BLACK SCREEN

SUPER: New Line Cinema Presents

SUPER: A Wingnut Films Production

BLACK CONTINUES... ELVISH SINGING....A WOMAN'S VOICE IS

whispering, tinged with SADNESS and REGRET:

GALADRIEL (V.O.)

(Elvish: subtitled)

"I amar prestar sen: han mathon ne nen,

han mathon ne chae...a han noston ned

wilith."

(English:)

The world is changed: I feel it in the

water, I feel it in the earth, I smell it

in the air...Much that once was is lost,

for none now live who remember it.

SUPER: THE LORD OF THE RINGS

EXT. PROLOGUE -- DAY

IMAGE: FLICKERING FIRELIGHT. The NOLDORIN FORGE in EREGION.

MOLTEN GOLD POURS from the lip of an IRON LADLE.

GALADRIEL (V.O.)

It began with the forging of the Great

Rings.

IMAGE: THREE RINGS, each set with a single GEM, are received

by the HIGH ELVES-GALADRIEL, GIL-GALAD and CIRDAN.

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

Three were given to the Elves, immortal,

wisest...fairest of all beings.

IMAGE: SEVEN RINGS held aloft in triumph by the DWARF LORDS.

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

Seven to the Dwarf Lords, great miners

and craftsmen of the mountain halls.

IMAGE: NINE RINGS clutched tightly by the KINGS OF MEN...as

if holding-close a precious secret.

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

And Nine...nine rings were gifted to the

race of Men who, above all else, desire

power.

(MORE)

(CONTINUED)

2.

CONTINUED:

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

For within these rings was bound the

strength and will to govern each race.

FADE TO BLACK

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

But they were all of them deceived.

FADE UP: An ancient PARCHMENT MAP of MIDDLE EARTH...moving

slowly across the MAP as if drawn by an unseen force the

CAMERA closes in on a PLACE NAME...MORDOR.

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

...for another ring was made.

TEASING SHOTS: SAURON forging the ONE RING in the CHAMBERS of

SAMMATH NAUR.

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

In the land of Mordor, in the fires of

Mount Doom, the Dark Lord Sauron forged

in secret a Master Ring to control all

others.

IMAGE: The ONE RING reflecting FIERY LAVA! FIRE WRITING

emerges on the plain BAND OF GOLD.

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

...and into this Ring he poured his

cruelty, his malice and his will to

dominate all life.

IMAGE: THE ONE RING falls through SPACE and into flames...

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

One Ring to rule them all...

IMAGE: A GREAT SHADOW falls across the MAP...closing in

around the realm of GONDOR...

IMAGE: SCREAMING VILLAGERS, MEN, WOMEN, AND CHILDREN, RUN

from their homes, pursued by ARMIES OF HIDEOUS ORCS.

GALADRIEL

One by one the Free lands of Middle earth

fell to the power of the ring.

FADE TO BLACK

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

But there were some...who resisted.

(CONTINUED)

3.

CONTINUED:

FADE UP: ISILDUR, son of the KING OF GONDOR, leads an ARMY

ACROSS the PLAINS OF DAGORLAD...

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

A last alliance of Men and Elves marched

against the armies of Mordor.

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

On the slopes of Mount Doom they fought

for the freedom of Middle- Earth.

TEASING SHOTS: THE BATTLE OF DAGORLAD...THE ELF LORD, ELROND,

commands rank after rank of ELVEN ARCHERS...ORCS RETREATING

before the ARMY of the LAST ALLIANCE...ELENDIL holds aloft

the great sword....NARSIL!

GALADRIEL

Victory was near!

IMAGES: THE HUGE, DARK FIGURE OF SARURON, bearing the ONE

RING on his finger, looms over the field of battle...

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

But the power of the Ring could not be

undone.

IMAGE: SAURON lays waste to the armies of the LAST ALLIANCE.

With desperate courage, ELENDIL leads a charge...THE BLACK

MACE OF SAURON LASHES OUT!! IMAGE: ELENDIL'S body falls like

a crumpled rag doll... IMAGE: ISILDUR cradles the body of his

father in his arms. The SHADOW OF SAURON falls over him...

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

It was in this moment..when all hope had

faded, that Isildur, son of the king,

took up his father's sword.

ISILDUR snatches up the BROKEN BLADE OF NARSIL..The BLADE

severs SAURON'S FINGERS... AND THE ONE RING FLIES from his

body.

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

Sauron, the enemy of the Free Peoples of

Middle Earth, was defeated. SAURON'S

ARMOR clatters to the ground. His body

GONE....VAPORIZED! CLOSE ON: ISILDUR picks up the SEVERED

FINGER and removes the ONE RING...transfixed!

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

The Ring passed to Isildur...who had this

one chance to destroy evil forever.

(CONTINUED)

4.

CONTINUED:

IMAGE: GLADDEN FIELD...ISILDUR leads a small column of men

through DARKENING WOODS...the ONE RING glinting on a CHAIN

around his neck.

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

But the hearts of Men are easily

corrupted. And the Ring of Power has a

will of its own.

SUDDENLY! ARROWS FLY! They are ambushed by ORCS...ISILDUR

SCREAMS!

FADE TO BLACK

FADE UP: ISILDUR MATERIALIZES UNDER WATER...as THE RING slips

slowly from his finger. Ripples of LIGHT play across

ISILDUR'S PALE FACE...he is DEAD.

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

It betrayed Isildur to his death.

IMAGE: THE RING falls through the MURKY WATERS of the RIVER

ANDUIN.

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

And some things that should not have been

forgotten...were lost.

FADE TO BLACK

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

History became legend...legend became

myth.

FADE UP: The waters of the ANDUIN RIVER lie dark and

undisturbed.

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

And for two and a half thousand years the

Ring passed out of all knowledge.

IMAGE: SILT SWIRLS...A THIN WHITE HAND reaches

down...grasping the RING...

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

Until, when chance came, it ensnared a

new bearer!

IMAGE: THE THIN WHITE HAND opens to reveal one ring.

GOLLUM (V.O.)

My Precious...

5.

IMAGE: MIST SHROUDED MOUNTAINS...

GALADRIEL (V.O.)

The Ring came to the creature Gollum, who

took it deep into the tunnels of the

Misty Mountains.

IMAGE: THE GLOOM of a MOUNTAIN CAVERN..a MURKY POOL of

WATER...in the DARKNESS the SHADOWY OUTLINE of an EMACIATED

FIGURE.

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

And there, it consumed him. A RASPY VOICE

mutters in the half light...

GOLLUM

It came to me. My own. My love...

(ecstatic whisper)

My preciousness.

GALADRIEL (V.O.)

The Ring brought to Gollum unnatural long

life. For five hundred years it poisoned

his mind. And in the gloom of Gollum's

cave...

FADE TO BLACK

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

It waited.

FADE UP: Bathed in COLD MOONLIGHT, the WORLD lies DARK and

STILL...the unsettled quiet before the storm...

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

Darkness crept back into the forests of

the world. Rumor grew of a Shadow in the

East...whispers of a nameless fear. And

the Ring of Power perceived...its time

had now come. It abandoned Gollum.

SLOW MOTION: unseen by its KEEPER..THE RING falls to the

MUDDY FLOOR of a MOUNTAIN TUNNEL...

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

But something happened then the Ring did

not intend...

FADE TO BLACK

IMAGE: FUMBLING in the dark, a SMALL HAND closes over the

6.

RING.

GALADRIEL

It was picked up by the most unlikely

creature imaginable...

BILBO

(to himself)

What's this?

A YOUNGISH LOOKING BILBO BAGGINS peers down at what lies in

his hand...PERPLEXED by what he has found.

GALADRIEL (V.O.)

A Hobbit....Bilbo Baggins of the Shire.

BILBO

(surprised)

A Ring.

SUDDENLY! A VOICE SCREAMS...ITS ANGUISH RINGING through the

COLD, DANK TUNNELS...

GOLLUM (V.O.)

Lost! Lost! My Precious is lost!!

Frightened Bilbo quickly POCKETS the ONE RING and hurries on.

DISSOLVE TO:

WIDE ON: THE CAMERA SOARS AWAY FROM THE MOUNTAINS. MOVING

FASTER AND FASTER...THEIR DARK GREEN FORESTS AND JAGGED

WHITE PEAKS RECEDING INTO THE SHROUD OF MIST

GALADRIEL (V.O.)

For the time will soon come when Hobbits

will shape the fortunes of all.

FADE TO BLACK

FADE IN:

EXT. HOBBITON WOODS -- DAY

ANGLE ON: TWO HOBBIT FEET

resting on a small rock...rising out of the LONG, OVERGROWN

GRASSES SUPER: THE FELLOWSHIP OF THE RING SUPER: THE

SHIRE....60 YEARS LATER CAMERA TRACKS TO: a Figure lies

beneath the dappled sunlight of an old tree.

(CONTINUED)

7.

CONTINUED:

White flowers are scattered among the Well seeded grasses.

An idyllic setting at the end of a long hot summer... the

figure is reading a book. ON THE SOUNDTRACK: In the distance,

growing louder..over the Gentle clip clop of an approaching

cart and horse can be heard the HUMMING OF A DEEP VOICE to

the tune of "The Road Goes Ever On and On..."

SUDDENLY! The figure in the grass sits up...looking straight

at camera is a handsome young HOBBIT, with dark curly hair

and deep blue eyes. This is FRODO BAGGINS...his EYES alight

with EXCITEMENT! Tossing away the long stem of grass in his

mouth, Frodo runs off.

CUT TO:

EXT. SHIRE LANE -- DAY

The cart rattles along a leafy lane, driven by a stooped

figure in Grey.

INTERCUT WITH; SHOTS OF FRODO RUNNING... CAREERING DOWN A

HILL. . .JUMPING OVER LOGS... DODGING TREE BRANCHES.

ANGLE ON:

The shambling OLD PONY snorts and rears as... SUDDENLY FRODO

appears on a bank above the cart.

FRODO

You're late.

CLOSE ON: GANDALF glowers at the young Hobbit...

GANDALF

A Wizard is never late, Frodo Baggins,

nor is he early. He arrives precisely

when he means to.

They look at each other a moment..then both start laughing as

FRODO'S face breaks into a smile and he leaps on to the front

seat of the cart.

FRODO

It's wonderful to see you, Gandalf!

Next to Gandalf, we see how small Hobbits are...Frodo is 3

foot 6 inches tall.

GANDALF

You didn't think I'd miss your Uncle

Bilbo's birthday?

CUT TO:

8.

EXT. HOBBITON FIELDS -- DAY

Wide on: The cart rattles past a FIELD LUPIN being tended by

HOBBITS.

FRODO

What news of the outside world? Tell me

everything!

ANGLE ON:

Gandalf looks down at Frodo, a twinkle in his eye.

GANDALF

What, everything? Far too eager and

curious for a Hobbit. Most unnatural...

Wide on: The cart rattles over a Stone bridge towards a Busy

Hobbit Marketplace.

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

Well, what can I tell you? Life in the

wide world goes on much as if it has past

age. Full of its own comings and goings,

scarcely even aware of the existence of

Hobbits...

Close on: Gandalf as he surveys the peaceful scene before

him.

GANDALF (CONT'D)

...for which I am very thankful.

ANGLE ON:

Hobbits look up exclaiming in wonder and excitement as the

cart bearing Gandalf and Frodo rolls past the Green Dragon

Inn...towards... Wide on: The party field. Where scOrcs of

Hobbits are busy preparing for the big night.

GANDALF (CONT'D)

Ah, the long expected party. So, how is

the old rascal? I hear it's going to be

a Party of Special Magnificence.

FRODO

You know Bilbo...he's got he whole place

in an uproar.

GANDALF

Oh, well...that should please him.

(CONTINUED)

9.

CONTINUED:

FRODO

Half the Shire's been invited...

GANDALF

Good gracious, me.

FRODO

He's up to something.

GANDALF

Oh, really?

Frodo shoots a knowing look, as Gandalf averts his eyes.

FRODO

Alright then..keep your secrets. Before

you came along we Bagginses were very

well thought of.

GANDALF

Indeed?

FRODO

Never had any adventures or did anything

unexpected.

GANDALF

If you're referring to the incident with

the Dragon...I was barely involved...all

I did was give your Uncle a little nudge

out the door.

FRODO

Whatever you did...you've been officially

labelled as a Disturber of the Peace.

GANDALF

Oh, really?

ANGLE ON:

ODO PROUDFOOT looks up as the Cart passes by, deeply

suspicious.

CUT TO:

EXT. HOBBITON -- DAY

CRANE UP:

As the cart rattles into the small village of Hobbiton...a

quaint rustic settlement, nestled amongst rolling green hills

and large trees.

(CONTINUED)

10.

CONTINUED:

The Hobbits live in Hobbit Holes: neat burrows dug into the

grassy hillside, with round doors and cute front gardens.

ANGLE ON:

Excited children, chasing after the cart.

CLOSE ON:

Gandalf ignOrcs the children's cries. The children stand

deflated, watching Gandalf disappear up the lane. At that

moment: spinning balls of bright color suddenly leap out of

the cart, fizzing over the heads of the delighted children.

ANGLE ON:

Gandalf smiling to himself, well pleased with his joke. ODO

PROUDFOOT is unable to suppress a chuckle. Frodo stands up in

the cart as Gandalf reigns in the horse.

FRODO

Gandalf... I'm glad you're back. Frodo

leaps expertly from the cart. Gandalf

smiles.

GANDALF

So am I, dear boy...so am I

CUT TO:

EXT. BAG END -- DAY

Wide on: GANDALF'S CART pulls up outside the gate to BAG

END...a particularly fine example of a Hobbit hole, with a

large round front door set into a grassy hillside. There is

a sign on the gate which reads: "NO ADMITTANCE EXCEPT ON

PARTY BUSINESS." Gandalf strides up to the garden path of Bag

End. He raises his staff and raps on the front door...a

voice calls out:

BILBO (O.S.)

No, thank you! We don't want any more

visitors, well wishers, or distant

relations.

GANDALF

And what about very old friends?

Suddenly the door opens and BILBO BAGGINS stands before him.

He is a HOBBIT OF INDERTIMINATE AGE, with a mischievous

Twinkle in his eye. Wearing a dashing brocade waist coat, he

looks every inch the eccentric gentleman.

(CONTINUED)

11.

CONTINUED:

BILBO

Gandalf?

GANDALF

Bilbo Baggins!

BILBO

My dear Gandalf!

Gandalf drops to his knee to embrace his old friend.

GANDALF

It's good to see you. One hundred and

eleven years old, who would believe it!

Gandalf looks at him more keenly.

GANDALF (CONT'D)

You haven't aged a day! Gandalf and Bilbo

laugh together and enter Bag End.

BILBO

Come on, come in! Welcome, welcome!!

CUT TO:

INT. BAG END LIVING ROOM -- DAY

Bilbo leads Gandalf into Bag End...cozy and cluttered with

souvenirs of Bilbo's travels. Gandalf has to stoop to avoid

hitting his head on the low ceiling. Bilbo hangs up Gandalf's

hat on a peg and trots off down the hall.

BILBO

(Calling)

Tea? Or maybe something stronger... I've

a few bottles of the Old Winyard left,

1296...a very good year, almost as old as

I am. It was laid down by my father. What

say we open one, eh?

Bilbo disappears into the kitchen as Gandalf looks

around..enjoying the familiarity of Bag End...he turns,

knocking his head on the light and then walking into the

wooden beam. He groans.

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

I was expecting you some time last week.

Not that it matters, you come and go as

you please, always have done, always

will.

(MORE)

(CONTINUED)

12.

CONTINUED:

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

You've caught me a bit unprepared, I'm

afraid...we've only got cold chicken, bit

of pickle, some cheese here...ooh, no,

that might be a little risky...

Gandalf stops in front of a framed map, charred in one

corner...it is Thorin's map of the Lonely Mountain, Gandalf

smiles to himself.

BILBO (CONT'D)

Er, we've got raspberry jam and apple

tart...got some custard somewhere. Not

much for Afters, I'm afraid. Oh

no...we're alright...I've just found some

sponge cake. Nice little snack. Hope

it's enough.

(comes into view)

I could do you some eggs if you like?

Bilbo jumps, a half eaten pork pie in his hand, as Gandalf

mysteriously appears behind him.

GANDALF

Just tea, thank you.

BILBO

Oh..right. You don't mind if...?

GANDALF

No, not at all. Go ahead. A sudden loud

knock on the front door.

MRS. SACKVILLE BAGGINS (O.S.)

Bilbo Baggins, you open this door..I know you're in there.

BILBO

I'm not home.

Gandalf watches, amused as Bilbo tries to hide.

BILBO (CONT'D)

I've got to get away from these

confounded relatives, hanging on the bell

all day, never giving me a moment's

peace. I want to see mountains

again...mountains, Gandalf... and then

find somewhere quiet where I can finish

my book...Oh, Tea!

GANDALF

So, you mean to go through with your

plan, then?

(CONTINUED)

13.

CONTINUED:

BILBO

Yes, yes...it's all inhand. All the

arrangements are made.

GANDALF

Frodo suspects something.

BILBO

'Course he does, he's a Baggins...not

some block headed Bracegirdle from

Hardbottle!

GANDALF

You will tell him, won't you?

BILBO

Yes, yes.

GANDALF

He's very fond of you.

BILBO

I know. He'd probably come with me if I

asked him. I think, in his heart,

Frodo's still in love with the Shire, the

woods and the fields... little rivers.

Bilbo stands gazing out of the kitchen

window.

BILBO (CONT'D)

I am old, Gandalf... Bilbo looks at

Gandalf sadly...

BILBO (CONT'D)

I know I don't look it, but I'm beginning

to feel it in my heart.

CLOSE ON:

Bilbo's fingers close around his waistcoat pocket...gripping

a small, unseen object.

BILBO (CONT'D)

I feel thin...sort of stretched, like

butter scraped over too much bread. I

need a holiday...a very long holiday and

I don't expect I shall return...in fact,

I mean not to.

CUT TO:

14.

INT. BAG END -- EVENING

Gandalf and Bilbo are sitting on the Bag End porch. Below

them, final preparations are being made on the Party field.

Bilbo strikes a match and lights his pipe.

BILBO

Old Toby, the finest weed in

Southfarthing!

Bilbo blows a perfect smoke ring and watches it rise into the

air. A tiny sailing ship with masts and sails glides through

the Center of Bilbo's smoke ring.

BILBO (CONT'D)

Ohhhh,

(smiles)

Gandalf my old friend...this will be a

night to remember!

CUT TO:

EXT. PARTY FIELD, HOBBITON -- NIGHT

BOOM! A FIREWORK explodes into the night sky high above

Hobbiton...in the shape of a great green tree with unfolding

branches. TILT DOWN: with glowing flowers as they rain down

from the branches...evaporating just above the up turned

faces of the delighted party-goers 144 Hobbits, feasting and

drinking Carts of beer and wine are scattered about, and the

tables are piled high with steaming scones and savories.

Gandalf hurries about, lighting fireworks with a blue spark

that dances magically from his staff... Bilbo is greeting

visitors. Frodo and SAM sit at a table drinking ale...Frodo

notices Sam's eyes keep flicking to another pretty Hobbit,

Rosie Cotton, sitting some distance away.

FRODO

Go on, Sam, ask Rosie for a dance.

SAM

(horrified)

I think I'll just have myself another

ale.

FRODO

Oh, no you don't. Go on.

Sam goes to drain his glass... suddenly it is snatched out of

his hands as Frodo thrusts him into the middle of a passing

throng of dancers.

15.

ANGLE ON: SAM'S HORRIFIED FACE

as he is Swept away. Frodo laughs and finishes Sam's beer.

ANGLE ON:

Gandalf as he sets alight a particularly spectacular firework

that draws gasps of admiration from the party guests.

Close on: Bilbo is relating stories of his adventure to a

group of young hobbit children.

BILBO

(melodramatic)

So, there I was...at the mercy of three

monstrous trolls...Have you ever heard of

a troll? Do you know what a Troll is?

Great big nasty twenty foot high smelly

things..and they're arguing...arguing

about how they were going to cook us!

ANGLE ON: A LITTLE HOBBIT GIRL'S

upturned face...her eyes growing larger and larger.

BILBO

Whether it be turned on a spit or minced

in a pie or whether they were going to

sit on us one by one and squash us into

jelly! But they spent so long arguing

the whether-to's and why-for's that the

sun's first light crept over the top of

the trees...and turned them all to stone!

STUNNED GASPS from his young Audience greet his astonishing

feat! Close on: MERRY AND PIPPIN, two mischievous Young

Hobbits in their late teens. Pippin scrambles on to the back

of Gandalf's wagon, snatching up a small firework

MERRY

(urgent whisper)

No, no..the big one...the big one! Pippin

grabs a huge rocket. CLOSE ON: FIREWORK

FUSE crackles with flame!

Merry is holding out the big rocket...he looks aghast at the

fizzing fuse that Pippin has just lit.

MERRY (CONT'D)

(worried whisper)

You're supposed to stick it in the

ground!

(CONTINUED)

16.

CONTINUED:

PIPPIN

It is in the ground.

Merry fearfully tosses the Rocket to Pippin! The fuse

sizzles angrily.

MERRY

Outside!

PIPPIN

It was your idea.

Pippin attempts to throw the fizzing rocket back to Merry.

WHOOSH! The two hobbits are suddenly blown off their feet in

a shower of sparks as the rocket blasts off with frightening

power. The ROCKET ZOOMS over the Party..It suddenly bursts

apart, forming the shape of a great red golden Dragon! Fire

gushes from its nostrils as it turns back and Flies low

towards the startled crowd. Close on: Frodo watches the

Fireworks Dragon with alarm...but Bilbo is oblivious to the

Panicking crowd and impending danger!

FRODO

Bilbo! Watch out for the dragon!!

BILBO

Dragon? Nonsense...hasn1t been a dragon

in these parts for a thousand years!

ANGLE ON: FRODO

As he hurriedly pulls Bilbo to the ground, just as the dragon

roars a few feet above their heads like a flaming express

train! Hobbits dive to the ground, tables overturn, tents

collapse, food flies everywhere. The fireworks dragon turns a

somersault and explodes over the hills with a deafening bang!

This gets the biggest Cheer of the night.

ANGLE ON: MERRY AND PIPPIN,

clothes and hair smoking.

MERRY

That was good!

PIPPIN

Let's get another one!

LARGE HANDS suddenly clamp down on Merry and Pippin's ears.

Low angle: Gandalf looking DOWN STERNLY!

(CONTINUED)

17.

CONTINUED:

GANDALF

Meridoc Brandybuck and Peregrin Took...I

might have known!

CUT TO:

MERRY AND PIPPIN

Are leaning over a barrel, washing dishes in soapy

water...with Gandalf sitting nearby, smoking his pipe and

sipping an ale. Cries of "SPEECH! SPEECH" erupt from the

party.

ANGLE ON:

Bilbo stepping on a stool...he bows in gratitude at the

applause.

FRODO

Speech!

BILBO

(clearing throat)

My dear Bagginses, and Boffins, tooks and

Brandybucks...Grubbs, Chubbs,

Hornblowers, Bolgers, Bracegirdles and

Proudfoots...

ANGLE ON: A HOBBIT WITH PARTICULARLY BIG FEET

ODO PROUDFOOT

Proudfeet!

BILBO

Today is my one hundred and eleventh

birthday. Yes, and alas...Eleventy- one

years is far too short a time to live

among such excellent and admirable

Hobbits! Tremendous outburst of approval!

BILBO (CONT'D)

I don't know half of you half as well as

I should like; and I like less than half

of you as well as well as you deserve.

SCATTERED CLAPPING as the guests try to work out if that was

a compliment or not. CLOSE ON: FRODO AND GANDALF smiling to

themselves. CLOSE ON: Bilbo...a strange hum seems to fill his

head. A bead of sweat rolls down his brow.

Bilbo's hand pulls something out of his waistcoat pocket and

holds it behind his back.

(CONTINUED)

18.

CONTINUED:

BILBO (CONT'D)

I have..things to do and I have put this

off for far too long... CLOSE ON: BILBO'S

knuckles turn white as he tightens his

grip on the small object behind his back.

BILBO (CONT'D)

I regret to announce, this is the end. I

am going now. I bid you all a very fond

farewell!! Bilbo looks across at Frodo,

hesitates... then...

BILBO (CONT'D)

(whisper)

Goodbye.

Bilbo instantly vanishes. The party explodes into an

uproar... the crowd leaps to its feet.

ANGLE ON: FRODO

staring at the empty stool in disbelief.

CUT TO:

EXT. BAG END -- NIGHT

The party is still in an excited uproar... some 50 yards away

as we pan across a moonlit lane to the front door of Bag End.

Door opens, pulled by an invisible hand.

INT. BAG END -- NIGHT

The door quietly closes...Bilbo materializes as he pulls a

plain gold ring off his finger. Bilbo laughs as he tosses the

ring in the air, then places it in his pocket.

ANGLE ON:

Bilbo emerges from the passage, carrying a walking stick. He

finds Gandalf looming over him.

GANDALF

I suppose you think that was terribly

clever?

BILBO

Come on, Gandalf! Did you see their

faces?

(CONTINUED)

19.

CONTINUED:

GANDALF

There are many magic rings in the world,

Bilbo Baggins, and none of them should be

used lightly.

BILBO

It was just a bit of fun. Oh, you're

probably right as usual.

GANDALF

You will keep an eye on Frodo, won't you?

BILBO

I'm leaving everything to him.

GANDALF

What about this ring of yours? Is that

staying too?

Close on: Bilbo...he gives Gandalf a look and nods toward the

mantelpiece.

BILBO

Yes, yes, it's in an envelope...over

there on the mantelpiece. Gandalf frowns

at the empty mantelpiece...Bilbo suddenly

feels his waistcoat with a look of guilty

surprise.

BILBO (CONT'D)

No, wait. It's here in my pocket. Isn't

that...isn't' that odd now? Yet, after

all, why not? Why shouldn't I keep it?

GANDALF

I think you should leave the Ring behind,

Bilbo. Is that so hard?

BILBO

Well, no...and yes. Now it comes to it,

I don't feel like parting with it. It's

mine. I found it. It came to me!

ANGLE ON: GANDALF LOOKS DOWN AT BILBO WITH RISING CONCERN.

GANDALF

There's no need to get angry.

BILBO

Well, if I'm angry, it's your fault! It's

mine. My own, my precious.

(CONTINUED)

20.

CONTINUED:

GANDALF

Precious? It's been called that before,

but not by you.

BILBO

So? What business is it of yours what I

do with my own things? Bilbo's voice,

shape and manner have suddenly changed.

GANDALF

I think you've had that ring quite long

enough.

BILBO

You want it for yourself!

Gandalf rises to his full height, his eyes flash, his shadow

suddenly seems to fill the room

GANDALF

Bilbo Baggins do not take me for some

conjurer of cheap tricks! Bilbo cowers

from Gandalf, disarmed by his power...a

frightened Hobbit. Gandalf's expression

softens.

GANDALF (CONT'D)

I am not trying to rob you. I am trying

to help you. Sobbing, Bilbo runs to

Gandalf and hugs him.

GANDALF (CONT'D)

All you long years we've been

friends...trust me as you once did. Let

it go!

BILBO

You're right, Gandalf...the ring must go

to Frodo.

Bilbo lifts his knapsack and heads for the front door.

BILBO (CONT'D)

It's late, the road is long... yes, it is

time.

GANDALF

Bilbo?

BILBO

Hmmm?

(CONTINUED)

21.

CONTINUED: (2)

GANDALF

The ring is still in your pocket.

Bilbo hesitates...reaches into his pocket.

BILBO

Oh, yes.

CLOSE ON: Bilbo pulls out the ring...he stares at it in his

palm. With all his will power, Bilbo allows the ring to

slowly slide off his palm and drop to the floor. CLOSE ON:

The tiny ring lands with a heavy thud on the wooden floor.

EXT. BAG END -- NIGHT

ANGLE ON:

Bilbo staggering out of Bag end...he braces himself in the

night air, Pale and Trembling, as if his loss of the ring has

weakened him. Gandalf steps up behind.

BILBO

I've thought up and ending for my

book..."And he lived happily ever after

to the end of his days."

GANDALF

I'm sure you will, my dear friend.

BILBO

Goodbye, Gandalf.

GANDALF

Goodbye Bilbo.

Bilbo walks away from Bag End, disappearing into the night,

softly singing: "The Road goes on and on."

GANDALF (CONT'D)

(softly)

Until our next meeting.

CUT TO:

INT. BAG END LIVING ROOM -- NIGHT

CLOSE ON: THE RING...Glinting on the floor...Gandalf circles

around it, a Puzzled look on his face. Gandalf slowly reaches

for the ring. His fingers barely touch the ring...the creepy

Hum rises on the soundtrack. Gandalf is sitting in front of

the fire, with his pipe...staring into the flickering flames.

(CONTINUED)

22.

CONTINUED:

BILBO (V.O.)

It's mine, my own, my precious.

GANDALF

(to himself)

Riddles in the dark.

FRODO (O.S.)

Bilbo! Bilbo!

Frodo rushes into Bag End...he stops and picks up the ring at

his feet. Gandalf continues staring into the fire, as if

locked in thought.

GANDALF

(to himself)

My precious...precious..

FRODO

(quietly)

He's gone, hasn't he? Frodo steps into

the living room.

FRODO (CONT'D)

He talked for so long about leaving...I

didn't think he'd really do it.

GANDALF

(mutters to himself)

...my own.

FRODO

Gandalf?

Gandalf turns...his eyes locking onto the ring in Frodo's

fingers.

GANDALF

Bilbo's ring.

Gandalf sorts hurriedly through Bilbo's papers...

GANDALF (CONT'D)

He's gone to stay with the Elves. He's

left you Bag End...

Gandalf holds out the envelope...Frodo drops the ring into

it.

GANDALF (CONT'D)

...along with all his possessions.

Gandolf seals the envelope with wax. He hands it to Frodo.

(CONTINUED)

23.

CONTINUED: (2)

GANDALF (CONT'D)

The ring is yours now. But it somewhere

out of sight. Gandalf rises hurriedly and

starts to gather his things.

FRODO

Where are you going?

GANDALF

I have some things I must see to.

FRODO

What things?

GANDALF

Questions. Questions that need

answering.

FRODO

You've only just arrived! I don't

understand...

Gandalf is already at the door, he turns to Frodo.

GANDALF

Neither do I. Keep it secret, keep it

safe.

Gandalf hurries out the door...leaving FRODO standing alone

in the Bag End.

ANGLE ON: THE ENVELOPE

The camera pushes in...the hum of the ring comes up on the

soundtrack. The camera pushes through the white paper to the

ring...beneath the hum the whispered murmur of BLACK SPEECH

can be heard.

CUT TO:

EXT. BARAD-DUR -- NIGHT

The jagged ruins of" BARAD-DUR. THE DARK TOWER! TEASING

IMAGES: THE HUGE DARK TOWER OF BARAD-DUR is being rebuilt!

Thousands of ORCS crawl over the surface, hauling stone and

iron up the towering heights.

WIDE ON: MOUNT DOOM...A HUGE, BILLOWING CLOUD OF BLACK FILTH

grows and spreads across the red streaked sky...casting a

shadowy pall over the nightmarish landscape.

(CONTINUED)

24.

CONTINUED:

GOLLUM (O.S.)

Baggins! Shire!!

CUT TO:

EXT. MINAS MORGUL -- NIGHT

NINE BLACK RIDERS burst out of Minas Morgul and charge toward

Camera.

EXT. THE WEST ROAD, GONDOR -- DAY

WIDE ON: A LONE HORSEMAN gallops to the crest of a hill on

the west road. The main highway south to Minas Tirith...he

looks toward the saw toothed mountains of Mordor...

...seeping out across the blood red sky, his face grave. He

spurs his horse on.

CUT TO:

INT. CITADEL, MINAS TIRITH -- NIGHT

ANGLE ON: GANDALF

making is way down into the lower depths of the Citidel.

CUT TO:

INT. CITADEL CHAMBER, MINAS TIRITH -- NIGHT

CLOSE ON: Pages flipping as Gandalf searches ancient scrolls

and books placed high on a wooden table. His eyes settle on

one old parchment. He murmurs hurriedly to himself, reading.

GANDALF

(reading)

The year 3434 of the Second Age...here

follows the account of Isildur, High King

of Gondor, and the finding of the ring of

power.

DISSOLVE TO:

CLOSE ON: ISILDUR, TRIUMPHANT, REACHES FOR THE ONE RING, HIS

EYES FIXATED ON IT.

GANDALF

(reading)

It has come to me...the ring of power!

(MORE)

(CONTINUED)

25.

CONTINUED:

GANDALF (CONT'D)

It shall be an heirloom of my

Kingdom...all those who follow in my

bloodline shall be bound to its fate, for

I will risk no hurt to the

GANDALF (CONT'D)

ring...it is precious to me, though I buy

it with great pain...

CLOSE ON: ELVISH LETTERING MARKS ON THE FADED OLD DOCUMENT

IN GANDALF'S HAND.

GANDALF

(reading)

The marking upon the band begin to

fade...the writing which at first was as

clear as red flame, has all but

disappeared...a secret now that only fire

can tell...

CUT TO:

EXT. HOBBIT FARMHOUSE -- EVENING

FARMER MAGGOT is chopping wood in his garden CLOSE ON:

SNORTING HORSE NOSTRILS...as the shadow of a black rider

looms over a Hobbit House. Terrified, FARMER MAGGOT cowers in

his doorway...FANG, his dog, Whimpers and backs away.

BLACK RIDER

(hissing)

Shire? Baggins?

FARMER MAGGOT

(terrified)

There's no Bagginses around here! They

are all up in Hobbiton...that way.

The BLACK RIDER GALLOPS AWAY AT SPEED

CUT TO:

INT. GREEN DRAGON INN -- NIGHT

ANGLE ON: ROSIE COTTON

bids the last of the Patron's "Goodnight"...Sam meets her

eyes for a moment as he and Frodo leave the inn.

26.

EXT. BAG END -- NIGHT

WIDE ON: FRODO FAREWELLS SAM outside Bag End, and heads

towards the front door. Creepy POV from inside Bag end: Frodo

coming up the path.

CUT TO:

INT. BAG END HALLWAY -- NIGHT

ANGLE ON:

FRODO enters Bag End...he immediately Pauses, sensing that

something is amiss. All is quiet...Frodo peers uneasily into

the darkened living room. SUDDENLY! A large figure looms out

of the shadows, reaching for Frodo. Frodo lets out a

startled cry, pulls himself free and spins around to face his

Assailant. Gandalf steps into a shaft of moonlight. Paranoia

blazes in his eyes. His clothes are dirty and ragged from

much traveling. Hair and beard much longer an unkempt.

GANDALF

(urgent whisper)

Is it secret? Is it safe?

CUT TO:

INT. BAG END LIVING ROOM -- NIGHT

Frodo pulls the envelope out of an old chest. Gandalf,

suspicious, Alert. Without a word, Gandalf takes the envelope

and tosses it into the fireplace!

FRODO

(bewildered)

What are you doing?

Flames instantly consume the envelope...revealing the ring,

as it sinks into the red hot embers. Gandalf reaches into the

fire with a pair of tongs...he lifts the ring out.

GANDALF

Hold out your hand, Frodo...it is quite

cool.

Gandalf drops the ring into Frodo's hand...he reacts to its

weight.

GANDALF (CONT'D)

What can you see? Can you see anything?

FRODO

Nothing...there's nothing. Wait...

(CONTINUED)

27.

CONTINUED:

CLOSE ON: The Gold Band of the ring as fiery letters begin to

appear...a tiny inscription glows red...as if burning from

within.

GANDALF

...these are markings.

CLOSE ON: GANDALF...STILL...TENSE

FRO DO

It's some form of Elvish...I can't read

it.

GANDALF

(ominous)

There are few who can...the language is

that of Mordor, which I will not utter

here.

Mordor?

FRODO

GANDALF

In the common tongue it says, "One ring to rule them all, One

ring to find them, One ring to bring them all, and in the

darkness bind them."

CUT TO:

INT. BAG END KITCHEN -- NIGHT

CLOSE ON: The ring lies on Frodo's simple kitchen table.

GANDALF

This is the one ring forged by the dark

lord, Sauron, in the fires of Mt

Doom...taken by Isildur from the hand of

Sauron himself.

CLOSE ON: FRODO...STUNNED

FRODO

(quiet realization)

Bilbo found it...in Gollom's cave.

GANDALF

For sixty years the ring lay quiet in

Bilbo's keeping, prolonging his life,

delaying old age...but no longer, Frodo.

Evil is stirring in Mordor. The ring has

awoken. It has heard its master's call.

(MORE)

(CONTINUED)

28.

CONTINUED:

GANDALF (CONT'D)

AT THAT MOMENT: A FLEETING, LOW WHISPER

of BLACK SPEECH

emanates from the Ring. Frodo looks at Gandalf, each knowing

the other has heard it.

FRODO

But he was destroyed...Sauron was

destroyed.

ANGLE ON: THE RING

lies between them on the table.

GANDALF

No, Frodo. The spirit of Sauron has

endured. His life force is bound to the

ring and the ring survived. Sauron has

returned. His Orcs have multiplied...his

fortress of Barad- dur is rebuilt in the

land of Mordor. Sauron needs only this

ring to cover all the lands in the second

darkness. He is seeking it, seeking it,

all his thought is bent on it. For the

ring yearns, above all else, to return to

the hand of its master: they are one, the

ring and the dark lord. Frodo, he must

never find out. SUDDENLY Frodo scoops up

the Ring.

FRODO

Alright!

CUT TO:

INT. BAG END LIVING ROOM -- NIGHT

ANGLE ON: FRODO

hurriedly entering the living room.

FRODO

(thinking fast)

We put it away, we keep it hidden! We

never speak of it again. No one know

it's here, do they? Gandalf shifts

uncomfortably.

FRODO (CONT'D)

Do they, Gandalf?

Gandalf looks at Frodo, sadly...

(CONTINUED)

29.

CONTINUED:

GANDALF

There is one other who knew that Bilbo

had the Ring. I looked everywhere for

the creature Gollum, but the enemy found

him first.

CUT TO:

INT. BARAD-DUR -- NIGHT

CLOSE ON: A teasing Glimpse of Gollum being tortured by the

Orcs. The wretched creature screams in pain.

GANDALF (V.O.)

I don't know how long they tortured

him...but amidst the endless screams and

inane babble, they discerned two words.

GOLLUM

(screaming)

S...Shire! Baggins!

CUT TO:

INT. BAG END LIVING ROOM -- NIGHT

CLOSE ON: FRODO'S HORRIFIED FACE!

FRODO

Shire! Baggins! That will lead them

here!

CUT TO:

EXT. SHIRE LANE, SOUTH FARTHING -- NIGHT

IMAGE: On a dark country lane, a Hobbit bounder lifts his

watch lantern in alarm.

HOBBIT BOUNDER

Halt! Who goes there?

Out of the darkness thunder two BLACK RIDERS...A LETHAL SWORD

swings down at the small Hobbit bounder.

CUT TO:

INT. BAG END LIVING ROOM -- NIGHT

FRODO thrusts the ring at Gandalf.

FRODO

Take it! Take it!

(CONTINUED)

30.

CONTINUED:

GANDALF

No, Frodo...

FRODO

You must take it.

GANDALF

You cannot offer me this ring.

FRODO

I'm giving it to you!

GANDALF

Don't tempt me, Frodo. I dare not take

it, not even to keep it safe.

CLOSE ON: THE RING IN FRODO'S HAND...

GANDALF

Understand, Frodo...I would use this Ring

from a desire to do good...but through

me, it would wield a power too great and

terrible to imagine.

FRODO

But it cannot stay in the Shire!

GANDALF

No, no it can't.

CLOSE ON: THE RING IN FRODO'S CLENCHED HAND.

FRODO

What must I do?

CUT TO:

INT. FRODO'S BEDROOM -- NIGHT

ANGLE ON: FRODO

throwing clothes into a knapsack...Gandalf watches him,

making plans...

GANDALF

You must leave, and leave quickly. Get

out of the Shire.

FRODO

Where? Where shall I go?

GANDALF

Make for the village of Bree.

(CONTINUED)

31.

CONTINUED:

FRODO

Bree? What about you?

GANDALF

I will, be waiting for you at the Inn of

the Prancing Pony. Frodo packs his food

into his knapsack.

FRODO

And the ring will be safe there?

GANDALF

I don't know, Frodo. I don't have any

answers. I must see the Head of my

Order. He is both wise and powerful.

Trust me, Frodo. He'll know what to go.

CUT TO:

INT. BAG END LIVING ROOM -- NIGHT

Frodo is preparing to leave.

GANDALF

You'll have to leave the name of Baggins

behind you...for that name is not safe

outside the Shire. GANDALF helps FRODO

into his coat.

GANDALF (CONT'D)

Travel only by day and stay off the road.

FRODO

(thinking)

I can cut across country easily enough.

Gandalf looks at the young Hobbit, moved by his courage.

GANDALF

My dear Frodo, Hobbits really are amazing

creatures. You can learn all that there

is to know about their ways in a month,

and yet, after a hundred years, they can

still surprise you.

SUDDENLY! A SOUND from outside.

GANDALF (CONT'D)

Get down!

GANDALF FREEZES... he moves quietly towards the window, eyes

wide with tension. He raises his staff above the window, and

slams it down on the intruder. THERE IS A YELP OF PAIN!

(CONTINUED)

32.

CONTINUED:

Gandalf hauls a small figure into the room...SAM GAMGEE

sprawls across the floor! He looks up in terror as Gandalf

looms over him.

GANDALF (CONT'D)

(angry)

Confound it all! Samwise Gamgee, have

you been eavesdropping?

SAM

I ain't been dropping no eaves, sir!

Honest. I was just cutting the grass

under the window there, if you follow

me...

GANDALF

It's a little late for trimming the

hedges, don't you think?

SAM

I heard raised voices...

GANDALF

What did you hear? Speak!

SAM

(panicked)

Nothing important...that is, I heard a

good deal about a ring...and a Dark Lord.

And something about the end of the world,

but...Please, Mr. Gandalf, sir, don't

hurt me! Don't turn me into anything

unnatural!

GANDALF

No?

FRODO SMILES

GANDALF

Perhaps not. I've thought of a better

use for you.

CUT TO:

EXT. HOBBITON FIELDS -- PRE DAWN

Wide on: HOBBITON...shrouded in a white veil of MIST. WIDER:

To reveal Gandalf, Frodo and Sam hurrying across a ploughed

field, away from Hobbiton! Gandalf leads his Horse...Frodo

and Sam are carrying knapsacks.

(CONTINUED)

33.

CONTINUED:

GANDALF (V.O.)

Come along, Samwise...keep up...

CUT TO:

EXT. HOBBITON WOODS -- DAY

Gandalf leads Frodo and Sam under the cover of Woods.

GANDALF (V.O.)

Be careful, both of you. The Enemy has

many spies in his service, many ways of

hearing...birds, beasts...

Gandalf takes Frodo to one side...

GANDALF (CONT'D)

(low voice)

Is it safe?

FRODO NODS...he pats his pocket.

GANDALF (CONT'D)

Never put it on, for then the agents of

the Dark Lord will be drawn to its

power...Always remember, Frodo, the ring

is trying to get back to its master...it

wants to be found. Gandalf wheels his

horse and gallops away.

CUT TO:

EXT. GREEN HILL COUNTRY -- DAY

MONTAGE: FRODO AND SAM hiking over the gentle Shire

Countryside...wading through a shallow stream...heating a

kettle over a small fire...clambering over stone walls.

CUT TO:

EXT. GREEN HILL COUNTRY -- AFTERNOON

Sam stops short...taking stock of his surroundings. Sam

looks back from where they came.

SAM

This is it.

FRODO

This is what?

(CONTINUED)

34.

CONTINUED:

SAM

If I take one more step it'll be the

farthest away from home I've ever been.

FRODO gives Sam a pat on the shoulder.

FRODO

Come on, Sam.

Sam takes a deep breath and steps forward. CLOSE ON: SAM'S

brown, furry foot hits the ground.

FRODO IS SMILING.

FRODO

Remember what Bilbo used to say...it's a

dangerous business...

Frodo and Sam continue their journey.

BILBO (V.O.)

... it's a dangerous business, Frodo,

going out your door...you step onto the

road, and if you don't keep your feet,

there's not knowing where you might be

swept off to.

CUT TO:

EXT. ISENGARD VALLEY -- DAY

Gandalf is galloping along the outskirts of the ancient

forest of Fangorn. Nestled in a basin at the foot of the

distant Misty Mountains, the tall black tower of Orthanc is

clearly visible

EXT. ISENGARD VALLEY -- DAY

Gandalf gallops through the gate, into the fortress of

ISENGARD...a great ring-wall of stone, a mile from rim to

rim, encloses beautiful trees and gardens, watered by streams

that flow down from the mountains.

SARUMAN (V.O.)

Smoke rises once more from the mountain

of doom...the shadow takes shape in the

darkness of Mordor; the hour grows

late...and Gandalf the Grey rides to

Isengard seeking my counsel...

The strange tower of Orthanc...hewn from a solid pillar of

black obsidian...rises up in the center of the Isengard

Circle. Gandalf arrives at the foot of the Orthanc Stairs.

35.

ANGLE ON: SARUMAN, THE WHITE WIZARD

he sweeps down the Orthanc stairs.

SARUMAN

For that is why you have come, is it not,

my old friend?

Gandalf moves quickly towards him, grimy and weary from his

long ride.

GANDALF

Saruman!

CUT TO:

EXT. ISENGARD GARDENS -- DAY

Gandalf and Saruman walk slowly between the beautiful trees

of Isengard, Saruman's clean, white robe contrasts with

Gandalf's dusty grey robes.

SARUMAN

Are you sure of this?

GANDALF

Beyond any doubt.

SARUMAN

So the ring of power has been found?

GANDALF

All these long years it was in the Shire,

under my very nose.

SARUMAN

And yet you did not have the wit to see

it! Your love of the Halfling's leaf has

clearly slowed your mind.

GANDALF

We still have time...time enough to

counter Sauron...if we act quickly.

SARUMAN

Time? What time do you think we have?

CUT TO:

INT. ORTHANC ANTE-CHAMBER -- DAY

Saruman and Gandalf are seated in a small, cluttered room to

the side of the cavernous central chamber.

(CONTINUED)

36.

CONTINUED:

SARUMAN

Sauron has regained much of his former

strength. He cannot yet take physical

form...but his spirit has lost none of

its potency. Concealed within his

fortress, the lord of Mordor sees all.

His gaze pierces cloud, shadow, earth,

and flesh. You know of what I speak,

Gandalf...a great Eye, lidless, wreathed

in flame.

GANDALF

(softly)

The eye of Sauron.

SARUMAN

He is gathering all evil to him.

SARUMAN (CONT'D)

Very soon he will have summoned an army

great enough to launch an assault upon

Middle earth.

GANDALF

You know this? How?

SARUMAN

I have seen it.

Gandalf and Saruman stride through Orthanc toward a stone

plinth on which a sphere like shape is draped with a cloth...

GANDALF

A palantir is a dangerous tool, Saruman.

Saruman lifts the cloth to reveal the Palantir.

SARUMAN

Why? Why should we fear to use it?

GANDALF

They are not all accounted for, the lost

seeing-stones...we do not know who else

may be watching. Gandalf throws the cloth

back over the Palantir.

FLASH IMAGE: A FIERY EYE!

Saruman sits upon his throne.

(CONTINUED)

37.

CONTINUED:

SARUMAN

The hour is later than you think.

Sauron's forces are already moving...the

Nine have left Minas Morgul.

GANDALF

(shocked)

The nine!

SARUMAN

They crossed the river Isen in

Midsummer's eve, disguised as riders in

black.

GANDALF

(alarmed)

They have reached the Shire? Saruman

shrugs...

SARUMAN

They will find the ring...and kill the

one who carries it.

Gandalf backs away and turns to run to the door...horrified

as the doors suddenly slam shut.

SARUMAN (CONT'D)

You did not seriously think a Hobbit

could contend with the will of Sauron?

There are none who can.

Gandalf slowly turns to Saruman...a look of dawning horror.

SARUMAN (CONT'D)

Against the power of Mordor, there can be

no victory. We must join with him,

Gandalf. We must join with Sauron. It

would be wise, my friend.

GANDALF

(deadly)

Tell me, friend, when did Saruman the

wise abandon reason for madness?

At that moment: Gandalf is suddenly blasted across the room!

He slams against the wall...pinned there by some unseen

force. With sudden effort, Gandalf wrenches himself off the

wall and swings his staff on Saruman...blasting him off his

feet! Gandalf and Saruman battle, powerful blasts throwing

them across the room. SARUMAN SCREAMS, EYES BLAZING!

Gandalf's staff is suddenly wrenched from his grasp...it

flies across the chamber into Saruman's hand! Gandalf is

flung to the floor.

(CONTINUED)

38.

CONTINUED: (2)

SARUMAN

I gave you the chance of aiding me

willingly, but you have elected the way

of pain.

Gandalf is breathing hard on the floor, his eyes look into

the madness of Saruman... Commanding two staffs, Saruman

sends Gandalf into a sickening spin. Gandalf tumbles towards

the top of the chamber...as if falling in reverse. Rushing

POV: the roof of Orthanc rockets toward camera.

CUT TO:

EXT. FARMER'S FIELDS -- DAY

Wide on: Frodo and Sam walking along a country lane which

borders Farmer Maggot's Fields. Sam is looking up...Frodo has

disappeared around a corner in the lane.

SAM

(panicked)

Mr. Frodo. Mr. Frodo! Frodo turns,

surprised as Sam comes running towards

him.

SAM (CONT'D)

(worried)

I thought I lost you. Frodo looks at Sam

suspiciously. Sam glances down,

embarrassed.

FRODO

(teasing)

What are you talking about?

SAM

(mumbling)

It's just something Gandalf said...

FRODO

What did he say?

SAM

He said..."Don't you leave him, Samwise

Gamgee."

(looks at Frodo intently)

And I don't mean to.

FRODO

(laughing)

Sam...we're still in the Shire...what

could possibly happen?

(CONTINUED)

39.

CONTINUED:

SUDDENLY! A figure comes crashing out of a hedgerow sending

Frodo flying. Frodo picks himself up, only to be knocked back

down again by Pippin.

PIPPIN

Frodo! Merry, it's Frodo Baggins.

MERRY

Hello Frodo

Merry, Pippin, and Frodo picking themselves up... a variety

of vegetables have scattered everywhere.

SAM

What's the meaning of this!

MERRY

Sam, hold this...

Merry gives Sam a large cabbage.

SAM

(accusing)

You've been into Farmer Maggot's crop!

A large pitchfork can be seen racing towards them along the

Hedgerow...angry shouts from Farmer Maggot.

FARMER MAGGOT (O.S.)

Who's that in my field! Get out of it!

Get out of my field, you young varmits!

I'll show you...get out of my corn.

Merry and Pippin hurriedly gather their booty and race

away...with Frodo and Sam on their heels.

MERRY

(looking behind him)

I don't know why he's so upset, it's only

a couple of carrots.

PIPPIN

And some cabbages...and those three bags

of potatoes that we lifted last week.

And then the mushrooms the week before.

MERRY

Yes, Pippin, my point is, he's clearly

over reacting.

The BAYING OF LARGE DOGS sounds!

(CONTINUED)

40.

CONTINUED: (2)

PIPPIN

Run!

CUT TO:

EXT. WOODED ROAD -- DAY

Frodo, Sam, and Merry and Pippin tumble head over heels down

a bank, onto a dark, wooded road. CLOSE ON: A winded Pippin,

his face inches away from a large pile of Horse droppings...

PIPPIN

That was close.

Frodo picks himself up and looks around quickly.

MERRY

(groaning)

Ow...I think I've broken something.

Pulls a LARGE CARROT, almost broken through in the middle,

out from his back pocket.

MERRY (CONT'D)

Oh.

SAM

(turning on Merry and Pippin)

Trust a Brandybuck and a Took.

MERRY

What? That was just a detour...a

shortcut.

SAM

A shortcut to what?

Pippin has spied something under the trees on the far side of

the road.

PIPPIN

(excited)

Mushrooms!

CLOSE ON: SMALL, brown mushrooms growing amongst the Loamy

undergrowth. Sam, Merry, and Pippin race toward the

mushrooms! Frodo is tense and watchful. He realizes they are

on a wooded road. Scattered leaves rise into the air Whirling

down the road as if blown by an invisible wind...

41.

SUDDENLY... THE SOUND OF HORSES HOOVES...

FRODO

I think we should get off the road.

A long drawn WAIL comes down the wind, like the cry of some

evil and lonely creature.

FRODO (CONT'D)

(more urgency)

Get off the road!

Sam grabs Merry and Pippin as the Hobbits quickly scramble

down the bank, hiding under a mossy log. THE SOUND OF HOOVES

is close... A sinister MOUNTED RINGWRATH steps into

view...hooded and faceless, mounted on a huge snarling black

horse with insane eyes ! Frodo freezes in terror. The

RINGWRAITH pauses right beside their hiding place...he sits

very still with his head bowed, listening. From inside the

hood comes a sniffing noise as if he is trying to catch an

elusive scent; his head turning from side to side.

CLOSE ON: FRODO

Beads of sweat gather on his brow. The ringwraith suddenly

slides off his horse, leaning over the mossy log, peering

suspiciously into the woods.

CLOSE ON: FRODO

He is drawing the ring out of his pocket, with trembling

hands...his face fevered and sweating as if in the grip of

some terrible INTERNAL STRUGGLE. The SOUND OF SNIFFING

intensifies as the ringwraith darts his head from side to

side like a bird of party.

CLOSE ON: FRODO SQUEEZING HIS EYES SHUT...

QUICK PSYCHIC BLASTS! AND EVIL DARK TOWER...A GREAT EYE...A

BURST OF FLAME.

ANGLE ON: SAM LOOKING AT FRODO WITH CONCERN

SAM

Frodo?

Merry desperately hurls the mushrooms across the road...the

ringwraith spins around at the sound, and darts to the far

side of the road with frightening speed. Frodo instantly

slumps...as if a PSYCHIC LINK had been broken

(CONTINUED)

42.

CONTINUED:

MERRY

What was that?

Frodo is staring, a look of shock on his face at the ring

lying in the palm of his hand.

EXT. FERRY LANE -- NIGHT

Frodo, Sam, Merry, and Pippin hurry through the

trees...slipping and sliding on the muddy ground.

SAM

Anything?

FRODO

Nothing.

PIPPIN

What is going on?

Merry moves past pippin, toward Frodo, watching

intently...Sam keeps looking around nervously.

MERRY

The Black rider was looking for

something...or someone...Frodo?

SAM

Get down!

The SILHOUETTE OF A BLACK RIDER looms against the skyline.

The Four Hobbits... sprawled on the ground, holding their

breath. The BLACK RIDER turns and departs.

FRODO

I have to leave the Shire...Sam and I

must get to Bree.

Merry looks at his friend...realizing Frodo is in deep

trouble.

MERRY

Right...Buckleberry Ferry...follow me !

The Hobbits break cover. SUDDENLY, A RINGWRAITH bursts out of

the forest TOWARD THEM!

MERRY (CONT'D)

There's another one!! Frodo, this way! !

The Hobbits run THE RINGWRAITH SHRIEKS!

QUICK CUTS:

(CONTINUED)

43.

CONTINUED:

Black horse hooves... snarling horse mouths...a fleeting

black cowl.

MERRY (CONT'D)

Frodo, follow me!

CUT TO:

EXT. BUCKLEBERRY FERRY -- NIGHT

FRODO, SAM, MERRY AND PIPPIN, are running towards the wide,

placid Brandywine river...and the FERRY.

MERRY

Get the ropes, Sam.

QUICK ANGLES: STOMPING HOOVES...SNARLING HORSES...

Four RINGWRAITHS are speeding through the Fog...converging on

the FERRY CROSSING. The HOBBITS stampede across the Wharf and

Tumble onto the Ferry.

SAM

(screaming)

Frodo!

Frodo races across the Wooden Wharf, followed by the

ringwraiths. He leaps into the Ferry.

CLOSE ON: HOOVES THUNDER DOWN THE WOODEN WHARF!

Sam and Merry shove off with the poles...the ferry slides out

into the river, just as the ringwraiths arrive. They pull up

on the end of the wharf... shrieking with rage! The Hobbits

cover their ears. The Ringwraiths wheel their horses towards

the north and Gallop away along the river bank, quickly

disappearing into the fog.

FRODO

How far to the nearest crossing?

MERRY

The brandwine bridge...twenty miles.

CUT TO:

EXT. BREE GATE -- NIGHT

ANGLE ON:

Lights of Bree...a small village of stone and half timbered

houses nestled against a low wooded hill.

(CONTINUED)

44.

CONTINUED:

A thick hedge surrounds the village...a great gate bars the

western entrance.

CLOSE ON:

FRODO, SAM, MERRY AND PIPPIN approaching the gatehouse...wild

eyes, ragged, and out of breath.

FRODO

Come on.

A SURLY GATEKEEPER glances down at them.

GATEKEEPER

What do you want?

FRODO

We're headed for the prancing pony.

The gatekeeper swings his lantern onto the hobbits, bathing

them in an uncomfortable yellow spotlight.

GATEKEEPER

Hobbits! Four Hobbits, and what's more,

out of the Shire by your talk. What

business brings you to Bree?

FRODO

We wish to stay at the inn...our business

is our own. To Frodo's relief, the

Gatekeeper unlocks the gate.

GATEKEEPER

All right, young sir, I meant no offense.

The Hobbits gratefully enter Bree...the gatekeeper eyeing

them curiously in the lantern light.

GATEKEEPER (CONT'D)

It's my job to ask questions after

nightfall. There's talk of strange fold

abroad...can't be too careful.

CUT TO:

EXT. BREE STREETS -- NIGHT

The tall BREE FOLK loom over the nervous little hobbits as

Frodo, Sam, Merry and Pippin make their way through the

Narrow Streets. Tall buildings tower above them...lights

glow dimly from behind thick curtains.

(CONTINUED)

45.

CONTINUED:

Close on: The sign of the "PRANCING PONY INN"...Frodo, Sam,

Merry, and Pippin hurry toward it.

CUT TO:

INT. "PRANCING PONY" RECEPTION -- NIGHT

Frodo, Sam, Merry and Pippin come rushing in. Frodo attracts

the INN KEEPERS'S attention.

FRODO

Excuse me.

BUTTERBUR

Good evening, little masters. If you're

seeking accommodation, we've got some

nice, cozy Hobbit sized rooms available,

Mr...ah...

FRODO

Underhill...my name's Underbill.

BUTTERBUR

Underhill? Hmmmm.

FRODO

We're friends of Gandalf the Grey...can

you tell him we've arrived? BUTTERBUR

frowns...

BUTTERBUR

(Puzzled)

Gandalf...Gandalf...Oh...

(recognition)

Oh yes! I remember...elderly chap...big

grey beard...pointy hat? Frodo nods with

relief...Butterbur shakes his head.

BUTTERBUR (CONT'D)

Not seen him for six months. Frodo is

shocked.

SAM

(worried whisper)

What do we do now?

INT. PRANCING PONY INN -- NIGHT

Wide on: the noise, smokey Inn. It is dimly lit, cheifly

from a blazing log fire...and crowded with a mixture of BIG

FOLK, LOCAL HOBBITS, and a couple of dwarfs. Frodo, Sam,

Merry and Pippin are sitting at a table against the wall...

clearly trying to remain Quiet and inconspicuous... Sam can't

help himself...he keeps casting nervous glances around.

(CONTINUED)

46.

CONTINUED:

FRODO

Sam, he'll be here. He'll come.

Merry ploinks himself down at a table, carrying a very large

mug of beer.

PIPPIN

What's that?

MERRY

This, my friend, is a pint.

PIPPIN

It comes in pints? I'm getting one!

Sam watches Pippin rise unsteadily to his feet and head to

the bar.

SAM

You've had a whole half already. Merry

watches Pippin go.

A COUPLE OF SWARTHY MEN leaning against the bar glance at

Frodo, then quickly look away.

SAM (CONT'D)

(tense)

That fellow's done nothing but stare at

you since we've arrived.

Sam indicates a BROODING STRANGER who sits alone at a table

in the far corner, smoking a curiously carved long stemmed

pipe, peering from beneath a travel stained cowl with

gleaming eyes. Frodo gestures to Butterbur...

FRODO

Excuse me, that man in the corner, who is

he?

BUTTERBUR

He's one of them Rangers; they're

dangerous folk they are, wandering the

wilds. What his right name is, I never

heard, but round here he's known as

Strider.

FRODO

(to himself)

Strider.

BENEATH TABLE: FRODO'S fingers are nervously TOYING WITH THE

RING.

47.

CLOSE ON: FRODO

Sweat runs down his brow. The Strange hum of the Ring spills

into the Soundtrack.

"Baggins...Baggins..." a creepy whisper seems to fill Frodo's

head...sound that dissolves into Pippin's loud voice:

PIPPIN

Baggins? Sure, I know a Baggins...he's

over there...

ANGLE ON: PIPPIN

sitting at the bar, chatting with Locals. Frodo leaps to his

feet and pushes his way towards the bar.

PIPPIN

(loudly)

Frodo Baggins. He's my second cousin

once removed, on his mother's side and my

third cousin twice removed on his

father's side...if you follow me.

Frodo grabs Pippin's sleeve, spilling his beer.

FRODO

Pippin!

PIPPIN

Steady on, Frodo!

Pippin pushes Frodo away...he stumbles backwards, and falls

to the floor. At that instant, the Inn goes silent and all

the attention turns to Frodo...

CLOSE ON:

The ring...in agonizing Slow motion we watch as it seems to

hang in the air for a split second...then crashes down onto

his out stretched finger. FRODO VANISHES! There is a sharp

intake of breath...followed by total silence.

CUT TO:

EXT. BREE COUNTRYSIDE -- NIGHT

The RINGWRAITHS turn sharply in their saddles...Instantly

aware that the ring is being worn. They spur their horses

towards the distant lights of Bree.

48.

INT. "PRANCING PONY" INN -- NIGHT

Sam looks sick; Pippin instantly sobers, realizing his folly;

the brooding stranger frowns...and the inn erupts into

excited babble.

IN THE TWILIGHT WORLD:

ANGLE ON:

FRODO: as he finds himself in the TWILIGHT WORLD of the ring:

THE EXCITED CROWD ARE suddenly moving in slow

motion...distorted voices...a weird photographic negative

quality. FRODO is moving in real time; against the slow

motion background. He suddenly clutches his head as he is

hit with quick images...of a GREAT EYE! AN EVIL CAT-LIKE

EYE, wreathed in flames.

VOICE OF SAURON

There is no life here in the void...only cold...only death...

FRODO is terrified! He rolls under a table, desperately

pulling the ring from his finger. FRODO MATERIALIZES into the

real world. AT THAT MOMENT: A LARGE HAND reaches under the

table and Grabs Frodo by the collar, and DRAGS HIM AWAY!

CUT TO:

INT. PRANCING PONY--CORRIDOR -- NIGHT

Frodo is roughly pushed against the wall. The Brooding

stranger looms over him.

STRIDER

You draw far too much attention to

yourself...Mr. Underhill

CUT TO:

INT. HOBBIT'S ROOM, PRANCING PONY -- NIGHT

Frodo is pushed into the Hobbit's room by Strider.

FRODO

What do you want?

STRIDER

A little more caution from you...that is

no trinket you carry.

FRODO

I carry nothing.

(CONTINUED)

49.

CONTINUED:

STRIDER

Indeed? I can usually avoid being seen

if I wish, but to disappear entirely...

that is a rare gift.

FRODO

Who are you?

STRIDER

Are you frightened?

FRODO

Yes.

STRIDER

Not nearly frightened enough. I know

what hunts you. Frodo jumps at the sound

of a noise in the corridor. Strider

deftly draws his sword.

The door bursts open and Sam, Merry and Pippin appear on the

doorway. Sam is Squaring off with is fists, Merry brandishes

a candlestick, and Pippin a chair.

SAM

(angry)

Let him go or I'll have you, Longshanks!

STRIDER SHEATHS his sword, a slight smile playing on his

lips.

STRIDER

You have a stout heart, little Hobbit,

but that alone won't save you...You can

no longer wait for the Wizard, Frodo.

They're coming.

CUT TO:

EXT. GATEHOUSE, BREE -- NIGHT

The gate keeper comes out of his Lodgings with a lantern...a

look of fear on his face. He approaches the closed gate with

great apprehension. CLOSE ON: The Gatekeeper peers out of his

Peephole.

CRASH!!

The gate crashed down on the gatekeeper...as four RINGWRAITHS

ride into Bree!

50.

EXT. BREE STREETS -- NIGHT

The four RINGWRAITHS fly done the empty streets, like

horsemen of the apocalypse.

INT. PRANCING PONY INN -- NIGHT

LOW ANGLE: the front door FLIES OPEN. The FOUR RINGWRAITHS

rush into the PRANCING PONY with WICKED SWORDS DRAWN. CLOSE

ON: BUTTERBUR hiding behind his bar... trembling and sweating

in TERROR.

INT. HOBBIT'S ROOM, PRANCING PONY -- NIGHT

INSERT: MERRY SNORING SOFTLY ON HIS PILLOW.

INSERT: PIPPIN stirs slightly, then settles back to sleep.

WIDE ON: the door creaks open...THE FOUR RINGWRAITHS silently

slide into the Hobbit's room. The LOOM above each bed,

raising their SHINING SWORDS ABOVE THE SLEEPING HOBBITS.

QUICK INSERT: Sam's eyes open wide. In unison, the RINGWRAITS

STAB THE HOBBITS, in a Slashing, hacking frenzy.

INT. STRIDER'S ROOM -- NIGHT

Strider is grimly listening to the sounds from his room.

INT. HOBBIT'S ROOM, PRANCING PONY -- NIGHT

Wide on: the RINGWRAITHS step back from the slashed beds in

triumph. CLOSE ON: a hacked blanket is pulled back to reveal

nothing but a shredded pillow. The RINGWRAITHS SHRIEK WITH

RAGE!! INSERTS: Sam sits up with a start! Close on: Another

shredded pillow is revealed! More Shrieks of rage. INSERT:

PIPPIN AND MERRY wake with a start.

CUT TO:

INT. STRIDER'S ROOM -- NIGHT

WIDE ON: Sam, Merry, and Pippin have been sleeping on

Strider's bed. Frodo stands next to Strider by the window,

peering out nervously as furious Ringwraith screeches echo

across the courtyard from the Hobbits room.

FRODO

Where are they?

STRIDER

They were once men. Strider glances

quickly at Frodo, then looks away...

(CONTINUED)

51.

CONTINUED:

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

(quietly)

Great Kings of men. Then Sauron the

deceiver gave to them Nine Rings of

Power. Blinded by their greed they took

them without question, one by one falling

into darkness and now they are slaves to

his will.

Strider looks from the window as the Ringwraiths gallop down

the Bree Streets. CLOSE ON: Strider turns back to the

Hobbits, his face lit faintly by the Glowing Embers of the

Fire.

STRIDER (CONT'D)

They are the Nazgul, Ringwraiths, neither

living or dead. At all times they feel

the presence of the ring...drawn to the

power of the one..they will never stop

hunting you.

CUT TO:

EXT. CHETWOOD FOREST -- DAY

ANGLE ON:

STRIDER, MERRY, PIPPIN, AND FRODO march through a gloomy,

overgrown forest. Sam follows at the read leading "Bill", a

scrawny pony, who is laden with supplies.

FRODO

Where are you taking us?

STRIDER

Into the wild.

Frodo watches uneasily as Strider moves off into the cover of

the trees...

MERRY

(whispered aside)

How do, we know this Strider is a friend

of Gandalf?

FRODO

We have no choice but to trust him.

STRIDER

But where is he leading us?

ANGLE ON:

(CONTINUED)

52.

CONTINUED:

Strider stops, casts a glance back at Sam.

STRIDER (CONT'D)

To Rivendell, Master Gamgee...to the

house of Elrond.

SAM looks excited.

SAM

Did you hear that, Bill? Rivendell!

We're going to see the Elves!

Strider leads the Hobbits through the gloom of the forest.

CUT TO:

EXT. MIDGEWATER MOORS -- DAY

Aerial on: Strider leading Frodo, Sam, Merry, and Pippin

across the windswept moors. The hobbits suddenly stop and

unstrap their knapsacks.

STRIDER

Gentlemen, we do not stop until

nightfall.

PIPPIN

What about breakfast?

STRIDER

You've already had it.

PIPPIN

We've had one, yes...but what about

Second Breakfast?

Strider stares at Pippin blankly, then turns away, shaking

his head.

MERRY

I don't think he knows about second

breakfast, Pip.

PIPPIN

What about Elvenses, Luncheon, Afternoon

Tea, dinner...he knows about them,

doesn't he?

MERRY

I wouldn't count on it.

An apple is thrown to Merry, who deftly catches it. Another,

aimed at Pippin, catches him on the forehead.

(CONTINUED)

53.

CONTINUED:

MERRY (CONT'D)

(exasperated)

Pippin!

The hobbits trudge through rain, looking tired, hungry, and

miserable.

CUT TO:

INT. ORTHANC ANTE-CHAMBER -- NIGHT

Saruman stands over the Palantir, his hands cupping the

massive eye.

SARUMAN

(whisper)

The power of Isengard is at your command,

Sauron, Lord of the Earth.

ON THE SOUNDTRACK: BLACK SPEECH FILLS THE ROOM...ADMIST THE

HARSH, GUTTURAL WORDS THE VOICE OF SARUMAN EMERGES.

SARUMAN

Build me an army worth of Mordor.

INT. ORTHANC ANTE-CHAMBER -- NIGHT

Saruman is seated as his ORC OVERSEER approaches.

ORC OVERSEER

What orders from Mordor, my Lord. What

does the eye command?

SARUMAN

We have work to do.

CUT TO:

INT. ISENGARD -- NIGHT

CLOSE ON: GANDALF...lying unconscious on a cold obsidian

floor. He wakes to the sound of ripping and tearing...rising

onto his knees...lifting his head... Gandalf stands as the

camera pulls back to reveal him stranded on the summit of

Orthanc. He is marooned on the tiny, flat peak, surrounded

on all sides by a sheer 500 FOOT DROP. Another whispering

wail rends the air. Gandalf crosses quickly to the edge and

peers down: POV: One of the beautiful Isengard trees is being

ripped from the ground by the ORCS. Gandalf looks on in

Horror as ORCS hack into the trunk with axes.

ANGLE ON:

(CONTINUED)

54.

CONTINUED:

SARUMAN stands in Rain looking out into the dark night...the

ORC overseer sidles up to him, axe in hand, sweating with

exertion.

ORC OVERSEER

The trees are strong, my Lord. Their

roots go deep.

SARUMAN

Rip them all down.

CAMERA CIRCLES SUMMIT: MORE AND MORE TREES are hauled down

and killed...as Gandalf looks on in helpless despair.

DISSOLVE TO:

EXT. WEATHERHILLS -- DAY

Wide on: The rugged countryside as the hobbits journey on,

lead by Strider. Strider stops before a distant hill, topped

by an Ancient Ruin.

SARUMAN

This was once the great Watchtower of

Amon Sul. We shall rest here tonight.

CUT TO:

EXT. WEATHERTOP HOLLOW -- DUSK

ANGLE ON:

FRODO, MERRY, AND PIPPIN collapse into a small hollow,

halfway up Weathertop...they are muddy and exhausted. Stider

drops 4 small swords at the Hobbits feet.

SARUMAN

There are for you. Keep them close. I'm

going to have a look around. Stay here.

CUT TO:

EXT. WEATHERTOP HOLLOW -- NIGHT

Close on: Frodo...eyes flickering open. He suddenly sits up,

sniffing the air. Sam, Merry, and Pippin huddled over a small

fire... Sausages and bacon sizzle in a hot frying pan.

FRODO

What are you doing?

MERRY

Tomatoes, sausages, and crispy bacon.

(CONTINUED)

55.

CONTINUED:

SAM

We saved some for you, Mr. Frodo.

FRODO

Put it out, you fools! Put it out! Frodo

desperately kicks dirt on the fire!

PIPPIN

Oh, that's nice...ash on my tomatoes!

A SUDDEN SHREIK!

ANGLE ON:

FIVE RINGWRAITHS ON FOOT, running up the steep slope

unnaturally fast.

FRODO

Go! !

Frodo, Sam, Merry and Pippin clamber desperately towards the

summit, clutching their swords.

CUT TO:

EXT. WEATHERTOP SUMMIT -- NIGHT

Frodo, Sam, Merry, and Pippin race into a RING OF BROKEN

STONES on the summit or Weathertop...the ruined base of an

ancient tower. The hobbits stand back-to-back in the centre

of the Ring, waiting for the first assault... One by one, the

5 Ringwraiths appear...brandishing Gleaming swords, they move

slowly towards the hobbits. In the center is their

leader...the WITCH KING!

SAM

Back, you devils!

Sam rushes forward with a cry. He swings his sword at the

Witch King, who blocks the blow with his own sword. Sam's

blade shatters...the WITCH KING lashes out with his fist,

sending Sam flying. Merry and Pippin, overcome with terror,

throw themselves flat on the ground. THE RINGWRAITHS close in

on Frodo...a Venomous whisper dances in his head...

Frodo shuts his eyes and staggers back, desperately resisting

the WRAITH'S WHISPERINGS... slow motion as his hand goes into

his pocket and pulls out the ring. The 5 Ringwraiths utter a

chilling SCREECH OF EXCITEMENT. Frodo is unable to resist any

longer, falls to his knees and slips on the ring. He

disappears.

(CONTINUED)

56.

CONTINUED:

SAM (CONT'D)

No!

IN THE TWILIGHT WORLD:

ANGLE ON:

Frodo finds himself in the weird twilight world...he looks

upon the Ringwraiths, now visible in their TRUE APPEARANCE:

Five Ghouls dressed in long Grey robes, with white hair, and

Pallid, ruthless faces. THE WITCH KING extends a haggard hand

towards Frodo, reaching for the ring on his finger. Frodo's

trembling hand extends forward as if by the pull of the

ring...he slides to the ground, unable to pull his hand away.

The witch king snarls and springs forward. He stabs at Frodo

with a wicked dagger! Frodo winces as the tip of the dagger

sinks into his shoulder. Suddenly, Strider charges at the

RINGWRAITHS, wielding his sword in one hand, a flaming torch

in the other. He moves in slow motion, visible through a sea

of mist. Frodo sinks to the ground. Behind him is a faint

image of a Ringwraith fleeing, his head engulfed in flames.

With draining strength, Frodo manages to pull the ring off

his finger...

IN THE REAL WORLD:

...Appearing back in the real world, Sam rushes over to him.

SAM (CONT'D)

(horrified)

Frodo!

Another Ringwraith is burning and screaming...others screech

fearfully at the flames, turn and flee form the Weathertop

summit.

SAM (CONT'D)

(panicked)

Mr. Frodo!!

Strider kneels before Frodo. He snatches up the Witch King's

Dagger from the ground, staring gravely at the long, thin,

blade.

SAM (CONT'D)

Help him, Strider!

STRIDER

(grim)

He's been stabbed by a Morgul blade. The

Morgul Blade suddenly melts...vanishing

into the air like smoke. Strider throws

the hilt down in disgust...

(CONTINUED)

57.

CONTINUED: (2)

SAM

Do something.

STRIDER

This is beyond my skill to heal.

(urgently)

He needs Elvish medicine. Strider lifts

Frodo onto his shoulders.

EXT. WEATHERHILLS -- NIGHT

Strider is jogging grimly, carrying an ailing Frodo on his

back. Sam, Merry, and Pippin are running to keep up. The

hobbits are carrying Flaming torches for protection.

STRIDER

Hurry!

SAM

We are six days from Rivendell. Frodo

groans.

STRIDER

Hold on, Frodo.

SAM

He'll never make it! Close on:

Frodo...head lolling about, barely

conscious.

FRODO

(fevered calling)

Gandalf...Gandalf?

EXT. ISENGARD -- NIGHT

Low angle...looking up at ORTHANC...the tower of Isengard,

gleaming in the moonlight. The camera rises to reveal the

once beautiful gardens are not a pitted wasteland...with

smoke and fire billowing out

of numerous tunnels and vent holes that litter the forecourt

of ORTHANC. Strange guttural chants echo up from deep

underground. The camera is rising...a small moth flutters

into shot...and leads the camera towards the summit or

Orthanc. Gandalf lies slumped against the wall at the very

top of Orthanc, surrounded by a sheer 500 foot drop. He

looks Weak and Frail...and is seemingly asleep. The MOTH

flutters close to Gandalf. His hand suddenly moves at

lighting speed and SNATCHES THE MOTH. Gandalf brings his hand

close to his face and opens it. The moth sits on the palm of

his hand as Gandalf mutter strange words in a foreign tongue.

Close on: THE MOTH'S face... seemingly listening.

(CONTINUED)

58.

CONTINUED:

It suddenly flutters away. CAMERA FOLLOWS the moth off the

Orthanc summit, but drops past the moth...falling down, down,

towards the pitted wasteland, straight into a fiery red

tunnel!

INT. CAVERNS BELOW ISENGARD -- NIGHT

The dead trees of Isengard are fed into roaring

furnaces...molten metal pours into casts...red hot metal,

beaten my sweating orc blacksmiths...armor and weapons are

forged from the great furnaces. Saruman strides among the

ORCS and stands looking on a new born uruk-hai as it escapes

its birthing membrane...this is LURTZ, who rises up to stand

before his master.

CUT TO:

EXT. TROLLSHAW FOREST CLEARING -- NIGHT

Close on: Frodo...his eyes flicker open...clouded, red-

rimmed...his brow, beaded with sweat.

PIPPIN

Is he going to die? Frodo's breathing is

getting shallow. Strider looks out into

the darkness.

STRIDER

No. He is passing into the shadow world,

he will soon become a wraith like them.

A DISTANT CRY of a RINGWRAITH carries through the air.

MERRY

(nervous)

They're close.

Frodo gasps in sudden pain.

STRIDER

(thinking hard)

Sam, do you know the Athelas plant? Sam

looks blank.

SAM

Athelas?

STRIDER

Kingsfoil.

SAM

Kingsfoil. Aye. It's a weed.

(CONTINUED)

59.

CONTINUED:

STRIDER

It may help to slow the poison. Hurry!

CUT TO:

EXT. TROLLSHAW FOREST -- NIGHT

Sam and Strider desperately search the dark forest floor for

the Athelas plant. Close on: A small, white flowered plant!

Strider drops to one knee, carefully pulling it from the

ground.

SUDDENLY! STRIDER FREEZES AS A SWORD BLADE TOUCHES HIS NECK.

ARWEN (O.S.)

What is this? A Ranger caught off his

guard?

Strider slowly looks up.

CUT TO:

EXT. TROLLSHAW FOREST CLEARING -- NIGHT

Frodo is breathing hard, desperately ill. Frodo's half-

conscious POV: Surreal impression...a SHIMMERING FIGURE IN

WHITE leaps off a horse.

FLASH INSERT: An ethereal vision of ARWEN, as she appears on

the other side...

ARWEN

(ELVISH: with sub titles)

Frodo, Im Arwen...telin let thaed. I am

Arwen, I have come here to help you.

(urgent)

Lasto Beth nin, tolo Dan na ngalad. Hear

my voice, come back to the light. Frodo's

eyes close.

PIPPIN

Who is she?

ARWEN

(worried)

Frodo?

SAM

She's an elf.

60.

ANGLE ON: ARWEN

Who now appears in her earth bound form, a young Elven woman

with tousled hair, dressed in mud-splattered riding clothes.

ARWEN

He's fading...he's not gong to last. We

must get him to my father. Strider

quickly lifts Frodo...placing him on the

horse.

ARWEN (CONT'D)

I have been looking for you for two days.

PIPPIN

Where are you taking him?

ARWEN

There are five Wraiths behind you, where

the other four are, I do not know.

STRIDER

(ELVISH: with subtitles)

Dartho guin Berian...rych le ad

tolthathon. Stay with the hobbits...I'11

send horses for you. Close on: Arwen

grabbing the Reins of the horse.

ARWEN

(ELVISH: w/subtitles)

Hon mabathon. Rochoh ellint im. I'll

take him. I'm the faster rider. Strider

clamps his hand over Arwen's.

STRIDER

(elvish:subtitles)

Andelu I ven. The road is too dangerous.

ARWEN

(Elvish: subtitles)

Frodo Fir. Ae anthradon I hir, tur

gwaith nin beriatha hon. If I can cross

the river, the power of my people can

protect him.

PIPPIN

What are they saying?

CLOSE ON: Arwen reaches for Strider's hand...looking deep

into his eyes.

ARWEN

I do not fear them.

(CONTINUED)

61.

CONTINUED:

CLOSE ON: Strider...we see that it is hard for him to let her

go.

ANGLE ON:

Arwen mounts her horse, ALSFORTH...

STRIDER

Arwen...ride hard, don't look back.

ANGLE ON:

Arwen looks down at Strider as she supports Frodo with one

hand.

ARWEN

(elvish)

Noro Lim, Asfaloth, Noro Lim!

SAM

What are you doing! Those Wraiths are

still out there!

ANGLE ON:

Asfaloth springs away, bearing Arwen and Frodo into the

night.

CUT TO:

EXT. TROLLSHAW FOREST -- NIGHT

SPEEDING POV: through the forest from the back of the White

Horse.

ANGLE ON: FRODO, BOUNCING IN THE SADDLE,

he lifts his head weakly. SURREAL SLOW MOTION POV: THE HORSES

HEAD BOBBING...trees sliding by...moonlight flickers through

the trees.

CUT TO:

EXT. AERIAL OF ETTENMOORS ~ MORNING

AERIAL: of Arwen's white horse emerging from the trees...and

galloping across the open land as the sun rises.

CUT TO:

62.

EXT. PINE FOREST -- DAY

The white horse charges through a Pine Forest. Suddenly 2

Galloping Ringwraiths emerge from the trees behind! 2 more

Ringwraiths slide in from different directions to join the

chase. Arwen grits her teeth...urges the white horse to

greater speed.

CUT TO:

EXT. THE EAST ROAD -- DAY

The white horse speeds out of the pine trees...the 4

ringwraiths close behind PAN ONTO: 2 more ringwraiths

galloping down the hillside! AERIAL SHOT: 3 MORE RINGWRAITHS

enter frame from different directions...a total of 9

RINGWRAITHS now pursuing Frodo and Arwen! CLOSE ON: Panting

head of the WHITE ELVEN HORSE.

ARWEN

Noro lim, Asfaloth!

CUT TO:

EXT. FORD OF BRUINEN -- DAY

CRANE DOWN: As the White Horse races towards Camera, to

Reveal the wide river Bruinen in the foreground.

Without hesitation, the white horse leaps into the shallow

water and thunders across the Ford. The 9 Ringwraiths pull up

short of the Ford, clearly nervous of the water. The white

horse reaches the other side...Arwen pulls up and turns to

defiantly face the Ringwraiths from across the Ford.

WITCH KING

Give up the Halfling, she-elf! She draws

her sword and yells at the Witch King.

ARWEN

(yelling)

If you want him, come and claim him.

THE WITCH KING SCREECHES ANGRILY, draws his sword, and leads

the Ringwraiths across the Ford. The water starts flowing

faster...a distant rumble can be heard. Arwen waits until

they are halfway across: she suddenly stands in the saddle

arms raised!

ARWEN (CONT'D)

(Elvish)

Non o Chithaeglir, lasto Beth daer: Rimmo

nin Briunen Dan in Ulaer!

(MORE)

(CONTINUED)

63.

CONTINUED:

ARWEN (CONT'D)

Nin o Chitaeglir, lasto Beth daer: Rimmo

nin Bruinen Dan in Ulaer!

THE GROUND SUDDENLY TREMBLES...A MIGHTY ROAR FILLS THE AIR!

Frodo looks up weakly...to see a vast torrent of Water

flooding down the river towards the ford...as if a dam had

burst! The Foaming water seems to form the shape of Dancing

white horses with frothing manes! The Ringwraiths scream in

terror as they are swallowed up in the deluge. Their Piercing

cries are drowned in the roaring of the river as it carries

them away! CLOSE ON: FRODO as he loses consciousness...

ARWEN

(upset)

No, no...Frodo, no! Frodo, don't give

in...not now!

Arwen gathers the small Hobbit in her arms, feeling his life

slip away.

INT. FRODO'S DELIRIUM -- DAY

DELIRIOUS IMAGES AND SOUNDS....

ARWEN (V.O.)

What grace is given me, let it pass to

him. Let him be spared. Save him.

IMAGE: A BRIGHT LIGHT suddenly flares...Frodo squeezes his

eyes shut, gasping.

FRODO

(frightened)

Where am I?

A FAMILIAR VOICE cuts through the swirl of sound.

GANDALF (O.S.)

You are in the House of Elrond, and it is

ten o'clock in the morning on October the

twenty-fourth, if you want to know.

INT. FRODO'S BEDROOM -- DAY

Frodo's eyes flicker Open He is lying in bed next to an Open

Window...Dappled sunlight plays on richly carved

timbers...the sound of a nearby waterfall drifts through the

Vista of Fir Trees.

FRODO

(weak relief)

Gandalf!

64.

ANGLE ON: GANDALF IS SITTING NEXT TO FRODO'S BED...

softly puffing on his pipe. He smiles at Frodo.

GANDALF

Yes, I'm here and you're lucky to be

here, too. A few more hours and you

would have been beyond our aid. You have

some strength in you, my dear Hobbit.

Frodo sits up, looking at Gandalf questioningly...

FRODO

What happened, Gandalf? Why didn't you

meet us?

GANDALF

I'm sorry Frodo.

Close on: Gandalf... troubled. His eyes drift away.

GANDALF (CONT'D)

I was delayed.

CUT TO:

EXT. ORTHANC SUMMIT -- NIGHT

SARUMAN stands over Gandalf, gloating...

SARUMAN

Get up! So much for the power of the

Ring or embrace your own destruction!

With the power of his staff, Saruman raises Gandalf from the

ground, then sends him crashing to the floor.

GANDALF

There is only one Lord of the Ring. Only

one who can bend it to his will...and he

does not share power.

SUDDENLY! GANDALF lurches to his feet and Throws himself off

the Tower! Saruman watches Gandalf fly away from

Isengard...on the Back of a GIANT EAGLE.

SARUMAN

(chilling)

So you have chosen death!

CUT TO:

65.

EXT. SKIES OVER MOUNTAINS--DAWN

Gwaihir the Eagle soars majestically over the mountains,

carrying Gandalf towards the dawn.

CUT TO:

INT. FRODO'S BEDROOM--RIVENDELL

Frodo raises himself up and looks at Gandalf.

FRODO

Gandalf! What is it? Gandalf returns his

attention to Frodo.

GANDALF

Nothing, Frodo...

Sam runs to Frodo's bedside. He is overjoyed to find Frodo

awake.

SAM

Frodo! Frodo! Bless you, you're awake!!

GANDALF

Sam has hardly left your side.

SAM

We were worried about you--weren't we,

Mr. Gandalf?

GANDALF

By the skills of Lord Elrond, you're

beginning to mend. ELROND, LORD OF THE

HIGH ELVES, steps up to Frodo's

bedside...his face is neither old nor young, though in it is

written the memory of many things both glad and sorrowful.

ELROND

Welcome to Rivendell, Frodo Baggins.

Frodo sits up, looking at Elrond with

awe.

CUT TO:

EXT. RIVENDELL VALLEY -- DAY

WIDE ON: RIVENDELL... a small cluster of elegant Elven

Buildings sitting in a Shangri-la like Valley below towering

cliffs and snow capped mountains.

(CONTINUED)

66.

CONTINUED:

ELROND (V.O.)

You have found your way to the last

homely house east of the sea. The elves

of Imladris have dwelt within this valley

for three thousand years through few of

my kin now remain. Frodo looks out from

his balcony.

CUT TO:

EXT. RIVENDELL GARDENS -- DAY

Frodo and Sam walk together. Suddenly, the voices of Merry

and Pippin can be heard as they bound up to Frodo and throw

their arms around him.

MERRY

Frodo! Frodo!

Sam looks past Frodo smiling... a bent figure sits alone on a

bench, in the Sun. Close on: Frodo turning, following Sam's

gaze...

FRODO

Bilbo!

CUT TO:

EXT. RIVENDELL TERRACE -- DAY

Close on: BILBO BAGGINS! He breaks in to a broad grin as

Frodo rushes forward to embrace him. Bilbo has aged

significantly since we last saw him.

BILBO

Hello, Frodo, my lad!

FRODO

Bilbo!

LATER... Frodo is turning the neatly inscribed title page of

a red leather bound journal:

FRODO (CONT'D)

(reading)

"There and back again: A Hobbit's tale"

by Bilbo Baggins.

Bilbo smiles Proudly. He is sitting with Frodo on a terrace

overlooking a Waterfall. Frodo looks at Page after page of

beautiful Handwriting, with intricate Maps and Drawings.

(CONTINUED)

67.

CONTINUED:

FRODO (CONT'D)

This is wonderful.

BILBO

I meant to go back...wander the paths of

Mirkwood, visit Laketown, see the Lonely

Mountain again...but age, it seems, has

finally caught up with me.

Frodo turns a page...there before him, is a map of the Shire.

FRODO

(quietly)

I miss the Shire...I spent all my

childhood pretending I was off somewhere

else...off with you, on one of your

adventures...

(Looks at Bilbo)

But my own adventure, turned out to be

quite different...I'm not like you,

Bilbo.

BILBO

My dear boy...

CUT TO:

EXT. RIVENDELL TERRACE -- EVENING

Sam busily tries to stuff more and more things into his

already full pack...pots and pans, blankets, cooking

utensils, provisions, clothes.

SAM

No, what have I forgotten? Pull back to

reveal Frodo, hands in his pocket,

watching Sam.

FRODO

Packed already?

Sam looks up, startled.

SAM

(slightly embarrassed)

No harm in being prepared. Frodo strolls

to the edge of the Balcony.

FRODO

I thought you wanted to see the Elves,

Sam?

(CONTINUED)

68.

CONTINUED:

SAM

I do...

FRODO

More than anything.

SAM

I did. It's just...we did what Gandalf

wanted, didn't we? We got the Ring this

far, to Rivendell...and I thought...

seeing as how you're on the mend, we'd be

off soon. Off home.

FRODO

You're right, Sam. Frodo looks at Sam...

FRODO (CONT'D)

...we did what we set out to do. Frodo

opens his hand, the Ring sits in his

Palm.

FRODO (CONT'D)

The ring will be safe in Rivendell. I am

ready to go home.

CUT TO:

EXT. ELROND'S CHAMBER, RIVENDELL -- DAY

Gandalf and Elrond watch Frodo and Sam from Elrond's balcony,

ELROND

His strength returns.

GANDALF

That wound will never fully heal. He will

carry it the rest of his life.

ELROND

And yet to have come so far still bearing

the Ring...the hobbit has shown

extraordinary resilience to its evil.

GANDALF

It is a burden he should never have to

had to bear. We can ask no more of Frodo.

ELROND

Gandalf, the enemy is moving. Sauron's

forces are massing in the east. His eye

is fixed on Rivendell. And Saruman, you

tell me, has betrayed us. Our list of

allies grows thin.

(CONTINUED)

69.

CONTINUED:

GANDALF

His treachery runs deeper than you know.

By foul craft, Saruman has crossed Orc

with Goblin Men...he is breeding an army

in the caverns of Isengard. An army that

can move in Sunlight and cover great

distance at speed. Saruman is coming for

the Ring.

Elrond turns and walks away...

ELROND

This evil cannot be concealed by the

power of the Elves...We do not have the

strength to fight both Mordor and

Isengard...Gandalf...the ring cannot stay

here.

Gandalf turns and looks out the window.

Sounds of arrivals...Gandalf watches as Boromir rides through

Rivendell gate, followed by Legolas and Gimli.

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

This peril belongs to all Middle earth.

They must decide how to end it. Not just

for themselves but for those who come

after. Elrond approaches Gandalf.

ELROND (CONT'D)

The time of the Elves is over. My people

are leaving these shores. Who will you

look to when we have gone? The dwarves?

They hide in their mountains seeking

riches. They care nothing for the

troubles of others.

GANDALF

It is in Men that we must place our hope.

ELROND

Men? Men are weak. The race of Men is

failing. The blood of Numenor is all but

spent, its pride and dignity forgotten.

It is because of men the Ring survives.

FLASH INSERT: With the broken sword, Isildur slices off

Sauron's finger. Elrond reacts.

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

I was there, Gandalf...I was there three

thousand years ago when Isildur took the

ring.

70.

FLASH INSERT: ISILDUR PICKS UP THE RING AND STARES AT IT,

ENTRANCED.

ELROND

I was there the day the strength of Men

failed.

CUT TO:

INT. CRACK OF DOOM -- DAY

ELROND

Isildur...hurry...follow me! IMAGES:

ELROND leads Isildur into the steaming

volcano.

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

I let Isildur into the heart of Mount

Doom, where the ring was forged: the one

place it could be destroyed.

FLASH INSERT: ELROND AND ISILDUR STAND BEFORE THE FIRES OF

MT. DOOM.

ELROND

Cast it into the fire...destroy it!

CLOSE ON: ISILDUR...CAPTIVATED BY THE RING.

ISILDUR

No.

Isildur turns and walks away

ELROND

Isildur!!

INT. ENROND'S CHAMBER, RIVERDELL -- DAY

Elrond turns to Gandalf.

ELROND

It should have ended that day, but evil

was allowed to endure. Isildur kept the

Ring...and the line of Kings was broken.

There's no strength left in the world of

Men. They're scattered, divided,

leaderless.

(CONTINUED)

71.

CONTINUED:

GANDALF

There is one who could unite them, one

who could re claim the thrown of Gondor.

ELROND

He turned from that path a long time ago.

He has chosen exile.

CUT TO:

INT. ELROND'S CHAMBER, RIVENDELL -- NIGHT

Strider watches from the shadows...as Boromir strolls through

the darkened gallery. Boromir's eyes are drawn to an old

Fresco on the wall...depicting Isildur defeating Sauron.

Boromir looks with Wonderment at Narsil, the Broken Blade of

Elendil, which lies on a cloth-covered plinth.

BOROMIR

(quiet awe)

The shards of Narsil...the blade that cut

the Ring from Sauron's hand. Boromir

picks up the sword and gently touches the

Blade. Close on: a small bloom of blood

appears on Boromir's finger...

BOROMIR (CONT'D)

Still sharp.

Boromir senses Strider's presence...he looks from the blade

to Strider, as if sensing a connection.

BOROMIR (CONT'D)

But no more than a broken heirloom.

BOROMIR (CONT'D)

replaces the Broken blade, but it

clatters to the floor. Boromir walks

away, leaving Strider sitting alone.

Close on: Strider picks up the broken hilt, as Arwen appears

behind him.

ARWEN

Why do you fear the past? You are

Isildur's heir...not Isildur himself. You

are not bound to his fate.

STRIDER

The same blood flows in my veins...the

same weakness...

(CONTINUED)

72.

CONTINUED:

ARWEN

Your time will come. You will face the

same evil...and you will defeat it.

(Elvish: w/subtitles)

A si i-duath u-orthor, Aragorn...u or le

a u or nin. The shadow does not hold

sway yet...not over you and not over me.

CUT TO:

EXT. RIVENDELL VALLEY -- NIGHT

Night falls upon the beautiful valley of Rivendell... still

and quiet.

EXT. RIVENDELL WATERFALL -- NIGHT

Strider and Arwen stand upon a stone bridge...the Evenstar at

Arwen's breast shines in the moonlight.

ARWEN

(Elvish: with subtitles)

Renech I lu I erui govannem? Do you

remember when we first met?

STRIDER

(Elvish: with subtitles)

Nauthannim I ned ol reniannen. I thought

I had strayed into a dream.

Arwen reaches up and gently touches the Grey at Strider's

temples.

ARWEN

(Elvish: with subtitles)

Gwenin in enniath...u-arnech in naeth I

se celich. Long years have passed...you

did not have the care you carry now.

Arwen looks into Strider's eyes.

ARWEN (CONT'D)

(Elvish: with subtitles)

Renech I Beth I pennen? Do you remember

what I told you? Arwen reaches for

Strider's hand...

STRIDER

(quietly)

You said you'd bind yourself to me,

forsaking the immortal life of your

people.

(CONTINUED)

73.

CONTINUED:

ARWEN

(whisper)

And to that I hold. I would rather share

one lifetime with you than face all the

ages of this world alone. Strider looks

down. In his hand lies the Evenstar.

ARWEN (CONT'D)

I choose a mortal live.

STRIDER

You cannot give me this.

ARWEN

It is mine to give to whom I will, like

my heart.

Arwen closes Strider's fingers around the jewel.

Arwen leans towards Strider, gently kissing him.

CUT TO:

INT. COUNCIL CHAMBER, RIVENDELL -- DAY

Elrond addresses the council...

ELROND

Strangers from distant lands ... friends

of old. You have been summoned here to

answer the threat of Mordor. Middle-earth

stands upon the brink of destruction.

None can escape it. You will unite...or

you will fall. Each race is bound to this

fate...this one doom...

Frodo sits amongst a council of free-peoples of Middle earth,

Elrond stands before them, addressing Gandalf, Strider,

Legolas, and 20 other elves, Dwarves, and men.

ELROND (CONT'D)

Bring forth the ring, Frodo.

Frodo steps forward and moves towards a stone Plinth. He

places the ring on the plinth and returns to his seat.

BOROMIR

(shocked)

So it is true!

LEGOLAS

(disbelief)

Sauron's Ring! The ring of power!

(CONTINUED)

74.

CONTINUED:

GIMLI

(grim)

The doom of man!

BOROMIR

It is a gift...a gift to the foes of

Mordor! Why not use this Ring? Long has

my father, the Steward of Gondor, held

the forces of Mordor at bay...by the

blood of our people are your lands kept

safe. Give Gondor the weapon of the

enemy...let us use it against him!

STRIDER

You cannot wield it. None of us can.

The one ring answers to Sauron alone...it

has no other master. Boromir turns and

looks at Strider, coolly.

BOROMIR

And what would a ranger know of this

matter?

Strider says nothing and Boromir turns away dismissively.

LEGOLAS stands...

LEGOLAS

This is no mere Ranger. He is Aragorn,

son of Arathorn. You owe him your

allegiance.

Frodo looks at Strider questioningly...Boromir turns sharply.

BOROMIR

(quiet disbelief)

Aragorn? This is Isildur's heir?

LEGOLAS

And heir to the throne of Gondor.

ARAGORN

(Elvish: with subtitles)

Havo dad, Legolas...Sit down, Legolas..

BOROMIR

Gondor needs no king.

GANDALF

Aragorn is right...we cannot use it.

ELROND

You have only one choice..the ring must

be destroyed.

(CONTINUED)

75.

CONTINUED: (2)

The HUM OF THE RING seems to grow louder in Frodo's ears.

Gimli suddenly stands, excited.

GIMLI

Then...what are we waiting for?

Gimli suddenly rushes forward! He swings his axe down on the

ring. The axe shatters with a deafening crack! Gimli falls

backwards, staring in disbelief at the ring...unharmed! Frodo

winces as an angry image of the fiery eye hits him! He slumps

in this chair, clutching his forehead. Gandalf looks at him

with concern.

ELROND

The ring cannot be destroyed, Gimli, son

of Gloin, by any craft that we

ELROND (CONT'D)

here possess. The ring was made in the

fires of Mount Doom...only there can it

be unmade. It must be taken deep into

Mordor, and cast back into the fiery

chasm from whence it came. One of you

must do this.

Stunned silence...the council sits with downcast eyes, as if

a great dread has descended on them. Boromir addresses the

council in a quiet voice

BOROMIR

One does not simply walk into Mordor. Its

black gates are guarded by more than just

Orcs. There is evil there that does not

sleep and the Great Eye is ever watchful.

It is a barren wasteland, riddled with

fire and ash and dust...the very air you

breathe is a poisonous fume. Not with

ten thousand men could you do this. It

is folly.

LEGOLAS

Have you heard nothing Lord Elrond has

said? The ring must be destroyed.

GIMLI

And I suppose you think you're the one to

do it?

BOROMIR

And if we fail, what then? What happens

when Sauron takes back what is his?

Gimli leaps to his feet!

(CONTINUED)

76.

CONTINUED: (3)

GIMLI

I will be dead before I see the Ring in

the hands of an Elf! A STORM OF ARGUMENT

erupts around the room. CLOSE ON:

FRODO...sound disappears as he watches in

slow

motion...the angry faces, the shaking fists, the accusatory

fingers, his eyes move across to the ring...the hum grows

louder in his head.

GIMLI (CONT'D)

(shouting)

Never trust an Elf!

CLOSE ON: THE RING fills the screen...streams of blood flow

across the surface... flames flicker within the Gold Band.

GANDALF

Do you not understand? While we bicker

among ourselves, Sauron's power grows!

No one will escape it. You will all be

destroyed, your homes burnt and your

families put to the sword!

CLOSE ON: FRODO...breathing rapidly, Caught in the grip of

his hideous vision. With a huge effort or will, Frodo tears

his gaze upon the ring. Frodo suddenly stands...he speaks in

a strong, clear voice.

FRODO

I will take it...I will take it...I will

take the Ring to Mordor.

Sudden silence...Frodo looks around the room at the astounded

faces.

FRODO (CONT'D)

(quietly)

Though...I do not know the way. Gandalf

rises to his feet.

GANDALF

I will help you bear this burden, Frodo

Baggins, as long as it is yours to bear.

ARAGORN

If, by my life or death, I can protect

you, I will.

(kneels before Frodo)

...you have my sword. Aragorn steps

forward...followed by Legolas and Gimli.

(CONTINUED)

77.

CONTINUED: (4)

LEGOLAS

And you have my bow.

GIMLI

And my axe.

Boromir looks at them all then walks towards Frodo.

BOROMIR

You carry the fate of us all, little one.

Boromir looks towards Elrond and Gandalf.

BOROMIR (CONT'D)

If this is indeed the will of the

Council, then Gondor will see it done.

Frodo stares in wonder as the Greatest Fighters in all Middle

earth stand at his side.

SAM

(unseen)

Here!

A Sudden Noise...Sam pops up from behind a Bush!

SAM (CONT'D)

Mr. Frodo's not gong anywhere without me.

ELROND

No, Indeed...it is hardly possible to

separate you...even when he is summoned

to a secret council and you are not.

Merry and Pippin jump up from behind another bush!

MERRY

Oi! We're coming too! You'll have to

send us home tied up in a sack to stop

us.

PIPPIN

Anyway...you need people of intelligence

on this sort of

mission...quest...thing...

MERRY

Well, that rules you out, Pip.

78.

ELROND SURVEYS THE GROUP

ELROND

(thoughtfully)

Nine companions ... so be it.

(announcing)

You shall be the "Fellowship of the ring"

PIPPIN

Great. Where are we going?

CUT TO:

INT. FRODO'S BEDROOM, RIVERDELL---DAWN

Close on: An old sword sliding out of a shabby leather

Scabbard...its polished, well tendered Blade glitters cold

and bright.

BILBO

My old sword "Sting"...here, take it!

Bilbo offers Sting to Frodo.

FRODO

It's so light!

BILBO

Yes, yes, made by the Elves, you know.

The blade glows blue when Orcs are

close...and it's times like that, my lad,

when you have to be extra careful.

Bilbo unwraps a small shirt of close woven Mail.

BILBO (CONT'D)

Here's a pretty thing. Mithril, as light

as a feather, and as hard as dragon

scales. Let me see you put it on. Come

on.

CLOSE ON: Frodo peels off his shirt... revealing The Ring on

the Chain around his neck.

BILBO (CONT'D)

(entranced)

Oh! My old Ring... Frodo frowns as Bilbo

moves toward him.

BILBO (CONT'D)

I should very much like to hold it again,

one last time. Bilbo reaches forward,

eyes locked on the ring.

(CONTINUED)

79.

CONTINUED:

Suddenly! A shadow passes across Bilbo...for a split second

he becomes a wrinkled creature with a hungry face and Bony,

groping hands. Frodo pulls away, shocked...the shadow passes.

Bilbo slumps into a chair, his head in his hands. Bilbo

falters...his eyes filling with tears.

BILBO (CONT'D)

Oh!

BILBO (CONT'D)

(sad)

I'm sorry, that I brought this upon you,

my boy...I'm sorry that you must carry

this burden. I'm sorry for everything.

Bilbo sobs and Frodo moves to comfort him.

CUT TO:

EXT. RIVENDELL VALLEY -- MORNING

ANGLE ON:

The Fellowship climb the long steep path out of the cloven

vale of Rivendell.

CUT TO:

EXT. ROUGH COUNTRY, SOUTH OF RIVENDELL -- DAY

ANGLE ON:

The fellowship trekking through a land of Deep Valleys and

turbulent waters...the misty mountains rise sharply to their

left.

GANDALF (V.O.)

We must hold to his course west of the

misty Mountains for forty days. If our

luck holds, the Gap of Rohan will still

be open to us. From there, our road

turns east, to Mordor.

CUT TO:

EXT. EREGION HILLS--DAWN

CLOSE ON: Sam at the campfire. The sound of clashing swords!

Wider: Aragorn and Boromir are giving Pippin Sword tuition...

(CONTINUED)

80.

CONTINUED:

BOROMIR

Get away from the blade, Pippin...on your

toes...good, very good...I want you to

react, not think.

SAM

Should not be too hard...

BOROMIR

Move your feet.

MERRY

Quite good, Pippin.

PIPPIN

Thanks.

CLOSE ON: GIMLI has managed to corner Gandalf....

GIMLI

If anyone were to ask for my opinion,

which I note they have not, I would say

we are taking the long way round.

Gandalf, we can pass through the Mines of

Moria. My cousin, Balin, would give us a

royal welcome. Gandalf clearly thinks

that is a bad idea.

GANDALF

No, Gimli. I would not take the road

through Moria unless I had no other

choice.

Boromir thrusts, catching Pippin on the hand. Pippin throws

down his sword, kicks and lunges at Boromir, tackling him to

the ground. Much laughter. Legolas' eyes are fixed on a

distant Dark Patch which darts about the sky, like flying

smoke in the wind.

SAM

What is that?

GIMLI

Nothing...it's just a wisp of a cloud.

BOROMIR

(worried)

It's moving fast...against the wind.

LEGOLAS

Crebain from Dunland!

(CONTINUED)

81.

CONTINUED: (2)

ARAGORN

(urgently)

Hide!

BOROMIR

Merry..Pippin...Sam...take cover! WIDE

ON: THE FELLOWSHIP scramble under what

little cover

there is...as a regiment of Large crows fly low overhead at

Great speed, wheeling and circling above. As their dark

shadow passes over the fellowship, a single harsh croak is

heard...and the crows suddenly wheel away, back towards the

south. Gandalf staggers to his feet.

GANDALF

(worried)

Spies of Saruman. The passage South is

being watched.

Gandalf looks at Aragorn, turns to the others...gesturing

towards a high mountain pass.

GANDALF (CONT'D)

We must take the pass of Caradhras!

CUT TO:

EXT. SNOWY MOUNTAINSIDE -- DAY

ANGLE ON:

The Fellowship clamber through Rock and Snow. CLOSE ON: Frodo

slips on some shale...as he scrambles to his feet, the Ring

falls on the ground... CLOSE ON: the ring gleaming in the

snow! Boromir's Hand picks it up by the chain...he stands,

the ring dangling before his eyes. He seems to grow in

stature, as if absorbing its power. Aragorn warily approaches

Boromir...Boromir is motionless...he stares at the ring, as

if transfixed.

ARAGORN

Boromir?

BOROMIR

It is a strange fate that we should

suffer so much fear and doubt over so

small a thing...such a little thing.

ARAGORN

(quietly)

Boromir...give the ring to Frodo.

ARAGORN'S HAND moves to his sword hilt.

(CONTINUED)

82.

CONTINUED:

Ring's POV...looking up at Boromir's face. The strange hum

vibrates on the soundtrack. CLOSE ON: a Weird beatific smile

lights up Boromir's face...The HUM grows to a Deafening roar!

Boromir suddenly snaps out of his trance and hands the ring

back to Frodo.

BOROMIR

(lightly)

As you wish. I care not.

Boromir smiles at Frodo, ruffling his hair. CLOSE ON: ARAGON

unhands his sword.

CUT TO:

EXT. ISENGARD -- DAY

Following the crows as they race deeper and deeper, passing a

vista of Industry, Hundreds of Orcs and writhing

Birthsacks...flying past Saruman, who stands upon a wooden

Gantry. CLOSE ON: Saruman, listening to the Cries of the

crows.

SARUMAN

So, Gandalf...you try to lead them over

Caradhras. And if that fails...where

then will you go? THE FELLOWSHIP

struggles through the snow.

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

If the mountain defeats you, will you

risk a more dangerous road?

CUT TO:

EXT. PASS OF CARADHRAS -- DAY

THE FELLOWSHIP are struggling through a blinding blizzard, up

towards the PASS OF CARADHRAS. Legolas the Elf moves lightly

across the top of the snow...he suddenly pauses. Saruman's

voice sweeps by in the wind.

LEGOLAS

(urgent)

There is a fell voice in the air.

GANDALF

It's Saruman.

THUNDER RUMBLES...ROCK and Shale fall from above.

(CONTINUED)

83.

CONTINUED:

ARAGORN

(urgently)

He's trying to bring down the mountain.

Gandalf! We must turn back!

GANDALF

No!

GANDALF RAISES HIS STAFF...HE CHANTS INTO THE WIND.

GANDALF

(YELLING)

Losto Caradhras, sedho, hodo, nuitho I

ruith. Sleep Caradhras, be still, lie

still, hold your wrath.

CUT TO:

EXT. ISENGARD -- DAY

CAMERA SWEEPS PAST SARUMAN...he stands on the summit of

Orthanc, Chanting. CLOUDS ARE FLOWING FROM ALL DIRECTIONS...

converging on the distant mountains in a stormy Malestrom.

EXT. PASS OF CARADHRAS -- DAY

Saruman's voice strengthens...rolling past the fellowship

like thunder. A LIGHTNING CRACK explodes on the mountainside

above them. Frodo looks up in horror as a huge snow avalanche

thunders down towards them! The Fellowship throw themselves

against the cliff face as snow crashes onto the narrow ledge.

LEGOLAS pulls Gandalf to safety. Aragorn shields Frodo and

Sam as snow piles around them. Within moments, the pass is

blocked and the fellowship are enveloped in snow. Boromir

and Aragorn frantically dig for the hobbits...who are pulled

out Shivering and Fearful.

BOROMIR

(urgent)

We must get off the mountain! Make for

the gap of Rohan and take the West road

to my city.

ARAGORN

The Gap of Rohan takes us too close to

Isengard.

GIMLI

We cannot pass over the mountain. Let us

go under it. Let us go through the mines

of Moria. Gandalf has a concerned look on

his face.

(CONTINUED)

84.

CONTINUED:

SARUMAN (V.O.)

Moria. You fear to go into those mines,

don't you? The dwarves delved too

greedily and too deep.

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

You know what they awoke in, the darkness

of Khazad-dum. Shadow and flame.

GANDALF

Let the ringbearer decide.

CLOSE ON: FRODO, the weight of the decision weighing heavily

upon him. CLOSE ON: MERRY and PIPPIN shivering in Boromir's

arms.

GANDALF (CONT'D)

Frodo?

Frodo meets Gandalf's eye.

FRODO

We will go through the mines. Gandalf

slowly nods.

GANDALF

So be it.

CUT TO:

EXT. MORIA GATE -- NIGHT

The Fellowship are walking along the far shore of dark

lake...directly below great looming cliffs.

GIMLI

(in awe)

The walls of Moria!

Footing is treacherous on the narrow strip of green and

greasy stones. Gandalf touches the smooth rock wall between

the trees... slowly, faint lines appear like slender veins of

luminous silver running through the stone.

GANDALF

Itidin...it mirrors only starlight and

moonlight.

A large moon rises over the mountains... The lines grow

Broader and Clearer, forming a glowing arch of interlacing

ancient letters and symbols.

(CONTINUED)

85.

CONTINUED:

GANDALF (CONT'D)

It reads, "The door of Durin, Lord of

Moria. Speak, friend, and enter."

MERRY

What do you suppose that means?

GANDALF

(confident)

It's quite simple. If you are a friend,

speak the password and the doors will

open.

Gandalf raises his arms...

GANDALF (CONT'D)

(incanting)

Annon edhellen, edro hi ammen!

The cliff towers into the night, the wind blows cold, Frodo

shivers... and the door stands fast!

LATER:

GANDALF CONTINUES...

Mumbling spells in his efforts to open the door. Sam packs

pots and pans at his feet...watching sadly as Aragorn un-

saddles Bill the pony. CLOSE ON: ARAGORN whispering to Bill

the Pony.

ARAGORN

(whispering)

Mines are no place for a Pony, even one

so brave as Bill.

SAM

Bye, Bill.

ARAGORN

Go on, Bill, go on..don't worry, Sam...he

knows his way home. Aragorn slaps Bill on

the rump...Bill goes trotting off. CLOSE

ON: Sam watching Bill disappear into the

darkness.

SAM

Goodbye, Bill.

SPLASH! Merry and Pippin are tossing stones into the lake.

Black Rippling rings slowly fan out. Pippin is about to

throw another stone, but Aragorn grabs his arm.

(CONTINUED)

86.

CONTINUED:

ARAGORN

(ominous)

Do not disturb the water.

Aragorn watches anxiously as the Ripples appear to grow....he

exchanges a look with Boromir.

Aragorn's hand creeps towards his sword. Gandalf gives up in

despair...he sits down beside Frodo. Close on: Frodo peers at

the Elvish inscription...his face breaks into a smile of

comprehension.

FRODO

(quietly)

It's a riddle...

Gandalf raises his eyebrows...

FRODO (CONT'D)

(explaining)

Speak, friend, and enter. What's the

Elvish for friend?

GANDALF

Oh...mellon.

With that, the rock face silently divides in the middle and

two great Doors swing outwards... revealing a blackness

deeper than the night. As the Fellowship enter the Blackness,

something in the water stirs....

INT. MORIA GATE -- NIGHT

The Fellowship step warily into the darkness of Moria...a

Dank cavern, with winding steps leading deeper into the

mountain.

GIMLI

So, master elf, you will enjoy the fabled

hospitality of the dwarves; roaring

fires, malt beer, red meat off the bone.

This, my friend, is the home of my

cousin, Balin...and they call this a

Mine...

(snorting)

A mine!

A Glow from Gandalf's Staff suddenly lights the chamber...

The Fellowship recoil in Horror! Many dwarf Skeletons are

strewn about, clearly the dead of some old battle...the

rusting armor and shields are peppered with arrows and axes.

(CONTINUED)

87.

CONTINUED:

BOROMIR

(grimly)

This is no mine...it's a tomb!

GIMLI

(in horror)

Oh...no...no..no... ! Legolas pulls a

crude arrow out of a skeleton.

LEGOLAS

Goblins!

The Fellowship draw swords and back away, towards the

Entrance.

BOROMIR

We make for the Gap of Rohan. We should

never have come here.

EXT. MORIA GATE -- NIGHT

Frodo is suddenly PULLED TO THE GROUND. A long sinuous

Tentacle is wrapped around Frodo's ankle and is dragging him

towards the lake. FRODO CRIES OUT as Aragorn and Boromir rush

forward! Aragorn severs the Tentacle holding Frodo, and pulls

him to safety...Boromir hacks at the other Writhing Limbs. 20

more tentacles ripple out of the Lake! The dark water Boils

as the hideous beast lashes out at the FELLOWSHIP! Again the

creature grabs Frodo and pulls him to the lake, Frodo is

flung in the air as the Fellowship battle the creature.

Aragorn hacks at a tentacle...Frodo is released, falling into

Boromir's arms.

GANDALF

Into the mines!

BOROMIR

Legolas!

Legolas shoots an Arrow into the creature's head, gaining a

few vital seconds for Aragorn and Boromir as they race out of

the water with Frodo. The FELLOWSHIP hurriedly back away from

the Creature... retreating into the Moria Chamber as many

Coiling arms seize the large doors.

INT. MORIA GATE -- NIGHT

With a shattering echo, the creature rips the doors away,

creating a rock slide that crashes down the Cliff Face.

Within seconds, tons of rock seal the doorway... throwing the

Fellowship into Pitch Blackness.

(CONTINUED)

88.

CONTINUED:

A faint light rises from Gandalf's staff, throwing a Creepy

Glow across the old wizards face.

GANDALF

(ominous)

We now have but one choice...we must face

the long dark of Moria. Be on your

guard...there are older and fouler things

than the Orcs in the deep places of the

world.

CUT TO:

INT. NEW CHAMBER, MORIA -- NIGHT

WIDE ON: the Fellowship crossing a precarious bridge above

deep mine workings.

GANDALF

Quietly, now. It's a four day journey to

the other side. Let us hope that our

presence will go unnoticed.

INT. MORIA CEMETERY CAVERN -- NIGHT

They continue up a steep stair, passing through a dwarf

cemetery. The graves are despoiled...dwarf skeletons are

strewn about and Goblin Graffiti is scrawled on monuments in

dried Dwarf blood. The Atmosphere is very sinister.

CUT TO:

INT. MORIA TUNNEL FORK -- NIGHT

The path splits into three passages...each disappearing into

dark tunnels. Gandalf pauses, frowning.

GANDALF

I have no memory of this place.

LATER... The Fellowship are nervously waiting...while Gandalf

sits, staring intently at the 3 tunnel mouths in front of

him. He appears to be in some kind of trance.

CLOSE ON: FRODO

He turns at the sound of a faint noise down the tunnel behind

them.

PIPPIN

Are we lost?

(CONTINUED)

89.

CONTINUED:

MERRY

No. I don't think we are. Shhhh,

Gandalf's thinking.

PIPPIN

Merry!

MERRY

What?

PIPPIN

I'm hungry.

Frodo's POV: a sudden glimpse of a creature darting in the

darkness. Frodo is nervous...he approaches Gandalf.

FRO DO

(whispers)

There's something down there.

GANDALF

(quietly)

It's Gollum.

FRODO

Gollum!

GANDALF

He's been following us for three days.

TEASING SHOT: and emaciated, leering creature.

FRODO

(disbelieving)

He escaped the dungeons of Barad- dur?

GANDALF

Escaped...or was set loose. And now the

Ring has drawn him here...he will never

be rid of his need for it. He hates and

loves the ring, as he hates and loves

himself. Smeagol's life is a sad story.

Gandalf catches Frodo's look of surprise.

GANDALF (CONT'D)

Yes...Smeagol he was once called...Before

the ring came to him, before it drove him

mad.

Gollum's withered fingers are gripping the cave wall...he is

large, Luminous eyes blinking with malice.

(CONTINUED)

90.

CONTINUED: (2)

FRODO

(grim)

It's a pity Bilbo didn't kill him when he

had the chance.

GANDALF

Pity? It was pity that stayed Bilbo's

hand. Many that live deserve death, and

some that die deserve life. Can you give

it to them, Frodo? Frodo frowns.

GANDALF (CONT'D)

Do not be too eager to deal out death in

judgment...even the very wise cannot see

all ends. My heart tells me that Gollum

has some part to play yet, for good or

ill, before this is over. The pity of

Bilbo may rule the fate of many.

FRODO

I wish the ring had never come to me...I

wish none of this had happened.

GANDALF

So do all who live to see such times, but

that is not for them to decide. All we

have to decide is what to do with the

time that is given to us. There is a note

of finality in Gandalf's voice.

GANDALF (CONT'D)

There are other forces at work in this

world, Frodo, besides the will of evil.

Bilbo was meant to find the ring. In

which case, you also were meant to have

it...and that is an encouraging thought,

(sudden brightness)

Ah! That it's that way! Gandalf points

at the right hand tunnel...the Fellowship

scramble to their feet.

MERRY

(relieved)

He's remembered!

GANDALF

No, but the air doesn't smell so foul

down there. If in doubt, Meriadoc,

always follow your nose!

(laughs)

Ye s...

91.

INT. DWAROWDELF CHAMBER, MORIA -- DAY

The Fellowship pass under an arched doorway into a black and

empty space. Gandalf pauses...

GALADRIEL

Let me risk a little more light. Gandalf

taps his staff...for a brief moment a

light

blazes... like a silent Flash of Lightning. Great shadows

spring up and flee...

GANDALF

Behold! The great realm and Dwarf city

of Dwarrowdelf! Frodo gasps at the brief

sight of a vast roof, far above

their heads, upheld by many mighty pillars hewn of stone.

Before them stretches a huge empty hall, with black walls,

polished and smooth as glass.

SAM

Well, there's an eye opener and no

mistake!

Ahead of them, a wooden door has been smashed. Black arrows

are embedded in the timbers. Two goblin skeletons lie in the

doorway. Gimli rushes ahead...

GANDALF

Gimli!!

CUT TO:

INT. BALIN'S TOMB, MORIA -- DAY

Gimli rushes into another vast empty chamber... lit with a

narrow shaft of sunlight, beaming in from a small hole near

the roof. Dwarf and Goblin skeletons are piled high. In the

far corner sits a stone walled Well. A shaft of light falls

directly onto a stone table in the middle of the room: a

single oblong block, about 4 feet high, topped with a great

slab of white stone. Gimli falls to his knees...

GIMLI

No...no...oh, no!

Gimli sobs.

Gandalf quietly reads an inscription of runes, carved onto

the white stone slab.

(CONTINUED)

92.

CONTINUED:

GANDALF

"Here lies Balin, son of Fudin, Lord of

Moria." He is dead, then. It's as I had

feared.

Gandalf carefully lifts the rotting remains of a book from

the white stone slab. It has been slashed and stabbed...and

appears to be covered in Dried Blood. The pages crack and

break as he opens it...

LEGOLAS

(urgent whisper to Argorn)

We must move on, we cannot linger.

GANDALF

(reading)

"They have taken the Bridge and the

second hall: we have barred the

gates...but cannot hold them for

long...the ground shakes...drums in the

deep...we cannot get out. A shadow moves

in the dark. Will no- one save us? They

are coming."

Unnerved, Pippin backs away nervously...He stumbles against

the well, sending a precariously balanced Armored skeleton

tumbling in! Merry reaches out, Grabbing hold of Pippin

before he falls. The Fellowship freeze in stunned silence as

the armored skeleton clatters down the deep well...echoing

loudly!

INT. MORIA CAVERNS -- DAY

Gandalf turns angrily on Pippin.

GANDALF

(angry)

Fool of a Took! Throw yourself in next

time and rid us of your stupidity!

ANGLE ON: PIPPIN, CHASTENED.

They fall silent. A low rolling boom rises from the depths

below...growing louder...BOOM...BOOM...as if the caverns of

Moria were turned into a vast drum. A great horn blasts

nearby...Answering horns ... running feet...harsh cries...

Sam's eyes glance at Frodo's belt...

SAM

(worried)

Mr. Frodo!

(CONTINUED)

93.

CONTINUED:

Frodo looks down. A cold blue glow is emanating from Sting's

Scabbard! Frodo draws the Sword...and stares at its glowing

blade!

LEGOLAS

Orcs !

ARAGORN

(to the hobbits)

Get back! Stay close to Gandalf.

Aragorn and Boromir slam and wedge the doors. Boromir

catches sight of something; he turns to Aragorn with shock in

his eyes.

BOROMIR

They have a cave troll!

Gimli snatches up two rusty dwarf axes and leaps onto the

tomb.

GIMLI

(yelling)

Let them come! There is one Dwarf yet in

Moria who still draws breath!

BOOM! The Door bursts open in a shower of wood fragments,

and 20 Goblins charge into the tomb, followed by a huge cave

troll! Gimli ducks a blow and immediately buries his Axes in

2 Goblin helmets. Aragorn and Boromir wade into the mass of

Goblins with their swords. Legolas fires deadly arrows into

Goblin throats, desperately trying to Shield the Hobbits!

Gandalf is clutching his sword and joins in the battle! The

cave troll is sweeping his club at Aragorn...who stumbles

backwards...the huge club descends for the killing

blow...suddenly, in a flash of steel, Boromir's long sword

slices into the Scaly arm of the troll; it rears back,

spewing green blood! Sam is backing up against a wall...a

sword in one hand, a saucepan in the other. In desperation

he swings wildly at a Goblin with a saucepan! It keels

over...Sam looks surprised. He wallops another Goblin and it

too, drops.

SAM

I think I'm getting the hang of this.

The Cave Troll lunges forward, thrusting at Frodo's chest

with his spear.

FRODO

Aragorn! Aragorn!

(CONTINUED)

94.

CONTINUED: (2)

Sam screams as Frodo is lifted off his feet by the spear tip

and slammed against the wall.

ARAGORN

(shocked yell)

Frodo!!

The hobbits go crazy. Sam slashes at the cave troll's knee,

bringing him down...Merry and Pippin jump on him...Legolas

fires an arrow...and the cave troll topples, dead. Aragorn

rushes to Frodo's side as he slumps to the floor...Frodo

appears to be dead. Close on: Gandalf, Aragorn, Hobbits

looking horrified... Suddenly Frodo coughs...takes a huge

breath.

SAM

He's alive!

FRODO

I'm alright. I'm not hurt.

ARAGORN

You should be dead. That spear would've

skewered a wild boar!

GANDALF

I think there's more to this hobbit than

meets the eye.

Frodo open his shirt to reveal the Mithril Vest. The Troll

Spear did not pierce the mithril."

GIMLI

Mithril! You are full of surprises,

Master Baggins.

BOOM. BOOM. BOOM the sound of the drums rings out again!

Gandalf turns to the others.

GANDALF

To the bridge of Khazad-dum!

CUT TO:

INT. DWAROWDELF CHAMBER, MORIA -- DAY

Gandalf leads the fellowship into the huge Dwarrowdelf

Chamber.

GANDALF

This way!

(CONTINUED)

95.

CONTINUED:

They hurry towards a distant door...as Goblins start

scuttling down the Pillars behind them, like cockroaches!

Frodo looks with horror at the overwhelming Goblin army

that's rushing toward them! SUDDENLY! A deafening roar fills

the air! A fiery light dances down the hallway... the

pillars casting eerie shadows. The Goblins freeze. They back

Fearfully away from the approaching beast...melting into the

darkness.

BOROMIR

What is this new devilry?

A HUGE SHADOW, surrounded by flame, falls across the

hall..the ground shakes...an unearthly sound rumbles...

GANDALF

(quietly)

A Balrog..a demon of the ancient world!

This foe is beyond any of you!

(urgent yell)

Run! Quickly!

CUT TO:

INT. STAIRWAY OF KHASAD-DUM, MORIA -- DAY

The BALROG, a massive creature rises from a chasm, a great

40 foot man-beast, with a mane of flames! In one hand is a

blade...like a stabbing tongue of fire; in the other, a WHIP

of many thongs. Aragorn leads the fellowship to the top of a

dizzying stairway...Gandalf follows, leaning heavily on his

staff. Close on: Aragorn looks at Gandalf, concerned.

GANDALF

Lead them on, Aragorn. The bridge is

near.

Aragorn hesitates...Gandalf looks at him.

GANDALF (CONT'D)

Do as I say; swords are no more use here.

THE FELLOWSHIP race down the stairway, Aragorn picks up

Frodo..leaping across a gaping chasm. A NARROW BRIDGE,

spanning a bottomless pit...Gandalf yells to the others:

Aragorn makes to throw Gimli across the Chasm.

GIMLI

Nobody tosses a dwarf! The BALROG smashes

through the wall and spreads its vast

wings.

(MORE)

(CONTINUED)

96.

CONTINUED:

GIMLI (CONT'D)

It swoops down past the Fellowship,

disappearing into a flaming pit!

CUT TO:

INT. BRIDGE OF KHAZAD-DUM, MORIA -- DAY

The Fellowship run into a hall...the floor is split with

fissures that spit flame.

GANDALF

(yelling)

Over the bridge! Fly!

They race towards the slender bridge of stone...without kerb

or rail...at the far end of the hall. The Fellowship

recklessly hurry over the dizzying bridge..but Gandalf... the

last..pauses in the middle of the span...he faces the

Balrog...staff in one hand...Sword in the other! Frodo looks

back in horror:

GANDALF (CONT'D)

You cannot pass!

FRODO

(alarmed yell)

Gandalf!

GANDALF

(yelling)

I am a servant of the Secret Fire,

wielder of the flame of Anor. The dark

fire will not avail you, flame of Udun.

Frodo watches as the Balrog puts one foot on the bridge and

draws up to Full Height, wings spreading from wall-to-wall.

Gandalf is a tiny figure, balanced precariously on the narrow

bridge.

GANDALF (CONT'D)

Go back to the shadow! The BALROG slashes

at Gandalf with its Sword of

flame...Gandalf blocks with his sword...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. Aragorn and

Boromir race forward, swords drawn.

GANDALF CRIES ALOUD as he summons up his LAST RESERVES OF

STRENGTH!

(CONTINUED)

97.

CONTINUED:

He thumps the bridge with his staff...a blinding sheet of

white flame springs up... the staff shatters...the bridge

breaks... right at 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:

in 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

hand on by his fingertips

FRODO

(screaming)

Gandalf!

GANDALF

(fierce)

Fly, you fools!

CLOSE ON: Gandalf lets go his grip and falls away...

following the Balrog into the bottomless Abyss! Frodo cries

out! Boromir scoops him up and carries him away.

FRODO

No!

ARAGORN

Gandalf!

They rush towards an archway.

CUT TO:

EXT. DIMROLL DALE DOOR -- DAY

The Fellowship tumble out of the Great Eastern Gate on to a

grassy sunlit hillside. Sam, Merry, and Pippin fall slowly to

the ground, Sobbing...Aragorn turns to Legolas and Gimli.

ARAGORN

(urgent)

Legolas, get them up!

BOROMIR

Give them a moment...for pity's sake!

ARAGORN

By nightfall these hills will be swarming

with Orcs! We must reach the woods of

Lothlorien. Come, Boromir, Legolas,

Gimli, get them up. On your feet, Sam.

(MORE)

(CONTINUED)

98.

CONTINUED:

ARAGORN (CONT'D)

Boromir glances towards Frodo, then back

at Aragorn. Frodo is walking away, as if

in a daze.

ARAGORN (CONT'D)

Frodo? Frodo!

CLOSE ON: FRODO SLOWLY TURNS...a look of numb shock on his

devastated face. The Fellowship marches on.

CUT TO:

EXT. DIMRILL DALE HILLSIDE--DUSK

Aragorn scours ahead of the company, as they stumble on in

the fading light...in the distance the shimmer of a large

forest can be seen...Lothlorien!

EXT. EDGE OF LOTHLORIEN--DUSK

WIDE ON: The fellowship run across a forest floor strewn with

yellow flowers..above is a roof of golden leaves, held up by

silver pillars...the trunks of huge, grey trees. Gimli looks

nervously around...

GIMLI

Stay close, young hobbits..they say a

Sorceress lives in these woods. An elf-

witch of terrible power. All who look

upon her fall under her spell...

Frodo hesitates...a STRANGE VOICE whispers in his head...

GALADRIEL (V.O.)

Frodo...

GIMLI

And are never seen again!

GALADRIEL (V.O.)

...your coming to us is as the footsteps

of doom. You bring great evil here,

Ringbearer.

SAM

Mr. Frodo?

GIMLI

Well, here's one dwarf she won't ensnare

so easily. I have the eyes of a hawk and

the ears of a fox!

(CONTINUED)

99.

CONTINUED:

The FELLOWSHIP are suddenly surrounded by ARMED ELVES.

Deadly arrows aimed at their heads. HALDIR, the Elvish

captain steps forward... he looks at Gimli with disdain.

HALDIR

The dwarf breathes so loud we could have

shot him in the dark.

ARAGORN

(Elvish: with subtitles)

Haldir of Lorien, we come here for your

help. We need your protection.

GIMLI

Aragorn! These woods are perilous. We

should go back.

HALDIR

You have entered the realm of the Lady of

the Wood. You cannot go back.

Haldir's eyes lock onto Frodo.

HALDIR (CONT'D)

Come, she is waiting.

CUT TO:

EXT. LOTHLORIEN HILLTOP -- DAY

Haldir leads the Fellowship onto a Hill Top. They look with

wonderment at the vista spread before them.

Several miles towards the South, a Large Hill rises out of

the woods. Upon the hill rise many mighty Mallorn Trees,

taller than any others...Nestled high in the crown of the

mallorns is a Beautiful City. It Gleams in the low rays of

the late afternoon sun..green, gold, and silver. To the east

of Caras Galadhon, the Woods of Lorien run down the pale

gleam of Anduin, the great river. Beyond the River, the land

appears flat and empty, formless and vague, until far away,

it rises again like a dark and dreary wall. The Sun that lies

on Lothlorien has not power to enlighten the shadows that lie

beyond.

CUT TO:

INT. CELEBORN'S CHAMBER, CARAS GALADHON -- NIGHT

100.

ANGLE ON: THE FELLOWSHIP

step onto a wide fleet filled with a soft light. The walls

are green and silver, the roof gold and in its midst is the

trunk of the might Mallorn tree, now tapering toward its

crown. Celeborn steps forward to greet the guests. His hair

is long and silver, his face grave and beautiful, with no

sign of age upon it. Next to him stands Galadriel, the Lady

of the Elves. She has hair of deep gold and timeless,

unsurpassed beauty. Celeborn looks hard at Aragorn...

CELEBORN

Eight there are, yet nine there were set

out from Rivendell. Tell me, where is

Gandalf, for I much desire to speak with

him.

Frodo looks at Galadriel, standing silently beside Celeborn.

GALADRIEL (V.O.)

(softly aloud)

...he has fallen into shadow. Galadriel

looks to Aragorn.

GALADRIEL (CONT'D)

The Quest stands upon the edge of a

knife. Stray but a little and it will

fail, to the ruin of all...Yet hope

remains while the company is true.

Galadriel's eyes settle on Sam.

GALADRIEL (CONT'D)

Do not let your hearts be troubled. Go

now and rest for you are weary with

sorrow and much toil. Galadriel's eyes

turn to Frodo...her voice fades.

GALADRIEL (CONT'D)

Tonight you will sleep in peace.

(whispered v/o)

Welcome, Frodo of the Shire... CLOSE ON:

FRODO looks at GALADRIEL. SUDDEN INSERT:

GALADRIEL as she is on the other

side... Powerful, divine...no longer of this world..a

Piercing white light surrounds her.

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

...one who has seen the eye.

CUT TO:

101.

EXT. CARAS GALADHON LAWN -- NIGHT

Gimli, Legolas, Merry, Pippin, Frodo and Sam are in a

pavilion set among the trees near the fountain. They lie on

soft couches as Elves leave food and wine for them. MOURNFUL

SINGING drifts down from the trees above.

LEGOLAS

(sadly)

A lament for Gandalf...

MERRY

What do they say about him?

LEGOLAS

I have not the heart to tell you. For me,

the grief is still too near. Boromir is

sitting alone...Aragorn approaches him.

ARAGORN

Take some rest..these borders are well

protected.

Moonlight catches the trace of tears on Boromir's face.

Aragorn kneels down beside him.

BOROMIR

I will find no rest here. I heard her

voice inside my head...she spoke of my

father and the fall of Gondor, and she

said to me: "Even now, there

BOROMIR (CONT'D)

is hope left. But I cannot see it...it

is long since we had any hope.

CLOSE ON: BOROMIR looks at ARAGORN in despair.

BOROMIR (CONT'D)

My father is a noble man, but his rule is

failing and our..our people lose faith.

He looks to me to make things right...and

I would do it, I would see the glory of

Gondor restored. Have you ever seen it,

Aragorn? The White Tower of Ecthelion,

glimmering like a spike of pearl and

silver, its banners caught high in the

morning breeze...have you ever been

called home by the clear ringing of

silver trumpets?

ARAGORN

I have seen the white city..long ago.

(CONTINUED)

102.

CONTINUED:

Boromir feels Aragorn's love for Minas Tirith and takes

heart,

BOROMIR

One day our paths will lead us there, and

the tower guards shall take up the call

"the Lords of Gondor have returned."

Aragorn returns Boromir's smile...betraying his disquiet

sadness only when Boromir looks away.

CUT TO:

LATER....

The Fellowship are asleep on their beds. Gimli is snoring

loudly. CLOSE ON: BARE FEET tread soundlessly across the

lawn. CLOSE ON: Frodo's eyes flicker open...as if by

instinct. GALADRIEL, her White dress glowing in the

moonlight, glances at him. Frodo follows her...as if drawn by

an invisible force.

CUT TO:

EXT. GALADRIELS GLADE, LORTHLORIEN -- NIGHT

Upon a low stone pedestal, carved like a branching tree, sits

a shallow Silver Basin. Galadriel leads Frodo into the small

Glade.

GALADRIEL

Will you look into the mirror? Frodo

looks with apprehension at the silver

basin.

FRODO

(warily)

What will I see?

Galadriel pours water into the basin from a silver jug...a

glow rises from the water.

GALADRIEL

Even the wisest cannot tell for the

mirror shows many things...things that

were ..things that are...and some things

that have not yet come to pass.

Frodo slowly steps up to the pedestal...he peers into the

glossy surface. The night sky is reflected into the water...

suddenly a figure takes form...the bowed figure of an old

man, clad in white robes. He walks down a long road. Frodo

leans closer to the mirror's surface...

103.

CLOSE ON: GANDALF LIFTS HIS HEAD AND LOOKS DIRECTLY AT FRODO!

FRODO gasps, his face lighting up with hope.

FRODO

(joyous)

Gandalf!

Gandalf looks at Frodo with a fierce intensity. Frodo

reaches out his hand toward the surface of the mirror.

Suddenly the image flares, burning out to white. The vision

shifts...Frodo gasps in horror! The Shire is in ruins! The

image suddenly widens to fill the screen...buildings

burning...bodies strewn about...Dark Shapes of ORCS looting

and destroying...Bag End, billowing in flames! The Party

tree is hacked down. Frodo reels back as the mirror seems to

grow...the nightmarish image sweeps past his head, engulfing

him entirely.

IMAGE: Hobbiton...now an Industrial wasteland! The fields

and trees destroyed...replaced with Brick factories belching

smoke! IMAGE: ORCS brutally herd manacled Hobbits into the

Factories! We see Sam...Merry... and Rosie Cotton. Soot-

stained and sobbing, they disappear into the factory hell-

hole! Suddenly, the mirror goes dark...and out of the black

abyss a single eye grows. CLOSE ON: FRODO IS FROZEN. Unable

to move or cry out. The ring dangles from his neck, inches

above the water...not shimmering with curls of steam. Fire

erupts around the eye... With a Yell, Frodo pushes himself

away from the pedestal and collapses on the ground. Light

instantly fades from the mirror. Frodo comes to his

senses...he is shocked. Galadriel stands still as a statue,

unmoved, untouched by the horror.

GALADRIEL

I know what it is you saw...for it is

also in my mind. It is the future,

Frodo. It is what will come to pass if

you should fail.

Galadriel looks at Frodo intensely...Frodo looks down...in

his hand he is clutching the ring. Frodo looks up at

Galadriel.

GALADRIEL (CONT'D)

The fellowship is breaking. It has

already begun. He will try to take the

ring. You know of whom I speak. One by

one, it will destroy them all.

FRODO (V.O.)

If you ask it of me, I will give you the

One Ring.

(CONTINUED)

104.

CONTINUED:

GALADRIEL

You offer it to me freely...I do not deny

that my heart has greatly desired this.

Galadriel suddenly seems to rise in stature before Frodo's

eyes. Frodo is suddenly afraid of her.

GALADRIEL (CONT'D)

In place of the Dark Lord, you would have

a Queen, not dark, but beautiful and

terrible as the Dawn. Treacherous as the

Sea! Stronger than the foundations of

the earth...all shall love me and

despair! Frodo takes a step away from

Galadriel...

Galadriel suddenly laughs...a slender Elf-woman once more,

clad in simple white, her voice soft and sad.

GALADRIEL (CONT'D)

(gently)

I pass the test.

(laughs)

I will diminish and go into the west and

remain Galadriel. Frodo's confidence

drains away.

FRODO

I cannot do this alone...

GALADRIEL

You are the ring-bearer, Frodo...to bear

a ring of power is to be alone. This task

was appointed to you, and if you do not

find a way, no one will.

Frodo realizes what her message is.

FRODO

Then I know what I must do. It's

just...I'm afraid to do it. Galadriel

kneels down to Frodo's height, staring at

him intently.

GALADRIEL

Even the smallest person can change the

course of the future.

The Ring lies in the palm of Frodo's hand...his fingers close

over it.

CUT TO:

105.

INT. ORTHANC CHAMBER -- DAY

Naked, Lurtz's eyes follow Saruman, alight with a mean

intelligence.

SARUMAN (V.O.)

(smiles)

They were Elves once. Taken by the Dark

Powers ... tortured and mutilated...a

ruined and terrible form of life. And

now...perfected. My fighting Uruk-Hai.

Whom do you serve?

LURTZ

(gutteral rasp)

Saruman.

INT. CAVERNS BELOW ISENGARD -- DAY

QUICK CUTS: LURTZ is quickly armored...Breastplate...Leg

guards, Helmet...a sword is thrust in Lurtz's hand. The URUK-

HAI are smearing themselves in white paint...a creepy

ritualistic ceremony...the white hand of Isengard is smeared

on bodies, faces, and armor. SARUMAN address a crowd of 200

fully armed URUK-HAI.

SARUMAN

Hunt them down. Do not stop until they

are found. You do not know pain. You do

not know fear. You will taste man-flesh.

Saruman turns to Lurtz.

SARUMAN (CONT'D)

(coldly)

One of the Halflings carries something of

great value...bring him to me...alive and

unspoiled...kill the others.

EXT. ISENGARD -- DAY

Lurtz is leading 200 URUK-HAI out of Isengard..they run fast,

their powerful legs carrying them at speed.

EXT. SILVERLODE RIVER BANK--DAWN

The Fellowship are in small elven boats. They row away from

the Lothlorien Shore into the Silverlode river. Elves

quietly watch them depart. Galadriel gives Frodo a small

Crystal Phial.

GALADRIEL

Farewell, Frodo Baggins. I give you the

light of Earendil, our most beloved star.

(CONTINUED)

106.

CONTINUED:

As the Fellowship's boats drift past, Galadriel stands alone,

watching from the banks of the river. In his head, Frodo

still hears her voice...

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

May it be a light for you in dark places,

when all other lights go out.

EXT. RIVER ANDUIN -- DAY

The boats pass into the great river Anduin. The Three Elven

boats carry the Fellowship steadily southward. Green trees

slowly give way to a brown and withered land.

EXT. FOREST -- DAY

The Uruk forces are running through the trees with deadly

purpose.

EXT. RIVER ANDUIN -- DAY

A flock of birds circle high above, Black against the pale

sky. Aragorn watches them with concern.

EXT. PILLARS OF THE KINGS, RIVER ANDUIN--DAWN

The Three Elven boats drift slowly through the steep rocky

gorge in the Pre-dawn light. CLOSE ON: ARAGORN, slowly

paddling in the stern.

ARAGORN

(quietly)

Frodo.

Frodo slowly looks up, his eyes widening with amazement. Wide

on: Two enormous rock statues, towering like 300 foot

pinnacles on either side of the river...carved images of

Gondorian kings of old. They loom over the boats with power

and majesty.

ARAGORN (CONT'D)

The Argonath...

Close on: Aragorn...strangely moved by the beauty of the

silent sentinels. He speaks, almost as if to himself.

ARAGORN (CONT'D)

(deeply moved)

Long have I desired to look upon the

kings of old...my kin.

The fellowship stare in stunned silence as the current takes

them through the narrow gap between the Statues' feet.

(CONTINUED)

107.

CONTINUED:

Wide on: Craning up past the statues vast crumbling heads, to

reveal a large lake only a mile down river...

EXT. SHORE OF NEN HITHOEL -- DAY

ANGLE ON: THE FELLOWSHIP

As they leap out of the boats and clamber onto the wooded

shore.

ARAGORN

We cross the lake at nightfall, hide the

boats and continue on foot..we approach

Mordor from the North.

GIMLI

(gloomy)

Oh, yes, just a simple matter of finding

our way through Emyn Muil, an impassable

labyrinth of razor sharp rocks. And

after that gets even better...a

festering, stinking marshland, far as the

eye can see.

ARAGORN

That is our Road...I suggest you take

some rest and recover your strength,

Master Dwarf.

GIMLI

(indignant)

Recover my...

Legolas turns to Aragorn with urgency.

LEGOLAS

We should leave now.

ARAGORN

No. Orcs patrol the Eastern shore. We

must wait for cover of darkness.

LEGOLAS

It is not the Eastern shore that worries

me.

Legolas casts a glance around into the Parth Galen forest...

LEGOLAS (CONT'D)

A shadow and a threat has been growing in

my mind. Something draws near, I can

feel it.

(CONTINUED)

108.

CONTINUED:

Aragorn looks at Legolas, knowing full well what he means.

Sam has slumped asleep...Merry dumps a small pile of kindling

at Gimli's feet...

MERRY

Where's Frodo?

Sam sits up with a start...Aragorn's head snaps round..his

eyes fly to Boromir's shield which lies abandoned by his camp

bed. CLOSE ON: ARAGORN.... as he realizes Boromir has gone!

EXT. SLOPES OF AMON HEN -- DAY

Frodo is walking beneath the trees...lost in thought. His

feet hit the rough edge of an ancient stone slab...his eyes

follow an overgrown path towards stone stairs leading to the

summit of Amon Hen...the seeing seat. A CRACKLING SOUND!

Frodo freezes....

BOROMIR

(quietly)

None of us should wander alone; you least

of all. So much depends on you...Frodo?

Frodo turns slowly...he stares at Boromir, tense, cautious.

BOROMIR (CONT'D)

I know why you seek solitude. You

suffer, I see it day by day. Are you

sure you do not suffer needlessly?

Frodo stands silent for a moment..the murmur of the Wind in

the trees and the distant roar of the falls of Rauros can be

heard

BOROMIR (CONT'D)

Let me help you. There are other ways,

Frodo..other paths that we might take.

FRODO

I know what you would say, and it would

seem like wisdom but for the warning of

my heart.

BOROMIR

Warning? Against what?

Boromir has started forward towards Frodo, he pulls himself

up.

(CONTINUED)

109.

CONTINUED:

BOROMIR (CONT'D)

We are all afraid, Frodo. But to let that

fear drive us to destroy what hope we

have...don't you see that is madness?

FRODO

There is no other way.

BOROMIR

I ask only for the strength to defend my

people.

(angrily drops the wood he has

collected)

If you would but lend me the ring...

FRODO

No. . .

Frodo steps hurriedly away from Boromir.

BOROMIR

Why do you recoil? I am no thief.

FRODO

(wary)

You are not yourself.

BOROMIR

What chance do you think you have? They

will find you, they will take the ring

and you will beg for death before the

end.

Frodo turns to leave.

BOROMIR (CONT'D)

You fool! It is not yours save by

unhappy chance...it might have been mine.

It should be mine. Give it to me! Give

me the ring.

Boromir leaps on top of Frodo, grasping for the ring! Frodo

has only moments to act. Frodo rips the ring from around his

neck..and rams it on his finger.

FRODO DISAPPEARS

Boromir spins wildly around, yelling into

thin air!

BOROMIR

I see your mind...you will take the ring

to Sauron. You will betray us! You go to

your death and the death of us all.

(MORE)

(CONTINUED)

110.

CONTINUED: (2)

BOROMIR (CONT'D)

Curse you! Curse you and your Halflings!

Boromir stumbles and falls. His body

shakes as if in the Throes of a

fit...slowly he comes to.

BOROMIR (CONT'D)

(Disoriented)

Frodo! Frodo! What have I done. Please,

Frodo...

EXT. SEEING SEAT -- DAY

IN THE TWILIGHT WORLD:

FRODO races through the misty twilight world, past the foggy

shapes of twisted trees. Somewhere behind him, Boromir's

distraught voice carries from another dimension:

BOROMIR (O.S.)

I'm sorry, Frodo...Frodo...

Frodo suddenly finds himself on the stone steps...he clambers

up the stairs, onto a high seat, perched on four stone

pillars. Frodo cowers on the seat, like a lost child upon the

throne of mountain kings. The world of mist swirls around

him. Frodo peers out from the seat...the world seems to

shrink. In all directions, Views of far off lands telescope

towards him through the mist. IMAGES: ORCS spilling out of

holes in the misty mountains... flames rising from

Mirkwood...grim faced easterlings march to war...black ships

sailing into the south. All the power of the Dark Lord is in

motion. Frodo moves his gaze towards the east...fire explodes

against the smoke, as a huge mass of black battlements fills

Frodo's vision. A mountain of iron, immeasurably strong,

tower of adamant: Barad-dur, FORTRESS OF SAURON!

SUDDENLY! SAURON'S EYE LEAPS TOWARD FRODO LIKE A FINGER OF

LIGHT.

SAURON (V.O.)

(IN BLACK SPEECH)

They will fall! Frodo leaps off the seat, and tumbles down

the stairs! The eye sweeps Amon Hen like a searchlight,

seeking its ring! With a huge effort, Frodo wrenches the ring

off his finger...

EXT. SUMMIT OF AMON HEN -- DAY

Frodo lies gasping on the summit of Amon Hen...below the

ancient ruins of the seeing seat.

111.

AT THAT MOMENT: A BLACK BOOT STEPS INTO SHOT!

Frodo looks up as Aragorn towers over him.

ARAGORN

Frodo?

FRODO

(numb)

It has taken Boromir. ARAGORN moves

towards Frodo...

ARAGORN

(urgent)

Where is the ring?

Frodo backs away from Aragorn...Aragorn is shocked by the

movement.

FRODO

Stay away!

ARAGORN

Frodo...I swore to protect you.

FRODO

Can you protect me from yourself?

Frodo uncurls his fist...in is palm lies the ring! It

glints, gold and beautiful in the afternoon sun...Aragorn's

eyes are drawn to it.

FRODO (CONT'D)

Would you destroy it?

ARAGORN

(kneeling to Frodo)

I would have gone with you to the end...

into the very fires of Mordor.

FRODO

I know...Look after the others,

especially Sam...he will not understand.

Aragorn freezes! He draws his sword.

ARAGORN

(urgent)

Go, Frodo!

Frodo hesitates.

(CONTINUED)

112.

CONTINUED:

ARAGORN (CONT'D)

(yells)

Run! Run!!

Frodo backs away into the trees...as 200 URUK-HAI SWARM onto

Amon Hen behind Aragorn!

Aragorn attacks the leading URUK-HAI like a madman... he

brings two down with his sword...leaping into the ruins as

others close in on him. Frodo scrambles down the hillside,

away from the fight. Aragorn battles the URUK-HAI, amongst

the pillars and blocks of Amon Hen. Despite his bravery, he

is quickly surrounded... SUDDENLY: ELVEN ARROWS smash into

the URUK-HAI. Legolas races out of the woods, firing his bow.

Gimli leaps into the battle, wielding his might axe.

EXT. PARTH GALEN HILLSIDE -- DAY

Frodo is darting down the steep hillside as heave feet

thunder down behind him.

SAM

Mr. Frodo!

Sam looks around for Frodo. CLOSE ON: LURTZ ordering his

URUKS.

LURTZ

Find the Halflings ... find the

halflings!

Frodo stumbles and falls...quickly he crawls behind a

tree...above him the sound of Uruk-Hai crashing through the

forest rings out.

MERRY (O.S.)

(urgent whisper)

Frodo!

Frodo turns to see Merry and Pippin hidden in a hollow, a few

feet away.

MERRY (CONT'D)

Hide here, quick!

PIPPIN

Come on...

Frodo looks at his friends... slowly shakes his head, a great

sadness in his eyes...

PIPPIN (CONT'D)

What's he doing?

(CONTINUED)

113.

CONTINUED:

Merry's eyes meet Frodo's. Understanding.

MERRY

(softly)

He's leaving.

PIPPIN

No!

Pippin stands and makes a move toward Frodo...Merry grabs at

his arm.

MERRY

Pippin!

THE ECHO OF BOROMIR'S HORN reaches Aragorn, Legolas, and

Gimli...they are battling their way down the Slopes towards

the lake.

LEGOLAS

The horn of Gondor!

ARAGORN

Boromir!

Aragorn desperately slashes his way towards Boromir, felling

URUK-HAI in his path...while Legolas and Gimli fight a rear

guard action. MANY URUK-HAI fall to Boromir's sword as he

tries to protect Merry and Pippin...

BOROMIR

Run! Run!

Lurtz takes aim. A black arrow suddenly thuds into Boromir's

chest. Amazingly, Boromir continues fighting, but another

arrow...and another, brings him to his knees. Merry and

Pippin are scooped off their feet by URUK-HAI.

MERRY & PIPPIN

Aaaaagh! Boromir! Boromir!

Lurtz aims his bow at Boromir's heart... suddenly Aragorn

charges at him, smashing the Bow with his sword. They lock

into a deadly battle. Aragorn cuts Lurtz down and races

towards Boromir, who lies slumped against a tree...URUK-HAI

arrows sticking out of his chest. At least 20 dead URUK-HAI

lie heaped around Boromir. His horn lies at his feet...Cloven

in two.

BOROMIR

(painful gasp)

They took the little ones...

(MORE)

(CONTINUED)

114.

CONTINUED: (2)

BOROMIR (CONT'D)

Aragorn quickly tries to staunch the flow

of Blood from Boromir's shoulder.

BOROMIR (CONT'D)

(panicked)

Frodo...where is Frodo?

ARAGORN

I let Frodo go.

Boromir holds Aragorn's gaze.

BOROMIR

Then you did what I could not. I tried

to take the ring from him.

ARAGORN

The ring is beyond our reach now.

BOROMIR

Forgive me, I did not see..I have failed

you all.

ARAGORN

No, Boromir. You fought bravely. You

have kept your honor. Aragorn tries to

bind Boromir's wound.

BOROMIR

Leave it! It is over...the world of Men

will fall and all will come to darkness

and my city to ruin..Aragorn..

ARAGORN

I do not know what strength is in my

blood, but I swear to you... I will not

let the White City fall, nor your people

fail...

BOROMIR

Our people...our people...

Aragorn places Boromir's sword in his hand. Boromir's

fingers tighten around the hilt.

BOROMIR (CONT'D)

I would have followed you, my

brother...my captain, my King. Aragorn

lays Boromir down. He is dead.

ARAGORN

Be at peace, son of Gondor. Aragorn bends

and Kisses Boromir's forehead.

(MORE)

(CONTINUED)

115.

CONTINUED: (3)

ARAGORN (CONT'D)

Legolas and Gimli appear behind

him...Aragorn stands.

ARAGORN (CONT'D)

They will look for his coming from the

white tower...but he will not return.

EXT. SHORE OF NEN HITHOEL -- DAY

On the lakeshore Frodo stands in front of one of the Elvish

Boats, the ring in his palm. A distraught Sam...running as

hard as he can through the forest...

SAM

Mr. Frodo!

Close on: Frodo looks to the far side of the river...the

camera moves in on the ring.

FRODO (V.O.)

I wish the ring had never come to me..I

wish none of this had happened...

Tears fall down Frodo's face...

GANDALF (V.O.)

So do all who lie to see such times...but

that is not for them to decide. All we

have to decide is what to do with the

time that is given us.

With renewed determination, Frodo tucks the ring inside his

vest pocket. The small figure of Frodo pushing the Elvish

boat into the water... Sam bursts through the trees and runs

toward the lake...Frodo is already paddling away.

SAM

(anguished)

Not alone, Frodo. Mr. Frodo! Frodo, in

the boat, paddling steadfastly away from

the

shore..tears in his eyes..the voice of Sam carried on the

wind. Frodo whispers to himself

FRODO

No, Sam.

Sam looks at the water...then at the boat.

SPLASH! FRODO turns to see Sam launching himself into the

water.

(CONTINUED)

116.

CONTINUED:

FRODO (CONT'D)

Go back,Sam. I'm going to Mordor alone.

Sam splashes hopelessly toward the boat.

SAM

Of course you are...and I'm coming with

you!

FRODO

You can't swim.

Sam starts to go under, spluttering and coughing...Frodo

drops his paddle and scrambles backwards in the boat...

FRODO (CONT'D)

(frightened)

Sam!

Sam is underwater...hands flailing helplessly as he sinks.

Close on: Frodo's hand grasping Sam's... Frodo pulls a

bedraggled and half drowned Sam into the boat. Frodo and Sam

look at each other, out of breath, tears and water streaming

down both their faces.

SAM

I made a promise, Mr. Frodo...a promise.

(fierce passion)

"Don't you leave him, Samwise Gamgee."

(sobs)

And I don't mean to...I don't mean to.

FRODO

(crying)

Oh, Sam!

Frodo starts to laugh through his tears...the two friends

hug.

FRODO (CONT'D)

Come on then..

The two Hobbits row through the water...

EXT. FALLS OF RAUROS AERIAL -- DAY

Slow motion: Looking down on swiftly flowing

water...Boromir's body slides under camera.

He is lying in one of the boats, his arms across his

chest..his broken horn at his side. Suddenly... the boat

drops away from camera...as it plunges over the massive falls

of Rauros, disappearing into the vapor below.

(CONTINUED)

117.

CONTINUED:

LEGOLAS

If we are quick, we will catch Frodo and

Sam before nightfall.

Aragorn looks towards the far shore; Frodo and Sam's small

Boat can be seen lying on the distant Riverbank as Frodo and

Sam make off into the forest beyond. He doesn't react.

Legolas turns and looks at Aragorn.

LEGOLAS (CONT'D)

You mean not to follow them...

ARAGORN

Frodo's fate is no longer in our hands.

GIMLI

Then it has all been in vain...the

fellowship has failed.

ARAGORN

Not if we hold true to each other. We

will not abandon Merry and Pippin to

torment and death, not while we have

strength left.

Aragorn pulls a HUNTING KNIFE out of his pack and straps it

on.

ARAGORN (CONT'D)

Leave all that can be spared behind...

CLOSE ON: ARAGORN..a steely light in his

eye.

ARAGORN (CONT'D)

(grimly)

We travel light. Let's hunt some Orc.

GIMLI

Yes! Ha!

Aragorn, Legolas, and Gimli disappear into the Woods,

following the URUK-HAI trail.

EXT. EMYN MUIL HILLTOP -- DAY

Frodo and Sam scramble onto a high ridge.

A distant line of Saw toothed mountains below a dark,

oppressive sky. Black volcanic smoke rises behind the

mountains....MORDOR!

(CONTINUED)

118.

CONTINUED:

FRODO

Mordor! I hope the others find a safer

road.

SAM

(simply)

Strider'll look after them.

FRODO

I don't suppose we'll ever see them

again.

SAM

We may yet, Mr. Frodo. We may.

FRODO

Sam?

Frodo looks at Sam with great affection..despite the grim

outlook, Sam is undeterred...

FRODO (CONT'D)

I'm glad you're with me.

WIDE ON: THE TWO HOBBITS SETTING OFF TOWARD MORDOR.

THE END