

**THE LORD OF THE RINGS: THE TWO TOWERS**

Screenplay by  
Peter Jackson, Fran Walsh and Philippa Boyens.

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

Transcription credits

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

**[TITLE: THE LORD OF THE RINGS]**

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

**GANDALF**

You cannot pass!

**FRODO**

Gandalf!

**GANDALF**

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

[Camera pans closer to the mountain  
side.]

**GANDALE**

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

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

**GANDALE**

Argh!

[Frodo rushes forward but Boromir restrains him.]

**BOROMIR**

No! No!

**FRODO**

Gandalf!

**GANDALE**

Fly, you fools!

[Gandalf loses his grip and falls into the chasm]

**FRODO**

Nooooooooooooooooooooo!!!!

[Gandalf loses his grip and falls into the chasm]

**FRODO**

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

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

**FRODO**

Gandalf!

**SAM**

What is it, Mr. Frodo?

**FRODO**

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

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

**SAM**

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

**FRODO**

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

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

**SAM**

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

**FRODO**

It's getting heavier. [Clutches the

Ring by his chest and sits down, still panting. He then fumbles for his water bottle and takes a sip.]

**FRODO**

What food have we got left?

**SAM**

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

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

**SAM**

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

**FRODO**

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

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

**SAM**

Those rain clouds might.

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

**SAM**

[Looks around] This looks strangely familiar.

**FRODO**

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

**SAM**

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

**FRODO**

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

**[NIGHTTIME]**

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

**GOLLUM**

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

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

**FRODO**

[menacingly] This is Sting. You've seen it before, haven't you... Gollum! Release him or I'll cut your throat!

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

in pain.]

**GOLLUM**

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

**SAM**

Quiet you!

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

**SAM**

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

**GOLLUM**

No! That would kill us! Kill us!

**SAM**

It's no more than you deserve!

**FRODO**

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

**GOLLUM**

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

**FRODO**

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

**GOLLUM**

We swears to serve the master of the  
precioussss. We swears on... on the precious.  
\*Gollum. Gollum.\*

**FRODO**

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

**GOLLUM**

Yes... on the precioussss. On the precioussss.

**SAM**

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

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

**FRODO**

Sam!

**SAM**

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

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

**FRODO**

You know the way to Mordor?

**GOLLUM**

[nods warily] Yes...

**FRODO**

You've been there before?

**GOLLUM**

[nods again] Yes...

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

**FRODO**

You will lead us to the Black Gate.

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

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

**PIPPIN**

Merry. Merry! [He receives no response.]

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

**UGLÚK**

What is it? What do you smell?

**MAN-FLESH URUK**

[sniffs the air] Man-flesh.

**PIPPIN**

[quietly to himself] Aragorn!

**UGLÚK**

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

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

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

**ARAGORN**

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

**LEGOLAS**

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

**GIMLI**

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

[The Three Hunters run across rocks and plains, with Aragorn in the lead, followed by Legolas and Gimli. From

time to time, Legolas looks back to make sure that Gimli is keeping up. Aragorn suddenly bends down to pick up an Elven brooch from the ground.]

**ARAGORN**

Not idly do the leaves of Lórien fall.

**LEGOLAS**

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

**ARAGORN**

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

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

**LEGOLAS**

Come, Gimli! We are gaining on them!

**GIMLI**

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

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

**ARAGORN**

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

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

**ARAGORN**

Legolas, what do your Elf eyes see?

**LEGOLAS**

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

**ARAGORN**

Saruman.

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

**SARUMAN (V.O.)**

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

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

**SARUMAN (V.O.)**

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

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

**SARUMAN (V.O.)**

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

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

**SARUMAN**

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

**DUNLAND MAN**

Murderers!

**SARUMAN**

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

**CROWD**

[Roars with approval] Argh!!

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

**SARUMAN (V.O.)**

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

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

**MORWEN**

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

**FREDA**

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

**MORWEN**

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

**ÉOTHAIN**

Yes, Ma!

**FREDA**

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

**MORWEN**

Freda, I will find you there.

[A woman screams]

**MORWEN**

Quickly!

[The children ride off.]

**MORWEN**

[Looks after them] Go child!

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

**SARUMAN (V.O.)**

Rohan, my lord, is ready to fall.

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

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

**ÉOWYN**

Théodred!

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

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

**ÉOWYN**

Your son is badly wounded, my lord.

**ÉOMER**

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

**GRÍMA**

That is a lie! [Appears from the shadows.]

Saruman the White has ever been our friend and ally.

**THÉODEN**

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

**ÉOMER**

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

**GRÍMA**

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

**ÉOMER**

War-mongering?

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

**ÉOMER**

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

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

**ÉOMER**

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

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

**GRÍMA**

You see much Éomer, Son of Éomund. Too

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

**ÉOMER**

[Being dragged away] Argh!!

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

**GIMLI**

Keep breathing! That's the key! Breathe!  
Ho!

**LEGOLAS**

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

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

**MORDOR ORC**

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

**UGLÚK**

Get a fire going!

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

**PIPPIN**

Merry! Merry!

**MERRY**

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

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

**PIPPIN**

What's making that noise?

**MERRY**

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

**PIPPIN**

What?

**MERRY**

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

**PIPPIN**

Alive?

**MERRY**

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

**MAÚHUR**

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

**SNAGA**

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

**UGLÚK**

They are not for eating!

**GRISHNÁKH**

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

**UGLÚK**

[Shoves at the Orcs] Get back, scum!

[The other Orcs are getting restless.]

**MORDOR ORC**

Carve them up!

**SNAGA**

[Moves towards the hobbits with his

blade drawn] Just a mouth full.

**UGLÚK**

No!

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

**UGLÚK**

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

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

**MERRY**

Pippin, let's go.

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

**GRISHNÁKH**

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

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

**MERRY**

Pippin! [Gestures for them to make their escape.]

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

**PIPPIN**

**ARGH!!!**

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

**LEGOLAS**

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

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

**ARAGORN**

Riders of Rohan, what news from the Mark?

[At a signal from Éomer at the lead, the riders make a quick turn and head towards them, surrounding them in ever-

tightening

circles. As they stop, they point their long spears menacingly at them.]

**ÉOMER**

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

**GIMLI**

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

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

**ÉOMER**

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

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

**LEGOLAS**

You would die before your stroke fell!

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

**ARAGORN**

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

**ÉOMER**

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

[The spears are withdrawn.]

**ÉOMER**

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

**ARAGORN**

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

**ÉOMER**

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

**GIMLI**

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

**ARAGORN**

They would be small - only children to your eyes.

**ÉOMER**

We left none alive. We piled the carcasses

and burned them. [Points to a smoking pile in the distance.]

**GIMLI**

Dead?

**ÉOMER**

[nods] I am sorry.

[Legolas puts a hand on Gimli's shoulder in grief. Éomer turns and whistles.]

**ÉOMER**

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

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

**ÉOMER**

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

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

**GIMLI**

It's one of their wee belts.

**LEGOLAS**

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

**ARAGORN**

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

**GIMLI**

We failed them.

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

**ARAGORN**

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

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

Merry and Pippin crawl frantically away from the battle.]

**ARAGORN**

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

**ARAGORN**

They ran over here. They were followed.

**[FLASHBACK**

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

**MERRY**

The belt!

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

**MERRY**

Run!

**ARAGORN**

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

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

**GIMLI**

Fangorn. What madness drove them in there?

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

**PIPPIN**

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

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

**GRISHNÁKH**

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

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

**MERRY**

Trees! Climb a tree!

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

**MERRY**

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

[Suddenly, Merry is pulled by his legs and falls to the ground. Grishnákh leans over him with his menacing blade. Merry tries to kick him off but to no avail.]

**PIPPIN**

Merry!

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

**TREEBEARD**

Hooooo...

**PIPPIN**

Argh!!

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

**GRISHNÁKH**

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

**PIPPIN**

Run, Merry!

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

**TREEBEARD**

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

**PIPPIN**

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

**TREEBEARD**

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

**MERRY**

A treeherder! A shepherd of the forest.

**PIPPIN**

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

**TREEBEARD**

Treebeard, some call me.

**PIPPIN**

And whose side are you on?

**TREEBEARD**

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

**MERRY**

We're not Orcs. We're Hobbits!

**TREEBEARD**

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

**MERRY**

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

**TREEBEARD**

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

**PIPPIN**

The White Wizard?

**MERRY**

Saruman.

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

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

**GOLLUM**

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

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

**GOLLUM**

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

[Sam's foot slipped into muck.]

**SAM**

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

swamp!

**GOLLUM**

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

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

**GOLLUM**

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

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

**SAM**

There are dead things! Dead faces in the water!

**GOLLUM**

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

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

**SAM**

Ohh!

**GOLLUM**

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

[Frodo is drawn to one of the faces in Elven armour. He stares at it intently,

until suddenly its eyes open and Frodo falls face-down into the water.]

**SAM**

Frodo!

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

**FRODO**

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

**GOLLUM**

Don't follow the lights! [Crawls away]

**SAM**

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

[Frodo lies panting, staring after Gollum]

**[NIGHTFALL**

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

**GOLLUM**

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

**FRODO**

What did you say?

**GOLLUM**

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

**FRODO**

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

**GOLLUM**

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

**FRODO**

Gandalf told me you were one of the River Folk.

**GOLLUM**

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

**FRODO**

He said your life was a sad story.

**GOLLUM**

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

**FRODO**

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

**GOLLUM**

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

**FRODO**

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

**GOLLUM**

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

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

**GOLLUM**

Argh!!

**SAM**

Black Riders!

**GOLLUM**

Hide! Hide!

**FRODO**

Argh!

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

**FRODO**

Argh!!

**SAM**

C'mon Frodo! C'mon!

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

**GOLLUM**

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

**SAM**

I thought they were dead!

**GOLLUM**

Dead? No, you cannot kill them. No.

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

**GOLLUM**

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

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

**SAM**

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

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

**GOLLUM**

Hurry, hobbits. The Black Gate is very close.

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

**GIMLI**

[Spits] Ptui! Orc blood.

**ARAGORN**

These are strange tracks.

**GIMLI**

The air is so close in here.

**LEGOLAS**

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

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

**LEGOLAS**

The trees are speaking to each other.

**ARAGORN**

[Whispers] Gimli!

**GIMLI**

Huh?

**ARAGORN**

[Gestures] Lower your axe.

**GIMLI**

[Lowering his axe slowly] Oh.

**LEGOLAS**

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

**ARAGORN**

Man cenich? (What do you see?)

[Close-up of Legolas' eyes]

**LEGOLAS**

The White Wizard approaches.

**ARAGORN**

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

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

**ARAGORN**

We must be quick.

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

**WHITE WIZARD**

You are tracking the footsteps of two young hobbits.

**ARAGORN**

Where are they?

**WHITE WIZARD**

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

**ARAGORN**

Who are you? Show yourself!

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

**ARAGORN**

It cannot be. You fell.

**GANDALF**

Through fire and water. [Flashback:

Gandalf is battling the Balrog atop Dúrin's Tower.] From the lowest dungeon to the highest peak, I fought with the Balrog of Morgoth.

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

mountainside.]

**GANDALF**

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

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

**GANDALF**

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

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

**GANDALF**

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

**ARAGORN**

Gandalf!

**GANDALF**

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

**GIMLI**

Gandalf!

**GANDALF**

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

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

**GANDALF**

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

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

**LEGOLAS**

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

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

**GANDALF**

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

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

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

**TREEBEARD**

My home lies deep in the forest near the roots of the mountain. I told Gandalf I would keep you safe and safe is where I'll keep you. The trees have grown wild and dangerous. Anger festers in their hearts. They will harm you if

they can. There are too few of us now.  
Too few of us Ents left to manage them.

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

**GOLLUM**

The Black Gate of Mordor.

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

**SAM**

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

**GOLLUM**

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

**FRODO**

I did.

[Orcs are patrolling the Black Gate.]

**SAM**

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

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

**SAM**

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

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

**FRODO**

Sam, no!

**SAM**

Argh!!

[Frodo goes after Sam.]

**GOLLUM**

Master!

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

**FRODO**

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

**SAM**

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

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

**FRODO**

Now!

[Gollum pulls them back.]

**GOLLUM**

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

[Frodo tries to make a run for it.]

**GOLLUM**

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

**SAM**

Why haven't you spoken of this before?!

**GOLLUM**

Because Master did not ask!

**SAM**

He's up to something.

**FRODO**

Are you saying there's another way into Mordor?

**GOLLUM**

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

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

**FRODO**

He's led us this far, Sam.

**SAM**

Mr. Frodo, no.

**FRODO**

He's been true to his word.

**SAM**

[Whispers] No!

**FRODO**

Lead the way, Sméagol.

**GOLLUM**

Good Sméagol always helps.

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

[On the plains of Rohan. Gandalf, Aragorn,

Legolas and Gimli stop as Edoras comes into view.]

**GANDALF**

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

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

**ÉOWYN**

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

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

**ÉOWYN**

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

[Scene returns to Gandalf and company.]

**GANDALF**

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

[They ride on towards Edoras.]

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

**GRÍMA**

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

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

**GRÍMA**

I understand his passing is hard to accept, especially now that your brother

has deserted you.

**ÉOWYN**

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

**GRÍMA**

[Rises from the bed and moves ever closer to Éowyn] Oh, but you are alone! Who knows what you have spoken to the darkness. In bitter watches of the night, when all your life seems to shrink, the walls of your bower closing in about you, like a hutch to trammel some wild thing in.

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

**GRÍMA**

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

[Éowyn and Gríma stare at each other intently.]

**ÉOWYN**

Your words are poison!

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

**GIMLI**

You'll find more cheer in a graveyard.

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

**GANDALF**

[sees Háma] Ah.

**HÁMA**

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

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

reluctantly.]

**HÁMA**

[gestures to Gandalf] Your staff.

**GANDALF**

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

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

**GRÍMA**

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

**GANDALF**

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

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

**GRÍMA**

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

**THÉODEN**

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

**GRÍMA**

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

**GANDALF**

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

**GRÍMA**

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

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

**GANDALF**

Théoden, son of Thengel, too long have  
you sat in the shadows.

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

**GIMLI**

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

**GANDALF**

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

**THÉODEN**

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

[Gandalf throws back his grey cloak,

exuding blinding white light. Théoden is thrown back against his seat.]

**THÉODEN**

Argh!

**GANDALF**

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

threatened,

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

**ARAGORN**

Wait.

**THÉODEN**

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

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

**GANDALF**

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

**THÉODEN**

[in Saruman's voice] Rohan is mine!

**GANDALF**

Be gone!!

[Gandalf smites Théoden as he lunges at him. Théoden is thrown back into the chair and the shot changes to Saruman flying backwards from the Palantír which he used to manipulate Théoden. He lands landing hard on the floor of Orthanc, bleeding from a gash in his forehead. In the hall, Théoden lets out a moan and slumps forward in the chair. Éowyn runs to her uncle's side as he falls. Théoden's head rises again and his face begins to change gradually into that of a much younger-looking man. Clarity

and recognition returns to his eyes.]

**THÉODEN**

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

[Éowyn weeps with joy]

**THÉODEN**

Gandalf?

**GANDALF**

Breathe the free air again, my friend.

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

**THÉODEN**

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

**GANDALF**

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

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

**GRÍMA**

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

**THÉODEN**

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

**GRÍMA**

[Grovelling] Send me not from your side.

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

**ARAGORN**

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

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

**GRÍMA**

Get out of my way!

**HÁMA**

Hail, Théoden king!

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

**THÉODEN**

Where is Théodred? Where is my son?

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

**THÉODEN**

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

**GANDALF**

Théodred's death was not of your making.

**THÉODEN**

No parent should have to bury their  
child.

[Théoden starts to weep]

**GANDALE**

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

[Gandalf turns to go back to the hall and leaves Théoden to grieve in private. He spots two children on horseback. The boy collapses and falls off the horse. Later, inside the Golden Hall, the two children are eating at a table, and Éowyn is with them.]

**ÉOWYN**

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

**FREDA**

Where's mama?

**ÉOWYN**

Shh...

**GANDALE**

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

**ARAGORN**

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

**THÉODEN**

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

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

**ARAGORN**

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

**THÉODEN**

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

[Gimli takes a drink and burps.]

**GANDALF**

Then what is the king's decision?

[Scene shifts to outside Meduseld]

**HÁMA**

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

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

**GIMLI**

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

**ARAGORN**

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

[They enter the stables]

**GANDALF**

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

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

**ARAGORN**

They will hold.

**GANDALF**

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

**ARAGORN**

[Opens the stall gates] Go.

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

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

**ARAGORN**

You have some skill with a blade.

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

**ÉOWYN**

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

**ARAGORN**

What do you fear, my lady?

**ÉOWYN**

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

**ARAGORN**

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

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

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

**GRÍMA**

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

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

**SARUMAN**

Send out your warg riders.

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

[Gollum is trying to catch a fish in  
the river. He slips and falls, grasping  
at a slippery fish as he goes. Frodo  
and Sam follow behind.]

**SAM**

Hey Stinker! Don't go getting too far

ahead!

**FRODO**

Why do you do that?

**SAM**

What?

**FRODO**

Call him names; run him down all the time.

**SAM**

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

**FRODO**

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

**SAM**

Why?

**FRODO**

Because I have to believe he can come back.

**SAM**

You can't save him, Mr. Frodo.

**FRODO**

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

[Sam walks away slowly.]

**FRODO**

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

**SAM**

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

**FRODO**

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

**SAM**

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

[Frodo continues to walk away without looking back.]

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

**GOLLUM**

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

**SMÉAGOL**

No! Not Master.

**GOLLUM**

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

**SMÉAGOL**

Master's my friend.

**GOLLUM**

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

**SMÉAGOL**

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

**GOLLUM**

You're a liar and a thief.

**SMÉAGOL**

[Shaking his head] Nope.

**GOLLUM**

Mur...derer...!

**SMÉAGOL**

[Starts to weep and whimper] Go away.

**GOLLUM**

Go away! [Cackles] HAHAHAHA!!

**SMÉAGOL**

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

**GOLLUM**

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

**SMÉAGOL**

[Resolute] Not anymore.

**GOLLUM**

[Startled] What did you say?

**SMÉAGOL**

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

**GOLLUM**

What?

**SMÉAGOL**

Leave now and never come back.

**GOLLUM**

No!!

**SMÉAGOL**

[Louder] Leave now and never come back!

**GOLLUM**

[Growls and bares his teeth] Arrrgh!!!

**SMÉAGOL**

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

[Sméagol pants and then looks around.]

**SMÉAGOL**

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

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

**SMÉAGOL**

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

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

congratulation

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

**SMÉAGOL**

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

[He bites and tears into the raw meat. Sam rushes over and snatches the rabbit out of Gollum's hands]

**SAM**

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

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

**SMÉAGOL**

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

**SAM**

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

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

**SAM**

What we need is a few good taters.

**GOLLUM**

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

**SAM**

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

**SMÉAGOL**

[Sticks out his tongue in disgust] Pbbbt!!

**SAM**

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

**SMÉAGOL**

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

**SAM**

You're hopeless.

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

**SAM**

Mr. Frodo?

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

**SAM**

Who are they?

**GOLLUM**

Wicked men. Servants of Sauron. They are called to Mordor. The Dark One is

gathering all armies to him. It won't be long now. He will soon be ready.

**SAM**

Ready to do what?

**GOLLUM**

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

**FRODO**

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

**SAM**

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

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

**SAM**

No one at home will believe this...

[Sméagol slips away unnoticed.]

**FRODO**

[Looking around] Sméagol?

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

**FRODO**

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

[Frodo runs right into a Gondorian Ranger, who grabs hold of him and throws him onto his back. Sam sees Frodo in danger and grapples for his sword]

**SAM**

Ah!

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

**FARAMIR**

Bind their hands.

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

**GIMLI**

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

[Éowyn smiles and looks back at Aragorn.]

**ARAGORN**

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

**GIMLI**

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

**ÉOWYN**

[Laughs gaily] Hahahaha!!

**GIMLI**

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

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

**ÉOWYN**

Ooh! [She rushes forward to Gimli]

**GIMLI**

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

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

**ARWEN (V.O.)**

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

**[FLASHBACK**

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

**ARAGORN**

I am asleep. This is a dream.

**ARWEN**

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

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

**ARAGORN**

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

**ARWEN**

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

**ARAGORN**

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

**ARWEN**

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

**ARAGORN**

Arwen...

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

**ARWEN**

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

[They kiss.]

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

**ÉOWYN**

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

**[ARAGORN SMILES AND SAYS NOTHING.]**

**FLASHBACK**

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

**ELROND**

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

**ARAGORN**

But never more than a memory.

**ELROND**

I will not leave my daughter here to die.

**ARAGORN**

She stays because she still has hope.

**ELROND**

She stays for YOU! She belongs with her people!

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

**ARAGORN**

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

**ARWEN**

Why are you saying this?

**ARAGORN**

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

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

**ARAGORN**

This belongs to you.

**ARWEN**

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

[Scene shifts back to Aragorn and Éowyn]

**ÉOWYN**

My lord?

**ARAGORN**

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

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

**GAMLING**

What is it? Háma?

[Their horses become restless.]

**HÁMA**

[Looking around] I'm not sure.

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

**GAMLING**

Wargs!

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

**LEGOLAS**

Argh! [Shouts to Aragorn] A scout!

**THÉODEN**

What is it? What do you see?

**ARAGORN**

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

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

**ARAGORN**

Get them out of here!

**THÉODEN**

All riders to the head of the column!

**GIMLI**

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

[Gimli gets onto the horse with some  
help. Legolas gazes into the distance

and sees many warg-riders coming fast towards them, kicking up dust trails as they go.]

**THÉODEN**

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

**ÉOWYN**

I can fight!

**THÉODEN**

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

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

**THÉODEN**

[To his men] Follow me! Yah!

**GIMLI**

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

**ÉOWYN**

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

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

direction.]

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

**WARG-RIDERS**

Argh!!

**THÉODEN**

**CHARGE!!**

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

**GIMLI**

Bring your pretty face to my axe!

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

**GIMLI**

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

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

**GIMLI**

Argh! Stinking creature. Argh!

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

**GIMLI**

[Eyes widening] Ooh..!

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

**GIMLI**

[As the warg lands on him] Oooh!!

[Théoden stabs at a warg rider. Aragorn is knocked off Hasufel and attacked by Sharku. Aragorn tries to kill the warg rider but Sharku blocks his attempt and grabs Aragorn by the neck, while

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

**LEGOLAS**

[Looking around] Aragorn!

**GIMLI**

Aragorn?

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

**GIMLI**

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

**SHARKU**

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

**LEGOLAS**

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

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

**THÉODEN**

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

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

**THÉODEN**

[Puts a hand on Legolas' shoulder] Come.

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

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

**REFUGEES**

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

**OLD WOMAN**

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

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

**FREDA**

Mama!

**MORWEN**

Éothain! Freda!

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

**GAMLING**

Make way for Théoden!

**SOLDIERS**

Sire!

**GAMLING**

Make way for the king!

[Éowyn rushes down to meet them]

**ÉOWYN**

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

**THÉODEN**

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

**GIMLI**

[Going up to Éowyn] My lady...

**ÉOWYN**

Lord Aragorn, where is he?

**GIMLI**

He fell...

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

[At the battlements]

**THÉODEN**

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

**GAMLING**

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

**THÉODEN**

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

[Camera zooms in on the gate]

**GRÍMA (V.O.)**

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

[Camera turns to Gríma and Saruman at Orthanc. Saruman is pouring some dark dry substances into a vessel. Gríma

is holding a lit candle in his hand.]

**GRÍMA**

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

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

**SARUMAN**

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

[He walks away towards the balcony.]

**GRÍMA**

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

**SARUMAN**

Tens of thousands.

**GRÍMA**

But, my lord, there is no such force.

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

**SARUMAN**

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

[The army cheers and roars.]

**SARUMAN**

This night, the land will be stained with the blood of Rohan! March to Helms

Deep! Leave none alive!

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

**SARUMAN**

To war!!

[The army cheers and roars even louder.]

**SARUMAN**

[Sneers] There will be no dawn for Men.

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

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

**PIPPIN**

Look! There's smoke to the south!

**TREEBEARD**

There is always smoke rising from Isengard these days.

**MERRY**

Isengard?

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

**TREEBEARD**

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

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

**PIPPIN**

What is it?

**MERRY**

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

unconscious.

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

**ARWEN**

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

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

**ARAGORN**

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

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

**ELROND**

[Coming into her room] Arwen.

[Arwen hears him and sits up.]

**ELROND**

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

**ARWEN**

I have made my choice.

**ELROND**

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

**ARWEN**

There is still hope.

**ELROND**

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

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

**ELROND**

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

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

**ELROND**

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

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

**ELROND**

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

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

to her cheek.]

**ELROND**

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

**ARWEN**

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

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

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

**GALADRIEL**

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

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

**GALADRIEL (V.O.)**

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

of men.

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

**GALADRIEL (V.O.)**

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

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

**GALADRIEL (V.O.)**

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

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

**GALADRIEL (V.O.)**

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

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

**FARAMIR**

What news?

**MADRIL**

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

**FARAMIR**

How many?

**MADRIL**

Some thousands. More come every day.

**FARAMIR**

Who's covering the river to the north?

**MADRIL**

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

**FARAMIR**

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

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

**FARAMIR**

My men tell me that you are Orc spies.

**SAM**

Spies?! Now wait just a minute!

**FARAMIR**

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

[Frodo and Sam remain silent.]

**FARAMIR**

Speak.

**FRODO**

We are hobbits of the Shire. Frodo Baggins

is my name and this is Samwise Gamgee.

**FARAMIR**

Your bodyguard?

**SAM**

His gardener.

**FARAMIR**

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

**FRODO**

[The merest hesitation.] There was no other.

[Sam looks shifty-eyed and uncomfortable.]

**FRODO**

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

**FARAMIR**

[Intently] You're a friend of Boromir?

**FRODO**

Yes... for my part.

**FARAMIR**

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

**FRODO**

[Shocked] Dead? How? When?

**FARAMIR**

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

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

**GONDORIAN RANGER**

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

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

**FARAMIR**

You must come with me. Now.

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

**FARAMIR**

[Pointing down] Down there.

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

**FARAMIR**

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

[The Rangers notch their arrows]

**FARAMIR**

Shall I shoot?

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

**GOLLUM**

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

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

**FRODO**

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

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

**FRODO**

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

[Frodo gestures for Gollum to follow him.]

**GOLLUM**

We must go now?

**FRODO**

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

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

**FRODO**

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

**GOLLUM**

[wails] Master!!

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

**GOLLUM**

No! No!

**FARAMIR**

Where are you leading them? Answer me!

**GOLLUM**

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

**SMÉAGOL**

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

**GOLLUM**

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

**SMÉAGOL**

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

**GOLLUM**

Master betrayed us.

**SMÉAGOL**

No, not its business. Leave us alone!

**GOLLUM**

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

**SMÉAGOL**

[Whimpers] No... No!

**FARAMIR**

What did they steal?

**GOLLUM**

expression] [Turns to Faramir with a ferocious

Myyy... PRECIOUSSS!! [He bares his teeth  
and growls] Aaaarrrggghh!!!

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

**SAM**

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

**FRODO**

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

**SAM**

Mr. Frodo...

[They both stand as Faramir enters.]

**FARAMIR**

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

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

**FARAMIR**

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

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

**FRODO**

No!! [He runs away from Faramir]

**SAM**

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

[Faramir stares at Frodo. Just then Damrod enters.]

**DAMROD**

Osgiliath is under attack. They call for reinforcements.

**SAM**

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

**DAMROD**

Captain?

**FARAMIR**

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

[Sam looks after Faramir sadly.]

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

**ARAGORN**

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

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

**REFUGEES**

He's alive!

**GIMLI**

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

**ARAGORN**

Gimli, where is the king?

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

**LEGOLAS**

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

[To the side, Éowyn sees Aragorn and smiles joyously and with relief. Legolas

takes Aragorn's hand and gives the Evenstar pendant. Aragorn looks at the Evenstar and claps Legolas on the shoulder.]

**ARAGORN**

Hannon le. (Thank you.)

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

[Aragorn is in the keep, conferring with Théoden]

**THÉODEN**

A great host, you say?

**ARAGORN**

All Isengard is emptied

**THÉODEN**

How many?

**ARAGORN**

Ten thousand strong at least.

**THÉODEN**

Ten thousand?!

**ARAGORN**

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

**THÉODEN**

Let them come! [Walks away resolutely]

[Along the passage behind the Deeping Wall.]

**THÉODEN**

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

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

**THÉODEN**

We will cover the causeway and the gate

from above. No army has ever breached the Deeping Wall or set foot inside the Hornburg.

**GIMLI**

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

**THÉODEN**

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

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

**THÉODEN**

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

**ARAGORN**

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

**THÉODEN**

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

**ARAGORN**

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

**THÉODEN**

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

**ARAGORN**

Gondor will answer.

**THÉODEN**

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

**GAMLING**

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

**THÉODEN**

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

**ROHAN CAPTAIN**

[to the soldiers] Secure the gate!

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

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

**TREEBEARD**

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

**MERRY**

What's that?

**TREEBEARD**

'Tis a gathering.

**MERRY**

A gathering of what?

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

**TREEBEARD**

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

[Merry licks his lips in anticipation.]

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

**SOLDIER 1**

Move back! Move to the caves!

**SOLDIER 2**

Keep moving!

**SOLDIER 3**

Quickly now!

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

**ARAGORN**

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

**GIMLI**

Most have seen too many winters.

**LEGOLAS**

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

**ARAGORN**

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

**LEGOLAS**

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

**ARAGORN**

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

**GIMLI**

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

[In the hall]

**GAMLING**

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

**THÉODEN**

Who am I, Gamling?

**GAMLING**

You are our king, sire.

**THÉODEN**

And do you trust your king?

**GAMLING**

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

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

**THÉODEN**

To whatever end... Where is the horse  
and the rider? Where is the horn that

was blowing? They have passed like rain  
on the mountains. Like wind in the meadow.  
The days have gone down in the west.  
Behind the hills, into shadow. How did  
it come to this?

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

**ARAGORN**

Give me your sword. What is your name?

**HALETH**

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

[Aragorn gives the battered sword a  
few swings.]

**ARAGORN**

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

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

**ARAGORN**

There is always hope.

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

**LEGOLAS**

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

**ARAGORN**

Ú-moe edhored, Legolas. (There is nothing

to forgive, Legolas.)

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

**GIMLI**

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

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

**LEGOLAS**

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

[The guards look down in wonderment.]

**BEREG**

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

**SOLDIER**

Open the gate!

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

**THÉODEN**

How is this possible?

**HALDIR**

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

**ARAGORN**

[He bows] Mae govannen, Haldir. (Welcome,

Haldir) [He grabs Haldir in a huge embrace. Initially stunned, Haldir hugs him back lightly.]

**ARAGORN**

You are most welcome!

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

**HALDIR**

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

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

**GIMLI**

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

[Legolas smirks. Aragorn approaches and stands beside them]

**GIMLI**

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

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

**LEGOLAS**

Your friends are with you, Aragorn.

**GIMLI**

Let's hope they last the night.

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

[Aragorn is giving commands to the Elf warriors.]

**ARAGORN**

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

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

**GIMLI**

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

**LEGOLAS**

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

**GIMLI**

[Laughs good-naturedly] Hehehehe!!

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

**ARAGORN**

Dartho! (Hold!)

[The Uruk-hai army stop their roaring and thumping. With a hollow groan, the Uruk that was shot collapsed to the ground. The other Uruk-hai bare their

teeth and roar with anger. With a cry, the Uruk-hai leader thrusts his weapon in the air and the Uruk-hai army starts charging.]

**THÉODEN**

So it begins.

**ARAGORN**

Tangado halad! (Prepare to fire!)

[The Elves notch their arrow and aim.]

**LEGOLAS**

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

**ARAGORN**

Leithio i philinn! (Release the arrows!)

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

**GIMLI**

Did they hit anything?

**THÉODEN**

Give them a volley.

**GAMLING**

[to the men] Fire!

**MAN-WITH-MISSING-EYE**

Fire!

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

**ARAGORN**

Fire!

**GIMLI**

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

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

**ARAGORN**

Pendraid! (Ladders!)

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

**ARAGORN**

Swords! Swords!

**GIMLI**

Good!

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

**GIMLI**

Legolas, two already! [Holding up two fingers]

**LEGOLAS**

I'm on seventeen!

**GIMLI**

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

**LEGOLAS**

[Fires two arrows] Nineteen!

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

**PIPPIN**

[Gesturing] Merry!

**TREEBEARD**

We have just agreed. [Long pause with

his eyes closed.]

**MERRY**

[Angles his head in query] Yes?

**TREEBEARD**

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

**PIPPIN**

Well, that's good news.

**MERRY**

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

**TREEBEARD**

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

**MERRY**

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

**TREEBEARD**

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

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

**GIMLI**

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

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

**ARAGORN**

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

[The Elf archers release their arrows. The Uruk-hai at the sides are shot and fall down the Causeway. But the column keeps advancing.]

**THÉODEN**

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

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

**ARAGORN**

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

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

**THÉODEN**

Brace the Gate! Hold them! Stand firm!

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

**GIMLI**

Aragorn!! Argh!

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

**ARAGORN**

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

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

**ARAGORN**

Herio! (Charge!)

[Aragorn leads the Elves in a charge towards the Uruk-hai streaming in. He rushes to Gimli's side and picks him up. At the top of the battlements, Legolas grabs a shield and sends it sliding across the ground. He then hops onto it and surfs down the steps, releasing three arrows as he goes, and kicking the shield to stab an Uruk-hai as he lands at the bottom.]

[At the Ent Moot]

**TREEBEARD**

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

**MERRY**

How can that be your decision?!

**TREEBEARD**

This is not our war.

**MERRY**

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

**TREEBEARD**

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

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

**PIPPIN**

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

**MERRY**

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

[Pippin looks after Merry as he walks away.]

**GAMLING**

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

**ARAGORN**

Na Barad! Na Baraad! Haldir, na Barad!  
(To the Keep! Pull back to the Keep!  
Haldir, to the Keep!)

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

**GIMLI**

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

**[HALDIR HACKS AT A FEW URUK AS HE TURNS**

**TOWARDS**

**THE GATE. SUDDENLY, HE IS STABBED IN HIS**

**ARM.]**

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

among dead Uruk-hai.]

**ARAGORN**

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

**GAMLING**

Brace the gate!

**SOLDIER**

Hold them!

**THÉODEN**

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

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

**GAMLING**

Make way! We cannot hold much longer.

**THÉODEN**

Hold them!

**ARAGORN**

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

**GAMLING**

Brace the gate!

**THÉODEN**

As long as you can give me!

**ARAGORN**

Gimli!

**THEODEN**

Timbers! Brace the Gate!

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

**GIMLI**

Come on! We can take 'em!

**ARAGORN**

It's a long way.

[Gimli takes a peek and then steps back.]

**GIMLI**

[Mumbles] Toss me.

**ARAGORN**

What?

**GIMLI**

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

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

**GIMLI**

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

**ARAGORN**

Not a word.

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

**GIMLI**

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

[On the other side of the gate]

**THEODEN**

Shore up the door!

**SOLDIER 1**

Make way!

**SOLDIER 2**

Follow me to the barricade.

**SOLDIER 3**

Watch our backs!

**SOLDIER 4**

Throw another one over here!

**THÉODEN**

Higher!

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

**SOLDIER**

Hold fast the gate!]

**THÉODEN**

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

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

**LEGOLAS**

Aragorn! [He throws them a rope]

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

pulled up and shoots away one of the ropes. The ladder falls back onto the Uruk-hai army.]

**THÉODEN**

Pull everybody back! Pull them back!

**GAMLING**

Fall back! Fall back!

**THÉODEN**

They've broken through! The castle is breached. Retreat!

**GAMLING**

Fall back!

**THÉODEN**

Retreat!

**ARAGORN**

Hurry! Inside! Get them inside!

**GAMLING**

Into the Keep!

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

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

**TREEBEARD**

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

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

**PIPPIN**

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

**TREEBEARD**

South? But that will lead you past Isengard.

**PIPPIN**

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

**TREEBEARD**

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

**MERRY**

Are you mad? We'll be caught!

**PIPPIN**

No we won't. Not this time.

[Faramir and company draws close to Osgiliath.]

**RANGER 1**

Look! Osgiliath burns!

**RANGER 2**

Mordor has come.

**FRODO**

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

[Faramir hesitates for a moment.]

**FARAMIR**

Hurry. [He presses them on]

**FRODO**

Faramir, you must let me go!

[Frodo and Sam are pushed on towards Osgiliath]

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

**TREEBEARD**

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

**PIPPIN**

I'm sorry, Treebeard.

**TREEBEARD**

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

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

**TREEBEARD**

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

[Merry and Pippin turn around as they hear rumbles from the forest. They see many Ents emerging and marching towards them]

**MERRY**

Yes!

**TREEBEARD**

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

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

and falling rocks.]

**MADRIL**

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

[Frodo suddenly seems stricken]

**SAM**

Mr Frodo!

**FRODO**

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

**SAM**

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

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

**FARAMIR**

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

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

**SAM**

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

**RANGER**

Watch out!

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

**SAM**

Mr Frodo?

**FRODO**

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

**FARAMIR**

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

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

**THÉODEN**

The fortress is taken. It is over.

**ARAGORN**

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

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

**WOMAN**

They are breaking in!

**ARAGORN**

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

**GAMLING**

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

**ARAGORN**

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

**THÉODEN**

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

**ARAGORN**

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

**THÉODEN**

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

**ARAGORN**

For Rohan. For your people.

**GIMLI**

The sun is rising.

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

**GANDALF (V.O.)**

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

**THÉODEN**

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

**GIMLI**

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

**THÉODEN**

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

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

**THÉODEN**

**FORTH EORLINGAS!!**

[Théoden leads the charge out of the keep into the Hornburg, slashing away

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

**ARAGORN**

Gandalf.

**GANDALF**

Théoden king stands alone.

**ÉOMER**

[Coming up from behind] Not alone. [He raises a hand] Rohirrim!!

[Riders move up behind Éomer.]

**THÉODEN**

[Looking to the east] Éomer!

**ÉOMER**

To the king!

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

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

**PIPPIN**

Yes!

**TREEBEARD**

A hit. A fine hit!

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

**TREEBEARD**

Break the dam! Release the river!

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

**MERRY**

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

**TREEBEARD**

Hold on, little hobbits!

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

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

**SAM**

What are you doing? Where are you going?!

**[SLOW MOTION**

Frodo walks up some stairs and stands on a bridge. A Nazgûl on a Fell beast

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

**FRODO**

Aaarrgghh!!!

**SAM**

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

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

**FRODO**

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

**SAM**

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

**THÉODEN**

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

**SAM**

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

**FRODO**

What are we holding on to, Sam?

**SAM**

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

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

**FARAMIR**

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

**MADRIL**

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

**FARAMIR**

Then it is forfeit. Release them.

[Sam shakes the ranger's hand from his shoulder. Frodo looks up at Faramir with gladness. Over in the realm of Rohan, Gandalf, Théoden and company

ride to the top of a slope, looking towards the Mountain of Fire in the distance.]

**GANDALF**

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

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

**SAM**

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

**FRODO**

What?

**SAM**

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

**FRODO**

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

[Frodo turns to look at Sam.]

**FRODO**

Frodo wouldn't have got far without Sam.

**SAM**

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

**FRODO**

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

**SAM**

[Dreamily] Samwise the Brave. [He gives

his backpack a heave and follows Frodo]

[Gollum is crouching a short distance away]

**FRODO**

Sméagol!

**SAM**

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

**SMÉAGOL**

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

**GOLLUM**

Master broke his promise.

**SMÉAGOL**

Don't ask Sméagol. Poor, poor Sméagol.

**GOLLUM**

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

**SMÉAGOL**

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

**GOLLUM**

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

**SMÉAGOL**

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

**GOLLUM**

Kill them both.

**SMÉAGOL**

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

[He looks in the direction of the hobbits]

**SAM**

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

**FRODO**

Sméagol?

**GOLLUM**

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

**SMÉAGOL**

Yes. She could do it.

**GOLLUM**

Yes, precious she could. And then we takes it once they're dead.

**SMÉAGOL**

Once they're dead...

**GOLLUM**

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

**SMÉAGOL**

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

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

**GOLLUM**

Follow me.

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