

Marvel's THE AVENGERS

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Based on the characters appearing in the comic books
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1 EXT. UNKNOWN AREA OF SPACE 1

Space, a floating staircase among the rocks...THE OTHER speaks to a DISEMBODIED FIGURE in a chair.

THE OTHER (V.O)
The Tesseract has awakened. It is on a little world, a human world. They would wield its power.

THE OTHER hands LOKI a scepter with a glowing blue gem...

THE OTHER (V.O)
But our ally knows its workings as they never will. He is ready to lead. And our force...

The CHITAUURI put on their face mask and get ready.

THE OTHER (V.O)
...our Chitauri, will follow. The world will be his...the universe, yours. And the humans, what can they do but burn?

A 3d model of the Tesseract, we move inside it slowly

2 EXT. MOUNTAIN RANGE - EARLY NIGHT 2

A helicopter SPEEDS over this mountain at high-speed. The CAMERA pans up over the mountain and we see...

3 EXT. SHIELD/NASA FACILITY - CONTINUOUS 3

This base is grand beyond belief. There is a frantic evacuation in progress. AGENTS, SCIENTISTS, and PERSONNEL rush around the base frantically.

INTERCOM VOICE
All personnel, evacuation order has been confirmed. Proceed to your designated vehicles...

A man flushes people by. The sign on the building reads:

JOINT DARK ENERGY MISSION; WESTERN DIVISION; PROJECT PEGASUS, NASA SPACE RADIATION FACILITY, S.H.I.E.L.D ACCELERATOR TEST FACILITY

INTERCOM VOICE
...for all campus evacuation.

Security Guards direct traffic. SHIELD agents assist people, some stuff the trunks of their cars and leave the campus.

(CONTINUED)

INTERCOM VOICE (CONT'D)
 This is not a drill. Emergency
 personnel proceed to your
 designated vehicles for all campus
 evacuation.

The helicopter slows above a-

4 EXT. LANDING PAD, SHIELD/NASA FACILITY - CONTINUOUS 4

There is a man in suit waiting. This is AGENT PHIL COULSON.

ON THE CHOPPER: The door slides open. Out comes a female,
 this is AGENT MARIA HILL. Following behind her is NICK FURY.

Fury and Hill walk over to Coulson.

FURY
 How bad is it?

AGENT COULSON
 That's the problem, sir. We don't
 know.

5 INT. ELEVATOR SHAFT - MOMENTS LATER (EARLY NIGHT) 5

An elevator rushes down. It's going fast.

AGENT COULSON (V.O)
Doctor Selvig read an...

6 INT. LOWER LEVEL - CONTINUOUS 6

Coulson, Fury, and Hill make their way through the crowds of
 evacuating personnel.

AGENT COULSON
 ...energy surge from the Tesseract
 four hours ago.

FURY
 NASA didn't authorize Selvig could
 go to test B.

AGENT COULSON
 He wasn't testing it. He wasn't
 even in the room. Spontaneous
 event.

MARIA HILL
 It just turned itself on?

(CONTINUED)

FURY

Where are the energy levels now?

AGENT COULSON

Climbing. When Selvig couldn't shut it down we ordered evac.

FURY

How long to get everyone out?

AGENT COULSON

Campus should be clear in the next half hour.

FURY

Do better.

Fury and Hill continue on as Coulson turns around and heads the other way.

7

INT. STAIRCASE - MOMENTS LATER (EARLY NIGHT)

7

Fury and Hill make their way down to the lower levels.

MARIA HILL

Sir, evacuation may be futile.

FURY

We should tell them to go back to sleep?

MARIA HILL

If we can't control the Tesseract's energy there may not be a minimum safe distance.

FURY

I need you to make sure the Phase Two prototypes are shipped out.

MARIA HILL

Sir, is that really a priority right now?

FURY

Until such time as the world ends we will act as though it intends to spin on. Clear out the tech below. Every piece of Phase Two on a truck and gone.

(CONTINUED)

MARIA HILL

Yes, Sir.
(to guards)
With me.

Fury enters the Tesseract room.

8 INT. TESSERACT CHAMBER ROOM - CONTINUOUS (EARLY NIGHT) 8

Fury makes his way over to ERIK SELVIG.

FURY

Talk to me, Doctor.

SELVIG

Director.

FURY

Is there anything we know for certain?

SELVIG

The Tesseract is misbehaving.

FURY

Is that supposed to be funny?

SELVIG

No, it's not funny at all. The Tesseract is not only active, she's misbehaving.

FURY

How soon can you pull the plug?

SELVIG

She's an energy source. We turn off the power, she turns it back on. If she reaches peak level-

FURY

We prepared for this, Doctor. Harnessing energy from space.

SELVIG

We don't have the harness. My calculations are far from complete. She's throwing off interference, radiation. Nothing harmful, low levels of Gamma radiation.

(CONTINUED)

FURY

That can be harmful. Where's agent Barton?

SELVIG

The hawk? Up in his nest, as usual.

CLINT BARTON, also known as HAWKEYE, is on a balcony, observing the lab.

FURY

(over Barton's radio)
Agent Barton. Report.

Barton zip-lines down a rope.

FURY (V.O)

(sturn)
I gave you this detail so you could keep a close eye on things.

Fury and Barton walk together toward the Tesseract machine.

BARTON

I see better from a distance.

FURY

Have you seen anything that might set this thing off?

A NASA SCIENTIST calls for Selvig.

NASA SCIENTIST

Doctor! It's spiking again.

Barton and Fury step onto the platform, in front of the Tesseract machine.

BARTON

No one's come and gone. And Selvig's clean. No contacts, no IM. If there's any tampering, sir, it wasn't this end.

While Barton is talking Selvig walks over to the computer where the NASA SCIENTIST is. He looks concerned and worried.

FURY

(a little confused)
At this end?

(CONTINUED)

BARTON

Yeah. The Cube is a doorway to the other end of space, right? Doors open from both sides.

The Cube sparks.

SELVIG

What's that?

It sparks again.

9 EXT. BEHIND A TRUCK - SAME (EARLY NIGHT) 9

Coulson stands. The grounds of the campus shakes. He grabs the truck.

10 INT. SECURITY LEVEL FOUR - SAME 10

Hill turns and looks around her, hearing a creaking noise as the building shakes.

11 INT. TESSERACT CHAMBER ROOM - CONTINUOUS 11

The Cube sparks some more, bigger each time. A beam of energy which opens into a portal. There is an explosion.

A cloud from the beam floats to the top of the chamber. On the platform is LOKI, God of Mischief and Lies, kneeling. Several GUARDS move in slowly.

TIGHT ON LOKI: He looks up, grinning menacingly. She stands.

DOLLY IN: Fury and Barton stare in shock.

ON SELVIG: He is in awe and horror.

Loki looks around. Fury is ready to act.

FURY

(to Loki)

Sir, please put down the spear!

Loki looks at his scepter then fires a stream of blue light from it. Barton pushes Fury out the way. The guards open fire. Loki jumps at them, firing more energy and fighting. Shooting scientists and agents. Barton moves towards him but Loki grabs his arm.

LOKI

You have heart.

(CONTINUED)

Loki touches the tip of the spear to Barton's chest and his eyes become ice blue. He puts his gun away. Loki moves to another agent and does the same as he's done to Barton.

Fury pulls the Cube from the machine it was in and shuts it in a briefcase, then moves to leave.

LOKI
(to Fury, turning around)
Please don't. I still need that.

FURY
This doesn't have to get any messier.

LOKI
Of course it does. I've come too far for anything else. I am Loki, of Asgard. And I am burdened with glorious purpose.

Selvig, checking the pulse of NASA SCIENTIST, hears and approaches.

SELVIG
Loki, brother of Thor?

FURY
We have no quarrel with your people.

LOKI
An ant has no quarrel with a boot.

FURY
You planning to step on us?

LOKI
I come with glad tidings, of a world made free.

FURY
Free from what?

LOKI
Freedom. Freedom is life's great lie. Once you accept that, in your heart-

Loki turns and places the spear tip on Selvig's chest.
-you will know peace.

Barton sees the Tesseract portal cloud, brewing and moves to Loki.

(CONTINUED)

FURY

Yeah, you say peace. I kinda think you mean the other thing.

BARTON

(to Loki)

Sir, Director Fury is stalling. This place is about to blow and drop a hundred feet of rock on us. He means to bury us.

FURY

Like the pharaohs of old.

SELVIG

He's right. The portal is collapsing in on itself. We've got maybe two minutes before this goes critical.

LOKI

Well then.

Barton quickly draws his gun and shoots Fury, who drops the case. Barton picks up as he, Loki, Selvig and another agent leave the room.

12

INT. SECURITY LEVEL FOUR - A FEW SHORT MOMENTS LATER

12

Barton and the others walk under the closing gate. Hill comes out from the back room.

BARTON

We need this vehicles.

MARIA HILL

(seeing Loki)

Who's that?

BARTON

Didn't tell me.

The roof is slowly crumbling. Loki gets onto a SHIELD pickup truck. Selvig enters the passenger seat, holding the case.

FURY

(over Hill's radio)

Hill!

13 INT. TESSERACT CHAMBER ROOM - CONTINUOUS 13

FURY
(into his radio)
Do you copy?

14 INT. SECURITY LEVEL FOUR - CONTINUOUS 14

FURY
(over Hill's radio)
Barton...has turned.

Barton pulls his gun and fires at Hill, who rolls behind the back room wall and returns fire. Barton enters the driver's seat of the pickup and drives off with Loki is in the bed.

15 INT. TESSERACT CHAMBER ROOM - CONTINUOUS 15

Fury stands up and rushes out as the Tesseract cloud gets bigger and bigger above him. The lab is getting destroyed.

FURY
(into radio)
Get the Tesseract. Shut them down.

16 INT. SECURITY LEVEL FOUR - CONTINUOUS 16

Hill throws her radio into the front seat of a SHIELD jeep. She jumps in after and speeds away, trying to catch up with Barton.

17 INT. DIMLY LIT UNDERGROUND TUNNEL - CONTINUOUS 17

SHIELD cars are chasing Barton's pickup. Loki fires a beam from his spear, flipping the car over on its head -- blocking the pursuing vehicles and fleeing cars.

18 INT. LOWER LEVEL - CONTINUOUS (EARLY DAWN) 18

The portal begins to collapse as Fury tries to escape. Falling debris misses him by a few inches.

19 INT. FRONT STEPS OF A BUILDING - CONTINUOUS 19

Coulson is assisting evacuation, supervising guards as the wheel crates. An explosion rocks the building. They all fall as the roof dissolves faster. The four guards try to pick up the case-

AGENT COULSON
(to guards)
Let's just go. No-no-no! Leave it,
leave it. GO!

20 INT. DIMLY LIT UNDERGROUND TUNNEL - CONTINUOUS 20

Barton speeds up because he's coming up on an intersection. Hill comes speeding out of the right tunnel, she spins the jeep around -- coming face to face with Barton, who shoots through his window. Hill returns fire -- firing through the windshield.

21 INT. MILITARY TRANSPORT TRUCK - CONTINUOUS 21

Coulson and the guards climb into the canopy of the truck.

AGENT COULSON
(into radio)
We're clear upstairs, sir...

22 EXT. LANDING PAD, SHIELD/NASA FACILITY - CONTINUOUS 22

Fury runs through the front door of a building and into...

AGENT COULSON (V.O.)
(over Fury's radio)
...We need to go.

The last waiting chopper, which takes off as the ground beneath begins to crack up.

23 INT. DIMLY LIT UNDERGROUND TUNNEL - CONTINUOUS 23

Barton fires at Hill one more time. She fires back, finally Barton gets the upper hand and swings in front of Hill -- cutting her off. She turns the jeep around and continues to speed behind them.

24 EXT. LANDING PAD, SHIELD/NASA FACILITY - CONTINUOUS 24

Fury's chopper is in the air, the ground begins collapsing.

25 INT. TESSERACT CHAMBER ROOM - CONTINUOUS 25

The Tesseract portal cloud explodes.

26 EXT. SHIELD/NASA FACILITY - CONTINUOUS 26

The entire base explodes and crumbles in on itself -- sinking into the underground. Fury watches in horror from his chopper window.

27 DIMLY LIT UNDERGROUND TUNNEL - CONTINUOUS 27

The ceiling of the tunnel falls, trapping Hill and other agents underground. Loki looks at the exit to see if they will make it out.

28 INT. MILITARY TRANSPORT TRUCK - CONTINUOUS 28

Coulson and the others in the canopy stare at the ground behind their truck -- the ground is still collapsing, seconds behind their vehicle, they get away in time.

29 EXT. DESERT - CONTINUOUS (NIGHT) 29

Loki and the others escape the tunnel seconds before the exit is covered up by the fallen ceiling. As they drive along, Fury's chopper chases them. Barton drives frantically as Fury shoots at them from the sky.

Loki blasts the helicopter and Fury jumps to the ground as it crashes, he continues to fire as the truck drives off in the distance. He stands.

AGENT COULSON
(over Fury's radio)
Director.

BEGIN INTERCUT: FURY / TRUCK CANOPY / UNDERGROUND TUNNEL

AGENT COULSON (CONT'D)
(into radio)
Director Fury, do you copy?

FURY
(into radio)
The Tesseract is with a hostile force. I have men down. Hill?

MARIA HILL
(into radio; getting out of crushed jeep)
A lot of men still under. Don't know how many survivors.

FURY
(over Hill's radio)
Sound a general call. I want every living soul...

FURY
(into radio)
...not working rescue looking for that briefcase.

(CONTINUED)

MARIA HILL
 (into radio)
 Roger that.

FURY
 (into radio)
 Coulson, get back to base.

FURY
(over Coulson's radio)
This is a level seven.

FURY
(over Hill's radio)
As of right now...

FURY
 (into his radio)
 We are at war.

AGENT COULSON
 (into his radio)
 What do we do?

Fury thinks, as the CAMERA GOES TIGHT on him.

TITLE CARD: Marvel's THE AVENGERS

30

EXT. OLD WAREHOUSE, RUSSIA - NIGHT

30

A train speeds by. CAMERA PULLS through the warehouse window and MOVES UP to the third floor where NATASHA ROMANOFF aka BLACK WIDOW, is tied to a chair. A man slaps her. She screams.

GEORGI LUCHKOV
 (in Russian)
 This isn't how I wanted this evening to go.

NATASHA
 (in Russian)
 I know how you wanted this evening. Believe me this is better.

GEORGI LUCHKOV
 (in Russian)
 Who are you working for? Lermentov, yes?

TALL THUG walks over to Natasha and leans the chair over a pit. She becomes scared.

(CONTINUED)

GEORGI LUCHKOV (CONT'D)

(in Russian)

Does he think we have to go through him to move our cargo?

NATASHA

(in Russian)

I thought General Solohob is in charge of the export business.

GEORGI LUCHKOV

(in Russian)

Solohob. A bagman, a front. Your outdated information betrays you. The famous Black Widow is just another pretty face.

NATASHA

(in Russian)

You really think I'm pretty?

TALL THUG grabs her jaw and forces it open as Luchkov walks to the table behind him.

GEORGI LUCHKOV

(in Russian)

Tell Lermentov we don't need him to move the tanks. Tell him he is out. Well...

Luchkov picks up a tool of the table and plays with it.
...You may have to write it.

Suddenly a phone rings. WEASELTY THUG answers his phone.

WEASELTY THUG

It's for her.

Luchkov takes the phone.

GEORGI LUCHKOV

(in Russian; into cell)

You listen carefully-

AGENT COULSON (V.O)

(over the cell)

You're at 1- 14 Silensky Plaza, 3rd floor. We have an F-22 exactly eight miles out. Put the woman on the phone or I will blow up the block before you can make the lobby.

(CONTINUED)

Luchkov hands the phone to Natasha, who balances it on her shoulder.

(over the cell)
We need you to come in.

NATASHA
(into cell)
Are you kidding? I'm working.

AGENT COULSON
(over the cell)
This takes precedence.

NATASHA
(into cell)
I'm in the middle of an
interrogation, and this moron is
giving me everything.

GEORGI LUCHKOV
(to Tall Thug)
I not- give everything.

Natasha gives Luchkov a look.

BEGIN INTERCUT: COULSON / NATASHA

NATASHA
(into cell)
Look, you can't pull me out of this
right now.

AGENT COULSON
(into cell)
Natasha...Barton's been
compromised.

NATASHA
(into cell)
Let me put you on hold.

Luchkov moves in for the cell phone. Natasha kicks him between the legs and headbutts him. WEASELTY THUG swings his fist at her and she kicks him back. TALL THUG runs up and she spins around -- and the chair legs hit him.

WEASELTY THUG jumps to his feet. Natasha rolls with the chair and drops the legs on his feet. She whips her head at him and hits him in the nose then trips him.

As she fights the TALL THUG, Coulson listens to the fight over the phone. He stands quiet -- waiting as he hears the groaning, kicking, and punching.

(CONTINUED)

Natasha spring boards off TALL THUG's back, somersaults, and breaks the chair on WEASELLY THUG. TALL THUG grabs her and Natasha bends his hand then hits him with the chair leg. She does a front dropkick against TALL THUG then pushes herself off the ground with both hands.

She runs toward TALL THUG, who is out of breath, and flips him with her thighs. Luchkov stands and she swiftly walks over to the chain hanging from the ceiling. As he approaches she hits him with it, wraps one leg in it, and throws him into the pit. She leaves him upside down and picks up the cell and her high heels.

NATASHA (CONT'D)
(into cell)
Where's Barton now?

AGENT COULSON
(over cell)
We don't know.

NATASHA
But he's alive?

AGENT COULSON
(into phone)
We think so.

Coulson is looking at a screen that's playing a video of Hawkeye & Black Widow in Budapest.
We'll brief you on everything when you get back.

Coulson is handed a folder. He walks down some stairs as he talks.

But first, we need you to talk to the big guy.

NATASHA
(into cell)
Coulson, you know that Stark trusts me about as far as he can throw me.

AGENT COULSON
Oh I've got Stark! You get the *big* guy.

END INTERCUT

Natasha stops in her tracks, shocked at what Coulson has just said.

(CONTINUED)

NATASHA
 (in Russian; quietly)
 My God.

31 EXT. SLUMS, CALCUTTA, INDIA - NIGHT

31

A YOUNG GIRL sprints across a busy street. She runs through a crowd of people, rushing down an busy alleyway. She runs into a house and up the stairs.

CALCUTTA WOMAN approaches her. *BRUCE BANNER, the alter ego of the Incredible Hulk, is treating the ill in the b.g.*

CALCUTTA WOMAN
 (in Hindi)
 Who are you? Get out! There is sickness here!

YOUNG GIRL
 (very fast in Hindi)
 Are you the doctor? I need a doctor. My father. My father's not waking up! He has a fever and he's moaning but his eyes won't open.

Banner hears and moves over to the YOUNG GIRL. He kneels before her.

BANNER
 (in Hindi)
 Slow down.

YOUNG GIRL
 (in Hindi)
 My father-

BANNER
 (in Hindi)
 Like them?

Banner points to the people in the house that are sick. YOUNG GIRL nods and holds up a wad of cash.

YOUNG GIRL
 (in Hindi; emotion)
 Please!

32 EXT. OLD ABANDONED SHACK, CALCUTTA OUTSKIRTS - LATER 32

YOUNG GIRL is rushing to reach the shack but Banner, a little suspicious, grabs her -- slowing her down. A truck drives by very slow, Banner glances at it as it passes.

Banner and the girl rush across the dirt road. The YOUNG GIRL sprints into the shack and Banner follows slowly.

33 INT. OLD ABANDONED SHACK - CONTINUOUS 33

Banner enters in time to see her escape through the window. He's been ditched and he realizes he's been set up.

BANNER
(quietly to himself)
Should have got paid upfront
Banner.

NATASHA
You know, for a man who's supposed
to be...

Natasha reveals herself to Banner from behind a curtain.

NATASHA (CONT'D)
...avoiding stress, you picked a
hell of a place to settle.

BANNER
(putting his bag down)
Avoiding stress isn't the secret.

NATASHA
Then what is it? Yoga?

BANNER
And you brought me to the end of
the city. Smart.
(peeping through the window)
I- uh- I assume the whole place is
surrounded.

Natasha removes her scarf.

NATASHA
Just you and me.

BANNER
And your actress buddy? She a spy
too, they start that wrong?

(CONTINUED)

NATASHA
(a little nervous)
I did.

BANNER
Who are you?

NATASHA
Natasha Romanoff.

BANNER
Are you here to kill me, Ms
Romanoff? 'Cause that's not going
to work out for everyone.

NATASHA
No, no. Of course not. I'm here on
behalf of SHIELD.

BANNER
(a little mad)
SHIELD. How'd they find me?

NATASHA
We never lost you, Doctor. We've
kept our distance, even helped keep
some other interested parties off
your scent.

BANNER
Why?

NATASHA
Nick Fury seems to trust you. But
now we need you to come in.

BANNER
What if I say no?

NATASHA
(seductive, sturn, smiling)
I'll persuade you.

BANNER
(a little sad and reluctant)
And what if the- Other Guy says no?

NATASHA
You've been more than a year
without an incident. I don't think
you want to break that streak.

Banner pushes at an old wooden cradle, it creaks.

(CONTINUED)

BANNER

Well, I don't every time get what I want.

NATASHA

Doctor, we're facing a potential global catastrophe.

BANNER

(chuckles)

Oh those I actively try to avoid.

NATASHA

This *(takes a seat)* is the Tesseract.

Natasha slides a cell phone along the table. On it is an image of the Tesseract.

It has the potential energy to wipe out the planet.

Banner puts on his glasses, approaches and picks up the touch screen cell phone.

BANNER

What does Fury want me to do? Swallow it?

NATASHA

He wants you to find it. It's been taken. It emits a Gamma signature that's too weak for us to trace. No one knows Gamma radiation like you do. If there was, that's where I'd be.

BANNER

So Fury isn't after the monster?

NATASHA

Not that he's told me.

BANNER

And he tells you everything?

NATASHA

Talk to Fury, he needs you on this.

BANNER

(immediate response)

He needs me in a cage?

(CONTINUED)

NATASHA

No one's going to put you in a-

BANNER

STOP LYING TO ME!

Banner yells, crashing his hands down on the table. Natasha stands, pulling a gun and aims at him. He draws back, smiling.

I'm sorry. That was mean. (*smiles*)
I just wanted to see what you'd do.

Natasha stares at him, a little teary, scared out of her mind.

Why don't we do this the easy way
where you don't use that and the-
Other Guy doesn't make a mess?
Okay?....Natasha.

Natasha lowers her weapon and speaks into an earpiece.

NATASHA

(quietly into her earpiece)

Stand down. We're good here.

The horde of armed guards surrounding the shack lower their weapons.

BANNER

Just you and me?

Natasha realizes he knows and stands silent.

34

INT. DARK ROOM, CARRIER - NIGHT

34

Fury is talking with the Council, four shadowy figures on screens.

COUNCILMAN

This is out of line, Director.
You're dealing with forces you
can't control.

FURY

You ever been in a war, councilman?
In a fire fight? Did you feel an
over abundance of control?

COUNCILMAN

You're saying that this Asgard is
declaring war on our planet?

(CONTINUED)

FURY

Not Asgard, Loki.

COUNCILWOMAN

He can't be working alone. What about the other one, his brother?

FURY

Our intelligence says Thor is not a hostile. But he's worlds away and we can't depend on him to help either. It's up to us.

COUNCILMAN

Which is why you should be focusing on Phase Two, it was designed for exactly this purpose.

FURY

Phase Two isn't ready; our enemy is. We need a response team.

COUNCILMAN

The Avengers Initiative was shut down.

FURY

This isn't about the Avengers.

COUNCILMAN

We're running the world's greatest covert security network and you're gonna leave the fate of the human race to a handful of freaks.

FURY

I'm not leaving anything to anyone. We need a response team. These people may be isolated, unbalanced even, but I believe, with the right push, they can be exactly what we need.

COUNCILWOMAN

You believe!

COUNCILMAN

War isn't won by sentiment, Director.

FURY

No, It's won by soldiers.

35

INT. GYM - NIGHT

35

STEVE ROGERS, alter ego of Captain America, is hitting a punching bag in a gym. He has several flashbacks of World War Two. During his flashbacks...

CAPTAIN AMERICA (V.O)
*There's not enough time. I gotta
 put her in the water.*

...he hits the bag harder, faster...

PEGGY CARTER (V.O)
You won't be alone.

...he hits the bag even faster.

SCIENTIST (V.O)
Oh my God. This guy's still alive.

Steve throws the hardest punch he has left and it knocks the bag across the room. Breathing hard, Steve picks up another bag from a line on the floor and hangs it up. He begins to hit it. And-

FURY
 (across the room)
 Trouble sleeping?

STEVE
 (hitting the bag)
 Slept for seventy years, Sir. I
 think I've had my fill.

Fury slowly approaches Steve.

FURY
 Then you should be out,
 celebrating, seeing the world.

STEVE
 When I went under, the world was at
 war. I wake up- they say we won.
 They didn't say what we lost.

FURY
 We've made some mistakes along the
 way, some very recently.

STEVE
 (removing hand wrap)
 You here with a mission, Sir?

(CONTINUED)

FURY

I am.

STEVE

(removing other hand wrap)
Trying to get me back in the world?

FURY

Trying to save it.

Fury hands Steve a folder with information on the Tesseract in it.

STEVE

HYDRA's secret weapon.

FURY

Howard Stark fished that out of the ocean when he was looking for you. He thought what we think. The Tesseract could be the key to unlimited sustainable energy. That's something the world sorely needs.

STEVE

Who took it from you?

FURY

He's called Loki. He's- not from around here. There's a lot we'll have to bring you up to speed on if you're in. The world has gotten even stranger than you already know.

STEVE

At this point I doubt anything would surprise me.

Steve gets up, grabs his duffel bag, and another punching bag while Fury is talking.

FURY

Ten bucks says you're wrong. There's a debriefing packet waiting for you back at your apartment. Is there anything you can tell us about the Tesseract that we ought to know now?

(CONTINUED)

STEVE

You should have left it in the ocean.

Steve exits.

36 EXT. OCEAN, NEW YORK CITY - NIGHT

36

IRON MAN aka Tony Stark, is underwater. He attaches a device to a massive pipe. He flies up out of the water and towards the city and begins talking with PEPPER POTTS.

IRON MAN

Good to go on this end. The rest is up to you.

PEPPER (V.O)

(over Iron Man headset)

You disconnected the transmission lines? Are we off the grid?

INSIDE IRON MAN HEADSET:

TONY

(into headset)

Stark Tower's about to become a beacon of self-sustaining clean energy.

PEPPER

(on Iron Man HUD display)

Well, assuming the arc reactor takes over and it actually works.

37 EXT. STREETS OF MIDTOWN MANHATTAN - CONTINUOUS

37

Iron Man peels around a corner, heading straight for STARK TOWER.

TONY (V.O)

I assume. Light her up.

Stark Tower lights up.

PEPPER (V.O)

(over Iron Man headset)

How does it look?

38 EXT. STARK TOWER - CONTINUOUS (NIGHT)

38

TONY (V.O)
 (over Iron Man headset)
Like Christmas...

INSIDE IRON MAN HEADSET:

TONY
 (into headset)
 ...but with more- me.

PEPPER
 (on Iron Man HUD display)
 We've got to go wider on the public awareness campaign. You need to do some press.

Iron Man flies over a overpass & up the side of Stark Tower.

PEPPER (V.O)
 (over Iron Man headset)
I'm in DC tomorrow. I'm working on the zoning for the next three buildings.

TONY (V.O)
 (over Iron Man headset)
Pepper, you're killing me at the moment. Remember, enjoy the moment.

39 EXT. STARK TOWER LANDING PAD - CONTINUOUS

39

PEPPER (V.O)
 (over Iron Man headset)
Then get in here and I will.

Iron Man lands on the landing pad of the tower and walks along a walkway, robotic arms deconstructing his armor.

JARVIS
 Sir, Agent Coulson of SHIELD is on the line.

TONY
 I'm not in. I'm actually out.

JARVIS
 Sir, I'm afraid he's insisting.

TONY
 Grow a spine, JARVIS. I got a date.

40

INT. PENTHOUSE, STARK TOWER - CONTINUOUS (NIGHT)

40

Pepper stands in front of a holographic display, a little confused.

PEPPER

Levels are holding steady- I think.

Tony approaches Pepper.

TONY

Of course they are, I was directly involved. Which leads me to my next question. How does it feel to be a genius?

Tony turns off the display and Pepper and he face each other.

PEPPER

Well, ah, I really wouldn't know now would I?

TONY

What do you mean? All this came from you.

PEPPER

No, all this came from that.

Pepper taps Tony's arc reactor.

TONY

Give yourself some credit, please. Stark Tower is your baby. Give yourself- twelve percent of the credit.

PEPPER

Twelve percent?

TONY

An argument can be made for fifteen.

Pepper walks toward the living room.

PEPPER

Twelve percent of my baby?

TONY

(following Pepper)

Well, I did do all the heavy lifting. Literally, I lifted the heavy things and sorry but, the security snafu? That was on you.

(CONTINUED)

PEPPER

Oh!

TONY

My private elevator.

Pepper pours champagne in two glasses.

PEPPER

You mean our elevator.

TONY

Yeah, it was teeming with sweaty workmen. I'm going to pay for that comment about percentages in some subtle way later aren't I?

PEPPER

Not gonna be that subtle.

TONY

I'll tell you what, next building is gonna say 'Potts' on the tower.

PEPPER

On the lease!

TONY

Call your mum, can you bunk over?

JARVIS

Sir, the telephone. I'm afraid my protocols are being overridden.

TONY

Ah-

Tony picks up his high-tech phone and holds up.

AGENT COULSON

(on phone screen)

Mr. Stark, we need to talk.

TONY

You have reached the Life Model Decoy of Tony Stark. Please leave a message.

AGENT COULSON

(on phone screen)

This is urgent.

(CONTINUED)

TONY

Then leave it urgently.

The elevator opens and Coulson comes out.

Security breach.

(to Pepper)

That's on you!

PEPPER

Phil! Come in!

Pepper and Tony walk over to Coulson, who is entering

TONY

Phil?

AGENT COULSON

I can't stay.

TONY

Uh, his first name is Agent.

PEPPER

Come on in, we're celebrating.

TONY

(fake smiling)

Which is why he can't stay.

AGENT COULSON

(handing Tony the laptop)

We need you to look this over, as soon as possible.

Tony stares at the laptop.

TONY

I don't like being handed things.

PEPPER

That's fine because I love to be handed things. So, let's trade.

Pepper swaps with Coulson -- he has with her glass and she has the laptop. She then takes Tony's glass and passes the laptop on to him.

Thank you.

TONY

Official consulting hours are between eight and five every other Thursday.

(CONTINUED)

AGENT COULSON
This isn't a consultation.

PEPPER
Is this about the Avengers?

Coulson looks at Pepper
Which I know nothing about.

TONY
The Avengers Initiative was
scrapped, I thought, and I didn't
even qualify.

PEPPER
I didn't know that either.

TONY
Yeah, apparently I'm volatile,
self-obsessed, don't play well with
others.

PEPPER
That I did know.

AGENT COULSON
This isn't about personality
profiles anymore.

TONY
Whatever! Ms. Potts, got a sec?

PEPPER
Half a moment.

Pepper leaves Coulson at the door and goes over to Tony.

TONY
You know, I thought we were having
a moment.

PEPPER
I was having twelve percent of a
moment.

Tony gives Pepper a look.
This seems serious. Phil looks
pretty shaken.

TONY
How would you notice- why is he
Phil?

(CONTINUED)

PEPPER
What is all this?

TONY
This is- ah...

Tony grabs the holograms on the laptop and throws them up. Holograms fill the room, each is a article on one of the Avengers.

...this!

They both look upon the screens, observing them.

PEPPER
I'm going to take the jet to DC tonight.

TONY
Tomorrow.

PEPPER
You have homework. You have a lot of homework.

TONY
Well, what if I didn't?

PEPPER
If you didn't? You mean when you finished? Well, um, then-

She leans in and whispers in Tony's ear.

TONY
Square deal. Fly safe.

They kiss. Coulson looks away.

PEPPER
Work hard.
(approaching Coulson)
So, any chance you're driving by LaGuardia?

AGENT COULSON
I can drop you off.

PEPPER (O.S)
Fantastic. Ooh, I want to hear about the ah- cellist, is that still a thing?

As they are talking, Tony sees the Tesseract -- It peaks his interest.

(CONTINUED)

AGENT COULSON (O.S)
She moved back to Portland.

Pepper and Coulson board the elevator.

PEPPER
What?...Boo.

41 EXT. OCEAN - DAY 41

A jet flies over the sea at high-speed.

42 INT. JET - CONTINUOUS 42

Steve is watching a video of the Hulk.

FACELESS PILOT
(to Coulson)
We're about forty minutes out from
home base, Sir.

Coulson stands from a chair and walks over to Steve.

STEVE
So, this Doctor Banner was trying
to replicate the serum they used on
me?

AGENT COULSON
A lot of people were. You were the
world's first superhero. Banner
thought Gamma radiation might hold
the key to unlocking Erskine's
original formula.

STEVE
Didn't really go his way, did it?

AGENT COULSON
Not so much. When he's not that
thing though, guy's like a Stephen
Hawking.

Rogers looks confused.

He's like a- smart person. I gotta
say- it's an honor to meet you,
officially. I sort of met you, I
mean, I watched you while you were
sleeping. I mean, I was, I was
present, while you were unconscious
from-the-ice.

Steve moves over to the cockpit and Coulson follows

(MORE)

(CONTINUED)

AGENT COULSON (CONT'D)
 You know it's really- it's just a-
 just a huge honor to have you on
 board- it's...

STEVE
 Well, I hope I'm the man for the
 job.

AGENT COULSON
 Oh you are, absolutely. Ah- we made
 some modifications to the uniform.
 I had a little design input.

STEVE
 The uniform? Aren't the stars and
 stripes a little...old-fashioned?

AGENT COULSON
 Everything that's happening, the
 things that are about to come to
 light, people might just need a
 little old-fashioned.

43 INT. LOKI'S LIAR, UNDERGROUND LAB - DAY 43

Two soldiers run down a tunnel...we hear them coming. They
 run into the lab where dozens of men are working, including
 Selvig. Loki sits and watches, spear in hand. It glows and
 he is transported to another world.

44 EXT. SPACE (CONTINUOUS) 44

THE OTHER
 The Chitauri grow restless.

LOKI
 Let them goad themselves. I will
 lead them in a glorious battle.

THE OTHER
 Battle? Against the meager might of
 Earth.

LOKI
 Glorious not lengthy- if your force
 is as formidable as you claim.

THE OTHER
 You question us? You question him?
 He who out the scepter in your
 hand, who gave you ancient
 knowledge and new purpose? When you
 were cast out- defeated!

(CONTINUED)

LOKI

I was a king! The rightful king of Asgard, betrayed.

THE OTHER

Your ambition is little, full of childish need. We look beyond the Earth to greater worlds the Tesseract will unveil.

LOKI

You don't have the Tesseract yet.

The Chitauri creature lunges at Loki, hissing.
I don't threaten. But until I open the doors, until your force is mine to command, you are but words.

THE OTHER

You will have your war, Asgardian. If you fail, if the Tesseract is kept from us, there will be no realm, no barren moon, no crevice, where he cannot find you. You think you know pain? He will make you long for something as sweet as pain.

45 INT. LOKI'S LIAR, UNDERGROUND LAB - CONTINUOUS 45
Loki comes back and he flinches. He stares, mad.

46 EXT. OCEAN - DAY 46
A jet flies to a giant carrier in the water, it's the SHIELD HELICARRIER in all its glory. Personnel are walking all over, some are strapping down jets and containers.

47 EXT. HELICARRIER - DAY 47
A jet lands. Coulson and Steve step out of it. Natasha walks toward them.

AGENT COULSON

Agent Romanoff- Captain Rogers.

STEVE

Ma'am.

NATASHA

Hi.

(to Coulson)

They need you on the bridge; they're starting the face trace.

(CONTINUED)

AGENT COULSON

See you there.

Coulson, leaves as Natasha and Steve get to know each other while walking.

NATASHA

It was quite the buzz around here, finding you in the ice. Thought Coulson was gonna swoon. Did he ask you to sign his Captain America trading cards yet?

STEVE

Trading cards?

NATASHA

They're vintage. He's very proud.

They see Banner who is bumping into people while he observes the carrier.

STEVE

Doctor Banner.

BANNER

Oh, yeah, hi. They told me you'd be coming.

STEVE

Word is you can find the Cube.

BANNER

Is that the only word on me?

STEVE

Only word I care about.

BANNER

Must be strange for you, all of this.

STEVE

Well, this is actually kind of familiar.

NATASHA

Gentlemen, you might wanna step inside in a minute. It's gonna get a little had to breathe.

(CONTINUED)

HELICARRIER INTERCOM
Flight Mode. Secure the deck.

There is a loud whirring and clunking sound and Banner and Rogers make their way to the edge of the helicARRIER.

STEVE
Is this a submarine?

BANNER
Really, they want me in a submerged
pressurized metal container?

Propellers begin to spin and the carrier begins to lift into the air.

Oh no, this is much worse.

The helicARRIER begins ascending higher and higher.

48 INT. BRIDGE, CARRIER - MINUTES LATER 48

Rogers and Banner follow Natasha into the bridge. Natasha peels away from them as they stare and observe in awe. It's very busy, with SHIELD personnel working at stations, and communicating over earpieces.

CARRIER BRIDGE
TECH 1
Maximum performance take
off, increase output to
capacity.

FEMALE CARRIER
BRIDGE TECH
Power plant performing at
capacity. We are clear.

MARIA HILL
All engines operating. SHIELD
emergency protocol one nine three
point six in effect.
(to Fury)
We're at level, sir.

FURY
Good! Let's vanish.

MARIA HILL
Engage retro reflection panels.

49 EXT. HELICARRIER - CONTINUOUS 49

The underside of the ship appears to become coated with mirrors so it blends in with the sky.

50 INT. BRIDGE, CARRIER - CONTINUOUS

50

MALE AGENT (O.S)
Reflection panels engaged.

FURY
(to Steve and Banner)
Gentlemen.

Steve slips Fury the ten dollars he bet earlier, in regards to nothing being able to surprise him.

(to Banner)
Doctor, thank you for coming.

Banner shakes Fury's hand.

BANNER
Thanks for asking nicely. So, um, how long am I staying?

FURY
Once we get our hands on the Tesseract, you're in the wind.

BANNER
Well where are you with that?

AGENT COULSON
We're sweeping every wirelessly accessible camera on the planet. Cell phones...

Steve stands in the b.g. confused of what's being said. While Coulson is talking, Natasha moves over to a computer screen where we see Barton's face trace in progress. She checks the stats.

...laptops, if it's connected to a satellite, it's eyes and ears for us.

NATASHA
It's still not gonna find them in time.

BANNER
You have to narrow your field. How many Spectrometers do you have access to?

FURY
How many are there?

(CONTINUED)

BANNER

Call every lab you know. Tell them to put the Spectrometers on the roof and calibrate them for Gamma rays. I'll rough out a tracking algorithm, basic cluster recognition. At least we could rule out a few places. Do you have somewhere for me to work?

FURY

Agent Romanoff, would you show Doctor Banner to his laboratory, please?

Natasha walks over to Banner and they begin walking out of the bridge area.

NATASHA

You're gonna love it, Doc. We got all the toys.

BANNER

Really? Do you have the com-meter sixty-four?

NATASHA

I'm not sure-

BANNER

(cutting her off)
Oh you're very young.

Fury walks up to Hill.

FURY

Hill, did you tell the council that Barton had been compromised?

MARIA HILL

Was that not procedure?

Fury walks off the bridge and onto the air deck, where he looks out.

MARIA HILL (CONT'D)

Did you tell them who exactly is on your response team?

Fury looks over his shoulder.

(CONTINUED)

FURY

Doesn't appear that I have to.

51

INT. LOKI'S LIAR, UNDERGROUND LAB - DAY

51

Selvig is working on a machine in Loki's hidden base.

SELVIG

Put it over there.

(to Barton)

Where did you find all these people?

BARTON

SHIELD has no shortage of enemies, Doctor. This the stuff you need?

SELVIG

Yeah. Iridium. It's found in meteorites, it forms anti-protons. It's very hard to get hold of.

BARTON

Especially if SHIELD knows you need it.

SELVIG

Well, I didn't know.

Loki walks up.

(to Loki)

Hey! This is wonderful. The Tesseract has shown me so much. It's- it's more than knowledge, it's truth.

LOKI

I know. It, ah- it touches everyone differently.

(to Barton)

What did it show you Agent Barton?

BARTON

My next target.

SELVIG

(laughing)

Stick in the mud. He's got no soul. No wonder you chose this, this tomb to work in.

(CONTINUED)

BARTON

(snapping)

Well, the Radisson doesn't have three levels of lead lined flooring between SHIELD and that Cube.

Selvig walks back to the machine he was working on.

LOKI

I see why Fury chose you to guard it.

BARTON

You're going to have to contend with him sir. As long as he's in the air, I can't pin him down. And he'll be putting together a team.

LOKI

Are they a threat?

BARTON

To each other more than likely. But if Fury can get 'em on track, and he might, they could throw some noise our way.

LOKI

You admire Fury.

BARTON

He's got a clear line of sight.

LOKI

Is that why you failed to kill him?

BARTON

It might be. I was disoriented, and I'm not at my best with a gun.

LOKI

I want to know everything you can tell me about this team of his. I would- test their mettle.

Barton nods.

I am weary of scuttling in shadow. I mean to rule this world, not burrow in it.

BARTON

That's a risk

(CONTINUED)

LOKI

Oh yes.

BARTON

If you're set on making yourself known. I could be useful.

LOKI

Tell me what you need.

Barton walks over to a small case, opens it, then takes out his bow. He flicks it open.

BARTON

I need a distraction. And an eyeball.

52

INT. BRIDGE, CARRIER - DAY

52

Coulson and Steve are standing in the bridge, just waiting. AGENT JASPER SITWELL is in the b.g. running the face trace.

AGENT COULSON

I mean, if it's not too much trouble.

STEVE

No-no, it's fine.

AGENT COULSON

It's a vintage set. Took me a couple of years to collect them all. Near mint, slight foxing around the edges but-

AGENT JASPER SITWELL

We got a hit. Sixty seven percent match. Wait- cross-match, seventy nine percent.

AGENT COULSON

Location?

AGENT JASPER SITWELL

Stuttgart, Germany. Twenty eight, Königstraße. He's not exactly hiding.

FURY

Captain, you're up.

Steve nods and walks off.

- 53 EXT. FANCY BUILDING, STUTTGART - NIGHT 53
A busy street. Cars pull up and drop off fancy guests.
- 54 INT. FANCY BUILDING - CONTINUOUS 54
String quartet No. 13 is playing in a large ballroom filled with people talking, mingling.
- 55 INT. ROOM, CARRIER - CONTINUOUS 55
Steve walks through a door and in a case is the new and improved CAPTAIN AMERICA suit. He walks over to it and stares.
- 56 EXT. GUARDED BUILDING - CONTINUOUS 56
Two guards outside are shot down with arrows while securing the building.
- 57 EXT. QUINJET, SKIES - CONTINUOUS 57
The quinjet is speeding across the cloudy skies, making its way to Germany.
- 58 EXT. DOOR, GUARDED BUILDING - CONTINUOUS 58
Barton and some men rush over to a door with a scanner on the side. They prepare to break in.
- 59 INT. FANCY BUILDING - CONTINUOUS 59
Loki walks down some stairs from a balcony. GALA SCIENTIST is at a podium talking. Loki hits a man with his scepter, knocking him to the floor. The guests stop and stare in awe.
Loki swiftly grabs the GALA SCIENTIST -- flips him onto a statue and then uses a device to bore into his eye. The guests scatter in horror, screaming, running away as Loki smiles menacingly.
- 60 EXT. DOOR, GUARDED BUILDING - CONTINUOUS 60
The image of the eye is transported to a similar device Barton is holding over a retina scanner. The door opens.
- 61 INT. ROOM, GUARDED BUILDING - CONTINUOUS 61
Barton runs in and steals takes a glass tube containing the Iridium.

62

EXT. FANCY BUILDING, STUTTGART - CONTINUOUS (NIGHT)

62

People flee the gala, screaming, and Loki follows, taking on his Asgardian attire. He blasts a Polizei (police) car speeding toward him, flipping it over. He creates duplicates of himself, surrounding a mob of gala people.

LOKI

Kneel before me. I said- KNEEL!

The people hurry, dropping to their knees.

(walking through the mob)

Is not this simpler? Is this not your natural state? It's the unspoken truth of humanity, that you crave subjugation. The bright lure of freedom diminishes your life's joy in a mad scramble for power, for identity. You were made- to be ruled. In the end- you will always kneel.

A German old man gets to his feet.

GERMAN OLD MAN

Not to men like you.

LOKI

There are no men like me.

GERMAN OLD MAN

There are always men like you.

LOKI

Look to your elder, people. Let him be an example.

Loki fires his scepter but Captain America jumps in front of the man -- deflecting the beam off his shield causing it to hit Loki, who falls to the ground.

CAPTAIN AMERICA

You know, the last time I was in Germany and saw a man standing above everybody else, we ended up disagreeing.

LOKI

The soldier-

Loki rises to his feet.

-the man out of time.

(CONTINUED)

CAPTAIN AMERICA

I'm not the one who's out of time.

The quinjet comes in behind Cap with Black Widow inside. A gun unfolds from the underside of the plane.

NATASHA

(over speaker)

Loki, drop the weapon and stand down.

Loki fires at the jet and it banks hard to avoid it. Cap attacks Loki and the two fight. Loki knocks Cap's shield to the side and forces him down with his scepter.

LOKI

Kneel!

CAPTAIN AMERICA

Not today.

Cap jumps up and does a spin-kick to Loki's face. The two continue to fight.

63

INT. COCKPIT, QUINJET - CONTINUOUS (NIGHT)

63

Natasha, in her Black Widow suit, is trying to figure out how to take a shot.

NATASHA

(to co-pilot)

Guy's all over the place.

TONY

(over earpiece)

Agent Romanoff, you miss me?

The computer screen shows the message 'PA SYSTEMS OVERRIDE', and AC/DC's, 'Shoot to Thrill' begins to play. Natasha smiles heavily. Iron Man flies down and fires a repulsor blast, knocking Loki down.

IRON MAN

Make a move reindeer games.

Loki's Asgardian garb fades away and he raises his hands.
Good move.

Cap walks over to Iron Man. *The quinjet begins to land in the b.g.*

(CONTINUED)

CAPTAIN AMERICA
Mister Stark.

IRON MAN
Captain.

64 EXT. DARKENED CLOUDY SKIES - NIGHT 64

DOLLY IN on some mountains in the distance...the quinjet speeds by.

65 INT. COCKPIT, QUINJET - CONTINUOUS 65

Natasha is piloting the plane. Loki is strapped down in the back of the plane. Cap, in suit but no cowl, and Tony, in the suit but without the helmet, is standing behind the cockpit and they talking.

FURY
(over quinjet radio)
He saying anything?

NATASHA
(into headset)
Not a word.

FURY
(over quinjet radio)
Just get him here, we're low on time.

66 INT. QUINJET - CONTINUOUS 66

STEVE
I don't like it.

TONY
What? Rock of Ages giving up so easily?

STEVE
I don't remember it being that easy. This guy packs a wallop.

TONY
Still, you were pretty spry, for an older fellow. What's your thing? Pilates?

STEVE
What?

(CONTINUED)

TONY

It's like calisthenics. You might have missed a couple of things. Y'know, doing time as a Cap-sicle.

STEVE

Fury didn't tell me he was calling you in.

TONY

Yeah, there's a lot of things Fury doesn't tell you.

There's a flash of lightning and a roar of thunder.

NATASHA

Where's this come from?

Loki leans forward, looking around.

STEVE

(to Loki)

What's the matter? Scared of a little lightening?

LOKI

I'm not overly fond of what follows.

Loki looks to the sky.

67 EXT. DARKENED STORMY SKIES - CONTINUOUS (NIGHT) 67

There's a crash on top of the quinjet. Something has landed.

68 INT. QUINJET - CONTINUOUS 68

Tony, Steve, and Natasha look up. SHOCKED and JOLTED.

69 EXT. DARKENED STORMY SKIES - CONTINUOUS 69

There seems to be a shadowy figure holding onto the quinjet. We make it out -- this is THOR ODINSON, God of Thunder. He is serious. There's another flash of light.

70 INT. QUINJET - CONTINUOUS 70

Natasha speeds up. Steve runs for something, he grabs his cowl while Tony grabs his helmet which attaches itself to the suit. Tony pushes a button and opens the ramp of the jet.

(CONTINUED)

CAPTAIN AMERICA

What are you doing?

Thor enters, jumping down on the ramp. He hits Iron Man away, causing him to fall on Cap. He grabs Loki by the neck and jumps out of the plane.

IRON MAN

Now there's that guy.

NATASHA

Another Asgardian?

CAPTAIN AMERICA

That guy's a friendly.

NATASHA

Doesn't matter. If he frees Loki, or kills him, the Tesseract's lost.

Iron Man begins walking to the edge of the ramp.

CAPTAIN AMERICA

Stark, we need a plan of attack.

IRON MAN

I have a plan. Attack!

Iron Man flies out of the jet and Cap makes for a parachute.

NATASHA

I'd sit this one out, Cap.

CAPTAIN AMERICA

I don't see how I can.

NATASHA

These guys come from legend, they're basically Gods.

CAPTAIN AMERICA

There's only one God ma'am, and I'm pretty sure he doesn't dress like that.

Cap straps on the chute, grabs his shield, and dives out the plane, head first.

71 EXT. CLIFF TOP - NIGHT

71

Thor and Loki crash down on a cliff. Thor throws Loki to the ground, he groans.

THOR
Where is the Tesseract?

LOKI
Oh-ho, I missed you too.

THOR
Do I look to be in a gaming mood?

LOKI
Oh, you should thank me. With the Bifrost gone, how many dark energy did the All-Father have to muster to conjure you here? Your precious Earth.

Thor drops his hammer, Mjolnir, and pulls Loki to his feet.

THOR
I thought you dead.

LOKI
Did you mourn?

THOR
We all did. Our father-

LOKI
Your father. He did tell you my true parentage, did he not?

THOR
We were raised together, we played together, we fought together. Do you remember none of that?

LOKI
I remember a shadow, living in the shade of your greatness. I remember you tossing me into an abyss. I who was and should be king!

THOR
So you take the world I love as recompense for your imagined slights? No. The Earth is under my protection, Loki.

(CONTINUED)

LOKI

Well yes.

THOR

Then you miss the truth of ruling,
brother. Throne would suit you ill.

Loki pushes past Thor and walks away, Thor follows.

LOKI

I've seen worlds you've never known
about. I have grown, Odinson, in my
exile. I have seen the true power
of the Tesseract, and when I wield
it-

THOR

Who showed you this power? Who
controls the would-be-king?

LOKI

I am a king!

THOR

Not here. You give up the
Tesseract; you give up this
poisonous dream! You come home.

LOKI

I don't have it.

Thor summons Mjolnir and holds it ready.
You need the Cube to bring me home
but I've sent it off I know not
where.

THOR

You listen well brother-

Iron Man flies in, knocking him and Thor out of frame. Loki
stands waiting.

LOKI

I'm listening?

72

EXT. FOREST - SECONDS LATER

72

Thor and Iron Man crash through the trees to the ground,
Tony lifts his faceplate.

THOR

Do not touch me again.

(CONTINUED)

TONY

Then don't take my stuff.

THOR

You have no idea what you're dealing with.

TONY

Uh- Shakespeare in the park? Doth mother know you wear-th her drapes?

THOR

This is beyond you, metal man. Loki will face Asgardian justice.

TONY

He gives up the Cube, he's all yours. Until then-

Faceplate drops.

IRON MAN

-stay out of the way.

Iron Man takes a few steps.

Tourist.

Thor throws Mjolnir, hitting Iron Man square in the chest, sending him flying, landing on his back.

INSIDE IRON MAN HELMET:

TONY

Okay!

BACK TO SCENE:

Loki smirks from the cliff top as Thor summons Mjolnir then swings it in circles. Iron Man gets to his feet and fires a repulse blast at Thor, then flies at him, kicking him through a tree.

Thor stands, summoning a bolt of lightning as Loki watches in the distance. Thor sends the bolt at Iron Man.

INSIDE IRON MAN HELMET:

JARVIS

Power at four hundred percent capacity.

(CONTINUED)

TONY
How bout that?

BACK TO SCENE:

Iron Man fires at Thor. The two stand ready then fly at each other, smashing through the trees and scraping up a cliff side.

Trees are toppled as they crash to the forest grounds. Thor and Iron Man stand quickly. Thor sends in a left hook so Iron Man is about to punch but Thor grabs his fist. Iron Man is about to send in his left hook and Thor grabs that too.

Thor begins to crush Iron Man's right gauntlet with ease.

INSIDE IRON MAN HELMET:

Tony looks at the HUD which is alerting him. He groans and thinks.

BACK TO SCENE:

Iron Man lifts his palm, that is being crushed, and he fires a blast at Thor's face -- it does nothing to Thor so he head butts him. Thor headbutts him back. Iron Man flies back, coming to a stop before launching himself at Thor.

Iron Man throws Thor into a broken tree. Thor then stands and the two go at it for a bit longer -- a fist fight. Thor summons his hammer about to slam down on the chest of Tony but Iron Man ditches, causing Thor to fall.

Behind the rising Thor, Iron Man swoops in and punches him. They get ready to sends blows at each other until Cap's shield ricochets off both their chest.

CAPTAIN AMERICA (O.S)
Hey!

Cap catches his shield.

CAPTAIN AMERICA
That's enough!

He jumps down of the tree and approaches Thor and Iron Man.
Now I don't know what you plan on
doing here-

THOR
I've come here to put an end to
Loki's schemes!

(CONTINUED)

CAPTAIN AMERICA

Then prove it. Put that hammer
down.

IRON MAN

Uh, yeah! No! Bad call, he loves
his hammer-

Thor swings his hammer back, sending Iron Man behind him.

THOR

You want me to put hammer down?

Thor leaps, swinging Mjolnir, Cap raises the shield over his head. When the two connect there is a loud boom and a flash of light. The three are thrown backwards. They slowly get to their feet and come together.

CAPTAIN AMERICA

Are we done here?

Thor looks around.

73 EXT. HELICARRIER, SKIES - NIGHT 73

The helicARRIER flies through the clouds.

74 INT. HALL, CARRIER - CONTINUOUS 74

Loki is escorted down the halls by a troop of armed guards. He walks past a window -- the wishbone lab, where Banner is working. Loki smiles through the window at him. Banner removes his glasses and rubs his temples.

75 INT. CYLINDRICAL GLASS CAGE, CARRIER - CONTINUOUS 75

Loki is locked in a cylindrical glass cage. Fury walks in and over to a control panel.

FURY

In case it's unclear, you try to
escape- you so much as scratch that
glass-

Fury pushes a button and the floor beneath the cell drops away to nothing, the wind screams.

Thirty thousand feet straight down
in a steel trap. You get how that
works?

He pushes a button and closes the floor. He gestures first to Loki.

Ant. (*gestures to panel*) Boot.

(CONTINUED)

LOKI

It's an impressive cage. Not built,
I think, for me.

FURY

Built for something a lot stronger
than you.

LOKI

Oh I've heard. (*turns to a
camera*)...

76 INT. CONFERENCE TABLE, BRIDGE, CARRIER - CONTINUOUS 76

On the glass table a monitor is up -- Loki on it, watching
it is Natasha. As Loki talks she looks up at Banner. Banner
looks at her, smirking about her cage comment earlier.

*...A mindless beast- makes play
he's still a man...*

We see Thor listen intently.

*...How desperate are you, that you
call on such lost creatures to
defend you?*

FURY (V.O)

How desperate am I?...

77 INT. CYLINDRICAL GLASS CAGE, CARRIER - CONTINUOUS (NIGHT) 77

Fury moves toward the cage slowly.

*...You threaten my world with war,
you steal a force you can't hope to
control, you talk about peace and
you kill 'cause it's fun. You have
made me very desperate. You might
not be glad that you did.*

LOKI

Ooh. It burns you to have come so
close, to have the Tesseract, to
have power- unlimited power, and
for what? (*smiles and faces the
camera*) A...

78 INT. BRIDGE, CARRIER - CONTINUOUS 78

Hill is watching Loki on a screen too.

*...warm light for all mankind to
share?*

79 INT. CYLINDRICAL GLASS CAGE, CARRIER - CONTINUOUS (NIGHT) 79

Loki faces Fury again.
And then to be reminded what real
power is.

Fury smiles.

FURY
Well, let me know if 'real power'
wants a magazine or something.

Fury exits.

80 INT. CONFERENCE TABLE, BRIDGE, CARRIER - CONTINUOUS 80

The monitor on Cap's side of the table turns off. Steve, in
suit with no cowl, looks up.

BANNER
He really grows on you doesn't he?

STEVE
Loki's gonna drag this out. So,
Thor, what's his play?

THOR
He has an army called the Chitauri.
They're not of Asgard nor any world
known. He means to lead the against
your people. They will win him the
Earth, in return, I suspect, for
the Tesseract.

STEVE
An army, from outer space?

BANNER
So, he's building another portal.
That's what he needs Erik Selvig
for.

THOR
Selvig?

BANNER
He's an astrophysicist.

THOR
He's a friend.

(CONTINUED)

NATASHA

Loki has them under some kind of spell- along with one of ours.

STEVE

I wanna know why Loki let us take him. He's not leading an army from here.

BANNER

I don't think we should be focusing on Loki. That guy's brain is a bag full of cats, you can smell crazy on him.

THOR

Have care how you speak. Loki is beyond reason but he is of Asgard, and he is my brother.

NATASHA

He killed eighty people in two days.

THOR

He's adopted?

BANNER

I think it's about the mechanics. Iridium, what do they need the Iridium for?

Tony and Coulson come walking in.

TONY

It's a stabilizing agent.
(to Coulson, quietly)
I'm saying, take a weekend; I'll fly you to Portland. Keep love alive.

Coulson peels off from Tony, who is heading over to Thor.
Means the portal won't collapse on itself like it did at SHIELD.

(to Thor)

No hard feelings point break, you got a mean swing.

Thor gives Tony a look as he walks to the control panels.

TONY

Also, means the portal can open as wide and stay open as long as Loki wants.

(CONTINUED)

(to SHIELD personnel)
Ah, raise the mizzen mast, ship the
topsails.

The personnel look at him strangely.
That man is playing Galaga! Thought
we wouldn't notice, but we did.

Standing now at the command area of the ship, Tony covers
one eye.

(to Hill)
How does Fury even see these?

MARIA HILL
(attitude)
He turns!

TONY
Sounds exhausting!

He begins messing with the screens, sticking something to
the underside of a desk.

The rest of the raw materials,
Agent Barton can get his hands on
pretty easily. Only major component
he still needs is a power source-
of high energy density. Something
to- kick start the Cube.

MARIA HILL
When did you become an expert in
thermonuclear astrophysics?

TONY
Last night. The packet, Selvig's
notes, the extraction theory
papers- am I the only one who did
the reading?

STEVE
Does Loki need any particular kind
of power source?

BANNER
He's have to heat the Cube to a
hundred and twenty million kelvin
just to break through the Coulomb
barrier.

TONY
Unless, Selvig has figured out how
to stabilize the Quantum Tunneling
effect.

(CONTINUED)

BANNER

Well, if he could do that he could achieve heavy-ion fusion at any reactor on the planet.

TONY

Finally. Someone who speaks English.

STEVE

(to the others)

Is that what just happened?

Stark and Banner shake hands.

TONY

It's good to meet you, Doctor Banner. Your work on anti-electronic collisions is unparalleled. And I'm a huge fan of the way you- lose control and turn into an enormous green rage monster.

BANNER

...Thanks.

Fury enters.

FURY

Doctor Banner is only here to track the Cube. I was hoping you might join him.

STEVE

I'd start with that stick of his. It may be magical but it works an awful lot like a HYDRA weapon.

FURY

I don't know about that, but it is powered by the Cube. And I like to know how Loki used it to turn two of the sharpest men I know into his personal flying monkeys.

THOR

Monkeys? I do not understand-

STEVE

I do!

The entire room goes instantly silent, staring at Steve.

(MORE)

(CONTINUED)

STEVE (CONT'D)

I...I understood that reference.

TONY

Shall we play, Doctor?

BANNER

This way, sir.

The two men walk off.

ON A SHIELD WORKER: He resumes play Galaga again.

81 INT. WISHBONE LAB, CARRIER - NIGHT

81

Banner and Stark are working on tracking the Cube. Banner is scanning the scepter with a device.

BANNER

The Gamma readings are definitely consistent with Selvig's reports on the Tesseract. But it's gonna take weeks to process.

Stark works on a screen.

TONY

If we bypass their mainframe and direct route to the Homer cluster we can clock this at around six hundred teraflops.

BANNER

All I packed was a toothbrush.

TONY

(giggles a bit)

You know, you should come by Stark Tower some time. Top ten floors- all R and D. You'd love it, it's a candy land.

BANNER

Thanks but...last time I was in New York I kind of broke...Harlem.

TONY

Well, I promise a stress free environment. No tension, no surprises.

He zaps Banner in the side.

(CONTINUED)

BANNER

Ow!

STEVE

Hey!

TONY

Nothing?

Steve approaches.

STEVE

Are you nuts?

TONY

Jury's out!

(to Banner)

You really have got a lid on it, haven't you? What's your secret? Mellow jazz, bongo drums, huge bag of weed?

STEVE

Is everything a joke to you?

TONY

Funny things are.

STEVE

Threatening the safety of everyone on this ship isn't funny. No offense, Doc.

BANNER

No it's alright. I wouldn't have come aboard if I couldn't handle pointy things.

TONY

You're tip-toeing, big man. You need to strut.

STEVE

And you need to focus on the problem, Mister Stark.

TONY

You think I'm not? Why did Fury call us in? Why now, why not before? What isn't he telling us? I can't do the equation unless I have all the variables.

(CONTINUED)

STEVE

You think Fury's hiding something?

TONY

He's a spy. Captain, he's the spy.
His secrets have secrets.

He gestures to Banner.

It's bugging him to, isn't it?

BANNER

Uh, Aah, I just wanna finish my
work here and-

STEVE

Doctor?

BANNER

A warm light for all mankind,"
Loki's jab at Fury about the Cube.

STEVE

I heard it.

BANNER

Well, I think that was meant for
you.

He gestures to Stark, who offers him a blueberry.

Even if Barton didn't tell Loki
about the tower, it was still all
over the news.

STEVE

The Stark Tower? That big ugly-

Stark gives him a look.

-building in New York?

BANNER

It's powered by an arc reactor,
self-sustaining energy source. That
building will run itself for, what,
a year?

TONY

It's just the prototype.

(to Rodgers)

I'm kind of the only name in clean
energy right now, that's what he's
getting at.

(CONTINUED)

BANNER

So, why didn't SHIELD bring him in on the Tesseract project? What are they even doing in the energy business in the first place?

TONY

I should probably look into that as soon as my decryption program finishes breaking into all of SHIELD's secure files.

STEVE

I'm sorry did you say-

TONY

JARVIS has been running it since I hit the bridge. In a few hours I'll know every dirty secret SHIELD has ever tried to hide. Blueberry?

STEVE

Yet you're confused about why they didn't want you around.

TONY

An intelligence organization that fears intelligence? Historically, not awesome.

STEVE

I think Loki's trying to wind us up. This is a man who means to start a war and if we don't stay focused he'll succeed. We have orders, we should follow them.

TONY

Following's not really my style.

STEVE

And you're all about style, aren't you?

TONY

Out of the people in this room, which one is "A" wearing a spangly outfit and "B" not of use?

BANNER

Steve, tell me none of this smells a little funky to you?

(CONTINUED)

STEVE

Just find the Cube.

Cap exits the lab, pauses and turns, walking off in another direction.

TONY

That's the guy my dad never shut up about? Wondering if they shouldn't have kept him on ice.

BANNER

Guy's not wrong about Loki, he does have the jump on us.

TONY

What he's got is an ACME dynamite kit. It's gonna blow up in his face, and I'm gonna be there when it does.

BANNER

I'll read all about it.

TONY

Mhm, or, you'll be suiting up with the rest of us.

BANNER

Now, you see I don't get a suit of armor. I'm exposed, like a nerve, it's a nightmare.

TONY

You know, I've got a cluster shrapnel, trying every second to crawl its way into my heart. This stops it-

He taps the arc reactor.

-this little circle of light. It's part of me now, not just armor. It's a terrible privilege.

BANNER

But you can control it.

TONY

Because I learned how.

BANNER

It's different.

(CONTINUED)

Tony wipes clean the screen between them that Banner was working on.

TONY

Hey, I read all about your accident. That much Gamma exposure- should've killed you.

BANNER

So you're saying that the Hulk- the Other Guy- saved my life? That's nice. That's nice sentiment. Saved it for- what?

TONY

I guess we'll find out.

BANNER

You may not enjoy that.

TONY

And you just might.

82 INT. STORAGE ROOM, CARRIER - EARLY DAWN 82

Cap forces open the entrance to a storage room. He walks in, looking around then silently jumps up to a catwalk above.

83 EXT. TUNNEL - CONTINUOUS 83

A truck drive along. It drives into a tunnel

84 INT. TRAILER, TRUCK - CONTINUOUS 84

Selvig places the Iridium into a device by the Tesseract. He smiles.

AGENT COULSON (V.O)

*As soon as Loki took the doctor
we...*

85 INT. BRIDGE, CARRIER - CONTINUOUS 85

Coulson is showing Thor an image of Jane Foster on a computer screen.

AGENT COULSON

...moved Jane Foster. We've got an excellent observatory in Tromsø. She was asked to consult there very suddenly yesterday. Handsome fee, private plane, very remote. She'll be safe.

(CONTINUED)

THOR

Thank you. It's no accident Loki taking Erik Selvig. I dread what he plans for him once he's done. Erik is a good man.

Coulson and Thor begins walking, through the bridge.

AGENT COULSON

He talks about you a lot. You changed his life. You changed everything around here.

THOR

They were better as they were. We pretend on Asgard that we're more advanced, but we- we come here battling like Bildschneip.

AGENT COULSON

Like what?

THOR

Bildschneip. You know, huge, scaly, big antlers. You don't have those?

AGENT COULSON

No.

THOR

Huh! Well they are repulsive, and they trample everything in their path.

Thor moves over to a large window.

When I first came to earth, Loki's rage followed me here and your people paid the price. And now again. In my youth I courted war.

FURY

War hasn't started yet. You think you can make Loki tell us where the Tesseract is?

THOR

I do not know. Loki's mind is far afield, it's not just power he craves, it's vengeance upon me. There's no pain would prise his need from him.

(CONTINUED)

FURY

A lot of guys think that, until the pain starts.

THOR

What are you asking me to do?

FURY

I'm asking, what are you prepared to do?

THOR

Loki is a prisoner.

FURY

Then why do I feel like he's the only person on this boat that wants to be here?

86

INT. CYLINDRICAL GLASS CAGE, CARRIER - DAWN

86

Loki is pacing in the cell. Natasha walks up behind him.

LOKI

Hm. There's not many people that can sneak up on me.

NATASHA

But you figured I'd come.

LOKI

After. After whatever tortures Fury can concoct, you would appear as a friend, as a balm. And I would cooperate.

NATASHA

I wanna know what you've done to Agent Barton.

LOKI

I'd say I've expanded his mind.

NATASHA

And once you've won. Once you're king of the mountain. What happens to his mind?

LOKI

Is this love, Agent Romanoff?

(CONTINUED)

NATASHA

Love is for children. I owe him a debt.

LOKI

Tell me.

NATASHA

Before I worked for SHIELD, I uh-well, I made a name for myself. I have a very specific skill set. I didn't care who I used it for, or on. I got on SHIELD's radar in a bad way. Agent Barton was sent to kill me, he made a different call.

LOKI

And what will you do if I vow to spare him?

NATASHA

Not let you out.

LOKI

Ah, no. But I like this. Your world in the balance, and you bargain for one man?

NATASHA

Regime's fall everyday. I tend not to weep over that, I'm Russian, or I was.

LOKI

And what are you now?

NATASHA

It's really not that complicated. I got red in my ledger. I'd like to wipe it out.

LOKI

Can you? Can you wipe out that much red? Drakov's daughter? Sao Paulo? The hospital fire? Barton told me everything. Your ledger is dripping, it's gushing red, and you think saving a man no more virtuous than yourself will change anything? This is the basest sentimentality. This is a child, a prayer. Pathetic

87 INT. WISHBONE LAB, CARRIER - CONTINUOUS (DAWN) 87

Banner and Tony stare at a screen that reads "ACCESS DENIED"
Tony tries to hack in again.

LOKI (V.O)
*...You lie and kill in the service
of liars...*

88 INT. BRIDGE, CARRIER - CONTINUOUS 88

Hill runs over to a SHIELD Agent's computer. A message
flashes up on the screen "VIRUS DETECTED" as a result of
Stark hacking their files. Fury walks over and Hill, who
looks up at him.

LOKI (V.O)
*...and killers. You pretend to be
separate, to have your own code...*

89 INT. STORAGE ROOM, CARRIER - CONTINUOUS 89

Cap opens a container and in it is HYDRA weapons and
equipment.

LOKI (V.O)
*...something that makes up for the
horrors. But they are a part of
you, and they will never go away.*

90 INT. CYLINDRICAL GLASS CAGE, CARRIER - CONTINUOUS 90

Loki slams his fist against the glass. Natasha jumps back.

LOKI
I won't touch Barton! Not until I
make him kill you. Slowly,
intimately, in every way he knows
you fear.

Natasha becomes scared out of her mind.
And then he'll wake just long
enough to see his good work,

Natasha turns away from Loki in horror.
and when he screams I'll split his
skull! This is my bargain, you
mewling quim!

Sounds of Natasha sobbing. Her head hangs low.

(CONTINUED)

NATASHA
You're a monster!

LOKI
(grinning menacingly)
Oh, no. You brought the monster.

Natasha lifts her head and turns to face Loki -- her face is dry.

NATASHA
So, Banner? That's your play.

LOKI
What?

Natasha begins to exit the room.

NATASHA
(into earpiece)
Loki means to unleash the Hulk.
Keep Banner in the lab, I'm on my way. Send Thor as well.

She stops and faces Loki.
Thank you, for your cooperation!

Natasha skimmers off.

91 INT. WISHBONE LAB, CARRIER - MORNING

91

Fury enters.

FURY
What are you doing, Mr. Stark?

TONY
Uh- kind of been wondering the same thing about you.

FURY
You're supposed to be locating the Tesseract.

BANNER
We are, the model's locked and we're sweeping for the signature now. When we get a hit, we'll have the location within half a mile.

TONY
And you'll get your cube back, no muss, no fuss. What is Phase Two?

(CONTINUED)

Steve enters, and slams a large HYDRA gun on the table.

STEVE

Phase Two is SHIELD used the Cube
to make weapons.

(to Tony)

Sorry, computer was moving a little
slow for me.

FURY

Rogers, we gathered everything
related to the Tesseract. This does
not mean that we're-

TONY

I'm sorry, Nick.

Tony turns the screen towards Fury. It shows a plan for some
a missile.

What were you lying?

STEVE

I was wrong, Director. The world
hasn't changed a bit.

Thor and Natasha enter. Banner looks to her.

BANNER

Did you know about this?

NATASHA

You wanna think about removing
yourself from this environment,
doctor?

BANNER

(laughs)

I was in Calcutta, I was pretty
well removed.

NATASHA

Loki's manipulating you.

BANNER

And you've been doing what exactly?

NATASHA

You didn't come here because I bat
my eyelashes at you.

BANNER

Yes, and I'm not leaving because
suddenly you get a little twitchy.

(MORE)

(CONTINUED)

BANNER (CONT'D)

I'd like to know why SHIELD is using the Tesseract to build weapons of mass destruction.

FURY

(pointing at Thor)

Because of him.

THOR

Me?

FURY

Last year earth had a visitor from another planet who had a grudge match that leveled a small town. We learned that not only are we not alone, but we are hopelessly-hilariously, out-gunned.

THOR

My people want nothing but peace with your planet.

FURY

But you're not the only people out there, are you? And, you're not the only threat. The world's filling up with people who can't be matched, they can't be controlled.

STEVE

Like you controlled the cube!

THOR

Your work with the Tesseract is what drew Loki to it, and his allies. It is the signal to all the realms that the earth is ready for A HIGHER FORM OF WAR.

STEVE

A higher form?!

FURY

You forced our hand! We had to come up with some-

TONY

Nuclear deterrent! 'Cause that always calms everything right down.

Everyone becomes hostile and begin cutting each other off.

(CONTINUED)

FURY
Remind me again how you made your
fortune, Stark?

STEVE
I'm sure if he still made weapons,
Stark would be neck deep-

TONY
Wait-Wait! Hold on! How is this now
about me?

STEVE
I'm sorry, isn't everything?

THOR
I thought humans were more evolved
than this.

Everyone begins arguing over each other.

FURY
Excuse me, did we come to
your planet and blow stuff
up?

THOR
(to Thor)
Tis your champion.

FURY
YOU'RE NOT MY CHAMPION!

NATASHA
Are you boys really that
naive? S.H.I.E.L.D monitors
potential threats.

TONY
(to Thor and Steve)
You furious? I'm furious.

BANNER
(to Natasha)
And Captain America is on
the threat poll?

NATASHA
(to Banner)
We all are!

FURY
That's not your concern
doctor!

As they argue over one another & the scepter glows strongly.

TONY
(to Steve)
You're on that list? Are
you above or below angry
bees?

STEVE
I swear to God, Stark, one
more crack...

(CONTINUED)

TONY
You're a threat. VERBAL
THREAT! I FEEL THREATENED!

STEVE
SHOW SOME RESPECT.

TONY
RESPECT WHAT!

BANNER
(to Thor)
YEAH MAN HANDLE ME NOW,
THAT'LL BE GOOD!

92 INT. BARTON'S JET - CONTINUOUS

92

On a screen in the jet is Loki's scepter. Inside men working for Loki put on masks and load weapons. Barton readies his bow.

INTERCOM VOICE
Transport six-six-five-oh. Please
relay your form code. Got you on
the computer but not on the data
log. What is your haul? Over.

PILOT
Arms to ammunition. Over.

93 INT. WISHBONE LAB, CARRIER - CONTINUOUS (MORNING)

93

THOR
You speak of control, yet you court
chaos!

BANNER
It's his MO, isn't it? I mean, what
are we, a team? No, no, no. We're a
chemical mixture that makes chaos.
We're- we're a time bomb.

FURY
You need to step away.

TONY
Why shouldn't they guy let off a
little steam?

STEVE
You know damn well why! Back off!

TONY
Oh, I'm starting to want you to
make me.

(CONTINUED)

STEVE

Yeah, big man in a suit of armor.
Take that off, what are you?

TONY

Genius, billionaire, playboy,
philanthropist.

STEVE

I know guys with none of that worth
ten of you. I've seen the footage.
The only thing you really fight for
is yourself. You're not the guy to
make the sacrifice play, to lay
down on a wire and let the other
guy crawl over you.

TONY

I think I would just cut the wire.

STEVE

Always a way out. You know, you may
not be a threat, but you better
stop pretending to be a hero.

TONY

A hero, like you? You're a
laboratory experiment, Rogers.
Everything special about you came
out of a bottle.

94 INT. BARTON'S JET - CONTINUOUS 94

The ramp opens and Barton nocks an arrow, takes aim and lets
it loose. The arrow swings in the air and attaches to the
side of one of the carrier's enormous engines, flashing.

95 INT. WISHBONE LAB, CARRIER - CONTINUOUS (MORNING) 95

Steve smirks.

STEVE

Put on the suit, let's go a few
rounds.

THOR

(laughs)

You people are so petty, and tiny.

BANNER

Yeah, this is a team.

(CONTINUED)

FURY
Agent Romanoff, would you escort
Dr. Banner back to his-

BANNER
WHERE? YOU RENTED MY ROOM!

FURY
The cell was just-

BANNER
IN CASE YOU NEEDED TO KILL ME. BUT
YOU CAN'T, I KNOW, I TRIED!

He stops, everyone is staring at him.
I got low. I didn't see an end so I
put a bullet in my mouth **and the
other guy spit it out.** So I moved
on, I focused on helping other
people. **I was good until you
dragged me back into this freak
show and put everyone here at risk.**
You wanna know my secret, Agent
Romanoff? You wanna know how I stay
calm?

Everyone is watching Banner, Fury and Natasha reach for
their guns.

STEVE
Doctor Banner, put down the
scepter.

Banner looks down, surprised, to see the spear in his hand.
The monitor makes a noise, signaling the Tesseract has been
located. Banner puts the scepter back on the table and walks
over to the screen on the other side of the room.

FURY
Got it!

BANNER
Sorry, kids. You don't get to see
my party trick after all.

THOR
Located the Tesseract?

TONY
I can get there faster.

STEVE
Look, all of us-

NOVAR
The Tesseract belongs on
Asgard, no human is a match
for it.

(CONTINUED)

Stark turns to leave and Rogers holds him back.

STEVE
You're not going alone!

Tony smacks his hand.

TONY
You gonna stop me?

STEVE
Put on the suit, let's find out!

TONY
I'm not afraid to hit an old man.

STEVE
Put on the suit.

Banner sees something on the monitor.

BANNER
Oh-my-god.

- | | | |
|----|--|----|
| 96 | INT. BARTON'S JET - CONTINUOUS (MORNING) | 96 |
| | Barton kneels down and presses a button on his bow. The arrow head explodes. | |
| 97 | EXT. HELICARRIER - CONTINUOUS | 97 |
| | The blast destroys one of the engines. | |
| 98 | INT. WISHBONE LAB, CARRIER - CONTINUOUS | 98 |
| | Everyone in the lab flying in different directions. Fury and Thor fall to the ground behind a table. | |
| | Tony and Steve are blown to the entry way. | |
| | Banner and Natasha fly out the Wishbone lab and into the lower equipment room. | |
| 99 | EXT. ENGINE 3, HELICARRIER - CONTINUOUS | 99 |
| | Pieces of flaming debris fall to earth. | |

100 INT. WISHBONE LAB, CARRIER - CONTINUOUS 100

Steve and Tony scramble to their feet.

STEVE
Put on the suit.

TONY
Yep.

Steve helps Tony up and the run out of the lab.

101 INT. BRIDGE, CARRIER - MORNING 101

People are running around, yelling and grabbing guns while the monitors are beeping wildly. SHIELD Techs are panicing.

SHIELD Agents are gearing up and running to their stations.

INTERCOM VOICE
All hands engaged.

The whole place is hectic.

102 INT. CORNER HALLWAY, CARRIER - CONTINUOUS 102

An agent frantically runs down the hall, smoke is dispensing from some pipes.

103 INT. WISHBONE LAB, CARRIER - CONTINUOUS 103

Fury sits up, groaning.

FURY
(into earpiece)
Hill!

104 INT. BRIDGE, CARRIER - CONTINUOUS 104

Hill is standing her command area. She is looking at a screen.

MARIA HILL
Number Three engine is down.

FEMALE CARRIER BRIDGE TECH
We've been hit.

Hill runs over to a bridge tech's station.

MARIA HILL
Did we get a run in? Talk to me.

(CONTINUED)

OFF SCREEN WORKER
We got a fire in Engine Three.

CARRIER BRIDGE TECH 1
The line looks mostly in tact but
it's impossible to get out there to
make repairs while we're in the
air.

MARIA HILL
We lose one more engine we won't
be.
(into earpiece)
Somebody's gotta get outside and
patch that engine.

105 INT. WISHBONE LAB, CARRIER - CONTINUOUS (MORNING) 105

FURY
(into earpiece)
Stark, you copy that?

TONY
(over Fury's earpiece)
I'm on it.

106 INT. BRIDGE, CARRIER - CONTINUOUS 106
Coulson runs down some steps.

FURY
(over Coulson's earpiece)
*Coulson, initiate defensive lock
down in the contingent center. Then
get to the armory.*

107 INT. WISHBONE HALL, CARRIER - CONTINUOUS 107

FURY
(into earpiece)
Romanoff!

108 INT. LOWER EQUIPMENT ROOM, CARRIER - CONTINUOUS 108

Natasha's leg is trapped under a very large pipe. She tries
pulling herself painfully free. He groans in pain. He gives
up. Banner is in the corner spazing out, he is fine but he
is making very wired moments.

NATASHA
(into earpiece)
Okay!

(CONTINUED)

She looks over to Banner, who is breathing heavy, having landed hard. He is gripping the grated flooring to maintain control, but his eyes are green, his face intense.

NATASHA (CONT'D)
(quietly, to herself)
We're okay, right?

109 EXT. DECK, CARRIER - CONTINUOUS 109

Barton and his men have landed and are making their way across the deck and over to an air vent. Barton signals his men to kick in the vent and they do.

110 INT. ENGINE ROOM, CARRIER - CONTINUOUS 110

The grating is kicked in and the men jump down. Barton gives them orders.

BARTON
(to three of his men)
Keep that engine down.
(to two others)
Detention, wait for camera to go dark.
(to last two)
Stay close.

111 EXT. ND HALLWAY, CARRIER - MORNING 111

Tony and Cap run through a dim, debris-filled hall.

TONY
Find engine three. I'll meet you there.

Cap peels off as Tony approaches a tech room. Inside, Tony's IRON MAN suit stands waiting, lit from above in all its glory.

112 INT. LOWER EQUIPMENT ROOM, CARRIER - CONTINUOUS 112

ON BANNER'S FACE in the dim light as he struggles to suppress the rage, but his face is growing, changing slowly.

Natasha is pulling herself painfully free again, talking to Banner...

NATASHA
Doctor? Bruce, you gotta fight it.
This is just what Loki wants. We're gonna be okay. Listen to me.

Two MAINTENANCE GUYS run in.

(CONTINUED)

MAINTENANCE GUY

You hurt?

Natasha waves them away.

NATASHA

We're gonna be okay. Right? I swear on my life I will get you out of this, you will walk away, and never ever --

BANNER

(growling)

Your **life?**

His voice has the change in it -- the bitter amusement is morphing to a growled threat. Banner begins to transform into the Hulk, shirt tearing, he throws himself away from Romanoff, who looks terrified, then he turns to look at her, transforming -- just as the lights go out.

NATASHA

Bruce.

The transformation completes and Banner's alter ego, the Hulk, gets unsteadily to his feet, and roars. Romanoff wrenches her foot free and stands looking -- and the Hulk turns to look at her. She turns and runs up the catwalk stairs as the Hulk chases her.

She swings over a catwalk, and rolls under a turbine, as the Hulk tears down the stairs. Natasha jumps through small places as the Hulk grabs after her, roaring loudly. She crawls away under pipes.

113 INT. CYLINDRICAL GLASS CAGE, CARRIER - CONTINUOUS 113

In the cell, Loki hears the Hulk roaring and smiles.

114 INT. BRIDGE, CARRIER - CONTINUOUS (MORNING) 114

Fury enters, running, yelling.

FURY

Bring the carrier to a one-eight-zero south. Take us to the water.

SHIELD AGENT

We're blind. Navigation recalibrated after the engine failure.

(CONTINUED)

FURY

Is the sun coming up?

SHIELD AGENT

Yes, sir.

FURY

Then put us on the left. Get us over water. One more turbine goes down then we drop.

115 EXT. ENGINE 3, HELICARRIER - CONTINUOUS

115

Steve has just arrived at the damaged engine.

STEVE

Stark! Stark, I'm here.

Tony, in full Iron Man armor flies close to the engine.

IRON MAN

Good. Let's see what we got.

He begins to examine the engine, his suit scanning through the different levels of machinery.

INSIDE IRON MAN HELMET:

TONY

(to himself)

I gotta get this super conducting cooling system back online before I can access the rotors, work on dislodging the debris.

BACK TO SCENE:

IRON MAN

(to Steve)

I need you to get to that engine control panel and tell me which relays are in overload position.

Rogers jumps and swings himself over to the control panel and opens it up while Iron Man works on the engine.

TONY

(over Steve's earpiece)

What's it look like in there?

STEVE

It seems to run on some form of electricity.

(CONTINUED)

TONY

Well, you're not wrong.

116 INT. LOWER ENGINE ROOM, CARRIER - CONTINUOUS 116

The place is dark. Natasha sneaks under an engine. She is hiding from the Hulk. She hears the footsteps. She pulls her gun, holding it ready and she moves out from the pips and walks.

Suddenly, the Hulk jumps at her, roaring. Romanoff fires her gun at a pipe over his head and gas shoots out. She runs along a narrow passage, the Hulk crashing through behind her. He comes up on her fast. In slo-mo he catches up to her as she is about to run off the passage -- he back hands her against a wall.

He steps towards her. Natasha is groaning, unable to move, scared. He raises a fist, about to strike, when he is tackled through a wall by Thor. They are in the...

117 INT. LOWER DOCKING AREA, CARRIER - CONTINUOUS 117

The two roll into a docking area with planes and personnel run from the room. The two circle one another, as Natasha takes the attack in -- then the Hulk strikes, throwing wild punches as Thor ducks and weaves. Hulk brings down a fist and Thor holds it above him, on his knees.

THOR

We're not your enemies, Banner! Try to think!

Hulk punches Thor across the room and through a container.

118 EXT. ENGINE 3, HELICARRIER - MORNING 118

Iron Man blasts away debris from the engine with his uni beam.

STEVE

(over Iron Man's helmet)
'Kay, the relays are intact.

Cap pushes the engine control panel back in.

STEVE

What's our next move?

The CAMERA PULLS OUT a bit

(CONTINUED)

IRON MAN

Even if I clear the rotors, this thing won't re-engage without a jump....

INSIDE IRON MAN HELMET:

TONY

...I'm gonna have to get in there and push.

BACK TO SCENE:

STEVE

Well, if that thing gets up to speed, you'll get shredded!

BEGIN INTERCUT: IRON MAN HELMET / STEVE

TONY

Then stay in the control unit and reverse polarity long enough to disengage maglev and that should-

STEVE

Speak English!

TONY

See that red lever?

Cap looks to his side.

(over Steve's earpiece)

It'll slow the rotors down long enough for me to get out.

TONY

Stand by it, wait for my word.

END INTERCUT

Rogers makes his way over to the lever.

119

INT. LOWER DOCKING AREA, CARRIER - CONTINUOUS

119

Thor flies in some stacked containers. He slides across the floor on one knee and one leg out. He wipes a little blood from his nose. The Hulk roars and Thor looks up, grinning, and raises his hand.

Mjolnir comes flying through the docking area and Thor catches it just as the Hulk charges through and hits him on the jaw -- sending him into a plane.

(CONTINUED)

Hulk get up and rips the wing off the plane, flinging it at Thor, who ducks, causing the wing to hit a jeep. Thor throws Mjolnir. The Hulk catches the hammer but is pulled backwards. He tries to lift the hammer but cannot. Thor picks it up and wraps his arms around the Hulk's neck. Hulk tries swinging Thor off.

120 INT. BRIDGE, CARRIER - CONTINUOUS 120

Fury is at the controls and Hill is walking across the room.

FURY

We need full evac on the lower hangar bed.

Hill nods and walks up and signals some agents. A small device rolls over to their feet.

MARIA HILL

GRENADE!

The device explodes sending agents flying. In the smoke, Loki's men enter, guns at the ready. Fury knocks one out, using his gun to shoot at another. While he is taking care of a third, a fourth man enters and is about to fire when Hill shoots him in the head. She is pissed and bleeding.

121 INT. ARMORY, CARRIER - MORNING 121

Coulson makes his way over to the armory door. Over the intercom...

INTERCOM VOICE

We've got perimeter breach.
Hostiles are in SHIELD gear. Call out to every junction.

Coulson pushes down on a switch and scans his eyeball.

122 INT. WISHBONE LAB, CARRIER - MOMENTS LATER 122

Hulk and Thor crash through the floor of the Wishbone lab. Thor lays on the ground, he looks up, and Hulk grabs him by the throat.

123 INT. BRIDGE, CARRIER - CONTINUOUS 123

Fury, Hill, and other agents are shooting toward Loki's men. The place is chaotic. BrigeTechs are taking cover and hiding from gunfire. Over the intercom...

(CONTINUED)

INTERCOM VOICE

We've got the Hulk and Thor on Research Level Four. Levels Two and Three are gone.

MARIA HILL

Sir, the Hulk will tear this place apart!

FURY

Get his attention.

MARIA HILL

(into earpiece)

Escort 6-Oh, proceed to Wishbone and...

124 EXT. FIGHT JET, HELICARRIER - CONTINUOUS (MORNING) 124

A fighter jet is slowly pulling up to the helicARRIER.

MARIA HILL

(over jet radio)

...engage hostile. Don't get too close.

YOUNG SHIELD PILOT

Copy.

The jet flies to where Hulk and Thor are fighting, seemingly evenly matched.

YOUNG SHIELD PILOT

Target acquired. Target engaged.

He fires his guns toward Hulk. The barrage of bullets bounce off of Hulk. He roars, running at the window. Hulk crashes through it, leaping at the jet.

Target angry. Target angry.

Hulk lands on the nose of the jet and tears at the metal as it swerves in the air. The pilot tries to eject himself but the Hulk grabs him and throws him off to the side. The pilot's parachute opens and the plane explodes, sending Hulk plummeting to the earth.

125 EXT. ENGINE 3, HELICARRIER - MOMENTS LATER (DAY) 125

Iron Man saws off pieces of debris with a laser. He jumps on them, knocking them off the rotors.

(CONTINUED)

A pair of Loki's men engage, one throws a grenade. Cap jumps into the air and slaps it away. He land back on the carrier and fights them off, standing close to the lever. He ends up throwing one of the men off the carrier.

Cap jumps onto a catwalk, picks up a machine gun, and begins firing at the last man.

126 INT. BRIDGE, CARRIER - CONTINUOUS 126

Fury is still shooting at the enemies.

FURY
(to himself)
They are not getting through here
so what the-

Barton fires arrows from above and they explode. He fires another which hits the control panel. Fury sees him and begins to shoot, while the arrow, having hit a plug, hacks the helicARRIER systems, causing a second engine to malfunction, it's dead.

INTERCOM VOICE
Engine One is now in shutdown.

The helicARRIER tilts dangerously. Everyone in the bridge begins rolling.

SHIELD WORKER
Sir, we've lost all power in Engine
One.

127 INT. LOWER ENGINE ROOM, CARRIER - CONTINUOUS 127

Natasha sits in the carnage of the Hulk's rampage, shaking. She slowly lifts a hand to her earpiece.

FURY
(over Natasha's earpiece)
It's Barton, he took out our
systems. He's headed for the
detention lab. Does anybody copy?

NATASHA
(into earpiece)
This is Agent Romanoff. I copy.

Natasha staggers to her feet. Ready.

128 EXT. ENGINE 3, HELICARRIER - DAY 128

Iron Man is trying to push the rotor.

FURY
(over earpiece)
Stark, we're losing altitude.

INSIDE IRON MAN HELMET:

TONY
Yep, noticed.

BACK TO SCENE:

Iron Man flies in between the rotors and begins to push, slowly picking up speed as sparks fly.

Cap is forced over the edge by a gunman and falls -- almost dropping off the carrier, hanging on by a wire.

129 INT. CYLINDRICAL GLASS CAGE, CARRIER - CONTINUOUS 129

Thor runs into the room where Loki's contained. He sees the door slide up and runs over to Loki, only to go straight through him. Loki reappears behind him and closes the door, locking Thor inside.

LOKI
Are you ever not going to fall for that?

130 INT. ENGINE ROOM, CARRIER - CONTINUOUS 130

Barton is walking along a passage catwalk. Natasha appears behind him and he quickly turns and shoots a bow, which flies by her. She pushes his hand.

He charges her and she kicks him, then rolls underneath some pipes -- popping up on the other side of the catwalk, kicking him in the knee. He shoots another arrow, which she dodges by dropping across to the next passage. Barton follows her.

They fight along that catwalk. The fight is very even. Barton tries hitting her with the bow and she pulls on the string. They fight some more, headbutting and punching. They both pull daggers.

131 INT. CYLINDRICAL GLASS CAGE, CARRIER - CONTINUOUS (DAY) 131

Thor hits the cage with his hammer, the cage cracks but it begins to shake off the bolts and shudders.

LOKI
(laughs)
The humans think us immortal. Shall we test that?

Loki moves to open the chute beneath the cell, dropping Thor to, what for any regular person, would be certain death. Coulson suddenly appears, wielding a large prototype Phase Two weapon.

AGENT COULSON
Move away please.

Loki steps back from the panel. Coulson gestures to the gun.
Do you like this? We started working on the prototype after you sent the Destroyer. Even I don't know what it does. Do you wanna find out?

Coulson prepares to fire the weapon when Loki disappears, reappearing behind him and thrusting the point of his spear through Coulson's chest. He yells and drops to the floor.

THOR
NO!

Loki returns to the panel, opening the chute and pressing the button which sends the cell, and Thor, falling from the ship.

132 INT. ENGINE ROOM, CARRIER - CONTINUOUS 132

Natasha and Barton are still fighting. Natasha grabs Barton arm and thrusts it back. He groans as he throws the dagger to his free hand. Natasha grabs that hand too but he hoists her against a wall.

Barton grabs Natasha's hair and pulls, exposing her neck to his dagger. Romanoff sinks her teeth into his arm and he lets go, trying to force her down when she spins, throwing Barton into the railing. He falls to the ground, groaning, then looks up.

BARTON
Natasha!

She sends him a left hook.

133 EXT. SKIES - MOMENTS LATER (DAY) 133

The cell is still dropping, flipping all over the place.

134 INT. CYLINDRICAL GLASS CAGE, SKIES - CONTINUOUS 134

Thor trying desperately to break free from the cell, swinging Mjolnir at the glass sides as he plummets, twisting and turning, through the air. He braces himself against a wall and launches across the space, crashing through the glass and just before the cell slams into the ground.

135 EXT. REMOTE FIELD - CONTINUOUS 135

Thor crashes into a field like a meteorite.

136 INT. EMPTY DETENTION ROOM, CARRIER - CONTINUOUS 136

Coulson is slumped on the floor and Loki turns to leave.

AGENT COULSON
You're going to lose.

LOKI
Am I?

AGENT COULSON
It's in your nature,

LOKI
your heroes are scattered, your floating fortress falls from the sky. Where is my disadvantage?

AGENT COULSON
You lack conviction.

LOKI
I don't think I-

Coulson fires the weapon, which shoots a blast of fire similar to that of the Destroyer, sending Loki flying through a wall.

AGENT COULSON
So that's what it does.

137 INT. BRIDGE, CARRIER - DAY 137

Fury is working the controls.

INTERCOM VOICE

All hands to your stations
immediately.

138 EXT. ENGINE 3, HELICARRIER - CONTINUOUS 138

The helicARRIER is still falling. Iron Man is attempting to kick start the engine by manually moving the huge rotors. He is pushing the blades, flying faster and faster until they start spinning on their own and the ship levels off.

INSIDE THE HELMET:

TONY

Cap hit the lever!

INTERCUT: CAP / IRON MAN HELMET

Cap still hangs from the side of the ship by a power cord.

STEVE

i need a minute here!

TONY

Lever! Now!

Cap hauls himself up.

END INTERCUT

Iron Man is pushed back up against one of the rotors, now spinning too fast for him to escape.

INSIDE IRON MAN HELMET:

TONY (CONT'D)

Uh-oh.

BACK TO SCENE:

Iron Man is sucked into the blades and is spun wildly around before Cap manages to pull the lever and he is able to fly out. He manages to right himself and flies back to the ship, taking out the gunman shooting at Cap.

139 EXT. DECK, CARRIER - MOMENTS LATER 139

A jet takes off. Inside it is Loki, who is smiling and watching the carrier.

140 INT. EMPTY DETENTION ROOM, CARRIER - DAY 140

Coulson, slumped on the floor with the gun in his lap. Fury enters and kneels down by him.

AGENT COULSON
I'm sorry boss. They got rabbited.

FURY
Just stay awake. **Eyes on me.**

AGENT COULSON
Oh I'm clockin' out here.

FURY
Not an option.

AGENT COULSON
It's okay, boss. This was never gonna work- if they didn't have something- to

His breathing halts and Fury stands to let the medical team through. He leans against the railing.

141 INT. BRIDGE, CARRIER - CONTINUOUS 141

Hill is having a head wound tended to.

FURY
(over Hill's earpiece)
Agent Coulson is down.

Hill pushes the doctor away.

142 INT. ENGINE ROOM, CARRIER - CONTINUOUS 142

Natasha stands on the catwalk as Barton is dragged away by some agents. She listens intently.

SHIELD WORKER
(over Natasha's earpiece)
A medical team is on its way to your location.

FURY
(over Natasha's earpiece)
They're here.

143 EXT. ENGINE 3, HELICARRIER - CONTINUOUS 143

Tony and Cap stand together by the engine, quietly listening.

FURY
(over their earpiece)
They called it.

144 INT. CONFERENCE TABLE, BRIDGE, CARRIER - DAY 144

Steve, Tony, and Fury are gathered at a table. Hill stands to the side. Fury pulls a handful of cards out.

FURY
These were in Phil Coulson's jacket. Guess he never did get you to sign them.

Fury scatters them on the table. Some are wet with blood.
We're dead in the air up here. Our communications, location of the cube, Banner, Thor. I got nothing for you. Lost my one good eye. Think I had that coming.

Fury begins to make his way around the table to Steve and Tony.

Yes, we were going to build an arsenal with the Tesseract. I never put all my chips on that number, though, because I was playing something even riskier. There was an idea, Stark knows this, called the Avengers Initiative.

Fury reaches a chair between Tony and Steve
The idea was to bring together a group of remarkable people, see if they could become something more. See if they could work together when we needed them to, to fight the battles that we never could. Phil Coulson died still believing in that idea, in heroes.

Tony stands and walks out.

Well, it's an old fashioned notion.

145 EXT. REMOTE FIELD - DAY 145

Thor is making his way over to Mjolnir. He hesitates to pick it up, fearing he is not worthy. He clenches his fist.

146 INT. ABANDONED WAREHOUSE - SAME 146

Banner wakes, naked, in a pile of rubble. There is a SECURITY GUARD standing over him.

SECURITY GUARD
You fell out of the sky.

BANNER
Did I hurt anyone?

SECURITY GUARD
There's nobody around here to get hurt. You did scare the hell out of some pigeons though.

BANNER
Lucky.

SECURITY GUARD
Or just good aim. You were awake when you fell.

BANNER
You saw?

SECURITY GUARD
The whole thing, right through the ceiling. Big and green and buck ass nude. Here-

SECURITY GUARD throws Banner a some clothes, which he begins to pull on.

didn't think those would fit you until you shrunk down to a regular size fella.

BANNER
Thank you.

SECURITY GUARD
Are you an alien?

BANNER
What?

(CONTINUED)

SECURITY GUARD
From outer space, an alien?

BANNER
No.

SECURITY GUARD
Well then, son, you've got a
condition.

Banner steps down from the pile of rubble in the warehouse,
pulling on the shirt.

SECURITY GUARD (CONT'D)
So, which one is it?

BANNER
Sorry?

SECURITY GUARD
Are you a big guy that gets all
little, or a little guy that, ah-
sometimes blows up large?

BANNER
You know- I'm not even sure.

SECURITY GUARD
You got somewhere to go?

BANNER
Stark Tower. I- no.

The Security Guard looks at him.
Yes.

SECURITY GUARD
I'd expect some confusion of the
mind, since your body's kind of all
over the place, but it has to be
one or the other.

The Security Guard gestures Banner to follow him.

BANNER
I know where I could do the most
good, but it's where I can do the
most harm.

SECURITY GUARD
Well, that's no different than
anybody else.

They walk out the doors.

(CONTINUED)

Me? I'm here is Jersey where I can't do much of either. And since I'm not likely to move on from this placement, you may as well- pilfer my ride.

The Security Guard gestures to an old motorcycle.

BANNER

I don't know which way to go.

SECURITY GUARD

Your mind's already made up, son.
The rest of you will follow.

147 INT. SICK BAY, CARRIER - DAY

147

Barton is strapped to a hospital bed. Natasha sits by him as he strains against the bonds, breathing hard and shaking his head.

NATASHA

Clint, you're gonna be alright.

BARTON

You know that? Is that what you know? I gotta go in though. I have to flush him out.

NATASHA

You gotta level out, it's gonna take time.

BARTON

You don't understand. Have you ever had someone take your brain and play? Pull you out and stuff something else in? You know what it's like to be unmade?

NATASHA

You know that I do.

BARTON

Why am I back? How did you get him out?

NATASHA

Cognitive recalibration. I hit you really hard in the head.

(CONTINUED)

BARTON

Thanks.

Natasha begins to remove the strap restraints.
Natasha, how many agents?

NATASHA

Don't. Don't do that to yourself,
Clint. This is Loki. This is
monsters and magic and nothing we
were ever trained for.

BARTON

Loki. He get away?

NATASHA

Yeah. I don't suppose you know
where?

BARTON

Didn't need to know. Didn't ask.
He's gonna make his play soon
though. Today.

Natasha walks to the door.

NATASHA

We gotta stop him.

BARTON

Yeah? Who's we?

NATASHA

I don't know. Whoever is left.

BARTON

Well, if I put an arrow through
Loki's eye socket I'd sleep better
I suppose.

NATASHA

Now you sound like you.

BARTON

But you don't. You're a spy, not a
soldier. Now you want to wade into
a war. Why? What did Loki do to
you?

NATASHA

He didn't, I just-

(CONTINUED)

BARTON

Natasha.

NATASHA

I've been compromised. I got red in my ledger. I'd like to wipe it out.

148 INT. EMPTY DETENTION ROOM, CARRIER - DAY

148

Tony stand over looking where the cylindrical glass cage used to be. Steve enters the room.

STEVE

Was he married?

TONY

No. There was a uh- cellist, I think.

STEVE

I'm sorry. He seemed like a good man.

TONY

He was an idiot.

Tony and Steve slowly move toward each other.

STEVE

Why? For believing?

TONY

For taking on Loki alone.

STEVE

He was doing his job.

TONY

He was out of his league. He should have waited. He should have-

STEVE

Sometimes there isn't a way out, Tony.

TONY

Right. How did that work for him?

STEVE

Is this the first time you've lost a soldier?

(CONTINUED)

TONY

We are not soldiers! I'm not marching to Fury's fife.

STEVE

Neither am I. He's got the same blood on his hands that Loki does, but right now we gotta put that behind us and get this done. Now Loki needs a power source, if we can put together a list-

Tony looks down at the place Coulson fell, there is a dent in the wall.

TONY

He made it personal.

STEVE

That's not the point.

TONY

That is the point. That's Loki's point. He hit us all right where we live. Why?

STEVE

To tear us apart.

TONY

Yeah, divide and conquer is great but- he knows he has to take us out to win, right? That's what he wants. He wants to beat us, he wants to be seen doing it. He wants an audience.

STEVE

Right. I caught his act in Stuttgart.

TONY

Yeah. That's just previews, this is- this is opening night. And Loki, he's a full-tail diva. He wants flowers, he wants parades, he wants a monument built to the skies with his name plastered....Son of-a-bitch.

149 EXT. STARK TOWER ROOFTOP - DAY 149

Selvig is setting up the device to open the portal.

150 INT. SICK BAY, CARRIER - CONTINUOUS 150

Barton is in the restroom and Natasha is sitting on the bed. Steve is suited up, he enters. Natasha stands.

CAPTAIN AMERICA

Time to go.

NATASHA

Go where?

CAPTAIN AMERICA

I'll tell you on the way. Can you fly one of those jets?

Barton enters from the restroom, drying his hands.

BARTON

I can.

Cap looks at Natasha, who nods.

CAPTAIN AMERICA

Got a suit?

BARTON

Yeah.

CAPTAIN AMERICA

Then suit up.

SERIES OF SHOTS:

A) In the field, Thor lifts Mjolnir to the skies.

B) Cap straps his shield onto his back.

C) Barton puts on his quiver.

D) Natasha powers up her Widow's Bite. Her bracelets light up.

E) Tony is in a workshop making repairs to his helmet. *Agents walk by in the background.* The helmet lights up.

F) Thor summons a bolt of lightning. The field grows dark, with clouds. His armor slowly begins to fly on.

(CONTINUED)

G) Barton and Natasha walk side-by-side behind Captain America, who is leading them through the lower hangar bay. They're all ready to kick butt.

H) Thor's armor finally gathers.

END OF SERIES OF SHOTS

151 INT. QUINJET - CONTINUOUS 151

Cap, Barton, and Natasha walk onto the jet.

SHIELD ENGINEER

Hey, you guys aren't authorized to be in here.

CAPTAIN AMERICA

Son, just don't!

152 INT. AIR DECK, BRIDGE, CARRIER - DAY 152

Fury is holding Coulson's cards, over looking the air deck. Hill walks up behind him.

MARIA HILL

Sir.

FURY

Agent Hill.

MARIA HILL

Those cards, they were in Coulson's locker, not in his jacket.

FURY

(staring at the cards)

They needed the push.

He sees the quinjet and Iron Man take off towards the city.

INTERCOM VOICE

We've got unauthorized departure from Bay Six.

FURY

They found it. Get our communications back up, whatever you have to do. I want eyes on everything.

MARIA HILL

Yes, sir.

153 EXT. NEW YORK CITY SKYLINE - DAY 153

Iron Man is flying toward the city, his suit is losing power. He continues to make his way to Stark Tower.

154 EXT. STARK TOWER ROOFTOP - CONTINUOUS 154

Selvig, still under the control of Loki, is ready to activate the device he created with the Tesseract. Iron Man slowly reaches.

JARVIS

Sir, I turned off the arc reactor.
The device is already
self-sustaining

IRON MAN

Shut it down, Dr. Selvig.

JARVIS

It's too late! She can't stop now.
She wants to show us something! A
new universe.

IRON MAN

(annoyed)

Okay.

He fires at the barrier around the device, but the Tesseract deflects it, sending the energy outwards, knocking Selvig out and Iron Man back.

JARVIS

The barrier is pure energy. It's
unbreachable.

IRON MAN

Yeah, I got that.

Iron Man looks down to see Loki on the platform outside the penthouse.

I'm beat.

JARVIS

Sir, the Mark Seven is not ready
for deployment.

INSIDE IRON MAN HELMET:

TONY

Then skip the spinning rims, we're
on the clock.

BACK TO SCENE: Tony lands and as his suit is deconstructed, he walks through into the tower penthouse, watching Loki carefully. Loki walks in as well.

155

INT. PENTHOUSE, STARK TOWER - CONTINUOUS

155

Inside the tower, Loki walks forward as Tony goes behind his bar.

LOKI

Please tell me you're going to appeal to my humanity.

TONY

Uh- actually, I'm planning to threaten you.

LOKI

You should have left your armor on for that.

TONY

Yeah, it's seen a bit of mileage. You've got the uh- blue stick of destiny. Would you like a drink?

LOKI

Stalling me won't change anything.

TONY

No, no, no- threatening. No drink? You sure? I'm having one.

LOKI

The Chitauri are coming, nothing will change that. What have I to fear?

TONY

The Avengers. It's what we call ourselves, sort of like a team. 'Earth's Mightiest Heroes' type of thing.

LOKI

Yes, I'm met them.

TONY

Yeah, takes us a while to get any traction, I'll give you that one. But, let's do a head count here. Your brother, the Demi-God;

(CONTINUED)

Loki turns away and Tony slips a pair of bracelets onto his wrists.

A super soldier, a living legend
who kind of lives up to the legend;
a man with breath-taking anger
management issues; a couple of
master assassins, and you, big
fella, you've managed to piss off
every single one of them.

LOKI

That was the plan.

Tony begins to walk to the center of the penthouse where
Loki is.

TONY

Not a great plan. When they come,
and they will, they'll come for
you.

LOKI

I have an army.

TONY

We have a Hulk.

LOKI

Oh, I thought the beast had
wandered off.

TONY

Yeah- you're missing the point.
There's no throne, there is no
version of this, where you come out
on top. Maybe your army comes and
maybe it's too much for us, but
it's all on you. 'Cause if we can't
protect the earth, you can be
damned well sure we'll avenge it.

Loki walks over to Tony, pointing his scepter.

LOKI

How will your friends have time for
me, when they're so busy fighting
you?

Loki walks up to Tony, and places the tip of the scepter
over his heart. It clinks against the arc reactor.

This usually works.

(CONTINUED)

TONY

Well, performance issues. You know?

Loki grabs Tony by the throat and throws him across the room.

JARVIS, anytime now.

Loki grabs Tony again.

LOKI

You will all fall before me.

TONY

JARVIS. Deploy.

Loki sends Stark crashing through the window, and plummeting toward the ground.

TONY (O.S)

Deploy!

Behind Loki, the Mark Seven suit goes rocketing past and out after Stark....

156 EXT. STARK TOWER - CONTINUOUS (DAY)

156

It catches up to him and, locking on to the bracelets, attaches to him and unfolds to a full suit. Tony manages to stop his fall moments before he hits the ground and flies back up to Loki at the window.

IRON MAN

And there's one other person you pissed off! His name is Phil.

Iron Man fires a repulsor blast at Loki and he is knocked down. Meanwhile the device has powered up and shoots a stream of blue energy at the sky, which opens into a portal where the Chitauri army waits. The hoards of aliens begin to fly through.

INSIDE IRON MAN HELMET:

TONY

Right! Army.

157 EXT. SKIES - CONTINUOUS

157

Iron Man speeds towards the incoming army, shooting at them. The Chitauri fire back at him. He fires more blasts, spinning out the way, dodging the exploding debris.

Iron Man continues flying higher. BAM! He is hit by a Chitauri hovercraft. He rights himself and releases mini-missiles at the Chitauri, blowing them up.

158 EXT. STREETS OF MIDTOWN MANHATTAN - CONTINUOUS 158

The citizens get out of their taxis and vehicles, looking to the sky. They run for their lives as the Chitauri come toward them -- blowing up cars, buildings, and the streets.

159 EXT. OUTDOOR AREA, CAFE - CONTINUOUS 159

The Chitauri fire at the restaurant. WAITRESS and her co-workers are left outside, they duck and take cover from the shots. When they get the chance, they take off inside the cafe.

160 INT. CAFE - CONTINUOUS 160

WAITRESS, her co-workers, and customers look out the window at the destruction that the aliens cause.

161 EXT. STARK TOWER LANDING PAD - CONTINUOUS 161

Loki walks out on the pad, his Asgardian armor materializing as he looks out over the chaos below. Suddenly, Thor lands lower on the platform.

THOR

Loki, turn off the Tesseract or I'll destroy it!

LOKI

You can't. There is no stopping it. There is only the war!

THOR

So be it.

Loki leaps at Thor and the two begin to fight, a blast from Loki's scepter sending one of the letters of STARK falling to the ground.

162 EXT. STREETS OF MIDTOWN MANHATTAN - CONTINUOUS 162

Civilians are running for their lives, screaming. Several police cars show up. POLICE SERGEANT and YOUNG COP step out of their car where they look up at the Chitauri.

163 EXT. NEW YORK CITY SKYLINE - DAY 163

The quinjet flies toward Stark Tower, which is beaming the blue stream to the sky.

NATASHA (V.O)
 (over Tony's helmet)
 Stark, we're on a...

INSIDE IRON MAN HELMET:

NATASHA
 (over HUD display)
 ...three heading north east.

TONY
 What, did you stop for drive-thru?
 Swing that park, I'm gonna lay 'em
 out for you.

164 EXT. STARK TOWER - CONTINUOUS 164

Iron Man flies fast, leading a troop of Chitauri, past Stark Tower -- where Thor and Loki are still fight each other.

He flies around the building, takes a sharp turn -- causing some of the troop to crash.

165 INT. COCKPIT, QUINJET - CONTINUOUS 165

Barton and Natasha are piloting the plane. They release the canon gun. Iron Man flies past them at high-speed and they release continuous fire at the troop of Chitauri in front of them. They fly through the smoke and up to Stark Tower.

INSIDE IRON MAN HELMET:

JARVIS
 Sir, we have more incoming.

TONY
 Fine. Let's keep them occupied.

166 EXT. QUINJET, SKIES OF MIDTOWN - CONTINUOUS 166

The quinjet comes around a building, blasting the army who are firing at them. One of the wings are grazed by Chitauri gunfire. They slow as the come to....

167 EXT. STARK TOWER - CONTINUOUS 167

Thor smashes Loki's head into a glass on the catwalk of Stark Tower. They still fight.

INSIDE QUINJET COCKPIT:

BARTON

Nat!

NATASHA

I see 'em.

BACK TO SCENE:

Loki spots the jet. He throws Thor to the floor, then blasts one of the jet's rotor blades with his scepter -- it catches fire. Thor sees, angry, charges Loki and tackles him as the quinjet falls to the ground. Loki and Thor throw punches.

INSIDE THE QUINJET:

Natasha and Barton hold on for their dear lives. Cap grabs a hold of the roof as the plane grazes buildings and crashes to the street.

Natasha and Barton remove their headsets, open the ramp, and Cap and them exit the jet.

168 EXT. OVERPASS BELOW STARK TOWER - CONTINUOUS (DAY) 168

CAPTAIN AMERICA

We gotta get back up there.

They run onto the overpass, looking up at Stark Tower. They freeze as they see a giant armored Leviathan -- a warship of the Chitauri, flies through the portal with more warriors.

They warriors jump onto the side of buildings and into the buildings where they shoot civilians.

CAPTAIN AMERICA (CONT'D)

Stark, are you seeing this?

TONY (V.O)

Seeing. still working on believing...

INSIDE IRON MAN HELMET:

TONY

...Where's Banner? Has he shown up yet?

(CONTINUED)

CAPTAIN AMERICA
(over radio)
Banner?

TONY
Just keep me posted.

BACK TO SCENE:

Iron Man flies after the Leviathan.
JARVIS, find me a soft spot.

The Leviathan tears through buildings, roaring.

169 EXT. STARK TOWER LANDING PAD - CONTINUOUS 169

Thor holds Loki down and gestures to the chaos in Manhattan below them.

THOR
Look at this! Look around you! You think this madness will end with your rule?

LOKI
It's too late. It's too late to stop it.

THOR
No. We can, together.

Loki pauses, then slips a knife into his hand and stabs Thor.

LOKI
Sentiment!

Thor gets back up and lifts Loki, then drops him. Loki rolls himself off the edge of the building, only to land on one of the flying Chitauri crafts. He flies off with a troop of Chitauri.

170 EXT. OVERPASS BELOW STARK TOWER - DAY 170

Barton and Natasha are crouched behind a taxi cab. Cap runs over.

BARTON
We've got civilians trapped.

Loki flies over them on the flying crafts.

(CONTINUED)

CAPTAIN AMERICA

Loki.

CUTAWAY TO STREETS: Loki and his following troop blowing up the streets. A JAPANESE FAMILY runs away as they are almost shot.

A flying craft flies through a Dr. Pepper truck.

Loki and the troop come to a busy street -- the one where the YOUNG COP and POLICE SERGEANT are at -- and blow up cars. The police and civilians run for their lives.

BACK TO OVERPASS:

They're fish in a barrel down there.

Natasha stands and fires both her guns at an incoming group of Chitauri.

NATASHA

We got this. It's good. Go!

CAPTAIN AMERICA

You think you can hold them off?

BARTON

Captain, it would be my genuine pleasure.

Barton grabs a arrow and shoots it, hitting one alien in the head, the arrow quickly separates into more arrows, killing three Chitauri aliens.

Cap leaves the other two fighting and jumps off an overpass, rolling onto a bus and into the street.

Barton helps people off a bus as Natasha shoots her pistols at Chitauri. He runs over to Natasha and begins releasing arrows as she shoots.

NATASHA

Just like Budapest all over again!

BARTON

You and I remember Budapest very differently.

171

EXT. STREETS OF MIDTOWN MANHATTAN - CONTINUOUS

171

Cap runs through the street towards a group of police shooting at Chitauri. He is running and jumping off cars.

YOUNG COP

It's gonna be an hour before they
scramble the National Guard.

POLICE SERGEANT

National Guard!

The two duck to avoid a Chitauri blast.

POLICE SERGEANT (CONT'D)

Does the army know what's happening
here?

YOUNG COP

Do we?

Cap jumps down on the car in front of them.

CAPTAIN AMERICA

(gesturing)

You need men in these buildings.
There are people inside and they
can be running right into the line
of fire. You take them to the
basement or through the subway, you
keep them off the streets. I need a
perimeter as far back as 39th.

POLICE SERGEANT

Why the hell should I take orders
from you?

Two Chitauri warriors attack Cap, he fights them off easily then turns back to the two men. The two cops stand shock. The POLICE SERGEANT reacts and walks back to his men.

POLICE SERGEANT

I need men in those buildings, lead
the people down and away from the
streets.

(into radio)

We gonna set up a perimeter all the
way down to 39th street.

CUTAWAY TO IRON MAN:

Iron Man fires a stream of ammunition at the Leviathan, which turns to follow him.

(CONTINUED)

INSIDE IRON MAN HELMET:

TONY
It noticed me...

BACK TO IRON MAN:

IRON MAN
...yay!

Stark flies off and the Leviathan follows him.

172

EXT. OVERPASS BELOW STARK TOWER - CONTINUOUS (DAY)

172

Barton and Natasha are fighting warrior up close. Barton trips one with his bow. He pulls an arrow and stabs it. Natasha is using her Widow's Bite on a warrior as she sits on his neck.

Natasha picks up a Chitauri weapon and is using it to fight off the warriors. One warrior tries to slice her head off and she slides, dodging it. She jumps to her feet and hits it in the head with the sharp part of the weapon.

Barton knocks over another warrior. He grabs an arrow and shoots behind himself, killing another warrior. He marches over to another Chitauri and battles him. Meanwhile Natasha is taking on three warriors by herself. She shoots one, then spins around and stabs one in the neck.

Barton is tackled to the cement by a warrior. He groans and stabs one with a arrow, then throws the warrior to the ground. Out of nowhere, another Chitauri attacks him and kicks him onto the trunk of a cab.

Natasha stabs a warrior with the Chitauri weapon. She hits the other over the head. She spins to her knees, aims in one direction, and fires. Another Chitauri charges, she spins the weapon in that direction and fires. She continuously fires as Barton fights more aliens in the background.

Barton's head is slammed into the roof of a car. He is then thrown to the ground by a warrior. He's tired, but he continues to fight.

Natasha takes on two more Chitauri. They back her onto a taxi cab. They hit after her but she moves her head out of the way. She gets her footing, and tries to hit them with the weapon but a warrior grabs it and throws her feet into the air. She lands on the car and screams in pain, breathing heavily.

(CONTINUED)

Barton shoots more warriors around them, they are becoming overwhelmed but they keep on. Natasha regains her strength, runs to the aid of Barton by firing at Chitauri as he slides and shoots at Chitauri. Natasha and Barton are becoming surrounded by Chitauri and Cap rejoins them -- hitting Chitauri out the way. Thor drops down from the tower and kills Chitauri with a bolt of lightening.

CAPTAIN AMERICA

What's the story upstairs?

THOR

The power surrounding the cube is impenetrable.

TONY

(over their earpieces)

Thor is right, we gotta deal with these guys.

NATASHA

How do we do this?

CAPTAIN AMERICA

As a team.

THOR

I have unfinished business with Loki.

BARTON

(readying some arrows)

Oh yeah! Get in line.

CAPTAIN AMERICA

Save it. Loki's gonna keep this fight focused on us and that's what we need. Without him these things could run wild. We got Stark up top, he's gonna need us to-

He stops, seeing Banner arrive on a motorbike. Cap and the others walk over and Banner dismounts, surveying the damage.

BANNER

So, this all seems horrible.

NATASHA

I've seen worse.

BANNER

Sorry.

(CONTINUED)

NATASHA
No, we could- use a little worse.

CAPTAIN AMERICA
(into earpiece)
Stark, we got him.

TONY
(over Cap's earpiece)
Banner?

CAPTAIN AMERICA
Just like you said.

INSIDE IRON MAN HELMET:

TONY
Then tell him to suit up. I'm
bringing the party to you.

BACK TO SCENE:

Iron Man flies around a corner and towards the group,
followed closely by the Leviathan.

NATASHA
(stuttering)
I don't see how that's a party.

Iron Man draws the creature low and it skims the road.
Banner turns and begins to walk away, towards the Leviathan.

CAPTAIN AMERICA
Doctor Banner, now might be a
really good time for you to get
angry.

BANNER
That's my secret, Cap. I'm always
angry.

Banner transforms into the Hulk and punches the Leviathan,
smashing it into the ground.

IRON MAN
Hold On!

Iron Man blasts a missile at the creature and it explodes.
Barton ditches. Thor stands taking the blast. Cap shields
Natasha. The Chitauri cry out.

(CONTINUED)

360 spin: The Avengers stand in a circle, Hulk roars, Hawkeye nocks an arrow, Thor readies Mjolnir, Black Widow loads her gun, Captain America stands ready and Iron Man hovers above them, landing next to the Hulk.

Loki looks down from above.

LOKI
Send the rest.

The Avengers look up, watching as more Leviathans and hundreds of warriors fly through the portal.

NATASHA
Guys?

IRON MAN
Call it, Captain.

CAPTAIN AMERICA
Alright, listen up. Until we can close that portal up there, we're gonna use containment. Barton, I want you on that roof, eyes on everything. Call out patterns and strays. Stark, you got the perimeter. Anything gets more than three blocks out, you turn it back or you turn it to ash.

BARTON
(to Iron Man)
Wanna give me a lift?

IRON MAN
Right. Better clench up, Legolas.

Iron Man grabs Barton and flies him up to the top of a building, then flies off.

CAPTAIN AMERICA
Thor! You gotta try and bottleneck that portal, slow 'em down. You got the lightning, light the bastards up.

Thor swings Mjolnir, flying off.

CAPTAIN AMERICA (CONT'D)
(to Natasha)
You and me, we stay here on the ground, keep the fighting here. And Hulk!

(CONTINUED)

Hulk turns around facing Cap, who points at him.
Smash!

Hulk grins, then leaps off, taking out dozens of warriors that are on the sides of the buildings -- grabbing them, smashing them, throwing them.

Hulk leaps across the air and slaps a flying craft out of the air.

173 EXT. TOP OF THE CHRYSLER BUILDING - CONTINUOUS (DAY) 173

Thor lands at to the top of the Chrysler building and summons a bolt of lightning. He sends it shooting out towards the portal, taking out warriors and Leviathan.

174 INT. BRIDGE, CARRIER - CONTINUOUS 174

Fury is at his command center watching the news footage. Hill approaches Fury.

MARIA HILL
Sir. The council is on.

175 EXT. TOP OF A BUILDING - CONTINUOUS 175

Barton atop a building, fires relentlessly at Chitauri.

BARTON
Stark. You gotta lot of strays on your tail.

176 EXT. STREETS OF MIDTOWN MANHATTAN - CONTINUOUS 176

A troop of Chitauri warriors are following Iron Man as he flies above the streets.

INSIDE IRON MAN HELMET:

TONY
Just tryin' to keep them off the streets.

BEGIN INTERCUT: BARTON / INSIDE IRON MAN HELMET

BARTON
Well they can't bank worth a damn.

Barton shoots at crafts. He misses, shooting behind his back without looking -- but the arrow hits another craft, causing it to explode.

(CONTINUED)

TONY
I will roger that.

END INTERCUT

Iron Man flies by Hawkeye who fires at the crafts, blowing them up. Iron Man swerves behind two crafts and fires at them. He continues taking a series of quick turns as the Chitauri quickly drop, crash, or follow.

INSIDE IRON MAN HELMET:

TONY (CONT'D)
Oh- boy.

BACK TO SCENE: Iron Man goes flying through a tunnel and turns tightly at the end, sending the last few crafts crashing into a building.

INSIDE IRON MAN HELMET:

TONY
Nice call. What else you got?

BARTON
(over radio)
*Well, Thor's taking out a squadron
down on 6th.*

TONY
And he didn't invite me!

177 INT. OFFICE BUILDING - CONTINUOUS (DAY) 177

Elsewhere, a Leviathan approaches an office building and the inhabitants look on, scared. We hear fast & heavy footsteps. It's Hulk charging through the building, jumping through the window and pulling the creature away. from the building.

178 EXT. OVERPASS BELOW STARK TOWER - CONTINUOUS 178

Natasha is going to town as she fights a warrior. She is thrown upon of a car. As the warrior is about to attack, Natasha uses her Widow's Bite on it, shocking him out.

She grabs the Chitauri gun and shoots him back. Someone lands behind her so she quickly turns and aims BUT it's Cap. She stands down and leans against a car.

NATASHA
Captain, none of this is gonna mean
a damn thing if we don't close that
portal.

(CONTINUED)

CAPTAIN AMERICA
Our biggest guns couldn't touch it.

NATASHA
Well, maybe it's not about guns.

CAPTAIN AMERICA
You wanna get up there, you're
gonna need a ride.

Natasha glances up, seeing the Chitauri crafts fly past. She makes her way over to the other side of the overpass.

NATASHA
I got a ride. I could use a boost
though.

CAPTAIN AMERICA
You sure about this?

Cap readies his shield in front of him.

NATASHA
Yeah, it's gonna be fun!

Natasha runs at Rogers, who uses his shield to boost her up. She grabs on to a passing Chitauri vehicle. Cap looks up as she flies off in the distance. He looks to his right and there are more warriors coming.

CUTAWAY: NATASHA ON A FLYING CRAFT

Natasha climbs aboard the craft, pulls a dagger and stabs a warrior. She spin kicks him off the craft. She makes her way to the other one and uses him to control the vehicle.

NATASHA (CONT'D)
Turn, turn, Ah!

FOLLOWING SHOT:

Two crafts come up on Natasha, firing at her. She swerves to avoid them. The crafts are blasted away by Iron Man, who fires away at a fleet behind him. Iron Man takes a turn, coming up on the overpass, where he knocks Chitauri aliens over and lands by Cap, who is fighting and kicking Chitauri. Cap lifts his shield. Iron Man reflects a repulsor blast off the shield, taking out the surrounding warriors. He then flies up the side of a building, hitting more warriors.

At the top of which Barton fires into the head of a Chitauri. Two blast are fired at him. He ducks and returns a shot by firing an arrow. The arrow hits the pilot of a craft which falls and gets hit by a Leviathan.

(CONTINUED)

On the creature is the Hulk who is fighting off warriors. Thor then lands on the same creature and takes on warriors with Hulk. When Hulk breaks a piece of the creature's armor off, Thor uses Mjolnir to summon lightning and drive the metal into its head. The creature crashes to the ground, landing in...

179 INT. GRAND CENTRAL STATION - CONTINUOUS 179

Thor and Hulk dismount the creature and stand together, breathing heavily. Suddenly, Hulk punches Thor out of shot.

180 EXT. STARK TOWER ROOFTOP - DAY 180

Selvig, having been knocked out when Tony tried to stop the Tesseract -- awakens. He looks around, he's free from Loki's control.

181 EXT. GRAND CENTRAL 42ND STREET STATION - CONTINUOUS 181

Army Tanks, and soldiers begin to arrive on scene. They shoot at the Chitauri, a little amazed of what is going on.

182 EXT. OVERPASS BELOW STARK TOWER - CONTINUOUS 182

Cap is on the ground, holding off a Chitauri's weapon. He pushes the warrior off and onto sharp debris. As he stand-

BARTON

(over earpiece)

Captain, the bank on 42nd, past Madison. They cornered a lot of civilians in there.

CAPTAIN AMERICA

I'm on it.

Cap walks off.

183 INT. 42ND STREET BANK - CONTINUOUS 183

In the bank, a crowd of civilians are surrounded by three armed warriors. Cap jumps through a window and begins to fight. He snaps the neck of one and throws him into the pit.

CAPTAIN AMERICA

Everyone clear out!

He is then grabbed by a warrior, who he fights and breaks free. A grenade-like device goes off and it blasts Cap out a window and onto a car after his mask is pulled back from his face. He stands silently while police lead the civilians from the building.

(CONTINUED)

COUNCILWOMAN (V.O)
*Director Fury. The council has made
 a decision...*

184 INT. BRIDGE, CARRIER - CONTINUOUS

184

Fury is talking with the World Security Council over his command center.

FURY
 (angry)
 I recognize the council has made a decision, but given that it's a stupid ass decision, I've elected to ignore it.

COUNCILMAN
 Director, you're closer than any of our subs, you scramble that jet-

Hill is breathing nervously, panicking, as she listens and watches.

FURY (O.S)
 (angry)
 That is the island of Manhattan, Councilman.

FURY
 (angry)
 Until I'm certain my team can't hold it, I will not order a nuclear strike against a civilian population.

COUNCILMAN
 If we don't hold them in the air, we lose everything.

FURY
 I'd send that bird out, we already have.

Fury hangs up on them.

185 EXT. FLYING CHITAUURI CRAFT - DAY

185

Natasha on board a Chitauri craft. She is shot at from behind and turns to see Loki, on another craft, following behind. She continues on toward the building Barton is at.

(CONTINUED)

NATASHA

Oh you!
 (into radio)
 Hawkeye!

186 EXT. TOP OF A BUILDING - CONTINUOUS 186

Barton sees her coming in the distance.

BARTON

Nat, what are you doing?

BEGIN INTERCUT: NATASHA / BARTON

NATASHA

Uh, a little help!

Barton nocks an arrow, waiting for Natasha and Loki to come past.

BARTON

I got it.

Barton aims and fires. Loki catches the arrow inches from his face and looks first at it, then at Barton, smirking. The arrow explodes, sending Loki crashing onto the platform at the top of Stark Tower.

END INTERCUT

Natasha jumps off the craft. She flips in the air, landing onto...

187 EXT. STARK TOWER ROOFTOP - CONTINUOUS 187

...the roof. She rolls, sticking the landing. She flips her hair back.

188 EXT. STARK TOWER CATWALK - CONTINUOUS 188

Loki looks up at Romanoff when Hulk leaps up, grabbing him and throwing him through the window of the penthouse.

189 INT. PENTHOUSE, STARK TOWER - CONTINUOUS 189

He roars and moves towards Loki, who gets to his feet.

LOKI

ENOUGH! You are, all of you,
 beneath me! I AM GOD, YOU DULL
 CREATURE, AND I WILL NOT BE BULLIED
 BY-

(CONTINUED)

Hulk grabs Loki by the feet and smashes him into the floor repeatedly, then throws him aside and walks away.

HULK

Puny God.

Loki whimpers in pain. He has been beaten into submission.

190

EXT. STARK TOWER ROOFTOP - CONTINUOUS

190

Natasha walks toward the Tesseract.

SELVIG (O.S)

The scepter.

Natasha turns and walks over to Selvig.

NATASHA

Doctor.

She kneels.

SELVIG

Loki's scepter, the energy- the Tesseract can't fight. You can't protect against yourself.

NATASHA

It's not your fault. You didn't know what you were doing.

SELVIG

Well, actually I think I did. I built in a safety to cut the power source.

NATASHA

Loki's scepter.

SELVIG

It may be able to close the portal. And I'm looking right at it.

Selvig looks down to the platform below, where Loki's scepter lies dropped from when Hulk took him out.

191

EXT. ABOVE STREETS OF MANHATTAN - CONTINUOUS

191

Thor is aboard a craft, fighting Chitauri. The craft swerves when a Leviathan crashes through a building, followed closely by Stark, who is shooting at it with lasers

ON IRON MAN:

(CONTINUED)

JARVIS

Sir, we will lose power before we
penetrate that shell.

Iron Man pulls away from the Leviathan. He flies fast.

INSIDE IRON MAN HELMET:

TONY

JARVIS, you ever hear the tale of
Jonah?

JARVIS

I wouldn't consider him a role
model.

BACK TO SCENE: Iron Man's knee plates open, pushing out
blades. He is heading directly toward the creature's mouth.
He flies through it. Blowing up the creature's insides and
out the tail end. He crashes to the ground but gets to his
feet, only to be shot down again by warriors.

192 EXT. TOP OF A BUILDING - CONTINUOUS

192

Barton is attacked by warriors on the rook. He reaches for
an arrow, but his quiver is empty. He instead uses the bow
to fight them off. Looking up at the sky and seeing hundreds
of approaching flying crafts, he pulls a single arrow from
the body of a Chitauri and changes its head with the push of
a button on his bow.

In slo-mo, The Chitauri fire and Barton leaps off the
building as it explodes, twisting in mid-air, then firing
the arrow. Its head opens up into a grappling hook which
attaches to the side of the building. Barton swings from the
wire still attached to his bow and crashes through a window
into a lower floor of the building.

193 EXT. BUILDING ROOF - CONTINUOUS

193

Hulk being attacked by Chitauri warriors. He throws them off
and turns his attention to the sky, where dozens of crafts
are flying over him, and roars. They all fire at once and
Hulk is encompassed in smoke and flame. He roars.

194 INT. FIGHTER JET - CONTINUOUS

194

A jet is being lifted from the hangar and to the deck.

COUNCILWOMAN

(over radio)

Director Fury is no longer in
command. Override
seven-alpha-one-one.

(CONTINUED)

JET PILOT
Seven-alpha-one-one confirmed.
We're go for takeoff.

195 INT. BRIDGE, CARRIER - CONTINUOUS 195
Hill notices something on her command center.

MARIA HILL
(to Fury)
SIR, WE HAVE A BIRD IN MOTION!

Fury runs out of the bridge.
(into earpiece)
Anyone on the deck we have a rogue
bird. We need to shut it down!
Repeat, takeoff is not authorized!

196 EXT. DECK, CARRIER - CONTINUOUS 196
Fury runs onto the deck with a missile launcher and fires,
taking the plane out. A second jet takes off and Fury lifts
his gun but it is too far.

197 INT. PASSAGE TO DECK, CARRIER - CONTINUOUS 197
Fury closes the door to the deck.

FURY
Stark, you hear me? You have a
missile headed straight for the
city.

198 EXT. STREET, MIDTOWN - CONTINUOUS 198
Iron Man is down on the ground.

IRON MAN
How long?

INSIDE IRON MAN HELMET:

FURY
(over radio)
*Three minutes. Max. Stay load can
wipe out mid-town.*

TONY
JARVIS, put everything we got into
the thrusters.

BACK TO SCENE:

(CONTINUED)

JARVIS

I just did.

Iron Man blasts away warriors and flies off elsewhere.

199 EXT. FIGHTER JET - CONTINUOUS 199

The jet fires the nuke towards the city and turns around.

JET PILOT

Package is sent. Detonation in two
minutes, thirty seconds. Mark.

200 EXT. NEW YORK CITY SKYLINE - DAY 200

We DOLLY IN on the chaotic and destructive city.

201 EXT. STREET - CONTINUOUS 201

In slo-mo, Cap and Thor catch their respective hammer and shield. Cap and Thor turn and fight off Chitauri warriors. Cap is shot in the ribs and drops to the ground, Thor sends a car rolling towards some of them and them throws Mjolnir in the other way. He helps Captain to his feet.

THOR

You ready for another bout?

STEVE

What, you gettin' sleepy?

202 EXT. STARK TOWER ROOFTOP - CONTINUOUS 202

Natasha has retrieved Loki's scepter and Selvig is setting up his equipment. He points to the device.

SELVIG

Right at the crown!

Natasha begins to push the spear through the barrier surrounding the cube, it's hard to break.

NATASHA

(into earpiece)

I can close it. Can anybody copy? I
can shut the portal down!

203 EXT. STREET - CONTINUOUS

203

Steve hears and reacts.

STEVE

Do it!

TONY

(over Cap's earpiece)

No, wait.

STEVE

Stark, these things are still coming!

INSIDE IRON MAN HELMET:

TONY

I got a nuke coming in, it's gonna blow in less than a minute.

204 EXT. VERRAZANO BRIDGE - CONTINUOUS (DAY)

204

Stark flies towards the missile, following closely behind it.

INSIDE IRON MAN HELMET:

TONY

And I know just where to put it.

BACK TO SCENE:

Iron Man grabs hold of it he begins to redirect it toward the city.

INSIDE IRON MAN HELMET:

STEVE

(over radio)

Stark, you know that's a one way trip.

TONY

Save the rest for the turn J.

JARVIS

Sir, shall I try Miss Potts?

TONY

Might as well.

205 EXT. STARK INDUSTRIES PRIVATE JET - CONTINUOUS 205
A plane is slowly flying through the sky.

206 INT. STARK INDUSTRIES PRIVATE JET - CONTINUOUS 206
Pepper is watching the news with three others.

REPORTER (V.O)
Streets in New York City have
become a battle ground. The army is
here trying to contain the violence
but clearly it is outmatch-

Her phone starts to vibrate but she ignores it.

207 INT. BRIDGE, CARRIER - CONTINUOUS 207
Fury and most of the other workers are watching the same report.

REPORTER (V.O)
...Billionaire Tony Stark's Iron
Man-

208 EXT. STREET BELOW STARK TOWER - CONTINUOUS 208
SERIES OF SHOTS:
A) Iron Man is flying with the missile.
B) INSIDE IRON MAN HELMET: Tony is thinking hard and hold.
C)As Iron Man flies by, Thor and Cap look to the sky.
D) Iron Man redirects the missile, barely missing Stark Tower, and pushes it up towards the portal. The rest of the Avengers look on.

209 INT. BRIDGE, CARRIER - CONTINUOUS 209
Everyone on the helicARRIER cheers in excitement. Fury smiles.

210 EXT. SPACE (CONTINUOUS) 210
Iron Man lets the nuke go as all the lights in his suit go out.

JARVIS
(cutting off)
Sorry, Miss-

(CONTINUED)

He watches as the missile hits the Chitauri mother ship and it explodes.

CUTAWAY TO EARTH:

The Chitauri warriors collapse, and the Leviathans fall from the sky. Thor and Cap look around as they do.

BACK IN SPACE:

Tony's eyes close as he falls slowly toward the portal.

211

EXT. STARK TOWER ROOFTOP - CONTINUOUS (DAY)

211

Natasha stands waiting.

NATASHA
Come on, Stark.

CUTAWAY TO CAP:

STEVE
Close it.

BACK TO SCENE:

Natasha plunges the scepter into the heart of the device. Just as the portal closes, Tony falls through back to earth.

The Avengers look up and see Tony reappear.

ON CAP AND THOR:

STEVE
Son of a gun!

Iron Man plummets to the ground.

THOR
He's not slowing down.

Thor prepares to fly at Stark and catch him when the Hulk grabs him out of the air, slides down the side of a building and crashes to the ground in front of Thor and Cap.

Hulk throws Iron Man off him and Thor and Cap run over. Thor pulls off Iron Man's face plate and Cap listens for a heartbeat, then sees the arc reactor is not glowing. Suddenly the Hulk roars and beats his chest. Tony, shocked, gasps and opens his eyes, looking around.

(CONTINUED)

TONY

What the hell? What just happened?
Please tell me nobody kissed me.

STEVE

We won.

TONY

Alright, Hey. Alright. Good job,
guys. Let's just not come in
tomorrow. Let's just take a day.
You ever tried shawarma? There's a
shawarma joint about two blocks
from here. I don't know what it is,
but I wanna try it.

THOR

We're not finished yet.

TONY

And then shawarma after?

212 INT. PENTHOUSE, STARK TOWER - CONTINUOUS 212

Loki crawls over to a stair and turns to see the Avengers surrounding him. Hawkeye has an arrow aimed at his face. Natasha is holding his scepter. Hulk growls.

LOKI

If it's all the same to you, I'll
have that drink now.

213 EXT. CENTRAL PARK, NEW YORK SKYLINE - EARLY EVENING 213

We slowly DOLLY OVER Central Park, PULLING TOWARD the city of New York.

MALE REPORTER (V.O)

Despite the dev...

214 INT. DARK ROOM, CARRIER - CONTINUOUS 214

There is a montage of shots from television news. The dialogue speaking....

MALE REPORTER

...devastation of what has been confirmed as an extraterrestrial attack, the extraordinary heroics of the group known as the Avengers-

(CONTINUED)

MALE CITIZEN

It's really great knowing they're out there, you know. That someone's watching over us.

FEMALE CITIZEN

I love you, Thor!

HUSBAND

I just don't feel safe with those thing out there.

WIFE

It seems like there's a lot they're not telling us.

STAN LEE

Superheroes? In New York? Give me a break!

THE SENATOR

These so called heroes have to be held responsible for the destruction done to the city. This was their fight. Where are they now?

215 EXT. CENTRAL PARK - CONTINUOUS

215

The Avengers and Selvig all walk to the center of a footbridge. Tony is carrying a briefcase, Thor has Loki in a muzzle and handcuffs, Barton, Natasha, Banner, and Steve walk from cars.

REPORTER (V.O)

Tough questions are being asked about the Avengers themselves, their sudden appearance and equally sudden disappearance.

WAITRESS (V.O)

What, that this is all somehow their fault?

216 INT. DARK ROOM, CARRIER - CONTINUOUS

216

On Fury's screen is the WAITRESS talking on CNN.

WAITRESS

Captain America saved my life. Wherever he is, and wherever any of them are, I would just- I would wanna say thank you.

(CONTINUED)

On the four screens above are the council members.

COUNCILMAN 2
Where are the Avengers?

FURY
I'm not currently tracking their
whereabouts. I'd say they've earned
a leave of absence.

COUNCILWOMAN (O.S)
And the Tesseract?

CUTAWAY TO CENTRAL PARK:

Selvig take a glass cylinder out of a truck. Tony opens his case, which is on the ground. Banner holds the Cube with some tongs and puts it into the glass cylinder Selvig has. Over this footage...

FURY (V.O)
The Tesseract is where
belongs...out of our reach.

BACK TO SCENE:

COUNCILMAN
That's not your call.

FURY
I didn't make it. I just didn't
argue with the god that did.

CUT BACK TO CENTRAL PARK:

Thor is smiling as he shakes hands and says goodbye to Selvig.

COUNCILMAN (V.O)
So you let him take it...

Loki is bound and gagged in the muzzle, he is mad. As he looks upon Natasha, she whispers something into Barton's ear that makes him smile.

COUNCILMAN (V.O)
and the war criminal Loki, who
should be answering for his crime.

FURY (V.O)
Oh I think he will be.

(CONTINUED)

Thor holds the cylinder that has the Tesseract in it. He gestures it to Loki, who grabs one end of the cylinder and Thor has the other, he nods to the others and twists the device, which lights up and the two vanish into the sky as the group looks on.

In front of Tony's new car, Steve and him shake hands.

COUNCILWOMAN (V.O)
*I don't think you understand what
you've started...*

Natasha takes a duffel bag out of the backseat of a SHIELD car. She hands it to Banner as Barton heads to the driver's seat.

COUNCILWOMAN (V.O) (CONT'D)
*...letting The Avengers loose on
this world. They're dangerous.*

Banner and Tony get into his new car and drive off

FURY (V.O)
*They surely are, and the whole
world knows it.*

BACK TO DARK ROOM WITH FURY:

FURY
Every world knows it!

COUNCILMAN
Was that the point in all this? A
statement.

CUTAWAY TO STEVE:

Steve is riding a motorcycle. He smiles.

FURY (V.O)
A promise.

BACK TO FURY:

The council signs off and Fury exits the room.

MARIA HILL (V.O)
Sir, how does it work now...?

217 INT. BRIDGE, CARRIER - CONTINUOUS (EARLY EVENING) 217

Hill and Fury make their way across the bridge while talking.

MARIA HILL

...They've gone their separate ways, some pretty extremely far. We get into a situation like this again, what happens then?

FURY

They'll come back!

The reach the air deck.

MARIA HILL

Really sure about that?

FURY

I am.

Fury looks out over the helicarrier.

MARIA HILL

Why?

FURY

Because we'll need them to.

Hill nods, in respect. She turns and walks back over the bridge and takes a folder from a SHIELD agent. Fury stands proud on the air deck.

218 INT. PENTHOUSE, STARK TOWER - CONTINUOUS 218

Pepper and Stark are looking at plans for a new tower. THE CAMERA slowly PULLS OUT...

219 EXT. STARK TOWER - CONTINUOUS 219

The huge STARK on the side of the tower has been destroyed, save for the letter "A".

CUT TO BLACK.

CREDITS.

220 EXT. UNKNOWN AREA OF SPACE

220

The Other kneels at the feet of another alien.

THE OTHER

The humans, they are not the
cowering wretches we were promised.
They stand. They are unruly and
therefore cannot be ruled.

DISEMBODIED FIGURE in a chair stands. The Other bows, like
he is in pain.

THE OTHER (CONT'D)

To challenge them, is to court
Death.

DISEMBODIED FIGURE turns and smiles, revealing himself to be
the mad titan himself-

THANOS.

CREDITS ROLL.

221 INT. SHAWARMA JOINT - DAY

221

The Avengers are sitting around a table, eating, stuffing
their faces. They are silent, no one makes a peep. The
workers are cleaning up this destroyed place. The place is
silent.

FADE BLACK.

THE END.