

AVENGERS: ENDGAME

Written by

Christopher Markus & Stephen McFeely

Based on the Marvel Comics

FADE IN:

1 EXT. BARTON HOME - DAY

1

CLOSE ON: A HOUSE-ARREST ANKLE BRACELET.

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

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

CLINT BARTON
Okay, good -- tip down -- bow arm
out -- three fingers --

LILA BARTON
Why three?

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

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

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

LILA BARTON
Who puts mayo on a hot dog?

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

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

CLINT BARTON
Good job, Hawkeye. Go get your
arrow.

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

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

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

CLINT BARTON
Lila? Babe, did you see Lila --

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

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

CLINT BARTON
Guys? Guys, come on --

Clint walks toward the field, dread growing.

CLINT BARTON
Laura?

Clint breaks into a panicked run.

CLINT BARTON
LAURA!

CLINT MELTS DOWN, SPINNING AROUND, FRANTIC.

MARVEL FLIP

2 EXT. SPACE - NIGHT

2

BLACKNESS.

TITLE: "TWENTY-TWO DAYS LATER."

Soon, THE BENATAR tumbles past, adrift.

3 INT. BENATAR - GALLEY - NIGHT

3

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

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

Nebula studies his hand, confused. Finally she shakes.

NEBULA
It was fun.

4 INT. BENATAR - FLIGHT DECK - NIGHT

4

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

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

TONY

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

5 EXT. SPACE - NIGHT

5

THE BENATAR sparks, adrift.

TONY (O.S.)

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

6 INT. BENATAR - GALLEY - FLASHBACK

6

NEBULA lasers shut Tony's infected wound.

TONY (O.S.)

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

7 INT. BENATAR - GALLEY - FLASHBACK

7

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

TONY (O.S.)

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

8 EXT. SPACE - NIGHT

8

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

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

9 INT. BENATAR - GALLEY - FLASHBACK

9

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

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

10 INT. BENATAR - FLIGHT DECK - NIGHT

10

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

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

11 INT. BENATAR - FLIGHT DECK - NIGHT

11

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

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

Tony switches the helmet off.

TIME CUT:

NEBULA finds TONY SPRAWLED ON THE FLOOR.

TIME CUT:

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

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

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

CAPTAIN MARVEL (CAROL DANVERS) hovering in space.

12 INT. AVENGERS COMPOUND - BATHROOM - NIGHT

12

STEVE ROGERS shaves.

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

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

Just then, a sound roars overhead. Steve turns.

13 EXT. AVENGERS COMPOUND - NIGHT

13

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

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

Behind them, PEPPER POTTS walks up to the group.

TIME CUT:

Steve races up as NEBULA helps Tony down the ramp.

TONY
I couldn't stop him.

STEVE
Neither could we.

TONY
I lost the kid.

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

TONY
Is Pepper--?

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

PEPPER POTTS
Stay here, you stay right here-

TONY
I'm not going anywhere.

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

14 INT. AVENGERS COMPOUND - WORKSHOP - DAY

14

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

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

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

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

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

At Fury, Carol bites back emotion.

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

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

Finally, Tony looks away. RHODEY turns it off.

NATASHA
Thanos wiped out fifty percent of
all the living creatures on Earth.

CAROL DANVERS
Not just Earth.

RHODEY

You sure about that?

CAROL DANVERS
You never have to ask me that.

TONY
Where is he now?

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

Tony looks out to see THOR on the patio.

TONY
What's his deal?

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

Tony turns to see Rocket for the first time.

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

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

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

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

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

Tony stares, lost, barely acknowledging Steve.

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

STEVE

Tony, I need you to focus --

TONY

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

Tony turns to everyone, slightly unstable.

TONY

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

(stands)

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

STEVE

But that didn't work out, did it?

TONY

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

RHODEY

Tony, take it easy --

TONY

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

(rips out RT)

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

(drops to his knees)

I'm fine!

Tony COLLAPSES. Rhodey catches him.

15 INT. AVENGERS COMPOUND - CORRIDOR - DAY

15

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

RHODEY STEPS OUT OF THE HOSPITAL ROOM.

RHODEY

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

CAROL DANVERS

(heading for the lab)

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

STEVE

Where are you going?

CAROL DANVERS

To kill Thanos.

16 INT. AVENGERS COMPOUND, WORKSHOP - DAY

16

NATASHA catches up to CAROL IN THE WORKSHOP.

NATASHA

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

CAROL DANVERS

Oh, I'm sorry. My fault.

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

CAROL DANVERS

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

STEVE

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

RHODEY

Do you even know where he is?

CAROL DANVERS

I know people who might --

NEBULA (O.S.)

Don't bother.

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

NEBULA
I can tell you where Thanos is.

17 INT. AVENGERS COMPOUND - LIVING AREA - DAY

17

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

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

RHODEY
You're saying Thanos had a retirement plan.

STEVE
Where's this garden?

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

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

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

ROCKET
Until two days ago.

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

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

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

STEVE

A garden.

BRUCE BANNER

Thanos is there. And he just used the stones.

Steve eyes everyone. THOR FINALLY LOOKS UP.

BRUCE BANNER

(thinking of himself)

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

RHODEY

Because he killed all our friends.

ROCKET

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

RHODEY

He's still got the stones.

CAROL DANVERS

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

BRUCE BANNER

Just like that?

STEVE

Yeah. Just like that.

No one speaks. Finally --

NATASHA

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

Everyone looks around the room. AGREED.

BRUCE BANNER

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

CAROL DANVERS

Because before you didn't have me.

RHODEY

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

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

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

Carol doesn't flinch. Thor smiles.

THOR
I like this one.

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

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

SLAM TO:

TITLE: "AVENGERS: ENDGAME"

18 INT. BENATAR - FLIGHT DECK - DAWN

18

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

CAROL DANVERS
Trust me. You get used to it.

ROCKET looks around from the pilot's chair.

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

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

ROCKET
Oh, you're gonna hate this.

NEBULA
Approaching jump in three, two --

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

19 EXT. BENATAR - DAWN

19

WHOOSH! THE BENATAR WARPS, LEAPING INTO JUMP SPACE.

20 EXT. SPACE - DAY

20

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

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

21 INT. BENATAR - FLIGHT DECK - SPACE

21

OUR HEROES wait on the flight deck, tense.

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

NATASHA
This is going to work, Steve.

STEVE
I know it will.
(beat)
Because I don't know what I'm going
to do if it doesn't.

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

CAROL DANVERS (OVER COM)
No satellites, no ships, no armies.
No ground defenses of any kind.
It's just him.

NEBULA
That's enough.

The Avengers exchange a look.

23 EXT. TITAN-2 - DAY

23

SMOKE CURLS FROM THE CHIMNEY OF A SOLITARY LODGE.

25 INT. THANOS' LODGE - DAY

25

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

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

PREVENTING THANOS FROM CLOSING HIS FIST.

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

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

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

And we now realize THE INFINITY STONES ARE GONE.

STEVE

Where are they?

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

CAROL DANVERS

Answer the question!

THANOS

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

BRUCE BANNER

You murdered trillions.

THANOS

You should be grateful.

NATASHA

Where are the stones?

THANOS

Gone. Reduced to atoms.

BRUCE BANNER

You used them two days ago!

THANOS

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

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

ROCKET

No -- they can't be gone --

RHODEY
He's lying.

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

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

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

ROCKET
What did you do?

Thor just stares, his long journey a failure.

THOR
I went for the head.

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

FADE TO BLACK.

OVER BLACK: "FIVE YEARS LATER."

26 EXT. PORT OF NEW YORK - DAY 26

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

27 EXT. NEW YORK - DAY 27

A HUGE TARP flaps over the shuttered LINCOLN CENTER.

28 EXT. SHEA STADIUM - DAY 28

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

29 INT. BROOKLYN COMMUNITY CENTER - NIGHT 29

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

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

A GRIEVING MAN speaks in A RECOVERY GROUP.

GRIEVING MAN

So, I went on a date the other day.

JIMMY

Good job, Bobby. Back in the game.

GRIEVING MAN

Thank you, Jimmy.

(to the group)

First in five years. I sat there at dinner thinking, what are we even supposed to talk about?

STEVE ROGERS, thinner, older, LISTENS INTENTLY.

STEVE

What did you talk about?

GRIEVING MAN

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

OLDER MAN

What about you?

GRIEVING MAN

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

STEVE

That's great. You've already done the hardest part. You took a jump, didn't know where you'd come down. And that's it, those little brave baby steps we've gotta take. To try to make us feel whole again, to find a purpose --

(to everyone)

I went into the ice right after I met the love of my life. Woke up seventy years later and -- had to keep going.

The group takes this in.

STEVE

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

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

30 EXT. SAN FRANCISCO - DAY

30

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

31 INT. STORAGE WAREHOUSE - UNIT 277 - DAY

31

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

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

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

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

32 INT. STORAGE WAREHOUSE - SECURITY OFFICE - DAY

32

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

33 EXT. STORAGE WAREHOUSE - DAY

33

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

The Guard watches him go, puzzled.

34 EXT. SAN FRANCISCO - STREET - DAY

34

Scott walks A STREET OF ABANDONED HOMES.

SCOTT LANG

Hello?

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

Scott waves him down. The kid stops.

SCOTT LANG
Hey. Kid. What happened here?

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

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

35 EXT. SAN FRANCISCO - GOLDEN GATE PARK - DAY

35

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

TIME CUT:

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

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

SCOTT LANG
What?
(realizing)
Cassie --

36 EXT. MAGGIE LANG'S HOUSE - DAY

36

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

SCOTT LANG
Cassie! Cassie!

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

CASSIE LANG
Dad?

SCOTT LANG
Peanut?

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

CASSIE LANG
I thought you were gone.

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

37 EXT. AVENGERS COMPOUND - FRONT GATE - DAWN**37**

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

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

38 INT. AVENGERS COMPOUND - LIVING AREA - NIGHT**38**

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

ROCKET (HOLO)
We boarded that "highly suspect warship" Danvers pinged.

NATASHA
And?

NEBULA (HOLO)
It was an infectious garbage scow.

ROCKET (HOLO)
So thanks for the hot tip --

CAROL DANVERS (HOLO)
You were closer.

ROCKET (HOLO)
And now we smell like garbage-

NATASHA
(to Okoye)
You get a reading on those tremors?

OKOYE (HOLO)
Minor subduction in the African plate.

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

OKOYE (HOLO)
Nat. It was a mild earthquake. In the ocean. We handle it by not handling it.

Natasha looks burdened. Rhodey steps in.

RHODEY (HOLO)

I can have NASA redirect a satellite, do a sweep just to make sure.

NATASHA

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

CAROL DANVERS (HOLO)

Not likely.

ROCKET (HOLO)

Getting another haircut?

CAROL DANVERS (HOLO)

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

NATASHA

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

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

NATASHA

What's up? Where are you?

RHODEY (HOLO)

Mexico. Got some news.

NATASHA

Okay --

RHODEY

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

NATASHA

Could be a rival hit-

RHODEY

But it wasn't. Same MO as Marseille. And Kiev.

RHODEY

(beat)

It's definitely Barton.

She nods, grim, reluctantly accepting.

RHODEY

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

Natasha just stares a long beat.

NATASHA

Find out where's he going next.

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

After a long beat --

STEVE (O.S.)

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

Natasha turns to see STEVE in the doorway.

NATASHA

Come by to do your laundry?

STEVE

And see a friend.

NATASHA

Your friend's fine.

STEVE

She leave the house today?

NATASHA

Nothing out there I particularly
want to see.

STEVE

I spotted a pod of whales coming
over the bridge.

NATASHA

(dubious)

In the Hudson.

STEVE

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

NATASHA

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

Steve relents, LETTING DOWN HIS FACADE.

STEVE

Sorry. Force of habit.

NATASHA

I don't know how you do it.

Steve bites into the uneaten half of her sandwich.

STEVE

I guess I don't know how not to.

NATASHA

Me, neither.

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

STEVE

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

NATASHA

If I move on, who does this?

STEVE

Maybe it doesn't need to be done.

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

NATASHA

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

She chokes slightly, collecting herself.

NATASHA

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

STEVE

I think we both need to get a life.

NATASHA

You first.

They stare at each other a long, melancholy moment.

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

SCOTT LANG (ON SCREEN)

Hello? Is anyone home? This is, uh,
Scott Lang? We met a few years ago.
At the airport?

STEVE

This an old message?

NATASHA

(stunned)

It's the front gate.

39 INT. AVENGERS COMPOUND - WORKSHOP - NIGHT

39

SCOTT paces, mumbling to himself.

STEVE (O.S.)

Scott, are you okay?

SCOTT LANG

What? Yes.

He turns to STEVE and NATASHA.

SCOTT LANG

Have either of you guys ever
studied quantum physics?

NATASHA

Only to make conversation.

Steve glances at her. She shrugs.

SCOTT LANG

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

NATASHA

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

SCOTT LANG

(getting excited)

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

STEVE

Scott, what are you talking about?

SCOTT LANG

Time works differently in the Quantum Realm.

Steve and Natasha share a look.

SCOTT LANG

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

STEVE

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

SCOTT LANG

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

NATASHA

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

SCOTT LANG

So, who do we talk to about this?

40 EXT. STARK ECO-COMPOUND - UPSTATE NEW YORK - DAY

40

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

41 EXT. STARK ECO-COMPOUND - WOODS - DAY**41**

TONY approaches A WOODED GLADE near the house.

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

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

MORGAN STARK
Define lunch or be disintegrated.

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

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

TONY
Where'd you find this?

MORGAN STARK
Garage.

Tony picks her up, walking toward the house.

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

TIME CUT:

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

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

42 EXT. STARK ECO-COMPOUND - PORCH - DAY**42**

STEVE, SCOTT, and NATASHA sit with TONY.

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

NATASHA

You've got some objections to the plan.

TONY

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

SCOTT LANG

We know what it sounds like.

STEVE

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

TONY

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

(offering more tea)

Chai?

(back on message)

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

SCOTT LANG

I did.

TONY

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

SCOTT LANG

A time heist.

TONY

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

SCOTT LANG

Still Scott --

STEVE

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

NATASHA

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

TONY

Or screw it up worse than he already has.

STEVE

I don't believe we would.

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

TONY

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

SCOTT LANG

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

TONY

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

SCOTT LANG

(meaning "yes")

No --

TONY

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

NATASHA

We have to take a stand.

TONY

We did stand. And yet here we are.

SCOTT LANG

Look, Stark -- Can I call you Tony?

TONY
Please don't --

SCOTT LANG
Tony-

TONY
Fine.

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

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

Suddenly, MORGAN walks onto the porch.

MORGAN STARK
Mommy told me to come save you.

Tony takes Morgan into his arms and heads inside.

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

Steve tries one last time.

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

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

He exits.

Steve, Natasha, and Scott walk toward the car.

NATASHA
He's scared.

STEVE
He's not wrong.

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

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

SCOTT LANG
Bigger than his?

44 EXT. DINER - NIGHT

44

ONLOOKERS crowd a diner window, trying to peek inside.

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

45 INT. DINER - NIGHT

45

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

SMART HULK
These are confusing times.

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

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

SCOTT LANG
But why?

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

Smart Hulk eats a stack of pancakes in two bites.

STEVE

He's heard.

SMART HULK

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

NATASHA

No one blamed you, Bruce.

SMART HULK

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

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

SMART HULK

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

SCOTT LANG

Okay. But how did -- this happen?

SMART HULK

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

Smart Hulk MESHES HIS FINGERS together.

SMART HULK

Eighteen months in the Gamma Lab. I put the brains and the brawn together. And now look at me. Best of both worlds.

TWO KIDS amble up to the booth.

KID

Mr. Hulk? Can we get a picture?

SMART HULK

100%, little lady.

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

SMART HULK

(to the fan)

Thanks, pal. Hulk out!

STEVE

So, Bruce, about what we said-

SMART HULK

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

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

NATASHA

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

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

SMART HULK

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

46 INT. STARK ECO-COMPOUND - KITCHEN - NIGHT

46

TONY STARK DOES DISHES. He rinses with the sprayer. It goes everywhere. He wipes down the counter, including A PICTURE OF PETER PARKER.

He stares.

47 INT. STARK ECO-COMPOUND - SIDE PORCH - NIGHT

47

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

TONY

Friday, you up?

FRIDAY

Yes, sir.

TONY

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

FRIDAY

Processing.

The model forms.

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

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

FRIDAY
Model rendered.

TONY
(in awe)
Shit.

MORGAN STARK (O.S.)
Shit.

Tony turns to see HIS DAUGHTER in the doorway.

TONY
What are you doing up?

MORGAN STARK
Shit.

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

MORGAN STARK
Why are you up?

TONY
I just had something on my mind.

MORGAN STARK
Was it juice pops?

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

48 INT. STARK ECO-COMPOUND - MORGAN'S ROOM - NIGHT

48

Morgan eats A JUICE POP in bed. Tony watches.

TONY

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

MORGAN STARK
 Tell me a story.

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

MORGAN STARK
 That was a bad story.

He runs his hand over her hair.

TONY
 Love you tons.

MORGAN STARK
 Love you three thousand.

TONY
 Wow, that's a lot.

Tony turns out the light, exits.

49 INT. STARK ECO-COMPOUND - LIVING ROOM - NIGHT

49

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

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

TONY (O.S.)
 Out like a light. Don't know how
 much she loves you but she loves me
 three thousand.

PEPPER POTTS
 That's up there.

TONY
 What're you reading?

PEPPER POTTS
 A book about composting --

TONY
 I think I solved it.

Pepper looks up.

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

TONY
Time travel.

PEPPER POTTS
That's amazing.

TONY
Yeah.

PEPPER POTTS
And terrifying.

TONY
To say the least.

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

PEPPER POTTS
We got really lucky --

TONY
I know --

PEPPER POTTS
Not everybody did.

TONY
I can't help everybody.

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

TONY
Not if I stopped right here.

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

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

PEPPER POTTS
But could you rest?

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

SCOTT LANG
You're sure these modifications are safe?

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

SMART HULK
I reran my calculations three times
--

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

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

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

STEVE and NATASHA enter from outside.

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

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

SCOTT LANG
Excuse me?

NATASHA
He was kidding.

SMART HULK
I was kidding.

NATASHA
(to Hulk)
You were kidding, right?

SMART HULK

Honestly, I have no idea. We're attempting time travel. Either it's all a joke, or none of it is.

(loudly to Scott)

We're good! Helmet on.

Scott puts on his helmet, slightly dubious.

SMART HULK

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

SCOTT LANG

Perfectly not confusing.

STEVE

Good luck, Scott. You've got this.

SCOTT LANG

(inspired)

Yes, I do, Captain America. Yes, I

--

SMART HULK PULLS A LEVER. SCOTT SHRINKS TO NOTHING.

SMART HULK

Counting down from three, two, one

--

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

SCOTT LANG

Uh, guys? This doesn't feel right.

NATASHA

Is that Scott?

SMART HULK

Probably--?

He scrambles, hitting buttons. SCOTT SHRINKS TO NOTHING.

STEVE

Get him back!

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

SCOTT LANG

Oh, my back!

NATASHA

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

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

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

2-YEAR OLD SCOTT APPEARS.

NATASHA
Oh, my God.

STEVE
It's a baby.

SMART HULK
It's Scott.

STEVE
As a baby!

Smart Hulk hits a button. Baby Scott disappears.

SMART HULK
When I tell you, kill the power!
(throwing a switch)
Now!

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

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

52 EXT. AVENGERS COMPOUND - HANGAR - DAY

52

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

It stops, the window rolling down to reveal TONY.

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

STEVE
Among other things.

TONY

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

STEVE

You did.

TONY

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

He holds up HIS STAR-SHAPED CAPACITOR.

TONY

That is a fully-functioning, time-
space GPS. I just want peace.
Resentment is corrosive. I hate it.

STEVE

Me, too.

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

TONY

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

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

STEVE

Sounds like a deal.

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

TONY

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

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

STEVE

Tony, I don't know--

TONY

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

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

STEVE
Thank you, Tony.

Tony chokes up, then covers by slamming the trunk.

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

STEVE
We're trying.

53 EXT. AVENGERS COMPOUND - HANGAR - DAY

53

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

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

ROCKET
Hey, Humie. Where's Big Green?

SCOTT LANG
Um, kitchen, I think.

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

NEBULA (INTO COM)
Rhodey, careful on re-entry.
There's an idiot in the landing
zone.

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

SCOTT LANG
Oh, my God!

RHODEY
What's up, Regular-Sized Man?

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

ROCKET

Finally. I ain't got all day.

SMART HULK
I call shotgun!

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

54 EXT. NEW ASGARD - DAY

54

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

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

55 EXT. NEW ASGARD - VILLAGE - DAY

55

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

ROCKET
What the heck are they looking at?

SMART HULK
I'm kind of famous --

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

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

VALKYRIE (O.S.)
You shouldn't have come.

VALKYRIE approaches from the pier. Smart Hulk GRINS.

SMART HULK
Hey, Valkyrie! Great to see you!

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

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

SMART HULK

This is Rocket.

ROCKET
Hey.

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

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

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

ROCKET
We're definitely here to see him.

VALKYRIE
He can't give you what you need.

SMART HULK
It's that bad?

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

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

56 EXT. NEW ASGARD - CABIN - DAY

56

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

57 INT. NEW ASGARD - CABIN - DAY

57

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

ROCKET
Something died in here.

SMART HULK
Hello--? Thor--?

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

We hear a HEAVY SHUFFLING as someone approaches.

THOR
Cinemax went out two days ago, and
the sports are all -- fuzzy --

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

SMART HULK
Thor?

THOR
BROS! Bring it in!

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

ROCKET
Yeah, I'm good.

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

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

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

SMART HULK
Hey, guys. Long time no --

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

THOR
Noobmaster again?

KORG
NoobMaster69 called me a dickhead -
-

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

THOR
Noobmaster, this is Thor, again.
God of Thunder. This is your last
warning. Log off this game or I
will come to your basement, rip off
your arms and shove them up your
butt.
(handing the headset
back)
Right, who wants a drink?

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

SMART HULK
Hey, buddy, are you all right?

THOR
Don't I look all right?

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

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

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

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

SMART HULK
Like Thanos.

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

THOR
Don't say that name.

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

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

SMART HULK
Please take your hand off me.

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

SMART HULK
Now, I know the thought of -- that guy might scare you-

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

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

KORG
Stormbreaker?

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

THOR
Not. Cool. Man.

ROCKET
Don't. Care. Dude.

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

THOR
Was it Natasha?

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

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

ROCKET
At least they're alive --

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

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

Thor's tempted, but shakes his head.

THOR

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

Hulk and Rocket stare at Thor.

SMART HULK
Come on, pal. We need you.

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

ROCKET
There's beer in the ship.

THOR
(beat)
What kind?

58 EXT. TOKYO - NIGHT

58

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

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

TITLE: "TOKYO."

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

KEEP PULLING BACK.

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

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

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

ANOTHER MOTORCYCLE RACES TOWARD US, BUT --

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

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

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

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

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

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

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

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

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

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

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

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

Akihiko attacks. Ronin slashes him across the middle.

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

Akihiko gestures at the bodies in the street.

AKIHIKO
We hurt people? You're crazy.

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

AKIHIKO
Wait! Help me! I'll give you
anything! What do you want?

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

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

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

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

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

CLINT BARTON
You shouldn't be here.

NATASHA
Neither should you.

CLINT BARTON
I've got a job to do.

NATASHA
That what you're calling this?

She moves even closer. He stiffens.

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

CLINT BARTON
Don't.

NATASHA
Don't what?

CLINT BARTON
Give me hope.

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

CLINT DISSOLVES, sagging into her arms.

59 INT. AVENGERS COMPOUND - HANGAR - DAY

59

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

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

Thor shuffles aside as Tony blows past.

TONY
Hey, Ratchet, you get lost in
there?

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

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

ROCKET, COVERED IN GREASE, WRIGGLES OUT A HATCH.

ROCKET
Fixed it.

TONY
Thank you.

ROCKET
Get used to saying that.

61 INT. AVENGERS COMPOUND - WORKSHOP - DAY

61

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

RHODEY
Time travel suit, I like it.

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

SCOTT LANG
Easy, easy. Careful with those.

SMART HULK
I'm being very careful --

SCOTT LANG
You're being very Hulky --

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

SCOTT LANG

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

Scott gently clicks the tubes into their housing.

SCOTT LANG
Plus two test runs --

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

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

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

They turn to see CLINT leaning in the doorway.

CLINT BARTON
I'll do it.

TIME CUT:

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

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

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

Rhodey makes a STRANGLING GESTURE.

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

SCOTT LANG

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

NEBULA

That's not how it works.

CLINT BARTON

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

SMART HULK

Heard from who?

RHODEY

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

SMART HULK

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

NEBULA

Exactly.

RHODEY

Excuse me?

Scott leans over, whispering:

SCOTT LANG

Apparently, Back to the Future is
bullshit.

CLINT BARTON

Look, are we doing this or not?

62 INT. AVENGERS COMPOUND - HANGAR - DAY

62

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

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

SMART HULK

Okay, Clint. Starting in three,
two, one --

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

63 EXT. BARTON HOME - BARN - DAY

63

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

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

64 EXT/INT. BARTON HOME - FRONT PORCH - DAY

64

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

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

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

CLINT BARTON

No. Not yet --

(opening the door)

LILA!

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

LILA BARTON

Dad?

65 INT. AVENGERS COMPOUND - HANGAR - DAY

65

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

NATASHA

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

TONY

Tell me something good --

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

CLINT BARTON

It worked. It worked.

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

ROCKET
Holy crap. We're freaking time
travelers.

66 INT. AVENGERS COMPOUND - LIVING AREA - DAY 1 - DAY - MOCO 66

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

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

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

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

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

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

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

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

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

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

STEVE
Exactly.
(he taps "REALITY")
Let's start with the Aether. Thor,
what do we know?

Everyone looks toward THOR, slumped over.

NATASHA
Is he asleep?

RHODEY
I'm pretty sure he's dead.

DISSOLVE TO:

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

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

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

THOR
Or -- by Jane. She stuck her hand
in a rock. Then the Aether stuck
itself inside her. Then I took her
to Asgard. We were dating --
(depressed)
We're not anymore.

Everyone stares.

DISSOLVE TO:

67 INT. AVENGERS COMPOUND - LIVING AREA - DAY 2 - DAY - MOCO 67

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

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

ROCKET
Quill said he stole the Power Stone
from Morag.

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

SMART HULK
That's a person?

ROCKET

It's a planet. Quill was a person.

SCOTT LANG
Wait, like a planet -- in space?

Rocket pinches Scott's cheek.

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

ROCKET
You want to go to space, puppy?
I'll take you to space.

DISSOLVE TO:

68 INT. AVENGERS COMPOUND - SITTING AREA - DAY

68

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

NEBULA
Thanos found the Soul Stone on
Vormir.

NATASHA
And that is--?

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

That hangs heavily. A moment passes. Then --

SCOTT LANG
Not it.

DISSOLVE TO:

69 INT. AVENGERS COMPOUND - OFFICE - DAY - EARLY

69

Tony, Natasha, and Smart Hulk hash it out.

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

SMART HULK

Strange?

TONY

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

SMART HULK

Had a nice place in the Village.

TONY

Yeah. Sullivan Street.

SMART HULK

Bleecker.

TONY

Sullivan and Bleecker. They're
cross streets.

NATASHA

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

SMART HULK

(beat)

Shut the front door --

70 INT. AVENGERS COMPOUND - LIVING AREA - DAY 3 - DAY

70

STEVE blocks our view.

STEVE

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

He steps away, revealing the board.

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

71 INT. AVENGERS COMPOUND - HANGAR - DAWN

71

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

STEVE (O.S.)

Five years ago, we lost. All of us.

72 INT. AVENGERS COMPOUND - HANGAR - DAY

72

THE HEROES GATHER ON THE QUANTUM PLATFORM.

STEVE

We lost friends. We lost family. We
lost a part of ourselves.

(beat)

But today we have a chance to take
it all back.

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

STEVE

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

He grips HIS SHIELD.

STEVE

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

(looking around)

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

(beat)

Whatever it takes.

The platform stays quiet. Rocket WHISPERS to Scott:

ROCKET

He's pretty good at that --

Scott nods enthusiastically.

TONY

(to Smart Hulk)

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

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

SMART HULK

Tracking beacons engaged.

Clint checks his pocket: A SHRUNKEN BENATAR sits inside.

ROCKET

You promise to bring that thing
back in one piece?

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

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

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

NATASHA
See you in a minute.

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

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

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

73 EXT. NEW YORK CITY - DAY - AVENGERS 1

73

TITLE: NEW YORK, 2012

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

At the same time, just a block away --

74 EXT. NEW YORK CITY - ALLEY - CONTINUOUS - AVENGERS 1

74

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

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

They all touch their cuffs, RETRACTING THEIR TIME SUITS.

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

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

STEVE

And Bruce? Maybe smash a few things
along the way. For appearances.

SMART HULK

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

He half-heartedly smashes a few cars.

SMART HULK

Grrr -- grrr --

75 EXT. SANCTUM SANCTORUM - ROOF - DAY - AVENGERS 1

75

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

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

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

ANCIENT ONE (O.S.)

I'd be careful going that way --

He turns to find THE ANCIENT ONE STARING AT HIM.

ANCIENT ONE

We just had the floors waxed.

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

SMART HULK

Hulk -- does what- - Hulk want?

ANCIENT ONE

Yes, I suppose that would be the
case --

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

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

ANCIENT ONE

Care to explain?

SMART HULK

I'm looking for Dr. Strange.

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

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

SMART HULK
 Well, that, actually.

ANCIENT ONE
 Ah. I'm afraid not.

SMART HULK
 I'm seriously sorry but -- I wasn't
 asking.

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

ANCIENT ONE
 You don't want to do this.

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

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

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

ASTRAL BANNER
 No, no, no --

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

ANCIENT ONE
 Now. Let's start over, shall we?

77 INT. ASGARD - PALACE - CORRIDOR - DAY - THOR 2

77

TITLE: ASGARD, 2013

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

MAIDEN (O.S.)
 For you, Lady Jane.

JANE FOSTER (O.S.)

Um, do you have anything with --
pants?

MAIDEN (O.S.)
Pants?

JANE FOSTER (O.S.)
It's okay. Nevermind.

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

THOR
That's Jane.

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

Thor looks off in the other direction, anxious.

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

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

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

Thor watches Frigga and her coterie disappear down the hall.

ROCKET
Who's the fancy broad?

THOR
My mother. She dies today.

ROCKET
Oh, jeez.

Thor starts to sweat.

THOR

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

Rocket climbs onto a marble monument.

ROCKET

Come here.

Thor steps closer. ROCKET SLAPS HIM ACROSS THE FACE.

ROCKET

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

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

THOR

I guess not.

ROCKET

Good.

THOR

Thank you. I can do this.

ROCKET

Great.

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

THOR

I can do this -- I can do this --
(beat)
I can't do this --

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

Rocket turns to find THOR NOWHERE TO BE SEEN.

ROCKET
 Thor?
 (holding his temples)
 I can kill him, and say the Elves
 did it.

78 EXT. MORAG - DAY - GUARDIANS

78

TITLE: MORAG, 2014

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

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

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

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

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

RHODEY
 All that? Really helpful!

TIME CUT:

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

NATASHA
 Take care of yourself.

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

TIME CUT:

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

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

79 INT. BENATAR - FLIGHT DECK - DAY - GUARDIANS

79

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.

80 EXT. MORAG - DAY - GUARDIANS

80

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:

81 EXT. BATTLEFIELD - ALIEN PLANET - DAY**81**

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.

82 INT. Q-SHIP - DAY**82**

BAD NEBULA and GAMORA study a holo-map.

BAD NEBULA
Where?

GAMORA
On a planet called "Morag."

83 EXT. BATTLEFIELD - ALIEN PLANET - DAY**83**

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.

84 INT. Q-SHIP - DAY

84

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
Bring her to my ship.

85 EXT. STARK TOWER - PENTHOUSE - DAY - AVENGERS 1 85

Tony swoops onto the helipad outside the wrecked penthouse.

86 INT. STARK TOWER - PENTHOUSE - DAY - AVENGERS 1 86

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:

87 INT. STARK TOWER - HALLWAY - DAY

87

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.

88 INT. STARK TOWER - PENTHOUSE - DAY - AVENGERS 1

88

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
You coming, Stark?

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

A1 TONY
One sec, just packing my lunch.

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

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

SCOTT LANG
All right. Flick me.

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

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

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

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

A1 HULK
(angrily)
Hulk take stairs.

90 EXT. STARK TOWER - DAY

90

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.

91 INT. STARK TOWER - SERVICE ELEVATOR - DAY - AVENGERS 1

91

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
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
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
Hail Hydra.

THEIR EYES GO WIDE.

92 INT. STARK TOWER - 10TH FLOOR - DAY - AVENGERS 1 92

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

THE DOORS CLOSE. STEVE SMILES TO HIMSELF.

93 INT. STARK TOWER - STAIRWELL - DAY - AVENGERS 1 93

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!

94 INT. STARK TOWER - LOBBY - DAY - AVENGERS 1 94

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.

95 INT. TONY STARK'S SHIRT - CONTINUOUS - AVENGERS 1 95

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.

96 INT. STARK TOWER - LOBBY - DAY - AVENGERS 1

96

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:

97 INT. TONY STARK'S RT - DAY - AVENGERS 1

97

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
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.

98 INT. STARK TOWER - 14TH FLOOR - DAY - AVENGERS 1

98

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 A1 STEVE'S ASS.

STEVE

That is America's ass.

99 EXT. SANCTUM SANCTORUM - ROOF - DAY - AVENGERS 1

99

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

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

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

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.)

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

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

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. 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
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, WOZZY.

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.

100 EXT. SANCTUARY 2 - DAY

100

THE SANCTUARY-2 LOOMS.

101 INT. SANCTUARY 2 - DAY

101

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

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

THANOS
Run diagnostics. Show me her memory
file.

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

GAMORA WATCHES, TORN. SOON AN ALERT FLASHES.

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

THANOS
Impossible.

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

THANOS
Where is this "other Nebula?"

EBONY MAW
In our solar system. On Morag.

THANOS
Can you access her?

EBONY MAW
Yes. The two are linked.

THANOS PEERS INTO BAD NEBULA'S GLASSY EYES.

THANOS
Search the duplicate's memory for
Infinity Stones.

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

PROJECTING AN IMAGE OF AVENGERS COMPOUND:

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

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

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

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

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

THANOS
 Freeze image.

THE IMAGE FREEZES. THANOS STARES, RECOGNIZING THEM.

GAMORA
 Terrans?

THANOS
 Avengers. Unruly wretches.

He gestures to A BLURRY REFLECTION WITHIN THE HOLOGRAM.

THANOS
 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 --

103 INT. ASGARD - PALACE - CORRIDOR - DAY - THOR 2

103

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.

104 INT. ASGARD - PALACE - JANE FOSTER'S CHAMBER - DAY - THOR 2 104

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.

105 INT. ASGARD - PALACE - FRIGGA'S CHAMBER - DAY - THOR 2 105

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.

106 INT. ASGARD - PALACE - CORRIDOR - DAY - THOR 2

106

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.

108 INT. ASGARD - PALACE - FRIGGA'S CHAMBER - DAY - THOR 2

108

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
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.

109 EXT. MORAG - ABANDONED CITY - DAY - GUARDIANS**109**

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.

110 INT. MORAG - TEMPLE VAULT - DAY - GUARDIANS**110**

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
Traps and stuff.
(Nebula steps inside)
Okay, don't say I didn't warn you.

Rhodey scans the laser web, strategizing.

RHODEY
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
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?

112 INT. SANCTUARY-2 - INTERROGATION CELL - DAY

112

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)
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)

THANOS
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
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 --

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

NEBULA
He knows --

114 EXT. MORAG - DAY - GUARDIANS

114

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

115 INT. ESCAPE POD - DAY - GUARDIANS

115

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.

116 EXT. NEW YORK CITY - ALLEY - AVENGERS 1

116

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

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.

117 EXT. NEW JERSEY WOODS - DAY - 1970

117

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?

118 EXT. CAMP LEHIGH - DAY - 1970

118

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.

119 INT. CAMP LEHIGH - ELEVATOR - DAY - 1970

119

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.

120 INT. CAMP LEHIGH - SHIELD FACILITY - ARCHIVES - DAY - 1970 120

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
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
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.

121 INT. CAMP LEHIGH - SHIELD FACILITY - PYM'S LAB - DAY - 1970 121

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

HANK PYM (O.S.)
Hello?

PULL BACK: THE ANT CRAWLS IN AN ANTIFARM 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?!

122 INT. CAMP LEHIGH - SHIELD FACILITY - HALLWAY - DAY - 1970 122

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.

123 INT. CAMP LEHIGH - SHIELD FACILITY - ELEVATOR - DAY - 1970 123

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.

124 INT. CAMP LEHIGH - SHIELD FACILITY - PYM'S LAB - DAY - 1970 124

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

125 INT. CAMP LEHIGH - SHIELD FACILITY - HALLWAY - DAY - 1970 125

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.

126 INT. CAMP LEHIGH - SHIELD FACILITY - PEGGY'S OFC. - DAY - 126
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

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.

127 EXT. CAMP LEHIGH - DAY - 1970

127

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

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.

128 EXT. SANCTUARY 2 - SPACE

128

The Sanctuary-2 cruises ominously through space.

129 INT. SANCTUARY-2 - PRISON CELL - DAY

129

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

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

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.

130 INT. SANCTUARY-2 - THRONE ROOM - DAY

130

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?

131 EXT. BENATAR - SPACE

131

THE BENATAR approaches Vormir.

TITLE: VORMIR, 2014

132 INT. BENATAR - FLIGHT DECK - SPACE

132

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

CLINT BARTON

Under different circumstances, this
would be totally awesome.

133 EXT. VORMIR - DAY

133

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.

134 EXT. VORMIR - MIDWAY UP THE MOUNTAIN - DAY

134

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 --

135 EXT. VORMIR - MOUNTAIN TOP - DAY

135

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
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

(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

Tell my family I love them.

SHE REVERSES, SENDING HIM TUMBLING.

NATASHA

Tell them yourself.

SHE FIRES A WIDOW'S BITE INTO HIS CHEST AND MAKES A BREAK FOR THE CLIFF. SHE'S HALFWAY THERE WHEN BOOM! AN EXPLODING ARROW KNOCKS HER OFF HER FEET.

Clint races past her, leaping off edge of the cliff.

Just as he falls NATASHA TACKLES HIM IN MID-AIR. They drop, but NATASHA SHOOTS HER GRAPPLING LINE INTO THE CLIFF.

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

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

CLINT BARTON

Damn you.

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

NATASHA

Let me go.

CLINT BARTON
No. Please no --

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

NATASHA
It's okay --

CLINT BARTON
Natasha, no --

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

She falls.

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

WHOOSH! THE WHOLE WORLD GOES WHITE.

137 EXT. VORMIR - BOTTOM OF THE MOUNTAIN - DAY

137

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.

138 INT. AVENGERS COMPOUND - HANGAR - DAY

138

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.

139 EXT. AVENGERS COMPOUND - RIVER - DAWN

139

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.

140 INT. AVENGERS COMPOUND - WORKSHOP - DAY

140

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 --

141 INT. AVENGERS COMPOUND - HANGAR - DAY

141

THE QUANTUM TUNNEL LIES IN DARKNESS. Then, clack, the lights
come on, revealing NEBULA, STARING UP AT THE WAITING MACHINE.

142 INT. AVENGERS COMPOUND - WORKSHOP - DAY

142

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.

143 INT. AVENGERS COMPOUND - HANGAR - DAY

143

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 --

144 EXT. AVENGERS COMPOUND - DAY

144

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

145 INT. AVENGERS COMPOUND - WORKSHOP - DAY**145**

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.

146 EXT. AVENGERS COMPOUND - DAY**146**

A MUSHROOM CLOUD BILLOWS OVER AVENGERS COMPOUND.

147 EXT. AVENGERS COMPOUND - CRATER - DAY**147**

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
Go. Find the stones. Bring them to
me.

BAD NEBULA
What will you do?

THANOS
Wait.

148 INT. UNDERGROUND GARAGE - RUINS - DAY

148

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)
Mayday! Tony. Cap. Does anybody
hear me?!

HE FINALLY REACHES ROCKET. Rocket wheezes, in pain.

RHODEY
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)
Mayday! Mayday! We are taking on
water!

151 INT. TOOL SHOP - RUINS - DAY

151

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.

152 INT. ACCESS TUNNEL - DAY

152

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 banged 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.

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

153

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.

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

STEVE
Where are the others?

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

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

TONY
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
Let's kill him properly this time.

STEVE TIGHTENS HIS SHIELD, LEADING THEM INTO THE CRATER.

155 EXT. AVENGERS COMPOUND - CRATER - DAY

155

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

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

I will shred this universe down to
its last atom. 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

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.

157 INT. SANCTUARY-2 - INTERROGATION CELL - DAY

157

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.

159 INT. UNDERGROUND GARAGE - RUINS - DAY

159

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!

161 EXT. AVENGERS COMPOUND - CRATER - CONTINUOUS 161

THE BUILDING RIGHTS ITSELF, LEVELING OUT.

162 INT. AVENGERS COMPOUND - RUINS - DAY 162

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!

163 INT. ACCESS TUNNEL - DAY 163

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 --

164 INT. ACCESS TUNNEL - UPPER CHAMBERS - CONTINUOUS 164

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.

166 EXT. AVENGERS COMPOUND - CRATER - DAY

166

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!

167 INT. UNDERGROUND GARAGE - RUINS - DAY

167

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.

168 EXT. AVENGERS COMPOUND - CRATER - DAY

168

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
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 CHITAUARI, SAKAARANS, AND OUTRIDERS.

THANOS
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
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
(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
I thought I lost you.

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

QUILL
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.

172 INT/EXT LUIS' VAN - CONTINUOUS

172

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.

173 EXT. AVENGERS COMPOUND - CRATER - DAY

173

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
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
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 --

176 INT. VAN - DAY

176

Scott twists wires on the Quantum Tunnel, hotwiring it.

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

177 EXT. CRATER - DAY

177

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
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.

178 EXT. HIGH SCHOOL NEW YORK CITY - NIGHT

178

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

As they embrace --

179 EXT. SAN FRANCISCO - NIGHT

179

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.

180 EXT. BARTON HOME - FRONT PORCH - DAY

180

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.

TONY (O.S.)
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.

181 EXT. WAKANDA - SUNSET

181

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 --

182 EXT. BARTON HOME - DAY

182

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.

183 INT. STARK ECO-COMPOUND - LIVING ROOM - DAY**183**

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.

TONY (O.S.)

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

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

I love you 3000.

He switches off the camera, vanishing.

Tears streaming, Pepper kisses Morgan's forehead.

184 EXT. STARK ECO-COMPOUND - BACK STAIRS - DAY**184**

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

185 EXT. STARK ECO-COMPOUND - LAKESIDE - DAY**185**

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.

186 EXT. STARK ECO-COMPOUND - LAKESIDE - DAY

186

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.

187 EXT. STARK ECO-COMPOUND - PORCH - BACK STAIRS- DAY

187

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.

188 EXT. NEW ASGARD - HILLSIDE - DAY

188

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.

189 INT. BENATAR - DAY

189

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
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.

190 EXT. NEW ASGARD - HILLSIDE - DAY

190

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

191 EXT. AVENGERS COMPOUND - RUINS - DAY

191

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

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

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

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.

193 EXT. AVENGERS COMPOUND - RIVERBANK - CONTINUOUS

193

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
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.

194 EXT. COLUMBIA HEIGHTS - WASHINGTON DC - DAY

194

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.

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

195

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.