

FADE IN:

On the blackness of SPACE, beautiful and mysterious, strewn with a billion stars.

Atop a building, a wrought-iron sign -- a HAMMER-WIELDING BLACKSMITH -- spins listlessly in the wind as a swirling breeze kicks up. A hint of what's to come.

1 EXT. PUENTE ANTIGUO, NEW MEXICO - NIGHT 1

A main street extends before us in this one-horse town, set amid endless flat, arid scrubland. A large SUV slowly moves down the street and heads out of town.

2 EXT. SUV - NIGHT 2

The SUV sits parked in the desert. Suddenly, the roof panels of the SUV FOLD OPEN. The underside of the panels house a variety of hand-built ASTRONOMICAL DEVICES, which now point at the sky.

JANE FOSTER (late 20's) pops her head through the roof. She positions a MAGNETOMETER, so its monitor calibrates with the constellations above. It appears to be cobbled together from spare parts of other devices.

JANE

Hurry!

We hear a loud BANG followed by muffled CURSING from below. Jane offers a hand down to ERIK SELVIG (60) who emerges as well, rubbing his head.

JANE (CONT'D)

Oh-- watch your head.

SELVIG

Thanks. So what's this "anomaly" of yours supposed to look like?

JANE

It's a little different each time. Once it looked like, I don't know, melted stars, pooling in a corner of the sky. But last week it was a rolling rainbow ribbon--

SELVIG

(gently teasing)

"Racing 'round Orion?" I've always said you should have been a poet.

Jane reigns in her excitement. She tries for dignity.

JANE

Hey, Darcy. Pass up the bubbly and my gloves, will you?

Intern DARCY LEWIS (20) hands Jane a bottle of Champagne and a pair of gloves through the window. Jane passes it to Selvig to hold while she pulls on the old gloves -- too large and masculine for her small hands. He starts to unwrap the foil, and she stops his hand with an excited grin.

JANE (CONT'D)

Not until you see it!

SELVIG

(re: the gloves)

I recognize those. Think how proud he'd be to see you now.

Jane's grin fades to a sad smile.

JANE

Thank you.

SELVIG

For what?

JANE

The benefit of the doubt.

The two stare out at the sky expectantly. A long beat while they scan the skies. Nothing. Jane's worried.

JANE (CONT'D)

It's never taken this long before.

Darcy calls up from the front seat.

DARCY (O.S.)

Can I turn on the radio?

JANE

(an edge to her voice)

Sure, if you like rocking out to  
KFRM, "All agriculture, all the  
time."

Worried, Jane heads back down into the vehicle.

3

INT. SUV - NIGHT

3

The SUV is bathed in the glow of high-tech monitoring equipment and laptops, some looking like they're held together with duct tape. Jane opens a well-worn NOTEBOOK of handwritten notes and calculations. Selvig watches the frustrated Jane with sympathy.

JANE

The anomalies are always  
precipitated by geomagnetic storms.

She shows him a complicated CHART she's drawn in the book, tracking occurrences and patterns.

JANE (CONT'D)

The last seventeen occurrences have  
been predictable to the minute... I  
just don't understand.

Something catches Darcy's eye out the driver's side mirror. She adjusts it. In the distance, ODD GLOWING CLOUDS form in the skies over the Northeastern end of the desert.

DARCY

Jane?

Jane SHUSHES her, leafs through her notes. The bottle of champagne begins to vibrate.

JANE

There's got to be some new  
variable... Or an equipment  
malfunction...

The lights and equipment in the SUV begin to FLICKER around them. The computer monitors SQUELCH with static.

DARCY

I don't think there's anything  
wrong with your equipment...

The champagne bottle starts to RATTLE noisily now as it  
shakes more violently. Jane and Selvig notice.

They watch it curiously, pressure building up inside it, when the cork EXPLODES out of it. Champagne goes spewing everywhere -- over equipment, over Jane.

DARCY (CONT'D)

Jane?

JANE

What?!

DARCY

I think you want to see this.

Darcy points out the window. Jane and Selvig look out. Over the desert --

MASSIVE CLOUDS OF RAINBOW LIGHT

Churn in the sky. The three stare, dumbfounded.

JANE

Holy. Shatner.

SELVIG

That's your "subtle" aurora?!

JANE

No-- yes! Let's go!

4 EXT. DESERT - MOMENTS LATER

4

The roof panels still open, the SUV races towards the strange event, Jane, amazed by the sight, stands with half her body out the roof, taking video of the light storm before them.

The SUV hits a bump. Jane nearly flies out. Selvig grabs her, yanks her back in.

5 INT. SUV

5

Jane grins, thrilled, pumped with adrenaline.

JANE

Isn't this great?!

A thought strikes her.

JANE (CONT'D)

You're seeing it too, right? I'm not crazy?

SELVIG

That's debateable. Put your seat belt on!

The SUV lurches.

6

EXT. DESERT

6

Winds HOWL around the SUV now. Up ahead, spiraling down from out of the clouds comes --

AN ENORMOUS TORNADO

Suffuse with the strange rainbow light, ROARING like a thousand freight trains as it touches down.

7 INT. SUV

7

Selvig looks up through the still-open sunroof at the enormous glowing funnel cloud with wonder. Jane clambers into the front seat, beside Darcy. She leans way out the window, TAPING the storm.

JANE

You've gotta get us closer so I can take a magnetic reading.

Darcy laughs.

DARCY

Yeah, right! Good one!  
(then, realizing)  
Oh God, you're serious...

JANE

You want those college credits or not?

8 EXT. SUV

8

The SUV tears across a field towards the tornado, Jane leaning out the window, taping the event. The SUV disturbs two RAVENS perched on a cactus as they race past. The birds take flight, when -- KRAKABOOM! A huge BOLT OF LIGHTNING strikes down through the center of the funnel cloud before them with a terrifying intensity.

9 INT. SUV

9

The SUV rocks from the blast. Darcy's had enough. She turns the wheel, starts to head away.

DARCY

Keep the credits. I'll intern at Burger King.

JANE

What are you doing?!

DARCY

Saving our lives!

Jane grabs the wheel, jerks it hard the other way. They struggle for control, when the headlights fall on --

A MAN

Directly in their path, stumbling through the winds. Darcy slams on the brakes, Jane turns the wheel hard to avoid him. The SUV swerves -- but too late.

10 EXT. BIFROST LANDING SITE (EARTH) 10

The side of the SUV slams into the man with a THUD, sending him flying. The car SKIDS to a stop.

11 INT. SUV 11

Jane, Darcy, and Selvig trade shocked looks, breathing hard. They peer through the dust clouds, unable to see through.

A paralyzed moment, then they all leap out of the car.

12 EXT. BIFROST LANDING SITE (EARTH) 12

The three race from the SUV with flashlights. Jane spots the man lying on the ground. He's dressed in tattered clothing, charred and blackened.

DARCY

I think that was legally your fault.

JANE

Get the first aid kit.

Darcy heads back inside the SUV as Jane, concerned, kneels next to the man. Selvig hovers, protectively.

She gently turns his head to the light, and we see him clearly for the first time. He is magnificently handsome, long blonde hair flowing around his classically sculpted features. She cups her hands around his face, as if willing the life back into him.

JANE (CONT'D)

Come on, big guy. Do me a favor and don't be dead, okay? Open your eyes and look at me.

Suddenly, he GROANS, and she's startled, then relieved, as his eyes flutter open. She looks deep into his confused, azure eyes, which at last focus on her own. Locking onto them.

For a moment, they each forget to breathe.

The connection is broken as Darcy returns with the kit. She freezes when she sees how gorgeous the man is.

DARCY

Wow. Does he need CPR? Because I know CPR.

A flustered Jane smooths her hair and sits back on her heels. She looks up at Selvig. Back to being a scientist.

JANE

His eyes--

DARCY

(dreamily)  
--are beautiful.

JANE

--are dilating. That's a good sign.

SELVIG

We still have to get him to a hospital.

JANE

(hopefully)  
After we get a reading on the storm?

SELVIG

Immediately, Jane.

Jane sighs and nods, regretfully watching the storm EVAPORATE above their heads. A thought strikes her.

JANE

Where did he come from?

They exchange puzzled looks, as we move up through the last glowing remnants of the storm, and into:

13

EXT. SPACE

13

EARTH spins slowly before us as we hear a voice, deep and resonant -- the voice of HEIMDALL, Gatekeeper of Asgard.

HEIMDALL (V.O.)

*Questions, they've always asked questions -- this race called man, on this planet they call earth. Passionately longing to know how they are connected to the heavens.*

We pull away from the planet, widening, past other worlds, cosmic debris -- leaving first our solar system, then our galaxy.

HEIMDALL (V.O.) (CONT'D)

*In ages past, they looked to us as gods, for indeed so many times we saved them from calamity. We tried to show them how their world was but one of the Nine Realms of the Cosmos, linked to all others by the branches of Yggdrasil...*

We pull back until we see it -- YGGDRASIL. Immense, sprawling, like a quasar or a nebula twisted into the vague shape of a TREE, its branches of glowing energy stretching out into the black void of space.

HEIMDALL (V.O.) (CONT'D)

*...the Worlds Tree. Nine Realms in a universe of wonder, beauty, and terror that they barely comprehended.*

We move in through Yggdrasil, until we reach what looks like a galaxy, slowly spinning before us.

HEIMDALL (V.O.) (CONT'D)

*But for all their thirst for knowledge, they let our lessons fall into myth and dreams. Where did he come from? He came from us, the proudest race of warriors the Worlds have ever seen. He came from this -- the greatest Realm the universe has ever known.*

We move through the galaxy's mists and astral matter, then over and up, through a band of prismatic color to reveal what's on the other side:

HEIMDALL (V.O.) (CONT'D)

*He came... from Asgard!*

14

EXT. ASGARD - DAY

14

Beautiful beyond imagination. We fly over the magnificent landscape of the Realm, through the gleaming capital city, modern yet timeless.

15

EXT. ODIN'S PALACE - DAY

15

The palace rises countless stories tall, gleaming with an other-worldly majesty, towering high above the Realm sprawled out before it.

We move towards a large window of the palace, where a FIGURE stands --

ODIN ALLFATHER

Stares out at his kingdom. The ravens fly up to the balcony, land at his side.

16

INT. ODIN'S CHAMBERS - DAY

16

Odin turns away from the window. His wife FRIGGA sits at a vanity and tries different earrings before the mirror.

ODIN

Do you think he's ready?

FRIGGA

He thinks he is. He has his father's confidence.

ODIN

He'll need his father's wisdom.

FRIGGA

And his humility?

Odin reacts.

FRIGGA (CONT'D)

Thor won't be alone. Loki will be at his side to give him counsel. Have faith in your sons.

ODIN

Yes, but Thor's still a boy. He could be a great King...

Odin stops, notices HIS HAND SHAKING. It seems to be out of synch temporally with the rest of the world, leaving a trail as it moves. He stares at it determinedly, concentrating, trying to stop the strange event through the force of his sheer will.

Finally, the occurrence subsides, his hand normal once more. A worried Frigga covers his hand with her own.

ODIN (CONT'D)

(quietly)

...if we only had more time.

FRIGGA

For once, our son needs something we cannot provide.

ODIN

I can fight it a little longer...

FRIGGA

No. You've put it off too long! I worry for you.

He touches her cheek.

ODIN

I've destroyed demons and monsters, devastated whole worlds, laid waste to mighty kingdoms, and still you worry for me?

FRIGGA

Always.

ODIN

Not today. Now come kiss your king... while I'm still king.

He pulls her close, and they kiss.

17

INT. PALACE ANTEROOM - DAY

17

Directly under the throne room, a gloomily lit hall. Banners hang on either side to form a corridor down the middle of the fire lit room.

Giant doors open at one end. A huge figure silhouetted against the bright light beyond walks forward. In slo-mo, we recognize the unmistakable shape of the God of Thunder. Hammer in hand, he reaches the end of a raised platform.

An ATTENDANT hands the figure a goblet of wine.

He downs it quickly, hurls it towards the fire directly below.

THOR

Another!

The cup smashes, the alcohol causes the fire to glow intensely -- and, for a moment, brightly lit, and seen full length, like a King to be, is THE MIGHTY THOR.

He proceeds down steps, past camera, and down the center of the Hall.

We follow from behind and see at the other end, massively shadowed on one of the great banners, the shape of two great horns. As Thor approaches, the horn shapes move, and then, from the shadows at the side, emerges LOKI, wearing his horned headpiece.

Like Thor, he is dressed for a great ceremony. They stand by a brazier at the foot of steps that lead up to the crowded throne room.

LOKI  
(to Thor)  
Nervous, brother?

THOR

Have you ever known me to be nervous?

LOKI

There was the time in Nornheim...

THOR

That wasn't nerves, brother. It was the rage of battle. How else could I have fought my way through a hundred warriors and pulled us out alive?

The Attendant approaches with another goblet of wine for Thor.

LOKI

As I recall, I was the one who veiled us in smoke to ease our escape.

THOR

Some do battle, others just do tricks.

The Attendant stifles a laugh. Loki notices, doesn't like it. He gestures towards the goblet in the Attendant's hand. EELS pour over the sides of the goblet, slithering out and across the terrified Attendant's hand. He SCREAMS, hurls the goblet to the ground. Loki chuckles.

THOR (CONT'D)

Loki...

Loki gestures to the writhing eels on the ground. They turn back to spilled wine, the illusion shattered.

THOR (CONT'D)

Now that was just a waste of good wine.

LOKI

Just a bit of fun.  
(to the Attendant)  
Right, my friend?

The Attendant isn't so sure. Thor dons his EAGLE-WINGED HELMET.

LOKI (CONT'D)

(re: Thor's helmet)  
Nice feathers.

THOR

You don't really want to start this  
again, do you, Cow?

LOKI

I was being sincere!

THOR

You're incapable of sincerity.

LOKI

Am I?

He looks his brother in the eye, all pretense lost.

LOKI (CONT'D)

I've looked forward to this day as  
long as you have. You're my  
brother and my friend. Sometimes  
I'm envious, but never doubt that I  
love you.

Thor searches his brother's face, sees no trace of irony. He's either speaking from his heart or he's a very, very good liar. Maybe both. Thor puts an appreciative hand on his brother's shoulder.

THOR

Thank you.

The two brothers take in the moment a beat, then:

LOKI

Give us a kiss.

THOR

Stop.

Thor makes the final adjustments to his ceremonial wear.

THOR (CONT'D)

How do I look?

LOKI

Like a king.

They hear the blast of a CEREMONIAL HORN.

LOKI (CONT'D)

It's time.

THOR

You go ahead.

Loki casts him a wary look.

THOR (CONT'D)

I'll be along. Go on.

Loki heads inside the palace without his brother.

17A INT. ANTECHAMBER - NIGHT

17A

VOLSTAGG combs his great beard in preparation for the big event. As he does, he's surprised to find a stray GRAPE stuck in the beard. He pulls it out, looks around, then eagerly pops it into his mouth and gobbles it down.

FANDRAL checks his reflection in a mirror, smooths out his moustache, gives himself a dashing smile. A PRETTY MAIDEN holds the mirror before him, as other MAIDENS look on dreamily.

FANDRAL

Thank you, love.  
(to the Maidens)  
(MORE)

FANDRAL (CONT'D)

Now who'd like to polish my sword  
for me?

The giddy Maidens eagerly raise their hands.

HOGUN stands staring ahead grimly, his hands folded in front of him, amidst the hustle and bustle of the ATTENDANTS and the ceremony preparations going on around him. A HELPFUL ATTENDANT approaches him and starts to polish his armor. Hogun turns his head, gives him a look. Intimidated, the Attendant quickly backs away.

From behind, we see a WOMAN IN CEREMONIAL ARMOR take off her SWORD and set it on a table, then her SHIELD, then several HIDDEN DAGGERS and small, yet intimidating WEAPONS. We reveal that it's SIF, looking radiant. She eyes the weapons on the table.

SIF

(to the weapons)

I'll miss you.

18

INT. THRONE ROOM - DAY

18

Colorful CEREMONIAL BANNERS of the Nine Realms adorn the room, crowded with AESIR and REPRESENTATIVES from across Yggdrasil, all BUZZING with excitement.

Thor's COMRADES enter and stride to their place of honor at the front of the hall. They are:

THE WARRIORS THREE

VOLSTAGG has the girth and strength of a Sumo wrestler, with oversized passions to match. FANDRAL, the consummate swashbuckler, is agile, charismatic, and nattily dressed. HOGUN -- dark, sullen, brooding -- a large MACE slung at his side.

With them walks the warrior maiden SIF. She's clad in armor, a shield and sword at her side -- a beauty not to be trifled with.

VOLSTAGG

I hope this goes quickly. I'm famished.

FANDRAL

(feigned disbelief)

Noooo!

VOLSTAGG

Are you attached to that pretty face of yours? Because one more word, and you won't be.

FANDRAL

(to the others)

My, we are hungry, aren't we?

The others laugh, save Hogun. Fandral turns to him.

FANDRAL (CONT'D)

Go on, Hogun. Smile. You can do it. Even you, Hogun the Grim. Just one smile.

Hogun stares at him grimly.

FANDRAL (CONT'D)

All right, half a smile. Look, forget the smile, just show some teeth.

SIF

Fandral, is it true the famous Warriors Three are ready to meet any challenge?

FANDRAL

Name it, Lady Sif.

SIF

Keep your mouth shut.

19 INT. VAULT - DAY

19

Imposing EINHERJAR GUARDS clad in armor, swords at the ready, stand watch inside the massive underground structure beneath the palace.

A cold BREEZE blows past them.

19A INT. PALACE ANTEROOM - DAY

19A

Thor stands, his fingers nervously drumming the handle of his hammer. Frigga approaches behind him, sees his anxiety.

FRIGGA

It's all right to be nervous.

THOR

Why does everyone keep saying that?  
I'm not nervous!

FRIGGA

You may be able to fool the rest of  
Asgard --

THOR

...but never you. I know.

FRIGGA

Thor, just remember that you have  
something even the great Allfather  
never had.

THOR

And what is that?

FRIGGA

Me for a mother.

She smiles.

FRIGGA (CONT'D)

Now don't keep your father waiting.

Frigga leaves.

20 INT. THRONE ROOM - DAY

20

Sif and the Warriors Three still wait before the crowd. Loki and Frigga enter. Loki takes his place at the front of the hall alongside the others. With another blast of the horn, the crowd goes silent as the EINHERJAR HONOR GUARD moves into formation. They part to reveal --

ODIN

Sitting atop his throne, clad in full ceremonial armor. He holds his spear GUNGNIR before him. Any trace of weakness in him is gone now. He exudes all the power and majesty of a Ruler of Asgard.

Frigga joins him at his side. He looks around the hall, casts a glance over to the Warriors. Thor is nowhere to be seen. Odin looks to Loki. Loki shrugs. Odin isn't pleased.

A murmur spreads through the crowd.

VOLSTAGG

(sotto, to Loki)

Where is he?

LOKI

He said he'd be along.

Sif realizes the truth, shakes her head in disapproval.

VOLSTAGG

What?

SIF

He wants to make an entrance.

FANDRAL

Well, if he doesn't show up soon, he shouldn't bother. Odin looks like he's ready to feed him to his ravens.

LOKI

I wouldn't worry. Father will forgive him. He always does.

Just then, at the back of the hall, up the steps from the lower level --

MJOLNIR

Roars up into the hall, Thor strides cockily into the hall behind it, catching it behind his back. The CROWD erupts in CHEERS. Thor spins his hammer with a flourish, holds it up before the crowd, basking in the moment, relishing the adoration, whipping his audience up into a frenzy.

SIF

Oh, please.

Odin watches from the front, not liking this showy display.

21 INT. VAULT - DAY

21

As the sound of the cheers echo from above, the odd, cold breeze picks up in the Vault. The Guards rub their limbs to warm themselves. They grow increasingly uneasy, sensing something's not right.

They exchange a look, then walk the length of the Vault's hallway to its end, where a CASKET sits undisturbed upon a pedestal.

LARGE SHADOWS suddenly loom over them. They look up and SHOUT in terror as they raise their weapons.

22 INT. THRONE ROOM - DAY

22

Thor finishes stirring up the crowd, then reaches the front of the room, kneels on one knee before his mother and father. Frigga casts him an admonishing glance. Thor winks up at her. She can't help but smile.

Odin strikes Gungnir upon the ground with a deafening BOOM. The crowd falls silent. Odin speaks with quiet, effortless authority.

He raises Gungnir before him.

ODIN

Gungnir. Its aim is true, its power strong. With it I have defended Asgard and the lives of the innocent across the Nine Realms since the time of the Great Beginning. And though the day has come for a new King to wield his own weapon -- that duty remains the same. Thor Odinson, my heir, my first-born.

(MORE)

## ODIN (CONT'D)

So long entrusted with this mighty hammer, Mjolnir. Forged in the heart of a dying star, from the sacred metal of Uru. Only one may lift it. Only one is worthy. Who wields this hammer commands the lightning and the storm. Its power has no equal -- as a weapon, to destroy, or as a tool, to build. It is a fit companion for a King.

23 INT. VAULT - DAY

23

The bodies of the Guards are flung to the Vault's floor, now strewn with ice. We don't see their attackers clearly, just catch glimpses of them in the shadows -- but they are large and BLUE-SKINNED.

One of the creatures lifts the Casket off its stand and turns to go. But, as they do, the intricate latticework behind the Casket starts to separate and retract, revealing something standing in the shadows behind it.

As the creatures walk away, a fiery glow rises behind them. They turn back around.

Now it's their turn to SCREAM.

24 INT. THRONE ROOM - DAY

24

The Ceremony continues.

ODIN

Today I entrust you with the greatest honor in all the Nine Realms. The sacred throne of Asgard. I have sacrificed much to achieve peace. So, too, must a new generation sacrifice to maintain that peace. Responsibility, duty, honor. These are not merely virtues to which we must aspire. They are essential to every soldier and to every King.

The Crowd and the Warriors Three start to shiver and rub their limbs for warmth in the increasingly cold air of the hall.

Thor turns back to face his father. Odin looks upon his son with pride.

ODIN (CONT'D)

Thor Odinson, do you swear to guard  
the Nine Realms?

THOR

I swear.

ODIN

Do you swear to preserve the peace?

THOR

I swear.

ODIN

Do you swear to cast aside all  
selfish ambition and pledge  
yourself only to the good of all  
the Realms?

Beat.

THOR

I swear.

ODIN

Then on this day, I, Odin  
Allfather, proclaim you--

Odin hesitates, noticing a strange sight before him. ICE  
creeps across the surface of the large banners around the  
hall, making an eerie CRACKING sound. Thor, his comrades,  
and the crowd see it too.

ODIN (CONT'D)

(realizing)

Frost giants...

The far-off sounds of a BATTLE echo in the depths of the  
palace below. Sif and the Warriors Three reach for their  
weapons, as Thor races from the hall.

24A	OMITTED	SCENE MOVED BELOW	24A
25	OMITTED	SCENE COMBINED WITH SCENE 25B BELOW	25
25A	OMITTED		25A

25B INT. VAULT - DAY

25B

Thor enters, then stares shocked at the sight before him. Sif, the Warriors Three, and Loki hurry in behind Thor and stop short.

Shattered and melting ICE is strewn about the floor.

We don't see the blue-skinned bodies of the Frost Giants clearly, just catch glimpses of their twisted and smoldering remains on the floor.

They've just lost a savage battle. Badly.

Amidst them, shrouded in shadow, stands the black metal creature, a fiery glow coming from within it.

It is THE DESTROYER. It holds the Casket in its hands.

SIF

The Destroyer.

VOLSTAGG

(awed)

I thought it was but a legend.

Odin steps in behind the Asgardians, as the Destroyer sets the Casket back on its pedestal. It moves back to its post, the faint, FIERY GLOW extinguishes within it.

Fandral looks around the Vault, ill at ease.

FANDRAL

I've never been inside the Vault before. It's said the Tesseract was once held here.

VOLSTAGG

(awed)

The Tesseract? I thought that was but a legend too!

SIF

Shush!

Odin surveys the destruction.

THOR

The Jotuns must pay for what they've done!

ODIN

They have paid with their lives.  
The Destroyer did its job, and the  
Casket is safe. All is well.

THOR

"All is well?!" They broke into  
the Weapons Vault! If the Frost  
Giants had stolen even one of these  
relics--

ODIN

But they didn't.

THOR

I want to know why they--

ODIN

(interrupting)

The Casket of Ancient Winters  
belonged to the Jotuns. They  
believe it's their birthright.

THOR

And if you hadn't taken it from  
them they would have laid waste to  
all the Nine Realms!

ODIN

I have a truce with Laufey, the  
Jotun King.

THOR

He just broke your truce! We must  
act!

Odin turns to Sif and the Warriors Three.

ODIN

Leave us.

Thor's comrades exit. Odin eyes Thor, as Loki watches.

ODIN (CONT'D)

And what action would you take?

THOR

March into Jotunheim as you once  
did, teach them a lesson, break  
their spirits so they'll never dare  
try to cross our borders again!

ODIN

You're thinking only as a warrior!

THOR

This was an act of war!

ODIN

It was the act of but a few, doomed  
to fail.

THOR

They got this far!

ODIN

We will find the breach in our  
defenses. It will be found, and it  
will be sealed.

THOR

As King of Asgard, I would--

ODIN

You are not King. Not yet.

Thor sees in his father's face that he's pushed this as far as he can. He backs away, then leaves, pushing through the doors so hard that they SLAM backwards behind him. Odin watches him go.

26

INT. BANQUET HALL - DAY

26

Thor stands in the empty hall, bearing the signs of the festivities cancelled due to the events of the day. Anger and frustration rising within him, Thor upends one of the massive tables.

From across the room, Loki watches him.

AT THE BANQUET HALL ENTRANCE

Sif, Fandral, and Hogun follow Volstagg as he enters in search of his dinner.

SIF

Redecorating, are we?

Volstagg surveys the overturned tables and food, aghast.

VOLSTAGG

What's this -- ?!

HOGUN

I told you they'd cancel it.

FANDRAL

We thought that was just you being your normal cheery self.

Volstagg looks about the floor, despairing.

VOLSTAGG

All this food -- so innocent, cast to the ground. It breaks the heart!

Thor strides away from them to the far end of the hall. Loki calmly moves towards him.

THOR

It's unwise to be in my company right now, brother.

LOKI

Who said I was wise?

THOR

(re: the empty hall)

This was to be my day of triumph.

LOKI

It will come. In time.

(admits)

If it's any consolation, I think you're right. About the Frost Giants, about Laufey, everything. If a few of them could penetrate the defenses of Asgard once, who's to say they won't try again. Next time with an army?

THOR

Yes, exactly!

LOKI

But there's nothing we can do without defying Father.

Thor considers this, looks at his hammer, a gleam in his eye. Loki can guess what he's thinking, grows concerned.

LOKI (CONT'D)

No... stop there! I know that look!

THOR

It's the only way to ensure the safety of our borders.

LOKI

It's madness!

VOLSTAGG

Madness? What sort of madness?

LOKI

Nothing! Thor was making a jest!

THOR

The safety of our Realm is no jest. We're going to Jotunheim.

FANDRAL

What?!

SIF

Thor, of all the laws of Asgard,  
this is one you must not break.

Loki looks on, intrigued by the proceedings.

FANDRAL

This isn't like a journey to Earth,  
where you summon a little lightning  
and thunder and the mortals worship  
you as a god. This is Jotunheim.

VOLSTAGG

And if the Frost Giants don't kill  
you, your Father will!

THOR

My father fought his way into  
Jotunheim, defeated their armies,  
and took their Casket! We'd just  
be looking for answers.

SIF

It is forbidden!

Thor sizes up his friends, smiles. He proceeds to make his  
case with enthusiasm and charismatic conviction.

THOR

My friends, have you forgotten all  
that we've done together?

He turns to Fandral.

THOR (CONT'D)

Who brought you into the sweet  
embrace of the most exotic maidens  
in all of Yggdrasil?

FANDRAL

You did.

THOR

(to Hogun)

Who led you into the most glorious  
of battles...

(to Volstagg)

...and to delicacies so succulent,  
you thought you'd died and gone to  
Valhalla?

VOLSTAGG/HOGUN

You did. / You did.

He turns to Sif.

THOR

And who proved wrong all who  
scoffed at the idea that a young  
maiden could be one of the fiercest  
warriors this Realm has ever known?

SIF

I did.

THOR

(quickly)  
True. But I supported you...  
(then, to the others)  
My friends, trust me now. We must  
do this.

The others exchange concerned looks, realize there's no  
convincing him.

THOR (CONT'D)

Come on. You're not going to let  
my brother and me take all the  
glory, are you?

Loki looks startled.

LOKI

What?

THOR

You are coming with me...

LOKI

Yes, of course! I won't let my  
brother march into Jotunheim alone.  
I will be at his side.

VOLSTAGG

And I.

FANDRAL

And I.

HOGUN

And I. The Warriors Three fight together.

SIF

I fear we'll live to regret this.

VOLSTAGG

If we're lucky.

27

EXT. ODIN'S PALACE - DAY

27

Thor, Sif, Loki, and the Warriors Three walk from the Palace, across the grounds. They reach a group of ATTENDANTS who ready their battle gear for their journey.

Loki slips away from the group, speaks to a nearby GUARD. Hogun notices.

THOR

We must first find a way to get past Heimdall.

VOLSTAGG

That will be no easy task. It's said the Gatekeeper can see a single dew drop fall from a blade of grass a thousand worlds away.

FANDRAL

And he can hear a cricket passing gas in Niffelheim.

VOLSTAGG

Jest not! He heareth all!

FANDRAL

Please. Getting past him should be simple enough now, since he seems to be letting Frost Giants sneak by under his nose.

Volstagg, terrified, calls out to the sky.

VOLSTAGG

Forgive him! He meaneth no offense!

Loki rejoins the group as Thor leads them onward.

28

EXT. GATE OF ASGARD - DAY

28

Thor and his band of adventurers, on horseback, pass through the massive Gate, leaving Asgard behind. They ride along the most astounding path in this Realm or any other --

THE RAINBOW BRIDGE.

Wide and flat, it runs straight out from Odin's palace to the mists and black void of space beyond. In the distance far ahead, the Bridge continues on until it reaches Heimdall's Observatory.

29

EXT. HEIMDALL'S OBSERVATORY - DAY

29

The band draws near the Observatory, where HEIMDALL himself, Gatekeeper of Asgard, stands at his post on the Bridge before them, blocking their way, staring them down.

There is something other-worldly about him, even for this Realm. He holds a massive sword in front of him, his stern, intimidating face virtually concealed by armor. Something glints beneath his visor, like twinkling stars.

LOKI

Keep your weapons sheathed and your mouths closed. This is going to take subtlety and sincerity, not brute strength. Leave it to me.

Loki dismounts and steps forward.

LOKI (CONT'D)

Good Heimdall--

HEIMDALL

You're not dressed warmly enough.

Thor, Loki, and the others trade looks.

LOKI

I'm sorry?

HEIMDALL

The freezing cold of Jotunheim. It will kill you all in time, even Thor.

(then)

You think you can deceive me? I, who watch all? I, who can sense the flapping of a butterfly's wings a thousand worlds away?

He fixes his eyes pointedly at Fandral.

HEIMDALL (CONT'D)

Or can hear a cricket passing gas in Niffelheim?

Fandral looks gob-smacked.

FANDRAL

That was just a bit of a jest,  
really...

Loki goes into damage control.

LOKI

You must be mistaken. We're not--

THOR

(stepping forward)

Enough.

(to Heimdall)

Heimdall, may we pass?

Heimdall stares him down.

HEIMDALL

For ages have I guarded Asgard and  
kept it safe from those who would  
do it harm. In all that time,  
never has an enemy slipped by my  
watch -- until this day. I wish to  
know how that happened.

THOR

Then tell no one where we've gone  
until we've returned.

Thor walks past Heimdall as the Gatekeeper lets the group  
pass. Volstagg walks beside the frustrated Loki, needles  
him.

VOLSTAGG

What happened? Your silver tongue  
turn to lead?

LOKI

Get me off this bridge before it  
cracks under your girth.

Volstagg and Fandral share a laugh.

30

INT. HEIMDALL'S OBSERVATORY - DAY

30

Thor and the others enter the Observatory, step onto a  
platform. Heimdall climbs into the large control apparatus  
at the center of the room and readies the Observatory.

HEIMDALL

Be warned. I will honor my sworn oath to protect this Realm as its Gatekeeper. If your return threatens the safety of Asgard, Bifrost will remain closed to you. You'll be left to die in the cold wastes of Jotunheim.

THOR

I have no plans to die today.

HEIMDALL

None do.

Heimdall inserts his sword into the control panel, and the apparatus of the Observatory starts up.

31 EXT. RAINBOW BRIDGE 31

The Bifrost energy quickens along the Bridge, feeding into the Observatory.

32 INT. HEIMDALL'S OBSERVATORY 32

Heimdall turns his sword in the control panel. The Observatory's giant turret swings around, aims toward a section of space. As a final step, Heimdall plunges his sword deeper into the control panel. The great turret FIRES, the RAINBOW LIGHT of Bifrost energy blasts out of it.

The Bifrost opens at the end of the platform upon which Thor and his five comrades stand.

HEIMDALL

All is ready. You may pass.

VOLSTAGG

Couldn't you just leave the bridge open for us?

HEIMDALL

To keep this bridge open would unleash the full power of the Bifrost and destroy Jotunheim with you upon it.

VOLSTAGG

Ah. Never mind, then.

Thor starts towards the Bifrost, turns back to the others, grins.

THOR

Come on. Don't be bashful.

The others join him at his side, then step towards the Bifrost. Their bodies stretch towards the maelstrom, changing shape, as if every atom of their being is being elongated by the pull of it. In an instant, they're jerked off the platform and inside the vortex.

33

EXT. BIFROST LANDING SITE (JOTUNHEIM) - DAY

33

A hole in the sky rips open, and the Bifrost comes shooting out of it. Snow flurries up when the Bifrost hits, as Thor and his band touch down. RUNES from the Bifrost are imprinted on the ice around them.

Volstagg loses his footing, falling backwards. Thor quickly grabs him by the belt. We see the warrior dangling precariously on the edge of a sheer cliff on the planet's inner ring, opening up to the black abyss of space beyond.

THOR

Come on, big fella. Up...!

With an effort, Thor pulls the burly warrior back onto the ice and, tremendously relieved, he proclaims:

VOLSTAGG

This belt! This belt is now my lucky belt! I will never remove it! Even when bathing!

FANDRAL

You bathe?

Thor and the others turn and stare out in horror and wonder at the frozen alien wasteland before them. The whole planet is a massive flattened ring of jagged ice, slowly breaking apart. Huge CHUNKS OF ICE calve away from its outer edges and float off into space. The planet's icy surface cracks and melts as far as the eye can see. The ruins of a Jotun city lies in the distance.

HOGUN

We shouldn't be here.

THOR

Too late now.

FANDRAL

Actually, it's not. We could turn right around, hop back to Asgard, share a mug by the fire. Could be nice.

Thor ignore him, heads off. Loki looks around, anxious.

LOKI

Perhaps we should wait.

Thor turns back to his brother.

THOR

For what?

LOKI

To survey the enemy. To gauge their strengths and weaknesses from a distance.

VOLSTAGG

I'm liking that. Gauging,  
surveying. Particularly the  
distance part.

THOR

We know all we must. It's time to  
act.

Thor heads on. Reluctantly, the others follow.

SIF

He's just got to swing his  
hammer...

34

EXT. JOTUNHEIM - DAY

34

The group trudges behind Thor across the frozen wasteland,  
shielding themselves from the howling wind and cold. Loki  
looks around them, anxious. Volstagg shivers.

Thor, invigorated, turns back to his comrades.

THOR

It feels good, doesn't it? To be  
together again, adventuring on  
another world?

FANDRAL

Adventuring? Is that what we're  
doing?

THOR

What would you call it?

FANDRAL

Freezing.

VOLSTAGG

Starving.

SIF

Whining.

THOR

How about a song to lift our  
spirits?

The others groan.

HOGUN

No, not that!

SIF

Please don't make us sing again!

FANDRAL

If I have to listen to Volstagg's singing voice one more time, I'll fall on my own sword!

SIF

Well, now I'm on board.

She and Thor share a grin.

The party reaches the edge of the city -- its ancient structures of jade and ice melting and crumbling, ravaged by warfare long ago. A TEMPLE lies before them, across a central plaza.

SIF (CONT'D)

Where are they?

THOR

Hiding. As cowards always do.

Thor leads the others onwards towards the central plaza. Loki reluctantly follows. They don't notice as SHADOWY FIGURES move in the shadows of the structures nearby.

35

EXT. CENTRAL PLAZA - DAY

35

The party reaches the plaza. They sense the Frost Giants in the shadows and crevices, surrounding them now on all sides. The Asgardians reach for the hilts of their weapons.

A JOTUN SENTRY calls to him.

JOTUN SENTRY

What is your business here,  
Asgardian?

The Jotun's voice itself sounds like cracking ice.

THOR

I speak only to your King. Not to  
his foot soldiers.

JOTUN VOICE (O.S.)

Then speak.

Thor turns towards the source in a balcony of the temple,  
where LAUFEY sits, veiled in shadow, behind a cascading  
waterfall. The Jotun King is ancient, noble, powerful -- too  
proud to reveal even a hint of the years of suffering he and  
his people have endured.

LAUFEY

I am Laufey, King of this Realm.

THOR

And I am--

LAUFEY

We know who you are, Odinson. Why  
have you brought the stench of your  
blood into my world?

THOR

I demand answers.

Laufey stands, sizing up Thor, tries to piece this together.

LAUFEY

You "demand?"

THOR

How did your people get into  
Asgard?

LAUFEY

The house of Odin is full of  
traitors.

Sif and the Warriors Three exchange a puzzled look, disturbed  
by the Jotun King's words.

THOR

Do not dishonor my father's name  
with your lies.

LAUFEY

Your father is a murderer and a  
thief. He stole what was ours, and  
left our world in ruins. We have  
the right to reclaim the Casket.

THOR

Not when you'd use it to make war  
against other Realms.

Laufey laughs, cold, mocking.

LAUFEY

And why have you come here? To  
make peace? You long for battle.  
You crave it. I see you for what  
you are, Thor Odinson. Nothing but  
a boy, trying to prove himself a  
man.

THOR

This boy has grown tired of your  
mockery.

Thor takes a step towards Laufey. The other Jotuns step in  
front of Thor, blocking his path. We finally see the Frost  
Giants now -- terrifying, blue-skinned, standing eight feet  
tall. Loki moves next to his brother and quietly implores  
him.

LOKI

Thor, stop and think. Look around  
you. We are outnumbered.

THOR

Know your place, brother...

LAUFEY

You should listen to his counsel.  
You know not what your actions  
would unleash.

Laufey steps out of the shadows.

LAUFEY (CONT'D)

But I do. Go now, while I still  
allow it.

Thor simmers. Loki speaks up.

LOKI

We will accept your most gracious  
offer.

The others look to Thor imploringly. Thor stares Laufey down  
a beat -- then relents. He turns to leave. His comrades  
breathe a sigh of relief and follow, when a Frost Giant  
nearby mutters under his breath.

JOTUN

Run back home, little princess.

Thor stops in his tracks. Loki goes white. He knows what's coming.

LOKI

Damn.

In one quick move, Thor pulls Mjolnir, swings it, and KNOCKS the Jotun clear across the plaza. The Asgardians reluctantly draw their weapons, gather into a circle around Thor.

Volstagg looks around at the angry Jotuns approaching them.

VOLSTAGG

Silly hammer! Has a mind of its own!

ICE forms on the Jotuns' bodies, creating a FROZEN ARMOR around them, extending off the ends of their arms like SWORDS. One Giant does so directly in front of Fandral.

FANDRAL

I'm hoping that's just decorative.

Thor leaves the circle of Asgardians, swings at another Frost Giant. His comrades form another circle around him, separating him from the Jotuns, as he whirls his hammer around once and catches it with a cocky grin. He's enjoying this.

THOR

Next!

Fandral calls to Volstagg and Hogun.

FANDRAL

Well? What move, do you think?

VOLSTAGG

I say we use "The Norn's Revenge."

FANDRAL

At this close range? I think "The Alfheim Lunge" is a better move.

VOLSTAGG

(disgusted)

Maybe if they were three feet tall!  
No! How about "The Randy Valkyrie"?

HOGUN

Shut up!

Thor takes out yet another Frost Giant, then all hell breaks loose as the Asgardians and Jotuns begin to battle.

A Jotun backs Hogun up against a wall of ice. As the Giant hurls an ice blade fist at him, the grim warrior swings his mace over his head, embedding it into the ice wall, and hoists himself up, dodging the Giant's blow and leaping over him. Hogun takes out a second approaching Frost Giant, spins back, dodges a swing from the first, then pounds the Jotun with his mace.

Nearby, Sif expertly stabs one Jotun after another with her double-bladed staff. One knocks her viciously to the ground.

SIF

If you don't treat me like a lady,  
I won't act like a lady!

She takes out the Jotun.

Loki backs away from an approaching Jotun, finds himself at the edge of a deep crevasse. The Giant sees he's vulnerable, swipes at him. But the Jotun's arm passes right through him.

The Giant stands there, confused, when THE REAL LOKI comes out from behind a structure and shoves the Giant into the crevasse below. The false Loki dissipates into nothingness.

LOKI

(to the falling Giant)  
Pathetic.

He turns back to the battle. Two Jotuns come at him from either side. He lets two daggers fly, felling both Giants at once.

Laufey nods to one of his guards -- a massive Jotun BRUTE. The Brute leaps down from the balcony, icing himself up, then punches his giant fist into the ice beneath his feet. It's a long-range attack, causing PILLARS OF ICE to explode out in front of Hogun, sending the grim warrior flying back.

Across the plaza, Thor easily dispatches some Jotuns.

THOR

Come on! At least make it a  
challenge for me!

He sees the Brute coming at him. The huge Jotun lands a tremendous blow, sending Thor back across the ice. Thor rises, grins.

THOR (CONT'D)

Now that's more like it!

He throws Mjolnir with all his strength, knocking the Brute head over heels.

Thor raises his hand. Mjolnir slows in mid-air, then flies back to his grasp.

THOR (CONT'D)

(re: the fallen Brute)

Ugly and stupid.

Sif takes out a couple Frost Giants, but she's knocked to the ground by another. It raises its weapon above her.

Hogun sees Sif in danger. He pulls a HIDDEN KNIFE from his sleeve and hurls it at Sif's attacker, hitting him square in the chest. The Jotun falls dead.

SIF

(to Hogun, re: knife)

I'm so glad I taught him how to do that!

Volstagg grapples with a Frost Giant, getting a couple good hits in.

VOLSTAGG

You may want to put some ice on that!

The Frost Giant fights back, but Volstagg manages to grip in a headlock just as another comes up on him from behind. Volstagg fends him off, then turns the first one loose.

VOLSTAGG (CONT'D)

You may be taller, but I'm wider!

Volstagg launches his mighty belly at the Jotun and sends him flying.

Another Jotun grabs Volstagg, squeezing him tightly and sending him crashing to the ground.

VOLSTAGG (CONT'D)

It's not too late for you to surrender.

Volstagg recovers and fights on. The Jotun grabs Volstagg's bare arm. The warrior's skin begins to freeze from the Jotun's grasp, a BLACKNESS spreading from it, necrotizing Volstagg's flesh. The warrior SHOUTS in pain.

Volstagg head-butts the Frost Giant, shattering the Jotun's ice helmet and dropping him to the ground.

Winded, he takes a seat upon one of the fallen Jotun's bodies to catch his breath. As the battle rages around him, he opens a secret compartment at the end of his weapon, takes out a small FLASK.

Volstagg grimaces in pain, sees his blackened skin. He yells to his comrades.

VOLSTAGG (CONT'D)  
Don't let them grab hold of you!

He takes a swig, enjoying the brief respite, then rejoins the battle.

Volstagg stabs his blade in a Giant's chest, but the sword stops mid ice layer.

The Giant delivers a bone-breaking blow to Volstagg's face, and the warrior drops to one knee.

Sif sees Volstagg in trouble and rushes towards him. In one quick move, she leaps up and off of Volstagg's back, using her boot to plunge Volstagg's blade deep into the Giant's chest, standing atop him as he falls backwards to the ground.

VOLSTAGG (CONT'D)  
(on his belly)  
Thank you, my lady. But I nearly  
had him!

SIF  
Of course you did.

Nearby, a Frost Giant forms a BARRAGE OF ICE BULLETS, hurling them at Sif. Sif raises her shield barely in time, as the bullets go pinging and ricocheting off it. She races into the group of Frost Giants who attacked her and takes them out.

A Frost Giant touches a pool of standing water. It FLASH-FREEZES Hogun's feet to the ground.

Volstagg notices, hurries over, dispatching Jotuns as he goes.

VOLSTAGG

Hang on!

Volstagg swings his weapon, wildly hacking at the ice around Hogun's legs to free him. Hogun looks down, suddenly worried, as Volstagg's blade cuts deep -- and perilously close to hacking into Hogun's legs.

HOGUN

Watch the legs!

VOLSTAGG

(realizing)

Right. Sorry.

Volstagg chips away at the ice more carefully, finally freeing Hogun's feet.

Fandral sword fights with a Frost Giant.

FANDRAL

You really think your icicles are a match for Asgardian steel?

Fandral lunges at the Giant. The Jotun knocks his blade away.

FANDRAL (CONT'D)

Fair enough.

Fandral moves on him again, but the Giant grabs Fandral's sword and snaps it in half.

FANDRAL (CONT'D)

Could we stop just a moment while I get another sword?

Fandral fights the Giant with his broken sword. The Jotun then lunges at Fandral, who ducks just in time, grabs hold of the Giant's sword and redirects it, stabbing the Giant through with his own weapon.

The Jotun staggers back, then reaches down and swipes at a pool of water, sending up a spray that freezes in mid-air, forming into an ICE STALAGMITE. It impales Fandral, rendering him helpless.

Loki races towards the impaled Fandral, throwing daggers and felling Frost Giants as he goes. He reaches the nearly-unconscious warrior, when other Jotuns approach. He fights them off.

Volstagg looks across the plaza and sees the impaled Fandral.

VOLSTAGG

That's unfortunate.

He hurries to his wounded comrade.

FANDRAL

I may need a bit of help. Not a good look, is it?

VOLSTAGG

Just try not to bleed.

FANDRAL

How's the face?

VOLSTAGG

Flawless.

Volstagg begins to pull the bleeding Fandral off the ice stalagmite.

Loki plunges two daggers into the chest of one of the Frost Giants.

The Giant grabs hold of Loki's gloved wrists. Loki pulls his hands free of the gloves, which are still in the Giant's grasp, revealing Loki's skin beneath. The wounded Jotun sees his chance, grabs hold of Loki's bare arm.

Loki looks at his arm, prepared for the worst. But instead of the blackness of necrotizing flesh, Loki's arm turns BLUE -- like the Frost Giant's own skin. The blueness spreads painlessly up Loki's arm. He stares at it, confused.

The Frost Giant is thrown as well, distracted by the unexpected phenomenon. Loki takes advantage of the distraction, KICKS the Giant.

Thor continues fighting, his blood lust rising. He taunts the Jotuns around him.

THOR

Come on!

But when he hurls his hammer to take out a Jotun, the Frost Giants seize the opportunity. A group of Jotuns swarm Thor from all sides, keeping him separate from his weapon. Mjolnir falls to the ground.

A Frost Giant desperately struggles to lift Mjolnir off the ground, to no avail.

Now free, the wounded Fandral looks relieved as Volstagg slings him over his shoulder, and the warriors start to leave.

From his balcony, Laufey looks upon the battlefield, decides it's time to pull out the big guns. He touches a wall of the palace. An ENERGY WAVE sweeps from his touch, across the wall of the palace, and down to the ground below.

The Asgardians hear a foreboding CRACK OF ICE below their feet.

LOKI

That can't be good.

VOLSTAGG

Yes, it could! Might be an early spring!

They look down, suddenly filled with dread when they see shadowy figures moving in the ice -- dozens of JOTUN WARRIORS awakening beneath the surface, rousing to join the battle.

Loki turns to his brother, who battles a group of the Giants.

LOKI

Thor, we must go!

Thor, still without his hammer, fights his Jotun foes mercilessly, a man consumed by blood lust. Loki sees the look on his brother's face -- the savage thrill of the heat of battle.

THOR

Then go!

SIF

There are too many of them!

THOR

I can stop them!

The others hesitate. Jotuns break up through the ice all around them.

SIF

Thor!

But Thor ignores his comrades, continues fighting.

VOLSTAGG

Run!

Reluctantly, the group flees back toward the inner edge of the planet as the Giants break up through the ice and give chase.

Thor battles valiantly, but there's just too many of them. The Frost Giants swarm him from all sides now, as he disappears beneath a pile of blue flesh and ice. After a moment --

THOR'S FIST

Forces its way up through the middle of the pile of Jotuns. He opens his hand, beckoning.

One of Thor's attackers hears something ROARING up behind him. He whirls around -- BAM! -- Mjolnir nails him square in the face, then flies into Thor's outstretched hand. Thor raises the hammer up high, and brings it down on the ground with all his might.

KRAKABOOM! Lightning strikes down from the sky, the hammer channeling the blast, firing the electricity out at the Jotuns around him. They're blasted back in a massive shockwave. The Jotuns convulse, drop dead to the ground.

But the force of the blast also cracks the ice below, the shockwave continuing to spread outwards. It moves out to where his comrades are running, breaking up the ground beneath them, exposing the black void of space below.

VOLSTAGG (CONT'D)

What's Thor done?

LOKI

Likely killed us all!

As the Jotuns race towards the Asgardians, they open their mouths wide and breathe out an ICY FOG. The swirling mists quickly engulf the fleeing Asgardians before them.

The Asgardians stand in the mist, unable to see. Hogun takes a step back, the ice cracking beneath him. They dare not move, for fear of falling through, into the void below.

Thor sees he's put his friends in even greater danger. He raises Mjolnir high, SUMMONING THE WINDS. They lift him off the ground and carry him across the frozen wasteland to his comrades.

35A

EXT. BIFROST LANDING SITE (JOTUNHEIM) - DAY

35A

Thor lands beside his comrades in the shroud of mists.

THOR

Loki, we have to see.

Loki raises his arms, concentrates, the mists dissipating.

But as they do, the Asgardians see before them the faces of the Frost Giants. And there are HUNDREDS of them -- too many, even for a Thunder God.

VOLSTAGG

(to Loki)

Actually, could you bring the mists back, please?

Thor realizes that he and his comrades are as good as dead.

The Giants move in for the kill, when they hear a deafening ROAR. A hole in the sky opens up, and the Bifrost blasts down onto the inner edge of the planet. Out of the maelstrom comes the sound of THUNDERING HOOVES, and, to the shock of all, tearing across the frozen wasteland comes --

ODIN ALLFATHER

Astride his powerful, eight-legged steed SLEIPNIR. He's clad in battle armor, Gungnir in his hand -- an imposing sight.

The Giants part in fear as he thunders into their ranks, stopping before Laufey and the Asgardians.

Laufey slams his fists into the ground, and the ice beneath his feet raises him towards Odin. The Asgardians start to react, thinking it's an attack, but Laufey just stands face-to-face with Odin.

Asgardian and Jotun alike look on uneasily, unsure what's about to happen.

Laufey sizes up Odin, notices that as powerful as the Allfather still is, the years have taken their toll. He's not the foe he once was. The two rulers talk quietly, out of earshot of the others.

ODIN

Laufey. End this.

LAUFY

Your boy sought this out.

ODIN

You're right. These are the actions of a boy. Treat them as such. You and I can stop this before there's further bloodshed.

Unseen by Odin and the others, Laufey starts to form an ice blade at the end of his arm.

LAUFEY

We are beyond diplomacy now, Allfather. He'll get what he came for -- war and death.

Odin looks grim, determined.

ODIN

So be it.

Without warning, Laufey swings his ice blade at Odin, but Odin is quicker. The Allfather brings his spear down upon the ice. Laufey and the nearest Jotuns go falling backwards in a wave, the ice cracking beneath their feet.

The other Frost Giants turn tail and run. Thor watches the fleeing Jotuns with delight.

THOR

Now! We'll finish them together!

ODIN

Silence!

Odin raises his spear. The hole in the sky opens, the Bifrost energy blasting forth from it. The Bifrost envelops the Asgardians, yanks them off the ground and up through the hole. The vortex closes behind them as all falls silent.

Laufey stares up after them contemptuously.

36

INT. HEIMDALL'S OBSERVATORY - DAY

36

Heimdall stands at the Observatory controls. Odin pulls Heimdall's sword from the control panel and throws it to him. Heimdall backs away.

THOR

Why did you bring us back?

ODIN

Do you realize what you've done?  
What you've started?

THOR

I was protecting my home.

ODIN

You cannot protect your friends.  
How can you hope to protect a  
kingdom?

Odin turns to the others.

ODIN (CONT'D)

(re: Fandral)

Get him to the healing room!

Sif, Volstagg, and Hogun hurry to help Fandral out of the room.

THOR

There won't be a kingdom to protect  
if you're afraid to act!

Odin stares at him.

THOR (CONT'D)

Whatever the cost, the world must  
know that the new King of Asgard  
will not be held in contempt.

ODIN

That's pride and vanity that talks!  
Not leadership! Have you forgotten  
everything I've taught you? What  
of a warrior's patience, cunning?

THOR

While you wait and be patient, the  
Nine Realms laugh at us! The old  
ways are done. You'd stand giving  
speeches while Asgard falls!

ODIN

You're a vain, greedy, cruel boy!

THOR

And you are an old man and a fool!

The whole world seems to stop at Thor's words. Odin falls quiet. When he speaks again, there's something terrifying beneath the calmness of his words.

ODIN

A fool, yes! I was a fool to think  
you were ready.

Loki takes a step towards Odin imploringly.

LOKI

Father--

Odin turns and gives Loki a look which stops him in his tracks.

ODIN

Thor Odinson... You have disobeyed  
the express command of your King.  
Through your arrogance and  
stupidity, you have opened these  
peaceful Realms and innocent lives  
to the horrors of war.

The Allfather plunges Gungnir into Observatory's control  
panel. The turret turns, the Bifrost energy building along  
with Odin's rage. It FIRES, as the Bifrost opens at the end  
of the platform, creating a portal behind Thor.

Odin turns angrily to his son.

ODIN (CONT'D)

You are unworthy of this Realm...

Odin RIPS a disc off Thor's chest.

ODIN (CONT'D)

...unworthy of your title...

He rips away Thor's cloak.

ODIN (CONT'D)

...unworthy of the loved ones  
you've betrayed. I hereby take  
from you your powers.

Odin extends his hand towards his son. Mjolnir goes flying  
from Thor's grasp into Odin's hand.

ODIN (CONT'D)

In the name of my father...

A FINGER OF LIGHTNING comes off the hammer and hits Thor,  
disintegrating the right arm of his armor and part of the  
chest piece.

ODIN (CONT'D)

...and of his father before...

Another strike disintegrates the remainder of Thor's armor,  
including the cape and torn-away disc on the floor.

ODIN (CONT'D)

I cast you out!

Odin thrusts Mjolnir before him and -- with a CRACK OF  
THUNDER -- Thor is hurled backwards into the open Bifrost and  
disappears in the vortex.

Odin holds Mjolnir in his hand, stares at it bitterly. He closes his eyes, lost in contemplation, whispers something quietly.

ODIN (CONT'D)

(whispering)

Whosoever holds this hammer, if he  
be worthy, shall possess the power  
of Thor.

RUNES appear on the side of the hammer, as if carved into its smooth surface. The runes linger for but a moment, then disappear. Suddenly, Odin turns and hurls the hammer into the Bifrost.

CUT TO BLACK.

37

EXT. BIFROST LANDING SITE (EARTH) - NIGHT

37

Thor opens his eyes, surrounded by darkness. Suddenly, he's blinded by bright headlights of a vehicle -- an SUV. It swerves, the side of it coming straight at him. It SLAMS into him, as we:

CUT TO BLACK.

After a beat, we hear familiar voices.

DARCY (V.O.)

I think that was legally your fault.

JANE (V.O.)

Get the first aid kit.

(then)

Come on, big guy. Do me a favor and don't be dead, okay? Open your eyes and look at me.

THOR'S POV

Thor opens his eyes to see Jane Foster staring at him, concerned. She looks vulnerable and beautiful.

DARCY (O.S.)

Wow. Does he need CPR? Because I know CPR.

END THOR'S POV

TIME CUT TO:

Jane regretfully watches the storm EVAPORATE above their heads. A thought strikes her.

JANE

(to Selvig)

Where did he come from?

They exchange puzzled looks when Thor GROANS again. He sits up abruptly, and Jane topples backwards in surprise.

Thor staggers groggily to his feet, then turns and offers Jane a hand up. She takes it hesitantly, and he easily pulls her up. She can't help but marvel at his strength.

JANE (CONT'D)

Uh, thanks. Are you okay?

Thor searches the ground.

THOR

Hammer...

DARCY

Yeah, we can tell you're hammered. That's pretty obvious.

Jane notices something on the ground around them. She shines her flashlight down at the sand.

JANE

Erik... look at this.

He joins her at her side and sees it. A faint, discernible pattern is etched into the sand. They exchange a look.

Amazed and excited, Jane hurriedly takes out a camera and snaps some photos of the runes. A breeze begins to blow them away.

JANE (CONT'D)

We've got to move fast before anything changes.

(MORE)

JANE (CONT'D)

We need soil samples, light readings, everything.

She pulls out a light meter, holds it up, takes some readings, jots them down in her notebook. Selvig looks at Thor, who stares up at the sky.

SELVIG

Jane, we need get him to a hospital.

Jane kneels and quickly scoops up a soil sample in the cannister.

JANE

Not right now. It'll take too long. County's an hour away. We'll drop him off after we're done here.

Selvig looks uncertain.

JANE (CONT'D)

(re: Thor)

Look at him, he's fine.

Thor stares up at the stars, shouts up at them angrily.

THOR

Father! Heimdall! I know you can hear me! Open the bridge!

JANE

(off Selvig's look)

Okay, you and Darcy take him to the hospital, I'll stay here.

SELVIG

You expect me to leave you alone in the middle of the desert?

Thor turns to the others, frustrated.

THOR

You! What world is this?

The group is intimidated by his fervor.

SELVIG

It's all right, my friend. We're going to get you some help.

Selvig touches Thor's shoulder. Thor shoves him off, grows agitated, belligerent.

THOR

Where am I?! Answer me!

Darcy reaches into her fanny pack, pulls something out of it.  
Jane looks on, concerned.

JANE

Erik, just back away...

SELVIG

(to Thor, calming)

You're in the desert outside the town of Puente Antiguo.

THOR

What Realm?! Alfheim? Nornheim?

DARCY

Uh... New Mexico?

Darcy raises a TASER at him. Thor looks at the weapon, unsure what to make of it.

THOR

You dare threaten Thor with so puny a--

Darcy fires, the electrified wires shooting out of the taser, ZAPPING him in the chest. Thor convulses, falls to the ground unconscious. Jane and Selvig stare at her, shocked.

DARCY

What? He was freaking me out.

38

EXT. BIFROST LANDING SITE (EARTH) - MOMENTS LATER

38

As Jane still takes soil samples, Darcy and Selvig struggle to drag an unconscious Thor to the SUV and lift him inside.

SELVIG

(to Darcy)

Next time you decide to taser someone, do me a favor and make sure they're already inside the truck.

(to Jane)

Jane, come on...

Reluctantly, Jane joins the others inside the SUV.

39

EXT. DESERT - MOMENTS LATER

39

The SUV heads off into the distance. Behind it, high overhead, a HOLE opens in the sky. A last blast of Bifrost energy bursts forth from it, and a small OBJECT comes firing into our world. It BURNS across the desert sky like a meteor.

40

OMITTED

40

41 EXT. COUNTY HOSPITAL - NIGHT 41

The SUV sits parked before the emergency room entrance.

42 INT. COUNTY HOSPITAL ER - NIGHT 42

Selvig watches the unconscious Thor with interest as two ORDERLIES set the Asgardian onto a gurney. Jane and Darcy stand before a sweet, ditzy ADMISSIONS NURSE.

ADMISSIONS NURSE

Name?

JANE

He said it was "Thor."

The Nurse painstakingly types it into the computer, one key at a time. Jane watches as Thor is wheeled out of the room.

ADMISSIONS NURSE

(spelling)

T-H-O-R. And your relationship to him?

JANE

I've never met him before.

DARCY

Until she hit him with the car.

JANE

Grazed him, actually.

(then)

Oh, and we tasered him, too.

ADMISSIONS NURSE

(sympathetic)

Must have been quite the spat.

JANE

I told you, I don't know him. I just want to make sure he's okay.

ADMISSIONS NURSE

I'm going to need a name and contact number.

JANE

Jane Foster.

ADMISSIONS NURSE

(typing slowly)

J...A...N...

SELVIG

Oh, for God's sake...

He reaches over Jane's shoulder and hands the Nurse his business card.

SELVIG (CONT'D)

Here. Let's go.

Selvig, Darcy, and Jane head out.

43 INT. HOSPITAL ER - NIGHT

43

Thor, now in a hospital gown, winces in pain as he awakens on a gurney to find a NURSE standing over him, a syringe in his arm.

NURSE

Hi. Just taking a little blood.

Thor SLAPS the syringe away angrily, starts to sit up.

THOR

How dare you attack the son of Odin!

NURSE

I need some help!

Two ORDERLIES race over, try to hold Thor down.

NURSE (CONT'D)

We're trying to help you!

THOR

Then bring me a healing stone, you savages!

He hurls one of them off, smashing against a wall. Now a couple SECURITY GUARDS and MALE NURSES join the fracas, all struggling to hold Thor down. Medical equipment goes flying, furniture overturned.

ORDERLY

What the hell is this guy on?

Finally, they force him back down onto the gurney. Thor looks shocked and amazed that he's actually being overpowered by this small group. The NURSE injects him with a sedative.

THOR

You're no match for the Mighty--

Thor struggles a beat, then passes out.

44 EXT. NEW MEXICO DESERT - DAWN

44

Smoke rises from a fifty foot wide CRATER. A TOWNIE pulls his pick-up to a stop at the crater's edge. He climbs out, peers down below, his curiosity piqued by what he sees.

TOWNIE

Huh.

The Townie approaches something at the center of the crater. We don't see what it is, but it bathes him in an otherworldly, BLUE LUMINOUS GLOW. He reaches for the object, tries to lift it, but can't. He redoubles his efforts, strains with all his might, with no luck.

He takes off his hat, fans himself, stares at the mysterious object.

## TOWNIE (CONT'D)

Huh.

45 EXT./INT. SMITH MOTORS - LAB - MORNING

45

The distant mountains glint snow in the early morning light. Selvig appears with a cup of coffee and surveys the vast desert. He turns back into the lab and sees Jane, busy at her workstation, soldering a piece of equipment.

A printer churns out blown-up screen-cap PHOTOS of the Bifrost footage. Darcy hangs them on the wall.

Selvig surveys the scene, watches how Jane works, impressed. He notices a monitor which displays a complex program entitled "J. FOSTER ALGORITHM ANALYSIS". He looks proud.

The three of them have been up all night, fueled by caffeine and excitement.

JANE

Darcy, when you're done, take the soil samples to Professor Meyers in geology. Remind him, he owes me.

SELVIG

We might want to perform a spectral analysis.

JANE

"We?"

SELVIG

I flew all the way out here --  
might as well make myself useful.

This is the offer Jane's been waiting for. She gets up, inserts the piece of equipment she's been working on into a rack-mounted server.

JANE

You know what would be really useful? Do you still have that friend at LIGO?

SELVIG

She was more than a friend.

JANE

Could you call in a favor?

SELVIG

You don't think this was just a magnetic storm?

JANE

If I'm right, their observatory must have picked up gravitational waves during last night's event.

SELVIG

Meaning?

Jane heads over to a computer monitor. Selvig follows.

JANE

Meaning these anomalies might signify something bigger.

SELVIG

How "big" are we talking about?

Jane indicates the footage on the monitor. As the last of the Bifrost cloud disappears into the night sky, there appears to be a blister in space, bulging out in convex and covered with stars.

JANE

I think the lensing around the edges is characteristic of an Einstein-Rosen Bridge.

DARCY

A what?

SELVIG

I thought you were a science major.

DARCY

Political Science.

Selvig shoots Jane a confused look. Jane shrugs.

JANE

She was the only applicant.

SELVIG

(to Darcy)

An Einstein-Rosen Bridge -- a "theoretical" connection between two different points of space-time.

Darcy stares blankly.

JANE

(to Darcy)

A wormhole.

Selvig looks skeptical. Jane prints out a frame-grab off the monitor.

JANE (CONT'D)

Erik, look...

Jane indicates the print-out showing the constellations seen through the "bubble" in the clouds.

JANE (CONT'D)  
What do you see here?

SELVIG  
Stars.

JANE  
Yes. But not our stars.

She spreads out a STAR CHART, barely able to contain her excitement.

JANE (CONT'D)  
This is the star alignment for our quadrant, this time of year. So unless Ursa Minor decided to take the day off... those are someone else's constellations.

Selvig's intrigued, in spite of himself.

Darcy pulls another frame-grab of the Bifrost footage from the printer and hangs it on the wall, when something in the image catches her eye.

DARCY  
Hey, check it out.

Jane and Selvig examine the photo, amazed.

SELVIG  
Is that...?

JANE  
I think I left something at the hospital.

As Jane walks away, we REVEAL the photo. Inside the Bifrost funnel cloud is a FIGURE -- the vague, but unmistakable shape of a MAN.

45A EXT. ODIN'S CHAMBERS - DAY

45A

At the top of the palace, we see a small FIGURE on the balcony. As we move closer, we see it is a burdened Odin, looking out over Asgard.

46 INT. ODIN'S CHAMBERS - DAY

46

Frigga enters to find Odin standing lost in thought.

FRIGGA

How could you have done this?

ODIN

Do you understand what he set in  
motion? He's taken us to the brink  
of war!

FRIGGA

But banishment? You would lose him  
forever? He's your son!

ODIN

What would you have done?

FRIGGA

I would not have exiled him to a world of mortals, stripped of his powers, to suffer alone. I would not have had the heart for such cruelty!

ODIN

That is why I'm King.

(then)

I, too, grieve the loss of our son. But there are some things that even I cannot undo.

FRIGGA

You can bring him back.

ODIN

No. His fate is in his own hands now.

47 INT. HOSPITAL ROOM - DAY

47

Thor awakens on a hospital bed. He notices RESTRAINTS on his wrists now. He pulls at them, tries to free himself, to no avail.

THOR

It's not possible.

He tries again, mustering all his strength. One of his hands slips free from its restraint.

47A INT. COUNTY HOSPITAL ER - DAY

47A

Jane again faces the Admissions Nurse, with Selvig and Darcy nearby.

ADMISSIONS NURSE

I'm sorry, only relatives can visit patients.

JANE

(thinking fast)

But... I'm his wife.

Darcy stifles a SNICKER at this, as the Nurse looks doubtful.

ADMISSIONS NURSE

I thought you said you didn't know him.

JANE

I meant I barely know him anymore.  
The man he's become. He's changed.  
I mean, what woman really knows her  
husband, anyway?

ADMISSIONS NURSE

None of us, dear. He's in Room  
102.

48

INT. HOSPITAL CORRIDOR - DAY

48

Jane, Selvig, and Darcy head down the corridor, passing the  
destruction of the ER Thor wrecked the previous night.

They enter Thor's room.

49 INT. HOSPITAL ROOM 49

They step inside to find Thor's bed empty.

50 EXT. HOSPITAL PARKING LOT - DAY 50

Jane, Selvig, and Darcy quickly climb into Jane's SUV.

51 INT. JANE'S SUV 51

Jane starts the car, frustrated.

JANE

Typical. I just lost my most important piece of evidence.

DARCY

So now what?

JANE

We find him.

SELVIG

Did you see what he did in there?  
I don't know if finding him is the best idea.

JANE

I want to know what that thing was,  
and he may have the answers. We don't have a choice.

DARCY

Oo-kay.

She pulls out her taser and a can of mace.

SELVIG

So we're just going to spend the rest of the day looking for him?

JANE

However long it takes.

Jane puts the car in reverse and backs up, when --

BAM!

She collides with Thor again, dressed in stolen hospital scrubs. Jane and Selvig exchange a look.

52 EXT. HOSPITAL PARKING LOT - DAY

52

Jane and Selvig emerge from the SUV, help Thor to his feet.

JANE

I'm so sorry. I swear I'm not  
doing that on purpose.

Thor looks up at the sky.

THOR

Blue sky... one sun... This is Earth, isn't it?

DARCY

I think you may have hit him with the car one time too many.

JANE

(to Thor)

Let's get you some clothes.

53

INT. HEALING ROOM - DAY

53

Sif, Loki, and the Warriors three, battered and shell-shocked, still reeling from the day's events, sit before a ROARING central fire.

Hogun reaches into the flames, pulls out some fragile HEALING STONES. Neither the fire, nor the stones burn him. As he carefully places the stones over the wounds of his comrades, the stones begin to glow. He crushes them to a powder. His comrades' injuries heal up at the glowing powder's touch.

Fandral winces in pain as Hogun heals his gaping wound. Volstagg looks at the skin on his arm -- healing, but still blackened from the necrotizing touch of the Frost Giant.

Loki watches him, then stares at his own arm, where the Giant's touch turned his skin blue. It's undamaged, back to its normal color.

VOLSTAGG

We should never have let him go.

SIF

There was no stopping him.

FANDRAL

At least he's only banished, not dead. Which is what we'd all be if that guard hadn't told Odin where we'd gone.

VOLSTAGG

How did the guard even know?

Loki stares at his arm.

LOKI

I told him.

FANDRAL

What?

LOKI

I told him to go to Odin after we'd left. Though he should be flogged for taking so long.

VOLSTAGG

You told the guard?

LOKI

I saved our lives! And Thor's. I had no idea Father would banish him for what he did.

SIF

Loki, you're the only one who can help Thor now. You must go to the Allfather and convince him to change his mind!

LOKI

And if I do, then what? I love Thor more dearly than any of you, but you know what he is. He's arrogant. He's reckless. He's dangerous. You saw how he was today. Is that what Asgard needs from its King?

The others exchange glances, torn. Loki has a point. He leaves the room. Hogun stares after him.

SIF

He may speak about the good of Asgard, but he's always been jealous of Thor.

VOLSTAGG

True, but we should be grateful to him. He did save our lives.

HOGUN

Laufey said there were traitors in the House of Odin.

The others turn to the usually quiet Hogun.

FANDRAL

Why is it every time you choose to speak, it has to be something dark and ominous?

HOGUN

A master of magic could easily bring three Jotuns into Asgard.

The others look to Hogun, understanding the implication.

VOLSTAGG

No! Surely not!

FANDRAL

Loki's always been one for mischief, but you're talking about something else entirely.

SIF

Who else could elude Heimdall's  
gaze with tricks of light and  
shadow?

VOLSTAGG

The ceremony was interrupted just  
before Thor was named King.

SIF

We should go to the Allfather.

FANDRAL

And tell him what? "Oh, by the  
way, we think your son just  
betrayed the throne. And do us a  
favor. Bring back Thor. There's a  
good fellow!"

SIF

It's our duty. If any of our  
suspicions are right, then all of  
Asgard is in danger.

54

INT. VAULT - DAY

54

Loki heads into the Vault, sees the Casket of Ancient Winters  
sitting on its stand.

He walks over to it slowly, reaches out to it, lifts it  
between his forearms off its pedestal. As he does, a  
blueness spreads from his arms, across his body.

The latticework behind the Casket starts to separate, the  
Destroyer rousing. A fire starts to glow within its black  
metal armor, as it rattles to life, but Loki ignores it --  
the blueness spreading further, consuming his whole body.

ODIN (O.S.)

Stop!

Loki turns, sees Odin hurrying into the room, the Destroyer goes motionless, the latticework rejoining before it.

Odin eyes Loki with dismay.

LOKI

Am I cursed?

ODIN

No. Put the Casket down.

Loki sets the Casket back upon its pedestal, his body quickly returning to its normal form and color. He stares at his father.

LOKI

What am I?

ODIN

You're my son.

LOKI

What more than that?

Odin doesn't answer. He looks suddenly weary, burdened. Loki sizes him up, realizes the truth.

LOKI (CONT'D)

The Casket wasn't the only thing  
you took from Jotunheim that day,  
was it?

Odin looks him in the eye. He can deny it no longer.

ODIN

No.

(beat)

In the aftermath of the battle, I  
went into the Temple, and I found a  
baby. Small for a giant's  
offspring -- abandoned, suffering,  
left to die. Laufey's son.

Loki is sent reeling by the revelation.

LOKI

Laufey's son...

He desperately struggles to make sense of it all.

LOKI (CONT'D)

Why? You were knee-deep in Jotun blood. Why would you take me?

ODIN

You were an innocent child.

LOKI

You took me for a purpose, what was it?

Odin doesn't answer.

LOKI (CONT'D)

Tell me!

ODIN

I thought we could unite our kingdoms one day, bring about an alliance, bring about a permanent peace... through you. But those plans no longer matter.

LOKI

So I am no more than another stolen relic, locked up here until you might have use of me.

ODIN

Why do you twist my words?

LOKI

You could have told me what I was from the beginning. Why didn't you?

ODIN

You are my son. My blood. I wanted only to protect you from the truth.

LOKI

Because I am the monster parents tell their children about at night?

ODIN

Don't...

LOKI

It all makes sense now. Why you favored Thor all these years.

ODIN

Listen...

LOKI

Because no matter how much you  
claim to "love" me, you could never  
have a Frost Giant sitting on the  
Throne of Asgard!

Odin's body begins to shake, he lifts his hand. It starts to  
move out of synch temporarily, leaving a trail, the effect of  
the Odinsleep approaching. Loki doesn't notice as Odin tries  
to fight it off.

ODIN

Listen to me!

Loki strides away towards the exit.

ODIN (CONT'D)

Loki!

Odin starts towards him, when the enormous mental, emotional,  
and physical strain of recent events finally takes its toll.

The effect of the Odinsleep consumes him. His entire body  
now moves out of sync with the rest of the world, leaving  
trails behind him as he staggers backwards.

Odin falls back against a wall, his face contorting in a  
scream. He collapses to the stone floor.

Loki, shocked, hurries to him. He takes Odin in his arms,  
calls out.

LOKI

Guards!

55 OMITTED

55

56 OMITTED

56

57 OMITTED MERGED WITH SCENE 54

57

58

EXT. OUTSIDE OF CRATER - DAY

58

Cars, pick-ups, and SUVs are parked around the crater, the sound of a BOISTEROUS PARTY coming from within.

59

EXT. INSIDE OF CRATER

59

It looks like the whole town has turned out. LOCALS sit on lounge chairs, drink beer from coolers, laugh and talk. They watch the center of the crater, where LARGE MEN have formed a line to take a turn with the mysterious object.

One of them struggles and fails to lift it. As he gives up, the next man steps up and takes his turn, straining from the effort. Other Townies SNAP PICTURES of the scene with their cell phones.

They hear an approaching RUMBLE, then clear a path as a large PICK-UP TRUCK backs its way down the crater's edge. An EAGER TOWNIE hops out the passenger side and pulls a thick chain from the back of the truck.

He fastens one end around the object, then securely affixes the chain to the bumper and the rear of the undercarriage.

EAGER TOWNIE

This'll do it.

He yells to the driver.

EAGER TOWNIE (CONT'D)

Okay, let 'er rip!

The townsfolk watch as the pick-up's engine ROARS, then STRAINS, its wheels spinning futilely, until finally the rear of the truck, along with the back wheels and axles, break off and go flying.

People dive out of the way.

The PICK-UP DRIVER sticks his head out. He is STAN "THE MAN" LEE. He looks back, shocked. The townsfolk laugh, the party continuing. They don't notice as --

ON THE CRATER'S EDGE ABOVE THEM

An imposing GOVERNMENT VEHICLE pulls up to a stop. A Fed in a suit climbs out, peers down at the boisterous gathering below, his eyes fixed on the object at the center of the crater.

He is SHIELD AGENT COULSON. He stares down at the object which glows with an otherworldly blue energy -- MJOLNIR. He pulls out a phone.

COULSON

(into phone)

Sir -- we've found it.

60

INT. SMITH MOTORS - LAB - DAY

60

In a back room, Thor, now shirtless and wearing jeans, looks around for a t-shirt.

Jane and Darcy, standing in the lab, can't help but notice his reflection in the mirror. Darcy eyes his powerful build, rippling biceps.

DARCY

You know, for a crazy homeless guy,  
he's pretty cut.

Jane turns away. Thor emerges from the back room, holding a t-shirt.

DARCY (CONT'D)

Hey, sorry I tased you!

Thor heads over to Jane's work area, starts fiddling with the equipment there with interest. Jane hurries over to put a stop to it.

JANE

Excuse me... excuse me!

She leads him away from the work station. Thor holds up the t-shirt. On the front, it bears a sticker which reads: "HELLO, MY NAME IS DR. DONALD BLAKE". Thor looks at it, puzzled. Jane rips the sticker off.

JANE (CONT'D)

My ex.

Thor stares at her a beat.

JANE (CONT'D)

They're the only clothes I had  
that'll fit you. Sorry.

THOR

They will suffice.

Thor turns his attention to the pictures of the Bifrost on  
the wall.

JANE

You're welcome. Now tell me...

Thor studies the frame-grabs with interest. Jane points to  
his form in the Bifrost photo.

JANE (CONT'D)

What were you doing, in that?

He glances at it, dismissive.

THOR

What does anyone do in the Bifrost?

Everyone stares at him. Selvig seems to recognize the word.

Jane opens her notebook, quickly writes the word down. Thor  
moves close to her, eyes the notations and drawings within  
the book, curious.

SELVIG

(amused, skeptical)

The Bifrost...

Jane starts to get uncomfortable with Thor standing so close  
to her, looking over her notations. She quickly closes the  
book.

JANE

What exactly is the Bifrost?

THOR

(ignoring her)

This mortal form has grown weak.

JANE

But--

JANE (CONT'D)

Somebody get the mortal a Pop-Tart.

61 INT. ODIN'S CHAMBERS - DAY

61

Frigga sits at her husband's bedside, holding his hand. Odin lies there -- looking pale and lifeless, his body and the space around it warped from the effect of the Odinsleep. The walls of the chamber have moved close around him, protecting him like a dark crypt, sealing off any daylight.

Loki sits at Odin's side, across from Frigga. She speaks softly to him.

FRIGGA

I asked him to be honest with you from the beginning. There should be no secrets in a family.

LOKI

So why did he lie?

FRIGGA

He kept the truth from you so that you would never feel different. You are in every way our son, Loki, and we your family. You must know that.

Loki takes this in, stares at Odin.

FRIGGA (CONT'D)

(re: Odin)

You can speak to him. He can see and hear us, even now.

LOKI

How long will it last?

FRIGGA

I don't know. This time is different. We were unprepared.

LOKI

I never get used to seeing him like this. The most powerful being in the Nine Realms lying helpless until his body is restored.

FRIGGA

But he's put it off for so long now, I fear...

Loki takes her hand. She's grateful, wipes tears from her eyes.

FRIGGA (CONT'D)

You're a good son.

Loki sits there, uncertain how to react, uncertain how he really feels.

FRIGGA (CONT'D)

We mustn't lose hope that your father will return to us. And your brother.

Loki looks to Frigga, concerned.

LOKI

What hope is there for Thor?

FRIGGA

There's always a purpose to everything your father does. Thor may yet find a way home.

Loki looks troubled by the revelation. He rises, heads for the exit, when they hear the clatter of ARMORED FOOTSTEPS hurriedly approaching.

THE EINHERJAR GUARD

Enter the room, block his way out. Loki tenses, prepared for the worst, but the guards just stand before them. Loki is baffled.

FRIGGA (CONT'D)

Thor is banished. The line of succession falls to you. Until he awakens, Asgard is yours.

The Einherjar kneel before the shocked Loki. Another EINHERJAR enters, holding Gungnir before him. He kneels before Loki, offers the spear to him.

FRIGGA (CONT'D)

Make your father proud.

Loki reaches out tentatively, then takes it. He likes the feel of it in his hand.

62

INT. ISABELA'S DINER - MORNING

62

Thor, Selvig, Darcy, and Jane sit at a table in the local diner. Selvig and Darcy watch as Thor eats ravenously from a huge mound of steak and eggs. A couple other full plates -- pancakes and biscuits and gravy -- are piled high before him. Jane's eager, her notebook at the ready.

JANE

Now tell us exactly what happened  
to you last night.

Thor looks her in the eyes, staring, intrigued. Jane gets flustered, looks away.

JANE (CONT'D)

Maybe start with how you got inside  
that cloud.

DARCY

And how you could eat an entire box  
of Pop-Tarts and still be this  
hungry.

Jane shoots her a withering look. Thor downs a cup of coffee.

THOR

(re: coffee mug)  
This drink. I like it.

DARCY

(to Thor, re: coffee)  
Yeah, it's great, isn't it?  
Isabela makes the best coffee in  
town.

Thor hurls the empty mug at the ground, SHATTERING it.

THOR

(calls out)  
Another!

ISABELA ALVAREZ (60), the diner's proprietor, glares at Thor from behind the counter.

JANE

Sorry, Izzy. Little accident.  
(in Spanish)  
Yo voy a pagar la taza.

Isabela turns to a WAITRESS and starts venting quickly in Spanish.

ISABELA

(in Spanish)

Did you see that? The first time  
she brings a man in here, and he's  
a lunatic!

JANE

(to Thor, re: mug)

What was that?

He doesn't understand. The other patrons stare at him.

THOR

It was delicious. I want another.

JANE

Then you should just say so!

THOR

I just did.

JANE

I mean ask for it. Nicely.

THOR

I meant no disrespect.

JANE

All right, then no more smashing,  
deal?

THOR

You have my word.

JANE

Good.

A few TOWNIES, looking bedraggled, enter and take a seat at the counter. We recognize them from the crater. (Among them is the Drunk Townie Jake, who is not presently drunk.)

ISABELA

Morning, Pete. Jake.

TOWNIE PETE

The usual, please, Izzy.

Isabela pours them a couple cups of coffee.

DRUNK TOWNIE JAKE

You missed all the excitement out at the crater.

ISABELA

What crater?

Jane and Selvig overhear this, exchange a look, turn to the Townies with interest.

TOWNIE PETE

They're saying some kind of satellite crashed in the desert.

DRUNK TOWNIE JAKE

We were having a good time with it till the Feds showed up, chased us out.

JANE

(to the Townies)

Excuse me, did you say there was a satellite crash?

DRUNK TOWNIE JAKE

Yep. They said it was radioactive. And I had my hands all over it.

(realizing)

I'm probably sterile now.

Thor, unconcerned, prepares to dig into the giant pile of pancakes. Darcy is amazed by the sight.

DARCY

Oh my God, this is going on Facebook.

Darcy whips out her cellphone.

DARCY (CONT'D)

(to Thor)

Smile!

Thor looks puzzled as she SNAPS a photo of him and his massive stack of food.

SELVIG

(to the Townies)

What did the satellite look like?

DRUNK TOWNIE JAKE

I don't know nothing about satellites. But it was heavy. Real heavy. Nobody could lift it.

This gets Thor's attention.

Thor springs to his feet, heads over to Drunk Townie Jake, and pulls the Townie around to face him.

THOR

Where?!

DRUNK TOWNIE JAKE

About twelve miles east of here.

Thor grins, his spirits soaring, as he quickly strides out of the diner.

PETE

I wouldn't bother! Looked like the whole Army was coming in when we left!

63

EXT. MAIN STREET - DAY

63

Thor studies the position of the sun, gauging his bearings. Jane, Darcy, and Selvig catch up to him.

JANE

Where are you going?

THOR

Twelve miles east of here.

He starts to stride determinedly down the street. Jane walks with him.

JANE

Why?

THOR

To get what belongs to me.

JANE

So now you own a satellite?

THOR

It's not what they say it is.

JANE

Whatever it is, the government seems to think it's theirs. You intend to just walk in there and take it?

THOR

Yes.

He stops walking.

THOR (CONT'D)

If you take me there now, I'll tell you everything you wish to know.

JANE

Everything?

THOR

All the answers you seek will be yours, once I reclaim Mjolnir.

Darcy looks to the others.

DARCY

"Myeu-muh?" What's "Myeu-muh?"

Jane studies Thor. He looks sincere. She's nearly swayed, when:

SELVIG

Jane.

He pulls her aside. Thor can tell that Selvig doesn't much care for him.

SELVIG (CONT'D)

(to Jane)

Please don't do this.

JANE

You know what we saw last night. This can't be a coincidence. I want to know what's in that crater.

SELVIG

I'm not talking about the crater. I'm talking about him.

JANE

He's promised us answers.

SELVIG

He's delusional! Listen to what he's saying! "Thor." "Bifrost." "Mjolnir." These are the stories I grew up with as a child!

JANE

I'd just be driving him out there, that's all.

SELVIG

It's dangerous. He's dangerous.

After a moment, she nods. They head back over to Thor and Darcy.

JANE

I'm sorry. I can't take you.

THOR

I understand. Then this is where we say goodbye.

He takes her hand and kisses it.

JANE

That's... thank you.

Thor bows slightly to each of them.

THOR

Jane Foster... Erik Selvig...  
Darcy. Farewell.

He heads off down the street. Selvig looks relieved.

SELVIG

Now... let's get back to the lab.  
We have work to do.

Selvig and Darcy turn and start to go. Jane looks after Thor as he walks away down the street.

64

EXT. ODIN'S PALACE - DAY

64

Sif joins the Warriors Three as they hurry towards the Throne Room.

65

INT. THRONE ROOM - MOMENTS LATER

65

Two EINHERJAR GUARDS enter, admitting Sif and the Warriors Three, who burst through the entrance, heads bowed.

SIF

Allfather, we must speak with you  
urgently--

But as they raise their heads, they stop short to see --

LOKI

Sitting sprawled upon his father's throne. He wears his  
horned ceremonial headdress and holds GUNGNIR in his hand.  
Sif and the others look up, shocked at the sight before them.

VOLSTAGG

What is this?

LOKI

My friends... you haven't heard? I  
am now Ruler of Asgard.

FANDRAL

Where is Odin?

LOKI

Father's fallen into the Odinsleep.  
My mother fears he may never awaken  
again.

SIF

We would speak with her.

Sif and the Warriors Three exchange a look. Loki notices.

LOKI

She has refused to leave my  
father's bedside. You can bring  
your "urgent" matter to me, your  
King.

Sif covers quickly.

SIF

We would ask you to end Thor's  
banishment.

LOKI

My first command can not be to undo the Allfather's last. We're on the brink of war with Jotunheim. Our people must have a sense of continuity in order to feel safe in these difficult times.

Sif and the Warriors Three trade looks, not liking any of this.

LOKI (CONT'D)

All of us must stand together, for the good of Asgard.

FANDRAL

Of course.

Sif and the Warriors Three bow their heads and exit. Loki stares after them.

66 EXT. PUENTE ANTIGUO, NEW MEXICO - MAIN STREET - DAY 66

Jane, Selvig, and Darcy head up the street. They're by Arturo's, when a PICK-UP TRUCK pulls up before them, stopped by traffic. In the back of the vehicle, Jane notices, partially covered by a tarp, the dark matter analysis machine from her lab.

JANE

Hey! That's my stuff!

66A EXT. SMITH MOTORS - LAB 66A

Jane, Selvig, and Darcy reach the lab, where government vehicles are parked. SHIELD AGENTS haul equipment out of the lab and load it into waiting vans. Other Agents strip all the equipment from inside the Pinzgauer and cart it away. Still others emerge from her trailer, arms loaded with scientific instruments and documents.

JANE

What the hell is going on here?!

The Agents ignore her as Agent Coulson approaches.

COULSON

Ms. Foster, I'm Agent Coulson, with SHIELD.

Selvig, recognizing the name of the organization, grows wary.

JANE

I don't care who you work for, you can't do this!

SELVIG

Jane. This is more serious than you realize. Let it go.

JANE

Let it go?! This is my life!

COULSON

We're here investigating a security threat. We need to appropriate your equipment and all your atmospheric data.

JANE

By "appropriate" you mean "steal?"

Instead of answering, Coulson gives her a check.

COULSON

This should more than compensate you for your trouble.

She throws the check to the ground without looking at it.

JANE

I can't just pick up replacements from RadioShack! I made most of that equipment myself!

COULSON

Then I'm sure you can do it again.

JANE

And I'm sure I can sue you for violating my constitutional rights!

COULSON

We're the good guys, Ms. Foster.

He tries to walk away, but Jane blocks his path. She is fully herself, fueled by outrage.

JANE

So are we! We're on the verge of understanding something extraordinary.

Jane holds up her notebook.

JANE (CONT'D)

Everything I know about this phenomenon is in this lab and in this book, and no one has the right to take it from me.

Coulson gestures to a nearby AGENT, who promptly plucks the notebook out of Jane's hands and adds it to the pile he's carrying. Jane is stunned.

COULSON

Thank you for your cooperation.

He gets into a car. The cars and trucks pull away.

67

INT. SMITH MOTORS - LAB - DAY

67

Jane, Selvig, and Darcy enter, staring in shock at the now-empty space.

JANE

Years of research, gone.

DARCY

They even took my iPod.

SELVIG

And your back-ups?

JANE

Look around! They took our back-ups. They took the back-ups of our back-ups.

DARCY

I just downloaded, like, thirty songs on there.

JANE

(to Darcy)

Will you please stop talking about your iPod?!

(to Selvig)

Who are these people?

SELVIG

No one knows much about them. But I knew a scientist -- a pioneer in gamma radiation. SHIELD showed up, and he was never heard from again.

JANE

I'm not going to let them do this. I'm getting everything back.

SELVIG

Please, let me contact one of my colleagues. Dr. Pym has had some dealings with these people. I'll e-mail him and see if he can help.

DARCY

They took your laptop, too.

Annoyed, Selvig thinks.

67A

EXT. PUENTE ANTIGUO LIBRARY - DAY

67A

Selvig and Jane in the Pinzgauer drive up in front of the town's rinky-dink library. A sign in the window reads, "FREE INTERNET."

SELVIG

I'll just be a minute.

He climbs out and heads inside. Jane looks down the street and sees something that intrigues her.

68

INT. PET STORE - DAY

68

Thor enters the store and approaches a PET STORE CLERK.

THOR

I need a horse.

PET STORE CLERK

Sorry, we don't sell horses. Just  
dogs, cats, birds.

THOR

Then give me one of those, large  
enough to ride.

The Pet Store Clerk looks confused.

Just then, Thor hears a CAR HORN. He turns to the open door.  
Across the street, Jane calls to him from the Pinzgauer.

JANE

You still want a lift?

68A INT. PUENTE ANTIGUO LIBRARY - DAY

68A

It's story time in the library, as a LIBRARIAN reads a book -- "THE SECRET HISTORY OF GIANTS" -- to a group of kids.

LIBRARIAN

(reading)

"And though they're large, giants can be quiet. You have to listen carefully for the sound of their footsteps -- because they may be closer than you think."

Nearby, Selvig sits at a computer terminal, finishing up his e-mail. Beside him, a KID flips through a book with interest. The Librarian stops mid-story and calls to the Kid pleasantly.

LIBRARIAN (CONT'D)

Joshua, come sit down. It's story time.

The Kid closes his book and joins the others. Selvig looks over, notices the title of the book the Kid was reading -- "MYTHS AND LEGENDS FROM AROUND THE WORLD."

He picks it up, flips through it, stops at the section on Scandinavian Mythology.

It's a picture of a RAINBOW BRIDGE coming down from Asgard to earth. ASGARDIANS walk upon it, among them ODIN, LOKI, and THOR, who wields Mjolnir. On the ground below them, a group of VIKINGS kneel reverently.

He eyes the illustration, pondering.

69 OMITTED

69

70 EXT. DESERT - DUSK

70

Jane's Pinzgauer cuts off the road, heads over the rugged terrain. Storm clouds roll in over the desert sky.

71 INT. PINZGAUER - DUSK

71

Jane drives, pumped with adrenaline, nervous and excited, as Thor sits beside her, upbeat and eager for battle.

JANE

I've never done anything like this before! Have you ever done anything like this before?

Thor looks amused by her excitement.

THOR

Many times. You're brave to do it.

JANE

They just stole my entire life's work. I really don't have anything left to lose.

THOR

But you're clever. Far more clever than anyone else in this Realm.

JANE

"This Realm?" Why do you talk like that?

THOR

You think me strange?

Jane laughs, catches herself.

JANE

Yeah. Just a little.

THOR

Good strange or bad strange?

JANE

I'm not quite sure yet.

She looks at him, sees him staring at her. She's lost in his gaze, distracted, when the PINZGAUER LURCHES. She quickly turns her eyes forward, regains control of the car.

JANE (CONT'D)

Sorry.

She glances back at him. He's confident, determined.

JANE (CONT'D)

Who are you? Really?

THOR

You'll see soon enough.

JANE

You promised me answers.

Thor looks at her, charmed by her persistence.

THOR

What you seek -- it's a bridge.

JANE

A bridge? Like an Einstein-Rosen  
Bridge?

THOR

More like a rainbow bridge.

A beat.

JANE

God, I hope you're not crazy.

71A EXT. DESERT - NIGHT

71A

As the Pinzgauer heads away, we continue up a hillside, revealing a light illuminating the valley beyond. As we move closer, we see the glow comes from --

A MASSIVE SHIELD BASE

Now set up around the crater -- vehicles, trailers, barricades. Armed GUARDS man a gate in the razor wire fence that runs fifty yards from the crater's edge, enclosing the complex.

Clear, plastic access tubes with junction boxes lead to a translucent cube structure erected in the middle of the crater.

Through the glass walls of the base's command trailer, we see Coulson directing TECHNICIANS, busy at work.

Within the cube structure itself, a team of SHIELD SCIENTISTS work with high-tech machinery, analyzing the object at the center of it all -- Mjolnir.

72 EXT. RIDGE ABOVE CRATER - NIGHT

72

Jane and Thor crawl to the edge of the ridge, look through binoculars, see the impressive SHIELD base.

JANE

That isn't a satellite crash. They would have hauled the wreckage away, not built a city around it.

Thor shrugs out of his jacket and hands it to her.

THOR

You're going to need this.

JANE

Why?--

Thunder RUMBLES overhead. She stares at him intently and takes his jacket.

THOR

Stay here. Once I have Mjolnir, I will return what they stole from you.

He looks to her, already knowing that Jane may disobey his request.

THOR (CONT'D)

Deal?

JANE

No! Look what's down there! You can't just walk in, grab our stuff, and walk out!

THOR

No.

Jane looks relieved.

THOR (CONT'D)

I'm going to fly out.

Before she can react, he starts heading towards the crater. The first drops of rain begin to patter into the dust.

JANE

Wait...

But Thor is already headed towards the crater.

72A EXT. SHIELD BASE / INT. HAMMER CONTAINMENT CUBE STRUCTURE 72A

A NEEDLE spikes on a handheld SENSOR DEVICE. The TECHNICIAN holding it looks over at the hammer. Mjolnir begins to give off a subtle glow. A bolt of lightning CRACKS across the sky above.

CUT TO:

73 AN AERIAL INFRARED VIDEO IMAGE OF THE AREA 73

It's fuzzy, doesn't show much. We widen to see we are:

74 INT. SHIELD DESERT BASE - SECURITY ROOM 74

A younger SHIELD agent, a TECHIE in a headset, monitors security. AGENT SITWELL, humorless, just this side of junior, looks on, none-too-pleased.

TECHIE

Feed from the keyhole. Can barely penetrate the cloud cover.

The Techie hikes a thumb at another monitor, SQUELCHING with static. It shows an SAR shot of the area, laid over a terrain map.

TECHIE (CONT'D)

Tech's barely working as it is, with all the interference that thing's giving off.

He gestures towards the hammer. He checks a computer.

TECHIE (CONT'D)

Hey, we've got a commercial aircraft coming in right over us, Southwest Airlines Flight 5434.

SITWELL

Reroute it, like all the others.

TECHIE

Right. Can I get the passengers some free drinks for the trouble?

Sitwell glares at him.

TECHIE (CONT'D)

(shrugs)

It'd be a nice gesture.

The Techie types into the computer, when he notices something on another screen, holds up a hand.

TECHIE (CONT'D)

Hold a sec... we got something  
outside the fence, west side...

He points at the screen. Through the haze, it shows a THERMAL IMAGE huddled beside the fence.

SITWELL

(into a radio)

DeLancey, Jackson -- check it out.

74A EXT. SHIELD DESERT BASE 74A

A pair of SHIELD AGENTS (DELANCEY and JACKSON) take off in a jeep to investigate.

74B EXT. SHIELD SECURITY ROOM 74B

Sitwell looks out the window, something strange catching his attention. We see in the window's reflection that a glow is coming from the hammer containment area.

75 EXT. SHIELD DESERT BASE - FENCE - MOMENTS LATER 75

The jeep pulls up as the Agents scan the fence with a flashlight, see nothing unusual.

AGENT JACKSON

(into radio)

Looks like we're good here. Must  
have been another coyote.

Just then, the Agents notice a section of the fence has been bent up from the ground, leaving a gap.

Before they can call it in, a massive CRACK OF LIGHTNING illuminates the night sky -- revealing the silhouette of a large man standing outside the driver's (Jackson's) side of the jeep. DeLancey looks over, notices.

AGENT DELANCEY

Jackson?

The Agents reach for their weapons. Thor elbows the driver across the jaw, causing him to drop his weapon. Jackson slumps over the steering wheel, as DeLancey starts to raise a shotgun at Thor.

Thor grabs the barrel, yanks it out of DeLancey's hands and thrusts the hilt back, smashing the Agent's jaw.

Thor reaches into the jeep to grab a rain slicker.

75A INT. SHIELD DESERT BASE - SECURITY 75A

Sitwell talks into his radio, starting to look worried.

SITWELL

(into radio)

DeLancey, Jackson -- report.

76 EXT. SHIELD DESERT BASE - MOMENTS LATER 76

Thor, now wearing a SHIELD rain slicker, makes his way across the base.

Another SHIELD AGENT approaches the jeep, spots the unconscious DeLancey and Jackson. He quickly calls into his radio.

SHIELD AGENT

Agents down! We've got a perimeter breach!

77 INT. SHIELD DESERT BASE - SECURITY 77

The security monitors SQUELCH with static and interference. Sitwell holds his PDA -- even it's on the fritz. Sitwell and the Techie watch the monitors warily.

On the monitor showing the hammer containment area, Mjolnir starts to crackle with energy.

SITWELL

(to the Techie)

Get Coulson.

Sitwell punches an alarm.

78 EXT. SHIELD DESERT BASE 78

As Thor makes his way towards the crater, an alarm sounds and SECURITY LIGHTS explode to life.

78A EXT. RIDGE ABOVE CRATER 78A

A spotlight fires out from the base and sweeps across the ridge towards Jane. She ducks down, out of sight.

She pulls out her cellphone and dials. We hear Selvig's recorded message.

SELVIG (V.O., ON PHONE)  
You've reached Dr. Erik Selvig.  
Please leave me a message.

His voicemail BEEPS. She talks quietly, urgently.

JANE  
Erik, okay, first of all, don't  
worry. I'm perfectly fine, really.

More sounds of MAYHEM come from the base.

JANE (CONT'D)  
But if you don't hear from me  
again, you might want to come out  
to the crater site and look for me.  
I kind of did what you said I  
shouldn't do. Thanks. Bye.

She hangs up.

79 EXT. SHIELD DESERT BASE - COMMAND TRAILER 79

Coulson emerges from the SHIELD command trailer and marches across the mud, radio to his ear. He looks out across the lit up site uneasily.

80

EXT. SHIELD DESERT BASE - NIGHT

80

A SHIELD GUARD moves through the base, rifle in hand. From the shadows behind a trailer, a FIGURE looks out at him.

As the Guard raises his radio to check in, Thor quickly rushes towards him and chokes him out. He falls to the ground.

Thor notices the AR-15 rifle lying on the ground beside the fallen Guard. He stares down at the weapon quizzically. As more GUARDS approach, Thor snatches up the weapon and takes cover in the shadows of the trailer. The Guards pass by.

Thor peers around the corner, sees the well-guarded main entrance tube to the center of the site.

A bright light suddenly illuminates his face. He looks to see an ATV moving across the site, shining its spotlight right on him.

Thor sees that the ATV DRIVER has spotted him. The Driver raises his radio to report. Thor knows he has to act fast.

He raises the rifle -- then flips it over in the air and catches it by the barrel. He rears the weapon back, then hurls it like a hammer. It flies through the air, smashing the ATV's spotlight.

Glass and debris shower the driver, who takes his hands off the wheel to protect himself.

The ATV roars out of control past the Guards near the tube entrance. The Guards notice and chase after it.

Thor emerges from the shadows, watches the Guards abandoning the site entrance.

80A

EXT. EDGE OF CRATER

80A

The ATV Driver looks forward in panic as the ATV approaches the crater lip.

The vehicle careens over the edge of the crater and heads straight for one of the plastic tunnels. The Technicians inside scatter as the ATV CRASHES into it, tearing into the tunnel, sending sparks everywhere.

The ATV finally comes to a stop, the tunnel collapsing around it and the Driver. SHIELD AGENTS rush in behind to help.

81 EXT. RIDGE ABOVE CRATER 81

Jane peers over the ridge, stares down at the frenzied aftermath of the ATV crash, at the base on high alert.

Lightning CRACKS in the sky behind her.

82 OMITTED 82

82A OMITTED 82A

82B EXT. SHIELD DESERT BASE 82B

Coulson climbs to the lip of the crater as a light rain begins to fall. He eyes the damage of the ATV crash.

He's not pleased. The light rain becomes a downpour.

82C EXT. MAIN ENTRANCE TUBE 82C

As SHIELD Agents pull the ATV driver from the wreckage, Thor races towards the unguarded entrance to the tunnels and heads inside.

82D INT. ENTRANCE TUBE 82D

Thor races up the entrance ramp. Before him, two GUARDS round the corner.

Thor knocks out the first Guard, then tackles the second. He hurries around the corner, when more GUARDS come up a ladder ahead. Thor punches the closest Guard, sending him tumbling backwards, toppling the others on the ladder behind him.

Thor takes off running, as the Guards regroup and give chase.

Thor spots the glow of Mjolnir in the central cube, through the translucent walls of the tunnels. He hurries through to tunnels to find a way towards it.

82E EXT. EDGE OF CRATER 82E

Coulson stands on the crater lip, barking out orders, as the Guards in the tunnel rush to cut off Thor.

Coulson activates his radio.

COULSON

I want eyes up high. With a gun.  
Now!

- 82E.a INT. SHIELD TRAILER 82E.a
- A SNIPER, dressed in black tactical gear and high-tech NIGHTVISION EQUIPMENT, picks up a rifle, slings it over his shoulder and heads out.
- His name is BARTON.
- 82E.b EXT. SHIELD DESERT BASE 82E.b
- Lightning CRACKLES around the camp.
- 82E.c EXT. SHIELD DESERT BASE - CRANE SITE 82E.c
- Barton approaches a CRANE BUCKET. He leaps in, and the bucket lifts into the air.
- 82F EXT. SHIELD DESERT BASE - TUNNEL 82F
- Through the translucent plastic, we see Thor racing through the tubing.
- 82G INT. TUNNEL 82G
- As Thor races through the tunnel, a GUARD runs right at him, on a collision course. Thor takes him out with a punch to the gut, then turns to see more AGENTS coming towards him.
- Thor picks up the fallen Guard he punched, then throws him into the approaching Agents, scattering them.
- Thor turns around, runs back the way he came. The Agents give chase.
- 82H EXT. RIDGE ABOVE CRATER 82H
- Jane looks down at the crater through binoculars, frustrated that she can't clearly see what's happening.
- 82I EXT. CRATER 82I
- Coulson watches the commotion in the tunnel complex. He heads off for the command trailer to enter the tunnels.
- 82J OMITTED 82J
- 82K EXT. SHIELD DESERT BASE 82K
- The crane basket ascends into the high winds as Barton readies his sniper rifle.

82L EXT. TUNNEL COMPLEX 82L

We see the figure of Thor inside the complex, heading down a ladder from a junction box, with other figures converging on him.

82L.a INT. COMMAND TRAILER TUNNEL ENTRANCE 82L.a

Coulson enters the tunnels through the command trailer. He calls on his radio.

COULSON  
Barton. Talk to me.

82M OMITTED 82M

82N OMITTED 82N

82O OMITTED 82O

82P OMITTED 82P

83 EXT. SHIELD DESERT BASE - CRANE SITE

83

The crane holding Barton arcs out over the structure. Barton takes aim.

BARTON  
(into radio)  
One shot, one kill, sir. Just give  
the word.

BARTON'S NIGHTVISION POV

Overlooking the complex. It's a clear field of vision, nowhere to hide. A digital read-out gives information on the distance to the target. He locks in on Thor, who's inside the plastic tubing, emerging from the junction box and heading towards the cube structure.

BARTON (CONT'D)  
Hello, handsome.

83A INT. TUNNEL

83A

Thor races through the tunnel, comes across a wall of AGENTS. Thor ROARS and barrels through them -- elbowing, punching -- whatever it takes to keep moving.

As he takes down the last Agent, Thor sees the last junction box and the entrance to the cube structure up ahead.

He races towards it. He can actually see Mjolnir within the middle of the structure, when -- BAM! From out of nowhere, a fist lands a powerful blow across his jaw, sending him reeling. Dazed, Thor looks up to see --

A HUGE SHIELD AGENT

The biggest of them all, standing between him and his hammer in the cube structure beyond. Thor sizes him up.

THOR  
You're big.

Thor grins.

THOR (CONT'D)  
Fought bigger.

83B EXT. JUNCTION BOX

83B

Thor and the Huge Agent explode through the wall of the junction box, then crash into the mud, sending them sliding.

83C EXT. CRANE BUCKET 83C

Barton has Thor in his sites. The sniper stands still as a statue.

83D INT. TUNNEL 83D

Coulson hurries through the tunnel, ready to give the word to Barton, when he stops short. He sees what looks like an electrical storm erupting inside the structure ahead, directly above the crater... and the hammer.

83E EXT. RIDGE ABOVE CRATER 83E

Jane sees SHIELD Agents and Guards swarming into the cube containment structure.

JANE

No...

84 EXT. CRATER 84

Thor and the Huge Agent struggle to stand in the mud.

Through the translucent walls of the cube structure, Thor sees Mjolnir. The Huge Agent rises up before him, blocking his view.

Rain and blood run down Thor's face. He lunges forward, whipping his feet in front of him, then kicks out, nailing the Huge Agent in the chest. The Agent goes down hard as Thor's momentum carries him past.

Thor stands, heads for the cube structure, when the Huge Guard grabs his ankle in a last effort. Thor looks back down at his foe, then drops backwards, pile driving his elbow into the fallen Agent's chest. The Huge Agent grimaces in pain, defeated.

Thor races back towards the structure.

84H INT. HAMMER CONTAINMENT CUBE 84H

From outside, Thor rips an opening in the plastic wall of the structure.

He stands there -- soaking, bleeding, caked with wet earth. His hammer rests just a few yards before him, energy surging around it.

Coulson steps into the structure through an access tunnel, one story up.

As Thor approaches his hammer, Mjolnir starts to glow brighter, blue electricity sparking off its surface. The crackling energy seems to reach out to him. Coulson notices, his interest piqued.

Above the open ceiling of the structure, Barton's crane bucket comes into view.

84I EXT. CRANE BUCKET 84I

Wind and rain whip around Barton as he stares into his rifle site, locked on the back of Thor's head -- his finger on the trigger.

84J INT. HAMMER CONTAINMENT CUBE 84J

Thor stands next to the hammer, feels its power. He reaches out to it confidently.

Coulson watches from above. Armed AGENTS approach behind him. He motions for them to hold their positions, then radios Barton.

COULSON

Barton...

84K EXT. CRANE BUCKET 84K

Barton stands ready to take Thor down. His finger starts to squeeze the trigger.

COULSON (V.O., ON RADIO)

...hold your fire.

Barton releases the trigger, pulls up.

84L

INT. HAMMER CONTAINMENT CUBE

84L

Coulson watches Thor with anticipation as Thor wraps his hand around the hammer. He smiles, triumphant, lifts... but the hammer doesn't move.

Thor looks confused, tries again with two hands, to no avail -- anger and frustration overtaking him. He strains with all his might, SCREAMS from the effort, bellowing up at the storm and lightning above him.

Something begins to appear on the side of Mjolnir -- glowing RUNES. Thor looks down, sees them.

But, still, the hammer doesn't budge. Thor falls to his knees before it, rain pouring down around him, as the glowing runes fade away. He's failed. Unworthy.

Coulson looks on, disappointed.

SHIELD AGENTS move in, guns trained on Thor, surrounding him. Coulson activates his radio.

COULSON

Ground units, move in. Show's over.

As the Agents surround him, Thor doesn't seem to notice or care. He just sits there on his knees, head bowed in the rain -- a man broken, lost.

From overhead, we see the hammer in the cube containment room. We pull up as the Guards approach Thor, then continue to climb, until we see the whole camp -- and the extensive damage Thor's done to it during the melee.

85

OMITTED

85

86

EXT. RIDGE ABOVE CRATER - NIGHT

86

Jane lowers her binoculars, sensing things have gone from bad to worse.

She steels herself, then starts over the ridge to help him. Almost immediately, a SPOTLIGHT sweeps past her. She hears the sound of DOGS and SHIELD AGENTS approaching, sees the glow of flashlights moving from the base towards her.

With no other choice, she makes a quick retreat.

87 EXT. HEIMDALL'S OBSERVATORY - NIGHT 87

Heimdall stands at his post, watching the scene. He lowers his head.

88 INT. SMITH MOTORS - LAB - NIGHT 88

Jane stands with Selvig and Darcy in the empty lab.

Darcy picks up the book Selvig checked out of the library, looks through it.

JANE

I can't just leave him there.

SELVIG

Why not?

JANE

You didn't see what happened.

Darcy points at an illustration of Thor's hammer in the book.

DARCY

Hey! Myeu-muh!

Jane looks at the illustration in the book, turns to Selvig knowingly.

JANE

(re: book)

Where did you find this?

Selvig grabs the book from them, quickly closes it.

SELVIG

In the children's section. I wanted to show you how ridiculous his story was.

Jane is unconvinced by this. She knows he wants to believe.

JANE

Aren't you the one who's always told me to chase down all leads, all possibilities?

SELVIG

I was talking about science, not magic!

JANE

Magic's just science we don't understand yet. Arthur C. Clarke.

SELVIG

Who wrote science fiction.

JANE

The precursor of science fact.

SELVIG

In some cases.

JANE

If that's really an Einstein-Rosen Bridge out there, then there's something on the other side.

(MORE)

JANE (CONT'D)

Advanced beings could have come  
through it before.

SELVIG

Jane...

DARCY

A primitive culture like the  
Vikings might have worshipped them  
as deities.

They give her a look, surprised by her unexpectedly  
insightful input. Darcy shrugs. Jane points at her,  
grateful for the support.

JANE

Yes! Exactly! Thank you!

Darcy beams.

SELVIG

Jane, if you do this, you'll find yourself in a situation that I won't be able to get you out of this time.

DARCY

I'll help you.

Jane looks grateful. Selvig looks at her, sees there's no stopping her. He sighs.

89

INT. SHIELD HOLDING CELL - NIGHT

89

Thor sits in a chair, staring forward blankly, hands cuffed behind him. Coulson stands across from him.

COULSON

It's not easy to do what you did. You made us all look like a bunch of mall cops. That's hurtful.

(then)

The men you so easily subdued are highly-trained professionals, and in my experience, it takes someone who's received similar training to do what you did to them. Would you like to tell me where you received your training?

Thor sits silently.

COULSON (CONT'D)

Pakistan? Chechnya? Afghanistan? Then again, you strike me more as the soldier of fortune type. What was it, South Africa?

Still no answer. Coulson leans in close to him.

COULSON (CONT'D)

Certain groups pay well for a good mercenary. Especially HYDRA.

Coulson waits for a response, but gets none.

COULSON (CONT'D)

Who are you?

THOR

Just a man.

COULSON

One way or another, we find out  
what we want to know. We're good  
at that.

Coulson leaves the room. Thor lowers his head.

LOKI (O.S.)

I thought he'd never leave.

Thor looks up, shocked to find Loki standing there, dressed  
in 21st century attire.

THOR

Loki? What are you doing here?

LOKI

I had to see you.

THOR

What's happened? Tell me! Is it  
Jotunheim? Let me explain to  
Father--

LOKI

Father is dead.

Thor stares at him, stunned.

THOR

What?

LOKI

Your banishment, the threat of a  
new war, it was too much for him to  
bear.

The implications of Loki's words dawn on Thor -- he's  
responsible for his father's fate. Loki draws close to him,  
looks in his eyes, consolingly.

LOKI (CONT'D)

You mustn't blame yourself. I know  
that you loved him. I tried to  
tell him so, but he wouldn't  
listen.

(MORE)

LOKI (CONT'D)

(then)

It was cruel to put the hammer  
within your reach, knowing you  
could never lift it.

Thor stares ahead, falling deeper into the abyss.

LOKI (CONT'D)

The burden of the throne has fallen  
to me now.

THOR

Can I come home?

LOKI

The truce with Jotunheim is  
conditional upon your exile.

THOR

But couldn't we find a way to--

LOKI

Mother has forbidden your return.

Thor nods, lowers his head, beaten.

LOKI (CONT'D)

This is goodbye, brother. I'm so  
sorry.

THOR

No, I'm sorry. Loki... thank you  
for coming here.

LOKI

Nothing could have stopped me.

Coulson enters the room, but seems to take no notice of Loki.

LOKI (CONT'D)

Fare well, brother.

THOR

Good-bye.

COULSON

Good-bye? I just got back.

Thor looks up to see that Loki is gone.

COULSON (CONT'D)

Now. Where did we leave off?

90 EXT. CRATER - NIGHT

90

Agents and Scientists work to repair the damaged area around Mjolnir. They take no notice of Loki as he steps up beside the hammer. He stares at it -- intrigued, wondering. Can he do it?

He reaches down, tries to lift it -- but can't. He lets it go, eyes it with contempt, then steps away.

He gestures with his arms. An odd GREEN AND GOLD LIGHT rises from the ground, enveloping him, then he disappears.

91 INT. HOLDING CELL - NIGHT

91

Sitwell enters and speaks sotto to Coulson.

SITWELL

(re: Thor)

Sir... he's got a visitor.

92

INT. SECURITY ROOM - MOMENTS LATER

92

Coulson and several other SHIELD AGENTS stand across from Erik Selvig.

COULSON

"Donald Blake?"

SELVIG

Doctor Donald Blake. He's part of our team.

COULSON

You have dangerous coworkers, Dr. Selvig.

SELVIG

Troubled, not dangerous. He was distraught when he found out that you'd taken all of our research. It was years of his life, gone! He got depressed, started drinking, and... well, you know the rest.

COULSON

Uh-huh. You mind if we take a moment to verify his identity?

SELVIG

Certainly.

The Techie at a computer nearby runs the name.

SELVIG (CONT'D)

You can understand how a man could go off like that. I mean, a big, faceless organization like yours, coming in with their jack-booted thugs and stealing private property...

(then)

...is how he described it.

COULSON

That doesn't explain how he managed to tear through our security.

Selvig shrugs.

SELVIG

Steroids. He's a bit of a fitness nut.

On the Techie's monitor, a DMV record from the State of New York pops up reading "DR. DONALD BLAKE". The license photo is indeed a picture of Thor -- the one Darcy took with her cellphone.

The Techie hits a button, and a graphic reads, "SHIELD SECURITY ANALYSIS IN PROGRESS." Coulson eyes the screen.

After a beat, he turns back to Selvig.

COULSON

It says here he's an M.D.

SELVIG

He is. That is, he was. He switched careers and became a physicist. He's quite brilliant, really.

(then)

If you would just release him to me, I promise to keep an eye on him.

Coulson thinks, sizing Selvig up -- then smiles. He turns to an AGENT nearby.

COULSON

Release Dr. Blake to Dr. Selvig here.

The Techie looks to him, surprised.

COULSON (CONT'D)

(to Selvig)

Make sure he stays in town for the next few days in case we need to talk to him again.

Selvig shakes his hand.

SELVIG

Thank you.

92A INT. SHIELD HOLDING CELL - NIGHT

92A

Selvig bursts into the room with a SHIELD Agent to find a seated Thor.

SELVIG

Donny, Donny, Donny! There you are!

Thor looks up, unsure what the hell is going on. Selvig pulls Thor to his feet, gives him a warm hug.

SELVIG (CONT'D)

It's going to be all right, my friend. Come on, I'm taking you home.

He leads the bewildered Thor out the door.

92B EXT. COULSON'S TRAILER - NIGHT

92B

As Thor and Selvig make their way past the SHIELD Security Room, Thor notices Jane's possessions and equipment from the Smith Motors lab stacked under a tarp. He spots Jane's handwritten journal among them. As he passes, he quickly takes it from the pile and pockets it.

92C INT. SECURITY ROOM - NIGHT

92C

Coulson looks at the computer bearing Donald Blake's DMV record. A security warning over the image clearly reads "SECURITY ALERT: FALSIFIED DATA." He knows it's been a ruse all along.

He looks to Selvig and Thor heading away from the Security Room, then follows them outside.

93 EXT. SHIELD DESERT BASE - NIGHT

93

Coulson and two SHIELD Agents watch as Selvig walks with Thor away from the base to the SUV. Coulson calls to Selvig.

COULSON

Just keep him away from the bars.

SELVIG

I will!

THOR

(to Selvig)

Where are we going?

Selvig drops his cool demeanor.

SELVIG

To get a drink.

Selvig and Thor climb into the SUV.

As they drive off, Coulson turns to the other two agents -- GARRETT and CALE.

COULSON

Follow them.

94 EXT. JOTUNHEIM - DAY 94

Loki, looking apprehensive, walks alone across the icy surface of the planet.

95 INT. LAUFEY'S TEMPLE - DAY 95

Darkness shrouds the ruined temple, save for the shafts of light which knife their way in through the damaged ceiling.

Loki enters. Frost Giant guards surround him on all sides. Laufey approaches, towers over him menacingly.

LAUFEY

Tell me why I shouldn't kill you.

LOKI

I've come alone and unarmed.

LAUFEY

To what end?

LOKI

To make you another proposition.

LAUFEY

(realizing)

So you're the one who let us into Asgard.

LOKI

You're welcome.

LAUFEY

My men are dead, and I have no Casket. You are a deceiver.

Laufey lashes out, grabs Loki around the throat, but Loki calmly stands his ground.

LOKI

You have no idea what I am.

The blueness spreads across his face, as Laufey and the guards stare in shock. Loki grins.

LOKI (CONT'D)

Hello, Father.

Laufey releases him. Loki's body turns back to normal. Intrigued, Laufey sizes up his son.

LAUFEY

Ah, the bastard son. I thought  
Odin had killed you. That's what I  
would have done. He's as weak as  
you are.

LOKI

No longer weak. I now rule Asgard,  
until Odin awakens. Perhaps you  
should not have so carelessly  
abandoned me.

This gives Laufey pause.

LAUFEY

Or perhaps it was the wisest choice  
I've ever made. I will hear you.

LOKI

I will conceal you and a handful of your soldiers, lead you into his chambers, and let you slay him where he lies. I'll keep the throne, and you will have the Casket.

Laufey studies Loki's face.

LAUFEY

Why would you do this?

LOKI

When all is done, we will have a permanent peace between our two worlds. Then I, the bastard son, will have accomplished what Odin and Thor never could.

LAUFEY

This is a great day for Jotunheim. Asgard is finally ours.

LOKI

No. Asgard is mine. The rest of the Nine Realms will be yours, if you do as you're told.

Laufey considers the proposition.

LAUFEY

I accept.

Loki turns to leave. As he goes, the slightest trace of a smile crosses his face.

96

INT. HEIMDALL'S OBSERVATORY - DAY

96

Loki emerges out of the Bifrost, as Heimdall steps away from his controls. Heimdall glares at Loki. Loki notices.

LOKI

What troubles you, Gatekeeper?

HEIMDALL

I turned my gaze upon you in Jotunheim, but could neither see nor hear you. You were shrouded from me, like the Frost Giants who entered this Realm.

LOKI

Perhaps your senses have weakened after your many years of service.

HEIMDALL

Or perhaps someone has found a way to hide that which he does not wish me to see.

Loki sizes him up, smiles.

LOKI

You have great power, Heimdall. Tell me, did Odin ever fear you?

HEIMDALL

No.

LOKI

And why is that?

HEIMDALL

Because he is my King, and I am sworn to obey him.

LOKI

Exactly. Just as you're sworn to obey me now. Yes?

A beat.

HEIMDALL

Yes.

LOKI

Good. Then you will open the Bifrost to no one until I have undone what my brother has started.

Loki heads out of the Observatory. Heimdall stares after him.

97

INT. BAR - NIGHT

97

Thor and Selvig sit at a booth at the back of the local dive. The bartender sets down a couple mugs of beer and two shots of whiskey. Selvig pours the shot into his mug and downs it. Thor follows his example.

SELVIG

Seems Darcy's a terrible intern,  
but a talented hacker.

THOR

Thank you for what you've done.

SELVIG

Don't thank me. I only did it for  
Jane. \*

THOR

Are you in love with her?

SELVIG

Of course not! Jane's like a  
daughter to me. Her father and I  
taught at University together. A  
good man, but he never listened.

This registers with Thor.

THOR

Neither did I.

Selvig eyes him with interest.

SELVIG

I don't know if you're really  
delusional, and I really don't care  
at this point. I just care about  
her. I've seen the way she looks  
at you. \*

THOR

I swear to you, I mean her no harm.

SELVIG

Good. If that's the case, then  
I'll buy you one more drink, and  
you'll leave town tonight. \*

A long pause, then Thor nods. He takes a drink.

THOR

I had it all backwards. I had it all wrong.

Selvig watches him keenly. This is a different Thor than he's seen before.

SELVIG

It's not a bad thing, finding out that you don't have all the answers. That's when you start asking the right questions.

Thor takes this in.

THOR

For the first time in my life, I have no idea what I'm supposed to do.

\*

SELVIG

Anyone who's ever going to find their way in this world has to start by admitting they don't know where the hell they are.

\*

Thor nods.

DRUNK TOWNIE (O.S.)

Hey, I know you, man...

\*

An intimidating DRUNK TOWNIE nearby sizes up Thor. He is one of the Townies from Isabela's Diner who saw Thor earlier. He approaches, belligerent and looking for a fight.

\*

\*

DRUNK TOWNIE (CONT'D)

You were in the diner with that hot girl.

\*

Thor doesn't like where this is going.

\*

DRUNK TOWNIE (CONT'D)

I wouldn't mind her doing a little research on me.

He laughs. Thor is annoyed.

\*

THOR

I have no quarrel with you. But she's a lady. You should be more respectful.

\*

\*

DRUNK TOWNIE

And you should shut the hell up,  
princess.

\*

Selvig looks to Thor, concerned that he's going to lose it.  
But, to his surprise, Thor remains unaffected by the Townie's  
baiting.

\*

\*

\*

THOR

I will not fight him.

\*

\*

DRUNK TOWNIE

Then it'll be easy to kick your  
ass.

\*

\*

\*

Selvig stands, steps between the two men.

SELVIG

Gentlemen, please. Let's keep our  
heads.

\*

\*

Just then, Selvig HEAD-BUTTS the Townie, knocking him out.  
Thor's impressed. Selvig downs his drink, then hurls his  
glass aside, SHATTERING it on the ground.

SELVIG (CONT'D)

(to Thor)

Another drink?

98 EXT. MAIN STREET - NIGHT

98

Thor and Selvig stumble down the street, singing a NORWEGIAN FOLK SONG. They improvise an impromptu drinking song dance routine involving side steps and happy slaps, optimistically in time with the song.

THOR/SELVIG

(singing)

"The mood is good, our hearts are  
full, there's magic in the air. /  
It's all because we're here  
tonight, and haven't got a care. /  
So raise a glass, and toast to  
life, wherever it may lead / Tra-la-  
la, tra-la-la, a friend is fine  
indeed. / Tra-la-la, tra-la-la, a  
friend is fine indeed!"

Thor holds up a hand for Selvig's last finishing slap. Selvig misses it completely and falls out of frame like a straight dead weight with a CLUNK.

WIDE SHOT. Emerging from behind the car where Selvig fell, Thor stands up, Selvig slung over his shoulder, and starts to walk up the street towards Jane's trailer.

99 INT. JANE'S TRAILER - NIGHT

99

The small trailer is in a state of perpetual disarray, strewn with various books, old pizza boxes, etc. A worried Jane lies on her bed, trying to read.

She's startled by the loud RAPPING on the door. She bolts to the door and opens it to find --

THOR

Standing there with the unconscious Selvig slung over his shoulder.

JANE

Erik!

(to Thor)

Is he all right?

THOR

He's fine. Not injured at all.

As Thor enters, he BANGS Selvig's head on the doorway.  
Selvig GROANS.

THOR (CONT'D)

Sorry, my friend.

JANE

What happened?

THOR

We drank. We fought. He made his  
ancestors proud.

JANE

Put him on the bed.

Thor moves through the small trailer carrying Selvig, like a bear lugging another bear, smashing into things along the way, until he finally sets Selvig down on Jane's bed. Selvig awakens groggily and looks up at him through bleary eyes.

SELVIG

I still don't believe you're the  
God of Thunder.

(then)

But you ought to be.

Thor grins, pats him on the cheek. As Selvig drifts off to sleep, Thor pulls a blanket over him.

Jane watches, stunned by their friendship, impressed by Thor's tenderness. Thor turns back to her, looks around.

THOR

These are your chambers?

Jane suddenly becomes self-conscious. She starts cleaning up the mess around her.

JANE

Well, it's more of a temporary  
living space, really. I don't  
usually have visitors in here.  
Actually, never...

Thor picks up a sock off the floor. She snatches it from him, puts it away.

JANE (CONT'D)

Can we go outside?

100

EXT. SMITH MOTORS - ROOF - NIGHT

100

Thor steps off a ladder onto the roof of Smith Motors. He offers Jane his hand, helps her up. There's a telescope set up, a couple chairs, some blankets.

JANE

I come up here sometimes when I  
can't sleep. Or when I'm trying to  
reconcile particle data. Or when  
Darcy's driving me crazy.

(then)

I come up here a lot, now that I  
think about it.

Thor looks at the night sky, filled with stars.

JANE (CONT'D)

I'm glad you're safe.

THOR

You've been very kind. I've been far less grateful than you deserve.

JANE

I also hit you with my car a couple times, so it kind of evens out.

He grins, then reaches into his pocket and pulls out her NOTEBOOK.

JANE (CONT'D)

I don't believe it...

She takes it from him, surprised and grateful.

THOR

It was all I could get back. Not as much as I promised. I'm sorry.

JANE

No, this is good. Thank you. This means I don't have to start from scratch...

She sits down and opens the notebook eagerly, then stops, a harsh realization clouding her face. Thor notices.

THOR

What's wrong?

JANE

SHIELD, whatever they are. They're never going to let this research see the light of day.

THOR

You must do this. You must finish what you've started.

JANE

Why?

THOR

Because you're right. It's taken so many generations for your people to get to this point. You're nearly there. You just need someone to show you how close you really are.

Thor moves beside her, opens her notebook, turns to the page which bears a sketch of the Bifrost. He takes the pen from the notebook, begins to add to the sketch, leading from one point to another in space.

THOR (CONT'D)

Look -- your ancestors called it magic. You call it science. I come from a place where they're one and the same thing.

We recognize that Thor is drawing the branches of Yggdrasil as she looks on, amazed and intrigued.

JANE

What is it?

THOR

This is how my father explained it to me...

(then)

Your world is one of the Nine Realms of the Cosmos, linked to each other by the branches of Yggdrasil, the Worlds Tree. Now, you see it every day, without realizing. Images glimpsed through -- what did you call it?...

(checks her notebook)

...this Hubble Telescope. So, Nine Realms...

They look at each other. She nods. They smile. This is going to be a long night.

101 EXT. SMITH MOTORS - ROOF - LATER

101

Jane sleeps beside Thor on the blankets on the rooftop. He stares up at the night sky.

She rolls close to him, nuzzles against him in her sleep. He looks down at her, beautiful in the moonlight, looks out at the town beyond her.

102 INT. HEALING ROOM - DAY

102

Volstagg eats ravenously from a PLATTER OF FOOD. Sif stands nearby, ill at ease. Fandral watches Volstagg incredulously as the large warrior stuffs himself. Finally Fandral can stand it no more.

FANDRAL

Our dearest friend banished, Loki  
on the throne, Asgard on the brink  
of war, yet you manage to consume  
four wild boar, six pheasant, a  
side of beef, and two casks of ale.  
Shame on you! Don't you care?!

Fandral moves to throw the platter in the fire, but Volstagg  
pulls his weapon, stopping him.

VOLSTAGG

Do not mistake my appetite for  
apathy.

SIF

Stop it, both of you! We all know  
what we have to do, we're just too  
damned afraid to do it!

HOGUN

(decides)

We must go. We must find Thor.

Hogun starts to pull the delicate HEALING STONES from the  
fire, carefully putting them into a POUCH at his side.

FANDRAL

It's treason, Hogun.

VOLSTAGG

To hell with treason, it's suicide.  
(suddenly nervous)  
Now, shh! Heimdall may be  
watching! It's said he can hear--

FANDRAL

Yes, yes, we know!

SIF

Thor would do the same for us.

An EINHERJAR GUARD enters. They tense.

EINHERJAR GUARD

Heimdall demands your presence.

Volstagg quickly drains his flagon of ale.

VOLSTAGG

We're doomed.

103 EXT. MAIN STREET - MORNING 103

Dawn breaks over the quiet town of Puente Antiguo.

104 EXT. SMITH MOTORS - ROOF - DAY 104

Thor awakens, looks down to see Jane still sleeping, nuzzled against him. She opens her eyes, looks up at him and smiles.

He stands, offers his hand, helps her to her feet.

105 EXT. SMITH MOTORS - LAB 105

Thor helps Jane down off a ladder. A groggy, hungover Selvig emerges from Jane's trailer. He sees Thor with Jane.

Selvig eyes the two of them together, then:

SELVIG

I need some coffee.

The three head inside Smith Motors.

FROM THE LIBRARY ROOFTOP ACROSS THE STREET

SHIELD Agents Garrett and Cale watch the scene, pointing a small audio surveillance device towards the lab.

105A INT. SMITH MOTORS - LAB - DAY 105A

Darcy and Selvig sit at a card table, drinking coffee. Thor holds a couple plates as Jane makes eggs on a hotplate. She scoops them out onto the plates. Thor takes them over to the table, sets them down before Selvig and Darcy.

DARCY

Thanks.

THOR

You're very welcome.

Jane joins them at the card table with a couple more plates. She and Thor sit with the others and start to eat their breakfast, looking like a little family.

106 OMITTED 106

107 OMITTED 107

108 EXT. MAIN STREET

108

On a roof across the street from Smith Motors, Agents Garrett and Cale continue their surveillance, bored out of their wits. Agent Cale watches the group through the lab window with binoculars. Agent Garrett listens to his comm-link, turns to Cale.

AGENT GARRETT  
They want an update.

AGENT CALE  
Tell them he's eating eggs.

AGENT GARRETT  
Scrambled or fried?

Cale glares at him.

AGENT CALE  
(into comm-link)  
Target is eating eggs, sir.  
We'll keep you posted.

108AA INT. SMITH MOTORS - LAB

108AA

As the group finishes breakfast, Thor looks at the mug in his hand, gets an idea.

THOR  
(re: mug)  
May I have this?

DARCY  
Sure.

THOR  
Thank you. Excuse me a moment.

Thor leaves.

108A EXT. MAIN STREET - MOMENTS LATER

108A

In front of her diner, Isabela prepares to open for the day. (Through the window of Isabela's, we see chairs still atop tables.) Isabela sweeps the front porch.

She looks up to see Thor approaching. She eyes him suspiciously. He offers her a MUG.

THOR  
To replace the one I broke. Please  
forgive my behavior.

She takes it, looks at it curiously, then smiles at him.

ISABEL

Okay. Thank you.

THOR

If I may, I'd like to come back for more of your "coffee."

ISABEL

Any time.

He nods and walks away. She stares after him, smiling, and shrugs.

ISABEL (CONT'D)

She could do worse.

109

INT. HEIMDALL'S OBSERVATORY - DAY

109

Sif and the Warriors Three enter warily to find the intimidating Heimdall standing before the Observatory's controls. He glares at them accusingly.

VOLSTAGG

Good Heimdall, less us explain--

HEIMDALL

You would defy the commands of Loki our King, break every oath you have taken as warriors, and commit treason to bring Thor back?

The four exchange nervous glances.

SIF

Yes, but--

HEIMDALL

Good.

The group looks puzzled. What did he just say?

VOLSTAGG

So you'll help us?

HEIMDALL

I am bound by honor to our King. I cannot open the Bifrost to you.

With that, Heimdall leaves them alone in the Observatory. The others exchange puzzled looks.

FANDRAL  
Complicated fellow, isn't he?

VOLSTAGG  
Now what do we do?

Sif glances at the control panel, notices something.

SIF  
Look!

The others turn to see HEIMDALL'S SWORD stuck into the control panel. They exchange a grin. They have an ally. Sif hits the controls, and the Bifrost apparatus fires up.

110

INT. SHIELD DESERT BASE - SECURITY ROOM - DAY

110

Coulson races in as a SHIELD TECHIE calls up satellite footage of the Bifrost storm on a monitor.

COULSON  
What the hell was that?

TECHIE

I don't know, sir. We got massive energy readings out of nowhere, then they just disappeared. Fifteen miles due northwest.

COULSON

Let's go take a look.

111 EXT. BIFROST LANDING SITE (EARTH) - DAY

111

Amidst the fury of the Bifrost storm, the Warriors Three and Sif drop to the ground in the New Mexico desert. They clamber to their feet as the Bifrost quickly recedes, the hole in the sky closing up behind it. The Bifrost runes cover the desert sand around them.

VOLSTAGG

He must have landed nearby. It's time to put our tracking skills to work. Spread out. Check the sand for indentations of his boot prints.

FANDRAL

The winds would have blown them away by now. We should look for signs of a campfire.

SIF

Or we could just start there.

She points behind them to the town of Puente Antiguo in the distance -- the only visible sign of civilization -- and to Hogun, who has already started walking towards it. Volstagg and Fandral trade looks, their egos bruised.

FANDRAL

It's worth a look, I suppose.

The party tromps towards the town.

112 EXT. MAIN STREET - DAY

112

Townfolk stare in wonder at the Warriors Three and Sif, as they stroll down the street in all their Asgardian splendor.

113 EXT. DOWN THE STREET - DAY

113

A BOY Hits a baseball, which rolls under a parked car. He runs to retrieve it, but can't reach it. Suddenly, the side of the CAR rises into the air. The boy looks over, his mouth dropping open at what he sees. Volstagg easily holds the car up with one hand.

\*  
\*  
\*  
\*

Volstagg picks up the boy's ball, then drops the car. He hands the ball back to the boy, tousling his hair.

\*  
\*

VOLSTAGG  
There you go, lad!

\*

The boy just stares, standing frozen. The Asgardians head off.

\*

VOLSTAGG (CONT'D)  
Is it just me, or does Earth look a little different to you?

SIF  
It has been a thousand years...

VOLSTAGG  
Things change so fast here. You leave for a millennium, and it's like the whole neighborhood's gone.

Volstagg sniffs, smells something.

VOLSTAGG (CONT'D)  
Perhaps we should split up.

Agents Cale and Garrett spot Sif, Fandral, and Hogun walking down the street.

AGENT GARRETT

Is there a Renaissance Faire in town?

AGENT CALE

Call it in.

But before they can, Volstagg rises up behind them, smashes their heads together. They're out.

VOLSTAGG

Never cared for spies.

He starts to go, then sees their bag of fast food on the ground. Intrigued, he pulls out a cheeseburger and takes a bite. He likes what he tastes.

VOLSTAGG (CONT'D)

Exquisite.

115 EXT. PALACE GROUNDS - DAY

115

Loki stands with Gungnir, surveying his kingdom, when an Einherjar Guard quickly approaches him, out of breath.

EINHERJAR GUARD

My liege, the Warriors Three and the Lady Sif have gone missing.

Loki reacts. He knows who's responsible.

116 EXT. RAINBOW BRIDGE - DAY

116

Loki approaches Heimdall on the Rainbow Bridge.

HEIMDALL

Tell me, Loki, how did you get the Jotuns into Asgard?

LOKI

You think the Bifrost is the only way in and out of the Realm? There are secret paths between worlds to which even you with all your gifts are blind. But I have need of them no longer, now that I am King.

(then)

And I say, for your act of treason, you are relieved of your duties as Gatekeeper. And you are no longer a citizen of Asgard.

## HEIMDALL

Then I need no longer obey you.

Heimdall raises his massive sword, strides towards Loki. Loki reaches out and, with both hands, takes hold of something invisible, hovering in mid-air before him. As it quickly fades into view, we realize what it is --

## THE CASKET OF ANCIENT WINTERS.

The blueness creeps from his hands and up his arms, as Loki opens the Casket towards Heimdall, who is fast approaching.

From inside the Casket, all hell breaks loose. The fury of the Casket is unleashed, its winds not just howling, but SCREAMING, as ice and snow and darkness come flying straight towards Heimdall. Ice clings to his body, freezing him, but still he moves forward. Loki starts to get worried.

Heimdall is nearly upon him. The Gatekeeper swings his massive sword at the prince. But the blade STOPS, frozen, just inches from Loki's throat. Loki breathes a sigh of relief and steps past him.

117 INT. HEIMDALL'S OBSERVATORY - DAY 117

Loki inserts Gungnir into the Observatory's control panel and opens the Bifrost. He gestures, and the veiled DESTROYER appears before him, a fiery glow rising within it. It turns its head toward its King.

## LOKI

Ensure my brother does not return.

118 INT. SMITH MOTORS - LAB - DAY 118

Jane, Thor, Darcy, and Selvig make a charming team, tidying up after breakfast -- washing, drying, and putting plates and utensils away.

The door opens.

## VOLSTAGG (O.S.)

Found you!

Thor, Jane, Selvig, and Darcy turn to see --

## SIF AND THE WARRIORS THREE

Staring baffled at the sight of the domestic Thor drying dishes in mortal clothing.

Jane drops a plate. It goes SHATTERING on the floor.

THOR

My friends!

Thor happily races over and greets his comrades.

Jane, Selvig, and Darcy watch the Asgardians from across the room. Jane looks concerned. Selvig and Darcy eye them with wonder.

SELVIG

I don't believe it...

DARCY

Who are they?

VOLSTAGG

Lady Sif and the Warriors Three.  
Surely you've heard tales of Hogun  
the Grim, Fandral the Dashing, and  
I, Volstagg the Svelte?

Selvig looks pointedly at Volstagg's massive gut.

VOLSTAGG (CONT'D)

Well, perhaps I've put on a little  
more muscle since I was here last.

JANE

That would have been a thousand  
years ago? Northern Europe?

VOLSTAGG

Exactly! Those lovely herring  
people. They worshipped us!

Thor grins, lays a hand on Volstagg's shoulder.

THOR

My friends, I've never been happier  
to see anyone. But you should not  
have come.

FANDRAL

We're here to take you home.

Jane reacts to the news of Thor leaving.

THOR

You know I can't. My father is  
dead because of me. I must remain  
in exile.

The other Asgardians exchange puzzled looks.

SIF

Thor... your father still lives.

Thor reacts to the revelation.

119

EXT. BIFROST LANDING SITE (EARTH) - DAY

119

A few SHIELD vehicles are parked by the Bifrost site. A few  
SHIELD agents stand nearby as SCIENTISTS take readings.  
Coulson kneels, examines the Bifrost Runes. He turns to an  
Agent.

COULSON

Get somebody from Linguistics out here.

Just then, they hear a RUMBLING overhead, as the Bifrost storm ROARS in the sky above.

Coulson and the SHIELD Agents scramble for cover, their vehicle windshields SHATTERING, as the Bifrost storm grows in strength. Finally, the hole in the sky overhead opens, and the funnel cloud EXPLODES out of it, touching down onto the desert floor.

Coulson and the Agents shelter their eyes from the maelstrom.

120 OMITTED MERGED WITH SCENE 119 120

121 INT. SMITH MOTORS - DAY 121

Thor and the others see the Bifrost storm forming in the distance.

DARCY

Was somebody else coming?

Just then, the Bifrost funnel EXPLODES down to the ground.

122 EXT. BIFROST LANDING SITE (EARTH) - DAY 122

From behind a jeep, Coulson and the SHIELD AGENTS stare at the Destroyer in awe. We don't see it, just its shadow as it moves towards them.

SHIELD AGENT

(re: Destroyer)

Is that one of Stark's?

COULSON

I don't think so. But the guy doesn't tell me anything.

Coulson grabs a megaphone, steps forward, calls out to the Destroyer.

COULSON (CONT'D)  
Hello! You're using unregistered  
weapons technology. Please  
identify yourself.

We hear the HUM of the Destroyer's fiery energy power up inside.

COULSON (CONT'D)  
Incoming!

As the SHIELD Agents scramble for cover, a blast of energy from the Destroyer EXPLODES a vehicle. SHIELD agents return fire.

123 EXT. SMITH MOTORS - DAY

123

Townspople fill the streets, staring at the fire fight in the distance. Thor and the Asgardians prepare for battle, as Thor turns to Jane.

THOR  
Leave this town now. Get yourself  
and your friends to safety.

JANE  
What about you?

THOR  
I must stay and fight.

The Asgardians look to Thor.

THOR (CONT'D)  
I'm still a warrior, and I will  
fight by your side.

VOLSTAGG  
You're but a mortal now. You'll  
get yourself killed!

FANDRAL  
Or one of us, trying to protect  
you.

SIF

The best thing you can do is get  
the mortals to safety and leave the  
battle to us.

Thor looks at the townsfolk around them, all oblivious to the  
oncoming threat.

THOR

(to Sif)

You're right.

Sif looks surprised. Thor turns to Jane, Selvig, and Darcy.

THOR (CONT'D)

Help me clear the streets. I'll  
let none of these people die this  
day.

Thor, Jane, Selvig, and Darcy start to herd the crowd of  
Townsfolk off the streets, as the Warriors Three and Sif head  
across town, towards the Destroyer.

125 INT. HEIMDALL'S OBSERVATORY - DAY 125

Laufey and two Frost Giants appear out of the Bifrost and step onto the platform. Loki is waiting for them. He pulls Gungnir from the Observatory's control panel. The giant apparatus slows to a stop.

LOKI

Father. Welcome to Asgard.

125A EXT. BIFROST LANDING SITE (EARTH) - DAY 125A

The site looks like the aftermath of a war zone. The smoldering wreckage of SHIELD vehicles lies strewn about.

126 EXT. MAIN STREET - DAY 126

Thor, Jane, and Selvig clear the streets, loading confused TOWNSFOLK into cars, moving others indoors.

127 EXT. MAIN STREET - EDGE OF TOWN - DAY 127

A dog makes it way down the street, barking at something in front of it. Then we see it --

THE DESTROYER

Strides down the street, a red, fiery energy glowing from within it.

It unleashes BLASTS as it goes, blowing up cars, setting storefronts aflame.

128 OMITTED 128

129 EXT. STREET

129

Sif and the Warriors Three head down the street towards the Destroyer.

SIF  
Keep him distracted.

She hurries off. The Warriors Three continue towards the behemoth.

FANDRAL  
What do you think? "The Svartalfheim Twist?" "Kiss of the Hag?" "Face Full of Boot?"

Volstagg grins eagerly.

VOLSTAGG  
"The Flying Mountain."

Hogun and Fandral groan.

FANDRAL  
Not "The Flying Mountain!" It threw out my back for a year last time!

VOLSTAGG  
Trust me, it'll work.

130 EXT. SMITH MOTORS - DAY

130

Thor looks anxiously back down the street, where the Warriors Three get into position before the Destroyer.

THOR  
(to Jane)  
My friends fight bravely, but they won't be able to hold it back much longer.

Darcy hurries out of the burning pet store carrying as many animals in cages as she can, then loads them into a truck.

DOWN THE STREET

Hogun and Fandral take off running towards the Destroyer, as Volstagg stands limbering up.

FANDRAL  
(to Volstagg)  
Come on!

Volstagg takes off running at full speed.

As he catches up to his comrades, Hogun and Fandral grab him on either side, and with all their Asgardian might, hurl the voluminous warrior into the air at the black metal behemoth.

VOLSTAGG  
For Asgaaaaard!!!

The Destroyer is unable to react quickly enough, as Volstagg SMASHES into the creature. It looks like it might actually work for a moment, but the Destroyer stays on its feet. It lifts Volstagg into the by the scruff of his neck. He shrugs apologetically.

The Destroyer savagely HURLS him at Hogun and Fandral, smashing into them, when --

SIF

Leaps off a nearby rooftop with her two-headed spear and plunges it deep into the back of the creature.

The creature stands there motionless, the fire dimming in its faceplate, Sif standing atop its back. The Asgardians have a brief moment of hope.

But the creature stirs with life, its fire igniting once again. Sif looks on with growing trepidation.

Slowly, unnaturally, the Destroyer spins its torso around 180 degrees to face its attackers.

The Destroyer unleashes a blast at Sif. She barely dives off of the behemoth in time, dodging the blast. The Destroyer rises again to its full height, pulling free from Sif's staff, the weapon slipping through the slats of its armor.

Sif and the Warriors Three try to regroup, when the Destroyer unleashes another blast, sending Sif and her comrades flying in all directions. Hogun's POUCH OF HEALING STONES breaks free, landing in the middle of the street.

131 EXT. SMITH MOTORS - DAY

131

Thor sees his friends lying injured on the ground, but has no time to act, as the Destroyer fires in his direction.

A storefront near Smith Motor EXPLODES, knocking Thor, Jane, and Selvig off their feet. Thor helps Jane to her feet, when they notice Selvig lying on his back amidst the debris, impaled by a twisted piece of iron.

JANE

Erik!

She and Thor hurry to his side. He's losing blood, going into shock.

SELVIG

(to Jane)

Go! Leave me!

Jane takes his hand as Thor spots Hogun's pouch of healing stones lying in the middle of the street. He makes a break for it, dodging through the flaming wreckage, then grabs the pouch and races back.

He opens the pouch to find the fragile stones crushed and useless. He pours the contents out in his hand.

THOR

Come on... give me one!

Amidst the useless powder, he finally finds one stone still intact. Thor tosses the pouch aside, holds the stone over the end of the iron rod.

JANE

What are you doing? What is that?

As the stone begins to glow, Thor crushes it.

Jane looks on, amazed, as the glowing powder falls upon the piece of iron, dissolving it, heading downwards, until it reaches Selvig's wound. The powder heals his wound completely.

Thor looks down the street, sees his wounded friends still lying there, as Selvig sits up in utter astonishment. He reaches through the hole in his shirt to touch his healed flesh.

SELVIG

(to Jane, re: Thor)

I'm really starting to like him.

Jane turns to Thor to find he's gone.

132

EXT. DOWN THE STREET

132

Thor reaches Sif, who lies dazed, battered, and bloodied on the ground. He pulls her behind a burning vehicle.

THOR

Go, while you can!

SIF

But the others...

THOR

You can't help them now. Your job is to survive.

She struggles to sit up.

SIF

No! I will die a warrior's death.  
Stories will be told of this day--

He gently takes her shield from her.

THOR

Live and tell those stories  
yourself.

At last, she nods. Thor spots Volstagg lying unconscious, with Hogun and Fandral lying nearby. Thor makes his way towards them.

Volstagg is barely breathing. Thor tries to pull him to safety, but it's no use. He won't budge. He rouses Hogun and Fandral.

THOR (CONT'D)

(re: Volstagg)  
Get him out of here!

FANDRAL

No. We can still fight!

THOR

But not win. Move Volstagg, or  
he'll die!

Thor looks at them, grins.

THOR (CONT'D)

Don't worry, my friends. I have a  
plan.

The two Warriors reluctantly grab their fallen friend and drag him away from the battlefield.

After they go, Thor turns to back to the Destroyer, then tosses Sif's shield aside.

He strides down the street towards the behemoth, completely defenseless.

THOR (CONT'D)

Brother... for whatever I have done  
to wrong you, whatever I have done  
to lead you to do this, I am sorry.  
But these people have done nothing  
to you. They are innocents.

He continues towards the Destroyer.

THOR (CONT'D)

Take my life, and know I will never  
return to Asgard.

Thor reaches the Destroyer, extends his arms.

The Destroyer hesitates, sizing up the defenseless Thor, then swats him with its enormous arm. We hear the sickening CRACK of breaking bones as Thor goes flying.

Thor lands in a crumpled, broken heap in front of Smith Motors, before Jane, Selvig, and Darcy.

The wounded Asgardians watch helplessly from down the street, a look of horror on their faces. Jane tries to rush out to Thor's aid, but Selvig holds her back.

SELVIG

Jane, no!

He pulls her into Smith Motors. A RAVEN flies overhead, watching the scene --

133 INT. ODIN'S CHAMBERS - SAME TIME

133

Odin lies in the Odinsleep.

A single tear rolls down the Allfather's cheek.

134 EXT. SMITH MOTORS - DAY 134

Thor's eyes close, his last breath leaving his lips. The Destroyer stands over Thor's body, lowers its head towards him. It opens its faceplate, locks it in place, readying to unleash its fiery blast.

135 EXT. SHIELD DESERT BASE 135

Inside the crater, the RUNES of the side of Mjolnir reappear, burning bright. Electricity starts to CRACKLE on the hammer's surface. SCIENTISTS beside it take notice as it vibrates, and a RUMBLE comes from overhead. They look up. Clouds form in the sky above.

Just then, with a CRACK and flash of lightning, Mjolnir flies straight up into the air like a rocket.

136 EXT. MAIN STREET 136

The Destroyer unleashes its blast at Thor's body, when --

KRAKAKABOOM!

A blinding BOLT OF LIGHTNING strikes down from above, colliding with the Destroyer's blast. The explosion is massive. The Destroyer is hurled backwards, a cloud of dust enveloping the street. As the smoke clears we see --

JANE

Oh. My. God.

THE MIGHTY THOR

Clad in his full battle armor, holding Mjolnir in his hand -- the God of Thunder once more. Thor kneels, brings Mjolnir down onto the ground.

KRAKABOOM!

Lightning strikes the Destroyer. It convulses. Thor swings Mjolnir around, takes off straight up into the air, as the Destroyer gets back on its feet and looks up at the Thunder God. Storm clouds gather around Thor as he summons gale force winds.

Debris from the battle begins to rise up into the sky. The Destroyer stays there, kept grounded by its massive weight.

It lifts its head up at the Thunder God, opens its faceplate, locks it in place, unleashes its blast. Thor dives downwards straight at it, with Mjolnir before him.

Mjolnir collides with the Destroyer's fiery energy blast, overpowering it, pushing it back, forcing it downwards at the Destroyer.

Thor jams his hammer deep into the Destroyer's faceplate. The fiery energy within the creature builds up and EXPLODES within him, firing out of all his openings.

Thor smashes the Destroyer to the ground in a tremendous heap, the fiery energy within it extinguished forever.

Thor pulls Mjolnir from its faceplate, walks away from its lifeless carcass. As he does, the other objects and debris pulled into the air by the gale winds drop down from the skies, around the Destroyer, burying it.

Jane and Thor's comrades, now roused, stand to join him.

A battered Coulson approaches with several SHIELD AGENTS.

COULSON

Donald... I don't think you've been completely honest with me.

137

EXT. BIFROST LANDING SITE (EARTH) - DAY

137

Thor, Jane, Darcy, Selvig and the other Asgardians stand in the desert with Thor, Coulson, and several SHIELD AGENTS.

Darcy turns to Volstagg.

DARCY

So, how can you speak our language?

VOLSTAGG

Your language? Ha! Silly girl, you're speaking ours.

Thor calls up to the sky.

THOR

Heimdall! Open the Bifrost!

138

EXT. RAINBOW BRIDGE - DAY

138

Heimdall stands frozen.

139 EXT. BIFROST LANDING SITE (EARTH) - DAY 139

Thor looks to the others with concern.

THOR

He would open it if he could. I  
fear the worst.

VOLSTAGG

Then we're trapped here forever.

FANDRAL

Then I suppose we'd best start  
settling into our new lives.

He looks to Darcy, turns on the charm.

FANDRAL (CONT'D)

Are all earth maidens as fair as  
you?

Darcy enjoys the attention.

DARCY

No.

Thor shouts back up to the sky.

THOR

Heimdall!

140 EXT. RAINBOW BRIDGE - DAY 140

From inside the ice, Heimdall hears Thor calling to him. Knowing that the fate of Asgard depends on him, he musters all his strength. The ice around him begins to CRACK. With a tremendous effort, Heimdall SHATTERS free from the ice. Weakened, near death, he drags himself inside the Observatory.

141 EXT. BIFROST LANDING SITE (EARTH) - DAY 141

The Asgardians begin to lose hope. Volstagg eyes a SHIELD Agent's machine gun.

VOLSTAGG

Primitive. Good enough for hunting  
small game, I suppose.

Suddenly, the Bifrost EXPLODES down from the sky. Thor grins. The mortals look on, amazed. Fandral turns to Darcy.

FANDRAL

Sorry, my love. These things  
happen.

He joins the other Asgardians at their side. Thor turns to Coulson.

THOR

Know this, son of Coul. You and I, we fight for the same cause -- the protection of this world. From this day forward, count me as your ally.

(then)

If you return the items you have stolen from Jane Foster.

COULSON

Not stolen. Borrowed.

Jane shoots him a look. Coulson quickly continues.

COULSON (CONT'D)

You'll get your equipment back. You're going to need it to continue your research... which, after today's events, SHIELD would like to fully sponsor. If that's all right with you.

Thor takes Jane's hand, kisses it tenderly. She looks at him, her eyes filled with the fear that she may never see him again.

THOR

Whatever fate lies before me, you are part of it.

He takes her in his arms, kisses her passionately. Thor and the Asgardians leap into the Bifrost.

142

INT. HEIMDALL'S OBSERVATORY - DAY

142

The Asgardians emerge from the Bifrost to find Heimdall slumped over his controls.

THOR

(to the others)

Get him to the healing room! Leave my brother to me.

Thor bolts out the door.

143 INT. ODIN'S CHAMBERS - DAY 143

Odin lies in the Odinsleep, Frigga at his bedside. She hears the SHOUTS of Guards outside, the sound of a battle. Frigga grabs a sword.

A Frost Giant bursts in. She swings the sword around hard, cleaving into his shoulder. He swats her aside angrily. Laufey and the Brute Frost Giant enter.

Laufey looks at Odin lying helpless on the bed.

144 EXT. RAINBOW BRIDGE - DAY 144

Thor rides the winds over the Bridge, speeding towards the palace.

145 INT. ODIN'S CHAMBERS - DAY 145

The Jotun king stands over the unconscious Odin, relishing the moment.

He forms an ICE BLADE.

146 EXT. ODIN'S PALACE - DAY 146

Thor races through the entrance to the palace.

147 INT. ODIN'S CHAMBERS - DAY 147

Laufey stands before the sleeping Odin.

LAUFEY

It's said you can still see and hear what transpires around you, even in this state. I hope it's true, so that you may know your death came by the hand of Laufey.

He raises his blade above Odin's body, when --

A BLAST OF ENERGY

Hits him from behind. As the Jotun king falls to the ground, we see it is not Thor standing behind him, but Loki, holding Gungnir.

LOKI

And your death came by the son of Odin.

Laufey dies as the other two shocked Frost Giants move for Loki. He fires Gungnir at one, blasting him against a wall, taking him out.

The Brute is nearly upon him, when the Jotun stops suddenly, his eyes going wide. The Brute falls to the ground, revealing --

FRIGGA

Standing behind him -- the sword stuck in his back. She looks to Loki, takes him in her arms.

LOKI (CONT'D)

I swear to you, mother, they will pay for what they've done today. I will end the Jotun threat, now and forever!

He looks to Odin.

LOKI (CONT'D)

And I will make you proud.

Loki savors the moment, but it's short-lived, as Thor bursts in. He's thrown by the scene before him -- Odin safe, Laufey and two Jotuns dead, Frigga regarding Loki with pride and respect. Stunned and delighted to see Thor, Frigga beams.

FRIGGA

Thor!

She moves to Thor and hugs him, but Thor's eyes remain fixed on his brother. Loki looks at Mjolnir in his brother's hand.

LOKI

Found its way back to you, did it?

THOR

No thanks to you.

Frigga picks up on the tension building between her sons.

FRIGGA

What?

THOR

Why don't you tell her? How you sent the Destroyer to kill our friends? To kill me?

Frigga looks to Loki, alarmed and confused.

LOKI

It must have been enforcing Father's last command.

THOR

You're a talented liar, brother.  
Always have been.

LOKI

(smiles)  
It's good to have you back.  
(dead serious)  
Now, if you'll excuse me, I need to  
destroy Jotunheim.

Loki suddenly raises Gungnir, FIRES it point-blank at Thor.  
Thor goes flying backwards, SMASHING through the chamber  
walls, into...

148 INT. ODIN'S PALACE - CORRIDOR 148

Thor flies from the blast through ANOTHER wall on the  
opposite side of the corridor, to...

149 EXT. PALACE GROUNDS - DAY 149

Thor plummets from the palace and CRASHES into the reflecting  
pools below.

150 EXT. HEIMDALL'S OBSERVATORY - DAY 150

Loki speeds on horseback down the Rainbow Bridge, then  
quickly dismounts and enters the Observatory.

151 INT. HEIMDALL'S OBSERVATORY - DAY 151

Loki operates the Observatory's controls. The massive turret  
spins, points.

152 EXT. PALACE GROUNDS - DAY 152

Thor awakens to the sound of the Bifrost. He stands, sees  
the Observatory firing the Bifrost energy into space. He  
looks to where the Bifrost is aimed.

THOR

Jotunheim...

153 EXT. RAINBOW BRIDGE - DAY 153

Thor soars on the winds above the Rainbow Bridge, the Bifrost  
energy roaring through Bridge, feeding into the Observatory.  
He lands before the Observatory's huge doorway.

154 INT. HEIMDALL'S OBSERVATORY 154

Thor enters, shields his eyes from the brilliant light of the  
Bifrost energy blasting towards Jotunheim.

He looks over to the controls, sees that they're frozen in an enormous block of ice. Loki stands atop it.

LOKI

All these years, and no one's ever  
dared to use it as a weapon.

Thor hurries to the ice, raises his hammer to SMASH through it to get to the controls frozen within. Before he can, Loki fires Gungnir. The blast hits the ice in front of Thor, blasting him back across the floor. Loki steps down from the ice as Thor staggers to his feet.

LOKI (CONT'D)

You can't stop it. The Bifrost will build until it rips Jotunheim apart.

THOR

Why have you done this?

LOKI

To do what Father never could. To destroy their kind forever. When he awakens, he'll see the wisdom of what I've done.

THOR

He won't! You can't kill an entire race!

LOKI

What is this newfound love for the Frost Giants? You, who would have killed them all with your bare hands.

THOR

I've changed.

LOKI

So have I.

Loki hits Thor across the face with Gungnir.

LOKI (CONT'D)

Fight me.

He swings Gungnir at Thor again. Thor catches it in his hand, rears back his hammer as if ready to return the blow, but instead takes to the air and flies past Loki, back towards the frozen controls.

Loki spins around, aims Gungnir, and fires a blast which immobilizes Thor in the air. He hangs there, suspended.

THOR

Is the throne really worth what you've done? What you would become?

LOKI

I never wanted the throne. I only wanted to be your equal. Now fight me!

With a gesture of Gungnir, he flings Thor to the ground.  
Thor rises to his feet, turns to Loki.

THOR

I will not fight you, brother.

LOKI

I am not your brother. I never  
was.

THOR

Loki, this is madness...

Loki grins.

LOKI

Is it?

He FIRES Gungnir at Thor. Thor dodges the blast, rolls to  
his feet.

LOKI (CONT'D)

What happened to you on earth that  
turned you so soft? Don't tell me  
it was a woman.

Thor doesn't answer. Loki laughs, realizing he's right.

LOKI (CONT'D)

It was. Perhaps when we're  
finished here I'll pay her a little  
visit myself.

That did it. Loki and Thor rush at each other. They and  
their weapons collide.

The two battle -- Loki unleashing years of pent-up rage and  
jealousy, Thor having no choice but to defend himself.

155 EXT. JOTUNHEIM - DAY

155

It's mayhem. The growing Bifrost TEARS through the ice of  
the planet like a destructive wave, breaking it apart.  
JOTUNS go running in terror, others fall through the breaking  
ice.

156 EXT. BIFROST LANDING SITE (EARTH)

156

Jane, Selvig, Darcy, and Coulson look up with concern at the  
hole in the sky, where excess Bifrost energy builds up around  
it.

SELVIG

Jane?

JANE

Something's wrong.

157 INT. HEIMDALL'S OBSERVATORY

157

Thor and Loki battle savagely. Loki fires Gungnir, sending Thor sliding across the floor and knocking Mjolnir from his hand.

The hammer flies into the Bifrost towards Jotunheim.

Thor raises his hand towards his hammer, tries to summon it back to him, to keep it in this Realm, but the Bifrost is too powerful.

Mjolnir disappears into the maelstrom as Thor himself slides towards the Bifrost.

LOKI

If you care so much for the Jotuns,  
then die with them.

The Bifrost stretches every cell of Thor's body, trying to drag him away. He's nearly swallowed by the vortex, when he concentrates, mustering his will. He reaches out his hand towards the Bifrost.

MJOLNIR flies back through the maelstrom, into Thor's hand. The hammer pulls him free. Loki tries to fire off another blast at him, but Thor takes to the air, speeds towards his brother.

158 EXT. HEIMDALL'S OBSERVATORY

158

Thor and Loki come CRASHING through the Observatory dome and land hard, rolling across the Rainbow Bridge. As Thor gets to his feet, he sees Loki dangling off the Bridge's edge.

LOKI

Thor! Help me!

Thor steps over to the side of the Bridge, sees Loki looking up at him desperately.

LOKI (CONT'D)

Please...

Loki's fingers start to slip. Thor reaches down to grab his brother's wrist, but his hand passes through Loki's. Just then, the REAL LOKI materializes behind him. Thor whirls around as Loki STABS him in the chest with Gungnir.

Loki lifts Thor into the air, impaled on the spear, and hurls him across the bridge.

Thor, bleeding, rises to his knees. Loki strides up behind him to finish him off, when Thor swing his hammer around.

It passes through him. Instantly, another Loki appears next to him, Thor swings his hammer, but that too is an illusion. Loki after Loki appears, Thor futilely swinging at each one, never making contact. Thor falls back to his knees. The Lokis grin as their raises their spears, encircling him.

LOKIS

I was always more clever than you.

THOR

Yet still not clever enough.

With that, Thor raises his hammer, rising into the air, summoning lightning. A massive bolt strikes Mjolnir, then channels outwards, splitting up, striking each one of the Lokis.

All of them dissipate into nothingness, save one -- the real Loki -- who's sent flying back across the Bridge, Gungnir knocked from his grasp.

Thor steps over to his fallen brother, lying dazed on his back. Loki winces, prepares for the worst, when Thor steps away.

Loki opens his eyes, tries to stand, but can't. He looks confused, then sees what the problem is -- Mjolnir rests atop his chest. Struggle as he may, Loki can't lift it off. He's pinned to the ground.

Thor looks about him desperately -- at the Bifrost firing towards Jotunheim, gaining in strength, at the surge of energy moving through the Bridge. He's at a loss of what to do.

Loki watches him smugly.

LOKI

Look at you, the Mighty Thor.  
With all your strength, what good  
does it do you now?

Thor knows Loki's right. He's powerless to stop what's happening. He looks down at the Bridge beneath his feet, VIBRATING from the force and speed of the Bifrost energy feeding into the Observatory. Then he gets an idea.

He realizes what he must do -- and what he must sacrifice.

Thor extends his hand towards Loki, summoning Mjolnir. The hammer goes flying to his grasp. Loki looks confused.

Thor raises Mjolnir in the air. Clouds form above him, thunder RUMBLING. Lightning arcs off of his hammer, as he channels the power of the storm into it, then --

He strikes Mjolnir down upon the Rainbow Bridge. The blow is massive, causing a rumbling along the whole bridge, shaking the Observatory itself like an earthquake. A crack appears where the blow struck. Loki rises to his feet.

LOKI (CONT'D)

Stop! What are you doing?!

Thor lifts the hammer again, brings it down harder. BOOM! The crack grows bigger. The Bifrost energy starts to stream out from it. Loki thinks fast.

LOKI (CONT'D)

If you destroy the Bridge, you'll never see her again!

Loki grabs Gungnir, runs towards him, ready to pierce Thor through the back.

THOR

Forgive me.

Summoning every bit of strength he has left, Thor raises Mjolnir one last time, drawing lightning to it from all sides, and brings it down with a final, terrible blow --

KRAKABOOM! The Bifrost SHATTERS, rainbow energy EXPLODING out of it.

Both Loki and Thor are hurled into the air by the force of the blast. A wave of destruction moves forward along the Bridge towards the Observatory, breaking it apart as it goes. The Observatory RIPS ITSELF APART.

As Loki and Thor fall together, Thor grabs hold of one end of Gungnir, while Loki still clutches the other. They both fall towards the MASSIVE WAVE of Bifrost energy which spews out from the broken Bridge.

They're an instant from being blasted by the destructive force of the energy, carried away by the current, pulverized by the debris, when --

A POWERFUL HAND

Catches Thor's leg. Thor dangles there, holding onto Gungnir as Loki hangs onto the other end. Loki looks up, shocked to see --

ODIN ALLFATHER

Standing on the edge of the broken Bridge, awakened from the Odinsleep, restored to his full strength.

Loki searches his father's face, looking for some kind of approval, some kind of redemption, but all he sees is disappointment and regret.

Loki lets go.

THOR (CONT'D)

No!

But it's too late. Odin and Thor can only watch as Loki falls into the rushing torrent of Bifrost energy. It carries him away, along with the debris of the Bridge and the Observatory, disappearing out of sight.

Odin pulls Thor up onto the Bridge. Drained, Thor falls back into his father's arms.

ODIN

It is over.

159 BIFROST LANDING SITE (EARTH) - DAY

159

The Bifrost energy explodes in the sky like fireworks firing in all directions.

Jane, Selvig, Darcy, and Coulson stand watching in amazement. Jane looks back up at the sky, distraught. She knows the significance of what's just happened.

JANE

It's gone.

160 INT. ODIN'S PALACE - BANQUET HALL - NIGHT

160

A FEAST is in progress as Thor, Sif, and the Warriors Three sit amongst the gathered Asgardians. Hogun sits between Fandral and Volstagg, who is in the middle of recounting their battle with the Destroyer.

VOLSTAGG

...and then, with a mighty bellow,  
I flew at the great metal beast and  
laid it low...

FANDRAL

Is that another way of saying you  
fell on your huge a--

VOLSTAGG

As a matter of fact, falling down  
was a tactic. Lulling the  
Destroyer into a false sense of  
security!

FANDRAL

Well, I was the one who had to drag  
your enormous carcass off the  
battlefield. That makes me the  
real hero. Doesn't it, Hogun?

Hogun points to Volstagg.

HOGUN

Big stomach.  
(points to Fandral)  
Big mouth.

The other gathered Asgardians laugh. Volstagg and Fandral  
look to Hogun. The grim warrior gives just a trace of a  
smile.

FANDRAL

Well, how about that? A smile!  
I'd say that calls for another  
drink!

They laugh and raise another round.

Frigga sits nearby, lost in thought, her face betraying the  
sadness she struggles to conceal. Sif notices, approaches  
Frigga, bows her head.

SIF

My Queen. I am so sorry for your  
loss.

Frigga takes Sif's hand appreciatively.

FRIGGA

Thank you, Sif.

She looks to Thor, who's unable to enjoy the merriment around  
him.

FRIGGA (CONT'D)

How is he?

SIF

He mourns for his brother. And he misses her. The mortal.

Frigga sees the trace of regret in Sif's face as she looks at Thor with new feelings. He rises and leaves the hall.

FRIGGA

He will need his friends now more than ever.

SIF

I will always be at his side.

Frigga understands, puts her arm around Sif gratefully.

161

EXT. PALACE BALCONY - NIGHT

161

Thor stands alone on the balcony, lost in thought. Odin walks up behind him.

ODIN

You'll be a wise King.

THOR

There will never be a wiser king than you. Or a better father.

(then)

I have much to learn. I know that now. But some day, perhaps, I will make you proud.

ODIN

You've already made me proud.

Odin leaves, Thor consoled by his words.

162

EXT. RAINBOW BRIDGE - NIGHT

162

Out of the broken, jagged Rainbow Bridge flows the Bifrost energy, drifting off into space.

Thor walks out to its edge, where Heimdall stands watch. Thor stares out at the stellar void.

THOR

Can you see her?

Heimdall turns, gazes out towards Earth.

HEIMDALL

Yes.

THOR

How is she?

163

EXT. SMITH MOTORS - LAB - NIGHT

163

Through the window into Jane's lab, we see an enlarged ILLUSTRATION from her notebook pinned to a board. As we pull away, we see a computer terminal displaying a program clearly inspired by the illustration. We pull further back to see that the lab has been transformed into a well-funded research facility, abuzz with activity.

SHIELD SCIENTISTS and AGENTS work with impressive, state-of-the-art equipment.

Selvig orchestrates the process, giving instructions to the SCIENTISTS. We continue to track right outside the glass windows and rise up to find Jane sitting at the front of the roof, working at a small, improvised workstation, notebook at hand, as always. She sets up an impressive, HIGH-TECH DEVICE before her, which bears the "STARK INDUSTRIES" logo.

From behind, Darcy approaches, hands her a flash drive.

DARCY

Here you go.

JANE

Thanks.

Jane inserts the flash drive into the device.

DARCY

He would have come back if he could.

JANE

I know. But if he can't get here on his own...

Jane hits a switch on the device. Suddenly, a 3-D HOLOGRAPHIC PROJECTION bursts to life over the device, bathing the two women in its glow. We recognize what it is -- YGGDRASIL, in all its beauty.

JANE (CONT'D)

...maybe we can help him find his  
way back.

164

OMITTED COMBINED WITH SCENE 163 ABOVE

164

FADE OUT:

THE END