

THE LORD OF THE RINGS: THE TWO TOWERS

Screenplay by
Peter Jackson, Fran Walsh and Philippa Boyens.

Based on "The Lord of The Rings" trilogy by
J.R.R Tolkien.

Transcription credits

Accela, Aina, Bad burn, Bridget Chubb,
Brionn Equus (Lochrann), Drusilia, Elf
Lady, Éowyn Unquendor, Feanari, Finafyr,
Flourish, Galadriel, Heri, Julamb,
JustinsIce (Mdjasrie),
Kazren, Krystal, LadyÉowynKenobi, Lady
Evenstar, Legolas' Bow, Lithorose, Melody,
Mormegil, Nilmandra, Padfoot, Penwiper,
Pilgrim Grey, Primula Baggins, Randy
Savage, Samwise the Brave, Sirius Black,
Tethra, The Lidless Eye, Turnar, Xyla,
Yaksha

Elvish dialogue from The Elvish Linguistic
Fellowship.

[TITLE: THE LORD OF THE RINGS]

[Camera pans over the Misty Mountains
as voices drift in from the background.]

GANDALF

You cannot pass!

FRODO

Gandalf!

GANDALF

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

[Camera pans closer to the mountain
side.]

GANDALF

Argh! Go back to the shadow. The Dark
Fire will not avail you, Flame of Udûn!
[Camera zooms in through the mountain
and focuses on Gandalf and the Balrog
on the bridge of Khazad-dûm. The Balrog
strikes down on Gandalf with its flaming
sword. Gandalf parries the blow with
Glamdring, shattering the Balrog's sword.]
YOU... SHALL NOT... PASS!!!

[Gandalf strikes his staff onto the bridge. As the Balrog steps forward, the bridge collapses from under it and the demon plunges backward into the chasm. Gandalf, exhausted, leans on his staff and watches the Balrog fall then turns to follow the others. At the last minute, the flaming whip lashes up from the depths of the abyss and winds around Gandalf's ankle, dragging him over the edge. He clings onto the bridge but is straining to keep his grip.]

GANDALF

Argh!

[Frodo rushes forward but Boromir restrains him.]

BOROMIR

No! No!

FRODO

Gandalf!

GANDALF

Fly, you fools!

[Gandalf loses his grip and falls into the chasm]

FRODO

Noooooooooooooooooooo!!!!

[Gandalf loses his grip and falls into the chasm]

FRODO

[Calls after Gandalf as he falls into the abyss] Gaaandaaaaalf!!

[Gandalf falls after the Balrog and grabs hold of his sword Glamdring on his way down. As they continue to plunge into the depths, Gandalf hacks away at the Balrog even as it thrashes and bounces off the walls. They continue to plunge at great speed, sometimes with Gandalf clinging to the horn of the demon. The battling pair then falls into an enormous cavern and plunges into the water. Just then Frodo awakens as if from a nightmare.]

FRODO

Gandalf!

SAM

What is it, Mr. Frodo?

FRODO

Nothing. Just a dream. [Lies back down.]

[Frodo and Sam climbs over the rocky terrain Emyr Muil. They look into the distance at the Mountain of Fire.]

SAM

Mordor. The one place in Middle-earth we don't want to see any closer, and the one place we're trying to get to. It's just where we can't get. Let's face it, Mr. Frodo, we're lost. I don't think Gandalf meant for us to come this way.

FRODO

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

[Suddenly Frodo feels and sees the Eye zooming in on him. He gasps and pants as he backs away.]

SAM

Mr. Frodo? It's the Ring, isn't it?

FRODO

It's getting heavier. [Clutches the Ring by his chest and sits down, still panting. He then fumbles for his water bottle and takes a sip.]

FRODO

What food have we got left?

SAM

Well, let me see. [He takes out a package of lembas bread from his pack] Oh yes, lovely - Lembas bread. And look! [He digs deeper into his pack] More lembas bread.

[Sam shows another package. He then breaks off a piece and tosses it to Frodo, and munches on a piece himself.]

SAM

I don't usually hold with foreign food, but this Elvish stuff, it's not bad.

FRODO

[smiles] Nothing ever dampens your spirits, does it Sam?

[Sam smiles back, and then looks ominously towards Mordor.]

SAM

Those rain clouds might.

[They continue trekking through difficult terrain, often huddling underneath their cloaks.]

SAM

[Looks around] This looks strangely familiar.

FRODO

[Exasperated] It's because we've been here before! We're going in circles.

SAM

Ah! What's that 'orrid stink? I'll warrant there's a nasty bog nearby. Can you smell it?

FRODO

Yes. I can smell it. [Drops to a whisper] We're not alone.

[NIGHTTIME]

Frodo and Sam are sleeping. A dark shape appears on top of the cliff. The creature Gollum has appeared and is making his way down to the hobbits.]

GOLLUM

The thieves! The thieves! The filthy little thieves! Where is it? Where isss it? They stole it from us. My preciousss. [Gollum creeps closer and closer.] Curse them! We hates them! It's ours, it is... and we wantssss it!

[Gollum reaches out his hand towards the hobbits. Suddenly the hobbits spring up, grab hold of Gollum's arms and pull him down. Amidst the struggle, Gollum wriggles loose and leaps onto Frodo. As Frodo falls back, the chain and Ring around his neck is revealed and Gollum jumps straight for the Ring. Sam tries to grab at him but is knocked away. Gollum now jumps on top of Frodo and tries to reach for the Ring even as Frodo grabs his hands and tries to push him away. Gollum's cheeks puff with exertion as he struggles with Frodo, his enormous eyes fixed on the Ring. Sam grabs hold of Gollum again and tears him away from Frodo. Gollum then turns around and bites Sam on the shoulder, wriggles around and clasps his arms around Sam's neck and legs around his waist in a death grip. Frodo unsheathes Sting and holds it to Gollum's throat.]

FRODO

[menacingly] This is Sting. You've seen

it before, haven't you... Gollum! Release him or I'll cut your throat!

[Slowly, Gollum loosens his grip on Sam and as the latter disentangles himself, Gollum wails. In the next scene, Gollum is being dragged with Sam's Elvish rope around his neck, wailing and writhing in pain.]

GOLLUM

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

SAM

Quiet you!

[Sam tugs fiercely at the rope. Gollum cries some more and collapses onto his back. Sam turns to Frodo in dismay.]

SAM

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

GOLLUM

No! That would kill us! Kill us!

SAM

It's no more than you deserve!

FRODO

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

GOLLUM

[Begging] We be nice to them if they be nice to us. Take it off us. We swears to do what you wants. We swears.

FRODO

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

GOLLUM

We swears to serve the master of the preciousss. We swears on... on the precious.
Gollum. Gollum.

FRODO

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

GOLLUM

Yes... on the preciousss. On the preciousss.

SAM

I don't believe you! [Gollum backs away, frightened, and climbs onto a boulder]

Get down! I said, down!

[Sam jerks strongly at the rope as Gollum tries to get away from him. He crashes onto the ground, choking.]

FRODO

Sam!

SAM

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

[Gollum lies panting and holding his throat. He backs away, frightened, as Frodo approaches him.]

FRODO

You know the way to Mordor?

GOLLUM

[nods warily] Yes...

FRODO

You've been there before?

GOLLUM

[nods again] Yes...

[Frodo reaches out and takes the rope noose off Gollum's neck. Gollum seems surprised and relieved.]

FRODO

You will lead us to the Black Gate.

[Gollum scrambles off in the direction of Morannon and the hobbits follow in his wake.]

[A band of Uruk-hai marches across the plain, with two hobbits bound to the backs of two Uruk-hai. Pippin tries to call to Merry, who is unconscious with a gash on his right brow.]

PIPPIN

Merry. Merry! [He receives no response.]

[Suddenly, an Uruk-hai puts up his hand and signals a stop.]

UGLÚK

What is it? What do you smell?

MAN-FLESH URUK

[sniffs the air] Man-flesh.

PIPPIN

[quietly to himself] Aragorn!

UGLÚK

They've picked up our trail! Let's move!

[The Uruk-hai quicken their pace. Pippin struggles to reach his Elven brooch with his teeth. He then tears it off his cloak and drops it onto the ground. A foot stomps onto the brooch but it remains unbroken and visible on the grass.]

[Aragorn is lying with his eyes closed and ear pressed to the ground, listening for the sound of footsteps.]

ARAGORN

Their pace has quickened. [He looks up.] They must have caught our scent. Hurry! [He runs off.]

LEGOLAS

Come on, Gimli! [Looks back at Gimli and then runs after Aragorn]

GIMLI

[pauses in his steps and huffs] Three days' and nights' pursuit. No food. No rest. And no sign of our quarry but what bare rock can tell. [Runs after his companions.]

[The Three Hunters run across rocks and plains, with Aragorn in the lead, followed by Legolas and Gimli. From time to time, Legolas looks back to make sure that Gimli is keeping up. Aragorn suddenly bends down to pick up an Elven brooch from the ground.]

ARAGORN

Not idly do the leaves of Lórien fall.

LEGOLAS

[stops and turns to Aragorn.] They may yet be alive.

ARAGORN

Less than a day ahead of us. Come! [Runs off again]

[Gimli stumbles from behind some rocks and rolls to the ground]

LEGOLAS

Come, Gimli! We are gaining on them!

GIMLI

[Panting] I am wasted on cross-country!
We dwarves are natural sprinters! Very
dangerous over short distances!

[The trackers come over a hill and pause
as they gaze across the plains below.]

ARAGORN

Rohan. Home of the horse-lords. There
is something strange at work here. Some
evil gives speed to these creatures,
sets its will against us.

[Legolas runs ahead and looks out to
the horizon.]

ARAGORN

Legolas, what do your Elf eyes see?

LEGOLAS

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

ARAGORN

Saruman.

[The tower of Orthanc stands amidst
the smoking caverns of Isengard. Saruman
stands in his chamber, communicating
with the Dark Lord through the Palantír.]

SARUMAN (V.O.)

The world is changing. [View changes
to the tower of Barad-dûr, with its
huge Orc armies on a bridge.] Who now
has the strength to stand against the
armies of Isengard and Mordor? To stand
against the might of Sauron and Saruman
and the union of the two towers?

[Camera pans upwards along the height
of the tower of Barad-dûr until the
flaming Eye is in view.]

SARUMAN (V.O.)

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

[The trees around Isengard are being
ripped down, chopped up and used to
feed huge furnaces. The caverns of Isengard
glow with the fires of industry, sounds
of hammering fill the air and molten
iron is poured into casts to forge weapons.]

SARUMAN (V.O.)

The old world will burn in the fires of industry. The forests will fall. A new order will rise. We will drive the machine of war with the sword and the spear and the iron fists of the Orc. We have only to remove those who oppose us.

[Saruman stands in the midst of a gathering of Dunlanders.]

SARUMAN

The horsemen took your land. They drove your people into the hills to scratch a living off rocks.

DUNLAND MAN

Murderers!

SARUMAN

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

CROWD

[Roars with approval] Argh!!

[They stomp off to destroy the villages of Rohan as Saruman stands coldly still among the stampede. A Rohan village is in pandemonium as people try to escape the on-coming pillage.]

SARUMAN (V.O.)

It will begin in Rohan. Too long have these peasants stood against you. But no more.

[A woman with her hand on a horse calls out to her children.]

MORWEN

Éothain! Éothain! You take your sister. You'll go faster with just two.

FREDA

[As Morwen puts her onto the horse in front of her brother] Papa says Éothain must not ride Garulf, he is too big for him!

MORWEN

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

ÉOTHAIN

Yes, Ma!

FREDA

[starts to cry] I don't wanna leave! I don't wanna go, Mama!

MORWEN

Freda, I will find you there.

[A woman screams]

MORWEN

Quickly!

[The children ride off.]

MORWEN

[Looks after them] Go child!

[Dunlanders and Uruk-hai enter the village, burning everything in sights as the Rohirrim scream and run in all directions. Éothain and Freda weep as they look back from a distance.]

SARUMAN (V.O.)

Rohan, my lord, is ready to fall.

[A group of horsemen ride to Edoras. Éomer is in the lead, carrying a gravely wounded Théodred.]

[Éowyn runs hastily up the stairs to the Golden Hall and enters a bedchamber. She runs to the bed.]

ÉOWYN

Théodred!

[Théodred seems to hear her call but is unable to respond. He has a bloody gash on the side of his head. Éomer nods to Éowyn in the direction of Théodred's torso. Éowyn draws back the covers and upon seeing Théodred's fatal wound, her lips tighten and eyes close. She looks up to catch Éomer's eye.]

[Éomer and Éowyn are speaking to Théoden-king who sits motionless on his throne, wizened, and aged beyond his years.]

ÉOWYN

Your son is badly wounded, my lord.

ÉOMER

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

GRÍMA

That is a lie! [Appears from the shadows.] Saruman the White has ever been our friend and ally.

THÉODEN

[mumbles feebly] Gríma... Gríma... [Gríma leans down close to the King.] My son...?

Gríma...?

ÉOMER

Orcs are roaming freely across our lands.
Unchecked. Unchallenged. Killing at
will. Orcs bearing the white hand of
Saruman. [He drops a helmet onto the
ground, which topples over to reveal
the white hand of Saruman.]

GRÍMA

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

ÉOMER

War-mongering?

[Éomer grabs Gríma and pins him against
a pillar.]

ÉOMER

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

[Gríma's eyes flicks to right, watching
Éowyn as she walks by. Éowyn stops to
stare back for a moment before departing
from the hall. Éomer jerks Gríma again
and clutches his hand around Gríma's
jaw.]

ÉOMER

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

[Gríma's eyes look to the left and relax
as Éomer is suddenly pulled off Gríma
by his thugs.]

GRÍMA

You see much Éomer, Son of Éomund. Too
much. [The thugs punch Éomer n the stomach]
You are banished forthwith from the
kingdom of Rohan. Under pain of death!

ÉOMER

[Being dragged away] Argh!!

[Uruk-hai and Orcs continue to march
across the plains with their hobbit
captives, with Aragorn, Legolas, and
Gimli hot on their pursuits.]

GIMLI

Keep breathing! That's the key! Breathe!

Ho!

LEGOLAS

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

[They continue running over vast distances. The Uruk-hai and Orcs halt at nightfall, many panting with exertion.]

MORDOR ORC

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

UGLÚK

Get a fire going!

[As the Orcs and Uruk-hai take their rest, Pippin crawls over towards Merry.]

PIPPIN

Merry! Merry!

MERRY

[opens his eyes] I think... we might have made a mistake leaving the Shire, Pippin.

[A group of Orcs chops down the trees nearby for firewood. Low groans and rumbles start to emerge from the forest.]

PIPPIN

What's making that noise?

MERRY

[looks towards the forest] It's the trees.

PIPPIN

What?

MERRY

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

PIPPIN

Alive?

MERRY

Trees that could whisper. Talk to each other. Even move.

MAÚHUR

I'm starving. We ain't 'ad nothin' but maggoty bread for three stinkin' days!

SNAGA

Yeah. Why can't we have some meat? [His eyes rest on the hobbits.] What about them? They're fresh.

UGLÚK

They are not for eating!

GRISHNÁKH

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

UGLÚK

[Shoves at the Orcs] Get back, scum!

[The other Orcs are getting restless.]

MORDOR ORC

Carve them up!

SNAGA

[Moves towards the hobbits with his blade drawn] Just a mouth full.

UGLÚK

No!

[Pippin and Merry recoil in fright. Uglúk jumps on the Orc and cuts off his head, which bounces off the hobbit's shoulders.]

UGLÚK

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

[The Uruk-hai and Orcs cheer and started tearing into the fresh meat, intestines flying, taking their eyes off the hobbits for a while.]

MERRY

Pippin, let's go.

[Their hands still bound, the hobbits try to crawl away. Suddenly a foot comes down on Merry and Pippin is turned onto his back.]

GRISHNÁKH

[Brandishing a blade in front of Pippin's face] Go on, call for help. Squeal! No one's gonna save you now!

[Suddenly, a spear pierces the Orc's back. Mayhem ensues as Riders of Rohan burst out from their hiding places and ambush the Orcs.]

MERRY

Pippin! [Gestures for them to make their

escape.]

[The hobbits try to escape from the pandemonium to the forest, dodging bodies and stomping feet. Suddenly Pippin turns onto his face and looks up to a pair of thrashing hooves bearing down on him.]

PIPPIN

ARGH!!!

[The Three Hunters are still chasing after the Uruk-hai. It is dawn.]

LEGOLAS

[Pauses and looks up] A red sun rises. Blood has been spilled this night.

[Camera pans over the rock and plains, alternating between the band of Uruk-hai and the Three Hunters giving chase. The trackers hear the sound of horses. Aragorn and company hide behind some boulders. A large group of horse-men appears, galloping quickly with their banners flying. Aragorn comes out of hiding as they pass, followed by Legolas and Gimli.]

ARAGORN

Riders of Rohan, what news from the Mark?

[At a signal from Éomer at the lead, the riders make a quick turn and head towards them, surrounding them in ever-tightening circles. As they stop, they point their long spears menacingly at them.]

ÉOMER

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

GIMLI

Give me your name, Horsemaster, and I shall give you mine.

[Éomer hands his staff to another rider, and gets off his horse. Aragorn puts a hand on Gimli's shoulder.]

ÉOMER

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

[Legolas, in a lightning fast move, points an arrow at Éomer.]

LEGOLAS

You would die before your stroke fell!

[The riders all point their spears closer at the travellers. After a tense moment, Aragorn pushes down Legolas' arm.]

ARAGORN

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

ÉOMER

Théoden no longer recognizes friend from foe. [Takes off helmet] Not even his own kin.

[The spears are withdrawn.]

ÉOMER

Saruman has poisoned the mind of the king and claimed lordship over these lands. My company are those loyal to Rohan. And for that, we are banished. The White Wizard is cunning. He walks here and there, they say, as an old man, hooded and cloaked. And everywhere his spies slip past our nets.

ARAGORN

We are not spies. We track a party of Uruk-hai westward across the plain. They've taken two of our friends captive.

ÉOMER

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

GIMLI

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

ARAGORN

They would be small - only children to your eyes.

ÉOMER

We left none alive. We piled the carcasses and burned them. [Points to a smoking pile in the distance.]

GIMLI

Dead?

ÉOMER

[nods] I am sorry.

[Legolas puts a hand on Gimli's shoulder

in grief. Éomer turns and whistles.]

ÉOMER

Hasufel! Arod! [Two horses move up.]
May these horses bear you to better
fortune than their former masters. Farewell.

[Éomer puts on his helmet and gets back
on his horse]

ÉOMER

Look for your friends. But do not trust
to hope, it has forsaken these lands.
[To the riders] We ride north!

[Aragorn, Legolas and Gimli look on
as the Riders go off. They then ride
towards the burning carcasses. Gimli
starts to shift through the smoldering
pile, and pulls out a charred belt and
dagger sheath.]

GIMLI

It's one of their wee belts.

LEGOLAS

[with his head bowed and eyes closed]
Hiro ith... ab 'wanath... (May they find
peace in death)

ARAGORN

[Kicks a helmet and yells] AAARRGGHH!!!
[He falls to his knees.]

GIMLI

We failed them.

[Aragorn looks to the side as some tracks
catch his attention.]

ARAGORN

A hobbit lay here, and the other. [Flashback:
Pippin yells as he looks up at a pair
of thrashing hooves bearing down on
him. He rolls over, avoiding the hooves.]
They crawled.

**[ARAGORN STARTS TO FOLLOW THE TRACKS,
WITH LEGOLAS AND GIMLI BEHIND HIM. FLASHBACK**

Merry and Pippin crawl frantically away
from the battle.]

ARAGORN

Their hands were bound. [Flashback:
Merry rubs his bonds furiously against
the sharp edge of a weapon.] Their bonds
were cut. [Aragorn holds up a broken
length of thick rope.]

ARAGORN

They ran over here. They were followed.

[FLASHBACK

Their hands freed, the hobbits run away from the battle scene, dodging under a horse and trying to stay out of harms way. As they flee, Grishnákh grabs Pippin by his belt and clings on.]

MERRY

The belt!

[Pippin undoes his belt and Grishnákh is left holding it.]

MERRY

Run!

ARAGORN

The tracks lead away from the battle...
[They break into a run and then stop]
into Fangorn Forest.

[The Three looks up into a dense and dark forest]

GIMLI

Fangorn. What madness drove them in there?

[Scene moves from the trackers into the nighttime chase of Merry and Pippin. The hobbits run into the Fangorn, seeking to lose the pursuing Orc. They collapse onto the ground, out of breath.]

PIPPIN

Did we lose him? [Looks around] I think we lost him.

[Suddenly, Grishnákh appears from behind the trees, brandishing a blade.]

GRISHNÁKH

I'm gonna rip out your filthy little innards! Come here!

[Merry and Pippin run and hide behind a tree.]

MERRY

Trees! Climb a tree!

[Pippin and Merry quickly scramble up a tree each.]

MERRY

[Looks around and then sighs in relief.]
He's gone.

[Suddenly, Merry is pulled by his legs

and falls to the ground. Grishnákh leans over him with his menacing blade. Merry tries to kick him off but to no avail.]

PIPPIN

Merry!

[Pippin looks down in horror but as he turns his head, he spots a pair of gleaming yellow eyes blinking in the tree he's clinging to. The tree starts to move and groan.]

TREEBEARD

Hooooo...

PIPPIN

Argh!!

[Pippin loses his grip in fright and grabs at the air futilely as he falls. The tree catches him before he hits the ground.]

GRISHNÁKH

Let's put a maggot-hole in your belly.
[Suddenly he senses something behind him and as he looks up, the tree stomps and squashes him onto the forest floor.]

PIPPIN

Run, Merry!

[Merry tries to run away but is scooped by the tree.]

TREEBEARD

[Looks at the creatures in his hands]
Little Orcs! Burárum...

PIPPIN

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

TREEBEARD

Tree?! I am no tree. I am an Ent. [Stomps slowly through the forest.]

MERRY

A treeherder! A shepherd of the forest.

PIPPIN

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

TREEBEARD

Treebeard, some call me.

PIPPIN

And whose side are you on?

TREEBEARD

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

MERRY

We're not Orcs. We're Hobbits!

TREEBEARD

Hobbits? Never heard of a hobbit before. Sounds like Orc mischief to me! [Tightens his hold on the hobbits and squeezes them. Merry and Pippin whimpers in pain] They come with fire, they come with axes. Gnawing, biting, breaking, hacking, burning! Destroyers and usurpers, curse them!

MERRY

No, you don't understand. We're Hobbits... Halflings! Shirefolk!

TREEBEARD

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

PIPPIN

The White Wizard?

MERRY

Saruman.

[Treebeard drops them on the ground and the hobbits look up at the White Wizard.]

[Following Gollum, Frodo and Sam reach the end of Emyr Muil and see that Mordor is now closer.]

GOLLUM

See, see, we have led you out! Hurry hobbitses hurry. Very lucky we find you.

[Gollum jumps on a rock. Frodo walks past, Gollum shrinks as Sam draws near.]

GOLLUM

Nice hobbit. [Leaps after Frodo, putting a wide berth between him and Sam.]

[Sam's foot slipped into muck.]

SAM

Whoa, it's a bog! He's led us into a swamp!

GOLLUM

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

[Gollum looks back and gestures for the hobbits to follow.]

GOLLUM

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

[The marsh lands stretch for miles and miles as far as the eye can see. The hobbits and Gollum appear as little specks. As the three pick their way gingerly through the marshes, they see faces floating in the water, still, rotting and pale, and flickering flames on the swamps.]

SAM

There are dead things! Dead faces in the water!

GOLLUM

All dead. All rotten. Elves and men and orcs. A great battle long ago. [Turns to face the hobbits.] The Dead Marshes. Yes, yes that is their name. This way. Don't follow the lights.

[Sam's foot slips again into the water.]

SAM

Ohh!

GOLLUM

Careful now, or hobbits go down to join the dead ones and light little candles of their own.

[Frodo is drawn to one of the faces in Elven armour. He stares at it intently, until suddenly its eyes open and Frodo falls face-down into the water.]

SAM

Frodo!

[Frodo is in the water and sees many faces of the dead, no longer still but screaming and grasping, their rotten robes and hair flowing about their gruesome faces. Their hands are reaching for him. Suddenly he is grabbed from behind. Frodo sputters and gasps for air as

Gollum pulls him out of the water.]

FRODO

[Looks at Gollum in perplexed gratitude and disbelief.] Gollum...

GOLLUM

Don't follow the lights! [Crawls away]

SAM

[Runs to Frodo's side.] Mr. Frodo! Are you alright?

[Frodo lies panting, staring after Gollum]

[NIGHTFALL]

Sam is asleep but Frodo is still awake. He is holding the Ring in the palm of his hand and stroking it, mesmerized. Suddenly he hears Gollum.]

GOLLUM

Sooo bright. Sooo beautiful. [Frodo quickly puts the Ring back inside his shirt. He looks up to see Gollum crouching away from him, stroking the centre of his palm] our precioussss...

FRODO

What did you say?

GOLLUM

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

FRODO

[Moves over and crouches in front of Gollum] Who are you?

GOLLUM

Mustn't ask us. Not its business. *Gollum, Gollum*

FRODO

Gandalf told me you were one of the River Folk.

GOLLUM

Cold be heart and hand and bone. Cold be travellers far from home.

FRODO

He said your life was a sad story.

GOLLUM

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

FRODO

You were not so very different from
a hobbit once, were you... Sméagol?

GOLLUM

[Looks up slowly.] What did you call
me?

FRODO

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

GOLLUM

My name... My name... S... S...Sméagol...

[Suddenly, the piercing cries of the
Nazgûl are heard overhead]

GOLLUM

Argh!!

SAM

Black Riders!

GOLLUM

Hide! Hide!

FRODO

Argh!

[Suddenly Frodo feels the pain of the
Nazgûl's sword piercing him and the
call of the Ring. Images of the Ringwraiths
come to him in flashes.]

FRODO

Argh!!

SAM

C'mon Frodo! C'mon!

[Frodo continues to clutch at the Ring
on his chest, immobilized. Sam drags
Frodo across to hide beneath some bramble
bushes. The Nazgûl appears, tightening
his hold on the reins. Camera then shows
him riding a Fell Beast, swooping down
across the marsh lands. Chilling screams
of the Nazgûl fill the air.]

GOLLUM

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

SAM

I thought they were dead!

GOLLUM

Dead? No, you cannot kill them. No.

[A loud screech from the Nazgûl flying high above the marshes.]

GOLLUM

[cowering] Wraiths! Wraiths on wings! They are calling for it. They are calling for the preciousss.

[Frodo feels the call of the Ring and gropes for his necklace. Sam sees this and grabs hold of Frodo's hand.]

SAM

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

[The Nazgûl continues to circle overhead and then flies off towards Mordor.]

GOLLUM

Hurry, hobbits. The Black Gate is very close.

[Scene returns to Fangorn forest. Gimli fingers a dark stain on a leaf and brings it to his mouth.]

GIMLI

[Spits] Ptui! Orc blood.

ARAGORN

These are strange tracks.

GIMLI

The air is so close in here.

LEGOLAS

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

[Groans reverberate through the forest and Gimli raises his axe.]

LEGOLAS

The trees are speaking to each other.

ARAGORN

[Whispers] Gimli!

GIMLI

Huh?

ARAGORN

[Gestures] Lower your axe.

GIMLI

[Lowering his axe slowly] Oh.

LEGOLAS

Aragorn, nad nâ ennas! (Something is out there.)

ARAGORN

Man cenich? (What do you see?)

[Close-up of Legolas' eyes]

LEGOLAS

The White Wizard approaches.

ARAGORN

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

[Aragorn wraps his hand around the hilt of his sword, Gimli tightens his hold on his axes, and Legolas notches an arrow to his bow.]

ARAGORN

We must be quick.

[With a yell, the three swing round to attack. Gimli's axe and Legolas' arrow are deflected. Aragorn drops his sword as it becomes red hot in his grasp. They shield their eyes with their hands from the bright light emanating from the White Wizard.]

WHITE WIZARD

You are tracking the footsteps of two young hobbits.

ARAGORN

Where are they?

WHITE WIZARD

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

ARAGORN

Who are you? Show yourself!

[The bright light dims, revealing Gandalf, all dressed in white. The three are astounded. Legolas and Gimli bow.]

ARAGORN

It cannot be. You fell.

GANDALF

Through fire and water. [Flashback: Gandalf is battling the Balrog atop Dúrin's Tower.] From the lowest dungeon to the highest peak, I fought with the Balrog of Morgoth.

[Gandalf holds up Glamdring and a flash of lightning strikes it before he plunges the sword into the Balrog. With a final cry, the Balrog falls from the peak and lands, smoking, onto the icy mountainside.]

GANDALF

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

[On top of the mountain, Gandalf crawls a bit and then collapses.]

GANDALF

Darkness took me. And I strayed out of thought and time. [Camera zooms in Gandalf's eye and enters an amorphous realm of stars and galaxies, ending in a blinding white light] Stars wheeled overhead and everyday was as long as a life-age of the earth. But it was not the end. I felt life in me again.

[Camera zooms out from Gandalf's eye, lying naked and very still. His hair has turned white and wounds are completely healed. He suddenly shudders with a deep gasp and pants as life returns to him]

GANDALF

I've been sent back until my task is done.

ARAGORN

Gandalf!

GANDALF

Gandalf? Yes... That's what they used to call me. Gandalf the Grey. That was my name. [He smiles]

GIMLI

Gandalf!

GANDALF

[With a twinkle in his eye] I am Gandalf the White. [Aragorn grins] And I come back to you now at the turn of the tide.

[They walk through the forest, with Gandalf leading the way, now wearing a grey cloak over his white robes.]

GANDALF

One stage of your journey is over, another begins. War has come to Rohan. We must ride to Edoras with all speed.

[Outside the forest, Gandalf whistles piercingly. Soon an answering neigh is heard and a white horse appears from the plain, answering the call.]

LEGOLAS

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

[The horse comes round to stop in front of Gandalf.]

GANDALF

Shadowfax. [Gimli bows in the background.] He's the lord of all horses and he's been my friend through many dangers.

[The Three Hunters and Gandalf ride across the plains to Edoras.]

[Back at Fangorn, Treebeard is walking through the forest with Merry and Pippin sitting on his shoulders.]

TREEBEARD

My home lies deep in the forest near the roots of the mountain. I told Gandalf I would keep you safe and safe is where I'll keep you. The trees have grown wild and dangerous. Anger festers in their hearts. They will harm you if they can. There are too few of us now. Too few of us Ents left to manage them.

[Frodo and Sam are climbing a high rock overlooking Morannon.]

GOLLUM

The Black Gate of Mordor.

[The enormous Black Gate comes into view with Orcs patrolling and standing guard on the towers and atop the walls. From the right, an army of Easterling soldiers is marching to the Black Gate.]

SAM

Oh save us. My ol' Gaffer'd have a thing or two to say if he could see us now.

GOLLUM

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

FRODO

I did.

[Orcs are patrolling the Black Gate.]

SAM

That's it then. We cannot get past that.

[A command is heard and an Orc sounds a horn, signalling for the Gate to be opened. Two enormous cave trolls stretch and growl and then pull the mighty Gate open.]

SAM

Look! The gate, it's opening! I can see a way down.

[He moves closer to the edge. Suddenly, the rock underneath him gives way and he falls.]

FRODO

Sam, no!

SAM

Argh!!

[Frodo goes after Sam.]

GOLLUM

Master!

[Two Easterling soldiers see streams of dust coming down the cliff made by Sam and Frodo. They move away from the troop to investigate. Frodo reaches Sam who is stuck in the scree. As the Easterlings move closer and closer, Frodo throws his Elvish cloak over himself and Sam. The soldiers are now directly in front of Sam, but their eyes see nothing but rock. Frodo and Sam peer from underneath the cloak. The soldiers soon leave and after a moment, Frodo throws back the cloak and pulls Sam out.]

FRODO

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

SAM

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

[They prepare to make a run for the Gate.]

FRODO

Now!

[Gollum pulls them back.]

GOLLUM

No! No, no master! They catch you! They catch you! Don't take it to him! He wants the preciousss. Always he's looking for it! And the preciousss is wanting to go back to him. But we mustn't let him have it.

[Frodo tries to make a run for it.]

GOLLUM

No! [Pulls Frodo back again.] There's another way. More secret. A dark way.

SAM

Why haven't you spoken of this before?!

GOLLUM

Because Master did not ask!

SAM

He's up to something.

FRODO

Are you saying there's another way into Mordor?

GOLLUM

Yes. There is a path, and some stairs, and then... a tunnel.

[Frodo and Sam watch as the Black Gate closes. Gollum is stroking Frodo's arm and burying his face in his cloak.]

FRODO

He's led us this far, Sam.

SAM

Mr. Frodo, no.

FRODO

He's been true to his word.

SAM

[Whispers] No!

FRODO

Lead the way, Sméagol.

GOLLUM

Good Sméagol always helps.

[Frodo follows Gollum as Sam stares after him in disbelief.]

[On the plains of Rohan. Gandalf, Aragorn, Legolas and Gimli stop as Edoras comes into view.]

GANDALF

Edoras and the Golden Hall of Meduseld. There dwells Théoden, King of Rohan, whose mind is overthrown. Saruman's hold over King Théoden is now very strong.

[In the Hall, Éowyn is kneeling before Théoden, holding his hand in hers.]

ÉOWYN

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

[Théoden just sits and stares ahead, his eyes clouded and unseeing.]

ÉOWYN

Will you not go to him? [She weeps.] Will you do nothing?

[Scene returns to Gandalf and company.]

GANDALF

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

[They ride on towards Edoras.]

[At Edoras, Éowyn is weeping at the dead Théodred's bed. She kisses his hand. Gríma appears at the door.]

GRÍMA

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

[He sits on the bed and puts a hand on Éowyn's shoulder.]

GRÍMA

I understand his passing is hard to accept, especially now that your brother has deserted you.

ÉOWYN

[jumps back and throws off Gríma's hand] Leave me alone, snake!

GRÍMA

[Rises from the bed and moves ever closer to Éowyn] Oh, but you are alone! Who

knows what you have spoken to the darkness.
In bitter watches of the night, when
all your life seems to shrink, the walls
of your bower closing in about you,
like a hutch to trammel some wild thing
in.

[He puts a hand on her cheek and moves
down to her throat.]

GRÍMA

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

[Éowyn and Gríma stare at each other
intently.]

ÉOWYN

Your words are poison!

[Éowyn runs out of the hall. Weeping,
she looks away into the distance. A
flag comes off its pole and is carried
by the breeze. Éowyn sees riders coming
towards Edoras. As Aragorn passes the
entrance to Edoras, the flag floats
down to land near him. Edoras is silent
and somber. Everyone is dressed in black
and staring at the newcomers in wary
silence. Aragorn looks up at the hall
and sees a lady in white standing on
the steps. He looks around at more somber
people.]

GIMLI

You'll find more cheer in a graveyard.

[Aragorn looks up to the hall again
but the lady has disappeared. The company
climbs up the stairs to the hall and
is met by guards.]

GANDALF

[sees Háma] Ah.

HÁMA

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

[Gandalf nods in understanding and signals
for the others to surrender their weapons.
Aragon hands over his sword and knives.
Legolas gives a little twirl to his
knives before handing them over to the
guards. Gimli hands over his axes reluctantly.]

HÁMA

[gestures to Gandalf] Your staff.

GANDALF

Hmm? [Glances at his staff.] Oh. You would not part an old man from his walking stick? [Looks at Háma innocently.]

[Háma hesitates for a second and then gestures that they follow him into the hall. Gandalf gives Aragorn a tiny wink and enters the hall, leaning on Legolas' arm.]

GRÍMA

[Leaning down and whispering to Théoden.] My lord, Gandalf the Grey is coming. He's a herald of woe.

GANDALF

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

[As Gandalf approaches Théoden, Aragorn, Legolas and Gimli pull back and survey the hall and its hostile occupants. A group of men starts to follow their steps with hostility.]

GRÍMA

[Whispering to Théoden.] He's not welcome.

THÉODEN

Why should I... welcome you, Gandalf... Stormcrow? [Looks to Gríma for affirmation.]

GRÍMA

A just question, my liege. [He walks towards Gandalf.] Late is the hour in which this conjurer chooses to appear. Lathspell spell I name him. Ill news is an ill guest.

GANDALF

Be silent! Keep your forked tongue behind you teeth. I have not passed through fire and death to bandy crooked words with a witless worm! [Raises his staff against Gríma.]

GRÍMA

His staff! [Backing away from Gandalf while addressing the guards] I told you to take the wizard's staff!

[The hostile guards attack. Aragorn, Legolas and Gimli engage them in a fist-fight as Gandalf continues to approach Théoden. Gamling tries to go forward but Háma holds him back.]

GANDALF

Théoden, son of Thengel, too long have

you sat in the shadows.

[Gríma tries to crawl away unnoticed, but Gimli catches him and pins him to the floor.]

GIMLI

[Growls] I would stay still, if I were you.

GANDALF

Hearken to me! I release you from the spell. [Gestures with his hand]

THÉODEN

[Menacingly] Hahahhhahahahah! [Gandalf opens his eyes in surprise.] You have no power here, Gandalf the Grey!

[Gandalf throws back his grey cloak, exuding blinding white light. Théoden is thrown back against his seat.]

THÉODEN

Argh!

GANDALF

[Points his staff towards Théoden.] I will draw you, Saruman, as poison is drawn from a wound.

[Éowyn rushes in. Seeing her uncle threatened, she tries to go to him but is held back by Aragorn.]

ARAGORN

Wait.

THÉODEN

[In Saruman's voice.] If I go. . . Théoden dies.

[Gandalf moves his staff sharply and Théoden flies back against the chair again.]

GANDALF

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

THÉODEN

[in Saruman's voice] Rohan is mine!

GANDALF

Be gone!!

[Gandalf smites Théoden as he lunges at him. Théoden is thrown back into the chair and the shot changes to Saruman flying backwards from the Palantír which he used to manipulate Théoden. He lands

landing hard on the floor of Orthanc,
bleeding from a gash in his forehead.
In the hall, Théoden lets out a moan
and slumps forward in the chair. Éowyn
runs to her uncle's side as he falls.
Théoden's head rises again and his face
begins to change gradually into that
of a much younger-looking man. Clarity
and recognition returns to his eyes.]

THÉODEN

[Looks closely at Éowyn] I know your
face. Éowyn... Éowyn.

[Éowyn weeps with joy]

THÉODEN

Gandalf?

GANDALF

Breathe the free air again, my friend.

[The hall is shown to be filled with
light again, as everyone marvels at
the rejuvenation of the king.]

THÉODEN

[Standing up and looking around him.]
Dark have been my dreams of late. [He
looks down at his trembling hands.]

GANDALF

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

[Háma runs up with his sword. Théoden
reaches for it with trembling hands.
He wraps his fingers around it slowly
and then draws it, gazing upon the shiny
steel. In a corner, Gríma trembles and
tries to escape but is pulled back by
Gimli. Suddenly, Théoden's gaze turns
to Gríma. Gríma is thrown out of the
hall and down the stairs.]

GRÍMA

Argh! [Beseechingly to Théoden] I've
only ever served you, my lord!

THÉODEN

[Advancing towards Gríma, holding the
sword firmly in his hand] Your leechcraft
would have had me crawling on all fours
like a beast!

GRÍMA

[Groveling] Send me not from your side.

[Théoden raises his sword to kill Gríma.
Aragorn holds him back.]

ARAGORN

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

[Gríma scrambles to his feet and pushes
through the crowd]

GRÍMA

Get out of my way!

HÁMA

Hail, Théoden king!

[The crowd kneels in homage before Théoden.
Aragorn kneels also. Gríma rides out
of Edoras. As Théoden turns to go back
into the hall, he looks up.]

THÉODEN

Where is Théodred? Where is my son?

[A white flower comes into view, held
up by a hand. It is released and spirals
down to land among similar flowers,
in front of a tomb.]

THÉODEN

Simbelmynë. Ever has it grown on the
tombs of my forebearers. [Looks at Gandalf]
Now it shall cover the grave of my son.
Alas, that these evil days should be
mine. The young perish and the old linger.
That I should live to see the last days
of my house.

GANDALF

Théodred's death was not of your making.

THÉODEN

No parent should have to bury their
child.

[Théoden starts to weep]

GANDALF

He was strong in life. His spirit will
find its way to the halls of your fathers.
Westu hál. Ferðu, Théodred, Ferðu. (Be-thou
well. Go-thou, Théodred, go-thou.)

[Gandalf turns to go back to the hall
and leaves Théoden to grieve in private.
He spots two children on horseback.
The boy collapses and falls off the

horse. Later, inside the Golden Hall, the two children are eating at a table, and Éowyn is with them.]

ÉOWYN

They had no warning. They were unarmed. Now the wildmen are moving through the Westfold, burning as they go. Rick, cot and tree.

FREDA

Where's mama?

ÉOWYN

Shh...

GANDALF

This is but a taste of the terror that Saruman will unleash. All the more potent for he is driven now by fear of Sauron. Ride out and meet him head on. Draw him away from your women and children. [Leans forward and puts a hand on Théoden's chair. Théoden looks at his hand warily.] You must fight.

ARAGORN

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

THÉODEN

They will be three hundred leagues from here by now. Éomer cannot help us. I know what it is that you want of me. But I will not bring further death to my people. I will not risk open war.

[Gimli takes a bite of his bread as he watches the exchange between Aragorn and Théoden.]

ARAGORN

Open war is upon you. Whether you would risk it or not.

THÉODEN

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

[Gimli takes a drink and burps.]

GANDALF

Then what is the king's decision?

[Scene shifts to outside Meduseld]

HÁMA

By order of the king, the city must empty. We make for the refuge of Helm's

Deep. Do not burden yourselves with treasures. Take only what provisions you need.

[People are moving about, gathering their belongings and preparing to move. Gandalf, Aragorn, Legolas and Gimli walk towards the stables.]

GIMLI

Helm's Deep! They flee to the mountains when they should stand and fight. Who will defend them if not their king.

ARAGORN

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

[They enter the stables]

GANDALF

There is no way out of that ravine. Théoden is walking into a trap. He thinks he's leading them to safety. What they will get is a massacre. Théoden has a strong will but I fear for him. I fear for the survival of Rohan. He will need you before the end, Aragorn. The people of Rohan will need you. The defences HAVE to hold.

ARAGORN

They will hold.

GANDALF

[Turns to Shadowfax and strokes him]
The Grey Pilgrim... that's what they used to call me. Three hundred lives of men I've walked this earth and now I have no time. With luck, my search will not be in vain. Look to my coming at first light on the fifth day. At dawn, look to the East.

ARAGORN

[Opens the stall gates] Go.

[Legolas jumps back as Gandalf rides out of the stable and over the plains of Rohan.]

[Éowyn opens a chest in which lies a sword. She unsheathes it and begins to practice. She swings around and is met by Aragorn, who blocks her parry.]

ARAGORN

You have some skill with a blade.

[With a swift move, Éowyn swings her sword and renders Aragorn vulnerable, gaining the upper hand.]

ÉOWYN

[Stepping back and sheathing her sword.]
Women of this country learned long ago:
Those without swords may still die upon
them. I fear neither death nor pain.

ARAGORN

What do you fear, my lady?

ÉOWYN

A cage. To stay behind bars until use
and old age accept them and all chance
of valor has gone beyond recall or desire.

ARAGORN

You are a daughter of kings, a shieldmaiden
of Rohan. [He sheaths his knife.] I
do not think that would be your fate.

[He bows and Éowyn gazes after him as
he walks away.]

[The people of Rohan are moving out
of Edoras towards Helm's Deep, with
Théoden leading the way. At Isengard,
Gríma confers with Saruman, holding
a cloth to his mouth.]

GRÍMA

Théoden will not stay at Edoras. It's
vulnerable, he knows this. He will expect
an attack on the city. They will flee
to Helm's Deep, the great fortress of
Rohan. It is a dangerous road to take
through the mountains. They will be
slow. They will have women and children
with them.

[Saruman's eyebrows rise in response.
He walks through the depths of Isengard
and gives orders to an Orc.]

SARUMAN

Send out your warg riders.

[The Orc smiles. In a pit behind him,
ferocious growls are heard and shadows
dances.]

[Gollum is trying to catch a fish in
the river. He slips and falls, grasping

at a slippery fish as he goes. Frodo and Sam follow behind.]

SAM

Hey Stinker! Don't go getting too far ahead!

FRODO

Why do you do that?

SAM

What?

FRODO

Call him names; run him down all the time.

SAM

Because... because that's what he is, Mr. Frodo. There's naught left in 'im but lies and deceit. It's the Ring he wants. It's all he cares about.

FRODO

[Glaring at Sam] You have no idea what it did to him. What it's still doing to him. [He walks past Sam and stops.] I want to help him, Sam...

SAM

Why?

FRODO

Because I have to believe he can come back.

SAM

You can't save him, Mr. Frodo.

FRODO

[Snapping at Sam] What do you know about it? Nothing!

[Sam walks away slowly.]

FRODO

[With remorse] I'm sorry, Sam. I don't know why I said that.

SAM

[Looks back at Frodo with tears in his eyes.] I do. It's the Ring. You can't take your eyes off it. I've seen you. You're not eating. You barely sleep. It's taken a hold of you, Mr Frodo. You have to fight it!

FRODO

[Grows angry again] I know what I have to do Sam. The Ring was entrusted to me! It's my task! Mine! My own! [He walks away]

SAM

Can't you hear yourself? Don't you know who you sound like?

[Frodo continues to walk away without looking back.]

[Nighttime, Frodo and Sam are asleep. Gollum is crouching in a corner by himself.]

GOLLUM

We wants it. We needs it. Must have the precioussss. They stole it from us. Sneaky little hobbitsssss. Wicked, trickssssy, falsse!

SMÉAGOL

No! Not Master.

GOLLUM

Yes, precious. False. They will cheat you, hurt you, lie.

SMÉAGOL

Master's my friend.

GOLLUM

[Tauntingly] You don't have any friends. Nobody likes YOU...

SMÉAGOL

[Covers his ears] Not listening. I'm not listening.

GOLLUM

You're a liar and a thief.

SMÉAGOL

[Shaking his head] Nope.

GOLLUM

Mur...derer...!

SMÉAGOL

[Starts to weep and whimper] Go away.

GOLLUM

Go away! [Cackles] HAHAAAAHA!!

SMÉAGOL

[Weeping and in a small voice] I hate you. I hate you!

GOLLUM

[Fiercely] Where would you be without me? *Gollum, gollum*. I saved us. It was me. We survived because of me!

SMÉAGOL

[Resolute] Not anymore.

GOLLUM

[Startled] What did you say?

SMÉAGOL

Master looks after us now. We don't need you.

GOLLUM

What?

SMÉAGOL

Leave now and never come back.

GOLLUM

No!!

SMÉAGOL

[Louder] Leave now and never come back!

GOLLUM

[Growls and bares his teeth] Arrrrgh!!!

SMÉAGOL

LEAVE. NOW. AND. NEVER. COME. BACK!

[Sméagol pants and then looks around.]

SMÉAGOL

We... we told him to go away! And away he goes, preciousss. [He hops around in joy and does a little dance.] Gone, gone, gone! Sméagol is free!

[The next day, while the hobbits were resting, Sméagol comes back with two rabbits and drops them onto Frodo's lap.]

SMÉAGOL

Look! Look! See what Sméagol finds! Hehehe! Hahaha!

[Frodo looks at up him with bloodshot eyes. He smiles at Sméagol and looks at Sam. Sméagol raises a fist in self-

congratulation

and dances around. He then picks up one of the rabbits and snaps the rabbit's back in front of Frodo.]

SMÉAGOL

They are young. They are tender. They are nice. Yes they are! Eat them! Eat them!

[He bites and tears into the raw meat.

Sam rushes over and snatches the rabbit out of Gollum's hands]

SAM

You'll make him sick, you will, behaving like that! [Holding up the two rabbits] There's only one way to eat a brace of coneys.

[A pot of stew is simmering over a fire.]

SMÉAGOL

[Looking into the pot] Argh!! What's it doing! Stupid fat hobbit! It ruins it!

SAM

What's to ruin? There's hardly any meat on 'em.

[A faint calling sound catches the attention of Frodo.]

SAM

What we need is a few good taters.

GOLLUM

What's taters, preciousss? What's taters uh?

SAM

PO-TAY-TOES! Boil 'em. Mash 'em. Stick 'em in a stew. Lovely big golden chips with a nice piece of fried fish....

SMÉAGOL

[Sticks out his tongue in disgust] Pbbbt!!

SAM

Even you couldn't say no to that. [He takes a sip of the stew]

SMÉAGOL

Oh yes we could! Spoil nice fish... [scrambles up close to Sam] Give it to usss rrraw... and wrrriggling! [Makes sickeningly happy face.] You keep nasty chips. [Hops away]

SAM

You're hopeless.

[Frodo follows the source of the sound. Sam suddenly notices that Frodo is no longer in his sight.]

SAM

Mr. Frodo?

[He goes in search of Frodo and finds him lying down near some bushes looking at a Haradrim army marching across the land. He moves to lie low beside Frodo. Sméagol also moves in beside Frodo.]

SAM

Who are they?

GOLLUM

Wicked men. Servants of Sauron. They are called to Mordor. The Dark One is gathering all armies to him. It won't be long now. He will soon be ready.

SAM

Ready to do what?

GOLLUM

To make his war. The last war that will cover all the world in shadow.

FRODO

We've got to get moving. Come on, Sam.

SAM

[Suddenly grabs Frodo's arm] Mr Frodo! Look! It's an Oliphaunt!

[Gigantic Oliphaunts appear, carrying soldiers and supplies on their backs.]

SAM

No one at home will believe this...

[Sméagol slips away unnoticed.]

FRODO

[Looking around] Sméagol?

[Suddenly, pandemonium breaks out from below; the soldiers are being ambushed. Cloaked rangers are firing deadly arrows at the soldiers and Oliphaunts from behind bushes. One of the Oliphaunts starts trumpeting and stomping towards Frodo and Sam, swinging his huge trunk and tusks. Faramir takes aim and shoots a soldier. He falls from the Oliphaunt and lands right behind Frodo and Sam, dead.]

FRODO

We've lingered here too long. Come on, Sam!

[Frodo runs right into a Gondorian Ranger, who grabs hold of him and throws him

onto his back. Sam sees Frodo in danger and grapples for his sword]

SAM

Ah!

[He charges at Faramir but is grabbed by another ranger and thrown down. A sword appears at his throat. Faramir appears.]

FARAMIR

Bind their hands.

[Meanwhile, the Rohirrim refugees are heading towards Helm's Deep. Gimli is on a horse, chatting with Éowyn who is leading it by the reins.]

GIMLI

It's true you don't see many Dwarf women. And in fact, they are so alike in voice and appearance, haha that they're often mistaken for Dwarf men.

[Éowyn smiles and looks back at Aragorn.]

ARAGORN

[Gestures and whispers] It's the beards....

GIMLI

And this, in turn, has given rise to the belief that there are no Dwarf women. And that dwarves just spring out of holes in the ground!

ÉOWYN

[Laughs gaily] Hahahaha!!

GIMLI

Hehehe! Which is of course ridiculous...
Whoa!!

[The horse suddenly rears up and gallops away as Éowyn loses her hold on the reins. Gimli falls off after a short distance and lands with a loud thump.]

ÉOWYN

Ooh! [She rushes forward to Gimli]

GIMLI

[Struggling to get up] It's alright, it's alright. Nobody panic. That was deliberate. It was deliberate.

[Éowyn helps Gimli up. She laughs as

she brushes him off and looks back at Aragorn with the sun behind her and the wind in her hair. At that particular moment, Aragorn seems enchanted by Éowyn's light-hearted image. That night. Aragorn could not sleep and smokes his pipe as he thinks of Arwen.]

ARWEN (V.O.)

The light of the Evenstar does not wax and wane... It is mine to give to whom I will... Like my heart... Go to sleep...

[FLASHBACK

Aragorn is lying on a chaise in Rivendell. He opens his eyes and sees Arwen before him, smiling down at him.]

ARAGORN

I am asleep. This is a dream.

ARWEN

[Bends down to kiss him] Then it is a good dream. Sleep...

[She kisses him lightly on the lips and then steps away to look out upon Rivendell. Aragorn closes his eyes but for a while. He looks over at Arwen.]

ARAGORN

Min lû pennich nin i aur hen telitha.
(You told me once that this day would come.)

ARWEN

[Turns to look at Aragorn] Ú i vethed...
nâ i onnad. Boe bedich go Frodo. Han
bâd lân. (This is not the end... it
is the beginning. You must go with Frodo.
That is your path.)

ARAGORN

[Walks over to Arwen] Dolen i vâd o
nin. (My path is hidden from me.)

ARWEN

Si peliannen i vâd na dail lân. Si boe
ú-dhannathach. (It is already laid before
your feet. You cannot falter now.)

ARAGORN

Arwen...

[Arwen hushes him, resting her fingers on his lips. As her hands moves down to rest on the Evenstar pendant around Aragorn's neck, he clasps her hand in his and they gaze into each other's

eyes.]

ARWEN

Ae ú-esteliach nad... estelio han. Estelio ammen. (If you trust nothing else... trust this. Trust us.)

[They kiss.]

[The next day, on the journey to Helm's Deep. Éowyn is walking alongside Aragorn.]

ÉOWYN

Where is she? The woman who gave you that jewel.

[ARAGORN SMILES AND SAYS NOTHING.]

FLASHBACK

Elrond is speaking to Aragorn in Rivendell, before he sets out with the Fellowship.]

ELROND

Our time here is ending. Arwen's time is ending. Let her go. Let her take the ship into the west. Let her bear away her love for you to the Undying Lands. There it will be evergreen.

ARAGORN

But never more than a memory.

ELROND

I will not leave my daughter here to die.

ARAGORN

She stays because she still has hope.

ELROND

She stays for YOU! She belongs with her people!

[Aragorn and Arwen are together before the Fellowship departs.]

ARAGORN

Idhren emmen menna gui ethwel. Hae o auth a nîr a naeth. (You have a chance for another life. Away from war... grief... despair.)

ARWEN

Why are you saying this?

ARAGORN

I am mortal; you are Elfkind. It was a dream, Arwen, nothing more.

[He takes Arwen's hand to return the Evenstar necklace to her.]

ARAGORN

This belongs to you.

ARWEN

[Closes Aragorn's hand over the Evenstar]
It was a gift. Keep it.

[Scene shifts back to Aragorn and Éowyn]

ÉOWYN

My lord?

ARAGORN

She is sailing to the Undying Lands,
with all that is left of her kin.

[Gamling and Hamá ride to the front.
Legolas watches them as they pass.]

GAMLING

What is it? Háma?

[Their horses become restless.]

HÁMA

[Looking around] I'm not sure.

[A warg scout appears on a slope above
and charges at them. The warg attacks
Háma and kills him.]

GAMLING

Wargs!

[Just as it starts to turn on Gamling,
Legolas runs over and kills the warg
with an arrow. He then draws his knife
and kills the Orc.]

LEGOLAS

Argh! [Shouts to Aragorn] A scout!

THÉODEN

What is it? What do you see?

ARAGORN

[Running back to Théoden] Wargs! We
are under attack!

[Hearing the alarm, the villagers begin
to cry and panic.]

ARAGORN

Get them out of here!

THÉODEN

All riders to the head of the column!

GIMLI

[Trying to mount Arod] Come on, get me up here, I'm a rider! Argh!

[Gimli gets onto the horse with some help. Legolas gazes into the distance and sees many warg-riders coming fast towards them, kicking up dust trails as they go.]

THÉODEN

[To Éowyn] You must lead the people to Helm's Deep. And make haste!

ÉOWYN

I can fight!

THÉODEN

No! You must do this... for me.

[Éowyn holds Théoden's gaze for a moment and then turn to attend to the villagers.]

THÉODEN

[To his men] Follow me! Yah!

GIMLI

[Tries to get Arod to move] Forward. I mean, charge forward! March forward! [Arod moves off with Gimli seated rather unsteadily.] That's it! Go on!

ÉOWYN

[To the villagers] Make for the lower ground! Stick together!

[She looks back at the Rohirrim and sees Aragorn on Hasufel. They hold each other's gaze for a moment before Aragorn turns to join Théoden. Éowyn departs with the villagers in the opposite direction.]

[Legolas takes aim at the distant target and fells a warg rider. He draws another arrow and kills another. Just as he reaches for a third arrow, he sees Théoden and company approaching. He quickly runs and mounts Arod with a smooth leap and joins in the fray with Gimli behind him on horseback.]

WARG-RIDERS

Argh!!

THÉODEN

CHARGE!!

[The Rohirrim and warg riders crash head on and the battle begins. Théoden and company hack away at the warg riders. In the midst of fighting, Gimli falls off Arod. He turns to find a warg growling at him.]

GIMLI

Bring your pretty face to my axe!

[Just as the warg leaps at Gimli, Legolas kills it with one shot.]

GIMLI

[Jumping back as the warg falls, outraged] Argh! That one counts as mine!

[As Gimli swings his axe at another warg, it dies and falls onto Gimli, pinning him under.]

GIMLI

Argh! Stinking creature. Argh!

[As he tries to lift the warg off him, an Orc leans over them both. Gimli kills him quickly, twisting his neck, and it lands on him also. Gimli sniffs at the Orc and makes a face. He tries to lift both the warg and Orc off him. Just then, another warg comes upon him and bares its teeth, ready to strike.]

GIMLI

[Eyes widening] Ooh..!

[Aragorn plucks a spear as he passes on horseback and throws it at the warg. It dies, landing on Gimli and adding to the pile on top of him.]

GIMLI

[As the warg lands on him] Oooh!!

[Théoden stabs at a warg rider. Aragorn is knocked off Hasufel and attacked by Sharku. Aragorn tries to kill the warg rider but Sharku blocks his attempt and grabs Aragorn by the neck, while the latter is half-dragged by the warg. In the struggle, Sharku is thrown off and he rips the Evenstar pendant from Aragorn's neck as he falls. Aragorn tries to let go of the warg but finds his wrist tangled with the saddle straps. He tries unsuccessfully to disentangle himself and is dragged closer and closer to the edge of a cliff at great speed. The warg runs right off the cliff and they both disappear over the edge. The battle is winding down as the Rohirrim finish off the last few wargs and Orcs.]

LEGOLAS

[Looking around] Aragorn!

GIMLI

Aragorn?

[They come near to the cliff and hear Sharku wheezing and laughing]

GIMLI

[Standing over the dying Orc] Tell me what happened and I will ease your passing.

SHARKU

He's [cough] dead. [Laughs evilly] Took a little tumble off the cliff.

LEGOLAS

[Looks towards the edge of the cliff, and grabs Sharku] You lie!

[Sharku chortles and dies. Legolas looks down at Sharku's fist and finds the Evenstar pendant. He takes it, runs to the edge of the cliff and looks down to see the great drop and rushing waters below, with no sign of Aragorn. Gimli comes to stand beside him.]

THÉODEN

[To his men] Get the wounded on horses. The wolves of Isengard will return. Leave the dead.

[Legolas turns to Théoden, an expression of perplexed anger on his face.]

THÉODEN

[Puts a hand on Legolas' shoulder] Come.

[He leaves Legolas and Gimli to stare down at the river.]

[The Rohan villagers are drawing close to Helm's Deep. Cries of relief are heard as the refuge is within sight.]

REFUGEES

Helm's Deep! At last! There it is!

OLD WOMAN

[To Éowyn] We're safe, my lady! Thank you!

[Éowyn embraces the woman and they walk

on towards Helm's Deep. The gate is opened for the villagers. Many have already taken refuge within and are resting along the passage. Éothain and Freda run towards their mother.]

FREDA

Mama!

MORWEN

Éothain! Freda!

[The three hug and cry with joy. Théoden and company returns from the battle with warg riders]

GAMLING

Make way for Théoden!

SOLDIERS

Sire!

GAMLING

Make way for the king!

[Éowyn rushes down to meet them]

ÉOWYN

[Looking about] So few. So few of you have returned.

THÉODEN

[Dismounting] Our people are safe. We have paid for it with many lives.

GIMLI

[Going up to Éowyn] My lady...

ÉOWYN

Lord Aragorn, where is he?

GIMLI

He fell...

[Éowyn is shaken and raises teary eyes to Théoden. The latter looks down and then walks away, confirming her unasked question.]

[At the battlements]

THÉODEN

Draw all our forces behind the wall. Bar the gate, and set a watch on the surround.

GAMLING

What of those who cannot fight, my lord? The women and children?

THÉODEN

Get them into the caves. [Walks down the steps and past a sewer gate] Saruman's arm would have grown long indeed if he thinks he can reach us here.

[Camera zooms in on the gate]

GRÍMA (V.O.)

Helm's Deep has one weakness. Its outer wall is solid rock but for a small culvert at its base which is little more than a drain.

[Camera turns to Gríma and Saruman at Orthanc. Saruman is pouring some dark dry substances into a vessel. Gríma is holding a lit candle in his hand.]

GRÍMA

How? How can fire undo stone? What kind of device could bring down the wall?

[As he steps closer to the vessel, Saruman takes hold of Gríma's hand and pushes the candle away from the vessel firmly.]

SARUMAN

If the wall is breached, Helm's Deep will fall.

[He walks away towards the balcony.]

GRÍMA

[Following Saruman] Even if it is breached, it would take a number beyond reckoning, thousands to storm the keep.

SARUMAN

Tens of thousands.

GRÍMA

But, my lord, there is no such force.

[Both of them came onto the balcony of the tower. Gríma suddenly sees and hears the enormous armies laid out below in neat rows and is astounded and awed. He continues to hold the extinguished candle aloft as he gapes at the vast army below. A horn is sounded, announcing the appearance of Saruman. A loud cheer is heard from the army. Saruman raises a hand.]

SARUMAN

A new power is rising. Its victory is at hand!

[The army cheers and roars.]

SARUMAN

This night, the land will be stained
with the blood of Rohan! March to Helms
Deep! Leave none alive!

[The camera keeps zooming out from the
balcony over the incredible size of
Saruman's army, past Uruk-hai, spears,
and banners and yet more Uruk-hai. The
camera focuses back on Saruman who then
raises his hands in the air]

SARUMAN

To war!!

[The army cheers and roars even louder.]

SARUMAN

[Sneers] There will be no dawn for Men.

[A tear flows down Gríma's cheek. The
Uruk-hai army began their march to Helm's
Deep.]

[Merry and Pippin are travelling through
the forest, carried by Treebeard.]

PIPPIN

Look! There's smoke to the south!

TREEBEARD

There is always smoke rising from Isengard
these days.

MERRY

Isengard?

[The two hobbits climb higher up onto
Treebeard for a better view.]

TREEBEARD

There was a time when Saruman would
walk in my woods. But now he has a mind
of metal and wheels. He no longer cares
for growing things.

[Pippin and Merry are now on top of
Treebeard and they see a massive army
moving across the land]

PIPPIN

What is it?

MERRY

It's Saruman's army! The war has started.

[Aragorn is floating in the river, unconscious.
He is washed ashore and dreams of Arwen.]

ARWEN

[Kissing him on the lips] May the grace
of the Valar protect you.

[A horse arrives and nudges Aragorn,
turning him over and nuzzling him.]

ARAGORN

[Mumbles] Brego... [He grabs hold of Brego's
mane, pulls himself onto the horse and
rides slowly to Helms Deep.]

[Arwen is lying on her bed, deep in
thought.]

ELROND

[Coming into her room] Arwen.

[Arwen hears him and sits up.]

ELROND

Tollen i lû. I chair gwannar na Valannor.
Si bado, no cîrar. (Arwen, it is time.
The ships are leaving for Valinor. Go
now... before it is too late.)

ARWEN

I have made my choice.

ELROND

He is not coming back. Why do you linger
here when there is no hope?

ARWEN

There is still hope.

ELROND

[Walks towards window and looks out]
If Aragorn survives this war, you will
still be parted. If Sauron is defeated,
and Aragorn made king and all that you
hope for comes true, you will still
have to taste the bitterness of mortality.
Whether by the sword or the slow decay
of time, Aragorn will die.

[Arwen sees a vision of her future as
Elrond speaks. She is dressed as a queen
in mourning garb and looking down upon
Aragorn, a crown on his brow, Andúril
in his hand, and dead. Mourners are
walking around the altar, paying their
final respects. Arwen is weeping.]

ELROND

And there will be no comfort for you.
No comfort to ease the pain of his passing.
He will come to death, an image of the
splendor of the kings of men in glory
undimmed before the breaking of the
world.

[The body of Aragorn is now cast as
a monument in stone. Arwen stands before
the monument, veiled and in black.]

ELROND

But you, my daughter, you will linger
on in darkness and in doubt. As nightfall
in winter that comes without a star.
Here you will dwell, bound to your grief,
under the fading trees, until all the
world is changed and the long years
of your life are utterly spent.

[Still veiled in black, Arwen is walking
alone through the deserted woods of
Lothlórien.]

ELROND

[Tuning to Arwen] Arwen... there is
nothing for you here, only death.

[The vision ends and Arwen weeps with
sadness and fear. Elrond comes to sit
beside his daughter and raises a hand
to her cheek.]

ELROND

A im, ú-'erin veleth lîn? (Do I not
also have your love?)

ARWEN

[Crying and moving into her father's
embrace] Gerich meleth nîn, ada. (You
have my love, father)

[Elves, cloaked and carrying a lantern
each, are setting off from Rivendell
on their journey to the West. Elrond
looks on as Arwen leaves with them.
Arwen turns back to look at her father
one last time before she departs. Elrond
continues to stare after her with an
expression of resigned sadness.]

[Elrond is standing by a window. He
hears Galadriel speaking.]

GALADRIEL

I amar prestar aen... han mathon ne
nen, han mathon ne chae a han noston
ned gwilith. (The world has changed...
I feel it in the water, I feel it in

the earth, I smell it in the air.) The power of the enemy is growing. [Saruman is communicating with Sauron via the Palantír.] Sauron will use his puppet Saruman to destroy the people of Rohan. Isengard has been unleashed. [View of Saruman's marching army] The eye of Sauron now turns to Gondor, the last free kingdom of men. [View of Osgiliath] His war on this country will come swiftly. He senses the Ring is close. The strength of the Ringbearer is failing. In his heart, Frodo begins to understand. [Close-up of Galadriel] The quest will claim his life. You know this. You have foreseen it. It is the risk we all took.

[Close-up of the Ring spinning in slow motion]

GALADRIEL (V.O.)

In the gathering dark, the will of the Ring grows strong. It works hard now to find its way back into the hands of men.

[We see Faramir and Gondorian rangers with the captured Frodo and Sam.]

GALADRIEL (V.O.)

Men, who are so easily seduced by its power. The young captain of Gondor has but to extend his hands, take the Ring for his own and the world will fall. It is close now, so close to achieving its goal.

[Faramir and company have reached Henneth Annûn. Frodo and Sam and being carries, blinded-folded into the cave.]

GALADRIEL (V.O.)

For Sauron will have dominion of all life on this Earth, even unto the ending of the world. The time of the Elves is over.

[Close-up of Galadriel's luminous eyes with their deep pools of wisdom. We then see Elrond in his library, looking at the painting of Isildur facing down Sauron with the broken blade of Narsil.]

GALADRIEL (V.O.)

Do we leave Middle-earth to its fate?
Do we let them stand alone?

[Scene returns to Henneth Annûn. Faramir is conferring with his man. They unroll

a map.]

FARAMIR

What news?

MADRIL

Our scouts report Saruman has attacked Rohan. Théoden's people have fled to Helm's Deep. [Points at the map] But we must look to our own borders. Faramir, Orcs are on the move. Sauron is marshalling an army. Easterlings and Southrons are passing through the Black Gate.

FARAMIR

How many?

MADRIL

Some thousands. More come every day.

FARAMIR

Who's covering the river to the north?

MADRIL

We pulled 500 men at Osgiliath, but if the city is attacked, we won't hold it.

FARAMIR

[Tracing on the map] Saruman attacks from Isengard. Sauron from Mordor. The fight will come to men on both fronts. Gondor is weak. Sauron will strike us soon. And he will strike hard. He knows now we do not have the strength to repel him.

[The hobbits are unbound and blindfolds taken off them by Damrod and another ranger. Sam and Frodo find themselves in a cave behind a waterfall, with Damrod sitting behind them on a rock constantly watching them. Faramir comes up to them and sits.].

FARAMIR

My men tell me that you are Orc spies.

SAM

Spies?! Now wait just a minute!

FARAMIR

Well if you're not spies, then who are you?

[Frodo and Sam remain silent.]

FARAMIR

Speak.

FRODO

We are hobbits of the Shire. Frodo Baggins is my name and this is Samwise Gamgee.

FARAMIR

Your bodyguard?

SAM

His gardener.

FARAMIR

And where is your skulking friend? That gangrel creature. He had an ill-favoured look.

FRODO

[The merest hesitation.] There was no other.

[Sam looks shifty-eyed and uncomfortable.]

FRODO

We set out from Rivendell with seven companions. One we lost in Mória. Two were my kin. A Dwarf there was also, and an Elf. And two men, Aragorn, son of Arathorn, and Boromir of Gondor.

FARAMIR

[Intently] You're a friend of Boromir?

FRODO

Yes... for my part.

FARAMIR

It will grieve you then to learn that he is dead.

FRODO

[Shocked] Dead? How? When?

FARAMIR

As one of his companions, I'd hoped you would tell me. [Pause] He was my brother.

[Faramir is sitting alone, deep in thought. Suddenly someone comes up to him.]

GONDORIAN RANGER

Captain Faramir. [whispers] We found the third one.

[Frodo and Sam are sleeping. Frodo awakens as Faramir stands before him.]

FARAMIR

You must come with me. Now.

[Frodo gets up and follow. They come to the edge of the waterfall, overlooking the Forbidden Pool.]

FARAMIR

[Pointing down] Down there.

[Frodo looks down and sees Gollum diving into the water.]

FARAMIR

To enter the forbidden pool bears the penalty of death. [He gestures to archers hidden in the bushes.] They wait for my command.

[The Rangers notch their arrows]

FARAMIR

Shall I shoot?

[Frodo looks stricken. Gollum emerges from the pool onto a rock. He holds a fish in his hand and starts singing, slapping the fish on the rock as he goes.]

GOLLUM

[singing] The rock and pool is nice and cool, so juicy sweet! I only wish [Whacks the fish on the rock] to catch a fish [whacks], so juicy sweet! [The fish almost wriggles out of his grasp and he whacks it some more.]

[Faramir has his hand raised to order his men to shoot. At the last moment, Frodo calls out.]

FRODO

Wait! [Faramir stops] This creature is bound to me. And I to him. He is our guide. Please, let me go down to him.

[Faramir nods. Frodo descends to the Forbidden Pool and approaches Gollum who is gorging on the raw fish.]

FRODO

Sméagol. [Gollum turns round at Frodo's voice.] Master is here. Come, Sméagol. Trust master. Come!

[Frodo gestures for Gollum to follow him.]

GOLLUM

We must go now?

FRODO

Sméagol, you must trust master. Follow me, come on. Come. Come, Sméagol. Nice Sméagol. That's it. Come on.

[With the fish between his teeth, Gollum follows Frodo warily. Suddenly he looks up in alarm and is caught by Rangers.]

FRODO

Don't hurt him! Sméagol don't struggle! Sméagol listen to me!

GOLLUM

[wails] Master!!

[A black cloth is brought over Gollum's head. Frodo stares after them with a stricken expression as Faramir leads Gollum and his men away. Back in the cave, Gollum is thrown down to the ground. Crying, he crawls into a corner and curls up into ball.]

GOLLUM

No! No!

FARAMIR

Where are you leading them? Answer me!

GOLLUM

[Cooing, his hand stroking his shoulder] Sméa...gol... Why does it cry, Sméagol?

SMÉAGOL

[Sobbing] Cruel men hurts us. Master trickst us.

GOLLUM

Of course he did. I told you he was tricky. I told you he was false.

SMÉAGOL

[Sobbing] Master is our friend... our friend.

GOLLUM

Master betrayed us.

SMÉAGOL

No, not its business. Leave us alone!

GOLLUM

[Hits his fist against the wall] Filthy little hobbitises. They stole it from us.

SMÉAGOL

[Whimpers] No... No!

FARAMIR

What did they steal?

GOLLUM

[Turns to Faramir with a ferocious expression]
Myyy... PRECIOUSSS!! [He bares his teeth
and growls] Aaaarrggghhh!!!

[Back in their holding area, Sam and Frodo are alone.]

SAM

We have to get out of here. You go.
Go, now! You can do it. Use the Ring,
Mr. Frodo. Just this once. Put it on.
Disappear.

FRODO

I can't. You were right, Sam. You tried
to tell me, but... I'm sorry. The Ring's
taking me Sam. If I put it on, he'll
find me. He'll see.

SAM

Mr. Frodo...

[They both stand as Faramir enters.]

FARAMIR

[Unsheathes his sword] So... this is
the answer to all the riddles. Here
in the wild I have you. Two halflings
and a host of men at my call. The Ring
of power within my grasp.

[Faramir lifts the Ring from Frodo's
neck with the tip of his sword.]

FARAMIR

A chance for Faramir, captain of Gondor,
to show his quality.

[Frodo is backed up fearfully against
the wall. The Ring whispers and Frodo
falls into a trance. Suddenly, he grabs
the Ring in his hand and jerks himself
away.]

FRODO

No!! [He runs away from Faramir]

SAM

Stop it! Leave him alone! Don't you
understand? He's got to destroy it.
That's where we're going. Into Mordor.
To the mountain of fire.

[Faramir stares at Frodo. Just then

Damrod enters.]

DAMROD

Osgiliath is under attack. They call for reinforcements.

SAM

Please. It's such a burden. Will you not help him?

DAMROD

Captain?

FARAMIR

Prepare to leave. The Ring will go to Gondor. [He turns to leave.]

[Sam looks after Faramir sadly.]

[Aragorn is riding towards Helm's Deep. On the way, he sees an enormous Uruk-hai army marching with great speed. He quickly makes haste towards Helm's Deep and soon sees the refuge.]

ARAGORN

[Patting Brego on the neck] Mae carnen, Brego, mellon nîn. (Well done, Brego, my friend)

[He rides into Helm's Deep to the amazement of all.]

REFUGEES

He's alive!

GIMLI

[Pushing his way through the crowd.] Where is he? Where is he? Get out of the way. I'm gonna kill him! [He sees Aragorn.] You are the luckiest, the canniest and the most reckless man I ever knew! [He hugs Aragorn.] Bless you, laddie!

ARAGORN

Gimli, where is the king?

[Gimli gestures to the hall. As Aragorn makes his way in, he runs into Legolas who stands waiting.]

LEGOLAS

Le ab-dollen. (You're late.) [They smile. Legolas pauses and looks at Aragorn's wounds.] You look terrible.

[To the side, Éowyn sees Aragorn and smiles joyously and with relief. Legolas takes Aragorn's hand and gives the Evenstar pendant. Aragorn looks at the Evenstar

and claps Legolas on the shoulder.]

ARAGORN

Hannon le. (Thank you.)

[Éowyn looks on and smiles even as tears fill her eyes.]

[Aragorn is in the keep, conferring with Théoden]

THÉODEN

A great host, you say?

ARAGORN

All Isengard is emptied

THÉODEN

How many?

ARAGORN

Ten thousand strong at least.

THÉODEN

Ten thousand?!

ARAGORN

It is an army bred for a single purpose: to destroy the world of men. They will be here by nightfall.

THÉODEN

Let them come! [Walks away resolutely]

[Along the passage behind the Deeping Wall.]

THÉODEN

[to Gamling] I want every man and strong lad able to bear arms to be ready for battle by nightfall.

[Gamling nods and goes off. Théoden stands at the gate of Helm's Deep, speaking to Aragorn, Legolas and Gimli.]

THÉODEN

We will cover the causeway and the gate from above. No army has ever breached the Deeping Wall or set foot inside the Hornburg.

GIMLI

This is no rabble of mindless Orcs. These are Uruk-hai. Their armor is thick and their shields broad.

THÉODEN

I have fought many wars, Master Dwarf. I know how to defend my own keep.

[Gimli seems miffed. Legolas claps a hand on Gimli's shoulder as he follows Aragorn and Théoden back in.]

THÉODEN

They will break upon this fortress like water on rock. Saruman's hordes will pillage and burn, we've seen it before. Crops can be resown; homes rebuilt. Within these walls, we will outlast them.

ARAGORN

They do not come to destroy Rohan's crops or villages. They come to destroy its people. Down to the last child.

THÉODEN

[Draws close to Aragorn] What would you have me do? Look at my men. Their courage hangs by a thread. If this is to be our end, then I would have them make such an end as to be worthy of remembrance.

ARAGORN

Send out riders, my lord. You must call for aid.

THÉODEN

And who will come? Elves? Dwarves? We are not so lucky in our friends as you. The old alliances are dead.

ARAGORN

Gondor will answer.

THÉODEN

Gondor? Where was Gondor when the Westfold fell? Where was Gondor when our enemies closed in around us? Where was Gon...
- No, my lord Aragorn, we are alone.
[He walks away, calling out orders]
Get the women and children into the caves.

GAMLING

We need more time to lay provisions for a siege, lord -

THÉODEN

[Cutting him off] There is no time. War is upon us!

ROHAN CAPTAIN

[to the soldiers] Secure the gate!

[Men rush to prepare for battle as flocks of carrion crows circle overhead.]

[Treebeard walks through the forest carrying Merry and Pippin. He comes to a clearing and stops.]

TREEBEARD

We Ents have not troubled about the wars of men and wizards for a very long time. But now something is about to happen that has not happened for an age... Ent Moot.

MERRY

What's that?

TREEBEARD

'Tis a gathering.

MERRY

A gathering of what?

[Merry and Pippin turns round as they hear movement from the forest around them. They see many more Ents like Treebeard gathering.]

TREEBEARD

Beech, oak, chestnut, ash... Good, good, good. Many have come. Now we must decide if the Ents will go to war.

[Merry licks his lips in anticipation.]

[Back at Helm's Deep, the women and children are being led into the caves.]

SOLDIER 1

Move back! Move to the caves!

SOLDIER 2

Keep moving!

SOLDIER 3

Quickly now!

[Old men and young lads are being drafted for war. The women and children say their tearful and reluctant farewells as their fathers, husbands and sons are led away by soldiers. In the armoury, weapons are being distributed. Aragorn picks up a battered sword, looks at it and tosses it back.]

ARAGORN

Farmer, farriers, stable boys. These are no soldiers.

GIMLI

Most have seen too many winters.

LEGOLAS

Or too few. Look at them. They're frightened. I can see it in their eyes. [The men around them fell silent. Legolas speaks to Aragorn.] Boe a hûn: neled herain dan caer menig! (And they should be... Three hundred against ten thousand!)

ARAGORN

Si beriathar hÿn. Amar nâ ned Edoras. (They have more hope of defending themselves here than at Edoras.)

LEGOLAS

Aragorn, men i ndagor. Hÿn ú-... ortheri. Natha daged aen! (Aragorn, we are warriors. They cannot win this fight. They are all going to die!)

ARAGORN

Then I shall die as one them! [He pauses and then walks away. Legolas makes as if to go after him.]

GIMLI

[Puts a hand on Legolas] Let him go, lad. Let him be.

[In the hall]

GAMLING

Every villager able to wield a sword has been sent to the armory. My lord?

THÉODEN

Who am I, Gamling?

GAMLING

You are our king, sire.

THÉODEN

And do you trust your king?

GAMLING

[Puts armour onto Théoden] Your men, my lord, will follow you to whatever end.

[The villagers are handed their weapons. An oversized helmet is placed on a wide-eyed boy. Another stares at the axe that he is handed with frightened eyes. Another child wearing oversized chain mail takes up a huge shield. Théoden stands inside the main hall of the keep, his back

to the entrance where a bright white light is streaming through.]

THÉODEN

To whatever end... Where is the horse and the rider? Where is the horn that was blowing? They have passed like rain on the mountains. Like wind in the meadow. The days have gone down in the west. Behind the hills, into shadow. How did it come to this?

[Everyone is getting ready for war at the battlements. Aragorn is sitting on the steps. He sees a young lad in armour holding a sword looking around nervously.]

ARAGORN

Give me your sword. What is your name?

HALETH

Haleth, son of Háma, my lord. The men are saying that we will not live out the night. They say that it is hopeless..

[Aragorn gives the battered sword a few swings.]

ARAGORN

This is a good sword, Haleth, son of Háma.

[He hands the sword back to Haleth and leans close to him, putting a hand on his shoulder.]

ARAGORN

There is always hope.

[Back at the armoury, Aragorn dons his battle gear. His sword is handed to him as he reaches for it. He nods and accepts the sword from Legolas.]

LEGOLAS

We have trusted you this far. You have not led us astray. Forgive me. I was wrong to despair.

ARAGORN

Ú-moe edhored, Legolas. (There is nothing to forgive, Legolas.)

[They smile and clap one another on the shoulders. They look at Gimli as he walks up to them, struggling with

his chain mail.]

GIMLI

If we had more time I'd get this adjusted.
[He drops the bundle and the chain mail
lands with its length right to the floor.]
It's a little tight across the chest.

[Aragorn and Legolas bite back smiles.
Just then, a horn sounds in the background]

LEGOLAS

That is no Orc horn. [They run out to
the battlements.]

[The guards look down in wonderment.]

BEREG

[to another guard] Send for the king.
Open the gate!

SOLDIER

Open the gate!

[An army of Lothlórien Elves march up
the Causeway into the Hornburg. They
are led by Haldir. The Rohirrim soldiers
look upon them in wonderment and delight
as they pass.]

THÉODEN

How is this possible?

HALDIR

I bring word from Elrond of Rivendell.
An alliance once existed between Elves
and men. Long ago we fought and died
together. [He looks up to see Aragorn,
Legolas and Gimli running down the steps,
and smiles] We come to honor that allegiance.

ARAGORN

[He bows] Mae govannen, Haldir. (Welcome,
Haldir) [He grabs Haldir in a huge embrace.
Initially stunned, Haldir hugs him back
lightly.]

ARAGORN

You are most welcome!

[Legolas and Haldir clasp each other
on the shoulder.]

HALDIR

[Turning to Théoden] We are proud to
fight alongside men, once more.

[Men and Elves are in their positions
on the battlements of Helm's Deep. The

sounds of a marching army move closer and closer. The women and children in the caves hear the sounds overhead and are frightened. Mothers draw their children close and try to sooth crying babies. The men and Elves look out into the darkness, lit by the thousands of torches carried by the huge advancing Uruk-hai army and the light bouncing off their armour. With a row of Elf archers, Gimli is standing beside Legolas behind a wall, only the top of his helmet visible.]

GIMLI

[Grumbling and straining to look above the wall.] You could have picked a better spot.

[Legolas smirks. Aragorn approaches and stands beside them]

GIMLI

Well lad, whatever luck you live by, let's hope it lasts the night.

[Thunder sounds and lightning flashes, revealing the sea of approaching Uruk-hai.]

LEGOLAS

Your friends are with you, Aragorn.

GIMLI

Let's hope they last the night.

[The marching and thumping grows louder and louder. Lightning flashes and it begins to rain. While the Uruk-hai army continues to march at the fortress, an Uruk-hai leader steps on a rock outcrop.]

[Aragorn is giving commands to the Elf warriors.]

ARAGORN

A Eruchîn, ú-dano i faelas a hyn an uben tanatha le faelas! (Show them no mercy! For you shall receive none!)

[The Uruk-hai leader raises his swords and commands his army to stop with a terrifying animalic cry. The Uruks stop and growl in anticipation of the upcoming battle and slaughter]

GIMLI

[Jumping and straining to see] What's happening out there?

LEGOLAS

Shall I describe it to you? [Looks at Gimli with a grin] Or would you like me to find you a box?

GIMLI

[Laughs good-naturedly] Hehehehe!!

[The Uruk Leader cries out once, encouraging the Uruk-hai to start roaring and thumping their spears furiously. The women and children in the caves huddle together in fear. Suddenly, Aldor, the old man next to Haleth, loses his grip and releases his arrow prematurely, shooting an Uruk-hai in the neck.]

ARAGORN

Dartho! (Hold!)

[The Uruk-hai army stop their roaring and thumping. With a hollow groan, the Uruk that was shot collapsed to the ground. The other Uruk-hai bare their teeth and roar with anger. With a cry, the Uruk-hai leader thrusts his weapon in the air and the Uruk-hai army starts charging.]

THÉODEN

So it begins.

ARAGORN

Tangado halad! (Prepare to fire!)

[The Elves notch their arrow and aim.]

LEGOLAS

Faeg i-varv dîn na lanc a nu ranc. (Their armor is weak at the neck and beneath the arms.)

ARAGORN

Leithio i philinn! (Release the arrows!)

[Arrows rain down on the Uruk-hai below, killing many.]

GIMLI

Did they hit anything?

THÉODEN

Give them a volley.

GAMLING

[to the men] Fire!

MAN-WITH-MISSING-EYE

Fire!

[More arrows are released. But the Uruk-hai army keep advancing, with more replacing those fallen.]

ARAGORN

Fire!

GIMLI

[Impatiently] Send them to me! C'mon!

[The Uruk-hai start to load ladders onto the walls, pushing them up with their long spears.]

ARAGORN

Pendraid! (Ladders!)

[The Elves draw their blades in preparation for combat. The first ladders are almost reaching the walls with big nasty Uruk Berserkers on top of them.]

ARAGORN

Swords! Swords!

GIMLI

Good!

[Close combat begins as the Uruk-hai climb over the wall.]

GIMLI

Legolas, two already! [Holding up two fingers]

LEGOLAS

I'm on seventeen!

GIMLI

[Outraged] Argh! I'll have no pointy-ear outscoring me! [He turns to a Uruk just climbing over the wall, whacking it in the groin with his axe and killing it as it falls.]

LEGOLAS

[Fires two arrows] Nineteen!

[The Ent Moot is still in progress. The Ents sway a little as they continue to deliberate. Merry and Pippin are sitting a distance away. Suddenly, Treebeard nods and turns to the hobbits.]

PIPPIN

[Gesturing] Merry!

TREEBEARD

We have just agreed. [Long pause with his eyes closed.]

MERRY

[Angles his head in query] Yes?

TREEBEARD

I have told your names to the Ent moot and we have agreed - you are not Orcs.

PIPPIN

Well, that's good news.

MERRY

[impatiently] And what about Saruman? Have you come to a decision about HIM?

TREEBEARD

[Waving a hand] Now don't be hasty, Master Meriadoc.

MERRY

Hasty? Our friends are out there! They need our help! They cannot fight this war on their own.

TREEBEARD

War, yes... It affects us all. But you must understand, young hobbit. It takes a loong time to say anything in oold... Entish. [Merry and Pippin roll their eyes in disgruntlement.] And we never say anything... unless it is worth taking a looong... time to say.

[Gimli is standing on the wall between two ladders, hacking away at Uruk-hai as they come up]

GIMLI

Seventeen! Eighteen! Nineteen! Twenty! Twenty-one! Twenty-two!

[Camera pans over the Uruk-hai below and turns to the Causeway. A group of Uruk-hai is advancing on the Causeway towards the gate in tortoise formation, using their broad shields to block off attacks.]

ARAGORN

Na fennas! (Causeway!) [Directs the Elf archers to aim at the Uruk-hai column.]

[The Elf archers release their arrows. The Uruk-hai at the sides are shot and

fall down the Causeway. But the column keeps advancing.]

THÉODEN

Is this it? Is this all you can conjure, Saruman?

[At the bottom of the Deeping Wall, two spiky bombs are lodge in the sluice gate. The rest opens a path and an Uruk-hai carrying a torch starts to run towards the sluice gate. Aragorn spots the Uruk-hai.]

ARAGORN

Togo hon dad, Legolas! (Bring him down, Legolas!) [Legolas shoots the Uruk-hai in the shoulder but the latter keeps going] Dago hon! Dago hon! (Kill him! Kill him!)

[Legolas shoots the Uruk again. It stumbles and then throws it self and the torch at the bombs. An enormous explosion is set off, blowing away a large part of the wall. Rock, debris and bodies are thrown up. Aragorn is also thrown back by the force of the explosion and on the ground, knocked out. Théoden looks on in shock as the Uruk-hai streams in past the Deeping Walls.]

THÉODEN

Brace the Gate! Hold them! Stand firm!

[Gimli sees the Uruk-hai charging in with Aragorn in their path. With a cry, he jumps down from the wall and lands on the Uruk-hai army, taking them out as he stands.]

GIMLI

Aragorn!! Argh!

[He is soon overpowered. Aragorn gets up and sees Gimli falling.]

ARAGORN

Gimli! [He yells to the Elves behind him] Hado i philinn! (Hurl the arrows!)

[The arrows take out the first group of Uruk-hai coming through the hole in the wall.]

ARAGORN

Herio! (Charge!)

[Aragorn leads the Elves in a charge towards the Uruk-hai streaming in. He rushes to Gimli's side and picks him

up. At the top of the battlements, Legolas grabs a shield and sends it sliding across the ground. He then hops onto it and surfs down the steps, releasing three arrows as he goes, and kicking the shield to stab an Uruk-hai as he lands at the bottom.]

[At the Ent Moot]

TREEBEARD

The Ents cannot hold back this storm.
We must weather such things as we have
always done.

MERRY

How can that be your decision?!

TREEBEARD

This is not our war.

MERRY

But you're part of this world! Aren't
you?! [The Ents look at one another,
taken back] You must help, please! You
must do something!

TREEBEARD

You are young and brave, Master Merry.
But your part in this tale is over.
Go back to your home.

[Merry is putting on his jacket. Pippin
approaches him slowly]

PIPPIN

Maybe Treebeard's right. We don't belong
here, Merry. It's too big for us. What
can we do in the end? We've got the
Shire. Maybe we should go home.

MERRY

[Looking into the distance.] The fires
of Isengard will spread. And the woods
of Tuckborough and Buckland will burn.
And all that was once green and good
in this world will be gone. [Turns to
Pippin and puts a hand on his shoulder]
There won't be a Shire, Pippin.

[Pippin looks after Merry as he walks
away.]

GAMLING

Aragorn! Fall back to the Keep! Get
your men out of there!

ARAGORN

Na Barad! Na Baraad! Haldir, na Barad!

(To the Keep! Pull back to the Keep!
Haldir, to the Keep!)

[Haldir nods and turns back. Gimli is
being carried away, kicking and struggling
as he goes]

GIMLI

[Protesting] What are you doing? Argh!
What are you stopping for!

**[HALDIR HACKS AT A FEW URUK AS HE TURNS TOWARDS
THE GATE. SUDDENLY, HE IS STABBED IN HIS ARM.]**

With a grimace, he kills the Uruk-hai
and looks down at his wound in seeming
disbelief. An Uruk-hai comes up from
behind him unnoticed and slices him
on the neck. As Haldir goes down, he
looks around him and sees his kin fallen
among dead Uruk-hai.]

ARAGORN

[Sees Haldir falling] HALDIR!! [He runs
up the steps to Haldir's side and catches
him and he collapses. Haldir's head
rolls back, his eyes empty and unseeing.
Aragorn bows his head in grief. Then
with a cry, he jumps onto a ladder and
swings down to the ground, killing as
he goes.]

GAMLING

Brace the gate!

SOLDIER

Hold them!

THÉODEN

[Drawing his sword] To the gate! Draw
your swords!

[Théoden and his commanders come to
the gate, which is under heavy attack.
The Uruk-hai are knocking down the gate
and hacking through the broken wood.
Théoden stabs at an Uruk-hai and receives
a lance in his shoulder, blocked by
his armour. Grimacing in pain, Théoden
continues to stab at the Uruk until
led away by Gamling.]

GAMLING

Make way! We cannot hold much longer.

THÉODEN

Hold them!

ARAGORN

[Runs up and stabs away at the Uruk-hai
through the broken gate] How long do
you need?

GAMLING

Brace the gate!

THÉODEN

As long as you can give me!

ARAGORN

Gimli!

THEODEN

Timbers! Brace the Gate!

[Aragorn and Gimli slip out a side exit and stand on a ledge just to the side of the main gate. Aragorn peeks over, seeing the large band of Uruk-hai storming the gate.]

GIMLI

Come on! We can take 'em!

ARAGORN

It's a long way.

[Gimli takes a peek and then steps back.]

GIMLI

[Mumbles] Toss me.

ARAGORN

What?

GIMLI

I cannot jump the distance! You'll have to toss me!

[Aragorn nods slowly and then turns to grab the Dwarf.]

GIMLI

Oh! [Gimli stays Aragorn's hand] Don't tell the Elf.

ARAGORN

Not a word.

[He tosses Gimli to the head of the Causeway and then leaps over.]

GIMLI

[Making quick work of killing the Uruk-hai]
ARGH!!

[On the other side of the gate]

THÉODEN

Shore up the door!

SOLDIER 1

Make way!

SOLDIER 2

Follow me to the barricade.

SOLDIER 3

Watch our backs!

SOLDIER 4

Throw another one over here!

THÉODEN

Higher!

[Men are bracing the gate with wood and nails. Aragorn and Gimli continue to fight off the Uruk-hai just outside. Meanwhile the Uruk-hai load and fires enormous hooks over the battlements. Hundred of Uruk-hai climb onto super-ladders as they are pulled up towards the walls, the super-ladders locking onto the edge of the battlements with their steel grips. Legolas takes aim as another super-ladder is being pulled up and shoots away one of the ropes. The ladder falls back onto the Uruk-hai army.]

SOLDIER

Hold fast the gate!]

THÉODEN

[Through a crack in the gate] Gimli!
Aragorn! Get out of there!

[Legolas calls to them from the top of the battlements]

LEGOLAS

Aragorn! [He throws them a rope]

[Aragorn grabs Gimli in one hand and the rope with the other as they are pulled up the wall. Just then the Uruk-hai load and fires enormous hooks over the battlements. Hundred of Uruk-hai climb onto super-ladders as they are pulled up towards the walls, the super-ladders locking onto the edge of the battlements with their steel grips. Legolas takes aim as another super-ladder is being pulled up and shoots away one of the ropes. The ladder falls back onto the Uruk-hai army.]

THÉODEN

Pull everybody back! Pull them back!

GAMLING

Fall back! Fall back!

THÉODEN

They've broken through! The castle is

breached. Retreat!

GAMLING

Fall back!

THÉODEN

Retreat!

ARAGORN

Hurry! Inside! Get them inside!

GAMLING

Into the Keep!

[They all run towards the keep, Legolas firing two arrows into the Uruk-hai army as he goes.]

[Treebeard is walking through the forest, carrying Merry and Pippin. The hobbits look dejected.]

TREEBEARD

I will leave you at the western borders of the forest. You can make your way north to your homeland from there.

[Pippin suddenly looks up with a gleam in his eyes.]

PIPPIN

Wait! Stop! Stop! [Treebeard comes to a stop.] Turn around. Turn around. Take us south!

TREEBEARD

South? But that will lead you past Isengard.

PIPPIN

Yes. Exactly. If we go south we can slip past Saruman unnoticed. The closer we are to danger, the farther we are from harm. It's the last thing he'll expect.

TREEBEARD

Mmmm. That doesn't make sense to me. But then, you are very small. Perhaps you're right. South it is then. Hold on, little Shirelings. I always like going south. Somehow it feels like going down hill.

MERRY

Are you mad? We'll be caught!

PIPPIN

No we won't. Not this time.

[Faramir and company draws close to Osgiliath.]

RANGER 1

Look! Osgiliath burns!

RANGER 2

Mordor has come.

FRODO

[With tears in his eyes] The Ring will not save Gondor. It has only the power to destroy. Please, let me go.

[Faramir hesitates for a moment.]

FARAMIR

Hurry. [He presses them on]

FRODO

Faramir, you must let me go!

[Frodo and Sam are pushed on towards Osgiliath]

[Treebeard, Merry and Pippin come to the southern edge of the forest.]

TREEBEARD

And a little family of field mice that climb up sometimes and they tickle me awfully. They're always trying to get somewhere where they - Oh!! [He sees the desolated landscape of tree stumps that used to be forested grounds] Many of these trees were my friends. Creatures I had known from nut and acorn.

PIPPIN

I'm sorry, Treebeard.

TREEBEARD

[With tears in his eyes] They had voices of their own. [His gaze turns to the treeless Isengard and its smoking caverns] Saruman! A wizard should know better!

[He lets out a ferocious roar that echoes through the forest]

TREEBEARD

There is no curse in Elvish, Entish or the tongues of men for this treachery. My business is with Isengard tonight. With rock and stone!

[Merry and Pippin turn around as they

hear rumbles from the forest. They see many Ents emerging and marching towards them]

MERRY

Yes!

TREEBEARD

Hooraroom... Come my friends. The Ents are going to war. It is likely that we go to our doom. Last march of the Ents!

[Osgiliath is still under siege as Faramir and company arrives, dodging arrows and falling rocks.]

MADRIL

Faramir, Orcs have taken the eastern shore. Their numbers are too great. By nightfall we'll be overrun.

[Frodo suddenly seems stricken]

SAM

Mr Frodo!

FRODO

It's calling to him, Sam. His eye is almost on me.

SAM

Hold on, Mr. Frodo... You'll be alright...

[Frodo sees that Sam is speaking to him but he hears nothing. His senses are overcome.]

FARAMIR

Take them to my father. Tell him Faramir sends a mighty gift. A weapon that will change our fortunes in this war.

[Sam breaks away as they are being led away.]

SAM

Do you want to know what happened to Boromir? You want to know why your brother died? He tried to take the Ring from Frodo! After swearing an oath to protect him, he tried to kill him! The Ring drove your brother mad!

RANGER

Watch out!

[A boulder crashes into a tower overhead and shatters it. Suddenly, Frodo's eyes roll up and he stares at Faramir strangely.]

SAM

Mr Frodo?

FRODO

[In a faraway voice] They're here. They've come.

FARAMIR

[Looking up] NAZGÛL!! [He grabs the hobbits and thrusts them into a corner.] Stay here. Keep out of sight. [To his men] Take cover!

[Banners of the White Hand are flying from the battlements of Helm's Deep. The Hornburg is overrun with Uruk-hai. Théoden and company are in the hall of the keep.]

THÉODEN

The fortress is taken. It is over.

ARAGORN

[Carrying a table with Legolas to shore up the door of the hall] You said this fortress would never fall while your men defend it! They still defend it! They have died defending it!

[In the Glittering Caves, the women and children cry in fear as they hear the battering ram banging on the door.]

WOMAN

They are breaking in!

ARAGORN

Is there no other way for the women and children to get out of the caves? [There is no answer.] Is there no other way?

GAMLING

There is one passage. It leads into the mountains. But they will not get far. The Uruk-hai are too many.

ARAGORN

Send word for the women and children to make for the mountain pass. And barricade the entrance.

THÉODEN

So much death. What can men do against such reckless hate?

ARAGORN

[Pause] Ride out with me. Ride out and meet them.

THÉODEN

[A light of determination shines in his eyes] For death and glory.

ARAGORN

For Rohan. For your people.

GIMLI

The sun is rising.

[Aragorn looks up at a window to see faint light streaming through. He recalls Gandalf's words.]

GANDALF (V.O.)

Look to my coming at first light on the fifth day. At dawn, look to the east.

THÉODEN

Yes. Yes! The horn of Helm Hammerhand shall sound in the deep one last time!

GIMLI

Yes! [Gimli runs up the steps to the horn of Helm Hammerhand]

THÉODEN

Let this be the hour when we draw swords together. Fell deeds awake. Now for wrath! Now for ruin! And a red dawn!

[He mounts his horse and puts on his helmet. The sound of the horn rumbles through Helm's Deep as Gimli blows with gusto.]

THÉODEN

FORTH EORLINGAS!!

[Théoden leads the charge out of the keep into the Hornburg, slashing away at the Uruk-hai as they go. Without pause, they storm out of the gate and down the Causeway, right into the column of waiting Uruk-hai. In the midst of battle, Aragorn looks east and sees a white rider against the rising sun]

ARAGORN

Gandalf.

GANDALF

Théoden king stands alone.

ÉOMER

[Coming up from behind] Not alone. [He

raises a hand] Rohirrim!!

[Riders move up behind Éomer.]

THÉODEN

[Looking to the east] Éomer!

ÉOMER

To the king!

[The Rohirrim and the White Rider charge down the slope. Half the Uruk-hai army turns to face the challenge, bearing their spears down towards the riders. As the riders draw closer, the sun rises behind them, momentarily blinding the Uruk-hai who raise the hands (and spears) to shield their eyes. The riders crash right into the Uruk-hai and engage them in battle.]

[The Ents are stomping over Isengard, swinging their huge limbs, throwing and stamping on Orcs and rolling huge boulders over the ground. An Ent is pulled down with chains by some Orcs, who immediately jump on and hacks away at his wooden limbs. Saruman rushes out onto the balcony of Orthanc and stares at the pandemonium in incredulity. Merry and Pippin also throws stones at Orcs, their aims true.]

PIPPIN

Yes!

TREEBEARD

A hit. A fine hit!

[Two Ents rock a wooden structure and push it over into the caverns below, smashing against the rock. Some Orcs fire flamed-tipped arrows at an Ent, setting him on fire. Saruman continues to look about from his balcony, helpless. Some Ents are now breaking away at a dam.]

TREEBEARD

Break the dam! Release the river!

[The dam is broken and Saruman looks up to see the river rushing down the slope towards Isengard, washing away Orcs and wooden structures in its path.]

MERRY

Pippin, hold on! [The hobbits tighten their hold on top of Treebeard]

TREEBEARD

Hold on, little hobbits!

[Treebeard braces himself against the flood. As the water rushes over Isengard, an Ent rushes in and thrusts his burning body into the water. The water rushes into the caverns, washing away the bridges, mechanisms and structures within.]

[Frodo walks slowly away from the safe corner. Gondorian Rangers are still running about, defending their stations.]

SAM

What are you doing? Where are you going?!

[SLOW MOTION]

Frodo walks up some stairs and stands on a bridge. A Nazgûl on a Fell beast emerges in front of him. Frodo stares at the Nazgûl, fixated. Feeling the call of the Ring, he holds it up. Faramir watches the unfolding tableau from below. As Frodo moves to put the Ring on his finger and the Nazgûl flies closer and closer, Sam runs up and knocks Frodo over. Faramir releases an arrow and shoots the Fell Beast. Frodo and Sam roll down the stairs. As they come to a stop at the bottom, Frodo holds Sam in a death grip, yells and points Sting at his throat, his eyes livid with madness and anger that someone would try to take the Ring away.]

FRODO

Aaarrgghh!!!

SAM

[With tears running down his face] It's me. It's your Sam. Don't you know your Sam?

[The madness fades and recognition returns to Frodo's eyes. He realises what he nearly did and is overcome. Stumbling backwards, he collapses against a wall and Sting falls to the ground with a clang. Sam gets up slowly.]

FRODO

[Slowly and with despair] I can't do this, Sam.

SAM

[Getting up slowly] I know. It's all wrong. By rights we shouldn't even be

here. But we are. [He stands and leans against a wall, looking out into the distance.] It's like in the great stories, Mr. Frodo. The ones that really mattered. Full of darkness and danger they were. And sometimes you didn't want to know the end. Because how could the end be happy? [Images of the riders winning the battle against the Uruk-hai at Helm's Deep] How could the world go back to the way it was when so much bad had happened?

THÉODEN

Victory! We have victory! [He raises his sword with a victorious cry]

SAM

But in the end, it's only a passing thing, this shadow. [The women and children welcome the men as they return. Éowyn runs up to Aragorn and embraces him, crying tears of relief.] Even darkness must pass. A new day will come. [Isengard is flooded. Merry and Pippin looks on from their perch on Treebeard. On the balcony, Saruman stumbles back into his chamber] And when the sun shines it will shine out the clearer. Those were the stories that stayed with you. That meant something, even if you were too small to understand why. But I think, Mr. Frodo, I do understand. I know now. Folk in those stories had lots of chances of turning back only they didn't. They kept going because they were holding on to something.

FRODO

What are we holding on to, Sam?

SAM

There's some good in this world, Mr. Frodo. And it's worth fighting for.

[Standing in a corner, even Gollum seems moved. Faramir walks over and comes to kneel in front of Frodo]

FARAMIR

I think at last we understand one another, Frodo Baggins.

MADRIL

You know the laws of our country, the laws of your father. If you let them go, your life will be forfeit.

FARAMIR

Then it is forfeit. Release them.

[Sam shakes the ranger's hand from his

shoulder. Frodo looks up at Faramir with gladness. Over in the realm of Rohan, Gandalf, Théoden and company ride to the top of a slope, looking towards the Mountain of Fire in the distance.]

GANDALF

Sauron's wrath will be terrible, his retribution swift. The battle for Helm's Deep is over. The battle for Middle-earth is about to begin. All our hopes now lie with two little hobbits. Somewhere in the wilderness.

[Frodo and Sam are walking through the woods, away from Osgiliath.]

SAM

I wonder if we'll ever be put into songs or tales.

FRODO

What?

SAM

I wonder if people will ever say, 'let's hear about Frodo and the Ring.' And they'll say 'yes, that's one of my favorite stories. Frodo was really courageous, wasn't he, dad.' 'Yes, my boy, the most famousest of hobbits. And that's saying alot.'

FRODO

Huh, you left out one of the chief characters - Samwise the Brave. I want to hear more about Sam.

[Frodo turns to look at Sam.]

FRODO

Frodo wouldn't have got far without Sam.

SAM

Now Mr. Frodo, you shouldn't make fun. I was being serious.

FRODO

[smiling] So was I. [He turns to walk on]

SAM

[Dreamily] Samwise the Brave. [He gives his backpack a heave and follows Frodo]

[Gollum is crouching a short distance away]

FRODO

Sméagol!

SAM

We're not gonna wait for you. Come on!

SMÉAGOL

Master... Master looks after us. Master wouldn't hurt us.

GOLLUM

Master broke his promise.

SMÉAGOL

Don't ask Sméagol. Poor, poor Sméagol.

GOLLUM

Master betrayed us! Wicked, tricky, false. We ought to wring his filthy little neck. [Twists the branch of a tree] Kill him! Kill him! Kill them both. And then we take the precious and we be the master.

SMÉAGOL

[Scuttles and hides behind a tree] The fat hobbit, he knows. Eyes always watching.

GOLLUM

Then we stabs them out. Put out his eyeses. And make HIM crawl.

SMÉAGOL

[Bites on his finger and nods eagerly]
Yes! Yes! Yes!

GOLLUM

Kill them both.

SMÉAGOL

Yes! No no! [Backs away against a tree]
It's too risky, it's too risky.

[He looks in the direction of the hobbits]

SAM

Where's he gone? Hey Gollum, where are you?

FRODO

Sméagol?

GOLLUM

[Softly and sinisterly] We could let HER do it.

SMÉAGOL

Yes. She could do it.

GOLLUM

Yes, precious she could. And then we

takes it once they're dead.

SMÉAGOL

Once they're dead...

GOLLUM

Shh... [He pops out from hiding in front of the hobbits.]

SMÉAGOL

Come on, hobbits. Long ways to go yet. Sméagol will show you the way.

[He turns to walk on, with Frodo and Sam following behind.]

GOLLUM

Follow me.

[Camera pans up over the forest and Ephel Dúath to reveal the desolation of Mordor. To the left of the frame is the glowing Eye of Sauron atop Barad-dûr, and to the right of the frame is the fiery Mount Doom. Three Fell Beasts circle the dark skies. Lightning flashes as the scene fades to black.]