

S.H.I.E.L.D. ACADEMY

(a Marvel animated series pilot)

"Rules Are Meant to Be Broken"

written by

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EXT. NORTHEAST COAST OF JAPAN - BEYOND SOYA STRAIT - NIGHT

ROUGH SEAS toss a well-worn FISHING TRAWLER around like a toy sailboat. THE JAPANESE CAPTAIN fights to keep the vessel on course. A CHINESE WOMAN, 40s, stands calmly at his side.

CAPTAIN

(scared to death)

I never should've let you talk me into this.

CHINESE WOMAN

You didn't let me talk you into anything. If you had, I'd still have ten thousand yen in my pocket.

A WAVE sloshes over the deck. The woman's sense of balance is extraordinary. She is totally unfazed while the captain, an experienced sailor, struggles to stay upright.

CAPTAIN

Hope I live long enough to spend it.

CHINESE WOMAN

Make certain you do. My family will be expecting me back.

CAPTAIN

If I had a family, I wouldn't be out here chasing ghosts.

CHINESE WOMAN

I'm chasing a friend. And he didn't disappear because of ghosts.

CAPTAIN

This is Japan. Everything here is about spirits and monsters.

Suddenly, a CHASM opens beneath the boat. The vessel DROPS violently, TOSSING the captain overboard. The Chinese Woman expertly rolls through the movement and grabs hold of a railing. She's going to make it, but then--

The pit CLOSES, the boat and the woman GONE in its wake. The captain bobs in the water, unconscious. ALONE.

SMASH TO:

EXT. S.H.I.E.L.D. ACADEMY - DAY

BIRD'S EYE VIEW: The S.H.I.E.L.D. EAGLE decorates a HELIPAD, which is quickly obscured by a helicopter coming in to land.

(CONTINUED)

NICK FURY emerges from the copter and steps to the edge of the office tower. He looks out and SEES--

A TRIANGLE OF CAMPUSES -- RECRUITS run a ROPE COURSE on the athletic field of OPERATIONS WING... At the COMMUNICATIONS WING, several recruits manage a strike team deployment exercise including door breaches and rooftop repelling... At SCI TECH, a handful of students EXPERIMENT on a CLOAKING HELMET that, so far, only cloaks a student from the neck up.

BACK ON THE ROOF Fury watches, stone faced. He moves to the door and opens it. But before he can step inside--

A MAGNET RESTRAINT locks on to Fury's watch, SLAMMING him into the door. As Fury struggles to free himself--

NICK FURY
Coulson! May!

INT. S.H.I.E.L.D. ACADEMY - PEGGY CARTER'S OFFICE - DAY

Fury glares at PHIL COULSON, 20, exactly who you picture MCU Coulson to be as a young man, and MELINDA QIAOLIAN MAY, 19, a prank-loving driven cadet - and future legend - free of the demons waiting for her on a fateful day in Bahrain.

NICK FURY
What did I tell you two the last time one of your pranks backfired?

Neither speaks. Fury CLEARS HIS THROAT.

PHIL COULSON
That we were skating on thin ice.

NICK FURY
As of today, that ice has cracked and you are about to fall through. One more demerit, and, May, not even your mother's reputation will be able to save you.

The mention of her mother sends a momentary flash of anguish across Melinda's face.

MELINDA MAY
Yes, sir. Understood.

NICK FURY
(doubtful)
We'll see. Dismissed.

The two cadets rush from the room. The door closes after them. PEGGY CARTER, 60s, emerges from a HIDDEN PANEL behind her desk. She's been holding in a LAUGH that now breaks free.

(CONTINUED)

PEGGY CARTER

Oh, goodness, those two get into more trouble than my little niece.

NICK FURY

Can I borrow Sharon's babysitter? Maybe that will keep Coulson and May in line.

PEGGY CARTER

I doubt anything can do that. Speaking of people who can't stay out of mischief, how was your visit with Tony Stark? Blown up any college dormitories lately?

Fury's GRIMACE tells us PLENTY about the visit.

INT. S.H.I.E.L.D. ACADEMY - MARTIAL ARTS ROOM - DAY

Coulson and Melinda enter, MID ARGUMENT. A group of cadets warm up around the room, but they all try to sneak a look at these two well-known upperclassmen.

PHIL COULSON

I told you it was a bad idea.

MELINDA MAY

Barton should've been landing from his training flight. How was I supposed to know Fury cut in line on the helipad?

PHIL COULSON

(dripping sarcasm)

Well, we are spies in training.

MARIA HILL, 19, a younger version of the confident MCU character, approaches, shakes her head at both of them.

MARIA HILL

You promised no more pranks.

Melinda glares at Hill, then stalks past her to the mats.

MARIA HILL (CONT'D)

Okay. Good talk.

(to Coulson)

Let me guess. Still mad at me?

PHIL COULSON

You're leaving Operations for Communications. May would be less angry if you punched her in the face.

MARIA HILL

But I explained--

(CONTINUED)

PHIL COULSON

I know. It's a good move for you. I get it, Maria. May will, too. Eventually.

MARIA HILL

Time's running out. Transfer's official on Selection Day.

PHIL COULSON

Whatever Fury's got planned for you there, I'd trust his gut. I just hope it tells him to make me a field agent.

MARIA HILL

You're a born team leader, Phil. Wouldn't worry about that too much.

MARTIAL ARTS INSTRUCTOR, the definition of tough and intimidating, enters the room.

MARTIAL ARTS INSTRUCTOR

Positions!

The recruits line up on the mats. Hill stands next to Melinda, who immediately shifts next to: BOBBI MORSE, 17, still a fresh-faced newbie, yet to become Mockingbird. A rebuffed Hill stares in disbelief as Bobbi turns to Melinda.

BOBBI MORSE

I hope we're paired up! I mean, I know I probably won't win, 'cause you're you, but still. Oh! I wish I had my batons. You should totally try them sometime!

Melinda rolls her eyes. NATASHA ROMANOFF, 16, walks in, eyes down, and takes a place on the line next to Coulson. This is a young woman with history, but she yearns to belong here.

MARTIAL ARTS INSTRUCTOR

Punctuality's still a work in progress. Ms. Romanoff, you're up. May, you, too.

A SMALL MURMUR runs through the other cadets as Melinda and Natasha take their positions, ready to do battle. Natasha's eyes remain down, but she anticipates and LOOKS up just as--

MARTIAL ARTS INSTRUCTOR (CONT'D)

Engage!

Battle on! Natasha SWEEPS May's legs. May LEAPS, catches Natasha with a ROUNDHOUSE KICK. Natasha GRABS May's leg, SPINS. Pulls May to the floor. They FREEZE. Has Natasha won?

NO! Melinda SOMERSAULTS and SPRINGS to her feet.

(CONTINUED)

Natasha throws an ARM BAR. Melinda drops herself to the ground. CLEAR. She KICKS Natasha's legs out from under her. Natasha FLIPS herself up immediately, ready to go again when--

PEGGY CARTER (O.S.)
I'm sorry to interrupt.

Every cadet turns and quickly takes a respectful "at attention" stance as Peggy Carter enters the room.

PEGGY CARTER (CONT'D)
I need to speak to Cadet May.

Melinda turns to Natasha and bows in respect.

MELINDA MAY
I'll look forward to a rematch.

Natasha almost smiles. ALMOST. Melinda ignores the concerned looks from Coulson, Hill, and Bobbi as she follows Peggy.

MELINDA MAY (CONT'D)
Ma'am, I apologized to Deputy Director Fury about earlier--

PEGGY CARTER
This isn't about your talent for pranks.
Though I wish it were.

Melinda stops, worried now.

MELINDA MAY
Ma'am?

Peggy steps closer to Melinda, hand on her arm.

PEGGY CARTER
It's your mother, Melinda. I'm afraid
she's gone missing.

And OFF Melinda's STRICKEN FACE...

SMASH TO BLACK.

END OF TEASER

(CONTINUED)

ACT ONE

INT. S.H.I.E.L.D. ACADEMY - ROOFTOP - DAY

Coulson and Hill conduct surveillance from a concealed perch atop one of the buildings, Hill's eyes glued to BINOCULARS.

BINOCULAR VIEW OF PEGGY CARTER'S OFFICE -- Peggy sits with Melinda, talking. Nick Fury stands quietly to the side.

BACK ON THE ROOFTOP -- Coulson looks anxiously at Hill.

PHIL COULSON

Can you tell what they're saying?

MARIA HILL

According to Fury, my lip reading is still subpar, but something about a missing CIA operative and Japan--

BOBBI MORSE (O.S.)

Wait. CIA? Holy crap!

Coulson and Hill turn to find Bobbi staring at them agape.

BOBBI MORSE (CONT'D)

Melinda's mother is Lian May. CIA legend Lian May? That makes Melinda, like, spy royalty. Why didn't anyone tell me?

MARIA HILL

We don't talk about it.

PHIL COULSON

Mrs. May is still kind of mad about the whole "S.H.I.E.L.D. stealing her daughter" thing. Also, Melinda hates being called "spy royalty."

BOBBI MORSE

Right. Mum's the word. Still. Holy crap!

Bobbi joins them. Hill retracts her focus on Carter's office.

BOBBI MORSE (CONT'D)

So what happens now?

Hill lowers the binoculars, a devastated look on her face.

PHIL COULSON

What? Maria, what did you see?

MARIA HILL

The mission was unsanctioned.

(CONTINUED)

Coulson takes that in, knows it's terrible news. But Bobbi is still so new to the game, she looks at them for answers.

BOBBI MORSE
Guys, what does that mean?

INT. S.H.I.E.L.D. ACADEMY - PEGGY CARTER'S OFFICE - DAY

Melinda fights to keep her composure as Peggy Carter looks on. Fury stands silent sentinel in the corner.

MELINDA MAY
There's no rescue operation.

PEGGY CARTER
Our colleagues at the CIA have put out feelers, but without solid information, given tensions in the area... they feel the best strategy now is to wait.

Melinda swallows hard. Nods. Stands.

MELINDA MAY
May I be excused, ma'am?

PEGGY CARTER
Of course, dear. Let me know if there's anything I can do. Please.

Melinda nods again, then exits. Fury moves to Peggy.

NICK FURY
This wasn't a favor for us, was it?

PEGGY CARTER
No. Lian's former partner was investigating Russian naval activity off the coast of Japan to see if U.S. intervention was needed. He disappeared last week. I'd heard some chatter about smugglers working near the Soya Strait. Thought it might be a place to start.

NICK FURY
Knowing Lian, she took that and turned it into a real lead. I'll look into it.

Peggy nods. As Fury heads for the door, we PULL UP TO REVEAL:

OVERHEAD VIEW FROM A GRATE -- where A CONCEALED FIGURE listens in.

PEGGY CARTER

I promised Lian I'd look after Melinda.
It honestly never occurred to me...
Lian's always seemed too stubborn to die.

NICK FURY

The woman who raised Melinda May and
survived has to be one of the strongest
human beings on Earth. If there's a way
for her to get home, Lian will find it.

Peggy nods. As Fury EXITS, the figure SLIPS AWAY silently.

INT. S.H.I.E.L.D. ACADEMY - WEAPONS STORAGE ROOM - NIGHT

A GLOVED HAND types a code on a KEYPAD. A cabinet WHOOSHES
open... the gloved hand takes several HIGH-TECH PISTOLS.

INT. S.H.I.E.L.D. ACADEMY - COMMUNICATIONS STORAGE - NIGHT

A GLOVED HAND steals MICRO RADIOS from a drawer.

EXT. S.H.I.E.L.D. ACADEMY - DORMITORY - NIGHT

A HOODED INDIVIDUAL, GEAR BAG slung over a shoulder, climbs
out an upper window. LEAPS to a lower sill, TIPTOES along the
edge, then SPRINGS to a nearby tree branch. A beat, then A
ROPE UNWINDS from the branch. The Hooded Individual descends
the rope, JERKS it free, and tosses it in some nearby brush.

EXT. S.H.I.E.L.D. ACADEMY - TARMAC - NIGHT

The Hooded Individual creeps along the tarmac to a TRANSPORT
PLANE. Looks around. No sign of anyone. Creeps closer to the
plane door, then--

MARIA HILL (O.S.)

You really think you're doing this alone?

The Hooded Individual turns-- it's Melinda! Maria Hill stands
in front of her, a GEAR BAG of her own in hand.

MELINDA MAY

Go back to your room. You don't want to
work in the field anyway, remember?

MARIA HILL

Where's Coulson hiding? There's no way
you're doing something this insane
without him attached to your hip.

MELINDA MAY

I didn't ask for his help. Didn't ask for
yours, either, so--

(CONTINUED)

MARIA HILL

Melinda, Phil will be furious if you run off like this on your own--

MELINDA MAY

Coulson's wanted to be a S.H.I.E.L.D. agent his entire life. I've gotten him in enough trouble. I'm not dragging him into this right before Selection Day.

MARIA HILL

Well, then I guess it's great you're mad at me for moving to Communications. If we get caught and thrown out, then at least you win. No Communications wing for me.

May glares at Hill, who ignores it and holds up her gear bag.

MARIA HILL (CONT'D)

Besides. I stole all the good comm gear from storage. You have to let me come.

A NOISE from behind a nearby plane JOLTS them both. They move, on alert. FIND: Bobbi hiding behind the landing gear. Melinda turns to Hill.

MELINDA MAY

You got followed by a freshman?

MARIA HILL

Oh, shut up.

MELINDA MAY

Kid, go back to the dorms, and keep your mouth shut. You didn't see anything.

Bobbi stands tall - nervous, but not ready to back down.

BOBBI MORSE

I think you better just take me with you. I'm terrible at keeping secrets.

MARIA HILL

The only person who scored higher than you in Deception was Romanoff.

Bobbi SHRUGS.

BOBBI MORSE

Okay, so I'm terrible at keeping secrets I don't want to keep. Besides, I know you're a lethal weapon, May, but S.H.I.E.L.D. agents are supposed to have each other's backs, right?

(CONTINUED)

Melinda and Hill look at each other, stuck. Before they can figure out how to deal with Bobbi, the LOADING DOCK DOOR on the airplane Melinda is planning to steal LOWERS. Romanoff walks down the ramp with a third GEAR BAG.

NATASHA ROMANOFF

Are you guys gonna steal this plane or not? I expected you half an hour ago.

MELINDA MAY

What are you doing here?

NATASHA ROMANOFF

Fury said your mother disappeared in waters between Russia and Japan. I know the area. Thought maybe I could help.

Melinda, Hill, and Bobbi all stare at Natasha for a beat too long, making the redhead doubt herself.

NATASHA ROMANOFF (CONT'D)

(dejected)

I know none of you trust me...

MARIA HILL

Don't take it personal. You're new.

BOBBI MORSE

Well, and there's that whole "used to be a Russian spy" thing.

Natasha drops the gear bag on the ground. An offering.

NATASHA ROMANOFF

I stole us some guns.

Natasha's asking to be let in. She waits, scared as hell. Melinda picks up the bag, slings it over her own shoulder. Is that a no? Natasha thinks it is, but then--

MELINDA MAY

If you can help me find my mother...

Natasha manages a small smile. Nods. Then-- a S.H.I.E.L.D. SECURITY OFFICER approaches.

S.H.I.E.L.D. SECURITY OFFICER

What's are you cadets doing?

Moving on pure instinct, Bobbi pulls TWO METAL BATONS from a pocket in her jacket. She SPINS, drops the officer with BLOWS to the head and chest. Bobbi looks up to see the other women staring her, STUNNED.

(CONTINUED)

BOBBI MORSE
(sheepish)
I... brought my batons?

Maria checks on the officer. He's fine, but unconscious.

MARIA HILL
We're all gonna end up in S.H.I.E.L.D.
jail, but he'll live.

NATASHA ROMANOFF
We should go.
(to Melinda)
You fly, right?

Melinda nods. She and Natasha move up the plane ramp. Hill shoots a disapproving look at Bobbi as they follow.

BOBBI MORSE
You had a better idea?

MARIA HILL
Just get on the plane.

They disappear inside, and as the ramp closes--

DISSOLVE TO:

INT. S.H.I.E.L.D. TRANSPORT PLANE - NIGHT

As the craft slices through the air, Melinda, Hill, Natasha, and Bobbi gather in the plane's COMM CENTER -- high-tech screens, data displays, and powerful computers. Melinda steps to a control panel, clicks a few keys. A FILE on Lian May, including an image of LIAN, fills a large screen.

MARIA HILL
You hacked Director Carter's confidential files? Oh, this is gonna end really well.

Melinda clicks a key, A MAP of THE SEA OF OKHOTSK appears.

MELINDA MAY
Apparently my mother disappeared on a boat somewhere off the Kuril Islands.

NATASHA ROMANOFF
Russia and Japan have been fighting over who really governs that territory since the end of World War II.

BOBBI MORSE
Mother Russia ever send you in there to do any dirty work when you were still--

(CONTINUED)

MARIA HILL
(warning)
Morse.

NATASHA ROMANOFF
I helped crush a Japanese insurgency in
the islands on a training mission.
(off the others' looks)
It's what we did. That's why I left.

Hill scans the file Melinda opened, attention drawn by a few
lines of text.

MARIA HILL
The smuggler your mom hired to transport
her into the area survived. Said in his
statement that the ocean, "opened up
beneath them."

MELINDA MAY
Sounds like they ran into some kind of
natural phenomenon.

Bobbi moves to the keyboard. Types. A second screen FILLS
WITH SEISMIC AND OCEANOGRAPHIC DATA for the area.

BOBBI MORSE
Only a few things can cause an oceanic
reaction like that. An underwater
earthquake, a maelstrom... either would
trigger reports at science centers all
over the world. But there's nothing.

Hill looks at Bobbi, who can't help but show a little pride.

BOBBI MORSE (CONT'D)
I have a degree in Biology. If this gets
me kicked out of S.H.I.E.L.D., there's
always med school, I guess.

NATASHA ROMANOFF
And let's face it. What are the chances
that a natural event like that would
occur when a CIA agent just happens to be
on the water looking for a missing
operative?

MARIA HILL
Speaking of, do we know what the original
agent was looking for?

Melinda calls up another document in the file. A CIA
PERSONNEL PHOTO OF WILL SHELTON, 40s, appears on screen.

MELINDA MAY

Officially, he was tracking Russian naval patterns. Unofficially? Regular radio chatter from the Russian fleet stopped entirely last week. Uncle Will was supposed to find out why.

NATASHA ROMANOFF

Uncle?

MELINDA MAY

He and Mom trained at the Farm together.

MARIA HILL

So your mom has a Coulson of her own. That's kind of adorable.

Melinda ignores that, as a MAP GRAPHIC fills the screen.

MELINDA MAY

Whoever it is, I think the key to finding them may be here.

Melinda points out TWO of the KURIL ISLANDS: Iturup and Kunashir.

MELINDA MAY (CONT'D)

The captain of my mother's boat was rescued ten miles off these islands.

NATASHA ROMANOFF

Iturup. The terrain is perfect for hiding activity you don't want outsiders to see.

Melinda studies the image as Hill steps to her side.

MARIA HILL

We may only have one shot at this. You want to gamble your mom's life on Romanoff's instincts?

Melinda turns and looks at Natasha, who stands there, looking 100% confident in her call.

MELINDA MAY

My gut says yes. I'll set our course.

Melinda moves to the plane's controls, overriding the AUTOPILOT and plotting in a new set of coordinates.

INT. UNDERGROUND CAVERN - CONTROL ROOM - NIGHT

SEVERAL FIGURES dressed in DARK CLOAKS work at an intricate system of computer controls and displays. A MONITOR BEEPS.

(CONTINUED)

CLOAKED FIGURE 1 checks the display. SEES: an AIRCRAFT move into a radar zone. Cloaked Figure 1 presses a RADIO BUTTON next to the display.

CLOAKED FIGURE 1
Incoming aircraft, zone seven.

OMINOUS MALE VOICE (O.S.)
(over radio)
Alert patrols at all ground landing sites. And prep the flytrap in case they attempt a water incursion.

Cloaked Figure 1 clicks away at a control panel as--

INT. UNDERGROUND CAVERN - HOLDING CELLS - NIGHT

A double row of cells powered by FORCE FIELDS. Hanging centered on the wall: a LARGE STONE CARVING -- the world held in a single hand.

A YOUNG JAPANESE MAN - SATO YOSHIOKO, aka SENSEI, moves between the cells. SEE: several men wearing RUSSIAN MILITARY UNIFORMS fill the cells. Sato stops in front of one force field, REVEALING: LIAN MAY and CIA AGENT WILL SHELTON locked inside. Sato motions with his hand. A GHOSTLY IMAGE OF THE S.H.I.E.L.D. PLANE projects overhead.

SATO YOSHIOKO
Friends of yours?

We recognize the voice as the OMINOUS one heard over the radio moments earlier. Lian clocks the S.H.I.E.L.D. logo on the plane, but gives nothing away.

LIAN MAY
Could be. We're problematic like that.
Get worried when one of us goes missing.

SATO YOSHIOKO
Something far more important than a few irrelevant spies is about to disappear, and my plans cannot be changed.
(beat)
If that is the cavalry coming to save you... I'm afraid I'll have to provide their plane with a most unhappy landing.

The image EVAPORATES as Sato storms off. Lian watches him go, worried about whoever might be coming to the rescue.

END ACT ONE

(CONTINUED)

ACT TWO

INT. UNDERGROUND CAVERN - CONTROL ROOM - NIGHT

The cloaked figures busily work at their computer stations. Cloaked Figure 1 tracks the PLANE on a radar screen. Sato enters. Everyone turns to present him with a salute -- ARMS BENT AT THE ELBOWS AND CROSSED IN FRONT OF THEIR FACES.

CLOAKED FIGURES

Sensei!

Cloaked Figure 1 steps forward.

CLOAKED FIGURE 1

The plane is circling, Sensei. No activity detected elsewhere.

SATO YOSHIOKO

We don't want anything to alert our expected guests to trouble. But if these strangers approach the island...

CLOAKED FIGURE 1

I will destroy them, Sensei!

Sato's brows KNIT TOGETHER as he eyes the radar screen.

EXT. ITURUP ISLAND, SLAVNAYA BAY - NIGHT

CLOAKED FIGURES patrol the beach near a SHEER ROCK FACE. TWO SHADOWS, SHROUDED IN MIST against the moonlight, quietly descend from the sky, landing in an alcove, where we SEE--

Melinda and Natasha. They turn off the SMOKE GENERATORS that gave them cover, then detach their parachutes.

MELINDA MAY

You sure your friends will still be here?

NATASHA ROMANOFF

Wouldn't exactly call them friends.

The two women move NINJA-LIKE out of the alcove, trailing a rocky hidden trail to that intimidating rock face.

MELINDA MAY

Wish there was another way in.

NATASHA ROMANOFF

There's only one way.

Natasha picks up THREE STONES and stacks them in a particular order. Then-- the ROCK FACE LIFTS, revealing a SECRET DOOR.

INT. ITURUP ISLAND, SLAVNAYA BAY - SUBMARINE STATION

TEN RUSSIAN SAILORS open fire as Melinda and Natasha SWOOP in from opposite angles, avoiding the haze of bullets.

ON NATASHA as she SLIDES across the floor and performs a SPLIT, taking the legs out from under two of the men.

ON MELINDA as she JUMPS onto one gunman from behind, using her weight to FLIP him to the ground, SLAMMING his body into another soldier. As she moves to get up and re-engage, Melinda SEES: the sailors' eyes are PURE WHITE.

MELINDA MAY

I think something's controlling them!

ON NATASHA, who sends one of the sailors FLYING, his head SLAMMING into a door.

NATASHA ROMANOFF

Any ideas on what it is?

ON MELINDA, laying on the ground, a sailor pointing a gun at her from above.

MELINDA MAY

No idea. Guys, anything?

She SCISSOR KICKS, which sends the sailor's gun CLANKING to the floor, then Melinda reaches out and literally pulls the sailor's feet out from under him. He CRASHES to the ground.

INT. S.H.I.E.L.D. TRANSPORT PLANE - NIGHT

Bobbi watches Hill furiously work a KEYBOARD on one of the computers. ON A VIDEO SCREEN - A GREEN HAND-SHAPED BEACON sends out pulses from a corner of the submarine station.

MARIA HILL

Southwest corner. Look for the...

She looks at Bobbi, uncertain. Bobbi SHRUGS.

MARIA HILL (CONT'D)

Look for the green hand thing.

INT. ITURUP ISLAND, SLAVNAYA BAY - SUBMARINE STATION

Melinda and Natasha stand back to back as four Russian soldiers circle them. Natasha spots the beacon to her left.

NATASHA ROMANOFF

I see it.

(CONTINUED)

MELINDA MAY
Go! I've got them.

Natasha CARTWHEELS between two of the sailors, moving for the beacon. Before the men can pursue, Melinda uses a JUMPING SPLIT KICK to drop both sailors to the ground.

ON NATASHA as she uses a stack of boxes to SPRING up into the air toward the beacon. But she's tackled mid air by SAILOR 1. As they SLAM into the floor--

SAILOR 1
Sensei does not want you here.

NATASHA ROMANOFF
Oh. My bad. I'll just go then.

She uses her LEGS to TOSS him away from her, then Natasha pulls her gun and SHOOTS the beacon. It lets out one last pulse, then... it SHATTERS from the bullet impact.

ON MELINDA, one sailor has a chokehold on her, but she bends forward, HURLING him over her back into another sailor. The men stand up, ready to attack, then... their eyes CLEAR, pupils returning to view. The men COLLAPSE, unconscious.

BOBBI MORSE (O.S.)
(over radio)
Melinda? Red? You guys okay?

Melinda and Natasha look around. All the men are down.

MELINDA MAY
Good call on the... green hand thing.

INT. S.H.I.E.L.D. TRANSPORT PLANE

Hill and Bobbi share a relieved look.

MARIA HILL
Watch it, May. That almost sounded like a compliment.

MELINDA MAY (O.S.)
(over radio)
Don't hold your breath, Hill.

INT. ITURUP ISLAND, SLAVNAYA BAY - SUBMARINE STATION - LATER

Melinda is with the sailors, all of them tied up now. Natasha is at the computers, activating controls.

NATASHA ROMANOFF
You should have access now.

INT. S.H.I.E.L.D. TRANSPORT PLANE - NIGHT

Hill works the mega computers as Bobbi studies data on one a HOLOGRAM screens.

MARIA HILL

Files are coming in. I'll take security info. Bobbi--

BOBBI MORSE

I got the science stuff. Yes!

INT. ITURUP ISLAND, SLAVNAYA BAY - SUBMARINE STATION

As Natasha keeps working on the computers, Melinda leans close to Sailor 1, who SHAKES his head, still woozy.

MELINDA MAY

What happened here?

SAILOR 1

I... I don't know. We were on routine Sub duty... monitoring the stealth that runs out of our base. The next thing I knew... I woke up with you two standing over me.

Melinda turns, looks at the LARGE VACANT SPACE where a submarine should be docked.

MELINDA MAY

Got any idea where your sub is?

As Sailor 1 looks on, horrified that he doesn't...

INT. S.H.I.E.L.D. TRANSPORT PLANE - NIGHT

Hill finishes the upload, turns to Bobbi.

MARIA HILL

Anything on your end?

Bobbi uses her fingers to flip past files on the hologram screen as quickly as possible.

BOBBI MORSE

I can tell you how many potatoes the base's kitchen goes through in a week.

MARIA HILL

Yeah, that'll be super helpful.

BOBBI MORSE

They keep files on everything. I'm moving as fast as I can.

(CONTINUED)

Maria pulls up a VIDEO from the base. She studies it, then--

MARIA HILL

Guys, I found something you need to see.
Security footage from last week.

INT. ITURUP ISLAND, SLAVNAYA BAY - SUBMARINE STATION - NIGHT

Melinda and Natasha at a LARGE VIDEO SCREEN. See video of:
The RUSSIAN SAILORS at work on a normal day when the man we
know as SATO simply APPEARS in the center of the room. The
sailors grab their guns to defend their base, but Sato pulls
out the beacon and activates it. The sailors all GRAB their
heads, in DESPERATE PAIN, then they look up... their eyes
have all gone COMPLETELY WHITE.

MELINDA MAY

So we know who. Now we need the why.

Sailor 1 looks terrified, PALE from seeing the video.

SAILOR 1

Our maneuvers. That man... if he works
for the Japanese, our fleet...

MELINDA MAY

Wait. Maneuvers?

SAILOR 1

A show of strength to Japan. 25 Russian
Navy vessels are meant to fill the bay to
remind Japan these islands belong to us.

NATASHA ROMANOFF

You haven't been in touch with Moscow for
days. They must realize there's a threat.

MARIA HILL (O.S.)

(over radio)

Not necessarily. Listen.

A RECORDING of A MALE VOICE SPEAKING RUSSIAN plays over the
base's speakers. Natasha looks at Melinda.

NATASHA ROMANOFF

Whoever planted that beacon forced the
sailors to maintain radio contact. The
fleet thinks they've got an all clear.

MELINDA MAY

So the Russian Navy has no idea they're
in danger. Can we get a signal out?

INT. S.H.I.E.L.D. TRANSPORT PLANE - NIGHT

Hill tries to open a COMMUNICATIONS LINE on the control panel. Nothing.

MARIA HILL

Our bad guy must be blocking transmissions from everyone but him.

ON BOBBI, with A GRAPH on the hologram screen.

BOBBI MORSE

Got something. The Russian base recorded massive vibrations off this coast on two different dates. When May's mom disappeared. And once last week. Bet that's when their sub went missing.

Hill points out the frequency of the vibrations on the graph.

MARIA HILL

And you're right, that was no natural phenomenon. Those readings? The source was metallic. I mean, a lot of metal.

INT. ITURUP ISLAND, SLAVNAYA BAY - SUBMARINE STATION

Melinda and Natasha, still with Sailor 1.

MELINDA MAY

If we can't get a signal out, we have to force our mystery man to show us how he's making those boats disappear.

Natasha eyes SEVERAL ROPE LINES running to the ceiling of the room, looks up at a LARGE TARPED OBJECT suspended above.

NATASHA ROMANOFF

I might have a idea about that.

INT. UNDERGROUND CAVERN - HOLDING CELLS - DAWN

Sato stands in front of the Hand/Globe logo. Staring, intense. From her cell, Lian decides to poke the bear.

LIAN MAY

You are from Kagenobu Yoshioka's line.

Sato smiles and turns toward her.

SATO YOSHIOKO

You know your history.

(CONTINUED)

LIAN MAY

I know that Kagenobu formed what became the Hand, a corrupt criminal organization that mutated into HYDRA, then was taken over by Baron von Strucker.

SATO YOSHIOKO

My ancestor's legacy was true power. But the structure of the Hand - five branches sharing control - it led to his downfall.

LIAN MAY

And now you're, what, resurrecting some ancient order bent on world domination?

Sato's anger is piqued. He charges the cell, his focus wholly on Lian and Will, who stands nearby. Suddenly Will is PULLED into the wall of the cell, the pressure of whatever unseen force holds him killing him slowly.

SATO YOSHIOKO

I'm going to reclaim for my people what was taken from them by the undeserving. And when I succeed, it will teach the world that there is but one hand with control... with the power to hold the world aloft... or crush it. Mine!

Cloaked Figure 1 RUSHES into the room.

CLOAKED FIGURE 1

Sensei! The beacon has been destroyed. We've lost control of--

Sato turns, and Will DROPS to the ground, woozy, but alive.

SATO YOSHIOKO

Not here!

Sato STORMS out, Cloaked Figure 1 on his heels, as Lian rushes to Will's side.

LIAN MAY

Are you okay?

WILL SHELTON

I'll live. We had to get intel on his plan somehow. Not that it gives me any ideas on how we stop this faux Hydra nut job from attacking Russia.

LIAN MAY

Someone out there is rattling Sato's cage. Maybe they'll give us our chance.

EXT. ITURUP ISLAND, SLAVNAYA BAY - DAWN

The water is calm, then-- SLICE! A speedboat RIPS by. Melinda and Natasha ride inside, wearing RUSSIAN ISSUE SCUBA GEAR.

BOBBI MORSE (O.S.)
(over radio)
We're sure this is a good plan?

MELINDA MAY
To find my mother, we need to find out
how those boats are disappearing.

NATASHA ROMANOFF
Cut to... us as bait.

INT. S.H.I.E.L.D. TRANSPORT PLANE - DAWN

Hill and Bobbi huddle around the controls.

MARIA HILL
Guys, we're being tracked by land radar.
Have to maintain a safe radius until you
call for backup.

A monitor to the left begins to BEEP. LINES indicating massive water disruption FILL the screen.

BOBBI MORSE
I think you might be ringing this guy's
doorbell. We've got vibrations all over
the place.

EXT. ITURUP ISLAND, SLAVNAYA BAY - DAWN

Melinda, Natasha, and the boat begin to SHAKE. And then the just like before, the ocean OPENS UP beneath them. As the boat falls through the open pit, Melinda and Natasha SEE: A GIANT CHASM -- a mechanically controlled opening that operates like an UNDERWATER FLYTRAP. It closes around the boat, taking water and all below.

INT. S.H.I.E.L.D. TRANSPORT PLANE - DAWN

Hill and Bobbi watch on the hologram screen as the boat and their friends vanish. The ocean surface CALM once again.

INT. UNDERGROUND CAVERN - DRY DOCK AREA - DAWN

A LARGE RUSSIAN SUB sits in one of the docks. A second later, the speedboat SPITS out of the flytrap into an empty space, water SLOSHING everywhere. A dozen Cloaked Figures race down a water-borne walkway and swarm the boat, searching it. Sato follows.

(CONTINUED)

CLOAKED FIGURE 2
There's nothing, Sensei.

ON MELINDA AND NATASHA as they surface beneath the walkway wearing their scuba gear.

SATO YOSHIOKO
This boat did not magically appear.
Whoever freed our captives at the
submarine station... must be here.

Sato listens. Nothing. He closes his eyes. Takes a deep breath. Waits. Beneath him, Melinda and Natasha search for a way out. They SEE: a ladder to a ventilation chamber. Swim toward it. As the water RIPPLES softly-- Sato moves his hand, which projects: an IMAGE of Melinda and Natasha's escape on the surface of the water.

SATO YOSHIOKO (CONT'D)
Stop them!

The cloaked figures SCRAMBLE to the walkway, dive into the water. Melinda and Natasha swim for their lives, dropping their scuba gear for more speed. Melinda reaches the ladder. Natasha follows, but then something GRABS her ankle.

Natasha looks back, SEES: the cloaks hide faceless, ghostly forms called GHOST NINJAS. Fingers snake around Natasha's leg, ghostly appendages SOLID once they contact a human body.

NATASHA ROMANOFF
What the devil?

Melinda looks back, unfazed by their impossible adversaries. She grabs Natasha's hand, trying to pulling her free as more Ghost Ninjas race toward them...

INT. UNDERGROUND CAVERN - HOLDING CELLS - DAWN

The Ghost Ninjas keeping watch over the prisoners RUSH from the room. Lian and Will clock it.

WILL SHELTON
Something's gone wrong.

LIAN MAY
This is what we've been waiting for.

Lian WHISTLES. All the prisoners stand. Everyone pulls out a METAL OBJECT of some kind... coins, buttons, cufflinks. The prisoners move to the METAL SUPPORT BEAMS of the cells and use their crude tools to LOOSEN THE CORNER SCREWS.

EXT. SEA OF OKHOTSK - MORNING

A fleet of 35 Russian Naval ships -- aircraft carrier, a mix of destroyers, frigates, and subs moving at surface level -- cuts through the water on approach to the Kuril Islands. Aboard the carrier, RUSSIAN COMMANDER surveys the islands via BINOCULARS. All appears clear as they continue on.

INT. UNDERGROUND CAVERN - DRY DOCK AREA - MORNING

Melinda and Natasha struggle to escape the Ghost Ninjas. Melinda pulls a TASER from her belt, drops it to Natasha. Natasha presses the taser into the Ghost Ninja's hands. It SHRIEKS and releases her.

ON SATO, who watches, furious, as the young women escape up the ladder into the ventilation system.

SATO YOSHIOKO

Pursue them! And if that plane is still overhead, shoot it out of the sky! Now!

INT. UNDERGROUND CAVERN - CONTROL ROOM - MORNING

Cloaked Figure 1 activates a TARGETING SYSTEM. A RADAR DISPLAY shows an illustration of the S.H.I.E.L.D. plane. Cloaked Figure 1 presses the FIRING mechanism.

EXT. THE SKY - MOMENTS LATER

The S.H.I.E.L.D. jet JERKS from side to side, evading ROCKET FIRE from below. It is NOT a graceful effort.

INT. S.H.I.E.L.D. TRANSPORT PLANE - COCKPIT

Hill holds on for dear life as Bobbi fights to keep them in the air and clear of the rockets.

MARIA HILL

I thought you'd be better at this.

BOBBI MORSE

I am just a freshman, remember? I haven't exactly mastered air combat.

The plane SHAKES as a thunderous EXPLOSION erupts. An ALARM BEEPS insistently.

MARIA HILL

That can't be good.

BOBBI MORSE

We lost an engine.

(CONTINUED)

MARIA HILL

Then it's time for us to go. Come on.

Bobbi FLIPS the AUTOPILOT switch and follows Maria.

INT. UNDERGROUND CAVERN - HALLWAY - MORNING

Melinda takes out two more Ghost Ninjas with her taser as Natasha KICKS away the outstretched hands of two more and seals the ventilation hatch with a SMALL LASER PISTOL.

NATASHA ROMANOFF

An army of Ninja Ghosts? Seriously?

MELINDA MAY

It's S.H.I.E.L.D. We just accept that anything is possible. Easier that way.

NATASHA ROMANOFF

Copy that. What next?

A LOUD BANG as the Ghost Ninjas try to push their way through the sealed ventilation shaft door.

MELINDA MAY

We find my mother.

As they move off down the hall...

EXT. SEA OF OKHOTSK - MORNING

The Russian fleet draws closer. Overhead, the burning S.H.I.E.L.D. jet ROARS as it spins toward the water. Russian Commander spots it as TWO SMALL FIGURES emerge from the plane. PARACHUTES pop open and descend as the aircraft wreckage SPINS down to the water with a large SPLASH.

INT. UNDERGROUND CAVERN - HOLDING CELLS - MORNING

Lian and Will help other prisoners SQUEEZE through the openings left behind by the fallen metal supports -- but the spaces only last SECONDS before the force fields fill in the gaps, trapping some of the prisoners ins their cells.

LIAN MAY

We'll come back for you. But we have to stop him.

A side door BLASTS off the hinges. Lian and Will take up a fighting stance, ready to do battle. A beat, then: Melinda and Natasha RACE inside. Melinda and Lian lock eyes. But there's no time for a reunion just now.

(CONTINUED)

MELINDA MAY

Mom!

LIAN MAY

Qiaolian. Is Fury with you? Peggy?

MELINDA MAY

No, I... we... it's just us.

Lian stares at her daughter in disbelief, then A LOUD CACKLE sounds. They SPIN, and find Sato on a catwalk above.

SATO YOSHIOKO

Family is precious. So I do admire the effort, young one. Though I'm afraid it will all be for nothing.

Sato WAVES his hand. This time the IMAGE he conjures projects ON THE ROOF: the fleet of Russian ships approaching the island. Hill and Bobbi are being held at gunpoint by Russian sailors on the aircraft carrier.

SATO YOSHIOKO (CONT'D)

It seems your friends are alive for the moment. If the Russians don't shoot them, maybe they'll survive the flytrap.

NATASHA ROMANOFF

Is that what you call your little underwater boat snatcher? You'll need more than that to take down a carrier.

Sato waves his hand again. The image on the roof changes. REVEAL: The entire ocean floor of the bay is covered with the metal flytraps, just waiting for their prey.

SATO YOSHIOKO

Oh, I have more, dear girl. And when I drag this fleet from the water, the world will see that I, the Sensei, am the only true power there is.

Sato moves his hands again, this time as if he's sprinkling something from his fingertips.

SATO YOSHIOKO (CONT'D)

Now if you'll excuse me...

And as the room FILLS with Ghost Ninjas, it becomes clear, Sato's motions are creating them. A hundred, two hundred of the creepy creatures... surround Melinda, Natasha, and the others, MOVING IN for the kill.

END OF ACT TWO

(CONTINUED)

ACT THREE

INT. UNDERGROUND CAVERN - HOLDING CELLS - MORNING

RESUME: Melinda, Natasha, Lian, Will, and the other escaped prisoners face a HORDE of Ghost Ninjas.

MELINDA MAY

Hill, did you copy that? You have to warn the Russians.

MARIA HILL (O.S.)

(over radio)

Little busy trying not to die right now.

MELINDA MAY

I know the feeling.

(to the others)

They have to solidify to make contact with you. Use that to your advantage.

Melinda pulls her TASER. Natasha reaches into a side pocket in her tactical suit. Grabs Bobbi's BATONS. Melinda sees.

MELINDA MAY (CONT'D)

Morse let you borrow her toys?

NATASHA ROMANOFF

Bet she's regretting it about now.

Melinda would laugh if there was time, but there isn't, the Ghost Ninjas converge, and the fight is on!

EXT. SEA OF OKHOTSK - AIRCRAFT CARRIER - MORNING

Hill and Bobbi stand, hands in the air, parachutes flapping behind them, as the entire Russian crew holds them at gunpoint. Russian Commander steps forward.

RUSSIAN COMMANDER

Identify yourselves.

MARIA HILL

We're agents Hill and Morse. With S.H.I.E.L.D.

BOBBI MORSE

(under her breath)

Agents? Really? Okay, then.

RUSSIAN COMMANDER

What business does S.H.I.E.L.D. have in these waters?

(CONTINUED)

MARIA HILL

We need you to stop these boats,
Commander.

RUSSIAN COMMANDER

You do? Oh, well, then, of course. Full
engine stop across the fleet.

A pause, and then the entire Russian crew LAUGHS.

BOBBI MORSE

I really wish I had my batons right now.

MARIA HILL

Your ships are under threat from...

She stops. How does she describe it?

MARIA HILL (CONT'D)

Look, something very big is going to pull
this entire fleet under the ocean.

Russian Commander rolls his eyes.

RUSSIAN COMMANDER

Somehow I doubt that very much. Now, what
are you really doing here?

INT. UNDERGROUND CAVERN - HOLDING CELLS

Melinda, Natasha, Lian, Will, and the other prisoners fight
the swarm of Ghost Ninjas.

NATASHA ROMANOFF

There's too many.

MELINDA MAY/LIAN MAY

Fight them one at a time!

Natasha looks from Melinda to Lian. Shakes her head.

NATASHA ROMANOFF

Apple. Tree. Got it.

Natasha fights one at a time. Melinda, too. And Lian.
Everyone just focuses on the Ghost Ninja in front of them,
and it works... they start to fight their way through.

EXT. SEA OF OKHOTSK - AIRCRAFT CARRIER - MORNING

Hill and Bobbi are having less luck. Armed sailors move in to
handcuff them.

(CONTINUED)

BOBBI MORSE
Do we fight them?

MARIA HILL
Well, we're already guilty of about a
hundred S.H.I.E.L.D. violations, so...

Both jump into a fighting stance. THEN-- A S.H.I.E.L.D.
HELICOPTER ROARS overhead. REVEAL: the pilot is NICK FURY.
PHIL COULSON rides shotgun, PISTOL in hand. CLINT BARTON, aka
HAWKEYE, 18, stands on the landing skids, BOW at the ready.

NICK FURY
More like 200 S.H.I.E.L.D. violations,
Hill, but we'll discuss that later.
(beat)
Barton, you waiting for an invitation?

CLINT BARTON
You mean I'm not just eye candy?

Barton fires ARROWS IN FRONT of the carrier. A beat, then
they EXPLODE in the ocean. PLUMES of water fly into the air.
The Russian Sailors react and OPEN FIRE on the copter.

ON BOBBI. Kick! Punch! Bobbi fells a sailor, takes his rifle.

ON HILL. She blocks a punch from one sailor, spins him into
two others. Hill grabs a pistol off one the deck and presses
into the Russian Commander's back. Bobbi rushes to her side.

MARIA HILL
Full stop. Please, Commander.

RUSSIAN COMMANDER
Full stop! Full stop!

INT. UNDERGROUND CAVERN - HOLDING CELLS - MORNING

Melinda and Natasha have made a path to the door. Lian spots
them over her shoulder.

LIAN MAY
Destroy the controls for the flytraps.
We'll cover you.

Melinda nods. Turns to Natasha.

MELINDA MAY
On three.

One, two -- and on three, BOOM. They both deliver a driving
KICK to the door. It FALLS off its hinges. The two women rush
out, trailed by a handful of Ghost Ninjas.

EXT. SEA OF OKHOTSK - AIRCRAFT CARRIER - MORNING

Hill, Bobbi, and the Russian soldiers hold on for dear life as the enormous craft SHAKES under the strain of trying to stop. The smaller Russian crafts around them power down, stalled in the water. Then-- a FLYTRAP PIT opens in the water just in front of the Russian carrier.

RUSSIAN COMMANDER

Reverse engines!

INT. UNDERGROUND CAVERN - CONTROL ROOM - MORNING

Melinda and Natasha DROP down from an overhead walkway, surprising Cloaked Figure 1 and a dozen Ghost Ninjas.

NATASHA ROMANOFF

You get the controls.

Melinda nods. Natasha charges the Ghost Ninjas, begins a brutal fight with at least six.

ON Melinda, who LEAPS and SOMERSAULTS over two Ghost Ninjas. Cloaked Figure 1 stands between her and the control panel.

CLOAKED FIGURE 1

You will not stop the Sensei.

MELINDA MAY

Maybe not. But I bet I can stop you.

She CHARGES. Cloaked Figure throws an arm to block her kick.

EXT. SEA OF OKHOTSK - MORNING

As the carrier STRAINS against the pull of the flytrap, MORE flytraps ACTIVATE. MORE WIDE PITS open in the ocean.

INT. S.H.I.E.L.D. HELICOPTER - MORNING

Coulson aims a MISSILE LAUNCHER toward the water. Barton preps more ARROWS. Fury flies closer to the surface.

NICK FURY

If you're gonna do it, do it now.

And Coulson and Barton begin firing INTO the openings caused by the flytraps. EXPLOSIONS blast some of the mechanisms apart, but the carrier is still in danger.

INT. UNDERGROUND CAVERN - CONTROL ROOM

Natasha fells a Ghost Ninja, but suddenly she's lifted up off the ground. As she struggles, she FLIPS around to face: Sato.

(CONTINUED)

SATO YOSHIOKO
You will pay for your interference.

Sato CLOSES his open hand, and Natasha starts to SUFFOCATE.

ON MELINDA, as Cloaked Figure 1 lands a BLOW to her back. He moves into position to strike again, but Melinda FLIPS, and tosses a TRIO OF SMALL STICKY BLOBS at the flytrap control panel. They stick with a WET THUD.

MELINDA MAY
Plasma bombs. Might want to duck.

Melinda LEAPS behind a large beam for cover. BOOM! The control panels EXPLODE. Cloaked Figure 1 EVAPORATES. Sato is THROWN to the ground and loses his mystical grip on Natasha, who DROPS to the floor, GASPING for breath.

EXT. SEA OF OKHOTSK - AIRCRAFT CARRIER - MORNING

The aircraft carrier teeters on the edge of the ocean pit. Then-- the death grip RELEASES, and the carrier settles peacefully back into the water as remnants of the flytrap devices SMOLDER beneath the surface, STEAM rising.

ON HILL and BOBBI as they stand amongst the Russian crew, who CHEERS their survival.

INT. UNDERGROUND CAVERN - CONTROL ROOM - MORNING

Melinda helps Natasha to her feet. Sato surveys his ruined control center.

SATO YOSHIOKO
This is but a temporary interruption of my destiny. The world will know the power of the Sensei, as will you.

Sato moves his hand and HURLS both cadets across the room. Then he DISAPPEARS in a haze of black smoke. Suddenly, the Ghost Ninjas EVAPORATE, empty cloaks DROPPING to the floor.

ON MELINDA and NATASHA as they recover and sit up.

MELINDA MAY
They... they're all just gone?

NATASHA ROMANOFF
It's S.H.I.E.L.D. Someone told me to just accept that weird stuff happens. Easier that way.

Melinda smiles at Natasha. And Natasha smiles back.

INT. UNDERGROUND CAVERN - HOLDING CELLS

ON LIAN, WILL, and the prisoners still engaged with Ghost Ninjas, but then-- POOF! Empty cloaks DROP to the floor.

LIAN MAY

I hope that's a good sign.

The doors OPEN, and battle worn Melinda and Natasha enter.

WILL SHELTON

I think that's a very good sign.

Lian crosses to her daughter. A beat, then they hug.

LIAN MAY

I suppose S.H.I.E.L.D. has managed to teach you a thing or two after all. Well done, daughter.

OFF Melinda's relief and pride...

DISSOLVE TO:

EXT. S.H.I.E.L.D. ACADEMY - DAY

The courtyard is dressed for a large ASSEMBLY, S.H.I.E.L.D. flags FLAPPING in a light breeze, bleachers full of cadets and instructors. It's Selection Day.

CLOSE ON a row of students. Coulson and Barton are in their seats, but there's an EMPTY CHAIR beside Coulson.

CLINT BARTON

How much trouble do you think they're in?

PHIL COULSON

Melinda's mom got the CIA Director to vouch for them. Not sure it'll help.

An instructor GLARES at the young men. They fall silent.

NICK FURY (O.S.)

You destroyed a S.H.I.E.L.D. transport plane, almost triggered an international incident with two different countries...

INT. S.H.I.E.L.D. ACADEMY - PEGGY CARTER'S OFFICE - DAY

Melinda, Hill, Natasha, and Bobbi stand in a row as Fury paces back and forth in front of them. Peggy is at her desk.

NICK FURY

Do you have anything to say?

(CONTINUED)

None of them says a word. Fury stares them down. Then Bobbi just can't help herself.

BOBBI MORSE
We did... kind of save the world.

Melinda and Hill glare at Bobbi.

BOBBI MORSE (CONT'D)
What? We did.

Peggy stands, walks up to them.

PEGGY CARTER
May, you seem to be the ringleader of this fiasco. Anything you want to offer?

MELINDA MAY
Only that it's my responsibility. Just mine. No one else should be punished.

Hill, Natasha, and Bobbi all share a look. Then--

MARIA HILL/NATASHA ROMANOFF/BOBBI MORSE
I volunteered, actually. / I stole the guns. / I blackmailed her into taking me.

Despite her desire to cover for her friends, Melinda BEAMS, beyond grateful for their loyalty.

PEGGY CARTER
Cadet May, as you've taken the fall for... everyone, your selection to Specialist is delayed six months while you restore some of the faith I've placed in you. And you will provide 100 hours of mentoring for the new cadets. Perhaps you can teach Romanoff and Morse how to follow rules now that you've shown them how to break them so effectively.

Melinda expected worse. Relieved, she NODS respectfully.

MELINDA MAY
Of course, ma'am. I won't let you down.

PEGGY CARTER
As for you three... you supported your classmate and, in spite of yourselves, did S.H.I.E.L.D. proud. That said, land in my office for discipline again, you'll find your fannies in a car on your way home five minutes later. Understood?

MARIA HILL/NATASHA ROMANOFF/BOBBI MORE
Of course, ma'am. We promise. Understood.

NICK FURY
You're dismissed.

The cadets exit. Once the door is closed behind them--

NICK FURY (CONT'D)
I hope you're right about this.

PEGGY CARTER
You'd be bored in a day if I expelled
them.
(off Fury's look)
And a covert all-cadet strike team is not
the worst idea I've ever had.

NICK FURY
They could've gotten themselves killed.

PEGGY CARTER
And instead, they earned a thank you from
the Russian military and uncovered this
Sensei character. Admit it. You're a
little bit proud.

NICK FURY
(grudgingly)
They'll need a firm hand. And Coulson and
Barton will have to be read in, or
they'll drive us both insane trying to
figure out what's going on.

Peggy smiles.

PEGGY CARTER
I have every confidence you can keep them
all in line, Nick.

NICK FURY
I have every confidence they're going to
drive me to a nervous breakdown.

Peggy tries to stifle it, but she can't. She LAUGHS as Fury
glares at her, HARD.

EXT. S.H.I.E.L.D. ACADEMY - DAY

The crowd from Selection Day disperses. Hill, Natasha, and
Bobbi stand with Barton as Melinda approaches Coulson.

MELINDA MAY
Congratulations, Team Leader.

(CONTINUED)

PHIL COULSON

You do not get to make decisions for me,
okay? If I did that to you--

MELINDA MAY

Okay.

PHIL COULSON

If I want to risk my career for my best
friend, that is up to me and--

MELINDA MAY

Phil, I said okay.

A beat as Coulson realizes, she really did. He smiles.

PHIL COULSON

Lucky I knew you well enough to check on
you and found your room empty, huh?

MELINDA MAY

Or maybe that was part of my plan.

An impatient Barton leads the others over.

CLINT BARTON

Are you made up now? Because someone owes
me the story about Fury trapped in that
Coulson/May super prank you had planned
for me. Not cool, by the way.

BOBBI MORSE

Oh, I'll tell it! Can I tell?

MARIA HILL

You weren't even there!

As this newly formed team walks off to enjoy the tale...

INT. HIDDEN TEMPLE - NIGHT

Somewhere on the other side of the world, Sato stares at a
LARGE PLUME OF BLACK SMOKE. Within it: an IMAGE of
S.H.I.E.L.D. ACADEMY as Melinda, Hill, Natasha, Bobbi,
Coulson, and Barton LAUGH, oblivious that they're being
watched. As Sato SCOWLS at them, bent on revenge...

END OF PILOT