

THE HOBBIT: AN UNEXPECTED JOURNEY
The Scripted Edit (Extended Edition)

Screenplay by
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FINAL DRAFT

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BLACK SCREEN

SUPER: New Line Cinema And Metro-Goldwyn-Mayer Pictures Present

SUPER: A Wingnut Films Production

SUPER: THE HOBBIT

FADE IN:

1 **EXT. HOBBITON - DAY**

1

WIDE ON: The sun rises over the village of HOBBITON. A dense, orange glow is cast against the LITTLE RIVERS and ROLLING HILLS.

2 **EXT. BAG END - HOBBITON - DAY**

2

CLOSE ON: A SMOKE RING floats in the morning sky. It wavers gently in the wind, tranquil.

Suddenly, it collapses with a POP and transforms into a SMOKE MOTH.

The moth FLUTTERS into the face of curly-haired hobbit BILBO BAGGINS. The puff of smoke wakes him from his reverie. He notices a grey figure standing in front of him.

WIDE ON: The wizard GANDALF THE GREY stands before Bilbo's FENCE, watching.

CLOSE ON: Bilbo seems startled.

BILBO

Good morning.

GANDALF

What do you mean? Do you mean to wish me a good morning, or do you mean that it is a good morning whether I want it or not? Or, perhaps you mean to say that you feel good on this particular morning, or are you simply stating that this is a morning to be good on?

BILBO

All of them at once, I suppose?

Gandalf gives Bilbo a disapproving look. Bilbo looks simply bewildered.

(CONTINUED)

2 CONTINUED:

2

BILBO (CONT'D)

I'm sorry, can I help you?

GANDALF

That remains to be seen. I'm looking for someone to share in an adventure.

Bilbo's PIPE drops from his mouth.

BILBO

An adventure? Now I don't imagine anyone west of Bree would have much interest in adventures. Nasty, disturbing, uncomfortable things. Make you late for dinner!

WIDE ON: Bilbo gets up and checks his mailbox.

ANGLE ON: He grabs some LETTERS and ENVELOPES and sorts through them. After sparing Gandalf a brief glance, he turns to leave.

BILBO (CONT'D)

Good morning.

GANDALF

To think that I should have lived to be good-morninged by Belladonna Took's son as if I were selling buttons at the door.

Bilbo whips around, startled at the mention of his mother.

BILBO

Beg your pardon?

GANDALF

You've changed, and not entirely for the better, Bilbo Baggins.

BILBO

I'm sorry, do I know you?

GANDALF

Well, you know my name, although you don't remember I belong to it. I'm Gandalf and Gandalf means me!

A look of recognition flashes across Bilbo's face. His lips curl into a smile.

(CONTINUED)

2 CONTINUED: (2)

2

BILBO

Not Gandalf, the wandering wizard,
who made such excellent fireworks!
Old Took used to have them on
Mid-Summer's Eve!

(beat)

I had no idea you were still in
business.

CLOSE ON: Gandalf gives Bilbo a scathing look.

GANDALF

And where else should I be?

BILBO

Well...

Bilbo's voice awkwardly TRAILS OFF. Sheepish, Bilbo takes
another whiff of his pipe.

GANDALF

Well, I'm pleased to find you
remember something about me, even
if it's only my fireworks. Well
then, that's decided. It will be
very good for you and most amusing
for me. I shall inform the others.

ANGLE ON: Bilbo grows pale with shock. He retreats further
towards Bag End.

BILBO

Inform the who? What? No, no, no!
We do not want any adventures here,
thank you! Not today! I suggest you
try somewhere over the hill or
across the water! Good morning!

In frustration, Bilbo storms into his home.

3 **INT. HALLWAY - BAG END - DAY**

3

WIDE ON: Bilbo bolts the door shut behind him. Relieved, he
leans on it, catching his breath.

Suddenly, he hears a mysterious SCRAPPING NOISE on his door.
Bilbo listens closely, WONDERING.

4 **EXT. BAG END - HOBBITON - DAY** 4

CLOSE ON: The noise is Gandalf, drawing a GLOWING RUNE onto Bilbo's door with the edge of his STAFF.

5 **INT. HALLWAY - BAG END - DAY** 5

Alarmed, Bilbo rushes to his window. He peers outside and sees nothing but blue sky.

Suddenly, Gandalf's EYE is staring back at him through the glass. Bilbo jumps back in fright, hiding out of sight.

Gandalf lingers outside the window, before turning and leaving. Bilbo reenters the hallway and looks out of the window. He sees Gandalf hurrying away from Bag End.

6 **EXT. MARKETPLACE - HOBBITON - DAY** 6

WIDE ON: Bilbo scurries toward the marketplace, a crazed look in his eyes.

Numerous TENTS AND PAVILIONS are set up around the market. Under their roofs, FOOD, DRINK, AND OTHER ITEMS are sold.

DOZENS OF HOBBITS waltz around the site, CHATTERING amongst themselves. The women laugh, the men drink and the children play.

ANGLE ON: A FISHERHOBBIT hands Bilbo his PACKAGED GOODS.

BILBO

Thank you.

Bilbo hurries away from the marketplace, eager to return home. Just to be sure, Bilbo peers over his shoulder. Nothing is there.

He looks back to the road before him, finding an elderly hobbit, MASTER WORRYWORT, wheeling a cart towards him. Worrywort pauses when he sees Bilbo.

WORRYWORT

Hello, Mr. Bilbo! Here!

Worrywort holds up a LARGE, ROUND PLANT in front of Bilbo.

WORRYWORT (CONT'D)

Have a feel of me tubers. Nice and firm they are. Just came in from West Farthing!

Bilbo gives the plant a brief touch.

(CONTINUED)

6 CONTINUED:

6

BILBO

Very impressive, Master Worrywort.
Now, I don't suppose you've seen a
wizard lurking about these parts?

WORRYWORT

Tall fellow, long grey beard,
pointy hat. Can't say I have.

As Worrywort speaks, Bilbo spots the TIP OF A GREY HAT
moving behind a tent.

He sprints away from the marketplace, leaving Worrywort
behind. Bilbo hides himself next to a STONE BRIDGE, watching
as the hat makes its way past the tent.

The hat rounds a corner. It was only a BASKET OF GREY WOOL.
Bilbo steps out from the bridge, dazed.

7 **EXT. BAG END - HOBBITON - NIGHT**

7

WIDE ON: The sun creeps beneath the trees. One single, DRUNK
HOBBIT stumbles past Bag End, carrying a FLAGON OF WINE in
his hand.

SUPER: AN UNEXPECTED JOURNEY

8 **INT. KITCHEN - BAG END - NIGHT**

8

CLOSE ON: Two fish SIZZLE on a frying pan.

ANGLE ON: Bilbo loads them onto his plate, dressed in his
night-time robes. He settles down at the table, tucks a
napkin into his collar and begins to season his meal.

9 **EXT. BAG END - HOBBITON - NIGHT**

9

CLOSE ON: The rune on the door GLIMMERS in the night. The
SHADOW OF A DWARF spreads over the door.

10 **INT. KITCHEN - BAG END - NIGHT**

10

WIDE ON: From outside, the DOORBELL RINGS. Bilbo looks up in
surprise.

11 **INT. HALLWAY - BAG END - NIGHT**

11

ANGLE ON: Bilbo opens his door. He finds a bald, muscular
dwarf, DWALIN, standing at his doorstep. He greets Bilbo
with a slight bow.

(CONTINUED)

11 CONTINUED:

11

DWALIN

Dwalin, at your service.

Bilbo lets out a CONFUSED WHIMPER. Coming to his senses, he quickly ties his robe together and stands taller, but the confused look on his face still remains.

BILBO

Bilbo Baggins, at yours.

Dwalin steps inside without invitation.

BILBO (CONT'D)

Sorry, do we know each other?

DWALIN

No. Which way, laddie? Is it down here?

BILBO

Is what down where?

Dwalin takes off his COAT and throws it to Bilbo. The poor hobbit barely manages to catch the thing.

DWALIN

Supper. He said there'd be food and lots of it.

The dwarf strides down the hallway, as if it were his own. Bilbo stares after him, befuddled.

BILBO

He said? Who said?

12 **INT. KITCHEN - BAG END - NIGHT**

12

Dwalin sits at Bilbo's spot at the table, scarfing down the fish. Bilbo watches him eat, disgusted.

CLOSE ON: Dwalin scarfs down all the flesh off from the fish. He drops the BONES onto the plate, wiping his hands on his beard.

DWALIN

Very good, this. Any more?

BILBO

What? Oh, yes.

(CONTINUED)

12 CONTINUED:

12

ANGLE ON: Bilbo awkwardly brings over a PLATE OF BISCUITS. He manages to hide one behind his back for himself.

Dwalin grabs most of the biscuits and stuffs them down his mouth.

BILBO (CONT'D)

It's just that I wasn't expecting company.

CLOSE ON: The DOORBELL RINGS once again. Bilbo looks up in alarm.

DWALIN

That'll be the door.

Dwalin stares up at him, GREASE staining his beard.

13 INT. HALLWAY - BAG END - NIGHT

13

ANGLE ON: Bilbo opens the door once again. He finds another dwarf standing before him. BALIN. The much older dwarf gives a ginger bow.

BALIN

Balin, at your service.

BILBO

Good evening.

BALIN

Yes, yes, it is. Though, I think it might rain later. Am I late?

BILBO

Late for what?

Balin spots Dwalin in the hallway, trying to get more biscuits from the JAR.

BALIN

Oh! Evening brother!

Dwalin puts the jar down with a smile. The two brothers approach each other.

DWALIN

By my beard, you are shorter and wider than last we met.

(CONTINUED)

13 CONTINUED:

13

BALIN

Wider, not shorter. But sharp
enough for the both of us.

CLOSE ON: The two share a CHUCKLE as Bilbo looks on,
confused.

14 **INT. PANTRY - BAG END - NIGHT**

14

ANGLE ON: Dwalin and Balin have gone into the pantry,
helping themselves to ALE and examining the FOOD.

CLOSE ON: Bilbo steps into the room.

BILBO

It's not that I don't like
visitors, I like visitors as much
as the next hobbit. But I do like
to know them before they come
visiting.

ANGLE ON: The dwarves continue to riffle through the pantry,
ignoring their host.

CLOSE ON: Bilbo sheepishly presses on.

BILBO (CONT'D)

The thing is, I don't know any of
you. Not in the slightest. I don't
mean to be blunt, but I had to
speak my mind. I'm sorry.

Dwalin and Balin pause and look at Bilbo.

BALIN

Apology accepted.

Bilbo nods, satisfied.

ANGLE ON: Balin hands a TANKARD to his brother.

BALIN (CONT'D)

Now, fill it up, brother, don't
stint!

From the hallway, the DOORBELL RINGS once again. Bilbo
slowly turns around, at awe with shock.

15 INT. HALLWAY - BAG END - NIGHT

15

ANGLE ON: For the third time, Bilbo opens the door. He finds two young dwarves, FILI and KILI, standing before him. Bilbo GROANS.

FILI
Fili.

KILI
And Kili.
(with Fili)
At your service.

They both give a courteous bow.

KILI (CONT'D)
You must be Mr. Boggins!

BILBO
Nope, you can't come in, you've
come to the wrong house.

Bilbo tries to close the door. Kili manages to stop it with his feet.

KILI
Has it been cancelled?

FILI
No one told us!

BILBO
Cancelled? No, nothing's been
cancelled!

KILI
That's a relief!

The dwarves push their way in and begin to unload their WEAPONS onto Bilbo.

FILI
Careful with these. We just had
them sharpened.

Kili admires the architecture of the hallway.

KILI
It's nice, this place. Did you do
it yourself?

(CONTINUED)

15 CONTINUED:

15

BILBO

No, it's been in the family for years.

Kili begins to scrape the mud off his boots on the edge of a NEARBY CHEST.

BILBO (CONT'D)

That's my mother's glory box, could you please not do that!

Dwalin enters the hallway and beckons Fili and Kili forward.

DWALIN

Fili, Kili, come on, give us a hand!

KILI

Mr. Dwalin!

The two brothers follow Dwalin down the hall and into the dining room. Bilbo begins to follow behind them, at a loss for words.

BALIN (O.S.)

Let's shove this in the hallway, otherwise we'll never get everyone in.

BILBO

Everyone? How many more are there.

BALIN (O.S.)

Not many.

The DOORBELL RINGS AGAIN!

Enraged, Bilbo quickly walks to the door. Along the way, he dumps the swords and equipment he is carrying onto the ground.

BILBO

No! There's nobody home! Go away and bother somebody else! There's far too many dwarves in my dining room as it is. If this is some clotterd's idea of a joke, I can only say that it is in very poor taste.

(CONTINUED)

15 CONTINUED: (2) 15

Bilbo throws open the door. Two more dwarves stand outside, OIN and GLOIN. Bilbo is shocked to see Gandalf standing behind them.

BILBO (CONT'D)
Gandalf?

The wizard gives a faint smile.

16 INT. PANTRY - BAG END - NIGHT 16

CLOSE ON: The dwarves raid Bilbo's pantry. CHEESE, MEAT, WINE, VEGGIES, FRUITS; every food under the sun. And they are all wrenched from the PANTRY SHELVES.

17 INT. HALLWAY - BAG END - NIGHT 17

WIDE ON: Bilbo steps into the hall, seeing the dwarves cross from pantry to dining room and back again. He steps forward.

BILBO
Excuse me, that's my chicken! Oh,
not my wine! Put that back! Put
that back!

ANGLE ON: Gloin and Fili pass Bilbo. Gloin carries THREE WHEELS OF CHEESE.

BILBO (CONT'D)
That's a tad excessive, don't you
think? Do you have a cheese knife?

FILI
Cheese knife? He eats it by the
block.

Bilbo turns his attention to Oin, who carries WOODEN CHAIRS at his side.

BILBO
No, that's Grandpa Mungo's chair!

Oin holds up a METAL TRUMPET to his ear.

OIN
I can't hear what you're saying,
laddie.

He manages to wrangle free of Bilbo and enters the dining room.

18 INT. DINING ROOM - BAG END - NIGHT (CONTINUOUS) 18

Oin neatly sets the chairs down beside Gandalf. The wizard helps the others set the table. Balin approaches the wizard, carrying a TEA TRAY.

BALIN

Excuse me, Gandalf, may I tempt you with a cup of chamomile tea?

GANDALF

Oh, no thank you, Balin. A little red wine for me, I think.

With a nod, Balin walks off. Gandalf exits the dining room, ducking so as to not hit the doorway.

19 INT. HALLWAY - BAG END - NIGHT (CONTINUOUS) 19

CLOSE ON: Gandalf walks into the central hub of the hallway. He looks down, and starts to count the dwarves on his hands as they pass by.

GANDALF

Fili, Kili, Oin, Gloin, Balin and Dwalin. We appear to be one dwarf short.

Dwalin lounges in a near corner.

DWALIN

He is late, is all. He travelled North to a meeting of our kin. He will come.

Balin approaches Gandalf, GLASS OF WINE in hand.

BALIN

As you requested, a glass of red wine. It's got a fruity bouquet.

GANDALF

Cheers!

Gandalf gulps down the lush, red wine.

20 INT. DINING ROOM - BAG END - NIGHT 20

ANGLE ON: All the dwarves are seated around Bilbo's dining room table. They are messy about preparing and eating their food.

Gandalf sits in the middle of the chaos, calm and collected.

(CONTINUED)

20 CONTINUED: 20

CLOSE ON: Fili sits at the end of the table. He grabs a LOAF OF BREAD from out of a basket.

FILI
Gloin! Catch!

He throws the bread across the table, towards Gloin.

ANGLE ON: Gloin CATCHES IT IN HIS MOUTH. The dwarves APPLAUD UPROARIOUSLY.

21 INT. PANTRY - BAG END - NIGHT 21

CLOSE ON: Bilbo watches the dwarves feast. It is clear that he is disgusted. Quickly, he turns to face the pantry.

WIDE ON: It is completely cleared of food.

22 INT. KITCHEN - BAG END - NIGHT 22

ANGLE ON: Kili enters the kitchen, using a DOILY to wipe his face. Bilbo comes in behind him and rips the doily out of Kili's hands.

BILBO
Excuse me, that is a doily, not a dishcloth.

Fili lounges against the near fireplace.

FILI
But it's full of holes.

BILBO
It's supposed to look like that, it's crochet.

FILI
Oh, and a wonderful game it is too, if you've got the balls for it.

Kili LAUGHS at his brother's jest. Bilbo throws the doily down onto the table, infuriated.

BILBO
Bebother and confusticate these dwarves!

Gandalf enters the kitchen, concerned.

(CONTINUED)

22 CONTINUED:

22

GANDALF

My dear Bilbo, what on earth is the matter?

BILBO

What's the matter? I'm surrounded by dwarves! What are they doing here?

Kili hoists a CHAIN OF SAUSAGES over his shoulder. Fili grabs one end, trying to take them from him. Gandalf observes the scuffle, amused.

GANDALF

They're quite a merry gathering, once you get used to them.

BILBO

I don't want to get used to them!

Bilbo leads Gandalf into the hallway.

23 **INT. HALLWAY - BAG END - NIGHT (CONTINUOUS)**

23

Bilbo points to a MUD SPLATTERED RUG.

BILBO

There's mud trod into the carpet, they've pillaged the pantry! I'm not even going to tell you what they've done in the bathroom; they've all but destroyed the plumbing! I don't understand what they're doing in my house!

Balin approaches the pair, tapping Bilbo on the shoulder.

BALIN

Sorry, I hate to interrupt, but where would you like me to put my plate.

Fili enters the hallway.

FILI

Here you go, Balin, give it to me.

Fili takes the PLATE, quickly turning and throwing it to Kili, standing at the doorway. Kili throws the dish into the kitchen, where -

24 **INT. KITCHEN - BAG END - NIGHT (CONTINUOUS)** 24

CLOSE ON: Oin stands beside the SINK, catching all of the plates and putting them neatly into the sink.

25 **INT. HALLWAY - BAG END - NIGHT** 25

Bilbo watches as the dish throwing cycle continues.

BILBO

Excuse me, that's my mother's West
Farthing crokery, it's over a
hundred years old!

ANGLE ON: The dwarves ignore him, and continue to throw the plates about. Bilbo hears BEATING and SCRAPING from the dining room. He goes to investigate.

26 **INT. DINING ROOM - BAG END - NIGHT** 26

CLOSE ON: Dwalin and Gloin sit at the table, rhythmically DRUMMING on the table with their UTENSILS.

BILBO

Could you please not do that?
You'll blunt them!

GLOIN

You hear that, lads? He says we'll
blunt the knives.

27 **INT. HALLWAY - BAG END - NIGHT (CONTINUOUS)** 27

ANGLE ON: Fili and Kili continue to throw the dishes around, singing to the beat of the BANGING UTENSILS.

KILI

(singing)
Blunt the knives, bend the forks!

FILI

(singing)
Smash the bottles and burn the
corks!

ALL DWARVES

(singing)
Smash the bottles and crack the
plates! That's what Bilbo Baggins
hates!

28 INT. BAG END - NIGHT (CONTINUOUS)

28

The dwarves continue to throw the dishes from the dining room, to the hallway, to the kitchen and back to the dining room, singing all the while

ALL DWARVES
(singing)

Cut the cloth, tread on fat! Leave
the bones on the bedroom mat! Pour
the milk on the pantry floor,
splash the wine on every door! Dump
the crocks in a boiling bowl, pound
them up with a thumping pole! When
you're finished, if they are whole,
send them down the hall to roll!
That's what Bilbo Baggins hates!

Bilbo rushes around his house, frantic and panicked.

29 INT. DINING ROOM - BAG END - NIGHT

29

CLOSE ON: Bilbo sprints into the dining room.

ANGLE ON: Gandalf and the dwarves are circled around the table, LAUGHING. All of the dishes are stacked neatly on the table, SPARKLY CLEAN. Bilbo is relieved.

Suddenly, there is a LOUD KNOCK at the door. Everyone goes quiet.

GANDALF
He is here.

30 INT. HALLWAY - BAG END - NIGHT

30

ANGLE ON: The door opens. There, standing on the doorstep, is the noble looking THORIN OAKENSHIELD.

THORIN
Gandalf, I thought you said this
place would be easy to find. I lost
my way, twice. I wouldn't have
found it at all had it not been for
that mark on the door.

WIDE ON: Gandalf shuts the door behind Thorin. All the dwarves bow at his presence. Bilbo pushes through the crowd, entering the hall.

BILBO
Mark? There's no mark on that door,
it was painted a week ago.

(CONTINUED)

30 CONTINUED:

30

GANDALF

There is a mark; I put it there myself. Bilbo Baggins, allow me to introduce the leader of our company, Thorin Oakenshield.

ANGLE ON: Thorin steps towards Bilbo. There is STARK JUDGEMENT in his eyes.

THORIN

So, this is the hobbit. Tell me, Mr. Baggins, have you done much fighting?

BILBO

Pardon me?

THORIN

Axe or sword? What is your weapon of choice?

BILBO

Well, I do have some skill at Conkers, if you must know, but I fail to see why that's relevant.

THORIN

Thought as much. He looks more like a grocer than a burglar.

The dwarves LAUGH at Thorin's jest. He gives them a warm smile and walks himself down the hall.

31 INT. DINING ROOM - BAG END - NIGHT

31

The dwarves sit around the table with Thorin, who picks at some SOUP. Gandalf sits beside him, smoking a pipe. Bilbo watches from the doorway.

BALIN

What news from the meeting in Ered Luin? Did they all come?

THORIN

Aye. Envoys from all seven kingdoms.

The dwarves MURMUR IN EXCITEMENT.

(CONTINUED)

31 CONTINUED:

31

DWALIN

What did the dwarves of the Iron
Hills say? Is Dain with us?

CLOSE ON: Thorin hesitates, frowning. All eyes are on him.

THORIN

They will not come.

ANGLE ON: The dwarves GASP and EXCLAIM in disappointment.

THORIN (CONT'D)

They say this quest is ours and
ours alone.

BILBO

You're going on a quest?

Bilbo looks to the dwarves, confused. Gandalf taps him on
the shoulder.

GANDALF

Bilbo, my dear fellow, let us have
a little more light.

Bilbo leaves the room and comes back with a CANDLE. He sets
it down near Gandalf, who has pulled out A MAP and is
spreading it across the table.

GANDALF (CONT'D)

Far to the east, over ranges and
rivers, beyond woodlands and
wastelands, lies a single solitary
peak.

CLOSE ON: Gandalf points to a peak drawn on the map. THE
LONELY MOUNTAIN.

BILBO

The Lonely Mountain?

ANGLE ON: Bilbo peers down at the map.

CLOSE ON: He notices a RED DRAGON drawn beside the mountain.

GLOIN

Aye! Oin has read the portents and
the portents say it is time.

ANGLE ON: The other dwarves GROAN. They have heard this all
before.

(CONTINUED)

OIN

Ravens have been seen flying back to the mountain as it was foretold: when the birds of yore return to Erebor, the reign of the beast will end.

Bilbo looks up from the map, concerned.

BILBO

What beast?

FILI

Well, that would be a reference to Smaug the Terrible, chiefest and greatest calamity of our age. Airborne fire-breather, teeth like razors, claws like meathooks. Extremely fond of precious metals.

BILBO

Yes, I know what a dragon is.

BALIN

The task to win back the mountain would be difficult enough with an army behind us. But we number just seven, and not seven of the best.

The dwarves object to this insult, SHOUTING RETORTS AND PROTESTS.

GLOIN

We may be few in numbers, but we're fighters. All of us, to the last dwarf.

KILI

And you forget, we have a wizard in our company. Gandalf must have killed hundreds of dragons in his time.

GANDALF

Well, no, I wouldn't say that I -

FILI

How many then?

GANDALF

What?

(CONTINUED)

FILI

How many dragons have you killed?
Go on, give us a number!

CLOSE ON: An embarrassed Gandalf starts to COUGH on his pipe smoke. The dwarves GROAN, hopeless.

ANGLE ON: Thorin rises to his feet.

THORIN

If we have read these signs, do you not think others will have read them too? Rumours have begun to spread. The dragon Smaug has not been seen for sixty years. Eyes look east to the mountain, assessing, wondering, weighing the risk. Perhaps the vast wealth of our people now lies unprotected. Do we sit back as others claim what is rightfully ours? Or do we seize this chance to take back Erebor?

Inspired by the speech, the dwarves JUMP AND CHEER. Balin gets to his feet and RAISES HIS VOICE.

BALIN

You forget, the front gate is sealed! There is no way into the mountain.

GANDALF

That, my dear Balin, is not entirely true.

CLOSE ON: With a twiddle of his fingers, Gandalf produces a DWARVISH KEY, ornately wrought. Thorin looks at it in wonder.

THORIN

How came you by this?

GANDALF

It was given to me by your father, by Thrain, for safe keeping. It is yours now.

ANGLE ON: Gandalf hands the key to Thorin. Everyone looks on in a proud astonishment.

(CONTINUED)

31 CONTINUED: (4)

31

KILI

If there is a key, there must be a door.

GANDALF

These ruins speak of another passage into the lower halls.

The wizard points to RUNES on the map.

FILI

There's another way in.

GANDALF

Well, if we can find it, but dwarf doors are invisible when closed. The answer lies hidden somewhere in this map and I do not have the skill to find it. But there are others in Middle Earth who can.

The dwarves look to him, listening carefully.

GANDALF (CONT'D)

The task I have in mind will require a great deal of stealth, and no small amount of courage. But, if we are careful and clever, I believe that it can be done.

OIN

That's why we need a burglar.

BILBO

A good one too. An expert, I'd imagine.

GLOIN

And are you?

Bilbo freezes, half confused, half afraid.

BILBO

Am I what?

OIN

He said he's an expert!

CLOSE ON: Several dwarves CHUCKLE WITH JOY. Bilbo's face is livid with shock.

(CONTINUED)

BILBO

Me? No, no, no, I'm not a burglar.
I've never stolen a thing in my
life.

BALIN

I'm afraid I have to agree with Mr.
Baggins. He's hardly burglar
material.

DWALIN

Aye, the wild is no place for
gentlefolk who can neither fight
nor fend for themselves.

Bilbo nods in desperate agreement, ignoring the insult.
Gandalf shakes his head, irritated.

GANDALF

Hobbits are remarkably light on
their feet! In fact, they can go
unseen by most if they choose. And
while the dragon is accustomed to
the smell of dwarf, the scent of a
hobbit is all but unknown to him
which gives us a distinct
advantage.

ANGLE ON: Gandalf turns to Thorin, determined to make his
point.

GANDALF (CONT'D)

You asked me to find the eighth
member of this company and I have
chosen Mr. Baggins. There's a lot
more to him than appearances
suggest, and he's got a great deal
to offer than any of you know,
including himself. You must trust
me on this.

Thorin SIGHS. He scans the room, weighing the outcome.

THORIN

Very well, we'll do it your way.
(turns to Balin)
Give him our contract.

Balin hands a SCROLLED CONTRACT to Bilbo.

(CONTINUED)

BALIN

It's just the usual summary of out of pocket expenses, time required, remuneration, funeral arrangements and so forth.

BILBO

Funeral arrangements?

Bilbo takes the contract reluctantly. He unrolls the scroll, which nearly reaches the floor.

BILBO (CONT'D)

Terms: cash on delivery, up to, but not exceeding one eighth of total profit, if any. Present company shall not be liable for injuries inflicted by or sustained as a consequence thereof, including, but not limited to - lacerations? Evisceration? Incineration?

FILI

Oh, he'll melt the flesh off your bones in the blink of an eye.

CLOSE ON: Bilbo seems breathless. He drops the contract to his side, holding a hand to his chest.

BALIN

You alright, laddie?

BILBO

Yes, but I feel a bit faint.

FILI

Think furnace with wings. Flash of light, searing pain, then - POOF! You're nothing more than a pile of ash!

Bilbo starts PANTING, trying to compose himself as the others look on. Finally, Bilbo rises, turning to Balin.

BILBO

Nope.

ANGLE ON: He FAINTS onto the floor. Gandalf shakes his head, glaring at Fili.

(CONTINUED)

31 CONTINUED: (7)

31

GANDALF
Very helpful, Fili.

32 INT. SITTING ROOM - BAG END - NIGHT

32

Bilbo sits at his chair, shivering and clutching a MUG.

BILBO
I'll be alright, just let me sit
quietly for a moment.

CLOSE ON: Gandalf gazes down at him, a look of
disappointment in his eyes.

GANDALF
You've been sitting quietly for far
too long. When did doliles and your
mother's dishes become so important
to you? I remember a young hobbit
who was always running off in
search of elves in the woods. He'd
stay out late, trailing mud and
twigs and fireflies. A young hobbit
who would have liked nothing better
than to find out what was beyond
the borders of the Shire.

(beat)
The world is not in your books and
maps. It's out there.

ANGLE ON: He points to the window in the room. It gleams in
the PEARLY MOONLIGHT.

BILBO
I can't just go running off into
the blue! I am a Baggins of Bag
End!

GANDALF
You are also a Took! Did you know
that your great-great-great-great
uncle, Bullroarer Took was so large
he could ride a real horse?

BILBO
Yes.

GANDALF
Well, he could! In the Battle of
Green Fields, he charged the goblin
(MORE)

(CONTINUED)

32 CONTINUED:

32

GANDALF (cont'd)
ranks. He swung his club so hard,
it knocked the Goblin King's head
clean off, and it sailed a hundred
yards through the air and went down
a rabbit hole. And thus the battle
was won, and the game of golf
invented at the same time.

BILBO
I do believe you made that up.

Gandalf sits himself across from Bilbo.

GANDALF
Well, all good stories deserve
embellishment. You'll have a tale
or two to tell of your own when you
come back.

BILBO
Can you promise that I will come
back?

GANDALF
No. But if you do, you will not be
the same.

BILBO
That's what I thought. I'm sorry,
Gandalf, but I can't sign this.
You've got the wrong hobbit.

Bilbo leaves the contract on the mantle and exits the
sitting room. Gandalf watches him leave, disappointed.

33 **INT. HALLWAY - BAG END - NIGHT**

33

CLOSE ON: Thorin and Balin stand in the hallway, watching
Bilbo enter his bedroom. Balin SIGHS.

BALIN
It appears we have lost our
burglar. Probably for the best. The
odds were always against us. After
all, what are we? Merchants,
miners, tinkers, toy-makers; hardly
the stuff of legend.

(CONTINUED)

THORIN

There are a few warriors amongst us.

BALIN

Old warriors.

THORIN

I will take each and every one of these dwarves over an army from the Iron Hills. For when I called upon them, they came. Loyalty, honor, a willing heart; I can ask no more than that.

BALIN

You don't have to do this. You have a choice. You've done honorably by our people. You have built us a new life for us in the Blue Mountains, a life of peace and plenty. A life that is worth more than all the gold in Erebor.

Thorin withdraws the Dwarvish key from his pocket. He holds it before Balin for him to see.

THORIN

From my grandfather to my father, this has come to me. They dreamt of the day when the dwarves of Erebor would reclaim their homeland. There is no choice, Balin. Not for me.

BALIN

Then we are with you, laddie. We'll see it done.

With a DEEP SIGH, Balin places a supportive hand on Thorin's shoulder.

WIDE ON: All seven dwarves sit around the fire in the dark sitting room. They HUM A SOMBER TUNE. Smoking his pipe near the mantle, Thorin begins to SING.

(CONTINUED)

34 CONTINUED:

34

THORIN

(singing)

Far over the Misty Mountain cold,
to dungeons deep and caverns old,
we must away ere break of day to
find our long forgotten gold.

The rest of the dwarves rise from their seats, joining in with Thorin.

ALL DWARVES

(singing)

The pines were roaring on the
height, the winds were moaning in
the night, the fire was red, its
flaming spread, the trees like
torches blazed with light.

Gandalf stands near the window, staring out and listening to the song.

35 INT. BEDROOM - BAG END - NIGHT

35

ANGLE ON: Bilbo sits on the edge of his bed, listening to the dwarves sing. He stares into his fire, watching the smoke slowly rise.

36 EXT. BAG END - HOBBITON - NIGHT

36

WIDE ON: EMBERS FLUTTER out of Bilbo's chimney and into the starry night sky.

37 INT. BEDROOM - BAG END - DAY

37

The morning light streams into Bilbo's bedroom.

CLOSE ON: Bilbo wakes, squinting at the sunlight. Suddenly, he notices how quiet the house is.

38 INT. HALLWAY - BAG END - DAY

38

ANGLE ON: Bilbo sneaks around the hallway, peering into all of the doorways. They are all empty.

BILBO

Hello?

He discovers that the mess of the party has been cleaned, almost as if it never happened.

39 **INT. SITTING ROOM - BAG END - DAY** 39

Victorious, Bilbo waltzes into the sitting room. He gazes at the tidiness of the room, smiling. Slowly, his joy deflates, leaving him almost defeated.

He wanders deeper into the room, stopping next to a table. The contract lies there, unsigned. Bilbo stares long and hard at it, thinking.

Suddenly, he looks up, determined.

40 **EXT. HOBBITON - DAY** 40

CRANE SHOT: Bilbo darts out of his home and down the hill. A TRAVELING PACK is strapped to his back, the contract flapping in the wind behind him.

ANGLE ON: He jumps over fences, animals and crops. He sprints past BEFUDDLED NEIGHBORS who shake their heads in disapproval.

WIDE ON: Finally, Bilbo passes the last round of houses. There, Master Worrywort stands at his fence. He sees Bilbo and gives him a SIDEWAYS LOOK.

WORRYWORT

Mr. Bilbo, where are you off to?

BILBO

Can't stop, I'm already late!

WORRYWORT

Late for what?

BILBO

I'm going on an adventure!

With a grin, Bilbo leaves his home behind him and rushes into the world ahead.

41 **EXT. OUTSKIRTS OF HOBBITON - DAY** 41

The Company is trotting down a dirt road, leaving the Shire. The dwarves are mounted on PONIES, their luggage tied behind them. As they ride, most exchange SOUR WORDS about Bilbo.

BILBO

Wait!

CLOSE ON: Bilbo rushes down the road after them.

(CONTINUED)

41 CONTINUED:

41

ANGLE ON: Gandalf and the dwarves stop their horses and turn to see Bilbo. He waves the contract above his head, grinning.

BILBO (CONT'D)

I signed it!

He hands the contract over to Balin, who inspects it with a pair of EYEGLASSES.

BALIN

Everything appears to be in order.
Welcome, Master Baggins, to the
company of Thorin Oakenshield.

The dwarves give INDIFFERENT APPLAUSE.

CLOSE ON: Thorin looks thoroughly unimpressed.

THORIN

Give him a pony.

BILBO

No, no, that won't be necessary,
I'm sure I can keep up on foot.
I've done my fair share of walking
holidays, you know. I even got as
far as Frogmorton once.

Two dwarves ride alongside Bilbo and hoist him upwards.

42 **EXT. OUTSKIRTS OF HOBBITON - DAY - LATER**

42

ANGLE ON: Bilbo rides his pony, glaring down at the animal and shriveling up his nose.

Suddenly, Bilbo SNEEZES LOUDLY.

BILBO

Oh, all this horse hair. I'm having
a reaction.

He searches in his pocket for something. Unable to find it, he looks up in panic.

BILBO (CONT'D)

Wait! Wait! Stop! We have to turn
around.

WIDE ON: The entire company comes to a halt.

(CONTINUED)

42 CONTINUED:

42

GANDALF

My dear Bilbo, what on earth is the matter?

BILBO

I forgot my handkerchief!

ANGLE ON: From the front of the line, Fili tears a STRIP OF CLOTH from his shirt. He tosses it to Bilbo.

FILI

Here, use this!

Bilbo catches the rag and looks at it in disgust.

THORIN

Move on!

The dwarves LAUGH, resuming their journey.

43 **EXT. COUNTRYSIDE - ERIADOR - DAY**

43

CRANE SHOT: The Company travels through VAST, ROLLING HILLS and PLAINS. Forests are visible in the distance, darkness creeping between the trees.

GANDALF (V.O.)

You'll have to manage without pocket-handkerchiefs and a good many other things, Bilbo Baggins, before we reach our journey's end. You were born to the rolling hills and little rivers of the Shire, but home is now behind you; the world is ahead.

Now, the company treks up a MOUNTAIN SIDE, which looms over the flat plains below. The sun sets behind them.

44 **EXT. FOREST - ERIADOR - DAY**

44

CLOSE ON: RAIN THUNDERS DOWN on the Company. Every one of them seems cold, wet and miserable.

ANGLE ON: Bilbo rides beside Gandalf, who seems unaffected by this downpour.

GLOIN

Gandalf, can't you do something about his deluge?

(CONTINUED)

44 CONTINUED:

44

GANDALF

It is raining, Master Dwarf, and it will continue to rain until the rain is done. If you wish to change the weather of the world, you should find yourself another wizard.

CLOSE ON: Bilbo looks curious.

BILBO

Are there any?

GANDALF

What?

BILBO

Other wizards?

GANDALF

There are five of us. The greatest of our order is Saruman the White. Then there are the two blue wizards.

(beat)

You know, I've quite forgotten their names.

BILBO

And who is the fifth?

GANDALF

Well, that would be Radagast the Brown.

BILBO

Is he a great wizard or is he more like you?

Gandalf is slightly offended.

GANDALF

I think he is a very great wizard in his own way. He's a gently soul who prefers the company of animals to others.

45 **EXT. RHOSGOBEL - MIRKWOOD - DAY**

45

WIDE ON: We PAN DOWN from the treetops of Mirkwood.

(CONTINUED)

45 CONTINUED:

45

GANDALF (V.O.)

He keeps a watchful eye to the vast forest lands to the east, and a good thing too, for always evil will look to find a foothold in this world.

Sunlight streams down onto the forest floor. A figure runs through the forest, clutching a STAFF for support. RADAGAST THE BROWN.

CLOSE ON: Radagast comes across a DYING PLANT, as black as the night sky.

RADAGAST

Not good! Not good at all!

ANGLE ON: Radagast darts towards his house. Many DEAD PLANTS and ANIMAL litter the ground. He inspects the plants nearby, MUSHROOMS, TREES and all.

He steps back from his work, distressed. Radagast gives a WHISTLE, and a FLOCK OF BIRDS, come sailing down.

Radagast takes off his HAT, revealing a SMALL BIRD NEST on his head. The birds clamber in and Radagast puts his hat back on.

CLOSE ON: Something on the ground catches the wizard's eye. GASPING, he rushes forward and picks it up. It is a HEDGEHOG. Radagast cradles the dying creature, weeping.

RADAGAST (CONT'D)

Sebastian! Good gracious!

ANGLE ON: Radagast takes off running towards an OVERGROWN HOUSE.

46 INT. RHOSGOBEL - MIRKWOOD - DAY

46

Urgent, Radagast places Sebastian on the counter. He riffles through this cabinets, trying to cure the hedgehog with VARIOUS TECHNIQUES. None work.

CLOSE ON: As he searches for remedies, MORE HEDGEHOGS surround Sebastian, curious.

RADAGAST

Move back! Give him some air, for goodness sake!

(CONTINUED)

46 CONTINUED:

46

The wizard continues his treatments, each one becoming more desperate than the last. He steps back in frustration.

RADAGAST (CONT'D)

I don't understand why it's not working! It's not as if it's witchcraft!

Suddenly, his face falls. Gravely serious, Radagast looks down at Sebastian.

RADAGAST (CONT'D)

Witchcraft. But it is; a dark and powerful magic.

SCURRYING NOISES sound from outside.

ANGLE ON: Radagast looks, seeing the SHADOWS of several GIANT SPIDERS crawling up the house. Panicked, Radagast bars his door.

CLOSE ON: Sebastian CROAKS from the counter, GASPING for air. Suddenly, he seizes up, dead. TEARS WELL in Radagast's eyes.

The house begins to CREAK. The spiders are climbing onto the roof.

ANGLE ON: Radagast turns to his staff and pulls out a BLUE STONE from its top. He grabs Sebastian from the counter and leans against a TREE TRUNK.

He begins to WHISPER A SPELL, holding the blue stone to Sebastian's snout.

As Radagast chants, spiders begin to break the roof above. PATCHES OF SUNLIGHT dot the floor as RUBBLE of the shattered roof crumbles downward.

CLOSE ON: Radagast continues to chant, almost in a TRANCE-LIKE STATE. As the spell grows more and more powerful, a DARKNESS seems to fall over the house. A BLACK, INKY SUBSTANCE begins to fill the blue stone, until -

ANGLE ON: Sebastian GASPS for air, alive. Radagast smiles down at the creature as the darkness fades from the house. From above, it sounds as if the spiders are crawling back down the house.

47 **EXT. RHOSGOBEL - MIRKWOOD - DAY**

47

Radagast runs outside. He catches a glimpse of a GIANT SPIDER crawling off into the forest.

RADAGAST

Where in this good earth did those
foul creatures come from?

A BIRD flies in beside him, TWITTERING. Radagast listens intently, understanding the animal.

RADAGAST (CONT'D)

The old fortress? Show me.

48 **EXT. MIRKWOOD - DAY**

48

A WOODEN SLEIGH bursts through the trees, pulled by SEVERAL LARGE RABBITS. Radagast stands on the sleigh, holding onto railings as he darts down the forest track.

WIDE ON: In the distance, an OLD, RUINED FORTRESS towers above the trees. DOL GULDUR.

49 **EXT. ABANDONED FARMHOUSE - TROLLSHAWS - DAY**

49

WIDE ON: The Company approaches a RUINED FARMHOUSE. Thorin scans the area, before turning to the others.

THORIN

We'll camp here for the night.
Fili, Kili, look after the ponies.
Make sure you stay with them.

The group begins to dismount.

ANGLE ON: Gandalf wanders into the farmhouse, examining the ruin.

GANDALF

A farmer and his family used to
live here.

From outside, Thorin turns to Oin and Gloin.

THORIN

Oin, Gloin, get a fire going.

GLOIN

Right you are.

Gloin nods in agreement, leading his brother into the woods. Gandalf locks eyes with Thorin as he enters the farmhouse.

(CONTINUED)

GANDALF

I think it would be wiser to move on. We could make for the Hidden Valley.

THORIN

I have told you already, I will not go near that place.

GANDALF

Why not? The elves could help us! We could get food, rest, advice.

THORIN

I do not need their advice.

GANDALF

We have a map we cannot read; Lord Elrond will help us.

THORIN

Help? A dragon attacks Erebor, what help came from the elves? Orcs plunder Moria, desecrate our sacred halls, and the elves looked on and did nothing. You ask me to seek out the very people who betrayed my grandfather and betrayed my father?

GANDALF

You are neither of them. And besides, it was not Lord Elrond who abandoned you at Erebor. That blame lies with King Thranduil of the Woodland Realm. I did not give you that map and key for you to hold onto the past.

THORIN

I did not know they were yours to keep.

Gandalf scowls at Thorin and stops away. He passes Bilbo, tending to the horses. Bilbo seems confused.

BILBO

Everything all right? Gandalf, where are you going?

(CONTINUED)

49 CONTINUED: (2)

49

GANDALF

To seek the company of the only one
around here who's got any sense.

BILBO

And who's that?

GANDALF

Myself, Mr. Baggins! I've had
enough of dwarves for one day.

Thorin steps out of the farmhouse, glowering after Gandalf.

THORIN

Come on, Dwalin, we're hungry.

CLOSE ON: Bilbo turns to Balin.

BILBO

Is he coming back?

Balin looks uncertain.

50 **EXT. ABANDONED FARMHOUSE - TROLLSHAWNS - NIGHT**

50

CLOSE ON: Dwalin stands near the fire, POURING SOUP into TWO
BOWLS. Bilbo is on lookout, visibly worried.

BILBO

He's been a long time.

DWALIN

Who?

BILBO

Gandalf!

DWALIN

He's a wizard, he does as he
chooses.

(hands Bilbo the bowls)

Here, do us a favor: take these to
the lads.

ANGLE ON: Bilbo carefully takes the bowls and makes for the
forest.

51 **EXT. WOODS - TROLLSHAWNS - NIGHT**

51

CLOSE ON: Bilbo enters the forest where Fili and Kili watch
over the ponies. They stare out into the darkness, ALMOST

(CONTINUED)

51 CONTINUED:
PETRIFIED.

51

BILBO
What's the matter?

KILI
We're supposed to be looking after
the ponies.

FILI
Only, we've encountered a slight
problem.

KILI
We had sixteen. Now there's
fourteen.

ANGLE ON: The PONIES mill about in their pens. Two are
missing.

52 **EXT. WOODS - TROLLSHAW - NIGHT - LATER**

52

WIDE ON: Fili and Kili examine the horses in their pens.
Bilbo follows behind them, clutching the wooden bowls.

KILI
Daisy and Bungo are missing.

BILBO
Well, that's not good. That is not
good at all. Shouldn't we tell
Thorin?

FILI
No, let's not worry him. As our
official burglar, we thought that
you might like to look into it.

Bilbo looks around, seeing several UPROOTED TREES.

BILBO
Well, something big uprooted these
trees.

FILI
That was our thinking.

BILBO
Something very big and possibly
quite dangerous.

(CONTINUED)

52 CONTINUED:

52

ANGLE ON: Suddenly, Fili crouches behind one of the uprooted trees. He points deeper into the woods.

FILI
(whispering)
Hey, there's a light.

Fili beckons the other two forward.

FILI (CONT'D)
Over here. Stay down.

The three rush forward and take cover behind a LOG, spying on the FLICKERING LIGHT.

HARSH LAUGHTER sounds from near the fire.

BILBO
What is it?

KILI
Trolls.

Fili and Kili run closer to the fire. Bilbo runs after them, still gripping onto their meals.

THUNDER FOOTSTEPS come from nearby. Quickly, the trio takes cover behind an aging oak tree.

They are all alarmed to see a massive Mountain Troll, WILLIAM, walk towards the fire. He holds TWO MORE PONIES at his side.

BILBO
(whispering)
He's got Myrtle and Minty! I think they're going to eat them, we have to do something.

FILI
Yes, you should. Mountain trolls are slow and stupid, and you're so small.

BILBO
No!

FILI
It's perfectly safe; we'll be right behind you.

(CONTINUED)

52 CONTINUED: (2)

52

Fili pushes Bilbo forward, taking the bowls from him.

KILI

If you run into trouble, hoot twice
like a barn owl, once like a brown
owl.

Bilbo walks forward in reluctance.

BILBO

Twice like a barn owl, once like a
brown owl? Are you sure this is a
good idea?

WIDE ON: He turns around, but Fili and Kili are already out
of site. With a SIGH, Bilbo trudges forward.

53 **EXT. TROLL LAIR - TROLLSHAWS - NIGHT**

53

Two trolls, BERT and TOM sit around a fire. Bert STIRS the
contents of a CAULDRON dangling above the flames. Tom
watches him with a hungry stare.

William enters the lair. He carries the two ponies into a
makeshift pen, locking them inside.

BERT

Mutton yesterday, mutton today and
blimey, if it don't look like
mutton again tomorrow.

WILLIAM

Quite your gripping. These ain't
sheep; these is West Nags!

TOM

I don't like horse, I never have.
Not enough fat on them.

BERT

Well, it's better than that
leathery old farmer. All skin and
bones, he was. I'm still picking
bits of him out of me teeth.

ANGLE ON: Bilbo sneaks around the campsite, hiding behind
trees and bushes.

WIDE ON: William sits himself beside the fire. Suddenly, Tom
SNEEZES into the cauldron.

(CONTINUED)

BERT

Oh, that's lovely, that is: a floater!

WILLIAM

Might improve the flavor!

TOM

There's more where that came from!

Tom begins to sneeze again, but Bert grabs him by the nose. Bert forces Tom down.

BERT

Sit down!

ANGLE ON: Bilbo takes advantage of this scuffle, and dashes towards the pens.

WIDE ON: WHIMPERING, Tom pulls out his HANDKERCHIEF and blows.

CLOSE ON: Bilbo turns and sees that the troll is wearing a LONG KNIFE in his belt. The hobbit creeps forward, eyes set on the blade.

WILLIAM

I'm starving! Are we having horse tonight or what?

BERT

Shut your cakehole. You'll eat what I give you!

WILLIAM

How come he's the cook? Everything tastes the same; everything tastes like chicken.

TOM

Except the chicken.

WILLIAM

That tastes like fish!

WIDE ON: Bert turns to his brew, taking a sip.

BERT

Oh, that is beautifully balanced, that is!

(CONTINUED)

53 CONTINUED: (2)

53

Bert passes the ladle to Tom, who puts his handkerchief back over the knife.

ANGLE ON: Bilbo stands behind the troll. He carefully reaches for the knife.

WILLIAM

Me guts are grumblin'. I've got to snaffle something. Flesh! I need flesh!

Bilbo's fingers brush against Tom's knife - so close!

Suddenly, Tom reaches for his handkerchief. Instead, the troll grabs Bilbo, SPRAYING SNOT all over him. Tom peers down at the hobbit, taken aback.

TOM

Blimey! Bert, look what's come out of me hooter! It's got arms and legs and everything.

The other trolls gather around, staring at Bilbo in amazement.

WILLIAM

What is it?

TOM

I don't know, but I don't like the way it wriggles around.

Tom shakes Bilbo to the ground. Slowly, he gets back on his feet. William stands above Bilbo, pointing a JAGGED ROCK down at him.

WILLIAM

What are you then, an oversized squirrel?

BILBO

I'm a burgl- a hobbit!

TOM

A Burgla-Hobbit?

WILLIAM

Can we cook him?

TOM

We can try!

(CONTINUED)

53 CONTINUED: (3)

53

WIDE ON: Tom tries to grab Bilbo, but he dodges. Bilbo sprints toward the trees. Toward an escape. However, Bert corners him.

BERT

He wouldn't make more than a mouthful, not when he's skinned and boned!

WILLIAM

Perhaps there's more Burgla-Hobbits around these parts. Might be enough for a pie!

All of the trolls try to grab Bilbo, but he outruns them at every turn.

TOM

It's too quick!

Bilbo runs through Tom's leg as Bert swings his ladle, aiming for Bilbo. He hits Tom's knee instead, making the troll YELP out in pain.

ANGLE ON: Finally, William grabs a hold of Bilbo, and dangles him upside down.

WILLIAM

Are there any more of you little fellows hiding where you shouldn't?

BILBO

No.

TOM

He's lying.

BILBO

No, I'm not!

TOM

Hang his toes over the fire! Make him squeal!

Kili emerges from out of the bushes. He hacks Tom's leg, sending the troll SQUEALING. The other trolls look down at Kili, startled.

KILI

Drop him!

(CONTINUED)

53 CONTINUED: (4)

53

WILLIAM

You what?

KILI

I said, drop him.

GROWLING, William throws Bilbo on top of Kili. The other dwarves charge out of the treeline, weapons drawn.

Bravely, they fight against the trolls, HACKING and HAMMERING. As the battle rages on, Bilbo creeps beneath the trolls' feet, dodging every footfall.

Tom's knife falls from his belt as Fili and Kili hammer down on his toes. Bilbo sneaks over, grabbing the weapon and darting over to the pens.

Bilbo cuts the ponies free, sending them running in every direction. From across the clearing, William sees him. The troll lumbers over, grabbing Bilbo by his arms and legs.

Seeing Bilbo, the dwarves freeze in place.

FILI

Bilbo!

WILLIAM

Lay down your arms, or we'll rip his off!

Thorin looks up at Bilbo, conflicted. Finally, he throws his sword onto the ground, almost in reluctance. The others follow suit, dropping their swords and axes by their sides.

54 **EXT. TROLL LAIR - TROLLSHAW - NIGHT - LATER**

54

William throws SEVERAL LOGS onto the fire. Dwalin, Fili, Oin and Gloin have all been tied to a spit, GROANING and PROTESTING. The others are tied up in sacks nearby.

Bert tends to the spit, spinning it back and forth. Tom approaches him.

TOM

Don't bother cooking them. Let's just sit on them and squash them into jelly.

BERT

They should be sauteed and grilled with a sprinkle of sage.

(CONTINUED)

54 CONTINUED:

54

TOM

Well, that does sound quite nice.

WILLIAM

Never mind the seasoning; we ain't got all night! Dawn ain't far away and I don't fancy being turned to stone.

CLOSE ON: Bilbo's face LIGHTS UP. He has an idea.

BILBO

Wait! You are making a terrible mistake!

GLOIN

You can't reason with them, they're half-wits.

FILI

Half-wits? What does that make us?

BILBO

(to the Trolls)

I meant with the seasoning.

WIDE ON: Although still tied up, Bilbo manages to jump to his feet.

BERT

What about the seasoning?

BILBO

Well, have you smelt them? You're going to need something stronger than sage before you plate this lot up.

The dwarves YELL IN PROTEST.

WILLIAM

What do you know about cooking dwarf?

BERT

Shut up and let the flurgaburburrhobbit talk.

BILBO

Yes, well, the secret to cooking dwarf is -

(CONTINUED)

BERT

Yes? Come on!

BILBO

It's -

BERT

Tell us the secret.

BILBO

Yes, I'm telling you, the secret is
to skin them first!

The dwarves ROAR in their rage. A grin spreads over Bert's face.

BERT

Tom, get me filleting knife.

WILLIAM

What a load of rubbish! I've eaten
plenty with their skins on. Scruff
them, I say, boots and all.

ANGLE ON: Suddenly, Bilbo spots Gandalf slipping behind some trees. The wizard appears on a LARGE ROCK above them. A powerful rage seems to possess the wizard.

GANDALF

The dawn will take you all!

CLOSE ON: Confused, the trolls turn to Gandalf.

BERT

Who's that?

WILLIAM

No idea.

TOM

Can we eat him too?

ANGLE ON: Gandalf strikes the rock beneath him with his staff. It breaks in half with a CRACK. Sunlight pours into the clearing.

The light touches the troll's skin, TURNING THEM INTO STONE as they SCREAM AND HOWL. Within seconds, the trolls are nothing more than STATUES.

(CONTINUED)

54 CONTINUED: (3)

54

CLOSE ON: In their joy, the dwarves CHEER LOUDLY. Dwalin GROANS from the spit.

DWALIN

Oh, get your foot out of my back!

55 **EXT. TROLL LAIR - TROLLSHAWNS - DAY**

55

WIDE ON: The dwarves help free one another from the sacks, HEAVING as they push and pull.

CLOSE ON: Gandalf walks by one of the stone trolls and THUMPS it's head with his staff, smiling. Thorin approaches Gandalf.

THORIN

Where did you go to, if I may ask?

GANDALF

To look ahead.

THORIN

What brought you back?

GANDALF

Looking behind. Nasty business; still, they're all in one piece.

THORIN

No thanks to your burglar.

GANDALF

He had the nous to play for time. None of the rest of you thought of that.

Thorin looks repentant. Gandalf turns, examining the trolls.

GANDALF (CONT'D)

They must have come down from the Ettenmoors.

THORIN

Since when do mountain trolls venture this far south?

GANDALF

Oh, not for an age. Not since a darker power ruled these lands. In any case, they could not have moved in daylight.

(CONTINUED)

55 CONTINUED:

55

THORIN

There must be a cave nearby.

Thorin and Gandalf scan the surrounding area.

56 **INT. TROLL HOARD - TROLLSHAWS - DAY**

56

WIDE ON: Gandalf leads the Company down a DARK CAVE. As they enter, the dwarves begin to COUGH AND RETCH at the smell.

KILI

What's that stench?

GANDALF

It's a troll hoard. Be careful what you touch.

ANGLE ON: The Company finds PILES OF GOLD COINS and OTHER TREASURES in caskets. Fili approaches the coins scattered about the ground.

FILI

Seems a shame to leave it lying around. Anyone could take it.

GLOIN

Agreed. Oin, get a shovel.

Thorin inspects TWO SWORDS covered in cobwebs. He hands one to Gandalf, unsheathing them. He looks in wonder at the steel.

THORIN

These were not made by any troll.

GANDALF

Nor were they made by any smith among men.

Gandalf looks closer at the markings on the blade.

GANDALF (CONT'D)

These were forged in Gondolin by the High Elves of the First Age.

Thorin begins to put the sword away in disgust. Gandalf glares over at him.

GANDALF (CONT'D)

You could not wish for a finer blade!

(CONTINUED)

56 CONTINUED:

56

Reluctantly, Thorin unsheathes the sword, holding it high above him.

Near the entrance of the cave, other dwarves fill ONE CHEST with the coins, burying it in a hole in the ground.

CLOSE ON: Dwalin shakes his head as he watches them.

GLOIN

We're making a long term deposit!

ANGLE ON: Thorin walks past them, his new sword tied to his belt.

THORIN

Come! Let's get out of this foul place.

The dwarves file behind Thorin, leaving the cave. Gandalf makes to follow them, when his foot hits against something METALLIC.

CLOSE ON: With the edge of his staff, Gandalf brushes away some leaves. A SMALL SWORD, wrapped neatly in its sheath, lies in the dirt below.

57 **EXT. TROLLSHAWS - DAY**

57

WIDE ON: Near the mouth of the cave, the dwarves are tending to their horses. Gandalf emerges from the troll hoard and approaches Bilbo.

GANDALF

Bilbo, here. This is about your size.

CLOSE ON: Gandalf hands it to Bilbo. He looks at the weapon, hesitant.

BILBO

I can't take this.

GANDALF

The blade is of Elvish make, which means it will glow blue when orcs or goblins are nearby.

BILBO

I have never used a sword in my life.

(CONTINUED)

57 CONTINUED:

57

GANDALF

And I hope you'll never have to.
But if you do, remember this: true
courage is about knowing not when
to take a life, but when to spare
one.

Suddenly, LOUD RUSTLING comes from deep within the forest.

THORIN

Something's coming!

Gandalf withdraws his sword, running to the dwarves.

GANDALF

Stay together! Hurry now, arm
yourselves.

Bilbo lingers behind. Slowly, he draws out the sword,
looking in wonder at the weapon's power. He turns, and runs
to join the others.

58 **EXT. CLEARING - TROLLSHAW - DAY**

58

Riding at full speed through the trees, RADAGAST THE BROWN,
is led by a RABBIT-DRAWN SLED. He bursts through the woods,
startling the Company.

RADAGAST

Thieves! Fire! Murder!

ANGLE ON: Radagast draws to a halt. The dwarves all have
their weapons withdrawn. They look to Gandalf for an
explanation of this odd sight.

GANDALF

Radagast! It's Radagast the Brown.

WIDE ON: Gandalf walks towards his fellow wizard. He seems
glad with this new arrival.

59 **EXT. CLEARING - TROLLSHAW - DAY - LATER**

59

Gandalf smokes on his pipe with a grave expression. He and
Radagast have gone off several paces from the dwarves.

RADAGAST

The Greenwood is sick, Gandalf. A
darkness has fallen over it.
Nothing grows anymore, at least
(MORE)

(CONTINUED)

59 CONTINUED:

59

RADAGAST (cont'd)
nothing good. The air is foul with
decay. But worse are the webs.

GANDALF
Webs? What do you mean?

RADAGAST
Spiders, Gandalf. Giant ones. Some
kind of spawn of Ungoliant, or I am
not a wizard. I followed their
trail. They came from Dol Guldur.

GANDALF
Dol Guldur? But the old fortress is
abandoned.

RADAGAST
No, Gandalf, it is not.

CUT TO:

60 **EXT. DOL GULDUR - DAY (FLASHBACK)**

60

Radagast crosses a stone bridge and enters a DARK RUINED
FORTRESS, his STAFF at the ready.

RADAGAST (V.O.)
A dark power dwells in there, such
as I have never felt before. It is
the shadow of an ancient horror.
One that can summon the spirits of
the dead.

ANGLE ON: He walks through the seemingly abandoned fortress.
Radagast seems panicked and afraid, clutching his staff with
shaking hands.

Near a HOODED STATUE, Radagast spies a gleam of steel. A
SWORD. He picks it up, looking stunned as he examines the
weapon.

RADAGAST (V.O.)(CONT'D)
I saw him, Gandalf, from out of the
dark. A Necromancer has come.

Radagast turns, seeing the black shadow of THE NECROMANCER
standing in a near tunnel. It WHISPERS a haunting and
dangerous sounding CHANT.

61 **EXT. CLEARING - TROLLSHAW - DAY**

61

CLOSE ON: Radagast jumps in fright, recalling the memory. He looks at Gandalf in an awkward apology.

RADAGAST

Sorry.

GANDALF

Now, a Necromancer? Are you sure?

ANGLE ON: From his robes, Radagast pulls out a NARROW, CLOTH WRAPPED PACKAGE. Gandalf unties it and looks inside. He looks up, concerned.

RADAGAST

That is not from the world of the living.

From the distance, WOLVES HOWL. The dwarves perk up in alarm.

BILBO

Was that a wolf? Are there wolves out there?

FILI

Wolf? No, that is not a wolf.

From behind a nearby crag, a WARG appears. It leaps into the midst of the Company, savage and ferocious. Thorin buries his sword into it's neck, killing it.

Another charges from behind. Kili draws an arrow, shooting down the beast. It attempts to pick itself back up, but Dwalin brings his hammer down upon it. The warg dies with a WHIMPER.

THORIN

Warg scouts! Which means an Orc pack is not far behind.

BILBO

Orc pack?

GANDALF

Who did you tell about your quest, beyond your kin.

THORIN

No one.

(CONTINUED)

61 CONTINUED:

61

GANDALF

Who did you tell?

THORIN

No one, I swear. What in Durin's name is going on?

GANDALF

You are being hunted!

DWALIN

We have to get out of here.

WIDE ON: Gloin appears from the crest of the hill.

GLOIN

We can't! We have no ponies, they've bolted!

RADAGAST

I'll draw them off.

GANDALF

These are Gundabad Wargs, they will outrun you!

Radagast points to his RABBITS.

RADAGAST

These are Rhosgobel rabbits! I'd like to see them try.

CLOSE ON: A wide, toothy grin splits across the wizard's face. The HOWLING OF WARGS echo across the forest.

62 **EXT. FORDS - ERIADOR - DAY**

62

CRANE SHOT: WARG SCOUTS search the outskirts of the woods, led by their commander, YAZNEG. Everything is DEATHLY SILENT, until -

Radagast shoots out of the trees, mounted on his rabbit-led sleigh.

RADAGAST

Come and get me!

Yazneg leads his riders after Radagast, BARKING COMMANDS.

ANGLE ON: Further along the field, Gandalf watches from behind a LARGE BOULDER. Radagast and the pursuing orcs

(CONTINUED)

62 CONTINUED:

62

disappear into the distance.

GANDALF

Come on.

TRACKING SHOT: Gandalf runs forward, the Company TRAILING BEHIND HIM. Together, the nine of them dart across the rocky plain, weapons drawn. Radagast and the orcs can be seen in the distance.

WIDE ON: Radagast leads the orcs away, his face contorted in determination. The Company continues to weave in and out of the rocks, led by Thorin and Gandalf.

ANGLE ON: Suddenly, Thorin stops in his tracks. Radagast and the orcs run past them, too close for comfort. Gandalf looks to Bilbo and the dwarves.

GANDALF (CONT'D)

Stay together.

He turns around, leading the dwarves back into the barren fields. The dwarves stop behind another boulder. OUT OF BREATH and DISORIENTATED, Balin continue to jog forward.

THORIN

Balin, no!

Thorin grabs him by the collar and pulls Balin behind the rock. Gandalf watches Radagast closely, waiting for the right moment.

Finally, Gandalf beckons the dwarves to run. Thorin stays behind with Gandalf, briefly.

THORIN (CONT'D)

Where are you leading us?

Gandalf does not answer. Discontent, Thorin rejoins with the dwarves.

CLOSE ON: Yazneg and his orcs continue to chase after Radagast, their MAKESHIFT SWORDS drawn high in the air. One orc abruptly comes to a stop. He SMELLS THE AIR. The orc observes the rocky ford in suspicion.

ANGLE ON: The Company is quick to spot this. They dive behind an outcropping rock, their breath ragged.

CLOSE ON: The orc, still mounted on top of the warg, climbs the boulder. He takes another good whiff of the air.

(CONTINUED)

The dwarves are silent. Thorin looks at Kili and nods. Slowly, he readies his bow and arrow.

ANGLE ON: Suddenly, Kili springs out from behind the rock. The orc is quick to grab for his HORN, but Kili looses his arrow. Both the orc and his warg are shot off of the boulder and onto the ground.

WIDE ON: From across the ford, Yazneg and the others come to a halt. GROWLS and SCREECHES echo across the plains.

ANGLE ON: Wounded, the orc rises to his feet again. Dwalin leaps forward, sending his warhammer crashing down onto the orc. He dies with a WHIMPER.

Yazneg raises his sword in the air, watching the dwarves from across the ford.

YAZENG

(in Black Speech;
subtitled)

The Dwarf-scum are over there!
After them!

CRANE SHOT: The Warg Riders change their course to the dwarves.

ANGLE ON: The Company hears the WARGS HOWLING. Bilbo and the dwarves are panic-stricken.

GANDALF

Move. Run!

Gandalf leads the Company forward. They sprint past rocks, boulders, bushes and trees. In the distance, the orcs are coming closer and closer.

The dwarves continue to flee from the scouts, until -

Yazneg emerges from the crest of the hill. Other orcs files beside their commander, circling around the Company.

KILI

They're coming!

THORIN

Kili, shoot them! Shoot them down!

Gandalf sees an entrance to an UNDERGROUND CAVERN. One moment, he is running towards it, and the next moment, he is gone.

(CONTINUED)

62 CONTINUED: (3)

62

Slowly, the orcs and the wargs march forward. They are closing in on their prey.

FILI
We're surrounded!

Kili begins loading and unloading arrows as best he can, taking out an orc here and there.

KILI
Where is Gandalf?

DWALIN
Has he abandoned us?

CLOSE ON: Yazneg approaches the company, riding atop his warg. He SNARLS VICIOUSLY, giving the Company a deathly stare. Thorin draws out Orcrist, which GLOWS BLUE.

THORIN
Hold your ground!

ANGLE ON: The dwarves circle up, their weapons raised. Yazneg rides closer, glaring all the while. The Company stares back at him, defiant.

Suddenly, Gandalf pops out from the cavern entrance.

GANDALF
This way, you fools!

THORIN
All of you, go, go!

Bilbo and the dwarves dash towards the cavern entrance. One by one, they start to SLIDE UNDERGROUND. Seeing this, Yazneg sends his wargs forward.

As the Company slides into the cavern, Thorin slices the wargs down. He turns to Kili, still shooting in the field.

THORIN (CONT'D)
Kili!

Reluctant, Kili runs forward. He slides into the cavern, with Thorin filing in behind him.

63 INT. CAVERN - ERIADOR - DAY

63

The dwarves catch their breath in the cavern. Dwalin investigates an exit in the cave wall. From outside, ELVISH

(CONTINUED)

63 CONTINUED: 63

HORNS RING OUT in the distance.

64 **EXT. FORDS - ERIADOR - DAY** 64

WIDE ON: A DOZEN MOUNTED ELVES charge forward in full force. Arrows fly in every direction, bringing down orcs and wargs alike.

CLOSE ON: Yazneg ROARS IN DEFEAT. An orc is shot down from his warg. His corpse rolls down the fords, reaching the cavern entrance.

65 **INT. CAVERN - ERIADOR - DAY** 65

ANGLE ON: The dead orc rolls into the cavern, an arrow buried into his head. Thorin plucks out the arrow, examining its make.

THORIN

Elves.

Thorin drops it in disgust. Dwalin emerges from the crack in the cave wall.

DWALIN

I cannot see where the pathway leads. Do we follow it or no?

FILI

Follow it, of course!

The dwarves shuffle forward.

GANDALF

I think that would be wise.

CLOSE ON: Gandalf grins to himself. He knows something. Bilbo looks at him, suspicious.

66 **INT. HIDDEN PASS - ERIADOR - DAY** 66

CLOSE ON: Dwalin leads the dwarves through the NARROW GAP in the cavern. The Company GROANS they push the path.

HIGH ANGLE: Sunlight beams down on the dwarves. They squeeze through the twisting cliffs, each step becoming more and more strenuous.

CLOSE ON: Bilbo looks around to Gandalf, bewildered.

(CONTINUED)

66 CONTINUED:

66

BILBO
Gandalf, where are we?

GANDALF
You can feel it?

BILBO
Yes. It feels like - well, like
magic.

GANDALF
That's exactly what it is. A very
powerful magic.

DWALIN
There is light ahead!

Gandalf steps forward with the dwarves. Bilbo looks at him
suspicious.

67 **EXT. RIVENDELL OUTSKIRTS - DAY**

67

ANGLE ON: The dwarves push through the final stretch of the
pathway. The Company stops at a ridge, looking below them.

WIDE ON: They see a valley gleaming in golden sunlight.
RIVENDELL.

GANDALF
The Valley of Imraldis. In the
Common Tongue, it's known by
another name.

BILBO
Rivendell.

CLOSE ON: Bilbo is amazed. The dwarves, on the other hand,
are extremely displeased.

GANDALF
Here lies the last homely house
east of the sea.

ANGLE ON: Thorin wheels around and glares at Gandalf.

THORIN
This was your plan all along, to
seek refuge with our enemy.

(CONTINUED)

67 CONTINUED:

67

GANDALF

You have no enemies here, Thorin Oakenshield. The only ill-will to be found in this valley is that which you bring yourself.

THORIN

You think the elves will give our quest their blessing? They will try to stop us.

GANDALF

Of course they will. But we have questions that need to be answered. If we are to be successful, this will need to be handled with tact and respect and no small degree of charm, which is why you will leave the talking to me.

WIDE ON: Gandalf begins to make his way down the hill and into the valley. The dwarves reluctantly follow suit.

68 **EXT. COURTYARD - RIVENDELL - DAY**

68

ANGLE ON: The Company enters the main courtyard of Rivendell. The entire place seems to be suspended in an eternal state of tranquility. Bilbo looks around him, awed by Rivendell's majesty.

A dark-haired elf, LINDIR, walks down a flight of stairs nearby. He gives Gandalf a courteous smile.

LINDIR

Mithrandir.

GANDALF

Ah, Lindir!

As the two greet one another, the dwarves MURMUR IN DISTRUST.

LINDIR

(in Elvish; subtitled)

We heard you had crossed into the Valley.

GANDALF

I must speak with Lord Elrond.

(CONTINUED)

LINDIR

My lord Elrond is not here.

GANDALF

Not here? Where is he?

Suddenly, ELVISH HORNS RING OUT across the courtyard. The Company turns. ARMED HORSEMAN approach the Company at a rapid rate. The dwarves raise their weapons, defensive.

Elves ride into courtyard, looking down at the dwarves in confusion. They circle around the Company, banners caught high in the breeze. Slowly the elves come to a halt.

CLOSE ON: Their leader, ELROND, separates himself from the others.

ELROND

Gandalf.

The wizard bows gracefully.

GANDALF

Lord Elrond.

(in Elvish; subtitled)

My friend! Where have you been.

ELROND

(in Elvish; subtitled)

We've been hunting a pack of orcs that came up from the south. We slew a number near the hidden pass.

ANGLE ON: Elrond dismounts from his horse, where he and Gandalf embrace. After they part, Elrond begins to tend to his armor.

ELROND (CONT'D)

Strange for Orcs to come so close to our borders. Something, or someone has drawn them near.

GANDALF

That may have been us.

CLOSE ON: Thorin steps forward. Elrond looks upon him with recognition.

ELROND

Welcome Thorin, son of Thrain.

(CONTINUED)

THORIN

I do not believe we have met.

ELROND

You have your grandfather's bearing. I knew Thror when he ruled under the Mountain.

THORIN

Indeed; he made no mention of you.

Ignoring this insult, Elrond looks to all the dwarves. He begins to SPEAK IN ELVISH.

ELROND

(In Elvish)

Light the fires, bring forth the wine. We must feed our guests.

The dwarves grow bellicose and GRIP THEIR WEAPONS UNEASILY. Gloin jumps forward, raising up his AXE.

GLOIN

What is he saying? Does he offer us insult?

Gandalf steps forward, stern.

GANDALF

No, master Gloin, he's offering you food.

The dwarves circle up, discussing with one another in LOW WHISPERS. Gloin turns back to Elrond, disgruntled.

GLOIN

Well, in that case, lead on.

ANGLE ON: The elf gives a curt nod and strides up the stairs. The dwarves follow behind him, uneasy.

ANGLE ON: The dwarves sit around a table, OVERFLOWING WITH FOOD. However, the dwarves pick at the meal, uninterested.

DWALIN

Where's the meat?

CLOSE ON: Oin holds up a VEGETABLE with his knife, looking at it in disgust.

(CONTINUED)

OIN

Have they got any chips.

ANGLE ON: Elrond and Gandalf enter the court, walking past and ELF MAIDEN playing the HARP.

GANDALF

Kind of you to invite us. I'm not really dressed for dinner.

ELROND

Well, you never are.

They both CHUCKLE, and sit themselves at the head of the table.

CLOSE ON: From the end of the table, Kili and the elf maid exchange looks. Kili gives her a WINK.

Kili turns, noticing the other dwarves staring at him. He SHRUGS.

KILI

I can't say I fancy elf maids myself. To thin. They're all high cheekbones and creamy skin. Not enough facial hair for me. Although, that one there's not bad.

He cocks his head at a passing elf.

DWALIN

That's not an elf maid.

Kili looks as the elf turns, revealing himself to be no elf maid.

Shocked, Kili looks to the other dwarves. They ROAR WITH LAUGHTER, banging against the table in their amusement.

KILI

It's funny.

Kili awkwardly picks at his food. Another elf maid passes the table, playing the FLUTE. Oin stuffs a NAPKIN into his hearing trumpet, blocking out the music.

ANGLE ON: Elrond holds out Thorin's sword. He carefully examines it, running his hand up and down the sheath.

(CONTINUED)

ELROND

This is Orcrist, the Goblin
Cleaver. A famous blade, forged by
the High Elves of the West. My kin.
May it serve you well.

He hands Orcrist back to Thorin, who accepts with a nod.
Elrond turns now to Gandalf's sword. He slides the sword
several inches out of its sheath.

ELROND (CONT'D)

And this is Glamdring, the
Foe-hammer, sword of the King of
Gondolin. These swords were made
for the goblin wars of the First
Age.

CLOSE ON: Bilbo looks down at his own small sword underneath
the table. Balin gives him a pitying smile.

BALIN

I wouldn't bother, laddie. Swords
are named for the great deeds they
do in war.

BILBO

What are you saying, my sword
hasn't seen battle?

BALIN

I'm not actually sure it is a
sword; more of a letter opener,
really.

ANGLE ON: Elrond returns Glamdring to Gandalf. Elrond has an
inquiring look about him.

ELROND

How did you come by these?

GANDALF

We found them in a troll hoard on
the Great East Road, shortly before
we were ambushed by orcs.

ELROND

And what were you doing on the
Great East Road?

No one answers. Thorin, looking perturbed, rises.

(CONTINUED)

69 CONTINUED: (3)

69

THORIN

Excuse me.

Thorin is quick to leave the court. Gandalf and Elrond exchange looks.

70 **INT. NARSIL CHAMBER - RIVENDELL - DAY**

70

Gold morning light streams into the chamber. Bilbo approaches the SHARDS OF NARSIL, held by a great stone statue.

He gives the sword a brief look, before turning his attention to the MURAL OF DAGORLAD. SAURON looms above ISSILDUR, his BLACK MACE raised high in the air.

CLOSE ON: Bilbo looks at the painting in wonder. His attention is particularly taken by the GOLD RING around Sauron's finger. THE ONE RING.

71 **EXT. COURTYARD - RIVENDELL - DAY**

71

WIDE ON: Bilbo wanders through the courtyard, a peaceful smile on his face. He stares in admiration at the beauty of Rivendell, and all its many houses.

CLOSE ON: BIRDS TWITTER past Bilbo. He SIGHS DEEPLY.

72 **EXT. BALCONY - RIVENDELL - DAY**

72

ANGLE ON: Bilbo stands at the edge of a balcony, looking down at the rivers and streams below.

Elrond enters the balcony. He strides towards Bilbo and comes to a stop beside him.

ELROND

Not with your companions?

BILBO

No, I shan't be missed. The truth is that most of them don't think I should be on this journey.

ELROND

Indeed? I've heard that hobbits are very resilient.

BILBO

Really?

(CONTINUED)

72 CONTINUED:

72

CLOSE ON: Elrond nods.

ELROND

I've also heard they're fond of the comforts of home.

BILBO

I've heard that it is unwise to seek the council of elves, for they will answer with yes and no.

Elrond looks down at Bilbo, giving him a warm smile. The hobbit makes a NERVOUS CHUCKLE.

ELROND

You are always welcome to stay here, if that is your wish.

He turns and leaves the balcony. Bilbo stares after him, considerate.

73 **INT. ELROND'S CHAMBERS - RIVENDELL - NIGHT**

73

ANGLE ON: Gandalf, Thorin, Bilbo and Balin are gathered in Elrond's chambers. Thorin stares at Elrond, nothing but PURE RESENTMENT in his eyes.

THORIN

Our business is no concern of elves.

GANDALF

For goodness sake, Thorin, show him the map.

THORIN

It is the legacy of my people; it is mine to protect, as are its secrets.

GANDALF

Save me from the stubbornness of dwarves. Your pride will be your downfall. You stand here in the presence of one of the few in Middle Earth who can read that map. Show it to Lord Elrond!

Everyone looks to Thorin, waiting. Reluctantly, he draws the map out of his coat.

(CONTINUED)

73 CONTINUED:

73

BALIN

Thorin, no!

Balin holds out his hand, but Thorin brushes him aside. Thorin hands Elrond the map.

ELROND

Erebor. What is your interest in this map?

CLOSE ON: Thorin opens his mouth to speak, but Gandalf answers first.

GANDALF

It's mainly academic. As you know, this sort of artifact sometimes contains hidden text. You still read ancient dwarvish, do you not?

Elrond walks several paces off, into the moonlight. The map is bathed in PEARLY WHITE LIGHT.

ELROND

(in Elvish)

Moon runes.

GANDALF

Moon runes? Of course; an easy thing to miss.

ELROND

Well, in this case, that is true; moon runes can only be read by the light of a moon the same shape and season as the day on which they were written.

THORIN

Can you read them?

ANGLE ON: Elrond nods. He walks out of the chambers, Gandalf and the others following behind.

74 **EXT. CLIFFSIDE - RIVENDELL - NIGHT**

74

WIDE ON: The group enters an open area on the side of a cliff. Waterfalls rush on every side, ROARING DEAFENINGLY. Elrond lies the map on a LARGE CRYSTALLINE TABLE.

(CONTINUED)

ELROND

These runes were written on a Midsummer's Eve by the light of a crescent moon nearly two hundred years ago. It would seem you were meant to come to Rivendell. Fate is with you, Thorin Oakenshield; the same moon shines upon us tonight.

CLOSE ON: They look up. Clouds pass over the moon, shining down on the table.

ANGLE ON: Light flows through the map. GLOWING WHITE RUNES fade into view.

ELROND (CONT'D)

Stand by the gray stone when the thrush knocks, and the setting sun with the last light of Durin's Day will shine upon the keyhole.

BILBO

Durin's Day?

GANDALF

It is the start of the dwarves' near year, when the last moon of autumn and the first sun of winter appear in the sky together.

THORIN

This is ill news. Summer is passing. Durin's day will soon be upon us.

BALIN

We still have time.

BILBO

Time? For what?

BALIN

To find the entrance. We have to be standing at exactly the right spot at exactly the right time. Then, and only then, can the door be opened.

ELROND

So this is your purpose, to enter the Mountain?

(CONTINUED)

74 CONTINUED: (2)

74

THORIN

What of it?

ELROND

There are some who would not deem
it wise.

Thorin takes back the map gruffly. Gandalf looks to Elrond.

GANDALF

What do you mean?

ELROND

You are not the only guardian to
stand watch over Middle Earth.

CLOSE ON: Elrond turns, leaving the others behind. Gandalf
turns slowly, lost in deep thought.

75 **INT. DWARVEN CHAMBER - RIVENDELL - NIGHT**

75

ANGLE ON: The dwarves circle around a CAMPFIRE made from
burning ELVISH FURNITURE in their quarters. Fili roasts a
SAUSAGE above the fire.

He looks over at Gloin, sitting on a bench.

FILI

Gloin!

Fili throws the sausage to Gloin. As Gloin catches it, the
bench breaks beneath him. The dwarves LAUGH UPROARIOUSLY.

76 **EXT. STAIRWAY - RIVENDELL - NIGHT**

76

WIDE ON: Bilbo wanders onto a large stairway. His face is
etched with indecisiveness.

From far below the staircase, Gandalf and Elrond walk across
a bridge. Curious, Bilbo watches them.

GANDALF

Of course I was going to tell you,
I was waiting for this very chance.
And really, I think you can trust
that I know what I am doing.

ELROND

Do you? That dragon has slept for
60 years. What will happen if your
(MORE)

(CONTINUED)

76 CONTINUED:

76

ELROND (cont'd)
plan should fail, if you wake that
beast?

GANDALF
What if we succeed? If the dwarves
take back the mountain, our
defenses in the east will be
strengthened.

ELROND
It is a dangerous move, Gandalf.

CLOSE ON: Bilbo notices that Thorin is standing behind him.
He too listens in on the argument.

GANDALF
It is also dangerous to do nothing.
The throne of Erebor is Thorin's
birthright, what is it you fear?

ELROND
Have you forgotten? A strain of
madness runs deep in that family.
His grandfather lost his mind, his
father succumbed to the same
sickness. Can you swear Thorin
Oakenshield will not also fall?
Gandalf, these decisions do not
rest with us alone. It is not up to
you or me to redraw the map of
Middle Earth.

Bilbo looks back at Thorin. His face is unreadable.

77 **EXT. PAVILION - RIVENDELL - NIGHT**

77

ANGLE ON: Gandalf and Elrond march up a flight of marble
stairs.

GANDALF
With or without our help, these
dwarves will march on the mountain.
They are determined to reclaim
their homeland. I do not believe
Thorin Oakenshield feels that he's
answerable to anyone. Nor for that
matter am I.

ELROND
It is not me you must answer to.

(CONTINUED)

77 CONTINUED:

77

Elrond leads the wizard into a pavilion. There, a tall, beautiful elf stands framed against the moonlight. She slowly turns around, revealing herself to be GALADRIEL.

GANDALF
Lady Galadriel.

GALADRIEL
Mithrandir.
(in Elvish; subtitled)
It has been a long time.

Gandalf gives her a gracious bow.

GANDALF
(in Elvish; subtitled)
Age may have changed me, but not so
the Lady of Lorien.

Galadriel smiles at the wizard.

GANDALF (CONT'D)
I had no idea Lord Elrond had sent
for you.

CLOSE ON: A voice SOUNDS FROM THE DARKNESS. Gandalf turns to see SARUMAN THE WHITE, sitting in a far corner.

SARUMAN
He didn't. I did.

Gandalf bows.

GANDALF
Saruman.

SARUMAN
You've been busy of late, my
friend.

78 **EXT. PAVILION - RIVENDELL - DAY**

78

ANGLE ON: Dawn breaks behind the White Council. Gandalf and Saruman are seated at a MARBLE TABLE, while Galadriel and Elrond circle around them.

SARUMAN
Tell me, Gandalf. Did you think
these plans and schemes of yours
would go unnoticed.

(CONTINUED)

GANDALF

Unnoticed? No, I'm simply doing what I feel to be right.

GALADRIEL

The dragon has long been on your mind.

GANDALF

It is true, my lady. Smaug owes allegiance to no one. But if he should side with the enemy, a dragon could be used to terrible effect.

ELROND

What do you mean?

GANDALF

There is something at work beyond the evil of Smaug. Something far more powerful. We can remain blind to it, but it will not be ignoring us, that I can promise you. A sickness lies over the Greenwood. The woodsmen who live there now call it Mirkwood, and they say...

His voice TRAILS OFF, uncertain.

SARUMAN

Well, don't stop now. Tell us what the woodsmen say.

GANDALF

They speak of a Necromancer living in Dol Guldur, a sorcerer who can summon the dead.

SARUMAN

That's absurd. No such power exists in this world. This Necromancer is nothing more than a mortal man. A conjurer dabbling in black magic.

GANDALF

And so I thought too, but Radagast has seen -

CLOSE ON: Saruman looks appalled.

(CONTINUED)

SARUMAN

Radagast? Do not speak to of
Radagast the Brown. He is a foolish
fellow.

Gandalf SIGHS as Saruman goes on a tirade about the brown wizard.

Galadriel stops in her tracks, staring towards Gandalf. She begins to speak TELEPATHICALLY.

GALADRIEL (V.O.)

You carry something. It came to you
from Radagast. He found it in Dol
Guldur.

GANDALF (V.O.)

Yes.

GALADRIEL (V.O.)

Show me.

ANGLE ON: From out of his robes, Gandalf slowly lifts out Radagast's PACKAGE. He rests it on the table, letting out a DULL THUD.

ELROND

What is that?

GALADRIEL

A relic of Mordor.

Elrond reaches towards the package, unwrapping it.

CLOSE ON: The blade from Dol Guldur rests inside. The White Council looks shocked.

ELROND

A Morgul blade.

GALADRIEL

Made for the Witch-king of Angmar
and buried with him. When Angmar
fell, men of the north took his
body and all that he possessed and
sealed it within the High Fells of
Rhudaur. Deep within the rock they
buried them, in a tomb so dark it
would never come to light.

(CONTINUED)

78 CONTINUED: (3)

78

ELROND

That is not possible. A powerful spell lies upon those tombs; they cannot be opened.

SARUMAN

What proof do we have this weapon came from Angmar's grave.

GANDALF

I have none.

SARUMAN

Because there is none! Let us examine what we know. A single Orc pack has dared to cross the Bruinen, a dagger from a bygone age has been found, and a human sorcerer who calls himself the Necromancer has taken up residence in a ruined fortress. It's not so very much, after all.

WIDE ON: Lindir rushes into the pavilion, BREATHLESS. The council turns to look at him.

LINDIR

My lord Elrond, the dwarves, they've gone.

CLOSE ON: Elrond and Gandalf exchange stunned looks.

79 **EXT. RIVENDELL OUTSKIRTS - DAY**

79

WIDE ON: All of the dwarves are packed, hiking along the path leaving Rivendell.

THORIN

Be on your guard; we're about to step over the edge of the wild. Balin, you know these paths, lead on.

BALIN

Aye.

CLOSE ON: Bilbo turns around, looking back at Rivendell in longing.

(CONTINUED)

79 CONTINUED:

79

THORIN

Master Baggins, I suggest you keep
up.

ANGLE ON: Reluctantly, Bilbo pulls away from Rivendell and
follows behind the dwarves.

80 **EXT. PAVILION - RIVENDELL - DAY**

80

WIDE ON: Galadriel and Gandalf stand at the edge of the
pavillion, the sun rising behind them. Elrond and Saruman
are gone.

GALADRIEL

You will follow them?

GANDALF

Yes.

GALADRIEL

You are right to help Thorin
Oakenshield. But I fear this quest
has set in motion forces we do not
yet understand. The riddle of the
Morgul blade must be answered.
Something moves in the shadows,
unseen, hidden from our sight. It
will not show itself, not yet. But
everyday it grows with strength.
You must be careful.

CLOSE ON: Gandalf turns and paces up and down the pavillion.

GALADRIEL (CONT'D)

Mithrandir, why the halfling?

Gandalf stares thoughtfully into the sunrise.

GANDALF

I do not know. Saruman believes
that it is only great power that
can hold evil in check. But that is
not what I have found. I've found
that it is the small things,
everyday deeds of ordinary folk
that keeps the darkness at bay.
Simple acts of kindness and love.
Why Bilbo Baggins? Perhaps it is
because I'm afraid and he gives me
courage.

(CONTINUED)

80 CONTINUED:

80

Galadriel stands in front of Gandalf, taking his old, weary hands in hers.

GALADRIEL

Do not be afraid, Mithrandir. You
are not alone.

She tucks a LOOSE STRAND of Gandalf's hair back into place.

GALADRIEL (CONT'D)

(in Elvish; subtitled)

If you should ever need my help, I
will come.

Gandalf bows, and Galadriel gently moves her hands away from his. Gandalf looks up. Galadriel is GONE.

81 **EXT. ERIADOR - DAY**

81

CRANE SHOT: The dwarves trudge through the WILDERNESS OF ERIADOR. The Misty Mountains are plain in the distance, capped with snow. Over ranges, rivers and waterfalls they pass, silent with determination.

Slowly, their path becomes higher and higher, looming over the fields below. The Misty Mountains grow nearer with every step.

82 **EXT. MISTY MOUNTAINS - DAY**

82

Finally, the Company finds themselves climbing the VAST MOUNTAIN RANGE, through rock and snow, framed against the blue sky behind them.

83 **EXT. MISTY MOUNTAINS - NIGHT**

83

WIDE ON: A FIERCE STORM RAGES in the air. LIGHTNING STRIKES here and there, and RAIN POURS DOWN without mercy.

ANGLE ON: Thorin leads the dwarves across a NARROW, DANGEROUS TRAIL on the side of the mountain. A cliff lies on one side of the path, with a sheer drop on the other.

THORIN

Hold on!

The dwarves carefully make their way across the ridge, half-drowned in rain. As Bilbo walks, the stone beneath him gives way. Dwalin manages to catch him in the nick of time.

(CONTINUED)

THORIN

We must find shelter!

CLOSE ON: Dwalin points up, looking at something in the distance.

DWALIN

Look out!

WIDE ON: A MASSIVE BOULDER hurtles through the air. It hits the mountainside above the dwarves, sending rocks crumbling down around them as they press themselves against the mountain.

CLOSE ON: Balin steps forward, pointing up at the sky.

BALIN

This is no thunder storm! It's a thunder battle! Look!

WIDE ON: A MASSIVE STONE GIANT rears up from a nearby mountain. It rips a giant CHUNK OF STONE from the top of the mountain.

FILI

Well, bless me! The legends are true! Giants; stone giants!

The stone giant throws the rock across the valley. It crashes into ANOTHER STONE GIANT, rising from the mountainside. The dwarves watch, caught in the middle.

THORIN

Take cover, you'll fall!

ANGLE ON: Debris begin to fall over the Company once again. The dwarves hold onto the mountainside as the ground beneath them begins to CRACK and SPLIT, separating the dwarves.

FILI

Kili, grab my hand! Kili!

Kili, Oin, Gloin and Thorin begin to drift away from the others.

WIDE ON: The dwarves stand on the knees of a THIRD STONE GIANT, who rises slowly to the fight. The second stone giant lumbers over, HEADBUTTING the third giant.

ANGLE ON: As the giant falls backwards, Bilbo and the dwarves are sent TUMBLING forwards and backwards, hanging

(CONTINUED)

onto the mountainside for dear life. Thorin, Oin, Gloin and Kili manage to jump onto the still side of the mountain.

WIDE ON: The third giant rises back up again. Slowly, the second throws a punch, sending it falling back into its place on the mountain.

ANGLE ON: Thorin and the other watch, helpless, as the rest of the Company is seemingly crushed between the stone.

THORIN

NO!

Thorin runs forward across the ledge. He runs along the path, finding them alive and well.

GLOIN

It's alright! They're alive!

Fili scans the mountainside. There is no side of Bilbo.

FILI

Where's Bilbo?

He looks over the edge, shocked to find Bilbo dangling off the edge of the cliff.

FILI (CONT'D)

There!

CLOSE ON: The dwarves clamor around the cliff, trying to pull him up.

ANGLE ON: Thorin swings down on the cliff next to Bilbo and boosts him up. The others haul him onto the ledge. Thorin climbs up behind Bilbo.

DWALIN

I thought we'd lost our burglar.

THORIN

He's been lost ever since he left home. He should never have come. He has no place amongst us.

(turns to the dwarves)

Now, we must find shelter.

The dwarves nod in agreement, following after Thorin's lead.

84 INT. CAVE - MISTY MOUNTAINS - NIGHT

84

ANGLE ON: The Company enters a cave. It is dark, still and silent.

DWALIN

It looks safe enough.

THORIN

Search to the back; caves in mountains are seldom unoccupied.

Dwalin searches the back of the cave, LANTERN IN HAND. After a brief investigation, he returns to the others.

DWALIN

There's nothing here.

Gloin drops a BUNDLE OF WOOD on the floor. He grins, rubbing his hands together.

GLOIN

Right then! Let's get a fire started.

THORIN

No. No fires, not in this place. Get some sleep. We start at first light.

BALIN

We were to wait in the mountains until Gandalf joined us. That was the plan.

THORIN

Plans change.

Thorin turns to Fili.

THORIN (CONT'D)

Fili, take the first watch.

85 INT. CAVE - MISTY MOUNTAINS - NIGHT - LATER

85

WIDE ON: All of the dwarves are asleep, resting on top of PILES OF LUGGAGE.

CLOSE ON: From the corner of the cave, Bilbo opens his eyes. Seeing that no one is awake, he quietly rolls up his blankets and packs his things.

(CONTINUED)

85 CONTINUED:

85

ANGLE ON: Packed and ready, Bilbo makes for the cave entrance. Fili sees him and jumps up.

FILI

Where do you think you're going?

BILBO

Back to Rivendell.

FILI

No, no, you can't turn back now, you're part of the company. You're one of us.

BILBO

I'm not though, am I? Thorin said I should never have come, and he was right. I'm not a Took, I'm a Baggins, I don't know what I was thinking. I should have never ran out my door.

CLOSE ON: Thorin, awake, stares thoughtfully at the walls, listening.

FILI

You're homesick; I understand.

BILBO

No, you don't! You don't understand, none of you do - you're dwarves! You're used to this life, to living on the road, never settling in one place, not belonging anywhere.

Fili looks slightly offended. Bilbo gives an apologetic look.

BILBO

I'm sorry, I didn't mean -

Fili shakes his head, looking down at his sleeping companions.

FILI

No, you're right. We don't belong anywhere.

(looks to Bilbo)

I wish you all the luck in the world. I really do.

(CONTINUED)

85 CONTINUED: (2)

85

Beaming, Fili places his hand on Bilbo's shoulder. Bilbo and Fili exchange one final look, before Bilbo turns around to the exit.

FILI

What's that?

Fili points to his belt. Bilbo looks down. He pulls his sword partway out of its sheath. IT GLOWS BLUE.

ANGLE ON: Suddenly, STRANGE MECHANICAL NOISES comes from the ground. Thorin raises his head, seeing the sandy ground beneath him CRACK APART.

THORIN

Wake up! Wake up!

Before anyone can react, the cave floor COLLAPSES DOWNWARDS.

86 INT. GOBLIN CHUTE - MISTY MOUNTAINS - NIGHT

86

The entire Company goes SAILING DOWN A CHUTE, sliding through tunnels and passages. The dwarves SCREAM as they are thrown downwards.

87 INT. GOBLIN CAGES - MISTY MOUNTAINS - NIGHT

87

ANGLE ON: All of the dwarves fall onto a WOODEN CAGE. As they struggle to rise, a HORDE OF GOBLINS attack them.

CLOSE ON: The creatures viciously take their weapons, pushing them forwards. The dwarves attempt to fight back, to no avail.

ANGLE ON: As they are led away, Bilbo crouches out of sight. The passing goblins do not even spare him a glance.

CLOSE ON: Oin looks over his shoulder and sees Bilbo. Before he can do anything, the goblins push him forward.

ANGLE ON: Bilbo scampers to hide behind the RAILINGS. He watches as the goblins proceed through the darkness. Bilbo draws out his sword. He follows behind the goblin's path, unseen.

Suddenly, ONE GOBLIN jumps out in front of him. Armed with a DAGGER, the goblin rushes forward. Steel meets steel, and Bilbo barely manages to keep himself alive.

The goblin LEAPS on top of Bilbo, biting into his shoulder. Bilbo staggers back, falling over the railings. Together,

(CONTINUED)

87 CONTINUED: 87

Bilbo and the goblin fall through the dark chasm, SCREAMING.

88 **INT. GOBLIN TOWN - MISTY MOUNTAINS - NIGHT** 88

TRACKING SHOT: The goblins lead the dwarves down a vast network of TUNNELS AND WOODEN BRIDGES. Thousands of other goblins look on, SNARLING.

89 **INT. THRONE ROOM - GOBLIN TOWN - NIGHT** 89

WIDE ON: They are led into the massive throne room and brought to the feet of THE GREAT GOBLIN.

CLOSE ON: With a WHEEZE and a COUGH, The Great Goblin lounges on his throne. He is far larger and far uglier than any other goblin.

ANGLE ON: The goblins pile the dwarves' weapons together. The Great Goblin leaps from his throne, leaning on a SKULL-TOPPED MACE for support.

GREAT GOBLIN

Who would be so bold as to come
armed into my kingdom? Spies?
Thieves? Assassins?

His second in command, GRINNAH, steps forward.

GRINNAH

Dwarves, your malevolence.

GREAT GOBLIN

Dwarves?

GRINNAH

We found them on the Front Porch.

GREAT GOBLIN

Well, don't just stand there!
Search them! Every crack, every
crevice.

The goblins rush forward, searching thoroughly. Whatever they find, the goblins throw on the ground and destroy.

CLOSE ON: One particular goblin grabs Oin's hearing trumpet and crushes it underfoot.

GREAT GOBLIN

What are you doing in these parts?

(CONTINUED)

ANGLE ON: The dwarves hesitate. The Great Goblin grins.

GREAT GOBLIN (CONT'D)

Very well, if they will not talk,
we'll make them squawk! Bring out
the mangler! Bring out the bone
breaker! Start with the youngest.

He points to Kili. Thorin quickly steps forward.

THORIN

Wait!

GREAT GOBLIN

Well, well, well, look who it is!
Thorin, son of Thrain, son of
Thror, King Under The Mountain.

The Great Goblin gives a mocking bow.

GREAT GOBLIN (CONT'D)

Oh, but I'm forgetting, you don't
have a mountain. And you're not a
king. Which makes you nobody,
really. But I know someone who
would pay a pretty price for your
head. Just the head, nothing
attached. Perhaps you know of whom
I speak. A vengeful enemy of yours.

CLOSE ON: Thorin looks up in disbelief.

THORIN

Bolg of the North?

The other dwarves look shocked. The Great Goblin chuckles at their surprise.

ANGLE ON: He turns to the tiny GOBLIN SCRIBE, sitting in a BASKET.

GREAT GOBLIN

Send word to Bolg of the North.
Tell him, I have found his prize.

The scribe writes down this message on a SLATE. With a CACKLE, he PULLS A LEVER and sails off into the dark caverns below.

CLOSE ON: Bilbo lies in a clump of mushrooms. Slowly, he regains consciousness. The goblin he dueled lies further off, GASPING FOR BREATH.

ANGLE ON: Out of the darkness, a strange figure approaches. Walking on all fours, it crawls to the goblin. It is GOLLUM.

GOLLUM

Yes, yes, yes!

(starts to cough)

Gollum. Gollum.

CLOSE ON: Bilbo hides behind the mushrooms. He watches Gollum circle around the goblin.

ANGLE ON: Gollum drags the goblin by his feet. Suddenly, it springs to life, grabbing Gollum. In response, Gollum grabs a near ROCK, and pounds it against the goblin's head.

CLOSE ON: As Gollum beats down on the goblin, a GOLDEN RING falls out of his loincloth. It lands on the ground with a SOFT THUD.

ANGLE ON: The goblin falls backwards, knocked out. Gollum continues to pull the goblin away.

GOLLUM (CONT'D)

Nasty goblinses. Better than old bones, precious. Better than nothing!

Gollum rounds a corner, out of sight. Once he is gone, Bilbo jumps out of the mushroom patch and retrieves his sword. It still GLOWS BLUE.

CLOSE ON: By the light of the sword, Bilbo sees the Ring below him. Intrigued, he picks it up and examines it.

Gollum begins to MOAN in the distance. Without a second thought, Bilbo drops the Ring in his pocket. He follows the sound of Gollum's voice.

SMEAGOL

Too many boneses, precious. Not enough flesh!

GOLLUM

Shut up! Get its skin off. Start with its head.

(CONTINUED)

WIDE ON: Bilbo creeps around the corner. He sees Gollum, or in this case SMEAGOL, silhouetted on top of an OUTCROPPING ROCK in the middle of a SMALL LAKE. Smeagol sings joyfully as he beats the goblin.

SMEAGOL

(singing)

The cold hard lands, they bites our
hands, they gnaws our feet. The
rocks and stones, they're like old
bones, all bare of meat. Cold as
death, they have no breath, its
good to eat.

With a HOWL, the goblin wakes again, but Gollum is too quick for him. He smashes in the goblin's head with another stone. Suddenly, Gollum looks up and sees the glow of Bilbo's sword.

ANGLE ON: Panicked, Bilbo dives behind a boulder. The light of his sword slowly FLICKERS AWAY. The goblin is dead. Bilbo peers over at Gollum's rock with caution.

He is gone.

CLOSE ON: Gollum is mounted on a SMALL, WOODEN BOAT. Using his hands as paddles, he swims across the lake.

Bilbo still hides behind the rock. His breath is QUICK AND PAINED. He is afraid.

From behind him, he hears a SCUFFLING NOISE. Bilbo turns to look up. Gollum is climbing the rock above. He jumps down, and gives Bilbo a toothy grin.

GOLLUM

Bless us and splash us, precious!
That's a meaty mouthful!

ANGLE ON: Gollum crawls towards Bilbo. The hobbit points the tip of his sword at Gollum's throat. He retreats in fear.

GOLLUM (CONT'D)

Gollum. Gollum.

BILBO

Back! Stay back! I'm warning you,
don't come any closer.

Bilbo rises, pointing the blade down at Gollum.

(CONTINUED)

GOLLUM

It's got an elvish blade, but its
not an elfs. Not an elfs, no.

CLOSE ON: Gollum squints up at Bilbo, perplexed.

GOLLUM (CONT'D)

What is it, precious? What is it?

BILBO

My name is Bilbo Baggins.

GOLLUM

Bagginses? What is a Bagginses,
precious?

BILBO

I'm a hobbit, from the Shire.

GOLLUM

Oh! We like goblinses, batses and
fishes, but we haven't tried
hobbitses before. Is it soft? Is it
juicy?

Gollum steps closer to Bilbo, mouth watering. Bilbo holds
out his sword, waving it wildly about.

BILBO

Now, now, keep your distance! I'll
use this if I have to!

WIDE ON: Gollum SNARLS LOUDLY. It echos across the cave.

BILBO (CONT'D)

I don't want any trouble, do you
understand? Just show me the way to
get out of here, and I'll be on my
way!

GOLLUM

Why? Is it lost?

BILBO

Yes, yes, and I want to be unlost
as soon as possible.

Gollum's face lights up. Smeagol has returned.

(CONTINUED)

SMEAGOL

Oh! We knows! We knows safe paths
for hobbitises. Safe paths in the
dark.

GOLLUM

Shut up!

Bilbo frowns.

BILBO

I didn't say anything.

GOLLUM

Wasn't talking to you.

CLOSE ON: Gollum crouches behind an OUTCROPPING STONE.

SMEAGOL

Well, yes, we was, precious, we
was.

BILBO

Look, I don't know what your game
is, but I -

Suddenly, Smeagol leaps onto the stone, excited.

SMEAGOL

Games? We love games, doesn't we,
precious?

(to Bilbo)

Does it like games? Does it? Does
it? Does it like to play?

BILBO

Maybe?

Smeagol holds up his hand and begins to recite a riddle.

SMEAGOL

What has roots as nobody sees,
taller than trees. Up, up, up it
goes, and yet never grows.

Bilbo takes some time to think it over.

BILBO

The mountain.

WIDE ON: Smeagol nods and lets out a BREATHLESS LAUGHTER.

(CONTINUED)

SMEAGOL

Yes, yes! Oh, let's have another one. Come on, do it again, do it again! Ask us.

GOLLUM

NO! No more riddles! Finish him off! Finish him now! Gollum! Gollum!

ANGLE ON: Gollum begins to lunge at Bilbo. Bilbo holds up a hand.

BILBO

No! No! I want to play, I do. I can see that you are very good at this. So, why don't we have a game of riddles? Yes? Just you and me.

Smeagol scuttles forward, excited.

SMEAGOL

Just us?

BILBO

Yes. Yes. And if I win, you show me the way out.

CLOSE ON: With a GROWL, Gollum turns away. He crouches behind the stone, speaking to his Smeagol half.

GOLLUM

And if it loses? What then?

SMEAGOL

If it loses, precious, then we eats it.

Smeagol pops out from behind the stone.

SMEAGOL (CONT'D)

If Baggins loses, we eats it whole.

Bilbo pauses, digesting this information. Reluctantly, he begins to sheath his sword.

BILBO

Fair enough.

Smeagol looks up at him, expectant.

(CONTINUED)

SMEAGOL
Well, Baggins first.

BILBO
Thirty white horses on a red hill.
First they champ, then they stamp,
then they stand still.

Smeagol thinks long and hard. Finally, he replies.

SMEAGOL
Teeth?

Bilbo looks unhappy; Smeagol is correct.

SMEAGOL (CONT'D)
(laughing)
Teeth! Yes, my precious! But we, we
only have nine.

Smeagol opens his mouth wide, displaying his nine teeth.
Bilbo is disgusted.

SMEAGOL (CONT'D)
Our turn. Voiceless it cries,
wingless flutter, toothless bites,
mouthless mutters.

ANGLE ON: Smeagol creeps forward, unsettling Bilbo. He tries
is best to keep a rock between the two of them.

BILBO
Just a minute.

Bilbo walks off to the side of the lake. Smeagol suddenly
becomes excited.

SMEAGOL
Oh, we knows! We knows!

GOLLUM
Shut up!

CLOSE ON: Bilbo watches the lake water, thinking. A SOFT
BREEZE ruffles the surface of the water. Bilbo grins.

BILBO
Wind. It's wind. Of course it is!

ANGLE ON: Gollum GROWLS, furious.

(CONTINUED)

GOLLUM

Very clever, hobbitises, very
clever.

Gollum clammers forward, SNARLING. Bilbo unsheathes his
sword, pointing it down at Gollum.

BILBO

A box without hinges, key or lid,
yet golden treasure inside is hid.

Smeagol turns around, MUTTERING to himself.

SMEAGOL

Box... and a lid, then a key...

BILBO

Well?

SMEAGOL

It's nasty.

Smeagol paces up and down the slab of rock. Bilbo looms over
him, triumphant.

BILBO

Give up?

SMEAGOL

Give us a chance, precious, give us
a chance!

Frustrated, Smeagol pounds down at the floor. He PUCKERS HIS
FACE, deep in furious thought. Suddely, he opens his eyes,
smiling widely.

SMEAGOL

Eggses!

Bilbo frowns. Smeagol has gotten right yet another riddle.

SMEAGOL (CONT'D)

Eggses! Wet, crunchy, little
eggses. Grandmother tought us to
suck them, yes!

A BAT SQUEALS in the distance. Startled, Bilbo looks around
for the bat. He looks back down. Smeagol is gone, but his
voice echos from across the cave.

(CONTINUED)

SMEAGOL

We have one for you. All things it
devours, birds, beasts, trees and
flowers. Gnaws iron, bites steel,
grinds hard stone to meal.

ANGLE ON: Bilbo paces around the rock, sword raised
defensively. Eyebrows furrowed, he thinks to solve the
riddle.

GOLLUM

Answer us!

BILBO

Give me a moment, please! I gave
you a good long while.

Bilbo walks in circles around the slab, shaking his head.

BILBO

I don't know this one.

GOLLUM

Is it tasty? Is it scrumptious? Is
it crunchable?

Out of nowhere, Gollum appears behind Bilbo and grabs his
neck. Bilbo jumps away, aiming his sword straight at Gollum.

BILBO

Let me think. Let me think.

Slowly, Bilbo backs away. Smeagol watches with a grin.

SMEAGOL

It's stuck. Bagginses is stuck.

Bilbo paces back and forth, frustrated.

SMEAGOL

Time's up.

CLOSE ON: Smeagol gives an eerie smile. Bilbo turns around,
a grin is wide on his face.

BILBO

Time. The answer is time.
(clears his throat)
Actually, it wasn't that hard.

(CONTINUED)

GOLLUM

Last question. Last chance.

Behind his back, Gollum grasps onto a ROCK. Bilbo doesn't notice. He is too busy thinking of a riddle.

GOLLUM (CONT'D)

Ask us. Ask us!

BILBO

Yes, yes, all right.

WIDE ON: Bilbo strolls to the edge of the bank. He absentmindedly rubs his pocket. He feels the Ring inside.

BILBO (CONT'D)

What have I got in my pocket?

SMEAGOL

That's not fair. That's not fair,
it's against the rules!

ANGLE ON: Smeagol throws down the rock in his fury. Bilbo looks at it, startled.

SMEAGOL (CONT'D)

Ask us another one!

Bilbo steps closer, shaking his head.

BILBO

No, no, no. You said, 'ask me a
question'. Well, I did. What have I
got in my pocket?

SMEAGOL

Three guesses, precious. It must
give us three!

BILBO

Three guesses. Very well, guess
away.

SMEAGOL

Handses.

Bilbo pulls his hands out just in time.

BILBO

Wrong, guess again.

(CONTINUED)

Smeagol crouches to the floor, MUTTERING TO HIMSELF. In frustration, he slaps the ground in increasing anger.

SMEAGOL

Knife!

GOLLUM

Oh, shut up!

BILBO

Wrong again. Last guess.

SMEAGOL

String! Or nothing.

BILBO

Two guesses at once. Wrong, both times.

Smeagol falls to the floor, CRYING in his defeat. Bilbo looms over him, victorious.

BILBO (CONT'D)

Come on then, I won the game. You promised to show me the way out.

CLOSE ON: Gollum gets to his feet, his back turned.

GOLLUM

Did we say so, precious? Did we say so?

Slowly, Gollum turns around. He glares up at Bilbo.

GOLLUM (CONT'D)

What has it got in its pocketeses?

BILBO

That's no concern of yours. You lost.

Gollum grins as he approaches Bilbo. He reaches for something hidden at his side.

His face registers in shock. Whatever he is looking for, it is not there.

GOLLUM

Where is it? Where is it? No! No!
No!

(CONTINUED)

90 CONTINUED: (10)

90

ANGLE ON: Gollum scuttles around the cave, scattering bones and rocks as he searches in vain.

GOLLUM (CONT'D)
Lost! Curses and splashes, my
precious is lost!

It dawns on Bilbo. He takes the Ring from his pocket and hides it behind his back.

BILBO
What have you lost?

GOLLUM
Mustn't ask us! Not its business!
Gollum, gollum!

CLOSE ON: Gollum leans over the edge of the lake, SOBBING. He stares at his reflection, and slowly his cries begin to cease. Gollum's face becomes contorted in anger.

GOLLUM (CONT'D)
What has it got in its nasty,
little pocketses?

Bilbo's grasp around the Ring tightens. Slowly, Gollum turns to look at Bilbo. His face is pale with shock.

GOLLUM (CONT'D)
He stole it. He stole it! HE STOLE
IT!

SNARLING, Gollum throws a STONE at Bilbo. He manages to deflect it with his sword, and runs off, deeper into the tunnels. Gollum chases after him, ROARING.

91 INT. THRONE ROOM - GOBLIN TOWN - NIGHT

91

WIDE ON: Dozens of goblins carry massive INSTRUMENTS OF TORTURE into the throne room. The Great Goblin prances around his throne, singing a HORRENDOUS SONG.

GREAT GOBLIN
(singing)
Bones will be shattered, necks will
be wrung. You'll be beaten and
battered, from racks you'll be
hung. You will die down here and
never be found, down in the deep of
Goblin Town!

(CONTINUED)

91 CONTINUED:

91

CLOSE ON: Grinnah examines the dwarves' weapons, starting with ORCRIST. He slides it a few inches from its sheath.

Recognizing the sword, Grinnah GASPS IN HORROR and throws down the sword. Orcrist lands in view of the other goblins. They HOWL IN FEAR.

GREAT GOBLIN

I know that sword! It is the Goblin
Cleaver! The Biter! The blade that
sliced a thousand necks!

ANGLE ON: As he speaks, Grinnah and his men pull out their WEAPONS and beat the dwarves to the ground.

GREAT GOBLIN (CONT'D)

Slash them! Beat them! Kill them!
Kill them all!
(points to Thorin)
Cut off his head!

CLOSE ON: Goblins hold Thorin down, raising a knife high above his head.

WIDE ON: Suddenly, there is a vast EXPLOSION OF WHITE LIGHT. The goblins and the torture machines go FLYING, while the dwarves are knocked to the ground.

The explosion passes. A shadow is framed against the dim light. It is Gandalf, armed with sword and staff.

ANGLE ON: Slowly, the dwarves and the goblins recover from the shockwave. All eyes turn to Gandalf.

GANDALF

Take up arms. Fight. Fight!

The dwarves jump to their feet, fending off the goblins. Gandalf slices through the oncoming goblins like butter. The Great Goblin points to Gandalf's sword, TREMBLING.

GREAT GOBLIN

He wields the Foe-Hammer. The
Beater, bright as daylight!

The dwarves manage to reach their weapons. AXES, SWORDS, and HAMMERS are tossed from this dwarf to that dwarf. Together, they charge into battle, SHOUTING WAR CRIES.

Kili slices through goblins, spraying BLACK BLOOD. They fall to his feet, dead. In his haste, Kili trips over the bodies

(CONTINUED)

91 CONTINUED: (2)

91

and falls to the floor.

The Great Goblin rises to his feet. He charges forward, bringing his mace down on Kili. Thorin intervenes, deflecting the Great Goblin's blow.

With a FRIGHTENED HOWL, the Great Goblin falls backwards and off of the platform. He goes sailing down into the abyss below, SCREAMING LIKE A COWARD.

CLOSE ON: The dwarves butcher the goblins, fighting with great severity. Gandalf approaches the dwarves, urgent.

GANDALF

Follow me! Quick! Run!

WIDE ON: Gandalf and the dwarves sprint out of the throne room. Herds of goblins chase after them.

92 **INT. GOBLIN TUNNELS - MISTY MOUNTAINS - NIGHT**

92

ANGLE ON: Bilbo hurries down the tunnels, sword at his side. Gollum SHOUTS from the distance.

GOLLUM

Give it to us!

Bilbo dives into a cave on his left, PANTING. He sees Gollum crawl past the entrance. Relieved, Bilbo makes for a crack in the cave wall.

He squeezes through the cranny. However, his SHIRT BUTTONS catch along the edges. He is stuck.

From outside, Gollum backtracks. He locks eyes with Bilbo. He SNARLS, and rushes into the cave.

GOLLUM (CONT'D)

It's ours! It's ours!

Bilbo exhales and pushes as hard as he can.

CLOSE ON: He manages to fit through the crack, but his brass buttons rip off his waistcoat. They rain down on an irritated Gollum.

ANGLE ON: Bilbo makes it to the other side of the tunnels. Unfortunately, he trips on some PEBBLES and falls flat on his back.

(CONTINUED)

92 CONTINUED: 92

CLOSE ON: The Ring flies out of his hands, and into the air. As it descends, Bilbo reaches to grab it. The Ring slides onto his finger, casting him INVISIBLE.

ANGLE ON: Now in the RING WORLD, Bilbo watches as Gollum leaps into the cave. Gollum looks around for Bilbo, confused.

In Bilbo's state of vision, everything is BLURRED and COLORLESS.

GOLLUM (CONT'D)

Thief! Baggins!

As Gollum ROARS, the sound seems to be COMPRESSED. He darts off, going deeper into the tunnels. Bilbo gets to his feet, amazed.

93 INT. TUNNEL EXIT - MISTY MOUNTAINS - DAY 93

WIDE ON: Gollum leaps into the final tunnel. Light is seen through the exit of the cave. SUNRISE.

GOLLUM

Wait, my precious! Wait! Gollum, Gollum.

ANGLE ON: Still invisible, Bilbo approaches Gollum, sword drawn. He watches as Gollum peers out of the tunnel exit, distressed.

Suddenly, SHUFFLING FOOTSTEPS sound from nearby. Gollum rushes back into the tunnel, and hides out of sight. The FOOTSTEPS come closer, and closer, until -

It is Gandalf. He leads the dwarves out of the tunnel, urgently BARKING COMMANDS. Bilbo watches them, FRANTIC.

94 EXT. MOUNTAINSIDE - WILDERLAND - DAY 94

CRANE SHOT: Gandalf and the seven dwarves rush down the vast mountainside. Sunlight is slowly CREEPING over top of the trees.

95 INT. TUNNEL EXIT - MISTY MOUNTAINS - DAY 95

CLOSE ON: Gollum turns, looking back at the exit. Bilbo stands behind him. He draws his sword, raising it high above Gollum's head.

(CONTINUED)

95 CONTINUED:

95

Gollum turns back around. Although he cannot see him, Gollum stares straight at Bilbo. Bilbo grips his sword, hesitating. SALTY TEARS begin to well in Gollum's eyes. For a second, he seems almost human.

Out of pity, Bilbo lowers his sword. He takes a DEEP BREATH, and steps back. Gollum begins to SNARL, hearing him. Bilbo runs forward and leaps over Gollum, knocking him down in the process.

ANGLE ON: Bilbo flees out of the exit, into the daylight.

CLOSE ON: Enraged, Gollum jumps to his feet. He scrabbles around himself, grabbing for Bilbo.

GOLLUM

Baggins! Thief! Curse it and crush
it, we hates it forever!

96 **EXT. MOUNTAINSIDE - WILDERLAND - DAY**

96

CRANE SHOT: Still invisible, Bilbo bolts down the mountainside, hot on the dwarves' trail.

WIDE ON: Far ahead of Bilbo, Gandalf stops to count the dwarves as they catch up.

GANDALF

Three, four, five, Gloin, that's
six. And Dwalin, that makes seven.

Gandalf looks around him for Bilbo.

GANDALF (CONT'D)

Where's Bilbo? Where is our hobbit?

None of the dwarves answer.

ANGLE ON: Bilbo has caught up with the others. He stands behind a tree, LISTENING.

GANDALF (CONT'D)

Where is our hobbit?

DWALIN

Curse the halfling! Now he's lost!

GLOIN

I thought he was with Kili!

(CONTINUED)

KILI

Don't blame me!

GANDALF

Well, where did you last see him?

OIN

I think I saw him slip away when
they first cornered us.

Gandalf becomes greatly discontent. Almost panicked.

GANDALF

What happened exactly? Tell me!

THORIN

I'll tell you what happened. Master
Baggins saw his chance and he took
it. He's thought of nothing but his
soft bed and his warm hearth since
first he stepped out of his door.
We will not be seeing our hobbit
again. He is long gone.

CLOSE ON: Bilbo leans against the tree, seemingly CRUSHED.
The dwarves look at one another, indifferent.

ANGLE ON: Bilbo, NOW VISIBLE, steps out from behind the
tree.

BILBO

No, he isn't.

The dwarves look surprised. Gandalf's face lights up in
relief.

GANDALF

Bilbo Baggins! I've never been so
glad to see anyone in my life!

Bilbo steps closer. The dwarves circle around him, stunned.

KILI

Bilbo! We'd given you up!

FILI

How on earth did you get past the
goblins?

DWALIN

How, indeed.

(CONTINUED)

96 CONTINUED: (2)

96

Bilbo gives a NERVOUS LAUGH as he slips the Ring into his pocket. Gandalf notices, but says nothing.

GANDALF

Well, what does it matter? He's back.

THORIN

It matters. I want to know; why did you come back?

BILBO

Look, I know you doubt me. I know you always have. And you're right. I often think of Bag End. I miss my books, and my armchair, and my garden. See, that's where I belong. That's home. And you don't have one, a home. It was taken from you. But I will help you take it back if I can.

CLOSE ON: The dwarves are taken aback. Slowly, it dawns on them: Bilbo cares. Gandalf, impressed, shares a warm smile with the hobbit.

97 **EXT. CLIFFSIDE - WILDERLAND - DAY**

97

ANGLE ON: Looming above the dwarves, a TROOP OF ORCS ride to the edge of the cliff. At the head of the pack rides BOLG OF THE NORTH.

Half blind, muscular and tall, Bolg looks to be a force to be reckoned with. He turns to the Orcs behind him, pointing forward.

BOLG

(in Black Speech;
subtitled)

Run them down! Tear them to pieces!

At his call, his troop races down the cliffside, mounted on JET BLACK WARGS.

98 **EXT. MOUNTAINSIDE - WILDERLAND - DAY**

98

WIDE ON: The dwarves jump up, hearing the HOWLS. Thorin looks to Gandalf, wide eyed.

THORIN

Out of the frying pan -

(CONTINUED)

98 CONTINUED:

98

GANDALF

And into the fire. Run. Run!

Gandalf wheels around, leading Bilbo and the dwarves down the face of the mountain. Bolg and his riders chase after them.

99 **EXT. PLAINS - WILDERLAND - DAY**

99

ANGLE ON: The Company darts across GRASSLANDS and STREAMS. Gandalf leads the way, yards ahead of the dwarves.

GANDALF

Come on!

100 **EXT. FOREST - WILDERLAND - DAY**

100

WIDE ON: Bolg and his orcs speed through the THICK TREES, weapons drawn. Suddenly, an EAR SPLITTING ROAR rings through the forest.

ANGLE ON: The orc pack skids to a halt, looking for the noise.

Further along, the dwarves come to a stop. They look in dismay at one another.

GANDALF

This way, quickly!

Gandalf resumes his run. With haste, Bilbo and the dwarves follow after him.

101 **EXT. PLAINS - WILDERLAND - DAY**

101

WIDE ON: Gandalf points forward. A LARGE, WOODEN HOUSE surrounded by TREES and HEDGES is seen in the distance.

GANDALF

To the house! Run!

The ROARING ECHOS from behind them. The dwarves run a little faster, drawing nearer and nearer to the house.

102 **EXT. BEORN'S HOUSE - WILDERLAND - DAY**

102

CRANE SHOT: Eventually, the Company reaches the house. They sprint through a GATE between the hedges.

GANDALF

Come on, get inside!

(CONTINUED)

102 CONTINUED:

102

ANGLE ON: The dwarves rush to the door, BUMBLEBEES BUZZING past them. They reach the door, throwing themselves against it in desperation.

CLOSE ON: Gandalf looks as a MASSIVE BEAR breaks out from the edge of the forest and barrels towards them.

GANDALF (CONT'D)

Open the door!

Thorin pushes through the dwarves. He manages to raise the EXTERIOR BOLT, opening the doors. As the bear crashes through the gate, the entire company floods into the home.

103 INT. BEORN'S HOUSE - WILDERLAND - DAY

103

The dwarves attempt to slam the door shut. However, the bear pushes his head inside, ROARING and SNARLING.

Panicked, the dwarves push against the door, SCREAMING. Bilbo withdraws his sword and points it up at the bear. Gandalf only watches, calm.

With a final heave, the dwarves manage to close the door and drop the bolt across it. Catching their breath, everyone looks to Gandalf.

BILBO

What is that?

GANDALF

That is our host. His name is Beorn and he's a skinchanger. Sometimes he's a huge, black bear, sometimes he's a great, strong man. The bear is unpredictable, but the man can be reasoned with. However, he is not overfond of dwarves.

The dwarves look at one another, distressed. Bilbo peaks through a crack in the door.

BILBO

He's leaving.

Fili steps forward. He places a hand on Bilbo's shoulder.

FILI

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

(CONTINUED)

103 CONTINUED:

103

GANDALF

Don't be ridiculous. He's under no enchantment but his own.

(he turns to the others)

Alright now, get some rest, all of you. You'll be safe here tonight.

ANGLE ON: The dwarves begin to spread through the house.

104 **INT. BEORN'S HOUSE - WILDERLAND - NIGHT**

104

Most of the dwarves sleep throughout the house, peaceful and at ease. Thorin sits beside a window, looking out at the VAST FIELDS. Gandalf sits among the resting dwarves, smoking his pipe.

Bilbo and Balin are seated at the kitchen table, staring into the CRACKLING FLAMES.

CLOSE ON: Bilbo turns to Balin, confused.

BILBO

Balin, who was that out there? The orc?

BALIN

Bolg of the North. An ancient enemy of Durin's Folk.

BILBO

Ancient enemy. That's why he's chasing us?

BALIN

Aye. After the dragon took the Lonely Mountain, Thorin's grandfather, King Thror, tried to reclaim the ancient dwarf kingdom of Moria.

105 **EXT. MORIA GATES - MISTY MOUNTAINS - DAY (FLASHBACK)**

105

WIDE ON: THOUSANDS OF DWARVES fight THOUSANDS OF ORCS before the great gates of Moria. YOUNGER VERSIONS of Thorin, Balin and Dwalin fight alongside THRAIN, Thorin's father, and the great KING THROR.

BALIN (V.O.)

But our enemy had gotten there first.

(CONTINUED)

105 CONTINUED:

105

Bodies drop left and right. Fatal blows are dealt to both armies. With one fall of their swords, Thorin, Thrain and Thror fight off the orcs with great skill.

Amongst the carnage, a pale-white orc looms over the armies, SCARS strewn across his bare chest. AZOG THE DEFILER.

He gives a MIGHTY ROAR, wiping out dwarves with his MASSIVE MACE.

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

Moria had been taken by legions of orcs led by the most vile of all their race. Bolg's father, Azog the Defiler. The giant Gunabad Orc had sworn to wipe out the line of Durin.

CLOSE ON: Azog spots Thror in the battlefield and lumbers forward. The dwarven king looks small and weak compared to his colossal enemy.

106 INT. BEORN'S HOUSE - WILDERLAND - NIGHT

106

Thorin listens from the window as he stares into the wild. Bilbo listen eagerly from the table.

BALIN

He began by beheading the king.

Tears well in Balin's eyes, REMEMBERING.

107 EXT. MORIA GATES - MISTY MOUNTAINS - DAY (FLASHBACK)

107

WIDE ON: Azog ROARS IN TRIUMPH. He holds King Thror's SEVERED HEAD high above him for all to see.

CLOSE ON: Azog flings the head forward. It bounces and tumbles down the rocky earth, landing directly at Thorin's feet.

THORIN

NO!

108 INT. BEORN'S HOUSE - WILDERLAND - NIGHT

108

Gandalf's pipe drops from his mouth. He is disturbed by this tale, even though he has heard it before.

(CONTINUED)

108 CONTINUED: 108

BALIN

Thrain, Thorin's father, was driven mad by grief. He went missing, taken prisoner or killed. We do not know.

Thorin has a pained look about his face as Balin presses on.

109 **EXT. MORIA GATES - MISTY MOUNTAINS - DAY (FLASHBACK)** 109

WIDE ON: Rank upon rank of orc armies massacre the dwarves. Their bodies fall from the cliffs around Moria. A MORBID WATERFALL.

BALIN (V.O.)

We were leaderless. Defeat and death were upon us.

Dwarves begin to flee the battleground. The orcs have the upper hand.

110 **INT. BEORN'S HOUSE - WILDERLAND - NIGHT** 110

CLOSE ON: Balin looks to Thorin, still facing the window. His face glows with pride. The dwarves begin to STIR from the ground.

BALIN

That is when I saw him. The young dwarf prince facing down the Pale Orc.

111 **EXT. MORIA GATES - MISTY MOUNTAINS - DAY (FLASHBACK)** 111

ANGLE ON: Thorin marches toward Azog, ready for battle. He is armed with SWORD AND SHIELD, a FINE PLATE OF ARMOR protecting him.

BALIN (V.O.)

He stood alone against this terrible foe.

Azog swings his mace, knocking away Thorin's shield. Thorin hacks at Azog, but with another swing of the mace, he finds his sword flying out of his hands as well.

The force of the blow causes Thorin to fall backwards. Azog makes his way towards him, GOING IN FOR THE KILL. Just then, Thorin grabs a near OAKEN BRANCH, dodging at Azog's swing.

(CONTINUED)

111 CONTINUED:

111

Thorin gets to his feet again, blocking every fall of Azog's mace with his branch.

BALIN (V.O.) (CONT'D)
His armor rent, he wielded nothing
but an oaken branch as a shield.

CLOSE ON: A powerful swing sends Thorin to the ground once again. Azog looms over Thorin, ready to kill. A fallen sword lies beside Thorin. Quickly, he picks up the weapon and rises.

ANGLE ON: Thorin charges forward, his sword meeting with Azog's mace. Determined, Thorin checks a blow against Azog. The orc stumbles backwards. He swings his sword, slicing off Azog's head. Thorin has cut the head off the snake.

BALIN (V.O.) (CONT'D)
Azog the Defiler learned that day
that the Line of Durin could not be
so easily broken. From that day
forth, Bolg had sworn to avenge his
father.

WIDE ON: Thorin raises Azog's head above his own, SHOUTING WAR CRIES. Bolg looks on from the battleground, enraged.

Thorin rallies his men, charging against their enemies with savage force. The remaining orcs are wiped out.

BALIN (V.O.) (CONT'D)
Our forces rallied and drove the
orcs back. Our enemy had been
defeated.

CROSSFADE:

112 **EXT. MORIA GATES - MISTY MOUNTAINS - DAY - LATER (FLASHBACK)** 112

The empty battlefield is covered in the corpses of dwarves and orcs alike.

CLOSE ON: The surviving dwarves weep with one another over their losses.

BALIN (V.O.)
But there was no feast nor song
that night, for our dead were
beyond the count of grief. We few
had survived.

(CONTINUED)

112 CONTINUED: 112

Balin, battle-scarred and weeping, looks up at the field. He spots Thorin striding across the battleground, his oaken branch in hand.

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

And I thought to myself then: there is one who I could follow. There is one I could call king.

113 INT. BEORN'S HOUSE - WILDERLAND - NIGHT 113

Thorin turns away from the window, visibly moved. All of the dwarves have woken and are standing in awe before Thorin. A warm smile splits across Balin's face.

Bilbo still seems befuddled.

BILBO

But Bolg of the North, he's still out there.

Thorin steps closer to Bilbo, swollen in his pride.

THORIN

Aye. But we'll be waiting for him.

Gandalf and Thorin exchange glances. A hint of doubt lies under Gandalf's smile.

114 EXT. FOREST - WILDERLAND - NIGHT 114

ANGLE ON: Bolg and his company watch the house from a distance. Beorn, in his bear form, circles around the house, GROWLING. Yazneg approaches Bolg.

YAZENG

(in Black Speech;
subtitled)

Attack them now. Kill the dwarf filth while they sleep.

BOLG

(in Black Speech;
subtitled)

No. The Beast stands guard. We will kill them on the road.

Bolg turns, looking towards his WARGS.

WIDE ON: He and his orcs mount the fierce beasts and ride off into the distance. Beorn ambles after them. The bear

(CONTINUED)

114 CONTINUED: 114

stumbles over.

Slowly, HIS FORM MELTS into that of a TALL MAN. He rises to his feet, staring to his house in the distance.

115 INT. BEORN'S HOUSE - WILDERLAND - NIGHT 115

ANGLE ON: Everyone is asleep. Suddenly, there is a RUSTLING NOISE. Bilbo wakes, quietly peeking out of his BLANKETS. He sees Beorn enter the house. With a SIGH, Beorn closes the door behind him.

116 EXT. BEORN'S HOUSE - WILDERLAND - DAY 116

CLOSE ON: PONIES prance through the field, their manes fluttering in the wind

117 INT. BEORN'S HOUSE - WILDERLAND - DAY 117

A very large BUMBLEBEE lands on Bilbo's nose. He wakes with a start. The bee flies off, alarmed.

WIDE ON: Quickly, Bilbo puts on his jacket and walks towards the kitchen. Gandalf and the dwarves are all gathered there, with Beorn looming over them.

CLOSE ON: Bilbo sits down at the table. Beorn pours a GLASS OF MILK for Fili, locking eyes with Thorin.

BEORN

So you are the one they call
Oakenshield? Tell me, why is Bolg
of the North hunting you?

THORIN

You know of Bolg? How?

BEORN

My people were the first to live in
the mountains, before the orcs came
down from the north. Bolg and his
father Azog killed most of my
family, but some he enslaved. Not
for work, you understand, but for
sport. Caging skin-changers and
torturing them seemed to amuse him.

Bilbo notices the remnants of MANACLES around Beorn's wrist.

BILBO

There are others like you?

(CONTINUED)

117 CONTINUED:

117

BEORN

Once there were many.

BILBO

And now?

BEORN

Now there is only one.

WIDE ON: Beorn sets down the MILK PITCHER. The dwarves look on in silence.

BEORN (CONT'D)

You need to reach the mountain
before the last days of autumn?

GANDALF

Before Durin's Day falls, yes.

BEORN

You are running out of time.

GANDALF

Which is why we must go through
Mirkwood.

BEORN

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

GANDALF

We will take the Elven Road. That
path is still safe.

BEORN

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

CLOSE ON: Thorin looks troubled.

THORIN

What do you mean?

BEORN

These lands are crawling with orcs.
Their numbers are growing, and you
(MORE)

(CONTINUED)

117 CONTINUED: (2)

117

BEORN (cont'd)
are on foot. You will never reach
the forest alive.

ANGLE ON: Beorn rises from the table. He glares down at
Thorin.

BEORN (CONT'D)
I don't like dwarves. They're
greedy and blind, blind to the
lives they deem lesser than their
own.

CLOSE ON: Beorn picks up a SCAMPING MOUSE from the table.
The dwarves watch, nervous. Beorn pets the creature.

BEORN (CONT'D)
But orcs I hate more. What do you
need?

Thorin looks relieved.

118 **EXT. BEORN'S HOUSE - WILDERLAND - DAY**

118

ANGLE ON: The dwarves pack their things onto Beorn's ponies.
Near the edge of the hedges, Bilbo rummages through the
dirt. He picks up an ACORN and slips it in his pocket.

Gandalf and Beorn stand further back, watching the dwarves
mount up.

BEORN
You will leave my ponies before you
enter the forest.

GANDALF
You have my word.

BIRDS CAW in the distance. Gandalf looks up in suspicion.

GANDALF (CONT'D)
We're being watched.

BEORN
Yes. The orcs will not give up.
They will hunt the dwarves until
they seem them destroyed.

GANDALF
Why now? What has made Bolg crawl
from his hole?

(CONTINUED)

BEORN

There is an alliance between the orcs of Moria and the sorcerer in Dol Guldur.

GANDALF

Are you sure of this?

BEORN

Packs have been seen gathering there. Each day, more and more come.

CLOSE ON: A distant ORC SCREAM sounds from the woods. The dwarves perk up in alarm.

GANDALF

What do you know of this sorcerer, the one they call the Necromancer?

BEORN

I know he is not what he seems. Fell things are drawn to his power. Bolg pays homage to him.

THORIN

Gandalf, time is wasting.

ANGLE ON: With a nod, Gandalf marches forward.

BEORN

There is more.

Gandalf stops in his tracks.

BEORN (CONT'D)

Not long past, word spread that the dead had been seen walking near the High Fells of Rhudaur.

GANDALF

The dead?

BEORN

Is it true? Are there tombs in those mountains?

GANDALF

Yes. Yes, there are tombs up there.

CLOSE ON: Beorn seems slightly taken aback.

(CONTINUED)

118 CONTINUED: (2)

118

BEORN

I remember a time when a great evil ruled these lands. One powerful enough to raise the dead. If that enemy has returned to Middle Earth, I would have you tell me.

GANDALF

Saruman the White says it is not possible. The enemy is destroyed and will never return.

BEORN

And what does Gandalf the Grey think?

Gandalf STUTTERS, trying to think of what to say. Suddenly, another LOUD CAW echoes across the grasslands.

BEORN (CONT'D)

Go now, while you have the light. Your hunters are not far behind.

ANGLE ON: As Gandalf mounts his pony, a WARG HOWLS. Beorn stands alone, watching the Company ride off into the distance.

119 **EXT. ELVEN GATE - MIRKWOOD - DAY**

119

WIDE ON: The Company rides rapidly across the lands. They stop before a gloomy, forboding forest. MIRKWOOD.

ANGLE ON: Gandalf walks into the edge of the forest, passing underneath an ANCIENT ARCHWAY.

GANDALF

The Elven Gate.

He turns to address the dwarves.

GANDALF (CONT'D)

Here lies our path through Mirkwood.

DWALIN

No sign of the orcs, we have luck on our side.

Gandalf looks doubtful.

(CONTINUED)

WIDE ON: From a distant ridge, Beorn stands watch over them, in his bear form.

GANDALF

Set the ponies loose. Let them return to their master.

ANGLE ON: Bilbo and the dwarves begin to dismount and unsaddle their ponies. Bilbo approaches the forest.

BILBO

This forest feels sick, as if a disease lies upon it. Is there no way around?

GANDALF

Not if we go two hundred miles north, or twice that distance south.

Gandalf goes deeper into the forest and comes across an IVY COVERED STATUE. From outside the gate, Bilbo fiddles with the Ring in his pocket.

IMAGE: Galadriel stands in Rivendell, observing the sunrise.

GALADRIEL (V.O.)

Something moves in the shadows, unseen, hidden from our sight. Every day it grows in strength. Beware the Necromancer. He is not what he seems.

CLOSE ON: From the gate, Bilbo continues to play with the Ring.

IMAGE: The EYE OF SAURON flickers onto the screen.

CLOSE ON: Startled, Bilbo takes his hand out of his pockets.

Gandalf yanks back the vines, revealing the Eye of Sauron PAINTED onto the statue. The wizard stumbles back in shock.

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

If our enemy has returned, we must know. Go to the tombs in the mountain.

The wizard nods in agreement.

(CONTINUED)

GANDALF

The High Fells. So be it.

WIDE ON: The unladen ponies trot away from the Elven Gate. Gloom is nearly finished unsaddling Gandalf's horse when he emerges from the forest.

GANDALF (CONT'D)

Not my horse! I need it!

CLOSE ON: As Gandalf strides forward, Bilbo and the dwarves look up in surprise.

BILBO

You're not leaving us?

GANDALF

I would not do this unless I had to.

Thorin looks deeply displeased. Gandalf stops next to Bilbo, looking down at him with suspicion.

GANDALF (CONT'D)

You've changed, Bilbo Baggins. You're not the same hobbit as the one who left the Shire.

BILBO

I was going to tell you -
(beat)

I found something in the Goblin Tunnels.

GANDALF

Found what?

Gandalf leans forward, curious. Bilbo looks up at him, STUTTERING as he fumbles with the Ring in his pocket.

GANDALF (CONT'D)

What did you find?

Bilbo removes his hand from his pocket.

BILBO

My courage.

GANDALF

Good. Well, that's good; you'll need it.

(CONTINUED)

119 CONTINUED: (3)

119

ANGLE ON: Gandalf turns and begins to mount his horse.

GANDALF (CONT'D)

I'll be waiting for you at the overlook before the slopes of Erebor. Keep the map and key safe. Do not enter that mountain without me. This is not the Greenwood of old. The very air of the forest is heavy with illusion. It will seek to enter your mind and lead you astray.

Confused, Bilbo turns to the dwarves surrounding.

BILBO

Lead us astray? What does that mean?

A LIGHT RAIN begins to come down from the skies.

GANDALF

You must stay on the path; do not leave it. If you do, you will never find it again.

CLOSE ON: Gandalf climbs on top of his horse's SADDLE. He gives the dwarves one last glance, before he rides into the forest.

GANDALF (CONT'D)

No matter what may come, you must stay on the path!

ANGLE ON: Thorin watches him leave. He turns, and leads the company into the forest.

THORIN

Come on. We must reach the mountain before the sun sets on Durin's Day. This is our one chance to find the hidden door.

CRANE SHOT: The Company files into Mirkwood. PANNING UP, we see an endless field of DARK, GLOOMY TREES spanning the horizon.

120 **EXT. ELVEN PATH - MIRKWOOD - DAY**

120

ANGLE ON: The Company follows the ELVEN PATH. At one point, Thorin brushes aside some LEAVES to see that the stones

(CONTINUED)

120 CONTINUED:

120

round a corner.

THORIN

The path turns this way.

Bilbo and the dwarves follow at his word.

IMAGES: The path twists and turns throughout the forest, leading across BARE GROUND, HIGH LEDGES, and FALLEN TREE TRUNKS.

IMAGE: Further along, Dwalin thumps his hammer onto the ground. The metal CLUNCKS against the stone path.

DWALIN

This way.

IMAGE: As the dwarves press on, they become further and further DISORIENTATED.

OIN

Air, I need air. My head, it's swimming.

Oin looks above him. FIREFLIES flutter around his head. Perplexed, Oin turns back to the path ahead.

121 **EXT. STONE BRIDGE - MIRKWOOD - DAY**

121

ANGLE ON: The dwarves cross a STONE BRIDGE leading over a MURKY STREAM. Bilbo is the first to reach the other side.

CLOSE ON: Exhausted, Bilbo takes a seat. Thorin, holding a BOW AND ARROW, jumps down from the bridge. He lands beside a startled Bilbo.

Suddenly, there is a RUSTLING NOISE from the trees.

Bilbo rises, as he sees a WHITE STAG TROT into a clearing. It SHIMMERS against the gloomy forest backdrop, like a beacon of hope.

From beside him, Thorin slowly DRAWS HIS BOW.

BILBO

What are you doing?

Thorin and the stag locks eyes. For a moment, he seems to hesitate.

(CONTINUED)

121 CONTINUED:

121

WIDE ON: He FIRES THE ARROW nonetheless. It misses, sending the stag running off into the woods.

BILBO (CONT'D)

You shouldn't have done that. It's bad luck.

CLOSE ON: Thorin shakes his head, oddly enraged.

THORIN

I don't believe in luck. We make our own luck.

122 **EXT. MIRKWOOD - NIGHT**

122

WIDE ON: Darkness settles in between the Mirkwood trees. The dwarves wander the forest, aimless and exhausted.

ANGLE ON: Gloin stamps the end of his axe against the ground. There is no sound of metal on stone.

KILI

We need to take a rest.

Thorin nods in agreement, disorientated. The dwarves stop to catch their breath. Bilbo sits beside a CLUMP OF SPIDERWEBS.

CLOSE ON: Bilbo perks up in alarm. STRANGE WHISPERS echo around the forest.

BILBO

What is that? Those voices, can you hear them?

THORIN

I hear nothing. No wind, no birds.

He stares up at the ROOF OF LEAVES, glowing blue in the moonlight.

THORIN (CONT'D)

What hour is it?

DWALIN

I do not know. I don't even know what day it is.

THORIN

This is taking too long. Too long! Is there no end to this accursed forest?

(CONTINUED)

122 CONTINUED:

122

GLOIN

None that I can see. Only trees and
more trees!

Gloin looks around him, strangely panicked.

ANGLE ON: Thorin slowly walks forward, seeing something.

THORIN

There! This way!

OIN

But Gandalf said -

THORIN

Do as I say; follow me!

The dwarves trudge forward.

CLOSE ON: Bilbo still sits beside the webs, hearing the
voices. He absentmindedly PLUCKS the webs, which VIBRATES.
The vibrations carry onto other linked webs, leading off
into the forest. Bilbo looks up, troubled.

ANGLE ON: He rises, pointing to the Elven Path behind him.

BILBO

Wait! Stop! We can't leave the
path! We must stay on the path!

No one answers.

123 **EXT. MIRKWOOD - DAY**

123

CLOSE ON: Bilbo and the dwarves stumble forward. Bilbo looks
down, and sees his feet WALK BACKWARDS. He looks back up,
bewildered.

Bilbo turns to Gloin walking behind him. He sees HIMSELF
staring back at him. Even more confused, Bilbo turns back
around him. He continues down the forest, his vision TILTING
and SHIFTING.

ANGLE ON: Gloin leans down and picks up a TOBACCO POUCH.

GLOIN

Look. A tobacco pouch. There's
dwarves in these woods.

Fili takes the pouch from Gloin. He looks surprised.

(CONTINUED)

FILI

Dwarves from the Blue Mountains, no less. This one is exactly the same as mine.

BILBO

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

DWALIN

We're not lost. We keep heading east.

OIN

But which way is east? We've lost the sun!

The dwarves begin to BICKER INDISTINCTLY.

HIGH ANGLE: Bilbo peers up at the leaves above. A bit of sunlight creeps through the tree canopy far above him.

BILBO

The sun. We have to find the sun. Up there! We need to -

ANGLE ON: He turns to the dwarves. They begin to PUSH and SHOVE one another. Thorin stands away from the others, listening. He hears LOW WHISPERING.

THORIN

What was that?
(turns to the others)
Quiet, all of you! We're being watched.

Bilbo begins to climb the CROOKED TREES. Around him, masses of spiderwebs are interwoven through the forest.

WIDE ON: Bilbo pops out of the MULTICOLORED TREETOPS of Mirkwood. His head clears, as if a spell has been broken. Bilbo LAUGHS, relieved, as BLUE BUTTERFLIES flutter around him.

In the distance, he sees RIVERS and LAKES.

BILBO

I can see a lake! And a river.

(CONTINUED)

124 CONTINUED:

124

He spots something on the horizon. THE LONELY MOUNTAIN.

BILBO (CONT'D)
And the Lonely Mountain! We're
almost there! Can you hear me? I
know which way to go!

The dwarves do not reply.

BILBO (CONT'D)
Hello?

From below, he can hear TREES CRACKING. The treetops RUSTLE,
as if something is approaching. Worried, Bilbo creeps below
the treeline.

125 **EXT. MIRKWOOD - DAY**

125

ANGLE ON: Bilbo peers below him. He steps forward, and his
feet catch on a SPIDERWEB. Bilbo falls downward, bouncing
off SEVERAL BRANCHES, SCREAMING all the while.

He lands on another branch, catching his breath. He watches
in horror as the webs part, revealing a GINORMOUS SPIDER. It
opens its fangs and HISSES, sending Bilbo to fall backwards
onto a MASSIVE SPIDERWEB.

The spider CRAWLS forward, quickly wrapping Bilbo up inside
the web.

126 **EXT. MIRKWOOD - DAY - LATER**

126

CLOSE ON: Wrapped up in webs, the dwarves dangle down from
tree branches. Several LARGE SPIDERS creep around them,
whispering to each other.

ANGLE ON: One particular spider tows a web-encased Bilbo
towards the dwarves. As the spider feels him up, Bilbo
slowly begins to awake. He looks up through the webs,
startled.

Bilbo manages to swing his sword, cutting through both the
web and the spider. The creature HOWLS IN PAIN, staggering
backwards. It goes flying off of the branch, dead.

Bilbo rips off the web cocoon and rises. He sees the dwarves
and the spiders surrounding them. Carefully, Bilbo creeps
behind a tree trunk and slips on his Ring.

CLOSE ON: He is transported into the blurry Ring World once
again. The spiders' whispering ECHOES around him.

(CONTINUED)

SPIDER #1
Kill them, kill them now!

SPIDER #2
Eat them now, wet and runny!

SPIDER #3
Their hide is tough! There's good
juice inside!

SPIDER #1
Stick it again! Stick it again!
Finish it off!

ANGLE ON: The spiders approach Gloin, wrapped in his own web-cacoon. He springs to life, kicking against the GLOSSY WEBS. He can't do much.

SPIDER #4
Ah! The meat's alive and kicking!

SPIDER #1
Kill them now! Kill them now!

SPIDER #2
Feast! Feast! Feast!

All of the spiders take up the chant, circling around the dwarf. Bilbo steps forward, and grabs a PIECE OF WOOD from the trees.

He throws it into the woods below. The spiders perk up, distracted. They all rush together towards the source of the noise.

SPIDER #3
What is it? What is it? Kill it!
Feast!

One spider stays behind, preparing to eat Gloin. The dwarf KICKS and WAILS against the spider.

SPIDER #2
Fat and juicy! Just a little taste!

Invisible, Bilbo sneaks up and strikes his sword against the spider's rear. The spider spins around and HISSSES, but Bilbo still hacks away at the creature.

SPIDER #2 (CONT'D)
Curses! Where is it? Where is it?

(CONTINUED)

CLOSE ON: With a grin, Bilbo slips off the Ring.

BILBO

Here.

Bilbo drives his sword into the spider's head. It WHIMPERS.

SPIDER #2

It stings! Stings! Stings!

ANGLE ON: Bilbo pulls out his sword, sending the spider crashing to the ground. Bilbo examines his sword.

BILBO

Sting. That's a good name.

He looks to where the other dwarves are wrapped up.

BILBO (CONT'D)

Sting.

Bilbo walks forward, using Sting to cut down the dwarves from their branches.

CLOSE ON: They land on the forest floor, and proceed to rip off their wrappings, CURSING and YELLING. Fili emerges from his cocoon, PANICKED.

FILI

Where's Bilbo?

Bilbo peers down at the dwarves, waving.

BILBO

I'm up here!

Suddenly, a spider jumps at Bilbo from underneath the branch.

ANGLE ON: The hobbit falls backwards, and the spider pins him to the ground. Bilbo manage to raise his sword, and stabs the spider through the belly.

The spider begins to fall off the branch. Entangled in its legs, Bilbo falls with it, SCREAMING all the while. As they fall, the Ring slips out of Bilbo's grasp.

He lands on the LEAF COVERED GROUND and begins to search for the Ring, desperate.

(CONTINUED)

The dwarves begin to rush out of their web cocoons, brandishing weapons. DOZENS OF SPIDERS approach the Company. They HISS and SNARL as they creep forward.

The dwarves begin to hack away at the army of spiders. Left and right, the dead fall to the ground. Oin is knocked to the ground by one spider. It looms over him, ready to feast.

DWALIN

Grab a leg!

Dwalin leads the others towards the spider. Each dwarf grabs one or two legs and PULLS. The legs PLOP off of the spider's body. Dismembered, the spider falls on top of Oin, dead.

CLOSE ON: Further off, Bilbo continues to search for the Ring. He seems greatly distressed. Panicked.

BILBO

Where is it? Where is it? Where is it?

He freezes. Slowly, Bilbo looks over his shoulder.

WIDE ON: The Ring lies on the nearby ground, unstained and untarnished by the MUD and DIRT.

ANGLE ON: Relieved, Bilbo steps forward.

Suddenly, a SMALL, PALE SPIDER emerges from the ground. The spider pushes the Ring aside as it crawls forward.

Bilbo looks at the spider, infuriated. He raises Sting high above his head, and runs forward with a YELL.

He hacks and slashes away at the spider. The spider falls to the ground, dead. Still, Bilbo slices away, berserk. He cuts away legs, feelers, and more. Finally, he jumps and sends the sword down into the spider's head.

CLOSE ON: Bilbo catches his breath, staring down at the Ring. He picks it up, holding the Ring beside his face.

BILBO (CONT'D)

Mine.

Satisfied, Bilbo sits next to the dead spider. He examines the Ring, turning it forwards and backwards in his hands.

Finally, what he has just done dawns on Bilbo. Disgusted, Bilbo looks at the spiderwebs and gore covering him.

(CONTINUED)

SHOUTING sounds from the distance.

ANGLE ON: The dwarves are killing off the last of the spiders. Their swords rise and fall, slicing away legs and digging into brains. Thorin pauses amongst the chaos, looking up at the treetops.

Above them, a BLONDE ELF runs through the branches. He grabs onto SPIDER SILK, sliding down to the ground. The elf lands on the ground, sliding towards the dwarves. As he moves, he kills the spiders around him.

Finally, the elf comes to a halt. He points an arrow at Thorin, revealing him to be -

LEGOLAS

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

LEGOLAS GREENLEAF.

WIDE ON: DOZENS OF WOODLAND ELVES encircle the Company, bows drawn. Legolas turns to the others.

LEGOLAS (CONT'D)

Search them!

ANGLE ON: The elves begin to riffle through the dwarves' coats and pockets. One elf, TAURIEL, stands over Fili, confiscating his MANY KNIVES.

CLOSE ON: Legolas pulls an AMULET from Gloin's beard.

GLOIN

Give it back! That's private!

Legolas sees a picture of a dwarf inside.

LEGOLAS

Who is this? Your brother?

GLOIN

That is my wife.

Legolas looks at the other picture. A picture of a dwarf child.

LEGOLAS

And what is this horrid creature? A
goblin mutant?

(CONTINUED)

GLOIN

That's my wee lad, Gimli.

Legolas raises his eyebrow in contempt. Tauriel steps towards Legolas, carrying several of Fili's knives.

LEGOLAS

(in Elvish; subtitled)

Are the spiders dead?

TAURIEL

(in Elvish; subtitled)

Yes, but more will come. They're growing bolder.

Legolas looks only vaguely troubled. An elf steps forward, handing Legolas Thorin's sword, Orcrist.

LEGOLAS

(in Elvish; subtitled)

This is an ancient Elvish blade.
Forged by my kin.

(in the Common Tongue)

Where did you get this?

ANGLE ON: He points the sword towards Thorin.

THORIN

It was given to me.

LEGOLAS

Not just a thief, but a liar as well.

Legolas shouts a command to the other elves. They begin to lead the dwarves out of the forest.

CLOSE ON: As they walk, Fili looks to Thorin, troubled.

FILI

Where's Bilbo?

Thorin scans the forest. There is no sign of Bilbo.

WIDE ON: The dwarves are led over a bridge and through the gates. Their CHAINS JINGLE as they walk into the WOODLAND REALM.

ANGLE ON: Legolas turns to the elf standing guard.

(CONTINUED)

127 CONTINUED: 127

LEGOLAS
(in Elvish; subtitled)
Close the gate.

Invisible, Bilbo rushes forward. Legolas pauses, looking behind him. He sees nothing. He turns and walks into the gate. The elf guard closes it behind him. Bilbo manages to slip in at the last moment.

128 **INT. WOODLAND REALM - DAY** 128

WIDE ON: The dwarves are led through the wooden walkways of the Woodland Realm. The entire place is built out of TREE ROOTS in a SUBTERRANEAN CAVERN.

INTERCUT:

129 **INT. THRONE ROOM - WOODLAND REALM - DAY** 129

TEASING SHOTS: The Elvenking, THRANDUIL, sits on his wooden throne. He stares, INTENSE, at the dwarves as they are led into his kingdom.

130 **INT. ELVEN CELLS - WOODLAND REALM - DAY** 130

ANGLE ON: The dwarves are pushed into several cells. The dwarves SHOUT AND PROTEST through the metal bars.

DWALIN
This is not the end of it! Do you
hear me?

GLOIN
Let us out of here!

An elf inspects Fili once again, and finds another large knife in his coat. Fili SIGHS IN FRUSTRATION as he is dragged into his cell.

CLOSE ON: Fili watches from his cell. Tauriel begins to close the door.

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

TAURIEL
Or nothing.

She slams the door in his face.

(CONTINUED)

130 CONTINUED:

130

ANGLE ON: The elves file out of the corridor.

Several dwarves begin to throw themselves against the cell doors, GRUNTING in their effort. Balin shakes his head.

BALIN

Leave it! There's no way out! This is no Orc dungeon; these are the halls of the Woodland Realm. No one leaves here but by the king's consent.

Disappointed, the dwarves sit and sulk in their cells.

131 INT. THRONE ROOM - WOODLAND REALM - DAY

131

WIDE ON: Thorin stands before King Thranduיל. The Elvenking circle around the dwarf, glaring down at him.

THRANDUIL

Some may imagine that a noble quest is at hand. A quest to reclaim a homeland and slay a dragon. I myself suspect a more prosaic motive: attempted burglary, or something of that ilk.

CLOSE ON: Thranduיל looks closely at Thorin.

THRANDUIL (CONT'D)

You have found a way in. You seek that which would bestow upon you the right to rule: The King's Jewel. The Arkenstone. It is precious to you and your people beyond measure. I understand that. There are gems in the mountain that I too desire. White gems of pure starlight. I offer you my help.

THORIN

I am listening.

THRANDUIL

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

ANGLE ON: Thorin begins to pace up and down the throne room. He seems amused.

(CONTINUED)

THORIN

A favor for a favor.

THRANDUIL

You have my word. One king to another.

THORIN

I would not trust Thranduil, the great king, to honor his word, should the end of all days be upon us!

Enraged, Thorin spins around and points to Thranduil.

THORIN (CONT'D)

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

(in Dwarvish)

Die a death of flames!

CLOSE ON: Infuriated, Thranduil leans forward. He and Thorin are nose to nose.

THRANDUIL

Do not speak to me of dragon fire. I know its wrath and ruin.

Suddenly, Thranduil's face contorts, revealing hidden BURNS and SCARS. Thorin looks surprised.

THRANDUIL (CONT'D)

I have faced the great serpents of the north.

ANGLE ON: He draws away, his face returning to normal.

THRANDUIL (CONT'D)

I warned your grandfather of what his greed would summon, but he would not listen. You are just like him.

Thranduil motions to the guards. They begin to drag Thorin away, as Thranduil returns to his throne.

(CONTINUED)

131 CONTINUED: (2) 131

THRANDUIL (CONT'D)

Stay here if you will, and rot. A hundred years is a mere blink in the life of an elf. I am patient. I can wait.

132 **INT. ELVEN CELLS - WOODLAND REALM - DAY** 132

CLOSE ON: Thorin is thrown into a cell. The guards walk of with a pair of JANGLING KEYS.

ANGLE ON: Balin rises in his cell across the hall.

BALIN

Did he offer you a deal?

THORIN

I told him he could go die a death of fire. Him and all his kin!

BALIN

Well, that's that then. The deal was our only hope.

THORIN

Not our only hope.

CLOSE ON: Thorin peers out of his cell, hopeful.

133 **INT. THRANDUIL'S CHAMBERS - WOODLAND REALM - NIGHT** 133

Bilbo, still invisible, peeks out behind a column. He steps into the room. Thranduil steps out from a corner.

THRANDUIL

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

Bilbo freezes.

TAURIEL

I was coming to report to you.

ANGLE ON: Tauriel steps out of the staircase behind him. Bilbo is greatly relieved.

THRANDUIL

I thought I ordered that nest to be destroyed not two moons past.

(CONTINUED)

133 CONTINUED:

133

TAURIEL

We cleared the forest as ordered, my lord, but more spiders keep coming up from the south. They are spawning in the ruins of Dol Guldur, if we could kill them at their source.

THRANDUIL

That fortress lies beyond our borders. Keep our lands clear of those foul creatures, that is your task.

TAURIEL

But will they not spread to other lands?

THRANDUIL

Other lands are not my concern. The fortunes of the world may rise and fall, yet here in this kingdom, we will endure.

Bilbo scuffles out of the chamber. Thranduil looks his way, suspicious. Tauriel bows, and leaves Thranduil to himself.

134 **INT. WINE CELLAR - WOODLAND REALM - NIGHT**

134

Bilbo sneaks into the wine cellar. Elves are tying EMPTY BARRELS together. ELROS approaches them, carrying a RING OF DUNGEON KEYS in his hands.

ELROS

These empty barrels should have been sent back to Esgaroth hours ago. The bargeman will be waiting for them.

A DRUNK ELF stumbles forward.

DRUNK ELF

Say what you like about our ill tempered king and his excellent taste in wine. Come, Elros, try it.

ELROS

I have the dwarves in my charge.

(CONTINUED)

134 CONTINUED: 134

DRUNK ELF
They're locked up, where can they
go?

The drunk elf takes the keys from Elros and hangs them on a
HOOK ON THE WALL. Bilbo takes note of the hanging keys.

135 **EXT. HILLSIDE - RHUDAUR - DAY** 135

WIDE ON: Gandalf carefully ventures up a STEEP HILLSIDE. In
the distance, STONE CLIFFS rise past the horizon.

136 **EXT. CLIFFS - RHUDAUR - DAY** 136

Gandalf climbs a narrow, stone STAIRCASE built into the side
of the tall, bare mountain. Just as he reaches a DOORWAY
carved into the rock, the step beneath him GIVES WAY.

Quickly, Gandalf catches himself and climbs onto the DOORWAY
entrance.

CLOSE ON: Gandalf holds onto a set of INTERLOCKING METAL
BARS bent away from the doorway. Long ago, they had covered
the entrance.

Cautious, Gandalf steps inside.

137 **INT. HIGH FELLS - RHUDAUR - DAY** 137

ANGLE ON: Suddenly, he is grabbed by some INVISIBLE FORCE
and pulled through a SHORT TUNNEL in the mountain.

He comes to a halt at the end of the tunnel, which leads
into a VAST and CAVERNOUS HOLLOW. Catching his breath,
Gandalf peers over the edge of the ledge. A DARK, EMPTY PIT
lies below, leading into some unknown darkness.

CLOSE ON: Gandalf cradles the top of his staff in his hand
and BLOWS. The staff begins to GLOW WHITE.

ANGLE ON: With this light, he examines his surroundings. On
the far wall, he sees METAL BARS torn away from another
doorway. The doorway of a CRYPT.

Slowly, he steps forward on NARROW STONES set in the side of
the cavern. He reaches the crypt doorway and steps inside.

138 **INT. CRYPT - HIGH FELLS - DAY** 138

CLOSE ON: Gandalf finds a CRUMBLED TOMB inside the ancient
crypt. Slowly, he approaches it, using the light of his

(CONTINUED)

138 CONTINUED:

138

staff as a guide.

Suddenly, TWO BIRDS fly out of the broken tomb. Gandalf gives a start, turning to look behind him. Radagast stands at the crypt entrance.

GANDALF

Oh, it's you!

RADAGAST

Why am I here, Gandalf?

GANDALF

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

Radagast removes his hat, letting the birds settle into the nest lying on top of his head. Radagast replaces the hat, looking hard at the surrounding crypt.

RADAGAST

This is not a nice place to meet.

GANDALF

No, it is not.

139 **INT. HIGH FELLS - RHUDAUR - DAY**

139

ANGLE ON: Gandalf and Radagast step out of the crypt, examining the RUNES surrounding the doorway.

RADAGAST

These are dark spells, Gandalf; old and full of hate. Who's burried here?

GANDALF

If he had a name, it's long since been lost. He would have only been known as a servant of evil. One of a number. One of nine.

With his staff, Gandalf illuminates the cavern below. EIGHT OTHER CRYPTS lie below, their metal bars BENT and BROKEN AWAY.

140 **EXT. HILLTOP - RHUDAUR - DAY**

140

WIDE ON: Gandalf and Radagast rush down a HILLSIDE, urgent in their business.

(CONTINUED)

RADAGAST

Why now, Gandalf? I don't understand.

GANDALF

The Ringwraiths have been summoned to Dol Guldur.

RADAGAST

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

GANDALF

Who said it was human?

ANGLE ON: Radagast stops abruptly.

GANDALF (CONT'D)

The Nine only answer to one master. We've been blind, Radagast, and in our blindness, the enemy has returned.

CLOSE ON: Radagast looks shocked.

GANDALF (CONT'D)

He is summoning his servants. Bolg of the North is no ordinary hunter. He is a commander, a commander of legions. The enemy is preparing for war. It will begin in the east. His mind is set upon that mountain.

ANGLE ON: Gandalf turns and begins to walk down the hill. Radagast follows behind him.

RADAGAST

Where are you going?

GANDALF

To rejoin the others!

RADAGAST

Gandalf!

Gandalf looks back to Radagast, earnest.

GANDALF

I started this; I cannot forsake them. They are all in grave danger.

(CONTINUED)

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140

RADAGAST

If what you say is true, the world
is in grave danger. The power in
that fortress will only grow
stronger.

GANDALF

You want me to cast my friends
aside?

CLOSE ON: Gandalf looks away, CONFLICTED.

141 **INT. ELVEN CELLS - WOODLAND REALM - DAY**

141

WIDE ON: Sunlight filters in through the prison corridor.

FILI

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

CLOSE ON: Kili stands behind his cell door, looking
defeated.

KILI

We're never going to reach the
mountain are we?

Bilbo emerges in front of the cell, holding up the ring of
keys.

BILBO

Not stuck in here you're not!

The other dwarves spring to their doors. They EXCLAIM in
surprise.

BALIN

Bilbo!

BILBO

Shush! There are guards nearby!

Bilbo unlocks Thorin's door. Thorin looks impressed as Bilbo
goes to the other cells and unlocks the rest of them.

ANGLE ON: The dwarves begin to walk up some stairs.

DWALIN

The stairs! You first!

(CONTINUED)

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BILBO

Not that way, down here. Follow me.

Bilbo leads the dwarves down another flight of stairs, leading to the cellars.

142 **INT. WINE CELLAR - WOODLAND REALM - DAY** 142

CLOSE ON: Elros and the others SNORE from a table. FOOD is scattered around the table, and GOBLETS OF WINE are clutched in their hands.

The dwarves look in disbelief to Bilbo.

KILI

I don't believe it; we're in the cellars!

GLOIN

You're supposed to be leading us out, not further in!

BILBO

I know what I'm doing. This way,

ANGLE ON: Bilbo points to the stack of barrels. They are all OPENED.

143 **INT. ELVEN CELLS - WOODLAND REALM - DAY** 143

CLOSE ON: The elven guards open the cells and find them empty.

144 **INT. WINE CELLAR - WOODLAND REALM - DAY** 144

ANGLE ON: The dwarves crowd around the barrels, skeptical.

BILBO

Everyone, climb into the barrels! Quickly!

DWALIN

Are you mad? They'll find us!

BILBO

No, no, they won't, I promise you. Please, please, you must trust me!

The dwarves mill around, indecisive. Thorin and Bilbo exchange glances. He turns to the others.

(CONTINUED)

144 CONTINUED:

144

THORIN

Do as he says.

Without question, the dwarves begin to climb into the barrels, hardly able to fit inside. Fili pops his head out of his barrel.

FILI

What do we do now?

Bilbo stands beside a LARGE LEVER.

BILBO

Hold your breath.

FILI

Hold my breath? What do you mean?

Bilbo furiously pulls on the lever and floor beneath the barrels OPENS UP. The dwarves are sent into the river below with a SPLASH. The floor closes behind them. Bilbo stands beside the lever, triumphant.

CLOSE ON: The elves begin to wake from their stupor, hearing the TUMBLING NOISE. Bilbo looks deeply troubled.

145 **INT. ELVEN CELLS - WOODLAND REALM - DAY**

145

ANGLE ON: Tauriel strides past the empty cells. She turns to the elven guards.

TAURIEL

Where is the keeper of the keys?

146 **INT. WINE CELLAR - WOODLAND REALM - DAY**

146

Bilbo stomps against the trap door, frantic. The elves rise from the table.

147 **INT. WOODLAND REALM - DAY**

147

WIDE ON: Tauriel leads the elven guards down a GRAND FLIGHT OF STAIRS. The cellar is seen in the distance.

148 **INT. WINE CELLAR - WOODLAND REALM - DAY**

148

CLOSE ON: Bilbo looks up, seeing Tauriel and the other elves.

ANGLE ON: He quickly shuffles backwards, tipping the floor back. With a SCREAM, he falls into the river below.

149 **EXT. FOREST RIVER - WOODLAND REALM - DAY** 149

CLOSE ON: Bilbo surfaces from under the water. He quickly grabs onto Oin's barrel.

THORIN
Well done, Master Baggins.

Bilbo holds up his hand in thanks. Thorin turns to the other dwarves.

THORIN
Come on, let's go!

ANGLE ON: The dwarves paddle with their hands as the river pulls the barrels along.

150 **INT. WOODLAND REALM - DAY** 150

WIDE ON: Elves rush along passageways in the Woodland Realm. Through the tree roots far below them, the dwarves are seen floating along.

151 **EXT. FOREST RIVER - WOODLAND REALM - DAY** 151

ANGLE ON: The dwarves emerge into the sunlight. A LARGE WATERFALL lies in their path.

THORIN
Hold on!

CLOSE ON: Bilbo and the dwarves plunge through the rapids, half drowned.

WIDE ON: The barrels bump into one another as they bob down the RAGING RIVER.

152 **EXT. GATEWAY - WOODLAND REALM - DAY** 152

ANGLE ON: Legolas and Elros emerge from a back gate. They spot the dwarves in the distance. Legolas turns to Elros.

LEGOLAS
(in Elvish; subtitled)
Shut the gate.

As Legolas races back inside, Elros pulls out a HORN. He blows, sending a LOUD BLAST OF SOUND.

153 **EXT. FOREST RIVER - WOODLAND REALM - DAY** 153

The dwarves round a corner in the river. A STONE GUARDPOST is built above the river, an open SLUICE GATE underneath.

(CONTINUED)

153 CONTINUED:

153

CLOSE ON: HEAVILY ARMORED ELVES stand guard. One of the elves pull a LEVER, closing the sluice gate.

THORIN

No!

The barrels come to a stop before the gate. Thorin grabs onto the grate and pushes against it, DESPERATE as the other barrels pile up.

ANGLE ON: The elves draw out their swords, ready to spring into action.

Suddenly, an elf is shot in the back. He falls forward, revealing an ORC crouched behind him. The orc SNARLS, leading a TROOP OF ORCS onto the guardpost. They wipe out the other elves.

CLOSE ON: Bilbo and the dwarves look up, surprised. The dead elves begin to fall into the water.

FILI

Watch out! There's orcs!

ANGLE ON: From the riverbank, a MULTITUDE OF ORCS run out of the bushes, led by Bolg.

BOLG

(in Black Speech;
subtitled)

Slay them all!

Orcs begin to throw themselves at the dwarves. Bilbo kills several with Sting. The dwarves take the Orcish weapons, using them to fend off the hoard of orcs.

CLOSE ON: Kili looks up, noticing the lever from above. He gets out of his barrel and runs toward the lever.

DWALIN

Kili!

ANGLE ON: Dwalin throws Kili and ORC SWORD. Kili catches it, cutting down orcs as he makes for the lever.

From the riverbank, ELVES have begun to come onto the scene. Bolg crushes them with his MACE. Just then, he notices Kili on the guardpost. Bolg pulls out a LARGE BOW, and readies an arrow.

(CONTINUED)

Kili reaches the lever. Suddenly, an arrow comes pelting towards him. Ducking, he dodges the arrow and pulls the lever.

WIDE ON: The sluice opens, letting the dwarves sail out into the wild river.

From the riverbank, Bolg fires another arrow.

ANGLE ON: Kili dodges once again. Bolg fires a third arrow. Kili expertly dodges for the third time. He jumps into his barrel, floating down the forest river.

CLOSE ON: Bolg watches the dwarves sail away.

BOLG
(in Black Speech;
subtitled)
After them!

ANGLE ON: The orcs rush forward, following the river on land.

The dwarves attempt to steer through the river to no avail. The river is far too RAPID. They BOB UP AND DOWN the river, waves crashing over them.

CLOSE ON: Bilbo hangs onto Oin's barrel for dear life, COUGHING and SPLUTTERING all the while.

WIDE ON: Orcs from either side of the riverbank fire ARROW AFTER ARROW at the Company.

Bilbo and the dwarves reach yet another waterfall. Water SPLASHES OVER THEM. They reach the surface, nearly drowned. Their eyes, ears and mouths FILLED WITH WATER.

ANGLE ON: From the guardpost, Tauriel and Legolas cut down the orcs. Left and right, SLUMPED BODIES fall into the river.

WIDE ON: The two elves jump over the guardpost, landing onto the riverbank. Weapons raised, they race after Bolg and his orcs.

CLOSE ON: An orc leaps out at Thorin. Thorin slices the orc away, and continues to speed down in the river.

ANGLE ON: Legolas and Tauriel draw out their bows. They take out the ORC ARCHERS, never needing more than one arrow for each orc. Other elves dart along the riverbank, fighting

(CONTINUED)

without mercy.

As the dwarves twist and turn down the river, dead orcs fall into the river beside them. One orc makes to leap after Balin from an OVERHANGING TREE BRANCH.

Mid-jump, Thorin throws his sword, pinning the orc to the branch.

As they continue sailing down the river, the dwarves toss weapons to one another, taking out an orc here and there.

An orc jumps forward and grabs onto Dwalin's barrel. He headbutts the orc, sending it flying backwards. Dwalin manages to catch its weapon. A STEEL AXE.

ANOTHER OVERHANGING BRANCH looms above them, this time with nearly A DOZEN ORCS crouched on top.

THORIN

Cut the log!

Each passing dwarf cuts against the branch, until finally Dwalin gives a MIGHTY SWING. The log breaks apart, falling into the treacherous river.

An orc armed with a JAVELIN springs into the river. He leaps onto Gloin's barrel, digging the javelin into the wood. They go through a SMALL WATERFALL, sending the orc toppling backwards.

Gloin's barrel sails above him. The tip of the javelin rips through the orc, who crashes onto a rock. Gloin's barrel flies through the air, flips over a log, and finally SPLASHES back into the water.

WIDE ON: The elves have caught up with the dwarves. They fight beside them on the riverbank, sending a multitude of dead orcs spiraling down into the river.

ANGLE ON: Legolas jumps over the river, his two feet landing on the heads of Fili and Dwalin.

He sails down the river with this vantage point, shooting down orcs on both sides of the river. Aiming carefully, he manages to skewer two orcs with the SAME ARROW.

Satisfied, he leaps forward and lands on the riverbank. He slides down the hillside, using a dead orc as a board. Legolas strides across the river again, using the dwarves as stepping stones.

(CONTINUED)

153 CONTINUED: (4)

153

He reaches the top of the riverbank, fighting off the last remaining orcs. From behind him, an orc stealthily.

From the river, Thorin throws his sword. It cuts down the orc behind Legolas. Legolas locks eyes with him, surprised. Thorin scowls over at him, until he and the dwarves round a corner. They are out of Thranduil's lands.

WIDE ON: Bolg and the last dozen orcs race after the dwarves.

BOLG
(in Black Speech;
subtitled)
After them! Cut them off!

CLOSE ON: Legolas stares after the orcs, WEIGHING THE RISK. Finally, he turns and heads back to the Woodland Realm.

154 **EXT. STONY SHORE - FOREST RIVER - DAY**

154

WIDE ON: The dwarves paddle through the now calm waters of the river. A SLAB OF ROCK juts out of the water nearby.

THORIN
Anything behind us?

BALIN
Not that I can see.

FILI
I think we've outrun the orcs.

THORIN
Not for long. We've lost the current.

OIN
Gloin is half drowned.

THORIN
Make for the shore! Come, let's go!

ANGLE ON: The dwarves climb onto the rocky shore. Kili falls to his feet, exhausted.

THORIN
On your feet.

FILI
Can't we rest?

(CONTINUED)

THORIN

There's an orc pack on our tail. We keep moving.

BALIN

To where?

BILBO

The mountain, we're so close.

BALIN

A lake lies between us and that mountain. We have no way to cross it.

BILBO

So then we go around.

DWALIN

The orcs will run us down, as sure as daylight. We have no weapons to defend ourselves.

CLOSE ON: Thorin nods, troubled. He turns to Fili.

THORIN

Fili, you have two minutes.

ANGLE ON: Relieved, Fili empties his water-filled boot into the river. Slowly, a BOWMAN steps forward on the rocks above the Company. He raises his bow, aiming towards Fili.

The dwarves look up, startled. Dwalin steps in front of Fili, holding out a BRANCH in front of him. He GROWLS.

The Bowman fires the arrow, which lands straight in the branch. Kili raises a rock above his head, but the Bowman shoots it out of his hand.

BOWMAN

Do it again, and you're dead.

Balin looks past the man, seeing a BARGE tethered into a near DOCK. He approaches the Bowman, arms raised.

BALIN

Excuse me, but you're from Laketown, if I'm not mistaken? That barge over there, it wouldn't be available for hire, by any chance?

(CONTINUED)

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The Bowman lowers his bow.

CUT TO BLACK:

THE END