

THE LORD OF THE RINGS
The Fellowship of the Ring

Screenplay by
Fran Walsh &
Philippa Boyens &
Peter Jackson

Based on the novels by J.R.R. Tolkien

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BLACK SCREEN

SUPER: New Line Cinema Presents

SUPER: A Wingnut Films Production

BLACK CONTINUES: ...ELVISH SINGING ... A WOMAN'S VOICE IS
whispering, tinged with SADNESS and REGRET:

GALADRIEL (V.O.)

(Elvish: subtitled)

*"I amar presten aen: han mathon ne nen,
han mathon ne chae ... a han noston ned
wilith."*

(English:)

*The world is changed: I feel it in the
water, I feel it in the earth, I smell
it in the air ... Much that once was is
lost, for none now live who remember
it.*

SUPER: THE LORD OF THE RINGS

EXT. PROLOGUE - DAY

IMAGE: FLICKERING FIRELIGHT. The NOLDORIN FORGE in EREGION.
MOLTEN GOLD POURS from the lip of an IRON LADLE.

GALADRIEL (V.O.)

*It began with the forging of the
Great Rings.*

IMAGE: THREE RINGS, each set with a single GEM, are received by
the HIGH ELVES - GALADRIEL, GIL-GALAD and CIRDAN.

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

*Three were given to the Elves:
immortal, wisest ... fairest of all
beings.*

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

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

*Seven to the Dwarf Lords: great miners
and craftsmen of the mountain halls.*

IMAGE: NINE RINGS clutched tightly by the KINGS OF MEN ... as
if holding-close a precious secret.

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

*And Nine ... nine rings were gifted
to the race of Men, who above all else
desire power.*

(MORE)

(CONTINUED)

CONTINUED:

GALADRIEL (V.O.) (CONT'D)
*For within these rings was bound the
 strength and the will to govern each
 race.*

FADE TO BLACK

GALADRIEL (V.O.) (CONT'D)
But they were all of them deceived.

FADE UP: An ancient PARCHMENT MAP of MIDDLE EARTH ... moving slowly across the MAP as if drawn by an unseen force the CAMERA closes in on a PLACE NAME ... MORDOR.

GALADRIEL (V.O.) (CONT'D)
...for another Ring was made.

TEASING SHOTS: SAURON forging the ONE RING in the CHAMBERS of SAMMATH NAUR.

GALADRIEL (V.O.) (CONT'D)
*In the land of Mordor, in the fires of
 Mount Doom, the Dark Lord Sauron forged
 in secret a Master Ring to control all
 others.*

IMAGE: The ONE RING reflecting the FIERY LAVA! FIRE WRITING emerges on the plain BAND OF GOLD.

GALADRIEL (V.O.) (CONT'D)
*...and into this Ring he poured his
 cruelty, his malice and his will to
 dominate all life.*

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

GALADRIEL (V.O.) (CONT'D)
One Ring to rule them all...

IMAGE: A GREAT SHADOW falls across the MAP ... closing in around the realm of GONDOR...

IMAGE: SCREAMING VILLAGERS, MEN, WOMEN, AND CHILDREN, RUN from their homes, pursued by ARMIES OF HIDEOUS ORCS.

(CONTINUED)

CONTINUED: (2)

GALADRIEL (V.O.) (CONT'D)
*One by one the Free lands of Middle
 earth fell to the power of the Ring.*

FADE TO BLACK.

GALADRIEL (V.O.) (CONT'D)
But there were some ... who resisted.

FADE UP: ISILDUR, son of the KING OF GONDOR, leads an ARMY
 ACROSS the PLAINS OF DAGORLAD...

GALADRIEL (V.O.) (CONT'D)
*A last alliance of Men and Elves
 marched against the armies of Mordor.
 On the slopes of Mount Doom, they
 fought for the freedom of Middle-Earth.*

TEASING SHOTS: THE BATTLE OF DAGORLAD ... THE ELF LORD, ELROND,
 commands rank after rank of ELVEN ARCHERS...

ELROND
 (Elvish)
 Tangado haid! Leithio i philinn!
 (English)
 Hold positions! Fire the arrows!

TEASING SHOTS: ARROWS FIRING ... ORCS RETREATING before the
 ARMY of the LAST ALLIANCE ... ELENLIL, KING OF GONDOR, holds
 aloft the great SWORD ... NARSIL!

GALADRIEL (V.O.) (CONT'D)
Victory was near!

IMAGES: THE HUGE, DARK FIGURE OF SAURON, bearing the ONE RING
 on his finger, looms over the field of battle...

GALADRIEL (V.O.) (CONT'D)
*But the power of the Ring could not be
 undone.*

IMAGE: SAURON lays waste to the armies of the LAST ALLIANCE.
 With desperate courage, ELENLIL leads a charge ... THE BLACK
 MACE OF SAURON LASHES OUT!!

IMAGE: ELENLIL'S body falls like a crumpled rag doll...

IMAGE: ISILDUR cradles the body of his father in his arms. The
 SHADOW OF SAURON falls over him.

(CONTINUED)

CONTINUED: (3)

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

*It was in this moment ... when all hope
had faded, that Isildur, son of the
king, took up his father's sword.*

ISILDUR snatches up the BROKEN BLADE OF NARSIL ... The BLADE
severs SAURON'S FINGERS ... AND THE ONE RING FLIES from his
body.

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

*Sauron, the enemy of the Free Peoples
of Middle-Earth, was defeated.*

SAURON'S ARMOUR clatters to the ground, his body GONE ...
VAPORIZED!

CLOSE ON: ISILDUR picks up the SEVERED FINGER and removes the
ONE RING ... transfixed!

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

*The Ring passed to Isildur ... who had
this one chance to destroy evil
forever.*

IMAGE: GLADDEN FIELD ... ISILDUR leads a small column of MEN
through DARKENING WOODS ... the ONE RING glinting on a CHAIN
around his neck.

GALADRIEL (V.O.)

*But the hearts of Men are easily
corrupted. And the Ring of Power has
a will of its own.*

SUDDENLY! ARROWS FLY! They are ambushed by ORCS ... ISILDUR
is THROWN from his HORSE!

ISILDUR stumbles to his feet and in a PANIC, puts on the the
RING and DISAPPEARS!

INVISIBLE ISILDUR flees from the BATTLE and jumps into
the RIVER ANDUIN.

ISILDUR MATERIALIZES UNDER WATER ... as the RING slips slowly
from his finger. He grasps for it, desperately.

ORCS on the RIVERBANK spot him in the WATER. They fire a
BARRAGE OF ARROWS into him.

ISILDUR JERKS. Ripples of light play across ISILDUR'S PALE FACE
... he is DEAD.

(CONTINUED)

CONTINUED: (4)

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

It betrayed Isildur to his death.

IMAGE: ISILDUR floats down the RIVER, ARROWS lodged in his back.

IMAGE: THE RING falls through the MURKY WATERS of the RIVER ANDUIN ... and into OBLIVION...

GALADRIEL (V.O.)

*And some things that should not
have been forgotten ... were lost.*

FADE TO BLACK

GALADRIEL (V.O.)

*Thus a Third Age of Middle-Earth
began. History became legend ...
legend became myth.*

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

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

*And for two and a half thousand years,
the Ring passed out of all knowledge.*

IMAGE: SILT SWIRLS ... A THIN WHITE HAND reaches down ... grasping the RING...

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

*Until, when chance came, it ensnared a
new bearer.*

IMAGE: THE THIN WHITE HAND opens to reveal the ONE RING.

GOLLUM (V.O.)

My Precious...

IMAGE: MIST SHROUDED MOUNTAINS...

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

*The Ring came to the creature Gollum,
who took it deep into the tunnels of
the Misty Mountains.*

(CONTINUED)

CONTINUED: (5)

IMAGE: THE GLOOM of a MOUNTAIN CAVERN ... a MURKY POOL of WATER ... in the DARKNESS the SHADOWY OUTLINE of an EMACIATED FIGURE.

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

And there it consumed him.

A RASPY VOICE mutters in the half light...

GOLLUM

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

(ecstatic whisper)

My preciousness.

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

The Ring gave to Gollum unnatural long life. For five hundred years it poisoned his mind. And in the gloom of Gollum's cave...

FADE TO BLACK

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

It waited.

FADE UP: Bathed in COLD MOONLIGHT, the WORLD lies DARK and STILL ... the unsettled quiet before the storm...

GALADRIEL (V.O.)

Darkness crept back into the forests of the world. Rumor grew of a Shadow in the East ... whispers of a nameless fear. And the Ring of Power perceived ... its time had now come. It abandoned Gollum.

SLOW MOTION: Unseen by its KEEPER, THE RING falls to the MUDDY FLOOR of a MOUNTAIN TUNNEL...

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

But something happened then the Ring did not intend...

FADE TO BLACK

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

(CONTINUED)

CONTINUED: (6)

GALADRIEL (V.O.) (CONT'D)
*It was picked up by the most unlikely
 creature imaginable...*

BILBO
 (to himself)
 What's this?

A YOUNGISH LOOKING BILBO BAGGINS peers down at what lies in his hand ... PERPLEXED by what he has found.

GALADRIEL (V.O.)
*A Hobbit ... Bilbo Baggins of the
 Shire.*

BILBO
 (surprised)
 A Ring.

SUDDENLY! A VOICE SCREAMS ... ITS ANGUISH RINGING through the COLD, DARK TUNNELS...

GOLLUM (V.O.)
 Lost! Lost! My Precious is lost!!

Frightened, BILBO quickly POCKETS the ONE RING and hurries on.

DISSOLVE TO:

WIDE ON: THE CAMERA SOARS AWAY FROM THE MOUNTAINS. MOVING FASTER AND FASTER ... THEIR DARK GREEN FORESTS AND JAGGED WHITE PEAKS RECEDING INTO THE SHROUD OF MIST

GALADRIEL (V.O.)
*For the time will soon come when
 Hobbits will shape the fortunes of all.*

DISSOLVE TO:

CLOSE ON: A MAP OF MIDDLE-EARTH. WE MOVE from the MISTY MOUNTAINS to HOBBITON.

BILBO (V.O.)
 The 22nd day of September in the year 1400 by Shire-reckoning. Bag End, Bagshot Row, Hobbiton, Westfarthing, the Shire, Middle-earth. The Third Age of this world.

PULL BACK ON THE MAP TO REVEAL:

INT. BAG END HALLWAY - DAY

ANGLES ON: The MAP rests on the floor with several other MAPS, BOOKS, SCROLLS, and other similar items of research.

CAMERA TRACKS: Down through the hall, we find BAG END shares this DECOR throughout its modest halls.

SUPER: THE FELLOWSHIP OF THE RING

INT. BAG END STUDY - DAY

ANGLE ON: BILBO sits at his DESK, PEN IN HAND.

BILBO

*There and Back Again: A Hobbit's
Tale by Bilbo Baggins.*

CLOSE ON: the book. The lettering on the page reads exactly as BILBO has dictated. He turns the next page, which is blank.

ANGLE ON: BILBO considers his words carefully.

BILBO

Now, where to begin? Ah yes...

CLOSE ON: BILBO dips his pen in the ink, and begins writing.

BILBO

"Concerning Hobbits."

EXT. HOBBITON - DAY

WIDE ON: The small VILLAGE OF HOBBITON is a quaint rustic settlement nestled amongst rolling green hills and large trees.

The HOBBITS live in HOBBIT HOLES: neat burrows dug into the grassy hillside, with round doors and cute front gardens.

MONTAGE OF SHOTS UNDER BILBO: HOBBITS plowing fields ...smoking pipes ... serving food ... woodworking ... leading pigs ... milking cattle ... tidying their porches ... and of course, sleeping.

(CONTINUED)

CONTINUED:

BILBO (V.O.)

"Hobbits have been living and farming in the four Farthings of the Shire for many hundreds of years, quite content to ignore and be ignored by the world of the Big Folk. Middle-earth being, after all, full of strange creatures beyond count, Hobbits must seem of little importance being neither renowned as great warriors nor counted among the very wise."

END MONTAGE

INT. BAG END STUDY - DAY

ANGLE ON: BILBO laughs. HE TURNS TO a KNOCK at the door.

WIDE ON: BILBO in his study.

BILBO

(calling out)

Frodo! Someone at the door.

ANGLE ON: BILBO turns immediately back to his WRITING.

EXT. HOBBITON - DAY

IMAGE: A HOBBIT, when faced with a decision between a KISS from his SWEETHEART and a MUFFIN, chooses the MUFFIN.

BILBO (V.O.)

"In fact, it has been remarked by some that Hobbits' only real passion is for food.

IMAGE: A HOBBIT carries a BARREL OF ALE on his SHOULDER, refilling his MUG as he walks.

BILBO (V.O.)

"A rather unfair observation as we have also developed a keen interest in the brewing of ales...

IMAGE: Several HOBBITS sit around SMOKING PIPES.

BILBO (V.O.)

"...and the smoking of pipe-weed.

(CONTINUED)

CONTINUED:

IMAGE: HOBBITS carry their fresh picked crops ... HOBBITS engaged in a leisurely game ... HOBBITS GARDENING.

BILBO (V.O.)

"But where our hearts truly lie is in peace and quiet and good, tilled earth.

IMAGE: SAMWISE GAMGEE sits in front of his house, admiring his flowers.

BILBO (V.O.)

"For all Hobbits share a love of things that grow.

IMAGE: Near a large, old tree, HOBBITS raise BANNERS AND TENTS. Others bring in BARRELS OF ALE.

BILBO (V.O.)

"And, yes, no doubt to others, our ways seem quaint. But today of all days, it is brought home to me: It is no bad thing to celebrate a simple life."

IMAGE: The HOBBITS raise a large banner that reads: "Happy Birthday Bilbo Baggins." Others applaud.

INT. BAG END STUDY - DAY

ANGLE ON: BILBO looking up, annoyed at yet another KNOCK to interrupt him.

BILBO

Frodo, the door!

His CALL is met with SILENCE.

BILBO

Sticklebacks. Where is that boy?

EXT. HOBBITON WOODS - DAY

ANGLE ON: TWO HOBBIT FEET resting on a small rock ... rising out of the LONG, OVERGROWN GRASSES.

BILBO (O.S.)

Frodo!

(CONTINUED)

CONTINUED:

CAMERA TRACKS TO: A figure lies beneath the dappled sunlight of an old tree. White flowers are scattered among the WELL seeded grasses. An idyllic setting at the end of a long hot summer ... the figure is reading a book.

ON THE SOUNDTRACK: In the distance, growing louder ... over the GENTLE CLIP CLOP of an approaching cart and horse can be heard the HUMMING OF A DEEP VOICE to the tune of "The Road Goes Ever On and On..."

SUDDENLY! The figure in the grass sits up ... looking straight at CAMERA is a handsome young HOBBIT, with dark curly hair and deep blue eyes. This is FRODO BAGGINS ... his EYES alight with EXCITEMENT! Tossing away the long stem of grass in his mouth, FRODO runs off.

CUT TO:

EXT. SHIRE LANE - DAY

The cart rattles along a leafy lane, driven by a stooped figure in GREY.

INTERCUT WITH: SHOTS OF FRODO RUNNING ... CAREENING DOWN A HILL ... JUMPING OVER LOGS ... DODGING TREE BRANCHES.

ANGLE ON: The shambling OLD PONY snorts and rears as ...

SUDDENLY FRODO appears on the bank above the cart.

FRODO

You're late.

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

GANDALF

A wizard is never late, Frodo Baggins,
nor is he early. He arrives precisely
when he means to.

They look at each other for a moment ... then both start laughing as FRODO'S face breaks into a smile and he leaps on to the front seat of the cart.

FRODO

It's wonderful to see you, Gandalf!

(CONTINUED)

CONTINUED:

Next to GANDALF, we see how small HOBBITS are ... FRODO is 3 foot 6 inches tall.

GANDALF

You didn't think I'd miss your
Uncle Bilbo's birthday?

CUT TO:

EXT. HOBBITON FIELDS - DAY

WIDE ON: The cart rattles past a FIELD LUPIN being tended by HOBBITS.

FRODO

What's new in the world? Tell me
everything.

ANGLE ON: GANDALF looks down at FRODO, a twinkle in his eye.

GANDALF

What, everything? Far too eager and
curious for a Hobbit. Most unnatural...
Well, what can I tell you? Life in the
wide world goes on much as it has this
past age. Full of its own comings and
goings, scarcely even aware of the
existence of Hobbits...

CLOSE ON: GANDALF as he surveys the peaceful scene before him.

GANDALF (CONT'D)

...for which I am very thankful.
So, how is the old rascal? I hear
this is to be a party of special
magnificence.

FRODO

You know Bilbo. He's got the whole
place in an uproar.

GANDALF

Well, that should please him.

FRODO

Half the Shire's been invited. And
the rest of them are turning up anyway.

(CONTINUED)

CONTINUED:

WIDE ON: The cart rattles over a stone bridge towards a BUSY HOBBIT MARKETPLACE.

BILBO (V.O.)

And so life in the Shire goes on very much as it has this past age full of its own comings and goings, with change coming slowly...

ANGLE ON: HOBBITS look up in wonder and excitement as the cart bearing GANDALF and FRODO rolls past the GREEN DRAGON INN...

BILBO (V.O.)

...if it comes at all. For things are made to endure in the Shire passing from one generation to the next.

CRANE UP: As the cart rattles into the small village of HOBBITON ... a quaint rustic settlement, nestled amongst rolling green hills and large trees.

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

There's always been a Baggins living here under the Hill in Bag End.

INT. BAG END STUDY - DAY

ANGLE ON: BILBO stops writing again and looks up, thoughtful.

BILBO

And there always will be.

EXT. HOBBITON FIELDS - DAY

ANGLE ON: GANDALF and FRODO continuing for their destination.

FRODO

To tell you the truth, Bilbo's been a bit odd lately. I mean, more than usual. He's taken to locking himself in his study.

INT. BAG END STUDY - DAY

CLOSE ON: BILBO picks up a MAP of Middle Earth.

FRODO (V.O.)

He spends hours poring over old maps
when he thinks I'm not looking.

ANGLE ON: BILBO folds the map and puts it down. He pats his pants pockets. Suddenly, he looks worried. He pulls his pockets inside.

BILBO

(worried)

Where's it gone?

QUICK CUTS: BILBO desperately searches for something...under cushions ... in pockets ... through coats ...

ANGLE ON: He shoves his hands into his vest pockets, and stops ... relieved...

CLOSE ON: He removes his hand from his pocket ... his missing item clenched tightly in his fist ... he holds it to his mouth, grateful to have not lost it.

CUT TO:

EXT. HOBBITON FIELDS - DAY

FRODO

He's up to something.

FRODO shoots a knowing look, as GANDALF averts his eyes.

FRODO

All right, then, keep your secrets.

GANDALF

What?

FRODO

But I know you have something to do
with it.

GANDALF

Good gracious, me.

(CONTINUED)

CONTINUED:

FRODO

Before you came along, we Bagginses were very well thought of.

GANDALF

Indeed?

FRODO

Never had any adventures or did anything unexpected.

GANDALF

If you're referring to the incident with the Dragon ... I was barely involved ...all I did was give your uncle a little nudge out the door.

FRODO

Whatever you did ... you've been officially labeled a disturber of the peace.

GANDALF

Oh, really?

ANGLE ON: ODO PROUDFOOT looks up as the CART passes by, deeply suspicious.

CUT TO:

EXT. HOBBITON - DAY

CRANE UP: EXCITED CHILDREN, chasing after the cart.

CLOSE ON: GANDALF ignores the children's cries. The children stand deflated, watching GANDALF disappear up the lane.

AT THAT MOMENT: spinning balls of bright color suddenly leap out of the cart, fizzing over the heads of the delighted children.

ANGLE ON: GANDALF smiling to himself, well pleased with his joke.

ANGLE ON: ODO PROUDFOOT is unable to suppress a chuckle.

FRODO stands up in the cart as GANDALF reigns in the HORSE.

FRODO

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

(CONTINUED)

CONTINUED:

FRODO leaps expertly from the cart. GANDALF smiles.

GANDALF

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

CUT TO:

EXT. BAG END - DAY

WIDE ON: GANDALF'S CART pulls up outside the gate to BAG END ... a particularly fine example of a HOBBIT HOLE, with a large round front door set into a grassy hillside. There is a sign on the gate which reads: "NO ADMITTANCE EXCEPT ON PARTY BUSINESS."

GANDALF strides up the garden path of BAG END. He raises his staff and raps on the front door ... a voice calls out:

BILBO (O.S.)

No thank you! We don't want any more visitors, well-wishers, or distant relations.

GANDALF

And what about very old friends?

Suddenly the door opens and BILBO BAGGINS stands before him. He is a HOBBIT OF INDETERMINATE AGE, with a mischeivous TWINKLE in his eye. Wearing a dashing brocade waist coat, he look every inch the eccentric gentleman.

BILBO

Gandalf?

GANDALF

Bilbo Baggins!

BILBO

My dear Gandalf!

GANDALF drops to his knee to embrace his old friend.

GANDALF

Good to see you. One hundred and eleven years old, who would believe it?

GANDALF looks at him more keenly.

(CONTINUED)

CONTINUED:

GANDALF (CONT'D)

You haven't aged a day.

GANDALF and BILBO laugh together and enter BAG END.

BILBO

Come on, come in! Welcome, welcome!!

CUT TO:

INT. BAG END LIVING ROOM - DAY

BILBO leads GANDALF into BAG END ... cozy and cluttered with souvenirs of BILBO'S travels. GANDALF has to stoop low to avoid hitting his head on the low ceiling.

BILBO hangs up GANDALF'S hat on a peg and trots off down the hall.

BILBO

(calling)

Tea? Or maybe something a little

stronger ... I've got a few bottle of

the old Wi

BILBO disappears into the kitchen as GANDALF looks around ... enjoying the familiarity of BAG END ... he turns, knocking his head on the light and then walking into the wooden beam. He GROANS.

BILBO (CONT'D)

I was expecting you last week. Not that it matters, you come and go as you please, always have done, always will. You've caught me a bit unprepared, I'm afraid ... we've only got cold chicken, bit of pickle, some cheese here ... ooh, no, that might be a little risky...

GANDALF stops in front of a framed map, charred in one corner ... it is Thorin's map of the LONELY MOUNTAIN ... GANDALF smiles to himself.

(CONTINUED)

CONTINUED:

BILBO (CONT'D)

Er, we've got raspberry jam and apple tart ... got some custard somewhere. Not much for Afters, I'm afraid. Oh no ... we're alright ... I've just found some sponge cake. Nice little snack. Hope it's enough.

(comes into view)

I could make you some eggs if you'd like?

BILBO jumps, a half eaten pork pie in his hand, as GANDALF mysteriously appears behind him.

GANDALF

Just tea, thank you.

BILBO

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

GANDALF

No, not at all. Go ahead.

A SUDDEN LOUD KNOCK ON THE FRONT DOOR.

LOBELIA (O.S.)

Bilbo Baggins, you open this door...

BILBO

I'm not home.

BILBO tiptoes to the window and peeps out.

BILBO

(whispers)

It's the Sackville-Bagginses!

LOBELIA (O.S.)

I know you're in there!

BILBO

(whispers)

They're after the house. They've never forgiven me for living this long!

GANDALF watches, amused, as BILBO tries to hide.

(CONTINUED)

CONTINUED: (2)

BILBO

I've got to get away from these confounded relatives, hanging on the bell all day, never giving me a moment's peace. I want to see mountains again ... mountains, Gandalf ... and then find somewhere quiet where I can finish my book ... oh, Tea!

GANDALF

So, you mean to go through with your plan, then?

BILBO

Yes, yes ... it's all in hand. All the arrangements are made.

GANDALF

Frodo suspects something.

BILBO

'Course he does, he's a Baggins ... not some blockheaded Bracegirdle from Hardbottle!

GANDALF

You will tell him, won't you?

BILBO

Yes, yes.

GANDALF

He's very fond of you.

BILBO

I know. He'd probably come with me if I asked him. I think, in his heart, Frodo's still in love with the Shire, the woods and the fields ... little rivers.

BILBO stands gazing out of the kitchen window.

BILBO (CONT'D)

I am old, Gandalf...

BILBO looks at GANDALF sadly...

(CONTINUED)

CONTINUED: (3)

BILBO (CONT'D)

I know I don't look it, but I'm
beginning to feel it in my heart.

CLOSE ON: BILBO'S fingers close around his waistcoat pocket ...
gripping a small, unseen object.

BILBO (CONT'D)

I feel thin ... sort of stretched, like
butter scraped over too much bread. I
need a holiday ... a very long holiday
and I don't expect I shall return ...
in fact, I mean not to.

CUT TO:

INT. BAG END - EVENING

GANDALF and BILBO are sitting on the BAG END porch. BELOW THEM,
final preparations are being made on the PARTY field. BILBO
strikes a match and lights his pipe.

BILBO

Old Toby. The finest weed in the
Southfarthing!

BILBO blows a perfect smoke ring and watches it rise into the
air. A tiny sailing ship with masts and sails glides through the
CENTER of BILBO'S smoke ring.

BILBO (CONT'D)

Ohhhh.

(smiles)

Gandalf, my old friend ... this will
be a night to remember.

CUT TO:

EXT. PARTY FIELD, HOBBITON - NIGHT

BOOM! A FIREWORK explodes into the night sky high above HOBBITON
... in the shape of a great green tree with unfolding branches.

TILT DOWN: with glowing flowers as they rain down from the
branches ... evaporating just above the upturned faces of the
delighted party-goers.

(CONTINUED)

CONTINUED:

144 HOBBITS, feasting and drinking CARTS of beer and wine are scattered about, and the tables are piled high with steaming scones and savories.

GANDALF hurries about, lighting fireworks with a blue spark that dances magically from his staff ... BILBO is greeting visitors.

BILBO

Hello, hello, Fatty Bolger, lovely
to see you! Welcome, welcome!

FRODO and SAM sit at a table drinking ale ... FRODO notices SAM'S eyes keep flicking to another pretty HOBBIT, ROSIE COTTON, sitting some distance away.

FRODO

Go on, Sam, ask Rosie for a dance.

SAM

(horrified)

I think I'll just have myself another
ale.

FRODO

Oh, no you don't. Go on.

SAM goes to drain his glass ... suddenly it is snatched out of his hands as FRODO thrusts him into the middle of a passing throng of dancers.

ANGLE ON: SAM'S HORRIFIED FACE as he is SWEPT away. FRODO laughs and finishes SAM'S beer.

ANGLE ON: GANDALF as he sets alight a particularly spectacular firework that draws gasps of admiration from the party guests.

CLOSE ON: BILBO is relating stories of his adventure to a group of YOUNG HOBBIT CHILDREN.

BILBO

(melodramatic)

So there I was ... at the mercy of three monstrous trolls ... Have you ever heard of a Troll? Do you know what a Troll is? Great big nasty twenty foot high smelly things ... and they're arguing ... arguing about how they were going to cook us!

(CONTINUED)

CONTINUED: (2)

ANGLE ON: A LITTLE HOBBIT GIRL'S upturned face ... her eyes growing larger and larger.

BILBO (CONT'D)

Whether it be turned on a spit or minced in a pie or whether they were going to sit on us one by one and squash us into jelly! They spent so long arguing the whither-to's and why-for's that the sun's first light cracked over the top of the trees ... and turned them all to stone!

STUNNED GASPS from his young AUDIENCE greet his astonishing feat!

CLOSE ON: MERRY and PIPPIN, two mischeivous YOUNG HOBBITS in their late teens. PIPPIN scrambles onto the back of GANDALF'S wagon, snatching up a small firework.

MERRY

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

PIPPIN grabs a huge rocket. MERRY smiles. The pair runs off with it.

ANGLE ON: BILBO continues to greet his guests. He shakes hands with a woman who is tailed by an overwhelming crowd of CHILDREN.

BILBO

Mrs. Bracegirdle, how nice to see you!
Welcome, welcome. Are all these children yours?

MRS. BRACEGIRDLE laughs with tired eyes and nods.

BILBO

Good gracious, you have been productive.

MRS. BRACEGIRDLE laughs and nods.

SUDDENLY! Bilbo's ears are assailed by a familiar strident VOICE.

LOBELIA (O.S.)

Bilbo?

BILBO quickly runs to FRODO.

(CONTINUED)

CONTINUED: (3)

BILBO
(panicked)
Sackville-Bagginses! Quickly! Hide!

BILBO and FRODO quickly hide behind the wall of a tent.

ANGLE ON: OTHO AND LOBELIA SACKVILLE-BAGGINS ... an older, grumpy-looking pair with sharp eyes ... emerge and look about the party like vultures searching for prey.

ANGLE ON: BILBO breathes a huge sigh of relief.

BILBO
Thank you, my boy.

ANGLE ON: FRODO chuckles.

BILBO
(suddenly serious)
You're a good lad, Frodo.

ANGLE ON: FRODO stares at his UNCLE, perturbed by the change of tone.

BILBO (CONT'D)
I'm very selfish, you know. Yes, I am ... very selfish. I don't know why I took you in after your mother and father died, but it wasn't out of charity. I think ... it was because, of all my numerous relations ... you were the one Baggins that showed real spirit.

FRODO
Bilbo, have you been at the Gaffer's home brew?

BILBO
No. Well, yes. But that's not the point. The point is, Frodo ... you'll be all right.

BILBO lifts his mug and takes a drink ... probably of the Gaffer's home brew.

CLOSE ON: FIREWORK FUSE crackles with flame!

(CONTINUED)

CONTINUED: (4)

ANGLE ON: MERRY is holding out the big rocket ... he looks aghst at the fizzing fuse that PIPPIN has just lit.

MERRY (CONT'D)
 (worried whisper)
 You're supposed to stick it in the ground!

PIPPIN
 It is in the ground.

MERRY fearfully tosses the ROCKET to PIPPIN! the fuse sizzles angrily.

MERRY
 Outside!

PIPPIN
 This was your idea.

PIPPIN attempts to throw the fizzing rocket back to MERRY.

WHOOSH! The two HOBBITS are suddenly blown off their feet in a shower of sparks as the rocket blasts off with frightening power.

ANGLE ON: The ROCKET ZOOMS over the party ... it suddenly bursts apart, forming the shape of a great red golden DRAGON! Fire fire gushes from its nostrils as it turns back and FLIES towards the startled crowd.

CLOSE ON: FRODO watches the FIREWORKS DRAGON with alarm ... but BILBO is oblivious to the PANICKING CROWD and impending danger!

FRODO
 Bilbo! Watch out for the dragon!!

BILBO
 Dragon? Nonsense ... hasn't been a dragon in these parts for a thousand years!

ANGLE ON: FRODO as he hurriedly pulls BILBO to the ground, just as the dragon roars a few feet above their heads like a flaming express train!

HOBBITS dive to the ground, tables overturn, tents collapse, food flies everywhere.

(CONTINUED)

CONTINUED: (5)

The FIREWORKS DRAGON turns a somersault and explodes over the hills with a deafening BANG! This gets the biggest cheer of the night.

ANGLE ON: MERRY AND PIPPIN, clothes and hair smoking.

MERRY

That was good!

PIPPIN

Let's get another one!

LARGE HANDS suddenly clamp down on MERRY and PIPPIN'S ears.

LOW ANGLE: GANDALF looking DOWN STERNLY!

GANDALF

Meriadoc Brandybuck, and Peregrin Took
... I might have known!

CUT TO:

MERRY and PIPPIN are leaning over a barrel, washing dishes in soapy water ... with GANDALF sitting nearby, smoking his pipe and sipping an ale.

Cries of "SPEECH! SPEECH!" erupt from the party.

ANGLE ON: BILBO stepping on a stool ... he bows in gratitude at the applause.

FRODO

Speech!

BILBO

(clearing his throat)

My dear Bagginses and Boffins, Took
and Brandybucks ... Grubbs, Chubbs,
Burrowses, Hornblowers, Bolgers,
Bracegirdles, Goodbodies, Brockhouses
and Proudfoots...

ANGLE ON: A HOBBIT WITH PARTICULARLY BIG FEET

PROUDFOOT

Proudfeet!

(CONTINUED)

CONTINUED:

BILBO

Proudfoots. Also my good
Sackville-Bagginses that I welcome
back at last to Bag End.

ANGLE ON: OTHO and LOBELIA scowl at BILBO. He doesn't care.

BILBO (CONT'D)

Today is my one hundred and eleventh
birthday. I am eleventy-one today! Yes,
and alas ... Eleventy-one years is far
too short a time to live among such
excellent and admirable Hobbits!

Tremendous outburst of approval!

BILBO (CONT'D)

I don't know half of you half as well
as I should like, and I like less than
half of you half as well as you
deserve!

SCATTERED CLAPPING as the guests try to work out if that was a
compliment or not.

CLOSE ON: FRODO AND GANDALF smiling to themselves.

CLOSE ON: BILBO ... a strange HUM seems to fill his head. A bead
of sweat rolls down his brow.

BILBO'S hand pulls something out of his waistcoat pocket and
holds it behind his back.

BILBO (CONT'D)

I have ... things to do and I have put
this off for far too long.

CLOSE ON: BILBO'S knuckles turn white as he tightens his grip on
the small object behind his back.

BILBO (CONT'D)

I regret to announce this is the end. I
am going now. I bid you all a very fond
farewell!!

BILBO looks across at FRODO, hesitates... then...

(CONTINUED)

CONTINUED: (2)

BILBO (CONT'D)

(whisper)

Goodbye.

BILBO instantly vanishes. The party explodes into an uproar ... the crowd leaps to its feet.

ANGLE ON: FRODO staring at the empty stool in disbelief.

CUT TO:

EXT. BAG END - NIGHT

The party is still in an excited uproar ... some 50 yards away as we PAN across a moonlit lane to the front door of BAG END. Door opens, pulled by an invisible hand.

INT. BAG END - NIGHT

The door quietly closes ... BILBO materializes as he pulls a plain gold ring off his finger. BILBO laughs as he tosses the ring in the air, then places it in his pocket.

ANGLE ON: BILBO emerges from the passage, carrying a walking stick. He finds GANDALF looming over him.

GANDALF

I suppose you think that was terribly clever?

BILBO

Come on, Gandalf. Did you see their faces?

GANDALF

There are many magic rings in this world, Bilbo Baggins, and none of them should be used lightly.

BILBO

It was just a bit of fun. Oh, you're probably right, as usual.

BILBO

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

(CONTINUED)

CONTINUED:

GANDALF

Two eyes. As often as I can spare them.

BILBO

I'm leaving everything to him.

GANDALF

What about this ring of yours? Is that staying too?

CLOSE ON: BILBO ... he gives GANDALF a look and nods towards the mantelpiece.

BILBO

Yes, yes, it's in an envelope ... over there on the mantelpiece.

GANDALF frowns at the empty mantelpiece ... BILBO suddenly feels his waistcoat with a look of guilty surprise.

BILBO (CONT'D)

No, wait. It's here in my pocket. Isn't that ... isn't that odd, now? Yet, after all, why not? Why shouldn't I keep it?

GANDALF

I think you should leave the Ring behind, Bilbo. Is that so hard?

BILBO

Well, no ... and yes. Now it comes to it, I don't feel like parting with it. It's mine. I found it. It came to me!

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

GANDALF

There's no need to get angry.

BILBO

Well, if I'm angry, it's your fault! It's mine. My own, my precious.

GANDALF

Precious? It's been called that before, but not by you.

(CONTINUED)

CONTINUED: (2)

BILBO

What business is it of yours what I do
with my own things?

BILBO'S voice, shape and manner have suddenly changed.

GANDALF

I think you've had that ring quite
long enough.

BILBO

You want it for yourself!

GANDALF rises to his full height, his eyes flash, his shadow
suddenly seems to fill the room.

GANDALF

Bilbo Baggins, do not take me for some
conjurer of cheap tricks!

BILBO cowers from GANDALF, disarmed by his power ... a
frightened HOBBIT. GANDALF'S expression softens.

GANDALF (CONT'D)

I am not trying to rob you. I am trying
to help you.

Sobbing, BILBO runs to GANDALF and hugs him.

GANDALF (CONT'D)

All your long years we've been friends
... trust me as you once did. Let it
go!

BILBO

You're right, Gandalf. The Ring must go
to Frodo.

BILBO lifts his knapsack and heads for the front door.

BILBO (CONT'D)

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

GANDALF

Bilbo?

BILBO

Hmmm?

(CONTINUED)

CONTINUED: (3)

GANDALF

The Ring is still in your pocket.

BILBO hesitates ... reaches into his pocket.

BILBO

Oh, yes.

CLOSE ON: BILBO pulls out the ring ... he stares at it in his palm. With all his will power, BILBO allows the ring to slowly slide off his palm and drop to the floor.

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

EXT. BAG END - NIGHT

ANGLE ON: BILBO staggering out of BAG END ... he braces himself in the night air, PALE and TREMBLING, as if his loss of the ring has weakened him. GANDALF steps up behind.

BILBO

I've thought up an ending for my book... "And he lived happily ever after to the end of his days."

GANDALF

I'm sure you will, my dear friend.

BILBO

Goodbye, Gandalf.

GANDALF

Goodbye, Bilbo.

BILBO walks away from BAG END, disappearing into the night, softly singing: "The Road goes on and on."

GANDALF (CONT'D)

(softly)

Until our next meeting.

CUT TO:

INT. BAG END LIVING ROOM - NIGHT

CLOSE ON: THE RING ... GLINTING on the floor ... GANDALF circles around it, a PUZZLED look on his face. GANDALF slowly reaches for the RING. His fingers barely touch the RING ... the creepy HUM rises on the SOUNDTRACK.

ANGLE ON: GANDALF is sitting in front of the fire, with his pipe ... staring into the flickering flames.

BILBO (V.O.)
It's mine, my own, my precious.

GANDALF
(to himself)
Riddles in the dark.

FRODO (O.S.)
Bilbo! Bilbo!

FRODO rushes into BAG END ... he stops and picks up the RING at his feet. GANDALF continues staring into the fire, as if locked in thought.

GANDALF
(to himself)
My precious ... precious...

FRODO
(quietly)
He's gone, hasn't he?

FRODO steps into the living room.

FRODO (CONT'D)
He talked for so long about leaving ...
I didn't think he'd really do it.

GANDALF
(mutters to himself)
...my own.

FRODO
Gandalf?

GANDALF turns ... his eyes locking onto the RING in FRODO'S fingers.

GANDALF
Bilbo's ring.

(CONTINUED)

CONTINUED:

GANDALF sorts hurriedly through BILBO'S papers.

GANDALF (CONT'D)

He's gone to stay with the Elves.
He's left you Bag End...

GANDALF holds out the envelope ... FRODO drops the RING into it.

GANDALF (CONT'D)

...along with all his possessions.

GANDALF seals the envelope with wax. He hands it to FRODO.

GANDALF (CONT'D)

The ring is yours now. Put it somewhere
out of sight.

GANDALF rises hurriedly and starts to gather his things.

FRODO

Where are you going?

GANDALF

There are things I must to see to.

FRODO

What things?

GANDALF

Questions. Questions that need
answering.

FRODO

But you've only just arrived! I don't
understand...

GANDALF is already at the door, he turns to FRODO.

GANDALF

Neither do I. Keep it secret, Keep
it safe.

GANDALF hurries out the door ... leaving FRODO standing alone in
BAG END.

(CONTINUED)

CONTINUED: (2)

ANGLE ON: THE ENVELOPE

THE CAMERA PUSHES IN ... THE HUM OF THE RING comes up on the SOUNDTRACK. The CAMERA PUSHES through the white paper to the RING ... beneath the HUM the whispered murmur of BLACK SPEECH can be heard.

CUT TO:

EXT. BARAD-DÛR - NIGHT

The jagged ruins of BARAD-DÛR. THE DARK TOWER!

TEASING IMAGES: THE HUGE DARK TOWER OF BARAD-DÛR is being rebuilt! Thousands of ORCS crawl over the surface, hauling stone and iron up the towering heights.

GOLLUM (O.S.)

Shire! Baggins!!

CUT TO:

EXT. MINAS MORGUL - NIGHT

NINE BLACK RIDERS burst out of MINAS MORGUL and charge toward CAMERA.

EXT. THE WEST ROAD, GONDOR - DAY

WIDE ON: A LONE HORSEMAN gallops to the crest of a hill on the west road. The main highway south to MINAS TIRITH ... he looks toward the saw-toothed mountains of MORDOR ...

WIDE ON: MOUNT DOOM ... A HUGE, BILLOWING CLOUD OF BLACK FILTH grows and spreads across the red streaked sky ... casting a shadowy pall over the nightmarish landscape ... seeping out across the blood red sky...

ANGLE ON: GANDALF, his face grave. He spurs his horse on.

CUT TO:

INT. CITADEL, MINAS TIRITH - NIGHT

ANGLE ON: GANDALF making his way down into the lower depths of the CITADEL.

CUT TO:

INT. CITADEL CHAMBER, MINAS TIRITH - NIGHT

CLOSE ON: Pages flipping as GANDALF searches ancient scrolls and books placed high on a wooden table. His eyes settle on one old parchment. He murmurs hurriedly to himself, reading.

GANDALF

(reading)

The year 3434 of the Second Age ...
here follows the account of Isildur,
High King of Gondor, and the finding of
the Ring of Power.

DISSOLVE TO:

CLOSE ON: ISILDUR, TRIUMPHANT, REACHES FOR THE ONE RING, HIS EYES FIXATED ON IT.

GANDALF

(reading)

It has come to me ... the Ring of Power!
It shall be an heirloom of my kingdom
... all those who follow in my bloodline
shall be bound to its fate, for I will
risk no hurt to the ring ... it is
precious to me, though I buy it with
great pain...

CLOSE ON: ELVISH LETTERING MARKS ON THE FADED OLD DOCUMENT IN GANDALF'S HAND.

GANDALF

(reading)

The marking on the band begin to fade
... the writing which at first was as
clear as red flame, has all but
disappeared ... a secret now that only
fire can tell...

CUT TO:

EXT. HOBBIT FARMHOUSE - EVENING

FARMER MAGGOT is chopping wood in his garden.

CLOSE ON: SNORTING HORSE NOSTRILS ... as the shadow of a BLACK RIDER looms over a HOBBIT HOUSE.

Terrified, FARMER MAGGOT cowers in his doorway ... FANGS, his dog, whimpers and backs away.

(CONTINUED)

CONTINUED:

BLACK RIDER

(hissing)

Shire? Baggins?

FARMER MAGGOT

(terrified)

There's no Bagginses around here!
They're all up in Hobbiton ... that
way.

THE BLACK RIDER GALLOPS AWAY AT SPEED.

CUT TO:

INT. GREEN DRAGON - NIGHT

The HOBBITS of HOBBITON are having a grand evening of ale and song.

ANGLE ON: MERRY and PIPPIN, mugs in hand, sing and dance on a table while supporting each other.

ANGLE ON: FRODO retrieves more mugs of ale from the bar and dances around the tavern.

HOBBITS

(singing)

Hey ho, to the bottle I go!
To heal my heart and drown my woe.
Rain may fall and wind may blow.
But there still be -
many miles to go!

Sweet is the sound of the pouring rain,
and the stream that falls from hill to plain.
Better than rain or rippling brook -

PIPPIN

is a mug of beer inside this Took!

Huge laughter and clinking of mugs.

ANGLE ON: DADDY TWOFOOT, TED SANDYMAN, and SAM'S father, HAM GAMGEE (A.K.A. THE GAFFER), involve themselves in a most serious discussion. SAM sits quietly next to his father.

(CONTINUED)

CONTINUED:

DADDY TWOFOOT

There's been some strange folk crossing the Shire. Dwarves, and others of a less than savoury nature.

TED SANDYMAN

War is brewing. The mountains are fair teeming with goblins.

ANGLE ON: SAM, smokes his pipe and looks at ROSIE behind the bar. She gives him a huge smile.

GAFFER

Far-off tales and children's stories, that's all that is. You're beginning to sound like that old Bilbo Baggins. Cracked, he was.

TED SANDYMAN

Young Mr. Frodo here, he's cracking!

He laughs as FRODO arrives with drinks.

FRODO

And proud of it. Cheers, Gaffer.

GAFFER

Well, it's none of our concern what goes on beyond our borders. Keep your nose out of trouble, and no trouble'll come to you.

ANGLE ON: FRODO smiles and raises his tankard.

LATER...

ANGLE ON: ROSIE COTTON bids the last of the PATRONS "Goodnight" ... SAM meets her eyes for a moment as he and FRODO leave the inn.

ROSIE

Goodnight, lads.

SAM

Goodnight.

(CONTINUED)

CONTINUED:

FRODO and SAM continue on their way. Behind them, an intoxicated HOBBIT kneels before ROSIE and raises his arms as if worshipping a goddess.

INTOXICATED HOBBIT

Goodnight, sweet maiden of the
golden ale!

SAM

(muttering)

Mind who you're sweet-talking.

FRODO

Don't worry, Sam. Rosie knows an
idiot when she sees one.

SAM stops walking.

SAM

(worried)

Does she?

CUT TO:

EXT. BAG END - NIGHT

WIDE ON: FRODO FAREWELLS SAM outside BAG END, and heads towards the front door.

CREEPY POV FROM INSIDE BAG END: FRODO coming up the path.

CUT TO:

INT. BAG END LIVING ROOM - NIGHT

ANGLE ON: FRODO enters BAG END ... he immediately PAUSES, sensing that something is amiss. All is quiet ... FRODO peers uneasily into the darkened living room.

SUDDENLY! A large figure looms out of the shadows, reaching for FRODO. FRODO lets out a startled cry, pulls himself free and spins around to face his ASSAILANT.

GANDALF steps into a shaft of moonlight. Paranoia blazes in his eyes. His clothes are dirty and ragged from much traveling. Hair and beard much longer and unkempt.

(CONTINUED)

CONTINUED:

GANDALF
 (urgent whisper)
 Is it secret? Is it safe?

CUT TO:

INT. BAG END LIVING ROOM - NIGHT

FRODO pulls the envelope out of an old chest. GANDALF, suspicious, ALERT.

Without a word, GANDALF takes the envelope and tosses it into the fireplace!

FRODO
 (bewildered)
 What are you doing?

Flames instantly consume the envelope ... revealing the RING, as it sinks into the red hot embers. GANDALF reaches into the fire with a pair of tongs ... he lifts the RING out.

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

GANDALF drops the RING into FRODO'S hand ... he reacts to its weight.

GANDALF (CONT'D)
 What can you see? Can you see anything?

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

CLOSE ON: THE GOLD BAND of the RING as fiery letters begin to appear ... a tiny inscription glows red ... as if burning from within.

FRODO (CONT'D)
 ...there are markings.

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

FRODO (CONT'D)
 It's some form of Elvish. I can't read it.

(CONTINUED)

CONTINUED:

GANDALF

(ominous)

There are few who can ... the language is that of Mordor, which I will not utter here.

FRODO

Mordor?

GANDALF

In the common tongue, it says:
"One Ring to rule them all. One Ring to find them. One Ring to bring them all and in the darkness bind them."

CUT TO:

INT. BAG END KITCHEN - NIGHT

CLOSE ON: THE RING lies on FRODO'S simple kitchen table.

GANDALF

This is the One Ring, forged by the Dark Lord Sauron, in the fires of Mount Doom ... taken by Isildur from the hand of Sauron himself.

FRODO

(quiet realization)

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

GANDALF

Yes. For sixty years, the Ring lay quiet in Bilbo's keeping, prolonging his life, delaying old age ... but no longer, Frodo. Evil is stirring in Mordor. The Ring has awoken. It's heard its master's call.

AT THAT MOMENT: A FLEETING, LOW WHISPER OF BLACK SPEECH emanates from the RING. FRODO looks at GANDALF, each knowing the other has heard it.

FRODO

But he was destroyed ... Sauron was destroyed.

ANGLE ON: THE RING lies between them on the table.

(CONTINUED)

CONTINUED:

GANDALF

No, Frodo. The spirit of Sauron endured. His life force is bound to the Ring and the Ring survived. Sauron has returned. His Orcs have multiplied ... his fortress of Barad-dûr is rebuilt in the land of Mordor. Sauron needs only this Ring to cover all the lands in the second darkness. He is seeking it, seeking it, all his thought is bent on it. For the Ring yearns, above all else, to return to the hand of its master: They are one, the Ring and the Dark Lord. Frodo, he must never find it.

SUDDENLY, FRODO scoops up the RING.

FRODO

Alright!

CUT TO:

INT. BAG END LIVING ROOM - NIGHT

ANGLE ON: FRODO hurriedly entering the living room.

FRODO

(thinking fast)

We put it away, we keep it hidden! We never speak of it again. No one knows it's here, do they?

GANDALF shifts uncomfortably.

FRODO (CONT'D)

Do they, Gandalf?

GANDALF looks at FRODO sadly...

GANDALF

There is one other who knew that Bilbo had the Ring. I looked everywhere for the creature Gollum, but the enemy found him first.

CUT TO:

INT. BARAD-DÛR - NIGHT

CLOSE ON: A TEASING GLIMPSE of GOLLUM being tortured by the ORCS. The wretched creature screams in pain.

GANDALF (V.O.)

I don't know how long they tortured him
... but amidst the endless screams and
inane babble, they discerned two words.

GOLLUM

(screaming)

S...Shire! Baggins!

CUT TO:

INT. BAG END LIVING ROOM - NIGHT

CLOSE ON: FRODO'S HORRIFIED FACE!

FRODO

Shire! Baggins! That will lead them
here!

EXT. SHIRE LANE, SOUTH FARTHING - NIGHT

IMAGE: On a dark country lane, a HOBBIT BOUNDER lifts his watch lantern in alarm.

HOBBIT BOUNDER

Halt! Who goes there?

Out of the darkness thunder two BLACK RIDERS ... A LETHAL SWORD swings down at the small HOBBIT BOUNDER.

CUT TO:

INT. BAG END LIVING ROOM - NIGHT

FRODO thrusts the RING at GANDALF.

FRODO

Take it! Take it!

GANDALF

No, Frodo...

FRODO

You must take it.

(CONTINUED)

CONTINUED:

GANDALF

You cannot offer me this ring.

FRODO

I am giving it to you!

GANDALF

Don't tempt me, Frodo! I dare not take it, not even to keep it safe.

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

GANDALF (CONT'D)

Understand, Frodo ... I would use this Ring from a desire to do good ... but through me, it would wield a power too great and terrible to imagine.

FRODO

But it cannot stay in the Shire!

GANDALF

No, no, it can't.

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

FRODO

What must I do?

CUT TO:

INT. FRODO'S BEDROOM - NIGHT

ANGLE ON: FRODO throwing clothes into a knapsack ... GANDALF watches him, making plans...

GANDALF

You must leave, and leave quickly. Get out of the Shire.

FRODO

Where? Where shall I go?

GANDALF

Make for the village of Bree.

FRODO

Bree? What about you?

(CONTINUED)

CONTINUED:

GANDALF

I will be waiting for you at the Inn of the Prancing Pony.

FRODO packs his food into his knapsack.

FRODO

And the Ring will be safe there?

GANDALF

I don't know, Frodo. I don't have any answers. I must see the Head of my Order. He is both wise and powerful. Trust me, Frodo. He'll know what to do.

CUT TO:

INT. BAG END LIVING ROOM - NIGHT

FRODO is preparing to leave.

GANDALF

You'll have to leave the name of Baggins behind you ... for that name is not safe outside the Shire.

GANDALF helps FRODO into his coat.

GANDALF (CONT'D)

Travel only by day. And stay off the road.

FRODO

(thinking)

I can cut across country easily enough.

GANDALF looks at the young HOBBIT, moved by his courage.

GANDALF

My dear Frodo. Hobbits really are amazing creatures. You can learn all there is to know about their ways in a month, and yet, after a hundred years, they can still surprise you.

SUDDENLY! A SOUND from outside.

(CONTINUED)

CONTINUED:

GANDALF (CONT'D)

Get down!

GANDALF FREEZES ... he moves quietly towards the window, eyes wide with tension. He raises his staff above the window, and slams it down on the intruder. THERE IS A YELP OF PAIN!

GANDALF hauls a small figure into the room ... SAM GAMGEE sprawls across the floor! He looks up in terror as GANDALF looms over him.

GANDALF (CONT'D)

(angry)

Confound it all! Samwise Gamgee, have you been eavesdropping?

SAM

I ain't been dropping no eaves, sir! Honest. I was just cutting the grass under the window there, if you follow me...

GANDALF

It's a little bit late for trimming the hedges, don't you think?

SAM

I heard raised voices...

GANDALF

What did you hear? Speak!

SAM

Nothing important ... that is, I heard a good deal about a ring ... and a Dark Lord. And something about the end of the world, but... Please, Mr. Gandalf, sir, don't hurt me! Don't turn me into anything unnatural!

GANDALF

No?

FRODO SMILES.

GANDALF (CONT'D)

Perhaps not. I've thought of a better use for you.

CUT TO:

EXT. HOBBITON FIELDS - PREDAWN

WIDE ON: HOBBITON ... shrouded in a white veil of MIST.

WIDER: To REVEAL GANDALF, FRODO, and SAM hurrying across a ploughed field, away from HOBBITON! GANDALF leads his HORSE ... FRODO and SAM are carrying knapsacks.

GANDALF (V.O.)
Come along, Samwise ... keep up...

CUT TO:

EXT. HOBBITON WOODS - DAY

GANDALF leads FRODO and SAM under the cover of WOODS.

GANDALF (V.O.)
Be careful, both of you. The Enemy has many spies in his service, many ways of hearing ... birds, beasts...

GANDALF takes FRODO to one side...

GANDALF (CONT'D)
(low voice)
Is it safe?

FRODO NODS ... he pats his pocket.

GANDALF (CONT'D)
Never put it on, for the agents of the Dark Lord will be drawn to its power... Always remember, Frodo, the Ring is trying to get back to its master ... it wants to be found.

GANDALF wheels his horse and gallops away.

CUT TO:

EXT. GREEN HILL COUNTRY - DAY

MONTAGE: FRODO and SAM hike over the gentle Shire countryside ... wading through a shallow stream ... pass by the quaint hollows of Hobbit Holes ... heating a kettle over a small fire ... clambering over stone walls.

CUT TO:

EXT. GREEN HILL COUNTRY - AFTERNOON

SAM stops short ... taking stock of his surroundings. SAM looks back from where they came.

SAM

This is it.

FRODO

This is what?

SAM

If I take one more step, it'll be the farthest away from home I've ever been.

FRODO gives SAM a pat on the shoulder.

FRODO

Come on, Sam.

SAM takes a deep breath and steps forward.

CLOSE ON: SAM'S brown, furry foot hits the ground.

FRODO IS SMILING.

FRODO

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

FRODO and SAM continue their journey.

BILBO (V.O.)

...it's a dangerous business, Frodo,
going out your door ... you step onto
the road, and if you don't keep your
feet, there's no knowing where you
might be swept off to.

CUT TO:

EXT. HOBBITON WOODS - NIGHT

SAM cooks a dinner while FRODO relaxes in a tree, smoking his pipe.

SUDDENLY, FRODO turns his head, listening.

ON THE SOUNDTRACK: Singing ... high, sweet voices sing in a strange language.

(CONTINUED)

CONTINUED:

ANGLE ON: FRODO looks at SAM with a delighted smile.

FRODO
 (whispers)
 Sam! Wood-Elves!

ANGLE ON: A group of ELVES pass slowly through the forest, some on horseback, some walking, some with banners. The group seems to shine of its own light, their white garments softly glowing against the purples and midnight blues of the woods. Their haunting song continues.

ELVEN VOICES
 (Elvish)
 a Galad ren i veniar
 hi' aladhremmin ennorath
 A Elbereth Gilthoniel
 ithil nâ thûl, ithil lân hen

O Light to us that wander here
 Amid the world of woven trees!
 O Elbereth! Gilthoniel!
 Clear are thy eyes and bright thy breath!

ANGLE ON: FRODO and SAM watching the procession from behind a tree.

FRODO
 They're going to the harbour beyond
 the White Towers. To the Grey Havens.

SAM
 They're leaving Middle-earth.

FRODO
 Never to return.

SAM
 I don't know why ... it makes me sad.

CUT TO:

EXT. HOBBITON WOODS - NIGHT

FRODO appears asleep. SAM tries desperately to find a comfortable spot on the ground.

(CONTINUED)

CONTINUED:

SAM

Everywhere I lie there's a dirty
great root sticking into my back.

FRODO neither moves nor opens his eyes.

FRODO

Just shut your eyes, and imagine
you're back in your own bed, with a
soft mattress and a lovely feather
pillow.

ANGLE ON: SAM looks skeptical, but tries it.

SAM

(sighs)

It's not working Mr. Frodo. I'm never
going to be able to sleep out here.

FRODO

Me neither, Sam.

FRODO smiles. SAM stares at the sky and finds something to
nibble on.

EXT. SHIRE, A HILL - NIGHT

WIDE ON: Mist descends over the peaceful Shire.

TRACK BACK TO REVEAL: A horse neighs and stamps. Its BLACK RIDER
comes slowly to a halt and looks for his prey.

CUT TO:

EXT. ISENGARD VALLEY - DAY

GANDALF is galloping along the outskirts of the ancient forest
of FANGORN. Nestled in a basin at the foot of the distant MISTY
MOUNTAINS, the tall black tower of ORTHANC is clearly visible.

EXT. ISENGARD VALLEY - DAY

GANDALF gallops through the gate, into the fortress of ISENGARD
... a great ring-wall of stone, a mile from rim to rim, encloses
beautiful trees and garden, watered by streams that flow down
from the mountains.

(CONTINUED)

CONTINUED:

SARUMAN (V.O.)

Smoke rises once more from the mountain of doom ... the Shadow takes shape in the darkness of Mordor; the hour grows late ... and Gandalf the Grey rides to Isengard seeking my council...

The strange tower of ORTHANC ... hewn from a solid pillar of obsidian ... rises up in the center of the ISENGARD CIRCLE. GANDALF arrives at the foot of the ORTHANC STAIRS.

ANGLE ON: SARUMAN, THE WHITE WIZARD as he sweeps down the ORTHANC stairs.

SARUMAN

For that is why you have come, is it not, my old friend?

GANDALF moves quickly towards him, grimy and weary from his long ride.

GANDALF

Saruman!

CUT TO:

EXT. ISENGARD GARDENS - DAY

GANDALF and SARUMAN walk slowly between the beautiful trees of ISENGARD. SARUMAN'S clean, white robe contrasts with GANDALF'S dusty grey robes.

SARUMAN

Are you sure of this?

GANDALF

Beyond any doubt.

SARUMAN

So the Ring of Power has been found?

GANDALF

All these long years, it was in the Shire, under my very nose.

SARUMAN

Yet you did not have the wit to see it. Your love of the Halfling's leaf has clearly slowed your mind.

(CONTINUED)

CONTINUED:

GANDALF

We still have time ... time enough to counter Sauron ... if we act quickly.

SARUMAN

Time? What time do you think we have?

CUT TO:

INT. ORTHANC ANTE-CHAMBER - DAY

GANDALF and SARUMAN are seated in a small, cluttered room to the side of the cavernous central chamber.

SARUMAN

Sauron has regained much of his former strength. He cannot yet take physical form ... but his spirit has lost none of its potency. Concealed within his fortress, the Lord of Mordor sees all. His gaze pierces cloud, shadow, earth and flesh. You know of what I speak, Gandalf ... a Great Eye, lidless, wreathed in flame.

GANDALF

(softly)

The Eye of Sauron.

SARUMAN

He is gathering all evil to him. Very soon, he will have summoned an army great enough to launch an assault on Middle earth.

GANDALF

You know this? How?

SARUMAN

I have seen it.

GANDALF and SARUMAN stride through ORTHANC toward a stone plinth on which a sphere like shape is draped with a cloth...

GANDALF

A Palantír is a dangerous tool, Saruman.

ANGLE ON: SARUMAN lifts the cloth to reveal the PALANTÍR.

(CONTINUED)

CONTINUED:

SARUMAN

Why? Why should we fear to use it?

GANDALF

They are not all accounted for, the
lost Seeing-stones. We do not know who
else may be watching.

GANDALF throws the cloth back over the PALANTÍR.

FLASH IMAGE: A FIERY EYE!

ANGLE ON: SARUMAN sits on his throne.

SARUMAN

The hour is later than you think.
Sauron's forces are already moving...
the Nine have left Minas Morgul.

GANDALF

(shocked)

The Nine?

SARUMAN

They crossed the River Isen on
Midsummer's Eve, disguised as riders in
black.

GANDALF

(alarmed)

They have reached the Shire?

SARUMAN shrugs...

SARUMAN

They will find the Ring ... and kill
the one who carries it.

GANDALF backs away and turns to run to the door ... horrified as
the doors suddenly slam shut.

SARUMAN (CONT'D)

You did not seriously think a Hobbit
could contend with the will of Sauron?
There are none who can.

GANDALF slowly turns to SARUMAN ... a look of dawning horror.

(CONTINUED)

CONTINUED: (2)

SARUMAN (CONT'D)

Against the power of Mordor there can be no victory. We must join with him, Gandalf. We must join with Sauron. It would be wise, my friend.

GANDALF

(deadly)

Tell me, friend, when did Saruman the Wise abandon reason for madness?

AT THAT MOMENT: GANDALF is suddenly blasted across the room! He slams against the wall ... pinned there by some unseen force.

With sudden effort, GANDALF wrenches himself off the wall and swings his staff on SARUMAN ... blasting him off his feet!

GANDALF and SARUMAN battle, powerful blasts throwing them across the room.

SARUMAN SCREAMS, EYES BLAZING! GANDALF'S staff is suddenly wrenched from his grasp ... it flies across the chamber into SARUMAN'S hand! GANDALF is flung to the floor.

SARUMAN

I gave you the choice of aiding me willingly, but you have elected the way of pain!

GANDALF is breathing hard on the floor, his eye look into the madness of SARUMAN...

COMMANDING TWO STAFFS, SARUMAN sends GANDALF into a sickening spin. GANDALF tumbles towards the top of the chamber ... as if falling in reverse.

RUSHING POV: the roof of ORTHANC rockets toward CAMERA.

CUT TO:

EXT. FARMER'S FIELDS - DAY

WIDE ON: FRODO and SAM walking along a country lane which borders FARMER MAGGOT'S FIELDS.

ANGLE ON: SAM is looking up ... FRODO has disappeared around a corner in the lane.

(CONTINUED)

CONTINUED:

SAM
(panicked)
Mr. Frodo. Mr. Frodo!

FRODO turns, surprised as SAM comes running towards him.

SAM (CONT'D)
(worried)
I thought I'd lost you.

ANGLE ON: FRODO looks at SAM suspiciously.

ANGLE ON: SAM glances down, embarrassed.

FRODO
(teasing)
What are you talking about?

SAM
(mumbling)
It's just something Gandalf said...

FRODO
What did he say?

SAM
He said... "Don't you leave him,
Samwise Gamgee."
(looks at Frodo intently)
And I don't mean to.

FRODO
(laughing)
Sam ... we're still in the Shire ...
what could possibly happen?

SUDDENLY! A figure comes crashing out of a hedgerow sending FRODO flying. FRODO picks himself up, only to be knocked back down again by PIPPIN.

PIPPIN
Frodo! Merry, it's Frodo Baggins.

MERRY
Hello Frodo!

ANGLE ON: MERRY, PIPPIN, and FRODO picking themselves up ... a variety of vegetables have scattered everywhere.

(CONTINUED)

CONTINUED: (2)

SAM

What's the meaning of this!

MERRY

Sam, hold this...

MERRY gives SAM a large cabbage.

SAM

You've been into Farmer Maggot's crop!

ANGLE ON: A large pitchfork can be seen racing towards them along the HEDGEROW ... angry shouts from FARMER MAGGOT.

FARMER MAGGOT (O.S.)

Who's that in my field! Get out of it!
Get out of my field, you young varmits!
I'll show you ... get out of my corn.

ANGLE ON: MERRY and PIPPIN hurriedly gather their booty and race away ... with FRODO and SAM on their heels.

MERRY

I don't know why he is so upset, it's only a couple of carrots.

PIPPIN

And some cabbages ... and those three bags of potatoes that we lifted last week. And the mushrooms the week before.

MERRY

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

ON THE SOUNDTRACK: The BAYING OF LARGE DOG sounds!

PIPPIN

Run!

CUT TO:

EXT. WOODED ROAD - DAY

FRODO, SAM, and MERRY and PIPPIN tumble head over heel down a bank, onto a dark, wooded road.

(CONTINUED)

CONTINUED:

CLOSE ON: A winded PIPPIN, his face inches away from a large pile of HORSE droppings...

PIPPIN

That was close.

FRODO picks himself up and looks around quickly.

MERRY

(groaning)

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

He PULLS a LARGE CARROT, almost broken through in the middle, out from his back pocket.

MERRY (CONT'D)

Oh.

SAM

(turning on Merry and Pippin)

Trust a Brandybuck and a Took!

MERRY

What? That was just a detour ...
a short cut.

SAM

A shortcut to what?

PIPPIN has spied something under the trees on the far side of the road.

PIPPIN

(excited)

Mushrooms!

CLOSE ON: SMALL, brown mushrooms growing amongst the LOAMY undergrowth. SAM, MERRY, and PIPPIN race toward the mushrooms!

ANGLE ON: FRODO is tense and watchful. He realizes they are on a wooded road. Scattered leaves rise into the air WHIRLING down the road as if blown by an invisible wind...

SUDDENLY ... THE SOUND OF HORSE HOOVES...

FRODO

I think we should get off the road.

(CONTINUED)

CONTINUED: (2)

A long drawn WAIL comes down the wind, like the cry of some evil and lovely creature.

FRODO (CONT'D)
(more urgency)
Get off the road!

SAM grabs MERRY and PIPPIN as the HOBBITS quickly scramble down the bank, hiding under a mossy log.

THE SOUND OF HOOVES is close ... a sinister MOUNTED RINGWRAITH steps into view ... hooded and faceless, mounted on a huge snarling black horse with insane eyes!

FRODO freezes in terror.

ANGLE ON: The RINGWRAITH pauses right beside their hiding place ... he sits very still with head bowed, listening. From inside the hood comes a sniffing noise as if he is trying to catch an elusive scent: he head turning from side to side.

CLOSE ON: FRODO ... beads of sweat gather on his brow

ANGLE ON: The RINGWRAITH suddenly slides off his horse, leaning over the mossy log, peering suspiciously into the woods.

CLOSE ON: FRODO ... he is drawing the RING out of his pocket, with trembling hands ... his face fevered and sweating as if in the grip of some terrible INTERNAL STRUGGLE.

The SOUND OF SNIFFING intensifies as the RINGWRAITH darts his head from side to side like a bird of prey.

CLOSE ON: FRODO SQUEEZING HIS EYES SHUT...

QUICK PSYCHIC BLASTS! AN EVIL DARK TOWER ... A GREAT EYE ... A BURST OF FLAME.

ANGLE ON: SAM LOOKING AT FRODO WITH CONCERN.

SAM
Frodo?

MERRY desperately hurls the mushrooms across the road ... the RINGWRAITH spins around at the sound, and darts to the far side of the road with frightening speed.

(CONTINUED)

CONTINUED: (3)

ANGLE ON: FRODO instantly slumps ... as if a PSYCHIC LINK had been broken...

MERRY

What was that?

FRODO is staring, a look of shock on his face at the RING lying in the palm of his hand.

EXT. FERRY LANE - NIGHT

FRODO, SAM, MERRY, and PIPPIN hurry through the trees ... slipping and sliding on the muddy ground.

SAM

Anything?

FRODO

Nothing.

PIPPIN

What is going on?

ANGLE ON: MERRY moves past PIPPIN, toward FRODO, watching intently ... SAM keeps looking around nervously.

MERRY

That Black Rider was looking for something ... or someone ... Frodo?

SAM

Get down!

ANGLE ON: The SILHOUETTE OF A BLACK RIDER looms against the skyline.

ANGLE ON: The FOUR HOBBITS ... sprawled on the ground, holding their breath.

ANGLE ON: The BLACK RIDER turns and departs.

FRODO

I have to leave the Shire. Sam and I must get to Bree.

ANGLE ON: MERRY looks at his friend ... realizing FRODO is in deep trouble.

(CONTINUED)

CONTINUED:

MERRY

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

The HOBBITS break cover.

SUDDENLY, A RINGWRAITH bursts out of the forest TOWARD THEM!

MERRY (CONT'D)

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

The HOBBITS run ... THE RINGWRAITH SHRIEKS!

QUICK CUTS: Black horse hooves ... snarling horse mouths ... a
fleeting black cowl.

MERRY (CONT'D)

Frodo, follow me!

CUT TO:

EXT. BUCKLEBERRY FERRY - NIGHT

FRODO, SAM, MERRY, and PIPPIN are running towards the wide,
placid BRANDYWINE RIVER ... and the FERRY.

MERRY

Get the ropes, Sam.

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

Four RINGWRAITHS are speeding through the FOG ... converging on
the FERRY CROSSING. The HOBBITS stampede across the WHARF and
TUMBLE onto the FERRY.

SAM

(screaming)

Frodo!

FRODO races across the WOODEN WHARF, followed by the
RINGWRAITHS. He leaps onto the FERRY.

CLOSE ON: HOOVES THUNDER DOWN THE WOODEN WHARF!

SAM and MERRY shove off with the poles ... the ferry slides out
into the river, just as the RINGWRAITHS arrive. They pull up on
the end of the wharf ... shrieking with rage! The HOBBITS cover
their ears.

(CONTINUED)

CONTINUED:

The RINGWRAITHS wheel their horses towards the north and GALLOP away along the river bank, quickly disappearing into the fog.

FRODO

Where is the nearest crossing?

MERRY

The Brandywine bridge ... twenty miles.

CUT TO:

EXT. BREE GATE - NIGHT

ANGLE ON: Lights of BREE ... a small village of stone and half-timbered houses nestled against a low wooded hill. A thick hedge surrounds the village ... a great gate bars the western entrance.

CLOSE ON: FRODO, SAM, MERRY, AND PIPPIN approaching the gatehouse ... wild eyes, ragged, and out of breath.

FRODO

Come on.

ANGLE ON: A SURLY GATEKEEPER, OLD HARRY, glances down at them.

OLD HARRY

What do you want?

FRODO

We are headed for the Prancing Pony.

OLD HARRY swings his lantern onto the HOBBITS, bathing them in an uncomfortable yellow spotlight.

OLD HARRY

Hobbits! Four Hobbits, and what's more, out of the Shire by your talk. What business brings you to Bree?

FRODO

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

To FRODO'S relief, OLD HARRY unlocks the gate.

OLD HARRY

All right, young sir, I meant no offense.

(CONTINUED)

CONTINUED:

The HOBBITS gratefully enter BREE .. OLD HARRY eyeing them curiously in the lantern light.

OLD HARRY

'Tis Old Harry's job to ask questions after nightfall. There's talk of strange folk abroad ... can't be too careful.

CUT TO:

EXT. BREE STREETS - NIGHT

The tall BREE FOLK loom over the nervous LITTLE HOBBITS as FRODO, SAM, MERRY, and PIPPIN make their way through the NARROW STREETS. Tall buildings tower above them ... light glow dimly from behind thick curtains.

CLOSE ON: The sign of the "PRANCING PONY INN" ... FRODO, SAM, MERRY, and PIPPIN hurry toward it.

INT. "PRANCING PONY" RECEPTION - NIGHT

FRODO, SAM, MERRY, and PIPPIN come rushing in. FRODO attracts the INN KEEPER's attention.

FRODO

Excuse me.

BUTTERBUR

Good evening, little masters. If you're seeking accommodation, we've got some nice, cozy Hobbit sized rooms available. Mr...ah...

FRODO

Underhill ... my name's Underhill.

BUTTERBUR

Underhill? Hmmm.

FRODO

We're friends of Gandalf the Grey... Can you tell him we've arrived?

BUTTERBUR frowns...

(CONTINUED)

CONTINUED:

BUTTERBUR

(puzzled)

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

(recognition)

Oh, yes! I remember ... elderly chap
... big grey beard ... pointy hat?

BUTTERBUR shakes his head.

BUTTERBUR (CONT'D)

Not seen him for six months.

FRODO is shocked.

SAM

(worried whisper)

What do we do now?

INT. PRANCING PONY - LATER

WIDE ON: the noisy, smokey INN. It is dimly lit, shiefly from a blazing log fire ... and crowded with a mixture of BIG FOLK, LOCAL HOBBITS, and a couple of dwarfs.

ANGLE ON: FRODO, SAM, MERRY, and PIPPIN are sitting at a table against the wall ... clearly trying to remain QUIET and inconspicuous ... SAM can't help himself ... he keeps casting nervous glances around.

FRODO

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

ANGLE ON: MERRY ploinks himself down at a table, carrying a very large mug of beer.

PIPPIN

What's that?

MERRY

This, my friend, is a pint.

PIPPIN

It comes in pints? I'm getting one.

SAM watches PIPPIN rise unsteadily to his feet and head to the bar.

(CONTINUED)

CONTINUED:

SAM

You've got a whole half already!

MERRY watches PIPPIN go.

ANGLE ON: A COUPLE OF SWARTHY MEN leaning against the bar glance at FRODO, then quickly look away.

SAM (CONT'D)

(tense)

That fellow's done nothing but stare at you since we arrived.

SAM indicates a BROODING STRANGER who sits alone at a table in the far corner, smoking a curiously carved long stemmed pipe, peering from beneath a travel stained cowl with gleaming eyes.

FRODO gestures to BUTTERBUR.

FRODO

Excuse me, that Man in the corner, who is he?

BUTTERBUR

He's one of them Rangers; they're dangerous folk they are, wandering the wilds. What his right name is, I never heard, but round here he's known as Strider.

FRODO

(to himself)

Strider.

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

CLOSE ON: FRODO ... Sweat runs down his brow. The STRANGE HUM OF THE RING spills into the SOUNDTRACK.

"Baggins ... Baggins..." a creepy whisper seems to fill FRODO'S head ... sound that dissolves into PIPPIN'S loud voice:

PIPPIN

Baggins? Sure I know a Baggins. He's over there...

(CONTINUED)

CONTINUED: (2)

ANGLE ON: PIPPIN sitting at the bar, chatting with LOCALS. FRODO leaps to his feet and pushes his way to the bar.

PIPPIN (CONT'D)

Frodo Baggins. He's my second cousin,
once removed on his mother's side
and my third cousin, twice removed on
his father's side ... if you follow me.

FRODO grabs PIPPIN'S sleeve, spilling his beer.

FRODO

Pippin!

PIPPIN

Steady on, Frodo!

PIPPIN pushes FRODO away ... he stumbles backwards, and falls to the floor.

AT THAT INSTANT, the INN goes silent and all the attention turns to FRODO...

CLOSE ON: THE RING ... in agonizing SLOW MOTION ... we watch as it seems to hang in the air for a split second ... then crashes down onto his outstretched finger.

FRODO VANISHES!

There is a sharp intake of breath followed by total silence.

CUT TO:

EXT. BREE COUNTRYSIDE - NIGHT

THE RINGWRAITHS turn sharply in their saddles ... INSTANTLY aware that the RING is being worn. They spur their horses towards the distant lights of BREE.

INT. "PRANCING PONY" INN - NIGHT

SAM looks sick; PIPPIN instantly sobers, realizing his folly; the brooding stranger frowns ... and the INN erupts into excited babble.

(CONTINUED)

CONTINUED:

IN THE TWILIGHT WORLD:

ANGLE ON: FRODO, as he finds himself in the TWILIGHT WORLD of the RING: THE EXCITED CROWD are suddenly moving in SLOW MOTION ... distorted voices ... a weird photographic negative quality. FRODO is moving in real time; against the slow motion background.

He suddenly clutches his head as he is hit with QUICK IMAGES ... of a GREAT EYE! AN EVIL CAT-LIKE EYE, WREATHED IN FLAMES.

VOICE OF SAURON

You cannot hide ... I see you ...
There is no life here in the void ...
only cold ... only death.

FRODO is terrified! He rolls under a table, desperately pulling the RING from his finger.

FRODO MATERIALIZES into the REAL WORLD.

AT THAT MOMENT: A LARGE HAND reaches under the table and GRABS FRODO by the collar, and DRAGS HIM AWAY!

CUT TO:

INT. PRANCING PONY - CORRIDOR - NIGHT

FRODO is roughly pushed against the wall. The BROODING STRANGER looms over him.

STRIDER

You draw far too much attention to
yourself ... Mr. Underhill.

CUT TO:

INT. HOBBIT'S ROOM, PRANCING PONY - NIGHT

FRODO is pushed into the HOBBIT'S ROOM by STRIDER.

FRODO

What do you want?

STRIDER

A little more caution from you ... that
is no trinket you carry.

FRODO

I carry nothing.

(CONTINUED)

CONTINUED:

STRIDER

Indeed? I can avoid being seen if I wish, but to disappear entirely ... that is a rare gift.

He takes down the hood of his cloak to reveal a shaggy head of dark hair flecked with grey, and in a pale stern face a pair of keen grey eyes.

FRODO

Who are you?

STRIDER

Are you frightened?

FRODO

Yes.

STRIDER

Not nearly frightened enough. I know what hunts you.

FRODO jumps at the sound of a noise in the corridor. STRIDER deftly draws his sword.

ANGLE ON: The door BURSTS OPEN and SAM, MERRY, and PIPPIN appear on the doorway. SAM is squaring off with his FISTS, MERRY brandishes a CANDELABRA, and PIPPIN a CHAIR.

SAM

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

STRIDER SHEATHS his sword, a slight smile playing on his lips.

STRIDER

You have a stout heart, little Hobbit, but that alone will not save you ... Frodo. They're coming.

you can no

CUT TO:

EXT. GATEHOUSE, BREE - NIGHT

OLD HARRY comes out of his LODGINGS with a lantern ... a look of fear on his face. He approaches the closed gate with great apprehension.

(CONTINUED)

CONTINUED:

CLOSE ON: OLD HARRY peers out of his PEEPHOLE.

CRASH!!

The gate crashes down on OLD HARRY ... as FOUR RINGWRAITHS ride into BREE!

EXT. BREE STREETS - NIGHT

The four RINGWRAITHS fly down the empty streets, like horsemen of the apocalypse.

INT. PRANCING PONY INN - NIGHT

LOW ANGLE: the front door FLIES OPEN. The FOUR RINGWRAITHS rush into the PRANCING PONY with WICKED SWORDS DRAWN.

CLOSE ON: BUTTERBUR hiding behind his bar ... trembling and sweating in TERROR.

INT. HOBBIT'S ROOM, PRANCING PONY - NIGHT

INSERT: MERRY SNORING SOFTLY ON HIS PILLOW.

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

WIDE ON: The door creaks open ... THE FOUR RINGWRAITHS silently slide into the HOBBIT'S ROOM. They LOOM over each bed, raising their SHINING SWORDS ABOVE THE SLEEPING HOBBITS.

QUICK INSERT: SAM'S eyes open wide.

In unison, the RINGWRAITHS STAB THE HOBBITS, in a SLASHING, HACKING FRENZY.

INT. STRIDER'S ROOM - NIGHT

ANGLE ON: STRIDER is grimly listening to the sounds from his room.

INT. HOBBIT'S ROOM, PRANCING PONY - NIGHT

WIDE ON: the RINGWRAITHS step back from the slashed beds in triumph.

CLOSE ON: A hacked blanket is pulled back to reveal nothing but a shredded pillow. The RINGWRAITHS SHRIEK WITH RAGE!!

(CONTINUED)

CONTINUED:

INSERT: SAM sits up with a start!

CLOSE ON: Another shredded pillow is revealed! More SHRIEKS of rage.

INSERT: MERRY AND PIPPIN wake with a start.

CUT TO:

INT. STRIDER'S ROOM - NIGHT

WIDE ON: SAM, MERRY, and PIPPIN have been sleeping on STRIDER'S bed. FRODO stands next to STRIDER by the window, peering out nervously as furious RINGWRAITH screeches echo across the courtyard from the HOBBIT'S ROOM.

FRODO

What are they?

STRIDER

They were once Men.

ANGLE ON: STRIDER glances quickly at FRODO, then looks away...

STRIDER (CONT'D)

(quietly)

Great kings of Men. Then Sauron the Deceiver gave to them Nine Rings of Power. Blinded by their greed they took them without question, one by one falling into darkness. Now they are slaves to his will.

STRIDER looks from the window as the RINGWRAITHS gallop down the BREE STREETS.

CLOSE ON: STRIDER turns back to the HOBBITS, his face lit faintly by the GLOWING EMBERS of the FIRE.

STRIDER (CONT'D)

They are the Nazgûl, Ringwraiths, neither living nor dead. At all times they feel the presence of the Ring ... drawn to the power of the One ... They will never stop hunting you.

CUT TO:

EXT. CHETWOOD FOREST - DAY

ANGLE ON: STRIDER, MERRY, PIPPIN, AND FRODO march through a gloomy overgrown forest. SAM follows at the rear leading BILL, a SCRAWNY PONY, who is laden with supplies.

FRODO
Where are you taking us?

STRIDER
Into the Wild.

ANGLE ON: FRODO watches uneasily as STRIDER moves off into the cover of trees...

MERRY
(whispered aside)
How do we know this Strider is a friend of Gandalf?

FRODO
I think a servant of the enemy would look fairer and feel fouler.

MERRY
He's foul enough.

FRODO
We have no choice but to trust him.

SAM
But where is he leading us?

STRIDER stops, casts a glance back at SAM.

STRIDER
To Rivendell, Master Gamgee ... to the house of Elrond.

SAM looks excited.

SAM
Did you hear that, Bill? Rivendell!
We're going to see the Elves!

STRIDER leads the HOBBITS through the gloom of the forest.

CUT TO:

EXT. MIDGEWATER MOORS - DAY

AERIAL ON: STRIDER leading FRODO, SAM, MERRY, and PIPPIN across the windswept moor.

ANGLE ON: The HOBBITS suddenly stop and unstrap their knapsacks.

STRIDER
Gentlemen, we do not stop till
nightfall.

PIPPIN
What about breakfast?

STRIDER
You've already had it.

PIPPIN
We've had one, yes ... what about
second breakfast?

ANGLE ON: STRIDER stares at PIPPIN blankly, then turns away, shaking his head.

MERRY
I don't think he knows about second
breakfast, Pip.

PIPPIN
What about Eleveses, Luncheon,
Afternoon tea, dinner ... he knows
about them, doesn't he?

MERRY
I wouldn't count on it.

An apple is thrown to MERRY, who deftly catches it. Another, aimed at PIPPIN, catches him on the forehead.

MERRY (CONT'D)
(exasperated)
Pippin!

ANGLE ON: The HOBBITS trudge through rain, looking tired, hungry, and miserable.

CUT TO:

EXT. MIDGEWATER - DAY

WIDE ON: ARAGORN, FRODO, SAM, BILL, MERRY, and PIPPIN struggle through a dense swampland. Bugs swarm around them.

ANGLE ON: MERRY slaps at the swarming insects.

MERRY

What do they eat when they can't
get Hobbit?

ANGLE ON: PIPPIN loses his balance and falls face first into the muck.

EXT. MIDGEWATER - NIGHT

ANGLE ON: The full moon stands high overhead.

ANGLE ON: STRIDER keeps a lone watch by the dying embers of the fire. He sings quietly to himself.

STRIDER

(Elvish)

Tinúviel elvanui,
Elleth alfirin ethelhael
O hon ring finnil fuinui
A renc gelebrin thiliol.

Tinúviel the elven-fair,
Immortal maiden elven-wise,
About him cast her night-dark hair,
And arms like silver glimmering.

CLOSE ON: FRODO awakens, hearing Strider's song.

FRODO

Who is she? This woman you sing of?

ANGLE ON: STRIDER turns, momentarily startled. He relaxes quickly. He speaks as if the tale is personal to him.

STRIDER

'Tis the lady of Lúthien. The
Elf-maiden who gave her love to
Beren, a mortal.

FRODO

What happened to her?

(CONTINUED)

CONTINUED:

STRIDER

She died.

STRIDER sighs. His face bears remorse as he turns to FRODO.

STRIDER (CONT'D)

Get some sleep, Frodo.

FRODO nods and lays back down.

STRIDER turns back to his vigil and looks up at the moon. His eyes are brimming with tears.

CUT TO:

INT. ORTHANC ANTE-CHAMBER - NIGHT

SARUMAN stands over the PALANTÍR, his hands cupping the massive eye.

SARUMAN

(whisper)

The power of Isengard is at your command,
Sauron, Lord of the Earth.

ON THE SOUNDTRACK: BLACK SPEECH FILLS THE ROOM ... AMIDST THE HARSH, GUTTURAL WORDS, THE VOICE OF SAURON EMERGES.

SAURON

Build me an army worthy of Mordor.

INT. ORTHANC ANTE-CHAMBER - NIGHT

SARUMAN is seated as his ORC OVERSEER approaches

ORC OVERSEER

What orders from Mordor, my lord?
What does the Eye command?

SARUMAN

We have work to do.

CUT TO:

INT. ISENGARD - NIGHT

CLOSE ON: GANDALF ... lying unconscious on a cold obsidian floor. He wakes to the sound of ripping and tearing ... rising onto his knees ... lifting his head ...

(CONTINUED)

CONTINUED:

GANDALF stands as the CAMERA PULLS BACK TO REVEAL HIM stranded on the SUMMIT OF ORTHANC. He is marooned on the tiny, flat peak, surrounded on all sides by a sheer 500 FOOT DROP.

Another whispering wail rends the air. GANDALF crosses quickly to the edge and peers down:

POV: One of the beautiful ISENGARD trees is being ripped from the ground by the ORCS. GANDALF looks on in HORROR as ORCS hack into the trunk with axes.

ANGLE ON: SARUMAN stands in RAIN looking out into the dark night ... the ORC OVERSEER sidles up to him, axe in hand, sweating with exertion.

ORC OVERSEER

The trees are strong, my Lord.
Their roots go deep.

SARUMAN

Rip them all down.

CAMERA CIRCLES SUMMIT: MORE AND MORE TREES are hauled down and killed ... as GANDALF looks on in helpless despair.

DISSOLVE TO:

EXT. WEATHERHILLS - DAY

WIDE ON: The rugged countryside as the HOBBITS journey on, lead by STRIDER. STRIDER stops before a distant hill, topped by an ANCIENT RUIN.

STRIDER

This was once the great Watchtower of
Amon Sûl. We shall rest here tonight.

CUT TO:

EXT. WEATHERTOP HOLLOW - DUSK

ANGLE ON: FRODO, MERRY, and PIPPIN collapse into a small hollow, halfway up WEATHERTOP ... they are muddy and exhausted.

ANGLE ON: STRIDER drops 4 SWORDS at the HOBBITS' feet.

(CONTINUED)

CONTINUED:

STRIDER (CONT'D)

These are for you. Keep them close. I'm going to have a look around. Stay here.

CUT TO:

EXT. WEATHERTOP HOLLOW - NIGHT

CLOSE ON: FRODO ... eyes flickering open. He suddenly sits up, sniffing the air.

ANGLE ON: SAM, MERRY, and PIPPIN huddled over a small fire ... SAUSAGES and BACON sizzle in a hot frying pan.

FRODO

What are you doing?

MERRY

Tomatoes, sausages, and crispy bacon.

SAM

We saved some for you, Mr. Frodo.

FRODO

Put it out, you fools! put it out!

PIPPIN

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

A SUDDEN SHRIEK!

ANGLE ON: FIVE RINGWRAITHS ON FOOT, running up the steep slope unnaturally fast.

FRODO

Go!

FRODO, SAM, MERRY, and PIPPIN clamber desperately towards the summit, clutching their swords.

CUT TO:

EXT. WEATHERTOP SUMMIT - NIGHT

FRODO, SAM, MERRY, and PIPPIN race into a RING OF BROKEN STONES on the summit on WEATHERTOP ... the ruined base of an ancient tower.

(CONTINUED)

CONTINUED:

The HOBBITS stand back-to-back in the centre of the RING, waiting for the first assault...

ANGLE ON: One by one, the 5 RINGWRAITHS appear ... brandishing GLEAMING SWORDS, they move slowly towards the HOBBITS. In the center is their leader ... the WITCH KING!

SAM

Back, you devils!

ANGLE ON: SAM rushes forward with a cry. He swings his sword at the WITCH KING, who blocks the blow with his own sword. SAM'S blade shatters ... the WITCH KING lashes out with his fist, sending SAM flying.

ANGLE ON: MERRY and PIPPIN, overcome with terror, throw themselves flat on the ground.

ANGLE ON: The RINGWRAITHS close in on FRODO ... a VENOMOUS WHISPER dances in his head...

ANGLE ON: FRODO shuts his eyes and staggers back, desperately resisting the WRAITH'S WHISPERINGS ... SLOW MOTION as his hand goes into his pocket and pulls out the RING. The 5 RINGWRAITHS utter a chilling SCREECH OF EXCITEMENT. FRODO is unable to resist any longer, falls to his knees and slips on the RING. He DISAPPEARS.

SAM (CONT'D)

No!

IN THE TWILIGHT WORLD:

ANGLE ON: FRODO finds himself in the weird TWILIGHT WORLD ... he looks upon the RINGWRAITHS, now visible in their TRUE APPEARANCE: FIVE GHOULS dressed in long GREY ROBES, with white hair, and PALLID ruthless faces.

THE WITCH KING extends a haggard hand towards FRODO, reaching for the RING on his finger. FRODO'S trembling hand extends forward, as if by the pull of the RING ... he slides to the ground, unable to pull his hand away.

The WITCH KING snarls and springs forward. He stabs at FRODO with a wicked DAGGER! FRODO winces as the tip of the dagger sinks into his shoulder.

(CONTINUED)

CONTINUED: (2)

SUDDENLY, STRIDER charges at the RINGWRAITHS, wielding his sword in one hand, a FLAMING TORCH in the other. He moves in SLOW MOTION, visible through a sea of mist.

FRODO sinks to the ground. Behind him is a faint image of a RINGWRAITH fleeing, his head engulfed in flames. With draining strength, FRODO manages to pull the RING off his finger...

IN THE REAL WORLD: ...APPEARING back in the real world, SAM rushes over to him.

SAM (CONT'D)
(horrified)
Frodo!

Another RINGWRAITH is burning and screaming ... others screech fearfully at the flames, turn and flee from the WEATHERTOP SUMMIT.

SAM (CONT'D)
(panicked)
Mr. Frodo!!

STRIDER kneels before FRODO. He snatches up the WITCH KING'S DAGGER from the ground, staring gravely at the long, thin, blade.

SAM (CONT'D)
Help him, Strider!

STRIDER
(grim)
He's been stabbed by a Morgul blade.

The MORGUL BLADE suddenly melts ... vanishing into the air like smoke. STRIDER throws the hilt down in disgust...

SAM
Do something.

STRIDER
This is beyond my skill to heal.
(urgently)
He needs Elvish medicine.

STRIDER lifts FRODO onto his shoulders.

EXT. WEATHERHILLS - NIGHT

STRIDER is jogging grimly, carrying an ailing FRODO on his back. SAM, MERRY, and PIPPIN are running to keep up. The HOBBITS are carrying FLAMING TORCHES for protection.

STRIDER

Hurry!

SAM

We are six days from Rivendell.

FRODO groans.

STRIDER

Hold on, Frodo

SAM

He'll never make it!

CLOSE ON: FRODO ... head lolling about, barely conscious.

FRODO

(fevered calling)

Gandalf ... Gandalf?

EXT. ISENGARD - NIGHT

LOW ANGLE ... looking up at ORTHANC ... the TOWER OF ISENGARD, gleaming in the moonlight.

CAMERA RISES TO REVEAL the once beautiful gardens are now a pitted wasteland ... with smoke and fire billowing out of numerous tunnels and vent holes that littler the forecourt of ORTHANC. Strange guttural chants echo up from deep underground.

THE CAMERA IS RISING ... a SMALL MOTH flutters into SHOT ... and LEADS THE CAMERA towards the SUMMIT OF ORTHANC.

GANDALF lies slumped against the wall at the very top of ORTHANC surrounded by a sheer 500 FOOT DROP. He looks WEAK and FRAIL ... and is seemingly asleep.

His hand suddenly moves at lightning speed and SNATCHES THE MOTH. GANDALF brings his hand close to his face and opens it. The MOTH sits on the palm of his hand as GANDALF mutters strange words in a foreign tongue.

CLOSE ON: THE MOTH'S face ... seemingly listening. It suddenly flutters away.

(CONTINUED)

CONTINUED:

CAMERA FOLLOWS the MOTH off the ORTHANC SUMMIT, but drops past the MOTH ... falling down, down, towards the pitted wasteland, straight into a fiery red tunnel!

INT. CAVERNS BELOW ISENGARD - NIGHT

SERIES OF SHOTS: The dead trees of ISENGARD are fed into roaring furnaces ... molten metal pours into casts ... red hot metal, beaten by sweating ORC BLACKSMITHS ... armor and weapons are forged from the great furnaces.

ANGLE ON: SARUMAN strides among the ORCS and stands looking on a new born URUK-HAI as it escapes its birthing membrane ... this is LURTZ, who rises up to stand before his master.

CUT TO:

EXT. TROLLSHAW FOREST CLEARING - NIGHT

CLOSE ON: FRODO ... his eyes flicker open ... clouded, red-rimmed ... his brow, beaded with sweat.

FRODO'S POV: THREE LARGE STONE TROLLS sit in the clearing. SAM pops his head in front of FRODO.

SAM

Look, Frodo. It's Mr. Bilbo's trolls.

ANGLE ON: SAM feels of his skin.

SAM

Mr. Frodo? He's going cold!

PIPPIN

Is he going to die?

FRODO'S breathing is getting shallow. STRIDER looks out into the darkness.

STRIDER

He is passing into the Shadow World.
He'll soon become a Wraith like them.

A DISTANT CRY of a RINGWRAITH carries through the air.

MERRY

(nervous)
They're close.

(CONTINUED)

CONTINUED:

FRODO gasps in sudden pain.

STRIDER
(thinking hard)
Sam, do you know the Athelas plant?

SAM looks blank.

SAM
Athelas?

STRIDER
Kingsfoil.

SAM
Kingsfoil. Aye. It's a weed.

STRIDER
It may help to slow the poisoning.
Hurry!

EXT. TROLLSHAW FOREST - NIGHT

SAM and STRIDER desperately search the dark forest floor for the ATHELAS PLANT.

CLOSE ON: A small, white flowered plant! STRIDER drops to one knee, carefully pulling it from the ground.

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

ARWEN (O.S.)
What is this? A Ranger caught off
his guard?

STRIDER slowly looks up.

CUT TO:

EXT. TROLLSHAW FOREST CLEARING - NIGHT

FRODO is breathing hard, desperately ill.

FRODO'S HALF-CONSCIOUS POV: Surreal impression ... a SHIMMERING FIGURE IN WHITE leaps off a horse.

FLASH INSERT: An ethereal vision of ARWEN, as she appears on the other side.

(CONTINUED)

CONTINUED:

ARWEN

(Elvish: with subtitles)

Frodo, Im Arwen ... Telin let thaed.

I am Arwen. I have come here to help you.

(urgent)

Lasto beth nîn. Tolo dan na ngalad.

Hear my voice. Return to the light.

PIPPIN

Who is she?

ARWEN

(worried)

Frodo?

SAM

She's an Elf.

ANGLE ON: ARWEN who now appears in her earth bound form, a young ELVEN WOMAN with tousled hair, dressed in mud-splattered riding clothes.

ARWEN

He's fading. He's not going to last.

We must get him to my father.

STRIDER quickly lifts FRODO ... placing him on the horse.

PIPPIN

Where are you taking him?

ARWEN

I've been looking for you for two days.

There are five Wraiths behind you.

Where the other four are, I do not know.

STRIDER

(Elvish: with subtitles)

Dartho guin Berian ... rych le ad tolthathon.

Stay with the Hobbits. I will send horses for you.

CLOSE ON: ARWEN grabbing the REINS of the horse.

(CONTINUED)

CONTINUED: (2)

ARWEN

(Elvish: with subtitles)
Hon mabathon. Rochon ellint im.

I am the faster rider. I'll take him.

STRIDER clamps his hand over ARWEN'S.

STRIDER

(Elvish: with subtitles)
Andelu i ven.

The road is too dangerous.

ARWEN

(Elvish: with subtitles)
Frodo fîr. Ae athradon i hir, tur
gwaith nin beriatha hon.

If I can get across the river, the
power of my people will protect him.

PIPPIN

What are they saying?

CLOSE ON: ARWEN reaches for STRIDER'S hand ... looking deep into
his eyes.

ARWEN

I do not fear them.

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

STRIDER

(Elvish: with subtitles)
Be iest lân.

As you wish.

ANGLE ON: ARWEN mounts her horse, ASFALOTH...

STRIDER (CONT'D)

Arwen, ride hard. Don't look back.

ANGLE ON: ARWEN looks down at STRIDER as she supports FRODO with
one hand.

(CONTINUED)

CONTINUED: (3)

ARWEN

(Elvish)

Noro lim, Asfaloth, noro lim!

Ride fast, Asfaloth, ride fast!

SAM

What are you doing? Those Wraiths are
still out there!

ANGLE ON: ASFALOTH springs away, bearing ARWEN and FRODO into
the night.

CUT TO:

EXT. TROLLSHAW FOREST - NIGHT

SPEEDING POV: through the forest from the back of the WHITE
HORSE.

ANGLE ON: FRODO, BOUNCING IN THE SADDLE, he lifts his head
weakly.

SURREAL SLOW MOTION POV: THE HORSE'S HEAD BOBBING ... trees
sliding by ... moonlight flickers through the trees.

CUT TO:

EXT. AERIAL OF ETTENMOORS - MORNING

AERIAL: of ARWEN'S white horse emerging from the trees ... and
galloping across the open land as the sun rises.

CUT TO:

EXT. PINE FOREST - DAY

ASFALOTH charges through a PINE FOREST.

Suddenly 2 GALLOPING RINGWRAITHS emerge from the trees behind!

2 more RINGWRAITHS slide in from different directions to join
the chase.

ARWEN grits her teeth ... urges the white horse to greater
speed.

CUT TO:

EXT. THE EAST ROAD - DAY

The white horse speeds out of the pine trees ... the 4 RINGWRAITHS close behind.

PAN ONTO: 2 more RINGWRAITHS galloping down the hillside!

AERIAL SHOT: 3 MORE RINGWRAITHS enter frame from different directions ... a total of 9 RINGWRAITHS now pursuing FRODO and ARWEN!

CLOSE ON: Panting head of the WHITE ELVEN HORSE.

ARWEN

Noro lim, Asfaloth!

Ride faster, Asfaloth!

CUT TO:

EXT. FORD OF BRUINEN - DAY

CRANE DOWN: As the WHITE HORSE races toward CAMERA, to REVEAL the wide river BRUINEN in the foreground.

Without hesitation, the white horse leaps into the shallow water and thunders across the Ford. The 9 RINGWRAITHS pulls up short of the Ford, clearly nervous of the water.

The white horse reaches the other side ... ARWEN pulls up and turns to defiantly face the RINGWRAITHS from across the Ford.

WITCH KING

Give up the halfling, She-Elf.

She draws her sword and yells at the WITCH KING.

ARWEN

If you want him, come and claim him.

THE WITCH KING SCREECHES ANGRILY, draws his sword, and leads the RINGWRAITHS across the Ford. The water starts flowing faster ... a distant rumble can be heard.

ARWEN waits until they are halfway across: she suddenly stands in the saddle arms raised!

(CONTINUED)

CONTINUED:

ARWEN

(Elvish)

Nin o Chithaeglir, lasto Beth daer:
Rimmo nin Bruinen, dan in Ulair!
Nin o Chithaeglir, lasto beth daer,
Rimmo nin Bruinen, dan in Ulair!

Waters of the Misty Mountains,
listen to the great word:
flow waters of Loudwater,
against the Ringwraiths!

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

FRODO looks up weakly ... to see a vast torrent of WATER
flooding down the river towards the Ford ... as if a dam had
burst!

ANGLE ON: The FOAMING WATER seems to form the shape of DANCING
WHITE HORSES with frothing manes! The RINGWRAITHS screams in
terror as they are swallowed up in the deluge. Their piercing
cries are drowned in the roaring of the river as it carries them
away!

CLOSE ON: FRODO as he loses consciousness...

ARWEN

(upset)

No, no ... Frodo, no! Frodo, don't
give in ... not now!

ARWEN gathers the small HOBBIT in her arms, feeling his life
slip away.

INT. FRODO'S DELIRIUM - DAY

DELIRIOUS IMAGES AND SOUNDS...

ARWEN (V.O.)

What grace is given me, let it pass to
him. Let him be spared. Save him.

IMAGES: A city in the woods ... A brief distorted glimpse of
ELROND - an ELVEN LORD - working feverishly to save FRODO.

(CONTINUED)

CONTINUED:

ELROND

(Elvish)

Lasto beth nîn. Tolo dan na ngalad.

Hear my voice, come back to the light

IMAGES: A BLADE STABBING, over and over ... FRODO'S FACE, bathed in FIRELIGHT ... the EYE OF SAURON looms toward FRODO! FRODO gasps at the EYE, his face twists with FEAR!

IMAGE: A BRIGHT LIGHT suddenly flares ... FRODO squeezes his eyes shut, gasping.

FRODO

(frightened)

Where am I?

A FAMILIAR VOICE cuts through the swirl of sound.

GANDALF (O.S.)

You are in the House of Elrond, and it is ten o'clock in the morning on October the twenty-fourth, if you want to know.

INT. FRODO'S BEDROOM - DAY

FRODO'S eyes flicker OPEN ... He is lying in bed next to an OPEN WINDOW ... DAPPLED sunlight plays on richly carved timbers ... the sound of a nearby waterfall drifts through the VISTA of FIR TREES.

FRODO

(weak relief)

Gandalf!

ANGLE ON: GANDALF IS SITTING NEXT TO FRODO'S BED ... softly puffing on his pipe. He smiles at FRODO.

GANDALF

Yes, I'm here. And you're lucky to be here too. A few more hours and you would have been beyond our aid. But you have some strength in you, my dear Hobbit.

FRODO sits up, looking at GANDALF questioningly...

(CONTINUED)

CONTINUED:

FRODO

What happened, Gandalf? Why didn't
you meet us?

GANDALF

I am sorry, Frodo.

CLOSE ON: GANDALF ... troubled. His eyes drift away.

GANDALF (CONT'D)

I was delayed.

CUT TO:

EXT. ORTHANC SUMMIT - NIGHT

SARUMAN stands over GANDALF, gloating...

SARUMAN

A friendship with Saruman is not
lightly thrown aside.

With the power of his staff, SARUMAN tosses GANDALF from one
side of ORTHANC to off the edge of the other side where he holds
GANDALF, suspended ... as if GANDALF is standing on the side of
the tower.

SARUMAN

One ill turn deserves another. It is
over. Embrace the power of the Ring
or embrace your own destruction!

SARUMAN raises GANDALF again, then sends him crashing to the
floor.

GANDALF

There is only one Lord of the Ring.
Only one who can bend it to his will
... and he does not share power.

SUDDENLY! GANDALF lurches to his feet and THROWS himself off the
TOWER! SARUMAN watches GANDALF fly away from ISENGARD ... on the
BACK of a GIANT EAGLE.

SARUMAN

(chilling)

So you have chosen death.

CUT TO:

EXT. SKIES OVER MOUNTAINS - DAWN

GWAIHIR THE WINDLORD soars majestically over the mountains, carrying GANDALF towards the dawn.

CUT TO:

INT. FRODO'S BEDROOM, RIVENDELL - DAY

FRODO raises himself up and looks at GANDALF.

FRODO
Gandalf! What is it?

GANDALF returns his attention to FRODO.

GANDALF
Nothing, Frodo...

ANGLE ON: SAM runs to FRODO'S bedside. He is overjoyed to find FRODO awake.

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

GANDALF
Sam has hardly left your side.

SAM
We were worried about you -- weren't we, Mr. Gandalf?

GANDALF
By the skills of Lord Elrond, you're beginning to mend.

ANGLE ON: ELROND, LORD OF THE HIGH ELVES, steps up to FRODO'S bedside .. his face is neither old nor young, though in it is written the memory of many things both glad and sorrowful.

ELROND
Welcome to Rivendell, Frodo Baggins.

FRODO sits up, looking at ELROND with awe.

CUT TO:

EXT. RIVENDELL VALLEY - DAY

WIDE ON: RIVENDELL ... a small cluster of elegant ELVEN BUILDINGS sitting in a Shangri-la like VALLEY below towering cliffs and snow capped mountains.

ELROND (V.O.)

You have found your way to the last homely house east of the sea. The Elves of Imladris have dwelt within this valley for 3,000 years though few of my kin now remain.

ANGLE ON: FRODO looks out from his balcony.

CUT TO:

EXT. RIVENDELL GARDENS - DAY

FRODO and SAM walk together. Suddenly, the voices of MERRY and PIPPIN can be heard as they bound up to FRODO and throw their arms around him.

MERRY

Frodo! Frodo!

SAM looks past FRODO smiling ... a bent figure sits alone on a bench, in the SUN.

CLOSE ON: FRODO turning, following SAM'S gaze...

FRODO

Bilbo!

EXT. RIVENDELL TERRACE - DAY

CLOSE ON: BILBO BAGGINS! He breaks into a broad grin as FRODO rushes forward to embrace him. BILBO has aged significantly since we last saw him.

BILBO

Hello, Frodo, my lad!

FRODO

Bilbo!

LATER ... FRODO is turning the neatly inscribed title page of a red leather bound journal:

(CONTINUED)

CONTINUED:

FRODO (CONT'D)

"There and Back Again: A Hobbit's Tale"
by Bilbo Baggins.

BILBO smiles PROUDLY. He is sitting with FRODO on a terrace overlooking a WATERFALL. FRODO looks at PAGE AFTER PAGE of beautiful HANDWRITING, with intricate MAPS and DRAWINGS.

FRODO (CONT'D)

This is wonderful.

BILBO

I meant to go back ... wander the paths of Mirkwood, visit Laketown, see the Lonely Mountain again ... but age, it seems, has finally caught up with me.

FRODO turns a page ... there before him, is a map of the SHIRE.

FRODO

(quietly)

I miss the Shire ... I spent all my childhood pretending I was off somewhere else ... off with you, on one of your adventures...

(looks at Bilbo)

But my own adventure turned out to be quite different ... I'm not like you, Bilbo.

BILBO

My dear boy.

CUT TO:

EXT. RIVENDELL TERRACE - EVENING

SAM busily tries to stuff more and more things into his already full pack ... pots and pans, blankets, cooking utensils, provisions, clothes.

SAM

Now, what have I forgotten?

PULL BACK TO REVEAL: FRODO, hands in his pockets, watching SAM.

FRODO

Packed already?

(CONTINUED)

CONTINUED:

SAM looks up, startled.

SAM
(slightly embarrassed)
No harm in being prepared.

FRODO strolls to the edge of the BALCONY.

FRODO
I thought you wanted to see the
Elves, Sam?

SAM
I do...

FRODO
More than anything.

SAM
I did. It's just... We did what
Gandalf wanted, didn't we? We got the
Ring this far, to Rivendell ... and I
thought ... seeing as how you're on the
mend, we'd be off soon. Off home.

FRODO
You're right, Sam...

FRODO looks at SAM...

FRODO (CONT'D)
...we did what we set out to do.

CLOSE ON: FRODO opens his hand, the RING sits in his PALM.

FRODO (CONT'D)
The Ring will be safe in Rivendell. I
am ready to go home.

CUT TO:

INT. ELROND'S CHAMBER, RIVENDELL - DAY

GANDALF and ELROND watch FRODO and SAM from ELROND'S balcony.

ELROND
His strength returns.

(CONTINUED)

CONTINUED:

GANDALF

That wound will never fully heal. He will carry it the rest of his life.

ELROND

Yet to have come so far still bearing the Ring ... the Hobbit has shown extraordinary resilience to its evil.

GANDALF

It is a burden he should never have had to bear. We can ask no more of Frodo.

ELROND

Gandalf, the enemy is moving. Sauron's forces are massing in the East. His Eye is fixed on Rivendell. And Saruman, you tell me, has betrayed us. Our list of allies grows thin.

GANDALF

His treachery runs deeper than you know. By foul craft, Saruman has crossed Orcs with Goblin Men ... He's breeding an army in the caverns of Isengard. An army that can move in Sunlight and cover great distance at speed. Saruman is coming for the Ring.

ELROND turns and walks away...

ELROND

This evil cannot be concealed by the power of the Elves... We do not have the strength to fight both Mordor and Isengard ... Gandalf ... the Ring cannot stay here.

GANDALF turns and looks out the window.

ANGLES ON: Sounds of arrivals ... GANDALF watches as BOROMIR rides through the RIVENDELL gate, followed by LEGOLAS and GIMLI.

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

This peril belongs to all Middle-Earth. They must decide now how to end it.

(CONTINUED)

CONTINUED: (2)

ANGLE ON: ELROND approaches GANDALF.

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

The time of the Elves is over. My people are leaving these shores. Who will you look to when we've gone? The Dwarves? They hide in their mountains seeking riches. They care nothing for the troubles of others.

GANDALF

It is in Men that we must place our hope.

ELROND

Men? Men are weak. The race of Men is failing. The blood of Númenor is all but spent, its pride and dignity forgotten. It is because of Men the Ring survives.

FLASH INSERT: With the broken sword, ISILDUR slices off SAURON'S finger. ELROND reacts.

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

I was there, Gandalf. I was there three thousand years ago when Isildur took the Ring.

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

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

I was there when the day the strength of Men failed.

CUT TO:

INT. CRACK OF DOOM - DAY

ELROND

Isildur ... hurry ... follow me!

IMAGES: ELROND leads ISILDUR into the steaming volcano.

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

I led Isildur into the heart of Mount Doom, where the Ring was forged: the one place it could be destroyed.

(CONTINUED)

CONTINUED:

FLASH INSERT: ELROND AND ISILDUR STAND BEFORE THE FIRES OF MOUNT DOOM.

ELROND

Cast it in the fire ... destroy it!

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

ISILDUR

No.

ISILDUR turns and walks away.

ELROND

Isildur!!

INT. ELROND'S CHAMBER, RIVENDELL - DAY

ANGLE ON: ELROND turns to GANDALF.

ELROND

It should have ended that day, but evil was allowed to endure. Isildur kept the Ring ... and the line of kings was broken. There's no strength left in the world of Men. They are scattered, divided, leaderless.

GANDALF

There is one who could unite them, one who could reclaim the throne of Gondor.

ELROND

He turned from that path a long time ago. He has chosen exile.

CUT TO:

INT. ELROND'S CHAMBER, RIVENDELL - NIGHT

ANGLE ON: STRIDER watches from the shadows ... as BOROMIR strolls through the darkened gallery. BOROMIR'S eyes are drawn to an old FRESCO on the wall ... depicting ISILDUR defeating SAURON.

BOROMIR turns suddenly and notices STRIDER, looking at him. He looks STRIDER up and down, confused for a moment.

(CONTINUED)

CONTINUED:

BOROMIR

You are no Elf.

STRIDER

Men of the South are welcome here.

BOROMIR

Who are you?

STRIDER

I am a friend to Gandalf the Grey.

BOROMIR nods, understanding Strider's vagueness.

BOROMIR

Then we are here on common purpose ...
friend.

BOROMIR smiles uncomfortably. STRIDER only looks at him silently.

BOROMIR looks with WONDERMENT at NARSIL, the BROKEN BLADE of ELENLIL, which lies on a cloth-covered plinth.

BOROMIR (CONT'D)

(quiet awe)

The shards of Narsil ... the blade that
cut the Ring from Sauron's hand.

BOROMIR picks up the sword and gently touches the blade.

CLOSE ON: a small bloom of blood appears on BOROMIR'S
finger...

BOROMIR (CONT'D)

Still sharp.

He slowly looks over to STRIDER, as if sensing a connection.

BOROMIR (CONT'D)

But no more than a broken heirloom.

BOROMIR replaces the blade, but it clatters to the floor.
BOROMIR walks away, leaving STRIDER sitting alone.

CLOSE ON: STRIDER picks up the broken hilt, as ARWEN appears
behind him.

(CONTINUED)

CONTINUED: (2)

ARWEN

Why do you fear the past? You are
Isildur's heir, not Isildur himself.
You are not bound to his fate.

STRIDER

The same blood flows in my veins ...
the same weakness...

ARWEN

Your time will come. You will face
the same evil. And you will defeat
it.

(Elvish: with subtitles)

A si i-Dhúath ú-orthor, Aragorn.
Ú or le a ú or nin.

The shadow does not hold sway yet ...
Not over you and not over me.

CUT TO:

EXT. RIVENDELL VALLEY - NIGHT

Night falls upon the beautiful valley of RIVENDELL ... still
and quiet.

EXT. RIVENDELL WATERFALL - NIGHT

STRIDER and ARWEN stand together upon a stone bridge ... the
EVENSTAR at ARWEN'S breast shines in the moonlight.

ARWEN

(Elvish: with subtitles)

Renech i lu i erui govannen?

Do you remember when we first met?

STRIDER

(Elvish: with subtitles)

Nauthannem i ned ol reniannen.

I thought I had strayed into a
dream.

ARWEN reaches up and gently touches the GREY at STRIDER'S
temples.

(CONTINUED)

CONTINUED:

ARWEN

(Elvish: with subtitles)

Gwenwin in enninath. U-arnech in naeth
i si celich.

Long years have passed. You did not
have the cares you carry now.

ARWEN looks into STRIDER'S eyes.

ARWEN

(Elvish: with subtitles)

Renech i beth i pennen?

Do you remember what I told you?

ARWEN reaches for STRIDER'S hand...

STRIDER

(quietly)

You said you would bind yourself to
me, and forsaking immortal life
of your people.

ARWEN

(whisper)

And to that I hold. I would rather
share one lifetime with you than face
all the Ages of this world alone.

CLOSE ON: STRIDER looks down. In his hand lies the EVENSTAR.

ARWEN (CONT'D)

I choose a mortal life.

STRIDER

You cannot give me this.

ARWEN

It is mine to give to whom I will,
like my heart.

ARWEN closes STRIDER'S fingers around the jewel.

ARWEN leans towards STRIDER, gently kissing him.

INT. COUNCIL CHAMBER, RIVENDELL - DAY

IMAGES from the PROLOGUE: the RINGS being given to the ELVES, DWARVES, and MEN.

ELROND (V.O.)

*Three Rings for the Elven-kings
under the sky,
Seven for the Dwarf-lords in their
halls of stone,
Nine for Mortal Men doomed to die,
One for the Dark Lord on his dark
throne
In the Land of Mordor where the
Shadows lie.
One Ring to rule them all. One
Ring to find them,
One Ring to bring them all
together and in the darkness bind
them,
In the Land of Mordor where the
Shadows lie.*

CLOSE ON: FRODO opens his hand ... the RING lies in his palm. He looks up.

ANGLE ON: ELROND addresses the COUNCIL...

ELROND

Strangers from distant lands ...
friends of old. You have been summoned
here to answer the threat of Mordor.
Middle-Earth stands upon the brink of
destruction. None can escape it. You
will unite ... or you will fall. Each
race is bound to this fate ... this one
doom...

FRODO sits amongst a council of FREE-PEOPLES of Middle earth,
ELROND stands before them, addressing GANDALF, STRIDER, LEGOLAS,
and 20 other ELVES, DWARVES, and MEN.

ELROND (CONT'D)

Bring forth the Ring, Frodo.

ANGLE ON: FRODO steps forward and moves towards a stone PLINTH.
He places the RING on the plinth and returns to his seat.

BOROMIR

(shocked)

So it is true!

(CONTINUED)

CONTINUED:

LEGOLAS
(disbelief)
Sauron's Ring! The Ring of Power!

GIMLI
(grim)
The doom of man!

ON THE SOUNDTRACK: The HUM of the RING sounds.

ANGLE ON: Several members of the COUNCIL take notice. BOROMIR stands and begins to approach the RING, as if drawn to it.

BOROMIR
In a dream, I saw the eastern sky grow
dark, but in the West a pale light
lingered. A voice was crying: "Your
doom is near at hand. Isildur's Bane is
found."

ANGLE ON: ELROND and GANDALF exchange glances. BOROMIR reaches for the RING.

BOROMIR
Isildur's Bane.

ELROND
(standing)
Boromir!

ANGLE ON: GANDALF stands and speaks in the BLACK TONGUE.

ON THE SOUNDTRACK: The RING responds to GANDALF.

ANGLES ON: BOROMIR staggers back to his chair ... the sky darkens ... thunder rolls ... the ground trembles...

GANDALF
(Black Speech)
Ash nazg durbatulûk,
ash nazg gimbatul,
ash nazg thrakatulûk
agh burzum-ishi krimpatul.

One Ring to rule them all,
One Ring to find them,
One Ring to bring them all
and in the Darkness bind them.

(CONTINUED)

CONTINUED: (2)

Nature returns to normal. ELROND looks to GANDALF.

ELROND

(sternly)

Never before has any voice uttered the words of that tongue here in Imladris.

GANDALF

I do not ask your pardon, Master Elrond, for the Black Speech of Mordor may yet be heard in every corner of the West! The Ring is altogether evil.

ANGLE ON: GANDALF returns to his seat.

ANGLE ON: BOROMIR shakes his head. He stands again to make his case to the COUNCIL.

BOROMIR

It is a gift ... a gift to the foes of Mordor! Why not use this Ring? Long has my father, the Steward of Gondor, kept the forces of Mordor at bay ... by the blood of our people are your lands kept safe. Give Gondor the weapon of the enemy ... let us use it against him!

STRIDER

You cannot wield it. None of us can. The One Ring answers to Sauron alone ... it has no other master.

ANGLE ON: BOROMIR turns and looks at STRIDER, coolly.

BOROMIR

And what would a Ranger know of this matter?

STRIDER says nothing and BOROMIR turns away dismissively.

ANGLE ON: LEGOLAS stands...

LEGOLAS

This is no mere Ranger. He is Aragorn, son of Arathorn. You owe him your allegiance.

(CONTINUED)

CONTINUED: (3)

ANGLE ON: FRODO looks at STRIDER questioningly ... BOROMIR turns sharply.

BOROMIR
(quiet disbelief)
Aragorn? This is Isildur's heir?

LEGOLAS
And heir to the throne of Gondor.

STRIDER
(Elvish: with subtitles)
Havo dad, Legolas...

Sit down, Legolas...

BOROMIR
Gondor has no king.

GANDALF
Aragorn is right ... we cannot use it.

ELROND
You have only one choice ... the Ring
must be destroyed.

ON THE SOUNDTRACK: The HUM OF THE RING seems to grow louder in FRODO'S ears.

ANGLE ON: GIMLI suddenly stands, excited.

GIMLI
Then ... what are we waiting for?

GIMLI suddenly rushes forward! He swings his axe down on the RING. The axe SHATTERS with a deafening CRACK! GIMLI falls backwards staring in disbelief at the RING ... unharmed!

ANGLE ON: FRODO winces as an angry IMAGE of the FIERY EYE hits him! He slumps in his chair, clutching his forehead. GANDALF looks at him with concern.

ELROND
The Ring cannot be destroyed, Gimli,
son of Glóin, by any craft that we here
possess. The Ring was made in the fires
of Mount Doom ... only there can it be
unmade.

(MORE)

(CONTINUED)

CONTINUED: (4)

ELROND (CONT'D)

It must be taken deep into Mordor, and cast back into the fiery chasm from whence it came. One of you must do this.

STUNNED SILENCE ... the council sits with downcast eyes, as if a great dread has descended upon them.

BOROMIR addresses the council in a quiet voice.

BOROMIR

One does not simply walk into Mordor. Its Black Gates are guarded by more than just Orcs. There is evil there that does not sleep and the Great Eye is ever watchful. It is a barren wasteland riddled with fire, and ash and dust ... the very air you breathe is a poisonous fume. Not with ten thousand Men could you do this. It is folly.

LEGOLAS

Have you heard nothing Lord Elrond has said? The Ring must be destroyed.

GIMLI

And I suppose you think you're the one to do it?

BOROMIR

And what if we fail, what then? What happens when Sauron takes back what is his?

GIMLI leaps to his feet!

GIMLI

I will be dead before I see the Ring in the hands of an Elf!

A STORM OF ARGUMENT erupts around the room.

CLOSE ON: FRODO ... sound disappears as he watches in SLOW MOTION ... the angry faces, the shaking fists, the accusatory fingers, his eyes move to the RING ... THE HUM grows louder in his head.

(CONTINUED)

CONTINUED: (5)

GIMLI (CONT'D)

(shouting)

Never trust an Elf!

CLOSE ON: THE RING fills the screen ... streams of blood flow across the surface ... flames flicker within the GOLD BAND.

GANDALF

Do you not understand? While we bicker amongst ourselves, Sauron's power grows! No one will escape it. You will all be destroyed, with your homes burnt and your families put to the sword!

CLOSE ON: FRODO ... breathing rapidly, CAUGHT in the grip of his hideous vision. With a huge effort of will, FRODO tears his gaze upon the RING.

ANGLE ON: FRODO suddenly stands ... he speaks in a strong, clear voice.

FRODO

I will take it ... I will take it ...
I will take the Ring to Mordor.

SUDDEN SILENCE ... FRODO looks around the room at the astonished faces.

FRODO (CONT'D)

(quietly)

Though I do not know the way.

ANGLE ON: GANDALF rises to his feet.

GANDALF

I will help you bear this burden, Frodo Baggins, as long as it is yours to bear.

ARAGORN

If by my life or death I can protect you, I will.

(kneels before Frodo)

...you have my sword.

ARAGORN steps forward ... followed by LEGOLAS and GIMLI.

LEGOLAS

And you have my bow.

(CONTINUED)

CONTINUED: (6)

GIMLI

And my axe.

ANGLE ON: BOROMIR looks at them all and then walks to FRODO.

BOROMIR

You carry the fates of us all, little one.

BOROMIR looks towards ELROND and GANDALF.

BOROMIR (CONT'D)

If this is indeed the will of the Council, then Gondor will see it done.

ANGLE ON: FRODO stares in wonder as the GREATEST FIGHTERS in all Middle earth stand at his side.

SAM

(unseen)

Here!

A SUDDEN NOISE ... SAM pops up from behind a BUSH!

SAM

Mr. Frodo's not going anywhere without me.

ELROND

No, indeed ... it is hardly possible to separate you ... even when he is summoned to a secret Council and you are not.

ANGLE ON: MERRY and PIPPIN jump up from behind another bush!

MERRY

Oi! We're coming too! You'd have to send us home tied up in a sack to stop us.

PIPPIN

Anyway ... you need people of intelligence on this sort of mission ... quest ... thing...

MERRY

Well, that rules you out, Pip.

(CONTINUED)

CONTINUED: (7)

ELROND SURVEYS THE GROUP.

ELROND
 (thoughtfully)
 Nine companions ... so be it.
 (announcing)
 You shall be the FELLOWSHIP OF THE
 RING.

PIPPIN
 Great. Where are we going?

CUT TO:

EXT. GILRAEN'S MEMORIAL, RIVENDELL - DAWN

CLOSE ON: A HAND gently and reverently removes debris from the base and form of a STATUE

ANGLE ON: The STATUE OF GILRAEN'S hands are folded before her, and her head is hooded.

ANGLE ON: ARAGORN stands back and gazes into her sad face.

ELROND (O.S.)
 (Elvish; with subtitles)
 Anirne hene beriad i chên în. Ned
 Imladris nauthant e le beriathar
 aen.

She wanted to protect her child.
 She thought that in Rivendell you
 would be safe.

ANGLE ON: ELROND approaches ARAGORN.

ANGLE ON: ARAGORN pays little attention to ELROND. He caresses the face of his MOTHER'S STATUE.

ANGLE ON: ELROND approaches from behind ARAGORN.

ELROND
 In her heart, your mother knew you'd be
 hunted all your life. That you'd never
 escape your fate. The skill of the
 Elves can reforge the sword of kings,
 but only you have the power to wield
 it.

(CONTINUED)

CONTINUED:

CLOSE ON: ARAGORN TURNS to him.

ARAGORN

I do not want that power. I have never wanted it.

ELROND

You are the last of that bloodline.
There is no other.

ANGLE ON: ARAGORN stands silently and continues looking upon the STATUE.

INT. FRODO'S BEDROOM, RIVENDELL - DAWN

CLOSE ON: AN OLD SWORD sliding out of a shabby leather SCABBARD... Its polished, well tendered BLADE glitters COLD AND BRIGHT.

BILBO

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

BILBO offers STING to FRODO.

FRODO

It's so light!

BILBO

Yes, yes, made by the Elves, you know.
The blade glows blue when Orcs are close ... and it's times like that, my lad, when you have to be extra careful.

BILBO unwraps a SMALL SHIRT OF CLOSE WOVEN MAIL.

BILBO

Here's a pretty thing. Mithril, as light as a feather, and as hard as dragon scales. Let me see you put it on. Come on.

CLOSE ON: FRODO peels off his SHIRT ... revealing the RING on the CHAIN around his neck.

BILBO (CONT'D)

(entranced)

Oh! My old Ring...

(CONTINUED)

CONTINUED:

FRODO frowns as BILBO moves toward him.

BILBO (CONT'D)

I should very much like to hold it again,
one last time.

BILBO reaches forward, eyes locked on the RING.

ANGLE ON: SUDDENLY! A SHADOW passes across BILBO ... for a split second he becomes a WRINKLED CREATURE with a HUNGRY FACE and BONY, GROPING HANDS.

ANGLE ON: FRODO pulls away, shocked...

ANGLE ON: THE SHADOW passes... BILBO slumps into a chair, his head in his hands. BILBO falters ... his eyes filling with tears.

BILBO (CONT'D)

Oh!

(sad)

I'm sorry, that I brought this upon
you, my boy. I'm sorry that you must
carry this burden. I'm sorry for
everything.

BILBO sobs and FRODO moves to comfort him.

CUT TO:

EXT. RIVENDELL TERRACE - DAY

ANGLE ON: ELROND and FRODO walk towards the rest of the FELLOWSHIP waiting at the Gate of RIVENDELL.

ELROND

The time has come for the Ring to set
out. You cannot count on your journey
being aided by war or force. You will
pass into the domain of the Enemy far
from aid. Do you still hold to your
word Frodo, that you will be the
Ring-bearer?

FRODO

I do. I must. I will go with Sam.

(CONTINUED)

CONTINUED:

ELROND

Then I cannot help you much, not even with counsel. I can foresee very little of your road; and how your task is to Mountains, and draws nigh even to the borders of the Greyflood; and under the Shadow all is dark to me. You will meet many foes, some open, and some disguised; and you may find friends upon your way when you least look for it. I will send out messages, such as I can contrive, to those whom I know in the wide world; but so perilous have the lands now become that some may well miscarry, or come no quicker than you yourself. Had I a host of Elves in armor of the Elder Days, it would avail little, save to arouse the power of Mordor. Are you confident in your companions?

be achieve

FRODO

Yes, Lord Elrond. I must be, I'm afraid, for if I doubt them, we may never succeed.

ELROND

And what of your Hobbit friends? I had hoped to send them back to the Shire as messengers to warn the people of the impending danger according to the fashion of your country. I feel that the youngest, Peregrin Took, should not go with you. My heart is against it.

FRODO

His heart is set upon going. There will be no stopping him, even if you did send him home in a sack.

ELROND

Let it be so then. The Fellowship awaits.

WIDE ON: ELROND and FRODO turn a corner and descend to the FELLOWSHIP, now waiting by the gate.

EXT. RIVENDELL GATE - DAY

ANGLE ON: FRODO joins the FELLOWSHIP, ready to depart. They are set to go on foot with only SAM'S PONY, BILL, to carry much of their baggage.

ANGLE ON: ELROND stands with the ELVES, addressing their only hope of success.

ELROND

The Ring-bearer is setting out on the Quest of Mount Doom. On you who travel with him, no oath nor bond is laid to go further that you will. Farewell. Hold to your purpose. May the blessing of Elves and Men and all Free Folk go with you.

GANDALF

The Fellowship awaits the Ring-bearer.

ANGLE ON: FRODO slowly turns to the FELLOWSHIP and timidly makes his way to the head of the GROUP.

FRODO'S POV: The faces of those who vowed to follow him watch as he makes his way to lead the FELLOWSHIP.

ANGLE ON: FRODO leads the FELLOWSHIP out of RIVENDELL. He turns to GANDALF.

FRODO

Mordor, Gandalf, is it left or right?

ANGLE ON: GANDALF continues looking ahead.

GANDALF

Left.

ANGLE ON: GANDALF places his hand on Frodo's left shoulder. The FELLOWSHIP follows FRODO into the Middle-Earth.

ANGLE ON: ARAGORN turns to bid a silent farewell.

ANGLE ON: ARWEN stands in a group of ELVES, watching him.

ANGLE ON: He nods to her and follows the FELLOWSHIP out.

EXT. RIVENDELL VALLEY - MORNING

ANGLE ON: The FELLOWSHIP climbs the long steep path out of the cloven vale of RIVENDELL.

CUT TO:

EXT. ROUGH COUNTRY, SOUTH OF RIVENDELL - DAY

ANGLE ON: The FELLOWSHIP trekking through a land of DEEP VALLEYS and turbulent water ... The MISTY MOUNTAINS rise sharply to their left.

GANDALF (V.O.)

We must hold to this course, west of the Misty Mountains, for forty days. If our luck holds, the Gap of Rohan will still be open to us. From there, our road turns east, to Mordor.

CUT TO:

EXT. EREGION HILLS - DAWN

CLOSE ON: SAM at the CAMPFIRE. The SOUND OF CLASHING SWORDS!

WIDER: ARAGORN and BOROMIR are giving PIPPIN SWORD TUITION...

BOROMIR

Get away from the blade, Pippin ... on your toes ... good, very good ... I want you to react, not think.

SAM

Should not be too hard...

BOROMIR

Move your feet.

MERRY

Quite good, Pippin.

PIPPIN

Thanks.

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

(CONTINUED)

CONTINUED:

GIMLI

If anyone were to ask for my opinion, which I note they have not, I would say we are taking the long way round. Gandalf, we can pass through the Mines of Moria. My cousin, Balin, would give us a royal welcome.

ANGLE ON: GANDALF clearly thinks this is a bad idea.

GANDALF

No, Gimli. I would not take the road through Moria unless I had no other choice.

ANGLE ON: BOROMIR thrusts, catching PIPPIN on the hand. PIPPIN throws down his SWORD, KICKS and LUNGES at BOROMIR, tackling him o the ground. Much laughter.

ANGLE ON: LEGOLAS' EYES are fixed on a DISTANT DARK PATCH which darts about in the sky, like flying smoke in the wind.

SAM

What is that?

GIMLI

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

BOROMIR

(worried)

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

LEGOLAS

Crebain from Dunland!

ARAGORN

(urgently)

Hide!

BOROMIR

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

WIDE ON: THE FELLOWSHIP scramble under what little cover there is ... as a regiment of LARGE CROWS fly overhead at GREAT SPEED, wheeling and circling above. As their dark shadow passes over the FELLOWSHIP a single harsh CROAK is heard...and the CROWS suddenly wheel away, back towards the SOUTH.

(CONTINUED)

CONTINUED: (2)

ANGLE ON: GANDALF staggers to his feet.

GANDALF

Spies of Saruman. The passage south is
being watched.

GANDALF looks at ARAGORN, turns to the others...gestures towards
a high mountain pass.

GANDALF (CONT'D)

We must take the Pass of Caradhras!

CUT TO:

EXT. SNOWY MOUNTAINSIDE - DAY

ANGLE ON: The FELLOWSHIP clamber through ROCK and SNOW.

CLOSE ON: FRODO slips on some SHALE ... as he scrambles to his
feet, the RING falls on the ground.

CLOSE ON: The RING gleaming in the snow! BOROMIR'S HAND picks it
up by the CHAIN.

ANGLE ON: He stands, the RING dangling before his eyes. He seems
to grow in stature, as if absorbing its power.

ANGLE ON: ARAGORN warily approaches BOROMIR.

ANGLE ON: BOROMIR is motionless ... he stares at the RING, as if
transfixed.

ARAGORN

Boromir?

BOROMIR

It is a strange fate that we should
suffer so much fear and doubt over
so small a thing ... such a little
thing.

ARAGORN

(quietly)

Boromir ... give the Ring to Frodo.

CLOSE ON: ARAGORN'S HAND moves to his sword hilt.

RING'S POV: Looking at BOROMIR'S face.

(CONTINUED)

CONTINUED:

ON THE SOUNDTRACK: The strange HUM VIBRATES.

CLOSE ON: A WEIRD BEATIFIC SMILE lights up on BOROMIR'S face. The HUM grows to a deafening roar! BOROMIR suddenly snaps out of his trance and hands the RING to FRODO.

BOROMIR
(lightly)
As you wish. I care not.

BOROMIR smiles at FRODO, ruffling his hair.

CLOSE ON: ARAGORN unhands his SWORD.

CUT TO:

EXT. ISENGARD - DAY

Following the CROWS as they race deeper and deeper, passing a vista of INDUSTRY, HUNDREDS OF ORCS and writhing BIRTHSACKS ... flying past SARUMAN, who stands upon a wooden GANTRY.

CLOSE ON: SARUMAN, listening to the CRIES of the CROWS.

SARUMAN
So, Gandalf ... you try to lead them
over Caradhras. And if that fails ...
where then will you go?

INSERT IMAGE: The FELLOWSHIP struggles through the SNOW on CARADHRAS.

SARUMAN (V.O.) (CONT'D)
If the mountain defeats you, will you
risk a more dangerous road?

CUT TO:

EXT. PASS OF CARADHRAS - DAY

THE FELLOWSHIP are struggling through a blinding blizzard, up towards the PASS OF CARADHRAS.

ANGLE ON: LEGOLAS the ELF moves lightly across the top of the snow ... he suddenly pauses. SARUMAN'S VOICE sweeps by on the wind.

(CONTINUED)

CONTINUED:

SARUMAN (V.O.)
 (chanting; subtitled)
 Cuiva nwalca Carnirasse; nai
 yarvaxea rasselya!

Wake up cruel Redhorn! May your
 horn be bloodstained!

LEGOLAS
 (urgent)
 There is a fell voice on the air.

GANDALF
 It's Saruman!

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

ARAGORN
 (urgently)
 He's trying to bring down the mountain.
 Gandalf! We must turn back!

GANDALF
 No!

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

GANDALF
 (yelling)
 Losto Caradhras, sedho, hodo, nuitho i
 ruith.

 Sleep, Caradhras, be still, lie
 still, hold your wrath.

CUT TO:

EXT. ISENGARD - DAY

CAMERA SWEEPS PAST SARUMAN ... he stands on the PINNACLE OF
 ORTHANC, CHANTING.

SARUMAN
 Cuiva nwalca Carnirasse; Nai yarvaxea
 rasselya; taltuva notto-carinnar!

Wake up cruel Redhorn! May your
 bloodstained horn fall upon enemy heads!

(CONTINUED)

CONTINUED:

CLOUDS ARE FLOWING FROM ALL DIRECTIONS ... converging on the distant mountains in a stormy MAELSTROM.

EXT. PASS OF CARADHRAS - DAY

SARUMAN'S voice strengthens ... rolling past the FELLOWSHIP like THUNDER. A LIGHTNING CRACK explodes on the mountainside above them.

ANGLE ON: FRODO looks up in HORROR as a huge snow avalanche thunders down towards them!

ANGLES ON: LEGOLAS pulls GANDALF to safety. ARAGORN shields FRODO and SAM as snow piles around them. Within moments, the PASS is blocked and the FELLOWSHIP are enveloped in snow. BOROMIR and ARAGORN frantically dig for the HOBBITS ... who are pulled out SHIVERING and FEARFUL.

BOROMIR

(urgent)

We must get off the mountain! Make for the Gap of Rohan and take the West road to my city!

ARAGORN

The Gap of Rohan takes us too close to Isengard.

GIMLI

We cannot pass over a mountain. Let us go under it. Let us go through the Mines of Moria.

ANGLE ON: GANDALF has a concerned look on his face.

SARUMAN (V.O.)

Moria. You fear to go into those mines, don't you? The Dwarves delved too greedily and too deep.

INT. ORTHANC ANTE-CHAMBER - DAY

ANGLE ON: SARUMAN sits in ORTHANC reviewing an ancient text.

CLOSE ON: The BOOK showing the DOOR to MORIA.

SARUMAN (CONT'D)

You know what they awoke in the darkness of Khazad-dûm. Shadow and flame.

(CONTINUED)

CONTINUED:

CLOSE ON: AN IMAGE OF A FEARFUL CREATURE. WREATHED IN FLAME.

CUT TO:

EXT. PASS OF CARADHRAS - DAY

GANDALF

Let the Ring-bearer decide.

CLOSE ON: FRODO, the weight of the decision weighing heavily upon him.

CLOSE ON: MERRY and PIPPIN shivering in BOROMIR'S arms.

GANDALF (CONT'D)

Frodo?

FRODO meets GANDALF'S eye.

FRODO

We will go through the mines.

GANDALF slowly nods.

GANDALF

So be it.

CUT TO:

EXT. WEST BASE OF THE MISTY MOUNTAINS - DUSK

WIDE ON: The FELLOWSHIP makes their way in the shadow of the ruins of a great aqueduct in the mist and ice of the mountains.

ANGLE ON: GANDALF beckons to FRODO.

GANDALF

Frodo, come and help an old man.

ANGLE ON: FRODO comes forward and allows GANDALF to lean on him.

GANDALF

How is your shoulder?

FRODO

Better than it was.

GANDALF stops.

(CONTINUED)

CONTINUED:

GANDALF

And the Ring? You feel its power growing, don't you? I've felt it too. You must be careful now. Evil will be drawn to you from outside the Fellowship. And, I fear, from within.

ANGLE ON: BOROMIR passes them. They glance at him.

FRODO

(subdued)

Who then do I trust?

GANDALF

You must trust yourself. Trust your own strengths.

FRODO

What do you mean?

GANDALF

There are many powers in this world for good or for evil. Some are greater than I am. And against some I have not yet been tested.

CLOSE ON: GIMLI comes to the top of the path and looks in WONDER.

GIMLI

(in awe)

The Walls of Moria!

WIDE ON: The FELLOWSHIP stands before a looming cliff cut into a sheer formation.

EXT. MORIA GATE - NIGHT

Footing is treacherous on the narrow strips of green and greasy stones.

ANGLE ON: GIMLI taps the WALL with his axe, listening. GANDALF does the same with his staff.

GIMLI

Dwarf doors are invisible when closed.

(CONTINUED)

CONTINUED:

GANDALF

Yes, Gimli, their own masters cannot find them if their secrets are forgotten.

LEGOLAS

Why doesn't that surprise me?

CLOSE ON: GIMLI sniffs with disgust at the comment.

ANGLE ON: GANDALF approaches the smooth rock wall between TWO TWISTED, GNARLED TREES ... slowly, faint lines appear like slender veins of luminous silver running through the stone.

GANDALF

Isildin ... it mirrors only starlight and moonlight.

ANGLE ON: A LARGE MOON rises over the mountains.

ANGLE ON: The lines on the wall grow BROADER and CLEARER, forming a glowing arch of interlacing ancient letters and symbols.

GANDALF (CONT'D)

It reads, "The door of Durin, Lord of Moria. Speak, friend, and enter."

MERRY

What do you suppose that means?

GANDALF

(confident)

It's simple. If you are a friend, you speak the password and the doors will open.

GANDALF raises his arms...

GANDALF (CONT'D)

(incanting)

Annon Edhellen, edro hi ammen!

Gate of the Elves, open now for me!

The cliff towers into the night, the wind blows cold, FRODO shivers... and the door stands fast. Undaunted, GANDALF raises his arms again...

(CONTINUED)

CONTINUED: (2)

GANDALF

Fennas Nogothrim, lasto beth lammen.

Doorway of the Dwarf-folk, listen
to the word of my tongue.

PIPPIN

Nothing's happening.

ANGLE ON: GANDALF glances at him, annoyed. He begins to push on the doors, but they remain fast.

GANDALF

I once knew every spell in all
the tongues of Elves, Men, and
Orcs.

PIPPIN

What are you going to do, then?

GANDALF

(angrily)

Knock your head against these doors,
Peregrin Took! And if that does not
shatter them, and I am allowed a little
peace from foolish questions, I will
try to find the opening words.

LATER:

GANDALF CONTINUES...

MUMBLING spells in his efforts to open the door.

GANDALF

(wearily)

Ando Eldarinwa ... a lasta quettanya,
Fenda Casarinwa...

Gate of Elves ... listen to my word,
Threshold of Dwarves...

ANGLE ON: SAM packs pots and pans at his feet ... watching sadly as ARAGORN unsaddles BILL THE PONY.

CLOSE ON: ARAGORN whispering to BILL THE PONY.

(CONTINUED)

CONTINUED:

ARAGORN

(whispering)

Mines are no place for a Pony, even one
so brave as Bill.

SAM

Bye, Bill.

ARAGORN

Go on, Bill, go on ... don't worry,
Sam ... he knows his way home.

ARAGORN slaps BILL on the rump ... BILL goes trotting off.

CLOSE ON: SAM watching BILL disappear into the darkness.

SPLASH! MERRY and PIPPIN are tossing stones into the lake. BLACK
RIPPLING RINGS slowly fan out. PIPPIN is about to throw another
stone, but ARAGORN grabs his arm.

ARAGORN

(ominous)

Do not disturb the water.

ARAGORN watches anxiously as the RIPPLES appear to grow ... he
exchanges a look with BOROMIR.

ARAGORN'S hand creeps towards his sword.

ANGLE ON: GANDALF gives up in despair ... he sits down beside
FRODO.

CLOSE ON: FRODO peers at the ELVISH INSCRIPTION ... his face
breaks into a smile of comprehension.

FRODO

(quietly)

It's a riddle...

GANDALF raises his eyebrows...

FRODO

Speak, friend, and enter. What's the
Elvish word for friend?

GANDALF

Oh mellon.

(CONTINUED)

CONTINUED: (2)

With that, the rock face silently divides in the middle and TWO GREAT DOORS swing outwards ... revealing a blackness deeper than night. As the FELLOWSHIP enter the BLACKNESS something in the water stirs...

INT. MORIA GATE - NIGHT

The FELLOWSHIP step warily into the darkness of MORIA ... a DARK CAVERN, with winding steps leading deeper into the mountain.

GIMLI

Soon, Master Elf, you will enjoy the fabled hospitality of the Dwarves; roaring fires, malt beer, red meat off the bone! This, my friend, is the home of my cousin Balin ... And they call this a mine.

(snorting)

A mine!

ANGLE ON: A GLOW from GANDALF'S STAFF suddenly lights the chamber ... The FELLOWSHIP recoil in HORROR! Many DWARF SKELETONS are strewn about, clearly in the dead of some old battle ... the rusting armor and shields are peppered with arrows and axes

BOROMIR

(grimly)

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

GIMLI

(in horror)

Oh ... no ... no ... no...!

LEGOLAS pulls a crude arrow out of a SKELETON.

LEGOLAS

Goblins.

The FELLOWSHIP draw swords and back away, towards the ENTRANCE.

BOROMIR

We make for the Gap of Rohan. We should never have come here.

EXT. MORIA GATE - NIGHT

ANGLE ON: FRODO is suddenly PULLED TO THE GROUND! A LONG SINUOUS TENTACLE is wrapped around FRODO'S ankle and is dragging him towards the lake!

(CONTINUED)

CONTINUED:

FRODO CRIES OUT as ARAGORN and BOROMIR rush forward! ARAGORN severs the TENTACLE holding FRODO, and pulls him to safety ... BOROMIR hacks at the other WRITHING LIMBS, 20 more tentacles ripple out of the LAKE! The dark water BOILS as the hideous beast lashes out at the FELLOWSHIP!

Again the creature grabs FRODO and pulls him to the lake. FRODO is flung in the air as the FELLOWSHIP battle the creature. ARAGORN hacks at a tentacle ... FRODO is released, falling into BOROMIR'S arms.

GANDALF

Into the mines!

BOROMIR

Legolas!

LEGOLAS shoots an ARROW into the creature's head, gaining a few vital seconds for ARAGORN and BOROMIR as they race out of the water with FRODO. The FELLOWSHIP hurriedly back away from the CREATURE ... retreating into the MORIA CHAMBER as many COILING ARMS seize the large doors.

INT. MORIA GATE - NIGHT

With a shattering echo, the creature rips the doors away, creating a rock slide that crashes down the CLIFF FACE. Within seconds, tons of rock seal the doorway ... throwing the FELLOWSHIP into PITCH BLACKNESS.

ANGLE ON: A faint light rises from GANDALF'S staff, throwing a CREEPY GLOW across the old wizard's face.

GANDALF

(ominous)

Now we have but one choice ... we must face the long dark of Moria. Be on your guard ... there are older and fouler things than the Orcs in the deep places of the world.

CUT TO:

INT. NEW CHAMBER, MORIA - NIGHT

WIDE ON: THE FELLOWSHIP crossing a precarious bridge above deep mine workings.

(CONTINUED)

CONTINUED:

GANDALF

Quietly, now. It's a four day journey to the other side. Let us hope that our presence will go unnoticed.

INT. MORIA MITHRIL MINE - NIGHT

ANGLE ON: The FELLOWSHIP enter a CHAMBER with old ropes and ancient ladders.

ANGLE ON: GANDALF touches a shining substance on the wall.

GANDALF

The wealth of Moria was not in gold or jewels but mithril.

GANDALF holds his staff over the expansive drop beside them. The FELLOWSHIP looks down.

ANGLE ON: The ENDLESS DEPTH of the mine. A FAINT, BLUE GLOW issues from its depths. It looks all but abandoned.

The FELLOWSHIP continues onward.

GANDALF

Bilbo had a shirt of mithril rings that Thorin gave him.

GIMLI

Oh, that was a kingly gift.

GANDALF

Yes. I never told him, but its worth was greater than the value of the Shire.

CLOSE ON: FRODO'S eyes widen.

CUT TO:

INT. MORIA CEMETERY CAVERN - NIGHT

They continue up a steep stair, passing through a DWARF CEMETERY. The graves are despoiled ... DWARF SKELETONS are strewn about and GOBLIN GRAFFITI is scrawled on monuments in DRIED DWARF BLOOD. THE ATMOSPHERE is very sinister.

CUT TO:

INT. MORIA TUNNEL FORK - NIGHT

The path splits into three passages ... each disappearing into dark tunnel. GANDALF pauses, frowning.

GANDALF

I have no memory of this place.

LATER...

THE FELLOWSHIP are nervously waiting ... while GANDALF sits, staring intently at the 3 tunnel mouths in front of him. He appears to be in some kind of trance.

CLOSE ON: FRODO turns at the sound of a faint noise down the tunnel behind them.

PIPPIN

Are we lost?

MERRY

No. I don't think we are. Shhh, Gandalf's thinking.

PIPPIN

Merry!

MERRY

What?

PIPPIN

I'm hungry.

FRODO'S POV: a sudden glimpse of a creature darting in the darkness. FRODO is nervous...he approaches GANDALF.

FRODO

(whispers)

There's something down there.

GANDALF

(quietly)

It's Gollum.

FRODO

Gollum!

GANDALF

He's been following us for three days.

(CONTINUED)

CONTINUED:

TEASING SHOT: An emaciated, leering creature.

FRODO

(disbelieving)

He escaped from the dungeons of Barad-dûr?

GANDALF

Escaped ... or was set loose. And now the Ring has drawn him here ... he will never be rid of his need for it. He hates and loves the Ring, as he hates and loves himself. Sméagol's life is a sad story.

GANDALF catches FRODO'S look of surprise.

GANDALF (CONT'D)

Yes ... Sméagol he was once called ... Before the Ring came to him, before it drove him mad.

GOLLUM'S withered fingers are gripping the cave wall ... his LARGE LUMINOUS eyes blinking with malice.

FRODO

(grim)

It's a pity Bilbo didn't kill him when he had the chance.

GANDALF

Pity? It was pity that stayed Bilbo's hand. Many that live deserve death, and some that die deserve life. Can you give it to them, Frodo?

FRODO frowns.

GANDALF (CONT'D)

Do not be too eager to deal out death in judgment ... even the very wise cannot see all ends. My heart tells me that Gollum has some part to play yet, for good or ill before this is over. The pity of Bilbo may rule the fate of many.

FRODO

I wish the Ring had never come to me ... I wish none of this had happened.

(CONTINUED)

CONTINUED: (2)

GANDALF

So do all who live to see such times,
but that is not for them to decide. All
we have to decide is what to do with
the time that is given to us.

There is a note of finality in GANDALF'S voice.

GANDALF (CONT'D)

There are other forces at work in this
world, Frodo, besides the will of evil.
Bilbo was meant to find the Ring. In
which case, you also were meant to have
it ... and that is an encouraging
thought.

(sudden brightness)

Ah! It's that way.

GANDALF points at the right hand tunnel ... the FELLOWSHIP
scramble to their feet.

MERRY

(relieved)

He's remembered!

GANDALF

No. But the air doesn't smell so foul
down here. If in doubt, Meriadoc,
always follow your nose!

(laughs)

Yes...

INT. DWARROWDELF CHAMBER, MORIA - DAY

The FELLOWSHIP pass under an arched doorway into a black and
empty space. GANDALF pauses...

GANDALF

Let me risk a little more light.

GANDALF taps his staff ... for a brief moment a light blazes ...
like a silent FLASH OF LIGHTNING. GREAT SHADOWS spring up and
flee...

GANDALF

Behold! The great realm and Dwarf-city
of Dwarrowdelf.

(CONTINUED)

CONTINUED:

ANGLE ON: FRODO gasps at the brief sight of a roof, far above their heads, upheld by many mighty pillars of stone.

Before them stretches a huge empty hall, with black walls, polished and smooth as glass.

SAM

Well, there's an eye opener and no mistake!

Ahead of them, a wooden door has been smashed. BLACK ARROWS are embedded in the timbers. TWO GOBLIN SKELETONS lie in the doorway. GIMLI rushes ahead...

GANDALF

Gimli!!

CUT TO:

INT. BALIN'S TOMB, MORIA - DAY

GIMLI rushes into another vast empty chamber ... lit with a narrow shaft of sunlight, beaming in from a small hole near the roof. DWARF AND GOBLIN SKELETONS are piled high. In the far corner sits a stone walled WELL. A SHAFT OF LIGHT falls directly onto a stone table in the middle of the room: a single oblong block, about 4 feet high, topped with a great slab of white stone. GIMLI falls to his knees...

GIMLI

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

GIMLI sobs.

GANDALF quietly reads an inscription of runes, carved onto the white stone slab.

GANDALF

"Here lies Balin, son of Fundin, Lord of Moria." He is dead, then. It's as I feared.

GIMLI

(chanting softly, sobbing)
Kilmin malur ni zaram kalil ra
narag. Kheled-zâram ... Balin
tazlifi.

(CONTINUED)

CONTINUED:

GANDALF carefully lifts the rotting remains of a book from the white stone slab. It has been slashed and stabbed ... and appears to be covered in DRIED BLOOD. The pages crack and break as he opens it.

LEGOLAS

(urgent whisper to Aragorn)

We must move on. We cannot linger.

GANDALF

(reading)

"They have taken the Bridge and the second hall: we have barred the gates ... but cannot hold them for long ... the ground shakes ... drums drums in the deep ... we cannot get out. A shadow moves in the dark. Will no-one save us? They are coming."

ANGLE ON: Unnerved, PIPPIN backs away nervously ... He stumbles against the well, sending a precariously balanced ARMORED SKELETON tumbling in!

MERRY reaches out, GRABBING hold of PIPPIN before he falls. THE FELLOWSHIP freeze in stunned silence as the armored skeleton clatters down the deep well ... echoing loudly!

ANGLE ON: GANDALF turns angrily on PIPPIN.

GANDALF

(angrily)

Fool of a Took! Throw yourself in next time, and rid us of your stupidity!

ANGLE ON: PIPPIN, CHASTENED.

They fall silent. A low rolling BOOM rises from the depths below ... growing louder ... BOOM ... BOOM ... as if the caverns of MORIA were turned into a vast drum. A great horn blasts nearby ... ANSWERING horns ... running feet ... harsh cries ...

CLOSE ON: SAM'S eyes glance at FRODO'S belt...

SAM

(worried)

Mr. Frodo!

(CONTINUED)

CONTINUED: (2)

ANGLE ON: FRODO looks down. A cold blue glow is emanating from STING'S SCABBARD! FRODO draws the SWORD ... and stares at its glowing blade!

LEGOLAS

Orcs!

ARAGORN

(to the Hobbits)

Get back! Stay close to Gandalf.

ARAGORN and BOROMIR slam and wedge the doors. BOROMIR catches sight of something; he turns to ARAGORN with shock in his eyes.

BOROMIR

They have a cave-troll!

ANGLE ON: GIMLI snatches up two rusty Dwarf axes and leaps onto the tomb.

GIMLI

(yelling)

Let them come! There is one Dwarf yet in Moria who still draws breath!

BOOM! The door bursts open in a shower of wood fragments, and 20 GOBLINS charge into the tomb, followed by a HUGH CAVE TROLL!

ANGLES ON: GIMLI ducks a blow and immediately buries his AXES in 2 GOBLIN HELMETS. ARAGORN and BOROMIR wade into the mass of GOBLINS with their swords. LEGOLAS fires deadly arrows into GOBLIN throats, desperately trying to SHIELD the HOBBITS! GANDALF is clutching his sword, GLAMDRING, and joins in the battle!

ANGLES ON: The CAVE TROLL is sweeping his club at ARAGORN ... who stumbles backwards ... the huge club descends for the killing blow ... SUDDENLY, in a FLASH OF STEEL, BOROMIR'S long sword SLICES into the SCALY ARM of the TROLL; it rears back, SPEWING GREEN BLOOD!

ANGLES ON: SAM is backed up against a wall .. a sword in one hand, a SAUCEPAN in the other. In desperation he swings wildly at a GOBLIN with the saucepan! It keels over ... SAM looks surprised. He wallops another GOBLIN and it too, drops.

SAM

I think I'm getting the hang of this.

(CONTINUED)

CONTINUED: (3)

ANGLE ON: The CAVE TROLL lunges forward, thrusting at FRODO'S chest with his spear.

FRODO
Aragorn! Aragorn!

SAM screams as FRODO is lifted off his feet by the spear tip and slammed against the wall.

ARAGORN
(shocked yell)
Frodo!

ANGLES ON: The HOBBITS go crazy. SAM slashes at the CAVE TROLL'S knee, bringing him down ... MERRY and PIPPIN jump on him ... LEGOLAS fires an arrow ... and the CAVE TROLL topples, dead.

ANGLE ON: ARAGORN rushes to FRODO'S side as he slumps to the floor ... FRODO appears to be dead.

CLOSE ON: GANDALF, ARAGORN, HOBBITS looking horrified...

SUDDENLY, FRODO coughs ... takes a huge breath.

SAM
He's alive.

FRODO
I'm all right. I'm not hurt.

ARAGORN
You should be dead. That spear would have skewered a wild boar.

GANDALF
I think there's more to this Hobbit than meets the eye.

ANGLE ON: FRODO opens his shirt to reveal the MITHRIL VEST. The TROLL SPEAR did not pierce the MITHRIL.

GIMLI
Mithril! You are full of surprises,
Master Baggins.

BOOM. BOOM. BOOM. the sound of the drums rings out again!
GANDALF turns to the other.

(CONTINUED)

CONTINUED: (4)

GANDALF

To the bridge of Khazad-Dûm!

CUT TO:

INT. DWARROWDELF CHAMBER, MORIA - DAY

GANDALF leads the FELLOWSHIP into the huge DWARROWDELF CHAMBER.

GANDALF

This way!

They hurry towards a distant door ... as GOBLINS start scuttling down the PILLARS behind them, like cockroaches!

ANGLE ON: FRODO looks with horror at the overwhelming GOBLIN army that's rushing towards them!

SUDDENLY! A deafening roar fills the air! A fiery light dances down the hallway ... the pillars castings eerie shadows.

ANGLES ON: The GOBLINS freeze. They back fearfully away from the approaching beast ... melting into the darkness.

BOROMIR

What is this new devilry?

A HUGE SHADOW, surrounded by FLAME, falls across the hall ... the ground shakes ... an unearthly sound rumbles.

GANDALF

(quietly)

A Balrog ... a demon of the ancient world!

This foe is beyond any of you!

(urgent yell)

Run! Quickly!

CUT TO:

INT. STAIRWAY OF KHAZAD-DÛM, MORIA - DAY

The BALROG, a massive creature rises from a chasm, a great 40-FOOT MAN-BEAST, with a MANE OF FLAMES! In one hand is a BLADE ... like a stabbing TONGUE OF FIRE; in the other, a WHIP of MANY THONGS.

ANGLE ON: ARAGORN leads the FELLOWSHIP to the top of a dizzying stairway ... GANDALF follows, leaning heavily on his staff.

(CONTINUED)

CONTINUED:

CLOSE ON: ARAGORN looks at GANDALF, concerned.

GANDALF

Lead them on, Aragorn! The bridge is near.

ARAGORN hesitates ... GANDALF looks at him.

GANDALF (CONT'D)

Do as I say; Swords are no more use here.

The FELLOWSHIP race down the stairway.

ARAGORN picks up FRODO ... leaping across a gaping chasm ... GANDALF yells to the others.

ANGLE ON: ARAGORN makes to throw GIMLI across the chasm.

GIMLI

Nobody tosses a dwarf!

The BALROG smashes through the wall and spreads its VAST WINGS. It swoops down past the FELLOWSHIP, disappearing into a FLAMING PIT!

CUT TO:

INT. BRIDGE OF KHAZAD-DÛM, MORIA - DAY

The FELLOWSHIP run into the SECOND HALL ... the floor is split with fissures that spit flame.

GANDALF

(yelling)

Over the bridge! Fly!

They race towards the slender bridge of stone ... without kerb or rail ... at the far end of the hall. The FELLOWSHIP recklessly hurry over the dizzying bridge .. but GANDALF ... the last ... pauses in the middle of the span ... he faces the BALROG ... staff in one hand ... GLAMDRING in the other!

ANGLE ON: FRODO looks back in horror:

GANDALF (CONT'D)

You cannot pass!

(CONTINUED)

CONTINUED:

FRODO
(alarmed yell)
Gandalf!

GANDALF
(yelling)
I am a servant of the Secret Fire,
wielder of the flame of Anor. The dark
fire will not avail you, flame of Udûn.

FRODO watches as the BALROG puts one foot on the bridge and draws up to FULL HEIGHT, wings spreading from wall-to-wall. GANDALF is a tiny figure, balanced precariously on the narrow bridge.

GANDALF (CONT'D)
Go back to the Shadow!

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

GANDALF
(booming)
You shall not pass!!

The BALROG places one foot onto the bridge.

ARAGORN
He cannot stand alone! Elendil! I
am with you Gandalf!

BOROMIR
(raising his sword)
Gondor!

ANGLE ON: ARAGORN and BOROMIR race forward, swords drawn.

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

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

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

(CONTINUED)

CONTINUED: (2)

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

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

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

FRODO
(screaming)
Gandalf!

GANDALF
(fierce)
Fly, you fools!

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

FRODO cries out! BOROMIR scoops him up and carries him away!

FRODO
No!

ARAGORN
Gandalf!

They rush towards an archway.

CUT TO:

EXT. DIMRILL DALE DOOR - DAY

The FELLOWSHIP tumble out of the GREAT EASTERN GATE on to a grassy sunlit hillside. SAM, MERRY, and PIPPIN fall slowly to the ground, SOBBING ...

ANGLE ON: ARAGORN turns to LEGOLAS and GIMLI.

ARAGORN
(urgent)
Legolas, get them up.

BOROMIR
Give them a moment ... for pity's sake!

(CONTINUED)

CONTINUED:

ARAGORN

By nightfall these hills will be swarming with Orcs! We must reach the woods of Lothlórien. Come Boromir, Legolas, Gimli, get them up. On your feet, Sam.

ANGLE ON: BOROMIR glances towards FRODO, then back at ARAGORN.

ANGLE ON: FRODO is walking away, as if in a daze.

ARAGORN (CONT'D)

Frodo? Frodo!

CLOSE ON: FRODO SLOWLY TURNS ... a look of numb shock on his devastated face. The FELLOWSHIP marches on.

CUT TO:

EXT. DIMRILL DALE HILLSIDE - DUSK

ARAGORN scours ahead of the COMPANY, as they stumble on in the fading light ... in the distance the shimmer of a large forest can be seen ... LOTHLÓRIEN!

EXT. EDGE OF LOTHLÓRIEN - DUSK

WIDE ON: The FELLOWSHIP run across a forest floor strewn with YELLOW FLOWERS ... above is a ROOF OF GOLDEN LEAVES, held up by SILVER PILLARS ... the TRUNKS of HUGE, GREY TREES.

ANGLE ON: LEGOLAS, taking in the surroundings as if a return home.

LEGOLAS

(musing)

Ah, Lothlórien. The fairest of all the dwellings of my people. There are no trees like the trees of this land, for in autumn the leaves fall not, but turn to gold. Not till the spring comes and the new green opens do they fall, and then the boughs are laden with yellow flowers; and the floor of the wood is golden, and golden is the roof, and its pillars are of silver, for the bark of the trees is smooth and grey. So still our songs in Mirkwood say.

(CONTINUED)

CONTINUED:

ANGLE ON: In contrast, GIMLI looks nervously around...

GIMLI

Stay close, young Hobbits ... they say
a great sorceress lives in these woods.
An Elf-witch of terrible power. All who
look upon her fall under her spell...

CLOSE ON: FRODO hesitates ... a STRANGE VOICE whispers in his
head...

GALADRIEL (V.O.)

Frodo...

GIMLI

And are never seen again!

GALADRIEL (V.O.)

...your coming to us is as the
footsteps of doom. You bring great evil
here, Ring-bearer.

SAM

Mr. Frodo?

GIMLI

Well, here's one Dwarf she won't
ensnare so easily. I have the eyes of a
hawk and the ears of a fox!

The FELLOWSHIP are suddenly surrounded by ARMED ELVES. DEADLY
ARROWS are aimed at their heads. HALDIR, the ELVISH CAPTAIN,
steps forward...

HALDIR

The Dwarf breathes so loud we could
have shot him in the dark.

CUT TO:

INT. CERIN AMROTH, LOTHLÓRIEN - NIGHT

Night is deepening amongst the windy trees. The FELLOWSHIP
stands on a platform in the trees. HALDIR greets them.

(CONTINUED)

CONTINUED:

HALDIR

(Elvish; with subtitles)

Mae govannen, Legolas Thranduilion.

Welcome Legolas, son of Thranduil.

LEGOLAS

(Elvish; with subtitles)

Govannas vîn gwennen le, Haldir o Lórien.

Our Fellowship stands in your debt,
Haldir of Lórien.

ANGLE ON: HALDIR glances at ARAGORN.

HALDIR

(Elvish; with subtitles)

A, Aragorn in Dúnedain istannen le
ammen.

Oh, Aragorn of the Dúnedain, you
are known to us.

ARAGORN

Haldir.

GIMLI

So much for the legendary courtesy
of the Elves! Speak words we can
also understand!

HALDIR

We have not had dealings with the
Dwarves since the Dark Days.

GIMLI

And you know what this Dwarf says
to that? Ishkhaqwi ai durugnul!

I spit on your grave!

ANGLE ON: ARAGORN takes GIMLI by the arm.

ARAGORN

(stern)

That was not so courteous.

HALDIR moves on to FRODO.

(CONTINUED)

CONTINUED: (2)

HALDIR

You bring great evil with you.

(to ARAGORN)

You can go no further.

HALDIR walks away.

ANGLE ON: SAM and PIPPIN turn to look at FRODO. FRODO appears uncomfortable.

LATER...

The FELLOWSHIP sit while ARAGORN speaks with HALDIR.

ARAGORN

Boe ammen veriad lân. Andelu i ven!

We need your protection. The road
is fell!

HALDIR whispers back inaudibly.

ARAGORN

Merin le telim.

I wish we may come with you.

HALDIR answers quietly, again so that only ARAGORN can hear his words.

ARAGORN

Henio, aníron boe ammen i dulu
lân!

Please, understand, we need
your support!

ANGLE ON: FRODO looks to the remainder of the FELLOWSHIP. As they meet his eyes, they look away, as if he has become a scourge to them.

ANGLE ON: ARAGORN continues to argue loudly with HALDIR.

ANGLE ON: FRODO, looking at his friends, sees blame that does not truly exist anywhere but in his mind. He is alone, it seems.

ANGLE ON: ARAGORN pleads with HALDIR.

(CONTINUED)

CONTINUED: (3)

ARAGORN

Andelu i ven.

The road is very dangerous.

ANGLE ON: BOROMIR approaches FRODO.

BOROMIR

Gandalf's death was not in vain.
nor would he have you give up hope.
You carry a heavy burden, Frodo.
Don't carry the weight of the dead.

HALDIR stands before FRODO.

HALDIR

Very well. Here we will stay awhile,
and come to the city of Galadhrim on
the morrow.

INT. CERIN AMROTH, LOTHLÓRIEN - DAY

ANGLE ON: SAM and FRODO sit on one of the many platforms in the trees at CERIN AMROTH. SAM suddenly looks up and around, with a puzzled expression. He rubs his eyes.

FRODO

What is it?

SAM

It's an odd thing, Mr. Frodo. It's
sunlight and bright day, right enough.
I thought that Elves were all for moon
and stars. But this is more Elvish than
anything I ever heard tell of. I feel
as if I was inside a song, if you take
my meaning.

HALDIR

(from behind them)

You feel the power of the Lady of
Galadhrim. Would it please you to
climb with me up Cerin Amroth?

WIDE ON: FRODO and SAM follow HALDIR up a long series of platforms until they reach the pinnacle of the trees.

(CONTINUED)

CONTINUED:

ANGLE ON: FRODO and SAM approach the edge of a high platform and look out in wonder.

HIGH WIDE SHOT: MIDDLE EARTH stretches out for miles and miles to the NORTH. Far to the NORTH, a shadow lingers over the FOREST OF MIRKWOOD.

ANGLE ON: HALDIR points the HOBBITS' gaze to the dark cloud.

HALDIR

There lies the fastness of Southern Mirkwood. It is clad in a forest of dark fir, where the trees strive one against another and their branches rot and wither. In the midst upon a stony height stands Dol Guldur, where long the hidden Enemy had his dwelling. We fear that now it is inhabited again, and with power sevenfold. A black cloud lies often over it of late.

PAN ON WIDE SHOT: From ORTHANC to the WEST across the magnificent view to MORDOR and BARAD-DÛR in the EAST.

HALDIR (CONT'D)

In this high place you may see the two powers that are oppose one to another; and ever they strive now in thought, but whereas the light perceives the very heart of the darkness, its own secret has not been discovered. Not yet.

ANGLE ON: HALDIR leaves the high place. With a final look, FRODO and SAM follow.

INT. CERIN AMROTH, LOTHLÓRIEN - DAY

CLOSE ON: A SMALL GOLDEN FLOWER in someone's hand.

ANGLE ON: ARAGORN, admiring the beauty of this flower.

ARAGORN

Arwen vanimelda, namárië.

ANGLE ON: FRODO approaches. ARAGORN sighs, and then turns to FRODO and smiles.

(CONTINUED)

CONTINUED:

ARAGORN

Here is the heart of Elvendom on earth,
and here my heart dwells ever, unless
there be a light beyond the dark roads
that we still must tread, you and I.

FRODO

Do you believe we may yet succeed
in our quest?

ARAGORN

We shall endure to the last.

CUT TO:

EXT. LOTHLÓRIEN HILLTOP - DAY

HALDIR leads the FELLOWSHIP onto a HILL TOP. They look with wonderment at the vista spread before them.

WIDE ON: Several miles towards the SOUTH, a LARGE HILL rises out of the woods. Upon the hill rise many mighty MALLORN TREES, taller than any others ... NESTLED high in the crown of the mallorns is a BEAUTIFUL CITY. It GLEAMS in the low rays of the late afternoon ... green, gold, and silver. To the east of CARAS GALADHON, the WOODS of LÓRIEN run down the pale gleam of ANDUIN, the great river.

Beyond the RIVER, the land appears flat and empty, formless and vague, until far away, it rises again like a dark dreary wall. The SUN that lies on LOTHLÓRIEN has not power to enlighten the shadows that lie beyond.

HALDIR

Caras Galadon. The heart of Elvendom on earth. This is the city of Galadhrim where dwell the Lord Celeborn and of Galadriel, Lady of Light.

CUT TO:

EXT. CELEBORN'S CHAMBER, CARAS GALADHON - NIGHT

ANGLE ON: THE FELLOWSHIP step onto a wide fleet filled with a soft light. The walls are green and silver, the roof gold and in its midst is the trunk of the mighty MALLORN TREE, now tapering toward its crown.

(CONTINUED)

CONTINUED:

ANGLE ON: CELEBORN steps forward to greet the guests. His hair is long and silver, his face grave and beautiful, with no sign of age upon it. Next to him stands GALADRIEL, the LADY OF THE ELVES. She has hair of deep gold and timeless unsurpassed beauty.

ANGLE ON: CELEBORN looks hard at ARAGORN...

CELEBORN

The enemy knows you have entered here.
 What hope you had in secrecy is now gone. Eight there are here, yet nine there were set out from Rivendell.
 Tell me, where is Gandalf? For I much desire to speak with him. I can no longer see him from afar.

ANGLE ON: FRODO looks at GALADRIEL, standing silently beside CELEBORN.

GALADRIEL

(softly aloud)

Gandalf the Grey did not pass the borders of this land. He has fallen into Shadow.

LEGOLAS

He was taken by both Shadow and flame.
 A Balrog of Morgoth. For we went needlessly into the net of Moria.

ANGLE ON: The FELLOWSHIP bow their heads in sadness at the memory of GANDALF.

ANGLE ON: CELEBORN appears surprised.

GALADRIEL

Needless were none of the deeds of Gandalf in life. We do not yet know his full purpose.

GALADRIEL surveys the face of the FELLOWSHIP.

CLOSE ON: GIMLI looks up as GALADRIEL addresses him.

(CONTINUED)

CONTINUED: (2)

GALADRIEL

Do not let the great emptiness of
Khazad-dûm fill your heart Gimli, son
of Glóin. For the world has grown full
of peril, and in all lands, love is now
mingled with grief.

ANGLE ON: GALADRIEL looks over the FELLOWSHIP again to meet her
gaze with BOROMIR'S.

CLOSE ON: BOROMIR is suddenly fearful and nervous.

CLOSE ON: GALADRIEL'S eyes piercing BOROMIR.

ANGLE ON: BOROMIR turns away from her.

ANGLE ON: GALADRIEL'S gaze remains on him for a moment before
turning to CELEBORN.

CELEBORN

What now becomes of this Fellowship?
Without Gandalf, hope is lost.

ANGLE ON: GALADRIEL looks to ARAGORN.

GALADRIEL

The quest stands upon the edge of a
knife. Stray but a little and it will
fail, to the ruin of all... Yet hope
remains while the company is true.

GALADRIEL'S eyes settle on SAM.

GALADRIEL

Do not let your hearts be troubled. Go
now and rest, for you are weary with
sorrow and much toil.

GALADRIEL'S eyes turn to FRODO ... her voice fades.

GALADRIEL

Tonight you will sleep in peace.
(whispered v/o)
Welcome, Frodo of the Shire...

CLOSE ON: FRODO looks at GALADRIEL.

(CONTINUED)

CONTINUED: (3)

SUDDEN INSERT: GALADRIEL as she is on the other side ...
POWERFUL, DIVINE ... no longer of this world ... a PIERCING
white light surrounds her.

GALADRIEL (V.O.) (CONT'D)
...one who has seen the eye.

CUT TO:

EXT. CARAS GALADON, LOTHLÓRIEN - NIGHT

GIMLI, LEGOLAS, MERRY, PIPPIN, FRODO, and SAM are in a pavilion
set among the trees near the fountain. They lie on soft couches
as ELVES leave food and wine for them. MOURNFUL SINGING drifts
down from the trees above.

LEGOLAS
(sadly)
A lament for Gandalf...

MERRY
What do they say about him?

LEGOLAS
I have not the heart to tell you. For me,
the grief is still too near.

ANGLE ON: FRODO lies on his bed watching the others. SAM works
with PIPPIN.

SAM
I bet they don't mention his
fireworks. There should be a verse
about them.

ANGLE ON: SAM stands up to add his own verse to the ELVEN SONG.

SAM
*The finest rockets ever seen
They burst in stars of blue and green
Or after thunder, silver showers
Come falling like a rain of flowers.
Oh, that doesn't do them justice
by a long road.*

SAM sits down, frustrated and disappointed with himself.

(CONTINUED)

CONTINUED:

ANGLE ON: BOROMIR is sitting alone ... ARAGORN approaches him.

ARAGORN

Take some rest. These borders are well protected.

ANGLE ON: Moonlight catches the trace of tears on BOROMIR'S face. ARAGORN kneels beside him.

BOROMIR

I will find no rest here. I heard her voice inside my head. She spoke of my father and the fall of Gondor. She said to me, "Even now, there is hope left." But I cannot see it ... it is long since we had any hope.

CLOSE ON: BOROMIR looks at ARAGORN in despair.

BOROMIR (CONT'D)

My father is a noble man, but his rule is failing, and our ... our people lose faith. He looks to me to make things right ... and I would do it, I would see the glory of Gondor restored. Have you ever seen it, Aragorn? The White Tower of Ecthelion, glimmering like a spike of pearl and silver, its banners caught high in the morning breeze ... have you ever been called home by the clear ringing of silver trumpets?

ARAGORN

I have seen the White City ... long ago.

BOROMIR feels ARAGORN'S love for MINAS TIRITH and takes heart.

BOROMIR

One day, our paths will lead us there, and the tower guard will take up the call "the Lords of Gondor have returned."

ARAGORN returns BOROMIR'S smile ... betraying his disquiet sadness only when BOROMIR looks away.

LATER...

The FELLOWSHIP are asleep on their beds. GIMLI is snoring loudly.

CLOSE ON: BARE FEET treads soundlessly across the lawn.

CLOSE ON: FRODO'S EYES FLICKER OPEN ... as if by instinct.

ANGLE ON: GALADRIEL, her WHITE dress glowing in the moonlight, glances at him. FRODO follows her ... as if drawn by an invisible force.

EXT. GALADRIEL'S GLADE, LOTHLÓRIEN - NIGHT

Upon a low stone pedestal, carved like a branching tree, sits a shallow SILVER BASIN. GALADRIEL leads FRODO into the small GLADE.

GALADRIEL

Will you look into the mirror?

ANGLE ON: FRODO looks with apprehension at the silver basin.

FRODO

(warily)

What will I see?

GALADRIEL pours water into the basin from a silver jug ... a GLOW rises from the water.

GALADRIEL

Even the wisest cannot tell. For the mirror shows many things ... things that were ... things that are ... and some things that have not yet come to pass.

FRODO slowly steps up to the PEDESTAL ... he peers into the glossy surface. The night sky is reflected in the water ... suddenly a figure takes form ... the bowed figure of an OLD MAN, CLAD IN WHITE ROBES. He walks down a long road. FRODO leans closer to the mirror's surface.

CLOSE ON: GANDALF LIFTS HIS HEAD AND LOOKS DIRECTLY AT FRODO!

FRODO gasps, his face lighting up with hope.

FRODO

(joyous)

Gandalf!

(CONTINUED)

CONTINUED:

GANDALF looks at FRODO with a fierce intensity. FRODO reaches out his hand toward the surface of the mirror. Suddenly the image flares, burning out to white.

THE VISION SHIFTS ... FRODO gasps in horror! The SHIRE is in ruins!

THE IMAGE SUDDENLY WIDENS TO FILL THE SCREEN ... buildings burning ... bodies strewn about ... DARK SHAPES of ORCS looting and destroying ... BAG END, billowing in flames! The Party Tree is hacked down.

ANGLE ON: FRODO reels back as the mirror seems to grow. The nightmarish image sweeps past his head, engulfing him entirely.

IMAGE: HOBBITON ... now an INDUSTRIAL WASTELAND. The fields and trees destroyed ... replaced with BRICK FACTORIES belching smoke!

IMAGE: ORCS brutally herd manacled HOBBITS into the FACTORIES! We see SAM ... MERRY ... and ROSIE COTTON. SOOT-STAINED and SOBBING, they disappear into the factory hellhole!

SUDDENLY, the mirror goes dark ... and out of the black abyss a SINGLE EYE GROWS.

CLOSE ON: FRODO IS FROZEN. Unable to move or cry out. The RING dangles from his neck, inches above the water ... not shimmering with curls of steam. FIRE erupts around the EYE.

WITH A YELL, FRODO pushes himself away from the pedestal and collapses on the ground. Light instantly fades from the mirror. FRODO comes to his senses ... he is shocked.

ANGLE ON: GALADRIEL stands still as a statue, unmoved, untouched by the horror.

GALADRIEL

I know what it is you saw ... for it is also in my mind. It is the future, Frodo. It is what will come to pass if you should fail.

GALADRIEL looks at FRODO intensely ... FRODO looks down ... in his hand he is clutching the RING. FRODO looks up at GALADRIEL.

(CONTINUED)

CONTINUED: (2)

GALADRIEL (CONT'D)

The Fellowship is breaking. It is already begun. He will try to take the Ring. You know of whom I speak. One by one, it will destroy them all.

FRODO (V.O.)

If you ask it of me, I will give you the One Ring.

GALADRIEL

You offer it to me freely ... I do not deny that my heart has greatly desired this.

GALADRIEL suddenly seems to rise in stature before FRODO'S eyes. FRODO is suddenly afraid of her.

GALADRIEL

In place of the Dark Lord, you would have a Queen, not dark, but beautiful and terrible as the Dawn. Treacherous as the Sea! Stronger than the foundations of the earth ... All shall love me and despair!

ANGLE ON: FRODO takes a step away from GALADRIEL...

ANGLE ON: GALADRIEL suddenly laughs ... a slender ELF-WOMAN once more, clad in simple white, her voice soft and sad.

GALADRIEL (CONT'D)

(gently)

I pass the test.

(laughs)

I will diminish, and go into the West, and remain Galadriel.

ANGLE ON: FRODO'S confidence drains away.

FRODO

I cannot do this alone.

GALADRIEL

You are a Ring-bearer, Frodo. To bear a Ring of Power is to be alone.

(CONTINUED)

CONTINUED: (3)

CLOSE ON: GALADRIEL raises her hand to show FRODO her own RING.

GALADRIEL (CONT'D)

This is NENYA, the Ring of Adamant. And
I am its keeper.

GALADRIEL lowers her hand, hiding NENYA once more.

GALADRIEL (CONT'D)

This task was appointed to you. And
if you do not find a way, no one will.

ANGLE ON: FRODO realizes what her message is.

FRODO

Then I know what I must do. It's
just I'm afraid to do it.

GALADRIEL kneels down to FRODO'S height, staring at him
intently.

GALADRIEL

Even the smallest person can change
the course of the future.

CLOSE ON: THE RING lies in the palm of FRODO'S hand ... his
fingers close over it.

CUT TO:

INT. ORTHANC CHAMBER - DAY

NAKED, LURTZ'S eyes follow SARUMAN, alight with a mean
intelligence.

SARUMAN

(smiles)

Do you know how Orcs first came into
being? They were Elves once. Taken by
the Dark Powers ... tortured and
mutilated ... a ruined and terrible
form of life. And now perfected. My
fighting Uruk-Hai. Whom do you serve?

LURTZ

(guttural rasp)

Saruman.

INT. CAVERNS BELOW ISENGARD - DAY

QUICK CUTS: LURTZ is quickly armored ... BREASTPLATE ... LEG GUARDS, HELMET ... a sword is thrust in LURTZ'S hand. The URUK-HAI are smearing themselves in white paint ... a creepy ritualistic ceremony ... the WHITE HAND OF ISENGARD is smeared on bodies, faces, and armor.

ANGLE ON: SARUMAN addresses a crowd of 200 fully-armed URUK-HAI.

SARUMAN

Hunt them down. Do not stop until they are found. You do not know pain. You do not know fear. You will taste man-flesh.

SARUMAN turns to LURTZ.

SARUMAN (CONT'D)

(coldly)

One of the Halflings carries something of great value ... bring them to me ... alive and unspoiled ... kill the others.

EXT. ISENGARD - DAY

LURTZ is leading 200 URUK-HAI out of ISENGARD ... they run fast, their powerful legs carrying them at speed.

EXT. SILVERLODE RIVER BANK - DAWN

The mists of morning lay heavily along the river. Bare-branched trees arch through the fogs, stray beams of light falling on the cold, blue waters.

ANGLE ON: GALADRIEL approaches the bank in an elegant ship, carved in the likeness of a swan.

DISSOLVE TO:

EXT. SILVERLODE SHORE, LOTHLÓRIEN - DAWN

CLOSE ON: An green, silver-veined ELVEN LEAF-BROOCH is clasped.

ANGLE ON: ELVES clasp ELVEN CLOAKS around on the FELLOWSHIP, each with a leaf-brooch.

CELEBORN (V.O.)

Never before have we clad strangers in the garb of our own people.

(CONTINUED)

CONTINUED:

ANGLE ON: CELEBORN addresses the FELLOWSHIP.

CELEBORN (CONT'D)

May these cloaks help shield you from unfriendly eyes.

EXT. SILVERLODE RIVER BANK, LOTHLÓRIEN - DAWN

ANGLE ON: LEGOLAS grabs a couple of packs and puts them in an Elven boat. MERRY and PIPPIN look up as he pulls a small piece of bread from one of the packs.

LEGOLAS

Lembas. Elvish waybread.

He takes a bite.

LEGOLAS

One small bite is enough to fill the stomach of a grown Man.

He stuffs the remaining piece back in the pack and places it in the boats.

ANGLE ON: MERRY and PIPPIN nod as he walks away.

MERRY

How many did you eat?

PIPPIN

Four.

MERRY nods and picks at his teeth. PIPPIN belches.

ANGLES ON: The FELLOWSHIP continue to load the boats for their journey ... LEGOLAS helps GIMLI into a boat ... SAM crawls into another boat and quickly reveals he has no measure of sea legs.

CELEBORN (V.O.)

Every league you travel south, the danger will increase. Mordor Orcs now hold the eastern shore of the Anduin. Nor will you find safety on the western bank.

EXT. SILVERLODE SHORE, LOTHLÓRIEN - DAWN

ANGLE ON: CELEBORN and ARAGORN walks toward the RIVER.

CELEBORN

Strange creatures bearing the White
Hand have been seen on our borders.
Seldom do Orcs journey in the open
under the sun, yet these have done so.

CLOSE ON: CELEBORN holds a DAGGER out the ARAGORN. ARAGORN takes the dagger and unsheathes it. It is a beautiful, yet deadly work of art.

CELEBORN

(Elvish; subtitled)

Le aphadar aen.

You are being tracked.

ANGLE ON: ARAGORN replaces the dagger in its sheath.

CELEBORN

By river you have the chance of
outrunning the enemy to the Falls of
Rauros.

EXT. SILVERLODE RIVER BANK - DAWN

The FELLOWSHIP are in three small ELVEN BOATS. ELVES quietly watch them depart.

CLOSE ON: LEGOLAS, remembering...

GALADRIEL (V.O.)

My gift for you, Legolas, is a bow of
the Galadhrim. Worthy of the skill of
our woodland kin.

INSERT FLASHBACK

ANGLE ON: LEGOLAS lifts an elegant BOW and tests its strength.

ANGLE ON: GALADRIEL smiles and walks to MERRY and PIPPIN.

ANGLE ON: MERRY removes a dagger from its sheathe and gazes upon it.

(CONTINUED)

CONTINUED:

GALADRIEL (V.O.) (CONT'D)
 These are the daggers of the Noldorin.
 They have already seen service in war.

ANGLE ON: PIPPIN looks upon his gift with the fear he may have to use it. He casts his eyes upon GALADRIEL.

GALADRIEL (V.O.) (CONT'D)
 Do not fear, young Peregrin Took.
 You will find your courage.

END FLASHBACK

CLOSE ON: MERRY and PIPPIN ride expressionless in their boat.

CLOSE ON: SAM, remembering...

GALADRIEL (V.O.) (CONT'D)
 And for you, Samwise Gamgee, Elven
 rope made of hithlain.

INSERT FLASHBACK

ANGLE ON: SAM bows to her, accepting his gift.

SAM
 Thank you, my lady.

He looks at MERRY and PIPPIN, and then back to GALADRIEL.

SAM
 (hesitantly)
 Have you run out of those nice, shiny
 daggers?

GALADRIEL smiles, and SAM holds onto his rope, embarrassed. She moves on to GIMLI, who stares at the ground in her presence.

GALADRIEL
 And what gift would a Dwarf ask of the
 Elves?

ANGLE ON: GIMLI shakes his head quickly.

GIMLI
 Nothing.

He looks up at her.

(CONTINUED)

CONTINUED: (2)

GIMLI (CONT'D)

Except to look upon the lady of the
Galadhrim one last time for she is
more fair than all the jewels beneath
the earth.

ANGLE ON: GALADRIEL laughs. GIMLI scowls at his foolishness and
turns away. He recovers and turns back to her.

GIMLI (CONT'D)

Actually... There was one thing. No,
no, I couldn't. It's quite impossible.
Stupid to ask.

END FLASHBACK

CLOSE ON: GIMLI rides silently before LEGOLAS. He closes his
eyes, allowing the memory to flood into his head.

CLOSE ON: ARAGORN, remembering...

INSERT FLASHBACK

ANGLE ON: GALADRIEL stands before ARAGORN.

GALADRIEL

I have nothing greater to give than
the gift you already bear.

CLOSE ON: She touches the EVENSTAR PENDANT ARAGORN wears.

GALADRIEL (CONT'D)

(in Elvish; subtitled)

Am meleth dîn. I ant e-guil Arwen
Undómiel ... pelitha.

For her love, I fear the grace of
Arwen Evenstar ... will diminish.

ARAGORN

(in Elvish; subtitled)

Aníron i e broniatha ar periatham
amar hen. Aníron e ciratha a
Valannor.

I would have her leave these shores,
and be with her people. I would have
her take the ship to Valinor.

(CONTINUED)

CONTINUED: (3)

GALADRIEL

That choice is yet before her. You have your own choice to make, Aragorn.

ANGLE ON: ARAGORN straightens before her.

GALADRIEL (CONT'D)

To rise above the height of all your fathers since the days of Elendil or to fall into darkness with all that is left of your kin.

Silence follows ... branches shake ... a spider web's glimmering strands sway in the wind.

ANGLE ON: GALADRIEL glances at the pendant, and smiles.

GALADRIEL (CONT'D)

(in Elvish; subtitled)

Namárië.

Farewell.

ANGLE ON: ARAGORN bows to her and turns to leave. GALADRIEL stops him.

GALADRIEL (CONT'D)

(in Elvish; subtitled)

Nadath nâ i moe cerich. Dan ...
ú-'eveditham, Elessar.

There is much you have yet to do.
We shall not meet again, Elessar.

END FLASHBACK

CLOSE ON: FRODO rides at the head of his boat.

GALADRIEL (V.O.)

Farewell, Frodo Baggins.

INSERT FLASHBACK

GALADRIEL gives FRODO a small CRYSTAL PHIAL.

GALADRIEL (CONT'D)

I give you the light of Eärendil,
our most beloved star.

(CONTINUED)

CONTINUED: (4)

GALADRIEL leans over and kisses his head.

END FLASHBACK

As the FELLOWSHIP'S boats drift past, GALADRIEL stands alone, watching from the banks of the river. In his head, FRODO still hears her voice...

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

May it be a light for you in dark
places, when all other lights go out.

CLOSE ON: GIMLI riding at the head of his boat, paddled by LEGOLAS.

GIMLI

I have taken my worst wound at this
parting having looked my last upon
that which is fairest. Henceforth I
will call nothing fair unless it be
her gift to me.

LEGOLAS

What was her gift?

GIMLI

I asked her for one hair from her
golden head. She gave me three.

CLOSE ON: LEGOLAS smiles.

EXT. RIVER ANDUIN - DAY

The boats pass into the GREAT RIVER ANDUIN. The THREE ELVEN boats carry the FELLOWSHIP steadily southward. GREEN TREES slowly give way to a brown and withered land.

EXT. FOREST - DAY

The URUK forces are running through the trees with deadly purpose.

EXT. RIVER ANDUIN - DAY

A flock of birds circle high above, BLACK against the PALE SKY. ARAGORN watches them with concern.

EXT. RIVER ANDUIN BANKS - NIGHT

The THREE BOATS are safely stored on the bank out of the water.

ANGLE ON: BOROMIR hides behind a rock watching the river.

CLOSE ON: A LOG floats down the river. A HAND grasps the log and pulls itself onto it. Who or whatever it is seems to be trying to remain concealed from the eyes of the FELLOWSHIP.

ANGLE ON: ARAGORN approaches from behind BOROMIR.

ARAGORN

Gollum. He has tracked us since
Moria.

GOLLUM'S POV: GOLLUM watches the BOROMIR and ARAGORN stand behind the ROCK.

ANGLE ON: The log runs into a rock on the opposite side of the river and stops.

ARAGORN (O.S.)

I had hoped we would lose him on
the river.

ANGLE ON: ARAGORN and BOROMIR continue watching GOLLUM.

ARAGORN (CONT'D)

But he's too clever a waterman.

BOROMIR

And if he alerts the enemy to our
whereabouts, it will make the
crossing even more dangerous.

ANGLE ON: FRODO listens to the exchange between ARAGORN and BOROMIR. He looks worried.

SAM (O.S.)

Have some food, Mr. Frodo.

FRODO

No, Sam.

SAM

You haven't eaten anything all day.
You're not sleeping, neither. Don't
think I haven't noticed.

(CONTINUED)

ANGLE ON: SAM moves from the campfire to sit with FRODO.

SAM

Mr. Frodo-

FRODO

I'm all right.

SAM

But you're not. I'm here to help you.
I promised Gandalf that I would.

CLOSE ON: FRODO looks at SAM, sadly, with the full weight of the knowledge of what he must do.

FRODO

You can't help me, Sam. Not this time.
Get some sleep.

FRODO turns away from SAM and returns to his own thoughts. Reluctantly, SAM concedes and leaves FRODO alone.

ANGLE ON: BOROMIR turns away from the rock to ARAGORN.

BOROMIR

Minas Tirith is the safer road. You know that. From there we can regroup. Strike out for Mordor from a place of strength.

ARAGORN

There is no strength in Gondor that can avail us.

BOROMIR

You were quick enough to trust the Elves.

ARAGORN doesn't respond, but listens impatiently.

BOROMIR (CONT'D)

(desperately)

Have you so little faith in your own people? Yes, there is weakness. There is frailty. But there is courage also, and honor to be found in Men. But you will not see that.

ANGLE ON: ARAGORN turns away from BOROMIR. BOROMIR grabs ARAGORN'S tunic, and turns ARAGORN to him.

(CONTINUED)

CONTINUED: (2)

BOROMIR (CONT'D)

You are afraid!

ANGLE ON: FRODO listens intently to BOROMIR arguing with ARAGORN.

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

All your life, you have hidden in
the shadows.

ANGLE ON: ARAGORN calmly listens to BOROMIR'S ravings.

BOROMIR (CONT'D)

Scared of who you are, of what
you are.

ARAGORN adjusts his tunic and turns away from BOROMIR. BOROMIR is speechless. ARAGORN turns back to him.

ARAGORN

I will not lead the Ring within a
hundred leagues of your city.

CUT TO:

EXT. RIVER ANDUIN - DAY

ANGLE ON: BOROMIR, still feeling the defeat from the previous evening, paddles down the river along with the rest of the FELLOWSHIP. He glances scathingly towards ARAGORN.

ANGLE ON: ARAGORN refuses to return his glance.

EXT. PILLARS OF THE KINGS, RIVER ANDUIN - DAY

The THREE ELVEN boats drift slowly through the steep rocky gorge in the PRE-DAWN light.

CLOSE ON: ARAGORN, slowly paddling in the stern.

ARAGORN

(quietly)

Frodo.

FRODO slowly looks up, his eyes widening with amazement.

(CONTINUED)

CONTINUED:

WIDE ON: TWO ENORMOUS ROCK STATUES, towering like 300 foot pinnacles on either side of the river ... carved images of GONDORIAN KINGS of old. They loom over the boats with power and majesty.

ARAGORN (CONT'D)

The Argonath...

CLOSE ON: ARAGORN ... strangely moved by the beauty of the silent sentinels. He speaks, almost as if to himself.

ARAGORN (CONT'D)

Long have I desired to look upon the kings of old ... my kin.

The FELLOWSHIP stare in stunned silence as the current takes them through the narrow gap at the STATUES' feet.

WIDE ON: CRANING UP past the statues vast crumbling heads, to REVEAL a LARGE LAKE only a mile down river...

EXT. SHORE OF NEN HITHOEL - DAY

ANGLE ON: THE FELLOWSHIP as they leap out of the boats and clamber onto the wooded shore.

ARAGORN

We cross the lake at nightfall, hide the boats and continue on foot ... we approach Mordor from the North.

GIMLI

(gloomy)

Oh, yes, just a simple matter of finding our way through Eryn Muil, an impassable labyrinth of razor-sharp rocks. And after that, it gets even better ... a festering, stinking marshland as far as the eye can see.

ARAGORN

That is our road. I suggest you take some rest and recover your strength, Master Dwarf.

GIMLI

(indignant)

Recover my...

(CONTINUED)

CONTINUED:

ANGLE ON: LEGOLAS turns to ARAGORN with urgency.

LEGOLAS
We should leave now.

ARAGORN
No. Orcs patrol the eastern shore. We
must wait for cover of darkness.

LEGOLAS
It is not the Eastern shore that
worries me.

LEGOLAS casts a glance around into the PARTH GALEN forest...

LEGOLAS
A shadow and a threat has been growing
in my mind. Something draws near, I can
feel it.

ARAGORN looks at LEGOLAS, knowing full well what he means.

ANGLE ON: SAM has slumped asleep. MERRY dumps a small pile of
kindling at GIMLI'S feet....

MERRY
Where's Frodo?

SAM sits up with a start ... ARAGORN'S head snaps around. His
eyes fly to BOROMIR'S shield which lies abandoned by his camp
bed.

CLOSE ON: ARAGORN ... as he realizes BOROMIR has gone!

EXT. SLOPES OF AMON HEN - DAY

FRODO is walking beneath the trees ... lost in thought. His feet
hit the rough edge of an ancient stone slab ... his eyes follow
an overgrown path towards stone stairs leading to the SUMMIT OF
AMON HEN ... the seeing seat.

A CRACKLING SOUND! FRODO freezes...

BOROMIR
(quietly)
None of us should wander alone; you
least of all. So much depends on you
... Frodo?

(CONTINUED)

CONTINUED:

ANGLE ON: FRODO turns slowly ... he stares at BOROMIR, tense, cautious.

BOROMIR

I know why you seek solitude. You suffer, I see it day by day. Are you sure you do not suffer needlessly?

FRODO stands silent for a moment ... the murmur of the WIND in the trees and the distant roar of the FALLS OF RAUROS can be heard.

BOROMIR

Let me help you. There are other ways, Frodo ... other paths that we might take.

FRODO

I know what you would say, and it would sound like wisdom but for the warning of my heart.

BOROMIR

Warning? Against what?

BOROMIR has started forward towards FRODO. FRODO backs away from him.

BOROMIR (CONT'D)

We're all afraid, Frodo. But to let that fear drive us to destroy what hope we have ... don't you see that is madness?

FRODO

There is no other way.

BOROMIR

I ask only for the strength to defend my people.

(angrily drops the wood he has collected)

If you would but lend me the Ring...

FRODO

No...

FRODO steps hurriedly away from BOROMIR.

(CONTINUED)

CONTINUED: (2)

BOROMIR

Why do you recoil? I am no thief.

FRODO

(wary)

You are not yourself.

BOROMIR

What chance do you think you have? They will find you, they will take the Ring and you will beg for death before the end.

FRODO turns to leave.

BOROMIR (CONT'D)

You fool! It is not yours, save by unhappy chance. It might have been mine! It should be mine! Give it to me! Give me the Ring.

BOROMIR leaps on top of FRODO, grasping for the RING! FRODO has only moments to act. FRODO rips the RING from around his neck ... and rams it on his finger.

FRODO DISAPPEARS.

BOROMIR spins wildly around, yelling into thin air!

BOROMIR

I see your mind ... you will take the Ring to Sauron. You will betray us! You go to your death and the death of us all! Curse you! Curse you and all your Halflings!

BOROMIR stumbles and falls. His body shakes as if in the throes of a fit ... slowly, he comes to.

BOROMIR (CONT'D)

(disoriented)

Frodo! Frodo! What have I done? Please, Frodo...

EXT. SEEING SEAT - DAY

IN THE TWILIGHT WORLD: FRODO races through the misty Twilight world, past the foggy shapes of twisted trees. Somewhere behind him, Boromir's distraught voice carries, as if from another dimension.

BOROMIR (O.S.)

I'm sorry, Frodo ... Frodo...

FRODO suddenly finds himself on the stone steps ... he clambers up the stairs, onto a high seat, perched on four stone pillars. FRODO cowers on the seat, like a lost child upon the throne of mountain kings. The world of mist swirls around him.

FRODO peers out from the seat ... the world seems to shrink. In all directions, VIEWS of far off lands TELESCOPE towards him through the mist.

IMAGES: ORCS spilling out of holes in the MISTY MOUNTAINS ... FLAMES rise from MIRKWOOD ... Grim faced EASTERLINGS march to war ... BLACK SHIPS sail to the South. All the power of the Dark Lord is in motion.

FRODO moves his gaze to the East ... FIRE explodes against the smoke, as a huge mass of black battlements fills Frodo's vision. A mountain of iron, immeasurably strong, tower of adamant: BARAD-DÛR, the fortress of SAURON.

SUDDENLY! SAURON'S EYE LEAPS TOWARD FRODO LIKE A FINGER OF LIGHT.

SAURON (V.O.)

(IN BLACK SPEECH)

They will fall!

ANGLE ON: FRODO leaps off the seat, and tumbles down the stairs! The EYE sweeps AMON HEN like a searchlight, seeking its RING! With a huge effort, FRODO wrenches the RING off his finger...

EXT. SUMMIT OF AMON HEN - DAY

FRODO lies gasping on the SUMMIT OF AMON HEN ... below the ancient ruins of the seeing seat.

AT THAT MOMENT: A BLACK BOOT STEPS INTO SHOT!

FRODO looks up as ARAGORN towers over him.

ARAGORN

Frodo?

(CONTINUED)

CONTINUED:

FRODO
 (numb)
 It has taken Boromir.

ARAGORN moves towards FRODO...

ARAGORN
 (urgent)
 Where is the Ring?

FRODO backs away from ARAGORN ... ARAGORN is shocked by the movement.

FRODO
 Stay away!

ARAGORN
 Frodo ... I swore to protect you.

FRODO
 Can you protect me from yourself?

CLOSE ON: FRODO uncurls his fist ... in his palm lies the RING!
 It glints, gold and beautiful in the afternoon sun ... ARAGORN'S
 eyes are drawn to it.

FRODO (CONT'D)
 Would you destroy it?

THE RING
 Aragorn. Aragorn. Elessar.

ARAGORN
 (kneeling to Frodo)
 I would have gone with you to the end
 ... into the very fires of Mordor.

FRODO
 I know. Look after the others, especially
 Sam ... he will not understand.

ARAGORN FREEZES! He draws his sword.

ARAGORN
 (urgent)
 Go, Frodo!

FRODO hesitates.

(CONTINUED)

CONTINUED: (2)

ARAGORN

(yells)

Run. Run!

FRODO backs away into the trees...

ANGLE ON: ...as 200 URUK-HAI SWARM onto AMON HEN behind ARAGORN!

ARAGORN attacks the leading URUK-HAI like a madman ... he brings two down with his sword leaping into the ruins as others close in on him.

ANGLE ON: FRODO scrambles down the HILLSIDE, away from the fight.

ANGLE ON: ARAGORN battles the URUK-HAI, amongst the pillars and blocks of AMON HEN. Despite his bravery, he is quickly surrounded.

SUDDENLY: ELVEN ARROWS smash into the URUK-HAI. LEGOLAS races out of the woods, firing his bow. GIMLI leaps into the battle, wielding his mighty axe.

EXT. PARTH GALEN HILLSIDE - DAY

FRODO is darting down the steep hillside as heavy feet thunder down after him.

SAM

Mr. Frodo!

ANGLE ON: SAM looks around for FRODO.

CLOSE ON: LURTZ ordering his URUKS.

LURTZ

Find the Halflings ... find the
Halflings!

ANGLE ON: FRODO stumbles and falls ... quickly he crawls behind a tree ... above him the sound of URUK-HAI crashing through the forest rings out.

MERRY (O.S.)

(urgent whisper)

Frodo!

FRODO turns to see MERRY and PIPPIN hiding in a hollow, a few feet away.

(CONTINUED)

CONTINUED:

MERRY (CONT'D)

Hide here, quick!

PIPPIN

Come on!

ANGLE ON: FRODO looks at his friends ... slowly shakes his head, a great sadness in his eyes.

PIPPIN (CONT'D)

What's he doing?

ANGLE ON: MERRY'S eyes meets FRODO'S. Understanding.

MERRY

(softly)

He's leaving.

PIPPIN

No!

PIPPIN stands and makes a move toward FRODO .. MERRY grabs at his arm.

MERRY

Pippin!

ANGLE ON: MERRY and PIPPIN look up the slope where a cry has rings out. THEY HAVE BEEN SEEN!

MERRY

(to Frodo)

Run, Frodo. Go on!

MERRY waves his arms at the approaching ORCS.

MERRY

Hey, hey you! Over here!

PIPPIN

Hey!

MERRY

Over here!

PIPPIN

This way!

(CONTINUED)

CONTINUED: (2)

MERRY and PIPPIN run, leading a pack of ORCS.

ANGLE ON: FRODO runs to the lake.

ANGLE ON: MERRY and PIPPIN, still running from the ORCS

PIPPIN

It's working!

MERRY

I know it's working! Run!

MERRY and PIPPIN stop ... more URUK-HAI approach from the other direction ... THEY ARE TRAPPED.

SUDDENLY! BOROMIR charges up the hillside and blocks the stroke of the leading URUK-HAI.

ANGLE ON: THE ECHO OF BOROMIR'S HORN reaches ARAGORN, LEGOLAS, and GIMLI ... they are battling their way down the SLOPES towards the lake.

LEGOLAS

The horn of Gondor!

ARAGORN

Boromir!

ARAGORN desperately slashes his way towards BOROMIR, felling URUK-HAI in his path ... while LEGOLAS and GIMLI fight a REAR GUARD ACTION.

ANGLE ON: Many URUK-HAI fall to BOROMIR'S sword as he tries to protect MERRY and PIPPIN...

BOROMIR

Run! Run!

ANGLE ON: LURTZ takes aim.

ANGLE ON: A BLACK ARROW suddenly THUDS into BOROMIR'S chest. Amazingly, BOROMIR continues fighting, but another arrow ... and another, brings him to his knees.

ANGLE ON: MERRY and PIPPIN are scooped off their feet by URUK-HAI.

(CONTINUED)

CONTINUED: (3)

MERRY & PIPPIN

Aaaaagh! Boromir! Boromir!

ANGLE ON: LURTZ aims his bow at BOROMIR'S heart ... suddenly ARAGORN charges at him, smashing the BOW with his sword. They lock into a deadly battle.

ANGLE ON: ARAGORN cuts LURTZ down and races towards BOROMIR, who lies slumped against a tree ... URUK-HAI arrows sticking out of his chest.

At least 20 dead URUK-HAI lie heaped around BOROMIR. His horn lies at his feet ... CLOVEN in two.

BOROMIR

(painful gasp)

They took the little ones...

ARAGORN quickly tries to staunch the flow of BLOOD from BOROMIR'S shoulder.

BOROMIR (CONT'D)

(panicked)

Frodo ... where is Frodo?

ARAGORN

I let Frodo go.

BOROMIR holds Aragorn's gaze.

BOROMIR

Then you did what I could not. I tried to take the Ring from him.

ARAGORN

The Ring is beyond our reach now.

BOROMIR

Forgive me. I did not see ... I have failed you all.

ARAGORN

No, Boromir. You fought bravely. You have kept your honor.

ARAGORN tries to bind BOROMIR'S wound.

(CONTINUED)

CONTINUED: (4)

BOROMIR

Leave it! It is over ... the world of
Men will fall and all will come to
darkness and my city to ruin ...
Aragorn...

ARAGORN

I do not know what strength is in my
blood, but I swear to you ... I will
not let the White City fall, nor your
people fail...

BOROMIR

Our people ... our people...

ARAGORN places BOROMIR'S sword in his hand. BOROMIR'S fingers
tighten around the hilt.

BOROMIR (CONT'D)

I would have followed you, my brother
... my captain, my king.

ARAGORN lays BOROMIR down. He is dead.

ARAGORN

Be at peace, son of Gondor.

ARAGORN bends and KISSES BOROMIR'S forehead.

LEGOLAS and GIMLI appear behind him ... ARAGORN stands.

ARAGORN (CONT'D)

They will look for his coming from the
White Tower ... but he will not return.

EXT. SHORE OF NEN HITHOEL - DAY

On the lakeshore, FRODO stands in front of one of the ELVISH
boats, the RING in his palm.

ANGLE ON: A distraught SAM ... running as hard as he can through
the forest...

SAM

Mr. Frodo!

(CONTINUED)

CONTINUED:

CLOSE ON: FRODO looks to the far side of the river ... the CAMERA moves in on the RING.

FRODO (V.O.)

I wish the Ring had never come to me. I wish none of this had happened...

Tears fall down FRODO'S face...

GANDALF (V.O.)

So do all who live to see such times... but that is not for them to decide. All we have to decide is what to do with the time that is given us.

With renewed determination, FRODO tucks the RING inside his vest pocket.

ANGLE ON: The small figure of FRODO pushing the ELVISH boat into the water...

ANGLE ON: SAM bursts through the trees and runs toward the lake ... FRODO is already paddling away.

SAM

(anguished)

Not alone, Frodo. Mr. Frodo!

ANGLE ON: FRODO, in the boat, paddling steadfastly away from the shore ... tears in his eyes ... the voice of SAM carried on the wind. FRODO whispers to himself.

FRODO

No, Sam.

ANGLE ON: SAM looks at the water ... then at the boat.

SPLASH! FRODO turns to see SAM launching himself into the water.

FRODO

Go back, Sam! I'm going to Mordor alone.

ANGLE ON: SAM splashes hopelessly toward the boat.

SAM

Of course you are ... and I'm coming with you!

(CONTINUED)

CONTINUED: (2)

FRODO

You can't swim.

SAM starts to go under, spluttering and coughing...

ANGLE ON: FRODO drops his paddle and scramble backwards in the boat...

FRODO (CONT'D)

(frightened)

Sam!

ANGLE ON: SAM is underwater ... hands flailing helplessly as he sinks.

CLOSE ON: FRODO'S hand grasping SAM'S...

ANGLE ON: FRODO pulls a bedraggled and half-drowned SAM into the boat. FRODO and SAM look at each other, out of breath, tears and water streaming down both their faces.

SAM

I made a promise, Mr. Frodo ... a promise.

(fierce passion)

"Don't you leave him, Samwise Gamgee."

(sobs)

And I don't mean to ... I don't mean to.

FRODO

(crying)

Oh, Sam!

FRODO starts to laugh through his tears ... the two friends hug.

FRODO (CONT'D)

Come on then...

The two HOBBITS row through the water...

EXT. FALLS OF RAUROS AERIAL - DAY

SLOW MOTION: Looking down on swiftly flowing water ... BOROMIR'S body slides under CAMERA.

He is lying in one of the boats, his arms across his chest ... his broken horn at his side.

(CONTINUED)

CONTINUED:

SUDDENLY... the boat drops away from CAMERA ... as it plunges over the massive FALLS OF RAUROS, disappearing into the vapor below.

EXT. SHORE OF NEN HITHOEL - DAY

ANGLE ON: LEGOLAS pushes the last boat into the water.

LEGOLAS

If we are quick, we will catch Frodo and Sam before nightfall.

ARAGORN looks toward the far shore: FRODO and SAM'S small boat can be seen lying on the distant RIVERBANK as FRODO and SAM make off into the forest beyond. He doesn't react.

ANGLE ON: LEGOLAS turns and looks at ARAGORN.

LEGOLAS (CONT'D)

You mean not to follow them...

ARAGORN

Frodo's fate is no longer in our hands.

GIMLI

Then it has all been in vain ... the Fellowship has failed.

ARAGORN

Not if we hold true to each other. We will not abandon Merry and Pippin to torment and death, not while we have strength left.

ARAGORN pulls a HUNTING KNIFE out of his pack and straps it on.

ARAGORN

Leave all that can be spared behind.

CLOSE ON: ARAGORN ... a steely light in his eye.

ARAGORN (CONT'D)

(grimly)

We travel light. Let's hunt some Orc.

GIMLI

Yes! Ha!

(CONTINUED)

CONTINUED:

ARAGORN, LEGOLAS, and GIMLI disappear into the WOODS, following the URUK-HAI trail.

EXT. EMYN MUIL HILLTOP - DAY

FRODO and SAM scramble onto a high ridge.

WIDE ON: A distant line of SAW TOOTHED mountains below a dark, oppressive sky. Black volcanic smoke rises behind the mountains ... MORDOR!

ANGLE ON: FRODO and SAM look with grim determination.

FRODO

Mordor! I hope the others find a safer road.

SAM

(simply)

Strider'll look after them.

FRODO

I don't suppose we'll ever see them again.

SAM

We may yet, Mr. Frodo. We may.

FRODO

Sam?

FRODO looks at SAM with great affection ... despite the grim outlook, SAM is undeterred...

FRODO (CONT'D)

I'm glad you're with me.

WIDE ON: THE TWO HOBBITS SETTING OFF TOWARD MORDOR.

TO BE CONTINUED...