

THE LORD OF THE RINGS

The Two Towers

Screenplay by

Fran Walsh &

Philippa Boyens &

Stephen Sinclair &

Peter Jackson

Based on the novels by J.R.R Tolkien

BLACK SCREEN.

SUPER: New Line Cinema Presents

SUPER: A Wingnut Films Production

SUPER: THE LORD OF THE RINGS

FADE IN ON:

EXT. THE MISTY MOUNTAINS - DAY

HIGH WIDE AERIAL ON: CAMERA flies over the snow-covered peaks of the Misty Mountains. As the tranquillity of the scene sinks in, voices disrupt the peacefulness.

GANDALF (O.S.)

You cannot pass!

FRODO (O.S.)

Gandalf!

ON THE SOUNDTRACK: A faint crash sounds over the landscape.

GANDALF (O.S.)

I am the servant of the Secret Fire,
wielder of the Flame of Anor!

PAN CLOSER TO THE SIDE OF THE MOUNTAINS.

GANDALF (O.S.)(CONT'D)

Go back to the Shadow. The dark fire
will not avail you, flame of Udûn!

TRACK THROUGH THE SIDE OF THE MOUNTAIN TO:

INT. BRIDGE OF KHAZAD-DÛM, MORIA - DAY

WIDE ON: The BALROG slashes at GANDALF with its SWORD OF FLAME ...GANDALF blocks with GLAMDRING ... a ringing clash and the BALROG'S SWORD SHATTERS into MOLTEN FRAGMENTS!

GANDALF (CONT'D)

(booming)

You shall not pass!!

The BALROG places one foot onto the bridge.

(CONTINUED)

CONTINUED:

GANDALF CRIES ALOUD as he summons his LAST RESERVES OF STRENGTH!!

He thumps the bridge with his staff...a blinding sheet of white flame springs up...the staff shatters...the bridge breaks... right at the BALROG'S feet.

The stone bridge drops away into the GULF...from under the BALROG. For a moment, the great BEAST remains poised in the air ...then it plunges down:

SLOW MOTION: RELIEF floods FRODO'S face...GANDALF remains trembling on the lip of the broken bridge.

SLOW MOTION: As the BALROG falls, he lashes out with his whip of fire...

SLOW MOTION: The thongs of the whip lash and curl around GANDALF'S knees, dragging him over the brink! GANDALF just manages to hang on by his fingertips.

FRODO
(screaming)
Gandalf!

GANDALF
(fierce)
Fly, you fools!

FRODO
No!

CLOSE ON: GANDALF lets go his grip and falls away...following the BALROG into the BOTTOMLESS ABYSS!

FRODO (O.S.) (CONT'D)
Gandalf!

TRACK AT HIGH SPEED WITH GANDALF AS HE PLUMMETS...THE BALROG SMOKES FROM BELOW...

ANGLE ON: GANDALF snatches GLAMDRING as he plummets head-first behind the BALROG.

GANDALF alights on the BALROG'S NECK and stabs GLAMDRING deep into it...the BALROG swipes at GANDALF loosening GANDALF'S grip.

(CONTINUED)

CONTINUED: (2)

The BALROG swings at GANDALF several times before snatching GANDALF in his GRASP...another bounce off the close walls and GANDALF falls freely again.

GANDALF grabs ahold of the demon's horn as they continue their never-ending plunge...The BALROG bounces off the walls as GANDALF prepares to drive GLAMDRING into its head.

INT. UNDERGROUND CAVERN - DAY

WIDE ON: AT THE UTTERMOST FOUNDATIONS BENEATH THE DEEPEST DELVINGS OF THE DWARVES, GANDALF and the BALROG emerge like a small ball of fire high above an enormous body of water in a cavern without measure.

CLOSE ON: GANDALF'S EYES WIDEN as they crash into the water below.

CUT TO:

EXT. EMYN MUIL - DAY

CLOSE ON: FRODO awakens as if from a nightmare.

FRODO
(calling out)
Gandalf!

ANGLE ON: FRODO props himself up, hyperventilating. SAM sits up behind him.

SAM
What is it, Mr. Frodo?

FRODO
Nothing.

FRODO lies back down.

FRODO (CONT'D)
Just a dream.

EXT. EMYN MUIL - LATER

WIDE ON: FOG lays heavy over the ROCKY LANDSCAPE of EMYN MUIL.

SUPER: THE TWO TOWERS

ANGLE ON: FRODO and SAM climb down a rock face toward the mist-covered ground.

SAM

Can you see the bottom?

ANGLE ON: FRODO looks down into the mist.

FRODO

No! Don't look down, Sam! Just keep going!

CLOSE ON: SAM clings to the ROPE and nods. He slowly continues.

ANGLE ON: The ROPE is tied securely around a rock at the top of the face.

ANGLE ON: SAM takes a step and loses his footing...A SMALL BOX tumbles out of his pocket! He desperately reaches for it.

SAM

Catch it! Grab it, Mr. Frodo!

ANGLE ON: FRODO looks up...THE BOX bounces down the rock... FRODO deftly catches it.

SUDDENLY, HE LOSES HIS FOOTING AND PLUNGES INTO THE MIST BELOW!

SAM

Mr. Frodo!

After only a few feet, FRODO lands softly on the ground. Stunned, he looks about for a moment, and then up to SAM.

FRODO

I think I've found the bottom.

SAM quickly climbs downward and walks away from the rope.

SAM

Bogs and rope, and goodness knows what. It ain't natural, none of it.

(CONTINUED)

CONTINUED:

FRODO studies the SMALL BOX.

FRODO
What's in this?

SAM
Nothing. Just a bit of seasoning.
I thought maybe if we was having a
roast chicken one night or something.

CLOSE ON: SAM looks at FRODO with the greatest of honesty...
FRODO looks at SAM incredulously.

FRODO
Roast chicken?!

SAM shrugs.

SAM
You never know.

FRODO laughs and shakes his head.

FRODO
Sam. My dear Sam.

CLOSE ON: Carefully, FRODO opens the lid to look inside. The
BOX is filled to the brim with SEASONING.

SAM
It's very special, that. It's the best
salt in all the Shire.

FRODO
It is special.

ANGLE ON: FRODO looks at SAM nostalgically.

FRODO (CONT'D)
It's a little bit of home.

FRODO hands the box back to SAM and walks over to the rope still
tied at the top of the cliff. He gazes upward.

(CONTINUED)

CONTINUED: (2)

FRODO (CONT'D)

We can't leave this here for someone
to follow us down.

SAM

Who's gonna to follow us down here,
Mr. Frodo?

FRODO looks at the rope, worried...SAM looks at it longingly.

SAM (CONT'D)

It's a shame, really. Lady Galadriel
gave me that. Real Elvish rope.

SAM puts the box of seasoning in his pocket and walks over to
the rock face.

SAM (CONT'D)

Well, there's nothing for it. It's one
of my knots. Won't come free in a hurry.

SAM tugs on the rope - hard.

ANGLE ON: The ELVISH ROPE unties itself and plummets.

ANGLE ON: The ROPE lands at SAM'S FEET...SAM stands speechless
for a moment, and then he looks at FRODO who shrugs.

FRODO

Real Elvish rope.

SAM looks briefly at the bit he is still holding, and then at
the summit far above.

EXT. EMYN MUIL - DAY

WIDE ON: FRODO and SAM climb over the rocky terrain to reach the
summit of another part of EMYN MUIL.

ANGLE ON: They look into the distance at the MORDOR. MOUNT
DOOM belches fire and smoke.

(CONTINUED)

CONTINUED:

SAM

Mordor. The one place in Middle-earth we don't want to see any closer. And the one place we're trying to get to. It's just where we can't get.

CLOSE ON: SAM turns to FRODO, worried.

SAM (CONT'D)

Let's face it, Mr. Frodo, we're lost.

CLOSE ON: FRODO looks at SAM, scared.

SAM (CONT'D)

I don't think Gandalf meant for us to come this way.

FRODO

He didn't mean for a lot of things to happen, Sam ... but they did.

Suddenly, FRODO gasps.

INSERT IMAGE: From deep within Mordor the BLAZING EYE OF SAURON looks directly upon him from high atop THE TOWER OF BARAD-DÛR.

ANGLE ON: FRODO shudders and turns away from the sight. He sits, panting.

ANGLE ON: SAM turns to him.

SAM

Mr. Frodo?

FRODO continues panting, unable to respond.

SAM (CONT'D)

It's the Ring, isn't it?

FRODO

It's getting heavier.

CLOSE ON: FRODO clutches the RING on his chest.

(CONTINUED)

CONTINUED: (2)

ANGLE ON: SAM sits behind him and begins to go through his pack. FRODO fumbles for his water bottle and takes a deep gulp.

FRODO (CONT'D)
What food have we got left?

SAM
Let me see.

CLOSE ON: He takes a LEAF-WRAPPED BIT OF ELVEN BREAD from his pack.

SAM (CONT'D)
Oh yes, lovely. Lembas bread. And look!

He digs deeper into his pack and pulls out:

SAM (CONT'D)
More Lembas bread.

He breaks off a piece and tosses it to FRODO, and then eats a piece himself.

SAM (CONT'D)
I don't usually hold with foreign food,
but this Elvish stuff, it's not bad.

FRODO
(smiling)
Nothing ever dampens your spirits,
does it, Sam?

SAM smiles back, glances at his bread, as if considering another bite, and then looks ominously off into the distance. His expression drops.

SAM
Those rain clouds might.

EXT. EMYN MUIL - NIGHT

ANGLE ON: FRODO and SAM sit huddled together wrapped in their cloaks...RAIN beats mercilessly down upon them...neither one sleeps.

(CONTINUED)

CONTINUED:

HIGH WIDE ON: The HOBBITS shivering at the base of the rocks...
HARSH BREATHING SOUNDS...A HAND rests on the edge of the cliff.

ANGLE ON: FRODO suddenly looks up.

LOW ANGLE ON: The side of the rock face...nothing is seen on
its peak.

ANGLE ON: FRODO shakes his head and huddles back down into his
cloak.

CUT TO:

EXT. EMYN MUIL - DAY

ANGLES ON: FRODO and SAM climb over the rocks...walk along a
path...scale the side of a rock face...walk along a summit...

SAM

This looks strangely familiar.

FRODO

(exasperated)

It's because we've been here before.
We're going in circles.

SAM walks to an overlook.

SAM

What's that horrid stink? I warrant
there's a nasty bog nearby. Can you
smell it?

FRODO

Yes. I can smell it.

FRODO walks over to join SAM at the overlook.

CLOSE ON: FRODO looks to SAM ominously.

FRODO (CONT'D)

(whispers)

We're not alone.

CUT TO:

EXT. EMYN MUIL - NIGHT

ANGLE ON: FRODO and SAM sleep.

HIGH WIDE: A dark, spidery shape appears on top of the cliff and makes its way down to the slumbering HOBBITS.

ANGLE ON: The emaciated creature is dressed only in a tattered loincloth, and appears mostly human in appearance. Its frame is quite thin, but its hands, feet, and eyes are oversized. What hair remains is thin and falls where it may about its shoulders. It descends the rock face upside down like an insect. This is GOLLUM. He speaks in an ancient, gravelly voice.

GOLLUM

The thieves. The thieves. The filthy
little thieves. Where is it?

CRANE BEHIND GOLLUM as he climbs down.

GOLLUM (CONT'D)

Where is it? They stole it from us.
My precious. Curse them, we hates them!
It's ours, it is, and we wants it!

GOLLUM reaches his hand out to snatch his prize.

SUDDENLY, the HOBBITS spring and snatch GOLLUM off the side of the rock. Amidst the struggle, GOLLUM wriggles loose and throws them both away from him.

As FRODO falls back, the RING comes out of his shirt.

GOLLUM recovers and sees the RING. He leaps straight for it. GOLLUM desperately tries to get his hands on his precious while FRODO struggles to prevent this.

SAM recovers and grabs GOLLUM by the ankle, dragging him away from FRODO...GOLLUM reels back and hits SAM in the face, knocking him away.

He pounces back on FRODO and reaches for the RING...FRODO grabs Gollum's hand, and struggles against his considerable strength.

CLOSE ON: GOLLUM'S cheeks puff with exertion as he struggles with FRODO, his enormous eyes fixed on the RING.

(CONTINUED)

CONTINUED:

ANGLE ON: SAM comes up from behind GOLLUM again, and lifts him off of FRODO...GOLLUM grasps FRODO, throwing him off to one side as SAM swings GOLLUM around.

GOLLUM leaps from Sam's grasp onto the rock wall beside them, and then back on top of FRODO.

SAM pulls GOLLUM off again, and GOLLUM turns on him...he fiercely bits SAM on the neck. SAM struggles against him, but GOLLUM reels around, wraps his legs around SAM and tries to choke him!

SAM falls to the ground atop GOLLUM, but GOLLUM continues to have the upper hand.

SUDDENLY, FRODO grabs GOLLUM by the hair, and holds STING to his neck.

CLOSE ON: GOLLUM'S eyes go wide, and he freezes. He maintains a hold on SAM.

FRODO
(menacingly)
This is Sting. You've seen it before,
haven't you ... Gollum?

ANGLE ON: SAM tries to break GOLLUM'S grip, unsuccessfully.

FRODO (CONT'D)
Release him or I'll cut your throat!

ANGLE ON: Slowly, GOLLUM loosens his grip on SAM...and then WAILS.

CUT TO:

EXT. EMYN MUIL - DAY

WIDE ON: Gollum's wail ECHOES across the vast, rocky landscape of EMYN MUIL.

EXT. EMYN MUIL - DAY

ANGLE ON: FRODO and SAM walks through EMYN MUIL...SAM tugs on the rope and GOLLUM stumbles behind them. GOLLUM continues to SCREAM and WAIL.

(CONTINUED)

CONTINUED:

GOLLUM

It burns! It burns us! It freezes!
Nasty Elves twisted it. Take it off
us!

SAM continues dragging GOLLUM, willing or not, across the rocks.

SAM

Quiet, you!

GOLLUM stops again.

SAM tugs fiercely at the rope to try and get him to come along,
but GOLLUM wails again, unmoving. SAM turns to FRODO in dismay.

SAM (CONT'D)

It's hopeless. Every Orc in Mordor's
going to hear this racket. Let's just
tie him up and leave him.

ANGLE ON: GOLLUM stops crying at once and turns to the HOBBITS
wide-eyed and pleading.

GOLLUM

No! That would kill us! Kill us!

SAM

It's no more than you deserve!

GOLLUM wails again and COLLAPSES onto the ground, writhing.

ANGLE ON: FRODO looks down to GOLLUM.

FRODO

Maybe he does deserve to die. But now
that I see him, I do pity him.

ANGLE ON: GOLLUM suddenly stops and turns to FRODO, smiling.

GOLLUM

(begging)

We be nice to them if they be nice
to us. Take it off us.

ANGLE ON: FRODO and SAM look at GOLLUM warily.

(CONTINUED)

CONTINUED:

GOLLUM (CONT'D)

We swears to do what you wants. We swears.

FRODO

There's no promise you can make that I can trust.

ANGLE ON: GOLLUM scrambles up and bows to FRODO desperately.

GOLLUM

(smiling)

We swears to serve the master of the precious. We will swear on the...on the precious.

(coughing)

Gollum. Gollum.

FRODO

The Ring is treacherous. It will hold you to your word.

ANGLE ON: GOLLUM crawls over to FRODO.

GOLLUM

Yes...on the precious. On the precious.

SAM

I don't believe you!

ANGLE ON: SAM lunges at GOLLUM...GOLLUM jumps away, frightened, and climbs onto a boulder.

SAM (CONT'D)

Get down! I said, down!

SAM jerks strongly at the rope. GOLLUM crashes to the ground, choking.

FRODO

Sam!

SAM

He's trying to trick us! If we let him go he'll throttle us in our sleep.

(CONTINUED)

CONTINUED: (2)

ANGLE ON: GOLLUM lies panting and holding his throat. He backs away, frightened, as FRODO approaches him.

FRODO
You know the way to Mordor?

GOLLUM
(warily)
Yes.

FRODO
You've been there before?

GOLLUM
Yes.

ANGLE ON: FRODO reaches out and removes the rope from GOLLUM'S neck. GOLLUM is surprised and relieved.

CLOSE ON: SAM is displeased.

FRODO
You will lead us to the Black Gate.

CUT TO:

EXT. EMYN MUIL - DAY

TRACK WITH: GOLLUM scrambles quickly through the rocky crags, looking back to make sure the HOBBITS are behind him.

ANGLE ON: FRODO and SAM struggle to keep his pace.

SMÉAGOL
To the Gate, to the Gate! To the Gate,
the master says. Yes!

CLOSE ON: GOLLUM sports an EVIL FACE.

GOLLUM
No! We won't go back. Not there.
Not to him. They can't make us.
(coughing)
Gollum! Gollum!

(CONTINUED)

CONTINUED:

He scrambles on further and stops atop a rock. His FACE turns suddenly SOFT.

SMEÁGOL

(pleading)

But we swore to serve the master of
the precious.

GOLLUM

No. Ashes and dust and thirst there
is, and pits, pits, pits.

ANGLE ON: SAM and FRODO run up behind him, listening.

GOLLUM (CONT'D)

And Orcses, thousands of Orcses.
And always the Great Eye watching,
watching.

He hides in face in his hands at the horror of the thought.

Suddenly, he looks back to see SAM and FRODO. He lets out a
frightening growl and runs off down the path.

SAM starts forward.

GOLLUM leaps down a rock wall and scurries away from the
HOBBITS.

SAM

Hey! Come back now! Come back!

SAM and FRODO try to follow, but he has escaped them.

SAM (CONT'D)

There! What did I tell you? He's run
off, the old villain. So much for his
promises.

GOLLUM pops up behind a nearby rock.

GOLLUM

This way, Hobbits. Follow me!

FRODO quickly runs after him. SAM, with a scowl, concedes to
follow as well.

CUT TO:

EXT. PLAINS OF ROHAN - DAY

CRANE DOWN TO: A BAND OF URUK-HAI runs across ROHAN. MERRY and PIPPIN, ride on the backs of two URUK-HAI, their hands bound around the URUK-HAIS' necks.

ANGLE ON: PIPPIN tries to call to MERRY, who is unconscious with a gash on his brow.

PIPPIN

Merry! Merry!

MERRY does not respond.

ANGLE ON: SUDDENLY, the leading URUK-HAI, MAÚHUR, signals a stop. He sniffs the air.

ANGLE ON: Several Orcs from the North emerge from behind some rocks. They are led by a short, crook-legged Orc, very broad with long arms that hang almost to the ground called GRISHNÁKH.

GRISHNÁKH

You're late. Our master grows impatient.
He wants the Shire-rats now.

ANGLE ON: UGLÚK looks at MAÚHUR amused.

UGLÚK

I don't take orders from Orc-maggots.

ANGLE ON: GRISHNÁKH'S face falls.

UGLÚK (CONT'D)

Saruman will have his prize. We will
deliver them.

UGLÚK turns away from the Northern Orcs.

ANGLE ON: GRISHNÁKH mocks him as he walks away, but they make no move on the URUK-HAI.

ANGLE ON: PIPPIN tries again to rouse MERRY.

PIPPIN

Merry! Merry? Wake up.

ANGLE ON: MERRY'S head lolls around, unresponsive. PIPPIN looks over to an Orc drinking his draught.

(CONTINUED)

CONTINUED:

PIPPIN (CONT'D)

My friend is sick.

ANGLE ON: An URUK-HAI turns to PIPPIN and growls.

PIPPIN (CONT'D)

He needs water. Please!

ANGLE ON: UGLÚK makes his way through the ranks to the prisoners.

UGLÚK

Sick, is he? Give him some medicine,
boys!

The ORCS laugh and dump their ORC-DRAUGHT down MERRY'S throat.
MERRY chokes on the foul stuff.

PIPPIN

Stop it!

UGLÚK

Can't take his draught!

The Orcs laugh again as MERRY chokes on the draught.

PIPPIN

Leave him alone!

UGLÚK

Why?

ANGLE ON: PIPPIN looks at UGLÚK, afraid to respond.

UGLÚK (CONT'D)

You want some?

PIPPIN doesn't respond.

UGLÚK (CONT'D)

Then keep your mouth shut.

UGLÚK turns and walks away.

ANGLE ON: PIPPIN turns to MERRY.

(CONTINUED)

CONTINUED: (2)

PIPPIN

Merry.

ANGLE ON: MERRY groggily lifts his head.

MERRY

Hello, Pip.

PIPPIN

You're hurt.

MERRY

(smiling uneasily)

I'm fine. It was just an act.

PIPPIN

(disbelieving)

An act?

MERRY

See? I fooled you too.

ANGLE ON: PIPPIN smiles uneasily.

MERRY (CONT'D)

Don't worry about me, Pippin.

ANGLE ON: MAÚHUR sniffs the air again. UGLÚK appears behind him.

UGLÚK

What is it? What do you smell?

MAÚHUR

Man-flesh.

UGLÚK

They've picked up our trail.

PIPPIN

(quietly to himself)

Aragorn!

UGLÚK

(loudly, to the company)

Let's move!

(CONTINUED)

CONTINUED: (3)

The URUK-HAI break into a run. The NORTHERN ORCS follow.

ANGLE ON: PIPPIN struggles to remove his ELVEN BROOCH from his LÓRIEN cloak with his teeth. Once he has it, he spits it onto the ground.

CLOSE ON: The brooch lands in the grass. The URUK-HAI trample it, but it remains unbroken and visible.

CUT TO:

EXT. WESTERN EMYN MUIL - DAY

ARAGORN lies on the ground with his eyes closed and ear pressed to the ground, listening. Suddenly, he opens his eyes.

ARAGORN
(softly)
Their pace has quickened.

He climbs to his feet.

ARAGORN (CONT'D)
They must have caught our scent.
(desperately)
Hurry!

He takes off Northward.

ANGLE ON: LEGOLAS is running up the hill behind him. He stops and turns behind him.

LEGOLAS
Come on, Gimli!

He runs onward. GIMLI struggles up the hill.

ANGLE ON: GIMLI pauses in his steps and huffs.

GIMLI
Three days and nights pursuit. No food.
No rest. And no sign of our quarry but
what bare rock can tell.

He runs after his companions beyond the boundaries of EMYN MUIL.

EXT. EAST WALL OF ROHAN - DAY

HIGH AERIAL: The THREE HUNTERS run along the edge of the cliff over a trickling stream at least twenty leagues below.

EXT. PLAINS OF ROHAN - DAY

CLOSE ON: PIPPIN'S ELVEN BROOCH is still visible in the mud and grass in the open plains. A HAND suddenly reaches down to pick it up. ARAGORN draws it to his face, and then looks ahead.

ARAGORN

Not idly do the leaves of Lórien fall.

ANGLE ON: LEGOLAS stops and turns to ARAGORN.

LEGOLAS

They may yet be alive.

ANGLE ON: ARAGORN briefly studies the ground, and starts to run again.

ARAGORN

Less than a day ahead of us. Come.

ARAGORN takes off.

ANGLE ON: GIMLI stumbles from behind some rocks and rolls to the ground. LEGOLAS stops and turns to him.

LEGOLAS

Come, Gimli! We are gaining on them!

GIMLI

(panting)

I am wasted on cross-country. We dwarves are natural sprinters. Very dangerous over short distances.

ANGLE ON: The HUNTERS come over a hill and pause as they gaze across the open fields of ROHAN.

ARAGORN

Rohan. Home of the Horse-lords. There's something strange at work here. Some evil gives speed to these creatures. Sets its will against us.

(CONTINUED)

CONTINUED:

ANGLE ON: LEGOLAS runs ahead and looks out to the horizon.

ARAGORN (CONT'D)

Legolas! What do your Elf eyes see?

WIDE ON: A distant cloud of dust stirs up the otherwise serene view of ROHAN.

LEGOLAS

The Uruks turn northeast. They're taking the Hobbits to Isengard!

ARAGORN

Saruman.

CUT TO:

EXT. ISENGARD - NIGHT

WIDE ON: The TOWER OF ORTHANC stands amidst the smoking CAVERNS OF ISENGARD. Smoke issues forth from amidst the now ash-colored land within the RING OF ISENGARD.

INT. ISENGARD, PALANTÍR CHAMBER - NIGHT

ANGLE ON: SARUMAN stands in his chamber, his hand hovering over the PALANTÍR. Within the dark orb are swirls of fire.

SARUMAN (V.O.)

The world is changing.

CLOSE ON: The view within the PALANTÍR changes to that of BARAD-DÛR.

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

Who now has the strength to stand against the armies of Isengard and Mordor?

INSERT IMAGE: ARMIES OF ORCS march out of BARAD-DÛR.

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

To stand against the might of Sauron and Saruman and the union of the two towers?

(CONTINUED)

CONTINUED:

CRANE UP the height of the TOWER OF BARAD-DÛR, now completed - dark and menacing.

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

Together, my Lord Sauron, we shall rule this Middle-earth.

ANGLE ON: The FLAMING EYE OF SAURON atop the tower, watching the world.

EXT. ISENGARD - NIGHT

ANGLES ON: The beautiful trees of ISENGARD hacked down by ORCS...AXES hack into the trunks...their carcasses thrown down into the PITS.

INT. CAVERNS OF ISENGARD - NIGHT

SERIES OF CUTS: SARUMAN walks through his domain...ORCS hack into the tree trunks...ORCS throws logs into furnaces...

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

The Old World will burn in the fires of industry. The forests will fall.

SERIES OF CUTS: MOLTEN METAL is poured into sword molds... finished swords are cooled...helmets are created...swords are pounded into shape...ORCS add the completed swords to a large pile...URUK-HAI are birthed into creation...an ORC inspects the finished URUK-HAI.

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

A new order will rise. We will drive the machine of war with the sword and the spear and the iron fists of the Orc.

EXT. ISENGARD - DAY

WIDE ON: SARUMAN stands on a scaffold high above the CAVERNS. Far below, hundreds of ORCS go about their duties. SARUMAN turns to an ORC OVERSEER.

SARUMAN (CONT'D)

I want them armed and ready to march within two weeks!

(CONTINUED)

CONTINUED:

ORC OVERSEER

But, my lord, there are too many! They cannot all be armed in time, we don't have the means.

SARUMAN

Build a dam, block the stream, work the furnaces night and day.

ORC OVERSEER

We don't have enough fuel to feed the fires.

CLOSE ON: SARUMAN looks up and smiles.

WIDE ON: The beautiful and enormous FANGORN FOREST engulfs the nearby mountainside.

SARUMAN

The FOREST OF FANGORN lies on our doorstep.

CLOSE ON: SARUMAN looks upon the view coldly.

SARUMAN (CONT'D)

Burn it.

ORC OVERSEER

(happily)

Yes.

CUT TO:

INT. ORTHANC, PALANTÍR CHAMBER - DAY

ANGLE ON: SARUMAN sits upon his throne. A WILD MAN stands before him.

WILD MAN

We will fight for you.

SARUMAN

Swear it.

(CONTINUED)

CONTINUED:

CLOSE ON: The WILD MAN removes a knife from his belt, and holds it before him. He places the blade against his hand and cuts deeply.

CLOSE ON: SARUMAN smiles.

ANGLE ON: The WILD MAN clenches his fist. Blood seeps from between his fingers.

WILD MAN
We will die for Saruman.

EXT. ISENGARD - DAY

WIDE ON: SARUMAN stands in the midst of a large gathering of WILD MEN.

SARUMAN
The Horse-men took your land.

ANGLE ON: SARUMAN stands within a tight circle of the scowling MEN.

SARUMAN (CONT'D)
They drove your people into the hills to
scratch a living off rocks.

WILD MAN
Murderers!

The crowd descends quickly into a mob rule, quickly agreeing with the MAN.

SARUMAN
Take back the lands they stole from
you. Burn every village!

ANGLES ON: The WILD MEN roar with approval and charge off to destroy for SARUMAN. He walks calmly through the pandemonium.

SARUMAN (V.O.) (CONT'D)
We have only to remove those who oppose
us.

EXT. PLAINS OF ROHAN - DAY

ANGLE ON: Several FORCES of MEN charge across ROHAN, heading toward a small village.

SARUMAN (V.O.) (CONT'D)
It will begin in Rohan.

INT. ROHAN VILLAGE - DAY

The VILLAGERS quickly gather their things.

SARUMAN (V.O.) (CONT'D)
Too long have these peasants stood
against you. But no more.

ANGLE ON: MORWEN packs necessities on her horse. She calls out to her CHILDREN.

MORWEN
Éothain! Éothain!

ANGLE ON: A young boy and girl, ÉOTHAIN and FREDA, run to their mother with their bags. MORWEN helps him on the horse.

MORWEN (CONT'D)
You'll take your sister. You'll go
faster with just two.

FREDA
Papa says Éothain must not ride Garulf.
He is too big for him!

MORWEN lifts FREDA onto the horse in front of her brother.

MORWEN
Listen to me. You must ride to Edoras
and raise the alarm. Do you understand
me?

ÉOTHAIN
Yes, Mama!

FREDA starts to cry, and reaches for her mother.

FREDA
I don't want to leave. I don't want to
go, Mama.

(CONTINUED)

CONTINUED:

MORWEN

Freda, I will find you there.

A SCREAM BREAKS THE MOMENT.

CLOSE ON: MORWEN runs to look.

POV: The far side of the village is under siege. VILLAGERS are running towards MORWEN.

MORWEN (CONT'D)

Quickly!

ANGLE ON: MORWEN slaps the horse and it rides off with the children...FREDA continues crying and reaching for her mother...MORWEN looks after them, sorrowfully.

MORWEN (CONT'D)

(quietly)

Go, child.

SERIES OF CUTS: WILD MEN and URUK-HAI overrun the village... the VILLAGERS try in vain to escape...they are cut down...the village burns in their wake...

EXT. PLAINS OF ROHAN - DAY

ANGLE ON: ÉOTHAIN and FREDA weep as they look back.

WIDE ON: The village burns. Smoke billows into the air. Reluctantly, they urge GARULF on to EDORAS.

SARUMAN (V.O.)

Rohan, my lord, is ready to fall.

CUT TO:

EXT. FORDS OF ISEN - NIGHT

WIDE ON: The aftermath of a battle lies in and out of the water. A torrential downpour lends a grey air to the omnipresent death.

ANGLE ON: ÉOMER leads a group of ROHIRRIM HORSEMEN onto the scene and surveys the damage.

(CONTINUED)

CONTINUED:

ÉOMER
 (quietly)
 Théodred.
 (to the ROHIRRIM)
 Find the king's son!

ANGLES ON: The ROHIRRIM walk amongst the arrow-pierced dead, checking the face of each one.

ROHAN SOLDIER 1
 Mordor will pay for this.

ÉOMER
 These Orcs are not from Mordor.

CLOSE ON: He kicks one of the dead Orcs to reveal the familiar WHITE HAND OF SARUMAN.

ROHAN SOLDIER 2
 My Lord Éomer, over here!

ANGLE ON: ÉOMER runs over to the riverbank where ROHAN SOLDIER 2 waits.

CLOSE ON: They roll over THÉODRED.

CLOSE ON: Hope flickers in ÉOMER'S eyes.

ÉOMER
 He's alive.

CUT TO:

EXT. PLAINS OF ROHAN - DAY

MONTAGE OF SHOTS: The ROHIRRIM ride to EDORAS...ÉOMER leads, carrying a gravely wounded THÉODRED.

EXT. EDORAS - DAY

The HORSEMEN ride into the city. The people clear a path for the riders.

EXT. MEDUSELD - DAY

ANGLE ON: ÉOWYN hastens up the stairs to the GOLDEN HALL.

INT. THÉODRED'S BEDCHAMBER - DAY

ANGLE ON: ÉOWYN enters and runs over to THÉODRED'S bed. ÉOMER kneels beside it. She leans over THÉODRED.

ÉOWYN

Théodred!

ANGLE ON: THÉODRED head lolls, unresponsive.

ANGLE ON: ÉOMER nods to ÉOWYN. ÉOWYN draws back the covers and sees THÉODRED'S fatal wound. She gasps, knowing the meaning. She looks to ÉOMER, who nods.

INT. MAIN HALL, MEDUSELD - DAY

WIDE ON: ÉOMER and ÉOWYN stand before the king, THÉODEN, who sits motionless on his throne, wizened, and aged beyond his years. ÉOWYN kisses his cheeks and kneels before him.

ÉOWYN (CONT'D)

Your son is badly wounded, my lord.

ÉOMER

He was ambushed by Orcs.

ANGLE ON: THÉODEN makes no response. He stares off into the distance.

ÉOMER (CONT'D)

If we don't defend our country,
Saruman will take it by force.

WORMTONGUE (O.S.)

That is a lie.

ANGLE ON: GRÍMA WORMTONGUE appears from the shadows. He walks over to stand beside the king.

WORMTONGUE (CONT'D)

Saruman the White has ever been our
friend and ally.

ANGLE ON: ÉOMER looks at WORMTONGUE with contempt.

THÉODEN

(mumbles feebly)

Gríma... Gríma...

(CONTINUED)

CONTINUED:

ANGLE ON: WORMTONGUE leans down close to the King.

THÉODEN (CONT'D)

My son... Gríma...

ÉOMER

Orcs are running freely across our
lands. Unchecked. Unchallenged.
Killing at will. Orcs bearing the White
Hand of Saruman.

ANGLE ON: ÉOMER drops one of the ORC HELMETS onto the ground,
which topples over to reveal the WHITE HAND OF SARUMAN.

ANGLE ON: WORMTONGUE looks at it, as if considering his words.
Finally, he speaks, but kneels down to THÉODRED, as if speaking
to the king.

WORMTONGUE

Why do you lay these troubles on an
already troubled mind? Can you not
see? Your uncle is wearied by your
malcontent, your warmongering.

ANGLE ON: ÉOMER looks over to WORMTONGUE, surprised.

ÉOMER

Warmongering?

ÉOMER grabs WORMTONGUE and pins him against a pillar.

ÉOMER (CONT'D)

How long is it since Saruman bought
you? What was the promised price,
Gríma? When all the Men are dead, you
will take your share of the treasure?

CLOSE ON: WORMTONGUE'S eyes flicks to right. ÉOMER follows his
glance.

ANGLE ON: ÉOWYN pauses to stare back for a moment before
departing from the hall.

ANGLE ON: ÉOMER jerks WORMTONGUE again and clutches his hand
around WORMTONGUE'S neck.

(CONTINUED)

CONTINUED: (2)

ÉOMER (CONT'D)

Too long have you watched my sister.
Too long have you haunted her steps.

ANGLE ON: WORMTONGUE'S eyes flick to the left and right. He smiles as ÉOMER is suddenly pulled off WORMTONGUE by his thugs.

WORMTONGUE

You see much, Éomer, Son of Éomund.
Too much.

The thugs punch ÉOMER in the stomach.

WORMTONGUE (CONT'D)

You are banished forthwith from the
kingdom of Rohan and all its domains
under pain of death.

ANGLE ON: ÉOMER struggles against the MEN.

ÉOMER

You have no authority here. Your
orders mean nothing.

One of the MEN punches ÉOMER in the stomach again.

WORMTONGUE

(shaking his head and smiling)
This order does not come from me.
It comes from the king.

ANGLE ON: WORMTONGUE holds up a document with a sloppy scrawl of a signature at the bottom.

WORMTONGUE (CONT'D)

He signed it this morning.

ANGLE ON: The THUGS drag ÉOMER away.

CUT TO:

EXT. PLAINS OF ROHAN - DAY

The URUK-HAI and ORCS continue to run across the open plains
with their HOBBIT captives.

(CONTINUED)

CONTINUED:

INTERCUT WITH: ARAGORN, LEGOLAS, and GIMLI continue to give pursuit.

GIMLI

Keep breathing. That's the key. Breathe.

LEGOLAS

They run as if the very whips of their masters were behind them.

The TWO PARTIES continue running over the vastness of ROHAN from day through to sunset. Neither the URUK-HAI nor the THREE HUNTERS willing to stop for rest or breath.

EXT. BORDERS OF FANGORN - NIGHT

MERRY and PIPPIN are suddenly thrown onto the ground.

ANGLES ON: The ORCS collapse with exhaustion beneath the boughs of the trees on the very brink of the Fangorn Forest.

ORC

We're not going no further till we've had a breather.

UGLÚK

Get a fire going!

WIDE ON: Several URUK-HAI break off and run into FANGORN FOREST.

ANGLE ON: PIPPIN, hands still bound, crawls over to MERRY.

PIPPIN

Merry! Merry!

MERRY opens his eyes.

MERRY

I think we might have made a mistake leaving the Shire, Pippin.

PIPPIN laughs.

EXT. FANGORN FOREST - NIGHT

ANGLES ON: A group of ORCS chops down the trees inside the Forest for firewood.

ON THE SOUNDTRACK: Low groans and rumbles issue from the forest.

EXT. BORDERS OF FANGORN - NIGHT

ANGLE ON: PIPPIN turns to MERRY with fear.

PIPPIN

What's making that noise?

MERRY looks toward the forest. He smiles.

MERRY

It's the trees.

PIPPIN

What?

MERRY

Do you remember the Old Forest, on the borders of Buckland? Folk used to say there was something in the water that made the trees grow tall...and come alive.

PIPPIN

Alive?

ON THE SOUNDTRACK: Another groan issues from the Forest.

MERRY

Trees that could whisper, talk to each other, even move.

ANGLE ON: An URUK-HAI stares at a piece of bread, and then throws it to the ground.

URUK-HAI

I'm starving. We ain't had nothing but maggoty bread for three stinking days.

ANGLE ON: AN ORC looks up in agreement.

(CONTINUED)

CONTINUED:

SNAGA

Yeah! Why can't we have some meat?!

CLOSE ON: The SNAGA'S eyes grow wide and hungry.

ANGLE ON: MERRY and PIPPIN look over to the ORC. They squirm uncomfortably.

SNAGA

What about them? They're fresh.

UGLÚK

They are not for eating.

ANGLE ON: An URUK-HAI stands the HOBBITS up and moves them off to the side.

ANGLE ON: GRISHNÁKH watches their movements hungrily.

GRISHNÁKH

What about their legs? They don't need those. They look tasty.

GRISHNÁKH makes a move towards the HOBBITS. UGLÚK shoves him back into the ORCS.

UGLÚK

Get back, scum!

The ORCS spring forward and scowl at UGLÚK.

UGLÚK (CONT'D)

The prisoners go to Saruman. Alive and unspoiled.

GRISHNÁKH

Alive?

ANGLE ON: GRISHNÁKH feints to one side of UGLÚK to have another good look at the HOBBITS.

GRISHNÁKH (CONT'D)

Why alive? Do they give good sport?

He looks to UGLÚK hungrily. UGLÚK is unmoved.

(CONTINUED)

CONTINUED: (2)

UGLÚK

They have something. An Elvish weapon.
The master wants it for the war.

ANGLE ON: SNAGA stealthily approaches from behind MERRY and PIPPIN, licking his lips.

ANGLE ON: PIPPIN leans over to MERRY.

PIPPIN

They think we have the Ring.

MERRY quickly shushes PIPPIN.

MERRY

As soon as they find out we don't,
we're dead.

ANGLE ON: SNAGA rises up from behind the HOBBITS and raises his blade.

SNAGA

Just a mouthful. A bit of the flank.

MERRY and PIPPIN gasp.

SUDDENLY, UGLÚK swings his weapon...MERRY and PIPPIN shudder as SNAGA'S head tumbles to the ground between them...They turn around to see his body stand for a moment, and then topple over.

UGLÚK

Looks like meat's back on the menu,
boys.

ANGLES ON: The ORCS and URUK-HAI cheer mightily.

They shove MERRY and PIPPIN to the ground and tear at the carcass.

MERRY

Pippin. Let's go.

Their hands still bound, the HOBBITS crawl away.

(CONTINUED)

CONTINUED: (3)

SUDDENLY, a foot comes down on MERRY.

ANGLE ON: PIPPIN turns over and looks straight into the face of...

CLOSE ON: ...GRISHNÁKH brandishing a blade in his face.

GRISHNÁKH

Go on. Call for help.

GRISHNÁKH grabs PIPPIN by the face and pulls him closer.

GRISHNÁKH (CONT'D)

Squeal. No one's gonna save you now.

ANGLE ON: SUDDENLY, a SPEAR pierces GRISHNÁKH'S back.

He screams and rolls off of PIPPIN...PIPPIN and MERRY look up to see who threw the spear.

ANGLES ON: The ORCS halt their feast and look into the darkness to find...

ANGLES ON: ...Hundreds of HORSEMEN burst onto the camp. The ROHIRRIM throw spears and quickly begin to decimate the Orcs' numbers.

ANGLE ON: MERRY starts crawling again.

MERRY

Pippin!

SERIES OF CUTS: The ORCS and URUKS make a feeble charge on the ROHIRRIM. The ROHIRRIM mercilessly slaughter them with swords, arrows, and spears, all from horseback! The ORCS and URUKS run for their lives!

ANGLE ON: PIPPIN looks around quickly in the ensuing pandemonium...he rolls onto his back and looks up to find...

POV: ...A HORSE REARING ABOVE HIM! THE HOOVES CRASH DOWN.

CUT TO:

EXT. PLAINS OF ROHAN - DAY

The dawning sun rises as the THREE HUNTERS continue their trek across the fields at high speed.

ANGLE ON: LEGOLAS pauses and looks upon the sun with dread.

LEGOLAS

A red sun rises. Blood has been
spilled this night.

Without another word, he continues on the hunt.

EXT. PLAINS OF ROHAN - DAY

At the top of a rise, ARAGORN stops again to examine the ground.

ON THE SOUNDTRACK: The SOUNDS OF HORSES NEIGHING BREAKS THE AIR!

ANGLE ON: ARAGORN looks up warily. He gestures to LEGOLAS and GIMLI to hasten behind a nearby rock formation to hide.

WIDE ON: The ÉOMER AND HIS RIDERS OF ROHAN ride over the hill.

ANGLE ON: ARAGORN looks up at them passing. He walks calmly out of hiding.

ARAGORN

(calling out)

Riders of Rohan, what news from the
Mark?

WIDE ON: The HEAD HORSEMAN signals the pack with his spear. With astonishing speed and skill, the ROHIRRIM check their steeds, wheel around, and charge the THREE.

ANGLE ON: ARAGORN is joined by LEGOLAS and GIMLI. Together, they watch the ROHIRRIM approach.

WIDE ON: The RIDERS circle around the THREE HUNTERS tightly. They suddenly stop and point their spears at the THREE.

ANGLE ON: ARAGORN holds up his hands in surrender...ÉOMER rides forward and addresses them from his steed.

(CONTINUED)

CONTINUED:

ÉOMER

What business does an Elf, a Man and a Dwarf have in the Riddermark? Speak quickly!

GIMLI

(defiantly)

Give me your name, horse-master, and I shall give you mine.

ANGLE ON: ÉOMER hands his staff to another RIDER, and gets off his horse.

ANGLE ON: GIMLI gives an arrogant nod at ÉOMER'S approach. ARAGORN puts a hand on GIMLI'S shoulder to stay him.

ÉOMER

I would cut off your head, beard and all, Master Dwarf, if it stood but a little higher from the ground.

ANGLE ON: In a lightning fast move, LEGOLAS nocks an arrow, and points it at ÉOMER.

LEGOLAS

You would die before your stroke fell.

IN A TENSE MOMENT, ALL SPEARS ARE TRAINED ON LEGOLAS.

ARAGORN lowers LEGOLAS' bow.

ARAGORN

I am Aragorn, son of Arathorn. This is Gimli, son of Glóin and Legolas of the Woodland Realm. We are friends of Rohan and of Théoden, your king.

ÉOMER

Théoden no longer recognizes friend from foe.

ANGLE ON: ÉOMER removes his helmet.

ÉOMER (CONT'D)

Not even his own kin.

(CONTINUED)

CONTINUED: (2)

The ROHIRRIM withdraw their spears.

ÉOMER (CONT'D)

Saruman has poisoned the mind of the king and claimed lordship over these lands. My company are those loyal to Rohan. And for that, we are banished.

(quietly to the THREE; accusing)

The White Wizard is cunning. He walks here and there, they say, as an old man hooded and cloaked. And everywhere, his spies slip past our nets.

ARAGORN

We are no spies. We track a party of Uruk-Hai westward across the plain. They have taken two of our friends captive.

ÉOMER

The Uruks are destroyed. We slaughtered them during the night.

ANGLE ON: GIMLI springs forward.

GIMLI

(desperately)

But there were two Hobbits. Did you see two Hobbits with them?

ARAGORN

They would be small. Only children to your eyes.

ÉOMER

(shaking his head)

We left none alive. We piled the carcasses and burned them.

ANGLE ON: Smoke rises from a pile in the distance.

ANGLES ON: ARAGORN looks away, dumbfounded...GIMLI stands in shock.

GIMLI

Dead?

(CONTINUED)

CONTINUED: (3)

ÉOMER

(nodding)

I am sorry.

LEGOLAS puts a hand on Gimli's shoulder in grief.

ANGLE ON: ÉOMER turns and whistles.

ÉOMER

Hasufel! Arod!

Two steeds move to the forefront. ÉOMER lovingly places his hand on them.

ÉOMER

May these horses bear you to better
fortune than their former masters.
Farewell.

ÉOMER puts on his helmet and returns to his horse.

ÉOMER

Look for your friends. But do not trust
to hope. It has forsaken these lands.
(To the RIDERS)
We ride north!

WIDE ON: The ROHIRRIM quickly ride off and disappear to the North.

ANGLE ON: ARAGORN looks toward the smoldering pile.

EXT. PLAINS OF ROHAN - DAY

WIDE ON: ARAGORN on HASUFEL, and GIMLI riding behind LEGOLAS on AROD, they ride across the Plains toward the edge of the FANGORN FOREST, where the pile of dead Orcs smolders.

EXT. BORDERS OF FANGORN - DAY

ANGLE ON: THE THREE HUNTERS halt their steeds beside the pile and dismount. They look upon the pile with dismay.

(CONTINUED)

CONTINUED:

LATER...

GIMLI half-heartedly shifts through the smoldering ORCS with his axe. He reaches down to retrieve one of the HOBBITS' sheathes. He turns mournfully to ARAGORN and LEGOLAS.

GIMLI

It's one of their wee belts.

ANGLE ON: LEGOLAS bows his head and closes his eyes.

LEGOLAS

(in ELVISH)

Hiro hyn hîdh ab 'wanath.

May they find peace in death.

ANGLE ON: ARAGORN kicks a helmet. He screams a cry of anguished defeat and falls to his knees, hanging his head low. He sits in despair.

GIMLI

We failed them.

ANGLE ON: ARAGORN turns his head. Something on the ground suddenly catches his attention. A glimmer of hope flickers across his visage as he notes some marks on the ground. He moves towards them, and touches the spots with his hands.

ARAGORN

A Hobbit lay here. And the other.

He sits back to ponder the meaning of these marks.

INTERCUT WITH: PIPPIN screams as the HORSE rears over him. He rolls out of the way as it CRASHES DOWN.

ANGLE ON: ARAGORN'S eyes shift to a new set of markings off to one side.

ARAGORN (CONT'D)

They crawled.

INTERCUT WITH: PIPPIN crawls across the raging battlefield.

(CONTINUED)

CONTINUED: (2)

ANGLE ON: ARAGORN tracks the HOBBITS with LEGOLAS and GIMLI closely following his progress. He points out the marks.

ARAGORN (CONT'D)

Their hands were bound.

INTERCUT WITH: PIPPIN reaches a fallen blade. He rubs his bonds furiously against its sharp edge.

ANGLE ON: ARAGORN comes upon a short length of rope buried in the trampled grass.

ARAGORN (CONT'D)

Their bonds were cut.

He continues tracking across the grass.

INTERCUT WITH: PIPPIN frantically releases MERRY from his bonds, and pulls him to his feet. They begin to make their way to safety outside the ring of battle.

ANGLE ON: ARAGORN continues to follow their progress from the history they left in the dirt and grass.

INTERCUT WITH: MERRY and PIPPIN narrowly avoid horse, spear, and falling ORC to make their way to safety.

ANGLE ON: ARAGORN points out their tracks in the ground.

ARAGORN (CONT'D)

They ran over here.

As he follows the prints, he notes another set along side them.

ARAGORN (CONT'D)

They were followed.

INTERCUT WITH: As they flee, GRISHNÁKH, wounded on the ground, grabs PIPPIN by his belt and clings on.

MERRY

The belt!

(CONTINUED)

CONTINUED: (4)

PIPPIN unbuckles his belt, leaving it with GRISHNÁKH. GRISHNÁKH throws it onto the ground and crawls after them. The HOBBITS continue running at their top speed away across the plain.

MERRY (CONT'D)

Run!

ANGLE ON: ARAGORN runs after their tracks, imagining them.

ARAGORN

The tracks lead away from the battle...

INTERCUT WITH: MERRY and PIPPIN run right into FANGORN FOREST and disappear in the trees.

ANGLE ON: ARAGORN, LEGOLAS, and GIMLI are running and stop short of entering FANGORN.

ARAGORN (CONT'D)

...into Fangorn Forest.

WIDE ON: The THREE HUNTERS look into the dense and dark forest of gnarled trees so close together, it's as if it is guarding against entry.

GIMLI

Fangorn? What madness drove them in there?

ANGLE ON: The THREE HUNTERS continue to look into the forest, uncertain as to whether they should enter or not.

PAN INTO THE FOREST AND CROSSFADE TO:

EXT. FANGORN FOREST - NIGHT

WIDE ON: PIPPIN and MERRY charge into the looming forest checking behind them as they go.

ANGLE ON: They finally collapse on a bed of leaves and look about them.

WIDE ON: MERRY and PIPPIN seem all of a sudden much smaller compared to the majesty of the ancient forest.

(CONTINUED)

CONTINUED:

PIPPIN

Did we lose him? I think we lost him.

ANGLE ON: PIPPIN and MERRY turns in the direction of an approaching sound. Their expressions drop.

ANGLE ON: GRISHNÁKH stumbles his way through the underbrush, looking for them. He holds his blade before him, ready to strike.

GRISHNÁKH

(grumbling)

I'm going to rip out your filthy little innards!

ANGLE ON: MERRY and PIPPIN hasten behind a tree.

GRISHNÁKH (CONT'D)

Come here!

ANGLE ON: MERRY and PIPPIN run across the forest, desperate for a hiding place.

MERRY

Trees. Climb a tree.

ANGLES ON: MERRY and PIPPIN quickly climb the nearest tree.

ANGLE ON: MERRY climbs to the lowermost branch and looks about the forest.

POV: GRISHNÁKH is nowhere in sight. MERRY sighs with relief.

MERRY (CONT'D)

He's gone.

SUDDENLY, MERRY is jerked out of the tree.

ANGLE ON: He falls to the ground in a heap, and GRISHNÁKH looms over him, hungrily. MERRY kicks him in the face, but he is undeterred. MERRY attempts to back away from his attacker, but GRISHNÁKH maintains his superior position.

PIPPIN

(from the tree)

Merry!

(CONTINUED)

CONTINUED: (2)

ANGLE ON: PIPPIN looks down, helpless. Suddenly, as if reacting to Pippin's yell, TWO YELLOW EYES flicker open on the tree. PIPPIN glances over to them, and then back to MERRY.

Realization dawns on him, and he slowly looks back at the EYES. The TREE grimaces and then turns its head to look directly at PIPPIN.

Speechless, PIPPIN loses his grip and begins to fall. The TREE lifts one of its limbs and catches PIPPIN in its hand before he can get very far.

ANGLE ON: GRISHNÁKH raises his blade to pierce MERRY.

GRISHNÁKH

Let's put a maggot hole in your belly!

The TREE raises a leg high over GRISHNÁKH.

ANGLE ON: MERRY takes his attention from GRISHNÁKH and focuses on the TREE.

ANGLE ON: GRISHNÁKH notices MERRY'S expression and looks behind him.

HIGH ANGLE ON: The TREE brings its leg down and smashes GRISHNÁKH into the ground.

PIPPIN

Run, Merry!

ANGLE ON: MERRY runs, but is quickly overtaken by the TREE who takes a mighty step and scoops MERRY up into his other hand.

ANGLE ON: The TREE examines the struggling HOBBITS as he continues walking through the forest.

THE TREE

Little Orcs. Burárum...

PIPPIN stops struggling and looks at MERRY, wide-eyed.

PIPPIN

It's talking, Merry. The tree is talking.

(CONTINUED)

CONTINUED: (3)

THE TREE

(angrily)

Tree? I am no tree! I am an Ent.

ANGLE ON: Recognition dawns on MERRY'S face, and he smiles in wonder and delight.

MERRY

A tree-herder. A shepherd of the forest.

PIPPIN

Don't talk to it, Merry. Don't encourage it!

TREEBEARD

TREEBEARD, some call me.

PIPPIN

And whose side are you on?

TREEBEARD

Side? I am on nobody's side because nobody's on my side, little Orc. Nobody cares for the woods anymore.

MERRY

We're not Orcs! We're Hobbits!

TREEBEARD

Hobbits? Never heard of a Hobbit before. Sounds like Orc mischief to me!

He squeezes the HOBBITS in rage...MERRY and PIPPIN squirm in pain.

TREEBEARD (CONT'D)

(angrily)

They come with fire. They come with axes. Gnawing, biting, breaking, hacking, burning! Destroyers and usurpers! Curse them!

MERRY

No! You don't understand. We're Hobbits! Halflings! Shire-folk!

(CONTINUED)

CONTINUED: (4)

They continue struggling in TREEBEARD'S firm grip.

TREEBEARD

Maybe you are and maybe you aren't. The
White Wizard will know.

PIPPIN

(worried)
The White Wizard?

MERRY

(quietly)
Saruman.

TREEBEARD drops them at the feet of a WIZARD dressed in gleaming white with long, white hair. MERRY and PIPPIN slowly look up to the WIZARD.

CUT TO:

EXT. EMYN MUIL - DAY

GOLLUM scrambles upward through a narrow pass, with FRODO and SAM following close behind. He leaps up to a higher point as the HOBBITS trail.

GOLLUM

See? See? We have led you out. Hurry,
Hobbittses. Hurry!

FRODO and SAM catch up to GOLLUM. He climbs atop a rock.

GOLLUM (CONT'D)

Very lucky we find you.

WIDE ON: They stand at the edge of EMYN MUIL overlooking the next part of their journey with MORDOR in the distance. FRODO walks past, but SAM pauses to give GOLLUM an evil look. GOLLUM cringes.

GOLLUM (CONT'D)

Nice Hobbit.

He leaps after FRODO, putting a wide berth between him and SAM.

CUT TO:

EXT. THE DEAD MARSHES - TWILIGHT

ANGLE ON: Sam's foot slips in a puddle of muck...he starts backward to get a view of where they're going.

SAM

It's a bog. He's led us into a swamp.

GOLLUM

A swamp, yes, yes. Come, master. We will take you on safe paths through the mist.

WIDE ON: GOLLUM starts making his way across an invisible path across the wetlands. He looks back to the HOBBITS.

GOLLUM

(gesturing)

Come, Hobbits, come. We go quickly.

FRODO and SAM follow him.

EXT. AERIAL OF THE DEAD MARSHES - DAY

AERIAL: The DEAD MARSHES stretch for miles and miles as far as the eye can see...FRODO, SAM, and GOLLUM appear AS TINY AS SPECKS slowly crossing it.

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

I found it, I did. The way through the marshes. Orcs don't use it. Orcs don't know it. They go around for miles and miles. Come quickly. Soft and quick as shadows we must be.

EXT. THE DEAD MARSHES - DAY

ANGLE ON: FRODO, SAM and GOLLUM rest from the day's journey.

SAM

I hate this place. It's too quiet. There's been no sight or sound of a bird for two days.

GOLLUM

No, no birdses to eat. No crunchable birdses.

(CONTINUED)

CONTINUED:

SAM locates some LEMBAS BREAD in his pack and hands some to FRODO, before getting some for himself. GOLLUM pounds the ground in frustration.

GOLLUM (CONT'D)

We are famished! Yes! Famished we are,
precious!

Suddenly, GOLLUM sees something on the ground. His eyes dart around following it, before his hands move like lightning to snatch up-

-a worm. He looks at it suspiciously, shakes it a little, and then slurps it down with a grimace.

CLOSE ON: SAM grimaces as well and opts out of finishing his bit of LAMBAS BREAD.

ANGLE ON: FRODO breaks a piece off of his bread and tosses it to GOLLUM.

FRODO

Here.

ANGLE ON: GOLLUM snaps around to look at it.

GOLLUM

What does it eats?

He runs over to the piece on the ground and circles it like a hungry animal.

GOLLUM (CONT'D)

Is it tasty?

He picks it up and tosses it into his mouth. Almost immediately, he dramatically chokes on it and spits it out.

CLOSE ON: SAM rolls his eyes and sighs.

ANGLE ON: GOLLUM hacks and coughs.

GOLLUM (CONT'D)

It tries to chokes us! We can't eats
Hobbit food! We must starve!

(CONTINUED)

CONTINUED: (2)

GOLLUM bawls and falls onto his back, whining.

SAM

Well, starve, then. And good riddance!

GOLLUM crawls toward SAM.

GOLLUM

Oh, cruel Hobbit. It does not care if
we be hungry. Does not care if we
should die.

ANGLE ON: GOLLUM turns to FRODO, his eyes growing wide and
innocent.

GOLLUM (CONT'D)

Not like master.

ANGLE ON: FRODO ignores GOLLUM'S words.

GOLLUM (CONT'D)

Master cares. Master knows.

FRODO looks to GOLLUM, beginning to understand.

GOLLUM (CONT'D)

Yes. Precious.

CLOSE ON: FRODO raises his hand to cover the RING hidden under
his tunic.

CLOSE ON: GOLLUM mimics his action, watching where FRODO holds.

GOLLUM (CONT'D)

Once it takes hold of us, it never
lets go.

ANGLE ON: FRODO is tranced by the truth of Gollum's words.

ANGLE ON: GOLLUM reaches out to touch the RING...FRODO comes
to, and slaps Gollum's hand away.

FRODO

Don't touch me!

GOLLUM shrinks away from FRODO. There is a tense moment before
GOLLUM backs away from FRODO and lies down on the ground.

EXT. THE DEAD MARSHES - DAY

GOLLUM leads SAM and FRODO into an area of the marshes where small flames burn on the surface of the mist-covered waters.

ANGLE ON: SAM suddenly stops and glimpses beneath the water's surface.

ANGLE ON: PALLID FACES of dead MEN and ELVES float in the water.

SAM

There are dead things! Dead faces in the water.

ANGLE ON: FRODO looks to the disturbing sight.

GOLLUM

All dead. All rotten. Elves and Men and Orcses. A great battle long ago.

ANGLE ON: GOLLUM stops and turns to the HOBBITS.

GOLLUM (CONT'D)

Dead Marshes. Yes. Yes, that is their name.

(gesturing and moving on)

This way. Don't follow the lights.

ANGLE ON: SAM slips into the water again...GOLLUM turns to them quickly.

GOLLUM (CONT'D)

Careful now!

CLOSE ON: The DEAD FACES IN THE WATER.

GOLLUM (O.S.) (CONT'D)

Or Hobbits go down to join the dead ones and light little candles of their own.

ANGLE ON: SAM warily follows GOLLUM, but FRODO is drawn toward the water.

ANGLE ON: One of the DEAD dressed in ELVEN ARMOUR. It floats just beneath the surface with a disturbing peacefulness.

ANGLE ON: FRODO draws himself closer and closer to the water.

(CONTINUED)

CONTINUED:

ANGLE ON: SAM looks around. His face drops when he sees where FRODO is.

SAM

Frodo!

ANGLE ON: FRODO pays SAM no mind, but continues to stare at the DEAD ELF in the water.

CLOSE ON: SUDDENLY, the Dead Elf's eyes snap open. Its blank, pallid stare looks straight at FRODO.

ANGLE ON: FRODO registers surprise only for a moment before falling face-first into the marsh...SAM bolts toward him.

INT. THE DEAD MARSHES - DAY

ANGLE ON: FRODO floats beneath the surface. He looks about in fear...a decayed face silently screams and moves toward him, reaching out its rotten hand...

Panicked, FRODO tries to escape. Two more DEAD grasp him from behind. The DEAD quickly surrounded him, grasping with decayed limbs.

Another hand reaches around FRODO, and he collapses into the dead behind him.

EXT. THE DEAD MARSHES - DAY

GOLLUM pulls FRODO out of the BOG...FRODO gasps and sputters for air...GOLLUM drags the struggling FRODO completely out of the water, and lays him on the ground.

ANGLE ON: FRODO finally comes to and looks over to his savior, in perplexed gratitude and disbelief.

FRODO

Gollum?

GOLLUM

(emphatically)

Don't follow the lights.

He crawls away. SAM runs to Frodo's side.

(CONTINUED)

CONTINUED:

FRODO

Gollum!

SAM

Mr. Frodo! Are you all right?

SAM drags FRODO away from the swamp. FRODO stares after GOLLUM.

CUT TO:

EXT. THE DEAD MARSHES - NIGHT

WIDE ON: MOUNT DOOM chokes ash and fire, giving light to the night.

PAN OVER THE CAMP: The HOBBITS sleep...or so it appears.

ANGLE ON: FRODO holds the RING in the palm of his hand, caressing it...gazing upon it.

SUDDENLY, he hears GOLLUM. He grasps the RING, as if to hide it.

GOLLUM (O.S.)

So bright. So beautiful.

FRODO quickly stuffs the RING inside his shirt.

ANGLE ON: FRODO rolls over. GOLLUM crouches away from him, stroking the centre of his palm, just as FRODO was doing only a moment before.

GOLLUM (CONT'D)

Our precious.

FRODO

What did you say?

ANGLE ON: GOLLUM calmly turns to FRODO, still lost in his own reverie.

GOLLUM

Master should be resting. Master needs to keep up his strength.

FRODO gets up and stands behind GOLLUM.

(CONTINUED)

CONTINUED:

FRODO

Who are you?

GOLLUM

(quickly)

Mustn't ask us. Not its business.

(coughing)

Gollum. Gollum.

FRODO crouches behind him.

FRODO

Gandalf told me you were one of the
river-folk.

GOLLUM

(absently; ignoring Frodo)

Cold be heart and hand and bone

Cold be travelers far from home

FRODO

He said your life was a sad story.

GOLLUM

*They do not see what lies ahead,
when sun has failed and moon is dead.*

FRODO

You were not so very different from
a Hobbit once. Were you?

He looks closely at GOLLUM, who tries to ignore him.

FRODO (CONT'D)

Sméagol.

CLOSE ON: GOLLUM reacts. He looks up slowly. His face changes to that of surprise and wonder.

GOLLUM

What did you call me?

FRODO

That was your name once, wasn't it?
A long time ago.

(CONTINUED)

CONTINUED: (2)

GOLLUM
(with difficulty)
My name...my name...
(smiling)
Sméagol.

ON THE SOUNDTRACK: A piercing cry breaks the silence of the night.

ANGLES ON: SAM snaps around, waking up instantly...FRODO looks around quickly...GOLLUM gasps and lays close to the ground, trying to hide.

SAM
Black Riders!

GOLLUM
Hide! Hide!

ANGLE ON: GOLLUM runs off. FRODO grasps the RING and groans in agony.

FLASH INSERT: The faces of the RINGWRAITHS bear down on FRODO. The WITCH KING reaches for the RING.

ANGLE ON: FRODO collapses onto the ground, wincing.

FLASH INSERT: Surrounded by the RINGWRAITHS, the WITCH KING reels back and stabs FRODO with his blade.

ANGLE ON: FRODO lurches reliving the act, clutching his shoulder...SAM runs over to him...he passes GOLLUM, hiding under a small tree.

SAM
Come on, Frodo! Come on!

SAM drags FRODO across the ground toward GOLLUM.

GOLLUM
Quick! They will see us! They will see us!

SAM finally gets FRODO over with GOLLUM under the tree.

(CONTINUED)

CONTINUED: (3)

SAM

I thought they were dead!

GOLLUM

(shaking his head)

Dead? No, you cannot kill them. No.

ANGLE ON: GOLLUM and SAM look out to see if they can spot the RINGWRAITH.

EXT. SKIES ABOVE THE DEAD MARSHES - DAY

CLOSE ON: ARMOURED HANDS grip the reins of a flying FELLBEAST.

ANGLE ON: The RINGWRAITH looks out from behind the darkness of his hood.

AERIAL ON: SCREAMS of the DARK RIDER fill the air as the winged beast flies over the Marshes.

EXT. THE DEAD MARSHES - DAY

GOLLUM whelps and cowers as the RINGWRAITH swoops over their hiding place.

ANGLE ON: SAM ducks, covering FRODO.

GOLLUM (CONT'D)

Wraiths! Wraiths on wings!

CLOSE ON: FRODO'S eyes roll back into his head as the shrieks of the NAZGÛL penetrate him. He clutches the RING at his chest.

ANGLE ON: GOLLUM looks over to him, concerned.

GOLLUM (CONT'D)

They are calling for it. They are calling for the precious.

CLOSE ON: FRODO hyperventilates and continues clutching the RING as it tries to take him and respond to the calls of the WRAITHS. SAM grabs Frodo's hand and shakes him.

SAM

Mr. Frodo! It's alright. I'm here.

(CONTINUED)

CONTINUED:

AERIAL ON: The RINGWRAITH passes over them once more before turning towards MORDOR.

ANGLE ON: GOLLUM watches it go, and then turns to the HOBBITS, as they sit up.

GOLLUM

Hurry, Hobbits. The Black Gate is very close.

CUT TO:

EXT. FANGORN FOREST - DAY

CLOSE ON: A DARK STAIN dominates a leaf of one of the many plants on the floor of FANGORN FOREST...Someone approaches...A HAND touches the stain and brings it up to his mouth...It is GIMLI...He spits out the offending substance.

GIMLI

Orc blood.

ANGLE ON: ARAGORN scours the forest floor, following the tracks of the HOBBITS. LEGOLAS follows closely, and GIMLI joins them. ARAGORN suddenly halts, regarding his latest findings.

ARAGORN

These are strange tracks.

GIMLI

(fearful)

The air is so close in here.

ANGLE ON: LEGOLAS looks about the forest, as if feeling it.

LEGOLAS

This forest is old. Very old. Full of memory...and anger.

ON THE SOUNDTRACK: Low groans reverberate throughout the forest.

ANGLE ON: GIMLI gasps and raises his axe.

LEGOLAS (CONT'D)

The trees are speaking to each other.

(CONTINUED)

CONTINUED:

ANGLE ON: ARAGORN turns to GIMLI, who is fearfully waving his axe about, looking for foes.

ARAGORN
(whispering)
Gimli!

ANGLE ON: GIMLI starts at the sound of his name.

ARAGORN (CONT'D)
(gesturing)
Lower your axe.

GIMLI recalls himself and lowers his axe, as if surrendering.

LEGOLAS
(reverently)
They have feelings, my friend. The
Elves began it. Waking up the
trees, teaching them to speak.

GIMLI
(in disbelief)
Talking trees. What do trees have
to talk about? Except the consistency
of squirrel droppings.

They continue walking through the forest.

ANGLE ON: SUDDENLY, LEGOLAS senses something and runs off for a better look.

LEGOLAS
(in ELVISH; subtitled)
Aragorn, nad nâ ennas!

Something is out there.

CLOSE ON: LEGOLAS intently searches the FOREST. ARAGORN comes up behind him.

(CONTINUED)

CONTINUED: (2)

ARAGORN

(in ELVISH; subtitled)

Man cenich?

What do you see?

LEGOLAS

(whispered)

The White Wizard approaches.

CLOSE ON: The THREE HUNTERS weigh the gravity of this pronouncement.

ARAGORN

(whispered)

Do not let him speak. He will put a spell on us.

CLOSE ON: ARAGORN readies his sword...GIMLI grips his axes... LEGOLAS nocks an arrow.

ARAGORN (CONT'D)

(whispered)

We must be quick.

QUICK SERIES OF CUTS: WITH A YELL, the three swing round to attack...a bright light envelops them from the WIZARD...GIMLI throws his axe...it is shattered...LEGOLAS launches an arrow... it is deflected...ARAGORN'S sword becomes red hot in his grasp ...it clatters to the forest floor.

ANGLE ON: The THREE HUNTERS shield their eyes from the blinding light emanating from the WHITE WIZARD.

WHITE WIZARD

You are tracking the footsteps of two young Hobbits.

ARAGORN

Where are they?

WHITE WIZARD

They passed this way the day before yesterday. They met someone they did not expect. Does that comfort you?

(CONTINUED)

CONTINUED: (3)

ARAGORN

Who are you? Show yourself!

ANGLE ON: The WHITE WIZARD recalls his light...slowly, his face is revealed...standing before them, DRESSED ALL IN WHITE, is GANDALF!

ANGLE ON: ARAGORN looks upon him, astounded.

ARAGORN

It cannot be.

LEGOLAS

(kneeling)

Forgive me. I mistook you for Saruman.

GIMLI joins LEGOLAS in bowing before the light of GANDALF.

GANDALF

I am Saruman. Or rather, Saruman as he should have been.

ARAGORN

You fell.

GANDALF

Through fire and water.

EXT. DURIN'S TOWER, SILVERTINE - FLASHBACK

WIDE ON: In a raging snowstorm, high atop SILVERTINE in the living rock of ZIRAKZIGIL, GANDALF faces off with the BALROG in DURIN'S TOWER.

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

From the lowest dungeon to the highest peak, I fought with the Balrog of Morgoth.

ANGLE ON: GANDALF holds up GLAMDRING...lightning energizes it.

THE BALROG charges GANDALF again...GANDALF plunges GLAMDRING into the BALROG.

WIDE ON: With a final cry, the BALROG falls, smoking, from the peak and lands on the icy mountainside.

(CONTINUED)

CONTINUED:

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

*Until at last, I threw down my enemy and
smote his ruin upon the mountainside.*

ANGLE ON: High above the BALROG, GANDALF lies upon the snowy peak, dying.

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

*Darkness took me, and I strayed out
of thought and time.*

TRACK IN TO GANDALF'S EYE...A BRIGHT LIGHT erupts...

INSERT IMAGE: DEATH...BIRTH...COSMIC WEIRDNESS...

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

*Stars wheeled overhead and every day was
as long as a life age of the Earth.*

WHITE LIGHT ENVELOPES THE IMAGE...

TRACK OUT FROM GANDALF'S EYE...

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

*But it was not the end. I felt life
in me again.*

ANGLE ON: GANDALF lies upon the ground - naked, calm, and still. His hair has turned white, and his wounds are healed. He suddenly utters with a deep gasp and pants as life returns to him.

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

I've been sent back...

EXT. FANGORN FOREST - DAY

GANDALF (CONT'D)

...until my task is done.

ARAGORN

Gandalf.

(CONTINUED)

CONTINUED:

GANDALF
 (momentarily confused)
 Gandalf? Yes.
 (smiling)
 That's what they used to call me.

ARAGORN nods...GANDALF looks at ARAGORN, smiling.

GANDALF (CONT'D)
 Gandalf the Grey. That was my name.

GIMLI
 Gandalf.

GANDALF
 (with a smile)
 I am Gandalf the White.

LEGOLAS grins.

GANDALF
 And I come back to you now at the
 turn of the tide.

EXT. FANGORN FOREST - DAY

WIDE ON: GANDALF leads ARAGORN, LEGOLAS, and GIMLI through the forest. He wears his ELVEN CLOAK over his white robes.

GANDALF (CONT'D)
 One stage of the journey is over,
 another begins. We must travel to
 Edoras with all speed.

GIMLI
 Edoras? That is no short distance!

ARAGORN
 We hear of trouble in Rohan. It goes ill
 with the king.

GANDALF stops.

GANDALF
 Yes, and it will not be easily cured.

(CONTINUED)

CONTINUED:

GIMLI

Then we have run all this way for nothing? Are we to leave those poor Hobbits here in this horrid, dark, dank tree-infested--?

WIDE ON: The FOREST responds to Gimli's complaints with a low rumble.

ANGLE ON: GIMLI stops and looks around, fearfully.

GIMLI (CONT'D)

I mean, charming...quite charming forest.

He smiles. The rumbling ceases.

ANGLE ON: GANDALF turns to GIMLI.

GANDALF

It was more than mere chance that brought Merry and Pippin to Fangorn. A great power has been sleeping here for many long years. The coming of Merry and Pippin will be like the falling of small stones that starts an avalanche in the mountains.

ARAGORN

In one thing you have not changed, dear friend.

GANDALF leans close to ARAGORN.

ARAGORN (CONT'D)

(low)

You still speak in riddles.

They laugh.

GANDALF

A thing is about to happen that has not happened since the Elder Days. The Ents are going to wake up and find that they are strong.

(CONTINUED)

CONTINUED: (2)

GIMLI

Strong?!
 (smiling nervously)
 Oh, that's good.

GANDALF

(turning to leave)
 So stop your fretting, Master Dwarf.

GANDALF starts walking out of the FOREST again.

GANDALF (CONT'D)

Merry and Pippin are quite safe. In fact, they are far safer than you are about to be.

GIMLI

(to himself)
 This new Gandalf's more grumpy than the old one.

GIMLI trudges after the rest of the party.

EXT. BORDER OF FANGORN FOREST - DAY

ANGLE ON: GANDALF whistles piercingly. It echoes off into the distance. He whistles again. As the echo dies out, a neigh answers him.

ANGLE ON: A magnificent WHITE HORSE gallops towards GANDALF over a nearby hill...GANDALF smiles.

ANGLE ON: LEGOLAS, standing with ARAGORN, GIMLI and their steeds, looks upon the approaching steed in awe.

LEGOLAS

That is one of the Mearas, unless my eyes are cheated by some spell.

ANGLE ON: The horse gallops across the plain and comes to a stop in front of GANDALF.

GANDALF

Shadowfax. He is the lord of all horses ...and has been my friend through many dangers.

(CONTINUED)

CONTINUED:

GANDALF walks up to SHADOWFAX and strokes his neck.

CUT TO:

EXT. PLAINS OF ROHAN - DAY

The THREE HUNTERS make haste in riding across the vast plains to their destination at EDORAS.

EXT. FANGORN FOREST - DAY

ANGLE ON: TREEBEARD continues his slow trek through the forest. MERRY and PIPPIN remain perched in his branches - helplessly lead along to whatever fate has in store for them.

TREEBEARD

(passionately)

*O Rowan mine
I saw you shine
Upon a summer's day
Upon your head
How golden-red
The crown you bore aloft*

MERRY yawns.

TREEBEARD (CONT'D)

Such a beautiful verse.

MERRY

Is it much further?

TREEBEARD

Bru-ra-hroom. Don't be hasty. You might call it far, perhaps. My home lies deep in the forest near the roots of the mountain. I told Gandalf I would keep you safe. And safe is where I'll keep you. I believe you will enjoy this next one too. It's one of my own compositions. Right.

TREEBEARD clears his throat.

ANGLE ON: PIPPIN settles in to TREEBEARD and closes his eyes.

(CONTINUED)

CONTINUED:

AERIAL: Over the mist-covered trees as the sun sets, TREEBEARD plods along to his destination.

TREEBEARD (V.O.) (CONT'D)
*Beneath the roof of sleeping leaves
 And the dreams of trees unfold
 When woodland halls are green and cool
 And the wind is in the West
 Come back to me
 Come back to me
 And say my land is best*

ANGLE ON: TREEBEARD looks over to the HOBBITS to find them asleep.

CUT TO:

EXT. FANGORN FOREST - NIGHT

ANGLE ON: TREEBEARD carefully lays the sleeping HOBBITS on the ground.

TREEBEARD (CONT'D)
 Sleep, little Shirelings. Heed no
 nightly noise. Sleep till morning light.

ANGLE ON: TREEBEARD stands back up and walks away, through the forest.

TREEBEARD (CONT'D)
 I have business in the forest. There
 are many to call. Many that must come.
 The Shadow lies on Fangorn. The
 withering of all woods is drawing near.

WIDE ON: TREEBEARD slowly walks away from the HOBBITS.

EXT. PLAINS OF ROHAN - NIGHT

GANDALF stands on the edge of a small hill overlooking the Plains. ARAGORN leaves the fire and joins him.

(CONTINUED)

CONTINUED:

GANDALF

The veiling shadow that glowers in the east takes shape. Sauron will suffer no rival. From the summit of Barad-dûr, his Eye watches ceaselessly. But he is not so mighty yet that he is above fear. Doubt ever gnaws at him. The rumor has reached him. The heir of Númenor still lives.

ANGLE ON: ARAGORN looks over to GANDALF to find him already looking into his eyes.

GANDALF (CONT'D)

Sauron fears you, Aragorn. He fears what you may become.

ARAGORN looks away, considering these words. GANDALF looks back to the east.

GANDALF (CONT'D)

And so he'll strike hard and fast at the world of Men. He will use his puppet Saruman to destroy Rohan. War is coming. Rohan must defend itself, and therein lies our first challenge for Rohan is weak and ready to fall. The king's mind is enslaved, it's an old device of Saruman's. His hold over King Théoden is now very strong. Sauron and Saruman are tightening the noose. But for all their cunning, we have one advantage.

ARAGORN and GANDALF lock eyes again.

GANDALF (CONT'D)

The Ring remains hidden.

ARAGORN nods.

GANDALF (CONT'D)

And that we should seek to destroy it has not yet entered their darkest dreams.

(MORE)

(CONTINUED)

CONTINUED: (2)

GANDALF (CONT'D)

And so the weapon of the enemy is moving towards Mordor in the hands of a Hobbit. Each day brings it closer to the fires of Mount Doom. We must trust now in Frodo. Everything depends upon speed and the secrecy of his quest.

GANDALF looks over to ARAGORN and sees the worry upon his face.

GANDALF (CONT'D)

Do not regret your decision to leave him. Frodo must finish this task alone.

ARAGORN

He's not alone. Sam went with him.

GANDALF looks over to ARAGORN, surprise alighting on his face.

GANDALF

(smiling)

Did he? Did he, indeed? Good.

He looks back to the landscape.

GANDALF (CONT'D)

Yes, very good.

CUT TO:

EXT. EPHEL DÚATH - DAY

ANGLE ON: SAM and FRODO climb a sheer rock face. They scramble to the top where GOLLUM awaits.

GOLLUM

The Black Gate of Mordor.

WIDE ON: The enormous BLACK GATE OF MORDOR guards the way to MORDOR with Orcs patrolling and standing guard in the TEETH OF MORDOR and atop the walls.

ANGLE ON: SAM almost religiously looks upon the BLACK GATE and its BATTLEMENTS.

(CONTINUED)

CONTINUED:

SAM

Oh, save us.

ANGLE ON: GOLLUM hides his face in his hands...SAM scrambles along EPHEL DÚATH and hides behind a rock...FRODO comes up quickly behind him.

SAM (CONT'D)

My old Gaffer would have a thing or two to say if he could see us now.

ANGLE ON: GOLLUM scramble up behind them.

GOLLUM

Master says to show him the way into Mordor. So good Sméagol does, master says so.

CLOSE ON: FRODO looks upon the GATE, wide-eyed, only now comprehending the gravity of the request.

FRODO

I did.

INTERCUT WITH: ORCS stand guard and patrol atop the MASSIVE BLACK GATE BATTLEMENTS.

ANGLE ON: The HOBBITS and GOLLUM looking in wonder at the Gate. SAM'S expression drops as he turns to FRODO.

SAM

That's it then. We can't get past that.

HIGH ANGLE ON: An army of EASTERLING SOLDIERS marches to the Black Gate on a path far below EPHEL DÚATH. A COMMANDER screams orders to the TROOPS.

ANGLE ON: The THREE shrink away from the edge of the overlook.

ANGLE ON: The ARMY marches steadily towards the BLACK GATE. A HORN SOUNDS their arrival.

ANGLE ON: GOLLUM whimpers and cringes from the sound. FRODO looks to him for a moment, and then returns his gaze to the ARMY.

EXT. BLACK GATE BATTLEMENTS - DAY

ANGLES ON: An ORC SOUNDS the HORN again...two enormous CAVE TROLLS work the MECHANISM to open the mighty gate...the ORCS atop the BATTLEMENTS brace themselves as the GATE slowly opens...the MIGHTY CAVE TROLLS open the heavy gate, walking along a thin walkway patrolled by the smaller ORCS.

EXT. EPHEL DÚATH - DAY

ANGLE ON: SAM points to the BLACK GATE.

SAM (CONT'D)

Look! The gate. It's opening!

HIGH WIDE ON: The BLACK GATE slowly opens to receive the approaching ARMY.

ANGLE ON: SAM crawls to a rock at the edge of the overlook.

SAM (CONT'D)

I can see a way down.

SUDDENLY, THE ROCK GIVES WAY UNDER SAM AND RACES DOWN THE SIDE OF EPHEL DÚATH WITH SAM RIDING ATOP IT!

FRODO

Sam, no!

ANGLE ON: FRODO scrambles after SAM. GOLLUM breaks from his cowering to look up as FRODO runs off.

GOLLUM

Master!

FRODO runs and slides down the side of EPHEL DÚATH.

EXT. BASE OF EPHEL DÚATH - DAY

FRODO slides to a stop behind a rock near the bottom.

ANGLE ON: One of the EASTERLING SOLDIERS looks up at the mountainside.

WIDE ON: A cloud of dust issues from the side of the mountain.

ANGLE ON: FRODO darts from behind one rock, slides down EPHEL DÚATH some more and comes to rest behind another rock.

(CONTINUED)

CONTINUED:

ANGLE ON: TWO EASTERLING SOLDIERS approach the mountainside to investigate.

ANGLE ON: FRODO darts from behind the rock and reaches SAM, who is buried to his waist in rocks. FRODO struggles to free SAM to no avail.

POV: The EASTERLING SOLDIERS come ever closer...

ANGLE ON: FRODO struggles desperately to get SAM loose.

POV: The EASTERLING SOLDIERS are nearly upon them...

ANGLE ON: FRODO quickly swings his ELVISH CLOAK over himself and SAM.

LOW ANGLE ON: The EASTERLING SOLDIERS reach the base of EPHEL DÚATH. They survey the mountainside.

ANGLE ON: FRODO and SAM huddle beneath FRODO'S CLOAK, not daring to breathe.

POV THROUGH CLOAK: One of the EASTERLINGS stands almost directly over FRODO and SAM

They lie directly in the path of the SOLDIERS, holding their breath. The SOLDIERS stop in front of them and look at the mountainside.

ANGLE ON: The EASTERLING SOLDIERS look at each other for a moment, shrug, and rejoin their party.

CLOSE ON: A ROCK in the gravel directly in front of the EASTERLINGS' position...the surface of the ROCK suddenly peels back to reveal FRODO and SAM beneath it.

ANGLE ON: FRODO and SAM desperately dig SAM out. With SAM free, they scramble behind a nearby boulder.

ANGLE ON: The ARMY marches through the BLACK GATE. ORDERS are shouted to the TROOPS and ORCS.

ANGLE ON: FRODO readies himself to run for the GATE.

FRODO

I do not ask you to come with me, Sam.

(CONTINUED)

CONTINUED: (2)

SAM

I know, Mr. Frodo. I doubt even these
Elvish cloaks will hide us in there.

ANGLE ON: They give each other a final glance and nod.

FRODO

Now!

SUDDENLY, as they start to run, HANDS grab them from behind and
drag them to the ground.

GOLLUM

No! No! No master!

FRODO and SAM look angrily at GOLLUM. FRODO turns desperately to
the GATE.

GOLLUM (CONT'D)

They catch you! They catch you!

FRODO tries to run for it again, but GOLLUM detains him.

GOLLUM (CONT'D)

Don't take it to him.

CLOSE ON: FRODO looks curiously at GOLLUM.

CLOSE ON: GOLLUM looks desperately back to them.

GOLLUM (CONT'D)

(ominously)

He wants the precious. Always he is
looking for it. And the precious is
wanting to go back to him.

(evilly)

But we mustn't let him have it.

ANGLE ON: The EASTERLING ARMY progresses through THE BLACK
GATE. A HORN SOUNDS. The GATE begins to close behind them.

ANGLE ON: FRODO tries to run for the GATE once more. GOLLUM
holds him back.

(CONTINUED)

CONTINUED: (3)

GOLLUM (CONT'D)

No! There's another way. There's another way. More secret. A dark way.

ANGLE ON: SAM grabs GOLLUM angrily, spinning him around.

SAM

Why haven't you spoken of this before?!

GOLLUM

Because Master did not ask.

ANGLE ON: FRODO turns to him quickly. SAM tosses GOLLUM aside.

SAM

He's up to something.

FRODO

Are you saying there's another way into Mordor?

GOLLUM

(nodding)

Yes. There's a path...and some stairs... and then...a tunnel.

ANGLE ON: FRODO and SAM watch the BLACK GATE close. GOLLUM buries his face in FRODO'S CLOAK as FRODO turns away from his former goal. FRODO looks at GOLLUM.

FRODO

He's led us this far, Sam.

SAM

(desperately)

Mr. Frodo, no.

FRODO

He's been true to his word.

GOLLUM looks up at FRODO, hopeful...SAM shakes his head.

SAM

No.

(CONTINUED)

CONTINUED: (4)

FRODO

Lead the way, Sméagol.

GOLLUM

Good Sméagol always helps.

GOLLUM leaps away.

SAM stares at FRODO in disbelief...FRODO tries not to meet Sam's gaze. He looks back at the BLACK GATE.

ANGLE ON: THE BLACK GATE CLOSES COMPLETELY.

CUT TO:

EXT. ENT DRAFT, FANGORN FOREST - DAY

MERRY wakes up. He looks around.

POV: Sunlight breaks through a few of the trees giving light. A small brook bubbles down the center of the draft. PIPPIN sits on a root, drinking the water.

ANGLE ON: MERRY stands up and surveys his surroundings. He walks out in a daze.

MERRY

Hello?

PIPPIN looks up, smiling.

WIDE ON: MERRY looks out into the dark forest beyond the Draft.

MERRY (CONT'D)

(calling out)

Treebeard?

(to himself)

Where's he gone?

ANGLE ON: PIPPIN sits up, holding a bowl of the water.

PIPPIN

I had the loveliest dream last night. There was this large barrel, full of pipe-weed. And we smoked all of it. And then...you were sick.

(CONTINUED)

CONTINUED:

ANGLE ON: MERRY scowls quietly...PIPPIN lies back upon the root.

PIPPIN

I'd give anything for a whiff of Old Toby.

A LOW GROAN ISSUES across the forest. The HOBBITS turn in its direction.

MERRY

Did you hear that?

ANGLE ON: PIPPIN gathers his water pitchers...MERRY walks in the direction of the issuing sound. Another GROAN breaks the silence of the forest.

MERRY (CONT'D)

There it is again. Something's not right here. Not right at all.

ANGLE ON: PIPPIN climbs off of the root to the ground ... and issues his own sound: an LOW GRUNT.

CLOSE ON: MERRY looks over to him, wide-eyed.

MERRY (CONT'D)

You just said something ... Treeish.

PIPPIN

No, I didn't. I was just stretching.

ANGLE ON: PIPPIN grunts again, stretching...MERRY walks around PIPPIN, running his eyes up and down PIPPIN.

MERRY

You're taller.

PIPPIN

(turning to MERRY)

Who?

MERRY

You!

PIPPIN

Than what?

(CONTINUED)

CONTINUED: (2)

MERRY

Than me!

PIPPIN scoffs.

PIPPIN

I've always been taller than you.

MERRY

(indignant)

Pippin, everyone knows I'm the tall one. You're the short one.

PIPPIN

Please, Merry. You're what? Three-foot-six? At the most?

MERRY shrugs as if to say, "Yeah."

PIPPIN (CONT'D)

Whereas me, I'm pushing 3'7".

Another groan issues from PIPPIN, and he grows again.

CLOSE ON: MERRY'S eyes grow wide.

PIPPIN (CONT'D)

(smiling)

3'8"!

ANGLE ON: PIPPIN happily takes another huge gulp of the water.

CLOSE ON: MERRY looks on in shock.

MERRY

Three-foot-eight.

ANGLE ON: PIPPIN shrugs, as if to say, "Yeah."

MERRY (CONT'D)

You did something.

PIPPIN shrugs again and smiles.

ANGLE ON: He non-chalantly places the WATER BOWL next to the brook...MERRY looks at the water, and then snatches the water jug and takes a huge drink.

(CONTINUED)

CONTINUED: (3)

PIPPIN

Merry don't! Don't drink it!

MERRY takes off with the jug. PIPPIN chases him. He takes another drink, pushing PIPPIN away.

PIPPIN (CONT'D)

Merry! No, Treebeard said that you shouldn't have any.

PIPPIN tries to grab MERRY again, but MERRY pushes him away and runs off to take another drink.

MERRY

I want some!

PIPPIN

It could well be dangerous!

ANGLE ON: MERRY leads PIPPIN across some large tree roots.

PIPPIN (CONT'D)

Give me it back. Merry!

SUDDENLY, MERRY slips between two of the roots, and the tree groans and moves.

CLOSE ON: It closes its roots to traps the ankles of both HOBBITS.

PIPPIN (CONT'D)

What's happening!

MERRY

It's got my leg!

SERIES OF CUTS: The TREE moves its roots to traps the HOBBITS' limbs.

PIPPIN

Merry!

ANGLE ON: The tree pulls them into its roots as others close in over them.

(CONTINUED)

CONTINUED: (5)

Disturbed leaves from above cover the HOBBITS, making them virtually invisible as they scream. The roots finish the job and completely bury the HOBBITS.

PIPPIN (CONT'D)
(muffled)

Help!

WIDE ON: Silence fills the air as the scene looks serene - as if nothing sinister happened at all.

ON THE SOUNDTRACK: Large footfalls ECHO.

TREEBEARD quickly approaches the tree.

TREEBEARD
Away with you. You should not be
waking. Eat earth. Dig deep. Drink
water.

ANGLES ON: The roots move again, releasing the HOBBITS. With desperate cries, they free themselves from the tree's grasp.

TREEBEARD (CONT'D)
Go to sleep. Away with you.

The HOBBITS shake off the leaves and stand by TREEBEARD, looking back at the tree roots in horror.

TREEBEARD (CONT'D)
Come, the forest is waking up. It
isn't safe.

ANGLE ON: TREEBEARD lifts the HOBBITS, one in each hand, and walks out of the grove.

EXT. FANGORN FOREST - DAY

ANGLE ON: TREEBEARD travels through the FOREST again, carrying the HOBBITS on his shoulders.

(CONTINUED)

CONTINUED:

TREEBEARD (CONT'D)

The trees have grown wild and dangerous. Anger festers in their hearts. Black are their thoughts. Strong is their hate. They will harm you if they can. There are too few of us now. Too few of us Ents left to manage them.

PIPPIN

Why are there so few of you when you have lived so long? Are there Ent children?

TREEBEARD

Bru-ra-hroom. There have been no Entings for a terrible long count of years.

MERRY

Why is that?

TREEBEARD

We lost the Entwives.

PIPPIN

Oh, I'm sorry. How did they die?

TREEBEARD

Die? No. We lost them. And now we cannot find them. I don't suppose you've seen Entwives in the Shire?

MERRY

(hesitantly)

Can't say that I have. You, Pip?

ANGLE ON: PIPPIN stares off blankly, and then shakes his head.

PIPPIN

What do they look like?

TREEBEARD

(sighs deeply)

I don't remember now.

They continue their walk through the forest.

CUT TO:

EXT. PLAINS OF ROHAN - DAY

ANGLE ON: GANDALF, ARAGORN, LEGOLAS, and GIMLI ride across the Plains. They stop on a rise looking across to EDORAS

WIDE ON: The FOUR FIGURES look upon a walled city covering a small mountain. Atop its summit is MEDUSELD.

GANDALF

Edoras and the Golden Hall of Meduseld.
There dwells Théoden, King of Rohan...

INT. MEDUSELD THRONE ROOM - DAY

HIGH WIDE ON: THÉODEN, grayed and ancient, sits upon his throne, head bowed for he is hardly able to hold it up. ÉOWYN kneels beside him, holding his hand comfortingly.

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

whose mind is overthrown. Saruman's
hold over King Théoden is now very
strong.

CLOSE ON: ÉOWYN gently strokes the KING'S HAND.

ÉOWYN

My lord, your son...he is dead.

ANGLE ON: ÉOWYN looks at THÉODEN, tearfully, when he fails to respond.

ÉOWYN (CONT'D)

My lord? Uncle?

ANGLE ON: THÉODEN stares forward a moment. His eyes are clouded, as if blind. Slowly he moves his eyes to look at her, but he remains expressionless.

ÉOWYN (CONT'D)

(pleading)

Will you not go to him? Will you do
nothing?

THÉODEN continues to look at her, blankly.

EXT. PLAINS OF ROHAN - DAY

ANGLE ON: The THREE HUNTERS sit atop their steeds, listening to GANDALF.

GANDALF

Be careful what you say. Do not look
for welcome here.

GANDALF starts off. The THREE HUNTERS follow him to EDORAS.

INT. MEDUSELD, THÉODRED'S ROOM - DAY

ANGLE ON: THÉODRED lies dead upon his bed.

ANGLE ON: ÉOWYN kneels beside him, weeping.

ANGLE ON: A shadow moves in the hall behind her. She pays it no mind. WORMTONGUE appears at the door. He looks upon her, concerned.

WORMTONGUE

Oh, he must have died sometime in the
night. What a tragedy for the king to
lose his only son and heir.

He sits on the bed and puts a hand on ÉOWYN'S shoulder.

WORMTONGUE (CONT'D)

I understand. His passing is hard to
accept. Especially now that your brother
has deserted you.

ÉOWYN jumps up and throws off his hand.

ÉOWYN

Leave me alone, snake!

She backs away from him. WORMTONGUE rises and moves over to her.

WORMTONGUE

(suddenly sinister)

Oh, but you are alone. Who knows what
you've spoken to the darkness in the
bitter watches of the night when all
your life seems to shrink. The walls of
your bower closing in about you. A hutch
to trammel some wild thing in.

(CONTINUED)

CONTINUED:

He stops in front of her and stares into her eyes. She seems transfixed by him. He puts a hand on the side of her face as he speaks.

WORMTONGUE (CONT'D)

So fair, so cold. Like a morning pale
spring still clinging to winter's chill.

She closes her eyes as if affected by his words. He moves his hand to her throat.

CLOSE ON: She suddenly opens her eyes and looks through him.

ANGLE ON: WORMTONGUE starts back away.

ÉOWYN

(angrily)

Your words are poison.

ANGLE ON: ÉOWYN abruptly leaves the room. WORMTONGUE appears taken aback by the sudden change in her.

EXT. MEDUSELD - DAY

ÉOWYN throws open the main doors and charges outside. She walks to the brink of the porch outside the hall and looks far-off into the distance, as if hoping to find someone there. She walks impatiently from one side of the platform to the other. Far below, something catches her eye.

POV: Three horses approach EDORAS.

ANGLE ON: The wind tears a flag off its mast and carries it across the city.

EXT. GATES OF EDORAS - DAY

ANGLE ON: GANDALF, LEGOLAS, and GIMLI ride through the gate. As ARAGORN approaches, the FLAG flutters to the ground. He looks to its source as if it were a bad omen.

EXT. EDORAS - DAY

As the Four Riders ride through EDORAS, the people eye them silently and warily, as if they come as harbingers of doom.

(CONTINUED)

CONTINUED:

ANGLE ON: ARAGORN looks forward to MEDUSELD.

POV: A LADY IN WHITE stands upon its porch, watching them.

GIMLI

You'd find more cheer in a graveyard.

ANGLE ON: ARAGORN looks back to the hall...

POV: The LADY has disappeared.

EXT. MEDUSELD - DAY

ANGLE ON: The doors of the Golden Hall open and HÁMA exits, followed by a small detachment.

ANGLE ON: The Four climb the steps, and HÁMA meets them at the top. GANDALF leans heavily on his staff, like an old man. He looks up to HÁMA and smiles.

HÁMA

I cannot allow you before Théoden King
so armed, Gandalf Greyhame. By order of
Gríma Wormtongue.

CLOSE ON: GANDALF nods to the others to surrender their weapons.

ANGLES ON: Almost comically, they turn over every weapon they have: SWORDS...KNIVES...ARROWS...and AXES.

CLOSE ON: HÁMA signals to GANDALF.

HÁMA (CONT'D)

Your staff.

ANGLE ON: GANDALF glances at his staff and scoffs innocently.

GANDALF

You would not part an old man from
his walking stick.

He continues to look at HÁMA innocently.

ANGLE ON: HÁMA nods, rolls his eyes, and then gestures for them to follow him.

(CONTINUED)

CONTINUED:

ANGLE ON: GANDALF gives a wink to ARAGORN, who smiles in return. GANDALF follows HÁMA into the hall, leaning on Legolas' arm as an old man might for support.

INT. MEDUSELD THRONE ROOM - DAY

HÁMA enters the hall and bows before the King. He steps aside to allow the Four to enter behind him.

ANGLE ON: WORMTONGUE leans over and whispers to THÉODEN.

WORMTONGUE

My lord, Gandalf the Grey is coming.

ANGLE ON: THE FOUR continue walking toward THÉODEN. GUARDS close the doors behind them.

POV: They notice several Men behind the contingency of GUARDS following them as they walk towards the King.

WORMTONGUE (CONT'D)

He's a herald of woe.

ANGLE ON: LEGOLAS releases GANDALF'S ARM.

GANDALF

The courtesy of your hall is somewhat lessened of late, Théoden King.

WORMTONGUE

(whispered to THÉODEN)

He's not welcome.

THÉODEN

(labored)

Why should I welcome you, Gandalf Stormcrow?

He looks to WORMTONGUE for affirmation, who nods.

WORMTONGUE

A just question, my liege.

WORMTONGUE stands before them. He walks to meet them well in front of THÉODEN.

(CONTINUED)

CONTINUED:

WORMTONGUE (CONT'D)

Late is the hour in which this conjurer
chooses to appear. Látspell spell I
name him. Ill news is an ill guest.

GANDALF

Be silent.

ANGLE ON: WORMTONGUE freezes in his tracks.

GANDALF (CONT'D)

Keep your forked tongue behind your
teeth. I have not passed through fire
and death to bandy crooked words with a
witless worm.

He raises his staff to WORMTONGUE. WORMTONGUE back away from
it.

WORMTONGUE

His staff.

He backs well away from GANDALF while addressing the guards,
arrogantly.

WORMTONGUE (CONT'D)

I told you to take the wizard's
staff.

ANGLES ON: The MEN behind the lines burst through to ATTACK...
ARAGORN, LEGOLAS, and GIMLI engage them in a fist-fight to keep
them from GANDALF as he approaches THÉODEN.

ANGLE ON: GAMLING tries to go forward but HÁMA holds him back.

ANGLE ON: GANDALF reaches out to THÉODEN.

GANDALF

Théoden, son of Thengel...

ANGLE ON: THÉODEN reacts to GANDALF with a wicked stare.

GANDALF

...too long have you sat in the
shadows.

(CONTINUED)

CONTINUED: (2)

ANGLE ON: The THREE HUNTERS finish off the GUARDS...WORMTONGUE tries to crawl away unnoticed, but GIMLI catches him and pins him to the floor under his foot.

GIMLI
(growling)
I would stay still if I were you.

ANGLE ON: GANDALF continues approaching THÉODEN.

GANDALF
Hearken to me!

WIDE ON: The PEOPLE of the HALL approach behind GANDALF.

GANDALF (CONT'D)
I release you from the spell.

ANGLE ON: GANDALF holds out his hand and concentrates...

ANGLE ON: SUDDENLY, THÉODEN laughs, menacingly...GANDALF opens his eyes.

THÉODEN
(laughing)
You have no power here, Gandalf the Grey.

ANGLE ON: Angered, GANDALF throws back his grey cloak and spreads his hands. A blinding white light issues from him.

ANGLE ON: THÉODEN is thrown back against his seat.

GANDALF
I will draw you, Saruman, as poison is drawn from a wound.

He thrusts his staff towards THÉODEN. The force knocks THÉODEN back in his throne. GANDALF moves in closer.

ANGLE ON: ÉOWEN rushes in. Thinking THÉODEN is in trouble, she tries to run to him, but ARAGORN stops her.

ARAGORN
Wait.

(CONTINUED)

CONTINUED: (3)

ANGLE ON: A new aura comes over THÉODEN. He looks at GANDALF evilly and speaks in Saruman's voice.

THÉODEN/SARUMAN

If I go, Théoden dies.

GANDALF thrusts his staff again and throwing THÉODEN/SARUMAN back again.

GANDALF

You did not kill me, you will not kill him.

CLOSE ON: THÉODEN/SARUMAN leans forward with difficulty, hate welling in his eyes.

THÉODEN/SARUMAN

(with difficulty)

Rohan is mine.

THÉODEN/SARUMAN struggles against Gandalf's power.

GANDALF

Be gone.

ANGLE ON: THÉODEN/SARUMAN lunges for GANDALF. GANDALF smites him, and he is thrown back into the chair.

INSERT IMAGE: SARUMAN flies backwards across the floor away from the PALANTÍR in ORTHANC. He slowly rises, bleeding from the wound GANDALF left in his forehead.

ANGLE ON: GANDALF lets out a sigh of relief.

ANGLE ON: THÉODEN moans and falls from his throne. ARAGORN releases ÉOWYN. She charges across the hall to catch him before he can hit the floor.

ANGLE ON: GAMLING makes to charge GANDALF, but HÁMA holds him steady.

CLOSE ON: ÉOWYN holds THÉODEN up to look at him. His eyes clear...his hair changes from white strands to brown splendor...his face de-ages to a more youthful King.

(CONTINUED)

CONTINUED: (4)

ANGLE ON: ÉOWYN smiles, overjoyed. THÉODEN looks about, confused, and finds ÉOWYN.

THÉODEN
I know your face.
(smiling)
Éowyn. Éowyn.

ÉOWYN weeps with joy. THÉODEN looks up and is surprised to see GANDALF standing over him.

THÉODEN (CONT'D)
Gandalf?

GANDALF
Breathe the free air again, my friend.

THÉODEN rises to his feet and looks over his Hall.

THÉODEN
Dark have been my dreams of late.

He looks down at his trembling hands.

GANDALF
Your fingers would remember their old
strength better if they grasped your
sword.

ANGLE ON: HÁMA runs to the King with his sword, HERUGRIM.
THÉODEN slowly reaches for it.

CLOSE ON: THÉODEN wraps his fingers around the hilt and then slowly draws HERUGRIM from its scabbard.

ANGLE ON: WORMTONGUE trembles and tries to escape...GIMLI restrains him.

ANGLE ON: THÉODEN gazes upon the steel, feeling his strength return.

CLOSE ON: THÉODEN'S eyes DARKEN...he turns his gaze to WORMTONGUE...WORMTONGUE shudders.

EXT. MEDUSELD - DAY

HÁMA and GAMLING throw WORMTONGUE down the stairs. He lands hard on the lower stoop and groans in pain.

ANGLE ON: THÉODEN walks down the steps, holding HERUGRIM.

ANGLE ON: WORMTONGUE crawls away as he speaks.

WORMTONGUE
(beseechingly)
I've only ever served you, my lord.

THÉODEN continues his advance toward WORMTONGUE.

THÉODEN
Your leechcraft would have had me
crawling on all fours like a beast!

WORMTONGUE
Send me not from your sight.

THÉODEN raises HERUGRIM to kill WORMTONGUE. ARAGORN stops him.

ARAGORN
No, my lord! No, my lord. Let him go.
Enough blood has been spilt on his
account.

THÉODEN looks at ARAGORN and relents. ARAGORN offers his hand to WORMTONGUE, but WORMTONGUE spits in it and scrambles to his feet. ARAGORN shakes off the spittle

ANGLE ON: WORMTONGUE violently pushes his way through the CROWD OF BYSTANDERS.

WORMTONGUE
Get out of my way!

Those on the STEPS solemnly watch WORMTONGUE depart.

HÁMA
(calling out)
Hail, Théoden king!

WIDE ON: The crowd kneels before THÉODEN.

(CONTINUED)

CONTINUED:

INTERCUT WITH: WORMTONGUE charges out of the EDORAS GATE upon a horse.

EXT. MEDUSELD - DAY

ANGLE ON: THÉODEN observes the crowd on its knees. He looks at ARAGORN...ARAGORN kneels before THÉODEN...THÉODEN turns to go back into the hall. He stops and surveys those standing on the steps.

THÉODEN

Where is Théodred? Where is my son?

EXT. EDORAS - DAY

ANGLE ON: Two lines of SOLDIERS form a pathway within a throng of PEOPLE. Their heads are bowed low as PALL-BEARERS carry the body of THÉODRED between them. Upon THÉODRED'S chest is a small bundle of white flowers.

ANGLE ON: THÉODEN follows his son. ARAGORN, LEGOLAS, GIMLI, and GANDALF follow behind him.

WIDE ON: The PEOPLE OF EDORAS stands closely leaving only a small pathway through the center of the city for the PALL-BEARERS to carry THÉODRED. Cries and moans pierce the air.

EXT. THÉODRED'S TOMB - DAY

ANGLE ON: ÉOWYN stands near the tomb's open door.

ANGLE ON: The PALL-BEARERS lower THÉODRED and pass his wicket between a path of people to the women waiting within the tomb to receive him.

(CONTINUED)

CONTINUED:

ÉOWYN

(singing; in OLD ENGLISH)

Bealocwealm hafað fréone frecan
 forth onsended
 giedd sculon singan gléomenn
 sorgiende
 on Meduselde þæt he ma no wære
 his dryhtne dyrest and mæga
 deorost.
 Bealo...

An evil death has set forth the
 noble warrior
 A song shall sing sorrowing
 minstrels
 in Meduseld that he is no more,
 to his lord dearest and kinsmen
 most beloved.
 An evil death...

CUT TO:

EXT. THÉODRED'S TOMB - DAY

CLOSE ON: The closed door of the TOMB. A SMALL WHITE FLOWER
 COMES INTO VIEW.

THÉODEN

Simbelmynë.

ANGLE ON: THÉODEN looks upon the flower mournfully. He
 releases it, and it swirls down to rest with the flowers still
 within the earth.

THÉODEN (CONT'D)

Ever has it grown on the tombs of my
 forebearers.

He turns to GANDALF.

THÉODEN (CONT'D)

Now it shall cover the grave of my son.
 Alas that these evil days should be mine.
 The young perish and the old linger. That
 I should live to see the last days of my
 house.

(CONTINUED)

CONTINUED:

GANDALF

Théodred's death was not of your making.

THÉODEN

No parent should have to bury their child.

ANGLE ON: THÉODEN breaks down, falls to his knees, and weeps.

GANDALF

His was strong in life. His spirit will find its way to the halls of your fathers.

ANGLE ON: THÉODEN continues weeping, not listening to GANDALF'S comfort.

GANDALF (CONT'D)

(in OLD ENGLISH)

Westu hál. Ferðu, Théodred, Ferðu.

Be-thou well. Go-thou, Théodred, go-thou.

WIDE ON: GANDALF turns to return to EDORAS, leaving THÉODEN to mourn privately.

ANGLE ON: Something catches GANDALF'S eyes. He stops.

POV: A horse trots over the ridge, ridden by two children. It is ÉOTHAIN and FREDÁ upon GARULF. ÉOTHAIN falls to the ground.

CUT TO:

INT. MEDUSELD THRONE ROOM - DAY

ANGLES ON: ÉOTHAIN and FREDÁ sit at a table in the GREAT HALL ravenous eating. ÉOWYN stands and looks to THÉODEN...THÉODEN sits on his throne with GANDALF at his side...his head buried in his hand in deep thought.

ÉOWYN

The had no warning. They were unarmed. Now the Wild Men are moving through the Westfold, burning as they go.

(CONTINUED)

CONTINUED:

ANGLE ON: ARAGORN, LEGOLAS, and GIMLI look at each other, concerned.

ÉOWYN (CONT'D)

Rick, cot and tree.

FREDA

Where's mama?

ANGLES ON: ÉOWYN turns to comfort FREDA...GANDALF turns to THÉODEN.

GANDALF

This is but a taste of the terror that Saruman will unleash. All the more potent for he is driven now by fear of Sauron. Ride out and meet him head on.

ANGLE ON: GANDALF leans forward and puts a hand on THÉODEN'S chair...THÉODEN looks at him warily.

GANDALF (CONT'D)

Draw him away from your women and children. You must fight.

ARAGORN

You have 2000 good men riding north as we speak. Éomer is loyal to you. His men will return and fight for their king.

ANGLE ON: THÉODEN gets out of his chair walks to the center of his HALL.

THÉODEN

They will be 300 leagues from here by now. Éomer cannot help us.

ANGLE ON: GANDALF moves forward to speak, but THÉODEN halts him.

THÉODEN (CONT'D)

I know what it is that you want of me, but I will not bring further death to my people. I will not risk open war.

ANGLE ON: ARAGORN removes his pipe and leans forward to speak.

(CONTINUED)

CONTINUED: (2)

ARAGORN

Open war is upon you, whether you would risk it or not.

ANGLES ON: ÉOWYN spins to look at THÉODEN and ARAGORN...THÉODEN turns to ARAGORN.

THÉODEN

(indignant)

When last I looked, Théoden, not Aragorn, was king of Rohan.

GANDALF

Then what is the king's decision?

CLOSE ON: THÉODEN turns away from them, concern etched in his face.

CUT TO:

EXT. EDORAS - DAY

ANGLE ON: HÁMA stands in the midst of the city delivering the KING'S decision.

HÁMA

By order of the king, the city must empty. We make for the refuge of Helm's Deep. Do not burden yourself with treasures. Take only what provisions you need.

ANGLES ON: The PEOPLE OF EDORAS gather their things together... ARAGORN, LEGOLAS, GIMLI, and GANDALF walk among them.

GIMLI

Helm's Deep. They flee to the mountains when they should stand and fight.

INT. ROHIRRIM STABLES - DAY

The FOUR enter a ROHIRRIM STABLE and continue wading past the HORSES of ROHAN.

(CONTINUED)

CONTINUED:

GIMLI

Who will defend them if not their king?

ARAGORN

He's only doing what he thinks is best for his people. Helm's Deep has saved them in the past.

ARAGORN and GANDALF approach the stable of SHADOWFAX.

GANDALF

There is no way out of that ravine. Théoden is walking into a trap. He thinks he's leading them to safety. What they will get is a massacre.

CLOSE ON: GANDALF turns to ARAGORN.

GANDALF (CONT'D)

(grim)

Théoden has a strong will, but I fear for him. I fear for the survival of Rohan. He will need you before the end, Aragorn. The people of Rohan will need you. The defenses have to hold.

CLOSE ON: ARAGORN holds GANDALF'S gaze resolutely.

ARAGORN

They will hold.

ANGLE ON: GANDALF turns from ARAGORN to SHADOWFAX. Gently, he strokes the mighty horse's coat.

GANDALF

(musing)

The Grey Pilgrim. That's what they used to call me. Three hundred lives of Men I've walked this earth, and now I have no time.

ANGLES ON: ARAGORN opens the stall door...GANDALF mounts SHADOWFAX.

(CONTINUED)

CONTINUED: (2)

GANDALF (CONT'D)

With luck, my search will not be in vain.
Look to my coming at first light on the
fifth day. At dawn, look to the east.

ARAGORN

(nodding)

Go.

ANGLE ON: LEGOLAS and GIMLI jump out of the way as GANDALF
blasts out of the stable at top speed.

EXT. PLAINS OF ROHAN - DAY

WIDE ON: GANDALF rides across the open plains as fast as
SHADOWFAX can carry him.

CUT TO:

INT. ROHIRRIM STABLES - DAY

ANGLES ON: TWO SOLDIERS attempt to subdue a mighty brown
stallion, BREGO, with little success...ÉOWYN turns to them,
watching.

ANGLE ON: ARAGORN enters carrying his saddle...he turns to the
struggle...he puts down his saddle and walks to them.

SOLDIER

That horse is half mad, my lord.
There's nothing you can do. Leave
him.

ANGLE ON: BREGO rears and whinnies as ARAGORN comes closer.

ARAGORN

(in OLD ENGLISH)

Fæste, stille nú...fæste...

Fast, be quiet now...fast...

ARAGORN signals one of the SOLDIERS to go...

(CONTINUED)

CONTINUED:

ARAGORN (CONT'D)

(in OLD ENGLISH)

...stille nú. Lac is drefed, gefrægon.

...be quiet now. A battle is stirred up,
they heard.

ARAGORN slowly reaches BREGO...he caresses the beast's coat...
carefully, he removes the ropes detaining BREGO...he hands them
to the other SOLDIER...ÉOWYN watches with wonder.

ARAGORN (CONT'D)

(in OLD ENGLISH)

Hwæt nemnað ðe? Hm? Hwæt nemnað ðe?

What is your name? Hm? What is your
name?

ÉOWYN

His name is Brego.

ANGLE ON: ARAGORN snaps around to look at ÉOWYN.

ÉOWYN (CONT'D)

He was my cousin's horse.

ARAGORN

Brego.

(to BREGO; in OLD ENGLISH)

Ðin nama is cynglic.

Your name is kingly.

CLOSE ON: ÉOWYN moves slowly to ARAGORN as he speaks,
transfixed.

ARAGORN (CONT'D)

(in ELVISH)

Man le trasta, Brego? Man cenich?

What troubles you, Brego? What did
you see?

(CONTINUED)

CONTINUED: (2)

ÉOWYN

I have heard of the magic of Elves, but
I did not look for it in a Ranger from
the North. You speak as one of their own.

ARAGORN

I was raised in Rivendell ... for a
time. Turn this fellow free. He's seen
enough of war.

ARAGORN leaves BREGO with ÉOWYN...he retrieves his saddle and
leaves.

CUT TO:

EXT. CAVERNS OF ISENGARD - NIGHT

WIDE PAN ON: The industrial mechanics of the ORCS have taken the
place of the once beautiful trees marring the landscape around
ORTHANC. The ORCS work non-stop to their ends on the black
ground.

INT. PALANTÍR CHAMBER, ORTHANC - NIGHT

ANGLE ON: SARUMAN paces the chamber mulling over his loss to
GANDALF.

SARUMAN

Gandalf the White. Gandalf the Fool!
Does he seek to humble me with his
newfound piety?

ANGLE ON: WORMTONGUE enters slowly and moves to SARUMAN...
SARUMAN stands suddenly still, a look of disgust crossing his
face.

WORMTONGUE

There were three who followed the
wizard. An Elf, a Dwarf, and a Man.

SARUMAN sniffs.

SARUMAN

You stink of horse.

WORMTONGUE shrinks back and walks away...

(CONTINUED)

CONTINUED:

SARUMAN (CONT'D)

The Man...

(turns to Wormtongue)

...was he from Gondor?

WORMTONGUE

No, from the North. One of the Dúnedain Rangers, I thought he was.

CLOSE ON: SARUMAN suddenly shows much interest.

WORMTONGUE (CONT'D)

His cloth was poor. And yet he bore a strange ring. Two serpents with emerald eyes. One devouring, the other crowned with golden flowers.

CUT TO:

INT. ANTE-CHAMBER, ORTHANC - NIGHT

CLOSE ON: A BOOK opens to a page showing a picture of the very ring WORMTONGUE described.

ANGLE ON: SARUMAN sits back in his chair...WORMTONGUE stands behind him at the door.

SARUMAN

The Ring of Barahir. So Gandalf Greyhame thinks he has found Isildur's heir. The lost king of Gondor. He is a fool. The line was broken years ago.

CLOSE ON: SARUMAN closes his book and pushes it aside.

SARUMAN (CONT'D)

It matters not. The world of Men shall fall. It will begin at Edoras.

CUT TO:

EXT. EDORAS MAIN GATE - DAY

WIDE ON: The ROHIRRIM begin to pour out of their city by the hundreds, carrying what they can...A solid line of people stretches across the Plains of Rohan.

INT. THÉODEN'S ROOM, MEDUSELD - DAY

ANGLE ON: THÉODEN prepares himself...GAMLING stands ready behind him.

THÉODEN
I am ready, Gamling. Bring my horse.

GAMLING bows and walks to the door, silently, shoulders slumped...

THÉODEN (CONT'D)
This is not a defeat.

GAMLING turns to him...

THÉODEN (CONT'D)
We will return.

GAMLING bows to him and exits.

THÉODEN (CONT'D)
(to himself)
We will return.

INT. MEDUSELD THRONE ROOM - DAY

ROHIRRIM gather things from the Great Hall and carry it out.

ANGLE ON: ÉOWYN opens a chest and pulls out a sheathed sword... she unsheathes it and holds it before her, running her hand down the flat side of the blade, smiling...deliberately, she practices her swing.

POV: Someone approaches from behind...she swings it behind her!

ANGLE ON: ARAGORN meets her swing with his DAGGER. ÉOWYN'S face does not soften at his gaze.

ARAGORN
You have some skill with a blade.

With a swift move, ÉOWYN swings her sword, throwing ARAGORN'S arm and knife to one side, rendering him vulnerable and gaining the upper hand...

He lowers his weapon...she does likewise and steps away.

(CONTINUED)

CONTINUED:

ÉOWYN

Women of this country learned long ago:
those without swords may still die upon
them. I fear neither death nor pain.

ANGLE ON: ÉOWYN re-sheathes the sword...she replaces it in the chest.

ARAGORN

What do you fear, my lady?

CLOSE ON: She freezes for a moment...she turns to him.

ÉOWYN

(gravely)

A cage. To stay behind bars until use
and old age accept them. And all chance
of valor has gone beyond recall or
desire.

CLOSE ON: ARAGORN shakes his head in wonder.

ARAGORN

You're a daughter of kings, a
shieldmaiden of Rohan.

ANGLE ON: ARAGORN sheathes his knife...he continues to look at her.

ARAGORN (CONT'D)

I do not think that will be your fate.

CLOSE ON: ÉOWYN gazes at him, unable to respond.

ANGLE ON: He bows and exits.

EXT. FIELDS OF ROHAN - DAY

WIDE ON: THÉODEN, ARAGORN, LEGOLAS, and GIMLI ride at the
forefront of the people leaving EDORAS.

CLOSE ON: THÉODEN pauses atop the first rise to gaze back upon
his city.

ANGLE ON: The ROHIRRIM walk single file out of their city,
following him, carrying only what they need.

(CONTINUED)

CONTINUED:

AERIAL ON: The ROHIRRIM speckle the landscape of ROHAN in a single line leading from EDORAS.

WORMTONGUE (V.O.)

Théoden will not stay at Edoras.

INTERCUT WITH: SARUMAN patiently listens to WORMTONGUE in ORTHANC.

WORMTONGUE (CONT'D)

It's vulnerable. He knows this. He will expect an attack on the city. They will flee to Helm's Deep, the great fortress of Rohan.

ANGLES ON: The ROHIRRIM make their way towards the mountains where HELM'S DEEP lies...some falter...some ride in carts...ever so slowly, they draw closer to their destination.

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

It is a dangerous road to take through the mountains. They will be slow.

INSERT IMAGE: WORMTONGUE speaks to SARUMAN in ORTHANC.

WORMTONGUE (CONT'D)

They will have women and children with them.

CLOSE ON: SARUMAN'S eyebrows rise in response and a grin crosses his face. Opportunity!

INT. CAVERNS OF ISENGARD - DAY

ANGLE ON: SARUMAN makes haste to an ORC COMMANDER within the caverns.

SARUMAN

Send out your Warg-riders.

ANGLE ON: The ORC COMMANDER sits above a pit...shadows of fierce creatures dance on the walls, alit by fire, growling impatiently.

CLOSE ON: The ORC COMMANDER smiles and nods with pleasure.

CUT TO:

EXT. ITHILIEN - DAY

WIDE ON: GOLLUM watches the water silently...

SUDDENLY, he thrusts in...loses his balance...and falls wholly into the stream...a fish, his prize, flies out of the water... GOLLUM grasps at it desperately causing him to slide downstream.

ANGLE ON: FRODO and SAM come over the rise behind him.

SAM

Hey, stinker, don't go getting too far ahead!

FRODO

Why do you do that?

SAM stops and turns to FRODO.

SAM

What?

FRODO

Call him names. Run him down all the time.

SAM

Because. Because that's what he is, Mr. Frodo. There's naught left in him but lies and deceit. It's the Ring he wants. It's all he cares about.

FRODO

(angrily)

You have no idea what it did to him... what it's still doing to him.

He pushes past SAM and stops.

FRODO (CONT'D)

I want to help him, Sam.

SAM

Why?

POV: GOLLUM looks about for the fish...slowly, he realises it is lost...he looks up at FRODO and smiles.

(CONTINUED)

CONTINUED:

ANGLE ON: FRODO'S eyes dart to the side away from GOLLUM, worried.

FRODO
Because I have to believe he can come back.

SAM
You can't save him, Mr. Frodo.

FRODO
(spinning to SAM; angrily)
What do you know about it? Nothing!

SAM is taken aback. Slowly, he walks past FRODO. FRODO turns to him.

FRODO (CONT'D)
I'm sorry, Sam. I don't know why I said that.

SAM turns back to FRODO.

SAM
(gently)
I do. It's the Ring. You can't take your eyes off it! I've seen you. You're not eating. You barely sleep. It's taken hold of you, Mr. Frodo. You have to fight it.

CLOSE ON: FRODO'S eyes flare again...

FRODO
(angrily)
I know what I have to do Sam. The Ring was entrusted to me. It's my task. Mine! My own!

FRODO storms away. SAM turns to him, shocked.

SAM
Can't you hear yourself? Don't you know who you sound like?

FRODO continues walking without turning back.

EXT. ITHILIEEN - NIGHT

SAM and FRODO sleep.

CLOSE ON: FRODO clutches the RING in his hand.

GOLLUM

We wants it. We needs it.

ANGLE ON: GOLLUM watches them from a distance...hatred is etched across his face.

GOLLUM (CONT'D)

Must have the precious. They stole it
from us. Sneaky little Hobbitses.
Wicked. Tricky. False.

Suddenly, his expression softens, and he shakes his head. His eyes grow wide, as if looking at his GOLLUM half.

SMÉAGOL

No. Not Master.

His expression turns to hate again. His head turns as if responding to the SMÉAGOL half.

GOLLUM

Yes, precious. False. They will
cheat you, hurt you, lie!

SMÉAGOL

Master's my friend.

GOLLUM

(taunting)

You don't have any friends. Nobody
likes you.

SMÉAGOL

Not listening. I'm not listening.

GOLLUM

You're a liar and a thief.

SMÉAGOL

No.

(CONTINUED)

CONTINUED:

GOLLUM

Murderer.

SMÉAGOL snuffles.

SMÉAGOL

Go away.

GOLLUM

Go away?

GOLLUM laughs at the very notion. SMÉAGOL acts as if the exchange stresses him. He holds his head and speaks in a small voice.

SMÉAGOL

I hate you. I hate you.

GOLLUM

(fiercely)

Where would you be without me?

(coughing)

Gollum. Gollum. I saved us. It was me.
We survived because of me.

SMÉAGOL raises his head and looks at GOLLUM.

SMÉAGOL

Not anymore.

GOLLUM

(startled)

What did you say?

SMÉAGOL

(with building confidence)

Master looks after us now. We don't
need you.

GOLLUM

What?

SMÉAGOL

Leave now and never come back.

(CONTINUED)

CONTINUED:

GOLLUM

No.

SMÉAGOL

Leave now and never come back.

GOLLUM growls and bares his teeth.

SMÉAGOL (CONT'D)

(resolutely)

Leave now and never come back!

SMÉAGOL looks scared for a moment. GOLLUM does not respond. He looks around quickly, desperately. A smile breaks on his face.

SMÉAGOL (CONT'D)

We told him to go away. And away he goes, precious.

He leaps from where he was sitting and dances about.

SMÉAGOL (CONT'D)

(singing)

Gone! Gone! Gone! Sméagol is free!

CUT TO:

EXT. ITHILIEEN - DAY

FRODO rests against a rock. SAM stands off, looking into the distance. GOLLUM suddenly runs up clutching TWO CONEYS in his mouth. He spits them onto FRODO'S lap.

CLOSE ON: FRODO jumps, startled.

GOLLUM (CONT'D)

Look. Look. See what Sméagol finds?

ANGLES ON: GOLLUM smiles deliriously, and then jumps around laughing proudly...FRODO smiles at GOLLUM and looks over to SAM...SAM is not so amused...GOLLUM raises a triumphant fist to conclude his happy little dance. He picks up one of the CONEYS.

GOLLUM (CONT'D)

They are young.

(CONTINUED)

CONTINUED:

He snaps the Coney's back. FRODO cringes, disgusted with this particular display.

GOLLUM (CONT'D)

They are tender. They are nice. Yes,
they are. Eat them. Eat them!

ANGLES ON: Disgusted, SAM walks over to GOLLUM...GOLLUM digs his teeth into his CONEY ripping a large chunk of raw meat out of it.

SAM

You'll make him sick, you will...

SAM snatches the CONEY from GOLLUM'S hands, tossing him to one side.

SAM (CONT'D)

...behaving like that!

SAM holds up the CONEYS.

SAM (CONT'D)

There's only one way to eat a brace of
coney's.

CUT TO:

EXT. ITHILIEEN CAMPSITE- DAY

CLOSE ON: A pot of stew simmers over a fire...GOLLUM screams, horrified.

ANGLES ON: SAM stirs it and adds herbs to the mix...GOLLUM looks into the pot.

GOLLUM

What's he doing? Stupid, fat Hobbit. It
ruins it.

CLOSE ON: SAM looks at GOLLUM, offended. He returns to stirring.

SAM

What's to ruin? There's hardly any
meat on them.

(CONTINUED)

CONTINUED:

ON THE SOUNDTRACK: A faint bird-call rings across the camp.

CLOSE ON: FRODO turns to find its source.

ANGLE ON: SAM continues stirring the stew, ignoring GOLLUM.

SAM (CONT'D)

What we need is a few good taters.

GOLLUM

(spinning to SAM, worried)

What's taters, precious? What's taters?

Eh?

ANGLE ON: The calling sound continues...FRODO starts walking, searching for its source.

SAM

(impatiently)

Po-ta-toes. Boil them, mash them, stick them in a stew. Lovely big golden chips with a nice piece of fried fish.

GOLLUM spits at the very thought. SAM looks to him, proud of his imagery.

SAM (CONT'D)

Even you couldn't say no to that.

GOLLUM

(indignant)

Oh, yes, we could. Spoil a nice fish.

He scrambles up close to SAM.

GOLLUM (CONT'D)

Give it to us raw and wriggling. You keep nasty chips.

ANGLE ON: SAM brings up the ladle to have a taste of his stew...GOLLUM hops away. SAM shakes his head.

SAM

You're hopeless.

He sips the stew.

EXT. ITHILIEEN FOREST - DAY

ANGLE ON: FRODO walks through the woods, still searching. The sound ensues again. FRODO looks in that direction and continues towards it.

EXT. ITHILIEEN CAMPSITE - DAY

SAM brings down his ladle and looks about.

SAM (CONT'D)

Mr. Frodo?

EXT. EDGE OF ITHILIEEN - DAY

FRODO crawls to the edge of an overlook.

HIGH WIDE ON: A HARADRIM ARMY marches across the land below him.

ANGLE ON: SAM and GOLLUM come up behind him.

SAM (CONT'D)

Who are they?

GOLLUM

Wicked Men. Servants of Sauron. They are called to Mordor. The Dark One is gathering all armies to him. It won't be long now. He will soon be ready.

SAM

Ready to do what?

GOLLUM

To make his war. The last war that will cover all the world in Shadow.

FRODO

We've got to get moving. Come on, Sam.

FRODO starts to leave...SUDDENLY, SAM grabs Frodo's arm, entranced with the sight.

SAM

Mr. Frodo. Look. It's an oliphaunt.

(CONTINUED)

CONTINUED:

WIDE ON: GIGANTIC MAMÛKIL CARRYING SOLDIERS AND SUPPLIES ON THEIR BACKS! These creatures look like elephants, but stand at least 7 men tall. They tower over the formations of soldiers below them.

CLOSE ON: SAM looks upon them with rapture.

SAM

No one at home will believe this.

CLOSE ON: FRODO looks at SAM and smiles. They both gaze in wonder at the enormous creatures.

ON THE SOUNDTRACK: The call sounds again.

ANGLE ON: All THREE of them look about, warily...GOLLUM slips off...FRODO looks after him.

FRODO

Sméagol?

WIDE ON: SUDDENLY, PANDEMONIUM ENSUES; THE ARMY IS BEING AMBUSHED! The MAMÛKIL react to the onslaught...they throw MEN from their backs, who fall to their deaths.

ANGLES ON: Cloaked ARCHERS fire deadly arrows...the SOLDIERS fall one by one.

CLOSE ON: One of the ARCHERS, FARAMIR, runs to the forefront to survey the battle.

ANGLE ON: One of the MAMÛKIL starts trumpeting and stomping towards FRODO and SAM, swinging his huge trunk and tusks, throwing MEN from his back.

ANGLE ON: FRODO and SAM back away from the overlook in fear.

CLOSE ON: FARAMIR nocks an arrow and fires at the MAMÛKIL'S DRIVER.

ANGLE ON: The SOLDIER falls from the MAMÛKIL and lands right behind FRODO and SAM, dead. The MAMÛKIL tromps off in another direction.

ANGLE ON: FRODO and SAM backs away from the edge and look behind them.

(CONTINUED)

CONTINUED: (2)

FRODO (CONT'D)

We've lingered here too long.

ANGLE ON: FRODO begins to run off, when he notices SAM is still watching the battle.

FRODO (CONT'D)

Come on, Sam.

ANGLES ON: FRODO turns and runs right into a GONDORIAN RANGER, who grabs hold of him...SAM draws his weapon and charges the RANGER, but another comes out of the trees and knocks him onto his back...the RANGER with FRODO lifts him briefly and tosses him to the ground.

CLOSE ON: A RANGER holds his sword to Sam's neck, pinning him.

ANGLE ON: FRODO desperately tries to escape, but the RANGERS detain him.

SAM

Wait! We're innocent travelers!

FARAMIR appears to challenge SAM.

FARAMIR

There are no travelers in this land.
Only servants of the Dark Tower.

FARAMIR walks past them to lead on.

FRODO

We are bound to an errand of secrecy.

FARAMIR stops and turns to him.

FRODO (CONT'D)

Those that claim to oppose the enemy
would do well not to hinder us.

FARAMIR

The enemy?

FARAMIR turns to the fallen SOLDIER.

(CONTINUED)

CONTINUED: (3)

FARAMIR (CONT'D)

His sense of duty was no less than yours, I deem.

CLOSE ON: FARAMIR rolls the SOLDIER over with his foot and looks upon his dead face.

FARAMIR (CONT'D)

You wonder what his name is, where he came from. And if he was really evil at heart. What lies or threats led him on this long march from home. If he would not rather have stayed there...in peace.

He breaks from his reflection and turns back to FRODO.

FARAMIR (CONT'D)

War will make corpses of us all. Bind their hands.

ANGLES ON: FRODO makes a final fruitless effort to escape, but to no avail...SAM is violently lifted from the ground.

CUT TO:

EXT. PLAINS OF ROHAN - DAY

ANGLE ON: GIMLI rides atop a horse, led by ÉOWYN, among the throng of traveling ROHIRRIM.

GIMLI

It's true you don't see many Dwarf women. And in fact, they are so alike in voice and appearance, that they're often mistaken for Dwarf Men.

ANGLE ON: ÉOWYN smiles and looks back at ARAGORN.

ARAGORN

(gestures and whispers)
It's the beards.

ÉOWYN smiles and shushes him.

(CONTINUED)

CONTINUED:

GIMLI

And this, in turn, has given rise to the belief that there are no Dwarf women, and that Dwarves just spring out of holes in the ground...

ÉOWYN laughs. GIMLI joins her and continues.

GIMLI (CONT'D)

...which is of course ridiculous.

The horse suddenly rears up. ÉOWYN loses her hold on the reins.

ANGLES ON: The horse gallops through the throng, throwing GIMLI to the dirt...ÉOWYN rushes forward to GIMLI who struggles to get up like a turtle on its back.

GIMLI (CONT'D)

It's all right. Nobody panic. That was deliberate. It was deliberate.

ÉOWYN helps GIMLI to his feet.

ANGLE ON: THÉODEN and ARAGORN, riding side by side, laugh at the sight...THÉODEN glances at ARAGORN.

THÉODEN

I haven't seen my niece smile for a long time. She was a girl when they brought her father back dead. Cut down by Orcs. She watched her mother succumb to grief.

ANGLE ON: ARAGORN'S expression turns dark and mournful...he looks to ÉOWYN.

POV: ÉOWYN laughs and looks to him as she brushes GIMLI off.

ANGLE ON: ARAGORN looks back to THÉODEN.

THÉODEN (CONT'D)

Then she was left alone, to tend her king in growing fear. Doomed to wait upon an old man who should have loved her as a father.

(CONTINUED)

CONTINUED: (2)

CLOSE ON: ÉOWYN looks back at ARAGORN with the sun behind her and the wind in her hair, smiling at him.

DISSOLVE TO:

EXT. PLAINS OF ROHAN - DAY

ANGLE ON: ÉOWYN walks through a makeshift ROHIRRIM camp, carrying a pot of stew...she sees GIMLI and offers him some.

ÉOWYN

Gimli.

GIMLI

No, I couldn't. I really couldn't.

GIMLI walks away. ÉOWYN continues walking until she comes upon ARAGORN. He looks up at her approach.

ÉOWYN

I made some stew. It isn't much, but it's hot.

She draws him a bowl, and he takes it. She hands him a spoon.

ARAGORN

Thank you.

CLOSE ON: He dips the spoon in the bowl and fishes for a bite of meat.

Immediately upon putting the morsel into his mouth, he freezes...his face registers the distaste of this morsel... meekly, he looks up to ÉOWYN...he swallows hard, and nods with the word "Yuck" written all over his face.

ARAGORN (CONT'D)

It's good.

ÉOWYN

Really?

She begins to walk away.

(CONTINUED)

CONTINUED:

ANGLE ON: SUBTLY, ARAGORN tips the bowl to pour out the distasteful mixture...ÉOWYN turns suddenly...ARAGORN tries to catch himself, but ends up soaking his arms in the steaming brew.

ÉOWYN (CONT'D)

My uncle told me a strange thing. He said that you rode to war with Thengel, my grandfather. But he must be mistaken.

ARAGORN

King Théoden has a good memory. He was only a small child at the time.

ANGLE ON: ÉOWYN kneels down to him, shocked.

ÉOWYN

Then you must be at least 60.

CLOSE ON: He chuckles uncomfortably, and looks away.

ÉOWYN (CONT'D)

Seventy?

ARAGORN looks down and still doesn't respond.

ÉOWYN (CONT'D)

But you cannot be 80!

He looks at her calmly, and smiles.

ARAGORN

Eighty-seven.

CLOSE ON: ÉOWYN'S jaw DROPS...she stands, momentarily speechless.

ÉOWYN

You are one of the Dúnedain.

ANGLE ON: ARAGORN nods, humbly.

ÉOWYN (CONT'D)

A descendant of Númenor, blessed with long life. It was said that your race had passed into legend.

(CONTINUED)

CONTINUED: (2)

ARAGORN

There are few of us left. The Northern
Kingdom was destroyed long ago.

ARAGORN looks down, sadly.

ÉOWYN

I'm sorry.
(smiling)
Please, eat.

She continues to stand by him, giving him little choice but to eat the distasteful mess he was given.

CUT TO:

EXT. CAMPSITE, PLAINS OF ROHAN - NIGHT

ARAGORN sits silently, smoking a pipe. His eyes stare off into the distance ... his mind elsewhere.

ARWEN (V.O.)

The light of the Evenstar does not
wax and wane. It is mine to give to
whom I will. Like my heart.

Slowly, ARAGORN'S pipe lowers along with his head.

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

Go to sleep...

CROSSFADE TO:

INT. ARWEN'S ROOM, RIVENDELL - DAY - FLASHBACK

ANGLE ON: ARAGORN lies on a chaise, eyes closed.

ARAGORN

I am asleep.

Slowly, his eyes open. He glances upward and smiles.

ANGLE ON: ARWEN stands above him, smiling back at him.

ARAGORN (CONT'D)

This is a dream.

(CONTINUED)

CONTINUED:

ARWEN bends down to kiss him.

ARWEN
Then it is a good dream.

They kiss lightly...ARAGORN relishes the touch of her skin again...ARWEN pulls back and strokes his cheek.

ARWEN (CONT'D)
(whisper)
Sleep.

She runs her fingers over his eyes to close them, and kisses him...ARAGORN appears at peace...ARWEN stands, and then walks to a doorway that overlooks RIVENDELL...ARAGORN opens his eyes. He turns his head to look at her.

ARAGORN
(in ELVISH; subtitled)
Min lû pennich nin i aur hen telitha.

You told me once that this day would come.

ANGLE ON: ARWEN looks to him sadly.

ARWEN
(in ELVISH; subtitled)
Ú i vethed... nâ i onnad. Boe bedich go Frodo. Han bâd lîn.

This is not the end... it is the beginning. You must go with Frodo. That is your path.

ANGLE ON: ARAGORN stands and walks to ARWEN...he takes her in his arms, and stares off into the distance.

ARAGORN
(in ELVISH; subtitled)
Dolen i vâd o nin.

My path is hidden from me.

(CONTINUED)

CONTINUED: (2)

ARWEN

(reassuringly; in ELVISH; subtitled)
Si peliannen i vâd na dail lân. Si boe
ú-dhannathach.

It is already laid before your feet. You
cannot falter now.

ARAGORN

Arwen...

CLOSE ON: ARWEN places her fingers on his lips, silencing his
fears and doubts...she runs her fingers down his chin...

ARWEN

(in ELVISH; subtitled)
Ae ú-esteliach nad...

If you trust nothing else...

...to rest on the EVENSTAR PENDANT around his neck.

ARWEN (CONT'D)

(in ELVISH; subtitled)
...estelio han. Estelio ammen.

...trust this. Trust us.

ARAGORN takes her hand in his...

ANGLE ON: They kiss passionately in the gleaming sunlight of the
RIVENDELL morning.

CUT TO:

EXT. PLAINS OF ROHAN - DAY

CLOSE ON: THE EVENSTAR PENDANT around ARAGORN'S neck.

ANGLE ON: ARAGORN leads his horse to Helm's Deep, distracted by
the memory of ARWEN.

ÉOWYN

Where is she?

ARAGORN turns.

(CONTINUED)

CONTINUED:

CLOSE ON: ÉOWYN looks at him nervously.

ÉOWYN (CONT'D)

The woman who gave you that jewel.

CLOSE ON: ARAGORN says nothing and continues walking.

DISSOLVE TO:

EXT. RIVENDELL - DAY - FLASHBACK

ELROND stands before ARAGORN.

ELROND

(beseeching)

Our time here is ending. Arwen's time is ending. Let her go. Let her take the ship into the west. Let her bear away her love for you to the Undying Lands. There it will be ever green.

ARAGORN

But never more than memory.

ELROND

I will not leave my daughter here to die.

ARAGORN

She stays because she still has hope.

ELROND

She stays for you. She belongs with her people.

ARAGORN leaves ELROND without another word.

CUT TO:

EXT. RIVENDELL - DAY - FLASHBACK

ANGLE ON: ARAGORN walks down the stairs to join the FELLOWSHIP at the RIVENDELL GATE. He checks his weapons and garments in preparation as he walks...ARWEN emerges from behind a pillar.

(CONTINUED)

CONTINUED:

ARWEN

(in ELVISH; subtitled)

Nach gwannatha sin?

Is this how you would take your leave?

ARAGORN pauses and turns to her...he continues walking...she follows.

ARWEN (CONT'D)

(in ELVISH; subtitled)

Ma nathach hi gwannathach or minuial
archened?

Did you think you could slip away at
first light - unnoticed?

ARWEN finally stands in front of him, forcing him to stop.

ARAGORN

(in ELVISH; subtitled)

Ú-ethelithon.

I will not be coming back.

He tries to walk past her.

ARWEN

(in ELVISH; subtitled)

Estelio guru lîn ne dagor. Ethelithach.

You underestimate your skill in battle.
You will come back.

ARAGORN

(in ELVISH; subtitled)

Ú-bedin o gurth ne dagor.

It is not of death in battle that I
speak.

ARWEN gently grabs his arm, and stands before him again...he stops, trying not to meet her gaze.

(CONTINUED)

CONTINUED: (2)

ARWEN

(in ELVISH; subtitled)

O man pedich?

What do you speak of?

ARAGORN looks at the ground momentarily, then into her eyes.

ARAGORN

(with difficulty; in ELVISH; subtitled)

Idhren emmen menna gui ethwel. Hae o
auth...a nîr...a naeth.

You have a chance for another life. Away
from war...grief...despair.

CLOSE ON: ARWEN is mortified.

ARWEN

Why are you saying this?

ARAGORN

(gently)

I am mortal. You are Elf-kind. It was a
dream, Arwen. Nothing more.

ARWEN

(shaking her head)

I don't believe you.

ANGLES ON: He takes ARWEN'S hand and turns it open...she looks
down....he opens his hand to reveal the EVENSTAR PENDANT...he
looks back to her.

ARAGORN

This belongs to you.

CLOSE ON: ARWEN looks at ARAGORN with all the composure she can
muster.

ARWEN

It was a gift.

CLOSE ON: She closes his hand around the PENDANT.

ARWEN (CONT'D)

Keep it.

CUT TO:

EXT. PLAINS OF ROHAN - DAY

CLOSE ON: ARAGORN continues to gaze off, flooded with the painful memory of his departure from ARWEN...ÉOWYN endeavors to break his musing.

ÉOWYN

My lord?

ANGLE ON: ARAGORN looks at ÉOWYN to give up his story.

ARAGORN

(pained)

She is sailing to the Undying Lands with all that is left of her kin.

ANGLE ON: ÉOWYN turns quickly away from him, digesting this.

ANGLE ON: GAMLING and HÁMA ride through the crowds to scout ahead.

WIDE ON: They ride over the ridge, distracting LEGOLAS, who is watching the horizon as they pass.

ANGLE ON: They reach a tall formation of rocks...their HORSES become uneasy.

GAMLING

What is it? Háma?

HÁMA

I'm not sure.

LOW ANGLE ON: High atop the rocks, a ORC WARG RIDER watches them...SUDDENLY, THE WARG RIDER CHARGES DOWN THE ROCK FACE AND ATTACKS HÁMA! HÁMA is knocked from his steed to the ground. He rolls over as the WARG bears down upon him.

ANGLE ON: ARAGORN and ÉOWYN look up to hear HÁMA'S cries...
GAMLING draws his sword.

GAMLING

(yelling)

Wargs!

ANGLE ON: The WARG throws HÁMA away, and turns to GAMLING. The two WARRIORS CLASH...LEGOLAS leaps from his lookout point and fires an arrow, felling the WARG, and throwing his RIDER to the ground.

(CONTINUED)

CONTINUED:

ANGLE ON: ARAGORN runs atop the ridge...LEGOLAS bears down on the ORC and slices his throat.

LEGOLAS
(yelling)
A scout!

ANGLE ON: ARAGORN runs back down the hill to THÉODEN, who rides toward him.

THÉODEN
What is it? What do you see?

ARAGORN
Warg! We are under attack!

ANGLES ON: The crowd is instantly reduced to a blind panic... the people scream and turn back to EDORAS.

ANGLE ON: ARAGORN makes his way through the crowd to ÉOWYN and his HORSE...THÉODEN turns back to the troops.

THÉODEN
All riders to the head of the column!

ANGLE ON: GIMLI tries to mount AROD.

GIMLI
Come on. Get me up here. I'm a rider!

With some help, GIMLI succeeds.

GIMLI (CONT'D)
Come on!

He spurs the HORSE onward, and almost falls off!

WIDE ON: LEGOLAS runs across the plain to the top of another ridge, overlooking a vast plain...over the next hill come a large number of WARG RIDERS, barking and kicking up dust as they ride.

ANGLE ON: THÉODEN rides to ÉOWYN, mounting her HORSE.

THÉODEN
You must lead the people to Helm's Deep, and make haste.

(CONTINUED)

CONTINUED: (2)

ÉOWYN

I can fight!

THÉODEN

No!

ÉOWYN holds THÉODEN'S gaze for a moment.

THÉODEN (CONT'D)

You must do this...for me.

Reluctantly, ÉOWYN agrees...THÉODEN turns his HORSE to the BATTLE.

THÉODEN (CONT'D)

Follow me!

ANGLES ON: THÉODEN charges forward...the WARRIORS follow... ARAGORN spurs BREGO onward as he mounts...AROD, GIMLI on his back, walks backward.

GIMLI

Forward. I mean, charge forward.

ANGLE ON: ÉOWYN leads the people away from the battle.

ÉOWYN

Make for the lower ground!

ANGLE ON: GIMLI finally succeeds in moving AROD forward...he holds on unsteadily as the HORSE gallops.

GIMLI

That's it! Go on!

ANGLE ON: ÉOWYN manages to get everyone moving in the same direction...she continues to rally them to her.

ÉOWYN

Stay together!

ANGLE ON: The ROHIRRIM HORSEMEN ride together under their standard up the hill to confront the WARG RIDERS.

(CONTINUED)

CONTINUED: (3)

ANGLE ON: ARAGORN turns for a final glance to ÉOWYN and the VILLAGERS...ÉOWYN turns for a final glance to ARAGORN and the HORSEMEN...their eyes lock for a moment before ARAGORN turns and heads for the battle.

WIDE ON: The HORSEMEN ride up the hill into battle...Atop the ridge, LEGOLAS fires ARROWS into the ranks of the WARG RIDERS, hitting his mark each time...the ROHIRRIM ride over the hill...LEGOLAS turns and joins GIMLI on AROD.

SERIES OF CUTS: The two armies ride towards each others...THÉODEN and the WARG COMMANDER give their armies the signal...the two ARMIES CLASH on the field of battle...riders are knocked from their mounts...spears, arrows, teeth, and swords make contact...the blood-thirsty WARGS maul fallen MEN and HORSES.

ANGLE ON: GIMLI falls from AROD...he stands, facing off against a hungry WARG...GIMLI readies himself.

GIMLI

Bring your pretty face to my axe!

The WARG charges...GIMLI prepares to make contact.

SUDDENLY, LEGOLAS rides by and kills the WARG with a well-placed ARROW!

GIMLI (CONT'D)

(outraged)

That one counts as mine!

ANGLE ON: A WARG attacks GIMLI from behind...he kills the creature with his axe, but as it falls, GIMLI is pinned under it.

SERIES OF CUTS: The battle rages on...ARAGORN and THÉODEN deftly dispatch ORCS with their swords...an ARCHER fires arrow after arrow at the attackers before a WARG mauls him...RIDERS are knocked from their mounts...

ANGLE ON: GIMLI tries to lift the WARG off of him.

GIMLI (CONT'D)

(strained)

Stinking creature.

(CONTINUED)

CONTINUED: (4)

ANGLES ON: An ORC leans over the DEAD WARG...GIMLI'S eyes widen...the ORC raises a short sword...GIMLI grabs the ORC'S head and breaks his neck...the ORC collapses on the growing heap...GIMLI sniffs and grimaces with disgust...

A WARG looks over his fallen brethren and finds GIMLI...GIMLI'S eyes widen again as he realises he is at the creature's mercy.

ARAGORN looks over and spots GIMLI'S predicament.

THE WARG closes in for the kill.

ARAGORN rides towards GIMLI...He snatches a spear from the ground and skewers the WARG...it falls, adding to the weight GIMLI is currently carrying...GIMLI moans in pain.

THE BATTLE RAGES ON...

ANGLE ON: A WARG takes ARAGORN off guard and knocks him from HASUFEL.

ANGLE ON: One of the RIDERS, SHARKU, charges ARAGORN and attempts to take him out...ARAGORN grabs the ORC'S arm and pulls himself to the back of the WARG, behind SHARKU!

They charge across the plains...SHARKU butts ARAGORN off the WARG, but ARAGORN holds on to the WARG'S course hair...dragged across the field, ARAGORN draws his dagger and swings at SHARKU...SHARKU kicks him back down!

FINALLY, ARAGORN stabs SHARKU...The two grasp at each other... ARAGORN throws SHARKU from the WARG, but ARAGORN is unable to let go...

CLOSE ON: HIS HAND IS WRAPPED IN THE CREATURES SADDLE!

WIDE ON: The WARG charges across the field of battle.

POV: A DROP-OFF APPROACHES QUICKLY!

CLOSE ON: ARAGORN desperately tries to disentangle himself.

WIDE ON: The WARG charges over the edge...ARAGORN FALLS WITH HIM!

ANGLE ON: GIMLI axes a fallen WARG. He looks about.

(CONTINUED)

CONTINUED: (5)

WIDE ON: All over the plains the WARG RIDERS are retreating, still being removed from this life by ROHIRRIM HORSEMEN.

ANGLE ON: LEGOLAS walks across the field, looking about suddenly!

LEGOLAS
(calling out)
Aragorn!

CLOSE ON: GIMLI seems to notice ARAGORN missing as well...he looks about, worried.

GIMLI
(calling out)
Aragorn?

ANGLE ON: THÉODEN also looks around amongst the MEN near him...LEGOLAS and GIMLI approach the drop-off. They look over the ground...LEGOLAS looks up to an ORC, who is laughing rasply...it is SHARKU...LEGOLAS and GIMLI approach him...GIMLI holds his axe threateningly over SHARKU'S head.

GIMLI (CONT'D)
Tell me what happened and I will
ease your passing.

SHARKU
(with difficulty)
He's ... dead.

SHARKU laughs.

SHARKU (CONT'D)
Took a little tumble off the cliff.

THÉODEN turns to the cliff...LEGOLAS bends down and grabs SHARKU by the shirt.

LEGOLAS
You lie.

SHARKU chortles and dies with a smile...LEGOLAS roughly releases him...Something in the ORC'S hand catches his eye...he takes the item.

(CONTINUED)

CONTINUED: (6)

CLOSE ON: LEGOLAS holds the EVANSTAR PENDANT...his expression changes to worry.

ANGLE ON: He quickly joins THÉODEN at the drop-off with GIMLI close behind.

POV: Down the sheer cliff to the rushing water below, there is no sign of either the WARG or ARAGORN.

ANGLE ON: LEGOLAS and GIMLI desperately scan the ravine for ARAGORN.

ANGLE ON: GAMLING runs up behind THÉODEN. THÉODEN turns to him.

THÉODEN

Get the wounded on horses. The wolves of Isengard will return. Leave the dead.

GAMLING acknowledges and runs back to the ranks.

ANGLE ON: LEGOLAS looks at THÉODEN with an expression of perplexed anger...THÉODEN puts a comforting hand on LEGOLAS' shoulder.

THÉODEN (CONT'D)

Come.

LOW ANGLE ON: THÉODEN leaves LEGOLAS and GIMLI staring at the river...LEGOLAS looks at the EVANSTAR, not wanting to believe the truth.

CUT TO:

EXT. PLAINS OF ROHAN - DAY

WIDE ON: The line of ROHIRRIM stretch far behind them. They look up and cry with delight.

VILLAGER

Helm's Deep!

They begin running for their refuge.

ANGLE ON: ÉOWYN walks to the forefront.

(CONTINUED)

CONTINUED:

WIDE ON: In the distance, nestled in the shadow of Thrihyrne, lay HELM'S DEEP. ÉOWYN stands upon the rise, looking into the Westfold Vale to the gorge where HELM'S DEEP lies.

CLOSE ON: ÉOWYN looks upon the sight, mixed with relief and dread. She follows the ROHIRRIM down.

CUT TO:

EXT. HELM'S DEEP - DAY

ANGLE ON: SOLDIERS OPEN THE MIGHTY DOORS...ÉOWYN enters, followed by the throng from EDORAS.

WIDE ON: The roads are lined with the soldiers and people of ROHAN - all those of the land of ROHAN who were driven from their homes have taken refuge there.

AERIAL ON: SOLDIERS man the BATTLEMENTS around the HELM'S DEEP WALL...PEOPLE continue to flow in...inside the walls is a FLURRY OF ACTIVITY.

ANGLE ON: ÉOTHAIN and FREDA run through the masses.

FREDA

Mama!

MORWEN

Éothain! Freda!

ANGLE ON: The CHILDREN embrace their MOTHER again.

ANGLE ON: ÉOWYN assesses supplies.

ÉOWYN

Where is the rest?

ALDOR

This is all we could save, my lady.

ANGLE ON: The FOOD SUPPLY consists of perhaps a dozen bags and about the same number of baskets of food.

ÉOWYN

Take it to the caves.

(CONTINUED)

CONTINUED:

GAMLING (O.S.)
Make way for the king!

ÉOWYN breaks into a run to meet the returning soldiers.

HIGH ANGLE ON: The HORSEMEN ride into HELM'S DEEP and up the roads.

GAMLING (O.S.) (CONT'D)
Make way for Théoden! Make way for the
king!

ANGLE ON: ÉOWYN runs through the city to meet them. She surveys their numbers quickly.

ÉOWYN
So few. So few of you have returned.

ANGLE ON: THÉODEN turns to her, finding his words. He averts his gaze as much as possible.

THÉODEN
Our people are safe.

He turns to assist a wounded soldier who was riding with him.

THÉODEN (CONT'D)
We have paid for it with many lives.

ANGLE ON: GIMLI solemnly approaches ÉOWYN.

GIMLI
My lady.

She turns to him, worried.

ÉOWYN
Lord Aragorn ... where is he?

GIMLI
(with difficulty)
He fell.

SLOW MOTION: ÉOWYN'S eyes grow wide...her mouth drops open, speechless...she turns to look at THÉODEN...THÉODEN catches her glance, and turns away, confirming GIMLI'S statement...visibly shaken, ÉOWYN sits to recover herself.

EXT. HELM'S DEEP BATTLEMENTS - DAY

WIDE ON: THÉODEN stands, overlooking the land outside of HELM'S DEEP. He addresses the SOLDIERS and MEN accompanying him.

THÉODEN

Draw all our forces behind the wall.
Bar the gate. And set a watch on the
surround.

THÉODEN turns to leave the BATTLEMENTS. The MEN follow.

GAMLING

What of those who cannot fight, my lord?
The women and children?

THÉODEN

Get them into the caves.

EXT. HELM'S DEEP - DAY

ANGLE ON: THÉODEN leads his MEN down from the BATTLEMENTS and past the DEEPING STREAM, which flows through it via a grate in the wall.

THÉODEN (CONT'D)

Saruman's arm will have grown long
indeed if he thinks he can reach us
here.

TRACK IN ON THE GRATE IN THE WALL.

WORMTONGUE (V.O.)

Helm's Deep has one weakness. Its outer
wall is solid rock but for a small
culvert at its base which is little more
than a drain.

CUT TO:

INT. ORTHANC ANTE-CHAMBER - DAY

CLOSE ON: SARUMAN pours gunpowder into a LARGE STONE POT.

WORMTONGUE (CONT'D)

How? How can fire undo stone? What kind
of device could bring down the wall?

(CONTINUED)

CONTINUED:

ANGLE ON: WORMTONGUE leans over the pot, holding a candle...SARUMAN reaches out his hand to stay the candle's approach...SARUMAN pushes WORMTONGUE away from the pot.

SARUMAN

If the wall is breached, Helm's Deep will fall.

SARUMAN walks through ORTHANC...WORMTONGUE follows closely.

WORMTONGUE

Even if it is breached, it would take a number beyond reckoning, thousands, to storm the keep.

SARUMAN approaches his balcony, which overlooks ISENGARD.

SARUMAN

Tens of thousands.

WORMTONGUE

But, my lord, there is no such force.

TRACK WITH: SARUMAN and WORMTONGUE walk onto the balcony as a HORN sounds.

HIGH WIDE ON: SARUMAN'S TENS OF THOUSANDS of URUK-HAI stand ready upon the wrecked field of ISENGARD...the ground simply appears covered in a black seething mass of neat rows and columns.

CLOSE ON: WORMTONGUE'S jaw drops in awe.

ANGLE ON: SARUMAN holds up his hand to calm his army.

SARUMAN

A new power is rising. Its victory is at hand.

HIGH WIDE ON: The URUK-HAI cheer and roar.

ANGLE ON: SARUMAN holds out his hand to calm them.

SARUMAN (CONT'D)

This night, the land would be stained with the blood of Rohan!

(CONTINUED)

CONTINUED: (2)

TRACK AWAY FORM ORTHANC DOWN THROUGH THE MASS OF SPEARS WHICH TRAVELS SO FAR, SARUMAN APPEARS AS ONLY A SPECK ON THE OBSIDIAN TOWER OF ORTHANC...EVEN AT SUCH A DISTANCE, SARUMAN IS CLEARLY HEARD.

SARUMAN (CONT'D)

March to Helms Deep! Leave none alive!

CLOSE ON: SARUMAN raises his hands in anticipated triumph.

SARUMAN (CONT'D)

To war!

HIGH WIDE ON: The army cheers and roars even louder.

CLOSE ON: WORMTONGUE stands awed and frightened...SARUMAN looks over the ARMY grimly.

SARUMAN (CONT'D)

(quietly)

There will be no dawn for Men.

CUT TO:

EXT. ISENGARD - DAY

The MASSIVE URUK-HAI ARMY marches to war at HELM'S DEEP.

CUT TO:

EXT. FANGORN FOREST - DAY

AERIAL ON: Amidst the lush foliage of FANGORN, TREEBEARD continues his own arch with MERRY and PIPPIN in tow. In the distance, ORTHANC is clearly visible in the RING OF ISENGARD...a dark shape moves across the land towards ROHAN.

ANGLE ON: PIPPIN spots ISENGARD in the distance.

PIPPIN

Look! There's smoke to the south.

TREEBEARD

There is always smoke rising from Isengard these days.

(CONTINUED)

CONTINUED:

MERRY reacts to the mention of the name.

MERRY
Isengard?

MERRY climbs up TREEBEARD for a better view.

TREEBEARD
There was a time when Saruman would
walk in my woods.

PIPPIN sees MERRY climbing, so he climbs too. TREEBEARD pays them little mind.

TREEBEARD (CONT'D)
But now he has a mind of metal and
wheels. He no longer cares for growing
things.

ANGLE ON: MERRY and PIPPIN reach the upper branches of TREEBEARD, just above the tops of the trees.

PIPPIN
What is it?

HIGH WIDE ON: On the FIELDS of ISENGARD, the FLOOD of the URUK-HAI army marches.

ANGLE ON: MERRY and PIPPIN ride atop TREEBEARD, worried.

MERRY
It's Saruman's army. The war has
started.

CUT TO:

EXT. RIVER - DAY

WIDE ON: ARAGORN floats atop the water, unconscious...his body comes to rest on a bank of rocks.

INTERCUT WITH ARWEN lying in RIVENDELL.

ARAGORN remains unconscious at the river.

(CONTINUED)

CONTINUED:

ANGLE ON: SUDDENLY, ARWEN leans in above ARAGORN and kisses him gently...ARAGORN opens his eyes.

ARWEN

May the grace of the Valar protect
you.

ARWEN FADES OUT...ARAGORN takes a deep breath.

EXT. RIVERBANK - DAY

ANGLE ON: ARAGORN lies unconscious on the RIVERBANK.

CLOSE ON: SUDDENLY, a HORSE HOOF steps next to his head.

ANGLE ON: It grunts and nudges ARAGORN over and over until he stirs.

ARAGORN

(mumbling)

Brego.

ANGLE ON: BREGO drops to his knees...ARAGORN takes hold of BREGO'S MANE and PULLS HIMSELF onto BREGO'S back...Once ARAGORN is safely aboard, BREGO stands and carries him away.

EXT. PLAINS OF ROHAN - DAY

BREGO carries a weary and beaten ARAGORN across the distance towards HELM'S DEEP.

DISSOLVE TO:

INT. ARWEN'S ROOM, RIVENDELL - DAY

ARWEN lies on her bed, deep in thought. A VOICE startles her.

ELROND

Arwen.

ARWEN turns to ELROND at her door, and sits up.

(CONTINUED)

CONTINUED:

ELROND (CONT'D)
 (in ELVISH; subtitled)
 Tollen i lû. I chair gwannar na
 Valannor. Si bado...no círar.

It is time. The ships are leaving for
 Valinor. Go now...before it is too late.

ARWEN looks at him impassively.

ARWEN
 I have made my choice.

ELROND approaches her.

ELROND
 He is not coming back. Why do you
 linger here when there is no hope?

ARWEN
 There is still hope.

ELROND walks toward the window and looks away from her.

ELROND
 If Aragorn survives this war, you will
 still be parted. If Sauron is defeated
 and Aragorn made king and all that you
 hope for comes true, you will still have
 to taste the bitterness of mortality.
 Whether by the sword or the slow decay of
 time, Aragorn will die.

INSERT IMAGE: ARAGORN lies in state holding ANDÚRIL in the
 COURTYARD OF THE KINGS at MINAS TIRITH. His hair is greyed
 many years. ARWEN stands over him mourning his passing. A line
 of MOURNERS pass behind them.

ELROND (V.O.) (CONT'D)
 And there will be no comfort for you, no
 comfort to ease the pain of his passing.

CROSS-FADE TO: A STONE MONUMENT of ARAGORN lying on the TABLE.
 All around, MINAS TIRITH has fallen into grave disrepair. To
 one side on his TOMB, ARWEN stands, still dressed in black as
 an eternal widow.

(CONTINUED)

CONTINUED: (2)

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

He will come to death, an image of
the splendor of the kings of Men in
glory undimmed before the breaking of
the world.

But you, my daughter, you will linger on
in darkness and in doubt as nightfall in
winter that comes without a star.

CLOSE ON: ARWEN, veiled in her grief, young and beautiful.

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

Here you will dwell, bound to your grief...

INSERT IMAGE: ARWEN walks through the dead FOREST of
LOTHLÓRIEN. Sunlight splays through long standing carcasses of
the trees.

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

...under the fading trees, until all the
world has changed and the long years of
your life are utterly spent.

CLOSE ON: ELROND, once again standing at the window in ARWEN'S
ROOM.

CLOSE ON: ARWEN, a tear streams down her face.

ELROND turns from the window to face her.

ELROND (CONT'D)

Arwen...

ARWEN breathes deeply, torn by her love for ARAGORN and her
love for her father.

ELROND (CONT'D)

There is nothing for you here, only
death.

ARWEN raises her tear-worn eyes to him. ELROND walks over to her
and sits beside her. He brushes his hand gently across her face.

(CONTINUED)

CONTINUED: (3)

ELROND (CONT'D)
 (in ELVISH; subtitled)
 A im, ú-'erin veleth lîn?

Do I not also have your love?

ARWEN gives in to his embrace and holds him.

ARWEN
 (choked; in ELVISH; subtitled)
 Gerich meleth nîn, ada.

You have my love, father

CUT TO:

EXT. RIVENDELL - NIGHT

A group of ELVES move out of RIVENDELL, each carrying a lantern.

ANGLES ON: ARWEN walks among them, silent and stoic...ELROND stands on a balcony, watching them go...ARWEN turns a final sad glance to him.

CLOSE ON: ELROND remains impassive and resigned.

EXT. MIDDLE EARTH - NIGHT

WIDE ON: The line of ELVES with their lanterns stretches across the bridge before RIVENDELL, standing gravely empty behind them.

EXT. RIVENDELL - NIGHT

CLOSE ON: ELROND remains on his balcony, watching the entourage leave. The VOICE of GALADRIEL is heard...

INTERCUT: GALADRIEL speaking across the distance.

(CONTINUED)

CONTINUED:

GALADRIEL

(in ELVISH)

I amar prestar aen... han mathon ne
nen, han mathon ne chae, a han nostan
ned gwilith.

The world has changed... I feel it in the
water, I feel it in the earth, I smell it
in the air.

INTERCUT: ELROND standing at his window. He continues watching
the entourage leave.

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

(in English)

The power of the enemy is growing.
Sauron will use his puppet Saruman...

INTERCUT: SARUMAN in the PALANTÍR CHAMBER at ORTHANC, his hand
held over the PALANTÍR. Within the ball swirls the FIERY EYE OF
SAURON.

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

...to destroy the people of Rohan.

INTERCUT WITH: SARUMAN'S URUK-HAI ARMY marches across ISENGARD
towards ROHAN...The ARMY forms a black line that stretches back
for miles. THOUSANDS OF SPEARS rise high over the heads of the
ARMY.

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

Isengard has been unleashed.

INTERCUT: THE EYE OF SAURON high atop the TOWER OF BARAD-DÛR.

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

The Eye of Sauron now turns to Gondor...

INTERCUT: HIGH OVERHEAD AERIAL of OSGILIATH, it east and west
portions of the city split by the RIVER ANDUIN.

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

...the last free kingdom of Men.

A SHADOW spreads over OSGILIATH.

(CONTINUED)

CONTINUED: (2)

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

His war on this country will come
swiftly.

INTERCUT: THE EYE OF SAURON high atop the TOWER OF BARAD-DÛR,
looking in the direction of OSGILIATH and GONDOR.

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

He senses the Ring is close.

INTERCUT: FRODO and SAM, blindfolded, are being pushed along by
the GONDORIAN RANGERS, led by FARAMIR.

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

The strength of the Ring-bearer is
failing.

INTERCUT: ELROND at his window, anger and frustration welling up
within him, as he listens to GALADRIEL.

GALADRIEL (V.O.)

In his heart, Frodo begins to
understand...

INTERCUT: CLOSE ON: GALADRIEL

GALADRIEL (CONT'D)

...the quest will claim his life. You
know this.

INTERCUT: ELROND stands at his window.

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

You have foreseen it. It is the risk we
all took.

FADE TO BLACK.

CLOSE ON: The RING spins through the darkness.

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

In the gathering dark, the will of the
Ring grows strong.

EXT. FOREST OF ITHILIEN - DAY

ANGLE ON: The GONDORIAN RANGERS continue prodding FRODO and SAM along.

GALADRIEL (V.O.) (CONT'D)
It works hard now to find its way back into the hands of Men. Men, who are so easily seduced by its power.

ANGLE ON: FARAMIR, leading the band of RANGERS.

GALADRIEL (V.O.) (CONT'D)
The young captain of Gondor has but to extend his hands, take the Ring for his own and the world will fall.

WIDE ANGLE ON: The WATERFALL in ITHILIEN, which conceals the hideout of the RANGERS, HENNETH ANNÛN.

INT. HENNETH ANNÛN - DAY

ANGLE ON: The MEN pass FRODO and SAM to one another within the hideout to imprison them.

GALADRIEL (V.O.) (CONT'D)
It is close now...

INTERCUT: GALADRIEL'S EYES, watching across the distance.

GALADRIEL (V.O.) (CONT'D)
...so close to achieving its goal.

INTERCUT: THE EYE OF SAURON on BARAD-DÛR.

GALADRIEL (V.O.) (CONT'D)
For Sauron will have dominion of all life on this Earth...

PULL BACK TO REVEAL: The TOWER deep within MORDOR. NAZGÛL fly around the TOWER on FELL-BEASTS, guarding it from invaders.

INTERCUT: CLOSE ON: GALADRIEL'S EYES, with their deep pools of wisdom.

GALADRIEL (CONT'D)
...even unto the ending of the world.
The time of the Elves...is over.

(CONTINUED)

CONTINUED:

INTERCUT: ELROND walks up to the painting of ISILDUR defeating SAURON with the BROKEN BLADE of NARSIL.

CLOSE ON: The PAINTING, panning from the image of SAURON to that of ISILDUR.

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

Do we leave Middle-earth to its fate?

Do we let them stand alone?

CLOSE ON: ELROND, his face etched with frustration and indecision.

INT. HENNETH ANNÛN - DAY

CLOSE ON: A MAP of MIDDLE-EARTH is unrolled onto a table.

ANGLE ON: FARAMIR and MADRIL, poring over the MAP.

FARAMIR

What news?

MADRIL

Our scouts report Saruman has attacked Rohan.

CLOSE ON: The MAP as MADRIL indicates ROHAN and HELM'S DEEP.

MADRIL (CONT'D)

Théoden's people have fled to Helm's Deep. But we must look to our own borders.

PAN ON: MADRIL moves his FINGER from HELM'S DEEP to the borders of MORDOR, where he traces from the BLACK GATE to OSGILIATH.

MADRIL (CONT'D)

Faramir, Orcs are on the move. Sauron is marshaling an army. Easterlings and Southrons are passing through the Black Gate.

FARAMIR

How many?

(CONTINUED)

CONTINUED:

MADRIL

Some thousands. More come every day.

FARAMIR

Who's covering the river to the north?

CLOSE ON: The MAP is centered on GONDOR. MADRIL points out OSGILIATH.

MADRIL

We pulled 500 Men at Osgiliath, but if the city is attacked, we won't hold it.

ANGLE ON: FARAMIR considers MADRIL'S words carefully.

CLOSE ON: The MAP shows ISENGARD.

FARAMIR

Saruman attacks from Isengard.

PAN ON: FARAMIR moves his FINGER from ISENGARD to MORDOR.

FARAMIR (CONT'D)

Sauron from Mordor.

PULL BACK TO REVEAL the ISENGARD, GONDOR, and MORDOR on the MAP.

FARAMIR (CONT'D)

The fight will come to Men on both fronts. Gondor is weak.

ANGLE ON: FARAMIR.

FARAMIR (CONT'D)

Sauron will strike us soon. And he will strike hard.

CLOSE ON: The MAP closes in on OSGILIATH.

FARAMIR (CONT'D)

He knows now we do not have the strength to repel him.

INT. HENNETH ANNÛN - LATER

CLOSE ON: FRODO'S BLINDFOLD is ripped of him.

ANGLE ON: FRODO and SAM stand in the midst of the GONDORIAN RANGERS, all walking to and fro in their duties.

ANGLE ON: FARAMIR enters and address FRODO and SAM.

FARAMIR

My Men tell me that you are Orc spies.

SAM

Spies?! Now wait just a minute!

FARAMIR

Well if you're not spies, then who are you?

SAM looks over to FRODO, who remains silent and unmoving... FARAMIR sits to address them.

FARAMIR (CONT'D)

Speak.

FRODO and SAM stay silent for a moment...finally, FRODO speaks.

FRODO

We are Hobbits of the Shire. Frodo Baggins is my name, and this is Samwise Gamgee.

FARAMIR

Your bodyguard?

SAM

(insulted)
His gardener.

FARAMIR

And where is your skulking friend?

ANGLE ON: FRODO looks suddenly nervous, his eyes widening.

FARAMIR (CONT'D)

That gangrel creature. He had an ill-favored look.

(CONTINUED)

CONTINUED:

FRODO shakes his head.

FRODO
There was no other.

ANGLE ON: SAM looks uncomfortable, as if caught in a lie...
FARAMIR eyes them suspiciously.

FRODO (CONT'D)
We set out from Rivendell with seven
companions.

FARAMIR is suddenly very interested.

FRODO (CONT'D)
One we lost in Moria, two were my kin, a
Dwarf there was also, and an Elf. And two
Men, Aragorn, son of Arathorn, and
Boromir of Gondor.

FARAMIR'S expression changes to that of reserved surprise.

FARAMIR
(intently)
You're a friend of Boromir?

FRODO
Yes... for my part.

ANGLE ON: FARAMIR turns away from the HOBBITS for a moment, and
then back to address them.

FARAMIR
It would grieve you then to learn that
he was dead.

CLOSE ON: FRODO'S mouth drops, shocked.

FRODO
Dead? How? When?

FARAMIR
As one of his companions, I hoped you
would tell me.

(CONTINUED)

CONTINUED: (2)

FRODO

If something has happened to Boromir, we would have you tell us.

FARAMIR

(with great difficulty)

His horn washed up on the riverbank, about six days past. It was cloven in two. But more than this, I know it in my heart. He was my brother.

CLOSE ON: FRODO stands speechless at the revelation.

IMAGES: FARAMIR stands alone on a riverbank...FARAMIR walks through the water to an ELVEN BOAT, floating down the river.

IMAGE: CLOSE ON the ELVEN BOAT: BOROMIR lies in state.

IMAGE: FARAMIR stands in shock at the image as the boat passes him by.

INT. HENNETH ANNÛN - DAY

FARAMIR sits alone, deep in thought.

CLOSE ON: In his hands, he holds the BOROMIR'S HORN, cloven in two.

ON THE SOUNDTRACK: Voices cry out, "Boromir! Boromir!"

CUT TO:

EXT. OSGILIATH - DAY

Hundreds of GONDORIANS crowd the streets of the city, crying BOROMIR'S name.

ANGLE ON: BOROMIR plants a flag in one of the turrets and draws his sword in salute.

BOROMIR

This city was once the jewel of our kingdom...a place of light and beauty and music...and so it shall be once more!

(CONTINUED)

CONTINUED:

The people cheer in response.

BOROMIR (CONT'D)

Let the armies of Mordor know this:
never again will the land of my
people fall into enemy hands.

The people cheer again.

BOROMIR (CONT'D)

This city of Osgiliath has been
reclaimed for Gondor!

WIDE ON: BOROMIR raises his sword in triumph over the city. The people respond to him with cheers and jubilation.

ANGLE ON: FARAMIR makes his way through the crowds to BOROMIR. They embrace.

FARAMIR

Good speech. Nice and short.

BOROMIR

Leaves more time for drinking!

The brothers laughs. BOROMIR addresses the people around him.

BOROMIR (CONT'D)

Break out the ale! These men are
thirsty!

The men cheer in agreement.

ANGLE ON: BOROMIR fills two tankards of ale. He hands one to FARAMIR and they toast.

BOROMIR (CONT'D)

Remember today, little brother. Today,
life is good.

They drink...FARAMIR'S gaze drifts beyond BOROMIR. His expression drops.

BOROMIR (CONT'D)

What?

(CONTINUED)

CONTINUED: (2)

FARAMIR

He's here.

BOROMIR turns.

ANGLE ON: LORD DENETHOR, their father and the STEWARD OF GONDOR, makes his way through the crowd, happily greeting the people.

ANGLE ON: BOROMIR, turns away in frustration.

BOROMIR (CONT'D)

One moment of peace, can he not give us that?

DENETHOR

(smiling broadly)

Where is he? Where is Gondor's finest?
Where's my first-born?

BOROMIR musters a smile, and then turns to greet DENETHOR.

BOROMIR

Father!

ANGLE ON: FARAMIR drops back, as if staying out of the way... BOROMIR embraces DENETHOR.

DENETHOR

They say you vanquished the enemy almost single-handedly.

BOROMIR

They exaggerate. The victory belongs to Faramir also.

FARAMIR smiles and steps forward...DENETHOR scowls.

DENETHOR

(condescending)

But for Faramir, this city would still be standing. Were you not entrusted to protect it?

FARAMIR

I would have done, but our numbers were too few.

(CONTINUED)

CONTINUED: (3)

DENETHOR

Oh, too few. You let the enemy walk in
and take it on a whim.

ANGLE ON: FARAMIR is shattered, hurt by his father's
condescension. DENETHOR steps toward him for the kill.

DENETHOR (CONT'D)

Always you cast a poor reflection on
me.

FARAMIR

That is not my intent.

BOROMIR

(impatient)

You give him no credit, and yet he
tries do to your will.

ANGLE ON: BOROMIR storms away. DENETHOR leaves FARAMIR and
follows him.

BOROMIR (CONT'D)

He loves you, Father.

DENETHOR

Do not trouble me with Faramir ... I
know his uses, and they are few.

ANGLE ON: BOROMIR turns away, unbelieving a father would say
such things of a son.

DENETHOR (CONT'D)

We have more urgent things to speak
of. Elrond of Rivendell has called
a meeting. He will not say why, but
I have guessed its purpose. It is
rumored that the weapon of the enemy
has been found.

CLOSE ON: BOROMIR'S mouth DROPS in SURPRISE and DISBELIEF.

BOROMIR

(delicately)

The One Ring ... Isildur's Bane.

(CONTINUED)

CONTINUED: (4)

DENETHOR

It has fallen into the hands of the Elves. Everyone will try to claim it: Men, Dwarves, wizards. We cannot let that happen. This thing must come to Gondor.

BOROMIR

Gondor.

DENETHOR

It's dangerous, I know. Ever the Ring will seek to corrupt the hearts of lesser Men. But you, you are strong... and our need is great. It is our blood which is being spilled, our people who are dying. Sauron is biding his time. He's massing fresh armies. He will return. And when he does, we will be powerless to stop him. You must go. Bring me back this mighty gift.

ANGLE ON: BOROMIR pulls away from DENETHOR and proceeds back out into OSGILIATH.

BOROMIR

No. My place is here with my people.
Not in Rivendell

ANGLE ON: DENETHOR chases BOROMIR out.

DENETHOR

Would you deny your own father?

ANGLE ON: FARAMIR steps forward.

FARAMIR

If there is a need to go to Rivendell,
send me in his stead.

ANGLE ON: DENETHOR looks at FARAMIR with a cruel sneer.

DENETHOR

You? Oh, I see. A chance for Faramir,
captain of Gondor, to show his
quality. I think not.

(CONTINUED)

CONTINUED: (5)

ANGLE ON: FARAMIR'S confident expression drops.

DENETHOR (CONT'D)

I trust this mission only to your
brother. The one who will not fail me.

ANGLE ON: DENETHOR turns to BOROMIR, who stands against the wall looking strangely angered and defeated.

CUT TO:

EXT. OSGILIATH - DAY

ANGLE ON: BOROMIR sits ready atop his steed, looking as he did when we first saw him ride into RIVENDELL. He glances upward.

ANGLE ON: A WHITE FLAG, EMBLAZONED with the IMAGE OF A TREE ... the STANDARD OF THE STEWARD OF GONDOR flies high over OSGILIATH.

ANGLE ON: BOROMIR turns his gaze to FARAMIR, who looks up at his brother.

BOROMIR

Remember today, little brother.

ANGLE ON: FARAMIR smiles and nods...BOROMIR smiles in return and trots his horse out of OSGILIATH.

CUT TO:

INT. HENNETH ANNÛN - NIGHT

FARAMIR sits alone...staring into nothing...lost in his memories. MADRIL approaches behind him.

MADRIL

Captain Faramir!

MADRIL leans to FARAMIR'S ear.

MADRIL (CONT'D)

(whispers)

We found the third one.

CUT TO:

INT. HENNETH ANNÛN - NIGHT

ANGLE ON: FRODO and SAM sleep. FRODO'S eyes slowly open as footsteps approach. He looks up at figures before him.

ANGLE ON: FARAMIR stands before him with 2 other GONDORIAN RANGERS.

FARAMIR

You must come with me. Now.

FRODO silently rises and follows them.

EXT. HENNETH ANNÛN - NIGHT

WIDE ON: The Waterfall concealing their location flows over the cliff leaving space on the sides. FARAMIR inches toward the edge.

ANGLE ON: FARAMIR gestures to FRODO.

FARAMIR (CONT'D)

Down there.

ANGLE ON: FRODO carefully walks to the edge and looks down. FARAMIR eyes him watchfully.

ANGLE ON: Far below, GOLLUM jumps into the pool at the base of the waterfall.

ANGLE ON: FRODO'S eyes open wide, as if caught in his lie.

FARAMIR (CONT'D)

(calmly)

To enter the Forbidden Pool bears
the penalty of death.

FRODO looks at FARAMIR with fear. FARAMIR gestures to the sides of the waterfall...ARCHERS stationed on both sides of the pool lean in and draw their bows...FRODO looks back to GOLLUM.

FARAMIR (CONT'D)

They wait for my command.

ANGLE ON: Far below, GOLLUM emerges from the pool with a fish in his teeth and sits on a rock.

ANGLE ON: FARAMIR still calmly watches FRODO'S reactions.

(CONTINUED)

CONTINUED:

FARAMIR (CONT'D)

Shall I shoot?

ANGLE ON: FRODO is rapt with indecision.

ANGLE ON: GOLLUM sits on the rock with his fish...completely oblivious that his life may be in mortal danger.

ANGLE ON: FARAMIR gives a signal to the ARCHERS. They raise their bows.

ANGLE ON: FRODO continues watching GOLLUM, indecision etched across his face.

ANGLE ON: GOLLUM attempts to eat the fish, but it wriggles about in his grasp. He regains control of the fish and whacks it repeatedly on the rock.

ANGLE ON: FARAMIR raises his hand to give the signal to fire.

FRODO

Wait!

FARAMIR stops. He continues looking at FRODO expectantly.

FRODO (CONT'D)

(with difficulty)

This creature is bound to me. And I to him.

FARAMIR lowers his hand and responds, knowing GOLLUM is connected to FRODO.

FRODO (CONT'D)

He is our guide.

(desperately)

Please ... let me go down to him.

FARAMIR nods. FRODO runs off.

EXT. THE FORBIDDEN POOL - NIGHT

GOLLUM tears at the fish. FRODO appears from behind him.

FRODO (CONT'D)

Sméagol!

(CONTINUED)

CONTINUED:

GOLLUM continues eating, not responding to FRODO'S call.

FRODO (CONT'D)
Master is here.

ANGLE ON: GOLLUM turns to FRODO, hesitantly.

FRODO (CONT'D)
Come, Sméagol. Trust master. Come!

GOLLUM doesn't move. He looks at FRODO distrustfully.

GOLLUM
We must go now?

FRODO
Sméagol, you must trust master. Follow me, come on. Come.

GOLLUM finally responds to FRODO. He puts the fish between his teeth and follows warily after FRODO.

FRODO (CONT'D)
Come Sméagol. Nice Sméagol. That's it. Come on.

ANGLE ON: FRODO stops. GOLLUM'S eyes dart around, fearfully.

SUDDENLY! A GONDORIAN RANGER grabs GOLLUM by the neck, lifting him off the ground. Instantly, several others descend on him, quickly overpowering him. GOLLUM wails in anguish.

FRODO (CONT'D)
Don't hurt him! Sméagol don't struggle! Sméagol listen to me!

GOLLUM
Master!

A BLACK CLOTH is draped over GOLLUM'S head. The RANGERS pack him back into HENNETH ANNÛN...FRODO looks up to FARAMIR, speechless.

INT. HENNETH ANNÛN - NIGHT

CLOSE ON: GOLLUM is slung against a wall of the cave. He wails in agony.

ANGLES ON: FARAMIR'S MEN throw GOLLUM to the ground, beating and kicking him. GOLLUM is helpless against their strength.

ANGLE ON: FARAMIR watches out into the night. Finally, he turns to them.

FARAMIR

That's enough.

ANGLE ON: The MEN throw GOLLUM to the ground. He scrambles into a corner. FARAMIR approaches him.

FARAMIR (CONT'D)

Where are you leading them?

ANGLE ON: GOLLUM cowers away from him, whimpering.

FARAMIR (CONT'D)

Answer me!

GOLLUM continues sobbing. Suddenly, his hand starts stroking his shoulder, comfortingly.

GOLLUM

Sméagol. Why does it cry, Sméagol?

ANGLE ON: FARAMIR looks upon GOLLUM, confused.

SMÉAGOL

(sobbing)

Cruel Men hurts us. Master tricksed us.

GOLLUM

Of course he did.

SMÉAGOL sobs again.

GOLLUM

I told you he was tricky. I told you he was false.

(CONTINUED)

CONTINUED:

SMÉAGOL
(sobbing)
Master is our friend ... our friend.

GOLLUM
Master betrayed us.

SMÉAGOL
No. Not its business. Leave us
alone!

GOLLUM hits his fist against the wall.

GOLLUM
Filthy little Hobbitises. They stole
it from us!

SMÉAGOL
(whimpers)
No ... No.

ANGLE ON: FARAMIR, suddenly interested.

FARAMIR
What did they steal?

ANGLE ON: GOLLUM turns to FARAMIR with a fearsome expression.

GOLLUM
My Precious!

He bares his teeth and growls.

CUT TO:

INT. HENNETH ANNÛN - NIGHT

ANGLE ON: SAM and FRODO sit alone in a storage area.

SAM
(whispers)
We have to get out of here. You go.
Go, now.

ANGLE ON: FRODO looks to SAM, warily. SAM crawls over to him.

(CONTINUED)

CONTINUED:

SAM (CONT'D)

(whispers)

You can do it. Use the Ring, Mr. Frodo.
Just this once. Put it on. Disappear.

FRODO shakes his head.

FRODO

(with difficulty)

I can't. You were right, Sam. You tried
to tell me but ... I'm sorry. The Ring's
taking me, Sam.

(fearfully)

If I put it on, he'll find me. He'll
see.

SAM

Mr. Frodo...

SAM suddenly looks up.

ANGLE ON: FARAMIR enters and draws his sword. The HOBBITS jump
up and stand before him.

FARAMIR

So this is the answer to all the riddles
... here in the Wild I have you. Two
halflings ... and a host of Men at my
call.

FARAMIR backs FRODO up against a wall, his sword at FRODO'S
neck.

FARAMIR (CONT'D)

The Ring of Power within my grasp.

CLOSE ON: FARAMIR lifts the RING from FRODO'S tunic with the tip
of his sword.

ANGLE ON: FRODO looks at FARAMIR with fear.

FARAMIR (CONT'D)

A chance for Faramir, captain of Gondor,
to show his quality.

CLOSE ON: The RING remains on FRODO'S chest at the tip of
FARAMIR'S sword.

(CONTINUED)

CONTINUED: (2)

ON THE SOUNDTRACK: The HUM of the RING grows louder.

ANGLE ON: FRODO reacts to the RING'S call to FARAMIR.

SUDDENLY! FRODO breaks from his trance and throws FARAMIR'S sword from him.

FRODO

No!!

FRODO runs into a corner and cowers there with the RING.

ANGLE ON: FARAMIR watches FRODO'S reaction with surprise...SAM reels on FARAMIR.

SAM

(angrily)

Stop it! Leave him alone! Don't you understand? He's got to destroy it! That's where we're going ... into Mordor ... to the mountain of fire.

ANGLE ON: FARAMIR, unmoving, continues to stare at FRODO. MADRIL enters behind him, snapping him out of his trance.

MADRIL

Osgiliath is under attack. They call for reinforcements.

SAM

Please. It's such a burden. Will you not help him?

MADRIL

Captain?

FARAMIR

(to Madril)

Prepare to leave.

FARAMIR turns back to SAM and FRODO, expressionless.

FARAMIR (CONT'D)

The Ring will go to Gondor.

SAM'S face turns to fear and hopelessness.

CUT TO:

EXT. PLAINS OF ROHAN - DAY

ARAGORN rides atop BREGO. He stops on a ridge overlooking the PLAINS.

CLOSE ON: ARAGORN looks across the PLAINS, worried.

ANGLE ON: Still far off in the distance, the massive URUK-HAI ARMY marches in files towards HELM'S DEEP. The black lines of troops stretches beyond eyesight.

ANGLE ON: ARAGORN, speechless and scared, pulls BREGO back and gallops as fast as he can handle to HELM'S DEEP.

EXT. HELM'S DEEP OVERLOOK - DAY

WIDE ON: ARAGORN and BREGO reach the hillock overlooking the wide plains before HELM'S DEEP, nestled in the mountain.

ANGLE ON: ARAGORN smiles and pats BREGO.

ARAGORN
(in ELVISH)
Mae carnen, Brego, mellon nîn.

Well done, Brego, my friend.

EXT. HELM'S DEEP - DAY

ANGLE ON: ARAGORN gallops up the walk into HELM'S DEEP.

EXT. HELM'S DEEP COURTYARD - DAY

ANGLES ON: ARAGORN rides past the people...They are amazed to see him alive...a soldier takes charge of BREGO...ARAGORN dismounts...GIMLI fights his way through the crowd.

GIMLI
Where is he? Where is he? Get out
of the way! I'm gonna kill him!

CLOSE ON: GIMLI looks upon ARAGORN in amazement. He smiles broadly.

GIMLI (CONT'D)
You are the luckiest, the canniest
and the most reckless man I ever
knew!

(CONTINUED)

CONTINUED:

ANGLE ON: GIMLI embraces ARAGORN. ARAGORN accepts his friend's affection.

ARAGORN
Gimli, where is the king?

GIMLI nods to the HALL.

INT. HELM'S DEEP HALL - DAY

As ARAGORN walks through the people, he meets LEGOLAS, who blocks his path. LEGOLAS looks at him, amused.

LEGOLAS
(in ELVISH; subtitled)
Le ab-dollen.

You're late.

They smiles. LEGOLAS gives ARAGORN a once-over and frowns.

LEGOLAS (CONT'D)
You look terrible.

ARAGORN laughs.

ANGLE ON: ÉOWYN tends to one of the people. She turns and is overjoyed to see ARAGORN returned. She moves to him, but pauses.

CLOSE ON: LEGOLAS hands ARAGORN a necklace...ARAGORN hands up his hand to reveal the EVENSTAR has been returned to him.

ANGLE ON: ÉOWYN'S smile fades.

ANGLE ON: ARAGORN looks at LEGOLAS in reverent happiness. He nods with appreciation.

ARAGORN
(in ELVISH)
Hannon le.

Thank you.

ANGLE ON: ÉOWYN continues watching, now torn within. She fights back tears.

INT. HELM'S DEEP HALL - DAY

ANGLE ON: THÉODEN sits on his throne with GAMLING at his side. The door sounds and they turn to it.

ANGLE ON: ARAGORN throws open the doors and stands before them.

LATER...

ANGLE ON: THÉODEN, taking in ARAGORN'S story.

THÉODEN

A great host, you say?

ARAGORN

All Isengard is emptied

THÉODEN

How many?

ARAGORN

Ten thousand strong at least.

THÉODEN turns to ARAGORN, incredulous.

THÉODEN

(in disbelief)

Ten thousand?

ARAGORN

(grim)

It is an army bred for a single purpose ... to destroy the world of Men.

CLOSE ON: THÉODEN attempts to fathom ARAGORN'S bombshell. He shows real fear.

CLOSE ON: ARAGORN grimly completes the bad news.

ARAGORN (CONT'D)

They will be here by nightfall.

ANGLE ON: THÉODEN turns away slowly, considering. Finally, he walks resolutely from the hall.

THÉODEN

Let them come!

EXT. HELM'S DEEP BATTLEMENTS - DAY

ANGLE ON: THÉODEN and GAMLING walk down the stairs followed by ARAGORN, LEGOLAS, and GIMLI.

THÉODEN (CONT'D)

(to Gamling)

I want every man and strong lad able to
bear arms to be ready for battle by
nightfall.

He dismisses GAMLING. He, ARAGORN, LEGOLAS, and GIMLI continue on to stand just outside the main gate.

WIDE ON: THÉODEN stands outside the gate on the stone pathway leading into HELM'S DEEP. He addresses his plan.

THÉODEN (CONT'D)

We will cover the causeway and the gate
from above. No army has ever breached
the Deeping Wall or set foot inside the
Hornburg!

GIMLI stands bored against the gate.

GIMLI

This is no rabble of mindless Orcs.

THÉODEN turns to GIMLI, almost surprised to hear from him.

GIMLI (CONT'D)

These are Uruk-Hai. Their armor is thick
and their shields broad.

THÉODEN stands tall before GIMLI.

THÉODEN

I have fought many wars, Master Dwarf.
I know how to defend my own Keep.

THÉODEN walks back into the KEEP.

CLOSE ON: ARAGORN and LEGOLAS walk past GIMLI, who appears to have been put off.

EXT. HELM'S DEEP BATTLEMENTS - DAY

WIDE ON: THÉODEN leads ARAGORN, LEGOLAS, and GIMLI across the battlements of HELM'S DEEP, overlooking the expansive plains.

THÉODEN (CONT'D)

They will break upon this fortress like water on rock. Saruman's hordes will pillage and burn. We've seen it before. Crops can be resown; homes rebuilt. Within these walls, we will outlast them.

ANGLE ON: ARAGORN follows THÉODEN closely.

ARAGORN

They do not come to destroy Rohan's crops or villages. They come to destroy its people ... down to the last child.

ANGLE ON: THÉODEN turns quickly to ARAGORN and draws him close.

THÉODEN

(quietly; angrily)

What would you have me do? Look at my Men. Their courage hangs by a thread.

ANGLE ON: ARAGORN looks away ashamed.

THÉODEN (CONT'D)

If this is to be our end, then I would have them make such an end as to be worthy of remembrance.

THÉODEN walks away. ARAGORN pleads with THÉODEN.

ARAGORN

Send out riders, my lord. You must call for aid.

THÉODEN turns back ARAGORN, drawing close again.

THÉODEN

(doubtfully)

And who will come? Elves? Dwarves? We are not so lucky in our friends as you. The old alliances are dead.

(CONTINUED)

CONTINUED:

ARAGORN
Gondor will answer.

THÉODEN
(angrily)
Gondor?! Where was Gondor when the
Westfold fell? Where was Gondor when
our enemies closed in around us?! Where
was Gon--?

THÉODEN recollects himself. He looks into ARAGORN'S eyes.

THÉODEN (CONT'D)
(quietly)
No, my Lord Aragorn...we are alone.

ANGLE ON: THÉODEN turns away again...ARAGORN looks after him,
nodding...THÉODEN walks up the steps to the HALL, followed
closely by GAMLING.

THÉODEN (CONT'D)
Get the women and children into the
caves.

GAMLING
We need more time to lay provisions--

THÉODEN
(curt)
There is no time. War is upon us.

THÉODEN and STAFF enter into the HALL...HIGH OVERHEAD, a flock
of crows gathers.

EXT. FANGORN FOREST - DAY

TREEBEARD continues his walk through FANGORN. MERRY and PIPPIN
rest in his branches, carried along by their fates.

TREEBEARD
The Ents have not troubled about the
wars of Men and wizards for a very long
time.

ANGLE ON: TREEBEARD enters an expansive clearing and stops.

(CONTINUED)

CONTINUED:

TREEBEARD (CONT'D)

But now, something is about to happen
that has not happened for an age ...
Entmoot.

MERRY

What's that?

TREEBEARD

'Tis a gathering.

MERRY

A gathering of what?

A noise sounds from behind them.

ANGLE ON: MERRY turns to look behind TREEBEARD.

ANGLES ON: ENTS begin emerging from the forest and walking
towards TREEBEARD.

OVERHEAD ANGLE ON: Many ENTS walk to the middle of the gathering
where TREEBEARD awaits.

TREEBEARD

Beech. Oak. Chestnut. Ash. Good. Good.
Good. Many have come.

ANGLES ON: The ENTS all stop near TREEBEARD...MERRY and PIPPIN
look about in awe.

TREEBEARD (CONT'D)

Now we must decide if the Ents will
go to war.

ANGLE ON: MERRY and PIPPIN look to TREEBEARD in fear and
anticipation.

EXT. HELM'S DEEP COURTYARD - DAY

ANGLES ON: In a mass organized movement, the people gather their
belongings and trudge together into hiding. SOLDIERS assist the
elderly and infirm in getting themselves into the caves.

ANGLE ON: ARAGORN works his way through the throng and explains
the plan to LEGOLAS.

(CONTINUED)

CONTINUED:

ARAGORN

We'll place the reserves along the wall.
They can support the archers from above
the gate.

LEGOLAS

Aragorn, you must rest. You're no use
to us half alive.

ARAGORN pays LEGOLAS no mind. A VOICE breaks across the
throngs. ARAGORN looks in its direction.

ÉOWYN (O.S.)

Aragorn! Aragorn!

ANGLE ON: ÉOWYN runs through the crowds towards him. She looks
at him angrily.

ÉOWYN (CONT'D)

I'm to be sent with the women into
the caves.

ARAGORN

(nodding)

That is an honorable charge.

ÉOWYN

To mind the children, to find food and
bedding with the men return. What
renown is there in that?

ARAGORN grasps her hands.

ARAGORN

(reassuring)

My lady, a time may come for valor
without renown. Who then will your
people look to in the last defense?

ÉOWYN

(pleading)

Let me stand at your side.

ARAGORN

It is not in my power to command it.

(CONTINUED)

CONTINUED: (2)

ARAGORN turns away from her. She looks after him unmoved. He turns.

ÉOWYN

You do not command the others to stay!
They fight beside you because they
would not be parted from you.
(desperately)
Because they love you!

ARAGORN stands before her, looking at her silently. She averts her gaze.

ÉOWYN (CONT'D)

I'm sorry.

She pushes past him and follows the people into the caves.

INT. HELM'S DEEP CAVES - NIGHT

ANGLE ON: WOMEN and CHILDREN comfort each other as they trudge their way into the caves...They regard their new home with fear and doubt...ÉOWYN studies her task grimly.

WIDE ON: The expansiveness of the caves holds thousands of ROHIRRIM. The caves seem to go on forever.

ANGLES ON: Tearful good-byes from wives, mothers, young siblings and children as even old men and boys are drafted into service and taken away from their families to fight.

ANGLES ON: Swords are passed out to the miserable army.

ANGLE ON: ARAGORN examines one of the swords. He tosses it away, discouraged.

ARAGORN

Farmer, farriers, stable boys. These are
no soldiers.

GIMLI

Most have seen too many winters.

LEGOLAS

Or too few.

(CONTINUED)

CONTINUED:

ARAGORN nods, miserably.

ANGLES ON: The new soldiers continue to prepare.

LEGOLAS (CONT'D)

Look at them. They're frightened. I
can see it in their eyes.

ANGLE ON: Everyone around them turns to look at LEGOLAS. He
turns away, angrily.

LEGOLAS (CONT'D)

(in ELVISH; subtitled)

Boe a hûn...neled herain...dan caer
menig!

And they should be...Three hundred
...against ten thousand!

ANGLE ON: ARAGORN looks at LEGOLAS with as much confidence as he
can muster.

ARAGORN

(in ELVISH; subtitled)

Si beriathar hÿn. Amar nâ ned Edoras.
(subtitled)

They have more hope of defending
themselves here than at Edoras.

LEGOLAS

Aragorn, Men i ndagor. Hÿn ú-...
ortheri. Natha daged aen!

Aragorn, we are warriors. They
cannot win this fight. They are all
going to die!

ARAGORN explodes at LEGOLAS.

ARAGORN

(resolute)

Then I shall die as one them!

Their gaze locks for a moment...ARAGORN breaks and walks away.
LEGOLAS makes to follow him...GIMLI puts a hand on his arm.

GIMLI

Let him go, lad. Let him be.

EXT. HELM'S DEEP - NIGHT

WIDE ON: SOLDIERS stand at the BATTLEMENTS. The PLAINS before the DEEP are quiet ... like the calm before a storm.

INT. KING'S CHAMBER, HELM'S DEEP - NIGHT

GAMLING approaches KING THÉODEN.

GAMLING

Every villager able to wield a sword has been sent to the armory.

THÉODEN stands silently - unarmed and armourless.

GAMLING (CONT'D)

My lord?

THÉODEN

(quietly)

Who am I, Gamling?

GAMLING

(matter-of-fact)

You are our king, sire.

THÉODEN

(quietly)

And do you trust your king?

GAMLING stands at THÉODEN'S side with his armour, unmoving.

GAMLING

Your men, my lord, will follow you to whatever end.

Slowly, GAMLING wraps the armour around THÉODEN.

THÉODEN

(quietly, to himself)

To whatever end...

ANGLES ON: GAMLING attaches THÉODEN'S ARMOUR, piece by piece.

INTERCUT: Lances held high like an enormous porcupine, the URUK-HAI ARMY continues its steady march across the PLAINS OF ROHAN to HELM'S DEEP.

(CONTINUED)

CONTINUED:

THÉODEN (CONT'D)

Where is the horse and the rider? Where
is the horn that was blowing?

IMAGE: A SOLDIER sharpens a sword on a whetstone ... Old men
collect spears on their way to fight.

THÉODEN (V.O.) (CONT'D)

They have passed like rain on the
mountains.

IMAGE: A oversized helmet is placed on the head of a boy.

THÉODEN (V.O.) (CONT'D)

Like wind in the meadow.

IMAGE: An axe is handed to a frightened boy, who takes it with
trepidation.

THÉODEN (V.O.) (CONT'D)

The days have gone down in the west...

INTERCUT: The URUK-HAI ARMY marches ever closer.

THÉODEN (V.O.) (CONT'D)

...behind the hills...

IMAGE: A boy dressed in full chain mail too large for him, takes
a shield and moves to fight.

THÉODEN (V.O.) (CONT'D)

...into Shadow.

INTERCUT: The URUK-HAI ARMY closes in on HELM'S DEEP and begins
to take their positions.

ANGLE ON: THÉODEN in his hall, still standing still as GAMLING
adjusts his armour.

THÉODEN (CONT'D)

How did it come to this?

WIDE ON: GAMLING stands to the side of THÉODEN in the empty
room. They are ready.

EXT. FANGORN FOREST, ENTMOOT - NIGHT

HIGH WIDE AERIAL OVER the treetops to the location of the ENTMOOT. The ENTS move and groan.

ANGLE ON: PIPPIN rests against a root...MERRY paces impatiently.

MERRY

It's been going for hours.

PIPPIN stands and walks over to him.

PIPPIN

They must have decided something by now.

TREEBEARD turns to them and shakes his head.

TREEBEARD

Decided? No.

Slowly, TREEBEARD turns to the HOBBITS.

TREEBEARD (CONT'D)

We only just finished saying...good morning.

TREEBEARD turns back to the ENTMOOT.

ANGLE ON: MERRY looks on in frustration.

MERRY

But it's nighttime already. You can't take forever.

ANGLE ON: TREEBEARD slowly turns to MERRY again.

TREEBEARD

Don't be hasty.

MERRY

We're running out of time!

TREEBEARD seems to ignore him and turns back to the ENTMOOT.

EXT. HELM'S DEEP BATTLEMENTS - NIGHT

SOLDIERS move to and fro preparing HELM'S DEEP for the imminent attack.

ANGLE ON: ARAGORN sits on the steps on the HALL, pondering the inevitable. He glances across the steps.

ANGLE ON: A boy stands at the edge of the steps, nervously holding a sword. He looks at ARAGORN briefly and averts his gaze.

ARAGORN
Give me your sword.

ANGLE ON: The boy whips around, looking at ARAGORN. Slowly, he walks over to ARAGORN and hands over his sword. ARAGORN takes it.

ARAGORN (CONT'D)
What is your name?

HALETH
Haleth, son of Háma, my lord.

ARAGORN reacts to the name.

HALETH (CONT'D)
The Men are saying that we will not live out the night. They say that it is hopeless...

Wordlessly, ARAGORN stands and eyeballs the sword. He gives it a few swings and holds it before him. He looks at HALETH.

ARAGORN
This is a good sword.

ARAGORN hands the sword back to HALETH, who takes it gingerly.

ARAGORN (CONT'D)
Haleth, son of Háma...

ARAGORN leans down to him.

ARAGORN (CONT'D)
...there is always hope.

CUT TO:

INT. ARMORY, HELM'S DEEP - NIGHT

SERIES OF IMAGES: ARAGORN quickly dons his CHAIN MAIL, LEATHER VEST, and ELVEN DAGGER.

ANGLE ON: SOMEONE hands ARAGORN his SWORD...ARAGORN looks up... LEGOLAS stands before ARAGORN, ARAGORN'S sword in hand. ARAGORN takes it and nods in thanks.

LEGOLAS

We have trusted you this far. You have not led us astray. Forgive me. I was wrong to despair.

ARAGORN shakes his head.

ARAGORN

(in ELVISH; subtitled)

Ú-moe edhored, Legolas.

There is nothing to forgive, Legolas.

They smile at each other, their friendship renewed.

ANGLE ON: GIMLI wrestles with a shirt of CHAIN MAIL.

GIMLI

We had time, I'd get this adjusted.

He gets the shirt on, and drops the bundle to the floor. It lands in a heap.

ANGLE ON: ARAGORN and LEGOLAS smile...GIMLI is unphased.

GIMLI (CONT'D)

It's a little tight across the chest.

ANGLE ON: ARAGORN and LEGOLAS nod in feigned agreement.

ON THE SOUNDTRACK: A HORN sounds from outside.

ANGLE ON: LEGOLAS turns in curiosity.

LEGOLAS

That is no Orc horn.

ANGLE ON: LEGOLAS and ARAGORN run out of the ARMORY.

EXT. HELM'S DEEP BATTLEMENTS - NIGHT

The GUARDS look over the edge of the Battlements.

GUARD 1
(to GUARD 2)
Send for the king.

GUARD 2 nods and runs off.

GUARD 1 (CONT'D)
Open the gate!

The order passes down the WALL.

ANGLE ON: An army of LOTHLÓRIEN ELVEN ARCHERS march up the Causeway into the HORNBURG...the SOLDIERS look upon them in wonder and excitement...THÉODEN walks down the steps of the HALL. His mouth drops open in surprise.

ANGLE ON: HALDIR leads the ELVES to THÉODEN. He bows with respect.

THÉODEN
How is this possible?

HALDIR
I bring word from Elrond of Rivendell.
An alliance once existed between Elves
and Men. Long ago we fought and died
together.

ANGLE ON: ARAGORN, LEGOLAS, and GIMLI appear at the head of the stairs. HALDIR looks up to them and smiles.

HALDIR (CONT'D)
We come to honor that allegiance.

ANGLE ON: ARAGORN, LEGOLAS, and GIMLI descend the steps to greet HALDIR.

ARAGORN
(in ELVISH)
Mae govannen, Haldir.

Welcome, Haldir

(CONTINUED)

CONTINUED:

HALDIR extends in hand in the traditional ELVISH welcome. ARAGORN begins to, but then grabs HALDIR in a huge embrace. HALDIR is momentarily stunned, but hugs back lightly.

ARAGORN (CONT'D)

You are most welcome.

LEGOLAS and HALDIR clasp each other on the shoulder in greeting.

ANGLE ON: The ARMY OF ELVES performs a LEFT FACE and stands before THÉODEN for his review. HALDIR bows before him.

HALDIR

We are proud to fight alongside Men once more.

EXT. HELM'S DEEP BATTLEMENTS - NIGHT

WIDE ON: The MEN and ELVES stand ready and watchful on the BATTLEMENTS of HELM'S DEEP. Every inch of space overlooking the sides of the wall is covered.

WIDE ON: ACROSS THE PLAINS BEFORE HELM'S DEEP, AN ENORMOUS ARMY, LIT BY TORCHES, APPROACHES THE HEAVILY MANNED BATTLEMENTS.

ANGLE ON: LEGOLAS watches before a COMPLEMENT of ARCHERS. The top of a HELMET is just visible over the edge of the wall.

GIMLI

You could have picked a better spot.

LEGOLAS smirks. ARAGORN approaches and stands beside them.

GIMLI (CONT'D)

Well lad, whatever luck you live by, let's hope it lasts the night.

LIGHTNING FLASHES...THUNDER ROLLS...

WIDE ON: As the LIGHTNING illuminates the night, it reveal the sheer size of the sea of approaching URUK-HAI.

ANGLE ON: LEGOLAS' eyes grow wide at the very sight.

(CONTINUED)

CONTINUED:

LEGOLAS

Your friends are with you, Aragorn.

GIMLI

Let's hope they last the night.

ON THE SOUNDTRACK: The steady approach of the URUK-HAI grows louder.

ANGLE ON: THÉODEN stands ready with his men. LIGHTNING peels across the sky accompanied by more THUNDER. THÉODEN looks up as it begins to rain.

WIDE ON: THE MEN ON THE BATTLEMENTS ARE UNMOVED BY THE SUDDEN DOWNPOUR.

ANGLES ON: THE SEA OF SPEAR GROWS EVER CLOSER...AN ORC COMMANDER stands atop a rock, urging the sea of URUK-HAI onward.

WIDE ON: The URUK-HAI move ever closer to the WALL of HELM'S DEEP.

ANGLE ON: ARAGORN moves through the ranks of the ELVEN ARCHERS.

ARAGORN

(in ELVISH; subtitled)

A Eruchîn, ú-dano i faelas a hyn ... an
ubên tanatha le faelas!

Show them no mercy ... for you shall
receive none!

ANGLE ON: The URUK-HAI COMMANDER roars at his troops. They stop their march.

WIDE ON: The two armies stand still opposite each other...each waiting for the other.

ANGLE ON: ARAGORN moves to the edge of the BATTLEMENT.

ANGLE ON: The URUK-HAI stand impatiently, waiting for their orders.

ANGLE ON: GIMLI jumps and strains to see.

(CONTINUED)

CONTINUED: (2)

GIMLI

What's happening out there?

LEGOLAS

Shall I describe it to you?

He looks at GIMLI with a grin.

LEGOLAS (CONT'D)

Or would you like me to find you a
box?

GIMLI laughs.

WIDE ON: THE URUK-HAI COMMANDER roars. The ENTIRE URUK-HAI ARMY
begins POUNDS their spears on the ground.

ANGLES ON: The MEN and ELVES draw their swords and ready their
arrows.

ANGLE ON: ALDOR, an old man standing ready with his bow, loses
his grip...the arrows sails to the front line of URUK-HAI and
hits its mark.

ARAGORN

(in ELVISH)

Dartho!

Hold!

ANGLE ON: The URUK-HAI groans and collapses to the ground,
dead...the COMMANDER roars and thrusts his sword forward...the
URUK-HAI roar in response and running towards the BATTLEMENTS.

ANGLE ON: THÉODEN regards the scene grimly.

THÉODEN

So it begins.

WIDE ON: The front line of URUK-HAI rush toward the WALL.

ANGLE ON: ARAGORN shouts orders to the ARCHERS.

(CONTINUED)

CONTINUED: (3)

ARAGORN
(in ELVISH; subtitled)
Tangado halad!

Prepare to fire!

ANGLES ON: As one, the ARCHERS nock their arrows. And stand ready to fire.

ANGLE ON: LEGOLAS speaks to HALDIR.

LEGOLAS
(in ELVISH; subtitled)
Faeg i-varv dîn na lanc...a nu ranc.

Their armor is weak at the neck...and underneath the arms.

ANGLE ON: ARAGORN brings his arm down.

ARAGORN
(in ELVISH; subtitled)
Leithio i philinn!

Release Arrows!

ANGLES ON: The ARCHERS release their arrows and they find their marks. With every URUK-HAI that falls others replace him.

ANGLE ON: GIMLI yells to LEGOLAS.

GIMLI
Did they hit anything?

ANGLE ON: THÉODEN calmly speak to GAMLING.

THÉODEN
Give them a volley.

GAMLING
Fire!

ANGLES ON: The order is passed to the Men, and the arrows fly. Many more URUK-HAI are felled but the advance continues.

(CONTINUED)

CONTINUED: (4)

ANGLE ON: GIMLI impatiently awaits his own opportunity to participate, jumping at the battlements, wishing he could see.

GIMLI

Send them to me! Come on!

WIDE ON: THE URUK-HAI continue advancing on HELM'S DEEP. VOLLEY after VOLLEY of arrows are launched into the fray felling the front line over and over, but the advance cannot be halted...

ANGLE ON: URUK-HAI launch arrows from crossbows into the ALLIANCE...ELVES and MEN fall to their doom among the approaching throng...the URUK-HAI produce ladders and mount them against the WALL.

ANGLE ON: ARAGORN looks down to this new peril.

ARAGORN

(in ELVISH; subtitled)

Pendraid!

Ladders!

ANGLE ON: GIMLI jumps with glee.

GIMLI

Good!

ANGLE ON: Ladders with URUK-HAI riders are raised against the WALL.

ARAGORN

Swords! Swords!

ANGLE ON: The ELVES draw their swords and prepare for close combat.

ANGLE ON: The first URUK-HAI comes over the wall and GIMLI is the first to make contact.

QUICK SERIES OF CUTS: The URUK-HAI begin pouring over the wall...the MEN and ELVES battle against them.

ANGLE ON: GIMLI and LEGOLAS take stock of each other.

(CONTINUED)

CONTINUED: (5)

GIMLI
 (holding up 2 fingers)
 Legolas! Two already!

LEGOLAS
 I'm on seventeen!

GIMLI
 (outraged)
 I'll have no pointy-ear outscoring me!

GIMLI quickly turns and fells another URUK-HAI climbing over the wall.

LEGOLAS fires more arrows at the invaders.

LEGOLAS
 (to GIMLI)
 Nineteen!

QUICK SERIES OF CUTS: The battle rages on...more and more siege ladders are raised against HELM'S DEEP...more and more URUK-HAI flood in.

EXT. ENT MOOT - NIGHT

ANGLES ON: TREEBEARD turns from the ENTS...PIPPIN paces...he looks up and gestures to MERRY.

PIPPIN
 Merry!

MERRY responds and they meet up with TREEBEARD.

TREEBEARD
 We have just agreed.

ANGLES ON: MERRY and PIPPIN wait with rapt anticipation... TREEBEARD bows his head and closes his eyes...MERRY tilts his head in query.

MERRY
 Yes?

TREEBEARD shakes himself and looks at the HOBBITS.

(CONTINUED)

CONTINUED:

TREEBEARD

I have told your names to the Entmoot
and we have agreed ... you are not Orcs.

TREEBEARD gives them a smile...PIPPIN and MERRY stand profoundly
still...MERRY appears confused...PIPPIN nods.

PIPPIN

Well, that's good news.

MERRY

(impatiently)

And what about Saruman? Have you come
to a decision about him?

ANGLE ON: TREEBEARD comes back up to his full height and waves
his hand.

TREEBEARD

Now don't be hasty, Master Meriadoc.

MERRY

(angrily)

Hasty? Our friends are out there. They
need our help. They cannot fight this
war on their own.

TREEBEARD

(slowly)

War? Yes. It affects us all. Tree, root
and twig. But you must understand,
young Hobbit...it takes a long time to
say anything in Old Entish...and we
never say anything unless it is worth
taking...a long time to say.

ANGLE ON: MERRY and PIPPIN look at each other with frustrated
impatience.

CUT TO:

EXT. HELM'S DEEP BATTLEMENTS - NIGHT

WIDE ON: The MASSIVE URUK-HAI ARMY continues advancing toward
the HELM'S DEEP BATTLEMENTS.

(CONTINUED)

CONTINUED:

PAN ACROSS THE FIELD OF BATTLE TO: A large team of URUK-HAI shield themselves like a turtle and make their way up the CAUSEWAY to the MAIN GATE. ARROWS bounce off the shields.

ANGLE ON: ARAGORN notices the peril on the CAUSEWAY. He runs through the ARCHERS shouting orders.

ARAGORN
(in ELVISH)
Na fennas!

Causeway!

THE ELVISH ARCHERS turn and fire at the URUK-HAI on the CAUSEWAY.

ANGLE ON: The URUK-HAI on the sides of the turtle formation fall but the TURTLE keeps advancing.

ANGLE ON: THÉODEN observes the BATTLE.

THÉODEN
Is this it? Is this all you can
conjure, Saruman?

ANGLE ON: Two URUK-HAI carry a SPIKED BALL towards the SLUICE GATE of HELM'S DEEP...they place it within...two more follow and place a second SPIKED BALL within...the URUK-HAI make a clear path for another URUK-HAI, armed with a sparkling torch, to make a clear run for the SLUICE GATE.

ANGLE ON: ARAGORN sees the approaching URUK-HAI. He yells to LEGOLAS.

ARAGORN
(in ELVISH; subtitled)
Togo hon dad, Legolas!

Bring him down, Legolas!

ANGLE ON: LEGOLAS fires several arrows at the URUK-HAI, but he continues to run.

ANGLE ON: ARAGORN desperately points to the BERSERKER.

(CONTINUED)

CONTINUED: (2)

ARAGORN

(in ELVISH; subtitled)

Dago hon! Dago hon!

Kill him! Kill him!

The URUK reaches the SPIKED BALLS.

A MASSIVE EXPLOSION DESTROYS AN ENTIRE SECTION OF THE WALL
THROWING MEN AND URUKS IN ITS WAKE!

ANGLE ON: THÉODEN turns to the explosion, for the first time
feeling the fear of the battle.

ARAGORN, LEGOLAS, and GIMLI are all thrown to the ground from
the explosion. Massive chunks of the wall come down and
flatten portions of the URUK-HAI ARMY.

ANGLE ON: Water flows out of the breach. URUK-HAI flow in.

ANGLE ON: THÉODEN turns from the explosion to the TURTLE on the
CAUSEWAY.

HIGH ANGLE ON: The TURTLE, URUKS still falling from the sides,
has slowly made its way to the gate.

ANGLE ON: The front shields of the TURTLE peel back to reveal a
battering ram buried within.

THÉODEN

(calling out)

Brace the Gate!

INT. HELM'S DEEP MAIN GATE - NIGHT

MEN force themselves against the GATE, trying to hold it.

INTERCUT WITH: The URUK-HAI pound the RAM into the GATE.

The force of the hit throws the MEN back away from the gate.
They quickly recover.

EXT. HELM'S DEEP GATE - NIGHT

ANGLE ON: ABOVE THE GATE, SOLDIERS throw down stones and spears
in an attempt to disrupt the RAM.

EXT. HELM'S DEEP BATTLEMENTS - NIGHT

HIGH OVERHEAD ANGLE ON: The URUK-HAI rush throw the destroyed section of the DEEPING WALL.

ANGLE ON: ARAGORN slowly comes to his feet...GIMLI, still atop the wall, sees ARAGORN'S peril.

GIMLI

Aragorn!

GIMLI jumps off the wall and lands in the sea of URUK-HAI. He fights them off, but is soon overpowered.

ARAGORN

Gimli!

ARAGORN commands the ELVES behind him.

ARAGORN (CONT'D)

(in ELVISH)

Hado i philinn!

Hurl the arrows!

ANGLES ON: The VOLLEY OF ARROWS fells many URUK-HAI, but many more follow in their wake.

ANGLE ON: ARAGORN holds his sword at the ready.

ARAGORN (CONT'D)

(in ELVISH; subtitled)

Herio!

Charge!

The ELVES charge the approaching URUK-HAI. When contact is made, ground is neither lost nor gained. ARAGORN and the ELVES valiantly battle the URUK-HAI with much success.

ANGLE ON: ARAGORN reaches below the surface of the water and pulls GIMLI to the surface. He coughs and sputters. ARAGORN drags him to temporary safety.

WIDE ON: The ELVES and URUK-HAI continue their battle at the gap in the DEEPING WALL.

CUT TO:

EXT. ENT MOOT - NIGHT

TREEBEARD stands over the HOBBITS, the other ENTS behind him.

TREEBEARD

The Ents cannot hold back this storm.
We must weather such things as we have
always done.

MERRY

(angrily)
How can that be your decision?!

TREEBEARD

This is not our war.

MERRY

But you're part of this world!

ANGLE ON: TREEBEARD stands up uncomfortably. MERRY looks to the other ENTS.

MERRY (CONT'D)

Aren't you?!

ANGLE ON: The ENTS looks at each other, surprised at this outburst.

MERRY (CONT'D)

(desperately)
You must help. Please. You must do
something.

TREEBEARD

(simply)
You are young and brave, Master Merry.
But your part in this tale is over. Go
back to your home.

CLOSE ON: MERRY stands speechless ... angry ... frustrated.

LATER...

MERRY is putting on his jacket. PIPPIN approaches him slowly.

(CONTINUED)

CONTINUED:

PIPPIN

Maybe Treebeard's right. We don't belong here, Merry. It's too big for us. What can we do in the end? We've got the Shire. Maybe we should go home.

MERRY

(distantly)

The fires of Isengard will spread
And the woods of Tuckborough and
Buckland will burn. And...

MERRY turns to PIPPIN.

MERRY (CONT'D)

(angrily)

...and all that was once green and
good in this world will be gone.

MERRY looks into PIPPIN'S eyes intently.

MERRY (CONT'D)

There won't be a Shire, Pippin.

CLOSE ON: PIPPIN stands silently, taking this in.

EXT. HELM'S DEEP BATTLEMENTS - NIGHT

HIGH WIDE AERIAL: The endless sea of URUK-HAI swarm into HELM'S DEEP. The DEFENDERS of the KEEP work fiercely to hold them back.

ANGLE ON: THÉODEN stands at his tower, intensely observing every facet of the battle.

SERIES OF CUTS: ARAGORN, LEGOLAS, and GIMLI fight tirelessly against the onslaught.

ANGLE ON: ARAGORN looks up as a VOICE cuts across the battle.

THÉODEN (O.S.)

Aragorn! Fall back to the Keep! Get
your Men out of there!

WIDE PAN FROM THE UPPER BATTLEMENTS TO THE FIELD OF BATTLE.

(CONTINUED)

CONTINUED:

ANGLE ON: ARAGORN signals the fighters.

ARAGORN
(in ELVISH; subtitled)
Na Barad! Na Barad!

To the Keep! Pull back to the
Keep!

ARAGORN looks around for anyone who may not have heard. He glances up to the WALL.

ARAGORN (CONT'D)
Haldir!

ANGLE ON: HALDIR turns to him.

ARAGORN (CONT'D)
(in ELVISH; subtitled)
Na barad!

To the Keep!

HALDIR nods and starts fighting his way down.

ANGLE ON: LEGOLAS and another ELF carry GIMLI off the FIELD, kicking and struggling.

GIMLI
(protesting)
What are you doing? What are you
stopping for?

ANGLE ON: HALDIR gives orders to his retreating detachment.

HALDIR
(in ELVISH)
Na barad!

He turns and starts to retreat, but he is stopped by an URUK-HAI who leaps in front of him. He makes short work of this one, but another comes from behind him and stabs him in the arm.

SLOW MOTION: HALDIR staggers...he kills the offending URUK...he looks down to his arm in total disbelief...he whirls around, lost to his purpose...

(CONTINUED)

BEHIND HIM, AN URUK EMERGES AND BRINGS HIS SWORD DOWN ON HALDIR'S HEAD...HALDIR freezes with a shocked look on his face...

SLOW MOTION ANGLE ON: ARAGORN, on the ground, sees HALDIR FALLING...HALDIR falls to his knees, his world spinning around him...ARAGORN fights his way up the steps...HALDIR looks about him...the dead bodies of his kinsmen lie all around him...he falls to the ground just as ARAGORN catches him...his head falls into ARAGORN'S arm...eyes lifeless and unseeing...

ANGLE ON: ARAGORN gives HALDIR a silent farewell...seeing a group of approaching URUK-HAI, like a madman, ARAGORN leaps aboard the nearest ladder and rides it into the sea of URUK-HAI below.

EXT. HELM'S DEEP GATE - NIGHT

The GATE smashes under the onslaught of the BATTERING RAM. A SOLDIER is impaled on the RAM'S JAGGED END.

ANGLES ON: The SOLDIERS and URUKS exchange arrow fire.

ANGLE ON: THÉODEN draws his sword.

THÉODEN

(to his COMMANDERS)

To the gate. Draw your swords!

They depart for battle.

ANGLE ON: ARAGORN fights against the URUK-HAI on the ground and makes his way up a steep outside stairway into the KEEP.

INT. HELM'S DEEP GATE - NIGHT

THÉODEN and his SOLDIERS work desperately to hold the gate against impossible odds.

An URUK starts to get the better of GAMLING, but THÉODEN rescues him. Seizing this advantage, another URUK stabs THÉODEN in the shoulder with his lance. Wounded but undeterred, THÉODEN returns the blow, but more lethally.

He falls into GAMLING'S arms. GAMLING quickly pulls him out of the area.

GAMLING

Make way for the king!

(CONTINUED)

CONTINUED:

The fighting continues at the GATE.

ANGLE ON: GAMLING carries THÉODEN away from the battle and rest him against the wall.

GAMLING (CONT'D)
We cannot hold much longer.

ANGLE ON: The GATE begins to give way under the strength of the URUK-HAI. The MEN work fiercely to hold it.

ANGLE ON: THÉODEN looks momentarily discouraged until ARAGORN runs through and begins hacking at the URUK-HAI.

THÉODEN
(yelling)
Hold them!

ARAGORN
How long do you need?

THÉODEN takes his sword in hand.

THÉODEN
As long as you can give me.

ARAGORN nods and looks around.

ARAGORN
Gimli!

ARAGORN slips out a side exit as the MEN rush the GATE to hold it.

EXT. HELM'S DEEP GATE - NIGHT

More URUKS run at the GATE

PAN OVER TO: A DOOR OPENS on the side of a tower near the gate. ARAGORN peeps out. Seeing no immediate danger, he and GIMLI creep out and sidle along the outside of the wall.

CLOSE ON: ARAGORN carefully peeps around the side of the tower.

POV: A hoard of URUK-HAI crowd the GATE, trying to force their way in.

(CONTINUED)

CONTINUED:

ANGLE ON: ARAGORN sidles back up against the wall. GIMLI looks up at him.

GIMLI
(desperately)
Come on. We can take them.

ANGLE ON: ARAGORN looks at GIMLI sidelong with a smirk.

ARAGORN
It's a long way.

ANGLE ON: GIMLI takes a peek...he steps back and looks into the distance...embarrassed.

GIMLI
(mumbles)
Toss me.

ARAGORN
What?

GIMLI
(quickly)
I cannot jump the distance. You'll
have to toss me!

ARAGORN nods slowly...he turns to lift GIMLI.

GIMLI (CONT'D)
Oh...don't tell the Elf.

ARAGORN
Not a word.

ANGLE ON: with one swift move, ARAGORN tosses GIMLI across the span and into the throng of URUK-HAI, taking them by complete surprise.

ARAGORN jumps the distance himself and fight alongside GIMLI.

HIGH WIDE: ARAGORN and GIMLI successfully delay the advance of the never-ending supply of URUK-HAI, hacking them off the edges of the narrow causeway as quick as they can advance.

INT. HELM'S DEEP GATE - NIGHT

ANGLE ON: THÉODEN observes ARAGORN and GIMLI. He turns back to his MEN.

THÉODEN
Shore up the door!

ANGLE ON: A group of SOLDIERS carry beams to dam up the door to the ocean outside.

EXT. HELM'S DEEP BATTLEMENTS - NIGHT

The URUK-HAI load a grappling hook onto an enormous crossbow.

INTERCUT WITH: The MEN feverishly work to shore up the HELM'S DEEP GATE.

INTERCUT WITH: ARAGORN and GIMLI continue their efforts on the CAUSEWAY outside the GATE.

The URUK-HAI ready the crossbow, and fire it up to the UPPER BATTLEMENTS.

ANGLE ON: The SOLDIERS fall back from its landing. It grips onto the inside of the WALL.

ANGLE ON: The URUKS fire another.

ANGLE ON: The HOOK grapples to the inside of the WALL. The SOLDIERS try in vain to dislodge it.

ANGLE ON: The URUK-HAI use the hooks as pulleys to pull great SIEGE LADDERS laden with URUK-HAI to the UPPER BATTLEMENTS. The LADDERS hook themselves on contact, and the URUK-HAI make to continue the fight.

INT. HELM'S DEEP GATE - NIGHT

The SOLDIERS successfully reinforce the GATE.

EXT. HELM'S DEEP GATE - NIGHT

ARAGORN and GIMLI continue holding off the onslaught on the CAUSEWAY.

ANGLE ON: THÉODEN'S face appears in the crack in the gate.

(CONTINUED)

CONTINUED:

THÉODEN

Gimli! Aragorn! Get out of there!

A final board is put in place to seal off the crack.

ANGLE ON: LEGOLAS calls to them from the top of the battlements.

LEGOLAS

ARAGORN!

LEGOLAS drops a rope over the edge.

ANGLE ON: ARAGORN grabs the rope in one hand and GIMLI in the other...LEGOLAS pulls them to safety...the URUK-HAI rush past them and attack the GATE once more.

SERIES OF QUICK CUTS: LEGOLAS pulls ARAGORN and GIMLI up the wall...more GRAPPLING HOOKS are fired...more LADEN LADDERS are raised...the URUKS storm over the WALL...the SOLDIERS fiercely battle against them.

ANGLE ON: ARAGORN and GIMLI reach the top of the WALL...LEGOLAS and some SOLDIERS pull them to safety.

INT. HELM'S DEEP GATE - NIGHT

THÉODEN moves away from the GATE with GAMLING.

THÉODEN

Pull everybody back! Pull them back!

GAMLING

Pull back! Pull back!

EXT. HELM'S DEEP BATTLEMENTS - NIGHT

HIGH WIDE ON: A hopeless stream of URUK-HAI stream up the LADDERS...press against the outer wall...charge the main gate...the scant supply of SOLDIERS fire arrows fruitlessly against them.

THE URUK-HAI BREAK THROUGH THE GATE AND POUR IN.

(CONTINUED)

CONTINUED:

ARAGORN

They have broken through! The castle
is breached! Retreat!

PAN UP TO: As one, the SOLDIERS on the BATTLEMENTS break and run into the KEEP...The URUK-HAI stream up the steps to prevent the retreat...

CUT TO:

EXT. FANGORN FOREST - NIGHT

TREEBEARD walks lazily through the forest, carrying MERRY and PIPPIN in his branches.

TREEBEARD

I will leave you at the western
borders of the forest. You can make
your way north to your homeland from
there.

MERRY and PIPPIN do not respond. They look dejected.

SUDDENLY, PIPPIN looks up with a gleam in his eye.

PIPPIN

Wait! Stop! Stop!

ANGLE ON: MERRY looks over to PIPPIN, curious. TREEBEARD stops.

PIPPIN (CONT'D)

Turn around. Turn around. Take us south!

TREEBEARD looks to him, perturbed.

TREEBEARD

South? But that will lead you past
Isengard.

PIPPIN smiles.

PIPPIN

Yes. Exactly. If we go south we can
slip past Saruman unnoticed. The
closer we are to danger, the farther we
are from harm. It's the last thing he'll
expect.

(CONTINUED)

CONTINUED:

MERRY looks away, confused. TREEBEARD ponders this for a moment.

TREEBEARD

That doesn't make sense to me. But then, you are very small. Perhaps you're right.

ANGLE ON: PIPPIN breathes a sigh of relief and smiles.

TREEBEARD (CONT'D)

South it is then. Hold on, little Shirelings.

ANGLE ON: TREEBEARD begins his slow plod through the forest again...MERRY looks over the PIPPIN, incredulous.

MERRY

Are you mad? We'll be caught.

PIPPIN

No we won't. Not this time.

EXT. ITHILIIEN - DAY

FARAMIR and COMPANY, with FRODO and SAM in tow, come to the top of a ridge and stop.

WIDE ON: OSGILIATH, positioned astride the ANDUIN RIVER, stands before them...smoke plumes from its buildings. And in the far distance-nestled in the mountains-is MINAS TIRITH.

MADRIL

Osgiliath burns!

RANGER

Mordor has come.

The RANGERS walk down to OSGILIATH.

ANGLE ON: FRODO stands before FARAMIR, observing.

FRODO

(grimly)

The Ring will not save Gondor. It has only the power to destroy. Please... let me go.

(CONTINUED)

CONTINUED:

ANGLE ON: FARAMIR hesitates, lost in indecision...then he gestures to his men.

FARAMIR

Hurry.

FRODO and SAM are pushed forward.

FRODO

(desperately)

Faramir! You must let me go!

CUT TO:

EXT. FANGORN FOREST - DAY

TREEBEARD plods along with MERRY and PIPPIN riding in his branches.

TREEBEARD

And a little family of field mice that climb up sometimes, and they tickle me awfully. They're always trying to get somewhere where they...

ANGLE ON: TREEBEARD'S expression drops...his eyes grow wide... he stops in speechless horror.

WIDE ON: The edge of the FOREST is utterly destroyed...burnt stumps and mangled bits of trees are all that remains...

TREEBEARD (CONT'D)

(choked)

Many of these trees were my friends.
Creatures I had known from nut and acorn.

ANGLE ON: PIPPIN looks down at TREEBEARD with pity.

PIPPIN

I'm sorry, Treebeard.

TREEBEARD

They had voices of their own.

(CONTINUED)

CONTINUED:

WIDE ON: TREEBEARD looks to the distant ISENGARD...now treeless as well with smoking caverns.

TREEBEARD (CONT'D)

Saruman.

ANGLE ON: TREEBEARD shakes in fury.

TREEBEARD (CONT'D)

(angrily)

A wizard should know better!

WIDE ON: TREEBEARD stands amidst the desolation and emits a furious roar.

TREEBEARD (CONT'D)

There is no curse in Elvish, Entish or the tongues of Men for this treachery.

A SOUND emits from the FOREST behind them.

ANGLE ON: PIPPIN whips around...his eyes grow wide.

PIPPIN

Look! The trees! They're moving!

WIDE ON: The borders of FANGORN stir...howls fall across the landscape.

ANGLE ON: MERRY looks to TREEBEARD.

MERRY

Where are they going?

TREEBEARD

They have business with the Orcs.

ANGLE ON: TREEBEARD'S EYE NARROW IN FURY.

TREEBEARD (CONT'D)

My business is with Isengard tonight...
with rock and stone.

MORE HOWLS SOUND...

(CONTINUED)

CONTINUED: (2)

WIDE ON: ENTS...DOZENS OF THEM...pour out of FANGORN and stand behind TREEBEARD.

MERRY

Yes!

ANGLE ON: TREEBEARD begins plodding down the slope.

TREEBEARD

Come my friends. The Ents are going to war. It is likely that we go to our doom. Last march of the Ents!

WIDE ON: The ENTS march behind TREEBEARD through the ruined portion of FANGORN down the long slope to ISENGARD.

EXT. OSGILIATH - DAY

FARAMIR and his RANGERS lead FRODO, SAM, and GOLLUM into OSGILIATH.

HIGH WIDE ON: OSGILIATH is under siege. SOLDIERS run everywhere in its defense as the RANGERS pass in.

ANGLE ON: FARAMIR and his RANGERS cut through a battle zone, ducking friendly arrows as the city is being defended...FARAMIR approaches one of his OFFICERS.

MADRIL

Faramir, Orcs have taken the eastern shore. Their numbers are too great. By nightfall we will be overrun.

ANGLE ON: FRODO seems suddenly stricken. SAM looks to him.

SAM

Frodo!

FRODO

It's calling to him, Sam. His Eye is almost on me.

ON THE SOUNDTRACK: A SHRILL CRY drowns out SAM'S words.

SAM

Hold on, Mr. Frodo. You'll be all right.

(CONTINUED)

CONTINUED:

CLOSE ON: FRODO is horrified...SAM speaks to him, but FRODO does not hear him.

FARAMIR

Take them to my father.

SAM and FRODO are hustled through the RANGERS.

FARAMIR (CONT'D)

(proudly)

Tell him Faramir sends a mighty gift. A weapon that will change our fortunes in this war.

ANGLE ON: SAM breaks their grip a moment.

SAM

(desperately)

You want to know what happened to Boromir?

ANGLE ON: FARAMIR turns to SAM. He looks upon the little HOBBIT with intense curiosity.

SAM (CONT'D)

You want to know why your brother died? He tried to take the Ring from Frodo! After swearing an oath to protect him, he tried to kill him! The Ring drove your brother mad!

Before FARAMIR can respond, a cry screams across the silence.

RANGER

Watch out!

LOW ANGLE ON: A large boulder smashes into a tower, crumbling it.

ANGLE ON: FRODO'S head lolls around...his eyes roll into the back of his head...he looks at the skies...

SAM

Mr. Frodo?

FRODO

They're here.

(CONTINUED)

CONTINUED: (2)

ANGLE ON: FARAMIR looks down at FRODO in fear...FRODO foams at the mouth...

FRODO (CONT'D)
They've come.

A SHRILL CRY PENETRATES THE AIR.

FARAMIR and his MEN look to the sky.

FARAMIR
Nazgûl!

Everyone looks up and cringes.

HIGH WIDE AERIAL ON: A NAZGÛL, riding atop his FELLBEAST, surveys the ruined OSGILIATH.

ANGLE ON: FRODO stares at the NAZGÛL, transfixed ... FARAMIR grabs him and drags him off ... SAM takes off after them

ANGLES ON: The RANGERS and SOLDIERS take cover in OSGILIATH, endeavoring to stay out of sight...GOLLUM cowers at the end of his rope.

ANGLE ON: FARAMIR deposits him within a ruined tower.

FARAMIR (CONT'D)
Stay here. Keep out of sight.

He exits as SAM enters to accompany FRODO.

ANGLE ON: FARAMIR shouts to those on the BATTLEMENTS.

FARAMIR (CONT'D)
(yelling)
Take cover!

ANGLE ON: FARAMIR ducks as A FELLBEAST soars fiendishly close to the rooftops of OSGILIATH.

EXT. HELM'S DEEP HALL - DAY

WIDE ON: BANNERS OF THE WHITE HAND fly atop the Battlements of HELM'S DEEP. The URUK-HAI are everywhere...it is completely overrun.

(CONTINUED)

CONTINUED:

ANGLE ON: A band of URUK-HAI run a BATTERING RAM into the DOOR OF THE HALL.

INT. HELM'S DEEP HALL - DAY

A group of SOLDIERS work to barricade the door.

ANGLE ON: THÉODEN watches them with despair.

THÉODEN

The fortress is taken. It is over.

ANGLE ON: ARAGORN runs to THÉODEN. LEGOLAS carries more furniture to the door.

ARAGORN

You said this fortress would never fall while your Men defend it. They still defend it. They have died defending it.

ANOTHER DEAFENING CRUNCH!

INTERCUT WITH: The women and children in the GLITTERING CAVES panic....they cling to each other...ÉOWYN gives comfort where she can.

ANGLE ON: ARAGORN looks around the HALL.

ARAGORN (CONT'D)

Is there no other way for the women and children to get out of the caves?

ANGLE ON: THÉODEN stands silently, staring at the floor.

ARAGORN (CONT'D)

Is there no other way?

GAMLING

There is one passage. It leads into the mountains. But they will not get far. The Uruk-Hai are too many.

INTERCUT WITH: The URUK-HAI batter the door once more.

(CONTINUED)

CONTINUED:

ANGLE ON: ARAGORN pleads with GAMLING.

ARAGORN

Tell the women and children to make
for the mountain pass. And barricade
the entrance.

ANGLE ON: THÉODEN looks over to ARAGORN and GAMLING.

THÉODEN

So much death. What can Men do against
such reckless hate?

ANOTHER SICKENING CRACK AT THE DOOR.

ANGLE ON: ARAGORN thinks a moment. He looks to THÉODEN.

ARAGORN

(quietly)

Ride out with me.

ANGLE ON: THÉODEN turns to him, confused.

ARAGORN (CONT'D)

Ride out and meet them.

ANGLE ON: THÉODEN walks to ARAGORN, a light glimmering in his
eyes.

THÉODEN

For death and glory.

ARAGORN

For Rohan. For your people.

ANGLE ON: GIMLI looks up at the window to the HALL.

GIMLI

The sun is rising.

ANGLE ON: ARAGORN turns to the window...the first light of the
sun streams through it.

GANDALF (V.O.)

Look to my coming at first light on
the fifth day. At dawn ... look to the
east.

(CONTINUED)

CONTINUED: (2)

ANGLE ON: ARAGORN looks back to THÉODEN with grim determination.

THÉODEN

Yes. Yes. The horn of Helm Hammerhand
shall sound in the deep one last time!

ANGLE ON: GIMLI looks over to them with excitement.

GIMLI

Yes!

CRUNCH! The force of the BATTERING RAM throws MEN to the ground.
They scramble back up to hold it.

ANGLE ON: THÉODEN places his hand on ARAGORN'S shoulder.

THÉODEN

Let this be the hour when we draw
swords together.

ANGLE ON: ARAGORN nods, understanding fully.

INTERCUT WITH: GIMLI climbs a stairway to the HORN OF HELM
HAMMERHAND at its summit.

ANGLE ON: The RAM crunches against the door again.

THÉODEN (CONT'D)

Fell deeds awake...now for wrath...now
for ruin and a red dawn!

THÉODEN places his helmet on his head.

INTERCUT WITH: GIMLI blows on the HORN ... it sounds a deep
blast across the depths of HELM'S DEEP.

ANGLE ON: The URUK-HAI crack through the door and pour into the
HALL.

CLOSE ON: THÉODEN RAISES HIS SWORD!

THÉODEN (CONT'D)

Forth Eorlingas!

ANGLE ON: The DECIMATED ARMY on HORSEBACK charges out of the
HALL.

EXT. HELM'S DEEP - DAY

The HORSES blast out of the HALL under the standard of ROHAN. They charge down the roads of the KEEP slicing through stunned URUK-HAI as they ride.

INTERCUT WITH: GIMLI continues blowing on the HORN, sounding its low blast through the KEEP.

HIGH OVERHEAD ON: They charge out the MAIN GATE and down the CAUSEWAY, knocking URUK-HAI off the narrow walkway as they go. They fight bravely, as if it were their last stand.

ANGLE ON: ARAGORN SUDDENLY LOOKS UP.

WIDE ON: Between two massive boulders in the light of the dawning sun, a WHITE HORSE rears on the horizon.

ANGLE ON: ARAGORN sighs with relief.

ARAGORN

Gandalf.

ANGLE ON: GANDALF looks down at the scene below him.

ANGLES ON: THÉODEN looks up and cheers...the URUK-HAI turn to face the new enemy.

WIDE ON: The URUK-HAI outside of HELM'S DEEP is still quite massive, taking up the entire volume of the plain.

ANGLE ON: GANDALF sits atop SHADOWFAX, ready.

GANDALF

Théoden king stands alone.

ÉOMER rides up behind him.

ÉOMER

Not alone.

He draws his sword.

ÉOMER (CONT'D)

Rohirrim!

A large group of riders emerge from behind the rise.

(CONTINUED)

CONTINUED:

ANGLE ON: THÉODEN smiles.

THÉODEN

Éomer.

ANGLE ON: ÉOMER raises his sword and orders the ROHIRRIM forward.

ÉOMER

To the king!

WIDE ON: The ROHIRRIM and GANDALF charge down the ridge toward the waiting throng of URUK-HAI.

ANGLES ON: The URUK-HAI move into the position to receive this new threat. They ready their lances before them.

WIDE ON: As the ROHIRRIM and GANDALF near the URUK-HAI front line, the sun emerges from behind the ridge and momentarily blinds the URUK-HAI, giving the ROHIRRIM first strike to overrun them.

SERIES OF QUICK CUTS: The ROHIRRIM and GANDALF fight against the URUK-HAI, quickly decimating their numbers.

CUT TO:

EXT. ISENGARD - DAY

SERIES OF CUTS: The ENTS storm into ISENGARD, throwing stones and ORCS...crushing them under foot...tearing down their towers...
the ORCS are losing.

ANGLE ON: SARUMAN rushes to his balcony and looks out.

WIDE ON: ISENGARD is overrun by hundreds of ENTS, destroying everything that SARUMAN has worked to build up.

ANGLE ON: SARUMAN rushes from one side of the balcony to the other, helpless to stop them.

ANGLE ON: AN ENT works on the supports to the DAM.

TREEBEARD (O.S.)

Break the dam! Release the river!

(CONTINUED)

CONTINUED:

The ENT succeeds in breaking the supports...water breaks through the cracks until...THE DAM SHATTERS...ORCS fall to their deaths in the rushing torrents...

CLOSE ON: SARUMAN looks on in horror as the freed RIVER ISEN flows down the mountain and into ISENGARD.

ANGLE ON: MERRY and PIPPIN grasp TREEBEARD tightly...TREEBEARD stands proud of his destruction.

MERRY

Pippin! Hold on!

WIDE ON: The ORCS run for their lives before the flood...the ENTS brace themselves.

ANGLE ON: TREEBEARD braces himself.

TREEBEARD

Hold on little Hobbits!

WIDE ON: The water hits the ENTS full force, but they are unmoved...the water flushes the running ORCS and their constructs over the edge of the ISENGARD caverns...

ANGLE ON: ORCS working in the depths of the caverns.

PAN UP TO: Water floods in on top of them...

ANGLES ON: The ORCS in the CAVERNS run hopelessly from the flood...the water destroys their bridges...forges...everything...

WIDE ON: The RIVER floods all of ISENGARD destroying everything and washing it into the caverns...only the ENTS escape untouched.

EXT. OSGILIATH - DAY

ANGLE ON: FRODO, in some kind of trance, walks slowly away from the safe corner. SAM tries to speak to him as he passes.

SAM

What are you doing?

FRODO pays him no attention.

(CONTINUED)

CONTINUED:

ANGLE ON: THE NAZGÛL on his FELLBEAST flies over the city, looking for his prey...FRODO walks out of the tower of safety and through the rushing throngs of SOLDIERS...SAM rushes to the door of the tower, panicked.

SAM (CONT'D)

Where are you going?!

SLOW MOTION: FRODO stands atop a high wall...before him, the FELLBEAST flies into view...FRODO raises the RING.

CLOSE ON: The RING in FRODO'S fingers.

ANGLE ON: FARAMIR spots FRODO across OSGILIATH.

WIDE ON: FRODO stands atop the wall...the NAZGÛL flies over him...ready to strike.

ANGLE ON: SAM runs up the stairs, screaming silently.

CLOSE ON: FRODO closes the RING in on his finger.

ANGLE ON: SAM tackles FRODO and wrestles the RING away from his finger...They fall to the ground just as the FELLBEAST closes its massive claws around the spot where FRODO was standing only moments before.

ANGLE ON: FARAMIR fires an arrows into the side of the FELLBEAST...the FELLBEAST screams and flies away.

ANGLE ON: SAM and FRODO roll down the stairs and off the edge...coming to a dead stop on the ground below. FRODO rolls on top of SAM, pinning him to the ground.

CLOSE ON: FRODO draws STING and holds it at SAM'S neck...anger and distrust etched on his face.

ANGLE ON: SAM looks at the blade with fear...tears runs down his face.

SAM (CONT'D)

It's me. It's your Sam. Don't you know your Sam?

(CONTINUED)

CONTINUED: (2)

CLOSE ON: FRODO'S MADNESS fades into shock and confusion. FRODO backs away from SAM and slumps against a wall...STING CLATTERS to the ground.

ANGLE ON: SAM touches his neck lightly and pulls himself up. He looks at FRODO...FRODO stares at the ground and shakes his head in shock.

FRODO
(slowly)
I can't do this, Sam.

SAM
(sadly)
I know. It's all wrong. By rights we shouldn't even be here.

SAM stumbles to his feet and leans against a wall.

SAM (CONT'D)
But we are.

WIDE ON: Over the ruined OSGILIATH, the FELLBEAST continues to circle.

ANGLE ON: SAM keeps watching the terrible scene, and speaks absently.

SAM (CONT'D)
It's like in the great stories, Mr. Frodo. The ones that really mattered. Full of darkness and danger they were. And sometimes you didn't want to know the end. Because how could the end be happy?

ANGLE ON: FRODO panting against the wall.

EXT. HELM'S DEEP - DAY

The ROHIRRIM decimate the retreating URUK-HAI.

SAM (V.O.) (CONT'D)
How could the world go back to the way it was when so much bad had happened?

(CONTINUED)

CONTINUED:

ANGLE ON: THÉODEN shouts proudly atop his horse.

THÉODEN
Victory! We have victory!

ANGLE ON: GANDALF watches the URUK-HAI run, smiling.

SAM (V.O.)
But in the end, it's only a passing
thing, this shadow.

ANGLE ON: ARAGORN looks up with relief...the battle is over.

EXT. ISENGARD - DAY

WIDE ON: The waters continue flowing over ISENGARD destroying all the evil that grew there...the ENTS chase the ORCS into the pits...

SAM (V.O.) (CONT'D)
Even darkness must pass. A new day
will come.

ANGLE ON: MERRY and PIPPIN watch the goings-on with wonder riding atop TREEBEARD.

SAM (V.O.) (CONT'D)
And when the sun shines it will shine
out the clearer.

ANGLE ON: The ENTS stands tall in the flowing water.

SAM (V.O.) (CONT'D)
Those were the stories that stayed
with you...

ANGLE ON: SARUMAN, trapped in ORTHANC...slowly, he backs away from the edge of his balcony, and closes the doors to ORTHANC.

SAM (V.O.) (CONT'D)
...that meant something. Even if you
were too small to understand why.

HIGH WIDE ON: The waters completely flood the RING OF ISENGARD...to the very edges...wiping out everything SARUMAN had done...preparing the land for a renewal.

(CONTINUED)

CONTINUED:

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

But I think, Mr. Frodo, I do understand.
I know now.

EXT. OSGILIATH - DAY

ANGLE ON: SAM stands overlooking OSGILIATH.

SAM (CONT'D)

Folk in those stories had lots of
chances of turning back only they
didn't. They kept going because they
were holding on to something.

FRODO

(skeptically)

What are we holding on to, Sam?

SAM looks at FRODO...SAM walks over and lifts FRODO to his feet.

SAM

(resolute)

There's some good in this world, Mr.
Frodo. And it's worth fighting for.

CLOSE ON: FRODO is moved by SAM'S determination. He smiles
grimly.

ANGLE ON: FARAMIR approaches them. SAM stiffens at his approach.
He kneels to their level.

FARAMIR

I think at last we understand one
another, Frodo Baggins.

MADRIL APPROACHES FROM BEHIND FARAMIR. FARAMIR stands to face
him.

MADRIL

You know the laws of our country,
the laws of your father. If you let
them go, your life will be forfeit.

CLOSE ON: FARAMIR looks at MADRIL, unwavering.

(CONTINUED)

CONTINUED:

FARAMIR

Then it is forfeit. Release them.

ANGLE ON: FRODO looks at FARAMIR with gratitude...SAM shakes a RANGER'S hand from his shoulder.

EXT. PLAINS OF ROHAN - DAY

WIDE ON: The fleeing URUK-HAI run from HELM'S DEEP over a ridge into the PLAINS...standing on the other side of the ridge is a large forest. The URUK-HAI run directly for it.

ANGLE ON: THÉODEN, ARAGORN, ÉOMER, and the rest of the ROHIRRIM ride to the top of the ridge and stop.

ÉOMER

Stay out of the forest! Keep away from the trees!

ANGLE ON: ÉOMER looks with fear at the forest that has sprung up.

ANGLE ON: Inside the forest, the URUK-HAI charge between the trunks mindlessly.

WIDE ON: The DEFENDERS OF ROHAN watch silently from atop the ridge as the last of the URUK-HAI runs in. Suddenly, the trees move. Scream emit from with the forest...

ANGLES ON: the DEFENDERS look on in fear and surprise as the forest eliminates the last of their enemies.

EXT. HELM'S DEEP HALL - DAY

ÉOWYN and the other WOMEN and CHILDREN emerge. ARAGORN climbs the steps to meet ÉOWYN at their summit. She looks upon him with delight and holds him.

EXT. HELM'S DEEP BATTLEMENTS - DAY

SOLDIERS pile the bodies of the dead URUK-HAI.

ANGLE ON: LEGOLAS walks through the carnage and spots GIMLI, smoking his pipe. He stops, stroking his bow.

(CONTINUED)

CONTINUED:

LEGOLAS

Final count...42.

GIMLI

(mock admiration)

Forty-two? That's not bad for a pointy-eared Elvish princeling. I myself am sitting pretty on 43.

ANGLE ON: LEGOLAS' face drops...suddenly, he fires an arrow at the URUK that GIMLI sits upon.

LEGOLAS

Forty-three.

GIMLI

He was already dead.

LEGOLAS

He was twitching.

GIMLI

He was twitching because he's got my axe buried in his nervous system.

GIMLI demonstrates by working the axe in the URUK'S head. The hands and feet twitch as he does.

EXT. ISENGARD - DAY

MERRY and PIPPIN stand waist-deep in the water.

MERRY

He doesn't look too happy, does he?

PIPPIN

Not too happy at all, Merry.

ANGLE ON: SARUMAN and WORMTONGUE look hopelessly down from their prison.

ANGLE ON: MERRY and PIPPIN watching them near the outer wall.

MERRY

Still, I suppose the view would be quite nice from up there.

(CONTINUED)

CONTINUED:

PIPPIN

Oh, yes, it's a quality establishment.
I hear the staff are very good.

MERRY holds his hand out from his head, measuring his height against PIPPIN'S. PIPPIN catches this out of the corner of his eye. MERRY pretends to be playing with his hair.

PIPPIN

What are you doing?

MERRY

Nothing. The world's back to normal,
that's all.

PIPPIN

No, it isn't. I'm starving.

MERRY picks up a floating basket and tosses out its contents.

MERRY

Good luck trying to find something
decent to eat around here. Probably
dead rats and moldy bread.

PIPPIN picks up a floating apple. He looks to the sky for a moment trying to figure out where it came from. Suddenly, he sees another....and another...

MERRY sees what is happening. They follow the trail of apples until they find a turkey...and then a basket of apples...and then...

JACKPOT! The HOBBITS look with rapt anticipation at the food storehouse in the WALL OF ISENGARD.

MERRY (CONT'D)

Saruman's storeroom!

CLOSE ON: TWO BARRELS LABELED FROM THE SOUTHFARTHING OF THE SHIRE!

ANGLE ON: MERRY and PIPPIN look with reverent awe on the barrels.

PIPPIN

I don't believe it.

(CONTINUED)

CONTINUED: (2)

MERRY

It can't be.

ANGLE ON: They crack open the top of one of the barrels.

MERRY (CONT'D)

It is!

PIPPIN

Longbottom Leaf.

MERRY takes a huge sniff of it.

MERRY

(with pleasure)

The finest pipe-weed in South Farthing.

PIPPIN

It's perfect. One barrel each.

PIPPIN suddenly stops.

PIPPIN (CONT'D)

Wait. Do you think we should share it
with Treebeard?

MERRY

Share it?

(shaking his head)

No. No. Dead plant and all that. Don't
think he'd understand.

He leans into PIPPIN.

MERRY (CONT'D)

(quietly)

Could be a distant relative.

PIPPIN smiles.

PIPPIN

I get it. Don't be hasty.

MERRY whips out his pipe.

(CONTINUED)

CONTINUED: (3)

MERRY

Exactly.
(deeply)
Bah-hrum.

MERRY and PIPPIN laugh.

ANGLE ON: TREEBEARD passes close to the storeroom. He hears the laughing and looks in on them.

CUT TO:

EXT. OSGILIATH - DAY

FARAMIR leads FRODO, SAM, and GOLLUM through the turmoil to a water logged tunnel.

FARAMIR

This is the old sewer. Runs right under the river through to the edge of the city. You'll find cover in the woods there.

ANGLE ON: FRODO and SAM look at him gratefully.

SAM

Captain Faramir...you have shown your quality, sir.

ANGLE ON: FARAMIR stands back, surprised at SAM'S words.

SAM (CONT'D)

The very highest.

FARAMIR

The Shire must really be a great realm, Master Gamgee, where gardeners are held in high honor.

ANGLE ON: SAM looks away, embarrassed. FARAMIR smiles.

FARAMIR (CONT'D)

What road will you take once you reach the woods?

(CONTINUED)

CONTINUED:

FRODO

Gollum says there's a path near Minas Morgul that climbs up into the mountains.

FARAMIR looks surprised. GOLLUM tries to slink away.

FARAMIR

Cirith Ungol?

FARAMIR snatches GOLLUM up by the neck and holds him against the wall.

FARAMIR (CONT'D)

Is that its name?

GOLLUM

No. No!

FARAMIR tightens his grip.

GOLLUM (CONT'D)

Yes.

FARAMIR turns to FRODO desperately.

FARAMIR

Frodo, they say a dark terror dwells in the passes above Minas Morgul. You cannot go that way.

ANGLE ON: FRODO, rapt with indecision.

GOLLUM

It is the only way. Master says we must go to Mordor, so we must try.

FARAMIR looks to FRODO, seemingly desperate to talk him out of it. FRODO looks resolute again.

FRODO

I must.

FARAMIR throws GOLLUM down. He stands before FRODO and SAM.

(CONTINUED)

CONTINUED: (2)

FARAMIR

Go, Frodo. Go with the goodwill of
all Men.

ANGLE ON: FRODO looks at FARAMIR, touched by his sincerity.

FRODO

Thank you.

FRODO starts off into the sewer...SAM follows.

ANGLE ON: GOLLUM starts to slink to the sewer...FARAMIR grabs
him up by the neck again, pinning him against the wall.

CLOSE ON: FARAMIR looks at GOLLUM intently.

FARAMIR

May death find you quickly if you
bring them to harm.

GOLLUM doesn't respond. FARAMIR throws him into the tunnel.
GOLLUM slinks away, with a final, scathing glance to FARAMIR.

INT. OSGILIATH SEWER TUNNEL - DAY

FRODO and SAM walk easily through the tunnel. GOLLUM limps
behind them.

FRODO

Come on, keep up.

ANGLE ON: GOLLUM slumps to the ground, in pain. SAM stops.

SAM

Mr. Frodo didn't mean for them Rangers
to hurt you. You know that, don't you?
He was trying to save you, see?

ANGLE ON: GOLLUM looks up to SAM in wonder.

GOLLUM

Save me?

SAM

So there's no hard feelings. Forgive
and forget.

(CONTINUED)

CONTINUED:

GOLLUM
 (shaking his head)
 No, no, no hard feelings.
 (coughing)
 Gollum, Gollum. Yes, master.

SAM steps back for GOLLUM to pass.

WIDE ON: GOLLUM crawls into the culvert, following FRODO. SAM stands back and waits for him to wriggle his way in.

GOLLUM (CONT'D)
 Nice Hobbits.

SAM
 Very decent of you. Very decent,
 indeed, Gollum.

CUT TO:

EXT. PLAINS OF ROHAN - DAY

GANDALF, ARAGORN, LEGOLAS, GIMLI, THÉODEN, and ÉOMER ride to the top of the rise in front of HELM'S DEEP, looking off into the distance.

GANDALF
 Sauron's wrath will be terrible,
 his retribution swift.

WIDE ON: In the far distance, the skies over MORDOR crackle and the darkness spreads.

ANGLES ON: The others look to GANDALF as he speaks.

GANDALF (CONT'D)
 The battle for Helm's Deep is over. The
 battle for Middle-earth is about to
 begin. All our hopes now lie with two
 little Hobbits...

EXT. ITHILIEIN - DAY

GOLLUM leads FRODO and SAM through the woods.

(CONTINUED)

CONTINUED:

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

...somewhere in the wilderness.

SAM

I wonder if we'll ever be put into songs or tales.

FRODO

What?

SAM

I wonder if people will ever say, "Let's hear about Frodo and the Ring." And they'll say "Yes, that's one of my favorite stories. Frodo was really courageous, wasn't he, dad." "Yes, my boy, the most famousest of Hobbits. And that's saying a lot."

FRODO laughs and turns to SAM.

FRODO

Well, you've left out one of the chief characters: "Samwise the Brave." I want to hear more about Sam.

FRODO turns to SAM. SAM smiles sheepishly. FRODO'S smile fades. He stops and turns to SAM, seriously.

FRODO

Frodo wouldn't have got far without Sam.

SAM

Now Mr. Frodo, you shouldn't make fun. I was being serious.

FRODO

(smiling)

So was I.

FRODO walks onward.

CLOSE ON: SAM, dreaming of being a great storybook hero.

(CONTINUED)

CONTINUED: (2)

SAM
 (dreamily)
 "Samwise the Brave."

He gives his backpack a heave and follows FRODO.

ANGLE ON: FRODO smiles...The HOBBITS walk through the forest in the distance.

FRODO
 Sméagol!

SAM
 We're not gonna wait for you. Come on!

PAN TO: GOLLUM crawls over a short hill, struggling.

SMÉAGOL
 Master. Master looks after us. Master wouldn't hurt us.

GOLLUM
 Master broke his promise.

SMÉAGOL
 Don't ask Sméagol. Poor, poor Sméagol.

GOLLUM
 Master betrayed us. Wicked. Tricksy. False. We ought to wring his filthy little neck. Kill him! Kill him! Kill them both. And then we take the precious and we be the master!

SMÉAGOL runs and hides behind a tree.

SMÉAGOL
 But the fat Hobbit, he knows. Eyes always watching.

GOLLUM peeks out from behind the other side of the tree.

GOLLUM
 Then we stabs them out. Put out his eyeses and make him crawl.

(CONTINUED)

CONTINUED: (3)

SMÉAGOL nods eagerly.

SMÉAGOL

Yes! Yes! Yes!

GOLLUM

Kill them both.

SMÉAGOL

Yes! No! No!

He backs away from the tree.

SMÉAGOL

It's too risky. It's too risky.

ANGLE ON: The HOBBITS come over the rise behind GOLLUM.

SAM

Where is he? Where's he gone? Hey,
Gollum! Where are you?

FRODO

Sméagol?

GOLLUM

(thoughtfully)

We could let her do it.

SMÉAGOL

Yes. She could do it.

GOLLUM

Yes, precious, she could. And then
we takes it once they're dead.

SMÉAGOL

Once they're dead.

GOLLUM

Shh.

With a smile, GOLLUM leaps out of hiding.

(CONTINUED)

CONTINUED: (4)

SMÉAGOL

Come on, Hobbits. Long ways to go
yet. Sméagol will show you the way.

ANGLE ON: GOLLUM walks through the forest, FRODO and SAM close
behind.

GOLLUM

(sinister)

Follow me.

WIDE ON: GOLLUM continues leading the HOBBITS through the forest
to their eventual destination.

PAN UP OVER THE FOREST...OVER EPHEL DÚATH...TO REVEAL...
MORDOR...THE TOWER OF BARAD-DÛR WITH THE EYE OF SAURON BURNING
ON ITS SUMMIT...MOUNT DOOM BELCHES FIRE AND ASH INTO THE
SKY...NAZGÛL ON FELLBEASTS CIRCLE THE SKIES...

FADE TO BLACK.

THE END