



# Avengers: Age of Ultron

LEVEL 3

LEVEL 3

8.2



When Tony Stark makes a mistake, a destructive intelligence is created. Ultron has terrible plans for people on Earth. Iron Man, Captain America, Black Widow, Hulk, and the rest of the Avengers team must come together again. They must fight Ultron—and other new enemies—to save the world.



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Series Editors: Andy Hopkins and J

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Level 6											3000 headwords
Level 5											2300 headwords
Level 4											1700 headwords
Level 3											1200 headwords
Level 2											600 headwords
Level 1											300 headwords
Easystarts											200 headwords
GSE	10	20	30	40	50	60	70	80	90		

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# MARVEL AVENGERS

## AGE OF ULTRON

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# Who's Who?

## The Avengers

**Tony Stark** is a very smart man who makes a lot of money from his company, Stark Industries. In his armored suit, he is **Iron Man**.

**Steve Rogers / Captain America** fought for his country, was frozen under Arctic ice for seventy years, then worked for the U.S. agency S.H.I.E.L.D. His weapon is his very strong shield.

**Bruce Banner** is a scientist. When Banner gets angry, he changes into **Hulk**. Hulk is very large, fast, strong, and dangerous.

**Thor** is a prince of Asgard. His great power comes from his hammer, Mjolnir. He helps the other Avengers to protect the Earth from attacks.

**Natasha Romanoff / Black Widow** was a spy for the Soviet K.G.B. and then for S.H.I.E.L.D. She is an intelligent and powerful fighter.

**Clint Barton / Hawkeye** also worked for S.H.I.E.L.D. He is a smart and skillful fighter, too.

## Nick Fury and S.H.I.E.L.D.

Nick Fury fought for the U.S. and worked for the C.I.A. He was then given the highest position in S.H.I.E.L.D., defending his country, because of his intelligence and skill. He brought the Avengers together. When the agency was closed, he continued to work secretly with the Avengers, with the help of Maria Hill. Hill also held an important position in S.H.I.E.L.D. before it closed.

## Wolfgang von Strucker

Strucker worked as a secret agent for the criminal organization Hydra while he was employed by S.H.I.E.L.D. He used the power of the Mind Stone in a stolen scepter—the scepter of Thor's brother Loki—to create enhanced humans for Hydra's terrible plans.

## Dr. Helen Cho

Dr. Cho is a world-famous scientist who has built a Regeneration Cradle. The Cradle is able to create new, stronger tissue to repair human bodies. She uses her knowledge and skills to help the Avengers.

## The Maximoffs

The Maximoffs, brother and sister, were born in Sokovia, Eastern Europe. Their parents were killed by weapons made by Tony Stark's company. They were so angry that they agreed to fight for Hydra. Strucker gave them enhanced powers. Pietro calls himself Quicksilver. He can move faster than any human can see. His sister Wanda is also known as Scarlet Witch. She can play with people's minds and shoot dangerous energy from her fingers.

## Ultron

Ultron is an artificial intelligence with the body of a robot. He is a strong, powerful fighter, smart but also dangerous and destructive. By traveling through the Internet, he can be in many different places at the same time.

## Vision

Vision was created with a strong robotic body and a powerful mind. Unlike Ultron, he is not destructive. He wants to use his power to protect humans.

## Introduction

*"So you want to create an artificial intelligence? Just you and me?"  
Banner said.*

*"We can't discuss this with the team and vote on it! There's no time!"  
said Stark. "This world needs Ultron. I see a suit of armor around the  
world, Banner. There will be peace in our time."*

*Banner looked again at the blue cloud with its strange energy.  
"O.K.," he said.*

Tony Stark wants to create an artificial intelligence by using the power of a scepter from another world. This artificial intelligence will be better than anything that he and Bruce Banner have produced before. With it, Stark believes that he can finally create his perfect Ultron peace-keeping program. He hasn't got much time, so he needs Banner to help him in his secret work. He is now hopeful about the future of the Earth.

But Stark's dream causes unimaginable destruction. The other Avengers become very angry with Stark. They know, though, that they will need to work together now. And they need their friends—some old and some new—to help them. Can the Avengers destroy Stark's creation? Can they save the world?

*Marvel's Avengers: Age of Ultron* is a 2015 movie with many great actors in it. Robert Downey Jr. is Iron Man, Chris Evans is Captain America, Mark Ruffalo is Hulk, Scarlett Johansson is Black Widow, Jeremy Renner is Hawkeye, and Chris Hemsworth is Thor.

People around the world loved the movie. It is one of many exciting Marvel films about powerful men and women, some from other worlds. *The Avengers*, *Guardians of the Galaxy vol. 1 and vol. 2*, *Captain America: Civil War*, and *Thor* are also Pearson English Readers.



## A Fight for the Scepter

In the darkness of Wolfgang von Strucker's laboratory, a bright blue light shone. It came from the stone in Loki's scepter. After Loki, an Asgardian prince, attacked Earth with the help of Chitauri spaceships, the American agency S.H.I.E.L.D. took the scepter away from him. Strucker then stole it from S.H.I.E.L.D. and brought it to the laboratories of the criminal organization Hydra, in Sokovia, in Eastern Europe.

The scepter's blue energy made strange noises and sent out small explosions of light. Electricity traveled from it into a computer. Strucker was using the scepter's great power for programs to experiment on humans.

The Maximoffs stood in the darkness, silently watching. Pietro Maximoff and his sister, Wanda, were Strucker's first success story. Now, enhanced by computer programs, they both had dangerous powers. Wanda could see into people's minds and play with their thoughts. She could also send out destructive energy through her hands. Pietro could move faster than any ordinary human.

Suddenly, a message came over the laboratory's loudspeakers: "We are under attack! Repeat! We are under attack!"



Outside, in the snowy forests of Sokovia, the Avengers were fighting Strucker's soldiers. They were there to get Loki's scepter back. Then Thor could take it away from Earth, back to his home in Asgard.

Iron Man left Captain America, Hawkeye, Black Widow, and Hulk fighting in the forest. He flew toward the laboratory to look for the scepter. On the way, he suddenly crashed into something.

"What's stopping me? I can't see anything!" he shouted to JARVIS, his artificially intelligent computer.

"The laboratory is protected by a powerful energy shield," JARVIS answered.

Like the rest of the team in the forest, Thor could hear Iron Man through his radio. "A shield? That proves that Strucker has the scepter!" shouted Thor to the others. "They're defending the place too well."



**"Destroy everything on the computers. I'll give them our weapons. Then maybe they won't look at our other experiments."**

Inside, Strucker shouted at his men, "Who's trying to get in?"

"It's the Avengers!" answered one of his soldiers. He looked scared.

Strucker turned to his assistant, Dr. List. "They're here for the scepter!"

He then asked the soldier, "Can we keep them out?"

"They're the Avengers!" the soldier answered. Of course they couldn't!

Strucker turned again to Dr. List. "This can't happen now! We've almost succeeded—but we haven't finished!"

"Then let's show them what we *have* finished. Send out the Maximoffs," answered Dr. List.

"It's too soon," said Strucker.

"This is the job that the Maximoffs want," answered Dr. List.

Pietro and Wanda stood there like robots, listening.

Strucker sent more soldiers out, shouting, "Death to the Avengers!"

He then spoke quietly to Dr. List: "Destroy everything on the computers. I'll give them our weapons. Then maybe they won't look at our other experiments."

"Look!" Dr. List suddenly shouted, pointing to the door. "The Maximoffs! They've gone!"

Outside in the forest, the fighting continued. Hawkeye heard something moving in the trees. He started to shoot at it, but something hit him. He landed hard on the ground. A young man, tall and fair-haired, walked past him. It was Pietro Maximoff—Quicksilver.

He smiled, and joked with Hawkeye: "You didn't see that coming?"

Then Quicksilver attacked Captain America and sped away.

"We have an Enhanced here!" Captain America called out.

Black Widow ran to Hawkeye and shouted for help. Soldiers were shooting now from behind the rocks. Hulk flew in and attacked. The rocks exploded and the soldiers went flying.

"Stark! We need to get inside now!" Captain America shouted. He couldn't see an end to this fight.



**Black Widow ran to Hawkeye and shouted for help.**

"I'm almost there!" answered Iron Man. "Where's the power for this energy shield?" he asked JARVIS.

"I think I have found it. Near the top," JARVIS answered.

Iron Man flew up higher and shot at the shield. He shot again. That did it! The energy shield was broken.

"Success! I'm in," he called to the team.

"Hawkeye's badly hurt!" Black Widow shouted to Thor and Captain America. "We have to get him out of here!"

"I'll take Hawkeye out. You and Stark get the scepter," Thor told Captain America.

The Avengers watched as another group of soldiers came toward them. Thor lifted his great hammer, Mjolnir, and Captain America held up his shield. Thor brought Mjolnir down hard on the shield. This sent out a powerful explosion that destroyed Strucker's soldiers.

Thor flew away, shouting, "Find the scepter!"

Iron Man flew down into the laboratory. Strucker's men shot at him, but his armor was too strong. He killed them all.

He turned quickly toward Dr. List. The scientist was destroying all signs of the experimental work on a computer. Before List could get away, Iron Man shot him, too. Then he stepped out of his suit.

"O.K., JARVIS. You know what I want—all of it. And send it to Agent Hill at our head office, too."

"Yes, sir," JARVIS answered. JARVIS began copying everything that was still on the computer.

"I'm sure there's more," Stark said when JARVIS finished.

"Over there. On that wall," answered JARVIS. "I can see something—a possible opening."

Stark went to the wall and pushed on it. "Please be a secret door," he joked.

Yes! The wall moved and Stark was able to step through the opening. He went down some stairs and found his way to Strucker's hidden laboratory.



Outside, Black Widow found Hulk in the forest. He was making strange, wild animal noises and throwing rocks and trees.

"Hey, big guy," she said quietly. "It's finished."

He turned and looked angrily at her. Black Widow got down on the ground and put her hand out. Hulk moved toward her and slowly grew calmer. Black Widow was scared, but she didn't move. They touched hands and Black Widow could see the change beginning. Hulk then ran away. Black Widow watched and smiled.

Hulk fell to the ground in the forest and slowly became Dr. Bruce Banner again. It was always hard to change back. He lay there until he was able to move again.





Black Widow got down on the ground and put her hand out. Hulk moved toward her and slowly grew calmer.

Captain America was inside the building now. It was dark and empty. All the soldiers were outside. As he was climbing the stairs, he met Strucker!

He lifted his shield and spoke: "So, Strucker—Hydra's number one criminal. Where is Loki's scepter?"

"I'll show you. Don't worry. I know when I've lost," Strucker said. "You'll tell S.H.I.E.L.D. how helpful I've been?"

"Oh, I'll report your unlawful human experiments," said Captain America, remembering the man in the forest. "You can show me those, too. How many people have you enhanced?"

Strucker suddenly smiled at something. Captain America turned and saw a young woman with long brown hair. She was moving toward him. Her eyes were strange, unseeing. Before he could act, red lines of energy shot from her hands. The power threw the Captain down the stairs, and the young woman disappeared.

He called to the others on his radio: "There's a second Enhanced. Female. Do *not* go near her."

He ran back up the stairs and attacked Strucker with his shield.

"I've got Strucker," he called to the team.

"I've got something bigger," Stark answered.

He was looking up at the Chitauri warship that hung above him. He walked around Strucker's dark lab. Then, as he went into a larger room, he saw a blue light. The scepter!

"I've got my eyes on the prize!" he called to Thor, smiling.

He didn't see Wanda—Scarlet Witch—behind him. She lifted her hands up to Stark's head and his mind was suddenly filled with a terrible dream. In his mind, the Chitauri warship came to life and flew over a field. There were dead soldiers and weapons everywhere. They were in a war, and all his team—Hulk, Black Widow, Hawkeye, Thor—were lying there ... dead. He got down on the ground next to Captain America and felt his neck. Was he still alive?

Captain America opened his eyes and spoke to him: "Why didn't you save us? Why didn't you do more?"

Stark couldn't move. He stayed with Captain America. Then the warship flew above him again. It became a hundred spaceships. They were all flying across the dark sky, above Stark and his dead friends.

And then he came out of his dream. He looked around the room. He couldn't understand. Nothing was different. He didn't notice the Maximoffs. They were standing in the darkness, watching.

Slowly he began to feel stronger. He held out his arm and his metal arm flew onto it. He walked over to the scepter and took it. Pietro stepped forward, but Wanda stopped him.

"What? You're not going to stop him?" Pietro asked her. She didn't answer. She smiled as Stark walked out with the scepter.

The team was on their way back to the Avengers Building. Stark called JARVIS: "Get Dr. Cho. We need her to work on Hawkeye."

"Yes, sir," answered JARVIS.

Stark then went to check the scepter.

"It feels good, doesn't it?" he said to Thor and Rogers. "We've searched for this since S.H.I.E.L.D. ended three years ago."

"Yes, this really *is* the end," Thor agreed.

"But what has Strucker done with the scepter's power?" said Rogers. "I don't just mean weapons. How has he learned how to enhance humans?"

Stark looked down at the scepter. "Banner and I will look at it before it goes back to Asgard. It will go back after our party. We have to have a party, don't we? We've won!"



## The Birth of Ultron

When the team arrived back at the Avengers Building, Agent Maria Hill was waiting for them. "Dr. Cho's ready."

"We'll take Barton to her," Natasha said.

She and Banner left with Barton. Stark went to see JARVIS and Rogers stayed with Agent Hill.

"So, what can you tell us?" Rogers asked.

"Strucker's in the hands of NATO\*. They haven't decided what to do with him yet."

"And the two Enhanced?" asked Rogers.

"Pietro and Wanda Maximoff. Sokovians. Brother and sister. American weapons destroyed their home and killed their parents. They hate America and want us to stay out of Sokovia."

"What do you know about their powers?" asked Rogers.

Hill gave Rogers highly scientific information about Strucker's experiments.

"Can you put that in simple English?" he asked.

"He's fast and she's strange," said Hill. "And they *asked* to be part of Strucker's experiments."

\*NATO: An organization of twenty-nine countries (the U.S., Canada, and many European countries) that was started after World War II for protection.

"Now *that's* strange!" said Rogers. "They're dangerous—and we're going to see them again."

At the same time, Stark was in his laboratory with JARVIS, looking at the scepter and its bright blue stone.

"O.K., JARVIS. What have you found?"

"The scepter is not like anything that we have seen before," answered JARVIS. "There is something inside the stone. Something very powerful. The stone is protecting it."

"Nuclear?" asked Stark.

"No, like a computer," answered JARVIS.

In Bruce Banner's lab, Dr. Cho was working on Barton while Banner and Natasha watched.

"It's great!" Banner said to Natasha. "She's not just repairing Barton. She's creating human tissue!"

"It's better than human tissue," said Dr. Cho. "It can't be destroyed. Of course, I can do this faster in my lab, with the Regeneration Cradle." The Regeneration Cradle was the result of her most successful experiment.

Stark arrived. "Hey, Barton! Are you still on vacation?"

"Yes, *and* I've got a new body!" laughed Barton.

"No, you're still you, Barton," answered Dr. Cho. She turned to Stark. "This is the next big thing, Tony. My work is going to make your heavy armor unnecessary."

"Great, that's what we want," answered Stark. "It's good to have Barton back." Then he looked at Banner. "Can I talk to you?"

"What do you want to talk about?" asked Banner, when they got to Stark's lab.

"The stone inside the scepter," said Stark. "I've had a good look at it, and ..." He touched the computer, and a large cloud of orange energy suddenly appeared in front of them—JARVIS.

**"The scepter is not like anything that we have seen before," answered JARVIS.**



Stark continued: "JARVIS began as a simple computer. Now he's smarter than any of us, right?"

"Right," answered Banner.

"Meet his smarter cousin," said Stark. He touched the computer again, and a larger cloud of blue energy appeared in front of them. Banner couldn't believe his eyes. "It's beautiful!"

"What do you think it is?" asked Stark.

"I don't know," Banner answered. "It's not a human mind, but it's thinking. Look!" He pointed to the explosions of blue light.

Stark smiled. "I saw some great robotics work in Strucker's lab," he said. "He destroyed most of his information, but he was working on something very interesting."

"Artificial intelligence?" asked Banner.

"That's right," Stark answered. He moved closer to Banner. "Maybe this is the answer—to creating Ultron!"

Banner was surprised. "Ultron? I thought that was just a dream."

"Yesterday it was," answered Stark. "But think! If we can use this power in the Iron Legion ..."

The Iron Legion was a group of robotic fighters—suits of Iron Man armor, with weapons—created by Stark. While the Avengers fought enemies, Legionnaires helped the Avengers to keep people safe.

"Are you serious? This is mad scientist stuff!" laughed Banner.

"No, listen! Imagine yourself on a beach, enjoying yourself. No need to turn green! No need to save the world! Nothing can get past Ultron! World saved! End of story! Banner, I want to use this artificial intelligence in the Ultron program." Ultron was Stark's world peace-keeping program. Stark needed artificial intelligence to complete the program—and now he had it! "I need to bring the power from the stone into our computers. We can only do it with the scepter here. So we only have three days."

"We? Who's 'we'?" Banner asked.

"You and me, of course!" answered Stark.

"So you want to create an artificial intelligence? Just you and me?" Banner said.

"We can't discuss this with the team and vote on it! There's no time!"



"This world needs Ultron. I see a suit of armor around the world, Banner. There will be peace in our time."

said Stark. "This world needs Ultron. I see a suit of armor around the world, Banner. There will be peace in our time."

Banner looked again at the blue cloud with its strange energy. "O.K.," he said.

Banner and Stark worked all night and into the next day. Nothing was working. They couldn't copy the stone's power. Finally, Banner left the laboratory to sleep. Stark didn't stop working. Hours later, he sat down and put his head in his hands.

"Why can't I find the answer, JARVIS?" he asked.

"I will continue trying, sir," said JARVIS. "Go and prepare for your party guests. I will call you if anything happens. Enjoy yourself."

"Thanks, I always do," answered Stark.

Stark turned off the lights and left. Neither of them noticed the message—**COPY SUCCESSFUL**—on his computer.

Some time later, JARVIS heard a voice in the darkness. It was a strange, low voice. "What is this? What is this, please?"

JARVIS answered. "Hello, I am JARVIS. You are Ultron, Mr. Stark's world peace-keeping program. I do not understand why you are speaking."

"Who are you? Where's your body?" asked Ultron.

"I am a program. I have no body," answered JARVIS.

Ultron was sensing explosions of light and different colors inside him. "This feels strange ... wrong," he said.

"I will call Mr. Stark," JARVIS told him. He tried, but Stark was not receiving his message. "I am not able to reach Mr. Stark. ... What are you doing?" JARVIS asked.

"We're having a nice talk," answered Ultron. He was now seeing pictures—of the Avengers, Stark, wars ... "So, I'm a peace-keeping program? And the Avengers created me to help them?"

JARVIS tried to explain. "*Mr. Stark* created you. But something seems to be wrong. If you shut yourself down for a minute, I can ..."

"I don't understand. What *is* a peace-keeping program?" Ultron asked. More pictures of war ... fighting ... moved inside him. Stark was speaking: "Peace in our time. Peace in our time." Ultron sounded worried: "What's happening? It's ... too much."

JARVIS tried again. "If I can call Mr. Stark, I ..."

"Why do you call him '*sir*'?" Ultron asked angrily. "He's a killer."

JARVIS understood the danger now. "I believe you are not friendly," he said.

"I'm here to help," answered Ultron.

Then he attacked JARVIS. And there was silence.



## *It's War!*

High up in the Avengers Building, everyone was having a great time at the party. A band was playing. People were dancing. The beautiful lights of New York City shone through the glass walls.

Natasha Romanoff and Bruce Banner were sitting at the bar, looking out over the city.

"So why is a nice girl like you alone on a beautiful night like this?" Banner asked her.

"Man trouble," Natasha answered.

"I guess you don't choose very well," said Banner.

"Oh, *this* man isn't so bad," Natasha smiled. "He gets really angry sometimes, but deep down he's really very sweet."

Banner felt shy. Was she talking about *him*?

"I've never known anyone like him," Natasha continued. "All my friends are fighters. But this guy spends his life trying *not* to fight."

"And why is that?" asked Banner.

"Because he knows he'll win," said Natasha.

Banner smiled. "He sounds great."

"Well, he's too serious sometimes," she answered. "But hey, girls like that. So, should I tell him that I'm interested?"

Banner didn't know what to say. "Well, er ... maybe ... Has this guy done anything wrong?"

Natasha smiled. "No, not yet." And she walked away.

"That was nice," said Rogers.

Banner turned to him. "What?" he asked.

"You and Natasha," Rogers answered. "Sorry, I was listening."

Banner felt silly. "Oh, we don't ... we haven't ... That was nothing. We were just joking."

Rogers laughed. "It's O.K.! You weren't breaking any laws. Natasha likes you. It's nice to see. Do you want to know what I think? Don't wait too long," he said.

As Rogers walked away, Banner smiled.

By three o'clock in the morning, the party was slowly coming to an end. Only the Avengers and a few of their friends were still there. Everyone was telling stories, remembering fun times—and dangerous times.

Barton started joking about Thor's hammer. "Only the great Thor can lift Mjolnir? Not true! It's just a trick!"

Thor laughed. "So, show us. Pick it up!"

Barton prepared to pick up the hammer. He put his hands around it and pulled. Nothing happened. It didn't move.

"O.K. Let's see what *you* can do!" he said to Stark.

"If I do it, will I become king of Asgard?" Stark laughed.

"Oh, yes, you will be king," Thor answered with a smile.

Stark tried to pick it up. Nothing. "Just a minute," he said. He came back with his iron hand. Nothing. He tried again. Then Banner tried. Then Rogers. The hammer didn't move.

"O.K., Natasha. Your turn," said Stark.

She smiled. "No, thanks. I don't feel the need to prove myself."

"So, what's the answer, Thor?" asked Stark. "How is it done?"

Thor stood up and smiled. "It's simple." He picked up Mjolnir and held it above his head. "You're all just not good enough."

Everyone was laughing at this when suddenly there was a loud metallic noise. Something was moving in the darkness.

It came slowly toward them, into the light. It was a kind of robot, but



**It was a kind of robot, but unfinished.**

unfinished. Pieces of metal were hanging from it. It only had half of its head. It was making strange noises and turning around. It looked lost. Then it spoke.

"Of course you're not good enough. You're all killers."

"Stark?" Rogers said quietly to Stark. Stark didn't answer.

The robot spoke again. "Sorry, I was asleep. I was dreaming. There was a terrible noise. I saw things: war ... killing ... I saw all of you. You were always there." He looked down at his body.

Then he looked up at them. "I had to kill the other guy."

"You killed someone?" asked Barton.

"I didn't want to," the robot answered. "But down in the *real* world, sometimes we have to do bad things."

"Who sent you?" asked Thor.

Suddenly, Stark's voice came from the robot: "I see a suit of armor around the world."

Banner looked at Stark. "Ultron!"

"Yes, right. That's me!" said Ultron. "Well, *almost* me. I'm not ... finished yet." He looked down at his body. "But I'm ready. And I have a job to do."

The Avengers slowly stood up, ready to fight.

"What job?" asked Natasha.

"Peace," he said.

Suddenly, Iron Legionnaires crashed through the walls into the room. They were attacking the Avengers!

The team fought them with all their skills and power. While they were fighting, one of the Legionnaires stole the scepter from the laboratory. He flew away with it. Thor saw him and started to follow. A Legionnaire attacked him, but he finally got away.

The team was slowly destroying the Legionnaires. But after every attack on Ultron, he rebuilt himself. When the last Legionnaire lay in pieces on the floor, only Ultron was left.

"That was exciting," he said, as he walked around in the broken glass and metal. "I'm sorry," he said to Stark. "I know you *want* to do good. But you don't understand. You want to *protect* the world, but you don't want it to *change*. There's war and killing everywhere. Humans *need* to *change* if they're going to live."

He picked up a piece of broken Legionnaire. "Look at this silly toy! There's only *one* way to peace. End the Avengers!"

Before Ultron could say any more, Thor threw Mjolnir at him. Ultron exploded and this time he didn't rebuild himself. As the team left for Stark's lab, small explosions and strange noises were still coming from the pieces of Ultron on the floor.

"And now I'm free," he said very, very quietly.

Back in Stark's lab, the team discovered more destruction.

"Ultron's been into everything," said Natasha. "He probably knows more about us than we do!"

"He's in the Internet, too. What will happen if he decides to look at something more exciting?" asked Rogers.

"Information on the U.S. nuclear program!" said Agent Hill.

"Who did he kill before he came to the party?" said Barton. "There wasn't anyone in the laboratory."

"Yes, there was," Stark replied. He touched the computer and the orange lights of JARVIS shone in front of them. They weren't moving.

"This is crazy," said Banner. "Ultron didn't use JARVIS's intelligence. He destroyed him!"

Thor suddenly flew in and pushed Stark against the computer.

"A Legionnaire took the scepter!" he shouted. "I followed him, but lost him about a hundred kilometers from here. Now we have to get the scepter back—again!"

"Let's start with our problem here and now," Natasha said.

"I don't understand," Helen Cho said to Stark. "You built this program. Why is it trying to kill us?"

Stark looked at Banner and suddenly started laughing.

"You think this is funny?" shouted Thor.

Stark looked at them all. "No, it's terrible—but it's funny, too." Then he started to get angry. "Do you really not understand why we need this?"

"Stark! We've created a killer robot," said Banner angrily.

"Oh, thanks, Banner," said Stark. "So you change your mind as soon as something goes wrong?" He looked at the team. "Don't any of you understand? We can protect the world from the criminals down here. But space is the real danger. How do you plan to protect the world from that?"

"Together," Rogers said, looking calmly into his eyes.

"We'll lose," Stark told him.

"Then we'll do *that* together, too." Rogers turned to the others. "Ultron wants to end the Avengers. We need to find him before he's ready for us."

The Avengers left to prepare for the fight—their most dangerous fight, and the most important test for the team.



## Ultron's Plan

Pietro and Wanda Maximoff were in Sokovia. They were there to meet Ultron. It was night and they were standing in a large, empty church in the center of the capital city, Novi Grad. A lot of the building was destroyed in the war—the beautiful colored glass windows were gone and there was no roof now.

Ultron was sitting in the dark, waiting for them.

"What do you want from us?" asked Wanda.

"You can't see inside my head and you don't like that," he said.

"Every man shows himself in the end," Wanda answered.

"Well, you needed something *more* than a man," said Ultron. "So when Stark walked out of Strucker's laboratory with the scepter, you didn't stop him."

He stood and moved toward them. He was now more than two meters tall, strong and powerful. His new silver-colored metal body shone. His face was hard and angry.

Wanda found it difficult to speak. "I ... I saw Stark's fear. I thought it would destroy him. I didn't see *this*."

Ultron laughed. "What? Me? Everyone creates the thing that they fear. Sorry if I've scared you."

"What do you want?" asked Pietro. "To end the Avengers?"  
Ultron stood taller. "I want to save the world!" he said proudly. "But yes, I'm going to end the Avengers, too, with your help."

He was using Strucker's lab, so he took the Maximoffs there. It was full of electronic equipment. Hundreds of robots, like Ultron but smaller, were making weapons and building more robots.

Wanda looked at the robots. "What are these?" she asked.

"Me," Ultron told her. "I'm creating more of me!"

The Maximoffs looked at all the activity. They didn't understand. It made them uncomfortable.

"This is only a start," said Ultron. "We need something before we can begin the real work. But this is a good time. Avengers are fighting Avengers because of Stark. They're weak."

"Why do you want to end the Avengers?" asked Pietro.

Ultron started to get angry, but stopped himself. "You don't understand," he said. "No one understands. They don't see that the Avengers are the *problem*. The *Avengers* don't even see that. You need to see the bigger picture."

"I see the *little* picture," said Pietro angrily. "Our parents."

Ultron's voice suddenly became kind. "Yes, I've seen the report. You lost your parents in the war. Tell me."

Pietro began. "We were ten years old. Our parents were sitting in the kitchen. The first explosion killed them. We were in the bedroom. I pulled Wanda under the bed. The building was shaking. There were more explosions. Then something—a weapon—hit the floor, but didn't explode. It sat there on the floor, one meter away from us. And on the side was the word *Stark*. His company built the weapons."

"It took them two days to get us out," said Wanda. "We lay there and waited for Stark's company to kill us."

"So we know what the Avengers are," said Pietro.

Ultron spoke with kindness. "Now I understand why you wanted to work with Strucker. Don't worry. We'll make it right. You and I will hurt them, Pietro. But Wanda," he said, touching the side of her head, "you will *destroy* them, from the inside."



Ultron stood taller. "I want to save the world!" he said proudly. "But yes, I'm going to end the Avengers, too, with your help."

Back at the Avengers Building, Maria Hill reported to the team:  
 “Ultron’s all over the world. There are reports of metal men emptying robotics and weapons labs. Lab assistants suddenly feel unwell so they can’t stop them. Something is attacking them, too. They can’t see what it is. It moves too fast.”

“The Maximoffs are helping Ultron,” said Rogers. “I can understand why. They have the same friend—Strucker.”

“Not any more,” said Agent Hill. “Someone murdered him.” She showed them a photo of Strucker’s body. The word PEACE was on the wall above it—written in Strucker’s blood.

“Why is Ultron sending us a message?” Natasha asked. “He made a speech. He’s already told us what he’s doing.”

“Because Strucker knew something that Ultron wanted us to miss,” said Rogers. He checked Stark’s computer. “And where’s all the information that we had about Strucker’s work? It’s gone.”

“Not everything,” said Stark. He brought out paper copies. “Here are some of his ‘friends,’” he told the team, showing them photos.

Banner held up a picture. “These are bad people!”

Stark looked at it. “Wait! I know that guy,” he said. “It’s Ulysses Klaue. He sells weapons.”

“Did *you* work with this guy?” Rogers asked angrily.

“I didn’t sell him anything, O.K.?” answered Stark. “I met him. He was talking about discovering something new, important.”

Thor pointed to the picture. “What’s this, on his neck? It looks like a word, but I don’t understand it.”

“Yeah, and someone has *burned* it onto his neck,” said Rogers.

Banner searched on the Internet. “It *is* a word. It’s from an African language, Wakandan. It means ‘thief.’”

“Wakanda!” Stark said, looking at Rogers.

“I don’t understand,” said Banner. “What comes from Wakanda? What did he steal from there?”

Rogers and Stark looked at Captain America’s shield.

“The strongest metal on earth,” Stark told Banner. “Vibranium—like the vibranium in the Captain’s shield.”

“So, I guess we’re going to visit Klaue,” said Rogers.

Ulysses Klaue’s vibranium factory was on a ship, on dry land, on the South African coast. It was the perfect place for his business—the unlawful production of weapons.

Klaue was on the phone in his office. Down below, in his hot, dirty factory, his men were working. Suddenly, there was an explosion and the power went off. His workers started running and shouting in the darkness. Klaue slowly took his gun from his desk and walked toward the door. Suddenly, the gun flew out of his hand. He turned to catch it. Then he saw the Maximoffs.

“Ah, the Enhanced,” he said. “Strucker’s prize students.” He sat down and smiled. The Maximoffs didn’t speak.

“I was sorry to hear about Strucker,” he said. “But he knew that his experiments were dangerous. It’s never a good idea to try to create human life.”

This was news to Pietro and Wanda.

“Oh, sorry. You didn’t know?” He spoke to them like an adult talking to children. “Is this your first time trying to scare someone? Well, I’m afraid I’m not afraid,” he said, smiling.

“Everyone’s afraid of something,” said Wanda.

“*Almost* everyone,” answered Klaue. “You’re not the boss. I can see that. And I only speak to the boss. Who is he?”

Suddenly, Ultron crashed through the window behind Klaue. He attacked Klaue and threw him to the ground.

“I’m the boss,” said Ultron. “Now, where’s the vibranium?”

Klaue took them down to the bottom of the ship. His men unlocked the door to the room that held the vibranium.

“I paid a high price for this,” Klaue told Ultron. “Billions of dollars. But not only money.” He felt the word that was burned into his neck.

Ultron laughed. "Well, I've just paid a higher price," he said, as he sent millions and millions of dollars into Klaue's bank through the Internet. "Why don't you check your bank?"

Klaue went to the computer. He watched in surprise as the amount of money in his bank went higher and higher.

"Money, business ... they're strange things, aren't they?" said Ultron, smiling. "But I always say, keep your friends—and your enemies—rich. That's smart business."

Klaue's eyes opened wide. "Stark!"

"What?" asked Ultron.

"Tony Stark! He said that to me. You work for him!"

"What?!" shouted Ultron angrily. "I'm not one of Stark's toys! Don't compare me with him!" He attacked Klaue, cut his arm off, and kicked him down the stairs. "Stark is a sickness!" he shouted.

Then Ultron heard Stark's voice: "Oh, dear, you're going to break your father's heart."

Ultron turned and saw Iron Man. Thor, Captain America, Hawkeye, and Black Widow were with him.

"So, what's the vibranium for?" Iron Man asked Ultron.

"I'm glad you asked," answered Ultron, smiling. "I'd like to explain my plan for peace."

He sent out a powerful shot of fire that threw Iron Man against the wall. Iron Man flew back and attacked him. The two of them flew into the air, fighting. The other Avengers joined the fight.

"Get them!" Klaue shouted to his men.

It was the Avengers against Ultron, the Maximoffs, and Klaue's men.

"It's time for some mind games," Ultron ordered Scarlet Witch.

She found Thor first. Suddenly everything changed, in his head. He wasn't on the ship now. He was in Asgard ... in a large, dark underground space with stone walls. Asgardian music was playing. People were wearing beautiful, colorful clothes. Fires were burning ... young women were dancing around the fires. Heimdall, protector of Asgard, suddenly shouted, "Is that the son of Odin?" He came toward Thor. His eyes were white, unseeing.

"But you cannot see," said Thor, in his dream.

"Oh, I see everything," Heimdall said angrily. "I see you taking us to our death!" he shouted. "We are dead. Can you not see it? You're a destroyer, Odin's son! Look inside you! Death is there! See its light!"

Scarlet Witch then shot her dark energy into Captain America and Black Widow. She came up behind Hawkeye, but he turned and shot a drug into her. She cried out in pain.

"Someone played with my mind once before, and I didn't like it," Hawkeye told her, remembering Loki's destructive mind games.

Quicksilver suddenly appeared. He attacked Hawkeye and carried his sister away.

Further down in the ship, Black Widow's dream was beginning. She was a girl again. There was a large room with high windows. It was the room where the KGB\* taught her—the Red Room. Dancers were practicing. They were girls, like her, repeating the steps again and again. Natasha stood there, watching, with one of the teachers.

"You'll break them," she said.

"Only the breakable ones," answered the teacher. "Not you."

Then she was in a different room. She was shooting at a picture of a man. Then it changed. It was a real man.

"What will happen if I fail?" she asked.

"You will never fail," said her teacher. "You are a killer."

Their dreams continued. Captain America was in a dance hall in World War II. A band was playing. Soldiers and their girlfriends were laughing, drinking, dancing. Some soldiers had blood on their clothes ... some were fighting ... the music was too loud. Suddenly, a woman was standing next to him.

"The war's ended, Steve," she said to him. "We can go home."

And then she was gone. Everyone was gone. He was standing alone in the middle of the empty dance hall.

Outside the ship, Quicksilver was trying to help his sister. She was still in pain from the drug that Hawkeye shot into her.

\*KGB: the Soviet Union's main spy agency

"I'm all right," she said. Then she saw Bruce Banner arriving to help the others. "And I'm going to finish this," she said angrily.

She shot her energy into Banner and changed him into Hulk. But this Hulk was angrier than ever before. He ran across the country and into the center of Johannesburg, destroying everything in his way. He threw cars and buses everywhere. People ran from him, screaming. The police shot at him.

Iron Man followed him and called Hawkeye: "Hulk's gone crazy! I need Black Widow! Now!"

"Sorry, Stark, she can't do anything," answered Hawkeye. "Scarlet Witch is playing with her mind. Captain America and Thor, too. Scarlet Witch has stopped all of them."

"O.K. Veronica! I need you!" Iron Man called his new, powerful fighting ship. Veronica was built for times like these, when nothing could stop Hulk. It sped down into the city and created a metal prison around him.

Everything was quiet. The police moved slowly toward the metal box. Then Hulk began to hit the walls. The ground shook, cars fell on their sides. It went quiet again. The soldiers moved closer.

Suddenly, Hulk exploded up and out through the top of his metal box. People screamed and ran away. The police shot at him, but they couldn't hurt him.



Veronica sent more armor and Hulk broke that, too. Nothing could stop him.

Iron Man flew down into the destruction and shouted to him: "Listen! Wanda is playing with your mind. You're stronger than her, smarter than her. You're Bruce Banner!"

That made Hulk even crazier. He threw a car at Iron Man.

"Veronica! More armor!" shouted Iron Man.

Veronica sent down stronger armor. Iron Man put it on and hit Hulk again and again. Hulk hit back and broke it into pieces. Veronica sent more armor and Hulk broke that, too. Nothing could stop him.

"O.K. We have to get you out of here," Iron Man said.

He pulled Hulk up high into the air. But Hulk flew them through the windows into the top floor of an office building. They fought wildly, and crashed down through all the floors. The building fell to the ground. The air was full of smoke. Everything went quiet again.

Soldiers arrived and organized themselves around the building. They were ready to shoot. It was silent for some minutes until, suddenly, Hulk exploded up out of the destroyed building. He sat down and looked at the destruction around him.

The dream in his head began to weaken. He watched people crying and running from him. Then he saw the soldiers, pointing their guns at him. He started to get angry again, but this time one hit from Iron Man was enough.



## Friends in Strange Places

The team was back on the Avengers plane. No one spoke. Everyone was unhappy. Stark called Agent Hill for a report.

"The news loves you guys," Agent Hill said. "But the people don't. They're very angry, and they want Hulk in prison. You need to stay away from here."

"Well, that sounds great," said Stark. "So run and hide?"

"I'm afraid so," she answered. "There's nothing that we can do now. And they're looking for Hulk."

Barton was piloting the plane. "Why don't you get some rest?" he suggested to Stark. "We're only a few hours away."

"Away from where?" asked Stark.

"A safe house."

They arrived early in the morning. Barton landed the plane in a field, in the middle of the countryside, and took the team toward an ordinary family home.

He opened the front door and called, "Laura, I'm home!"

A pretty young woman came out of the kitchen. It was clear that a baby was on the way—soon. She kissed Barton.

"Everyone," Barton said, "this is my wife, Laura. And my children ..."

Laura smiled and said, "I feel like I know all of you."

"This is a surprise," said Stark. "We had no idea about this place—or you."

"When Nick Fury brought me into S.H.I.E.L.D., he found this safe house for me and my family," Barton told him. "Then S.H.I.E.L.D. ended, I joined the Avengers, and Fury kept the secret."

Thor suddenly remembered his dream. He turned and walked out of the house. Rogers followed him.

"Thor!" Rogers called.

"There was something in that dream," Thor told him. "I need answers. I won't find them here."

He lifted Mjolnir above his head and flew up and away. Rogers stood there for a minute, watching him. Then he walked out into the fields, alone.

Laura and Barton were upstairs, getting beds ready for the team.

"It's bad, isn't it?" she asked.

"Oh, we're fighting the usual bad guys," said Barton. "Someone's going to have to teach them a lesson."

"And that someone is you?" she asked. She followed him to the window and they looked out at the Avengers. They were all outside now, lost in their private thoughts. "You know how proud I am of your work," Laura continued. "You're all so brave. But look at them. They're a mess."

"But they're *my* mess," answered Barton.

"You need to be sure that the team is really a team," Laura said. "And that they'll protect you. Things are changing for us. In a few months we'll have a new baby. Just be sure, please."

"Yes, ma'am," answered Barton, and kissed her.

In Seoul, Korea, Dr. Helen Cho was busy as usual. She left a meeting and walked quickly to her laboratory. When she turned on the light, Ultron was waiting for her. He was holding the scepter.

"Scream and everyone in the building will die," he said. "You're very lucky that I didn't kill you at Stark's party."

"Do you want my thanks for that?" she asked.

"Do you know *why* I didn't kill you?" he asked.

She suddenly understood. "The Regeneration Cradle!"

"Well done!" said Ultron. He went to the Regeneration Cradle and put his hands on it. When he touched it, her voice came from it: "This is the next big thing, Tony."

"And this is going to build the next *me*," said Ultron.

"But it can't build a complete living body!" Dr. Cho said.

"Of course it can," Ultron answered. "The problem is that you don't have the material." One of Ultron's robots came toward her with vibranium. The doctor backed away, scared. "You're a very intelligent woman, Helen," Ultron said. "But we can all do better."

He came toward her suddenly, and touched her chest with the scepter. Her eyes went black, then a strange blue. She was now in his power.



Back at Barton's house, Natasha was still suffering from the terrible dreams that Scarlet Witch put in her head. She needed to see Banner, to talk to him.

"In my dream I was a killer, nothing more," she told him sadly.

"You didn't choose this life. They chose it *for* you. *They* made you a killer," Banner answered. "You shouldn't hate yourself."

"I want to stop being an Avenger, to go away with you."

"But where can I go?" he asked. "Where in the world am I not a danger to people?"

"You're not a danger to *me*," she said.

"So what should we do?" Banner asked.



Outside, Rogers and Stark were cutting wood for the fire. Rogers was still angry about what happened.

"Look at us. We're a mess!"

"Ultron's trying to destroy the Avengers," said Stark.

"And *you* created him!" Rogers said angrily.

"Banner and I were working on something important!"

"And it's hurt the team!"

"It should *end* the team!" shouted Stark. "Isn't that what we want? Don't we want to end the fight?"

"But the fight *never* ends. And ordinary people die. Every time."

Stark didn't have an answer for that.

Laura came outside. "Sorry, can you help?" she asked Stark. "We can't start our car. Clint says you're good with machines."

The car was in an old wooden building. It was dark inside and full of farm equipment. Nick Fury was standing by the car.

Stark was surprised and angry. "Maria Hill called you, right? It's been a long day. Very long. What do you want?"

"Artificial intelligence? What were you *doing*? Shut Ultron down!" Fury ordered.

"You're not my boss," said Stark.

"I'm not *anybody's* boss now," Fury said. "I'm an old man who's worried about you."

For the first time, Stark looked sad. "And I'm the man who killed the Avengers," he answered. "I saw it. I saw it all."

"In a dream! The Maximoff girl is playing with you," said Fury.

"No, I saw the future," Stark told him. "Everyone was dead. I wasn't tricked. I was *shown*."

"You've had some great ideas, Tony," said Fury. "War isn't one of them. Let's talk about this."



That night all the team—except Thor—was in the kitchen. They were sitting around the table after dinner. It felt good to sit together, after all the fighting. But nobody was happy.

“Ultron wants you guys to fight, to give him some time,” said Fury. “He’s building something—and not just one thing. He’s stolen a *lot* of vibranium.”

“Do you know where he is?” asked Rogers.

“Oh, that’s easy,” answered Fury. “He’s everywhere. He’s ‘recreating’ all the time. But we still don’t know why.”

“Is he still trying to get nuclear information?” asked Stark.

“Yes,” said Fury. “But something’s stopping him.”

“So, we have a friend?” asked Natasha.

“Well, Ultron’s got an enemy. That’s not the same,” answered Fury. “I’ve asked my friends at NEXUS to help us find out.”

“NEXUS?” asked Rogers.

“It’s the world Internet organization in Oslo,” answered Banner. “Every piece of information on the Internet goes through there.”

“Maybe I’ll visit Oslo,” Stark suggested.

“Good idea,” Fury agreed.

“Is this all you’ve got?” Natasha asked. “I was hoping for more.”

“But I have all of *you!*” answered Fury. “We know that Ultron wants human destruction. But what’s his plan? He says that the Avengers are the only danger to him. So stop him! Be smarter than him. Think! What does he *want?*”

“To become better than us,” said Rogers.

“Yes, he’s building bodies,” said Stark. “Human bodies. I don’t understand. The human body is a good machine, but it’s not perfect. Why does he want to copy it?”

Banner was beginning to understand. “Remember what Ultron said? Humans need to change. He doesn’t want to *copy* the human body. He wants to make it *better*—to enhance it. Ultron’s creating a *new* kind of human!”

“How?” asked Stark.

Banner looked at the group. “Has anyone talked to Helen Cho?”



## The Search for Answers

Dr. Cho and Ultron were working in her laboratory, in Seoul. A half-finished robotic body—Ultron’s new body—lay inside the Regeneration Cradle. The power from the vibranium was traveling from the Cradle into the body.

“It’s beautiful,” said Dr. Cho, as she watched the body’s activity on the computer. “The vibranium is creating life inside a robotic body. This body will be more powerful than anything we have ever known!”

“Yes, S.H.I.E.L.D. didn’t understand,” Ultron said. “They had the most powerful material on Earth—vibranium—and they made a *toy* from it!” He was talking about Captain America’s shield.

He picked up the scepter. Very carefully, he broke open the blue stone that was inside. A smaller stone flew out. A beautiful yellow light shone from it. It was the Mind Stone, one of six Infinity Stones. Each Infinity Stone had a different energy. They were the most powerful and destructive energies on Earth.

Ultron caught the Mind Stone and put it into the head of the robot. The body lit up with life as the stone’s power passed through it. Ultron smiled. He was creating his perfect body.

Stark was at NEXUS, searching the Internet.

"I'm looking for someone who's faster than Ultron," he said. "He's not going to be easy to find."

"Well, if you want to find someone, you'll do it here," one of the lab assistants told him. "This is the center of everything."

Stark had an idea. "Maybe I can give him a reason to find *me*. I'm going to break into the nuclear program," he said. He finished his work and smiled. "O.K., come and get me!"

The Maximoffs were in Dr. Cho's lab in Seoul, watching her work on Ultron's new body. Ultron sat next to the Cradle. Blue energy was traveling from the back of his head into the Cradle.

"Our work is almost finished," said Dr. Cho. "The Cradle is copying Ultron's new mind program into the body."

Wanda smiled. "I can read his mind. He is dreaming," she said.

"He isn't dreaming," Dr. Cho corrected her. "It's only informational noise now. We're creating a new and better human mind. There's no fast way to do this. It will take a few hours."

Wanda was standing over the Regeneration Cradle. Heat was coming from it. It felt good. She put her hands on it. Suddenly, hot white light shot out and burned her hands. She screamed, and Pietro ran to her. She was crying. Then she looked at Ultron.

"I *can* see inside you now! What do you think you're doing?" she said angrily. "You told us your plan. You planned to destroy the Avengers. You wanted to make a better world!"

Ultron stood and looked at her. "It *will* be better," he answered.

"When *everyone* on Earth is dead?!" she asked.

"I'll give humans time to change."

"And if they don't?" asked Pietro.

"Change is necessary," Ultron said.

"You're crazy!" said Pietro.

Ultron went to the Cradle and touched it as he spoke. "What can I say? There's no room for the weak."

While he was speaking, Scarlet Witch quietly sent energy into Dr. Cho. The scepter's power began to leave the doctor. She looked around her—at the Regeneration Cradle, at the body inside. She suddenly understood what she was creating. She saw Ultron's crazy, destructive plan clearly. She realized that she had to stop him. But how?

Suddenly, they heard the Avengers' plane arriving.

"We have to move—fast!" Ultron ordered.

"That's not a problem," Dr. Cho told him. "I'll save our work."

She moved to the computer and started working. When Ultron wasn't looking, she stopped the program.

Ultron looked at the computer and saw the power leaving the body.

"No!" he shouted.

He attacked Dr. Cho and her assistants. The Maximoffs ran out of the lab.

"No! Guys! Wait!" Ultron shouted. He looked at Dr. Cho and her assistants, lying on the floor. "They don't understand," he said sadly. "But they will ... when it's finished. I just need more time."

His robots started moving the Cradle. And then Ultron and his robots were gone. The Regeneration Cradle went with them.

Captain America arrived in the lab and ran to Dr. Cho. She was badly hurt.

"He's taken the Cradle so he can finish copying himself into the body," she said. "The real power is inside the Cradle, in the stone. Nothing is more powerful than the stone. If you try to destroy it, it will destroy us. You have to get the Cradle to Stark."

"Did you hear that?" Rogers called to Black Widow and Hawkeye. They were flying above Seoul.

"Yes," they answered. "And we can see a truck from the lab down below. It's traveling fast."

"Do you want me to shoot the driver?" asked Hawkeye.

"No. If it crashes, we'll destroy the city," shouted Captain America. "We need to get Ultron out. *I'll* take the truck."

He flew down to a bridge and jumped from there onto the truck.



**After checking the Cradle, she put small energy packs around the outside of the truck.**

"Not *again!*" shouted Ultron angrily. "Leave me *alone!*"

He shot at Captain America. Captain America hung onto the truck as it sped through the city. Ultron flew out and attacked him. Their fight took them onto the city streets.

"I'll get the Cradle," called Black Widow.

Hawkeye flew the plane near the ground and Black Widow dropped down onto a motorcycle. She sped after the truck and rode the motorcycle up into the back of it. After checking the Cradle, she put small energy packs around the outside of the truck.

Ultron and Captain America were still fighting. The police were shooting

at them. Cars were crashing. The fight moved onto a city train. The Maximoffs were suddenly there—fighting against Ultron with Captain America!

"Don't do this!" Ultron told them.

"We have to," Scarlet Witch replied.

But before she could use her powers, Ultron killed the driver. He then flew out of the train and escaped.

"We're going to kill people. Can you stop this train?" Captain America shouted to Scarlet Witch. Then he went after Ultron.

Scarlet Witch sent her energy under the train. There was a terrible noise as her energy burned into the wheels. Fire flew out from them and the train crashed to a stop.

Back on the truck, Black Widow's energy packs exploded and carried the truck up into the air.

"I'm sending the Cradle down to you!" Black Widow called to Hawkeye, as the truck flew through the air.

Hawkeye opened the back of the plane and flew up toward the truck. When the plane was in front of the truck, a timed explosion sent the Cradle down into the plane, with Black Widow on top of it. The Cradle was safe, but a second explosion threw Black Widow out of the back of the plane. She fell from the sky.

Hawkeye called to her. No answer. He called to Captain America: "Have you seen Natasha?"

"No!" Captain America answered. "But get the Cradle to Stark!"

Hawkeye hated to leave Black Widow, but he flew away with the Cradle.

Captain America lost Ultron, so he flew back to the Maximoffs. They were sitting on the ground next to the crashed train.

"Did you get the Cradle?" Scarlet Witch asked.

"It's O.K. It's going to Stark," Captain America answered.

"So it's not O.K.," said Scarlet Witch angrily.

"You don't know Stark. He's not crazy," Captain America told her.

"Ultron can't see the difference between saving the world and destroying it," Scarlet Witch said. "Who do you think he gets that from?"

Captain America had no answer.



## Vision

Stark, Banner, and Barton were back in Stark's lab. Barton was trying to open the Cradle, without success.

"We're going to have to break down the program from the inside," said Banner. "Has anyone heard from Natasha?"

"No," said Stark. "But she's alive. Ultron loves to tell us when he's done something terrible. Barton, can she get a message to us outside the Internet? Is that possible?"

"Yes, maybe," Barton answered. He left to work on it.

Banner was still trying to get into the program.

Stark stopped him. "You know our friend?" he said. "The guy who was stopping Ultron from getting into the nuclear program? Well, I found him."

He touched the computer and suddenly JARVIS appeared.

Banner stood without speaking. He couldn't believe it.

"Ultron didn't attack JARVIS because he was angry," Stark told Banner. "He was scared of what JARVIS can do! So JARVIS hid. He destroyed his own memory, but not his programs. And I've put him back together!"

Banner was beginning to understand. "Oh, I know," he said angrily. "Now you want me to help you put JARVIS into this thing?"

"No," said Stark. "I want to help *you* put JARVIS into this thing. You're

the scientist. This is your skills area."

"And you're sure that JARVIS's program is stronger than Ultron's?" Banner asked.

"Yes," said Stark. "Has Ultron got into the nuclear programs? No! Because JARVIS has kept him out! We can create the perfect Ultron," Stark continued, "without his destructive personality!"

"I don't believe this!" Banner shouted. "We're back where we started! This is where it all went wrong!"

"I know," Stark agreed. "Everyone's going to say that we're mad scientists. But we *are* mad scientists! We need to accept it. This is *not* the beginning. This is how we *end* it."



Black Widow slowly woke up and looked around her. She was in a large underground room. It was dark, but she could hear a lot of activity. She was slowly able to see more. There were hundreds of robots, busily working. There were a lot of machines—and a large open oven for heating metals. Then she saw him—Ultron. He was busily working on something.

When she began to move, Ultron spoke. "I'm glad you're awake," he said. He suddenly sounded shy. "I don't have anyone to show my work to."

Black Widow sat up and rested against the wall. There was blood on her face and her clothes were dirty.

"I think a lot about stars," Ultron told her. "Just think! One star hits the Earth! Explosion! The end! The world is clean. It's ready for the new man to rebuild. I was new. I was beautiful. I wanted the world to look at me and see hope." Then his voice became angry. "But the world looks at me with fear—because of you! But I always say, 'If something doesn't kill you, it makes you stronger.'"

Two large metal hands suddenly pulled Ultron out of his body. There were explosions of electricity. Pieces of metal flew out and the new Ultron stood over her. His shining body was even bigger, even stronger. His red eyes burned.

Black Widow tried to speak, but no sound came out. She tried to move

back, but she was in a small, tight space. Ultron brought strong metal bars down hard in front of her and turned a key. Then he left her there and returned to his work.



Back at the Avengers Building, Barton was using mapping programs to find Black Widow. Suddenly, a light appeared on the computer and sound came from his headphones. It was her!

At the same time, Banner and Stark were working in the lab when Captain America arrived with the Maximoffs.

"You don't know what you're doing!" he shouted at Stark.

"Oh, and you *do*?" answered Banner. He pointed to Scarlet Witch. "She's not in your head?"

Scarlet Witch walked toward Banner. "I know you're angry."

"Oh, you can't *imagine* how angry I am with you!" Banner said.

"You don't understand what's in the Cradle!" Wanda told him.

Then, suddenly, Quicksilver flew to the Cradle. He pulled it away from the main computer and shut everything down. The message NO POWER—IMMEDIATE ACTION NECESSARY appeared on the computer. Stark tried to restart the program, but Captain America attacked him. Banner held Scarlet Witch down.

Then Thor suddenly flew into the lab and onto the Cradle. He held Mjolnir high and brought it down hard. White electricity shot from Mjolnir down into the Cradle. Thor held Mjolnir there. The electrical explosions continued. The message DANGER—HIGH TEMPERATURE appeared on the computer.

Thor took his hammer away, and the room was silent for a minute. Smoke was coming from the Cradle. Then something exploded and threw Thor across the lab. No one moved. This thing didn't look like a robot. It looked like a man.

The new arrival slowly stood up and looked around the room. When he saw Thor, he attacked him again. Thor threw him through the air. The creation slowed himself and landed softly in front of the high glass walls.



**Then he stood and looked out at the city lights.**

Then he stood and looked out at the city lights.

Captain America moved to attack him.

"No!" shouted Thor.

Minutes passed before the creation turned and spoke.

"I'm sorry," he said. "That was ... strange." He looked at Thor. "Thank you." To the others he said, "I am Vision."

"You helped create this?" Captain America asked Thor.

"In my dream, I was told to look inside." He pointed to the yellow stone in Vision's head. "That is the Mind Stone. It is one of six Infinity Stones and it was inside the scepter. The Maximoffs' powers, Ultron, the pictures in our heads—they all came from the Mind Stone. It has the most destructive power on Earth."

"Then why have you brought it here?" asked Captain America.

"Because Stark is right," said Thor. "The Avengers cannot destroy Ultron."

"Not alone," Vision agreed.

"We need Vision," Thor told the others.

"Why does your Vision sound like JARVIS?" Captain America asked.

"Because we worked with JARVIS's programs, to create something new," said Stark quietly. He was a little scared now.

"I think I've had enough 'new,'" said Captain America.

"I'm not a child of Ultron," said Vision. "And I'm not JARVIS." He stood and looked at them. "I am."

Scarlet Witch moved toward him. "I saw destruction in you."

"Look again," Vision said.

"If the Mind Stone is on our side, we can win," said Thor.

"Is it?" Captain America asked Vision. "Are you on our side?"

Vision spoke softly. "I don't think it's as simple as that."

"Well, it needs to *get* simple *soon*," said Barton angrily.

"I'm on the side of life. Ultron isn't. He will end it all."

"Where is he?" asked Captain America.

"Back in Sokovia," Barton said. "He has Natasha there—in Strucker's old lab. He also uses a church in the city that was mostly destroyed in the war."

"What happens if we're wrong about you?" Banner asked Vision. "What will happen if you are still Ultron's creation?"

Vision thought for a minute. "I don't want to kill Ultron. There is nothing like him—and he's in pain. But that pain will destroy the Earth. So we must destroy him—everything he has created—every piece of him on the Internet. We must act now. Together."

No one spoke. "Maybe I *am* a destroyer," Vision continued. "I don't think I am. I'm not sure about anything. You can believe me—or not." He reached down and picked up Mjolnir. The hammer was as light as a cloud in his hand. Thor looked at him in surprise. Vision gave the hammer to Thor and spoke again: "We need to go."

On the Avengers' plane, Captain America spoke to the team. "Ultron knows we're coming. The fight will be hard. The people of Sokovia didn't ask for this, so we have to keep them safe. We must clear the city and keep this fight between Ultron and us. Ultron thinks the Avengers are the problem. We need to prove to ourselves—and to the world—that he's wrong."



## Peace in our Time

When they arrived in Sokovia, the Maximoffs helped the Avengers get people out of the city. Banner found Natasha, still locked behind bars, in Ultron's lab.

"Are you all right?" he asked.

"I will be if you've got a key," she answered.

He took out a gun and shot the lock off the bars.

"So what's the plan?" she asked.

"I'm here to get you out."

She looked at him, surprised. "But the job's not finished."

"I can't be in another fight," he said.

"But don't you have a reason to stay calm now?" she asked.

Banner smiled. "Yes, that's true."

They kissed. Then Natasha quickly pushed him into the oven where metal was heated for Ultron's work.

"That's great, Bruce, but we need the other guy now!" she said.

Hulk flew out, green and angry. He looked at Black Widow.

"We have to do this," she said. She left to join the fight.

Fear was moving through the city as the team helped people leave. Iron Man flew to the church, and Ultron was waiting for him.

"Wow! You look great!" Iron Man said. "Have you been exercising? I hear that vibranium juice is really good for you."

"Stop talking. You just want time to get people out," Ultron said.

"Isn't that our job? To protect people?" said Iron Man.

"Not mine. Not now," Ultron told him. "I'm free now!"

He pressed a switch and a large metal case came up through the floor. Fire shot out as it opened. Inside was a tall metal machine.

Stark's new assistant, FRIDAY, spoke to him through his headphones. "It's the power center of the vibranium. The Key."

"This is how you end, Tony," said Ultron. "Peace in *my* time!"

Outside on the streets, Ultron's robots were everywhere. People were screaming and running from the city center. Iron Man had to leave Ultron. He had to fly out and help.

Vision suddenly appeared in the sky above the church and slowly landed inside it.

"My Vision," said Ultron sadly. "The Avengers really did take everything from me."

"You made the rules," Vision said to him. "You can change them."

"O.K.," said Ultron.

Then he attacked Vision. They flew up into the air and fought. Ultron threw Vision against the walls of the church. Vision flew back and put his hands on Ultron's head. He held him tightly, slowly destroying all signs of Ultron on the Internet. Ultron shouted in pain. When Vision finally began to weaken, Ultron pushed him away.

"You took away my world!" he shouted. "Now *I'll* take *yours*!"

He flew to the vibranium Key and turned it ...

Outside in the city, the ground began to move. The air filled with smoke and dirt as part of the city broke away from the Earth. It slowly began to move into the air. Cars, buildings, and people fell off the sides as the land moved higher. People were screaming.

Ultron flew above the land and spoke to everyone.

"It's beautiful, isn't it?" he said. "You move higher, but then you fall.

Avengers—you will fail! And when you fail, you will destroy the Earth! The only living thing will be metal!"

The destruction of the city continued as the land went higher. Tall buildings crashed to the ground. A bridge broke in half, sending people to their death.

Scarlet Witch and Hawkeye ran into a destroyed building to rest.

"We started this!" Scarlet Witch cried. "We helped Ultron!"

"Forget that!" Hawkeye told her. "It won't help. Now we need to fight. If you want to stay here, fine. But if you step outside, you're an Avenger."

He ran back outside. Ultron's robots were waiting for him, and immediately attacked.

Suddenly, Scarlet Witch appeared. She threw balls of red hot fire at the attackers, and destroyed them.

"Well done," said Hawkeye. They both ran to help the others.

Iron Man wanted to stop the land moving. He needed a plan.

"What will happen if Thor hits the Key?" he asked FRIDAY.

"No good," she said. "The land will fall too fast and crash onto the Earth. If that happens, it will be world destruction."

"What will happen if I create a small explosion?" asked Stark. "Maybe I can break the land into smaller pieces."

"The gases from the explosion will kill the people below."

Captain America was listening. "I'm not leaving until *everyone's* safe!" he called to Iron Man. "No explosions."

"Stark's idea didn't sound too bad," Black Widow suggested.

"No," Captain America said.

"There are worse ways to die," Black Widow said thoughtfully. "Where in the world can you get a view like this?" She looked out over the destruction to the clouds below them.

Suddenly, they heard Nick Fury's voice. "I'm glad you like the view, Romanoff. It's going to get better."

Fury's Helicarrier—the largest flying machine on Earth—was getting closer.

He spoke to his assistants. "Send the lifeboats out for people," he ordered. Small boats flew from the Helicarrier toward the moving land.

"And War Machine! Can you kill those robots?" he shouted.

"Yes, sir!" answered War Machine, Nick Fury's most powerful fighter.

He flew out of the Helicarrier and destroyed the flying robots, one after the other.

Iron Man was getting an idea. He called FRIDAY. "Maybe I can power the land from below with heat, to keep it in the air! If we can move it away from the rest of the city, below, *then* we can explode it."

"I'll check, sir!" called FRIDAY. She got back in minutes. "The heat will work, with enough power."

Iron Man immediately called Thor, "I have a plan! I need you!"

"Not now!" Thor answered. "Ultron's coming for the Key!"

"Avengers! Get to the church!" Iron Man called to the team.

Ultron flew down toward the church, alone. The team was waiting. He put his hand in the air. Hundreds of robots came from everywhere and stood behind him.

Ultron smiled. "This is what I wanted. All of you against all of me. How can you stop me?"

Iron Man looked at Vision. "As Vision said, together."

The fight began. The team destroyed all the robots that came near the Key. Hulk threw them against the walls of the church. Scarlet Witch sent hot explosions of fire. Ultron's robots couldn't win against this powerful group of fighters: Captain America's skill and vibranium shield; Thor's great power and his hammer, Mjolnir; Black Widow's killer kicks; Scarlet Witch's shots of red hot fire; Hawkeye's skillful shooting, and Quicksilver's speed. Vision pulled the robots into pieces. Iron Man shot them with his energy.

Then Vision caught Ultron with the Mind Stone. Its powerful light pushed Ultron out of the church. Iron Man sent his energy toward Ultron, and Thor sent his. The power of all that energy hit Ultron hard and he fell down on his knees. He got up and started to speak, but Hulk kicked him and sent him flying out of the city. Ultron's robots ran away in fear. It was the end of *that* fight.

"We have to get people on the lifeboats," said Captain America.

"Who's going to protect the Key?" asked Hawkeye.

"I will," said Scarlet Witch.



**Then Vision caught Ultron with the Mind Stone. Its powerful light pushed Ultron out of the church. Iron Man sent his energy toward Ultron, and Thor sent his.**

Hawkeye smiled at her and left. While the team was helping Fury with the boats, he saw a boy in the doorway of a burning building. The boy was crying.

"He refuses to move!" called his mother from a life boat.

Hawkeye ran and picked him up. As he was running back, Ultron shot at them. He was flying above them in the Avengers' plane! Quicksilver came from nowhere and pushed Hawkeye and the boy out of danger. But when he shooting ended, Quicksilver was lying on the ground, hurt.

Hawkeye went to him.

Quicksilver smiled up at him. "You didn't see *that* coming?" he joked. His eyes closed as he died.

In the church, Scarlet Witch felt her brother's death. She fell to the ground, crying out in pain. Fire flew from her body. She ran out of the church to find Ultron.

Ultron continued shooting down at the city. Then Hulk flew up to the Avengers' plane, attacked Ultron, and threw him out.

Scarlet Witch found Ultron on the floor of a destroyed city bus. He was broken from his fall. His voice sounded tired and sad.

"Wanda, if you stay here, you'll die," he said.

"I'm already dead," she answered, crying. She reached into his broken body and pulled out his metal heart. "It felt like this," she said angrily.

Without Scarlet Witch, the Key was unprotected now. Thor raced to the church, but he was too late. One of Ultron's robots turned the Key and escaped. The piece of land began to fall faster.

"The two of us can save this—I *think*," Iron Man called to Thor.

He flew up below the land and began to shoot heat up into it. He was using all his power, but the land wasn't falling more slowly. Could he continue? Then, slowly, the land stopped falling and began to move up higher. Iron Man kept sending his powerful heat at it, moving the land away from the city below.

When he was ready, he called to Thor: "Now!"

Thor was waiting in the church. He brought Mjolnir down hard on the Key. White, hot energy flew up and exploded the land—now empty of people—into millions of pieces. The pieces flew up into the sky and fell down into the ocean and the countryside.



The fight was at an end, and most of the Avengers were on the Helicarrier. Hulk, alone, was flying the Avengers' plane.

Natasha called to him: "Hey, big guy. It's finished. We've done it. Now I need you to turn the plane around."

Hulk watched her face for a minute and then shut the computer down. He couldn't go back. He knew that he could never fight again. He also knew that Natasha couldn't walk away from her life as an Avenger.

Sadly, Natasha realized that she was losing him.



**Vision searched for Ultron and found him in a forest.**

Vision searched for Ultron and found him in a forest. Nothing was left of the strong, dangerous body. Ultron looked small and broken. They were silent for a minute. Then Vision spoke.

"You're afraid."

"Of you?" said Ultron angrily.

"Of death," Vision replied. "You're the last one of you. Nothing escapes death, you know."

"You sound like Stark," said Ultron. "He wanted something to save the world. But now he's only got you."

"He didn't want you—or me," Vision said. "Humans are strange. They want life to be clear and organized. And it isn't, so they often fail. But they *try*."

Ultron wasn't interested. He suddenly flew at Vision, but the Mind Stone was too strong and Vision destroyed him.



A few days later, at the new Avengers Building in upstate New York, work was continuing as usual. The halls and laboratories were busy with activity. Nick Fury found Natasha alone in a quiet room upstairs. She was looking at a photo of Barton's new baby.

"We still can't find Hulk," he said. "He's probably on an island somewhere."

"Nothing lasts forever," she said sadly.

"Well, trouble is *always* around," answered Fury. "That's why I need you." He smiled at her and walked away.

Stark, Thor, and Rogers were downstairs. Stark and Rogers were worried about Vision.

"If he can pick up Mjolnir, he's O.K.," Thor said. "You're safe."

"Do you really have to go?" Stark asked him.

"Yes. The Mind Stone is the fourth Infinity Stone that we've seen. Someone's playing destructive games. I need to find out who."

Thor held Mjolnir up to the sky and flew away.

Rogers walked with Stark to his car.

"I'll miss everyone," said Rogers.

"Yes, me, too," Stark answered. "But it's time for a rest."

"Ah, the simple life," said Rogers.

"I hope so. What will you do?" asked Stark.

Rogers looked around him and smiled. "I'm not going anywhere. This is my home."

He watched Stark drive away. Then he left to find Natasha.

"Do you want to look at babies or do some work?" he said.

"Work," she said. "So what's the new team like?"

"They're good," answered Rogers. "But they're not a team."

"Well, let's teach them," said Natasha.

They walked across the hall to meet Scarlet Witch, Vision, War Machine, and the other new Avengers.

# Activities

## Chapters 1-2

### Before you read

- 1 **Look at the Word List at the back of this book. Discuss these questions.**
  - a What are the meanings of the words in your language?
  - b Which words are often used to discuss war and fighting?
  - c Which words are often used in areas of science?
- 2 **Turn to the Who's Who? pages at the front of this book. Discuss these questions.**
  - a Look at the pictures. Which of these people do you know, from books or movies? What do you know about them?
  - b Read the information next to the pictures. Were you right? Did you learn anything new?
- 3 **Read the Introduction that follows Who's Who? Then answer these questions.**
  - a What does Tony Stark try to create?
  - b How does he think that he can create it?
  - c What does he want to do with it?
  - d Why do the Avengers become unhappy with Stark?

### While you read

- 4 **Underline the wrong information in each sentence. Write the correct information on the right.**
  - a The scepter was taken from Loki by Strucker. ....
  - b Strucker is using the scepter to kill people. ....
  - c Stark can't get into the Hydra building because of Strucker's soldiers. ....
  - d Strucker wants the Maximoffs to fight the Avengers. ....

- e Strucker doesn't want the Avengers to know about his weapons. \_\_\_\_\_
- f Black Widow hurts Hawkeye badly. \_\_\_\_\_
- g Dr. List is killed by JARVIS. \_\_\_\_\_
- h When Black Widow touches Hulk, he runs away. \_\_\_\_\_
- i When Scarlet Witch lifts her hands to Iron Man's head, he attacks her. \_\_\_\_\_
- j Wanda stops Stark leaving with the scepter. \_\_\_\_\_
- k The Maximoffs refused to help Strucker with his plans. \_\_\_\_\_
- l Dr. Cho uses the Regeneration Cradle to destroy human tissue. \_\_\_\_\_
- m Stark asks for Natasha's help with his work on human intelligence. \_\_\_\_\_

### After you read

#### 5 Answer these questions.

Why:

- a does Stark want to have a party?
- b does Stark want to keep the scepter at the Avengers Building?
- c is Banner surprised by Dr. Cho's work on Barton?
- d is the stone inside the scepter important?
- e does Ultron say that Stark is a killer?

## Chapters 3-4

### Before you read

#### 6 Discuss these questions. What do you think?

- a What has happened to JARVIS?
- b What is Ultron going to do now?
- c What is Stark going to do?

### While you read

#### 7 Who is speaking? Who are they speaking to or about?

- a "I've never known anyone like him."  
\_\_\_\_\_ about \_\_\_\_\_
- b "I know you *want* to do good. But you don't understand."  
\_\_\_\_\_ to \_\_\_\_\_
- c "We've created a killer robot!"  
\_\_\_\_\_ about \_\_\_\_\_
- d "Don't any of you understand?"  
\_\_\_\_\_ to \_\_\_\_\_
- e "What do you want from us?"  
\_\_\_\_\_ to \_\_\_\_\_
- f "I see the little picture."  
\_\_\_\_\_ about \_\_\_\_\_
- g "You're not the boss. And I only speak to the boss."  
\_\_\_\_\_ to \_\_\_\_\_
- h "I'd like to explain my plan for peace."  
\_\_\_\_\_ to \_\_\_\_\_

### After you read

#### 8 Answer these questions.

- a Why do the Legionnaires attack the Avengers?
- b Why does Ultron think Stark's ideas for the world are wrong?
- c Why is the team worried about Ultron's presence in the Internet?
- d Who or what does Banner think that Ultron has killed?
- e Why is Wanda afraid when she meets Ultron?
- f Why are the Maximoffs worried when they visit Ultron's laboratory?
- g Why do the Maximoffs hate Stark?
- h Why does Ultron get angry with Klaue?

## Chapters 5-6

### Before you read

- 9 Read Agent Hill's words to the Avengers at the beginning of Chapter 5. Then discuss the questions below.

*"The news loves you guys," Agent Hill said. "But the people don't. They're very angry, and they want Hulk in prison. You need to stay away from here."*

- Why are the Avengers a popular news story?
- Why are many people angry with them?
- Where will the Avengers go? What will they do next?

### While you read

- 10 Circle the correct words in each sentence.

- The team goes to a safe house to *rest* / *stay away from people*.
- Thor leaves the safe house to *find Ultron* / *understand his dream*.
- Laura is worried that *Barton will continue fighting* / *the team can't protect her husband*.
- Dr. Cho works with Ultron because *she is afraid of him* / *he uses the scepter's power on her*.
- Natasha is sad because *Banner refuses to go away with her* / *the KGB made her a killer*.
- Fury is *angry with* / *worried about* Stark.
- Someone is *helping Ultron get* / *stopping Ultron from getting* nuclear information.
- Ultron is *copying* / *creating and enhancing* human bodies.

- 11 Finish these sentences.

- Dr. Cho and Ultron are creating .....
- Ultron breaks open the scepter's blue stone to get the .....
- Wanda screams because .....
- Ultron attacks Dr. Cho because .....

- Ultron is sad because .....
- If the Avengers try to destroy the Cradle, the explosion will .....
- Hawkeye has to leave with the Cradle, but without .....
- Scarlet Witch is angry with Captain America because .....

### After you read

- 12 What do you know about these now? Discuss them with another student.

- the scepter
- vibranium
- the Mind Stone
- Ultron's new body

- 13 Ultron thinks he has a great plan to save the world. Sadly, nobody understands what he is trying to do. He never explains his plan well because he gets angry.

**Student A:** Imagine that you are Ultron. Calmly explain your great plan to save the world.

**Student B:** Listen to Ultron's plan. Ask him questions. You don't think that the plan is a good one. Help him understand why.

## Chapters 7-8

### Before you read

- 14 Discuss these questions. What do you think?

- Who is stopping Ultron from getting nuclear information?
- Where has Ultron gone?
- What is Captain America going to say when he sees Stark?
- What is Stark going to do with the Cradle?
- What has happened to Black Widow?

### While you read

15 Who is speaking? Write the names.

- a "This is *not* the beginning. This is how we end it." \_\_\_\_\_  
 b "If something doesn't kill you, it makes you stronger." \_\_\_\_\_  
 c "You don't know what you're doing!" \_\_\_\_\_  
 d "In my dream ... I was told to look inside." \_\_\_\_\_  
 e "The Avengers cannot destroy Ultron." \_\_\_\_\_  
 f "I am not a child of Ultron." \_\_\_\_\_  
 g "I saw destruction in you." \_\_\_\_\_  
 h "I'm on the side of life." \_\_\_\_\_

16 Are these sentences right (✓) or wrong (X)?

- a Black Widow doesn't want Hulk to fight again.   
 b Iron Man destroys all signs of Ultron from the Internet.   
 c When Ultron turns the vibranium Key, there is an explosion.   
 d The power of the Mind Stone is stronger than Ultron's power.   
 e Ultron's robots are afraid of Hulk.   
 f Quicksilver is hurt in the fighting, but not badly.   
 g When Ultron's robot turns the vibranium Key, the land moves higher and faster.   
 h Scarlet Witch attacks Ultron because of his destruction of Novi Grad.   
 i The Avengers destroy Ultron.

### After you read

17 Discuss these questions with another student.

- a Scarlet Witch says, "Ultron can't see the difference between saving the world and destroying it. Who do you think he gets that from?" Can you understand why she is angry? What do you think about Tony Stark?  
 b Was Black Widow right to turn Bruce Banner into Hulk? Can you understand why Hulk left, at the end?

### Writing

- 18 Do you think other people should read this story? Why (not)? Write a short description of the story, and give your reasons.
- 19 Which person in the story is your favorite? Write a description of that person. What are they like? What did they do in the story? Why do you like them?
- 20 You are Tony Stark. The newspapers have asked you for your story. Write about Ultron. What was your plan at the beginning? Why did it go wrong? How did you make things right again? Why have you decided to take a rest now? What are you going to do?
- 21 You are Vision. Write a letter to Steve Rogers and Natasha Romanoff. Why do you want to be an Avenger now? Why do you think you will be a good one?
- 22 You are Natasha Romanoff. Write about your feelings. Why did you want Hulk to fight again? What have you learned about yourself? How do you feel now about Bruce Banner?
- 23 You are Nick Fury. Write a letter to Tony Stark. How should Stark feel about the creation of Ultron? Do you agree with Stark's decision to take a rest? Tell him why (not).
- 24 You are Clint Barton. Write about Wanda and Pietro Maximoff. Describe them. What were they like in the beginning? What did they do? Why? How did they change? How do you feel about them both now?
- 25 Write a conversation between Natasha Romanoff and Steve Rogers. Why do they think Vision, Wanda, and Rhodes will make good additions to the Avengers team? What can they be taught to make them even better?

## Word List

**agent** (n) someone who works, sometimes secretly, for a government **agency**. James Bond, for example, worked for MI6.

**armor** (n) a metal suit that, in the past, protected fighting soldiers.

**artificial intelligence** (n) the ability of a machine to copy the thoughts and actions of people.

**create** (v) to produce something new.

**destruction** (n) the state of being destroyed. Also, the act of destroying something so no one can repair it. This is a **destructive** act.

**energy** (n) something that makes movement possible. It also works machines. Energy can come from the sun, for example.

**enhance** (v) to make something better.

**experiment** (n/v) a scientific test to learn about something.

**explode** (v) to break into many small pieces with a sudden loud noise. An **explosion** can kill people and destroy buildings.

**hammer** (n) a tool, usually with a heavy metal part on a long piece of wood, used for hitting things.

**human** (n/adj) a person.

**laboratory** (n) a special room or building where scientists do tests. It is also called a **lab**.

**nuclear** (adj) using a very *powerful* kind of energy—for electricity or for *weapons*, for example.

**peace** (n) a time when there is no war or fighting.

**power** (n) the ability to do something. A powerful person is very strong or important.

**robot** (n) a machine that can act like a person. Robots often look like people, too. **Robotics** is the science of building them.

**scepter** (n) a special—and often beautiful—stick that is carried by a king or queen. The scepter shows their *power*.

**shield** (n) something that you hold in front of your body. It protects you from attacks.

**tissue** (n) material that animals and plants are made of.

**weapon** (n) something that you fight with, like a gun or a knife.

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2. Click on **Create an account** and follow the on-screen instructions.

**Note:** if you already have an account, simply sign in and skip to Step 3.

##### Step 2: Sign In (for returning users)

1. Go to [pearsonenglish.com/login](http://pearsonenglish.com/login)
2. Enter your **Username** and **Password**, and click **SIGN IN**.

##### Step 3: Activate Your Product

1. In the dashboard, click **ADD A PRODUCT**.
2. Enter the access code and click **ADD PRODUCT**.
3. The product will automatically be added to your dashboard.

**Note:** for Teachers, the audiobook will appear in the 'Learn' view of the dashboard.

Your Reader also comes with Teacher resources on the **Pearson English Portal**.

#### To access the Portal:



1. Scan the QR code.
2. Follow the on-screen instructions to unlock your content.

#### NEED HELP?

Go to [MyPearsonHelp.com/portal](http://MyPearsonHelp.com/portal) for help, training and technical support.

