

FOR YOUR CONSIDERATION

# AVENGERS ENDGAME

BEST ADAPTED SCREENPLAY

Christopher Markus & Stephen McFeely

AVENGERS : ENDGAME

Adapted Screenplay  
Written by Christopher Markus and Stephen McFeely

**EXT. BARTON HOME - DAY**

CLOSE ON: A HOUSE-ARREST ANKLE BRACELET.

CLINT BARTON (O.S.)  
Okay, you see where you're going?  
Let's work on how to get there.

Pan up to find...**CLINT BARTON**, with his daughter, **LILA**, coaching her as she notches an arrow in her bow.

CLINT BARTON (CONT'D)  
Okay, good...tip down...bow arm  
out...three fingers-

LILA BARTON  
Why three?

CLINT BARTON  
'Cause two's not enough and four's  
too much-

LAURA BARTON (O.S.)  
You guys want mustard or mayo, or  
both?

CLINT TURNS. IN THE FIELD BEHIND THEM, his wife, **LAURA BARTON** sets up a picnic as **COOPER** and **NATHANIEL** play soccer.

LILA BARTON  
Who puts mayo on a hot dog?

CLINT BARTON  
We'll both have mustard, hon!  
(to Lila)  
Okay. Draw back, deep breath...

She lets loose. THUD! HER ARROW HITS NEAR THE BULLS-EYE.

CLINT BARTON (CONT'D)  
Good job, Hawkeye. Go get your  
arrow.

LAURA BARTON (O.S.)  
Enough murder practice! Soup's on!

CLINT BARTON  
One sec, babe. Be right there!  
We're gonna kill some hot dogs.  
We're hungry.

But when he turns back...LILA IS GONE. The bow and arrow lie at his feet. He stares.

CLINT BARTON (CONT'D)  
Lila? Babe, did you see Lila-

He turns to his wife, BUT SHE'S GONE. So are the boys. The soccer ball rolls to a stop near the picnic blanket.

NO ONE CAN BE SEEN FOR A HUNDRED YARDS IN ALL DIRECTIONS.

CLINT BARTON (CONT'D)  
Guys? Guys, come on...

Clint walks toward the field, dread growing.

CLINT BARTON (CONT'D)  
Laura?

Clint breaks into a panicked run.

CLINT BARTON (CONT'D)  
LAURA!

CLINT MELTS DOWN, SPINNING AROUND, FRANTIC...

**MARVEL FLIP**

**EXT. SPACE - NIGHT**

BLACKNESS.

*TITLE: "TWENTY-TWO DAYS LATER."*

Soon, THE BENATAR tumbles past, adrift...

**INT. BENATAR, GALLEY - NIGHT**

TONY STARK and NEBULA play table-top football. She wins.

TONY  
(offering his hand)  
Good sport. Have fun?

Nebula studies his hand, confused. Finally she shakes.

NEBULA  
It was fun.

**INT. BENATAR, FLIGHT DECK - NIGHT**

Tony, thin and haggard, kneels in front of HIS BROKEN IRON MAN HELMET. He hits a switch. A light blinks.

*TONY'S RECORDING: he stares directly into the "camera."*

TONY

This thing on? Hey, Ms. Potts.  
Pep. If you find this recording,  
don't post it on social media.  
It's going to be a real tearjerker.

**EXT. SPACE - NIGHT**

THE BENATAR sparks, adrift.

TONY (O.S.)

*I don't know if you're ever going  
to see these. I don't even know if  
you're still...God, I hope so.  
Today's day twenty-one, no...twenty-  
two.*

**INT. BENATAR, GALLEY - FLASHBACK**

NEBULA lasers shut Tony's infected wound.

TONY (O.S.)

*You know, if it wasn't for the  
existential terror of staring into  
the literal void of space, I'd say  
I'm feeling a little better today.  
Infection's run its course, thanks  
to the Blue Meanie back there.  
You'd like her. She's very  
practical. And only a tiny bit  
sadistic.*

**INT. BENATAR, GALLEY - FLASHBACK**

TONY AND NEBULA MEND THE EMPTY FUEL CELLS UNDER THE FLOOR.

TONY (O.S.)

*The fuel cells were cracked during  
battle, but we figured out a way to  
reverse the ion charge. Bought  
ourselves about 48 hours of flight  
time. Problem is that was  
about...49 hours ago.*

**EXT. SPACE - NIGHT**

FROM HIGH OVERHEAD, WE WATCH THE BENATAR DRIFT IN SPACE.

TONY (O.S.)  
*Which means, we're dead in the water. A thousand light years from the nearest 7-11.*

**INT. BENATAR, GALLEY - FLASHBACK**

Tony hands Nebula the last of A PURPLE POWDER. She pushes it back to him.

TONY (O.S.)  
*Most of the quote-unquote 'food' and potable water ran out two weeks ago.*

**INT. BENATAR, FLIGHT DECK - NIGHT**

Tony stands on the flight deck, one hand resting on the glass, staring into the unknown.

TONY  
Pep, I know I said no more surprises. But, I gotta say, I was really hoping to pull off one last one. But it looks like...well, you know what it looks like.

**INT. BENATAR, FLIGHT DECK - NIGHT**

Back to now. Tony records his thoughts into his helmet.

TONY  
Don't feel bad about this. I mean, actually, if you grovel for a couple weeks, and then move on with enormous guilt...I should probably lie down for a minute, rest my eyes. Please know, when I drift off, it will be like every day lately. I'm fine, totally fine. I'm going to dream about you. It's always you.

Tony switches the helmet off.

TIME CUT:

NEBULA finds TONY SPRAWLED ON THE FLOOR.

TIME CUT:

Nebula helps Tony into Quill's chair. Tony slumps, completely still. Nebula gives him his privacy.

Move in on Tony's face as...A LIGHT SLOWLY GROWS BRIGHTER. Soon, the entire flight deck glows as bright as a sun.

Nebula appears from the galley, shading her eyes. Tony's eyelids flutter. Finally, he opens them to see...

**CAPTAIN MARVEL (CAROL DANVERS)** hovering in space.

**INT. AVENGERS COMPOUND, BATHROOM - NIGHT**

**STEVE ROGERS** shaves.

He studies himself in the mirror, exhausted. He's about to tap his razor in the sink's standing water, when...

THE WATER RIPPLES. Steve stares a beat, puzzled. Then the lamp catches his eye...SWAYING GENTLY.

Just then, a sound roars overhead. Steve turns...

**EXT. AVENGERS COMPOUND - NIGHT**

THE MOON HANGS HUGE OVER THE EARTH. Then the silhouette of THE BENATAR races past, propelled by CAROL DANVERS.

Below...**STEVE ROGERS, BRUCE BANNER, AND NATASHA ROMANOV** watch a flying woman guide the ship to the ground.

Behind them, **PEPPER POTTS** walks up to the group.

TIME CUT:

Steve races up as NEBULA helps Tony down the ramp.

TONY  
I couldn't stop him.

STEVE  
Neither could we.

TONY  
I lost the kid.

STEVE  
(unable to say it all)  
We...lost...

TONY  
Is Pepper...?

JUST THEN, PEPPER POTTS THROWS HERSELF INTO TONY'S ARMS.

PEPPER POTTS  
Stay here, you stay right here-

TONY  
I'm not going anywhere.

NEARBY, NEBULA watches the sad humans. **ROCKET** SITS BESIDE HER, GRATEFUL. She rests a hand on his furry head.

**INT. AVENGERS COMPOUND, WORKSHOP - DAY**

**RHODEY, TONY, STEVE, NATASHA, AND CAROL** watch...

A HOLO-DISPLAY ROTATING THROUGH FACES OF PEOPLE WE'VE LOST:  
*WANDA. VISION. BUCKY. T'CHALLA. MARIA HILL.*

RHODEY  
It's been twenty-three days since  
Thanos came to Earth.

TONY, weak, sits in a hi-tech wheelchair, IV dripping into his arm. He stares, taking in the loss:

*SAM WILSON. SECRETARY ROSS. SHARON CARTER. SCOTT LANG.  
HOPE VAN DYNE. HANK PYM. NICK FURY.*

At Fury, Carol bites back emotion.

NATASHA  
World governments are in pieces, as you can imagine. But the parts that still work are trying to take a census. It looks like he did what he said he was going to do.

*JANE FOSTER. ERIK SELVIG. WONG. DR. STRANGE. THE BARTON FAMILY. QUILL. DRAX. MANTIS. GROOT. PETER PARKER.*

Finally, Tony looks away. RHODEY turns it off.

NATASHA (CONT'D)  
Thanos wiped out fifty percent of all the living creatures on Earth.

CAROL DANVERS  
Not just Earth.

RHODEY  
You sure about that?

CAROL DANVERS  
You never have to ask me that.

TONY  
Where is he now?

STEVE  
We don't know. He just opened a portal and walked through.

Tony looks out to see...**THOR** on the patio.

TONY  
What's his deal?

ROCKET (O.S.)  
He's pissed.

Tony turns to see Rocket for the first time.

ROCKET (CONT'D)  
He thinks he failed. Which, of course, he did. But there's a lot of that going around, ain't there?

TONY  
Until this second, I literally thought you were a Build-a-Bear.

STEVE  
We've been hunting Thanos for three weeks - deep space scans, satellites - we got nothing. Tony, you fought him-

TONY  
Who told you that? I didn't fight him, he wiped my face with a planet while a Bleeker Street magician gave away the store. There was no fight because he's not beatable.

STEVE  
Did he give you *anything* to go on?  
Clues, coordinates-

Tony stares, lost, barely acknowledging Steve.

TONY  
I saw this coming, few years back.  
Didn't wanna believe. I thought I was dreaming...

STEVE

Tony, I need you to focus-

TONY

And I needed you, as in past tense.  
That trumps what you need. It's  
too late, buddy. You know what I  
need?

Tony turns to everyone, slightly unstable.

TONY (CONT'D)

I need a shave and a burger, not a  
bowl of soup.

(stands)

And I believe I remember telling  
all of you, alive and otherwise,  
that we needed a suit of armor  
around the world, whether it  
impacted our precious freedoms or  
not-

STEVE

But that didn't work out, did it?

TONY

I said we'd lose, you said we'd "do  
that together, too." Guess what,  
Cap, we lost, and you weren't  
there. But that's what we do,  
right? Our best work after the  
fact? We're the "Avengers", not  
the "Pre-vengers!"

RHODEY

Tony, take it easy...

TONY

I've got nothing for ya, Cap. No  
coordinates, no clues, no  
strategies, no options. Zero, zip,  
nada. No trust.

(rips out RT)

Here. You take this. You find  
him, you put this on, and hide.

(drops to his knees)

I'm fine!

Tony COLLAPSES. Rhodey catches him.

**INT. AVENGERS COMPOUND, CORRIDOR - DAY**

CAROL, STEVE, AND NATASHA stare through GLASS DOORS at TONY IN A HOSPITAL BED, PEPPER AND BANNER AT HIS SIDE.

RHODEY STEPS OUT OF THE HOSPITAL ROOM.

RHODEY

Bruce gave him a sedative. Should be out the rest of the day.

CAROL DANVERS

(heading for the lab)

Take care of him. When I come back, I'll bring a bottle of Xorrian elixir.

STEVE

Where are you going?

CAROL DANVERS

To kill Thanos.

**INT. AVENGERS COMPOUND, WORKSHOP - DAY**

NATASHA catches up to CAROL IN THE WORKSHOP.

NATASHA

Hey, hey, hang on. We're sort of a team here. Between you and me, morale's a little fragile.

CAROL DANVERS

Oh, I'm sorry. My fault.

Carol sees Steve and Rhodey catch up. She claps her hands.

CAROL DANVERS (CONT'D)

All right, team! I'm going to go kill Thanos. Message me if you get any intel that can help. Otherwise, I'll report back when he's dead. Great work, everybody.

STEVE

Look, we realize "up there's" more your territory, but this is our fight, too.

RHODEY

Do you even know where he is?

CAROL DANVERS  
I know people who might-

NEBULA (O.S.)  
Don't bother.

They all turn to see NEBULA in THE LIVING AREA DOORWAY.

NEBULA (CONT'D)  
I can tell you where Thanos is.

**INT. AVENGERS COMPOUND, LIVING AREA - DAY**

STEVE, NATASHA, RHODEY, BANNER, ROCKET, THOR, and CAROL gather. NEBULA studies her robotic hand.

NEBULA  
Thanos spent a long time trying to...perfect me. When he worked, he talked. About his Great Plan. Even disassembled, I wanted to please him. I'd ask, where would we go once his plan was complete? His answer was always the same: "To the Garden."

RHODEY  
You're saying Thanos had a retirement plan.

STEVE  
Where's this garden?

ROCKET brings up EARTH on A HOLO-MAP. A BRIGHT SURGE OF ENERGY ENVELOPS THE PLANET (EMANATING FROM WAKANDA).

ROCKET  
When Thanos snapped his fingers, Earth become ground zero for a power surge of ridiculously cosmic proportions. No one's seen anything like it.

He shifts the map, crossing billions of light years, to...AN IDENTICAL SURGE ENVELOPING A MYSTERIOUS, ORANGE PLANET.

ROCKET (CONT'D)  
Until two days ago.

NATASHA  
You're saying he snapped his fingers again. Where?

Rocket zooms the holo-image toward a cluster of stars...

NEBULA

Planet is unnamed, but inhabitable.  
Rich atmosphere, good soil-

STEVE

A garden.

BRUCE BANNER

Thanos is there. *And he just used  
the stones.*

Steve eyes everyone. THOR FINALLY LOOKS UP.

BRUCE BANNER (CONT'D)

(thinking of himself)

You know, we'd be going short-  
handed.

RHODEY

Because he killed all our friends.

ROCKET

Are we saying they're dead? We're  
using that word now?

RHODEY

He's still got the stones.

CAROL DANVERS

So, we take them. And we use them  
to bring everybody back.

BRUCE BANNER

Just like that?

STEVE

Yeah. Just like that.

No one speaks. Finally...

NATASHA

If there's even the smallest chance  
we can undo this, then we owe it to  
everyone who's not sitting here to  
try.

Everyone looks around the room...AGREED.

BRUCE BANNER

If we do this...why would it end  
any differently than it did before?

CAROL DANVERS  
Because before you didn't have me.

RHODEY  
Hey, new girl. All of us in here  
are about that superhero life.  
Where've you been all this time?

CAROL DANVERS  
There's a lot of people in the  
universe. And they didn't all have  
you.

THOR STANDS. He crosses to Carol and holds out his hand.  
STORMBREAKER WHIPS PAST HER HEAD, RUFFLING HER HAIR.

Carol doesn't flinch. Thor smiles.

THOR  
I like this one.

Steve stares at the planet a long, deciding moment. Then...

STEVE  
Let's go get that son of a bitch.

SLAM TO:  
**TITLE: "AVENGERS: ENDGAME"**

**INT. BENATAR, FLIGHT DECK - DAWN**

EVERYONE settles into their seats on the Benatar's flight deck. STEVE WATCHES EARTH GROW SMALLER THROUGH THE WINDOW.

CAROL DANVERS  
Trust me. You get used to it.

ROCKET looks around from the pilot's chair.

ROCKET  
Okay, who here *hasn't* been to  
space?

STEVE, NATASHA, and RHODEY half-raise their hands.

ROCKET (CONT'D)  
Oh, you're gonna *hate* this.

NEBULA  
Approaching jump in three, two...

STEVE'S FINGERS TIGHTEN on the arm rest as...

**EXT. BENATAR - DAWN**

WHOOSH! THE BENATAR WARPS, LEAPING INTO JUMP SPACE.

**EXT. SPACE - DAY**

WHOOSH! THE BENATAR ARRIVES ABOVE AN OMINOUS, ORANGE PLANET. As the ship maintains orbit, CAROL flies toward the planet.

CAROL DANVERS

I'll head down for recon. If I'm not back in fifteen, you'll know I found him.

**INT. BENATAR, FLIGHT DECK - SPACE**

OUR HEROES wait on the flight deck, tense.

NATASHA looks at STEVE, who's staring at...A COMPASS: PEGGY CARTER'S YELLOWED PHOTO STILL RESTS INSIDE.

NATASHA

This is going to work, Steve.

STEVE

I know it will.

(beat)

Because I don't know what I'm going to do if it doesn't.

JUST THEN, CAROL FLIES UP TO THE OTHER SIDE OF THE GLASS.

CAROL DANVERS (OVER COM)

*No satellites, no ships, no armies.*

*No ground defenses of any kind.*

*It's just him.*

NEBULA

That's enough.

The Avengers exchange a look.

**EXT. TITAN-2 - DAY**

SMOKE CURLS FROM THE CHIMNEY OF A SOLITARY LODGE.

**INT. THANOS' LODGE - DAY**

A POT BOILS OVER A FIRE. Then...**THANOS** LIMPS TOWARD IT, LEFT SIDE PARALYZED, arm blackened. A shell of his former self.

He stirs the pot. Suddenly, AN ARMORED HAND BURSTS FROM THE FIRE, GRABBING THANOS' GAUNTLET...

*PREVENTING THANOS FROM CLOSING HIS FIST.*

Thanos jerks back as HULKBUSTER SPRINGS INSIDE. CAROL AND RHOEY BASH THROUGH THE ROOF, PINNING THANOS' ARMS.

THOR crashes through the door, followed by the others. HE SWINGS STORMBREAKER...CUTTING OFF THANOS' HAND.

The Gauntlet lands at Rocket's feet. He picks it up...and his face goes slack. He turns the glove toward the others.

And we now realize...THE INFINITY STONES ARE GONE.

STEVE  
Where are they?

Thanos doesn't answer. CAROL PRESSES HIM TO HIS KNEES.

CAROL DANVERS  
Answer the question!

THANOS  
The universe required correction.  
After that, the stones served no  
purpose beyond temptation.

BRUCE BANNER  
You murdered trillions.

THANOS  
You should be grateful.

NATASHA  
Where are the stones?

THANOS  
Gone. Reduced to atoms.

BRUCE BANNER  
You used them two days ago!

THANOS  
I used the stones to destroy the  
stones. *It nearly killed me.*  
But the work is done. It always  
will be.

That lands, sickening. ROCKET SEARCHES, FRANTIC, NEAR TEARS.

ROCKET  
No...they can't be gone...

RHODEY

He's lying.

NEBULA

My father is many things. A liar  
is not one of them.

THANOS

Thank you, daughter. Perhaps I've  
treated you-

SWOOSH. THOR'S AXE SEVERS THANOS' HEAD FROM HIS BODY. IT HITS THE FLOOR, FOLLOWED BY THE THUD OF HIS HUGE FRAME.

ROCKET

What did you do?

Thor just stares, his long journey a failure.

THOR

I went for the head.

As Thor walks away, Steve looks at Thanos' head on the ground. IT'S OVER. THEY LOST.

FADE TO BLACK.

**OVER BLACK: "FIVE YEARS LATER."**

**EXT. PORT OF NEW YORK - DAY**

A CAR CRUSHER flattens an Audi. THOUSANDS MORE NEVER-DRIVEN CARS LIE STACKED ON THE DOCKS, WAITING THEIR TURN.

**EXT. NEW YORK - DAY**

A HUGE TARP flaps over the shuttered LINCOLN CENTER.

**EXT. SHEA STADIUM - DAY**

A TEENAGE GIRL rides her skateboard, alone in a weed-filled parking lot. Pull back to see THE EMPTY STADIUM BEHIND HER.

**INT. BROOKLYN COMMUNITY CENTER - NIGHT**

A POSTER SHOWS A SINGLE FIGURE STARING AT A GROUP OF SHADOWS. IT READS, "WHERE DO WE GO, NOW THAT THEY'RE GONE?"

The bottom reads, "BROOKLYN SUPPORT GROUP, TUESDAYS 8PM."

A GRIEVING MAN speaks in A RECOVERY GROUP.

GRIEVING MAN  
So, I went on a date the other day.

JIMMY  
Good job, Bobby. Back in the game.

GRIEVING MAN  
Thank you, Jimmy.  
(to the group)  
First in five years. I sat there  
at dinner thinking, what are we  
even supposed to talk about?

STEVE ROGERS, thinner, older, LISTENS INTENTLY.

STEVE  
What did you talk about?

GRIEVING MAN  
Same old crap. How much things  
have changed. How much we miss the  
Mets. My job, his job. Then it  
got kind of quiet. He cried during  
the salads.

OLDER MAN  
What about you?

GRIEVING MAN  
I cried just before dessert. But  
I'm seeing him again tomorrow.  
So...

STEVE  
That's great. You've already done  
the hardest part. You took a jump,  
didn't know where you'd come down.  
And that's it, those little brave  
baby steps we've gotta take. To  
try to make us feel whole again, to  
find a purpose...  
(to everyone)  
I went into the ice right after I  
met the love of my life. Woke up  
seventy years later and...had to  
keep going.

The group takes this in.

STEVE (CONT'D)  
The world's been left in our hands.  
If we don't do something with  
it...then Thanos might as well have  
killed all of us.

People nod, but Steve seems unconvinced by his own words.

**EXT. SAN FRANCISCO - DAY**

THE CAMERA ROTATES down from the sky onto a strangely quiet San Francisco, until it finds...A STORAGE WAREHOUSE.

**INT. STORAGE WAREHOUSE, UNIT 277 - DAY**

LUIS' VAN sits in a storage unit, surrounded by boxes: "S. LANG, KITCHEN, S. LANG, CLOTHES."

THROUGH THE VAN WINDOWS, we see...HANK PYM'S QUANTUM TUNNEL.

A MEANDERING RAT CRAWLS ONTO THE CONTROLS. IT ACCIDENTALLY STEPS ON A TOGGLE SWITCH and...A LIGHT GOES GREEN. FLASH.

THE BACK DOORS OF THE VAN BLOW OPEN, revealing...SCOTT LANG, ANT-MAN suit shorting. He retracts his helmet, gasping.

**INT. STORAGE WAREHOUSE, SECURITY OFFICE - DAY**

A GUARD reads THE TERMINAL BEACH, by J.G. Ballard. He looks up at a monitor: SCOTT LANG holds up a sign, "HELP."

**EXT. STORAGE WAREHOUSE - DAY**

A dented WAGON rolls over a speed-bump. Scott, in his old clothes, slowly wheels his belongings away.

The Guard watches him go, puzzled.

**EXT. SAN FRANCISCO, STREET - DAY**

Scott walks A STREET OF ABANDONED HOMES.

SCOTT LANG  
Hello?

He hears A CLACKING. A KID on a bicycle rides by, playing card wedged between his spokes.

Scott waves him down. The kid stops.

SCOTT LANG (CONT'D)  
Hey. Kid. What happened here?

The kid says nothing. He just stares at Scott with a haunted look. Then he stands on his pedal and keeps riding.

CLACK-CLACK-CLACK-CLACK-CLACK-CLACK-CLACK...

**EXT. SAN FRANCISCO, GOLDEN GATE PARK - DAY**

STONE MONUMENTS loom in a park. A small crowd mills. Reveal Scott looking over the monuments, lost.

TIME CUT:

Scott walks up to the obelisks. At the top, they read: "*THE VANISHED.*" Hundreds of names line the stones.

He scans the "L's," finally finding, "*SCOTT LANG.*"

SCOTT LANG  
What?  
(realizing)  
Cassie...

**EXT. MAGGIE LANG'S HOUSE - DAY**

A winded Scott races up the sidewalk toward his old house. He leaps a bush, banging on the front door.

SCOTT LANG  
Cassie! Cassie!

SOON, A TEEN GIRL opens the door, shocked. A very long beat.

CASSIE LANG  
Dad?

SCOTT LANG  
Peanut?

Scott wraps his arms around **CASSIE LANG** (14), now five years older than when he last saw her. She hugs him, CRYING.

CASSIE LANG  
I thought you were gone.

SCOTT LANG  
I'm sorry. I'm back...I'm  
back...I'm back...

**EXT. AVENGERS COMPOUND, FRONT GATE - DAWN**

Avengers Compound stands amidst overgrown grass. Rusty chains lock the gate.

Faded signs warn: "RESTRICTED AREA. KEEP OUT."

**INT. AVENGERS COMPOUND, LIVING AREA - NIGHT**

NATASHA SITS SURROUNDED BY HOLO-SCREENS FEATURING CAROL DANVERS, RHODEY, ROCKET AND NEBULA, AND OKOYE.

ROCKET (HOLO)

*We boarded that "highly suspect warship" Danvers pinged.*

NATASHA

And?

NEBULA (HOLO)

*It was an infectious garbage scow.*

ROCKET (HOLO)

*So thanks for the hot tip-*

CAROL DANVERS (HOLO)

*You were closer.*

ROCKET (HOLO)

*And now we smell like garbage-*

NATASHA

(to Okoye)

You get a reading on those tremors?

OKOYE (HOLO)

*Minor subduction in the African plate.*

NATASHA

Do we have a visual? How are you handling it?

OKOYE (HOLO)

*Nat. It was a mild earthquake. In the ocean. We handle it by not handling it.*

Natasha looks burdened. Rhodey steps in.

RHODEY (HOLO)  
*I can have NASA redirect a satellite, do a sweep just to make sure.*

NATASHA  
*Thanks. Carol, you're still coming our way next month?*

CAROL DANVERS (HOLO)  
*Not likely.*

ROCKET (HOLO)  
*Getting another haircut?*

CAROL DANVERS (HOLO)  
*Listen, fur-face, I'm covering a lot of territory out here. The things that have been happening on Earth have been happening everywhere else. On thousands of planets. You might not see me for a long time.*

NATASHA  
*All right. Everybody keep keeping their eyes open. This channel's always active. Anything goes sideways, anyone makes trouble where they shouldn't, it comes through me.*

They ad lib their goodbyes as they sign off, except Rhodey.

NATASHA (CONT'D)  
*What's up? Where are you?*

RHODEY (HOLO)  
*Mexico. Got some news.*

NATASHA  
*Okay...*

RHODEY  
*Federalés found a room full of bodies outside Juarez. Cartel guys. Guns still in their pants.*

NATASHA  
*Could be a rival hit-*

RHODEY  
*But it wasn't. Same MO as Marseille. And Kiev.*  
 (MORE)

RHODEY (CONT'D)

(beat)

It's definitely Barton.

She nods, grim, reluctantly accepting.

RHODEY (CONT'D)

What he's done here...what he's  
been doing...I got to tell you,  
part of me doesn't want to find  
him.

Natasha just stares a long beat.

NATASHA

Find out where's he going next.

Rhodey nods, signing off. Natasha sits there, THEN CRUMPLES.

After a long beat...

STEVE (O.S.)

I'd offer to cook you dinner but  
you seem sad enough already.

Natasha turns to see STEVE in the doorway.

NATASHA

Come by to do your laundry?

STEVE

And see a friend.

NATASHA

Your friend's fine.

STEVE

She leave the house today?

NATASHA

Nothing out there I particularly  
want to see.

STEVE

I spotted a pod of whales coming  
over the bridge.

NATASHA

(dubious)

In the Hudson.

STEVE

Fewer ships, cleaner water. Just  
saying, there's still a world out  
there.

NATASHA

If you're about to tell me to look  
on the bright side, I'm about to  
hit you with a peanut butter  
sandwich.

Steve relents, LETTING DOWN HIS FACADE.

STEVE

Sorry. Force of habit.

NATASHA

I don't know how you do it.

Steve bites into the uneaten half of her sandwich.

STEVE

I guess I don't know how not to.

NATASHA

Me, neither.

After a long moment, Steve looks up at her, honest.

STEVE

I keep telling them, move on. Grow  
past it. And some of them actually  
do. But not us.

NATASHA

If I move on, who does this?

STEVE

Maybe it doesn't need to be done.

Natasha takes that in. Steve is thinking of giving up. She looks around at Avengers Compound.

NATASHA

I used to have nothing. Then I got  
this. This job, this family. And  
I was better because of it.

She chokes slightly, collecting herself.

NATASHA (CONT'D)

And even though they're gone, I'm  
still trying to be...better.

STEVE

I think we both need to get a life.

NATASHA

You first.

They stare at each other a long, melancholy moment.

THEN, WE HEAR A PING. NATASHA SWIPES TO A CCTV DISPLAY:  
SCOTT LANG'S FACE FILLS A SCREEN, LUIS' VAN BEHIND HIM.

*SCOTT LANG (ON SCREEN)*  
*Hello? Is anyone home? This is,*  
*uh, Scott Lang? We met a few years*  
*ago. At the airport?*

STEVE  
This an old message?

NATASHA  
(stunned)  
It's the front gate.

**INT. AVENGERS COMPOUND, WORKSHOP - NIGHT**

SCOTT paces, mumbling to himself.

STEVE (O.S.)  
Scott, are you okay?

SCOTT LANG  
What? Yes.

He turns to STEVE and NATASHA.

SCOTT LANG (CONT'D)  
Have either of you guys ever  
studied quantum physics?

NATASHA  
Only to make conversation.

Steve glances at her. She shrugs.

SCOTT LANG  
Well, five years ago, just before  
this Thanos guy...I went into a  
place called the Quantum Realm.  
It's like its own microscopic  
universe. You can only get there  
if you're incredibly small. Hope,  
she's my...she was supposed to pull  
me out. But then Thanos happened.  
And I was stuck in there.

NATASHA  
I'm sorry. It must've been a long  
five years.

SCOTT LANG

(getting excited)

Okay, but that's the thing. *It wasn't.* For me, it was only five hours. The rules in the Quantum Realm aren't like out here. They're completely unpredictable. Is anybody gonna eat that sandwich?

STEVE

Scott, what are you talking about?

SCOTT LANG

*Time works differently in the Quantum Realm.*

Steve and Natasha share a look.

SCOTT LANG (CONT'D)

Problem is, right now, it's chaos, there's no way to navigate it. But what if we could figure out a way to enter the Quantum Realm at a certain point in time...and come out in another. Like, before Thanos-

STEVE

Wait...wait. Scott. Are you talking about a time machine?

SCOTT LANG

No, not a machine. More like a...  
(searches, then gives up)  
Yeah, like a time machine. I know it sounds crazy...

NATASHA

Scott, I get emails from a raccoon.  
Nothing's crazy anymore.

SCOTT LANG

So, who do we talk to about this?

**EXT. STARK ECO-COMPOUND, UPSTATE NEW YORK - DAY**

LLAMAS and FARM ANIMALS GRAZE A RUSTIC-TECH ECO-COMPOUND.

**EXT. STARK ECO-COMPOUND, WOODS - DAY**

TONY approaches A WOODED GLADE near the house.

TONY  
Morgan H. Stark. Chow time. Want  
some lunch?

Silence. Then **MORGAN STARK** (4) steps out of her play tent,  
wearing A PURPLE-BLUE IRON MAN HELMET (RESCUE).

MORGAN STARK  
Define lunch or be disintegrated.

TONY  
You should not be wearing that.  
It's part of a special anniversary  
gift I made for Mom. You thinking  
about lunch?

Tony gently takes the helmet off, revealing A YOUNG GIRL.

TONY (CONT'D)  
Where'd you find this?

MORGAN STARK  
Garage.

Tony picks her up, walking toward the house.

TONY  
You like going in the garage? So  
does Daddy. It's all right. Mommy  
never wears what I buy her.

TIME CUT:

Tony and Morgan exit the woods. Suddenly, Tony stops.

In the driveway, STEVE ROGERS stares at him. NATASHA AND SCOTT GET OUT OF THE CAR BEHIND HIM.

**EXT. STARK ECO-COMPOUND, PORCH - DAY**

STEVE, SCOTT, and NATASHA sit with TONY.

TONY  
I just want to thank you folks for  
dropping by. It's not every day  
one gets to contemplate biting it  
on an inter-dimensional timescape.

NATASHA  
You've got some objections to the  
plan.

TONY

So you're calling it a plan. To me, it sounds like an exotic suicide method. Not to mention, it's impossible.

SCOTT LANG

We know what it sounds like.

STEVE

Tony, after what you've seen, is anything really impossible?

TONY

Quantum fluctuation kinda messes with the Planck Scale, which then triggers the Deutsch Proposition, can we agree on that?

(offering more tea)

Chai?

(back on message)

In layman's terms, it means you can cancel your Netflix subscription because *you're not coming home*.

SCOTT LANG

I did.

TONY

Which was a billion-to-one cosmic fluke. Now you want to pull a- What are you calling it?

SCOTT LANG

A time heist.

TONY

Oh, of course, a time heist, why didn't we think of this before? Right, because it's a pipe dream. Who are you again?

SCOTT LANG

Still Scott...

STEVE

Tony, the Stones exist in the past. We could get them and *bring them here*.

NATASHA

*We can snap our own fingers. We can bring everybody back.*

TONY  
*Or screw it up worse than he  
already has.*

STEVE  
I don't believe we would.

Tony stares at Steve, a lot of water under the bridge.

TONY  
Gotta say it. Sometimes I've missed that giddy optimism. Sadly, all your high hopes won't help me if there's no logical, tangible way for me to safely execute said "time heist." I believe the most likely outcome would be our collective demise.

SCOTT LANG  
Not if we strictly follow the rules of time travel. No talking to our past selves. No betting on sporting events-

TONY  
Stop, Scott. Stop. Are you telling me that your plan to save the universe is more than loosely based on Back to the Future?

SCOTT LANG  
(meaning "yes")  
No...

TONY  
Good. Because that would be horseshit. Scientifically speaking, your brother's picture doesn't disappear just 'cause you went to the dance with your mom. That's not how quantum physics works.

NATASHA  
We have to take a stand.

TONY  
We did stand. And yet here we are.

SCOTT LANG  
Look, Stark- Can I call you Tony?

TONY  
Please don't-

SCOTT LANG  
Tony-

TONY  
Fine.

SCOTT LANG  
I get that you've got a lot on the line, here. You've got a wife. A daughter. But I lost someone very important - a lot of us did - and now we have a chance to save her, and everyone else, and you won't even-

TONY  
No, Scott. I won't. Even.

Suddenly, MORGAN walks onto the porch.

MORGAN STARK  
Mommy told me to come save you.

Tony takes Morgan into his arms and heads inside.

TONY  
Good job. I'm saved.  
(to Steve)  
I wish you were coming here to ask me something else. I'm honestly happy to see you. If you want to stay-

Steve tries one last time.

STEVE  
Tony, I get it. And I'm happy for you. I am. But this is a second chance.

TONY  
Yeah, well, I got my second chance right here. I can't roll the dice on it. The table is set for six. If you don't talk shop, you're welcome to stay for lunch.

He exits.

**EXT. STARK ECO-COMPOUND - DAY**

Steve, Natasha, and Scott walk toward the car.

NATALSHA  
He's scared.

STEVE  
He's not wrong.

SCOTT LANG  
What are we gonna do? We need him.  
You want to stop?

STEVE  
No. I want to do it right.  
(beat)  
We're going to need a really big  
brain.

SCOTT LANG  
Bigger than his?

**EXT. DINER - NIGHT**

ONLOOKERS crowd a diner window, trying to peek inside.

SCOTT LANG (O.S.)  
I'm confused.

**INT. DINER - NIGHT**

**SMART HULK** ROLLS UP A PIZZA AND EATS IT LIKE A BURRITO.  
SCOTT, STEVE, AND NATASHA SIT ACROSS FROM HIM.

SMART HULK  
These are confusing times.

SCOTT LANG  
No, that's not what I'm-

SMART HULK  
I'm kidding, I get it. It's crazy.  
I wear shirts now!

SCOTT LANG  
But why?

SMART HULK  
Five years ago, we got our asses  
kicked, right?

Smart Hulk eats a stack of pancakes in two bites.

STEVE  
He's heard.

SMART HULK  
It was worse for me. Because I  
lost twice. First Hulk lost. Then  
Banner lost. Then we all lost.

NATASHA  
No one blamed you, Bruce.

SMART HULK  
I did- I feel like I'm the only  
one eating. Here, try some.

He holds out a pizza. They decline. He shrugs.

SMART HULK (CONT'D)  
Thing is, I kept thinking, it  
didn't have to be that way. That  
the best of Banner and best of  
Hulk, if they'd worked together,  
maybe they could've stopped Thanos.

SCOTT LANG  
Okay. But how did...this happen?

SMART HULK  
For years I treated the Hulk like a  
disease, something to get rid of.  
But when I started treating him  
like the cure...

Smart Hulk MESSES HIS FINGERS together.

SMART HULK (CONT'D)  
Eighteen months in the Gamma Lab.  
I put the brains and the brawn  
together. And now look at me.  
Best of both worlds.

TWO KIDS amble up to the booth.

KID  
Mr. Hulk? Can we get a picture?

SMART HULK  
100%, little lady.

The kid hands a phone to Steve. SMART HULK makes a duck face  
as Steve sheepishly snaps the pic, handing the phone back.

SMART HULK (CONT'D)  
(to the fan)  
Thanks, pal. Hulk out!

STEVE  
So, Bruce, about what we said-

SMART HULK  
The time travel do-over? I don't  
know, that's kind of outside my  
field of expertise...

Natasha nods at his Smart Hulk-ness, history between them.

NATASHA  
You pulled this off. I remember a  
time that was impossible, too.

He considers, then finally relents, pulling out his phone.

SMART HULK  
I'm supposed to be on Oprah next  
week, but I guess I could move  
things around.

**INT. STARK ECO-COMPOUND, KITCHEN - NIGHT**

TONY STARK DOES DISHES. He rinses with the sprayer. It goes everywhere. He wipes down the counter, including...

A PICTURE OF PETER PARKER. He stares.

**INT. STARK ECO-COMPOUND, SIDE PORCH - NIGHT**

Tony builds HOLO MODELS: Penrose diagrams, wormholes. He studies a STAR-SHAPED CAPACITOR, intrigued.

TONY  
Friday, you up?

FRIDAY  
Yes, sir.

TONY  
I've had a mild inspiration, like  
to see if it checks out. I would  
like to run one last sim before we  
pack it in for the night. This  
time, in the shape of a Möbius  
Strip, inverted.

FRIDAY  
Processing.

The model forms.

TONY  
All right, give me the eigenvalue  
of that particle, factoring in  
spectral decomp. Run it. That'll  
take a second. And don't worry if  
it doesn't pan out, I'm just kind  
of...

THE CAPACITOR GLOWS. A HOLO-MAN DRIFTS INTO A CIRCULAR  
WORMHOLE, LOOPING...RETURNING TO THE PLACE IT FIRST LEFT.

FRIDAY  
Model rendered.

TONY  
(in awe)  
Shit.

MORGAN STARK (O.S.)  
Shit.

Tony turns to see HIS DAUGHTER in the doorway.

TONY  
What are you doing up?

MORGAN STARK  
Shit.

TONY  
First of all, that's a Mommy word,  
she coined it.

MORGAN STARK  
Why are you up?

TONY  
I just had something on my mind.

MORGAN STARK  
Was it juice pops?

TONY  
Correct. Great minds think alike.  
What kind do you want?

**INT. STARK ECO-COMPOUND, MORGAN'S ROOM - NIGHT**

Morgan eats A JUICE POP in bed. Tony watches.

TONY

You done?  
(finishing her popsicle)  
Now you are.

MORGAN STARK

Tell me a story.

TONY

Once upon a time, Maguna went to  
bed. The end.

MORGAN STARK

That was a bad story.

He runs his hand over her hair.

TONY

Love you tons.

MORGAN STARK

Love you three thousand.

TONY

Wow, that's a lot.

Tony turns out the light, exits.

**INT. STARK ECO-COMPOUND, LIVING ROOM - NIGHT**

PHOTOS crowd a side table: Pepper, Morgan, Tony. Even one of HOWARD STARK, PEGGY CARTER & HANK PYM UNDER A SHIELD SYMBOL.

Find...PEPPER, curled up on the couch reading. Then...

TONY (O.S.)

Out like a light. Don't know how  
much she loves you but she loves me  
three thousand.

PEPPER POTTS

That's up there.

TONY

What're you reading?

PEPPER POTTS

A book about composting-

TONY  
I think I solved it.

Pepper looks up.

PEPPER POTTS  
Just so we're both talking about  
the same thing-

TONY  
Time travel.

PEPPER POTTS  
That's amazing.

TONY  
Yeah.

PEPPER POTTS  
And terrifying.

TONY  
To say the least.

He sits beside her. She stares, SHARING IN HIS DILEMMA.

PEPPER POTTS  
We got really lucky-

TONY  
I know-

PEPPER POTTS  
Not everybody did.

TONY  
I can't help everybody.

PEPPER POTTS  
Except, it sort of seems like you  
can.

TONY  
Not if I stopped right here.

PEPPER POTTS  
Tony, trying to get you to stop is  
one of the few failures of my life.

TONY  
I could just lock the lab, put it  
in a trunk, sink it to the bottom  
of the lake, and go to bed.

PEPPER POTTS  
But could you rest?

**INT. AVENGERS COMPOUND, HANGAR - DAY**

SCOTT WAITS IN HIS ANT-MAN 2 QUANTUM SUIT IN FRONT OF THE OPEN VAN DOORS.

SCOTT LANG  
You're sure these modifications are safe?

He looks over to...SMART HULK, WEARING READING GLASSES, MAKING ADJUSTMENTS TO A NEW CONTROL PANEL.

SMART HULK  
I reran my calculations three times-

SCOTT LANG  
Because the guy who invented this thing is pretty much a genius-

SMART HULK  
I have seven PhD's, an MD, the Hans Bethe Award for Physics, and I'm personal friends with Bill Nye the Science Guy. We're good.

SCOTT LANG  
Yeah. And you look like that on purpose.

STEVE and NATASHA enter from outside.

STEVE  
Breakers are set, emergency generator's on stand-by.

SMART HULK  
Good. If we blow the grid, I don't want to lose Tiny back in the '50's.

SCOTT LANG  
Excuse me?

NATASHA  
He was kidding.

SMART HULK  
I was kidding.

NATALSHA  
(to Hulk)  
You were kidding, right?

SMART HULK  
Honestly, I have no idea. We're attempting *time travel*. Either it's all a joke, or none of it is.  
(loudly to Scott)  
We're good! Helmet on.

Scott puts on his helmet, slightly dubious.

SMART HULK (CONT'D)  
Okay. I'm going to send you back one week, give you an hour to look around, then bring you back in ten seconds. Make sense?

SCOTT LANG  
Perfectly not confusing.

STEVE  
Good luck, Scott. You've got this.

SCOTT LANG  
(inspired)  
Yes, I do, Captain America. Yes, I-

SMART HULK PULLS A LEVER. SCOTT SHRINKS TO NOTHING.

SMART HULK  
Counting down from three, two,  
one...

SUDDENLY SCOTT REAPPEARS...BUT HE'S 12-YEARS-OLD.

SCOTT LANG  
Uh, guys? This doesn't feel right.

NATALSHA  
Is that Scott?

SMART HULK  
Probably...?

He scrambles, hitting buttons. SCOTT SHRINKS TO NOTHING.

STEVE  
Get him back!

Smart Hulk flips a switch. SCOTT REAPPEARS...AT AGE 93.

SCOTT LANG

Oh, my back!

NATASHA

Bruce! Get it under control. What the hell is going on?

SMART HULK

I got it, I know exactly what's going on. Pretty much.

SCOTT SHRINKS TO NOTHING AGAIN. HULK TYPES FRANTICALLY with A PENCIL, fingers too big for the keys.

2-YEAR OLD SCOTT APPEARS.

NATASHA

Oh, my God.

STEVE

It's a baby.

SMART HULK

It's Scott.

STEVE

As a baby!

Smart Hulk hits a button. Baby Scott disappears.

SMART HULK

When I tell you, kill the power!

(throwing a switch)

Now!

NATASHA KILLS THE POWER. Normal Scott stumbles off the pad.

SCOTT LANG

Somebody peed my pants. I don't know if it was baby-me or old-me. Or just me-me.

**EXT. AVENGERS COMPOUND, HANGAR - DAY**

Steve leans on the wall, discouraged. Then he hears AN ENGINE ROAR. AN AUDI races up the drive.

It stops, the window rolling down to reveal...TONY.

TONY

Why the long face? Wild guess, he turned into a baby?

STEVE  
Among other things.

TONY  
(getting out of the car)  
EPR Paradox. Instead of pushing  
Lang through time, you were pushing  
time through Lang. It's dangerous.  
I probably should've cautioned you  
against it.

STEVE  
You did.

TONY  
Thank god, I'm here. Regardless, I  
fixed it.

He holds up...HIS STAR-SHAPED CAPACITOR.

TONY (CONT'D)  
That is a fully-functioning, time-  
space GPS. I just want peace.  
Resentment is corrosive. I hate  
it.

STEVE  
Me, too.

Something eases between them, for the first time in years.

TONY  
We've got a shot at the Stones. I  
just need you to know my  
priorities. Bring back everyone we  
lost, hopefully. Keep what I  
found, definitely. And, let's not  
die trying.

Steve looks at Tony. Finally, he offers his hand.

STEVE  
Sounds like a deal.

They shake. *This is a long time coming.* Finally...

TONY  
But wait, there's more. Act now,  
and it comes with a bonus offer.

Tony pops the trunk. Steve stares, moved, at...HIS SHIELD.

STEVE  
Tony, I don't know-

TONY

What's to know? He made it for you. Plus, I gotta get it out of the garage before Morgan takes it sledding.

Steve finally picks up the shield, SLIDING IT ONTO HIS ARM.

STEVE

Thank you, Tony.

Tony chokes up, then covers by slamming the trunk.

TONY

Just don't flaunt it. I didn't bring enough for the whole team. We are getting the whole team, right?

STEVE

We're trying.

**EXT. AVENGERS COMPOUND, HANGAR - DAY**

SCOTT sits on a bench, eating a hardshell taco. THEN A MASSIVE EXHAUST WIND BLASTS HIM, blowing his taco away.

THE BENATAR lands outside AVENGERS COMPOUND. NEBULA AND ROCKET EMERGE. Rocket waits at the end of the gangway.

ROCKET

Hey, Humie. Where's Big Green?

SCOTT LANG

Um, kitchen, I think.

Scott tries a smile at Nebula. She just hits her COM:

NEBULA (INTO COM)

Rhodey, careful on re-entry.  
There's an idiot in the landing zone.

She goes in. THEN, WHAM, WAR MACHINE LANDS, STARTLING SCOTT.

SCOTT LANG

Oh, my God!

RHODEY

What's up, Regular-Sized Man?

Rhodey goes inside as SMART HULK walks out, carrying an overnight bag. He hands Scott some tacos.

ROCKET

Finally. I ain't got all day.

SMART HULK

I call shotgun!

As he walks up the Benatar's gangway, PRE-LAP A METALLIC SCRAPING SOUND.

**EXT. NEW ASGARD - DAY**

The scraping goes on as we see....A NORWEGIAN FISHING VILLAGE. Tilt to a sign: "NEW ASGARD," in English and ASGARDIAN RUNES.

A PICK-UP passes, scraping the pavement: SMART HULK AND ROCKET SIT IN BACK, WEIGHING DOWN THE TRUCK.

**EXT. NEW ASGARD, VILLAGE - DAY**

SMART HULK AND ROCKET WALK THROUGH TOWN. ASGARDIANS IN EARTHLY CLOTHES EYE THEM WITH SUSPICION.

ROCKET

What the heck are they looking at?

SMART HULK

I'm kind of famous...

ROCKET

Yeah, I'm sure that's it. Kind of a step down from golden palaces and magic hammers...

SMART HULK

They lost Asgard, then half their people. Maybe they're just happy to have a home.

VALKYRIE (O.S.)

You shouldn't have come.

**VALKYRIE** approaches from the pier. Smart Hulk GRINS.

SMART HULK

Hey, Valkyrie! Great to see you!

He goes for a hug...VAL DOESN'T. She studies the new him.

VALKYRIE

Uh huh. I liked you better either of the other ways.

SMART HULK  
This is Rocket.

ROCKET  
Hey.

VALKYRIE  
Hey.  
(to both)  
He won't see you.

SMART HULK  
We didn't say we were here to see-

VALKYRIE  
Great, then you can hose out the  
gut buckets-

ROCKET  
We're definitely here to see him.

VALKYRIE  
He can't give you what you need.

SMART HULK  
It's that bad?

VALKYRIE  
We only see him once a month. When  
he comes in for "supplies."

She nods to A DOZEN BEER KEGS STACKED OUTSIDE A PUB.

**EXT. NEW ASGARD, CABIN - DAY**

Smart Hulk and Rocket knock on the door of A CABIN. *Nothing.*

**INT. NEW ASGARD, CABIN - DAY**

SMART HULK opens the door. PIZZA BOXES and LIQUOR BOTTLES litter the floor. Rocket recoils.

ROCKET  
Something died in here.

SMART HULK  
Hello...? Thor...?

THOR (O.S.)  
Are you here about the cable?

We hear a HEAVY SHUFFLING as someone approaches.

THOR (CONT'D)  
Cinemax went out two days ago, and  
the sports are all...fuzzy...

THOR enters, CONFUSED, A LITTLE DRUNK, SHIRTLESS...AND TREMENDOUSLY FAT. Rocket and Hulk stare.

SMART HULK  
Thor?

THOR  
BROS! Bring it in!

Thor hugs Smart Hulk. He turns to Rocket, who steps back.

ROCKET  
Yeah, I'm good.

THOR  
Hulk, you know my boys, Korg and Miek, right?

KORG and MIEK sit on the couch, playing Playstation 4.

KORG  
Beer's in the bucket. Feel free to log on to the WiFi.

SMART HULK  
Hey, guys. Long time no-

KORG  
Thor! This kid on the TV just called me a dickhead!

THOR  
Noobmaster again?

KORG  
NoobMaster69 called me a dickhead-

Thor snatches KORG'S HEADSET and hisses into the mic.

THOR  
Noobmaster, this is Thor, again. God of Thunder. This is your last warning. Log off this game or I will come to your basement, rip off your arms and shove them up your butt.

(handing the headset back)  
Right, who wants a drink?

SMART HULK AND ROCKET JUST STARE. Thor pulls a beer from the fridge, and whacks the cap against STORMBREAKER.

SMART HULK  
Hey, buddy, are you all right?

THOR  
Don't I look all right?

ROCKET  
(under his breath)  
You look like melted ice cream-

THOR  
So, what's up? Just here for a hang?

SMART HULK  
We need your help. There's a chance we can fix everything.

THOR  
Like the cable? It's driving me bananas.

SMART HULK  
Like Thanos.

THOR GRABS HULK'S SHIRT, INTENSE. KORG RISES FROM THE COUCH.

THOR  
Don't say that name.

KORG  
Yeah, we don't say that name in here.

Smart Hulk looks down at THOR'S HAND STILL ON HIS SHIRT.

SMART HULK  
Please take your hand off me.

Thor looks into Hulk's eyes...and gently removes his hand.

SMART HULK (CONT'D)  
Now, I know the thought of...that guy might scare you-

THOR  
Scared? Why would I be scared of that guy? I'm the one who killed that guy, remember?  
(looking around)  
Anyone else here kill that guy?  
(MORE)

THOR (CONT'D)  
Didn't think so. Korg, tell  
everyone who chopped Thanos' head  
off.

KORG  
Stormbreaker?

Thor uncaps a whiskey bottle. BLAM, IT SHATTERS IN HIS HAND.  
Reveal...ROCKET, BLASTER SMOKING.

THOR  
Not. Cool. Man.

ROCKET  
Don't. Care. Dude.

SMART HULK  
Look, I get it. You're in a rough  
patch. I've been there. But you  
know who helped me out of it?

THOR  
Was it Natasha?

SMART HULK  
It was you. You helped me. And I  
need you to help me again.

THOR  
Ask the Asgardians down there how  
much "my help" is worth.

ROCKET  
At least they're alive-

THOR  
They were gods! Now they're  
fisherpeople!  
(sagging into a chair)  
The ones that are left, anyway.

SMART HULK  
That's the thing. I think we can  
bring them back.

Thor's tempted, but shakes his head.

THOR  
Stop. Stop. I know you think I'm  
down here, wallowing in my own self-  
pity, waiting to be rescued. But  
I'm fine. I'm happy. Whatever it  
is you're offering, don't care.  
Couldn't care less.

Hulk and Rocket stare at Thor.

SMART HULK  
Come on, pal. We need you.

He still can't meet their gaze. Finally...

ROCKET  
There's beer in the ship.

THOR  
(beat)  
What kind?

**EXT. TOKYO - NIGHT**

A KARAOKE BAR LIES IN RUINS AS A TINNY POP SONG PLAYS.

BLOOD POOLS BENEATH DEAD YAKUZA THUGS, UZIS JUST OUT OF REACH OF THEIR TATTOOED HANDS.

*TITLE: "TOKYO."*

AS WE PULL BACK...THE MUSIC FADES, REPLACED BY A SOFT CRYING. A TERRIFIED HOSTESS DARTS FROM COVER, WIPING AWAY THE CHYRON.

KEEP PULLING BACK...PAST A CAR SMASHED THROUGH THE FRONT WINDOW, TATTOOED DRIVER SLUMPED OVER THE WHEEL, GUN IN HAND.

WE HEAR RAIN, A REVVING ENGINE, AND THEN GUNFIRE.

PULL ONTO THE SIDEWALK, TURNING JUST AS A MOTORCYCLE CRASHES, RIDER TUMBLING PAST US IN A WHITE MOHAWKED HELMET.

ANOTHER MOTORCYCLE RACES TOWARD US, BUT...

WHFT-WHFT, TWO ARROWS SEND THE RIDER SKIDDING INTO A WALL, TIRES SQUEALING AS THE BIKE SPINS HELPLESSLY ON ITS SIDE.

CAMERA TURNS TOWARD AN ALCOVE, WHERE A YAKUZA THUG TUMBLES OFF THE STAIRS AS...

**A MASKED FIGURE** HEADS UP, STOPPING MOMENTARILY TO DRAW HIS TELESCOPING BLADE.

BEHIND THE SMOKED GLASS OF SECOND FLOOR WINDOWS, THE FIGURE FIGHTS ANOTHER THUG. THEN...

CRASH, THE THUG COMES SMASHING THROUGH THE WINDOW. THUD.

WHIP THROUGH THE RAIN TO THE UPPER FLOORS OF THE BUILDING. GUNFIRE FLASHES AS THE FIGHT CONTINUES PAST THREE WINDOWS...

SUDDENLY, THE FOURTH WINDOW SHATTERS AS A YAKUZA BOSS,  
**AKIHIKO**, LEAPS OVER THE SIDEWALK...

LANDING ON THE METAL AWNING OF A NOODLE SHOP. HE ROLLS TO THE WET STREET, LANDING HARD ON HIS ANKLE.

THE MYSTERIOUS FIGURE GRACEFULLY LEAPS AFTER HIM, BOUNCING OFF THE AWNING AND DROPPING TO THE STREET BELOW.

RACK UP TO GET OUR BEST LOOK YET AT...**RONIN**. HARD-SET EYES STARE AT AKIHIKO THROUGH A BLACK MASK. THEY BATTLE.

AKIHIKO  
 (Japanese, subtitled)  
*Why are you doing this? We never did anything to you!*

RONIN  
 (Japanese, subtitled)  
*You survived. Half the planet didn't. They got Thanos. You get me.*

Akihiko attacks. Ronin slashes him across the middle.

RONIN (CONT'D)  
 (Japanese, subtitled)  
*You're done hurting people.*

Akihiko gestures at the bodies in the street.

AKIHIKO  
We hurt people? You're crazy.

Ronin slashes Akihiko's throat. The man drops to his knees.

AKIHIKO (CONT'D)  
*Wait! Help me! I'll give you anything! What do you want?*

RONIN  
*What I want...you can't give me.*

Ronin finishes him off. AKIHIKO GOES STILL. SIRENS WAIL. Ronin removes his mask, revealing...

**CLINT BARTON**, haggard. He hears A FOOTFALL. He whirls, katana raised...then stops. His face goes slack as...

NATASHA STEPS INTO A POOL OF LIGHT, A LARGE BLACK UMBRELLA KEEPING HER FROM THE RAIN.

They stare at each other. Clint hasn't seen her in years. She hasn't seen what he's become.

CLINT BARTON  
You shouldn't be here.

NATASHA  
Neither should you.

CLINT BARTON  
I've got a job to do.

NATASHA  
That what you're calling this?

She moves even closer. He stiffens.

NATASHA (CONT'D)  
Killing these people isn't going to  
bring your family back.  
(beat)  
We found something. A chance,  
maybe...

CLINT BARTON  
Don't.

NATASHA  
Don't what?

CLINT BARTON  
Give me hope.

NATASHA  
I'm just sorry I couldn't give it  
sooner.

CLINT DISSOLVES, sagging into her arms.

**INT. AVENGERS COMPOUND, HANGAR - DAY**

THOR STANDS WITH A BEER IN A COZY, staring at A NEW QUANTUM  
TUNNEL (2.0), AFFIXED WITH TONY'S CAPACITOR.

TONY (O.S.)  
Out of the way, Lebowski.

Thor shuffles aside as Tony blows past.

TONY (CONT'D)  
Hey, Ratchet, you get lost in  
there?

ROCKET (O.S.)  
It's Rocket, and shut up. You're  
only a genius on Earth, pal.

TONY

And you're only in there because  
you have tiny hands.

ROCKET, COVERED IN GREASE, WRIGGLES OUT A HATCH.

ROCKET

Fixed it.

TONY

Thank you.

ROCKET

Get used to saying that.

**INT. AVENGERS COMPOUND, WORKSHOP - DAY**

SMART HULK fits SCOTT with A BRAND NEW TIME SUIT. NEBULA ASSISTS. RHODEY enters the workshop, eyeing the suit.

RHODEY

Time travel suit, I like it.

SMART HULK awkwardly tries to fit a pair of RED TEST TUBES INTO THE TIME SUIT'S BELT.

SCOTT LANG

Easy, easy. Careful with those.

SMART HULK

I'm being very careful-

SCOTT LANG

You're being very Hulky-

Scott takes the tubes from him and inserts them, himself.

SCOTT LANG (CONT'D)

These are Pym Particles. You can't shrink to the Quantum Realm without them, and since Hank Pym got snapped out of existence, we can't make any more. I told you. We've only got enough for one round trip each, no do-overs.

Scott gently clicks the tubes into their housing.

SCOTT LANG (CONT'D)

Plus two test runs-

SUDDENLY, SCOTT SHRINKS INTO NOTHING, THEN GROWS BACK. He takes that in...

SCOTT LANG (CONT'D)  
One test run.  
(embarrassed)  
Okay, maybe I'm not ready.

CLINT BARTON (O.S.)  
I'm game.

They turn to see CLINT leaning in the doorway.

CLINT BARTON (CONT'D)  
I'll do it.

TIME CUT:

NOW, CLINT WEARS THE TIME SUIT. Scott looks on, sulky.  
SMART HULK, RHODEY, and NEBULA attach the Pym housing.

SMART HULK  
Okay, Clint, you might feel a  
little disoriented when you  
chronoshift-

RHODEY  
Hang on, I've got to ask, if we can  
do this, why don't we just go find  
baby Thanos and, you know...

Rhodey makes a STRANGLING GESTURE.

SMART HULK  
Uh, one, because that's horrible.  
And, two, killing baby Thanos  
doesn't kill adult Thanos. Time  
doesn't work like that. You can't  
change the future by changing the  
past.

SCOTT LANG  
Sure, we can. We take the stones  
before Thanos gets them, then he  
doesn't have them. Problem solved.

NEBULA  
That's not how it works.

CLINT BARTON  
I don't know. That is kind of what  
I've heard-

SMART HULK  
Heard from who?

RHODEY  
Star Trek. Terminator. Bill and  
Ted's Excellent-

SMART HULK  
WHY DOES EVERYONE THINK THIS?  
THAT'S NOT TRUE. IF YOU TRAVEL TO  
THE PAST, THEN THAT PAST HAS BECOME  
YOUR PRESENT, AND YOUR FORMER  
PRESENT HAS BECOME THE PAST, WHICH  
NOW CAN'T BE CHANGED BY YOUR NEW  
FUTURE!

NEBULA  
Exactly.

RHODEY  
Excuse me?

Scott leans over, whispering:

SCOTT LANG  
*Apparently, Back to the Future is bullshit.*

CLINT BARTON  
Look, are we doing this or not?

**INT. AVENGERS COMPOUND, HANGAR - DAY**

CLINT WAITS ALONE ON THE PLATFORM, WEARING THE TIME SUIT.

SMART HULK readies THE QUANTUM CONSOLE as ROCKET, RHODEY, NEBULA, THOR, and STEVE look on.

SMART HULK  
Okay, Clint. Starting in three,  
two, one...

Clint nods over at them, determined. SUDDENLY, HE STRETCHES, SHRINKS, AND VANISHES. WHOOSH.

**EXT. BARTON HOME, BARN - DAY**

Through the slats of a barn, we see a tractor. ENERGY FLARES, REVEALING CLINT BARTON IN A TIME SUIT.

He walks to the open door, staring at...HIS OLD HOME.

**EXT./INT. BARTON HOME, FRONT PORCH - DAY**

Clint climbs the porch. He accidentally kicks...A BASEBALL MITT. Then he hears VOICES.

He stares into the house through THE SCREEN DOOR. From the sounds of it, LAURA and THE KIDS are making dinner.

HIS DAUGHTER LAUGHS. Clint's face crumples. Just then...HIS QUANTUM CUFF VIBRATES. A SCREEN COUNTS DOWN: 0:03.

CLINT BARTON  
No. Not yet...  
(opening the door)  
LILA!

BUT HIS BODY STARTS TO GLOW. 0.01- CLINT VANISHES. THE SCREEN DOOR SLAMS. After a moment, **LILA** runs in.

LILA BARTON  
Dad?

**INT. AVENGERS COMPOUND, HANGAR - DAY**

CLINT APPEARS ON THE PAD, SHAKEN. TONY and NATASHA approach.

NATASHA  
Are you all right? Hey, look at me. You okay?

TONY  
Tell me something good...

Clint looks up, tearful. He holds out THE BASEBALL MITT.

CLINT BARTON  
It worked. It worked.

Reveal Steve, Smart Hulk, Nebula, Rhodey, Scott, Thor, and Rocket, looking on.

ROCKET  
Holy crap. We're freaking time travelers.

**INT. AVENGERS COMPOUND, LIVING AREA, DAY 1 - DAY (MOCO)**

On a HOLO-BOARD: "**MIND, SPACE, TIME, POWER, REALITY, SOUL.**" Above each word hovers...ITS ARTIFACT:

**LOKI'S SCEPTER, THE TESSERACT, THE EYE OF AGAMOTTO, THE ORB, THE AETHER CONTAINER, AND A QUESTION MARK.**

STEVE

Okay. Now that we've got *how*,  
we're going to need *where* and *when*.

NEBULA, TONY, RHODEY, SCOTT, SMART HULK, ROCKET, NATASHA, and CLINT look on.

STEVE (CONT'D)

Most folks here have encountered at least one of the six Infinity Stones-

TONY

I think you mean *nearly been killed* by one of the six Infinity Stones.

SCOTT LANG

I haven't.  
(off their looks)  
Just...saying.

SMART HULK

Regardless, we've only got enough Pym Particles for one round trip, each. And the Stones have been in a lot of places throughout history.

TONY

*Our history.* Not all of them are going to be a fun drop-in.

CLINT BARTON

Which means we've got to pick our targets.

STEVE

Exactly.

(he taps "REALITY")

Let's start with the Aether. Thor, what do we know?

Everyone looks toward...THOR, slumped over.

NATASHA

Is he asleep?

RHODEY

I'm pretty sure he's dead.

DISSOLVE TO:

THOR sulks, looking at the Aether Container Holo: "REALITY" Locations are listed: "*SVARTALFHEIM, KNOWHERE, LONDON.*"

THOR

The Aether's not a stone, it's more  
of an angry sludge. My grandfather  
hid it from Dark Elves in a rock  
between dimensions that can only be  
accessed every 5000 years.

HIS ROBOTIC EYE drifts off in the wrong direction. Thor  
bangs his head, resetting his eye.

THOR (CONT'D)

Or...by Jane. She stuck her hand  
in a rock. Then the Aether stuck  
itself inside her. Then I took her  
to Asgard. We were dating...

(depressed)

We're not anymore.

Everyone stares.

DISSOLVE TO:

**INT. AVENGERS COMPOUND, LIVING AREA, DAY 2 - DAY (MOCO)**

CLOSE ON a holo image of THE ORB: "POWER." Locations are  
listed: "MORAG ?-2014, KYLN 2014, XANDAR 2014-2018."

FIND ROCKET AS HE SLURPS FROM A CONTAINER OF LO MEIN.

ROCKET

Quill said he stole the Power Stone  
from Morag.

He paces on top of the table, past SMART HULK EATING A PINT  
OF "HUNKA HULKA BURNING FUDGE."

SMART HULK

That's a person?

ROCKET

It's a planet. Quill was a person.

SCOTT LANG

Wait, like a planet...in space?

Rocket pinches Scott's cheek.

ROCKET

Aw, look. It's like a puppy, all  
happy and everything.

(MORE)

ROCKET (CONT'D)  
You want to go to space, puppy?  
I'll take you to space.

DISSOLVE TO:

**INT. AVENGERS COMPOUND, SITTING AREA - DAY**

Scott, Steve, Natasha, Clint, Rocket, and Smart Hulk sit quietly, listening to Nebula.

NEBULA  
Thanos found the Soul Stone on Vormir.

NATASHA  
And that is...?

NEBULA  
A dominion of death at the very center of celestial existence.  
(beat)  
It's the place where Thanos murdered my sister.

That hangs heavily. A moment passes. Then...

SCOTT LANG  
Not it.

DISSOLVE TO:

**INT. AVENGERS COMPOUND, OFFICE - DAY, EARLY**

Tony, Natasha, and Smart Hulk hash it out.

NATASHA  
So this 'Time Stone' guy...what kind of doctor was he?

SMART HULK  
Strange?

TONY  
Cross between ear-nose-and-throat and rabbit-from-hat.

SMART HULK  
Had a nice place in the Village.

TONY  
Yeah. Sullivan Street.

SMART HULK  
Bleecker.

TONY  
Sullivan and Bleecker. They're cross streets.

NATASHA  
Wait, he lived in New York? Guys, pick the right year and there were three stones in New York.

SMART HULK  
(beat)  
Shut the front door...

**INT. AVENGERS COMPOUND, LIVING AREA, DAY 3 - DAY**

STEVE blocks our view.

STEVE  
Okay, we have a plan. Six stones, three teams, one shot.

He steps away, revealing the board...

EVERYONE EYES THE TANGLE OF LINES CONNECTING SIX STONES TO FOUR LOCATIONS TO TWO YEARS TO TEN HEROES. IT'S INSANE.

**INT. AVENGERS COMPOUND, HANGAR - DAWN**

DAWN RISES OUTSIDE HUGE WINDOWS. OUR HEROES MARCH PAST IN THEIR TIME SUITS.

STEVE (O.S.)  
Five years ago, we lost. All of us.

**INT. AVENGERS COMPOUND, HANGAR - DAY**

THE HEROES GATHER ON THE QUANTUM PLATFORM.

STEVE  
We lost friends. We lost family.  
We lost a part of ourselves.  
(beat)  
But today we have a chance to take it all back.

Steve takes in the groupings of heroes: RHODEY & NEBULA, NAT & CLINT, THOR & ROCKET, TONY & SCOTT.

STEVE (CONT'D)

You have your teams and you have assignments. Get your stone, and get back here. One round trip each. No mistakes. No do-overs.

He grips HIS SHIELD.

STEVE (CONT'D)

Most of us are going back to places we know. That doesn't mean we know what to expect. Be careful. Look out for each other. Improvise, if you have to.

(looking around)

This is the fight of our lives.  
And we're going to win.

(beat)

*Whatever it takes.*

The platform stays quiet. Rocket WHISPERS to Scott:

ROCKET

He's pretty good at that...

Scott nods enthusiastically.

TONY

(to Smart Hulk)

All right, you heard the man.  
Stroke those keys, Jolly Green.

Smart Hulk taps in commands with HIS PENCIL. LIGHTS ILLUMINATE EACH PAD.

SMART HULK

Tracking beacons engaged.

Clint checks his pocket: A SHRUNKEN BENATAR sits inside.

ROCKET

You promise to bring that thing back in one piece?

CLINT BARTON

Yeah, sure thing. I'll do my best.

ROCKET

That's pretty lame, as far as promises go.

SMART HULK STEPS ONTO THE PLATFORM, COMPLETING THE LINEUP. THE PLATFORM BEGINS TO VIBRATE. NATASHA LOOKS AROUND.

NATALSHA  
See you in a minute.

SMART HULK  
Actually, it'll be closer to seven  
or eight microseconds, give or-

SUDDENLY, THEY STRETCH AND VANISH, SHRINKING AWAY. WHOOSH.

THE QUANTUM CONSOLE STOPS VIBRATING. HULK'S PENCIL SLOWLY ROLLS TOWARD THE EDGE...AND DROPS OFF-

**EXT. NEW YORK CITY - DAY (AVENGERS 1)**

*TITLE: NEW YORK, 2012*

THE BATTLE OF NEW YORK RAGES. IN THE MIDDLE OF IT ALL, THE AVENGERS GATHER IN A CIRCLE, FACING IMPOSSIBLE ODDS.

At the same time, just a block away...

**EXT. NEW YORK CITY, ALLEY - CONTINUOUS (AVENGERS 1)**

FLASH! STEVE, SMART HULK, TONY, and SCOTT arrive at the mouth of an alley, just out of sight.

TONY  
Okay, Park Avenue's that way.  
Let's huddle up. Suits off.

They all touch their cuffs, RETRACTING THEIR TIME SUITS.

STEVE  
We've all got our assignments. Two stones uptown, one stone down.  
Stay low, keep an eye on time-

Just then, **A1 HULK** BOUNDS DOWN THE STREET SMASHING THINGS.

STEVE (CONT'D)  
And Bruce? Maybe smash a few things along the way. For appearances.

SMART HULK  
(taking off his shirt)  
All right, but I have to say, it seems gratuitous.

He half-heartedly smashes a few cars.

SMART HULK (CONT'D)  
Grrr...grrr...

**EXT. SANCTUM SANCTORUM, ROOF - DAY (AVENGERS 1)**

THE BATTLE OF NEW YORK RAGES. CHITAURO CHARIOTS ZOOM OVER THE VILLAGE. SUDDENLY...BOOM, THE CHARIOTS EXPLODE.

ON ONE SIDE OF THE SANCTUM ROOF, A TINY, HOODED FIGURE hurls jagged mandalas into the sky.

ON THE OTHER SIDE OF THE ROOF...SMART HULK LANDS. He heads for a door, but...

ANCIENT ONE (O.S.)  
I'd be careful going that way...

He turns to find...**THE ANCIENT ONE** STARING AT HIM.

ANCIENT ONE (CONT'D)  
We just had the floors waxed.

SMART HULK THINKS, THEN GROWLS, TRYING TO INTIMIDATE HER.

SMART HULK  
Hulk...does what...Hulk want?

ANCIENT ONE  
Yes, I suppose that would be the case-

JUST THEN, ON THE ROOF OPPOSITE, A1 HULK TACKLES A CHITAURO CHARIOT, RIPPING IT IN HALF. HE ROARS, LEAPING AWAY.

Smart Hulk blinks, sheepish. The Ancient One looks at him.

ANCIENT ONE (CONT'D)  
Care to explain?

SMART HULK  
I'm looking for Dr. Strange.

ANCIENT ONE  
You're about five years too early.  
Stephen Strange is currently performing surgery, 20 blocks that way. What do you want with him?

He finally notices THE EYE OF AGAMOTTO HANGING FROM HER NECK.

SMART HULK  
Well, *that*, actually.

ANCIENT ONE

Ah. I'm afraid not.

SMART HULK

I'm seriously sorry but...I wasn't asking.

Smart Hulk cracks his knuckles and moves in. She smiles.

ANCIENT ONE

You don't want to do this.

SMART HULK

You're right, I don't. But I need that stone, and I don't have a lot of time to debate it-

He reaches for it. THE ANCIENT ONE SLAMS HER PALM INTO HIS CHEST AND BLASTS BRUCE BANNER RIGHT OUT OF SMART HULK.

"ASTRAL BANNER" hangs in the air, staring at his frozen Smart Hulk body. He looks at his human hands, overwhelmed.

ASTRAL BANNER

No, no, no-

She topples Smart Hulk's body with one finger. Whump.

ANCIENT ONE

Now. Let's start over, shall we?

**INT. ASGARD, PALACE, CORRIDOR - DAY (THOR 2)**

**TITLE: ASGARD, 2013**

AN ASGARDIAN MAIDEN stands at JANE'S ROOM, handing over A GREEN DRESS.

MAIDEN (O.S.)

For you, Lady Jane.

JANE FOSTER (O.S.)

Um, do you have anything with...pants?

MAIDEN (O.S.)

Pants?

JANE FOSTER (O.S.)

It's okay. Nevermind.

Pull back to....ROCKET AND THOR, WATCHING from behind a crypt. Rocket holds a syringe-like EXTRACTION DEVICE.

THOR

That's Jane.

ROCKET

Okay, here's the deal. You're going to charm her, and I'm going to poke her with this thing, extract the Reality Stone, and get gone lickety-split.

Thor looks off in the other direction, anxious.

THOR

Um, I'll be right back. The wine cellar is just down here. My father used to have this barrel of Aakonian ale. Felt like getting hit in the face with a poleaxe. I'll see if the scullery has a couple of to-go cups-

They hear SOMEONE APPROACHING. Rocket yanks Thor back as...**FRIGGA** AND HER HANDMAIDENS ENTER THE CORRIDOR.

FRIGGA

Send Loki some soup. I don't think he's eating. And ask our librarians to pull some volumes from the astronomy shelves. He won't read them, but at least they'll keep him company.

Thor watches Frigga and her coterie disappear down the hall.

ROCKET

Who's the fancy broad?

THOR

My mother. She dies today.

ROCKET

Oh, jeez.

Thor starts to sweat.

THOR

I can't do this. This is a bad idea. I can't do this...

Rocket climbs onto a marble monument.

ROCKET

Come here.

Thor steps closer. ROCKET SLAPS HIM ACROSS THE FACE.

ROCKET (CONT'D)  
You think you're the only one who's lost people? What do you think we're doing here? *I lost the only family I ever had.* Quill, Groot, Drax, the chick with the antenna. All gone. I've lived five meaningless years without them, and every minute has blown Aaskvarian gornads. I get you miss your mom. But she's gone. *Really* gone. There are plenty of people who are only *kind of* gone. And you can help them. So, is it too much to ask that you brush the crumbs out of your beard, make shmoopy talk to Preppypants, and when she's not looking, suck out the Infinity Stone, and help me get my family back?

Thor stares at him a long moment. He wipes his tears away.

THOR  
I guess not.

ROCKET  
Good.

THOR  
Thank you. I can do this.

ROCKET  
Great.

As Rocket scurries to Jane's door, Thor murmurs to himself.

THOR  
I can do this...I can do this...  
(beat)  
I can't do this...

ROCKET  
(peering through keyhole)  
All right, heartbreaker. This is our shot...

Rocket turns to find...THOR NOWHERE TO BE SEEN.

ROCKET (CONT'D)  
Thor?  
(holding his temples)  
(MORE)

ROCKET (CONT'D)  
I can kill him, and say the Elves  
did it.

**EXT. MORAG - DAY (GUARDIANS)**

*TITLE: MORAG, 2014*

STIFF WINDS PELT THE SURFACE OF MORAG. RHODEY STEERS NEBULA AS SHE LOWERS THE ESCAPE POD FROM THE NOW FULL-SIZED BENATAR.

RHODEY  
That's it, right on that line,  
Blue. Keep dropping it.

Nearby, CLINT SURVEYS THE PLANET. GEYSERS EXPLODE. CLIFFS LOOM. AN ORLONI bites NATASHA's boot. She kicks it away.

CLINT BARTON  
(to Rhodey)  
Hey, can we hurry it up?

NATASHA  
Yeah, come on, chop chop, we're on  
the clock, here.

RHODEY  
All that? Really helpful!

TIME CUT:

Clint and Natasha board the Benatar. Rhodey and Nebula remain on the planet's surface.

NATASHA  
Take care of yourself.

RHODEY  
Get that stone and come back. No  
messing around. You guys watch  
each other's six.

TIME CUT:

BESIDE THE POD, RHODEY AND NEBULA WATCH THE BENATAR TAKE OFF.

NEBULA  
Coordinates for Vormir are laid in.  
All they have to do is not fall  
out.

**INT. BENATAR, FLIGHT DECK - DAY (GUARDIANS)**

Clint laughs, watching Natasha expertly pilot a spaceship.

NATALSHA

What?

CLINT BARTON

Nothing. Just...we're a long way  
from Budapest.

NATALSHA

(pushing the throttle)  
Further every second.

**EXT. MORAG - DAY (GUARDIANS)**

RHODEY SCANS THE LANDSCAPE.

RHODEY

So, all we have to do is hang out,  
wait for this Quill guy, and follow  
him to the Power Stone, right?

NEBULA

Let's take cover. We're not the  
only ones in this reality looking  
for the stones.

RHODEY

Hey, who are you talking about  
right now? Who else is looking for  
the stones?

NEBULA

My father. My sister. And me.

MOVE IN ON RHODEY, CONCERNED.

RHODEY

You? Where are you?

CUT TO:

**EXT. BATTLEFIELD, ALIEN PLANET - DAY**

**BAD NEBULA** CUTS DOWN A KORBINITE SOLDIER WITH DUAL BLADES.

She leads Thanos' troops onward as they lay waste to the  
Korbinite home world. JUST THEN...

BLAM! A GRENADE KNOCKS BAD NEBULA TO HER KNEES. TWO KORBINITE RIFLEMEN BEAR DOWN ON HER.

Suddenly, A GREEN BLUR LEAPS IN, SLICING THE RIFLEMEN'S THROATS. THE TWO HUGE SOLDIERS DROP...

REVEALING **GAMORA** looking down at her sister. Beat.

BAD NEBULA  
You're welcome?

BAD NEBULA  
I didn't ask for your help.

BAD NEBULA  
And yet you always need it. Father wants us back on the ship.

Gamora offers her hand. Bad Nebula stands on her own.

BAD NEBULA  
Why?

BAD NEBULA  
*He's found an Infinity Stone.*

Off Bad Nebula's intrigued look...

**INT. Q-SHIP - DAY**

BAD NEBULA and **GAMORA** study a holo-map.

BAD NEBULA  
Where?

BAD NEBULA  
On a planet called "Morag."

**EXT. BATTLEFIELD, ALIEN PLANET - DAY**

A DARK FIGURE ADVANCES ACROSS THE SMOKY FIELD, RELENTLESS.

BAD NEBULA (O.S.)  
Father's plan is finally in motion.

GAMORA (O.S.)  
One stone isn't six.

ALIENS RUN FOR COVER, SCREAMING. SOMETHING CUTS THEM DOWN...

BAD NEBULA (O.S.)  
It's a start. If he gets them  
all...

**THANOS** steps from the smoke, armored, wielding A HUGE BLADE.

GAMORA (O.S.)  
We'll never have to do *this* again.

THREE ALIENS CHARGE HIM. THANOS CUTS THEM DOWN. He wipes blood from his face, and SMILES.

BAD NEBULA (O.S.)  
He'll miss it.

A SMALL FIGHTER FLIES IN, STRAFING HIM. NEVER BREAKING STRIDE, THANOS SLICES IT IN TWO.

He looks up to his ship. A BEAM BATHES HIM IN LIGHT...

**INT. Q-SHIP - DAY**

Bad Nebula and Gamora turn as THANOS ENTERS THE FLIGHT DECK.

THANOS  
Ronan has located the Power Stone.  
I'm dispatching you to his ship.

GAMORA  
He won't like it.

Thanos wipes the blood from his blade.

THANOS  
His alternative is death. Ronan's obsession clouds his judgement.  
After Loki, I'm taking no chances.

BAD NEBULA  
We will not fail you, father.

Thanos finally lays his eyes on her.

THANOS  
No. You won't.

BAD NEBULA  
I swear I will make you proud-

SUDDENLY, BAD NEBULA STAGGERS, hand to the wall.

GAMORA  
Sister, what's-

Thanos watches, curious, as NEBULA DROPS TO A KNEE.  
SUDDENLY, A HOLO-PROJECTION OF RHODEY BEAMS FROM HER EYE.

*RHODEY (HOLO)*  
*So, all we have to do is hang out,*  
*wait for this Quill guy, and follow*  
*him to the Power Stone, right?*

*NEBULA (HOLO) (O.S.)*  
*Let's take cover. We're not the*  
*only ones in this reality looking*  
*for the stones.*

BAD NEBULA SLUMPS, breaking the projection. Gamora goes to her, trying to prop her up.

GAMORA  
Who was that?

BAD NEBULA  
I...don't know. My  
head...splitting...

Bad Nebula winces. Gamora looks to Thanos.

GAMORA  
Her synaptic drive was probably  
damaged in battle-

THANOS  
Sshhh...

Thanos looks down at Bad Nebula. He gently lifts her head with his blade. *Something's not right.*

THANOS (CONT'D)  
Bring her to my ship.

**EXT. STARK TOWER, PENTHOUSE - DAY (AVENGERS 1)**

Tony swoops onto the helipad outside the wrecked penthouse.

**INT. STARK TOWER, PENTHOUSE - DAY (AVENGERS 1)**

THE MIND STONE GLOWS IN LOKI'S SCEPTER. Pull back to see it's in **A1 NATASHA'S** HANDS, as she stands with...

**A1 THOR, A1 STEVE, A1 TONY, A1 HULK, AND A1 CLINT** (THE ICONIC SHOT FROM AVENGERS 1), all staring down at...**LOKI**.

LOKI  
If it's all the same to you...I'll  
have that drink now.

From behind cover, TONY PEERS AT THE BACK SIDE OF THE AVENGERS TABLEAU.

TONY (INTO COM)  
Cap, I've got to say that outfit  
does nothing for your ass.

STEVE (OVER COM)  
No one asked you to look, Tony.

REVEAL TINY SCOTT ON TONY'S SHOULDER.

SCOTT LANG (INTO COM)  
I think you look great, Cap. As  
far as I'm concerned, that's  
America's ass.

A1 NATASHA  
Who gets the magic wand?

A1 STEVE  
SHIELD's coming up now.

TONY  
Ball's in play. Head's up, Cap.

From hiding, Tony eyes A1 NATASHA WITH LOKI'S SCEPTER.

INTERCUT:

**INT. STARK TOWER, HALLWAY - DAY**

STEVE negotiates an empty hallway, head on a swivel. He heads for AN ELEVATOR.

TONY (OVER COM)  
*Mind Stone's on the move.*

STEVE (INTO COM)  
I'm in position.

**INT. STARK TOWER, PENTHOUSE - DAY (AVENGERS 1)**

A1 NATASHA hands LOKI'S SCEPTER to...**AGENT SITWELL**. He's about to touch the tip when...

A1 NATASHA  
Careful with that.

A1 CLINT pours himself A DRINK at Tony's bar.

A1 CLINT BARTON  
Unless you want your mind erased.  
And not in the fun way.

Sitwell carries the scepter to THE SERVICE ELEVATOR...WHERE A STRIKE TEAM WAITS. **BROCK RUMLOW** hits "down."

BROCK RUMLOW  
We promise to be extra careful.

Scott stares at Sitwell and Rumlow.

SCOTT LANG  
Who are these guys?

TONY  
SHIELD. Actually, Hydra. But we didn't know that yet.

SCOTT LANG  
Seriously? 'Cause it's kind of obvious they're bad guys.

TONY  
You're small but you're talking loud.

A1 THOR WALKS LOKI PAST A1 STEVE.

A1 STEVE (INTO COM)  
I'm on my way down to coordinate search and rescue.

Loki rolls his eyes...AND TRANSFORMS INTO A COPY OF STEVE.

LOKI/STEVE  
"I'm on my way down to coordinate search and rescue." I mean, really, how do you keep your food down?

Thor slaps A MUZZLE on Loki, who REVERTS TO HIS OWN FORM.

A1 THOR  
Yes, that's much better.

He steers his brother into THE MAIN ELEVATOR.

A1 THOR (CONT'D)  
You coming, Stark?

Nearby, A1 TONY uses his gauntletted hand to place THE TESSERACT into AN ALUMINUM ATTACHE CASE.

A1 TONY  
One sec, just packing my lunch.

TONY  
All right, you're up, Little Buddy.  
There's our stone

A1 Tony crosses to the elevator. Scott takes position, readying himself.

SCOTT LANG  
All right. Flick me.

Tony flicks Scott with a finger, sending him sailing into the ATTACHE CASE.

TONY leaps out the window, Bleeding Edge armor forming around him as he falls.

A1 Tony joins the others in the elevator. Then...

A1 HULK steps up to THE ALREADY CROWDED ELEVATOR. Avengers smile awkwardly. There's no room.

A1 HULK  
(angrily)  
Hulk take stairs.

#### EXT. STARK TOWER - DAY

Tony circles around the building...PASSING THE DESCENDING SERVICE ELEVATOR, CROWDED WITH RUMLOW'S STRIKE TEAM.

TONY (O.S.)  
*Okay, Cap, I make ten of them, just passing the 80th floor.*

STEVE (O.S.)  
*Got it. Head to the lobby.*

TONY (O.S.)  
*Already on my way.*

#### INT. STARK TOWER, SERVICE ELEVATOR - DAY (AVENGERS 1)

Sitwell, Rumlow, and the STRIKE TEAM descend.

AGENT SITWELL (INTO PHONE)  
Evidence secured, we are en route  
to Dr. List...No, no hitches at  
all, Mr. Secretary...

The car stops. The doors open...AND OUR STEVE GETS ON.

AGENT SITWELL (CONT'D)  
Captain, I thought you were  
coordinating search and rescue?

STEVE  
Change of plans.

Steve glances at Rumlow, who's holding THE SCEPTER.

BROCK RUMLOW  
Cap.

STEVE  
Rumlow.

The doors close. Everyone rides in silence. Tension mounts.

STEVE (CONT'D)  
I got a call from the Secretary's  
office. I'm going to be running  
point on the scepter.

Behind him, Sitwell and Rumlow exchange a glance.

AGENT SITWELL  
Sir? I don't understand-

STEVE  
We've had word there might be an  
attempt to steal it.

Steve reaches for the scepter, but Rumlow holds tight.

BROCK RUMLOW  
Afraid we can't allow that, Cap.

AGENT SITWELL  
(pulling out his phone)  
I'll have to check with the  
Director-

STEVE  
No. Trust me. It's okay...

Steve leans in, drawing them all close. Then he whispers:

STEVE (CONT'D)

*Hail Hydra.*

THEIR EYES GO WIDE.

**INT. STARK TOWER, 10TH FLOOR - DAY (AVENGERS 1)**

The elevator OPENS. Steve steps out with THE SCEPTER. Sitwell and Rumlow stare after him, amazed.

THE DOORS CLOSE. STEVE SMILES TO HIMSELF.

**INT. STARK TOWER, STAIRWELL - DAY (AVENGERS 1)**

A1 HULK lumbers down the stairs, taking chunks out of corners in the tiny stairwell. He snorts, growing more pissed off.

A1 HULK  
SO MANY STAIRS!

**INT. STARK TOWER, LOBBY - DAY (AVENGERS 1)**

A1 TONY carries the TESSERACT CASE through THE LOBBY, followed by A1 THOR and LOKI.

SWAT TROOPERS clear a path. ONE TURNS ASIDE, RAISING HIS MASK, REVEALING...OUR TONY.

TONY (INTO COM)  
Okay, Thumblina, you're a go.

MOVE IN CLOSE on A1 TONY to see...SCOTT, HIDING IN HIS HAIR.

SCOTT LANG (INTO COM)  
Bombs away.

SCOTT DROPS BENEATH TONY'S BLACK SABBATH SHIRT.

**INT. TONY STARK'S SHIRT - CONTINUOUS (AVENGERS 1)**

SCOTT slides down Tony's clavicle to the RT. He sniffs.

SCOTT LANG (INTO COM)  
Is that...Axe body spray?

TONY (OVER COM)  
*Yeah, I had a can in the desk for emergencies. Can we focus, please?*

SCOTT LANG (INTO COM)  
I'm going inside you...NOW.

SCOTT SQUEEZES BETWEEN A1 TONY'S SKIN AND THE RT.

**INT. STARK TOWER, LOBBY - DAY (AVENGERS 1)**

A1 TONY, A1 THOR, and LOKI approach the door. **ALEXANDER PIERCE** intercepts them with a team of SHIELD AGENTS.

ALEXANDER PIERCE  
Mind if I ask where you're going?

A1 THOR  
We were thinking lunch, then  
Asgard. And you are?

A1 TONY  
Alexander Pierce. He's the guy  
behind the guys behind Fury, so  
don't mess.

ALEXANDER PIERCE  
My friends call me Mr. Secretary.  
(to Thor)  
I have to ask you to turn the  
prisoner over to me.

A1 THOR  
Loki will answer to Odin, himself.

ALEXANDER PIERCE  
No, he'll answer to us. "Odin" can  
have what's left.  
(to Tony)  
And we'll need the case back, too.  
That's been SHIELD property for  
over seventy years.

A1 TONY  
I'm not gonna argue who has  
authority here but jurisdictionally  
speaking, we are on Stark property.  
That is my name on the glass...

ALEXANDER PIERCE  
Just give me the case.

Across the lobby, TONY OBSERVES FROM BEHIND HIS SWAT HELMET.

TONY (INTO COM)  
Move it, Stuart Little. Things are  
getting dicey out here.

INTERCUT:

**INT. TONY STARK'S RT - DAY (AVENGERS 1)**

Scott studies A TANGLE OF COPPER WIRING.

SCOTT LANG (INTO COM)  
This place is a mess.  
(finding a wire)  
You promise you won't die?

TONY (OVER COM)  
*You're only giving me a minor  
cardiac dysrhythmia-*

SCOTT LANG  
That doesn't actually sound *minor*-

Tony sees PIERCE reaching for A1 TONY'S CASE.

TONY  
Window's closing. Pull my plug.

SCOTT LANG  
Here goes...

SCOTT YANKS THE WIRE OUT OF ITS SOCKET.

IN THE LOBBY, A1 TONY GRIPS HIS CHEST.

ALEXANDER PIERCE  
Stark?

A1 Tony SEIZES, dropping. THE TESSERACT CASE CLATTERS TO THE GROUND. PIERCE and A1 THOR kneel to assist.

ALEXANDER PIERCE (CONT'D)  
MEDIC!

A1 THOR  
Stark? Somebody get some help! Is it your chest machine?

THE LOBBY BUZZES, SHIELD AGENTS RUNNING EVERYWHERE.

In the bustle, SCOTT SLIDES OUT OF A1 TONY'S SLEEVE. He SHOVES THE TESSERACT CASE HARD. It SPINS across the floor...

RIGHT INTO TONY'S HAND. Tony walks toward a side door.

TONY (INTO COM)  
Meet me in the alley. I'm just  
gonna grab a slice at Famous Ray's-

BUT AS TONY PASSES THE STAIRWELL DOOR...HULK BANGS IT OPEN,  
SMASHING TONY IN THE FACE, SENDING HIM TUMBLING.

A1 HULK BASHES HIS WAY THROUGH THE LOBBY.

The Tesseract Case hits the floor, popping open. THE  
TESSERACT FALLS OUT, spinning past Tiny Scott...

STOPPING AT LOKI'S FEET. Loki stares at it in disbelief. He  
glances at A1 Thor and Pierce giving A1 Tony first aid.

THEN LOKI CALMLY REACHES DOWN WITH HIS MANACLED HANDS, GRASPS  
THE TESSERACT...AND TELEPORTS AWAY. Scott stares, stunned.

SCOTT LANG  
That wasn't supposed to happen, was  
it?

A1 THOR LOOKS UP, REALIZING...

A1 THOR  
WHERE'S LOKI?

SHIELD TEAMS FAN OUT, ON ALERT.

**INT. STARK TOWER, 14TH FLOOR - DAY (AVENGERS 1)**

STEVE heads down a hall, SCEPTER IN HAND.

SECURITY (OVER SPEAKER)  
Building-wide alert, all units.  
Target Loki, maximum force.

STEVE (INTO COM)  
Tony? What's going on? Tell me  
you got that cube-

A1 STEVE (O.S.)  
Strike Teams, clear Forty, then  
work down.

Before Steve can hide...A1 STEVE ROUNDS THE CORNER.

STEVE  
Oh, great.

A1 STEVE (INTO COM)  
Disregard. I have eyes on Loki,  
Fourteenth Floor.

STEVE GENTLY LAYS THE SCEPTER DOWN, AND PULLS OFF HIS SHIELD.

STEVE  
I'm not Loki. And I don't want to  
hurt you.

A1 STEVE PULLS *HIS* SHIELD OFF HIS BACK.

A1 STEVE  
You're not going to get the chance-

A1 STEVE KICKS STEVE IN THE FACE. Steve stumbles.

STEVE  
Forgot about that one.

They grapple. Both their shields fall to the ground...

THEY BOTH STAMP ON THEM, simultaneously flipping the shields back to their arms. A1 Steve looks impressed.

A1 STEVE SWINGS. STEVE DUCKS, HAMMERING HIM. A1 Steve wipes the blood from his lip, squaring off.

A1 STEVE  
I can do this all day-

STEVE  
Yeah, I know...

They battle on. A1 Steve tackles Steve, knocking his shield aside, RIPPING OPEN ONE OF STEVE'S BELT COMPARTMENTS:

THE COMPASS FALLS OUT, OPENING TO REVEAL PEGGY'S PICTURE. A1 Steve goes cold. He picks up the compass, FLABBERGASTED.

A1 STEVE  
Where'd you get this?

STEVE  
PX. Camp Lehigh. 1943.

A1 Steve stares at Steve, eyes narrowing.

A1 STEVE  
You've got a lot of nerve.

HE HAMMERS STEVE ACROSS THE HALL. Steve goes skidding. He groans, looking up to see...HE'S INCHES FROM THE SCEPTER.

A1 STEVE moves in. STEVE whips around, touching THE SCEPTER to A1 Steve's chest. A1 STEVE'S EYES GO BLACK. HE FREEZES.

Steve stares, panting. Finally, he picks up the compass from the floor, then considers Al STEVE'S ASS.

STEVE  
That *is* America's ass.

**EXT. SANCTUM SANCTORUM, ROOF - DAY (AVENGERS 1)**

SMART HULK'S BODY lies slumped on an Adirondack chair, a floppy sun hat covering his face.

ANCIENT ONE (O.S.)  
I wish I could help you, Bruce...

THE ANCIENT ONE waters a rooftop garden. She looks to ASTRAL BANNER, who's only just getting used to being see-through.

ANCIENT ONE (CONT'D)  
But if I were to give up the Time Stone to help *your* reality, I'd be dooming my own.

ASTRAL BANNER  
Yeah, with all due respect, I'm not sure the science supports that.

ANCIENT ONE  
And yet, you're the one currently standing in the middle of my hydrangeas.

Banner looks down to see, indeed, he has phased through the middle of the hydrangeas. He steps out of it.

ASTRAL BANNER  
Lady, I just want to borrow your necklace-

ANCIENT ONE  
At what cost?

SHE CONJURES A MAGICAL PROJECTION OF THE INFINITY STONES, SPINNING IN UNISON. A TUNNEL OF GOLDEN LIGHT POURS FORTH.

ANCIENT ONE (CONT'D)  
The Infinity Stones create the experience you know as the flow of time. Remove one of the stones, and the flow splits.

She plucks the GREEN TIME STONE out of the array: A *SMALLER, BLACKENED RIVER BRANCHES OFF FROM THE FIRST.*

ANCIENT ONE (CONT'D)

*Now, your timeline might benefit.  
My new one...would definitely not.*

SHE GESTURES. OUR CAMERA ZOOMS INTO THE BLACKENED TUNNEL...

*TUNNEL POV: HUNDREDS OF PEOPLE RUN AS WE FLY OVER A CROWDED STREET, UP TO...THE BURNING HONG KONG SANCTUM.*

ANCIENT ONE (O.S.) (CONT'D)

*In this new branch reality, without our chief weapon against the forces of darkness, our world would be overrun...*

MOVE UP TO SEE DORMAMMU IN THE SKY. HE OPENS HIS MOUTH...

BACK ON THE ROOF...THE ANCIENT ONE PLUCKS MORE STONES FROM THE GOLDEN RIVER, CREATING FIVE MORE BLACKENED TRIBUTARIES.

ANCIENT ONE (CONT'D)

For each stone you remove, you'll create a new, vulnerable timeline. Millions will suffer.

(beat)

Now tell me, Doctor. Can your science prevent all that?

ASTRAL BANNER

No. But it can erase it.

Astral Banner reaches in and grabs THE VIRTUAL TIME STONE.

ASTRAL BANNER (CONT'D)

Because once we're done with the stones, we can return each one to its own timeline. At the moment it was taken. So chronologically, in that reality, the stone never left.

HE PUTS THE TIME STONE BACK. THE BLACK TIMELINE DISAPPEARS.

ANCIENT ONE

You're leaving out the most important part, though. *In order to put the stones back, you'd have to survive.*

ASTRAL BANNER

We will. I will. I promise.

ANCIENT ONE

I can't risk this reality on a promise.

(MORE)

ANCIENT ONE (CONT'D)  
 It is the duty of the Sorcerer  
 Supreme to protect the Time Stone-

ASTRAL BANNER  
 Yeah? Then why the hell did  
 Strange give it away?

The Ancient One freezes.

ANCIENT ONE  
 What did you say?

ASTRAL BANNER  
 Strange gave Thanos the Time Stone.

ANCIENT ONE  
 Willingly? Why?

ASTRAL BANNER  
 Don't know. Maybe he made a  
 mistake.

ANCIENT ONE  
 Or I did.

The Ancient One looks out over a recovering NYC.

ANCIENT ONE (CONT'D)  
 Strange is meant to be the best of  
 us.

ASTRAL BANNER  
 Then he must have had a reason.

ANCIENT ONE  
 I fear you may be right...

Finally, she waves her hand and...WHOOSH! HE REINTEGRATES  
 INTO THE SMART HULK BODY. Smart Hulk gets up, WOOZY.

SHE REMOVES THE TIME STONE FROM THE EYE, HANDING IT TO HIM.

SMART HULK  
 Thank you.

ANCIENT ONE  
 I'm counting on you, Bruce.  
 (re. the city behind her)  
 We all are.

**EXT. SANCTUARY 2 - DAY**

THE SANCTUARY-2 LOOMS.

**INT. SANCTUARY 2 - DAY**

BAD NEBULA HANGS SUSPENDED. CABLES travel from her "brain" to a GLOWING WALL OF DATABANKS, which silhouettes...

THANOS. He regards her for a moment. Then...

THANOS  
Run diagnostics. Show me her  
memory file.

At the console, **EBONY MAW** SCANS NEBULA'S INFORMATION. NEBULA'S BODY TWITCHES.

GAMORA WATCHES, TORN. SOON...AN ALERT FLASHES.

EBONY MAW  
Sir, the file appears...entangled.  
It was a memory, but not hers.  
(dawning on him)  
There's another consciousness  
sharing her network. Another  
Nebula.

THANOS  
Impossible.

EBONY MAW  
This duplicate carries a time  
stamp...*from nine years in the  
future*.

THANOS  
Where is this "other Nebula?"

EBONY MAW  
In our solar system. On Morag.

THANOS  
Can you access her?

EBONY MAW  
Yes. The two are linked.

THANOS PEERS INTO BAD NEBULA'S GLASSY EYES...

THANOS  
Search the duplicate's memory for  
Infinity Stones.

Maw works the console. Thanos steps aside as BAD NEBULA'S BODY QUIVERS. AFTER A BEAT, A BEAM SHOOTS OUT OF HER EYE...

PROJECTING AN IMAGE OF AVENGERS COMPOUND:

*STEVE, TONY, RHODEY, SCOTT, SMART HULK, ROCKET, NATASHA, CLINT, AND THOR GATHER IN THE LIVING AREA.*

*SMART HULK (HOLO)*  
*-the Stones have been in a lot of places throughout history.*

*TONY (HOLO)*  
*Our history. Not all of them are going to be a fun drop-in.*

*CLINT BARTON (HOLO)*  
*Which means we've got to pick our targets.*

*STEVE (HOLO)*  
*Exactly. Let's start here-*

*THANOS*  
*Freeze image.*

THE IMAGE FREEZES. THANOS STARES, RECOGNIZING THEM.

*GAMORA*  
Terrans?

*THANOS*  
Avengers. Unruly wretches.

He gestures to a blurry reflection within the hologram.

*THANOS (CONT'D)*  
What's this reflection. Amplify this, Maw.

EBONY MAW ZOOMS IN, REVEALING...A REFLECTION OF NEBULA.

*GAMORA*  
I don't understand. Two Nebulas?

Thanos walks into the hologram, studying the faces.

*THANOS*  
No. The same Nebula. From two different times.  
(to Ebony Maw)  
Set course for Morag. And scan the duplicate's memories.  
(beat)  
I want to see everything...

**INT. ASGARD, PALACE, CORRIDOR - DAY (THOR 2)**

Frigga walks down a corridor, alone. THOR SNEAKS FROM COLUMN TO COLUMN, FOLLOWING HER. She PAUSES, sensing something.

Thor HIDES. When he peers again, FRIGGA IS GONE. Then he turns around to find FRIGGA STANDING BESIDE HIM. Thor jumps.

FRIGGA

What are you doing?

THOR

Mother! What? Nothing. Hello.

FRIGGA

You're better off leaving the  
sneaking to your brother.

(re. his bathrobe)

What are you wearing?

THOR

I always wear this. It's one of my  
favorites.

FRIGGA

And what's wrong with your eye?

THOR

Oh, that. You remember  
the...Battle of Harokin. I took  
a...broadsword to the face?

He trails off, at a loss, staring at his dead mom. Frigga gently lays her hand on his cheek...READING HIM.

FRIGGA

Oh. You're not the Thor I know at  
all, are you?

THOR

Yes, I am-

FRIGGA

I was raised by witches, boy. I  
see with more than eyes, you know  
that.

(eyeing him)

I can see the future hasn't been  
kind to you, has it?

THOR

I didn't say I was from the  
future...

FRIGGA

Thor...

Frigga gives her son a stern, "don't lie to me" look. Thor stares at his mom a long moment. Then, he cracks:

THOR

I'm totally from the future.

FRIGGA

Yes, you are.

THOR

I need to talk to you.

FRIGGA

We can talk.

Frigga GRABS Thor by the cloak and yanks him away.

**INT. ASGARD, PALACE, JANE FOSTER'S CHAMBER - DAY (THOR 2)**

CLOSE ON A PAIR OF MODERN BOOTS BENEATH AN ASGARDIAN GOWN.

TILT UP TO FIND...**JANE FOSTER**. She studies the outfit.

Behind her, ROCKET RAISES THE EXTRACTION DEVICE OVER HIS HEAD, ABOUT TO JAB...

**INT. ASGARD, PALACE, FRIGGA'S CHAMBER - DAY (THOR 2)**

FRIGGA sits with THOR in her chambers.

THOR

...and then it was done. His head over there. Body over there. And me in the middle. Just an idiot with an axe.

FRIGGA

You're no idiot. You're here, aren't you? Seeking counsel from the smartest person in Asgard?

THOR

Yeah, I guess.

FRIGGA

An idiot, no. A failure, absolutely.

THOR  
That's a little harsh-

FRIGGA  
Quite a colossal one, by the sound  
of it.

THOR  
Okay, maybe just stop talking.

FRIGGA  
And you know what that makes you?  
Just like everyone else.

THOR  
I'm not supposed to be like  
everyone else, though.

FRIGGA  
Everyone fails at "who they're  
supposed to be," Thor. The measure  
of a person, of a hero, is how well  
they succeed at being *who they are*.

Thor stares at her, biting back emotions.

THOR  
I've really missed you, Mum.

**INT. ASGARD, PALACE, CORRIDOR - DAY (THOR 2)**

ROCKET TEARS DOWN THE HALL, EXTRACTION DEVICE IN HAND.

ROCKET  
I got it I got it I got it!

A TROOP OF EINHERJAR CHASE AFTER HIM.

**INT. ASGARD, PALACE, FRIGGA'S CHAMBER - DAY (THOR 2)**

THOR looks at THE OBSERVATORY: *Dark Elves will soon attack.*

THOR  
Mum, I have to tell you something-

FRIGGA  
No, son. You don't. You've come  
to repair your future, not mine.

THOR  
But *your* future-

FRIGGA  
*Is none of my business.*

Thor stares at her, torn. THEN ROCKET RACES INTO THE ROOM.

ROCKET  
(to Frigga)  
Hi. You must be Mom.  
(to Thor, re. the device)  
I got the thing. Come on, we gotta move-

Thor looks to Frigga.

THOR  
I wish we had more time-

FRIGGA  
This was a gift. Now, go be the man you're meant to be.  
(beat)  
And eat a salad.

Thor smiles. He and Rocket activate their time suits.

ROCKET  
Three...two-

THOR  
No. Wait.

THOR DRAMATICALLY HOLDS OUT HIS HAND. A long moment passes.

ROCKET  
What am I looking at?

FRIGGA  
Sometimes it takes a second.

Then...MJOLNIR SAILS INTO HER SON'S HAND. She grins, proud.

THOR  
(relieved)  
Still worthy.

Mother and son look at each other for the last time.

THOR (CONT'D)  
Goodbye, Mum.

FRIGGA  
Goodbye, Son.

THEN, WHOOSH! THOR AND ROCKET DISAPPEAR.

Suddenly...THE PALACE RUMBLES. Frigga looks to the window, WHERE A DARK ELF WARSHIP DECLOAKS. SHE REACHES FOR A SWORD.

*PRELAP: "COME AND GET YOUR LOVE," BY REDBONE.*

**EXT. MORAG, ABANDONED CITY - DAY (GUARDIANS)**

**PETER QUILL**, in RED, PLEATHER TRENCH COAT AND HEADPHONES, dances through the ruins of an alien city.

PULL BACK TO...NEBULA AND RHODEY WATCHING FROM BEHIND A ROCK.

RHODEY

So, he's an idiot.

NEBULA

Yes.

Quill spins, arms out, eyes shut. When the horizon finally settles...he sees A METAL MAN STANDING THERE WAITING FOR HIM.

QUILL

Oh, fu-

BAM! RHODEY DECKS QUILL IN THE FACE. Quill drops, out cold.

RHODEY

Sorry about that. I know you guys  
were teammates and everything.

NEBULA

Do you hear me complaining?

Nebula rifles through Quill's sack. She pulls out AN ELECTRONIC LOCK PICK.

RHODEY

What is that?

NEBULA

The tool of a thief. Come on.

They set out toward the RUINED CITY.

**INT. MORAG, TEMPLE VAULT - DAY (GUARDIANS)**

WHIR, CLICK. TWO HUGE, STONE DOORS SLIDE OPEN, REVEALING NEBULA AND RHODEY. SHE STEPS IN. RHODEY TRIES TO STOP HER.

RHODEY

Hang on. This would be about the time the spikes come out, you know, with the skeletons still on them?

NEBULA

What are you talking about?

RHODEY

I'm just saying, when you break into a place called, "The Temple of the Power Stone", there are usually...

Ahead, they see...THE POWER STONE ORB HOVERING ABOVE ITS PEDESTAL, SURROUNDED BY A WEB OF LASER THREADS.

RHODEY (CONT'D)

Traps and stuff.

(Nebula steps inside)

Okay, don't say I didn't warn you.

Rhodey scans the laser web, strategizing.

RHODEY (CONT'D)

These are photovoltaic lasers on a constantly shifting matrix. Gonna be damn near impossible to neutralize unless we-

SUDDENLY, NEBULA REACHES HER CYBERNETIC ARM THROUGH THE WEB. SHE GRABS THE ORB...BUT THE WEB GRIPS HER, FRYING HER ARM.

She pulls out the orb, but sees Rhodey staring at HER BLACKENED CLAW.

NEBULA

I wasn't always like this.

He sees actual emotion somewhere inside her. Favor his exoskeletal leg braces as he softens.

RHODEY

Yeah, me either. I guess we do the best with what we've got, huh?

SHE HANDS HIM THE ORB WITH JUST THE GHOST OF A SMILE.

RHODEY (CONT'D)

Let's get out of here. Place gives me the creeps. Sync up. Three... two...one...

RHODEY TAPS HIS CUFF, SHRINKING AWAY. Nebula goes for hers...BUT HER EYES ROLL BACK.

SHE COLLAPSES, SEIZING VIOLENTLY, THEN GOING STILL. Her eyes snap open, projecting a hologram of...THANOS.

*THANOS (HOLO)*  
*What's wrong?*

**INT. SANCTUARY-2, INTERROGATION CELL - DAY**

BACK IN THE INTERROGATION CELL, BAD NEBULA'S EYE BEAMS: *IN THANOS' LODGE, THE AVENGERS SURROUND A ONE-ARMED THANOS.*

THANOS STUDIES HIS HOLO-FUTURE-SELF, WATCHING HIS DESTINY PLAY OUT IN FRONT OF HIM.

*BRUCE BANNER (HOLO)*  
*You murdered trillions.*

*THANOS (HOLO)*  
*You should be grateful.*

*NATASHA (HOLO)*  
*Where are the stones?*

THANOS SMIRKS, PUTTING THE PIECES TOGETHER.

*THANOS (HOLO)*  
*Gone. Reduced to atoms.*

*BRUCE BANNER (HOLO)*  
*You used them two days ago!*

*THANOS (HOLO)*  
*I used the stones to destroy the stones. The work is done. It always will be...*

HE STEPS FORWARD, FINISHING HIS OWN THOUGHT.

<i>THANOS (HOLO) (CONT'D)</i> <i>I AM INEVITABLE-</i>	<i>THANOS (CONT'D)</i> <i>I AM INEVITABLE.</i>
--	---

Thanos nods to Maw, who freezes the program. THANOS WALKS THROUGH THE HOLOGRAM, STUDYING THE HEROES.

*GAMORA*  
*What did you do to them?*

*THANOS*  
*Nothing. Yet.*  
*(piecing it together)*  
*(MORE)*

THANOS (CONT'D)  
 They're not trying to stop  
 something I'm going to do in our  
 time. They're trying to undo  
 something I've already done in  
 theirs.

GAMORA  
 (uneasy)  
 The stones.

THANOS  
 I found them all. I won. Tipped  
 the cosmic scales to balance.

EBONY MAW  
 Sire. This is your future?

THANOS  
 My destiny.

He stares, mind whirling. He nods. *THE MEMORY RESUMES.*

RHODEY (HOLO)  
*He's lying.*

NEBULA (O.S.)  
*My father is many things. A liar  
 is not one of them.*

THANOS (HOLO)  
*Thank you, daughter. Perhaps I've  
 treated you too-*

*WHUMP. THOR CUTS OFF THANOS' HEAD. THE VIEW LINGERS AS  
 "NEBULA" STARES AT HER DEAD FATHER.*

THANOS STUDIES HIS SEVERED HEAD...AND SMILES.

THANOS (CONT'D)  
 And that is destiny fulfilled.

Gamora stares, torn. But Ebony Maw fumes on Thanos' behalf.

EBONY MAW  
 Sire. Your daughter is a traitor.

EBONY MAW GESTURES: CABLES WRAP AROUND NEBULA'S NECK. SHE AWAKENS, PANICKED. She looks up at Thanos.

BAD NEBULA  
 (choking)  
 No. Please, father. That's not  
 me. I would never betray you.  
 Please-

Thanos UNWRAPS the cord. He touches his daughter's face.

THANOS

Ssh, child. I know. And you'll have the chance to prove it...

**INT. MORAG, TEMPLE VAULT - DAY (GUARDIANS)**

ZZZT. ON THE FLOOR, NEBULA'S EYES SNAP OPEN, HORRIFIED.

NEBULA

He knows...

**EXT. MORAG - DAY (GUARDIANS)**

BOOTS POUND ACROSS THE ROCKS. NEBULA RUNS FLAT OUT, DESPERATE, HEADING FOR THE ESCAPE POD.

**INT. ESCAPE POD - DAY (GUARDIANS)**

NEBULA rushes to the console and opens A COMMUNICATION LINK.

NEBULA (INTO COM)

Barton, Romanoff, come in. We have a problem. Thanos knows! Thanos-

Suddenly, A SHADOW falls over the Pod. Nebula looks out the cockpit window...

AS A TRACTOR BEAM PULLS THE ENTIRE POD SKYWARD.

**EXT. NEW YORK CITY, ALLEY - (AVENGERS 1)**

IN THE ALLEY, Steve drops down from the building. He hears A WHISTLE. TONY waves from behind a crashed car.

TONY

We've got a problem.

TIME CUT:

STEVE huddles with TONY and SCOTT.

STEVE

How could you lose it?

TONY

What do you want? I got hit in the head with a Hulk!

SCOTT LANG

You said we only had one shot.  
This was our shot. We shot it. It  
was six stones or nothing! Six  
stones-

TONY

You're not helping-

SCOTT LANG

You ruined the Time Heist!

TONY

Okay, okay, Loki's from Asgard,  
he's comfortable there. Knows the  
restaurants. It's a safe bet he  
visits home. If we can just grab  
This-Thor and explain the  
situation, he and I can fly-

STEVE

Loki could be anywhere in the  
universe. We'd be old men before  
we found him.

As Steve and Scott debate, MOVE IN ON TONY, MIND WHIRLING...

STEVE (CONT'D)

What other options did we have on  
the Tesseract?

SCOTT LANG

Whoa, whoa. We don't have any  
other options. We can't go to any  
other times. No do-overs! We've  
only got one particle left, each.  
Use it now, that's it, bye-bye, we  
don't come home.

STEVE

But if we don't try, nobody else  
comes home, either.

TONY

I got it! There's another way to  
re-take the Tesseract, and acquire  
new particles.  
(to Steve)  
Military installation, Garden  
State.

Steve eyes Tony, BEGINNING TO UNDERSTAND.

STEVE  
When were they both there?

TONY  
I have a vaguely exact idea.

STEVE  
How vague?

SCOTT LANG  
Hang on, what's in New Jersey?

TONY  
I know they were there, and I know  
how I know.

STEVE STUDIES TONY A LONG MOMENT...

STEVE  
Looks like we're improvising.

SCOTT LANG  
Wait! What are you improvising?

STEVE HANDS SCOTT THE STAFF.

STEVE  
Scott, take this back to the  
Compound.

TONY  
All right, suits on. Try these  
coordinates. 04-07-19-70...

SCOTT LANG  
Steve- Cap- Captain America, if you  
do this and he's wrong...you're not  
coming back.

Steve and Tony let the weight of that sink in. *He's right.*  
Even so, Tony turns to Steve.

TONY  
You trust me?

STEVE  
I do.

THEY STARE AT EACH OTHER, THEN...CLICK. THEY BOTH HIT THEIR  
CUFFS. TONY AND STEVE SHRINK TO NOTHING...

**EXT. NEW JERSEY WOODS - DAY (1970)**

*CUE MUSIC: "HEY LAWDY MAMA," STEPPENWOLF.*

A 1970 Oldsmobile motors down a wooded road. The bumper sticker reads: "NUFF SAID."

At the wheel, **STAN LEE (48)**, LONG HAIR, MOUSTACHE, OPEN SHIRT, sings along to the radio, TWO LADIES at his side.

He passes by AN ARMY BASE, throwing a peace sign to A GUARD.

STAN LEE  
Make love, not war, baby!

He roars off, passing A FADED SIGN: "U.S. ARMY - CAMP LEHIGH - BIRTHPLACE OF CAPTAIN AMERICA." MOVE INTO THE BASE...

TONY (O.S.)  
You weren't actually born here,  
right?

**EXT. CAMP LEHIGH - DAY (1970)**

SOLDIERS MARCH PAST AS...

Tony and Steve round the corner, TONY IN A LAB COAT and STEVE IN GREEN KHAKIS, LOW-PULLED CAP, AND MIRRORED SUNGLASSES.

STEVE  
The idea of me was.

TONY  
(looking around)  
All right. If I was SHIELD and I wanted to hide my quasi-fascistic black site, where would I hide it?

STEVE  
In plain sight.

Steve nods at A MAN IN A GRAY SUIT approaching a building, "MUNITIONS." He opens the door with a retro-tech PUNCH CARD.

TONY TOUCHES HIS GLASSES: *HE X-RAYS INTO THE GROUND, ILLUMINATING...TWENTY FLOORS OF SECRET, UNDERGROUND BASE.*

**INT. CAMP LEHIGH, ELEVATOR - DAY (1970)**

Muzak plays as STEVE and TONY ride down with **A FEMALE SHIELD AGENT.**

She stares awkwardly at Tony. Steve keeps his hat down. Ding. The doors open. Tony exits, then turns back to Steve.

TONY  
Good luck with that mission,  
Captain.

STEVE  
Good luck with your project,  
Doctor.

Tony ducks out. The doors close. The Agent turns to Steve.

FEMALE SHIELD AGENT  
You new here?

STEVE  
Not exactly.

**INT. CAMP LEHIGH, SHIELD FACILITY, ARCHIVES - DAY (1970)**

TONY searches HIGH, CROWDED ARCHIVE SHELVES.

TONY  
Come on, you little hexahedron,  
where are you hiding?

Finally, he spots A HIGH TECH SAFE. He grabs a briefcase, then NANOS A GAUNTLET, FRYING THE SAFE'S LOCK.

It opens revealing...THE TESSERACT. Tony smiles.

TONY (CONT'D)  
You may not know it now, but  
someday you're going to be a real  
pain-in-the-ass.

Just then...THE ARCHIVE DOOR OPENS.

HOWARD STARK (O.S.)  
Hey, Arnim, you in here?

TONY LOCKS THE CUBE IN THE BRIEFCASE JUST BEFORE...

**HOWARD STARK** (49) APPEARS, carrying ROSES AND A CAN OF SAUERKRAUT. TONY STARES, STUNNED.

HOWARD STARK (CONT'D)  
Hey, I'm looking for Dr. Zola. You seen him?

TONY  
No. Haven't seen a soul.

Tony stands in front of his father, overwhelmed. Howard looks at him, a bit suspicious.

HOWARD STARK  
I know you?

From his pocket, TONY GENERATES A BADGE OUT OF NANO-TECH. He holds it out.

TONY  
No, sir. Just visiting from MIT.

HOWARD STARK  
That so? Got a name?

TONY  
Howard...

HOWARD STARK  
Easy to remember-

TONY  
Potts.

HOWARD STARK  
I'm Howard Stark.  
(shaking hands)  
You seem a little green around the  
gills, Potts. Need some air?

TONY  
That'd be swell.

Tony distractedly walks away, leaving the briefcase.

HOWARD STARK  
Need the briefcase?

PRE-LAP A RINGING PHONE...

**INT. CAMP LEHIGH, SHIELD FACILITY, PYM'S LAB - DAY (1970)**

CLOSE ON: AN ANT. A phone continues to ring. Then...

HANK PYM (O.S.)  
Hello?

PULL BACK: THE ANT CRAWLS IN AN ANTFARM ON A LAB SHELF.

STEVE (OVER PHONE)  
Dr. Pym?

HANK PYM (O.S.)  
That would be the number you  
called, yes.

PAN across the shelf to A CHART OF WASP MATURATION.

STEVE (OVER PHONE)  
*This is Captain Stevens, from  
shipping. We have a package for  
you.*

KEEP PANNING to A PROTOTYPE ANT-MAN HELMET.

HANK PYM (O.S.)  
So bring it up.

STEVE (OVER PHONE)  
*That's the thing, sir, we can't.*

ARRIVE ON...HANK PYM (20's), in brown hair and lab coat.

HANK PYM  
Maybe I'm confused. Isn't that  
your job?

STEVE (OVER PHONE)  
*It's just...sir, the box is  
glowing. And to be honest, a  
couple of our mail guys aren't  
feeling great-*

HANK PYM  
They didn't open it, did they?!

**INT. CAMP LEHIGH, SHIELD FACILITY, HALLWAY - DAY (1970)**

A DOOR MARKED, "DR. HENRY PYM," flies open. Hank exits, fuming, brushing past...STEVE.

Steve watches Hank stalk off...THEN DUCKS INTO HANK'S LAB.

**INT. CAMP LEHIGH, SHIELD FACILITY, ELEVATOR - DAY (1970)**

HOWARD and TONY step onto AN ELEVATOR. The doors shut.

TONY  
Sauerkraut and a bouquet...big  
night planned?

HOWARD STARK  
(lifting one at a time)  
My wife's expecting. And too much  
time at the office.

Tony puzzles the dates out in his head...

TONY  
Congratulations.

HOWARD STARK  
Thanks.

TONY  
How far along is she?

HOWARD STARK  
Gee, I suppose...  
(indicating)  
...this far. She's at the point  
where she can't stand the sound of  
my chewing. So I guess I'll be  
eating in the pantry again.

TONY  
I have a little girl.

TONY SMILES. *He's talking about the man-he's-talking-to's granddaughter, fifty years before she's born.*

HOWARD STARK  
A girl would be nice. Less chance  
she'd turn out exactly like me.

TONY  
Would that be so bad?

HOWARD STARK  
Let's just say the greater good  
hasn't always outweighed my own  
self interest.

The elevator doors open.

**INT. CAMP LEHIGH, SHIELD FACILITY, PYM'S LAB - DAY (1970)**

STEVE searches Hank's lab, finally opening the fridge to find...A TRAY OF BRAND NEW PYM PARTICLES.

**INT. CAMP LEHIGH, SHIELD FACILITY, HALLWAY - DAY (1970)**

Steve exits Hank's lab and heads for the elevator. But it opens, revealing THE FEMALE AGENT FROM EARLIER, WITH **AN M.P.**

M.P.

You've never seen either of these men before?

FEMALE SHIELD AGENT

No. But I have an eye for this. Something looked fishy.

M.P.

Describe 'fishy'.

FEMALE SHIELD AGENT

One of them had a hippie beard.

M.P.

We talking Bee Gees or Mungo Jerry?

FEMALE SHIELD AGENT

Definitely Mungo Jerry.

M.P.

(over walkie-talkie)

This is Chesler. We need every available agent to sub-level 6. We have a potential breach.

Steve ducks through the nearest door...

**INT. CAMP LEHIGH, SHIELD FACILITY, PEGGY'S OFC. - DAY (1970)**

Steve enters a darkened office. A glass wall separates it from another bullpen.

Then he sees something on the desk. He stares, stunned, at two photos: one features PEGGY CARTER STANDING WITH JFK.

THE OTHER IS OF SKINNY STEVE.

Steve turns the desk nameplate around: "MARGARET CARTER."

Steve realizes that even twenty-five years later, Peggy never forgot about him.

Just then, THE BULLPEN DOOR FLIES OPEN. LIGHTS SNAP ON, revealing **PEGGY CARTER** (49), talking to someone in the hall.

PEGGY CARTER

So, send them in.

MALE AGENT

They're trying, ma'am, but  
Braddock's unit has been stopped by  
lightning strikes.

PEGGY CARTER

Oh, for the love of- I'll find the  
weather projections. You call  
Braddock and tell him to shelter in  
place. Assuming he's bright enough  
to come out of the rain.

MALE AGENT (O.S.)

Yes, ma'am.

Steve stares at her from the darkness, STUNNED.

Peggy rifles through a file cabinet.

PEGGY CARTER

Here we are...

She flips through a file, reading. In the darkness behind  
her, Steve approaches. Peggy reads something disturbing.

PEGGY CARTER (CONT'D)

Crikey O'Reilly.  
(calling out)  
Sergeant? Hang up and call Air  
Command. Braddock needs back up,  
immediately.

MALE AGENT

Ma'am?

PEGGY CARTER

Those aren't lightning strikes he's  
looking at...

She slaps the file closed and hurries out.

Steve stares after her a long moment.

#### **EXT. CAMP LEHIGH - DAY (1970)**

Howard and Tony approach a WAITING LIMO.

TONY

Got any names, yet?

HOWARD STARK

If it's a boy, my wife likes  
Elmonzo.

TONY

You might let that stew a while.  
You've got time.

HOWARD STARK

What are you, couple years older  
than me?

TONY

Yeah. I guess.

HOWARD STARK

Let me ask you a question. When  
your kid was born...were you  
nervous?

TONY

Wildly.

HOWARD STARK

Did you feel qualified? Like you  
had any idea how to successfully  
operate that thing?

TONY

I pieced it together as I went  
along. I thought about what *my* dad  
did...

HOWARD STARK

My old man never met a problem he  
couldn't solve with a belt.

TONY

I tried to hold onto the good  
stuff. Dad dropped the odd pearl,  
here and there.

HOWARD STARK

Like what?

TONY

"No amount of money ever bought a  
second of time."

HOWARD STARK

That's good. Smart guy.

TONY

He did his best.

HOWARD STARK

I tell you, this kid's not even here yet, but there's nothing I wouldn't do for him.

Tony takes this in, GRATIFIED. Just then...**EDWIN JARVIS** (56) opens the limo door.

HOWARD STARK (CONT'D)

Besides, if I fall down on the fathering job, old Jarvis is ready to pick up the slack. Isn't that right?

EDWIN JARVIS

Indeed, sir. I shall endeavor to teach the lad the rudiments of judo.

Tony smiles at his old friend. As Jarvis gets in the car, Tony notices...**STEVE WAITING BEHIND A JEEP.** *TIME TO GO.*

Howard turns to shake Tony's hand.

HOWARD STARK

Well, good to meet you, Potts.

TONY

You're going to do fine, Howard.

HOWARD STARK

Thanks. See you around?

TONY

Count on it...

As he gets into his car, Howard looks to Jarvis.

HOWARD STARK

Have we met him before?

EDWIN JARVIS

We've met a lot of people, sir.

HOWARD STARK

Seems very familiar.

(beat)

Weird beard.

#### **EXT. SANCTUARY 2 - SPACE**

The Sanctuary-2 cruises ominously through space.

**INT. SANCTUARY-2, PRISON CELL - DAY**

WHACK! NEBULA GOES TUMBLING ACROSS THE FLOOR. She gets to her knees, looking up at...BAD NEBULA, GLARING DOWN AT HER.

BAD NEBULA  
You're weak.

NEBULA  
I'm you-

BAD NEBULA  
Shut up!

BAD NEBULA PUNCHES GOOD NEBULA DOWN. GOOD NEBULA GROANS AS BAD NEBULA RIPS OFF HER TIME-SPACE GPS.

THEN **GAMORA** ENTERS. Nebula softens, taking in her (once dead) sister.

NEBULA  
You could stop this. You know you want to.  
(off Gamora's look)  
Did you see what happens in the future? Thanos finds the Soul Stone.

MOVE IN ON GAMORA, WHEELS TURNING...

NEBULA (CONT'D)  
You want to know how he does that?  
You want to know what he does to you-

BAD NEBULA  
ENOUGH!

BAD NEBULA SMACKS HER THE HARDEST YET, THEN LEANS IN WITH A JAGGED INSTRUMENT OF TORTURE.

BAD NEBULA (CONT'D)  
You disgust me...but that doesn't mean you're useless.

SHE PRIES OFF THE ORANGE PANEL FROM GOOD NEBULA'S HEAD.

Gamora takes in this new development...

**INT. SANCTUARY-2, THRONE ROOM - DAY**

Bad Nebula enters to find Thanos on his throne. She hands him Good Nebula's TIME-SPACE GPS. He smiles.

Bad Nebula affixes Good Nebula's orange panel onto her head.

BAD NEBULA  
How do I look?

**EXT. BENATAR - SPACE**

THE BENATAR approaches Vormir.

*TITLE: VORMIR, 2014*

**INT. BENATAR, FLIGHT DECK - SPACE**

NATASHA and CLINT stand on the flight deck, staring at THE MAJESTIC, PURPLE PLANET.

CLINT BARTON  
Under different circumstances, this would be totally awesome.

**EXT. VORMIR - DAY**

Clint and Natasha eye THE BENATAR resting on a sand dune. Clint fires a Pym Particle.

WHOOSH, THE ENTIRE SHIP DISAPPEARS. CLINT lifts THE SHRUNKEN BENATAR and tucks it in his pocket.

CLINT AND NATASHA TREK ACROSS THE DUNES OF VORMIR, TOWARD...THE MOUNTAIN.

**EXT. VORMIR, MIDWAY UP THE MOUNTAIN - DAY**

Natasha and Clint climb, ragged. They approach AN ARCHWAY.

CLINT BARTON  
Really starting to regret my choice here.

NATASHA  
Yeah. I'm gonna bet the raccoon didn't have to climb a mountain.

CLINT BARTON  
I don't think technically he's a raccoon...

NATASHA  
Whatever. He eats garbage-

THEY HEAR SOMETHING. THEY WHIRL, WEAPONS UP. A HOODED FIGURE APPROACHES.

HOODED FIGURE

I assure you, you have nothing to fear from me.

CLINT BARTON

Creepy.

HOODED FIGURE

Welcome Natasha, daughter of Ivan. Clint, son of Edith.

CLINT BARTON

Creepier.

NATASHA

Who are you?

RED SKULL

Consider me a guide. To you, and to all who seek the Soul Stone.

NATASHA

Great. You show us where it is, and we'll be on our way.

The figure removes his hood, revealing...**THE RED SKULL.**

RED SKULL

Oh, liebchen. If only it were that easy...

**EXT. VORMIR, MOUNTAIN TOP - DAY**

START ON JAGGED ROCKS. TILT UP TO SEE SKULL, NATASHA, and CLINT staring down from the ALTAR.

RED SKULL

What you seek lies in front of you. As does what you fear.

NATASHA

The Stone is down there?

RED SKULL

For one of you. For the other...  
(smiling it away)

The Stone demands a sacrifice. In order to take it, you must leave behind that which you love.

SKULL POINTS A BONY FINGER DOWN THE WELL.

RED SKULL (CONT'D)  
A soul for a soul.

Natasha and Clint stare down the well, stunned.

TIME CUT:

RED SKULL STARES DOWN THE WELL, robes whipping in the wind.

CLINT BARTON (O.S.)  
Maybe he's full of shit.

FIFTY FEET AWAY, AT THE MONOLITHS, NATASHA AND CLINT HUDDLE.

NATASHA  
I don't think so.

CLINT BARTON  
Why, because he knew your daddy's name?

NATASHA  
*I didn't.*  
(off his look)  
Thanos left here *with* the stone,  
and *without* his daughter. You  
really think that's a coincidence?

They both look out at the well, heavy.

NATASHA (CONT'D)  
(under her breath)  
Whatever it takes...

CLINT BARTON  
(under his breath)  
Whatever it takes...

Natasha goes to Clint, resolved.

NATASHA  
If we don't get the stone, billions  
of people are going to stay dead.

CLINT BARTON  
Then I guess we both know who it  
has to be.

NATASHA  
Yeah. Guess we do.

They take each other's hand. A long goodbye beat. Except...

CLINT BARTON

I'm starting to think we don't mean  
the same person.

NATASHA

For the last five years, I've been  
trying to do one thing -- get to  
right here. This is all it's been  
about. Bringing everybody back.

CLINT BARTON

Do not get all decent on me-

NATASHA

You think I want to do it? I'm  
trying to save your life, you idiot-

CLINT BARTON

And I don't want you to.

(beat)

Nat. You know what I've done.  
What I am now. Your life's worth  
ten of mine-

NATASHA

I don't judge people by their worst  
mistakes-

CLINT BARTON

Maybe you should-

NATASHA

You didn't.

That stops him. He looks in her eyes, then down, giving in.

CLINT BARTON

You're a pain in my ass, you know  
that?

She relaxes for the briefest moment. Just then, CLINT SWEEPS  
OUT HER LEGS, PINNING HER DOWN.

CLINT BARTON (CONT'D)

Tell my family I love them.

SHE REVERSES, SENDING HIM TUMBLING.

NATASHA

Tell them yourself.

SHE FIRES A WIDOW'S BITE INTO HIS CHEST AND MAKES A BREAK FOR  
THE CLIFF. SHE'S HALFWAY THERE WHEN...

BOOM! AN EXPLODING ARROW KNOCKS HER OFF HER FEET.

Clint races past her...leaping off edge of the cliff. Just as he falls...

NATASHA TACKLES HIM IN MID-AIR. They drop, but NATASHA SHOOTS HER GRAPPLING LINE INTO THE CLIFF.

THEY SLAM INTO THE CLIFFSIDE. She attaches the other end of her grappling line to Clint's belt...saving his life.

She slides, but he reaches out and grabs her...saving hers.

CLINT BARTON

Damn you.

They hang there a long, terrible moment. CLINT'S GRASP STARTS TO LOOSEN. Finally, she looks him in the eye.

NATASHA

*Let me go.*

CLINT BARTON

No. Please no...

The two friends stare at each other, a lifetime between them.

NATASHA

It's okay...

CLINT BARTON

Natasha, no-

Then Natasha Romanoff kicks off the cliff wall, yanking out of Clint's grasp.

She falls...

Clint dangles from the grappling hook, staring down, helpless, stifling his scream.

WHOOSH! THE WHOLE WORLD GOES WHITE.

**EXT. VORMIR, BOTTOM OF THE MOUNTAIN - DAY**

When the light fades, CLINT LIES FLOATING IN SPACE. The camera rotates until we see...IT'S A REFLECTION OF THE SKY.

CLINT LIES IN THE POOL AT THE BASE OF THE MOUNTAIN. He sits up and opens his hand to see THE SOUL STONE. His eyes well.

**INT. AVENGERS COMPOUND, HANGAR - DAY**

THE PENCIL FINALLY CLATTERS TO A STOP AS... WHOOSH, CLINT GROWS INTO THE PRESENT ALONGSIDE THE OTHERS:

SMART HULK HOLDS THE EYE OF AGAMOTTO, SCOTT HAS THE SCEPTER, RHODEY THE ORB, ROCKET & THOR THE EXTRACTION DEVICE, AND TONY & STEVE THE TESSERACT. NEBULA RETRACTS HER TIME SUIT.

Everyone looks around, exhausted. Amazed.

RHODEY

Are you telling me that actually worked?

SMART HULK

Did we get them all?

CLINT DROPS TO HIS KNEES. Steve turns, concerned.

STEVE

Clint? Are you okay?

Clint stares, haunted. SMART HULK realizes...

SMART HULK

Where's Nat?

(everyone stares)

WHERE'S NAT?!

Clint looks up at them, eyes glassy.

**EXT. AVENGERS COMPOUND, RIVER - DAWN**

SMART HULK, eyes red, stands beside a bench on the dock. Behind him, STEVE, TONY, THOR, AND CLINT STARE OUT, GRIEVING.

TONY

Do we know if she had family?

STEVE

Yeah. Us.

Thor turns, thrown.

THOR

Why are you doing that?

TONY

I'm just asking a question-

THOR

Why are we talking as if she's dead? We have the stones. Bring her back. C'mon, stop this shit.

Clint squeezes away tears.

CLINT BARTON

We can't get her back.

THOR

What's he talking about? Of course, we can.

CLINT BARTON

It can't be undone. That's why.

THOR

No offense, but you're...a very earthly being. We're talking about space magic, here. "Can't" seems a little definitive, don't you think?

CLINT BARTON

Well, I know I'm a little outside my pay grade here, but, she still isn't here, is she?

THOR

That's my point-

CLINT BARTON

*It can't be undone.* At least that's what the red, floating guy said. But why don't you go talk to him, okay? Why don't you grab your hammer and fly to that place and talk to him. *IT CAN'T BE UNDONE.*

(beat)

It was supposed to be me. She sacrificed her life for that goddamn stone. She bet her life on it.

That lands heavily on all of them. A moment passes.

THEN SMART HULK HURLS THE BENCH INTO THE WATER. It skips across the surface like a stone.

SMART HULK

She's not coming back. We have to make it worth it. *We have to.*

STEVE

We will.

PULL BACK, LEAVING OUR MOURNERS IN TABLEAU...

**INT. AVENGERS COMPOUND, WORKSHOP - DAY**

ALL SIX INFINITY STONES rest behind safety glass. SOON, ROBOTIC ARMS ENTER FRAME, PLUCKING UP THE POWER STONE.

TONY operates the arms as ROCKET and SMART HULK watch.

The robot arms swing the stone over to...A NEW IRON MAN GAUNTLET. NANO-TECH SHIFTS AND SLIDES, HOLDING IT IN PLACE.

Smart Hulk releases a deep breath.

TIME CUT:

THE COMPLETED GAUNTLET sits in a cradle, SIX INFINITY STONES EMBEDDED IN THE BACK. Pull back to find...

SCOTT, THOR, CLINT, RHODEY, and STEVE watching TONY AND ROCKET FINE TUNE THE GLOVE.

ROCKET

All right. The glove's ready.  
Question is, who's gonna snap their  
freaking fingers?

Everyone stares a beat. Then, THOR REACHES FOR THE GAUNTLET.

THOR

I'll do it.

TONY

Whoa, whoa, what are you doing-

STEVE

Thor, we haven't decided who's  
putting that on.

THOR

Oh. Were all of you just waiting  
for the right opportunity?

ROCKET

Maybe I was getting around to it-

SCOTT LANG

We should at least discuss it-

THOR

Staring at the thing isn't going to bring everybody back, is it? Look, I'm the strongest Avenger. It's my responsibility. Fate wills it so.

TONY

Hold on, hold on-

THOR

Stop it! Let me do this. Let me do something good. Something right-

TONY

That thing is channeling enough energy to light up a continent. You're in no condition-

THOR

What do you think is coursing through my veins right now?

RHODEY

Cheez Whiz?

THOR

*Lightning.*

Smart Hulk steps toward the Gauntlet.

SMART HULK

Lightning won't help you, pal.  
It's gotta be me.

(approaching)

You saw what those stones did to Thanos. They almost killed him.  
None of you could survive.

STEVE

And how do we know you can?

SMART HULK

We don't. But the radiation's mostly gamma.

(beat)

It's like I was made for this...

**INT. AVENGERS COMPOUND, HANGAR - DAY**

THE QUANTUM TUNNEL LIES IN DARKNESS. Then, clack, the lights come on, revealing...

NEBULA, STARING UP AT THE WAITING MACHINE.

**INT. AVENGERS COMPOUND, WORKSHOP - DAY**

SMART HULK STUDIES THE GAUNTLET. *The moment of truth.*

TONY  
Good to go?

SMART HULK  
Let's do it.

TONY  
Okay, remember, everyone Thanos snapped away five years ago, you're just bringing them back...to today. Don't change anything from the last five years. Got it?

SMART HULK  
Got it.

PAN AROUND as the Avengers ready themselves:

STEVE steps forward, shield on his arm. SCOTT deploys his helmet. RHODEY readies his repulsors.

ROCKET covers his raccoon junk and hides behind THOR. TONY armors up, then nanos a shield to protect CLINT beside him.

TONY  
Friday, why don't you go ahead and activate *Barn Door Protocol*?

STEEL DOORS SLIDE SHUT ALL AROUND THE WORKSHOP.

FINALLY, SMART HULK HOLDS UP THE GAUNTLET.

SMART HULK  
(under his breath)  
Everybody's coming home...

HE SLOWLY SLIPS HIS HAND IN THE GLOVE. SUDDENLY, HE SPASMS, TAKING IN THE POWER AS THANOS DID IN ML1. HE STRUGGLES.

THOR  
What's happening? Take it off, take if off!

STEVE  
Bruce, you okay?

TONY  
Talk to me, Banner.

SMART HULK  
I'm...okay...

THEN SMART HULK REACHES OUT HIS HAND...AND SNAPS HIS FINGERS.

CRAAAACK! THE STONES FLARE. A BRIGHT SURGE OF ENERGY RACES UP SMART HULK'S ARM. HE ROARS AS HIS EYES BLAZE GREEN.

A BLAST WHITES OUT THE SCREEN.

**INT. AVENGERS COMPOUND, HANGAR - DAY**

NEBULA studies THE QUANTUM CONSOLE. She takes off her glove, revealing A PERFECTLY INTACT ARM. THIS IS BAD NEBULA.

SHE OPENS A PANEL IN HER ARM, SNAKES OUT A CABLE...AND JACKS INTO THE CONSOLE. THE QUANTUM TUNNEL boots up.

AS SHE HURRIES AWAY...

**EXT. AVENGERS COMPOUND - DAY**

FROM HIGH OVERHEAD, WE SEE THE TIME ENERGY SIGNATURE SHOOT FROM THE HANGAR. AN OMINOUS RIPPLE WARPS ACROSS THE SKY...

**INT. AVENGERS COMPOUND, WORKSHOP - DAY**

WHOOSH! EVERYTHING COMES BACK INTO VIEW. THE GAUNTLET FALLS OFF, ROLLING ACROSS THE FLOOR.

SMART HULK COLLAPSES, ARM WITHERED, SIDE BURNT BLACK. EVERYONE RUSHES OVER. Steve checks Smart Hulk's pulse.

STEVE  
Bruce!

TONY  
Don't move him!

Then THE BLAST DOORS OPEN, revealing the sound of...CHIRPING. SCOTT walks toward the courtyard.

Smart Hulk's eyes clear. He grasps Steve's arm.

SMART HULK  
*Did it work?*

They pause, as if it only just now occurred to them.

JUST THEN...A CELL PHONE BUZZES.

A STUNNED CLINT TURNS AND APPROACHES HIS PHONE. On the home screen, we see A PHOTO OF HIS WIFE: "LAURA CALLING."

CLINT FINALLY PUTS THE PHONE TO HIS EAR.

CLINT BARTON  
Honey?

AT THE WINDOW, SCOTT STARES AT A BIRD FEEDER. DOZENS OF CARDINALS AND FINCHES NIBBLE ON THE SEED.

SCOTT LANG  
Guys, I think it-

BOOM! THE BUILDING EXPLODES. DEBRIS SWallows THE CAMERA.

**EXT. AVENGERS COMPOUND - DAY**

A MUSHROOM CLOUD BILLows OVER AVENGERS COMPOUND.

**EXT. AVENGERS COMPOUND, CRATER - DAY**

Nothing moves. The smoke clears, revealing...A BOMBED OUT CRATER A MILE WIDE. *Avengers Compound has been destroyed.*

Then the light changes...AND THE SANCTUARY-2 parts the clouds. It hovers over the ruins like a vulture.

AN ENERGY BEAM drops to the ground, releasing...

THANOS, FLANKED BY A SQUAD OF OUTRIDERS. The Mad Titan looks around at the devastation he has wrought.

THANOS (INTO COM)  
Daughter?

BAD NEBULA (OVER COM)  
Yes, father...

OUT OF THE SMOKE WALKS "BAD" NEBULA. Bruised and dirty.

THANOS  
So this is the future. Well done.

She tears off THE ORANGE HEAD-PLATE.

BAD NEBULA  
Thank you, Father. They suspected nothing.

THANOS  
The arrogant never do.

Thanos takes off his helmet, staring up at the crater's edge.

THANOS (CONT'D)  
Go. Find the stones. Bring them  
to me.

BAD NEBULA  
What will you do?

THANOS  
Wait.

**INT. UNDERGROUND GARAGE, RUINS - DAY**

THE UNDERGROUND GARAGE LIES HALF-COLLAPSED.

SMART HULK GRITS HIS TEETH, HOLDING UP THE CEILING WITH ONE GOOD ARM, HIS OTHER ARM BURNED AND LIFELESS. BELOW...

RHODEY LIES IN THE RUBBLE, WAR MACHINE SUIT SPARKING.

RHODEY  
Canopy! Canopy!

Rhodey's suit RATCHETS OPEN. HE HAULS HIMSELF FREE to see...ROCKET TRAPPED UNDER RUBBLE. AS HE CRAWLS TO HIM...

THE CEILING RUMBLES. SMART HULK WAVERS, MUSCLES QUIVERING.

RHODEY (INTO COM) (CONT'D)  
Mayday! Tony. Cap. Does anybody  
hear me?!

HE FINALLY REACHES ROCKET. Rocket wheezes, in pain.

RHODEY (CONT'D)  
Hang on!

RHODEY WEDGES A PIECE OF REBAR INTO THE DEBRIS. HE HEAVES, finally managing to lever it off of Rocket. THEN...

THE CRACKED CEILING GIVES WAY. A MILLION GALLONS OF RIVER WATER RUSH IN. RHODEY TRIES TO KEEP HIS HEAD ABOVE WATER.

RHODEY (INTO COM) (CONT'D)  
Mayday! Mayday! We are taking on  
water!

**INT. TOOL SHOP, RUINS - DAY**

CLOSE ON SCOTT LANG lying on a SILVER, METAL FLOOR.

RHODEY (OVER COM)  
 ...anyone...Mayday...Mayday-

Scott groans, coming to.

SCOTT LANG  
 Wait, what...?

REVEAL, TINY SCOTT LYING IN THE RUINS OF THE ARMORY...ON THE IRON PATRIOT HELMET.

ROCKET (OVER COM)  
 Tell 'em to...hurry...asses up-

RHODEY (OVER COM)  
 ...trapped...drowning...no time...

Scott jumps to his feet.

SCOTT LANG (INTO COM)  
 No! Wait, I'm here!

Scott spots WATER TRICKLING THROUGH THE CRACKED FLOOR.

#### **INT. ACCESS TUNNEL - DAY**

WATER DRIPS FROM A HOLE IN THE ROOF OF AN ACCESS TUNNEL...ONTO CLINT BARTON, LYING FACEDOWN. He groans.

He opens his hand to find HIS CELLPHONE: HIS WIFE SMILES ON THE SCREEN. "LAURA, ONE MISSED CALL." Clint stares, amazed.

He winces, finding he's been lying atop...THE GAUNTLET. It's bashed out of shape, BUT ALL SIX STONES STILL GLEAM.

CLINT BARTON (INTO COM)  
 Cap? Stark? Anyone?

STATIC. Then, he hears...A *SCRAPING SOUND, TALONS ON CEMENT.*

He peers down a darkened tunnel, then unshoulders his bow. HE LOOSES A FLARE ARROW, revealing...

DOZENS OF OUTRIDERS SCRABBLED ALONG THE WALLS AND CEILING. CLINT GRABS THE GAUNTLET AND RUNS. THE CREATURES GIVE CHASE.

#### **INT./EXT. AVENGERS COMPOUND, LAB, RUINS - DAY**

FIRE SMOULDER BENEATH THE COLLAPSED CEILING. MOVE THROUGH SMOKE TO FIND...STEVE, out cold. SOMEONE SHAKES HIM.

He wakes to see TONY, HOLDING HIS SHIELD.

TONY  
You lose this again, I'm keeping it.

STEVE  
What happened?

TONY  
Told you. We messed with time.  
Time messed back.

Woozy, Steve follows Tony through the ruins of the lab.

STEVE  
Where are the others?

TONY  
I read life signs, maybe 800 feet down, but it's hard to tell.

They reach the edge of the crater where THOR LOOKS DOWN AT...THANOS. Sitting on a rock. Waiting.

TONY (CONT'D)  
What's he been doing?

THOR  
Absolutely nothing.

The three of them stare a long moment. Then, as if sensing them, Thanos turns his head...AND LOOKS THEIR WAY.

STEVE  
Son of a bitch.

TONY  
Yeah.

STEVE  
Where are the stones?

TONY  
Somewhere under all of this. All I know is...he doesn't have 'em.

STEVE  
So we keep it that way.

That lands. *This is their chance.*

THOR  
You know it's a trap.

TONY DEPLOYS HIS ARMOR.

TONY  
Don't think I care.

THOR  
Just so we're all in agreement.

Thor holds out his hand: MJOLNIR FLIES INTO IT. He holds out his other hand: STORMBREAKER SLAPS INTO HIS PALM.

CRACK! LIGHTNING STRIKES AS HE'S COVERED IN CAPE AND ARMOR.

THOR (CONT'D)  
Let's kill him properly this time.

STEVE TIGHTENS HIS SHIELD, LEADING THEM INTO THE CRATER...

**EXT. AVENGERS COMPOUND, CRATER - DAY**

Thanos sits on his rock, contemplative.

THANOS  
You could not live with your own failure. And where did that bring you? Right back to me.

TONY APPROACHES, WARY, AS IF SNEAKING UP ON A RABID DOG.  
STEVE AND THOR FAN OUT ON EITHER SIDE.

THANOS (CONT'D)  
I thought by eliminating half of life, the other half would thrive. But you've shown me that's impossible.  
(beat)  
Life clings to the past with bloody fingernails. As long as there are those who remember what was, there will be those unable to accept what can be. They will resist.

TONY  
Yep. We're all kinds of stubborn.

THANOS  
I'm thankful. Because now I know what I must do.

Thanos reaches for his helmet.

THANOS (CONT'D)  
I will shred this universe down to its last atom.  
(MORE)

THANOS (CONT'D)

And then, with the stones you've collected for me, create a new one, teeming with life that knows not what it has lost, but only what it has been given. A grateful universe.

STEVE

Born out of blood.

Thanos studies Steve as if seeing him for the first time.

THANOS

They'll never know it.

THANOS DRAWS A BLADE OFF HIS BACK, TOWERING OVER THEM.

THANOS (CONT'D)

Because you won't be alive to tell them.

Tony glances over at Steve. Ready? Steve nods...

JUST AS THOR CHARGES THANOS. WHAM! ALL THREE AVENGERS ATTACK, USING THEIR SKILLS IN CONCERT.

THANOS STUMBLES, ON HIS HEELS. THE HEROES PUNISH HIM, RELENTLESS.

PULL UP THROUGH THE HAZE, TO THE SANCTUARY-2...

**INT. SANCTUARY-2, INTERROGATION CELL - DAY**

NEBULA huddles alone in A PRISON CELL. After a beat...THE DOORS RATCHET OPEN. She stares into the shadows.

NEBULA

What do you want?

GAMORA STEPS INTO THE CELL. THE TWO SISTERS FROM DIFFERENT ERAS STARE AT EACH OTHER.

GAMORA

In the future...what happens to you and me?

NEBULA

I try to kill you. Several times. But, eventually...we become friends. We become sisters.

GAMORA

That's hard to believe.

NEBULA

A lot of things that happen will be  
hard to believe.

Gamora nearly smiles. She takes a long look at Nebula.  
Finally...SHE HOLDS OUT HER HAND.

GAMORA

Come on. We can still stop him.

Nebula takes a deciding moment. Then SHE GRABS GAMORA'S  
HAND. One sister pulls the other to her feet.

**INT. UNDERGROUND GARAGE, RUINS - DAY**

SMART HULK STRAINS AGAINST THE CEILING. RHODEY HANGS ONTO A  
PIPE AS THE WATER RISES.

SMART HULK

Rhodey. Rocket. Get out of here.  
Save yourselves.

ROCKET SURFACES FROM BELOW, GASPING.

ROCKET

No good. Couldn't even...find a  
hole...small enough to abandon you  
through.

Suddenly, Smart Hulk snarls in pain as THE CEILING DROPS A  
FOOT. His legs buckle as he struggles against the weight.

Finally he sets his jaw...AND STRAIGHTENS HIS LEGS.

SMART HULK

AAARRRGH!

**EXT. AVENGERS COMPOUND, CRATER - CONTINUOUS**

THE BUILDING RIGHTS ITSELF, LEVELING OUT.

**INT. AVENGERS COMPOUND, RUINS - DAY**

A RAGING RIVER ROARS THROUGH THE RUINS. AFTER A BEAT...SCOTT  
LANG ZOOMS PAST, RIDING A PLASTIC BOTTLE CAP.

RHODEY (OVER COM)  
MAYDAY! MAYDAY!

SCOTT LANG (INTO COM)  
HANG ON! I'M COMING!

**INT. ACCESS TUNNEL - DAY**

SHRIEKING OUTRIDERS CHASE BARTON THROUGH THE TUNNELS. CLINT AFFIXES ARROW-CHARGES TO THE WALLS AS HE RUNS.

Just as the Outriders are about to overtake him, Clint hits a button on his bow, DETONATING THE CHARGES...

BRINGING THE ROOF DOWN ON TOP OF THE OUTRIDERS.

Clint rolls, coming up directly underneath A VERTICAL SHAFT.

A cluster of Outriders escape the collapse, lunging for him.

Clint shoots a grappling arrow up the shaft, ascending...BUT SO DO THE OUTRIDERS, skittering up the sides.

Clint draws his katana, slashing the aliens just as...

**INT. ACCESS TUNNEL, UPPER CHAMBERS - CONTINUOUS**

HE TUMBLES INTO THE UPPER CHAMBER. He gasps, safe. Then he looks up to see (BAD) NEBULA, LOOMING OVER HIM.

CLINT BARTON

Oh, hey. I know you.

She gently takes the Gauntlet.

BAD NEBULA (INTO COM)

Father. I have the stones.

CLINT BARTON

What-

Clint tries to get up, but Nebula puts a boot in his chest and A BLASTER TO HIS HEAD...

GAMORA (O.S.)

Stop.

COVERING CLINT, BAD NEBULA TURNS TO SEE...GAMORA, GUN RAISED.

BAD NEBULA

You're betraying us?

GAMORA

Not you.

GOOD NEBULA steps from the shadows, hands raised, placating. Bad Nebula stares at her future self.

NEBULA

You don't have to do this.

BAD NEBULA

I am this.

GAMORA

No. You're not.

Good Nebula takes a tiny step forward. She taps her head.

NEBULA

You've seen what we become-

GAMORA

Sister, listen to her-

BAD NEBULA

Shut up. You're a traitor!

NEBULA

You can change.

Bad Nebula struggles, her face a twisted grimace.

BAD NEBULA

He won't let me.

BAD NEBULA FIRES AT GAMORA, JUST AS GOOD NEBULA DRAWS A GUN AND SHOOTS HER DOWN. BAD NEBULA DROPS.

Good Nebula stares at her dead younger self, conflicted.

Clint picks up the gauntlet, very confused.

CLINT BARTON

I'm not even gonna ask.

**EXT. AVENGERS COMPOUND, CRATER - DAY**

*TONY'S HUD: TONY GLARES RIGHT AT US, AS...*

THOR SMASHES HIS HAMMERS TOGETHER, HURLING LIGHTNING INTO THE BACK OF THE IRON MAN SUIT.

TONY SENDS THE RESULTING OVERLOAD AT THANOS...BUT THANOS PROPELLERS HIS BLADE, HOLDING BACK THE BLAST.

THOR USES STORMBREAKER TO BAT MJOLNIR AT THANOS...

THANOS SNATCHES TONY BY THE ANKLE AND USES HIM AS A SHIELD AGAINST THE ONCOMING HAMMER. WHACK!

MJOLNIR PLOWS INTO THE DIRT. TONY GOES TUMBLING, OUT COLD.

*TONY'S HUD: FRIDAY TRIES TO REVIVE HIM.*

FRIDAY (O.S.)  
*Boss? Wake up!*

**INT. UNDERGROUND GARAGE, RUINS - DAY**

ROCKET, RHODEY, AND SMART HULK GULP AIR, INCHES FROM THE CEILING, FACING THE END. RHODEY GLANCES OVER AT SMART HULK.

RHODEY  
See you on the other side, man.

They take a last breath, THEN THE WATER HITS THE CEILING.

**EXT. AVENGERS COMPOUND, CRATER - DAY**

Steve slashes at Thanos. The Titan brutally bats him aside.

Thor attacks, but Thanos drives him through walls of debris.  
**THANOS SMASHES HIS FIST INTO THOR'S FACE, OVER AND OVER.**

Thor calls for Stormbreaker, but Thanos intercepts it. He presses the blade into Thor's chest, trying to drive it home.

Then, across the field...MJOLNIR RISES INTO THE AIR.

**THANOS GRINS, ABOUT TO FINISH THOR OFF, WHEN...MJOLNIR FLIES IN, KNOCKING THE AXE OUT OF HIS HAND.**

Follow the hammer as it flies back to the only other man worthy enough to wield it...STEVE ROGERS.

Half-conscious, THOR SEES STEVE HOLDING MJOLNIR.

THOR  
I...knew...it...

STEVE ATTACKS, CRACKING THANOS IN THE JAW. THANOS TUMBLES.

BEFORE THE TITAN CAN GET UP, STEVE CALLS DOWN THE LIGHTNING AND SENDS IT CRACKLING INTO THANOS' BODY.

Steve leaps, trying to finish Thanos off...BUT THANOS ROLLS ASIDE, HEAD-BUTTING STEVE BACKWARDS.

THANOS GETS TO HIS FEET, A FAINT SMILE ON HIS FACE.

HE WHIPS OFF HIS HELMET AND ATTACKS STEVE WITH HIS BLADE. BLOW AFTER BLOW. IT'S ALL STEVE CAN DO TO GET HIS SHIELD UP.

THANOS HACKS THE SHIELD TO PIECES, FINALLY KNOCKING STEVE ACROSS THE FIELD.

Steve lies beaten, half a shield still attached to his arm.

THANOS  
In all my years of conquest...

Thanos looks out at the tiny human struggling to stand.

THANOS (CONT'D)  
Of violence and slaughter...it was  
never personal.

Thanos gestures behind him as A RUMBLE ECHOES.

THOUSANDS OF ALIENS RING THE LIP OF THE CRATER: THE BLACK ORDER LEADS A PLATOON OF CHITauri, Sakaarans, AND OUTRIDERS.

THANOS (CONT'D)  
But I'll tell you now, the things  
I'm about to do to your stubborn,  
annoying, little planet...

Q-SHIPS, DROPSHIPS, NECROCRAFT, AND LEVIATHANS BUZZ ABOVE.

THANOS (CONT'D)  
I'm going to enjoy it. Very, very  
much.

Steve stares at Thanos and his army. And even in the face of such overwhelming odds...he gets to his feet.

THANOS stares, almost sad, as Steve tightens the broken shield on his arm...AND STARTS WALKING TOWARD HIM.

One man against thousands. All alone.

But just then, Steve's COM CRACKLES. He strains to hear. The com crackles again. We can make out A MUFFLED VOICE.

MUFFLED VOICE (ON COM)  
-ap----comin----ot-

Steve shakes his head, trying to clear it. Slowly, SOUND RETURNS...AND THE WORDS RING CLEAR:

SAM WILSON (O.S.)  
Cap. On your left.

PULL BACK...TO SEE A PORTAL OPENING IN THE DISTANCE. OUT OF IT FLIES...SAM WILSON.

Steve watches Sam soar over the field, then turns AS EVEN MORE PORTALS OPEN.

FROM ONE: DR. STRANGE, PETER QUILL, DRAX, MANTIS, PETER PARKER...AND KRAGLIN AND THE RAVAGERS.

FROM ANOTHER: T'CHALLA, OKOYE, SHURI, M'BAKU, WANDA, BUCKY, GROOT...AND THE WAKANDAN ARMY.

FROM A THIRD: VALKYRIE, KORG, MIEK...AND AN ASGARDIAN ARMY.

FROM A FOURTH: PEPPER POTTS (IN RESCUE ARMOR), HOPE VAN DYNE, AND WONG LEADING A SQUAD OF SORCERERS.

THOR gets to his feet, calling Stormbreaker to his hand as...TONY regains consciousness, staring out at the cavalry.

Wong and Strange quickly find each other.

DR. STRANGE  
Is that everyone?

WONG  
You wanted *more*?!

JUST THEN, THE GROUND SHAKES AND RUBBLE EXPLODES UPWARDS AS...GIANT-MAN BURSTS FROM BELOW.

SCOTT LANG  
Top floor, everybody out!

HE OPENS HIS HUGE HAND, RELEASING ROCKET, SMART HULK, AND RHODEY, NOW IN HIS COSMIC IRON PATRIOT ARMOR.

STEVE TAKES IN HIS REINFORCEMENTS, THEN STARES OUT AT THANOS.

PAN ACROSS OUR HEROES AS STEVE CALLS MJOLNIR TO HIS HAND.

STEVE  
*Avengers...assemble.*

THOR LETS LOOSE A BATTLE CRY AS HE CHARGES! EVERYONE FOLLOWS SUIT AS OUR HEROES FLOOD THE FIELD.

ACROSS THE WAY, THANOS SMILES AND POINTS HIS BLADE.

TWO MIGHTY ARMIES RACE TOWARD EACH OTHER UNTIL...CLASH!

GIANT-MAN SLUGS A LEVIATHAN IN THE JAW.

DRAX launches himself onto a CULL currently choking the life out of KORG.

TONY blasts overhead. RESCUE joins him. Together, they strafe the field.

STEVE and THOR fight together. Both hold out their hands. Stormbreaker returns to Steve, Mjolnir to Thor, who frowns.

THOR  
No. You take the little one.

Elsewhere, TONY BATTLES SEVERAL CULLS. One knocks him into an Outrider, who's about to rip his armor off when...

THWIP. PETER PARKER webs the Outrider, yanking him into the path of...GIANT-MAN'S FOOT. SQUISH.

Tony stares at Peter, emotional. They retract their helmets.

PETER PARKER  
Mr. Stark. Holy cow, you would not believe what's been going on. Do you remember when we were in space? And I got all dusty? I must've passed out, because I woke up and you weren't there, but Dr. Strange was, and he was like, "it's been five years, they need us." And he started doing that yellow sparkly thing he does-

But Tony just wraps his arms around him, smashing Peter's face into his chest plate.

PETER PARKER (CONT'D)  
(muffled)  
Oh. This is nice.

**ACROSS THE FIELD...** QUILL flies, firing down on Sakaaran soldiers. One leaps off an outcropping...

TACKLING QUILL INTO A WRECKED FUSELAGE, WHERE ANOTHER SAKAARAN WAITS.

Quill drops one, but the other raises his weapon to strike. THEN BLAM! The Sakaaran drops dead on top of Quill.

He pushes the body off to see...GAMORA, BLASTER STILL SMOKING. Quill stares, amazed.

QUILL  
Gamora?

HE APPROACHES, OVERWHELMED, EMOTIONAL.

QUILL (CONT'D)  
I thought I lost you.

He tenderly strokes her face...and she knees him in the nuts.  
Twice. He goes down, gasping.

QUILL (CONT'D)  
You missed the first time...then  
you got 'em both the second time.

She stares down at him as...NEBULA JOINS HER.

GAMORA  
This is the one? Seriously?

NEBULA  
Your choices were him or a tree.

**ACROSS THE FIELD...** CLINT RUNS WITH THE GAUNTLET, PURSUED BY A CHITAURO APE. Just before the ape tramples Clint...

SAM WILSON SWOOPS IN, CUTTING THE CREATURE DOWN.

Clint runs on. The heroes confer over coms.

CLINT BARTON  
What do you want to do with this thing?

STEVE  
Get those stones as far away as possible!

SMART HULK  
No! We need to send them back where they came from.

TONY  
There's no way to send them back.  
Thanos destroyed our time machine.

SCOTT LANG  
Hold on!  
(shrinking to normal size)  
That wasn't our only time machine.

He clicks the KEYS TO LUIS' VAN. From a distance, we hear, "LA CUCARACHA." Steve immediately gets it.

STEVE  
Does anyone see an ugly, brown van out there?

**ABOVE,** VALKYRIE SCANS THE FIELD FROM HER PEGASUS.

VALKYRIE

Yeah. But you're not going to like where it's parked.

*LUIS' VAN SITS SURROUNDED BY THOUSANDS OF ALIENS, DEEP BEHIND ENEMY LINES.*

STEVE SURVEYS THE FIELD: AN ARMY STANDS BETWEEN THEM AND THE VAN, AIR AND GROUND CHOKED WITH ENEMIES.

TONY (INTO COM)

Scott, how long do you need to get that thing working?

SCOTT LANG

Uh, maybe ten minutes.

STEVE

Get it started. We'll get the stones to you.

HOPE VAN DYNE

We're on it, Cap.

SCOTT glances at her. *Cap?* THEY SHRINK DOWN AND FLY AWAY.

TONY FLIES UP TO DR. STRANGE, HOVERING.

TONY

Doc. You said we win one in 14 million. Is this how it goes down?

DR. STRANGE

If I tell you what happens, it won't happen.

TONY

You better be right.

Tony rockets away. Strange coolly watches him go.

**ACROSS THE FIELD...EBONY MAW RUSHES TO THANOS.**

EBONY MAW

Sire, the stones!

THANOS TURNS TO SEE...CLINT FIGHTING THROUGH THE HORDE,  
CARRYING THE GAUNTLET.

A CULL HAMMERS CLINT, BUT THEN...T'CHALLA SLASHES THE CULL.

T'CHALLA

Clint, give it to me.

CLINT HANDS THE GAUNTLET TO T'CHALLA, WHO TUCKS IT AND RUNS.

**ACROSS THE FIELD...** SCOTT AND HOPE FLY OVER A LONG PLATOON OF CHITAVI, TOWARD LUIS' VAN.

**INT./EXT LUIS' VAN - CONTINUOUS**

They GROW TO NORMAL SIZE in the front seat. Out the windshield, THANOS' HORDE CHARGES AT THEIR FRIENDS.

SCOTT LANG  
(digging around)  
Ignition's broken. I'll hotwire it-

HOPE VAN DYNE  
Wait, you know how to do that?

Scott splices wires. Sparks fly.

SCOTT LANG  
I was in prison. I know how to do a lot of things.

**EXT. AVENGERS COMPOUND, CRATER - DAY**

T'CHALLA RACES THROUGH THE HORDE...BUT THEN THANOS KNOCKS HIM OFF HIS FEET. THE GAUNTLET GOES TUMBLING.

AS THANOS MOVES IN ON T'CHALLA...ALL AROUND, WRECKAGE BEGINS TO FLOAT. THANOS LOOKS UP TO SEE...

WANDA, HOVERING IN THE AIR, WAITING FOR HIM.

WANDA  
You took everything from me.

Thanos takes THE BLADE off his back.

THANOS  
I don't even know who you are.

WANDA  
You will.

WANDA UNLEASHES A STORM OF RED ENERGY, HURLING WRECKAGE AT HIM. AS THANOS FIGHTS HIS WAY THROUGH IT...

T'CHALLA DIVES FOR THE FALLEN GAUNTLET. SUDDENLY...EBONY MAW MANIPULATES THE EARTH, PULLING THE GAUNTLET TOWARD HIM.

T'CHALLA WRAPS HIMSELF AROUND THE GLOVE, GETTING DRAGGED.

PETER PARKER (O.S.)  
I GOT IT!

T'CHALLA TURNS TO SEE PETER WHIZZING PAST. HE HURLS THE GAUNTLET...THWIP! Peter snatches it out of the air.

HE LANDS, ONLY TO FIND HIMSELF SURROUNDED BY OUTRIDERS.

PETER PARKER (CONT'D)  
Activate instant kill!

His robotic arms slash with expert precision.

**ACROSS THE FIELD...** WANDA LIFTS THANOS INTO THE AIR, RIPS HIS ARMOR OFF IN PIECES, THEN SLAMS HIM BACK TO THE GROUND.

Thanos groans, outmatched.

THANOS (INTO COM)  
Rain fire. Wipe them all out.

CORVUS GLAIVE FIGHTS GROOT.

CORVUS GLAIVE  
*But, sire, our troops-*

THANOS (INTO COM)  
Just do it!

**HIGH ABOVE...** THE SANCTUARY-2 DESCENDS, CANNONS OPENING UP.

**BELOW...** WANDA looks up, raising a force field just as...

THE SANCTUARY-2 FIRES DOWN WITH EVERYTHING IT HAS. SAKAARANS AND JABARI ALIKE GO FLYING AS EVERY SQUARE INCH GETS HIT.

THE BARRAGE HAMMERS **THE RIVERBANK.** CRACKS FORM.

PEPPER CUTS DOWN AN ALIEN, THEN SPOTS SOMETHING OFF SCREEN.

PEPPER POTTS (INTO COM)  
Um, is anyone else seeing this?

TONY, SMART HULK, AND GAMORA turn to see...WATER GUSHING AS THE RIVERBANK THREATENS TO COLLAPSE. SUDDENLY...

STRANGE AND WONG CONJURE TWO HUGE RUNE SHIELDS TO SHORE UP THE BANK. MORE WIZARDS JOIN, CREATING A HUGE "RUNE LEVEE."

THE SANCTUARY-2 MAINTAINS ITS BARRAGE.

**ACROSS THE FIELD...** STEVE spots PETER PARKER gradually being overwhelmed by Outriders.

PETER PARKER

I got this...I got this...I don't  
got this.

STEVE

Hey, Queens! Heads up!

STEVE HURLS MJOLNIR OVER THE THRONG. PETER WEBS ON...LETTING  
THE HAMMER PULL HIM OUT OF DANGER.

A MORTAR BLAST KNOCKS HIM OUT OF THE SKY, BUT PEPPER POTTS  
RESCUES HIM.

PEPPER POTTS

Hang on, kid. I've got you.

She drags him above the fray, then tosses him to...VALKYRIE  
FLYING PAST. PETER PERCHES ATOP PEGASUS.

PETER PARKER

Hey, nice to meet you-aaaaarg!

VALKYRIE SPURS INTO HIGH GEAR, DODGING CANNON FIRE... BUT NOT  
FAST ENOUGH. A BLAST KNOCKS PETER TO THE GROUND.

HE GASPS, COVERED IN DEBRIS, STILL CLUTCHING THE GAUNTLET.

ALL AROUND THE FIELD, THE RELENTLESS BARRAGE PINS DOWN OUR  
HEROES. ALL HOPE IS LOST.

Rocket and Groot dive for cover. Groot wraps his branches  
around them both.

ROCKET

At least we're going out together  
this time...

*SUDDENLY, EVERYTHING GOES SILENT.* ROCKET PEERS OUT FROM  
COVER TO SEE...THE CANNONS SWIVELING UP TOWARD THE CLOUDS.

SAM WILSON flies overhead.

SAM WILSON

What the hell is this?

*TONY'S HUD: TONY FLIES OVERHEAD, SEARCHING UPWARD.*

TONY

Friday, what are they firing at?

FRIDAY (O.S.)

*Something just entered the upper  
atmosphere.*

Rocket looks up at....A COMET HEADING STRAIGHT FOR EARTH.

GROOT  
(nervous)  
I am Groot.

Rocket grins, knowing what's coming.

ROCKET  
Just wait for it.

SUDDENLY, THE COMET VEERS...RIGHT TOWARD THE SHIP.

BOOM! THE COMET TEARS THROUGH THE SANCTUARY-2, RIGHT OUT THE OTHER SIDE, REVEALING...**CAROL DANVERS**.

ROCKET (CONT'D)  
Oh, yeah!

CAROL GLOWS BRIGHTER AS SHE GOES BINARY, ROCKETING AGAIN THROUGH THE HULL. BOOM! THE SHIP LISTS, ENGINES EXPLODING.

CAROL EYES THE BATTLEFIELD, EXHAUSTED, LIGHT FADING.

STEVE (OVER COM)  
*Danvers! We're gonna need an assist down here!*

CAROL DANVERS (INTO COM)  
(under ragged breath)  
Roger...Rogers...

#### INT. VAN - DAY

Scott twists wires on the Quantum Tunnel, hotwiring it.

SCOTT LANG (INTO COM)  
I'm almost there. Where's the glove?

#### EXT. CRATER - DAY

CAROL LANDS IN FRONT OF A DAZED PETER PARKER, WHO STILL HOLDS THE GAUNTLET TIGHT. HE LOOKS UP, CONFUSED.

PETER PARKER  
Uh, hey. I'm Peter Parker.

CAROL DANVERS  
Hey, Peter Parker. You got something for me?

Peter hands it over, staring out at the approaching horde.

PETER PARKER  
I don't know how you're gonna get  
it through all that-

WANDA (O.S.)  
Don't worry, kid...

Peter turns to see...

WANDA, OKOYE, GAMORA, NEBULA, VALKYRIE, HOPE, AND SHURI  
WAITING. Wanda's hands begin to glow.

OKOYE  
She's got help.

Carol glances at PEPPER and MANTIS, then tucks the gauntlet  
under her arm AND LEADS THEM OUT.

**AT THE RIDGE...** Thanos spots THE WOMEN OF MARVEL BLASTING  
THROUGH HIS TROOPS. HE TRACKS THEIR PATH TO...THE VAN.

SCOTT KICKS THE REAR DOORS OPEN, EXPOSING THE QUANTUM TUNNEL.

SCOTT LANG  
Thirty seconds!

*Thanos understands immediately.* HE GRABS PROXIMA'S SPEAR  
FROM HER, AND STARTS RUNNING...

**ACROSS THE FIELD...** EBONY MAW SENDS WANDA TUMBLING, BUT SHURI  
BLASTS HIM OUT OF THE SKY.

CULL OBSIDIAN HAMMERS VALKYRIE, BUT NEBULA TAKES HIM OUT.

CAROL KEEPS GOING, GAUNTLET TUCKED UNDER HER ARM, GETTING  
CLOSER AND CLOSER TO...

**THE VAN...** WHERE THE QUANTUM TUNNEL BURSTS TO LIFE.

**ACROSS THE FIELD...** GROUNDED HEROES LOOK UP TO SEE CAROL NOW  
JUST YARDS AWAY FROM THE GOAL.

SHE PUTS HER HEAD DOWN, FLYING FOR ALL SHE'S WORTH. BUT JUST  
AS SHE REACHES THE GAPING VAN DOORS...

THANOS THROWS THE SPEAR...

BOOM! THE VAN EXPLODES, SENDING SCOTT AND CAROL FLYING,  
TAKING OUT SOME OF THE WIZARDS HOLDING BACK THE RIVER.

THANOS CATCHES PROXIMA'S RETURNING SPEAR.

**TIME SLOWS AS...** STEVE, THOR, AND TONY SPOT...THE GAUNTLET, LYING UNGUARDED IN THE DIRT.

The problem is...SO DOES THANOS.

**TIME RESUMES AS...** THEY ALL SCRAMBLE FOR THE STONES. THEY COLLIDE. THANOS SNATCHES UP THE GAUNTLET, KICKING THOR DOWN.

THANOS KNOCKS TONY ASIDE, THEN SQUEEZES THE CRUSHED GAUNTLET, POPPING IT OPEN...*JUST WIDE ENOUGH TO PUT HIS HAND INSIDE.*

STEVE LUNGES, BUT THANOS THROTTLES HIM. FINALLY CLEAR, THANOS SLIPS ON THE GAUNTLET. BUT BEFORE HE CAN SNAP...

CAROL ARRIVES. SHE GRABS THE GLOVE, PREVENTING HIM FROM CLOSING HIS FIST. HE HEADBUTTS HER...BUT SHE DOESN'T MOVE.

CAROL PRESSES THANOS DOWN, BUT BEFORE HE FALLS...

THANOS PULLS THE POWER STONE FROM ITS HOUSING AND PUNCHES CAROL, SENDING HER FLYING.

THE FIELD GOES QUIET. NOW, NOTHING STANDS IN THANOS' WAY.

Tony gets to his knees, realizing...

*The Avengers are going to lose.*

**ACROSS THE FIELD...** WATER STARTS TO SPILL INTO THE CRATER.

STRANGE TRIES TO HOLD IT BACK...BUT IT'S A LOSING BATTLE. He looks to Tony...

Tony meets his eye. And in that moment, all Strange can do is hold up a single finger. "One."

**ACROSS THE FIELD...** THANOS RETURNS THE POWER STONE TO THE GAUNTLET. JUST AS THE ENERGY SURGES THROUGH HIM...

TONY LUNGES FOR THE GAUNTLET IN THANOS' HAND, NANO-CLAMPING IT IN A VISE. THANOS KNOCKS HIM ASIDE.

HE LIFTS HIS HAND IN THE AIR, TRIUMPHANT.

                  THANOS  
                  I am...inevitable.

THANOS SNAPS HIS FINGERS. *But nothing happens.* Confused, Thanos turns the glove over to find...THE STONES ARE GONE.

He looks to see...TONY, NANO-PARTICLES SLIDING AND SHIFTING, FORMING A NEW GAUNTLET ON HIS OWN WRIST:

**COMPLETE WITH SIX INFINITY STONES.** POWER SURGES THROUGH TONY, EXCRUCIATING, BUT HE STILL LIFTS HIS HAND...

TONY  
And I...am Iron Man.

SNAP!

WHOOSH. THE TIDAL WAVE EVAPORATES INTO MIST.

ALL AROUND THE FIELD, SAKAARANS AND OUTRIDERS FOLD IN ON THEMSELVES, ATOMS DISINTEGRATING.

THANOS LOOKS AROUND, WATCHING HIS TROOPS DISAPPEAR. SHIPS VANISH FROM THE SKY. CULLS, CHITAVRI, ALL BLOW AWAY...

*LEAVING THANOS STANDING ALONE.* AFTER A LONG MOMENT, HE SITS DOWN ON A ROCK...AND ACCEPTS HIS FATE. He watches as...

HIS ATOMS DISSOLVE. FINALLY, THANOS DISAPPEARS.

**ACROSS THE FIELD,** QUILL turns to GAMORA...BUT FINDS HER GONE.

QUILL  
Babe? Gamora?

**ACROSS THE FIELD...** TONY STARK FALLS BACK AGAINST THE UPTURNED ROOTS OF A TREE, ARMOR SMOKING, ARM WITHERED AND BLACKENED.

Dying.

RHODEY RUSHES TO HIM, BUT WITH ONE LOOK, HE KNOWS IT'S TOO LATE. TONY EXHALES, ALMOST LETTING GO. Then...

PETER PARKER lands, kneeling, taking Tony's hand.

PETER PARKER  
Mr. Stark...Tony...it's okay, it's  
okay...Mr. Stark, we won. You did  
it, sir...

But Tony gazes past him. Rhodey puts his hand on Peter's shoulder, guiding him away...

AS PEPPER ARRIVES. She kneels, heartsick.

PEPPER POTTS  
Hey, Friday, what've we got?

*FRIDAY (O.S.)*  
*Life functions critical.*

Pepper stares into her husband's eyes...and knows.

PEPPER POTTS

Tony, look at me. We're going to  
be okay...

He stares at her, tears welling. I'm sorry.

She touches his face, then leans in to kiss him.

PEPPER POTTS (CONT'D)

You can rest now.

When she pulls back, she sees his eyes, fixed and glassy.

Everything goes quiet. All around, OUR HEROES GATHER, the full weight of what's happened dawning on them.

Tony Stark is gone.

FADE TO BLACK.

**EXT. HIGH SCHOOL NEW YORK CITY - NIGHT**

PETER PARKER enters a hallway teeming with students. He searches the crowd, finally finding...**NED LEEDS**.

As they embrace...

**EXT. SAN FRANCISCO - NIGHT**

Fireworks explode over the skyline of San Francisco.

TONY (O.S.)

Everybody wants a happy ending.  
But it doesn't always roll that  
way. Maybe this time.

On Cassie's porch, SCOTT watches with HOPE and CASSIE, all of them grinning.

**EXT. BARTON HOME, FRONT PORCH - DAY**

TWO BIKES lean on the porch of THE BARTON FARM HOUSE. Then the front door opens...and COOPER and **LILA BARTON** step out.

TONY (O.S.)

I'm hoping if you play this back,  
it's in celebration.  
(MORE)

TONY (O.S.) (CONT'D)

I hope families are reunited, I  
hope we get it back and something  
like a normal version of the planet  
has been restored. If there ever  
was such a thing.

She looks up at...A QUINJET descending from the sky.

**EXT. WAKANDA - SUNSET**

ON THE PALACE BALCONY...T'CHALLA embraces his mother,  
**RAMONDA**. Shuri turns from them to the magnificent sunset.

TONY (O.S.)

God, what a world. Universe, now.  
If you'd told me ten years ago that  
we weren't alone, let alone to this  
extent, I probably wouldn't have  
been surprised. But come on...

**EXT BARTON HOME - DAY**

The Quinjet touches down. The rear jump door opens,  
revealing CLINT. He stares at Lila and Cooper, overwhelmed.

TONY (O.S.)

Who knew what epic forces of dark  
and light would come into play?  
For better or worse, that's the  
reality our children get to grow up  
in.

They throw themselves into his arms. He kisses their heads,  
tears in his eyes. Finally, he looks up to see...

**LAURA BARTON**, beaming, tearful, holding THREE YEAR-OLD  
**NATHANIEL'S HAND**. Clint gathers them all into a hug.

**INT. STARK ECO-COMPOUND, LIVING ROOM - DAY**

A HOLOGRAM of TONY STARK projects from an IRON MAN HELMET on  
the table.

TONY (O.S.)

That's why I thought I'd probably  
better record a little greeting, in  
the case of...an untimely death on my  
part.

(MORE)

TONY (O.S.) (CONT'D)

I mean, death at any time is untimely, but...this "time travel" thing we're going to try to pull off tomorrow has me scratching my head about the "survivability" of it all. But that's the hero gig, right? Part of the journey is the end.

REVERSE to find PEPPER, MORGAN, **HAPPY HOGAN**, RHODEY, THOR, STEVE, SMART HULK, and CLINT, all dressed in black, watching.

TONY (CONT'D)

What am I even tripping for?  
Everything is going to work out  
exactly the way it's supposed to.

HOLO TONY seems to look out at the gathered heroes...and Morgan in particular.

TONY (CONT'D)

I love you 3000.

He switches off the camera, vanishing.

Tears streaming, Pepper kisses Morgan's forehead.

**EXT. STARK ECO-COMPOUND, BACK STAIRS - DAY**

PEPPER and MORGAN slowly descend the stairs, carrying an RT RINGED WITH FLOWERS. The Avengers follow, somber.

**EXT. STARK ECO-COMPOUND, LAKESIDE - DAY**

PEPPER RESTS THE FLOWERS ON THE WATER.

CLOSE ON THE RT: "*Proof That Tony Stark Has A Heart.*"

Pull back, past Morgan and **HAPPY HOGAN**...

PAST STEVE, SAM, RHODEY, AND WANDA...

PAST CLINT, LAURA, LILA, COOPER, and NATHANIEL...

PAST THOR AND SMART HULK...

PAST SCOTT, HOPE, **HANK PYM**, and **JANET VAN DYNE**...

PAST PETER PARKER and AUNT MAY...

PAST T'CHALLA, OKOYE, and SHURI,

PAST STRANGE and WONG...

PAST QUILL, NEBULA, GROOT, MANTIS, and ROCKET...

PAST BUCKY BARNES...

PAST **SECRETARY ROSS** and **HARLEY KEENER**...

PAST **MARIA HILL**, CAROL DANVERS, and, finally, **NICK FURY**.

THE MOURNERS MOVE TO THE EDGE OF THE LAKE.

**EXT. STARK ECO-COMPOUND, LAKESIDE - DAY**

LATER...CLINT looks out at the lake. WANDA approaches.

CLINT BARTON

I just wish there were some way I  
could let her know that we won.  
That we did it.

WANDA

She knows. They both do.

Clint puts his arm around her. They stare out at the water.

**EXT. STARK ECO-COMPOUND, PORCH/BACK STAIRS- DAY**

ON THE PORCH, HAPPY HOGAN HOLDS MORGAN'S HAND.

HAPPY HOGAN

How are you doing, squirt? You  
hungry?

MORGAN STARK

Uh, huh.

HAPPY HOGAN

What do you want?

MORGAN STARK

Cheesburgers?

Happy takes a beat, choked up. *Like father like daughter.*

HAPPY HOGAN

Did you know your dad liked  
cheesburgers?

MORGAN STARK

No, I didn't know that.

HAPPY HOGAN  
I'm going to get you all the  
cheeseburgers you want.

**EXT. NEW ASGARD, HILLSIDE - DAY**

THOR and VALKYRIE look down on NEW ASGARD.

VALKYRIE  
So when can we expect you back?

THOR  
About that...

VALKYRIE  
Thor, your people need a king.

THOR  
They already have one. And she's a  
far better king than I could ever  
be.

VALKYRIE  
Are you serious?

THOR  
It's time to be who I am, rather  
than who I'm supposed to be. And a  
leader is who you are.

She processes this. *Does she want it? She does.*

VALKYRIE  
You know, I'd make a lot of changes  
around here.

THOR  
I'm counting on it, Your Majesty.

Emotional, Val finally SHAKES HIS HAND.

VALKYRIE  
What will you do?

THOR  
I'm not entirely sure. For the  
first time in a thousand years, I  
have no path.

(beat)  
But I do have a ride.

REVEAL...THE BENATAR parked behind them, Rocket alongside.

ROCKET  
Move it or lose it, Hairbag.

**INT. BENATAR - DAY**

THOR drops his duffle bag on the deck of the Benatar. QUILL, MANTIS, DRAX, NEBULA, and ROCKET ready the engines.

THOR  
Home sweet home. Tree! Good to see you. The Asgardians of the Galaxy, together again.

He settles beside Quill, who holomaps their course.

THOR (CONT'D)  
All right, where first?

He swipes through images on the screen.

QUILL  
You know, I'm still in charge, here, right?

THOR  
Of course. Of course...

Thor swipes the map again.

QUILL  
See, when you keep swiping my map, that sounds kind of like, "of course, I know you *think* you're still in charge—"

THOR  
Quail, that's your own insecurities bubbling up.

DRAX  
You should fight one another for the honor of leadership.

NEBULA  
Sounds fair.

QUILL  
That's not necessary...

ROCKET  
I've got some blasters right here. Unless you want to use knives.

MANTIS

Oh, yes, please, use knives-

QUILL

No one's using knives!

GROOT

I am Groot!

Quill and Thor exchange nervous laughter.

THOR

There'll be no knifing young Quail today. Everyone knows who's in charge.

A long awkward moment passes.

QUILL

Me.

(sotto, to Thor)

Right?

Thor just smiles...

**EXT. NEW ASGARD, HILLSIDE - DAY**

The ship rises. WHOOSH. IT MAKES THE JUMP AND DISAPPEARS.

**EXT. AVENGERS COMPOUND, RUINS - DAY**

CONSTRUCTION CREWS REMOVE RUBBLE FROM AVENGERS COMPOUND. A COMMAND TENT stands in a clearing beside...

A NEW QUANTUM TUNNEL (3.0).

As STEVE, SAM, and BUCKY wait, SMART HULK makes last minute adjustments. He finally opens A CASE:

THE SIX INFINITY STONES GLOW INSIDE.

SMART HULK

Remember, you'll have to return the stones to the exact moment they were taken. Otherwise, we're still looking at a whole bunch of nasty alternate realities.

STEVE

Got it. I'll clip all the branches.

Steve takes the case.

SMART HULK

You know, I tried. When I had the gauntlet. I really tried to bring her back.

(beat)

I miss her.

STEVE

Me, too.

SMART HULK

You'd better get going. We're almost ready for you.

Steve and Sam approach the platform.

SAM WILSON

You look a little nervous going by yourself. Ask nicely, I'll go with you.

STEVE

You're a good man, Sam. But this one's on me.

When Steve reaches the platform, BUCKY stops him, pointed.

STEVE (CONT'D)

Don't do anything stupid 'til I get back, okay?

BUCKY BARNES

How can I? You're taking all the stupid with you.

Steve grins. Bucky gives him a long hug.

BUCKY BARNES (CONT'D)

Gonna miss you, buddy.

STEVE

It's going to be okay, Buck.

Steve picks up Mjolnir and takes his place on the platform.

SAM LOOKS TO SMART HULK AT THE CONSOLE.

SAM WILSON

How long's this gonna take?

SMART HULK  
For him, as long as he needs. For  
us, five seconds.  
(calling out)  
Ready, Cap? You're good to go.  
Meet you right back here, okay?

Steve glances at Bucky as he answers.

STEVE  
You bet.

SMART HULK  
Going Quantum in three, two, one.

STEVE TAPS HIS CUFF AND SHRINKS TO NOTHING.

SMART HULK (CONT'D)  
Aaand, returning in five...  
four...three...two...one-

Silence. Nothing happens.

SAM WILSON  
Where is he?

SMART HULK  
I don't know. He blew past our  
time stamp. He should be here.

SAM WILSON  
Get him back!

SMART HULK  
I'm trying.

SAM WILSON  
Get him the hell back-

SMART HULK  
*I'M TRYING!*

Just then...Bucky looks out to the water.

BUCKY BARNES  
Sam.

Sam turns...

**EXT AVENGERS COMPOUND, RIVERBANK - CONTINUOUS**

Work crews have cleared a space overlooking the river.  
There, AN OLD MAN sits on a bench, staring out at the Hudson.

Move around him to find SAM watching from A FEW YARDS AWAY.

SAM WILSON

Hey, Cap.

The man turns and we now see: **STEVE ROGERS, age 112.**

OLD STEVE

Hi, Sam.

SAM WILSON

Something go wrong...or something  
go right?

OLD STEVE

I thought, after everything that's  
happened...maybe I should try out  
some of that life Tony always told  
me to get.

SAM WILSON

How was it?

Steve looks at the river, 112 years of emotion in his face.

OLD STEVE

It was beautiful.

SAM WILSON

I'm happy for you. Really.

OLD STEVE

Thanks.

SAM WILSON

Only thing bumming me out is now I  
live in a world without Captain  
America.

Steve pulls up A CASE from beside him, giving it to Sam.

OLD STEVE

That's kind of why I'm here.

Sam unzips it, revealing...A BRAND NEW SHIELD.

SAM WILSON

Where did you even get this?

OLD STEVE

I had a little time to travel.

(beat)

Try it on.

Sam hesitates. He glances back at Bucky, who nods. Then Sam picks up the shield...and puts it on.

OLD STEVE (CONT'D)  
How does it feel?

SAM WILSON  
Like it's someone else's.

OLD STEVE  
It isn't.

Sam tries to check his emotion. He shakes Steve's hand.

SAM WILSON  
Thank you. I'll try my best.

Steve rests his other hand on Sam's.

OLD STEVE  
That's why it's yours.

Sam smiles, noticing...STEVE'S TARNISHED WEDDING RING.

SAM WILSON  
You gonna tell me about her?

Steve smiles to himself at the end of a long, long life.

OLD STEVE  
Nope. I don't think I will.

*CUE MUSIC: "IT'S BEEN A LONG, LONG TIME," HARRY JAMES.*

**EXT. COLUMBIA HEIGHTS, WASHINGTON DC - DAY**

A PACKARD rolls down a block of WASHINGTON D.C. ROW HOUSES.

*TITLE: "WASHINGTON D.C., 1949."*

Find a red house in the middle of the block. Move up the steps to the front door...WHICH HANGS WIDE OPEN.

**INT. RED HOUSE, COLUMBIA HEIGHTS, WASHINGTON DC - DAY**

A TEA CUP LIES SHATTERED on the hardwood. We hear *Harry James*. Move into the living room...past the record player...

TO WHERE STEVE DANCES WITH A WOMAN. They rock back and forth barely moving. As they turn, we see...

**PEGGY CARTER**, tears streaming down her face. He steps on her toe. She laughs. As they turn, we get a good look at...

Steve Rogers, eyes shut, finally getting the life he deserves.

**THE END.**

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