

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

CUT TO:

1 EXT. THRONE ROOM - SPACE - NIGHT

1

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

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

CUT TO:

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

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

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

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

CUT TO:

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

2

Out in the NEW MEXICO desert, a remote research facility is in a state of panic. It's an evacuation. A SWOOPING helicopter flies in.

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

3 EXT. HELICOPTER PAD - CONTINUOUS

3

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

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

NICK FURY
How bad is it?

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

4 INT. FACILITY FLOOR - NIGHT

4

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

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

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

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

AGENT MARIA HILL
It just turned itself on?

NICK FURY
What are the energy levels now?

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

NICK FURY
How long to get everyone out?

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

NICK FURY
Do better.

CONTINUOUSLY HEADING DOWN TO RADIATION FACILITY FLOOR

AGENT MARIA HILL
Sir, evacuation may be futile.

NICK FURY
We should tell them to go back to sleep?

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

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

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

NICK FURY
Until such time as the world ends, we will act as though it intends to spin on. Clear out the tech below. Every piece of PHASE 2 on a truck and gone.

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

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

5

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

NICK FURY
Talk to me, doctor.

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

SELVIG
Director.

NICK FURY
Is there anything we know for certain?

SELVIG
Tesseract is misbehaving.

NICK FURY
Is that supposed to be funny?

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

NICK FURY
How soon until you pull the plug?

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

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

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

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

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

NICK FURY
Agent Barton, report.

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

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

CLINT BARTON
Well, I see better from a distance.

NICK FURY

Are you seeing anything that might
set this thing off?

NASA SCIENTIST

(TO SELVIG)

Doctor, it's spiking again.

CLINT BARTON

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

NICK FURY

At this end?

CLINT BARTON

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

DR. SELVIG clacks away at the keyboard and sees on the
monitoring his worst nightmares. Suddenly- the Tesseract
THUNDERS and SHAKES the entire facility. Big enough where
both Agents Hill and Coulson can feel and they're at
different ends of the facility.

The flaring rings and glow of the cube spout out brighter and
louder, like a boiling pot of water. The Tesseract's energy
builds up into a BEAM much like the Bifrost Bridge, which
HITS at the end of a platform that is wired to the CMS
device. The great maelstrom beam FIRES the TESSERACT energy.
The beam then forms a VORTEX, which then opens up a PORTAL.

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

The Tesseract's energy forms into a cloud that reaches to the
top the facility's vacuum chamber ceiling. It's abnormally
quiet. Then HEAVY BREATHING is heard from the platform.

SHIELD GUARDS slowly approach, weapons in hands. A figure is
kneeling on the platform, smoke coming off it. It's LOKI.

Smiling in his mischievous manner, he raises his head. The
smile dies down. He looks deep into the eyes of Fury, Barton
and Selvig. He stands up, holing the scepter.

NICK FURY

Sir, please put down the spear!

Loki looks at his spear then suddenly points it at where Fury and Barton are standing and SHOTS OUT A BLUE EXPLODING LIGHT TOWARDS THEM. BARTON TACKLES Fury and they both barely miss Loki's fired shot.

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

In the blink of an eye, Loki takes down several guards with his KNIVES and ENERGY BLASTS from the scepter. He stops and waits to see who will attack him next. Honestly, the whole lab has almost gone to shit.

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

LOKI
You have heart.

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

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

LOKI
Please don't. I still need that.

NICK FURY
(TURNING)
This doesn't have to get any messier.

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

SELVIG
Loki? Brother of Thor?

NICK FURY
We have no quarrel with your people.

LOKI
An ant has no quarrel with a boot.

NICK FURY
You planning to step on us?

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

NICK FURY
Free from what?

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

Like a gunslinger, Loki turns to face Selvig who's
standing behind him and places his spear against Selvig's
heart. Selvig's eyes glow BLACK.

LOKI
You will know peace.

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

From the vacuum chamber ceiling, Tesseract's energy cloud
RAPIDLY builds into what may be an implosion.

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

NICK FURY
Like The Pharaohs of Odin.

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

LOKI
Well, then --

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

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

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

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

CLINT BARTON
(pointing to the Loki
team)
Need these vehicles.

AGENT MARIA HILL
Who's that?

CLINT BARTON
He didn't tell me.

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

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

Loki and Barton SHARPLY look at Agent Hill.

BACK AT THE LAB

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

NICK FURY
Barton is --

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

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

BACK AT THE LAB

Fury is holding his side, running.

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

8 INT. P.E.G.A.S.U.S BUNKER - TUNNEL - NIGHT 8

Agent Hill SLIPS into a JEEP and follows after Barton's truck. Loki's trucks SCREECH across the tunnel. Several SHIELD trucks pull up to them. A drive-by shooting ensues.

Loki, who stands on top of the bed of the truck, uses his scepter and EMITS energy blasts, flipping over SHIELD trucks.

They get in, the cars roar out after them. Agent Hill puts herself at a distance.

9 INT. FACILITY FLOOR - NIGHT 9

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

10 INT. FACILITY FLOOR - ELSEWHERE - CONTINUOUS 10

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

AGENT PHIL COULSON

No! Leave it!

They run out of there like a bat from hell.

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

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

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

12 EXT. VAN - NIGHT 12

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

AGENT PHIL COULSON

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

13 EXT. HELICOPTER PAD - CONTINUOUS 13

Fury BOLTS out of the facility and jumps into a helicopter. The surface of the pad gives way, PLUNGING the helicopter through the surface. But Fury's chopper BARELY makes it out.

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

14

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

15 INT. RADIATION FACILITY - VACUUM CHAMBER - NIGHT

15

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

A CLOUD OF BLUE LIGHT CONSUMES THE ENTIRE FACILITY AND PARTS OF THE DESERT.

Fury watches from below, a RAPID build-up into what may be an implosion. Several miles away, Agent Coulson's van feels a JOLT of the Tesseract's BLASTWAVE.

THE ENTIRE FACILITY SWALLOWS INTO ITSELF A TERRIFYING, UNIMAGINABLE IMPLOSION.

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

16

The BLASTWAVE of the Tesseract causes the tunnel to cave in.

Like an ocean wave, blinding crumbles of falling rock, fall onto Agent Hill's JEEP, leaving her NEARLY trapped under this blanket of rock.

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

Loki looks up.

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

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

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

AGENT PHIL COULSON
(WALKIE TALKIE)
Director? Director Fury, do you
copy?

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

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

17

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

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

18 EXT. DESERT - NIGHT

18

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

AGENT MARIA HILL
(WALKIE TALKIE)
Roger that.

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

AGENT PHIL COULSON
(WALKIE TALKIE)
What do we do?

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

THE AVENGERS

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

19

Out in the outskirts, near a railroad, a still in construction building is being occupied by GEORGI LUCHKOV, a LARGE, RUSSIAN GENERAL along with his THUGS.

TALL THUG is in the middle of a brutal beating on NATASHA ROMANOFF, a SLEWING, FOXY, UNBELIEVABLY SEXY SPY. He BACKHANDS NATASHA'S face. She feels the pain, but does not breakdown.

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

LUCHKOV

This is not how I wanted the evening to go.

NATASHA

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

LUCHKOV

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

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

NATASHA

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

LUCHKOV

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

NATASHA

You really think I'm pretty?

LUCHKOV slowly walks over to a table filled with tools. He picks up a pair of pliers. TALL THUG opens up her mouth wide open.

LUCHKOV

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

(IN ENGLISH)

You may have to write it down.

Suddenly, WEASELTY THUG'S cell rings. Confused, he answers.

WEASELTY THUG

Ya?

(looks at LUCHKOV)
It's for you.

LUCHKOV takes the phone, pissed.

LUCHKOV
Who the hell is --

AGENT PHIL COULSON
You're at 114 Solenski Plaza, 3rd
floor. We have an F22 exactly 8
miles out. Put the woman on the
phone or I will blow up the block
before you can make the lobby.

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

AGENT PHIL COULSON
We need you to come in.

NATASHA
Are you kidding? I'm working!

AGENT PHIL COULSON
This takes precedence.

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

LUCHKOV
I don't give everything.

Natasha gives him a look.

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

AGENT PHIL COULSON
Natasha. Barton's been compromised.

A beat.

NATASHA
Let me put you on hold.

She nods to LUCHKOV. As Luchkov comes to take the phone off her, Natasha HITS him with her leg and HEADBUUTS him. Like a spider, she stands up elegantly and starts ATTACKING TALL THUG by KICKBOXING him in the face. Still tied, she ROLLS over WEASELLELY THUG after she trips him. She then STOMPS on TALL THUG foot with peg of the chair, then KNOCKS HIM OUT WITH HER HEAD.

Yeah, during all this Coulson is still waiting on the line. She then FLIPS over and FALLS down hard on WEASELLELY THUG, BREAKING THE CHAIR. She sees TALL THUG stand. Giving her momentum, she runs at him DROP KICKING him, FALLS DOWN and FLIPS right back up and WRAPS HER LEGS AROUND HIS NECK AND KNOCKS HIM OUT COLD.

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

NATASHA

Where's Barton now?

AGENT PHIL COULSON

We don't know.

NATASHA

But he's alive.

AGENT PHIL COULSON

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

NATASHA

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

AGENT PHIL COULSON

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

NATASHA

Bozhe moi.

20 EXT. INDIAN SLUM - NIGHT

20

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

21 INT. SHACK - NIGHT

21

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

BRUCE BANNER, their LOCAL doctor.

ATTENDING WOMAN

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

LITTLE GIRL

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

BANNER

Calm down. What's wrong?

LITTLE GIRL

My father --

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

BANNER

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

LITTLE GIRL

Please.

22 EXT. SLUMS - CONTINUOUS

22

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

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

23

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

BANNER

Should have got paid up front,
Banner.

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

NATASHA

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

BANNER
Avoiding stress isn't the secret.

NATASHA
Then, what is it? Yoga?

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

NATASHA
Just you and me.

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

NATASHA
I did.

BANNER
Who are you?

NATASHA
Natasha Romanoff.

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

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

BANNER
SHIELD. How did they find me?

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

BANNER
Why?

NATASHA

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

BANNER
What if I said no?

NATASHA
I'll persuade you.

BANNER
And what if the -- other guy says no?

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

BANNER
I don't always get what I want.

NATASHA
Doctor, we're facing a potential global catastrophe.

BANNER
Well, those I actively try to avoid.

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

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

BANNER
What does Fury want me to do? Swallow it?

NATASHA
Well, he wants you to find it. It's been taken. It emits a gamma signature that's too weak for us to trace. There's no one that knows gamma radiation like you do. If there was, that's where I'd be.

BANNER
So Fury isn't after the monster?

NATASHA
Not that he's told me.

BANNER
And he tells you everything?

NATASHA
Talk to Fury, he needs you on this.

BANNER
He needs me in a cage?

NATASHA
No one's gonna put you in a --

BANNER
STOP LYING TO ME!

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

BANNER
I'm sorry, that was mean. I just wanted to see what you'd do. Why don't we do this the easy way, where you don't use that, and the other guy doesn't make a mess? Okay? Natasha --

Natasha, still wary, doesn't lower her gun. She lowers her gun and speaks into her earpiece.

NATASHA
Stand down. We're good here.

24 EXT. OUTSIDE THE LITTLE GIRL'S SHACK - NIGHT

24

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

25 INT. LITTLE GIRL'S SHACK - NIGHT

25

Banner looks at Natasha, charming a smile at her.

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

26 INT. SHIELD ANALYTICAL ROOM - NIGHT

26

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

WORLD SECURITY COUNCIL #1
This is out of line, Director.
You're dealing with forces you
can't control.

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

WORLD SECURITY COUNCIL #1
You saying that this Asgard has
declared war on our planet?

NICK FURY
Not Asgard. Loki.

WORLD SECURITY COUNCIL #2
He can't be working alone. What
about the other one? His brother.

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

WORLD SECURITY COUNCIL #1
Which is why you should be focusing
on phase 2, it was designed for
exactly --

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

WORLD SECURITY COUNCIL #1
The Avengers Initiative was shut
down.

NICK FURY
This isn't about The Avengers.

WORLD SECURITY COUNCIL #1
We're running the world's greatest
covert security network and you're
gonna leave the fate of human race
to a handful of freaks.

NICK FURY

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

WORLD SECURITY COUNCIL #2
You believe?

WORLD SECURITY COUNCIL #1
War isn't won by sentiment,
Director.

NICK FURY
No, it's won by soldiers.

27 INT. BROOKLYN GYM - NIGHT

27

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

28 EXT. HYDRA BASE - DAY - FLASHBACK

28

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

STEVE (V.O.)
There's not enough time! I gotta
put her in the water!

29 INT. BROOKLYN GYM - NIGHT

29

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

30 INT. HORTEN H.XVIII - RED SKULL'S SHIP - DAY - FLASHBACK

30

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

31 INT. BROOKLYN GYM - NIGHT

31

Steve closes his eyes. Goes at the bag harder.

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

INT. HORTEN H.XVIII - RED SKULL'S SHIP - DAY - FLASHBACK

The RED SKULL picks up the TESSERACT.

32 INT. BROOKLYN GYM - NIGHT

32

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

SHIELD SCIENTIST (V.O.)

Oh my god!

33 INT. PROJECT P.E.G.A.S.U.S - ANTARCTICA - DAY - FLASHBACK

33

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

SHIELD SCIENTIST

This guy is still alive!

34 INT. BROOKLYN GYM - NIGHT

34

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

NICK FURY

Trouble sleeping?

STEVE

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

NICK FURY

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

Steve stops punching and walks over to the bench, unraveling the tape off his hands. He sits down.

STEVE

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

NICK FURY