



LOKI

By: Debbie Roche



Loki of Asgard

Set in "The Marvel Cinematic Universe"

By: Debbie Roche

Story opens before the events of "Thor"
and continues through all events in the MCU up to CAPTAIN
AMERICA: CIVIL WAR.

Draft: Aug 2014
Revised: Dec 2014
Revised: March 2015
Revised: June 2015
Revised: Aug 2015
Revised: Dec 2015
Revised: March 2016
Revised: June 2016
Revised: April 2017
Revised: 2024

desariella@gmail.com

NOTES

BREAKDOWN

This story is divided into Chapters.

- 1 → Prior to THOR
- 2 → During THOR (includes scenes from THOR)
- 3 → After THOR and during THE AVENGERS (includes scenes from AVENGERS)
- 4 → After THE AVENGERS and during THOR: THE DARK WORLD (includes scenes from DARK WORLD)
- 5 → Opens after THOR: THE DARK WORLD, ends shortly after CAPTAIN AMERICA: CIVIL WAR
- 6 → The Final Chapter

TIMELINE

- Chapter 1 → 977 to 2005 --> This may expand at some point to 2011
- Chapter 2 → May 31st 2011 to June 3rd 2011
- Chapter 3 → June 5th 2011 to May 5th 2012
- Chapter 4 → May 5th 2012 to Nov 16th 2013 --> This may expand at some point to 2014
- Chapter 5 → Feb 13th 2014 to August 15^h 2016
- Chapter 6 → 965 to 2011

Chapter 1

This chapter contains two scenes from THOR.

- Scene 13: This scene was deleted from movie, and replaced with the monologue by Odin over the battle of 965 AD that continued into a scene in the Weapons Vault with Odin telling the story to Young Thor and Young Loki.
- Scene xx: This scene is in the movie in an altered version. It did not appear in the script version I was using. Which is why it doesn't have a number. The version of the script I found had scene 13 above instead. [Note: In the movie the scene starts as a monologue over the battle of 965 AD, then moves to Odin defeating Laufey on Jotunheim, then pans through the universe, then pans through Asgard. The monolog ends with Odin, Young Thor, and Young Loki in the weapons vault and plays out as I have indicated.]

Chapter 2

This chapter contains some of the scenes from THOR. The scenes are taken from a version of the script I found online. Some of the scenes were deleted from the movie. Some are alternate or extended versions of the scene from the movie. The scene numbers are scene number in the version of the script. I found.

- TD --> Deleted
- TE --> Extended version of scene
- TA --> Alternate version of scene
- TS --> As seen in movie

Chapter 3

This chapter contains...

- "The Avengers" → Scenes from movie plus some deleted scenes. Scenes are labelled as A1 to A37.
- "Thor: Dark World Prelude comic" → Scenes are labelled as P1 to P7.

Chapter 4

This chapter contains...

- “Thor: Dark World Prelude Comic” → Scenes are labelled as P8 to P10.
- “Thor: The Dark World” → Scenes from movie (labelled DW-1 to DW-25) plus some deleted scenes from movie (labelled DW-D1 to DW-D4.)

HOW DO I PRONOUNCE THAT?

- MJOLNIR – me-ole-nir
- SLEIPNIR – slayp-neer
- JORMUNGAND – your-mun-gand
- FENRIR – fin-reer
- FRIGGA – frey-ga
- EINHERJAR – eyen-her-yar
- SVADILFARI – svad-il-fari
- DESYLVIA – des-el-va
- JOTUN – yo-ton
- YGGDRASIL – ig-druh-sill
- JOTUNHEIM – yo-ton-highm
- SVARTALFHEIM – svart-alf-highm
- MUSPELHEIM – moo-spell-highm
- NIFLHEIM – nif-el-highm
- NIDAVELIR – nid-av-el-ir
- VANAHEIM – van-a-highm
- ALFHEIM – alf-highm

THE NINE REALMS

- Asgard - Home of the Aesir
- Midgard - Earth
- Muspelheim - World of Fire
- Niflheim – World of Fog (According to some, Hel is located here)
- Jotunheim - Home of the Jotun (aka Frost Giants)
- Vanaheim - Home of the Vanier (Hogun’s homeworld)
- Alfheim -
- Nidavelir - Home of the Dwarves
- Svartalfheim - Home of the Dark Elves (aka “The Dark World”)

Asgard

A small planetary body that serves as home to the Asgardians, a race of beings recognized on Earth by humans as the deities of their Norse mythology, such as Thor, and their ruler, Odin. It exists in another dimensional plane and is about the size of a small state. It is not round like the Earth, does not spin on its axis, and does not revolve around a star. It is a flat, asteroid-like mass that has a top surface with a gravitational pull, similar to that of the Earth, in order to keep the citizens and their cities from floating into the void. The matter on Asgard is also denser and more durable than the matter on Earth. There is an unknown force that keeps the surfaces of Asgard from eroding and from allowing its bodies of water from drifting off into space. Asgard has unknown intervals of day and night; it is unclear as to whether it uses a sun as a source of light. It likely has seasons of some sort and varied weather conditions such as a light snow. There are natural nexus portals that exist on Asgard, due to deposits of the wormhole-sensitive crystal-like material used in the construction of the Rainbow Bridge, and these portals are in direct contact with the roots of Yggdrasil, the tree-like cosmic grid that connects the Nine Realms.

Vanaheim

Seen to be densely wooded with little evidence of heavy-industrialization of space-faring races.

Jotunheim (Home of the Frost Giants)

The planet is seen to be deteriorating from the lack of ice magic that comes from the Casket of Ancient Winters. It was ruled by Laufey.

Svartalfheim (Home to the Dark Elves)

The Asgardians and other inhabitants of the Nine Realms refer to it as the "Dark World," while the Dark Elves themselves call it "Harudheen"[1]. Located in a star system that is almost completely corroded with dark matter, both Svartalfheim and the Dark Elves inhabiting it have developed under a more diverse table of elements. The only source of visible light for the world is a star-like mass that resembles a black hole.

Nidavellir (Home of the Dwarves)

One of their main activities is to serve as blacksmiths. As such, Nidavellir presents some of the best forges in the Nine Realms. It was here where they created the hammer Mjøl̃nir.

OTHER WORLDS

- Hel - Land of the dead - ruled by Loki's daughter Hela – All non-warriors go here when they die
- Valhalla – Warriors go here when they die
- Nornheim – Home of the Norn.
- Sanctuary – Where Thanos lives
- Knowhere – Where Taneleer "The Collector" Tivan lives
- Kree Empire
- Xandar
- Morag – Where the POWER STONE is found

ORGANIZATIONS

- S.H.I.E.L.D -- (Strategic Homeland Intervention Enforcement Logistics Division): Location: Earth, Founded by: Howard Stark.
- Nova Corp – Location: Xandar

THE INFINITY STONES

- Space Stone – Currently inside the Tesseract on Asgard
- Mind Stone – Currently in Vision's forehead
- Reality Stone – Also known as the Aether. Last seen on Knowhere in the care of "The Collector"
- Power Stone – Currently inside an Orb in a safe belonging to the Nova Corps.
- Soul Stone – whereabouts unknown
- Time Stone – Currently on a pedestal in the Library in Kamar-Taj.

Chapter 1

Before the events of "Thor"

(Earth Time: 977 AD to 2005 AD)

1 TD-13 EXT: SPACE

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

HEIMDALL (VO)

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 (VO)(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 (VO) (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 (VO) (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.

(CONTINUED)

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 (VO) (cont'd)

He came... from Asgard!

CONTINUE TO:

977 AD

2 EXT: ASGARD

Beautiful beyond imagination. We fly over the magnificent landscape of the Realm, through the gleaming capital city, modern yet timeless. The palace rises countless stories tall, gleaming with an otherworldly majesty, towering high above the Realm sprawled out before it.

THE CAMERA ZOOMS INTO THE PALACE.

CONTINUE TO:

3 INT: PALACE

THE CAMERA ZOOMS THROUGH THE PALACE AND STOPS IN A HALLWAY.

CONTINUE TO:

4 INT: HALLWAY - PALACE

Two girls (DESYLVA and SIRI) are watching YOUNG THOR and YOUNG LOKI. DESYLVA is wearing a pair of dark green leather gauntlets on her arms. The gauntlets go from her wrist to almost her elbow.

(Note: She will be wearing these gauntlets in every scene unless it is stated that she is not.)

THE CAMERA IS POSITIONED BEHIND THE GIRLS.

SIRI

Stop staring. They'll catch us.

DESYLVA

No, they won't.

(CONTINUED)

SIRI

If they do, it won't matter who your father is.

DESYLVA

I've been watching them for 7 years. They haven't noticed yet.

SIRI

You sure?

DESYLVA ignores SIRI's question. She returns to staring at YOUNG LOKI.

SIRI (cont'd)

You have access to the palace only because of your father.

(beat)

Does he know you follow the prince around?

DESYLVA ignores SIRI. She whispers, softly, more to herself than to SIRI.

DESYLVA

One day.

SIRI

One day what?

DESYLVA

He will be mine.

SIRI looks at DESYLVA.

SIRI

Are you crazy? He's a prince! You'd never stand a chance.

DESYLVA

You'll see. I shall be at his side.

SIRI

Never happen Des. There's a long line in front of you. And most of them actually stand a chance.

YOUNG SIF joins the boys. SIRI looks at YOUNG SIF.

SIRI (cont'd)
Starting with her.

DESYLVA
Who? Sif?

SIRI
It's no secret she...

DESYLVA
She has eyes on Thor. I do not.

SIRI looks at DESYLVA.

SIRI
Wait. What?

DESYLVA says her line without looking at SIRI. She continues staring at YOUNG LOKI.

DESYLVA
It is not Thor I desire.

SIRI raises an eyebrow. DESYLVA continues.

DESYLVA (cont'd)
I want Loki.

SIRI
Loki?

DESYLVA
Yes. And I WILL be with him.

SIRI can't believe DESYLVA actually wants Loki. She's always thought Loki was a bit strange. Thor on the other hand.

SIRI
Loki? Really?

DESYLVA
Maybe not today or tomorrow, but one day.

SIRI

Does your father know you want Loki?
Somehow, I don't think he'd approve. I
mean Loki is...

DESYLVA looks at her.

DESYLVA

I've seen it. One day Loki will be
King. And I will be at his side.

SIRI looks at DESYLVA in disbelief.

SIRI

Loki? King? Never going to happen. If
Odin ever steps down, Thor will be
King.

DESYLVA looks back at YOUNG LOKI.

DESYLVA

Just wait and see.

An EINHERJAR guard approaches YOUNG THOR and YOUNG LOKI and
says something to them. They all walk off.

DESYLVA is about to follow. SIRI grabs her arm and looks at
her.

SIRI

I don't think you'll be able to follow
them where they're going.

DESYLVA

What makes you say that?

SIRI

(raise eyebrow)
That was an Einherjar Guard. One of
Odin's personal...

DESYLVA

I know that. I have followed him before
when he's been with an Einherjar
Guard.

SIRI gives her a look. DESYLVA heads after YOUNG LOKI. SIRI shakes her head and follows DESYLVA.

JUMP TO:

5 TS-XX INT: HALLWAY OUTSIDE OF WEAPON'S VAULT

ODIN, YOUNG THOR, and YOUNG LOKI walk down the hallway. Two guards follow them. ODIN is telling them the story of the Battle of Tonsberg, Norway -- 965 AD.

CAMERA IS POSITIONED IN FRONT OF THEM AS THEY WALK DOWN THE HALL.

YOUNG THOR is holding ODIN's right hand, and YOUNG LOKI is holding ODIN's left hand. YOUNG THOR and YOUNG LOKI are intently listening to ODIN's story.

ODIN

Once, mankind accepted a simple truth,
that they were not alone in this
universe.

(beat)

Some worlds man believed to be home to
their Gods. Others, they knew to fear.

(beat)

From the realm of cold and darkness
came the Frost Giants, threatening to
plunge the mortal world into a new ice
age.

(beat)

But humanity would not face this
threat alone.

(beat)

Our armies drove the Frost Giants back
into the heart of their own world.

(beat)

The cost was great. In the end, their
king fell. And the source of their
power was taken from them.

They reach the door to the weapons vault. The guards open the doors. ODIN, YOUNG THOR, and YOUNG LOKI enter. The guards close the doors and stay outside.

CONTINUE TO:

(CONTINUED)

6 TS-XX INT: WEAPON'S VAULT

CAMERA IS AT THE BASE OF THE STAIRS.

ODIN, YOUNG THOR, and YOUNG LOKI descend the stairs. While ODIN speaks, they head to the item at the end of the hall, The Casket of Ancient Winters which sits upon a pedestal.

CAMERA MOVES BEHIND THEM AND FOLLOWS THEM DOWN THE HALL.

ODIN

With the last great war ended, we withdrew from the other worlds and returned home to the realm eternal, Asgard.

(beat)

Here we remain as a beacon of hope, shining out across the stars. And though we have fallen into man's myths and legends, it was Asgard and its warriors that brought peace to the universe.

They reach the end of the hall.

CAMERA POSITIONS ITSELF BEHIND THE CASKET LOOKING AT ODIN, YOUNG THOR, AND YOUNG LOKI.

ODIN stops. So do the boys. ODIN lets go of their hands.

ODIN (cont'd)

But the day will come...

ODIN steps in front of the boys and turns to look at them.

THE CASKET IS NOW DIRECTLY BEHIND HIM AND THE CAMERA IS IN FRONT OF HIM.

ODIN (cont'd)

...when one of you will have to defend that peace.

CAMERA FOCUSES ON YOUNG LOKI.

YOUNG LOKI

Do the Frost Giants still live?

(CONTINUED)

CAMERA PANS TO SHOW YOUNG THOR AT YOUNG LOKI'S SIDE. TO YOUNG LOKI'S LEFT, CAN BE SEEN MJOLNIR RESTING ON A PEDESTAL OF ITS OWN.

YOUNG THOR

When I'm king, I'll hunt the monsters down and slay them all. Just as you did, Father.

CAMERA FOCUSES ON ODIN.

ODIN

A wise king never seeks out war. But...

ODIN looks at YOUNG LOKI, then at YOUNG THOR.

ODIN (cont'd)

...he must always be ready for it.

ODIN walks forward, passing the boys. The boys look at each other for a moment, then run after their father.

CAMERA PANS TO THE SIDE AND FOCUSES ON MJOLNIR, SITTING, WAITING, ON ITS PEDESTAL. AFTER A FEW MOMENTS THE CAMERA RETURNS TO ODIN, POSITIONING ITSELF IN FRONT OF HIM.

The boys reach ODIN. YOUNG THOR grabs ODIN's left hand and YOUNG LOKI grabs ODIN's right hand.

YOUNG THOR

(confident)

I'm ready father.

YOUNG LOKI

(confident)

So am I.

ODIN

Only one of you can ascend to the throne. But both of you were born to be kings.

As they continue towards the exit, YOUNG THOR and YOUNG LOKI share a look.

CUT TO:

(CONTINUED)

985 AD

7 INT: HALVIR'S ROOM

DESYLVA and her father, HALVIR, are eating dinner.

DESYLVA
Anything interesting happen today?

HALVIR
Prince Loki returned.

DESYLVA stops eating and looks at HALVIR.

DESYLVA
Really?

HALVIR
Yes.

DESYLVA
Did he say where he's been?

HALVIR looks at DESYLVA.

HALVIR
I didn't ask.

DESYLVA wants to know everything. Where has Loki been? He's been gone for almost a year.

DESYLVA
Did you hear anything?

HALVIR raises an eyebrow and looks at DESYLVA.

HALVIR
Why the interest in where he was?

DESYLVA
Just curious. He's been gone for almost a year.
(beat)
Loki's not the type to just vanish without a trace for so long without a reason.

HALVIR

It's none of my business where he was,
or what he was doing. You shouldn't
make it yours.

DESYLVA

Come on, father. This is Loki! He must
have...

HALVIR

Desylva.

DESYLVA stops talking. But she's not going to drop this. She
will find out where he was. They go back to eating. HALVIR can
tell DESYLVA is a little upset.

HALVIR (cont'd)

He didn't come back empty handed
though.

DESYLVA is curious.

HALVIR (cont'd)

He brought back a grey foal.

DESYLVA

(raise eyebrow)

A foal?

HALVIR

Cute little guy. 8 legs.

DESYLVA

8 legs?

(beat; softly)

I wonder where he found that.

HALVIR

Not sure. But he will be one fast horse
when he grows up. I pity the rider who
tries to ride him.

DESYLVA

I'd like to see this foal.

(beat)

Is he in the stables?

HALVIR

At the moment, no.

DESYLVA

No? Where is he?

HALVIR

Prince Loki is keeping him close.

DESYLVA

Are you saying the foal is staying with
Loki?

HALVIR

I'm not saying anything. Prince Loki
can do whatever he wants.

HALVIR returns to eating. DESYLVA gets lost in her own
thoughts.

JUMP TO:

6 MONTHS LATER

8 EXT: PALACE GROUNDS

DESYLVA is sitting under a tree daydreaming. LOKI walks by.
DESYLVA sees him and mutters softly to herself.

DESYLVA

Loki. Wonder where he's going?

DESYLVA rises and follows him.

CONTINUE TO:

9 EXT: PALACE GROUNDS

DESYLVA follows LOKI to the stables.

CONTINUE TO:

10 INT: STABLES

LOKI enters the stables and goes to YOUNG SLEIPNIR's stall.
DESYLVA follows.

(CONTINUED)

LOKI reaches the stall. YOUNG SLEIPNIR looks up at LOKI and neighs. LOKI enters the stall.

PAN TO:

11 INT: FOCUS ON DESYLVA

DESYLVA tries to find a hiding place to watch. She recognizes the colt as the one that LOKI brought back from wherever he found him. She notices the name on the stall 'SLEIPNIR'.

DESYLVA

(quietly)

Sleipnir? The Sliding One? Really?

PAN TO:

12 INT: FOCUS ON LOKI

LOKI walks over to YOUNG SLEIPNIR, and he comes straight to him. LOKI hugs him. YOUNG SLEIPNIR places his head on LOKI's shoulder.

PAN TO:

13 INT: FOCUS ON DESYLVA

DESYLVA raises an eyebrow. She wonders what LOKI is up to.

PAN TO:

14 INT: FOCUS ON LOKI

LOKI and YOUNG SLEIPNIR break the hug and touch heads.

LOKI

How are you today, my boy?

YOUNG SLEIPNIR neighs as if answering him.

PAN TO:

15 INT: FOCUS ON DESYLVA

DESYLVA can see LOKI and YOUNG SLEIPNIR, but she cannot hear what LOKI is saying. She watches LOKI with YOUNG SLEIPNIR.

(CONTINUED)

DESYLVA (VO)
(thought)
Looks like Sleipnir's actually understanding what Loki is saying.
(beat)
Wonder what they're saying?
(beat)
He is being so loving towards Sleipnir. If more people could see this side of Loki, they would understand why I feel the way I do about him.

LOKI strokes YOUNG SLEIPNIR.

DESYLVA (VO) (cont'd)
(thought)
Lucky horse. I wish I could change places with him.

DESYLVA continues to watch LOKI.

JUMP TO:

1000 AD

16 INT: HALLWAY - PALACE

DESYLVA is watching THOR and LOKI. THOR and LOKI walk off. DESYLVA is about to follow, but senses someone behind her. She turns around. SIF is standing there. DESYLVA says SIF's name in a "hey" tone.

DESYLVA
Lady Sif.

SIF
(raise eyebrow)
You know my name?

DESYLVA
Everyone on Asgard knows your name.

SIF
I see.

(CONTINUED)

DESYLVA turns and looks back to where THOR and LOKI were. They're gone. DESYLVA starts to go after them. SIF stops her.

SIF (cont'd)

Not so fast.

DESYLVA stops, turns, and looks at SIF. She says line in a *'What do you want'* tone.

DESYLVA

What?

SIF

Why are you following us?

DESYLVA is surprised she was spotted. She thought she was being careful.

DESYLVA

You saw me?

SIF gives her a look. She had thought she was a spy, but now she thinks there's another reason.

SIF

You want him.

DESYLVA

(raise eyebrow)

What?

SIF

Thor. You...

DESYLVA tries not to laugh.

DESYLVA

No.

Now SIF is confused.

SIF

(raise eyebrow)

What do you mean, no?

(beat)

You've been following us for years. If it is not for Thor, then...

DESYLVA

I have no desire for Thor. He's all yours.

SIF gives DESYLVA a look.

SIF

If not Thor, then are you a spy?

DESYLVA

No.

SIF

Then why are...

DESYLVA decides to be straight with SIF.

DESYLVA

Loki.

SIF raises an eyebrow in curiosity and confusion.

SIF

Loki?

DESYLVA

Yes.

DESYLVA can tell that SIF is confused.

DESYLVA (cont'd)

Is that so hard to believe?

SIF

Well, yes. Every woman on Asgard wants Thor.

DESYLVA

Not me. Never have.

SIF raises to attention. DESYLVA is startled.

SIF

What is your name?

DESYLVA

Desylva.

SIF smiles and thinks to herself "*how fitting*". DESYLVA wonders what the smile is for.

SIF

If it is Loki you desire, then come. I shall bring you to him. He will be plea...

DESYLVA is a little shocked. She can't believe SIF just said that.

DESYLVA

No.

SIF is again confused.

SIF

You make no sense. You said you want Loki.

DESYLVA

I do.

SIF

Yet you will not let me bring you to him.

DESYLVA

Correct.

SIF

Explain.

DESYLVA

Loki has to want me on his own.

SIF

(confused)

I do not understand.

DESYLVA

If Loki and I are to be together, he must choose me.

SIF

But I can help. I could point you out to him. I...

DESYLVA

No. Please. You cannot tell Loki I desire him.

SIF

(still confused)
I still do not understand why.

DESYLVA

(beg)
Sif. Please. Promise.

SIF

You should make your feelings known.
Don't hide them.

DESYLVA chuckles and gives her a look.

DESYLVA

Look who's talking!

SIF raises an eyebrow.

DESYLVA (cont'd)

I've seen the way you look at Thor.
It's the same way I look at Loki.

SIF

(deny)
I... I don't know what you...

DESYLVA

Tell you what.
(beat)
If you tell Thor that you love him,
I'll tell Loki that I love him.

SIF goes quiet. No response. DESYLVA gives her a look.

DESYLVA (cont'd)

I thought not.

DESYLVA walks off. SIF lets her go.

CUT TO:

(CONTINUED)

1100 AD

17 INT: STABLES - SLEIPNIR'S STALL

DESYLVA is brushing SLEIPNIR. She senses someone enter the stables. She turns and sees LOKI going to his horse. She moves beside SLEIPNIR. She doesn't want LOKI to spot her. LOKI takes his horse out of his stall and walks him out.

DESYLVA
(quietly)
Wonder where he's going?

DESYLVA leaves SLEIPNIR's stall.

CONTINUE TO:

18 INT: ANOTHER STALL

DESYLVA goes to her father's horse. She takes him out of his stall and exits the stable.

CONTINUE TO:

19 EXT: STABLES

LOKI mounts his horse and takes off. DESYLVA mounts her horse and follows. They are heading in a NorthEast direction. As they are leaving a greenish glow envelops DESYLVA and her horse and they become invisible.

JUMP TO:

20 EXT: BASE OF MOUNTAIN (NORTHEAST EDGE OF ASGARD)

LOKI reaches the base of a mountain. He stops, dismounts, whispers something in the horse's ear, then heads to the path leading up the mountain.

A greenish glow is seen and DESYLVA makes herself visible. She is standing on the ground beside her horse who is still invisible. She looks at her invisible horse.

DESYLVA
Stay here.

She runs to the path to follow LOKI.

(CONTINUED)

DESYLVA (cont'd)
(mutter)
Where are you going?

DESYLVA reaches the path and sees LOKI a few feet in front of her. She makes herself invisible again and follows him.

CONTINUE TO:

21 EXT: MOUNTAIN PATH

LOKI walks up the path, followed by an invisible DESYLVA. After a few moments, LOKI reaches a turn. LOKI turns the corner. A few seconds later, the invisible DESYLVA turns the corner. LOKI is nowhere to be seen. DESYLVA makes herself visible.

DESYLVA
What the...
(beat)
Where'd he go?

She runs ahead a few paces. Still no LOKI.

DESYLVA (cont'd)
I can't believe I lost him!
(beat)
Where could he have gone?

DESYLVA looks around the area for a few moments, thinking. Then heads back down the path.

CUT TO:

22 EXT: BASE OF MOUNTAIN

DESYLVA reaches the bottom of the path and notices LOKI's horse is gone. She is confused.

DESYLVA
There is no way he passed me. I would
have...

DESYLVA waves her hand, and her horse becomes visible. She goes to her horse, mounts him, and heads back to the city.

JUMP TO:

(CONTINUED)

UNKNOWN LOCATION

23 EXT: FOREST

LOKI is walking through a forest. After a few moments he spots a cabin in the distance and heads for it.

CONTINUE TO:

24 EXT: CABIN

As LOKI walks towards the cabin, a greenish glow envelops him, and he changes his appearance. He reaches the cabin and knocks on the door. No answer.

LOKI

Hello?

(beat)

Anyone home?

LOKI senses someone approaching from behind. He turns around. He sees a woman heading towards the cabin. As she gets closer, he realizes how beautiful she is. When she reaches him, he smiles at her.

LOKI (cont'd)

Hi. My name is Kilo.

ANGRBODA

(smile)

Angrboda.

LOKI

I appear to be, lost.

ANGRBODA

Happens a lot around here. The forest can really mess with your sense of direction.

ANGRBODA passes "LOKI" and opens the door.

ANGRBODA (cont'd)

Why don't you come in for a while.

LOKI

Thanks.

(CONTINUED)

ANGRBODA enters. "LOKI" follows.

CONTINUE TO:

25 INT: CABIN

LOKI looks around the cabin. ANGRBODA goes to the kitchen and returns in a few moments with two drinks. She offers one to "LOKI".

ANGRBODA

Here. Drink this.

LOKI takes it and drinks it. He didn't even realize he was thirsty, but once the liquid hits his mouth, he downs the drink. ANGRBODA watches him. LOKI finishes the drink and goes to place the mug down. That's when he realizes something is wrong. His vision starts to go blurry, and he starts to feel dizzy. He shakes his head trying to snap out of it. Doesn't work.

LOKI

What did... What did you do to me?

LOKI stumbles over to the couch and falls down on it. He looks at ANGRBODA as he starts to pass out. ANGRBODA sits down beside him. LOKI is fading fast. For one moment he thinks he sees her appearance shift. He is trying to focus on the new image but passes out.

ANGRBODA did indeed change. Her true appearance is now seen. She is a Jotun. She stares at the unconscious "LOKI".

ANGRBODA

What a fine specimen! You will do nicely.

ANGRBODA rises and walks off to another room.

JUMP TO:

ASGARD

26 INT: STABLES

DESYLVA enters on horseback. SLEIPNIR notices DESYLVA come in. He gives her a look and thinks to himself.

(CONTINUED)

SLEIPNIR (VO)

(thought)

Desylva. She's back. But where's Loki?

DESYLVA cannot hear SLEIPNIR. She gets off her father's horse and notices that LOKI's horse in his stall.

DESYLVA

His horse did come back.

SLEIPNIR wishes DESYLVA could hear him.

SLEIPNIR (VO)

(thought)

I wish you could hear me.

(beat)

You need to know that he came back without Loki.

DESYLVA puts her father's horse away.

DESYLVA

If his horse is here, then Loki must be here somewhere. I need to find him.

DESYLVA runs out of the stables.

SLEIPNIR (VO)

(thought)

One day Desylva. One day you will hear me.

SLEIPNIR watches DESYLVA walk off.

JUMP TO:

A FEW HOURS LATER

27 INT: HALLWAY (BARRACKS)

DESYLVA is heading down the hall towards her room. She is lost in thought and has a look of worry on her face. She reaches her room and opens the door.

CONTINUE TO:

(CONTINUED)

28 INT: DESYLVA'S ROOM

DESYLVA enters the room and closes the door.

DESYLVA
Where could he be?! I've searched
everywhere. He's...

Knock on door. DESYLVA turns and opens the door. It's SIF.
DESYLVA is surprised.

DESYLVA (cont'd)
Lady Sif. What can I...

SIF
(serious)
Have you seen Loki?

DESYLVA
(raise eyebrow)
What makes...

SIF
I don't have time for games. If you
know where he is, you must tell me.

DESYLVA
I don't know where he is.

SIF can tell she is hiding something.

SIF
Desylva, what aren't you saying?

DESYLVA
Honestly. I have no idea where he is.
I haven't seen him in hours.

SIF
(raise eyebrow)
When did you last see him?

DESYLVA
This afternoon. He rode off on his
horse.

SIF
(confused)
His horse is in the stables. I checked
that already.

DESYLVA
Yes. The horse is back.

SIF gives DESYLVA a look.

DESYLVA (cont'd)
When I noticed his horse was back, I...
I went to see if I could find him. I
couldn't. I honestly have no idea
where he is!

SIF
If you happen to see him...

DESYLVA
Of course.

SIF leaves. DESYLVA closes the door and leans against it.

DESYLVA (cont'd)
Loki, where are you?

JUMP TO:

3 DAYS LATER

29 INT: TRAINING ROOM

BRYNJAR, HALVIR, and a group of guards are in the room. BRYNJAR is at the front addressing the group. HALVIR is at his side.

BRYNJAR
Men, we have gathered you here today
for a very important and classified
mission.
(beat)
It would seem, that Prince Loki is
missing.

Some of the guards in the room snicker. Others start to mutter amongst themselves. They all know that Loki loves to play jokes. Maybe this is one of them.

(CONTINUED)

BRYNJAR (cont'd)

I know what you're thinking. This is not the first time he's disappeared, and it probably won't be the last. But no one has seen him in 3 days. Even Heimdall can't see him.

HALVIR thinks of something. BRYNJAR continues.

BRYNJAR (cont'd)

We have been asked to...

HALVIR looks at BRYNJAR.

HALVIR

Wait.

BRYNJAR turns to HALVIR.

HALVIR (cont'd)

(quietly)

Before we send the men out, I think I know someone who may...

BRYNJAR

(raise eyebrow)

Who?

HALVIR leans closer to BRYNJAR and whispers in his ear.

HALVIR

(whisper)

Desylva.

BRYNJAR gives HALVIR a look.

BRYNJAR

(raise eyebrow)

Your daughter? What makes you think...

HALVIR

(quietly)

Trust me.

HALVIR gives BRYNJAR a look. BRYNJAR thinks to himself then turns to the men.

(CONTINUED)

BRYNJAR

We shall be back. While we are gone
make a list of places you think the
Prince may be.

HALVIR and BRYNJAR exit. The guards watch them go.

JUMP TO:

30 INT: HALLWAY (NEAR BARRACKS)

HALVIR and BRYNJAR are walking down the hall side-by-side.

BRYNJAR

What makes you think she'll...

HALVIR

My daughter seems to have a thing for
him, sir.

BRYNJAR

Desylva and Loki?

HALVIR

Yes sir. She's been following him
around since she was 5. She thinks I
don't know, but...

BRYNJAR

I see.

HALVIR

If anyone knows where he is, it's
Desylva.

They continue along the hall for a few moments til they reach
DESYLVA's room.

CONTINUE TO:

31 INT: DESYLVA'S ROOM

Knock on door. DESYLVA goes to and opens the door. It's HALVIR
and BRYNJAR. DESYLVA is surprised.

DESYLVA

Father. What can...

(CONTINUED)

HALVIR

May we come in?

DESYLVA is curious.

DESYLVA

Sure.

HALVIR and BRYNJAR enter. DESYLVA can tell something is up. She closes the door, then looks at HALVIR.

DESYLVA (cont'd)

What is it? What's...

HALVIR

When did you last see Prince Loki?

DESYLVA

Loki? What...

DESYLVA starts to get a horrible feeling.

DESYLVA (cont'd)

Why? Is he...

BRYNJAR

He is missing.

DESYLVA

Missing?

BRYNJAR

No one has seen him in 3 days. Odin is...

DESYLVA

3 days? I...

DESYLVA (VO)

(thought)

That's when he disappeared on the mountain.

HALVIR notices the look on her face.

HALVIR

What is it, Des?

DESYLVA

3 days ago, he left on horseback.

BRYNJAR

But his horse is...

DESYLVA

I followed him.

BRYNJAR and HALVIR exchange a look.

BRYNJAR

(raise eyebrow)

Where did he...

DESYLVA

The mountain.

BRYNJAR

(concern)

Which mountain?

DESYLVA ignores BRYNJAR's question and continues.

DESYLVA

I followed him up the path.

(beat)

He turned a corner and when I turned the corner he was gone.

HALVIR

(raise eyebrow)

Gone?

DESYLVA

Yes. Gone.

(beat)

He wasn't in front of me, and he hadn't passed me. He just...

BRYNJAR

(concern)

Desylva, which mountain did...

DESYLVA still ignores BRYNJAR and continues.

DESYLVA

I went back down the path and when I reached the bottom, I noticed his horse was gone. I thought he must have somehow got down.

DESYLVA gives them a look.

DESYLVA (cont'd)

But he didn't, did he? Something happened on that mountain pass. Something...

HALVIR

We don't know that.

DESYLVA

I... I should have known. I should have...

BRYNJAR

(yell)
Desylva!

DESYLVA looks at BRYNJAR.

BRYNJAR (cont'd)

Which mountain did he go to?

DESYLVA

I'll take you there.

The three of them leave the room.

JUMP TO:

A FEW HOURS LATER

32 EXT: MOUNTAIN PATH

DESYLVA, followed by HALVIR and BRYNJAR, followed by two guards, are walking up the path. DESYLVA sees the turn. She stops. Everyone else stops.

DESYLVA

It was that turn that...

(CONTINUED)

HALVIR looks at DESYLVA.

HALVIR
Stay here. Let us...

DESYLVA
No. I should not have left him then. I
am not going to leave him now.

HALVIR
Desylva. It...

DESYLVA
Please, Father. I...

BRYNJAR gives HALVIR an "It'll be okay" look.

HALVIR
Okay. But stay beside me.

They continue on. They turn the corner and stop.

DESYLVA
What ever happened, happened here. I
was only a few seconds behind him.
He...

BRYNJAR looks at the guards and motions them to look around.

BRYNJAR
(to guards)
Be careful. We don't know what
happened.

GUARD #1 checks along the side of the path that is away from
the mountain.

GUARD #2 is walking beside the mountain. He stumbles on
something and reaches out to lean on the mountain for support.
His hand goes right through the mountain side, and he
disappears.

DESYLVA happens to be looking at the guard when he falls into
the mountain.

DESYLVA
What the...

BRYNJAR, HALVIR, and GUARD #1 turn to DESYLVA as she runs to the mountain side. They notice GUARD #2 is missing.

BRYNJAR
(look around)
Where did he...

DESYLVA places her hand on the mountain side where guard #2 vanished. Her hand goes right through as well. DESYLVA quickly removes her hand. She smiles.

DESYLVA
(quietly)
A hidden entrance. Clever Loki.

BRYNJAR, HALVIR, and GUARD #1 walk over to DESYLVA as she places her hands on the mountain side. She closes her eyes and reveals the entrance. She turns to HALVIR and BRYNJAR.

DESYLVA (cont'd)
Well, now we know *WHERE* he went.

DESYLVA looks back at the entrance. Momentary pause.

DESYLVA (cont'd)
But why didn't he come back?

DESYLVA enters.

HALVIR
Des wait...

BRYNJAR, GUARD #1 and HALVIR follow DESYLVA into the mountain.

CUT TO:

UNKNOWN LOCATION

33 EXT: FOREST

An effect similar to the Bifrost appears and DESYLVA, HALVIR, BRYNJAR, and GUARD #1 arrive. They arrive through a horizontal portal not a vertical one. GUARD #2, who is sitting on the ground, sees them. He stands as he starts to speak.

GUARD 2
Don't let it...

(CONTINUED)

The portal closes.

GUARD 2 (cont'd)

...close.

They all look at him.

BRYNJAR

What?

GUARD 2

The portal sir. I think it can only be activated from the other side. I...

DESYLVA looks around and sees something. She goes to it.

DESYLVA

Don't be silly. All you have to do is...

DESYLVA touches what looks like a tree stump but is in fact a switch. The portal opens. DESYLVA touches it again, the portal closes. DESYLVA looks around the area, and then looks at BRYNJAR.

GUARD 1

So where are we?

BRYNJAR looks around.

BRYNJAR

Unknown. But it's probably safe to say we're not on Asgard anymore.

DESYLVA

Let's find Loki.

They walk on.

JUMP TO:

A FEW HOURS LATER

34 EXT: NEAR CABIN

DESYLVA spots the cabin. She holds her arm up in a "stop" signal. Everyone stops. BRYNJAR walks over to her. He sees nothing but trees in front of them.

(CONTINUED)

BRYNJAR

What is it? Why are you...

DESYLVA smiles and points to the cabin.

DESYLVA

There.

(beat)

The cabin.

(beat)

He has to...

BRYNJAR

What cabin?

DESYLVA gives him a look.

DESYLVA

It's right...

DESYLVA realizes he can't see it.

DESYLVA (cont'd)

You can't see it?

HALVIR approaches.

HALVIR

Why are we...

DESYLVA looks at him.

DESYLVA

Father, what do see right there?

DESYLVA points to the cabin. HALVIR looks and sees trees.

HALVIR

Trees. Why?

DESYLVA (VO)

(thought)

*Why can't they see it? Why am I the
only one who...*

DESYLVA figures it out.

DESYLVA

(mutter)

A spell.

BRYNJAR and HALVIR look at her. DESYLVA stares at the spot where the cabin is. She closes her eyes and raises her right hand. BRYNJAR and HALVIR look to where she is pointing. The cabin starts to appear before them.

BRYNJAR

Well, I'll be.

(beat)

A hidden cabin.

(beat)

First a hidden entrance, then a hidden cabin.

(beat)

What's going to be next?

DESYLVA gets a bad feeling. She tries to think.

DESYLVA

Sh.

(beat)

Something's not right. Something's...

She runs to the cabin.

HALVIR

Des, wait...

HALVIR runs after her. BRYNJAR runs after HALVIR. The guards run after BRYNJAR.

CONTINUE TO:

35 INT: CABIN

DESYLVA opens the door. She sees an unconscious man tied to a bed. She recognizes the man. He is one of LOKI's disguises.

DESYLVA

(mutter)

Loki!

DESYLVA runs over to the bed. As she is running over, HALVIR reaches the door. He sees the man and sees DESYLVA running

(CONTINUED)

over to him. As he speaks, BRYNJAR and the guards reach the door.

HALVIR

Des. What are you...

DESYLVA reaches the bed. She kneels beside the bed and looks at "LOKI". She is about to reach out and touch him but stops herself.

DESYLVA

Loki.

She turns and looks at HALVIR, BRYNJAR and the guards.

DESYLVA (cont'd)

Why are you all just standing there?

HALVIR

(confused)

What do you...

DESYLVA

Guards, come untie him.

BRYNJAR

(confused)

Why?

DESYLVA

Why? He's Loki. We...

HALVIR

THAT is not Loki, Desylva.

DESYLVA

Yes, it is. ... Trust me, father. I know Loki. This is one of his many disguises.

BRYNJAR

(skeptical)

How can you be sure? He could...

DESYLVA

Father, please. I know what I'm talking about.

HALVIR approaches the bed. DESYLVA looks at "LOKI". DESYLVA notices the rope that is bound around his wrists. It has a spell on it. HALVIR reaches the bed and is about to untie the ropes.

DESYLVA (cont'd)

Wait!

HALVIR stops. DESYLVA closes her eyes. She raises her hands and points towards the ropes. She mutters something under her breath. A flash comes from her hands and hits the ropes. The ropes glow for a few moments, then stop. HALVIR is about to untie the ropes when a green glow envelops "LOKI", and he turns back to his true form. HALVIR unties LOKI. BRYNJAR looks on in awe. He turns to the two guards.

BRYNJAR

Don't just stand there.

(beat)

Go get him.

The guards go over to the bed and get LOKI. DESYLVA gets that odd feeling again.

DESYLVA

Let's get out of here. Fast. Before whoever lives here returns.

BRYNJAR

(raise eyebrow)

What makes you think...

DESYLVA

Loki didn't just tie himself up.

(beat)

Whoever owns this place is obviously a master at magic. There was a spell on the cabin, there was a spell on the ropes, I...

BRYNJAR

Right. Let's go.

They head out.

JUMP TO:

(CONTINUED)

A FEW HOURS LATER

36 EXT: FOREST

DESYLVA is a few feet in front of BRYNJAR and HALVIR. She is preoccupied with what is ahead and isn't paying attention to what is going on behind her. The 2 guards, carrying LOKI, are behind BRYNJAR and HALVIR.

PAN TO:

37 EXT: FOCUS ON BRYNJAR AND HALVIR

BRYNJAR talks quietly with HALVIR.

BRYNJAR

She really is her mother's daughter,
isn't she?

HALVIR

What?

BRYNJAR

Have you told her yet?

HALVIR gives BRYNJAR a look.

HALVIR

No. And I don't plan to.

BRYNJAR gives HALVIR a look.

BRYNJAR

What? She deserves to know!

(beat)

Especially if she continues fawning
over Prince Loki. She...

HALVIR

Maybe one day.

(beat)

But not now.

HALVIR looks at DESYLVA who is now quite a bit in front of them.

PAN TO:

(CONTINUED)

38 EXT: FOCUS ON GUARDS

LOKI starts to come to. The guards stop.

GUARD 1

Sir!

BRYNJAR and HALVIR come over. LOKI tries to open his eyes. His vision is still blurry, and he is still a little dizzy. He recognizes BRYNJAR.

LOKI

(softly)

Brynjar?

BRYNJAR

Yes, my prince. Are you...

LOKI

I...

(beat)

I...

BRYNJAR

What happened?

(beat)

Who...

LOKI

An... Angr... boda.

LOKI starts to pass out again.

BRYNJAR

(mutter)

Angrboda?

DESYLVA comes back and notices everyone is stopped. LOKI manages to get a glimpse of DESYLVA before he completely passes out again. DESYLVA doesn't realize that LOKI sort of saw her.

DESYLVA

Come on, we have to get him back.

They continue on.

JUMP TO:

(CONTINUED)

A FEW HOURS LATER

39 EXT: CABIN

ANGRBODA approaches. She has her beautiful maiden disguise on and senses something is not right. She realizes the cloaking spell on the cabin has been lifted.

ANGRBODA

No. Who...

She runs to the cabin.

CONTINUE TO:

40 INT: CABIN

She notices "Kilo" is gone. She runs to the back room.

CONTINUE TO:

41 INT: BACK ROOM - GENETIC LAB

She enters and looks at the test tubes off to the side. She drops the disguise and returns to her true form.

ANGRBODA

Soon my children.

(beat)

Soon you shall rise.

(beat)(evil smile)

And then we can show them all.

JUMP TO:

ASGARD**A FEW HOURS LATER**

42 INT: HEALING ROOM

LOKI is awake and laying on a bed. An attendant is standing beside him. BRYNJAR is standing on the other side. LOKI gives BRYNJAR a look.

LOKI

Thank you.

(CONTINUED)

BRYNJAR

It was nothing my Prince.

LOKI gives him a look.

LOKI

(raise eyebrow)

How did you find me?

BRYNJAR gets a look.

BRYNJAR

You need your rest, my prince.

BRYNJAR starts to leave.

LOKI

Brynjar, I asked you...

BRYNJAR stops and turns to LOKI.

BRYNJAR

All I can say, is that you have a guardian angel.

LOKI gives BRYNJAR a questioning look.

LOKI

(raise eyebrow)

What?

BRYNJAR (VO)

(thought)

Should I tell him?

BRYNJAR decides he doesn't want to get involved.

BRYNJAR

You need your rest, my prince. That was one very strong drug that...

LOKI

(curious)

Who was that woman with you?

BRYNJAR raises an eyebrow.

BRYNJAR (VO)

(thought)

Did he actually see her? If I tell him she was there, she might kill me.

(beat)

How should I play this? I can't lie to him, he's my Prince. Plus, he would kill me if he ever found...

BRYNJAR decides not to reveal Desylva's presence. He tries to sound like he doesn't know what Loki is talking about.

BRYNJAR

Woman?

LOKI

I thought I saw a...

BRYNJAR

Must have been an illusion.

BRYNJAR leaves. LOKI watches him leave wondering what he meant.

LOKI

(mutter)

Illusion? She seemed real. And sort of familiar.

LOKI closes his eyes and falls asleep.

CONTINUE TO:

43 INT: HALLWAY (OUTSIDE HEALING ROOM)

BRYNJAR exits. He sees DESYLVA in the hall.

BRYNJAR

Desylva.

DESYLVA

(concern)

How is he?

BRYNJAR

They've removed the drug from his system. He's lucky. It could have killed him.

(CONTINUED)

DESYLVA

So, he's okay?

BRYNJAR

Yes. Thanks to you.

DESYLVA

It was nothing. Just doing what...

BRYNJAR

Des. It was more than that and you know it. I saw the way you looked at him in the cabin. Why don't you go in there and talk to him?

He can see the conflicted look on her face.

BRYNJAR (VO)

(thought)

Should I tell her that Loki saw her? I know I just told him that she was an illusion, but she could still tell him she was real.

He decides not to.

BRYNJAR

I'm sure he'd like to thank you for saving his...

DESYLVA

No. I... I...

BRYNJAR gives her a look. DESYLVA stares at the door.

BRYNJAR (VO)

(thought)

It is so obvious she cares about him. I could see that at the cabin. Why is she holding back? Why does she not want to let him know.

He notices how she is looking at the door.

BRYNJAR

Suit yourself.

BRYNJAR leaves. DESYLVA slowly raises her hand to the knob. She wonders if she should open it. She stops and doesn't touch the knob.

DESYLVA
(softly)
Loki.

She looks at the door and touches it with her hand. She closes her eyes. After a few moments she opens her eyes, removes her hand, turns, and walks off.

JUMP TO:

44 INT: THRONE ROOM

BRYNJAR is kneeling before ODIN.

ODIN
Kidnapping?

BRYNJAR
Looked like it, my liege.

ODIN
Who would...

BRYNJAR remembers LOKI muttering a name.

BRYNJAR
He muttered a name as we were on the way back.
(beat)
At least, I think it was a name.

ODIN gives him a look.

ODIN
Oh?
(beat)
What did he say?

BRYNJAR
Angrboda.

ODIN recognizes the name.

(CONTINUED)

ODIN
(raise eyebrow)
Are you sure that is what he said?

BRYNJAR
Sounded like that.
(beat)
Why? Do you...

ODIN
There is only one Angrboda.

Momentary pause. BRYNJAR gives ODIN a look.

ODIN (cont'd)
The Witch of Jotunheim.

BRYNJAR
(raise eyebrow)
Jotunheim?

ODIN
Laufey banished her to some unknown
location over 500 years ago.

BRYNJAR
Why?

ODIN
Genetic Experiments.

BRYNJAR
(raise eyebrow)
What would she want with...

ODIN
Good question.

BRYNJAR remembers that LOKI was disguised.

BRYNJAR
When we found him, he was disguised as
someone else.

ODIN
(raise eyebrow)
How did you know it was him?

BRYNJAR

We didn't.

ODIN gives him a look.

BRYNJAR (cont'd)

Desylva recognized him.

ODIN is surprised.

ODIN

(raise eyebrow)

Desylva?

(beat)

Halvir's daughter?

BRYNJAR nods. ODIN wonders why Desylva was with them.

ODIN (cont'd)

Why was she...

BRYNJAR

She led us to him, my king.

ODIN ponders this news.

BRYNJAR (cont'd)

If it wasn't for Desylva, he might still be...

ODIN

(curious)

Where is he now?

BRYNJAR

Still in the healing room.

ODIN

Let him know I wish to see him when he is ready.

BRYNJAR

(nod)

Yes, my king.

BRYNJAR leaves. ODIN gets a concerned look in his eye.

(CONTINUED)

ODIN (VO)
(thought)
Desylva. Hmm.

ODIN wonders why she was really with the group.

JUMP TO:

UNKNOWN LOCATION

NEXT DAY

45 INT: CABIN

BRYNJAR and three guards enter the cabin. A hovering holocam follows BRYNJAR around the cabin. The holocam is recording everything in the cabin. BRYNJAR reaches the back room. He opens the door and...

CONTINUE TO:

46 INT: BACK ROOM - GENETICS LAB

...enters the room. It is basically the same as it was before. All that's missing are the test tubes.

JUMP TO:

ASGARD

A FEW HOURS LATER

47 INT: THRONE ROOM

BRYNJAR hands the holodisk to ODIN.

BRYNJAR
We documented every inch of the cabin,
my king.

ODIN
Good.

BRYNJAR
It appears we missed her though.

ODIN looks at the holodisk.

(CONTINUED)

ODIN (VO)
(thought)
What are you up to Angroboda?

JUMP TO:

1120 AD

48 INT: THRONE ROOM

CAMERA CIRCLES THE ROOM.

ODIN is sitting on the throne. LOKI is standing off to the side. If you didn't know he was there, you wouldn't see him. Which is perfect because no-one knows he is there. The doors open and BRYNJAR enters, followed by 5 guards.

Guard #1 has ANGRBODA. Her hands are cuffed behind her back. She is wearing her "beautiful" maiden disguise.

Guard #2 has a giant wolf who we later learn is named FENRIR. FENRIR has a muzzle and a chain leash.

Guard #3 and Guard #4 are pushing a large, sealed tank that contains a serpent who we later learn is named JORMUNGAND.

Guard #5 has a young woman who we later learn is named HELA. HELA, like ANGRBODA, has her hands cuffed behind her back. There is something "odd" about her, but it is hard to put your finger on it at first.

LOKI recognizes ANGRBODA and backs further into the shadows.

ODIN
I see you are still experimenting
with genetics.

ANGRBODA
Not the way you think.

ODIN
(raise eyebrow)
What do you mean?

LOKI looks at the prisoners with ANGRBODA, wondering who they are.

(CONTINUED)

ANGRBODA

20 years ago, a man stumbled onto my
doorstep.

ODIN (VO)

(thought)

Loki.

LOKI raises an eyebrow as he realizes that was him.

ANGRBODA (cont'd)

I harvested some of his DNA...

HELA gives her a "What?" look. This is the first time her mother had ever mentioned anything about their father. She always thought her father just didn't know they existed. Could it be more than that?

ANGRBODA (cont'd)

...so that I could bring life to my
children.

LOKI raises an eyebrow. "Children?"

ANGRBODA (cont'd)

But something went wrong.

(beat)

I'm pretty sure it wasn't on my end.
So, there must have been something
wrong with his DNA.

ODIN gives her a look.

ODIN

(raise eyebrow)

What do you mean?

ANGROBODA can tell ODIN is curious.

ANGRBODA

The children were all born normal. But
then they changed.

LOKI looks at the "children" before him. If they're her children, and she stole his DNA, that means that they are his children as well.

(CONTINUED)

ANGRBODA looks at FENRIR.

ANGRBODA (cont'd)

Fenrir was first. A very handsome baby.

(beat)

Until one day he decided he wanted to be a wolf.

(beat)

He morphed into the wolf and then couldn't change back.

LOKI remembers that while he was captive, he tried to change his appearance numerous times. Tried to morph into anything to get him out of there. He remembers he tried to morph into a wolf, thinking that the strength of the wolf would help break the rope. It didn't work.

ANGRBODA looks at JORMUNGAND.

ANGRBODA (cont'd)

A few months later, I tried again.

(beat)

Jormungand. Also, a very handsome baby.

(beat)

Then, just like his brother, he morphed into a serpent and couldn't change back.

LOKI remembers he tried to morph into a serpent, thinking that as a serpent he would be able to just slither his way free of the ropes. That didn't work either. Something was stopping him from changing, hindering his powers. Could that have somehow done something?

ANGRBODA looks at HELA.

ANGRBODA (cont'd)

I decided to try one more time. Hela.

(beat)

She was a beautiful baby girl. But just like her brothers she changed.

ANGROBODA gives HELA a look. A glow emanates from the left side of HELA's face.

We finally see what we couldn't before. There was a false image covering the left side of her face. The false image drops, and its true appearance is revealed. The right side of HELA's face is beautiful. The left is disfigured and a bluish color.

ODIN is taking in this revelation when ANGRBODA gives HELA another stare and the disfigured side is masked again.

LOKI remembers that he thought he had seen two faces on ANGRBODA. The one she is wearing now, and another one that was sort of blue. He wonders if his thoughts somehow influenced the "children" in front of him.

ANGRBODA looks back at ODIN.

ANGRBODA (cont'd)

I stopped after three. And destroyed
what samples were left.

(beat)

Not sure who that man was, or where he
came from, but...

CAMERA pans to where LOKI was. He's gone.

ODIN

You also like disguises, don't you?

ANGRBODA

(raise eyebrow)

What are you...

ODIN

The Witch of Jotunheim

ANGRBODA

You've heard of me.

ODIN

Yes.

ANGRBODA reveals her true form.

ODIN (cont'd)

You have two choices.

(beat)

One, you can spend the rest of your
life here, in our dungeon, or...

ODIN gives her a look.

ODIN (cont'd)

I can turn you over to Laufey. He...

ANGRBODA gets a look of utter shock on her face.

ANGRBODA

(beg)

No please. You can't...

ODIN

(raise eyebrow)

Why?

ANGRBODA

If you return me to Jotunheim, my father will...

ODIN

(surprise)

Your father?

ANGRBODA

Yes. Laufey. He'll...

ODIN

(shock)

Laufey is your father?

ANGRBODA

Biologically. Yes. He had a one-night fling with my mother and...

ODIN ponders this news.

ODIN (VO)

(thought)

If Laufey is her father, that means that...

ODIN looks at FENRIR, JORMUNGAND, and HELA. ANGRBODA wonders what ODIN is thinking.

ANGRBODA

If it's all the same to you, I'll take the dungeon.

ODIN

So be it.

ODIN signals the guard holding her to take her away.

ANGRBODA

What about my...

ODIN

Don't worry about them. I have plans for them.

ANGRBODA

Please don't harm them. They...

ODIN waves a hand, and a muzzle appears on ANGRBODA. He then signals the guards to take her away.

ANGRBODA gives her children a look as she leaves.

JUMP TO:

HEL

A FEW DAYS LATER

49 INT: PALACE

HELA is pacing.

A horizontal portal opens, and LOKI comes through. The portal closes. HELA looks at him.

HELA

How did you...

LOKI

Doesn't matter.

HELA looks at him and recognizes him.

HELA

You're Prince Loki of Asgard.

(beat)

What are you doing here? Did your father send you to check up on me?

(CONTINUED)

LOKI
No. He doesn't know I'm here.

HELA
(curious)
Then why are...

LOKI
I need answers.

HELA
(raise eyebrow)
Answers? To what?

LOKI
Your father.

HELA
My father?

LOKI
Yes.

HELA
I have no answers. Never met him. Don't even know who he is.

LOKI
Your mother never told you anything about him?

HELA
Only that he stumbled into her cabin one day, stayed a while, and then left.

LOKI gives her a look. HELA senses something she can't explain.

LOKI
That's not what happened.

HELA
How would you know?

LOKI
I'm your father.

HELA gives him a "no way" look.

HELA
(half-laugh)
What? No way.
(beat)
If mother had have hooked up with the
Prince of Asgard, she'd have...

LOKI
She didn't know.

HELA gives him a look as she hears her mother's voice in her head.

ANGRBODA (VO)
Not sure who that man was, or where he
came from.

LOKI gives HELA a look.

LOKI
I was in disguise when she met me. I
never had time to reveal who I was
because she drugged me and then tied
me up.

HELA is trying to comprehend what LOKI is telling her.

LOKI (cont'd)
The ropes were enchanted.
(beat)
I couldn't turn back into me.
(beat)
I couldn't do anything. All my magic
was useless.
(beat)
She kept me there for days. I had no
idea she was...

HELA
(raise eyebrow)
If you were helpless, how did you
manage to...

LOKI
An Asgardian search party found me and
brought me home.

HELA

Wait. If you were disguised, how did...

LOKI

Once the ropes were untied, my body returned to my normal form.

HELA is confused.

HELA (VO)

(thought)

What I suspected was true. Mother had used him. If I hadn't have heard Mother admit it a few days ago, I would think Loki was lying. From all accounts, he is a very good liar.

LOKI

I know all this sounds crazy but... the timing is right.

HELA

Always wondered who my father was. Never imagined he'd be the son of Odin. ... Wait til Fen and Jorm find out.

HELA goes to him and hugs him. He hugs her back.

JUMP TO:

1125 AD

MIDGARD (TONSBERG, NORWAY)

50 EXT: STREET

DESYLVA is walking down the dimly lit street. Off to her side is a sort of alley way. She enters it.

CONTINUE TO:

51 EXT: ALLEYWAY

DESYLVA stops. She turns and looks at a Tavern that is down the street. She takes a deep breath, and a greenish glow emanates around her. She transforms into a more local looking

(CONTINUED)

woman. But she forgets to disguise her gauntlets. DESYLVA exits the alley and heads to the tavern.

CONTINUE TO:

52 INT: TAVERN

DESYLVA enters and heads to a table in the back. The BARKEEP notices her enter and whispers something to one of the men at the bar. The man nods and runs out.

PAN TO:

53 INT: BAR

FOCUS on the bar. There is a sketch of "Desylva" behind the bar. The sketch has one word written on it in Norse. **SIGN**. A BARWENCH approaches the bar. The BARKEEP hands her a mug of ale.

BARKEEP

Bring this to our Sign.

The BARWENCH takes the drink and heads to "DESYLVA's" table. The BARKEEP looks at the other men at the bar.

BARKEEP (cont'd)

She's here. Which means *THEY* will be soon.

MAN #1

(skeptical)

You're sure?

BARKEEP

(smile)

Why do you think we call her Sign?

MAN #2

(look at Man #1)

She is a sign that the Gods are coming.

MAN #1 is about to say something, when the door opens and THOR, LOKI, SIF, FANDRAL, VOLSTAGG, and HOGUN enter. ALL eyes in the room turn to the door as the Asgardian group make their way to a table.

PAN TO:

(CONTINUED)

54 INT: "DESYLVA'S" TABLE

The BARWENCH places the drink on the table.

DESYLVA
I didn't order that.

BARWENCH
It's on the house.

DESYLVA
Thanks.

DESYLVA looks over at the Asgardians as they sit at a table.

BARWENCH
Is it true?

DESYLVA
What?

BARWENCH
That you know them.

The BARWENCH indicates she is referring to the Asgardians.
DESYLVA tries to play dumb.

DESYLVA
What would give you that idea?

BARWENCH
Every time you come in, they arrive
shortly after.

DESYLVA
Coincidence.

BARWENCH
The folks around here call you Sign.
Did you know that?

DESYLVA
Sign?

BARWENCH
Yes. Sign. Their sign that the...

The BARWENCH notices "DESYLVA" is staring at the Asgardians. She thinks she is staring at THOR.

BARWENCH (cont'd)
He is quite handsome.

DESYLVA
(softly/dreamily)
Yes. He is.

BARWENCH
I wonder if he always has that hammer with him.

DESYLVA looks at the BARWENCH in a confused way.

DESYLVA
What?

BARWENCH
Thor. I mean he can't always...

DESYLVA
Thor? I'm not looking at Thor.

BARWENCH
What? Then who...

DESYLVA
Thor has Sif. I...

BARWENCH follows "DESYLVA's" gaze and realizes it's LOKI.

BARWENCH
Loki? You're interested in...

DESYLVA realizes she may have said too much. She is about to look away from the table when FANDRAL manages to look her way and catch her staring. FANDRAL, not recognizing her through her disguise, smiles at her.

DESYLVA
(mutter)
Fan. Great. That's all I need.

BARWENCH
What?

DESYLVA

I have to go.

DESYLVA rises and exits the tavern. FANDRAL watches her leave.

JUMP TO:

NEXT DAY

55 INT: TAVERN

FANDRAL enters. He is searching for information on the woman from last night. Something about her seemed very familiar. He heads over to the bar.

PAN TO:

56 INT: BAR

FANDRAL reaches the bar and is about to ask the BARKEEP about the woman when he notices the sketch behind the bar.

FANDRAL

Who is the woman?

BARKEEP

Not sure really. We call her Sign.

FANDRAL

Sign?

BARKEEP

Yeah.

The BARKEEP notices the way FANDRAL is looking at the picture.

BARKEEP (cont'd)

You know her?

FANDRAL

No, but...

FANDRAL notices the gauntlets on Sign's arms. He raises his eyebrow and softly mutters the following line.

FANDRAL (cont'd)

Des?

(CONTINUED)

BARKEEP

What?

FANDRAL

(curiously)

Those bands on her arms, does she really wear them?

BARKEEP

Yes. Why?

FANDRAL turns and leaves. The BARKEEP watches FANDRAL leave then looks at sketch.

JUMP TO:

57 EXT: TOWN

FANDRAL is walking around town trying to find "Sign". He finds her brushing a horse.

FANDRAL

(mutter)

Of course. Where else.

FANDRAL goes to her and stops behind her. He notices the gauntlets.

FANDRAL (cont'd)

Sign. Or should I say Desylva.

DESYLVA stops brushing the horse and turns around.

DESYLVA

Excuse me?

FANDRAL

Don't. ... I know it is you.

DESYLVA

I think you are...

FANDRAL points to the gauntlets.

FANDRAL

You've had them almost as long as I've known you.

(CONTINUED)

DESYLVA realizes she can't fool him. She looks around to make sure no one is watching. A greenish glow emanates around her, and she returns to her normal self.

DESYLVA

Fan.

FANDRAL

(curious)

What are you doing here?

DESYLVA

Grooming this...

FANDRAL

I mean "here". On Midgard.

DESYLVA

Same as you.

FANDRAL

I doubt that.

(beat)

You're following him. Still.

DESYLVA

Okay. Yes.

FANDRAL

Why don't you tell him, Des?

DESYLVA

I can't.

FANDRAL

Why not? Why are you fighting this?
Thought you wanted him?

DESYLVA

I do. You know that.

FANDRAL

Then why...

DESYLVA

Fan, I...

FANDRAL

If Loki knew you wanted him, trust me,
he'd want you back.

(beat)

Just let me...

DESYLVA

No.

FANDRAL

But...

DESYLVA

Stop!

DESYLVA walks off. FANDRAL watches her leave. As she leaves a greenish glow emanates around her and she turns back in to Sign.

FANDRAL

I'll never understand her.

(beat)

It's been over 150 years and she still
won't tell him.

FANDRAL starts to walk away.

PAN TO:

58 EXT: OFF TO THE SIDE

A woman is hiding in a nearby bush. She saw FANDRAL and DESYLVA talking but did not hear what they said.

WOMAN

So. "Sign" is one of them! Wonder who
she really is?

WOMAN decides to follow FANDRAL.

JUMP TO:

59 EXT: A FEW HOURS LATER

The WOMAN from earlier runs into FANDRAL.

(CONTINUED)

WOMAN
She's one of them.

FANDRAL
(confused)
What? Who?

WOMAN
Sign. I saw you with her. I saw her
change.

FANDRAL gets a "great" look on his face.

WOMAN (cont'd)
Who is she? How do...

FANDRAL
Long story.

The WOMAN starts to get a little seductive.

WOMAN
I love stories. Tell me and I'll make
it worth your while.

FANDRAL
I don't...

The WOMAN kisses FANDRAL. FANDRAL breaks the kiss, looks at
the woman, and gets an idea.

FANDRAL (cont'd)
You want to know who "Sign" is?

WOMAN
Yes.

FANDRAL
(smile)
Let's go somewhere and I'll tell you.

FANDRAL puts his arm around the WOMAN's shoulders, and they
walk off.

JUMP TO:

(CONTINUED)

NEXT DAY

60 INT: TAVERN

The BARWENCH from earlier is talking to the WOMAN from earlier. "DESYLVA" enters and goes to a table. The BARWENCH gives WOMAN a look and then heads over to "DESYLVA".

PAN TO:

61 INT: "DESYLVA'S" TABLE

The BARWENCH sits at table. "DESYLVA" looks at her.

BARWENCH
So. You're one of them.

DESYLVA
(raise eyebrow)
What?

BARWENCH
My friend saw you with Fandral.

DESYLVA
So?

BARWENCH
She saw you "*change*".

DESYLVA
Change?

BARWENCH
It's been said that some of the Gods
can change their appearance. Which
means you are one of them.

DESYLVA doesn't say anything.

BARWENCH (cont'd)
She also said you were Loki's woman.

DESYLVA
Loki's what?

(CONTINUED)

The BARWENCH gives her a look as she quotes from the story she heard.

BARWENCH

*"She will be his, and he hers, till
the stars no longer shine. Till
the..."*

DESYLVA

(confused)

Where did you...

BARWENCH

Fandral told...

DESYLVA

Fandral?

BARWENCH

Yes. He had quite the story to tell
her last night.

DESYLVA

(mutter)

He just can't keep his mouth shut!

BARWENCH

(surprise)

Why are you upset? Loki is a God! You
are so lucky to be loved by him. Why
aren't you...

DESYLVA rises and exits. The BARWENCH heads back to the bar.

PAN TO:

62 INT: BAR

The BARKEEP looks at her.

BARKEEP

(raise eyebrow)

What did you say to her?

BARWENCH

Nothing.

(CONTINUED)

BARKEEP

You must have said something. She...

BARWENCH

I was just talking to her about Loki.

BARKEEP

Loki? Why would...

BARWENCH

She knows him far better than you think she does.

BARKEEP

Where would you get that idea?

BARWENCH

You haven't heard?

BARKEEP

Heard what?

BARWENCH

Your *Sign*... is Loki's wife!

BARKEEP

Wife?

BARWENCH

Yes.

JUMP TO:

63 EXT: TOWN - STREETS

DESYLVA, still in disguise, is walking around muttering to herself. Everyone she passes looks at her and starts whispering.

DESYLVA

Fan. What have you done? What...

DESYLVA starts to notice everyone staring at her.

DESYLVA (cont'd)

(mutter)

Great. I'm gonna kill him.

(CONTINUED)

DESYLVA walks on. After a few moments, a young woman approaches her.

YOUNG WOMAN
It's Sign, right?

DESYLVA looks at Young Woman.

YOUNG WOMAN
What's he like?

DESYLVA
Excuse me?

YOUNG WOMAN
Loki.

DESYLVA
I don't...

YOUNG WOMAN
It must be amazing to be loved by a God! I bet he...

DESYLVA
Loki is my Prince. He's...

YOUNG WOMAN
So, it's true. You are from Asgard.

DESYLVA
I...

YOUNG WOMAN
Then the rest must be true as well.

DESYLVA
The rest?

YOUNG WOMAN
(curious)
There is a story going around that you and Loki are married.

DESYLVA
Married?

YOUNG WOMAN

(quoting)

"Bound together. For all time. Joined in a union that will last until the last star goes out."

DESYLVA

Really?

YOUNG WOMAN

Yes.

DESYLVA

Hmmm.

YOUNG WOMAN

(dreamy)

You are so lucky. I would love to be in your place. Even if it was just for one night.

The YOUNG WOMAN walks off. DESYLVA watches her leaves then turns and continues walking.

DESYLVA

(mutter)

Why do these humans have to turn everything into such a drama.

DESYLVA turns a corner and sees FANDRAL. FANDRAL spots her and wonders if he should run.

DESYLVA (cont'd)

Fan. I've been looking for you.

FANDRAL pretends to not know why she is looking for him.

FANDRAL

Really? Why?

DESYLVA

I've been hearing some interesting stories today.

FANDRAL

(innocently)

Really? Stories? What sort of...

(CONTINUED)

DESYLVA

You should know. You started them.

FANDRAL pretends to not know what she is referring to.

FANDRAL

I don't know what...

DESYLVA

Sign & Loki. Married. Bound for
Eternity.

FANDRAL

I...

DESYLVA

I could kill you with a thought. You
know that.

FANDRAL

But you won't.

DESYLVA looks at him. He relents and confesses.

FANDRAL (cont'd)

Yes. I started them.

(plead)

But it's all true.

DESYLVA

Not the point.

FANDRAL

You've been carrying this torch for
him for over a century. Don't you...

DESYLVA

Fan...

FANDRAL

Loki is my friend. You are my friend.
I...

DESYLVA

(plead)

Please, just...

FANDRAL

I know him. If you go to him...

DESYLVA

I don't...

FANDRAL

You love him, right?

DESYLVA

You know I do.

FANDRAL

Go to him, Des. Tell him.

FANDRAL walks off. DESYLVA watches him leave. She is about to walk off when she hears THOR and LOKI. She turns invisible. THOR and LOKI turn the corner and stop.

LOKI

Where are all these stories coming from?

THOR

Not sure. But someone sure has an active imagination.

LOKI

You and Sif I understand. You've been seen together. A lot. And it is easy to jump to conclusions. But... Who is Sign? I don't know anyone named Sign.

THOR

The story has to come from somewhere, brother. You sure you...

LOKI

Thor, Sif is the only Asgardian female down here.

THOR starts to walk off. LOKI follows. DESYLVA reappears as herself.

DESYLVA

(mutter)

Great. Thanks Fan. This better not...

DESYLVA notices SIF reach the THOR & LOKI. SIF spots DESYLVA. DESYLVA vanishes.

PAN TO:

64 EXT: SIF AND THOR AND LOKI

SIF is staring at where DESYLVA was. She's not sure she if she saw her or not. THOR and LOKI notice the look on SIF's face and turn to where she is looking. There is nothing there.

THOR
(raise eyebrow)
What is it?

SIF
Nothing. I just thought I saw...

SIF stops talking. She realizes she can't mention DESYLVA.

LOKI
(raise eyebrow)
What? What did you see Sif?

SIF
Nothing.
(beat)
It's time to head back.

THEY walk off.

JUMP TO:

ASGARD

65 INT: OBSERVATORY

The Bifrost is open. DESYLVA returns. HEIMDALL shuts down the Bifrost.

HEIMDALL
Desylva.

DESYLVA
Heimdall.

DESYLVA heads to the bridge.

(CONTINUED)

As she walks past HEIMDALL he addresses her.

HEIMDALL
Fandral is right you know.

DESYLVA stops.

HEIMDALL (cont'd)
You should tell him.

DESYLVA
You know I can't.

HEIMDALL
Why?

DESYLVA looks at the ground.

DESYLVA
Odin would never approve.

HEIMDALL
You don't know that.

DESYLVA turns and looks at HEIMDALL.

DESYLVA
Loki is his son. A Prince. I am just
the daughter of a guard.

HEIMDALL
Desylva, I...

DESYLVA
No. Not yet. Maybe one day. But not
now.

DESYLVA leaves. HEIMDALL watches her go.

HEIMDALL
If only you knew the truth.

HEIMDALL's thoughts are interrupted when he hears THOR calling
him.

THOR (VO)
Heimdall. Open the Bifrost.

HEIMDALL opens the Bifrost. THOR, LOKI, SIF, FANDRAL, VOLSTAGG, and HOGUN come through. HEIMDALL shuts the Bifrost down.

HEIMDALL

Welcome back. How was Midgard?

THOR laughs. VOLSTAGG and FANDRAL laugh. SIF has a concerned look on her face. HEIMDALL notices it. THOR, LOKI, and THE WARRIORS THREE head out. SIF lingers.

HEIMDALL (cont'd)

Something I can do for you, Lady Sif?

SIF

Was Desylva on Midgard?

HEIMDALL

(curious)

Why do you ask?

SIF

I thought I saw her.

HEIMDALL gives SIF a look.

SIF (cont'd)

(plead)

Come on. I just need to know if she was there?

HEIMDALL

(beat x3)

Yes.

SIF

Thanks.

SIF heads for the bridge. HEIMDALL watches her exit.

JUMP TO:

66 INT: DESYLVA'S ROOM

Knock on door.

DESYLVA goes to and answers the door. It's SIF. SIF enters.

(CONTINUED)

SIF
What did you think that would
accomplish?

DESYLVA
(closing door)
Come on in Sif. What can I...

SIF
I know you were there.

DESYLVA
So. What if I was?

SIF
(figures it out)
You're Sign. Aren't you?

DESYLVA
Maybe.

SIF
All those stories. You...

DESYLVA
No. That wasn't me. That was...

DESYLVA stops before she says Fandral's name. SIF doesn't know that she and Fandral know each other. It's a secret.

SIF
(raise eyebrow)
If not you, who? No one could have
known all that except...

DESYLVA tries to come up with something SIF will believe.

DESYLVA
I might have mentioned a few incidents
to a local bard. But the locals just
spun the stories into something else.

SIF
You know the stories are not just about
"Sign" and Loki. There are ones about
me and Thor as well.

DESYLVA

Yeah. Sorry. That was just a misunderstanding. But it's true. You do love Thor.

SIF

Yes. As much as you love Loki.

DESYLVA

Yes. And we are both doomed to watch as they don't notice us.

SIF

You haven't even tried. Loki doesn't even now you exist.

DESYLVA

I know.

SIF

I didn't mean it that way, Des. ... This could be a good thing. These stories could be the "spark" you need. Let me bring you to him. I could tell him I found his "Sign".

DESYLVA

(half-laugh)

Cute, Sif. But no.

SIF

You sure?

DESYLVA

Yes.

SIF and DESYLVA share a look. SIF lets herself out.

CUT TO:

1200 AD

ASGARD

67 INT: STABLES - SLEIPNIR'S STALL

DESYLVA enters the stables and goes to SLEIPNIR's stall.

(CONTINUED)

DESYLVA

Hey Sleipnir.

SLEIPNIR comes over to her and she strokes his nose.

DESYLVA (cont'd)

I wish I knew where you came from.

(beat)

It's been over 200 years, and no-one seems to know.

SLEIPNIR looks at her and "talks" to her telepathically.

SLEIPNIR (VO)

(thought)

Loki.

She turns around looking for the source of the voice, not realizing that it is in her head. She sees no-one.

DESYLVA

(raise eyebrow)

Who's there?

No answer. She waits a few moments, then closes her eyes and softly mutters the following line to herself.

DESYLVA (cont'd)

You're hearing things. No one is...

SLEIPNIR (VO)

(thought)

No, you're not.

Again, she looks around to see who is there.

DESYLVA

Okay. Who's there?

SLEIPNIR (VO)

(thought)

Desylva. It's me.

DESYLVA

(confused)

Who?

SLEIPNIR (VO)
(thought)
Sleipnir.

She raises an eyebrow, slowly turns around, and looks at SLEIPNIR.

DESYLVA
You?

SLEIPNIR (VO)
(thought)
Yes.

DESYLVA
You can talk?

SLEIPNIR (VO)
(thought)
No. Thought projection.

She raises an eyebrow.

SLEIPNIR (VO) (cont'd)
(thought)
My mother taught me how.

She gives SLEIPNIR a curious look.

SLEIPNIR (VO) (cont'd)
(thought)
You've seen us together numerous times. You...

She is totally confused.

DESYLVA
I have?

SLEIPNIR (VO)
(thought)
Yes. You follow him all the time.

She is still confused. Did SLEIPNIR say "him?"

DESYLVA
Him? Your mother is a...

She thinks of something.

DESYLVA (cont'd)

Wait. ... You're not from Asgard. Loki brought you here.

(beat)

How could I have seen...

SLEIPNIR (VO)

(thought)

Loki is my mother.

DESYLVA thinks someone is playing a joke.

SLEIPNIR (VO) (cont'd)

(thought)

This is not a joke, Desylva.

(beat)

You have shared many secrets with me over the years. I have listened to all of them.

(beat)

I know how much you love Loki. It is that love that is allowing me to communicate with you.

(beat)

You are the only one besides Loki that can hear me.

DESYLVA

Really?

SLEIPNIR (VO)

(thought)

I tried once before to communicate with you, but you didn't hear me.

(beat)

You were so focused on finding Loki that your mind was closed to me.

DESYLVA

Sorry.

SLEIPNIR (VO)

(thought)

That's okay.

DESYLVA

How can Loki be your mother?

SLEIPNIR (VO)

(thought)

It is a long story.

(beat)

Would you like to hear it?

DESYLVA

Yes.

DESYLVA sits on a stool near SLEIPNIR and listens to him.

CONTINUE TO:

68 TIME FLIES

SLEIPNIR tells DESYLVA the story of Loki and the great stallion Svadilfari.

Story: Years ago, when the Aesir wanted to build "The Great Wall" that surrounds Asgard, a stoneman offered his services. He claimed he could finish it in only three seasons and in payment all he wanted was the sun, the moon, and the hand of Freya in marriage. The Aesir could not agree to those terms. Loki suggested they accept the conditions but only if the builder could finish the wall in one winter and with no help except his horse. The builder agreed. Loki started to worry when it looked like the builder might actually get the job done in the agreed upon time. He realized that if the builder did finish the task on time, he was as good as dead. So, he tried to think of a way to hinder the builder. He realized that the horse seemed to be doing a lot of the work. So, if the stallion was distracted the stoneman would not be able to complete the wall in the agreed upon time. In order to "distract" Svadilfari, Loki took the form of a mare and enticed Svadilfari away from the stoneman. It worked. But as a result, Loki the mare wound up pregnant. Little did Loki know that the stoneman was really a rock giant and that fact alone nullified the deal.

DESYLVA, having been around at the time, remembers the building of the wall. She also remembers that when the stoneman's true identity was revealed he was killed by Thor with a blow from Mjolnir.

CONTINUE TO:

(CONTINUED)

69 TIME RESUMES

DESYLVA is absorbing all that SLEIPNIR just told her. She stares at the ground and mutters the following line more to herself.

DESYLVA

So that's why Loki disappeared for so long!

SLEIPNIR (VO)

(thought)

Yes.

She rises as she thinks of other times Loki's vanished for days and wonders if he could have other children out there. SLEIPNIR can hear her thoughts and wonders if he should say anything about Fen, Jorm, and Hela. He decides not to. SLEIPNIR nudges her with his nose. She looks up.

SLEIPNIR (VO) (cont'd)

(thought)

Your love for Loki is pure. It is real.

(beat)

Do not give up.

(beat)

I know him. When the time is right, he will see you.

DESYLVA

I hope you're right.

DESYLVA pats SLEIPNIR's nose.

JUMP TO:

```

*****
**
** 1409 AD
** ODIN has the Tesseract hidden on Midgard in the town
** of Tonsberg, Norway
**
** 1413 AD
** Lorelei is imprisoned in the Asgardian Dungeons
**
*****

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(CONTINUED)

1575 AD

79 INT: HALLWAY - PALACE

DESYLVA is watching THOR and LOKI from the shadows. THOR leaves. LOKI watches THOR walk off, then looks around as if looking for someone. DESYLVA turns to leave and collides with THOR. DESYLVA backs away fast, before THOR can touch her.

THOR
What are you doing?

DESYLVA
Nothing. I...

THOR
Spying on us?

DESYLVA
No. I...

THOR
Who are you?

DESYLVA
I...

DESYLVA vanishes before she can finish her thought. THOR looks stunned.

THOR
Where did she go?

THOR thinks for a moment, then walks off.

JUMP TO:

71 INT: DESYLVA'S ROOM

DESYLVA materializes in the room. She also looks stunned.

DESYLVA
It worked. I can't believe it finally worked!

DESYLVA heads to the couch.

JUMP TO:

(CONTINUED)

72 INT: DINING HALL

THOR and SIF are talking in one corner of the room. LOKI is talking to FANDRAL in another corner. HOGUN and VOLSTAGG are sitting at the table eating.

FOCUS ON THOR and SIF.

THOR
And then she just disappeared.

SIF
(raise eyebrow)
Disappeared?

THOR
(nod)
Yep. Poof. Gone.

SIF
Are you sure she was spying?

THOR
What else could it be?

SIF gives THOR an "are you serious?" look. THOR looks confused.

THOR (cont'd)
What? Why are you giving me that look?

SIF
If she is who I think she is, she was not spying. At least, not in the way you're thinking.

THOR
(raise eyebrow)
What do you mean?

SIF wonders if THOR really has no idea.

SIF
She's been following Loki since we were kids.

THOR
Loki?

(CONTINUED)

SIF

Yes.

THOR's not really sure why anyone would be interested in LOKI.

THOR

Why?

SIF

She is in love with him.

THOR laughs out loud. (LOKI, FANDRAL, HOGUN, and VOLSTAGG all look over.)

SIF (cont'd)

What's so funny?

THOR realizes SIF is serious and stops. Everyone returns to what they were doing.

THOR

Wait. You're serious?

SIF

Yes.

THOR looks over to LOKI as he says line.

THOR

Does Loki know?

SIF looks over to LOKI as she answers THOR.

SIF

I doubt it. I mean, if he did, he would have acted on it. You know Loki.

THOR looks back at SIF.

THOR

Should we tell him he has an admirer?

SIF looks back at THOR.

SIF

(bluntly)

No!

(CONTINUED)

THOR
(raise eyebrow)
How long have you known she...

SIF
(think)
About 575 years.

THOR
(surprise)
And you've never said anything?

SIF
If they belong together, Loki has to
want her as much as she wants him.

SIF can't believe she just said that.

THOR
That shouldn't be a problem.

SIF
We cannot interfere.

THOR
But...

SIF
Thor. Drop it.

SIF walks away from THOR. THOR watches her head toward the
table, then looks over at LOKI.

CUT TO:

1600 AD

73 INT: HALLWAY - PALACE

THOR's walking down the hall. He turns a corner and collides
with DESYLVA. (Note: Desylva is NOT wearing her gauntlets.)

THOR
You.

DESYLVA looks at him.

(CONTINUED)

THOR (cont'd)

(smile)

Please.

(beat)

Don't disappear again.

DESYLVA

I...

THOR

Didn't catch your name last time?

DESYLVA finds herself answering THOR's question.

DESYLVA

Desylva.

THOR

Interesting name.

DESYLVA

What?

THOR leans against the wall.

THOR

You know what your name means?

DESYLVA

Never asked.

THOR

The She-Wolf.

DESYLVA

Why is that interesting?

THOR smiles. He wonders why she can't see the significance. If she truly loves Loki, she should know.

THOR

I heard a rumour that I need you to clarify.

DESYLVA

(curious)

Oh?

(CONTINUED)

THOR gives her a look.

THOR
Is it true?

DESYLVA
Is what true?

THOR
That you are in love with Loki.

DESYLVA
Where did you...

She thinks she knows who told him.

DESYLVA
Sif.

THOR grabs her arm.

THOR
Is. It. True.

DESYLVA looks at THOR's hand on her arm, and realizes she is not wearing her gauntlets. She looks back at THOR.

DESYLVA
Maybe. Why?

THOR locks eyes with her.

THOR
Because if it is...

THOR gets a dazed look in his eyes and forgets what he was going to say. DESYLVA notices the look.

DESYLVA (VO)
(thought)
Oh no. Please. Not Thor. I...

She tries to get out of his grasp. Not working. He backs her up against the wall and stands in front of her. He is still holding her arm. He starts to feel drawn to her. She tries not to look at him.

THOR
(seductively)
He doesn't deserve you.

DESYLVA
Thor. Let go. You're...

THOR
(seductively)
You deserve someone better than Loki.

DESYLVA can't believe THOR just said that. She glares at THOR.

DESYLVA
How can you say that? He's your
brother!! He...

THOR
You've been chasing him for centuries!
Has he ever even looked at you?

DESYLVA
I...

THOR can't fight it anymore. He forcefully kisses her. She resists and struggles to get free. SIF and LOKI round the corner. SIF recognizes DESYLVA and notices she is resisting.

SIF
(loud)
THOR!!!!

The sound of SIF's voice causes THOR to break the kiss. He glares at SIF. DESYLVA uses THOR's momentary distraction to break free. She runs off. LOKI runs after her. THOR glares at SIF as she walks over.

SIF (cont'd)
What were you thinking?

THOR steadies himself against the wall and shakes his head as if coming out of a spell. SIF is confused. She places a hand on THOR's shoulder.

SIF (cont'd)
Are you okay?

THOR

I, I don't know.

THOR looks down the hall and sees LOKI chasing DESYLVA.

PAN TO:

74 INT: OTHER END OF HALL

DESYLVA turns a corner. LOKI follows. DESYLVA vanishes. LOKI stops and smiles. He is intrigued.

LOKI

Interesting.

(beat)

But you're not getting away that easy.

LOKI vanishes.

JUMP TO:

75 INT: DESYLVA'S ROOM

DESYLVA appears in her room.

DESYLVA

Really, Des? Thor?

(beat)

After all these years and it's Thor?

(beat)

At least the affect is not permanent.

(beat)

But really, why did it have to be Thor?

The one day I forget to put on the gauntlets and it's Thor that touches me.

(beat)

I wish I could...

DESYLVA's line is interrupted by a knock on the door. DESYLVA is confused and raises an eyebrow.

DESYLVA (cont'd)

I wonder who that could be.

DESYLVA goes to the door and opens it. It's LOKI. He is leaning in the doorway. He smiles at her. Her heart starts pounding.

(CONTINUED)

She tries to say something, but her pulse is racing. LOKI senses something, a feeling, he can't explain. He looks at her and says the first thing that comes to mind.

LOKI

Hi.

DESYLVA is stunned. She can't believe he is here.

LOKI (cont'd)

May I come in?

DESYLVA

I... I...

LOKI enters the room.

LOKI

Thanks.

DESYLVA takes a deep breath, closes the door, and turns to him. Her heart is pounding so loud that she wonders if he can hear it.

LOKI is looking around the room. His back is to her. He has his hands clasped behind his back. He notices a door in the right wall. It is an adjoining room door. He wonders whose room it is.

LOKI (cont'd)

I was going to ask if you were alright.
My brother always gets what he wants.
And sometimes he can be...

DESYLVA

I am fine.

LOKI turns and looks at her. The strange feeling is still within him. It is getting stronger. The feeling keeps growing as the conversation continues.

LOKI

I can see that.

LOKI recognizes her. He realizes he has seen her multiple times over the years, watching them. He doesn't connect her to his "angel" though.

LOKI (cont'd)

So. You finally got what you wanted.
After all these years.

DESYLVA

What?

LOKI walks over to her and circles her as he says line. He can sense that she is nervous.

LOKI

You've been following Thor around for centuries.

(beat)

I'm surprised he's taken so long to...

DESYLVA

Thor?

LOKI

Yes.

LOKI lets his hands fall to his sides. DESYLVA thinks to herself.

DESYLVA (VO)

(thought)

Does everyone know I've been watching?

LOKI

Don't deny it. I've seen you watching us from afar.

DESYLVA (VO)

(thought)

That answers that. So much for being careful.

DESYLVA raises an eyebrow and says next line out loud.

DESYLVA

You have?

LOKI

Yes. If you wanted Thor, why didn't you just...

DESYLVA takes his hand in hers. He looks at her hand.

DESYLVA
It's not Thor I want.

LOKI
(confused)
What?

DESYLVA locks eyes with LOKI. Nothing happens.

DESYLVA (VO)
(thought)
*Why is he just looking at her. He
should be all over me.*

She decides to talk to him.

DESYLVA
(seductively)
It's you.

LOKI
(raise eyebrow)
Me?

DESYLVA
It's always been you.

DESYLVA looks at their hands.

DESYLVA (VO)
(thought)
*Why isn't it working? He doesn't seem
to be affected at all. He should have
at least kissed me now.*

LOKI looks at her.

LOKI
(confused)
Me? I...

LOKI doesn't know what to say. He just can't believe she wants him. DESYLVA slowly lets go of his hand letting it drop. She walks over to the couch. LOKI, stunned, looks at her as she sits on the couch. He goes to her. He sits. She looks at him.

DESYLVA

You look surprised.

LOKI

I am.

DESYLVA

Why?

LOKI

No one has ever chosen me over Thor.
For anything.

(beat)

It's always been Thor.

(beat)

Everyone wants...

DESYLVA

Not me.

LOKI looks at DESYLVA.

DESYLVA (VO)

(thought)

*He must be immune to the touch. I can't
believe I'm going to lose this chance.
I've waited so long to be alone with
him. And now I...*

LOKI

(smile)

Where did you learn to disappear like
that?

DESYLVA

Not sure really. Just happened one
day.

LOKI

Took me months to master that trick.

(beat)

You're a natural then.

DESYLVA

Appears so.

LOKI is curious.

LOKI (VO)

(thought)

A natural ability for magic? That is rare. Wonder what else she can do.

DESYLVA starts to rise. LOKI grabs her arm. She stops.

LOKI

What's your name?

DESYLVA

Desylva. Friends call me Des.

LOKI

(smile)

The She-Wolf.

DESYLVA raises an eyebrow and thinks the following.

DESYLVA (VO)

(thought)

*Why does everyone keep saying that?
And why do they always look so surprised?*

Then says aloud...

DESYLVA

Does that mean something?

LOKI looks at her.

LOKI

It is a sign.

DESYLVA

A sign?

LOKI

Yes.

DESYLVA

Of what?

LOKI

Us.

DESYLVA raises an eyebrow and thinks the following.

DESYLVA (VO)
(thought)
Is he saying what I think he's saying?

Then says aloud...

DESYLVA
Us?

LOKI
Maybe we were *MEANT* to be together.

She can't believe after all these years, that he may actually be interested in her. She looks at him. She wants so much to say, "I love you", to just take him in her arms and...

DESYLVA
Loki. I...

LOKI
(smile)
I like the way you say my name. Say it again.

DESYLVA
(smile)
Loki.

LOKI leans in and kisses her. The kiss is unlike any kiss he has ever had. He feels himself being drawn to her. Strongly. His whole body wants her. He has never felt like this before.

She kisses him back. His kiss is everything she imagined it would be. She feels it in every cell of her body. She feels on fire. She feels like she will explode. She wants him. She needs him.

After a few moments LOKI breaks the kiss and looks at her. She looks back at him. Hoping he will take the next step.

LOKI
Question. Why the barracks?

DESYLVA wonders where that came from.

DESYLVA
(momentarily confused)
What?

LOKI
Why do you live in the barracks?

DESYLVA
My father is with the guard.

LOKI gives her a look, then looks to the adjoining door.

LOKI
That door connects to your parents
then.

DESYLVA
Just my father.
(beat)
I never knew my mother. She died when
I was a baby.

LOKI
Sorry.

DESYLVA
Don't be. It was a long time ago...

LOKI gets an idea.

LOKI
The barracks are no place for...

DESYLVA
I can take care of myself.

LOKI gives her a look.

LOKI
That's not what I meant.

DESYLVA gives him a look. LOKI smiles.

LOKI (cont'd)
You're coming with me.

DESYLVA is surprised. He doesn't waste time.

DESYLVA

What?

LOKI

You heard me. I want you to come and stay with me.

DESYLVA

(raise eyebrow)

Seriously?

LOKI

Yes.

DESYLVA

I...

LOKI smiles and kisses her. He can't deny the attraction, the connection. He's never felt like this before. He pulls her close. She melts into his embrace.

After a few moments she breaks the kiss and takes his hand. She rises, holding his hand. He stands. She kisses him again and they vanish.

CUT TO:

76 INT: DESYLVA'S BEDROOM

They appear on the bed. DESYLVA teleported them. LOKI is laying on her. He breaks the kiss and looks at her.

LOKI

How did you...

DESYLVA

Magic.

LOKI smiles. DESYLVA smiles.

DESYLVA (cont'd)

Make love to me, my prince.

LOKI kisses her.

CUT TO:

(CONTINUED)

A FEW HOURS LATER

77 INT: HALLWAY

A guard, who we later learn is named BJARKE, is walking down the hall.

DESYLVA's room is a few doors down from where he is. He sees LOKI exit the room. He stops walking. He sees LOKI kiss DESYLVA's hand, then leave.

LOKI heads down the hall away from BJARKE. BJARKE turns and heads back the way he came, forgetting why he came down here in the first place.

CUT TO:

78 INT: INDOOR TRAINING AREA

A squad of guards are working out, training. HALVIR is at the front of the room. BJARKE enters and heads to HALVIR.

HALVIR

(curious)

Back already, Bjarke?

BJARKE

You are not going to believe this, sir.

HALVIR

Try me.

BJARKE

Guess who I just saw leaving Des' quarters?

HALVIR gives BJARKE a look.

BJARKE (cont'd)

Prince Loki.

All guards within earshot stop what they are doing and look at HALVIR.

HALVIR

Loki? What...

(CONTINUED)

BJARKE

I don't want to jump to conclusions, sir, but he was kissing her hand when he left.

HALVIR

Are you saying my daughter has caught the attention of Prince Loki?

BJARKE

It would appear so, sir.

HALVIR thinks.

JUMP TO:

79 INT: DINING HALL

THOR, SIF, FANDRAL, HOGUN and VOLSTAGG are standing around laughing. The doors fly open. Everyone looks to the doors. LOKI enters and heads straight for THOR.

THOR

(delight)

Brother! You finally made it.

(beat)

Where have you been?

LOKI reaches THOR, and with a wave of his hand, sends THOR flying across the room. SIF and The Warriors Three look from LOKI, to THOR, and then back at LOKI. They wonder what has LOKI so upset. LOKI heads over to THOR.

LOKI

(mad)

Don't EVER touch her again!

Only SIF and THOR know who LOKI is referring to. The Warriors Three are at a loss.

SIF (VO)

(thought)

So, he's been with Desylva all this time.

(beat)

Hmm. Interesting.

(CONTINUED)

THOR looks up at LOKI who is now standing in front of him.
THOR is still on the ground.

THOR

Loki, I never meant to...

LOKI

All these years I thought she wanted
you.

(beat)

The way she followed us everywhere.

(beat)

I assumed it was you she wanted. It's
always you!

THOR

It was never me, brother.

THOR get up off the ground.

LOKI

I know that now. I...

LOKI gives THOR a look.

LOKI (cont'd)

Wait. You knew?

THOR looks over at SIF, then back at LOKI.

THOR

Yes.

In the background, HOGUN and VOLSTAGG are still confused.
FANDRAL is curious. He wonders if LOKI is referring to DESYLVA.
SIF whispers Desylva's name to them. HOGUN and VOLSTAGG get an
"ah" look on their faces and nod in understanding. FANDRAL
plays along.

LOKI

And you never said anything?

THOR

It wasn't my place, brother.

Momentary pause. LOKI thinks of something.

LOKI

If you knew she wanted me, then why did you...

THOR

Kiss her?

LOKI gives him a "yes" look.

THOR (cont'd)

Don't know really. Still trying to figure that one out.

LOKI gives him a confused look. THOR heads back over to SIF. LOKI thinks.

CUT TO:

80 INT: HALLWAY (OUTSIDE DESYLVA'S ROOM)

HALVIR approaches and knocks on the door.

HALVIR

Desylva? Open the door.

No answer. He removes a key and opens the door. The room is completely empty. He closes the door and stands in the hall.

HALVIR (cont'd)

Des and Loki. Hmmph. Can't say I'm surprised. She's always had a thing for him. Looks like he finally noticed. ... All things considered... I suppose she could always do worse.

As he walks off, he thinks to himself.

HALVIR (VO)

(thought)

*Should I tell her who her mother is?
If things with Loki get serious, I may
have no choice.*

HALVIR continues down the hall.

CUT TO:

(CONTINUED)

81 INT: LOKI'S ROOM

DESYLVA is pacing and talking to herself.

DESYLVA

Why did it work on Thor and not Loki?
They are brothers. If it worked on...

DESYLVA (VO)

(thought)
*You still got what you wanted though.
You've waited for centuries for Loki
to notice you. And he finally did. You
didn't need magic to...*

DESYLVA

He wanted me for me. As I am.

DESYLVA (VO)

(thought)
That was the goal, wasn't it?

DESYLVA

Of course. But... The Touch... It
should have done something?! Any
Asgardian male should have...

DESYLVA (VO)

(thought)
It's fate.

DESYLVA

Yes. Fate.
(beat)
That has to be it.
(beat)
We belong together.

DESYLVA thinks back to earlier.

FADE INTO A FLASHBACK:

82 FLASHBACK: INT: DESYLVA'S BEDROOM

LOKI and DESYLVA are making love.

(CONTINUED)

DESYLVA (VO)

It felt so good being in his arms.

(beat x4)

We fit so perfectly.

(beat x4)

He was everything I'd imagined and more.

We stay with the flashback for a bit longer, then we...

FADE OUT OF FLASHBACK:

83 INT: LOKI'S ROOM

DESYLVA returns to the present and looks around the room. She still can't believe that she is actually here.

JUMP TO:

84 INT: DINING HALL

LOKI is standing over by a window, looking out. THOR, SIF, and The Warriors Three are all sitting at the table. VOLSTAGG has just finished a joke or a story and they're all laughing.

FANDRAL looks over at LOKI and wonders why he is staring out the window. FANDRAL rises from the table and goes over to him. He stands beside him.

FANDRAL

You okay?

LOKI

(half-smile)

Never better. Why?

FANDRAL

You seem... different.

LOKI looks at him.

LOKI

Something happened earlier. I can't explain it.

FANDRAL

What do you mean?

(CONTINUED)

LOKI

We are friends, yes?

FANDRAL is concerned. He gives LOKI a look. This must be serious.

FANDRAL

Of course.

LOKI

I... I met someone.

FANDRAL realizes it is DESYLVA that has him in this mood.

LOKI (cont'd)

I can't explain it. She...

FANDRAL decides to pretend he doesn't know anything.

FANDRAL

She?

LOKI

Her name is Desylva.

FANDRAL speaks without thinking and then almost immediately regrets it.

FANDRAL

(understandingly)
Halvir's daughter.

LOKI

(raise eyebrow)
You know her?

FANDRAL tries to backpedal.

FANDRAL

I know *OF* her.

LOKI gives him a look.

FANDRAL (cont'd)

Why?

LOKI

Something happened. Something I can't explain.

FANDRAL realizes LOKI keeps saying that, over and over again. She must have really gotten to him.

FANDRAL

What happened?

LOKI

I... I...

LOKI stops talking. FANDRAL is concerned.

FANDRAL

Loki, what...

LOKI looks over at THOR and SIF then back at FANDRAL.

LOKI

The moment she opened the door I felt it.

FANDRAL

Felt what?

LOKI

A pull, a connection.

FANDRAL

What do you mean?

LOKI

Not sure.

(beat)

The more we talked the stronger it got.

(beat)

Then I kissed her.

FANDRAL gives LOKI a look.

LOKI (cont'd)

It was unlike any kiss I've ever had. I felt it go right through me. I felt it in every...

FANDRAL
What did you do?

LOKI
I broke the kiss.

FANDRAL
And?

LOKI
We talked some more. Then the feeling
returned. I wanted her. More than I've
ever wanted anyone.

FANDRAL wonders if LOKI is under her spell.

FANDRAL
(raise eyebrow)
And?

LOKI gives him a look. He can guess what happened.

FANDRAL (cont'd)
Don't answer that. I can guess.

LOKI
She is... different. Unlike any woman
I've ever...

FANDRAL
Sounds like you...

LOKI
She's been there, right in front of my
eyes, for centuries. But I never
really saw her.
(beat)
I assumed she was interested in Thor.

FANDRAL gives LOKI a "Thor?" look.

LOKI (cont'd)
But... She wanted me. How could I not
see that?

FANDRAL gives LOKI a look and thinks the following.

FANDRAL (VO)

(thought)

Something is different. I know what her touch can do. But Loki seems to be affected differently. Wonder why that is?

Then says aloud...

FANDRAL

(curiously)

Did the *feelings* start before, or after, you touched her hand?

LOKI

(raise eyebrow)

What?

FANDRAL gives him a look.

LOKI (cont'd)

Before.

(beat)

When I saw Thor kissing her...

FANDRAL raise an eyebrow. LOKI continues talking without stopping.

LOKI (cont'd)

...I felt something. Then as I was running after her it started to get stronger.

(beat)

When she opened the door and I looked at her, it started to consume me.

LOKI notices the confused/concerned look on FANDRAL's face. FANDRAL wonders if he should say anything.

LOKI (cont'd)

Why?

(beat)

Fandral?

FANDRAL

There are... rumors that...

(CONTINUED)

FANDRAL stops talking. He's not sure he should say anything.

LOKI
(raise eyebrow)
That what?

FANDRAL
That her touch can make men desire her.

LOKI
(laugh)
What? That's crazy.

FANDRAL
But you started to desire her before
you touched her.

LOKI
Yes.

FANDRAL
And when she took your hand and told
you it was you and not Thor that she
wanted, what happened?

LOKI
What do you mean?

FANDRAL
Did she say or do anything?

LOKI
(think)
No. She just... looked at me.

FANDRAL
How?

LOKI
What?

FANDRAL
How did she look at you?

LOKI ponders the question for a moment.

LOKI

Now that I think about it, it could have been a confused look.

FANDRAL

It probably was. ... She was probably wondering why you were just staring at her and not kissing her. It wasn't working.

LOKI

What are you...

FANDRAL

According to the stories, when she took your hand and looked into your eyes, you should have been overcome with desire. You should have kissed her and...

LOKI thinks back to earlier.

LOKI

Like Thor did in the hall.

FANDRAL

Yes.

LOKI

But I didn't.

FANDRAL

But why? Why did her touch not...

LOKI

Maybe it doesn't work on everyone.

FANDRAL (VO)

(thought)

Doubt it. There has to be another reason.

FANDRAL gives LOKI a look and decides to drop this for now.

FANDRAL

Or maybe the stories are just stories.

(CONTINUED)

FANDRAL walks off. LOKI watches him go.

LOKI (VO)

(thought)

Or maybe there's a connection between me and her that is stronger than any spell.

(beat)

Maybe it's another sign that we really are meant to be together.

LOKI turns and looks back out the window.

JUMP TO:

85 TIME FLIES

LOKI spends the next few months teaching DESYLVA magic. He is surprised at how fast she is keeping up with him. She masters all the beginner level lessons in no time. LOKI moves on to the intermediate level lessons and she masters them as well. He then moves on to the advanced level lessons and she picks them up fast as well. LOKI is curious. She is learning in days what took him weeks, sometimes months, sometimes years, to master. And he had his mother as a teacher.

JUMP TO:

1605 AD

86 INT: TRAINING ROOM

HALVIR is at the front of the room watching the soldiers train.

A palace guard enters and heads for HALVIR. As the guard passes the soldiers, they all stop what they are doing.

The guard reaches the front of the room and addresses HALVIR.

PALACE GUARD

The Prince demands your presence.

HALVIR motions for another soldier to take over supervising the group, then allows himself to be escorted out of the room.

JUMP TO:

(CONTINUED)

87 INT: PALACE ROOM

The Palace Guard leads HALVIR into the room. HALVIR is shocked to see LOKI. He assumed it was THOR who called him. LOKI stands with his hands clasped behind his back. HALVIR kneels as he addresses LOKI.

HALVIR

Prince Loki.

LOKI turns and looks at HALVIR. He motions for HALVIR to rise. HALVIR rises.

LOKI

I can see from your stunned look, that you were expecting my brother.

HALVIR

Yes, my prince.

LOKI

It's Halvir, correct?

HALVIR

Yes.

LOKI

Do you know why I wanted to see you?

HALVIR

No, my prince.

LOKI walks right up to him.

LOKI

What is she?

HALVIR

(raise eyebrow)

Excuse me?

LOKI

Your daughter. What is she?

HALVIR

What do you mean?

(CONTINUED)

LOKI

I've been with her for five years now.
And I've noticed things.

(beat)

She is more than she knows, isn't she?

HALVIR gives him a look.

LOKI (cont'd)

Don't lie to me. She is a master at
magic. She has a gift I've never seen.
She claims she's just a natural.
But...

LOKI can tell from the look on HALVIR's face that he is right.
HALVIR is hiding something.

LOKI (cont'd)

There is more to it than *natural
ability*, isn't there?

(beat; softly)

Tell me.

HALVIR

(reluctantly)

She doesn't know what I am about to
tell you, and she can never find out.

LOKI motions for HALVIR to sit. They both sit down. HALVIR
struggles with where to start. LOKI gives him a look.

LOKI

Tell me.

HALVIR

She gets her *gift*, from her mother.

LOKI

Her mother?

HALVIR

Yes. She was...

HALVIR pauses. Can he trust Loki? LOKI looks at him.

LOKI

What? She was what?

HALVIR

A Norn Sorceress.

LOKI is shocked and stunned.

LOKI

What?

HALVIR

A High Sorceress.

LOKI is shocked.

LOKI

You had a Norn High Sorceress living
in the Palace?

HALVIR

No.

HALVIR looks at the floor. LOKI looks confused.

LOKI

Explain.

HALVIR takes a deep breath and then looks at LOKI.

HALVIR

I met her mother while I was
accompanying Brynjar on one of his
visits to Nornheim.

LOKI

Brynjar?

LOKI gets a look and thinks to himself.

LOKI (VO)

(thought)

*Now there's a name I haven't heard in
a long time.*

HALVIR

She was so beautiful. We fell in love.
I wanted to marry her and bring her to
Asgard. But it was forbidden by Norn
law.

LOKI is still trying to grasp the full effect of what HALVIR is saying.

HALVIR (cont'd)

We carried on our relationship in secret. Only Brynjar knew.

(beat)

The day came when she underwent the final ritual that would make her a High Sorceress.

LOKI is intrigued.

HALVIR (cont'd)

We didn't know she was pregnant, and...

LOKI

(shock)

What? She underwent that ritual while she was....

HALVIR

Yes.

LOKI is absorbing everything HALVIR is saying.

HALVIR (cont'd)

(beat)

A few weeks after the ritual, she went into premature labor and Desylva was born.

LOKI realizes that if Desylva's mother was pregnant when she underwent the ritual, then Desylva would also be considered a High Sorceress as she'd possess all her mother's knowledge and skill.

LOKI

What happened to D's mother?

HALVIR lowers his head and looks at the ground.

HALVIR

She died.

Momentary silence.

HALVIR (cont'd)

Brynjar helped me get Des off Nornheim. She was so small we thought she wouldn't make it. But Eir helped. It was fate that Des survived.

LOKI

So, all her mother's magic passed to her.

HALVIR

Yes.

LOKI

She is 1/2 Norn.

HALVIR gives LOKI a look and thinks the following.

HALVIR (VO)

(thought)

She is much more than that, I am not ready to share the rest. Not yet anyway. Maybe one day.

Then says aloud...

HALVIR

And she must never find out.

(beat)

If Queen Karnilla ever learns the truth about Desylva, she will...

LOKI knows all too well that Desylva would be seen as an abomination and Karnilla would order her executed.

LOKI

Yes. I know. She...

HALVIR looks at LOKI pleadingly.

HALVIR

Please. Promise me you will never tell Desylva?

LOKI

Your secret is safe with me.

HALVIR

Thank you.

LOKI

But if the safety of Asgard is ever...

HALVIR

I understand.

Pause.

HALVIR (cont'd)

If that is all, my prince?

LOKI motions that HALVIR may go. HALVIR rises and exits. LOKI is still in shock.

LOKI

A Norn High Sorceress! I didn't see that coming. I wonder how much D can really do?

JUMP TO:

88 INT: LOKI'S ROOM

DESYLVA is heading to the door when she hears LOKI in her head.

LOKI (VO)

D, meet me at the gate to Rainbow Bridge.

DESYLVA raises an eyebrow in curiosity and replies to LOKI.

DESYLVA (VO)

(thought)
On the way.

DESYLVA vanishes from the room, teleporting herself to the gate.

JUMP TO:

89 EXT: NEAR GATE TO RAINBOW BRIDGE

DESYLVA materializes. LOKI is waiting. She goes to him. He kisses her.

(CONTINUED)

DESYLVA

Why did you want to meet here?

LOKI

Time for your next lesson.

DESYLVA is curious. LOKI takes her hand and leads her to the gate. They reach the gate and LOKI signals the guard to open it. The guard opens the gate. They walk out onto the bridge. The guard closes the gate.

CONTINUE TO:

90 EXT: RAINBOW BRIDGE (NEAR MAIN GATE)

DESYLVA is really curious now. If he wanted to take her onto the bridge, why didn't they simply teleport to the bridge?

DESYLVA

Why didn't we just teleport to the bridge?

LOKI looks at her.

LOKI

Because we can't.

DESYLVA

(raise eyebrow)

What?

LOKI

We can't teleport onto the bridge from inside the city.

DESYLVA

Why not?

LOKI

Not sure. It just can't be done.

(beat)

The only way onto the bridge, is through the gate.

(beat)

Once on the bridge we can teleport to any spot on the bridge.

(CONTINUED)

DESYLVA

What about going back?

LOKI

Same. We have to pass through the gate.

DESYLVA

And you have no idea why that is?

LOKI

No.

DESYLVA

(curious)

You never asked?

LOKI

I did. Once.

DESYLVA

And?

LOKI

Those I asked thought it might have to do with the old protection spells on the city. But no one really knows.

DESYLVA gives him a look. She's not sure if he's being serious.

DESYLVA

Are we going to walk the entire length of the bridge?

LOKI looks at her.

LOKI

We only need to go to the middle.

DESYLVA

(smile)

Meet you there.

DESYLVA vanishes. LOKI smiles and vanishes.

JUMP TO:

(CONTINUED)

91 EXT: RAINBOW BRIDGE (NEAR OBSERVATORY)

CAMERA is positioned behind HEIMDALL who is at his post. He sees DESYLVA and LOKI materialize near the middle gate on the bridge. He raises his eyebrow, wondering what they are up to.

(This is what he sees as he speaks. LOKI seems to be explaining something to DESYLVA. LOKI points to the center of the lake and looks at DESYLVA. DESYLVA seems to be unsure. LOKI starts to move behind her.)

HEIMDALL watches them as he speaks to himself.

HEIMDALL

They have come so far.

(beat)

I remember the day they arrived on Asgard.

(beat)

I wonder how long until they realize just how strong a connection they really have.

HEIMDALL continues to stare at them.

PAN TO:

92 EXT: RAINBOW BRIDGE (NEAR MIDDLE GATE)

LOKI and DESYLVA are standing in the center of the bridge, near the right side, looking out at the water in front of them. LOKI is behind DESYLVA. His head over her shoulder, talking into her ear.

LOKI

Trust me. You can do this.

DESYLVA is not so sure she can.

DESYLVA

I've never tried this on such a big scale. I...

LOKI

I'll be right here. ... To guide you.

(beat)

Help you if you need it.

(CONTINUED)

DESYLVA
(deep breath)
Oh-kay. Here it goes.

DESYLVA raises her hands up in front of her. She stares at the water, willing it to rise. The water slowly rises forming a tower of water in the middle.

LOKI smiles. He knew she could do it.

LOKI
That's it. Now concentrate.

The water tower rises higher.

LOKI (cont'd)
Now form it.
(beat)
Mold it into something.
(beat)
Just think of something and will it to
change.

DESYLVA thinks of a water dragon. A large, beautiful water dragon. The water tower transforms into a water dragon.

LOKI (cont'd)
Now make it fly.

DESYLVA makes it break from the main body of water and fly. LOKI smiles as he watches the water dragon take flight.

CUT TO:

93 EXT: BALCONY

ODIN is standing on the balcony. He sees the water dragon flying around, and mutters under his breath.

ODIN
Loki!

ODIN leaves the balcony.

CUT TO:

(CONTINUED)

94 EXT: RAINBOW BRIDGE

LOKI and DESYLVA are having fun with the dragon. LOKI creates a smaller one to join DESYLVA's. There are now two water dragons flying around. LOKI and DESYLVA are so involved in what they are doing, that they do not notice ODIN and SLEIPNIR arrive. ODIN and SLEIPNIR stop. ODIN yells as he dismounts.

ODIN

Loki!

LOKI is startled at the sound of ODIN's voice and loses concentration on his water dragon.

What happens next happens so fast you might miss it. LOKI's water dragon loses its shape and the water falls. DESYLVA senses it and realizes the falling water will land on ODIN. She thinks fast and motions towards the falling water with her left hand. Keeping her right hand controlling her dragon. She "catches" the falling water and then motions with her hand bringing the hovering water over toward her dragon. She now has her dragon being controlled with her right hand, and the water from Loki's dragon being controlled with her left. She motions a down gesture with both hands. Her dragon lands on the water. The water from Loki's dragon lands on the water. With a wave of her hands, her dragon and Loki's water rejoin the main body of water.

LOKI and ODIN are staring at DESYLVA. DESYLVA turns to them and gives LOKI a "you're welcome" look. ODIN is curious.

ODIN (VO)

(thought)

I'm impressed. That was a very complicated maneuver. How was she able to control two separate items at the same time? It takes a lot of skill to be able to control one. But two? To split your concentration like that requires a master level. I have never seen one so young perfect the skill so fast.

DESYLVA looks at ODIN and bows.

DESYLVA

My king, I...

(CONTINUED)

ODIN motions her to be quiet. She looks at SLEIPNIR. ODIN takes LOKI aside. DESYLVA goes over to SLEIPNIR.

CONTINUE TO:

95 EXT: FOCUS ON DESYLVA & SLEIPNIR

DESYLVA pets SLEIPNIR while looking at LOKI and ODIN.

DESYLVA (VO)
(thought)
Are we in trouble?

SLEIPNIR (VO)
(thought)
I am not sure.

DESYLVA (VO)
(thought)
What did we do?

SLEIPNIR just gives her a look.

CONTINUE TO:

96 EXT: FOCUS ON ODIN & LOKI

ODIN
What are you doing?

LOKI
Just having fun. Did you see what she just did? The way she...

ODIN
The waters of Yggdrasil are not meant to be...

LOKI
It's just water, father.

ODIN
No. It is not JUST water.
(beat)
There are forces within it that should not be tampered with.

(CONTINUED)

LOKI
(confused)
What do you mean?

ODIN
Just, leave it alone.

ODIN leaves a confused LOKI and returns to SLEIPNIR.

CONTINUE TO:

97 EXT: FOCUS ON DESYLVA & SLEIPNIR

DESYLVA backs away from SLEIPNIR. ODIN mounts SLEIPNIR and rides off. DESYLVA walks over to LOKI.

CONTINUE TO:

98 EXT: FOCUS ON LOKI

DESYLVA reaches him. He is just staring at ODIN and SLEIPNIR.

DESYLVA
You okay?

LOKI
Fine.

DESYLVA
You sure?

LOKI
Yes.

DESYLVA
You know, you never told me why you gave Sleipnir to Odin.

LOKI
Who says I did?

DESYLVA
Are you saying that Odin just took him?
(beat)
Loki, he's your son! Why...

(CONTINUED)

LOKI

Don't ask.

DESYLVA gives him a look. LOKI doesn't want to get into this with her. Not now. Maybe one day.

LOKI (cont'd)

Let's get back. I have something to show you.

LOKI smiles at her and takes her hand. She smiles back. They head back to main gate.

CUT TO:

1625 AD

99 INT: DINING HALL

The Warriors Three are sitting around the table. VOLSTAGG and HOGUN are on one side and FANDRAL is on the other. (VOLSTAGG and HOGUN can see the entrance to the room. FANDRAL has his back to it.)

VOLSTAGG

What do you think of Des?

FANDRAL raises an eyebrow. He has mixed feeling about Desylva for reasons he can't explain. He's known her longer than any of them. Only they don't know that.

FANDRAL

Des?

VOLSTAGG

Yeah. Loki's...

FANDRAL

I know who she is.
(quickly add)
We all do.

LOKI enters the room and approaches the table.

FANDRAL (cont'd)

She was after him for centuries. We all knew that.

(CONTINUED)

VOLSTAGG sees LOKI heading over.

FANDRAL (cont'd)

He is spending so much time with her.
Fawning over her. He's like a kid with
a new toy.

VOLSTAGG stops eating and gives FANDRAL a look. FANDRAL doesn't notice. VOLSTAGG nudges HOGUN from under the table. HOGUN notices LOKI. HOGUN and VOLSTAGG both try to give FANDRAL a "stop talking" look.

FANDRAL (cont'd)

A toy which he has been playing with
for over 25 years now. A toy which will
eventually lose all its fascination.

LOKI is now standing behind FANDRAL. He heard most, if not all, of what FANDRAL said. VOLSTAGG is about to say something, but LOKI raises a finger to his lips in a "sh" gesture. FANDRAL still does not notice the uneasiness in VOLSTAGG and HOGUN.

FANDRAL (cont'd)

I've heard it said that she can have
any man she wants. Why she would want
Loki, I do not know. But I'm sure he
will cast her aside soon enough an...

FANDRAL finally notices the looks from VOLSTAGG and HOGUN. He notices VOLSTAGG is not eating. Then he senses the presence behind him and gets a "damn" look in his eyes.

FANDRAL (cont'd)

He's behind me, isn't he?

VOLSTAGG and HOGUN slowly nod affirmatively as LOKI places a hand on FANDRAL's shoulder. FANDRAL looks at the hand as LOKI speaks.

LOKI

Yes.

FANDRAL closes his eyes and tries to think of something to say. He opens his eyes and looks over his shoulder.

FANDRAL

Loki. I...

LOKI sits beside FANDRAL. VOLSTAGG and HOGUN get an "I think we should get out of here" look on their faces, but they know that that would probably be a bad idea. A very, very, bad idea.

LOKI

(hurt)

Is that really what you think of me?

FANDRAL

I...

LOKI

(hurt)

I thought we were friends.

FANDRAL

We are. And, as a friend, I... am concerned.

LOKI raises an eyebrow.

VOLSTAGG and HOGUN are also curious. What is FANDRAL doing? Does he not know when to shut up?

FANDRAL tries to think of something to say without revealing that he's known DESYLVA a lot longer than any of them know.

FANDRAL (cont'd)

There is something about her. I'm not sure what. I just get a strange feeling about her.

LOKI wonders if FANDRAL somehow suspects.

FANDRAL (cont'd)

You yourself once said she...

LOKI

Fandral, I can take care of myself.

FANDRAL

I wasn't implying that you...

LOKI

As for D, you are right.

FANDRAL, VOLSTAGG, and HOGUN all give LOKI a look.

LOKI (cont'd)

She is special.

(beat)

She is also very important to me. I
can't see myself *casting her aside*.

LOKI gives FANDRAL one more look, then rises and leaves,
forgetting why he came in here in the first place.

The Warriors Three watch LOKI leave the room. Once LOKI is
gone, FANDRAL looks back at VOLSTAGG and HOGUN.

FANDRAL

Really? You couldn't have warned me he
was there?!?

VOLSTAGG

I tried, but he "shushed" me.

FANDRAL

What?

VOLSTAGG

I stopped eating. That should have
been a clue that something was wrong.

FANDRAL buries his head in his hands. HOGUN looks at FANDRAL.

HOGUN

At least he did not kill you.

FANDRAL looks at HOGUN.

FANDRAL

For a moment I thought he was going
to. When his hand landed on my shoulder
I...

HOGUN

You are lucky he is a friend.

VOLSTAGG

Anyone else would be dead for saying
that about the prince.

Momentary pause then VOLSTAGG continues.

VOLSTAGG

What possessed you to say that anyway? You have never said anything negative about their relationship in the past. What's changed?

FANDRAL

I don't know. Lately I just get the feeling that there is more to her than we know.

HOGUN

Like what?

FANDRAL

Not sure.

(beat)

We all know she wanted him long before they got together.

VOLSTAGG

Yes. But what does...

FANDRAL

There is something there, between them, something I can't quite put my finger on. She's changed since they hooked up. I have a feeling she may be hiding something.

VOLSTAGG

Like what?

SILENCE. FANDRAL realizes he may have said too much. He stops talking. HOGUN looks at them.

HOGUN

Our young prince may be in love.

VOLSTAGG

Love? Is that even possible? He may be momentarily infatuated with her, but love?

HOGUN

I have seen the way he is with her.

(CONTINUED)

SILENCE. FANDRAL remembers the day Loki and Desylva hooked up. He remembers Loki confiding in him in the Dining Hall.

FANDRAL (VO)

(thought)

Could it be real? She's loved him forever, I know that. And I really do think they belong together. Something just doesn't feel right. Something is missing.

He looks at VOLSTAGG and HOGUN.

FANDRAL (VO)

(thought)

Should I tell them I've known her longer than they have. Should I tell them I can see how her magic has gotten so much stronger since she hooked up with him. Should I bring my concerns to them?

JUMP TO:

1650 AD

100 EXT: PLAINS

LOKI and DESYLVA are racing on horseback. A mountain can be seen in the distance. They are headed towards it.

CONTINUE TO:

101 EXT: BASE OF MOUNTAIN (NORTHWEST EDGE OF ASGARD)

They reach the base of the mountain. LOKI gets there first. He stops his horse and dismounts. DESYLVA arrives. She stops her horse as LOKI walks over to her. LOKI helps her off her horse. She looks around wondering where they are.

DESYLVA

Where are we?

LOKI smiles. DESYLVA gives him a look.

DESYLVA (cont'd)

Loki.

(CONTINUED)

LOKI

Remember when I told you there were other ways off Asgard beside the Bifrost?

DESYLVA

Yes.

LOKI

Well, this is one.

DESYLVA looks around. She can't see anything that looks like a gateway or other exit. LOKI takes her hand and leads her towards a hidden path that leads up the side of the mountain.

CONTINUE TO:

102 EXT: MOUNTAIN PATH

They walk along the path. DESYLVA starts to get a strong sense of deja vu. She remembers another mountain pass years ago and what happened.

LOKI

Unlike the Bifrost, these passages only go to one location.

DESYLVA

Oh? And where will this one take us?

LOKI

(smile)

It was the first one I discovered.

DESYLVA

That's not an answer.

LOKI just looks at her and smiles. They walk on. DESYLVA is curious as to where he is taking her. LOKI can sense her curiosity. After a few more minutes he stops. He looks at her. DESYLVA wonders why they've stopped.

DESYLVA (cont'd)

I don't see a...

(CONTINUED)

LOKI places his hand on the mountain side. A tunnel entrance is revealed. That sense of deja vu returns for DESYLVA. LOKI gestures for her to enter the tunnel. She does. He follows.

CONTINUE TO:

103 INT: CAVE TUNNEL

LOKI touches the mountain side, and the entrance disappears. It is now almost pitch black. LOKI waves his hand, and the wall lights up. DESYLVA notices there is more room in this "cave" than the one years ago. She quietly mutters to herself.

DESYLVA

Different.

LOKI

What?

DESYLVA

Nothing.

There are crystals everywhere, lining the walls down the tunnel. DESYLVA is amazed.

DESYLVA (cont'd)

Wow.

LOKI takes her hand again. They start walking. As they walk the crystals start to pulsate and get brighter.

LOKI

Hold my hand tightly. This may get...

DESYLVA

I have no intention of letting go.

They continue down the tunnel. They get about halfway when an effect similar to the Bifrost starts to pull on them. LOKI smiles and squeezes her hand.

LOKI

Here we go.

They are pulled forward by the surge of energy and...

CONTINUE TO:

(CONTINUED)

104 INT: WAITING ROOM

...they appear, through a horizontal portal, in what looks like a palace waiting room. DESYLVA looks around wondering where they are.

DESYLVA

Where are we?

Before LOKI can answer, a voice sounds from behind them.

FEMALE VOICE (VO)

Only one person knows of that entrance.

LOKI turns towards the voice and smiles. DESYLVA turns and is startled at who she sees.

HELA

Welcome to Hel, father. It's been a while.

LOKI outstretches his arms. DESYLVA is stunned.

DESYLVA (VO)

(thought)

*Did she just call him
father?*

LOKI

(smile)

Hela.

LOKI hugs her. DESYLVA stares at them. LOKI and HELA break the hug. HELA looks at DESYLVA.

HELA

You must be Desylva.

DESYLVA

Yes.

HELA

I've heard a lot about you.

DESYLVA is curious. She looks at LOKI.

HELA (cont'd)

Not only from my father of course.

HELA looks at LOKI.

(CONTINUED)

HELA (cont'd)
So, what brings you here?

LOKI
Can't a father just want to spend time
with his daughter?

HELA gives him a look. So does DESYLVA.

HELA
If this is a family reunion, where are
Fen and Jorm?

DESYLVA raises an eyebrow.

DESYLVA (VO)
(thought)
Fen and Jorm?

LOKI
Your brothers...

DESYLVA gives LOKI a look. LOKI doesn't notice and continues his line without stopping.

DESYLVA (VO)	LOKI (cont'd)
(thought)	...cannot come here.
<i>Brothers?</i>	You know that.

HELA
True. So, I'll ask again. Why are you
here?

LOKI
I have come to ask a favor.

HELA
A favor? What sort of favor?

DESYLVA wonders why LOKI brought her here.

DESYLVA (VO)
(thought)
What is he up to?

LOKI
There is someone here I'd like to see.

HELA gives him a look.

HELA
That is not allowed. You know that.
Once they come here, they are...

LOKI
I'm not asking to take them away. I
just want to talk to them.

HELA
(curious)
To whom do you wish to speak?

LOKI
Desylva's mother.

HELA looks at DESYLVA. DESYLVA looks stunned and gives LOKI a "what?" look.

DESYLVA
My mother? Why...

HELA can tell from DESYLVA's reaction that she had no idea LOKI was going to say that. HELA looks back at LOKI.

HELA
That may be an issue.

LOKI
Why? She is here, isn't she?

HELA
Yes. And no.

LOKI is confused.

HELA (cont'd)
The matter of her death was...

HELA searches for the correct word to use.

HELA (cont'd)
...traumatic.

Momentary pause.

HELA (cont'd)

(beat)

I've been told that when she arrived here, she had no memory of who she was or the life she'd led. All she knew was her name.

LOKI thinks. He had hoped to learn about Desylva's mother. He is pretty sure HALVIR is not telling him everything. But if she had no memories, then...

LOKI

Can we see her?

HELA

She will not recognize Desylva as her daughter. She doesn't even know she has a daughter. Siri is...

DESYLVA

(raise eyebrow)

Siri? My mother's name is Siri?

LOKI and HELA look at DESYLVA.

DESYLVA (cont'd)

As a child I had a friend named Siri. She was there for years then one day she just, vanished. I never learned where she went. I...

DESYLVA realizes now that her friend was never real.

DESYLVA (cont'd)

She wasn't real.

LOKI

Are you saying you imagined her?

DESYLVA thinks back.

DESYLVA

I must have. I always wondered why no one seemed to notice her.

HELA thinks it might be something else.

HELA

Maybe your friend wasn't all in your head. Maybe your mother was somehow projecting to you.

LOKI gives HELA a look. HELA is about to say something but notices the look LOKI is giving her. DESYLVA also notices the look.

DESYLVA

What?

No one says anything.

DESYLVA (cont'd)

Loki. Do you know something I don't?

HELA

I'm sure my father knows a lot of things that you do not.

DESYLVA gives HELA a look.

DESYLVA

I meant about my mother.

HELA and DESYLVA look at LOKI. LOKI looks at DESYLVA.

LOKI

Only what your father told me.

DESYLVA

You've spoken to my father? ... About my mother?

Dead silence. DESYLVA is curious.

DESYLVA (cont'd)

What did he tell you?

LOKI hears HALVIR's voice in his head.

HALVIR (VO)

She can never find out.

(beat)

Promise me you will never tell Desylva.

LOKI tries to figure out what to say.

DESYLVA

Loki.

LOKI

Only that she died shortly after you were born.

HELA can tell there is more to this.

HELA

I cannot let you talk, or interact, with Siri. ... I can show her to you. She will not be able to see you though.

LOKI looks to DESYLVA.

LOKI

Do you want to see her?

DESYLVA

Now you ask me?!?

LOKI

I wanted to give you something special. Something no one else could...

DESYLVA

Loki, I...

LOKI

It's been 50 years, D. I...

DESYLVA

You should know by now that I don't need anything. Just being with you is...

HELA rolls her eyes in an "oh please" gesture.

HELA

Do you want to see her, or not. I will not make this offer again.

LOKI knows he will not get the answers he came for, so he leaves the decision up to DESYLVA.

LOKI

D?

DESYLVA thinks.

DESYLVA

(relent)

We came all this way. Might as well.

(beat)

I've always wondered what she looked like.

HELA

Very well.

HELA waves her hand. A "window" appears in one of the walls. Through the window we can see a young woman. LOKI takes one look at her and gets a look of recognition on his face. DESYLVA also recognizes her.

DESYLVA

Is that my mother?

HELA

Yes.

DESYLVA

She looks exactly like the friend I had. Older of course, but...

LOKI is startled at the resemblance that SIRI has to someone else. He wonders if there is a connection. DESYLVA moves closer to the window. LOKI goes over to HELA and whispers to her.

LOKI

What do you know of her?

HELA

What do you mean?

LOKI

She resembles Karnilla, does she not?

HELA gives LOKI a look.

HELA
As she should.

LOKI
(raise eyebrow)
What do you mean?

HELA gives him a look.

HELA
(surprise)
You don't know.

LOKI
Know what?

HELA
Siri was Karnilla's sister.

LOKI
(surprise)
Sister?

HELA
Yes. Older sister.

HELA is surprised that LOKI really had no idea of who Siri was.

HELA (cont'd)
You really didn't know.

LOKI
No. I didn't. That means that Desylva is...

HELA
Yes.
(beat)
If Siri hadn't have died, she would've been the Queen of Nornheim, not Karnilla.
(beat)
And, as her daughter, Desylva would be heir to the throne.

LOKI thinks of what this means. He looks at DESYLVA.

LOKI (VO)
(thought)
*So, this is Halvir's secret. Desylva
is the rightful Queen of Nornheim.*

HELA watches her father staring at DESYLVA and wonders what he is thinking.

JUMP TO:

1665 AD

105 INT: DINING HALL

DESYLVA and LOKI are alone. They are sitting on the floor in front of the fireplace. They are facing each other.

LOKI
Ready?

DESYLVA
Yes.

LOKI smiles. DESYLVA smiles back.

DESYLVA (cont'd)
You are such a great teacher. I
have learned so much under you.

LOKI
And you can learn so much more.
(beat)
I'll be right back. Don't move.

DESYLVA
(surprise)
What?

LOKI kisses her, then vanishes.

DESYLVA (cont'd)
Loki? Loki.

LOKI (VO)
(softly)
D.

(CONTINUED)

DESYLVA wonders where LOKI is and why he's calling her.

DESYLVA
What are you...

LOKI (VO)
Close your eyes.

DESYLVA
Why?

LOKI (VO)
Trust me. Close your eyes.

DESYLVA closes her eyes.

DESYLVA
Now what?

LOKI (VO)
Focus on the sound of my voice.

DESYLVA does so. She follows every command as he issues it.

LOKI (VO) (cont'd)
Clear your mind of everything but the
sound of my voice.
(beat)
Take a deep breath.
(beat)
Clear your mind.
(beat)
Concentrate.

Silence for a few moments. Then LOKI speaks softly.

LOKI (VO) (cont'd)
D.

DESYLVA
Yes.

LOKI (VO)
Open your eyes.

DESYLVA does so.

CONTINUE TO:

(CONTINUED)

106 EXT: GARDEN

DESYLVA notices she is no longer in the dining hall. She is sitting on a bench in the garden. LOKI is leaning against a tree.

DESYLVA
How did I get here?

DESYLVA turns to LOKI when he starts talking.

LOKI
You're not really here.

DESYLVA
(confused)
What? I...

LOKI gives her a look. She understands.

DESYLVA (cont'd)
Astral projection.

LOKI
Yes.

DESYLVA
This is not possible.

LOKI
It is when two people are connected as strongly as we are.

LOKI takes her hand in his. DESYLVA is surprised.

DESYLVA
You can touch me?

LOKI
As I said, our connection is strong.

DESYLVA smiles. LOKI leans in and kisses her. She kisses him back.

After a few moments they break the kiss. He looks into her eyes.

(CONTINUED)

LOKI (cont'd)

I can't believe I wasted so much time.
If I'd only realized sooner, we...

DESYLVA

We are together now.

LOKI

Yes, we are.

(beat)

There's so much I want to show you.
Teach you.

DESYLVA

We have all the time in the world.

LOKI

(smile)

And you still have a few tricks you
can teach me.

DESYLVA smiles. He smiles back and kisses her.

CUT TO:

107 INT: DINING HALL

DESYLVA is sitting on the floor, still in the trance. The doors open and SIF enters. She looks around and sees DESYLVA over by the fireplace. She goes over to her.

SIF

Des?

DESYLVA doesn't answer.

SIF (cont'd)

Des?

SIF places a hand on her shoulder. DESYLVA opens her eyes. She sees SIF.

SIF (cont'd)

Are you okay?

DESYLVA tries not to let her frustration over having her trance with Loki interrupted.

(CONTINUED)

DESYLVA

Yes. Fine. What can I do for you?

SIF

Have you seen Loki?

DESYLVA

(curious)

Why?

SIF

We need him.

DESYLVA gives her a look.

DESYLVA

One moment.

DESYLVA closes her eyes. SIF looks at her with raised eyebrows.

DESYLVA (cont'd)

(whisper)

Loki.

LOKI materializes behind SIF.

LOKI

You called, my love.

SIF spins, startled at the sound of LOKI's voice behind her. DESYLVA smiles and opens her eyes at the sound of his voice. SIF looks at LOKI, then back at DESYLVA. SIF wonders how DESYLVA did that.

SIF

How did you do that?

DESYLVA and LOKI share a look. LOKI goes over to DESYLVA and offers her his hand. She takes it. He helps her up. SIF is just looking at them. Once DESYLVA is up, LOKI lets go of her hand and looks at SIF.

LOKI

You want something?

SIF

Thor has asked that you join us.

(CONTINUED)

LOKI

Of course.

LOKI looks back at DESYLVA. He places his hand under her chin and kisses her. SIF rolls her eyes. After a few moments they break the kiss. LOKI looks at DESYLVA.

LOKI (cont'd)

See you when I get back.

DESYLVA

Be safe my love.

LOKI smiles at her, then turns to SIF.

LOKI

Mustn't keep my brother waiting.

LOKI heads out. SIF gives DESYLVA a "see ya" look and follows LOKI.

CUT TO:

108 INT: HALLWAY

SIF and LOKI are walking. They are side-by-side.

SIF

How did she do that?

LOKI pretends not to know what SIF is talking about.

LOKI

Do what?

SIF

Call you.

LOKI stops walking. SIF stops walking. LOKI looks at her.

LOKI

D and I share a strong connection, Sif.

SIF

I know that.

LOKI gives her a look.

(CONTINUED)

SIF (cont'd)

The one woman in all Asgard who loves you more than anything. Has loved you for almost 700 years. And whose name just happens to mean the she-wolf. Of course, you are connected. It is obvious you belong together.

LOKI

Yes. We do. I'm just regretting it took so long for us to...

SIF gets a look. LOKI thinks she is thinking about THOR.

LOKI (cont'd)

You should tell him.

SIF

Who?

LOKI

Thor.

SIF

What?

LOKI

I've seen the way you look at him.

(mutter)

We all have.

SIF

I don't know what you mean.

LOKI

Stop denying it Sif. You love him.

Always have.

(beat)

When I think of all the years D and I wasted.

(beat)

If only the truth had come out sooner.

If only...

LOKI senses something else in SIF. He realizes that she also knew that DESYLVA desired him.

(CONTINUED)

LOKI (cont'd)

You knew.

SIF doesn't answer. She tries not to look at him.

LOKI (cont'd)

Sif?!

SIF looks at him.

SIF

Yes. I knew.

LOKI

Why did you not...

SIF tries to explain.

SIF

She asked me not to tell you. And there were so many times I wanted to.

LOKI

I see.

LOKI starts to walk away. SIF calls to him.

SIF

Loki.

LOKI stops.

SIF (cont'd)

I did want to tell you. Really.

LOKI looks at her.

LOKI

Then why didn't you? I thought we were friends, Sif. Friends don't...

SIF

She made me promise not to. She said you had to choose her.

LOKI looks at SIF. He can tell she means what she says.

(CONTINUED)

SIF (cont'd)

There was one time, where I very nearly did tell you.

LOKI looks at her with a raised eyebrow.

LOKI

When?

SIF

565 years ago.

LOKI gives SIF a surprised look.

LOKI

565 years ago?

LOKI thinks. SIF continues.

SIF

You had been missing for days and no-one could find you.

(beat)

She found you. She led Brynjar to you. If it wasn't for her, you'd...

LOKI remembers the incident SIF is talking about. He hears BRYNJAR's voice in his head.

BRYNJAR (VO)

All I can say, is that you have a guardian angel.

LOKI remembers seeing a woman with the rescue party.

LOKI (VO)

(thought)

Brynjar said she was an illusion. I was so "out of it" at the time that I believed him. But she was real. It was D.

(beat)

How long Sif has known?

SIF gives him a look and notices he seems far away.

SIF

Loki?

(beat)

Loki? Are you....

LOKI returns to the present. He looks at SIF.

LOKI

How long?

SIF

What?

LOKI

How long have you known?

SIF doesn't want to answer. How can she tell him?

LOKI can tell from the look on her face that she knew way before the day she just mentioned.

LOKI (cont'd)

That long. Really?

SIF

Loki, I promised her I wouldn't say anything.

LOKI gets a look.

LOKI (VO)

(thought)

Who else knew? Why did no one ever tell me?

LOKI looks at SIF.

LOKI

If you really want Thor. Tell him.

SIF

No. Thor sees me as a friend, one of the guys. He'll never...

LOKI

You'll never know if you don't...

(CONTINUED)

SIF

No.

LOKI

I could help.

SIF gives him a look. LOKI transforms SIF. He makes her look really enticing. LOKI smiles.

LOKI (cont'd)

Wow.

(beat)

If you went to my brother looking like that, he'd...

SIF looks at herself, then at LOKI.

SIF

Loki. Don't.

(beat)

This is not me. Undo it.

LOKI undoes the look.

LOKI

All I'm saying is, I wish I had known sooner.

(beat)

Thor will not stay available for ever. You might want to make a move before it's too late.

LOKI continues down the hall. SIF looks down at her sword for a few moments, then follows LOKI.

CAMERA POSITIONS ITSELF BEHIND SIF WHO IS NOW FOLLOWING LOKI DOWN THE HALL.

LOKI (cont'd)

Where are we off to anyway?

SIF

Nornheim.

LOKI stops and turns to SIF.

(CONTINUED)

LOKI
(curious)
Why?

SIF
Not sure.

LOKI
The last time we were there, we...

SIF
Karnilla says she has something to discuss with Thor. Something that could impact the future of both Asgard and Nornheim.

LOKI
(raise eyebrow)
Like what?

SIF passes him and gives him a look.

SIF
THAT is what we are going to find out.

LOKI watches SIF walk past.

LOKI (VO)
(thought)
Could Karnilla have learned about Desylva? Or is this something else entirely?

LOKI follows SIF.

JUMP TO:

NORNHEIM

109 INT: PALACE HALLWAY

THOR, SIF, and LOKI are walking down a hall. Two guards are escorting them to the throne room. THOR walks between LOKI and SIF. LOKI is on his right and SIF is on his left.

LOKI whispers to THOR.

(CONTINUED)

LOKI

Did Karnilla say WHY she wanted to see you?

THOR

No.

SIF

I don't like this. We should have waited till the others were...

THOR looks at SIF.

THOR

Karnilla requested this meeting. We could not keep her waiting.

SIF

But she could...

LOKI looks at SIF and tries to sound like he actually believes what he about to say.

LOKI

I'm pretty sure the three of us can handle whatever she has...

The guards in front of them stop. They have reached the throne room. THOR, LOKI, and SIF stop as well. One of the guards turns and addresses THOR.

GUARD 1

Wait here.

GUARD 1 enters the throne room.

CONTINUE TO:

110 INT: THRONE ROOM

The guard approaches KARNILLA who is at the front of the room.

GUARD 1

My queen, Thor of Asgard is here.

KARNILLA gives the guard a "what are you waiting for" look.

(CONTINUED)

KARNILLA

Well, show him in!

GUARD 1

He did not come alone.

KARNILLA

(raise eyebrow)

Oh? Who is with him?

GUARD 1

His brother Loki, and the Lady Sif.

KARNILLA ponders this news for a moment then addresses the guard.

KARNILLA

Show them all in.

GUARD 1

Yes, my queen.

GUARD 1 goes back to the door and motions for THOR, LOKI, and SIF to enter. They do. They all walk to the throne.

KARNILLA

Thor, Loki, Lady Sif. Welcome to Nornheim.

THOR and LOKI nod an acknowledgment. So does SIF. KARNILLA looks to THOR.

KARNILLA (cont'd)

I know you must be curious as to why I asked to see you.

THOR

Yes.

KARNILLA

First, let me say I am sorry for what happened the last time you were here.

THOR

That wasn't your fault.

LOKI

Did you ever find out who they were
and what they...

KARNILLA

Yes. And those that did not die during
the incident were taken care of
shortly after.

LOKI wonders just what KARNILLA means by "taken care of".

LOKI

(curious)

What were they after?

KARNILLA

They believed in an old story, sort of
"legend", if you wish.

LOKI

Legend? About what?

KARNILLA

It involves my sister.

LOKI is curious, intrigued. THOR and SIF are also curious.
They had no idea Karnilla had a sister.

LOKI

Your sister?

KARNILLA looks at LOKI.

KARNILLA

Yes.

LOKI speaks without thinking.

LOKI

But she died 700 years ago.

KARNILLA raises an eyebrow.

KARNILLA (VO)

(thought)

How did he know that?

LOKI realizes, from the look he is getting from KARNILLA, that he may have said something he shouldn't have. THOR and SIF wonder how LOKI knew when she died and how he knew she'd existed at all.

KARNILLA

Yes. She did. Some believe she did not die as we were told.

LOKI

Oh?

KARNILLA

According to the story/legend, she died due to complications during childbirth.

Now THOR is curious.

THOR

Childbirth?

KARNILLA

The story claims that Siri gave birth to a daughter and died shortly after.

LOKI is about to say something, but SIF speaks first.

SIF

(curious)

Where is the child now?

KARNILLA

That is the part that everyone is trying to figure out.

THOR

Do you believe it?

KARNILLA

No.

(beat)

If it were true, where is she?

SIF and THOR exchange a look. THOR looks over at LOKI. He notices his brother seems a little intrigued. Not good.

(CONTINUED)

KARNILLA (cont'd)

As Loki pointed out, she would be 700 years old by now. Surely, she would have made herself known.

LOKI

Maybe she has and no one's believed her.

KARNILLA looks back at LOKI.

KARNILLA

Unlikely. When they found my sister's body, her pendant was missing.

LOKI raises an eyebrow.

LOKI (VO)

(thought)

A pendant?

KARNILLA

It was given to Siri by our mother. It has been passed down from first born to first born for as long as anyone can remember.

LOKI

Let me guess, the story/legend claims that Siri gave it to her daughter before she died.

KARNILLA

(raise eyebrow)

Yes.

LOKI

I take it the pendant is one of a kind.

THOR and SIF wonder why LOKI is asking so many questions. Why could he possibly care about this?

LOKI (VO)

(thought)

I wonder if Halvir has it. If he does, Desylva will need it so she can claim her birthright.

(CONTINUED)

KARNILLA

It is. It is also impossible to duplicate.

LOKI

You sure about that?

KARNILLA

Yes. It contains a Nornheim eternity gem.

LOKI

(intrigued)

An Eternity gem? Really?

KARNILLA

Yes.

The royal house of each realm has what is referred to as an Eternity Gem. The color is specific to each realm. The gem for Nornheim is purple, and the gem for Asgard is white.

LOKI

So, if someone were to show up with the pendant and claim to be Siri's daughter, she would be believed and...

KARNILLA

Yes.

(beat)

But it is impossible. Siri did not have a child. I would have known if my sister...

LOKI

Would you?

KARNILLA gives LOKI a "what?" look. THOR gives LOKI a "What are you doing?" look.

KARNILLA

Are you implying that I...

LOKI

No. Not at all. But you did say the pendant wasn't on Siri's body when they found her.

(CONTINUED)

KARNILLA

True. But anything could have happened to it. Someone could have stolen it.

LOKI

Unlikely. I'm sure the guards would have searched everywhere for it.

KARNILLA gives LOKI a look.

KARNILLA (VO)

(thought)

Why is he so interested in this?

KARNILLA is still looking at LOKI. LOKI is wondering what she is thinking. THOR and SIF are wondering why LOKI is still discussing this.

KARNILLA

(curious)

You seem to know a lot about something that happened before you were born. And that you just learned about today.

LOKI hopes he hasn't seemed too interested.

KARNILLA (cont'd)

Why are you so interested?

THOR and SIF are thinking the same thing.

LOKI

I'm not. Not really. Just trying to figure out if it is really a story, a legend, or if there is more to it. Maybe a cover-up or a prophecy.

THOR decides it is time to change the subject before LOKI says something he can't unsay.

THOR

Don't mind Loki. He's always trying to stir up trouble.

KARNILLA

Of course. What is it the Midgardians call you again? *"The God of Mischief"*?

LOKI smiles. THOR smiles. KARNILLA gives LOKI a serious glare.

KARNILLA (cont'd)
Keep your "games" to Asgard and
Midgard. Leave Nornheim to me.

LOKI and KARNILLA share a look.

LOKI (VO) (thought)
For now.

THOR addresses KARNILLA trying to return the conversation to the matter they came for.

THOR
So, why did you wish to see me?

KARNILLA turns to THOR and her mood lightens. LOKI notices the mood shift and is curious.

KARNILLA
I have a proposition for you.

THOR raises an eyebrow in curiosity. LOKI's not sure they are going to like this proposition, KARNILLA seems a little too nice all of a sudden. SIF raises an eyebrow in curiosity as well.

KARNILLA (cont'd)
While Asgard and Nornheim have always
had peaceful relations...

KARNILLA (cont'd)	SIF (VO)
... I think the time has	(thought)
come for a more <i>formal</i>	<i>Not always.</i>
Alliance between our	
realms.	

THOR
What did you have in mind?

THOR is not sure he is going to like what she says.

KARNILLA
One day, you will be King of Asgard.
On that day, I would like to offer
you the hand of my daughter.

THOR, LOKI, and SIF are surprised and shocked.

KARNILLA (cont'd)

Through your union, our two realms
would be joined.

(beat)

What do you say?

THOR is not sure how to answer. LOKI and SIF both look from KARNILLA to THOR. But for different reasons. LOKI can tell THOR has been taken completely by surprise. LOKI looks at KARNILLA.

LOKI

That day may be far in the future. Our
father has no intentions of...

KARNILLA turns to LOKI.

KARNILLA

I am aware of that. But if we get a
pledge now, we...

THOR

I am honored, but...

KARNILLA looks back at THOR.

THOR (cont'd)

(regretfully)

...I am sorry. I cannot commit to
something that is so far in the future.
A lot could happen...

KARNILLA looks to the ground.

KARNILLA

I see.

LOKI gives THOR a look. THOR notices the concerned look. THOR looks back at KARNILLA.

THOR

(reassuringly)

I would be more than willing to discuss
this again when the time is more at
hand.

KARNILLA looks at THOR.

KARNILLA

Are you sure you wouldn't...

THOR

Yes.

KARNILLA

Very well.

(beat)

I hope you will accept my offer the next time. I think Asgard and Nornheim would benefit greatly through a union.

THOR, LOKI, and SIF are escorted out of the room. LOKI thinks to himself.

LOKI (VO)

(thought)

If Karnilla wants a union between Asgard and Nornheim, I can give it to her. She doesn't need to wait for Thor. Desylva is the rightful queen and a union with Desylva would unite Asgard and Nornheim. I planned on asking her one day. Maybe now is the right time.

LOKI smiles to himself. SIF happens to glance at him and catches the smile. She raises an eyebrow.

JUMP TO:

111 INT: KARNILLA'S ROOM

KARNILLA is sitting behind a desk. She is talking to someone on a secure communication channel. We cannot see who she is talking to.

KARNILLA

I need you to find out why Loki was so interested in Siri.

(beat)

He seemed to know a lot more than he should have.

(beat)

Find out why.

(CONTINUED)

A female voice sounds from over the communication channel.

FEMALE VOICE (VO)

Yes, my queen.

KARNILLA closes the communication channel.

JUMP TO:

112 EXT: BIFROST SITE

THOR, LOKI, and SIF are alone. THOR raises his eyes skyward.

THOR

Heimdall, open the Bifrost.

SIF looks at LOKI. She leans in and whispers to him.

SIF

What was that smile for?

Before LOKI can answer, the Bifrost picks them up.

JUMP TO:

ASGARD

113 INT: OBSERVATORY

THOR, LOKI, and SIF arrive. HEIMDALL looks at them.

HEIMDALL

How was Nornheim?

THOR addresses HEIMDALL as he walks past him.

THOR

As if you didn't know.

THOR exits. HEIMDALL watches him go. Once on the bridge, THOR flies off. SIF looks at LOKI as they walk past HEIMDALL.

SIF

Well?

LOKI

Well, what?

(CONTINUED)

SIF

That smile, as we were leaving the throne room, what was it for?

LOKI

Oh that.

They exit.

CONTINUE TO:

114 EXT: RAINBOW BRIDGE

They walk along the bridge.

LOKI

I was just thinking that Karnilla might be going about this the wrong way.

SIF

(raise eyebrow)

What do you mean?

LOKI

Thor is not ready for that sort of commitment. Especially not to someone he doesn't know.

LOKI turns and looks at SIF.

LOKI (cont'd)

If you really want him, you better let your intentions known.

(beat)

Next time he may not be able to say no.

SIF

As you said, Odin is not ready to step down. It will be a long time...

LOKI

Despite what the Midgardians say, we are not immortal. My father will not be around forever.

(CONTINUED)

SIF

Don't let him hear you say that.

LOKI gives SIF a look.

LOKI

The time will come when Thor may have
no choice.

SIF raises her eyebrows and gives LOKI a look.

SIF

What do you mean?

LOKI

A king needs a queen.

LOKI gives SIF a look.

LOKI (cont'd)

And if Thor does not have one, he may
be "*given*" one.

(beat)

You wouldn't want that, would you?

LOKI walks on. SIF follows behind him.

JUMP TO:

1680 AD

VANAHEIM

115 INT: TAVERN

THOR, SIF, VOLSTAGG, FANDRAL and LOKI are sitting at a table
with HOGUN and his family.

Side 1: SIF THOR FANDRAL LOKI

Side 2: VOLSTAGG HOGUN Hogun's family

VOLSTAGG has just finished telling a story and everyone starts
to laugh.

LOKI gets up from the table and starts to walk off. THOR and
FANDRAL notice. FANDRAL whispers to THOR.

(CONTINUED)

FANDRAL
(raise eyebrow)
Where's he going?

THOR
Don't know.

FANDRAL
Think he's up to something?

THOR
With Loki you never know.

FANDRAL
I'll follow him.

THOR
Be careful. If he catches you...

FANDRAL
(smile)
He won't.

FANDRAL rises and heads after LOKI.

CONTINUE TO:

116 EXT: STREET

FANDRAL exits the tavern and looks for LOKI. He spots him and follows him. FANDRAL follows LOKI to a shop. LOKI enters. FANDRAL follows.

CONTINUE TO:

117 INT: SHOP

FANDRAL sees LOKI talking to the shopkeeper.

PAN TO:

118 INT: FOCUS ON LOKI

LOKI looks at the shopkeeper.

LOKI
Is it done?

(CONTINUED)

MAN

Yes. Did you bring the stones?

LOKI reaches into his pocket and removes a cloth. He places the cloth on the counter and opens it up to reveal two gemstones. One is white, like a diamond. The other is purple, like an amethyst. The man is awed at their beauty.

MAN (cont'd)

They are beautiful. Hope they fit.

LOKI gives the man a stern look.

LOKI

I gave you the exact measurements. They will fit. Unless you did not follow my...

MAN

I know what I'm doing. I followed your specs exactly.

LOKI

Good. Then there should not be an issue.

The man takes the gems.

MAN

I'll go insert these. The man goes into the back room.

JUMP TO:

ASGARD

119 EXT: GARDEN

DESYLVA is walking through the garden. She stops by the fountain and sits on the edge, staring into the water.

CAMERA PANS TO SHOW SOMEONE OR SOMETHING IN THE BUSHES WATCHING HER.

DESYLVA tenses as she senses the presence. She is about to turn to investigate when she feels a prick in her neck.

(CONTINUED)

DESYLVA

Ow!

She raises a hand to her neck and removes a blow-dart.

DESYLVA (cont'd)

What the...

She starts to feel faint and falls to the ground. She passes out. The figure emerges from the bushes and approaches her.

JUMP TO:

VANAHEIM

120 INT: SHOP

The man comes back and hands LOKI a small box. LOKI opens the box and inspects its contents. He smiles. (Note: We don't get to see what is inside the box.)

MAN

You like it?

LOKI

Yes. It is beautiful.

LOKI puts the box in his pocket.

LOKI (cont'd)

I...

LOKI tenses. He senses something.

MAN

What is it? What's wrong?

LOKI's not sure.

PAN TO:

121 INT: FOCUS ON FANDRAL

FANDRAL thinks LOKI has finally sensed him and comes out of hiding. He approaches LOKI.

PAN TO:

(CONTINUED)

FANDRAL exits.

CONTINUE TO:

123 EXT: SHOP

LOKI turns to FANDRAL.

LOKI
I can't explain it.

FANDRAL
You said, D. Is it Des? Is something...

LOKI
I can't reach her. Something is wrong.

FANDRAL
Are you sure?

LOKI
Yes.
(beat)
I have to find her.
(beat)
Tell Thor that...

FANDRAL
I'll help you.

LOKI gives him a look.

FANDRAL (cont'd)
If you're right, and she's in trouble,
you might...

LOKI
Thanks, but...

FANDRAL
Loki, you shouldn't do this by
yourself!

LOKI glares at him.

LOKI
Fine. But don't get in my way!

(CONTINUED)

LOKI looks to the sky.

LOKI (cont'd)
Heimdall!!!

The Bifrost appears.

PAN TO:

124 INT: TAVERN

THOR is looking a little concerned. FANDRAL and LOKI have been gone for hours. He is about to say something when he notices the Bifrost beam out the window. THOR rises and runs for the door. SIF and VOLSTAGG follow.

CONTINUE TO:

125 EXT: TAVERN

THOR, SIF, and VOLSTAGG exit as the Bifrost vanishes.

VOLSTAGG
(raise eyebrow)
Did someone else arrive? Or did
someone just leave?

VOLSTAGG looks at THOR. THOR mutters under his breath.

THOR
Loki.

SIF and VOLSTAGG look at THOR.

JUMP TO:

ASGARD

126 INT: OBSERVATORY

LOKI and FANDRAL arrive. LOKI looks to HEIMDALL.

LOKI
(mad)
What happened!?!?!

(CONTINUED)

HEIMDALL doesn't say anything.

LOKI (cont'd)
Heimdall, what's happened to D?

HEIMDALL raises a hand shushing LOKI. LOKI and FANDRAL stop moving and just look at HEIMDALL.

HEIMDALL
She was in the garden. Then she lost consciousness and I...

LOKI
The garden?

HEIMDALL
Yes. But she is no longer there.

LOKI
Where is she?

HEIMDALL
Not sure. I no longer see her.

LOKI
(raise eyebrow)
What do you mean? You see everything!
Everything! Why would...

HEIMDALL
Unknown. Something must be blocking...

LOKI starts to raise a hand to zap HEIMDALL. FANDRAL grabs his arm and whispers.

FANDRAL
Don't.

LOKI looks at FANDRAL.

FANDRAL (cont'd)
Let's go to the garden. Maybe we can find a clue as to what happened.

LOKI looks at FANDRAL's hand on his arm. FANDRAL lets go. LOKI storms out of the Observatory. FANDRAL looks to HEIMDALL.

FANDRAL (cont'd)
Keep trying. Maybe the block is just temporary.

HEIMDALL nods. FANDRAL follows LOKI.

CONTINUE TO:

127 EXT: OBSERVATORY

FANDRAL exits and sees LOKI vanish. FANDRAL stops.

FANDRAL
I hate it when he does that.

HEIMDALL approaches FANDRAL.

HEIMDALL
Go after him.

FANDRAL looks to HEIMDALL.

HEIMDALL (cont'd)
He may need someone to...

FANDRAL
I know. But Loki won't listen to me.

HEIMDALL
You must try.
(beat)
If I find out where she is, I will let you know.

FANDRAL heads down the bridge away from the Observatory.

JUMP TO:

127b EXT: RAINBOW BRIDGE GATES TO CITY

LOKI materializes at the end of the bridge near the gates. He walks to the gates. The gates open. He walks through the gates then vanishes again.

CUT TO:

(CONTINUED)

128 EXT: SKIFF

DESYLVA is tied up. She is still unconscious. There are two men on the skiff. GOON 1 is steering. GOON 2 is talking.

GOON 2
So, that's her.

GOON 1
Yep.

GOON 2
What's the boss want with her anyway?

GOON 1
Not sure. Something about an old debt.

GOON 2
(raise eyebrow)
Really?

GOON 1
Yep.
(beat)
The witch told the boss that she was the one he desires. The one that his heart beats for.

GOON 2
(warningly)
Still think this is a bad idea. I hear he is not one you want to upset. He...

GOON 1
Look, the boss and him go way back.

GOON 2
(curious)
How far back?

GOON 1
A LONG time.

GOON 2 looks at DESYLVA.

JUMP TO:

(CONTINUED)

129 EXT: GARDEN

LOKI is sitting by the fountain. He is holding the blow-dart in his hand. FANDRAL enters and approaches LOKI. LOKI closes his eyes and tries to contact DESYLVA.

LOKI (VO)
(thought)
D. Where are you?

FANDRAL reaches LOKI and notices the blow-dart.

JUMP TO:

130 INT: HIDEOUT

DESYLVA is in a cell. The two men from the Skiff are sitting outside the cell. There is a monitor on a table against the wall. The monitor displays the area outside.

GOON 2
Are you sure he'll come?

GOON 1
He'll come. The witch said he would.

PAN TO:

131 INT: FOCUS ON DESYLVA

DESYLVA starts to come to. She hears a faint voice in her head and realizes it's LOKI.

LOKI (VO)
D. Please. Answer me. I...

DESYLVA (VO)
(thought)
Loki.

CONTINUE TO SPLIT SCREEN:

132 SPLIT SCREEN - EXT: GARDEN / INT: HIDEOUT

Right Side: Garden
Left Side: Hideout

(CONTINUED)

DESYLVA doesn't say anything. She just looks around, surveying the room.

GOON 1
How long you think we'll need to wait?

GOON 2
If he cares for her as much as they say, shouldn't be long.

DESYLVA thinks to herself.

DESYLVA (VO)
(thought)
Loki. They want Loki.
(beat)
Why? Who are they?

DESYLVA rises.

DESYLVA
What do you want with him?

GOON 2
She speaks!

DESYLVA
Answer me.

GOON 1
The boss has a score to settle with him.

DESYLVA is confused.

DESYLVA
What? He's never done anything...

GOON 1
How well do you really know him?

DESYLVA
I've known him all my life.

GOON 1
But do you really KNOW him?

DESYLVA

Yes. I know everything about him.

GOON 1

Not everything.

DESYLVA

Yes. Everything. There is...

GOON 2

How old are you?

(think)

710, 720?

DESYLVA's not sure what her age has to do with this.

DESYLVA

715.

GOON 1

Then this happened before you were born.

DESYLVA is really confused now.

DESYLVA

What? We are the same age. We were born on the same day. We...

Now it's GOON 1's turn to be confused.

GOON 1

What do you mean?

GOON 2 happens to look at the monitor and sees LOKI and FANDRAL. DESYLVA is about to answer GOON 1, when GOON 2 speaks.

GOON 2

Sir, he's here. But he's not alone.

GOON 1 looks at the monitor. So does DESYLVA. She sees LOKI and FANDRAL.

GOON 1

Great. That's all we need. Prince Loki. ... Why did he have to bring...

(CONTINUED)

DESYLVA looks back at GOON 1 and realizes it's FANDRAL they are after not LOKI.

DESYLVA
Fan. You guys want Fan!

GOON 1
Of course. Who else would...

DESYLVA
(half-laugh)
And you thought that...

GOON 1 and GOON 2 look at her.

GOON 1
What's so funny?

DESYLVA
Wow, did you guys ever get it wrong.

GOON 1
What?

DESYLVA
Fan and I are just friends. Nothing more.

GOON 1
Friends?

DESYLVA
Yes.

GOON 1 and GOON 2 are confused.

GOON 1
Just friends.

DESYLVA
Yes.

GOON 1 is not buying it.

GOON 1
Nice try. But if you are just friends then why did he come for you?

A voice sounds from behind them.

LOKI
To stop me from killing you.

GOON 1 takes a deep breath and slowly turns. He has finally figured it out.

GOON 1
Oh.

LOKI addresses DESYLVA.

LOKI
You okay, my love?

DESYLVA
Fine, my love.

DESYLVA frees herself from her restraints.

GOON 2
How did you...

DESYLVA
I could have done that at any time.
But I wanted to see what you were
after.

GOON 1 looks to LOKI. He can tell LOKI is mad.

GOON 1
We were led to believe she belonged to
him.

GOON 1 looks at FANDRAL. FANDRAL looks shocked.

FANDRAL
Me?

GOON 1 looks at LOKI.

GOON 1
We had no idea she was yours.

GOON 2
The boss is going to be real mad now.

DESYLVA walks over to LOKI and steps in front of him.

DESYLVA

You didn't have to come for me, you know. I can...

LOKI raises a hand to the side of her face and cups it.

LOKI

I know. But when I couldn't sense you. I...

DESYLVA

Loki, I...

LOKI

The thought of losing you. I...

DESYLVA

I was never in any real danger. Our connection lets us sense when the other needs us. Trust me. If I ever REALLY need help, I will call you.

LOKI smiles. He is about to kiss her when FANDRAL interrupts.

FANDRAL

Hate to break this up, but...

(beat)

What should we do with these two?

LOKI looks at them. He can tell they are scared. DESYLVA takes LOKI's hands in hers.

DESYLVA

Don't do anything crazy. They made a mistake.

LOKI

A mistake?

DESYLVA

Their boss has some unfinished business with Fan.

LOKI gives FANDRAL a look.

FANDRAL

Don't look at me. I've never seen these guys before. And why they'd go after Des to get to me, I have no...

LOKI looks at the two goons.

LOKI

Where's your boss?

GOON 1

Don't know.

FANDRAL

Who's your boss?

GOON 2

Gunnar.

FANDRAL recognizes the name. GOON 1 notices.

GOON 1

You remember him.

FANDRAL

(nod)

Haven't seen him in over 700 years.

GOON 1

750 to be exact. He's still a little...

LOKI looks to FANDRAL. FANDRAL gives him a look back.

FANDRAL

I thought he was dead.

GOON 1

Almost was, thanks to you.

FANDRAL looks at GOON 1.

FANDRAL

That wasn't my fault. I had nothing to do with...

GOON 1

That's not the story we've been told.

(CONTINUED)

FANDRAL

Then you've been misinformed.

LOKI and DESYLVA have no idea what they are talking about.

LOKI

Care to fill us in on what you're talking about?

GOON 1 / FANDRAL

No.

LOKI and DESYLVA look at each other and then at FANDRAL.

LOKI

Fine. Have fun.

LOKI and DESYLVA vanish. Leaving FANDRAL alone with GOON 1 and GOON 2. FANDRAL looks up and yells to thin air.

FANDRAL

What? Seriously?

GOON 1 and GOON 2 look at FANDRAL. FANDRAL doesn't like the look on their faces. He pleads to thin air.

FANDRAL (cont'd)

(plead)

Guys. ... Loki. ... Des.

(beat)

Come on. Don't...

LOKI and DESYLVA appear behind the GOONS. DESYLVA is wearing gloves now. LOKI grabs GOON 1 and DESYLVA grabs GOON 2. FANDRAL breathes a sigh of relief. DESYLVA looks at FANDRAL and smiles.

DESYLVA

You didn't actually think we'd just leave you here, did you?

FANDRAL

Well, I...

DESYLVA

Fan, I thought you knew me better than that?

FANDRAL gives DESYLVA a look. LOKI notices it. DESYLVA looks to LOKI.

DESYLVA (cont'd)

What *should* we do with these two?

LOKI

Not sure.

(beat)

We could always send them to Fen.

FANDRAL

Fen? Who's Fen?

DESYLVA smirks. She knows he means Fenrir. Maybe some time alone with a big wolf might scare these guys.

DESYLVA

Seriously?

(beat)

Are you sure that would be a good idea?

LOKI

Haven't seen Fen in a while. I think a visit is overdue. Shall we?

DESYLVA

Yes, my love.

DESYLVA, LOKI, and the two GOONS vanish. Leaving FANDRAL all alone wondering where they went.

JUMP TO:

1750 AD

NIFLHEIM

134 INT: CAVE

A wooden cage is suspended over a lava pit.

PAN TO:

135 INT: CAGE

Tied up in the cage are THOR, LOKI, SIF, VOLSTAGG, and FANDRAL. They have no weapons, not even Mjolnir, and have been in the

(CONTINUED)

cage for hours. VOLSTAGG, SIF, and FANDRAL have their wrists bound and hands tied to the beams over their heads. THOR and LOKI have golden cuffs on their wrists and hands tied to the beams over their heads.

Positions in cage: THOR back left corner of the cage. SIF front left corner. VOLSTAGG back right corner; LOKI front right corner. FANDRAL middle.

THOR looks over at LOKI.

THOR
Loki, do something!

LOKI gives THOR a look.

LOKI
Like what?

THOR
I don't know. You're the "*Master of Magic*".

LOKI gives THOR a "seriously" look.

LOKI
Kinda hard to do magic wearing golden inhibitor cuffs.

THOR
You don't need your hands for...

LOKI
(sarcastically)
Why don't you just summon your mighty hammer and smash our way out?

THOR gives LOKI a look.

LOKI (cont'd)
Oh right. You can't. You have golden inhibitor cuffs as well.

THOR
Loki, I...

FANDRAL has had enough of their bickering.

FANDRAL

ENOUGH!

Everyone looks at FANDRAL for a moment, then they all look at the floor. FANDRAL looks to LOKI.

FANDRAL (cont'd)

You may not be able to *magic* our way out of here, but there is one thing you can do.

LOKI looks at FANDRAL with raised eyebrows. FANDRAL gives him a look.

FANDRAL (cont'd)

Call her.

EVERYONE gives FANDRAL a look.

LOKI

What?

FANDRAL

I've seen you do it before. The cuffs will not interfere.

(beat)

Call her. She can help.

EVERYONE looks to LOKI. LOKI takes a deep breath and closes his eyes.

He concentrates. He quietly mutters a name. More to himself than anyone else.

LOKI

(softly)

D.

Everyone waits. A few seconds pass, then DESYLVA appears in the cage beside LOKI.

DESYLVA

(smile)

Loki. I...

DESYLVA realizes she is standing in a wooden cage suspended over a lava pit. She drops the smile and looks curious.

(CONTINUED)

DESYLVA (cont'd)

Oh. What did you get yourself into
this...

She notices the cuffs on his wrist.

DESYLVA (cont'd)

(smile)
Hmmm. Cuffs. Really?

LOKI

D. I...

DESYLVA kisses him. LOKI returns the kiss. Everyone watches feeling very uncomfortable. After a few seconds, FANDRAL breaks the uneasy silence.

FANDRAL

Ah Des. A little help here?

Without breaking the kiss, DESYLVA waves her hand, and everyone's restraints disappear. LOKI wraps his freed arms around her and pulls her close. EVERYONE rubs their wrists.

THOR

We still need to get out of here.

LOKI and DESYLVA break the kiss. LOKI looks at DESYLVA.

LOKI

Thanks.

DESYLVA

Anytime.

LOKI

Any thoughts on how we can get out of
here?

Before she can answer, Mjolnir comes flying into the cage. THOR catches it. DESYLVA looks at THOR knowing what he is about to do.

DESYLVA

No. Don't.

(CONTINUED)

Everyone looks at her.

DESYLVA (cont'd)
I have a better idea.

DESYLVA looks at LOKI.

DESYLVA (cont'd)
I'll need your help.

LOKI looks at her. EVERYONE looks at them. DESYLVA smiles.

DESYLVA (VO)
(thought)
We're going to teleport the cage.

LOKI (VO)
(thought)
Will it work?

DESYLVA (VO)
(thought)
One way to find out.

SIF whispers to THOR as LOKI and DESYLVA hold hands and close their eyes.

SIF
I hate it when they do that.

VOLSTAGG hears her.

VOLSTAGG
Do what?

SIF looks to VOLSTAGG.

SIF
Communicate telepathically.

The gang wonders what LOKI and DESYLVA are doing. All of a sudden, the cage starts to shake.

THOR
(concerned)
Loki.

The cage vanishes.

JUMP TO:

136 EXT: CLEARING

The cage materializes in a clearing. THOR uses Mjolnir to smash open the cage. LOKI and DESYLVA open their eyes and look at each other. LOKI kisses her as everyone exits the cage. THOR looks to the sky.

THOR

Heimdall. Open the Bifrost.

The Bifrost beam appears. THOR looks to LOKI.

THOR (cont'd)

Loki. Come on.

LOKI breaks the kiss.

DESYLVA

See ya back on Asgard.

LOKI smiles and then runs to THOR. VOLSTAGG looks to LOKI.

VOLSTAGG

(confused)

Isn't Des coming?

LOKI

She doesn't need to.

VOLSTAGG raises an eyebrow. LOKI looks at DESYLVA and addresses VOLSTAGG.

LOKI (cont'd)

She was never really here.

DESYLVA vanishes. VOLSTAGG is confused.

VOLSTAGG

What?

The Bifrost takes them all away.

JUMP TO:

(CONTINUED)

ASGARD

137 INT: OBSERVATORY

The gang arrives. HEIMDALL shuts down the Bifrost. They all walk past him. VOLSTAGG still has a confused look on his face.

VOLSTAGG

What do you mean she wasn't there?

(beat)

I saw her. We all saw her.

LOKI

She never left Asgard.

Everyone exits the Observatory.

CONTINUE TO:

138 EXT: BRIDGE

VOLSTAGG

What?

VOLSTAGG stops. LOKI smiles and vanishes. THOR walks on as FANDRAL goes to VOLSTAGG.

FANDRAL

Astral Projection, Volstagg. They do it all the time.

VOLSTAGG

But he touched her!

FANDRAL walks off to catch up to THOR.

VOLSTAGG (cont'd)

If she was a projection, he wouldn't have been able to touch her.

SIF walks past VOLSTAGG as she speaks.

SIF

Don't try to figure it out. Just accept it. Des and Loki have a unique relationship.

(CONTINUED)

VOLSTAGG walks after SIF still confused. THOR looks to FANDRAL who is now beside him.

THOR
What made you think of her?

FANDRAL
What?

THOR
(raise eyebrow)
You knew he could call her. Why...

FANDRAL
Like Sif said. They have a unique relationship. They are connected in ways we will never understand.

They all walk on.

JUMP TO:

**
** 1934: Midgard **
**
** Johann Schmidt reveals to Hitler his theory that the **
** Asgardians and their magic could be more than myth. **
**

139 INT: OBSERVATORY

HEIMDALL is staring out into the abyss. ODIN arrives.

ODIN
What troubles you Heimdall?

HEIMDALL
(concern)
There is a man on Midgard who I think you should be made aware of.

ODIN
(raise eyebrow)
Oh?

(CONTINUED)

HEIMDALL

His name is Johann Schmidt.

(beat)

He is telling all who will listen about his theory that we may not be a myth.

ODIN

It has been so long since we've had a presence on Midgard.

(beat)

I doubt anyone would take him seriously.

HEIMDALL

You may be surprised.

ODIN

Keep an eye on things.

HEIMDALL

Of course, my king.

JUMP TO:

```

*****
**
** 1942-1945
**
** The events of CAPTAIN AMERICA: THE FIRST AVENGER
** play out on Midgard.
**
** March 1942: Johann Schmidt finds the Tesseract. He
** calls it The Jewel of Odin's treasure room. Heimdall
** reports this to Odin. Odin asks Heimdall to keep an
** eye on him and advise if they need to interfere
**
** 1945: Schmidt, now going by the name "Red Skull",
** activates the Tesseract and vanishes.
**
** Captain Rogers crashes the plane into the ocean near
** Greenland.
**
** A few months later Howard Stark finds the Tesseract
** at the bottom of the ocean.
**
*****

```

ASGARD

140 INT: OBSERVATORY

HEIMDALL and ODIN are talking. DESYLVA approaches. She hears them talking and listens without being seen.

ODIN

Mankind is still too primitive to figure out how to harness the power of the Tesseract.

HEIMDALL

This Howard Stark is quite clever.

(beat)

He may actually figure it out if given the time.

ODIN

Well then, keep an eye on Howard Stark.

(beat)

Let me know if he gets too close.

HEIMDALL

Yes, my king.

ODIN turns to leave. DESYLVA teleports away before ODIN can see her.

JUMP TO:

141 INT: LOKI'S ROOM

DESYLVA appears in the room. LOKI is walking toward the door when she appears in front of him.

DESYLVA

What do you know of the Tesseract?

LOKI

(raise eyebrow)

Why?

DESYLVA

I just heard Odin and Heimdall talking about it. Seems it is on Midgard and...

(CONTINUED)

LOKI
(surprise)
Midgard?

DESYLVA
Yes.
(beat)
It is in the possession of a man called
Howard Stark.

LOKI gives her a look waiting for her to continue. When she doesn't, he prompts her.

LOKI
And?

DESYLVA
(raise eyebrow)
And what?

LOKI
(concern)
Is my father going to send someone to
get it?

DESYLVA
I don't think so.

DESYLVA can tell from the look on LOKI's face that he thinks ODIN should be doing something.

DESYLVA (cont'd)
Why? What is it?

LOKI
One of the Infinity Stones.

DESYLVA
(raise eyebrow)
They're real?

LOKI
Yes.

LOKI wonders why ODIN is leaving it on Midgard. Maybe there is more to the story than they know.

LOKI (cont'd)

I think it is time for some research.

LOKI gives DESYLVA a look.

LOKI (cont'd)

Feel like helping me find out everything there is to know about the Tesseract?

DESYLVA

(smile)

Sure.

LOKI and DESYLVA leave the room.

CUT TO:

 **
 ** 1946 **
 ** Howard Stark founds S.H.I.E.L.D **
 **

1965 AD

142 INT: LOKI'S ROOM

LOKI is standing behind DESYLVA.

They are standing in front of a table. There is a mirror on the wall behind it. There is a drawer in the table. He is placing a necklace around her neck. The necklace has a big gem shaped in a heart. The gem is a special gem that changes color based on the way the light hits it.

LOKI kisses her neck and then whispers in her ear.

LOKI

Happy birthday, my love.

DESYLVA

It's beautiful.

DESYLVA turns to face him and kisses him. She breaks the kiss.

(CONTINUED)

DESYLVA (cont'd)

Close your eyes.

LOKI raises an eyebrow.

DESYLVA (cont'd)

Just do it.

He closes his eyes. She opens the drawer in the table, pulls out an ornate wooden box, and holds it in her hands. She says line as she offers him the box.

DESYLVA (cont'd)

Open them.

(beat)

Happy birthday to you too, my love.

LOKI takes the box and opens it. Inside the box, are a pair of beautiful daggers. LOKI can tell just by looking at them that they were forged by the dwarves of Nidavelir. He puts the box down on the table and takes one of the daggers out of the box. DESYLVA can tell he likes it.

DESYLVA (cont'd)

They're one of kind.

LOKI

I can tell.

DESYLVA

They were made just for you. And I've enchanted them.

LOKI looks at her.

DESYLVA (cont'd)

They have a "return" enchantment and a "protect" enchantment.

LOKI is examining the dagger.

DESYLVA (cont'd)

When you throw the dagger, it will return to you when you signal it.

LOKI smiles and throws the dagger into the back wall. It embeds in the wall. He gestures to it, and it returns to his hand. He smiles.

DESYLVA (cont'd)

It will emit a slight vibration when danger is near.

LOKI looks at her and smiles.

LOKI

I love it. And I love you.

He kisses her.

JUMP TO:

143 INT: GREAT HALL - PALACE

The hall is decorated for a big 1000th Birthday bash for LOKI. The room is full of people from all over.

PAN TO:

144 INT: FOCUS ON LOKI

LOKI is talking to some delegates from one of the Realms.

PAN TO:

145 INT: FOCUS ON DESYLVA

DESYLVA is waiting for him to come back over. She is not wearing her gauntlets. She is eating a piece of cake.

PAN TO:

146 INT: FOCUS ON FANDRAL

FANDRAL notices DESYLVA is alone and goes over to her.

PAN TO:

147 INT: FOCUS ON DESYLVA

FANDRAL walks up behind DESYLVA, leans over her shoulder, and whispers in her ear.

(CONTINUED)

FANDRAL
Happy Birthday, m'lady.

DESYLVA smiles. She turns to face him.

DESYLVA
Fan.

FANDRAL removes his hands from behind his back and offers her a gift.

FANDRAL
Here.

DESYLVA looks at the gift.

DESYLVA
What? You didn't...

FANDRAL
Open it.

DESYLVA places her plate down on table behind her and takes the present from FANDRAL. FANDRAL watches her open it. She smiles when she sees what is in the box. A pair of purple leather gauntlets.

DESYLVA
(smile)
Fan, they're beautiful.

FANDRAL
I noticed the ones you always wear are falling apart.
(beat)
You've had them for what 1000 years?

DESYLVA
992.

FANDRAL smiles. DESYLVA looks at FANDRAL.

DESYLVA (cont'd)
And they're not "falling apart". I'll have you know that they have a spell on them that keeps them in one piece.

DESYLVA looks back at the gauntlets and puts them on.

DESYLVA (cont'd)

Thanks.

DESYLVA carefully hugs FANDRAL and whispers in his ear.

DESYLVA (cont'd)

I shall think of you when I put them
on.

FANDRAL smiles.

PAN TO:

148 INT: FOCUS ON LOKI

LOKI glances over and notices FANDRAL hugging DESYLVA. He raises an eyebrow, excuses himself from the group he is with, and heads to DESYLVA.

PAN TO:

149 INT: FOCUS ON DESYLVA AND FANDRAL

They break the hug. FANDRAL notices the necklace.

FANDRAL

Gift from Loki?

DESYLVA

(smile)

Yes.

FANDRAL

It's beautiful. Just...

LOKI approaches them. He is behind FANDRAL.

LOKI

Fandral.

FANDRAL

Loki.

(turn to Loki)

Happy birthday. May we all be here in
another 1000 years.

(CONTINUED)

150 INT: FOCUS ON FANDRAL

FANDRAL glances over at DESYLVA and sees her kissing LOKI.

FANDRAL (VO)

(thought)

I can't believe they are still together. She always said that they were destined to be together forever. I just never believed her. I never thought Loki would actually fall in love with her. But it seems he has.

PAN TO:

151 INT: FOCUS ON LOKI AND DESYLVA

LOKI and DESYLVA break the kiss. The music changes to a softer, slower melody.

DESYLVA

Dance with me.

LOKI takes her hand and leads her to the dance floor. They dance. Slow and close. She rests her head on his chest. He holds her close. They close their eyes and let the music move them.

PAN TO:

152 INT: FOCUS ON ODIN AND FRIGGA

They notice LOKI and DESYLVA dancing.

FRIGGA

He loves her so much.

ODIN

Yes.

FRIGGA

She is good for him.

(beat)

Maybe one day he will take the next step.

ODIN looks to FRIGGA.

(CONTINUED)

ODIN

He is still just a boy. He...

FRIGGA looks at ODIN.

FRIGGA

My love, it is obvious they belong together.

(beat)

Look at them.

On the word "look", FRIGGA looks at LOKI and DESYLVA. ODIN looks back at LOKI and DESYLVA. He knows FRIGGA is right.

ODIN

Yes. They do.

FRIGGA looks to ODIN and offers him her hand.

FRIGGA

Dance with me.

ODIN pauses for a moment, then takes her hand.

PAN TO:

153 INT: FOCUS ON LOKI AND DESYLVA

DESYLVA raises her head and looks at LOKI. She kisses him. He kisses her back. They start to dance as if they are the only two in the room. Soon everyone in the hall is watching LOKI and DESYLVA.

The musicians notice and change the tempo a little. They keep it slow, but change it ever so slightly, giving LOKI and DESYLVA a little more freedom with their movements. The lighting in the room dims. LOKI and DESYLVA find themselves caught up in the music and each other. Their dance becomes more seductive.

When the dance is coming to an end, he kisses her hungrily. She kisses him back. He wants her so much. They vanish. The music stops. The lights come back up. Everyone wonders where LOKI and DESYLVA went.

PAN TO:

(CONTINUED)

154 INT: FOCUS ON SIF AND THE WARRIORS THREE

VOLSTAGG is eating a piece of cake. He stops eating and looks to FANDRAL.

VOLSTAGG
(disappointment)
Is the party over?

HOGUN, FANDRAL, and SIF all give VOLSTAGG a look.

JUMP TO:

155 INT: LOKI'S ROOM

LOKI and DESYLVA appear in the room. They are still kissing. LOKI picks her up and carries her over to the bed. He lays her down on the bed and breaks the kiss. He looks at her.

LOKI
(seductively)
I want you so...

DESYLVA
(smile)
And I you.

She kisses him. After a few moments she breaks the kiss.

DESYLVA (cont'd)
Take me, my prince.

He smiles and kisses her.

CONTINUE TO:

156 TIME FLIES

They spend the next few hours making love.

JUMP TO:

1985 AD

157 INT: HALLWAY

LOKI and DESYLVA are walking down a hall.

(CONTINUED)

DESYLVA
Where are we going?

LOKI
It's a surprise.

DESYLVA
(beg)
Can I have a hint?

LOKI looks at her.

LOKI
That would ruin the surprise.

DESYLVA looks around. Nothing looks familiar.

DESYLVA
I don't think I've been in this part
of the Palace before.

LOKI
Few have.

DESYLVA
(raise eyebrow)
What do you mean?

LOKI
Wait and see.

They walk on.

JUMP TO:

158 INT: OBSERVATORY

HEIMDALL has just opened the Bifrost. VOLSTAGG, FANDRAL, SIF, and HOGUN come through. HEIMDALL addresses the group. They answer as they walk past him.

HEIMDALL
How was Vanaheim?

FANDRAL
Beautiful, as always.

(CONTINUED)

VOLSTAGG

I'm starving.

FANDRAL

You're always starving.

VOLSTAGG gives FANDRAL a look then continues on his way out. FANDRAL follows. SIF and HOGUN exchange a look and then follow FANDRAL out.

JUMP TO:

159 INT: HALLWAY

LOKI and DESYLVA turn a corner. At the end of the hall are two very large doors. There are two guards standing outside the doors. LOKI and DESYLVA head for the doors. DESYLVA is curious. She wonders what is behind those doors.

DESYLVA

(whisper)

What's behind those...

LOKI just flashes her a smile and walks on. They reach the guards. LOKI gives them a look. They open the doors. LOKI looks to DESYLVA and motions to her.

LOKI

After you.

DESYLVA enters the room. LOKI follows. The guards close the doors.

CONTINUE TO:

160 INT: SPACE DOCK

DESYLVA is awestruck at the sight in front of her. 3 large space vessels. There is a guard standing by each ship.

DESYLVA

(referring to ships)

Are they...

LOKI

Yes.

(CONTINUED)

DESYLVA

I thought they were but a legend. No one has...

LOKI

I know.

She reads the names on the sides of the ships. "*The Silver Mist*", "*The Crimson Flame*", and "*The Sapphire Rain*". DESYLVA just stands staring at the three ships. LOKI stands behind her and whispers in her ear.

LOKI (cont'd)

Want to take one out?

DESYLVA turns to face him.

DESYLVA

Out? As in...

LOKI

(smile)

Yes.

DESYLVA

Are they still safe?

LOKI

(smile)

Yes.

(beat)

Pick one.

DESYLVA looks back at the three ships. After a few moments she picks one.

DESYLVA

The Silver Mist.

LOKI

Good choice. Stay here.

LOKI goes over to the guard at "*The Silver Mist*". As LOKI is heading toward the guard, DESYLVA thinks of something.

CONTINUE TO:

(CONTINUED)

161 INT: FOCUS ON THE CRIMSON FLAME

She walks over to the guard at "*The Crimson Flame*". Once she reaches him an envelope appears in her hands. She says something to him, and hands him the envelope. He nods and takes it.

CONTINUE TO:

162 INT: DOCK

She then returns to where LOKI left her. She looks at her arm, and a bracelet appears.

PAN TO:

163 INT: FOCUS ON LOKI

LOKI finishes talking to the guard at "*The Silver Mist*" and signals DESYLVA to come over.

PAN TO:

164 INT: FOCUS ON DESYLVA

DESYLVA heads to LOKI.

CONTINUE TO:

165 INT: FOCUS ON SILVER MIST

DESYLVA and LOKI board the ship.

JUMP TO:

LOCATION UNKNOWN

A FEW HOURS LATER

166 INT: THE SILVER MIST

The ship has crashed.

LOKI and DESYLVA are unconscious. DESYLVA wakes up first. She sees LOKI.

(CONTINUED)

DESYLVA

(softly)

Loki?

She tries to stand up. She winces and brings a hand to her side. She looks down and notices a small gash. Nothing serious. She places her hand on the wound and tries to heal it. It doesn't work.

DESYLVA (cont'd)

(surprise)

What? The cut is minor. I should be able to fix it.

She tries again. Nothing.

DESYLVA (cont'd)

I wonder why I can't.

She goes to LOKI. When she reaches LOKI, she notices he has gash on his head, and a bigger gash on his side. She tries to heal the gash on his head, but again, she can't. She realizes she's going to need healing stones to fix their wounds.

DESYLVA (cont'd)

If I were the med-kit, where would I be?

She looks around and finds it. She opens the kit. There are only two stones in the kit.

DESYLVA (cont'd)

(mutter)

Great. Not sure how long these have been here. They better still work.

She returns to LOKI. She grinds one stone over the wound on his head and heals it. She then grinds the other stone over the wound in his side and heals it. She then places a hand over her own wound and a green glow emanates from her hand. She "conceals" her wound.

DESYLVA (cont'd)

(mutter)

If I can't heal it, I can at least conceal it. I just hope it lasts long enough.

(CONTINUED)

She looks at the bracelet on her wrist and presses a button on the side of it. The LED display lights up red. She sits beside LOKI and places a hand on the side of his face.

DESYLVA (cont'd)

Loki? Wake up.

(beat)

Loki!

LOKI starts to come to.

LOKI

What...

(beat)

What happened?

DESYLVA

We crashed.

(beat)

I think.

LOKI

Crashed? How?

DESYLVA

Something pulled us down. Some sort of magnetic charge or pull. Not really sure.

LOKI

So much for my big surprise.

DESYLVA

What?

LOKI

I didn't mean for...

DESYLVA

This is not your fault.

LOKI looks around and thinks to himself.

LOKI (VO)

(thought)

What a mess! No way she is flying out of here.

Then says aloud.

LOKI
But we are stuck here.
(beat)
It could be...

DESYLVA
(smile)
Not for long.

LOKI
(raise eyebrow)
What do you mean? No one knows...

DESYLVA
Really? Are you sure about that?

LOKI
Yes.

DESYLVA gives him a look. He knows that look.

DESYLVA
You know I never leave the city without
telling someone where I'm going.
(beat)
You really think I'd leave Asgard and
not...

LOKI
You didn't know where we were going.
How could...

DESYLVA
Before we left, I gave an envelope to
the guard at *The Crimson Flame*.

LOKI
(raise eyebrow)
You did?

DESYLVA
(nod)
It contained a note saying we took *The
Silver Mist* out.

LOKI

But...

DESYLVA

It also contained a tracker bot.

LOKI

A tracker bot?

DESYLVA

Yes. The bot is linked to...

She shows LOKI the bracelet.

DESYLVA (cont'd)

...this.

LOKI looks at the bracelet. The LED is still red.

DESYLVA (cont'd)

The guard has instructions to deliver the envelope if we are not back by nightfall.

LOKI looks at her.

LOKI

(curiously)

Deliver it to who?

DESYLVA

The one person I trust to do what is needed.

LOKI

(raise eyebrow)

And who might that be?

DESYLVA

(smile)

3 guesses.

LOKI

(think)

Your father.

DESYLVA
He's still off world.

LOKI
(think)
Sif?

DESYLVA
You really think I'd...

LOKI
(think)
Thor?

DESYLVA
When has Thor ever done anything for
me?

LOKI gives her a look.

LOKI
I give up. Who?

DESYLVA
Fandral.

LOKI
(raise eyebrow)
Fandral?

DESYLVA
Yes.

LOKI gets a look of concern of his face. DESYLVA notices it.

DESYLVA (cont'd)
Trust me. He will come for us.

LOKI
(raise eyebrow)
Fandral. Really?
(beat)
What makes you so sure he'll...

DESYLVA
I've known him a long time.

LOKI

So've I. But...

LOKI senses something in the way that DESYLVA said "LONG" time.
He is curious.

LOKI (cont'd)

Wait. What are you...

DESYLVA

When I was a baby, Fan and my father...

LOKI

Fandral knows your father?

DESYLVA

Yes.

LOKI thinks of an incident in the past.

FADE INTO FLASHBACK:

167 INT: FLASHBACK

(part Scene 84 INT: Dining hall)

LOKI

*I... I met someone. ... I can't explain
it. She...*

FANDRAL

She?

LOKI

Her name is Desylva.

FANDRAL

Halvir's daughter.

LOKI

(raise eyebrow)
You know her?

FANDRAL

I know OF her.

RETURN TO PRESENT:

(CONTINUED)

168 INT: THE SILVER MIST

LOKI looks to DESYLVA.

LOKI
Why has he never mentioned...

DESYLVA
Doesn't matter.

LOKI realizes that FANDRAL has been keeping this secret for centuries.

LOKI
You've known him since...

DESYLVA
Yes.
(beat)
Once he hooked up with Hogun and Volstagg, he didn't spend very much time with my father.

LOKI
I see.

DESYLVA
(hopeful)
He will come for us, Loki. I know he will.

DESYLVA rests her head on his chest. LOKI strokes her hair.

LOKI (VO)
(thought)
Why has Fandral never said anything?
(beat)
He's always showed concern for her.
(beat)
At times I thought it might be romantic. I guess it's just fatherly/brotherly concern.

LOKI closes his eyes and just holds DESYLVA.

JUMP TO:

(CONTINUED)

ASGARD

169 INT: TAVERN

FANDRAL is sitting at a table with a bunch of women. They are all fawning over him. He is enjoying their attention.

The GUARD from the Space Dock enters, spots FANDRAL, and heads over to him. GUARD reaches the table.

FANDRAL looks at him as he speaks.

GUARD

Excuse me, sir.

(beat)

This is for you.

GUARD hands FANDRAL the envelope from DESYLVA. FANDRAL takes it. The GUARD leaves. FANDRAL notices the seal on the envelope.

FANDRAL

Des.

He motions for the women to leave. They leave. Once he is alone, he opens the envelope. He sees the tracker bot.

FANDRAL (cont'd)

A tracker bot? What...

He opens the note and reads it. He hears DESYLVA's voice in his head reading the note.

DESYLVA (VO)

Fan, if you are reading this, it means we have not returned. Loki and I took "*The Silver Mist*" out. I left this with a guard and asked him to give it to you if we had not returned by nightfall. The tracker bot is programmed with my genetic code. It will find me wherever I am. Something obviously kept us from returning. You must help us.

FANDRAL looks at the tracker bot.

(CONTINUED)

FANDRAL
(quietly; awe)
The Silver Mist?
(beat; concern)
Loki. Where did you go?

FANDRAL folds up the note. He places it and the tracker bot back in the envelope. He rises from the table and heads for the door carrying the envelope.

JUMP TO:

170 INT: HALLWAY

VOLSTAGG and HOGUN are walking down a hall. They see FANDRAL heading towards them. They stop. FANDRAL reaches them.

FANDRAL
(desperation)
Have either of you seen Thor?

VOLSTAGG
No. Why?

FANDRAL
Des and Loki may be in trouble.

VOLSTAGG half laughs.

VOLSTAGG
They can take care of themselves.

HOGUN notices the look on FANDRAL's face.

HOGUN
What makes you think that they...

FANDRAL opens the envelope and holds up the tracker bot.

HOGUN (cont'd)
Is that a tracker bot?

FANDRAL
Yes.

HOGUN
Where did you...

(CONTINUED)

FANDRAL

Des. She left it with this note.

FANDRAL shows them the note. HOGUN takes it. VOLSTAGG and HOGUN read it over.

VOLSTAGG

(awe)

The Silver Mist?

FANDRAL

Yes.

HOGUN

The Mist belongs to The House of Odin.
So do her sister ships.

FANDRAL

I know. That is why I need to find Thor. I need him to give me access to the dock.

VOLSTAGG and HOGUN give him a look.

FANDRAL (cont'd)

Once on board one of the ships, all I have to do is connect the tracker bot to ships navigation system and it will find them.

HOGUN looks at FANDRAL and says the following line point blankly.

HOGUN

Never been on one of those ships.

VOLSTAGG

Few have.

FANDRAL

Help me find Thor and you can come with me.

VOLSTAGG and HOGUN share a look. FANDRAL walks past them. They follow.

(CONTINUED)

VOLSTAGG

Why did she leave the message for you?
Why not Thor?

FANDRAL talks as he walks off.

FANDRAL

You really think Thor would have taken
the note seriously?

VOLSTAGG

And you do?

FANDRAL

Yes.

VOLSTAGG and HOGUN exchange a look.

JUMP TO:

LOCATION UNKNOWN

A FEW HOURS LATER

171 INT: THE SILVER MIST

LOKI and DESYLVA are still sitting on the floor.

LOKI

Not how I thought this day would go.

DESYLVA

Could be worse.

LOKI

(look at her)

How?

Before DESYLVA can answer, the red LED on her bracelet turns green.

DESYLVA

(smile)

He did it.

(CONTINUED)

DESYLVA raises the bracelet to her mouth and speaks into it.
(Yes, that's right there is a comm link in the bracelet that
is connected to the tracker bot.)

DESYLVA (cont'd)

Fan? Fan, are you there?

LOKI looks at DESYLVA.

JUMP TO a SPLIT SCREEN:

172 SPLIT SCREEN: INT: THE SILVER MIST / INT: THE SAPPHIRE RAIN

Left side of screen: *Silver Mist* DESYLVA and LOKI.

Right side of screen: *Sapphire Rain* Bridge

FANDRAL is at the "wheel". VOLSTAGG and HOGUN are standing
around. They hear DESYLVA's voice.

FANDRAL

Des?

DESYLVA

Yes. Where are you?

FANDRAL

I could ask you the same thing!

DESYLVA

We're on the surface of a planet, I
think. You should be close. Just don't
get too close.

FANDRAL

Why?

LOKI

There is a strong magnetic pull that
will draw anything to the surface.

FANDRAL

Noted.

(beat)

Are you two okay?

DESYLVA

Yes. Fine.

(CONTINUED)

VOLSTAGG

If we can't get too close, how are we supposed to get you guys...

LOKI

Depends.

(beat)

Did you come in *The Crimson Flame* or *The Sapphire Rain*?

FANDRAL

The Sapphire Rain.

DESYLVA smiles at LOKI.

DESYLVA

Told you he'd pick that one.

LOKI

Good choice. She should have a teleporter.

VOLSTAGG

(awe)

Seriously?

LOKI

Yes.

(beat)

Once you get in range, we will activate the self-destruct on *The Mist*, and you can teleport us out of here.

FANDRAL

What?

(beat)

You can't just destroy *The Mist*!

LOKI

We have no choice.

(beat)

There is no way to get this ship off the planet and we can't leave her here.

VOLSTAGG

You better prepare a great story for your father. He's going to...

(CONTINUED)

LOKI

I can handle my father.

FANDRAL, VOLSTAGG, and HOGUN all exchange a look. They really would not like to be in LOKI's shoes. ODIN is going to be so upset. DESYLVA thinks of something.

DESYLVA

Maybe you won't have to.

LOKI looks at her with raised eyebrows.

LOKI

What do you mean?

DESYLVA smiles and gives LOKI a look.

DESYLVA

Not sure if this will work, but I just thought of a way we might be able to salvage this.

FANDRAL

And what would that be?

DESYLVA looks at LOKI.

DESYLVA

I may need your help.

LOKI raises his eyebrow and gives her a look. DESYLVA just smiles and speaks into the communicator on her bracelet.

DESYLVA (cont'd)

The teleporter should be synced with the tracker bot.

(beat)

Let me know once you are in range.

FANDRAL

You're not going to share your plan, are you?

DESYLVA

Not yet.

EVERYONE is curious. LOKI is still giving DESYLVA a look. She leans over and whispers in his ear. He smiles and wonders why he didn't think of that.

LOKI

Could work.

FANDRAL, HOGUN, and VOLSTAGG are all wondering what is happening.

FANDRAL

Not fair, Des. What's the plan?

DESYLVA

You'll see.

(beat)

Just let us know when you're in range.

FANDRAL, VOLSTAGG and HOGUN all share a look. They are all wondering what DESYLVA's "plan" will be.

JUMP TO:

A FEW HOURS LATER

173 INT: THE SAPPHIRE RAIN

The Sapphire Rain arrives and stops a safe distance from the planet.

FANDRAL

In range.

DESYLVA (VO)

Thanks.

(beat)

Give us a few seconds.

HOGUN turns on the viewscreen.

They can now see the crashed "*Silver Mist*". They see LOKI and DESYLVA exit the ship and then turn and face the ship. They can't see what they are doing. All of a sudden, the *Silver Mist* vanishes.

VOLSTAGG

Where did...

(CONTINUED)

DESYLVA (VO)

Okay, Fan. We're ready.

VOLSTAGG activates the teleporter. LOKI and DESYLVA vanish from the viewscreen and appear in front of them.

FANDRAL

Where did "*The Mist*" go?

DESYLVA smiles. She raises her closed hand, places it palm up, and opens it. She reveals a miniature "*Silver Mist*" in her hand.

DESYLVA

Right here.

FANDRAL

You shrunk it!

DESYLVA

Once we get back, I'll return her to her full size.

VOLSTAGG laughs and looks at LOKI.

VOLSTAGG

Your father might not kill you after all.

LOKI gives him a look.

VOLSTAGG (cont'd)

You two hungry? I know I am. I was checking out the kitchen earlier. It has replicators. They make a mean sandwich.

VOLSTAGG walks off. HOGUN follows. DESYLVA looks around the room with her eyes. She is trying to see if she can spot the med-kit. She spots it and wonders how to get to it without alerting anyone. FANDRAL notices she is distracted. He also notices her eyeing the med-kit. He is about to say something, but LOKI beats him to it.

LOKI

You okay?

DESYLVA

Yeah. Fine.

LOKI and DESYLVA follow VOLSTAGG and HOGUN. FANDRAL walks over to the med-kit and picks it up. He hides it in his coat and follows them.

JUMP TO:

A SHORT WHILE LATER

174 INT: DINING AREA

EVERYONE is sitting at a table. DESYLVA rises to go refill her drink. FANDRAL follows her. LOKI is in the middle of a discussion with VOLSTAGG and HOGUN and doesn't notice DESYLVA leave the table.

CONTINUE TO:

175 INT: FOCUS ON FANDRAL AND DESYLVA

FANDRAL stops beside DESYLVA and places the med-kit on the table in front of them.

FANDRAL

Something we should know?

DESYLVA looks at the med-kit.

FANDRAL (cont'd)

I saw you eyeing it earlier. Are you hurt?

DESYLVA

What?

FANDRAL looks at her. She knows that look. She can't lie to him.

DESYLVA (cont'd)

Not really.

(beat)

It's just a scratch.

FANDRAL

Why didn't you fix it?

(CONTINUED)

DESYLVA

There were only two stones in the kit
on "*The Mist*".

(beat)

Loki needed them more than I did.

FANDRAL gives her a look.

DESYLVA (cont'd)

I knew you'd come for us. And...

(beat)

...it was just a scratch.

FANDRAL gives her another look. She decides to change the
subject. She looks back at the table, to LOKI, then back at
FANDRAL.

DESYLVA (cont'd)

(flat; blunt)

He knows.

FANDRAL

(confused)

What?

DESYLVA

I told Loki that you and my father knew
each other when I was...

FANDRAL

(shock)

What?

(beat)

Why?

DESYLVA gives FANDRAL a look.

PAN TO:

176 INT: FOCUS ON TABLE

HOGUN looks over at FANDRAL and DESYLVA. He wonders what they
are talking about. It looks serious. He notices the med-kit on
the table and senses something. He rises from the table just
as FANDRAL says something that makes DESYLVA laugh.

PAN TO:

(CONTINUED)

177 INT: FOCUS ON FANDRAL AND DESYLVA

DESYLVA winces in pain and brings one hand to her side, to her wound. She places her other hand on the table for support.

FANDRAL

You okay?

DESYLVA

Fine. I...

DESYLVA starts to faint.

(In the background, LOKI senses her pain and turns towards her.)

HOGUN catches DESYLVA as she falls. Since HOGUN is not Asgardian he is immune to her touch. As HOGUN is laying her on the ground, LOKI and VOLSTAGG run over.

DESYLVA is on the ground. LOKI kneels beside her. As he does, a green glow emanates from her side and reveals the wound. It is bigger than before.

FANDRAL

THAT is more than a scratch.

FANDRAL picks up the med-kit from the table and kneels beside HOGUN. He hands him the med-kit. HOGUN takes a healing stone out of the kit and heals her wound. DESYLVA starts to come to. LOKI looks at her.

LOKI

Why didn't you say...

DESYLVA

It was just a scratch. I...

LOKI

Why didn't you just heal it?

DESYLVA

There were only two stones in the med-kit. Your wounds were worse. You...

LOKI

D, I...

(CONTINUED)

DESYLVA

Asgard could not lose its Prince. If anything were to happen to you...

LOKI

How were you able to hide that from me?

DESYLVA

(smile)

Magic.

Everyone smiles. Except HOGUN. He never smiles.

LOKI

Cute, D. But I know you. I should have...

DESYLVA

Honestly, I wasn't sure the illusion would last as long as it did.

(beat)

I tried to heal it myself. It was a minor cut. I should have been able to. But for some reason it didn't work.

VOLSTAGG

Maybe whatever *pulled* you to the surface somehow interfered with your powers.

DESYLVA

That's what I thought, but we could shrink "*The Mist*".

LOKI

Only by working together. It took both of us.

FANDRAL rises. LOKI and HOGUN help DESYLVA up.

FANDRAL

You sure you're okay?

DESYLVA

Yes. Fine.

FANDRAL and LOKI are giving her a look. DESYLVA looks at HOGUN.

DESYLVA (cont'd)
Tell them I'm fine.

HOGUN looks at LOKI and FANDRAL.

HOGUN
She is fine.

HOGUN heads back to the table. VOLSTAGG follows him.

DESYLVA
See.
(beat)
Fine.
(beat)
Now let's get back to lunch.

DESYLVA heads to table. FANDRAL and LOKI follow her.

CONTINUE TO:

178 INT: FOCUS ON TABLE

They all sit back at the table. HOGUN looks at her.

HOGUN
Quick thinking.

DESYLVA looks at HOGUN with raised eyebrows, confused.

DESYLVA
What?

HOGUN
Shrinking "*The Mist*".

DESYLVA
Oh. That.

FANDRAL gives LOKI a look.

FANDRAL
Looks like Loki gets to live to see
another day!

(CONTINUED)

VOLSTAGG laughs. LOKI gives FANDRAL a look.

DESYLVA

Once we get back, we can have her fixed up before Odin even knows anything happened.

FANDRAL gives DESYLVA a "you're joking, right" look.

FANDRAL

I wouldn't hold my breath on that one, Des. Odin will find out. He always does. He probably already knows.

JUMP TO:

2000 AD

179 EXT: GARDEN

FRIGGA is sitting on a bench. A guard brings DESYLVA to FRIGGA. FRIGGA nods a "leave us" to the guard. The guard nods and leaves. FRIGGA looks at DESYLVA. DESYLVA is confused as to why she is here.

FRIGGA

Come. Sit with me.

FRIGGA motions DESYLVA to sit beside her. DESYLVA sits. FRIGGA looks at her.

FRIGGA (cont'd)

You and Loki have been together for some time now.

DESYLVA

Yes. 400 years.

FRIGGA

I have watched you two.

DESYLVA

(surprise)
You have?

FRIGGA

Yes.

(CONTINUED)

DESYLVA is curious. FRIGGA smiles.

FRIGGA (cont'd)

Don't worry. I know how much you love my son.

DESYLVA

I've always loved him. And I always will.

FRIGGA

I know.

(beat x3)

Do you know what your name means?

DESYLVA

(roll eyes)

This again?

FRIGGA

(raise eyebrow)

What?

DESYLVA

Thor told me it means "the she-wolf". He seemed to indicate there was a significance to that, but never said what it was. Years later, Loki said the same and said it was a sign.

FRIGGA

You desired Loki long before you got together.

DESYLVA

Yes. Since we were kids.

(beat)

I knew it the first time I saw him. I felt a connection, a bond, I knew he was the one for me.

FRIGGA

(smile)

Then I'm sure you'll remember the black wolf that used to...

DESYLVA gets a flash of the black wolf.

DESYLVA

(softly)

Kilo.

FRIGGA

(smile; impressed)

You know his name.

DESYLVA

I heard Thor call him that.

(beat)

I'd forgotten all about Kilo.

(beat)

But what does...

FRIGGA

Kilo was no ordinary wolf.

DESYLVA

What do you mean?

FRIGGA

Think about him. Who do you remember seeing Kilo with?

DESYLVA thinks. She sees flashes of YOUNG THOR and KILO playing.

DESYLVA

Thor. He spent a lot of time with Thor.

DESYLVA sees flashes of YOUNG THOR and YOUNG SIF with KILO.

DESYLVA (cont'd)

And Sif.

FRIGGA

Is that all?

DESYLVA thinks.

DESYLVA

Yes.

FRIGGA

You never saw Kilo with Loki.

(CONTINUED)

FRIGGA's line was a statement, but DESYLVA thinks it was a question.

DESYLVA

No. I don't think I ever did.

FRIGGA

And why do you suppose that was?

DESYLVA

I don't know. Never really thought about it.

FRIGGA smiles. DESYLVA is curious.

FRIGGA

You never saw Loki and Kilo together, because Loki was Kilo.

DESYLVA

What?

DESYLVA realizes that KILO is an anagram of LOKI.

DESYLVA (cont'd)

Kilo is an anagram of Loki.

(beat)

Can't believe I never connected that.

(beat)

Would also explain why whenever Kilo was around Loki was nowhere to be found.

FRIGGA

(smile)

Scared me half to death the first time he morphed into Kilo.

DESYLVA finally understands why everyone thinks her name is significant.

DESYLVA

That's why everyone thinks my name is interesting. "The She-Wolf".

FRIGGA

Yes.

Momentary pause. DESYLVA is still trying to figure out how she never connected Kilo with Loki.

DESYLVA

(curious)

Did Loki physically morph into Kilo, or was it an illusion?

FRIGGA

You'll have to ask Loki that one. He's so good, it's sometimes hard to tell.

DESYLVA

Still, we were all so young when Kilo was around. Shape shifting is dangerous if you're not in complete control.

FRIGGA

I know.

DESYLVA

(awe)

I knew Loki was good, but to master that at such a young age.

DESYLVA thinks. She remembers the time Loki transformed into a mare to entice the stallion Svadilfari and wound up pregnant with Sleipnir.

DESYLVA (VO)

(thought)

Could it be that Loki doesn't just shape shift, but that he actually becomes what he is changing into? Could it be that for him it isn't an illusion, but a real physical transformation?

She remembers the time he disappeared, and they found him tied up in that cabin.

DESYLVA (VO) (cont'd)

(thought)

Never did find out who tied him up. If Brynjar or my father ever found out anything they never told me.

FRIGGA looks at her, wondering what she is thinking. FRIGGA places a hand on DESYLVA's arm.

FRIGGA

You are good for Loki. He has become quite attached to you.

DESYLVA wonders where FRIGGA is going with this.

FRIGGA (cont'd)

There is a day coming that he will need you. A day that...

DESYLVA

I'm not going anywhere. I will never leave him. I love him. I will be by his side forever.

FRIGGA

(smile)

Good.

DESYLVA looks at FRIGGA. She can tell there is more to this, but she is not sure how to ask. She decides to change the subject.

DESYLVA

They say you can see the future.

FRIGGA

I can.

DESYLVA

Tell me, will Thor and Sif ever get together?

FRIGGA looks at DESYLVA, wondering where that question came from.

DESYLVA (cont'd)

You know as well as I do, that Sif has...

FRIGGA

Yes. ... I do see a woman in my son's future, but it is not Sif.

DESYLVA

Do I know her?

FRIGGA

No. She will not be from Asgard.

DESYLVA

Not Asgard?

DESYLVA remembers that Karnilla once asked Thor to take her daughter and unite Asgard and Nornheim.

DESYLVA (cont'd)

Which realm will she be from?

FRIGGA

Midgard.

DESYLVA is shocked. She was expecting FRIGGA to say Nornheim.

DESYLVA

Midgard? Why would Thor go...

FRIGGA

The circumstances surrounding their meeting are not known to me.

DESYLVA

If she is from Midgard, then she will be mortal.

FRIGGA

True.

DESYLVA

How long will they...

FRIGGA

(glance downward)

I cannot see how the relationship ends.

DESYLVA can tell FRIGGA is concerned. FRIGGA looks at DESYLVA.

FRIGGA (cont'd)

I do see a day when Thor will bring her to Asgard.

DESYLVA

(shock)

Isn't it forbidden to bring mortals here?

FRIGGA

Odin will not like it, but Thor will have no choice.

DESYLVA

What do you mean?

FRIGGA

Her life will be in danger, and Thor will bring her here to save her.

DESYLVA

Still doesn't make sense.

FRIGGA

Visions rarely do.

DESYLVA

Will it work? Will bringing her here save her?

FRIGGA

I don't know.

(beat)

For some reason, I cannot see how it ends.

DESYLVA

What do you mean?

FRIGGA

I see him bringing her here, but that is all.

(beat)

Nothing after that.

DESYLVA

What does that mean?

FRIGGA is not sure but knows that it can only mean one thing. She cannot see how it ends because she will not be around. FRIGGA gives DESYLVA a look.

(CONTINUED)

FRIGGA
Something is coming.
(beat)
Something big.

DESYLVA gives FRIGGA a look. FRIGGA rises and walks off.
DESYLVA watches her go.

JUMP TO:

180 EXT: STABLES

DESYLVA and LOKI are leaving the stables. DESYLVA spots BRYNJAR heading to the palace.

DESYLVA
They're back!

LOKI
Looks like it.

DESYLVA notices that BRYNJAR is alone.

DESYLVA
Wait, where's my...

DESYLVA gets a bad feeling and runs over to BRYNJAR. LOKI runs after her.

CONTINUE TO:

181 EXT: PATHWAY

DESYLVA reaches BRYNJAR.

DESYLVA
Brynjar!

BRYNJAR stops and turns to face her. LOKI reaches them.

DESYLVA (cont'd)
(concern)
Where's my father? Why isn't he...

BRYNJAR gives LOKI a look that says everything. Then he looks at DESYLVA.

(CONTINUED)

BRYNJAR

(sadly)
I'm sorry.

DESYLVA

What?

BRYNJAR

Halvir is...

DESYLVA

No.

LOKI puts his arms around her.

LOKI

What happened?

BRYNJAR

Not sure, my prince. He was there one moment and then gone the next.

LOKI

Gone?

BRYNJAR

Yes.

LOKI

So, he is missing?

BRYNJAR

Yes.

LOKI

He could still be alive.

BRYNJAR

I guess.

LOKI

(raise eyebrow)
And you just left...

BRYNJAR

No. We searched the area for hours.
There was no sign of him.

(CONTINUED)

LOKI
Why don't you tell me EXACTLY what
happened?

JUMP TO:

SOMEWHERE OFF-WORLD

182 EXT: SITE OF HALVIR'S DISAPPEARANCE

LOKI, DESYLVA, and BRYNJAR are searching the area.

LOKI
And this is where you were when...

BRYNJAR
Yes.

DESYLVA
Loki. Do you feel that?

LOKI senses it as well.

LOKI
Yes.

DESYLVA
What is it?

LOKI
Not sure.

DESYLVA closes her eyes and concentrates. LOKI does the same.
BRYNJAR just watches. He can't sense anything.

DESYLVA
There's something else here. Something
that we can't see.

LOKI
It's out of phase.

BRYNJAR and DESYLVA speak simultaneously.

BRYNJAR
(confused)
What?

DESYLVA
(understandingly)
Of course!

(CONTINUED)

LOKI opens his eyes and looks at BRYNJAR.

LOKI (cont'd)

You know how Asgard exists on a separate dimensional plane than Midgard?

BRYNJAR

Yeah. That is how the humans can't see us from...

LOKI

Well, "this" is the same. There is something here that exists outside our plane.

DESYLVA opens her eyes and gives LOKI a look.

DESYLVA

I think it's a little more complicated than that.

(beat)

Asgard *has* always been and *will* always be out of phase with Midgard. Without the Bifrost we cannot get there.

(beat)

This is only temporary. The question, is how do we get it to sync with us?

LOKI

I don't think we can.

DESYLVA looks at LOKI. LOKI looks at DESYLVA.

DESYLVA

My father could be trapped in there! We have to find a way to...

LOKI gives her a look.

LOKI

This is beyond us. We can't do anything. We just have to wait.

DESYLVA

Wait?

LOKI

Yes. Wait.

(beat)

Like you said this is only temporary.
We just have to wait for it to sync
itself with us. And it will.

(beat)

In time.

DESYLVA

(concern)

Time?

LOKI

Once it realigns, if Halvir is in
there, he will reappear.

BRYNJAR

How long?

LOKI looks at him.

LOKI

Unknown. Could be hours, could be
days, could be years.

DESYLVA

Years?

LOKI makes a holocam appear. He walks over to a nearby tree
and plants it on the trunk. Then he cloaks the tree.

LOKI

The holocam will signal us the moment
there is any movement in the area.

DESYLVA closes her eyes and concentrates.

DESYLVA

(quietly)

Father. If you are here. If you can
hear me. Hang on. We will find you.

DESYLVA opens her eyes and looks at LOKI. He takes her in his
arms and holds her.

BRYNJAR watches them.

(CONTINUED)

BRYNJAR (VO)
(thought)
Look how far they've come.
(beat)
I remember when she used to follow him everywhere. When he didn't know she was interested in him.
(beat)
Now look at them. They are inseparable.

BRYNJAR continues to stare at them.

JUMP TO:

MIDGARD

SAT NOVEMBER 6TH 2010

183 INT: HOTEL -- ROOM 307

A horizontal portal opens in the room. After a few moments DESYLVA and LOKI step through. The portal closes.

DESYLVA
Can't believe it has been a year already.

LOKI
You really enjoy coming here every year, don't you?

DESYLVA
Of course. Don't you?

LOKI
(smile)
You know I do.

DESYLVA looks around the room.

DESYLVA
This room never changes.

LOKI
That's a good thing.

(CONTINUED)

DESYLVA

Why?

LOKI

The portal may stop working if anything were to... change.

DESYLVA

(raise eyebrow)

I thought you said you were the only one who could make it work.

LOKI

That is true. There is something about this room though. Not sure what it is. But pretty sure if it was to change...

DESYLVA

(sad)

You're saying one day we might not be able to...

LOKI looks at her.

LOKI

We are here now, my love.

(smile)

Shall we go join the others?

DESYLVA

(smile)

Of course.

LOKI and DESYLVA link arms and head to the door.

JUMP TO:

184 INT: LOBBY

There's a big banner hanging from the ceiling that says GALACTICON 2010. The lobby is full of convention goers dressed in various cosplay outfits. There is a woman, dressed all in black, who appears to be looking for someone. In the center of the lobby is a massive spiral staircase that goes to the 3rd floor.

PAN TO:

(CONTINUED)

185 INT: STAIRCASE

DESYLVA and LOKI reach the top of staircase and look down. They pause for a few moments. As they start to descend the stairs, arms linked, all eyes in the lobby are drawn to the staircase. Including the woman in black.

PAN TO:

186 INT: LOBBY

Everyone watches DESYLVA and LOKI descend the stairs. The crowd starts to whisper amongst themselves. DESYLVA and LOKI reach the bottom of the stairs and head for the main convention area. The woman in black follows them.

CONTINUE TO:

187 INT: FOCUS LOKI AND DESYLVA

LOKI and DESYLVA are walking down the hall, heading to the main area. They both sense they are being followed.

DESYLVA

(softly)

We are being followed.

LOKI

Yes. I know.

LOKI looks at DESYLVA and smiles.

LOKI (cont'd)

Shall we play?

DESYLVA smiles back. They start to walk a little faster. The woman in black tries to keep up. DESYLVA and LOKI turn a corner. The woman in black turns the corner and abruptly stops as she sees LOKI and DESYLVA leaning up against the wall, waiting. LOKI gives the woman a look.

LOKI (cont'd)

Can we help you?

WOMAN

What?

(CONTINUED)

DESYLVA

You were following us.

WOMAN

I...

DESYLVA

What do you want?

The woman is at a loss for words. She had not expected to be confronted. LOKI steps away from the wall and moves towards her. The woman instinctively starts to back up. DESYLVA places a hand on LOKI's shoulder.

DESYLVA (cont'd)

Loki, don't.

LOKI stops moving. The woman realizes she was right. They were who she thought they were.

WOMAN

It is you. I thought so.

DESYLVA

Do we know you?

WOMAN

You were here last year. Prince Loki and Lady Desylva of Asgard, correct?

LOKI

Yes.

WOMAN

You guys were awesome last year. A big hit. Love your costumes by the way.

LOKI and DESYLVA share a look. The woman turns to DESYLVA.

WOMAN

(curious)

Why "Desylva"?

DESYLVA

(raise eyebrow)

Excuse me?

(CONTINUED)

WOMAN

Your name. Why did you choose Desylva?
I know my Norse Mythology and there is
no Desylva in it.

DESYLVA

Of course there isn't. I wasn't part
of Loki's life then.

WOMAN

(laugh)
Cute. Staying in character. Okay.
(beat)
But seriously, if you are playing
Loki's woman, why not play the part of
Sigyn.

The Woman pronounces Sigyn as Sig-in. DESYLVA laughs to
herself. LOKI gives DESYLVA a look.

WOMAN (cont'd)

What's so funny?

DESYLVA

Over the centuries I have heard that
named mispronounced so many times.

WOMAN

What?

DESYLVA

Some say "sig in" like you did. Others
say "si gyn". But the name was
pronounced "Sign".

WOMAN

Sign?

DESYLVA

Yes. As in "she was a sign".

WOMAN

Really?

DESYLVA

Yes.

(CONTINUED)

LOKI is still staring at DESYLVA. He hasn't thought of Sign in centuries. Never did find out who she was.

DESYLVA (cont'd)

Also, Sign isn't real.

WOMAN

I know. She is a myth. Just like Loki and...

DESYLVA

No. I mean the name is not real. The story tellers of the time just called her Sign because they never knew her real name.

LOKI is intrigued. DESYLVA notices the look on his face. She smiles and takes his hand. The woman starts to think there is more going on here than she knows.

DESYLVA (cont'd)

After all these years, you still haven't figured it out.

LOKI

What?

DESYLVA

I am the one they called Sign. It was me.

LOKI

You?

The woman is starting to wonder if these two are crazy or just really playing the part.

WOMAN

(half-laugh)

You never drop character, do you?

DESYLVA and LOKI aren't listening to her.

WOMAN

Well, nice meeting you. I'll just go now.

The woman leaves. LOKI is still staring at DESYLVA.

LOKI
(raise eyebrow)
I don't understand.

DESYLVA
I used to follow you all the time back then.

LOKI
I know.

DESYLVA
You and Thor used to go to Midgard a lot, and I'd follow.

LOKI
(surprise)
Really?

DESYLVA
Yes.
(beat)
There was this tavern that you'd go to, and I'd get there first. Some of the locals started to notice and started calling me their Sign. Their sign that the gods were coming.

LOKI
So that's where the stories came from. But how did you go from their sign to...

DESYLVA
Your wife?

LOKI nods.

DESYLVA (cont'd)
It started with a misunderstanding.
(beat)
But then a certain someone decided to fuel the fire.

LOKI

(curious)

Who would...

DESYLVA

There was only one person back then who knew how I felt about you and would have the nerve to start those stories.

(beat)

I almost killed him when I...

LOKI

Him? I... Fandral.

DESYLVA

Yes.

LOKI

Why would he...

DESYLVA

He wanted me to confess my feelings for you. When I told him I couldn't, he decided to "help". He figured if you heard the stories, you would be curious and try to find out who Sign was.

LOKI

I was curious.

DESYLVA

I know. I heard you talking to Thor. But you never tried to find her. Why not?

LOKI

Not sure. If only I did. I might have...

DESYLVA places a hand to the side of his face.

DESYLVA

I love you.

LOKI

And I you.

LOKI kisses her.

JUMP TO:

188 TIME FLIES

LOKI and DESYLVA mingle with the convention goers. Pose for some pictures. Attend some panels. After a while they head back to the lobby.

The woman in black from earlier is also in the lobby. She spots them. DESYLVA and LOKI head for the staircase. They ascend the stairs. The woman in black follows them. DESYLVA and LOKI reach the top of the stairs and head for their room. The woman reaches the top just in time to see DESYLVA and LOKI enter room 307. The woman heads back downstairs and goes to the front desk.

CUT TO:

189 TIME RESUMES - INT: FRONT DESK

The woman in black reaches the desk and a clerk behind the counter addresses her.

CLERK

Can I help you?

WOMAN

Yes. The couple in 307. Could you please tell me who they are?

CLERK

Sorry. Hotel policy states that...

WOMAN

I'm with Homeland Security. I have reason to believe that they may...

CLERK

(skeptic)
I'll need to see some ID first.

WOMAN

Sure.

(CONTINUED)

The woman pulls out a HOMELAND SECURITY badge from a pocket. CLERK looks at it. It looks real.

CLERK
Of course. 307, you said?

WOMAN
Yes.

CLERK types something into the computer.

CLERK
The room is registered to "L. Odinson".

WOMAN
Odinson?

CLERK
Yes.

WOMAN
(mutter)
Of course. Never break character.

CLERK
Excuse me?

WOMAN
Nothing. Thanks.

WOMAN looks up in the direction of room 307 and mutters.

WOMAN (cont'd)
Who are you?

WOMAN walks off. CLERK watches her go then picks up the phone.

CUT TO:

190 INT: ROOM 307

LOKI and DESYLVA are laying bed. The phone rings. DESYLVA answers it.

DESYLVA
Yes.

(CONTINUED)

CLERK (VO)

There was a woman here asking about you. She said she was from Homeland Security. I think...

DESYLVA

Thanks.

DESYLVA hangs up phone and looks at LOKI.

DESYLVA (cont'd)

I think someone is curious as to who we really are.

LOKI

Really?

DESYLVA

Probably the woman from earlier.

LOKI

Did you want to go back?

DESYLVA rolls over and positions herself on top of him.

DESYLVA

We can handle her.

(beat)

What I want right now, is you.

(beat)

Take me my Prince. Make love to me.

LOKI

With pleasure my love.

LOKI hungrily kisses her. They make love.

CUT TO:

A FEW HOURS LATER

191 INT: BALLROOM

The convention dance is under way. LOKI and DESYLVA are the center of attention. We stay at the dance for a while then...

CUT TO:

(CONTINUED)

192 INT: ROOM 307

The woman in black is searching the room. Trying to find anything that might tell her who LOKI and DESYLVA really are. She can find nothing.

WOMAN

Nothing. No luggage, No personal effects. Nothing. Who are these two?

The woman reaches into her pockets and pulls out some surveillance bugs. She plants them throughout the room. Some are audio, some are visual, some are both.

CUT TO:

193 INT: STAIRCASE

DESYLVA and LOKI are ascending the staircase. The woman in black notices them ascending as she starts to descend the staircase. They pass without acknowledging each other.

CONTINUE TO:

194 INT: ROOM 307

LOKI and DESYLVA enter.

DESYLVA

Do we really have to return to Asgard so soon?

LOKI

Yes.

DESYLVA

But we are having so much fun here, Loki. And...

LOKI

We must get back. You know that. The port...

DESYLVA

I know.

DESYLVA looks around and addresses the room.

(CONTINUED)

DESYLVA (cont'd)

Until next year.

LOKI and DESYLVA approach the portal spot, and the portal opens. They step into it. The portal closes.

JUMP TO:

195 INT: ROOM 703

The woman in black enters the room. She runs over to her computer. The computer is on and displaying images from room 307. The woman sits.

WOMAN

Okay. Let's see who you really are!

The woman starts pressing keys. The image on the screen changes with every click. Every room is empty.

WOMAN (cont'd)

Okay. Where are you?

The woman enters a command. She rewinds the footage on all cameras. She stops as she sees the portal.

WOMAN (cont'd)

Was that a... No way. Impossible.

The woman backs the footage up to the point where LOKI and DESYLVA enter the room. She plays the recording. She hears the conversation and sees them vanish.

WOMAN (cont'd)

They really are who they said they were. If that's true, then there is a passage to Asgard in that room.

The woman goes over to the dresser and removes a vidphone. She dials a number.

CONTINUE TO SPLIT SCREEN:

196 SPLIT SCREEN. INT: VID-PHONE SCREEN / INT: ROOM 703

Right Side: Room 703

Left Side: Vid-phone Screen - Malik's Office

(CONTINUED)

A man, GIDEON MALIK, appears on the screen. On the wall behind him is plaque that contains an emblem. The emblem is the HYDRA insignia.

WOMAN

Sir, you're gonna want to see this!

CUT TO:

NEXT DAY

197 INT: ROOM 307

The woman in black and a team of HYDRA agents are in the room. The woman in black is on the vidphone with MALIK.

WOMAN

I don't know what to say sir. You saw the recording. The passage should be right here.

MALIK (VO)

But it's not. You must have missed something.

WOMAN

No sir.

One of the agents of to the side whispers to another agent.

AGENT

(softly)

Maybe you need to be Asgardian for it to work.

The Woman in black turns to them.

WOMAN

What was that?

Before the agent has a chance to reply. The woman in Black starts to hear a low pitch humming noise.

WOMAN (cont'd)

Do you hear that?

(CONTINUED)

Everyone in the room gives her a look. She holds up her hand indicating everyone to be quiet.

WOMAN (cont'd)

Silence. Turn everything off. Now.

Everyone stops talking and turns everything off. The humming noise starts to get louder.

WOMAN (cont'd)

What is that? Where is it coming from?

The woman stares at the spot where the portal should have been and notices something.

WOMAN (cont'd)

Oh no. I think...

Suddenly there is an explosion. Everything in the room is vaporized. Nothing left but the walls, floor, and ceiling. Everyone that was in the room is gone. Vaporized.

CUT TO:

ASGARD

198 INT: OBSERVATORY

LOKI enters and heads to HEIMDALL.

LOKI

You asked to...

HEIMDALL

The portal to Midgard.

LOKI

What about it?

HEIMDALL

It has been destroyed.

LOKI

(raise eyebrow)

What? How?

(CONTINUED)

HEIMDALL

It appears to have just destroyed
itself.

LOKI gives HEIMDALL a confused look.

JUMP TO:

MIDGARD

199 INT: HYDRA OFFICE

MALIK is watching a news report on the strange event at a local hotel. He is sitting in a chair that is facing the TV.

THE CAMERA IS POSITIONED BEHIND THE CHAIR AND IS FOCUSED ON THE TV.

REPORTER (ON TV)

No one knows what happened. How did someone manage to empty the room of all its contents. Everything. The room was stripped clean. All that remains of room 307 are the walls, floor, ceiling, and door.

MALIK turns off the TV. Camera is still behind him.

MALIK

So, the myths may not be myths.

Knock on door.

MALIK (cont'd)

Enter.

The door opens. JOHN GARRETT enters carrying a file folder. As he approaches the desk MALIK turns around.

GARRETT

Here is the info she sent just before...

GARRETT drops the folder on the desk. MALIK opens the folder and spreads the info out on the desk. The file contains copies of photos taken at various conventions over the years that contain "**Prince Loki and Lady Desylva**".

(CONTINUED)

MALIK

These photos go back 10 years.

GARRETT

Yes sir.

MALIK

What do we know of these two?

GARRETT

They call themselves "*Prince Loki and Lady Desylva of Asgard*".

MALIK

Loki. Norse god of Mischief and Mayhem.

MALIK picks up a picture of Loki.

MALIK (cont'd)

Have you found anything on them?

GARRETT

No sir. Just these photos.

MALIK

Nothing else?

GARRETT

No sir. Nothing.

MALIK stares at the picture of Loki. GARRETT looks from the photos to MALIK.

GARRETT (cont'd)

(skeptical)

You don't think he really is Loki, do you sir?

MALIK

He could be.

GARRETT

(raise eyebrow)

Seriously?

MALIK

Never underestimate the old ways. The Gods of old will return. We need to be ready.

GARRETT

Yes sir.

GARRETT turns to leave. MALIK looks up at the retreating GARRETT.

MALIK

John.

GARRETT stops.

MALIK (cont'd)

How is Grant doing?

GARRETT turns to MALIK.

GARRETT

Fine. He is fitting in remarkably well. He will be an excellent asset.

MALIK

(smile)

Great. I look forward to meeting him.

GARRETT turns and exits the office. MALIK returns to looking at the file.

FADE OUT.

(CONTINUED)

Chapter 2

Immediately before and during the events of "Thor"
(includes Deleted, Extended, and Alternate versions of some
movie scenes)

(Earth Time: May 31st 2011 to June 3rd 2011)

TD = Deleted Scene
TE = Extended Scene
TA = Alternate Scene
TS = As seen in movie

ASGARD

MAY 31ST 2011

1 TD-15 EXT: PALACE

We move towards a large window of the palace. ODIN ALLFATHER stares out at his kingdom. The ravens fly up to the balcony and land at his side.

CONTINUE TO:

2 TD-16 INT: ODIN'S CHAMBERS

ODIN turns away from the window. 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. He notices his hand shaking. It seems to be out of sync 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.

(CONTINUED)

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.

JUMP TO:

3 TD-17 INT: PALACE ANTEROOM

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 and hurls it towards the fire directly below.

(CONTINUED)

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 the steps, past the 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
(laugh)
Have you ever known me to be nervous?

LOKI
Well, there was the time in
Nornheim...

THOR
That was not nerves, Brother. It was
the rage of battle.

LOKI
I see.

THOR
How else could I have fought my way
through a hundred warriors and pulled
us out alive?

The ATTENDANT approaches with a tray that holds another goblet of wine for THOR. LOKI gives THOR a confused, puzzled look.

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

THOR

(laugh)

Yes. Some do battle, others just do tricks.

The ATTENDANT stifles a laugh. LOKI notices and doesn't like it. He gestures towards the goblet on the tray in the ATTENDANT's hand. Eels pour over the sides of the goblet, slithering out and across the terrified ATTENDANT's hand. He screams and hurls the tray to the ground. LOKI chuckles.

THOR (cont'd)

Loki...

THOR looks at LOKI.

THOR (cont'd)

Now that was just a waste of good wine.

LOKI

Oh. It was just a bit of fun.

(to the Attendant)

Right, my friend?

LOKI gestures to the writhing eels on the ground. They turn back into spilled wine, the illusion shattered. The ATTENDANT isn't so sure. He picks up the goblet and tray and leaves. THOR and LOKI share a laugh. A GUARD approaches and hands THOR his Eagle-Winged Helmet. THOR takes it. The GUARD leaves. THOR looks at his helmet. LOKI looks over at THOR and glances at the helmet.

LOKI (cont'd)

Ooh. Nice feathers.

THOR laughs, looks up at LOKI's helmet, then looks back at LOKI.

THOR

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

LOKI

I was being sincere!

THOR

You're incapable of sincerity.

THOR

You go ahead.

LOKI casts him a wary look. THOR gives him an assuring look.

THOR (cont'd)

I'll be along. Go on.

LOKI heads inside the palace without his brother.

JUMP TO:

4 TD-17A INT: ANTECHAMBER

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.

PAN TO:

5 TD-17A (CONT'D) FOCUS ON FANDRAL

FANDRAL checks his reflection in a mirror, smooths out his mustache, 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)

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

The giddy Maidens eagerly raise their hands.

PAN TO:

6 TD-17A (CONT'D) FOCUS ON HOGUN

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.

PAN TO:

(CONTINUED)

7 TD-17A (CONT'D) FOCUS ON SIF

From behind, SIF, dressed in ceremonial armor takes off her sword and sets it on a table, then she removes her shield and several hidden daggers and small, yet intimidating weapons. She looks radiant. She eyes the weapons on the table.

SIF
(to the weapons)
I'll miss you.

CONTINUE TO:

8 TD-18 INT: THRONE ROOM

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.

With them walks the warrior maiden SIF -- 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?

(CONTINUED)

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.
Remember we are the Warriors Three.

SIF
Fandral, he's not going to do it. But
if you'd like a challenge, I know of
an even greater one for you.

FANDRAL
Name it, Lady Sif.

SIF
Keeping your mouth shut.

FANDRAL gives SIF a "yes Ma'am" look. VOLSTAGG stifles a laugh.
HOGUN's only reaction is to raise an eyebrow.

JUMP TO:

9 TD-19 INT: VAULT

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.

JUMP TO:

10 TD-19A INT: PALACE ANTEROOM

THOR stands, his fingers nervously drumming the handle of his
hammer. FRIGGA approaches behind him and sees his anxiety.

FRIGGA
It's all right to be nervous.

(CONTINUED)

THOR

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

FRIGGA

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

THOR

Yes, 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. THOR looks at his helmet.

JUMP TO:

11 TE-20 INT: THRONE ROOM

SIF and the Warriors Three still wait before the crowd. LOKI and FRIGGA enter and take their 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. 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.

(CONTINUED)

(Note: ODIN is at the front on his throne. ODIN's ravens are perched, one on each side, on the back arm of the throne. Scaling the stairs, top to bottom, on his right side are FRIGGA, LOKI, and SIF. Scaling the stairs, top to bottom, on his left side are HOGUN, FANDRAL, and VOLSTAGG. The following conversation is said quietly amongst them.)

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.

PAN TO:

12 INT: SIDE ENTRANCE

DESYLVA is standing near the side entrance. She notices a look come over LOKI.

DESYLVA (VO)

(thought)

Why does Loki look so nervous? What is troubling him?

LOKI looks over at her and catches her eye. They share a look and a smile. The moment is broken when...

PAN TO:

(CONTINUED)

13 TE-20 INT: THRONE ROOM

...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.

PAN TO:

14 TE-20 INT: FOCUS ON FRONT OF ROOM

SIF

Oh, please.

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

PAN TO:

15 INT: FOCUS ON SIDE ENTRANCE

DESYLVA is looking at THOR. She quietly mutters to herself.

DESYLVA

What is he doing?

DESYLVA looks over at ODIN and can see he is not happy. She also notices that LOKI still has that concerned look.

JUMP TO:

16 TA-21 INT: VAULT

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.

JUMP TO:

(CONTINUED)

17 TA-22 INT: THRONE ROOM

THOR finishes stirring up the crowd, then reaches the front of the room and kneels on one knee before his father. He places Mjolnir on the ground in front of him. He removes his helmet and then places it beside Mjolnir.

FRIGGA casts him an admonishing glance. THOR winks up at her. She can't help but smile. THOR glances at The Warriors Three and shares a smile with them. ODIN rises and 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.

ODIN lowers Gungnir back to his side.

ODIN (cont'd)

Thor Odinson, my heir...

LOKI looks to the ground.

ODIN (cont'd)

...my first-born.

FRIGGA glances at THOR.

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.

JUMP TO:

(CONTINUED)

18 TS-23 INT: VAULT

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. They are large and BLUE-SKINNED. One of the creatures lifts the Casket off of its stand and turns to go.

JUMP TO:

19 TA-24 INT: THRONE ROOM

The Ceremony continues.

ODIN

Today I entrust you with the greatest honor in all the Nine Realms. The sacred throne of Asgard.

(beat)

I have sacrificed much to achieve peace. So, too, must a new generation sacrifice to maintain that peace.

(beat)

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.

(CONTINUED)

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...

ODIN strikes Gungnir on the ground. The far-off sounds of a battle echo in the depths of the palace below.

SIF and the Warriors Three follow THOR as he races from the hall towards the side entrance/exit.

CONTINUE TO:

20 TS-23 (CONT'D) INT: THE VAULT

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.

JUMP TO:

21 INT: THRONE ROOM (SIDE ENTRANCE)

DESYLVA is near the door. THOR, The Warriors Three, SIF, LOKI and ODIN all run past. LOKI passes her his helmet and gives her a look as he passes. She nods understandingly. She looks to FRIGGA, who is picking up THOR's winged helmet which he

(CONTINUED)

left on the floor. They share a look. They know what they must do - Crowd control. Can't have everyone running after them.

DESYLVA teleports LOKI's helmet back to their room, while FRIGGA teleports THOR's helmet back to his room. DESYLVA and FRIGGA gesture with their hands. They create a force field/energy barrier around the room. Then they emit a shockwave that immobilizes everyone in the room. Everyone but them of course.

DESYLVA heads to FRIGGA as FRIGGA heads to DESYLVA.

DESYLVA

(jokingly)

I take it all this ice and cold is not a natural occurrence.

FRIGGA

It would appear we have Frost Giants on Asgard.

DESYLVA

(surprise)

Frost Giants? How?

FRIGGA

(concern)

Not sure.

DESYLVA looks around the room.

DESYLVA

How long should we hold them here?

FRIGGA

An hour should give them enough time to investigate. If all is well, we can let them go. If not...

DESYLVA looks at FRIGGA.

DESYLVA

(raise eyebrow)

Why now? Asgard and Jotunheim have a truce. Why...

FRIGGA gives her a look.

FRIGGA

Let's not speculate til we know more.

(beat)

In the meantime, let's warm up this room, shall we?

FRIGGA smiles at DESYLVA. DESYLVA smiles back. They use their magic to warm up the room.

JUMP TO:

22 TE-25B INT: VAULT

THOR enters. He 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!

(CONTINUED)

SIF

Shush!

ODIN surveys the destruction, stopping in front of The Casket. THOR is standing on his right, and LOKI is standing on his left. SIF and The Warriors Three are standing behind THOR and LOKI.

(SIF is behind THOR, FANDRAL is behind LOKI, VOLSTAGG and HOGUN are between SIF and FANDRAL.)

THOR

The Jotuns must pay for what they've done!

ODIN speaks softly and calmly. THOR, on the other hand, is mad.

ODIN

They have paid, with their lives.

THOR and LOKI share a look.

ODIN (cont'd)

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

(softly)
But they didn't.

THOR

I want to know why they--

LOKI gives THOR a look, then glances at ODIN, whose back is still to them.

ODIN

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

(CONTINUED)

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! They know
you are vulnerable. We must act!

ODIN turns to SIF and the Warriors Three.

ODIN

Leave us.

THOR's comrades exit. ODIN turns to 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

(upset)
This was an act of war!

ODIN

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

THOR

(still mad)
Look how far they got!

LOKI glances from THOR to ODIN.

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

But you are not King.

THOR gives ODIN a look.

ODIN (cont'd)

Not yet.

THOR sees in his father's face that he's pushed this as far as he can. LOKI is still just watching them both. He's not sure what to say or do.

THOR backs away, then leaves, pushing through the doors so hard that they slam backwards behind him. ODIN and LOKI watch him go. LOKI gives ODIN a look, then goes after THOR.

JUMP TO:

23 TE-26 INT: BANQUET HALL

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.

PAN TO:

24 TE-26 (CONT'D) INT: FOCUS ON LOKI AND THOR

From across the room, LOKI enters. He slowly walks over to where THOR is, watching him all the way.

PAN TO:

25 TE-26 (CONT'D) INT: FOCUS ON ENTRANCE

At the banquet hall entrance, SIF, FANDRAL, and HOGUN follow VOLSTAGG as he enters in search of his dinner.

(CONTINUED)

SIF
(re: state of room)
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.

VOLSTAGG
(despairingly)
All this food. So innocent, cast to
the ground. It breaks the heart!

PAN TO:

26 TE-26 (CONT'D) INT: FOCUS ON THOR AD LOKI

THOR strides away from them to the far end of the hall.

LOKI calmly moves towards him. THOR sits on a stair, pouting.
LOKI emerges from behind a pillar and walks down the stairs to
him. THOR senses him.

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

LOKI sits beside THOR.

LOKI
Who said I was wise?

THOR
(re: the empty hall)
This was to be my day of triumph.

(CONTINUED)

LOKI

It will come. In time.

(admits)

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

THOR

Yes, exactly!

LOKI

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

THOR considers this, looks at his hammer, a gleam in his eye.

THOR

Yes there is.

THOR rises. LOKI can guess what he's thinking and grows concerned.

LOKI

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

THOR

(turn to Loki)

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

LOKI

Thor, it's madness!

VOLSTAGG, who has been busy making a sandwich, overhears LOKI's comment.

VOLSTAGG

Madness? What sort of madness?

LOKI

Ah, it's nothing! Thor was merely making a jest!

THOR

(to Loki)

The safety of our Realm is no jest.

THOR turns to face his friends, a gleam in his eyes.

THOR (cont'd)

We're going to Jotunheim.

LOKI gets an "oh no" look and raises his hand to his face.

FANDRAL

(shock)

What?!

SIF

(disbelief)

Thor, of all the laws of Asgard, this is the 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

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

THOR

My father fought his way into Jotunheim...

FOCUS on LOKI's reaction to THOR's line. He looks almost afraid. Afraid of what his brother may be thinking of doing.

THOR (cont'd)

...defeated their armies, and took their Casket!

FOCUS back on THOR looking at his friends.

THOR (cont'd)

We would just be looking for answers.

SIF
(seriously)
It is forbidden!

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

THOR
My friends...

THOR heads over to his friends. LOKI stays sitting on the steps, watching.

THOR (cont'd)
...have you forgotten all that we've done together?

THOR goes to FANDRAL.

THOR (cont'd)
Who brought you into the sweet embrace of the most exotic maidens in all of Yggdrasil?

FANDRAL
Well, you helped a little.

THOR goes to HOGUN.

THOR
Who led you into the most glorious of battles?

HOGUN
You did.

THOR goes to VOLSTAGG.

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

VOLSTAGG
You did.

THOR goes 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, Sif.

THOR looks at his friends.

THOR (cont'd)

My friends, trust me now. We must do this.

THOR heads back over to LOKI as the others exchange concerned looks. They realize there's no convincing him otherwise. THOR looks at his friends.

THOR (cont'd)

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

THOR stops behind LOKI. LOKI looks startled.

LOKI

What?

THOR drops the smile and gives LOKI a look. The look is almost a disappointed one, was LOKI saying he didn't want to come along?

THOR

You are coming with me, aren't you?

LOKI looks over his shoulder to THOR.

LOKI

Yes, of course!

THOR laughs. LOKI rises and stands beside THOR.

LOKI (cont'd)

I won't let my brother march into Jotunheim alone.

THOR places a hand on LOKI's shoulder.

LOKI (cont'd)

I will be at his side.

Beat.

VOLSTAGG

And I.

Beat.

FANDRAL

(nod)

And I.

THOR nods.

HOGUN

And I. The Warriors Three fight together.

SIF

I fear we'll live to regret this.

SIF, FANDRAL, and HOGUN turn and walk out the door that was behind them. They pass VOLSTAGG. VOLSTAGG finishes making his sandwich, picks it up, and says line as he follows them out.

VOLSTAGG

If we're lucky.

THOR and LOKI walk down the steps and head to the main door, the one they came in by.

JUMP TO:

27 INT: LOKI'S ROOM

LOKI enters and walks over to DESYLVA. She is about to ask how THOR is doing but can tell from the look on LOKI's face that something is up.

(CONTINUED)

DESYLVA
(concern)
I know that look.
(beat)
What's Thor done?

LOKI
Nothing.
(beat)
Yet.

DESYLVA
(raise eyebrow, curious)
Oh-kay.

LOKI kisses her. DESYLVA can sense something in him. LOKI breaks the kiss and heads to the bedroom to change. DESYLVA follows him.

CONTINUE TO:

28 INT: BEDROOM

DESYLVA leans in the doorway and watches LOKI changing. She crosses her arms across her chest, and realizes it was LOKI that let the Frost Giants in.

DESYLVA
It was you.

LOKI
What?

DESYLVA
How could you? They could have...

LOKI realizes she knows.

LOKI
(half-laugh)
It was supposed to be a joke. A bit of fun.

DESYLVA
(seriously)
Loki.

(CONTINUED)

LOKI

They'd break into the vault. The Destroyer would stop them. And Thor would have a grand story to tell. It was all timed perfectly.

(beat)

If he hadn't have shown up late, we would have...

DESYLVA

(concern)

If your father ever finds out that it was you he...

LOKI

He won't.

LOKI gets a look. DESYLVA is curious.

DESYLVA

Why do I get the feeling something went wrong?

LOKI

Not with the plan. It worked. But... My brother, as usual, is overreacting.

DESYLVA

How so?

LOKI wonders if he should tell her. If anyone would understand it is DESYLVA.

DESYLVA (cont'd)

Loki. Don't lie to me.

LOKI walks out of the bedroom. DESYLVA follows him.

CONTINUE TO:

29 INT: MAIN ROOM

LOKI heads for the door.

DESYLVA

You know I can tell when you are...

(CONTINUED)

LOKI stops and kisses her. She sees a flash of a frozen icy world. She breaks the kiss and looks at him.

DESYLVA (cont'd)

Jotunheim.

LOKI is stunned.

LOKI

What?

DESYLVA

Thor wants to attack Jotunheim in retaliation for...

LOKI

Where would you get...

DESYLVA

It is forbidden to go there! You know that.

LOKI looks at her.

DESYLVA (cont'd)

Tell me you were able to convince him it was a bad idea.

LOKI

I tried. But...

DESYLVA

You "tried"?

LOKI

You know Thor. When he wants something, he gets it. Always has.

DESYLVA

(concern)

But he could start a war! If he marches into...

LOKI

(softly)

He won't be going alone.

DESYLVA

What?

LOKI

Sif, The Warriors Three, and I, are going with him.

DESYLVA

Are you mad?

(beat)

Loki, you can't do this.

(beat)

Your father will...

LOKI lovingly brings a hand to the side of her face. He can tell she is worried.

LOKI

It will be okay. You'll see.

LOKI kisses her.

After a few moments they break the kiss. DESYLVA can tell he is up to something.

DESYLVA

You have a plan.

LOKI

I always have a plan.

DESYLVA

Just come back to me. Alive. Promise.

LOKI

I'll come back. I promise.

LOKI smiles. He raises his right hand up and off to his side and his daggers come flying across the room. He turns, raises his other hand, and catches them both. He puts his daggers in their place. Then turns back and walks towards the door.

DESYLVA watches him go. She is worried that this could all blow up.

JUMP TO:

(CONTINUED)

30 TD-27 EXT: PALACE

THOR, SIF, LOKI, and the Warriors Three walk from the Palace, across the grounds. (Left side of the screen to Right side of screen: LOKI, HOGUN, SIF, FANDRAL, VOLSTAGG, THOR).

They reach a group of ATTENDANTS who ready their battle gear for their journey.

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

Yes. And he can hear a cricket passing gas in Niflheim.

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.

LOKI slips away from the group and speaks to a nearby Guard. HOGUN notices but doesn't think anything of it. FANDRAL and VOLSTAGG head for the waiting horses. VOLSTAGG, terrified at FANDRAL's remark, calls out to the sky.

VOLSTAGG

Forgive him! He meaneth no offense!

HOGUN follows the group. LOKI finishes talking to the guard, and rejoins the group. FANDRAL mounts a brown horse; SIF mounts a grey horse; HOGUN, LOKI, and VOLSTAGG mount brown horses; THOR mounts a white horse. THOR leads them onward.

JUMP TO:

(CONTINUED)

31 TS-28 EXT: GATE OF ASGARD

THOR and his band of adventurers, on horseback, pass through the massive gate, leaving Asgard behind.

CONTINUE TO:

32 TS-28 (CONT'D) EXT: RAINBOW BRIDGE

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.

CONTINUE TO:

33 TE-29 EXT: HEIMDALL'S OBSERVATORY

The band draws near the Observatory, they dismount their horses and send them back to the city. HEIMDALL 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 this to me.

LOKI steps forward.

LOKI (cont'd)

Good Heimdall--

HEIMDALL

You're not dressed warmly enough.

THOR, LOKI, and the others trade looks.

LOKI

(surprise)

I'm sorry?

(CONTINUED)

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 Niflheim?

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 steps forward as he speaks.

THOR

Enough!!

THOR passes LOKI and addresses HEIMDALL.

THOR (cont'd)

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.

LOKI gives THOR a look.

THOR (cont'd)

Understand?

THOR gives HEIMDALL a look. LOKI stares at the bridge. THOR walks past HEIMDALL. HEIMDALL lets the group pass. First SIF, then HOGUN. VOLSTAGG and FANDRAL walk past the frustrated LOKI. VOLSTAGG needles him.

VOLSTAGG

What happened? Your silver tongue turn to lead?

LOKI gives him a look.

LOKI

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

VOLSTAGG and FANDRAL share a laugh. LOKI follows them.

CONTINUE TO:

34 TA-30 INT: HEIMDALL'S OBSERVATORY

THOR and the others enter the Observatory. LOKI and HOGUN go to the right; THOR, SIF, VOLSTAGG, and FANDRAL go to the left. They all meet at the front of the circle.

HEIMDALL climbs into the large control apparatus at the center of the room and readies the Observatory.

THOR stops. LOKI and HOGUN stay on his right. SIF, VOLSTAGG and FANDRAL stay on his left.

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.

(CONTINUED)

THOR

(smile)

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.

PAN TO:

35 TS-31 EXT: RAINBOW BRIDGE

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

PAN TO:

36 TA-32 INT: HEIMDALL'S OBSERVATORY

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?

LOKI gets a look as he thinks on what HEIMDALL is saying. Everyone else gets a look as HEIMDALL speaks.

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.

(CONTINUED)

THOR starts towards the Bifrost, turns back to the others, and 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.

JUMP TO:

JOTUNHEIM

37 TA-33 EXT: BIFROST LANDING SITE

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. The Bifrost beam shuts down, leaving Runes 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. Tremendously relieved, VOLSTAGG 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 world is a massive, flattened ring of jagged ice, slowly breaking apart. Huge chunks of ice calve away from its

(CONTINUED)

outer edges and float off into space. The icy surface cracks and melts as far as the eye can see. The ruins of a Jotun city lies in the distance.

HOGUN
(ominously)
We shouldn't be here.

THOR
Too late now.

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

THOR ignores him and 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...

LOKI looks around as if looking for someone or something.

CONTINUE TO:

(CONTINUED)

38 TA-34 EXT: JOTUNHEIM

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.

(Note: The cold doesn't seem to be bothering LOKI.)

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 as LOKI just watches not partaking in their bickering. He seems lost in his own thoughts.

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!

(CONTINUED)

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.

CONTINUE TO:

39 TA-35 EXT: CENTRAL PLAZA

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 (OS)

Then speak.

THOR turns towards the source in a balcony of the temple.

There 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.

(CONTINUED)

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, as he tries to piece this together.

LAUFEY

You "demand"?

THOR

How did your people get into Asgard?

Momentary pause as LAUFEY stares at THOR.

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. LOKI gets a concerned look.

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, mockingly.

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

Well, 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're 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. THOR gives LOKI a "what" look as he speaks.

LOKI

We will accept your most gracious offer.

The others look to THOR imploringly. LOKI turns to leave. He places a hand on THOR's shoulder.

LOKI (cont'd)

Come on, brother.

LOKI passes THOR. THOR stares LAUFEY down a beat -- then relents. He turns to leave. His comrades breathe a sigh of relief and follow. Then, 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

(softly)

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, and 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 hel 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.

(CONTINUED)

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 looks to HOGUN.

SIF

(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 him in a headlock just as another comes up on him from behind. VOLSTAGG fends him off, then turns the first one loose.

(CONTINUED)

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, and hurls them at SIF. SIF raises her shield barely in time, as the bullets go pinging and ricocheting off it. She races into the

(CONTINUED)

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

(CONTINUED)

freezes in mid-air, forming into an ice stalagmite. It impales FANDRAL, rendering him helpless. FANDRAL screams.

LOKI turns and 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. Then he looks down at his hand. He watches as the blueness fades and his arm and hand return to their normal color. LOKI wonders what it means.

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 and continues fighting.

VOLSTAGG

Run!

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

JUMP TO:

ASGARD

40 EXT: PALACE BALCONY

DESYLVA is staring at the Observatory at the end of the bridge. Waiting to see the Bifrost open. Waiting for LOKI to come home. She is lost in her thoughts, talking aloud to herself.

DESYLVA

(softly)

It's been too long.

(beat)

They should have been back by now.

They...

She is so lost in her thoughts, that she doesn't sense ODIN approach from behind. DESYLVA is startled at the sound of his voice.

ODIN

Who should be back from where?

DESYLVA slowly turns. ODIN can tell she is worried. Which can only mean one thing.

ODIN (cont'd)

Loki.

(CONTINUED)

DESYLVA does not say anything.

ODIN (cont'd)
Where did he go?

DESYLVA
It wasn't his idea, my king.

ODIN looks at her.

DESYLVA (cont'd)
Thor made him go with him. Thor made
all of them...

ODIN
Thor?

ODIN gets the feeling he's not going to like the answer. ODIN is focused on DESYLVA and doesn't notice a GUARD, the same guard Loki was talking to earlier, approaching him.

ODIN (cont'd)
Where did they go?

DESYLVA wonders if she should tell him.

ODIN (cont'd)
Desylva, where did...

The GUARD, who heard the question, answers.

GUARD
Jotunheim.

Both ODIN and DESYLVA look at the GUARD with raised eyebrows.

GUARD (cont'd)
I've been searching for you for a
while, my king. To tell you that Thor,
Loki, Lady Sif, and The Warriors
Three are headed for Jotunheim.

ODIN looks at DESYLVA.

ODIN
Is this true?

DESYLVA lowers her head.

DESYLVA

Yes.

ODIN looks out at the Observatory.

ODIN

(calm; sad)

Oh, my sons, what have you done?

DESYLVA senses something in ODIN. The GUARD is standing there waiting. ODIN turns to leave.

DESYLVA

(concern)

What are you going to do?

ODIN stops and turns to DESYLVA.

ODIN

First, I shall go get them. Then...

DESYLVA

(pleadingly)

Please. Loki only did this for Thor.
You know how much he...

ODIN nods understandingly. He knows LOKI has always protected THOR. He realizes he probably only agreed to go to keep THOR in check.

ODIN

I will deal with Thor when we return.

ODIN leaves. DESYLVA watches ODIN walk off.

DESYLVA (VO)

(thought)

Just Thor?

The GUARD is about to leave when DESYLVA calls to him.

DESYLVA

Wait.

The GUARD stops.

DESYLVA (cont'd)
(curious)
How did you know where they went?

GUARD
My lady?

DESYLVA
They left in secret.
(beat)
How could you possibly know that they were...

The guard walks up to her.

GUARD
(quietly)
Prince Loki told me.

DESYLVA
(raise eyebrow)
What?

GUARD
As they were all leaving, he came to me and told me to go to his father and tell him that...

DESYLVA
Why would Loki...
(understandingly)
He was hoping you'd get to Odin before they left. He wanted to stop Thor.

GUARD
And I might have if I thought he was being serious.
(beat)
You know Loki, my lady. Always tricking people. I mean, Jotunheim? Surely, he was joking. Everyone knows it is forbidden to go there!!
(beat)
But then the Bifrost opened, and I thought maybe, just this once, he wasn't kidding.

DESYLVA
I see.

GUARD
If that is all, my lady?

DESYLVA signals the GUARD that he may leave. She returns to where she was on the balcony and stares back at the Observatory.

CUT TO:

JOTUNHEIM

41 TA-35 (CONT) EXT: PLAZA

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 and 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

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.

CONTINUE TO:

(CONTINUED)

42 TA-35A EXT: BIFROST LANDING SITE

THOR lands beside his comrades in the shroud of mists.

THOR

Loki, we have to see.

LOKI raises his arms and concentrates. The mists dissipate. 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. 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. ODIN is 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.

LAUFEY

Allfather. You look weary.

ODIN

Laufey. End this.

LAUFEY

Your boy sought this out.

(CONTINUED)

ODIN

You're right. These are the actions of a boy. Treat them as such. You and I can end this. Here and now. 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.

JUMP TO:

ASGARD

43 EXT: PALACE BALCONY

DESYLVA is still staring. The Bifrost opens. She runs.

CUT TO:

(CONTINUED)

44 TS-36 INT: HEIMDALL'S OBSERVATORY

HEIMDALL stands at the Observatory controls. The travelers return from Jotunheim.

ODIN dismounts SLEIPNIR and sends him back to the city. SLEIPNIR leaves. ODIN heads for the control panel.

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 even protect your friends!

ODIN pulls HEIMDALL's sword from the control panel and throws it to him. HEIMDALL catches the sword, backs away, leaves the Observatory, and stands outside the doorway on the bridge.

ODIN (cont'd)

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.

LOKI stands watching. This is not going as he thought it would. THOR is getting to wound up.

As ODIN and THOR talk, LOKI starts to fear what will happen if THOR doesn't calm down.

(CONTINUED)

THOR (cont'd)

The Jotuns must learn to fear me, just as they once feared you. 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 talking! 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. ODIN looks at the ground. 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 starts to move toward ODIN.

LOKI

(pleadingly)

Father--

ODIN turns and gives LOKI a stern look, and a growl, which stops him in his tracks.

Once LOKI has stopped, ODIN looks back at the ground for a few more moments, then up at THOR. THOR remains quiet.

(CONTINUED)

ODIN

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

The Allfather plunges Gungnir into the 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 and goes to him.

ODIN (cont'd)

You are unworthy of these realms!

ODIN rips a disc off THOR's chest.

ODIN (cont'd)

You're unworthy of your title!

He rips away THOR's cloak.

ODIN (cont'd)

You're unworthy of the loved ones you have betrayed.

Momentary pause. LOKI looks at ODIN and THOR. THOR wants to say something but is not sure what to say. ODIN returns to the control panel. THOR looks at him. ODIN extends his hand towards his son.

ODIN (cont'd)

I now take from you your power.

Mjolnir goes flying from THOR's grasp into ODIN's hand. ODIN outstretches Mjolnir in front of him, pointing it at THOR.

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.

(CONTINUED)

ODIN (cont'd)
...and of his father before...

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

ODIN (cont'd)
I, Odin Allfather, 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. LOKI gets a look of utter shock on his face as he watches THOR disappear into 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 a moment, then disappear. Suddenly, ODIN turns and hurls the hammer into the Bifrost. LOKI stands watching, unable to do anything.

JUMP TO:

45 EXT: NEAR MAIN GATE TO RAINBOW BRIDGE

DESYLVA arrives as the gate opens and SIF and The Warriors Three enter. DESYLVA can tell FANDRAL has been hurt. She notices that THOR, LOKI, and ODIN are missing. She notices SLEIPNIR is heading for the stables. She and SLEIPNIR share a look then SLEIPNIR continues to the stables. DESYLVA looks at SIF.

DESYLVA
Where's Loki?

SIF
Loki, and Thor, are with Odin.

DESYLVA
Is he...

(CONTINUED)

SIF

He is fine. Both of them are fine.

SIF follows The Warriors Three as they all head to the Palace. DESYLVA walks over to the gate. She looks down the bridge at the Observatory as the guards close the gate.

DESYLVA

(quietly)

What's happening down there? Loki should have...

Part of her feels something terrible is happening down there. Part of her wants to run and see what is going on. But she knows better. She waits.

After a while, the gate opens and ODIN marches in. He walks straight past her and says nothing. Then LOKI enters, slowly. Once LOKI is in, the guards close the gate. LOKI looks like he just lost his best friend. He looks lost, confused, sad. He is also staring at his arm and hand. The one that the Frost Giant grabbed. DESYLVA runs to him and hugs him, tightly. He hugs her back.

DESYLVA (cont'd)

Are you alright? What...

DESYLVA realizes THOR is not there. DESYLVA breaks the hug and looks at LOKI.

DESYLVA (cont'd)

(concern)

Where's Thor? Sif said he...

Silence. DESYLVA senses something in LOKI.

DESYLVA (cont'd)

Loki?

LOKI

(softly; quietly)

Gone.

DESYLVA

(raise eyebrow)

Gone? What do you mean gone?

LOKI still can't believe Odin actually banished Thor. He knew Odin would be upset, but Odin has always forgiven Thor, always, no matter what.

LOKI
Father banished him.

LOKI lets her go. He starts to walk off, again looking down at his hand. DESYLVA walks over to him.

DESYLVA
Banished?

LOKI doesn't look at her.

LOKI
Father stripped him of his power and cast him out.

DESYLVA is stunned. She never thought that Odin could do something so... so... She looks at LOKI. She knows that he is thinking this is his fault. That he should have been able to stop Thor.

DESYLVA
This is not your fault, Loki. You tried to stop him. You even sent a guard to warn Odin that...

LOKI
Why is nothing going right today?

DESYLVA
Loki. It's...

LOKI
I just... I never... I...

DESYLVA can see he is starting to get emotional. She has never seen him like this. Something else must have happened.

DESYLVA
Come.

DESYLVA offers LOKI her hand. He takes it. He looks at her.

LOKI

I don't know what I'd do without you.

DESYLVA

(smile)

Let's hope you never have to find out.

They continue walking toward the palace.

JUMP TO:

A FEW HOURS LATER

46 TD-45A EXT: ODIN'S CHAMBERS

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.

CONTINUE TO:

47 TD-46 INT: ODIN'S CHAMBERS

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!

(CONTINUED)

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.

ODIN walks off.

JUMP TO:

48 TE-53 INT: HEALING ROOM

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

Well 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.

(CONTINUED)

LOKI stares at his hand.

VOLSTAGG

How did the guard even know?

LOKI looks to the group.

LOKI

I told him.

FANDRAL

What?

LOKI

I told him to go to Odin after we'd left the courtyard. He should be flogged for taking so long. We never should have reached Jotunheim.

VOLSTAGG

(surprise)

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. LOKI 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...

(beat)

...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.

They all share a look as they wonder what they should do.

JUMP TO:

NEXT DAY (June 1st)

49 TA-54 INT: VAULT

LOKI heads into the Vault, and down the long hallway. He 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 (OS)

(directed to the Destroyer)

Stop!

LOKI slowly turns and 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 and slowly walks toward him.

LOKI

What am I?

ODIN

You're my son.

(CONTINUED)

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.

LOKI stops.

ODIN (cont'd)

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.

ODIN

Yes.

LOKI

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

ODIN

You were an innocent child.

LOKI

No. You took me for a purpose, what was it?

ODIN doesn't answer.

LOKI (cont'd)

(yell)
Tell me!

ODIN

I thought we could unite our kingdoms
one day, bring about an alliance,
bring about a permanent peace...
through you.

LOKI

What?

ODIN

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. 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 sync temporally, 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! Guards! Please help.

The guards enter.

JUMP TO:

A FEW HOURS LATER

50 INT: LOKI'S ROOM

LOKI and DESYLVA are sitting on the couch.

LOKI

The casket called to me.

(beat)

I went to it and picked it up. I could feel its power. And then...

(CONTINUED)

DESYLVA

(beat)

What?

LOKI

Odin arrived.

DESYLVA notices that LOKI said "Odin" and not "Father". He only calls his father by his name when he is mad at him.

DESYLVA

And?

LOKI

I learned something.

(beat)

Something that has been kept from me
my entire life.

DESYLVA is curious. LOKI looks at her.

LOKI (cont'd)

We've always wondered why your touch
has no effect on me.

DESYLVA is wondering where LOKI is going with this.

DESYLVA

Yes. Any Asgardian male should...

LOKI

That's the reason.

DESYLVA

What?

LOKI

I am not Asgardian.

DESYLVA is stunned.

LOKI (cont'd)

The Casket wasn't the only thing Odin
took from Jotunheim that day.

DESYLVA

Are you saying...

LOKI lowers his head.

LOKI
Odin is not my father.
(beat)
Laufey is.

DESYLVA
(raise eyebrow)
Laufey? King of Jotunheim, Laufey?

LOKI
Yes.

LOKI looks up at her. He changes into a frost giant. He waits to see her reaction. He thinks that she will reject him now that he is not who she thought he was. He is surprised when she doesn't seem to react at all. She just takes his hand in hers.

DESYLVA
That changes nothing.
(beat)
You may have been born on Jotunheim,
but you were raised on Asgard.

LOKI changes back to his normal appearance.

LOKI
I should have suspected something when we arrived. Everyone was complaining about how cold it was, but it wasn't bothering me. The coldness wasn't bothering me.
(beat)
I'm a monster, D. A frost giant. I...

DESYLVA
You are not a monster, Loki.

DESYLVA places a hand to the side of his face.

DESYLVA (cont'd)
I love you. I've always loved you.

LOKI
D, I...

DESYLVA kisses him. He kisses her back.

JUMP TO:

A FEW HOURS LATER

51 TA-61 INT: ODIN'S CHAMBERS

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. ODIN's ravens are perched on pedestals, one on either side of the bed.

LOKI sits at ODIN's side, across from FRIGGA. FRIGGA speaks softly to LOKI.

FRIGGA

I asked him to be honest with you from the beginning.

(beat)

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.

(beat)

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.

(CONTINUED)

LOKI

I never get used to seeing him like this.

(beat)

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, that 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 and heads for the exit. They hear the clatter of armored footsteps hurriedly approaching from outside. The doors open. The EINHERJAR GUARD enter the room, blocking his way out. LOKI tenses, prepared for the worst, but the guards just stand before them. LOKI is baffled. The Einherjar kneel before the shocked LOKI. Another Einherjar enters, holding Gungnir before him. He kneels before LOKI and offers LOKI the spear. LOKI looks stunned. LOKI turns to FRIGGA, confused.

FRIGGA (cont'd)

Thor is banished. The line of succession falls to you.

LOKI looks shocked. He gets a "me?" look on his face. FRIGGA nods affirmatively.

FRIGGA (cont'd)

Until he awakens, Asgard is yours.

LOKI looks back at the guard. The ravens caw in the background. LOKI takes a deep breath, then reaches out tentatively and takes Gungnir. The guard steps away.

FRIGGA (cont'd)

Make your father proud.

LOKI turns back to FRIGGA. He likes the feel of the spear in his hand.

FRIGGA (cont'd)

My king.

LOKI is still stunned. He looks from Gungnir to FRIGGA.

JUMP TO:

A SHORT WHILE LATER

52 TD-64 EXT: PALACE

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

CONTINUE TO:

53 TE-65 INT: THRONE ROOM

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.

(CONTINUED)

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 and The Warriors Three approach the throne.

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...

LOKI rises and strikes Gungnir on the ground.

LOKI (cont'd)

...your King.

The Warriors Three and SIF all exchange glances as they kneel before LOKI. SIF covers quickly.

SIF

My king, we would ask you to end Thor's banishment.

LOKI descends the stairs in front of the throne as he speaks.

LOKI

My first command cannot 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.

LOKI stops in front of them.

LOKI (cont'd)
For the good of Asgard.

SIF rises in anger. FANDRAL and HOGUN each grab one of her arms, stopping her.

FANDRAL
Yes. Of course.

LOKI looks at FANDRAL.

LOKI
Good. Then you will wait for my word.

VOLSTAGG
If I may beg the indulgence of your
majesty to perhaps reconsider...

LOKI
We're done!

The Warriors Three rise and glare at LOKI. SIF glares at LOKI as well. They then bow their heads and exit. SIF gives LOKI one more glare before she follows the guys out. LOKI stares after them.

CONTINUE TO:

54 INT: HALLWAY (OUTSIDE THRONE ROOM)

SIF and The Warriors Three exit the room. They start to walk down the hall.

VOLSTAGG
(raise eyebrow)
Can you believe it? Loki, King!

SIF
He didn't even listen to us. Thor is...

(CONTINUED)

FANDRAL

We might not be able to get through to
Loki, but there is someone who can.

SIF, VOLSTAGG and HOGUN all stop and look at FANDRAL. They all
know who he is thinking of.

HOGUN

Desylva.

SIF

She and Thor have never really...

FANDRAL

But Loki will listen to her. We have
to try.

JUMP TO:

MIDGARD

A FEW HOURS LATER

55 TE-89 INT: S.H.I.E.L.D HOLDING CELL

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?

(CONTINUED)

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
(softly)
Just a man.

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

COULSON's pager goes off. He looks at it, then back at THOR.

COULSON (cont'd)
Don't go anywhere.

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.

(then)

It was so 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 looks at LOKI, pleadingly.

THOR

Can I come home?

LOKI

The truce with Jotunheim is conditional upon your exile.

THOR

Yes, 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 am 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?

COULSON gives THOR a look.

PAN TO:

56 TA-90 EXT: CRATER

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.

JUMP TO:

ASGARD

57 INT: LOKI'S ROOM

DESYLVA is sitting on the couch. The door opens. She looks up. LOKI enters, closing the door behind him. (LOKI has changed into his normal green/gold outfit.) DESYLVA can tell he is

(CONTINUED)

distracted. LOKI still feels ashamed for lying to THOR, but it had to be done.

DESYLVA

Did you get to see Thor?

LOKI

Yes.

DESYLVA

And?

LOKI

He failed to pick up Mjolnir.

DESYLVA

(shock)

What?

LOKI

He obviously still has to prove himself worthy.

DESYLVA

How is he supposed to do that? He is stranded on Midgard. He is mortal. He is...

LOKI

It pains me to see him like this. He is broken. I've never seen him so...

LOKI searches for the correct word. DESYLVA finishes his sentence.

DESYLVA

...vulnerable.

LOKI nods in agreement.

DESYLVA (cont'd)

Sif and The Warriors Three came to see me while you were gone.

LOKI

(raise eyebrow)

What did they want?

DESYLVA gives him a "what do you think?" look.

LOKI (cont'd)

Let me guess. They wanted you to convince me to bring Thor back.

DESYLVA

Yes.

LOKI

You know I can't simply just let him come back.

DESYLVA

I know.

(beat)

But I still think banishing him wasn't the right call.

(beat)

Odin must have had a reason. What could he possibly have been trying to teach Thor?

Momentary pause.

LOKI

Thor has always put himself first. Not a good trait for a king.

DESYLVA thinks of something.

DESYLVA

Could that be it?

LOKI looks at her.

LOKI

(raise eyebrow)

What?

DESYLVA

Maybe Odin's trying to get Thor to see that. Maybe, in order to reclaim Mjolnir, Thor must learn to put others first.

LOKI

Hard lesson. How do you propose we do that?

DESYLVA smiles. LOKI gives her a look.

DESYLVA

I might have a plan.

LOKI gives her a look.

DESYLVA (cont'd)

It's risky but it might just work.

LOKI

Let's hear it.

DESYLVA prepares to tell LOKI her plan.

JUMP TO:

A FEW HOURS LATER

58 INT: LOKI'S ROOM

LOKI

There is one more thing I must take care of.

DESYLVA doesn't like the look she is seeing in LOKI's eyes.

DESYLVA

(raise eyebrow)
And what might that be?

LOKI

Laufey.

DESYLVA

Laufey? Why?

LOKI

The Jotun have always been a threat. Odin defeated them once. But now, thanks to Thor, they are out for blood.

(CONTINUED)

DESYLVA

Loki, don't do something that...

LOKI

I'm the only one who can stop them.
I'm going back to Jotunheim.

DESYLVA gives him a look.

DESYLVA

(concern)

They'll kill you as soon as you step...

LOKI

(smile)

No they won't.

(beat)

I have an advantage.

(smile)

I am one of them. They can't hurt me.

DESYLVA

But Laufey...

LOKI

Once I tell "*my father*" who I am, he'll
listen to me.

DESYLVA

Why would you...

LOKI

To prove to Odin that I am worthy. To
prove to myself that I am Asgardian.
To prove to...

DESYLVA takes his hand in hers.

DESYLVA

Loki, my love.

(beat)

You don't have to prove anything. Odin
knows how much...

LOKI

Does he?

DESYLVA

Yes.

DESYLVA and LOKI look at each other.

LOKI

I have to do this, D.

Momentary pause.

DESYLVA can tell there is no talking him out of this. That's one trait he shares with Thor. They may not be brothers by blood, but they are both stubborn. Once he gets his mind set on something, you cannot talk him out of it.

DESYLVA

Be careful.

LOKI

(wink; smile)

Always.

LOKI kisses her, then exits. DESYLVA watches him exit the room.

CUT TO:

JOTUNHEIM

59 TS-94 EXT: BIFROST LANDING SITE

The Bifrost opens. LOKI lands. The Bifrost closes. LOKI, looking apprehensive, walks alone across the icy surface.

JUMP TO:

60 TA-95 INT: LAUFEY'S TEMPLE

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, and towers over him menacingly.

LAUFEY

Tell me why I shouldn't kill you.

LOKI

I've come alone and unarmed.

(CONTINUED)

LAUFEY

To what end?

LOKI

To make you another proposition.

LAUFEY

(realizing)

So, you're the one who showed us the way into Asgard.

LOKI

You're welcome.

LAUFEY gives LOKI a penetrating stare. LOKI continues.

LOKI (cont'd)

That was just a bit of fun really. To ruin my brother's big day. And to protect the Realm from his idiotic rule for a while longer.

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 Odin's
chambers, and let you slay him where
he lies.

LAUFEY

Why not kill him yourself?

LOKI

(snicker)

I suspect that the Asgardians would
not take kindly to a King who had
murdered his predecessor. ... Once
Odin is dead, I'll keep the throne,
and return the Casket to you...

LAUFEY rises from his throne.

LOKI (cont'd)

...and you can return Jotunheim to all
its, ah...

(look around)

...glory.

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.

LAUFHEY

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.

LAUFHEY considers the proposition.

LAUFHEY

I accept.

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

JUMP TO:

ASGARD

61 TE-96 INT: HEIMDALL'S OBSERVATORY

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.

(CONTINUED)

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 repaired the damage that my brother has done.

LOKI heads out of the Observatory. HEIMDALL stares after him.

JUMP TO:

62 INT: ODIN'S CHAMBER

FRIGGA is sitting on one side of the bed, and DESYLVA is sitting on the other. They are in the middle of a discussion.

FRIGGA

Don't give up on him.

DESYLVA

I won't.

FRIGGA

He needs you.

DESYLVA looks at FRIGGA.

(CONTINUED)

FRIGGA (cont'd)

Loki is now king. He is going to need a queen.

DESYLVA

(raise eyebrow)

Are you...

FRIGGA

He loves you. I know he does. You're the only one who has ever been able to reach him. He listens to you. He...

DESYLVA

I would do anything for him.

FRIGGA

Odin should never have kept the truth about Laufey from him for so long.

DESYLVA

That was the real reason for the "*Thou shalt never go to Jotunheim law*", wasn't it?

FRIGGA gives her a look.

DESYLVA (cont'd)

Odin knew that if Loki ever stepped foot on Jotunheim, he would learn the truth.

FRIGGA looks at ODIN.

FRIGGA

Everything he does, he does for a reason.

DESYLVA

But if he'd told Loki the...

FRIGGA

I know. We cannot undo what has been done. We can only look forward.

DESYLVA

I will do everything I can.

FRIGGA

Go to him.

DESYLVA nods and leaves.

JUMP TO:

63 INT: THRONE ROOM

DESYLVA and LOKI are alone. They are sitting on the top step leading to the throne. LOKI is holding her hand. DESYLVA is looking at him. She can't believe he just said what he did.

DESYLVA

Are you sure you...

LOKI

(smile)

I've never been more sure of anything.

DESYLVA

The ceremony hasn't been performed in over...

LOKI

I know.

(beat)

As King, I think it is only fitting we do this.

(beat)

I've been planning to ask you for years. I don't want to wait anymore.

DESYLVA

Are you sure you want a "Bonding Ceremony" and not just a normal...

LOKI

Don't you?

DESYLVA

(smile)

Of course. I love you. Now and forever.

LOKI

Is that a yes?

(CONTINUED)

DESYLVA

(smile)

Yes. It is most definitely a yes, my love.

LOKI smiles and kisses her. He breaks the kiss, and a box appears in his hand. He offers it to her.

DESYLVA

What's this?

LOKI

I picked it up on Vanaheim a few centuries ago. I've just never gotten around to giving it to you. Now is the perfect time.

He opens the box. It is the ring he bought in 1680.

DESYLVA

It's beautiful.

He takes the ring out of the box and places it on her finger. She kisses him. (Note: She will be wearing this ring from this point on unless it is stated that she isn't.) After a few moments they break the kiss.

DESYLVA (cont'd)

I presume Frigga will preside over the ceremony. And it will just be the three of us in attendance.

LOKI gets a look.

DESYLVA (cont'd)

Unless you want all of Asgard to know that you are really a...

LOKI understands.

LOKI

Of course. We'll have a formal ceremony later.

DESYLVA smiles at him.

DESYLVA

So, my king, shall we go find your mother?

LOKI

Yes, my queen.

DESYLVA smiles. LOKI and DESYLVA rise and head out.

LOKI (VO)

(thought)

Maybe the time has come to tell her who she really is. To unite Asgard and Nornheim.

CUT TO:

NEXT DAY (June 2nd)

64 TE-102 INT: HEALING ROOM

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

We must go. We must find Thor.

(CONTINUED)

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 Hel 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.

JUMP TO:

65 TE-109 INT: HEIMDALL'S OBSERVATORY

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, let 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.

(CONTINUED)

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.

JUMP TO:

66 INT: ODIN'S CHAMBERS

LOKI and DESYLVA have just informed FRIGGA of their plan.

DESYLVA

Will you do it?

FRIGGA

(smile)

I'd be honored.

CONTINUE TO:

(CONTINUED)

TIME FLIES

We jump back and forth from ASGARD to the UNKNOWN LOCATION where HALVIR disappeared.

67 INT: BONDING CEREMONY

LOKI and DESYLVA are standing facing each other. FRIGGA is standing in front of them in the middle. There is a small table beside FRIGGA. On the table are a ceremonial dagger, a golden bowl, two green pieces of fabric, and two healing stones. FRIGGA picks up the dagger says a few words, then looks at LOKI and DESYLVA. They walk over to the table.

FRIGGA stands behind the table. LOKI stands on one side, and DESYLVA stands on the other. LOKI and DESYLVA turn to face each other.

THE CAMERA IS IN FRONT OF THE TABLE.

LOKI and DESYLVA place their hands over the bowl. Their hands are outstretched in front of themselves, palms up. FRIGGA takes the dagger and makes a deep incision on their palms. For a moment, LOKI's hands turn Frost Giant blue, but only for a moment. Then they revert to their normal appearance. FRIGGA places the dagger back on the table and picks up the green pieces of fabric.

LOKI and DESYLVA turn and face each other, keeping their hands over the bowl.

(Note: The bowl will catch every drop of blood that falls from their wounds.)

DESYLVA offers her right hand, palm up. LOKI places his left palm on top of her right, face down. FRIGGA says a few words and then wraps one of the pieces of fabric around their hands, binding them together.

CUT TO:

68 EXT: SITE OF HALVIR'S DISAPPEARANCE IN 2005

Sparks of lightning.

CUT TO:

(CONTINUED)

69 INT: BONDING CEREMONY

LOKI offers his right hand, palm up. DESYLVA places her left palm on top of his, face down.

FRIGGA says a few words and then wraps the other piece of fabric around their hands, binding them together.

CUT TO:

70 EXT: SITE OF HALVIR'S DISAPPEARANCE IN 2005

More sparks of lightning.

CUT TO:

71 INT: BONDING CEREMONY

FRIGGA continues. LOKI and DESYLVA pledge themselves to each other. FRIGGA picks up the two healing stones. LOKI and DESYLVA turn their hands sideways.

FRIGGA says a few words as she crumbles the healing stones in her hands. FRIGGA lets the dust from the stones fall over LOKI and DESYLVA's hands. The dust falls between their hands, healing the wounds on their palms.

CUT TO:

72 EXT: SITE OF HALVIR'S DISAPPEARANCE IN 2005

More sparks of lightning.

CUT TO:

73 INT: BONDING CEREMONY

Once the stones have healed the wounds, FRIGGA unties the pieces of fabric.

LOKI takes DESYLVA in his arms and kisses her. FRIGGA smiles. She has tears in her eyes. LOKI breaks the kiss.

FRIGGA gives DESYLVA a hug, welcoming her to the family. Then she gives LOKI a hug.

CUT TO:

(CONTINUED)

HALVIR is shocked. He feels a little faint. HEIMDALL notices.

HEIMDALL (cont'd)
I think you should check in with Eir,
before you...

HALVIR
6 years?

HEIMDALL
Yes.

HALVIR
I need to see Odin.

HEIMDALL looks to the ground. HALVIR senses something.

HALVIR (cont'd)
What?

HEIMDALL
Odin has entered the Odinsleep. He...

HALVIR
Then I shall speak to Thor.

HEIMDALL
Thor is... banished.

HALVIR
What?

HEIMDALL
Long story.

HALVIR
So, who's in charge? Who's...

HEIMDALL
Loki.

HALVIR
Loki?

HEIMDALL
Yes.

HALVIR

Then I guess I will have to speak to
Loki. I...

HALVIR passes out.

HEIMDALL

Not until Eir clears you.

CUT TO:

75 INT: EIR'S OFFICE

A guard enters carrying the unconscious HALVIR. EIR recognizes HALVIR. She whispers something to a nearby attendant who nods and runs out of the room. EIR goes over to the guard.

EIR

What happened?

GUARD

Not sure.

(beat)

He apparently called for Heimdall and
then shortly after arriving passed
out.

EIR

Follow me.

EIR walks to a back room, guard follows carrying HALVIR.

CUT TO:

76 EXT: BALCONY

LOKI and DESYLVA are standing on the balcony looking out at
ASGARD.

LOKI

So how does it feel, my Queen?

DESYLVA looks at him and smiles.

DESYLVA

Like a dream. I love you so much. I
always have.

(CONTINUED)

LOKI

And I you.

DESYLVA

Kiss me, my King.

LOKI kisses her. The attendant from the previous scene comes running towards them. They sense her arrival and break the kiss.

ATTENDANT

Excuse me, my lady, but...

LOKI and DESYLVA look at attendant.

ATTENDANT (cont'd)

...your father is back.

DESYLVA

(surprise)

What?

ATTENDANT

He is with Eir, right now. He just...

DESYLVA

Take us to him.

The ATTENDANT turns and heads back the way she came. LOKI and DESYLVA follow her.

CUT TO:

A FEW HOURS LATER

77 INT: THRONE ROOM

LOKI is sitting on the throne. Thinking. The doors fly open and AMORA, aka The Enchantress, enters. She looks a little upset. She walks toward LOKI.

AMORA

You **BONDED** with her?

LOKI gives her a look. How did she find out so fast?

(CONTINUED)

LOKI

How do you...

AMORA

I have my ways. You know that.

AMORA slinks up to LOKI, seductively.

AMORA (cont'd)

I hope this doesn't mean we can't have some fun sometime like we used to.

LOKI smiles evilly.

LOKI

What do you want, Amora?

AMORA

What I've always wanted.

LOKI

Not interested.

AMORA

We could be great together, Loki.

LOKI

What part of, "not interested", did you not understand?

AMORA gives him a look.

AMORA

She really has you under her spell, doesn't she? How does she do it? How has she managed to keep your interest for soooo long?

LOKI

It's not a spell.

AMORA

You sure? I hear her touch can make...

LOKI

Her "touch" doesn't work on me. What we have is real.

AMORA raises an eyebrow.

LOKI (cont'd)
I wouldn't expect you to understand.

AMORA is surprised. Is he saying he actually loves Desylva?

AMORA
Are you saying you "love" her?

LOKI
Yes. You may find this hard to believe
but she means everything to me. She...

AMORA laughs. LOKI glares at her. AMORA stops laughing.

AMORA
Oh Loki, I...

LOKI has had enough of AMORA.

LOKI
Go. Away.

AMORA tries to be seductive again.

AMORA
You don't mean that.

LOKI
Would you like to join Thor on Midgard?
I could arrange that.

AMORA gives him a look.

LOKI (cont'd)
It is Thor you've always wanted
anyway. The two of you can live out
the rest of your lives together.

AMORA decides to leave.

AMORA
Fine. I'll leave. For now. But I'll be
back. She can't keep you happy for
ever.

LOKI

Want to bet?

AMORA gives him one final look, then leaves. LOKI watches her leave.

JUMP TO:

78 TD-115 EXT: PALACE BALCONY

LOKI stands with Gungnir, surveying his kingdom, when an Einherjar Guard quickly approaches him, out of breath.

EINHERJAR GUARD

My liege...

LOKI turns to him. The guard bows his head.

EINHERJAR GUARD (cont'd)

...the Warriors Three and the Lady Sif have gone missing.

LOKI reacts and walks off. He knows who's responsible.

JUMP TO:

79 TE-116 EXT: RAINBOW BRIDGE

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 this Realm? There are secret paths between the 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 no longer citizen of Asgard.

(CONTINUED)

HEIMDALL

Then I need no longer obey you.

HEIMDALL raises his massive sword and 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 hel 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. He swings his massive sword at LOKI. But the blade stops, frozen, just inches from LOKI's throat.

LOKI breathes a sigh of relief. He makes a gesture, and The Casket vanishes. He then steps past HEIMDALL and enters the Observatory. HEIMDALL gives LOKI a glare from the behind the ice as he passes.

CONTINUE TO:

80 TA-117 INT: HEIMDALL'S OBSERVATORY

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.

The DESTROYER heads for the vortex.

JUMP TO:

81 INT: PALACE HALLWAY

LOKI is on his way to his room. AMORA is following him. LOKI senses her. He spins around, grabs her by the neck, and slams

(CONTINUED)

her against the wall. He raises her up off the ground. AMORA grabs his arm with her hands. LOKI glares at her.

LOKI

Don't make me angry. You wouldn't like me when I am angry.

AMORA

Put me down.

LOKI

I could have you thrown in the dungeons like your sister or banish you to Muspelheim.

AMORA

You've changed Loki.

LOKI gives her a look. He puts her down, releasing his hold on her. She rubs her neck.

AMORA (cont'd)

You never used to be so violent. What's happened to you?

LOKI

Go away!

AMORA

No!

LOKI glares at her.

AMORA (cont'd)

I thought we were friends.

(beat)

Talk to me Loki.

LOKI turns his back on her. She stares at him.

AMORA (cont'd)

Where is the Loki I used to know? The one who knew how to have fun?

LOKI stares at the ground. AMORA slinks up behind him. She wraps her arms around his waist and whispers in his ear seductively.

AMORA (cont'd)

I miss him.

LOKI squirms out of her grasp.

LOKI

Don't.

AMORA

Come on Loki. All I...

LOKI turns and glares at her. The look in his eyes scares her.

LOKI

Still not interested, Amora.

LOKI turns and continues down the hall. AMORA watches him go.

JUMP TO:

82 INT: LOKI AND DESYLVA'S SUITE

DESYLVA is sitting on the floor in a trance like state. The door opens. She opens her eyes. It's LOKI. LOKI enters. She rises from the floor.

LOKI

It is done.

(pause)

You sure this will work?

DESYLVA

No.

LOKI looks at her.

DESYLVA (cont'd)

If it fails, you will get to stay King.

LOKI

You know I've never wanted the throne.

DESYLVA

Would it really be that bad?

(CONTINUED)

LOKI thinks. He has never had any desire to be King. He's always known that Thor would be the one to take over from Odin. DESYLVA notices the look in LOKI's eyes.

DESYLVA (cont'd)

What is it?

LOKI

What?

DESYLVA

Something has you distracted. What is...

LOKI

Not a what. A who.

DESYLVA gives him a look.

LOKI (cont'd)

Amora.

DESYLVA

Amora? What does she want?

LOKI

Not sure. She is after something. I just haven't figured out what yet.

DESYLVA

You think she knows what we're...

LOKI

No. Whatever she is after, she has been after for a long time. I don't trust her.

DESYLVA

You think she could be a spy?

LOKI

The thought had crossed my mind.

DESYLVA

(curious)

For who?

LOKI
THAT I don't know. Maybe Karnilla.

DESYLVA
(curious)
Why would Karnilla be spying on you?

LOKI realizes he may have said too much. He can't tell her the real reason. Not now. He tries to think of how he should answer her. DESYLVA notices the sudden thinking stance in LOKI and thinks it is due to something else.

DESYLVA (cont'd)
When is Laufey due to arrive?

LOKI
Soon.

DESYLVA
(concern)
Are you sure you still want to do this?

LOKI
I have to. And once I've dealt with Laufey, I will deal with Jotunheim.

LOKI kisses her and leaves. DESYLVA watches him leave.

JUMP TO:

83 TA-125 INT: HEIMDALL'S OBSERVATORY

LOKI opens the Bifrost.

LAUFEY and two Frost Giants appear out of the Bifrost and step onto the platform.

LOKI pulls Gungnir from the Observatory's control panel. The giant apparatus slows to a stop.

LOKI
Father. Welcome to Asgard.

LAUFEY smiles at LOKI. LOKI smiles back.

JUMP TO:

(CONTINUED)

A FEW HOURS LATER

84 INT: THRONE ROOM

LOKI is sitting on the throne. He is in mental contact with The Destroyer. He can see and hear everything it can. LOKI hears THOR talking.

THOR (VO)

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.

(beat)

Take my life and know I will never return to Asgard.

LOKI is moved by THOR's words. He closes his eyes, signaling The Destroyer to "stand-down".

**The Destroyer powers down. **

LOKI is about to give it the "return" command, when it backhands THOR, sending him flying. LOKI leaps up from the throne.

LOKI(VO)

(thought)

No!

** Thor lands with a thud. **

LOKI (VO) (CONT'D)

(thought)

*Get up, Thor. Come on. Get up, brother!
You must get up. I...*

** Thor dies. **

LOKI closes his eyes.

LOKI (VO) (CONT'D)

(thought)

No!

CUT TO:

(CONTINUED)

85 TS-133 INT: ODIN'S CHAMBERS

ODIN lies in the Odinsleep. A single tear rolls down the Allfather's cheek.

JUMP TO:

86 INT: THRONE ROOM

LOKI heads back to the throne. He senses something and stops. LOKI signals The Destroyer to look up. LOKI sees Mjolnir flying through the air, straight at Thor. He sees Thor's hand come up to reclaim Mjolnir. LOKI breathes a sigh of relieve as he sees his brother come back to life and his powers return to him. LOKI sits back in the throne, and watches as Thor destroys The Destroyer.

JUMP TO:

87 TS-140 EXT: RAINBOW BRIDGE

(OFF CAMERA: THOR and gang are at the Bifrost site on earth.)

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 and opens the Bifrost.

CONTINUE TO:

88 TS-142 INT: HEIMDALL'S OBSERVATORY

THOR, SIF, and The Warriors Three 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.

VOLSTAGG removes HEIMDALL's sword from the control, shutting down the Bifrost, as THOR bolts out the door.

JUMP TO:

(CONTINUED)

89 TS-143 INT: ODIN'S CHAMBERS

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.

JUMP TO:

90 TS-144 EXT: RAINBOW BRIDGE

THOR rides the winds over the Bridge, speeding towards the palace.

JUMP TO:

91 TD-145 INT: ODIN'S CHAMBERS

The Jotun king stands over the unconscious ODIN, relishing the moment. He forms an ice blade.

JUMP TO:

92 TD-146 EXT: PALACE

THOR races through the entrance to the palace.

JUMP TO:

93 TA-147 INT: ODIN'S CHAMBERS

LAUFEY stands before the sleeping ODIN.

LAUFEY

It's said you can still hear and see 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,

(CONTINUED)

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.

LOKI 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.

FRIGGA

(proud)

Loki. You saved him.

FRIGGA takes him in her arms. After a few moments, LOKI breaks the hug.

LOKI

I swear to you, Mother, that 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.

THOR

Loki.

THOR is 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.

FRIGGA (cont'd)

I knew you'd return to us.

THOR returns the hug, but his 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

(confused)

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.

FRIGGA

(raise eyebrow)

What?

LOKI

(innocently)

Why, it must have been enforcing
Father's last command.

THOR

(smirk)

You're a talented liar, Brother.
Always have been.

LOKI

(smile)

It's good to have you back.

(dead serious)

Now, if you'll excuse me, I have to
destroy Jotunheim.

LOKI suddenly raises Gungnir, fires it point-blank at THOR. THOR goes flying backwards, smashing through the chamber walls, into...

CONTINUE TO:

94 TS-148 INT: PALACE - CORRIDOR

THOR flies from the blast through another wall on the opposite side of the corridor, to...

CONTINUE TO:

95 TS-149 EXT: PALACE GROUNDS

THOR plummets from the palace and crashes into the reflecting pools below.

JUMP TO:

96 TS-150 EXT: HEIMDALL'S OBSERVATORY

LOKI speeds on horseback down the Rainbow Bridge, then quickly dismounts and enters the Observatory.

CONTINUE TO:

97 TS-151 INT: HEIMDALL'S OBSERVATORY

LOKI operates the Observatory's controls. The massive turret spins, points, and fires directly towards Jotunheim. LOKI waves his hand over the control panel freezing it and sending ice waves everywhere.

JUMP TO:

98 TD-152 EXT: PALACE GROUNDS

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.

JUMP TO:

(CONTINUED)

99 TS-153 EXT: RAINBOW BRIDGE

THOR soars on the winds above the Rainbow Bridge, the Bifrost energy roaring through the Bridge, feeding into the Observatory. He lands before the Observatory's huge doorway.

CONTINUE TO:

100 TE-154 INT: HEIMDALL'S OBSERVATORY

THOR enters, shielding his eyes from the brilliant light of the Bifrost energy blasting towards Jotunheim. He looks over to the controls and sees that they are 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 and raises Mjolnir 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

(curious)

Why have you done this?

LOKI

To prove to Father that I am the worthy son. When he awakes, I will have saved his life. I will have done what he never could. Destroyed that race of monsters, forever. He will see the wisdom of what I've done, and I'll be the true heir to the throne.

THOR

You can't kill an entire race!

(CONTINUED)

LOKI

Why not? What is this new found 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)

Now 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 ever 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

(grin)

Is it madness? Is it? Is it?

He fires Gungnir at THOR. THOR dodges the blast, rolls to his feet.

LOKI (cont'd)

Come on. What happened to you on Earth that turned you so soft? Don't tell me it was that woman.

THOR doesn't answer. LOKI laughs, realizing he's right.

LOKI (cont'd)

Oh! It was. Well maybe 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.

JUMP TO:

JOTUNHEIM

101 TS-155 EXT: SURFACE

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.

JUMP TO:

ASGARD

102 TA-157 INT: HEIMDALL'S OBSERVATORY

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.

(CONTINUED)

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, and speeds towards his brother.

CONTINUE TO:

103 TA-158 EXT: HEIMDALL'S OBSERVATORY/RAINBOW BRIDGE

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)

Brother, 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 swings 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 they raise their spears, encircling him.

ALL LOKIS

I was always more clever than you.

(CONTINUED)

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.

JUMP TO:

104 INT: HALLWAY (NEAR BALCONY)

DESYLVA is walking down the hall. She sees crowds of people running to balcony's, windows, or any opening they can find. She is wondering what is going on. She stops someone.

DESYLVA

(curious)

Excuse me, what's...

MAN

Thor is back, my lady. And he and Loki are fighting on the bridge.

DESYLVA

What?!

DESYLVA runs to the balcony and rushes to the front. People get out of her way when they see who she is.

PAN TO:

105 EXT: BALCONY

DESYLVA gets to the front and sees LOKI laying on the bridge with Mjolnir on his chest holding him down. She sees THOR

(CONTINUED)

staring at the Observatory and realizes that the Bifrost is open and powering up.

DESYLVA

(thought)

He's really going to do it!!

DESYLVA knows there is only one person who can make them stop. She just hopes she will be able to reach him.

CUT TO:

106 TA-158 (CONT) EXT: HEIMDALL'S OBSERVATORY/RAINBOW BRIDGE

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? You hear me, brother? There's nothing you can do!

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.

JUMP TO:

107 INT: ODIN'S ROOM

There is a guard outside the door. DESYLVA approaches and goes for the door. The guard stops her.

GUARD

Sorry, my lady. No one is allowed in.

DESYLVA looks at him.

DESYLVA

I must see Odin. Now! It is...

GUARD

My orders are that no one...

(CONTINUED)

DESYLVA

Do you know who I am?

GUARD

Of course.

DESYLVA

Then you should know that your orders do not apply to me.

GUARD

Sorry, but... I cannot let you pass.

DESYLVA is about to say something when the door opens. It's FRIGGA.

FRIGGA

Des? What is it? What's wrong?

DESYLVA

Loki and Thor. They are fighting on the Bridge. If we don't stop them, they'll kill each other.

FRIGGA

(raise eyebrow)

What?

DESYLVA

There is only one person who can stop them. You know that.

FRIGGA

I will see what I can do.

DESYLVA

(plead)

Please. It can't end this way.

FRIGGA gives DESYLVA an understanding look, then closes the door. DESYLVA turns to the guard and gives him a look, then walks off.

JUMP TO:

(CONTINUED)

108 TA-158 (CONT) EXT: HEIMDALL'S OBSERVATORY/RAINBOW BRIDGE

THOR 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

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.

JUMP TO:

109 EXT: NEAR MAIN GATE TO RAINBOW BRIDGE

DESYLVA is looking out a window. She sees the bridge shatter.

(CONTINUED)

DESYLVA

No!

She runs over to the gate. The guard stops her.

GUARD

Stop.

DESYLVA gives him a look.

DESYLVA

Let me guess. No one is allowed out.

GUARD

Correct my lady.

DESYLVA

I'm sure you know who I am.

GUARD

Yes, my lady.

DESYLVA

Thor just broke the bridge.

GUARD

Sorry, but...

A voice sounds from behind her.

ODIN

I'll get them.

ODIN walks past DESYLVA and heads to the gate. The guard opens the gate. ODIN exits. The guard closes the gate. DESYLVA goes back to the window and watches. She waits, hoping everything will be okay.

JUMP TO:

110 TA-158 (CONT) EXT: HEIMDALL'S OBSERVATORY/RAINBOW BRIDGE

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

(CONTINUED)

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

I could have done it, Father! I could have done it! For you! For all of us!

ODIN

No Loki.

LOKI searches his father's face, looking for some kind of approval, some kind of redemption, but all he sees is disappointment and regret. THOR senses what LOKI is about to do.

THOR

Loki, no.

LOKI lets go.

THOR (cont'd)

No!

But it's too late.

ODIN

(softly)

No.

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 (cont'd)

It is over.

JUMP TO:

111 EXT: NEAR MAIN GATE TO RAINBOW BRIDGE

DESYLVA is pacing. The gate opens. ODIN and THOR enter but no LOKI.

DESYLVA

Where's Loki?

THOR looks at her with sadness in his eyes.

THOR

(sad)

I'm sorry, Des. He...

DESYLVA

No. No.

THOR goes to comfort her, but she backs away.

DESYLVA (cont'd)

No. He's not dead.

DESYLVA notices that the gate is still open, and that the guard is not paying attention. She runs for the gate.

THOR

Des! Don't...

DESYLVA turns invisible as she runs for the gate. THOR looks at ODIN.

THOR (cont'd)

Father. Let me go after her. The bridge...

ODIN

Go.

THOR goes after her. He knows that as soon she gets through the gate she will teleport to the end.

PAN TO:

(CONTINUED)

112 EXT: END OF RAINBOW BRIDGE

DESYLVA appears at the end of the bridge by the jagged edge from where it broke. She looks down.

DESYLVA

Oh, Loki. What have you done?

She kneels on the edge and stares into the abyss of Yggdrasil. She starts to cry.

DESYLVA (cont'd)

Why, Loki? Why?

THOR lands behind her. He wants to reach out and comfort her, but he remembers what happened the last time he touched her.

THOR

Des. He is gone. You have to come back inside.

DESYLVA doesn't look at THOR. She is still staring into Yggdrasil.

DESYLVA

He is not gone. He can't be gone. I'd know if he was gone. We are bonded. I'd feel it.

THOR raises an eyebrow and gives her a look.

THOR (VO)

(thought)

Bonded? When did that happen?

THOR notices her ring.

DESYLVA (cont'd)

He is out there.

(point to space)

Somewhere.

THOR

The bridge is unstable. It could crack, collapse, at any time. We must...

(CONTINUED)

DESYLVA

(quietly)

Be safe my love. I will find you.

She holds out her hand, palm up, in front of herself. A green glow is seen and then a small item appears on the palm of her hand. It's a tracker-bot. She kisses it.

DESYLVA (cont'd)

(whisper)

Find him.

She drops the tracker-bot over the edge. THOR wonders what she dropped. She watches it fall. THOR is getting impatient.

THOR

Des. We have to go back inside. Now.

DESYLVA rises, turns, and glares at him.

DESYLVA

THIS is all your fault. All of it.

(beat)

All Loki ever wanted was to be seen as your equal. For you and Odin to be proud of him. He did everything you asked of him.

(beat)

You two used to be inseparable. You were more than brothers, you were friends.

(beat)

If you hadn't dragged him off to Jotunheim, *NONE* of this would have happened!!!

THOR thinks she is referring to his banishment.

THOR

Father did what he had to, and I deserved it. I...

DESYLVA

You? I'm not talking about you!

THOR looks at DESYLVA.

DESYLVA (cont'd)

Loki came back from that adventure a different person.

THOR is confused. He has no idea what DESYLVA is talking about. DESYLVA notices the look of confusion and realizes THOR doesn't know. He was gone when LOKI found out.

DESYLVA (cont'd)

You don't know. Well let me enlighten you.

(beat)

He learned something there. A secret. One Odin has been keeping from him for his entire life.

THOR

Father has many secrets. Loki knows that.

DESYLVA

True. But this secret affected Loki personally.

THOR

What do you mean?

DESYLVA

Loki learned that Odin is not his father.

THOR raises an eyebrow.

DESYLVA (cont'd)

Laufey is, or should I say was.

THOR

Laufey?

DESYLVA

Seems "*The Casket*" wasn't all Odin took from Jotunheim that day.

THOR

(disbelief)

No. That can't be true.

(CONTINUED)

DESYLVA

Ask Odin.

Momentary silence. THOR hears LOKI's voice.

LOKI (VO)

I am not your brother. I never was.

THOR gives DESYLVA a look.

DESYLVA

The news changed him. He felt he had to prove himself more than ever. He's always known that Odin loved you more. Now he knew why.

THOR

Father loved Loki too. He...

DESYLVA

Then why did he never tell him? *THIS* didn't have to happen!

THOR

Loki sent The Destroyer to kill me. He...

DESYLVA

Did he?

THOR gives her a look.

DESYLVA (cont'd)

Think about it. Sending The Destroyer made you want to protect your friends. You put their lives above your own. And, in doing so, proved yourself worthy.

DESYLVA looks at Mjolnir at THOR's side.

DESYLVA (cont'd)

Mjolnir returned to you.

THOR looks at Mjolnir and hears LOKI's voice in his head.

LOKI (VO)

Found its way back to you, did it?

DESYLVA looks at THOR and can see he is thinking about what she said. She continues.

DESYLVA

Allowing you to come back. To Asgard.

(beat)

You seriously think that Loki didn't know that would happen?

THOR

He led Laufey into Asgard to...

DESYLVA

(correcting Thor)

Wrong again. Loki *TRICKED* Laufey into coming here.

(beat)

He knew if he revealed himself to Laufey as his son, that Laufey would "trust" him. He wanted Laufey to let his guard down so that he could prove to Odin that he was worthy.

(beat)

And the plan worked, didn't it? Laufey came here expecting to kill Odin.

(beat)

I'd liked to have seen the look on Laufey's face when Loki blasted him.

THOR gives DESYLVA a look.

THOR

But why destroy Jotunheim?

(beat)

Surely Loki knew we'd never let that happen.

DESYLVA

He wanted them gone. He wanted all trace of the "Frost Giants" gone. There was a time when you felt exactly the same way.

THOR hears himself as a young boy in his head.

YOUNG THOR (VO)

*When I'm king, I'll hunt the monsters
down and slay them all. Just as you
did, Father.*

DESYLVA

Loki felt the only way he could be a
true Asgardian was if he wiped out the
Jotun.

Momentary silence.

DESYLVA (cont'd)

You don't really know Loki at all.
You think he was out for himself. You
are so wrong. Everything he did, he
did for Asgard. And, despite
everything you did, he loves you. You
are his best friend. His brother. He
would never...

THOR feels a slight vibration in the bridge. DESYLVA feels it
too.

THOR

We really need to get off this bridge.

DESYLVA gives him a look.

DESYLVA

I will find him, Thor. I will find him
and bring him home. I just hope it
won't be too late.

DESYLVA walks off, heading back to the main gate.

THOR looks at her, wondering what she means. THOR walks to the
edge and looks down.

THOR (VO)

(thought)
*Could she be right? Could he still be
alive?*

THOR turns and follows DESYLVA.

CUT TO:

(CONTINUED)

113 EXT: NEAR MAIN GATE TO RAINBOW BRIDGE

ODIN is waiting for THOR and DESYLVA to return. DESYLVA marches in and walks right past ODIN and keeps on going. She heads towards the stables. THOR enters and stops in front of ODIN. He gives ODIN a look.

THOR

Is it true?

ODIN

(raise eyebrow)

Is what true?

THOR

That Laufey was Loki's father?

ODIN

(regret)

Yes.

THOR

Why? Why did you take...

ODIN

He was just a baby. Abandoned. Left to die. I...

THOR

You should have told him. He had a right to know.

THOR walks off, heading towards the palace. ODIN looks toward the open gate as the guard is closing it. He has a sad look in his eye.

CUT TO:

NEXT EVENING (June 3rd)

114 TE-160 INT: PALACE BANQUET HALL

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.

(CONTINUED)

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.

HOGUN points to FANDRAL.

HOGUN

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.

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. THOR leaves the group and heads to a nearby balcony.

PAN TO:

115 INT: OFF TO THE SIDE

DESYLVA, who now has a dark green streak in her hair, watches THOR as he heads to the balcony. She is wearing a green and gold outfit similar to the one Loki wears all the time. She still blames THOR for what happened on the bridge. She still feels he could have done more to save LOKI.

PAN TO:

116 TA-161 EXT: PALACE BALCONY

THOR stands alone on the balcony, lost in thought. ODIN walks up behind him.

ODIN

You'll be a wise King.

A beat.

(CONTINUED)

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 shall make you proud.

ODIN places a hand on THOR's shoulder.

ODIN

You've already made me proud.

ODIN leaves, THOR consoled by his words.

PAN TO:

117 INT: BANQUET HALL

DESYLVA is alone in a corner. She is staring at THOR on the balcony. She heard everything THOR and ODIN just said. She can't believe ODIN has so easily forgiven THOR and given up on LOKI. She would rather be anywhere but here right now.

AMORA walks up to DESYLVA.

AMORA

It's Desylva, right?

DESYLVA recognizes her and wonders what she could possibly want. DESYLVA thinks to herself, "As if you didn't know".

DESYLVA

Yes.

AMORA

I'm Amora.

DESYLVA

I know who you are, "Enchantress".

AMORA is surprised. She wonders just how much DESYLVA knows. Could Loki have really told her everything? She highly doubts it. Loki is/was full of secrets.

(CONTINUED)

DESYLVA (cont'd)

You and your sister Lorelei are famous.

AMORA smiles. DESYLVA wonders what she wants.

AMORA

I just came over to offer you, my condolences.

DESYLVA is curious and suspicious.

AMORA (cont'd)

Loki shall be missed.

DESYLVA

Yes. He will.

AMORA

I just want you to know, that if you ever need to talk, you can...

DESYLVA

Thank-you.

AMORA leaves. DESYLVA wonders what she really wanted.

PAN TO:

118 INT: FOCUS ON FANDRAL

FANDRAL looks over at DESYLVA and sees AMORA walking away. He wonders what Amora wanted with Desylva. He is about to go over to Desylva when he notices FRIGGA leave SIF and start to head to Desylva. FANDRAL watches.

PAN TO:

119 INT: FOCUS ON DESYLVA

FRIGGA reaches DESYLVA and holds out her hand, palm up. A corked bottle appears. The bottle contains the blood from the Bonding Ceremony that was in the golden bowl.

FRIGGA

Here.

(CONTINUED)

DESYLVA
(raise eyebrow)
What is this?

FRIGGA
It is from the ceremony.

DESYLVA takes it, knowing what it is.

FRIGGA (cont'd)
I was going to...

DESYLVA
Thanks.

DESYLVA stares at the bottle.

FRIGGA
(concern)
How are you?

DESYLVA looks at FRIGGA.

DESYLVA
He's not dead. He's not.

FRIGGA puts her hand on DESYLVA's arm.

FRIGGA
(sadly; consolingly)
Des, he's not coming back. We must
accept the fact that he is gone. You...

DESYLVA
Never. I will never give up on him.

DESYLVA storms off. FRIGGA watches her leave.

PAN TO:

120 INT: FOCUS ON FANDRAL

FANDRAL watches DESYLVA leave. Part of him wants to go after her. But he decides he better not. Too many people around who may get the wrong idea.

PAN TO:

(CONTINUED)

121 INT: FOCUS ON SIF

SIF sees DESYLVA leave and wonders if she go after her. They're not really close but she knows what DESYLVA must be going through.

CUT TO:

122 TS-162 EXT: RAINBOW BRIDGE

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 walks towards him.

THOR

So, Earth is lost to us.

HEIMDALL

No. There is always hope.

THOR stares out at the stellar void.

THOR

Can you see her?

HEIMDALL turns and gazes out towards Earth.

HEIMDALL

Yes.

THOR

How is she?

HEIMDALL

She searches for you.

THOR smiles.

JUMP TO:

Chapter 3

After "Thor"
Before and during the events of "The Avengers"

(Earth Time: June 5th 2011 to May 5th 2012)

AE = Extended scene
AD = Deleted scene
P = PRELUDE comic scene

JUNE 5TH 2011

ASGARD

1 EXT: RAINBOW BRIDGE

DESYLVA is running down the bridge, away from the city, towards where the Observatory used to be. She appears to be running from something, but nothing is there. She gets to the jagged end and comes to a sudden stop. She turns around to confront her follower. There is still no-one there. She yells at the empty space in front of her.

DESYLVA

What do you want?

(beat)

Show yourself!

(beat)

I demand that you...

A black wolf materializes in front of her. She recognizes him.

DESYLVA (cont'd)

(raise eyebrow)

Kilo?

KILO stares at her. DESYLVA hears FRIGGA's voice in her head.

FRIGGA (VO)

Kilo was Loki.

DESYLVA stares at KILO.

DESYLVA

(hopeful)

Loki? Is that you?

KILO lunges at her and they fall over the edge.

CUT TO:

2 INT: LOKI & DESYLVA'S SUITE - BEDROOM

DESYLVA bolts awake, yelling Loki's name.

DESYLVA

Loki!

(CONTINUED)

She realizes it was dream. She lays back down and tries to get back to sleep. After a few moments of tossing and turning, she does.

FADE INTO:

3 EXT: RAINBOW BRIDGE

Same as earlier.

DESYLVA is running along the bridge. She gets to the jagged end like before.

DESYLVA (VO)
(thought)
Here goes nothing.

She takes a deep breath and turns around.

DESYLVA
Show yourself!

KILO appears in front of her.

DESYLVA (cont'd)
Kilo. What are you trying to tell me?

Like before, KILO lunges at her and they fall off the bridge. This time, she relaxes and lets herself fall. She softly calls LOKI's name.

DESYLVA (cont'd)
Loki.

DESYLVA starts to feel cold. After a few seconds, her body starts to encase itself in ice. She fights the urge to cry out.

DESYLVA (cont'd)
This is a dream. Relax. Just a dream.

DESYLVA relaxes. She closes her eyes. After a few moments she is fully encased. Everything goes black and...

FADE INTO:

(CONTINUED)

4 INT: LOKI & DESYLVA'S SUITE - BEDROOM

DESYLVA wakes up. She sits up in the bed. Confused

DESYLVA

What does it mean?

She lays back down and stares at the ceiling.

JUMP TO:

9 DAYS LATER (June 14th)

CHITAUURI SPACE

5 EXT: SANCTUARY

A wormhole opens in the night sky. We are in an area of space that to some is called SANCTUARY but to others is simply just CHITAUURI SPACE. An object emerges from the wormhole and plummets to the surface.

CAMERA ZOOMS IN ON THE OBJECT ON THE SURFACE. IT IS A VERY THICK BLOCK OF ICE. IT IS SURROUNDED BY VARIOUS CHUNKS OF DEBRIS, SOME OF WHICH WERE ONCE PART OF THE OBSERVATORY.

A man, who will be known only as "The Other" approaches the block. A cart is hovering behind him, following him. THE OTHER reaches the block. The cart stops and lowers itself to the ground.

THE OTHER

Well, well, well. What do we have here?

THE OTHER looks at the block. He senses that it is no ordinary block of ice. It isn't. Inside the block, fully encased, is LOKI. THE OTHER stares at the block and senses that there is something alive inside. THE OTHER picks up the block and places it on the cart. Then he turns around and heads back to where he came from. The cart rises and follows.

JUMP TO:

6 INT: CAVE

The cart follows THE OTHER deep inside a cave. THE OTHER stops when he can go no further. He signals the cart to stop a few

(CONTINUED)

feet from the back wall. There is a cave wall a few feet to the left, and another one a few feet to the right. THE OTHER takes the block off the cart, laying it on the ground.

THE OTHER

Who are you, my friend?

(beat)

Where did you come from?

(beat)

And how did you get inside that block of ice?

He stares at the block. He suddenly thinks of something.

THE OTHER (cont'd)

Could you be one of the ones he is waiting for?

(beat)

If so which one?

(beat)

The Prince of Light or the Prince of Dark.

(beat x3)

Time will tell.

THE OTHER walks away. The cart follows. After about 12 feet, THE OTHER stops. He walks over to the side wall and presses a button. A force field drops between him and the block. The force field goes from the right wall to the left.

THE OTHER (cont'd)

Don't take too long to thaw out. The boss might have big plans for you.

THE OTHER walks off.

CONTINUE TO:

TIME FLIES (June 14th to Oct 14th)

SANCTUARY (CHITAUURI SPACE) / ASGARD

7 SPLIT SCREEN: INT: CAVE / EXT: RAINBOW BRIDGE

Left Side: Cave (Sanctuary) -- The block thaws out, revealing LOKI. At some point over the next 4 months, THE OTHER puts shackles on the unconscious LOKI, chaining him to the back

(CONTINUED)

wall. Leaning against the left side wall, in the shadows, is a scepter that will later be known as "the Chitauri Scepter". The blue crystal in the blade is glowing and pulsating.

Right Side: Rainbow Bridge (Asgard) -- The Observatory is being rebuilt.

JUMP TO:

TIME RESUMES (Oct 14th)

ASGARD

8 P1 INT: OBSERVATORY

HEIMDALL, ODIN, and THOR are standing in the Observatory. SLEIPNIR is standing outside on the bridge. HEIMDALL is staring out into space telling THOR and ODIN what is happening out there.

HEIMDALL

With the death of Laufey, and Loki's attack on their world, the Frost Giants are a broken people. And yet they sense something has happened.

(beat)

The Troll Lords know it as well. For so many millennia they have coveted the Dwarven forges. Once they realize that Asgard cannot come to King Eitri's defense they will strike.

(beat)

Despite their primitive nature the Baddon feel our absence. Several of their clans have fallen into civil war. Their savagery and blood lust will eventually spread from planet to planet unchallenged.

(beat)

And the Marauders amass near Vanaheim.

(beat)

Thor's destruction of the Bifrost continues to shift the balance of power across the Nine Realms and into the worlds beyond Yggdrasil.

(CONTINUED)

THOR

So, in saving Jotunheim, and ending
Loki's madness I have doomed the Nine
Realms.

ODIN

No, my son. The universe forever moves
toward Ragnarok. This is its nature.
Our absence, however, now quickens the
pace.

HEIMDALL

Nonetheless, once the enemies of the
Nine Realms begin to realize that
Asgard has been cut off from the rest
of the worlds, they will take
advantage of our absence.

ODIN

Warn all you can, Heimdall.

THOR

But the Vanir are Hogun's people,
father. They depend on our protection.

HEIMDALL

The Marauders are savages first,
warriors last. They will loot all they
can before taking that which must be
fought for.

THOR

True. But they will descend on the
Vanir tribes soon enough. How long
until the Bifrost is ready?

ODIN

Shall we guess in days or lives?

ODIN turns at the sound of guards approaching on horseback.

GUARD

Hail, Odin All-Father! Commander Tyr
has requested the King's presence.

ODIN mounts SLEIPNIR and follows the guards back to the city.

(CONTINUED)

HEIMDALL

Helplessness does not suit a king.

THOR

It does not suit any of us.

(beat)

I must speak with Hogun. Keep me informed of any changes. Especially on Vanaheim.

THOR turns to leave. HEIMDALL addresses him.

HEIMDALL

Do you not wish to know of Midgard?

THOR answers HEIMDALL without looking at him.

THOR

You know my answer. But now is not the time.

HEIMDALL

She is well, your mortal.

THOR flies off. HEIMDALL watches him go.

JUMP TO:

A FEW HOURS LATER

9 INT: TAVERN

The tavern is crowded. SIF and The Warriors Three are at a table. VOLSTAGG is telling a story. Everyone laughs. SIF looks at the door as if waiting for someone. FANDRAL notices the look.

FANDRAL

Where is he?

SIF

He'll be here.

FANDRAL

Not like him to miss a party!

SIF smiles. FANDRAL can tell she is distracted.

(CONTINUED)

FANDRAL (cont'd)

Hey, what's wrong?

VOLSTAGG and HOGUN start to notice SIF's mood.

SIF

Nothing.

FANDRAL

Doesn't look like nothing.

SIF

He's changed.

Momentary pause.

SIF (cont'd)

It's been almost 5 months and...

FANDRAL

(understandingly)

Ah.

SIF gives him a "what's that supposed to mean?" look.

FANDRAL (cont'd)

Midgard changed all of us, didn't it?

SIF

I don't know what you...

FANDRAL

The stupid trip to Jotunheim. It changed everything.

They all go quiet. VOLSTAGG speaks first.

VOLSTAGG

Has anyone spoken to Desylva since...

SIF

Thor has tried. Numerous times. She refuses to see him.

HOGUN

Staying locked up is not good. Loki is gone. She must accept it and...

FANDRAL

Loki chose his fate. He didn't have to let go. He could have...

SIF

Stop!!!

They all look at her.

SIF (cont'd)

Loki was her entire life for so long. You can't just expect her to forget him.

The guys all look ashamed.

VOLSTAGG

Kind of hard to forget Loki. He always did know how to have fun.

FANDRAL

Yeah. I hate to admit it, but I do miss the guy.

VOLSTAGG

Me too.

HOGUN

And I.

SIF

He always had a way out of any situation.

VOLSTAGG

Yeah.

FANDRAL raises his goblet in a toast.

FANDRAL

To Loki.

HOGUN, VOLSTAGG, and SIF raise their goblets.

HOGUN / VOLSTAGG / SIF

To Loki.

They drink, then stare at their goblets. They all think about LOKI. They are all lost in their thoughts, and don't notice THOR approach.

THOR looks at all of them as he places his drink on the table.

THOR

Why the long faces? I thought this was a party.

They all look at THOR as he sits.

THOR (cont'd)

Oh-kay. What did I miss?

SIF

Nothing. Just thinking about Loki.

THOR

Ah.

Momentary pause. THOR looks at his drink.

THOR (cont'd)

I tried to see Des again. She still won't see me.

FANDRAL gives THOR a look.

SIF

It's not your fault.

THOR

Yes it is.

SIF

No it isn't.

THOR looks at them.

THOR

I dragged you all to Jotunheim that day.

FANDRAL

Thor, we all...

THOR gives FANDRAL a look. He stops talking.

THOR
If we had have left when we had the
chance...

VOLSTAGG
(mutter)
Or not gone at all.

THOR
...things would have been different.

SIF
You don't know that.

THOR
Yes, I do. Everything Loki did, he did
for a reason. His heart was in the
right place, he just went about it all
wrong.

FANDRAL gives THOR a "what?" look.

FANDRAL
He sent The Destroyer to kill us!

THOR
Did he?

VOLSTAGG looks at THOR.

VOLSTAGG
Yes. I was there. It...

THOR
According to Des, he sent The
Destroyer to help me.

SIF
What? How?

THOR
By making me put your lives ahead of
my own, I got Mjolnir back.

They all look at Thor. Was that the real reason?

VOLSTAGG

He led Laufey into Asgard. Laufey almost killed...

THOR

But he didn't, did he? Loki stopped him.

FANDRAL

I don't understand why he lured Laufey here only to kill him. It doesn't make any sense. How did Loki even convince Laufey to...

THOR knows his friends have no idea that Laufey was Loki's father.

THOR

There is more to that than you know.

SIF

(curious)

Like what?

THOR looks at his drink, wondering if should tell them.

SIF (cont'd)

Thor?

THOR looks at them.

THOR

Laufey was Loki's father.

SIF, HOGUN, VOLSTAGG, and FANDRAL all looked shocked.

FANDRAL

What?

VOLSTAGG

Wait. Loki was a...

SIF

You can't be serious?

HOGUN

Hmmpf.

THOR

The day father took "The Casket" from Jotunheim, he also took an abandoned baby.

SIF

(raise eyebrow)

Loki was a Frost Giant? And Odin never told him?

FANDRAL wonders if he should go to DESYLVA.

THOR

Loki learned the truth when we went to Jotunheim.

(beat)

A Jotun grabbed his arm during the fight and Loki's arm went blue. Both Loki and the Jotun were confused as to what was happening. He confronted father later and he confessed.

FANDRAL

Loki killed Laufey to prove himself to Odin. To let Odin know he chose Asgard.

THOR

Yes.

SIF

(raise eyebrow)

Does Des know?

THOR

Who do you think told me?

EVERYONE is quiet.

FANDRAL

(concern)

How is she? Really.

THOR

(sadly)

I wish I knew. But like I said, she won't see me.

THOR looks down at his drink. The others all share a look. FANDRAL wonders if he should try to see her.

JUMP TO:

CHITAUURI SPACE (SANCTUARY)

10 INT: CAVE

THE CAMERA PANS TO THE LEFT CAVE WALL. THE SCEPTER IS STILL IN THE SHADOWS. THE BLUE CRYSTAL IN THE BLADE IS STILL GLOWING AND STILL PULSATING.

PAN TO:

11 INT: CAVE - CELL

THE CAMERA PANS INTO THE CELL AND FOCUSES ON LOKI.

LOKI awakes and notices he is shackled to the wall.

LOKI
(surprise/shock)
What the...

LOKI gestures at the shackles and they go away. He is about to stand up when they reappear. LOKI looks at them confused.

A voice sounds from the darkness. LOKI looks toward the voice when THE OTHER starts talking.

THE OTHER
It will not be that easy to get out of those.

LOKI
(stare)
You have no idea who I am. Nothing can...

THE OTHER
On the contrary, I know exactly who you are.

LOKI gives him a look.

(CONTINUED)

THE OTHER (cont'd)

You are Loki Odinson. Prince of
Asgard. The Trickster. Master of
illusion and deception.

LOKI

(chuckle)

Your information is out of date.

THE OTHER looks at him.

THE OTHER

What do you mean?

LOKI

Odin is *NOT* my father.

THE OTHER

All our records show...

LOKI

Your records are wrong! My father was
Laufey.

LOKI clenches his fists. His hands turn "Frost Giant" blue.
The chains freeze, then shatter. They don't come back this
time.

THE OTHER looks surprised.

THE OTHER

Your father is Laufey, King of
Jotunheim?

LOKI

Was.

(beat)

He's dead. I killed him.

THE OTHER wonders if maybe the prophecy wasn't for two Princes,
but for one. Asgard being "light" and Jotunheim being "dark".

THE OTHER

You are both the Prince of Asgard and
the Prince of Jotunheim.

LOKI never really thought about that before.

LOKI

I guess. But...

THE OTHER

Then you are the one he's been waiting for.

LOKI

(raise eyebrow)

He? Who's he?

THE OTHER

You will meet him soon enough.

(beat)

Tell me, what do you desire?

LOKI wonders what that has to do with anything. He thinks of Desylva and how much he misses her. He thinks of Thor and the fight on Rainbow Bridge and how much he regrets it. He thinks of himself on the throne of Asgard and how much he was actually starting to enjoy it.

THE OTHER is staring at LOKI.

THE OTHER (cont'd)

You desire a lot, young Prince.

LOKI has had just about enough of this guy.

LOKI

(yell)

Enough!!!

(softer)

I don't have time for this.

LOKI starts to walk forward.

LOKI (cont'd)

I have to...

LOKI walks right into the force field. LOKI is stunned. How did he not know that was there? LOKI tries to disable it.

THE OTHER looks at him.

THE OTHER

Your "powers" will not work in here.

(CONTINUED)

LOKI

We'll see about that.

LOKI tries something else. Nothing.

THE OTHER

We've had time to make it so you can't get out.

LOKI

(raise eyebrow)

Time? What do you mean? How long have I...

THE OTHER

5 months. Give or take.

LOKI

(shock)

5 months?

THE OTHER

You were frozen solid in a very thick block of ice when you arrived here. Weren't sure if you were alive. Wondered how you got in the ice in the first place. You being a Jotun would explain that. I...

LOKI

(curious)

Where exactly is *here*?

THE OTHER

Some call it Chitauri Space. *WE* call it Sanctuary.

LOKI

(raise eyebrow)

Sanctuary?

THE OTHER

Yes.

LOKI tries something else. Nothing. He stares at THE OTHER.

THE OTHER (cont'd)

The field also blocks thoughts, so you won't be able to play mind games on me. And no one will be able to *contact* you.

LOKI raises an eyebrow.

THE OTHER (cont'd)

When you first started to come to, you kept calling out for *D*. Not sure who *D* is, but she won't be able to hear you in there.

LOKI thinks of Desylva again.

THE OTHER (cont'd)

HE saved your life. You are lucky to be alive. You owe him.

LOKI glares at THE OTHER.

LOKI

I don't *OWE* anyone anything.

THE OTHER

He needs you to get him something.

LOKI is curious.

THE OTHER

Once you do, you are free to go. Your debt will be repaid, and you can return to your beloved "D".

THE OTHER leaves. LOKI paces, thinking.

PAN TO:

12 INT: CAVE (OTHER SIDE OF THE FORCE FIELD)

THE CAMERA PANS BACK TO THE LEFT CAVE WALL AND FOCUSES ON THE SCEPTER.

CONTINUE TO:

(CONTINUED)

SOME TIME LATER (Nov 1st)

ASGARD

13 EXT: RAINBOW BRIDGE

DESYLVA is sitting along the side of the bridge, looking over the edge into Yggdrasil. HEIMDALL approaches and stands beside her.

HEIMDALL

I still have not been able to see him.

DESYLVA answers him without looking at him.

DESYLVA

He has hidden himself from you before.

HEIMDALL

True.

DESYLVA

He is out there, Heimdall. I know it.
I feel it.

HEIMDALL looks at her. She looks at him.

HEIMDALL

Are you sure it is real and not just...

DESYLVA

Loki is alive. We are connected. We
are...

HEIMDALL

...bonded. Yes. Congratulations.

DESYLVA

Thanks.

DESYLVA looks at her hands.

DESYLVA (cont'd)

His blood flows through me. I'd know
if he were dead. I...

DESYLVA stops talking. HEIMDALL gives her a few moments then speaks.

HEIMDALL

I will keep searching for him and let you know if...

DESYLVA looks at him.

DESYLVA

Thanks.

DESYLVA turns and looks back into Yggdrasil.

DESYLVA (cont'd)

But if he is hiding from you...

HEIMDALL

He can't hide forever, m'lady.

HEIMDALL turns and walks off. He heads back to his post. DESYLVA stares into Yggdrasil. She closes her eyes as she speaks.

DESYLVA

Loki, where are you?

DESYLVA lets her mind go blank as she tries to reach out to LOKI.

JUMP TO:

3 DAYS LATER (Nov 4th)

14 INT: LOKI & DESYLVA'S SUITE

DESYLVA bolts awake, jumps out of bed, and heads for the door. As she runs, she changes out of her nightshirt into real clothes.

JUMP TO:

15 EXT: OBSERVATORY

HEIMDALL is standing on the bridge, at his post, staring out into the abyss beside him. DESYLVA materializes beside him. HEIMDALL senses her arrival. He turns to look at her.

(CONTINUED)

HEIMDALL

Lady Desylva. What can I...

DESYLVA

What is the date on Midgard?

HEIMDALL

Date?

DESYLVA

The exact date.

HEIMDALL

(think)

Friday November 4th, 2011. Why?

DESYLVA

(mutter)

Galacticon.

HEIMDALL, hearing what she said, understands.

HEIMDALL

Of course.

(beat)

You and Loki go there every year.

DESYLVA

Yeah. This will be the first one we've missed in...

DESYLVA's eyes start to tear up. HEIMDALL looks at her.

DESYLVA (cont'd)

I miss him.

HEIMDALL says nothing. What can say?

DESYLVA (cont'd)

Loki had sent a message to be printed in the program book.

(beat)

The message was announcing our bonding. We were going to...

She looks at her hand.

DESYLVA (cont'd)

...going to...

She starts to cry. She speaks as she cries.

DESYLVA (cont'd)

Everyone there will be reading that soon if they haven't already.

(beat)

They will all be looking for us. Wondering where we are when they can't find us. I...

HEIMDALL wishes there was something he could do.

HEIMDALL

I am sorry Desylva. I wish I could tell you...

DESYLVA

I know. I...

DESYLVA tries to compose herself and walks off. HEIMDALL watches her go. After a few minutes she vanishes and he turns his gaze back to the abyss in front of him.

JUMP TO:

16 EXT: STABLES

FANDRAL is exiting the stables. He is wearing his riding gloves. He happens to turn and notice DESYLVA heading out of the city.

FANDRAL

(curious)

Des? Where is she going?

FANDRAL decides to follow her, discreetly of course.

CONTINUE TO:

17 EXT: TIME FLIES

DESYLVA heads out of the city and into the forest. She is so preoccupied with her own thoughts that she doesn't sense FANDRAL following her.

(CONTINUED)

FANDRAL stays well back. He knows if he gets too close, she will sense him.

CONTINUE TO:

18 EXT: TIME RESUMES

DESYLVA reaches the spot she was heading to. It is a spot that she and Loki went to often. She stops walking and starts to cry.

PAN TO:

19 EXT: FOCUS ON FANDRAL

FANDRAL wants to go to her, to comfort her. But he knows he can't.

PAN TO:

20 EXT: FOCUS ON DESYLVA

DESYLVA tries to punch a tree, but instead of hitting the tree, her fist goes straight into it. Before she realizes it, she is being pulled into the tree.

PAN TO:

21 EXT: FOCUS ON FANDRAL

FANDRAL is shocked. He just saw her vanish.

FANDRAL
(raise eyebrow)
What the...

He thinks to himself.

FANDRAL (VO)
(thought)
*Did she just teleport, or did the tree
consume her?*

FANDRAL stares at the tree.

JUMP TO:

(CONTINUED)

MIDGARD

22 EXT: WOODED AREA (DUSK)

DESYLVA arrives through a tree. Well, more like falls through a tree. She lands on the ground.

DESYLVA

What the...

She looks around as she gets off the ground, and realizes she is no longer on Asgard. She turns and looks at the tree.

DESYLVA (cont'd)

A passage. I found one of the passages
Loki mentioned.

(beat)

But this one is different somehow.
It...

She looks around.

DESYLVA (cont'd)

I wonder where am I?

She looks around some more. The area looks familiar.

DESYLVA (cont'd)

This looks familiar.

(beat)

I've been here before.

She looks up and sees the moon rising.

DESYLVA (cont'd)

Midgard. Earth.

She looks around some more and realizes exactly where she is. It is the wooded area behind the hotel where Galacticon is held every year.

DESYLVA (cont'd)

Galacticon!?

DESYLVA stares at where she knows the hotel is.

JUMP TO:

(CONTINUED)

ASGARD

23 EXT: FOREST

FANDRAL is now staring at the tree that DESYLVA fell into. He takes a deep breath, then places his hand on the tree. He is pulled into the tree.

JUMP TO:

MIDGARD

24 EXT: WOODED AREA

FANDRAL arrives. He gets to his feet and sees DESYLVA walking somewhere. He looks up and sees the moon raising. He realizes where he is.

FANDRAL

Midgard. Great.

He starts to follow DESYLVA.

FANDRAL (cont'd)

She seems to know where she is going.

FANDRAL follows her.

JUMP TO:

A SHORT WHILE LATER

25 INT: HOTEL - HALLWAY

The hotel is full of convention goers dressed in various cosplay outfits. DESYLVA has changed her clothes and is walking down the hall. Two convention goers approach her. Their names are TOMMY and CHRISTINA.

TOMMY

Lady Desylva?

DESYLVA looks at them.

CHRISTINA

It is you! We just read the good news!
Congratulations!

(CONTINUED)

DESYLVA gets a sorta sad look on her face.

TOMMY

So, where's Prince Loki? I'd like
to...

DESYLVA looks to the ground. CHRISTINA senses something.

CHRISTINA

What's wrong?

DESYLVA

Loki is...
(beat)
...missing.

TOMMY

Missing? What do you mean?

DESYLVA

It happened a few months ago. He
just...

CHRISTINA

I'm sorry. I...

DESYLVA senses something in CHRISTINA.

DESYLVA

He's not dead. I don't care what
everyone says. I know he's not dead.
He just...

DESYLVA looks at the ground again. TOMMY and CHRISTINA exchange a look and walk off. DESYLVA walks over to a nearby bench as TOMMY and CHRISTINA walk over to a group of con goers and tell them that Loki is missing. DESYLVA is daydreaming and doesn't notice FANDRAL sit beside her.

FANDRAL

Desylva.

DESYLVA looks up. FANDRAL hasn't called her DESYLVA in centuries. She wonders what he's doing here. She looks at him.

DESYLVA

Fan? What are you...

FANDRAL

Looking for you.

DESYLVA

What? How did...

FANDRAL

Same way you did.

DESYLVA looks at him. She realizes he followed her.

DESYLVA

You followed me from the city.

FANDRAL

Yes. And when you were pulled into that tree, I followed.

DESYLVA

Why? You had no idea what had happened? The tree could have taken me anywhere!

FANDRAL

You need to come home. Midgard is not...

DESYLVA

I need to get away. To be around people who love Loki as much as I do. Fate has brought me here. I...

FANDRAL

Wait. You know these people?

DESYLVA

Yes. For the last 10 years, Loki and I have been coming to this gathering. They call it Galacticon.

FANDRAL

Galacticon?

DESYLVA

Yes. For a few days we could leave Asgard behind and just be us.

FANDRAL can tell she is both happy and sad. There is a look in her eyes that he hasn't seen in months. He is about to say something when two men (ROBBY and GREG) and two women (KATHY and JANET) approach.

ROBBY

Lady Desylva?

DESYLVA looks at ROBBY.

DESYLVA

Yes.

ROBBY

We just heard about Prince Loki. Is it true? Is he really missing?

DESYLVA

(sad)

Yes.

KATHY

I hope you find him. You two are perfect for each other.

DESYLVA

Thanks.

GREG

If you need any help finding him. I know a few people.

DESYLVA

I don't think they'd be able to help.

GREG is about to say something when JANET notices FANDRAL.

JANET

Who's your friend?

FANDRAL

Fandral.

JANET

(smile)

You from "Asgard" as well?

FANDRAL gives DESYLVA a look.

DESYLVA

Yes. He is.

JANET

So, what are you?

FANDRAL's not sure he understands what she means. DESYLVA knows that she assumes FANDRAL is in costume and wants to know who he's supposed to be.

DESYLVA

My bodyguard.

FANDRAL gives DESYLVA a "what" look. JANET notices his sword.

JANET

Is that sword real?

FANDRAL

Yes.

JANET

Cool. Maybe you can show it to me later.

FANDRAL smiles at her.

FANDRAL

Maybe.

GREG addresses DESYLVA.

GREG

Desylva, I really can help you.

(beat)

The organization I work for can find anyone, anywhere.

(beat)

There is no place on Earth that we cannot find...

DESYLVA

Thanks.

GREG

If you change your mind...

GREG removes a business card from his pocket and hands it to her. It says, "Strategic Homeland Intervention Enforcement Logistics Division."

DESYLVA

Wow that's a really long name.

FANDRAL looks at the card. He doesn't recognize the name because he doesn't know what S.H.I.E.L.D stands for.

GREG

(short laugh)

We get that a lot.

(beat)

You can call us S.H.I.E.L.D for short.

FANDRAL recognizes THAT name and raises an eyebrow. DESYLVA notices man's name on the card, "Greg Clarkson".

DESYLVA

Thanks Greg. But I don't think anyone can help me.

GREG

You never know.

The group leaves. DESYLVA makes the card vanish. FANDRAL looks at DESYLVA.

FANDRAL

Please. Come back to Asgard with me.

DESYLVA

Tomorrow. I can't leave yet.

DESYLVA vanishes, leaving FANDRAL alone.

FANDRAL

Great. Now I have to find her again.

FANDRAL raises and starts to walk off.

PAN TO:

(CONTINUED)

26 INT: FOCUS ON GREG AND JACK

The CAMERA PANS over to GREG. A man (JACK) approaches GREG. He motions toward the retreating FANDRAL.

JACK

Who's that?

GREG

Says his name is Fandral. Of Asgard. He's supposed to be Lady Desylva's bodyguard.

JACK

(surprise)

No way. Really?

GREG

Yes. Why? You know him?

JACK

I could be wrong but...

Momentary pause.

GREG

(curious)

But what?

JACK

He looks like one of Thor's friends from New Mexico.

GREG

Thor? You sure?

They both look back toward FANDRAL.

JACK

(raise eyebrow)

Think we should call it in?

GREG

If he is, and he knows Desylva, that means...

JACK

...that Desylva and Loki really are Asgardians. And that Loki is THE Loki. And we've known them for years.

GREG

If Coulson finds out that we've had *TWO* Asgardians under our noses for years and never realized it, we...

JACK

Then we don't mention Desylva and Loki when we call it in. Just Fandral.

GREG

Or we could ignore it. Let it go. He's not a threat.

JACK looks at GREG.

JACK

And when pictures show up on-line and face-rec finds Fandral and Coulson realizes we were here and didn't....

GREG

Right. We better call it in.

JACK

You still have those new supercomms?

GREG

You mean the encrypted universal phone units?

JACK

Yeah.

GREG

I *MAY* still have one. Why?

JACK

I want you to give it to Desylva.

GREG

What? Why?

JACK

Tell her to keep it with her. Tell her *WHEN* you find Loki, you'll contact her on the unit.

GREG

(raise eyebrow)

WHEN I find Loki? Jack, if Loki really is Thor's brother, he could be *ANYWHERE* in the universe.

JACK

Exactly.

GREG

(confused)

What?

JACK

As long as she has the SCU, we can track her.

GREG

Not if she leaves Earth and returns to Asgard.

JACK

You sure about that?

GREG

Yes. The *UNIVERSAL* in the name means anywhere on Earth. When she returns to Asgard she will be out of range of our satellites. We won't be able to...

JACK

But if she ever comes back...

GREG

I don't know Jack. Seems like a waste of a good SCU.

JACK

Just do it, Greg.

GREG

This is crazy, you know that, right.

JACK gives him a look.

JACK

I'm going to go call this in. You find Desylva and give her the SCU.

GREG

Yes sir.

JACK leaves. GREG watches him leave, shaking his head back and forth.

JUMP TO:

A SHORT WHILE LATER

27 INT: HALLWAY

DESYLVA is sitting on a bench by herself. GREG walks over and sits beside her. She looks at him. He hands her the SCU.

GREG

Take this.

DESYLVA

(raise eyebrow)

What is it?

GREG

I meant it when I said S.H.I.E.L.D can find anyone. This device will let me contact you when we find him.

DESYLVA

(smile)

Thanks, but I don't think you'll find him. And I doubt THAT will be any good to me.

GREG knows he can't let her know that he knows that she really is from Asgard. He plays along.

GREG

Please. Take it. Keep it with you at all times. Wherever you are.

(CONTINUED)

DESYLVA gives him a look. She decides to humor him and takes the device.

DESYLVA

Thanks.

GREG

We will find him Desylva. Trust me.
S.H.I.E.L.D always gets their man.

GREG rises and walks off. DESYLVA watches him go then looks at the SCU. She waves her hand and GREG's card appears in her hand.

DESYLVA (VO)

(thought)

*Strategic Homeland Intervention
Enforcement Logistics Division.*

(beat)

S.H.I.E.L.D

(beat)

*Isn't that the organization that
Howard Stark started?*

DESYLVA looks at the SCU.

DESYLVA (VO) (cont'd)

(thought)

*Maybe I should hang on to this. It
might come in handy one day.*

The SCU and GREG's card vanish from DESYLVA's hands as she rises and walks off.

JUMP TO:

A FEW HOURS LATER

28 INT: HALLWAY

FANDRAL is lost. He runs into JANET.

JANET

Fandral, right?

FANDRAL

Yes.

(CONTINUED)

JANET

You look lost.

FANDRAL

Have you seen Des?

JANET

Des? You mean Lady Desylva?

FANDRAL

Yes.

JANET

Not much of a bodyguard, are you?

FANDRAL

Excuse me?

JANET

What sort of bodyguard loses his client?

FANDRAL

Have you seen her?

JANET

Not since earlier.

FANDRAL

Any idea where I could find her?

JANET looks at her watch.

JANET

She should be at the dance.

FANDRAL

Dance?

JANET

Yes.

FANDRAL

And where would that be?

JANET

The Ballroom. Downstairs.

FANDRAL

Of course. Thanks.

JANET leaves. FANDRAL heads to find the BALLROOM.

JUMP TO:

A SHORT WHILE LATER

29 INT: BALLROOM

Song playing: "Every Time We Touch" by Cascada.

DESYLVA is sitting at a table. A group of people are standing around her. FANDRAL enters. He sees DESYLVA and heads over to her. DESYLVA sees him approaching. The people with her leave as FANDRAL reaches the table. FANDRAL sits across from her. DESYLVA looks around the room.

DESYLVA

Loki loved this.

FANDRAL

I bet he did.

DESYLVA

Every year we would...

The song ends. The DJ addresses the room.

DJ

This next song was supposed to be my gift to the greatest couple I've known in a long time.

(beat)

They'd finally decided to take the plunge and make it official.

(beat)

I searched for a long time to find the perfect song. No song seemed right enough.

(beat)

I finally found one a few weeks ago that I think is almost perfect. I made a music video that consists of various pictures and video clips from all the

(MORE)

(CONTINUED)

DJ (CONT'D)

cons they've been at.

(beat)

By now, you've all heard the sad news that Prince Loki has gone missing. No-one knows where he is. And some believe him to be dead.

DJ looks at DESYLVA.

DJ (cont'd)

Desylva, I know you will never give up on him. And neither will we.

(beat)

Everyone here knows people. We will all band together and help you find him.

(beat)

This video is a symbol of how much we all care about you.

(beat)

I hope you enjoy it. And I hope that Loki comes home to you. His one true love.

The DJ goes over to a computer and plays a video that is projected onto the ballroom wall.

The video consists of various photos taken at the conventions over the years, and video clips of Dance Contests, Karaoke Contests, Magic shows, and other stuff. The song that is playing throughout the video is "A Thousand Years, By: Christina Perri".

Everyone in the room watches the video. DESYLVA starts to cry. The lyrics really hit home. It is so true. She has loved him for over a thousand years. And she will love him forever. FANDRAL is moved by the song and the video as well. These humans really did care for Desylva and Loki. And they didn't even know that they really were who they said they were. He notices DESYLVA getting really emotional and is glad he still has his riding gloves on. FANDRAL goes to the other side of the table and tries to comfort her. DESYLVA reluctantly rests her head on his shoulder and tries to watch the video without breaking down completely. FANDRAL watches the video.

PAN TO:

(CONTINUED)

ASGARD

30 EXT: EDGE OF RAINBOW BRIDGE

HEIMDALL has his gaze on FANDRAL and DESYLVA. He too is watching the video. A tear flows from his eye as the lyrics hit him as well.

PAN TO:

MIDGARD

31 INT: BALLROOM

The video ends. The dance resumes. The song that starts to play is "Safe and Sound" by Capital Cities. FANDRAL watches everyone start to dance, and then happens to glance at the front door. He sees COULSON and some men enter and mutters to himself.

FANDRAL

Great.

FANDRAL softly speaks to DESYLVA.

FANDRAL (cont'd)

We've got to go. Now!

DESYLVA speaks as she wipes away tears.

DESYLVA

What? Why?

FANDRAL

Company.

FANDRAL indicates the front door. DESYLVA looks to the door.

FANDRAL (cont'd)

And I don't want to talk to them.

DESYLVA

(confused)

What?

FANDRAL rises and grabs her hand.

(CONTINUED)

FANDRAL

Come on.

They head for the back door. COULSON spots them. He signals his men, and they follow.

DESYLVA

Who are they? Why are...

FANDRAL

S.H.I.E.L.D

DESYLVA

S.H.I.E.L.D? The company that Greg works for. Why would they...?

FANDRAL

See the guy in the front?

DESYLVA looks back and sees COULSON.

FANDRAL (cont'd)

We met him when we came here looking for Thor.

DESYLVA

Are they allies?

FANDRAL

Sort of.

DESYLVA

Then why are we...

FANDRAL

They will have questions we don't have answers to.

DESYLVA and FANDRAL continue to the back door. They haven't noticed that the con-goers in the room have realized that COULSON and his men are after them and have been getting in their way so that DESYLVA and FANDRAL can make it to the back door.

DESYLVA

You are not making sense. If they...

FANDRAL

No time to explain. We need to go.

They reach the back door. They open it.

CONTINUE TO:

32 INT: HALLWAY

A young couple is standing in the hall outside the door waiting for them. DESYLVA and FANDRAL exit and then stop as the door closes behind them.

MAN

Lady Desylva, come with us.

DESYLVA

What?

WOMAN

You want to get away from those suits in there, yes?

FANDRAL

Yes!

MAN

See that door?

The MAN points to a door that leads outside to the back of the hotel.

MAN (cont'd)

Take it. Once outside run. We will make sure those men don't follow you.

DESYLVA

Thanks.

FANDRAL

Why are you...

The WOMAN looks at DESYLVA.

WOMAN

You and Loki brought life back to this convention. I hope you find him. Safe.

(CONTINUED)

DESYLVA smiles at her.

WOMAN (cont'd)

Next year, you come back. With him.
And we will have a big party.

DESYLVA

Count on it.

DESYLVA and FANDRAL run for the door.

A bunch of convention goers seem to appear out of nowhere. The hall is now crowded with people. DESYLVA and FANDRAL are exiting the hotel.

COULSON and his team exit the Ballroom. They don't see the door that DESYLVA and FANDRAL just left through closing. GREG and JACK spot COULSON. They go him.

JACK

You got here fast.

COULSON

We were in the area already.

GREG

Why?

COULSON

We detected an energy spike and...

JACK

An energy spike?

COULSON

It had some similarities to the reading from New Mexico.

COULSON gives JACK and GREG a look.

COULSON (cont'd)

You two want to fill me in?

JACK and GREG exchange a look.

JUMP TO:

(CONTINUED)

33 EXT: FOREST AREA

DESYLVA and FANDRAL reach the spot where they arrived. DESYLVA approaches the tree and looks to FANDRAL.

DESYLVA
Let's hope it's still here.

FANDRAL
(raise eyebrow)
What?

DESYLVA smiles at him, then places her hand on the tree. She is pulled in. FANDRAL follows. Once they have passed through the tree, the tree vanishes in an eerie bluish-green shimmer.

JUMP TO:

ASGARD

34 EXT: FOREST

DESYLVA arrives through the tree, followed by FANDRAL. They get up off the ground. FANDRAL looks at the tree and then at DESYLVA.

FANDRAL
Shouldn't we do something about that?
(beat)
Someone could get...

DESYLVA raises a hand and places a force shield around the tree.

DESYLVA
There. That should keep anyone from accidentally going to Midgard.

DESYLVA thinks of something.

DESYLVA (cont'd)
Maybe I should go back and put a force shield up on the other side.

FANDRAL
That may be risky.

(CONTINUED)

DESYLVA

What do you mean?

FANDRAL

Whatever you put up, will be detected by S.H.I.E.L.D. It is probably safer not to draw attention to it.

DESYLVA thinks for a moment, then turns and heads back to the city. FANDRAL watches her walk off. DESYLVA addresses him without looking at him.

DESYLVA

You going to stand there the rest of the night? Or are you coming back to the city?

FANDRAL looks at the tree one more time and then follows DESYLVA.

JUMP TO:

TIME FLIES (NOVEMBER 8TH 2011 TO FEBRUARY 25TH 2012)

CHITAUURI SPACE (SANCTUARY)

35 INT: LOKI'S CAVE

Over the next 3 months, LOKI keeps trying to escape. He tries to "contact" Desylva a few times as well. Nothing works.

THE CRYSTAL IN THE SCEPTER IS STILL PULSATING. THE ANGRIER LOKI GETS, THE STRONGER IT PULSATES. LOKI DOESN'T SEE THE SCEPTER.

JUMP TO:

2012 (MARCH)

ASGARD

36 INT: LOKI & DESYLVA'S SUITE

DESYLVA and AMORA are in the middle of a conversation. They are both sitting on the couch.

(CONTINUED)

DESYLVA

Loki never trusted you. Why should I?

AMORA

Because... Loki was a friend. I liked him.

DESYLVA senses more.

DESYLVA

Liked?

AMORA

Yes.

DESYLVA

I thought you "liked" Thor!?

AMORA

(smile)

Who doesn't?

DESYLVA gives her a "me" look.

AMORA (cont'd)

(surprise)

Really? You've never, not even once, ever thought about what it would be like to be in Thor's arms? To have him...

DESYLVA

(serious)

Never.

(beat)

Loki has always been the only one for me.

AMORA notices the use of the present tense.

AMORA

HAS? ... He's dead, Desylva!

DESYLVA tries to cover and hopes she can. She lowers her head as if in mourning. After a few moments DESYLVA rises from the couch. Her back is now to AMORA.

DESYLVA

(nod)

He is with Hela now. I hope she...

AMORA

(semi-sarcastic)

I'm sure she is taking great care of him.

AMORA says the rest of her line trying to get a reaction out of DESYLVA.

AMORA

He is her father after all.

AMORA is shocked when she gets no reaction from DESYLVA at all just the following reply.

DESYLVA

I know.

Momentary pause. AMORA rises from the couch.

AMORA

How well did you really know Loki?

DESYLVA turns to face AMORA.

DESYLVA

What do you mean?

AMORA

It's a simple question.

DESYLVA

I know everything about him. We ha...

DESYLVA is about to say "have" but changes it to "had".

DESYLVA (cont'd)

...d no secrets.

AMORA

You sure?

DESYLVA

Yes.

AMORA again tries to get a rise out of DESYLVA.

AMORA

So how did it feel being step-mommy to his wild assortment of offspring.

Again, it doesn't work.

DESYLVA

I see what you're trying to do. But it won't work. I know all about them.

AMORA doubts that.

AMORA

Name them.

DESYLVA

Really?

(beat)

You really want to do this?

AMORA

Yes.

DESYLVA

Okay. We just mentioned Hela. So that leaves Sleipnir...

AMORA raises an eyebrow.

AMORA

Sleipnir? Odin's horse?

DESYLVA

Yes.

AMORA

Sleipnir is Loki's son?

DESYLVA

Yes. I take it you didn't know that.

AMORA

No. I...

DESYLVA smiles. AMORA wonders how she didn't know that.

DESYLVA decides not to let AMORA know that LOKI is Sleipnir's mother not father. Too much explaining on that one.

DESYLVA

Where was I...
(mutter)
...Hela, Sleipnir...
(beat; louder)
and Fenrir and Jormungand.

AMORA is surprised.

AMORA (VO)

(thought)
*Not many knew Loki had kids. Let alone
who they were. Had Loki really loved
Desylva? Was it possible?*

DESYLVA gives AMORA a look. She's still trying to figure out what she's really after. She senses that AMORA is up to something. Before she can say anything, AMORA gives her a look, trying to stump her.

AMORA

Who's the oldest?

DESYLVA

Sleipnir. Followed by Fenrir, then
Jormungand, then Hela.

AMORA

Have you met them?

DESYLVA

Yes.

AMORA

All of them?

DESYLVA

Yes.

AMORA (VO)

(thought)
*Maybe he did love her. He never
introduced me to them. I wonder if
she knows who their mother is?*

DESYLVA is giving AMORA a look.

AMORA

Do you know who their mother is?

DESYLVA

Angrboda is the mother of Fen, Jorm,
and Hela.

AMORA

Did you know she was a Jotun?

DESYLVA

Yes.

AMORA tries to think of something else. DESYLVA has had enough.

DESYLVA (cont'd)

Why are you really here? What do you
want?

AMORA

What do you mean?

DESYLVA

You forget that Loki taught me
everything he knows.

(beat)

I can read you like a book. I know you
are hiding something. I want to know
what it is.

AMORA can tell from the look in DESYLVA's eyes that she is not
kidding, but she cannot let her find out what she is after.

DESYLVA (cont'd)

Fine.

(beat)

Play it that way.

DESYLVA gestures with her hand, and AMORA's hands are tied
behind her back. AMORA is surprised.

AMORA

What are you...

With another gesture DESYLVA places a gag/muzzle on AMORA.

DESYLVA

If you won't tell me what you are up to, then you can spend some time in the dungeons.

DESYLVA looks to the door.

DESYLVA (cont'd)

Guard!!

A guard enters and notices AMORA bound and gagged. He looks at DESYLVA.

GUARD

Yes m'lady?

DESYLVA

Take Amora to the dungeons.

GUARD

Yes m'lady.

DESYLVA

Oh, and make sure she is nowhere near her sister. Wouldn't want them getting any ideas.

GUARD

Yes m'lady.

GUARD takes AMORA out of the room. When the guard and AMORA are gone, DESYLVA thinks to herself. She is lost in thought when she senses someone behind her. She turns around. It's HELA. HELA has her arms crossed in front of her. She looks at DESYLVA.

HELA

You lied to her.

DESYLVA

(raise eyebrow)

What?

HELA

You told her that he was with me. My father is not with me.

DESYLVA

I know.

HELA gives DESYLVA a look.

DESYLVA (cont'd)

But I don't want Amora knowing that
Loki is still alive. Out there,
somewhere.

(beat)

I don't trust her. Never did. I don't
even think I like her.

(beat)

She is up to something. She has been
"hovering" a lot lately. It's like
she's looking for something. I want to
know what it is.

(beat)

A stay in the dungeons may loosen her
tongue.

HELA smiles at her.

HELA

I see why father likes you.

DESYLVA gives HELA a look.

DESYLVA

Loki suspected she may have an agenda.
Might even be spying for Karnilla.

HELA raises an eyebrow at the mention of Karnilla's name. She
knows Loki has not revealed the truth about Siri to DESYLVA
yet. Could Karnilla suspect? Could Amora really be spying?

DESYLVA (cont'd)

But he never could figure out what she
really wanted.

DESYLVA looks at HELA who seems a million miles away.

DESYLVA (cont'd)

Are you okay?

HELA

What?

DESYLVA

You look...

HELA

I am fine. I should be getting back.
Be safe.

HELA is about to vanish. DESYLVA stops her.

DESYLVA

Wait.

HELA

Yes.

DESYLVA

Your mother.

HELA

What about her?

DESYLVA

She was a Jotun.

HELA

Yes.

DESYLVA

How did she meet Loki?

HELA

(curious)
Why do you ask?

DESYLVA

Did they meet on Jotunheim? Had Loki
actually been to Jotunheim before that
day when...

HELA

It's so far in the past. Does it really
matter?

DESYLVA

No. But if Loki'd been to...

HELA

Desylva. Don't. It doesn't matter. My father loves you. He never loved my mother.

DESYLVA

Hela.

HELA

All I know is that he stumbled into her cabin one day and...

DESYLVA

Wait, what?

DESYLVA wonders if Angrboda was the one that tied up Loki in that cabin all those years ago. HELA continues.

HELA

Mother never told us who our father was. It wasn't until about 20 years later, that we found out.

DESYLVA

What do you mean?

HELA

Odin brought us all before him.

(beat)

He imprisoned my mother and took my brothers and me from her.

(beat)

He sent Fen to that desolate corner of Asgard. He sent Jorm to the great ocean that surrounds Midgard. And he sent me to Hel to rule over the dead.

(beat)

Loki came to me a few days later and told me the story. I couldn't believe my mother used him like that. No wonder we were so messed up.

DESYLVA

(raise eyebrow)

What do you mean?

HELA gives her a look.

HELA

My mother was Laufey's daughter. And
Loki is Laufey's son. That means they
are 1/2 siblings. Same father
different mother.

DESYLVA thinks about this for a moment, then looks at HELA.

DESYLVA

Have you seen Fen or Jorm lately?

HELA

No.

Momentary silence. HELA looks at DESYLVA.

HELA (cont'd)

Father loves you. He really does. You
belong together.

DESYLVA and HELA share a smile and then HELA vanishes.

JUMP TO:

37 INT: OBSERVATORY

HEIMDALL is alone. Staring. THOR enters.

THOR

(admiringly)
Looking good.

HEIMDALL

It is coming along. But it is far from
ready to use.

THOR

I see.
(beat)
Any idea how long...

HEIMDALL

Without a strong enough power source
to channel the energy, the Bifrost
will not be operational for quite some
time still.

(CONTINUED)

THOR

Take a guess? They need us out there!
The last 9 months have...

HEIMDALL

You can't rush this. It will be ready
when it is ready, and not before.

THOR leaves.

JUMP TO:

38 EXT: GARDEN

DESYLVA is sitting under a tree reading. LOKI approaches from behind. She doesn't notice. He stops beside her and makes a red rose appear in his hand. He offers it to her.

LOKI

For you, my love.

DESYLVA looks up from her book and smiles. She closes the book and puts it down. She takes the rose. She says her line in a "you shouldn't have" tone.

DESYLVA

Loki.

He sits beside her. He stares at her. DESYLVA wonders if he is up to something.

DESYLVA (cont'd)

What?

LOKI

I love you.

DESYLVA

And I you.

LOKI

I never thought I'd ever find someone
who...

DESYLVA

Kiss me my prince.

(CONTINUED)

LOKI kisses her. All of a sudden, the ground shakes violently. Ice pillars shoot up from below the surface all around them. The area around the tree falls like an elevator. They fall through space.

CONTINUE TO SPLIT SCREEN:

ASGARD / CHITAUURI SPACE (SANCTUARY)

39 SPLIT SCREEN - INT: LOKI & DESYLVA'S SUITE-BEDROOM / INT: CAVE

LEFT SIDE: DESYLVA wakes up and screams Loki's name.

RIGHT SIDE: LOKI bolts awake and softly says Desylva's name.

CAMERA STAYS WITH BOTH IMAGES FOR A FEW MOMENTS, THEN WE...

RETURN TO SINGLE SCREEN:

CHITAUURI SPACE (SANCTUARY)

40 INT: LOKI'S CAVE

LOKI stares at the field, wondering what the dream could mean. He is frustrated and has all but given up on ever getting out of this place. Then he sees it. The tracker-bot. It is outside the field.

LOKI
(silently)
D?

LOKI goes over to the edge of the field and tries to get the bot's attention. The tracker-bot sees him and goes to him. LOKI is stunned when it manages to go straight through the field. It flies over to him. LOKI snatches it from the air and holds it. A glimmer of hope flickers in his eyes.

LOKI (cont'd)
D. I've missed you. I...

LOKI hears THE OTHER coming. He puts the tracker bot in his pocket.

LOKI (cont'd)
(mutter)
Time to end this.

THE OTHER approaches. LOKI turns to look at him.

(CONTINUED)

LOKI (cont'd)
Tell your boss I'm ready to listen.

THE OTHER
About time, young Prince.

THE OTHER turns to leave.

LOKI
Hey! You think you could drop this shield?

THE OTHER
After.

LOKI
After? After what?

THE OTHER leaves.

LOKI (cont'd)
Hey!!!

CAMERA PANS OFF TO THE SIDE TO SHOW THAT THE SCEPTER IS STILL THERE, STILL GLOWING, STILL PULSATING.

CUT TO:

ASGARD

41 INT: PALACE HALLWAY (OUTSIDE LOKI & DESYLVA'S SUITE)

SIF approaches the room. There is a guard standing outside the door. The guard sees SIF. SIF knocks on the door. No answer. SIF looks at the guard.

SIF
She is in there, yes?

GUARD
As far as I know.

SIF looks at the door.

SIF
Des? It's Sif. Open the door.

(CONTINUED)

Still no answer.

SIF (cont'd)
Please open the door.

Still no answer.

SIF (cont'd)
If you do not open this door, I'll
break it down.

The guard gives SIF a "no you won't" look. SIF gives the guard a "relax" look.

SIF (cont'd)
3... 2...

SIF is about to say one, when the door opens by itself. SIF enters and the door closes itself.

CONTINUE TO:

42 INT: LOKI & DESYLVA'S SUITE

SIF looks around the room as she enters. There are holovid screens everywhere with star charts displayed on them. There is a red line going through the maps. The line is the path of the tracker-bot since it left Asgard. SIF goes over to DESYLVA.

SIF
(curious)
What are you...

DESYLVA
Searching for Loki.

SIF
Des, Loki is gone. He's not...

DESYLVA
No. He is not gone. He is out there.
Somewhere. I know it.

SIF
Nothing could have survived that. He
fell into...

(CONTINUED)

DESYLVA

He could.

SIF raises an eyebrow.

SIF

What makes you...

DESYLVA looks at SIF.

DESYLVA

If he was in danger, his body would automatically protect itself.

SIF

What?

DESYLVA wonders if she should say anything.

DESYLVA

Let's just say he has an advantage most do not.

SIF

What are you...

SIF hears Thor's voice echo in her head.

THOR (VO)

*Laufey was Loki's father. Laufey.
Laufey. Lauf..*

SIF understands what DESYLVA means.

SIF

Ice.

DESYLVA gives SIF a look.

DESYLVA

(surprise)

You know.

SIF

Thor told us. We didn't want to believe it.

DESYLVA

Well, it's true.

SIF

Why did he never suspect? Why didn't he show any signs?

(beat)

I mean, Loki has struck out in anger towards a lot of people over the centuries. He never once FROZE them.

(beat)

Isn't that instinct? Wouldn't he have...

DESYLVA

The Frost Giant genes were dormant within him.

(beat)

When Odin found him, and picked him up, he imprinted on Odin. For all intents and purposes, he became Asgardian.

(beat)

It wasn't until that Jotun grabbed him in anger that the genes started to wake.

SIF

I guess that makes sense.

DESYLVA

When he picked up The Casket of Ancient Winters, the transformation was complete. The Jotun was awake.

DESYLVA looks back at the screens. SIF stands beside her. They talk while staring at the screens.

SIF

You really think he's out there?

DESYLVA

I don't think it. I know it. I just need to find him.

SIF

He could be anywhere!

DESYLVA

I know.

(beat)

I have a tracker-bot looking for him.
And it WILL find him.

SIF looks at DESYLVA.

SIF

What if it can't?

(beat)

What if Loki really is...

DESYLVA

Don't. Don't even think it.

SIF

But how can you be so sure?

DESYLVA

We were bonded...

SIF raises an eyebrow. DESYLVA continues her line without stopping.

DESYLVA (cont'd)

...not long before Thor returned from
Midgard.

DESYLVA looks at her palms.

DESYLVA (cont'd)

His blood flows through me.

(beat)

I know he is alive. I know the Jotun
in him will protect him.

(beat)

Loki thought it a curse, but it...

SIF

How can you be so sure?

DESYLVA looks at SIF.

DESYLVA

Attack me.

SIF

What?

DESYLVA outstretches her arm in front of herself.

DESYLVA

Strike my arm with your sword.

SIF

Des, don't be...

DESYLVA

I'll be fine.

SIF gives her a look.

DESYLVA (cont'd)

Sif, I'll be fine. Trust me.

SIF draws her sword. She raises it and brings it down towards DESYLVA's arm.

As the sword is about to connect with DESYLVA's arm, her arm turns to solid ice. The sword impacts with the ice and breaks.

SIF looks surprised. She looks from DESYLVA's ice arm to the broken sword piece on the floor, then back to DESYLVA's arm. DESYLVA's arm returns to normal.

DESYLVA (cont'd)

See. Fine.

SIF

(stunned)

How did you...

DESYLVA

Natural defense. It sensed danger and reacted.

(beat)

If my arm did that, imagine what Loki's body would do if it felt it was in danger.

SIF thinks.

DESYLVA (cont'd)

Like you said, a fall into Yggdrasil would have killed a person. Maybe even ripped them apart. But not Loki.

DESYLVA looks back at the maps.

DESYLVA (cont'd)

His body's natural defenses would have kicked in and encased him in solid ice.

SIF

Would have to be really thick to protect...

DESYLVA

Yes.

SIF

Being encased could kill him if he is...

DESYLVA

No. His body would go into a cryosleep.

SIF picks up her broken sword.

DESYLVA (cont'd)

Sorry about the sword.

SIF

It's just a sword. I can get another.

DESYLVA gives SIF a look. SIF looks back at DESYLVA's arm.

SIF (cont'd)

When did you learn you could do that?

DESYLVA

A couple of weeks ago.

(beat)

I was extremely frustrated and clenched my fists really tight. I was planning on slamming the table, but stopped when I noticed the ice blades shoot out.

SIF gives DESYLVA a look.

DESYLVA (cont'd)
You know, like this.

DESYLVA clenches her fist real tight, and her hand turns to an ice blade. SIF is stunned again.

SIF
Does anyone know you can do that?

DESYLVA
Just Frigga. And now you.

SIF
Let's keep it that way.

DESYLVA
I wasn't planning to advertise it.
(beat)
Until I learn how to control it, I'm
not going to go around icing things.
People may get the wrong idea.

DESYLVA looks back at the maps. SIF stares at DESYLVA.

SIF
You know Thor's been trying to...

DESYLVA
I don't want to talk to Thor. I still
blame him for what...

SIF
That's not fair. It's not all Thor's
fault.

DESYLVA
Yes it is.

SIF
Loki let go. Thor and...

DESYLVA gives SIF a glare.

DESYLVA

Thor could have still flown down after him. He chose not to. He let Loki fall. He...

DESYLVA stops talking. SIF looks at her.

JUMP TO:

CHITAUURI SPACE

43 EXT: SANCTUARY

THE OTHER is talking to THANOS.

THE OTHER

You were right. He is the one. The Prince of Light and Dark. He will lead you to the Tesseract.

THANOS

I'm not sure we can trust him. He is a deceiver by nature.

THE OTHER

He is also very disillusioned right now. He learned the man he thought was his father wasn't.

THANOS

(hopeful)
Yet he still clings to Asgard as home.

THE OTHER

Yes.

THANOS

(ponderingly)
We can use that.

THE OTHER

There may be something more precious to him than Asgard.

THANOS

(raise eyebrow)
Oh?

(CONTINUED)

THE OTHER

Her name is D.

THANOS

(curiously)

A woman?

THE OTHER

Yes.

THANOS

Loki doesn't seem the type to be influenced by a woman.

THE OTHER

She seems to mean a lot to him.

(beat)

I hear him when he thinks I am not there. He calls to her.

THANOS

Surely, he knows she cannot hear him. Asgard is so far away.

THE OTHER

We could still use her if...

THANOS

I don't think we will have to.

(beat)

I too have been watching our young Prince. He would do anything for Asgard.

(beat)

Bring him to me. It is time we start this.

THANOS smiles. THE OTHER leaves.

CUT TO:

44 A SHORT WHILE LATER

THANOS hands "The Scepter" to LOKI. LOKI takes it, admiring it.

(CONTINUED)

THANOS notices the look and doesn't like it. He hasn't come this far only to lose this chance.

THANOS

With this scepter, you will be able to control whomever you wish. Simply tap their chest, over their heart, with the tip, and they shall be yours to command.

LOKI looks back to the scepter. He starts to feel drawn to it. He can't explain it. It's almost as if it was reaching out to him, calling to him. Like "The Casket of Ancient Winters" did.

THE OTHER notices the way LOKI is looking at the scepter. So does THANOS. THANOS smiles.

THANOS (VO)

(thought)

It is working. My plan is starting to come together.

LOKI continues staring at the scepter. Ignoring everything around him. THE OTHER approaches THANOS. He talks softly, quietly, so that LOKI cannot hear. THE OTHER looks at LOKI as he speaks to THANOS.

THE OTHER

(concern)

He appears to be drawn, almost entranced, by it.

THANOS

(smile)

As I knew only he would.

THE OTHER turns to face THANOS.

THE OTHER

(confused)

I thought you said only those touched by...

THANOS

(raise eyebrow)

Did I?

THE OTHER looks concerned. THANOS looks to LOKI.

THANOS (cont'd)

It will soon consume him.

(beat)

It will feed off him.

(beat)

The longer he is in possession of it,
the more it will consume him.

THE OTHER realizes that THANOS has no intentions of letting LOKI go when this is over.

THE OTHER

You have no intention of keeping your
end of the...

THANOS looks to THE OTHER.

THE OTHER (cont'd)

Shouldn't you warn him? Advise him to
be careful? I mean you wouldn't want
him to...

THANOS

(raise eyebrow)

Wouldn't I?

(beat)

A controlled Loki is exactly what I
want.

(beat)

The more he is exposed to the crystal,
the stronger his Jotun urges will be.

(beat)

He will...

THE OTHER realizes that THANOS has been planning this.

THE OTHER

That is why you had it in the cave all
these months. It has already started
to...

THANOS

Yes.

THE OTHER

That is not fair. You...

THANOS glares at him.

THANOS

Fair?

(beat)

Since when do we care about fair?

(beat)

I want the Infinity Gauntlet. And I will do whatever it takes to get it.

THE OTHER

Even if it destroys Loki in the process?

THANOS

A small price to pay.

(beat)

The power of the crystal will amplify his hatred, his rage, his jealousy, all to new levels.

(beat)

He will be totally consumed. There will be no stopping him.

They both look at LOKI. LOKI is turning the scepter over in his hands. He is examining it from all angles. Suddenly, he spins and points it directly at them. It fires an energy blast straight at THANOS and THE OTHER. The blast misses them. LOKI looks at the scepter with a grin. THANOS and THE OTHER exchange a look then look at LOKI. LOKI heads over to them.

THANOS (cont'd)

(angrily)

What are you doing?

LOKI

Sorry.

(beat)

Just seeing what this thing could do.

THANOS gives LOKI a look.

THANOS

It is not THAT sort of weapon.

(CONTINUED)

LOKI

Oh yes, it is.

(beat)

It is more than just a "mind control"
device.

LOKI looks back at the scepter.

LOKI (cont'd)

With this I could...

LOKI stops talking and looks at THANOS.

LOKI (cont'd)

You said something about an Army?

THANOS smiles. THE OTHER is concerned. LOKI smiles.

JUMP TO:

APRIL 30TH (LATE NIGHT)

ASGARD

45 P2 INT: FRIGGA'S ROOM

FRIGGA is sitting/laying on a sofa. She is trying to "contact"
LOKI. She softly calls out his name.

FRIGGA

Loki.

JUMP TO:

CHITAUURI SPACE

46 P3 EXT: SANCTUARY

LOKI stands with the scepter in his hand. He is looking out
into space. He hears FRIGGA's voice.

FRIGGA (VO)

Loki.

LOKI

(mutter)

Mother?

(CONTINUED)

An image of FRIGGA appears before him.

FRIGGA

Loki.

LOKI

I'm sorry. Now is just not a good time.

LOKI dispels her.

JUMP TO:

MAY 1ST (EARLY MORNING)

ASGARD

47 INT: LOKI & DESYLVA'S SUITE

DESYLVA is sitting in the middle of the floor. She is in a trance like state. She is searching the cosmos for LOKI and her tracker-bot.

DESYLVA

Loki.

(beat)

Loki, my love. If you can hear me, please answer me.

(beat)

I know you are there. Somewhere. Please.

(beat)

Loki. I miss you so much. Things are bad. With the Bifrost gone, Asgard is cut off from the rest of the realms. There is chaos everywhere and we can do nothing to stop it.

(beat)

Please Loki. Come home. We need you. Asgard needs you. I...

A very faint voice calls out to her.

LOKI (VO)

No, it doesn't.

DESYLVA smiles. And almost cries.

(CONTINUED)

DESYLVA

Loki!

A figure slowly appears in front of her. She notices he looks different. LOKI is holding her tracker-bot.

LOKI

Yes.

DESYLVA

I knew you were alive.

LOKI smiles at her. He realizes just how much he's missed her. It's been so long since...

LOKI

Asgard doesn't need me. It never did.
I...

DESYLVA

How can you say that? Your father...

LOKI

Is dead!

DESYLVA

Your biological father is dead. But
Odin is...

LOKI

Odin is not my father. He only
pretended to be. My entire life was a
lie.

DESYLVA

You don't mean that. I've known you
for a long time and I'd like to know
you for a lot longer. Please. You have
to come home.

LOKI

Home? Asgard is not home anymore. I...

DESYLVA

Asgard will always be your home, Loki.

LOKI
No.

DESYLVA
Please, you need to...

LOKI
I can't, D.

DESYLVA
(raise eyebrow)
Can't?

LOKI
You said it yourself. The Bifrost is gone.

DESYLVA senses something inside of LOKI.

DESYLVA
You know as well as I do that there are other ways on and off Asgard. Ways that...

LOKI
None that'll lead here.

DESYLVA
Where are you?

LOKI
They call it Sanctuary.

When LOKI says "THEY", DESYLVA sees a flash of the Chitauri army in LOKI's mind but only for a moment.

DESYLVA
Sanctuary?

LOKI
Others call it Chitauri space.

DESYLVA
Where's that?

LOKI
Not sure.

DESYLVA

Show me.

LOKI shows her a view of the night sky from his location.

DESYLVA (cont'd)

Heimdall may know a way there.

LOKI

I doubt it.

DESYLVA notices that LOKI is playing with the tracker-bot.

DESYLVA

(smile)

It found you. I knew it would.

LOKI

Figured it was yours.

DESYLVA

Well, that should make finding you easy. Heimdall can lock onto...

LOKI

Even if he could lock onto me, it would take...

LOKI thinks of something and smiles.

DESYLVA

What?

LOKI

Remember that yellow crystal we found?

DESYLVA

What of it?

LOKI

It may be able to open the Bifrost.

DESYLVA

How?

LOKI thinks to himself.

LOKI (VO)
(thought)
*Could this really be over? Could this
nightmare finally be at an end? Maybe
I don't need Thanos after all.
Maybe...*

He finishes his thought aloud, more to himself than DESYLVA.

LOKI
...I'll be able to...

DESYLVA
How will the crystal be able to open
the Bifrost?

LOKI gives her a look.

LOKI
I'll tell you.

LOKI smiles.

LOKI (VO)
(thought)
*She's right. She's always right.
Asgard will always be home. And I can't
wait to get back. This nightmare will
finally be over.*

JUMP TO:

48 P4 INT: THRONE ROOM

FRIGGA is standing in front of ODIN, who is seated on the throne. THOR is standing off to her left. The Warriors Three are standing to the right.

FRIGGA
(joy)
Loki is alive.

THOR
(raise eyebrow)
What?

(CONTINUED)

ODIN

He fell into Yggdrasil itself, Frigga.
His body would have been scattered
across the universe.

THOR

Mother, are you sure? Perhaps what you
felt was simply...

FRIGGA

He lives. And he is planning
something. Something involving the
Tesseract.

ODIN gives FRIGGA a look. But before he can say anything...

PAN TO:

49 INT: MAIN DOORS

...the doors fly open. All look to the doors. DESYLVA runs in.
She is smiling, almost gleaming.

DESYLVA

I found him! He's alive!

As DESYLVA approaches the group, they all give her a look.

PAN TO:

50 INT: FOCUS ON THRONE

DESYLVA

Loki's alive!

THOR

We know.

DESYLVA

(surprise)

What?

FRIGGA looks at her with a sadness in her eyes.

FRIGGA

I found him, but he refused to talk to
me.

(CONTINUED)

DESYLVA
Well, he talked to me.

FRIGGA
(surprise)
You know where he is?

DESYLVA
Yes.

THOR
Where?

DESYLVA
He is in an area of space that belongs
to the Chitauri. Some call it
Sanctuary.

ODIN mutters the following line to himself. No one else hears.

ODIN
(softly)
Thanos.

Momentary silence.

DESYLVA
He showed me where he was, and he has
the tracker-bot I sent after him, so
Heimdall should be able to lock on to
him.

VOLSTAGG
It is impossible. The Bifrost is gone.

DESYLVA
Is it?

FANDRAL
Yes. There is nothing to power the...

DESYLVA
We can use this.

DESYLVA holds up a pendant. Everyone looks at it.

THOR
(confused)
A pendant? How can...

DESYLVA
It is more than just a pendant.

DESYLVA places it on the table near them. They all gather around. DESYLVA places her hand on the pendant. It changes into a glowing yellow crystal. ODIN raises an eyebrow.

ODIN (VO)
(thought)
Is that what I think it is?

THOR
What is that?

DESYLVA
Not really sure. Loki and I found it
100 years ago. He said it could open
the Bifrost.

ODIN
Where did you find...

DESYLVA
We don't have much time. We must act
now.

DESYLVA picks up the crystal.

THOR
Des, this is...

DESYLVA
Loki needs us. He needs to come home.
I sensed something in him when we
spoke. I'm afraid if we don't get him
home soon, we could lose him forever.
I...

FRIGGA
She is right. I too sensed something
in Loki.

FRIGGA and THOR look at ODIN.

THOR

Father?

ODIN

If that crystal is what I think it is,
it might just work.

DESYLVA

(very sure)
Oh, it will work.

ODIN

(nod)
Okay.

DESYLVA smiles. ODIN looks at THOR.

ODIN (cont'd)

Bring the crystal to Heimdall. He will
know what to do.

DESYLVA nods a "thank-you" to ODIN. She turns to leave. ODIN
looks at THOR.

ODIN (cont'd)

Go with her.

THOR

(nod)
Yes father.

THOR follows DESYLVA. FRIGGA calls to DESYLVA.

FRIGGA

Desylva.

DESYLVA looks at FRIGGA.

FRIGGA (cont'd)

When you get back, we need to talk.

DESYLVA

(nod)
Yes, my Queen.

DESYLVA and THOR leave. ODIN dismisses The Warriors Three.
Once they have left, ODIN looks to FRIGGA.

(CONTINUED)

ODIN

(curious)

What do you want to talk to Desylva about?

FRIGGA

She has always been there for Loki. He will need her now more than ever. She may be the only one able to bring him back from the darkness that I've seen growing inside of him.

ODIN

I'm afraid Loki may already be lost to us.

FRIGGA

They are bonded. If anyone can save him, she can.

ODIN gives her a doubting look.

CUT TO:

51 INT: HALLWAY

THOR and DESYLVA are walking down a hall.

DESYLVA

Did I do something wrong?

THOR

What do you mean?

DESYLVA imitates FRIGGA.

DESYLVA

"When you get back, we need to talk."

THOR

I'm sure mother means you no harm.

DESYLVA

Really? Because I can count the number of conversations I've had with your mother in the last 412 years. And it is not that high.

(CONTINUED)

THOR stops walking. DESYLVA stops walking. THOR leans on the wall and looks at her.

THOR

She knows how much you care for Loki.

DESYLVA

Care? I more than "care" for Loki, Thor. I love him.

THOR

And he loves you.

DESYLVA gives THOR a look.

THOR (cont'd)

He accepted YOUR contact and refused hers.

DESYLVA thinks.

DESYLVA

That's because I have a connection to him that she does not.

(beat)

She was reaching out to Loki of Asgard. The Jotun inside him refused the connection. I reached out to Loki. I am bonded to him. The Jotun in him could not deny that connection. He let me in.

THOR considers what she said.

THOR

Mother probably just wants to make sure you will stand by him when...

DESYLVA

I'd do anything for him. She, more than anyone, knows that. I'm not leaving him. I love him.

THOR

Good. Then let's stop talking and bring him home.

THOR smiles, stops leaning on wall, and continues down the hall. DESYLVA follows. They walk on in silence for a few moments.

DESYLVA

I'm worried Thor. Really worried. The look in his eyes when...

THOR looks at her.

THOR

You SAW him?

DESYLVA

Yes. The look. It was... I can't explain it. We need to get him home. Fast. I just hope we are not too late.

They turn a corner. THOR senses something in the way she says, "too late".

THOR

There's something else.

(beat)

Something you didn't want to say back...

DESYLVA

(skeptically)

I "saw" something.

THOR

(confused)

What?

DESYLVA

I'm not sure what it was. Or if it was real. It just flashed in Loki's mind.

THOR

What was it?

DESYLVA

It looked like an army.

THOR

An army?

DESYLVA

Yes.

(beat)

Of creatures I've never seen before.

THOR

(raise eyebrow)

Who would...

DESYLVA

I don't know. Could be the Chitauri.

Have you ever met a Chitauri?

THOR doesn't answer her. DESYLVA's not sure if he knows something or not.

DESYLVA (cont'd)

(pleadingly)

Thor. We need to get him home.

(beat)

I need to get him back. He needs me. I know it.

They walk on.

CUT TO:

CHITAUURI SPACE

52 EXT: SANCTUARY

LOKI is pacing, tossing the tracker-bot. The scepter is on the ground in front of him.

LOKI

Come on D. You can do it. I know you can.

LOKI continues pacing. He keeps looking around, making sure THANOS or THE OTHER do not see him.

JUMP TO:

53 EXT: ELSEWHERE ON SANCTUARY

THANOS and THE OTHER are talking.

(CONTINUED)

THANOS

The Mind Stone has been searching for
The Tesseract. They are linked. It
won't be long before they connect and
open a portal.

THE OTHER

The young prince is ready.

THANOS

Good.

CUT TO:

ASGARD

54 INT: OBSERVATORY

HEIMDALL

Yes. It could work.

(beat)

The passage would only be open for a
few moments though.

DESYLVA

That's all we will need.

(beat)

Loki is waiting, and he has a tracker-
bot.

HEIMDALL

Then let's bring him home.

CUT TO:

CHITAUURI SPACE

55 A-1 EXT: SANCTUARY

THE OTHER is talking to THANOS.

THE OTHER

The Tesseract has awakened. It is on a
little world, a human world. They
would wield its power, but our ally
knows its workings as they never will.

(MORE)

(CONTINUED)

THE OTHER (VO) (CONT'D)

(beat)

He is ready to lead. And our force,
our Chitauri, will follow.

(beat)

The world will be his. The universe
yours. And the humans, what can they
do but burn?

JUMP TO:

56 EXT: ELSEWHERE ON SANCTUARY

LOKI is now holding the scepter, admiring it. The Bifrost
opens. LOKI smiles.

LOKI

That's my girl.

LOKI runs into the vortex.

CUT TO:

57 EXT: ELSEWHERE ON SANCTUARY

THANOS and THE OTHER see the beam. THANOS assumes that The
Tesseract has opened the portal.

THANOS

So, it begins.

(beat)

Have the Chitauri ready to attack when
he calls them.

THE OTHER nods and walks off.

JUMP TO:

ASGARD

58 INT: OBSERVATORY

HEIMDALL

Got him.

THOR

Bring him home Heimdall.

(CONTINUED)

DESYLVA and THOR smile. THOR looks at DESYLVA. His first instinct is to hug her, but he stops himself.

THOR (cont'd)

You did it.

DESYLVA looks at THOR.

DESYLVA

I told you I would find him.

HEIMDALL gets a concerned look on his face.

HEIMDALL

We may have a problem.

THOR and DESYLVA look at HEIMDALL.

THOR

What do you mean?

HEIMDALL

We appear to be getting interference.

DESYLVA

What?

CONTINUE TO SPLIT SCREEN:

ASGARD / SPACE

59 SPLIT SCREEN: INT: OBSERVATORY / EXT: SPACE

Left side: The conversation in the Observatory plays out.

Right side: We see first just our Bifrost beam. Then as the conversation progresses, we see the other beam arrive, and intersect our beam. Then when the crystal explodes, we see our beam vanish and the other beam continue.

HEIMDALL

Another passage is intersecting ours.

THOR

Is that even possible?

HEIMDALL

It would appear so.

(CONTINUED)

THOR

Well don't lose him. We...

The crystal explodes. Shattering into a million pieces. The connection is lost.

CONTINUE TO SINGLE SCREEN:

ASGARD

60 INT: OBSERVATORY

DESYLVA

No!

THOR looks at HEIMDALL.

THOR

Where was the other signal coming from?

HEIMDALL turns and looks at THOR.

HEIMDALL

Midgard.

DESYLVA / THOR

Midgard?

HEIMDALL

Yes.

DESYLVA and THOR give each other a look then look back at HEIMDALL.

CONTINUE TO SPLIT SCREEN:

ASGARD / MIDGARD

61 SPLIT SCREEN: INT: OBSERVATORY / INT: PEGASUS BASE

Right Side: PEGASUS Base -- The Tesseract's energy forms into a cloud that reaches the top of the facility's vacuum chamber ceiling. It's abnormally quiet. Then, heavy breathing is heard from the platform. S.H.I.E.L.D guards slowly approach, weapons in hands. A figure is kneeling on the platform, smoke coming off it. It's LOKI.

(CONTINUED)

Left side: Observatory -- The conversation continues in the Observatory as the PEGASUS BASE scene plays out on the right.

DESYLVA

How is that possible?

(beat)

They don't have anything that power...

THOR interrupts, momentarily forgetting that the Bifrost is gone.

THOR

Send me there.

HEIMDALL gives THOR an "And how do you suppose I do that" look. THOR understands.

DESYLVA

So close. We were so close.

DESYLVA turns and starts to head out.

HEIMDALL

Desylva.

DESYLVA turns and looks at HEIMDALL.

HEIMDALL (cont'd)

I can see him.

(beat)

He is alive. On Midgard.

DESYLVA

(smile)

Now we just need to find a way to get him home.

DESYLVA turns and continues out. THOR looks at HEIMDALL. He can tell he is concerned.

THOR

There is more isn't there?

HEIMDALL

Yes.

THOR can tell it is bad news.

HEIMDALL (cont'd)

Tell your father...

(beat)

...the Tesseract has been activated.

THOR flies off to get ODIN. HEIMDALL looks back toward Midgard and "sees" the Chitauri warriors. He wonders what they are.

CONTINUE TO SINGLE SCREEN:

MIDGARD

62 A-2 INT: PEGASUS - VACUUM CHAMBER

LOKI is smiling in his mischievous manner. He raises his head. The smile dies down. He looks deep into the eyes of FURY, BARTON, and SELVIG. He stands, holding the scepter.

FURY

Sir, please put down the spear!

LOKI looks at his scepter. Then, suddenly, points it at where FURY and BARTON are standing, and shoots out a blue exploding light towards them.

BARTON tackles FURY to the ground as LOKI's blast goes past them.

Guards open fire on LOKI but the bullets bounce off him. LOKI jumps high from the platform and attacks. In the blink of an eye, LOKI takes down several guards with his knives and energy blasts from the scepter. He stops and waits to see who will attack next. BARTON tries to stand up. LOKI quickly runs towards him. BARTON tries to raise his gun, but LOKI grabs BARTON's hand. LOKI looks at BARTON.

LOKI

You have heart.

LOKI points the tip of the scepter at BARTON's heart. BARTON's eyes go black, then glow blue. LOKI is now in control of BARTON's mind. BARTON puts away his gun and stands straight.

As LOKI proceeds to take over several S.H.I.E.L.D personnel, FURY takes the Tesseract, placing it back into its case and tries to leave. LOKI notices.

(CONTINUED)

LOKI (cont'd)

Please don't. I still need that.

FURY turns to LOKI.

FURY

This doesn't have to get any messier.

LOKI

Of course it does. I've come too far for anything else. I am Loki, of Asgard...

SELVIG recognizes the name.

LOKI (cont'd)

...and I am burdened with glorious purpose.

SELVIG

Loki, brother of Thor.

LOKI looks at SELVIG. FURY realizes that LOKI is an Asgardian.

FURY

We have no quarrel with your people.

LOKI looks back to FURY.

LOKI

An ant, has no quarrel, with a boot.

FURY

You planning to step on us?

LOKI

I come with glad tidings...

LOKI turns and walks toward SELVIG. Then turns to face FURY.

LOKI (cont'd)

...of a world made free.

FURY

Free from what?

LOKI

Freedom.

(beat)

Freedom is life's great lie. Once you accept that, in your heart...

LOKI turns fast to face SELVIG who is behind him and places the tip of the scepter against SELVIG's heart. SELVIG's eyes go black, then glow blue. SELVIG gasps.

LOKI (cont'd)

You will know peace.

FURY

Yeah, you say peace, I kind of think you mean the other thing.

From the vacuum chamber ceiling, the Tesseract's energy cloud rapidly builds. BARTON heads over to LOKI.

BARTON

Sir, Director Fury is stalling. This place is about to blow. Drop a hundred feet of rock on us. He means to bury us.

FURY

Like the pharaohs of old.

SELVIG

He's right. The portal is collapsing in on itself. You got maybe two minutes before this goes critical.

LOKI

Well then...

LOKI looks at BARTON. Without hesitation, BARTON draws his gun and shoots FURY. FURY groans and falls to the ground. LOKI, BARTON, SELVIG, and others, head out. BARTON grabs the case containing the Tesseract and hands it to SELVIG.

LOKI momentarily doubles over like he's just been punched in the stomach. It's only for a moment, and he quickly recovers. It's as if he is reacting to some internal conflict.

CUT TO:

(CONTINUED)

63 A-3 INT: ENTRANCE OF EXIT TUNNEL

BARTON, SELVIG, LOKI, and the others, arrive in the parking area. AGENT HILL sees them enter.

BARTON
(to Hill)
Need those vehicles.

LOKI gets in the bed of a truck. SELVIG goes to the passenger side. As LOKI is getting into the bed, he gets that discomforting look again. Almost like he is again reacting to some internal conflict.

HILL
(referring to Loki)
Who's that?

BARTON
(lie)
They didn't tell me.

BARTON heads for the driver's side of the truck. LOKI looks very uncomfortable, like he's about to be sick. SELVIG gets into the front passenger side. HILL suspiciously looks at them as they get into a truck. She turns to walk away when FURY calls her over the walkie talkie.

FURY (VO)
Hill...

LOKI and BARTON sharply look at HILL.

FURY (VO) (cont'd)
Do you copy?

HILL looks down at her walkie talkie.

FURY (VO) (cont'd)
Barton has turned.

HILL turns to shoot at BARTON, but he is already pointing his gun at her and starts shooting. He moves to the driver's seat of the truck and drives off. A car follows. HILL keeps shooting, then gets into a jeep and follows BARTON's truck.

CONTINUE TO:

(CONTINUED)

64 A-4 INT: TUNNEL

Loki's vehicles screech across the tunnel. Several S.H.I.E.L.D trucks pull up to them.

A drive-by shooting ensues.

LOKI uses his scepter to emit energy blasts, flipping over several pursuing vehicles.

HILL's jeep roars out of a side tunnel in front of BARTON's truck. She races ahead and then pulls her brake, swerving into a 360, facing BARTON's truck.

BARTON crashes into it and pushes it. HILL is now driving in reverse. BARTON's arm reaches out the open window and opens fire.

HILL shoots out her windshield and opens fire on BARTON's truck. After a few shots, BARTON pushes her JEEP out of the way and races off. HILL follows.

CUT TO:

65 A-5 INT: VACUUM CHAMBER

The Tesseract's energy cloud now shrinks into a small ball of white light and...

CONTINUE TO:

66 A-6 EXT: IN THE SKY LOOKING DOWN AT THE FACILITY

A cloud of blue light consumes the entire facility and parts of the desert. The entire facility swallows into itself.

CUT TO:

67 A-7 INT: TUNNEL

The blast wave causes the tunnel to cave in. HILL's jeep is nearly trapped under a blanket of falling rock. BARTON's truck manages to escape the tunnel.

CONTINUE TO:

(CONTINUED)

68 A-8 EXT: ROAD

BARTON's truck drives into the desert landscape. FURY's helicopter roars over BARTON's truck. LOKI looks up. He sees the chopper's door open and sees FURY standing there holding a gun. FURY starts to fire on the truck. LOKI points his scepter toward the chopper and fires. The chopper crashes.

JUMP TO:

NEXT DAY (MAY 2ND)

ASGARD

69 P5 - INT: OBSERVATORY

THOR and ODIN are standing in the Observatory. HEIMDALL addresses ODIN.

HEIMDALL

I've found him. On earth. ... And the mortals had the Tesseract. But Loki has taken it from them.

THOR

Loki means to take his revenge on me by hurting those I've sworn to protect. I have to stop him.

HEIMDALL

The Observatory is not yet complete. And without the Bifrost...

ODIN

There is another way.

HEIMDALL and THOR look at ODIN.

JUMP TO:

MIDGARD

70 A-9 INT: UNDERGROUND LAB

Several soldiers under LOKI's mind control are running around, preparing to do whatever Loki asks them to. BARTON heads to SELVIG.

(CONTINUED)

CAMERA PANS OFF TO AN EMPTY SECTION WHERE LOKI IS SITTING ON THE GROUND.

LOKI has his legs crossed and is holding the scepter. He takes a deep breath, closes his eyes, and mentally contacts THE OTHER.

FADE INTO:

CHITAUURI SPACE (SANCTUARY)

71 AE-10 EXT: SANCTUARY

LOKI projects an image of himself, wearing his horned helmet and armor. THE OTHER is standing in front of a rock structure.

THE OTHER

The Chitauri grow restless.

LOKI

Let them gird themselves. I will lead them in the glorious battle.

THE OTHER

Battle?

THE OTHER and LOKI walk around.

THE OTHER (cont'd)

Against the meager might of Earth?

LOKI

Glorious, not lengthy. If your force is as formidable as you claim.

LOKI looks at THE OTHER. THE OTHER snaps at him.

THE OTHER

You question us? You question *HIM*? He, who put the scepter in your hand? Who gave you ancient knowledge and new purpose when you were cast out, defeated?

LOKI glares at THE OTHER.

(CONTINUED)

LOKI

I was a king! The rightful king of Asgard! Betrayed!

THE OTHER

No doubt you will fare better on Earth.

LOKI

They are a lost people. They mistake selfishness for spirit. When the sky falls, it will be every man for himself.

THE OTHER

How will you rule them then?

LOKI

Unmercifully.

THE OTHER

Your ambition is little and born of childish need. We look beyond the Earth to greater worlds the Tesseract will unveil.

LOKI

You don't have the Tesseract yet.

THE OTHER runs over to attack him but stops as LOKI points the scepter at him.

LOKI (cont'd)

I don't threaten. But until I open the doors, until your force is mine to command, you are but words.

THE OTHER

You will have your war, Asgardian. If you fail...

THE OTHER circles LOKI.

THE OTHER (cont'd)

...if the Tesseract is kept from us, there will be no realm, no barren moon...

THE OTHER stops behind LOKI.

THE OTHER (cont'd)
...no crevice where he can't find you.
You think you know pain? He will make
you long for something sweet as pain.

THE OTHER places his hand on the side of LOKI's head and...

RETURN TO:

MIDGARD

72 A-11 INT: LOKI'S BASE

...LOKI comes out of the trance. He groans and opens his eyes.
LOKI looks around, menacingly.

JUMP TO:

NEXT DAY (MAY 3RD)

73 AE-12 INT: VACUUM ROOM

SELVIG and several scientists work around a CMS device. BARTON
walks in holding a tablet. Two scientists walk in carrying
equipment.

SELVIG
Put it over there.
(to Barton)
Where did you find all these people?

BARTON
S.H.I.E.L.D has no shortage of
enemies, doctor.

BARTON holds up the tablet, showing the screen to SELVIG.

THE SCREEN SHOWS INFORMATION ON IRIDIUM AND A DR. HEINRICH
SCHOFER.

BARTON (cont'd)
(re: Iridium)
Is this the stuff you need?

SELVIG looks at screen.

(CONTINUED)

SELVIG

Yeah, iridium. It's found in meteorites. It forms anti-protons. It's very hard to get hold of.

BARTON

Especially if S.H.I.E.L.D knows you need it.

SELVIG stresses the word "I" in his next line.

SELVIG

Well, I didn't know!

SELVIG sees LOKI coming. BARTON types information on the tablet.

SELVIG (cont'd)

(to Loki)

Hey! This is wonderful. The Tesseract is showing me so much. It's more than knowledge, it's truth.

LOKI

I know. It, ah, it touches everyone differently.

SELVIG nods.

LOKI (cont'd)

What did it show you, Agent Barton?

BARTON

My next target.

SELVIG looks at BARTON.

SELVIG

(laugh)

Stick in the mud.

SELVIG looks at LOKI.

SELVIG (cont'd)

He's got no soul.

SELVIG looks at BARTON.

SELVIG (cont'd)

No wonder you chose this, this tomb,
to work in.

BARTON

Well the Raddison doesn't have three
levels of lead lined flooring between
S.H.I.E.L.D and that cube.

LOKI looks at BARTON.

LOKI

I see why Fury chose you to guard it.

LOKI and BARTON start walking.

BARTON

We're gonna have to contend with him,
sir. As long as he's in the air, I
can't pin him down. And he'll be
putting together a team.

LOKI

Are they a threat?

BARTON

To each other more than likely. But if
Fury can get them on track, and he
might, they could throw some noise our
way.

LOKI

You admire Fury.

BARTON

He's got a clear line of sight.

LOKI says line as he walks past BARTON.

LOKI

Is that why you failed to kill him?

BARTON stops.

BARTON

It might be. I was disorientated.

LOKI stops and turns to face BARTON.

BARTON (cont'd)
And I'm not at my best with a gun.

LOKI
I want to know everything you can tell
me about this team of his.
(beat)
I would test their mettle.
(beat)
I am weary of scuttling in shadow. I
mean to rule this world. Not burrow in
it.

BARTON
It's a risk.

LOKI
(smile)
Oh yes.

BARTON
If you're set on making yourself
known, could be useful.

LOKI
Tell me what you need.

BARTON goes over to his bow case and removes his bow.

BARTON
I need a distraction.

BARTON looks at LOKI.

BARTON (cont'd)
And an eyeball.

JUMP TO:

74 INT: OFFICE LIKE ROOM

LOKI and BARTON are alone. LOKI is leaning on a desk and BARTON is standing in front of a white board with pictures of ROGERS, STARK, BANNER, and WIDOW. (Both in costume and out.) BARON has

(CONTINUED)

their names written under their photos and is filling LOKI in on who they are. LOKI is absorbing the information.

LOKI

And this is the team you think Fury will put together.

BARTON

Yes. I've heard him mention putting a team together and these are the players he wants.

LOKI puts to the photos of Tony Stark and Iron Man.

LOKI

Stark? Any relation to Howard Stark?

BARTON raises an eyebrow wondering how LOKI knows Howard.

BARTON

Howard was his father. You knew him?

LOKI

I knew *OF* him. He was quite a remarkable man.

BARTON

Yes, he was.

LOKI

I kept my eye on him when he found the Tesseract. I told my f... Odin, then that we should bring it back to Asgard, but he didn't agree.

LOKI goes quiet. BARTON notices he looks lost in thought.

BARTON

Sir, are you okay?

LOKI snaps back to attention.

LOKI

Fine.

LOKI points to the photos of Steve Rogers and Captain America.

LOKI (cont'd)
He worked with Howard Stark.

BARTON
(nods)
Steve Rogers. Also known as Captain America. Howard Stark created a serum that turned Rogers in a super-soldier.

LOKI points to the photos of Bruce Banner and The Hulk.

LOKI (cont'd)
What's his story?

BARTON looks at the board. He points to the photo of Bruce Banner.

BARTON
This is Bruce Banner.
(point to Hulk)
This is what he becomes when he gets mad.

LOKI
Interesting.

LOKI get a look. You can tell he is starting to form a plan in his head. LOKI looks at the last set of photos. Natasha Romanoff and Black Widow.

LOKI (cont'd)
Natasha. What's her story?

BARTON stares at the photos. When LOKI doesn't get a response, he turns to BARTON and sees the look in his eyes.

LOKI (cont'd)
She won't be a problem, will she?

BARTON
No sir. I can handle her.

LOKI
You sure?

BARTON
We have history, sir.

LOKI is intrigued.

LOKI

Tell me.

BARTON takes a breath and prepares to tell LOKI all about Natasha.

JUMP TO:

SEVERAL HOURS LATER

75 A-13 EXT: STUTTGART MUSEUM, GERMANY

LOKI is standing in front of the museum. He is dressed in 21st century attire. The scepter is disguised as a cane. He walks up to the entrance.

CONTINUE TO:

76 A-14 INT: MUSEUM

A lavish gala is taking place. There is an orchestra playing. The music is interrupted as Dr. Heinrich SCHOFER walks up to the microphone.

LOKI enters on the upper level. He looks down and heads to the stairs. He descends the stairs to where SCHOFER is. As he makes it down and near the stage, he flips his cane. The guard notices him and pulls his gun. LOKI slaps him across the side of the head with the cane.

Chaos erupts. Guests begin to run from the museum. LOKI grabs SCHOFER and flips him over onto a marble table of the mythological creatures Bilchsteim. LOKI pulls out an optical torture device. He plunges it down on SCHOFER's eye. SCHOFER screams and twists in pain.

Everyone starts running from the building.

After a few moments, LOKI removes the device and casually heads out. As he walks a yellow glow emanates around him and he changes his attire. He is now wearing his horned helmet and his green and gold armor.

CONTINUE TO:

(CONTINUED)

77 A-15 EXT: MUSEUM

As the crowd runs away, LOKI slowly walks out. The police arrive. With no hesitation, LOKI blasts the cars, flipping them over and over. He yells to the people.

LOKI
Kneel before me!

The crowd ignores him. Another LOKI appears, blocking the crowd. LOKI after LOKI appears. They all grin as they raise their scepters, encircling the crowd.

LOKI (cont'd)
I said...

All LOKIs tap the ground with their scepter.

LOKI (cont'd)
(yell)
KNEEL!!!

Everyone becomes quiet and kneels in front of him. LOKI embraces his arms out and smiles.

LOKI (cont'd)
Is not this simpler?
(beat)
Is this not your natural state?

LOKI points the scepter out in front of himself. And then lowers it as he speaks, walking through the crowd.

LOKI (cont'd)
It's the unspoken truth of humanity,
that you crave subjugation. The bright
lure of freedom diminishes your life's
joy in a mad scramble for power...
(beat)
...for identity.
(beat)
You were made to be ruled. In the end,
you will always kneel.

As the words resonate to the kneeling crowd, an elder German gentleman, slowly rises. He looks at LOKI. LOKI looks at him.

(CONTINUED)

ELDER MAN

Not to men like you.

LOKI

(smirk)

There are no men like me.

ELDER MAN

There are always men like you.

LOKI slowly rises the scepter.

LOKI

Look to your elder, people.

The scepter starts to power up.

LOKI (cont'd)

Let him be an example.

LOKI is about to execute him with his scepter as the light glows blue. Just as the beam shoots out, CAPTAIN AMERICA arrives. CAPTAIN AMERICA dives in just in time, deflects the blast with his shield, and knocks LOKI down.

ROGERS

You know, the last time I was in Germany and saw a man standing above everyone else, we ended up disagreeing.

LOKI stands up. He remembers BARTON mentioning this guy.

LOKI

The soldier. A man out of time.

ROGERS

I'm not the one who's out of time.

A Quinjet appears behind ROGERS. It points its machine guns at LOKI. WIDOW's voice is heard over the loudspeaker.

WIDOW (VO)

Loki, drop the weapon and stand down.

In a flash, LOKI fires at the Quinjet. WIDOW maneuvers it just in time giving ROGERS the time to throw his shield at LOKI.

(CONTINUED)

A fight breaks out.

LOKI flings ROGERS to the ground. ROGERS throws his shield, but LOKI swats it away. ROGERS is knocked down by LOKI. LOKI stands over ROGERS and points the scepter tip on ROGERS' helmet.

LOKI

Kneel.

ROGERS

Not today.

ROGERS flips and knocks LOKI out with his leg. LOKI grabs him and flips him over. Suddenly AC/DC's "Shoot to thrill" is heard blasting over the Quinjet's loudspeaker. Both ROGERS and LOKI look up and see STARK's Iron Man arriving. STARK blasts LOKI right back to the ground. STARK lands and pulls out every piece of weaponry the suit has. ROGERS walks over to STARK. STARK addresses LOKI.

STARK

Make your move, "Reindeer Games".

LOKI puts up his hands and surrenders. A glow emanates around him, and his armor goes away. STARK retracts his weapons.

STARK (cont'd)

Good move.

The Quinjet arrives behind ROGERS and STARK.

ROGERS

Mr. Stark.

STARK

Captain.

ROGERS and STARK are just staring at LOKI who is staring back.

JUMP TO:

ASGARD

78 P6 - INT: PALACE ROOM

THOR and ODIN are walking.

(CONTINUED)

THOR

Father, if there is a way to travel
between worlds without the Bifrost,
why did you not tell me?

ODIN

There are a great many things I do not
tell you.

(softly)

And there are some things I wish I did
not know of.

THOR

(understandingly)

You speak of Dark Energy.

(raise eyebrow)

You can harness it?

ODIN

Yes. But not without a cost...

THOR

Father, your health.

ODIN

...to both of us.

THOR

Ah.

ODIN

I will transport you to Midgard.
Retrieve the Tesseract at all costs.
Only with its power can we rebuild the
Bifrost.

ODIN looks at THOR.

ODIN

Bring it, and Loki, home.

THOR

I will.

ODIN

So be it.

(CONTINUED)

ODIN harnesses the Dark Energy through Gungnir and sends THOR to Midgard.

JUMP TO:

MIDGARD

79 A-16 INT: QUINJET - HELM

WIDOW is at the helm. She is watching the skies. Thunder, coming out of nowhere, is heard outside. ROGERS and STARK are standing at the opening from the back to the cockpit. They are behind WIDOW. FURY speaks over the headset.

FURY (VO)

Is he saying anything?

WIDOW

Not a word.

CONTINUE TO:

80 A-16 (CONT'D) INT: BACK OF JET

ROGERS and STARK are standing near the entry to cockpit. LOKI is in a chair near the ramp door.

FURY (VO)

Just get him here. We're low on time.

ROGERS softly mutters to STARK.

ROGERS

I don't like it.

LOKI watches everyone, thinking. STARK looks to ROGERS. (Note: "What" refers to ROGER's line above, and "Rock of Ages" refers to LOKI.)

STARK

What, Rock of Ages giving up so easily?

ROGERS

I don't remember it being that easy.

(indicate Loki)

This guy packs a wallop.

(CONTINUED)

STARK
(re: Rogers)
Still, you are pretty spry, for an
older fellow.

STARK looks at ROGERS.

STARK (cont'd)
What's your thing? Pilates?

ROGERS
What?

STARK
It's like calisthenics. You might have
missed a couple things, you know,
doing time as a Capsicle.

ROGERS looks at STARK.

ROGERS
Fury didn't tell me he was calling you
in.

STARK
Yeah, there's a lot of things Fury
doesn't tell you.

The thunder and lightning outside are getting rough. A loud
clap makes the jet shake violently. LOKI starts to look uneasy.

WIDOW
Where's this coming from?

Thunder rumbles overhead. LOKI stares out the windows in the
roof intently. ROGERS and STARK notice.

ROGERS
What's the matter? Scared of a little
lightning?

LOKI
I'm not overly fond of what follows.

LOKI looks around. ROGERS and STARK look confused.

CONTINUE TO:

(CONTINUED)

81 A-17 EXT: QUINJET

A blinding light hits the jet.

CONTINUE TO:

82 A-18 INT: QUINJET

A thud is heard on the roof. LOKI looks at the roof. So do ROGERS and STARK. STARK grabs his helmet and puts it on. He opens the hanger doors.

ROGERS

What are you doing?

STARK heads for the opening. THOR lands on the ramp. LOKI gets and "oh no" look on his face. THOR enters. STARK is about to blast him. THOR sends him flying. THOR grabs LOKI by the throat and flies out.

JUMP TO:

83 A-19 EXT: MOUNTAIN LEDGE

THOR throws LOKI into the side of the mountain. As they crash onto the ledge, two ravens fly by. THOR raises Mjolnir and looks down at his brother.

THOR

Where is the Tesseract?

LOKI

(laugh)

I missed you too.

THOR

Do I look to be in a gaming mood?

LOKI starts to rise as he says line.

LOKI

Oh, you should thank me. With the Bifrost gone how much dark energy did the *Allfather* have to muster to conjure you here? To your precious Earth.

(CONTINUED)

THOR drops Mjolnir causing the mountain to quake. He helps LOKI get up.

THOR
I thought you dead.

LOKI
Did you mourn?

THOR
We all did. Our father...

LOKI raises a finger between him and THOR.

LOKI
Your father.

THOR lets LOKI go. LOKI walks past him as he says line.

LOKI (cont'd)
He did tell you my true parentage, did he not?

THOR watches LOKI walk off.

THOR
We were raised together...

THOR follows LOKI.

THOR (cont'd)
...we played together, we fought together. Do you remember none of that?

LOKI turns to face THOR.

LOKI
I remember a shadow.
(beat)
Living in the shade of your greatness.

LOKI and THOR share a look.

LOKI (cont'd)
I remember you tossing me into an abyss. I who was and should be king!

THOR

(angry)

So, you take the world I love as recompense for your imagined slights? No. The Earth is under my protection, Loki.

LOKI

(laugh)

And you're doing a marvelous job with that. The humans slaughter each other in droves, while you idly fret. I mean to rule them. And why should I not?

THOR

You think yourself above them?

LOKI

Well, yes.

THOR

Then you miss the truth of ruling, brother. A throne would suit you ill.

LOKI angrily shoves THOR aside and walks back up the ledge. As LOKI is walking, the two ravens fly by again, cawing as they pass. LOKI talks as he walks. THOR follows him.

LOKI

I've seen worlds you've never known about! I have grown...

LOKI reaches the edge and turns to THOR.

LOKI (cont'd)

...Odinson, in my exile! I have seen the true power...

LOKI heads to THOR as he continues speaking.

LOKI (cont'd)

...of the Tesseract, and when I wield it...

THOR

Who showed you this power? Who controls the would-be-king?

LOKI

I am a King!

THOR

(grab Loki)

Not here! You give up the Tesseract!
You give up this poisonous dream!

THOR looks at LOKI pleadingly.

THOR (cont'd)

You come home.

For a moment THOR thinks LOKI might actually be listening to him. LOKI smiles and gives a half laugh. He nods his head.

LOKI

I don't have it.

THOR lets him go, mad. He raises a hand and summons Mjolnir.

LOKI (cont'd)

You need the cube to bring me home,
But I've sent it off I know not where.

THOR

You listen well, brother.

THOR is knocked off the mountain by IRON MAN. LOKI stays looking at the spot THOR was just at.

LOKI

(raise eyebrow)
I'm listening.

LOKI walks over to the edge and sees THOR and IRON MAN crash into the forest. LOKI sits down and watches in amusement as THOR and IRON MAN battle it out.

JUMP TO:

A FEW HOURS LATER

84 A-20 INT: HELICARRIER HALLWAY

Dozens of S.H.I.E.L.D police escort LOKI down a hall. LOKI is in handcuffs and smiling. As they pass the lab, BANNER stops

(CONTINUED)

working on the scepter and looks up. LOKI eyes him as he walks past, nodding and smiling. So that was the infamous Bruce Banner that Barton mentioned. BANNER removes his glasses and rubs his eyes.

JUMP TO:

85 A-21 INT: DETENTION SECTION

LOKI is now free from his cuffs and is being contained in a large glass cell held by hydraulic rigs.

FURY walks up to the control panel of the cell.

FURY

In case it's unclear. You try to escape, if you so much as scratch that glass...

FURY presses a button which opens up a hatch underneath the cell. LOKI peers as much as he can from the glass.

FURY (cont'd)

Thirty Thousand feet, straight down in a steel trap. You get how that works.

FURY closes the hatch and points at LOKI.

FURY (cont'd)

Ant.

FURY points at the button that he pressed.

FURY (cont'd)

Boot.

LOKI

(smirk)

It's an impressive cage. Not built, I think, for me.

FURY

Built for something a lot stronger than you.

LOKI

Oh. I've heard.

(CONTINUED)

LOKI looks into the security camera that he knows is recording this.

LOKI (cont'd)

The mindless beast makes play he's still a man. How desperate are you,
(turn to Fury)
that you call upon such lost creatures to defend you?

FURY

How desperate am I? You threaten my world with war. You steal a force you can't hope to control. You talk about peace, and you kill 'cause it's fun. You have made me very desperate. You might not be glad that you did.

LOKI

Ooh. It burns you to come so close. To have the Tesseract, to have power, unlimited power. And for what?

LOKI smiles and looks at the security camera again.

LOKI (cont'd)

A warm light for all mankind to share.
(turn to Fury)
And then to be reminded what real power is.

FURY

(smile)
Well, let me know if *Real Power* wants a magazine or something.

FURY walks off leaving LOKI in his glass cell. LOKI looks back at the camera, smirking.

JUMP TO:

NEXT DAY (MAY 4TH)

86 INT: LOKI'S CAGE/CELL

LOKI is pacing. DESYLVA appears in the cell.

(CONTINUED)

DESYLVA

Loki.

LOKI turns to her. She looks at the security camera and makes a gesture, blocking the feed to the camera. Anyone watching will just see an image of LOKI pacing. LOKI goes over to her and hungrily kisses her. It has been so long since he has felt her touch. He longs for it. He longs for her. After a few moments they break the kiss. DESYLVA looks at him, trying to figure out what he's up to. LOKI can tell she has a million questions.

DESYLVA (cont'd)

What are you doing?

LOKI

What I have to.

DESYLVA

Why?

He really doesn't want to get into it with her right now.

DESYLVA (cont'd)

You don't HAVE to do this. You can still come home.

LOKI

Not until I...

DESYLVA gives him a pleading look.

LOKI realizes that as much as he wants to leave with her, he can't. He doesn't understand why he feels that way. He doesn't realize he is being manipulated and controlled.

DESYLVA

Loki, please I...

LOKI

I'm sorry, D.

DESYLVA gives him a look. She is about to say something when he severs the link with her. She vanishes. He is alone again.

JUMP TO:

(CONTINUED)

ASGARD

87 INT: LOKI & DESYLVA'S SUITE

DESYLVA abruptly comes out of her trance, almost like she was pushed. She opens her eyes and realizes she is back.

DESYLVA

What the...

(beat)

Why? You've never forced me away before. ... What is it you are hiding? What don't you want me to know?

DESYLVA thinks. After a few moments she thinks of something.

DESYLVA (cont'd)

Greg.

DESYLVA opens her hand and the SCU that GREG gave her at Galacticon appears in her hand.

DESYLVA (cont'd)

S.H.I.E.L.D! ... They have Loki.

She examines the SCU.

DESYLVA (cont'd)

Primitive device. But...

(beat)

with a few modifications, I could link it to the tracker bot's communications system.

DESYLVA rises off the floor.

JUMP TO:

MIDGARD

88 INT: S.H.I.E.L.D HELICARRIER - LAB

BANNER and STARK are hovering over the Chitauri Scepter. THOR is watching LOKI on a holo vid screen. WIDOW is watching BANNER.

PAN TO:

(CONTINUED)

89 INT: FOCUS ON THOR

THOR is lost in thought thinking about LOKI. He is brought out of his thoughts, when he sees LOKI clench his fists, sending an energy burst to the floor. THOR is not sure why, but he thinks of Desylva.

THOR
(mutter)
Des?

THOR raises his hand to the holovid and rewinds the footage. He notices the two flashes. WIDOW happens to look at THOR and wonders what he is doing.

THOR (cont'd)
How did I miss that?

WIDOW heads over to THOR as she speaks.

WIDOW
Miss what?

THOR freezes the image on the first flash.

WIDOW (cont'd)
What was that?

PAN TO:

90 INT: WHOLE ROOM IS IN VIEW

BANNER and STARK look up.

STARK
What was what?

WIDOW
That flash!

STARK heads over to THOR.

THOR
My guess would be Des.

BANNER
Des?

(CONTINUED)

STARK

What's a Des?

THOR

Not a what. A who.

STARK

Okay. Who is Des?

THOR

She and Loki are...

WIDOW

Are you saying someone is in there with him?

THOR

Not in the way you think.

STARK

Explain.

THOR

Loki and Des are connected.

(beat)

They can "*project*" themselves to each other over vast distances.

BANNER

This *Des*, is she his wife?

THOR

She is more than that. They are bonded.

STARK

Bonded? Sounds like a wife to me.

WIDOW

How can anyone love a monster like that!?

BANNER gives WIDOW a look. So do THOR and STARK.

THOR

Loki may be a lot of things. But he is not a monster. He's just...

(CONTINUED)

STARK

I know he's your brother, but that
guy...

(point to screen)

...is...

THOR

(softly)

Des could have had anyone she wanted.
She chose Loki.

WIDOW

She "chose" him?

THOR

(reflecting)

She decided he was the one she wanted
when we were kids.

BANNER

(raise eyebrow)

Kids?

(beat)

Just how long have they been together?

THOR

412 years.

STARK

(raise eyebrow)

412 years?

THOR

They've been together for 412 years,
but she's been in love with him for
over 1000.

STARK

No wonder he's crazy. 412 years of
marriage will do that to a guy.

THOR gives STARK a look.

THOR

I said they've been together for 412
years. They've only been bonded for...

WIDOW

(concern)

Is she still down there?

THOR forwards the footage and sees the second flash and raises an eyebrow in concern.

THOR

No.

STARK

She didn't stay long, did she?

THOR is confused. He's not sure why, but he gets the feeling that LOKI sent her away.

THOR

I don't think leaving was her idea. Loki sent her away. He's never done that before.

STARK

Maybe she said something to upset him.

THOR

You don't understand.

(beat)

Loki and Des have a unique relationship. No one knows him like she does. For him to send her away like that...

(beat)

Something must be wrong. Really wrong.

WIDOW

What are you saying?

THOR looks at all of them.

THOR

(curious)

There is more going on here than we know.

As THOR is leaving the room BANNER and STARK give him a "like what" look. WIDOW looks at the screen for a moment and then

she too leaves the room. STARK looks to BANNER with a raised eyebrow and speaks as he heads over to him.

STARK

Was it something I said?

BANNER shrugs and gives STARK a look. They return to looking at the Chitauri Scepter.

JUMP TO:

ASGARD

91 EXT: NEAR THE GATE TO RAINBOW BRIDGE

DESYLVA appears near the gate and walks over to it. The guard sees her coming and opens the gate to let her pass.

CUT TO:

92 EXT: OBSERVATORY

HEIMDALL sees DESYLVA materialize near the center of the bridge. He notices the device in her hand and wonders what she is up to.

CONTINUE TO:

93 EXT: MIDDLE OF BRIDGE

DESYLVA turns to face Midgard.

DESYLVA

I hope this works.

DESYLVA opens her hand and GREG's business card appears. She stares at it for a moment.

JUMP TO:

MIDGARD

94 INT: S.H.I.E.L.D HELICARRIER - LAB

STARK and BANNER are still examining the Scepter. THOR enters tossing the tracker-bot. He throws it up, catches it, throws

(CONTINUED)

it up again, catches it. And so on. After a few throws, it starts to beep. THOR stops tossing it and looks at it. He wonders why it is beeping. STARK looks over at THOR.

STARK

Why is that thing beeping?

THOR

Don't know. It should not be...

BANNER

What is it?

THOR

A tracker-bot.

STARK

Tracker-bot?

THOR

Yes.

STARK

Who's it tracking?

THOR looks back at the tracker-bot. He thinks to himself, Loki, but doesn't say anything out loud.

BANNER

(curious)

It's not going to explode, is it?

THOR

No. It's harmless.

BANNER

Where did it...

STARK

It was on Loki when we brought him in.
Where did it...

THOR

It belongs to Desylva.

STARK raises an eyebrow. BANNER looks to THOR.

BANNER

You think you could make it stop beeping?

THOR

Not sure. Only Des and Loki know how they work.

STARK

Well, something set it off. How do we...

The beeping stops. EVERYONE looks at the tracker bot.

THOR

It stopped.

BANNER and STARK return their attention to the Scepter. THOR stares at the tracker-bot.

THOR (VO)

(thought)

Des, what are you up to?

THOR continues looking at the tracker-bot.

JUMP TO:

95 INT: S.H.I.E.L.D HELICARRIER - MESS HALL

GREG is sitting at a table, eating. His phone rings. He answers it.

GREG

Agent Clarkson.

DESYLVA (VO)

I need your help.

GREG almost chokes on his food. He recognizes the voice and can't believe it. He looks at the phone display and it says *Unknown Caller*. He looks around to make sure no one is paying attention to him.

GREG

(softly)

Lady Desylva?

(CONTINUED)

DESYLVA (VO)

Yes.

GREG

How are you getting...

DESYLVA (VO)

Magic.

GREG

(mutter)

Of course.

(beat; louder but still soft)

You're calling from Asgard, aren't you?

DESYLVA (VO)

Yes. I...

GREG

I think we found Loki.

DESYLVA (VO)

I know. That's why I'm...

GREG

You know?

DESYLVA (VO)

I need you to do me a favor.

GREG is still curious as to HOW she could be calling from Asgard. How is the signal getting to his phone?

GREG

How is the signal...

DESYLVA (VO)

Greg. Focus. I don't have much time.

GREG

What do you need me to do?

GREG looks around the room to make sure he is still not drawing attention.

JUMP TO:

(CONTINUED)

96 INT: S.H.I.E.L.D HELICARRIER - BRIDGE

One of the monitors is beeping and the message "UNAUTHORIZED COMMUNICATION DETECTED!" is flashing on the screen.

MAN

Sir.

(beat)

We have an unauthorized communication.

FURY

Where?

MAN types information into the computer. FURY turns to COULSON.

FURY (cont'd)

I thought we were blocking cell phone transmissions.

COULSON

We are.

FURY

Then how is that call getting through?

COULSON just looks at FURY. The man at the computer finally has a location.

MAN

The receiver is in the Mess Hall, sir.

FURY looks to COULSON.

COULSON

On it.

COULSON leaves. Two men follow him out. FURY looks to the man at the computer.

FURY

Where is the call coming from?

The man looks back at the screen and starts typing more info. The map changes. The man raises an eyebrow.

(CONTINUED)

MAN

That's odd.

FURY

What?

MAN

It would appear that the other end, is not on Earth.

FURY

(raise eyebrow)

Not on Earth? Where is it?

MAN

I don't know.

FURY

Well find out!!!

The man continues typing.

JUMP TO:

97 INT: S.H.I.E.L.D HELICARRIER - MESS HALL

GREG hangs up the phone. He looks up and notices JACK heading over. JACK reaches the table. He leans on the table and looks at GREG.

JACK

It's him.

GREG

What?

JACK

Captain Rogers and Iron Man brought him in.

GREG

It's really him?

JACK

Yes. Fury has him in the detention center.

GREG looks at his phone.

(CONTINUED)

GREG
Why?

JACK
What?

GREG looks at JACK.

GREG
Why is he doing this?

JACK
Fury's doing what...

GREG
Not Fury.
(softly)
Prince Loki.

JACK
What do you mean?

GREG
Have you ever known Prince Loki to be
so violent?

JACK
(think)
Well. No. But...

GREG
Something is wrong, Jack.
(beat)
Something happened to him after...

GREG stops talking. JACK waits for a few moments then speaks.

JACK
After what?

GREG
Lady Desylva said he went missing.

JACK
Yeah.

GREG

At the time I still couldn't believe they really were who they said they were.

(beat)

And when I offered her our help and she refused I couldn't understand why.

(beat)

I told her S.H.I.E.L.D could find anyone, anywhere on the planet.

JACK

(understandingly)

But Prince Loki wasn't missing on Earth.

GREG

He could have been anywhere in the universe.

(beat)

Something happened to him out there. I intend to find out what.

JACK

How?

GREG

I'm going to see him.

JACK

What?

GREG

Something doesn't feel right, Jack.

GREG and JACK stare at each other. COULSON enters. JACK spots him and decides to leave.

JACK

Gotta go. Good luck.

JACK leaves, passing COULSON on the way out. GREG starts to rise but COULSON motions him to stay.

COULSON

Agent Clarkson.

GREG

Yes.

COULSON

Who were you talking to?

GREG

What?

COULSON grabs GREG's phone and looks at the call history. The call history just says "Unknown". COULSON looks back at GREG.

COULSON

Who called you?

GREG

You wouldn't believe me if I told you.

COULSON sits at table.

COULSON

Try me.

GREG gives COULSON a look. He wonders if he should tell him. He figures COULSON is probably his best shot at getting to see LOKI. After all he is friends with THOR.

JUMP TO:

ASGARD

98 EXT: FOREST

DESYLVA runs to the tree portal to Midgard that she found before. She removes the barrier shield she placed around it and walks up to the tree. She places her hand on the tree. Nothing happens.

DESYLVA

No.

She goes to the other side and tries again. Still nothing.

DESYLVA (cont'd)

No!

She falls to the ground and kneels against the tree.

(CONTINUED)

DESYLVA (cont'd)

It's gone. The portal is gone. It can't
be gone. It...

She starts to cry.

JUMP TO:

99 INT: THRONE ROOM

FRIGGA is talking to ODIN. Well actually more like pleading
with him.

FRIGGA

The longer they are apart, the
stronger the Jotun presence in him
grows.

(beat)

Jotuns are conquerors by nature, you
know that better than anyone. They
live to control, to dominate.

(beat)

Desylva can focus him. Keep the Jotun
down. He needs her. He needs to come
home.

ODIN is listening he just doesn't really see the point.

FRIGGA (cont'd)

They have been apart for over a year.
He will only get worse.

ODIN

(raise eyebrow)

Worse?

(beat)

Have you seen the destruction he is
causing on Midgard?

FRIGGA

(sadness)

I fear if Loki does not return soon...

ODIN

What would you have me do?

FRIGGA gives ODIN a look. A look he understands.

(CONTINUED)

ODIN (cont'd)

No.

(beat)

Thor's trip was one way. Without the power of the Tesseract, he will not be able to return.

FRIGGA

(pleadingly)

Loki doesn't need Thor. He needs Des...

ODIN

Even if I could, she would not survive the trip.

FRIGGA

She just might. After all she is a...

ODIN gives her a "don't say it" look. FRIGGA stops talking.

ODIN

I said no!

FRIGGA takes a deep breath and gives ODIN a look.

FRIGGA

Then I'm afraid our son is...

ODIN

(angrily)

He is NOT our son.

(beat)

Loki Odinson is dead. The monster destroying Midgard is Loki Laufeyson.

FRIGGA gives ODIN disbelieving a glare.

FRIGGA

You don't mean that! Loki's...

ODIN

Enough!

FRIGGA turns and leaves. ODIN watches her walk away.

CUT TO:

(CONTINUED)

MIDGARD

100 INT: S.H.I.E.L.D HELICARRIER - MESS HALL

COULSON and GREG are sitting at the table.

COULSON

(raise eyebrow)

Are you telling me that Loki has been here recently?

GREG

Yes. Numerous times.

COULSON

Why has...

GREG

He's changed, sir.

COULSON

Changed?

GREG

The Prince Loki that you have here now, is not the Prince Loki that I've known for...

COULSON

And how is it that you know him exactly?

GREG

Galacticon.

COULSON

The Sci-Fi Convention?

GREG

Yes.

COULSON

Why would Loki go to...

GREG

Not sure. To fit in. He's been attending for years with his woman.

(CONTINUED)

COULSON
(raise eyebrow)
His woman?

GREG
Lady Desylva. You almost met her.

COULSON remembers.

COULSON
She was the one with Thor's friend.

GREG
Yes.

COULSON thinks.

GREG
(pled)
If you don't believe me, just go
online.

COULSON gives him a look.

GREG (CONT'D)
There are numerous pics and vids
posted every year from the Con. Prince
Loki and Lady Desylva are probably in
most of them.

COULSON picks up GREG's phone.

COULSON
So, who called you?

GREG
Lady Desylva.

COULSON
Isn't she on Asgard?

GREG
Probably. Yes.

COULSON
How did she get a signal...

GREG

She said it was "magic".

COULSON looks at him.

GREG (cont'd)

You have to let me see him, sir. I need...

COULSON

Need?

GREG

He's different. I want to know what happened to him. What made him...

COULSON

No. I...

GREG

You don't know what he was like before.

COULSON

Enlighten me.

GREG

Get me a laptop.

COULSON looks to one of the men and motions him to go get a laptop.

JUMP TO:

101 A-23 INT: S.H.I.E.L.D HELICARRIER - DETENTION SECTION

LOKI walks back and forth inside his cell.

Suddenly he stops, sensing someone behind him. He smiles.

LOKI

There's not many people that can sneak up on me.

He turns to see WIDOW standing there.

WIDOW

But you figured I'd come.

(CONTINUED)

LOKI walks to the front of his cell as he talks.

LOKI

After. After whatever tortures Fury can concoct, you would appear as a friend, as a balm. And I would cooperate.

LOKI stops and smiles.

WIDOW

I wanna know what you've done to Agent Barton.

LOKI

I'd say I've expanded his mind.

WIDOW starts to walk up the ramp to the cell. She stops on the word "mountain".

WIDOW

And once you've won. Once you're king of the mountain. What happens to his mind?

LOKI

Is this love, Agent Romanoff?

WIDOW

Love is for children. I owe him a debt.

LOKI backs up and sits on the bench in his cell and looks at her. Curiously.

LOKI

Tell me.

WIDOW sits on a nearby chair as she speaks.

WIDOW

Before I worked for S.H.I.E.L.D, I uh... well, I made a name for myself. I have a very specific skill set. I didn't care who I used it for, or on. I got on S.H.I.E.L.D's radar in a bad way. Agent Barton was sent to kill me. He made a different call.

LOKI

And what will you do if I vow to spare him?

WIDOW

Not let you out.

LOKI

Ah, no. But I like this. Your world in the balance, and you bargain for one man?

WIDOW

Regimes fall every day. I tend not to weep over that. I'm Russian... or was.

LOKI

And what are you now?

WIDOW rises from chair.

WIDOW

It's not really that complicated. I've got red in my ledger. I'd like to wipe it out.

LOKI

Can you? Can you wipe out that much red? Dreykov's daughter? Sao Paulo? The hospital fire? Barton told me everything.

LOKI rises as he continues his line.

LOKI (cont'd)

Your ledger is dripping.

LOKI walks toward the front of the cell.

LOKI (cont'd)

It's gushing red, and you think saving a man no more virtuous than yourself will change anything? This is basest sentimentality. This is a child at prayer.

(MORE)

LOKI (CONT'D) (cont'd)

Pathetic.

(beat)

You lie and kill in the service of liars and killers.

(beat)

You pretend to be separate, to have your own code, something that makes up for the horrors. But they are a part of you, and they will never go away.

LOKI slams his fist on the cell glass. WIDOW flinches.

LOKI (cont'd)

I won't touch Barton. Not until I make him kill you. Slowly. Intimately. In every way he knows you fear. And then he'll wake just long enough to see his good work, and when he screams...

WIDOW turns around and stops, disgusted.

LOKI (cont'd)

...I'll split his skull. This is my bargain, you mewling quim.

WIDOW

(quietly; sniffing)

You're a monster.

LOKI

(laugh)

Oh no, you brought the monster.

WIDOW turns back around, poised.

WIDOW

So, Banner.

(beat)

That's your play.

LOKI

(staggered)

What?

WIDOW activates her earpiece.

WIDOW

Loki means to unleash the Hulk. Keep Banner in the lab. I'm on my way. Send Thor as well.

WIDOW looks to LOKI who looks stunned.

WIDOW (cont'd)

Thank you for your cooperation.

WIDOW quickly walks away leaving LOKI with a stunned expression.

CUT TO:

ASGARD

102 INT: LOKI & DESYLVA'S SUITE

FRIGGA is sitting with DESYLVA.

FRIGGA

I'm sorry.

DESYLVA

It was a long shot, but thanks for trying.

FRIGGA lowers her head, looking at the floor, sadness in her voice.

FRIGGA

Odin has turned his back on Loki. He...

DESYLVA

I will never give up on him, my Queen. Never.

FRIGGA looks up and smiles.

FRIGGA

I know.

DESYLVA

I thought I had the answer earlier, but it was gone.

(CONTINUED)

FRIGGA

What was gone?

DESYLVA

There are other ways, secret ways, off
Asgard.

FRIGGA raises an eyebrow.

DESYLVA (cont'd)

Loki knew them. I found one that went
to Midgard but when I went back to
where it was, it was gone.

FRIGGA

Maybe there is another passage.

DESYLVA

(doubtful)

I doubt it. Loki never found two that
went to the same place.

FRIGGA

(reassuringly)

But if the one you found was not a
permanent one, then maybe there is a
permanent one elsewhere.

DESYLVA

Maybe.

FRIGGA leaves. DESYLVA waves her hand and a holomap of Asgard
appears. She waves her hand again, and approximately 40 "x's"
appear on the map. Some of the "x's" are labeled with the name
of where the passage goes. Some are not labeled. None of the
labeled ones say "Midgard".

DESYLVA (cont'd)

Still a lot of unknowns.

(beat)

This may take a while.

DESYLVA thinks of something and smiles.

DESYLVA (cont'd)

Luckily, I know a fast friend who can
help me.

DESYLVA waves her hand, and the map vanishes. She walks toward the door, vanishing as she reaches it.

CUT TO:

103 EXT: PALACE BALCONY

ODIN is standing on the balcony looking out over the city. He looks down and sees DESYLVA riding SLEIPNIR. SLEIPNIR is at full gallop. They are racing somewhere.

ODIN

(softly)

Desylva. Where are you off to in such a hurry? And why are you on my horse?

ODIN watches them as they race out of sight.

CUT TO:

104 TIME FLIES

DESYLVA gets to the first location on the map. She enters the passage. SLEIPNIR waits for her. She returns in a few moments and shakes her head "no". She calls up the map and labels the location. Then she puts the map away, mounts SLEIPNIR, and heads to the next location.

JUMP TO:

MIDGARD

105 INT: S.H.I.E.L.D HELICARRIER - DETENTION CELL

LOKI is sitting on the bench, thinking. GREG enters and walks up to the cage.

GREG

Prince Loki.

LOKI looks up. He wonders who this mortal is and why he is addressing him as "prince".

LOKI

(raise eyebrow)

Do I know you?

(CONTINUED)

GREG

Not really. We have met a few times
over the last decade.

LOKI rises and walks toward the front of the cage. GREG notices
that LOKI does seem different.

GREG (cont'd)

(concern)
What happened to you?

LOKI

(confused)
What do you mean?

GREG

You're... different. Not the same.

LOKI glares at him. GREG can see that this is not the LOKI he
knows. This LOKI is frightening.

LOKI

(raise eyebrow)
Who are you?

GREG

My name is Greg.

LOKI

And how do I know you?

GREG

Galacticon.

LOKI looks at GREG. GREG senses a momentary shift in LOKI.

LOKI

Galacticon?

GREG notices the look on LOKI's face. He decides to see if he
can reach the LOKI he knows.

GREG

Yes. You and Lady Desylva brought life
back into that convention. You two...

LOKI
(mutter)

D.

GREG notices the sadness in LOKI's eyes.

GREG
She misses you.

LOKI turns away. GREG keeps trying.

GREG (cont'd)
When we all read the announcement in
the program book, we were so happy. We
couldn't wait for you to show up.

LOKI looks to the floor.

GREG (cont'd)
But when Lady Desylva arrived and...

LOKI turns fast and glares at GREG.

LOKI
What? She was there?

GREG
Yes.

LOKI
How?

GREG
What?

LOKI
The Bifrost is gone. How did...

GREG
Don't know.

LOKI thinks. GREG continues.

GREG (cont'd)
She told us you were missing. I offered
her my help in finding you. I told her
that S.H.I.E.L.D could find anyone...

LOKI

S.H.I.E.L.D wouldn't have been able to find me.

GREG

I know that now. At the time I didn't know that you really were *THE* Prince Loki of Asgard. I assumed you were just cosplaying.

LOKI turns away again.

GREG (cont'd)

It wasn't until my friend Jack recognized Lady Desylva's bodyguard that...

LOKI looks at GREG.

LOKI

Bodyguard? D doesn't have a bodyguard.

GREG

Jack said the guy with her was with Thor in New Mexico.

LOKI

(mutter; think)
New Mexico.

GREG

Yeah.

LOKI

Who was it?

GREG

(think)
Fandral.

LOKI

(smirk)
Figures. But why would...

GREG looks at LOKI.

GREG

Tell me what happened to you.

LOKI raises an eyebrow.

GREG (cont'd)

THIS is not you. This is not the Prince
Loki who everyone at Galacticon loves.
Why are you...

LOKI

You don't know me.

GREG

I thought I did.

Silence.

GREG (cont'd)

Lady Desylva loves you. More than
anything. You mean everything to her.

(beat)

Don't you miss her?

LOKI

(mutter)

More than you'll ever know.

LOKI turns and walks back to the bench. He sits and lowers his
head. GREG stares at him for a few moments, then leaves.

CUT TO:

106 INT: S.H.I.E.L.D HELICARRIER - HALLWAY

GREG is walking down the hall. He meets JACK.

JACK

Well? Did you see him?

GREG

(flatly)

Yes.

JACK

And?

(CONTINUED)

GREG

Something definitely happened to him wherever he was.

JACK

What do you mean?

GREG

(confused)

Not sure. One minute he was the monster that Fury and Coulson say he is, and then the next he was the Prince Loki that we've known for years. It's almost as if...

GREG stops talking. JACK waits a few moments then prompts him to continue.

JACK

As if what?

GREG

As if there are TWO Loki's inside of him.

JACK

Should we tell someone?

GREG

Like who?

JACK

Fury? Coulson? Thor?

GREG

Not yet.

JACK gives GREG a look.

CUT TO:

107 A-24 INT: S.H.I.E.L.D HELICARRIER - DETENTION SECTION

LOKI is sitting in his cell.

All of a sudden, an explosion rocks the ship. LOKI smiles. A few moments later he hears a roar of rage echoing throughout

(CONTINUED)

the ship. He realizes the Hulk has arrived. LOKI looks up, smiling mischievously.

CUT TO:

A SHORT WHILE LATER

108 INT: S.H.I.E.L.D HELICARRIER - DETENTION SECTION

One of BARTON's men enters. He is holding the scepter. LOKI looks at him. He looks at LOKI and raises the scepter.

MAN

Got it sir.

LOKI

(smile)

Good. Now get me out of here.

MAN

Yes sir.

LOKI rises and heads to the door of the cell/cage as the man heads to the control panel.

MAN (cont'd)

Phase 1 seems to be going perfectly.

LOKI

As I knew it would. You humans are so predictable.

JUMP TO:

109 INT: S.H.I.E.L.D HELICARRIER - HALLWAY

THOR is running down the hall towards the detention section.

CONTINUE TO:

110 A-25 INT: S.H.I.E.L.D HELICARRIER - DETENTION SECTION

THOR runs into the detention section just in time to see the cage door opening and LOKI walking out of his cell.

THOR

No!

(CONTINUED)

THOR charges at LOKI. LOKI crouches down to attack. THOR goes right through him and into the cell. The false Loki fades away. LOKI is now standing in front of the door. The MAN presses a button closing the cage door, trapping THOR inside. The MAN then walks off to the side.

LOKI

Are you ever NOT going to fall for that?

THOR, in a fit of anger, slams Mjolnir onto the glass cell. To his surprise the impact only cracks the glass. The ship violently shakes.

LOKI stands there in caution, as does the MAN that is under LOKI's control. LOKI smiles and walks over to the control panel.

LOKI (cont'd)

The humans think us immortal. Should we test that?

LOKI opens the panel cover and is about to push the button. Suddenly the MAN falls down like a tree. LOKI notices and looks over to see Agent COULSON standing there. COULSON is holding a Phase 2 Weapon Prototype.

COULSON

Move away, please.

LOKI moves away from the panel.

COULSON (cont'd)

(re: gun)

You like this?

(beat)

We started working on the prototype after you sent The Destroyer. Even I don't know what it does.

COULSON flips a switch. The weapon starts to power up.

COULSON (cont'd)

Do you wanna find out?

All of a sudden COULSON lets out a loud gasp as the scepter impales him, through the heart, from behind. THOR cries out.

(CONTINUED)

THOR

Nooo!

The LOKI by the panel fades away and we see the real LOKI behind COULSON. LOKI removes the scepter and COULSON falls down against the wall. COULSON is breathing fast.

LOKI makes his way over to the panel. He looks at THOR. THOR looks at LOKI. LOKI presses the button and opens the hatch. THOR still hopes that LOKI will not do it. LOKI hits the button, and the cage drops out of the ship. LOKI looks down to see the cage falling, then looks back at the panel and closes the hatch. He starts to leave when a weak voice sounds from behind him.

COULSON

You're going to lose.

LOKI

(turn)

Am I?

COULSON

It's in your nature.

LOKI

Hmm.

(beat)

Your heroes are scattered, Your floating fortress falls from the sky. *WHERE* is my disadvantage?

COULSON

You lack conviction.

LOKI

I don't think I'm...

COULSON fires the gun. LOKI cries out as he is sent through the wall.

COULSON

So that's what it does.

COULSON looks at the hole in the wall.

JUMP TO:

(CONTINUED)

ASGARD

111 EXT: LOCATION OF LAST SECRET PASSAGE

DESYLVA and SLEIPNIR reach the last spot.

DESYLVA

Well, last one. If this doesn't go to
Midgard, we...

SLEIPNIR (VO)

(thought)

*Don't give up, Desylva. He needs you.
He's always needed you.*

DESYLVA

Thanks.

She dismounts and goes to the secret entrance. She turns and
looks at SLEIPNIR.

DESYLVA (cont'd)

Wish me luck.

SLEIPNIR (VO)

(thought)

Good luck.

DESYLVA turns and leaves. DESYLVA returns. SLEIPNIR is
surprised.

SLEIPNIR (VO) (cont'd)

(thought)

That was fast.

DESYLVA falls to her knees and starts crying. SLEIPNIR goes
over to her. He nudges her with his nose.

SLEIPNIR (VO) (cont'd)

(thought)

Not Midgard?

DESYLVA

No. It definitely was not Midgard.
And...

(beat)

That was the last one.

(CONTINUED)

SLEIPNIR (VO)
(thought)
I'm sorry.

DESYLVA looks at SLEIPNIR. She pats his nose.

DESYLVA
You are a good son. Loki would be so proud.

SLEIPNIR (VO)
(thought)
We should get back.

DESYLVA knows that he is right. She rises and mounts SLEIPNIR. They head back to the city.

CUT TO:

112 A-26 EXT: S.H.I.E.L.D HELICARRIER - HANGER DECK

LOKI, holding the scepter, gets on the ship that brought BARTON and his team, and the ship leaves.

JUMP TO:

113 EXT: MEADOW

THOR gets up from the ground and looks at the wreckage around him. He notices a glimmer and walks toward it. It is the tracker bot.

THOR
(softly)
Desylva.

THOR picks up the tracker bot.

THOR
If anyone can get through to him, it would be her.
(beat)
I can't believe I'm saying this, but I wish she was here.

THOR stares at the tracker bot.

PAN UP:

(CONTINUED)

114 EXT: MEADOW/SKY/SPACE

CAMERA PANS FROM THE TRACKER BOT UP INTO THE SKY, AND THEN INTO SPACE.

PAN TO:

ASGARD

115 EXT: OBSERVATORY

CAMERA PANS INTO THE OBSERVATORY.

PAN TO:

116 INT: OBSERVATORY

HEIMDALL has been watching and listening to the events on Midgard. He raises an eyebrow at hearing Thor's comment.

Behind HEIMDALL, in the door frame, we see DESYLVA arrive on SLEIPNIR. She stops, dismounts, and walks in. HEIMDALL addresses her without looking at her.

HEIMDALL
Excellent timing Lady Desylva.

HEIMDALL turns to face her as she stops beside him.

HEIMDALL (cont'd)
Thor was just talking about you.

DESYLVA
(sarcastic)
Oh really? What did he say?

HEIMDALL
I wish she was here.

DESYLVA
(shock, raise eyebrow)
What? Really?

HEIMDALL
He seems to think, and I agree, that you would be able to get through to Loki. To...

(CONTINUED)

DESYLVA

I have no way to reach him. He's shut me out.

HEIMDALL raises an eyebrow and thinks. Silence.

HEIMDALL

Maybe you could talk to Thor.

DESYLVA

(half-laugh)

Hah. No. I can't reach Thor. We don't...

HEIMDALL

He has the tracker bot.

DESYLVA

He does?

HEIMDALL

(nod)

If we work together, maybe we could...

DESYLVA

...link to the tracker bot and...

HEIMDALL

Exactly.

DESYLVA

Worth a shot.

CUT TO:

117 EXT: MEADOW

THOR is walking through the meadow, heading toward Mjolnir. DESYLVA appears in front of him, startling him. THOR stops.

DESYLVA

Thor.

THOR

(surprise)

Des? How...

(CONTINUED)

DESYLVA

The tracker bot.

THOR

Of course.

DESYLVA

What is happening? What...

THOR

You were right.

DESYLVA

What?

THOR

Loki is out of control. He...

DESYLVA

That isn't Loki.

THOR

Yes. It is.

DESYLVA

No. It isn't. We have no idea what he's been through since he "left" Asgard. He...

THOR

Can you reach him? Make him stop?

DESYLVA looks at the ground.

DESYLVA

He's shut me out.

(beat)

I managed to reach him once. On the helicARRIER.

THOR

I know.

DESYLVA

But he wouldn't talk to me. He blocked me. He sent me away.

THOR

Why?

DESYLVA

Not sure.

(beat)

You've seen him. Is there anything that could be interfering in my reaching him? Anything that could be influencing him?

THOR thinks.

THOR

(mutter)

The Scepter.

DESYLVA

(raise eyebrow)

What?

THOR

Loki has this scepter. Not sure where he got it.

DESYLVA

A Scepter?

THOR

If it touches you, he can control you.

DESYLVA

Where did he get...

DESYLVA thinks of something.

DESYLVA (cont'd)

You have to get him away from it.

THOR

(confused)

Why? It's just a...

DESYLVA

It may be controlling him as well.

THOR

(laugh)

Loki would never let anyone, or anything control him. You know that. He...

DESYLVA

You asked to see me. You asked for my help. I'm telling you, get him away from the scepter!

THOR

I'll try. But...

DESYLVA

Once he is separated from it, I will try to contact him. Let me know once...

THOR

How am I supposed to...

DESYLVA looks at the tracker bot, then at THOR. THOR understands.

THOR (cont'd)

Right. Of course.

DESYLVA vanishes. THOR puts the tracker bot in his pocket.

THOR (cont'd)

The Scepter. Could it be more than it appears?

THOR continues his walk towards Mjolnir.

CUT TO:

ASGARD

118 INT: OBSERVATORY

DESYLVA gives HEIMDALL a look and then heads to the waiting SLEIPNIR. HEIMDALL watches her go, then, once she rides off, returns his gaze to Midgard.

CUT TO:

(CONTINUED)

119 INT: THRONE ROOM

ODIN is sitting on the throne. DESYLVA is before him.

ODIN

(upset)

What were you thinking?

DESYLVA

I had to do something. I...

ODIN

You took Sleipnir without permission.
He is my horse.

DESYLVA

And he is Loki's son!

ODIN gives her a look.

DESYLVA (cont'd)

You've practically disowned Loki. That means you no longer have a right to Sleipnir. I do. As Loki's...

ODIN gives her a strong glare.

ODIN

(angrily; loud)

Enough!

(beat x2; softer)

I should have you thrown in the dungeons for...

DESYLVA

For what? For caring for Loki? For wanting to save him?

(beat)

My king, I love Loki with every fiber of my being. I know he needs me. I sense it. I...

ODIN

(understandingly)

Desylva. I do understand. That is why I will let it go. This time. Do not do something like that again.

(CONTINUED)

DESYLVA

Yes, my king.

DESYLVA leaves.

CUT TO:

120 INT: STABLES

DESYLVA enters and goes to SLEIPNIR's stall. SLEIPNIR can tell she is mad.

SLEIPNIR (VO)

(thought)

I take it Odin was upset.

DESYLVA

(thought)

He has no right to be upset. He doesn't own you!

(beat)

You do not belong to him.

(beat)

If you belong to anyone, it's Loki. You are his son.

DESYLVA pats his nose.

DESYLVA (VO) (cont'd)

(thought)

And as such, you are also my son.

SLEIPNIR (VO)

(thought)

You didn't say that to Odin, did you?

DESYLVA

(thought)

Yes.

SLEIPNIR (VO)

(thought)

Oh.

DESYLVA

(thought)

He has disowned Loki, which means...

(CONTINUED)

SLEIPNIR (VO)
(thought)
Desylva, I...

DESYLVA looks at the ground and says the next line out loud.

DESYLVA
I miss him. I want him to come home.
He...

A voice sounds from behind her.

FANDRAL
Talking to a horse, Des?

DESYLVA turns and sees FANDRAL leaning in the doorway.

DESYLVA
(snap)
Go away, Fan.

FANDRAL
If you want to talk to someone, you
should at least pick someone who can
talk back. I'd be more than...

DESYLVA
I'd rather talk to Sleipnir. At least
he...

DESYLVA stops before she says something she shouldn't. She was
about to say, "loves Loki as much as I do".

FANDRAL gives her a look. He can tell she is in a mood.

FANDRAL
Suit yourself. Don't say I never
offered.

FANDRAL leaves.

DESYLVA watches him walk off. Part of her wants to go after
him, to say she is sorry. But she lets him go.

CUT TO:

(CONTINUED)

MIDGARD

121 A-27 EXT: STARK TOWER - PENTHOUSE BALCONY/LEDGE

LOKI is standing on the ledge. IRON MAN arrives. LOKI walks inside as STARK lands, removes the Iron Man suit, and enters.

CONTINUE TO:

122 A-27 (CONT) INT: PENTHOUSE

STARK casually walks down the steps toward the bar. LOKI approaches him.

LOKI

Please tell me you're going to appeal to my humanity.

STARK

Uh, actually, I'm planning to threaten you.

LOKI

You should have left your armor on for that.

STARK

Yeah, it's seen a bit of mileage, and you've got the glow stick of destiny. Would you like a drink?

LOKI

Stalling me won't change anything.

STARK

No, no, no. Threatening. No drink? You sure? I'm having one.

LOKI

The Chitauri are coming. Nothing will change that. What have I to fear?

STARK pours himself a drink.

STARK

The Avengers.

(CONTINUED)

LOKI looks at him confused.

STARK (cont'd)

It's what we call ourselves. Sort of like a team. "Earth's Mightiest Heroes" type thing.

LOKI

(smile)

Yes. I've met them.

STARK

(smile)

Yeah. Takes us a while to get any traction, I'll give you that one.

(beat)

But let's do a head count here. Your brother, the demi-god; a super soldier...

On the bar, under the ledge, are a pair of bracelets. STARK puts them on as he continues to talk.

STARK (cont'd)

...a living legend who kind of lives up to the legend; a man with breath-taking anger management issues; a couple of master assassins; and you...

STARK points to LOKI and continues without missing a beat.

STARK (cont'd)

...big fella, you've managed to piss off every single one of them.

LOKI

That was the plan.

STARK

Not a great plan.

STARK comes out from behind the bar and heads to LOKI.

STARK (cont'd)

When they come, and they will, they'll come for you.

LOKI

I have an army.

STARK

We have a Hulk.

LOKI

I thought the beast had wandered off.

STARK

You're missing the point. There's no throne. There is no version of this, where you come out on top. Maybe your army comes and maybe it's too much for us. But it's all on you. Because if we can't protect the Earth, you can be damned sure we'll avenge it.

LOKI slowly walks over to STARK raising the scepter.

LOKI

How will your friends have any time for me when they're so busy fighting you?

LOKI taps STARK's chest with the scepter. A "Ping" is heard as it hits the metal. Nothing happens. LOKI is confused. He tries again. The same thing happens.

LOKI (cont'd)

This usually works.

STARK

Well, performance issues, it's not uncommon. One out of five...

STARK grunts as LOKI grabs him by throat and hurls him across the room. STARK says line as he rises.

STARK (cont'd)

JARVIS. Anytime now.

LOKI reaches the fallen STARK and grabs him again.

LOKI

You will all fall before me.

STARK
(gasping)
Deploy! Deploy.

LOKI throws STARK out the window. From behind LOKI, the elevator opens, and a red pod shoots out. It flies past a confused LOKI and follows STARK out the window. LOKI goes to the window and sees the pod open, and a suit of armor encase STARK. LOKI looks up angrily as Iron Man flies back up. STARK reaches LOKI and stares at him.

STARK (cont'd)
And there's one other person you
pissed off. His name was Phil.

LOKI raises the scepter. IRON MAN fires at LOKI, sending him flying across the room. STARK notices the portal open. He stares at it.

STARK (cont'd)
Right. Army.

STARK leaves.

JUMP TO:

ASGARD

123 P7 EXT: OBSERVATORY

SIF approaches HEIMDALL.

SIF
The All-Father lives. He is weak, but
under Eir's care now.

HEIMDALL
I know that Sif.

SIF
Then tell me. What of Thor? Did he
survive the journey to Earth?
Heimdall, does Thor live?

HEIMDALL
Yes, Lady Sif. Thor lives. And he's in
a mood.

(CONTINUED)

SIF
He's found Loki, then!

HEIMDALL
Oh yes. The Sons of Odin have been reunited. And Thor has forged new Allies on Earth.

SIF
Yet you take no comfort in this news, Heimdall. Why?

HEIMDALL "sees" the Chitauri army.

HEIMDALL
Because Loki has Allies as well. Many thousands of them.

SIF raises her eyebrows in concern. She wishes she could go to Midgard to help Thor.

CUT TO:

MIDGARD

124 A-28 EXT: STARK TOWER - BALCONY

LOKI walks onto the balcony as the sounds of battle ring out over the city below. A glow emanates around him, and his horned helmet and armor appear. He admires his soon to be kingdom.

CONTINUE TO:

MIDGARD / CHITAUURI SPACE (SANCTUARY)

125 AD-29 EXT: STARK-TOWER BALCONY / EXT: SANCTUARY

LOKI closes his eyes and contacts THE OTHER. (Note: when LOKI is talking, we are on Earth. When THE OTHER is talking, we are on Sanctuary. Not a split screen, it shifts back and forth.)

LOKI
My time has come.

THE OTHER
Resistance?

(CONTINUED)

LOKI
From a few. You'll pick them apart.

THE OTHER
And the rest come and throng.

LOKI
Mow them down.

LOKI opens his eyes.

CONTINUE TO:

MIDGARD

126 A-28 (CONT'D) EXT: STARK TOWER - BALCONY

THOR lands on the ledge below LOKI. LOKI turns to THOR.

CONTINUE TO:

127 EXT: STARK TOWER - BALCONY

THOR
(plead)
Loki, stop this. Come home.

LOKI
Home?

THOR
Yes.

LOKI
Asgard is not home.

THOR
Yes, it is.

LOKI
Not anymore. No one cares...

THOR opens his hand. LOKI looks at THOR's hand and sees the tracker bot. LOKI thinks of Desylva, and softly mutters.

LOKI (cont'd)
D.

(CONTINUED)

THOR

She misses you, brother. She wants you to come home.

LOKI is staring at the tracker bot. THOR thinks maybe he is finally getting through. All of a sudden, the tracker bot goes flying out of THOR's hand and into LOKI's.

LOKI looks at the tracker bot for a moment, then tosses it into the air and blasts it with the scepter. The tracker bot is vaporized. LOKI looks back at THOR.

LOKI

Nice try, brother.

THOR

What did you...

LOKI gives THOR a look that makes THOR realize he has failed. Time for Plan B.

CONTINUE TO:

128 A-28 (CONT'D) EXT: STARK TOWER - BALCONY

THOR

Loki. Turn off the Tesseract or I'll destroy it.

LOKI

You can't. There is no stopping it. There is only... the war.

THOR

So be it.

LOKI and THOR clash at each other. They and their weapons collide. They battle.

After a few moments of fighting, Iron Man banks around the tower and sees them fighting. He flies on.

LOKI fires the scepter at THOR, sending him sliding across the floor. The Quinjet banks towards the tower and aims the minigun at LOKI. LOKI aims the scepter at the Quinjet and fires. THOR rises to his feet and tackles LOKI down hard. The Quinjet

(CONTINUED)

crashes. THOR holds down LOKI's face straight ahead, forcing him to watch as the city crumbles.

THOR (cont'd)

Look at this! Look around you! You think this madness will end with your rule?

LOKI tries to look away.

LOKI

It's too late. It's too late to stop it.

THOR

No. We can. Together.

LOKI looks at THOR. For one moment THOR thinks he has gotten through to him. Then... LOKI stabs THOR with a small knife. THOR keels over.

LOKI

Sentiment.

THOR gets up. He kicks LOKI and lifts him into the air. THOR slams him down hard. LOKI, bleeding, rolls over the edge, leaving the scepter behind. THOR runs to the edge and sees LOKI riding off on one of the flying chariots. Dozens of Chitauri following him.

CONTINUE TO:

ASGARD

129 INT: OBSERVATORY

HEIMDALL gets a look. DESYLVA notices.

DESYLVA

What is it? What's happened?

HEIMDALL

Loki destroyed the tracker bot.

DESYLVA

He what?

(CONTINUED)

HEIMDALL looks at DESYLVA.

HEIMDALL
I'm sorry, m'lady.

DESYLVA
What has come over him? He... I have
to find a way to get to him. A way to
get him home before it is too late.

DESYLVA turns and walks out. HEIMDALL watches her leave.

HEIMDALL
(softly)
It may already be too late.

CUT TO:

MIDGARD / CHITAUURI SPACE (SANCTURAY)

130 AD-30 EXT: SKY / SANCTUARY

LOKI is flying through the sky when all of a sudden, he is contacted by THE OTHER. (Note: when LOKI is talking, we are on Earth. When THE OTHER is talking, we are on Sanctuary. This is not a split screen we just switch back and forth.)

THE OTHER
This, is a little resistance?

LOKI
Your force lacks finesse.

THE OTHER
Our warriors are fearless. They
welcome a glorious death.

LOKI shakes his head.

LOKI
That may actually be the problem.

THE OTHER
Then lead them, King. You wield the
scepter. Do you not?

(CONTINUED)

TIME RESUMES

ASGARD

134 INT: STABLES

DESYLVA is talking to SLEIPNIR.

DESYLVA

There has to be a way. Something I'm
not seeing. Something...

HELA appears beside DESYLVA and places her hand on her
shoulder.

HELA

If anyone can find it, it's you.

HELA hugs DESYLVA.

PAN TO:

135 EXT: STABLES - DOORWAY

FANDRAL is about to enter but sees DESYLVA and HELA.

FANDRAL

Is that... That can't be good.

FANDRAL walks off.

PAN TO:

136 INT: STABLES - SLEIPNIR'S STALL

HELA and DESYLVA break the hug.

DESYLVA

I've tried everything I can think of.

HELA gives her a loving look.

HELA

Don't give up, Desylva.

CUT TO:

(CONTINUED)

137 INT: PALACE

FANDRAL is running down the hall. He sees SIF. He runs to her. He stops, almost out of breath.

SIF
(concern)
What is it?

FANDRAL
Stables. Des. Hela. Weird.

SIF
(raise eyebrow)
What?

FANDRAL catches his breath.

FANDRAL
Hela is in the stables with Des.

SIF
Hela? You sure?

FANDRAL
Would I lie about something like that?

SIF
Why would...

FANDRAL
Not sure.

SIF
What were they doing?

FANDRAL
That's the weird part. Hela was hugging Des.

SIF
Hugging?

FANDRAL
Yes.

CUT TO:

(CONTINUED)

MIDGARD

138 A-34 EXT: STARK TOWER - BALCONY / LEDGE

LOKI looks up, shocked, and startled. He sees the Hulk leap up and land in front of him. The HULK kicks LOKI, hurtling him towards the glass window. LOKI and the HULK go flying into the room. LOKI collapses as he hits the wall.

CONTINUE TO:

139 A-35 INT: PENTHOUSE

The HULK jumps in, ready to attack. LOKI rolls himself up in a flurry of broken glass, standing up to the HULK he yells.

LOKI

ENOUGH! You are, all of you, beneath me!! I am a GOD, you dull creature, and I will not be bullied by...

HULK grabs LOKI by the legs and smashes him against the floor repeatedly, like a rag doll. Then he throws him aside to the ground, flattening him. THE HULK talks as he walks away.

HULK

Puny god.

LOKI is stuck in the floor. He whimpers in pain.

JUMP TO:

ASGARD

140 INT: PALACE HALLWAY

DESYLVA is walking down the hall. SIF is heading towards her. Suddenly DESYLVA doubles over in pain and falls to her knees.

DESYLVA

Aahhh!

As DESYLVA falls, SIF runs to catch her. SIF can tell DESYLVA is in pain.

SIF

Des! Are you okay?

(CONTINUED)

DESYLVA

(mutter)

Loki. He...

DESYLVA tries to get up, but the pain is too strong. She hurts all over. SIF tries to help her.

SIF

Come. I'll take you to Eir. She...

DESYLVA pushes SIF away.

DESYLVA

No.

Pause.

DESYLVA closes her eyes and winces in pain. She opens her eyes and ties to get up using the wall for support.

DESYLVA (cont'd)

I'm fine.

SIF

You sure?

DESYLVA

Yes.

DESYLVA tries to compose herself, but she is still sensing pain.

SIF

You called out Loki's name. Is...

DESYLVA

He is fine.

(beat)

I think.

DESYLVA starts to move but hurts all over. SIF notices.

SIF

(raise eyebrow)

Are you sure you're okay?

DESYLVA

I'll be fine.

DESYLVA slowly walks off. SIF watches her go. DESYLVA teleports.

SIF

What just happened?

JUMP TO:

141 INT: LOKI & DESYLVA'S SUITE

DESYLVA materializes on the bed. She is still aching all over. She lays down and closes her eyes.

DESYLVA

(softly)

Loki.

CUT TO:

A FEW HOURS LATER

MIDGARD

142 A-36 INT: STARK TOWER - PENTHOUSE

The battle is over.

LOKI starts to slowly crawl onto the stairs that lead to the bar. He takes a few breathers, then senses someone is behind him.

He slowly turns to see all of the Avengers staring at him. BARTON has his bow aimed at him; WIDOW has the Scepter aimed at him; CAPTAIN AMERICA, IRON MAN and HULK are just staring at him; THOR is giving him a look he knows all too well. LOKI looks to STARK.

LOKI

If it's all the same to you, I'll have that drink now.

HULK snorts at him.

JUMP TO:

(CONTINUED)

NEXT DAY (MAY 5TH)

143 A-37 EXT: CENTRAL PARK

LOKI is handcuffed and muzzled.

THOR takes him to a designated spot. THOR looks at the group he now calls friends. He shakes hands with them, and then gives SELVIG a hug.

STARK opens the Tesseract's case. BANNER takes the cube out and places it inside a glass tube that is held by THOR.

Everyone backs away from THOR and LOKI.

THOR gives LOKI a look, signaling him to grab the other end. LOKI reluctantly grabs the other end of the tube. THOR turns the handle on his end of the tube, and a blue beam comes down from the sky and takes them away.

JUMP TO:

(CONTINUED)

Chapter 4

After "The Avengers"
Before and during the events of "Thor: The Dark World"

(Earth Time: May 5th 2012 to November 16th 2013)

P = PRELUDE Comic
DW = Dark World
DW-D = Deleted Dark World
DW-E = Extended Scene

STILL MAY 5TH

ASGARD

1 P8 INT: OBSERVATORY

THOR and LOKI arrive in the Observatory after being teleported by the Tesseract.

THOR

Tell me brother. With hundreds of mortals dead... Earth nearly destroyed... and you solely to blame for it all. What will you say for yourself when you face justice?

THOR removes LOKI's mouth guard.

LOKI

Did you miss me?

LOKI smiles.

JUMP TO:

2 EXT: GARDEN

DESYLVA is sitting under a tree. She is in a trance like state. A guard approaches her. She senses him and opens her eyes.

GUARD

Thor has returned, m'lady.

DESYLVA

Did he...

GUARD

Yes. Prince Loki is with him.

DESYLVA rises from the ground. She notices the look on the guard's face. She can tell there is more, and she is pretty sure she won't like it.

DESYLVA

What aren't you saying?

(CONTINUED)

GUARD
(nervously)
Prince Loki is being brought to Odin.

DESYLVA gives the guard a look.

GUARD (cont'd)
As a prisoner.

DESYLVA
What?

GUARD
I...

DESYLVA
No. I will not let them do this.

DESYLVA storms off. The Guard watches her go.

GUARD
(to himself)
I don't think you'll have a vote.

The Guard waits a few moments then leaves.

JUMP TO:

3 DW-1 INT: THRONE ROOM

LOKI enters the throne room, in shackles.

He has handcuffs binding his wrists, a chain collar on his neck (linked to the handcuffs by a chain), cuffs on his ankles, and a chain around his waist (linked to both his handcuffs and his ankle cuffs).

There is a guard on either side of him. The guards are holding chain leashes that connect to the chain around his waist.

LOKI approaches ODIN to face punishment for his crimes upon Midgard.

FRIGGA stops him.

FRIGGA
Loki.

(CONTINUED)

LOKI

Hello mother. Have I made you proud?

FRIGGA

Please, don't make this worse.

LOKI

Define worse?

ODIN

Enough! I will speak to the prisoner alone.

FRIGGA exits.

LOKI looks to ODIN, then at the retreating FRIGGA, then back at ODIN. LOKI steps forward. At first, he looks dead serious as he snaps to attention in front of ODIN like a good soldier. Then he realizes how crazy this is and laughs.

LOKI

I really don't see what all the fuss is about.

ODIN

Do you not truly feel the gravity of your crimes? Wherever you go there is war, ruin, and death.

LOKI

I went down to Midgard to rule the people of Earth as a benevolent God. Just like you.

ODIN

We are not Gods. We are born, we live, we die. Just as humans do.

LOKI

Give or take 5000 years.

ODIN

All this because Loki desires a throne.

LOKI

It is my birthright!

ODIN

Your birthright... was to die!

(beat)

As a child.

(beat)

Cast out onto a frozen rock.

(beat)

If I had not taken you in...

(beat)

...you would not be here now to hate me.

LOKI

If I'm for the axe then for Mercy's sake, just swing it. It's not that I don't love our little talks it's just...

LOKI looks to the ground, then back up.

LOKI (cont'd)

I don't love them.

ODIN

Frigga is the only reason you're still alive, and you'll never see her again. You'll spend the rest of your days in the dungeon.

The guards pull on LOKI's chains, as LOKI stares at ODIN in disbelief.

LOKI

And what of Thor? You'll make that witless oaf King while I rot in chains?

ODIN

Thor must strive to undo the damage you have done. He will bring order to the Nine Realms...

The guards place their hands on LOKI's shoulders.

ODIN (cont'd)

...and then, yes...

(beat)

...he will be King.

The guards escort LOKI out of the throne room.

CUT TO:

4 INT: HALLWAY (OUTSIDE THRONE ROOM)

There are two guards outside the door. LOKI is taken past them, and they head left down the hall. DESYLVA turns a corner from the opposite end and sees LOKI being taken away in chains. She calls out to him. (Note: Desylva is not wearing her gauntlets.)

DESYLVA

Loki!

LOKI stops and turns. The guards with him pull him along and they turn a corner.

DESYLVA (cont'd)

No!!

DESYLVA runs down the hall after them. She reaches the throne room door and the two guards there block her path. She glares at them.

DESYLVA (cont'd)

Out of my way.

GUARD 1

Sorry. But the prisoner is not allowed to have contact with anyone.

DESYLVA

Prisoner? He's your Prince! He...

GUARD 1

Sorry, m'lady.

DESYLVA

I order you to let me pass. I'm his...

GUARD 1

You're not allowed past.

DESYLVA is about to make them move but then decides to talk to ODIN first.

(CONTINUED)

DESYLVA
We'll see about that!

DESYLVA turns and enters the throne room.

CONTINUE TO:

5 INT: THRONE ROOM

DESYLVA barges in. She says her line as she marches towards ODIN.

DESYLVA
No disrespect, my king, but what do
you think you are doing?

ODIN gives her a look. He signals the two guards in the room to leave. They head out, passing DESYLVA. DESYLVA reaches the throne.

DESYLVA (cont'd)
I just saw Loki being taken away in
chains! Like an animal!

ODIN
He is.

DESYLVA
(disbelief)
What? You don't actually believe that
do you?

ODIN
You have no idea the chaos and
destruction he caused on Midgard.
He...

DESYLVA
Seriously? One little...

ODIN
Little?!

DESYLVA
Yes little. YOU have done far worse!

ODIN gives her a look.

(CONTINUED)

DESYLVA (cont'd)

He does not deserve to be treated like...

ODIN

He will be spending the rest of his days locked in the dungeon.

DESYLVA

The rest of... You are kidding right? This is a joke.

ODIN

This is no joke, Desylva.

DESYLVA

This is not all his fault. Technically you're just as much to blame as he is.

ODIN gives her a glare.

DESYLVA (cont'd)

If you'd have reclaimed the Tesseract years ago, it would not have been on Midgard for...

ODIN

Desylva. I...

DESYLVA

How can you lock away your own son!

ODIN

He is **NOT** my son.

(beat)

Not anymore.

DESYLVA

You raised him. You loved him. He is, in every way that matters, your son. You can't just...

ODIN

(snap)

Enough!

(beat x3)

I know what he meant to you, but...

DESYLVA
(raise eyebrow)
Meant? He's not dead! I love him, and
I'll...

ODIN
You must forget him. You can never see
him again.

DESYLVA
You can't do this. I'm his...

ODIN
As of this moment you are no longer
bound to him. I release you from...

DESYLVA
No! I am now, and for ever shall be,
his.

ODIN looks at her.

DESYLVA (cont'd)
My king, please, I beg you,
reconsider. Loki deserves to be heard.
You can't just lock him up and throw
away the key.

ODIN
He made his choice. Now he has to live
with the...

DESYLVA glares at ODIN. She tries to keep calm, but he isn't making it easy. She is so focused on ODIN that she doesn't notice the guard approaching from behind.

DESYLVA
(pled)
He needs me. I can help him. Let me
see him and...

ODIN
No.

DESYLVA
But...

ODIN

Desylva, don't make me do something
you may regret.

DESYLVA

I...

ODIN raises a hand shushing her. He then gives the guard behind
her a signal.

DESYLVA is about to turn to see who he signaled to when the
guard grabs her arm. She looks down at her arm and sees the
gloved hand of the guard slap a cuff of some sort on her left
wrist. She looks at the cuff and realizes what it is. She looks
at ODIN.

DESYLVA (cont'd)

(raise eyebrow)

An Inhibitor Cuff? Really? What...

ODIN

It has been programmed to keep you away
from the dungeons.

DESYLVA

Seriously?

ODIN

No one is allowed to see him. No one.

DESYLVA

But...

ODIN

(serious)

Leave. Now. While I still allow it.

DESYLVA turns and storms off. ODIN watches her leave.

JUMP TO:

6 INT: LOKI & DESYLVA'S SUITE

DESYLVA enters the room. She is mad, real mad. Her anger builds
as she talks. She begins clenching her fists at her side.

(CONTINUED)

DESYLVA

Urgh! They are all so blind!

(beat)

Why can't they see the truth? Am I the only one who can see this is not his fault!

(beat)

He's been manipulated. He's tried to make the best of things. Aaahhh!

A burst of energy erupts from her left fist. Shards of ice come flying out of her right fist and go everywhere. Some land on the floor, some embed in the wall.

DESYLVA (cont'd)

Loki. I will not desert you. I will find a way to get you out of this.

DESYLVA looks down at the cuff on her left wrist and the ice shards that are all over the right side of the room. She thinks of something.

DESYLVA (cont'd)

(softly)

Ice.

DESYLVA continues to stare at her hands and the ice shards. A plan starts to form in her mind. She smiles an eerie Loki-like smile.

JUMP TO:

7 P9 INT: PALACE

HEIMDALL and THOR are talking.

HEIMDALL

The attack began two days ago.

(beat)

The Vanir fight bravely, but they are no match for the Marauders numbers or savagery.

(beat)

Nidavelir, Nix, Korban... The Nine Realms and the worlds beyond, all engulfed in chaos.

(CONTINUED)

THOR

Does Hogun know of Vanaheim?

HEIMDALL

Yes. His village has not been attacked, but its fall is inevitable.

THOR

Perhaps not.

THOR hands HEIMDALL the Tesseract which is still in the case it was transported in from Earth.

THOR (cont'd)

Take the Tesseract. Use its power instead of the All-Father's to restore what I destroyed. Let the fires of Bifrost burn once more... And return us to the worlds where we are needed most.

JUMP TO:

8 EXT: COURTYARD

FANDRAL is walking through the courtyard. It starts to snow. He looks surprised. A guard comes running over to him. FANDRAL is staring at the sky, thinking, when the guard reaches him.

GUARD

Fandral!

FANDRAL looks at him.

GUARD (cont'd)

You asked me to let you know if...

FANDRAL

What happened?

GUARD

Odin and Lady Desylva just had a very heated discussion.

FANDRAL wonders what DESYLVA's done now. He gives the guard a look.

(CONTINUED)

FANDRAL

What did she do?

GUARD

Nothing. She just wanted to see Prince
Loki.

FANDRAL can tell there is more. There is always more with
Desylva.

FANDRAL

What was Odin's reply?

GUARD

He said no.

FANDRAL

(surprise/curious)

Really.

GUARD

(shock/surprise)

He actually forbid her to go anywhere
near the dungeons.

FANDRAL

(laugh)

If I know Des, that won't stop her.
She'll find a...

GUARD

Ah, I don't think so.

FANDRAL raises an eyebrow and gives him a look.

GUARD (cont'd)

He put an Inhibitor Cuff on her wrist.

FANDRAL

An Inhibitor Cuff?

GUARD nods affirmatively.

GUARD

She will not be getting into that
dungeon. Not as long as...

FANDRAL looks to the sky in frustration.

FANDRAL
What is wrong with everyone!

FANDRAL looks back at the guard.

FANDRAL (cont'd)
Doesn't he know that...

FANDRAL stops talking as he notices the snow is not melting. And that it is actually starting to get colder.

FANDRAL (cont'd)
Is it just me, or is it getting really cold?

GUARD
(confused)
It is snowing, sir.

FANDRAL gives him a "well duh" look.

FANDRAL
I can see that. But usually the snow just falls and melts. It has never been cold enough in the city for it to actually stay.

FANDRAL kneels down and picks up some of the snow. The guard looks at him curiously.

FANDRAL (cont'd)
This snow is different somehow.

The guard watches as FANDRAL examines the snow.

GUARD
I'll let you know if I hear anything else.

FANDRAL addresses the guard without looking at him.

FANDRAL
Thanks.

The guard leaves. FANDRAL gets a shiver. He looks up at the sky, then back at the snow.

After a few moments he rises and heads off.

JUMP TO:

A FEW HOURS LATER

9 INT: TAVERN

DESYLVA is sitting at a table in a corner near the back. She is alone, and drinking. She's not wearing her gauntlets. A man walks over and recognizes her.

MAN

(smug)

Well, well, well. If it isn't Lady Desylva!

DESYLVA addresses him without looking at him.

DESYLVA

Go away!

MAN

Fine mess Prince Loki's gotten himself into, isn't it?

DESYLVA still does not look at him.

DESYLVA

What do you want?

MAN

He's had it coming if you ask me. He...

DESYLVA glares at him as she rises to her feet.

DESYLVA

What did you say?

MAN

Whatever punishment his father gave him, he deserves it. That guy is...

(CONTINUED)

DESYLVA raises her right hand and gestures toward the man. The man grabs his neck and starts gasping for air. DESYLVA slowly raises her hand, levitating the man into the air.

DESYLVA

That "guy"? That is no way to talk
about your Prince!

DESYLVA holds the man up in the air, her hold tightening. People in the tavern start to notice. They don't know whether to run or stay.

PAN TO:

10 INT: THE DOORWAY

FANDRAL and HOGUN enter. They are both wearing coats and gloves. They start to brush the snow off of their coats. FANDRAL notices the eeriness in the room and turns to see what has everyone so on edge. He spots DESYLVA.

FANDRAL

Oh no.

FANDRAL heads over to DESYLVA. VOLSTAGG enters, shaking snow everywhere. He looks at HOGUN.

VOLSTAGG

Where's he going?

HOGUN nods his head in the direction of DESYLVA. VOLSTAGG looks over.

VOLSTAGG (cont'd)

Oh.

PAN TO:

11 INT: FOCUS ON DESYLVA

FANDRAL reaches DESYLVA. He stops behind her.

FANDRAL

Put him down, Des.

DESYLVA addresses FANDRAL without taking her eyes off of the man she is holding in the air.

(CONTINUED)

DESYLVA

No. He must be punished for what he said about Loki.

FANDRAL

He's probably just drunk and...

DESYLVA

That's no excuse, Fan.

The man gives FANDRAL a "help me" look.

FANDRAL is glad he didn't take his gloves off because what he is about to do would be crazy if he had. FANDRAL takes a deep breath and grabs DESYLVA's outstretched hand, pulling it down and away.

The man falls to the floor and runs away, gasping and rubbing his neck.

DESYLVA turns to FANDRAL and shakes her wrist free of his grasp.

DESYLVA (cont'd)

Why did you...

FANDRAL

I think it's time you leave.

DESYLVA gives him a look.

DESYLVA

You going to make me?

FANDRAL

If I have to.

DESYLVA laughs. People are trying not to stare at FANDRAL and DESYLVA.

DESYLVA

You wouldn't dare, Fan.

FANDRAL

(raise eyebrow)

Want to bet?

DESYLVA

Okay. Make me. I dare you. If you have
the...

FANDRAL grabs DESYLVA around the waist and throws her over his
shoulder. DESYLVA is shocked.

DESYLVA (cont'd)

What the... Put me down, Fan.

FANDRAL

Not in here.

FANDRAL starts to head for the exit.

DESYLVA

Fan! I order you to put me down!

FANDRAL ignores her. EVERYONE in the room is now staring at
them.

PAN TO:

12 INT: FOCUS ON THE DOORWAY

VOLSTAGG and HOGUN are still standing there. They see FANDRAL
heading to them with DESYLVA over his shoulder.

VOLSTAGG

(shock)

What is he doing? Is he mad? If she
manages to touch his skin...

HOGUN

I'm sure he knows what he's doing.

FANDRAL walks past them and gives them a look.

FANDRAL

Be right back.

DESYLVA

Fan! Put me down! Now! Fan!

FANDRAL and DESYLVA exit.

(CONTINUED)

VOLSTAGG and HOGUN watch them exit then go to find a table. VOLSTAGG shakes his head back and forth. HOGUN just raises an eyebrow.

CONTINUE TO:

13 EXT: TAVERN

It is still snowing. DESYLVA is not wearing a coat and the cold weather doesn't seem to be bothering her. FANDRAL puts DESYLVA down. She raises her right hand to slap him, but he grabs her wrist.

FANDRAL

What are you doing?

DESYLVA

I could ask you the same thing. How dare you...

FANDRAL

(raise eyebrow)

Me? You nearly killed that guy!

DESYLVA gives him a look. She realizes he is right.

DESYLVA

I... I...

DESYLVA looks at the ground. FANDRAL gives her a caring look.

FANDRAL

Des, we all miss him. But this is not helping. What would he say if...

DESYLVA

You're right. I'm sorry.

DESYLVA looks at his hand.

DESYLVA (cont'd)

You can let me go now.

FANDRAL

(raise eyebrow)

Can I?

(CONTINUED)

DESYLVA

(smile)

Yes.

FANDRAL gives her a look. He senses she means it. He smiles back and drops her arm.

FANDRAL

Lucky I was wearing gloves.

DESYLVA

(confused)

What?

FANDRAL

If I wasn't this might have turned out...

DESYLVA

Oh right. Sometimes that can be such a curse. I wish I'd never...

DESYLVA stops short, not finishing her sentence.

FANDRAL

Wait. You mean you purposely made your touch...

DESYLVA

It was an accident.

(beat)

I was trying to get a spell to make Loki notice me. I figured if I could make it so that all he had to do was touch me...

FANDRAL

Something went wrong I take it.

DESYLVA

I was only 7 at the time. I misspoke one word and made it so that ANY Asgardian male would want me with just one touch.

FANDRAL

Can't you undo it?

DESYLVA

Don't you think I've tried?

Momentary pause.

FANDRAL

Ironic then that the one man YOU wanted was the only one the spell wouldn't work on. Loki isn't Asgardian.

DESYLVA

I know that now. But I didn't then.

(beat)

And, as it turned out, I didn't need the spell.

FANDRAL

Loki really loves you. You are everything to him.

DESYLVA

Thanks. I really miss him. I...

FANDRAL notices that DESYLVA is not wearing a coat. He starts to take his off to offer it to her.

FANDRAL

Here, put this on. Wouldn't want you to...

DESYLVA

That's okay. The cold doesn't bother me.

FANDRAL stops taking off his coat.

FANDRAL

(raise eyebrow)

What? It's freezing! Anyone would...

DESYLVA

Not Loki. The cold doesn't bother him.

FANDRAL

Yeah, but, he's a Jotun. They...

DESYLVA

Exactly. And since the cold doesn't bother him, it doesn't bother me.

FANDRAL

(raise eyebrow)

I don't understand.

DESYLVA

While you were gallivanting on Midgard with Thor, Loki and I Bonded.

FANDRAL

(shock)

What?

DESYLVA

Loki was king and he asked me to be his queen. We Bonded and...

FANDRAL

Bonded? Seriously? There hasn't been a bonding on Asgard in...

DESYLVA

I know. But it is what we both wanted.

FANDRAL

Des, the only way to end a Bonding is...

DESYLVA

Death.

(beat)

Yes. We know.

(beat)

But since we plan to be together forever, that...

FANDRAL suddenly thinks of something. He's finally figured out what this snow reminds him of.

(Note: On the word "this" FANDRAL indicates the weather.)

FANDRAL

Is *THIS* your doing?

DESYLVA

Yes.

FANDRAL

Why?

DESYLVA

Why not! Odin refuses to listen to me.
He knows Loki needs me, yet he is
keeping us apart.

FANDRAL

What will all this snow accomplish?
What do you...

FANDRAL thinks he's figured it out.

FANDRAL (cont'd)

You and Loki are immune to the cold.
You plan to turn Asgard into...

DESYLVA

Maybe.

FANDRAL

This is crazy Des.

DESYLVA

Is it?

FANDRAL

Yes. You have to stop this.

DESYLVA raises her left wrist up, showing FANDRAL the cuff.

DESYLVA

When Odin removes this cuff, and lets
me see Loki, then I will stop. Not
before.

FANDRAL gives her a look.

FANDRAL

Odin really doesn't want you anywhere
near him, does he?

DESYLVA

No. And I don't understand why. I can help him, Fan. He needs me.

FANDRAL

Then go to him.

DESYLVA

I can't. Weren't you listening? I...

FANDRAL looks at her.

FANDRAL

You and Loki are connected in other ways.

DESYLVA

What are you...

FANDRAL

You may not be able to physically go to the dungeon. But you can still mentally go to him, can you not?

DESYLVA

I... I'm not sure. The cuff should...

FANDRAL

Have you tried?

DESYLVA looks at the cuff, then at FANDRAL. She smiles.

DESYLVA

I could kiss you, but...

FANDRAL

Yeah. I know.

DESYLVA

Thanks. If this works, I'll stop the snow.

DESYLVA runs off. FANDRAL watches her go.

FANDRAL

Good luck, Des.

FANDRAL turns and walks back inside the tavern.

CONTINUE TO:

14 INT: TAVERN

VOLSTAGG and HOGUN are sitting at a table. FANDRAL walks over.

VOLSTAGG
(mock surprise)
You're still alive.

FANDRAL
Yes.

FANDRAL sits. There is a drink waiting for him. He takes a drink of it.

VOLSTAGG
Can't believe you did that! She could have...

FANDRAL
I know.

FANDRAL stares at his drink. VOLSTAGG and HOGUN look at him.

VOLSTAGG
You okay?

FANDRAL
Fine. What makes you...

VOLSTAGG gives him a look. Before he can reply HOGUN kicks him from under the table.

HOGUN
Is Desylva okay?

FANDRAL
She will be. She really misses Loki.

VOLSTAGG
Odin never should have forbidden her to see him. Those two are connected. They need each other.

(CONTINUED)

FANDRAL

He more then forbid her to see him. He made it so that she couldn't get anywhere near the dungeon.

VOLSTAGG

What do you...

FANDRAL

He put an Inhibitor Cuff on her.

VOLSTAGG

Desylva is a master of illusion. Loki taught her everything he knows. Some say she is even better than Loki.

FANDRAL gives him a look.

VOLSTAGG (cont'd)

Couldn't she just disguise herself?

HOGUN

The Cuff would prevent it.

VOLSTAGG looks at HOGUN.

VOLSTAGG

How exactly?

FANDRAL stops listening and stares into his drink.

HOGUN

If she were to disguise herself, the false image would last only until she reached the front door. Then the cuff would emit a pulse and the illusion would be shattered.

VOLSTAGG

What about teleportation? She could...

HOGUN

The shields would stop her.

VOLSTAGG

But if the shields were to drop...

HOGUN

The shields won't drop.

VOLSTAGG

But what if they did? Without the shields...

HOGUN

I'm sure Odin will make sure the shields do not fail.

Momentary silence. VOLSTAGG and HOGUN notice FANDRAL is staring into his drink.

VOLSTAGG

Okay. Seriously. What's wrong?

FANDRAL is about to say "nothing", but VOLSTAGG cuts him off.

VOLSTAGG (cont'd)

And don't say nothing. Because I know that look. Something is...

FANDRAL

You wouldn't believe me.

VOLSTAGG

Try me.

FANDRAL looks at VOLSTAGG and HOGUN.

FANDRAL

Nice weather, isn't it?

VOLSTAGG

(confused)

What?

FANDRAL

Snow. Real Snow. On Asgard.

HOGUN and VOLSTAGG give him a look.

FANDRAL (cont'd)

And the coldness to go with it.

VOLSTAGG

What are you...

FANDRAL

Ever wonder where it came from?

HOGUN

It is unusual, yes. But not unheard of.

FANDRAL

It is more than "unusual". It is almost "magical".

VOLSTAGG and HOGUN are still a little lost. FANDRAL wonders why they are not getting it.

FANDRAL (cont'd)

The snow is coming from Des. She's...

VOLSTAGG

Des? How can...

FANDRAL

Did you know that she and Loki were Bonded while we were on Midgard?

VOLSTAGG

(raise eyebrow)

Really? Bonded? As in...

HOGUN

It has been a long time coming. Those two have been together for...

FANDRAL

Think about it. If they are Bonded, then they truly are connected in every way.

HOGUN starts to put the pieces together.

HOGUN

Loki is a Jotun. This cold would not affect him.

FANDRAL

And it doesn't affect Des either. She could freeze Asgard and...

VOLSTAGG

Never happen. She would need...

HOGUN

The Casket. Loki could use it. Which means she...

FANDRAL

Exactly. And The Destroyer is no longer guarding it.

(beat)

If Odin doesn't agree to let her see Loki, we could be in for a very cold future.

They all share a look.

JUMP TO:

15 INT: LOKI'S CELL

LOKI is laying on his cot, staring at the ceiling. All of a sudden, he hears a voice in his head. A voice he thought he'd never hear again.

DESYLVA (VO)

Loki.

LOKI sits up.

LOKI

D?

DESYLVA (VO)

Are you there? Can you hear me?

LOKI closes his eyes and goes into trance mode.

LOKI (VO)

Yes.

DESYLVA (VO)

Meet me in our special place.

(CONTINUED)

LOKI smiles and concentrates.

CONTINUE TO:

16 EXT: GARDEN

DESYLVA is waiting. LOKI appears. He sees her. She sees him. They run to each other and kiss. After a few moments they break the kiss.

DESYLVA
I've missed you so much.

LOKI
And I you.

DESYLVA
It's been so long since...

LOKI takes her hands in his and notices the cuff. He looks at her.

LOKI
(raise eyebrow)
Is that an Inhibitor Cuff?

DESYLVA
Yes. Present from Odin.

LOKI
I see. He's really cutting me off, isn't he?

DESYLVA
Yes.

LOKI
(curious)
So what limit did he set?

DESYLVA
The vicinity of the dungeon of course.

DESYLVA looks at the cuff.

LOKI
Guess he forgot we could project...

(CONTINUED)

DESYLVA

I'd assumed he somehow programmed that as well. It's not like him to miss something so obvious.

LOKI

Obviously he did or you wouldn't...

DESYLVA looks at LOKI.

DESYLVA

I almost didn't even try. It was Fan that...

LOKI

(raise eyebrow)
Fandral?

DESYLVA

He suggested that maybe the cuff wouldn't stop us from mentally connecting.

LOKI

(curious)
Not that I'm complaining, but why would Fandral...

DESYLVA

I think he just wanted the snow to go away.

LOKI, not knowing what she is talking about, is confused.

LOKI

(raise eyebrow)
Snow?

DESYLVA

Long story.

LOKI

I'm not going anywhere.

DESYLVA looks at him.

DESYLVA
I'll explain later.
(beat)
First, I want to know what happened
after you left here.

LOKI gets a look and says his next line as he walks over to a nearby tree.

LOKI
No you don't.

DESYLVA follows him. She says her line as he sits under the tree.

DESYLVA
Yes. I do.

DESYLVA sits beside him. She can tell he really doesn't want to talk about what happened.

DESYLVA (cont'd)
Meld with me.

LOKI looks at her.

DESYLVA (cont'd)
(beat)
Show me what...

LOKI
(raise eyebrow)
Meld?
(beat)
We haven't done that in a while. Not
even sure we can since we are not
physically...

DESYLVA
We are already mentally linked.
Melding would be easy.
(beat)
Show me everything that happened after
you vanished.
(beat)
Then I'll show you what you missed
here.

LOKI
(raise eyebrow)
Everything?
(beat)
That could take a while.

DESYLVA
We have no other place to be.

They position themselves in the proper mind-meld positions and...

CONTINUE TO:

17 TIME FLIES

LOKI recaps everything that happened to him while he was in Chitauri Space and on Midgard. The recap ends as THOR brings him back to Asgard.

CONTINUE TO:

18 TIME RESUMES

They open their eyes and break the meld position. LOKI looks at her.

LOKI
I'm sorry.

DESYLVA
(raise eyebrow)
Sorry? What are you sorry for?

LOKI
I never meant to hurt you. I never should have severed that link with you. If only...

DESYLVA
Loki this is not your fault. None of it was.
(beat)
It was all Thanos and that scepter. He was manipulating you. Controlling you through the scepter.

(CONTINUED)

LOKI thinks.

DESYLVA (cont'd)

He had that scepter in that cave with you for months. It was feeding off of you, trying to bring the Jotun in you out.

LOKI

And it did. Part of me enjoyed the feeling. But another part of me tried to stop it. I...

(beat)

You have no idea what it felt like. I felt trapped in my own body. I felt like I was on the outside looking in.

(beat)

I couldn't control it, D. I couldn't fight all the Jotun urges. I tried. But...

DESYLVA

I understand. I do. I knew there had to be a reason. I knew you could never...

LOKI

But I did.

DESYLVA

That wasn't you.

LOKI

Yes, it was.

DESYLVA

No. It wasn't.

LOKI smiles at her. If only everyone could see what she saw.

DESYLVA (cont'd)

Part of you, the real you, did manage to get through. If only for a few moments.

LOKI

What?

DESYLVA

That S.H.I.E.L.D agent, Coulson, part of you knew that by killing him, you would give them something to "avenge".

(beat)

If you hadn't have killed Coulson, they may not have bonded as a team. They might still be fighting each other. He would have won. He...

LOKI

Barton did say they would need a reason to work together. Something more than just a threat.

DESYLVA

See, you knew that.

(beat)

You wanted to stop "him". You gave them the push they needed. And "he" didn't even realize it.

LOKI looks at her. She continues.

DESYLVA (cont'd)

How do you think Selvig thought of his "fail safe"?

(beat)

I bet you somehow gave him the idea that the scepter could be used to close the portal.

(beat)

During the fight with Thor, you left the Scepter at Stark Tower. You left it for them.

LOKI thinks.

LOKI

I did, didn't I?

DESYLVA

Yes. Look, even if you weren't aware of it, you were trying to stop him.

LOKI smiles at her.

LOKI

D, I...

DESYLVA loving raises a hand to the side of his face.

DESYLVA

I will make them see. I...

LOKI loving looks at her.

LOKI

Their minds are made up. I'm never getting out of here. Odin will...

DESYLVA

No.

(beat)

There has to be a way out. This can't be the end. They may not let me see you, but they can't stop me from...

LOKI

You can see me when ever you want.

DESYLVA

Only like this. Not in person.

LOKI

For us this is just as good. Maybe even better.

(smile)

Now tell me, what was that about snow?

DESYLVA

Guess it's my turn now.

DESYLVA and LOKI place themselves into the proper mind-meld positions and...

CONTINUE TO:

19 TIME FLIES

DESYLVA recaps the events on Asgard from immediately after Loki fell into Yggdrasil to now.

CONTINUE TO:

(CONTINUED)

DESYLVA (cont'd)

I've heard their side. I want to hear yours.

Silence. LOKI doesn't answer her. He's not sure how to answer her.

DESYLVA (cont'd)

Loki. Is it true?

(beat)

Did you really let go?

LOKI can't look at her. He lowers his head.

LOKI

Yes.

DESYLVA

Why?

LOKI

At that moment, I felt so alone, like I'd lost everything.

(beat)

The father who'd loved me, now only had disappointment in his eye.

(beat)

The brother who I'd loved, now hated me.

(beat)

I...

DESYLVA

Loki, you still had me. I wasn't going to desert you. I...

LOKI looks at her.

LOKI

I know, but...

(beat)

Everything we'd done, or tried to do, to fix what Thor started, all went wrong. Somehow it all seemed to...

DESYLVA hugs him.

LOKI (cont'd)

I'm sorry. I'm so sorry. I wish I could...

DESYLVA

You are never alone. You know that. I will ALWAYS be here. Always.

LOKI breaks the hug, looks at her, and kisses her.

JUMP TO:

A FEW WEEKS LATER (MID JUNE)

22 INT: STABLES - SLEIPNIR'S STALL

DESYLVA is sitting with SLEIPNIR. She is "playing" with the Inhibitor Cuff.

DESYLVA

I can't believe they've locked him up.

SLEIPNIR (VO)

(thought)

At least he's alive.

DESYLVA

I will find a way to get him out.

SLEIPNIR (VO)

(thought)

If anyone can do it, you can.

DESYLVA

We need to put our heads together and come up with a...

DESYLVA's sentence is interrupted by a voice from behind.

THOR

Talking to yourself, or the horse, Des?

DESYLVA turns and looks at THOR.

DESYLVA

Go away Thor.

(CONTINUED)

DESYLVA turns back to SLEIPNIR.

THOR

I thought we'd gotten past this?!?
I...

DESYLVA turns, fast, and glares at THOR.

DESYLVA

How could you let Odin just throw him
in the dungeon?

THOR

Loki brought this on himself. Father
did what he had...

DESYLVA

You honestly believe that don't you?

THOR

I was there, on Midgard. I saw
firsthand what he did. I saw...

DESYLVA

Did you! What did you see? Really.

(beat)

Did you ever stop and think that maybe
he was being manipulated?

THOR

Loki would never let...

DESYLVA

He didn't have a choice!

(beat)

Tell me, did you have a chance to see
that scepter he had? I mean really see
it.

THOR

Yes. Banner and Stark were studying it
on the helicarrier.

DESYLVA

Anything strange happen while they
were "studying" it?

THOR

What do you mean?

DESYLVA

That scepter contains one of the Infinity Stones. The Mind Stone.

THOR

So that was how he was able to control...

DESYLVA

Yes. But it also has the ability to feed off of the people around it.

THOR remembers the incident in the helicarrier lab where everyone seemed to be at each others throats until they realized that Banner was holding the scepter. He remembers how "odd" he felt.

DESYLVA (cont'd)

The stronger the negative emotions, the stronger the hold it can have on the person.

(beat)

I told you to get it away from him I told you it was dangerous.

THOR

Des, I...

DESYLVA

You know the state of mind Loki was in when he "left".

(beat)

He'd been subjected to the stone's influence for almost a year. Thanos used that to his advantage.

Silence. DESYLVA looks at THOR pleadingly.

DESYLVA (cont'd)

(pled)

Thor, Loki needs me. I need to be able to see him.

THOR

You and Loki can be together without being in the same room.

DESYLVA

Not the same. I need to get to him. Can you help me?

THOR is surprised. DESYLVA has never asked for his help before. He's almost sorry that he can't help her.

THOR

There is nothing I can do. Father has strictly forbidden anyone to see him. That includes me.

DESYLVA

There must be something you could...

THOR

There is not. I am sorry.

DESYLVA

I will find a way to get to him. I...

THOR

(half-laugh)

You can try. But you will not succeed. Nothing, and no one, can enter the dungeons without permission.

DESYLVA

I'm sure I can come up with...

THOR

You don't understand. The Dungeons are ancient. There are protection spells on all the entrances. Magic will not get you in.

(beat)

Besides, that cuff...

THOR points to the cuff on her wrist.

THOR (cont'd)

...won't let you anywhere near the dungeon.

DESYLVA stares back at the cuff. THOR leaves. DESYLVA looks back at SLEIPNIR.

DESYLVA
Should've known Thor wouldn't help.

DESYLVA looks at cuff.

DESYLVA (cont'd)
There has to be a way to remove this.
There has to be!

SLEIPNIR nudges her with his nose.

SLEIPNIR (VO)
(thought)
I take it you've tried morphing...

DESYLVA
Yes. The Cuff just adapts to my new form.

JUMP TO:

OCT 21ST

23 P10 INT: OBSERVATORY

THOR addresses a group of soldiers. The Warriors Three stand at the front of the group.

THOR
To fight, to bleed, to die for those we love and cherish. To wage war on those who would kill any who cannot defend themselves. This is not our duty. It is the reason for our very existence. Since the days of Bor and Buri before him we have protected the Nine Realms. But for too long Asgard has been cut off from those who depend on our blood and courage for their survival. Without our light, darkness spreads. But the darkness is at an end. Asgard returns. And there will be Hel to pay!

(CONTINUED)

The soldiers gathered all cheer.

PAN TO:

24 EXT: OBSERVATORY

A hooded figure stands, leaning in the doorway, listening to THOR rallying the troops. We zoom in to reveal it is DESYLVA.

DESYLVA

(mutter)

Oh please.

She turns and teleports away.

CUT TO:

25 INT: LOKI'S CELL

HELA appears in the room.

HELA

Well father, now you've done it. I didn't think it possible, but you have managed to put yourself in a worse position than you were before.

LOKI

What are you...

HELA

They all want you dead, you know.

LOKI looks away.

HELA (cont'd)

You only have one left who speaks for you.

LOKI thinks.

HELA (cont'd)

Desylva. She is still supporting you. Fighting for you. Standing up for you.

(beat)

Everyone else has given up. Even Frigga is starting to lose hope.

LOKI looks at the ground. He never meant to hurt any of them. Especially not Desylva and Frigga.

HELA (cont'd)

Tell me, father, why did you really let go?

LOKI looks at her. He's been asking himself the same question a lot lately.

HELA (cont'd)

Thor and Odin could have...

LOKI

I... I don't know. The look in their eyes. I...

HELA

It wasn't too late. You could have fixed things. Explained.

LOKI

They never would have listened.

HELA

You don't know that.

LOKI looks at her.

LOKI

Why are you here, daughter?

HELA

I think you know.

He doesn't like what she is implying. She just looks at him.

LOKI

No. Go away.

HELA

As long as Desylva believes in you, there is hope. Don't forget that.

HELA vanishes.

JUMP TO:

(CONTINUED)

NOV 11TH

 **
 ** Events of *THOR: THE DARK WORLD* up to the end of the **
 ** scene where JANE is being examined by EIR. **
 **

26 INT: HALLWAY - PALACE

DESYLVA is walking down the hall. She sees ODIN, THOR, and JANE exit EIR's lab. They appear to be in a hurry somewhere. DESYLVA is curious as to who the woman with THOR is. She passes the room as one of the ATTENDANTS is exiting.

DESYLVA

Who was that woman with Thor?

The ATTENDANT stops and looks at DESYLVA.

ATTENDANT

Jane Foster, m'lady.

DESYLVA

(raise eyebrow)

The human?

ATTENDANT

Yes.

DESYLVA

Why is she here?

ATTENDANT

She has an energy source in her the likes of which we have never seen.

DESYLVA

What sort of...

ATTENDANT

Not sure. But it will kill her if they can't get it out.

DESYLVA

If you don't know what it is, how...

(CONTINUED)

ATTENDANT

From the way Odin reacted when he saw it, I think he may know what it is.

DESYLVA looks down the hall. She hears Frigga's voice in her head.

FRIGGA (VO)

I do see a day when Thor will bring her to Asgard.

(beat)

Her life will be in danger, and Thor will bring her here to save her.

ODIN has turned a corner and THOR and JANE are about to.

DESYLVA

Thanks.

The ATTENDANT continues on her way, heading in the opposite direction. DESYLVA runs after THOR, making herself invisible as she runs.

JUMP TO:

27 DW-2 INT: HALL OF SCIENCE

ODIN, THOR, and JANE enter. ODIN starts talking as they enter. They head to a table which has a book on it.

ODIN

There are relics that predate the universe itself. What lies within her appears to be one of them. The Nine Realms are NOT eternal. They had a dawn as they will have a dusk.

ODIN opens the book on the table. He turns through the book as he talks.

ODIN (cont'd)

But before the dawn, the dark forces, the Dark Elves, reigned absolute and unchallenged.

THOR quotes from a childhood story.

(CONTINUED)

THOR

"Born of eternal night, the Dark Elves
come to steal away the light."

(beat)

I know these stories. Mother told them
to us as children.

ODIN

Their leader, Malekith, made a weapon
out of that darkness. And it was called
the Aether.

(beat)

While the other relics often appear as
stones, the Aether is fluid and ever
changing. It changes matter into dark
matter. It seeks out host bodies.
Drawing strength from their life
force. Malekith sought to use the
Aether's power to return the universe
to one of darkness.

(beat)

But, after eternities of bloodshed, my
father, Bor, finally triumphed.
Ushering in a peace that lasted
thousands of years.

JANE

What happened?

ODIN

He killed them all.

THOR gives ODIN a confused look.

THOR

But are you certain? The Aether was
said to have been destroyed with them,
and yet here it is.

ODIN glares at THOR.

ODIN

The Dark Elves are dead.

When JANE starts talking, ODIN looks to her.

JANE

Does your book happen to mention how
to get it out of me?

ODIN

No. It does not.

ODIN walks off. JANE and THOR watch him go for a few moments
then then follow him out.

JUMP TO:

A FEW HOURS LATER

28 INT: LOKI'S CELL

LOKI is pacing. He stops and stares out the front barrier into
the hall. He hears a soft voice in his head.

DESYLVA (VO)

Loki.

LOKI heads to the cot. He sits and goes into a trance.

CONTINUE TO:

29 EXT: GARDEN

DESYLVA is standing, waiting for LOKI. She is about to call
him again when he appears in front of her. She smiles at him.
He smiles back.

LOKI

D.

He goes to her. He kisses her. After a few moments he breaks
the kiss. He can tell from the look in her eyes she has
something to tell him.

DESYLVA

You are never going to believe what
Thor has done now.

LOKI raises an eyebrow in curiosity.

DESYLVA (cont'd)

He's brought Jane Foster here.

(CONTINUED)

LOKI

(half-laugh)

That must have gone over well with Odin. Thor spends 2 days with her, then doesn't see her for two years, then brings...

DESYLVA

I didn't get to see how Odin reacted upon seeing her. But the reason for bringing her here is not what you might be thinking.

LOKI

(curious)

Oh?

DESYLVA

It seems that Thor's pet human, has somehow managed to find The Aether!

LOKI goes serious. He raises an eyebrow.

LOKI

The Aether?

DESYLVA

Yes.

LOKI

(disbelief)

Impossible! Bor destroyed it millennia ago!

DESYLVA

Looks like he lied.

LOKI doesn't miss the irony that ODIN's father was a liar as well.

LOKI

Like father, like son.

(beat)

Guess Odin isn't the only one with secrets.

DESYLVA looks at LOKI.

DESYLVA

It has somehow merged with her. It is inside of her.

LOKI

It will kill her.

DESYLVA

Unless they find a way to get it out.

LOKI

(half-laugh)

If I remember my history correctly, there is only one person who would be able to remove it.

DESYLVA

Yes. But all the Dark Elves are dead. They were...

LOKI gives her a "really?" look.

LOKI

We were told the Aether had been destroyed.

(beat)

What makes you think Bor didn't lie about all the Dark Elves being dead as well?

DESYLVA

(laugh)

That's what Thor said.

LOKI

(surprise)

How about that. We actually agree on something.

DESYLVA

But Odin just glared at him and said they were all dead.

LOKI gives her a look.

LOKI

And Thor believed that?

DESYLVA

He seemed to.

LOKI

I bet Malekith is still out there
somewhere, waiting.

DESYLVA

If Malekith still lives...

(beat)

...he will come for the Aether.

(beat)

He will want to finish what he started
5000 years ago. He...

DESYLVA notices LOKI is giving her a look.

DESYLVA (cont'd)

What?

LOKI places a hand under her chin and looks at her.

LOKI

How much do you know?

DESYLVA

About what?

LOKI

Jane. The Aether. Malekith.

DESYLVA

Only what I heard Thor and Odin
discussing.

LOKI

They didn't see you, did they?

DESYLVA

Of course not.

LOKI

Tell me what they said.

DESYLVA sits on a bench. LOKI sits beside her.

JUMP TO:

(CONTINUED)

30 EXT: BALCONY

THOR and JANE are talking. FANDRAL walks over and looks at THOR.

FANDRAL
Tyr's back. He's looking for you.

THOR
Thanks.

THOR looks to JANE.

THOR (cont'd)
I have to take care of this. I'll be back.

JANE gives him a look, and nods. THOR gives FANDRAL a look and mutters to him as he passes.

THOR (cont'd)
Play nice.

FANDRAL gives him an "of course" look. THOR leaves. FANDRAL stands beside JANE. JANE looks at FANDRAL.

JANE
It's Fandral, right?

FANDRAL
(smile)
She remembers.

JANE blushes. FANDRAL notices DESYLVA at the other end of the balcony. JANE is about to say something when she notices FANDRAL is staring at something. JANE follows his gaze. She sees DESYLVA. JANE addresses FANDRAL while looking at DESYLVA.

JANE
Pretty. Who is she?

FANDRAL
That would be Lady Desylva.

JANE
Is she your...

FANDRAL

No. She's Loki's...

JANE spins and looks at FANDRAL.

JANE

Loki's?

FANDRAL

Yes.

JANE looks back at DESYLVA.

JANE

I hope she dumped his sorry...

FANDRAL speaks with a sorta sad tone in his voice.

FANDRAL

She'll never leave Loki.

JANE looks back at FANDRAL.

JANE

What? Surely after all he did on Earth,
she couldn't possibly...

FANDRAL

She loves him. 100%. Has for over a
1000 years.

JANE

(raise eyebrow)
1000 years?

FANDRAL

(think)
1043 to be exact.

JANE is starting to sense something in FANDRAL. There is something in his voice when he talks about DESYLVA.

FANDRAL (cont'd)

I believe you have a saying on Midgard,
"love at first sight".

JANE nods.

FANDRAL (cont'd)
Well that is how it was for Des.
(beat)
She's loved him since she was 5.
(beat)
Took Loki a little longer to notice.
Well a lot longer actually.

FANDRAL looks back at DESYLVA. JANE looks from FANDRAL to DESYLVA then back to FANDRAL.

JANE
(curious)
Where's Loki now?

FANDRAL points out over the city to the dungeons.

FANDRAL
Dungeons.

JANE looks to where he is pointing. Then looks back at him.

JANE
(raise eyebrow)
The Dungeon? Seriously?

FANDRAL
Odin sentenced him to life imprisonment. For us, life can be a very very long time.

JANE
(curious)
How long?

FANDRAL
5000 years.

JANE
(surprise/shock)
Five THOUSAND...

FANDRAL
Give or take.

JANE looks back at DESYLVA.

JANE

If Loki is "locked up" forever, she can be free of him. She...

FANDRAL

Jane, she will never abandon Loki.

(beat)

As long as he is alive, she will be his and only his.

(beat)

She can have any man she wants. But she only wants him.

JANE

Still don't understand why she doesn't just dump him and move on.

JANE gives FANDRAL a look.

JANE (cont'd)

I'm sure there is some guy who would like to...

FANDRAL

I feel sorry for the first guy who tries.

JANE wonders what he means.

FANDRAL (cont'd)

Taking Loki's place will not be easy.

FANDRAL stares at DESYLVA. JANE looks at FANDRAL.

JANE

How long?

FANDRAL is confused.

FANDRAL

Till what?

JANE gives him a "that's not what I meant" look.

JANE

How long have YOU loved her?

FANDRAL is shocked. He gives JANE a look.

FANDRAL

What?

It was so obvious to her. JANE wonders why he can't see it. Maybe she has a new awareness due to the Aether, or maybe he's just in denial.

JANE

It's obvious from the way you look at her and talk about her. How long have...

JANE's sentence is interrupted as VOLSTAGG joins them. FANDRAL is so happy to see him.

VOLSTAGG

Is this a private party, or can anyone join?

JANE and FANDRAL share a look. JANE looks at VOLSTAGG. FANDRAL looks over to DESYLVA and sees her leave. FANDRAL looks at VOLSTAGG.

FANDRAL

The more the merrier, right?

VOLSTAGG nods. JANE looks over to where DESYLVA was and notices she is gone. JANE looks around, trying to see if she can find her. VOLSTAGG notices.

VOLSTAGG

Looking for someone?

JANE

What? No. I...

JANE takes a breath and decides to change the subject. She notices Hogun is missing.

JANE (cont'd)

(curious)

Where's Hogun?

VOLSTAGG

Vanaheim.

JANE

Vanaheim?

FANDRAL

His village was attacked. He's helping them rebuild.

JANE

Hogun is not from Asgard?

VOLSTAGG

No.

JANE

Oh.

(beat)

So, what have the famous Warriors Three been up to since I last saw you?

VOLSTAGG and FANDRAL share a look.

JANE (cont'd)

How did you get that name anyway? Did you just start calling yourselves that? Or did others give you that name?

VOLSTAGG and FANDRAL share another look.

JUMP TO:

A FEW HOURS LATER

31 DW-D1 EXT: ASGARD

THE CAMERA PANS FROM THE OBSERVATORY, DOWN THE RAINBOW BRIDGE, THROUGH THE GATES, AND INTO THE CITY. IT CONTINUES PANNING THROUGH AND AROUND THE CITY AND INTO THE PALACE.

CONTINUE TO:

32 DW-D2 INT: THE GREAT HALL/THRONE ROOM

Everyone is gathered for a massive event.

THE CAMERA PANS THROUGH THE CROWD AND STOPS AT THE FRONT.

(CONTINUED)

A figure can be seen approaching the steps to the throne. The figure is wearing a long flowing red cloak with a fur collar. Standing at the base of the steps, on the figure's right, are SIF and VOLSTAGG, they bow to the figure as he passes.

THE CAMERA PANS TO THE FIGURE'S LEFT AND WE SEE FANDRAL.

FANDRAL bows to the figure as he passes. The figure makes his way up the steps. All we see is the flowing red cloak as he slowly walks up the steps. When the figure reaches the top, he turns around.

It's LOKI.

The crowd in the hall is cheering and applauding. LOKI is basking in the attention. LOKI raises one arm high up, and Mjolnir comes flying into his grasp. He grabs the hammer and raises it high up. The crowd cheers louder. LOKI smiles.

FRIGGA appears beside LOKI.

FRIGGA

Loki.

LOKI slowly lowers Mjolnir and looks at FRIGGA.

FRIGGA (cont'd)

What are you doing?

LOKI

(smile)

I'm giving the people what they want.

FRIGGA

Does all this make you feel better?

LOKI

It certainly doesn't make me feel worse.

FRIGGA

Cast enough illusions and you risk forgetting what is real.

LOKI

Precisely.

A glow emanates around LOKI and the illusion is shattered.

CONTINUE TO:

33 DW-3 INT: ASGARDIAN DUNGEON - LOKI'S CELL

LOKI stands at the front of his cell, hands clasped behind his back, looking out past the force shield barrier as guards escort new prisoners to their cells.

FRIGGA is standing behind him.

LOKI

Odin continues to bring me new friends. How thoughtful.

LOKI starts to walk away from the barrier. As he does, FRIGGA's voice sounds from behind him.

FRIGGA

The books I sent, do they not interest you?

LOKI turns to address FRIGGA.

LOKI

Is that how I am to while away eternity? Reading?

FRIGGA

I've done everything in my power to make you comfortable, Loki.

LOKI

Have you?

LOKI removes his hands from behind his back and leans over the table in front of him.

LOKI (cont'd)

Does Odin share your concern?

FRIGGA says nothing.

LOKI (cont'd)

Does Thor? It must be so inconvenient, them asking after me day and night.

(CONTINUED)

FRIGGA

You know full well that it was your actions that brought you here.

LOKI

My actions?

LOKI moves away from the table. He gets a "yes, right. It was all my fault" look. He starts to walk around the cell.

LOKI (cont'd)

I was merely giving truth to the lie that I've been fed my entire life. That I was born to be a king.

FRIGGA

A king? A true king admits his faults. What of the lives you took on Earth?

LOKI

A mere handful compared to the number that Odin has taken himself.

FRIGGA

Your father...

LOKI loses his temper and yells.

LOKI

He's not my father!

FRIGGA stares at him. All is silent for a few moments.

FRIGGA

Then am I not your mother?

LOKI hesitates. He realizes that to deny Odin is his father, he must also deny Frigga.

LOKI

You're not.

FRIGGA forces a smile, but there are tears in her eyes. She steps closer to LOKI.

FRIGGA

Huh.

FRIGGA walks over to LOKI.

FRIGGA (cont'd)

You're always so perceptive about everyone but yourself.

LOKI looks regretful. Shaking his head, he steps toward FRIGGA and moves to place his hands upon her own upturned palms. She slowly dissolves at his touch, tears in her eyes. LOKI looks down and closes his eyes, tears starting to form.

JUMP TO:

34 DW-D3 INT: FRIGGA'S ROOM

FRIGGA is looking at LOKI's image. THOR enters the room as LOKI's image fades away.

THOR

You still see good in him, don't you?

FRIGGA turns to THOR.

FRIGGA

Welcome home son.

THOR

Why indulge him with the gifts, the visits?

FRIGGA

I think if you ask his guards, they will tell you I was never there.

THOR

Mother, Loki is not the boy you once knew.

FRIGGA

Nor are you.

FRIGGA and THOR walk arm-in-arm through the room. They head for the balcony.

FRIGGA (cont'd)

And I loved you no less when your father banished you to Earth.

(CONTINUED)

THOR

Do you ever regret sharing your magic with him?

FRIGGA

No. You and your Father cast large shadows. I'd hoped by sharing my gifts with Loki that he could find some sun for himself.

THOR

I admire your optimism. Your compassion. I wish I could still share it.

They reach the balcony.

FRIGGA

Now am I to take it from your presence that the Nine Realms still stand.

THOR

Yes, they do. I came to give father the good news.

FRIGGA

And you thought to find him here? You will find him where he is most at ease.

JUMP TO:

35 EXT: BALCONY

DESYLVA is standing alone, staring out over the city towards the dungeons. She is twisting the cuff on her wrist. JANE walks by, alone. She sees DESYLVA and goes to her. JANE stops beside her. She looks at her.

JANE

How?

DESYLVA stops twisting the cuff and looks at JANE.

JANE (cont'd)

How can you still love him after all he's done?!

(CONTINUED)

DESYLVA

Who are you to judge Loki?

JANE

Who am I? I...

DESYLVA

You are nothing. A mere human. You are here for such a short time. We are around for millennia. We see worlds change. We...

JANE

What does that have to...

DESYLVA

Loki should not be judged for one tiny event. An event which he was not responsible for.

JANE

What? Are you serious? He...

DESYLVA

He was manipulated. He'd spent a year being brainwashed. He was kept from us. From me. When he left here, he was in a confused state. His whole world had been turned upside down.

JANE

(confused)

What are you talking about?

DESYLVA

When Thor brought them all to Jotunheim that day, Loki learned a secret. He learned Odin wasn't his father. He learned he wasn't Asgardian. He learned he was a Jotun. A Frost Giant.

JANE doesn't understand why that should matter.

JANE

So he was adopted. Big deal. Happens all the time.

(CONTINUED)

DESYLVA gives JANE a look. It is obvious that JANE does not understand what that means.

JANE (cont'd)

That doesn't give him the right to...

DESYLVA

On the scale of things, what Loki did wasn't really that big of a deal. He definitely did not deserve to be...

JANE

Not a big deal? He...

DESYLVA

Odin himself has done far worse. So has Thor.

JANE

Thor?

DESYLVA

The Warrior Prince. He's laid waste to entire armies with the swing of a hammer. He's crushed...

JANE

That's different, He was protecting people. Loki was...

DESYLVA

Killing is killing, isn't it?

JANE gives her a look.

DESYLVA (cont'd)

If you plan on having a future with Thor, however short it may be, remember this.

(beat)

Thor can be just as "bad" as Loki. Thor has a tendency to "act first" and to Hel with the consequences.

(beat)

I've known them both for a LONG time. Believe me, Thor has gotten himself

(MORE)

DESYLVA (CONT'D)

into a lot worse predicaments. Loki's always been there to help get him out.

(beat)

Loki just needs to find his way back.
If only...

DESYLVA stops. JANE starts to feel sorry for her.

JANE

If only what?

DESYLVA

Nothing.

DESYLVA looks out towards the dungeons again. JANE follows her gaze. After a few moments, DESYLVA looks at JANE.

DESYLVA (cont'd)

A word of advice, Jane Foster.

(beat)

You may be willing to spend the rest of your life with Thor, but he cannot spend the rest of his with you.

(beat)

You will grow old and watch as he doesn't appear to age. He still has a LONG life ahead of him. Think long and hard. Are you willing to go through that?

Momentary pause as JANE thinks about what DESYLVA just said.

DESYLVA (cont'd)

If you decide you are, we may one day be sisters.

(beat)

At least for a while.

DESYLVA walks off. JANE watches her go. THOR walks over to JANE, passing DESYLVA as she exits. THOR reaches JANE.

THOR

See you met Des.

JANE

Yeah.

THOR notices JANE looks upset.

THOR
What is it? What's wrong?

JANE
Nothing.

THOR doesn't believe her.

THOR
Did she say something to upset you?

JANE
No. Not really. She just gave me
something to think about.

THOR gives her a look. He isn't buying it. DESYLVA obviously
said something.

THOR
You sure she didn't...

JANE
Yes.

THOR
Because Desylva can be really...

JANE kisses him.

JUMP TO:

A FEW HOURS LATER

36 INT: LOKI & DESYLVA'S SUITE

DESYLVA heads for the door and exits.

CONTINUE TO:

37 INT: HALLWAY

She turns right and heads down the hall. She turns a corner
and...

CONTINUE TO:

(CONTINUED)

38 INT: TOP OF DUNGEON STAIRS

...finds herself at the top of a staircase. She stops abruptly so as not to fall down the stairs.

DESYLVA

What the... Where am I?

She hears voices, in the distance, coming from behind her.

DESYLVA (cont'd)

They sound like guards.

The voices are getting closer. She looks around for a place to hide. Not seeing any, she descends the stairs.

CONTINUE TO:

39 INT: STAIRS

As she descends the stairs, she hears voices from below.

DESYLVA (VO)

(thought)

They sound like pris...

DESYLVA stops as she realizes where she is.

DESYLVA (VO)(cont'd)

(thought)

*The Dungeon. I'm inside the Dungeon!
But how?*

DESYLVA looks down at the cuff.

DESYLVA (VO)(cont'd)

(thought)

*Wonder if this only works from outside
the dungeon?*

DESYLVA takes a deep breath.

DESYLVA (cont'd)

Here goes nothing.

A green glow encases her as she transforms into a guard. She looks at herself and smiles. She speaks in her own voice.

(CONTINUED)

DESYLVA/GUARD

It worked.

DESYLVA/GUARD continues down the stairs. (Note: The Inhibitor Cuff is on the guard's wrist.)

CONTINUE TO:

40 INT: BOTTOM OF STAIRS

DESYLVA/GUARD reaches the bottom of the stairs and heads down the hallway.

CONTINUE TO:

41 INT: HALLWAY

DESYLVA/GUARD walks down the long hall of cells, looking for Loki's. After a few moments she sees it. She stops and stares. She sees LOKI laying on his cot tossing a cup up into the air, catching it, and then tossing it up again.

DESYLVA/GUARD

(quietly)

Loki.

She heads to LOKI's cell.

CONTINUE TO:

42 INT: LOKI'S CELL

When "DESYLVA" says his name, LOKI stops tossing the cup and sits up. He quietly, softly speaks.

LOKI

D?

LOKI is about to go into his trance state to connect to her, but something tells him not to. He looks over at the side force shield/barrier and sees a guard standing there. Something is not quite right with the guard. LOKI is about to rise and go to the guard when the guard motions him to stay. LOKI is curious.

"The guard" raises a finger to "his" lips in a "shush" gesture, and motions to the surveillance camera is.

(CONTINUED)

LOKI wonders what is going on. The guard blocks the feed and replaces it with an image of LOKI laying on the cot. The guard stands at the barrier for a few moments, just staring intently at it. Then starts to walk forward.

LOKI watches as "the guard" walks right through the barrier and then stops. LOKI is stunned. He should not have been able to do that. Nothing can pass through that field. LOKI jumps off the cot.

"The guard" smiles, then speaks using DESYLVA's voice.

DESYLVA/GUARD
(softly)
It worked.

LOKI recognizes the voice and notices the cuff.

LOKI
(raise eyebrow)
D?

DESYLVA/GUARD
Yes.

LOKI
How?

A green glow envelopes DESYLVA/GUARD, and she returns to her own form. She heads to LOKI. LOKI heads to her.

DESYLVA
I've blocked the surveillance feed.
No-one will know I'm in here.
(smile)
So, we can do whatever you want.

LOKI reaches her and smiles at her.

LOKI
And there is so much I want to do to
you right now.

DESYLVA
Then stop talking, my love.

She kisses him. He hungrily kisses her back, pulling her close. He turns and backs her up against the back wall. The energy barriers go dark so no-one on the outside can see in.

CONTINUE TO:

43 TIME FLIES

They spend the next few hours making love.

CONTINUE TO:

44 TIME RESUMES

They are on the cot. LOKI whispers in her ear.

LOKI

How did you get past the guards?

(beat)

That cuff should have...

DESYLVA

Apparently, it only works on the outside.

LOKI

What?

DESYLVA

It is programmed to prevent me from getting in. Once inside it...

LOKI

But how did you get in?

DESYLVA

The same way I got through that.

DESYLVA points at the barrier. LOKI gives her a look.

LOKI

And how *DID* you manage to get through that?

(beat)

You shouldn't have been able to. Nothing can get through it. Trust me, I've tried.

(CONTINUED)

DESYLVA

The Convergence is upon us.

LOKI remembers HEIMDALL telling him and THOR about it when they were kids.

LOKI

(curiously)

The Convergence?

DESYLVA

Yes.

(beat)

Dimensional rifts, and Reality Pockets, are popping up all over the place.

LOKI

Are you saying you just "appeared" in the dungeon?

DESYLVA

Yes.

(beat)

One minute I was in the hallway outside our suite, and then the next I was at the top of the dungeon stairwell.

LOKI

Interesting.

DESYLVA

I know.

LOKI thinks of something.

LOKI

With the fabric of reality bending...

DESYLVA knows exactly what he is thinking.

DESYLVA

I was thinking the same thing.

(beat)

I had a theory that I wanted to test. But I needed to get here to test it.

LOKI

And that theory was?

DESYLVA

The energy barrier can be manipulated if the effect of the Convergence is strong enough. Only one problem.

LOKI

Which is?

DESYLVA

It fluctuates. The Convergence is not yet at 100%.

(beat)

I was able to manipulate the field, with a lot of concentration, enough to get in, but I'm not sure I'll be able to get out.

(beat)

The "pocket" that allowed me in, may not still be there.

LOKI

So you could be trapped here.

DESYLVA looks at him.

DESYLVA

That wouldn't be so bad.

LOKI smiles and gives her a look.

LOKI

D, as much as I'd love you to stay, you can't. If they find you here...

DESYLVA

They won't. I...

LOKI

D.

DESYLVA

Loki, I...

LOKI places a finger on her lips. Shushing her.

LOKI

You have to go. I need you on the outside.

DESYLVA gives him a look. He gives her a look. She removes his finger from her lips.

DESYLVA

Okay.

(beat)

But once The Convergence is at 100%, the field...

LOKI

...will be weak enough.

DESYLVA

Yes.

(beat)

When the time is right, I shall come and get you. And...

LOKI

And I can start to make everything right again.

DESYLVA

Yes, my love.

LOKI smiles and kisses her. After a few moments they break the kiss. DESYLVA backs away from LOKI. She walks to the cell barrier and stops when she reaches it.

DESYLVA (cont'd)

Then again, you could come with me now?

She looks at LOKI. He smiles and heads to her. She turns back to the barrier, takes a breath, then steps forward. She walks through the barrier. She turns, looks at LOKI, and raises a hand towards the barrier.

LOKI raises his hand to take hers. But, when their hands touch the barrier, it sparks. The portal is gone. They share a goodbye look. LOKI returns to his cot and stares at the ceiling.

(CONTINUED)

A green glow envelops DESYLVA, and she transforms back into the "guard". DESYLVA/GUARD raises "his" hand and gestures toward the surveillance camera, releasing the false image from the feed. She walks off.

LOKI sits up on his cot and watches her leave.

CONTINUE TO:

45 INT: STAIRS

DESYLVA/GUARD reaches the stairs.

DESYLVA/GUARD (VO)
(thought)
I hope the rift is still up there.

DESYLVA/GUARD ascends the stairs.

CONTINUE TO:

46 INT: TOP OF STAIRS

DESYLVA/GUARD reaches the top and when "he" steps in the spot that "he" arrived at, "he" takes the step forward and...

CONTINUE TO:

47 INT: HALLWAY

...finds "himself" back in the palace hall. A green glow envelops DESYLVA/GUARD. DESYLVA returns to her own form and walks off down the hall.

CUT TO:

NEXT DAY (NOV 12TH)

48 DW-4 INT: DUNGEONS (FOCUS ON LOKI'S CELL)

LOKI is lying on his cot, bored, throwing an empty cup into the air and catching it.

PAN TO:

(CONTINUED)

49 DW-4 (CONT'D) FOCUS ON ALGRIM'S CELL

ALGRIM removes the gem from his stomach and crushes it in his palm. His whole body starts to shake as molten heat radiates up his arm and throughout his body.

His cellmates panic and begin shouting for help while banging their fists against their cell's energy field.

PAN TO:

50 DW-4 (CONT'D) FOCUS ON LOKI'S CELL

LOKI is still tossing the cup. He stops as he hears the commotion outside. LOKI rises from his cot.

PAN TO:

51 DW-4 (CONT'D) FOCUS ON ALGRIM'S CELL

The heat that consumes ALGRIM grows so intense that it emits an explosive wave of heat so powerful that his fellow inmates are incinerated. He's transformed into KURSE.

PAN TO:

52 DW-4 (CONT'D) FOCUS DOWN THE HALL

Two Einherjar guards within the dungeon hear the commotion and run to investigate.

PAN TO:

53 DW-4 (CONT'D) FOCUS ON ALGRIM'S CELL

KURSE grabs one of the inmates who survived the blast and presses his face up against the energy barrier. The man screams as he is electrocuted by the field. When the field is weak enough, KURSE smashes his way through the energy shield. An alarm is sounded throughout the palace.

PAN TO:

54 DW-4 (CONT'D) FOCUS ON HALLWAY OUTSIDE CELLS

The two Einherjar guards arrive and try to stop KURSE, but KURSE lifts them by their throats and roasts them with his

(CONTINUED)

molten hot hands. He drops the guards and then proceeds to release the other prisoners by smashing the energy barriers on their cells. With prisoners pouring past, KURSE approaches LOKI's cell.

PAN TO:

55 DW-4 (CONT'D) FOCUS ON LOKI'S CELL

LOKI has been watching the "prison break" with cautious curiosity.

As KURSE stands on the other side of the barrier, LOKI gives him a long, predatory stare. KURSE raises his fist to smash the barrier but stops. He turns away, deciding not to release him.

LOKI watches him leave, then decides to offer him some parting advice.

LOKI

You might want to take the stairs to
the left.

KURSE stops and looks at LOKI for a few seconds. He considers LOKI's words, and then turns towards the left.

CUT TO:

A SHORT WHILE LATER

56 DW-5 INT: DUNGEONS (FOCUS ON FANDRAL AND VOLSTAGG)

FANDRAL and VOLSTAGG have joined the Einherjar guards to battle the escaping Marauders.

FANDRAL

It's as if they resent being
imprisoned!

VOLSTAGG

There's no pleasing some creatures!

The fight continues.

PAN TO:

(CONTINUED)

57 DW-5 (CONT'D) FOCUS ON LOKI'S CELL

As soldiers and prisoners battle, LOKI sits calmly at the edge of his cell, beside the energy shield, and reads a book.

PAN TO:

58 DW-5 (CONT'D) FOCUS ON OUTSIDE CELL

THOR arrives and a group of Marauders warily backs away.

THOR

Return to your cells and no further harm will come to you. You have my word.

THOR turns his head to the right, and a Marauder punches him in the face. THOR grabs him.

THOR (cont'd)

Very well. You do not have my word.

THOR joins in the fight, laying waste to all prisoners in his path.

CUT TO:

A SHORT WHILE LATER

59 DWE-6 INT: DUNGEONS

The battle is almost over. VOLSTAGG, FANDRAL. and THOR are down to the last few escapees. VOLSTAGG smashes a Marauder into a wall. FANDRAL slashes at prisoners with his sword. THOR slams two Marauders at once. Finally the last prisoner falls. The dungeons go silent.

FANDRAL

How did they get out?

THOR

Perhaps they can tell us. Round them up. One to a cell.

Before anyone can act on that order, they hear a muffled explosion from above. THOR and his comrades glance around as the palace shudders from the impact of something, and a rain

(CONTINUED)

of dust falls from the ceiling. An Einherjar Guard rushes to THOR.

GUARD

Sire! We are under attack! Dark creatures I've never seen before!

Frowning, THOR looks to LOKI, and glares at him.

PAN TO:

60 DW-6 (CONT'D) FOCUS ON LOKI'S CELL

LOKI is standing motionless in his cell. He doesn't know what is going on but is pretty sure it is not good.

PAN TO:

61 DW-D4 (CONT'D) FOCUS ON THOR

THOR walks over to the energy barrier and shuts it down. He enters the cell. LOKI backs up.

CONTINUE TO:

62 DW-D4 (CONT'D) LOKI'S CELL

THOR

(yell)
What have you done?

LOKI

(sarcastically)
Read, mostly. Pythagoras. Earlier I had a bowl of gruel.

THOR is standing inches away from LOKI, seething with rage. More explosions can be heard from above. LOKI glances up, concerned. Then looks back at THOR.

LOKI (cont'd)

Don't you think you ought to look into that?

THOR scowls at LOKI, but realizes he is right. THOR exits the cell. He stops outside, looks back to LOKI, gives him one more

(CONTINUED)

penetrating glare, then turns the barrier back on and leaves. LOKI watches as THOR leaves.

FANDRAL and VOLSTAGG give LOKI a look then follow THOR out. LOKI is alone again. He heads back to the cot in his cell and lays down. He wonders if what is happening above is his fault. He'd sent that creature up there. Was it doing this? Or was something else going on?

JUMP TO:

A SHORT WHILE LATER

63 DW-6 (CONT'D) FOCUS ON LOKI

He watches as the dungeons empty of soldiers leaving him behind, alone. As the guards run pass one of them yells to the others.

GUARD

The Throne of Asgard is destroyed. To the King!

LOKI wonders what it means. What was going on?

JUMP TO:

A SEVERAL HOURS LATER

64 DW-7 FRIGGA'S FUNERAL SCENE FROM MOVIE

(plays out as it does in the movie)

PAN TO:

65 EXT: FOCUS ON DESYLVA

DESYLVA stands off by herself. She watches as the boat sails away. She has tears in her eyes.

PAN TO:

66 DW-7 (CONT) FOCUS ON BOAT

The boat goes over the falls and vanishes.

PAN TO:

(CONTINUED)

67 EXT: FOCUS ON DESYLVA

DESYLVA walks off, disappearing as she goes.

JUMP TO:

68 INT: LOKI & DESYLVA'S SUITE

DESYLVA appears in the room. She still has tears in her eyes.

JUMP TO:

69 DW-8 INT: LOKI'S CELL

LOKI is reading when a guard arrives. He looks to the guard. The guard informs him of Frigga's death. LOKI nods his head, dismissing the guard. He then calmly places his book on the small round table before him, moves to the center of the room and clenches his fists at his side, releasing a burst of telekinetic energy that sends his furniture flying.

JUMP TO:

A SHORT WHILE LATER

70 INT: LOKI & DESYLVA'S SUITE

DESYLVA is sitting on the floor. She closes her eyes and concentrates.

JUMP TO:

71 INT: LOKI'S CELL

DESYLVA appears in the cell. She can tell from the state of the cell that LOKI already knows.

DESYLVA

Loki.

LOKI looks at her. He goes to her. She hugs him tightly. He clings to her, resting his head on her shoulder. She holds him. After a few moments they break the hug. He looks at her.

LOKI

How did it happen?

(CONTINUED)

DESYLVA

She was protecting Jane.

(beat)

One of Malekith's...

LOKI

Jane?

DESYLVA

Yes.

LOKI looks at the ground. DESYLVA can see he is thinking a million things.

DESYLVA (cont'd)

What is it?

LOKI speaks with sadness in his voice.

LOKI

(referring to Frigga)

The last time I saw her, I...

LOKI stops. DESYLVA doesn't say anything. LOKI's eyes start to tear up.

LOKI (cont'd)

We had a fight. I said Odin wasn't my father.

DESYLVA

He isn't.

LOKI

To which she replied, "then I'm I not your mother". I said she wasn't. I...

DESYLVA

(softly; lovingly)

Loki, she...

LOKI

I turned her away. I...

DESYLVA

(consolingly)

She loved you. She knew you didn't...

LOKI

I'll never get the chance to...

LOKI falls to his knees, crying. DESYLVA kneels before him and takes him in her arms. He holds her.

JUMP TO:

NEXT DAY (NOV 13TH)

72 DW-9 INT: LOKI'S CELL

THOR approaches. LOKI walks towards the energy barrier to meet him, hands clasped behind his back. THOR stops at the front barrier.

LOKI

Thor. After all this time, and now you come to visit me.

LOKI leans forward, pauses a moment, then addresses THOR.

LOKI (cont'd)

Why?

(beat)

Have you come to gloat? To mock?

THOR

Loki enough.

LOKI gives THOR a look.

THOR (cont'd)

No more illusions.

LOKI closes his eyes and lowers his head, disappearing.

The illusion of a neat and tidy cell drops away to reveal a room scattered with upturned furniture. LOKI is sitting against the back wall. His foot is bleeding, his cloths are torn, his hair is a mess.

LOKI

Now you see me brother.

THOR goes around to another side of the cell. LOKI looks at THOR.

(CONTINUED)

LOKI (cont'd)

Did she suffer?

THOR

I did not come here to share our grief.
Instead, I offer you a chance of a far
richer sacrament.

LOKI tilts his head, curious.

LOKI

Go on.

THOR

I know you seek vengeance as much as I
do. You help me escape Asgard and I
will grant it to you. Vengeance. And
afterward, this cell.

LOKI looks confused, skeptical. He pauses a moment, then smiles
and chuckles.

LOKI

Ah, you must be truly desperate to come
to me for help. ... What makes you
think you can trust me?

THOR

I don't. Mother did. But you should
know that when we fought each other in
the past, I did so with the glimmer of
hope that my brother was still in there
somewhere. That hope no longer exists
to protect you. You betray me and I
will kill you.

LOKI

(smile)

Hmm. When do we start?

PAN TO:

73 INT: BEHIND THOR

DESYLVA, who has been standing out of sight for the entire
conversation, approaches.

PAN TO:

(CONTINUED)

74 INT: LOKI'S CELL

LOKI notices her. Before THOR can answer LOKI's question, DESYLVA waves her hand "immobilizing" THOR. LOKI looks from DESYLVA to THOR. LOKI "cleans up". DESYLVA gives him a look.

DESYLVA
You can't be serious?

LOKI
Why do you say that?

DESYLVA
Thor is only using you!

LOKI
Yes. I know. But I am using him too.

DESYLVA
Nothing good will come of this. The time is almost here. You don't need Thor. I...

LOKI
I have to do this, D. I NEED to do this! I need to put things right.

DESYLVA looks at him. She doesn't like this.

DESYLVA
I hope you know what you're doing.

LOKI
I always know what I'm doing, D.

LOKI smiles at her. DESYLVA gives him a look and vanishes, releasing THOR. LOKI looks at THOR. THOR is surprised to see LOKI has "cleaned up". He gives LOKI a look. LOKI realizes he and the cell look different now than when Desylva "immobilized" THOR.

JUMP TO:

75 INT: JANE'S ROOM

JANE is sitting on the bench. She is staring at her arm. The door opens. She looks up.

(CONTINUED)

It's DESYLVA. DESYLVA gives the guard a look. JANE notices. DESYLVA enters. Guard closes the door.

DESYLVA
You wanted to see me.

JANE
I wasn't sure you'd come. Or that they'd let you in.

DESYLVA
(smile)
Loki may be locked up, but he is still their prince.
(beat)
They still obey me.

JANE gives her a look.

DESYLVA (cont'd)
Loki and I are bonded. They know that I'm...

JANE
Bonded? As in married?

DESYLVA
A bonding is stronger than a marriage. It is forever.

JANE thinks. DESYLVA gives her a look.

DESYLVA (cont'd)
Why did you want to see me?

JANE
I need to know.

DESYLVA gives her a look. JANE speaks before DESYLVA can say anything.

JANE (cont'd)
To understand.

DESYLVA
Understand what?

JANE pauses as she tries to think of a way to say what she wants to say. DESYLVA thinks JANE is referring to the Aether.

DESYLVA (cont'd)

If you refer to The Aether, I believe
Odin already...

JANE

No. Tell me about Loki.

DESYLVA raises an eyebrow.

DESYLVA

What do you want to know?

JANE

Everything. I need to understand
why...

DESYLVA sits beside JANE. JANE watches DESYLVA as she speaks.

DESYLVA

Loki and Thor were raised as brothers.
While Odin taught Thor the art of war,
Frigga taught Loki the art of magic.

(beat)

Over time Thor became a great warrior,
and Loki a master of magic and
illusion.

(beat)

That's not to say that Loki isn't an
excellent warrior. But he fights with
more than weapons. He uses his mind,
his magic, and yes, when needed,
weapons.

(beat)

Everything was fine. For a LONG time.
Everything was great until...

(beat)

Until the day that one little prank
set in motion a chain of events that
none of us could have foreseen.

DESYLVA goes quiet. JANE waits a few moments then speaks.

JANE

(raise eyebrow)

A prank?

DESYLVA continues.

DESYLVA

The more we tried to fix it, the worse it got.

(beat)

After Thor was banished, we sent the Destroyer to help him learn the lesson that he needed to learn. And it worked. Thor got Mjolnir back.

(beat)

I thought once Thor returned, everything would go back to normal. But...

(beat)

Thor and Loki had a huge fight on the Bridge. A fight that ended with the Bridge being destroyed and Loki...

DESYLVA gets a sad look in her eyes. She pauses for a moment, then continues.

DESYLVA (cont'd)

And Loki falling into the depths of Yggdrasil. Everyone said he was dead. But I knew he wasn't.

DESYLVA starts playing with the cuff on her wrist. DESYLVA pauses. JANE notices and wonders what the cuff is and why DESYLVA always seems to be playing with it.

JANE

Was that a gift from Loki?

DESYLVA

(half-laugh)

Ha. No. Odin.

JANE

Odin?

DESYLVA

It's an Inhibitor Cuff.

JANE

A what?

DESYLVA

It prevents me from getting anywhere near the dungeons.

JANE

Why would...

DESYLVA

Don't know.

Silence.

JANE

So what happened after Loki fell?

DESYLVA

I spent a year searching for him, trying to find him. In that year, he was a prisoner, being brainwashed by a psychopath named Thanos. He...

DESYLVA stops playing with the cuff on her wrist. She pauses for a moment, then continues.

DESYLVA (cont'd)

We almost rescued him. We were so close. We managed to open the Bifrost. He was coming home. But...

(beat)

...our signal was intercepted by the Tesseract and instead of coming home, Loki wound up on Midgard.

DESYLVA looks at JANE.

DESYLVA (cont'd)

You know how that turned out.

(beat)

That scepter was feeding off of him. Feeding off all his negative emotions. Had been for almost a year.

(beat)

He wasn't responsible for what happened. Thanos was.

JANE

(curious)
Who's Thanos?

DESYLVA ignores JANE and continues.

DESYLVA

When Thor brought Loki home, instead of letting me help him, heal him, they locked him up.

(beat)

Loki and I share a connection, a bond that no one seems to understand or care about. We need each other. We complete each other.

(beat)

I know, that if they let me, I can bring him back from the dark place he has fallen.

(beat)

The longer we are apart, the harder it will be.

(beat)

If I could go back, and stop that one thing from happening, none of this would be happening now.

(beat)

Unfortunately, that is the one thing I can not do. With all my magic, I have no way to turn back time, or go back in time. I...

JANE listening, hoping DESYLVA will say something that will help her understand. But she can't take it anymore.

JANE

You can't seriously believe that Loki is innocent in all this? He is not who he used to be. He is...

DESYLVA

There is always hope. I will prove them all wrong. I will bring back the Loki of Asgard that...

JANE gives her a look.

JANE

It is obvious you love him but, have you ever considered that maybe it's time to move on?

DESYLVA gives her a "never" look. JANE gives her a "come on" look.

JANE (cont'd)

I just happen to know someone who would be willing to...

DESYLVA

What?

JANE

You know him too.

DESYLVA gives her a look. She is confused. Who could Jane be referring to? There are not that many people that they both know. JANE can tell she is curious.

JANE (cont'd)

Fandral would...

DESYLVA

(half laugh)

Fan?

JANE raises an eyebrow at the nickname.

JANE

Yes. He...

DESYLVA

Fan is a friend.

(beat)

Has been for over 1000 years. He knows I love Loki and only Loki. Where would you get...

JANE opens her mouth to interrupt. DESYLVA hears something outside. She raises a finger to her lips in a "shush" gesture. JANE closes her mouth. DESYLVA vanishes. JANE is startled. JANE's arm starts to itch. She looks down at it.

JUMP TO:

(CONTINUED)

76 DW-10 INT: HALLWAY

LOKI and THOR walk down a wide hall lined with pillars. LOKI is wearing his normal green and gold outfit.

LOKI

This is so unlike you, brother. So clandestine. Are you sure you wouldn't rather just punch your way out?

THOR looks around as they walk, making sure no one spots them.

THOR

If you keep speaking I just might.

LOKI

Fine. As you wish. I'm not even here.

They start to pass behind a pillar. A green glow is seen. They pass the pillar, and we see that LOKI has transformed into an Einherjar guard. LOKI speaks using the guard's voice.

GUARD/LOKI

Is this better?

THOR

It's better company at least.

GUARD/LOKI

Still, we could be less conspicuous.

They start to pass another pillar. Again a green glow is seen. This time it is on THOR. They pass the pillar, and we see that LOKI has changed back to his own form and transformed THOR into SIF.

LOKI

Mmm brother, you look ravishing.

THOR looks down and realizes what LOKI has done. He addresses LOKI in his own voice.

SIF/THOR

It will hurt no less when I kill you in this form.

LOKI gestures "fine".

LOKI

Very well. Perhaps you prefer one of your new companions, given that you seem to like them so much.

They start to pass behind yet another pillar. The green glow is seen again. They pass the pillar, and we see that LOKI has transformed into CAPTAIN AMERICA and returned THOR to his own form. LOKI speaks using CAPTAIN AMERICA's voice.

CAPTAIN AMERICA/LOKI

Oh, this is much better. Whoa! Costume's a bit much. It's so tight! But the confidence! I can feel the righteousness surging! Hey, wanna have a rousing discussion about truth, honor, patriotism? God bless Ameri...

THOR suddenly grabs "LOKI", one hand around his neck, and one hand pressed over his mouth. LOKI transforms back into his own form as THOR slams him into a pillar. They share a look. THOR removes the hand from LOKI's mouth.

LOKI

What?

THOR removes the hand from LOKI's neck, turning LOKI to face two guards walking along the hall. Both THOR and LOKI look at the guards for a few moments. Then LOKI looks at THOR.

LOKI (cont'd)

You can at least furnish me with a weapon. My dagger, something!

THOR gives him a look. LOKI gives him a "please" look. The sound of sliding metal can be heard. LOKI smiles.

LOKI (cont'd)

At last. A little common sense.

LOKI looks down as THOR snaps on a pair of handcuffs. LOKI looks shocked. He raises his cuffed hands up in front of himself and gives THOR a "really" look.

THOR

(smile)

And I thought you liked tricks.

(CONTINUED)

THOR laughs and continues onwards.

JUMP TO:

77 DW-11 INT: JANE'S ROOM

The door opens. A guard enters with a tray of food.

JANE

I'm not hungry.

The guard is hit from behind by SIF. SIF knocks the guard out and then looks at JANE.

SIF

Good. Let's go.

SIF and JANE exit the room.

PAN TO:

78 INT: BACK OF THE ROOM

DESYLVA reappears.

DESYLVA

So it begins.

(beat)

I hope you know what you're doing Loki.

DESYLVA vanishes.

JUMP TO:

79 DW-D5 INT: HALLWAY

THOR and LOKI are walking down a hall. They stop as they see some guards in front of them. THOR drops Mjolnir. LOKI gives him a look.

LOKI

How is THAT a good idea?

THOR looks to LOKI.

THOR

No killing.

(CONTINUED)

THOR heads to the guards. A fight breaks out. LOKI watches as THOR takes on the guards. LOKI twists his wrists in the cuffs, trying to get them to open.

After a few moments, THOR seems to have knocked out all the guards. LOKI notices one guard get up and start to run off. LOKI runs over to one of the fallen guards. He removes the guard's dagger from his belt. He holds it in his cuffed hands and is about to toss it at the retreating guard when THOR comes over and grabs his hands. THOR takes the dagger.

LOKI

He'll sound the alarm.

THOR tosses the dagger away. It clatters to the ground. He looks at LOKI.

THOR

No killing.

LOKI looks at THOR.

JUMP TO:

80 DW-12 INT: HALLWAY

SIF escorts JANE through the palace to where THOR waits with LOKI. JANE sees LOKI and walks faster, ahead of SIF.

JANE

You're...

LOKI

I'm Loki. You may have heard of me.

JANE smacks him across the face.

JANE

That was for New York!

LOKI laughs and looks at THOR.

LOKI

I like her.

LOKI looks back at JANE.

(CONTINUED)

Einherjar Guards approach from the other side.

GUARD 1

There they are! Take them!

GUARD 2

On my command.

THOR steps towards them but is stopped by SIF.

SIF

I'll hold them off. Take her.

THOR and SIF share a look.

THOR

Thank you.

The guards draw their swords as THOR ushers JANE away. LOKI turns to follow but is stopped by SIF's blade at his throat.

SIF

Betray him, and I'll kill you.

LOKI

(laugh)

It's good to see you too, Sif.

SIF withdraws her blade as LOKI saunters away. SIF turns to face the guards. She swings her sword, transforming it into a double-bladed sword.

CUT TO:

A SHORT WHILE LATER

81 INT: HALLWAY

THOR, LOKI, and JANE are walking down a hallway. A voice sounds from behind them.

DESYLVA

Loki!

They all stop and turn around.

(CONTINUED)

LOKI

D!

DESYLVA runs to him and kisses him. Really kisses him. THOR and JANE stand there watching. After a few moments they break the kiss.

LOKI (cont'd)

What are you doing here?

DESYLVA

I had to see you.

LOKI smiles at her. JANE notices how different LOKI is with her. He seems almost normal. Not the LOKI she'd heard about at all.

DESYLVA (cont'd)

I'm coming with you.

LOKI

No.

DESYLVA

Loki, you need me! I...

LOKI

D, it's too dangerous. You have to stay here.

DESYLVA

I want...

LOKI

Please. Stay here.

DESYLVA raises one hand to his face and places the other around his waist. She gives him a look as she slips his dagger into his pocket. He gives her a look.

DESYLVA

I love you.

LOKI

And I you.

DESYLVA

Be careful.

LOKI

(smile)

My sweet D, always worried.

DESYLVA

(smile)

When you get back, I'll be waiting.

LOKI kisses her. After a few moments they break the kiss. DESYLVA looks at THOR.

DESYLVA (cont'd)

I just want you to know, that I think this is a bad idea.

THOR

We have to do this. You know that. We have to get The Aether off of Asgard.

DESYLVA

Just promise you'll bring him back to me.

THOR

I will.

DESYLVA

You better. Or you'll answer to me when you get back.

THOR

We'll be back before you know it.

LOKI gives THOR a look. DESYLVA looks back at LOKI. Tears start to form in her eyes. LOKI raises his cuffed hands to wipe away the tears.

JANE is still amazed at how different he is with her. It is obvious to her how much he loves her. She thinks she understands what FANDRAL was talking about. She can see the connection, the bond, that is between them.

LOKI

Why the tears?

DESYLVA

I... I don't know. I... I just get the feeling that once you leave, you'll never...

LOKI longingly brings his hand to her chin and looks her in the eye.

LOKI

D, I'll be back. I promise. I love you.

LOKI kisses her. When it looks like they will never break the kiss, THOR clears his throat. They break the kiss as THOR starts talking.

THOR

Loki, come on. We have to move.

LOKI gives DESYLVA a look and then starts to walk off. THOR and JANE walk on. DESYLVA watches LOKI leave, trying not to cry.

JUMP TO:

82 DW-13 INT: HALLWAY NEAR CRASHED HARROW SHIP

THOR, LOKI, and JANE, walk over to the crashed Harrow Ship. VOLSTAGG is waiting for them.

VOLSTAGG

I will give you as much time as I can.

THOR clasps VOLSTAGG's arm.

THOR

Thank you, my friend.

THOR heads to the ship. VOLSTAGG and JANE nod to each other as she passes him. As LOKI passes, VOLSTAGG stops him.

VOLSTAGG

If you even think about betraying him...

LOKI

You'll kill me? Evidently, there will be a line.

(CONTINUED)

LOKI and VOLSTAGG share a look. LOKI follows THOR and JANE into the ship. VOLSTAGG swings his axe.

CONTINUE TO:

83 DW-E14 INT: DARK ELF HARROW SHIP

THOR goes to the controls and starts pushing random buttons. LOKI goes to his side.

LOKI

I thought you said you knew how to fly this thing.

THOR

I said, "how hard could it be?"

The sounds of a fight can be heard from outside the ship. THOR keeps pressing buttons.

LOKI

Well, whatever you're doing brother, I suggest you do it faster.

THOR

Shut up, Loki.

LOKI looks at the controls and tries to be helpful.

LOKI

You must have missed something.

THOR

No, I didn't. I'm pressing every button on this thing.

LOKI watches THOR hitting buttons.

THOR (cont'd)

If you're so brilliant, Loki, why haven't you figured it out?

LOKI

Take off these shackles and I will.

THOR

You think I'm a fool?

(CONTINUED)

LOKI

Yes. Yes, I do.

THOR glares at LOKI for a moment then continues hitting buttons. LOKI rolls his eyes.

LOKI (cont'd)

No don't hit it. Just press it gently.

THOR begins thumping buttons in irritation.

THOR

I am pressing gently! It's not working!

All of a sudden, the ship starts. Lights and internal displays come on and the engines start.

THOR (cont'd)

Ha ha!

THOR figures out the controls and the ship begins to slowly rotate, taking out palace columns along the way.

LOKI

(sarcastically)

I think you missed a column.

THOR

Shut up!

The ship lifts off and bursts through a palace wall, twisting and swooping through the city.

LOKI

Look, why don't you let me take over?
I'm clearly the better pilot.

THOR

Is that right? Well, out of the two of
us, which one can actually fly?

THOR maneuvers the ship through the city. JANE faints to the floor. LOKI notices.

LOKI

Oh dear. Is she dead?

THOR

Jane!

JANE

(mutter)

I'm okay.

THOR flies too close to a building and takes off the top of it. LOKI starts to open his mouth.

THOR

Not a word.

LOKI notices that three Asgardian Skiffs are following them.

LOKI

Now they're following us.

The Skiffs begin to fire at them.

LOKI (cont'd)

Now they're firing at us!

THOR

Yeah, thank you for the commentary,
Loki, it's not at all distracting.

They swoop towards a tunnel, and the wing of the Harrow Ship slices through the neck of a huge stone statue of King Bor.

LOKI

Well done. You just decapitated your
grandfather.

They exit the city and fly over the water. They are parallel to a bridge that stretches towards the distant mountains. LOKI walks around as he speaks.

LOKI (cont'd)

You know, this is wonderful. This is a
tremendous idea. Let's steal the
biggest, most obvious ship in the
universe and escape in that. Flying
around the city, smashing into
everything in sight, so everyone can
see us. It's brilliant, Thor! It's
truly brilliant!

(CONTINUED)

THOR reaches across, and shoves LOKI out the open door. LOKI plummets, screaming. THOR then picks up JANE and jumps after him.

CONTINUE TO:

84 DW-15 EXT: ASGARDIAN SKIFF

THOR lands on a skiff driven by FANDRAL, as LOKI is climbing to his feet. FANDRAL is laughing.

FANDRAL

I see your time in the dungeons has made you no less graceful, Loki.

LOKI ignores him and looks up to the Harrow Ship which veers to their right, towards a mountain range with three skiffs still in pursuit.

THOR lays JANE down. She opens her eyes and looks at THOR, then closes them again.

LOKI

(to Thor)
You lied to me.
(beat)
I'm impressed.

THOR

I'm glad you're pleased. Now do as you promised. Take us to your secret pathway.

LOKI, still in handcuffs, takes hold of the tiller, and begins grinning with glee. Until now, they've traveled alongside the bridge, just above the waterline. LOKI veers to the right. This maneuver brings them to the attention of another skiff, which gives chase and begins firing. LOKI weaves from left to right to avoid the laser fire, then lifts the skiff higher to bring it in line with the secret entrance. THOR looks to FANDRAL.

THOR (cont'd)

Fandral.

FANDRAL

Right.

(CONTINUED)

FANDRAL takes hold of a rope.

FANDRAL (cont'd)
For Asgard.

FANDRAL drops off the edge of the skiff. He uses the rope to swing onto the pursuing skiff.

PAN TO:

85 DW-16 EXT: PURSUING SKIFF

FANDRAL
Nothing personal, boys.

He knocks the soldiers out, then salutes THOR.

PAN TO:

86 DW-17 EXT: THOR'S SKIFF

LOKI is now steering the skiff towards a rocky mountain peak. A very small narrow cave can be seen. THOR gets a "no way. You can't be serious" look on his face.

THOR
Loki...

LOKI
If it were easy, everyone would do it.

THOR
Are you mad?

LOKI
Possibly.

LOKI steers the skiff into the cave.

CONTINUE TO:

87 DW-17 (CONT'D) INT: CAVE

It is so narrow that the edges of the skiff smash against the walls of the tunnel. Iridescent crystals can be seen on the wall of the cave as they whiz through. The crystals light up

(CONTINUED)

with the same effect as that of the Bifrost. Everything blurs, and we...

CONTINUE TO:

SVARTALFHEIM

88 DW-18 EXT: THOR'S SKIFF

...exit on Svartalfheim. The skiff ricochets off the sands.

LOKI

Ta-da!

The skiff glides over dead plains and broken cities.

THOR places a cover over JANE who is still unconscious. LOKI watches and shakes his head. He thinks of the Aether that flows in her right now.

LOKI (cont'd)

What I could do with the power that flows through those veins.

THOR

It would consume you.

LOKI

She's holding up alright. For now.

THOR

She's strong in ways you'd never even know.

LOKI

Say goodbye.

THOR

Not this day.

LOKI

This day, the next, a hundred years, it's nothing. It's a heartbeat. You'll never be ready. The only woman whose love you prized will be snatched from you.

(CONTINUED)

THOR

And will that satisfy you?

LOKI

Satisfaction is not in my nature.

THOR

Surrender is not in mine.

LOKI

(mock smile)

The son of Odin...

THOR

No. Not just of Odin.

THOR rises and steps towards LOKI.

THOR (cont'd)

You think you alone were loved of Mother? You had her tricks, but I had her trust.

LOKI

Trust? Was that her last expression? Trust? When you just let her die!?

THOR

What help were you in your cell?

LOKI

Who put me there? Who put me there!!!

THOR leaps towards LOKI and knocks him back.

THOR

You know damn well. You know damn well who!

THOR raises his fist but stops himself from taking the swing. They both pause in shock. THOR backs away.

THOR (cont'd)

She wouldn't want us to fight.

LOKI thinks for a moment, then his expression lightens.

LOKI

Well she wouldn't exactly be shocked.

They both half-laugh at each other.

THOR

I wish I could trust you.

THOR turns from LOKI. LOKI stares at him with an expression that could almost be read as regret. LOKI stands. After a few moments he speaks.

LOKI

Trust my rage.

JUMP TO:

ASGARD

89 INT: PALACE HALLWAY

People are gathered around a plaque that displays the names of all those who died during the Dark Elf attack. SIF, FANDRAL, and VOLSTAGG are near the front. They are reading the names. One of the names jumps out at FANDRAL.

FANDRAL

(quietly)

No.

FANDRAL runs off. SIF watches him go.

SIF

Where's he going?

VOLSTAGG sees the name that FANDRAL saw and gets an "oh no" look on his face. SIF notices the look and is about to say something when VOLSTAGG speaks.

VOLSTAGG

My guess, would be Desylva.

SIF

Des? Why?

VOLSTAGG points to a name on the list. **Halvir**. SIF understands.

(CONTINUED)

SIF (cont'd)

Her father.

VOLSTAGG

Yeah.

VOLSTAGG looks back to the retreating FANDRAL.

JUMP TO:

90 INT: LOKI & DESYLVA'S SUITE

There is a knock on the door. DESYLVA goes to the door and answers it. It's FANDRAL. DESYLVA ushers him in. FANDRAL is wearing gloves.

DESYLVA

Well, did it work? Did they...

FANDRAL

(confused)

What?

DESYLVA

Did Thor and...

FANDRAL

Oh that. Yeah. It worked. Loki managed to get Thor and Jane off of Asgard.

DESYLVA

Good.

FANDRAL looks at DESYLVA like he has something else to say.

FANDRAL

But that's not why I'm here.

DESYLVA looks at him.

DESYLVA

(curious)

Oh?

FANDRAL

I'm sorry.

(CONTINUED)

DESYLVA
(confused)
For what?

FANDRAL
I just learned that Halvir died during
Malekith's...

DESYLVA
Thanks.

FANDRAL
Are you okay?

DESYLVA
I'm fine.

FANDRAL gives her a look. He can tell she isn't. DESYLVA recognizes the knowing look that FANDRAL is giving her.

DESYLVA (cont'd)
To be honest, I've been so worried
about Loki and how...

FANDRAL
Des, you have to...

DESYLVA
I will. Later. Right now...

FANDRAL
There is nothing you can do for Loki
now. You need to grieve for your
father.

DESYLVA
I will.

FANDRAL places his gloved hands on her shoulders and looks at her.

FANDRAL
We are friends, yes?

DESYLVA
Of course.

FANDRAL

Then let me help you.

(beat)

As you can see, I came prepared.

FANDRAL indicates his gloves. DESYLVA smiles.

DESYLVA

I noticed.

FANDRAL

You need to grieve.

DESYLVA

I know, Fan, but...

FANDRAL

Des. He was my friend for more years than I can remember. You need to grieve. You can't...

DESYLVA looks at him. The tears start to form in her eyes. She gives in and starts crying. He takes her in his arms, comforting her. She lets him, careful not to touch his skin.

JUMP TO:

SVARTALFHEIM

91 DW-19 EXT: SOME TIME LATER

The skiff is still gliding over top the remains of a ruined Dark Elf city.

JANE opens her eyes. Her irises are a brilliant blue. THOR and LOKI look to her as she begins to rise.

THOR

Jane.

JANE sits up and moves to the bow of the skiff. In the distance she sees the Ark appearing through the clouds.

JANE

Malekith.

JUMP TO:

(CONTINUED)

92 DW-20 EXT: SURFACE

LOKI, THOR, and JANE, move towards the edge of a cliff. Dust blows up all around them. They watch MALEKITH and the Dark Elves exit the Ark on the plains below. LOKI narrows his eyes as he watches KURSE and MALEKITH stride across the sand. THOR looks to his companions.

THOR

All right. Are you ready?

JANE nods.

LOKI

I am.

THOR and LOKI step away from JANE to speak. MALEKITH sees them standing on the cliff edge.

LOKI (cont'd)

You know, this plan of yours is going to get us all killed!

THOR

Yes, possibly.

LOKI holds up his cuffed wrists to THOR. THOR hesitates.

LOKI

You still don't trust me brother?

THOR

Would you?

THOR releases LOKI from his handcuffs. They both look down the hill at MALEKITH and his Elves.

LOKI

No. I wouldn't.

LOKI pulls his dagger and stabs THOR. LOKI flings THOR down the hill. THOR loses his hold on Mjolnir as he rolls down the hill.

JANE

Thor!

LOKI jumps and follows THOR down the hill.

JANE (cont'd)

No!

JANE runs down the hill after THOR. MALEKITH watches and starts towards them. LOKI starts to talk to THOR who is laying on the ground.

LOKI

Do you really think I cared about Frigga?

THOR starts to rise to his feet. LOKI kicks him back to the ground.

LOKI (cont'd)

About any of you? All I ever wanted was you and Odin, dead at my feet!

THOR reaches out his hand to summon Mjolnir. LOKI cuts it off with his dagger. THOR screams. Mjolnir falls to the ground. JANE runs to THOR who is moaning and clasping his wrist where his hand used to be. LOKI gives THOR a look, then bends over and grabs JANE around the waist. JANE gasps as LOKI grabs her. LOKI pulls JANE to her feet. MALEKITH arrives.

LOKI (cont'd)

Malekith! I am Loki of Jotunheim...

JANE raises an eyebrow. LOKI continues without stopping.

LOKI (cont'd)

...and I bring you a gift!

LOKI throws JANE at MALEKITH's feet. JANE looks up at MALEKITH.

LOKI (cont'd)

I ask only one thing in return. A good seat from which to watch Asgard burn.

KURSE speaks to MALEKITH in Elvish.

KURSE

(In Elvish)

He is an enemy of Asgard. He was a prisoner in their dungeons.

THOR watches, still clasping his wrist. MALEKITH and LOKI assess each other. MALEKITH walks over to THOR. THOR is now laying face down. His arms are under him.

MALEKITH

Look at me.

MALEKITH nudges THOR with his foot. THOR rolls onto his back with difficulty. MALEKITH sees the wrist with no hand. He raises one arm off to his side, pointing it towards JANE. JANE levitates into the air. LOKI and THOR watch as MALEKITH draws the Aether from JANE. JANE has a vision. She sees the universe turning to darkness. When the Aether has completely left her body, she drops to the ground. The Aether temporarily hovers in the air between JANE and MALEKITH.

THOR

Loki! Now!

LOKI gestures towards THOR. A green glow envelops THOR and the illusion of the THOR with a missing hand disappears. THOR summons Mjolnir. Once THOR has Mjolnir, LOKI leaps over to JANE, shielding her, knowing what is to come. THOR tries to destroy the Aether by blasting it with lightning.

After a few moments, there is an explosion.

THOR, LOKI, and JANE all get a sort of "is it over" look. But, once the dust settles, they see that the shattered pieces of the Aether are all being drawn back to each other. They have failed. The Aether reassembles itself.

Once it is whole, MALEKITH draws the Aether into himself and then heads back to the Ark.

LOKI and THOR try to stop him, but KURSE throws a black hole grenade at them. LOKI, realizing what is about to happen, pushes JANE out of the way, but gets himself caught in the pull of the black hole.

THOR flies over and pushes LOKI free from the pull. THOR and LOKI share a look as they raise to their feet. THOR swings Mjolnir and flies over to stop MALEKITH from getting away. But KURSE stops him and the Ark leaves. THOR and KURSE begin to fight as LOKI deals with a handful of Dark Elves. THOR is no match for KURSE, who is winning the fight. KURSE manages to deflect Mjolnir as THOR tries to call it to him.

(CONTINUED)

LOKI defeats the Dark Elves and looks to THOR. He sees THOR being smashed into the ground. LOKI picks up the fallen Dark Elf bladed weapon and runs over to THOR. LOKI approaches from behind and runs KURSE through with the huge blade. KURSE turns and impales LOKI through the chest with the same blade.

THOR (cont'd)

No!!!!!!

KURSE flings LOKI to the ground and walks towards him. KURSE seems completely unaffected by his injury. LOKI looks up at him.

LOKI

See you in Hel, monster.

KURSE looks down and sees LOKI has activated the black hole grenade he wears at his hip. Before he can tear it free, it explodes, taking the mutated Dark Elf into the black hole.

THOR rushes to LOKI's side.

THOR

No, no, no...

THOR gathers LOKI in his arms. LOKI starts shaking. Well more like shivering. LOKI's skin starts to change color. It is almost a grayish blue.

THOR (cont'd)

Oh, you fool, you didn't listen.

LOKI

I know... I'm a fool. I'm a fool.

THOR

Stay with me, okay?

LOKI

I'm sorry... I'm sorry.

THOR

Shhh.

LOKI

I'm sorry.

THOR

It's okay.

LOKI's expression grows calm. He stops shaking.

THOR (cont'd)

It's all right. I'll tell Father what you did here today.

LOKI

I didn't do it for him.

LOKI's eyes close, his skin is now a strange grayish color. THOR screams in anguish as LOKI dies. JANE walks over and looks at THOR. THOR looks up at JANE, then back at LOKI. JANE just stands there not knowing what to say or do. THOR has now lost his mother, and his brother, because of her. A dust storm starts to build up around them.

CUT TO:

ASGARD

93 INT: HEALING ROOM

DESYLVA is being carried into the room by SIF.

SIF

Help me!

Two attendants run over to take DESYLVA from SIF. EIR also heads over.

EIR

What happened?

SIF

I don't know. She cried out in pain and then collapsed.

DESYLVA starts to come to and mutters under her breath as the attendants lay her on a bed.

DESYLVA

(softly)

Loki.

(CONTINUED)

EIR and SIF go over to DESYLVA. EIR starts to examine her. DESYLVA keeps muttering Loki's name.

EIR
She appears to be fine.

SIF remembers the last time something like this happened.

SIF
This is not the first time this has happened.

EIR
What?

SIF wonders if DESYLVA could be connected to LOKI.

SIF
Is it possible that she could be feeling what Loki is feeling?

EIR
Yes. They are bonded. If Loki...

SIF
Loki must be in trouble.
(beat)
That means that Thor is...

EIR
I will look after Desylva. Go.

SIF leaves.

CUT TO:

94 EXT: RAINBOW BRIDGE

SIF rides her horse to the Observatory.

CONTINUE TO:

95 INT: OBSERVATORY

SIF dismounts and enters. HEIMDALL addresses her without looking at her.

(CONTINUED)

HEIMDALL

Thor is fine.

SIF

What of Loki?

HEIMDALL

I can not be sure. I no longer see him.

SIF

(confused)

What does that mean?

HEIMDALL

With Loki one can never be sure. He has hidden himself from me before.

SIF thinks of DESYLVA. The collapse.

SIF

You can still see Thor, yes?

HEIMDALL

Yes. He and Jane are...

HEIMDALL sees THOR and JANE teleport to Midgard.

HEIMDALL (cont'd)

...on Midgard.

SIF

(confused)

Midgard? How?

HEIMDALL

A dimensional rift opened by The Convergence.

SIF

So he is still alive?

HEIMDALL

Yes, Lady Sif. Thor is...

SIF

And Loki is no longer with them?

(CONTINUED)

HEIMDALL

Not that I can tell.

(beat)

But it would be unwise of Loki to return to Midgard so soon. He is still a wanted criminal.

SIF

I shall inform Odin and see if he can send someone to Svartalfheim to see if Loki is...

SIF doesn't complete her sentence. She can't bring herself to say what she is thinking.

HEIMDALL

That would be wise.

SIF leaves.

CUT TO:

NEXT DAY (NOV 14TH)

SVARTALFHEIM

96 DW-21 EXT: SVARTALFHEIM

An Einherjar guard shimmers with a green glow. As he rises, he appears to survey something on the ground. The "guard" turns and walks towards a waiting skiff.

JUMP TO:

A SHORT WHILE LATER

ASGARD

97 DW-22 INT: THRONE ROOM

ODIN stands at the foot of his broken throne. The guard from the previous scene approaches.

GUARD

Forgive me, my liege. I've returned from the Dark World with news.

(CONTINUED)

ODIN
(turn head)
Thor?

GUARD
There was no sign of Thor, or the
weapon, but...

ODIN turns to the "guard".

ODIN
What?

GUARD
We found a body.

ODIN looks away. The "guard" lowers his eyes. ODIN looks back at the "guard".

ODIN
Loki.

The "guard" says nothing. He looks up and shares a look with ODIN.

CONTINUE TO:

98 INT: BACK OF THE ROOM

DESYLVA is standing at the back of the room. She overheard the conversation. Her eyes start to tear up. She turns and leaves before the guard or ODIN even see her.

JUMP TO:

2 DAYS LATER (NOV 16TH)

99 DW-23 INT: THRONE ROOM

The room is still heavily damaged from the Dark Elf invasion. THOR kneels at the foot of the throne. ODIN stands, leaning on the side of the throne.

ODIN
You once said there would never be a
wiser king than me. You were wrong.
(MORE)

(CONTINUED)

ODIN (CONT'D)

The alignment has brought all the realms together. Every one of them saw you offer your life to save them. What can Asgard offer its new King in return?

THOR

My life.

(rise)

Father, I cannot be King of Asgard. I will protect Asgard and all the realms with my last and every breath, but I cannot do so from that chair. Loki for all his grave imbalance understood rule as I know I never will. The brutality, the sacrifice... It changes you. I'd rather be a good man than a great King.

ODIN

Is this my son I hear? Or the woman he loves?

THOR

When you speak, do I never hear Mother's voice?

ODIN sighs and casts his eyes downwards.

THOR (cont'd)

This is not for Jane, Father. She does not know what I came here to say.

ODIN sinks wearily to the throne.

THOR (cont'd)

Now forbid me to see her or say she can rule at my side, it changes nothing.

ODIN

One son who wanted the throne too much, another who will not take it. Is this my legacy?

THOR
Loki died with honor.

ODIN raises an eyebrow and gives THOR a look.

THOR (cont'd)
I shall try to live the same. Is that
not legacy enough?

ODIN nods. THOR looks down to Mjolnir and offers it back to ODIN. ODIN stares at it for a moment, then gestures a "keep it" gesture.

ODIN
It belongs to you. If you are worthy
of it.

THOR
I shall try to be.

ODIN shakes his head.

ODIN
I cannot give you my blessing, nor can
I wish you good fortune.

THOR
I know.

THOR turns to leave. He stops as ODIN starts to speak.

ODIN
If I were proud of the man my son had
become...

THOR looks at ODIN.

ODIN (cont'd)
...even that I could not say. I would
speak only from my heart. Go, my son.

THOR
(smile)
Thank you, father.

ODIN watches THOR depart. Once THOR is gone, a green glow envelops ODIN as he transforms into LOKI. LOKI starts to smile.

LOKI

No, thank you.

LOKI smiles.

JUMP TO:

100 INT: HALLWAY

THOR is walking down the hall. DESYLVA appears in front of him. She looks mad. THOR stops.

THOR

Desylva.

DESYLVA glares at him. Her arms are currently at her side.

DESYLVA

What happened?

THOR almost looks afraid. There is something in her voice.

THOR

I'm sorry. I...

DESYLVA

Sorry? Sorry?

(beat)

You promised me you'd bring him back!

DESYLVA raises her right arm and sends an energy blast at THOR. The blast hits him and sends him flying down the hall. She starts to walk towards him.

DESYLVA (cont'd)

Tell me what happened.

THOR starts to rise. DESYLVA sends another blast at him sending him up against the wall. THOR watches her approach him. He doesn't say anything, he just stares at her. As she reaches him, she makes a fist with her right hand and an ice blade shoots out. THOR looks at her surprised.

THOR (VO)

(thought)

How did she do that?

(CONTINUED)

She kneels beside him and brings the ice blade to his throat.

DESYLVA (cont'd)

Tell me!

THOR

Desylva, I...

DESYLVA

He trusted you! You let him down.
Again!

THOR gives her a look.

DESYLVA (cont'd)

You let him fall into Yggdrasil. You
locked him up. You...

THOR

I'm sorry. I am truly sorry. Loki...

DESYLVA

Don't pretend you care. Your actions
over the last few years prove you...

THOR

You're wrong. He was my brother. I
loved him. He...

DESYLVA

Love? You have done nothing but hate
him since...

THOR

(sadly)
Maybe. But... He died saving...

DESYLVA presses the ice blade against THOR's throat.

DESYLVA

I never should have let him go with
you.

(beat)

I should kill you. You...

A voice sounds from behind her.

FANDRAL

Don't.

DESYLVA addresses FANDRAL without looking at him.

DESYLVA

Go away, Fan. This is none of your concern. It is between me and Thor.

FANDRAL

Loki wouldn't want this. He died saving Thor and Jane. He...

DESYLVA

I said, GO AWAY!

DESYLVA raises her left hand and sends an energy blast over her shoulder at FANDRAL. FANDRAL goes flying backwards, across the hall, into the wall. He gets up. DESYLVA is still glaring at THOR. FANDRAL starts to head back over.

DESYLVA (cont'd)

He trusted you.

(beat)

You said he'd come home.

(beat)

You said...

FANDRAL grabs her arm, placing his hand on her gauntlet.

FANDRAL

Des, please. Don't.

DESYLVA swings her arm free of FANDRAL grasp. The ice blade slashes his arm. FANDRAL lets go and looks at his arm. DESYLVA gets a look of shock on her face. She hadn't meant to hurt FANDRAL. DESYLVA looks at the ice blade and it goes away. She glances back at THOR.

DESYLVA

I hate you. I'll never forgive you for this. Never.

DESYLVA vanishes. THOR looks to FANDRAL as he rises.

THOR

You okay?

(CONTINUED)

FANDRAL

(nod)
Just a scratch. I'll be fine.
(beat)
You better go before she comes back.

THOR looks at FANDRAL's bleeding arm.

THOR

She really is upset with me this time,
isn't she?

FANDRAL

(raise eyebrow)
Can you blame her?

THOR gives him a look.

FANDRAL (cont'd)

He was everything to her. Everything.
(beat)
Now he's gone. Again. Only this time
he's never coming back!

THOR

Loki died a hero.
(beat)
He sacrificed himself saving me. He...

FANDRAL

I know. That's the problem.

THOR gives him another look.

FANDRAL (cont'd)

Look, I'll talk to her. Try to make
her see that killing you won't solve
anything.

THOR

You think you can reach her?

FANDRAL

(smile)
You know me. I can be quite persuasive
when I need to be.

THOR

(smile)
Be careful.

FANDRAL

Always.
(beat)
Don't you have somewhere to be?

THOR

Yes. I'll see you soon my friend.

FANDRAL

Say hi to Jane for me.

THOR looks back at FANDRAL's arm.

THOR

Go get that looked it.

FANDRAL gives him a mock salute.

FANDRAL

Yes, sir.

THOR leaves. FANDRAL walks off in the other direction.

JUMP TO:

101 INT: LOKI & DESYLVA'S SUITE

Knock on door. DESYLVA goes to the door and opens it. It's FANDRAL.

FANDRAL

Can I come in?

DESYLVA motions him in. He enters. She closes the door.

DESYLVA

Sorry about earlier. Are you okay?

FANDRAL

Fine. See.

FANDRAL shows her his arm. It's all better.

(CONTINUED)

FANDRAL (cont'd)

All better.

DESYLVA goes over to the couch and sits. FANDRAL looks at her.

FANDRAL (cont'd)

It's not his fault you know.

DESYLVA

Yes, it is. All of it is.

FANDRAL goes to her and sits beside her.

DESYLVA (cont'd)

If he hadn't have brought Jane here,
they'd still all be alive.

FANDRAL knows the "all" includes her father, Frigga, and the others that died.

FANDRAL

Des, I...

DESYLVA

My father, Frigga... They didn't have
to die!

FANDRAL

You can't blame Thor. He...

DESYLVA

This, "thing", with Jane, is doomed.
He will see that. Once he realizes
everything she has done, he will...

FANDRAL

Des.

DESYLVA

Loki still felt he had something to
prove to Thor. And look what happened.

FANDRAL

I know how much Loki meant to you. And
how much pain his death is causing you.

(beat)

Let me help you. I...

DESYLVA

Thanks, but... I need to be alone, Fan.

FANDRAL

I understand.

(beat)

But if you change your mind, you know where to find me.

DESYLVA smiles at him. He rises and leaves. Once he is gone, DESYLVA stares at her hand.

DESYLVA

Loki.

First her father, then Frigga. She can't lose Loki as well. Everyone is saying he is truly dead this time. Thor actually saw him die. But something doesn't feel right.

DESYLVA (cont'd)

It can't be true. It just can't be.

(beat)

I don't care what they're saying. Loki is not...

There is a knock on the door. DESYLVA composes herself and opens the door. It is one of ODIN's guards.

DESYLVA (cont'd)

Yes.

GUARD

Your presence is...

DESYLVA

Not now. I don't want to...

GUARD

It is NOT a request, my lady.

DESYLVA

Fine.

DESYLVA exits, following the guard.

JUMP TO:

(CONTINUED)

102 INT: THRONE ROOM

ODIN is sitting on the throne. GUARD approaches with DESYLVA.

ODIN

Leave us.

The guard nods and leaves. DESYLVA notices she is alone with ODIN.

DESYLVA

I know what you're going to say.

ODIN looks at her and rises.

ODIN

Do you?

ODIN walks towards her, holding Gungnir.

DESYLVA

I don't believe it. I didn't last time.
And I don't this time.

DESYLVA looks at the ground as "ODIN" reaches her.

DESYLVA (cont'd)

Loki is not dead. He...

ODIN reaches out and places one hand on her shoulder. Then he taps the Inhibitor Cuff with Gungnir. The Inhibitor Cuff opens. DESYLVA looks up to her wrist as the Cuff falls to the floor. "ODIN" speaks.

ODIN

I know.

DESYLVA senses something, and slowly looks up at "ODIN". ODIN transforms into LOKI. DESYLVA smiles. LOKI smiles.

LOKI

Miss me?

DESYLVA grabs him and kisses him. He kisses her back. After a few moments he breaks the kiss. He gives her a serious but sad look.

(CONTINUED)

LOKI (cont'd)
(sadly)
Why didn't you tell me?

DESYLVA
(confused)
Tell you what?

LOKI
That your father was killed during
Malekith's...

DESYLVA
There were more pressing things...

LOKI
You still should have told me. You've
always been there when I needed you.
I...

DESYLVA
Loki. It's okay.

LOKI looks at her. She smiles.

DESYLVA (cont'd)
I've missed you so much.

She kisses him. He kisses her back.

JUMP TO:

MIDGARD

103 INT: JANE'S KITCHEN

JANE and DARCY are sitting at the table.

DARCY
So... How WAS Asgard?

JANE
(flatly)
Amazing.

Silence.

(CONTINUED)

DARCY

That's it?
(beat)
Just amazing?

JANE

I really didn't have a lot of time
to...

DARCY

I see.

Silence.

JANE

I met Odin.

DARCY

(raise eyebrow)
Thor's father?

JANE

He called me a goat.

DARCY

(raise eyebrow)
What?

JANE

Nothing.

DARCY

(jokingly)
Did you meet his mother too?

Silence. DARCY wonders why JANE is not speaking.

DARCY (cont'd)

Jane?

JANE

(sadly)
Yeah. I met her. ... And she died
protecting me.

DARCY

Oh.

Silence.

DARCY (cont'd)
Did you happen to see anyone else?

JANE senses she is referring to Fandral.

JANE
You mean, did I see Fandral?

DARCY pretends not to know who that is.

DARCY
Who?

JANE
(teasingly)
Don't play the innocent. You like him.

DARCY
(admiringly)
What's not to like!!

JANE
(concern)
What about Ian?

DARCY
What about him?

JANE gives DARCY a look.

DARCY (cont'd)
Well, tell me? Did you see him or not?

JANE
(teasingly)
You know, he has quite the reputation
on Asgard. A real ladies man.

DARCY
Really?

JANE
(seriously)
Yes. And I think I know why.

DARCY gives her a look.

JANE (cont'd)
(reflectively)
He knows that the one woman he wants,
he can never have.

DARCY
(surprise/disappointment)
There's someone he wants?

JANE
(nod)
Lady Desylva.

DARCY
(raise eyebrow)
Who's she?

JANE
Des and Loki were bonded.

DARCY
(shock)
Loki?

JANE
Yes.

DARCY
Fandral's in love with Loki's woman?
Isn't Loki like, his prince?

JANE nods and continues.

JANE
Fandral's been carrying a torch for
her for a while. Not sure how long.
Could be centuries. But she's only
loved Loki.

DARCY
But Loki is dead now.

JANE
Exactly. And Desylva will be
heartbroken.

DARCY

And you think Fandral will...

JANE

I saw the way he looked at her.

(beat)

He will try to be there for her.

(beat)

Not sure if she'll let him. But he'll try.

Silence for a few moments.

DARCY

(curious)

How did Loki die anyway?

JANE

Saving Thor.

Momentary silence.

JANE (CONT'D)

(beat)

It was my fault. If I hadn't found the Aether...

DARCY

(sarcastically)

Wow. So in just a matter of a few days you managed to cause the death of Thor's mother, and his brother.

JANE gives DARCY a look and realizes she is right.

JANE

(reflectively)

Yeah. I guess I did.

DARCY

Don't think you're going to be invited back to Asgard anytime soon.

JANE gives DARCY another look. DARCY rises and leaves the room.

CUT TO:

(CONTINUED)

KNOWHERE

104 DW-24 MID-CREDIT SCENE -- COLLECTOR'S PLACE

SIF and VOLSTAGG are following a young pink lady named CARINA through a room that contains a vast collection of items from all over the universe. She leads them to her boss/master.

CARINA

I present to you, Taneleer Tivan, the Collector.

TIVAN bows to SIF and VOLSTAGG. SIF and VOLSTAGG are a little surprised.

TIVAN

Whoa. Asgardians. It's an honor.

SIF

You know why we are here.

TIVAN rises and looks at them.

TIVAN

Of course.

(beat)

But if I may ask.

(beat)

Why not keep it secure in your own vault?

VOLSTAGG

The Tesseract is already on Asgard. It is not wise to keep two Infinity Stones so close together.

TIVAN

That's very wise.

SIF hands him the container that contains The Aether. TIVAN takes it.

TIVAN (cont'd)

I can assure you. It will be absolutely safe here, in my collection.

(CONTINUED)

SIF

See that it is.

TIVAN bows his head to them. SIF and VOLSTAGG leave. Once they are gone, TIVAN looks at The Aether, and then at the retreating Asgardians.

TIVAN

(softly)

One down. Five to go.

CARINA looks at TIVAN.

JUMP TO:

MIDGARD

105 DW-25 END-CREDIT SCENE - INT: JANE'S APARTMENT

JANE is sitting at the table, playing with her cereal. Thunder rumbles outside. JANE hears it. SELVIG hears it. DARCY and IAN who are doing the dishes hear it. They all either look up or out. The Bifrost beam comes down on the balcony. JANE turns, smiles, and runs outside.

CONTINUE TO:

106 DW-25 (CONT) EXT: BALCONY

The beam shuts down and JANE runs into THOR's arms. They kiss.

CUT TO:

107 DW-25 (CONT) EXT: WAREHOUSE AREA

The Jotun Ice Beast that came through the rift with Thor and Malekith chases a flock of birds. It is jumping trying to catch them.

JUMP TO:

ASGARD

108 INT: OBSERVATORY

HEIMDALL is staring out at the abyss in front of him. "ODIN" enters.

(CONTINUED)

ODIN

How are things?

HEIMDALL

There are still some after-effects of
The Convergence.

ODIN

Like?

HEIMDALL

Stray "items" in realms they do not
belong.

ODIN

Well, put them back where they belong.

HEIMDALL gives "ODIN" a look.

HEIMDALL

Yes, my king.

ODIN leaves. HEIMDALL looks out at all the "stray" objects. He starts returning them to where they belong. He starts with the Jotun Ice Beast that followed Thor and Malekith to Midgard. He returns it to Jotunheim.

FADE OUT

(CONTINUED)

Chapter 5

After "Thor: The Dark World"
During the events of "Agents of Shield: S1-E15 Yes Men",
"The Guardians of the Galaxy", "Agents of Shield: S2-E12 Who
You Really Are", "Avengers: Age of Ultron", "Ant-Man", and
"Captain America: Civil War"

(Earth Time: February 13th 2014 to August 15th 2016)

2014 (FEB 13TH)

ASGARD

1 INT: THRONE ROOM

ODIN is sitting on the throne. SIF enters and approaches the throne. She kneels in front of "ODIN".

SIF

You wanted to see me, my king?

ODIN

Yes.

(beat)

Heimdall has seen Lorelei on Midgard.

SIF raises an eyebrow at the mention of Lorelei's name.

SIF

Midgard?

ODIN nods affirmatively.

ODIN

I need you to go after her and bring her back. Alive. Only you can do it as...

SIF

Yes, my king. I shall leave at once.

SIF rises and turns to leave.

ODIN

One more thing.

SIF turns back to face "ODIN".

ODIN (cont'd)

Your arrival will undoubtedly be detected by S.H.I.E.L.D

SIF

(raise eyebrow)

Would you like me to avoid...

(CONTINUED)

ODIN

No. ... They have probably already detected Lorelei's arrival. So, if you run in to them, work with them. They are allies after all.

SIF raises an eyebrow.

ODIN (cont'd)

See if you can find out what they did with that Scepter Loki had.

SIF

Of course.

ODIN

It was rather foolish of Thor to just leave such a weapon in their hands. If you happen to find it, bring it to me. It is far to dangerous to leave on Midgard.

SIF

As you wish.

SIF bows her head, then exits. "ODIN" watches her leave.

Once she is gone, DESYLVA steps out from behind the throne. ODIN dismisses the guards. The guards leave. DESYLVA gives him an "are you mad?" look.

DESYLVA

The Scepter? Really?

ODIN transforms into LOKI.

DESYLVA (cont'd)

Why would you want that thing back? Didn't it do enough damage last time? Don't you remember what it did to you?

LOKI

I remember all too well what it did. That is why I want it here. Where I can keep it from doing that again.

DESYLVA gives him a look.

LOKI (cont'd)

If it had that affect on me, imagine what it could do to one of them!

DESYLVA thinks.

LOKI (cont'd)

The scepter contains one of the Infinity Stones. I...

DESYLVA

The Mind Stone. Yes. I know. But...

LOKI

Over the last few years the Stones have been popping up all over the place.

(beat)

First the Tesseract, which contains the Space Stone, resurfaces on Midgard; Then the Scepter, which contains the Mind Stone; Then the Aether, the Reality Stone.

(beat)

That only leaves 3 more.

DESYLVA

Power, Soul, and Time.

LOKI

Yes.

DESYLVA

You sent the Aether to The Collector because you didn't want two Infinity Stones on Asgard. If you get the Scepter back, you will have two stones.

LOKI

Yes. And if that happens, I may ask The Collector to return the Aether.

DESYLVA

If you thought two stones would be dangerous, wouldn't three be worse? Wouldn't...

LOKI

Thanos is hunting them. For all we know, he may have one or more of the other three already. I would rather have all the ones we know of in one place so that we know Thanos doesn't have them.

DESYLVA

That could be a very dangerous game. Thanos is probably still a little upset with you over the Chitauri incident. If he learns that Asgard has three stones, he may come looking for them.

LOKI hears THE OTHER's voice in his head.

THE OTHER (VO)

If you fail, if the Tesseract is kept from us, there will be no realm, no barren moon, no crevice where he cannot find you.

(beat)

You think you know pain? He will make you long for something sweet as pain.

DESYLVA gives him a look.

DESYLVA

Loki? Did you hear me?

LOKI

Don't worry about Thanos. I can handle him.

LOKI smiles and kisses her.

CUT TO:

2 INT: HALLWAY

SIF is walking down the hall. FANDRAL is heading towards her. They both stop as they reach each other.

FANDRAL

Where are you going?

(CONTINUED)

SIF
Midgard.

FANDRAL
(curiously)
Midgard? Why?

SIF
Lorelei. Heimdall has seen her there.

FANDRAL
On Midgard?

SIF
Yes.

FANDRAL gives her a look.

SIF (cont'd)
Odin has asked that I retrieve her
since I am...

FANDRAL
(laugh)
Good luck with that.

SIF
I won't need luck.

FANDRAL is about to continue to where he was going, but SIF
stops him.

SIF (cont'd)
Fandral?

FANDRAL stops. SIF looks at him.

SIF (cont'd)
Have you noticed a change in Des?

FANDRAL wonders where that came from.

FANDRAL
Des?

SIF nods.

FANDRAL (cont'd)

What do you mean?

SIF

She has been acting strangely since
Loki's death.

FANDRAL says line as he laughs.

FANDRAL

How can you tell?

SIF gives him a look.

FANDRAL (cont'd)

Des has always been strange. She was
strange before she hooked up with Loki
and got stranger after.

SIF gives him a look.

SIF

Something is... "off" with her.

FANDRAL

What do you mean "off"?

SIF

Not sure.

FANDRAL can tell SIF is concerned. He says his line more as a
relenting statement than a question.

FANDRAL

What do you want me to do?

SIF

Keep an eye on her while I am gone.

FANDRAL

You want me to follow her? How do you
expect me to do that? She'll know I'm
there.

SIF

(smile)

You'll think of something.

FANDRAL

Right.

SIF

Just don't touch her.

FANDRAL

I know. And I think you're overreacting Sif.

SIF

Maybe. But I know Des better than you.

FANDRAL thinks to himself. "No you don't".

SIF (cont'd)

Loki was everything to her. Now he's gone, and she... Something just doesn't seem right.

FANDRAL

Okay. But you owe me one.

SIF

(smile)

Thanks.

SIF walks off. FANDRAL watches her go for a few seconds, then continues the way he was going.

CUT TO:

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*****
**                                                                 **
** If you wish to know what Sif gets up to when she goes      **
** to Midgard watch the AGENTS OF S.H.I.E.L.D episode YES **
** MEN. (Season 1 Episode 15)(Aired: Feb 13th-19th).          **
**                                                                 **
*****

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TIME FLIES (Feb 14th-16th)

3 VARIOUS LOCATIONS

FANDRAL spends the next three days following DESYLVA. He spots her with ODIN multiple times. Sometimes they meet publicly, sometimes privately. He also sees her with SLEIPNIR. He wonders

(CONTINUED)

why she spends so much time with ODIN's horse. He remembers seeing her with the horse in the past as well. DESYLVA knows she is being followed. She senses FANDRAL immediately. She doesn't let on that she knows. She wants to know what he is up to. She tells "ODIN", during one of their public meetings, that FANDRAL is following her. He tells her he knows. They behave when FANDRAL is around. After all, can't let FANDRAL know that he's really Loki.

FADE TO:

TIME RESUMES (Feb 17th)

4 INT: HALLWAY

DESYLVA is walking down the hall. She is not wearing her gauntlets. FANDRAL is following her. DESYLVA vanishes. FANDRAL is confused. DESYLVA appears behind FANDRAL.

FANDRAL

Where did she...

DESYLVA (VO)

Right behind you.

FANDRAL gets a "damn" look on his face and turns to face her.

FANDRAL

Des.

DESYLVA

Fan.

FANDRAL

Nice day, isn't it?

DESYLVA

Why are you following me?

FANDRAL

Following you? I'm not following you.
Just happen to be going the same way.

DESYLVA

Don't lie to me.

FANDRAL tries to think of something to say.

(CONTINUED)

DESYLVA (cont'd)
(curious)
You've been following me for three
days.

FANDRAL
I was... worried about you.

DESYLVA raises an eyebrow. FANDRAL realizes how stupid that
sounded.

FANDRAL (cont'd)
Haven't seen you since... well
since...

DESYLVA knows he is referring to Loki's death.

DESYLVA
(sad)
Loki's funeral.

FANDRAL
Yeah. I just... wanted to make sure
you were alright. To let you know that
if you need someone to talk to...

FANDRAL, out of instinct, reaches out and touches her arm in
a sign of comfort. He continues his line without stopping.

FANDRAL (cont'd)
...you can count on me.

DESYLVA looks at his hand on her bare arm. Then speaks as she
returns her gaze to him.

DESYLVA
You're gonna wish you hadn't done
that.

FANDRAL realizes he is actually touching her skin. Oops. He
looks from his hand on her arm, to her. His eyes lock with
hers and he kisses her.

She pushes him off and walks away. He watches her go. He
touches his lips, thinking of the kiss.

FANDRAL (VO)

(thought)

All these years, I've been so careful not to touch her. I didn't want to risk my friendship with her father or Loki. But they are both gone now.

FANDRAL looks at the retreating DESYLVA.

FANDRAL (VO) (cont'd)

(thought)

I wonder if she'd... No. Stop it.

FANDRAL walks off in the other direction.

JUMP TO:

5 INT: THRONE ROOM

ODIN is sitting on the throne. DESYLVA is sitting on one of the steps in front. Two guards are near the door.

DESYLVA

Then he kissed me.

ODIN looks at her.

DESYLVA (cont'd)

I know him. He's up to something. Just not sure what.

ODIN

Maybe he just wants you.

DESYLVA looks at him.

DESYLVA

Fan?

ODIN gives her a look.

DESYLVA (cont'd)

I've known him since I was a baby. He was my father's best friend for a long time. He has never shown the slightest interest in me romantically before.

(CONTINUED)

ODIN

Would you have noticed if he did?

DESYLVA

(raise eyebrow)

What do you mean?

ODIN signals the guards to leave. They nod and leave. Once they have left, "ODIN" rises from the throne. He drops the disguise. LOKI goes to her and sits beside her.

LOKI

You've only ever had eyes for one.

DESYLVA smiles and places a hand on the side of his face.

DESYLVA

Yes. You, my love. I...

DESYLVA understands.

DESYLVA (cont'd)

I see your point.

LOKI takes her hands in his.

LOKI

Like you said, you've known each other for a long time. As you grew up his feelings for you could have changed and you might never have noticed.

DESYLVA

I suppose.

LOKI

Maybe you should see if Fandral does wants you.

DESYLVA gives him a look.

DESYLVA

What are you saying?

LOKI

They all think I'm dead, D.

DESYLVA

But you're not.

LOKI

They can't know that. Not yet.

DESYLVA

Loki, I love you. I can't...

LOKI

Go to him. See what happens. If there is more going on, he's bound to tip his hand.

LOKI gives her a look. She reluctantly relents.

DESYLVA

Okay. I don't like this but...

LOKI smiles and kisses her.

JUMP TO:

NEXT DAY (FEB 18TH)

6 EXT: TRAINING ARENA

FANDRAL is dueling with one of the men. DESYLVA walks into the ARENA. FANDRAL sees her. She looks stunning. He signals the man to leave. Man leaves.

FANDRAL (VO)

(thought)

Why have I never noticed how enticing she is?

(beat)

Or have I and just been too afraid to admit it?

FANDRAL starts to walk over to her.

PAN TO:

7 EXT: BALCONY OVERLOOKING TRAINING ARENA

The CAMERA pans over to the balcony, which is behind and above FANDRAL. "ODIN" is on the balcony, watching.

PAN TO:

(CONTINUED)

8 EXT: TRAINING ARENA

CAMERA pans back to FANDRAL and DESYLVA.

FANDRAL

Ah, sorry about yesterday. I...

DESYLVA

(smile)

Don't worry about it.

FANDRAL tries to think of something to say.

DESYLVA (cont'd)

Did you mean what you said?

FANDRAL tries to remember what he said.

DESYLVA (cont'd)

If you did, then I'd like to take you up on your offer.

(beat)

There really isn't anyone I can talk to anymore.

(beat)

My father is dead, Frigga is dead, and Odin... well, he isn't the easiest one to talk to.

FANDRAL

Sure. Anytime.

DESYLVA smiles and touches his hand.

DESYLVA

Are you free now?

FANDRAL

I...

FANDRAL looks at her. Their eyes lock. He drops his sword and kisses her. This time DESYLVA doesn't resist. He backs her up against the wall. Once they reach the wall, he breaks the kiss and nuzzles her neck.

DESYLVA looks over his shoulder toward the balcony and sees "ODIN" watching. DESYLVA whispers into FANDRAL's ear.

(CONTINUED)

DESYLVA

Why now, Fan?

FANDRAL looks at her with lust in his eyes.

FANDRAL

What do you mean?

DESYLVA

After all these years, why now?

FANDRAL's not sure how to answer.

FANDRAL

I... I...

DESYLVA gives him a look.

DESYLVA

Why were you really following me, Fan?

FANDRAL is totally under her spell. He can't lie to her.

FANDRAL

Sif thinks you're hiding something.

DESYLVA

Sif. Of course. Should have guessed.

FANDRAL

She asked me to see if I could learn anything while she was gone.

DESYLVA

And have you?

FANDRAL

No. Nothing.

(beat)

I can't understand why, in all the years we've known each other, I never...

DESYLVA stops him from finishing that sentence.

DESYLVA

What are you going to tell Sif?

FANDRAL

That she is wrong.

DESYLVA

(smile)

Good.

FANDRAL kisses her. She kisses him back.

FADE TO:

9 INT: THRONE ROOM

DESYLVA and LOKI are alone.

LOKI

Sif. Figures.

DESYLVA

What are you going to do?

LOKI

Where did you leave things with Fandral?

DESYLVA

He won't be an issue. He'll tell Sif that I am fine. Just mourning the death of my one true love.

LOKI smiles at her.

LOKI

I was watching you with him.

DESYLVA

I know. I saw you.

LOKI grabs her and pulls her close.

LOKI

I think he may be falling for you. If he hasn't already.

DESYLVA

Well he can't have me. I'm yours. Now and forever.

(CONTINUED)

LOKI

(smile)
I want you.

DESYLVA

Then take me, my king.

LOKI kisses her. They vanish.

JUMP TO:

10 INT: BEDROOM

They appear in the room. He lays her down on the bed.

CONTINUE TO:

11 TIME FLIES

They make love.

JUMP TO:

NEXT DAY (FEB 19TH)

12 INT: DINING HALL

FANDRAL, HOGUN, and VOLSTAGG are in the room. SIF enters.

FANDRAL

Welcome back Sif. Did you get her?

SIF

(smile)
Of course.

FANDRAL

Didn't take you long. I'd've thought she would've...

SIF

I had help.

VOLSTAGG

(smile)
Of course. How is Thor?

(CONTINUED)

SIF
Wasn't Thor.
(sad)
Never saw him.

FANDRAL
(raise eyebrow)
If not Thor, then who?

SIF
S.H.I.E.L.D

FANDRAL gets an "of course" look on his.

VOLSTAGG
(raise eyebrow)
Shield?

SIF
Thor's friends.

VOLSTAGG remembers them.

VOLSTAGG
Oh right. The guys in black suits.

SIF
They were very helpful.

SIF gives FANDRAL a look and walks over to the fire. FANDRAL follows her.

CONTINUE TO:

13 INT: BY FIREPLACE

SIF and FANDRAL reach the area. SIF looks at FANDRAL.

SIF
Did you have a chance to...

FANDRAL
Yes.

SIF
And?

(CONTINUED)

FANDRAL

There is nothing to worry about.

(beat)

She just misses Loki.

SIF

(raise eyebrow)

Really?

FANDRAL

You said it yourself. Loki was everything to her. Now he's gone.

SIF is about to say something but notices a look in his eyes.

FANDRAL (cont'd)

Loki was lucky. She really is quite something. I...

SIF gives FANDRAL a look.

SIF

You didn't?!?

FANDRAL

What?

SIF

(concern)

Tell me you didn't touch her?

FANDRAL doesn't say anything.

SIF (cont'd)

You did, didn't you?

FANDRAL gives her a look.

FANDRAL

So what if I did?

(beat)

Loki's been dead for over 4 months!
She needs someone to...

SIF rolls her eyes and walks away. FANDRAL watches her go. SIF exits the room. FANDRAL is about to go after her, when one of ODIN's guards enters the room and heads over to him.

GUARD
Your presence is...

FANDRAL
Yeah yeah.

GUARD and FANDRAL leave. HOGUN and VOLSTAGG watch them leave.

JUMP TO:

14 INT: THRONE ROOM

ODIN is sitting on the throne. FANDRAL walks in, approaches "ODIN", and kneels.

FANDRAL
You wanted to see me, my king?

ODIN looks at him and signals him to rise. FANDRAL rises.

ODIN
What are your intentions towards
Desylva?

FANDRAL is surprised and confused.

FANDRAL
Excuse me?

ODIN
I saw you two the other day.

FANDRAL gets an "oh no" look on his face.

ODIN (cont'd)
She is like family to me. She was with
Loki for a long time.

FANDRAL
I know.

ODIN thinks he detects something in FANDRAL's voice.

ODIN
Is it true that you desire her?

FANDRAL wonders why ODIN seems so interested. Could there be something going on with Odin and Desylva? They have been spending a lot of time together.

ODIN (cont'd)

You do find her attractive, do you not?

FANDRAL

Of course.

ODIN

So I ask you again. Do you want her?

FANDRAL

I...

ODIN

Speak your mind. All I want is for D to be happy. If you...

FANDRAL

Honestly? I'm not sure.

(beat)

When I am with her, she is all I want. But... Once she leaves, I am confused. I mean she has always been Loki's. I've never...

ODIN

Haven't you?

FANDRAL gives "ODIN" a look. What was he implying?

ODIN (cont'd)

You've known her a long time. Longer than you would have others believe.

FANDRAL

Yes. Since she was a baby.

ODIN

And you've never seen as her as anything other than a friend?

There is an uneasy silence in the room for a few moments as FANDRAL thinks.

FANDRAL

No. Never.

ODIN is trying to figure out if FANDRAL really likes Desylva or if he is just under the influence.

ODIN

Really?

FANDRAL just wants to get out of the room. He is getting a very "odd" feeling and can't explain it.

ODIN (cont'd)

You were friend's with Halvir, her father.

FANDRAL looks to "ODIN".

FANDRAL

Yes.

ODIN

You watched her grow up.

FANDRAL

(curious)

Yes. What are...

ODIN

Is it possible that, out of respect for that friendship, you never acted on any "feelings" you might have for her?

FANDRAL

I... I...

ODIN

(beat x4)

Well?

FANDRAL

Des has only ever loved one. I know that. Everyone knows that.

ODIN

That is not an answer, Fandral.

FANDRAL

Yes. It is. If I did, and I'm not saying I do, have feelings for her, she would never return them.

ODIN gives FANDRAL a look. FANDRAL really wants to get out the room.

FANDRAL (cont'd)

If that is all, my king?

ODIN

For now.

FANDRAL nods and exits. "ODIN" watches him go, still trying to figure out if FANDRAL really has feelings for DESYLVA.

CUT TO:

15 INT: DINING HALL

HOGUN and VOLSTAGG are over at the table eating. SIF is sitting by the fire. FANDRAL enters. He goes over and sits beside her.

PAN TO:

16 INT: FOCUS ON SIF AND FANDRAL

SIF looks at FANDRAL as he sits and notices the look of confusion on his face.

SIF

What did Odin want?

FANDRAL

What?

SIF

Volstagg said that one of Odin's guards...

FANDRAL

Oh. Not sure really.

SIF

What do you mean?

(CONTINUED)

FANDRAL

He asked me about Des.

SIF

(raise eyebrow)

Des? What did...

FANDRAL

He said she's like family to him.

SIF

I guess she is. She and Loki were...

FANDRAL

Then he said, "All I want is for D to be happy."

SIF

(raise eyebrow)

Wait, what?

FANDRAL ignores SIF's comment.

FANDRAL

Why would he say that? Why would...

SIF

Is that EXACTLY what he said?

FANDRAL

Yes. He wants Des to be happy.

SIF

Which was it Fandral? Des? or D?

FANDRAL

(raise eyebrow)

What difference does it make?

SIF

I have NEVER heard Odin call her anything but Desylva.

FANDRAL

(confused)

So?

SIF

And only one person calls her D.

FANDRAL gets a look.

FANDRAL

Loki.

SIF

Yes. Loki.

FANDRAL

(nervously)

Are you saying I was talking to Loki?
That he's alive and...

SIF

It would explain why Des is acting so
strangely.

FANDRAL

You think Odin is really Loki?

SIF

I didn't say that. But I do think Odin
and Desylva are keeping the fact that
Loki is not dead a secret.

FANDRAL

Now you ARE being crazy. Why would...

SIF

Think about it.

(beat)

Desylva and Odin have been spending A
LOT of time together lately.

FANDRAL

So? They've both lost someone they'd
loved for...

Momentary pause. FANDRAL wonders where SIF is going with this.

SIF

I wish Thor was here. He'd know what
to do.

FANDRAL

Sif, you're losing it. Loki is dead!

Momentary pause as FANDRAL thinks the following thought.

FANDRAL (VO)

(thought)

I hope. If not, I might soon be.

Then says aloud...

FANDRAL

I'm not sure what Odin really wanted,
but...

SIF

I am not crazy, Fandral.

(beat)

The more I think about it, the more I
believe that Loki is alive.

(beat)

Will you help me prove it?

FANDRAL

No. I want no part in this.

(beat)

This time I'm staying out of it.

FANDRAL heads for the exit. SIF watches him go.

SIF

Then I guess I'm on my own.

PAN TO:

17 INT: FOCUS ON VOLSTAGG AND HOGUN

HOGUN and VOLSTAGG notice FANDRAL leaving. They notice he looks upset. They look over at SIF who looks deep in thought. They give each other a look and then head over to SIF.

PAN TO:

18 INT: FOCUS ON FIREPLACE

SIF is staring into the fire. VOLSTAGG and HOGUN reach SIF.

(CONTINUED)

VOLSTAGG

What happened?

SIF

What do you mean?

VOLSTAGG

What's up with Fandral? He's been acting weird the last few days.

Silence. SIF wonders if she should share her suspicions with them.

VOLSTAGG (cont'd)

Sif?

SIF decides not to at the moment. She doesn't want to alienate them as well.

SIF

Desylva.

VOLSTAGG and HOGUN raise an eyebrow.

SIF (cont'd)

I think he...

VOLSTAGG

(disbelief)

No. Fandral would never...

SIF

Are you sure?

(beat)

You've heard the stories of what her touch can do.

VOLSTAGG

Are you saying Fandral *TOUCHED* her?

SIF

Yes.

VOLSTAGG remembers the time that Fandral carried Desylva out of the tavern.

(CONTINUED)

VOLSTAGG

He's always been so careful.

SIF gives VOLSTAGG a "What?" look.

VOLSTAGG (cont'd)

He'd never...

HOGUN

Desylva still loves Loki. She will never return Fandral's feelings.

SIF

I know.

VOLSTAGG

But Loki is dead. She will eventually have to accept that and...

SIF

Will she?

VOLSTAGG

I know Loki will be a hard act to follow. No man could ever replace him. But...

VOLSTAGG notices that SIF seems not to believe him.

VOLSTAGG (cont'd)

What is it Sif? What am I missing?

SIF wonders if she should tell them.

CUT TO:

19 INT: FANDRAL'S ROOM

FANDRAL enters the room. He starts muttering to himself.

FANDRAL

What has come over you? Why can't you stop thinking about her? Why am I talking in third person?

Momentary pause.

(CONTINUED)

FANDRAL (cont'd)

Argh. Is Sif right? Is it just magic, a spell? Or is it more?

(beat)

D has always been off limits because of Loki. Before they were together, we all knew she only wanted him.

(beat)

I never, ever, considered... But ever since that kiss she is all I think about.

(beat)

If this is a spell, how do I undo it? How do I make this feeling go away?

(beat)

I do want it to go away, don't I?

(beat)

Loki is dead. Maybe in time D will... Stop it. No. D's heart will for ever belong to Loki. I can never take his place.

(beat)

Thanks for nothing Sif. Follow her, you said. See what she's up to. I wish I'd never agreed to that.

(beat)

If only there were someone who could...

FANDRAL thinks of someone.

FANDRAL (cont'd)

Amora.

FANDRAL heads for the door and exits.

CUT TO:

20 INT: DUNGEONS - AMORA'S CELL

AMORA is pacing. She sees FANDRAL walking over. She is intrigued.

AMORA

(smile)

Fandral. What a nice surprise.

(CONTINUED)

FANDRAL

Don't try anything. I'm not in the mood.

AMORA

I couldn't if I wanted to. That barrier...

AMORA points at the force shield then continues her line.

AMORA (cont'd)

...blocks my magic. It was designed by Loki, with a little help from Desylva.

FANDRAL

(smile)

Good. Because one love spell is about all I can take.

AMORA

(confused)

What are you...

AMORA thinks she understands.

AMORA (cont'd)

Desylva. You touched her.

FANDRAL

Yes.

AMORA

And now you find yourself drawn to her in ways you never have before.

FANDRAL

Yes.

AMORA

You're lucky Loki is dead, or he'd have you killed.

FANDRAL

(pleadingly)

Can you help me?

AMORA

Help you? Why should I help you?

FANDRAL

If you help me, I'll talk to Odin. See if I can have you released.

AMORA

It wasn't Odin who put me in here.

FANDRAL raises an eyebrow.

AMORA (cont'd)

It was Desylva. She put me in here, and only she can let me out.

FANDRAL

You are no threat to her now.

AMORA

I wasn't then either. Loki loved her completely.

FANDRAL

Maybe she will be willing to release you. As you said, Loki is dead.

AMORA

I doubt it. She will never...

FANDRAL

Let me talk to her. I can be very persuasive when I have to be.

AMORA

(raise eyebrow)

Thought you wanted to be free of her?

FANDRAL

I just want the spell gone. I still consider D a friend and...

AMORA

(raise eyebrow)

Did you just call her D?

FANDRAL thinks.

AMORA (cont'd)

No one but Loki...

AMORA gives him a look.

FANDRAL

Will you help me or not?

AMORA

I need you to answer one question first.

FANDRAL looks at her, waiting to hear the question.

AMORA (cont'd)

Have you slept with her?

FANDRAL

(shock)

NO!!

AMORA

Don't lie to me. This is vital. If you have, then I can not help you.

FANDRAL

We've kissed a few times. Nothing more. She's still...

AMORA notices a look in FANDRAL's eyes.

AMORA

But you want her, don't you? You want to take her. Show her...

FANDRAL

Yes. No. I...

AMORA

Fandral, if you want me to help you, you have to be honest with me.

FANDRAL thinks.

FANDRAL

Okay. Yes. I want her. Loki had her for so long, I...

AMORA

You're worried you won't be able to satisfy her like he could.

FANDRAL

I...

AMORA

Fan, I...

FANDRAL

(defensive)

Don't call me that.

(softly)

Only one person calls me...

AMORA

(understanding)

Desylva.

FANDRAL

Yes.

AMORA is beginning to wonder if FANDRAL may actually care for DESYLVA.

AMORA

You know, I don't think this feeling you have for her is all magic.

FANDRAL

(raise eyebrow)

What?

AMORA

It's been there for a while, hasn't it? In the background. You just never let yourself act on it.

FANDRAL

(denial)

No. You're...

AMORA

She belonged to Loki. She was off limits.

FANDRAL

Stop!

AMORA looks at him.

AMORA

I can remove the spell, but I'm not sure I can make the feeling go away. You have started to realize what you have been denying for too long.

FANDRAL gives her a look.

FANDRAL (VO)

(thought)

Could it be true? Have I always felt something for D?

(beat)

Jane sensed something when she was here.

FANDRAL hears Jane's voice in his head.

JANE (VO)

How long have you loved her? ... It's obvious from the way you look at her and talk about her.

FANDRAL (VO)

(thought)

The Aether could have heightened her perceptions. Maybe she saw a hidden desire.

FANDRAL hears another voice in his head.

GOON 1 (VO)

We were led to believe she belonged to him.

FANDRAL (VO)

(thought)

Is it true? Do I have real feelings for her?

AMORA can see FANDRAL is lost in thought.

AMORA

You are in love with her, Fandral. Stop denying it.

FANDRAL

I... No. You're wrong.

AMORA

Am I?

FANDRAL

Yes. D is...

AMORA gives him a look.

AMORA

How long has she been "D"?

FANDRAL thinks. He can't remember ever calling her D before today.

FANDRAL

I... I think today is the first time I've called her anything but Des.

AMORA

Always Des. Never Desylva.

Momentary pause.

AMORA (cont'd)

(mockingly)

Must have been torture knowing you were in love with your friend's woman.

FANDRAL

Stop saying that.

AMORA

Not just your friend, but your prince. You...

FANDRAL

Urgh! I can see why she had you locked up.

FANDRAL turns and starts to walk away. AMORA addresses him as he walks away.

AMORA

You still want the spell lifted?

FANDRAL answers without looking at her.

FANDRAL

What spell? According to you there isn't one!

FANDRAL keeps walking, not looking back. AMORA watches him as he walks away and mutters softly to herself.

AMORA

(smile)

You'll be back, Fan. When the feeling is so strong you can't control it. When every fiber of your being aches for her touch. You'll be back. And I'll be waiting.

She returns to her cot. Something catches her eye, and she glances to the top left corner of the force shield on her cell. She notices what looks like a tiny pin hole.

AMORA (cont'd)

(softly)

What the...

She rises and walks over to investigate.

CUT TO:

21 INT: LOKI & DESYLVA'S SUITE

There is a knock on the door. DESYLVA goes to and opens it. She isn't wearing her gauntlets.

It's FANDRAL. He enters while talking.

FANDRAL

What have you done to me?

DESYLVA closes the door.

(CONTINUED)

DESYLVA

Excuse me?

FANDRAL

How do I make this stop?

DESYLVA

What are you...

FANDRAL grabs her bare arms in frustration.

FANDRAL

I can't stop this fee...

FANDRAL stops talking. He's touching her again. He wants her. The feeling is stronger this time. He pulls her to him and kisses her.

She breaks the kiss and slaps him. Hard. Maybe a little harder than she had intended.

He is at first a little shocked and upset, but then he realizes his urges have stopped. Well sort of. They're not as strong. They're not consuming him. He looks at her.

FANDRAL (cont'd)

Sorry. I...

DESYLVA

No. It's me that should be sorry. I shouldn't have slapped you. You...

FANDRAL

I think the slap worked.

DESYLVA

(confused)

What?

FANDRAL

My "desire" for you has subsided.

DESYLVA is not sure whether to be happy or sad.

FANDRAL (cont'd)

Don't get me wrong, I still find you attractive, but I...

DESYLVA
(understanding)
I get it.

Momentary pause.

FANDRAL
I know Loki hasn't been gone that long,
and you probably aren't ready to move
on yet, but if you ever...

DESYLVA
(smile)
Thanks.

FANDRAL smiles back at her and heads for the door.

FANDRAL
See ya around, D.

FANDRAL lets himself out. DESYLVA notices he called her "D".
She looks at the closed door.

DESYLVA
D?

DESYLVA stares at the door with a raised eyebrow.

DESYLVA
Could he actually have feelings for
me? Had Jane been right?
(beat)
He does seem to be affected harder and
longer than he should have been if it
was just the spell.

CUT TO:

22 INT: THRONE ROOM

ODIN is sitting on the throne. He is talking to some people.
DESYLVA enters. "ODIN" dismisses the people with him. Then he
looks at the guards.

ODIN
Leave us.

(CONTINUED)

The guards leave. DESYLVA walks right up to "ODIN" and glares at him seductively.

DESYLVA

I need you. Now.

ODIN turns into LOKI. DESYLVA crawls onto him and kisses him hungrily. LOKI's not sure what's put her in this mood, but he doesn't care. He hungrily returns the kiss.

After a few moments they break the kiss. She rises. She looks at him with desire burning in her eyes. She gestures with her hand and a bed appears. She gestures again and the doors bolt shut.

DESYLVA (cont'd)

Make love to me, my king.

LOKI

With pleasure.

LOKI rises and scoops her up in his arms. He kisses her and carries her over to the bed. He lays her down. They make love.

CUT TO:

23 INT: HALLWAY (OUTSIDE THE THRONE ROOM DOORS)

Two guards stand outside the door.

GUARD 1

Is it just me, or has he been dismissing us a lot more lately?

GUARD 2

It is not you. I too have noticed.

GUARD 1

And it always seems to be when she's around.

GUARD 2

I've noticed that as well.

GUARD 1

Do you think we should be concerned?

(CONTINUED)

GUARD 2
About what? Lady Desylva?

GUARD 1
Yes.

GUARD 2
Why? She was Prince Loki's...

GUARD 1
I know that.

GUARD 2
Why would we need to be concerned about...

GUARD 1
She has been spending a LOT of time alone, behind closed doors, with him. Ever since...

GUARD 2
It is not our place to question what he does. He is...

GUARD 1
But it is our job to protect him, is it not?

GUARD 2
Of course but, Lady Desylva poses no threat. They are both mourning the death of someone they loved for a very long time.

GUARD 1
I know, but...

GUARD 2
Enough. We should not be having this conversation.

GUARD 1 looks at the closed door and wonders just what is going on behind that door.

CUT TO:

(CONTINUED)

A FEW HOURS LATER

24 INT: THRONE ROOM

LOKI and DESYLVA are laying in bed.

DESYLVA

How long till you reveal to all that you are not dead?

LOKI

Not sure. I still have to...

DESYLVA looks at him.

DESYLVA

While all this sneaking around is fun, and just the thought that we could get caught or seen is enticing... I want you back. 100%. In our suite. In our bed. I...

LOKI

In time my love.

DESYLVA gives him a look.

DESYLVA

Come by our suite tonight.

LOKI

You know "Odin" can't be seen entering our...

DESYLVA

(smile)

Then don't come as Odin.

DESYLVA kisses him. He kisses her back. There is a knock on the door. They break the kiss as the guard speaks.

GUARD (VO)

Is everything okay in there, my king?

DESYLVA

I guess duty calls.

(CONTINUED)

DESYLVA rises. As she rises, her clothes appear on her body.

DESYLVA (cont'd)
See you tonight.

DESYLVA vanishes. Another knock.

GUARD (VO)
My liege, are you okay?

LOKI rises. He waves his hand, and the bed vanishes. He heads to the throne. As he walks, he transforms into a fully clothed "ODIN". "ODIN" addresses the guards outside.

ODIN
Yes. Everything is fine.

ODIN sits on throne, and gestures to the doors. They unlock. The guard enters. He looks around and notices that everything appears to be okay. He also notices that Desylva is gone.

GUARD
Where is Lady Desylva?

ODIN
She left.

GUARD
She did? How? I...

Guard realizes she must have teleported.

GUARD (cont'd)
Never mind.

The guard exits and closes the door.

CUT TO:

SOME TIME LATER

25 INT: HALLWAY (OUTSIDE LOKI & DESYLVA'S SUITE)

FANDRAL is walking towards the room. He gets to the door and knocks.

CONTINUE TO:

(CONTINUED)

26 INT: INSIDE ROOM

DESYLVA heads to the door and opens it. She is surprised to see FANDRAL.

FANDRAL

Can I come in?

DESYLVA

I'm not going to have to slap you again, am I?

CONTINUE TO:

27 INT: HALLWAY

FANDRAL

(smile)

Only if you want to.

PAN TO:

28 INT: END OF HALL

VOLSTAGG is walking by on the adjoining hallway. He happens to look down the hall and sees Fandral enter the room. He raises an eyebrow in curiosity.

VOLSTAGG

(mutter)

Fandral? What are you doing?

He stops, wondering if he should investigate. His stomach rumbles and he decides he'd rather eat. He continues down the hall.

JUMP TO:

29 INT: INSIDE ROOM

DESYLVA speaks as she closes the door.

DESYLVA

Fan, you really shouldn't be here.

FANDRAL

I'm not.

(CONTINUED)

DESYLVA turns and looks at him. FANDRAL turns into LOKI.

LOKI
Hi honey, I'm home!

DESYLVA smiles and kisses him.

JUMP TO:

30 INT: DINING HALL

SIF, HOGUN, and FANDRAL are sitting at table. SIF and HOGUN are on one side, their backs are to the door. FANDRAL is on the other side and from the door you cannot see him. VOLSTAGG enters and heads over to them while saying line.

VOLSTAGG
You are never going to guess who I just
saw entering...

SIF and HOGUN look to VOLSTAGG. VOLSTAGG can now see FANDRAL. He stops talking. He is confused. They all look at him. VOLSTAGG looks at FANDRAL.

VOLSTAGG (cont'd)
How did you get here so fast?

FANDRAL
(confused)
What? I've been here for hours.

VOLSTAGG
But I just saw you...

VOLSTAGG pauses, confused.

FANDRAL
Not sure who you saw, but it couldn't
have been me.

VOLSTAGG
It was you. I...

SIF
(curious)
Where did you see him?

VOLSTAGG wonders if he should say anything.

SIF (cont'd)
Volstagg, where...

VOLSTAGG
Entering Desylva's room.

FANDRAL gives him a "what" look. HOGUN and SIF give FANDRAL a look.

FANDRAL
(defensively)
Don't look at me like that, guys. I've been here. With you. It wasn't me. Volstagg must be...

VOLSTAGG
Unless you have a twin, it was you.

FANDRAL
(laugh)
I can't be in two places at the same time so you must be...

SIF thinks of something.

SIF
(mutter)
Loki.

The Warriors Three all look at her.

VOLSTAGG
What did you say?

HOGUN
I believe she said "Loki".

FANDRAL
(roll eyes)
Not this again Sif, Loki is dead. He...

SIF
Do you have another explanation for what Volstagg saw?

FANDRAL

No. But... Loki?

HOGUN

He could do it. He has altered his appearance many times in the past. Projected false images for others to see. It is something he would do.

SIF

Thank you, Hogun.

HOGUN looks at her.

HOGUN

But it could not have been Loki. We all know he is dead. He died on Svar...

SIF

Did he?

The Warriors Three look at her.

SIF (cont'd)

We never saw his body.

FANDRAL

We all attended his funeral. We...

SIF

But we never saw his body. We were not allowed to get close enough. Only Des and Odin know who was on that boat.

VOLSTAGG

(raise eyebrow)

Are you suggesting that...

SIF

All I'm saying, is we have no proof that it was actually Loki on that boat.

FANDRAL

Thor saw him die! Are you saying Thor lied to us?

SIF

No. But Loki could have tricked him.
Faked his death.

FANDRAL

Loki is good with illusions. But
faking a death? I think Thor would know
if...

SIF

Would he?

FANDRAL

Des almost killed Thor for letting
Loki die!!

VOLSTAGG

What? When did...

FANDRAL

You and Sif had left to take The Aether
to Knowhere.

VOLSTAGG

And Des tried to...

FANDRAL nods affirmatively. Then gives them a hard look.

FANDRAL

Loki is dead. End of story.

VOLSTAGG is feeling very uneasy discussing this.

VOLSTAGG

Maybe you should drop this, Sif.

SIF

What? Don't you want to know?

VOLSTAGG

Not really. If Loki is not dead, that
means that Des and Odin are keeping it
a secret. There must be a reason.

SIF

What possible reason could Odin, if he
really is Odin, have for...

HOGUN

What are you saying?

FANDRAL

Sif thinks Loki's been impersonating
Odin.

VOLSTAGG looks at SIF.

VOLSTAGG

Is this true?

Everyone goes quiet. SIF gets a look on her face.

FANDRAL

Oh no. There's that look. I told you
already. Leave me out. I mean it. I'm
not...

SIF

We need to speak to Heimdall.

VOLSTAGG

(raise eyebrow)
Heimdall?

SIF

Yes. He...

FANDRAL

...won't be able to tell us anything.
Loki knows how to hide things from him,
remember?

(beat)

If Loki is really alive, then it's a
secret. And as such, would be hidden
from Heimdall.

VOLSTAGG and HOGUN look from FANDRAL to SIF.

HOGUN

He is right.

FANDRAL

Thank you.

SIF

Are we really not going to investigate this?

FANDRAL

Sif, there is nothing to investigate.

SIF rises and walks over to the fire. They watch her go.

FANDRAL (cont'd)

She needs a hobby.

VOLSTAGG

What?

FANDRAL

Ever since Thor left, she has been looking for conspiracies everywhere. Don't tell me you haven't noticed?

VOLSTAGG and HOGUN get concerned looks on their faces. FANDRAL notices the look.

FANDRAL (cont'd)

Great! Now she has you two questioning...

VOLSTAGG

I saw you enter her room. On the way here. If it wasn't you, then who was it? Besides Loki, who else can change their...

FANDRAL

Amora for one.

VOLSTAGG

Amora? The Enchantress?

FANDRAL

That would be her.

(beat)

But she's still locked up.

VOLSTAGG

How do you know she is still locked up? Maybe she escaped during...

FANDRAL

I saw her.

VOLSTAGG and HOGUN look at him.

VOLSTAGG

You saw her? Why would you...

FANDRAL looks at his friends and realizes he can't tell them.

FANDRAL

Doesn't matter.

VOLSTAGG

Why would you go to see Amora? She's...

FANDRAL

I said it doesn't matter.

VOLSTAGG gives him another look. FANDRAL rises and leaves.

HOGUN

He has not been himself these last few days.

VOLSTAGG

Tell me about it.

HOGUN

Do you think he may be falling for Desylva?

VOLSTAGG

I think he may have fallen for her a long time ago. Think of all the times he's "protected" her, sided with her. Now that Loki is gone, he may actually let himself admit his feelings.

HOGUN gives VOLSTAGG a look.

HOGUN

He would be wasting his time.

VOLSTAGG

You know as well as I do that he has feelings for her.

HOGUN

Maybe.

VOLSTAGG

There was only one thing stopping him from acting on those feelings.

HOGUN

Loki.

VOLSTAGG

Yes. Now he's gone.

HOGUN

So is her father.

VOLSTAGG

True.

HOGUN

She still belongs to Loki. She is still grieving him. She...

VOLSTAGG

She needs someone. You can't deny that...

SIF comes back over and sits back at the table. VOLSTAGG and HOGUN don't notice. VOLSTAGG continues his line without stopping.

VOLSTAGG (cont'd)

...there is "something" between them. Not sure what. But there is something. And it's been there for some time.

(beat)

Remember "The Silver Mist"? The Tavern?

HOGUN

They are friends.

VOLSTAGG

It's more than friendship. Think about it. Fandral hasn't had a serious relationship in centuries.

HOGUN

You think it's because of Desylva?

SIF

(curious)

What?

Neither VOLSTAGG nor HOGUN acknowledge her comment.

VOLSTAGG

Makes sense.

VOLSTAGG and HOGUN are just staring at each other. SIF thinks of something.

SIF

Maybe it's not romantic. Maybe it's something else.

VOLSTAGG and HOGUN look at SIF with a "what" look.

SIF (cont'd)

What do you know about her mother?

VOLSTAGG and HOGUN both raise an eyebrow.

VOLSTAGG

Her mother?

SIF

Yes. Have you ever heard her mention her mother?

VOLSTAGG

No.

HOGUN looks at SIF.

HOGUN

Have you?

SIF

No. In all the centuries that we've been friends, she has never, not even once, mentioned her mother. All I know is that she died when Desylva was born.

VOLSTAGG

What does her mother have to do with...

SIF

What if...

SIF pauses. VOLSTAGG and HOGUN wait for her to continue.

SIF (cont'd)

What if, Halvir was not her biological father?

VOLSTAGG

(shock)

What?

SIF looks at VOLSTAGG and HOGUN.

SIF

We all know how Fandral is. What if...

HOGUN thinks he knows what SIF is implying.

HOGUN

No.

SIF

Could explain things.

HOGUN

Fandral may be a lot of things, but if Desylva was his daughter he would have...

SIF

Would he?

HOGUN

Yes.

SIF

Maybe he didn't know at the time. Maybe he only found out years later. Maybe...

VOLSTAGG

No. I agree with Hogun. Fandral would never...

SIF

You two have known him longer than I. Was there any woman in his life back then that...

VOLSTAGG

I didn't really know him back then.

HOGUN

Nor I.

SIF

Really? I thought you guys were...

VOLSTAGG

Fandral wasn't always with us. In fact, he only hooked up with us after we stopped him from killing a wolf that was spending time with young Thor.

SIF

(mutter)

Kilo.

VOLSTAGG

What?

SIF

The "wolf's" name was Kilo. And he wasn't a wolf. He was Loki.

HOGUN

Suspected as much.

SIF

(beat x2)

Can either of you remember when Fandral first started to show an interest in Desylva?

VOLSTAGG

I think he's always had an interest in her.

Momentary pause.

HOGUN

The Silver Mist.

SIF

The what?

HOGUN

The Silver Mist. Desylva and Loki took the ship out and she left a message with a guard to give to Fandral if they did not return.

SIF

Why Fandral? Why not Thor?

VOLSTAGG

That's what I said at the time.

HOGUN

Desylva and Thor have never had a...

SIF

True. But surely Thor would have...

VOLSTAGG

You're missing the point.

(beat)

She left the message for Fandral because she knew he would come for her. He's always helping her. Saving her. And now...

(beat)

Now that Loki is no longer in the picture, I think he will finally let himself admit he loves her.

EVERYONE shares a look. They all remain silent.

JUMP TO:

5 1/2 MONTHS LATER (AUG 1ST)

31 INT: THRONE ROOM

LOKI and DESYLVA are alone. LOKI is sitting on the throne.

(CONTINUED)

DESYLVA is sitting/laying on his lap. Her back is against one arm of the throne and her legs are draped over the other.

DESYLVA

Any news on Thanos?

LOKI

Heimdall's been keeping an eye on him.
He seems to be staying in the shadows
for now.

DESYLVA gives him a look.

DESYLVA

That's good, isn't it?

LOKI

(ponderingly)
He's up to something.

DESYLVA can see he is troubled, worried.

DESYLVA

You think he's found someone else to
help. Someone to...

LOKI

Yes.

LOKI looks at DESYLVA.

LOKI (cont'd)

There are three stones still in the
wild. Three stones that he could...

DESYLVA

You think he'll find one?

LOKI

Heimdall has been keeping his eyes and
ears on the situation. If one should
surface, he will let me know.

DESYLVA gives him a look, she can tell he is hiding something.

DESYLVA

And one has, hasn't it?

LOKI doesn't answer.

DESYLVA (cont'd)

Loki? Has one...

LOKI

Maybe. There has been talk of a relic on Morag. An ancient orb.

DESYLVA

An orb? What makes you think this orb is one of...

LOKI

Most stones are hidden within something.

(beat)

The space stone is within the Tesseract, the reality stone is the Aether, and the mind stone is within the gem in the scepter.

(beat)

The orb could be the casing for one of the other three.

DESYLVA

Which one?

LOKI

We won't know *THAT* until it is opened.

DESYLVA wraps her arms around LOKI's neck.

DESYLVA

If this orb does contain one, that will only leave two to be found.

LOKI

(smile)

Yes. And at the rate they've been resurfacing, it won't be long before their locations are known.

DESYLVA

(smile)

It's almost like they want to be found.

LOKI

(smile)

I was thinking the same thing.

LOKI kisses her. She kisses him back.

JUMP TO:

 **
 ** AUG 1ST-3RD **
 **
 ** Events of "*THE GUARDIANS OF THE GALAXY*" unfold. **
 ** From beginning to scene where The Collector activates **
 ** the Power Stone. **
 **

ASGARD

32 EXT: PALACE BALCONY

ODIN and DESYLVA are standing on the balcony looking out over the city. They are alone.

DESYLVA

You're not seriously considering collecting all six of the Infinity Stones for yourself, are you?

ODIN gives DESYLVA a look. DESYLVA turns and looks at ODIN.

ODIN

Think about it, D.
(beat)
All that power! All that...

DESYLVA

Loki, those stones are...

ODIN

With all the stones in the gauntlet, I could do anything. *CHANGE* anything!

DESYLVA

(raise eyebrow)
Change?

ODIN gives her a look. She can see the wheels of his mind turning. "ODIN" places his hands on her shoulders and looks into her eyes.

ODIN

The Time Stone. With it, I would be able to...

DESYLVA

Loki, as much as I'd love to be able to erase some of the events of the last few years, changing the past could have ramifications we may not realize.

ODIN

Like?

DESYLVA thinks for a moment. "ODIN" drops his hands.

DESYLVA

Let's say for a moment that you do manage to get the Time Stone. ... I know the *ONE* event you would change, because it is the same one that I would change.

(beat)

You would find a way to stop the Jotuns from coming to Asgard on the day Odin was going to name Thor king. Correct?

ODIN gives her a look.

ODIN

Yes. That one event started all this.

DESYLVA gives "ODIN" a look.

DESYLVA

If you did that, here's what would more than likely happen.

(beat)

One. **Thor** would be King of Asgard. He never would have been banished to Midgard. He never would have met Jane Foster. He never would have learned the lesson that sometimes he must put others first.

ODIN gives her a look. He is about to say something, but she continues.

DESYLVA (cont'd)

Two. **YOU** never would have gone to Jotunheim. You never would have learned the truth about your true identity.

ODIN

That doesn't sound all that bad.

DESYLVA places a hand on his cheek.

DESYLVA

Three. **WE** never would have been Bonded.

A green glow envelops "ODIN", and he transforms into LOKI. He places a finger under her chin.

LOKI

You don't know that. I love you. You are everything to me. I'd always intended to...

DESYLVA

We may have been joined, but we might not have been bonded.

LOKI

(smile)
We may have.

They share a look. LOKI kisses her. She kisses back.

After a few moments they break the kiss. LOKI looks at her for a few more moments, then a green glow envelops him, and he changes back into "ODIN".

ODIN leans on the balcony. DESYLVA stands beside him. They look out over the city. DESYLVA thinks of something.

DESYLVA

Then there's the Convergence.

ODIN looks at her.

DESYLVA (cont'd)

Since Thor never would have met Jane Foster, Jane would not have been trying to find Thor and stumbled on The Aether. And since Jane would not have found it, Malekith would have gotten it right away.

DESYLVA looks at "ODIN".

ODIN

You can't be sure of that. Heimdall may have seen Malekith and warned...

DESYLVA

Maybe. But then again, maybe not. Or maybe not soon enough.

(beat)

If Malekith got his hands on the Aether, and you and Thor were not there to stop him, he would have succeeded. Then we would be in a worse position than we are now. Or not here at all.

ODIN

D, I...

A guard comes over. DESYLVA sees the guard coming and signals "ODIN" to stop talking. ODIN turns and sees the guard. The guard stops and kneels in front of "ODIN".

GUARD

Message from Heimdall, my liege.

ODIN

(raise eyebrow)

What is it?

GUARD

The Power Stone has been activated.

DESYLVA raises an eyebrow in surprise. "ODIN" glares at the guard.

ODIN

Where?

GUARD

A remote outpost named Knowhere.

ODIN and DESYLVA know that could only be one person -- Taneleer Tivan aka The Collector. "ODIN" looks to the ground.

ODIN

(mutter)

Taneleer.

ODIN looks at the guard.

ODIN (cont'd)

When?

GUARD

Not that long ago. Heimdall has asked to see you if...

ODIN gives DESYLVA a "see ya later" look and heads off. DESYLVA and the guard watch him go. DESYLVA thinks to herself.

DESYLVA (VO)

(thought)

The Power Stone. Hmmm.

(beat)

I wonder if that was the one in the Orb, or if it is one of the others.

(beat)

This means Taneleer now has two stones. The Reality Stone, and the Power Stone.

(beat)

Wonder what Loki will do?

DESYLVA realizes the guard is still there. She gives him a look dismissing him. The guard leaves.

JUMP TO:

**

** Events of "**THE GUARDIANS OF THE GALAXY**" continue to **

** play from where we left off to the scene where Ronan **

** gets possession of the Power Stone. **

** **

ASGARD

33 INT: OBSERVATORY

HEIMDALL is staring into space. "ODIN" enters from behind.

ODIN

Is it still on Knowhere with Taneleer?

HEIMDALL

No. It has been taken from him.

ODIN almost dreads asking the question fearing the answer will be Thanos.

ODIN

Who...

HEIMDALL

It is now in the possession of one Ronan the Accuser.

ODIN breaths a sigh of relief that it is not Thanos. HEIMDALL turns to face "ODIN".

HEIMDALL (cont'd)

But others are trying to take it from him.

ODIN looks to the ground and mutters under his breath.

ODIN

(mutter)

Thanos.

HEIMDALL overhears the comment of course.

HEIMDALL

He is one. But not the only one.

ODIN looks at HEIMDALL.

HEIMDALL (cont'd)

The one who found it on the planet Morag...

(CONTINUED)

ODIN realizes the Power Stone was the stone in the Orb.
HEIMDALL continues talking without stopping.

HEIMDALL (cont'd)

...Peter Quill, has put together a team to help get it from Ronan. There is also a group of intergalactic pirates called "The Ravagers" led by the Centaurian Yondu Udonta that are after it.

ODIN

What do you know of this Ronan?

HEIMDALL

He is a Kree Admiral who for the past several years has been invading Xandarian controlled and allied worlds, killing hundreds of thousands in a mad quest for Kree purity.

ODIN

Isn't there a peace treaty between the Kree and the Xandarians?

HEIMDALL

Yes. But Ronan doesn't care. He is planning on using the Power Stone to destroy Xandar.

ODIN looks at the ground for a few moments, then looks up at HEIMDALL.

ODIN

Xandar's Nova Corps will be no match for the power that Ronan will have if he can use the stone. We may need to help the Xandarians. Keep me posted.

HEIMDALL

Of course, my King.

ODIN turns and leaves. HEIMDALL watches him go, HEIMDALL senses something is not right, but is not sure what.

JUMP TO:

(CONTINUED)

 **
 ** AUG 3RD-4TH **
 **
 ** Events of "*THE GUARDIANS OF THE GALAXY*" continue to **
 ** play from where we left off to the end. **
 **

ASGARD

34 INT: THRONE ROOM

ODIN is sitting on his throne. He is talking to a guard when another guard comes charging in. ODIN looks at the guard that just entered.

GUARD

My liege, Heimdall wishes to see you.

ODIN dismisses the guard he was talking to, then raises and walks out of the throne room. The guard who delivered the message follows him out.

JUMP TO:

35 INT: OBSERVATORY

ODIN arrives on SLEIPNIR. "ODIN" dismounts and enters the Observatory. HEIMDALL addresses him without looking at him.

HEIMDALL

The Power Stone has been contained.

ODIN

(curious)

Where?

HEIMDALL

Nova Corps headquarters on Xandar.

ODIN

(concern)

How?

HEIMDALL turns to face ODIN.

(CONTINUED)

HEIMDALL

Quill's team, "*The Guardians of the Galaxy*", took it from Ronan and turned it over to the Nova Corps for safe keeping.

ODIN looks to the ground and half mutters the next line more to himself than HEIMDALL.

ODIN

That's two stones in the possession of agencies.

(beat)

Midgard's S.H.I.E.L.D has the Mind Stone, and now Xandar's Nova Corps has the Power Stone.

HEIMDALL

With the stones all coming into play, do you still think it wise that we leave the Aether on Knowhere with the Collector? Would it not be safer here?

ODIN gives HEIMDALL a look. HEIMDALL is trying to get a read on him.

HEIMDALL (cont'd)

He almost had the Power Stone. That would have given him two of the Infinity Stones.

(beat)

These Stones predate the universe as we know it. They should not be left...

ODIN

The Aether caused enough destruction here last time.

ODIN lowers his head thinking about the death of Frigga. HEIMDALL senses the sadness behind "ODIN"'s eye. But also senses something else. "ODIN" looks back at HEIMDALL.

ODIN (cont'd)

For now it can stay where it is. If the time comes when we need to retrieve it, we will.

ODIN turns and heads to SLEIPNIR. HEIMDALL watches as ODIN mounts SLEIPNIR and leaves. He still can't shake the feeling that something is not right.

JUMP TO:

2015

APR 6TH -- 8 MONTHS LATER

36 INT: THRONE ROOM

ODIN is sitting on the throne. SIF enters.

SIF

You wished to see me, my king?

ODIN

Yes. I need you to go to Midgard.

SIF

To retrieve The Scepter?

ODIN

No. But if you happen to see it...

SIF

Yes, my king.

ODIN

Heimdall has discovered that there is a Kree on Midgard.

SIF

(raise eyebrow)

A Kree? Why?

ODIN

That is what I would like you to find out. Find him. And find out what his purpose on Midgard is.

SIF

Of course.

SIF leaves. "ODIN" watches her go.

JUMP TO:

(CONTINUED)

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*****
**
** APR 8TH - 10TH
**
** If you wish to see what Sif gets up to on Midgard,
** watch AGENTS OF S.H.I.E.L.D Season 2 Episode 12
** "Who You Really Are"
**
** APR 27TH - MAY 28TH
**
** Events of "Avengers: Age of Ultron" play out.
** Thor returns to Asgard.
**
*****

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MAY 28TH

ASGARD

37 INT: OBSERVATORY

THOR arrives. HEIMDALL looks at him.

HEIMDALL

Welcome home.

THOR smiles but before he can say anything HEIMDALL gives him a look.

HEIMDALL (cont'd)

Your father wishes to see you.

THOR

Of course he does. Some things never change.

THOR walks to the door and then flies off.

JUMP TO:

38 INT: PALACE HALL

THOR is heading to the throne room. VOLSTAGG is walking down the hall. VOLSTAGG sees THOR and smiles.

VOLSTAGG

Thor!

VOLSTAGG runs to THOR and gives him a great big bear hug.

VOLSTAGG (cont'd)
You're back. Come, we must celebrate.

THOR
Later.

VOLSTAGG gives him a look.

THOR (cont'd)
My father wishes to...

VOLSTAGG
Of course.
(beat)
I will tell the others you are back.
Meet us at the tavern after you talk
to your father.

THOR
(smile)
Will be nice to catch up.

VOLSTAGG smiles and walks off to round up the gang. THOR continues on his way to the throne room.

JUMP TO:

39 INT: THRONE ROOM

ODIN is sitting on throne. THOR enters the room and approaches him. THOR reaches him and kneels.

ODIN
Son, welcome home.

THOR
It is good to be back.

ODIN
Your arrival is perfect. There is a
matter that needs your attention. A
matter that must be dealt with fast
and with the utmost secrecy.

THOR is curious.

(CONTINUED)

ODIN (cont'd)

"The Crimson Flame" will be ready within the hour.

THOR

(raise eyebrow)

"The Crimson Flame"? Where is this situation?

ODIN

Knowhere.

THOR

The Aether?

ODIN

I need to know it is still safe.

THOR

Why wouldn't it be?

ODIN

Taneleer's place was almost destroyed several months ago. He claims the Aether is safe. But...

THOR

You don't trust him.

ODIN

I want to be sure. I need someone I can trust explicitly to go there and see for themselves that it is okay.

THOR

Of course, Father.

ODIN

And while you are out there, check in with Nova Prime on Xandar and make sure the Power Stone Orb is still safe in the Nova Corps vault.

THOR rises and heads out. "ODIN" sits back in the throne and watches THOR leave.

Once THOR has left, DESYLVA appears beside "ODIN". "ODIN" signals the guards to leave. The guards leave. "ODIN" transforms into LOKI. DESYLVA looks at him.

DESYLVA

"The Crimson Flame"? You sent Thor to Knowhere in "The Crimson Flame"? Why not "The Sapphire Rain" or "The Silver Mist"?

LOKI looks at her, grinning mischievously. DESYLVA smiles believing she understands her reason.

DESYLVA (cont'd)

You want him gone. The longer the better.

LOKI

Yes.

LOKI grabs her and kisses her.

JUMP TO:

A FEW HOURS LATER

40 INT: TAVERN

VOLSTAGG, HOGUN, FANDRAL, and SIF are all sitting at a table. They are waiting for THOR.

SIF

Can't believe he's back.

VOLSTAGG

I know. When I saw him in the hall, I thought I was seeing things.

SIF

(raise eyebrow)

Are you sure he said he was coming?

VOLSTAGG

Yes. After he saw his father.

The gang looks at VOLSTAGG.

(CONTINUED)

VOLSTAGG (cont'd)

He'll be here.

FANDRAL happens to glance up towards the door and sees DESYLVA enter. She heads to a table at the back. FANDRAL rises from the table and heads towards her. VOLSTAGG is about to ask where he is going when he spots DESYLVA. VOLSTAGG shakes his head back and forth. SIF and HOGUN notice FANDRAL reach DESYLVA.

PAN TO:

41 INT: FOCUS ON DESYLVA'S TABLE

DESYLVA is sitting. FANDRAL reaches her and joins her.

FANDRAL

Have you heard the news?

DESYLVA looks at him with raised eyebrows.

FANDRAL (cont'd)

Thor's back.

DESYLVA

You mean WAS back.

FANDRAL

(raise eyebrow)

What?

DESYLVA

He's not here anymore. Left a short while ago.

FANDRAL

Where did he go?

DESYLVA looks at him. She wonders if she should say anything.

PAN TO:

42 INT: FOCUS ON VOLSTAGG, HOGUN, AND SIF

VOLSTAGG is still looking at FANDRAL with DESYLVA.

VOLSTAGG

Why hasn't he said anything?

(CONTINUED)

SIF

What makes you think he hasn't?

VOLSTAGG looks to SIF with raised eyebrows.

VOLSTAGG

You think he has?

SIF doesn't answer. She just takes a drink of her drink.

PAN TO:

43 INT: FOCUS ON DESYLVA'S TABLE

DESYLVA has told FANDRAL.

FANDRAL

Knowhere?

DESYLVA

Yep.

FANDRAL

(raise eyebrow)

In "The Crimson Flame"?

DESYLVA

Yep.

FANDRAL

But there is no Stellar Jump Drive in "The Flame"!

DESYLVA

I know.

FANDRAL

Without the jump drive, the journey to Knowhere will take months!

DESYLVA

Odin must have had his reasons.

FANDRAL

(curious)

What could be so important that...

(CONTINUED)

DESYLVA

I'm not sure. Odin doesn't confide in me.

DESYLVA rises.

FANDRAL

Des. Wait.

DESYLVA keeps going. FANDRAL rises and wonders if he should go after her. He decides not to. He heads back to the gang.

PAN TO:

44 INT: FOCUS ON VOLSTAGG, HOGUN, AND SIF

They see DESYLVA leave and FANDRAL head back over to them. FANDRAL reaches them. VOLSTAGG looks at him.

VOLSTAGG

Aren't you going after her?

FANDRAL gives VOLSTAGG a "what" look.

VOLSTAGG (cont'd)

You always go after her.

FANDRAL

I do not.

SIF / HOGUN

Yes, you do.

FANDRAL gives them all a look. Then gets serious.

FANDRAL

Thor's not coming.

They all give him a "what" look.

FANDRAL (cont'd)

Odin has sent him on a mission to Knowhere.

SIF / VOLSTAGG

Knowhere?

(CONTINUED)

FANDRAL

Yes.

HOGUN

The Aether.

FANDRAL wonders why he hadn't of thought of that.

FANDRAL

Of course.

(beat)

But why? If the Aether is in danger,
why send Thor alone?

VOLSTAGG

Alone?

FANDRAL

According to Des, Odin sent Thor alone
on "The Crimson Flame".

VOLSTAGG

(raise eyebrow)

"The Flame"?

FANDRAL

Yes.

VOLSTAGG

It will take Thor months to get to
Knowhere in "The Flame".

HOGUN gets a deep look of thought on his face. FANDRAL notices.

FANDRAL

What is it?

HOGUN

(thoughtful)

Something doesn't feel right. If the
mission is so important, why would
Odin not want Thor there immediately?

FANDRAL

Exactly.

VOLSTAGG

Odin must have his reasons. Maybe Knowhere isn't the only place he is sending Thor.

FANDRAL gives him a look.

FANDRAL

Tell me you haven't noticed something is "off" with Odin since Malekith...

SIF

Stop. We shouldn't be having this conversation.

They all look at her.

SIF (cont'd)

Not here.

They leave.

JUMP TO:

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**                                                                 **
** JULY 13TH - AUG 4TH                                                                 **
**                                                                 **
** Events of "Ant-Man" play out.                                                                 **
**                                                                 **
*****

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DECEMBER 5th

KNOWHERE

45 INT: COLLECTOR'S MUSEUM

THOR enters and approaches TIVAN. TIVAN looks up and sees him.

TIVAN

Thor Odinson. Welcome.

THOR

Taneleer.

THOR looks around.

TIVAN

I know why you are here, and I can assure you, it is still quite safe.

THOR

Forgive me if I don't take your word for it.

TIVAN

Why would I lie?

THOR gives him a "really" look.

TIVAN (cont'd)

As you wish. Follow me.

TIVAN walks off. THOR follows.

JUMP TO:

46 INT: ROOM IN BASEMENT

TIVAN and THOR are standing in front of a glass box. Inside the box, on a pedestal, is the container that holds the Aether.

TIVAN

As you can see. It is safe.

THOR

See that it stays so.

TIVAN

You can tell Loki that...

THOR raises as eyebrow.

THOR

Loki?

TIVAN

He did send you, did he not?

THOR

Loki is dead.

TANLEER gives THOR a look.

(CONTINUED)

TIVAN

Is he?

THOR

What are you saying?

TIVAN

Sometimes the eyes can not see what is right in front of them.

THOR

I saw him die. He....

TIVAN

Are you sure?

THOR thinks. TIVAN can see the wheels turning in THOR's head.

TIVAN (cont'd)

He's not called *The Trickster* for nothing.

TIVAN walks off. THOR follows wondering if TIVAN could be right.

JUMP TO:

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*****
**
** MAY 3RD - JULY 1ST
**
** Events of "Captain America: Civil War" play out.
**
*****

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JULY 5TH

WAKANDA

47 INT: T'CHALLA'S ROOM

T'CHALLA is staring out the window. He sees two ravens flying towards his room. He smiles and opens the window. The birds fly in and land on the counter. He goes to them. One of the birds drops a piece of paper. T'CHALLA picks it up and reads it. He picks up a pen and writes the following message on the back of the piece of paper.

(CONTINUED)

NOTE

I need to see you. Can you come?

T'CHALLA then folds the paper back up and gives it to one of the ravens. The birds fly away. T'CHALLA smiles as he watches them go.

JUMP TO:

A FEW HOURS LATER

48 INT: LAB

STEVE ROGERS is in the lab staring at BUCKY's cryochamber. There are some lab techs in the background doing whatever it is they do. T'CHALLA enters. ROGERS looks up. T'CHALLA goes to him.

T'CHALLA

Cap, I think I know someone who can help.

ROGERS

(smile)

Who?

T'CHALLA

An old and dear friend.

ROGERS gives him a look.

T'CHALLA (cont'd)

I must get ready for her arrival.

T'CHALLA turns to leave. ROGERS looks at him.

ROGERS

(raise eyebrow)

That's it? Who is she?

T'CHALLA leaves. ROGERS is curious. He looks at the lab techs.

ROGERS (cont'd)

You know who he's talking about?

All the techs return to their jobs.

(CONTINUED)

ROGERS (cont'd)

Anyone?

No one answers or acknowledges ROGERS. ROGERS looks at BUCKY.

ROGERS (cont'd)

Guess I'll just have to wait and see.

ROGERS looks around the room, hoping to see someone willing to give him a hint.

JUMP TO:

A FEW HOURS LATER

49 EXT: GARDEN

T'CHALLA is standing in an open space in the garden, waiting.

PAN TO:

50 EXT: PALACE WINDOW

CAMERA PANS BEHIND T'CHALLA TO A WINDOW NEAR TOP OF PALACE. SOMEONE IS IN THE WINDOW LOOKING OUT. PAN CLOSER TO REVEAL ROGERS. THE WINDOW IS THE WINDOW OF THE LAB.

PAN TO:

51 INT: LAB

CAMERA PANS THROUGH WINDOW AND POSITIONS ITSELF BEHIND ROGERS.

ROGERS looks down and sees T'CHALLA waiting.

ROGERS

What is he...

ROGERS is interrupted as The Bifrost beam comes down. ROGERS recognizes the beam.

ROGERS (cont'd)

Asgard. Who could...

ROGERS runs from the lab.

JUMP TO:

(CONTINUED)

52 EXT: GARDEN

The Bifrost beam shuts down to reveal DESYLVA standing there. T'CHALLA smiles. DESYLVA walks to him.

T'CHALLA
Lady Desylva. Welcome to Wakanda.

DESYLVA
It's been too long T.

T'CHALLA smiles at her nickname for him. ROGERS arrives. DESYLVA looks at him and recognizes him.

DESYLVA (cont'd)
Captain Rogers, isn't it?

ROGERS
Yes. And you are?

T'CHALLA answers.

T'CHALLA
Lady Desylva of Asgard.

ROGERS recognizes the name.

ROGERS
Desylva? As in, Loki's Desylva?

DESYLVA
(surprise)
You've heard of me?

ROGERS
Thor mentioned you when...

DESYLVA
Ah, Thor. I can only guess what he said about me.

ROGERS
Not much really. Just that you were bonded to Loki and...

T'CHALLA is surprised and looks at DESYLVA.

(CONTINUED)

T'CHALLA
Bonded? When did that happen?

DESYLVA
A few years ago.

T'CHALLA
(smile)
Well, congratulations. It's been a
long time coming. You two are...

DESYLVA gets a look on her face that T'CHALLA misinterprets.

T'CHALLA (cont'd)
What is it?

DESYLVA says nothing. ROGERS looks at T'CHALLA.

ROGERS
Loki is dead.

T'CHALLA
(shock)
What? How?

DESYLVA
Long story.
(beat x2)
Your message said you wanted to see
me. What can I do for the new King of
Wakanda?

T'CHALLA
Word has spread to Asgard, already?

DESYLVA
(smile)
Nothing gets past Heimdall.

T'CHALLA
Of course.

DESYLVA
Odin, and all of Asgard, send their
condolences on the passing of your
father.

T'CHALLA

Thank-you.

Momentary silence.

DESYLVA

So, why...

T'CHALLA

It's better I show you.

T'CHALLA signals DESYLVA to head to the palace. DESYLVA starts to walk off. T'CHALLA follows by her side. ROGERS follows behind.

JUMP TO:

A SHORT WHILE LATER

53 INT: LAB

T'CHALLA is standing beside BUCKY's cryochamber. DESYLVA is at his side looking at BUCKY. ROGERS is behind them leaning on the table. T'CHALLA has filled DESYLVA in on BUCKY's condition.

T'CHALLA

Can you help him?

DESYLVA stares at BUCKY. She is trying to determine if she can when she hears a soft voice inside her head whisper to her. She recognizes the voice. It's LOKI.

LOKI (VO)

(thought)

Yes.

She calmly answers T'CHALLA.

DESYLVA

Yes.

ROGERS stands straight.

ROGERS (VO)

(thought)

Did she say yes?

(CONTINUED)

T'CHALLA smiles and looks at ROGERS.

T'CHALLA
I told you.

DESYLVA thinks of something.

DESYLVA
(curious)
But why ask me?

T'CHALLA and ROGERS look at her. DESYLVA looks at ROGERS.

DESYLVA (cont'd)
Why not ask the one you call Vision?

ROGERS
(raise eyebrow)
Vision?

DESYLVA hears LOKI inside her head again.

LOKI (VO)
(thought)
What are you doing, D?

DESYLVA ignores LOKI and answers ROGERS.

DESYLVA
He still possesses the Mind Stone,
does he not?

DESYLVA hears LOKI inside her head again.

LOKI (VO)
(thought)
Ah. Clever, D.

ROGERS wonders where DESYLVA is going.

ROGERS
(curiously)
Yes.

DESYLVA
So why not ask him?

ROGERS

It's complicated.

DESYLVA

(shake head)

Of course it is. You humans always have to make things so complicated. No idea what Thor sees in the lot of you.

ROGERS

(concern)

How is Thor?

DESYLVA

(surprise)

What?

ROGERS

He hasn't been around in over a year. Just wondering what...

DESYLVA

Not sure really. Odin sent him on a mission and...

ROGERS

A mission? To where?

DESYLVA

No place you'll have heard of.

Momentary silence. DESYLVA turns to T'CHALLA.

DESYLVA (cont'd)

I'll need a place to be alone with him.

T'CHALLA

Of course.

ROGERS

No way.

T'CHALLA and DESYLVA look at ROGERS. ROGERS looks at T'CHALLA. DESYLVA just watches T'CHALLA and ROGERS.

ROGERS

I'm not leaving Bucky alone with her. He's had his brain scrambled enough. If she thinks...

(CONTINUED)

T'CHALLA

Cap, Lady Desylva has been a friend to Wakanda for centuries. She is...

ROGERS

Loki's wife.

T'CHALLA

Don't you mean widow? You said Loki was dead.

ROGERS

She could...

T'CHALLA looks at DESYLVA.

T'CHALLA

Excuse us a moment.

T'CHALLA pulls ROGERS off to the side.

T'CHALLA (cont'd)

Seriously? She can help your friend and you...

ROGERS

I know she is your friend, but Loki did a lot of...

T'CHALLA

I know Loki. The real Loki. He was never...

ROGERS

He led an army of Chitauri...

T'CHALLA

Yeah. So I heard. I was... surprised to say the least. Loki...

ROGERS

She's...

ROGERS points to DESYLVA.

ROGERS

Loki's wife. And from what Thor said..

T'CHALLA

Desylva is many things. It is true she and Loki had a special relationship. Some say she learned everything she knows from him. Some say the student surpassed the teacher.

ROGERS

Are you saying she is more powerful than Loki?

T'CHALLA

Powerful? No. But, I wouldn't want to get on her bad side.

ROGERS

And you expect me to trust her? Why?

T'CHALLA

She can help him. I'm sure of it.

ROGERS

I don't like this. Bucky has been through enough. If there is the slightest chance that she could cause...

T'CHALLA

Cap. He's your friend. I get it. But Desylva is mine.

Momentary pause.

ROGERS looks over at DESYLVA who seems to be deep in thought. ROGERS looks back at T'CHALLA, with a sigh.

ROGERS

You trust her?

T'CHALLA

Yes.

ROGERS

Okay. But if she tries anything.

T'CHALLA

Of course.

T'CHALLA and ROGERS head back to DESYLVA. DESYLVA looks at ROGERS.

DESYLVA
Steve. Trust me. I won't hurt Bucky.

ROGERS
Trust you? How can I...

DESYLVA
If you don't want my help, I'll just go back to Asgard.

DESYLVA starts to leave. LOKI's voice is inside her head again.

LOKI (VO)
(thought)
What are you doing, D?

DESYLVA (VO)
(thought)
Trust me, my love. I know what I'm doing. There is no way he will...

T'CHALLA grabs her arm. DESYLVA stops.

T'CHALLA
Don't go, please. Bucky needs your help.

DESYLVA looks at ROGERS. T'CHALLA looks at ROGERS.

ROGERS
I'm not leaving her alone with him.

DESYLVA
Fine. Just stay out of my way. And do not interrupt me.

ROGERS nods. T'CHALLA signals a lab tech to start the thaw out process on BUCKY. T'CHALLA looks at DESYLVA.

T'CHALLA
I'll take you to a room where you and Sargent Barnes can be alone.

ROGERS is about to protest.

T'CHALLA (cont'd)

Cap and I can watch from the adjoining room.

T'CHALLA looks to ROGERS. Momentary pause.

T'CHALLA (cont'd)

Once he is ready, you know where we'll be.

ROGERS nods a "yes". T'CHALLA and DESYLVA start to leave.

DESYLVA

Wait.

DESYLVA walks over to one of the lab techs. She picks up a piece of paper and sketches something. She hands the paper to the tech. The tech looks at it and nods. DESYLVA heads back to T'CHALLA and they leave.

Once they are gone, ROGERS goes over to the tech to see what DESYLVA put on the paper. It is the schematics for a robotic arm for BUCKY. ROGERS looks at BUCKY.

JUMP TO:

54 INT: HALLWAY

DESYLVA and T'CHALLA are walking down a hall. They are side-by-side.

DESYLVA

Why are you getting involved in this?

T'CHALLA

What do you mean?

DESYLVA

Wakanda has always kept its distance from...

T'CHALLA

Things change.

DESYLVA

Tell me about it.

(CONTINUED)

T'CHALLA

So, you and Loki finally made it official.

DESYLVA

Yeah.

T'CHALLA

Is he really dead?

DESYLVA doesn't answer. T'CHALLA takes her silence as a confirmation.

T'CHALLA (cont'd)

I'm sorry.

DESYLVA

Thanks.

They walk on in silence.

JUMP TO:

A FEW HOURS LATER

55 INT: ROOM #1

DESYLVA is sitting in silence. Alone. She is at a table. There are two chairs at the table. One is empty. The chair she is sitting in, is facing the door. On the left wall is a two-way mirror. On the other side of the mirror is the room where ROGERS and T'CHALLA will be.

THE CAMERA PANS OVER TO THE MIRROR AND PASSES THROUGH IT.

PAN TO:

56 INT: ROOM #2

THE CAMERA ENTERS THE ROOM.

T'CHALLA is standing in front of the "window" with his arms crossed over his chest.

THE CAMERA PASSES BACK THROUGH THE MIRROR INTO THE FIRST ROOM.

PAN TO:

(CONTINUED)

57 INT: ROOM #1

The door opens. DESYLVA looks up. BUCKY, equipped with his new arm, enters the room along with ROGERS. They stop inside the door.

ROGERS

This is Lady Desylva of Asgard.

BUCKY looks at ROGERS with raised eyebrows.

ROGERS (cont'd)

She's here to help you.

BUCKY

Can she?

ROGERS

She says she can.

BUCKY looks at DESYLVA as he heads to the chair. DESYLVA smiles at BUCKY.

DESYLVA

Nice to meet you Sargent Barnes.

BUCKY

It's Bucky.

BUCKY sits. ROGERS starts to leave. BUCKY looks to ROGERS.

BUCKY (cont'd)

You leaving?

ROGERS

I'll be right outside if you need me.

ROGERS leaves. BUCKY looks at DESYLVA.

BUCKY

Can you really help me?

DESYLVA

If you let me, yes.

BUCKY thinks. DESYLVA looks at him.

(CONTINUED)

DESYLVA (cont'd)

Shall we begin?

BUCKY nods. DESYLVA looks at him.

PAN TO:

58 INT: ROOM #2

ROGERS enters and stands beside T'CHALLA.

ROGERS

You really trust her?

T'CHALLA

Yes. I do. I've known her a long time,
Captain.

ROGERS

I hope you're right.

ROGERS focuses on BUCKY and DESYLVA.

PAN TO:

59 INT: ROOM #1

DESYLVA

I need you to trust me.

BUCKY

I tend not to trust people I don't
know.

DESYLVA

Bucky, I mean you no harm.

BUCKY

I...

DESYLVA stares at BUCKY. BUCKY looks into her eyes.

BUCKY (cont'd)

I...

DESYLVA

Say you trust me.

(CONTINUED)

BUCKY
I... I trust you.

DESYLVA
(smile)
Good.

DESYLVA rises from the table and walks over to BUCKY.

DESYLVA (cont'd)
Close your eyes.

BUCKY closes his eyes.

DESYLVA (cont'd)
Clear your mind.

BUCKY tires to clear his mind.

DESYLVA (cont'd)
Take a deep breath.

BUCKY takes a deep breath. DESYLVA stops behind BUCKY. She places her hands on his temples and closes her eyes.

DESYLVA (cont'd)
Focus on my voice.
(beat x3)
Open your mind to me.
(beat x2)
Let me in, Bucky.

DESYLVA takes a deep breath and enters his mind. BUCKY grips the edges of the table as she enters his mind.

DESYLVA (VO)
(thought)
Bucky. Are you there? Can you hear me?

BUCKY
Yes.

DESYLVA (VO)
(thought)
(smile)
I need you to talk to me with your mind. Can you do that?

BUCK (VO)
(thought)
I think so. I...

DESYLVA (VO)
(thought)
That's good.

BUCKY loosens his grip on the table.

JUMP TO:

60 INT: ROOM #2

ROGERS is curious.

ROGERS
What is she doing? She...

ROGERS notices BUCKY has loosened his grip on the table and has started to relax. ROGERS turns to T'CHALLA.

ROGERS (cont'd)
How long do you think this...

T'CHALLA turns to ROGERS.

T'CHALLA
It will take as long as it takes. You don't want her to rush this do you?

ROGERS
If she does something to him. I...

T'CHALLA
She won't hurt him, Steve.

T'CHALLA turns back to the mirror. So does ROGERS.

PAN TO:

61 INT: ROOM #1

DESYLVA starts to probe BUCKY's mind.

CONTINUE TO:

(CONTINUED)

62 TIME FLIES

She takes him back as far as they can go. She sees his friendship with Steve in Brooklyn. She sees his time in the war. She sees him being captured by Red Skull and experimented on. She sees Steve rescue him. She sees him fighting along side Steve. She sees his fall from the freight car. She sees him being rescued by HYDRA. Things start to get choppy from here. She guides him through it. Repairing his damaged mind.

JUMP TO:

JULY 22ND

63 INT: SORTA LIVING ROOM

T'CHALLA and ROGERS are sitting in the room. BUCKY and DESYLVA enter. T'CHALLA and ROGERS rise. T'CHALLA addresses DESYLVA.

T'CHALLA

Well?

DESYLVA

I've done everything I can. I think he will be okay.

ROGERS

You think?

BUCKY

Only one way to test it for sure.

T'CHALLA

(concern)

You sure?

DESYLVA

I will be able to subdue him if...

BUCKY

Yes. I'm sure. I need to know.

DESYLVA hands a piece of paper to ROGERS.

DESYLVA

Here.

(CONTINUED)

ROGERS

What's this?

BUCKY

My activation code.

ROGERS takes the piece of paper and looks at it. ROGERS looks at BUCKY.

ROGERS

Buck, I...

BUCKY

Do it Steve. Please. I want to be normal again.

ROGERS

You sure you're ready?

DESYLVA

He's ready.

ROGERS looks at the piece of paper. DESYLVA and T'CHALLA stare at BUCKY waiting to see if he reacts. After he says each word, ROGERS looks at BUCKY to see if there is any reaction.

ROGERS

Longing... Rusted... Furnace...
Daybreak... Seventeen... Benign...
Nine... Homecoming... One... Freight
Car.

ROGERS looks at BUCKY. No reaction. T'CHALLA and DESYLVA breathe a sigh of relief. BUCKY is standing perfectly still.

ROGERS (cont'd)

Buck?

(beat)

Bucky?

BUCKY smiles. ROGERS smiles.

BUCKY

I'm free. I'm really free.

BUCKY hugs ROGERS. DESYLVA motions for T'CHALLA to come to her with a nod of her head. T'CHALLA goes to her.

(CONTINUED)

T'CHALLA

Is he really cured?

DESYLVA

For now.

T'CHALLA

What do...

DESYLVA

His mind needs time to heal. He's been through a lot. I'm surprised he's survived as long as he has. He must have a very strong will. It's almost as if there was something guiding him. Making him survive.

T'CHALLA

Like what?

DESYLVA looks over at ROGERS and BUCKY.

DESYLVA

Not sure. Keep me posted on his condition. I will make arrangements to see him again in a few months.

T'CHALLA

He may not be here in a few months.

DESYLVA

I'll know where he is.

T'CHALLA gives her a "how" look. But then answers his own question.

T'CHALLA

Right. Heimdall.

DESYLVA

(smile)

I should be getting back to Asgard.

T'CHALLA

Of course.

BUCKY walks over to T'CHALLA and DESYLVA. He looks at DESYLVA.

BUCKY

Thank you.

DESYLVA

You have a fascinating mind James Buchanan Barnes.

BUCKY

(smile)

It's Bucky.

DESYLVA

(smile)

Bucky.

(beat)

I look forward to our next visit.

BUCKY smiles at her. ROGERS walks over and looks at DESYLVA.

ROGERS

Thanks and, I'm sorry if I mistrusted you. It's just that Loki really...

DESYLVA

That's okay. I understand. And I just want you to know that the Loki you met was not the real Loki. I've known him for a long time, and he wasn't in control that day. The real monster was Thanos.

ROGERS

Who's Thanos?

DESYLVA

Let's hope you never find out.

Momentary pause.

T'CHALLA

I'll walk you out.

DESYLVA

Thanks.

DESYLVA and T'CHALLA leave. BUCKY heads over to the window and stares out it. ROGERS walks over to him and stops beside him.

(CONTINUED)

BUCKY

She's right you know. You can't blame
Loki for...

ROGERS

You weren't there Buck. You don't know
what...

BUCKY

Yes, I do.

ROGERS looks at BUCKY with raised eyebrows.

BUCKY (cont'd)

Desylva showed me.

ROGERS

Really? Then you...

BUCKY looks at ROGERS.

BUCKY

Loki wasn't in control of his actions
anymore then I was of mine.

ROGERS

(raise eyebrow)

What?

BUCKY

Do you blame me for everything I did
as the Winter Soldier?

ROGERS

Of course not. You were brainwashed.
You...

BUCKY

So was Loki.

(beat x3)

The Mind Stone had a hold on him just
like HYDRA did on me.

ROGERS

(confused)

The Mind Stone?

(CONTINUED)

BUCKY

Yes. The one that is currently in Vision's head.

ROGERS

(concern)

What are you saying?

BUCKY

Loki was exposed to that stone for over a year. He...

ROGERS

Are you saying that Vision is in danger of...

BUCKY

Maybe.

ROGERS

Vision isn't Human, Buck. He...

BUCKY

Neither was Loki, and look what happened to him!

(beat x3)

How long has Vision had that stone?

ROGERS

A little over a year.

BUCKY

From what Desylva says, the Stone feeds on emotions. Vision doesn't have emotions, does he?

ROGERS

Not that I know of.

BUCKY

Then he should be fine.

Momentary pause. BUCKY walks away from the window and sits on a couch. ROGERS walks over to him and sits on a chair.

ROGERS

What else did she tell you?

BUCKY

About?

ROGERS

Anything. You were together for weeks.
I'm sure you talked about something.

BUCKY looks at ROGERS.

ROGERS (cont'd)

I know you, Buck. A pretty girl always
did...

BUCKY

Steve, I...

ROGERS

You did think she was pretty, didn't
you?

BUCKY

Of course she was. Is. But...

BUCKY goes silent. ROGERS is shocked.

ROGERS

Wow. Silence.

(beat)

I don't believe it. I never thought
I'd live to see the day that you didn't
try to...

BUCKY

I never said I didn't try.

ROGERS gives BUCKY a look. Momentary silence.

BUCKY (cont'd)

She didn't seem interested. I think
she must have someone back on Asgard.

ROGERS

Loki is dead. And from what Thor said,
Loki was the only one she ever loved.

BUCKY

Doesn't mean she hasn't moved on.

(CONTINUED)

ROGERS

You don't understand. She was in love with him for over 1000 years.

BUCKY

A thousand years.

ROGERS

Yeah.

BUCKY

And I thought we were old.

ROGERS laughs. BUCKY laughs. ROGERS looks at BUCKY.

ROGERS

Seriously though. What *did* you two talk about?

BUCKY

Didn't have much time for small talk.

BUCKY looks at his new arm.

BUCKY (cont'd)

Maybe next time.

ROGERS looks at BUCKY.

BUCKY (cont'd)

You sure Loki is dead?

ROGERS wonders where that came from.

ROGERS

Yes.

BUCKY gives ROGERS a look.

ROGERS (cont'd)

Thor told us he was...

BUCKY

(raise eyebrow)

And you believed him?

ROGERS

Why would Thor lie?

(beat)

What makes you think he...

BUCKY

Desylva. She refers to Loki in the present tense. I know I don't know the whole story, but are you sure Thor...

ROGERS is wondering now.

ROGERS

Only one way to find out.

ROGERS and BUCKY head over to a computer. ROGERS opens a vid-chat program and dials a number. The person on the other end picks up. It's JANE.

CONTINUE TO SPLIT SCREEN:

64 INT: SPLIT SCREEN

Left side: Steve and Bucky

Right side: Jane.

JANE

(Surprise)

Captain Rogers?

ROGERS

Heard from Thor lately?

JANE

(surprise)

Thor? No. Haven't seen him since...

ROGERS

Any idea if he'll be...

JANE

(curious)

Where are you?

ROGERS

Doesn't matter.

(CONTINUED)

JANE

Not sure when Thor will be back. Is there something I can...

ROGERS

Thor told us that Loki was dead. I...

JANE

He is.

ROGERS

You sure?

JANE

I was there. I saw Loki die in Thor's arms.

ROGERS

You're sure he was dead?

JANE

Yes. Why? What has...

ROGERS

Thanks.

JANE

Captain....

ROGERS hangs up.

CONTINUE TO SINGLE SCREEN:

65 SINGLE SCREEN

ROGERS hears the BIFROST. He runs to the window. BUCKY follows him. ROGERS reaches the window sees DESYLVA leave.

ROGERS

Don't think I'll ever get used to that.

BUCKY

It is an amazing site.

ROGERS and BUCKY turn and look at each other.

JUMP TO:

(CONTINUED)

ASGARD

66 INT: OBSERVATORY

DESYLVA arrives. HEIMDALL looks at her.

HEIMDALL

How was Wakanda?

DESYLVA

Fine.

HEIMDALL

And T'Challa?

DESYLVA

He will make a great king.

DESYLVA walks out of the Observatory. HEIMDALL watches her go.

JUMP TO:

AUGUST 5TH

67 INT: DUNGEONS - AMORA'S CELL

AMORA is sitting on the cot. She is staring at the top right corner of the force shield/barrier on the front of her cell.

THE CAMERA PANS UP TO THE SPOT TO SHOW THAT THE HOLE IS STILL THERE. IT'S STILL NOT BIG ENOUGH FOR ANYTHING TO PHYSICALLY GET IN OR OUT. BUT A HOLE OF ANY SIZE WILL ALLOW HER THOUGHTS/MAGIC TO GET OUT. THE HOLE HAS BEEN THERE SINCE THE DARK ELF ATTACK AND AMORA HAS BEEN USING IT TO HER ADVANTAGE.

A guard approaches the cell. He stops in front of the cell. AMORA rises and goes over to him.

GUARD

It has grown, just as you said, m'lady.

AMORA

(smile)

You know what you need to do.

GUARD

Yes m'lady.

(CONTINUED)

The GUARD walks off. AMORA smiles to herself. She stares back up at the gap.

JUMP TO:

68 EXT: PALACE BALCONY

DESYLVA is staring out over the city. The guard from the previous scene approaches her.

GUARD
Excuse me, m'lady.

DESYLVA turns to him.

DESYLVA
Yes?

GUARD
There is something you need to see.

DESYLVA is curious.

GUARD (cont'd)
Follow me.

The GUARD turns and starts to walk off. DESYLVA follows him.

JUMP TO:

The following five scenes are happening simultaneously on a 5 view split screen. The screen is divided horizontally into thirds. The top third is split into 2 screens (Screen 1 & 2); The middle third is one screen (Screen 3); the bottom third is split into 2 screens (Screen 4 & 5).

69 SCREEN 1: INT: THRONE ROOM

ODIN is sitting on the throne. There are two people talking to him but he seems bored with the conversation.

***** This scene plays out until DESYLVA passes out. *****
ODIN senses something. He feels a sudden pain. He raises from the throne and heads out of the room. He vanishes as he walks. Everyone in the room looks confused.

(CONTINUED)

70 SCREEN 2: EXT: TRAINING AREA

FANDRAL, SIF, VOLSTAGG, and HOGUN are working out with some soldiers.

***** This scene plays out until DESYLVA passes out. *****

FANDRAL senses something is wrong. He drops his sword and runs. SIF, VOLSTAGG, and HOGUN wonder where he is going. One by one they go after him. VOLSTAGG picks up FANDRAL's sword on the way out.

71 SCREEN 4: STABLES

SLEIPNIR is alone in his stall.

***** This scene plays out until DESYLVA passes out. *****

SLEIPNIR senses something has happened. He bolts out of the stables.

72 SCREEN 5: PALACE (HEL)

HELA is walking through her palace.

***** This scene plays out until DESYLVA passes out. *****

HELA senses something has happened and vanishes.

73 SCREEN 3: EXT: COURTYARD

DESYLVA and the GUARD are walking through the courtyard. They pass the stables and keep going. DESYLVA wonders where they are going. They walk to a secluded spot.

The guard stops. He points to a flower growing all by itself. DESYLVA realizes it looks out of place. She approaches it. She doesn't notice the guard leave. As she gets closer to it, she realizes she has never seen a flower like this before. She reaches the flower and kneels down in front of it. She leans in to get a closer view of it. All of a sudden, the flower sprays a mist of some kind into her face. DESYLVA starts gasping for air. She doesn't know what is happening. She tries to cry out but can't. Her voice is gone, and her vision starts to blur.

DESYLVA (VO)

(thought)

What... What's happening? What...

DESYLVA lays down on the ground. A sudden pain shoots through her.

DESYLVA (VO) (cont'd)
 (thought)
Help. Anyone. Help.

She starts to pass out. She touches the ground and sends an ice stream towards the flower, freezing it.

DESYLVA (VO) (cont'd)
 (thought)
Lo...Lo...ki.

DESYLVA passes out.

 The screen returns to one screen as screen 3 expands to take over the entire screen.

74 EXT: COURTYARD

DESYLVA is laying on the ground. LOKI materializes near her and sees her on the ground.

LOKI
 No!

He runs over to her as SLEIPNIR arrives. SLEIPNIR sees DESYLVA on the ground and trots over to her. LOKI reaches DESYLVA, kneels beside her, and picks up her head.

LOKI (cont'd)
 D. D open your eyes.

SLEIPNIR senses something is wrong. He is about to say something when HELA arrives. SLEIPNIR looks at her. HELA nods her head in a "no". HELA goes to LOKI and places a hand on his shoulder. LOKI is cradling DESYLVA's head.

HELA
 I am sorry father, but she...

LOKI
 No. No. She can't be.

HELA
 She is gone.

(CONTINUED)

LOKI screams his next line as he slams one fist into the ground.

LOKI

NO!!!!!!

The ground around LOKI freezes as ice comes out of his fist.

PAN TO:

75 EXT: FOCUS ON FANDRAL

FANDRAL, SIF, VOLSTAGG, and HOGUN arrive as LOKI screams.

HELA senses them arrive. She turns to them and gives them a stay look. They stop. SIF, VOLSTAGG and HOGUN notice LOKI and give each other a look. FANDRAL is more concerned with DESYLVA.

FANDRAL

(quietly)

No.

PAN TO:

76 EXT: FOCUS ON LOKI

LOKI holds DESYLVA and starts to cry. SLEIPNIR nuzzles him with his nose.

PAN TO:

77 EXT: FOCUS ON FANDRAL

FANDRAL wants to be with DESYLVA. He starts to move. VOLSTAGG grabs FANDRAL's right arm and HOGUN grabs FANDRAL's left arm.

HOGUN

(quietly)

Stop.

FANDRAL

Let me go.

HOGUN

No.

HELA looks over at them again.

(CONTINUED)

SIF

We should go. Now.

SIF turns to leave. VOLSTAGG and HOGUN drag FANDRAL away. As they walk off, two ravens fly out of a nearby tree. They caw as they fly past SIF. SIF notices them and watches them as they fly off.

PAN TO:

78 EXT: FOCUS ON LOKI

HELA looks at LOKI.

HELA

Father, I...

LOKI

No. You can't have her.

HELA

But she...

LOKI glares at her. HELA is about to say something, but LOKI and DESYLVA vanish. SLEIPNIR looks at HELA.

SLEIPNIR (VO)

(thought)

Give him time, sis.

HELA

He's out of time. She is gone.

SLEIPNIR (VO)

(thought)

I know. He just needs time.

HELA

I'll be back.

HELA is about to leave. SLEIPNIR looks at the ground and notices the frozen flower.

SLEIPNIR (VO)

(thought)

Wait. What's that?

(CONTINUED)

HELA looks to where SLEIPNIR is looking. She recognizes the flower.

HELA
How did that get here?

SLEIPNIR (VO)
(thought)
What is it?

HELA
A plant that does not belong on Asgard.

HELA makes a glass box materialize, teleports the flower into the box, then vanishes.

SLEIPNIR (VO)
(thought)
Sis?

SLEIPNIR, realizing he is alone, turns and heads back to the stables.

JUMP TO:

AUGUST 7TH

79 INT: DINING HALL

FANDRAL, HOGUN, VOLSTAGG, and SIF are sitting around the table.

VOLSTAGG
I can't believe she is gone.

SIF
I knew Loki was alive. I told you all before.

HOGUN
With Desylva gone, there will be no stopping the Jotun within him.

All look to FANDRAL who seems a million miles away.

SIF
You're awfully quiet.

(CONTINUED)

FANDRAL

There's uh...

(beat)

...something I've never told you.

They all think they know what he is going to say.

FANDRAL (cont'd)

I...

VOLSTAGG

Loved her. Yes, we know.

FANDRAL looks at them.

FANDRAL

It was more than that. I...

(beat)

I've known her since she was a baby.

SIF, HOGUN, and VOLSTAGG, all raise eyebrows in shock/surprise.
Had Sif been right? Was Fandral really her father?

SIF

What?

FANDRAL

Halvir and I were friends back then.

All is silent for a moment. HOGUN breaks the silence.

HOGUN

So it was a fatherly/brotherly love
you had for her.

(beat)

Not romantic.

FANDRAL

For centuries. Yes. Then...

SIF

It changed.

FANDRAL

Yes.

Momentary pause.

FANDRAL

Not sure when. Or why. But...

(beat)

...it was too late. She...

VOLSTAGG

...was with Loki.

FANDRAL

Yes.

(beat)

I knew how much she loved him. She'd always loved him.

(beat)

Even as a child. She was 5 years old when I first caught her spying on Loki. She said that one day they would be together. I told her she was dreaming. But she told me that Loki would be with her.

(beat)

I knew I'd...

Everyone is quiet.

JUMP TO:

AUGUST 15TH

80 INT: STABLES - SLEIPNIR'S STALL

LOKI and SLEIPNIR are in the middle of a conversation.

SLEIPNIR (VO)

(thought)

Don't do this.

LOKI

I can't go on without her.

(beat)

I miss her.

(beat)

It's the only way.

SLEIPNIR (VO)

(thought)

She wouldn't want this.

(CONTINUED)

FANDRAL

Did you just...

SLEIPNIR (VO)

(thought)

Yes and no.

FANDRAL looks confused.

SLEIPNIR (VO) (cont'd)

(thought)

Thought projection.

FANDRAL

Why have I never...

SLEIPNIR (VO)

(thought)

Your mind was never open before.

FANDRAL realizes that DESYLVA has been talking to SLEIPNIR for centuries.

FANDRAL

All this time I thought she was crazy for talking to a horse when the horse could never talk back. But...

SLEIPNIR (VO)

(thought)

We spoke a lot. Our mutual love for Loki bonded us.

FANDRAL

Loki?

SLEIPNIR (VO)

(thought)

Yes.

FANDRAL

What do you...

SLEIPNIR (VO)

(thought)

Fandral. I'm afraid that he is about to do something crazy.

FANDRAL

And that surprises you? Loki is always doing...

SLEIPNIR (VO)

(thought)

He's gone to Muspelheim.

FANDRAL

Muspelheim? Why?

SLEIPNIR (VO)

(thought)

He wants to be with her again, and he feels that...

FANDRAL understands.

FANDRAL

No. He wouldn't. Not even Loki would...

SLEIPNIR (VO)

(thought)

You don't understand what she meant to him. He says he can't live without her.

FANDRAL turns to leave.

SLEIPNIR (VO) (cont'd)

(thought)

Where are you going?

FANDRAL

To stop him.

SLEIPNIR (VO)

(thought)

How?

FANDRAL

Not sure yet. I'll have Heimdall send me to where he sent Loki, then I'll...

SLEIPNIR (VO)

(thought)

Loki didn't use the Bifrost.

FANDRAL

What? How did...

FANDRAL realizes he used a secret passage.

FANDRAL (cont'd)

Another of his secret passages. Great.
I'll never find it in time to...

SLEIPNIR (VO)

(thought)
I know where it is.

FANDRAL

Where?

JUMP TO:

MUSPELHEIM

83 EXT: CLIFF

LOKI is still staring over the edge.

LOKI

D. I miss you. This is the only way.

(beat)

I need to be with you.

(beat)

I can't let him come back. I...

A voice sounds from behind him.

FANDRAL

Loki.

LOKI turns and sees FANDRAL.

LOKI

What are you...

FANDRAL

Don't do this.

LOKI

I have to. You don't understand.

(CONTINUED)

FANDRAL

This is madness. She wouldn't want this.

LOKI

I have no choice. It's the only way I can stop him.

FANDRAL

(confused)

Stop who? What are you...

LOKI

Goodbye.

LOKI turns back and jumps.

FANDRAL

No!

FANDRAL is about to run forward but flames erupt from below and shoot up. He stops. He turns to walk away, looking sad. All of a sudden, he hears a noise behind him. A noise that sounds like something or someone has landed behind him. He stops, wondering if he should turn around.

A voice sounds from behind him.

LOKI

(evilly)

Ah! It's so good to be back.

FANDRAL recognizes the voice. He turns to see LOKI. But not the LOKI that jumped. The LOKI standing in front of him is full on Frost Giant.

FANDRAL

(raise eyebrow)

Loki?

LOKI

Fandral. What a surprise.

FANDRAL

How...

LOKI advances toward FANDRAL, slowly. FANDRAL's not sure if he should stay or run.

LOKI
Did he really think I'd let him kill
himself? Kill me?

FANDRAL
What...

LOKI
All he did by jumping, was free me!

FANDRAL
Free you?

LOKI
Yes. Loki of Asgard died with Desylva.
(beat)
Now it's time for Loki of Jotunheim to
raise some Hel!

LOKI smiles, laughs, and vanishes. FANDRAL looks around.

FANDRAL
Oh no. That can't be good.

FANDRAL runs back to the passage.

JUMP TO:

ASGARD

84 INT: DUNGEONS - AMORA'S CELL

A guard approaches the cell. AMORA rises from her cot and walks over to the front barrier. She looks at the approaching guard and realizes she doesn't recognize him.

AMORA
Haven't seen you before.

GUARD
I have a message for you.

AMORA is curious.

(CONTINUED)

AMORA

A message.

GUARD

He says, "Thank-you".

AMORA

For what?

GUARD

For killing Desylva.

AMORA raises eyebrow. GUARD just glares at her.

GUARD

Don't deny it. It could have been no one else.

AMORA wonders who the guard is referring to and how "he" knew so much.

AMORA

Why "thank" me?

GUARD

By killing her, you freed him.

AMORA

(concern)

Freed who?

GUARD

She was all that stood between him and freedom.

AMORA is getting really concerned now.

AMORA

You are not making any sense. Who sent you?

GUARD

Not only did you kill Desylva. But you killed Loki of Asgard as well.

AMORA

Loki?

GUARD

She was his life. She kept him in control. Without her, he...

AMORA

Loki died years ago.

GUARD

Did he?

AMORA gives the guard a look. The guard smiles. She recognizes that smile. The guard transforms into Frost Giant LOKI.

AMORA

Loki?

LOKI

Yes and no.

LOKI lowers the barrier and enters the cell. AMORA backs up.

LOKI (cont'd)

The Loki you know, is gone. Forever.

AMORA

(softly)

No.

LOKI

Loki of Jotunheim is here now. And he wishes to thank-you.

AMORA

Jotunheim?

LOKI

Yes.

AMORA

Are you saying you are really a Frost Giant? This isn't a dis...

AMORA starts to look really scared.

LOKI

You have freed me. I haven't felt like this since Midgard.

AMORA
(confused)
Midgard? I...
(understand)
The Chitauri attack.

LOKI reaches her and grabs her.

LOKI
Without Desylva, I...

AMORA realizes what she may have actually done. This wasn't what she wanted.

AMORA
(mutter)
Desylva.

LOKI
I know you killed her. It could have been no one else. That flower only grows in one place. And the fact that you were able to get a hold of it proves something I always suspected.

AMORA
Oh? And what might that be?

LOKI
You are a spy. For Karnilla.

AMORA
I...

LOKI kisses her. After a few moments he breaks the kiss.

LOKI
You claimed you always wanted him. But he belonged to Desylva. By killing her, you killed him.

AMORA
I...

LOKI
I can hear your heart beating. You still want him.

AMORA

I...

LOKI

As much as I'd love to give you the chance, I don't think I can trust you.

AMORA

Yes, you can.

LOKI

Really? Prove it.

AMORA

I learned something recently. I overheard the guards talking about Halvir.

LOKI

Desylva's father.

AMORA

Desylva wasn't who we all thought she was.

LOKI

Oh?

AMORA

The guards mentioned that Halvir and Brynjar were stationed on Nornheim at the time that Odin defeated Jotunheim. That made me think. Desylva was born at that time. Maybe Desylva was...

LOKI

1/2 Norn. Yes. That is not news.

AMORA

You knew?

LOKI

For centuries.

AMORA

But did you know that her mother was Siri, sister to...

LOKI

Karnilla. Yes.

AMORA

(surprise)

You knew all this time that Desylva was the rightful queen of Nornheim, and you did nothing?

LOKI

Who says I did nothing? He was always planning on telling her one day. Then they could rule Nornheim together. You, ruined that plan.

AMORA

I...

LOKI

He should have dealt with you years ago.

AMORA

What are...

LOKI

As much as I owe you for freeing me, I can't trust you.

LOKI snaps her neck, killing her. She falls to the floor. LOKI looks down at her.

LOKI (cont'd)

I hate spies.

The barrier raises and he exits.

JUMP TO:

85 INT: STABLES

FANDRAL comes running in. SLEIPNIR looks up.

SLEIPNIR (VO)

(thought)

Well?

(CONTINUED)

FANDRAL

We may have a problem.

SLEIPNIR gives him a look.

JUMP TO:

86 INT: HALLWAY (OUTSIDE THRONE ROOM)

SIF and VOLSTAGG stop and look at the guards.

GUARD #1

He's not in there.

SIF

Where is he?

GUARD #2

Don't know.

GUARD #1

Haven't seen him in days.

VOLSTAGG

Days?

SIF

When was...

GUARD #1

That's just it. We never actually saw him leave. He just...

SIF

Just what?

GUARD #2

We think he teleported himself out.

SIF

What?

GUARD #1

It's the only explanation.

VOLSTAGG

And he hasn't returned?

(CONTINUED)

GUARD #1
No.

SIF
You're sure?

GUARD #1
Yes.

VOLSTAGG
Maybe he teleported back in.

GUARD #2
Trust us. He's not in there. We keep checking.

SIF and VOLSTAGG share a look.

VOLSTAGG
Where could he be?

SIF
Maybe he's been missing longer than we think.

VOLSTAGG
What?

SIF pulls VOLSTAGG aside, out of earshot of the guards.

SIF
Think about it. Odin goes missing around the same time that Loki reappears.

VOLSTAGG
Are you saying that Loki's been impersonating Odin?

SIF
Yes.

VOLSTAGG
If that's the case, where is Odin? What did Loki do with him?

SIF

Good question. He's obviously still alive. So...

VOLSTAGG

What makes you...

SIF

Did you not notice his pet ravens flying past us when we left Loki and Desylva after...

VOLSTAGG

The ravens were there?

SIF

Yes. At the time I didn't think anything of it really.

Momentary pause.

SIF (cont'd)

You go find Hogun. I'll find Fandral. Meet us in the dining hall.

VOLSTAGG nods and walks off. SIF heads off in the opposite direction.

JUMP TO:

87 EXT: PALACE GROUNDS

FANDRAL is headed to a palace door. SIF exits the door as he reaches it.

SIF/FANDRAL

We have a problem.

SIF/FANDRAL (cont'd)

What?

SIF/FANDRAL (cont'd)

It's Loki.

SIF and FANDRAL look at each other. SIF motions for FANDRAL to go first.

(CONTINUED)

FANDRAL

Loki went to Muspelheim.

SIF

What? Why?

FANDRAL

He was planning on jumping to a fiery death so he could be reunited with Des.

SIF

(raise eyebrow)

Was?

FANDRAL

It didn't go as he planned.

SIF

(raise eyebrow)

What do you mean?

FANDRAL

Well, he jumped, but...

SIF remembers what happened last time.

SIF

The Jotun in him saved him.

FANDRAL

(surprise)

Yes. How did you know that?

SIF

That's what happened last time.

FANDRAL

(raise eyebrow)

Last time?

SIF

Yeah. The fall into Yggdrasil, remember?

FANDRAL

Oh right.

SIF
So what happened?

FANDRAL
He said that Loki of Asgard was dead
and that Loki of Jotunheim was back.

SIF
Great.

Momentary pause. FANDRAL remembers that SIF had something to say.

FANDRAL
What were you going to say?

SIF
Odin is missing.

FANDRAL
(raise eyebrow)
Missing?

SIF
Yeah.

FANDRAL
How is that...

SIF
We think Loki has hidden him somewhere.

FANDRAL
Oh this day just keeps getting better. What's next?

JUMP TO:

A FEW HOURS LATER

88 INT: DINING HALL

FANDRAL, HOGUN, VOLSTAGG, and SIF are sitting around the table.

HOGUN
(raise eyebrow)
What do you think Loki will do?

(CONTINUED)

SIF

I think Loki of Jotunheim will make the Chitauri incident on Midgard look like a picnic. He has nothing to lose now.

(beat)

On Midgard, Loki of Asgard was still inside him. Somewhere. This time, Loki of Asgard is gone. There will be no stopping him. No one to reason with him.

VOLSTAGG

So what do we do?

They all think. The doors to the hall open and THOR storms in. They all look at him.

THOR

(mad)

Where is he?

FANDRAL

When did you get back?

THOR glares at them all.

SIF

Thor, we...

THOR

Where is he?

VOLSTAGG

Where is who?

THOR

My no good, double crossing, lying, little brother!

FANDRAL

Ah. So you know.

THOR

Then it's true. He's alive. Why did no one tell me?

(CONTINUED)

FANDRAL

We just found out ourselves.

THOR

What?

FANDRAL

When Desylva died, he...

THOR

(shock)

Des is dead?

SIF

Yes.

THOR

When? How?

FANDRAL

11 days ago. Not sure how.

THOR sits.

FANDRAL (cont'd)

Loki took her death hard. He even tried to kill himself on Muspelheim.

THOR

Tried?

FANDRAL

Didn't work. The Jotun in him saved him. And is now....

THOR

I need to see Desylva.

THOR rises. Everyone looks at him.

FANDRAL

Weren't you listening? She's dead. How are...

THOR

I'm going to Hel.

The gang shares a look. Then FANDRAL looks at THOR.

FANDRAL

Not alone.

FANDRAL rises.

FANDRAL (cont'd)

I'll go with you.

THOR

No. I need to...

FANDRAL

What makes you think she'll talk to you? You and Des have never really...

THOR knows he is right.

THOR

Okay.

THOR looks at SIF, VOLSTAGG, and HOGUN.

THOR (cont'd)

You guys stay here.

SIF

But...

THOR

(pled)

Sif, please.

SIF reluctantly agrees. THOR and FANDRAL leave. VOLSTAGG looks at SIF and HOGUN.

VOLSTAGG

(raise eyebrow)

And what are we supposed to do while they...

HOGUN

Find Odin.

JUMP TO:

(CONTINUED)

89 INT: OBSERVATORY

CAMERA IS INSIDE THE OBSERVATORY. IT IS EMPTY. THERE IS AN EERIE SILENCE IN THE AIR. CAMERA PANS TO THE ENTRANCE AND LOOKS OUT ON TO THE BRIDGE. THOR AND FANDRAL CAN BE SEEN APPROACHING THE ENTRANCE WAY. THOR STARTS TALKING AS THEY ENTER THE ROOM.

THOR
Heimdall, we need...

THOR and FANDRAL enter and notice Heimdall is not there.

THOR (cont'd)
Heimdall?

FANDRAL
Where is he? He never leaves his post.

THOR
Heimdall?!

THOR and FANDRAL share a look.

THOR
We need to find him. We have to get to Hel. He is the only...

FANDRAL thinks of something.

FANDRAL
Maybe not.

THOR
What?

FANDRAL says "someone" in a way that makes you know he is not referring to a person.

FANDRAL
I might know "someone" that can help.

THOR
Who?

FANDRAL
(laugh))
You wouldn't believe me if I told you.

(CONTINUED)

FANDRAL turns and starts to head out. THOR looks at the retreating FANDRAL with concern and confusion.

CUT TO:

90 INT: LOKI'S HIDEOUT

LOKI has just inserted the SOUL stone into the Infinity Gauntlet. The Gauntlet already contains the MIND stone. The Tesseract is on the table beside the Gauntlet. LOKI picks up the Tesseract.

LOKI

Time to pay Tivan a visit.

LOKI activates the Tesseract. A beam transports LOKI to...

JUMP TO:

KNOWWHERE

91 EXT: STREETS

LOKI arrives. The Tesseract beam shuts down. LOKI heads to the Collector's Museum.

CUT TO:

ASGARD

92 EXT: STABLES

FANDRAL and THOR reach the stables. They stop. FANDRAL looks to THOR.

FANDRAL

Wait here. Be right back.

THOR

(confused)

The stables? Who...

FANDRAL

(smile)

Trust me. Stay here.

(CONTINUED)

FANDRAL mounts SLEIPNIR and looks at THOR.

FANDRAL
Come on. Get on.

THOR
Are you mad? You can't ride Sleipnir.
He's...

FANDRAL
Trust me. We will be fine.

THOR looks at FANDRAL for a moment, then relents and mounts Sleipnir. FANDRAL smiles.

FANDRAL (cont'd)
Take us to the passage, Sleipnir.

SLEIPNIR neighs in response and gallops off.

JUMP TO:

96 INT: LOKI'S HIDEOUT

LOKI is starting at the Tesseract. Thinking.

LOKI
Only one left. Where are you hiding?

JUMP TO:

A FEW HOURS LATER

HEL

97 INT: PALACE

THOR and FANDRAL are standing in front of HELA.

HELA
You are right. He needs to be stopped.
Loki of Jotunheim is a danger to all.

THOR
(nod)
Thank you.

(CONTINUED)

HELA

Don't thank me yet. You still have to convince Desylva.

DESYLVA appears beside HELA.

DESYLVA

It is not often that Thor and I agree on anything. But on this we do.

(to Thor)

I will help you.

HELA

Are you sure?

DESYLVA

Yes. He may not listen to me. But I need to try.

HELA

Okay.

(beat)

You will not have long so make use of the time you have. Good luck.

HELA leaves. DESYLVA sits on the ground. FANDRAL and THOR sit with her. DESYLVA closes her eyes and calls out to LOKI.

DESYLVA (VO)

(thought)

Loki. Are you there?

(beat x3)

Loki.

DESYLVA takes a deep breath and is about to call again when she gets an answer.

LOKI (VO)

(thought)

D? Is that really you?

DESYLVA (VO)

(thought)

Yes, my love. It is me.

CONTINUE TO:

(CONTINUED)

ASGARD

98 INT: LOKI'S HIDEOUT

DESYLVA projects herself to where LOKI is.

LOKI

How is this...

DESYLVA

There's not much time. He will be back soon. He is strong.

LOKI

Yes. I know. I tried...

DESYLVA notices the Infinity Gauntlet on the table. It has 4 of the six stones in it and the Tesseract on the table beside it.

DESYLVA

You found the Soul stone.

LOKI

Yes. He did. The only one left is the Time Stone. Once he has it...

DESYLVA

(smile)

I know where you can find it.

LOKI

What?

DESYLVA

I met someone who just couldn't stop bragging.

LOKI

Are you sure?

DESYLVA

Only one way to find out. I can put the Jotun to sleep for 72 hours. You think that will give you enough time to find the stone and do what must be done?

(CONTINUED)

LOKI

Only one way to find out.

DESYLVA kisses him, long and hard.

DESYLVA

I love you. If you are successful in this, all will be okay.

LOKI

Yes. All will be okay.

DESYLVA fades away.

CONTINUE TO:

HEL

99 INT: PALACE

DESYLVA opens her eyes.

THOR

Well, did you find him?

DESYLVA

Yes.

THOR

Where is he?

DESYLVA

If his plan works, that won't matter.

THOR

What?

DESYLVA

He has the Infinity Gauntlet. And he plans to use it.

THOR

Impossible.

DESYLVA

I just saw the Gauntlet.

(CONTINUED)

FANDRAL

If Loki has it, then we are doomed.

DESYLVA

Not necessarily.

FANDRAL and THOR look at her.

DESYLVA (cont'd)

I managed to put the Jotun in him to sleep. For the next 72 hours Loki of Asgard is in charge.

THOR

What happens after...

DESYLVA

If Loki of Asgard doesn't manage to fix things, then Loki of Jotunheim will return.

THOR

Where is he?

DESYLVA

I can't tell you.

THOR

Des, he needs to...

DESYLVA

He NEEDS to do this. You must let him do this.

FANDRAL

But we can help him.

DESYLVA

No.

(beat)

If he fails, if, in 72 hours, things are still as they are, then, and only then, will I reveal his location.

FANDRAL

What exactly is he going to do?

DESYLVA
Put things right.

FANDRAL
What does that mean?

THOR
(understandingly)
He's going to use the gauntlet to harness the full power of the Time Stone. He's going to change time.

DESYLVA
Yes.

FANDRAL
How?

DESYLVA
By stopping the event that started us all down this path from happening.

FANDRAL
And what "event" would that be?

DESYLVA gives them a look. THOR gives her a look. THOR figures it out.

THOR
The Jotun attack on Asgard during...

DESYLVA
Yes.

FANDRAL
(raise eyebrow)
What?

THOR
If that never happened, everything would be different.

DESYLVA
Exactly.

HELA returns.

HELA

Time's up.

DESYLVA

He can do it. I believe in him.

THOR

I hope you're right.

DESYLVA

I am.

HELA is confused. She has no idea what they are talking about. DESYLVA rises. FANDRAL and THOR rise.

FANDRAL

But if he fails...

DESYLVA

He won't.

FANDRAL

If he does...

DESYLVA

Then I'll see you again. In 72 hours.
But he won't fail.

HELA places a hand on DESYLVA's shoulder, and they vanish. FANDRAL looks at THOR who is lost in thought.

FANDRAL

You okay?

THOR

Just thinking.

FANDRAL

About?

THOR

If she is right, if Loki succeeds, the
last 5 years will never have happened.
At least not as they did.

FANDRAL realizes what THOR means.

FANDRAL

Ah. Jane.

THOR

Yeah.

FANDRAL

Hey, if it's meant to be, you'll still find a way to meet her.

THOR

Maybe.

FANDRAL places a hand on THOR's shoulder.

FANDRAL

Come on. Let's go. If we only have 72 hours left in this life, we should make the most of it.

THOR laughs. FANDRAL laughs. They continue out.

JUMP TO:

MIDGARD

100 KAMAR-TAJ - LIBRARY

LOKI arrives via the Tesseract beam. He sees the EYE OF AGAMOTTO sitting to the pedestal in the center of the room. He walks up to it and admires it.

LOKI

Nice.

He picks it up and activates the Tesseract. LOKI leaves via a Tesseract beam. Two people enter the room and notice the EYE is gone. They give each other a look.

MAN 1

So which one of us is going to tell The Ancient One that the Eye is gone?

They share a look.

FADE OUT

(CONTINUED)

Final Chapter

Alternate Universe

(Earth Time: 965 AD to 2011)

965 AD

1 EXT: SPACE

CAMERA PANS THROUGH SPACE AND FOCUSES ON A FROZEN WORLD. CAMERA ZOOMS IN ON WORLD.

CONTINUE TO:

2 EXT: JOTUNHEIM

CAMERA PANS OVER WORLD AND ZOOMS INTO THE PALACE.

CONTINUE TO:

3 INT: PALACE HALLWAY

CAMERA PANS THROUGH THE PALACE TO A ROOM AT THE END OF A HALL.

CONTINUE TO:

4 INT: ROOM

In the room are three people. A woman, a doctor, and a guard. The woman has just given birth to a baby boy. The doctor is holding him. The doctor turns to the guard.

DOCTOR

Inform Laufey, he has a son.

GUARD

Yes, Ma'am.

Guard nods and exits.

The doctor looks at the infant with concern in her eyes. She knows that child is small and that LAUFHEY will probably order his execution.

PAN TO:

5 EXT: SPACE

CAMERA PANS AWAY FROM JOTUNHEIM AND TRAVELS TO ANOTHER REALM.

CONTINUE TO:

(CONTINUED)

6 EXT: NORRHEIM

CAMERA ZOOMS IN ON NORRHEIM. IT THEN PANS AROUND THE WORLD AND ZOOMS IN ON THE PALACE.

CONTINUE TO:

7 INT: PALACE HALLWAY

CAMERA PANS THROUGH THE PALACE. IT FOCUSES ON A ROOM AT THE END OF A HALL.

CONTINUE TO:

8 INT: ROOM

A woman, SIRI, has just given birth to a baby girl, DESYLVA. HALVIR is sitting with SIRI, holding DESYLVA.

HALVIR

She's beautiful. Small, but beautiful.

SIRI is obviously in pain. She winces throughout the scene. She tries to hide the pain from HALVIR, but it isn't working.

SIRI

You must take her to Asgard. Raise her there. My people must not know that she exists. If they learn of her existence, they will kill her.

HALVIR

Why? Because she isn't of pure blood?

SIRI

No. The ceremony. It... It accelerated her growth and has given her something that they will kill her for.

HALVIR

What are you...

SIRI

You must go. Now.

HALVIR

I'm not leaving you.

(CONTINUED)

SIRI
You must, my love.

HALVIR
Siri, I...

SIRI gives HALVIR a look. A look that says she is dying.

SIRI
I will not survive this. I...

HALVIR
No.

SIRI
Please you must leave now. I can shroud
you in a cloak so that no one will see
Desylva.

HALVIR
There must be...

SIRI removes her necklace and hands it to HALVIR.

SIRI
Take this. When Desylva is ready to
claim her birthright, she will need
it.

HALVIR takes the necklace. He looks at SIRI. They both have
tears in their eyes.

HALVIR
I love you.

SIRI
And I you.

HALVIR kisses SIRI.

SIRI (cont'd)
Desylva will need you. As a result of
the ceremony, she has all the
knowledge and skill of a high
sorceress.

HALVIR gives her a look.

SIRI (cont'd)

If possible, find someone to help her control her magic. She should be able to do it on her own, as she will also have all the control of a high sorceress. But, if she should need help, Frigga should be able to help her.

HALVIR

Frigga?

SIRI

Yes. She may sense the magic in Desylva. If she comes to you be straight with her. She will protect Desylva.

HALVIR

Siri, I...

SIRI

You must go. Before they discover her.

HALVIR and SIRI share a look. He kisses her.

CUT TO:

9 INT: HALLWAY OUTSIDE SIRI'S ROOM

BRYNJAR is walking down the hall. He reaches the door, knocks, and then enters.

CONTINUE TO:

10 INT: SIRI'S ROOM

SIRI is dead. HALVIR is crying. BRYNJAR at first doesn't notice.

BRYNJAR

Halvir. We must go. Odin has recalled everyone to...

BRYNJAR notices. He stops talking.

(CONTINUED)

HALVIR

Give me one moment.

BRYNJAR

Wish I could but Odin is marching on Jotunheim as we speak. Everyone is being recalled.

(beat)

I'm sorry, but we...

HALVIR kisses SIRI. He slowly rises and still carrying DESYLVA heads for the door.

BRYNJAR (cont'd)

(raise eyebrow)

Ah, I don't think they're going to let you take...

HALVIR

Desylva is my daughter.

BRYNJAR

Desylva? Really?

HALVIR

It was Siri's choice.

BRYNJAR

You know it means "The she wolf", right?

HALVIR

Yes. And she is coming with me. I'm bringing her...

BRYNJAR

Halvir, there is no way you are going to get past the palace guards with a...

HALVIR

We will. Trust me. Siri has "taken" care of it.

BRYNJAR

(raise eyebrow)

What do you mean?

HALVIR

It's magic, Sir.

BRYNJAR

Of course it is.

They continue out.

JUMP TO:

11 EXT: SPACE

CAMERA PANS AWAY FROM NORNEIM. IT ZOOMS THROUGH SPACE AND FOCUSES ON ASGARD.

CONTINUE TO:

12 EXT: ASGARD

CAMERA ZOOMS IN ON THE OBSERVATORY AT THE END OF THE RAINBOW BRIDGE. THE BIFROST IS ACTIVE.

CONTINUE TO:

13 INT: OBSERVATORY

A troop of soldiers emerge from the Bifrost. At the front of the troop is ODIN who is carrying an infant. HEIMDALL notices the child but says nothing as ODIN and the troop march past.

HEIMDALL shuts down the Bifrost, repositions it, and opens it again. BRYNJAR and HALVIR, still holding DESYLVA, exit. HEIMDALL notices the infant but says nothing.

BRYNJAR

Heimdall, what is the word?

HEIMDALL

It is over. Odin has returned.

BRYNJAR gets a "that was fast" look on his face.

HEIMDALL (cont'd)

Jotunheim has fallen.

BRYNJAR turns to HALVIR.

(CONTINUED)

BRYNJAR

Get her to Eir. She should be checked out.

HALVIR exits with DESYLVA.

JUMP TO:

14 INT: EIR'S HEALING ROOM

ODIN enters with the baby boy. EIR goes to ODIN. EIR notices ODIN's eye.

EIR

What did you...

ODIN

Don't worry about me. Take care of him first.

ODIN hands the baby to EIR. EIR takes the infant and senses something.

EIR

My liege, is this infant a...

ODIN

Yes. I found him abandoned in their temple.

EIR

(raise eyebrow)

The temple? Why would you go into...

ODIN

(ponder)

Not sure. I just sensed something and entered.

Momentary pause.

ODIN (cont'd)

I found him. Left to die. I couldn't let that happen.

EIR

Do you think it wise to...

(CONTINUED)

ODIN

You will not mention anything about where he came from. No one is to know.

EIR

Understood my king.

EIR turns to hand the baby off to an attendant, and notices ODIN about to leave.

EIR (cont'd)

Where do you think you're going?

ODIN stops.

EIR (cont'd)

I still need to take care of that eye.

ODIN sits. FRIGGA enters and sees ODIN. She goes to him. EIR asks the attendant to run a series of tests on the infant and then returns to ODIN. EIR addresses ODIN, she is speaking about the infant.

EIR (cont'd)

He should be okay, but I would like to keep him here for observation for a few hours just to be sure.

FRIGGA looks confused. She thinks EIR is referring to ODIN. She is about to say something when EIR continues.

EIR (cont'd)

He seems to have imprinted on you. You will be able to conceal his true identity fairly easily. But if he is ever touched by...

ODIN knows what she is going to say and stops her.

ODIN

I know. I will find a way to make sure that never happens.

EIR

(raise eyebrow)

How?

ODIN gives her a look.

ODIN

We just fought a major battle with Jotunheim. I shall declare Jotunheim cut off.

FRIGGA raises an eyebrow.

EIR

Cut off? As in "forbidden" to go there?

ODIN

Yes. If that is what it takes to make sure his identity is kept secret.

Momentary silence.

ODIN (cont'd)

I will leave him in your care and return in a few hours for your report.

EIR

Now. That eye. Come.

EIR takes ODIN off to another room.

The attendant from earlier is seen placing the baby in a crib like bed. FRIGGA notices the infant and walks over. She senses something from the infant and addresses the attendant.

FRIGGA

Where did this child...

ATTENDANT

He was brought in a few moments ago by your husband, my queen.

FRIGGA raises her eyebrow in curiosity. She remembers the odd conversation between ODIN and EIR as she came in. Could they have been talking about this infant?

FRIGGA is about to say something when HALVIR rushes in with baby DESYLVA.

FRIGGA doesn't notice HALVIR. She is looking at the baby boy.

HALVIR

(anxious)

I need help. Please. My daughter.

The attendant rushes over to HALVIR.

ATTENDANT

What seems to be the...

HALVIR

(worried)

She is only a few hours old. Her mother is dead. I need you to tell me she will be okay. She...

ATTENDANT

She looks fine. Leave her with us for a few hours and we will make sure she is okay.

HALVIR

(grateful)

Thank you.

The Attendant takes DESYLVA from HALVIR and heads to the back. HALVIR notices FRIGGA but thinks nothing of it. HALVIR leaves. EIR and ODIN emerge from the back. FRIGGA goes to ODIN who is now wearing his eye patch. The Attendant places baby DESYLVA in the same crib-like bed that the baby boy is in. The ATTENDANT looks at EIR.

ATTENDANT

Eir, we have another patient.

EIR follows the Attendant over to the crib like bed. FOCUS stays on FRIGGA and ODIN.

FRIGGA

(curious)

Where did you get that...

ODIN

Jotunheim.

FRIGGA

What?

ODIN

He was left to die. I couldn't let that happen. I brought him here to...

FRIGGA

Are you sure?

ODIN

Yes.

(beat)

With your permission, I'd like to take him into our family.

FRIGGA

Of course. Thor will be happy to have a little brother.

ODIN and FRIGGA exit.

CONTINUE TO:

15 TIME FLIES

Over the next few hours, EIR and her staff run a series of tests on the infants. EIR and her staff don't seem to notice what is happening between the two infants. When the infants are alone in the crib like bed, they share a look. After a few hours they manage to fall asleep. Right beside each other. At one point DESYLVA's hand winds up on the baby boy's chest. When her hand touches him, there is a spark, and a greenish yellow glow emanates from her hand for a few moments then vanishes.

CONTINUE TO:

16 TIME RESUMES

FRIGGA arrives to take the baby boy away. She notices the baby girl.

FRIGGA

Who is...

ATTENDANT

Halvir's daughter. Desylva.

(CONTINUED)

FRIGGA picks up the baby boy. The baby boy and DESYLVA share a look.

FRIGGA
Is he okay to take away?

EIR comes over.

EIR
He is fine, my queen.
(beat)
May I ask what his name will be?

FRIGGA looks at the baby boy.

FRIGGA
Loki.

FRIGGA leaves with baby LOKI. As FRIGGA and baby LOKI leave, HALVIR enters. HALVIR goes over to EIR.

HALVIR
How is she?

EIR
She is fine. A little small but fine.

HALVIR
Can I take her...

EIR
Yes.

HALVIR smiles and goes to the crib like bed. He picks up DESYLVA and they exit.

JUMP TO:

A COUPLE OF MONTHS LATER

17 INT: HALVIR'S ROOM

HALVIR and FANDRAL are standing over a crib. Baby DESYLVA is in the crib.

FANDRAL
You really going to raise her alone?

(CONTINUED)

HALVIR
Don't have a choice.

FANDRAL
I didn't even know you were seeing anyone.

HALVIR
I don't tell you everything, you know.

FANDRAL
Come on, Halvir, we've been friends for years. You can tell me anything.

HALVIR
Not this.

FANDRAL
You're really not going to tell me who her mother is?

HALVIR gets really quiet.

FANDRAL (cont'd)
Wow. Silence. She must have been...

HALVIR
Drop it Fandral.

FANDRAL
Not even a hint?

HALVIR gives him a look.

FANDRAL (cont'd)
Do I know her?

HALVIR
Fandral.

FANDRAL
Okay.

FANDRAL looks at baby DESYLVA.

FANDRAL (cont'd)
Why Desylva?

HALVIR

What?

FANDRAL

You know the name means "the she-wolf", right?

HALVIR

Yes. I know.

FANDRAL

So why name her that?

HALVIR

Her mother had a...

HALVIR is about to say vision but changes his mind.

HALVIR (cont'd)

...dream.

FANDRAL

A dream?

HALVIR

Yes.

(beat)

In the dream was a black wolf that seemed to be protecting a little girl. The wolf stayed with the girl for her entire life.

FANDRAL

So she is named after the wolf.

HALVIR

Yes.

FANDRAL

You think there is anything to it?

HALVIR

What?

FANDRAL

A wolf? Really? Not many wolves on Asgard, Halvir.

HALVIR

I know. But... Her mother believed there was a message in the dream.

FANDRAL

Better to not tempt fate, right?

HALVIR

Exactly. No harm in a name. If the dream was a message, fine. If it was just a dream, fine.

HALVIR wonders if he will ever figure out the significance of The Wolf. FANDRAL looks to HALVIR.

FANDRAL

Did you hear me? Halvir?

HALVIR looks at FANDRAL.

HALVIR

What?

FANDRAL

Where were you?

HALVIR

Just thinking.

JUMP TO:

969 AD

18 INT: HALVIR'S ROOM

DESYLVA is sitting on the couch. Knock on door. HALVIR goes to the door. He opens it. It's FANDRAL. HALVIR motions him in. DESYLVA looks up and smiles.

DESYLVA

Fan!

DESYLVA runs to him and hugs him.

FANDRAL

Hey Des.

(CONTINUED)

DESYLVA
(look at him)
I have something for you.

FANDRAL
Really?

DESYLVA
Be right back.

DESYLVA runs off to her room. FANDRAL and HALVIR watch her run off.

HALVIR
Thanks for watching her tonight. I owe you one.

FANDRAL
No problem.

HALVIR
She really seems to like you.

FANDRAL
She's a cute kid. She's going to be a real heart breaker when she grows up.

HALVIR gives him a look.

HALVIR
I shouldn't be long.

FANDRAL
Take as long as you need.

HALVIR
You sure? Last chance to back out?

FANDRAL
I'll be fine.

DESYLVA returns. She has a piece of paper in her hands. HALVIR looks at DESYLVA.

HALVIR
I'll be back soon. Be good for Fandral, okay?

DESYLVA

Of course, father.

HALVIR gives DESYLVA a hug and a kiss and then leaves. DESYLVA takes FANDRAL's hand and leads him over to the couch. They sit. She gives him the piece of paper.

FANDRAL

What's this?

He takes the picture. It is a drawing. The drawing is of a wolf. It is a very detailed drawing.

FANDRAL (cont'd)

A wolf.

DESYLVA

(nod)

It's Kilo.

FANDRAL

Kilo?

DESYLVA

Yes.

FANDRAL senses something.

FANDRAL

You know this wolf?

DESYLVA

Not really. I've seen him with Thor a few times.

FANDRAL

(raise eyebrow)

Prince Thor? You've seen this wolf with...

DESYLVA

Yes.

FANDRAL remembers Halvir telling him about DESYLVA's mother's dream of a wolf.

FANDRAL
How long has this wolf...

DESYLVA
His name is Kilo.

FANDRAL
Kilo. How long has Kilo been hanging
around with Prince Thor?

DESYLVA
A couple of weeks.

FANDRAL
Have you told anyone?

DESYLVA
Why would I tell anyone?

FANDRAL
If there is a wolf in the city, we...

DESYLVA
Fan, there's nothing to worry about.
Thor can handle Kilo.

FANDRAL
Thor is just a child. He...

DESYLVA
Kilo won't hurt him.

FANDRAL
How do you know that.

DESYLVA
I just do. Trust me. Kilo is no threat.

FANDRAL gives her a look.

JUMP TO:

A FEW HOURS LATER

19 EXT: GARDEN

FRIGGA is standing by the fountain. Staring into it. Thinking.

(CONTINUED)

HALVIR approaches. He bows to her as he speaks his line.

HALVIR
You wished to see me, my Queen?

FRIGGA turns to him and motions him to rise. He does so.

FRIGGA
Yes. It concerns your daughter.

HALVIR
(concern)
Desylva?

FRIGGA
Do you have another?

HALVIR
No my Queen.

Silence.

HALVIR (cont'd)
What has she done?

FRIGGA
(smile)
Nothing.

HALVIR is confused. FRIGGA sits on the bench and motions him to sit beside her. HALVIR does so.

FRIGGA (cont'd)
I have noticed she seems to... "do things" without realizing she is doing them.

HALVIR
My Queen?

FRIGGA
Where is her mother?

HALVIR
(look at ground)
Dead, my Queen.

FRIGGA

I'm sorry.

(beat x3)

Correct me if I am wrong, but her mother was not of Asgard, was she?

HALVIR

No. my Queen.

FRIGGA

She was a Norn.

HALVIR

(curious)

Yes.

FRIGGA

And from what I've seen in Desylva, not just any Norn. A sorceress.

HALVIR

(surprise)

Yes. But Desylva does not know that...

FRIGGA can tell he is concerned.

FRIGGA

Don't worry. The secret is safe with me. But you should tell her.

HALVIR

Maybe one day.

FRIGGA looks at HALVIR.

FRIGGA

There is one more thing.

HALVIR raises his eyebrows in concern.

FRIGGA (cont'd)

She seems very interested in my son.
I...

HALVIR

What?

FRIGGA

I have spotted her watching him.
Numerous times.

HALVIR

You have?

FRIGGA

Yes.

FRIGGA senses there is more HALVIR is not saying.

FRIGGA (cont'd)

You have another secret about her
mother.

HALVIR

Yes.

FRIGGA

Tell me.

HALVIR wonders if he should. He hears SIRI's voice in his
head.

SIRI (VO)

*She may sense the magic in Desylva. If
she comes to you be straight with her.
She will protect Desylva.*

FRIGGA is waiting for HALVIR to speak.

HALVIR

Her mother was Siri.

FRIGGA

(raise eyebrow)
Sister to Karnilla.

HALVIR

Yes.

FRIGGA thinks. HALVIR wonders what she is thinking.

HALVIR (cont'd)

My Queen, I can assure you Desylva's
interest in Loki is...

FRIGGA

Fate.

HALVIR

What?

FRIGGA

Fate. She is the daughter of Siri of Nornheim. And, as such, is the rightful Queen of Nornheim.

(beat x2)

I remember the day you brought her to Asgard.

HALVIR

You do?

FRIGGA

I was there. In Eir's lab. So was Loki.

(beat x2)

I see a day where Loki will need someone. And that someone will be Desylva. Their fates are linked.

HALVIR

What should I do, my Queen?

FRIGGA

Nothing. They are both too young for...

HALVIR

Of course.

FRIGGA

They need to find their way to each other on their own. We can not interfere. I can tell she is already there.

HALVIR

I've noticed.

FRIGGA

If she is to claim her birthright one day, she will need him at her side. Just like he will need her when...

FRIGGA stops talking. HALVIR looks at her.

HALVIR

When what?

FRIGGA

(smile)

I must be going.

FRIGGA raises and leaves. HALVIR watches her walk off wondering what she was going to say.

JUMP TO:

A FEW DAYS LATER

20 EXT: COURTYARD

FANDRAL is walking through the courtyard. He spots YOUNG THOR under a tree. At his side is the black wolf that Desylva told him about. FANDRAL hides behind some bushes and watches them. After a few moments he senses a "presence" behind him. A voice sounds from behind him.

VOLSTAGG

Spying on the Prince, are we?

VOLSTAGG and HOGUN grab FANDRAL by the shoulders and turn him to face them.

FANDRAL

No. The Wolf.

VOLSTAGG laughs.

FANDRAL (cont'd)

What's so funny?

HOGUN

That "wolf" is no threat to the Prince.

FANDRAL

How can you be sure?

VOLSTAGG and HOGUN share a look, then look at FANDRAL.

(CONTINUED)

VOLSTAGG

Who are you?

FANDRAL

Name's Fandral. And you are?

VOLSTAGG

Volstagg the Stout. And this is Hogun the Grim. You may have heard of us.

FANDRAL has indeed heard of them.

FANDRAL

Yes. I have. So, why do you think this wolf is no threat?

HOGUN

Watch.

VOLSTAGG, FANDRAL, and HOGUN watch YOUNG THOR and the wolf. After a few more minutes, YOUNG THOR says something to the wolf, and it leaves.

HOGUN (cont'd)

Every time the wolf leaves without harming Thor. Now. Watch the wolf.

VOLSTAGG, FANDRAL, and HOGUN watch as the wolf heads into some nearby trees.

VOLSTAGG

Wait for it. 3... 2... 1.

YOUNG LOKI walks out from where the wolf entered.

FANDRAL

Prince Loki.

HOGUN

Yes.

FANDRAL

I don't understand.

VOLSTAGG

The wolf goes in. Loki walks out.

FANDRAL

Are you saying that the wolf is Loki?

HOGUN

Yes.

FANDRAL laughs.

VOLSTAGG

Loki is very good with illusions.
He...

FANDRAL

He's just a kid. There is no way he
has mastered morphing.

HOGUN

He is a quick study.

FANDRAL

You're serious. You honestly believe
that a 4-year-old boy...

VOLSTAGG

Once is a coincidence. But every time?

FANDRAL

(raise eyebrow)

Why? Why would Loki turn into a wolf?

VOLSTAGG

Don't know. Don't care.

HOGUN and VOLSTAGG walk off. FANDRAL looks back at YOUNG THOR
and YOUNG LOKI.

FANDRAL (VO)

(thought)

Could they be right? Is Loki the wolf?

(beat)

*If so, what does that have to do with
Desylva? Could her mother's dream mean
that Desylva and Loki were destined to
be together?*

JUMP TO:

(CONTINUED)

A FEW DAYS LATER

21 EXT: GARDEN

FRIGGA is sitting by the fountain. FANDRAL approaches. He kneels in front of her and bows his head.

FANDRAL

You wished to see me, my Queen?

FRIGGA

Yes.

FANDRAL looks up at her. FRIGGA signals him to rise. He does so.

FRIGGA (cont'd)

I have a favor to ask of you.

FANDRAL is curious. FRIGGA motions him to sit on the bench beside her. He does so.

FRIGGA (cont'd)

It involves Desylva.

FANDRAL

(raise eyebrow)

Halvir's daughter?

FRIGGA

Yes.

FANDRAL

What...

FRIGGA

I need you to... stay away from her.

FANDRAL is confused.

FRIGGA (cont'd)

Her path is about to start. And you can not hinder what is to be.

FANDRAL

I would never...

FRIGGA

Not intentionally. but you must stay away from her.

FANDRAL

Halvir is my friend. Des is his daughter.

FRIGGA

I am aware of that. The future I see, needs things to happen in the correct order or else chaos will ensue.

FANDRAL

I don't understand...

FRIGGA

I do not ask this lightly. You must stay away. Out of her life.

FANDRAL still does not understand. But he can not disobey his Queen.

FANDRAL

Yes, my Queen.

(beat)

May I ask for one last visit? I don't want her to think that...

FRIGGA

Of course. Thank you.

FANDRAL rises and leaves. As he is leaving, VOLSTAGG and HOGUN can be seen arriving from the other direction. They see FANDRAL leaving but FANDRAL doesn't see them. VOLSTAGG and HOGUN exchange a look as they approach FRIGGA. They kneel in front of her and bow.

VOLSTAGG

You wished to see us, my Queen?

FRIGGA

Yes.

They look up. She motions them to raise. They do so. She looks at them.

FRIGGA (cont'd)

It is time.

VOLSTAGG and HOGUN raise their eyebrows in confusion. Time? Time for what?

FRIGGA (cont'd)

Time for ***The Daring Duo*** to become ***The Warriors Three***.

VOLSTAGG and HOGUN look at each other and then at FRIGGA.

VOLSTAGG

The Warriors Three?

FRIGGA

There is one that I think will make a great addition to your...

VOLSTAGG

No offense, my Queen, but we are not a trio!

FRIGGA

Times change, Volstagg. And you need him.

HOGUN

Who is it you have in mind?

FRIGGA

His name is Fandral.

VOLSTAGG

(half-laugh)

The one that just left?

FRIGGA nods.

VOLSTAGG (cont'd)

You can't be serious? He's a...

FRIGGA

He's the perfect one to make you The Warriors Three.

VOLSTAGG and HOGUN look at each other.

FRIGGA (cont'd)
(raise eyebrow)
Have I ever been wrong before?

VOLSTAGG
No, my Queen. Never.

FRIGGA
Trust me. The Daring Duo will have
nothing on what The Warriors Three
will become.

VOLSTAGG
Yes, my Queen.

VOLSTAGG and HOGUN bow to FRIGGA and then leave.

JUMP TO:

22 INT: HALVIR'S ROOM

DESYLVA is on the floor sketching a picture of LOKI. There are numerous sketches on the floor already. Knock on door. She rises, walks to the door, and opens it. It's FANDRAL. She smiles.

DESYLVA
Come in.

FANDRAL enters. He notices all the sketches on the floor.

FANDRAL
(teasingly)
Sketching the young prince, are we?

DESYLVA blushes as she closes the door.

DESYLVA
Don't tell father.

FANDRAL
He won't hear it from me.

DESYLVA
Thanks. ... Dad's not here, but you
didn't come to see dad, did you?

(CONTINUED)

FANDRAL looks at her, wondering how she knew that.

DESYLVA (cont'd)

The time has come. You're leaving.

FANDRAL

What?

DESYLVA

I sensed it. I didn't think it would be so soon.

FANDRAL

Des, I...

DESYLVA

It's okay, Fan. I have seen this day. I also see a day when we will be friends again.

FANDRAL

You're not upset with me?

DESYLVA

No. You are doing what you must. This is the day our paths fork. But, as I said, they will connect again.

FANDRAL is surprised. He thought she'd be a little more upset.

DESYLVA (cont'd)

The Warriors Three are about to unite.

(beat)

A force that will be tough to beat.

FANDRAL has no idea what she is talking about.

FANDRAL

The Warriors Three?

DESYLVA hugs him.

DESYLVA

Until we see each other again.

FANDRAL hugs her for a few moments, then breaks the hug.

FANDRAL

Bye Des.

DESYLVA

Bye Fan.

FANDRAL looks at the sketches one more time as he heads for the door. He wonders if he should mention DESYLVA's fascination with Prince Loki. He reaches the door and lets himself out. DESYLVA watches him leave. Once he is gone, she returns to her artwork.

JUMP TO:

A FEW DAYS LATER - Night

23 INT: TAVERN

FANDRAL is sitting with a group of women. They are all laughing and drinking. VOLSTAGG and HOGUN enter. They spot FANDRAL and go over to him. HOGUN gives the women a look and they all leave. VOLSTAGG and HOGUN sit.

FANDRAL

What did you do that for?

VOLSTAGG

We have a proposition for you.

FANDRAL

Oh?

HOGUN

We asked around. You have quite the reputation.

FANDRAL is curious.

VOLSTAGG

We are going on a quest and could use a third man. You interested?

FANDRAL looks at them. Were they serious? These two were legendary.

FANDRAL

Seriously?

(CONTINUED)

HOGUN

Yes.

FANDRAL

You want ME to go with you?

VOLSTAGG

Yes.

FANDRAL thinks. He doesn't want to seem too eager.

VOLSTAGG (cont'd)

It's a simple question, Fandral. You in, or out?

FANDRAL

I'm in.

(beat)

So where are we going?

JUMP TO:

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*****
**                                                                 **
** Events of Chapter 1 happen here as they did there.           **
** Events of Chapters 2 - 5 are erased.                           **
**                                                                 **
*****

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2011

MAY 30TH

24 INT: LOKI AND DESYLVA'S SUITE

DESYLVA is sitting on the couch. She hears a voice in her head. It sounds far away and a little unclear.

LOKI (VO)

D.

DESYLVA closes her eyes and tries to concentrate on the voice. When she hears it next, she recognizes it as LOKI.

LOKI (VO) (cont'd)

D. Can you hear me? Am I...

DESYLVA

Yes. I am here.

FADE TO:

25 EXT: GARDEN

DESYLVA appears in the garden. LOKI is waiting. DESYLVA notices he looks different, older. His hair is longer, and wilder. She knows something is not quite right, but she also knows that the person standing in front of her is LOKI.

DESYLVA

What did you do to your hair? You...

LOKI

No time to explain.

DESYLVA

What?

LOKI goes to her and places his hands on her shoulders.

LOKI

I'm not sure how much time I have. I need you to stop everything from going wrong. Only you can do it. He will listen to you.

DESYLVA looks confused.

DESYLVA

What are you talk...

LOKI kisses her like he's never kissed her before. After a few moments he breaks the kiss. He looks at her.

LOKI

I've sent a holodisk to our suite. It should be there now. Watch it. Alone. Please. You have to...

DESYLVA

Loki, I...

LOKI

I love you, D.

(CONTINUED)

DESYLVA

And I you.

LOKI

(smile)

I've...

LOKI fades away. DESYLVA is confused. She yells at the empty garden.

DESYLVA

Loki?

(beat)

Loki!!!

The present LOKI appears behind her. DESYLVA spins at the sound of his voice.

LOKI

Yes, my love?

DESYLVA notices that he looks normal. She is really confused now. If the LOKI standing in front of her is HER Loki, then who just left? She turns and looks back at the spot where Loki was. LOKI notices the look of confusion as he goes to her. DESYLVA turns back to face LOKI.

LOKI (cont'd)

D? Are you okay?

DESYLVA

I don't know. I...

DESYLVA stops talking. She thinks she understands.

DESYLVA (cont'd)

You were just here. But it wasn't you
you. It was a different you.

LOKI

(confused)

A different me?

DESYLVA

I think I just met a future you.

LOKI raises an eyebrow.

LOKI

A FUTURE me?

DESYLVA

It is the only thing that makes sense. Your hair was longer, wilder, and you looked...

LOKI

You know that is impossible. How could...

DESYLVA

Is it? Just because we can't do it now, doesn't mean we won't be able to at some point in the future. You did look older.

LOKI

Time Travel. Seriously.

DESYLVA

Not time travel really. Astral projection THROUGH time.

LOKI

So, a version of me, at some point in the future, found a way to connect to you here. In his past.

DESYLVA gives him a look.

DESYLVA

We do have a very strong powerful connection. Who says we can't find a way to project through...

LOKI

Why?

DESYLVA thinks. She hears the other LOKI in her head.

FUTURE LOKI (VO)

I've sent a holodisk to our suite. It should be there now. Watch it. Alone.

The present LOKI looks at her.

LOKI

D?

DESYLVA gives him a look.

DESYLVA

That's what I'm about to find out.

LOKI

What?

DESYLVA

I need to do this on my own. Please don't follow me.

LOKI

D, I...

DESYLVA vanishes. LOKI wonders if he should follow even though she asked him not to.

JUMP TO:

26 INT: LOKI AND DESYLVA'S ROOM

DESYLVA opens her eyes. She sees the holodisk on the table in front of her. She activates it. A holoscreen appears in front of her. The disk plays.

FUTURE LOKI

D, if you are seeing this, it means it worked. I wasn't sure it would. I know you probably have a thousand questions. But what I need to say is important.

(beat)

I hope the timing is right and that I am not too late.

She sits back on the couch and listens to the future LOKI.

FUTURE LOKI (cont'd)

If I timed this right, then in a few days there will be a ceremony to appoint Thor as King of Asgard.

DESYLVA raises an eyebrow.

(CONTINUED)

DESYLVA

Days? That's tomorrow. I...

FUTURE LOKI

I'm here to tell you that there will
be some uninvited guests.

DESYLVA is concerned.

FUTURE LOKI (cont'd)

From Jotunheim.

DESYLVA gets a look of shock on her face.

FUTURE LOKI (cont'd)

You must stop them before they reach
the palace.

DESYLVA momentarily forgets she is listening to a recording.

DESYLVA

How?

FUTURE LOKI

Here's what you need to do.

DESYLVA sits back and listens.

JUMP TO:

NEXT DAY (MAY 31ST)

27 INT: GUARD ROOM

TYR and a group of his men are talking. DESYLVA walks in. TYR looks to the door as she enters. DESYLVA thinks to herself as she enters.

DESYLVA (VO)

(thought)

I hope I can convince Tyr.

She addresses TYR as she approaches him. She hears the future LOKI's voice in her head.

FUTURE LOKI (VO)

He will listen to you.

(CONTINUED)

DESYLVA (VO)

(thought)

Could he have been referring to Tyr?

She reaches TYR.

DESYLVA

Commander Tyr, I need to speak to you.

TYR looks at his men. They walk away but don't leave the room.
DESYLVA reaches TYR.

TYR

What can I do for you, Des?

DESYLVA

There's an urgent matter that demands your attention.

TYR gets a serious look on his face.

DESYLVA (cont'd)

Asgard is about to have some uninvited guests to the coronation.

TYR

What do you...

DESYLVA

A small group of Jotuns will...

TYR

Jotuns?

DESYLVA

Yes.

TYR

(raise eyebrow)

How do you know this?

DESYLVA gives him a look.

DESYLVA

I had a vision.

TYR

A vision? Of Jotuns. On Asgard?

DESYLVA

Yes.

TYR

They'd never get past...

DESYLVA

Tyr, listen to me. They are coming. We have to stop them.

TYR is skeptical. DESYLVA can tell he doesn't believe her.

DESYLVA (cont'd)

Have I ever led you wrong in the past?

TYR

No. But Heim...

DESYLVA

They will not enter via the Bifrost. But I do know where they will enter. I need you to give me a few men so we can...

TYR

I can't let you go.

(beat)

My men can...

DESYLVA

They will need me. I am the only one who can get them...

TYR

My lady, if something should happen to you, Loki would...

DESYLVA

Nothing will happen to me.

(beat)

Trust me.

TYR gives her a look. He's not sure. So much could go wrong.

(CONTINUED)

DESYLVA (cont'd)

We must go. Now. My vision said they are already on their way. We have to stop them. We can not let them interrupt the...

TYR

Okay. Wait here.

TYR walks over to his men and talks quietly with them. Four men step forward. TYR dismisses the rest. TYR and the four men walk over to DESYLVA.

TYR (cont'd)

These four will accompany you.

DESYLVA

Thank you.

DESYLVA turns to leave. The men move to accompany her.

TYR

Desylva.

DESYLVA looks at TYR.

TYR (cont'd)

Please don't get yourself killed.

DESYLVA

(smile)

I won't.

DESYLVA and the four men leave. TYR watches them leave.

JUMP TO:

28 EXT: LOCATION OF SECRET PASSAGE

DESYLVA and the four men are waiting on horseback.

GUARD 1

You really think the Jotuns will...

DESYLVA

Yes. I have never been wrong before, and...

(CONTINUED)

The passage opens. DESYLVA and the men move back. The JOTUNS arrive and are surprised to see the Asgardians.

JOTUN 1

(mutter)
What's this?

JOTUN 2

(quietly)
A trap?

The passage closes. STAND OFF. The guards "draw" their weapons. DESYLVA addresses the Jotuns.

DESYLVA

Return to Jotunheim.

JOTUN 1

Not til we get what we came for.

DESYLVA

Return now, and no one needs to know
you were ever here.

The Jotuns all look at her. The guards stare the Jotuns down. JOTUN 1 stares at DESYLVA.

JOTUN 1

We were led to believe this passage
would be unguarded.

DESYLVA

Surprise.

JOTUN 2

Someone lied to us. Laufey will...

JOTUN 1 glares at JOTUN 2. JOTUN 2 shuts up. DESYLVA looks at JOTUN 1.

DESYLVA

No one needs to die. Which is what will
happen if you don't...

JOTUN 1

The Casket is ours. We want it back.

DESYLVA

No.

JOTUN 1 starts to head for DESYLVA as he speaks.

JOTUN 1

We will take what we came for. Then we will...

DESYLVA raises her hand. JOTUN 1 stops talking and starts gasping for air. The other Jotuns all look at each other.

DESYLVA

I said, no!

JOTUN 3 / JOTUN 4

Witch.

DESYLVA

You will leave Asgard and never return. Do I make myself clear?

DESYLVA makes a gesture with her hand, sending JOTUN 1 flying towards the rest of group. The other Jotuns step out of the way so as to not be hit, then they all look to DESYLVA.

DESYLVA (cont'd)

Anyone else want to...

JOTUN 1 speaks as he raises from the ground.

JOTUN 1

You win. This time. But we will be back.

The JOTUNS turn around and the passage opens. They step through it, and it closes. DESYLVA stares at the passage.

DESYLVA

Not by this passage.

DESYLVA looks at the guards.

DESYLVA (cont'd)

We need to destroy this.

One of the guards looks at her.

GUARD 1

The Passage?

GUARD 2

Is that possible?

DESYLVA gives him a look.

GUARD 3

How do you expect us to...

DESYLVA gestures toward the passage with her hands, sending a massive energy burst towards it. There is a massive explosion. The Guards look from the explosion to DESYLVA, and back. Dust flies up all around them. When the dust settles, there is a massive crater where the passage was. DESYLVA looks at the guards.

DESYLVA

Like that.

The guards look at her as she turns her horse and prepares to head back.

DESYLVA (cont'd)

Now, we have a party to prepare for.

The guards look at each other. DESYLVA races off. The guards follow.

JUMP TO:

**
** This time the Coronation Ceremony has no interruptions **
**

A FEW HOURS LATER

29 INT: DINING HALL

Everyone is celebrating THOR's coronation. DESYLVA is standing with LOKI. She can tell he is thinking of something.

DESYLVA

What's wrong?

LOKI

Nothing.

DESYLVA

Don't lie to me, Loki. You know I...

DESYLVA gives him a look. She realizes he was the one who told the Jotuns how to get on to Asgard.

DESYLVA (cont'd)

They're not coming.

LOKI

Who's not coming?

DESYLVA gives him a look. LOKI gives her a look.

LOKI (VO)

(thought)

Could she have found out?

DESYLVA whispers in his ear.

DESYLVA

The Jotuns.

LOKI looks shocked.

LOKI (VO)

(thought)

How did she find out?

DESYLVA (cont'd)

I stopped them.

LOKI

(raise eyebrow)

What?

DESYLVA

He never told me *WHO* led them here. Just where they would arrive and that I had to stop them.

LOKI

He? Who told you...

DESYLVA

(smile)

Later. Let's enjoy the party. I have something to show you when we get back to our suite.

LOKI is curious.

LOKI (VO)

(thought)

No one knew. Not even the Jotuns. Who could have told her?

LOKI is about to say something when FANDRAL interrupts.

FANDRAL

Never thought this day would come. Thor, King. Asgard is...

LOKI

...going to need us all more than ever.

FANDRAL gives him a look. So does DESYLVA.

FANDRAL

(half-laugh)

What?

LOKI

Thor will not be able to do this alone. He's not ready. He's still too... full of himself. You saw him at the coronation!

FANDRAL

(raise eyebrow)

Are you questioning your...

LOKI

No. I'm just saying Thor will need *US* more than ever. To guide him through this. Help him.

FANDRAL

Maybe.

LOKI

Thor is a great warrior, but a King
needs to think about more than war.

As soon as he says the words, LOKI realizes how much he sounded
like his father.

DESYLVA

You sound like your father!

LOKI looks over to ODIN and FRIGGA. FANDRAL and DESYLVA follow
his gaze.

LOKI

I just hope they don't regret this.

FANDRAL looks confused. DESYLVA wonders what LOKI is really
thinking. FRIGGA looks over and gives LOKI a look. LOKI
acknowledges the look and turns to DESYLVA.

LOKI (cont'd)

Be right back.

DESYLVA

Of course.

LOKI kisses her cheek and heads over to FRIGGA. FANDRAL moves
closer to DESYLVA.

FANDRAL

What was that all about?

DESYLVA

Not sure. I think Loki is just worried
that this may be too much too soon for
Thor.

FANDRAL

I'm sure Thor can handle it.

DESYLVA

Can he?

(beat)

Loki's right. Thor's behavior at the
Coronation was childish.

FANDRAL gives her a look.

DESYLVA (cont'd)

Thor better start taking things seriously or we could all be in trouble.

DESYLVA looks over at LOKI. So does FANDRAL.

PAN TO:

30 INT: FOCUS ON LOKI

LOKI walks across the room to FRIGGA.

PAN TO:

31 INT: FOCUS ON FRIGGA

She whispers something to ODIN, kisses his cheek, and then heads to LOKI.

PAN TO:

32 INT: FOCUS ON LOKI AND FRIGGA

LOKI and FRIGGA meet.

LOKI

Mother.

FRIGGA

Loki.

LOKI

I still think father is making a mistake. Thor is...

FRIGGA

We had no choice. We had to do it now.

LOKI

But Thor is still too self centered to...

FRIGGA

You can help him. You have a gift Loki. You can be his right hand. His "voice of reason."

LOKI looks at her.

(CONTINUED)

FRIGGA (cont'd)

Your brother will need your guidance more than ever. Help him.

LOKI

I shall try mother. But you know how Thor gets.

FRIGGA

Thor may have the crown, the title, but you need to rule "together".

LOKI

Of course.

FRIGGA looks over at DESYLVA and FANDRAL.

FRIGGA

It is also time that you and Desylva should consider...

LOKI

Mother.

FRIGGA looks at LOKI.

FRIGGA

You do love her, do you not?

LOKI

More than anything. You know that.

FRIGGA

So what's holding you back?

LOKI looks over at DESYLVA.

FRIGGA (cont'd)

You two are meant to be together. It's time you made it official.

LOKI looks back at FRIGGA.

LOKI

Asgard just had a coronation. Now you want a wedding.

FRIGGA

I want my son to be happy.

LOKI

(smile)

I am.

(beat)

I think it is Thor you should be talking to. He is now king. He will need a queen, right?

LOKI and FRIGGA look over to THOR. They notice he is sitting with SIF.

PAN TO:

33 INT: FOCUS ON THOR AND SIF

THOR and SIF are in the middle of a conversation.

SIF

You will always have my sword.

THOR

Just your sword?

SIF raises an eyebrow and gives THOR a look.

SIF

What?

THOR

(smile)

I've noticed the way you...

SIF

(embarrassed)

I...

THOR

In the past, protecting Asgard and the rest of the Realms was my number one concern. Now... now I can finally...

SIF

What are you saying?

(CONTINUED)

THOR kisses her.

PAN TO:

34 INT: FOCUS ON VOLSTAGG AND HOGUN

They notice THOR and SIF kissing.

VOLSTAGG

Finally. Took him long enough.

PAN TO:

35 INT: FOCUS ON DESYLVA AND FANDRAL

They notice THOR and SIF kissing. FANDRAL smiles.

DESYLVA

Thor finally decided to take the chance.

FANDRAL

Looks like it.

PAN TO:

36 INT: FOCUS ON FRIGGA AND LOKI

FRIGGA

Looks like Thor has made his choice.

PAN TO:

37 INT: FOCUS ON ODIN

He notices THOR and SIF kissing and smiles. He looks over to FRIGGA.

PAN TO:

38 INT: FOCUS ON FRIGGA AND LOKI

FRIGGA notices ODIN looking at her.

FRIGGA

I should get back to your father. Think about what I said.

FRIGGA and LOKI share a look. FRIGGA returns to ODIN. LOKI heads over to DESYLVA who is still with FANDRAL.

PAN TO:

39 INT: FOCUS ON DESYLVA

FANDRAL notices LOKI heading back over. FANDRAL looks to DESYLVA.

FANDRAL
See you later, Des.

FANDRAL leaves. LOKI reaches DESYLVA.

LOKI
You said you had something to show me?

DESYLVA
Yes.

LOKI
Shall we?

DESYLVA
(surprise)
You want to leave already?

LOKI
It's been a long day. I just want to go back to our room and...

DESYLVA
(smile)
If that is what you wish.

LOKI offers her his arm. She takes it. They leave.

JUMP TO:

40 INT: LOKI AND DESYLVA'S SUITE

LOKI and DESYLVA enter. They head to the couch.

LOKI
So, how did you find out? Who told you?

(CONTINUED)

DESYLVA

He said the rest of the message was about us. Things WE needed to know.

LOKI

Like what?

DESYLVA

Not sure. But if's anything like the warning about the Jotuns, then...

LOKI thinks.

LOKI

Did he say "when" he was?

DESYLVA

Not in the part I saw.

DESYLVA looks at LOKI.

DESYLVA (cont'd)

Should I play the message?

LOKI

If he, I, found some way to send that...

LOKI points at disk and continues his line without stopping.

LOKI (cont'd)

...back in time, it must be important.
It must be...

DESYLVA

I know. So, do I play it?

LOKI thinks. DESYLVA places the disk on the table and takes LOKI's hands in hers.

DESYLVA (cont'd)

What ever it is he has to say, we will face it together.

LOKI nods. DESYLVA activates the disk. The image of FUTURE LOKI is projected on the screen. LOKI remembers what DESYLVA said about the way the future him looked.

LOKI

You were right. Not a great look.

DESYLVA

I don't know. It's kinda grown on me.

LOKI gives her a "seriously" look. The future Loki starts talking.

FUTURE LOKI

If you are watching this, you have the me from now with you. I have a message for me, and then I have a message for you. Both are secrets about WHO you really are. I shall start with myself.

(beat)

You need to know something. You need to know the truth about who you are. Odin has been keeping the secret for a very long time. He should have told you. I shouldn't have had to find out the way I did. It...

(beat x3)

There is no easy way to say this. So I'll just say it.

(beat)

Odin is not your father.

LOKI and DESYLVA are stunned.

FUTURE LOKI (cont'd)

Your real father... is Laufey.

LOKI

(raise eyebrow)

Laufey?

DESYLVA waves her hand pausing the message. The screen displays "PAUSED" over the recording. LOKI looks at DESYLVA.

LOKI (cont'd)

Did I hear him right? Did he say Laufey?

DESYLVA

Yes.

LOKI

I only know of one Laufey.

DESYLVA

The King of Jotunheim.

LOKI

That means that...

DESYLVA

Maybe there is another Laufey.

LOKI gives her a "Seriously?" look. DESYLVA resumes the message.

FUTURE LOKI

I know what you're thinking. There is only one Laufey. And you're right. Your real father is King Laufey of Jotunheim.

The present LOKI thinks.

FUTURE LOKI (cont'd)

I know this is a shock. So feel free to stop this message. You must accept this fact and deal with it before continuing.

DESYLVA pauses the recording and looks at LOKI.

LOKI

Laufey. I...

LOKI rises. DESYLVA looks at him.

DESYLVA

(raise eyebrow)

Where are you going?

LOKI heads for the door. DESYLVA rises.

DESYLVA (cont'd)

Loki.

LOKI stops.

LOKI

Don't finish that message til I get back.

DESYLVA

You're going to see Odin, aren't you?

LOKI

I need to know if it is true.

DESYLVA

He's probably still in the hall. You can't just...

LOKI

If Laufey is my father, that means that I'm not Asgardian. I'm Jotun. I...

DESYLVA

It doesn't change who you are! Just because you weren't born on Asgard, doesn't mean you're not Asgardian.

LOKI

I have to know the truth. Promise me you will not listen to anything else "he"...

LOKI points to the image of the future him.

LOKI (cont'd)

...has to say till I get back?

DESYLVA gives him a look.

LOKI (cont'd)

D?

DESYLVA

(relent)

Of course.

LOKI

(smile)

Thanks.

DESYLVA

Please, don't do something you'll regret.

LOKI

I'm not planning to. I'm only going to talk to Odin.

DESYLVA

I love you.

LOKI

And I you.

LOKI kisses her and then exits.

JUMP TO:

41 INT: HALLWAY OUTSIDE DINING HALL

LOKI is approaching the hall. FANDRAL exits and sees LOKI approaching. Before FANDRAL can say anything, LOKI addresses him.

LOKI

Is he still in there?

FANDRAL's not sure who "he" is.

FANDRAL

Who? Thor? Yes, he...

LOKI

No. My... Odin.

FANDRAL raises an eyebrow. LOKI only calls ODIN by name when he is upset with him. FANDRAL wonders what happened.

FANDRAL

No. Your father, and mother, left a few moments ago.

LOKI gets a look that FANDRAL recognizes. Something happened.

FANDRAL (cont'd)

What happened? Is there...

(CONTINUED)

LOKI

It's nothing. I just need to talk to him.

FANDRAL

Try the garden. You know how much your mother likes walking in the garden on a beautiful night.

LOKI walks off. FANDRAL watches him go. He wonders why LOKI really needs to see ODIN so urgently. The doors open and VOLSTAGG and HOGUN exit. They almost collide with FANDRAL. They notice FANDRAL is staring down the hall and follow his gaze. They spot Loki.

VOLSTAGG

(raise eyebrow)

Is that Loki?

HOGUN

I thought he and Desylva...

FANDRAL

He's looking for Odin.

VOLSTAGG

(raise eyebrow)

Now? Why?

FANDRAL

Didn't say. But it must be urgent.

HOGUN

Why would you think that?

FANDRAL looks at them.

FANDRAL

Because he was looking for Odin, not his father.

VOLSTAGG

(confused)

What could have possibly happened from the time he left the hall with Desylva to now that...

FANDRAL

Not sure. But I know one person who
may know.

VOLSTAGG and HOGUN give FANDRAL a look.

HOGUN

Desylva.

FANDRAL

Yes.

VOLSTAGG

You're thinking of going to her and asking her if she
knows, aren't you?

FANDRAL

(sorta denial)

Maybe.

VOLSTAGG

(raise eyebrow)

What makes you think she'd tell you if she did?

FANDRAL

(lying)

You're right. Bad idea. Shouldn't go to Des.

VOLSTAGG and HOGUN give FANDRAL a look. They aren't buying it.

HOGUN

You're still going to see her anyway,
aren't you?

FANDRAL smiles.

JUMP TO:

42 EXT: GARDEN

ODIN and FRIGGA are standing in the garden, looking at the
night sky. FRIGGA turns to ODIN to say something when LOKI
appears beside them. LOKI looks at ODIN. FRIGGA and ODIN look
at LOKI. FRIGGA can tell he is upset.

LOKI

Is it true?

(CONTINUED)

ODIN and FRIGGA aren't sure what LOKI is referring to.

LOKI (cont'd)

I'm I really a Jotun? A frost giant?

ODIN wonders how LOKI found out.

LOKI (cont'd)

Tell me!

ODIN realizes it is time. He has kept the secret far too long. LOKI deserves to know.

ODIN

Yes.

LOKI gets a look of shock and confusion. Just hearing ODIN confirming what the future version of himself just told him makes it all real. LOKI looks at ODIN.

LOKI

Why? Why did you take me?

ODIN

I... I'm not sure.

LOKI

What?

ODIN

After the battle, something made me enter the temple. I can't explain it.

LOKI

The Temple?

ODIN

Yes. I entered and saw you. You were left there. Alone. Left to die. I...

FRIGGA looks at LOKI. She can see the look of hurt and confusion on his face. She tries to salvage things.

FRIGGA

It was fate.

LOKI turns to FRIGGA.

LOKI

Fate?

FRIGGA

You were destined to come here. And...
it wasn't only you.

LOKI is confused. He raises an eyebrow and gives FRIGGA a look.

LOKI

What are you...

FRIGGA

The day you were brought to Asgard,
another infant was also brought to
Asgard.

LOKI is curious.

FRIGGA (cont'd)

A baby girl. Daughter of one of the
guards.

LOKI realizes she is referring to DESYLVA.

LOKI

D.

FRIGGA

Yes.

(beat)

You were both brought to Asgard on the
same day. Your fates have been linked
since the day you were born.

LOKI realizes that they know that DESYLVA is not fully
Asgardian.

LOKI

You know that D's...

LOKI turns to ODIN when he starts talking.

ODIN

1/2 Norn. Yes. But, not at first.

LOKI wonders if they know "who" her mother was.

LOKI

Why did you never tell me I was a...

ODIN

Why have YOU never told Desylva who her mother was?

LOKI gives ODIN a look. What does that have to do with anything.

LOKI

I promised her father I wouldn't tell her unless...

ODIN

Don't you think she has the right to know?

LOKI

That her mother was a Norn?

ODIN

(serious look)

Siri was more than just a Norn. And you know it, son.

LOKI

How much do you know about Siri?

ODIN

Everything. She was a High Sorceress and Elder sister of Karnilla.

FRIGGA

Which means that Desylva is the rightful Queen of Nornheim. But you already knew that.

LOKI

Yes. I did. I...

LOKI realizes that they have turned the tables. They are avoiding answering him. LOKI looks at ODIN.

LOKI (cont'd)

(curious)

Were you ever planning on telling me?

ODIN

One day. Just like you will one day tell Desylva.

FRIGGA

Loki, you are in every way that matters, our son.

LOKI

But...

ODIN

The truth changes nothing. Just like telling Desylva will change nothing. She is still the same person. You're still...

LOKI

I can't tell her. I promised her father that I would keep his secret.

FRIGGA

You love her, yes?

LOKI

You know I do.

FRIGGA

Yet you choose not to tell her.

LOKI

It's not the same.

FRIGGA

Isn't it?

ODIN

Loki. Since the day I brought you into this house, I have loved you like you were my own.

LOKI gives ODIN a look.

ODIN (cont'd)

I was planning on telling you one day. When we...

(CONTINUED)

LOKI

Why didn't you? Why did I have to hear
it from...

LOKI stops talking. He can't reveal who told him. ODIN raises
an eyebrow.

FRIGGA

Who? Who told you?

LOKI

Doesn't matter.

Silence. FRIGGA looks to LOKI.

FRIGGA

Loki.

LOKI looks at FRIGGA. He knows, deep down, that she is right.

LOKI

Goodnight, Mother.

LOKI turns to ODIN.

LOKI (cont'd)

Father.

LOKI vanishes. ODIN and FRIGGA share a look.

JUMP TO:

A FEW HOURS LATER

43 INT: LOKI AND DESYLVA'S SUITE

DESYLVA and LOKI are sitting on the couch. The holoivid screen
is up and FUTURE LOKI is paused on the screen.

DESYLVA

I wonder what the secret about me will
be.

LOKI knows exactly what it will be. He looks at DESYLVA.

LOKI

Are you sure you want to know?

(CONTINUED)

DESYLVA gives him a look. She realizes he knows what the secret is.

DESYLVA
You know what he's going to say, don't you.

LOKI
I have a guess.

DESYLVA gives him a look. She wonders if it will be as shocking as what LOKI learned.

DESYLVA
A guess?

LOKI
Yes.

Momentary pause. DESYLVA is still giving LOKI that look.

DESYLVA (VO)
(thought)
He knows. Of course he knows. If the future him is about to tell me something, he probably knows what it is.

LOKI wonders if she is going to play it.

LOKI
Are you going to...

DESYLVA resumes play on the message.

FUTURE LOKI
The next piece of truth I have to share is for you, my love.
(beat)
I promised your father I'd never tell you this.

DESYLVA looks at LOKI.

DESYLVA
My father?

LOKI nods. The message continues.

FUTURE LOKI

You need to know that I WAS planning on telling you one day. But then everything got so out of control. There never seemed to be a right time.

(beat)

If you managed to stop the Jotuns like I asked, then Thor is now king.

DESYLVA is confused. What does that have to do with anything. LOKI thinks he knows what the future him is saying.

FUTURE LOKI (cont'd)

But I'm getting ahead of myself. The secret that has been kept from you, is about your mother, Siri.

DESYLVA raises an eyebrow.

FUTURE LOKI (cont'd)

Siri, was not from Asgard. She was a Norn.

DESYLVA looks at the present LOKI.

FUTURE LOKI (cont'd)

Not just any Norn. A high sorceress. You get your gift of magic from your mother.

DESYLVA pauses the message.

LOKI

It's true.

DESYLVA

You knew. And never told me.

LOKI

Your father made me promise not to. I told him I would not tell you unless the safety of Asgard was at stake.

DESYLVA

How long have you known?

LOKI

Doesn't matter. The fact that HE is telling you now, must mean...

DESYLVA remembers the trip to Hel centuries ago.

DESYLVA

That was the real reason for the trip to Hel. You'd just learned that Siri was a high sorceress of Norn and you wanted to...

LOKI

D, there is more. I can't tell you. But he can. You have to hear the rest.

LOKI waves a hand and the message resumes.

FUTURE LOKI

But there is more. Siri had a younger sister. A sister who you know.

(beat)

Karnilla.

DESYLVA

Karnilla? As in...

FUTURE LOKI

Siri, had she lived, would have been Queen. The line of succession passed to Karnilla when Siri died without a daughter. Your birth was secret.

(beat)

By Norn law, YOU, my love, are the rightful Queen of Nornheim not Karnilla.

DESYLVA looks at LOKI but before either can say anything, FUTURE LOKI continues.

FUTURE LOKI (cont'd)

I had a plan. A plan that I never had the chance to put into motion. The plan was simple. We would go to Nornheim, together, to claim what was rightfully yours.

Momentary pause.

FUTURE LOKI (cont'd)

Together we would unite Nornheim and Asgard.

(beat)

The time to start planning this is now. Over the next few years some things may still happen as they did for me. If they do, you will need all the support you can find to stop it.

(beat)

One final warning. The Infinity Stones...

LOKI and DESYLVA perk to attention at the mention of The Infinity Stones.

FUTURE LOKI (CONT'D)

...are coming into play. Over the next few years they will resurface, one by one. You must have Heimdall keep an eye out for them. I'm not sure where all of them are at the time you will be seeing this, but I do know where you can find 4.

(beat)

The Space Stone is within the Tesseract which, as you know, is on Midgard in the possession of an organization known as S.H.I.E.L.D.

(beat)

The Mind Stone is in an area known to some as Sanctuary and others simply as Chitauri Space.

FUTURE LOKI holds up a piece of paper with galactic co-ordinates written on it.

FUTURE LOKI (cont'd)

These are the galactic co-ordinates of the place you are looking for.

(beat x3)

The Stone is in the possession of a fanatic known as Thanos. He is out to collect them for himself and will use anyone to help him get them.

(CONTINUED)

FUTURE LOKI (cont'd)

The Power Stone is on the planet Morag.
It is hidden within an orb.

(beat)

The Reality Stone is not really a
stone. It is the Aether.

LOKI gets a look on his face. The Aether? That was destroyed
millennia ago.

FUTURE LOKI (cont'd)

I know what you're thinking.

(beat)

You're thinking, that's impossible.
Bor destroyed it millennia ago.

(beat)

Well he lied. It is still out there.
I'm not sure where. But I know where
you need to be to find a passage to
it.

FUTURE LOKI holds up another piece of paper with the location
of the "rift" that Jane found and the date that Jane found it.

FUTURE LOKI (cont'd)

This is where you need to be, and when
you need to be there.

FUTURE LOKI puts the piece of paper down.

FUTURE LOKI (cont'd)

The Aether wasn't all Bor lied about.
The Dark Elves and Malekith still
live, and they will go looking for it
when the time is right. You must find
it and contain it before they get it.

(beat)

That leaves the Soul Stone and the
Time Stone.

FUTURE LOKI smiles. LOKI recognizes that smile.

FUTURE LOKI (cont'd)

The Soul Stone is where you suspected
it always was.

LOKI and DESYLVA exchange a look.

FUTURE LOKI (cont'd)

The Time Stone is on Midgard. It is in a place known as Kamar-Taj. You will find it in the library resting on a pedestal. Here are the co-ordinates.

FUTURE LOKI holds up another piece of paper with the co-ordinates written on it.

FUTURE LOKI (cont'd)

Do what you will with this information.

(beat)

Collect the stones for yourself or find a way to destroy or hide them. It matters not.

(beat)

My job is done.

Momentary pause.

FUTURE LOKI gets a sad serious look on his face. He continues, trying not to cry.

FUTURE LOKI (cont'd)

D, the day of our bonding...

Present LOKI and DESYLVA get a "What" look on their face. Did he say "Bonding"?

FUTURE LOKI continues without stopping.

FUTURE LOKI (cont'd)

...was the happiest day of my life.
And the day you were taken...

On the word "taken", present LOKI realizes that Desylva must be dead at the time this message is being recorded. Dead? He can't imagine his life without her.

FUTURE LOKI (cont'd)

...from me was day I... I knew I had to find a way to... I couldn't let "him" take over. I... I had to try and stop everything from going wrong.

DESLYVA and LOKI can see that FUTURE LOKI is getting emotional.

(CONTINUED)

FUTURE LOKI (cont'd)

I had to find a way to get this message to you while I still could. No matter what the cost. Before "he" could find a way to stop me for good.

DESYLVA and LOKI look to FUTURE LOKI with raised eyebrows. Before who could stop him?

FUTURE LOKI (cont'd)

Together we can do it. You two can do it. I know you can.

(beat)

I love you so much. And I miss you.

The image of future LOKI vanishes as the message ends. DESYLVA looks at LOKI.

DESYLVA

Hmmm. Bonding. I like the sound of that.

LOKI

(smile)

So do I.

DESYLVA

You think we should do it? There hasn't been a Bonding on Asgard in... well, in as long as I can remember.

LOKI hears FRIGGA's voice in his head.

FRIGGA (VO)

Your fates have been linked since the day you were born.

LOKI

(smile)

We belong together. A Bonding Ceremony is perfect for us.

(beat)

And the timing is perfect.

DESYLVA

(smile)

It is, isn't it?

LOKI smiles at her. A box appears in his hand. He looks at her and offers her the box.

DESYLVA

What is this?

LOKI

I picked it up on Vanaheim a few centuries ago. I knew the day would come when I would ask you.

LOKI opens the box. It is the ring he bought in chapter 1 in 1680. He removes the ring and places it on her finger. She smiles and kisses him. (She will be wearing this ring in every scene unless stated that she is not.)

DESYLVA

Your mother will be so happy.

LOKI

You know she's not really my mother.

DESYLVA

Yes, she is. Not biologically, but she raised you. She loves you like you were her own. She is, in every way that matters, your mother. You can't deny that.

LOKI

(smile)

You're right. And she will be more than happy. She'll be ecstatic!

LOKI kisses her. She kisses him back.

JUMP TO:

NEXT DAY (JUNE 1ST)

44 INT: EIR'S OFFICE

EIR is sitting at her desk. LOKI and DESYLVA enter.

EIR looks up at them. She notices the look on LOKI's face and wonders what he is about to say.

(CONTINUED)

LOKI

Why did you never tell me?

EIR

Tell you what?

LOKI gives her a "you know what I'm talking about" look.

LOKI

The truth about "who" I am.

EIR

(understandingly)

He finally told you.

LOKI

No.

(beat)

Someone else did.

EIR is curious. Who told him? No one knew. LOKI can tell from the look on her face, that he's right. She knew.

LOKI (cont'd)

You obviously knew.

EIR

Yes. The moment I saw you, I knew.

LOKI

Why did you never...

EIR

I was sworn to secrecy.

(beat x3)

The day you were brought here, Odin made me swear never to reveal what you were.

LOKI

Did you think it would stay secret forever?

EIR

Yes. You have a gift Loki. One that makes you special.

LOKI gives her a look. DESYLVA, who has been quietly watching the exchange since they arrived, gives EIR a look.

DESYLVA

What do you mean? What...

EIR answers DESYLVA's question while staring at LOKI.

EIR

Look at yourself. Do you look like a Jotun?

LOKI and DESYLVA think about that.

EIR (cont'd)

The moment Odin picked you up, you imprinted on him. You changed your appearance to match that of an Asgardian infant. And once you CHOOSE that appearance, your Jotun genes went to sleep.

LOKI

Sleep?

EIR

Yes.

LOKI

Will they wake up?

EIR

They haven't yet.

DESYLVA

But they still could?

EIR

Not on their own.

LOKI

What do you mean?

EIR

Something would need to trigger them.

LOKI

(curious)
Like what?

EIR

Only two things that I can think of.
(beat)
One, if a Jotun were to grab you, in anger, try to harm you, your Jotun genes would awaken and protect you.

LOKI gives her a look.

EIR (cont'd)

Why do think it is forbidden to go to Jotunheim?

(beat)
Odin cut off Jotunheim. No one ever leaves it, and no one has been there for centuries.

LOKI wonders what the other way is.

LOKI

And the other way?

EIR

The Casket of Ancient Winters.

LOKI remembers seeing it the vault as a child.

EIR (cont'd)

Only a Jotun can control it. If you were to pick it up, I believe it would awaken the Jotun inside you.

LOKI considers this. EIR looks at them.

EIR (cont'd)

(curious)
Why all the questions?

DESYLVA

We have made a decision.

EIR

What sort of...

LOKI
We are to be bonded.

EIR
Bonded?

DESYLVA
Yes.

EIR thinks she understands what he is concerned about.

EIR
You want to know if there is a chance
that the ceremony will awaken the
Jotun?

LOKI
Yes.

EIR
The Jotun genes are dormant. The
incisions from the ceremonial dagger
will not awaken them.

LOKI and DESYLVA look relieved. EIR smiles.

EIR (cont'd)
I knew you two were destined to be
together the day I first saw you. I
wish you all the best.

DESYLVA / LOKI
Thanks.

EIR
There hasn't been a Bonding Ceremony
on Asgard since before the time of Bor.

DESYLVA
We know.

EIR
You know the only way to end a bonding
is death.

LOKI
Yes.

DESYLVA

But like you said, we belong together.

DESYLVA looks at LOKI.

DESYLVA (cont'd)

And we will be together forever.

LOKI

Forever.

EIR

Have you set a date yet?

LOKI

We are on the way to my mother now.

LOKI and DESYLVA leave. EIR watches them leave.

JUMP TO:

45 INT: ODIN'S CHAMBER

ODIN is deep in the Odinsleep. FRIGGA is at his bedside. She senses something and closes her eyes. She has a vision.

CONTINUE TO:

46 FRIGGA'S VISION

It is a jumble of images. She sees LOKI and DESYLVA getting married, she sees LOKI and DESYLVA ruling NORNHEIM, she sees THOR marry SIF.

CONTINUE TO:

47 INT: ODIN'S CHAMBER

FRIGGA opens her eyes.

FRIGGA

The future is changing. Something has happened. I wonder what it means.

FRIGGA looks at the sleeping ODIN.

JUMP TO:

(CONTINUED)

48 TIME FLIES

LOKI and DESYLVA go to FRIGGA and tell her they are getting married. FRIGGA is overjoyed especially when LOKI mentions that it will not just be a wedding, but a BONDING CEREMONY.

JUMP TO:

NEXT DAY (JUNE 2ND)

49 INT: FANDRAL'S ROOM

There is a knock on the door. FANDRAL goes to the door. He opens the door. It's DESYLVA.

FANDRAL
(surprise)
Des. What can I do for you?

DESYLVA
Can I come in?

FANDRAL motions her in. DESYLVA enters. FANDRAL closes the door.

DESYLVA (cont'd)
I need a favor.

FANDRAL
Anything. You know that.

DESYLVA smiles. FANDRAL motions for her to sit. She does. He sits beside her on the couch.

DESYLVA
I don't know if you've heard yet, but
Loki and I...

FANDRAL
...are to be joined. Yes. I'd heard.
Congratulations.

DESYLVA
Thanks.

DESYLVA gives him a look.

(CONTINUED)

FANDRAL

What?

DESYLVA

Since my father is still missing, I need someone to...

FANDRAL knows what she is about to say.

FANDRAL

And you want me to be the one to...

DESYLVA

Yes. You've always been there for me, Fan. Please say you'll do it.

FANDRAL

Does Loki know you're...

DESYLVA

Of course. You are our friend, Fan. Have been for a long time. There is no one else I'd rather have.

FANDRAL

If you're sure...

DESYLVA

Yes. I'm sure.

FANDRAL thinks for a moment. He can't say no to her. He never could.

FANDRAL

Okay. I'll do it.

DESYLVA

Thanks.

JUMP TO:

SEVERAL HOURS LATER

50 INT: HALLWAY (OUTSIDE THE GREAT HALL)

FANDRAL is standing in the hall by the doors that lead to the great hall. He is pacing and muttering to himself.

(CONTINUED)

FANDRAL

Why did I agree to do this? I...

FANDRAL stops talking as he hears the sound of hoof beats in the hall behind him. He turns. We don't get to see what he sees. Not yet. FANDRAL is awestruck at what he sees.

FANDRAL (cont'd)

(smile)

Wow.

CUT TO:

51 INT: GREAT HALL

The Hall is done up for a grand Royal Wedding. All of Asgard and representatives from all over are in attendance.

FRIGGA stands at the front of the hall. LOKI stands in front of her. There is a small table beside FRIGGA. On the table are a ceremonial dagger, a golden bowl, two green pieces of fabric, and two healing stones.

In the first row on the right side, are THOR, SIF, and HELA. In the first row on the left side, are VOLSTAGG and HOGUN.

PAN TO:

51b INT: FOCUS ON VOLSTAGG AND HOGUN

VOLSTAGG and HOGUN whisper to each other.

VOLSTAGG

Where's Fandral?

HOGUN shrugs an "I don't know".

VOLSTAGG

(concern)

He will be here, right? He wouldn't not show.

HOGUN

He'll be here.

PAN TO:

(CONTINUED)

51c INT: FOCUS ON SIF AND THOR

SIF and THOR whisper to each other.

SIF
Where's Fandral?

THOR
(smile)
He'll be here. He has a special task.

SIF
What?

THOR winks at her.

PAN TO:

51d INT: FOCUS ON BACK DOORS

CAMERA IS POSITIONED AT THE FRONT OF THE ROOM AIMING AT THE BACK DOORS. YOU CAN SEE THE ENTIRE SEATED AREA.

The back doors open. All stand and turn to face the back of the room. FANDRAL enters. He has a rein in his hand, that is attached to SLEIPNIR. DESYLVA is sitting on SLEIPNIR. FANDRAL walks SLEIPNIR to the front of the hall.

VOLSTAGG whispers to HOGUN.

VOLSTAGG
Fandral? Why would...

HOGUN
With her father still missing, and no other family. Someone...

VOLSTAGG
But Fandral?

HOGUN
They are close.

CAMERA turns to SIF and THOR.

SIF
Why would Des ask Fandral to...

(CONTINUED)

THOR

She has always had a close friendship with him. Seems logical with her father missing that she...

FANDRAL has almost reached them. SIF "shushes" THOR.

SIF

Sh.

FANDRAL passes them and approaches LOKI.

PAN TO:

51e INT: FRONT OF HALL

FANDRAL reaches the front and stops. LOKI approaches and helps DESYLVA off SLEIPNIR. FANDRAL and SLEIPNIR take their places beside HOGUN. LOKI and DESYLVA take their places in front of FRIGGA. Everyone takes their seats.

CONTINUE TO:

52 TIME FLIES

LOKI and DESYLVA stand facing each other. FRIGGA is standing in front of them in the middle. FRIGGA picks up the dagger says a few words, then looks at LOKI and DESYLVA. They walk over to the table. FRIGGA stands behind the table.

LOKI stands on one side, and DESYLVA stands on the other. LOKI and DESYLVA turn to face each other.

THE CAMERA IS IN FRONT OF THE TABLE.

LOKI and DESYLVA place their hands over the bowl. Their hands are outstretched in front of themselves, palms up.

FRIGGA takes the dagger and makes a deep incision on their palms. FRIGGA places the dagger back on the table and picks up the green pieces of fabric. LOKI and DESYLVA turn and face each other, keeping their hands over the bowl. The bowl will catch every drop of blood that falls from their wounds.

DESYLVA offers her right hand, palm up. LOKI places his left palm on top of her right, face down. FRIGGA says a few words

(CONTINUED)

and then wraps one of the pieces of fabric around their hands, binding them together.

CUT TO:

53 EXT: SITE OF HALVIR'S DISAPPEARANCE IN 2005

Sparks of lightning.

CUT TO:

54 INT: GREAT HALL - BONDING CEREMONY

LOKI offers his right hand, palm up. DESYLVA places her left palm on top of his, face down. FRIGGA says a few words and then wraps the other piece of fabric around their hands, binding them together.

CUT TO:

55 EXT: SITE OF HALVIR'S DISAPPEARANCE IN 2005

More sparks of lightning.

CUT TO:

56 INT: GREAT HALL - BONDING CEREMONY

FRIGGA continues. LOKI and DESYLVA pledge themselves to each other. FRIGGA picks up the two healing stones. LOKI and DESYLVA turn their hands sideways. FRIGGA says a few words as she crumbles the healing stones in her hands. FRIGGA lets the dust from the stones fall over LOKI and DESYLVA's hands. The dust falls between their hands, healing the wounds on their palms.

CUT TO:

57 EXT: SITE OF HALVIR'S DISAPPEARANCE IN 2005

More sparks of lightning.

CUT TO:

58 INT: GREAT HALL - BONDING CEREMONY

Once the stones have healed the wounds, FRIGGA unties the pieces of fabric. LOKI takes DESYLVA in his arms and kisses

(CONTINUED)

her. FRIGGA smiles. She has tears in her eyes. LOKI breaks the kiss.

FRIGGA gives DESYLVA a hug, welcoming her to the family. Then she gives LOKI a hug.

EVERYONE in the crowd stands and applauds.

LOKI takes DESYLVA's hand, and they walk toward the back door. THOR and SIF follow, then HELA, then VOLSTAGG and HOGUN, then FANDRAL and SLEIPNIR.

JUMP TO:

59 INT: OBSERVATORY

HEIMDALL is staring out into space. He hears a voice calling to him. A voice he recognizes. A voice he hasn't heard in years and never thought he would again.

HALVIR (VO)
Heimdall, open the Bifrost.

HEIMDALL
(quietly)
It can't be.

HALVIR (VO)
Heimdall!

HEIMDALL opens the Bifrost. He waits a few moments and then HALVIR appears. The Bifrost closes.

HEIMDALL
Halvir. Desylva will be very happy to see you. She...

HALVIR
(mad)
Where is Brynjar? I...

HEIMDALL
(raise eyebrow)
Brynjar is dead.

(CONTINUED)

HALVIR
(confused)
Dead?

HEIMDALL
Yes. He died 2 years ago.

HALVIR
2 years... I just saw him...

HEIMDALL
Halvir, you have been missing for 6
years.

HALVIR is shocked. He feels a little faint. HEIMDALL notices.

HEIMDALL (cont'd)
I think you should check in with EIR,
before you...

HALVIR
6 years?

HEIMDALL
Yes.

HALVIR
I need to see Odin.

HEIMDALL looks to the ground. HALVIR senses something.

HALVIR (cont'd)
What?

HEIMDALL
Odin has entered the Odinsleep. He...

HALVIR
Then I shall speak to Thor. I have
to...

HALVIR passes out.

HEIMDALL
Not until Eir clears you.

CUT TO:

(CONTINUED)

60 INT: EIR'S OFFICE

A guard enters carrying the unconscious HALVIR. EIR recognizes HALVIR and goes over to the guard.

EIR
What happened?

GUARD
Not sure. He apparently called for Heimdall and then shortly after arriving passed out.

EIR
Follow me.

EIR walks to a back room, guard follows carrying HALVIR.

ATTENDANT
Should I inform Lady Desylva that...

EIR
Not yet. Let's wait to make sure he is okay.

JUMP TO:

5 DAYS LATER (JUNE 7TH)

61 INT: LOKI AND DESYLVA'S SUITE

LOKI
Karnilla has always wanted a union between Asgard and Nornheim. Now she has one. Not the one she wanted of course. It's time to go to Nornheim and reveal your true identity.

DESYLVA
(raise eyebrow)
Will she believe me?

LOKI
You still have that necklace that belonged to your mother?

(CONTINUED)

DESYLVA

Of course.

LOKI

Remember what your father said when he gave it to you?

DESYLVA hears HALVIR's voice in her head.

HALVIR (VO)

One day you may need this. It belonged to your mother. And her mother before. It has been passed down from first-born to first-born for millennia.

DESYLVA looks at LOKI.

DESYLVA

At the time I didn't know what he meant when he said, "you may need this".

LOKI

He knew that if the time came when you had to claim your birthright, you'd need it.

DESYLVA

But he disappeared before he could tell me that my mother was...

LOKI

He knew that I knew. And he knew that I would tell you if I had to.

DESYLVA

(raise eyebrow)

How did you find out? Did my father...

LOKI

No. Hela told me. When we visited her.

DESYLVA

(curious)

Why did you never tell me?

LOKI

There was never any reason to. Now there is. If the future me is right, things are going to get rough. We need to unite the Realms.

(beat)

Thor has Asgard. We'll have Nornheim. And maybe, if I can work something out, Jotunheim.

DESYLVA

Are you sure this is a good idea? Karnilla could just...

LOKI

D, my love, trust me.

LOKI kisses her. She kisses him back.

JUMP TO:

NORNHEIM

62 INT: THRONE ROOM

KARNILLA is sitting on the throne. A guard enters and approaches her.

GUARD

My queen. Prince Loki and Lady Desylva of Asgard request an audience.

KARNILLA

(raise eyebrow)

Loki?

(beat)

Show them in.

The guard lets LOKI and DESYLVA in. LOKI and DESYLVA walk towards KARNILLA, arms linked. KARNILLA rises and walks towards them.

KARNILLA (cont'd)

So, you're Lady Desylva. I've heard so much about you. Sorry I couldn't make the wedding, I...

KARNILLA notices the necklace around DESYLVA's neck.

(CONTINUED)

KARNILLA (cont'd)

Where did you get that?

DESYLVA

It belonged to my mother.

KARNILLA

(raise eyebrow)

Your mother?

KARNILLA looks at LOKI, then back at DESYLVA.

DESYLVA

Yes. Siri of Nornheim.

KARNILLA

Impossible my sister had no...

KARNILLA thinks of something.

KARNILLA (cont'd)

Halvir. Your father is Halvir of
Asgard.

DESYLVA

Yes.

KARNILLA looks at LOKI.

KARNILLA

You knew.

LOKI smiles.

KARNILLA (cont'd)

All those questions years ago. You
knew then that Desylva was...

LOKI nods.

LOKI

Yes.

(beat)

You always wanted to unite Asgard and
Nornheim. Well now you have. Since
Desylva and I are bonded, under Norn
Law, she can take what is hers.

KARNILLA gives them both a look. She knows they are right. The law states that the Queen must marry a man from a noble house of any Realm. She always thought it would be one of her daughters and Thor that would unite Asgard and Nornheim.

KARNILLA

You are correct.

DESYLVA

(sincere)

I am sorry. I wish...

KARNILLA

Nornheim is yours, my Queen. I shall leave...

DESYLVA

No.

KARNILLA gives her a look.

DESYLVA (cont'd)

Do not leave. I am sure I may need your guidance.

KARNILLA

I doubt it. I'm sure you and Loki can handle...

DESYLVA

Probably. But a Queen needs advisers other than her King. I hope you will agree to be one of them.

KARNILLA

(bow)

I would be honored.

KARNILLA leaves.

JUMP TO:

63 INT: KARNILLA'S NEW QUARTERS

KARNILLA looks around the room. Smaller than the one she's used to. She goes over to the communication console and calls

(CONTINUED)

someone. After a few seconds an image appears on the screen. It is AMORA. AMORA is shocked to see KARNILLA.

AMORA

My Queen. What can...

KARNILLA

I am not your Queen. Not anymore.

AMORA

(confused)

What do you...

KARNILLA

What good is having a spy on Asgard if she can't see what is right in front of her?

AMORA

(raise eyebrow)

What?

KARNILLA

Why did you never tell me who Desylva's father was?

AMORA

(confused)

What?

KARNILLA

You should have told me. Then I could have...

AMORA

What's so important about Halvir? He's just a guard.

KARNILLA

He is more than just a guard. He was Siri's lover.

AMORA

(raise eyebrow)

Siri? But she died over...

KARNILLA

Yes. Do the math Amora.

AMORA thinks.

AMORA

Desylva is Siri's daughter.

KARNILLA

Yes.

AMORA

All those stories were true.

KARNILLA

Evidently.

AMORA

And now that she is bonded to Loki,
she can claim her birthright.

KARNILLA

Right again.

AMORA

(raise eyebrow)
Are you telling me that Desylva and
Loki are now ruling Nornheim?

KARNILLA

Yes.

AMORA

(apologetic)
Sorry. I...

KARNILLA

You should have mentioned it.

AMORA

Honestly, I never thought Loki would
stay with her. He's always been so...

KARNILLA

Not the point, Amora.

AMORA

My qu... Karnilla. I'm sorry. But looks like you will finally get that union with Asgard that you always wanted.

KARNILLA

Not the one I wanted.

AMORA

But it is still a union. Nornheim and Asgard are now...

KARNILLA

I no longer have any need of your services.

KARNILLA gives AMORA a look, and then severs the link.

JUMP TO:

ASGARD

64 EXT: STREET

VOLSTAGG, HOGUN, and FANDRAL are walking down a street.

VOLSTAGG

Didn't see that one coming.

FANDRAL

Surprised Halvir kept that secret for so long.

VOLSTAGG and HOGUN look at FANDRAL.

FANDRAL

(raise eyebrow)

I was his best friend then. Why did he never tell...

VOLSTAGG stops walking.

VOLSTAGG

(raise eyebrow)

Wait. What?

(CONTINUED)

HOGUN and FANDRAL stop walking. FANDRAL looks at them.

VOLSTAGG

Are you saying you've known Des
since...

FANDRAL

(confess)

Yes.

HOGUN

(curious)

Why have you never said anything?

FANDRAL

Wasn't relevant.

VOLSTAGG

All those times you protected her,
went after her, I thought you were in
love with her. But it wasn't romantic
love, it was family love. Uncle
Fandral.

FANDRAL

Yeah. She always knew what she wanted.
Even as a baby. And now she's Queen of
Nornheim.

HOGUN

With Loki at her side.

FANDRAL

Yep.

FANDRAL walks on. HOGUN and VOLSTAGG share a look and then
follow FANDRAL.

FADE OUT

(CONTINUED)