

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

CUT TO:

1 EXT. THRON ROOM - SPACE - NIGHT

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

THE OTHER (V.O.)
The Tesseract has awoken. It is on a world without human world. They would wield its power.

CUT TO:

2 EXT. THE THRON ROOM - SPACE - NIGHT

THE OTHER faces a HORNED SHADOW. LOKI is handed the CHITARAI SCIFER, a long blade, fitted with a blue gem in the hilt and silver blades.

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

HIGH WIDE ON: TENS OF THOUSANDS of CHITARAI stand ready in a seething mass of heat rows and columns, the ground simply QUAKES.

THE OTHER (V.O.)
The world will be his. The universe yours. And when, whom, what can they do but burn?

CUT TO:

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

Out in the NEW MEXICO desert, a remote research facility is in the middle of nowhere. It's an evocation. A SWOOPING helicopter flies in.

CHADS: Men in suits run around like in the typical "we have to leave" fashion. Soldiers on foot jump onto Hummers across which the Hell out of there. A VOLKAN belches from hidden loudspeakers.

NICK FURY: What are the energy levels now?

AGENT PHIL COULSON: Climbing. Now Sabot couldn't shut it down, he ordered the evade.

NICK FURY: How long to get everyone out?

AGENT PHIL COULSON: Campus should be clear in the next half hour.

CUT TO:

4 INT. FACILITY FLOOR - NIGHT

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

AGENT PHIL COULSON: Dr. Selvig, you're barely moving from the Tesseract four hours ago.

NICK FURY: NASA didn't authorize Selvig to test phase two.

AGENT PHIL COULSON: He wasn't testing it, he wasn't even in the room. Spontaneous activation.

AGENT MARIA HILL: It just turned itself on?

NICK FURY: What are the energy levels now?

AGENT PHIL COULSON: Climbing. Now Sabot couldn't shut it down, he ordered the evade.

NICK FURY: How long to get everyone out?

AGENT PHIL COULSON: Campus should be clear in the next half hour.

CUT TO:

5 INT. NASA SPACE RADIATION FACILITY - VACUUM CHAMBER - CONTINUOUS

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

NICK FURY: Tell me, doctor.

DR. ERIK SELVIG emerges from behind the CMS machine, concerned. The Tesseract is glowing unusually brighter and three rings shoot out of tandem.

SELVIG: Director.

NICK FURY: Agent Barton, report.

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

NICK FURY: That can be harmful. Where's Barton?

SELVIG: The Hawk? Up in his nest, as usual. He seen CLINT BARTON, dressed in black, sitting on the railings watching them below. Fury calls Barton a saprice.

NICK FURY: Agent Barton, report.

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

NICK FURY: Loki, looking at Barton, who doesn't even hesitate, SHOOTS FURY WHO FALLS TO THE GROUND.

Barton grabs the case containing the Tesseract and leaves the lab with Loki. Selvig and the other S.H.I.E.L.D personnel are controlling.

6 INT. P.E.G.A.S.U.S BUNKER - ENTRANCE OF EXITING TUNNEL - NIGHT

Loki, Barton, Selvig and the other S.H.I.E.L.D personnel are in the parking lot. They're quick, gathering their weapons. Agent Hill watches in confusion, referring to Loki.

CLINT BARTON: (pointing to the Loki case) Damn. Need these vehicles.

AGENT MARIA HILL: Who's that?

CLINT BARTON: He didn't tell me.

Agent Hill looks at the entrance, at them as they get into the truck and turns to leave, as she's walking away --

NICK FURY: (through the walkie) Hill, do you copy?

Loki and Barton SHARPLY look at Agent Hill.

BARTON AT THE LAB: Fury is sitting up, pulling out the bullet, breathing heavily.

NICK FURY: Barton is --

7 INT. P.E.G.A.S.U.S BUNKER - NIGHT

Suddenly, Hill turns to BARTON. But Barton is already driving the GUN at her and starts SHOOTING. He moves the driver's seat of the truck and DRIVES off as Hill keeps shooting.

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NICK FURY: Barton is --

THE AVENGERS

19 EXT. RUSSIA - GOLSENKI PLAZA - 3RD FLOOR - NIGHT

Out in the outskirts, near a railroad, a still in the middle of nowhere. A man in a dark suit, GREGORY LUCHKOV, a LARGH, RUSSIAN GANGSTER, along with his THUGS.

TALK THUG IS IN the middle of a brutal beating on NATASHA ROMANOVA, a SWING, FOXY, UNBELIEVABLY SEXY SPY. He backhands NATASHA'S face. She feels the pain, but does not breakdown.

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

NATASHA: This is not how I wanted the evening to go.

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

NATASHA: I'd like to carry them they sent you to carry out a carrier, a stalled glass and other random items.

TALL THUG rocks her chair back, balancing her off the edge of an open floor. NATASHA does not scream.

NATASHA: I thought General Scholob was in charge of the export business.

LUCHKOV: Scholob's retribution is quite a progression. THE FAMOUS BLACK WINDOW. Nothing but a pretty face.

NATASHA: You really think I'm pretty?

LUCHKOV: You still want to talk. He picks up a pair of Pliers. TALL THUG opens up her mouth wide open.

LUCHKOV: We do not need the Lernmontov to transfer the tanks. Tell him, well --

(IN ENGLISH)

Natasha then appears from behind the curtains. Banner turns around, quietly.

NATASHA: You know, for a man who's supposed to be a good person, 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 that start that young?

NATASHA: I did.

BANNER: Who are you?

NATASHA: Natasha Romanoff.

NATASHA: No, Ok, I am not. I'm here on behalf of SHIELD.

BANNER: How did they find me?

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

NATASHA: No, Ok, I am 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 that interested parties off your scent.

12 INT. P.E.G.A.S.U.S TUNNEL - NIGHT

Agent Hill SLIDES into a JEEP and follows after Barton's truck. Loki's trucks SCREACH across the tunnel. Several SHIELD trucks pull up to the side.

Loki, who stands on the back of the truck, uses his scepter to knock the sky blader, flipping over several trucks. They get in, the cars roar out after them. Agent Hill puts herself at a distance.

9 INT. FACILITY FLOOR - NIGHT

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

10 INT. FACILITY FLOOR - KITCHEN - CONTINUOUS

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

AGENT PHIL COULSON: No! Leave it!

They run out of there like a heat from hell.

11 INT. P.E.G.A.S.U.S TUNNEL - NIGHT

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

Barton's ARMS reach out the open window and OPEN FIRE. Agent Hill figures "fuck it" and SHOOTS her windshield OPENING FIRE on Barton.

12 EXT. VAN - NIGHT

You may have to write it down.

Suddenly, WEASEL THUG's cell rings. Confused, he answers.

WEASEL THUG: (looks at LUCHKOV) It's for you.

LUCKHOV takes the phone, pissed.

LUCKHOV: Who the hell is --

AGENT PHIL COULSON: You're at the 14th Colencki Plaza, 3rd floor. We have an F21 exactly 8 meters from you. You can't see the phone or I will blow up the block before you get into the lobby.

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

AGENT PHIL COULSON: We need you to come in.

NATASHA: I'm in the middle of an operation. This moron is giving me everything.

LUCKHOV: I don't give everything.

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

AGENT PHIL COULSON: Natasha. Barton's been compromised.

A beat.

13 EXT. HELICOPTER PAD - CONTINUOUS

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

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

NICK FURY: How bad is it?

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

NICK FURY: I need to make sure that PHASE 2 prototypes are shipped out.

AGENT MARIA HILL: Sir, is that really a priority right now?

NICK FURY: Until such time as the world ends, we will act as though it were below. Every piece of PHASE 2 on a truck and gone.

AGENT MARIA HILL: Yes, sir. (to standing agents) With me.

NICK FURY: That can be harmful. Where's Barton?

SELVIG: The Hawk? Up in his nest, as usual. He seen CLINT BARTON, dressed in black, sitting on the railings watching them below. Fury calls Barton a saprice.

NICK FURY: Agent Barton, report.

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

NICK FURY: Loki, looking at Barton, who doesn't even hesitate, SHOOTS FURY WHO FALLS TO THE GROUND.

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14 INT. HELICOPTER PAD - CONTINUOUS

Loki looks at his own hand then suddenly points it at where Fury and Barton are standing and SHOOTS OUT A SIDE EXPLODING LIGHT CLOUD. BARTON TACKLES Fury and they both barely miss Loki's aimed shot.

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

In the blink of an eye, Loki takes down several guards with his bare hands. Barton is shot in the shoulder, but he gets up and goes to see who will attack him next. Honestly, the whole lab has almost gone to shit.

Barton tries to stand up, Loki quickly walks towards him. Barton raises his gun, but Loki grabs Barton's hand.

Loki: You have heart.

Loki points the head of his spear at Barton's head. Barton's eyes suddenly glow BLACK. The ability to control Barton's body is now in Loki's hand. Barton puts his hand away and stands straight.

As Loki is busy using his abilities to control the minds of several S.H.I.E.L.D. personnel, Fury takes the Tesseract. Loki follows him into the case and tries to leave the lab. Then --

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

NICK FURY: Yeah, you say peace, I kind of think you mean the other thing.

From the vacuum chamber comes the Tesseract's energy cloud RAPIDLY builds into what looks like an explosion.

CLINT BARTON: Sir, Director Fury is stalling. This is the last chance we have. Stop a hundred feet of rock on us. He means to bury us.

NICK FURY: Like the hand of Odin.

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

Loki: Well, then --

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

AGENT PHIL COULSON: You're clear, sir! You need to go!

15 INT. P.E.G.A.S.U.S BUNKER - TUNNEL - NIGHT

Fury goes out of the facility and jumps into a helicopter. The surface of the paved river way, PLONKING the helicopter through the surface. But Fury's chopper BARELY makes it out.

16 INT. P.E.G.A.S.U.S TUNNEL - NIGHT

Still in a chase as driven sequence, Barton pushes the pedal to the metal, causing agent Hill's JEEP to WHEELS OUT and put her back behind.

17 INT. P.E.G.A.S.U.S TUNNEL - NIGHT

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

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

Loki looks up.

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

Fury stands there. Thinking. He looks up. On his face is sign of hope.

21 INT. SHACK - NIGHT

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

BRUCE BANNER, their LOCAL DOCTOR.

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

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

BANNER: Calm down. What's wrong?

LITTLE GIRL: My father.

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

BANNER: Is he like sheet? The LITTLE GIRL holds out all the money she has in the world.

AGENT PHIL COULSON: Please.

22 EXT. SLEUNG - CONTINUOUS

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

23 EXT./INT. LITTLE GIRL'S SHACK - NIGHT

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

BANNER: Should have got paid up front.

Natasha then appears from behind the curtains. Banner turns around, quietly.

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

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NATASHA: No, Ok, I am not. I'm here on behalf of SHIELD.

BANNER: SHIELD. How did they find me?

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NATASHA: No, Ok, I am 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 that interested parties off your scent.

BANNER
Why?
NATASHA
Nick Fury seems to trust you. But now I need you to come in.
BANNER
What if I said no?
NATASHA
I'll persuade you.
BANNER
And what if the other guy says no?
NATASHA
You've been more than a year without an incident. I don't think you wanna break that streak.
BANNER
I don't always get what I want.
NATASHA
Doctor, we're facing a potential global catastrophe.
BANNER
Well, that's actually trying 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
So Fury isn't after the monster?
NATASHA
Not that I'm aware of.
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 ever told you in a --
BANNER
STOP LYING TO ME!
The THUNDEROUS TONE in his voice makes Natasha QUICKLY grab her gun and point it at him, but something is now OFF the atmosphere. Banner is straight up, smiling.
BANNER
I'm sorry, that was mean. I just wanted to see what you'd do. Why don't you just tell me where you don't use that, and the other guys can't make a mess? Okay? Natasha --
Natasha, still wary, doesn't lower her gun. She lowers her gun and speaks into her earpiece.
NATASHA
Stand down. We're good here.

down.
26 INT. SHIELD ANALYTICAL ROOM - NIGHT 26
Fury is facing several LARGE MONITORS as he as a conference with members of the WORLD SECURITY COUNCIL.
WORLD SECURITY COUNCIL #1
This is our last chance.
You're dealing with forces you can't control.
NICK FURY
You ever been in a war, Councilman?
In a firefight? Did you feel an overabundance of energy?
WORLD SECURITY COUNCIL #1
You saying that this Asgard has declared war on our planet?
NICK FURY
Not Anger.
WORLD SECURITY COUNCIL #2
He can't be working alone. What about the other one? His brother.
NICK FURY
Our intelligent friend, Thor, is not a bostie. But he's worlds away, we can't depend on him to help. It's up to us.
WORLD SECURITY COUNCIL #1
Which is why you should be focusing on phase 1, it was designed for exactly --
NICK FURY
PHASE 1 isn't ready for enemy is. We need a response team.
WORLD SECURITY COUNCIL #1
The Avengers Initiative was shut down.
NICK FURY
This isn't about the Avengers.
WORLD SECURITY COUNCIL #1

We're running the world's greatest covert operation, and you're gonna leave the fate of humankind to a handful of freaks.
NICK FURY
I'm not leaving anything to anyone. We need a response team. These people have the right knowledge, the right resources, the right belief in what they're doing. They can believe with the right push they can fight exactly what we need.
WORLD SECURITY COUNCIL #2
You believe!
WORLD SECURITY COUNCIL #1
War isn't won by sentiment.
Director.
NICK FURY
No, it's won by soldiers.
NICK FURY
Mo, it's won by soldiers.
27 INT. BROOKLYN GYM - NIGHT 27
Somewhere in an old, almost WWII-esque boxing gym, STEVE ROGERS, a man cut out of time, THE FIGHTING MAN IN CAPTAIN AMERICA, is training. He punches every swing, it's like a memory he's trying to fight off and repress.

She shows him a photo of the Tesseract on her cell phone. Banner takes a closer look.

24 EXT. OUTSIDE THE LITTLE GIRL'S SHACK - NIGHT 24
Amazingly, DOZENS OF SHIELD AGENTS are surrounding the shack outside.

25 INT. LITTLE GIRL'S SHACK - NIGHT 25
Banner looks at Natasha, charming a smile at her.

BANNER
Just you and me? Natasha fidgets now that she has exposed her guard

28 EXT. HYDRA BASE - DAY - FLASHBACK 28
Captain America is running through the forest, dodging snipers, gunfire and the Tesseract's energy firearms.
STEVE (V.O.)
There's not enough time! I gotta put her in the water!

NATASHA
Well, he needs to find it. It's been taken. It emits a gamma signature that's a week for us to track down. And once we do, we'll have gamma radiation like you do. If there was, that's where I'd be.

29 INT. BROOKLYN GYM - NIGHT 29
Steve closes his eyes. Goes at the bag harder.
PROCT (V.O.)
You won't be alone.
INT. HORTEN H.XVII - REE SKULL'S SHIP - DAY - FLASHBACK
The RED SKULL picks up the TESSERACT.

30 INT. HORTEN H.XVII - REE SKULL'S SHIP - DAY - FLASHBACK 30
Steve's compass is running with the energy. The compass has an image of PEGGY CARTER. The time is here for him to crash the plane.

31 INT. BROOKLYN GYM - NIGHT 31
Steve closes his eyes. Goes at the bag harder.

32 INT. PROJECT P.E.G.A.S.U.S - ANTARCTICA - DAY - FLASHBACK 32
A half frozen Steve Roger is lying down on a medical slab. Two agents are holding a high tech device to see if his vitals are up. And it seems --

33 INT. SHIELD SCIENTIST (V.O.)
SHIELD SCIENTIST
This guy is still alive!

How does it look?
TONY
Like Christmas, but with more -- me.

34 INT. BROOKLYN GYM - NIGHT 34
Steve opens his eyes and fucking tears the bag as the last memory kicks in. I don't think he can physically stop --

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

35 INT. OCEAN - NIGHT 35
Steve turns and picks up a punching bag. Starts walking out of the gym.

TONY
Gotta go to the public awareness campaign. You need to do some press. I can do some more tomorrow. I'll be back for the soning for the next billboards.

35 INT. PROJECT P.E.G.A.S.U.S - ANTARCTICA - DAY - FLASHBACK 35
Steve punches the bag over and over again. Fury walks in.

36 INT. TESSERACT - DAY - FLASHBACK 36
Howard Stark fished that out of the ocean when he was looking for you. He thought what we think, the Tesseract will bring unlimited sustainable energy. That's something the world sorely needs.

37 INT. TESSERACT - DAY - FLASHBACK 37
Steve took it from you?

TONY
You're gonna kill this end. The rest is up to you.

38 INT. BROOKLYN GYM - NIGHT 38
Steve punches the bag over and over again. Then you can be out, celebrating, seeing the world.

39 INT. TESSERACT - DAY - FLASHBACK 39
Steve stops punching and walks over to the bench, unraveling the tape off his hands. He sits down.

40 INT. TESSERACT - DAY - FLASHBACK 40
Ten blocks says you're wrong. There's a debriefing package waiting for you back at your apartment.

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

41 INT. PROJECT P.E.G.A.S.U.S - ANTARCTICA - DAY - FLASHBACK 41
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65 INT. PROJECT P.E.G.A.S.U.S - ANTARCTICA - DAY - FLASHBACK 65
Howard Stark fished that out of the ocean when he was looking for you. He thought what we think, the Tesseract will bring unlimited sustainable energy. That's something the world sorely needs.

66 INT. TESSERACT - DAY - FLASHBACK 66
Steve took it from you?

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

NICK FURY They are 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 toward the ship, but instead hits his command deck, right above a USB OUTLET.

Fury FIRES at Barton, but is already gone. The arrow then self-destructs and inserts itself into the outlets, hacking every system on board. The HELICARRIER begins to Engine 1 to shut off. Suddenly, the HELICARRIER begins to DANGEROUSLY TILT to one side.

AGENT JASPER SIEGMEL (S.O.) Sir, we've lost all power in Engine 1.

NICK FURY It's Barton's fault. Let our systems. He's headed for the detection level. Does anybody copy?

99 INT. LOWER EQUIPMENT ROOM - CARRIER - DAY 99 Still shaken by the bird attack, Natasha sits there, rocking back and forth, after crying for a while. Summoning back all her coolness, she touches her HAIRPIECE.

NATASHA This is Agent Romanoff. I copy.

Natasha SPRINGS up and runs for Barton.

100 EXT. HELICARRIER PORT SIDE - DAY 100 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 are now spinning faster and faster as IRON MAN'S BOOSTERS are used more brightly. 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 grab onto a COUCH chair.

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Loki You will all fall before me.

LOKI REPORTS TONY OUT THE WINDOW. TONY FREEFALLS down the tower. Freefall behind Loki, an elevator opens and a RED POD SHOOTS out.

The pod LASER SIGNALS THE CANTONI BRACELETS on Tony. The POD begins to TRANSFORM into the MARK 42 suit. IT LATCHES onto the tower. The MARK 42 PODS open up and the pods fits onto the ground or the gazing people. Loki looks up, angry.

IRON MAN And there's another person you pissed off! His name was Paul!

Loki raises the scepter. IRON MAN FIRES at Loki, sending him on his ass.

124 EXT. STARK TOWER - DAY 124

Selex 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.

125 EXT. VASTNESS OF SPACE 125

A hole in space rips open, and from it, the CHITAURO ARMY DIVIDES into FIGHTING CHARIOTS, carrying ENERGY RIFLES with a bayonet on the end.

INSIDE THE SUIT

TONY Right. Army.

IRON MAN files up towards the portal. From his shoulders, a multitude of multiple rocket launchers, pops out and fire like the ERIC. He's several yards away and the missile does little no missile. It's useless. THOUSANDS of CHITAURO FLY OUT. IRON MAN files towards the city.

126 EXT. MANHATTAN - DAY 136

The CHITAURO UNLEASH. New Yorkers fill the streets, staring at the fire fight in the distance. BOOM!! The CHITAURO unloads its energy weapons. It goes, blowing up cars, setting storefronts afire.

127 EXT. STARK TOWER - DAY 127

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

Loki walks onto the balcony as the SOUNDS of the CHITAURO ring out. He admires his soon to be kingdom. THOR LANDS ON THE GROUND.

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.

128 EXT. MANHATTAN - DAY 128

SOLDIERS AND COPS have taken positions covering the streets. They see from the sky, IRON MAN leading a trail of CHITAURO towards his tower. HAWKEYE looks out to his left window, finding a target.

129 EXT. SKY - DAY 129

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.

130 EXT. STARK TOWER - DAY 130

HAWKEYE shoots an arrow into the creature's head, gaining a few seconds for CAPTAIN AMERICA as he races down the bridge, followed by the EXPLOSIVE CANNON CASES onto the plaza, causing multiple explosions.

THE FIRST AVENGER RUNS LIKE A FUCKING CHEETAH. HAWKEYE runs over a bus full of people. From the windows, SMALL CHILDREN are watching their parents for HAWKEYE to pull them out to safety. He runs over the jammed door and PUNCHES open it. People begin to run out.

BLACK WIDOW empties out her CLIPS. HAWKEYE fires ARROWS into the ranks of the CHITAURO, hitting his mark each time he shoots.

BLACK WIDOW Just like Budapest all over again!

HAWKEYE You and I remember Budapest very differently.

131 EXT. MANHATTAN - DAY 131

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

YOUNG COP We need to get out! They gotta bring the truck!

POLICE SISTER 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 sight.

CAPTAIN AMERICA I need men in these buildings. These CHITAURO can run into the line of fire. You take them through the basement or through the roof. You keep them off the streets. I need a perimeter as far back as 39th.

POLICE SERGEANT

132 INT. QUINJET - DAY 132

HAWKEYE RAMS the jet towards STARK TOWER. Aims the MINIGUN at Loki. Loki LAMPS the scepter at the QUINJET and FIRES A SHOT AT HAWKEYE.

Thor gets to his feet. RAZZLING ZACH LOTS down hard. THE QUINJET is so close caught on fire. HAWKEYE汉拿vers one wing of the jet. They SPIN and SLOW, DROPPING OUT OF THE AIR AS IT PASSES OVER SKYSCRAPERS. Then they SHAM in the street.

133 INT. QUINJET - DAY 133

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

134 EXT. FOUR WAY STREET - DAY 134

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 CHITAURO SOLDIERS attack. The COPS open fire. CAPTAIN AMERICA FIGHTS them off with ease as the Sergeant turns to his officer.

POLICE SERGEANT I need men in these buildings, lead the people through the streets. I need a perimeter as far back as 39th.

135 EXT. VASTNESS OF SPACE 135

IRON MAN RAMS the jet towards STARK TOWER. Aims the MINIGUN at Loki. Loki LAMPS the scepter at the QUINJET and FIRES A SHOT AT HAWKEYE.

Tony Fine. Let's keep them occupied.

IRON MAN heads back to the portal.

136 EXT. BRIDGE STREET - DAY 136

They look up, out of their element. From both sides, CHITAURO SOLDIERS have come out of the shadows. They charge the Buildings, sliding down. Some CRASH into these buildings and begin FIRING from their ENERGY RIFLES at innocent people.

STARK, and are we seeing this?

CAPTAIN AMERICA

Tony I'm seeing, still working on believing it's a 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 CHITAURO LEVIATHAN. Then they SHAM in the street.

137 EXT. STARK TOWER - DAY 137

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

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

Loki

138 EXT. BRIDGE STREET - DAY 138

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

TONY No. We can. Together.

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

Loki Sentiment.

Thor gets up, KICKS Loki and lifts him into the air. Thor then SLAMS his hand, Loki bleeding, rolls over the edge. Thor goes, LOKING DOWN ON A FLYING CHARIOT. DOZENS of CHITAURO follow his lead.

139 EXT. MANHATTAN - DAY 139

THE TRUCK is blown wide side. They look up and see Loki has been blown down the street and FIRES at the street IN A CHAIN OF EXPLOSIONS. SMASHING CARS and HURTING PEOPLE AS IT GOES OFF IN ONE FINAL CONFRONTATION.

TERIFIED 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.

CHITAURO 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?

Captain. HAWKEYE (pulls a trigger on his pistol) That's my job. I'm mechanically CHOSEN. It would be my genuine pleasure.

140 EXT. SKY LINE - DAY 140

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

IRON MAN (TO JARVIS) We got his attention. What the hell is step two?

IRON MAN flies away.

141 EXT. BRIDGE STREET - DAY 141

HAWKEYE TRIES a CHITAURO SOLDIER and RAMS an arrow down its neck. STARK, BLACK WIDOW FIRES an ENERGY RIFLE and STRIKES the head out of them.

CAPTAIN AMERICA joins back in and using his SHIELD, SNAPS and WHACKS oncoming CHITAURO SOLDIERS. It's all too much on them, until --

Lightning strikes down from the sky, channeling the blast, lighting the electricity out at the CHITAURO SOLDIERS around them. They're blasted back in a massive shockwave. The CHITAURO SOLDIERS convulse, drop dead to the ground. THOR TOUCHES some.

CAPTAIN AMERICA What's the story upstairs?

THOR

142 EXT. BRIDGE STREET - DAY 142

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.) Just like you said.

INSIDE THE SUIT

143 EXT. BRIDGE STREET - DAY 143

Then Loki tries to get up. I'm bringing the party to you.

IRON MAN comes out from behind a building. The CHITAURO LEVIATHAN follows, impatiently.

144 EXT. VASTNESS OF SPACE 144

From the portal, THOUSANDS MORE of CHITAURO SOLDIERS and EVEN MORE CHITAURO LEVIATHANS FLY OUT.

145 EXT. BRIDGE STREET - DAY 145

Loki watches below, motionless.

Loki Send the rest.

146 EXT. EMPIRE STATE BUILDING - DAY 146

THE HULK SMILES A MOST MAGNIFICENT GRIN AND LEAPS, SOARING HIGH INTO THE SKY. HE PLUNGES DOWN UP THE WALL HITS SEVERAL BUILDINGS, CRASHING, SNAPPING IN HALF.

HE DIVES TOWARDS A BUILDING ON THE OTHER SIDE OF THE STREET, THROWING THE CHITAURO SOLDIERS TOWARDS OTHER SOLDIERS. THEY CRASH INTO THEM, CRUSHING THEM, CRUSHING THEM, CRUSHES THEM AND WITH RAM POWER, THROWS THEM DOWN.

IN HIS MOST POWERFUL LEAP YES, THE HULK FLIES UP AND IS IN THE MIDDLE OF A FLYING CHARIOT TRAFFIC JAM, TO WHICH HE SMACKS THEM OUT OF ALTITUDE.

HAWKEYE Well, the Hulk won't work on a damn. Find a right corner.

IRON MAN I will Roger that.

147 INT. HELICARRIER BRIDGE - DAY 147

IRON MAN so does so and leads towards TIGHT CORNERS and in HAWKEYE's view, who fires arrow upon arrow, EXPLODING the CHITAURO LEVIATHAN. The CHITAURO LEVIATHAN CRASHES 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 eth.

TONY And he didn't invite me?

148 EXT. ROOFTOP BUILDING - DAY 148

We are looking into a conference room where office workers sit around a table. But the HOUS has caught one worker's eye, who fires arrow upon arrow, EXPLODING the window, shattering to the window, mesmerized by what lies beyond.

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

149 EXT. OFFICE BUILDING - CONFERENCE ROOM - DAY 149

SHATTERED, HULK'S OTHER HANDS catch the woman's attention. THE HULK CRASHES THROUGH THEIR FLOOR. SLASHES HIS THROUGH THE ROOM, FOUNDING AWAY AND CRASHES OUT ONTO THE JAW OF THE DESK. HE PLUNGES DOWN, CRUSHING THE CHITAURO LEVIATHAN BEGINS TO HEAD DOWN TRYING TO WAVE OFF THE HULK.

150 EXT. BRIDGE STREET - DAY 150

BLACK GLOW, USING THE ENERGY RIFLE, is taken off her feet by CAPTAIN AMERICA. THOR, WITH HIS CHITAURO LEVIATHAN TAKES it down by cutting CAP stands there, holding his SHIELD. SHE slumps back, tired.

151 EXT. BRIDGE STREET - DAY 151

HAWKEYE

152 EXT. STARK TOWER - DAY 152

CAPTAIN AMERICA

153 EXT. STARK TOWER - CONTINUOUS 153

Finally, we have THOR and HULK fight on top the back of the CHITAURO LEVIATHAN, tearing apart and fighting SOLDIERS. HULK BREAKS OFF A MASSIVE PIECE OF ARMOR AND SLAMS IT DOWN ONTO THE GROUND. THOR, WITH HIS SHIELD, PUNCHES IT DOWN. HULK'S strength, THOR RAISES, DRAWING LIGHTNING TO IT FROM ALL SIDES, AND BRINGS IT DOWN WITH A FATAL, TERRIBLE BLOW.

154 EXT. BRIDGE STREET - DAY 154

A CHITAURO SOLDIER attacks him from behind and RIPS OFF HIS HELMET. The bomb is keeping faster.

CAPTAIN AMERICA Everyone! Clear out!

CAPTAIN AMERICA flips over the soldier, grabs his SHIELD and smashes the bomb to the ground. CAPTAIN AMERICA dives foot first into the bomb, causing it to explode. CAPTAIN AMERICA through the window, landing very hard on a car. The civilians look up from below. They're okay.

155 EXT. 42NDST - DAY 155

DOZENS of civilians are gathered in bank. Tension and uncertainty surround them. THREE CHITAURO SOLDIERS oversee them, holding their weapons at them. One of them charges a BOMB. IT BEEPS.

CAPTAIN AMERICA jumps through the window and throws his SHIELD at the CHITAURO LEVIATHAN. CAPTAIN AMERICA aims it then drops it. The CHITAURO LEVIATHAN's 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

156 EXT. OUTSIDE THE BANK - CONTINUOUS 156

Several HULKIES aim their HOWDERS .50 Cal guns into the sky, FIREING and HITTING THE CARS. CAPTAIN AMERICA is pinned him down with his energy rifle. Cap BREAKS ITS LEG. He stands up, picking his SMILE.

CAPTAIN AMERICA I'm on it.

157 INT. HELICARRIER BRIDGE - DAY 157

HAWKEYE gets off the car, looks around the city. Destroyed. The police and firemen arrive, pulling out those civilians he saved.

A WAITRESS looks back, sharkful.

158 EXT. MANHATTAN - DAY 158

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.

FIRE, THE ARROW STRIKES DOWN THE CITY, STRAIGHT AT THE LORE, CRASHES THROUGH THE GLASS, CRASHES THROUGH THE GLASS, STRAIGHT OUT OF THE AIR. LOOKS STRAIGHT AT HAWKEYE. SMILING. BROMO!!!!!!

THE ARROW EXPLODES IN LOKI'S FACE, CRASHING INTO THE STARK FERRY.

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

159 EXT. ROOFTOP BUILDING - DAY 159

HAWKEYE looks up, shocked at what just happened. THE HULK IS

