

THE HOBBIT: THE DESOLATION OF SMAUG

5th Draft - 22 November - Film 2 of 3
By Fran Walsh & Philippa Boyens & Peter Jackson

4th Draft - 26 September 2013 - Film 2 of 3
By Fran Walsh & Philippa Boyens & Peter Jackson

Third Draft - 24 June 2013 - Film 2 of 3
By Fran Walsh & Philippa Boyens & Peter Jackson

Second Draft - 11 April 2013 - Film 2 of 3
By Fran Walsh & Philippa Boyens & Peter Jackson

First Draft - 27 March 2013 - Film 2 of 3
By Fran Walsh & Philippa Boyens & Peter Jackson

Based on the Screenplays

LITTLE RIVERS

Tenth Draft - 20 August 2012 - Film 1 of 3
By Fran Walsh & Philippa Boyens & Peter Jackson

Ninth Draft - 16 July 2012 - Film 1 of 3
By Fran Walsh & Philippa Boyens & Peter Jackson

Eight Draft - 20 March 2012 - Film 1 of 2
By Fran Walsh & Philippa Boyens & Peter Jackson

Seventh Draft - 27 October 2011 - Film 1 of 2
By Fran Walsh & Philippa Boyens & Peter Jackson

Sixth Draft - 3 September 2011 - Film 1 of 2
By Fran Walsh & Philippa Boyens & Peter Jackson

Fifth Draft - 28 April 2011 - Film 1 of 2
By Fran Walsh & Philippa Boyens & Peter Jackson

Fourth Draft - 9 February 2011 - Film 1 of 2
By Fran Walsh & Philippa Boyens & Peter Jackson

Third Draft - 15 January 2011 - Film 1 of 2
By Fran Walsh & Philippa Boyens & Peter Jackson

Second Draft - 17 June 2010 - Film 1 of 2
By Fran Walsh & Philippa Boyens & Peter Jackson

First Draft - 23 September 2009 - Film 1 of 2
By Fran Walsh & Philippa Boyens & Peter Jackson
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BIGGER RIVERS

Eight Draft - 13 June 2013 - Film 3 of 3
By Fran Walsh & Philippa Boyens & Peter Jackson

Seventh Draft - 15 May 2013 - Film 3 of 3
By Fran Walsh & Philippa Boyens & Peter Jackson

Sixth Draft - 7 May 2012 - Film 2 of 2
By Fran Walsh & Philippa Boyens & Peter Jackson

Fifth Draft - 14 February 2012 - Film 2 of 2
By Fran Walsh & Philippa Boyens & Peter Jackson

Fourth Draft - 20 October 2011 - Film 2 of 2
By Fran Walsh & Philippa Boyens & Peter Jackson

Third Draft - 13 September 2011 - Film 2 of 2
By Fran Walsh & Philippa Boyens & Peter Jackson

Second Draft - 20 May 2011 - Film 2 of 2
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BLACK SCREEN:

ON THE SOUNDTRACK: HEAVY RAIN falls ... a SUDDEN CLAP of THUNDER!

FADE IN:

EXT. PRANCING PONY, BREE STREETS - NIGHT

A CLOAKED FIGURE hurries through a heavy downpour towards the LIGHT of an INN. A SIGN SWINGS in the WIND: "*The Prancing Pony*"

The CLOAKED FIGURE goes to step into the shelter of the INN but suddenly turns and looks over his shoulder, as if sensing something ... the FIGURE is THORIN OAKENSHIELD.

THORIN stares out into the dark, wind swept night, before hurrying inside.

PULL BACK to reveal ... TWO SWARTHY looking men exchange looks before following him in.

INT. PRANCING PONY - NIGHT

ANGLE ON: an assortment of locals and travellers fills the bar. HOBBITS, mingle with BREE LANDERS.

A BARMAID, BETSY BUTTERBUR, is just about to deliver a MUG and a PLATE of CHEESE and BREAD to THORIN.

A LARGE FIGURE suddenly sits down across the TABLE from THORIN ... this is GANDALF the GREY. He looks a little the worse for wear.

GANDALF

Mind if I join you?

(signalling to the BARMAID)

I'll have the same.

(back to THORIN)

I should introduce myself - my name is Gandalf, Gandalf the Grey.

THORIN

I know who you are.

GANDALF

(heartily)

Well now ... this is a fine chance ...

(chatty)

What brings Thorin Oakenshield to Bree?

ANGLE ON: THORIN stares speculatively at the WIZARD before deciding to answer.

THORIN

I received word that my father had been seen, wandering the wilds near Dunland. I went looking, but found no sign of him.

ANGLE ON: GANDALF looks at THORIN with sympathy.

GANDALF

Thorin it has been a long time since anything but rumour was heard of Thrain.

THORIN

He still lives - I'm sure of it.

GANDALF shifts in his seat.

ANGLE ON: BETSY BUTTERBUR the BARMAID places GANDALF's MUG of ALE and CHEESE and BREAD in front of him.

THORIN (CONT'D)

My father came to see you - before he went missing. What did you tell him?

GANDALF

I urged him to march upon Erebor ... to rally the seven armies of the Dwarves, destroy the Dragon and take back Erebor. ... I would say the same to you - take back your homeland.

THORIN takes a swig of BEER. He regards GANDALF.

THORIN

This is no chance meeting - is it?

GANDALF

(conceding the truth)

No - it is not.

GANDALF (CONT'D)

The Lonely Mountain troubles me, Thorin. That Dragon has sat there long enough. Sooner or later ... darker minds will turn towards Erebor -

THORIN looks at GANDALF, unconvinced.

GANDALF (CONT'D)

I ran into some unsavoury characters whilst travelling along the Greenway. They mistook me for a vagabond.

THORIN

I imagine they regretted that.

GANDALF smiles wryly. He reaches into his pocket and withdraws a tattered note. He slides it towards THORIN

GANDALF

One of them was carrying a message.

THORIN opens the bit of OLD PIECE OF HIDE, he frowns, unable to read the script.

GANDALF (CONT'D)

It is Black Speech - a promise of payment.

THORIN

For what?

GANDALF

Your head.

CLOSE ON: THORIN reacts to this unwelcome news.

GANDALF (CONT'D)

Someone wants you dead ... Thorin, you can wait no longer. You are the heir to the Throne of Durin. Your father will never be found - this task is now yours. Unite the armies of the Dwarves - together you have the might and power to retake Erebor. Summon a meeting of the seven Dwarf families - demand that they stand by their oath.

THORIN

The seven armies swore that oath to the one who wields the King's Jewel, the Arkenstone ... It is the only thing that will unite them. In case you have forgotten that jewel was stolen by Smaug.

ANGLE ON: The SWARTHY MEN slip out of the INN. GANDALF leans forward.

GANDALF

(low voice)

What if I were to help you reclaim it?

THORIN

How? The Arkenstone lies half a world away, buried beneath the feet of a fire breathing dragon.

GANDALF

Yes, it does. Which is why we are going to need a burglar.

EXT. ANDUIN VALLEY RIDGE - NIGHT

CLOSE ON: A tense looking BILBO climbs stealthily up a rocky escarpment ... cautiously he peers over the edge.

SUPER IMPOSE: NINE MONTHS LATER ...

BILBO POV: in the far distance a PACK of ORC SCOUTS riding WARGS can be seen scouring a RIDGE LINE ... the WARG'S sniff the ground trying to pick-up THORIN and COMPANIES scent.

ANGLE ON: the MENACING FORM of AZOG the DEFILER rides into view ... AZOG's head swivels towards BILBO's lookout as if sensing he is being watched. BILBO ducks down just before he is seen.

ANGLE ON: BILBO about to creep back to the OTHERS when suddenly he freezes ... THUD! A MASSIVE PAW pads into view as the ENORMOUS FUR COVERED BODY of a GIANT BEAR CREATURE pushes through UNDERGROWTH ... dark, fierce eyes stares intently at the ORC PACK in the distance ... sharp, fangs are bared as the CREATURE emits a LOW, THREATENING SNARL ...

Barely breathing BILBO quietly slips away.

EXT. ANDUIN VALLEY CLEARING - NIGHT

ANGLE ON: GANDALF, THORIN and the COMPANY reacts as BILBO scampers into the clearing. He is immediately peppered with questions.

THORIN
How close is the pack?

BILBO
(out of breath)
Too close, a couple of leagues, no more.
But that's not the worst of it -

DWALIN
(interrupting)
Have the Wargs picked up our scent?

BILBO
Not yet, they will soon enough - but
there's another problem -

GANDALF
(alarmed)
Did they see you? They saw you.

BILBO
No, it's not that -

GANDALF
(interrupting)
What did I tell you? Quiet as a mouse -
excellent burglar material.

A MURMUR of RELIEVED AGREEMENT greets this as the DWARVES all ignore BILBO and confer amongst themselves

BILBO

(frustrated)

Would you listen to me - would you just
listen?! I'm trying to tell you -

GANDALF and the DWARVES fall silent all looking

BILBO (CONT'D)

(real fear)

There's something else out there.

ANGLE ON: GANDALF looking worried.

GANDALF

(interrogating BILBO)

What form did it take - like a bear?

BILBO

Yes, except bigger - a lot bigger.

BOFUR

(horrified to GANDALF)

You knew about this beast?!

BOFUR (CONT'D)

I say we go back.

THORIN

And be run down by a pack of Orcs?

GANDALF

(thinking fast)

There's a house not far from here where
we might seek refuge.

THORIN

(wary)

Whose house? Are they friend or foe?

GANDALF

Neither - he will help us ... or he
will kill us.

THORIN

What choice do we have?

A HUGE ROAR sounds above them.

GANDALF

None.

EXT. ANDUIN VALLEY - DAY

ANGLES ON: GANDALF leads the COMPANY across a SHALLOW RIVER
... and through wild HILLY COUNTRY. In the distance stretches
the DARK GLOOM of MIRKWOOD - the poisoned GREENWOOD.

EXT. BEORN'S HOUSE - DUSK

ANGLE ON: GANDALF glances nervously BEHIND them.

GANDALF
This way, quickly!

SUDDENLY! A TERRIFYING ROAR comes from the WOODS behind them
... the COMPANY spins around:

ANGLE ON: the HUGE BEAR-CREATURE charges out of the FOREST!
TEETH bared, trailing DROOL, the terrifying CREATURE races
towards them!

GANDALF (CONT'D)
(yelling)
Through the gate! Run!

TRACKING: with the COMPANY as they desperately RACE towards a
WOODEN HOUSE ... BOMBUR puts on a surprising burst of SPEED!
The BEAR-CREATURE is SNARLING at their HEELS!

ANGLE ON: BILBO has fallen behind ... GANDALF rushes back to
help the SMALL HOBBIT.

BOFUR arrives at the HOUSE FIRST, and tries the DOOR: LOCKED!

NORI steps forward, producing a thin file and proceeds to try
to pick the lock!

BOFUR
Come on, come on!

The OTHERS are rushing towards the DOOR, with the charging
BEAR-CREATURE not far behind!

ANGLE ON: THORIN arrives and LIFTS the LATCH - the DOOR OPENS!

INT. BEORN'S HOUSE, GREAT HALL - DUSK

The COMPANY tumble INSIDE, and SLAM the huge, heavy DOOR
behind them ... they just manage to get it SHUT when the BEAR-
CREATURE impacts against the OUTSIDE of it.

The ENTIRE HOUSE trembles!

DWALIN drops a MASSIVE wooden BOLT across the DOOR ... they
listen to the BEAR-CREATURE RIPPING at the door with his
CLAWS.

ORI'S EYES are wide with FEAR.

ORI
What is that?

A BONE CHILLING HOWL resounds from outside.

GANDALF

That ... is our host.

The COMPANY look at GANDALF in disbelief.

EXT. BEORN'S HOUSE - NIGHT

IMAGES: SLEEK BLACK FUR, GIANT CLAWS, SNARLING JAWS ... the HUGE, SWAYING BODY of a BEAR as it furiously scratches at the DOOR and the SIDES of the HOUSE.

GANDALF (O.S.)

His name is Beorn and he is a skin-changer ... Sometimes he's a huge black bear, sometimes he is a great, strong man. The bear is unpredictable, but the man can be reasoned with ... however, he is not over fond of Dwarves.

ORI

(peering through crack)
He's leaving.

DORI

Get away from there - it's not natural, none of it. It's obvious he's under some dark spell.

GANDALF

Don't be a fool! He's under no enchantment other than his own! Now get some sleep, all of you. You'll be safe here tonight.

(quietly to himself)
I hope.

EXT. BEORN'S HOUSE, WILDERLANDS - NIGHT

PULLING BACK across the WILDERLAND ... in the distance, hidden in the trees a WARG PACK led by AZOG watches BEORN'S HOUSE.

NARZUG

(BLACK SPEECH with subtitles)
Bû hum margyam. Gorid shûgi khozdayil.
Attack them now. Kill the Dwarf-filth while they sleep.

AZOG

(BLACK SPEECH with subtitles)
Shâ - Shulim nari arangish.
No - the Beast stands guard.

PULL BACK TO REVEAL ... THE GIANT BEAR pacing, as if infuriated by the presence of an ORC PACK ...

AZOG (CONT'D)
(BLACK SPEECH with subtitles)
Zadgarimid ru mong.
We will kill them on the road.

ANGLE ON: AZOG and the OTHER WARG RIDERS spin around at the sound of something rushing towards them through the TREES.

BOLG, a huge, brutal looking ORC rides into the clearing.

AZOG watches as BOLG approaches. By no sign does he betray that this is his son. He eyes BOLG coldly.

BOLG
(BLACK SPEECH with subtitles)
Ginai-nu toragin Guldur-ob ... Dorgun
toragishig.
*They are gathering in Dol Guldur ... the
Master has summoned you.*

INT. BEORN'S HOUSE, GREAT HALL - NIGHT

ANGLE ON: The COMPANY ASLEEP in the GREAT HALL ... DWARVES are SNORING, some softer than others!

CLOSE ON: BILBO lying in the DARKNESS, with his eyes OPEN. He makes sure nobody is AWAKE, and takes THE RING out of his pocket ... slowly, he turns it OVER AND OVER between his fingers, a QUIZZICAL LOOK in his eye.

DREAMY: the RING wavers in BILBO'S HAND ... he seems to HEAR NOISES in his HEAD ...

ON THE SOUNDTRACK a low guttural whisper begins to build.

EXT./INT. DOL GULDUR - NIGHT

IMAGES: The DARKENED RUINS of the abandoned FORTRESS of DOL GULDUR silhouetted against the night sky.

PULLING AWAY from the SHADOWY INTERIOR of the RUINS ...

ANGLE ON: AZOG, trailed by the WARG PACK, crosses the CAUSEWAY and enters DOL GULDUR.

AZOG reacts as DARK SHADOWS pulse ... black smoke writhes within ... a dark energy builds.

AZOG reacts as a creepy figure emerges from the SHADOWS.

NECROMANCER
(BLACK SPEECH with subtitles)
Zad thraka'ash. Zad thraka'ash gishu.
We grow in number. We grown in strength.

AZOG watches as more and more GIANT ORCS march in to the COURTYARD of the FORTRESS.

 NECROMANCER (CONT'D)
 (BLACK SPEECH with subtitles)
Snakun nak.
You will lead my armies.

 AZOG
 (BLACK SPEECH with subtitles)
Mod Ekinskeldu?
What of Oakensheild.

 NECROMANCER
 (BLACK SPEECH with subtitles)
Kutmu nakhash.
War is coming.

 AZOG
 (BLACK SPEECH with subtitles)
Zad nathagash slangm-hu.
You promised me his head.

 NECROMANCER
 (BLACK SPEECH with subtitles)
Torum-nu shabala.
Death will come to all.

CLOSE ON: The NECROMANCER dissolves back into the DARKNESS.

NARZUG approaches AZOG...

 NARZUG
 (BLACK SPEECH with subtitles)
Dorguz, turim shâ nuzdid?
Do we call off the hunt?

 AZOG
 (BLACK SPEECH with subtitles)
Bolg!
Bolg!

BOLG steps forward.

 AZOG (CONT'D)
 (BLACK SPEECH with subtitles)
Nuzdanumish ... Thrak golbil akar-nu agh
nash?
*I have a task for you ... Do you still
thirst for Dwarf blood?*

IMAGES: against the backdrop of a silvery moon, the great BEAR-CREATURE transforms into a man. The figure moves towards the HUGE WOODEN HOUSE in distance.

INT. BEORN'S HOUSE, GREAT HALL - NIGHT

CLOSE ON: BILBO watches, barely breathing, as the DOOR into the HOUSE creaks open ... a GIANT MAN quietly STEPS into the HOUSE - this is BEORN.

BEORN stares down at the SMALL HOBBIT.

INT. BEORN'S HOUSE, GREAT HALL - MORNING

CLOSE ON: BILBO lies ASLEEP ...

A GIANT HONEY BEE, the size of a SPARROW settles on his NOSE! Another on his SHOULDER ... and another BUZZES around, full of CURIOSITY.

BILBO suddenly sits up, and waves his arms around, scaring the BEES away ... he is ALONE.

INT. BEORN'S HALL - DAY

CLOSE ON: MILK being poured into FILI'S MUG. The COMPANY are seated at the long wooden table, the remains of a simple meal laid out in front of them ... bread, cheese, fruits and nuts, honey and mead.

BEORN

You are the one they call Oakenshield.
Tell me, why is Azog the Defiler hunting
you?

THORIN

You know of Azog? How?

BEORN stirs a log in the FIRE PIT with his foot.

BEORN

My people were the first to live in the
mountains, before the Orcs came down from
the north. The Defiler killed most of my
family - but some he enslaved. Not for
work, you understand ... but for sport.

BILBO'S eyes stray to an ORC MANACLE that is still attached to
BEORN'S ARM ...

BEORN (CONT'D)

Caging a skin-changer and torturing them
seemed to amuse him.

BILBO

There are others like you?

BEORN

Once there were many.

BILBO

And now?

BEORN

Now there is only one.

BEORN stares at GANDALF.

BEORN (CONT'D)

You need to reach the Mountain before the last days of Autumn?

GANDALF

Before Durin's Day falls, yes.

BEORN

You are running out of time.

GANDALF

Which is why we must go through Mirkwood.

BEORN

A darkness lies upon that forest ... Fell things creep beneath those trees ... I would not venture there except in great need.

GANDALF

We will take the Elven Road - that path is still safe.

BEORN laughs softly to himself.

BEORN

Safe? The Wood Elves of Mirkwood are not like their kin - they are less wise and more dangerous. But it matters not.

THORIN

(tense)

What do you mean?

BEORN

These lands are crawling with Orcs. Their numbers are growing ... you are on foot ... you will never reach the forest alive.

THORIN exchanges a worried look with GANDALF ...

BEORN seems to come to a decision.

BEORN (CONT'D)

I don't like Dwarves. They are greedy ...

ANGLE ON: BEORN scoops up a SMALL FIELD MOUSE from the TABLE that DWALIN has been trying to brush aside.

BEORN (CONT'D)
... and blind to the lives of those they
deem lesser than their own.

BEORN gently places the SMALL FIELD MOUSE on a SHELF.

BEORN (CONT'D)
But Orcs, I hate more ...
(to THORIN)
What do you need?

EXT. AUDUIN GRASSLANDS - DAY

ANGLE ON: THORIN and the COMPANY climb onto BEORN'S PONIES.

BEORN
(urgent)
Go, now while you have the light.

BEORN watches as GANDALF, the DWARVES and BILBO ride away.

BEORN (CONT'D)
Your hunters are not far behind.

BEORN looks westward suddenly, as if picking up a scent on the
air.

EXT. ANDUIN GRASSLANDS - DAY

MONTAGE: The COMPANY ride fast across deserted GRASSLAND ...
GANDALF on horseback with BILBO perched in front of him, the
DWARVES following behind riding BEORN'S sturdy PONIES.

IMAGES: the looming FOREST of MIRKWOOD getting closer and
closer ...

EXT. MIRKWOOD FOREST GATE - DAY

WIDE ON: The COMPANY cautiously approach the forest eaves ...
huge GNARLED TRUNKS, twisted BRANCHES, with DARK LEAVES and
crawling IVY.

ANGLE ON: the ROTTEN REMAINS of an old ELVEN ARCH stand on the
FOREST EDGE ... it leads into a tunnel made of great trees
leaning together, old and strangled by creepers with blackened
leaves.

GANDALF
The Elven Gate. Here lies the path
through Mirkwood.

GANDALF turns back to the DWARVES and BILBO.

DWALIN
No sign of the Orcs ... we have luck on
our side.

ANGLE ON: GANDALF smiles to himself ... looks towards the south:

ANGLE ON: the figure of the BEAR watches over them from a DISTANT RIDGE.

GANDALF
Set the ponies loose, let them return to
their Master.

ANGLES ON: The DWARVES unsaddle the PONIES, dividing up the supplies between them.

CLOSE ON: BILBO stares through the ELVEN GATE, into the DARKNESS beyond ... unconsciously his hand reaches into his pocket taking out a SMALL, GOLD RING ... nervously he turns the RING over in his fingers.

BILBO
The forest feels ... sick. Like a disease
lies upon it.
(nervous)
Is there no other way around?

GANDALF
(following his GAZE)
Not unless we go two hundred miles North
and twice that distance, South ...

GANDALF has seen something ... the shape of a DARK FIGURE seems to be watching them from just inside the forest.

ANGLE ON: GANDALF carefully moves forward to get a better look ... in his mind's eye he can hear a VOICE:

GALADRIEL (V.O.)
*Something moves in the shadows ...
unseen, hidden from our sight.*

CLOSE ON: BILBO turning the SMALL GOLD RING over and over between his fingers ... a WHISPERING builds in his head.

GANDALF moving slowly forward - the SHADOWY FIGURE seems to grow in SIZE ... he raises his STAFF in readiness.

GALADRIEL (V.O.)
*Every day it grows in strength. Beware
The Necromancer... he is not what he
seems.*

CLOSE ON: GANDALF goes to walk away, but some instinct makes him turn back ... his hand pushing aside the creeper ...

CLOSE ON: a FIRE RED EYE - a crudely drawn SYMBOL on the STATUE!

GALADRIEL (V.O.)
(PSYCHIC SPEECH)
*If our Enemy has returned - we must know.
Go to the tombs in the mountains.*

CLOSE ON: GANDALF as he understands GALADRIEL's meaning.

GANDALF
(to himself)
The High Fells ... so be it.

GANDALF calls to NORI who is just about to turn the large horse, loose.

GANDALF (CONT'D)
Not my horse - I need it!

The DWARVES and BILBO stare in disbelief.

BILBO
You're leaving us?

GANDALF
(hurriedly)
I would not do this unless I had to.

GANDALF stops ... something makes him glance down at BILBO. He stares down at the HOBBIT as if sensing something unfamiliar about him.

GANDALF (CONT'D)
You have changed, Bilbo Baggins ... you
are not the same Hobbit as the one who
left The Shire.

CLOSE ON: BILBO'S fingers CLOSE around the RING, behind his BACK ... well out of GANDALF'S sight.

BILBO
(hesitant)
I was going to tell you -

GANDALF
Tell me what?

BILBO
(awkward)
I found something ... in the Goblin
tunnels.

GANDALF
Found what? What did you find?

For a second BILBO cannot say anything ... he is torn between his attachment to THE RING and his loyalty to GANDALF.

BILBO
My courage.

GANDALF looks into BILBO'S EYES.

GANDALF

Good, that is good. You will need it.

GANDALF turns to THORIN.

GANDALF (CONT'D)

I will be waiting for you at the Overlook
before the slopes of Erebor. Keep the map
and key safe. Do not enter that Mountain
without me.

ANGLE ON: GANDALF holding the REINS to the HORSE ready to
MOUNT.

GANDALF (CONT'D)

This is not the Greenwood of old. The
very air of the forest is heavy with
illusion, it will seek to enter your mind
and lead you astray.

ANGLE ON: GANDALF MOUNTS his HORSE.

BILBO

Lead us astray? What does that mean ...?

GANDALF

Stay on the path, do not leave it
- if you do, you will never find it
again.

GANDALF wheels his HORSE around.

GANDALF (CONT'D)

(calling in warning)

No matter what may come stay on the path!

THORIN calls to the others as he turns for the ELVEN GATE.

THORIN

Come on - we must reach Erebor before the
sun sets on Durin's Day. It is our one
chance to find the hidden door into the
Mountain... We have three days to cross
this forest!

ANGLE ON: THORIN and COMPANY as they disappear through the
DARK, ELVEN GATE into the GLOOM of MIRKWOOD!

EXT. MIRKWOOD PATHWAY - DAY

TRACKING: as THORIN leads the COMPANY through the TWISTED
GLOOM of MIRKWOOD FOREST ... the PATH twists and turns down
GULLYS and RAVINES, passing through TUNNELS carved into HUGE
TREES.

THORIN

The path turns this way - follow me!

EXT. MIRKWOOD FOREST - DAY

ANGLE ON: NORI is leading the COMPANY through the FOREST. The effect of the strange air, is beginning to show.

BOFUR

Air, I need some air -

OIN

My head - it's swimming. What's happening?

THORIN

(urgent)

Keep moving! Nori, why have we stopped?

ANGLE ON: NORI is staring ahead in to a FOREST CLEARING.

NORI

The path - it's disappeared.

THORIN looks around.

DWALIN

What's going on?

OIN

We've lost the path!

THORIN

Find it! All of you - look; look for the path!

PAN ACROSS ... to the FOREST FLOOR ... the stone pathway along with an MILESTONE lies off to the left ... unbeknownst to THE COMPANY they have left the ELVEN ROAD!

ANGLE ON: BILBO and the DWARVES staring all around ... there nothing but dense, dark, black WOODLAND ... there is no PATH!

ANGLE ON: BILBO and the DWARVES are perched high on a rocky outcrop, dazed and confused.

BALIN

I don't remember any of this - none of it's familiar.

DORI

It's got to be here -

THORIN

What hour is it?

DWALIN

I do not know ... I do not even know what day it is.

THORIN

Is there no end to this accursed forest?

GLOIN

Only trees and more trees.

ANGLE ON: BILBO ... he stares at the large, thick cobwebs which seem to be everywhere ... he plucks at the sticky thread ... a strange whispering echoes through the forest.

EXT. MIRKWOOD - DAY

The DWARVES wander through the FOREST trying to find a way out. They are clearly falling under an enchantment.

BILBO looks back to the DWARVES, DORI is right behind him. When he takes another look he sees HIMSELF.

BILBO rounds a corner and seems to FLOAT as he walks along the SICKLY cob-webbed FOREST.

EXT. MIRKWOOD TREES - DUSK

ANGLE ON: BILBO, DORI, OIN and BALIN are wandering aimlessly through the forest behind the others. BILBO looks down at his feet only to discover he is WALKING BACKWARDS! ...

ORI picks something up off the GROUND.

ORI

Look!

DORI

A tobacco pouch! There's Dwarves in these woods!

BOFUR

Dwarves from the Blue Mountains, no less. This is exactly like mine!

BILBO

Because it is yours! You understand? We are going 'round in circles. We're lost!

THORIN

We are not lost!

POV INSERT: Light peeks through canopy above.

THORIN (CONT'D)

We keep heading East -

OIN

Aye, but which way is East? We've lost
the sun.

DWALIN

(picking a fight)

I thought you were the expert -

CLOSE ON: BILBO staring up the dizzying height of the TALL
TREE. A patch of pale, golden SKY glimmers above.

ALL around BILBO the DWARVES argue amongst themselves:
"There's no light"; "We've been led astray"; Beneath the angry
voices, the low, scratchy whisper can be heard.

BILBO

(to himself)

Sun ... we have to find the sun. Up
there!

(to the others)

We need to get above the canopy -

THE DWARVES pay no attention, continuing to argue. THORIN
senses something.

THORIN

Whispering ... what was that?

(yelling)

Enough! Be quiet - all of you!

A STUNNED SILENCE. The DWARVES look at THORIN.

PUSH IN on THORIN ... sudden realisation.

THORIN (CONT'D)

(quiet warning)

We are being watched ...

ANGLE ON: a HAND grabs a branch, followed by a BARE, FURRY
FOOT ... BILBO is climbing a tree.

ANGLE ON: BILBO continues to climb ...

EXT. MIRKWOOD FOREST CANOPY - DUSK

CLOSE ON: BILBO'S ARM reaches up from the CANOPY of LEAVES and
grabs the TOPMOST BRANCH ... followed by his HEAD. He looks
around:

WIDE ON: the TOP of the CANOPY is a BRIGHT, COLOURFUL, MAGICAL
place! The SETTING SUN lights everything in a GOLDEN HAZE, a
sea of RED and YELLOW LEAVES ruffle in the BREEZE.

BILBO shuts his eyes and shakes his head, as if to clear his
head. For a moment, enjoys the fresh BREEZE blowing through
his HAIR.

A CLOUD of hundreds of BRIGHT BUTTERFLIES rise from the CANOPY and flutter around BILBO.

Distant MOUNTAINS rise to the WEST ... BILBO checks the SETTING SUN.

BILBO

(calling)

I can see the lake ... far, far away. And a river! And the Lonely Mountain! We're almost there!

(calling again)

Can you hear me? I know which way to go.

(beat)

Hello?!

SILENCE ... BILBO sees MOVEMENT in the TREES and FROWNS: the CANOPY RIPPLES, as if something is MOVING beneath.

SILENCE ...

EXT. MIRKWOOD TREE BRANCHES - DUSK

ANGLE ON: BILBO attempts to CLIMB DOWN, but is SHOCKED to find his FEET are BOUND in a sticky WEB-LIKE SILK!

Unable to move his FEET, BILBO TOPPLES out of the TREE!

BILBO is falling, crashing through BRANCHES ...He GRABS at the NEAREST BRANCH, only to discover it is in fact, a HUGE SPIDER LEG! The SPIDER SPRINGS towards him, terrified BILBO lets go & FALLS backwards into a HUGE WEB ...

CLOSE ON: BILBO looks up in horror as ... a HUGE, GIANT SPIDER scuttles across the web towards him and encases BILBO in a STICKY COCOON.

EXT. MIRKWOOD TREE BRANCHES - NIGHT

ANGLE ON: A LARGE FAT SPIDER is DRAGGING BILBO'S COCOON along a WIDE BRANCH ...

CLOSE ON: BILBO'S EYES OPEN .. He is ENCASED in a TIGHT WEB COCOON, barely able to breath through his MOUTH and NOSE.

ANGLE ON: SUDDENLY BILBO thrusts his SWORD up through COCOON and into the SPIDER. THE SPIDER struggles and then RECOILS, tumbling DOWNWARDS.

CLOSE ON: BILBO tears through the WEB ... he SLIDES OUT of his COCOON, and QUIETLY drops to the GROUND, ducking behind a TRUNK ... and PEERING OUT.

ANGLE ON: a DOZEN BUNDLES wrapped tightly in COBWEBS, dangle in a ROW from a HIGH BRANCH ... DWARFISH FEET stick out of some, others have a protruding NOSE or BEARD visible ...

BOMBUR'S is the BIGGEST COCOON ... THREE HORRIBLE HUGE SPIDERS
- scuttle GREEDILY from DWARF TO DWARF.

ANGLE ON: BILBO quickly GRABS the RING from his POCKET and
SLIPS it on ... he instantly DISAPPEARS.

EERIE MONOCHROMATIC RING-WORLD ENGULFS BILBO.

SPIDER #1
(psychic whispers)
*The hide is tough ... but there's good
juice inside.*

The SOUND of the SPIDERS EVIL VOICES fill BILBO'S HEAD.

SPIDER #2
(psychic whispers)
Kill them! Kill them now, let them hang!

SPIDERS SCUTTLES towards BOMBUR, as if they have chosen their
FIRST MEAL!.

SPIDER #1
(psychic whispers)
*No! Eat them alive while the blood is
runny.*

SPIDER #1 NIPS the TOE of the LARGEST DWARF BUNDLE ... BOMBUR
SQUEALS!

SPIDER #2
(psychic whispers)
Arccch! The meat's alive and kicking!

The SPIDERS cackle in a thin, creaking way.

SPIDER #1
(psychic whispers)
Kill them, kill them! Let us feast!

ANGLE ON: BILBO ... he must ACT FAST, but he's too far away to
use his SWORD. BILBO snatches up a broken piece of branch,
hurls it deep into the FOREST ... it CLATTERS off a distant
TREE.

The SPIDERS instantly REACT, thinking there is MORE PREY ...

ANGLE ON: BILBO starts moving towards the DWARVES ... an SLOW,
OLD WICKED FAT-BODIED SPIDER is GREEDILY pinching each DWARF
to find out which is the JUICIEST to EAT.

SPIDER #3
*Mine ... fat and juicy ... just a little
taste.*

BILBO rushes along the BRANCHES ... he grips his SWORD and
SWINGS at the SPIDER'S BODY from behind! The SPIDER flinches
in PAIN, spinning around.

SPIDER #3 (CONT'D)
(psychic whisper)
*Archhhh! It stings! Curse it! Where is
it?*

CLOSE ON: BILBO pulls THE RING OFF and is now VISIBLE. He holds up his SWORD in front of the OLD SPIDER who rears back.

BILBO
Here!

The OLD SPIDER charges forward, BILBO stabs at it.

OLD SPIDER
(hissing)
It stings! It stings! Stings!

THUD! THE OLD SPIDER FALLS to the GROUND, DEAD, LEGS curled up. BILBO looks at his SWORD, glinting in the darkness.

BILBO
"Sting", that's a good name! "Sting".

ANGLE ON: BILBO QUICKLY slashes at the COCOONS holding the DWARVES ... the COCOONS separate from the BRANCH and TUMBLE gently towards the GROUND on the end of the ELASTIC WEBBING.

ANGLE ON: the DWARVES lying on the FOREST FLOOR in their ripped and torn COCOONS ... they start to STIR back into CONSCIOUSNESS.

CLOSE ON: BILBO is about to CLIMB DOWN, when he FREEZES in HORROR!

ANGLE ON: A SPIDER SPRINGS towards him across BRANCHES and WEB!

The SPIDER ENCOMPASSES BILBO and they BOTH TUMBLE DOWNWARDS. As they FALL, the RING slips from his POCKET and drops through the BRANCHES!

CLOSE ON: the RING lands on the GROUND! As soon as BILBO hits the GROUND he immediately begins searching desperately for the RING!

EXT. MIRKWOOD DEPTHS - DAY

THORIN, DWALIN, BALIN, FILI, GLOIN, BOFUR, BOMBUR, FIGHT OFF SEVERAL SPIDERS ...

THORIN
(calling)
Go, go - run! Get out of here -

THE DWARVES desperately fight off advancing SPIDERS as they try to flee.

CUT TO

ANGLE ON: BILBO still searching desperately for the RING ... it lies a distance away from him on the FOREST FLOOR.

... a LARGE INSECT CREATURE climbs out of a HOLE, next to the RING.

BILBO FIGHTS his way towards the RING, as if FUELLED by a MANIC ENERGY ... he CUTS DOWN the CREATURE, IMPALING IT to the GROUND.

BILBO snatches up the RING, cradling it to himself.

BILBO

Mine!

BILBO stops himself ... realising what he has just said. It's as if the voice of GOLLUM echoes back at him ... "It's mine, my own, my precious". BILBO stares at the RING in horror.

CUT TO:

ANGLE ON: THE DWARVES fighting several GIANT SPIDERS when suddenly from out of nowhere a GOLDEN HAIREL ELF appears, killing the GIANT SPIDERS with incredible skill.

THORIN looks up ... a TALL WOODLAND ELF with long white hair stares at him down the sights of another ARROW.

LEGOLAS

Do not think I won't kill you, Dwarf. It would be my pleasure.

THE DWARVES look around ... from all directions WOODLAND ELVES appear - bows raised, arrows pointing at the DWARVES - they are surrounded.

ANGLE ON: FILI reacts as a yell for HELP echoes through the FOREST.

FILI

Kili!

AN ELF shoves him back into place.

CUT TO:

ANGLE ON: KILI as he slashes desperately at the SPIDER dragging him along the ground.

SUDDENLY the leg that was coiled around him, is severed by a long thin BLADE.

KILI scrambles to his feet and stares in amazement!

ANGLE ON: the LARGE SPIDER rises on it's hind legs, ready to strike at KILI!

THWACK! A SILVER ARROW lands right between the SPIDER'S EYES!

CLOSE ON: KILI stares, still a bit dazed. Before him a beautiful SYLVAN ELF-MAID, dressed in the garb of a WOODLAND WARRIOR is grappling with the GIANT SPIDER. This is TAURIEL.

KILI

Throw me a dagger - quick!

ANGLE ON: TAURIEL as she skillfully evades the snapping pincers of the SPIDER.

TAURIEL

If you think I'm giving you a weapon,
Dwarf, you're mistaken.

THWACK! TAURIEL drives her dagger into the STOMACH of the GIANT SPIDER. It drops to the FOREST FLOOR.

KILI stares at TAURIEL stunned.

CUT TO:

WIDE ON: ARMED ELF-GUARDS push the DWARVES into a FOREST CLEARING.

LEGOLAS

(to the SILVAN GUARDS)
Search them.

ANGLE on: The SILVAN ELVES disarming the DWARVES and SEARCHING them.

LEGOLAS goes through GLOIN'S pockets ... he finds a small DRAWING ...

GLOIN

Hey! Give it back! That's private!

LEGOLAS looking bemused at a picture of a BEARDED DWARF...

LEGOLAS

Who is this - your brother?

GLOIN

That is my wife!

CLOSE ON: Another drawing ... this one is of a small DWARF CHILD, complete with BEARD!

LEGOLAS

And what is this horrid creature? A
goblin mutant?

GLOIN

That's me wee lad, Gimli.

TAURIEL approaches LEGOLAS ...

LEGOLAS
(ELVISH with subtitles)
Gyrth in yngyl bain?
Are all the spiders dead?

TAURIEL
(ELVISH with subtitles)
Ennorner gwanod in yngyl na 'n yrn.
Yes, but more will come.

LEGOLAS looks at TAURIEL questioningly.

TAURIEL (CONT'D)
(ELVISH with subtitles)
Engainn nar.
They're growing bolder.

ANGLE ON: An ELF GUARD has taken ORCRIST from THORIN and hands it to the ELF PRINCE. LEGOLAS takes the SWORD staring at it in AWE.

LEGOLAS
(ELVISH with subtitles)
Echannen i·vegil hen vi·nGondolin -
magannen nan·Gelydh.
*This is an ancient Elvish blade - forged
by the Noldar.*

THORIN confronts LEGOLAS ... raising his BOUND ARMS in protest.

LEGOLAS (CONT'D)
Where did you get this?

THORIN
It was given to me.

LEGOLAS places the blade of the SWORD against THORIN's throat.

LEGOLAS
Not just a thief, but a liar as well.
(issuing orders in ELVISH with
subtitles)
Enwenno hain!
Take them away!

ANGLE ON: As the DWARVES as shoved forward by the ELVISH GUARD BOFUR whispers to THORIN.

BOFUR
(urgent)
Thorin ... Where's Bilbo?

CLOSE ON: THORIN throwing a worried look back into the DARK FOREST.

CUT TO:

EXT. THRANDUIL'S FORTRESS, MIRKWOOD - DAY

CRANING UP: a FOREST SLOPE, REVEALING a SIGHT of MAJESTIC BEAUTY: the FORTRESS of the WOODLAND ELVES, hidden deep in MIRKWOOD ... an ornate wooden bridge crosses a RAVINE, to a HUGE DOOR, set into a NATURAL CAVERN, entwined with the ROOTS of GIANT TREES.

CLOSER: the DWARVES are being LEAD in SINGLE FILE out of the FOREST, and towards the BRIDGE by LEGOLAS, TAURIEL and several ELF WARRIORS. THORIN is the LEAD DWARF ... they have their HANDS BOUND and are ROPED together.

ANGLE ON: the COMPANY are quickly pushed over the bridge and through the HUGE DOORS.

LEGOLAS
(ELVISH with subtitles)
Holo in-annon!
Close the gate.

ANGLE ON: LEGOLAS is LAST inside - he glances back into the FOREST, then steps inside as the HEAVY DOORS close, and GREAT BOLTS are slid into PLACE ... the BRIDGE SWINGS AWAY, creating a truly IMPREGNABLE FORTRESS.

RING-WORLD: An INVISIBLE BILBO runs across the BRIDGE towards the closing doors.

INT. THRANDUIL'S CHAMBER - DAY

WIDE ON: the COMPANY is USHERED through the HALLS of the WOODLAND REALM.

IMAGES: A GREAT WOODEN THRONE ROOM ... the CHAMBER has beautiful CARVINGS, hewn into LIVING ROCK, and mighty TREE ROOTS form antler-like flourishes down either WALL.

Sitting on the THRONE is KING THRANDUIL, a striking noble ELF with high cheekbones, pale skin and platinum hair ... on his head is a crown of red berries and leaves, in his hand he holds a carved STAFF of OAK ... he is father to LEGOLAS.

INT. VARIOUS ELVISH CELLS, WOODLAND REALM - DAY

ANGLE ON: DWARVES are SEARCHED by ELVES before being locked in SMALL CELLS ... KILI is being shown to his CELL by TAURIEL and several GUARDS. Before going inside he SMILES at her.

KILI
(low voice)
Aren't you going to search me? I could
have anything down my trousers.

TAURIEL
Or nothing.

LEGOLAS joins TAURIEL as she walks away from the CELLS.

LEGOLAS
(ELVISH with sub-titles)
I nogoth, amman e tîr gin? Tauriel?
Why does the Dwarf stare at you so?
Tauriel?

TAURIEL
(ELVISH with sub-titles)
Ú-dannada...
Who can say ...
(beat)
e orchal be nogoth, pedithig?
He is quite tall ... for a Dwarf, do you
not think?

LEGOLAS
(ELVISH with sub-titles)
Orchal eb vui. Mal uvanui en
Taller than some. But no less ugly.

CLOSE ON: TAURIEL nods to LEGOLAS as she leaves ... LEGOLAS's eyes stray back towards KILI.

CUT TO:

INT. WOODLAND REALM CELLS - NIGHT (PART SCENE REPOSITIONED)

WIDE ON: an array of ELVISH CELLS cut into ROCK WALLS, overhanging a DARK CHASM ... a LOUD CLANGING reverberates!

CLOSE ON: SMASH ...a heavy DWARF BOOT lands against the BARS of the CELL DOOR. FILI is kicking against the DOOR as hard as he can. The OTHER DWARVES join in the EFFORT. DWALIN smashes his heavy shoulder against the DOOR; GLOIN rattles the BARS with all his might. Only THORIN and BALIN remain seated.

BALIN
(loud voice)
Leave it! ... There is no way out.

The DWARVES go still.

BALIN (CONT'D)
This is no Orc Dungeon. These are the
Halls of the Woodland Realm! ...

TRAVELLING up through the great caverns of the PALACE ...

BALIN (O.S.) (CONT'D)
No-one leaves here but by the King's
consent.

INT. THRANDUIL'S CHAMBER, WOODLAND REALM - DUSK

ANGLE ON: THORIN looks up. THRANDUIL stands on the other side of his CHAMBER, staring at him inscrutably.

THRANDUIL
Some may imagine a noble quest is at hand, a quest to reclaim a homeland and slay a dragon.

THORIN looks away.

THRANDUIL (CONT'D)
I myself suspect a more prosaic motive - attempted burglary, or something of that ilk.

THORIN looks at THRANDUIL sharply. THRANDUIL, smiles to himself, leaning down close to THORIN.

THRANDUIL (CONT'D)
You have found a way in.

The ELVENKING'S voice is soft and seductive, almost sympathetic to THORIN's plight.

THRANDUIL (CONT'D)
You seek that which will bestow upon you the right to rule - the King's Jewel, the Arkenstone. It is precious to you beyond measure, I understand that. There are gems in that Mountain that I too desire - white gems, of pure starlight. I offer you my help.

CLOSE ON: THRANDUIL watches THORIN closely.

THORIN
I am listening.

THORIN turns away as if considering THRANDUIL's offer.

THRANDUIL
I will let you go, if you but return what is mine.

THORIN
A favour for a favour?

THRANDUIL
You have my word, one King to another.

CLOSE ON: THORIN taking in THRANDUIL'S WORDS.

THORIN
I would not trust Thranduil, the great 'king' to honour his word should the end of all days be upon us.
(MORE)

THORIN (CONT'D)

You - who lack all honour, I have seen how you treat your friends. We came to you once - starving, homeless, seeking your help and you turned your back; you turned away from the suffering of my people and the inferno that destroyed us.

THORIN swears at THRANDUIL in DWARVISH. THRANDUIL understands every word.

THRANDUIL leans forward into the TORCHLIGHT ... for a brief moment terrible scars can be seen running down his face and his neck, he looks older and more dangerous.

THRANDUIL

(low anger)

Do not talk to me of dragon fire - I know it's wrath and ruin. I have faced the great serpents of the North. I warned your Grandfather of what his greed would summon; but he would not listen. You are just like him. Stay here if you will - and rot! A hundred years is a mere blink in the life of an Elf - I am patient, I can wait.

INT. ELVISH CELL, WOODLAND REALM - DAY

ANGLE ON: ELROS puts THORIN into a CELL and locks the door with a large set of KEYS.

ANGLE ON: BALIN hurries to the CELL-DOOR.

BALIN

Did he offer you a deal?

THORIN

He did. I told him he could go -
(DWARVISH without subtitles)
Ish kakqui ein durug nul.

CLOSE ON: BALIN as he listens to THORIN's profanity.

BALIN

That's that then - a deal was our only hope.

THORIN

Not our only hope.

CUT TO:

INT. THRANDUIL'S PALACE CORRIDOR - NIGHT

ANGLE ON: INVISIBLE BILBO as he creeps down a corridor, searching for the DWARVES ... THRANDUIL suddenly strides into view ahead of him.

THRANDUIL

I know you're there. Why do you linger in the shadows?

ANGLE ON: BILBO freezes ... behind him TAURIEL steps forward.

TAURIEL

I was coming to report to you -

THRANDUIL

I thought I gave orders for that nest to be destroyed not two moons past?

TAURIEL

We cleared the forest as ordered, my Lord, but more spiders keep coming up from the South. We now know that they are spawning in the ruins of Dol Guldur. If we could kill them at their source -

THRANDUIL

No. That fortress lies beyond our borders. Keep our lands clear of these foul creatures, that is your task.

TAURIEL

When we drive them off, what happens then? Will they not spread to other lands?

INVISIBLE BILBO quietly edges past the ELVES, intent on reaching a doorway across the chamber.

THRANDUIL

Other lands are not my concern. The fortunes of the world will rise and fall - but here, in this Kingdom, we will endure.

TAURIEL bows, unconvinced.

THRANDUIL hesitates, as if sensing something. His eyes swivel towards BILBO ... as he slips through the doorway.

THRANDUIL turns back to TAURIEL, his eyes a little softer.

THRANDUIL (CONT'D)

Legolas said you fought well today ... He has grown very fond of you.

TAURIEL

(smiling)

I assure you My Lord, Legolas thinks of me as no more than a Captain in the Guard.

THRANDUIL

Perhaps he did once, but now I am not so sure.

TAURIEL

I do not think you would allow your son
to pledge himself to a lowly Silvan Elf.

THRANDUIL

No - you are right. I would not. Still -
he cares about you - do not give him hope
when there is none.

EXT. MIRKWOOD - NIGHT

WIDE ON: ... In the MOONLIGHT BOLG leads the WARG PACK towards
an outcrop overlooking the ENTRANCE to the WOODLAND REALM.

BOLG turns to NARZUG.

BOLG

(BLACK SPEECH unsubtitled)

Kom glozyash. Shûgi golgai ... tud dâd-
nu.

*The gates are guarded. Not all of them -
follow me!*

INT. KILI'S CELL, WOODLAND REALM - NIGHT

HIGH ANGLE POV: KILI is sitting on the floor of his cell,
leaning back against the rock wall ...

Between his fingers he absentmindedly turns a small, ROUGH-
HEWN GEMSTONE ...

TAURIEL

The stone in your hand, what is it?

ANGLE ON: TAURIEL steps forward into the soft, amber light
that flickers from nearby lamps ... KILI's fingers tighten
around the STONE. He stares at TAURIEL, his eyes full of
urgency and fear.

KILI

It is a talisman; a powerful spell lies
upon it, if any but a dwarf read the
runes on this stone they will be forever
cursed ...

TAURIEL looks at KILI sharply ... holding his gaze until the
tell-tale grin creeps into KILI's eyes.

KILI (CONT'D)

Or not ... depending on whether you
believe in that kind of thing.

(opening his fist to reveal the
SMALL STONE)

It's just a token - a rune stone. My
mother gave it to me so I would remember
my promise.

TAURIEL stares down at the STONE in KILI's hand. Light ripples over the dark surface of the stone to reveal simple runes.

TAURIEL

What promise?

KILI

That I would come back to her. She worries, she thinks I'm reckless ...

TAURIEL

Are you?

KILI

Nah -

KILI flips the RUNE STONE lightly in the air, but misses catching it ... the SMALL STONE skids across the floor and nearly plummets over the edge into a dark CHASM ... TAURIEL stops it. She looks at it briefly, before handing it to KILI.

KILI (CONT'D)

Sounds like quite a party you're having up there.

TAURIEL

It is *Mereth e-nGilith* - the Feast of Starlight.

TAURIEL hesitates, KILI is patient, quietly she speaks.

TAURIEL (CONT'D)

All light is sacred to the Eldar, but Wood Elves love best the light of the stars.

KILI

I have always thought it is a cold light, remote and far away.

TAURIEL

It is memory - precious and pure ... like your promise. I have walked there, sometimes - beyond the forest, up into the night ... I have seen the world fall away and the white light of forever fill the air.

As TAURIEL talks a soft white light seems to glow around her.

KILI

I saw a fire-moon once.

TAURIEL says nothing, but sits on the floor near his cell ... she listens as KILI tells her of the places he has been and sights he has seen.

KILI (CONT'D)

It rose over the pass near Dunland ...
Huge and red gold it was. It filled the
sky ...

The CAMERA slowly pulls back to reveal a TALL FIGURE watching
them from the SHADOWS ... it is LEGOLAS.

INT. THRANDUIL'S WINE CELLARS - DUSK

MOVING POV: moving down a NARROW CORRIDOR ... past a PASSAGE
leading to the CELLS ... into a VAULTED WINE CELLAR ... a VAST
STOCKPILE of BARRELS and CASTS for THRANDUIL'S dining
pleasure.

ELROS strides into the room, searching around.

ELROS

Galion, you old rogue, we are running out
of drink - these empty barrels should
have been sent back to Esgaroth hours
ago. The bargemen will be waiting for
them.

GALION, the KING'S BUTLER, has an open FLAGON of RED WINE in
one hand.

ANGLE ON: AN INVISIBLE BILBO peers from behind cover.

GALION nudges a STOOL with his foot towards ELROS.

GALION

Say what you like about our ill-tempered
King, but he has excellent taste in wine.
Come - Elros, try it. Such a draught is
worthy of respect.

ANGLE ON: ELROS, hesitates, his hand strays to the a GREAT
BUNDLE of KEYS which hang from his belt.

ELROS

I have the Dwarves in my charge.

GALION

They are locked up - where can they go?!

ANGLE ON: ELROS laughs, hanging the BUNDLE of KEYS on a hook
nearby he sits. Clinking his FLAGON against GALION'S, ELROS
takes a LONG SWIG ... before coughing.

CLOSE ON: the KEYS DANGLING from the HOOK on the WALL.

INT. WOODLAND REALM CELLS - NIGHT

ANGLE ON: BOFUR, lying down in his CELL ...

BOFUR

I'll wager the sun is on the rise ... it
must be nearly dawn ...

ANGLE ON: ORI voices the unspoken thought.

ORI

We're never going to reach the Mountain,
are we?

SILENCE ...

BILBO

Not stuck in here, you're not.

THORIN looks up!

AT THAT MOMENT: BILBO APPEARS outside THORIN's door, the BUNCH
of KEYS in his hand.

SLIPPING the RING in his POCKET BILBO begins to UNLOCK the
CELL DOORS, starting with BALIN.

VARIOUS DWARVES

(startled)

Bilbo!

BILBO

(warning)

Shhh - there are guards nearby!

QUICK IMAGES: BILBO moving swiftly, opening cell doors ...

ANGLE ON: THORIN herds the COMPANY towards the STAIRS that
lead up towards the UPPER HALLS.

THORIN

Up the stairs! Go!

BILBO

Not that way - down here. Follow me!

The DWARVES all stare at BILBO who is already hurrying down
stairs that lead deep into the DARK CHASM.

INT. ELVISH WINE CELLAR, WOODLAND REALM - NIGHT

ANGLES ON: The DWARVES move QUIETLY ... SOUNDS of DISTANT
MERRY-MAKING drift down from above.

BILBO

This way ...

ANGLE ON: GALION and ELROS are lying ASLEEP in the WINE
CELLAR, empty FLAGONS gripped in their UNCONSCIOUS hands!

CLOSE ON: FILI and KILI looking around the CELLAR, there is no
way out!

KILI

I don't believe it - we're in the
cellars.

BOFUR

You were supposed to be leading us out -
not further in!

BILBO

(whisper)

I know what I'm doing.

BILBO gestures towards the STACK of EMPTY BARRELS.

ANGLE ON: BALIN looking around - all he can see is EMPTY
BARRELS.

BILBO (CONT'D)

(urgently)

Everyone ... climb into the barrels -
quickly.

DWALIN

Are you mad? They'll find us -

BILBO

No, they won't - I promise. Please ...
you must trust me.

SOUNDS of APPROACHING VOICES!

THORIN looks at BILBO a beat, and then nods.

THORIN

Do as he says.

ANGLE ON: MUTTERING under their breath, the DWARVES scramble
into the BARRELS. Even BOMBUR manages to squeeze into a LARGE
one, although the METAL RINGS are under great strain.

ANGLE ON: BILBO hurries over to a WOODEN, LEVER that protrudes
from the CELLAR WALL ... BOFUR's head pops out from the
BARREL.

BOFUR

What do we do now?

BILBO

Hold your breath -

BILBO pulls on the GREAT LEVER with all his might ...

BOFUR

Hold my breath? What do you mean?
Waiaiaiaiaiaiaiaiaia!!!!!!

THE DWARVES yell as, SUDDENLY, the entire floor beneath the
STACK of BARRELS, RISES and TILTS ... revealing, beneath the
CELLARS ...

... the RUSHING WATER of an UNDERGROUND STREAM! The BARRELS slide, plummeting down into the CHURNING DEPTHS!

BILBO looks triumphant for a second before realising that the TRAPDOOR has shut! Desperately he tries to open it, stamping on it, jumping up and down!

INT. UNDERGROUND BARREL FLUME, WOODLAND REALM - DAWN

QUICK ANGLES: the BARRELS are TUMBLING around in a SLOW FLOWING WATER CHANNEL, like a NARROW CANAL ... a FEW DWARFS risk a PEEK and LIFT their barrel LIDS. They are passing through an UNDERGROUND CAVERN beneath the FORTRESS.

INT. WOODLAND REALM CELLS - DAWN

ANGLE ON: ELF GUARDS discover the DWARF DOORS are all WIDE OPEN! The ALARM goes out!

TAURIEL
Where is the Keeper of the Keys?

INT. ELVISH WINE CELLAR, WOODLAND REALM - DAWN

Noises can be heard coming from above ... BILBO looks up - someone is coming!

TAURIEL races down the STAIRS into the CELLAR just as BILBO escapes down the TRAP DOOR!

INT. BARREL FLUME, WOODLAND REALM - DAY

CLOSE ON: BILBO is HOLDING NORI'S BARREL ... he COUGHS and SPLUTTERS as water goes into his MOUTH. THORIN tries to HAUL him up to a safer position.

THORIN
Well done Master Baggins!

INT. BARREL FLUME, WOODLAND REALM - DAY

WIDE ON: the BARRELS are floating in single FILE ... the WATER is picking up SPEED, causing BARRELS to THUD TOGETHER.

ANGLE ON: DORI and OIN yell in FRIGHT as the BARRELS disappear over a SMALL WATERFALL in the natural rock CAVERN.

INT. UNDERGROUND PATHS, WOODLAND REALM - DAY

ANGLES ON: TAURIEL races down STAIRWAYS and TUNNELS, followed by other ELVEN WARRIORS as she goes.

EXT. SLUICE GATES, WOODLAND REALM - DAY

ANGLE ON: the BARRELS emerge out of a TUNNEL, and tumble over the EDGE of a WATERFALL ...

THORIN

(yelling)

Hold on!!!

The BARRELS FLOAT towards a NARROW CHANNEL, leading to a FAST FLOWING WATERWAY that heads off down the WOODED HILLSIDE ... an IRON PORTCULLIS above the CHANNEL ENTRANCE is OPEN.

INSERT: LEGOLAS arrives on a LEDGE overlooking the RIVER, another ELF by his side.

LEGOLAS

(ELVISH unsubtitled)

Holo in-annon!

Close the gate!

The ELF blows a long note on a TRUMPET.

ELVEN SENTRIES leap into action, CLOSING the PORTCULLIS.

ANGLE ON: THORIN'S BARREL almost slips through the PORTCULLIS GATES, but gets JAMMED ... the remaining BARRELS crash into it, BOBBING and CRACKING against each other ... they can go NO FURTHER!

THWACK! One of the ELVISH GUARD falls down dead.

SUDDENLY - a large FORCE of ORCS is SWARMING over the RIVERBANK lead by BOLG.

BOLG

(BLACK SPEECH with subtitles)

Goridug!

Slay them all!

EXT. BARREL FLUME, WOODLAND REALM - DAY

WITHIN MOMENTS: the BARRELS are attacked by ORCS ... a desperate struggle begins. DWARVES use BARREL LIDS to stop ORC ARROWS ... ORCS leap onto BARRELS, and soon BILBO and the DWARVES are FIGHTING for their lives!

ANGLE ON: KILI makes a dash for the LEVER to open the PORTCULLIS! He fights off several ORCS and reaches the LEVER!

CLOSE ON: BOLG lines KILI up in his sights.

THWACK! An arrow lands in KILI's LEG.

ANGLE ON: NARZUG SNARLING IN TRIUMPH as the HUNTER ORC moves in to kill the wounded YOUNG DWARF. ...

SMASH! An ELVEN ARROW kills the HUNTER ORC.

REVEAL ON: TAURIEL ... her eyes glance at KILI before she fits another ARROW and aims it at NARZUG.

ANGLE ON: BOLG steps into view.

BOLG
(BLACK SPEECH with subtitles)
Gor 'ash! Gor golginul!
Kill her! Kill the She-elf!

ON THE SOUND TRACK: a CLARION CALL!

BOLG turns in time to see ...

LEGOLAS leading a group of ELVEN WARRIORS ... SWORDS DRAWN, with a FLASH OF STEEL, they charge into the ORC FORCE!

TAURIEL is cutting ORCS DOWN with a wicked CURVED ELVEN KNIVES in each hand ... she TWISTS and SPINS like an acrobat.

LEGOLAS fights with incredible skill.

KILI struggles to his feet and releases the PORTCULLIS ... he leaps for his BARREL just before the DWARVES disappear from view.

BOLG (CONT'D)
(BLACK SPEECH with subtitles)
Abgurid! Gur!
After them Go!

TAURIEL AND LEGOLAS dispatch the ORCS at the GATE with lethal skill and then set off in PURSUIT of THE DWARVES, slaying ORCS as the go.

The DWARVES continue to fend off ORCS as the CURRENT SPINS & CHURNS them away from the WOODLAND REALM. BILBO clings on, as the BARRELS sail over a HIGH WATERFALL towards the RIVER BELOW.

ANGLE ON: LEGOLAS watches as the DWARVISH BARRELS spin away down the RIVER at SPEED.

NARZUG creeps up behind LEGOLAS ready to strike - SUDDENLY a FIGURE falls upon him - it is TAURIEL, she easily overcomes the ORC, pulling a knife to his throat, ready to slit it -

LEGOLAS
(ELVISH with subtitles)
Dartho, Dauriel. Avo hono -- hen hebim
cuin.
Tauriel - wait. This one we keep alive.

ANGLE ON: TAURIEL looks surprised at LEGOLAS, her eyes follow the ORC PACK as they pursue the DWARVES.

BOLG
(BLACK SPEECH with subtitles)
Khozdai-go! Sha mogi obguryash!
After them! Cut them off!

EXT. HIGH FELS TOMBS, MISTY MOUNTAINS - DAY

ANGLE ON: GANDALF climbing a STEEP, ROCKY MOUNTAIN SIDE ... he PASSES a CREEPY PAGAN STATUE - placed as if in WARNING. Ahead lies a TALL CLIFF, with narrow STEPS set into the WALL, leading to a single DARK DOOR.

WIDE ON: GANDALF climbs the NARROW STAIRS to the DOORWAY. The REMAINS of an IRON DOOR hang twisted from the entrance.

CLOSE ON: GANDALF pauses, catching his BREATH ... he FROWNS, and ENTERS.

INT. HIGH FELS TOMB - DAY

ANGLE ON: looking up from the BOTTOM of a VERY LONG, STEEP TUNNEL, carved in the ROCK ... the small figure of GANDALF is SILHOUETTED at the TOP. He starts to DESCEND the STONE RAMP, but suddenly his FEET SKID on the FLOOR, sending him skating down FAST.

WIDE ON: GANDALF slides out of the TUNNEL and very nearly PLUMMETS over the edge of a DEEP SHAFT. He only just manages to BALANCE.

GANDALF summons a COOL LIGHT from his STAFF and carefully PROCEEDS along NARROW STEPS inset into the sides of the SHAFT.

ANGLE ON: GANDALF arrives at a BROKEN TOMB DOOR ... inside is a STONE SARCOPHAGUS, it's sides too HIGH for GANDALF to see inside.

A NOISE! A VERY QUIET scratching ... coming from inside the SARCOPHAGUS!

GANDALF is immediately ALERT, holding his STAFF defensively, he quietly approaches the HIGH STONE BOX ... the LID, has been SMASHED, PIECES lie at odd angles in the TOMB ... GANDALF leans in further, peering into the DARK RECESSES.

AT THAT MOMENT! A SPARROW suddenly rockets out of the SARCOPHAGUS, in a BLUR of furiously beating WINGS!

The SPARROW races past GANDALF'S FACE, and he spins around to FOLLOW it ... he suddenly sees a figure silhouetted in backlight ... he raises his staff ... his breath catches as the figure steps forward to reveal it is ...

GANDALF
Oh, it's you!

RADAGAST looks as startled as GANDALF ...

RADAGAST
Why am I here, Gandalf?

RADAGAST removes his WIZARD'S HAT ... the SPARROW settles in a nest in RADAGAST's HAIR.

GANDALF
Trust me Radagast, I would not have called you here without good reason

RADAGAST
This is not a nice place to meet.

GANDALF
No ... it is not.

GANDALF sends his light around the tomb, as if searching for clues.

STRANGE MARKINGS can be seen, carved in shallow relief on the TOMB WALLS.

RADAGAST
(quiet dread)
These are dark spells, Gandalf ... old and full of hate. Who's buried here?

GANDALF turns from the TOMB's entrance.

GANDALF
If he had a name it has long since been lost ... he was known only as a servant of evil - one of a number.

GANDALF looks down into the darkness of the DEEP SHAFT.

ANGLE ON: GANDALF raises his staff above his head ... LIGHT blazes forth to reveal ... EIGHT MORE gaping black holes BELOW, where heavy STONE DOORS have been SMASHED OPEN.

GANDALF (CONT'D)
(dread whisper)
One of nine ...

EXT. HIGH FELS, MISTY MOUNTAINS - DAY

HIGH ANGLE: GANDALF leads RADAGAST away from the tombs.

RADAGAST
Why now Gandalf? I don't understand.

GANDALF
The Ringwraiths have been summoned to Dol Guldur.

RADAGAST

But it cannot be the Necromancer - a human sorcerer could not summon such evil.

GANDALF

Who said he was human?

RADAGAST looks alarmed at the thought.

GANDALF (CONT'D)

The Nine only answer to one Master. We've been blind, Radagast - and in our blindness, our Enemy has returned. He is summoning his servants ...

GANDALF spins around, confronting RADAGAST.

GANDALF (CONT'D)

Azog the Defiler - he is no ordinary hunter, he is a commander of legions ... The Enemy is preparing for war. It will begin in the East ...

(sudden realisation)

His mind is set on that Mountain.

GANDALF goes to hurry away ...

RADAGAST

Where are you going?

GANDALF

To rejoin the others -

RADAGAST

Gandalf -

GANDALF

I started this, I cannot forsake them now. They are in grave danger.

RADAGAST

If what you say is true ... the world is in grave danger. Every day the power in that fortress will grow stronger.

GANDALF stops, he turns back to the LITTLE WIZARD.

GANDALF

You want me to cast my friends aside?

PUSH IN on GANDALF ... he knows he must make a choice.

EXT. FOREST RIVER - DAY

WIDE ON: the BARRELS are BOBBING along a PLACID, tree-lined FOREST RIVER.

THORIN

(calling)
Anything behind us?

BALIN

Not that I can see.

BOFUR

I think we've out run the Orcs!

ANGLE ON: DWALIN scans the shoreline carefully.

THORIN

(calling back)
Not for long - we've lost the current!

DWALIN

And Bombur's half drowned.

THORIN

Make for the shore!

ANGLE ON: exhausted and soaking wet, the DWARVES and BILBO struggle to manoeuvre their BARRELS to shore by what ever means they can ... paddling with their own hands or steering with broken tree branches ...

ANGLE ON: a bedraggled KILI sits on the SHORELINE, blood already seeping through the fingers of his HAND which covers the ORC WOUND on his THIGH.

BOFUR offers KILI a bloodied rag.

KILI

I'm fine - it's nothing.

BOFUR and FILI exchange worried looks.

ANGLE ON: THORIN calls over to FILI and KILI.

THORIN

On your feet!

FILI

Kili's wounded - his leg needs binding.

THORIN

There's an Orc pack on our tail - we keep moving.

BALIN

To where?

BILBO

To the Mountain - we're so close.

BALIN

A lake lies between us and that Mountain
and we've no way to cross it.

BILBO

So ... we then we go round.

DWALIN

(to BILBO)

The Orcs will run us down sure as
daylight.

(to THORIN)

We've no weapons to defend ourselves.

THORIN makes a decision - he turns to the others DWARVES.

THORIN

(to FILI)

Bind his leg - quickly
(worried to BALIN)
You have two minutes.

ANGLE ON: ORI emptying WATER from his BOOTS ... he looks up to
see a TALL, DARK-HAIRED MAN standing in the clearing, an ARROW
fitted to BOW in his hand ... this is BARD.

ANGLE ON: DWALIN'S hand reaches for a LARGE BRANCH raising it
above his shoulder, readying it to throw ... in one smooth
movement BARD sends an ARROW whizzing from his BOW ... it
splits the BRANCH easily in two leaving DWALIN staring in
disbelief at the TWO SHARDS of WOOD in his hands.

Instinctively KILI's hand moves towards a SHARP ROCK ... BARD
sends an arrow flying, spinning the ROCK out of KILI's reach
... sending it scudding along the GROUND.

DWALIN looks up at the STRANGER ... another ARROW is already
fitted to his BOW.

BARD

Do it again, and you're dead.

ANGLE ON: No-one moves.

SUDDENLY BALIN steps forward. BARD swings his ARROW towards
him.

BALIN

You are from Lake-town, unless I am
mistaken?

BALIN is staring beyond BARD at something behind him.

BALIN (CONT'D)

(politely)

Excuse me - that barge yonder, it
wouldn't be for available for hire by any
chance?

BARD looks surprised ... he lowers his BOW.

CUT TO:

ANGLE ON: THE DWARVES and BILBO huddle as THORIN and BALIN negotiate with BARD.

DWALIN keeps a LOOKOUT for any approaching ORCS.

ANGLE ON: BARD rolling the empty barrels onto the ROCKY SHORE-LINE ready to load on to the BARGE.

BARD
What makes you think I would help you?

BALIN
Those boots have seen better days, as has your coat. And I'll wager you have some hungry mouths to feed -

By the look on BARD's face, BALIN knows he's struck a chord.

BALIN (CONT'D)
(kindly)
How many bairns?

BARD
A boy and two girls.

BALIN
And your wife's a beauty, I'll wager?

BARD
Aye ... she was.

BALIN's face falls - a misstep.

BALIN
Ah - I'm sorry I didn't mean ...

DWALIN
(low aside)
Come on, come on - enough of the niceties.

BALIN brushes him off - but BARD has caught the inter-change. He stops ROLLING BARRELS and looks at the DWARVES.

BARD
(cutting him off)
What's your hurry?

DWALIN
What's it to you?

BARD
I would know who you are and what you are doing in these lands.

BALIN

(trying to smooth things over)
We're simple merchants from the Blue
Mountains - journeying to see our kin in
the Iron Hills.

BARD

(looking at THORIN)
Simple merchants, you say?

THORIN

We need food, supplies - weapons. Can you
help us?

BARD

I know where these barrels came from.

THORIN

What of it?

BARD

I don't know what business you had with
the Elves but I do not think it ended
well. No-one enters Lake-town but by
leave of the Master. His wealth comes
from trade with the Woodland Realm. He
will see you in irons before risking the
wrath of King Thranduil.

BALIN

I'll wager there are ways to enter that
town unseen -

BARD goes to turn away. DWALIN looks to BALIN, urgently.

BARD

Aye, but for that you would need a
smuggler.

BALIN

(urgent)
For which we would pay double.

CLOSE ON: BARD weighing his decision.

EXT. FURTHER UP THE RIVER - DAY

BOLG leads his ORC PACK at speed towards the DWARVES landing
site.

BOLG

(BLACK SPEECH unsubtitled)
Sha mogi obguryash.
Do not let them escape!

THRANDUIL (V.O.)

Such is the nature of Evil ...

INT. THRANDUIL'S CHAMBER, WOODLAND REALM, MIRKWOOD - DAY

CLOSE ON: The ELVENKING, THRANDUIL, his face half shadowed in flickering torchlight.

THRANDUIL glances towards a captive ORC, NARZUG, slumped before the ELVES. LEGOLAS holds the ORC's head back, his dagger is at his throat. TAURIEL stands nearby.

THRANDUIL

Out there in the vast ignorance of the world it festers and spreads ... A shadow that grows in the dark. A sleepless malice as black as the oncoming wall of night. So it ever was; so will it always be - in time all foul things come forth.

NARZUG looks at TAURIEL with pure hatred.

LEGOLAS

You were tracking a company of thirteen Dwarves - why?

NARZUG

(grinning)

Not thirteen, not anymore. The young one, the black-haired archer ...

CLOSE ON: TAURIEL, a bare flicker in her eyes, tells us she knows he is speaking of KILI.

NARZUG (ADR PICK-UP) (CONT'D)

(with relish)

... stuck him with a Morgul shaft ... The poison's in his blood, he'll be choking it on it soon.

NARZUG laughs, lifting his head.

TAURIEL

Answer the question - filth.

NARZUG

(BLACK SPEECH with subtitles)

Shâ hakhtiz khunai-go, Golgi!

I do not answer to dogs, She-Elf!

NARZUG spits at TAURIEL ... in a flash there is a dagger in her hand.

LEGOLAS

I would not antagonize her.

TAURIEL lunges towards NARZUG, dagger in hand. THRANDUIL restrains her.

TAURIEL

You like killing things, Orc? You like death? Then let me give it to you.

THRANDUIL
(ELVISH: with subtitles)
Farn! Tauriel - ego, gwau hi.
Enough! Tauriel - leave, go now.

TAURIEL reluctantly withdraws. THRANDUIL turns to NARZUG.

THRANDUIL (CONT'D)
I do not care about one dead dwarf.
Answer the question. You have nothing to
fear. Tell us what you know and I will
set you free.

LEGOLAS looks at his father sharply. NARZUG casts sly looks to
LEGOLAS and THRANDUIL, weighing his chances.

LEGOLAS
You had orders to kill them. Why? What is
Thorin Oakenshield to you?

NARZUG laughs.

NARZUG
(scornful)
The dwarf runt will never be King.

LEGOLAS
King? There is no King Under the Mountain
- nor will there ever be. None would dare
enter Erebor whilst the dragon lives.

NARZUG
You know nothing, your world will burn -

LEGOLAS
What are you talking about - speak!

NARZUG laughs gleefully at LEGOLAS's surprise.

NARZUG
Our time has come again. My Master serves
the One. Do you understand now Elfling
... death is upon you ... the flames of
war are upon you.

CLOSE ON: THRANDUIL his eyes widen in shock ... he, alone in
the room, understand the reference.

In one sudden movement THRANDUIL draws his SWORD and swings it
towards NARZUG, in an almost disinterested way ... LEGOLAS
suddenly finds NARZUG'S severed head swinging from his hand.
He drops it to the floor.

LEGOLAS
Why did you do that? You promised to set
him free.

THRANDUIL

And I did - I freed his wretched head
from his miserable shoulders.

LEGOLAS

There was more the Orc could tell us -

THRANDUIL

(enigmatic)

There was nothing more he could tell me.

THRANDUIL turns and begins to stride out of the THRONE ROOM.

LEGOLAS

What did the Orc mean - the Flames of
War?

THRANDUIL

It means they intend to unleash a weapon
so great it will destroy all before it. I
want the watch on our borders doubled.
All roads, all rivers ... nothing moves
but I hear of it. No one enters this
Kingdom, and no one leaves it.

EXT. THRANDUIL'S FORTRESS GATE - DUSK

ANGLE ON: LEGOLAS addresses the GUARDS at the great GATE of
the WOODLAND REALM.

LEGOLAS

(ELVISH: with subtitles)

Holo in-ennyn, tiro i devnin hain - na
ganed en-Aran.
*Close the gate, keep it sealed - by order
of the King.*

ELROS

(ELVISH: with subtitles)

Man os Tauriel?
What about Tauriel?

LEGOLAS

(ELVISH: with subtitles)

Man o sen?
What about her?

ELROS

(ELVISH: with subtitles)

Edevin eb enedhor na gû a megil.
*She went into the forest, armed with bow
and blade.*

CLOSE ON: LEGOLAS, as he realises TAURIEL has defied the KING.

ELROS (CONT'D)
 (ELVISH: with subtitles)
 En ú-nandollen.
She has not returned.

EXT. BANKS OF THE FOREST RIVER - DAY

A DARK, DEFORMED FIGURE creeps swiftly along the BANKS of THE FOREST RIVER ... his snout pressed to the GROUND ... he looks up suddenly his eyes glinting, as if he has picked up a scent!

ANGLE ON: FIMBUL leads an ORC PACK onto the RIVERBANK where the DWARVES came ashore in the BARRELS.

FIMBUL looks at a dark stain that has spread on the wood of a fallen tree ... wiping his finger across the stain, he licks it.

FIMBUL
 (BLACK SPEECH with subtitles)
 Tum nash ... Agra-yi.
Dwarf blood ... They were here.

ANGLE ON: BOLG standing still. He sniffs the air.

BOLG
 (BLACK SPEECH with subtitles)
 Nuzdi-arg nash ... hum ân bûnish.
There is another scent ... man-flesh.

BOLG (CONT'D)
 (BLACK SPEECH with subtitles)
 Keranish ô kirzad.
They have found a way to cross the lake.

ANGLE ON: BOLG head swivels towards something in the distance.

EXT. LONG LAKE / BARREL BARGE - PRE-DAWN

EARLY MORNING FOG lies heavy upon still, dark waters.

ANGLE ON: the IRON BOW of a BARGE softly breaking a CRUST of THIN ICE as it advances across a long, LAKE with surprising speed.

PULL OUT TO REVEAL: THE DWARVES and BILBO sit huddled together in the front of a BARGE ... the PRE-DAWN LIGHT is pale and milky. EMPTY ELVISH BARRELS are stacked on the DECK.

BOFUR
 Watch out!

SUDDENLY a HUGE, DARK FORM, looms through the DARK FOG towards them. BILBO and the DWARVES, duck in surprise!

CLOSE ON: the TALL, DARK-HAIRED BARGEMAN calmly pulls on the TILLER, navigating the dark waters as if by instinct.

The DWARVES stare as the BARGE passes under an ancient STONE ARCHWAY, rising out of the WATER. The BARGE lists dangerously to one side.

THORIN moves towards the BARGEMAN.

THORIN

What are you trying to do? Drown us?

BARD

(calmly)

I was born and bred on these waters,
Master Dwarf - if I wanted to drown you,
I would not do it here.

DWALIN turns to his fellow DWARVES, muttering ...

DWALIN

(low voice)

I've had enough of this lippy lakeman. I
say we drop him over the side and be done
wi' it.

BILBO

Bard.

The DWARVES look at BILBO.

BILBO (CONT'D)

His name is Bard.

BOFUR

How do you know?

BILBO

I asked him.

DWALIN spits to one side, his eyes not leaving BARD.

DWALIN

I don't care what he calls himself, I
don't like him.

Some of the other DWARVES murmur agreement. BALIN's voice cuts through them.

BALIN

(calmly counting coins)

We do not have to like him. We simply
have to pay him ... come on now lads,
turn out your pockets.

DWALIN

How do we know he won't betray us?

THORIN

We don't.

EXT. LONG LAKE / BARREL BARGE - PRE-DAWN

BALIN clears his throat noisily ... he nudges THORIN.

BALIN

(under his breath)

There's a wee problem ... we're ten coins short.

The DWARVES MUTTER as they hunt in their sodden clothing for more MONEY.

THORIN

Gloin - come on ... give us what you have.

GLOIN

(indignant)

Don't look to me! I've been bled dry by this venture ... and what have I seen for my investment? Eh? Nought but misery and grief!

THORIN doesn't respond ... GLOIN realizes his companions are STARING SILENTLY towards the NORTHWEST ... he follows their GAZE.

WIDE ON: far away in the distance, the LONELY MOUNTAIN is VISIBLE! It's peak rises above the shreds of a torn cloud, as the first light of DAWN begin to lighten the sky.

The DWARVES ... have fallen silent, each staring at their ANCIENT HOMELAND in awe and wonder.

ANGLE ON: GLOIN, as he stuffs a SMALL LEATHER PURSE bulging with COINS into THORIN's hands.

GLOIN (CONT'D)

(choked up)

Take it ... take all of it!.

CLOSE ON: BILBO realizes that BARD is staring intently at the DWARVES interest in the LONELY MOUNTAIN. BILBO attempts to get the DWARVES attention.

BARD

(tense)

The money, quick - give it to me.

THORIN

We'll pay you when we get our provisions and not before.

BARD

If you value your freedom, you will do as
I say. There are guards ahead.

A loud SHOUT travels across the WATER ...

BILBO and the DWARVES follow BARD'S gaze.

WIDE ON: a HUGE WOODEN TOWN looms out of the THINNING FOG,
revealing dark shapes of crooked BUILDINGS and the GOLDEN GLOW
of TORCHLIGHT.

EXT. LAKE-TOWN - DAWN

WIDE ON: BARD'S BARGE is several HUNDRED YARDS from the
RAMSHACKLE collection of WHARVES, BRIDGES, SPIRES, WATCHTOWERS
which rise out of the WATER. ROW upon ROW of CROOKED THATCHED
HOUSES balance on slumping PILES ... a long WOODEN BRIDGE is
the only connection with the SHORELINE. This is LAKE-TOWN.

LAKE-TOWN is surrounded by a small fleet of early morning
FISHERMAN, pulling nets in from SMALL BOATS ... BARD'S BARGE
slides beside on the FISHING BOATS.

EXT. BARD'S BARGE / LONG LAKE - DAWN

ANGLE ON: BARD is BARTERING with a couple of FISHERMAN in a
HUSHED VOICE ... BILBO and the DWARVES have disappeared from
the DECK. A COUPLE of MASTER'S GUARDS are patrolling nearby.

CLOSE ON: BILBO'S EYE peers out of a HOLE in a BARREL,
watching BARD ...

ANGLE ON: DWALIN is squeezed into his SMALL BARREL.

DWALIN

What's he doing?

BILBO

He's talking to someone ... he's pointing
right at us! Now they're shaking hands.

THORIN

What?!

DWALIN

He's selling us out!

ANGLE ON: BARD pointing towards the BARRELS!

DWALIN glances as a SHADOW looms over his BARREL.

ANGLE ON: BARD pours a BASKET of FISH over DWALIN!

QUICK ANGLES: BILBO and the DWARVES are buried in FRESH FISH,
hiding them from VIEW.

EXT. LAKE-TOWN TOLL-GATE - DAWN

ANGLE ON: BARD, TENSE and WATCHFUL, steers his BARGE towards a CANAL that leads into the HEART of LAKE-TOWN ... the BARRELS sit on his DECK, full of FISH. DWARVISH GRUMBLING can be heard coming from the BARRELS. BARD kicks at one with his foot.

BARD

Quiet - we're approaching the toll-gate.

A HEAVY IRON GATE blocks the CANAL ENTRANCE, flanked by dank CUSTOMS BUILDINGS.

A VOICE calls out in the gloom.

PERCY

Halt! Good's inspection, pull alongside!
Papers, please! Oh, it's you, Bard.

ANGLE ON: PERCY, the town's TOLL COLLECTOR, steps out of the CUSTOM'S BUILDING, holding a LANTERN.

BARD

(nodding)
Morning, Percy ...

BARD hands PERCY a WAYBILL who quickly scans it.

PERCY

Anything to declare?

BARD

Nothing - but that I'm cold and tired and ready for home.

PERCY

You and me both.
(stamping the paper)
There we are ... all in order -

PERCY smiles, handing back the WAYBILL.

ALFRID

Not so fast!

The WAYBILL is plucked out of PERCY'S hand by ALFRID, an officious LITTLE MAN - the PRIVATE SECRETARY to the MASTER of LAKE-TOWN. He is flanked by several GUARDS including a heavy-set CAPTAIN, called BRAGA and a thuggish looking off-sider, called MR. SOURY.

ALFRID (CONT'D)

(reading)
*Consignment of empty barrels from the
Woodland Realm ...*

ALFRID'S eyes flicker across the BARRELS, brimming with FISH.

ALFRID (CONT'D)

Only ... they're not empty, are they
Bard?

ALFRID peers into the BARRELS.

CLOSE ON: ALFRID picks up a FISH by it's tail, revealing
BOMBUR'S WIDE EYES, peering from amongst the EYES of the DEAD
FISH ... ALFRID turns back to BARD, and BOMBUR BLINKS.

ALFRID (CONT'D)

If I recall correctly, you're licensed as
a bargeman, not a fisherman.

BARD

That's none of your business.

ALFRID

Wrong - it's the Master's business -
which makes it my business.

BARD

Come on, Alfrid - have a heart. People
need to eat.

ALFRID

These fish are illegal!

ALFRID tosses the FISH away, and turns to his GUARDS.

ALFRID (CONT'D)

(ordering)

Empty these barrels over the side.

BRAGA

(ordering his men)

You heard him, in the canal!

ANGLE ON: the GUARDS swarm onto the DECK, and start to push
the HEAVY BARRELS towards the side of the BARGE ... BILBO
looks ALARMED, as his BARREL is manhandled.

BARD remains impassive.

BARD

Folk in this town are struggling. Times
are hard, food is scarce -

ALFRID

That's not my problem.

BARD

And when the people hear the Master is
dumping fish back in the lake; when the
rioting starts - will it be your problem
then?

ALFRID hesitates ... BARRELS are about to get pushed into the WATER ... he SUDDENLY raises his HAND, stopping the GUARDS. He gestures to BRAGA, and the GUARDS back away from the BARRELS.

ALFRID

Stop!

ALFRID leans close to BARD.

ALFRID (CONT'D)

Ever the people's champion, eh, Bard?
"Protector of the common folk". You may
have their favour now, Bargeman, but it
won't last. The Master has his eye on
you. You would do well to remember - we
know where you live.

CLOSE ON: BARD, his eyes flicker briefly in anger.

BARD

It's a small town, Alfrid - everyone
knows where everyone lives.

ANGLE ON: the IRON WATER GATE opens, allowing BARD entry into
LAKE-TOWN.

EXT. LAKE-TOWN CANALS - DAY

WIDE ON: BARD steers his BARGE down the NARROW LAKE-TOWN
CANALS ...

ANGLE ON: TWO HUNGRY PUGS scavenge for food along the DOCKS.

INT. MASTER'S BED-CHAMBER, LAKE-TOWN - DAY

WIDE ON: The GREAT HALL ...

ALFRID (O.S.)

All this talk of civil unrest ...

ANGLE ON: ALFRID tosses the contents of a CHAMBER POT out an
open window.

ALFRID (CONT'D)

Someone's been stirring the pot, Sire.

ANGLE ON: The MASTER OF LAKE-TOWN hobbles out of bed, sitting
down hard on a SETTLE

ALFRID (CONT'D)

Gout playing up, Sire?

MASTER OF LAKE-TOWN

It's the damp - it's the only possible
explanation. Get me a brandy.

ALFRID

The mood of the people - it's turning ugly.

ANGLE ON: THE MASTER sits at the end of his bed. He's a BIG-BELLIED, RED-FACED MAN, dressed in a FLORID DRESSING GOWN.

ANGLE ON: ALFRID pours a large tumbler of BRANDY ...

MASTER OF LAKE-TOWN

They're commoners, Alfrid ... they've always been ugly. It's not my fault they live in a place that stinks of fish oil and tar. Jobs, food, shelter; it's all they ever bleat about.

ALFRID

It's my belief, Sire, they're being led on by troublemakers.

ANGLE ON: THE MASTER - his attention has been caught.

INT. MASTER'S HALL, LAKE-TOWN - DAY

ANGLE ON: THE MASTER enters a dark vaulted HALL, lined with ledgers ... an ornate DESK sits at one end. The HALL'S pillars, floor and walls are badly warped with damp.

MASTER OF LAKE-TOWN

Then we must find these troublemakers and arrest them!

ALFRID

My thoughts exactly, Sire.

MASTER OF LAKE-TOWN

All this talk of 'change' must be suppressed. The next thing you know they'll be asking questions, forming committees, launching inquiries ...

ALFRID

Out with the old ... in with the new?

MASTER OF LAKE-TOWN

What?

ANGLE ON: ALFRID's watches the MASTER ...

ALFRID

(slyly)

That's what they're saying, Sire ... there's even talk of an election.

MASTER OF LAKE-TOWN

An election!

CLOSE ON: THE MASTER turns, shocked by the suggestion.

MASTER OF LAKE-TOWN (CONT'D)

That's absurd! I won't stand for it!

ALFRID

I don't think they'd ask you to stand,
Sire.

EXT. MASTER'S HALL BALCONY, LAKE-TOWN - DAY - REPOSITIONED

ANGLE ON: THE MASTER steps onto a BALCONY with an EXPANSIVE
VIEW of LAKETOWN.

MASTER OF LAKE-TOWN

Shirkers, ingrates, rouble rousers ...
who would have the nerve to question my
authority? Who would dare -

ANGLE ON: The MASTER'S face hardens ...

MASTER OF LAKE-TOWN (CONT'D)

Bard! You mark my words, that trouble
making bargeman is behind this.

EXT. INDUSTRIAL DOCK - DAY

ANGLE ON: BARD looks around ... his BARGE has arrived in a
QUIET, INDUSTRIAL part of LAKE-TOWN ... the ALLEYS are EMPTY
... a solitary DOCK WORKER secures the MOORING.

ANGLE ON: BARD uses his FOOT to tip BARRELS over ... FISH and
INDIGNANT DWARVES spill onto the DECK.

The DOCK WORKER looks AMAZED, as BILBO and the DWARVES,
extract FISH from all parts of their clothing ... BARD presses
a SILVER COIN into the DOCK WORKER'S palm.

BARD

You didn't see them. They were never
here. The fish you can have for nothing.

ANGLE ON: BARD leading the DWARVES and BILBO away from the
WHARF.

BARD (CONT'D)

Follow me.

CLOSE ON: HILDA, a HERB SELLER, watches the DWARVES in
wonderment.

BAIN

Dad!

BARD turns to find his son, BAIN, hurrying towards him.

BAIN (CONT'D)

Our house - it's being watched.

CLOSE ON: BARD, thinking fast.

EXT. BARD'S HOUSE - DAY

ANGLE ON: BARD'S two story HOUSE sits on a narrow CANAL in a rundown part of LAKE-TOWN.

CLOSE ON: a one-eyed BEGGAR is hunched in an ALCOVE ... he taps his CANE on a wall ... TWO SMALL boys run down an ALLEY ringing a bell as they pass.

A SHADY looking character in a nearby ALLEY lights his PIPE. .

ANGLE ON: BARD and BAIN emerge out of the ALLEY and hurry to their door, casting glances over their shoulder.

BARD and BAIN hurry up the STAIRS to their FRONT DOOR

TWO BOATMEN sit in a small boat in the CANAL ... BARD glances down at them before chucking them an apple.

BARD

Tell the Master - I'm done for the day.

BARD and BAIN disappear inside the HOUSE.

INT. BARD'S HOUSE - DAY

CLOSE ON: BARD closes and BOLTS the DOOR ... SIGRID, 14 and TILDA, 8, BARD's TWO DAUGHTERS greet him.

TILDA

Da! Where have you been?

SIGRID

(relieved)

Father! There you are - I was worried.

BARD hugs them, picking TILDA up ... he glances out of the WINDOW, then turns to BAIN.

BARD

Get them in.

INT. BARD'S BASEMENT - DAY

ANGLE ON: BAIN hurries down STEEP STAIRS, and pushes open a TOILET DOOR.

INT. BARD'S TOILET - DAY

CLOSE ON: A simple TOILET SEAT, perched directly over the LAKE-TOWN WATER ... DWALIN'S HEAD suddenly pops up through the HOLE - he GLARES at BAIN.

DWALIN

If you speak of this to anyone I'll rip
your arms off.

ANGLES ON: BAIN helps haul BILBO and the WET DWARVES out of
the LONG-DROP, cursing and dripping.

BAIN

(signalling)
Up there.

INT. BARD'S HOUSE - DAY

ANGLE ON: SIGRID is watching down the STAIRS.

SIGRID

Da - why are there dwarves climbing out
of our toilet?

TILDA

Will they bring us luck?

INT. BARD'S HOUSE - DAY

ANGLE ON: THE DWARVES sitting around a WOODEN TABLE. They have
wrapped themselves in MAN-SIZED CLOAKS, JACKETS and BLANKETS
... DWARF-BOOTS dry in front of a FIRE PLACE ... SIGRID is
passing out MUGS of TEA. TILDA is handing out BLANKETS and
CLOTHES.

BARD

They may not be the best fit, but they'll
keep you warm.

ANGLE ON: THORIN is staring out the open window.

BILBO follows his gaze ... in the DISTANCE, atop a WATCHTOWER
is the silhouette of a LARGE, MOUNTED CROSSBOW.

THORIN

(low voiced)
A Dwarvish windlance.

BILBO

You look like you've seen a ghost.

BALIN

(low voiced aside)
He has. The last time we saw such a
weapon ... a city was on fire.

PUSHING IN on BALIN as he remembers ...

BALIN (CONT'D)

... it was the day the dragon came; the
day Smaug destroyed Dale.

INSERT FLASHBACK: FIRE rains down upon DALE ... people run through the STREETS screaming ...

BALIN (V.O.) (CONT'D)
Girion, the Lord of the City, rallied his bowman to fire upon the beast. But dragon's hide are tough - tougher than the Strongest armour. Only a black arrow fired from a windlance could have pierced the dragon's hide... and few of those arrows were ever made.

INSERT FLASHBACK: GIRION, LORD OF DALE, stands atop the highest TOWER. He is manning a LARGE CROSS BOW, desperately aiming at the HUGE BEAST which soars overhead.

BALIN (V.O.) (CONT'D)
Their store was running low when Girion made his last stand. Alas, to no avail.

ANGLE ON: THORIN stares out the WINDOW towards the CROSSBOW.

THORIN
Had the aim of Men been true that day, much would have been different.

BARD
(suspicious)
You speak as if you were there?

THORIN turns and faces BARD, who has stepped up behind him.

THORIN
All Dwarves know the tale.

BAIN
Then you would know that Girion hit the dragon - he loosened a scale under the left wing. One more shot and he would have killed the beast.

DWALIN
That's a fairy story, lad, nothing more.

THORIN turns to BARD.

THORIN
You took our money - where are the weapons?

BARD
Wait here.

As BARD heads downstairs ...

CUT TO

BARD steps onto a small landing beneath his house. A ROW BOAT is docked alongside.

Peering around cautiously, BARD retrieves a LARGE OIL-SKIN wrapped BUNDLE from beneath the WATER and carries them inside.

CUT TO:

THORIN, BALIN, KILI and FILI huddle together in conversation.

THORIN

Tomorrow begins the last days of autumn.

BALIN

Durin's Day falls the morn after next. We must reach the mountain before then.

KILI

And if we do not? If we fail to find the hidden door before that time ...?

FILI

Then this quest has been for nothing.

ANGLE ON: the DWARVES stop talking as BARD enters and dumps the large OIL-SKIN BUNDLE on the TABLE.

CLOSE ON: the OIL-SKIN is pulled away, revealing an array of home-made WEAPONS, fashioned from FISHING EQUIPMENT, TOOLS and roughly HEWN IRON.

The DWARVES look on in DISMAY ... THORIN picks up a short STAFF with a rusty HOOK bound with twine.

THORIN

What is this?

BARD

A pike-hook - made from an old harpoon. It can tear the legs from under a foe - if handled right.

KILI

And this?

BARD

A *crowbill* we call it; fashioned from a smithy's hammer. Heavy in hand, I grant - but well balanced for all that.

KILI winces as he lays the weapon back down, shifting his weight from his bad leg.

BARD (CONT'D)

In defence of your life, these will serve you better than none.

GLOIN

We paid you for weapons - iron-forged swords and axes ...

BOFUR

It's a joke!

BARD

You won't find better outside the city
armoury; all iron-forged weapons are held
there under lock and key.

THORIN exchanges a quick glance with DWALIN.

BALIN

Thorin!

CLOSE ON: BARD receiving THORIN's name.

BALIN (CONT'D)

Why not take what's on offer and go.
I've made do with less, Thorin, and so
have you. I say we leave now.

BARD

You're not going anywhere.

THORIN and the others look sharply at BARD.

DWALIN

What did you say?

BARD

There's spies watching this house - and
probably every dock and wharf in town.
You must wait for nightfall.

ANGLE ON: KILI sits down, wincing ... he holds his leg, in
obvious pain.

EXT. BALCONY, BARD'S HOUSE - DAY

ANGLE ON: BARD standing on the BALCONY ...

BARD

(musing to himself)

Thorin ... Thorin ...

BAIN

Da?

CAMERA swings around to reveal that BARD is staring at the
distant MOUNTAIN - EREBOR. He suddenly hurries down the
outside stairs.

BARD

Don't let them leave.

EXT. RIVERBANK, FOREST RIVER - DAY - REPOSITIONED

ANGLE ON: TAURIEL races over RIVER BOULDERS, the remains of a SLAUGHTERED DEER litter the ground. It is obvious it has been ripped apart and eaten raw.

TAURIEL pulls the ORC ARROW from out of the flank of the beast.

Following a trail of ORC TRACKS, she climbs stealthily up a rock face.

WIDE ON: TAURIEL arrives on a HILL overlooking the LONG LAKE ... smoke rises from the chimneys of LAKE-TOWN.

A SUDDEN SOUND behind her ... TAURIEL FREEZES!

SPINNING AROUND she finds herself looking up at LEGOLAS, bow in hand, arrow aimed directly at her ...

TAURIEL
(ELVISH: with subtitles)
Ingannen le Orch.
I thought you were an Orc.

LEGOLAS
(ELVISH: with subtitles)
Ci orch im, dangen le.
If I was an Orc, you would be dead.

LEGOLAS, lowers his BOW ...

LEGOLAS (CONT'D)
Tauriel, you cannot hunt thirty Orcs on your own.

TAURIEL
But I am not on my own.

LEGOLAS
You knew I would come.

LEGOLAS moves closer to her.

LEGOLAS (CONT'D)
The King is angry, Tauriel. For six hundred years my father has protected you, favoured you ... you defied his orders, you have betrayed his trust.

ANGLE ON: TAURIEL knows LEGOLAS is speaking the truth, she knows she owes much to THRANDUIL.

LEGOLAS (CONT'D)
(ELVISH with subtitles)
Dandolo na nin ... le gohenatha.
Come back with me ... he will forgive you.

TAURIEL turns and looks down at the cold waters of the LONG LAKE ... she speaks quietly.

TAURIEL
(ELVISH: with subtitles)
Ú-ohenathon ... ci dadwenithon, ú-ohenathon im.
But I will not ... If I go back, I will not forgive myself.

LEGOLAS looks taken aback.

TAURIEL (CONT'D)
The King has never let Orc filth roam our lands, yet he would let this Orc-pack cross our borders and kill our prisoners.

LEGOLAS
It is not our fight.

TAURIEL
It is our fight. It will not end here. With every victory this evil will grow. If your Father has his way, we will do nothing ... we will hide within our walls. We will live our lives away from the light and let the darkness descend.

TAURIEL looks LEGOLAS in the eye.

TAURIEL (CONT'D)
Are we not part of this world? Tell me, *mellon* ... when did we let Evil become stronger than us?

CLOSE ON: LEGOLAS ... he has no answer.

EXT. THE MARKETPLACE, LAKE-TOWN - DUSK

ANGLE ON: BARD hurries to a STALL selling bric a brac. He begins pulling down old BLANKETS and WOVEN RUGS ...

STALLKEEPER
'Allo Bard. What you after?

BARD
There was a tapestry - an old one. Where's it gone?

STALLKEEPER
What tapestry you talkin' about?

ANGLE ON: BARD has revealed, hanging on the back wall, a LARGE, WOVEN HERALDIC TAPESTRY ... it shows the COAT of ARMS of each of the LINE OF DURIN.

ANGLE ON: A murmur of excitement has begun to build ... it runs through the MARKET PLACE.

HILDA BIANCA

(exclaiming)

They were Dwarves I tell you, appeared
out of nowhere.

ANGLE ON: HILDA BIANCA the HERB SELLER is holding forth to a
small group huddled nearby.

HILDA BIANCA (CONT'D)

(mysterious)

Full-beards and fierce eyes. I've never
seen the like.

NETMENDER

What would Dwarves be doing in these
parts?

OLD FISHERMAN

(full of portent)

It's the Prophecy ...

NETMENDER

Prophecy?

All eyes turn towards an OLD MAN, bent with age, seated on a
BOAT mending NETS.

OLD FISHERMAN

The Prophecy of Durin's Folk.

CLOSE ON: BARD'S hand traces the LINE OF DURIN from the name
THROR to THRAIN to the final name on the TAPESTRY ... THORIN.

BARD

(under his breath)

The prophecy ... the prophecy ...

In the MARKETPLACE, TOWNSFOLK are whispering excitedly.

TOWNSMAN 1

The old tales will come true.

TOWNSWOMAN 1

Vast halls of treasure!

TOWNSWOMAN 2

Can it really be true, has the Lord of
Silver Fountains returned?

BARD looks up in dawning realisation.

On the SOUNDTRACK: BARD recalls an ancient rhyme:

BARD (V.O.)

*The Lord of silver fountains
The King of carven stone
The King beneath the Mountain,
Shall come into his own.*

BARD sets off at a run.

EXT. STREETS OF LAKE-TOWN - DUSK

ANGLE ON: BARD hurries desperately through the STREETS of LAKE-TOWN, pushing his way through the CROWDS.

BARD (V.O.)
*And the bells shall ring in gladness
 At the Mountains King's return
 But all shall fail in sadness
 And the lake shall shine and burn.*

The last rays of the setting sun ripple across the waters towards the LAKE-TOWN like a shining, path wrought from gold.

INT. BARD'S HOUSE - DUSK

ANGLE ON: SIGRID looks up suddenly as the front door bursts open!

BARD slams the door behind him, scanning the room quickly. There is no sign of the DWARVES beyond half eaten plates of food and mugs of tea left lying on the table.

BAIN
 Dad, I tried to stop them.

BARD
 How long have they been gone?

EXT. CIVIC SQUARE, LAKE-TOWN - NIGHT

THORIN
 As soon as pull the weapons we make
 straight for the Mountain.

CLOSE ON: THORIN ... he SIGNALS the ALL CLEAR.

THORIN (CONT'D)
 (whisper to NORI)
 Go ... go ... go!

ANGLE ON: THREE DWARVES stand on each other's shoulders, to REACH a HIGH WINDOW in the ARMOURY BUILDING. DWALIN balances FILI on his shoulders as NORI clamber's off FILI shoulders and in through the OPEN WINDOW of the BUILDING.

ANGLE ON: BALIN watching nervously from the shadows ... DORI, ORI, BOFUR, BIFUR, BOMBUR, OIN and GLOIN all cluster behind, waiting anxiously.

INT. LAKE-TOWN ARMOURY - NIGHT

ANGLE ON: THORIN, KILI and BILBO are selecting WEAPONS from RACKS - SWORDS, AXES, MACES ...

THORIN

Just take what we need and go!

THORIN is loading WEAPONS into KILI arms ... KILI staggers under the weight, his LEG weakening fast.

THORIN (CONT'D)

Are you right?

KILI

I can manage. Let's just get out of here.

KILI starts to descend the STAIRS ...

SUDDENLY KILI'S leg GIVES WAY, and he falls down, sending WEAPONS clattering into the GUARDROOM below!

THORIN, DWALIN, NORI and FILI freeze in HORROR.

SUDDENLY armed GUARDS come flooding out of a narrow corridor, into the ARMOURY ... the DWARVES brandish their WEAPONS, and within moments, they all have SPEAR POINTS and SWORD TIPS held at each other's throats, like a Mexican stand-off ... the DWARVES show no sign of giving in.

THORIN glances down the STAIRS ...

ANGLE ON: looking down on BRAGA, his foot on KILI, his SWORD raised above KILI'S neck.

CLOSE ON: THORIN, his face set, a fierce look in his eye.

EXT. CIVIC SQUARE, LAKE-TOWN - NIGHT

ANGLE ON: BRAGA and a cohort of GUARDS shove the DWARVES and BILBO towards the FOOT of the steps of the MASTER'S HALL. From all directions, excited TOWNS-FOLK are hurrying into the SQUARE, a myriad of torches light up the night

CLOSE ON: ALFRID's head peers out from the DOOR overlooking the SQUARE ... without a word he withdraws inside, closing the DOOR.

WITHIN MOMENTS ... the DOUBLE DOORS swing open and THE MASTER strides out.

MASTER OF LAKE-TOWN

What is the meaning of this?

BRAGA

We caught them stealing weapons, Sire.

MASTER OF LAKE-TOWN
Enemies of the State, eh?

A GASP goes up from the more nervous members of the CROWD.

ALFRID
A desperate bunch of mercenaries if ever
was, Sire.

DWALIN
Hold your tongue!

ANGLE ON: DWALIN steps forward, enraged.

DWALIN (CONT'D)
You do not know to whom you speak. This
is no common criminal. This is Thorin,
son of Thrain, son of Thrór!

PUSHING IN ON: THORIN, he raises his head, stepping forward.

THORIN
We are the Dwarves of Erebor; we have
come to reclaim our homeland.

An excited whisper runs through the CROWD. *"So it is true -
the Dwarves of Erebor have returned!" "It is the Prophecy of
old ..."*

THORIN looks at the MASTER, before turning to the TOWNSFOLK
that surround them.

THORIN (CONT'D)
I remember this town in the great days of
old - fleets of boats lay at harbour -
filled with silks and fine gems. This was
no forgotten out post, no forsaken town
on a lake. This was the centre of all
trade in the North!

An excited murmur sweeps across the CROWD.

THORIN (CONT'D)
I would see those days return - I would
re-light the great forges of the Dwarves,
and send riches and wealth flowing once
more from the Halls of Erebor.

An even greater CHEER rises from the CROWD; THORIN's words
resonated around the SQUARE.

BARD
Death!

ANGLE ON: BARD as he pushes his way through the CROWD -
stopping in front of THORIN.

BARD (CONT'D)

That is what you will bring upon us!
Dragon-fire and ruin!

(BARD hold's THORIN's gaze)

If you waken that beast, you will destroy
us all!

THORIN

You can listen to this naysayer ... but I
promise you this - if we succeed all will
share in the wealth of the Mountain - you
will have enough gold to rebuild Esgaroth
ten times over!

BARD turns to the CROWD - appealing to those who have always
stood by him and listened to him.

BARD

All of you, listen to me - you must
listen! Have you forgotten what happened
to Dale? Have you forgotten those who
died in the firestorm ... and for what
purpose? The blind ambition of a Mountain-
king so riven by greed he could not see
beyond his own desire?

THE DWARVES protest loudly. The CROWD jeer back, once more
siding with BARD.

MASTER OF LAKE-TOWN

Now, now ... we must not, any of us, be
too quick to lay blame ... Let us not
forget it was Girion, Lord of Dale, your
ancestor who failed to kill the beast.

THORIN and BALIN slowly turn to BARD, amazed.

ALFRID

It is true, Sire, we all know the story.
Arrow after arrow he shot, each one
missing it's mark.

BARD turns on THORIN.

BARD

You have no right, no right to enter that
Mountain -

THORIN

I have the only right!
(turning his back on BARD)
I speak to the Master of the Men of the
Lake. Will you see the Prophecy
fulfilled? Will you share in the great
wealth of our people? What say you?

SILENCE ... THORIN's eyes hold those of THE MASTER who steps
forward to the railing of the BALCONY.

THE MASTER

I say unto you -

The CROWD seems to hold it's breath. SUDDENLY, the MASTER throws his arms open wide in a grand gesture.

THE MASTER (CONT'D)

Welcome! Welcome! Thrice welcome! King
Under the Mountain!!!

The MASTER bows low to THORIN, inviting him to enter the GREAT HALL, as a great CHEER explodes from the CROWD!

EXT. LAKE-TOWN WHARF - MORNING

ANGLE ON: BILBO and the DWARVES, dressed in absurd looking finery bestowed upon them by the MASTER, file onto a BARGE, loaded with SUPPLIES.

WIDE ON: A CROWD of onlookers and well-wishers lines a NARROW CANAL to witness the DEPARTURE of the DWARVES

BILBO (O.S.)

You do know we're one short - where's
Bofur?

ANGLE ON: THORIN and the DWARVES pushing through the crowds.

THORIN

If he's not here, we leave him behind.

BALIN

We'll have to if we're to find the door
before nightfall. We can risk no more
delays.

ANGLE ON: THORIN pauses at the FOOT of the GANGPLANK, as BILBO and the DWARVES file past him. He puts an arm on KILI'S shoulder, stopping him.

THORIN

Not you. We must travel at speed, you
will slow us down.

KILI

(incredulous)

What are you talking about? I'm coming
with you.

(taking in THORIN's expression)

I'm going to be there when that door is
opened - when we first look upon the
halls of our fathers - Thorin!

THORIN

Kili ... stay here, rest. Join us when
your healed.

KILI backs away ... OIN has been listening in with his EAR TRUMPET ... he walks off the BARGE, past THORIN.

OIN
I'll stay with the lad. My duty lies with the wounded.

THORIN nods to OIN, turns to find that FILI confronting him.

FILI
Uncle - we grew up on tales of the Mountain, tales you told us. You cannot take that away from him. I will carry him if I must -

THORIN
(low voice)
One day you will be King and you will understand ... I cannot risk the fate of this Quest for the sake of one Dwarf - not even my own kin.
(FILI goes to disembark)
Fili! Don't be a fool! You belong with the Company -

FILI
I belong with my brother.

A MOTLEY BAND of MUSICIANS strikes up a SUDDEN FANFARE!

ANGLE ON: THE MASTER and ALFRID pompously making their way through the CROWD.

INT. MASTER'S HALL, LAKE-TOWN - DAY

The SOUND of distant cheering ECHOES in the EMPTY MASTER'S HALL.

CLOSE ON: BOFUR sits up, hat askew ... banging his head on the underside of the MASTER'S DESK ... several tankards and EMPTY BRANDY bottles lie beside him.

BOFUR
By my beard, is that the time?

EXT. LAKE-TOWN WHARF - DAY

A RAGGED FANFARE SOUNDS ... a row of TRUMPETERS look starkly out of place amidst the poor surroundings.

ANGLE ON: THE MASTER, flanked by ALFRID, stands on the a MAKESHIFT PODIUM.

MASTER OF LAKE-TOWN
Go now with our goodwill and good wishes ... And may your return bring good fortune to all!

A rousing cheer goes up as the BARGE slides out into the ICY WATERS of the LONG LAKE.

EXT. LAKE-TOWN WHARVES - DAY

ANGLE ON: BOFUR rushes through the CROWD ... skidding to a stop beside FILI, KILI and OIN.

BOFUR
Did you miss the boat as well?

FILI notices KILI swaying.

FILI
Kili!

KILI slumps to the ground. Sweat beads his forehead, his face is pale, his breathing shallow.

OIN pulls aside the make-shift BANDAGE on KILI's leg ... the whole leg has gone BLACK.

OIN
(under his breath)
Durin save us!

INT. BARD'S HOUSE - DAY

ANGLE ON: BARD opens the door to find BOFUR standing there.

BARD
No - I am done with Dwarves. Go away.

BOFUR scrambles forward, managing to get his foot in the doorway.

BOFUR
No-one will help us, please - Kili is sick, he's very sick.

CUT TO:

EXT. DWARVES BARGE, LONG LAKE - DAY

ANGLE ON: THORIN stands at the PROW, of the BARGE, his eyes fixed firmly on the solitary peak rising at the far end of the LAKE.

EXT. VALLEY OF DALE, LONELY MOUNTAIN - DAY

WIDE ON: THORIN leads the SMALL COMPANY into the FOOTHILLS above LAKE-TOWN, which lies FAR BELOW on the LAKE.

NEW VEGETATION has attempted to GROW amongst BLACKENED RUINED FORESTS, but the TREES are sickly, as if the earth is POISONED.

ANGLE ON: THORIN as he crests the SLOPE ...

CLOSE ON: BILBO looks up ... a BLEAK SIGHT greets his gaze.

WIDE ON: In the shadow of the LONELY MOUNTAIN we see the smashed RUINS of ANCIENT HOUSES, TOWERS, BRIDGES and ROADS ... BLACKENED TREE STUMPS dot the LANDSCAPE ... a FUME of THICK VAPOUR spills from a dark, cavernous opening at the base of the SOUTHERN SLOPE ...

BILBO
What is this place?

BALIN
(sadly)
Once it was the city of Dale, now it is a ruin ... The desolation of a dragon.

CLOSE ON: THORIN, his eyes have travelled upward toward the pale, watery light of a NOON DAY SUN.

THORIN
The sun will soon reach midday - we must find the hidden door in to the Mountain before it sets. This way!

BILBO
Wait - is this the Overlook. Gandalf told us to meet him here!

THORIN
Do you see him?

BILBO has no answer. THORIN takes the MAP from BILBO.

THORIN (CONT'D)
We have no time to wait upon the Wizard - we are on our own. Come!

CLOSE ON: BILBO perturbed by THORIN's dismissal of GANDALF.

EXT. DOL GULDUR - DAY

WIDE ANGLE: ... RADAGAST'S SLEIGH winds its way towards the HULKING RUINS of DOL GULDUR perched still and ominous in the MIRKWOOD GLOOM.

ANGLE ON: GANDALF and RADAGAST as they survey the FORTRESS from a HIDDEN vantage point amidst a THICKET of BLACKENED THORNS.

GANDALF
Dol Guldur - the Hill of Sorcery.

RADAGAST

It looks completely abandoned.

GANDALF

As it is meant to ... a spell of concealment lies over this place.

A SMALL SMILE creeps over his face.

GANDALF (CONT'D)

Which means our Enemy is not yet ready to reveal himself, he has not regained his full strength.

(urgent to RADAGAST)

Radagast - I need you to carry a message to the Lady Galadriel, tell her we must force his hand.

RADAGAST

What do you mean - ?

WIDE ON: RADAGAST and GANDALF conferring quickly ...

GANDALF

I'm going in alone. On no account come after me.

RADAGAST nods ... and starts to WALK AWAY.

GANDALF (CONT'D)

Do I have your word?

RADAGAST

Yes, yes, yes ...

CLOSE ON: RADAGAST turns, a look of worry and fear on his face.

RADAGAST (CONT'D)

Wait, Gandalf ... what if it's a trap?

GANDALF

Turn around and do not come back. It's undoubtedly a trap.

GANDALF makes his way down from their vantage point ... he unsheathes GLAMDRING ... moving along the crumbling causeway towards the FRONT GATE ... when he DISAPPEARS from VIEW.

INT. DOL GULDUR COURTYARD - DAWN

ANGLE ON: GANDALF keeps close to the WALL, surveying the surroundings ... nothing moves, a heavy SILENCE fills the air.

WIDE ON: GANDALF raises his staff, saying an ELVISH SPELL in a loud voice.

GANDALF

(QUENYAN without subtitles)

Ké ná ulko síś nurtaina - I ettuluvas
kaninye; Kanin i sá tanuvakse
*Whatever evil is hidden here - I command
it come forth; I command it reveal
itself.*

GANDALF slams the staff down, releasing a powerful pulse of WHITE LIGHT, which travels across the fortress like a shock wave.

NOTHING. No sound, no movement.

GANDALF continues forward into the RUINS, the SPELL cutting through the SILENCE.

INT. DOL GULDUR, LOWER LEVELS - NIGHT

WIDE ON: a darkened, ill-lit courtyard ... WARG RIDERS surround the towering FIGURE of AZOG.

ANGLE ON: The GIANT ORC looks up ...

AZOG

(BLACK SPEECH with subtitles)

Zidgu ...
The Wizard ...

AN ORC UNDERLING creeps forward, frightened.

ORC UNDERLING

(BLACK SPEECH with subtitles)

Obtoragish gulum-nu... gimyashim.
*He is lifting the spell ... he will find
us.*

CLOSE ON: AZOG, smiling grimly ...

AZOG

(BLACK SPEECH with subtitles)

Hurnash.
Yes.

EXT. LONG VALLEY, LONELY MOUNTAIN - DAY

WIDE ON: The DWARVES and BILBO are spread out along the SIDE of the MOUNTAIN.

DWALIN and GLOIN appear from behind a RIDGE LINE.

THORIN

(calling)
Anything?

DWALIN

Nothing.

ANGLE ON: THORIN studies the MAP ...

THORIN

(desperate)

There must be a way - if this Map is
true, the hidden door lies directly above
us.

BILBO rounds the CORNER of a LARGE ROCK OUTCROP ... he finds
himself staring at the base of a huge DWARVEN STATUE that
rises high into the CLIFFS above.

BILBO

Up here!

ANGLE ON: The DWARVES cluster around ... BILBO gestures
towards the STATUE.

CLOSE ON: ... carved into the STONE ARMOUR and CLOTH are worn
and crumbling STAIRS that wend their way steeply UPWARDS
around the contours of the STATUE.

THORIN claps BILBO on the back, with real gratitude.

THORIN

You have keen eyes, Master Baggins.

EXT. HIDDEN STAIRS, LONELY MOUNTAIN - DUSK

WIDE ON: BILBO leads THORIN, DWALIN, GLOIN, BALIN, BIFUR,
BOMBUR, NORI, DORI and ORI up the ANCIENT CRUMBLING STAIRWAY.

EXT. HIDDEN BAY, LONELY MOUNTAIN - DUSK

ANGLE ON: BILBO arrives at the top of the STATUE and steps
onto a narrow STEEP WALLED LEDGE.

ONE by ONE BILBO is joined by the DWARVES ... they find him
STARING at the SMOOTH SURFACE of the ROCK WALL at the end of
the SMALL COVE.

THORIN runs his hand over the surface of the ROCK. The
faintest outline can be seen.

THORIN

(softly)

This is it - the hidden door.

ANGLE ON: THORIN pulls the key from his shirt, ripping it from
it's chain, he holds it up triumphantly!

THORIN (CONT'D)

Let all those who doubted us - rue this
day!

The OTHERS CHEER.

DWALIN

Right then ... we have a key, which means
somewhere ... there is a keyhole.

EXT. HIDDEN BAY, LONELY MOUNTAIN - DUSK

WIDE ANGLE: The SUN is beginning to set.

DWALIN cannot find the keyhole.

THORIN

*The last light of Durin's Day will shine
upon the keyhole.*

THORIN turns to NORI.

THORIN (CONT'D)

Nori!

ANGLE ON: NORI is already pulling an assortment of specialist equipment from his BACK-PACK. He steps up to the WALL, examining the smooth stone surface with an expert eye ... DWALIN joins him, running his hands over the stone.

NORI places a LISTENING DEVICE on to the rock ... he begins to tap the rock with a SMALL CHISEL, listening for a hollow sound.

THORIN watches NORI working, BALIN is staring at the ROCK WALL dubiously.

THORIN (CONT'D)

We're loosing the light - come on!

CLOSE ON: DWALIN turns towards THORIN ... a look of concern on his face. He turns and RAMS at the WALL searching & bashing.

NORI

Be quiet. I can't hear when you're
thumping!

DWALIN

I can't find it. It's not there.

ANGLE ON: THORIN turns to the OTHER DWARVES ...

THORIN

(rising panic)
Break it down!

BILBO jumps in fright as the DWARVES collectively STRIKE against THE HARD STONE WALL with PICKS and CHISELS.

THORIN (CONT'D)

Come on!
(under his breath)
It has to break!

CRACCKK! The WOODEN SHAFTS of their PICKS SPLINTER and the STEEL HEADS of their HAMMERS SHATTER.

CLOSE ON: THORIN'S face DARKENS ... there is not even a DENT in the SMOOTH ROCK-FACE.

BALIN

It's no good ... the door is sealed. It cannae be opened by force. There is a powerful magic on it.

THORIN looks around DESPERATELY ... the SUN is SINKING behind a BAND of LOW THICK CLOUD, sitting just above the horizon.

THORIN pulls out the MAP poking an ANGRY FINGER at the RUNES.

THORIN

"The last light of Durin's Day will shine upon the keyhole" ... that's what it says!

THORIN points at the SETTING SUN.

THORIN (CONT'D)

What did we miss? What did we miss, Balin?

BALIN shakes his head, he has no answer.

HOPE begins to drain from THORIN'S FACE as the LIGHT seeps from the SKY, cloaking the mountain in DUSK.

BALIN puts a comforting HAND on THORIN'S SHOULDER.

BALIN

We have lost the light - there's no more to be done. We had but one chance ... it's over. Come on lads ... come away.

THORIN opens his HAND to reveal THE KEY lying in his PALM ... slowly he turns his PALM and the KEY falls to the ground.

WIDE ON: Slowly, the COMPANY of DWARVES turn away and begin to make their way back down the HIDDEN PATH.

CLOSE ON: BILBO ... not believing that this can be the end of their QUEST.

BILBO

Wait a minute - where're they going? You can't give up now! Thorin? You can't give up now ...

ANGLE ON: THORIN'S thrusts the MAP at BILBO as he leaves.

The others ignore him, BILBO turns back, staring at the SMOOTH ROCK WALL.

WIDE ON: BILBO standing in front of the ROCK FACE, a cold wind rises, blowing around him.

ANGLE ON: BILBO looks towards the WEST ... RISING in the SKY is the slender SICKLE of a SILVERY MOON which sends a soft beam of light across the face of the ROCK WALL.

BILBO (CONT'D)
(muttering to himself)
*Stand by the grey stone when the thrush
knocks and the setting sun with the last
light of Durin's Day will shine ...*
(repeating)
... the last light ... the last light ...

A sound begins to seep into the small HOBBIT'S consciousness.

KNOCK, KNOCK, KNOCK ... BILBO turns to see the THRUSH who has caught a large SNAIL in its beak knocking its shell against the GREY ROCK.

ANGLE ON: the MOONLIGHT gains in STRENGTH.

CLOSE ON: FAINT MOON RUNES start to SHIMMER on the ROCK FACE ... BILBO catches his breath.

ANGLE ON: a narrow RED RAY of DYING SUNLIGHT escapes like a finger through a rent in the CLOUD. It races through a valley in the SKYLINE, past BILBO and falls on the SMOOTH ROCK FACE.

CRACK!

CLOSE ON: A FLAKE OF ROCK splits and falls from the WALL, leaving a HOLE in the midst of the MOON RUNE markings. For a BRIEF MOMENT the LIGHT from both the MOON and the SUN plays on the ROCK.

CLOSE ON: BILBO realizes what is happening!

BILBO (CONT'D)
(softly)
The last light ... The last light!!!
(calling)
Come back! It's the light of the moon ...
the last moon of autumn.
(to himself)
The key! Where is the key?

ANGLE ON: BILBO SCRAMBLES around desperately in the DARK trying to find the KEY on the dusty ledge.

CLOSE ON: a FURRY HOBBIT FOOT unwittingly knocks the KEY, sending it flying towards the EDGE of the BAY ...

SUDDENLY a heavy, DWARVEN BOOT stops the KEY from sliding over the EDGE. THORIN bends down and picks it up.

ANGLE ON: THORIN inserts the KEY into the KEYHOLE ... it
TURNS ... CLICK!

ANGLE ON: The DWARVES all stare at the moonlit DOOR. The RUNES
which glow in the SILVERY LIGHT are beginning to FADE.

An OLD MECHANISM releases it's hold, and the ROCK FACE
shudders slightly. THORIN pushes against the rock.

Long straight CRACKS appear and WIDEN, as the DOOR slowly
opens INWARDS without a SOUND.

THORIN
(softly)
Erebor ...

DARKNESS seems to flow out like a vapour, leaving the COMPANY
staring into a BLACK NOTHINGNESS leading down into the DEPTHS
of the MOUNTAIN.

ANGLE ON: THORIN walks forward into the DARKNESS as if SPELLBOUND.

BALIN
Thorin ...

THORIN is staring at the smooth STONE WALLS of the TUNNEL.

THORIN
I know these walls ... these halls ...
this stone. Do you remember it, Balin?
Chambers filled with golden light.

BALIN
I remember ...

ANGLE ON: AN IMAGE etched in STONE above the inside of THE
DOOR, is a beautifully CARVED bas-relief.

GLOIN reads the ANCIENT RUNES beneath the CARVING.

GLOIN (ADR PICK-UP)
(reading)
*Herein lies the Seventh Kingdom of
Durin's folk ... may the Heart of the
Mountain unite all Dwarves in defence of
this Home.*

CLOSE ON: BILBO is staring at the ornate CARVING which depicts
a THRONE ... above which a SMALL, OVAL SHAPED GEM is
SUSPENDED. Lines of LIGHT seem to radiate from the JEWEL in
all directions.

BALIN
(reverently)
The throne of the King ...

BILBO
What's that above it?

BALIN

The Arkenstone.

BILBO

The Arkenstone? Hmmm ...

(beat)

And what's that?

BILBO looks up to see that all the DWARVES are staring at him.

THORIN

That, Master Burglar, is why you are here.

INT. BARD'S HOUSE - NIGHT

ANGLE ON: KILI's face covered in sweat. FILI turns to OIN.

FILI

Can you not do something?

OIN

I need herbs. Something to bring his fever down.

BARD

I have Nightshade, Feverfew ...

OIN

They are no use to me. Do you have any Kingsfoil?

BARD

No, it's a weed. We feed it to the pigs.

BOFUR

Pigs? Weed? Right ... don't move!

ANGLE ON: BOFUR rushes out the door.

INT. DWARF TUNNEL, LONELY MOUNTAIN - NIGHT

ANGLE ON: BILBO and BALIN creep down the NARROW TUNNEL. Behind them, the DOORWAY frames the black silhouette of waiting DWARVES.

BILBO

You want me to find a jewel?

BALIN

A large, white jewel ... yes.

BILBO

That's it? Only I imagine there's quite a few of them down there ...

BALIN

There is only one Arkenstone, you will know it, when you see it.

BILBO gazes down the tunnel ... hesitating.

BILBO

Right.

BALIN

(worried)

In truth, lad, I do not know what you will find down there ...

BILBO looks at him, they both know of what BALIN speaks.

BALIN (CONT'D)

You needn't go if you don't want to. There's no dishonour in turning back.

BILBO

No .. Balin ... I promised I would do this and I think I must try.

BILBO tightens his belt and adjusts the small sword at his side and prepares to head down the TUNNEL.

BALIN

(admiringly)

It never ceases to amaze me.

BILBO

What's that?

BALIN

The courage of Hobbits.

(clapping BILBO on the back)

Go now with as much luck as you can muster.

BILBO begins to head down the TUNNEL when BALIN calls him back.

BALIN (CONT'D)

Oh and Bilbo ... if there is in fact a live dragon down there ... don't waken it.

BILBO looks at BALIN, confused, but BALIN has turned away, disappearing back up the TUNNEL.

EXT. DOL GULDUR COURTYARD - DAY

GANDALF moves through an abandoned COURTYARD incanting a spell ... he sweeps his staff over the empty darkness ...

GANDALF slams down his staff ... through the pulse of WHITE LIGHT bursts AZOG, throwing GANDALF to the ground.

AZOG
(BLACK SPEECH with subtitles)
Nakhig lo shulun, Sharrukû
You have come too late, Wizard!

AZOG (CONT'D)
(BLACK SPEECH with subtitles)
Gorz nash!
It is done!

AZOG and his ORC FORCES prepare to attack.

GANDALF aims his STAFF towards them, a POWERFUL FORCE halts them in their tracks.

GANDALF
Where is your Master? Where is he?

AZOG
(BLACK SPEECH with subtitles)
Ommig shâ zog. Undaguz nag.
He is everywhere. We are legion.

GANDALF's eyes fall upon the legions of ORC ARMIES gathered within the depths of DOL GULDUR.

AZOG (CONT'D)
(BLACK SPEECH with subtitles)
Murganim
It is over.

GANDALF fires a PULSE of BRIGHT LIGHT towards AZOG ... in that MOMENT, the WIZARD is GONE!

ANGLE ON: AZOG spins around dazed and sees GANDALF escaping...

AZOG (CONT'D)
(BLACK SPEECH with subtitles)
Gurid Dum!
Run him down!

The ORC pack moves forward relentlessly ...

GANDALF breaks a STONE BRIDGE causing the pursuing ORC's to plummet into the abyss.

ANGLE ON: GANDALF reacts as the COURTYARD DARKENS ... the SKY ABOVE broils, and BLACK CLOUDS gather.

AT THAT MOMENT! ... DOL GULDUR starts VIBRATING ...

NECROMANCER
(BLACK SPEECH with subtitles)
Ziduk ya nan ... uzu nak zidan
There is no light Wizard ... that can
defeat darkness.

CLOSE ON: GANDALF raises his STAFF against the POWERFUL FORCE, a SHIELD of LIGHT SURROUNDING him.

LIGHT and DARKNESS BATTLE ...

ANGLE ON: GANDALF's STAFF slowly disintegrates in his hand as a HUGE FLAMING EYE takes shape in front of him. The DARKNESS lifts GANDALF and smashes him to the GROUND.

The WIZARD is slammed against the WALL in pain ... he stares into the FLAMING MASS, as the DARK PUPIL form into the SHAPE of a FIGURE ...

GANDALF
(under his breath)
Sauron!

INT. SMAUG'S LAIR, LONELY MOUNTAIN - DUSK

ANGLE ON: BILBO pauses to control his BREATHING, which is getting LOUD. SWEAT runs down his FACE - it's clearly getting HOT down there.

ANGLE ON: a FAINT GLOW emanates from the CAVERNS ahead - not from fire, but a DULL GOLD COLOUR.

MOONLIGHT is seeping into the CAVERNS, but not enough to show their true SIZE ... the SPACES open up and fade into DARKNESS. BILBO marvels at the VAST CAVERN DWARF-HALLS rising above his head.

BILBO's voice echoes faintly through the VAST CAVERN.

BILBO
(relieved whisper)
Not at home ... good, good, good.

CLOSE ON: BILBO'S FEET step onto GOLD COINS, and he attempts to avoid them ... but very soon that is IMPOSSIBLE. The FLOOR is covered in HILLS of GOLD ... not just COINS, but CUPS, TRINKETS, and TREASURE of all KINDS.

WIDE ON: The TINY FIGURE of BILBO quietly scrambles across a SEA of GOLD. BILBO moves SLOWLY, barely allowing his WEIGHT to move the GOLD MOUNTAIN.

BILBO (CONT'D)
(muttering to himself)
The Arkenstone ... the Arkenstone ...
(reciting under his breath)
A large, white jewel ... very helpful!

ANGLE ON: BILBO reaching out he pulls out a SMALL GOLD CUP unwittingly setting off a SMALL LANDSLIDE of GOLDEN COINS.

CLOSE ON: the last few PIECES OF GOLD fall away, to reveal:

THE BULBOUS LIDDED EYE of a HUGE SLEEPING DRAGON! BILBO FREEZES IN HORROR!

SMAUG is lying ASLEEP, burrowed under a mountain of GOLD ... A VAPOUR of STEAM gently RISES through a mound of SHIMMERING TREASURE. BILBO can now hear the SOFT SOUND OF THE DRAGON'S BREATH. The SLEEPING BEAST, almost entirely hidden, is just a few FEET away.

BILBO stares up at the GOLDEN MOUNTAIN towering above him and comes to realize that SMAUG is indeed a MASSIVE size!

SMAUG exhales and SHIFTS in his sleep; BILBO watches as MOUNTAINS of GOLD subtly heave and resettlement throughout the huge GALLERY.

CLOSE ON: SMAUG'S BULBOUS EYELID flickers and TWITCHES!

BILBO, still clutching the small GOLDEN CUP, is in SHOCK. Keeping his eyes trained on the DRAGON, BILBO moves towards the NARROW TUNNEL ENTRANCE, clutching the CUP in his hand.

ANGLE ON: A THIN, PIERCING RAY of RED, which emanates from beneath the DROOPING LID of SMAUG'S LEFT EYE.

CLOSE ON: BILBO reaches into his POCKET and pulls out THE RING as ... the EVIL LIGHT of SMAUG'S RED EYE sweeps across him.

BILBO stands poised with THE RING, too scared to move, as the LIGHT of SMAUG'S EYE suddenly returns ... it fixes on the little HOBBIT just as: BILBO jams THE RING on his FINGER and instantly DISAPPEARS!

SMAUG'S SLY, SONOROUS VOICE fills the chamber.

SMAUG
(musing to himself)
Well, thief ...

SMAUG'S GREAT HEAD swings just above BILBO, his reptilian EYES sliding from SIDE TO SIDE.

SMAUG (CONT'D)
I smell you - I hear your breath - I feel
your air ...

CLOSE ON: BILBO frozen in FEAR as SMAUG'S ENORMOUS HEAD looms over him.

SMAUG (CONT'D)
(to himself)
Where are you? Where are you? ...

SUDDENLY BILBO turns and RUNS, skidding & sliding down the MOUNDS of GOLD, the GIANT DRAGON following the MOVEMENT of the precious COINS. BILBO flattens himself against the TUNNEL ENTRANCE. The great EYE of SMAUG scans the ROOM.

SMAUG (CONT'D)

Come now, don't be shy ... step into the light....

SMAUG (CONT'D)

There is something about you ...
something you carry? Something made of
gold, but far more ... *precious*.

ANGLE ON: BILBO stares into the eyes of the GREAT BEAST as if hypnotised ...

FLASH IMAGE: THE EYE OF SAURON! BILBO rips off the RING and hides behind another PILLAR.

SMAUG (CONT'D)

(snide laugh)

There you are, thief in the Shadows!

BILBO is frozen on the spot, finding himself eye to eye with the HUGE DRAGON.

BILBO

(quaking with fear)

I did not come here to steal from you, O
Smaug the Unassessably Wealthy, I merely
wanted to gaze upon your magnificence ...
to see if you were as great as the old
tales say. I did not believe them.

ANGLE ON: The GREAT DRAGON rises up ... his massive chest, encrusted in jewels, glints in the LIGHT ...

SMAUG

And do you now?

BILBO

Truly the tales and songs fall utterly
short of your enormity, O Smaug, the
Stupendous!

SMAUG

Do you think flattery will keep you
alive?

BILBO

No ...?

SMAUG

No, indeed. You seem familiar with my
name, but I don't remember smelling your
kind before. Who are you and where do you
come from, may I ask?

CLOSE ON: BILBO as he backs toward the safety of a pillar, something catches his eye.

ANGLE ON: a RADIANT light emanates from within a mound of TREASURE.

BILBO
(scrambling to answer)
I ... I ... I ...

BILBO edges towards the GLIMMERING LIGHT. Finally he can see it clearly ... a beautiful jewel, it is the most MAGNIFICENT thing he has ever seen. The ARKENSTONE!

BILBO (CONT'D)
(playing for time)
Well ... I come from Under the Hill.

SMAUG
Underhill ...

BILBO
And under hills and over hills my path
has led.
(growing confidence)
And through the air ... I am he who walks
unseen ...

SMAUG
Impressive ... what else do you claim to
be?

BILBO
I am Luck-wearer; Riddle-maker.

SMAUG
Lovely titles ... go on.

BILBO
Barrel-rider ...

SMAUG
Barrels ... Now, that *is* interesting.

CLOSE ON: BILBO starts backing away down the steep hill of gold as SMAUG'S movements get more and more agitated creating landslides of TREASURE.

SMAUG (CONT'D)
And what about your little Dwarf friends.
Where are they hiding?

BILBO
(panicked)
Dwarves?! There's no Dwarves here. You've
got it all wrong!

SMAUG
Oh, I don't think so, Barrel-rider. They
sent you in here to do their dirty work
while they skulk about outside.

SUDDENLY the ARKENSTONE slides away as SMAUG'S huge body slides under the cloisters.

BILBO

(panicked)

Truly, you are mistaken, O Smaug,
Chiefest and Greatest of Calamities.

SMAUG

You have nice manners for a thief and
liar!

BILBO edges along the MOUND of GOLD trying to reach THE ARKENSTONE -

SMAUG casts around wildly ... the ARKENSTONE slides further away.

SMAUG (CONT'D)

I know the smell and taste of Dwarf - no-one better ... It's the gold - they are drawn to treasure, like flies to dead flesh.

ANGLE ON: SMAUG is starting to get enraged!

SMAUG (CONT'D)

(roaring with fury)

Did you think I did not know this day would come ... that a pack of canting Dwarves would come crawling back to the Mountain?

A HUGE STONE COLUMN tumbles down.

EXT. HIDDEN BAY, LONELY MOUNTAIN - NIGHT

BALIN and THORIN before the STATUE OF THROR... suddenly the ground beneath their feet shakes!

CLOSE ON: THORIN spins around, staring into the darkness of the SECRET DOOR.

DORI

What were that? Were that an earthquake?

BALIN looks at the others who are standing around nervously.

BALIN

(grimly)

That, my lad, was a dragon.

INT. BARD'S HOUSE - NIGHT

... BARD reacts as a SMALL TREMOR ripples through the HOUSE. Plates rattle on shelves, low rumble can be heard.

SIGRID

(scared)

Da?!

BAIN

(worried)

It's coming from the Mountain ...

BARD exchanges looks with FILI.

FILI

You should leave us - take your children -
get out of here.

BARD

And go where? There is nowhere to go.

TILDA

Are we going to die, Da?

CLOSE ON: BARD reading the fear in his little daughter's eyes.

BARD

No, Darlin' -

TILDA

But the dragon, it's going to kill us.

BARD crosses to a HIDING PLACE - he withdraws a LONG, BLACK
ARROW.

BARD

Not if I kill it first.

INT. LONELY MOUNTAIN HALLS - NIGHT

Thin REDDISH FLAMES escape from SMAUG'S mouth and nostrils as
he LAUGHS ... a devastating sound which shakes the very
foundations of the MOUNTAIN. He smashes COLUMNS.

SMAUG

The King Under the Mountain is dead! I
took his throne! I ate his people like a
wolf among sheep. I kill where I wish,
when I wish! My armour is iron. No blade
can pierce me.

SMAUG suddenly whirls back around, his TAIL lashes furiously
SMASHING into columns bringing them crashing down!

EXT. MARKETPLACE, LAKE-TOWN - NIGHT

ANGLE ON: BARD and BAIN hurry through alleys. BARD is carrying
the BLACK ARROW wrapped in cloth. BAIN hurries to keep up.

BAIN

A Black Arrow - why did you never tell me?

BARD

Because you did not need to know.

ANGLE ON: BARD and BAIN pause at a CORNER - the MASTER'S HALL is ahead.

BARD (CONT'D)

Listen to me, carefully - I need you to distract the guards ... once I'm at the top of the tower I'll set the arrow to the bow.

BRAGA

There he is! Stop him!

BARD pushes BAIN along at speed, they duck around a corner. The GUARDS give chase.

BARD thrusts the BLACK ARROW into BAIN'S hands.

BARD

Keep it safe. Don't let anyone find it!

BAIN protests ...

BARD (CONT'D)

I'll deal with them - go!

BAIN runs off, as BARD steps back around the corner to confront the BRAGA.

BRAGA

You are under arrest.

BARD

On what charge?

BRAGA smiles with malicious ENJOYMENT.

BRAGA

Any charge the Master chooses.

BARD responds with a solid FIST - the CAPTAIN of the GUARD stumbles backwards.

SUDDENLY - BARD breaks free, making a run for it. BRAGA and the GUARDS set off in pursuit.

WIDE ON: BARD races across a CANAL, leap-frogging from one BOAT to the NEXT ... GUARDS following tip into the WATER.

ANGLE ON: BARD races around a CORNER, looking back ... he's LOSING the MASTER'S GUARDS.

BARD is suddenly TOPPLED by a FOOT thrust out of the SHADOWS. He stumbles to the GROUND ... THE MASTER stands over him, clutching a LUMP of WOOD.

EXT. HIDDEN BAY, LONELY MOUNTAIN - NIGHT

ANGLE ON: A bright, ORANGE LIGHT flares in the dark TUNNEL.

ANOTHER SHAKE rattles the MOUNTAIN. ORI looks nervously down down into the MOUNTAIN.

ORI
What about Bilbo?

THORIN
Give him more time.

BALIN
To do what? To be killed?

THORIN
You are afraid.

BALIN
Yes, I am afraid - I fear for you. A sickness lies upon that treasure hoard - a sickness that drove your Grandfather mad.

THORIN
I am not my Grandfather.

BALIN
You are not yourself - the Thorin I know would not hesitate -

THORIN
I will not risk the Quest for the life of one burglar!

BALIN
Bilbo ... his name is Bilbo.

A even more violent SHAKE rumbles the GROUND.

INT. LONELY MOUNTAIN HALLS - NIGHT

ANGLE ON: SMAUG moves stealthily through the CHAMBER ... his voice low and full of menace.

SMAUG (ADR PICK-UP)
It's Oaksheild - that filthy, Dwarvish usurper! He sent you in here for the Arkenstone, didn't he?

BILBO
No, no - I came of my own accord.

SMAUG

Don't bother denying it - I guessed his
foul purpose some time ago. But it
matters not ... Oaksheild's quest will
fail ...

INT. DOL GULDUR SOUTH TOWER - NIGHT

CLOSE ON: on GANDALF ... lying LIFELESS in an IRON CAGE,
suspended over the edge of the SOUTH TOWER. His EYES stare
unblinking and unseeing. His body is bruised and battered, his
hair matted with sweat and blood, it is obvious he has been
tortured.

SMAUG (O.S.)

... a darkness is coming ... it will
spread to every corner of the land.

ON THE SOUNDTRACK a LOW, HEAVY RUMBLING rises up from beneath
the SUSPENDED IRON CAGE.

CLOSE ON: GANDALF's eye BLINKS into LIFE. Slowly turning his
head, the WIZARD stares down into the dark depths of the
RUINED FORTRESS. A look of HORROR falls over GANDALF's face as
he takes in the sight below.

GANDALF POV: FIERY TORCHLIGHT flickers, illuminating RANK
after RANK of ARMOURED GUNDABAD ORCS ... the ground trembles
as HUGE, TROLL-LIKE CREATURES follow in the LEGIONS wake ...
disappearing into the darkness.

EXT. LAKE-TOWN ROOFTOPS - NIGHT

REVEAL: BOLG and the HUNTER ORC PACK stealthily creeping over
the roofs of LAKE-TOWN ...

BOLG HALTS ... as if sensing something.

BOLG

(BLACK SPEECH - unsubtitled)
Shûgi Khozd-shrakhun hum. Nuzdidiz.
*The dwarf-rats are here somewhere ... I
can smell them.*

INT. LONELY MOUNTAIN HALLS - NIGHT

ANGLE ON: BILBO, hiding behind a pillar, as he listens to the
sly voice of SMAUG.

SMAUG

You are being used, Thief in the Shadows
... you were only ever a means to an end.
The coward Oaksheild has weighed the
value of your life and found it worth
nothing.

ANGLE ON: BILBO as he tries to shake of the thought.

BILBO
No ... no ... you're lying.

SMAUG
What did he promised you? A share of the
treasure - as if it was his to give! I
will not part with a single coin, not one
piece of it.

ANGLE ON: BILBO races towards THE ARKENSTONE as SMAUG flicks
his tail ... his massive body moves like lighting ... TREASURE
erupts in all directions, sending THE ARKENSTONE flying away
from BILBO.

SMAUG (CONT'D)
My teeth are swords! My claws are spears!
My wings are a hurricane!

SMAUG flexes his WINGS, rising up on his haunches, in an
awesome DISPLAY of POWER ...

BILBO stares in awe, then looks again ...

CLOSE ON: There, under one wing, is a bare patch of DRAGON
SKIN.

BILBO
(under his breath)
So it is true. The black arrow found it's
mark.

SMAUG (ADR PICK-UP)
What did you say?

BILBO
(to SMAUG)
I was just saying your reputation
precedes you, O Smaug the Tyrannical,
truly you have no equal on this earth!

SMAUG's eyes fall to the FLOOR ... to something that lies near
BILBO. The HOBBIT follows the DRAGON's gaze ... it is the
ARKENSTONE.

SMAUG
(soft laugh)
I am almost tempted to let you take it,
if only to see Oakenshield suffer - watch
it destroy him, watch it corrupt his
heart and drive him mad.

CLOSE ON: BILBO listening intently to SMAUG's words ...

SMAUG (CONT'D)

But I think not ... I think our little
game ends here ... so tell me, Thief, how
do you choose to die?

BILBO jams on the RING and disappears!

SMAUG roars and swats the spot where BILBO was just standing.
Enraged, he blasts the HALL with withering FLAMES!

INT. NARROW HALL, LONELY MOUNTAIN - NIGHT

ANGLE ON: Gold coins dislodged as an invisible BILBO runs
across the floor of a cavern and upstairs into a narrow
TUNNEL.

CLOSE ON: SMAUG thrusts his GHASTLY HEAD into the TUNNEL,
jamming his SNAPPING JAWS and ELONGATED NECK into the NARROW
OPENING.

RING WORLD: BILBO runs up the STAIRS, ducking behind a WALL
... he pulls off the RING.

CLOSE ON: BILBO stares at the RING in his HAND, his face
drenched in SWEAT - it is obvious he does not like using this
THING.

SMAUG'S dark FURY resounds through echoing TUNNELS and HALLS -
A HARSH BELLOWING SOUND, that seems to shake the very
foundations of the MOUNTAIN!

INT. LAKE-TOWN GAOL - NIGHT

ANGLE ON: BRAGA and the OTHER GUARDS laughing and drinking.

ANGLE ON: BARD's eyes open ... he looks around ... he is lying
on the cold, hard floor of a GAOL CELL.

Another low rumble sounds from the MOUNTAIN ... BARD stares in
horror and he realises what is happening.

EXT. STREETS OF LAKE-TOWN/PIG STY, LAKE-TOWN - NIGHT

TOWNS-FOLK are emerging from their HOUSES, looking with
INCREASING CONCERN at the FIRE-LIGHT flickering above the
MOUNTAIN.

ANGLE ON: BOFUR ducks past distracted TOWNS-FOLK, unseen. He
desperately looks around for HERBS.

CLOSE ON: PIKELET, a LARGE PIG chews on a WAD of PLANTS ...
BOFUR'S HAND reaches in, ripping the PLANTS out of the PIG'S
MOUTH!

EXT. LAKE-TOWN ROOFTOPS - NIGHT

ANGLE ON: BOLG - a glint of quiet triumph in his eye as he stares down at BOFUR. He signals to FIMBUL and the OTHERS HUNTER ORCS to follow the DWARF.

EXT. BARD'S HOUSE - NIGHT

ANGLE ON: SIGRID stands on the BALCONY, peering through the darkness for any sign of BOFUR ...

ANGLE ON: She turns to go in ... SUDDENLY, dropping from the ROOF, is a HUNTER ORC. SIGRID screams!

ANGLE ON: HUNTER ORCS swarm up the WALLS and across the ROOF of BARD'S HOUSE!

EXT. BARD'S HOUSE - NIGHT

BOFUR is running back towards BARD'S house when FIMBUL attacks him... the DWARF fights the ORC off bravely, but FIMBUL is better armed and slashes at BOFUR.

INT. BARD'S HOUSE - NIGHT

BOLG's ORCS break into BARD'S HOUSE, intent on killing the DWARVES. BAIN, SIGRID and TILDA help the DWARVES - even the WOUNDED KILI fights.

SUDDENLY! LEGOLAS and TAURIEL arrive, attacking the ORCS with ELVISH SKILL and RUTHLESSNESS.

ANGLE ON: FIMBUL flees - leaping from BARD'S BALCONY, landing in a small fishing boat. He calls to BOLG who is watching from the shadows of a landing across the water.

FIMBUL
(BLACK SPEECH with subtitles)
Ekinskeld obguranid
Oakensheild has gone!

BOLG receives this news - his eyes glint in fury. He yells commands to the remaining ORCS.

BOLG
(BLACK SPEECH unsubtitled)
Gur - arangim!
Fall back - regroup at the bridge!

LEGOLAS throws a DEAD ORC over the BALCONY causing FIMBUL to hurtle into the air. In one swift move LEGOLAS decapitates FIMBUL.

CLOSE ON: LEGOLAS watching the ORCS fleeing into the NIGHT.

BAIN, SIGRID and TILDA watch as LEGOLAS and TAURIEL efficiently kill the HUNTER ORCS.

BAIN
(amazed)
You killed them all.

LEGOLAS
Not all - there are others.

LEGOLAS turn and moves towards the DOOR.

LEGOLAS (CONT'D)
Tauriel, come.

CLOSE ON: TAURIEL is looking down at KILI.

KILI's breathing is ragged; dark veins of black poison, run beneath the skin on his face.

He is lying on the FLOOR. OIN holds KILI's wrist in one hand ... the OLD DWARF looks up anxiously towards TAURIEL.

OIN
(anxious)
We are losing him.

LEGOLAS
(calling from door)
Tauriel!

LEGOLAS leaves ... TAURIEL goes to follow him, she looks back at KILI.

ANGLE ON: BOFUR runs up the stairs still clutching the KINGSFOIL. He stops at the sight of TAURIEL, but her eyes are staring down at the WEED in his HAND. She takes the plant from him.

TAURIEL
Athelas ...

BOFUR reacts as she begins crushing it between her fingers.

BOFUR
What are you doing?

CLOSE ON: TAURIEL ... a mix of hope and fear on her face as stares at KILI.

TAURIEL
(softly)
I'm going to save him.

INT. DWARF HALLS, LONELY MOUNTAIN - NIGHT

ANGLE ON: THORIN arrives at the end of a WIDE CORRIDOR and suddenly stops in his tracks ...his breath catches in his throat as he stares in wonder at the GOLDEN AMBIENT LIGHT that floods the LOWER CHAMBER.

ANGLE ON: BILBO ... DISHEVELLED and SCORCHED, tumbles into the room.

THORIN

You're alive!

BILBO

Not for much longer -

THORIN

Did you find The Arkenstone?

BILBO

(breathless)

The Dragon is coming -

THORIN

(urgent)

The Arkenstone - did you find it?

THORIN is STARING intently at BILBO ...

BILBO (CONT)

We have to get out.

BILBO starts moving to leave ... THORIN'S sword BLOCKS his path.

Suddenly, BILBO FREEZES!

ANGLE ON: SMAUG emerges from within the GREAT HALL.

CLOSE ON: SMAUG's gaze falls upon THORIN ... for a beat the DRAGON and DWARF LORD stare at each other ... old foes!

THORIN turns, he stares into the face of SMAUG.

SUDDENLY there is a cry from above.

ANGLE ON: BALIN, DWALIN, BIFUR, BOMBUR, GLOIN, NORI, DORI AND ORI tumbling down the stairs into the chamber ...

SMAUG rears up preparing to blast a wall of flame at them. The DWARVES turn and run ...

SMAUG

You will burn ...!

THORIN

Run! Back the way you came - go!

The DWARVES try to run back towards the PASSAGE to the HIDDEN DOOR but SMAUG lashes out, sending masonry tumbling down, BLOCKING the exit!

BILBO

(calling)

Here! Come - this way, this way!

INT. DWARF HALLS, LONELY MOUNTAIN - NIGHT

BILBO leads the DWARVES down a PASSAGE ... THORIN follows the OTHERS at the REAR but is caught by a BLAST of FLAME. His OUTER COAT catches FIRE ...

ANGLE ON: THORIN drops to the GROUND rolling over, SMOTHERING the FLAMES ...

THORIN

(yelling at the others)

Keep moving!

WIDE ON: SMAUG blasts FLAME triumphantly - it rolls off the WALLS of a DOMED CAVERN.

INT. BARD'S HOUSE - NIGHT

CLOSE ON: TAURIEL hurriedly crushing *athelas* leaves into a bowl of steaming water.

BOFUR, OIN and FILI lift KILI on to the table ... KILI's face contorts in pain. The BLACK POISON can now be seen running through his veins.

TAURIEL

Hold him down.

ANGLE ON: KILI convulses as FILI, OIN, BOFUR, SIGRID and TILDA attempt to hold him down on the TABLE ...

TAURIEL stares at the wound ... shock flickers across her face for a brief second as she takes in the gravity of the wound.

TAURIEL crushes the *athelas*, applying it to the wound ... softly she begins to an ancient incantation - a spell of healing.

TAURIEL (CONT'D)

(ELVISH: unsubtitled)

Menno o nin na hon i eliad annen annin;
hon leitho o-ngurth.

*What grace is given me, let it pass to
him; let him be spared.*

CLOSE ON: KILI ... through his fever he stares at TAURIEL ... a white light seems to surround her ... she is calling him back.

INT. DWARF PASSAGES, LONELY MOUNTAIN - NIGHT

ANGLE ON: THORIN leans around a CORNER, the OTHER waiting warily behind him ... SILENCE echoes through the HALLS.

DORI

(whisper)

We've given him the slip.

DWALIN

(whisper)

No ... He's too cunning for that.

BILBO

(whisper)

Where to now?

THORIN

(whisper)

The Western Guardroom, there may be a way out ...

BALIN

(whisper)

It's too high ... there's no chance that way.

THORIN

(whisper)

It's our only chance, we have to try.

THORIN gestures for them to move QUIETLY.

ANGLES ON: The DWARVES creeping silently across a narrow bridge ... there is no sign of SMAUG.

ANGLE ON: BILBO looking around warily as he creeps along NOTHING. THORIN has reached the OTHER SIDE.

CLOSE ON: A SINGLE COIN falls on to the FLOOR before BILBO. The DWARVES FREEZE ... they look up.

LOW ANGLE: the MONSTROUS BODY of SMAUG slithers silently above them.

THORIN signals for BILBO and the DWARVES to quietly hurry across and follow him.

INT. BARD'S HOUSE - NIGHT

ANGLE ON: TAURIEL as she is quietly tying off a bandage around KILI's wound.

ANGLE ON: OIN and FILI watch from a distance ...

OIN
(quietly to FILI)
I've heard tell of the wonders of Elvish
medicine ... that was a privilege to
behold.

CLOSE ON: KILI'S EYE'S flicker open ...

KILI
Tauriel?

TAURIEL
Lie still.

ANGLE ON: TAURIEL is busy bandaging KILI leg's.

KILI
(drifting)
You cannot be her ... She is far away,
far away from me. She walks in starlight
in another world.
(whispers)
It was just a dream ...

TAURIEL's face shows no emotion, but her voice softens.

KILI (CONT'D)
(soft whisper)
Do you think she could have loved me?

CLOSE ON: TAURIEL as she receives this question ...

KILI's hand touches hers.

INT. WIDE PASSAGE, LONELY MOUNTAIN - NIGHT

ANGLE ON: THORIN leads BILBO and the DWARVES into a WIDE
PASSAGE ... they suddenly stop, staring ahead.

The way in front of them has been demolished, the exit blocked
by huge BLOCKS of SMASHED COLUMN.

DWALIN
(grimly)
That's that then ... there's no way out.

ANGLES ON: Dusty, mummified DWARVES fill the passage before
the collapsed rubble, still in the positions they suffocated
in two hundred years earlier ...

BALIN
The last of our kin ... they must have
come here ... hoping beyond hope.

MOTHERS cradle CHILDREN PROTECTIVELY ... SOLDIERS clawing at
the collapsed ROCK ... DWARVES reaching for their loved ones
at the moment they died.

BALIN (CONT'D)

We could try to reach the mines, we might
last a few days.

CLOSE ON: THORIN turns to the others ... his face set with
grim determination.

THORIN

No. I will not die like this ...
cowering, clawing for breath.

THORIN turns to the OTHERS.

THORIN (CONT'D)

We make for the forges.

DWALIN

He'll see us - sure as death.

THORIN

Not if we split up.

BALIN

Thorin, we'll never make it.

THORIN

Some of us might. Lead him to the forges.
We kill the dragon or we die trying ...
If this is to end in fire, then we will
all burn together!

INT. DWARF HALLS, LONELY MOUNTAIN - NIGHT

ANGLE ON: THORIN, BALIN and BILBO appear from behind an ARCH
and hurry across a BRIDGE ... almost immediately SMAUG powers
into the HALL, like a cat spotting mice.

SMAUG

Flee, flee ... run for your lives. There
is nowhere to hide.

ANGLES ON: DORI, ORI and BOMBUR appear on a BALCONY - SMAUG
spins on them. BIFUR and GLOIN race across a bridge, NORI and
DWALIN shoot out of a DOORWAY.

INT. COAL SEAM, LONELY MOUNTAIN - NIGHT

ANGLE ON: BIFUR and GLOIN race through a NARROW COAL SEAM, too
low for SMAUG to enter. SMAUG rakes FIRE after them.

ANGLE ON: HEAT quickly spreads through the COALS, under BIFUR
and GLOIN'S feet! They reach the EDGE of the SEAM and leap
into old MINE BUCKETS, suspended from a CABLE.

EXT. LAKE-TOWN - NIGHT

ANGLES ON: LEGOLAS races out of BARD's HOUSE, pursuing the fleeing ORCS.

WIDE ON: The EDGE of LAKE-TOWN.

ANGLE ON: BOLG strides towards a PACK of waiting WARG RIDERS.

BOLG
(BLACK SPEECH with subtitles)
Zidgar Goldur-nar - Ekinskeld Erebor-nar
nakhân!
Send word to Dol Guldur - Oaksheild has
reached the Mountain.

BOLG reacts to the SCREAMS of ORCS being killed by LEGOLAS.

An arrested expression falls across his features. He yells at the WARG RIDERS.

BOLG (CONT'D)
(BLACK SPEECH with subtitles)
Gur!
Go!

ANGLE ON: The WARG PACK race away, out of town. BOLG turns to the remaining ORCS.

BOLG (CONT'D)
(BLACK SPEECH with subtitles)
Abguriz!
You. Come with me!

LEGOLAS rounds a corner to come face to face with BOLG. They fight - BOLG flees, leaving two other ORCS to try and KILL the ELF. LEGOLAS kills them.

LEGOLAS springs on to a horse and races after the BOLG and the FLEEING ORCS.

INT. MINE PASSAGE, LONELY MOUNTAIN - NIGHT

ANGLE ON: THORIN, BALIN and BILBO run down a PASSAGE. SMAUG suddenly appears behind them. BALIN spots a STAIRWAY, he calls to BILBO and THORIN who have raced ahead.

BALIN
This way - it's quicker! Thorin!

THORIN turns in time to see SMAUG bearing down upon them. He has no time to reach the STAIRS.

THORIN
(urgent to BILBO)
Follow Balin - do as I say!

BILBO runs after BALIN as THORIN heads in the other direction, seemingly towards a gaping MINE SHAFT.

SMAUG is nearly upon THORIN ... suddenly the DWARF leaps into the air ... falling into the MINE SHAFT, he catches hold of a THICK PULLEY ROPE. THORIN plummets down, SMAUG's huge jaws snatching at him.

INT. FORGES, DWARF MINES, LONELY MOUNTAIN - NIGHT

ANGLE ON: THORIN leaps out of the MINE SHAFT, grasping NORI's hand. He looks up to see DWALIN waiting for him.

DWALIN

Thorin! The plan's not going to work.
These furnaces are stone cold!

BALIN

He's right - we've no fire hot enough to
set them ablaze.

THORIN

(grimly)
Have we not?

ANGLE ON: THORIN stands at the edge of the MINE SHAFT - he calls down into it.

THORIN (CONT'D)

I did not look to see you so easily
outwitted! You've grown slow and fat in
your dotage, *Slug!*

ANGLE ON: A LOW RUMBLE of GATHERING FURY sounds from within SMAUG as he CLAWS himself with FRIGHTENING SPEED up towards the FORGES!

THORIN turns towards the OTHERS!

THORIN (CONT'D)

Take cover !!!

ANGLE ON: The DWARVES and BILBO leap behind PILLARS just as SMAUG rakes the AREA with FLAMES! The FORGES are ignited by DRAGON FIRE!

HIGH ANGLE: SOLIDIFIED GOLD melts quickly in the HEAT created by the HUGE FORGES ...

THORIN turning on BOMBUR.

THORIN (CONT'D)

Get those bellows working! Go!

ANGLE ON: THORIN rapidly issues orders ... he points BILBO towards a HEAVY LEVER, set high up a steep narrow staircase..

THORIN (CONT'D)

Bilbo, up there! On my mark - pull that lever, do you understand?

THORIN looks at BALIN.

THORIN (CONT'D)

Balin! Can you still mix a flash-flame?

BALIN

Aye, it'll only take a jiffy.

DWALIN looks towards the approaching DRAGON.

DWALIN

We don't have a jiffy.

ANGLE ON: BOMBUR leaps at a CHAIN, activating GIANT BELLOWS - FLAME and CINDERS BLAST into SMAUG'S FACE.

ANGLE ON: BILBO reaches the LEVER, just as SMAUG - his FURY unleashed - SMASHES through the ARCHES into the FORGES. THORIN only just has time to DIVE out of his WAY.

THORIN yells to BILBO.

THORIN

Now!

BILBO hauls the LEVER down ... HUGE SLUICES OPEN, releasing a TORRENT OF WATER into WOODEN SHUTES ... The line of MINE BUCKETS hanging above start moving. DWALIN and NORI swing HAMMERS at WOODEN POSTS supporting the CHUTES, sending the WATER straight into SMAUG.

ANGLES ON: the cold WATER smashes into the hot DRAGON. SMAUG arches in PAIN, STEAM spitting from his HIDE ... he THRASHES WILDLY.

ANGLE ON: ORI and DWALIN race out, THROWING the FLASH-FLAME BOMBS, which explode against SMAUG with a BLINDING FLASH.

SMAUG turns on the DWARVES ... the overhead MINE BUCKETS moving above him.

ANGLE ON: BIFUR and GLOIN slide into view, perched in the BUCKETS above SMAUG - GLOIN leaps up, hacking at the ROPES of the BUCKET TRAIN next to theirs.

WIDE ON: the CHAIN MINE BUCKET CHAIN drops onto SMAUG - the HEAVY ORE-FILLED BUCKETS pulling him to the ground.

ANGLE ON: THORIN pulls on a MASSIVE LEVER releasing streams of MOLTEN GOLD into catchments.

CLOSE ON: THORIN watches the MOLTEN GOLD pour into a WIDE CHANNEL carved into the FLOOR - it FLOWS towards a TUNNEL in the WALL.

ANGLE ON: BIFUR stands up and CHOPS the ROPE holding his MINE BUCKET TRAIN ... another LINE of HEAVY BUCKETS fall on SMAUG, as BIFUR and GLOIN swing down like a pendulum, clinging onto their BUCKETS.

THORIN (CONT'D)

(calling)

Lead him to the Gallery of the Kings!

ANGLE ON: SMAUG spins wildly, sending the BUCKETS flying like missiles. The BUCKETS hit WINCHES and LEVERS, activating HUGE WATERWHEELS ... old RUSTY MACHINERY GROANS into life.

ANGLE ON: BILBO ducks a FLYING BUCKET, but another smashes the STAIRCASE he's standing on, sending him ROLLING onto the floor.

ANGLES ON: THORIN takes his chance - he races under SMAUG'S THRASHING BELLY, grabbing a WOODEN WHEEL BARROW, and throws it into the FLOW of MOLTEN GOLD, leaping in after it.

THORIN lands on the WOODEN BARROW, and ducks as he disappears into the TUNNEL with the flow of MOLTEN GOLD.

THORIN (CONT'D)

(calling)

Keep going Bilbo - run!

SMAUG turns on BILBO, about to BLAST FLAME on him ... BILBO turns and runs ... SMAUG blasts FIRE straight at BILBO!

INT. GOLD TUNNEL, LONELY MOUNTAIN - NIGHT

ANGLE ON: THORIN floating down the fast flowing MOLTEN GOLD channel ...

The tunnel suddenly opens up, the GOLD POURING over the lip into the OPEN NECK of a MASSIVE CLAY MOLD.

ANGLE ON: The WOODEN BARROW falls over the edge, and THORIN leaps onto CHAINS suspended above the HUGE MOLD, towering 80 FEET above the floor of an ORNATE EREBOR HALL.

INT. NARROW PASSAGE, LONELY MOUNTAIN - NIGHT

ANGLE ON: BILBO races through a NARROW TUNNEL, into a LONG HIGH HALL, SMAUG'S SNARLING echoing on his heels.

INT. STATUE HALL, LONELY MOUNTAIN - NIGHT

WIDE ON: BILBO emerges from the TUNNEL into a LONG, NARROW HALL, in a T-SHAPE ... MASSIVE TAPESTRIES hang from the WALLS. He spins around as SMAUG smashes through the WALL behind him.

ANGLES ON: the HUGE, 100 FOOT TALL TAPESTRIES, break away from the WALL and plummet onto BILBO, as SMAUG'S FEET stamp over them.

SMAUG's huge head turns this way and that as he seeks out BILBO.

SMAUG

You think you can deceive me, "barrel-rider"? You have come from Lake-town!

CLOSE ON: BILBO PEERS OUT from under the FALLEN TAPESTRY as SMAUG stalks right past him, searching the HALL. He is HORRIFIED by SMAUG'S WORDS.

SMAUG (CONT'D)

This is some sordid scheme hatched between these filthy Dwarves and those miserable tub-trading Lake-men. Those snivelling cowards with their long bows and black arrows.

CLOSE ON: BILBO, dawning realisation of SMAUG's intent.

SMAUG (ADR PICK-UP) (CONT'D)

Perhaps it is time I paid them a visit.

BILBO

(under his breath)

Oh no ... this isn't their fault ...

(louder)

Wait! You cannot go to Lake-town!

ANGLE ON: BILBO leaps up and hurries after the DRAGON. SMAUG turns ... he stares at the SMALL HOBBIT.

SMAUG

Oh, so you care about them, do you? ...
Good. Then you can watch them die.

THORIN

(yelling)

I am here ... you witless worm!

ANGLE ON: SMAUG freezes at the T-JUNCTION, he turns and looks up the HALL.

SMAUG

You!

CLOSE ON: THORIN is STANDING on the TOP of the MASSIVE CLAY MOLD - MOLTEN GOLD still pouring into the NECK beside him.

THORIN

I am taking back what you stole!

SMAUG is CLOSING IN on THORIN, standing HIGH on the CLAY MOLD.

SMAUG (ADR PICK-UP)

You will take nothing from me, Dwarf! I laid low the warriors of old, I instilled terror in the hearts of men. I am 'King Under the Mountain'!

THORIN

This is not your kingdom. These are Dwarf lands, Dwarf gold - and we will have our revenge!

(Dwarvish unsubtitled)

Igritu zû!

Let him have it!

ANGLES ON: DWALIN, NORI, BIFUR, BOMBUR, DORI, GLOIN and ORI haul on CHAINS behind the MOLD, releasing huge IRON BANDS holding it together.

CLOSE ON: THORIN leaps onto the CHAIN above him, releasing an IRON BAND around the NECK of the MOLD.

WIDE ON: the CLAY MOLD splits under pressure, and FALLS AWAY in HUGE SLABS ... SMAUG rears back at the a GLITTERING SIGHT before him:

A TOWERING GOLD STATUE of THORIN, 80 FEET TALL!

It holds for a BRIEF MOMENT, then suddenly COLLAPSES, the PRESSURE of MOLTEN GOLD within, SPLITTING IT APART ... MOLTEN GOLD showers onto SMAUG!

SMAUG shrieks! MOLTEN GOLD sticks to his SCALES, SCALDING, BURNING!

SMAUG

Revenge?! Revenge?! I will show you Revenge!

A GIANT EXPLOSION of STEAM as SMAUG, blasts past BILBO, smashing out of the END of the CAVERN!

EXT. MAIN GATE, LONELY MOUNTAIN - NIGHT

SMAUG EXPLODES out of the MAIN GATE of the MOUNTAIN, RIPPING the GREAT DOOR off it's HINGES.

SMAUG opens his WINGS showering MOLTEN GOLD from his WINGS raking the VALLEY with LIQUID FIRE like NAPALM, ... the STREAM of WATER bubbles in fierce, whistling STEAM, as SMAUG SOARS away HIGH into the SKY.

INT. LAKE-TOWN GAOL - NIGHT

IMAGES: The people of LAKE-TOWN receiving this HUGE EXPLOSION from the MOUNTAIN ...

ANGLE ON: BILBO scrambles through the SMASHED OPENING ...
starring in HORROR as SMAUG soars into the NIGHT SKY towards
the LIGHTS OF LAKE-TOWN in the DISTANCE ...

INSERT: BARD scrambles to his FEET calling through the IRON
BARS of the SMALL OPENING cut into the HEAVY, WOODEN GAOL
DOOR.

BARD

Braga! Listen to me ... do you not know
what is coming!

INSERT: a silent, cold wind sounds ... Through the darkness a
HUGE FIGURE takes shape ... SMAUG the DRAGON is aloft ...

SMAUG

I am fire ... I am death.

EXT. FRONT GATE, LONELY MOUNTAIN - NIGHT

BILBO

(horror)
What have we done?

TO BE CONTINUED ... *