

**THE AVENGERS**

Written by

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"And there came a day, a day unlike any other, when Earth's mightiest heroes and heroines found themselves united against a common threat. On that day, the Avengers were born--to fight the foes no single superhero could withstand! Through the years, their roster has prospered, changing many times, but their glory has never been denied! Heed the call, then--for now, the Avengers Assemble!"

BURNING BLUE FLAMES. A smoky cube shape emerges - THE TESSERACT. Filling the screen with BLACKNESS.

**CUT TO:**

**EXT. THRONE ROOM, SPACE NIGHT**

Kneeling behind a THRONE, a CLOTHED, ARMORED FIGURE known as THE OTHER, bows.

**THE OTHER (V.O.)**

The Tesseract has awakened. It is on a little world. A human world. They would wield its power,...

**CUT TO:**

THE OTHER faces a HORNED SHAPED SHADOW. LOKI. Loki is handed the CHITAUURI SCEPTER, a long golden handle, fitted with a blue gem encircled with silver blades.

**THE OTHER (V.O.)**

But our ally knows its workings as they

never will. He is ready to lead. And our force, our Chitauri, will follow.

HIGH WIDE ON: TENS OF THOUSANDS of CHITAUURI stand ready in a seething mass of neat rows and columns....the ground simply

**QUAKES.**

**THE OTHER (V.O.)**

The world will be his. The universe yours. And the humans, what can they do but burn?

**CUT TO:**

**EXT. S.H.I.E.L.D. PROJECT P.E.G.A.S.U.S FACILITY NIGHT**

in a state of panic. It's an evacuation. A SWOOPING helicopter flies in.

CHAOS. Men in suits run around like in the typical 'we have to leave' fashion. Soldiers on foot jump onto Humvees, accelerating the hell out of there. A VOICE bellows from hidden loudspeakers.

**EXT. HELICOPTER PAD CONTINUOUS**

with Standing a few yards from the landing pad, A Fed in a suit badass shades, peers at the helicopter as it lands. This is

**SHIELD AGENT PHIL COULSON.**

SEXY, Walking out of the helicopter is SHIELD AGENT MARIA HILL, FIERCE AND DETERMINED. Following her, SHIELD DIRECTOR NICK FURY climbs out. Hill and Fury approach Agent Coulson.

**NICK FURY**

How bad is it?

**AGENT PHIL COULSON**

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

**INT. FACILITY FLOOR NIGHT**

section

Agent Coulson leads Hill and Fury through the radiation of the facility. Hundreds of technicians and other staff run around, taking only the essentials.

**AGENT PHIL COULSON**

Dr. Selvig read an energy surge from the Tesseract four hours ago.

**NICK FURY**

NASA didn't authorize Selvig to test phase.

**AGENT PHIL COULSON**

He wasn't testing it, he wasn't even in the room. Spontaneous advancement.

**AGENT MARIA HILL**

It just turned itself on?

**NICK FURY**

What are the energy levels now?

**AGENT PHIL COULSON**

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

**NICK FURY**

How long to get everyone out?

**AGENT PHIL COULSON**

Campus should be clear in the next half hour.

**NICK FURY**

Do better.

**CONTINUOUSLY HEADING DOWN TO RADIATION FACILITY FLOOR**

**AGENT MARIA HILL**

Sir, evacuation may be futile.

**NICK FURY**

We should tell them to go back to sleep?

**AGENT MARIA HILL**

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

**NICK FURY**

I need you to make sure that PHASE 2 prototypes are shipped out.

**AGENT MARIA HILL**

Sir, is that really a priority right now?

**NICK 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 2 on a truck and gone.

**AGENT MARIA HILL**

Yes, sir.  
(to standing agents)  
With me.

**INT. NASA SPACE RADIATION FACILITY, VACUUM CHAMBER**  
**CONTINUOUS**

held Fury enters the lab facility where the Tesseract is being  
by a COMPACT MUON SOLENOID COIL CHAMBER.

**NICK FURY**

Talk to me, doctor.  
concerned. DR. ERIK SELVIG emerges from behind the CMS machine,  
The Tesseract is glowing unusually brighter and flare rings  
shoot out at random.

**SELVIG**

Director.

**NICK FURY**

Is there anything we know for certain?

**SELVIG**

Tesseract is misbehaving.

**NICK FURY**

Is that supposed to be funny?

**SELVIG**

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

**NICK FURY**

How soon until you pull the plug?

**SELVIG**

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

**NICK FURY**

We've prepared for this, doctor. Harnessing energy from space.

**SELVIG**

We don't have the harness. Our calculations are far from complete. Now she's throwing off interference, radiation. Nothing harmful, low levels of gamma radiation.

**NICK FURY**

That can be harmful. Where's Barton?

**SELVIG**

The Hawk? Up in his nest, as usual. We see CLINT BARTON, dressed in black tactical gear, is up on the railings watching them below, Fury calls Barton on his earpiece.

**NICK FURY**

Agent Barton, report. BARTON rappels down from the catwalk. Walks up to Fury. They both walk around the facility in a discreet manner.

**NICK FURY**

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

**CLINT BARTON**

Well, I see better from a distance.

**NICK FURY**

Are you seeing anything that might set this thing off?

**NASA SCIENTIST**

**(TO SELVIG)**

Doctor, it's spiking again.

**CLINT BARTON**

No one's come or gone. It's oven is clean. No contacts, no I.M.'s. If there was any tampering, sir, it wasn't at this end.

**NICK FURY**

At this end?

**CLINT BARTON**

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

DR. SELVIG clacks away at the keyboard and sees on the monitoring his worst nightmares. Suddenly- the Tesseract THUNDERS and SHAKES the entire facility. Big enough where

both

Agents Hill and Coulson can feel and they're at different ends of the facility.

ends

The flaring rings and glow of the cube spout out brighter

and

louder, like a boiling pot of water. The Tesseract's energy builds up into a BEAM much like the Bifrost Bridge, which

HITS

at the end of a platform that is wired to the CMS device.

The

great maelstrom beam FIRES the TESSERACT energy. The beam

then

forms a VORTEX, which then opens up a PORTAL.

A BLACK HOLE IS CREATED. From the portal, the blackness of SPACE, beautiful and mysterious, strewn with a billion stars appears and a GUST of BLUE ENERGY CLOUDS fill the room,

blinding

everyone.

The Tesseract's energy forms into a cloud that reaches to

the

top the facility's vacuum chamber ceiling. It's abnormally quiet. Then... HEAVY BREATHING is heard from the platform. SHIELD GUARDS slowly approach, weapons in hands. A figure is kneeling on the platform, smoke coming off it. It's LOKI. Smiling in his mischievous manner, he raises his head. The

smile

dies down. He looks deep into the eyes of Fury, Barton and Selvig. He stands up, holing the scepter.

**NICK FURY**

Sir, please put down the spear!

Loki looks at his spear then suddenly points it at where

Fury

and Barton are standing and SHOOTS OUT A BLUE EXPLODING

LIGHT

TOWARDS THEM. BARTON TACKLES Fury and they both barely miss Loki's fired shot.

ALL HELL BREAKS. Machine gun fire is shot at Loki, but the bullets bounce off him like a boss. Loki jumps high from the platform and ATTACKS those firing at him.

his  
waits to  
almost  
Barton

In the blink of an eye, Loki takes down several guards with KNIVES and ENERGY BLASTS from the scepter. He stops and see who will attack him next. Honestly, the whole lab has gone to shit. Barton tries to stand up. Loki quickly walks towards him. raises his gun, but Loki grabs Barton's hand.

**LOKI**

mind

You have heart. Loki points the head of his spear at Barton's head. Barton's eyes suddenly glow BLACK. The ability to control Barton's is now in Loki's hand. Barton puts his piece away and stands straight. As Loki is busy using his abilities to control the minds of several S.H.I.E.L.D. personnel, Fury takes the Tesseract, placing it back into its case and tries to leave the lab. Then...

**LOKI**

Please don't. I still need that.

**NICK FURY**

**(TURNING)**

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**

Loki? Brother of Thor?

**NICK FURY**

We have no quarrel with your people.

**LOKI**

An ant has no quarrel with a boot.

**NICK FURY**

You planning to step on us?

**LOKI**

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

**NICK FURY**

Free from what?

**LOKI**

Freedom. Freedom is life's great lie.  
Once you accept that, in your heart...  
Like a gunslinger, Loki turns to face Selvig who's  
standing behind him and places his spear against Selvig's  
heart.  
Selvig's eyes glow BLACK.

**LOKI**

You will know peace.

**NICK FURY**

Yeah, you say peace, I kind of think  
you mean the other thing.  
From the vacuum chamber ceiling, Tesseract's energy cloud  
RAPIDLY builds into what may be an implosion.

**CLINT BARTON**

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

**NICK FURY**

Like The Pharaohs of Odin.

**SELVIG**

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

**LOKI**

Well, then...  
Loki, looking at Barton, who doesn't even hesitate, SHOTS  
FURY  
WHO FALLS TO THE GROUND. Barton grabs the case containing  
the  
Tesseract and leaves the lab with Loki, Selvig and the other  
S.H.I.E.L.D personnel Loki is controlling.

**INT. P.E.G.A.S.U.S BUNKER, ENTRANCE OF EXITING TUNNEL NIGHT**

Loki, Barton, Selvig and the other S.H.I.E.L.D personnel are  
in  
the parking lot of the facility, quickly gathering certain  
weapons. Agent Hill watches in confusion, referring to Loki.

**CLINT BARTON**

(pointing to the Loki team)  
Need these vehicles.

**AGENT MARIA HILL**

Who's that?

**CLINT BARTON**

He didn't tell me.  
Agent Hill looks suspiciously at them as they get into the  
truck  
and turns to leave, as she's walking away...

**NICK FURY**

(through the walkie talkie)  
Hill, do you copy?!  
Loki and Barton SHARPLY look at Agent Hill.

**BACK AT THE LAB**

Fury is sitting up, pulling out the bullet, breathing  
heavily.

**NICK FURY**

Barton is...

**INT. P.E.G.A.S.U.S BUNKER NIGHT**

Suddenly, Hill turns to SHOOT AT BARTON, but Barton is  
already  
POINTING HIS GUN at her and starts SHOOTING, he moves the  
driver's seat of the truck and DRIVES OFF as Hill keeps  
shooting.

**BACK AT THE LAB**

Fury is holding his side, running.

**NICK FURY**

He's got the Tesseract! Track it down!  
The energy is really brewing a fucking shit storm from the  
vacuum chamber ceiling.

**INT. P.E.G.A.S.U.S BUNKER/TUNNEL NIGHT**

Agent Hill SLIPS into a JEEP and follows after Barton's  
truck. Loki's trucks SCREECH across the tunnel. Several  
SHIELD  
trucks pull up to them. A drive-by shooting ensues.  
Loki, who stands on top of the bed of the truck, uses his  
scepter and EMITS energy blasts, flipping over SHIELD  
trucks.  
They get in, the cars roar out after them. Agent Hill puts  
herself at a distance.

**INT. FACILITY FLOOR NIGHT**

Fury races out of the hallway, avoiding falling pipes. The entire facility is now in a full earthquake.

**INT. FACILITY FLOOR, ELSEWHERE CONTINUOUS**

Agent Coulson and several SHIELD agents fall down the steps, dropping SILVER CASES of information. They attempt to grab them, but...

**AGENT PHIL COULSON**

No! Leave it!

They run out of there like a bat from hell.

**INT. P.E.G.A.S.U.S TUNNEL NIGHT**

Agent Hill's JEEP ROARS out of a side of Barton's truck and pulls up alongside them on the left. She goes way ahead and pulls her brake, swerving into a 360, facing Barton's truck

and

driving in reverse.

Barton's ARMS reach out the open window and OPENS FIRE.

Agent

Hill figures `fuck it' and SHOOTS her windshield OPENING

FIRE on

Barton.

**EXT. VAN NIGHT**

Agent Coulson jumps into a SHIELD VAN. On his walkie:

**AGENT PHIL COULSON**

You're clear, sir! You need to go!

**EXT. HELICOPTER PAD CONTINUOUS**

Fury BOLTS out of the facility and jumps into a helicopter.

The

surface of the pad gives way, PLUNGING the helicopter

through

the surface. But Fury's chopper BARELY makes it out.

**INT. P.E.G.A.S.U.S TUNNEL NIGHT**

Still in a chase and drive-by sequence, Barton's pushes the pedal harder, which causes Agent Hill's JEEP to WOBBLE out

and

put her back behind.

**INT. RADIATION FACILITY, VACUUM CHAMBER NIGHT**

OF The Tesseract's energy cloud now SHRINKS into a SMALL BALL  
WHITE LIGHT. Then...

OF **A CLOUD OF BLUE LIGHT CONSUMES THE ENTIRE FACILITY AND PARTS**  
what THE DESERT. Fury watches from below, a RAPID build-up into  
FACILITY may be an implosion. Several miles away, Agent Coulson's van  
feels a JOLT of the Tesseract's BLASTWAVE. THE ENTIRE

**SWALLOWS INTO ITSELF-- A TERRIFYING, UNIMAGINABLE IMPLOSION.**

**INT. P.E.G.A.S.U.S TUNNEL NIGHT**

onto The BLASTWAVE of the Tesseract causes the tunnel to cave in.  
Like an ocean wave, blinding crumbles of falling rock, fall  
blanket Agent Hill's JEEP, leaving her NEARLY trapped under this  
of rock.

the On the Barton's truck, they escape the tunnel and drive into  
truck. desert landscape. Fury's helicopter ROARS over Barton's

there, Loki looks up.  
From the chopper's door, it slides open and Fury stands  
image of holding a gun, SHOOTING at Barton's, giving an honoring

**JULES WINNFIELD.**

GOING Loki looks at Fury and in a fit of RAGE, points his scepter  
and SHOOTS OUT THE BLUE LIGHT. The chopper CATCHES on fire,  
along DOWN in a FIERY BALL. Fury, like the boss he is, JUMPS OUT  
touches down onto the desert floor. The chopper BARRELS  
the ground.

Fury, coming back to his senses, FIRES at Loki, but they're  
toofar and too late. Loki looks back, smiling. Fury stands  
there, MIND REELING. Then...

**AGENT PHIL COULSON**

**(WALKIE TALKIE)**

Director? Director Fury, do you copy?

**NICK FURY**

The Tesseract is with the hostile force. I have men down. Hill?

**INT. P.E.G.A.S.U.S TUNNEL NIGHT**

Agent Hill climbs out her JEEP, which is sandwiched in, but luckily, not her.

**AGENT MARIA HILL**

A lot of men still under, don't know how many survivors.

**EXT. DESERT NIGHT**

**NICK FURY**

Sound the general call. I want every living soul not working rescue looking for that brief case.

**AGENT MARIA HILL**

**(WALKIE TALKIE)**

Roger that.

**NICK FURY**

Coulson, get back to base. This is a LEVEL SEVEN. As of right now, we are at war.  
A beat.

**AGENT PHIL COULSON**

**(WALKIE TALKIE)**

What do we do?  
Fury stands there. Thinking. He looks up. On his face is sign of hope.

**THE AVENGERS**

**EXT. RUSSIA, SOLENSKI PLAZA, 3RD FLOOR NIGHT**

Out in the outskirts, near a railroad, a still in construction building is being occupied by GEORGI LUCHKOV, a LARGE, RUSSIAN GENERAL along with his THUGS. TALL THUG is in the middle of a brutal beating on NATASHA ROMANOFF, a SLEWING, FOXY, UNBELIEVABLY SEXY SPY. He BACKHANDS NATASHA'S face. She feels the pain, but does not breakdown.

LUCHKOV, smiling, walks up to her. Dialogue is in RUSSIAN.

**LUCHKOV**

This is not how I wanted the evening to go.

**NATASHA**

I know how you wanted this evening to go. Believe me, this is better.

**LUCHKOV**

I'd like to know why they sent you to carry out a carrier, a stained glass and other random items.

of an TALL THUG rocks her chair back, balancing her off the edge open floor. Natasha is now scared.

**NATASHA**

I thought General Soholob was in charge of the export business.

**LUCHKOV**

Soholob? Your reputation is quite a progression. THE FAMOUS BLACK WIDOW. Nothing but a pretty face.

**NATASHA**

picks You really think I'm pretty? LUCHKOV slowly walks over to a table filled with tools. He up a pair of pliers. TALL THUG opens up her mouth wide open.

**LUCHKOV**

We do not need the Lermontov to transfer the tanks. Tell him, well,...

**(IN ENGLISH)**

You may have to write it down. Suddenly, WEASELTY THUG'S cell rings. Confused, he answers.

**WEASELTY THUG**

Ya?

(looks at LUCHKOV)

It's for you.

LUCHKOV takes the phone, pissed.

**LUCHKOV**

Who the hell is...

**AGENT PHIL COULSON**

You're at 114 Solenski Plaza, 3rd floor.

We have an F22 exactly 8 miles out. Put the woman on the phone or I will blow up the block before you can make the lobby.

ear  
her  
HOLY SHIT. LUCHKOV places the cell phone against Natasha's seeing how she's tied to a chair with her hands tied behind back.

**AGENT PHIL COULSON**  
We need you to come in.

**NATASHA**  
Are you kidding? I'm working!

**AGENT PHIL COULSON**  
This takes precedence.

**NATASHA**  
I'm in the middle of an interrogation and this moron is giving me everything.

**LUCHKOV**  
I don't give everything.  
Natasha gives him a look.

**NATASHA**  
Look, you can't pull me out of this right now.

**AGENT PHIL COULSON**  
Natasha. Barton's been compromised.  
A beat.

**NATASHA**  
Let me put you on hold.  
She nods to LUCHKOV. As Luchkov comes to take the phone off her,  
spider,  
Natasha HITS him with her leg and HEADBUUTS him. Like a  
she stands up elegantly and starts ATTACKING TALL THUG by KICKBOXING him in the face.  
Still tied, she ROLLS over WEASELLY THUG after she trips him.  
then  
She then STOMPS on TALL THUG foot with peg of the chair,

**KNOCKS HIM OUT WITH HER HEAD.**  
Yeah, during all this Coulson is still waiting on the line.  
She

then FLIPS over and FALLS down hard on WEASELLE THUG,  
BREAKING  
THE CHAIR. She sees TALL THUG stand.  
Giving her momentum, she runs at him DROP KICKING him, FALLS  
DOWN and FLIPS right back up and WRAPS HER LEGS AROUND HIS  
NECK

**AND KNOCKS HIM OUT COLD.**  
She grabs LUCHKOV, wraps his leg around with a hanging chain  
and  
drops him down the open floor, dangling. She picks up the  
phone  
and her heels, like a boss.

**NATASHA**

Where's Barton now?

**AGENT PHIL COULSON**

We don't know.

**NATASHA**

But he's alive.

**AGENT PHIL COULSON**

We think so. I'll brief you on  
everything when you get back. But  
first, we need you to talk to the big  
guy.

**NATASHA**

Coulson, you know that Stark trusts me  
about as far as he can throw me.

**AGENT PHIL COULSON**

No, I've got Stark. You get the big  
guy.

**NATASHA**

Bozhe moi.

**EXT. INDIAN SLUM NIGHT**

A LITTLE GIRL runs through the crowd, trying to force a way  
through.

**INT. SHACK NIGHT**

A tiny shack. The LITTLE GIRL runs up the steps, only to be  
stopped by an attending woman. Then, the LITTLE GIRL spots  
him.

BRUCE BANNER, their LOCAL doctor.

**ATTENDING WOMAN**

What are doing here?! Get out! You shouldn't be here!

**LITTLE GIRL**

I have to see the doctor! It's my father!

**BANNER**

Calm down. What's wrong?

**LITTLE GIRL**

My father...

few Banner looks behind him seeing how the girl is staring at a people, lying down, looking very sick.

**BANNER**

Is he like them?

world. The LITTLE GIRL holds out all the money she has in the

**LITTLE GIRL**

Please.

**EXT. SLUMS CONTINUOUS**

local Banner and the LITTLE GIRL hastily run nearly to the edge of town. The LITTLE GIRL gets ahead of herself. Banner spots government car, he turns around, blocking any view of him.

**EXT/INT. LITTLE GIRL'S SHACK NIGHT**

he Banner quickly follows the LITTLE GIRL inside her house. As is walks in, the LITTLE GIRL ESCAPES THROUGH THE WINDOW. Banner left standing there like a dumbass.

**BANNER**

Should have got paid up front, Banner. Natasha then appears from behind the curtains. Banner turns around, quietly.

**NATASHA**

You know, for a man who's supposed to be avoiding stress, you picked a hell of a place to settle.

**BANNER**

Avoiding stress isn't the secret.

**NATASHA**

Then, what is it? Yoga?

**BANNER**

You brought me to the edge of the city, smart. I uh... assume the whole place is surrounded?

**NATASHA**

Just you and me.

**BANNER**

And your actress buddy, is she a spy too? Do they start that young?

**NATASHA**

I did.

**BANNER**

Who are you?

**NATASHA**

Natasha Romanoff.

**BANNER**

Are you here to kill me, Miss Romanoff? Because that's not gonna work out for everyone.

**NATASHA**

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

**BANNER**

SHIELD. How did 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 I need you to come in.

**BANNER**

What if I said no?

**NATASHA**

I'll persuade you.

**BANNER**

And what if the... other guy says no?

**NATASHA**

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

**BANNER**

I don't always get what I want.

**NATASHA**

Doctor, we're facing a potential global catastrophe.

**BANNER**

Well, those I actively try to avoid.

**NATASHA**

This is the Tesseract. It has the potential energy to wipe out the planet.

She shows him a photo of the Tesseract on her cell phone.

Banner

takes a closer look.

**BANNER**

What does Fury want me to do? Swallow it?

**NATASHA**

Well, he wants you to find it. It's been taken. It emits a gamma signature that's too weak for us to trace. There's no one that 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**

He needs me in a cage?

**NATASHA**

No one's gonna put you in a...

**BANNER**

**STOP LYING TO ME!**

her The THUNDEROUS TONE in his voice makes Natasha QUICKLY grab  
gun and point it at him, but something is now OFF in the  
atmosphere. Banner stands straight up, smiling.

**BANNER**

gun I'm sorry, that was mean. I just wanted  
to see what you'd do. 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, still wary, doesn't lower her gun. She lowers her  
and speaks into her earpiece.

**NATASHA**

Stand down. We're good here.

**EXT. OUTSIDE THE LITTLE GIRL'S SHACK NIGHT**

Amazingly, DOZENS OF SHIELD AGENTS are surrounding the shack  
outside.

**INT. LITTLE GIRL'S SHACK NIGHT**

Banner looks at Natasha, charming a smile at her.

**BANNER**

Just you and me?  
Natasha fidgets now that she exposed her guard down.

**INT. SHIELD ANALYTICAL ROOM NIGHT**

with Fury is facing several LARGE MONITORS as he has a conference  
members of the WORLD SECURITY COUNCIL.

**WORLD SECURITY COUNCIL #1**

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

**NICK FURY**

You ever been in a war, Councilman? In a firefight? Did you feel an overabundance of control?

**WORLD SECURITY COUNCIL #1**

You saying that this Asgard has declared war on our planet?

**NICK FURY**

Not Asgard. Loki.

**WORLD SECURITY COUNCIL #2**

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

**NICK FURY**

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

**WORLD SECURITY COUNCIL #1**

Which is why you should be focusing on phase 2, it was designed for exactly...

**NICK FURY**

PHASE 2 isn't ready, our enemy is. We need a response team.

**WORLD SECURITY COUNCIL #1**

The Avengers Initiative was shut down.

**NICK FURY**

This isn't about The Avengers.

**WORLD SECURITY COUNCIL #1**

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

**NICK FURY**

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

**WORLD SECURITY COUNCIL #2**

You believe?

**WORLD SECURITY COUNCIL #1**

War isn't won by sentiment, Director.

**NICK FURY**

No, it's won by soldiers.

**INT. BROOKLYN GYM NIGHT**

Somewhere in an old, almost WWII-esque boxing gym, STEVE ROGERS, a man out of time, THE FIRST AVENGER, FUCKIN' CAPTAIN AMERICA is PUMMELING a punching bag. With every swing, it's like a memory he's trying to fight off and repress.

**EXT. HYDRA BASE DAY (FLASHBACK)**

Captain America is running through the forest, dodging mortars, gunfire and the Tesseract's energy firearms.

**STEVE (V.O.)**

There's not enough time! I gotta put her in the water!

**INT. BROOKLYN GYM NIGHT**

Steve's rage keeps building as he punches the bag. It gets harder...

**INT. HORTEN H.XVIII, RED SKULL'S SHIP DAY (FLASHBACK)**

Steve places his COMPASS with an image of PEGGY CARTER. The time is here for him to crash the plane.

**INT. BROOKLYN GYM NIGHT**

Steve closes his eyes. Goes at the bag harder.

**PEGGY (V.O.)**

You won't be alone.

**INT. HORTEN H.XVIII, RED SKULL'S SHIP DAY (FLASHBACK)**

The RED SKULL picks up the TESSERACT.

**INT. BROOKLYN GYM NIGHT**

Steve opens his eyes and fuckin' tears the bag as the last memory kicks in. I don't think he can physically stop...

**SHIELD SCIENTIST (V.O.)**

Oh my god!

**INT. PROJECT P.E.G.A.S.U.S, ANTARCTICA DAY (FLASHBACK)**

Two  
vitals  
A half frozen Steve Roger is lying down on a medical slab.  
SHIELD SCIENTISTS run over hi-tech devices to see if his  
are up. And it seems...

**SHIELD SCIENTIST**

This guy is still alive!

**INT. BROOKLYN GYM NIGHT**

out  
punching  
bag  
Steve FUCKING tears the bag open, off its chain, spilling  
the sand. He stands, breathing hard, letting out 70 years of  
over repressed feeling.  
After taking a few breathers, Steve picks up another  
bag, which is laying next another DOZEN BAGS. He hooks the  
up and starts punching again. Fury walks in.

**NICK FURY**

Trouble sleeping?

**STEVE**

I slept for seventy years, sir. I think  
I've had my fill.

**NICK FURY**

the  
Then you should be out, celebrating,  
seeing the world.  
Steve stops punching and walks over to the bench, unraveling  
tape off his hands. He sits down.

**STEVE**

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

**NICK FURY**

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

**STEVE**

You here with a mission, sir?

**NICK FURY**

I am.

**STEVE**

Trying to get me back in the world?

**NICK FURY**

Trying to save it.

Fury hands Steve a file on the Tesseract, along with other files on HYDRA'S projects.

**STEVE**

Hydra's secret weapon.

**NICK 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?

**NICK 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.

**NICK FURY**

Ten bucks says you're wrong. There's a debriefing package waiting for you back at your apartment.

Steve turns and picks up a punching bag. Starts walking out of the gym.

**NICK FURY**

Is there anything you can tell us about the Tesseract that we ought to know now?

**STEVE**

You should have left it in the ocean.

**INT. OCEAN NIGHT**

is  
his  
IRON  
Out in the Atlantic Ocean, TONY STARK, in his IRON MAN suit,  
cutting a PIPELINE TRANSPORT with a laser cutter coming from  
hand. He then places a STARK ENERGY REACTOR. It lights up.  
MAN rockets out of the water and flies towards STARK TOWER.

**TONY**

You're good on this end. The rest is up  
to you.

**PEPPER POTTS**

(on the other line)  
You disconnected the transition lines?  
Are we off the grid?

**INSIDE THE SUIT -- PEPPER APPEARS ON HIS HUD MONITOR.**

**TONY**

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

**PEPPER**

Wow. So maybe our reactor takes over  
and it actually works?

**TONY**

I assume. Light her up.  
As IRON MAN flies to the STARK TOWER BUILDING, the power is  
switched on and the STARK sign LIGHTS UP.

**PEPPER**

How does it look?

**TONY**

Like Christmas, but with more... me.

**PEPPER**

Gotta go wider on the public awareness  
campaign. You need to do some press. I  
can do some more tomorrow. I'm working  
on the zoning for the next billboards.

**TONY**

Pepper, you're killing me. Remember?  
Enjoy the moment.

**PEPPER**

Then get in here and I will.  
TONY arrives at his skyscraper penthouse and is in the  
process  
of  
of taking off his IRON MAN suit through a hi-tech gauntlet  
gadgets.

**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**

Close the line Jarvis. I got a date.

**INT. TONY'S PENTHOUSE NIGHT**

PEPPER POTTS stares up at the monitors of the reactor  
device.

**PEPPER**

Levels are holding steady... I think.

**TONY**

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

**PEPPER**

Well, ha, 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.  
Points to the energy in his chest plate.

**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**

Twelve percent? For my baby?

**TONY**

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

**PEPPER**

Ooooooh.

**TONY**

My private elevator...

**PEPPER**

You mean OUR elevator?

**TONY**

...was teeming with sweaty workmen. I'm going to pay for that comment about percentages in some subtle way later, aren't I?  
Pepper pours herself and Tony a glass of champagne.

**PEPPER**

Not gonna be that subtle.

**TONY**

I'll tell you what. Next building's gonna say 'Potts' on the tower.

**PEPPER**

On the lease.

**TONY**

...Call your mom, can you bunk over?

**JARVIS**

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

**AGENT PHIL COULSON**

Stark, we need to talk. Tony picks up his phone and looks into it at Coulson.

**TONY**

You have reached the life model decoy of Tony Stark, please leave a message.

**AGENT PHIL COULSON**

This is urgent.

**TONY**

Then leave it urgently.  
At that moment the elevator door opens and Coulson appears.

**TONY**

Security breach.

**(TO PEPPER)**

That's on you.

**AGENT PHIL COULSON**

Mr. Stark.

**PEPPER**

Phil! Come in.

**TONY**

Phil? Uh, his first name is Agent.

**PEPPER**

Come on in, we're celebrating.

**TONY**

Which is why he can't stay.

**AGENT PHIL COULSON**

We need you to look this over.  
(he holds out a file towards

**STARK)**

Soon as possible.

**TONY**

I don't like being handed things.

**PEPPER**

That's alright, `cause I love to be handed things. So, let's trade.  
She passes her glass of champagne to Coulson and takes the  
file  
and  
from him, then takes her champagne glass back from Coulson  
passes the file over to Stark.

**PEPPER**

Thank you.

**TONY**

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

**AGENT PHIL COULSON**

This isn't a consultation.

**PEPPER**

Is this about The Avengers? Which I...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 PHIL COULSON**

This isn't about personality profiles anymore.

**TONY**

Whatever. Miss Potts, got a minute?  
Pepper walks over to Tony who places the files into his own databases.

**TONY**

You know, I thought we were having a moment.

**PEPPER**

I was having twelve percent of a moment. This seems serious, Phil's pretty shaken.

**TONY**

How did you notice? Why is he Phil?

**PEPPER**

What is all of this?

**TONY**

This is, uh...  
Tony EXPANDS his arms and different profiles appear in holographic form floating in the air in front of Tony and Pepper.

**TONY**

This.  
Screens appear of CAPTAIN AMERICA IN ACTION, the HULK ROARING AS

**HE ATTACKS THE ARMY AT CULVER UNIVERSITY, THOR FIGHTING THE DESTROYER** and another is of Loki and the Tesseract, to which Stark and Pepper look on in awe.

**PEPPER**

I'm going to take the jet to D.C. tonight.

**TONY**

Tomorrow.

**PEPPER**

You've got homework. You've got a lot of homework.

**TONY**

Well, what if I didn't?

**PEPPER**

If you didn't?

**TONY**

Yeah.

**PEPPER**

You mean if you finished?  
(Stark nods his head)  
Well, um...then...  
She whispers something in his ear. Tony GASPS. Coulson looks away in embarrassment.

**TONY**

Square deal. It's the last date.  
Pepper kisses him.

**PEPPER**

Work hard.  
As Pepper leaves with Agent Coulson, Tony grabs the Tesseract in holograph form, worried.

**INT. QUINJET DAY**



**AGENT PHIL COULSON**

Oh, you are. Absolutely. Uh... we've 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 PHIL COULSON**

With everything that's happening, the things that are about to come to light, people might just need a little old fashioned.

Steve takes in Coulson's sentiment.

**INT. UNDERGROUND LAB DAY**

Several soldiers under Loki's mind control run around, preparing to infiltrate whatever Loki has planned. Loki sits down, watching Selvig work with a CMS device. Loki meditates, until...

**EXT. THRONE ROOM NIGHT**

...the scepter materializes him back into the throne room of THE OTHER, fully armed in his horned helmet and armor. THE OTHER appears from the steps.

**THE OTHER**

The Chitauri grow restless.

**LOKI**

Let them go at themselves. I will lead them into 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 put the scepter in your hand, who gave you ancient knowledge and new purpose when you were cast out,

defeated?

**LOKI**

I was a king! The rightful king of Asgard! Betrayed!

**THE OTHER**

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

**LOKI**

You don't have the Tesseract yet. THE OTHER runs over to attack him, but stops as Loki points his scepter.

**LOKI**

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 can't find you. You think you know pain? He will make you long for something as sweet as pain.

back THE OTHER places his hand on Loki's head and transports him to Earth. Loki looks around, menacing.

**EXT. HELICARRIER LANDING STRIP DAY**

The QUINJET lands down a MASSIVE BATTLESHIP known as the HELICARRIER. It has two runways. One with direct access to a hangar at the rear is aligned along the spine of the vessel. Agent Coulson and Steve walk down the ramp, meeting up with Natasha.

**AGENT PHIL COULSON**

Agent Romanoff. Captain Rogers.

**STEVE**

Ma'am?

**NATASHA**

Hi.

**(TO COULSON)**

They need you on the bridge. Face time.

**AGENT PHIL COULSON**

See you there.

Agent Coulson walks away leaving Steve with Natasha, walking towards the railing of the ship.

**NATASHA**

There was quite the buzz around here, finding you in the ice. I 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. Without realizing, Banner doesn't notice them walking as he is nervous as hell. He moves around as people keep walking in his way.

**STEVE**

Dr. Banner.  
Steve walks up to Banner and shakes his hands.

**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**

(takes in the sentiment)  
Must be strange for you, all of this.

**STEVE**

Well, this is actually kind of familiar.

**NATASHA**

Gentlemen, you may wanna step inside in a minute. It's gonna get a little hard

to breath.  
Suddenly the HELICARRIER starts SHAKING as it prepares to  
fly "sail."

**STEVE**

Is this is a submarine?

**BANNER**

Really? They wanted me in a submerged  
pressurized metal container?  
They both move closer to the edge of the HELICARRIER. FOUR  
HUGE

**LIFT FANS MOUNTED ON THE SIDES STARTS TO LIFT INTO THE AIR**

**IN**

VTOL FLIGHT. Steve watches in AWE as Banner smiles.

**BANNER**

OH, NO. THIS IS MUCH WORSE.

**INT. HELICARRIER BRIDGE DAY**

The doors part and we enter THE BRIDGE OF THE SHIP a flurry  
of activity dozens of agents sit in front of their  
VIEWSCREENS.  
Agent Hill shouts her instructs to leave. Turns to NICK  
FURY,  
who is at the command chair.

**AGENT MARIA HILL**

We're at lock, sir.

**NICK FURY**

Good. Let's vanish.

**EXT. SKY**

The HELICARRIER rises high into the heavens. Suddenly, the  
entire ship is covered in reflecting mirrors, which then  
camouflages in the sky.

**INT. HELICARRIER BRIDGE CONTINUOUS**

Steve and Banner walk through the glorious, gleaming bridge,  
taking his position at the SCIENCE CONSOLE.

**NICK FURY**

Gentlemen.

statement  
and  
Steve gives Fury 10 bucks, referring to his earlier  
about never being surprised again. Fury walks over Banner  
and extends his hand. Banner, reluctantly shakes it.

**NICK FURY**

Doctor, thank you for coming.

**BANNER**

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

**NICK FURY**

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

**BANNER**

Where are you with that?  
Nick Fury turns to Agent Coulson to explain, while Natasha  
Romanoff eyes an image of Clint Barton on a computer screen.

**AGENT PHIL COULSON**

We're sweeping every wirelessly  
accessible camera on the planet.  
Cellphones, laptops. If it's connected  
to a satellite, it's eyes and ears for  
us.

**NATASHA**

That's still not gonna find them in  
time.

**BANNER**

You have to narrow the field. How many  
spectrometers do you have access to?

**NICK FURY**

How many are there?

**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 based on  
cluster recognition. At least we could  
rule out a few places. Do you have  
somewhere for me to work?

**NICK FURY**

Agent Romanoff, would you show  
Dr. Banner to his laboratory, please.

Natasha nods and walks off, leading Banner down the hall.

**NATASHA**

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

**INT. UNDERGROUND LAB, VACUUM ROOM DAY**

Selvig and several scientists work around the CMS device. Barton walks in, holding a tablet.

**SELVIG**

Put it over there!

**(TO BARTON)**

Where did you find all these people?

**CLINT BARTON**

SHIELD has not shortage of enemies, Doctor.  
He holds up a screen showing information on IRIDIUM.

**CLINT BARTON**

Is 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.

**CLINT BARTON**

Especially if SHIELD knows you need it.

**SELVIG**

Well, I didn't know!  
(sees Loki coming)  
Hey! The Tesseract is showing me so much. It's more than just knowledge, it's... truth.

**LOKI**

I know. What did it show you, Agent Barton?

**CLINT BARTON**

My next target.

**LOKI**

Tell me what you need.

**CLINT BARTON**

I'll need a distraction.

(grabs his bow)  
And an eyeball.

**INT. HELICARRIER BRIDGE NIGHT**

As they are waiting to locate Loki using satellite facial recognition, Coulson and Steve stand side by side, waiting.

**AGENT PHIL COULSON**

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

**STEVE**

No, no. It's fine.

**AGENT PHIL COULSON**

It's a vintage set. It 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. Weight, cross match, seventy-nine percent.

**AGENT PHIL COULSON**

Location?

**AGENT JASPER SITWELL**

Stuttgart, Germany. 28, Konigstrasse. He's not exactly hiding.

**NICK FURY**

Captain, you're up.  
Steve nods. Leaves.

**EXT. STUTTGART MUSEUM NIGHT**

century  
to  
Loki standing in front of the museum, dressed in 21st  
attire and with the scepter, disguised as a cane, walks up  
the entrance of the gala.

**INT. STUTTGART GALA NIGHT**

Inside, a lavished gala with an orchestra playing, is interrupted as the HEAD DOCTOR walks up to the mic.

**INT. HELICARRIER, STEVE'S LOCKER NIGHT**

the Steve walks into his own locker room. As he approaches to  
steel cabinet, the doors already reveal the updated CAPTAIN  
AMERICA UNIFORM, along with the famous SHIELD. He stands in  
silence.

**EXT. STUTTGART MUSEUM NIGHT**

One Outside the museum, GERMAN GUARDS stand in their positions.  
hears a of them is standing on top of the roof, scoping. He then

**THWACK!**

Barton He looks down. One of his guards is shot with an ARROW. He  
building. raises his gun. He is shot dead by an arrow. Falls down.  
eye and his CREW arrive at the doors of the locked science  
scanner instrument. Barton looks at the retinal scanner. He pulls out a SHIELD

**INT. STUTTGART GALA NIGHT**

the Loki looks from above the museum and descends down to where  
FLIPS HEAD DOCTOR is. As he makes it down and near the stage, he  
out his cane the other end. The guard there notices him, pulls  
his gun, but Loki CLUBS his head in. CHAOS ERUPTS.  
creatures Guests begin to leave the museum. Loki grabs the doctor and  
PLUNGES flips him over onto a marble table of the mythological  
down the doctor's eye. The doctor TWISTS in pain.

**EXT. STUTTGART MUSEUM NIGHT**

Suddenly, from Barton's instrument, a holographic eye of the  
head doctor appears and the image of the doctor appears on  
screen.  
a The doors to the facility open. Barton walks in and finds in  
cabinet, a glass thermos with a cylinder of iridium.

**EXT. STUTTGART GALA NIGHT**

materializes As the crowd runs away, Loki slowly walks out and

in his gold armor and helmet. The POLICE arrive and with no hesitation, he BLASTS the cars, FLIPPING them over and over.

**LOKI**

Kneel before me.  
The crowd ignores him. Another LOKI appears, blocking the crowd.  
Loki after Loki appears, they all grin as they raise their spears, encircling the crowd.

**LOKI**

I said. KNEEL!!!  
Everyone becomes quiet and kneels in front him. Loki embracing his arms out, smiling.

**LOKI**

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.  
As the words resonate to the kneeling crowd, an ELDER GERMAN MAN refuses to kneel and stands, heroic.

**ELDER GERMAN MAN**

Not to men like you.

**LOKI**

There are no men like me.

**ELDER GERMAN MAN**

There are always men like you.

**LOKI**

Look to your elder, people. Let him be an example.  
Loki is about to execute him with his scepter as the light GLOWS blue. Just as the ENERGY BEAM shoots out, FUCKING CAPTAIN AMERICA arrives! He dives in just in time and BLOCKS the blast with his SHIELD, knocking down Loki on his ass.

**CAPTAIN AMERICA**

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

disagreeing.

**LOKI**

**(STANDING UP)**

The soldier. A man out of time.

**CAPTAIN AMERICA**

I'm not the one who's out of time.  
From above Cap, the QUINJET arrives. A machine gun is  
pointed  
towards Loki.

**NATASHA**

Loki, drop the weapon and stand down.  
Like greased lightning, Loki sends a BLAST of blue at the  
time  
QUINJET. Natasha MANEUVERS it just in time, giving Cap the  
to throw his shield at Loki. They both begin to DUKE IT OUT.  
Loki FLINGS Cap to the ground. Cap then throws his shield,  
but  
Loki SWATS it way. Cap, using all the moves of a boxer, is  
KNOCKED down by Loki. Standing over him, he points the  
scepter's  
tip on his helmet.

**LOKI**

Kneel.

**CAPTAIN AMERICA**

Not today!  
Cap FLIPS and KNOCKS him out with his leg. Loki grabs him  
and  
FLIPS him over.

**INT. QUINJET NIGHT**

**NATASHA**

The guy's all over the place.  
Suddenly, AC/DC's "Shoot to Thrill" overdrives the QUINJET'S  
speakers.

**IRON MAN**

Agent Romanoff, did you miss me?  
Both Cap and Loki look up at the sky. Tony flies over in his  
IRON MAN suit and blasts Loki right back to the ground. IRON  
MAN  
touches down. He stands up and pulls out every piece of  
weaponry  
the suit has.

**IRON MAN**

Make your move, Reindeer Games.  
Loki puts up his hands and surrenders. His armor  
materializes  
away.

**IRON MAN**

Good move.

**CAPTAIN AMERICA**

Mr. Stark.

**IRON MAN**

Captain.

**INT. QUINJET NIGHT**

Fury  
Natasha watches the skies. THUNDER. Coming out of nowhere.  
speaks over her headset.

**NICK FURY (V.O.)**

Said anything?

**NATASHA**

Not a word.

**NICK FURY (V.O.)**

watch  
Just get him here. We're low on time.  
With Loki tied up and cuffed to his seat, Tony and Steve  
from a distance, whispering.

**STEVE**

I don't like it.

**TONY**

What? Rock of Ages giving up so easily?

**STEVE**

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

**TONY**

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

**STEVE**

What?

**TONY**

It's like calisthenics. You might have missed a couple things, you know, doing time as a Capsicle.  
Steve looks at Tony, finally meeting his ego match.

**STEVE**

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

**TONY**

Yeah, there's a lot of things Fury doesn't tell you.  
THUNDER and LIGHTNING nearly hit the jet, making it shake violently.

**NATASHA**

Where's this coming from?  
Thunder RUMBLES overhead. Loki stares out the window intently.

**STEVE**

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

**LOKI**

I'm not overly fond of what follows.  
What the fuck? OUTSIDE THE JET A BLINDING LIGHT hits the jet.  
Not a light. A King.  
THE MIGHTY THOR. Thor OPENS the ramp and grabs Loki by the throat and flies out. Steve and Tony are left dumbstruck.  
Tony puts the IRON MAN helmet on.

**IRON MAN**

Now there's that guy.

**NATASHA**

Another Asgardian?

**CAPTAIN AMERICA**

Think the guy's a friendly?

**IRON MAN**

Doesn't matter. If he frees Loki or kills him, the Tesseract's lost.  
Tony turns and gets ready to jump off the jet to chase after Thor.

**CAPTAIN AMERICA**

Stark, we need a plan of attack!

**IRON MAN**

I have a plan. Attack.  
IRON MAN jumps out of the jet and chases after Thor. Cap  
grabs a parachute to follow.

**NATASHA**

I'd sit this one out, Cap.

**CAPTAIN AMERICA**

I don't see how I can.

**NATASHA**

These guys come from legends, 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 JUMPS OUT of the jet.

**EXT. MOUNTAIN LEDGE NIGHT**

into  
MJÖLNIR.  
is  
Somewhere out in the European mountains, Thor throws Loki the side of the mountain. He raises the mighty hammer, He looks down at his brother, who he thought to be dead and angry to see him alive in this fashion.

**THOR**

Where is the Tesseract?

**LOKI**

**(LAUGHS)**

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 much dark energy did the Allfather have to muster to conjure you here? Your precious Earth.  
Thor drops MJÖLNIR, causing the mountain to quake. He picks  
up  
Loki. His brother.  
Although Thor is pissed for what he has done, a family is everything to a man or god.

**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 lets go Loki, who walks away from Thor, causing an even bigger wedge between them.

**THOR**

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

**LOKI**

**(TURNS AROUND)**

I remember a shadow. Living in the shade of your greatness. I remember you tossing me into an abyss. I 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.

**LOKI**

**(LAUGHS)**

And you're doing a marvelous job with that. The humans slaughter each other in droves, while you idly threaten. I mean to rule them. And why should I not?

**THOR**

You think yourself above them.

**LOKI**

Well, yes.

**THOR**

Then you miss the truth of ruling,

brother. Throne would suit you ill.  
Angrily, Loki shoves his brother to the side. He walks back  
up  
to the ledge. Turns around.

**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. You need the cube to  
bring me home, but I've sent it off I  
know not where.  
Mjölnir flies back to his grasp.

**THOR**

You listen well, brother. I...

**THOR IS KNOCKED OFF THE MOUNTAIN BY IRON MAN WHO TACKLES HIM**

**IN**

**MID-FLIGHT.**

**LOKI**

I'm listening.

**EXT. FOREST CONTINUOUS**

THOR and IRON MAN CRASH into the forest. Thor rolls himself  
up.  
IRON MAN is still standing, but keeps his distance. The  
helmet  
opens up.

**THOR**

Do not touch me again!

**TONY**

Then don't take my stuff.

**THOR**

You have no idea what you're dealing with.

**TONY**

Shakespeare in the park? Doth mother know you weareth 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, stay out of my way... tourist.

quick  
clear  
The IRON MAN helmet clamps up and he walks away. In one move, Thor pulls Mjölnir, throws it, and KNOCKS IRON MAN across into a tree.

**INSIDE THE SUIT**

**TONY**

raises  
ENERGY  
and  
raises  
points  
Okay.  
From the mountain side, Loki watches in amusement. Thor his hand. Mjölnir flies back to his hand. Thor SWINGS the hammer, summoning a ray of energy. IRON MAN stands up and from his HAND BOOSTERS, a BLAST of KNOCKS the MIGHTY AVENGER on his ass. IRON MAN flies back up and knocks Thor into a tree. Right back at you, bitch! Thor, kneeling on the ground, pulls Mjölnir to his hand, it to the skies and pulls in LIGHTING and THUNDER! Thor the hammer at IRON MAN and the outpouring of bolts lighting increases in intensity. IRON MAN falls back.

**INSIDE THE SUIT**

**JARVIS**

Power at 400% capacity.

**TONY**

How about that?

IRON MAN FIRES AWAY FROM HIS HAND BOOSTERS, pushing Thor to his knees. Like two gunslingers ready to draw, both Thor and IRON MAN fly towards each other and meet in the middle and ascend up.

**EXT. SKY NIGHT**

The two battle. IRON MAN grasps THOR, elbowing him and SMASHING him into the side of a mountain. THOR LEAPS off the mountain and takes IRON MAN with him.

**EXT. FOREST CONTINUOUS**

THOR and IRON MAN crash right back down, smashing down every tree possible. IRON MAN YANKS Thor right up. Thor grabs both HANDS BOOSTERS and begins to CRUSH them. Tony quickly CHARGES as much energy as he can and SHOOTS ENERGY in Thor's face. Thor FALLS back, losing his stance. IRON MAN HEADBUTTS Thor, with his gold-titanium alloy helmet. Thor... HEADBUTTS him with his fuckin' head and actually sends IRON MAN across the forest. IRON MAN boosts up and flies back at Thor, grabbing him by the arm and cape and SWINGS him into another tree. Thor looks up, ready. Thor runs with all his patience out the window. IRON MAN SWINGS and MISSES, giving Thor the momentum to grab him, lift him and SMASH him down hard. Thor summons back Mjölnir to his hand. Just as he's about to put the hammer down, IRON MAN uses his HAND BOOSTERS to SKID across the ground and trip Thor over. Standing up, Thor looks for him, but from behind him, IRON MAN CRASHES into his back. Thor stands facing IRON MAN. Ready to pounce... CAPTAIN AMERICA'S shield RICOCHETS off both Thor and IRON MAN, stopping them. They look up and see CAPTAIN AMERICA standing on top of a fallen tree with the shield back in hand.

**CAPTAIN AMERICA**

Hey! That's enough!

(comes down; looks at Thor)  
Now, I don't know what you plan on  
doing here.

**THOR**

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

**CAPTAIN AMERICA**

Then prove it! Put the hammer down.

**IRON MAN**

Um, yeah, no! Bad call! He loves his  
hammer!

**THOR BACKHANDS IRON MAN LIKE A PIMP WITH MJÖLNIR.**

Thor, losing all tolerance with this SENTENTIAL OF LIBERTY,  
raises the hammer.

**THOR**

**(TO CAP)**

You want me to put the hammer down?

**THOR LEAPS HIGH INTO THE AIR, RAISING THAT FUCKING HAMMER.**

CAPTAIN AMERICA CROUCHES DOWN and HOLDS UP HIS SHIELD. THOR  
brings that hammer down onto the shield and a MASSIVE

IMPLOSION

OF LIGHT reacts to the vibranium shield creating a MASSIVE

**SHOCKWAVE THAT BLOWS UP ANYTHING STANDING WITHIN A MILE.**

IRON MAN stands up, looking around like `holy shit.' Lying

right

next to him is Cap, who never takes his eye off Thor. Thor

looks

at both men.

**CAPTAIN AMERICA**

Are we done here?

**THOR, CAPTAIN AMERICA AND IRON MAN STAND THERE.**

**INT. HELICARRIER HALLWAY NIGHT**

DOZENS of SHIELD POLICE escort Loki, who is in handcuffs,  
smiling. As they pass the HELICARRIER LAB, Banner stops

working

on the CHITAUURI SCEPTER and looks up. Loki eyes him as he

walks,

nodding and smiling. BANNER rubs his head.

**INT. HELICARRIER DETENTION SECTION NIGHT**

Loki is now free from his cuffs and is contained in a LARGE GLASS CELL held by HYDRAULIC RIGS. Fury walks up the control panel of the cell.

**NICK FURY**

In case it's unclear. You try to escape. You so much as scratch that glass.

Loki's  
shit  
Fury presses a button which OPENS UP a HATCH underneath cell. Loki peers as much as he can from the glass. Without seeing, the sounds of GUSTING WIND would make man his pants. Not a god, though.

**NICK FURY**

Thirty thousand feet, straight down in a steel trap. You get how that works?! Fury closes the hatch. Points at Loki.

**NICK FURY**

steel  
Ant.  
Then points at the button which would drop Loki into the trap.

**NICK FURY**

Boot.

**LOKI**

**(SMIRKING)**

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

**NICK FURY**

Built for something a lot stronger than you.

**LOKI**

Oh, I've heard.  
Loki looks into the camera.

**INT. BRIEFING ROOM CONTINUOUS**

The others watch on the monitor Loki getting interrogated. Banner looks at the monitor, intently.

**INT. HELICARRIER DETENTION SECTION CONTINUOUS**

**LOKI**

The mindless beast, makes play he's still a man. How desperate are you, that you call upon such lost creatures to defend you?

**NICK FURY**

How desperate am I? You threaten my world with war. You steal a force you can't hope to control.

**(MORE)**

**NICK FURY (CONT'D)**

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 come so close. To have the Tesseract, to have power, unlimited power. And for what? A warm light for all mankind to share, and then to be reminded what real power is.

**NICK FURY**

**(SMILING)**

Well, you let me know if Real Power wants a magazine or something.  
Fury walks off leaving Loki in his glass cell. Loki looks  
back  
at the camera, smirking.

**INT. BRIEFING ROOM CONTINUOUS**

Steve watches until the monitor goes black. Thor, who didn't even look, just listened, stands there, torn apart. They all just stand there in stunned SILENCE. Finally --

**BANNER**

He really grows on you, doesn't he?

**STEVE**

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

**THOR**

**(COMING TOO)**

He has an army called the Chitauri.

They're not of Asgard or any world known. He means to lead them against your people. They will win him the earth. In return, I suspect, for the Tesseract.

**STEVE**

**(SERIOUSLY)**

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.

**NATASHA**

Loki has him 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 could smell crazy on him.

**THOR**

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

**NATASHA**

He killed eighty people in two days.

**THOR**

He's adopted.

**BANNER**

Iridium, what did they need the Iridium for?

**TONY**

It's a stabilizing agent.  
(walks in with Coulson; to

**COULSON)**

I'll fly you there. Keep the love  
alive. Means the portal won't collapse  
on itself, like it did at SHIELD.

**TONY (CONT'D)**

**(TO THOR)**

No hard feelings, Point Break. You've  
got a mean swing.  
(referring to the Iridium)  
Also, it means the portal can open as  
wide, and stay open as long, as Loki  
wants.

**(TO CREW)**

Uh, raise the mid-mast, ship the top  
sails. That man is playing GALAGA!  
Thought we wouldn't notice. But we did.  
(covering his eye, looks

**AROUND)**

How does Fury do this?

**AGENT MARIA HILL**

He turns.

HACKING Tony looks around the monitors and places a BUTTON SIZE  
IMPLANT under Fury's desk, without anyone noticing.

**TONY**

Well, that sounds exhausting. 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. A high energy density,  
something to kick start the cube.

**AGENT 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 got 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.

**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**

Is that what just happened?  
Tony and Banner shake hands. A glimmer in their eyes shines  
as  
the mutual respect for each other shows.

**TONY**

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

**BANNER**

**(LOOKS DOWN)**

Thanks.

**NICK FURY**

**(WALKING IN)**

Dr. Banner is only here to track the cube. I was hoping you might join him.

**STEVE**

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

**NICK FURY**

I don't know about that, but it is powered by the cube. And I'd 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! I understood that reference. Tony rolls his eyes, while Cap looks proud of himself.

**TONY**

Shall we play, doctor?

**BANNER**

Let's play some. As Banner and Tony walk out, the GALAGA PLAYER turns ever so discreetly, watches as everyone else disperses and goes back to playing.

**INT. BANNER'S LAB - NIGHT (LATER)**

Banner continuously scans with a gamma ray detection scanner on the scepter for radiation. Tony looks at his monitors, shifting and solving as many algorithms and equations.

**BANNER**

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

**TONY**

If we bypass their mainframe and direct a reroute to the Homer cluster, we can clock this around six hundred teraflops.

**BANNER**

All I packed was a tooth brush.

**TONY**

**(SMILES)**

You know, you should come by STARK TOWERS sometime. Top ten floors, all R&D. You'd love it, it's candy land.

**BANNER**

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

**TONY**

Well, I promise a stress free environment. No tension. No surprises. Suddenly, Tony pokes Banner with a MINIATURE ELECTRICAL

PROD.

Steve walks in on them, pissed at Tony.

**BANNER**

**OW!**

Tony looks at Banner closely.

**TONY**

Nothing?

**STEVE**

**(TO BANNER)**

Hey! Are you nuts?

**TONY**

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, doctor.

**BANNER**

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

**TONY**

You're tiptoeing, big man. You need to strut.

**STEVE**

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

**TONY**

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

**STEVE**

You think Fury's hiding something?

**TONY**

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

(points to Banner)

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

**BANNER**

(bobbling the words)

Uh...I just wanna finish my work here and...

**STEVE**

Doctor?

A beat.

**BANNER**

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

**STEVE**

I heard it.

**BANNER**

(pointing at Tony)

Well, I think that was meant for you. Even if Barton didn't post that all over the news.

**STEVE**

The Stark Tower? That big ugly

(Tony gives him a look)

...building in New York?

**BANNER**

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

**TONY**

That's just the prototype. I'm kind of the only name in clean energy right now.

**BANNER**

(referring to Tony)  
So, why didn't SHIELD bring him in on the Tesseract project? I mean, what are they doing in the energy business in the first place?

**TONY**

I should probably look into that once my decryption programmer finishes breaking into all of SHIELD's secure files.

**STEVE**

(taken by that)  
I'm sorry, did you say...?

**TONY**

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

(holds out a bag of blueberries)  
Blueberry?

**STEVE**

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

**TONY**

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

**STEVE**

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

**TONY**

Following is not really my style.

**STEVE**

**(SMILING)**

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

**TONY**

(a nerve hit)  
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?  
Steve takes in the possibility, but as an obedient soldier,  
shakes it off.

**STEVE**

Just find the cube.  
Steve walks out of the lab. Still torn apart by the  
possibility,  
he walks away, towards the HULL of the ship.

**BACK IN THE LAB**

**TONY**

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

**BANNER**

The guy's not wrong about Loki. He does  
have the jump on us.

**TONY**

What he's got is an ACME dynamite kit.

**TONY (CONT'D)**

It's gonna blow up in his face, and I'm  
gonna be there when it does.

**BANNER**

And I'll read all about it.

**TONY**

Uh-huh. Or you'll be suiting up like  
the rest of us.

**BANNER**

Ah, 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 of  
shrapnel, trying every second to crawl  
its way into my heart.  
(points at the MINI-ARC  
REACTOR in his chest)  
This stops it. 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.  
Banner tries to read the computer screen, but Tony slides  
the data aside with his finger so the two can see face-to-face.

**TONY**

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

**BANNER**

So you're saying that the Hulk... the  
other guy... saved my life?

**(MORE)**

**BANNER (CONT'D)**

That's nice. It's a nice sentiment.  
Saved it for what?

**TONY**

**(A BEAT)**

I guess we'll find out.  
Banner and Stark get back to work at their respective  
computers.

**BANNER**

You might not like that.

**TONY**

You just might.

**INT. HULL HANGAR, SECURE STORAGE 10-C NIGHT**

Steve, with all his MIGHT, slides the HEAVY IRON door and  
STEALTHILY walks in. SECURE STORAGE 10-C is a large  
warehouse,  
filled with METAL CRATES stacked.  
Steve looks up, seeing another level. He LEAPS up high and  
holds  
onto the catwalk railing. Steve continues to move forward.

**INT. VAN NIGHT**

are  
Selvig  
metal

Inside this particular van, Selvig and a few other SOLDIERS driving inside a long tunnel. With the CMS device inside, Selvig carefully picks up the small cylinder shape IRIDIUM with prongs and lightly places it a SLOT within the CMS. THE CMS ACCEPTS IT. Selvig looks at it, devilishly smiling.

**INT. BRIEFING ROOM NIGHT**

Thor

On a SHIELD monitor is a photo and record of JANE FOSTER. Thor looks at her, remembering. With him is Agent Coulson.

**AGENT PHIL COULSON**

As soon as Loki took the doctor we moved Jane Foster. We've got an excellent observatory in Traunsee. She was asked to consult there very suddenly yesterday. Handsome fee, private plane, very remote. She'll be safe.

**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.

**AGENT PHIL 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 BILCHSTEIM.

**AGENT PHIL COULSON**

Like what?

**THOR**

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

**AGENT PHIL COULSON**

Don't think so.

**THOR**

They are repulsive, and they trample everything in their path.  
Thor walks over to the side of the ship and looks out the window, lamenting about what has happened and what may come.

**THOR**

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.

**NICK FURY (O.S.)**

War hasn't started yet.

**(WALKING IN)**

You think you can make Loki tell us what 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 that would prize his need from him.

**NICK FURY**

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

**THOR**

What are you asking me to do?

**NICK FURY**

I'm asking. What are you prepared to do?

**THOR**

Loki is a prisoner.

**NICK FURY**

Then why do I feel like he's the only person on this boat that wants to be here?  
Thor doesn't answer.

**INT. HELICARRIER DETENTION SECTION NIGHT**

he  
Loki walks back and forth inside his glass cell. Suddenly,  
stops.

**LOKI**

There's not many people that can sneak  
up on me.  
(turns to see NATASHA)

**STANDING THERE)**

**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?

**NATASHA**

Love is for children. I owe him a debt.

**LOKI**

**(SITTING DOWN)**

Tell me.

**NATASHA**

(she pulls up a chair as

**WELL)**

Before I worked for SHIELD, I  
uh...well, I made a name for myself. I  
have a very specific skillset. 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**

**(LAUGHS)**

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

**NATASHA**

Regimes fall every day. I tend not to weep over that, I'm Russian... or was.

**LOKI**

What is it you want?

**NATASHA**

It's really not that complicated. I've 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? SÃO 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?

**(STANDING; ANGRY)**

This is the basest sentimentality. This is a child at prayer... PATHETIC!

**INTERCUTS**

- Tony and Banner continuously work at their monitors.

**LOKI (V.O.)**

You lie and kill in the service of liars and killers.

- Agent Hill checks every VIEWSCREEN in the bridge. Fury oversees.

**LOKI (V.O.)**

You pretend to be separate, to have your own code, something that makes up for the horrors. But they are a part of you, and they will never go away!

- Steve opens a STEEL crate. Angry, he looks behind him and

OF

looks back into the crate. THE CRATE IS FILLED WITH AN ARRAY

**HYDRA WEAPONS.**

**INT. HELICARRIER DETENTION SECTION NIGHT**

Loki SLAMS his cell, making Natasha FLINCH.

**LOKI**

I won't touch Barton. Not until I make  
him kill you! Slowly. Intimately. In  
every way he knows you fear! And when  
he'll wake just long enough to see his  
good work, and when he screams, I'll  
split his skull! This is my bargain,  
you mewling quim!  
NATASHA turns around, walks away from Loki, disgusted.

**NATASHA**

**(QUIETLY; DISTRAUGHT)**

You're a monster.

**LOKI**

**(LAUGHS)**

No, you brought the monster.

**NATASHA**

(turns back around; poised)  
So, Banner... that's your play.

**LOKI**

**(STAGGERED)**

What?

**NATASHA**

**(ON EARPIECE)**

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

**(TO LOKI)**

Thank you for your cooperation.  
Natasha quickly walks out, leaving Loki frozen.

**INT. BANNER'S LAB MORNING**

on Fury walks in SURPRISED to see Tony and Banner stop working the scepter.

**NICK FURY**

**(ANGRY)**

What are you doing, Mr. Stark?

**TONY**

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

**NICK 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.

(suddenly his monitor show a collection of SECRET FILES)

What is PHASE 2?

causing Suddenly, Steve drops a HYDRA ASSAULT RIFLE on the table Fury, Banner and Tony to turn around. Cap looks pissed.

**STEVE**

PHASE 2 is SHIELD uses the cube to make weapons.

**(TO TONY)**

Sorry, the computer was moving a little slow.

**NICK FURY**

(trying to explain)  
Rogers, we gathered everything related to the Tesseract. This does not mean that we're...

**TONY**

plans of I'm sorry, Nick.  
Tony moves the computer screen towards Fury which shows

**THE WEAPONS.**

**TONY**

What were you lying?

**STEVE**

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

At that moment, Thor and Natasha walk into the lab. Natasha keeps her eyes right on Banner. Banner looks at her, PISSED.

**BANNER**

Did you know about this?

**NATASHA**

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

**BANNER**

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

**NICK FURY**

Because of him.  
(pointing at Thor)

**THOR**

**(STUNNED)**

Me?

**NICK 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, outgunned.

**THOR**

My people want nothing but peace with your planet.

**NICK 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**

You're 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?

**NICK FURY**

You forced our hand. We had to come up with something.

**TONY**

Nuclear deterrent. `Cause that always calms everything right down.

**NICK FURY**

Remind me again how you made your fortune, Stark?

**STEVE TONY**

I'm sure if he still made Wait! Wait! Hold on! How is weapons, Stark would be neck this now about me? deep... I'm sorry, isn't THOR everything?

I thought humans were more evolved than this.

**NICK FURY**

Excuse me, did WE come to YOUR planet and blow stuff up?

**THOR**

Did you always give your champions such mistrust?

**NATASHA BANNER**

Are you all really that Captain America is on naive? S.H.I.E.L.D monitors potential threat potential threats? watch list?

**TONY STEVE**

(to Steve) I swear to God, Stark, one You're on that list? Are you more crack... above or below angry bees?

Threatening! I feel threatened!

Loki's As the "team" argues, they don't realize the BLUE GEM on scepter is glowing brightly.

**INT. AIRCRAFT CARRIER DAY**

the Outside the HELICARRIER, a lone carrier slowly hovers over ship.

**SHIELD BASE VOICE**

661 Bravo, please relay your pass code. What is your hull, over?

**BARTON**

Barton Arms to ammunition, over. Inside, BARTON and his crew suit up and arm themselves. pulls out his hi-tech bow and arrows.

**INT. BANNER'S LAB MORNING**

off Back in the lab, the egos of these people keeping rubbing each other and at any moment, the shit will hit the fan.

**THOR**

You speak of control, yet you court chaos.

**BANNER**

It's his M.O., 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.

**NICK FURY**

You need to step away.

**TONY**

(puts his arm around Steve)  
Why shouldn't the guy let off a little steam?

**STEVE**

(pushes Tony off)  
You know damn well why! Back off!

**TONY**

(comes face-to-face with Cap)  
Oh, I'm starting to want you to make me.

**STEVE**

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. Yeah, I've seen the footage.

**(MORE)**

**STEVE (CONT'D)**

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**

**(SMILING)**

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

**TONY**

(that did it)  
A hero? Like you? You're a lab rat, Rogers. Everything special about you came out of a bottle!

**OUTSIDE THE HELICARRIER**

one  
holding  
hundred  
then  
the

The ramp of the carrier opens. The carrier maneuvers next to of the large turbine engines. Barton stands at the base, out his bow. He pulls out a GRENADE TIPPED ARROW. He points right at the engine. Then...Barton moves his AIM and points the arrow about a feet from the engine. He releases. The arrow flies out, but SHARPLY heads for the engine. The arrow is punctured onto engine. It has a visible timer which is COUNTING DOWN.

**INT. BANNER'S LAB MORNING**

Back in the lab, Steve puffs up his chest at Tony, who just stands there, unmoving.

**STEVE**

Put on the suit, let's go a few rounds.  
Thor laughs at them.

**THOR**

You people are so petty... and tiny.  
Tony rubs his head. Moves away from Cap.

**BANNER**

Yeah, this is a tee...

**NICK FURY**

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

**BANNER**

Where? You rented my room.

**NICK FURY**

The cell was just in case...

**BANNER**

In case you needed to kill me, but you  
can't! I know! I tried!

**(A BEAT)**

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!  
Banner slowly gets upset as he looks at Romanoff, who gets unnerved.

**BANNER**

You wanna know my secret, Agent Romanoff? You wanna know how I stay calm?  
BLACK WIDOW and Fury have their hands down to grab their guns.

**STEVE**

Doctor Banner... put down the scepter.

**BANNER LOOKS DOWN AND IS SHOCKED TO SEE HE'S HOLDING LOKI'S SCEPTER.** The computer beeps. They all turn to it.

**TONY**

Got it.  
Banner puts down the scepter and walks over to the computer.

**BANNER**

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

**THOR**

Located the Tesseract?

**TONY**

I can get there faster.

**STEVE**

Look, all of us...

**THOR**

The Tesseract belongs on Asgard, no human is a match for it.  
Tony turns to leave, but Steve stops him.

**STEVE**

You're not going alone!

**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.  
At that moment Banner who's looking at the monitor notices something about the Tesseract.

**BANNER**

Oh, my God!

**OUTSIDE THE HELICARRIER**

Barton PULLS THE TRIGGER ON HIS BOW. The arrow then EXPLODES  
THE

**ENGINE RIGHT OFF THE HELICARRIER!**

**INT. BANNER'S LAB MORNING**

Everyone is thrown in every direction. Steve, Fury, Thor and Tony are thrown across while Natasha and Banner is down in  
the  
lower equipment room. Steve looks up at Tony.

**STEVE**

Put on the suit!

**TONY**

Yep!  
Steve helps Tony up and out of the lab. Fury sits up,  
clutching  
his ribs. He puts on his EARPIECE.

**NICK FURY**

Hill?!

**INT. HELICARRIER BRIDGE DAY**

PANDEMONIUM ERUPTS. Emergency alarms set off, fire  
extinguishers  
activate near surrounding fires and every agent is in a  
spinning  
scramble for their positions and armaments. Agent Hill keeps  
the  
bridge as calm as possible.

**AGENT MARIA HILL**

Turn up that engine! Number 3 engine is  
down! Can we get a run in?  
(runs over to GALAGA PLAYER)  
Talk to me.

**GALAGA PLAYER**

(points to monitor)  
Turbine's loose. Mostly intact, but  
it's impossible to get out there and

make repairs while we're in the air.

**AGENT MARIA HILL**

We lose one more engine, we won't be.  
Somebody's got to get inside and patch  
that engine.

**INT. BANNER'S LAB MORNING**

**NICK FURY**

Stark! You copy that?!

**TONY (V.O.)**

I'm on it!

**NICK FURY**

Coulson! Initiate official lock down in  
the detention section then get to the  
armory! Move out!

**INT. HELICARRIER BRIDGE DAY**

Agent Coulson runs out of the bridge.

**INT. LOWER EQUIPMENT ROOM, CARRIER MORNING**

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

**NATASHA (CONT'D)**

(quietly, to herself)  
I'm okay. We're okay, right?

**EXT. HELICARRIER DECK DAY**

rappel  
Barton leads his men into the air ducts of the ship. They  
down into a corridor.

**BARTON**

Get that engine down! Detention! Get  
him through the dark! Come with me.  
Two of his men follow him. They head towards the bridge.

**EXT. ND HALLWAY, CARRIER MORNING**

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 above in all its glory.

**INT. LOWER EQUIPMENT ROOM, CARRIER CONTINUOUS**

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, 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 approaching SHIELD soldiers arrive to check on her. She furiously WAVES them away. They bolt out of there.

**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...

**BANNER**

Your life? His voice has the change in it -- the bitter amusement is morphing to a growled threat. Another explosion rocks the carrier -- and he turns to look at her, transforming just as the lights go out.

**NATASHA**

**(PLEADING)**

Bruce. Banner suddenly starts transforming into the HULK and gives Natasha one last knowing look. Natasha STRUGGLES FREE of the rubble. She stops. The HULK, sensing her, turns his head and puts on a face of a disturb monster. Natasha JOLTS up the stairs with the HULK chasing after her. Natasha maneuvers like a black widow should. She rolls under a turbine, starts to crawl within the maze of pipes. The HULK pulls them out from above the catwalk. Natasha falls through under the catwalks and quickly and stealthily escapes. The HULK lets out a ROAR OF RAGE unlike anything. PRIMAL. Not human.

**INT. HELICARRIER DETENTION SECTION DAY**

Loki looks up, smiling mischievously.

**INT. HELICARRIER BRIDGE DAY**

Fury RUNS in and sees the chaos has increased even more than before. The HELMSMAN is in complete disarray.

**NICK FURY**

Bring the carrier inwards and head south. Take us to the water.

**HELMSMAN**

Why water? Navigations recalibrated after the engine failure.

**NICK FURY**

Is the sun coming up?!

**HELMSMAN**

Yes, sir.

**NICK FURY**

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

**EXT. HELICARRIER PORT SIDE DAY**

CAPTAIN AMERICA, pushing with all his strength the door to portside, sees SHIELD tech in full oxygen masks shoot fire extinguishers and cover from sparks -- largely unable to do anything.

TORN

Engine 3 is totally dead. A LARGE CHUNK of the port side in

**OFF.**

**CAPTAIN AMERICA**

Stark, I'm here!

**TONY**

damaged

Good. See what we got.

Tony flies in his IRON MAN suit and gets close to the engine.

**INSIDE THE SUIT**

and

Tony observes within his viewscreen at the damaged engine its layouts.

**TONY**

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

**EXT. HELICARRIER PORT SIDE DAY**

IRON MAN begins PULLING on the stuck rotors. Looks over at Steve.

**IRON MAN**

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

IRON MAN flies into giant cooling conductors. CAPTAIN AMERICA

JUMPS over to the other side of the broken railing. CAPTAIN AMERICA gets himself to the control panel and opens it up.

For a

man who grew up as a YANK, what the fuck is this!

**IRON MAN**

What's it look like in there?

**CAPTAIN AMERICA**

It seems to run on some form of electricity.

**IRON MAN**

Well, you're not wrong.

**INT. LOWER EQUIPMENT ROOM, CARRIER DAY**

Natasha continuously crawls under the catwalk. She stops. Then...BOOM. BOOM. BOOM. The room vibrates. Rhythmically. Natasha pulls out her gun and slowly walks out onto the

catwalk

and spins.

liquid

...and then a ROAR. THE HULK. Natasha FIRES a shot into a

THE

nitrogen pipe that hits the hulk in face. The HULK SMASHES

behind

SHIT OUT OF IT. Natasha begins to run through the maze of corridors. The sound the monster is coming.

Finally, she reaches and a long corridor. As she runs,

her, the HULK TEARS up the hallway, coming at her.

Natasha turns to see, but the HULK SLAPS her into the wall,

**SMASHING INTO THE GROUND.**

has

The HULK marks his territory. Natasha looks up. A fear she

IS never felt begins to seep out. The HULK raises his hand and  
KNOCKED OFF HIS FEET BY THOR WHO TACKLES HIM INTO the next  
room.

**INT. HELICARRIER AIRCRAFT PORT CONTINUOUS**

Both Thor and HULK roll across the floor. Every person runs  
the hell out. Thor looks up at this magnificent beast. The HULK  
stands up and moving like a boxer, wants Thor to make his  
move.  
The HULK makes his move.  
SWING AND A MISS. Thor swings his massive hand and almost  
knocks HULK off his feet. HULK keeps swinging and missing, missing  
him off. Finally, he brings down his arm, but Thor grabs it and  
wraps around it.

**THOR**

We are not your enemies, Banner! Try to  
think!  
HULK lifts his arm up, to Thor's surprise, and he SENDS HIM  
**FLYING AS HE PUNCHES THOR'S FACE WITH HIS FIST.**

**EXT. HELICARRIER PORT SIDE DAY**

IRON MAN continuously BLASTS broken debris off the turbine  
engine. It's bad, but still fixable.

**CAPTAIN AMERICA (V.O.)**

The relays are intact. What's our next  
move?

**TONY**

Even if I clear the rotors, this thing  
won't re-engage without a jump. I'm  
gonna have to get in there and push.

**EXT. HELICARRIER PORT SIDE DAY**

**CAPTAIN AMERICA**

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

**TONY**

Then stay in the control unit and  
reverse polarity long enough to  
disengage mag...

**CAPTAIN AMERICA**

Speak English!

**TONY**

See that red lever? It'll slow the rotors down long enough for me to get out. Stand by it, wait for my word. CAPTAIN AMERICA looks over at the other side where he was.

He

sees the red lever and JUMPS towards it.

**INT. HELICARRIER AIRCRAFT PORT DAY**

Thor CRASHES into another stack of crates. As he raises his head, he feels something on his lips. BLOOD. As he swipes it off, the ROAR of the HULK is not too far. Thor extends his

hand

out.

strains

The ROAR gets LOUDER and CLOSER. Thor focuses. His hand

runs

toward mid-air. His eyes tight in concentration. The HULK

hand

right at him. At the last second, MJÖLNIR flies into his

the

and Thor UPPERCUTS HULK, WHO CRASHES INTO A FIGHTER JET. HULK stands up, shaking his head like 'what the fuck just happened.' He SHAKES it off and ANGRILY rips off the TAIL of

HURLS

jet, TORQUES HIS BODY LIKE A GREEK DISCUS THROWER AND...

**THE MASSIVE PLATE AT THOR.**

but

Thor SLIDES and DUCKS under the tail. Jumping up, he throws Mjölnir with all his strength, knocking the HULK head over heels. HULK falls down, hammer in hand. HE tries to lift it,

The

can't. Mjölnir rests atop his hand.

Struggle as he may, HULK wraps his hand around the hammer.

his

hammer doesn't move. To no avail -- he strains with all his might, SCREAMS from the effort, BELLOWING.

Thor jumps up again, KNEEING HULK in the face. Thor grabs

hammer, jumps on him, using the hammer as a lock for his CHOKEHOLD. Hulk tries to pull him off.

**INT. HELICARRIER BRIDGE DAY**

Fury and Agent Hill look over their monitors.

**NICK FURY**

We need a full evac on the lower hangar bay.

GRENADE Agent Hill nods. She leaves to exit out, but a SLIDING appears.

**AGENT MARIA HILL**

**GRENADE!**

a The grenade goes off, sending her down the steps. Fury FIRES  
the shot at the open entrance. He moves over behind the side of  
entrance. A handful of Barton's men enter. Watchful, ready, waiting... Fury steps out, his GUN drawn.  
stop A SHOOT OUT and HAND-TO-HAND ensues, but Fury is unable to  
Hill, one of them, which is why he is shot in the head by Agent  
who looks hot and sexy holding her gun.

**INT. HELICARRIER ARMORY SECTION DAY**

into Agent Coulson walks up the armory door. He places his head  
a FACIAL RECOGNITION SCANNER. Walks into the room.

**AGENT JASPER SITWELL (V.O.)**

We got perimeter breach! Hostiles are in SHIELD gear. Hold on to every junction.

**INT. HELICARRIER AIRCRAFT PORT DAY**

HULK HULK CRASHES from under the floor, sending Thor on his ass.  
grabs him by the neck.

**INT. HELICARRIER BRIDGE DAY**

A gunfight opens up. AGENTS exchange fire with brutally efficient tactical soldiers.

**AGENT JASPER SITWELL (V.O.)**

Sir, the HULK and Thor are in shuttle levels 2, 3 and 4!

**AGENT MARIA HILL**

Sir, the Hulk will tear this place apart!

**NICK FURY**

Get his attention.

**AGENT MARIA HILL**

(on her EARPIECE)

Escort 606, proceed to 270 MAIN SHUTTLE! Don't get too close.

**ESCORT 606 PILOT (V.O.)**

Copy.

**EXT. SKY DAY**

ESCORT 606'S jet BANKS to the right, heading towards the shuttle.

**EXT. OUTSIDE SHUTTLE**

going  
ESCORT 606 PILOT slowly makes his way in. sees the action between Thor and the HULK.

**ESCORT 606 PILOT**

Target acquired. Target engaged.  
(pulls the trigger; fires  
guns at HULK)

for  
He  
A SHOWER OF BULLETS SPRAYS THE HULK EVERYWHERE. Thor ducks cover. The HULK turns around, letting out his PRIMAL ROAR. jumps up, TAKES A RUNNING START AND LEAPS...

**ESCORT 606 PILOT LOOKS LIKE HE TOOK A SHIT.**

**ESCORT 606 PILOT**

**TARGET ANGRY! TARGET ANGRY!**

HULK  
but  
HULK LANDS ON THE JET'S NOSE. THE JET SPINS WILDLY. As the tears it apart, ESCORT 606 PILOT pulls his ejection seat,

**HOLD THE FUCKIN' DOOR!**

**THE HULK CATCHES HIM, WAVES HIM AROUND AND THEN THROWS HIM AWAY.**

HULK  
ESCORT 606 PILOT pulls his parachute. THE JET EXPLODES. THE

**PLUMMETS TO EARTH, ROARING HIS SWAN SONG.**

**EXT. HELICARRIER PORT SIDE DAY**

JUMPS IRON MAN laser cuts a big piece of broken metal. He then  
on it, relieving the rotors.  
On the other side, BARTON'S men enter the port side. CAPTAIN  
AMERICA looks down, pondering if they are help. Evidently  
not as they begin SHOOTING at him and throwing grenades.  
CAPTAIN AMERICA jumps to the other railing and down with  
Barton's men. He begins to TAKE THEM DOWN, even goes as far  
as throwing one off. A few more enter, FIRING.  
CAPTAIN AMERICA grabs a NOVESKE RIFLEWORKS DIPLOMAT (big  
word for big fuckin' gun) and jumps back up to his position,  
firing down at them.

**INT. HELICARRIER BRIDGE DAY**

The gunfight has gone down, but more of Barton's men enter  
and are taken by Fury, who is confused as to why they keep  
coming.

**NICK FURY**

They are not getting through here, so  
what the hell...  
Suddenly, Barton LOOSES an arrow down to the bridge and  
EXPLODES critical spots. Barton releases a multi-tipped arrow towards  
Fury, but instead hits his command desk, right above a USB

**OUTLETS.**

Fury FIRES at Barton, but is already gone. The arrow then  
self-activates and inserts itself into the outlets, hacking every  
to single monitor and main frame. The hacking causes Engine 1  
TILT shut off. Suddenly, the HELICARRIER begins to DANGEROUSLY  
to one side.

**AGENT JASPER SITWELL (O.S.)**

Sir, we've lost all power in Engine 1.

**NICK FURY**

It's Barton. He took out our systems.  
He's headed for the detention level.  
Does anybody copy?

**INT. LOWER EQUIPMENT ROOM, CARRIER- DAY**

Still shaken by the HULK ordeal, Natasha sits there, rocking back and forth, after crying for a while. Summoning back all her coolness, she touches her EARPIECE.

**NATASHA**

This is Agent Romanoff. I copy.  
Natasha SPRINGS up and runs for Barton.

**EXT. HELICARRIER PORT SIDE DAY**

IRON MAN begins to push the rotor using BOOSTERS from his boots.

**NICK FURY (V.O.)**

Stark, we're losing altitude.

**IRON MAN**

Yeah. Noticed.

The rotors start propelling faster and faster as IRON MAN'S BOOSTERS get more and more bright.

On the other side, CAPTAIN AMERICA continuously shoots at Barton's men. Blinking at the wrong moment, CAPTAIN AMERICA loses the upper hand and SLIDES off the railing, but grabs

onto

a LOOSE CABLE.

**INT. HELICARRIER DETENTION SECTION DAY**

Thor runs into the detention section where he finds Loki, escaping.

**THOR**

**NO!**

Thor CHARGES at his brother. Loki walks up to him and CROUCHES

down to attack. THOR ONLY GOES THROUGH HIM. The false Loki dissipates into nothingness. THE REAL LOKI comes out from

behind

the cell door, which closes on THOR, locking him up. Loki smiles.

**LOKI**

Are you ever not going to fall for that?

**INT. LOWER EQUIPMENT ROOM, CARRIER DAY**

Barton walks alone down the catwalk. In a lightning fast move,

hand Barton nocks an arrow, and points it at NATASHA. A hand-to-hand fight ensues. Natasha CRAWLS her way around Barton, making Barton to drop his bow, but pulls out a KNIFE on her.

**INT. HELICARRIER DETENTION SECTION DAY**

To Thor, in a fit of anger, SLAMS MJÖLNIR onto the glass cell. SHAKES his surprise, the cell door only CRACKS, but violently the ship. Loki stands there in caution, as does his GUARDING SOLDIER.

**LOKI**

(smiles; walks over to the

**CONTROL PANEL)**

COULSON The humans think us immortal. Should we test that? Suddenly, GUARDING SOLDIER falls down like a tree. AGENT stands there, holding PHASE 2 WEAPON PROTOTYPE.

**AGENT PHIL COULSON**

Move away, please.  
Loki moves away from the switch.

**AGENT PHIL COULSON**

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?

**A LOUD GASP. AGENT COULSON IS IMPALED THROUGH THE HEART. THE REAL LOKI STANDS BEHIND COULSON.**

**THOR**

slumps Nooo!  
switch. Loki sends Agent Coulson against the wall. Agent Coulson down, breathing fast. Loki makes his way to the control hopeful. He gives his brother one last look. Thor looks at him, AND Loki opens the HATCH. Thor still hopes. LOKI HITS THE BUTTON

**DROPS THOR OUT OF THE SHIP.**

**INT. LOWER EQUIPMENT ROOM, CARRIER DAY**

Barton and Natasha continue attacking each other. Natasha KICKBOXES Barton's face. Feeling that, Barton takes a SWING at her, but she grabs his arm, TWISTING it. BARTON WRITHES IN PAIN. Using his other arm, he tosses the knife over and begins to SLASH at Natasha. She dodges every move, but finds herself in a LOCK HOLD with him. As he forces the knife down, she BITES his wrist. Barton lets go of the knife. Natasha WRAPS her legs around his neck, FLIPS him over and arm LOCKS him. She SLAMS his head into a pipes rail. Barton goes down, hard. He looks up her, almost coming to his real senses.

**BARTON**

Natasha...  
Natasha COLDCOCKS him. Barton is out.

**EXT. SKY**

Thor, trapped in the glass cage, BOUNCES off the JUMBLING cell glass, pod. As it draws closer to land, Thor tries to swing at but misses. Land draws closer. In a final attempt before crashing, Thor positions himself onto the glass door and LEAPFROGS just as the cage is about to hit the ground. The cell CRASHES into the shore as Thor crashes out into the meadow.

**INT. HELICARRIER DETENTION SECTION DAY**

Loki has no remorse as he looks down. He closes the hatch and proceeds to leave. A WEAK VOICE.

**AGENT PHIL COULSON**

You're gonna lose.

**LOKI**

**(TURNING)**

Am I?

**AGENT PHIL COULSON**  
It's in your nature.

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

**AGENT PHIL COULSON**  
You lack conviction.

**LOKI**  
I don't think I...

**AGENT COULSON SHOOTS LOKI WITH HIS PHASE 2 WEAPON PROTOTYPE, CAUSING LOKI TO BE BLOWN THROUGH THE WALL BEHIND HIM.**

**AGENT PHIL COULSON**  
So that's what it does.

**INT. HELICARRIER BRIDGE DAY**

hatch  
to.  
Back in the bridge, Fury sees on his VIEWSCREEN that the hatch has been open. Knowing Agent Coulson was sent there, he goes to.

**EXT. HELICARRIER PORT SIDE DAY**

THE  
LEVELS  
IRON MAN continuously SPINS Engine 3, giving it all he has. ROTORS ARE PROPELLING PROPERLY AND FAST. The HELICARRIER itself.

**INSIDE THE SUIT**

**TONY**  
Cap, I need the lever!

**STEVE (V.O.)**  
I need a minute here!

the  
rotors, getting chewed up.  
**TONY**  
Lever. Now!  
Tony lets go of the rotors. They spin by themselves. Tony is then caught in one. He is now fucked. IRON MAN slips into the rotors, getting chewed up.

**EXT. HELICARRIER PORT SIDE DAY**

CAPTAIN AMERICA CLIMBS up the loose cable and reaches the railing.  
BARTON'S MAN opens fire once more. CAPTAIN AMERICA pulls himself up and finally PULLS the lever.  
A VENT opens up from Engine 3. IRON MAN falls out, but the suit heavily damaged, hardly keeping him up. IRON MAN heads for Cap.  
BARTON'S MAN turns his AIM to IRON MAN, who TACKLES him into the wall. IRON MAN rolls over, tired. Cap lets out a sigh of relief.

**OUTSIDE THE HELICARRIER**

The carrier that brought Barton and his team now leaves, taking Loki and his scepter. The carrier flies into the distance.

**INT. HELICARRIER DETENTION SECTION DAY**

Fury runs in finding Agent Coulson still alive, barely.

**AGENT PHIL COULSON**

Sorry, boss. They got rabbited.

**NICK FURY**

Just stay awake. EYES ON ME!

**AGENT PHIL COULSON**

No. I'm clocked out here.

**NICK FURY**

Not an option.

**AGENT PHIL COULSON**

It's okay, boss. This was never going to work... if they didn't have something... to...

Agent Coulson looks away. Sighs his last breath. Nick Fury looks on grimly at Coulson. The medical team arrives.

**INT. HELICARRIER BRIDGE DAY**

**NICK FURY (V.O.)**

Agent Coulson is down.  
Agent Hill is being treated for a gash on her head, listens on her headset, standing up.

**SHIELD AGENT (V.O.)**

Paramedics are on their way.

**NICK FURY (V.O.)**

They're here.

**INT. HELICARRIER PORT SIDE DAY**

Steve and Tony listen in as well.

**NICK FURY (V.O.)**

They called it.

**INT. HELICARRIER BRIDGE LATER**

Fury gathers Tony and Steve back into the briefing room  
everyone there has a look as if in a daze. A look of numb shock is  
shown on their devastated faces.

**NICK FURY**

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

Fury throws Coulson's CAPTAIN AMERICA TRADING CARDS on the  
table towards Steve. Steve picks them up, STAINED WITH BLOOD.

**NICK FURY**

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. Maybe I had that  
coming.

**(A BEAT)**

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. 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 gets up and walks off, not wanting to hear it anymore.

**NICK FURY**

Well, it's an old fashioned notion.

**EXT. MEADOW DAY**

Thor walks out far into the meadow. He looks down. MJÖLNIR.

**INT. ABANDONED BUILDING DAY**

Banner wakes up, in human form. He looks around and sees he  
is  
IN A PILE OF RUBBLE and looks up at the OPEN CEILING HE  
CRASHED  
IN. AND IS COMPLETELY NAKED. A SECURITY GUARD stands there,  
amazed.

**SECURITY GUARD**

You fell out of the sky.

**BANNER**

**(COMING TO)**

Did I hurt anybody?

**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...  
He throws Banner a pair of big pants. Banner pulls on his  
pants.

**SECURITY GUARD**

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

**BANNER**

Thank you.  
A beat.

**SECURITY GUARD**

Are you an alien?

**BANNER**

What?

**SECURITY GUARD**

From outer space, an alien?

**BANNER**

No.

**SECURITY GUARD**

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

**INT. HELICARRIER MEDICAL ROOM DAY**

Barton is strapped down. Natasha watches over him as Barton tries to shake off Loki's mind control.

**NATASHA**

Clint, you're gonna be alright.

**CLINT BARTON**

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

**NATASHA**

We don't have that long, it's gonna take time.

**CLINT BARTON**

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

**NATASHA**

You know that I do.

**CLINT BARTON**

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

**NATASHA**

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

**CLINT BARTON**

Thanks.

(Natasha unfastens the

**RESTRAINTS)**

Tasha, 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.

**CLINT BARTON**

Loki, he got away?

**NATASHA**

Yeah. I don't suppose you know where?

**CLINT BARTON**

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

**NATASHA**

We gotta stop him.

**CLINT BARTON**

Yeah? Who's we?

**NATASHA**

I don't know. Whoever's left.

**CLINT BARTON**

Well, if I put an arrow in Loki's eyesocket, I'd sleep better I suppose.

**NATASHA**

Now you sound like you.  
Natasha sits next to her partner and friend.

**CLINT 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...

**(SHE PAUSES)**

**CLINT BARTON**

Natasha.

**NATASHA**

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

**INT. HELICARRIER DETENTION SECTION DAY**

a Tony look at the empty cell container. He stands not saying word. Steve walks in.

**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.

**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**

**(WALKS AWAY)**

Right. How did that work for him?

**STEVE**

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

**TONY**

(turns around sharply)  
WE ARE NOT SOLDIERS! I am not marching

to Fury's wife!

**STEVE**

Neither am I! He's got the same blood on his hands as Loki does. Right now we've got to put that aside and get this done. Now Loki needs a power source, if we can put together a list...

**TONY**

(looking at the blood stained

**WALL)**

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**

He had to conquer his greed, but he knows he has to take us out to win, right? That's what he wants. He wants to beat us and he wants to be seen doing it. He wants an audience.

**STEVE**

Right, I caught his act at Stuttgart.

**TONY**

Yeah. That's just a preview, this is opening night. Loki's a full-tilt diva. He wants flowers, he wants parades, he wants a monument built in the skies with his name plastered...

**(PAUSE)**

Sonofabitch!

**EXT. STARK TOWER DAY**

set-  
Selvig works around the CMS device that has already been  
upon the rooftop of Tony's tower.

**INT. HELICARRIER MEDICAL ROOM DAY**

Steve walks in full uniform. Natasha looks at him, unprepared.

**STEVE**

Time to go.

**NATASHA**

Go where?

**STEVE**

I'll tell you on the way. Can you fly one of those jets?  
Barton walks out of the restroom. Looks at Cap.

**CLINT BARTON**

I can.  
Steve looks at Natasha and she nods her head to confirm Barton's on their side.

**STEVE**

You got a suit?

**CLINT BARTON**

Yeah.

**STEVE**

Then suit up.

**MONTAGE**

from  
- KRAKAKABOOM! A blinding BOLT OF LIGHTNING strikes down above, colliding on MJÖLNIR. The explosion is massive. THE  
**MIGHTY THOR.**  
- CAPTAIN AMERICA pulls on his HELMET and SHIELD.  
- Tony WELDS his IRON MAN helmet. LIGHT slips down over IRON MAN's eye holes.  
- BLACK WIDOW attaches a GLOVE GAUNTLET with her rounds on her  
wrist. A BLUE LIGHT CHARGES.  
- HAWKEYE slips on his QUIVER of arrows.

**EXT/INT. QUINJET DAY**

Cap, Widow and Hawkeye walk towards and into the QUINJET. A YOUNG SHIELD PILOT looks and stands in their way.

**YOUNG SHIELD PILOT**

You are not authorized to be here...

**CAPTAIN AMERICA**

Son... just don't.

**INT. HELICARRIER BRIDGE DAY**

Fury looks the window of the ship, contemplating. Agent Hill walks up to him, knowing.

**AGENT MARIA HILL**

Sir.

**NICK FURY**

Agent Hill?

**AGENT MARIA HILL**

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

**NICK FURY**

They needed the push.

(holding Coulson's cards)

A LOUD NOISE SCREECHES. Fury looks out to see IRON MAN

flying

off as well as the QUINJET.

**NICK FURY**

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

**AGENT MARIA HILL**

Yes, sir.

**EXT. NEW YORK CITY SKYLINE - STARK TOWER DAY**

CMS

IRON MAN arrives at STARK TOWER where Selvig, ACTIVATES the device, holding the Tesseract.

**JARVIS**

Sir, I took off the arc reactor. The device is already self-sustained.

**TONY**

Shut it down, Dr. Selvig.

**SELVIG**

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

**IRON MAN**

Okay.

IRON MAN aims his hands toward the CMS and FIRES. The energy from his boosters SHATTERS with a deafening CRACK! Selvig falls backwards. DOWN BELOW, CITIZENS OF NEW YORK look up at STARK TOWER. IRON MAN stares in disbelief at the CMS ... unharmed.

**JARVIS**

The barrier is pure energy. It's unbreachable. The Mark VII is not ready to be deployed.

**TONY**

Skip the spinning rims. We're on the clock. TONY lands his SUIT and goes through the gauntlet and unsuits into him. LOKI looks up at him, smiling. They proceed to walk the penthouse.

**INT. STARK PENTHOUSE DAY**

Loki walks in, holding the scepter. Tony casually walks down the steps, towards the 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 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 CHITAUURI are coming, nothing will change that. What have I to fear?

**TONY**

**THE AVENGERS.**

(Loki looks at him, confused)  
It's what we call ourselves, sort of like a team. `EARTH'S MIGHTIEST HEROES' type of thing.

**LOKI**

Yes, I've met them.

**TONY**

**(SMILING)**

Yeah, takes us a while to get any traction, I'll give you that one.

**TONY (CONT'D)**

But, let's do a head count here. Your brother, the demi-God; 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**

Not a great plan. When they come, and they will, they'll come for you.  
From underneath the bar table, Tony pulls on COLANTOTTE BRACELETS, a honing device.

**LOKI**

I have an army.

**TONY**

We have a HULK.

**LOKI**

I thought the beast had wandered off.

**TONY**

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. Because if we can't protect the Earth, you can be damned well sure we'll avenge it.

**LOKI**

(slowly walks up to him; raising the scepter)  
How will your friends have time for me, when they're so busy fighting you?  
Loki TAPS Tony on the chest with his scepter. PING! Nothing. Confused, Loki tires again. PING! NOTHING.

**LOKI**

It should work.

**TONY**

Well, performance issues. You know?  
In anger, Loki GRABS Tony by the throat and FLINGS him across the room.

**TONY**

Jarvis. Anytime now.  
Loki grabs Tony by the throat again.

**LOKI**

You will all fall before me.  
LOKI THROWS TONY OUT THE WINDOW. Tony FREEFALLS down the tower.  
From behind Loki, an elevator opens and a RED POD SHOOTS out.  
The pod LASER SIGNALS the COLANTOTTE BRACELETS on Tony. The POD begins to TRANSFORM into the MARK VII suit.  
It LATCHES onto Tony. IRON MAN. The suit FLIES up before he hits the ground or the gazing people. Loki looks up, angry.

**IRON MAN**

And there's one other person you pissed off! His name was Phil.  
Loki raises the scepter. IRON MAN FIRES at Loki, sending him on his ass.

**EXT. STARK TOWER DAY**

Selvig looks up at the sky. The Tesseract's energy BEAMS into the sky. The beam then forms a VORTEX, which then opens up

**ANOTHER PORTAL.**

**EXT. VASTNESS OF SPACE**

SPILLS  
A hole in space rips open, and from it, the CHITAUARI ARMY  
out in FLYING CHARIOTS, carrying ENERGY RIFLES with a  
bayonet on the end.

**INSIDE THE SUIT**

**TONY**

Right. Army.  
IRON MAN flies up towards the portal. From his shoulders, a  
miniature multiple rocket launcher, pops out and FIRES. Like  
the  
JERICHO MISSILE, several targets are taken down unlike no  
missile. It's useless. THOUSANDS OF CHITAUARI FLY OUT. IRON  
MAN  
flies towards the city.

**EXT. MANHATTAN DAY**

The CHITAUARI UNLEASH. New Yorkers fill the streets, staring  
at  
the fire fight in the distance. BOOM!!! The CHITAUARI  
unleashes  
BLASTS as it goes, blowing up cars, setting storefronts  
aflake.

**AN EXPLOSION RIPS OUT THE WINDOWS OF THE TOP CORNER OF  
BUILDINGS. FLAME AND STONE RAIN DOWN. A DOMINO-EFFECT OF  
EXPLOSIONS RIPPLING ACROSS THE BRIDGE.**

**EXT. STARK TOWER DAY**

Loki walks onto the balcony as the SOUNDS of the CHITAUARI  
rings  
out. He admires his soon to be kingdom. THOR LANDS ON THE  
TOWER.  
Loki turns to his ENEMY.

**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.

rage  
Loki and Thor rush at each other. They and their weapons collide. The two battle -- Loki unleashing another pent-up and jealousy, Thor having no choice but to defend himself.

**EXT. MANHATTAN DAY**

SOLDIERS AND COPS have taken positions covering the streets. They see from the sky, IRON MAN leading a trail of CHITAUARI towards his tower.

**EXT. SKY DAY**

The QUINJET BOOMS into the city.

**BLACK WIDOW (V.O.)**

Stark, we're heading north east.

**INSIDE THE SUIT**

**IRON MAN**

What, did you stop for drive-thru?  
Swing up PARK, I'm gonna lay 'em out  
for you.

**EXT. STARK TOWER DAY**

going  
to  
the  
IRON MAN BANKS around his tower. Sees Thor and Loki still at it. IRON MAN SWOOPS down the street, causing a CHITAUARI crash.  
Flying up, IRON MAN puts the following CHITAUARI in view of QUINJET. BLACK WIDOW takes out machine gun and FIRES at the  
**CHITAUARI.**

**INSIDE THE SUIT**

**JARVIS**

Sir, we have more incoming.

**TONY**

Fine. Let's keep them occupied.  
IRON MAN heads back to the portal.

**EXT. STARK TOWER DAY**

Thor and Loki battle savagely. Loki fires ENERGY from the scepter, sending Thor sliding across the floor.

**INT. QUINJET DAY**

HAWKEYE looks out to his left window, finding a target.

**HAWKEYE**

Yeah.

**BLACK WIDOW**

See them.

HAWKEYE BANKS the jet towards STARK TOWER. Aims the MINIGUN at  
Loki. Loki AIMS the scepter at the QUINJET and FIRES A BLAST OF  
ENERGY. Thor gets to his feet, TACKLING Loki down hard. THE QUINJET is soon caught on fire. HAWKEYE maneuvers one wing  
of the jet. They SPIN and SLOW. DROPPING OUT OF THE AIR AS IT  
PASSES OVER SKYSCRAPERS. Then... they SLAM into the street.

**INT. QUINJET DAY**

With everyone okay, HAWKEYE and BLACK WIDOW unfasten their seatbelts and open the ramp. CAPTAIN AMERICA runs down, followed  
by HAWKEYE and BLACK WIDOW. Each one has their respected weapons  
in hand.

**EXT. FOUR WAY STREET DAY**

The TRIO arrives in the middle of a four-way street. Suddenly,  
the city LURCHES to a stop. A DEEP, PRIMAL RAGE BELLOWS OUT. With that roar, a SHADOW comes over them.

**EXT. VASTNESS OF SPACE**

From the portal, a FUCKING CHITAUURI LEVIATHAN FLIES OUT! Carrying hundreds of SOLDIERS, the CHITAUURI LEVIATHAN PASSES OVER the TRIO.

**EXT. BRIDGE STREET DAY**

They look up, out of their element. From both sides, CHITAUURI  
SOLDIERS CLING OFF and attach themselves to the sides of the buildings, sliding down. Some CRASH into these buildings and

begin FIRING from their ENERGY RIFLES at innocent people.

**CAPTAIN AMERICA**

Stark, are you seeing this?

**INSIDE THE SUIT**

**TONY**

I'm seeing, still working on believing.  
Where's Banner? Has he shown up yet?

**CAPTAIN AMERICA (V.O.)**

Banner?

**TONY**

Just keep me posted. Jarvis, find me a  
soft spot.  
IRON MAN quietly flies behind and parallel with the CHITAUURI

**LEVIATHAN.**

**EXT. STARK TOWER DAY**

watch  
Thor holds down Loki's face straight ahead, forcing him to  
the city falling to ash.

**THOR**

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

**LOKI**

(tries to look away)  
It's too late. It's too late to stopit.

**THOR**

Loki  
No. We can. Together.  
Loki looks at his brother, showing a sign of hope. Then...  
stabs Thor with a small knife. Thor keels over.

**LOKI**

then  
Thor  
Sentiment.  
Thor gets up, KICKS Loki and lifts him into the air. Thor  
SLAMS him down, hard. Loki, bleeding, rolls over the edge.  
looks down. LOKI IS RIDING ON A FLYING CHARIOT. DOZENS of  
CHITAUURI follow his lead.

**EXT. BRIDGE STREET DAY**

The TRIO runs behind upside taxis. They look up and see Loki taking his band down the street and FIRES at the street IN A

**CHAIN OF EXPLOSIONS. SMASHING CARS AND HURLING PEOPLE AS IT GOES**

**IT GOES OFF IN ONE FINAL CONFLAGRATION.**

TERRIFIED PEOPLE running from Loki, looking over their shoulders, coming straight at us. CAPTAIN AMERICA looks down the bridge.

**CAPTAIN AMERICA**

Those people need assistance down there. CHITAUURI SOLDIERS that have landed near them and begin FIRING at them. BLACK WIDOW pulls both pistols and FIRES. Turns to Cap.

**BLACK WIDOW**

We got this. It's good. Go!

**CAPTAIN AMERICA**

**(AT HAWKEYE)**

You think you can hold them off?

**HAWKEYE**

Captain.  
(pulls a trigger on his bow;  
a narrow is mechanically

**CHOSEN)**

It would be my genuine pleasure. HAWKEYE shoots an ARROW into the creature's head, gaining a few seconds for CAPTAIN AMERICA as he falls down the bridge, followed by an EXPLOSION. EXPLODING Cap races over to the plaza, jumping over dozens of cars. THE FIRST AVENGER RUNS LIKE A FUCKING CHEETAH. SMALL HAWKEYE runs over a bus full of people. From the windows, CHILDREN are held by their parents for HAWKEYE to pull them out to safety. He runs over to the jammed door and JERKILY opens it. People begin to run out. the BLACK WIDOW empties out her CLIPS. HAWKEYE fires ARROWS into

ranks of the CHITAUURI, hitting his mark each time he shoots.

**BLACK WIDOW**

Just like BUDAPEST all over again!

**HAWKEYE**

You and I remember Budapest  
verydifferently.

**EXT. MANHATTAN DAY**

pretty  
The COPS continuously fire at the flying chariots. It's  
pointless. A YOUNG COP runs over to his POLICE SERGEANT.

**YOUNG COP**

We need to get out! They gotta bring  
the National Guard!

**POLICE SERGEANT**

National Guard? Does the army know  
what's happening here?

**YOUNG COP**

Do we?  
CAPTAIN AMERICA jumps in front of them. They look up at this  
ridiculous looking man.

**CAPTAIN AMERICA**

I need men in these buildings. There  
are people inside that can run into the  
line of fire. You take them through the  
basement or through the subway. You  
keep them off the streets. I need a  
perimeter as far back as 39th.

**POLICE SERGEANT**

BLAST  
cops  
The  
Why the hell should I take orders from  
you?  
Suddenly, an EXPLOSION comes up from behind Cap. An ENERGY  
is blocked by his SHIELD. TWO CHITAUURI SOLDIERS attack. The  
watch in shock as CAPTAIN AMERICA FIGHTS them off with ease.  
Sergeant turns to his officer.

**POLICE SERGEANT**

I need men in those buildings, lead the  
people down and away from the streets.  
I need a perimeter as far back as 39th.

**EXT. SKY LINE DAY**

IRON MAN swerves around a building and faces the CHITAU  
LEVIATHAN. He pulls out his miniature multiple rocket  
launcher  
and FIRES. The CHITAU LEVIATHAN ROARS in annoyance. The  
CHITAU LEVIATHAN turns to him.

**IRON MAN**

**(TO JARVIS)**

We got his attention. What the hell is  
step two?!  
IRON MAN flies away.

**EXT. BRIDGE STREET DAY**

HAWKEYE TRIPS a CHITAU SOLDIER and RAMS an arrow down its  
throat. BLACK WIDOW gets her hands on an ENERGY RIFLE and  
STICKFIGHTS the hell out of them.  
CAPTAIN AMERICA joins back in and using his SHIELD, SWAPS  
and  
WHACKS oncoming CHITAU SOLDIERS. It's all too much on  
them,  
until...  
Lightning strikes down from the sky, channeling the blast,  
firing the electricity out at the CHITAU SOLDIERS around  
them.  
They're blasted back in a massive shockwave. The CHITAU  
SOLDIERS convulse, drop dead to the ground. THOR TOUCHES  
DOWN.

**CAPTAIN AMERICA**

What's the story upstairs?

**THOR**

The powers surrounding the cube is  
impenetrable.

**IRON MAN (V.O.)**

Thor is right. We gotta deal with these  
guys.

**BLACK WIDOW**

How do we do this?

**CAPTAIN AMERICA**

As a team.

**THOR**

I have unfinished business with Loki.

**HAWKEYE**

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...

Just then, BANNER ARRIVES ON A SMALL MOTORBIKE. Getting off, he looks around the city.

**BANNER**

So, this all seems horrible.

**BLACK WIDOW**

I've seen worse.

**BANNER**

Sorry.

**BLACK WIDOW**

No. We could use a little worse.

**CAPTAIN AMERICA**

Stark? We got him.

**IRON MAN (V.O.)**

Banner?

**CAPTAIN AMERICA**

Just like you said.

**INSIDE THE SUIT**

**TONY**

Then tell him to suit up. I'm bringing the party to you.  
IRON MAN comes out from behind a building. The CHITAURI LEVIATHAN follows, impatiently.

**EXT. BRIDGE STREET DAY**

The rest of the AVENGERS look up, getting ready and standing still.

**BLACK WIDOW**

I... I don't see how that's a party...  
IRON MAN SWOOPS down the street. The CHITAURI LEVIATHAN also swoops down, BARRELING down the street like a FREIGHT TRAIN that

behind. keeps building and building its intensity. Banner looks  
Cap looks at him. Banner begins to walk towards the monster.

**CAPTAIN AMERICA**

Dr. Banner. Now might be a really good  
time for you to get angry.

**BANNER**

That's my secret, Captain. I'm always  
angry.  
Banner's body starts to swell and stretch and harden. GREEN

**SHOOTS THROUGH HIS BODY. THE HULK.**

CHITAURI  
Aaaannndddd.....SSSMMAAASSSHHH!!!! HULK POPS the

**LEVIATHAN IN THE NOSE. THE CREATURE FLIPS OVER A 360.**

ready  
LARGE  
IRON MAN, in mid-flight, extends his arm out and a ROCKET,  
to shoot. IRON MAN FIRES -- the rocket hits a SOFT SPOT

CHITAURI LEVIATHAN are BLOWN COMPLETELY AWAY. Real pain from  
the

CHITAURI LEVIATHAN. Other pieces of meat CATCH FIRE and  
withdraw... SIZZLE as they hit the pavement. CAPTAIN AMERICA  
raises his SHIELD to block them.

in  
From above and on the buildings, the CHITAURI ARMY watches

THEMSELVES  
horror as a group of EARTH'S MIGHTIEST HEROES FIND

**UNITED AGAINST A COMMON THREAT. TO FIGHT THE FOES NO SINGLE**

**SUPER HERO COULD WITHSTAND! THE AVENGERS ASSEMBLE!**

**EXT. SKY DAY**

Loki watches below, motionless.

**LOKI**

Send the rest.

**EXT. VASTNESS OF SPACE**

EVEN  
From the portal, THOUSANDS MORE OF CHITAURI SOLDIERS AND

**MORE CHITAURI LEVIATHANS FLY OUT!**

**EXT. BRIDGE STREET DAY**

THE AVENGERS look up. Way out of their fucking element.

**BLACK WIDOW**

Guys.

**IRON MAN**

Call it, Cap.

**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 your turn it to ash.

**HAWKEYE**

Wanna give me a lift?

**IRON MAN**

Right. Better clench up, LEGOLAS.  
IRON MAN lifts HAWKEYE up to the building.

**CAPTAIN AMERICA**

Thor, you've gotta try and bottleneck that portal. Slow them down. You've got the lightning. Light the bastards up.  
(Thor flies up; to Natasha)  
You and me, we stay here on the ground, keep the fighting here. And Hulk.SMASH.

**HIGH**  
**THE HULK SMILES A MOST MAGNIFICENT GRIN AND LEAPS, SOARING**  
**SEVERAL**  
**UP INTO THE NEAREST BUILDING, HULK RUNS UP THE WALL HITS**  
**CHITAUURI SOLDIERS, SNAPPING IN HALF.**  
**HE DIVES TOWARDS A BUILDING ON THE OTHER SIDE OF THE STREET,**  
The  
SEIZES  
**THROWING THE DEAD CHITAUURI SOLDIERS TOWARDS OTHER SOLDIERS.**  
CHITAUURI SOLDIERS fire at him. THE HULK BACKHANDS THEM,  
**THEM AND WITH RAW POWER, THROWS THEM DOWN.**  
**IN HIS MOST POWERFUL LEAP YET, THE HULK FLIES UP AND IS IN**  
**THE**

**THEM** MIDDLE OF A FLYING CHARIOT TRAFFIC JAM, TO WHICH HE SMACKS

OUT OF ALTITUDE.

**EXT. EMPIRE STATE BUILDING DAY**

Thor grabs onto the tower. Raises MJÖLNIR and KRAKAKABOOM! A BLINDING BOLT OF LIGHTNING strikes down from above, colliding on

**MJÖLNIR. THOR AIMS THIS MASSIVE SHOCKWAVE TOWARDS THE PORTAL.**

**THOR CHANNELS THE BLAST AND FIRES THE ELECTRICITY OUT AT THE CHITAUARI SOLDIERS FLYING OUT OF THE PORTAL. THEY'RE BLASTED BACK**

**IN A MASSIVE SHOCKWAVE. THE CHITAUARI SOLDIERS CONVULSE, DROP DEAD TO THE GROUND. HE EVEN RIPS THE SHIT OUT OF A CHITAUARI LEVIATHAN, WHICH THEN FUCKING EXPLODES.**

**INT. HELICARRIER BRIDGE DAY**

Back in the bridge, Fury sees on his VIEWSCREEN the destruction going on in NEW YORK. Agent Hill walks up to him.

**AGENT MARIA HILL**

Sir. The council is on.  
OH SHIT. Fury presses his screen.

**EXT. ROOFTOP BUILDING DAY**

Atop the rooftop, HAWKEYE fires ARROWS into the streaming flow of the CHITAUARI RIDERS, hitting his mark each time. Hell, heeven AIMS his bow behind him, WITHOUT LOOKING and releases the arrow, EXPLODING a RIDER.

**HAWKEYE**

Stark. You got a lot of strings sticking to your tail.

**IRON MAN**

Just try and keep them off the streets.

**HAWKEYE**

Well, they can't bank worth a damn.  
Find a tight corner.

**IRON MAN**

I will roger that.  
IRON MAN does so and leads towards TIGHT CORNERS and in  
HAWKEYE'S view, who fires arrow upon and arrow, EXPLODING  
the  
UNDER  
left.  
CHITAUURI RIDERS. IRON MAN keeps leading CHITAUURI RIDERS  
TUNNELS, THROUGH OPEN PARKING GARAGES. He looks back. None

**INSIDE THE SUIT**

**TONY**

Nice call. What else you got?

**HAWKEYE (V.O.)**

Well, Thor's taking on a squadron down  
on 6th.

**TONY**

And he didn't invite me?

**EXT. OFFICE BUILDING - CONFERENCE ROOM DAY**

We are looking INTO a conference room where office workers  
sit  
then  
window,  
them.  
around a table. But the NOISE has caught one worker's eye,  
another, and soon they are all rising, stepping to the  
mesmerized by what lies beyond.  
WORKERS' POVA CHITAUURI LEVIATHAN SWIMS right in front of

**EXT. OFFICE BUILDING - CONFERENCE ROOM DAY**

Suddenly, another NOISE catches the worker's attention. THE  
HULK

**CRASHES THROUGH THEIR FLOOR. SLASHES HIS THROUGH THE ROOM,  
POUNDING AWAY AND JUMPS OUT ONTO THE JAW OF THE CHITAUURI  
LEVIATHAN. THE CHITAUURI LEVIATHAN BEGINS TO HEAD DOWN,  
TRYING TO**

**WAVE OFF THE HULK.**

**EXT. BRIDGE STREET DAY**

BLACK WIDOW, using the ENERGY RIFLE, is taken off her feet by a CHITAUURI SOLDIER. She TIRESEMELY takes it down by cutting its throat. She grabs the ENERGY RIFLE, turns to attack. Cap stands there, holding his SHIELD. She slumps back, tired.

**BLACK WIDOW**

Captain, none of this is gonna mean a damn thing if we don't close that portal.

**CAPTAIN AMERICA**

Our biggest guns couldn't touch it.

**BLACK WIDOW**

Well, maybe it's not about guns.  
(gestures the flying

**CHARIOTS)**

**CAPTAIN AMERICA**

You wanna get up there, you're gonna need a ride.

**BLACK WIDOW**

I got a ride. I could use a lift though.  
BLACK WIDOW backs up giving herself a running start. Cap lifts and angles his SHIELD.

**CAPTAIN AMERICA**

Are you sure about this?

**BLACK WIDOW**

Yeah. It's gonna be fun.

**BLACK WIDOW RUNS AT CAPTAIN AMERICA. BLACK WIDOW DOES A PARKOUR MOVE, USING HER FEET TO RUN UP THE CAR AND JUMPS UP ON CAP'S SHIELD, WHO GIVES HER A BOOST WITH THE SHIELD. SHE GRABS ONTO A FLYING CHARIOT.**

[Note: The following sequence will take us through the action in

one extended shot.]

STICKS  
over a

- BLACK WIDOW climbs onto the chariot and CUTS the turret shooter's linkage to it. She then JUMPS on the rider and her knives into his nervous system. She gets him to BANK

building.

as

- IRON MAN arrives and SHOTS any other CHITAUURI RIDERS following her. He makes his way down to CAPTAIN AMERICA, who fights off more CHITAUURI SOLDIERS. IRON MAN points his HAND BOOSTERS at his SHIELD. The energy comes off and Cap uses it

sends  
following

a REFLECTION BEAM and takes down nearby CHITAUURI.  
- From above them, HAWKEYE sends down remaining arrows. He one across the street, taking down a CHITAUURI RIDER

**IRON MAN.**

the  
HULK

- Finally, we have THOR and HULK fight on top the back of CHITAUURI LEVIATHAN, tearing apart and fighting SOLDIERS.

**THE**  
he,

**BREAKS OFF A MASSIVE PIECE OF ARMOR AND SLAMS IT DOWN ONTO**  
SPINE OF THE CHITAUURI LEVIATHAN. Summoning all his strength

**BRINGS**

**THOR RAISES, DRAWING LIGHTNING TO IT FROM ALL SIDES, AND**  
**IT DOWN WITH A FINAL, TERRIBLE BLOW--**

**INT. HISTORY MUSEUM DAY**

THOR  
THOR

The CHITAUURI LEVIATHAN CRASHES into a history museum. DEAD.  
and HULK stand on the BACK of the CHITAUURI LEVIATHAN after bringing it down. They stand still, admiring. HULK PUNCHES

**WITH HIS ENORMOUS HAND. THOR GOES FLYING. HULK SMIRKS.**

**EXT. STARK TOWER DAY**

SELVIG WAKES UP FROM LOKI MIND CONTROL. He looks around, confused where he is. He looks up at the sky, amazed.

**EXT. BRIDGE STREET DAY**

Several HUMVEES aim their MOUNTED .50 Cal guns into the sky,

off a FIRING and HITTING CHITAUURI RIDERS. CAPTAIN AMERICA fights  
SOLDIER who is pinning him down with its energy rifle. Cap  
BREAKS ITS LEG. He stands up, pickingup his SHILED.

**HAWKEYE**

Captain, the bank on 42ndpast MADISON,  
they caught a lot of civilians there.

**CAPTAIN AMERICA**

I'm on it.

**INT. 42NDBANK DAY**

Dozens of civilians are gathered in bank. Tension and  
uncertainty surround them. THREE CHITAUURI SOLDIERS oversee  
them,  
pointing their weapons at them. One of them charges a BOMB.  
It

**BEEPS.**

CAPTAIN AMERICA jumps through the window and throws his  
SHIELD  
at the CHITAUURI BOMBER. The TWO CHITAUURI SOLDIERS aim their  
rifles, but Cap heads for cover under a desk, which he KICKS  
at  
them.  
while  
CAPTAIN AMERICA jumps over the desk, HEADLOCKS A SOLDIER,  
away.  
BACKHANDING another one over the railing. The crowd moves  
A CHITAUURI SOLDIER attacks him from behind and RIPS OFF HIS  
HELMET. The bomb is beeping faster.

**CAPTAIN AMERICA**

Everyone! Clear out!  
CAPTAIN AMERICA flips over the SOLDIER, grabs his SHIELD and  
just as the BOMB is about to GO OFF, CHITAUURI BOMBER dives  
for,  
trying to stop it, but it GOES OFF, sending CAPTAIN AMERICA  
civilians through the window, landing very hard on a car. The  
look up from below. They're okay.

**EXT. OUTSIDE THE BANK CONTINUOUS**

Cap gets off the car, looks around the city. Destroyed. The  
police and firemen arrive, pulling out those civilians he  
saved.  
A WAITRESS looks back, thankful.

**INT. HELICARRIER BRIDGE DAY**

Back in the bridge, Fury sees on his VIEWSCREEN the WORLD

**SECURITY COUNCIL.**

**WORLD SECURITY COUNCIL #2**

Director Fury, the council has made a decision.

**NICK FURY**

I recognize the council has made a decision, but given that it's a stupid ass decision, I've elected to ignore it.

**WORLD SECURITY COUNCIL #1**

Director, you're closer than any of oursubs, you scramble that jet...

**NICK FURY**

That is the island of Manhattan, Councilman. Until I'm certain my team can't hold it, I will not order a nuclear strike against a civilian population.

**WORLD SECURITY COUNCIL #1**

If we don't hold them in the air, we lose everything.

**NICK FURY**

I send that bird out, we already have.  
Fury shuts off his viewscreen.

**EXT. MANHATTAN DAY**

hit at  
was  
BLACK WIDOW, still driving the chariot with the RIDER, is  
her side. She looks about, wondering whose ENERGY FIRE it  
she looks behind.

**BLACK WIDOW**

Oh. You.  
LOKI FOLLOWS IN HOT PURSUIT. They RACE DOWNWARD, trailing  
between buildings. They RACE MADLY, driving and dodging.

**EXT. ROOFTOP BUILDING DAY**

HAWKEYE looks at BLACK WIDOW, astonished.

**HAWKEYE**

Nat, what are you doing?

**BLACK WIDOW (V.O.)**

Uh... a little help!

HAWKEYE pulls the trigger twice, nocks an arrow, and points  
it  
at Loki, smiling.

**HAWKEYE**

I've got him.

**FIRES. THE ARROW STREAKS DOWN THE CITY, STRAIGHT AT THE  
LOKI'S**

**HEAD...**

**SNATCH! LIKE A CAT, LOKI GRABS THE ARROW STRAIGHT OUT OF THE  
AIR...LOOKS STRAIGHT AT HAWKEYE, SMILING...**

**BBOOOOMM!!! THE ARROW EXPLODES IN LOKI'S FACE, CRASHING  
INTO**

**THE STARK PENTHOUSE PAD.**

BLACK WIDOW looks down and building her momentum, she JUMPS  
of  
the chariot, lands on top of STARK TOWER, rolling herself to  
the  
edge.

**EXT/INT. STARK PENTHOUSE DAY**

As Loki looks up, shocked at what just happened, THE HULK IS  
LEAPING UP AND KICKS LOKI, HURTLING TOWARDS THE GLASS  
WINDOW. He

COLLAPSES as he hits the wall. THE HULK jumps in, ready to  
attack. Loki ROLLS himself up in a flurry of broken glass,

**STANDING UP TO THE HULK.**

**LOKI**

**ENOUGH! YOU ARE, ALL OF YOU ARE BENEATH**

**ME! I AM A GOD, YOU DULL CREATURE, AND**

**I WILL NOT BE BULLIED...**

**HULK GRABS LOKI BY THE LEGS AND SMASHES HIM AGAINST THE  
FLOOR**

**REPEATEDLY AND FINALLY THROWS HIM ASIDE TO THE GROUND,**

**FLATTENING LOKI.**

**HULK**

**PUNY GOD.**

**LOKI WHIMPERS IN PAIN.**

**EXT. STARK TOWER DAY**

BLACK WIDOW walks up the CMS machine. Selvig, slumped down, weakened, looks at her desperately. The Tesseract's energy firing towards the portal, gaining in strength, at the surge of energy moving through the sky.

**BLACK WIDOW**

Doctor.

**SELVIG**

Loki's scepter, the energy...the Tesseract can't fight. You can't protect against yourself.

**BLACK WIDOW**

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.

**BLACK WIDOW**

Loki's scepter.

**SELVIG**

It might be able to close the portal.  
(Selvig looks down. He sees a

**GOLD GLEAM)**

And I'm looking right at it.

**EXT. MANHATTAN DAY**

THOR rides on top of chariot, SMACKING SEVERAL RIDERS with the hammer. As Thor takes the reins, a CHITAUURI LEVIATHAN crashes through a building, knocking him down to where Cap is, fighting

off SOLDIERS.  
IRON MAN flies right next to the CHITAUURI LEVIATHAN and aims  
his  
LASER BOOSTER at it. Nothing.

**JARVIS**

Sir, we will lose power before you cut  
through that shell.  
IRON MAN flies up ahead, facing the oncoming monster.

**IRON MAN**

JARVIS. You ever hear the tale of  
Jonah?

**JARVIS**

I wouldn't consider him a role model.

**IRON MAN FLIES TOWARDS THE CHITAUURI LEVIATHAN, UNLEASHING**

**EVERY**

ARSENAL ON THE SUIT. The CHITAUURI LEVIATHAN opens its mouth.  
IRON MAN flies in and BURSTS out the other end, making the  
CHITAUURI LEVIATHAN collapse. IRON MAN rolls down the street.

The

wind is knocked out of him. He looks up with an overwhelming  
sigh as a SMALL BAND of CHITAUURI SOLDIERS rush towards him,  
holding out their rifles.

**EXT. ROOFTOP BUILDING DAY**

staff,

HAWKEYE turns to fire HIS LAST ARROW. Using his bow as a  
he knocks some CHITAUURI SOLDIERS, before yanking his last

arrow

off the dead body a CHITAUURI SOLDIERS.

his

HAWKEYE nocks his arrow, DIVES DOWN THE BUILDING and FIRES

building

GRAPPLING ARROW up into the side of building. Falling down,  
HAWKEYE finds the MOMENTUM and SWINGS himself into a

and CANNONBALLS in.

**EXT. MANHATTAN DAY**

HOVER

The HULK holds CHITAUURI SOLDIERS by the face and SLAMS them  
down. More keep coming. HULK looks up. HUNDREDS OF RIDERS

TAKES

OVER HIM. Then... they begin to fire ENERGY BLASTS. HULK

STREAM

**THEM LIKE HE'S RUNNING THROUGH A LIGHT RAIN. BLOCKING THE**

**OF STREAKING BLASTS, AS THOUGH SWATTING AT BEES.**

**EXT. HELICARRIER DECK DAY**

A lone pilot sits in his cockpit, listening.

**WORLD SECURITY COUNCIL #2**

DIRECTOR FURY is no longer in command.  
Override order, 7 ALPHA 11.

**7 ALPHA 11 PILOT**

7 ALPHA 11, confirmed. Prepare to  
takeoff.  
He ignites his engine.

**INT. HELICARRIER BRIDGE DAY**

Back in the bridge, Agent Hill sees on her SCREEN 7 ALPHA 11  
preparing to leave.

**AGENT MARIA HILL**

Sir, we have a bird in motion! Anyone  
on the deck, we have a rogue bird! We  
need to shut it down! Repeat! Take off  
is not authorized!

**EXT. HELICARRIER DECK DAY**

**NICK FURY RUNS OUT TO THE DECK, HOLDING A FUCKING AIRTRONIC**

RPG-

The

there,

7. He takes AIM and FIRES, HITTING the TAIL END of the jet.  
jet SKIDS OFF towards the edge. PILOT UNHARMED.  
Suddenly, another 7 ALPHA 11 JET FLIES off. Fury stands  
knowing he can't do anything about it.

**NICK FURY**

Stark, you hearing me? We have a  
missile headed straight for the city.

**IRON MAN (V.O.)**

How long?

**NICK FURY**

Three minutes, at best. Stay low and  
wipe out the missile.

**EXT. MANHATTAN DAY**

IRON MAN fights off as many CHITAUURI SOLDIERS as he sustain.

**IRON MAN**

Jarvis, put everything we got into the thrusters!

**JARVIS**

I just did.  
IRON MAN leaves the streets and flies up into the sky.

**EXT. SKY DAY**

7 ALPHA 11 arrives outside the city. He flips the switch to press the button. He presses it. THE MISSILE IS FLYING OUT

TO

**MANHATTAN.**

**7 ALPHA 11**

Destination is in 2 minutes, 30 seconds mark.

**EXT. MANHATTAN DAY**

both

Cap

to

over

raises

CAPTAIN AMERICA AND THOR BATTLE, SIDE TO SIDE. Cap and Thor throw their respected weapons. Thor catches MJÖLNIR, but as turns, an ENERGY BLAST strikes him down hard. Thor runs over a broken car, swings the hammer and flips the car over and on its side, crushing a few CHITAUURI SOLDIERS. Cap tries to get up. Thor helps him back to his feet. Cap his SHIELD back up.

**THOR**

You ready for another bout?

**CAPTAIN AMERICA**

What? You gettin' sleepy?

**EXT. STARK TOWER DAY**

the

Selvig, back in scientist mode, CLACKS away at his laptop. Henods. BLACK WIDOW grabs Loki's scepter, slowly breaks into FORCE FIELD, almost touching the Tesseract.

**BLACK WIDOW**

I can close it! Can anybody hear me? I can shut the portal down!

**EXT. MANHATTAN DAY**

**CAPTAIN AMERICA**

Do it!

**IRON MAN (V.O.)**

No, wait!

**CAPTAIN AMERICA**

Stark, these things are still coming!

**INSIDE THE SUIT**

**TONY**

I got a nuke coming in, it's gonna blow  
in less than a minute. And I know just  
where to put it.

**EXT. SKY DAY**

The  
it  
straight

IRON MAN catches up, now comes at the missile from behind.  
missile speeds on. IRON MAN grabs it from behind, gripping  
tightly.  
With a mighty effort, he wrenches the rocket off its course.  
Steering it from behind, he accelerates quickly, flying  
up into sky, towards the portal.

**INSIDE THE SUIT**

**CAPTAIN AMERICA (V.O.)**

Stark, you know that's a one-way trip?

**TONY**

**(TO JARVIS)**

Save the rest for return, J.

**JARVIS**

Sir. Shall I call Miss Potts?

**IRON MAN**

You might as well.

**INT. STARK JET DAY**

PEPPER, along with her crew, watches on T.V., in horror, the

destruction in NEW YORK. On the table, her cell is  
VIBRATING,  
with Tony's picture on it.

**INT. HELICARRIER BRIDGE DAY**

Back in the bridge, every single agent holds their breath as they too watch IRON MAN fly up into the portal.

**EXT. SKY DAY**

IRON MAN climbs higher and higher over the city, gaining  
speed,  
suddenly flings himself through the portal. Communications  
die.  
The suit begins to freeze. Tony looks in horror.

**INT. HELICARRIER BRIDGE DAY**

Every single agent CHEERS. Fury smiles. He tries to  
communicate  
with Tony. NOTHING.

**EXT. SPACE**

We then see Tony's horror. AN ARMADA. The black sky is  
filled  
with what must be ninety ships in a vague cluster. Most of  
them  
hang still in the air. Some move swimmingly about.  
IRON MAN lets go of the missile. It whistles off into the  
blackness as IRON MAN IDLY falls back down the portal's  
opening.  
The missile reaches the MAIN SHIP. The MAIN SHIP IMPLODES,  
causing the entire ARMADA to burst into a supernova,  
creating a  
spectacular heavenly display.

**EXT. MANHATTAN DAY**

Suddenly, all of the CHITAUURI SOLDIERS and CHITAUURI  
LEVIATHANS  
KEEL OVER and begin to SHAKE, then stop. They all fall over.  
THE  
AVENGERS look up at their CONSULTANT, not sure if he'll make  
it  
through.

**EXT. STARK TOWER DAY**

Still holding the scepter in hand, BLACK WIDOW shifts  
around,

waiting.

**BLACK WIDOW**

Come on, Stark...

**EXT. MANHATTAN DAY**

Thor and Cap see the supernova coming towards them. Thor  
nods to  
Cap.

**CAPTAIN AMERICA**

(to BLACK WIDOW)  
Close it.

**EXT. STARK TOWER DAY**

Without hesitating, BLACK WIDOW pulls the scepter out, the  
CLOSSES. TESSERACT turns off its energy beam. The PORTAL QUICKLY

A SMALL FIGURE is hurled backwards into the open now closed  
portal. IRON MAN. Plummeting to the earth.

**EXT. MANHATTAN DAY**

**CAPTAIN AMERICA**

**(SMILING)**

Son of a gun!  
falling. TIGHT ON IRON MAN: He keeps falling. And falling. And

**EXT. MANHATTAN DAY**

**THOR**

He's not slowing down.  
Thor swings Mjölnir around. Just as Thor flies up, THE HULK

**SNAGS IRON MAN OUT OF THE AIR, BOTH CRASHING AND SLIDING**

**DOWN A**

**BUILDING.**

**EXT. BRIDGE STREET DAY**

Thor HULK throws IRON MAN off him. Thor and Cap run over to him.

around RIPS off Tony's helmet. He appears to be dead. They stand

not sure. Then... THE HULK YELLS IN FURY. THE NOISE STARTLES

**TONY AWAKE.**

**TONY**

What the hell? What just happened?  
Please tell me nobody kissed me?

**CAPTAIN AMERICA**

**(A BEAT)**

We won.

**TONY**

Alright. Hey. Alright. Good job, guys.  
Let's just not come in tomorrow. Let's  
just take a day. Have 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**

(looking up at Stark Tower)  
We're not finished yet.  
A beat.

**TONY**

And then shawarma after.

**INT. STARK PENTHOUSE DAY**

Loki crawls onto the stair, looking like a piece of shit rag  
doll. He takes a few breathers, senses someone is behind  
him. He turns TO FIND THE AVENGERS STARING AT HIM, PISSED.

**LOKI**

If it's all the same to you. I'll have  
that drink.

**THE HULK SNORTS AT HIM.**

**WEEKS LATER.**

**INT. SHIELD ANALYTICAL ROOM DAY**

In TV news montage about THE AVENGERS, we see various  
reports of what happened. Some people agree that the avengers did good,  
protecting the city. Others believe it was their cause.

**OLD MAN (STAN LEE)**

Superheroes? In New York? Give me a

break!

**SENATOR BOYNTON**

These so called heroes have to be held responsible for the destruction done to the city. This was their fight. Where are they now?

**WAITRESS**

What? That this was somehow their fault? Captain America saved my life. Wherever he is, wherever any of them are, I just wanna say thank you.

**EXT. CENTRAL PARK DAY**

muzzled,  
The Avengers take Thor and Loki, who is handcuffed and  
to a blocked area. Thor shakes hands with his team and gives  
Selvig a hug. Tony opens the Tesseract's case.  
Banner takes it out and places inside a glass tube, held by  
Thor. Thor gives Loki the other end, who reluctantly takes  
it.

The Asgardians leap into the energy beam. GONE.  
Then, one-by-one, the group splinters off, strolling into  
different directions. Banner climbs in with Tony in his  
sportscar. Steve rides away in his Harley. Natasha and Clint  
climb back into SHIELD cars. They all part. For now.

**INT. SHIELD ANALYTICAL ROOM DAY**

COUNCIL.  
Fury is facing once more members of the WORLD SECURITY

**WORLD SECURITY COUNCIL #3**

Where are the Avengers?

**NICK FURY**

I'm not currently tracking their whereabouts. I'd say they've earned a leave of absence.

**WORLD SECURITY COUNCIL #2**

And the Tesseract?

**NICK FURY**

The Tesseract is where it belongs: out of our reach.

**WORLD SECURITY COUNCIL #1**

That's not your call.

**NICK FURY**

I didn't make it. I just didn't argue with the god that did.

**WORLD SECURITY COUNCIL #1**

So you let him take it and the war criminal, Loki, who should be answering for his crimes?

**NICK FURY**

Oh, I think he will be.

**WORLD SECURITY COUNCIL #1**

I don't think you understand what you've started. Letting the Avengers loose on this world. They're dangerous.

**NICK FURY**

They surely are. And the whole world knows it. Every world knows it.

**WORLD SECURITY COUNCIL #1**

Was that the point of all this? A statement?

**NICK FURY**

A promise.

Fury walks out, towards the bridge.

**INT. HELICARRIER BRIDGE DAY**

out Fury and Agent Hill walk together, toward the window looking into the world.

**AGENT MARIA HILL**

Sir, how does it work now? They've gone their separate ways, some pretty extremely far. We get into a situation like this again, what happens then?

**NICK FURY**

They'll come back.

**AGENT MARIA HILL**

You really sure about that?

**NICK FURY**

I am.

**AGENT MARIA HILL**

Why?

**NICK FURY**

Because we'll need them to.

Agent Hill turns around. Fury looks out, smiling.

**INT. STARK PENTHOUSE DAY**

**TONY AND PEPPER UNVEIL A NEW DESIGN FOR STARK TOWER. CAMERA PULLS OUT,** showing the letters for "STARK TOWER" have been

blown

away, and all that remains is a giant A.

**THE END**