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Captain America: The Winter Soldier

By Christopher Markus

On your left.
On your left.
On my left. Got it.
Don't say it. Don't you say it.
- On your left.
- Come on!
Need a medic?
I need a new set of lungs.
Dude, you just ran, like,
13 miles in 30 minutes.
I guess I got a late start.
Really? You should
be ashamed of yourself.
You should take another lap.
Did you just take it?
I assume you just took it.
What unit you with?
58th Pararescue.
But now I'm working down at the VA.
- Sam Wilson.
- Steve Rogers.
I kind of put that together.
Must have freaked you out, coming
home after the whole defrosting thing.
It takes some getting used to.
It's good to meet you, Sam.
It's your bed, right?
What's that?
Your bed, it's too soft.
When I was over there,
I'd sleep on the ground,
use rock for pillows,
like a caveman.
Now I'm home, lying in my bed,
and it's like...
Lying on a marshmallow.
Feel like I'm gonna sink
right to the floor.
How long?
Two tours.
You must miss the
good old days, huh?
Well, things aren't so bad.
Food's a lot better.

We used to boil everything.
No polio is good.
Internet, so helpful.
I've been reading that a lot,
trying to catch up.
Marvin Gaye, 1972,
Trouble Man soundtrack.
Everything you missed
jammed into one album.
I'll put it on the list.
All right, Sam, duty calls.
Thanks for the run.
If that's what you
want to call running.
That's how it is?
- That's how it is.
- Okay.
Any time you want to stop by the VA,
make me look awesome
in front of the girl at the
front desk, just let me know.
- I'll keep it in mind.
- Yeah.
Hey, fellas.
Either one of you
know where the Smithsonian is?
I'm here to pick up a fossil.
That's hilarious.
- How you doing?
- Hey.
Can't run everywhere.
No, you can't.
Target is a mobile
satellite launch platform,
the Lemurian Star.
They were sending up their last
payload when pirates took them,
93 minutes ago.
- Any demands?
- Billion and a half.
- Why so steep?
- Because it's S.H.I.E.L.D.'s.
So it's not off-course.
It's trespassing.

I'm sure they have a good reason.
You know, I'm getting a little
tired of being Fury's janitor.
Relax. It's not that complicated.
How many pirates?
25. Top mercs led by this guy.
Georges Batroc.
Ex-DGSE, Action Division.
He's at the top of
Interpol's Red Notice.
Before the French demobilized
him, he had 36 kill missions.
This guy's got a rep
for maximum casualties.
Hostages?
Mostly techs. One officer.
Jasper Sitwell.
They're in the galley.
What's Sitwell doing
on a launch ship?
All right, I'm gonna
sweep the deck and find Batroc.
Nat, you kill the engines
and wait for instructions.
Rumlow, you sweep aft,
find the hostages,
get them to the life-pods,
get them out. Let's move.
S.T.R.I.K.E., you heard the Cap.
Gear up.
Secure channel seven.
Seven secure.
Did you do anything fun
Saturday night?
Well, all the guys
from my barbershop quartet are dead,
so, no, not really.
Coming up on the drop zone, Cap.
You know, if you ask Kristen out,
from Statistics, she'd probably say yes.
That's why I don't ask.
Too shy, or too scared?
Too busy!
Was he wearing a parachute?

No.
No, he wasn't.
Hey!
Thanks.
Yeah. You seemed pretty
helpless without me.
What about the nurse that
lives across the hall from you?
She seems kind of nice.
Secure the engine room,
then find me a date.
I'm multi-tasking.
You want a bullet in your head?
Okay.
Hey, sailor.
Hey!
Targets acquired.
S.T.R.I.K.E. in position.
Natasha, what's your status?
Status, Natasha.
Hang on!
Engine room secure.
On my mark.
Three...
Two... One.
I told you, S.H.I.E.L.D.
doesn't negotiate.
Hostages en route to extraction.
Romanoff missed
the rendezvous point, Cap.
Hostiles are still in play.
Natasha, Batroc's on the move.
Circle back to Rumlow
and protect the hostages.
Natasha.
Well, this is awkward.
What are you doing?
Backing up the hard drive.
It's a good habit to get into.
Rumlow needed your help.
What the hell are you doing here?
You're saving S.H.I.E.L.D. intel.
Whatever I can get my hands on.
Our mission is to rescue hostages.

No, that's your mission,
and you've done it beautifully.
You just jeopardized
this whole operation.
I think that's overstating things.
Okay.
That one's on me.
You're damn right.
You just can't stop yourself
from lying, can you?
I didn't lie.
Agent Romanoff
had a different mission than yours.
Which you didn't feel
obliged to share.
I'm not obliged to do anything.
Those hostages could
have died, Nick.
I sent the greatest soldier in history
to make sure that didn't happen.
Soldiers trust each other.
That's what makes it an army.
Not a bunch of guys
running around shooting guns.
Last time I trusted someone,
I lost an eye.
Look, I didn't want you doing
anything you weren't comfortable with.
Agent Romanoff is comfortable
with everything.
I can't lead a mission
when the people I'm leading
have missions of their own.
It's called compartmentalization.
Nobody spills the secrets,
because nobody knows them all.
Except you.
You're wrong about me.
I do share.
I'm nice like that.
- Insight bay.
- Captain Rogers does not have
clearance for Project Insight.
Director override.

Fury, Nicholas J.

Confirmed.

You know, they used to play music.

Yeah.

My grandfather operated one
of these things for 40 years.

Granddad worked in a nice building.

Got good tips.

He'd walk home every night,
a roll of ones stuffed in his lunch bag.

He'd say, "Hi."

People would say, "Hi" back.

Time went on,

the neighborhood got rougher.

He'd say, "Hi."

They'd say, "Keep on steppin'."

Granddad got to gripping that
lunch bag a little tighter.

Did he ever get mugged?

Every week some punk would say,

"What's in the bag?"

What would he do?

He'd show them.

Bunch of crumpled ones,
and a loaded .22 Magnum.

Yeah, Granddad loved people.

But he didn't trust them very much.

Yeah, I know.

They're a little bit

bigger than a .22.

This is Project Insight.

Three next-generation helicarriers

synced to a network

of targeting satellites.

Launched from the Lemurian Star.

Once we get them in the air,

they never need to come down.

Continuous sub-orbital flight,

courtesy of our new repulsor engines.

Stark?

He had a few suggestions

once he got an up-close look

at our old turbines.

These new long-range precision guns

can eliminate 1,000
hostiles a minute.
The satellites can read a terrorist's DNA
before he steps outside his spider hole.
We're gonna neutralize a lot of
threats before they even happen.
Thought the punishment
usually came after the crime.
We can't afford to wait that long.
Who's "we"?

After New York, I convinced
the World Security Council
we needed a quantum surge
in threat analysis.
For once, we're way
ahead of the curve.
By holding a gun to everyone on Earth
and calling it protection.
You know, I read those SSR files.
"Greatest Generation"?

You guys did some nasty stuff.
Yeah, we compromised.
Sometimes in ways that
made us not sleep so well.
But we did it
so that people could be free.
This isn't freedom. This is fear.
S.H.I.E.L.D. takes the world as
it is, not as we'd like it to be.
And it's getting damn near past time
for you to get with that program, Cap.
Don't hold your breath.
Welcome to the Smithsonian.
Visitor information booths are
available on the second level.
A symbol to the nation.
A hero to the world.
The story of Captain America
is one of honor, bravery and sacrifice.
Denied enlistment
due to poor health,
Steven Rogers was chosen
for a program
unique in the annals

of American warfare.
One that would transform him
into the world's first Super-Soldier.
In this rare footage,
everyone's favorite war hero,
Captain America...
Battle tested,
Captain America
and his Howling Commandos
quickly earned their stripes.

Their mission:

taking down HYDRA,
the Nazi rogue science division.
Best friends since childhood,
Bucky Barnes and Steven Rogers
were inseparable
on both schoolyard and battlefield.
Barnes is the only Howling
Commando to give his life
in service of his country.
That was a difficult winter.
A blizzard had trapped half
our battalion behind the German line.
Steve, Captain Rogers,
he fought his way
through a HYDRA blockade
that had pinned our allies
down for months.
He saved over 1,000 men.
Including the man who would...
Who would become my husband,
as it turned out.
Even after he died,
Steve was still changing my life.
You should be
proud of yourself, Peggy.
I have lived a life.
My only regret is that
you didn't get to live yours.
What is it?
For as long as I can remember,
I just wanted to do what was right.
I guess I'm not quite sure

what that is anymore.
And I thought I could throw
myself back in and follow orders.
Serve.
It's just not the same.
You're always so dramatic.
Look, you saved the world.
We rather mucked it up.
You didn't.
Knowing that you helped found
S.H.I.E.L.D. is half the reason I stay.
Hey.
The world has changed,
and none of us can go back.
All we can do is our best.
And sometimes the best that
we can do is to start over.
Steve.
Yeah?
You're alive.
You came back.
Yeah, but...
It's been so long.
So long.
Well, I couldn't
leave my best girl.
Not when she owes me a dance.
Secure office.
Open Lemurian Star's
satellite launch file.
Access denied.
Run decryption.
Decryption failed.
Director override.
Fury, Nicholas J.
Override denied. AH files sealed.
On whose authority?
Fury, Nicholas J.
World Security Council.
Confirmed.
If Nick Fury thinks
he can get his costumed thugs
and S.T.R.I.K.E. commandos to
mop up his mess, he's sadly mistaken.

This failure is unacceptable.
Considering this attack took place
one mile from my country's
sovereign waters,
it's a bit more than that.
I move for immediate hearing.
We don't need hearings,
we need action.
It's this Council's duty
to oversee S.H.I.E.L.D.
A breach like this
raises serious questions.
Like how the hell
did a French pirate
manage to hijack a covert S.H.I.E.L.D.
vessel in broad daylight?
For the record, Councilman,
he's Algerian.
I can draw a map if it'd help.
I appreciate your wit,
Secretary Pierce.
But this Council takes things like
international piracy fairly seriously.
Really? I don't.
I don't care about one boat,
I care about the fleet.
If this Council is going
to fall to rancor
every time someone pushes us
on the playing field,
maybe we need someone
to oversee US.
Mr. Secretary, nobody
is suggesting...
Excuse me.
More trouble, Mr. Secretary?
Depends on your definition.
I work 40 floors away and it takes
a hijacking for you to visit?
A nuclear war would do it, too.
You busy in there?
Nothing some earmarks can't fix.
I'm here to ask a favor.
I want you to call for a vote.

Project Insight has to be delayed.
Nick, that's not a favor,
that's a sub-committee hearing.
Along one.
It could be nothing.
It probably is nothing.
I just need time
to make sure it's nothing.
But if it's something?
Then we'll both be damn glad
those helicarriers aren't in the air.
Fine.
But you got to get Iron Man
to stop by my niece's birthday party.
Thank you, sir.
And not just a flyby.
He's got to mingle.
The thing is,
I think it's getting worse.
A cop pulled me over last week.
He thought I was drunk.
I swerved to miss a plastic bag.
I thought it was an IED.
Some stuff you leave there.
Other stuff you bring back.
It's our job to figure
out how to carry it.
Is it gonna be in a big suitcase,
or in a little man-purse?
It's up to you.
- I'll see you next week.
- Definitely.
Look who it is, the running man.
Caught the last few minutes.
It's pretty intense.
Yeah, brother,
we all got the same problems.
Guilt,
regret.
You lose someone?
My wingman, Riley.
Flying a night mission.
Standard PJ rescue op.
Nothing we hadn't done

1,000 times before.
Until an RPG knocked Riley's
dumb ass out of the sky.
Nothing I could do.
It's like I was up
there just to watch.
- I'm sorry.
- After that,
I had a really hard time finding a reason
for being over there, you know?
But you're happy now,
back in the world?
The number of people giving me
orders is down to about zero.
So, hell yeah.
Are you thinking about getting out?
No.
I don't know.
To be honest, I don't know
what I would do with myself if I did.
Ultimate fighting?
Just a great idea off
the top of my head.
Seriously, you could do
whatever you want to do.
What makes you happy?
I don't know.
Activating communications
encryption protocol.
Open secure line 0405.
Confirmed.
This is Hill.
I need you here in D.C.
Deep shadow conditions.
Give me four hours.
You have three. Over.
Want to see my lease?
Fracture detected.
Recommend anesthetic injection.
D. C. Metro Police dispatch
shows no units in this area.
Get me out of here.
Propulsion systems offline.
Then reboot, damn it!

Warning. Window
integrity compromised.
You think?
How long to propulsion?
Calculating.
Window integrity 31%.
Deploying countermeasures.
Hold that order!
Window integrity 19%.
Offensive measures advised.
Wait!
Window integrity 1%.
Now!
Propulsion systems now online.
Full acceleration! Now!
Initiate vertical takeoff!
Flight systems damaged.
Then activate guidance cameras!
Give me the wheel!
Get me Agent Hill.
Communications array damaged.
Well, what's not damaged?
Air conditioning is
fully operational.
Traffic ahead.
Give me an alternate route.
Traffic alert on Roosevelt Bridge.
AH vehicles stopped.
17th Avenue clear in three
blocks, directly ahead.
Warning. Approaching intersection.
Get me off the grid!
Calculating route
to secure location.
So sweet. That is so nice.
Hi.
I got to go, though.
Okay. Bye.
My aunt, she's kind
of an insomniac.
Yeah.
Hey, if you want...
If you want,
you're welcome to use my machine.

Might be cheaper
than the one in the basement.
Yeah? What's it cost?
A cup of coffee?
Thank you, but
I already have a
load in downstairs,
and you really don't want
my scrubs in your machine.
I just finished a rotation
in the infectious disease ward, so...
Well, I'll keep my distance.
Hopefully, not too far.
And I think you left
your stereo on.
Right. Thank you.
Yeah.
I don't remember giving you a key.
You really think I'd need one?
My wife kicked me out.
I didn't know you were married.
A lot of things you
don't know about me.
I know, Nick. That's the problem.
I'm sorry to have to do this,
but I had no place else to crash.
Who else knows about your wife?
Just...
My friends.
Is that what we are?
That's up to you.
Don't trust anyone.
Captain Rogers?
Captain,
I'm Agent 13 of S.H.I.E.L.D.
Special Service.
Kate?
I'm assigned to protect you.
On whose order?
His.
Foxtrot is down, he's unresponsive.
I need EMTs.
Do we have a 20 on the shooter?
Tell him I'm in pursuit.

Is he gonna make it?
I don't know.
Tell me about the shooter.
He's fast. Strong.
Had a metal arm.
Ballistics?
Three slugs, no rifling.
Completely untraceable.
Soviet-made.
Yeah.
He's in V-tach.
- Crash cart coming in.
- Nurse, help me with the drape.
- BP's dropping.
- Defibrillator!
I want you to charge him at 100.
Don't do this to me, Nick.
Stand back.
Three, two,
one. Clear.
- Pulse?
- No pulse.
Okay, 200, please.
Stand back!
Three, two, one. Clear!
Get me epinephrine!
Pulse?
Negative.
Don't do this to me, Nick.
Don't do this to me.
What's the time?

1:

Time of death, 1:03 a.m.
I need to take him.
Natasha.
Natasha!
Why was Fury in your apartment?
I don't know.
Cap, they want you
back at S.H.I.E.L.D.
Yeah, give me a second.
They want you now.
Okay.

You're a terrible liar.
S.T.R.I.K.E. team,
escort Captain Rogers
back to S.H.I.E.L.D.
immediately for questioning.
I told him.
- Let's go.
- Yeah.
S.T.R.I.K.E., move it out.
Captain Rogers.
Neighbor.
Captain.
I'm Alexander Pierce.
Sir, it's an honor.
The honor's mine, Captain.
My father served in the 101st.
Come on in.
That photo was taken
five years after Nick and I met,
when I was at State Department
in Bogota.
E.L.N. rebels took the embassy,
and security got me out,
but the rebels took hostages.
Nick was Deputy Chief
of the S.H.I.E.L.D. station there,
and he comes to me with a plan.
He wants to storm the building
through the sewers.
I said, "No, we'll negotiate."
Turned out, the E.L.N. didn't negotiate,
so they put out a kill order.
They stormed the basement,
and what do they find?
They find it empty.
Nick had ignored my direct order,
and carried out an unauthorized
military operation on foreign soil,
and saved the lives of
a dozen political officers,
including my daughter.
So you gave him a promotion.
I've never had any
cause to regret it.

Captain, why was Nick
in your apartment last night?
I don't know.
Did you know it was bugged?
I did, because Nick told me.
Did he tell you
he was the one who bugged it?
I want you to see something.
Who hired you, Batroc?
Is that live?
Yeah, they picked him up last night
in a not-so-safe house in Algiers.
Are you saying he's a suspect?
Assassination isn't Batroc's line.
No, no. It's more
complicated than that.
Batroc was hired anonymously
to attack the Lemurian Star.
And he was contacted by email
and paid by wire transfer,
and then the money was run
through 17 fictitious accounts.
The last one going to
a holding company
that was registered
to a Jacob Veech.
Am I supposed to know who that is?
Not likely. Veech
died six years ago.
His last address was
1435 Elmhurst Drive.
When I first met Nick,
his mother lived at 1437.
Are you saying
Fury hired the pirates? Why?
The prevailing theory
was that the hijacking was
a cover for the acquisition
and sale of classified
intelligence.
The sale went sour
and that led to Nick's death.
If you really knew Nick Fury,
you'd know that's not true.

Why do you think we're talking?
See, I took a seat on the Council
not because I wanted to,
but because Nick asked me to,
because we were both realists.
We knew that, despite all the diplomacy
and the handshaking and the rhetoric,
to build a really better world
sometimes means having
to tear the old one down.
And that makes enemies.
Those people that call you dirty
because you got the guts
to stick your hands in the mud
and try to build something better.
And the idea that those people
could be happy today
makes me really, really angry.
Captain, you were the last
one to see Nick alive.
I don't think that's an accident.
And I don't think you do, either.
So, I'm gonna ask again.
Why was he there?
He told me not to trust anyone.
I wonder if that included him.
I'm sorry.
Those were his last words.
Excuse me.
Captain,
somebody murdered my friend
and I'm gonna find out why.
Anyone gets in my way,
they're gonna regret it.
Anyone.
Understood.
Operations Control.
Confirmed.
Keep all S.T.R.I.K.E.
personnel on site.
- Understood.
- Yes, sir.
- Forensics.
- Confirmed.

Cap.

Rumlow.

Evidence Response found some fibers
on the roof they want us to see.

You want me to get
the tac team ready?

No, let's wait and see
what it is first.

Right.

What's the status so far?

- Administrations level.
- Confirmed.

Excuse me.

I'm sorry about
what happened with Fury.

It's messed up, what
happened to him.

Thank you.

Records.

Confirmed.

Before we get started,
does anyone want to get out?

Mobilize S.T.R.I.K.E.
units, 25th floor.

Whoa, big guy.-

I just want you to know, Cap,
this isn't personal!

It kind of feels personal.

Drop the shield
and put your hands in the air!

Give it up, Rogers!

Get that door open!

You have nowhere to go!

Are you kidding me?

He's headed for the garage.

Lock down the bridge.

Stand down, Captain Rogers.

Stand down.

Repeat, stand down.

Eyes here.

Whatever your op is, bury it.

This is Level One.

Contact DOT.

All traffic lights in

the district go red.
Shut all runways at BWI,
IAD and Reagan.
All security cameras in the city
go through this monitor right here.
Scan all open sources,
phones, computers,
PDAs. Whatever.
If someone tweets about this
guy, I want to know about it.
With all due respect,
if S.H.I.E.L.D. is conducting
a manhunt for Captain America
we deserve to know why.
Because he lied to us.
Captain Rogers has information
regarding the death of Director Fury.
He refused to share it.
As difficult as this is to accept,
Captain America is a fugitive
from S.H.I.E.L.D.
- Where is it?
- Safe.
- Do better.
- Where did you get it?
Why would I tell you?
Fury gave it to you. Why?
- What's on it?
- I don't know.
Stop lying-
I only act like
I know everything, Rogers.
I bet you knew Fury hired
the pirates, didn't you?
Well, it makes sense. The ship was
dirty, Fury needed a way in, so do you.
I'm not gonna ask you again.
I know who killed Fury.
Most of the intelligence community
doesn't believe he exists.
The ones that do
call him the Winter Soldier.
He's credited with over
two dozen assassinations

in the last 50 years.
So he's a ghost story.
Five years ago, I was escorting
a nuclear engineer out of Iran.
Somebody shot out
my tires near Odessa.
We lost control,
went straight over a cliff.
I pulled us out.
But the Winter Soldier was there.
I was covering my engineer
so he shot him
straight through me.
Soviet slug.
No rifling. Bye-bye, bikinis.
Yeah, I bet you look terrible
in them now.
Going after him is a dead end.
I know, I've tried.
Like you said, he's a ghost story.
Well, let's find out
what the ghost wants.
Nick Fury was murdered
in cold blood.
To any reasonable person,
that would make him a martyr,
not a traitor.
You know what makes him a traitor?
Hiring a mercenary
to hijack his own ship.
Nick Fury used your friendship
to coerce this Council
into delaying Project Insight.
A project he knew would expose
his own illegal operations.
At best, he lied to you.
At worst...

Are you calling for my resignation?
I've got a pen and
paper right here.
That discussion can be tabled
for a later time.
But you do want to
have a discussion?

We've already had
it, Mr. Secretary.
This Council moves to
immediately reactivate Project Insight.
If you want to say something snappy,
now would be a good time.
First rule of going on the run
is don't run, walk.
If I run in these shoes,
they're gonna fall off.
The drive has a Level Six homing
program, so as soon as we boot up
S.H.I.E.L.D. will know
exactly where we are.
How much time will we have?
About nine minutes from
now.
Fury was right about that ship.
Somebody's trying
to hide something.
This drive is protected
by some sort of AI.
It keeps rewriting itself
to counter my commands.
Can you override it?
The person who developed this
is slightly smarter than me.
Slightly.
I'm gonna try running a tracer.
This is a program
that S.H.I.E.L.D. developed
to track hostile malware,
so if we can't read the file,
maybe we can find out
where it came from.
Can I help you guys with anything?
No. My fianc was just helping me
with some honeymoon destinations.
Right. We're getting married.
Congratulations. Where are
you guys thinking about going?
New Jersey.
I have the exact same glasses.
Wow, you two are practically twins.

Yeah, I wish.

Specimen.

If you guys need anything,

I've been Aaron.

Thank you.

- You said nine minutes. Come on.

- Relax.

Got it.

You know it?

I used to. Let's go.

Standard tac team.

Two behind, two across,
and two coming straight at us.

If they make us, I'll engage,
you hit the south escalator to the metro.

Shut up and put your arm around me.

Laugh at something I said.

- What?

- Do it.

Negative at the source.

Give me a floor rundown.

Negative on three.

Negative on two.

Snake the upper levels.

Work down to me.

- Kiss me.

- What?

Public displays of affection
make people very uncomfortable.

Yes, they do.

You still uncomfortable?

It's not exactly the
word I would use.

Where did Captain America
learn how to steal a car?

Nazi Germany.

And we're borrowing.

Take your feet off the dash.

All right, I have a question for you,
which you do not have to answer.

I feel like, if you
don't answer it though,

- you're kind of answering it, you know.

- What?

Was that your first
kiss since 1945?

- That bad, huh?

- I didn't say that.

Well, it kind of sounds like
that's what you're saying.

No, I didn't.

I just wondered
how much practice you've had.

- You don't need practice.

- Everybody needs practice.

It was not my first
kiss since 1945.

I'm 95, I'm not dead.

Nobody special, though?

Believe it or not,

it's kind of hard

to find someone with
shared life experience.

Well, that's all right.

You just make something up.

- What, like you?

- I don't know.

The truth is a matter
of circumstance.

It's not all things to all people,
all the time.

Neither am I.

That's a tough way to live.

It's a good way not to die, though.

You know, it's kind of hard

to trust someone,

when you don't know

who that someone really is.

Yeah.

Who do you want me to be?

How about a friend?

Well, there's a chance you might be
in the wrong business, Rogers.

This is it.

The file came from
these coordinates.

So did I.

This camp is where I was trained.

Change much?
A little.
Pick up the pace, ladies!
Let's go! Let's go!
Double time!
Come on, Rogers, move it!
Come on, fall in!
Rogers!
I said fall in!
This is a dead end.
Zero heat signatures,
zero waves, not even radio.
Whoever wrote the file must
have used a router to throw people off.
What is it?
Army regulations
forbid storing munitions
within 500 yards of the barracks.
This building is in
the wrong place.
This is S.H.I.E.L.D.
Maybe where it started.
And there's Stark's father.
Howard.
Who's the girl?
If you're already working
in a secret office,
why do you need to
hide the elevator?
This can't be the data point.
This technology is ancient.
Y-E-S spells yes.
Shall we play a game?
- It's from a movie that was really...
- I know, I saw it.
Rogers, Steven,
born 1918.
Romanoff, Natalia Alianovna,
born 1984.
It's some kind of recording.
I am not a recording, Fraulein.
I may not be the man I was
when the Captain took
me prisoner in 1945.

But I am.
You know this thing?
You know this thing?
Arnim Zola was a German scientist
who worked for the Red Skull.
He's been dead for years.
First correction, I am Swiss.
Second, look around you.
I have never been more alive.
In 1972, I received a
terminal diagnosis.
Science could not save my body.
My mind, however,
that was worth saving,
on 200,000 feet of databanks.
You are standing in my brain.
- How did you get here?
- Invited.
It was Operation Paperclip
after World War II.
S.H.I.E.L.D. recruited German
scientists with strategic value.
They thought I could
help their cause.
I also helped my own.
HYDRA died With the Red Skull.
Cut off one head,
two more shall take its place.
Prove it.
Accessing archive.
HYDRA was founded on
the belief that humanity
could not be trusted
with its own freedom.
What we did not realize was
that if you try
to take that freedom, they resist.
The war taught us much.
Humanity needed to surrender
its freedom willingly.
After the war,
S.H.I.E.L.D. was founded,
and I was recruited.
The new HYDRA grew.

A beautiful parasite
inside S.H.I.E.L.D.
For 70 years,
HYDRA has been secretly
feeding crisis, reaping war,
and when history did not cooperate,
history was changed.
That's impossible. S.H.I.E.L.D.
would have stopped you.
Accidents will happen.
HYDRA created a world so chaotic
that humanity is finally ready
to sacrifice its freedom
to gain its security.
Once a purification process
is complete,
HYDRA'S new world order will arise.
We won, Captain.
Your death amounts to
the same as your life.
A zero sum.
As I was saying...
What's on this drive?
Project Insight requires insight.
So, I wrote an algorithm.
What kind of algorithm?
What does it do?
The answer to your question
is fascinating.
Unfortunately, you shall
be too dead to hear it.
Steve, we got a bogey.
Short range ballistic.
- 30 seconds tops.
- Who fired it?
S.H.I.E.L.D.
I am afraid
I have been stalling, Captain.
Admit it.
It's better this way.
We are, both of us,
out of time.
Call in the asset.
I'm going to go, Mr. Pierce.

You need anything before I leave?
No... It's fine, Renata,
you can go home.
Okay. Night-night.
Good night.
Want some milk?
The timetable has moved.
Our window is limited.
Two targets, Level Six.
They already cost me Zola.
I want confirmed death in 10 hours.
Sorry, Mr. Pierce, I...
I forgot my
phone.
Renata, I wish you
would have knocked.
Hey, man.
I'm sorry about this.
We need a place to lay low.
Everyone we know is
trying to kill us.
Not everyone.
- You okay?
- Yeah.
What's going on?
When I first joined S.H.I.E.L.D.
I thought I was going straight.
But I guess I just traded in
the KGB for HYDRA.
I thought I knew whose
lies I was telling,
but I guess I can't tell
the difference anymore.
There's a chance you might be
in the wrong business.
I owe you.
It's okay.
If it was the other way around,
and it was down to me
to save your life,
now you be honest with me,
would you trust me to do it?
I would now.
And I'm always honest.

Well, you seem pretty chipper
for someone who just found out
they died for nothing.
Well, guess I just like to
know who I'm fighting.
I made breakfast.
If you guys eat that sort of thing.
So, the question is,
who at S.H.I.E.L.D. could launch
a domestic missile strike?
Pierce.
Who happens to be sitting on top
of the most secure building in the world.
But he's not working alone.
Zola's algorithm
was on the Lemurian Star.
So was Jasper Sitwell.
So, the real question is,
how do the two most wanted people
in Washington kidnap
a S.H.I.E.L.D. officer in broad daylight?
The answer is, you don't.
- What's this?
- Call it a rsum.
Is this Bakhmala?
The Khalid Khandil mission,
that was you?
You didn't say he was a Pararescue.
- Is this Riley?
- Yeah.
I heard they couldn't bring in the
choppers because of the RPGs.
What did you use? A stealth chute?
No.
These.
I thought you said
you were a pilot.
I never said pilot.
I can't ask you to do this, Sam.
You got out for a good reason.
Dude, Captain America
needs my help.
There's no better
reason to get back in.

Where can we get our hands on
one of these things?
The last one is at Fort Meade.
Behind three guarded gates
and a 12-inch steel wall.
Shouldn't be a problem.
Listen, I got to fly home tonight
because I got some
constituency problem
and I got to press the flesh.
Any constituent in particular,
Mr. Senator?
No, not really.
Twenty-three, kind of hot.
Real hot, you know?
Wants to be a reporter, I think.
I don't know.
Who listens at that point?
Doesn't sound like
much of a problem to me.
Really? Because she's
killing my back.
But this isn't the place
to talk about it.
This is a nice pin.
- Thank you.
- Come here.
Hail HYDRA.
- See, it's right there...
- Yeah, I just saw that.
- Should I get it checked?
- I think you should.
I need a minute.
Bring the car around.
Yes, sir?
Agent Sitwell, how was lunch?
I hear the crab cakes here
are delicious.
Who is this?
The good-looking guy in the
sunglasses, your 10 o' clock.
Your other 10 o'clock.
There you go.
What do you want?

You're gonna go around
the corner to your right.
There's a gray car two spaces down.
You and I are gonna take a ride.
And why would I do that?
Because that tie looks
really expensive,
and I'd hate to mess it up.
Tell me about Zola's algorithm.
Never heard of it.
What were you doing
on the Lemurian Star?
I was throwing up. I get seasick.
Is this little display meant to insinuate
that you're gonna throw me off the roof?
Because it's really not
your style, Rogers.
You're right.
It's not.
It's hers.
Wait. What about that girl
from Accounting, Laura...
Lillian. Lip piercing, right?
Yeah, she's cute.
Yeah. I'm not ready for that.
Zola's algorithm is a program
for choosing
- insight's targets.
- What targets?
You!
A TV anchor in Cairo,
the Under Secretary of Defense,
a high school Valedictorian
in Iowa City,
Bruce Banner, Stephen Strange,
anyone who's a threat
to HYDRA.
Now, or in the future.
In the future? How could it know?
How could it not?
The 21st century is a digital book.
Zola taught HYDRA how to read it.
Your bank records,
medical histories, voting patterns,

emails, phone calls,
your damn SAT scores!
Zola's algorithm
evaluates people's past
to predict their future.
And what then?
Oh, my God. Pierce
is gonna kill me.
What then?
Then the Insight helicarriers
scratch people off the list.
A few million at a time.
HYDRA doesn't like leaks.
Then why don't you try
sticking a cork in it?
Insight's launching in 16 hours.
We're cutting it a
little bit close here.
I know. We'll use him
to bypass the DNA scans
and access the
helicarriers directly.
What? Are you crazy?
That is a terrible, terrible idea.
Shit!
Hang on!
Go! I got this!
Taking fire above
and below expressway.
Civilians threatened.
Repeat, civilians threatened.
I make an LZ, 2300 block
of Virginia Avenue.
Rendezvous, two minutes.
Get out of the way!
Stay out of the way!
Bucky?
Who the hell is Bucky?
Drop the shield, Cap!
Get on your knees!
Get on your knees!
Get down, get down!
Get on your knees!
Down!

Don't move.
Put the gun down.
Not here. Not here!
It was him.
He looked right at me
like he didn't even know me.
How is that even possible?
It was, like, 70 years ago.
Zola.
Bucky's whole unit
was captured in '43.
Zola experimented on him.
Whatever he did
helped Bucky survive the fall.
They must have found him and...
None of that's your fault, Steve.
Even when I had
nothing, I had Bucky.
We need to get a doctor here.
If we don't put
pressure on that wound,
she's gonna bleed out
here in the truck.
That thing was squeezing my brain.
Who is this guy?
Three holes. Start digging.
GSW. She's lost at least a pint.
Maybe two.
- Let me take her.
- She'll want to see him first.
About damn time.
Lacerated spinal column,
cracked sternum,
shattered collarbone,
perforated liver,
and one hell of a headache.
Don't forget your collapsed lung.
Let's not forget that.
Otherwise, I'm good.
They cut you open.
Your heart stopped.
Tetrodotoxin B.
Slows the pulse to
one beat a minute.

Banner developed it for stress.
Didn't work so great for him,
but we found a use for it.
Why all the secrecy?
Why not just tell us?
Any attempt on the Director's
life had to look successful.
Can't kill you if
you're already dead.
Besides,
I wasn't sure who to trust.
Sergeant Barnes.
Bucky, no!
The procedure has already started.
You are to be the
new fist of HYDRA.
Put him on ice.
Sir.
He's unstable.
Erratic.
Mission report.
Mission report now.
The man on the bridge.
Who was he?
You met him earlier this week
on another assignment.
I knew him.
Your work has been
a gift to mankind.
You shaped the century.
And I need you to do
it one more time.
Society's at a tipping point
between order and chaos.
And tomorrow morning,
we're gonna give it a push.
But, if you don't do your part,
I can't do mine.
And HYDRA can't give the world
the freedom it deserves.
But I knew him.
Prep him.
He's been out of cryo
freeze too long.

Then wipe him and start over.
This man declined
the Nobel Peace Prize.
He said peace wasn't
an achievement,
it was a responsibility.
See, it's stuff like this
that gives me trust issues.
We have to stop the launch.
I don't think the Council's
accepting my calls anymore.
What's that?
Once the helicarriers
reach 3,000 feet,
they'll triangulate with Insight satellites,
becoming fully weaponized.
We need to breach those carriers
and replace their targeting
blades with our own.
One or two won't cut it.
We need to link all three
carriers for this to work,
because if even one of those
ships remains operational,
a whole lot of people
are gonna die.
We have to assume everyone aboard
those carriers is HYDRA.
We have to get past them,
insert these server blades.
And maybe, just maybe
we can salvage what's left...
We're not salvaging anything.
We're not just
taking down the carriers, Nick.
We're taking down S.H.I.E.L.D.
S.H.I.E.L.D. had nothing
to do with this.
You gave me this mission.
This is how it ends.
S.H.I.E.L.D.'s been compromised.
You said so yourself.
HYDRA grew right under your nose
and nobody noticed.

Why do you think we're meeting
in this cave? I noticed.
How many paid the price
before you did?
Look, I didn't know about Barnes.
Even if you had,
would you have told me?
Or would you have
compartmentalized that, too?
S.H.I.E.L.D., HYDRA,
it all goes.
He's right.
Don't look at me.
I do what he does, just slower.
Well...
It looks like you're giving
the orders now, Captain.
We looked for you, after.
My folks wanted to give you
a ride to the cemetery.
I know, I'm sorry.
I just kind of wanted to be alone.
How was it?
It was okay.
She's next to Dad.
I was gonna ask...
I know what you're gonna say, Buck.
I just...
We can put the
couch cushions on the floor
like when we were kids.
It'll be fun. All you got
to do is shine my shoes,
maybe take out the trash.
Come on.
Thank you, Buck,
but I can get by on my own.
The thing is, you don't have to.
I'm with you to the
end of the line, pal.
He's gonna be there, you know.
I know.
Look, whoever he used to be
and the guy he is now,

I don't think he's
the kind you save.
He's the kind you stop.
I don't know if I can do that.
Well, he might not
give you a choice.
He doesn't know you.
He will.
Gear up. It's time.
You gonna wear that?
No. If you're gonna fight a war,
you got to wear a uniform.
Oh, man.
I am so fired.
We are in final launch sequence.
We are go on guidance.
AH personnel to launch stations.
And how was your flight?
Lovely.
The ride from the airport, less so.
Sadly, S.H.I.E.L.D. can't
control everything.
Including Captain America.
This facility is
biometrically controlled.
And these will give you
unrestricted access.
I've been parking
there for two months.
- But it's his spot.
- So where's he been?
I think Afghanistan.
Negative DT Six. The
pattern is full.
Well, he could've said something.
Must be the dish.
I'll check it out.
Triskelion command request
we clear the area for launch.
Excuse us.
I know the road
hasn't exactly been smooth,
and some of you would have gladly
kicked me out of the car along the way.

Finally, we're here.
And the world should be grateful.
Attention all S.H.I.E.L.D. agents,
this is Steve Rogers.
You've heard a lot about me
over the last few days.
Some of you were even ordered
to hunt me down.
But I think it's time
you know the truth.
S.H.I.E.L.D. is not
what we thought it was.
It's been taken over by HYDRA.
Alexander Pierce is their leader.
The S.T.R.I.K.E. and Insight crew
are HYDRA as well.
I don't know how many more,
but I know they're in the building.
They could be standing
right next to you.
They almost have what they want.
Absolute control.
They shot Nick Fury.
And it won't end there.
If you launch those
helicarriers today,
HYDRA will be able to kill
anyone that stands in their way.
Unless we stop them.
I know I'm asking a lot.
But the price of freedom is high.
It always has been.
And it's a price I'm
willing to pay.
And if I'm the only
one, then so be it.
But I'm willing to bet I'm not.
Did you write that down first,
or was it off the top of your head?
You smug son of a bitch.
Arrest him.
I guess I've got the floor.
Preempt the launch sequence.
Send those ships up now.

Is there a problem?
Is there a problem?
I'm sorry, sir.
I'm not gonna launch those ships.
Captain's orders.
Move away from your station.
Like he said...
Hold it right there.
Put the gun down!
Captain's orders.
You picked the wrong side, Agent.
Depends on where you're standing.
Close the bay door!
Close the bay door now!
Close the bay door!
They're initiating launch.
Hey, Cap, how do we know
the good guys from the bad guys?
If they're shooting
at you, they're bad.
Hey, Cap,
I found those bad guys
you were talking about.
You okay?
I'm not dead yet.
Let me ask you a question.
What if Pakistan marched
into Mumbai tomorrow
and you knew that they were
going to drag your daughters
into a soccer stadium
for execution,
and you could just stop it,
with a flick of the switch.
Wouldn't you?
Wouldn't you all?
Not if it was your switch.
I'm sorry.
Did I step on your moment?
Satellites in range at 3,000 feet.
Falcon, status?
Engaging-
All right, Cap. I'm in.
Oh, shit.

Eight minutes, Cap.
Working on it.
What are you doing?
She's disabling security protocols
and dumping all the secrets
onto the Internet.
- Including HYDRA'S.
- And S.H.I.E.L.D.'s.
If you do this,
none of your past is
gonna remain hidden.
Are you sure you're ready
for the world to see you
as you really are?
Are you?
Alpha lock.
Falcon, where are you now?
I had to take a detour.
Oh, yeah!
I'm in.
Bravo lock.
Two down, one to go.
All S.H.I.E.L.D. pilots, scramble.
We're the only air support
Captain Rogers has got.
Disabling the encryption
is an executive order.
It takes two Alpha Level members.
Don't worry. Company's coming.
Did you get my flowers?
- I'm glad you're here, Nick.
- Really?
Because I thought
you had me killed.
You know how the game works.
So why make me head
of S.H.I.E.L.D.?
Because you were the best,
and the most ruthless person
I ever met.
I did what I did to protect people.
Our enemies are your enemies, Nick.
Disorder. War.
It's just a matter of time

before a dirty bomb goes off in Moscow,
or an EMF' fries Chicago.
Diplomacy?
A holding action, Nick. A band-aid.
And you know where
I learned that. Bogota.
You didn't ask.
You just did what had to be done.
I can bring order to the lives
of seven billion people
by sacrificing 20 million.
It's the next step, Nick.
If you have the courage to take it.
No. I have the courage not to.
Retinal scanner active.
You don't think we've wiped
your clearance from the system?
I know you erased my password.
Probably deleted my retinal scan.
But if you want to stay ahead
of me, Mr. Secretary,
you need to keep both eyes open.
Alpha level confirmed.
Encryption code accepted.
Safeguards removed.
Charlie carrier is 45
degrees off the port bow.
Six minutes.
Hey, Sam, gonna need a ride.
Roger. Let me know
when you're ready.
I just did!
You know, you're a lot heavier
than you look.
I had a big breakfast.
Steve!
Cap! Cap, come in. Are you okay?
Yeah, I'm here.
I'm still on the helicarrier.
- Where are you?
- I'm grounded.
The suit's down. Sorry, Cap.
Don't worry. I got it.
Emergency evacuation alert.

All personnel, proceed to
designated safety zones.
All S.H.I.E.L.D. agents
regroup at Rally Point Delta.
Sir, the Council's been breached.
- Repeat, Dispatch.
- Black Widow's up there.
Headed up.
- Falcon?
- Yeah.
Rumlow's headed for the Council.
I'm on it.
People are gonna die, Buck.
I can't let that happen.
Please don't make me do this.
Done.
And it's trending.
Unless you want a two-inch
hole in your sternum,
I'd put that gun down.
That was armed the moment
you pinned it on.
Drop it!
Drop it!
I'm on 41, headed toward
the southwest stairwell.
This is gonna hurt.
There are no prisoners with HYDRA.
Just order.
And order only comes through pain.
- You ready for yours?
- Man, shut the hell up.
Lieutenant, how much longer?
65 seconds to satellite link.
Targeting grid engaged.
Lowering weapons array now.
One minute.
30 seconds, Cap.
Stand by.
Charlie...
We've reached 3,000 feet.
Sat link coming online now.
Deploy algorithm.
Algorithm deployed.

We are go to target.
Target saturation reached.
All targets assigned.
Fire when ready.
Firing in...
Three,
two...
One.
Charlie lock.
Where are the targets?
Where are the targets?
Okay, Cap, get out of there.
Fire now.
- But, Steve...
- Do it!
Do it now!
What a waste.
So, you still on the fence
about Rogers' chances?
Time to go, Councilwoman. This way.
Come on.
You're going to fly me out of here.
You know, there was a time
I would've taken a bullet for you.
You already did.
You will again, when it's useful.
Romanoff.
Natasha.
Natasha! Come on!
Those really do sting.
Hail HYDRA.
You're out of your depth, kid.
Son of a bitch!
Please tell me you got
that chopper in the air!
Sam, where are you?
41st floor! Northwest corner!
We're on it! Stay where you are!
Not an option!
41st floor! 41st!
It's not like they put the floor numbers
on the outside of the building.
Hill! Where's Steve?
You got a location on Rogers?

You know me.
No, I don't!
Bucky.
You've known me your whole life.
Your name is James Buchanan Barnes.
Shut up!
I'm not gonna fight you.
You're my friend.
You're my mission.
You're my mission!
Then finish it.
Because I'm with you
to the end of the line.
On your left.
Do you solemnly swear to tell
the truth, the whole truth,
and nothing but the truth?
I do.
Why haven't we yet heard
from Captain Rogers?
I don't know what there is
left for him to say.
I think the wreck in
the middle of the Potomac
made his point fairly eloquently.
Well, he could explain how
this country is expected to maintain
its national security
now that he and you have laid waste
to our intelligence apparatus.
HYDRA was selling you lies,
not intelligence.
Many of which you seemed to have had
a personal hand in telling.
Agent, you should know
that there are some
on this committee
who feel, given your
service record,
both for this country
and against it,
that you belong in a penitentiary.
Not mouthing off on Capitol Hill.
You're not going to

put me in a prison.
You're not going to put any of us
in a prison. You know why?
Do enlighten us.
Because you need us.
Yes, the world is a
vulnerable place,
and yes, we help make it that way.
But we're also the ones
best qualified to defend it.
So, if you want to
arrest me, arrest me.
You'll know where to find me.
So, you've experienced
this sort of thing before.
You get used to it.
We've been data
mining HYDRA'S files.
Looks like a lot of rats
didn't go down with the ship.
I'm headed to Europe tonight.
Wanted to ask if you'd come.
There's something I
got to do first.
How about you, Wilson?
Could use a man with your abilities.
I'm more of a soldier than a spy.
All right, then.
Anybody asks for me, tell them
they can find me, right here.
You should be honored.
That's about as close as he gets
to saying thank you.
Not going with him?
No.
- Not staying here.
- Nah.
I blew all my covers.
I got to go figure out a new one.
That might take a while.
I'm counting on it.
That thing you asked for,
I called in a few favors from Kiev.
Will you do me a favor?

Call that nurse.
She's not a nurse.
And you're not a S.H.I.E.L.D. agent.
- What was her name again?
- Sharon.
She's nice.
Be careful, Steve.
You might not want to
pull on that thread.
You're going after him.
You don't have to come with me.
I know.
When do we start?
It's over. Fury has released
everything to the public.
Everything he knows about.
Herr Strucker, if they get
word of our work here,
if they find out we serve HYDRA...
HYDRA, S.H.I.E.L.D.
Two sides of a coin
that's no longer currency.
What we have
is worth more than
any of them ever knew.
We've only scratched
the surface and already,
there are other facilities doing
HYDRA'S good work around the world.
We'll feed them to Captain America
and his colorful friends,
and keep them off our scent.
What about the volunteers?
The dead will be buried so deep
their own ghosts won't
be able to find them.
And the survivors?
The twins.
Sooner or later, they
will meet the twins.
It's not a world of spies anymore.
Not even a world of heroes.
This is the age of
miracles, Doctor.

There's nothing more horrifying
than a miracle.