

## The Avengers

"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. ]*

**THE OTHER:** The tesseract has awakened. It is on a little world. A human world. They would wield its power,... [ he holds out the scepter ]

**Loki:** [ Coming out from the shadows, taking the staff ]

**THE OTHER:** But our ally knows its workings as they never will. He is ready to lead. And our force, our Chitauri, will follow.

*[ thousands of Chitauri are awaiting orders ]*

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

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*[ Cut to a SHIELD facility at night. They are evacuating by helicopter and vehicle, and one helicopter lands, dropping off Maria Hill, Nick Fury and Agent Phil Coulson. ]*

**Nick Fury:** How bad is it?

**Agent Phil Coulson:** That's the problem sir. We don't know.

*[ They enter the facility, passing fleeing technicians, taking only the essentials ]*

**Agent Phil Coulson:** Dr. Selvig read an energy surge from the Tesseract four hours ago.

**Nick Fury:** NASA didn't authorise 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

**Agent Phil Coulson:** Climbing. When Selvig couldn't shut it down, we ordered 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.

*[ They continue walking down deeper into the facility ]*

**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 Phase 2 prototypes are shipped out.

**Agent Maria Hill:** Sir, is that really a priority right now?

**Nick Fury:** Until such a time as the world ends, we will act as though it intends to spin on. Clear out the tech below. Every peice of Phase 2 on a truck and gone.

**Agent Maria Hill:** Yes sir. [ To agents nearby. ] With me.

[ Nick fury and Agent Phil Coulson enter the radiation facility housing the Tesseract, the area cluttered with machines and people leaving. ]

**Nick Fury:** Talk to me doctor.

[ Dr. Erik Selvig appears from behind a CMS machine, concerned. The Tesseract is glowing unusually birghter and a flare of blue shoots out from it, hitting things at random. ]

**Dr. Erik Selvig:** Director.

**Nick Fury:** Is there anything we know for certain?

**Dr. Erik Selvig:** The Tesseract is misbehaving.

**Nick Fury:** Is that supposed to be funny?

**Dr. Erik 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?

**Dr. Erik 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.

**Dr. Erik 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?

**Dr. Erik Selvig:** The Hawk? Up in his nest, as usual

[ We cut to Clint Barton, dressed in black tactical gear, up on the railings watching them below. Fury calls Barton on his earpiece. ]

**Nick Fury:** Agent Barton, report.

[ Barton rappels down from the catwalk, and walks up to Fury. They both walk around the bottom of 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 Dr. Erik Selvig ] Doctor, it's spiking again.

**Clint Barton:** No one's come or gone. It's oven is clean. No contancts, 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 dorway to the other end of space, right? The doors open from both sides.

[ Dr. Erik Selvig types on his keyboard and the monitor flashes. Suddenly, the Tesseract thunders and shakes the entire facility. Both Agent Coulson nearby, and Maria Hill topside, feel the tremors. The cube glows brighter and emits a ring of light, and builds like a beam, similar to the Bifrost bridge. The power hits the edge of the platform, and begins to form a vortex, which becomes a portal. Space appears through the portal, and a gust of blue energy knocks people back. The cloud shoots to the ceiling, and the portal on the platform opens up as Loki steps through. The portal vanishes, and Loki grins at everyone, holding his spear. He frowns as he sees them looking at him. ]

**Nick Fury:** Sir please put down the spear.

[ Loki responds with firing a blast of blue energy from his spear, while Barton narrowly tackles Fury out of the way. Everyone shoots at Loki, but the bullets deflect off of him. Loki immediately takes down everyone shooting at him easily, with knives and energy blasts from his sceptre. He pauses, grinning, and looks to who will attack him next. Barton attempts to attack him, but Loki grabs his wrist, disarming him. ]

**Loki:** You have heart.

[ Loki places the tip of the spear against Barton's chest. Barton's eye glow black, and he stops resisting. Loki begins controlling other agents around the room. Fury sneak up, grabs the Tesseract, and places it in a briefcase, trying to sneak out. ]

**Loki:** Please don't. I still need that.

**Nick Fury:** [ turning to face Loki ] 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.

**Dr. Erik Selvig:** Loki? Brother of Thor?

**Nick Fury:** We have no quarrel with your people.

**Loki:** An ant had 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, the 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.

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

**Loki:** Well then.

[ Loki looks to Barton, who without hesitation shoots Fury, who falls to the ground. Barton grabs the case containing the Tesseract and leaves the lab with Loki, Selvig, and the other controlled SHIELD personnel. ]

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[ The controlled SHEILD personnel are gathering weapons and getting ready to leave the facility. Agent Hill watches in confusion. ]

**Clint Barton:** [ Pointing to Loki and his team ] Need these vehicles.

**Agent Maria Hill:** Who's that?

**Clint Barton:** He didn't tell me.

[ Agent hill eyes them suspiciously as they get into a truck and begin to drive away. ]

**Nick Fury:** [ grabbing a walkie talkie ] Hill, do you copy?

[ Loki and his crew look back at Agent Hill. ]

[ Back at the lab, Fury is sitting up, pulling the bullet out, and breathing hard. ]

**Nick Fury:** Barton is...

[ Maria turns around and shoots Barton, who is already shooting at her, and they drive away while she takes cover, still firing at them. ]

**Nick Fury:** [ Running out of the lab, holding his side. ] He's got the Tesseract! Track it down!

[ The energy discharge from the Tesseract is building up on the ceiling, rumbling and growing recklessly, destroying structures and cracking the walls. ]

[ Maria Hill jumps into a Jeep and takes chase on Loki and crew. Several other trucks begin to attack Loki's truck as well, and Loki releases a blast of energy, obliterating SHEILD trucks and causing a blockage in the tunnel. Agent Hill is forced to keep distance on her pursuit. ]

[ Down below, Fury is racing against the clock as pipes burst around him. The walls are cracking, and the facility is suffering an internal earthquake. ]

[ Agent Coulson is grabbing cases, and trips down the stairs while the ground shudders. Others with him drop cases full of information and equipment. ]

**Agent Phil Coulson:** No! Leave it! [ They all leave the cases behind and leave the lab running. ]

[ Barton and Agent Hill are caught in a truck race, where she pulls in front of him to try and block him. He responds with firing at her at close range, which causes Agent Hill to shoot out her own windshield to try and hit him. ]

[ Agent Coulson and his group take a Jeep and evacuate as well. ]

**Agent Phil Coulson:** [ on a walkie talkie ] You're clear, sir! You need to go!

[ Fury runs across the tarmac to a helicopter. The ground gives way seconds after the helicopter leaves the ground, falling into a sinkhole. ]

[ Still racing down the tunnel, Agent Hill and Barton are locked in combat. A blast wave from the Tesseract causes the tunnel to collapse partially. One of Loki's trucks makes it out, but Maria's truck is stuck. ]

[ The Tesseract's energy cloud now shrinks into a small ball of white light, hovering in the air. In a flash of blue light, the facility is consumed along with its surroundings. Fury watches from below as a rapid build up into an implosion. ]

[ Several miles away, Agent Coulson's van jolts from the blastwave on the horizon behind them. ]

[ The entire facility implodes with terrifying magnitude, and the implosion rocks the ground. ]

[ Maria Hill is stuck her jeep behind as the full force of the blast tears down on the tunnel, covering herself by being inside of the jeep, light from the night spilling in close by. ]

[ Barton's truck drives away, but Fury's helicopter hovers over it, and Fury opens fire with his pistol. Loki, in a fit of rage, fires an energy blast at the helicopter. The helicopter is skimmed by the blast, but catches fire. He jumps out of the flaming helicopter seconds before it hits the ground and shreds itself into debris. Fury stands back up, dazed, and shoots at Loki, but they're too far away. ]

**Agent Phil Coulson:** [ over a walkie talkie ] Director? Director Fury, do you copy?

**Nick Fury:** The tesseract is with the hostile force. I have men down. Hill?

**Agent Maria Hill:** [ climbing out of the wreckage of her jeep ] A lot of men still under, don't know how many survivors.

[ From the ground, Fury surveys the wreckage. ]

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**Nick Fury:** Sound the general call. I want every living soul not working rescue looking for that briefcase.

**Agent Maria Hill:** [ using a walkie talkie ] Roger that.

**Nick Fury:** Coulson, get back to base. This is a Level Seven. As of right now, we are at war.

**Agent Phil Coulson:** What do we do?

[ Nick Fury looks up, a thought on his mind. ]

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## THE AVENGERS

[ The scene is in Russia. There is a building, a warehouse, next to some unfinished railroad tracks under construction. The building is only occupied by Georgi Luchkov, a Russian general, and two thugs, with a prisoner amongst them, tied to a chair. The taller thug is in the middle of hitting the spy, a red-headed Russian woman in a black tanktop. They have a conversation in Russian. ]

**General Luchkov:** [ in Russian ] This is not how I wanted the evening to go.

**Natasha Romanoff:** 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.

[ The taller thug pushes her chair back, tilting it over the edge of a few-story drop, and Natasha hides her fear. ]

**Natasha:** I thought General Solohob was in charge of the export business.

**Luchkov:** Solohob? Your reputation is quite a progression. The famous Black Widow. Nothing but a pretty face.

**Natasha:** You really think I'm pretty?

[ Luchkov walks over to a table filled with tools of torture and interrogation, picking up a pair of pliers. The taller thug next to her forces her jaw open. ]

**Luchkov:** We do not need the Lermontov to transfer the tanks. Tell him, well... [ In english ] You may have to write it down.

[ A phone rings, and the weasely thug looks to his phone in confusion. He picks it up. ]

**Weasely Thug:** Ya? [ He looks to Luchkov. ] It's for you.

[ Luchkov takes the phone, annoyed and angry. ]

**Luchkov:** Who the hell is...

**Agent 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.

[ Luchkov places the cell phone against Natasha's ear seeing how she's tied to a chair with her hands tied behind her back. ]

**Agent Coulson:** We need you to come in.

**Natasha:** Are you kidding? I'm working!

**Agent Coulson:** This takes precedence.

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

**Luchkov:** [ Confused ] I don't give everything.

**Natasha:** [ Frowning at Luchkov ] Look, you can't pull me out of this right now.

**Agent Coulson:** Natasha. Barton's been compromised.

**Natasha:** [ After a beat ] Let me put you on hold.

[ Natasha nods to Luchkov. When he grabs the phone, she hits him with her leg and headbutts him. She stands, still tied to the chair, and kickboxes the tall thug in the face. She rolls over to the weasely thug, trips him, and stomps on his foot when he tries to pin her, then she knocks him out with a headbut. Coulson waits calmly, listening to her take three men down with her arms literally tied behind her back. She flips, breaking the chair on weasely thugs' ribcage, and looks to the tall thug, standing up. She kicks him too, chocking him out cold. She then wraps Luchkov's legs with a chain and pushes him down the hole he was threatening to drop her down. He hangs there, in pain, and she grabs her shoes and the phone. ]

**Natasha:** Where's Barton now?

**Agent Coulson:** We don't know.

**Natasha:** But he's alive.

**Agent 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 only trusts me about as far as he can throw me.

**Agent Coulson:** No, I've got Stark. You get the big guy.

**Natasha:** [ pausing and hanging up the phone. ] Bozhe moi.

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[ At night, a slum in India it attacked by a sickness. A little girl runs into the middle of a makeshift hospital in someone's home, pushing through the crowd frantically. She runs up the steps inside to greet the only doctor, Bruce Banner. They begin speaking in Hindu. ]

**Attending woman:** What are you doing here?! Get out! You shouldn't be here.

**Little girl:** I have to see the doctor. It's my father.

**Bruce Banner:** Calm down. What's wrong.

**Little girl:** My father... [ she looks to the other sick people, laying down and moaning in pain. ]

**Bruce Banner:** Is he like them?

[ The little girl holds out money, crumpled and looking desperate. ]

**Little girl:** [ In english ] Please.

[ Banner and the little girl run quickly to the edge of town. She leads him quickly through narrow passageways, and is proving too fast to keep up with. Banner spots a nice car, and looks around, worried. He runs into the girls house, when she leaves through a window, untraceable. ]

**Bruce Banner:** Should have gotten paid up front, Banner.

**Natasha:** [ Entering the room behind him, making Banner turn around. ] 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:** [ gently pushing a cradle ] 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! [ Banner slams his fists onto the table ]

[ Natasha grabs a gun hidden under the table, pointing it at him. Banner stays still, grinning ]

**Banner:** 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 gun and speaks into her earpiece. ]

**Natasha:** [ on her earpiece ] Stand down. We're good here.

[ Dozens of soldiers armed to the teeth have surrounded the small house, but at her signal they back off a bit. ]

**Banner:** [ smiles back at Natasha ] Just you and me?

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\_\_\_\_\_ [ Inside a SHIELD analytical room, filled with monitors of partially silhouetted people. Fury stands in the middle, frowning. They make up the World Security Council. ]

**Council Member 1:** This is out of line, Director. You're dealing with forces you can't control.

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

**Council Member 1:** You saying that this Asgard has declared war on our planet?

**Fury:** Not Asgard, Loki.

**Council Member 2:** He can't be working alone. What about the other one? His brother.

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

**Council Member 1:** Which is why you should be focusing on phase 2, it was designed for exactly...

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

**Council Member 1:** The Avengers Initiative was shut down.



**Fury:** This isn't about The Avengers.

**Council Member 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.

**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.

**Council Member 2:** You believe?

**Council Member 1:** War isn't won by sentiment, Director.

**Fury:** No, it's won by soldiers.

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[ A brooklyn gym at night. Occupied by one man, beating a punching bag in the gym lights, alone in the floor, lost in the fight. The gym is old, as old as the man inside, Captain America, or Steve Rogers. He beats the bag harder, like physically hurting it will repress the memories. ]

[ FLASHBACK ]

[ Hydra base, Captain America is running through a forest, dodging mortar shells, gunfire and Tesseract energy blasts. ]

**Steve:** [ Echoey ] There's not enough time! I gotta put her in the water!

[ In the present, Steve's punches become harder and more violent. ]

[ in the flashback, Steve places the compass he has, featuring a picture of Peggy Carter, on the dash as the plane plummets towards the ice. ]

[ The present, punches become violent and aggressive. ]

**Peggy Carter:** [ flashback voice ] You won't be alone.

[ Red skull picked up the Tesseract, and vanishes. ]

[ In the present, Steve is beating the bag with everything he has, destroying it and beating his fists. ]

**SHIELD scientist:** [ flashback ] Oh my god!

[ Steve is lying on a table, half frozen, and still partially trapped in a slab of ice. Two SHIELD scientists run equipment over him, checking for his vitals. Something flickers... ]

**SHEILD scientist:** This guy is still alive!

[ Present. Steve punched the bag, easily a hundred pounds, across the room with one swing snapping the metal chain and pummeling it back a dozen feet, sand spilling out from where he cracked the fabric. He stands up, breathing hard, and grabs another bag, resuming a more normal routine. Fury walks in. ]

**Fury:** Trouble sleeping?

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

**Fury:** Then you should be out, celebrating, seeing the world.

[ Steve stops punching and walks over to the bench, unraveling the 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.

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

**Steve:** You here with a mission, sir?

**Fury:** I am.

**Steve:** Trying to get me back in the world?

**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.

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

**Steve:** Who took it from you?

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

**Steve:** At this point, I doubt anything would surprise me.

**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. Fury starts walking out of the gym.]

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

**Steve:** [ Without missing a beat ] You should have left it in the ocean.

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[ Cut to the ocean at night. ]

INT. OCEAN NIGHT

Out in the Atlantic Ocean, TONY STARK, in his IRON MAN suit, is cutting a PIPELINE TRANSPORT with a laser cutter coming from his hand. He then places a STARK ENERGY REACTOR. It lights up. IRON 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 taking off his IRON MAN suit through a hi-tech gauntlet of 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 from him, then takes her champagne glass back from Coulson and 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

Inside the QUINJET, Steve is sitting down, holding a TABLET, watching the footage of the Hulk's attack on the Army at Culver University.

PILOT We're about forty minutes out from base, sir. Agent Coulson stands up from his seat and walks over to Steve.

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

AGENT PHIL COULSON A lot of people were. You were the world's first superhero. Banner thought gamma radiation might hold the key to unlocking Erskine's original formula. The Hulk roars with fury as he slams a jeep apart.

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

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

AGENT PHIL COULSON He's like a smart person. I gotta say, it's an honor to meet you, officially. Steve smiles at Coulson.

AGENT PHIL COULSON I sort of met you, I mean, I watched you while you were sleeping. Steve looks down. He stands up, closes his laptop and walks to the side with Coulson following.

AGENT PHIL COULSON I mean, I was... I was present while you were unconscious from the ice. You know, it's really, it's just a... just a huge honor to have you on board.

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

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

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. Steve gives Fury 10 bucks, referring to his earlier statement 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

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

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

EXT. STUTTGART MUSEUM NIGHT

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

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

INT. STUTTGART GALA NIGHT

Loki looks from above the museum and descends down to where the HEAD DOCTOR is. As he makes it down and near the stage, he FLIPS his cane the other end. The guard there notices him, pulls out his gun, but Loki CLUBS his head in. CHAOS ERUPTS. Guests begin to leave the museum. Loki grabs the doctor and flips him over onto a marble table of the mythological creatures BILCHSTEIM. Loki pulls out an OPTICAL TORTURE DEVICE. He PLUNGES 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. The doors to the facility open. Barton walks in and finds in a cabinet, a glass thermos with a cylinder of iridium.

EXT. STUTTGART GALA NIGHT

As the crowd runs away, Loki slowly walks out and materializes 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 QUINJET. Natasha MANEUVERS it just in time, giving Cap the time 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 away. 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

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

NICK FURY (V.O.) Said anything?

NATASHA Not a word.

NICK FURY (V.O.) Just get him here. We're low on time. With Loki tied up and cuffed to his seat, Tony and Steve watch 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

Somewhere out in the European mountains, Thor throws Loki into the side of the mountain. He raises the mighty hammer, MJÖLNIR. He looks down at his brother, who he thought to be dead and is 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 threat. 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. The IRON MAN helmet clamps up and he walks away. In one quick move, Thor pulls Mjölnir, throws it, and KNOCKS IRON MAN clear across into a tree.

INSIDE THE SUIT

TONY Okay. From the mountain side, Loki watches in amusement. Thor raises 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 ENERGY 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, raises it to the skies and pulls in LIGHTING and THUNDER! Thor points 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. Fury presses a button which OPENS UP a HATCH underneath Loki's cell. Loki peers as much as he can from the glass. Without seeing, the sounds of GUSTING WIND would make man shit 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 Ant. Then points at the button which would drop Loki into the steel 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. Tony looks around the monitors and places a BUTTON SIZE HACKING 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.

STEVE Hey!

TONY Nothing?

STEVE

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

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

INT. BRIEFING ROOM NIGHT

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

Loki walks back and forth inside his glass cell. Suddenly, he 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 looks back into the crate. THE CRATE IS FILLED WITH AN ARRAY OF 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

Fury walks in SURPRISED to see Tony and Banner stop working on 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?

Suddenly, Steve drops a HYDRA ASSAULT RIFLE on the table causing  
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

I'm sorry, Nick.

Tony moves the computer screen towards Fury which shows plans of  
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!

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

INT. AIRCRAFT CARRIER DAY

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

SHIELD BASE VOICE

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

BARTON

Arms to ammunition, over.

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

INT. BANNER'S LAB MORNING

Back in the lab, the egos of these people keeping rubbing off  
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

The ramp of the carrier opens. The carrier maneuvers next to one of the large turbine engines. Barton stands at the base, holding 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 hundred feet from the engine. He releases. The arrow flies out, but then SHARPLY heads for the engine. The arrow is punctured onto the 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

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

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

CAPTAIN AMERICA

Stark, I'm here!

TONY

Good. See what we got.

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

INSIDE THE SUIT

Tony observes within his viewscreen at the damaged engine and 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.

...and then a ROAR. THE HULK. Natasha FIRES a shot into a liquid nitrogen pipe that hits the hulk in face. The HULK SMASHES THE 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, behind 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.

The HULK marks his territory. Natasha looks up. A fear she has never felt begins to seep out. The HULK raises his hand and IS 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.

The ROAR gets LOUDER and CLOSER. Thor focuses. His hand strains toward mid-air. His eyes tight in concentration. The HULK runs right at him. At the last second, MJÖLNIR flies into his hand 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 the jet, TORQUES HIS BODY LIKE A GREEK DISCUS THROWER AND... HURLS THE MASSIVE PLATE AT THOR.

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, but can't. Mjölnir rests atop his hand.

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

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

AGENT MARIA HILL

GRENADE!

The grenade goes off, sending her down the steps. Fury FIRES a shot at the open entrance. He moves over behind the side of the entrance. A handful of Barton's men enter. Watchful, ready, waiting... Fury steps out, his GUN drawn.

A SHOOT OUT and HAND-TO-HAND ensues, but Fury is unable to stop one of them, which is why he is shot in the head by Agent Hill, who looks hot and sexy holding her gun.

INT. HELICARRIER ARMORY SECTION DAY

Agent Coulson walks up the armory door. He places his head into 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 CRASHES from under the floor, sending Thor on his ass. HULK 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

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

ESCORT 606 PILOT

Target acquired. Target engaged.

(pulls the trigger; fires  
guns at HULK)

A SHOWER OF BULLETS SPRAYS THE HULK EVERYWHERE. Thor ducks for cover. The HULK turns around, letting out his PRIMAL ROAR. He 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 LANDS ON THE JET'S NOSE. THE JET SPINS WILDLY. As the HULK tears it apart, ESCORT 606 PILOT pulls his ejection seat, but HOLD THE FUCKIN' DOOR!

THE HULK CATCHES HIM, WAVES HIM AROUND AND THEN THROWS HIM AWAY. ESCORT 606 PILOT pulls his parachute. THE JET EXPLODES. THE HULK PLUMMETS TO EARTH, ROARING HIS SWAN SONG.

EXT. HELICARRIER PORT SIDE DAY

IRON MAN laser cuts a big piece of broken metal. He then JUMPS 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 single monitor and main frame. The hacking causes Engine 1 to shut off. Suddenly, the HELICARRIER begins to DANGEROUSLY TILT 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, 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

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

LOKI

(smiles; walks over to the  
CONTROL PANEL)

The humans think us immortal. Should we test that?

Suddenly, GUARDING SOLDIER falls down like a tree. AGENT COULSON 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

Nooo!

Loki sends Agent Coulson against the wall. Agent Coulson slumps down, breathing fast. Loki makes his way to the control switch. He gives his brother one last look. Thor looks at him, hopeful. Loki opens the HATCH. Thor still hopes. LOKI HITS THE BUTTON AND 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 pod. As it draws closer to land, Thor tries to swing at glass, 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

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

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

INSIDE THE SUIT

TONY

Cap, I need the lever!

STEVE (V.O.)

I need a minute here!

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  
eysocket, 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  
Tony look at the empty cell container. He stands not saying a  
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 fife!

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 Stuttengard.

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

Selvig works around the CMS device that has already been set-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

- KRAKAKABOOM! A blinding BOLT OF LIGHTNING strikes down from 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

IRON MAN arrives at STARK TOWER where Selvig, ACTIVATES the CMS 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 him. LOKI looks up at him, smiling. They proceed to walk into 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

A hole in space rips open, and from it, the CHITAUARI ARMY SPILLS  
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 aflame.  
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.

Loki and Thor rush at each other. They and their weapons  
collide. The two battle -- Loki unleashing another pent-up rage  
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 CHITAUURI  
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

IRON MAN BANKS around his tower. Sees Thor and Loki still going  
at it. IRON MAN SWOOPS down the street, causing a CHITAUURI to  
crash.

Flying up, IRON MAN puts the following CHITAUURI in view of the  
QUINJET. BLACK WIDOW takes out machine gun and FIRES at the  
CHITAUURI.

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

Thor holds down Loki's face straight ahead, forcing him to watch 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

No. We can. Together.

Loki looks at his brother, showing a sign of hope. Then... Loki stabs Thor with a small knife. Thor keels over.

LOKI

Sentiment.

Thor gets up, KICKS Loki and lifts him into the air. Thor then SLAMS him down, hard. Loki, bleeding, rolls over the edge. Thor 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.

Cap races over to the plaza, jumping over dozens of EXPLODING cars. THE FIRST AVENGER RUNS LIKE A FUCKING CHEETAH.

HAWKEYE runs over a bus full of people. From the windows, SMALL 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.

BLACK WIDOW empties out her CLIPS. HAWKEYE fires ARROWS into the 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  
very differently.

EXT. MANHATTAN DAY

The COPS continuously fire at the flying chariots. It's pretty 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

Why the hell should I take orders from you?

Suddenly, an EXPLOSION comes up from behind Cap. An ENERGY BLAST is blocked by his SHIELD. TWO CHITAURI SOLDIERS attack. The cops watch in shock as CAPTAIN AMERICA FIGHTS them off with ease. The 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 CHITAURI LEVIATHAN. He pulls out his miniature multiple rocket launcher and FIRES. The CHITAURI LEVIATHAN ROARS in annoyance. The CHITAURI 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 CHITAURI 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 CHITAURI SOLDIERS. It's all too much on them, until...

Lightning strikes down from the sky, channeling the blast, firing the electricity out at the CHITAURI SOLDIERS around them. They're blasted back in a massive shockwave. The CHITAURI 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 keeps building and building its intensity. Banner looks behind. 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.

Aaaannndddd.....SSSMMMAAASSSHHH!!!! HULK POPS the CHITAURI LEVIATHAN IN THE NOSE. THE CREATURE FLIPS OVER A 360.

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

From above and on the buildings, the CHITAURI ARMY watches in horror as a group of EARTH'S MIGHTIEST HEROES FIND THEMSELVES 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

From the portal, THOUSANDS MORE OF CHITAUURI SOLDIERS AND EVEN MORE CHITAUURI 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.

THE HULK SMILES A MOST MAGNIFICENT GRIN AND LEAPS, SOARING HIGH UP INTO THE NEAREST BUILDING, HULK RUNS UP THE WALL HITS SEVERAL CHITAUURI SOLDIERS, SNAPPING IN HALF.

HE DIVES TOWARDS A BUILDING ON THE OTHER SIDE OF THE STREET, THROWING THE DEAD CHITAUURI SOLDIERS TOWARDS OTHER SOLDIERS. The CHITAUURI SOLDIERS fire at him. THE HULK BACKHANDS THEM, SEIZES THEM AND WITH RAW POWER, THROWS THEM DOWN.

IN HIS MOST POWERFUL LEAP YET, THE HULK FLIES UP AND IS IN THE MIDDLE OF A FLYING CHARIOT TRAFFIC JAM, TO WHICH HE SMACKS THEM 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 CHITAUURI SOLDIERS FLYING OUT OF THE PORTAL. THEY'RE BLASTED BACK IN A MASSIVE SHOCKWAVE. THE CHITAUURI SOLDIERS CONVULSE, DROP DEAD TO THE GROUND. HE EVEN RIPS THE SHIT OUT OF A CHITAUURI 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 CHITAUURI 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 CHITAUURI RIDERS. IRON MAN keeps leading CHITAUURI RIDERS UNDER TUNNELS, THROUGH OPEN PARKING GARAGES. He looks back. None left. 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 around a table. But the NOISE has caught one worker's eye, then another, and soon they are all rising, stepping to the window, mesmerized by what lies beyond.

WORKERS' POVA CHITAUURI LEVIATHAN SWIMS right in front of them.

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.]

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

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

- From above them, HAWKEYE sends down remaining arrows. He sends one across the street, taking down a CHITAU RI RIDER following IRON MAN.

- Finally, we have THOR and HULK fight on top the back of the CHITAU RI LEVIATHAN, tearing apart and fighting SOLDIERS. HULK BREAKS OFF A MASSIVE PIECE OF ARMOR AND SLAMS IT DOWN ONTO THE SPINE OF THE CHITAU RI LEVIATHAN. Summoning all his strength he, THOR RAISES, DRAWING LIGHTNING TO IT FROM ALL SIDES, AND BRINGS IT DOWN WITH A FINAL, TERRIBLE BLOW--

INT. HISTORY MUSEUM DAY

The CHITAU RI LEVIATHAN CRASHES into a history museum. DEAD. THOR and HULK stand on the BACK of the CHITAU RI LEVIATHAN after bringing it down. They stand still, admiring. HULK PUNCHES THOR 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, FIRING and HITTING CHITAU RI RIDERS. CAPTAIN AMERICA fights off a 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 CHITAURI 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 CHITAURI BOMBER. The TWO CHITAURI SOLDIERS aim their rifles, but Cap heads for cover under a desk, which he KICKS at them.

CAPTAIN AMERICA jumps over the desk, HEADLOCKS A SOLDIER, while BACKHANDING another one over the railing. The crowd moves away. A CHITAURI 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, CHITAURI BOMBER dives for, trying to stop it, but it GOES OFF, sending CAPTAIN AMERICA through the window, landing very hard on a car. The civilians 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 ours, 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

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

BBOOOOMMM!!! THE ARROW EXPLODES IN LOKI'S FACE, CRASHING INTO THE STARK PENTHOUSE PAD.

BLACK WIDOW looks down and building her momentum, she JUMPS off 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 is 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 CHITAURI LEVIATHAN crashes through a building, knocking him down to where Cap is, fighting off SOLDIERS.

IRON MAN flies right next to the CHITAURI 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 CHITAURI LEVIATHAN, UNLEASHING EVERY ARSENAL ON THE SUIT. The CHITAURI LEVIATHAN opens its mouth.

IRON MAN flies in and BURSTS out the other end, making the CHITAURI 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 CHITAURI SOLDIERS rush towards him, holding out their rifles.

EXT. ROOFTOP BUILDING DAY

HAWKEYE turns to fire HIS LAST ARROW. Using his bow as a staff, he knocks some CHITAURI SOLDIERS, before yanking his last arrow off the dead body a CHITAURI SOLDIERS.

HAWKEYE nocks his arrow, DIVES DOWN THE BUILDING and FIRES his GRAPPLING ARROW up into the side of building. Falling down, HAWKEYE finds the MOMENTUM and SWINGS himself into a building and CANNONBALLS in.

EXT. MANHATTAN DAY

The HULK holds CHITAURI SOLDIERS by the face and SLAMS them down. More keep coming. HULK looks up. HUNDREDS OF RIDERS HOVER OVER HIM. Then... they begin to fire ENERGY BLASTS. HULK TAKES THEM LIKE HE'S RUNNING THROUGH A LIGHT RAIN. BLOCKING THE STREAM 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-  
7. He takes AIM and FIRES, HITTING the TAIL END of the jet. The  
jet SKIDS OFF towards the edge. PILOT UNHARMED.  
Suddenly, another 7 ALPHA 11 JET FLIES off. Fury stands there,  
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

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

Cap tries to get up. Thor helps him back to his feet. Cap raises

his SHIELD back up.

THOR

You ready for another bout?

CAPTAIN AMERICA

What? You gettin' sleepy?

EXT. STARK TOWER DAY

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

IRON MAN catches up, now comes at the missile from behind. The  
missile speeds on. IRON MAN grabs it from behind, gripping it  
tightly.

With a mighty effort, he wrenches the rocket off its course.  
Steering it from behind, he accelerates quickly, flying straight  
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 TESSERACT turns off its energy beam. The PORTAL QUICKLY CLOSES. 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!

TIGHT ON IRON MAN: He keeps falling. And falling. And falling.

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

HULK throws IRON MAN off him. Thor and Cap run over to him. Thor RIPS off Tony's helmet. He appears to be dead. They stand around 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

The Avengers take Thor and Loki, who is handcuffed and muzzled, 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

Fury is facing once more members of the WORLD SECURITY COUNCIL.

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

Fury and Agent Hill walk together, toward the window looking out  
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 Other: Humans. They are not the cowering wretches we were promised. They stand. They are unruly, and therefore cannot be ruled.

The Other: To challenge them is to court...Death.