

INT. BENATAR, FLIGHT DECK - DAY (GUARDIANS)

Clint laughs, watching Natasha expertly pilot a spaceship.

NATASHA

What?

CLINT BARTON

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

NATASHA

(pushing the throttle)
Further every second.

EXT. MORAG - DAY (GUARDIANS)

RHODEY SCANS THE LANDSCAPE.

RHODEY

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

NEBULA

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

RHODEY

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

NEBULA

My father. My sister. And me.

MOVE IN ON RHODEY, CONCERNED.

RHODEY

You? Where are you?

CUT TO:

EXT. BATTLEFIELD, ALIEN PLANET - DAY

BAD NEBULA CUTS DOWN A KORBINITE SOLDIER WITH DUAL BLADES.

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

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

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

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

GAMORA
You're welcome?

BAD NEBULA
I didn't ask for your help.

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

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

BAD NEBULA
Why?

GAMORA
He's found an Infinity Stone.

Off Bad Nebula's intrigued look...

INT. Q-SHIP - DAY

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

BAD NEBULA
Where?

GAMORA
On a planet called "Morag."

EXT. BATTLEFIELD, ALIEN PLANET - DAY

A DARK FIGURE ADVANCES ACROSS THE SMOKY FIELD, RELENTLESS.

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

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

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

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

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

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

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

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

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

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

INT. Q-SHIP - DAY

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

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

GAMORA
He won't like it.

Thanos wipes the blood from his blade.

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

BAD NEBULA
We will not fail you, father.

Thanos finally lays his eyes on her.

THANOS
No. You won't.

BAD NEBULA
I swear I will make you proud-

SUDDENLY, BAD NEBULA STAGGERS, hand to the wall.

GAMORA
Sister, what's-

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

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

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

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

GAMORA
Who was that?

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

Bad Nebula winces. Gamora looks to Thanos.

GAMORA
Her synaptic drive was probably
damaged in battle-

THANOS
Sshhh...

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

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

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

Tony swoops onto the helipad outside the wrecked penthouse.

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

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

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

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

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

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

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

REVEAL TINY SCOTT ON TONY'S SHOULDER.

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

A1 NATASHA
 Who gets the magic wand?

A1 STEVE
 SHIELD's coming up now.

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

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

INTERCUT:

INT. STARK TOWER, HALLWAY - DAY

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

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

STEVE (INTO COM)
 I'm in position.

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

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

A1 NATASHA
 Careful with that.

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

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

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

BROCK RUMLOW
We promise to be extra careful.

Scott stares at Sitwell and Rumlow.

SCOTT LANG
Who are these guys?

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

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

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

A1 THOR WALKS LOKI PAST A1 STEVE.

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

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

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

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

A1 THOR
Yes, that's much better.

He steers his brother into THE MAIN ELEVATOR.

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

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

Al TONY
One sec, just packing my lunch.

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

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

SCOTT LANG
All right. Flick me.

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

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

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

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

Al HULK
(angrily)
Hulk take stairs.

EXT. STARK TOWER - DAY

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

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

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

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

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

Sitwell, Rumlow, and the STRIKE TEAM descend.

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

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

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

STEVE
 Change of plans.

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

BROCK RUMLOW
 Cap.

STEVE
 Rumlow.

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

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

Behind him, Sitwell and Rumlow exchange a glance.

AGENT SITWELL
 Sir? I don't understand-

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

Steve reaches for the scepter, but Rumlow holds tight.

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

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

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

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

STEVE (CONT'D)

Hail Hydra.

THEIR EYES GO WIDE.

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

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

THE DOORS CLOSE. STEVE SMILES TO HIMSELF.

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

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

A1 HULK
SO MANY STAIRS!

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

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

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

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

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

SCOTT LANG (INTO COM)
Bombs away.

SCOTT DROPS BENEATH TONY'S BLACK SABBATH SHIRT.

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

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

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

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

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

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

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

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

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

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

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

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

A1 THOR
Loki will answer to Odin, himself.

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

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

ALEXANDER PIERCE
Just give me the case.

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

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

INTERCUT:

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

Scott studies A TANGLE OF COPPER WIRING.

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

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

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

Tony sees PIERCE reaching for A1 TONY'S CASE.

TONY
Window's closing. Pull my plug.

SCOTT LANG
Here goes...

SCOTT YANKS THE WIRE OUT OF ITS SOCKET.

IN THE LOBBY, A1 TONY GRIPS HIS CHEST.

ALEXANDER PIERCE
Stark?

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

ALEXANDER PIERCE (CONT'D)
MEDIC!

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

THE LOBBY BUZZES, SHIELD AGENTS RUNNING EVERYWHERE.

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

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

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

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

A1 HULK BASHES HIS WAY THROUGH THE LOBBY.

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

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

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

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

A1 THOR LOOKS UP, REALIZING...

A1 THOR
 WHERE'S LOKI?

SHIELD TEAMS FAN OUT, ON ALERT.

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

STEVE heads down a hall, SCEPTER IN HAND.

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

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

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

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

STEVE
 Oh, great.

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

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

STEVE

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

A1 STEVE PULLS *HIS* SHIELD OFF HIS BACK.

A1 STEVE

You're not going to get the chance-

A1 STEVE KICKS STEVE IN THE FACE. Steve stumbles.

STEVE

Forgot about that one.

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

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

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

A1 STEVE

I can do this all day-

STEVE

Yeah, I know...

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

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

A1 STEVE

Where'd you get this?

STEVE

PX. Camp Lehigh. 1943.

A1 Steve stares at Steve, eyes narrowing.

A1 STEVE

You've got a lot of nerve.

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

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

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

STEVE

That *is* America's ass.

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

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

ANCIENT ONE (O.S.)

I wish I could help you, Bruce...

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

ANCIENT ONE (CONT'D)

But if I were to give up the Time Stone to help *your* reality, I'd be dooming my own.

ASTRAL BANNER

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

ANCIENT ONE

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

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

ASTRAL BANNER

Lady, I just want to borrow your necklace-

ANCIENT ONE

At what cost?

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

ANCIENT ONE (CONT'D)

The Infinity Stones create the experience you know as the flow of time. Remove one of the stones, and the flow splits.

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

ANCIENT ONE (CONT'D)
 Now, *your* timeline might benefit.
 My *new* one...would definitely not.

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

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

ANCIENT ONE (O.S.) (CONT'D)
*In this new branch reality, without
 our chief weapon against the forces
 of darkness, our world would be
 overrun...*

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

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

ANCIENT ONE (CONT'D)
 For each stone you remove, you'll
 create a new, vulnerable timeline.
 Millions will suffer.

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

ASTRAL BANNER
 No. But it can erase it.

Astral Banner reaches in and grabs THE VIRTUAL TIME STONE.

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

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

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

ASTRAL BANNER
 We will. I will. I promise.

ANCIENT ONE
 I can't risk this reality on a
 promise.

(MORE)

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

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

The Ancient One freezes.

ANCIENT ONE
What did you say?

ASTRAL BANNER
Strange gave Thanos the Time Stone.

ANCIENT ONE
Willingly? Why?

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

ANCIENT ONE
Or I did.

The Ancient One looks out over a recovering NYC.

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

ASTRAL BANNER
Then he must have had a reason.

ANCIENT ONE
I fear you may be right...

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

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

SMART HULK
Thank you.

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

EXT. SANCTUARY 2 - DAY

THE SANCTUARY-2 LOOMS.

INT. SANCTUARY 2 - DAY

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

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

THANOS
Run diagnostics. Show me her
memory file.

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

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

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

THANOS
Impossible.

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

THANOS
Where is this "other Nebula?"

EBONY MAW
In our solar system. On Morag.

THANOS
Can you access her?

EBONY MAW
Yes. The two are linked.

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

THANOS
Search the duplicate's memory for
Infinity Stones.

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

PROJECTING AN IMAGE OF AVENGERS COMPOUND:

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

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

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

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

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

THANOS
Freeze image.

THE IMAGE FREEZES. THANOS STARES, RECOGNIZING THEM.

GAMORA
Terrans?

THANOS
Avengers. Unruly wretches.

He gestures to A BLURRY REFLECTION WITHIN THE HOLOGRAM.

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

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

GAMORA
I don't understand. Two Nebulas?

Thanos walks into the hologram, studying the faces.

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

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

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

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

FRIGGA

What are you doing?

THOR

Mother! What? Nothing. Hello.

FRIGGA

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

(re. his bathrobe)

What are you wearing?

THOR

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

FRIGGA

And what's wrong with your eye?

THOR

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

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

FRIGGA

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

THOR

Yes, I am-

FRIGGA

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

(eyeing him)

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

THOR

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

FRIGGA

Thor...

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

THOR

I'm totally from the future.

FRIGGA

Yes, you are.

THOR

I need to talk to you.

FRIGGA

We can talk.

Frigga GRABS Thor by the cloak and yanks him away.

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

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

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

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

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

FRIGGA sits with THOR in her chambers.

THOR

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

FRIGGA

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

THOR

Yeah, I guess.

FRIGGA

An idiot, no. A failure, absolutely.

THOR
That's a little harsh-

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

THOR
Okay, maybe just stop talking.

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

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

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

Thor stares at her, biting back emotions.

THOR
I've really missed you, Mum.

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

ROCKET TEARS DOWN THE HALL, EXTRACTION DEVICE IN HAND.

ROCKET
I got it I got it I got it!

A TROOP OF EINHERJAR CHASE AFTER HIM.

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

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

THOR
Mum, I have to tell you something-

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

THOR
But *your* future-

FRIGGA
Is none of my business.

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

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

Thor looks to Frigga.

THOR
 I wish we had more time-

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

Thor smiles. He and Rocket activate their time suits.

ROCKET
 Three...two-

THOR
 No. Wait.

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

ROCKET
 What am I looking at?

FRIGGA
 Sometimes it takes a second.

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

THOR
 (relieved)
 Still worthy.

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

THOR (CONT'D)
 Goodbye, Mum.

FRIGGA
 Goodbye, Son.

THEN, WHOOSH! THOR AND ROCKET DISAPPEAR.

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

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

EXT. MORAG, ABANDONED CITY - DAY (GUARDIANS)

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

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

RHODEY
So, he's an idiot.

NEBULA
Yes.

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

QUILL
Oh, fu-

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

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

NEBULA
Do you hear me complaining?

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

RHODEY
What is that?

NEBULA
The tool of a thief. Come on.

They set out toward the RUINED CITY.

INT. MORAG, TEMPLE VAULT - DAY (GUARDIANS)

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

RHODEY

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

NEBULA

What are you talking about?

RHODEY

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

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

RHODEY (CONT'D)

Traps and stuff.

(Nebula steps inside)

Okay, don't say I didn't warn you.

Rhodey scans the laser web, strategizing.

RHODEY (CONT'D)

These are photovoltaic lasers on a constantly shifting matrix. Gonna be damn near impossible to neutralize unless we-

SUDDENLY, NEBULA REACHES HER CYBERNETIC ARM THROUGH THE WEB. SHE GRABS THE ORB...BUT THE WEB GRIPS HER, FRYING HER ARM.

She pulls out the orb, but sees Rhodey staring at HER BLACKENED CLAW.

NEBULA

I wasn't always like this.

He sees actual emotion somewhere inside her. Favor his exoskeletal leg braces as he softens.

RHODEY

Yeah, me either. I guess we do the best with what we've got, huh?

SHE HANDS HIM THE ORB WITH JUST THE GHOST OF A SMILE.

RHODEY (CONT'D)

Let's get out of here. Place gives me the creeps. Sync up. Three... two...one...

RHODEY TAPS HIS CUFF, SHRINKING AWAY. Nebula goes for hers...BUT HER EYES ROLL BACK.

SHE COLLAPSES, SEIZING VIOLENTLY, THEN GOING STILL. Her eyes snap open, projecting a hologram of...THANOS.

THANOS (HOLO)
What's wrong?

INT. SANCTUARY-2, INTERROGATION CELL - DAY

BACK IN THE INTERROGATION CELL, BAD NEBULA'S EYE BEAMS: *IN THANOS' LODGE, THE AVENGERS SURROUND A ONE-ARMED THANOS.*

THANOS STUDIES HIS HOLO-FUTURE-SELF, WATCHING HIS DESTINY PLAY OUT IN FRONT OF HIM.

BRUCE BANNER (HOLO)
You murdered trillions.

THANOS (HOLO)
You should be grateful.

NATASHA (HOLO)
Where are the stones?

THANOS SMIRKS, PUTTING THE PIECES TOGETHER.

THANOS (HOLO)
Gone. Reduced to atoms.

BRUCE BANNER (HOLO)
You used them two days ago!

THANOS (HOLO)
I used the stones to destroy the stones. The work is done. It always will be...

HE STEPS FORWARD, FINISHING HIS OWN THOUGHT.

THANOS (HOLO) (CONT'D)
I AM INEVITABLE-

THANOS (CONT'D)
I AM INEVITABLE.

Thanos nods to Maw, who freezes the program. THANOS WALKS THROUGH THE HOLOGRAM, STUDYING THE HEROES.

GAMORA
What did you do to them?

THANOS
Nothing. Yet.
(piecing it together)
(MORE)

THANOS (CONT'D)

They're not trying to stop something I'm *going* to do in our time. They're trying to undo something I've *already* done in theirs.

GAMORA

(uneasy)
The stones.

THANOS

I found them all. I won. Tipped the cosmic scales to balance.

EBONY MAW

Sire. This is your future?

THANOS

My destiny.

He stares, mind whirling. He nods. *THE MEMORY RESUMES.*

RHODEY (HOLO)

He's lying.

NEBULA (O.S.)

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

THANOS (HOLO)

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

WHUMP. THOR CUTS OFF THANOS' HEAD. THE VIEW LINGERS AS "NEBULA" STARES AT HER DEAD FATHER.

THANOS STUDIES HIS SEVERED HEAD...AND SMILES.

THANOS (CONT'D)

And *that* is destiny fulfilled.

Gamora stares, torn. But Ebony Maw fumes on Thanos' behalf.

EBONY MAW

Sire. Your daughter is a traitor.

EBONY MAW GESTURES: CABLES WRAP AROUND NEBULA'S NECK. SHE AWAKENS, PANICKED. She looks up at Thanos.

BAD NEBULA

(choking)
No. Please, father. That's not me. I would never betray you.
Please-

Thanos UNWRAPS the cord. He touches his daughter's face.

THANOS
Ssh, child. I know. And you'll
have the chance to prove it...

INT. MORAG, TEMPLE VAULT - DAY (GUARDIANS)

ZZZT. ON THE FLOOR, NEBULA'S EYES SNAP OPEN, HORRIFIED.

NEBULA
He knows...

EXT. MORAG - DAY (GUARDIANS)

BOOTS POUND ACROSS THE ROCKS. NEBULA RUNS FLAT OUT,
DESPERATE, HEADING FOR THE ESCAPE POD.

INT. ESCAPE POD - DAY (GUARDIANS)

NEBULA rushes to the console and opens A COMMUNICATION LINK.

NEBULA (INTO COM)
Barton, Romanoff, come in. We have
a problem. Thanos knows! Thanos-

Suddenly, A SHADOW falls over the Pod. Nebula looks out the
cockpit window...

AS A TRACTOR BEAM PULLS THE ENTIRE POD SKYWARD.

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

IN THE ALLEY, Steve drops down from the building. He hears A
WHISTLE. TONY waves from behind a crashed car.

TONY
We've got a problem.

TIME CUT:

STEVE huddles with TONY and SCOTT.

STEVE
How could you lose it?

TONY
What do you want? I got hit in the
head with a Hulk!

SCOTT LANG

You said we only had one shot.
This was our shot. We shot it. It
was six stones or nothing! Six
stones-

TONY

You're not helping-

SCOTT LANG

You ruined the Time Heist!

TONY

Okay, okay, Loki's from Asgard,
he's comfortable there. Knows the
restaurants. It's a safe bet he
visits home. If we can just grab
This-Thor and explain the
situation, he and I can fly-

STEVE

Loki could be anywhere in the
universe. We'd be old men before
we found him.

As Steve and Scott debate, MOVE IN ON TONY, MIND WHIRLING...

STEVE (CONT'D)

What other options did we have on
the Tesseract?

SCOTT LANG

Whoa, whoa. We don't have any
other options. We can't go to any
other *times*. No do-overs! We've
only got one particle left, each.
Use it now, that's it, bye-bye, we
don't come home.

STEVE

But if we don't try, nobody else
comes home, either.

TONY

I got it! There's another way to
re-take the Tesseract, and acquire
new particles.

(to Steve)

Military installation, Garden
State.

Steve eyes Tony, BEGINNING TO UNDERSTAND.

STEVE
When were they both there?

TONY
I have a vaguely exact idea.

STEVE
How vague?

SCOTT LANG
Hang on, what's in New Jersey?

TONY
I know they were there, and I know
how I know.

STEVE STUDIES TONY A LONG MOMENT...

STEVE
Looks like we're improvising.

SCOTT LANG
Wait! What are you improvising?

STEVE HANDS SCOTT THE STAFF.

STEVE
Scott, take this back to the
Compound.

TONY
All right, suits on. Try these
coordinates. 04-07-19-70...

SCOTT LANG
Steve- Cap- Captain America, if you
do this and he's wrong...you're not
coming back.

Steve and Tony let the weight of that sink in. *He's right.*
Even so, Tony turns to Steve.

TONY
You trust me?

STEVE
I do.

THEY STARE AT EACH OTHER, THEN...CLICK. THEY BOTH HIT THEIR
CUFFS. TONY AND STEVE SHRINK TO NOTHING...

EXT. NEW JERSEY WOODS - DAY (1970)

CUE MUSIC: "HEY LAWDY MAMA," STEPPENWOLF.

A 1970 Oldsmobile motors down a wooded road. The bumper sticker reads: "NUFF SAID."

At the wheel, **STAN LEE (48)**, LONG HAIR, MOUSTACHE, OPEN SHIRT, sings along to the radio, TWO LADIES at his side.

He passes by AN ARMY BASE, throwing a peace sign to A GUARD.

STAN LEE
Make love, not war, baby!

He roars off, passing A FADED SIGN: "U.S. ARMY - CAMP LEHIGH - BIRTHPLACE OF CAPTAIN AMERICA." MOVE INTO THE BASE...

TONY (O.S.)
You weren't actually born here,
right?

EXT. CAMP LEHIGH - DAY (1970)

SOLDIERS MARCH PAST AS...

Tony and Steve round the corner, TONY IN A LAB COAT and STEVE IN GREEN KHAKIS, LOW-PULLED CAP, AND MIRRORED SUNGLASSES.

STEVE
The idea of me was.

TONY
(looking around)
All right. If I was SHIELD and I wanted to hide my quasi-fascistic black site, where would I hide it?

STEVE
In plain sight.

Steve nods at A MAN IN A GRAY SUIT approaching a building, "MUNITIONS." He opens the door with a retro-tech PUNCH CARD.

TONY TOUCHES HIS GLASSES: *HE X-RAYS INTO THE GROUND, ILLUMINATING...TWENTY FLOORS OF SECRET, UNDERGROUND BASE.*

INT. CAMP LEHIGH, ELEVATOR - DAY (1970)

Muzak plays as STEVE and TONY ride down with **A FEMALE SHIELD AGENT.**

She stares awkwardly at Tony. Steve keeps his hat down. Ding. The doors open. Tony exits, then turns back to Steve.

TONY
Good luck with that mission,
Captain.

STEVE
Good luck with your project,
Doctor.

Tony ducks out. The doors close. The Agent turns to Steve.

FEMALE SHIELD AGENT
You new here?

STEVE
Not exactly.

INT. CAMP LEHIGH, SHIELD FACILITY, ARCHIVES - DAY (1970)

TONY searches HIGH, CROWDED ARCHIVE SHELVES.

TONY
Come on, you little hexahedron,
where are you hiding?

Finally, he spots A HIGH TECH SAFE. He grabs a briefcase, then NANOS A GAUNTLET, FRYING THE SAFE'S LOCK.

It opens revealing...THE TESSERACT. Tony smiles.

TONY (CONT'D)
You may not know it now, but
someday you're going to be a real
pain-in-the-ass.

Just then...THE ARCHIVE DOOR OPENS.

HOWARD STARK (O.S.)
Hey, Arnim, you in here?

TONY LOCKS THE CUBE IN THE BRIEFCASE JUST BEFORE...

HOWARD STARK (49) APPEARS, carrying ROSES AND A CAN OF SAUERKRAUT. TONY STARES, STUNNED.

HOWARD STARK (CONT'D)
Hey, I'm looking for Dr. Zola. You
seen him?

TONY
No. Haven't seen a soul.

Tony stands in front of his father, overwhelmed. Howard looks at him, a bit suspicious.

HOWARD STARK

I know you?

From his pocket, TONY GENERATES A BADGE OUT OF NANO-TECH. He holds it out.

TONY

No, sir. Just visiting from MIT.

HOWARD STARK

That so? Got a name?

TONY

Howard...

HOWARD STARK

Easy to remember-

TONY

Potts.

HOWARD STARK

I'm Howard Stark.

(shaking hands)

You seem a little green around the gills, Potts. Need some air?

TONY

That'd be swell.

Tony distractedly walks away, leaving the briefcase.

HOWARD STARK

Need the briefcase?

PRE-LAP A RINGING PHONE...

INT. CAMP LEHIGH, SHIELD FACILITY, PYM'S LAB - DAY (1970)

CLOSE ON: AN ANT. A phone continues to ring. Then...

HANK PYM (O.S.)

Hello?

PULL BACK: THE ANT CRAWLS IN AN ANTFARM ON A LAB SHELF.

STEVE (OVER PHONE)

Dr. Pym?

HANK PYM (O.S.)
That would be the number you
called, yes.

PAN across the shelf to A CHART OF WASP MATURATION.

STEVE (OVER PHONE)
This is Captain Stevens, from
shipping. We have a package for
you.

KEEP PANNING to A PROTOTYPE ANT-MAN HELMET.

HANK PYM (O.S.)
So bring it up.

STEVE (OVER PHONE)
That's the thing, sir, we can't.

ARRIVE ON...**HANK PYM** (20's), in brown hair and lab coat.

HANK PYM
Maybe I'm confused. Isn't that
your job?

STEVE (OVER PHONE)
It's just...sir, the box is
glowing. And to be honest, a
couple of our mail guys aren't
feeling great-

HANK PYM
They didn't open it, did they?!

INT. CAMP LEHIGH, SHIELD FACILITY, HALLWAY - DAY (1970)

A DOOR MARKED, "DR. HENRY PYM," flies open. Hank exits,
fuming, brushing past...STEVE.

Steve watches Hank stalk off...THEN DUCKS INTO HANK'S LAB.

INT. CAMP LEHIGH, SHIELD FACILITY, ELEVATOR - DAY (1970)

HOWARD and TONY step onto AN ELEVATOR. The doors shut.

TONY
Sauerkraut and a bouquet...big
night planned?

HOWARD STARK
(lifting one at a time)
My wife's expecting. And too much
time at the office.

Tony puzzles the dates out in his head...

TONY
Congratulations.

HOWARD STARK
Thanks.

TONY
How far along is she?

HOWARD STARK
Gee, I suppose...
(indicating)
...this far. She's at the point
where she can't stand the sound of
my chewing. So I guess I'll be
eating in the pantry again.

TONY
I have a little girl.

TONY SMILES. *He's talking about the man-he's-talking-to's
granddaughter, fifty years before she's born.*

HOWARD STARK
A girl would be nice. Less chance
she'd turn out exactly like me.

TONY
Would that be so bad?

HOWARD STARK
Let's just say the greater good
hasn't always outweighed my own
self interest.

The elevator doors open.

INT. CAMP LEHIGH, SHIELD FACILITY, PYM'S LAB - DAY (1970)

STEVE searches Hank's lab, finally opening the fridge to
find...A TRAY OF BRAND NEW PYM PARTICLES.

INT. CAMP LEHIGH, SHIELD FACILITY, HALLWAY - DAY (1970)

Steve exits Hank's lab and heads for the elevator. But it opens, revealing THE FEMALE AGENT FROM EARLIER, WITH **AN M.P.**

M.P.

You've never seen either of these men before?

FEMALE SHIELD AGENT

No. But I have an eye for this. Something looked fishy.

M.P.

Describe 'fishy'.

FEMALE SHIELD AGENT

One of them had a hippie beard.

M.P.

We talking Bee Gees or Mungo Jerry?

FEMALE SHIELD AGENT

Definitely Mungo Jerry.

M.P.

(over walkie-talkie)

This is Chesler. We need every available agent to sub-level 6. We have a potential breach.

Steve ducks through the nearest door...

INT. CAMP LEHIGH, SHIELD FACILITY, PEGGY'S OFC. - DAY (1970)

Steve enters a darkened office. A glass wall separates it from another bullpen.

Then he sees something on the desk. He stares, stunned, at two photos: one features PEGGY CARTER STANDING WITH JFK.

THE OTHER IS OF SKINNY STEVE.

Steve turns the desk nameplate around: "MARGARET CARTER."

Steve realizes that even twenty-five years later, Peggy never forgot about him.

Just then, THE BULLPEN DOOR FLIES OPEN. LIGHTS SNAP ON, revealing **PEGGY CARTER** (49), talking to someone in the hall.

PEGGY CARTER

So, send them in.

MALE AGENT

They're trying, ma'am, but
Braddock's unit has been stopped by
lightning strikes.

PEGGY CARTER

Oh, for the love of- I'll find the
weather projections. You call
Braddock and tell him to shelter in
place. Assuming he's bright enough
to come out of the rain.

MALE AGENT (O.S.)

Yes, ma'am.

Steve stares at her from the darkness, STUNNED.

Peggy rifles through a file cabinet.

PEGGY CARTER

Here we are...

She flips through a file, reading. In the darkness behind
her, Steve approaches. Peggy reads something disturbing.

PEGGY CARTER (CONT'D)

Crikey O'Reilly.

(calling out)

Sergeant? Hang up and call Air
Command. Braddock needs back up,
immediately.

MALE AGENT

Ma'am?

PEGGY CARTER

Those aren't lightning strikes he's
looking at...

She slaps the file closed and hurries out.

Steve stares after her a long moment.

EXT. CAMP LEHIGH - DAY (1970)

Howard and Tony approach a WAITING LIMO.

TONY

Got any names, yet?

HOWARD STARK

If it's a boy, my wife likes
Elmonzo.

TONY

You might let that stew a while.
You've got time.

HOWARD STARK

What are you, couple years older
than me?

TONY

Yeah. I guess.

HOWARD STARK

Let me ask you a question. When
your kid was born...were you
nervous?

TONY

Wildly.

HOWARD STARK

Did you feel qualified? Like you
had any idea how to successfully
operate that thing?

TONY

I pieced it together as I went
along. I thought about what *my* dad
did...

HOWARD STARK

My old man never met a problem he
couldn't solve with a belt.

TONY

I tried to hold onto the good
stuff. Dad dropped the odd pearl,
here and there.

HOWARD STARK

Like what?

TONY

"No amount of money ever bought a
second of time."

HOWARD STARK

That's good. Smart guy.

TONY

He did his best.

HOWARD STARK

I tell you, this kid's not even here yet, but there's nothing I wouldn't do for him.

Tony takes this in, GRATIFIED. Just then...**EDWIN JARVIS** (56) opens the limo door.

HOWARD STARK (CONT'D)

Besides, if I fall down on the fathering job, old Jarvis is ready to pick up the slack. Isn't that right?

EDWIN JARVIS

Indeed, sir. I shall endeavor to teach the lad the rudiments of judo.

Tony smiles at his old friend. As Jarvis gets in the car, Tony notices...**STEVE WAITING BEHIND A JEEP. TIME TO GO.**

Howard turns to shake Tony's hand.

HOWARD STARK

Well, good to meet you, Potts.

TONY

You're going to do fine, Howard.

HOWARD STARK

Thanks. See you around?

TONY

Count on it...

As he gets into his car, Howard looks to Jarvis.

HOWARD STARK

Have we met him before?

EDWIN JARVIS

We've met a lot of people, sir.

HOWARD STARK

Seems very familiar.

(beat)

Weird beard.

EXT. SANCTUARY 2 - SPACE

The Sanctuary-2 cruises ominously through space.

INT. SANCTUARY-2, PRISON CELL - DAY

WHACK! NEBULA GOES TUMBLING ACROSS THE FLOOR. She gets to her knees, looking up at...BAD NEBULA, GLARING DOWN AT HER.

BAD NEBULA
You're weak.

NEBULA
I'm you-

BAD NEBULA
Shut up!

BAD NEBULA PUNCHES GOOD NEBULA DOWN. GOOD NEBULA GROANS AS BAD NEBULA RIPS OFF HER TIME-SPACE GPS.

THEN **GAMORA** ENTERS. Nebula softens, taking in her (once dead) sister.

NEBULA
You could stop this. You know you want to.
(off Gamora's look)
Did you see what happens in the future? Thanos finds the Soul Stone.

MOVE IN ON GAMORA, WHEELS TURNING...

NEBULA (CONT'D)
You want to know how he does that?
You want to know what he does to you-

BAD NEBULA
ENOUGH!

BAD NEBULA SMACKS HER THE HARDEST YET, THEN LEANS IN WITH A JAGGED INSTRUMENT OF TORTURE.

BAD NEBULA (CONT'D)
You disgust me...but that doesn't mean you're useless.

SHE PRIES OFF THE ORANGE PANEL FROM GOOD NEBULA'S HEAD.

Gamora takes in this new development...

INT. SANCTUARY-2, THRONE ROOM - DAY

Bad Nebula enters to find Thanos on his throne. She hands him Good Nebula's TIME-SPACE GPS. He smiles.

Bad Nebula affixes Good Nebula's orange panel onto her head.

BAD NEBULA
How do I look?

EXT. BENATAR - SPACE

THE BENATAR approaches Vormir.

TITLE: VORMIR, 2014

INT. BENATAR, FLIGHT DECK - SPACE

NATASHA and CLINT stand on the flight deck, staring at THE MAJESTIC, PURPLE PLANET.

CLINT BARTON
Under different circumstances, this
would be totally awesome.

EXT. VORMIR - DAY

Clint and Natasha eye THE BENATAR resting on a sand dune.
Clint fires a Pym Particle.

WHOOSH, THE ENTIRE SHIP DISAPPEARS. CLINT lifts THE SHRUNKEN BENATAR and tucks it in his pocket.

CLINT AND NATASHA TREK ACROSS THE DUNES OF VORMIR,
TOWARD...THE MOUNTAIN.

EXT. VORMIR, MIDWAY UP THE MOUNTAIN - DAY

Natasha and Clint climb, ragged. They approach AN ARCHWAY.

CLINT BARTON
Really starting to regret my choice
here.

NATASHA
Yeah. I'm gonna bet the raccoon
didn't have to climb a mountain.

CLINT BARTON
I don't think technically he's a
raccoon...

NATASHA
Whatever. He eats garbage-

THEY HEAR SOMETHING. THEY WHIRL, WEAPONS UP. A HOODED FIGURE APPROACHES.

HOODED FIGURE

I assure you, you have nothing to fear from me.

CLINT BARTON

Creepy.

HOODED FIGURE

Welcome Natasha, daughter of Ivan. Clint, son of Edith.

CLINT BARTON

Creepier.

NATASHA

Who are you?

RED SKULL

Consider me a guide. To you, and to all who seek the Soul Stone.

NATASHA

Great. You show us where it is, and we'll be on our way.

The figure removes his hood, revealing...**THE RED SKULL.**

RED SKULL

Oh, liebchen. If only it were that easy...

EXT. VORMIR, MOUNTAIN TOP - DAY

START ON JAGGED ROCKS. TILT UP TO SEE SKULL, NATASHA, and CLINT staring down from the ALTAR.

RED SKULL

What you seek lies in front of you. As does what you fear.

NATASHA

The Stone is down there?

RED SKULL

For one of you. For the other...
(smiling it away)
The Stone demands a sacrifice. In order to take it, you must leave behind that which you love.

SKULL POINTS A BONY FINGER DOWN THE WELL.

RED SKULL (CONT'D)
A soul for a soul.

Natasha and Clint stare down the well, stunned.

TIME CUT:

RED SKULL STARES DOWN THE WELL, robes whipping in the wind.

CLINT BARTON (O.S.)
Maybe he's full of shit.

FIFTY FEET AWAY, AT THE MONOLITHS, NATASHA AND CLINT HUDDLE.

NATASHA
I don't think so.

CLINT BARTON
Why, because he knew your daddy's
name?

NATASHA
I didn't.
(off his look)
Thanos left here *with* the stone,
and *without* his daughter. You
really think that's a coincidence?

They both look out at the well, heavy.

NATASHA (CONT'D)
(under her breath)
Whatever it takes...

CLINT BARTON
(under his breath)
Whatever it takes...

Natasha goes to Clint, resolved.

NATASHA
If we don't get the stone, billions
of people are going to stay dead.

CLINT BARTON
Then I guess we both know who it
has to be.

NATASHA
Yeah. Guess we do.

They take each other's hand. A long goodbye beat. Except...

CLINT BARTON

I'm starting to think we don't mean
the same person.

NATASHA

For the last five years, I've been
trying to do one thing -- get to
right here. This is all it's been
about. Bringing everybody back.

CLINT BARTON

Do *not* get all decent on me-

NATASHA

You think I *want* to do it? I'm
trying to save your life, you idiot-

CLINT BARTON

And I don't want you to.

(beat)

Nat. You know what I've done.
What I am now. Your life's worth
ten of mine-

NATASHA

I don't judge people by their worst
mistakes-

CLINT BARTON

Maybe you should-

NATASHA

You didn't.

That stops him. He looks in her eyes, then down, giving in.

CLINT BARTON

You're a pain in my ass, you know
that?

She relaxes for the briefest moment. Just then, CLINT SWEEPS
OUT HER LEGS, PINNING HER DOWN.

CLINT BARTON (CONT'D)

Tell my family I love them.

SHE REVERSES, SENDING HIM TUMBLING.

NATASHA

Tell them yourself.

SHE FIRES A WIDOW'S BITE INTO HIS CHEST AND MAKES A BREAK FOR
THE CLIFF. SHE'S HALFWAY THERE WHEN...

BOOM! AN EXPLODING ARROW KNOCKS HER OFF HER FEET.

Clint races past her...leaping off edge of the cliff. Just as he falls...

NATASHA TACKLES HIM IN MID-AIR. They drop, but NATASHA SHOTS HER GRAPPLING LINE INTO THE CLIFF.

THEY SLAM INTO THE CLIFFSIDE. She attaches the other end of her grappling line to Clint's belt...saving his life.

She slides, but he reaches out and grabs her...saving hers.

CLINT BARTON

Damn you.

They hang there a long, terrible moment. CLINT'S GRASP STARTS TO LOOSEN. Finally, she looks him in the eye.

NATASHA

Let me go.

CLINT BARTON

No. Please no...

The two friends stare at each other, a lifetime between them.

NATASHA

It's okay...

CLINT BARTON

Natasha, no-

Then Natasha Romanoff kicks off the cliff wall, yanking out of Clint's grasp.

She falls...

Clint dangles from the grappling hook, staring down, helpless, stifling his scream.

WHOOSH! THE WHOLE WORLD GOES WHITE.

EXT. VORMIR, BOTTOM OF THE MOUNTAIN - DAY

When the light fades, CLINT LIES FLOATING IN SPACE. The camera rotates until we see...IT'S A REFLECTION OF THE SKY.

CLINT LIES IN THE POOL AT THE BASE OF THE MOUNTAIN. He sits up and opens his hand to see THE SOUL STONE. His eyes well.

INT. AVENGERS COMPOUND, HANGAR - DAY

THE PENCIL FINALLY CLATTERS TO A STOP AS... WHOOSH, CLINT GROWS INTO THE PRESENT ALONGSIDE THE OTHERS:

SMART HULK HOLDS THE EYE OF AGAMOTTO, SCOTT HAS THE SCEPTER, RHODEY THE ORB, ROCKET & THOR THE EXTRACTION DEVICE, AND TONY & STEVE THE TESSERACT. NEBULA RETRACTS HER TIME SUIT.

Everyone looks around, exhausted. Amazed.

RHODEY

Are you telling me that actually worked?

SMART HULK

Did we get them all?

CLINT DROPS TO HIS KNEES. Steve turns, concerned.

STEVE

Clint? Are you okay?

Clint stares, haunted. SMART HULK realizes...

SMART HULK

Where's Nat?
(everyone stares)
WHERE'S NAT?!

Clint looks up at them, eyes glassy.

EXT. AVENGERS COMPOUND, RIVER - DAWN

SMART HULK, eyes red, stands beside a bench on the dock. Behind him, STEVE, TONY, THOR, AND CLINT STARE OUT, GRIEVING.

TONY

Do we know if she had family?

STEVE

Yeah. Us.

Thor turns, thrown.

THOR

Why are you doing that?

TONY

I'm just asking a question-

THOR

Why are we talking as if she's dead? We have the stones. Bring her back. C'mon, stop this shit.

Clint squeezes away tears.

CLINT BARTON

We can't get her back.

THOR

What's he talking about? Of course, we can.

CLINT BARTON

It can't be undone. That's why.

THOR

No offense, but you're...a very earthly being. We're talking about space magic, here. "Can't" seems a little definitive, don't you think?

CLINT BARTON

Well, I know I'm a little outside my pay grade here, but, she still isn't here, is she?

THOR

That's my point-

CLINT BARTON

It can't be undone. At least that's what the red, floating guy said. But why don't you go talk to him, okay? Why don't you grab your hammer and fly to that place and talk to him. *IT CAN'T BE UNDONE.*

(beat)

It was supposed to be me. She sacrificed her life for that goddamn stone. She bet her life on it.

That lands heavily on all of them. A moment passes.

THEN SMART HULK HURLS THE BENCH INTO THE WATER. It skips across the surface like a stone.

SMART HULK

She's not coming back. We have to make it worth it. *We have to.*

STEVE

We will.

PULL BACK, LEAVING OUR MOURNERS IN TABLEAU...

INT. AVENGERS COMPOUND, WORKSHOP - DAY

ALL SIX INFINITY STONES rest behind safety glass. SOON, ROBOTIC ARMS ENTER FRAME, PLUCKING UP THE POWER STONE.

TONY operates the arms as ROCKET and SMART HULK watch.

The robot arms swing the stone over to...A NEW IRON MAN GAUNTLET. NANO-TECH SHIFTS AND SLIDES, HOLDING IT IN PLACE.

Smart Hulk releases a deep breath.

TIME CUT:

THE COMPLETED GAUNTLET sits in a cradle, SIX INFINITY STONES EMBEDDED IN THE BACK. Pull back to find...

SCOTT, THOR, CLINT, RHODEY, and STEVE watching TONY AND ROCKET FINE TUNE THE GLOVE.

ROCKET

All right. The glove's ready.
Question is, who's gonna snap their
freaking fingers?

Everyone stares a beat. Then, THOR REACHES FOR THE GAUNTLET.

THOR

I'll do it.

TONY

Whoa, whoa, what are you doing-

STEVE

Thor, we haven't decided who's
putting that on.

THOR

Oh. Were all of you just waiting
for the right opportunity?

ROCKET

Maybe I was getting around to it-

SCOTT LANG

We should at least discuss it-

THOR

Staring at the thing isn't going to bring everybody back, is it? Look, I'm the strongest Avenger. It's my responsibility. Fate wills it so.

TONY

Hold on, hold on-

THOR

Stop it! Let me do this. Let me do something good. Something right-

TONY

That thing is channeling enough energy to light up a continent. You're in no condition-

THOR

What do you think is coursing through my veins right now?

RHODEY

Cheez Whiz?

THOR

Lightning.

Smart Hulk steps toward the Gauntlet.

SMART HULK

Lightning won't help you, pal. It's gotta be me.

(approaching)

You saw what those stones did to Thanos. They almost killed him. None of you could survive.

STEVE

And how do we know you can?

SMART HULK

We don't. But the radiation's mostly gamma.

(beat)

It's like I was made for this...

INT. AVENGERS COMPOUND, HANGAR - DAY

THE QUANTUM TUNNEL LIES IN DARKNESS. Then, clack, the lights come on, revealing...

NEBULA, STARING UP AT THE WAITING MACHINE.

INT. AVENGERS COMPOUND, WORKSHOP - DAY

SMART HULK STUDIES THE GAUNTLET. *The moment of truth.*

TONY

Good to go?

SMART HULK

Let's do it.

TONY

Okay, remember, everyone Thanos snapped away five years ago, you're just bringing them back...*to today.* Don't change *anything* from the last five years. Got it?

SMART HULK

Got it.

PAN AROUND as the Avengers ready themselves:

STEVE steps forward, shield on his arm. SCOTT deploys his helmet. RHODEY readies his repulsors.

ROCKET covers his raccoon junk and hides behind THOR. TONY armors up, then nanos a shield to protect CLINT beside him.

TONY

Friday, why don't you go ahead and activate *Barn Door Protocol*?

STEEL DOORS SLIDE SHUT ALL AROUND THE WORKSHOP.

FINALLY, SMART HULK HOLDS UP THE GAUNTLET.

SMART HULK

(under his breath)

Everybody's coming home...

HE SLOWLY SLIPS HIS HAND IN THE GLOVE. SUDDENLY, HE SPASMS, TAKING IN THE POWER AS THANOS DID IN ML1. HE STRUGGLES.

THOR

What's happening? Take it off, take it off!

STEVE

Bruce, you okay?

TONY

Talk to me, Banner.

SMART HULK

I'm...okay...

THEN SMART HULK REACHES OUT HIS HAND...AND SNAPS HIS FINGERS.

CRAAAACK! THE STONES FLARE. A BRIGHT SURGE OF ENERGY RACES UP SMART HULK'S ARM. HE ROARS AS HIS EYES BLAZE GREEN.

A BLAST WHITES OUT THE SCREEN.

INT. AVENGERS COMPOUND, HANGAR - DAY

NEBULA studies THE QUANTUM CONSOLE. She takes off her glove, revealing A PERFECTLY INTACT ARM. THIS IS BAD NEBULA.

SHE OPENS A PANEL IN HER ARM, SNAKES OUT A CABLE...AND JACKS INTO THE CONSOLE. THE QUANTUM TUNNEL boots up.

AS SHE HURRIES AWAY...

EXT. AVENGERS COMPOUND - DAY

FROM HIGH OVERHEAD, WE SEE THE TIME ENERGY SIGNATURE SHOOT FROM THE HANGAR. AN OMINOUS RIPPLE WARPS ACROSS THE SKY...

INT. AVENGERS COMPOUND, WORKSHOP - DAY

WHOOSH! EVERYTHING COMES BACK INTO VIEW. THE GAUNTLET FALLS OFF, ROLLING ACROSS THE FLOOR.

SMART HULK COLLAPSES, ARM WITHERED, SIDE BURNT BLACK. EVERYONE RUSHES OVER. Steve checks Smart Hulk's pulse.

STEVE

Bruce!

TONY

Don't move him!

Then THE BLAST DOORS OPEN, revealing the sound of...CHIRPING. SCOTT walks toward the courtyard.

Smart Hulk's eyes clear. He grasps Steve's arm.

SMART HULK

Did it work?

They pause, as if it only just now occurred to them.

JUST THEN...A CELL PHONE BUZZES.

A STUNNED CLINT TURNS AND APPROACHES HIS PHONE. On the home screen, we see A PHOTO OF HIS WIFE: "LAURA CALLING."

CLINT FINALLY PUTS THE PHONE TO HIS EAR.

CLINT BARTON

Honey?

AT THE WINDOW, SCOTT STARES AT A BIRD FEEDER. DOZENS OF CARDINALS AND FINCHES NIBBLE ON THE SEED.

SCOTT LANG

Guys, I think it-

BOOM! THE BUILDING EXPLODES. DEBRIS SWALLOWS THE CAMERA.

EXT. AVENGERS COMPOUND - DAY

A MUSHROOM CLOUD BILLOWS OVER AVENGERS COMPOUND.

EXT. AVENGERS COMPOUND, CRATER - DAY

Nothing moves. The smoke clears, revealing...A BOMBED OUT CRATER A MILE WIDE. *Avengers Compound has been destroyed.*

Then the light changes...AND THE SANCTUARY-2 parts the clouds. It hovers over the ruins like a vulture.

AN ENERGY BEAM drops to the ground, releasing...

THANOS, FLANKED BY A SQUAD OF OUTRIDERS. The Mad Titan looks around at the devastation he has wrought.

THANOS (INTO COM)

Daughter?

BAD NEBULA (OVER COM)

Yes, father...

OUT OF THE SMOKE WALKS "BAD" NEBULA. Bruised and dirty.

THANOS

So this is the future. Well done.

She tears off THE ORANGE HEAD-PLATE.

BAD NEBULA

Thank you, Father. They suspected nothing.

THANOS

The arrogant never do.

Thanos takes off his helmet, staring up at the crater's edge.

THANOS (CONT'D)
Go. Find the stones. Bring them
to me.

BAD NEBULA
What will you do?

THANOS
Wait.

INT. UNDERGROUND GARAGE, RUINS - DAY

THE UNDERGROUND GARAGE LIES HALF-COLLAPSED.

SMART HULK GRITS HIS TEETH, HOLDING UP THE CEILING WITH ONE
GOOD ARM, HIS OTHER ARM BURNED AND LIFELESS. BELOW...

RHODEY LIES IN THE RUBBLE, WAR MACHINE SUIT SPARKING.

RHODEY
Canopy! Canopy!

Rhodey's suit RATCHETS OPEN. HE HAULS HIMSELF FREE to
see...ROCKET TRAPPED UNDER RUBBLE. AS HE CRAWLS TO HIM...

THE CEILING RUMBLES. SMART HULK WAVERS, MUSCLES QUIVERING.

RHODEY (INTO COM) (CONT'D)
Mayday! Tony. Cap. Does anybody
hear me?!

HE FINALLY REACHES ROCKET. Rocket wheezes, in pain.

RHODEY (CONT'D)
Hang on!

RHODEY WEDGES A PIECE OF REBAR INTO THE DEBRIS. HE HEAVES,
finally managing to lever it off of Rocket. THEN...

THE CRACKED CEILING GIVES WAY. A MILLION GALLONS OF RIVER
WATER RUSH IN. RHODEY TRIES TO KEEP HIS HEAD ABOVE WATER.

RHODEY (INTO COM) (CONT'D)
Mayday! Mayday! We are taking on
water!

INT. TOOL SHOP, RUINS - DAY

CLOSE ON SCOTT LANG lying on a SILVER, METAL FLOOR.

RHODEY (OVER COM)
...anyone...Mayday...Mayday-

Scott groans, coming to.

SCOTT LANG
Wait, what...?

REVEAL, TINY SCOTT LYING IN THE RUINS OF THE ARMORY...ON THE IRON PATRIOT HELMET.

ROCKET (OVER COM)
Tell 'em to...hurry...asses up-

RHODEY (OVER COM)
...trapped...drowning...no time...

Scott jumps to his feet.

SCOTT LANG (INTO COM)
No! Wait, I'm here!

Scott spots WATER TRICKLING THROUGH THE CRACKED FLOOR.

INT. ACCESS TUNNEL - DAY

WATER DRIPS FROM A HOLE IN THE ROOF OF AN ACCESS TUNNEL...ONTO CLINT BARTON, LYING FACEDOWN. He groans.

He opens his hand to find HIS CELLPHONE: HIS WIFE SMILES ON THE SCREEN. "LAURA, ONE MISSED CALL." Clint stares, amazed.

He winces, finding he's been lying atop...THE GAUNTLET. It's bashed out of shape, BUT ALL SIX STONES STILL GLEAM.

CLINT BARTON (INTO COM)
Cap? Stark? Anyone?

STATIC. Then, he hears...A SCRAPING SOUND, TALONS ON CEMENT.

He peers down a darkened tunnel, then unshoulders his bow. HE LOOSES A FLARE ARROW, revealing...

DOZENS OF OUTRIDERS SCRABBLING ALONG THE WALLS AND CEILING. CLINT GRABS THE GAUNTLET AND RUNS. THE CREATURES GIVE CHASE.

INT./EXT. AVENGERS COMPOUND, LAB, RUINS - DAY

FIRES SMOULDER BENEATH THE COLLAPSED CEILING. MOVE THROUGH SMOKE TO FIND...STEVE, out cold. SOMEONE SHAKES HIM.

He wakes to see TONY, HOLDING HIS SHIELD.

TONY
You lose this again, I'm keeping
it.

STEVE
What happened?

TONY
Told you. We messed with time.
Time messed back.

Woody, Steve follows Tony through the ruins of the lab.

STEVE
Where are the others?

TONY
I read life signs, maybe 800 feet
down, but it's hard to tell.

They reach the edge of the crater where THOR LOOKS DOWN
AT...THANOS. Sitting on a rock. Waiting.

TONY (CONT'D)
What's he been doing?

THOR
Absolutely nothing.

The three of them stare a long moment. Then, as if sensing
them, Thanos turns his head...AND LOOKS THEIR WAY.

STEVE
Son of a bitch.

TONY
Yeah.

STEVE
Where are the stones?

TONY
Somewhere under all of this. All I
know is...he doesn't have 'em.

STEVE
So we keep it that way.

That lands. *This is their chance.*

THOR
You know it's a trap.

TONY DEPLOYS HIS ARMOR.

TONY
Don't think I care.

THOR
Just so we're all in agreement.

Thor holds out his hand: MJOLNIR FLIES INTO IT. He holds out his other hand: STORMBREAKER SLAPS INTO HIS PALM.

CRACK! LIGHTNING STRIKES AS HE'S COVERED IN CAPE AND ARMOR.

THOR (CONT'D)
Let's kill him properly this time.

STEVE TIGHTENS HIS SHIELD, LEADING THEM INTO THE CRATER...

EXT. AVENGERS COMPOUND, CRATER - DAY

Thanos sits on his rock, contemplative.

THANOS
You could not live with your own failure. And where did that bring you? Right back to me.

TONY APPROACHES, WARY, AS IF SNEAKING UP ON A RABID DOG. STEVE AND THOR FAN OUT ON EITHER SIDE.

THANOS (CONT'D)
I thought by eliminating half of life, the other half would thrive. But you've shown me that's impossible.
(beat)
Life clings to the past with bloody fingernails. As long as there are those who remember what was, there will be those unable to accept what can be. They will resist.

TONY
Yep. We're all kinds of stubborn.

THANOS
I'm thankful. Because now I know what I must do.

Thanos reaches for his helmet.

THANOS (CONT'D)
I will shred this universe down to its last atom.
(MORE)

THANOS (CONT'D)

And then, with the stones you've collected for me, create a new one, teeming with life that knows not what it has lost, but only what it has been given. A grateful universe.

STEVE

Born out of blood.

Thanos studies Steve as if seeing him for the first time.

THANOS

They'll never know it.

THANOS DRAWS A BLADE OFF HIS BACK, TOWERING OVER THEM.

THANOS (CONT'D)

Because you won't be alive to tell them.

Tony glances over at Steve. *Ready?* Steve nods...

JUST AS THOR CHARGES THANOS. WHAM! ALL THREE AVENGERS ATTACK, USING THEIR SKILLS IN CONCERT.

THANOS STUMBLES, ON HIS HEELS. THE HEROES PUNISH HIM, RELENTLESS.

PULL UP THROUGH THE HAZE, TO THE SANCTUARY-2...

INT. SANCTUARY-2, INTERROGATION CELL - DAY

NEBULA huddles alone in A PRISON CELL. After a beat...THE DOORS RATCHET OPEN. She stares into the shadows.

NEBULA

What do you want?

GAMORA STEPS INTO THE CELL. THE TWO SISTERS FROM DIFFERENT ERAS STARE AT EACH OTHER.

GAMORA

In the future...what happens to you and me?

NEBULA

I try to kill you. Several times. But, eventually...we become friends. We become sisters.

GAMORA

That's hard to believe.

NEBULA

A lot of things that happen will be
hard to believe.

Gamora nearly smiles. She takes a long look at Nebula.
Finally...SHE HOLDS OUT HER HAND.

GAMORA

Come on. We can still stop him.

Nebula takes a deciding moment. Then SHE GRABS GAMORA'S
HAND. One sister pulls the other to her feet.

INT. UNDERGROUND GARAGE, RUINS - DAY

SMART HULK STRAINS AGAINST THE CEILING. RHODEY HANGS ONTO A
PIPE AS THE WATER RISES.

SMART HULK

Rhodey. Rocket. Get out of here.
Save yourselves.

ROCKET SURFACES FROM BELOW, GASPING.

ROCKET

No good. Couldn't even...find a
hole...small enough to abandon you
through.

Suddenly, Smart Hulk snarls in pain as THE CEILING DROPS A
FOOT. His legs buckle as he struggles against the weight.

Finally he sets his jaw...AND STRAIGHTENS HIS LEGS.

SMART HULK

AAARRRGH!

EXT. AVENGERS COMPOUND, CRATER - CONTINUOUS

THE BUILDING RIGHTS ITSELF, LEVELING OUT.

INT. AVENGERS COMPOUND, RUINS - DAY

A RAGING RIVER ROARS THROUGH THE RUINS. AFTER A BEAT...SCOTT
LANG ZOOMS PAST, RIDING A PLASTIC BOTTLE CAP.

RHODEY (OVER COM)

MAYDAY! MAYDAY!

SCOTT LANG (INTO COM)

HANG ON! I'M COMING!

INT. ACCESS TUNNEL - DAY

SHRIEKING OUTRIDERS CHASE BARTON THROUGH THE TUNNELS. CLINT AFFIXES ARROW-CHARGES TO THE WALLS AS HE RUNS.

Just as the Outriders are about to overtake him, Clint hits a button on his bow, DETONATING THE CHARGES...

BRINGING THE ROOF DOWN ON TOP OF THE OUTRIDERS.

Clint rolls, coming up directly underneath A VERTICAL SHAFT.

A cluster of Outriders escape the collapse, lunging for him.

Clint shoots a grappling arrow up the shaft, ascending...BUT SO DO THE OUTRIDERS, skittering up the sides.

Clint draws his katana, slashing the aliens just as...

INT. ACCESS TUNNEL, UPPER CHAMBERS - CONTINUOUS

HE TUMBLES INTO THE UPPER CHAMBER. He gasps, safe. Then he looks up to see (BAD) NEBULA, LOOMING OVER HIM.

CLINT BARTON
Oh, hey. I know you.

She gently takes the Gauntlet.

BAD NEBULA (INTO COM)
Father. I have the stones.

CLINT BARTON
What-

Clint tries to get up, but Nebula puts a boot in his chest and A BLASTER TO HIS HEAD...

GAMORA (O.S.)
Stop.

COVERING CLINT, BAD NEBULA TURNS TO SEE...GAMORA, GUN RAISED.

BAD NEBULA
You're betraying us?

GAMORA
Not you.

GOOD NEBULA steps from the shadows, hands raised, placating. Bad Nebula stares at her future self.

NEBULA
You don't have to do this.

BAD NEBULA
I *am* this.

GAMORA
No. You're not.

Good Nebula takes a tiny step forward. She taps her head.

NEBULA
You've seen what we become-

GAMORA
Sister, listen to her-

BAD NEBULA
Shut up. You're a traitor!

NEBULA
You can change.

Bad Nebula struggles, her face a twisted grimace.

BAD NEBULA
He won't let me.

BAD NEBULA FIRES AT GAMORA, JUST AS GOOD NEBULA DRAWS A GUN AND SHOOTS HER DOWN. BAD NEBULA DROPS.

Good Nebula stares at her dead younger self, conflicted.

Clint picks up the gauntlet, very confused.

CLINT BARTON
I'm not even gonna ask.

EXT. AVENGERS COMPOUND, CRATER - DAY

TONY'S HUD: TONY GLARES RIGHT AT US, AS...

THOR SMASHES HIS HAMMERS TOGETHER, HURLING LIGHTNING INTO THE BACK OF THE IRON MAN SUIT.

TONY SENDS THE RESULTING OVERLOAD AT THANOS...BUT THANOS PROPELLERS HIS BLADE, HOLDING BACK THE BLAST.

THOR USES STORMBREAKER TO BAT MJOLNIR AT THANOS...

THANOS SNATCHES TONY BY THE ANKLE AND USES HIM AS A SHIELD AGAINST THE ONCOMING HAMMER. WHACK!

MJOLNIR PLOWS INTO THE DIRT. TONY GOES TUMBLING, OUT COLD.

TONY'S HUD: FRIDAY TRIES TO REVIVE HIM.

FRIDAY (O.S.)
Boss? Wake up!

INT. UNDERGROUND GARAGE, RUINS - DAY

ROCKET, RHODEY, AND SMART HULK GULP AIR, INCHES FROM THE CEILING, FACING THE END. RHODEY GLANCES OVER AT SMART HULK.

RHODEY
See you on the other side, man.

They take a last breath, THEN THE WATER HITS THE CEILING.

EXT. AVENGERS COMPOUND, CRATER - DAY

Steve slashes at Thanos. The Titan brutally bats him aside.

Thor attacks, but Thanos drives him through walls of debris. THANOS SMASHES HIS FIST INTO THOR'S FACE, OVER AND OVER.

Thor calls for Stormbreaker, but Thanos intercepts it. He presses the blade into Thor's chest, trying to drive it home.

Then, across the field...MJOLNIR RISES INTO THE AIR.

THANOS GRINS, ABOUT TO FINISH THOR OFF, WHEN...MJOLNIR FLIES IN, KNOCKING THE AXE OUT OF HIS HAND.

Follow the hammer as it flies back to the only other man worthy enough to wield it...STEVE ROGERS.

Half-conscious, THOR SEES STEVE HOLDING MJOLNIR.

THOR
I...knew...it...

STEVE ATTACKS, CRACKING THANOS IN THE JAW. THANOS TUMBLES.

BEFORE THE TITAN CAN GET UP, STEVE CALLS DOWN THE LIGHTNING AND SENDS IT CRACKLING INTO THANOS' BODY.

Steve leaps, trying to finish Thanos off...BUT THANOS ROLLS ASIDE, HEAD-BUTTING STEVE BACKWARDS.

THANOS GETS TO HIS FEET, A FAINT SMILE ON HIS FACE.

HE WHIPS OFF HIS HELMET AND ATTACKS STEVE WITH HIS BLADE. BLOW AFTER BLOW. IT'S ALL STEVE CAN DO TO GET HIS SHIELD UP.

THANOS HACKS THE SHIELD TO PIECES, FINALLY KNOCKING STEVE ACROSS THE FIELD.

Steve lies beaten, half a shield still attached to his arm.

THANOS

In all my years of conquest...

Thanos looks out at the tiny human struggling to stand.

THANOS (CONT'D)

Of violence and slaughter...it was never personal.

Thanos gestures behind him as A RUMBLE ECHOES.

THOUSANDS OF ALIENS RING THE LIP OF THE CRATER: THE BLACK ORDER LEADS A PLATOON OF CHITAUURI, SAKAARANS, AND OUTRIDERS.

THANOS (CONT'D)

But I'll tell you now, the things I'm about to do to your stubborn, annoying, little planet...

Q-SHIPS, DROPSHIPS, NECROCRAFT, AND LEVIATHANS BUZZ ABOVE.

THANOS (CONT'D)

I'm going to enjoy it. Very, very much.

Steve stares at Thanos and his army. And even in the face of such overwhelming odds...*he gets to his feet.*

THANOS stares, almost sad, as Steve tightens the broken shield on his arm...AND STARTS WALKING TOWARD HIM.

One man against thousands. All alone.

But just then, Steve's COM CRACKLES. He strains to hear. The com crackles again. We can make out A MUFFLED VOICE.

MUFFLED VOICE (ON COM)

-ap-...-comin-...-ot-

Steve shakes his head, trying to clear it. Slowly, SOUND RETURNS...AND THE WORDS RING CLEAR:

SAM WILSON (O.S.)

Cap. On your left.

PULL BACK...TO SEE A PORTAL OPENING IN THE DISTANCE. OUT OF IT FLIES...**SAM WILSON.**

Steve watches Sam soar over the field, then turns AS EVEN MORE PORTALS OPEN.

FROM ONE: **DR. STRANGE, PETER QUILL, DRAX, MANTIS, PETER PARKER...AND KRAGLIN AND THE RAVAGERS.**

FROM ANOTHER: **T'CHALLA, OKOYE, SHURI, M'BAKU, WANDA, BUCKY, GROOT...AND THE WAKANDAN ARMY.**

FROM A THIRD: **VALKYRIE, KORG, MIEK...AND AN ASGARDIAN ARMY.**

FROM A FOURTH: **PEPPER POTTS (IN RESCUE ARMOR), HOPE VAN DYNE, AND WONG LEADING A SQUAD OF SORCERERS.**

THOR gets to his feet, calling Stormbreaker to his hand as...TONY regains consciousness, staring out at the cavalry.

Wong and Strange quickly find each other.

DR. STRANGE
Is that everyone?

WONG
You wanted *more*?!

JUST THEN, THE GROUND SHAKES AND RUBBLE EXPLODES UPWARDS AS...**GIANT-MAN** BURSTS FROM BELOW.

SCOTT LANG
Top floor, everybody out!

HE OPENS HIS HUGE HAND, RELEASING ROCKET, SMART HULK, AND RHODEY, NOW IN HIS **COSMIC IRON PATRIOT** ARMOR.

STEVE TAKES IN HIS REINFORCEMENTS, THEN STARES OUT AT THANOS.

PAN ACROSS OUR HEROES AS STEVE CALLS MJOLNIR TO HIS HAND.

STEVE
Avengers...assemble.

THOR LETS LOOSE A BATTLE CRY AS HE CHARGES! EVERYONE FOLLOWS SUIT AS OUR HEROES FLOOD THE FIELD.

ACROSS THE WAY, THANOS SMILES AND POINTS HIS BLADE.

TWO MIGHTY ARMIES RACE TOWARD EACH OTHER UNTIL...CLASH!

GIANT-MAN SLUGS A LEVIATHAN IN THE JAW.

DRAX launches himself onto a CULL currently choking the life out of KORG.

TONY blasts overhead. RESCUE joins him. Together, they strafe the field.

STEVE and THOR fight together. Both hold out their hands. Stormbreaker returns to Steve, Mjolnir to Thor, who frowns.

THOR

No. You take the little one.

Elsewhere, TONY BATTLES SEVERAL CULLS. One knocks him into an Outrider, who's about to rip his armor off when...

THWIP. PETER PARKER webs the Outrider, yanking him into the path of...GIANT-MAN'S FOOT. SQUISH.

Tony stares at Peter, emotional. They retract their helmets.

PETER PARKER

Mr. Stark. Holy cow, you would not believe what's been going on. Do you remember when we were in space? And I got all dusty? I must've passed out, because I woke up and you weren't there, but Dr. Strange was, and he was like, "it's been five years, they need us." And he started doing that yellow sparkly thing he does-

But Tony just wraps his arms around him, smashing Peter's face into his chest plate.

PETER PARKER (CONT'D)

(muffled)

Oh. This is nice.

ACROSS THE FIELD...QUILL flies, firing down on Sakaaran soldiers. One leaps off an outcropping...

TACKLING QUILL INTO A WRECKED FUSELAGE, WHERE ANOTHER SAKAARAN WAITS.

Quill drops one, but the other raises his weapon to strike. THEN BLAM! The Sakaaran drops dead on top of Quill.

He pushes the body off to see...GAMORA, BLASTER STILL SMOKING. Quill stares, amazed.

QUILL

Gamora?

HE APPROACHES, OVERWHELMED, EMOTIONAL.

QUILL (CONT'D)
I thought I lost you.

He tenderly strokes her face...and she knees him in the nuts.
Twice. He goes down, gasping.

QUILL (CONT'D)
You missed the first time...then
you got 'em both the second time.

She stares down at him as...NEBULA JOINS HER.

GAMORA
This is the one? Seriously?

NEBULA
Your choices were him or a tree.

ACROSS THE FIELD...CLINT RUNS WITH THE GAUNTLET, PURSUED BY A
CHITAUARI APE. Just before the ape tramples Clint...

SAM WILSON SWOOPS IN, CUTTING THE CREATURE DOWN.

Clint runs on. The heroes confer over coms.

CLINT BARTON
What do you want to do with this
thing?

STEVE
Get those stones as far away as
possible!

SMART HULK
No! We need to send them back
where they came from.

TONY
There's no way to send them back.
Thanos destroyed our time machine.

SCOTT LANG
Hold on!
(shrinking to normal size)
That wasn't our only time machine.

He clicks the KEYS TO LUIS' VAN. From a distance, we hear,
"LA CUCARACHA." Steve immediately gets it.

STEVE
Does anyone see an ugly, brown van
out there?

ABOVE, VALKYRIE SCANS THE FIELD FROM HER PEGASUS.

VALKYRIE

Yeah. But you're not going to like where it's parked.

LUIS' VAN SITS SURROUNDED BY THOUSANDS OF ALIENS, DEEP BEHIND ENEMY LINES.

STEVE SURVEYS THE FIELD: AN ARMY STANDS BETWEEN THEM AND THE VAN, AIR AND GROUND CHOKED WITH ENEMIES.

TONY (INTO COM)

Scott, how long do you need to get that thing working?

SCOTT LANG

Uh, maybe ten minutes.

STEVE

Get it started. We'll get the stones to you.

HOPE VAN DYNE

We're on it, Cap.

SCOTT glances at her. *Cap?* THEY SHRINK DOWN AND FLY AWAY.

TONY FLIES UP TO DR. STRANGE, HOVERING.

TONY

Doc. You said we win one in 14 million. Is this how it goes down?

DR. STRANGE

If I tell you what happens, it won't happen.

TONY

You better be right.

Tony rockets away. Strange coolly watches him go.

ACROSS THE FIELD...EBONY MAW RUSHES TO THANOS.

EBONY MAW

Sire, the stones!

THANOS TURNS TO SEE...CLINT FIGHTING THROUGH THE HORDE, CARRYING THE GAUNTLET.

A CULL HAMMERS CLINT, BUT THEN...T'CHALLA SLASHES THE CULL.

T'CHALLA

Clint, give it to me.

CLINT HANDS THE GAUNTLET TO T'CHALLA, WHO TUCKS IT AND RUNS.

ACROSS THE FIELD...SCOTT AND HOPE FLY OVER A LONG PLATOON OF CHITAUARI, TOWARD LUIS' VAN.

INT./EXT LUIS' VAN - CONTINUOUS

They GROW TO NORMAL SIZE in the front seat. Out the windshield, THANOS' HORDE CHARGES AT THEIR FRIENDS.

SCOTT LANG
(digging around)
Ignition's broken. I'll hotwire it-

HOPE VAN DYNE
Wait, you know how to do that?

Scott splices wires. Sparks fly.

SCOTT LANG
I was in prison. I know how to do a lot of things.

EXT. AVENGERS COMPOUND, CRATER - DAY

T'CHALLA RACES THROUGH THE HORDE...BUT THEN THANOS KNOCKS HIM OFF HIS FEET. THE GAUNTLET GOES TUMBLING.

AS THANOS MOVES IN ON T'CHALLA...ALL AROUND, WRECKAGE BEGINS TO FLOAT. THANOS LOOKS UP TO SEE...

WANDA, HOVERING IN THE AIR, WAITING FOR HIM.

WANDA
You took everything from me.

Thanos takes THE BLADE off his back.

THANOS
I don't even know who you are.

WANDA
You will.

WANDA UNLEASHES A STORM OF RED ENERGY, HURLING WRECKAGE AT HIM. AS THANOS FIGHTS HIS WAY THROUGH IT...

T'CHALLA DIVES FOR THE FALLEN GAUNTLET. SUDDENLY...EBONY MAW MANIPULATES THE EARTH, PULLING THE GAUNTLET TOWARD HIM.

T'CHALLA WRAPS HIMSELF AROUND THE GLOVE, GETTING DRAGGED.

PETER PARKER (O.S.)

I GOT IT!

T'CHALLA TURNS TO SEE PETER WHIZZING PAST. HE HURLS THE GAUNTLET...THWIP! Peter snatches it out of the air.

HE LANDS, ONLY TO FIND HIMSELF SURROUNDED BY OUTRIDERS.

PETER PARKER (CONT'D)

Activate instant kill!

His robotic arms slash with expert precision.

ACROSS THE FIELD...WANDA LIFTS THANOS INTO THE AIR, RIPS HIS ARMOR OFF IN PIECES, THEN SLAMS HIM BACK TO THE GROUND.

Thanos groans, outmatched.

THANOS (INTO COM)

Rain fire. Wipe them all out.

CORVUS GLAIVE FIGHTS GROOT.

CORVUS GLAIVE

But, sire, our troops-

THANOS (INTO COM)

Just do it!

HIGH ABOVE...THE SANCTUARY-2 DESCENDS, CANNONS OPENING UP.

BELOW...WANDA looks up, raising a force field just as...

THE SANCTUARY-2 FIRES DOWN WITH EVERYTHING IT HAS. SAKAARANS AND JABARI ALIKE GO FLYING AS EVERY SQUARE INCH GETS HIT.

THE BARRAGE HAMMERS **THE RIVERBANK.** *CRACKS FORM.*

PEPPER CUTS DOWN AN ALIEN, THEN SPOTS SOMETHING OFF SCREEN.

PEPPER POTTS (INTO COM)

Um, is anyone else seeing this?

TONY, SMART HULK, AND GAMORA turn to see...WATER GUSHING AS THE RIVERBANK THREATENS TO COLLAPSE. SUDDENLY...

STRANGE AND WONG CONJURE TWO HUGE RUNE SHIELDS TO SHORE UP THE BANK. MORE WIZARDS JOIN, CREATING A HUGE "RUNE LEVEE."

THE SANCTUARY-2 MAINTAINS ITS BARRAGE.

ACROSS THE FIELD...STEVE spots PETER PARKER gradually being overwhelmed by Outriders.

PETER PARKER

I got this...I got this...I don't
got this.

STEVE

Hey, Queens! Heads up!

STEVE HURLS MJOLNIR OVER THE THRONG. PETER WEBS ON...LETTING
THE HAMMER PULL HIM OUT OF DANGER.

A MORTAR BLAST KNOCKS HIM OUT OF THE SKY, BUT PEPPER POTTS
RESCUES HIM.

PEPPER POTTS

Hang on, kid. I've got you.

She drags him above the fray, then tosses him to...VALKYRIE
FLYING PAST. PETER PERCHES ATOP PEGASUS.

PETER PARKER

Hey, nice to meet you-aaaaarg!

VALKYRIE SPURS INTO HIGH GEAR, DODGING CANNON FIRE... BUT NOT
FAST ENOUGH. A BLAST KNOCKS PETER TO THE GROUND.

HE GASPS, COVERED IN DEBRIS, STILL CLUTCHING THE GAUNTLET.

ALL AROUND THE FIELD, THE RELENTLESS BARRAGE PINS DOWN OUR
HEROES. ALL HOPE IS LOST.

Rocket and Groot dive for cover. Groot wraps his branches
around them both.

ROCKET

At least we're going out together
this time...

SUDDENLY, EVERYTHING GOES SILENT. ROCKET PEERS OUT FROM
COVER TO SEE...THE CANNONS SWIVELING UP TOWARD THE CLOUDS.

SAM WILSON flies overhead.

SAM WILSON

What the hell is this?

TONY'S HUD: TONY FLIES OVERHEAD, SEARCHING UPWARD.

TONY

Friday, what are they firing at?

FRIDAY (O.S.)

*Something just entered the upper
atmosphere.*

Rocket looks up at...A COMET HEADING STRAIGHT FOR EARTH.

GROOT
(nervous)
I am Groot.

Rocket grins, knowing what's coming.

ROCKET
Just wait for it.

SUDDENLY, THE COMET VEERS...RIGHT TOWARD THE SHIP.

BOOM! THE COMET TEARS THROUGH THE SANCTUARY-2, RIGHT OUT THE OTHER SIDE, REVEALING...**CAROL DANVERS**.

ROCKET (CONT'D)
Oh, yeah!

CAROL GLOWS BRIGHTER AS SHE GOES BINARY, ROCKETING AGAIN THROUGH THE HULL. BOOM! THE SHIP LISTS, ENGINES EXPLODING.

CAROL EYES THE BATTLEFIELD, EXHAUSTED, LIGHT FADING.

STEVE (OVER COM)
Danvers! We're gonna need an assist down here!

CAROL DANVERS (INTO COM)
(under ragged breath)
Roger...Rogers...

INT. VAN - DAY

Scott twists wires on the Quantum Tunnel, hotwiring it.

SCOTT LANG (INTO COM)
I'm almost there. Where's the glove?

EXT. CRATER - DAY

CAROL LANDS IN FRONT OF A DAZED PETER PARKER, WHO STILL HOLDS THE GAUNTLET TIGHT. HE LOOKS UP, CONFUSED.

PETER PARKER
Uh, hey. I'm Peter Parker.

CAROL DANVERS
Hey, Peter Parker. You got something for me?

Peter hands it over, staring out at the approaching horde.

PETER PARKER
I don't know how you're gonna get
it through all that-

WANDA (O.S.)
Don't worry, kid...

Peter turns to see...

WANDA, OKOYE, GAMORA, NEBULA, VALKYRIE, HOPE, AND SHURI
WAITING. Wanda's hands begin to glow.

OKOYE
She's got help.

Carol glances at PEPPER and MANTIS, then tucks the gauntlet
under her arm AND LEADS THEM OUT.

AT THE RIDGE... Thanos spots THE WOMEN OF MARVEL BLASTING
THROUGH HIS TROOPS. HE TRACKS THEIR PATH TO...THE VAN.

SCOTT KICKS THE REAR DOORS OPEN, EXPOSING THE QUANTUM TUNNEL.

SCOTT LANG
Thirty seconds!

Thanos understands immediately. HE GRABS PROXIMA'S SPEAR
FROM HER, AND STARTS RUNNING...

ACROSS THE FIELD... EBONY MAW SENDS WANDA TUMBLING, BUT SHURI
BLASTS HIM OUT OF THE SKY.

CULL OBSIDIAN HAMMERS VALKYRIE, BUT NEBULA TAKES HIM OUT.

CAROL KEEPS GOING, GAUNTLET TUCKED UNDER HER ARM, GETTING
CLOSER AND CLOSER TO...

THE VAN... WHERE THE QUANTUM TUNNEL BURSTS TO LIFE.

ACROSS THE FIELD... GROUNDED HEROES LOOK UP TO SEE CAROL NOW
JUST YARDS AWAY FROM THE GOAL.

SHE PUTS HER HEAD DOWN, FLYING FOR ALL SHE'S WORTH. BUT JUST
AS SHE REACHES THE GAPING VAN DOORS...

THANOS THROWS THE SPEAR...

BOOM! THE VAN EXPLODES, SENDING SCOTT AND CAROL FLYING,
TAKING OUT SOME OF THE WIZARDS HOLDING BACK THE RIVER.

THANOS CATCHES PROXIMA'S RETURNING SPEAR.

TIME SLOWS AS...STEVE, THOR, AND TONY SPOT...THE GAUNTLET, LYING UNGUARDED IN THE DIRT.

The problem is...SO DOES THANOS.

TIME RESUMES AS...THEY ALL SCRAMBLE FOR THE STONES. THEY COLLIDE. THANOS SNATCHES UP THE GAUNTLET, KICKING THOR DOWN.

THANOS KNOCKS TONY ASIDE, THEN SQUEEZES THE CRUSHED GAUNTLET, POPPING IT OPEN...*JUST WIDE ENOUGH TO PUT HIS HAND INSIDE.*

STEVE LUNGES, BUT THANOS THROTTLES HIM. FINALLY CLEAR, THANOS SLIPS ON THE GAUNTLET. BUT BEFORE HE CAN SNAP...

CAROL ARRIVES. SHE GRABS THE GLOVE, PREVENTING HIM FROM CLOSING HIS FIST. HE HEADBUTTS HER...BUT SHE DOESN'T MOVE.

CAROL PRESSES THANOS DOWN, BUT BEFORE HE FALLS...

THANOS PULLS THE POWER STONE FROM ITS HOUSING AND PUNCHES CAROL, SENDING HER FLYING.

THE FIELD GOES QUIET. NOW, NOTHING STANDS IN THANOS' WAY.

Tony gets to his knees, realizing...

The Avengers are going to lose.

ACROSS THE FIELD...WATER STARTS TO SPILL INTO THE CRATER.

STRANGE TRIES TO HOLD IT BACK...BUT IT'S A LOSING BATTLE. He looks to Tony...

Tony meets his eye. And in that moment, all Strange can do is hold up a single finger. "One."

ACROSS THE FIELD...THANOS RETURNS THE POWER STONE TO THE GAUNTLET. JUST AS THE ENERGY SURGES THROUGH HIM...

TONY LUNGES FOR THE GAUNTLET IN THANOS' HAND, NANO-CLAMPING IT IN A VISE. THANOS KNOCKS HIM ASIDE.

HE LIFTS HIS HAND IN THE AIR, TRIUMPHANT.

THANOS
I am...inevitable.

THANOS SNAPS HIS FINGERS. *But nothing happens.* Confused, Thanos turns the glove over to find...THE STONES ARE GONE.

He looks to see...TONY, NANO-PARTICLES SLIDING AND SHIFTING, FORMING A NEW GAUNTLET ON HIS OWN WRIST:

COMPLETE WITH SIX INFINITY STONES. POWER SURGES THROUGH TONY, EXCRUCIATING, BUT HE STILL LIFTS HIS HAND...

TONY
And I...am Iron Man.

SNAP!

WHOOSH. THE TIDAL WAVE EVAPORATES INTO MIST.

ALL AROUND THE FIELD, SAKAARANS AND OUTRIDERS FOLD IN ON THEMSELVES, ATOMS DISINTEGRATING.

THANOS LOOKS AROUND, WATCHING HIS TROOPS DISAPPEAR. SHIPS VANISH FROM THE SKY. CULLS, CHITAUARI, ALL BLOW AWAY...

LEAVING THANOS STANDING ALONE. AFTER A LONG MOMENT, HE SITS DOWN ON A ROCK...AND ACCEPTS HIS FATE. He watches as...

HIS ATOMS DISSOLVE. FINALLY, THANOS DISAPPEARS.

ACROSS THE FIELD, QUILL turns to GAMORA...BUT FINDS HER GONE.

QUILL
Babe? Gamora?

ACROSS THE FIELD...TONY STARK FALLS BACK AGAINST THE UPTURNED ROOTS OF A TREE, ARMOR SMOKING, ARM WITHERED AND BLACKENED.

Dying.

RHODEY RUSHES TO HIM, BUT WITH ONE LOOK, HE KNOWS IT'S TOO LATE. TONY EXHALES, ALMOST LETTING GO. Then...

PETER PARKER lands, kneeling, taking Tony's hand.

PETER PARKER
Mr. Stark...Tony...it's okay, it's okay...Mr. Stark, we won. You did it, sir...

But Tony gazes past him. Rhodey puts his hand on Peter's shoulder, guiding him away...

AS PEPPER ARRIVES. She kneels, heartsick.

PEPPER POTTS
Hey, Friday, what've we got?

FRIDAY (O.S.)
Life functions critical.

Pepper stares into her husband's eyes...and knows.

PEPPER POTTS

Tony, look at me. We're going to be okay...

He stares at her, tears welling. *I'm sorry.*

She touches his face, then leans in to kiss him.

PEPPER POTTS (CONT'D)

You can rest now.

When she pulls back, she sees his eyes, fixed and glassy.

Everything goes quiet. All around, OUR HEROES GATHER, the full weight of what's happened dawning on them.

Tony Stark is gone.

FADE TO BLACK.

EXT. HIGH SCHOOL NEW YORK CITY - NIGHT

PETER PARKER enters a hallway teeming with students. He searches the crowd, finally finding...**NED LEEDS**.

As they embrace...

EXT. SAN FRANCISCO - NIGHT

Fireworks explode over the skyline of San Francisco.

TONY (O.S.)

Everybody wants a happy ending.
But it doesn't always roll that way. Maybe this time.

On Cassie's porch, SCOTT watches with HOPE and CASSIE, all of them grinning.

EXT. BARTON HOME, FRONT PORCH - DAY

TWO BIKES lean on the porch of THE BARTON FARM HOUSE. Then the front door opens...and COOPER and **LILA BARTON** step out.

TONY (O.S.)

I'm hoping if you play this back,
it's in celebration.

(MORE)

TONY (O.S.) (CONT'D)
 I hope families are reunited, I
 hope we get it back and something
 like a normal version of the planet
 has been restored. If there ever
 was such a thing.

She looks up at...A QUINJET descending from the sky.

EXT. WAKANDA - SUNSET

ON THE PALACE BALCONY...T'CHALLA embraces his mother,
RAMONDA. Shuri turns from them to the magnificent sunset.

TONY (O.S.)
 God, what a world. Universe, now.
 If you'd told me ten years ago that
 we weren't alone, let alone to this
 extent, I probably wouldn't have
 been surprised. But come on...

EXT BARTON HOME - DAY

The Quinjet touches down. The rear jump door opens,
 revealing CLINT. He stares at Lila and Cooper, overwhelmed.

TONY (O.S.)
 Who knew what epic forces of dark
 and light would come into play?
 For better or worse, that's the
 reality our children get to grow up
 in.

They throw themselves into his arms. He kisses their heads,
 tears in his eyes. Finally, he looks up to see...

LAURA BARTON, beaming, tearful, holding THREE YEAR-OLD
NATHANIEL'S HAND. Clint gathers them all into a hug.

INT. STARK ECO-COMPOUND, LIVING ROOM - DAY

A HOLOGRAM of TONY STARK projects from an IRON MAN HELMET on
 the table.

TONY (O.S.)
 That's why I thought I'd probably
 better record a little greeting, in
 the case of...an untimely death on my
 part.

(MORE)

TONY (O.S.) (CONT'D)
 I mean, death at any time is
 untimely, but...this "time travel"
 thing we're going to try to pull
 off tomorrow has me scratching my
 head about the "survivability" of
 it all. But that's the hero gig,
 right? Part of the journey is the
 end.

REVERSE to find PEPPER, MORGAN, **HAPPY HOGAN**, RHODEY, THOR,
 STEVE, SMART HULK, and CLINT, all dressed in black, watching.

TONY (CONT'D)
 What am I even tripping for?
 Everything is going to work out
 exactly the way it's supposed to.

HOLO TONY seems to look out at the gathered heroes...and
 Morgan in particular.

TONY (CONT'D)
 I love you 3000.

He switches off the camera, vanishing.

Tears streaming, Pepper kisses Morgan's forehead.

EXT. STARK ECO-COMPOUND, BACK STAIRS - DAY

PEPPER and MORGAN slowly descend the stairs, carrying an RT
 RINGED WITH FLOWERS. The Avengers follow, somber.

EXT. STARK ECO-COMPOUND, LAKESIDE - DAY

PEPPER RESTS THE FLOWERS ON THE WATER.

CLOSE ON THE RT: *"Proof That Tony Stark Has A Heart."*

Pull back, past Morgan and **HAPPY HOGAN**...

PAST STEVE, SAM, RHODEY, AND WANDA...

PAST CLINT, LAURA, LILA, COOPER, and NATHANIEL...

PAST THOR AND SMART HULK...

PAST SCOTT, HOPE, **HANK PYM**, and **JANET VAN DYNE**...

PAST PETER PARKER and AUNT MAY...

PAST T'CHALLA, OKOYE, and SHURI,

PAST STRANGE and WONG...

PAST QUILL, NEBULA, GROOT, MANTIS, and ROCKET...

PAST BUCKY BARNES...

PAST **SECRETARY ROSS** and **HARLEY KEENER**...

PAST **MARIA HILL**, CAROL DANVERS, and, finally, **NICK FURY**.

THE MOURNERS MOVE TO THE EDGE OF THE LAKE.

EXT. STARK ECO-COMPOUND, LAKESIDE - DAY

LATER...CLINT looks out at the lake. WANDA approaches.

CLINT BARTON

I just wish there were some way I
could let her know that we won.
That we did it.

WANDA

She knows. They both do.

Clint puts his arm around her. They stare out at the water.

EXT. STARK ECO-COMPOUND, PORCH/BACK STAIRS- DAY

ON THE PORCH, HAPPY HOGAN HOLDS MORGAN'S HAND.

HAPPY HOGAN

How are you doing, squirt? You
hungry?

MORGAN STARK

Uh, huh.

HAPPY HOGAN

What do you want?

MORGAN STARK

Cheeseburgers?

Happy takes a beat, choked up. *Like father like daughter.*

HAPPY HOGAN

Did you know your dad liked
cheeseburgers?

MORGAN STARK

No, I didn't know that.

HAPPY HOGAN
I'm going to get you all the
cheeseburgers you want.

EXT. NEW ASGARD, HILLSIDE - DAY

THOR and VALKYRIE look down on NEW ASGARD.

VALKYRIE
So when can we expect you back?

THOR
About that...

VALKYRIE
Thor, your people need a king.

THOR
They already have one. And she's a
far better king than I could ever
be.

VALKYRIE
Are you serious?

THOR
It's time to be who I am, rather
than who I'm supposed to be. And a
leader is who *you* are.

She processes this. *Does she want it? She does.*

VALKYRIE
You know, I'd make a lot of changes
around here.

THOR
I'm counting on it, Your Majesty.

Emotional, Val finally SHAKES HIS HAND.

VALKYRIE
What will you do?

THOR
I'm not entirely sure. For the
first time in a thousand years, I
have no path.
(beat)
But I do have a ride.

REVEAL...THE BENATAR parked behind them, Rocket alongside.

ROCKET
Move it or lose it, Hairbag.

INT. BENATAR - DAY

THOR drops his duffle bag on the deck of the Benatar. QUILL, MANTIS, DRAX, NEBULA, and ROCKET ready the engines.

THOR
Home sweet home. Tree! Good to see you. The Asgardians of the Galaxy, together again.

He settles beside Quill, who holomaps their course.

THOR (CONT'D)
All right, where first?

He swipes through images on the screen.

QUILL
You know, I'm still in charge, here, right?

THOR
Of course. Of course...

Thor swipes the map again.

QUILL
See, when you keep swiping my map, that sounds kind of like, "of course, I know you *think* you're still in charge--"

THOR
Quail, that's your own insecurities bubbling up.

DRAX
You should fight one another for the honor of leadership.

NEBULA
Sounds fair.

QUILL
That's not necessary...

ROCKET
I've got some blasters right here. Unless you want to use knives.

MANTIS
Oh, yes, please, use knives-

QUILL
No one's using knives!

GROOT
I am Groot!

Quill and Thor exchange nervous laughter.

THOR
There'll be no knifing young Quail today. Everyone knows who's in charge.

A long awkward moment passes.

QUILL
Me.
(sotto, to Thor)
Right?

Thor just smiles...

EXT. NEW ASGARD, HILLSIDE - DAY

The ship rises. WHOOSH. IT MAKES THE JUMP AND DISAPPEARS.

EXT. AVENGERS COMPOUND, RUINS - DAY

CONSTRUCTION CREWS REMOVE RUBBLE FROM AVENGERS COMPOUND. A COMMAND TENT stands in a clearing beside...

A NEW QUANTUM TUNNEL (3.0).

As STEVE, SAM, and BUCKY wait, SMART HULK makes last minute adjustments. He finally opens A CASE:

THE SIX INFINITY STONES GLOW INSIDE.

SMART HULK
Remember, you'll have to return the stones to the exact moment they were taken. Otherwise, we're still looking at a whole bunch of nasty alternate realities.

STEVE
Got it. I'll clip all the branches.

Steve takes the case.

SMART HULK

You know, I tried. When I had the gauntlet. I really tried to bring her back.

(beat)

I miss her.

STEVE

Me, too.

SMART HULK

You'd better get going. We're almost ready for you.

Steve and Sam approach the platform.

SAM WILSON

You look a little nervous going by yourself. Ask nicely, I'll go with you.

STEVE

You're a good man, Sam. But this one's on me.

When Steve reaches the platform, BUCKY stops him, pointed.

STEVE (CONT'D)

Don't do anything stupid 'til I get back, okay?

BUCKY BARNES

How can I? You're taking all the stupid with you.

Steve grins. Bucky gives him a long hug.

BUCKY BARNES (CONT'D)

Gonna miss you, buddy.

STEVE

It's going to be okay, Buck.

Steve picks up Mjolnir and takes his place on the platform.

SAM LOOKS TO SMART HULK AT THE CONSOLE.

SAM WILSON

How long's this gonna take?

SMART HULK

For him, as long as he needs. For us, five seconds.

(calling out)

Ready, Cap? You're good to go. Meet you right back here, okay?

Steve glances at Bucky as he answers.

STEVE

You bet.

SMART HULK

Going Quantum in three, two, one.

STEVE TAPS HIS CUFF AND SHRINKS TO NOTHING.

SMART HULK (CONT'D)

Aaand, returning in five... four...three...two...one-

Silence. Nothing happens.

SAM WILSON

Where is he?

SMART HULK

I don't know. He blew past our time stamp. He should be here.

SAM WILSON

Get him back!

SMART HULK

I'm trying.

SAM WILSON

Get him the hell back-

SMART HULK

I'M TRYING!

Just then...Bucky looks out to the water.

BUCKY BARNES

Sam.

Sam turns...

EXT AVENGERS COMPOUND, RIVERBANK - CONTINUOUS

Work crews have cleared a space overlooking the river. There, AN OLD MAN sits on a bench, staring out at the Hudson.

Move around him to find SAM watching from A FEW YARDS AWAY.

SAM WILSON

Hey, Cap.

The man turns and we now see: **STEVE ROGERS, age 112.**

OLD STEVE

Hi, Sam.

SAM WILSON

Something go wrong...or something
go right?

OLD STEVE

I thought, after everything that's
happened...maybe I should try out
some of that life Tony always told
me to get.

SAM WILSON

How was it?

Steve looks at the river, 112 years of emotion in his face.

OLD STEVE

It was beautiful.

SAM WILSON

I'm happy for you. Really.

OLD STEVE

Thanks.

SAM WILSON

Only thing bumming me out is now I
live in a world without Captain
America.

Steve pulls up A CASE from beside him, giving it to Sam.

OLD STEVE

That's kind of why I'm here.

Sam unzips it, revealing...A BRAND NEW SHIELD.

SAM WILSON

Where did you even get this?

OLD STEVE

I had a little time to travel.
(beat)
Try it on.

Sam hesitates. He glances back at Bucky, who nods. Then Sam picks up the shield...and puts it on.

OLD STEVE (CONT'D)
How does it feel?

SAM WILSON
Like it's someone else's.

OLD STEVE
It isn't.

Sam tries to check his emotion. He shakes Steve's hand.

SAM WILSON
Thank you. I'll try my best.

Steve rests his other hand on Sam's.

OLD STEVE
That's why it's yours.

Sam smiles, noticing...STEVE'S TARNISHED WEDDING RING.

SAM WILSON
You gonna tell me about her?

Steve smiles to himself at the end of a long, long life.

OLD STEVE
Nope. I don't think I will.

CUE MUSIC: "IT'S BEEN A LONG, LONG TIME," HARRY JAMES.

EXT. COLUMBIA HEIGHTS, WASHINGTON DC - DAY

A PACKARD rolls down a block of WASHINGTON D.C. ROW HOUSES.

TITLE: "WASHINGTON D.C., 1949."

Find a red house in the middle of the block. Move up the steps to the front door...WHICH HANGS WIDE OPEN.

INT. RED HOUSE, COLUMBIA HEIGHTS, WASHINGTON DC - DAY

A TEA CUP LIES SHATTERED on the hardwood. We hear *Harry James*. Move into the living room...past the record player...

TO WHERE STEVE DANCES WITH A WOMAN. They rock back and forth barely moving. As they turn, we see...

PEGGY CARTER, tears streaming down her face. He steps on her toe. She laughs. As they turn, we get a good look at...

Steve Rogers, eyes shut, finally getting the life he deserves.

THE END.

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