERK (O.S.)
Jeez, play the cartoon, already!

Steve sees the woman flinch. He whispers to the man:

STEVE
Can you keep it down, please?

(CONTINUED)

NEWSREEL ANNOUNCER

Together with the allied forces,
they march toward freedom and
liberation for millions of grateful
citizens.

A KID PULLS HIS WAGON. A HAND-DRAWN SIGN SAYS "SCRAP METAL."

LOUD JERK (O.S.)

Let 'em clean up their own mess,
the jerks!

Steve leans over, fuming. He jabs the man in the shoulder.

STEVE

YOU WANT TO SHUT UP?

The man slowly rises from his slumped position. He
rises...and rises, revealing...A VERY LARGE JERK.

14 EXT. MOVIE THEATER, ALLEY - LATE AFTERNOON

14

WHAM! The jerk hammers Steve in the jaw, knocking him into a
line of garbage cans. Steve groans...and GETS BACK UP.
Steve's a natural fighter, bobbing and scoring a kidney
punch, but the guy barely feels it. The jerk swings. STEVE
tries to BLOCK WITH A TRASH CAN LID. The jerk yanks away the
lid and pounds him again. Steve's feet lift off the ground.
HE HITS THE CEMENT HARD. For a moment, Steve lays still. The
jerk hovers, panting. THEN STEVE GETS TO HIS FEET AGAIN. The
jerk shakes his head.

LOUD JERK

You just don't know when to give
up, do you?

STEVE

(wiping his bloody mouth)
I can do this all day.

The jerk knocks Steve back into a pile of garbage. He moves
to hit him...BUT SOMEONE GRABS HIS ARM.

BUCKY (O.S.)

What's with all the fighting?

The jerk spins to see A SOLDIER, JAMES "BUCKY" BARNES.

BUCKY (CONT'D)

Don't you know there's a war on?

(CONTINUED)

14 CONTINUED:

The jerk takes a swing. Bucky SLUGS him, spins him around, and PLANTS an army boot in the ass. The jerk runs away. Bucky looks down at Steve, getting up from a pile of garbage.

BUCKY (CONT'D)

Sometimes I think you like getting punched.

STEVE

I hade him on the ropes.

As Steve gets up, a folded ENLISTMENT FORM falls from his pocket. Bucky picks it up and reads.

BUCKY

How many times is this?

(reads)

And you're from Paramus now? It's still illegal to lie on an enlistment form, and seriously, Jersey?

Steve frowns, TAKING IN BUCKY'S UNIFORM.

STEVE

Looks like you got your orders.

BUCKY

107th ships to England first thing tomorrow.

(beat)

This is my last night.

STEVE

So, what's the first stop. Church?

Bucky grins.

BUCKY

Yeah...maybe second stop.

They start walking out of the alley.

STEVE

Where are we going?

He whips out a newspaper and hands it to Steve.

BUCKY

The future.

(CONTINUED)

14 CONTINUED: (2)

14

Steve opens the paper. An ad reads, "WORLD EXHIBITION OF TOMORROW." MONORAILS RACE AROUND FUTURISTIC BUILDINGS.

DISSOLVE TO:

15 OMITTED

15

16 EXT. WORLD EXPOSITION OF TOMORROW, MIDWAY - NIGHT

16

A MONORAIL SPEEDS OVER AN EPIC FAIR. Steve and Bucky walk down the busy midway.

BUCKY

I don't see what the problem is.
You're about to be the last
eligible man in New York. You know
there're three and a half million
women here?

STEVE

I'd settle for just one.

Bucky waves at somebody in the distance.

BUCKY

Good thing I've taken care of that.

Across the midway, TWO GIRLS WAVE BACK in front of THE MODERN MARVELS PAVILION.

STEVE

What'd you tell her about me?

Bucky grins, still waving.

BUCKY

Only the good stuff.

17 INT. MARVELS PAVILION - NIGHT

17

EXHIBITS LINE THE HALL. A GLASS BOX holds a RED-SUITED ANDROID.

"DR. PHINEAS HORTON PRESENTS...THE SYNTHETIC MAN!:"

A FIRE EXTINGUISHER rests at the base. Bucky and the two girls (CONNIE and BONNIE) hurry past the exhibit. Steve tags after, ignored.

(CONTINUED)

17 CONTINUED:

17

CONNIE

Oh my God, there he is!

The girls squeal, urging Bucky towards:

18 INT. MARVELS PAVILION, STARK STAGE - NIGHT

18

A crowd gathers by a stage: "STARK INDUSTRIES PRESENTS..." Steve buys PEANUTS as Bucky and the girls get in close. On stage, a dashing HOWARD STARK stands with a 1942 CADILLAC. The girls giggle, smitten.

HOWARD STARK

Ladies, you know how hard it can be putting on makeup in a car that's bouncing like a kangaroo on a trampoline.

Steve offers Bonnie a peanut. She looks at them with scorn.

HOWARD STARK (CONT'D)

What if I told you that in just a few short years, your automobile wouldn't touch the ground at all?

Stark hits a button. THE CADILLAC RISES, LEAVING ITS TIRE ON THE GROUND, BULKY DEVICES WHERE THE WHEELS SHOULD BE. The crowd gasps. Bucky and Steve gape, impressed.

BUCKY

Ho-ly cow.

HOWARD STARK

With Stark Gravitic Reversion Technology (patent pending), you'll be able to do just tha-

There's a POP and AN EXPLOSION. THE CAR SLAMS TO THE STAGE.

HOWARD STARK (CONT'D)

I did say a few years, didn't I?

The audience applauds. As Bonnie swoons over Howard, Steve looks around, sheepish. He spots something in the distance. Bucky wraps his arm around Connie.

BUCKY

Hey, Steve. What do you say we treat these ladies-

But Steve's gone. In his place, a LITTLE GIRL digs eagerly into his bag of peanuts.

19

INT. MARVELS PAVILION, RECRUITMENT CENTER - NIGHT

19

STEVE stares at A MIRRORED BOOTH in front of THE RECRUITING PAVILION: "YOU DUTY: TYR IT ON FOR SIZE!"

A BURLY MAN stands in front of the mirror. He looks big and heroic in uniform. Now Steve steps up. In the mirror, he now wears A G.I. UNIFORM. HIS DISAPPOINTED EYES BARELY SEE OVER THE COLLAR. Just then, Bucky clamps a hand on his shoulder.

BUCKY

You're kind of missing the point of a "double date." Come on, we're gonna get a chocolate soda.

STEVE

You go ahead.

Nearby we see Dr. Erskine, A TIRED-LOOKING MAN in his mid-50s, listening in on the argument.

Bucky eyes the recruitment signs.

BUCKY

You're really gonna do this now?

STEVE

It's a fair. I'm gonna try my luck.

BUCKY

As who? "Steve from Ohio"? They'll catch you. Or worse, they'll actually take you.

Steve looks at Bucky with a grim smile of disappointment.

STEVE

You don't think I can do it.

BUCKY

This isn't some back alley, Steve. It's a war. Why are you so keen to fight? There're lots of other important jobs-

STEVE

You want me to sit in a factory? Collect scrap metal in my little red wagon while the men are laying down their lives? I can do as well as them and I got no right to do any less.

(MORE)

(CONTINUED)

19 CONTINUED:

STEVE (CONT'D)
That's the thing you don't get,
Bucky. It's not about me.

BUCKY
Right. 'Cause you've got nothing to
prove.

A tense beat passes between them.

CONNIE
Hey Sarge, we gettin' sodas?

BUCKY
Yeah. We are.

Annoyed, Bucky walks toward Connie. Then, he stops, torn.

Finally, he turns back to Steve. Bucky holds out his hand.
Steve sees his friend's genuine worry. He shakes his hand.

BUCKY (CONT'D)
Promise me you won't do anything
too stupid before I get back.

STEVE
Remember, when you attack, you run
toward the enemy.
ALT. I can't. You're taking all the
stupid with you.

BUCKY
(affectionately)
You're a punk.

STEVE
(affectionately)
You're a jerk.

A moment, and Bucky turns to go. He spins as he goes, for a
last little wave...

STEVE (CONT'D)
Don't win the war till I get there.

And Bucky goes, swooping up Connie under his arm. Steve turns
to the tent.

20 INT. RECRUITMENT PAVILION - NIGHT

20

A YOUNG DOCTOR rips a blood pressure cuff of Steve's arm.

(CONTINUED)

YOUNG DOCTOR
You can get dressed.

A NURSE ENTERS AND WHISPERS TO THE DOCTOR, WHO EYES STEVE.

YOUNG DOCTOR (CONT'D)
Wait here.

STEVE
Am I in trouble?

YOUNG DOCTOR
Just wait here.

He and the nurse leave. Steve eyes a POSTER:

"IT IS ILLEGAL TO FALSIFY YOU ENLISTMENT FORM. ONLY TRAITORS
LIE TO THEIR COUNTRY."

As Steve SCRAMBLES for his shoes...AN MP SLIDES OPEN THE
CURTAIN. STEVE LOOKS UP AT THE TOWERING SOLDIER.

STEVE
I'm in trouble.

DR. ERSKINE enters, wearing a lab coat, looking at a file.

DR. ERSKINE
So, you want to go overseas, kill
some Nazis?

STEVE
Excuse me?

DR. ERSKINE
(offers hand)
I'm Doctor Abraham Erskine. I
represent the Strategic Scientific
Reserve.

STEVE
(shaking hands)
Steve Rogers. Where are you from ?

DR. ERSKINE
Queens. 73rd and Utopia Parkway.
And before that, German. This
troubles you?

Steve considers this, then shrugs.

(CONTINUED)

DR. ERSKINE (CONT'D)

And where are you from, Mr. Rogers?
Is it New Haven, or Paramus, or...
(reading the file)
Five exams. In five different
cities...

STEVE

That might not be the right file-

DR. ERSKINE

It is not the exams I am interested
in. It is the five tries.
(peering at Steve)
You didn't answer my question. You
want to kill Nazis?

STEVE

Is this a test?

DR. ERSKINE

Yes.

STEVE

I don't like bullies, Doctor. I
don't care where they're from.

DR. ERSKINE

There are already plenty of big
strapping men in this war. What
they need now is maybe the "little
guys," yea?

STEVE

Maybe. What do you do, exactly?

DR. ERSKINE

ALT. Let's say I believe there is
great potential in every human.
It's just a matter of bringing it
to the surface.

Erskine lays out Steve's file. He reaches for a stamp.

DR. ERSKINE (CONT'D)

I can offer you a chance, only a
chance.

STEVE

That's all I'm asking for.

(CONTINUED)

20 CONTINUED: (3)

DR. ERSKINE
So, really, where is the little guy
from?

STEVE
New York City.
ALT. Brooklyn

STAMP! 1A.

21 EXT. HYDRA HQ - DAY 21

ESTABLISHING. A guardpost stands atop a SHEER CLIFF FACE.

JOHANN SCHMIDT (O.S.)
Are you ready, Dr. Zola?

22 INT. HYDRA HQ, SCHMIDT'S OFFICE LAB - DAY 22

DR. ARNIM ZOLA'S DISTORTED FACE FILLS A MONITOR.

DR. ARNIM ZOLA
My machine requires the most
delicate calibration.

PULL BACK to see Zola actually standing across the room,
peering into A CAMERA. The camera is trained at...
AN EMPTY CRADLE IN THE CENTER OF A COMPLICATED MACHINE.

DR. ARNIM ZOLA (CONT'D)
Forgive me if I seem overcautious.

JOHANN SCHMIDT makes adjustments to a conduit attached to A
LARGE BATTERY.

JOHANN SCHMIDT
Are you certain the conductors will
withstand the energy surge long
enough for the transference?

DR. ARNIM ZOLA
With this...artifact...I am certain
of nothing.

Zola eyes MORE CONDUITS snaking from the battery to A CRUDE
CANNON. A small, WOODEN TARGET awaits.

DR. ARNIM ZOLA (CONT'D)
In fact, I fear this may not work
at all.

(CONTINUED)

Schmidt glances at THE CARVED BOX FROM NORWAY on a table.

JOHANN SCHMIDT

Then we have lost only time,
Doctor. But if it does work...

ANCIENT TOMES SPREAD OUT AROUND IT. We can see images we
already know:

A MAMMOTH TREE...A SNAKE HIDDEN IN ITS ROOTS.

JOHANN SCHMIDT (CONT'D)

In a matter of minutes, we might
control the power of the gods.
Either way...

His eyes flick over another engraving: A GLOWING, CUBE LAYS
WASTE TO A HORDE OF BARBARIANS.

JOHANN SCHMIDT (CONT'D)

It is a moment of terrible
possibility.

SCHMIDT THEN OPENS THE BOX. BLINDING BLUE LIGHT SHOOTS OUT.

Zola secures his sunglasses.

Schmidt lists out AN INCREDIBLY BRIGHT OBJECT OF PURE ENERGY.
He rests it in the cradle. A SMOKED-GLASS SHIELD DROPS DOWN,
covering the chamber. Through the glass, we now see the
outlines of A CUBE.

SCHMIDT TURNS A DIAL. THE CUBE PULSES. A GAUGE marked
:"ENERGIENBATTERIE" glows blue, beginning to rise: 20%...40%
...60%... But the battery remains cold. Dark.

DR. ARNIM ZOLA

We are stable at seventy percent.
Well within safety parameters.

JOHANN SCHMIDT

I did not come all this way for
safety, Doctor.

Schmidt reaches over and TURNS THE DIAL. 80%...90%...

DR. ARNIM ZOLA

At those levels the power may be
uncontroll-

Schmidt cranks the dial. 100%. THE CUBE SURGES OTHERWORLDLY
POWER BURSTS FROM THE CUBE IN A BURNING FLASH. IT FLOODS THE
CONDUITS, FILLING THE EMPTY BATTERY WITH BLUE ENERGY.

(CONTINUED)

22 CONTINUED: (2)

JUST AS IT APPEARS THE BATTERY WILL BURST...THE ENERGY FLASHES IN A SWIRLING RUSH OF LIGHTNING.

SCHMIDT AND ZOLA GAPE AS, WITHIN THE SWIRLING ENERGY, A BRIEF, OTHERWORLDLY VISION FORMS. THEN...ZAP. THE VISION WINKS OUT AS A SEARING BEAM SHOOTS FROM THE GUN, VAPORIZING THE TARGET, BLASTING A HOLE IN THE WALL BEYOND.

Zola pulls a switch. The cube powers down. BUT THE BATTERY STILL GLOWS, HUMMING WITH LIFE. Breathless, Zola looks uneasily to where they saw the vision.

DR. ARNIM ZOLA (CONT'D)

Did you see...

But Schmidt just stares at the destruction around him. He allows himself a smile.

JOHANN SCHMIDT

Thank you, Doctor. Your designs do not disappoint...

THE CONDUITS, LIKE THE WALL OF THE LAB, LIE IN RUINS.

JOHANN SCHMIDT (CONT'D)

Though they may require reinforcement.

Zola takes a reading at a gauge, impressed.

DR. ARNIM ZOLA

The exchange is stable. Amazing. The energy we've just collected could power a battleship. Ten battleships.

(beat)

This will change the war.

Schmidt pours himself a whiskey, hand shaking. He drinks.

JOHANN SCHMIDT

Doctor Zola. This will change the world.

23 EXT. CAMP LEHIGH, PRACTICE FIELD - DAY

23

PAN OVER ELEVEN HEALTHY RECRUITS. Then dip to find...STEVE, looking small but DETERMINED IN ARMY GREEN.

PEGGY CARTER (O.S.)

Recruits, Attention!

(CONTINUED)

A WOMAN IN A BRITISH ARMY UNIFORM, PEGGY CARTER, STRIDES UP.

PEGGY CARTER (CONT'D)
Gentlemen, my name is Agent Carter.
I will be supervising your
induction today.

She passes out papers and clipboards.

PEGGY CARTER (CONT'D)
To begin with, I shall need you to
complete this document.

Steve reads it: "LAST WILL AND TESTAMENT." Two guys next to
him look at each other nervously. Steve's not fazed.

A MEATY GUY, HODGE, grumbles as he takes his papers...

HODGE
What's with the accent, Queen
Victoria? I thought I was signing
up for the U.S. Army.

PEGGY CARTER
What's your name, soldier?

HODGE
Gilmore Hodge, your majesty.

PEGGY CARTER
Step forward, Hodge.

He does. She indicates where and how he should stand:

PEGGY CARTER (CONT'D)
Right leg forward, arms like so...

HODGE
(suggestively)
We gonna rassle? 'Cause I got a few
moves I know you'll like.

She comes close, also putting one leg forward...

PEGGY CARTER
Are you familiar with the art of
Jiu Jitsu, wherein your opponent's
size and momentum are used against
him?

HODGE
No...

23 CONTINUED: (2)

She PUNCHES HIM SQUARE IN THE NOSE. He drops in a heap, eyes watering, a trickle of blood coming from one nostril.

PEGGY CARTER
(casually)
Neither am I.

The men titter. Steve looks especially pleased.

COLONEL PHILLIPS (O.S.)
Agent Carter!

The men leap to attention as COLONEL PHILLIPS APPROACHES, impressive, all military. Erskine trails behind him.

PEGGY CARTER
Colonel Phillips.

COLONEL PHILLIPS
I see you're breaking in the
candidates. That's good.
(to Hodge)
You. Get over there in that line
and stand at attention until
somebody tells you what to do.

Hodge scurries back. Phillips stands before the men.

COLONEL PHILLIPS (CONT'D)
General Patton has said that "wars
are fought with weapons and won by
men."

Phillips notices the sickly Steve. He scowls at Erskine.

COLONEL PHILLIPS (CONT'D)
We're going to win this war because
we have the best men... And because
they are going to get better. Much
better.

23A INT. CAMP LEHIGH, BARRACKS - NIGHT

23A

The mane are unloading their gear. HODGE puts up pin-ups of women.

Steve unpacks a stack of well-worn military books.

COLONEL PHILLIPS (O.S.)
The Strategic Scientific Reserve is
an Allied effort, made up of the
best minds in the free world.

24 EXT. CAMP LEHIGH, OBSTACLE COURSE - DAY 24

Recruits run through AN OBSTACLE COURSE. Steve struggles, last.

THE RECRUITS SCRAMBLE UP A CARGO NET. STEVE'S FOOT GETS TANGLED. HODGE CLIMBS OVER HIM, SMASHING HIS FACE. FROM AN OBSERVATION PLATFORM, ERSKINE WATCHES as Steve grimaces but hauls himself up.

COLONEL PHILLIPS (O.S.)
Our goal is to create the finest
army in history. But every army
starts with one man.

25 EXT. CAMP LEHIGH, OBSTACLE COURSE - DAY 25

PEGGY CHECKS A STOPWATCH. THE OTHER RECRUITS WAIT AS...STEVE CRAWLS THROUGH MUD BENEATH A BARBED-WIRE NET.

COLONEL PHILLIPS (O.S.)
By the end of this week, we're
going to choose that man.

Hodge kicks out a support. THE BARBED WIRE FALLS ON STEVE.

COLONEL PHILLIPS (CONT'D)
He's going to be the first of a new
breed of super soldiers. And they
are personally going to escort
Adolf Hitler to the gates of hell.
ALT. He's going to be the first of
a new breed of super soldiers. And
together they're going to bring a
quick end to this damn war.

26 OMITTED 26

27 EXT. CAMP LEHIGH, PRACTICE FIELD - DAY 27

STEVE STRUGGLES TO DO A PUSH-UP. Peggy paces as the recruits do calisthenics.

COLONEL PHILLIPS
I guess I just don't understand the
European sense of humor, Doctor.

PHILLIPS AND ERSKINE WALK TOWARD THEM.

(CONTINUED)

COLONEL PHILLIPS (CONT'D)
You're not thinking of picking
Rogers, are you?

DR. ERSKINE
I am more than just thinking about
it. He is the clear choice.

COLONEL PHILLIPS
When you invited a ninety-pound
asthmatic onto my Army base, I let
it slide because I assumed he'd be
useful to you. Like a gerbil. I
never thought you'd pick him.

They stop near an open TRUCK, A CRATE OF GRENADES inside.

COLONEL PHILLIPS (CONT'D)
You put a needle in that guy's arm,
it's gonna come out the other side.

They watch Steve struggling to do his push-ups.

COLONEL PHILLIPS (CONT'D)
Look at him! He's making me cry.

DR. ERSKINE
I am searching for qualities beyond
the physical.

COLONEL PHILLIPS
Do you know how long it took to set
up this project? The groveling I
had to do in front of Senator
Brandt's committee?

DR. ERSKINE
I'm well aware of your efforts-

Hodge powers through his push-ups.

COLONEL PHILLIPS
Hodge passed every test we gave
him. He's big, he's fast, and he
takes orders. In short, he's a
soldier.

DR. ERSKINE
He's a bully.

Phillips stares at Erskine a long moment. Then he reaches for
the CRATE IN THE TRUCK.

(CONTINUED)

27 CONTINUED: (2)

COLONEL PHILLIPS
You don't win wars with niceness,
Doctor.
(grabbing a GRENADE)
You win them with guts.

HE PULLS THE PIN AND HURLS THE GRENADE.

COLONEL PHILLIPS (CONT'D)
GRENADE!

It tumbles in the grass, stopping in front of the recruits.
Steve's eyes go wide.

The rest of the recruits scramble away. HODGE YELPS. HE
THROWS HIMSELF UNDERNEATH A NEARBY JEEP.

PEGGY MAKES FOR THE GRENADE, BUT STEVE GETS THERE FIRST,
THROWING HIMSELF ON IT.

STEVE
Everybody DOWN!

Steve waits for the explosion...BUT NOTHING HAPPENS. After a
moment, he opens his eyes, confused.

At the truck, Phillips just glares.

PAN TO THE CRATE, WHICH WE SEE IS CLEARLY LABELED: "M-56
TRAINING GRENADES - INERT."

Erskine smiles at Phillips.

Hodge peaks out from under the jeep, SHAMED.

WIDE ON: STEVE, still splayed over the inert grenade.

STEVE (CONT'D)
Uh...is this a test?

28 INT. CAMP LEHIGH, BARRACKS - NIGHT

28

Steve sits alone on his bunk. Around him, eleven other bunks
lie stripped, their footlockers empty.

DR. ERSKINE enters, carrying a bottle of Schnapps.

DR. ERSKINE
Can't sleep?

STEVE
Got the jitters, I guess.

(CONTINUED)

Erskine indicates his bottle.

DR. ERSKINE
Me, too.

STEVE
Can I ask you a question?

DR. ERSKINE
Just one?

STEVE
Why me?

Erskine considers this. Then he sighs and pulls up a chair.

DR. ERSKINE
I suppose that is the only question
that matters.

He motions for Steve to grab a couple of water glasses. He holds up the bottle.

DR. ERSKINE (CONT'D)
Made in Augsburg. My city. So many
forget that the first country the
Nazis invaded was their own.
(off Steve's look)
I don't excuse what my people have
become. After the first war, my
people struggled...they felt weak,
small. Then Hitler comes with big
show, the marching. He finds me.
Hears of my work. You, he says,
will make us strong.

FLASH: A SLIGHTLY YOUNGER ERSKINE WORKS IN A BERLIN LAB, WITH
JOHANN SCHMIDT, WHO WEARS A NAZI ARMBAND.

DR. ERSKINE (V.O.)
I am not interested. He sends the
head of Hydra, his research
division. A brilliant scientist
named Johann Schmidt. Schmidt was a
member of the inner circle,
ambitious, obsessed with occult
power and Teutonic myth. He and
Hitler shared a passion for
violence and Wagner.

29A INT. CAMP LEHIGH, BARRACKS - NIGHT

29A

Erskine sees Steve's black look. Wagner?

DR. ERSKINE

German operas about war and heroes.
Blood and race. Gods afoot upon the
earth.

(shaking his head)

Me, I like a little Benny Goodman.
ALT. Me, I like jazz.

Steve smiles. Erskine goes on.

DR. ERSKINE (CONT'D)

Hitler uses these fantasies to
inspire his followers. But Schmidt
...he does not believe in fantasy.
For him, it is real.

29B INT. RESEARCH LAB, BERLIN 1938 - FLASHBACK

29B

FLASH: SCHMIDT PERUSES AN ANCIENT TOME

DR. ERSKINE (V.O.)

He became convinced that a great
power had been hidden on earth left
here by the gods - waiting to be
seized by a superior man.

FLASH: HE TALKS TO ERSKINE, WHO SHAKES HIS HEAD.

DR. ERSKINE (V.O.)

And when he understood what my
formula could do, Schmidt could not
resist...

FLASH: SCHMIDT, NOW IN A FULL NAZI UNIFORM, PRESSES A LUGER
BETWEEN ERSKINE'S EYES.

DR. ERSKINE (V.O.)

He had to become that superior man.

30 INT. CAMP LEHIGH, BARRACKS - NIGHT

30

Erskine goes silent. He just stares at his hands.

STEVE

Did it make him strong?

(CONTINUED)

30 CONTINUED:

DR. ERSKINE
Yes, but there were
other...effects.

31 INT. RESEARCH LAB, BERLIN 1938 - FLASHBACK 31

FLASH: SCHMIDT LIES ON AN EXAM TABLE, SLEEVES ROLLED UP.

DR. ERSKINE (V.O.)
The serum was not ready, but more
important, the man...

FLASH: ANOTHER NAZI POINTS A GUN. ERSKINE HESITATES. SCHMIDT
YANKS THE NEEDLE FROM HIM AND INJECTS HIMSELF.

DR. ERSKINE (V.O.)
The serum amplifies what is inside.

FLASH: SCHMIDT'S EYES BULGE.

DR. ERSKINE (V.O.)
Good becomes great...

FLASH: HIS SKIN BURNS. HE SCREAMS.

DR. ERSKINE (V.O.)
Bad becomes worse.

32 OMITTED 32

33 INT. CAMP LEHIGH, BARRACKS - NIGHT 33

Erskine pours schnapps into the two glasses Steve holds.

DR. ERSKINE
This is why you were chosen. A
strong man, he might lose respect
for the power if he has had it all
his life. But a weak man knows the
value of strength...and compassion.

STEVE
Thanks. I think.

Erskine chuckles and puts his glasses on.

DR. ERSKINE
Whatever happens tomorrow, promise
me you'll stay who you are. Not a
perfect soldier...

33 CONTINUED:

33

HE TAPS STEVE'S CHEST WITH ONE FINGER, LOOKING INTO HIS EYES.

DR. ERSKINE (CONT'D)
But a good man.

Steve clinks his glass with Erskine's.

STEVE
To the little guys.

They move to drink, but Erskine remembers something and grabs Steve's glass before he can take a sip.

DR. ERSKINE
What am I doing, you have a
procedure tomorrow. No fluids.

STEVE
We'll drink it after.

He pours Steve's drink into his.

DR. ERSKINE
I don't have procedure tomorrow.
(taking a sip)
Is very good. I save you a little.

34 EXT. HYDRA HQ - DAY

34

WE HEAR THE OVERTURE FROM WAGNER'S "DAS REINGOLD."

PAN DOWN THE CLIFFSIDE TO A BIG BAY WINDOW IN THE ROCK.

Through the glass, we see AN ARTIST PAINTING AT AN EASEL.

We hear knocking.

DR. ARNIM ZOLA (O.S.)
Sir?

35 INT. HYDRA HQ, SCHMIDT'S OFFICE LAB - CONTINUOUS

35

A RECORD SPINS ON A PHONOGRAPH

DR. ZOLA HESITANTLY ENTERS THE OFFICE LAB AND STOPS...

JOHANN SCHMIDT (O.S.)
Don't stare, Doctor.

AN ARTIST PAINTS SCHMIDT'S PORTRAIT, PALETTE ALL SHADES OF RED.

(CONTINUED)

JOHANN SCHMIDT (O.S.) (CONT'D)
Is it something in particular?

DR. ARNIM ZOLA
I understand you've found him.

JOHANN SCHMIDT (O.S.)
See for yourself.

On the table, Zola finds...SURVEILLANCE SHOTS OF ERSKINE IN
NEW YORK: in a cab, buying a hot dog, being escorted by MP's.

Zola looks up at...Johann Schmidt standing silhouetted in
front of the window. We can't make out his face.

JOHANN SCHMIDT (CONT'D)
You disapprove.

DR. ARNIM ZOLA
Berlin doesn't feel this is a
proper use of their resources.

JOHANN SCHMIDT
And you are now their loyal
servant?
(beat)
Berlin, if they care, can discuss
it with me personally.

DR. ARNIM ZOLA
I just don't see why you need
concern yourself. I can't imagine
he'll succeed-
(catching himself)
Again.

JOHANN SCHMIDT
His serum is the Allies' only
defense against the power we now
possess. If we take it away, our
victory is assured.

Zola nods, resigned.

DR. ARNIM ZOLA
Shall I give the order?

JOHANN SCHMIDT
It's already been given.

Zola smiles tightly and heads for the door. Then...

(CONTINUED)

35 CONTINUED: (2)

35

JOHANN SCHMIDT (CONT'D)

Dr. Zola? What do you think?

Zola glances at the artist, who looks queasy and frightened. Zola peaks at the painting (which we do not see).

DR. ARNIM ZOLA

A masterpiece.

36 EXT. BROOKLYN STREET - DAY

36

Kids scramble out of the street as A BLACK SEDAN PASSES.

37 INT. BLACK SEDAN - DAY

37

Steve rides with Peggy, staring out at the familiar streets.

STEVE

I know this neighborhood. I got beat up in that alley...and that vacant lot...and behind that diner.

PEGGY CARTER

Did you have something against running away?

STEVE

You start running, they'll never let you stop. You stand up, you push back...they can only tell you "no" for so long, right?

PEGGY CARTER

I know a bit what that's like. To have every door shut in your face.

STEVE

Who'd shut a door on you? I figure guys would be climbing over each other to hold them open.

PEGGY CARTER

Depends which door you're trying to go through.

STEVE

I guess I don't know why a beautiful...agent...why would she want to join the army anyhow? She could do whatever she wanted.

(CONTINUED)

PEGGY CARTER

You don't know an awful lot about women, do you?

STEVE

(seemingly smooth)

You got me all wrong, Agent Carter. I don't know anything about women.

(beat)

This is probably the longest conversation I've ever had with one.

She is laughing just the teeniest bit.

STEVE (CONT'D)

I wish I were kidding. Think about it; I don't have any money, so I can't take them to dinner. I'm... kinda short. That doesn't help. Ever. And I don't dance, so that's off the table.

PEGGY CARTER

You must have at least danced.

STEVE

Standing on my mom's feet when I was seven. I don't know. Asking a girl to dance seemed so terrifying, and then in the last few years it didn't seem so important. I figure I might as well wait.

PEGGY CARTER

For what?

He shrugs, looking out the window.

STEVE

The right partner.

He doesn't see that this affects her. The car slows.

PEGGY CARTER

This is it.

The sedan pulls up to an ANTIQUE STORE. TWO BUMS LOLL NEAR THE ENTRANCE. TWO MEN IN SUITS stand near a row of cars. Steve climbs out, confused.

STEVE

Why did we stop here?

PEGGY CARTER

I love a bargain.

ALT. I'm redecorating.

The bell over the door rings. THE ANTIQUE STORE OWNER nods at Peggy and Steve.

ANTIQUÉ STORE OWNER

Lovely weather this morning, isn't it?

PEGGY CARTER

Yes, but I always carry an umbrella.

ANTIQUÉ STORE OWNER

I suppose you can't be too careful.

PEGGY CARTER

Best to be prepared for a shift in the wind.

ALT. (scene):

ANTIQUÉ STORE OWNER

Looking for anything in particular?

PEGGY CARTER

A dozen eggs and your finest selection of cheese.

ANTIQUÉ STORE OWNER

I'm afraid you'd better try the nearest farm.

PEGGY CARTER

I buy my milk at the store.

The code exchanged, the woman presses A BUTTON UNDER THE COUNTER, WHERE A SUBMACHINE GUN hangs hidden.

Peggy leads Steve through A DOOR IN THE BACK.

40 INT. ANTIQUE STORE, SECURITY FOYER - DAY 40

They find A MARINE guarding a HUGE METAL DOOR. As the door whooshes open, the Marine salutes.

41 INT. REBIRTH LAB - DAY 41

Steve steps out onto a raised platform and gapes: THE HUGE, ULTRA-MODERN REBIRTH LAB STRETCHES BENEATH THEM, FAR LARGER THAN THE STORE OUTSIDE. TECHS OPERATE MACHINERY. ENGINEERS MAN MONITORS. A FILM CREW SETS UP. They all look respectfully at Steve.

His eyes alight on...THE REBIRTH DEVICE. GLITTERING LENSES SURROUND A MAN-SHAPED CRADLE. PNEUMATIC PANELS FOLD BELOW. SIX VITA-RAY REACTORS LOOM BEHIND.

Dr. Erskine scurries about in the center of all prepping. Steve takes it all in, looking over to an OBSERVATION BOOTH where a group of men gather.

42 INT. OBSERVATION BOOTH - DAY 42

SENATOR BRANDT confers with his aides. A man with glasses waits a little behind. Phillips enters.

COLONEL PHILLIPS

Senator Brandt. Glad you could make it.

SENATOR BRANDT

Why exactly am I in Brooklyn?

Phillips looks down to the machine below.

COLONEL PHILLIPS

We needed access to the city's power grid. Of course, if you'd given us the generator I requisitioned...

SENATOR BRANDT

Lot of people asking for funds, Colonel.

(remembering)

Oh, this is Clem...

The man sticks his hand out as Brandt fumbles the name.

(CONTINUED)

HEINZ KRUGER

Fred Clemson, State Department. If this project of yours comes through, we'd like to make sure it's used for something-
(eyeing Brandt)
Other than headlines.

Phillips nods, as Brandt peers through the window at the lab. He spots Steve.

SENATOR BRANDT

Jeez, somebody get that kid a sandwich.

Erskine helps Steve onto the device.

DR. ERSKINE

Comfortable?

STEVE LOOKS SMALL IN THE OUTLINE OF A MUCH LARGER MAN.

STEVE

You save me any of that schnapps?

DR. ERSKINE

(wincing)

Not as much as I should have.

Erskine nods to the attendants, who hook up Steve. He then looks to A MAN IN A SUIT making adjustments.

DR. ERSKINE (CONT'D)

How are your levels, Mr. Stark?

The man steps out from behind the device. Steve blinks, surprised: IT'S HOWARD STARK.

HOWARD STARK

Coils are at peak, levels are 100%. We may dim half the lights in Brooklyn, but we're ready. As we'll ever be.

Steve eyes him warily.

STEVE

I was you at the Expo. Did you ever get that Cadillac in the air?

HOWARD STARK
Had her flying three full minutes.

STEVE
Then what happened?

HOWARD STARK
We landed.
(beat)
Technically.

He pats Steve on the shoulder. Steve isn't reassured.
Erskine jostles a nervous Peggy as he tries to squeeze past.

DR. ERSKINE
Agent Carter, wouldn't you be more
comfortable in the booth?

She gets the hint. She smiles at Steve. Steve smiles back.
Erskine pulls down an overhead microphone. He looks to the
booth, waiting until Phillips is standing near a speaker. He
taps hard on the mic. Phillips winces, holding his ear.

DR. ERSKINE (CONT'D)
Ladies and gentlemen, this morning
we do not take another step toward
annihilation. Today, we take the
first step on the path to peace.

44 INT. OBSERVATION BOOTH - DAY 44

Brandt watches, skeptical.

DR. ERSKINE (ON SPEAKER)
We will begin with a series of
micro-injections to the subject's
major muscle groups.

Peggy enters. "Clemson" offers her his seat.

45 INT. REBIRTH LAB - DAY 45

Stark and HIS OLDER ASSISTANTS ready the machinery. The
engineers check their monitors. AN EKG BEEPS.

DR. ERSKINE
The serum will cause immediate
cellular change.
(MORE)

45 CONTINUED:

DR. ERSKINE (CONT'D)

In order to prevent uncontrolled growth, the subject will then be saturated with Vita Rays.

He clicks off the microphone and nods to A NURSE. SHE OPENS A CASE, REVEALING A GLEAMING ALUMINUM SYRINGE.

She taps the needle, pulls back the plunger...AND INJECTS STEVE IN THE ARM. He winces...then relaxes.

STEVE

That wasn't so bad.

DR. ERSKINE

That was a tetanus shot.

A PANEL SLIDES BACK, REVEALING A CAROUSEL OF BLUE VIALS. SEVEN TUBES OF SERUM STAND AT THE READY.

Erskine and the nurse insert SIX VIALS into THE INJECTORS. Erskine NODS AT A TECH, WHO DEPLOYS THE INJECTION PADS. THEY BRISTLE WITH HUNDREDS OF TINY NEEDLETIPS.

They close over Steve, pressing him to the table.

DR. ERSKINE (CONT'D)

Beginning serum infusion in five, four, three, two...one.

He presses a switch. THE INJECTION PADS CLICK. STEVE JERKS AS UNSEEN NEEDLES DEPLOY. The blue fluid slowly empties from the serum injectors. Steve's veins swell. His head begins to shake.

Erskine hits another button. Padded restraints close in on Steve's head, holding him still. Steve's wide eyes glow an intense blue. Finally, the injector vials empty completely.

DR. ERSKINE (CONT'D)

Now, Mr. Stark.

STARK PULLS A LEVER. THE TABLE SLOWLY TILTS UPRIGHT. STEVE RISES LIKE A ROCKET READY TO LAUNCH.

THE PANELS UNFOLD. A HOOD LOWERS OVER STEVE'S HEAD, SEALING HIM INSIDE THE VITA CHAMBER. A WINDOW FRAMES STEVE'S FACE. Erskine talks into a mic.

DR. ERSKINE (CONT'D)

Steven, can you hear me?

(CONTINUED)

45 CONTINUED: (2)

STEVE (ON SPEAKER)
Is it too late to go to the
bathroom.

DR. ERSKINE
(smiling)
We shall proceed.

Stark throws a switch. His Vita Ray reactors come online.

Finally, Stark turns the power dial.

A PIERCING WHINE FILLS THE ROOM. ON A HUGE GAUGE, THE NEEDLE
BEGINS TO CLIMB.

10, 20...STEVE'S FACE GOES TENSE. INSIDE THE CHAMBER, ORANGE
LIGHT BUILDS IN INTENSITY. Technicians pull on goggles. Peggy
crosses her fingers.

30, 40...STEVE'S EYES SQUEEZE TIGHT AS THE PAIN GROWS.
Erskine checks Steve's vitals. He nods to Stark, who turns
the dial higher.

50, 60...STEVE'S HEAD SNAPS BACK, SEIZING. The EKG beeps
faster...and faster... Peggy stands, worried. Her breath fogs
the glass.

70, 80...THE GLOW SURGES, FLOODING THE WINDOW, HIDING STEVE.
The EKG shrieks.

90...A SCREAM ECHOES FROM THE SPEAKER. Erskine rushes to the
window, but can't see in. He barks into the microphone.

DR. ERSKINE (CONT'D)
Steven? STEVEN?

Peggy rushes out of the booth and down the stairs.

PEGGY CARTER
Shut it down!

The lights get brighter. The viewers shield their eyes.

DR. ERSKINE
MR. STARK, KILL THE REACTORS

Suddenly, everyone in the lab hears:

STEVE (ON SPEAKER)
No...

In the booth, Brandt and Phillips exchange an amazed look.

(CONTINUED)

45 CONTINUED: (3)

45

STEVE (CONT'D)

Don't...

Stark's hand hovers over the dial.

STEVE (CONT'D)

I can do this.

Erskine swallows. With great hesitation, he nods to Stark.

STARK GIVES THE DIAL A FINAL TURN. 100. THE WHINE SPLITS THE AIR. THE VITA RAY CHAMBER FLASHES FROM ORANGE...TO WHITE. AND THEN IT ALL GOES DARK. THE WHINE DIES. AS DOES THE EKG.

Erskine goes ashen. Stark stares at his and on the dial. Peggy swallows. Even Phillips looks saddened. And then...A SOUND RISES: THE STEADY BEEP OF THE EKG. THE LIGHTS RISE. Erskine hurries to the device.

DR. ERSKINE

Mr. Stark!

Stark hits a button. The hood and panels retract, releasing a blast of steam. When it clears, Erskine can see...

A NEW MAN HANGING IN THE STRAPS. MUSCULAR, TALL, PERFECT. HIS HEAD RESTS AGAINST HIS CHEST, EYES CLOSED.

46 INT. OBSERVATION BOOTH - DAY

46

EVERYONE GASPS AND HURRIES OUT, except THE MAN WITH GLASSES. He opens a CIGARETTE CASE and flicks a switch. A RED LIGHT BLINKS. HE SNAPS IT SHUT AND MAGNETS IT TO THE CHAIR BOTTOM.

47 INT. REBIRTH LAB - DAY

47

The technicians undo the straps. Steve collapses into Erskine's arms. The old man staggers.

DR. ERSKINE

Steven?

STEVE

Doctor? Did it...?

DR. ERSKINE

(under the weight)

I think...yes...

(CONTINUED)

47 CONTINUED:

HOWARD STARK
 (helping him)
 You did it, Doctor. You really did
 it.

THE OTHERS RUSH INTO THE LAB. Phillips looks to Brandt.

COLONEL PHILLIPS
 Sorry you got up early now,
 Senator?

SENATOR BRANDT
 I can think of some folks in Berlin
 who are about to get very nervous.

Peggy brings Steve his clothes. He puts on his old, now much
 smaller shirt.

PEGGY CARTER
 How do you feel?

Steve groggily looks down at her.

STEVE
 Taller...

He pulls on his clothes.

THE MAN WITH GLASSES ENTERS THE LAB. Across the room, he
 spies...THE REMAINING TUBE OF UNUSED SERUM. He flicks open a
 lighter, revealing A BUTTON. Erskine hears the click of the
 lighter. He turns.

DR. ERSKINE
 Please, do not smoke in here-

ERSKINE SEES THE MAN WITH GLASSES. HE LOOKS PUZZLED...THEN:

FLASH: KRUGER HOLDS A GUN DURING THE BERLIN EXPERIMENT.

DR. ERSKINE (CONT'D)
 No...

Kruger pushes the button.

48 INT. OBSERVATION BOOTH - DAY

48

THE CIGARETTE CASE MAKES AN OMINOUS...CLICK.

49 INT. REBIRTH LAB - DAY

49

The booth EXPLODES, shooting FIRE AND GLASS into the lab. Phillips shoves Brandt out of the way. Peggy pulls a pistol. ERSKINE sees KRUGER making for the SERUM. He bolts to get to it first.

KRUGER draws a PISTOL and SHOOTS the old man down.

STEVE

NO!

ERSKINE flies back, SMASHING into the machinery. KRUGER snatches the last TUBE and races for the DOOR. PHILLIPS pulls a GUN, winging KRUGER as he escapes. STEVE bolts to ERSKINE, checking his wound.

STEVE (CONT'D)

Doc!

Steve cradles Erskine, who stares through BROKEN GLASSES. He takes in the result of his efforts. He smiles, weak but proud. He reaches out...and taps Steve's chest. He stops, dead now. Steve stares for a moment, then looks up, filling with quiet rage.

50 INT. ANTIQUE STORE - DAY

50

Kruger bursts out of the rear door. THE ANTIQUE LADY PULLS HER SUBMACHINE GUN. KRUGER CUTS HER DOWN AND GRABS HER GUN.

51 EXT. BROOKLYN STREET - DAY

51

Kruger races outside to find...THE TWO SUITED MEN BLOCKING HIS WAY.

HEINZ KRUGER

I have it. Get the car! Schnell!

Kruger and HIS MEN sprint for Brandt's motorcade.

The two BUMS we saw earlier draw GUNS.

UNDERCOVER BUM

HALT!

They open FIRE, nailing one of Kruger's men. KRUGER and his remaining man PEEL OUT. The guards fire, blowing out the car's windows. Kruger fires the submachine gun out the shattered window, killing one of the bums.

- 52 INT. ANTIQUE STORE - DAY 52
Peggy races for the door just as Kruger drives past.
- 53 INT. CAR - DAY 53
Kruger hits the button on his lighter.
- 54 EXT. BROOKLYN STREET - DAY 54
THE MOTORCADE EXPLODES, INCINERATING THE OTHER BUM.
- 55 INT. ANTIQUE STORE - DAY 55
The windows shatter, showering Peggy with glass.
- 56 EXT. BROOKLYN STREET 56
Kruger's car speeds away as Peggy rushes into the street. She draws a bead on the receding car. BLAM.
- 57 INT. CAR - DAY 57
The back window SHATTERS. THE DRIVER'S HEAD smacks into the steering wheel, a BULLET IN HIS BRAIN. Kruger hangs on as he careens toward a parked car. SMASH.
- 58 EXT. BROOKLYN STREET - DAY 58
A TAXI squeals up. THE CAB DRIVER runs to Kruger's driver.
- CAB DRIVER
Hey, buddy, are you-
- Kruger hauls himself from the wreck and jumps into the cab. The cabbie looks up TO SEE HIS TAXI ROARING AWAY. Gun leveled, Peggy advances down the street. KRUGER aims the cab at PEGGY. SHE stands her ground, squeezing off shots. THE TAXI keeps coming.
- Just then, STEVE LEAPS through the FLAMING WRECKAGE and TACKLES Peggy out of the way. The cab fishtails around the bend. Peggy shoves at Steve.
- PEGGY CARTER
I HAD HIM!

(CONTINUED)

- 58 CONTINUED: 58
- STEVE gets up, BUT falls again, HIS NEW BODY big and awkward. Furious, he takes off after the cab.
- 59 INT. TAXICAB - DAY 59
- Kruger skids around a corner. The SERUM rolls wildly on the seat. He snatches it up and sticks it in his front pocket.
- 60 EXT. BROOKLYN STREET - DAY 60
- Peggy stops A SEDAN. A man rolls down the window.
- DRIVER
- Stay out of the road, there's some-
HEY!
- She yanks him out and gets behind the wheel, peeling out.
- 61 INT. BROOKLYN ALLEY - DAY 61
- Steve veers down an alley, taking a shortcut. He spots Kruger's cab racing past the mouth of the alley. STEVE pours it on, picking up SPEED.
- 62 EXT. BROOKLYN STREET - DAY 62
- Steve rockets back onto the street, CAREENING OUT OF CONTROL, right toward a SHOP WINDOW.
- 63 INT. BROOKLYN SHOPT - DAY 63
- STEVE CRASHES through the window, TUMBLING into the SHOP.
- 64 EXT. BROOKLYN STREET - DAY 64
- Steve races out the shop door, bare feet pounding the pavement. HE passes a speeding CAR. Kruger swerves past A PARKED TRUCK. Pedestrians dive away as the cab veers onto the sidewalk. Steve races between lanes of traffic. Kruger swerves off the sidewalk, smashing a FIRE HYDRANT. Steve follows, tearing down the street, right at...
- 65 INT. OLD MAN'S CAR - DAY 65
- AN OLD MAN gapes as Steve runs RIGHT UP his HOOD.

66 EXT. BROOKLYN STREET - DAY 66

STEVE VAULTS off the car's roof and lands on the TAXI.

67 INT./EXT. TAXICAB - DAY 67

KRUGER pulls his gun and BLASTS at STEVE. Steve ducks, clinging to the side of the car. They swerve through the streets.

A HORN blares. KRUGER looks to see a TRUCK ROARING at him. Steve sees the same thing. Kruger yanks the wheel. THE TRUCK SIDESWIPEs the TAXI, THROWING it into a ROLL. KIDS look over from their BALL GAME to see...

STEVE atop the TUMBLING CAB, riding it like a rolling LOG.

THE CAR CRASHES TO A STOP.

68 EXT. RIVERSIDE DOCKS - DAY 68

Steve struggles to his feet. A BLOODIED KRUGER stumbles out of the wreck, firing.

ACROSS THE WAY, TOURISTS wait in line for the STATUE OF LIBERTY FERRY. THEY gape.

A bullet kicks the concrete at Steve's feet. HE picks up the TORN-OFF TAXI DOOR, holding it like a SHIELD. ONE TOURIST SNAPS A PHOTO. Kruger fires at Steve the bullets ripping through shield door. SHRAPNEL tears at STEVE but he just keeps coming. Finally, KRUGER TURNS AND RUNS.

69 EXT. PIER PARKING LOT - DAY 69

Kruger shoves through THE PACK OF WAITING TOURISTS.

STRIPED SHIRT KID

Hey, watch it, mister!

KRUGER grabs the smallest BOY, putting a GUN to his TEMPLE. STEVE STOPS. HE LOCKS EYES with the scared, scrawny KID.

70 EXT. BROOKLYN PIER - DAY 70

Kruger drags the kid to the water. Steve follows, relentless. Kruger points the gun at Steve. CLICK. Empty. KRUGER hurls the KID in the drink. Steve races to save him.

(CONTINUED)

70 CONTINUED:

Kruger presses his lighter again. A ONE-MAN SUBMARINE SURFACES. HE SCRAMBLES down to it. Steve spots THE KID, GRIPPING THE LADDER.

STRIPED SHIRT KID
Go get him! I can swim!

Steve spots the departing minsub. He scowls.

STEVE
Great. I can't.

71 INT. MINISUB - DAY 71

THE SUB DIVES, PROPELLERS WHIRRING. Kruger pilots beneath the hull of a tramp steamer.

72 EXT. BROOKLYN PIER - DAY 72

Steve sprints the length of the dock and DIVES.

73 INT./EXT. MINISUB - DAY 73

TORPEDOING INTO THE WATER. Steve kicks for the sub. Kruger smiles to himself, pleased at his getaway until...

WHAM! The sub lurches. Kruger looks behind him to see STEVE HOLDING ON TO THE TAILFIN. Kruger pushes the stick, diving. Steve hangs on tight. HE PUNCHES THE COCKPIT GLASS, AGAIN AND AGAIN. STEVE PUNCHES ONE LAST TIME. THE GLASS SPIDERWEBS AROUND HIS FIST. KRUGER RAGES AS WATER POURS IN.

Steve tugs on the latch, OPENING THE COCKPIT. He pulls Kruger out and kicks for the surface. The sub plows into the silty riverbottom.

74 EXT. BROOKLYN PIER - DAY 74

Steve throws Kruger to the dock. KRUGER WHIRLS AROUND WITH A KNIFE. STEVE KICKS HIM. The knife and THE SERUM go flying.

THE SERUM VIAL SMASHES ON THE DOCK. Kruger watches THE BLUE LIQUID DRIP THROUGH THE CRACKS. Steve rolls Kruger over, putting a knee in the Nazi's chest.

STEVE
Who the hell are you?

74 CONTINUED:

HEINZ KRUGER

The first of many. Cut off one head...

KRUGER PRESSES HIS TONGUE AGAINST A FALSE TOOTH.

HEINZ KRUGER (CONT'D)

And two more shall take its place.

HE BITES DOWN ON A CYANIDE PILL.

HEINZ KRUGER (CONT'D)

Hail...Hydra...

Steve's eyes go wide as Kruger SEIZES UP AND DIES. STEVE LOOKS DOWN AT HIMSELF, STUNNED AT HIS NEW BODY. He stands alone on the pier, A MAN TRANSFORMED. JUST THEN, PEGGY SQUEALS UP IN THE SEDAN. She jumps out and runs to Steve. More jeeps full of MP's screech in.

75 INT. HYDRA HQ, CORRIDOR - DAY

75

THREE NAZI OFFICERS, ROEDER, SCHNEIDER and HUTTER eye A HYDRA BANNER with distaste as they stalk after...Schmidt, who never stops walking.

ROEDER

The Fuhrer feels your continued disregard of military protocol is unacceptable.

They pass imposing HYDRA TROOPERS posted along the hall.

SCHNEIDER

You serve at his pleasure. He gave you this facility as a reward for your...injuries.

JOHANN SCHMIDT

Reward? You may call it what it really is - an exile. I no longer reflect his image of Aryan perfection.

ROEDER

You think this is about appearances? Your Hydra division has failed to deliver so much as a rifle in over a year. We had to learn through local intelligence you had mounted a full-scale incursion into Norway.

(CONTINUED)

SCHNIEDER

The Fuhrer feels - how does he put it? - The Red Skull has been indulged long enough.

SCHMIDT FINALLY STOPS, TURNS AND GLARES AT SCHNEIDER.

JOHANN SCHMIDT

You came to see the results of our work. Come. Let me show you.

He leads them to a door marked, "ANGEWANDTE IDEE MECHANIK."

TWO MASSIVE GUARDS stand on either side.

76 INT. HYDRA HQ, SCHMIDT'S OFFICE LAB - CONTINUOUS

76

Schmidt leads them inside, where...ZOLA AND SEVERAL TECHS WORK ON A BLUE CUBE GENERATOR AMIDST COMPLICATED MACHINERY.

JOHANN SCHMIDT

Hitler speaks of a thousand year Reich. Yet he cannot feed his armies for a month. His troops spill blood by the gallon across every field in Europe. Yet he gets no closer to achieving his goals.

ROEDER

And I suppose you still aim to win this war through magic?

JOHANN SCHMIDT

Science. Though I understand your confusion. Great power has always baffled primitive men.

He gestures to the complicated machinery.

JOHANN SCHMIDT (CONT'D)

Hydra has perfected a weapon which can destroy my enemies in one swift, brutal stroke. Wherever they are, no matter how many forces they possess. All in a matter of hours.

ROEDER

Your enemies?

Schmidt indicates A MAP MARKED WITH RED PINS.

(CONTINUED)

JOHANN SCHMIDT

I now wield enough destructive force to decimate every hostile capital on earth. Simultaneously. Quite simply, gentlemen...I have harnessed the power of the gods.

The Nazis eye each other.

SCHNEIDER

Thank you, Schmidt.

JOHANN SCHMIDT

For what?

SCHNEIDER

For making it clear how obviously mad you are.

Hutter studies the map.

HUTTER

Berlin in on this map!

Schmidt looks calmly from one Nazi to the other.

JOHANN SCHMIDT

So it is.

SCHMIDT PUSHES A SWITCH. A CANNON RISES FROM THE APPARATUS. ITS CHAMBER GLOWS A FAMILIAR BLUE.

HUTTER

(unaware)

You will be punished for your insolence!

THE DEVICE ROTATES TOWARD THE OFFICERS, CALIBRATING.

HUTTER (CONT'D)

You will be brought before the Fuhrer himself-

THE CANNON BLOWS HUTTER TO MIST. The other Nazis scramble. Schneider jumps away as the cannon fires. It misses. Schmidt frowns. He starts to pull his Luger...then Schneider trips. The cannon aims again. BLAM. Roeder backs up toward the wall.

ROEDER

Schmidt!

BLAM. Schmidt gazes down at the dead Nazis, impassive. He turns to Zola and the Hydra techs, who stare, shocked.

(CONTINUED)

JOHANN SCHMIDT

My apologies, Doctor, be we both
knew Hydra could grow no further in
Hitler's shadow.

(beat)

Hail Hydra.

The techs step forward, giving A TWO-ARMED SALUTE.

HYDRA TECHS

Hail Hydra! Hail Hydra!

Zola carefully considers the moment. Finally, he relents,
offering a measured Hydra salute.

DR. ARNIM ZOLA

Hail Hydra.

76A OMITTED

76A

77 INT. SSR WAREHOUSE, OFFICE - DAY

77

THROUGH A WINDOW, WE SEE...Howard Stark, in coveralls and
goggles, slowly taking apart the HYDRA MINISUB.

PULL BACK: Steve stares down at him as AN SSR DOCTOR AND
NURSE draw blood from his arm. Peggy watches with concern.

STEVE

You think you've got enough?

The nurse fills the vial, resting it beside A DOZEN OTHERS.

PEGGY CARTER

All of Dr. Erskine's research and
equipment is gone. Any hope of
reproducing the program is locked
in your genetic code. But it would
take years.

(beat)

At the moment, you're the only
super soldier there is.

Steve rolls down his sleeve. On the desk he sees...ERSKINE'S
SHATTERED GLASSES.

STEVE

Erskine deserved more than that.

(CONTINUED)

77 CONTINUED:

PEGGY CARTER

If it could work only once, he'd be proud it was you.

The quiet moment lingers.

78 INT. SSR WAREHOUSE - DAY

78

Stark works as Phillips enters, Brandt and his aids on his heels

SENATOR BRANDT

Colonel Phillips, my committee is demanding answers.

COLONEL PHILLIPS

Great. Why don't we start with how a German spy got a ride to my secret installation in your car?

Brandt frowns, shuts up. Phillips turns to Stark as Steve and Peggy join them.

COLONEL PHILLIPS (CONT'D)

What've we got?

HOWARD STARK

Well, speaking modestly, I'd say I'm the best mechanical engineer in the country...

Stark opens A HATCH. IMPRESSIVE CIRCUITRY blinks inside.

HOWARD STARK (CONT'D)

And I've got no idea what any of this is or how it works. We're nowhere near capable of this technology.

SENATOR BRANDT

Then who is?

COLONEL PHILLIPS

Hydra.

Brandt looks at him blankly.

COLONEL PHILLIPS (CONT'D)

I'm sure you've read our briefings.

(CONTINUED)

SENATOR BRANDT

I'm on a number of committees,
Colonel.

PEGGY CARTER

Hydra is the Nazi deep science
division. It's led by Dr. Erskine's
first test subject, Johann Schmidt.

COLONEL PHILLIPS

Hydra's practically a cult. They
worship Schmidt, think he's
invincible.

SENATOR BRANDT

So what are you going to do about
it?

COLONEL PHILLIPS

I spoke to the President this
morning. As of today, the SSR's
being re-tasked.

PEGGY CARTER

(surprised)
Colonel?

COLONEL PHILLIPS

We're taking the fight to Hydra.
Pack your bags, Agent. You, too,
Stark. The three of us fly to
London tonight.

STEVE

Sir? If you're going after Schmidt,
I want in.

COLONEL PHILLIPS

You're an experiment. We're sending
you to Alamogordo.

STEVE

As what, a lab rat? The serum
worked!

COLONEL PHILLIPS

I asked for an army. All I got is
you. And you are not enough.

Steve looks sunk. Brandt waves his aide over.

(CONTINUED)

SENATOR BRANDT

With all due respect, Colonel, I think we may be missing the point. You've seen Steve here in action. More importantly, the country's seen it.

Brandt's aide hands over A COPY OF THE NEW YORK EXAMINER:
"NAZI SABOTEUR FOILED! MYSTERY MAN SAVES CIVILIANS!"

In the photo, STEVE DEFLECTS GUNFIRE WITH A STARRED CAR DOOR.

SENATOR BRANDT (CONT'D)

Enlistment lines have been around the block since this hit the newsstands. You don't take a soldier, a symbol, like this and hide him in a lab.

Steve looks surprised. He didn't expect Brandt to step up for him.

Brandt turns on the charm, becoming the consummate politician.

SENATOR BRANDT (CONT'D)

He needs to be out there, showing the world what the American fighting man is made of.

(to Steve)

Son, do you want to serve your country? On the most important battlefield in this war?

STEVE

It's all I want.

SENATOR BRANDT

Then congratulations. You just got promoted.

Off Steve's smile...

CLOSE ON: STEVE'S FACE. He sweats, sick to his stomach.

STEVE

I don't know if I can do this.

BRANDT'S AIDE stands beside him.

(CONTINUED)

BRANDT'S AIDE

Nothing to it. You sell a few
bonds, bonds buy a few bullets,
bullets kill a few Nazis. Bing bang
boom, you're an American hero.

Steve swallows hard.

STEVE

Not how I pictured getting there.

BRANDT'S AIDE

The Senator's got a lot of pull on
the Hill. Play ball with us and
you'll be leading your own platoon
in no time.

Steve considers this as A BUGLE PLAYS...

The curtains part. After a long awkward moment...

STEVEN STUMBLES THROUGH THE CURTAINS, AS IF SHOVED. HE WEARS
RED BOOTS AND GLOVES, A BLUE COSTUME WITH A STARS-AND-STRIPES
SHIRT AND A MASK WITH WINGS. DANCING GIRLS in short skirts
look expectant. Steve stares at the small audience, dismayed.
In the crowd, SENATOR BRANDT LOOKS PLEASED. Steve glances
over his shoulder. Brandt's aide gives him the thumbs up. The
girls sing, introducing our hero...

DANCING GIRLS

Who's strong and brave, here to
save the American way?

Steve checks the CUE CARD taped inside his TRIANGULAR SHIELD.

STEVE

(hesitant)

Who's fighting to keep you safe at
home?

DANCING GIRLS

Who vows to fight like a man for
what's right, night and day?

STEVE

It's the American soldier, that's
who.

80 CONTINUED:

80

DANCING GIRLS

Who will campaign door-to-door for America? Carry the flag shore-to-shore for America? From Hoboken to Spokane, The Star-Spangled man with a plan.

81 MONTAGE

81

CITY NAMES SPIRAL PAST as the SONG continues and the THEATERS get Bigger...

"BUFFALO." STEVE POSES for a photo with a CRYING BABY. After the flash...BRANDT'S AIDE hands him another BABY.

A SIGN READS, "TAKE A SNAP WITH CAP!"

FLASH. Now BRANDT elbows his way in, throwing his arm around Steve, grinning at the camera.

82 "MILWAUKEE."

82

STEVE stands in the center of the stage as DANCING GIRLS circle him, waving tiny FLAGS.

83 BLACK & WHITE FOOTAGE: STEVE MARCHES WITH THE TROOPS ON A WAR-TORN BATTLEFIELD.

FADE TO COLOR. Reveal he's marching on a treadmill on A MOVIE SET. The word "HOLLYWOOD" spirals up.

84 OMITTED

84

84A OMITTED

84A

85 OMITTED

85

85A "KANSAS CITY."

85A

ON STAGE, STEVE takes to the mic, CONFIDENT

STEVE

We all know this isn't about having a swell afternoon. This is about winning the war.

(CONTINUED)

85A CONTINUED:

85A

Suddenly, A KID stands up in his seat. Panicked, he points at "HITLER" CREEPING FROM THE WINGS. STEVE DOESN'T NOTICE.

STEVE (CONT'D)

But we can't do it without bullets
and bandages. Without tanks and
tents. That's where you come in.

More kids stand now, shouting. Look out! Behind you!

STEVE (CONT'D)

Each bond you buy protects someone
you love. So our boys will be armed
and ready.

Just then...HITLER RUSHES HIM.

STEVE (CONT'D)

And so the Germans will think twice
before trying to get the drop on us-

STEVE SPINS AND FAKE-SOCKS HITLER ON THE JAW. THE FUHRER GOES
DOWN, THE AUDIENCE GOES WILD.

Steve looks out at the adoring fans, soaking it all in.

86 OMITTED

86

86A A STACK OF CAPTAIN AMERICA #1'S, FEATURING CAP SOCKING HITLER, THUMPS DOWN AT THE NEWSSTAND 86A

Kids clamor for a copy.

87 "PHILADELPHIA."

87

IN A LOBBY, KIDS YELL FOR STEVE'S AUTOGRAPH

Steve (IN COSTUME BUT WITH COWL DOWN) hands his shield to
BRANDT'S AIDE.

THE AIDE SAGS under the weight of the heavy METAL SLAB.

LITTLE KID

Hey, Cap, my brother says you took
out four German tanks all by
yourself.

STEVE

Sorry, kid. Tell your brother he's
wrong...

(CONTINUED)

87 CONTINUED:

87

The kid sags, disappointed. STEVE GRINS.

STEVE (CONT'D)
It was eight German tanks.

The kids cheer. A MOVIE MAGAZINE get shoved in Steve's face. Its cover features him: "WHO'S CAP KISSING NOW?" A smaller photo shows a lonely Howard Stark, "HAS HOWARD LOST HIS PLAYBOY CROWN?" Steve looks up to see A BEAUTIFUL BLONDE holding a pen. She smiles. So does he.

87A "CHICAGO."

87A

CAPTAIN AMERICA BATTLES on a movie screen. STEVE watches from the crowd. He glances around at the RAPT FACES.

88 OMITTED

88

89 OMITTED

89

90 OMITTED

90

90A OMITTED

90A

90B "NEW YORK CITY." RADIO CITY MUSIC HALL.

90B

THREE CHORUS GIRLS sing their hearts out, wearing BLUE HELMETS that spell out "U-S-A."

PULL BACK to see they're sitting on a MOTORCYCLE...and STEVE is holding that MOTORCYCLE over his HEAD.

REVEAL the wide STAGE of RADIO CITY MUSIC HALL, and a lavish PRODUCTION NUMBER, THE GRAND FINALE.

STEVE (O.S.)
How many of you are ready to help
me sock Old Adolf on the jaw?

91 EXT. U.S. CAMP, MAKESHIFT STAGE - DAY

91

Steve stands alone on a stage, confident. But instead of applause, he receives...

DEAD SILENCE.

(CONTINUED)

TITLE: "ITALY, OCTOBER 1943 -- FIVE MILES FROM THE FRONT."
HUNDREDS OF BATTLE-HARDENED GI'S stare at the man in the red,
white and blue pajamas.

STEVE

Okay...I'm going to need a
volunteer.

RANDOM G.I. (O.S.)

I already volunteered. How do you
think I got here.

The crowd laughs. Steve stiffens.

HECKLER (O.S.)

BRING THE GIRLS BACK!

STEVE

I think they only know the one
song, but...I'll...see what I can
do...

HECKLER (O.S.)

You do that, sweetheart!

In the crowd, HODGE nudges the GI next to him.

HODGE

Where do they get these guys?

The guy next to him shrugs. THEY BOO. The rest of the crowd
joins in. Steve looks bewildered, trying to keep order.

STEVE

Hey, guys, we're all on the same
side-

ANOTHER HECKLER

Hey Captain, sign this for me!

The guy MOONS him. The GI's laugh. Somebody throws a tomato.
Steve has to block it with his shield.

As the chant "Bring back the girls" becomes a roar...

RAIN FALLS. STEVE, in an overcoat, sits on the edge of the
stage. He SKETCHES: A CHIMP dressed as CAP rides a UNICYCLE.

PEGGY CARTER (O.S.)

That was quite a performance.

Steve turns to see PEGGY. He stands, surprised.

STEVE

Yeah, I...had to improvise a bit.
The crowds I'm used to are usually
more...twelve.

PEGGY CARTER

I understand you're "America's New
Hope."

He see his CAP SUIT is exposed. He shuts his coat and sits.

STEVE

People buy bonds, bonds buy
bullets, bullets kill Nazis. Sales
rise ten percent in every state I
visit.

PEGGY CARTER

Is that Senator Brandt I hear?

STEVE

Hey, Phillips was going to stick me
in a lab. At least Brandt got me
here.

PEGGY CARTER

And are those your only option?
(eyeing his sketch)
Lab rat or dancing monkey? You know
you're meant for more than this.

Steve takes this in. Finally...

STEVE

It's just, you get enough people
telling you you're a hero, after
years of them telling you you're
nothing...

(beat)

All I dreamed about was coming
overseas, being on the front lines,
serving my country. I finally get
everything I wanted...and I'm
wearing tights.

Steve looks up, seeing A PLATOON OF TIRED WOUNDED SOLDIERS.
AN AMBULANCE rolls up to the HOSPITAL TENT. CORPSMEN UNLOAD
THE WOUNDED ON STRETCHERS.

(CONTINUED)

92 CONTINUED: (2)

STEVE (CONT'D)
Looks like they've been through
hell.

PEGGY CARTER
These men more than most.

Steve eyes her, understanding.

STEVE
Hydra?

PEGGY CARTER
Not officially.

STEVE
Back home, that's a yes.

She considers protocol but leans near him instead.

PEGGY CARTER
Schmidt was moving a force through
Azzano. 200 hundred men went up
against them, less than fifty came
back. Your audience contained all
that's left of the 107th. The rest
were killed or captured.

STEVE
The 107th?

PEGGY CARTER
Yes, what?

He stands pulling her up as well.

STEVE
Come on.

93 OMITTED 93

94 OMITTED 94

95 INT. U.S. CAMP, PHILLIPS' TENT - LATE AFTERNOON 95

A CORPORAL types. At a desk across the tent, COLONEL PHILLIPS
signs a stack of letters. JUST THEN, STEVE BARRELS IN, PEGGY
BEHIND.

(CONTINUED)

COLONEL PHILLIPS

Well, if it isn't "the starspangled man with the plan." What is your plan exactly?

STEVE

Azzano. I want to see the casualty list.

Phillips points to the RANK INSIGNIA ON HIS COLLAR.

COLONEL PHILLIPS

You don't get to give me orders, "Captain."

STEVE

I don't need the whole list. Just one name. Sergeant James Barnes from the 107th.

COLONEL PHILLIPS

(to Peggy)

You and I are going to have a conversation later that you won't enjoy-

STEVE

Just tell me if he's alive, sir. B-A-R-

COLONEL PHILLIPS

Do not spell at me, son.

PEGGY SEES STEVE'S RESOLVE. SHE TURNS TO PHILLIPS.

PEGGY CARTER

Sir, Rogers is only on loan to the USO. Officially, he is still SSR.

Phillips stares at Steve. Finally, he relents.

COLONEL PHILLIPS

Barnes?

Steve nods. Phillips picks up a thick sheaf of letters, leafing through the first few.

COLONEL PHILLIPS (CONT'D)

I've signed more condolence letters today than I'd care to count. But the name does sound familiar. I'm sorry.
ALT.

(MORE)

(CONTINUED)

CONTINUED: (2)

COLONEL PHILLIPS (CONT'D)

I've written more letters to more mothers than I care to count. I'm sorry. But the name does sound familiar.

Steve pales, Phillips' words sinking in. He stares at A MAP OF AUSTRIA on the wall, alongside AERIAL PHOTOS OF A FACILITY.

STEVE

What about the others? You're planning a rescue mission?

COLONEL PHILLIPS

Yeah. It's called "winning the war."

STEVE

But if you know where they are-

COLONEL PHILLIPS

They're thirty miles behind the lines. Through some of the most heavily fortified territory in Europe. We'd lose more men than we'd save. I don't expect you to understand that, because you are a chorus girl.

STEVE

I think I understand pretty well.

COLONEL PHILLIPS

Then understand it somewhere else. If I read the posters right, you've got some place to be in a half-hour.

STEVE

Yes, sir. I do.

He exits, taking one last look at the maps as he goes.

Phillips goes back to signing letters.

COLONEL PHILLIPS

(to Peggy)

You got something to say now's the time to keep it to yourself.

PUSH IN ON PEGGY'S FACE AS HE CONSIDERS THE SITUATION.

96 EXT. U.S. CAMP, MAKESHIFT STAGE, BACKSTAGE - NIGHT 96

Musicians hustle as...BRANDT'S AIDE SEARCHES FOR STEVE.

BRANDT'S AIDE

Where the hell is Rogers? Anyone
seen him?

He grabs THE THREE GIRLS FROM THE MOTORCYCLE NUMBER.

BRANDT'S AIDE (CONT'D)

Get out there. Now! Stall!

The first girl hurries to a shelf and grabs her "U" HELMET.
The second girls grabs her "S" HELMET. The last girl reaches
the shelf to find it...EMPTY. She looks around for her
missing "A" HELMET.

"A" DANCER

ALT. Where's my helmet?

97 EXT. LOCKHEED ELECTRA - NIGHT 97

A SILVER LOCKHEED ELECTRA CUTS THROUGH THE CLOUDS.

98 INT. LOCKHEED ELECTRA - NIGHT 98

THE "A" HELMET from the USO show sits on a bench. Beside it,
Steve buttons FATIGUES over his Cap shirt.

PEGGY CARTER (O.S.)

The Hydra camp is in Krausberg,
tucked between two mountain ranges.
It's a factory of some kind.

REVEAL...PEGGY sitting across from him, studying a map.

HOWARD STARK leans back from the controls.

HOWARD STARK

We should be able to drop you right
on the doorstep.

STEVE

Just get me as close as you can.
(to Peggy)
You know, you're both going to be
in a lot of trouble when you land.

PEGGY CARTER

And you're not?

(CONTINUED)

STEVE

Yeah, but where I'm landing, if anybody yells at me, I get to shoot them.

PEGGY CARTER

They're undoubtedly going to shoot back.

He shows her HIS SHIELD strapped to his back.

STEVE

It's got to be good for something.

HOWARD STARK

Agent Carter, if we're not in too much of a hurry, I thought we'd stop in Lucerne for a late night fondue.

Howard grins. Steve's a little tweaked.

STEVE

Why is he saying "fondue" like that? What's fondue?

PEGGY CARTER

(quietly amused)

Stark's the best civilian pilot I've ever seen, and mad enough to brave this airspace. We're lucky to have him.

STEVE

Do you, are you two...fondue?

PEGGY CARTER

(all business)

Take this transponder. Activate it when you're ready and the signal will lead us right to you.

Steve looks at the insignia, "STARK INDUSTRIES."

STEVE

You sure it works?

HOWARD STARK

It's been tested more than you have.

BAM. THE PLANE LURCHES TO THE LEFT.

99 OMITTED 99

100 OMITTED 100

101 EXT. MOUNTAINS - NIGHT 101
ANTI-AIRCRAFT GUNS HAMMER THE PLANE.

102 INT. LOCKHEED ELECTRA - NIGHT 102
Howard executes evasive maneuvers. STEVE straps on his
PARACHUTE AND throws open the JUMP DOOR.

PEGGY CARTER
Rogers, get back here. We're taking
you all the way in!

EXPLOSIONS ROCK THE AIR. STEVE HESITATES. REALIZING WHAT HE'S
ABOUT TO DO. BAM! HE TURNS TO PEGGY.

STEVE
ONCE I'M CLEAR, TURN THIS THING
AROUND AND GET OUT OF HERE!

PEGGY CARTER
YOU CAN'T GIVE ME ORDERS!

STEVE
THE HELL I CAN'T!
(bracing in the doorway)
I'M A CAPTAIN!

BAM! The plane lurches once more just as...STEVE JUMPS.

103 OMITTED 103

104 INT. LOCKHEED ELECTRA - NIGHT 104
Peggy catches a glimpse of Steve's chute. She swears under
her breath, then signals Howard, who hauls on the throttle.

105 OMITTED 105

106 EXT. HYDRA FACTORY - NIGHT 106

SEARCHLIGHTS SWEEP FROM WATCHTOWERS. A BARBED-WIRE FENCE RINGS A COMPOUND OF BUILDINGS. A FACTORY BELCHES SMOKE.

107 INT. HYDRA FACTORY, FLOOR - NIGHT 107

A Hydra tech loads BLUE CARTRIDGES into a CLUSTERBOMB, then gently loads the clusterbomb into a nose cone.

DR. ARNIM ZOLA
As you see, production is
proceeding faultlessly.

ZOLA and SCHMIDT walk the factory floor. CATWALKS RADIATE FROM A CONTROL ROOM OVERHEAD.

DR. ARNIM ZOLA (CONT'D)
Even in ordnance of this size.

JOHANN SCHMIDT
Good. Increase output by sixty
percent. See to it our other
facilities do the same.

DR. ARNIM ZOLA
But our...workers. I am not sure
they have the strength.

P.O.W.'S LABOR AT GUNPOINT. A GIANT CRANE LOADS BOMBS ONTO A RAIL CAR.

JOHANN SCHMIDT
Then use what strength they have
left, Doctor. There are always more
workers.

108 EXT. HYDRA FACTORY, MAIN GATE - NIGHT 108

Steve peers out at THE GUARDS PATROLLING THE MAIN GATE. He DROPS as headlights sweep the road. THREE COVERED TRUCKS rumble toward the gate. A GATE GUARD checks the drivers' papers. In the background, we spy...STEVE SNEAKING INTO THE LAST TRUCK.

109 EXT. HYDRA FACTORY, COMPOUND - NIGHT 109

The trucks roll into the compound, gates closing behind them. GUARDS hurry out to unload the trucks.

(CONTINUED)

109 CONTINUED:

109

AT THE LAST TRUCK, ONE GUARD peers in, curious: A RED, WHITE AND BLUE SHIELD stands amongst the supplies. WHAM! THE SHIELD SPRINGS OUT, SMASHING HIM IN THE FACE. The guard drops. Steve emerges from the darkness.

110 EXT. HYDRA FACTORY, COMPOUND - NIGHT

110

HYDRA GUARDS PROD P.O.W.'S ACROSS THE COMPOUND. Steve follows, keeping to the shadows. AT THE BARRACKS, one guard stands watch as the other leads the prisoners inside...

111 INT. HYDRA FACTORY, BARRACKS - NIGHT

111

A WARDER opens A CAGE and prods the prisoner in. A PRISONER IN A HAT bring up the rear, slow. THE WARDER hits him with a truncheon, knocking off his bowler. The prisoner picks up his hat and puts it back on. WE NOW SEE IT'S DUM DUM DUGAN. He stares at the Warder.

DUM DUM DUGAN

You know, Fritz, one of these days,
I'm gonna get my own stick.

The warder viciously kicks Dugan inside. Down the row, a hundred more prisoners are trapped in a dozen more cages.

112 EXT. HYDRA FACTORY, COMPOUND - NIGHT

112

The guard steps out to find HIS PARTNER SLEEPING AGAINST THE WALL, HELMET OVER HIS EYES. He kicks him, but the guard doesn't move. He lifts his partner's helmet to see...HE'S OUT COLD.

STEVE steps up behind him with a TRUNCHEON. CRACK!

113 INT. HYDRA FACTORY, BARRACKS - NIGHT

113

Four prisoners, FALSWORTH, JONES, DERNIER and DUGAN slump on the floor of their cage, exhausted. The WARDER on the upper floor makes his rounds. He passes out of sight. Then...WHACK! THE WARDER DROPS on top of the cage, UNCONSCIOUS. The prisoners jump up as...STEVE LOOKS DOWN AT THEM.

STEVE

Hi.

The prisoners stare, stunned. Jones raises an eyebrow at Steve's outfit and shield.

(CONTINUED)

113 CONTINUED:

JONES
And who the hell are you supposed
to be?

STEVE
I'm...Captain America.

The prisoners' excitement dies.

DERNIER
Merde.

TIME CUT:

114 INT. HYDRA FACTORY, BARRACKS - NIGHT

114

Freed prisoners follow Steve as he makes his way down the row, opening cages with THE GUARD'S KEYS. He releases FALSWORTH, JONES, DERNIER and DUGAN. Dugan spots A JAPANESE-AMERICAN SOLDIER, MORITA, already free.

DUM DUM DUGAN
What, are we taking everybody?

MORITA
I'm from Fresno, Ace.

Steve searches the throng of prisoners.

STEVE
Are there any others?

FALSWORTH
They did take a number of the men
to isolation ward. I'm afraid we
haven't seen them since.

Steve considers this as the prisoners gather round. Finally, he hands them a pistol and grenades.

STEVE
The tree line's northwest, about 80
yards from the gate. From there,
just follow the creek bed.
(turning to leave)
I'll meet you in the clearing with
anybody I find inside.

Jones stops him.

(CONTINUED)

114 CONTINUED:

114

JONES

Wait. You sure you know what you're doing?

STEVE

Sure. I've knocked out Adolph Hitler over 200 times.

Steve moves out.

115 OMITTED

115

116 EXT. HYDRA FACTORY - NIGHT

116

Steve circles the factory, looking for a way in.

117 INT. HYDRA FACTORY, FLOOR - NIGHT

117

A HYDRA GUARD stands watch near a door. He hears...TAPPING. A SILHOUETTE appears behind the glass. The guard cautiously opens the door and pokes his head out.

HYDRA GUARD

Ja?

The door SLAMS, PINNING HIS HEAD. The guard looks up to see Steve's fist coming right at him. WHAM!

Steve enters the factory, creeping between bombs and crates. Clusters of cartridges bristle inside an unfinished bomb. STEVE pulls one out, curious, IT GLOWS BLUE IN HIS HAND. He pockets the cartridge and heads for the STAIRS.

118 EXT. HALF-TRACK - NIGHT

118

DUGAN SLAMS A HYDRA GUARD INTO THE GRILL OF A HALF-TRACK. DERNIER AND FALSWORTH CLIMB UP TOP. Dernier settles behind the complicated-looking weapon.

FALSWORTH

Are you quite sure you know how to use that?

Dernier peers at the grip. BLAM! THE CANNON DISCHARGES, BLOWING A SMOKING HOLE IN THE FACTORY WALL.

DERNIER

Oui.

119 INT. HYDRA FACTORY, CONTROL ROOM - NIGHT 119

ON A MONITOR, THE FACTORY WALL BURNS. Schmidt scans his security cameras. He presses a button, SOUNDING THE ALARM OUTSIDE. At the controls behind him, Zola looks worried.

120 INT. HYDRA FACTORY, STAIRS - NIGHT 120

A GUARD rushes down the stairs, his jackboots almost crushing...STEVE'S FINGERS. STEVE HANGS UNDER THE STAIRCASE. Steve yanks the guard's ankle. HE TUMBLES DOWN THE STAIRS.

121 INT. HYDRA FACTORY, CATWALK - NIGHT 121

Steve steps onto A CATWALK, only to be met by ANOTHER GUARD pointing a pistol. Steve knocks the gun from his hand and smashes him in the face. The guard falls, FLIPS BACK UP and charges. Steve swings from a beam and...KICKS THE GUARD IN THE CHEST.

122 INT. HALF-TRACK - NIGHT 122

Dugan stares at the GERMAN CONTROLS, baffled. Just then, Jones slides into the passenger seat.

DUM DUM DUGAN
Not exactly a Buick.

JONES
That one. Zündung.

DUM DUM DUGAN
You speak German?

JONES
Natürlich, natürlich spreche ich
Deutsch.
(off Dugan's look)
Three semesters at Howard. Then I
switched to French. Cuter girls.

Dugan pushes ZÜNDUNG. THE HALF-TRACK ROARS TO LIFE.

DUM DUM DUGAN
I didn't ask for a resume.

123 EXT. HALF-TRACK - NIGHT 123

FALSWORTH AND DERNIER HANG ON AS THE HALF-TRACK LURCHES FORWARD.

124 INT. HYDRA FACTORY, CATWALK - NIGHT 124

Steve looks over the factory floor, taking in the full scale of the bomb-making facility. Just then...TWO MORE SOLDIERS ATTACK FROM EITHER SIDE. The first guard fires. Steve drops and shoots him down. The second guard closes in. Steve whirls and crushes his neck with the side of his shield.

125 INT. HYDRA FACTORY, CONTROL ROOM - NIGHT 125

Schmidt surveys the uprising on his monitors. OUTSIDE, the guards struggle to fend off escaping P.O.W.'S. INSIDE, a strangely-clad soldier takes on THREE GUARDS.

Schmidt adjusts his screen: STEVE HITS ONE GUARD, KICKS ANOTHER, THEN USES HIM TO DEFLECT THE BLAST OF A THIRD. MOVE IN ON SCHMIDT'S FACE AS HE STUDIES STEVE, IMPRESSED.

JOHANN SCHMIDT
Doctor, prepare to evacuate.

DR. ARNIM ZOLA
I'm sure our forces can handle-

Schmidt eyes Steve on the monitor. Steve dispatches the last guard and HEADS UP THE STAIRS.

JOHANN SCHMIDT
Our forces are outmatched.

Schmidt presses a button. ALARMS NOW BLARE INSIDE THE FACTORY.

ZOLA HURRIES OUT OF THE ROOM. Schmidt flicks the switches on a line of timers: SELBSTZERSTÖRUNG. Each of them starts A COUNTDOWN. Then he turns. THE CUBE PULSES IN A CRADLE BEHIND SMOKED GLASS. He lowers A TITANIUM CASE over the cradle. It retracts the cube...PLUNGING the interior of the FACTORY INTO DARKNESS.

126 EXT. HYDRA FACTORY, COMPOUND - NIGHT 126

HYDRA GUARDS FILL THE COMPOUND, TAKING ON P.O.W.'S. MORITA THROWS A GRENADE, BLOWING THE GUARDS AWAY.

127 INT. HYDRA FACTORY, ZOLA'S EXPERIMENT ROOM - NIGHT 127

Zola rifles through a filing cabinet in the corner of a tiled room. He gathers A SHEAF OF DOCUMENTS. We glimpse a sketch of a TV-CHESTED ROBOTIC SUIT. Beyond Zola, A SHADOWY FIGURE LIES SLUMPED IN A CAGE.

128 EXT. HYDRA FACTORY, ZOLA'S EXPERIMENT ROOM, CORRIDOR - NIGHT ~~128~~

Steve reaches the corridor. At the far end, ZOLA SCURRIES OUT OF HIS ROOM, FILES PRESSED TO HIS CHEST. Zola sees Steve. Steve advances. Zola runs the other way.

129 INT. HYDRA FACTORY, ZOLA'S EXPERIMENT ROOM - NIGHT 129

Steve stalks inside, wary. Past the scattered files and specimen jars, he sees...THE LARGE CAGE atop a rusty drain. A PRISONER lies slumped against the bars. On hearing Steve's footfalls, he calls out wearily.

PRISONER

Barnes, James Buchanan. Sergeant.
32557038.

Steve gapes, stunned. He can't believe it.

STEVE

Bucky?

Silence. The prisoner doesn't respond. Then"

BUCKY

Who...who is that?

Steve races to the cage. We can now clearly see a beaten, grizzled BUCKY BARNES staring out. Bucky squints, unable to focus. He seems to have aged 10 years.

BUCKY (CONT'D)

Is that...

STEVE SMASHES OFF THE LOCK. HE HOLDS OUT HIS HAND, GRINNING.

STEVE

It's me, Buck.

Bucky studies his friend's face.

BUCKY

Steve?

(CONTINUED)

129 CONTINUED:

STEVE
I thought you were dead.

BUCKY
I thought you were smaller.

Steve gently helps him down from the cage. Buck gapes at his transformed, much taller friend.

BUCKY (CONT'D)
What happened to you?

STEVE
I joined the Army.

130 INT. HYDRA FACTORY, CONTROL ROOM - NIGHT 130

The first of the timers reaches ZERO. It beeps.

131 INT. HYDRA FACTORY, FLOOR - NIGHT 131

One of the machines on the factory floor EXPLODES!

132 INT. HYDRA FACTORY, ZOLA'S EXPERIMENT ROOM - NIGHT 132

Steve and Bucky stagger as the blast shakes the room. As they head out, Steve spots A HUGE MAP, featuring a series of HYDRA SYMBOLS SPREADING ACROSS EUROPE.

133 INT. HYDRA FACTORY, CORRIDOR - NIGHT 133

Steve helps Bucky limp down the corridor. More bombs go off.

BUCKY
Did it hurt?

STEVE
Little bit.

BUCKY
Is it permanent?

STEVE
So far.

BUCKY
You are going to get so many girls.

134 INT. HYDRA FACTORY, STAIRS - NIGHT 134

Bucky and Steve reach the stairs. They head down but ANOTHER EXPLOSION blocks their way. THEY HEAD BACK UP, SPOTTING A CATWALK HIGH ABOVE.

135 EXT. HYDRA FACTORY, COMPOUND - NIGHT 135

Morita leads a group of P.O.W.'s toward the main gate. He hears something roaring up behind them. He looks.

MORITA
DOWN!

He tackles a P.O.W. To the ground as...ZAP! A BLUE BLAST JUST CLEARS THEIR HEADS, BLOWING AWAY THE MAIN GATE. Behind THE CANNON, Dernier and Falsworth whoop, politely. P.O.W.'S SWARM THE GATE.

136 INT. HYDRA FACTORY, CATWALK - NIGHT 136

Steve and Bucky reach THE CATWALK only to find...SCHMIDT ON THE OTHER SIDE. Zola waits behind him at THE ELEVATOR.

JOHANN SCHMIDT
Captain America. How exciting.
(smiles)
I'm a fan of your films.

Schmidt hands the titanium box to Zola. HE AND STEVE SLOWLY WALK FORWARD, STUDYING EACH OTHER.

JOHANN SCHMIDT (CONT'D)
So the old man managed it after
all. Not quite an improvement, but
impressive.

STEVE HITS SCHMIDT IN THE JAW, SENDING HIM REELING.

STEVE
You've got no idea.

Schmidt straightens up...STRANGELY PLEASED.

JOHANN SCHMIDT
Don't I?

Schmidt swings, but STEVE BLOCKS IT WITH HIS SHIELD. Schmidt's fist leaves A DENT in the steel. Steve gapes, surprised. When he looks up, SCHMIDT HAMMERS HIM. STEVE GOES DOWN. Schmidt looms over him.

(CONTINUED)

STEVE

(stunned)

Erskine said your experiment was a failure.

Steve kicks up, driving his feet into Schmidt's jaw. BAM! SCHMIDT TUMBLES TO THE FLOOR. Zola scrambles to THE CATWALK CONTROLS. A GAP APPEARS BETWEEN SCHMIDT AND STEVE AS BOTH SIDES RETRACT. SCHMIDT SHOOTS A WITHERING LOOK AT ZOLA. Zola pales. When Schmidt turns back to Steve...HIS FACE IS ASKEW. RED SKIN BULGES FROM TORN SEAMS.

JOHANN SCHMIDT

A failure? Oh, no, Captain.

He gets to his feet.

JOHANN SCHMIDT (CONT'D)

I was his greatest success.

HE PULLS, PEELING HIS FACE FROM THE BONE, revealing...A RED SKULL UNDERNEATH. HE GRINS, HIDEOUS. Steve stares in disbelief.

BUCKY

You don't have one of those, do you?

Bucky gapes, then looks at Steve worriedly.

RED SKULL tosses his mask away. JOHANN SCHMIDT'S FACE WAFTS INTO THE FLAMES, STARING AT US AS IT FALLS.

RED SKULL

You're a liar, Captain. You pretend to be a simple soldier. But in reality you're just afraid to admit we've left humanity behind.

ANOTHER EXPLOSION ROCKS THE FLOOR BELOW.

RED SKULL (CONT'D)

Unlike you, I embrace it proudly. Without the masquerade...without fear.

STEVE

Then how come you're running?

Steve scowls from the end of the catwalk, helpless. Zola hands Skull back his titanium box. Then the two of them step into the elevator and disappear. Steve pulls Bucky away as EXPLOSIONS ROCK THE CATWALK. THEY SPOT A GANTRY ABOVE.

137 EXT. HYDRA FACTORY, ROOF - NIGHT 137

Zola eyes Skull's exposed head, queasy. Finally, he looks away and notices THE FLOOR INDICATOR.

DR. ARNIM ZOLA
Sir? We're going to the roof?

Skull remains silent. The doors open, revealing...A CATWALK LEADING TO A WAITING TRIEBFLUGEL...built for one.

DR. ARNIM ZOLA (CONT'D)
But...what about me?

Skull hands Zola...A SET OF CAR KEYS.

RED SKULL
Not a scratch, Doctor.

Skull exits the elevator. Zola stares at the keys as the doors close.

138 INT. HYDRA FACTORY, TOP GANTRY - NIGHT 138

Steve and Bucky reach the gantry. Bucky runs on. IT CREAKS. Steve steps on.

STEVE
Hurry.

Carefully, Bucky limps across the gantry. Rivets fall.

139 EXT. HYDRA FACTORY, WOODS - NIGHT 139

Morita leads the injured P.O.W.'s toward the woods. Just then, SOMETHING ROARS OVERHEAD. He looks up at...THE TRIEBFLUGEL, its rotating engines whirling into a blur.

140 INT. TRIEBFLUGEL - NIGHT 140

Skull glances out the cockpit. Below, his factory burns. He can just make out...A CAR speeding down a lonely road.

141 INT. SCHMIDT'S CAR - NIGHT 141

Files slide on the seat as Zola speeds away. His feet barely reach the pedals.

142 INT. HYDRA FACTORY, TOP GANTRY - NIGHT

142

BUCKY JUMPS FORM THE END OF THE GANTRY TO THE OTHER SIDE. JUST THEN, ANOTHER BOMB EXPLODES. THE GANTRY COLLAPSES. Steve stands alone, trapped. Bucky looks around, frantic.

BUCKY

There's got to be a rope or something-

STEVE

JUST GET OUT!

The explosions come faster now. BOOM! BOOM! BOOM!

BUCKY

Not without you.

THE ROOF AROUND STEVE FALLS IN. He eyes the impossible gap.

STEVE

Aw, hell.

He backs up, THEN RACES FOR THE EDGE. Bucky's eyes go wide as...STEVE LEAPS, SAILING OVER THE BLAZING CHAOS. JUST AS the BIGGEST BOMB YET GOES OFF. KA...BOOM!

143 INT. U.S. CAMP, PHILLIPS' TENT - DAY

143

Phillips stares out his window, stoic.

COLONEL PHILLIPS

Senator Brandt, I regret to report that Captain Steven G. Rogers went missing behind enemy lines on the 3rd of last week.

He looks down to read the rough draft on his notepad. We see that he's dictating to the corporal.

COLONEL PHILLIPS (CONT'D)

Aerial reconnaissance has proven unfruitful. As a result, I must declare Captain Rogers killed in action.

The corporal stops typing. Phillips turns to see...PEGGY standing in the door, red-eyed and tired.

PEGGY CARTER

The last surveillance flight is back.

(CONTINUED)

She enters and lays down AERIAL PICTURES OF THE DISINTEGRATED HYDRA CAMP.

PEGGY CARTER (CONT'D)

No sign of activity.

Phillips gazes at the photos. Then he looks to the corporal.

COLONEL PHILLIPS

Corporal. Why don't you go get a cup of coffee?

The corporal nods and leaves the room.

COLONEL PHILLIPS (CONT'D)

I can't touch Stark. He's a civilian...and the Army's number one weapons contractor. You're neither.

PEGGY CARTER

You'll have my resignation in the morning.

COLONEL PHILLIPS

I can probably make it so that you'll avoid a court martial.

PEGGY CARTER

With respect, sir, I don't regret my actions. And I doubt Captain Rogers did, either.

COLONEL PHILLIPS

What makes you think I give a damn about your opinions?

Peggy goes cold. Phillips steps forward.

COLONEL PHILLIPS (CONT'D)

I took a chance on you, Agent Carter. Now that boy-and a lot of other men-are dead, because you had a crush.

PEGGY CARTER

It wasn't that.

(quietly)

I had faith.

143 CONTINUED: (2)

143

COLONEL PHILLIPS

Well, I hope that's a great comfort to you when they shut this division down.

A commotion builds outside.

COLONEL PHILLIPS (CONT'D)

What the hell's going on out there?

SOLDIERS RUNNING BY PHILLIPS' WINDOW. He and Peggy move closer to look...

144 EXT. U.S. CAMP - DAY

144

Phillips and Peggy step outside to see DOZENS OF SOLDIERS HURRYING TOWARD THE CAMP ENTRANCE. The soldiers part, revealing...STEVE AND BUCKY WALKING UP THE ROAD, LEADING A SQUAD OF P.O.W.'S. RAGTAG VEHICLES FOLLOW, CARRYING THE REST.

Steve's uniform hangs filthy and torn. His shield is battered and bent. BUT HIS HEAD IS HIGH. G.I.'s CHEER, more come running.

Hodge steps out of the barracks, drying his hair. He stops, STUNNED.

HODGE

Rogers?

Amazed, Phillips looks to Peggy, who wipes away tears. The stunned crowd parts. Steve salutes Phillips.

STEVE

Colonel, some of these men need medical attention.

Phillips looks at the gaunt faces of the men. He nods. Medics rush in to help the P.O.W.'s.

STEVE (CONT'D)

I'd like to surrender myself for disciplinary action.

PHILLIPS LOOKS AT STEVE'S BATTERED, BURNED SHIELD.

COLONEL PHILLIPS

That won't be necessary.

STEVE

Sir, I-

(CONTINUED)

COLONEL PHILLIPS
Just how many orders do you plan on
disobeying, Captain?

Steve and Phillips lock eyes. Steve smiles.

STEVE
Yes, sir.

Phillips turns to Peggy, smiling wryly.

COLONEL PHILLIPS
Faith, huh?

He walks away as Steve turns to Peggy. She stops herself from hugging him.

PEGGY CARTER
You're late.

He pulls out THE STARK TRANSPONDER. IT'S SHOT TO PIECES.

STEVE
Sorry, couldn't call my ride.

THEY STARE at each other a long, lingering MOMENT.
THEN...SOLDIERS, including those who BOOED him at the USO
show, crowd around slapping STEVE ON THE BACK. They wave his
COMIC BOOK, yelling for CAPTAIN AMERICA. FLASHBULBS POP.
STEVE SMILES DESPITE HIMSELF, finally accepted. A PRETTY
NURSE approaches BUCKY.

NURSE
Where do you hurt, soldier.

A SLOW SMILE CREEPS ACROSS HIS FACE.

145 EXT. ALLIED HEADQUARTERS - DAY

145

BARRAGE BALLOONS fly high over London.

TILT DOWN TO AN IMPOSING BUILDING. A NEWSSTAND IN FRONT FLOGS
A PAPER: "CAPT. AMERICA TO RECEIVE MEDAL OF HONOR."

TILT DOWN FARTHER, THROUGH THE PAVEMENT TO...

146 INT. ALLIED HEADQUARTERS, BRIEFING ROOM - DAY

146

A BRIEFING ROOM IN AN UNDERGROUND BUNKER.

(CONTINUED)

STEVE (O.S.)

The fourth one was in Poland, here,
not far from the Baltic...

Peggy watches STEVE SKETCH PRECISE COORDINATES ON A MAP,
perfectly duplicating the one in the Hydra factory.

STEVE (CONT'D)

And the last was outside of
Strasbourg, say thirty, forty miles
west of the Maginot line.

(looking up)

I only go a quick look.

PEGGY CARTER

Nobody's perfect.

An aid picks up the map and carries it across the room. Steve
and Peggy turn as Howard Stark approaches, a BLUE HYDRA
CARTRIDGE in his hand.

HOWARD STARK

Hey, aren't you supposed to be
picking up a medal right about now?

STEVE

I'm off the publicity circuit.

Just then, Phillips approaches from across the room.

COLONEL PHILLIPS

Rogers, you just embarrassed a
senior senator in front of a dozen
reporters and ten members of
Parliament.

He hands Steve a medal.

COLONEL PHILLIPS (CONT'D)

You should get a medal just for
that.

He sees the HYDRA CARTRIDGE.

COLONEL PHILLIPS (CONT'D)

You figure out what this is, yet?

HOWARD STARK

If you believe Rogers, it's
apparently the most powerful
explosive known to man.

STEVE

If?

HOWARD STARK

Well, either you're wrong or Schmidt's damn near rewritten the laws of physics.

He moves off toward his lab.

HOWARD STARK (CONT'D)

And I'm rather fond of the laws of physics...

Phillips moves toward the room-sized map table.

COLONEL PHILLIPS

These are all of Hydra's factories.

STEVE

The ones we know about. But Sgt. Barnes said Hydra shipped all the bombs to another facility. And that...wasn't on the map.

PHILLIPS STUDIES THE MAP, DECIDING. Then walks toward his office.

COLONEL PHILLIPS

Agent Carter, coordinate with MI6. I want every Allied eyeball looking for that main Hydra base.

PEGGY CARTER

What about us?

COLONEL PHILLIPS

We're going to light a fire under Johann Schmidt's ass.

(to Steve)

What do you say, Rogers? It's your map. Think you can wipe Hydra off it?

Steve stares, finally given the responsibility he's wanted.

STEVE

I'm going to need a team.

COLONEL PHILLIPS

We've already started lining up the best men-

(CONTINUED)

146 CONTINUED: (3)

146

STEVE
If you don't mind, sir...so Have I.

147 EXT. THE WHIP & FIDDLE PUB - NIGHT

147

DUM DUM DUGAN (O.S.)
Let me get this straight.

148 INT. THE WHIP & FIDDLE PUB - NIGHT

148

FALSWORTH, JONES, DERNIER, MORITA, AND DUGAN lean on stools.
Steve lines up at a DART BOARD.

JONES
We barely got out of there alive
and you want us to go back?

Steve weighs a DART, then casually tosses a BULLSEYE.

STEVE
Pretty much.

The men look at each other for a long, pregnant moment.

FALSWORTH
Sounds rather a good time,
actually.

MORITA
I'm in.

Steve eyes Dernier, questioning. Dernier nods.

DERNIER
Je combattrai jusqu'a ce que le
dernier de ces batards soit mort,
echaine ou bien qu'il pleure comme
un nouveau-ne!

JONES
(laughing)
"J'espere tous les trois!"

Dernier laughs, clapping Jones on the shoulder. When they
look up, they see the others not understanding a word.

JONES (CONT'D)
Oh, uh, we're in.

DUM DUM DUGAN finishes a beer, mustache covered in foam.

(CONTINUED)

DUM DUM DUGAN
I'll fight. Well, I'll always
fight. But you gotta do one thing
for me.

STEVE
What's that?

He hands over his EMPTY PINT GLASS.

DUM DUM DUGAN
Open a tab.

The others LAUGH and hand Steve theirs. Steve grins and takes
the glasses back to the bar where...BUCKY WAITS.

Steve slides over the empties.

STEVE
Another round?

THE BARTENDER looks impressed.

BARTENDER
You drink all these yourself?
ALT. Where are they putting all
this?
ALT. It is possible to run out you
know.

Steve shrugs and turns to Bucky.

BUCKY
That was the easiest battle of the
war.

STEVE
What about you? You gonna follow
Captain America into the jaws of
death?

BUCKY
Hell no. That little guy from
Brooklyn who was too dumb to run
away from a fight? I'm following
him.

Bucky nods at A TOUR POSTER OF CAPTAIN AMERICA: "PERFORMANCE
CANCELLED - NOT TO BE RESCHEDULED."

BUCKY (CONT'D)
But you're keeping this outfit,
right?

(CONTINUED)

STEVE

Don't get your hopes up. It's not exactly regulation.

BUCKY

I dunno. You saw those guys in Italy when you came back.

(beat)

I don't think they were cheering just for you.

The Invaders SING, arms wrapped drunkenly around one another. One by one, they stop as they notice...PEGGY ENTERS THE BAR. Out of uniform, she looks great. Steve is the last to see her.

PEGGY CARTER (O.S.)

Captain.

STEVE

(standing)

Agent Carter.

BUCKY

Ma'am.

PEGGY CARTER

Howard's got some equipment for you to try. Tomorrow morning?

STEVE

That sounds fine.

The Invaders start singing again. Terribly.

PEGGY CARTER

I see your crack squad is prepping for duty.

BUCKY

You don't like music?

PEGGY CARTER

I do, actually.

(eyes on Steve)

I may even, when this is all over, go dancing.

Bucky grins and nods at the dance floor.

BUCKY

Then what are we waiting for?

(CONTINUED)

148 CONTINUED: (3)

PEGGY CARTER
The right partner.

She smiles at Steve and heads out.

PEGGY CARTER (CONT'D)
08:00, Captain.

STEVE
Yes ma'am. I'll be there.

Bucky stares, puzzled. Steve pats him on the shoulder.

STEVE (CONT'D)
Maybe she's got a friend.

149 OMITTED 149

150 OMITTED 150

151 INT. ALLIED HEADQUARTERS, STARK'S LAB - DAY 151

ROBOT CLAWS handle THE CUBE CARTRIDGE inside a blast chamber.
Outside, Howard examines it as his ENGINEER takes notes.

HOWARD STARK
Emission signature is unusual.
Alpha, beta and gamma ray neutral.
Though I doubt Rogers picked up on
that.

Edward gently removes A GLOWING PELLET.

HOWARD STARK (CONT'D)
Hmm. Looks harmless enough.

Howard steers the robot claw, extending A SPARKING WIRE.

HOWARD STARK (CONT'D)
Hard to see what all the fuss is ab-

He touches the wire to the pellet.

BOOM! AN EXPLOSION BLOWS OUT THE WINDOWS OF THE BLAST CHAMBER
AND SENDS HOWARD SLAMMING AGAINST THE FAR WALL.

When the dust settles, Howard looks over at his engineer.

HOWARD STARK (CONT'D)
Write that down.

(CONTINUED)

151 CONTINUED:

151

The engineer writes it down.

152 INT. ALLIED HEADQUARTERS - DAY

152

A PRETTY W.A.C., PVT. LORRAINE, reads STARS & STRIPES:
"P.O.W. CAMP LIBERATED, MIRACLE TREK ACROSS ENEMY LINES."

STEVE (O.S.)

Excuse me, I was looking for Mr.
Stark?

PVT. LORRAINE

(not looking up)

I think he went to look for a
broom.

She looks up. The real-life Steve stands over her. She slips
into a smile.

PVT. LORRAINE (CONT'D)

Of course, you're welcome to wait.

Steve sits, hesitant. LORRAINE SWIVELS IN HER CHAIR. HE
WATCHES HER LEGS CROSS.

PVT. LORRAINE (CONT'D)

I read about what you did.

STEVE

Oh, I was just doing what needed to
be done.

PVT. LORRAINE

Sounded like more than that. You
saved nearly two hundred men.

STEVE

Really. It wasn't a big thing.

PVT. LORRAINE

Tell that to their wives.

STEVE

I...don't think they were all
married.

PVT. LORRAINE

You're a hero.

DESPITE HIMSELF, STEVE SMILES.

(CONTINUED)

STEVE

Well, maybe. Depending on whose definition-

PVT. LORRAINE

The women of America owe you their thanks.

(glancing around)

And seeing as they're not here...

STEVE'S EYES GO WIDE AS SHE LEANS IN AND KISSES HIM. HE STIFFENS...THEN GIVES IN.

When they come up for air...PEGGY STANDS BY THE DESK.

Lorraine leaps back, flustered. Peggy just stares coldly.

PEGGY CARTER

Captain. We're ready for you...if you're not otherwise occupied.

SHE STALKS OUT THE DOOR.

Peggy clicks down the hall.

STEVE (O.S.)

Agent Carter. Wait a second.

She doesn't break stride. Steve catches up to her.

PEGGY CARTER

Looks like finding a partner wasn't that hard after all.

STEVE

Peggy. That wasn't what you thought it was.

PEGGY CARTER

I don't think anything, Captain. Not one thing.

She continues toward A METAL DOOR at the end of the hall.

PEGGY CARTER (CONT'D)

You wanted to be a soldier. Now you are one. Just like all the rest.

Steve stops, flustered and upset.

STEVE

Well what about you and Stark? How do I know what you two haven't been...fondueing the whole time?

Peggy whips around, cold.

PEGGY CARTER

You still don't understand a bloody thing about women.

She storms down a corridor. Steve watches her to, at a loss.

HOWARD STARK (O.S.)

Fondue's just cheese and bread, my friend.

Steve turns. HOWARD STARK stands in the now-open metal door.

HOWARD STARK (CONT'D)

And it looks to me like she thinks you've got a lot more going for you than that.

154 INT. ALLIED HEADQUARTERS, STARK'S LAB - DAY

154

HOWARD LEADS STEVE ACROSS HIS BRAND NEW LAB.

HOWARD STARK

Fondue's just cheese and bread, my friend.

STARK'S TECHS unwrap and install futuristic machines.

HOWARD STARK (CONT'D)

And it sounds like she thinks you've got more going for you than that.

WORKERS REPLACE THE BLAST-SHATTERED WINDOWS. Mechanics tuneup A MOTORCYCLE.

STEVE

(surprised)

Really, I didn't think-

HOWARD STARK

Nor should you, pal. The minute you think you know what's in a woman's head is the minute your goose is well and truly cooked.

(CONTINUED)

HOWARD STOPS STEVE AT COLLECTION OF HIGH-TECH FABRICS.

HOWARD STARK (CONT'D)

Me, I concentrate on work. Which at the moment is making sure you and your men don't get killed.

He unrolls an impressive gray metallic weave.

HOWARD STARK (CONT'D)

Carbon polymer. Ought to hold its own against your average German bayonet. Of course, Hydra's not likely to come at you with a pocket knife...

He turns to Steve's BATTERED SHIELD LYING ON A WORKTABLE.

HOWARD STARK (CONT'D)

I hear you're sort of attached.

Steve fingers a bullet hole.

STEVE

It's handier than you might think.

HOWARD STARK

So's the hotel chambermaid, but I wouldn't taker her into battle.

He pulls up a cart with A NUMBER OF SHIELDS, some built, some half-finished (including the one from Iron Man 2).

HOWARD STARK (CONT'D)

I took the liberty of coming up with a few options.

(picking one up)

This one's fun. It's fitted with transistorized relays.

Steve pulls out A PLAIN, ROUND SHIELD from the bottom shelf. He spins it between his palms. It's light, balanced. Steve pings the simple shield. IT RINGS LIKE A BELL.

STEVE

What about this one?

HOWARD STARK

Oh, that's just a prototype. Now this one-

STEVE

What's it made of?

(CONTINUED)

HOWARD STARK
Vibranium. Stronger than steel and
a third of the weight.

Steve slides the shield onto his arm.

HOWARD STARK (CONT'D)
It's completely vibration
absorbent. Should make a bullet
feel like a cotton ball.

BEHIND THEM, PEGGY ENTERS THE LAB.

STEVE
How come it's not standard issue?

HOWARD STARK
It's the rarest metal on earth.
You're holding all we've got.

Peggy reaches them, icy.

PEGGY CARTER
Are you about finished, Mr. Stark?
I'm sure the Captain has some
unfinished business.

Steve smiles. She doesn't. He lifts the shield.

STEVE
What do you think?

PEGGY LOOKS AT HIM, EXPRESSIONLESS. THEN SHE turns to a table
of GUNS, picks one up and FIRES AT STEVE'S CHEST. BLAM, BLAM,
BLAM. HE BLOCKS them. The slugs FLATTEN AND PLINK to the
ground.

PEGGY CARTER
I think it works.

She stalks out of the room. Steve and Howard WATCH HER
GO...FOR A LONG MOMENT.

STEVE
About my uniform...

He hands Howard A SKETCH. NEITHER TAKES HIS EYES OFF PEGGY.

STEVE (CONT'D)
I had some ideas.

HOWARD STARK
Whatever you want, sport.

(CONTINUED)

- 154 CONTINUED: (3) 154
CUT TO MONTAGE:
- 155 INT. HYDRA FACTORY, FRANCE - DAY 155
A DOOR CRASHES OPEN, REVEALING STEVE DRESSED IN HIS RED,
WHITE AND BLUE BATTLE UNIFORM, FIRING A TOMMY GUN.
TITLE: "FRANCE, DECEMBER 1943."
BULLETS PING OFF HIS RED, WHITE AND BLUE VIBRANIUM SHIELD.
The Invaders pour in behind him, blasting away.
- 156 INT. ALLIED HEADQUARTERS, BRIEFING ROOM - DAY 156
Peggy replaces an X with an SSR flag on the Hydra map.
- 156A EXT. HYDRA FACTORY, BELGIUM - DAY 156A
STEVE AND THE INVADERS FAN OUT ACROSS THE BLAZING
BATTLEGROUND, WREAKING HAVOC.
TITLE: "BELGIUM, JANUARY 1944."
TIME CUT:
SKULL ROARS UP TO THE RUINED FACTORY IN HIS CAR. He glares at
the destruction as his windshield reflects the flames.
- 157 EXT. HYDRA FACTORY, POLAND - DAY 157
THROUGH A SNIPERSCORE: Steve stalks a bombed-out factory.
TITLE: "POLAND, FEBRUARY 1944."
The scope WHIPS to see A HYDRA GUNMAN AIMING AT STEVE. BLAM.
The sniper falls. Steve clocks it and gives the thumbs up to
the camera.
REVERSE: Bucky grins behind the gun.
- 158 INT. ALLIED HEADQUARTERS, BRIEFING ROOM - DAY 158
Peggy replaces another X with an SSR flag. She looks down to
the next X, somewhere in POLAND.

159 EXT. HYDRA FACTORY, CZECHOSLOVAKIA - DAY 159

The Invaders scramble out the side doors of a HYDRA FACTORY. They dive for cover and wait. No explosion. They peer out from their cover. Where the hell is Steve?

Then...STEVE CRASHES through a factory window on HIS MOTORCYCLE. BOOM. THE FACTORY BEHIND HIM EXPLODES. He hits the ground, roaring toward the camera.

TITLE: "CZECHOSLOVAKIA, AUGUST 1944."

160 OMITTED 160

161 EXT. FROZEN WOODS - DAY 161

The woods stand white and silent. Then...

SIX WHITE FIGURES rise out of the snow like ghosts.

THE INVADERS SHAKE OFF THE SNOW AND CREEP FORWARD. THEN A SEVENTH FIGURE RISES: STEVE IN FULL RED, WHITE AND BLUE. BLAM! A RIFLE CRACKS, A BULLET PINGS OFF HIS SHIELD.

Steve spins and hurls his shield...WHUMP. A HYDRA SNIPER falls out of a far tree. The Invaders gape.

162 INT. ALLIED HEADQUARTERS, BRIEFING ROOM - DAY 162

Peggy drops a Hydra flag into a box and picks up an SSR flag. She sticks it in the map.

162A EXT. HYDRA FACTORY - DAY 162A

Steve and Jones ride in the back of a jeep as Dugan drives away from the burning factory. A HYDRA FIGHTER PLANE swoops over them, guns blazing.

Steve blocks with his shield as Jones opens up his .30 CAL.

The plane bears down. Jones stitches it up the middle. It catches fire, spins out of control...AND CRASHES AHEAD OF THEM.

Dugan slows to a stop. The three of them stare, impressed.

162B EXT. FOREST - DAY

162B

Dernier runs through the woods, A BOMB tucked under his arm. Parallel to him, a HYDRA FAST-TRACK races along a road. Dernier rolls UNDER THE FAST-TRACK. He magnets the bomb to the bottom of the vehicle as it roars over him. He jumps to his feet in time to see the FAST-TRACK EXPLODE.

163 EXT. BATTLEFIELD - DAY

163

The Invaders race across a field as...THE LANDKRUEZER BEARS DOWN ON THEM. They're almost to safety when DUGAN'S HAT FLIES OFF HIS HEAD, LANDING IN THE PATH OF THE ONCOMING TANK.

DUGAN RUNS BACK FOR IT. The rest of the men shout. Stop! Dugan dives, grabbing the bowler and rolling out of the way. He wedges the hat on his head, smug. Then he realizes the tank has turned...AND IS COMING RIGHT AT HIM.

Then, from nowhere...

STEVE DIVES OVER DUGAN AND GRABS THE TANK'S CANNON BARREL. HE FLIPS HIMSELF INTO THE AIR AND LANDS ATOP THE TURRET.

Steve spots a GLOWING ENERGY HOUSING, marked: "EXPLOSIVE!" He raises his shield high and brings it down. WHAM! THE TANK GRINDS TO A HALT.

Steve raises the shield again. SMASH! THE HOUSE CRACKLES. SPARKS FLY.

Steve brings the shield down one last time. BOOM! AN OMINOUS DRONE BEGINS TO RISE. Steve takes a running leap off the tails as...THE TANK EXPLODES.

FADE TO BLACK AND WHITE. We find we're in...

164 INT. ALLIED HEADQUARTERS, BRIEFING ROOM - DAY

164

PULL BACK to find Peggy and Phillips watching the footage. The camera moves past Falsworth and Dernier drinking from their canteens. Dugan drinks from a flask. Bucky and Steve survey a valley. The camera focuses on STEVE'S OPEN COMPASS.

Taped to the inside is a NEWSPAPER PHOTOGRAPH...OF PEGGY. PEGGY LEANS FORWARD, SHOCKED.

The camera whips up. Steve stares right at us, pissed. He snaps the compass shut.

(CONTINUED)

164 CONTINUED:

164

Phillips eyes Peggy, amused. She stares at the screen and...smiles.

SMASH CUT TO:

165 INT. HYDRA FACTORY, GREECE - NIGHT

165

EXTREME CLOSE ON THE SKULL SCREAMING—a horror-movie jump from the last image.

RED SKULL
YOU ARE FAILING!

Zola cringes before him. Around them, HYDRA TROOPS SEARCH THE RUBBLE OF ANOTHER BURNED FACTORY.

RED SKULL (CONT'D)
We are close to an offensive that will shake the planet, Doctor. Yet we are continually delayed because you can't outwit a simpleton with a shield!
ALT. ...a clown dressed in a flag!

Zola gestures at the devastated facility.

DR. ARNIM ZOLA
Sir, this is hardly my area of expertise. I merely develop the weapons, I cannot fire them.
(beat)
And the Allies did not take this installation easily. Your troops fought to the death.

RED SKULL
And now they are dead. I trust you see the problem.
(beat)
Finish your mission, Doctor. Before the American finishes his.

He puts his hands on either side of Zola's head, squeezing a little, bringing their faces close.

RED SKULL (CONT'D)
You have done great things. Do this one more.

Zola contemplates his task.

(CONTINUED)

165 CONTINUED:

165

HYDRA SOLDIER

Sir!

The troops haul the injured PLANT MANAGER, VELT, from the rubble. Skull bids them forward.

MANAGER VELT

We fought to the last man...

ZOLA CRINGES...as Skull pulls his Luger.

RED SKULL

Very nearly.

Zola turns away, his face illuminated briefly by AN INEVITABLE FLASH OF BLUE LIGHT.

166 EXT. ALPINE PASS - DAY

166

CLOSE ON: THE CAPTURED HYDRA CODE TRANSCEIVER.

TITLE: "RUSSIA, JANUARY 1945."

STEVE AND THE INVADERS GATHER ON A HIGH PLATEAU. Morita crouches over the transceiver. Jones listens to the transmission. Falsworth wields binoculars. Dugan and Dernier adjust a winch at the cliff's edge. Steve and Bucky stand in conversation we can't hear yet.

JONES

The engineer just radioed ahead.
Hydra dispatch gave him permission
to open the throttle.

(slipping off headphones)

Whatever's on this train, they must
need it bad.

MORITA

Well, they're not going to get it.

FALSWORTH

I wouldn't be so sure...

BINOCULAR P.O.V.: in the distance, we can see a FAR-OFF,
SPEEDING TRAIN.

FALSWORTH (CONT'D)

Because they're moving like the
devil.

Steve checks his rifle. Bucky looks over THE CLIFF'S EDGE.

(CONTINUED)

BUCKY

Remember when I made you ride the
Cyclone at Coney Island?

STEVE

And I threw up?

Bucky looks over the edge again, leery.

BUCKY

This isn't payback, is it?

Steve looks up with a grin.

STEVE

Now why would I do a thing like
that?

BUCKY

Jerk.

STEVE

Punk.

A TRAIN WHISTLE SHRIEKS THROUGH THE PASS.

BINOCULAR P.O.V.: A FUTURISTIC HYDRA TRAIN APPROACHES.

FALSWORTH

All aboard, gentlemen! Mind the
gap!

Steve, Bucky and Jones attach T-BARS to the cable.

STEVE

(to Bucky and Jones)

Okay, this is a very short, very
fast train. We've got a ten-second
window, tops. Mistime it and you're
a bug on the windshield.

Dugan checks the speed of the train against his watch.

DUM DUM DUGAN

Better move it, bugs.

STEVE, BUCKY AND JONES HOOK TO THE CABLE STRETCHING ACROSS
THE PASS. Dernier raises his hand and...DROPS IT.

Steve jumps, shooting away. Jones and Bucky follow.

- 167 EXT. HYDRA TRAIN, ROOF - DAY 167
THE HYDRA TRAIN ROCKETS ALONG.
WHAM, WHAM, WHAM. Steve, Bucky and Jones drop hard onto the slick roof. They meet eyes: whew.
- 168 INT. HYDRA TRAIN, REAR CAR - DAY 168
STEVE KICKS OPEN THE BACK DOOR. He and Bucky rush in, weapons ready, only to find...NOTHING. They look at each other. Steve heads for the next car.
- 169 EXT. HYDRA TRAIN, ROOF - DAY 169
ON THE ROOF, Jones crawls toward the engine.
- 170 INT. HYDRA TRAIN, MIDDLE CAR - DAY 170
Bucky and Steve bang into the next car...AND FIND IT EMPTY.
BUCKY
I thought they were supposed to be hauling something.
Steve unhooks his shield, wary.
- STEVE
They were.
He yanks open the next connecting door, stepping into...
- 171 INT. HYDRA TRAIN, FORWARD CAR - DAY 171
ANOTHER DARKENED CAR. Steve and Bucky creep forward then...
WHAM. A STEEL PLATE DROPS OVER THE DOOR, SEALING THEM IN.
The lights brighten, revealing...A MASSIVE HYDRA TROOPER. SIX AND A HALF FEET TALL AND HEAVILY ARMORED, BOTH OF HIS ARMS SPORT HUGE CANNONS.
STEVE AND BUCKY OPEN FIRE, but their machine gun bullets ping uselessly off the trooper's armor.
THE TROOPER TAKES AIM AT STEVE...BLAM! THE BLUE PULSE BLOWS THE SHIELD OUT OF STEVE'S HAND AND SLAMS HIM INTO THE BACK WALL.

(CONTINUED)

171 CONTINUED:

171

The shield clangs to the floor. The trooper turns to Bucky and FIRES. Bucky dives. THE BLAST RIPS A HOLE IN THE WALL BEHIND THEM, OUTSIDE, A JAGGED RAVINE WHIPS PAST THE MOONLIGHT. A RED LIGHT BLINKS FROM A CAMERA ON THE CEILING.

172 INT. HYDRA TRAIN, ENGINEER'S BOOTH - DAY

172

DR. ZOLA watches on a monitor as the trooper presses in on Bucky. HE LEANS INTO A MICROPHONE.

DR. ARNIM ZOLA
No. Finish the other one.

173 INT. HYDRA TRAIN, FORWARD CAR - DAY

173

THE TROOPER TURNS BACK TO STEVE as he gets to his feet. The trooper aims at the star on Steve's chest. BUCKY GRABS STEVE'S SHIELD OFF THE FLOOR AND LEAPS IN FRONT.

STEVE
Bucky, no!

BLAM! THE CANNON FIRES, HITTING BUCKY SQUARE IN THE SHIELD...BLOWING HIM THROUGH THE HOLE IN THE WALL. WITH A LAST DESPERATE EFFORT, BUCK SNAGS THE JAGGED EDGE. THE TROOPER'S WEAPON IS MOMENTARILY SPENT BY THE BLAST. AS IT STARTS TO POWER BACK UP...STEVE LUNGES, GRABBING BUCKY'S SLIPPING HAND. STEVE STARTS PULLING HIM BACK IN. THEN...BLAM. THE TROOPER FIRES, VAPORIZING BUCKY'S ARM INTO A BLUE MIST.

174 EXT. HYDRA TRAIN, ROOF - DAY

174

On the roof, Jones stares in horror as...

BUCKY'S BODY WHIPS AWAY, TUMBLING INTO A BOTTOMLESS GORGE.

175 INT. HYDRA TRAIN, FORWARD CAR - DAY

175

Steve reaches out in anguish.

STEVE
BUCKY!

The only response is wind and the clatter of train wheels. The trooper takes another step. STEVE GRABS HIS SHIELD AND TURNS, ENRAGED. THE TROOPER FIRES. THIS TIME, STEVE HOLDS ON, KNOCKING THE BLAST AWAY WITH HIS SHIELD. HE ADVANCES.

176 INT. HYDRA TRAIN, ENGINEER'S BOOTH - DAY 176

Zola slams his hand on the console.

DR. ARNIM ZOLA
Again! Fire again!

177 INT. HYDRA TRAIN, FORWARD CAR - DAY 177

THE TROOPER FIRES AGAIN. STEVE DEFLECTS IT AND KEEPS COMING. THE TROOPER RE-AIMS. STEVE CHARGES, RED-EYED. HE THROWS HIS SHIELD AT THE TROOPER.

178 INT. HYDRA TRAIN, ENGINEER'S BOOTH - DAY 178

THE SCREEN GOES DARK. Zola swallows, frightened. He turns for the train controls. Then...CLICK. A .45 PRESSES INTO HIS TEMPLE. JONES HANGS FROM THE ROOF, GUN ARM EXTENDED INTO THE WINDOW.

JONES
Stop this goddamned train.

179 OMITTED 179

180 INT. ALLIED HEADQUARTERS, INTERROGATION CELL - DAY 180

We see a tabletop and hear a scrape as something is pushed from bottom of frame comes...A PLATE OF STEAK, WITH POTATO AND BROCCOLI ON THE SIDE. Tilt up to see Zola sitting, looking suspicious.

DR. ARNIM ZOLA
What is this?

REVERSE: Phillips slides over some silverware.

COLONEL PHILLIPS
It's a steak.

DR. ARNIM ZOLA
("I'm on to you")
What's in it?

COLONEL PHILLIPS
Cow? Doctor, do you have any idea how hard it is to get hold of a prime cut like this out here?

(CONTINUED)

DR. ARNIM ZOLA
I don't eat meat.

COLONEL PHILLIPS
Ever?

DR. ARNIM ZOLA
It disagrees with me.

COLONEL PHILLIPS
How about cyanide? Does that give
you a rumbling tummy too?

Phillips slides the plate to his side and cuts into the meat
himself, munching contentedly...

COLONEL PHILLIPS (CONT'D)
Every Hydra agent we've tried to
take alive has cracked a little
tablet before we could stop them.
But not you. So here's my brilliant
theory: you want to live.

DR. ARNIM ZOLA
Are you trying to intimidate me,
Colonel?

COLONEL PHILLIPS
I bought you dinner!

He slides a piece of paper over to Zola, who reads aloud:

DR. ARNIM ZOLA
"Given the valuable information he
has provided, and in exchange for
his full cooperation, Doctor Zola
is being remanded to Switzerland -"

COLONEL PHILLIPS
Sent that to DC this morning. Of
course, it was encoded-say, you
haven't broken those codes, have
you? That'd be awkward...

DR. ARNIM ZOLA
(no confident)
Schmidt will know this is a lie.

COLONEL PHILLIPS
He's still gonna kill you. You're a
liability, Doc. You know more about
Schmidt than anyone.
(MORE)

180 CONTINUED: (2)

COLONEL PHILLIPS (CONT'D)

Oh, and the last man you cost us was Captain Rogers' closest friend, so I wouldn't count on the very best in protection.

(puts down the utensils)

It's you or him. That's just what she dealt.

Zola knows he's right. Genuine fear tinges his response:

DR. ARNIM ZOLA

By the time you act, it will be too late. Schmidt believes he walks in the footsteps of gods. Only the world itself will satisfy him.

COLONEL PHILLIPS

Huh.

(beat)

You do realize that's nuts, don't you?

DR. ARNIM ZOLA

The sanity of the plan is of little consequence.

COLONEL PHILLIPS

And why's that?

DR. ARNIM ZOLA

Because he can do it.

COLONEL PHILLIPS

What's his target?

Zola just looks at him, incredulous.

DR. ARNIM ZOLA

Everywhere.

181 OMITTED

181

182 INT. THE WHIP & FIDDLE PUB - DAY

182

Peggy steps through the make-shift door. Steve sips from a beer at the bar.

(CONTINUED)

STEVE

Doctor Erskine told me the serum, wouldn't just work on my muscles and my reflexes - he said it would work in my cells, create a protective system of healing, of regenerating. Which means...

He turns to her, somber but clear-eyed...

STEVE (CONT'D)

I can't get drunk. Did you know that?

PEGGY CARTER

Your metabolism burns three times faster than average. He thought it could be one of the side effects.

STEVE

Probably didn't want anybody stealing his schnapps.

PEGGY CARTER

It wasn't your fault.

STEVE

You read the report?

PEGGY CARTER

Yes.

STEVE

Then you know that's not true.

PEGGY CARTER

You did everything you could-

STEVE

I got in over my head. Bucky waded in and pulled me out, just like he always did. And the one time he needed me to return the favor, I couldn't.

PEGGY CARTER

I doubt it's that simple.

STEVE

All I had to do was hold him.

(CONTINUED)

182 CONTINUED: (2)

PEGGY CARTER
Did you believe in your friend?
Respect him?

He looks up at her. Of course.

PEGGY CARTER (CONT'D)
Then stop blaming yourself. Allow
Barnes the dignity of his choice.
He damn well must have thought you
were worth it.

Steve stares at his beer.

STEVE
As soon as I finish this, I'm going
after Johann Schmidt. I'm going to
burn out every hole there is for
him to hide in. And I'm not going
to stop until he and all of Hydra
are captured or dead.

Peggy nods. Then she takes his beer and drinks it down.

PEGGY CARTER
Let's go then.

183 OMITTED 183

184 INT. ALLIED HEADQUARTERS, BRIEFING ROOM - DAY 184

PHILLIPS STANDS AT THE HEAD OF THE TABLE, GRIM. Steve, Peggy,
Howard and the Invaders surround him.

COLONEL PHILLIPS
Johann Schmidt belongs in the
bughouse. He thinks he's a god and
he's going to blow up half the
world to prove it.

He stabs his finger at A MAP OF THE UNITED STATES.

COLONEL PHILLIPS (CONT'D)
Starting with the U.S.A.

DUM DUM DUGAN
That's insane.

PEGGY CARTER
So's Hitler, but he's gotten pretty
far with less than Schmidt has.

(CONTINUED)

FALSWORTH

But Hydra would need millions of men, fleets of transport. They'd have to be fed, fueled-

Howard shakes his head.

HOWARD STARK

Schmidt's working with powers beyond our capabilities. He gets across the Atlantic, he'll wipe out the entire eastern seaboard in an hour.

Steve stares at the map, eyes drawn inevitably to New York.

STEVE

Every able-bodied man we have is either here or in the Pacific. Our borders are wide open.

JONES

How much time have we got?

COLONEL PHILLIPS

According to my new best friend, under twenty-four hours.

Dread-filled silence falls over the room.

STEVE

Where is he now?

Phillips points to A SPY PHOTO OF A MOUNTAIN.

COLONEL PHILLIPS

Hydra's last base is here, in the Alps...

(dragging his finger down)

Five hundred feet below the surface.

Morita gets a closer look at the map.

MORITA

What are we supposed to do? It's not like we can just knock on the front door.

The room goes silent. EVERYONE TURNS TO STEVE.

185 EXT. FOREST - DAY

185

STEVE BLASTS THROUGH THE FOREST ON HIS MOTORCYCLE. Trees whip by as he weaves through the woods. Unwittingly...HE TRIPS A WIRE ACROSS THE ROAD. A WARNING LIGHT BLINKS.

(CONTINUED)

red button. FLAMES shoot out from his exhaust pipe, laying down several yards of fire behind him. The nearest Hydra rider is helpless as his uniform and saddlebags catch fire. He veers into the woods...and flies off a cliff, exploding in midair.

One biker remains. He catches Steve on a straightaway. He pulls alongside, grinning. He reaches into a side compartment and pulls a HAND GRENADE...STEVE SNATCHES IT FROM HIM AND CRACKS THE RIDER IN THE JAW. The rider's helmet drops blinding him. He wobbles...

Steve bites down on the grenade pin and yanks it out. Then he tosses the grenade back in the rider's compartment. Steve throttles up and pulls away, as...

The rider recovers. He lifts his helmet over his eyes...AND NOTICES THE GRENADE BURNING BESIDE HIM...BOOM!

RED SKULL stands beside a HUGE, MYSTERIOUS WHEEL. He toasts EIGHT PILOTS.

RED SKULL

Tomorrow, Hydra will stand master on the world, borne to victory on the wings of the valkyrie. Our enemies' weapons will be powerless against us. If they shoot down one plane, hundreds more shall rain fire upon them. If they cut off one head...

(raising his glass)

Two more shall rake its place!

He drinks. His pilots drink.

PILOTS

HAIL HYDRA!

HYDRA SOLDIERS (O.S.)

HAIL HYDRA!

Skull turns and only now we see, stretching before him...

FIVE HUNDRED SOLDIERS IN FORMATION. They salute in unison.

HYDRA SOLDIERS (CONT'D)

HAIL HYDRA! HAIL HYDRA!

186 CONTINUED:

186

As Skull takes in the devotion, he notices A RED LIGHT FLASHING ON THE WALL. He slowly turns as, up above...

187 EXT. HYDRA HQ, MOUNTAINTOP - DAY

187

ALARMS SOUND AT THE SURFACE ENTRANCE. BARBED WIRE TOPS AN EARTHEN-WALLED COMPOUND. HYDRA SOLDIERS race to take positions. One scrambles to look over the wall, only to see...STEVE SHOOTING RIGHT AT HIM.

THE BIKE RAMPS OFF A GUN EMPLACEMENT, LAUNCHES THROUGH THE BARBED WIRE AND CRASHES INTO THE COMPOUND.

STEVE CRUSHES ONE GUARD. WHIPPING WIRE SLASHES ANOTHER. GUARDS OPEN FIRE. Steve swerves, tossing a grenade. BOOM!

ONE GUARD LEVELS A BAZOOKA. STEVE RAISES HIS SHIELD AND DEFLECTS THE BLAST BACK. Finally, a Hydra rifleman BLOWS OUT STEVE'S TIRE. STEVE'S FRONT FORK DIGS INTO THE GROUND, THROWING HIM OVER THE HANDLEBARS.

HE GETS TO HIS FEET, SWINGING, AS DOZENS OF GUARDS MOVE IN...PUMPELLING HIM FROM ALL SIDES.

188 INT. HYDRA HQ, SCHMIDT'S OFFICE LAB - DAY

188

Guards drag in Steve. He stares up at Skull's grotesque portrait. THEN...SKULL STEPS FROM THE SHADOWS. Steve struggles. THE GUARDS HOLD HIM TIGHT.

RED SKULL (O.S.)

Arrogance may not be a uniquely American trait...but I will say you do it better than anyone else.

Skull leans in, TEETH GLEAMING IN HIS CRIMSON FACE.

RED SKULL (CONT'D)

There are limits to what even you can do, Captain. Or did Erskine tell you otherwise?

STEVE

He told me you were insane. That seemed like enough.

RED SKULL

He resented my genius and tried to deny me what was rightfully mine. Yet he gave you everything.

(MORE)

(CONTINUED)

188 CONTINUED:

RED SKULL (CONT'D)
 (almost wounded)
 What made you so special?

STEVE
 Nothing...

He slowly raises his head, staring INTO SKULL'S SUNKEN EYES.

STEVE (CONT'D)
 I'm just a kid from Brooklyn.

Skull seethes.

He SMASHES STEVE IN THE FACE.

The guards grip Steve's arms, holding him up as the SKULL BATTERS HIM. Again and again. After a long time, Skull steps back. Steve pants, beaten, exhausted. Then finally...HE SMILES.

STEVE (CONT'D)
 I can do this all day.

RED SKULL
 I believe you can. But I am on a schedule.

He pulls his Luger. Steve stares down the barrel.

STEVE
 So am I.

THUNK. THUNK. THUNK.

Skull turns toward the window to see...THREE SPECKS IN THE DISTANCE, FLYING STRAIGHT TOWARD THE GLASS.

Skull spins back to Steve, pistol leveled...ZAP! STEVE SWINGS A GUARD AROUND, BLOCKING THE BLAST. THE GUARD IS INCINERATED AS...DUGAN, FALSWORTH, AND JONES SMASH THROUGH THE WINDOW ON ZIPLINES. JONES LANDS ON SKULL'S DESK, BLASTING AWAY WITH HIS .30 CAL.

188A INT. HYDRA HQ, CORRIDOR - DAY

188A

The zipline extends from A POWERFUL GRAPPLING GUN. DERNIER hooks to the wire and shoots away. MORITA barks into his radio.

MORITA
 We're in. Go! Go! Go!

188AA EXT. FOREST, RIDGE - DAY 188AA

OFF SCREEN, ON A COMBAT RADIO:

MORITA (ON RADIO)
Assault team! Go!

ATOP A RIDGE, COLONEL PHILLIPS STANDS.

COLONEL PHILLIPS
You heard him! Move out!

PEGGY AND HUNDREDS OF ALLIED TROOPS SLIP OUT OF HIDING.
Phillips looks to Peggy. He cocks a shotgun.

188B EXT. HYDRA HQ, MOUNTAINTOP - DAY 188B

UP TOP, ALLIED SOLDIERS OPEN FIRE, POURING INTO THE COMPOUND.

188C INT. HYDRA HQ, SCHMIDT'S OFFICE LAB - DAY 188C

DUGAN LANDS A HAYMAKER. STEVE KNOCKS OUT THE OTHER GUARD.
SKULL GETS OFF A FEW BLASTS AS HE BACK OUT THE DOOR. DOWN THE
HALL, ALLIED SOLDIERS BLOW THROUGH THE DOUBLE DOORS.

Falsworth cuts down a guard, taking THE SHIELD from him. He
tosses it to Steve.

STEVE
Thanks.

FALSWORTH
Cheers.

Steve straps on the shield and races after Skull.

189 INT. HYDRA HQ, CORRIDOR - DAY 189

FOUR HYDRA TROOPERS back up to the entrance, firing. BLAM!
One falls, shot. A second tries to lob a grenade. BLAM! He
falls, dropping the grenade at the feet of the third. BOOM!
Trapped, the last one panics, TONGUE FUMBLING IN HIS MOUTH.

HYDRA SOLDIER
Cut off one head, two more shall
rise-

BLAM. The soldier falls dead.

REVERSE: COLONEL PHILLIPS STANDS THERE, SHOTGUN SMOKING.

(CONTINUED)

189 CONTINUED:

189

COLONEL PHILLIPS
Let's go find two more.

A DOZEN MARINES FOLLOW HIM INSIDE.

190 INT. HYDRA HQ, CORRIDOR - DAY

190

Skull runs down a corridor, jackboots pounding. Steve tears after him, racing around the corner, only to be met by a VICIOUS BARRAGE. Schmidt unloads his Luger, BLASTING BLUE BOLTS. Steve barely gets his shield up in time.

191 OMITTED

191

192 INT. HYDRA HQ, CORRIDOR - DAY

192

Schmidt races PAST AN INTERSECTING CORRIDOR. He dashes through a doorway and hits a button: BLAST DOORS BEGIN TO CLOSE.

Steve spots the closing doors. He calculates and HURLS HIS SHIELD. It whirls down the corridor and...THUNK, JAMS BETWEEN THE DOORS, HOLDING THEM OPEN. Steve takes off after Schmidt...BUT A HYDRA FLAME TROOPER STOMPS OUT OF THE INTERSECTING CORRIDOR, BLOCKING HIS WAY. The flame trooper raises his twin guns. Steve raises his arm, only to realize...HIS SHIELD IS STUCK IN THE DOOR. Uh-oh. Blue fire flickers from the trooper's nozzles. Then...

BLAM! The trooper staggers. THE TANK ON HIS BACK EXPLODES.

PEGGY steps out of the corridor, RIFLE IN HAND.

STEVE
You're late.

PEGGY CARTER
Tell me you're not complaining.
(nodding at the door)
Weren't you about to...?

STEVE
Right.

He sprints for the door, sliding below the shield, grabbing it as he goes. The doors slam behind him.

Peggy waves ON A SQUAD OF SSR TROOPS BEHIND HER.

193 INT. HYDRA HQ, CORRIDOR - DAY 193

DERNIER and FALSWORTH fight along a corridor, OUTNUMBERED. Falsworth nods to Dernier. THEY RETREAT around a bend.

SURPRISED, THE HYDRA TROOPERS GIVE CHASE. After a moment...THE HYDRA TROOPERS COME RUNNING BACK. DUGAN STEPS OUT, FIRING A HYDRA CANNON. BLAM!

194 INT. SUBORBITAL BOMBER, COCKPIT - DAY 194

INSIDE THE BOMBER, DIM MONITORS LINE AN IMPRESSIVE COCKPIT. A HIGH-TECH CRADLE STANDS IN THE CENTER.

Skull approaches, carrying the TITANIUM BOX. He places it over the cradle and dispenses...THE CUBE. Blue circuits flash. LIGHTS AND GAUGES FLICKER.

195 INT. HYDRA HQ, CORRIDOR - DAY 195

Steve runs toward another door. BEYOND, A HUGE HANGER LOOMS. Suddenly, A DEEP RUMBLING SHAKES THE BASE. Steve gapes. Through the doorway, he sees...A GIGANTIC PLANE ROLLS PAST. IT DWARFS ANY WE'VE EVER SEEN.

196 INT. HYDRA HQ, HANGER - DAY 196

Steve skids into the hanger. The massive plane taxies down the runway. In the shadows, FIVE MORE BOMBERS WAIT. Schmidt's plane picks up speed. STEVE TAKES OFF AFTER IT.

197 INT. SUBORBITAL BOMBER, COCKPIT - DAY 197

Skull throttles up. He presses a button.

198 INT. HYDRA HQ, HANGER - DAY 198

At the far end, A DOOR OPENS, letting in THE GLARE OF DAYLIGHT. STEVE CHASES AFTER THE PLANE, but the huge bomber picks up speed. It starts to pull away. Suddenly, AN ENGINE REVS. SCHMIDT'S CAR comes up alongside the still-running STEVE, COLONEL PHILLIPS behind the wheel.

COLONEL PHILLIPS

Get in.

STEVE JUMPS IN without the car ever slowing down. In the back, PEGGY CHAMBERS A ROUND INTO PHILLIPS' SHOTGUN.

199 INT. SUBORBITAL BOMBER, COCKPIT - DAY 199

Skull accelerates. On his monitor, he spies...HIS CAR.

200 INT. HYDRA HQ, HANGER - DAY 200

Phillips gains on the plane. Just then, the BOMBER'S REAR PROPELLERS SPIN INTO A BLUR. The plane widens the gap. Phillips spots a TOGGLE SWITCH on the dash, "KOMPRESSOR." He hits it. WHOOSH. THE CAR LEAPS FORWARD, THROWING THEM BACK. Steve climbs over the windshield and steadies himself.

STEVE

Closer!

Phillips floors it. The car surges toward THE PROPELLERS. STEVE DROPS just as the propellers SHAVE OFF THE HYDRA HOOD ORNAMENT. He and Peggy share a worried look.

201 INT. SUBORBITAL BOMBER, COCKPIT - DAY 201

Skull races for the mouth of the tunnel. On the monitor...

202 INT. HYDRA HQ, HANGER - DAY 202

PHILLIPS COMES UP ALONGSIDE THE PLANE'S HUGE TIRE.

STEVE

Hold it steady this time.

PEGGY CARTER

Wait!

Peggy grabs Steve by the neck AND KISSES HIM. When they break off, Steve looks at her, wide-eyed.

PEGGY CARTER (CONT'D)

Go get him.

Steve nods, stunned. He looks to Phillips.

COLONEL PHILLIPS

I'm not kissing you!

203 INT. SUBORBITAL BOMBER, COCKPIT - DAY 203

Skull punches the throttle, the SPEEDOMETER RED-LINING.

204 INT. HYDRA HQ, HANGER - DAY 204

Steve braces himself on the hood. Phillips pulls to within inches of THE SPINNING WHEEL. JUST THEN...

205 EXT. HYDRA HQ, CLIFF - DAY 205

THE PLANE BURSTS OUT OF THE TUNNEL. PHILLIPS SPOTS THE GORGE AHEAD. HE SLAMS ON THE BRAKES. AT THE LAST MOMENT, STEVE LEAPS...SNAGGING THE LANDING GEAR. THE PLANE SHOOTS OVER THE EDGE, SAILING INTO THE AIR. Phillips skids to a stop. Peggy sees STEVE HANGING ON.

206 EXT. SUBORBITAL BOMBER, LANDING GEAR - DAY 206

Steve locks his arm around a strut. THE PLANE GAINS ALTITUDE. He looks for a way in. Just then...THE LANDING GEAR GROANS. THE WHEELS RETRACT. STEVE FINDS HIMSELF RIDING THE LANDING GEAR RIGHT INTO...

207 INT. SUBORBITAL BOMBER, FLIGHT DECK - DAY 207

The flight deck. STEVE STARES, AWESTRUCK. He realizes the propellers are attached to EIGHT FIGHTERS INSIDE THE WING. Each features a snub-nose CUBE BOMB as its nosecone.

ZING. A BULLET RICOCHETS off Steve's shield. He spins as...THE EIGHT PILOTS RUSH DOWN A RAMP FROM THE BRIDGE. STEVE flips into a flying spin kick, dropping two pilots where they stand. THE OTHERS MOVE IN ON HIM. He throws one across the flight deck and out of the plane. He smashes another with his shield.

A HUGE PILOT FACES OFF AGAINST STEVE. HE SWINGS A CHOCK, CLOCKING STEVE IN THE HEAD. STEVE STAGGERS ONTO A FIGHTER. THE BIG PILOT LEAPS ON HIM.

Inside the FIGHTER'S COCKPIT, ANOTHER PILOT sees his chance. He pulls THE RELEASE LEVER...THE FIGHTER DROPS, WITH STEVE AND THE PILOT STILL ABOARD.

208 INT./EXT. POD FIGHTER - DAY 208

Steve holds on as the fighter shoots through the air. The big pilot hangs on to Steve's boot. STEVE KICKS. ONCE. TWICE. THE BIG PILOT LOSES HIS GRIP, TUMBLING INTO THE PROPELLER. Inside, the fighter pilot looks up, astounded to see Steve still hanging on.

(CONTINUED)

208 CONTINUED:

208

HE EXECUTES A BARREL-ROLL. STEVE'S EYES ROLL BACK, SKIN RIPPLING FROM THE G-FORCE. THE PILOT JERKS THE STICK...BUT STEVE HAULS HIMSELF FORWARD. HE GRASPS THE EDGE OF THE COCKPIT AND SLIDES IT OPEN.

The pilot evades Steve's grasping hand. Then Steve reaches down and PULLS THE EJECTOR SWITCH. THE PILOT BLASTS INTO THE SKY, SMASHING INTO THE UNDERSIDE OF THE BOMBER'S WING. Steve climbs in and hauls on the stick, righting the plane.

209 INT. SUBORBITAL BOMBER, COCKPIT - DAY

209

Skull checks AN ELECTRONIC MAP, showing the plane's progress toward America. Then he looks out the windshield...AND FREEZES. STEVE'S RAGGED FIGHTER COMES SWOOPING UP OUT OF THE CLOUDS, PROPELLER WHIRLING.

210 INT. POD FIGHTER - DAY

210

Steve yanks the stick, flying shakily toward THE FLIGHT DECK.

211 INT. SUBORBITAL BOMBER, FLIGHT DECK - DAY

211

STEVE'S POD-FIGHTER SKIDS ACROSS THE FLIGHT DECK...FINALLY COMING TO A STOP IN A SHOWER OF SPARKS AND SCREECHING METAL.

Steve pushes the canopy off and climbs from the wreck. He straps on his shield and looks toward THE COCKPIT...

212 INT. SUBORBITAL BOMBER, COCKPIT - DAY

212

Steve kicks open the door to find...STILLNESS. He steps warily toward THE CONTROL PLATFORM. HE SEES THE PILOT'S CHAIR EMPTY. Suddenly, he hears THE WHINE OF A HYDRA ASSAULT RIFLE POWERING UP. His eyes dart to the window, where he sees a reflection of SKULL AIMING AT HIS BACK. Steve whips around, shield raised, deflecting Skull's shot. THE BLAST RICOCHETS, BLOWING OUT A PANE OF THE COCKPIT GLASS. WIND ROARS.

RED SKULL

You don't give up, do you?

STEVE

Nope.

Steve charges at Skull, who fires again. Blue bolts ricochet around the cabin. Steve swings, bashing the rifle from Skull's hands. Skull swings. Steve puts Skull in a headlock. Skull throws Steve into a bulkhead.

(CONTINUED)

212 CONTINUED:

212

STEVE SWINGS HIS SHIELD, BUT SKULL GRABS IT WITH BOTH HANDS. THE TWO SUPER SOLDIERS STRAIN, EYE TO EYE.

RED SKULL

You wear a flag on your chest and think you fight a battle of nations? I have seen the future, Captain. There are no flags but Hydra's.

STEVE

Keep the future. I'm looking for a little here and now.

STEVE SLAMS SKULL IN THE JAW WITH THE SHIELD. SKULL STAGGERS. STEVE COCKS BACK AND HITS SKULL WITH AN UPPERCUT.

The impact drives Skull up and into...THE AUTO PILOT CONTROLS.

THE AUTOPILOT DISENGAGES. THE PLANE LURCHES VIOLENTLY.

212A EXT. SUBORBITAL BOMBER - DAY

212A

THE MASSIVE PLANE SPINS INTO A BARREL ROLL. Through the cockpit window, we see Steve and Skull tumbling to the ceiling.

212B INT. SUBORBITAL BOMBER, COCKPIT - DAY

212B

STEVE AND SKULL CRASH ACROSS THE WHIRLING COCKPIT. Steve grasps for a handhold.

The plane jerks again, throwing them together. THEY BATTLE IN CHAOTIC ZERO-G.

Steve powers Skull into the ceiling.

Skull elbows Steve into the wall.

Skull tries to reach the autopilot.

BUT STEVE USES HIS MOMENTUM TO SWING AROUND A STRUT AND SLAMS HIS SHIELD INTO SKULL'S HEAD.

Skull bashes against the wall, but adeptly bounces back. He grabs a strut and kicks Steve toward the back bulkhead. Skull flies at the autopilot controls.

WHAM. STEVE SLAMS HARD INTO THE STEEL WALL. SKULL FINDS A HANDHOLD AND HITS THE AUTOPILOT BUTTON.

212C EXT. SUBORBITAL BOMBER - DAY 212C

The giant plane pulls out of its dive.

212D INT. SUBORBITAL BOMBER, COCKPIT - DAY 212D

GRAVITY RETURNS with sudden violence. STEVE SMASHES TO THE FLOOR, HIS SHIELD ROLLING AWAY. Steve lies momentarily dazed. His eyes flutter. Then...

RED SKULL (O.S.)
You could have the power of the
gods...

Steve looks up to see Skull advancing, LUGER DRAWN.

RED SKULL (CONT'D)
And you will not admit you want it?

Standing in front of the cube housing, Skull takes dead aim at the star on Steve's chest.

STEVE
I want what every soldier on every
battlefield wants...

Steve eyes the shield at his feet.

STEVE (CONT'D)
I want to go home.
ALT. I want this war to end.

Steve slams his heel onto the shield, flipping it into the air. SKULL FIRES. Steve jumps to his feet, grabbing the shield, blocking the blast. He whirls and hurls his shield.

The spinning disc hits Skull in the ribs with a sickening crunch, knocking him off his feet...SMASHING HIM INTO THE CUBE CONSOLE.

Blue energy arcs and crackles from the damaged machinery. THE ENERGY GAUGE PINS AT OVERLOAD.

Skull pulls himself to his feet, staring in alarm as...

The cube rises from the machine, glowing with a violent intensity.

SKULL STARES. HE REACHES OUT AND EXTRACTS THE CUBE. STEVE GAPES AS...THE CUBE BURNS THE GLOVE OFF SKULL'S HAND, EXPOSING THE SCARRED FLESH.

(CONTINUED)

212D CONTINUED:

212D

THE SKULL JUST STARES, OVERCOME AND AMAZED. Blinded by the light, Steve staggers toward the controls.

SKULLS P.O.V.:

THE PLANE SEEMS TO VANISH AROUND HIM. VISIONS OF THE NINE REALMS DANCE IN THE LIGHT: A RAINBOW PORTAL STRETCHES PAST AN OBSERVATORY AND INTO SPACE.

RED SKULL

Valhalla...

ALT. I was right...

ALT. It is real...

ALT. Yes, I understand...

ALT. I have waited so long...

THE VISIONS SPEED UP UNTIL THEY BLUR. SUDDENLY, THE CUBE VIBRATES VIOLENTLY. The Skull looks worried. Something's wrong.

RED SKULL (CONT'D)

No.

STEVE WHIPS UP HIS SHIELD AS ENERGY SHOOTS FROM THE CUBE.

RED SKULL (CONT'D)

NO!

ENERGY BOLTS RICOCHET OFF THE CEILING AND STRIKE THE SKULL, VAPORIZING HIM AS...

THE CUBE GOES NOVA.

213 EXT. SUBORBITAL BOMBER - DAY

213

A MASSIVE COLUMN OF ENERGY SHOOTS TOWARD SPACE, GROWING IN INTENSITY UNTIL IT EXPLODES OUTWARDS, EVAPORATING THE CLOUDS. Light glares through the cockpit windows. Then fades. The plane whips past.

214 INT. SUBORBITAL BOMBER, COCKPIT - DAY

214

Steve stands, woozy. When his vision returns, he sees...THE INERT CUBE. He takes a step toward it...SUDDENLY, THE PLANE BANKS VIOLENTLY, ITS ENGINES ROARING. Steve races for the controls. The forgotten cube tumbles across the flight deck.

Tink...Tink...Tink...AND FLIES OUT A HOLE IN THE FUSELAGE.

(CONTINUED)

214 CONTINUED:

214

Steve climbs into the chair. THE CONTROL STICK steers automatically. Steve wrestles it, trying to override the plane...BUT IT WILL NOT ALTER COURSE. Steve stares at the monitor AND THE GREEN MAP OF MANHATTAN.

215 INT. HYDRA HQ, CONTROL TOWER - DAY

215

THE RADIO SQUAWKS in the empty control room.

STEVE (ON RADIO)
Agent Carter, come in...

Peggy runs in and grabs the radio, frantic and relieved.

PEGGY CARTER
Steve, is that you? Are you okay?

STEVE (ON RADIO)
I'm fine.

THROUGH THE WINDOW, WE SEE THE INVADERS ROUNDING UP THE SURRENDERED HYDRA MEN.

PEGGY CARTER
Where's Schmidt?

STEVE (ON RADIO)
Schmidt's dead.

PEGGY CARTER
What about the plane?

STEVE (ON RADIO)
That's a little bit harder to explain.

INTERCUT:

216 INT. SUBORBITAL BOMBER, COCKPIT - DAY

216

Steve stares at the New York map, radio in hand. HIS COMPASS lies open on the control board.

PEGGY CARTER
Give me your coordinates. I'll find a landing site-

(CONTINUED)

STEVE

There isn't going to be a landing.
Schmidt's locked the navigation
system.

Steve eyes THE RELINED ENGINE GAUGES in front of him.

STEVE (CONT'D)

And there's more than enough power
to reach the East Coast.

Peggy looks grave. She waves Colonel Phillips down.

PEGGY CARTER

I'll get Howard on the line. He'll
know what to do.

STEVE

I'm sitting on a hundred tons of
explosives. Hotwiring this thing's
not an option.

He looks out the window at the vast, blue expanse of ocean.

STEVE (CONT'D)

I've got to put her in the water.

Peggy spreads her fingers on the wall, her knuckles white.

PEGGY CARTER

But you said you couldn't steer it.

Steve scans the control panel. HE SPOTS A THICK CABLE RUNNING
FROM THE IGNITION TO THE ENGINES.

STEVE

I can't. But I think I can crash
it.

HE YANKS THE CABLE OUT. BLUE SPARKS FLARE. THEN ALL THE
LIGHTS DIE. THE ENGINES STOP. THE PLANE GOES QUIET.

PEGGY CARTER

Steve, don't do this. We've got
time. We can figure this out.

Steve eyes THE NAVIGATION CHARTS.

STEVE

I already did. Right now, I'm in
the middle of nowhere. If I wait
any longer, a lot of people are
going to get hurt.

(MORE)

(CONTINUED)

216 CONTINUED: (2)

STEVE (CONT'D)
(beat)
Peggy, this is my choice.

Peggy and Phillips look at each other, slowly accepting what's happening.

PEGGY CARTER
We'll send out rescue ships. We'll find you.

STEVE
I don't think there's going to be much left to find.

STEVE LEANS ON THE STICK WITH ALL HIS MIGHT. THE PLANE BEGINS A SCREAMING DIVE.

STEVE (CONT'D)
Peggy?

PEGGY CARTER
I'm here.

STEVE'S COMPASS SPINS WILDLY. HE JUST STARES AT HER PICTURE.

STEVE
I'm going to need a raincheck on that dance.

PEGGY CARTER
(holding back tears)
All right. A week Saturday. The Stork Club.

STEVE
Okay. You got it.

PEGGY CARTER
8:00 on the dot. If you're three minutes late I'm leaving, do you understand?

STEVE
I still don't know how to dance.

She closes her eyes.

PEGGY CARTER
I'll show you. I'll show you everything. Just be there.

(CONTINUED)

216 CONTINUED: (3) 216

Clouds whip past the windows as the plane plummets. STEVE
POCKETS THE COMPASS AND SLIDES HIS MASK OVER HIS FACE. ARCTIC
ICE RUSHES UP AT THE COCKPIT WINDOW.

STEVE

Maybe the band could play something
slow, I'd hate to step on your-

HISS. The radio in Peggy's hand goes silent. Colonel Phillips
puts a hand on her shoulder. She just stares out the hanger
at the blue sky beyond.

217 EXT. ARCTIC OCEAN - DAY 217

THE PLANE SKIDS VIOLENTLY ACROSS A GLACIER. IT CAREENS OFF
THE EDGE AND CRASHES INTO AN ICY LAKE. The plane floats a
moment, then starts to sink. BLEED IN THE SOUND OF A CHEERING
CROWD...

218 EXT. TRAFALGAR SQUARE - DAY 218

People lean from balconies, holding the V for Victory sign. A
paper on a newsstand reads, "WAR OVER!"

218A INT. THE WHIP & FIDDLE PUB - DAY 218A

Amidst the revelry, MORITA, JONES, DERNIER, FALSWORTH and
DUGAN stand at attention. Their bags rest against the wall.
THEY SOLEMNLY RAISE THEIR GLASSES.

219 OMITTED 219

220 EXT. UNDERWATER - DAY 220

THE PLANE SINKS SLOWLY IN THE ICY WATER.

220A EXT. STARK SEARCH BOAT - DAY 220A

A TRAWLER bobs on the ocean's surface, at anchor. All sorts
of antennae sprout from the wheelhouse.

221 INT. STARK SEARCH BOAT, WHEELHOUSE - DAY 221

HOWARD STARK hunches over a MONITOR on a high-tech bridge.
His assistants eye SONAR and RADIATION DETECTORS. ONE
FEATURES A STEADY GREEN BLIP.

(CONTINUED)

221 CONTINUED:

221

ON HOWARD'S SCREEN: grainy video footage of the sea bottom. Sand and fish roll past as the camera explores the terrain. Howard peers. He stops the camera sub, adjusts the monitor, bringing into focus...

THE CRACKED, INERT...COSMIC CUBE.

He operates a pair of joysticks. ON SCREEN, two robotic claws extend. They reach out and clasp the cube. Howard exhales and looks to his assistants.

HOWARD STARK

Move us to the next grid point.

STARK ASSISTANT

But there's no trace of wreckage, sir. And the energy signature stops here.

Stark pushes back from the monitor, spent, grim.

HOWARD STARK

Just keep looking.

222 EXT. ARCTIC OCEAN - DAY 222

THE PLANE'S WINGTIP SLIPS BELOW THE ICE.

223 OMITTED 223

224 EXT. UNDERWATER - DAY 224

WE SEE STEVE'S SHADOW THROUGH THE COCKPIT WINDOW. HE SLUMPS, STRAPPED IN HIS CHAIR.

225 INT. ALLIED HEADQUARTERS, BRIEFING ROOM - DAY 225

Phillips signs and official report. "CLASSIFIED-CAPTAIN AMERICA." He stamps it: "INACTIVE." He slides it into a red box marked "TO BE DESTROYED." He looks up as Peggy walks in. He regards her, stoic, suppressing his emotion.

COLONEL PHILLIPS

ALT. No one said we have to forget the man, Agent.

Peggy nods. She picks up the box and puts it with others on a table near the door. For a moment, she just stands there, overwhelmed.

(CONTINUED)

225 CONTINUED:

225

She opens the box, taking out A PHOTO OF PRE-REBIRTH STEVE. She smiles. Then she tucks it in her breast pocket. She closes the box and leaves.

226 EXT. UNDERWATER - DAY

226

BACK AWAY FROM THE WINDOW UNTIL THE PLANE IS JUST A SHADOW.

227 EXT. LOWER EAST SIDE - DAY

227

On a New York street, TWO BOYS PLAY. One fires a toy gun. The other blocks imaginary bullets with A GARBAGE CAN LID.

FADE TO BLACK.

After a moment, we can hear, ever so faintly...THE SOUND OF A BROOKLYN DODGERS GAME ON THE RADIO.

228 EXT. 1945 ROOM - DAY

228

CLOSE ON: STEVE'S FACE. He looks paler, thinner...but alive. His eyes flicker open. He sees an old glass light fixture on a white ceiling. He sits up and finds he's on a bed in a quiet, 1940s room. The sun shines through white curtains. The Dodgers game plays on AN OLD VACUUM TUBE RADIO on a wooden dresser.

RADIO ANNOUNCER

"Workman up for the Phillies, now. Holding that big club down at the end. He sets, Chipman pitches. Curveball, outside. Ball one."

Steve slides his bare feet to the worn, wooden floor.

SSR AGENT

Good morning.

Steve turns to see A PRETTY 1940S BRUNETTE sitting in a chair. She folds a copy of The Brooklyn Eagle and checks her watch.

SSR AGENT (CONT'D)

(smiling gently)

Or I should say, afternoon.

STEVE

I don't...remember going to sleep.

(CONTINUED)

SSR AGENT

Well, it was quite a while ago.

Steve rubs his face. The radio plays.

RADIO ANNOUNCER

"So the Dodgers are ahead eight to five. And Chipman knows one swing of the bat and this fella's capable of making it a brand new game."

Steve eyes the radio. He takes a long look at her.

STEVE

How long have I been out?

RADIO ANNOUNCER

"Outfield deep, round toward left, the infield overshifted."

SSR AGENT

I'm afraid I couldn't say-

With lightning speed, Steve GRABS her arm.

SSR AGENT (CONT'D)

Captain Rogers, please!

STEVE

Who are you? How do you know my name?

SSR AGENT

(wincing)

We know all about you.

Just then, A LARGE, MENACING MAN in strangely modern garb rushes into the room. He carries a set of METAL RESTRAINTS.

RADIO ANNOUNCER

"Here's the pitch from Chipman..."

Steve lets go of the SSR AGENT. He stares, red-eyed at THE MAN MOVES IN ON HIM...

RADIO ANNOUNCER (CONT'D)

"Swung on, belted, it's a long one, deep into left center, back goes Galan. Back, back, back..."

229 INT. HALLWAY - DAY 229

SUDDENLY, BAM! A DOOR EXPLODES INTO THE HALLWAY, BLOWN OFF ITS HINGES BY THE FLYING BODY OF THE MANACLE MAN. STEVE STAGGERS OUT.

230 OMITTED 230

231 INT. LOBBY - DAY 231

Steve races into a busy, modern lobby. SHIELD operatives stare. MP'S appear ahead of him.

SHIELD MP

Halt!

Steve bowls them over and runs for the door...

232A EXT. SHIELD HOSPITAL - DAY 232A

Steve burst outside. He takes a few steps...THEN STOPS.

MODERN CARS HONK AND ROAR IN THE STREET. TOWERING PLASMA BILLBOARDS PLAY MOVING ADS FEATURING LOTS OF FLESH. MODERN PEOPLE RUSH PAST, IPODS AND CELL PHONES TO THEIR EARS. STEVE STAGGERS, CONFUSED. HE GLANCES OVER HIS SHOULDER TO SEE THE MP'S RUSHING OUT. STEVE TAKES OFF, SPRINTING DOWN THE CROWDED SIDEWALK.

233 EXT. NEW YORK CITY, ALLEYWAY - DAY 233

Steve skids into an alley and stops, panting, freaked. Steve looks down the alley...ONLY TO FIND IT'S A DEAD END.

NICK FURY (O.S.)

At ease, soldier.

Steve whips to see...NICK FURY standing alone at the alley entrance.

STEVE

Who are you?

NICK FURY

Colonel Fury, Director of SHIELD.
You would have known us as the
Special Scientific Reserve.

Steve's eyes narrow. The first reassuring thing he's heard.

(CONTINUED)

STEVE

Where am I?

NICK FURY

Round about 34th and 5th.

Steve looks confused. Fury nods over his shoulder at...THE EMPIRE STATE BUILDING RISING ABOVE THEM. STEVE GAPES. Fury waves a couple of MP's to block off the alley. They stand at attention.

NICK FURY (CONT'D)

Sorry about that little show back there. See, there's no precedent for what you've been through. We couldn't tell how delicate your mental state might be. We thought it best to break it to you slowly.

STEVE

Break what?

NICK FURY

You've been asleep, Captain. For almost seventy years.

Steve looks around, stunned.

STEVE

Seventy...
(sledge-hammered)
The World of the Future.

NICK FURY

Well, thanks to you, there is one.

Steve eyes Fury.

STEVE

What about the war? Did we win?

NICK FURY

Hell, yes. Unconditional surrender, baby. And taking down HYDRA was a big part of that.

Steve reels

STEVE

How am I...not dead?

(CONTINUED)

NICK FURY

To be perfectly honest, we're not sure yet. My docs say it's some kind of suspended animation. Dr. Erskine's formula, the extreme cold...I can't break it down for you on a cellular level, but you haven't aged a day since that plane went down.

Steve looks around, overwhelmed. Above him, a highway sign reads "FDR DRIVE, NEXT LEFT."

NICK FURY (CONT'D)

You don't mind my asking, what gave us away back there?

STEVE

What? Oh. Bob Chipman was traded for Eddie Stanky during the '44 season. He's with the Cubs now.

(troubled)

Or...was.

NICK FURY

I know it's a lot to swallow. But the world's not as different as it looks. There's still work to be done...

(pointed)

Soldier's work.

Steve meets Fury's eyes. Fury signals to one of the MP's. He brings forward A CASE. Fury opens it, revealing STEVE'S BATTERED SHIELD.

NICK FURY (CONT'D)

The world could still use a man like you, Cap.

Steve touches the shield, remembering.

NICK FURY (CONT'D)

Take your time. God knows if anybody's earned it, you have. All the same...

Fury offers his hand. Steve takes it.

NICK FURY (CONT'D)

There's a place for you on the team.

(CONTINUED)

233 CONTINUED: (3)

Steve rubs his head, so many things coming back.

NICK FURY (CONT'D)
You sure you're all right?

STEVE
Yeah. It's just...

PUSH IN on Steve's stunned face.

STEVE (CONT'D)
(quietly)
I have a date.

FADE OUT.