



Written by

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

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

CUT TO:

EXT. THRONE ROOM, SPACE - NIGHT

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

THE OTHER (V.O.)

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

CUT TO:

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

THE OTHER (V.O.)

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

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

THE OTHER (V.O.)

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

CUT TO:

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

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.

EXT. HELICOPTER PAD - CONTINUOUS

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

INT. FACILITY FLOOR - NIGHT

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

AGENT PHIL COULSON

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

NICK FURY

NASA didn't authorize Selvig to test phase.

AGENT PHIL COULSON

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

AGENT MARIA HILL

It just turned itself on?

NICK FURY

What are the energy levels now?

AGENT PHIL COULSON

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

NICK FURY

How long to get everyone out?

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

NICK FURY
Do better.

CONTINUOUSLY HEADING DOWN TO RADIATION FACILITY FLOOR

AGENT MARIA HILL
Sir, evacuation may be futile.

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

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

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

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

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

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

INT. NASA SPACE RADIATION FACILITY, VACUUM CHAMBER - CONTINUOUS

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 clack 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.

SHEILD GUARDS slowly approach, weapons in hands. A figure is kneeling on the platform, smoke coming off it. It's LOKI. Smiling in his mischievous manner, he raises his head. The smile dies down. He looks deep into the eyes of Fury, Barton and Selvig. He stands up, holing the scepter.

NICK FURY

Sir, please put down the spear!

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

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

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.

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

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

CLINT BARTON

(pointing to the Loki team)
Need these vehicles.

AGENT MARIA HILL

Who's that?

CLINT BARTON

He didn't tell me.

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

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

Loki and Barton SHARPLY look at Agent Hill.

BACK AT THE LAB

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

NICK FURY
Barton is...

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

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

BACK AT THE LAB

Fury is holding his side, running.

NICK FURY
He's got the Tesseract! Track it down!

The energy is really brewing a fucking shit storm from the vacuum chamber ceiling.

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

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

Loki, who stands on top of the bed of the truck, uses his scepter and EMITS energy blasts, flipping over SHIELD trucks. They get in, the cars roar out after them. Agent Hill puts herself at a distance.

INT. FACILITY FLOOR - NIGHT

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

INT. FACILITY FLOOR, ELSEWHERE - CONTINUOUS

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

AGENT PHIL COULSON
No! Leave it!

They run out of there like a bat from hell.

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

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

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

EXT. VAN - NIGHT

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

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

EXT. HELICOPTER PAD - CONTINUOUS

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

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

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

INT. RADIATION FACILITY, VACUUM CHAMBER - NIGHT

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.

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

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

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

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

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

AGENT MARIA HILL

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

EXT. DESERT - NIGHT

NICK FURY

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

AGENT MARIA HILL

(walkie talkie)

Roger that.

NICK FURY

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

A beat.

AGENT PHIL COULSON

(walkie talkie)

What do we do?

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

THE AVENGERS

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

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

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

LUCHKOV

This is not how I wanted the evening to
go.

NATASHA

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

LUCHKOV

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

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 have to write it down.

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

WEASELLY 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 WEASELLY 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 WEASELLY THUG, BREAKING THE CHAIR. She sees TALL THUG stand.

Giving her momentum, she runs at him DROP KICKING him, FALLS DOWN and FLIPS right back up and WRAPS HER LEGS AROUND HIS NECK AND KNOCKS HIM OUT COLD.

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

NATASHA

Where's Barton now?

AGENT PHIL COULSON

We don't know.

NATASHA

But he's alive.

AGENT PHIL COULSON

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

NATASHA

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

AGENT PHIL COULSON

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

NATASHA

Bozhe moi.

EXT. INDIAN SLUM - NIGHT

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

INT. SHACK - NIGHT

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

ATTENDING WOMAN

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

LITTLE GIRL

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

BANNER

Calm down. What's wrong?

LITTLE GIRL

My father...

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 all the money she has in the world.

LITTLE GIRL

Please.

EXT. SLUMS - CONTINUOUS

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 his.

EXT/INT. LITTLE GIRL'S SHACK - NIGHT

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 get always 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 omits 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 is voice not makes Natasha QUICKLY grab her gun and points 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.

EXT. OUTSIDE THE LITTLE GIRL'S SHACK - NIGHT

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

INT. LITTLE GIRL'S SHACK - NIGHT

Banner looks at Natasha, charming a smile at her.

BANNER

Just you and me?

Natasha fidgets now that she exposed her guard down.

INT. SHIELD ANALYTICAL ROOM - NIGHT

Fury is facing several LARGE MONITORS as he as 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 may
be isolated, unbalanced even, but I
believe with the right push they can be
exactly what we need.

WORLD SECURITY COUNCIL #2
You believe?

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

NICK FURY
No, it's won by soldiers.

INT. BROOKLYN GYM - NIGHT

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

EXT. HYDRA BASE - DAY (FLASHBACK)

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

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

INT. BROOKLYN GYM - NIGHT

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

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

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

INT. BROOKLYN GYM - NIGHT

Steve closes his eyes. Goes at the bag harder.

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

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

The RED SKULL picks the TESSERACT.

INT. BROOKLYN GYM - NIGHT

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

SHIELD SCIENTIST (V.O.)
Oh my god!

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

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!

INT. BROOKLYN GYM - NIGHT

Steve FUCKING tears the bag open, off its chain, spilling out the sand. He stands, breathing hard, letting out 70 years 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
We've made some mistakes along the way. Some very recently.

STEVE
You here with a mission, sir?

NICK FURY
I am.

STEVE
Trying to get me back in the world?

NICK FURY
Trying to save it.

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

STEVE
Hydra's secret weapon.

NICK FURY

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

STEVE

Who took it from you?

NICK FURY

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

STEVE

At this point, I doubt anything would surprise me.

NICK FURY

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

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

NICK FURY

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

STEVE

You should have left it in the ocean.

INT. OCEAN - NIGHT

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

TONY

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

PEPPER POTTS

(on the other line)

You disconnected the transition lines?
Are we off the grid?

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

TONY

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

PEPPER

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

TONY

I assume. Light her up.

As IRON MAN flies to the STARK TOWER BUILDING, the power is switched on and the STARK sign LIGHTS UP.

PEPPER

How does it look?

TONY

Like Christmas, but with more... me.

PEPPER

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

TONY

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

PEPPER

Then get in here and I will.

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

JARVIS

Sir, Agent Coulson of SHIELD is on the line.

TONY

I'm not in. I'm actually out.

JARVIS

Sir, I'm afraid he's insisting.

TONY

Close the line Jarvis. I got a date.

INT. TONY'S PENTHOUSE - NIGHT

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

PEPPER

Levels are holding steady... I think.

TONY

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

PEPPER

Well, ha, I really wouldn't know now, would I?

TONY

What do you mean? All this came from you.

PEPPER

No. All this came from that.

Points to the energy in his chest plate.

TONY

Give yourself some credit, please. Stark Tower is your baby. Give yourself... twelve percent of the credit.

PEPPER

Twelve percent?

TONY

An argument can be made for fifteen.

PEPPER

Twelve percent? For my baby?

TONY

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

PEPPER

Ooooooh.

TONY

My private elevator...

PEPPER

You mean OUR elevator?

TONY

...was teeming with sweaty workmen. I'm going to pay for that comment about percentages in some subtle way later, aren't I?

Pepper pours herself and Tony a glass of champagne.

PEPPER

Not gonna be that subtle.

TONY

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

PEPPER

On the lease.

TONY

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

JARVIS

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

AGENT PHIL COULSON
Stark, we need to talk.

Tony picks up his phone and looks into it at Coulson.

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

AGENT PHIL COULSON
This is urgent.

TONY
Then leave it urgently.

At that moment the elevator door opens and Coulson appears.

TONY
Security breach.
(to Pepper)
That's on you.

AGENT PHIL COULSON
Mr. Stark.

PEPPER
Phil! Come in.

TONY
Phil? Uh, his first name is Agent.

PEPPER
Come on in, we're celebrating.

TONY
Which is why he can't stay.

AGENT PHIL COULSON
We need you to look this over.
(he holds out a file towards
Stark)
Soon as possible.

TONY
I don't like being handed things.

PEPPER

That's alright, cause I love to be handed things. So, let's trade.

She passes her glass of champagne to Coulson and takes the file from him, then takes her champagne glass back from Coulson and passes the file over to Stark.

PEPPER

Thank you.

TONY

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

AGENT PHIL COULSON

This isn't a consultation.

PEPPER

Is this about The Avengers? Which I...I know nothing about.

TONY

The Avengers Initiative was scrapped, I thought. And I didn't even qualify.

PEPPER

I didn't know that either.

TONY

Yeah, apparently I'm volatile, self-obsessed, don't play well with others.

PEPPER

That I did know.

AGENT PHIL COULSON

This isn't about personality profiles anymore.

TONY

Whatever. Miss Potts, got a minute?

Pepper walks over to Tony who places the files' into his own databases.

TONY

You know, I thought we were having a moment.

PEPPER

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

TONY

How did you notice? Why is he Phil?

PEPPER

What is all of this?

TONY

This is, uh...

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

TONY

This.

Screens appear of CAPTAIN AMERICA IN ACTION, the HULK ROARING AS HE ATTACKS THE ARMY AT CULVER UNIVERSITY, THOR FIGHTING THE DESTROYER and another is of Loki and the Tesseract, to which Stark and Pepper look on in awe.

PEPPER

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

TONY

Tomorrow.

PEPPER

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

TONY

Well, what if I didn't?

PEPPER

If you didn't?

TONY

Yeah.

PEPPER

You mean if you finished?
(Stark nods his head)
Well, um...then...

She whispers something in his ear. Tony GASPS. Coulson looks away in embarrassment.

TONY

Square deal. It's the last date.

Pepper kisses him.

PEPPER

Work hard.

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

INT. QUINJET - DAY

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

PILOT

We're about forty minutes out from base, sir.

Agent Coulson stands up from his seat and walks over to Steve.

STEVE

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

AGENT PHIL COULSON

A lot of people were. You were the world's first superhero. Banner thought gamma radiation might hold the key to unlocking Erskine's original formula.

The Hulk roars with fury as he slams a jeep apart.

STEVE

Didn't really go his way, did it?

AGENT PHIL COULSON

Not so much. When he's not that thing though, guy's like a Stephen Hawking.

Steve looks confused.

AGENT PHIL COULSON

He's like a smart person. I gotta say, it's an honor to meet you, officially.

Steve smiles at Coulson.

AGENT PHIL COULSON

I sort of met you, I mean, I watched you while you were sleeping.

Steve looks down. He stands up, closes his laptop and walks to the side with Coulson following.

AGENT PHIL COULSON

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

STEVE

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

AGENT PHIL COULSON

Oh, you are. Absolutely. Uh... we've made some modifications to the uniform. I had a little design input.

STEVE

The uniform? Aren't the stars and stripes a little... old fashioned?

AGENT PHIL COULSON

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

Steve takes in Coulson's sentiment.

INT. UNDERGROUND LAB - DAY

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

EXT. THRONE ROOM - NIGHT

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

THE OTHER

The Chitauri grow restless.

LOKI

Let them go at themselves. I will lead them into glorious battle.

THE OTHER

Battle? Against the meager might of Earth?

LOKI

Glorious, not lengthy. If your force is as formidable as you claim.

THE OTHER

You question us? You question HIM? He, who put the scepter in your hand, who gave you ancient knowledge and new purpose when you were cast out, defeated?

LOKI

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

THE OTHER

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

LOKI

You don't have the Tesseract yet.

THE OTHER runs over to attack him, but stops as Loki points his scepter.

LOKI

I don't threaten, but until I open the doors, until your force is mine to command, you are but words.

THE OTHER

You will have your war, Asgardian. If you fail, if the Tesseract is kept from us, there will be no realm, no barren moon, no crevice where he can't find you. You think you know pain? He will make you long for something as sweet as pain.

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

EXT. HELICARRIER LANDING STRIP - DAY

The QUINJET lands down a MASSIVE BATTLESHIP known as the HELICARRIER. It has two runways. One with direct access to a hangar at the rear is aligned along the spine of the vessel.

Agent Coulson and Steve walk down the ramp, meeting up with Natasha.

AGENT PHIL COULSON

Agent Romanoff. Captain Rogers.

STEVE

Ma'am?

NATASHA

Hi.

(to Coulson)

They need you on the bridge. Face time.

AGENT PHIL COULSON

See you there.

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

NATASHA

There was quite the buzz around here,
finding you in the ice. I thought
Coulson was gonna swoon. Did he ask you
to sign his Captain America trading
cards yet?

STEVE

Trading cards?

NATASHA

They're vintage, he's very proud.

Without realizing, Banner doesn't notice them walking as he is nervous as hell. He moves around as people keep walking in his way.

STEVE

Dr. Banner.

Steve walks up to Banner and shakes his hands.

BANNER

Oh, yeah. Hi. They told me you'd be
coming.

STEVE

Word is you can find the cube.

BANNER

Is that the only word on me?

STEVE

Only word I care about.

BANNER

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

STEVE

Well, this is actually kind of
familiar.

NATASHA

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

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

STEVE

Is this is a submarine?

BANNER

Really? They wanted me in a submerged pressurized metal container?

They both move closer to the edge of the HELICARRIER. FOUR HUGE LIFT FANS MOUNTED ON THE SIDES STARTS TO LIFT INTO THE AIR IN VTOL FLIGHT. Steve watches in AWE as Banner smiles.

BANNER

OH, NO. THIS IS MUCH WORSE.

INT. HELICARRIER BRIDGE - DAY

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

AGENT MARIA HILL

We're at lock, sir.

NICK FURY

Good. Let's dance.

EXT. SKY

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

INT. HELICARRIER BRIDGE - CONTINUOUS

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

NICK FURY

Gentlemen.

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

NICK FURY

Doctor, thank you for coming.

BANNER

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

NICK FURY

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

BANNER

Where are you with that?

Nick Fury turns to Agent Coulson to explain, while Natasha Romanoff eyes an image of Clint Barton on a computer screen.

AGENT PHIL COULSON

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

NATASHA

That's still not gonna find them in time.

BANNER

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

NICK FURY

How many are there?

BANNER

Call every lab you know, tell them to put the spectrometers on the roof and calibrate them for gamma rays. I'll rough out a tracking algorithm based on cluster recognition. At least we could rule out a few places. Do you have somewhere for me to work?

NICK FURY

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

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

NATASHA

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

INT. UNDERGROUND LAB, VACUUM ROOM - DAY

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

SELVIG

Put it over there!
(to Barton)
Where did you find all these people?

CLINT BARTON

SHIELD has not shortage of enemies,
Doctor.

He holds up a screen showing information in IRIDIUM.

CLINT BARTON

Is this the stuff you need?

SELVIG

Yeah, iridium. It's found in
meteorites, it forms anti-protons. It's
very hard to get hold of.

CLINT BARTON

Especially if SHIELD knows you need it.

SELVIG

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

LOKI

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

CLINT BARTON

My next target.

LOKI
Tell me what you need.

CLINT BARTON
I'll need a distraction.
(grabs his bow)
And an eyeball.

INT. HELICARRIER BRIDGE - NIGHT

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

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

STEVE
No, no. It's fine.

AGENT PHIL COULSON
It's a vintage set. It took me a couple of years to collect them all. Near mint, slight foxing around the edges, but...

AGENT JASPER SITWELL
We got a hit. Sixty seven percent match. Weight, cross match, seventy nine percent.

AGENT PHIL COULSON
Location?

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

NICK FURY
Captain, you're up.

Steve nods. Leaves.

EXT. STUTTGART MUSEUM - NIGHT

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

INT. STUTTGART GALA - NIGHT

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

INT. HELICARRIER, STEVE'S LOCKER - NIGHT

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

EXT. STUTTGART MUSEUM - NIGHT

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

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

INT. STUTTGART GALA - NIGHT

Loki looks from above the museum and descends down to where the HEAD DOCTOR is. As he makes it down and near the stage, he FLIPS his cane the other end. The guard there notices him, pulls out his gun, but Loki CLUBS his head in. CHAOS ERUPTS.

Guests begin to leave the museum. Loki grabs the doctor and flips him over onto a marble table of the mythological creatures BILCHSTEIM. Loki pulls out an OPTICAL TORTURE DEVICE. He PLUNGES down the doctor's eye. The doctor TWISTS in pain.

EXT. STUTTGART MUSEUM - NIGHT

Suddenly, from Barton's instrument, a holographic eye of the head doctor appears and the image of the doctor appears on screen.

The doors to the facility open. Barton walks in and finds in a cabinet, a glass thermos with a cylinder of iridium.

EXT. STUTTGART GALA - NIGHT

As the crowd runs away, Loki slowly walks out and materializes in his gold armor and helmet. The POLICE then arrive and with no hesitation, he BLASTS the cars, FLIPPING them over and over.

LOKI

Kneel before me.

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

LOKI

I said. KNEEL!!!

Everyone becomes quiet and kneels in front of him. Loki embracing his arms out, smiling.

LOKI

Is not this simpler? Is this not your natural state? It's the unspoken truth of humanity, that you crave subjugation. The bright lure of freedom diminishes your life's joy in a mad scramble for power, for identity. You were made to be ruled. In the end, you will always kneel.

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

ELDER GERMAN MAN

Not to men like you.

LOKI

There are no men like me.

ELDER GERMAN MAN

There are always men like you.

LOKI

Look to your elder, people. Let him be an example.

Loki is about to execute him with his scepter as the light GLOWS blue. Just as the ENERGY BEAM shoots out, FUCKING CAPTAIN

AMERICA arrives! He dives in just in time and BLOCKS the blast with his SHIELD, knocking down Loki to his ass.

CAPTAIN AMERICA

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

LOKI

(standing up)
The soldier. A man out of time.

CAPTAIN AMERICA

I'm not the one who's out of time.

From above Cap, the QUINJET arrives. A machine gun is pointed towards Loki.

NATASHA

Loki, drop the weapon and stand down.

Like greased lightning, Loki sends a BLAST of blue at the QUINJET. Natasha MANEUVERS it just in time, giving Cap the time to throw his shield at Loki. They both begin to DECK IT OUT.

Loki FLINGS Cap to the ground. Cap then throws his shield, but Loki SWATS it way. Cap, using all the moves of a boxer, is KNOCKED down by Loki. Standing over him, he points the scepter's tip on his helmet.

LOKI

Kneel.

CAPTAIN AMERICA

Not today!

Cap FLIPS and KNOCKS him out with his leg. Loki grabs him and FLIPS him over.

INT. QUINJET - NIGHT

NATASHA

The guy's all over the place.

Suddenly, AC/DC's "Shoot to Thrill" overdrives the QUINJET'S speakers.

TONY

Agent Romanoff, did you miss me?

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

IRON MAN

Make your move, Reindeer Games.

Loki puts up his hands and surrenders. His armor materializes away.

IRON MAN

Good move.

CAPTAIN AMERICA

Mr. Stark.

IRON MAN

Captain.

INT. QUINJET - NIGHT

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

NICK FURY (V.O.)

Said anything?

NATASHA

Not a word.

NICK FURY (V.O.)

Just get him here. We're low on time.

With Loki tied up and cuffed to his seat, Tony and Steve watch from a distance, whispering.

STEVE

I don't like it.

TONY

What? Rock of Ages giving up so easily?

STEVE

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

TONY

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

STEVE

What?

TONY

It's like calisthenics. You might have missed a couple things, you know, doing time as a Capsicle.

Steve looks at Tony, finally meeting his ego match.

STEVE

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

TONY

Yeah, there's a lot of things Fury doesn't tell you.

THUNDER and LIGHTNING nearly hit the jet, making it shake violently.

NATASHA

Where's this coming from?

Thunder RUMBLES overhead. Loki stares out the window intently.

STEVE

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

LOKI

I'm not overly fond of what follows.

What the fuck?

OUTSIDE THE JET

A BLINDING LIGHT hits the jet. Not a light. A King.

THE MIGHTY THOR. Thor OPEN the ramp and grabs Loki by the throat and flies out. Steve and Tony are left dumbstruck. Tony puts the IRON MAN helmet on.

IRON MAN
Now there's that guy.

NATASHA
Another Asgardian?

CAPTAIN AMERICA
Think the guy's a friendly?

IRON MAN
Doesn't matter. If he frees Loki or kills him, the Tesseract's lost.

Tony turns and gets ready to jump off the jet to chase after Thor.

CAPTAIN AMERICA
Stark, we need a plan of attack!

IRON MAN
I have a plan. Attack.

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

NATASHA
I'd sit this one out, Cap.

CAPTAIN AMERICA
I don't see how I can.

NATASHA
These guys come from legends, they're basically Gods.

CAPTAIN AMERICA
There's only one God, ma'am. And I'm pretty sure he doesn't dress like that.

Cap JUMPS OUT of the jet.

EXT. MOUNTAIN LEDGE - NIGHT

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

THOR

Where is the Tesseract?

LOKI

(laughs)

I missed you too.

THOR

Do I look to be in a gaming mood?!

LOKI

Oh, you should thank me. With the Bifrost gone how much dark energy did the Allfather have to muster to conjure you here? Your precious Earth.

Thor drops MJOLNIR, causing the mountain to quake. He picks up Loki. His brother.

Although Thor is pissed for what he has done, a family is everything to a man or god.

THOR

I thought you dead.

LOKI

Did you mourn?

THOR

We all did. Our father...

LOKI

Your father. He did tell you my true parentage, did he not?

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

THOR

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

LOKI

(turns around)

I remember a shadow. Living in the shade of your greatness. I remember you tossing me into an abyss. I was and should be king!

THOR

So you take the world I love as recompense for your imagined slights. No, the Earth is under my protection, Loki.

LOKI

(laughs)

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

THOR

You think yourself above them.

LOKI

Well, yes.

THOR

Then you miss the truth of ruling, brother. Throne would suit you ill.

Angrily, Loki shoves his brother to the side. He walks back up to the ledge. Turns around.

LOKI

I've seen worlds you've never known about! I have grown, Odinson, in my exile! I have seen the true power of the Tesseract, and when I wield it...

THOR

Who showed you this power? Who controls
the would-be-king?

LOKI

I am a king!

THOR

Not here! You give up the Tesseract!
You give up this poisonous dream! You
come home.

LOKI

I don't have it. You need the cube to
bring me home, but I've sent it off I
know not where.

Mjolnir flies back to his grasp.

THOR

You listen well, brother. I...

THOR IS KNOCKED OFF THE MOUNTAIN BY IRON MAN WHO TACKLES HIM IN
MID-FLIGHT.

LOKI

I'm listening.

EXT. FOREST - CONTINUOUS

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

THOR

Do not touch me again!

TONY

Then don't touch my stuff.

THOR

You have no idea what you're dealing with.

TONY

Shakespeare in the park? Doth mother
know you weareth her drapes?

THOR

This is beyond you, metal man. Loki will face Asgardian justice!

TONY

He gives up the Cube, he's all yours. Until then, stay out of my way... tourist.

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

INSIDE THE SUIT

TONY

Okay.

From the mountain side, Loki watches in amusement. Thor raises his hand. Mjolnir flies back to his hand. Thor SWINGS the hammer, summoning a ray of energy.

IRON MAN stands up and from his HAND BOOSTERS, a BLAST of ENERGY KNOCKS the MIGHTY AVENGER on his ass. IRON MAN flies back up and knocks Thor into a tree. Right back at you, bitch!

Thor, kneeling on the ground, pulls Mjolnir to his hand, raises it to the skies and pulls in LIGHTING and THUNDER! Thor points the hammer at IRON MAN and the outpouring of bolts lighting increases in intensity. IRON MAN falls back.

INSIDE THE SUIT

JARVIS

Power at 400% capacity.

TONY

How about that?

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

EXT. SKY - NIGHT

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

THOR LEAPS off the mountain and takes IRON MAN with him.

EXT. FOREST - CONTINUOUS

THOR and IRON MAN crash right back down, smashing down every tree possible. IRON MAN YANKS Thor right up. Thor grabs both HANDS BOOSTERS and begins to CRUSH them. Tony quickly CHARGES as much energy as he can and SHOOTs ENERGY in Thor's face.

Thor FALLS back, losing his stance. IRON MAN HEADBUTTS Thor, with his gold-titanium alloy helmet. Thor... HEADBUTTS him with his fuckin' head and actually sends IRON MAN across the forest.

IRON MAN boosters up and flies back at Thor, grabbing him by the arm and cape and SWINGS him into another tree. Thor looks up, ready. Thor runs with all his patience out the window. IRON MAN SWINGS and MISSES, giving Thor the momentum to grab him, lift him and SMASHES him down hard.

Thor summons back Mjolnir to his hand. Just as he's about to put the hammer down, IRON MAN uses his HAND BOOSTERS to SKID across the ground and trip Thor over. Standing up, Thor looks for him, but from behind him, IRON MAN CRASHES into his back. Thor stands facing IRON MAN. Ready to pounce...

CAPTAIN AMERICA'S shield RICOCHETS off both Thor and IRON MAN, stopping them. They look up and see CAPTAIN AMERICA standing on top of a fallen tree with the shield back in hand.

CAPTAIN AMERICA

Hey! That's enough!

(comes down; looks at Thor)

Now, I don't know what you plan on doing here.

THOR

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

CAPTAIN AMERICA

Then prove it! Put the hammer down.

IRON MAN

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

THOR BACKHANDS IRON MAN LIKE A PIMP WITH MJOLNIR.

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

THOR

(to Cap)

You want me to put the hammer down?

THOR LEAPS HIGH INTO THE AIR, RAISING THAT FUCKING HAMMER. CAPTAIN AMERICA CROUCHES DOWN and HOLDS UP HIS SHIELD. THOR brings that hammer down onto the shield and a MASSIVE IMPLOSION OF LIGHT reacts to the vibranium shield creating a MASSIVE SHOCKWAVE THAT BLOWS UP ANYTHING STANDING WITH A MILE.

IRON MAN stands up, looking around like 'holy shit.' Lying right next to him is Cap, who never keeps his eye off Thor. Thor looks at both men.

CAPTAIN AMERICA

Are we done here?

THOR, CAPTAIN AMERICA AND IRON MAN STAND THERE.

INT. HELICARRIER HALLWAY - NIGHT

DOZENS of SHIELD POLICE escort Loki, who is in handcuffs, smiling. As they pass the HELICARRIER LAB, Banner stops working on the CHITAUURI SCEPTER and looks up. Loki eyes him as he walks, nodding and smiling. BANNER rubs his head.

INT. HELICARRIER DETENTION SECTION - NIGHT

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

NICK FURY

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

Fury presses a button which OPENS UP a HATCH underneath Loki's cell. Loki peers as much as he can from the glass.

Without seeing, the sounds of GUSTING WIND would make man shit his pants. Not a god, though.

NICK FURY

Thirty thousand feet, straight down in
a steel trap. You get how that works?!

Fury closes the hatch. Points at Loki.

NICK FURY

Ant.

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

NICK FURY

Boot.

LOKI

(smirking)

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

NICK FURY

Built for something a lot stronger than
you.

LOKI

Oh, I've heard.

Loki looks into the camera.

INT. BRIEFING ROOM - CONTINUOUS

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

INT. HELICARRIER DETENTION SECTION - CONTINUOUS

LOKI

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

NICK FURY

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

(MORE)

NICK FURY (CONT'D)

You talk about peace and you kill cause it's fun. You have made me very desperate. You might not be glad that you did.

LOKI

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

NICK FURY

(smiling)

Well, you let me know if Real Power wants a magazine or something.

Fury walks off leaving Loki in his glass cell. Loki looks back at the camera, smirking.

INT. BRIEFING ROOM - CONTINUOUS

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

BANNER

He really grows on you, doesn't he?

STEVE

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

THOR

(coming too)

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

STEVE

(seriously)

An army? From outer space?

BANNER

So he's building another portal. That's what he needs Erik Selvig for.

THOR

Selvig?

BANNER

He's an astrophysicist.

THOR

He's a friend.

NATASHA

Loki has him under some kind of spell, along with one of ours.

STEVE

I wanna know why Loki let us take him. He's not leading an army from here.

BANNER

I don't think we should be focusing on Loki. That guy's brain is a bag full of cats, you could smell crazy on him.

THOR

I don't care how you speak. Loki is beyond reason, but he is of Asgard, and he's my brother.

NATASHA

He killed eighty people in two days.

THOR

He's adopted.

BANNER

Iridium, what did they need the Iridium for?

TONY

It's a stabilizing agent.

(walks in with Coulson; to Coulson)

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

TONY (CONT'D)

(to Thor)

No hard feelings, Point Break. You've got a mean swing.

(referring to the Iridium)

Also, it means the portal can open as wide, and stay open as long, as Loki wants.

(to crew)

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

(covering his eye, looks around)

How does Fury do this?

AGENT MARIA HILL

He turns.

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

TONY

Well, that sounds exhausting. The rest of the raw materials, Agent Barton can get his hands on pretty easily. Only major component he still needs is a power source. A high energy density, something to kick start the cube.

AGENT MARIA HILL

When did you become an expert in thermonuclear astrophysics?

TONY

Last night. The packet, Selvig's notes, the Extraction Theory papers. Am I the only one who did the reading?

STEVE

Does Loki need any particular kind of power source?

BANNER

He got to heat the cube to a hundred and twenty million Kelvin just to break through the Coulomb barrier.

TONY

Unless, Selvig has figured out how to stabilize the quantum tunnelling effect.

BANNER

Well, if he could do that he could achieve Heavy Ion Fusion at any reactor on the planet.

TONY

Finally, someone who speaks English.

STEVE

Is that what just happened?

Tony and Banner shake hands. A glimmer in their eyes shines as the mutual respect for each other shows.

TONY

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

BANNER

(looks down)

Thanks.

NICK FURY

(walking in)

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

STEVE

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

NICK FURY

I don't know about that, but it is powered by the cube. And I'd like to know how Loki used it to turn two of the sharpest men I know into his personal flying monkeys.

THOR

Monkeys? I do not understand.

STEVE

I do! I understood that reference.

Tony rolls his eyes, while Cap looks proud of himself.

TONY

Shall we play, doctor?

BANNER

Let's play some.

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

INT. BANNER'S LAB - NIGHT (LATER)

Banner continuously scans with a gamma ray detection scanner on the scepter for radiation.

Tony looks at his monitors, shifting and solving as many algorithms and equations.

BANNER

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

TONY

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

BANNER

All I packed was a tooth brush.

TONY

(smiles)

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

BANNER

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

TONY

Well, I promise a stress free environment. No tension. No surprises.

Suddenly, Tony pokes Banner with a MINIATURE ELECTRICAL PROD. Steve walks in on them, pissed at Tony.

BANNER

OW!

Tony looks at Banner closely.

TONY

Nothing?

STEVE

(to Banner)

Hey! Are you nuts?

TONY

You really have got a lid on it, haven't you? What's your secret? Mellow jazz? Bongo drums? Huge bag of weed?

STEVE

Is everything a joke to you?

TONY

Funny things are.

STEVE

Threatening the safety of everyone on this ship isn't funny. No offense, doctor.

BANNER

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

TONY

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

STEVE

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

TONY

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

STEVE

You think Fury's hiding something?

TONY

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

(points to Banner)

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

BANNER

(bobbling the words)

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

STEVE

Doctor?

A beat.

BANNER

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

STEVE

I heard it.

BANNER

(pointing at Tony)

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

STEVE

The Stark Tower? That big ugly
(Tony gives him a look)
...building in New York?

BANNER

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

TONY

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

BANNER

(referring to Tony)

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

TONY

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

STEVE

(taken by that)

I'm sorry, did you say...?

TONY

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

(holds out a bag of blueberries)

Blueberry?

STEVE

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

TONY

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

STEVE

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

TONY

Following is not really my style.

STEVE

(smiling)

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

TONY

(a nerve hits)

Of the people in this room, which one
is; A. wearing a spangly outfit, and B.
not of use?

BANNER

Steve, tell me none of this smells a
little funky to you?

Steve takes in the possibly, but as an obedient soldier, shakes
it off.

STEVE

Just find the cube.

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

BACK IN THE LAB

TONY

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

BANNER

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

TONY

What he's got is an ACME dynamite kit.

TONY (CONT'D)

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

BANNER

And I'll read all about it.

TONY

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

BANNER

Ah, see. I don't get a suit of armor. I'm exposed, like a nerve. It's a nightmare.

TONY

You know, I've got a cluster of shrapnel, trying every second to crawl its way into my heart.

(points at the MINI-ARC REACTOR in his chest)

This stops it. This little circle of light. It's part of me now, not just armor. It's a... terrible privilege.

BANNER

But you can control it.

TONY

Because I learned how.

BANNER

It's different.

Banner tries to read the computer screen, but Tony slides the data aside with his finger so the two can see face-to-face.

TONY

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

BANNER

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

(MORE)

BANNER (CONT'D)

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

TONY

(a beat)
I guess we'll find out.

Banner and Stark get back to work at their respective computers.

BANNER

You might not like that.

TONY

You just might.

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

Steve, with all his MIGHT, slides the HEAVY IRON door and STEALTHILY walks in. SECURE STORAGE 10-C is a large warehouse, filled with METAL CRATES stacked.

Steve looks up, seeing another level. He LEAPS up high and holds onto the catwalk railing. Steve continues to move forward.

INT. VAN - NIGHT

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

INT. BRIEFING ROOM - NIGHT

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

AGENT PHIL COULSON

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

THOR

Thank you. It's no accident Loki taking Erik Selvig. I dread what he plans for him once he's done. Erik is a good man.

AGENT PHIL COULSON

He talks about you a lot. You changed his life. You changed everything around here.

THOR

They were better as they were. We pretend on Asgard that we're more advanced, but we...we come here battling like BILCHSTEIM.

AGENT PHIL COULSON

Like what?

THOR

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

AGENT PHIL COULSON

Don't think so.

THOR

They are repulsive, and they trample everything in their path.

Thor walks over to the side of the ship and looks out the window, lamenting about what has happened and what may come.

THOR

When I first came to earth, Loki's rage followed me here and your people paid the price. And now again. In my youth I courted war.

NICK FURY (O.S.)

War hasn't started yet.

(walking in)

You think you can make Loki tell us what the Tesseract is?

THOR

I do not know. Loki's mind is far
afield, it's not just power he craves,
it's vengeance upon me. There's no pain
that would prize his need from him.

NICK FURY

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

THOR

What are you asking me to do?

NICK FURY

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

THOR

Loki is a prisoner.

NICK FURY

Then why do I feel like he's the only
person on this boat that wants to be
here?

Thor doesn't answer.

INT. HELICARRIER DETENTION SECTION - NIGHT

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

LOKI

There's not many people that can sneak
up on me.

(turns to see NATASHA standing
there)

NATASHA

But you figured I'd come.

LOKI

After. After whatever tortures Fury can
concoct, you would appear as a friend,
as a balm. And I would cooperate.

NATASHA

I wanna know what you've done to Agent Barton.

LOKI

I'd say I've expanded his mind.

NATASHA

And once you've won. Once you're king of the mountain. What happens to his mind?

LOKI

Is this love, Agent Romanoff?

NATASHA

Love is for children. I owe him a debt.

LOKI

(sitting down)

Tell me.

NATASHA

(she pulls up a chair as well)

Before I worked for SHIELD, I uh...well, I made a name for myself. I have a very specific skillset. I didn't care who I used it for, or on. I got on SHIELD's radar in a bad way. Agent Barton was sent to kill me, he made a different call.

LOKI

And what will you do if I vow to spare him?

NATASHA

Not let you out.

LOKI

(laughs)

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

NATASHA

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

LOKI

What is it you want?

NATASHA

It's really not that complicated. I've got red in my ledger, I'd like to wipe it out.

LOKI

Can you? Can you wipe out that much red? DRAKOV'S daughter? SÃO PAULO? THE HOSPITAL FIRE? Barton told me everything. Your ledger is dripping, it's gushing red, and you think saving a man no more virtuous than yourself will change anything?

(standing; angry)

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

INTERCUTS

- Tony and Banner continuously work at their monitors.

LOKI (V.O.)

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

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

LOKI (V.O.)

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

- Steve opens a STEEL crate. Angry, he looks behind him and looks back into the crate. THE CRATE IS FILLED WITH AN ARRAY OF HYDRA WEAPONS.

INT. HELICARRIER DETENTION SECTION - NIGHT

Loki SLAMS his cell, making Natasha FLINCH.

LOKI

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

NATASHA turns around, walks away from Loki, disgusted.

NATASHA

(quietly; distraught)
You're a monster.

LOKI

(laughs)
No, you brought the monster.

NATASHA

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

LOKI

(staggered)
What?

NATASHA

(on EARPIECE)
Loki means to unleash the Hulk. Keep Banner in the lab, I'm on my way. Send Thor as well.
(to Loki)
Thank you for your cooperation.

Natasha quickly walks out, leaving Loki frozen.

INT. BANNER'S LAB - MORNING

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

NICK FURY

(angry)

What are you doing, Mr. Stark?

TONY

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

NICK FURY

You're supposed to be locating the Tesseract.

BANNER

We are. The model's locked and we're sweeping for the signature now. When we get a hit, we'll have the location within half a mile.

TONY

And you'll get your cube back, no muss, no fuss.

(suddenly his monitor show a collection of SECRET FILES)

What is PHASE 2?

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

STEVE

PHASE 2 is SHIELD used the cube to make weapons.

(to Tony)

Sorry, the computer was moving a little slow.

NICK FURY

(trying to explain)

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

TONY

I'm sorry, Nick.

Tony moves the computer screen towards Fury which shows plans of THE WEAPONS.

TONY

What were you lying?

STEVE

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

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

BANNER

Did you know about this?

NATASHA

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

BANNER

I was in Calcutta, I was pretty well removed.

NATASHA

Loki's manipulating you.

BANNER

And you've been doing what exactly?

NATASHA

You didn't come here because I bat my eyelashes at you.

BANNER

Yes, and I'm not leaving because suddenly you get a little twitchy. I'd like to know why SHIELD is using the Tesseract to build weapons of mass destruction.

NICK FURY

Because of him.
(pointing at Thor)

THOR

(stunned)

Me?

NICK FURY

Last year earth had a visitor from another planet who had a grudge mass that leveled a small town. We learned that not only are we not alone, but we are hopelessly, hilariously, outgunned.

THOR

My people want nothing but peace with your planet.

NICK FURY

But you're not the only people out there, are you? And, you're not the only threat. The world's filling up with people who can't be matched, they can't be controlled.

STEVE

Like you controlled the cube?

THOR

Your work with the Tesseract is what drew Loki to it, and his allies. It is the signal to all the realms that the earth is ready for a higher form of war.

STEVE

A higher form?

NICK FURY

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

TONY

Nuclear deterrent. Cause that always calms everything right down.

NICK FURY

Remind me again how you made your fortune, Stark?

STEVE
I'm sure if he still made
weapons, Stark would be neck
deep... I'm sorry, isn't
everything?

TONY
Wait! Wait! Hold on! How is
this now about me?

THOR
I thought humans were more evolved than
this.

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

THOR
Did you always give your champions such
mistrust?

NATASHA
Are you all really that naive?
S.H.I.E.L.D monitors threats?

BANNER
Captain America is on
potential threat potential
watch list?

TONY
(to Steve)
You're on that list?
Are you above or below
angry bees? Threatening!
I feel threatened!

STEVE
I swear to God, Stark, one
more crack...

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

INT. AIRCRAFT CARRIER - DAY

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

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

BARTON
Arms to ammunition, over.

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

INT. BANNER'S LAB - MORNING

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

THOR

You speak of control, yet you court chaos.

BANNER

It's his M.O., isn't it? I mean, what are we, a team? No, no, no. We're a chemical mixture that makes chaos. We're... we're a time-bomb.

NICK FURY

You need to step away.

TONY

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

STEVE

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

TONY

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

STEVE

Big man in a suit of armor. Take that off, what are you?

TONY

Genius, billionaire, playboy, philanthropist.

STEVE

I know guys with none of that worth ten of you. Yeah, I've seen the footage.

(MORE)

STEVE (CONT'D)

The only thing you really fight for is yourself. You're not the guy to make the sacrifice play, to lay down on a wire and let the other guy crawl over you.

TONY

I think I would just cut the wire.

STEVE

(smiling)

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

TONY

(that did it)

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

OUTSIDE THE HELICARRIER

The ramp of the carrier opens. The carrier maneuvers next to one of the large turbine engines. Barton stands at the base, holding out his bow. He pulls out a GRENADE TIPPED ARROW. He points right at the engine.

Then... Barton moves his AIM and points the arrow about a hundred feet from the engine. He releases. The arrow flies out, but then SHARPLY heads for the engine. The arrow is punctured onto the engine. It has a visible timer which is COUNTING DOWN.

INT. BANNER'S LAB - MORNING

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

STEVE

Put on the suit, let's go a few rounds.

Thor laughs at them.

THOR

You people are so petty... and tiny.

Tony rubs his head. Moves away from Cap.

BANNER
Yeah, this is a tee...

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

BANNER
Where? You rented my room.

NICK FURY
The cell was just in case...

BANNER
In case you needed to kill me, but you
can't! I know! I tried!
(a beat)
I got low. I didn't see an end, so I
put a bullet in my mouth and the other
guy spit it out! So I moved on. I
focused on helping other people. I was
good, until you dragged me back into
this freak show and put everyone here
at risk!

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

BANNER
You wanna know my secret, Agent
Romanoff? You wanna know how I stay
calm?

BLACK WIDOW and Fury have their hands down to grab their guns.

STEVE
Doctor Banner... put down the scepter.

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

TONY
Got it.

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

BANNER

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

THOR

Located the Tesseract?

TONY

I can get there faster.

STEVE

Look, all of us...

THOR

The Tesseract belongs on Asgard, no human is a match for it.

Tony turns to leave, but Steve stops him.

STEVE

You're not going alone!

TONY

You gonna stop me?

STEVE

Put on the suit, let's find out.

TONY

I'm not afraid to hit an old man.

STEVE

Put on the suit.

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

BANNER

Oh, my God!

OUTSIDE THE HELICARRIER

Barton PULLS THE TRIGGER ON HIS BOW. The arrow then EXPLODES THE ENGINE RIGHT OFF THE HELICARRIER!

INT. BANNER'S LAB - MORNING

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

STEVE

Put on the suit!

TONY

Yep!

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

NICK FURY

Hill?!

INT. HELICARRIER BRIDGE - DAY

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

AGENT MARIA HILL

Turn up that engine! Number 3 engine is down! Can we get a run in?

(runs over to GALAGA PLAYER)

Talk to me.

GALAGA PLAYER

(points to monitor)

Turbine's loose. Mostly intact, but it's impossible to get out there and make repairs while we're in the air.

AGENT MARIA HILL

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

INT. BANNER'S LAB - MORNING

NICK FURY

Stark! You copy that?!

TONY (V.O.)

I'm on it!

NICK FURY

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

INT. HELICARRIER BRIDGE - DAY

Agent Coulson runs out of the bridge.

INT. LOWER EQUIPMENT ROOM, CARRIER - MORNING

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

NATASHA (CONT'D)

(quietly, to herself)

I'm okay. We're okay, right?

EXT. HELICARRIER DECK - DAY

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

BARTON

Get that engine down! Dentition! Get him through the dark! Come with me.

Two of his men follow him. They head towards the bridge.

EXT. ND HALLWAY, CARRIER - MORNING

Tony and Cap run through a dim, debris filled hall.

TONY

Find engine three. I'll meet you there.

Cap peels off as Tony approaches a tech room. Inside, Tony's IRON MAN suit stands waiting, lit above in all its glory.

INT. LOWER EQUIPMENT ROOM, CARRIER - CONTINUOUS

ON BANNER'S FACE in the dim light as he struggles to suppress the rage, but his face is growing, changing slowly.

Natasha is pulling herself painfully free, talking to Banner...

NATASHA

Doctor... Bruce, you gotta fight it.
This is just what Loki wants. We're
gonna be okay. Listen to me.

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

NATASHA

We're gonna be okay. Right? I swear on
my life I will get you out of this, you
will walk away, and never...

BANNER

Your life?

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

NATASHA

(pleading)

Bruce.

Banner suddenly starts transforming into the HULK and gives Natasha one last knowing look. Natasha STRUGGLES FREE of the rubble. She stops.

The HULK, sensing her, turns his head and puts on a face of a disturb monster. Natasha JOLTS up the stairs with the HULK chasing after her. Natasha maneuvers like a black widow should. She rolls under a turbine, starts to crawl within the maze of pipes. The HULK pulls them out from above the catwalk.

Natasha falls through under the catwalks and quickly and stealthily escapes. The HULK lets a ROAR OF RAGE unlike anything. PRIMAL. Not human.

INT. HELICARRIER DETENTION SECTION - DAY

Loki looks up, smiling mischievously.

INT. HELICARRIER BRIDGE - DAY

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

NICK FURY

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

HELMSMAN

Why water? Navigations recalibrated after the incubator.

NICK FURY

Is the sun coming up?!

HELMSMAN

Yes, sir.

NICK FURY

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

EXT. HELICARRIER PORT SIDE - DAY

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

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

CAPTAIN AMERICA

Stark, I'm here!

TONY

Good. See what we got.

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

INSIDE THE SUIT

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

TONY

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

EXT. HELICARRIER PORT SIDE - DAY

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

IRON MAN

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

IRON MAN flies into giant cooling conductors. CAPTAIN AMERICA JUMPS over to the other side of the broken railing. CAPTAIN AMERICA gets himself to the control panel and opens it up. For a man who grew up as a YANK, what the fuck is this!

IRON MAN

What's it look like in there?

CAPTAIN AMERICA

It seems to run on some form of electricity.

IRON MAN

Well, you're not wrong.

INT. LOWER EQUIPMENT ROOM, CARRIER - DAY

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

...and then a ROAR. THE HULK. Natasha FIRES a shot into a liquid nitrogen pipe that hits the hulk in face. The HULK SMASHES THE SHIT OUT OF IT. Natasha begins to run through the maze of corridors. The sound the monster is coming.

Finally, she reaches and a long corridor. As she runs, behind her, the HULK TEARS up the hallway, coming at her.

Natasha turns to see, but the HULK SLAPS her into the wall, SMASHING INTO THE GROUND.

The HULK marks his territory. Natasha looks up. A fear she has never felt begins to seep out. The HULK raises his hand and IS KNOCKED OFF HIS FEET BY THOR WHO TACKLES HIM INTO the next room.

INT. HELICARRIER AIRCRAFT PORT - CONTINUOUS

Both Thor and HULK roll across the floor. Every person runs the hell out. Thor looks up at this magnificent beast. The HULK stands up and moving like a boxer, wants Thor to make his move. The HULK makes his move.

SWING AND A MISS. Thor swings his massive hand and almost knocks HULK off his feet. HULK keeps swinging and missing, pissing him off. Finally, he brings down his arm, but Thor grabs it and wraps around it.

THOR

We are not your enemies, Banner! Try to think!

HULK lifts his arm up, to Thor's surprise, and he SENDS HIM FLYING AS HE PUNCHES THOR'S FACE WITH HIS FIST.

EXT. HELICARRIER PORT SIDE - DAY

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

CAPTAIN AMERICA (V.O.)

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

TONY

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

EXT. HELICARRIER PORT SIDE - DAY

CAPTAIN AMERICA

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

TONY

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

CAPTAIN AMERICA

Speak English!

TONY

See that red lever? It'll slow the rotors down long enough for me to get out. Stand by it, wait for my word.

CAPTAIN AMERICA looks over at the other side where he was. He sees the red lever and JUMPS towards it.

INT. HELICARRIER AIRCRAFT PORT - DAY

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

The ROAR gets LOUDER and CLOSER. Thor focuses. His hand strains toward mid-air. His eyes tight in concentration. The HULK runs right at him. At the last second, MJOLNIR flies into his hand and Thor UPPERCUTS HULK, WHO CRASHES INTO A FIGHTER JET.

HULK stands up, shaking his head like 'what the fuck just happened.' He SHAKES it off and ANGRILY rips off the TAIL of the jet, TORQUES HIS BODY LIKE A GREEK DISCUS THROWER AND... HURLS THE MASSIVE PLATE AT THOR.

Thor SLIDES and DUCKS under the tail. Jumping up, he throws Mjolnir with all his strength, knocking the HULK head over heels. HULK falls down, hammer in hand. HE tries to lift it, but can't. Mjolnir rests atop his hand.

Struggle as he may, HULK wraps his hand around the hammer. The hammer doesn't move. To no avail -- he strains with all his might, SCREAMS from the effort, BELLOWING.

Thor jumps up again, KNEEING HULK in the face. Thor grabs his hammer, jumps on him, using the hammer as a lock for his CHOKE HOLD. Hulk tries to pull him off.

INT. HELICARRIER BRIDGE - DAY

Fury and Agent Hill look over their monitors.

NICK FURY

We need to pull evac on the lower
ambit.

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

AGENT MARIA HILL

GRENADE!

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

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

INT. HELICARRIER ARMORY SECTION - DAY

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

AGENT JASPER SITWELL (V.O.)

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

INT. HELICARRIER AIRCRAFT PORT - DAY

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

INT. HELICARRIER BRIDGE - DAY

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

AGENT JASPER SITWELL (V.O.)

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

AGENT MARIA HILL
Sir, the Hulk will tear this place
apart!

NICK FURY
Get his attention.

AGENT MARIA HILL
(on her EARPIECE)
Escort 606, proceed to 270 MAIN
SHUTTLE! Don't get too close.

ESCORT 606 PILOT (V.O.)
Copy.

EXT. SKY - DAY

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

EXT. OUTSIDE SHUTTLE

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

ESCORT 606 PILOT
Target acquired. Target engaged.
(pulls the trigger; fires guns at
HULK)

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

ESCORT 606 PILOT LOOKS LIKE HE TOOK A SHIT.

ESCORT 606 PILOT
TARGET ANGRY! TARGET ANGRY!

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

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

EXT. HELICARRIER PORT SIDE - DAY

IRON MAN laser cuts a big piece of broken metal. He then JUMPS on it, relieving the rotors.

On the other side, BARTON'S men enter the port side. CAPTAIN AMERICA looks down, pondering if they are help. Evidently not as they begin SHOOTING at him and throwing grenades.

CAPTAIN AMERICA jumps to the other railing and down with Barton's men. He begins to TAKE THEM DOWN, even goes as far as throwing one off. A few more enter, FIRING.

CAPTAIN AMERICA grabs a NOVESKE RIFLEWORKS DIPLOMAT (big word for big fuckin' gun) and jumps back up to his position, firing down at them.

INT. HELICARRIER BRIDGE - DAY

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

NICK FURY

They are not getting through here, so what the hell...

Suddenly, Barton LOOSES an arrow down to the bridge and EXPLODES critical spots. Barton releases a multi-tipped arrow towards Fury, but instead hits his command desk, right above a USB OUTLETS.

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

AGENT JASPER SITWELL (O.S.)

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

NICK FURY

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

INT. LOWER EQUIPMENT ROOM, CARRIER- DAY

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

NATASHA

This is Agent Romanoff. I copy.

Natasha SPRINGS up and runs for Barton.

EXT. HELICARRIER PORT SIDE - DAY

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

NICK FURY (V.O.)

Stark, we're losing altitude.

IRON MAN

Yeah. Noticed.

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

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

INT. HELICARRIER DETENTION SECTION - DAY

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

THOR

NO!

Thor CHARGES at his brother. Loki walks up to him and CROUCHES down to attack. THOR ONLY GOES THROUGH HIM. The false Loki dissipates into nothingness. THE REAL LOKI comes out from behind the cell door, which closes on THOR, locking him up. Loki smiles.

LOKI

Are you ever not going to fall for that?

INT. LOWER EQUIPMENT ROOM, CARRIER - DAY

Barton walks alone down the catwalk. In a lightning fast move, Barton nocks an arrow, and points it at NATASHA. A hand-to-hand fight ensues. Natasha CRAWLS her way around Barton, making Barton to drop his bow, but pulls out a KNIFE on her.

INT. HELICARRIER DETENTION SECTION - DAY

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

LOKI

(smiles; walks over to the control panel)

The humans think us immortal. Should we test that?

Suddenly, GUARDING SOLDIER falls down like a tree. AGENT COULSON stands there, holding PHASE 2 WEAPON PROTOTYPE.

AGENT PHIL COULSON

Move away, please.

Loki moves away from the switch.

AGENT PHIL COULSON

You like this? We started working on the prototype after you sent THE DESTROYER. Even I don't know what it does. Do you wanna find out?

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

THOR

Nooo!

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

INT. LOWER EQUIPMENT ROOM, CARRIER - DAY

Barton and Natasha continue attacking each other. Natasha KICKBOXES Barton's face. Feeling that, Barton takes a SWINGS at her, but she grabs his arm, TWISTING it. BARTON WRITHES IN PAIN.

Using his other arm, he tosses the knife over and begins to SLASH at Natasha. She dodges every move, but finds herself in a LOCK HOLD with him. As he forces the knife down, she BITES his wrist. Barton lets go of the knife.

Natasha WRAPS her legs around his neck, FLIPS him over and arm LOCKS him. She SLAMS his head into a pipes rail. Barton goes down, hard. He looks up her, almost coming to his real senses.

BARTON

Natasha...

Natasha COLDCOCKS him. Barton is out.

EXT. SKY

Thor, trapped in the glass cage, BOUNCES off the JUMBLING cell pod. As it draws closer to land, Thor tries to swing at glass, but misses. Land draws closer.

In a final attempt before crashing, Thor positions himself onto the glass door and LEAPFROGS just as the cage is about to hit the ground. The cell CRASHES into the shore as Thor crashes out into the meadow.

INT. HELICARRIER DETENTION SECTION - DAY

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

AGENT PHIL COULSON

You're gonna lose.

LOKI

(turning)

Am I?

AGENT PHIL COULSON

It's in your nature.

LOKI

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

AGENT PHIL COULSON

You lack conviction.

LOKI

I don't think I...

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

AGENT PHIL COULSON

So that's what it does.

INT. HELICARRIER BRIDGE - DAY

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

EXT. HELICARRIER PORT SIDE - DAY

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

INSIDE THE SUIT

TONY

Cap, I need the lever!

STEVE (V.O.)

I need a minute here!

TONY

Lever. Now!

Tony lets go of the rotors. The spin by themselves. Tony is then
caught in one. He is now fucked. IRON MAN slips into the rotors,
getting chewed up.

EXT. HELICARRIER PORT SIDE - DAY

CAPTAIN AMERICA CLIMBS up the loose cable and reaches the
railing.

BARTON'S MAN opens fire once more. CAPTAIN AMERICA pulls himself up and finally PULLS the lever.

A VENT opens up from Engine 3. IRON MAN falls out, but the suit heavy damaged, hardly keeping him up. IRON MAN heads for Cap.

BARTON'S MAN turns his AIM to IRON MAN, who TACKLES him into the wall. IRON MAN rolls over, tired. Cap lets out a sigh of relief.

OUTSIDE THE HELICARRIER

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

INT. HELICARRIER DETENTION SECTION - DAY

Fury runs in finding Agent Coulson still alive, barely.

AGENT PHIL COULSON
Sorry, boss. They got rabbited.

NICK FURY
Just stay awake. EYES ON ME!

AGENT PHIL COULSON
No. I'm clocked out here.

NICK FURY
Not an option.

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

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

INT. HELICARRIER BRIDGE - DAY

NICK FURY (V.O.)
Agent Coulson is down.

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

SHIELD AGENT (V.O.)
Paramedics are on their way.

NICK FURY (V.O.)
They're here.

INT. HELICARRIER PORT SIDE - DAY

Steve and Tony listen in as well.

NICK FURY (V.O.)
They called it.

INT. HELICARRIER BRIDGE - LATER

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

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

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

NICK FURY
We're dead in the air up here. Our
communications, location of the cube,
Banner, Thor. I got nothing for you.
Lost my one good eye. Maybe I had that
coming.
(a beat)
Yes, we were going to build an arsenal
with the Tesseract. I never put all my
chips on that number though, because I
was playing something even riskier.
There was an idea, Stark knows this,
called THE AVENGERS INITIATIVE. The
idea was to bring together a group of
remarkable people, see if they could
become something more. See if they
could work together when we needed them
to, to fight the battles that we never
could. Phil Coulson died still
believing in that idea, in heroes.

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

NICK FURY

Well, it's an old fashioned notion.

EXT. MEADOW - DAY

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

INT. ABANDONED BUILDING - DAY

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

SECURITY GUARD

You fell out of the sky.

BANNER

(coming to)

Did I hurt anybody?

SECURITY GUARD

There's nobody around here to get hurt. You did scare the hell out of some pigeons though.

BANNER

Lucky.

SECURITY GUARD

Or just good aim. You were awake when you fell.

BANNER

You saw?

SECURITY GUARD

The whole thing, right through the ceiling. Big and green and buck ass nude. Here...

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

SECURITY GUARD

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

BANNER

Thank you.

A beat.

SECURITY GUARD

Are you an alien?

BANNER

What?

SECURITY GUARD

From outer space, an alien?

BANNER

No.

SECURITY GUARD

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

INT. HELICARRIER MEDICAL ROOM - DAY

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

NATASHA

Clint, you're gonna be alright.

CLINT BARTON

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

NATASHA

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

CLINT BARTON

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

NATASHA

You know that I do.

CLINT BARTON

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

NATASHA

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

CLINT BARTON

Thanks.

(Natasha unfastens the restraints)

Tasha, how many agents?

NATASHA

Don't. Don't do that to yourself, Clint. This is Loki. This is monsters and magic and nothing we were ever trained for.

CLINT BARTON

Loki, he got away?

NATASHA

Yeah. I don't suppose you know where?

CLINT BARTON

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

NATASHA

We gotta stop him.

CLINT BARTON

Yeah? Who's we?

NATASHA

I don't know. Who's ever left.

CLINT BARTON

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

NATASHA

Now you sound like you.

Natasha sits next to her partner and friend.

CLINT BARTON

But you don't. You're a spy, not a soldier. Now you want to wade into a war. Why? What did Loki do to you?

NATASHA

He didn't, I just...
(she pauses)

CLINT BARTON

Natasha.

NATASHA

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

INT. HELICARRIER DETENTION SECTION - DAY

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

STEVE

Was he married?

TONY

No. There was a uh...cellist, I think.

STEVE

I'm sorry. He seemed like a good man.

TONY

He was an idiot.

STEVE

Why? For believing?

TONY

For taking on Loki alone.

STEVE

He was doing his job.

TONY

He was out of his league. He should have waited. He should have...

STEVE

Sometimes there isn't a way out, Tony.

TONY

(walks away)

Right. How did that work for him?

STEVE

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

TONY

(turns around sharply)

WE ARE NOT SOLDIERS! I am not marching to Fury's fife!

STEVE

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

TONY

(looking at the blood stained wall)

He made it personal.

STEVE

That's not the point.

TONY

That is the point. That's Loki's point. He hit us all right where we live. Why?

STEVE

To tear us apart.

TONY

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

STEVE

Right, I caught his act at Stuttengard.

TONY

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

(pause)

Sonofabitch!

EXT. STARK TOWER - DAY

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

INT. HELICARRIER MEDICAL ROOM - DAY

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

STEVE

Time to go.

NATASHA

Go where?

STEVE

I'll tell you on the way. Can you fly one of those jets?

Barton walks out of the restroom. Looks at Cap.

CLINT BARTON

I can.

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

STEVE

You got a suit?

CLINT BARTON

Yeah.

STEVE

Then suit up.

MONTAGE

- KRAKAKABOOM! A blinding BOLT OF LIGHTNING strikes down from above, colliding on MJOLNIR. The explosion is massive. THE MIGHTY THOR.

- CAPTAIN AMERICA pulls on his HELMET and SHIELD.

- Tony WELDS his IRON MAN helmet. LIGHT slips down over IRON MAN's eye holes.

- BLACK WIDOW attaches a GLOVE GAUNTLET with her rounds on her wrist. A BLUE LIGHT CHARGES.

- HAWKEYE slips on his QUIVER of arrows.

EXT/INT. QUINJET - DAY

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

YOUNG SHIELD PILOT

You are not authorized to be here...

CAPTAIN AMERICA

Son... just don't.

INT. HELICARRIER BRIDGE - DAY

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

AGENT MARIA HILL

Sir.

NICK FURY

Agent Hill?

AGENT MARIA HILL

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

NICK FURY

They needed the push.

(holding Coulson's cards)

A LOUD NOISE SCREECHES. Fury looks out to see IRON MAN flying off as well as the QUINJET.

NICK FURY

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

AGENT MARIA HILL

Yes, sir.

EXT. NEW YORK CITY SKYLINE - STARK TOWER - DAY

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

JARVIS

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

TONY

Shut it down, Dr. Selvig.

SELVIG

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

IRON MAN

Okay.

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

JARVIS

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

TONY

Skip the spinning rims. We're on the clock.

TONY lands his SUIT and goes through the gauntlet and unsuits him. LOKI looks up at him, smiling. They proceed to walk into the penthouse.

INT. STARK PENTHOUSE - DAY

Loki walks in, holding the scepter. Tony casually walks down the steps, towards the bar.

LOKI

Please tell me you're going to appeal to my humanity.

TONY

Uh...actually, I'm planning to threaten you.

LOKI

You should have left your armor on for that.

TONY

Yeah, it's seen a bit of mileage. You've got the blue stick of destiny. Would you like a drink?

LOKI

Stalling me won't change anything.

TONY

No, no, no! Threatening. No drink? You sure? I'm having one.

LOKI

The CHITAUURI are coming, nothing will change that. What have I to fear?

TONY

THE AVENGERS.

(Loki looks at him, confused)

It's what we call ourselves, sort of like a team. 'EARTH'S MIGHTIEST HEROES' type of thing.

LOKI

Yes, I've met them.

TONY

(smiling)

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

TONY (CONT'D)

But, let's do a head count here. Your brother, the demi-God; a super soldier, a living legend who kind of lives up to the legend; a man with breath-taking anger management issues; a couple of master assassins, and you, big fella, you've managed to piss off every single one of them.

LOKI

That was the plan.

TONY

Not a great plan. When they come, and they will, they'll come for you.

From underneath the bar table, Tony pulls on COLANTOTTE BRACELETS, a honing device.

LOKI

I have an army.

TONY

We have a HULK.

LOKI

I thought the beast had wandered off.

TONY

You're missing the point. There's no throne, there is no version of this, where you come out on top. Maybe your army comes and maybe it's too much for us, but it's all on you. Because if we can't protect the Earth, you can be damned well sure we'll avenge it.

LOKI

(slowly walks up to him; raising the scepter)

How will your friends have time for me, when they're so busy fighting you?

Loki TAPS Tony on the chest with his scepter. PING! Nothing. Confused, Loki tires again. PING! NOTHING.

LOKI

It should work.

TONY

Well, performance issues. You know?

In anger, Loki GRABS Tony by the throat and FLINGS him across the room.

TONY

Jarvis. Anytime now.

Loki grabs Tony by the throat again.

LOKI

You will all fall before me.

LOKI THROWS TONY OUT THE WINDOW. Tony FREEFALLS down the tower.

From behind Loki, an elevator opens and a RED POD SHOOTs out. The pod LASER SIGNALS the COLANTOTTE BRACELETS on Tony. The POD begins to TRANSFORM into the MARK VII suit.

It LATCHES onto Tony. IRON MAN. The suit FLIES up before he hits the ground or the gazing people. Loki looks up, angry.

IRON MAN

And there's one other person you pissed off! His name was Phil.

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

EXT. STARK TOWER - DAY

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

EXT. VASTNESS OF SPACE

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

INSIDE THE SUIT

TONY

Right. Army.

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

EXT. MANHATTAN - DAY

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

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

EXT. STARK TOWER - DAY

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

THOR

Loki! Turn off the Tesseract or I'll destroy it!

LOKI

You can't. There is no stopping it. There is only the war!

THOR

So be it.

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

EXT. MANHATTAN - DAY

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

EXT. SKY - DAY

The QUINJET BOOMS into the city.

BLACK WIDOW (V.O.)
Stark, we're heading north east.

INSIDE THE SUIT

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

EXT. STARK TOWER - DAY

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

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

INSIDE THE SUIT

JARVIS
Sir, we have more incoming.

TONY
Fine. Let's keep them occupied.

IRON MAN heads back to the portal.

EXT. STARK TOWER - DAY

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

INT. QUINJET - DAY

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

HAWKEYE
Yeah.

BLACK WIDOW

See them.

HAWKEYE BANKS the jet towards STARK TOWER. Aims the MINIGUN at Loki. Loki AIMS the scepter at the QUINJET and FIRES A BLAST OF ENERGY. Thor gets to his feet, TACKLING Loki down hard.

THE QUINJET is soon caught on fire. HAWKEYE maneuvers one wing of the jet. They SPIN and SLOW. DROPPING OUT OF THE AIR AS IT PASSES OVER SKYSCRAPERS. Then... they SLAM into the street.

INT. QUINJET - DAY

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

EXT. FOUR WAY STREET - DAY

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

EXT. VASTNESS OF SPACE

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

EXT. BRIDGE STREET - DAY

They look up, out of their element. From both sides, CHITAUURI SOLDIERS CLING OFF and attach themselves to the sides of the buildings, sliding down. Some CRASH into these buildings and begin FIRING from their ENERGY RIFLES at innocent people.

CAPTAIN AMERICA

Stark, are you seeing this?

INSIDE THE SUIT

TONY

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

CAPTAIN AMERICA (V.O.)
Banner?

TONY
Just keep me posted. Jarvis, find me a
soft spot.

IRON MAN quietly flies behind and parallel with the CHITAU
LEVIATHAN.

EXT. STARK TOWER - DAY

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

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

LOKI
(tries to look away)
It's too late. It's too late to stop
it.

THOR
No. We can. Together.

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

LOKI
Sentiment.

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

EXT. BRIDGE STREET - DAY

The TRIO runs behind upside taxis. They look up and see Loki
taking his band down the street and FIRES at the street IN A
CHAIN OF EXPLOSIONS. SMASHING CARS AND HURLING PEOPLE AS IT GOES
IT GOES OFF IN ONE FINAL CONFLAGRATION.

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

CAPTAIN AMERICA
Those people need assistance down there.

CHITAUURI SOLDIERS that have landed near them and begin FIRING at them. BLACK WIDOW pulls both pistols and FIRES. Turns to Cap.

BLACK WIDOW
We got this. It's good. Go!

CAPTAIN AMERICA
(at HAWKEYE)
You think you can hold them off?

HAWKEYE
Captain.
(pulls a trigger on his bow; an arrow is mechanically chosen)
It would be my genuine pleasure.

HAWKEYE shoots an ARROW into the creature's head, gaining a few seconds for CAPTAIN AMERICA as he falls down the bridge, followed by an EXPLOSION.

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

HAWKEYE runs over a bus full of people. From the windows, SMALL CHILDREN are held by their parents for HAWKEYE to pull them out to safety. He runs over to the jammed door and JERKILY opens it. People begin to run out.

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

BLACK WIDOW
Just like BUDAPEST all over again!

HAWKEYE
You and I remember Budapest very differently.

EXT. MANHATTAN - DAY

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

YOUNG COP

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

POLICE SERGEANT

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

YOUNG COP

Do we?

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

CAPTAIN AMERICA

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

POLICE SERGEANT

Why the hell should I take orders from you?

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

POLICE SERGEANT

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

EXT. SKY LINE - DAY

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

IRON MAN

(to JARVIS)

We got his attention. What the hell is
step two?!

IRON MAN flies away.

EXT. BRIDGE STREET - DAY

HAWKEYE TRIPS a CHITAUURI SOLDIER and RAMS an arrow down its
throat. BLACK WIDOW gets her hands on an ENERGY RIFLE and
STICKFIGHTS the hell out of them.

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

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

CAPTAIN AMERICA

What's the story upstairs?

THOR

The powers surrounding the cube is
impenetrable.

IRON MAN (V.O.)

Thor is right. We gotta deal with these
guys.

BLACK WIDOW

How do we do this?

CAPTAIN AMERICA

As a team.

THOR

I have unfinished business with Loki.

HAWKEYE

Yeah, get in line.

CAPTAIN AMERICA

Save it. Loki's gonna keep this fight focused on us and that's what we need. Without him these things could run wild. We got Stark up top, he's gonna need us...

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

BANNER

So, this all seems horrible.

BLACK WIDOW

I've seen worse.

BANNER

Sorry.

BLACK WIDOW

No. We could use a little worse.

CAPTAIN AMERICA

Stark? We got him.

IRON MAN (V.O.)

Banner?

CAPTAIN AMERICA

Just like you said.

INSIDE THE SUIT

TONY

Then tell him to suit up. I'm bringing the party to you.

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

EXT. BRIDGE STREET - DAY

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

BLACK WIDOW

I... I don't see how that's a party...

IRON MAN SWOOPS down the street. The CHITAUURI LEVIATHAN also swoops down, BARRELING down the street like a FREIGHT TRAIN that keeps building and building its intensity.

Banner looks behind. Cap looks at him. Banner begins to walk towards the monster.

CAPTAIN AMERICA

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

BANNER

That's my secret, Captain. I'm always angry.

Banner's body starts to swell and stretch and harden. GREEN SHOOTS THROUGH HIS BODY. THE HULK.

Aaaannndddd.....SSSMMAAASSSHHH!!!! HULK POPS the CHITAUURI LEVIATHAN IN THE NOSE. THE CREATURE FLIPS OVER A 360.

IRON MAN, in mid-flight, extends his arm out and a ROCKET, ready to shoot. IRON MAN FIRES -- the rocket hits a SOFT SPOT -- LARGE CHITAUURI LEVIATHAN are BLOWN COMPLETELY AWAY. Real pain from the CHITAUURI LEVIATHAN. Other pieces of meat CATCH FIRE and withdraw... SIZZLE as they hit the pavement. CAPTAIN AMERICA raises his SHIELD to block them.

From above and on the buildings, the CHITAUURI ARMY watches in horror as a group of EARTH'S MIGHTIEST HEROES FIND THEMSELVES UNITED AGAINST A COMMON THREAT. TO FIGHT THE FOES NO SINGLE SUPER HERO COULD WITHSTAND! THE AVENGERS ASSEMBLE!

EXT. SKY - DAY

Loki watches below, motionless.

LOKI

Send the rest.

EXT. VASTNESS OF SPACE

From the portal, THOUSANDS MORE OF CHITAUURI SOLDIERS AND EVEN MORE CHITAUURI LEVIATHANS FLY OUT!

EXT. BRIDGE STREET - DAY

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

BLACK WIDOW

Guys.

IRON MAN

Call it, Cap.

CAPTAIN AMERICA

Alright, listen up. Until we can close that portal up there, we're gonna use containment. Barton, I want you on that roof, eyes on everything. Call out patterns and strays. Stark, you got the perimeter. Anything gets more than three blocks out, you turn it back or your turn it to ash.

HAWKEYE

Wanna give me a lift?

IRON MAN

Right. Better clench up, LEGOLAS.

IRON MAN lifts HAWKEYE up to the building.

CAPTAIN AMERICA

Thor, you've gotta try and bottleneck that portal. Slow them down. You've got the lightning. Light the bastards up.

(Thor flies up; to Natasha)

You and me, we stay here on the ground, keep the fighting here. And Hulk.

SMASH.

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

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

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

EXT. EMPIRE STATE BUILDING - DAY

Thor grabs onto the tower. Raises MJOLNIR and KRAKAKABOOM! A BLINDING BOLT OF LIGHTNING strikes down from above, colliding on MJOLNIR. THOR AIMS THIS MASSIVE SHOCKWAVE TOWARDS THE PORTAL.

THOR CHANNELS THE BLAST AND FIRES THE ELECTRICITY OUT AT THE CHITAUARI SOLDIERS FLYING OUT OF THE PORTAL. THEY'RE BLASTED BACK IN A MASSIVE SHOCKWAVE. THE CHITAUARI SOLDIERS CONVULSE, DROP DEAD TO THE GROUND. HE EVEN RIPS THE SHIT OUT OF A CHITAUARI LEVIATHAN, WHICH THEN FUCKING EXPLODES.

INT. HELICARRIER BRIDGE - DAY

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

AGENT MARIA HILL
Sir. The council is on.

OH SHIT. Fury presses his screen.

EXT. ROOFTOP BUILDING - DAY

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

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

IRON MAN
Just try and keep them off the streets.

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

IRON MAN
I will roger that.

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

INSIDE THE SUIT

TONY

Nice call. What else you got?

HAWKEYE (V.O.)

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

TONY

And he didn't invite me?

EXT. OFFICE BUILDING - CONFERENCE ROOM - DAY

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

WORKERS' POV

A CHITAUURI LEVIATHAN SWIMS right in front of them.

EXT. OFFICE BUILDING - CONFERENCE ROOM - DAY

Suddenly, another NOISE catches the worker's attention. THE HULK CRASHES THROUGH THEIR FLOOR. SLASHES HIS THROUGH THE ROOM, POUNDING AWAY AND JUMPS OUT ONTO THE JAW OF THE CHITAUURI LEVIATHAN. THE CHITAUURI LEVIATHAN BEGINS TO HEAD DOWN, TRYING TO WAVE OFF THE HULK.

EXT. BRIDGE STREET - DAY

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

BLACK WIDOW

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

CAPTAIN AMERICA
Our biggest guns couldn't touch it.

BLACK WIDOW
Well, maybe it's not about guns.
(gestures the flying chariots)

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

BLACK WIDOW
I got a ride. I could use a lift
though.

BLACK WIDOW backs up giving herself a running start. Cap lifts
and angles his SHIELD.

CAPTAIN AMERICA
Are you sure about this?

BLACK WIDOW
Yeah. It's gonna be fun.

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

[Note: The following sequence will take us through the action in
one extended shot.]

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

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

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

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

INT. HISTORY MUSEUM - DAY

The CHITAUURI LEVIATHAN CRASHES into a history museum. DEAD. THOR and HULK stand on the BACK of the CHITAUURI LEVIATHAN after bringing it down. They stand still, admiring. HULK PUNCHES THOR WITH HIS ENORMOUS HAND. THOR GOES FLYING. HULK SMIRKS.

EXT. STARK TOWER - DAY

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

EXT. BRIDGE STREET - DAY

Several HUMVEES aim their MOUNTED .50 Cal guns into the sky, FIRING and HITTING CHITAUURI RIDERS.

CAPTAIN AMERICA fights off a SOLDIER who is pinning him down with its energy rifle. Cap BREAKS ITS LEG. He stands up, picking up his SHILED.

HAWKEYE

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

CAPTAIN AMERICA

I'm on it.

INT. 42ND BANK - DAY

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

CAPTAIN AMERICA jumps through the window and throws his SHIELD at the CHITAUURI BOMBER. The TWO CHITAUURI SOLDIERS aim their rifles, but Cap heads for cover under a desk, which he KICKS at them.

CAPTAIN AMERICA jumps over the desk, HEADLOCKS A SOLDIER, while BACKHANDING another one over the railing. The crowd moves away. A CHITAUARI SOLDIER attacks him from behind and RIPS OFF HIS HELMET. The bomb is beeping faster.

CAPTAIN AMERICA
Everyone! Clear out!

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

EXT. OUTSIDE THE BANK - CONTINUOUS

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

INT. HELICARRIER BRIDGE - DAY

Back in the bridge, Fury sees on his VIEWSCREEN the WORLD SECURITY COUNCIL.

WORLD SECURITY COUNCIL #2
Director Fury, the council has made a decision.

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

WORLD SECURITY COUNCIL #1
Director, you're closer than any of our subs, you scramble that jet...

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

WORLD SECURITY COUNCIL #1
If we don't hold them in the air, we
lose everything.

NICK FURY
I'd send that bird out, we already
have.

Fury shuts off his viewscreen.

EXT. MANHATTAN - DAY

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

BLACK WIDOW
Oh. You.

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

EXT. ROOFTOP BUILDING - DAY

HAWKEYE looks at BLACK WIDOW, astonished.

HAWKEYE
Nat, what are you doing?

BLACK WIDOW (V.O.)
Uh... a little help!

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

HAWKEYE
I've got him.

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

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

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

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

EXT/INT. STARK PENTHOUSE - DAY

As Loki looks up, shocked at what just happened, THE HULK IS LEAPING UP AND KICKS LOKI, HURTLING TOWARDS THE GLASS WINDOW. He COLLAPSES as he hits the wall. THE HULK jumps in, ready to attack.

Loki ROLLS himself up in a flurry of broken glass, STANDING UP TO THE HULK.

LOKI

ENOUGH! YOU ARE, ALL OF YOU ARE BENEATH ME! I AM A GOD, YOU DULL CREATURE, AND I WILL NOT BE BULLIED...

HULK GRABS LOKI BY THE LEGS AND SMASHES HIM AGAINST THE FLOOR REPEATEDLY AND FINALLY THROWS HIM ASIDE TO THE GROUND, FLATTENING LOKI.

HULK

PUNY GOD.

LOKI WHIMPERS IN PAIN.

EXT. STARK TOWER - DAY

BLACK WIDOW walks up the CMS machine. Selvig, slumped down, weakened, looks at her desperately.

The Tesseract's energy is firing towards the portal, gaining in strength, at the surge of energy moving through the sky.

BLACK WIDOW

Doctor.

SELVIG

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

BLACK WIDOW

It's not your fault. You didn't know what you were doing.

SELVIG

Well, actually I think I did. I built
in a safety to cut the power source.

BLACK WIDOW

Loki's scepter.

SELVIG

It might be able to close the portal.
(Selvig looks down. He sees a GOLD
GLEAM)
And I'm looking right at it.

EXT. MANHATTAN - DAY

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

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

JARVIS

Sir, we will lose power before you cut
through that shell.

IRON MAN flies up ahead, facing the oncoming monster.

IRON MAN

JARVIS. You ever hear the tale of
Jonah?

JARVIS

I wouldn't consider him a role model.

IRON MAN FLIES TOWARDS THE CHITAUURI LEVIATHAN, UNLEASHING EVERY ARSENAL ON THE SUIT. The CHITAUURI LEVIATHAN opens its mouth. IRON MAN flies in and BURSTS out the other end, making the CHITAUURI LEVIATHAN collapse.

IRON MAN rolls down the street. The wind is knocked out of him. He looks up with an overwhelming sigh as a SMALL BAND of CHITAUURI SOLDIERS rush towards him, holding out their rifles.

EXT. ROOFTOP BUILDING - DAY

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

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

EXT. MANHATTAN - DAY

The HULK holds CHITAUURI SOLDIERS by the face and SLAMS them down. More keep coming. HULK looks up. HUNDREDS OF RIDERS HOVER OVER HIM. Then... they begin to fire ENERGY BLASTS. HULK TAKES THEM LIKE HE'S RUNNING THROUGH A LIGHT RAIN. BLOCKING THE STREAM OF STREAKING BLASTS, AS THOUGH SWATTING AT BEES.

EXT. HELICARRIER DECK - DAY

A lone pilot sits in his cockpit, listening.

WORLD SECURITY COUNCIL #2
DIRECTOR FURY is no longer in command.
Override order, 7 ALPHA 11.

7 ALPHA 11 PILOT
7 ALPHA 11, confirmed. Prepare to
takeoff.

He ignites his engine.

INT. HELICARRIER BRIDGE - DAY

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

AGENT MARIA HILL

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

EXT. HELICARRIER DECK - DAY

NICK FURY RUNS OUT TO THE DECK, HOLDING A FUCKING AIRTRONIC RPG-7. He takes AIM and FIRES, HITTING the TAIL END of the jet. The jet SKIDS OFF towards the edge. PILOT UNHARMED.

Suddenly, another 7 ALPHA 11 JET FLIES off. Fury stands there, knowing he can't do anything about it.

NICK FURY

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

IRON MAN (V.O.)

How long?

NICK FURY

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

EXT. MANHATTAN - DAY

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

IRON MAN

Jarvis, put everything we got into the thrusters!

JARVIS

I just did.

IRON MAN leaves the streets and flies up into the sky.

EXT. SKY - DAY

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

7 ALPHA 11

Destination is in 2 minutes, 30 seconds mark.

EXT. MANHATTAN - DAY

CAPTAIN AMERICA AND THOR BATTLE, SIDE TO SIDE. Cap and Thor both throw their respected weapons. Thor catches MJOLNIR, but as Cap turns, an ENERGY BLAST strikes him down hard. Thor runs over to

broken car, swings the hammer and flips the car over and over on its die, crushing a few CHITAUURI SOLDIERS.

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

THOR

You ready for another bout?

CAPTAIN AMERICA

What? You gettin' sleepy?

EXT. STARK TOWER - DAY

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

BLACK WIDOW

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

EXT. MANHATTAN - DAY

CAPTAIN AMERICA

Do it!

IRON MAN (V.O.)

No, wait!

CAPTAIN AMERICA

Stark, these things are still coming!

INSIDE THE SUIT

TONY

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

EXT. SKY - DAY

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

With a mighty effort, he wrenches the rocket off its course. Steering it from behind, he accelerates quickly, flying straight up into sky, towards the portal.

INSIDE THE SUIT

CAPTAIN AMERICA (V.O.)

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

TONY

(to JARVIS)

Save the rest for return, J.

JARVIS

Sir. Shall I call Miss Potts?

IRON MAN

You might as well.

INT. STARK JET - DAY

PEPPER, along with her crew, watches on T.V., in horror, the destruction in NEW YORK. On the table, her cell is VIBRATING, with Tony's picture on it.

INT. HELICARRIER BRIDGE - DAY

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

EXT. SKY - DAY

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

INT. HELICARRIER BRIDGE - DAY

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

EXT. SPACE

We then see Tony's horror. AN ARMADA. The black sky is filled with what must be ninety ships in a vague cluster. Most of them hang still in the air. Some move swimmingly about.

IRON MAN lets go of the missile. It whistles off into the blackness as IRON MAN IDLY falls back down the portal's opening.

The missile reaches the MAIN SHIP. The MAIN SHIP IMPLODES, causing the entire ARMADA to burst into a supernova, creating a spectacular heavenly display.

EXT. MANHATTAN - DAY

Suddenly, all of the CHITAUURI SOLDIERS and CHITAUURI LEVIATHANS KEEL OVER and begin to SHAKE, then stop. They all fall over.

THE AVENGERS look up at their CONSULTANT, not sure if he'll make it through.

EXT. STARK TOWER - DAY

Still holding the scepter in hand, BLACK WIDOW shifts around, waiting.

BLACK WIDOW
Come on, Stark...

EXT. MANHATTAN - DAY

Thor and Cap see the supernova coming towards them. Thor nods to Cap.

CAPTAIN AMERICA
(to BLACK WIDOW)
Close it.

EXT. STARK TOWER - DAY

Without hesitating, BLACK WIDOW pulls the scepter out, the TESSERACT turns off its energy beam. The PORTAL QUICKLY CLOSES. A SMALL FIGURE is hurled backwards into the open now closed portal. IRON MAN. Plummeting to the earth.

EXT. MANHATTAN - DAY

CAPTAIN AMERICA
(smiling)
Son of a gun!

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

EXT. MANHATTAN - DAY

THOR
He's not slowing down.

Thor swings Mjolnir around. Just as Thor flies up, THE HULK SNAGS IRON MAN OUT OF THE AIR, BOTH CRASHING AND SLIDING DOWN A BUILDING.

EXT. BRIDGE STREET - DAY

HULK throws IRON MAN off him. Thor and Cap run over to him. Thor RIPS off Tony's helmet. He appears to be dead. They stand around not sure. Then... THE HULK YELLS IN FURY. THE NOISE STARTLES TONY AWAKE.

TONY
What the hell? What just happened?
Please tell me nobody kissed me?

CAPTAIN AMERICA
(a beat)
We won.

TONY
Alright. Hey. Alright. Good job, guys.
Let's just not come in tomorrow. Let's
just take a day. Have you ever tried
shawarma? There's a shawarma joint
about two blocks from here. I don't
know what it is, but I wanna try it.

THOR
(looking up at Stark Tower)
We're not finished yet.

A beat.

TONY
And then shawarma after.

INT. STARK PENTHOUSE - DAY

Loki crawls onto the stair, looking like a piece of shit rag doll. He takes a few breathers, senses someone is behind him. He turns TO FIND THE AVENGERS STARING AT HIM, PISSED.

LOKI

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

THE HULK SNORTS AT HIM.

WEEKS LATER.

INT. SHIELD ANALYTICAL ROOM - DAY

In TV news montage about THE AVENGERS, we see various reports of what happened. Some people agree that the avengers did good, protecting the city. Others believe it was their cause.

OLD MAN (STAN LEE)

Superheroes? In New York? Give me a break!

SENATOR BOYNTON

These so called heroes have to be held responsible for the destruction done to the city. This was their fight. Where are they now?

WAITRESS

What? That this was somehow their fault? Captain America saved my life. Wherever he is, wherever any of them are, I just wanna say thank you.

EXT. CENTRAL PARK - DAY

The Avengers take Thor and Loki, who is handcuffed and muzzled, to a blocked area. Thor shakes hands with his team and gives Selvig a hug. Tony opens the Tesseract's case.

Banner takes it out and places inside a glass tube, held by Thor. Thor gives Loki the other end, who reluctantly takes it. The Asgardians leap into the energy beam. GONE.

Then, one-by-one, the group splinters off, strolling into different directions. Banner climbs in with Tony in his sports car. Steve rides away in his Harley. Natasha and Clint climb back into SHIELD cars. They all part. For now.

INT. SHIELD ANALYTICAL ROOM - DAY

Fury is facing once more members of the WORLD SECURITY COUNCIL

WORLD SECURITY COUNCIL #3
Where are the Avengers?

NICK FURY
I'm not currently tracking their whereabouts. I'd say they've earned a leave of absence.

WORLD SECURITY COUNCIL #2
And the Tesseract?

NICK FURY
The Tesseract is where it belongs: out of our reach.

WORLD SECURITY COUNCIL #1
That's not your call.

NICK FURY
I didn't make it. I just didn't argue with the god that did.

WORLD SECURITY COUNCIL #1
So you let him take it and the war criminal, Loki, who should be answering for his crimes?

NICK FURY
Oh, I think he will be.

WORLD SECURITY COUNCIL #1
I don't think you understand what you've started. Letting the Avengers loose on this world. They're dangerous.

NICK FURY
They surely are. And the whole world knows it. Every world knows it.

WORLD SECURITY COUNCIL #1
Was that the point of all this? A statement?

NICK FURY

A promise.

Fury walks out, towards the bridge.

INT. HELICARRIER BRIDGE - DAY

Fury and Agent Hill walk together, toward the window looking out into the world.

AGENT MARIA HILL

Sir, how does it work now? They've gone their separate ways, some pretty extremely far. We get into a situation like this again, what happens then?

NICK FURY

They'll come back.

AGENT MARIA HILL

You really sure about that?

NICK FURY

I am.

AGENT MARIA HILL

Why?

NICK FURY

Because we'll need them to.

Agent Hill turns around. Fury looks out, smiling.

INT. STARK PENTHOUSE - DAY

TONY AND PEPPER UNVEIL A NEW DESIGN FOR STARK TOWER. CAMERA PULLS OUT, showing the letters for "STARK TOWER" have been blown away, and all that remains is a giant A.

T H E E N D