

THE LORD OF THE RINGS
The Return of the King

Screenplay by
Fran Walsh &
Philippa Boyens &
Peter Jackson

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

BLACK SCREEN

SUPER: New Line Cinema Presents

SUPER: A Wingnut Films Production

SUPER: THE LORD OF THE RINGS

BLACK SCREEN:

EXT. RIVER ANDUIN - DAY

ANGLE ON: SMÉAGOL and his cousin, DÉAGOL, sit in a SMALL CORACLE, their FISHING LINES draped over the side ... SUNSHINE glinting off the surface of the water.

An idyllic image.

SUDDENLY ... DÉAGOL'S FISHING ROD BENDS under the weight of a LARGE FISH.

DÉAGOL

(excited)

Sméagol, I've got one!

(he laughs)

I've got a fish, Sméagol!

SMÉAGOL

(excitedly)

Go on, pull it in.

DÉAGOL pulls on his ROD, but is HAULED OVERBOARD and disappears underwater with a SPLASH!

ANGLE ON: SMÉAGOL leaning over the BOAT ... CONCERNED.

SMÉAGOL (cont'd)

(worried)

Déagol!

EXT. UNDERWATER, RIVER ANDUIN - DAY

ANGLE ON: DÉAGOL is towed to the RIVER BED by a LARGE FISH ... he suddenly lets go of the line ... eyes fixed on a SHINING GOLD RING, lying in the SILT.

EXT. RIVER ANDUIN, GLADDEN FIELDS - DAY

CLOSE ON: DÉAGOL climbs out of the WATER onto the RIVER BANK.

CLOSE ON: the RING revealed in DÉAGOL'S PALM...

ANGLE ON: SMÉAGOL peers over his shoulder ... the GOLD reflects in SMÉAGOL'S EYES!

ON SOUNDTRACK: The HUM of the RING growing LOUDER...

SMÉAGOL

Give us that, Déagol, my love!

DÉAGOL turns to look at him, a smirk on his face.

DÉAGOL

Why?

CLOSE ON: SMÉAGOL moves towards DÉAGOL...

SMÉAGOL

Because...it's my birthday and I wants it.

ANGLE ON: SMÉAGOL jumps on DÉAGOL ... STRANGLING HIM! SMÉAGOL rips the GLITTERING RING from DÉAGOL'S LIMP HAND.

SMÉAGOL

My precious!

CLOSE ON: SMÉAGOL slips the RING onto his FINGER and DISAPPEARS.

DISSOLVE TO:

INT. MISTY MOUNTAINS CAVES - DAY

IMAGES: SMÉAGOL descending into madness. His body TWISTS and DISTORTS ... he becomes a CREEPY, SHRIVELED wretch ... finally crawling into a DARK CAVE beneath the MISTY MOUNTAINS.

SMÉAGOL (V.O.)

They cursed us. Murderer. Murderer they called us. They cursed us and drove us away.

(MORE)

(CONTINUED)

CONTINUED:

SMEÁGOL (V.O.) (cont'd)

And we wept, Precious. We wept, to
be so alone. And we forgot the taste
of bread, the sound of trees, the
softness of the wind ... We even
forgot our own name.

(in a choking cough)

Gollum! Gollum!

ANGLE ON: GOLLUM in the CAVE staring at the RING in his hand.

GOLLUM

It's mine! My own. It came to me.

SMEÁGOL

(ecstatic)

My Precious.

DISSOLVE TO:

EXT. CULVERT, VALE OF MORGUL - DAWN

ANGLE ON: A GRIM LANDSCAPE, covered in THORN BUSHES and the
scars of RECENT FIRES. The DARK MORGUL VALLEY disappears up
towards the MOUNTAINS.

SETTLE ON: FRODO and SAM in a FILTHY CULVERT.

SAM twitches in a RESTLESS SLEEP. But FRODO is awake ... His
hand trails down to the CHAIN around his NECK...

A SUDDEN HISS! FRODO quickly hides the RING as GOLLUM peers at
them with GLEAMING EYES.

GOLLUM

Wake up! Wake up! Wake up, sleepies!
We must go, yes, we must go at once!

SAM STIRS, looks at FRODO...

SAM

Haven't you had any sleep, Mr. Frodo?

FRODO shakes his HEAD.

SAM (cont'd)

I've gone and had too much!

(CONTINUED)

CONTINUED:

SAM looks at the dead, BROWN TWILIGHT, below the LOWERING CLOUD.

SAM (cont'd)

It must be getting late.

FRODO

No ... no it isn't. It isn't midday yet. The days are growing darker.

The GROUND suddenly QUIVERS, as a ROLLING, RUMBLING NOISE ECHOES down the VALLEY.

GOLLUM

Come on, must go, no time...

SAM

Not before Mr. Frodo's had something to eat.

GOLLUM

... no time to lose, silly.

SAM shoots GOLLUM a HOSTILE LOOK and turns back to rummage in his KNAPSACK. He holds up a piece of dried LEMBAS BREAD to FRODO.

SAM

Here.

FRODO

What about you?

SAM

(lying badly)

I'm not hungry - leastways, not for Lembas bread.

FRODO

Sam.

SAM

(confessing)

Alright. We don't have that much left.

(MORE)

(CONTINUED)

CONTINUED: (2)

SAM (cont'd)

We have to be careful or we're going to run out. You go ahead and eat that, Mister Frodo. I've rationed it. There should be enough.

FRODO looks at SAM questioningly.

FRODO

For what?

SAM

The journey home.

FRODO says nothing.

EXT. CULVERT, VALE OF MORGUL - DAY

WIDE: FRODO and SAM follow GOLLUM as he leads them on the winding, torturous path ... clambering through BRACKEN and over JAGGED ROCKS.

GOLLUM

Come, Hobbitses. Very close now. Very close to Mordor! No safe places here. Hurry! Shhh.

EXT. THE FOREST OF ISENGARD - DAY

GANDALF leads ARAGORN, LEGOLAS, THÉODEN, and GIMLI through dark woodland...

The MOVING FOREST of FANGORN ... opens before them ... creating an AVENUE of TREES, which allows them access along the old ISENGARD ROAD. A THICK, HUMID MIST fills the forest.

SUPER: THE RETURN OF THE KING

ANGLE ON: The FOREST SEPARATES ahead, REVEALING: the RUINS of ISENGARD.

EXT. ISENGARD GATE - DAY

WIDE ON: All about, the GREAT STONE WALL is cracked and splintered into countless jagged shards.

(CONTINUED)

CONTINUED:

Far off, half veiled in the swirling STEAM, the TOWER of ORTHANC stands ... Unbroken by the storm. Pale waters lap about its feet.

ANGLE ON: TWO SMALL HOBBITS are sitting on the SMASHED WALL ... MERRY AND PIPPIN! SPREAD before them is a feast of BREADS, MEATS, and WINE. They PUFF on long pipes as they lie back in the SUN.

PIPPIN

I feel like I'm back at the Green
Dragon after a hard day's work.

MERRY

Only, you've never done a hard
day's work.

MERRY cuts PIPPIN off before he can respond in kind.

MERRY (cont'd)

Welcome, my Lords, to Isengard.

ANGLE ON: GANDALF, ARAGORN, LEGOLAS and GIMLI stare at the SIGHT before them...

GIMLI

You young rascals! A merry hunt
you've led us on, and now we find
you, feasting and smoking.

PIPPIN

(mouth full)

We are sitting on a field of
victory, enjoying a few well-earned
comforts. The salted pork is
particularly good.

GIMLI

(suddenly interested)

Salted pork?

GANDALF

(shaking his head)

Hobbits.

(CONTINUED)

CONTINUED: (2)

MERRY

We're under orders, from Treebeard,
who's taken over management of
Isengard.

WIDE: GANDALF leads the company through the flotsam and jetsam
which floats upon the muddied waters surrounding the TOWER ...
TREEBEARD, the GIANT ENT, strides towards them, ALARMING all but
GANDALF.

TREEBEARD

Burarum ... Young Master Gandalf.
I'm glad you've come. Wood and water,
stock and stone, I can master, but
there's a Wizard to be managed here
... locked in his tower.

GANDALF

And there Saruman must remain,
under your guard, Treebeard.

GIMLI

Let's just have his head and be
done with it.

GANDALF stares up the long length of the DARK TOWER...

GANDALF

(quietly)

No. He has no power any more.

THE OLD ENT nods his head wisely...

TREEBEARD

The filth of Saruman is washing
Away ... Trees will come back to live
Here, young trees ... wild trees.

CLOSE ON: PIPPIN, his eye caught by something lying in the WATER

ANGLE ON: The MUDDY waters GLOWING with a golden light...

ARAGORN turns as, quick as a FLASH, PIPPIN has jumped off his
horse and picked up - the PALANTÍR!

(CONTINUED)

CONTINUED: (3)

TREEBEARD (cont'd)

Well bless my bark!

GANDALF

(urgent)

Peregrin Took! I'll take that, my lad.

PIPPIN doesn't move, his eyes staring in wonder at the smooth black stone...

GANDALF (cont'd)

Quickly, now!

RELUCTANTLY, PIPPIN hands the PALANTÍR to GANDALF ... who immediately smothers it in his cloak.

ANGLE ON: GANDALF looks back at PIPPIN ... troubled.

EXT. EDORAS - DAY

WIDE: BACK SHOT - a GROUP OF RIDERS gallop towards the ROHAN CITY of EDORAS...

PUSH IN: ÉOWYN standing alone outside the GOLDEN HALL. waiting...

CUT TO:

INT. EDORAS, GOLDEN HALL - EVENING

WIDE: A ROARING FIRE: a LAMB ROASTING on a SPIT; LONG TABLES laden with FOOD; BARRELS of WINE; a banquet is laid - ready for the returning soldiers.

THÉODEN

Tonight we remember those who gave
their blood to defend this country.
Hail the victorious dead!

ANGLE ON: Amidst the sheering crowd, ÉOWYN moves towards ARAGORN ... As she proffers the CHALICE, their eyes meet.

ÉOWYN

Westu Aragorn hál.

(CONTINUED)

CONTINUED:

ÉOWYN watches as ARAGORN moves away ... a voice speaks in her ear.

THÉODEN

I am happy for you.

ÉOWYN looks at her UNCLE, as THÉODEN follows her gaze.

THÉODEN

He is an honorable man.

ÉOWYN

(smiling)

You are both honorable Men.

THÉODEN

It was not Théoden of Rohan who led
our people to victory.

ÉOWYN looks at him questioningly, disturbed by his tone.

THÉODEN (cont'd)

Don't listen to me. You are young,
and tonight is for you.

ANGLE ON: ÉOWYN watches concerned as her UNCLE moves away.

ANGLE ON: MERRY & PIPPIN are in full voice, on top of one of the
TABLES ... both hold very large mugs of ALE in their hands.

MERRY & PIPPIN

(singing)

*Oh, you can search - up and down
As many lands as can be found
But you'll never find a beer so brown
As the one we drink in our home town
You can keep your fancy ales
You can drink them by the flagon
But the only brew, for the brave and true,
Comes from the Green Dragon!*

ANGLE ON: GANDALF laughing and clapping the HOBBITS. ARAGORN
steps up beside him, SMILING at the floorshow.

(CONTINUED)

CONTINUED: (2)

ARAGORN

No news of Frodo?

GANDALF

No word ... nothing.

ARAGORN

We still have time.

GANDALF turns quickly to ARAGORN.

ARAGORN (cont'd)

Every day Frodo moves closer to
Mordor.

GANDALF watches his friend's face ... seeking reassurance.

GANDALF

Do we know that?

ARAGORN

(gently)

What does your heart tell you?

GANDALF

(with a small smile)

That Frodo is alive.

(to himself)

Yes - yes, he is alive.

EXT. MORGUL VALLEY - NIGHT

ANGLE ON: FRODO and SAM lie asleep amidst scrubby bushes near a
stagnant pool. SMÉAGOL lies nearby, muttering in his sleep.

SMÉAGOL

Too risky. Too risky. The thieves!
They stole it from us. Kill them ...
kill them ... kill them both!

SMÉAGOL wakes suddenly, shaking, his face drenched in SWEAT,
eyes wide in horror.

SMÉAGOL (cont'd)

No!

(CONTINUED)

CONTINUED:

GOLLUM
(hissed whisper)
Shhh! Quiet!

SMÉAGOL'S features suddenly transform into the MALEVOLENT face of GOLLUM!

GOLLUM (cont'd)
Mustn't waken them, mustn't ruin
it now!

SMÉAGOL casts a quick glance over his SHOULDER to the SLEEPING figures of FRODO and SAM as he clambers off to his ROCK ... silently sidling towards the EDGE of the STAGNANT POOL.

SMÉAGOL
They knows, they knows, they
suspects us!

SMÉAGOL stares into the MURKY depths of the WATER.

The SURFACE RIPPLES as the face of GOLLUM appears as SMÉAGOL'S REFLECTION.

GOLLUM
What's it saying, my Precious, my
love? Is Sméagol losing his nerve??

SMÉAGOL
No! Not! Never!! Sméagol hates nasty
Hobbitses! Sméagol wants to see them -
dead!

GOLLUM
And we will ... Sméagol did it once...
(sly)
... He can do it again.

FLASH INSERT: SMÉAGOL choking DÉAGOL ... Fingers locked tight around his THROAT.

GOLLUM (cont'd)
It's ours - ours!

(CONTINUED)

CONTINUED: (2)

SMÉAGOL

We must get the Precious. We must
get it back.

GOLLUM

Patience, patience, my love. First,
we must lead them to her.

SMÉAGOL

We lead them to the windy stairs.

GOLLUM

(prompting)

Yes, the stairs ... and then?

SMÉAGOL

Up, up, up, up the stairs we go ...
until we come to...

(naughty excitement)

... the Tunnel!

GOLLUM

(quiet)

And when they go in, there's no
coming out. She's always hungry, she
always needs to feed. She must eat.
All she gets is filthy Orcses.

SMÉAGOL

And they doesn't taste very nice, does
they, Precious?

GOLLUM

No ...not very nice at all, my love.
She hungers for sweeter meats...

CLOSE ON: SAM ... his EYES flicker OPEN...

GOLLUM

"Hobbit meat." And when She throws
away the bones and the empty clothes,
then we will find it...

SMÉAGOL

And take it for me!

(CONTINUED)

CONTINUED: (3)

GOLLUM
(correcting)
For us...

SMÉAGOL
Yes, we, we meant for us...
(choking cough)
Gollum! Gollum!

GOLLUM
(sly)
The Precious will be ours, once the
Hobbitses are dead!

SUDDEN ANGLE ON: SAM'S image mirrored in the water as he SMACKS
GOLLUM on the HEAD with his POT!

SAM
(yelling)
You treacherous little toad!

SAM drops the POT and FLINGS himself ON TOP of GOLLUM! GOLLUM
SCREAMS ... his ARMS and LEGS FLAILING WILDLY!

GOLLUM
(crying)
No! Not! Help! Master!

ANGLE ON: FRODO staggers over to SAM and PULLS HIM OFF GOLLUM.

FRODO
No, Sam! Leave him alone!

CLOSE ON: GOLLUM, huddled on the ground, WHIMPERING and SOBBING.

SAM
(fuming)
I heard it from his own mouth ... he
means to murder us!

(CONTINUED)

CONTINUED: (4)

SMÉAGOL

Never! Sméagol wouldn't hurt a fly!
He's a horrid, fat Hobbit who hates
Sméagol and who makes up nasty lies!

SAM makes for SMÉAGOL again ... with a look of MURDEROUS RAGE.

SAM

You miserable little maggot! I'll
stove your head in!

FRODO grabs SAM'S ARM.

FRODO

Sam...

SAM

Call me a liar! You're a liar!

FRODO

Sam! If you scare him off, we're lost.

SAM pulls away from FRODO...

SAM

I don't care! I can't do it, Mr. Frodo.
I won't wait around for him to kill us!

FRODO

(fierce whisper)
I'm not sending him away.

SAM stares at FRODO ... at a loss.

SAM

You don't see it, do you? He's
a villain!

FRODO

We can't do this by ourselves,
Sam. Not without a guide. I need
you on my side.

ANGLE ON: SAM, his face softening.

(CONTINUED)

CONTINUED: (5)

SAM
(taken aback)
I'm on your side, Mr. Frodo.

FRODO
I know, Sam. I know.
(whisper)
You must trust me.

FRODO beckons to GOLLUM.

FRODO (cont'd)
Come, Sméagol.

GOLLUM turns slowly, staring at SAM through hooded, HATE-FILLED EYES ... and SMILES.

CUT TO:

EXT. EDORAS, GOLDEN HALL - EARLY DAWN

ARAGORN joins LEGOLAS on the STEPS to the golden HALL, oblivious to the CHILL WIND ... they look out across the SLEEPING CITY to the LOOMING MOUNTAIN RANGE BEYOND ... DARK CLOUDS mark the sky.

LEGOLAS
The stars are veiled. Something stirs
in the East ... a sleepless malice.

LEGOLAS looks at ARAGORN ... realization in his face.

LEGOLAS (cont'd)
The eye of the enemy is moving.

INT. EDORAS, SLEEPING QUARTERS - EARLY DAWN

CLOSE ON: PIPPIN ... he is AWAKE! He sits up ... ANXIOUS, FIDGETY...

Suddenly he hops out of bed and creeps towards the SLEEPING FORM of GANDALF.

MERRY
(whispers)
What you doing?

(CONTINUED)

CONTINUED:

PIPPIN gasps with FRIGHT! MERRY is sitting up, wiping sleep from his eyes. He moves on...

ANGLE ON: A sleeping GANDALF lies with eyes wide open! But PIPPIN is undeterred...

MERRY sits up, a worried look on his face.

MERRY (cont'd)
Pippin? Pippin? Pippin! What are
you doing?

With quick stealth, PIPPIN lifts the WRAPPED PALANTÍR from GANDALF'S grasp...

MERRY (cont'd)
Pippin, are you mad?

PIPPIN
I just want to look at it. Just one
more time.

MERRY
Put it back! Put - it - back!

PIPPIN unwraps the PALANTÍR and as MERRY looks on HORRIFIED, he gazes intently into it.

MERRY (cont'd)
Pippin!

As PIPPIN lays his hands on the CRYSTAL, a SICKLY PALE light slowly spreads from the GLASS BALL onto PIPPIN'S FACE ... his EYES WIDEN.

MERRY (cont'd)
Pippin!

EXT. EDORAS GOLDEN HALL - EARLY DAWN

On the STEPS on the GOLDEN HALL, LEGOLAS turns to ARAGORN.

(CONTINUED)

CONTINUED:

LEGOLAS
(urgent)
He is here.

INT. EDORAS, SLEEPING QUARTERS - NIGHT

PIPPIN suddenly starts to HYPERVENTILATE ... He STAGGERS BACKWARDS, PALANTÍR held rigidly before him...

THE GREAT EYE OF SAURON seems to LEAP from the FIRE ... PIPPIN is bathed in the FIERY RED LIGHT.

PIPPIN sinks to his KNEES, his mouth open in a soundless SCREAM ... He FALLS BACKWARDS, powerless to release the FIERY GLOBE.

MERRY
Help! Someone help him!

GANDALF wakes with start! Just as ARAGORN enters, and wrenches the PALANTÍR from PIPPIN'S HANDS ... PIPPIN FALLS to the FLOOR! ... ARAGORN spins away, reeling backwards, the PALANTÍR falling from his HANDS...

The PALANTÍR rolls across the FLOOR, causing EVERYONE in the room to COWER BACK.

ANGLE ON: GANDALF throws a BLANKET over it, ANGRY DISBELIEF on his face! He rounds on PIPPIN.

GANDALF
Fool of a Took!

GANDALF lifts the HOBBIT'S SLUMPED HEAD.

MERRY
Pippin!

PIPPIN is trembling ... GANDALF calms him...

PIPPIN
Gandalf! Forgive me.

GANDALF
Look at me! What did you see?

(CONTINUED)

CONTINUED:

PIPPIN

(disjointed)

A tree ... There was a white tree ...
in a courtyard of stone... It was dead!

FLASH INSERT: A lone white tree surrounded by flames.

PIPPIN (cont'd)

The city was burning...

GANDALF

Minas Tirith??

(to PIPPIN)

Is that what you saw?

PIPPIN

(terrified)

I saw ... I saw him ... I can hear
his voice in my head.

GANDALF

What did you tell him? Speak!

PIPPIN

He asked me my name, I didn't
Answer ... he hurt me...

CLOSE ON: GANDALF stares at PIPPIN with a FRIGHTENING
INTENSITY...

GANDALF

What did you tell him about Frodo
and the Ring?

INT. EDORAS, GOLDEN HALL - DAY

THÉODEN stands in the GOLDEN HALL, gravely listening to GANDALF
... ARAGORN, LEGOLAS, and GIMLI look on...

GANDALF

There was no lie in Pippin's eyes; a fool,
but an honest fool he remains. He told
Sauron nothing of Frodo and the Ring.

ANGLE ON: GIMLI lets out a sigh of relief.

(CONTINUED)

CONTINUED:

GANDALF turns to look at THÉODEN.

GANDALF (cont'd)

We've been strangely fortunate. What Pippin saw in the Palantír was a glimpse of our enemy's plan.

GANDALF looks from one to the other of the gathered company.

GANDALF (cont'd)

Sauron moves to strike the city of Minas Tirith. His defeat at Helm's Deep showed our enemy one thing.

The WIZARD turns towards ARAGORN...

GANDALF (cont'd)

The Heir of Elendil has come forth. Men are not as weak as he supposed. There is courage still - strength enough left to challenge him.

THÉODEN listens intently, saying nothing.

GANDALF (cont'd)

(warningly)

Sauron fears this. He will not risk the peoples of Middle-earth uniting under one banner. He will raze Minas Tirith to the ground before he sees the return of the King.

CLOSE ON: ARAGORN ... he knows GANDALF SPEAKS THE TRUTH.

ANGLE ON: GANDALF rounds on THÉODEN.

GANDALF (cont'd)

If the beacons of Gondor are lit, Rohan must be ready for war!

THÉODEN holds GANDALF'S gaze.

(CONTINUED)

CONTINUED: (2)

THÉODEN

Tell me. Why should we ride to the aid
of those who did not come to ours?

ANGLE ON: ARAGORN turns to look at THÉODEN.

THÉODEN (cont'd)

What do we owe Gondor?

ARAGORN

(low and urgent)

I will go.

GANDALF

(hurried)

No!

ARAGORN

They must be warned!

GANDALF

They will be.

(low voice, to ARAGORN)

You must come to Minas Tirith by
another road.

(cryptic)

Follow the river, look to the black ships.

(louder, to all)

Understand this, things are now in
motion that cannot be undone.

GANDALF turns on his heel ... and stares at a surprised PIPPIN.

GANDALF (cont'd)

I ride for Minas Tirith! And I
won't be going alone!

EXT. EDORAS STREETS - DAWN

ANGLE ON: GANDALF hurries along the STREETS ... PIPPIN and MERRY
run alongside trying to KEEP UP...

(CONTINUED)

CONTINUED:

GANDALF

Of all the inquisitive Hobbits, Peregrin Took, you are the worst! Hurry, hurry!

PIPPIN catches up to MERRY.

PIPPIN

(worried)

Where are we going?

MERRY

Why did you look - why do you always have to look?

PIPPIN

(subdued)

I don't know. I can't help it.

MERRY turns away...

MERRY

You never can.

PIPPIN

(lightly)

I'm sorry, all right? I won't do it again.

This is too much for MERRY. He turns on PIPPIN.

MERRY

Don't you understand ... the Enemy thinks you have the Ring ... he's going to be looking for you, Pip. They have to get you out of here!

PIPPIN

And you. You're coming with me ... Merry?

MERRY

Come on!

PUSH IN: PIPPIN'S face as MERRY strides away.

CUT TO:

INT. EDORAS STABLES - DAWN

ANGLE ON: PIPPIN is dumped unceremoniously onto the back of SHADOWFAX as GANDALF hurriedly prepares to leave...

PIPPIN
(nervous)
How far is Minas Tirith?

GANDALF
Three days ride, as the Nazgûl flies,
and you better hope we don't have one
of those on our tail.

MERRY thrusts a SMALL PACKAGE into PIPPIN'S HAND...

MERRY
Here - something for the road.

PIPPIN stares down at the leather-bound bundle of PIPE-WEED.

PIPPIN
The last of the Longbottom Leaf.

MERRY
I know you've run out ... You
smoke too much, Pip.

PIPPIN
But we'll see each other soon?

A WORRIED MERRY exchanges glances with GANDALF.

PIPPIN (cont'd)
Won't we?

MERRY
I don't know... I don't know
what's going to happen.

GANDALF mounts SHADOWFAX.

PIPPIN
(rising panic)
Merry?

(CONTINUED)

CONTINUED:

GANDALF spurs the GREAT HORSE forward.

GANDALF

Run Shadowfax. Show us the meaning
of haste.

PIPPIN

(panicked)

Merry!

SHADOWFAX thunders out of the STABLES!

CLOSE ON: MERRY'S devastated face.

EXT. GATES of EDORAS - DAY

ANGLE ON: SHADOWFAX carries GANDALF and PIPPIN out of the GATE
and down the WINDING ROAD towards the PLAINS OF ROHAN.

EXT. EDORAS GATES LOOK-OUT - DAY

ANGLE ON: MERRY clambers up a WATCHTOWER, ARAGORN in pursuit.

ANGLE ON: The SMALL FIGURE as he watches his best friend
DISAPPEAR into the DISTANCE...

CLOSE ON: ARAGORN ... he knows what it is to lose someone.

EXT. RIVENDELL FOREST - DAY

WIDE: ARWEN - escorted by a SMALL ENTOURAGE of ELVES - rides
through the gathering darkness of a PINE FOREST.

ELROND (V.O.)

Take her by the safest road. A ship
lies anchored in the Grey Havens. It
waits to carry her across the sea ...
the last journey of Arwen Undómiel.

SLOW MOTION: As ARWEN rides through the FOREST, the FIGURE of a
SMALL BOY of about 5 SUDDENLY runs across the path in front of
her.

ARWEN reigns in ASFALOTH ... something about the BOY intrigues
her - but she does not know why...

(CONTINUED)

CONTINUED:

As ARWEN watches the BOY move away, the TREES begin to thin ... the BOY continues running. One by one, the TREES TRANSFORM into TALL WHITE PILLARS.

ARWEN'S POV: The BOY now stands within a VISION of the majestic architecture of the great Gondorian city of MINAS TIRITH.

A SILHOUETTED FIGURE appears in the distance and moves towards the CHILD ... the BOY runs to the FIGURE.

ARWEN watches as the FIGURE holds out its arms - swinging the LAUGHING CHILD into the AIR...

The Figure turns to reveal ... ARAGORN, a little older, dressed in the casual finery of a GONDORIAN NOBLE.

CLOSE ON: The CHILD, now in ARAGORN'S ARMS, looks directly at ARWEN ... it is a QUIET LOOK filled with INFINITE SADNESS.

ARWEN'S eyes drop to the CHILD'S CHEST ... around the CHILD'S neck hangs the EVENSTAR...

CLOSE ON: ARWEN as she realizes she is staring at a future that can never be, the CHILD she and ARAGORN will never have.

INSERT: ELROND speaking to his daughter...

ELROND (V.O.) (cont'd)
Arwen, there is nothing for you here ...
only death.

ARWEN shuts her eyes ... when she opens them again, the VISION is gone ... she is staring at DARK TREES once more.

FIGWIT (O.S.)
Lady Arwen?

ARWEN turns towards her COMPANION who stares at her, concerned.

FIGWIT
We cannot delay.

SUDDENLY: ARWEN wheels ASFALOTH around ... riding away.

(CONTINUED)

CONTINUED: (2)

FIGWIT (cont'd)
(calling)
My Lady!

EXT. RIVENDELL - DAY

WIDE SHOT: ARWEN'S HORSE gallops over the BRIDGE and through the GATES into RIVENDELL.

EXT. ELROND'S BALCONY, RIVENDELL - DAY

ANGLE ON: ELROND seated alone ... ARWEN runs up the STEPS towards him ...

ARWEN
What did you see?

CLOSE ON: ELROND stands - stunned.

ELROND
Arwen?

ANGLE ON: ARWEN breathing hard, walking towards ELROND with fierce light in her eyes.

ARWEN
You have the gift of foresight - tell me what you have seen.

CLOSE ON: ELROND - his face grim.

ELROND
I looked into your future and I saw death.

ARWEN
There is also life.

Her father turns away...

ARWEN (cont'd)
You saw there was a child...
you saw my son.

ELROND stares into space, the fight seems to go out of him. He won't look at her...

(CONTINUED)

CONTINUED:

ELROND
(quietly)
That future is almost gone.

ARWEN
But it is not lost...

ELROND
Nothing is certain.

ANGLE ON: ARWEN gently takes her FATHER'S face in her hands and turns him toward her...

ARWEN
Some things are certain. If I leave
him now, I will regret it forever.
(whisper)
Ada, it is time.

INSERT IMAGE: A HOODED FIGURE ascends a CURVED STAIRCASE towards a GALLERY ... The FIGURE stops before a STATUE that holds the BROKEN SHARDS of an ancient sword in its arms.

ARWEN (V.O.) (cont'd)
*From the ashes a fire shall be woken,
a light from the shadow shall spring,
renewed shall be blade that was broken...*

INSERT IMAGE: The BLADE shattering in several fragments as ISILDUR brandishes NARSIL at SAURON.

ARWEN (V.O.) (cont'd)
The crownless again shall be King...

CLOSE ON: The HOODED FIGURE looks up into the sorrowful face of the STATUE ... The figure is ARWEN...

ARWEN (V.O.)
Reforge the sword.

INT. ARWEN'S CHAMBER, RIVENDELL - NIGHT

ANGLE ON: ELROND stares at his daughter, unwavering...

(CONTINUED)

CONTINUED:

ARWEN

Ada...

ANGLE ON: ELROND turns away...

ANGLE ON: ARWEN in ANGUISH, sits on her bed, the book falls to the FLOOR...

CLOSE ON: ELROND picks up her JOURNAL and takes one of her hands in his...

ELROND

Your hands are cold.

(distressed)

The life of the Eldar is leaving you.

CLOSE ON: ELROND'S despair is plain...

ELROND (cont'd)

It has begun.

ARWEN

This was my choice. Ada ... Whether
by your will or not, there is no
ship now that can bear me hence.

ANGLE ON: ELROND, he understands now that to protect his daughter, he must trust her...

INSERT IMAGES: A BROKEN SWORD GLOWS with RED HEAT ... It's BLADE in SEVERAL FRAGMENTS.

IMAGE: A HEAVY HAMMER pounds the RED-HOT BLADE on an ANVIL ... As ELVEN-SMITHS TEMPER the STEEL.

IMAGE: ELROND'S FACE lit by FLICKERING FIRE as SPARKS fly in the RIVENDELL FORGE.

CLOSE ON: The SWORD is withdrawn from a POOL OF STEAMING WATER ... LIGHT SHIMMERS as the WATER DROPS slide down the BLADE of NARSIL, the SWORD that was broken has been remade.

DISSOLVE TO:

EXT. FOOTHILLS OF WHITE MOUNTAINS - NIGHT

CLOSE ON: PIPPIN asleep ... GANDALF'S PROTECTIVE ARM around him...

...as SHADOWFAX THUNDERS through the NIGHT.

DISSOLVE TO:

EXT. FOOTHILLS OF WHITE MOUNTAINS - DAY

ANGLE ON: SHADOWFAX powers along the COUNTRYSIDE.

ANGLE ON: PIPPIN, huddled in front of GANDALF, the WIND sailing through his hair.

GANDALF

We have just passed into the realm
of Gondor.

EXT. MINAS TIRITH - DAWN

ANGLE ON: SHADOWFAX gallops up onto a LOW RIDGE...

ANGLE ON: Before them is the DARK MASS of Mount Mindolluin, its tall WHITE FACE whitening in the RISING SUN. Upon its out-thrust knee is the Guarded City: MINAS TIRITH.

With SEVEN WALLS OF WHITE STONE, so strong and old that it seems to have been not built, MINAS TIRITH looks carven by giants out of the bones of the earth.

GANDALF

Minas Tirith ... City of the Kings.

Suddenly, the SUN climbs over the eastern hills, and sends forth a SHAFT OF SUNLIGHT that GLEAMS against the face of the CITY. The TOWER OF ECTHELION stands high within the topmost walls. WHITE BANNERS break and FLUTTER from the BATTLEMENTS in the morning breeze.

EXT. MINAS TIRITH STREETS - DAY

GANDALF steering SHADOWFAX up the STEEP STREETS of MINAS TIRITH.

(CONTINUED)

CONTINUED:

ANGLE ON: The stares of frightened GONDORIANS as GANDALF and PIPPIN gallop through the WINDING STREETS...

AERIAL SHOT: SHADOWFAX, carrying GANDALF and PIPPIN up towards the 7th LEVEL.

MINAS TIRITH is built in 7 LEVELS - each behind a CIRCULAR DEFENSIVE WALL. Each level rises - the city reaches a height of nearly 1000 FEET on its TOPMOST LEVEL.

A towering BASTION of NATURAL ROCK - shaped like a sharp ship's prow - bisects the city from the 2nd LEVEL to the TOP.

EXT. MINAS TIRITH, COURT OF THE KINGS - DAY

SHADOWFAX arrives at a GREAT CITADEL on the SUMMIT of the CITY - 1000 FEET above the PELENNOR FIELDS.

GANDALF and PIPPIN dismount, leaving the GUARDS of the CITADEL to tend to SHADOWFAX. GANDALF hurries off...

CLOSE ON: PIPPIN as he takes in his surroundings, his eye caught by a DEAD TREE that stands in the middle of the COURT, FOUR SOLEMN CITADEL GUARDS standing sentry around it.

PIPPIN

(whisper)

It's the tree.

(hurrying after GANDALF)

Gandalf! Gandalf!

GANDALF

Yes, the White Tree of Gondor. The tree of the King.

GANDALF leads PIPPIN across a FLAT COURT of WHITE STONES, surrounded by GREEN LAWNS ... towards a GREAT HALL beneath the GLEAMING TOWER.

GANDALF (cont'd)

Lord Denethor, however, is not the king. He is a steward, only. A caretaker of the throne.

GANDALF lowers his voice, as they approach the TOWER HALL.

(CONTINUED)

CONTINUED:

GANDALF

(quietly)

Now, listen carefully. Lord Denethor is Boromir's father. To give him news of his beloved son's death would be most unwise ... And do not mention Frodo ... Or the Ring ... And say nothing of Aragorn, either.

(hesitates)

In fact, it's better if you don't speak at all, Peregrin Took.

CLOSE ON: PIPPIN, suitably chastened, nods.

INT. MINAS TIRITH TOWER HALL - DAY

ANGLE ON: A LONG SOLEMN HALL ... with ROWS of BLACK MARBLE PILLARS. Between the pillars stand a company of TALL KINGS carved in cold STONE.

GANDALF strides down the HALL, with PIPPIN following obediently behind.

At the FAR END, upon a DAIS OF MANY STEPS, sits a LARGE, EMPTY THRONE ... and on the wall is the IMAGE of a FLOWERING WHITE TREE set in GEMS.

At the Foot of the DAIS, in a small STONE CHAIR, sits an OLD MAN, gazing at his lap: DENETHOR - the Lord Steward of GONDOR.

GANDALF

Hail Denethor, son of Ecthelion,
Lord and Steward of Gondor.

DENETHOR does not look up as GANDALF and PIPPIN approach.

GANDALF (cont'd)

I come with tidings in this dark
hour - and with counsel.

DENETHOR slowly raises COLD EYES...

DENETHOR

(bitter)

Perhaps you come to explain this?

(CONTINUED)

CONTINUED:

DENETHOR holds up BOROMIR'S BROKEN HORN...

DENETHOR (cont'd)
Perhaps you come to tell me why
my son is dead.

CLOSE ON: PIPPIN remembering...

INSERT IMAGE: BOROMIR, as URUK-HAI arrows thud into his body, he falls to his KNEES...

PIPPIN starts forward unable to say nothing...

PIPPIN
Boromir died to save us ... my kinsman
and me ... he fell, defending us from
many foes.

CLOSE ON: DENETHOR, pain flickers in his eyes.

GANDALF
(hurried whisper)
Pippin!

PIPPIN drops to his knee offering DENETHOR his SWORD...

PIPPIN
I offer you my service, such as it
is, in payment of this debt.

DENETHOR looks at PIPPIN blankly, overcome with grief.

GANDALF
(to PIPPIN)
Get up!
(addressing DENETHOR)
My Lord, there will be a time to grieve for
Boromir, but it is not now. War is coming
... the Enemy is on your doorstep. As
Steward, you are charged with the defense of
this city. Where are Gondor's armies?

DENETHOR'S gaze turns slowly on GANDALF...

(CONTINUED)

CONTINUED: (2)

GANDALF (cont'd)

You still have friends - You are not alone
in this fight. Send word to Théoden of
Rohan. Light the beacons.

DENETHOR smiles at GANDALF, as if amused by something.

DENETHOR

(softly)

You think you are wise, Mithrandir,
yet for all your subtleties you have
not wisdom. Do you think the eyes of
the White Tower are blind? I have seen
more than you know. With your left hand
you would use me as a shield against
Mordor, and with your right you would
seek to supplant me.

CLOSE ON: GANDALF looks shocked. DENETHOR'S eyes NARROW.

DENETHOR (cont'd)

(contemptuous)

I know who rides with Théoden of Rohan.
Oh, yes. Word has reached my ears of
this Aragorn, son of Arathorn, and I
tell you now, I will not bow to this
Ranger from the North, last of a ragged
house long bereft of Lordship.

GANDALF

(stung)

Authority is not given you to deny
the return of the King - Steward!

DENETHOR

(explosive)

The rule of Gondor is mine, and no other's!

CLOSE ON: PIPPIN, horrified. GANDALF looks at DENETHOR closely
for a moment, then turns on his heel to leave. PIPPIN follows.

GANDALF

Come.

GANDALF and PIPPIN stride from the TOWER HALL ... DENETHOR
slumps back into his SEAT.

INT. MINAS TIRITH, PIPPIN'S QUARTERS - NIGHT

ANGLE ON: PIPPIN is carefully laying out a SMALL UNIFORM of the ROYAL GUARD on a bed.

PIPPIN

So I imagine this is just a ceremonial
Position ... I mean, they don't actually
expect me to do any fighting ... do they?

WIDE: GANDALF STANDING QUIETLY on a BALCONY that overlooks the GREAT CITY.

GANDALF

You're in the service of the Steward
Now - You're going to have to do as
you're told, Peregrin Took...
(under his breath)
Guard of the Citadel!

EXT. MINAS TIRITH BALCONY - NIGHT

ANGLE ON: PIPPIN as he stares up at the vast NIGHT SKY.

PIPPIN

It's so quiet.

GANDALF watches the young HOBBIT.

GANDALF

It's the deep breath before the plunge.

PIPPIN

I don't want to be in a battle ... but
waiting on the edge of one I can't
escape is even worse.

(tense)

Is there any hope, Gandalf - for Frodo
and Sam?

GANDALF joins PIPPIN as they look towards the distant, jagged MOUNTAINS of MORDOR...

(CONTINUED)

CONTINUED:

GANDALF

There never was much hope.

PIPPIN looks up at him, unnerved. GANDALF gives him a small, self-deprecating smile...

GANDALF (cont'd)

Just a fool's hope.

GANDALF and PIPPIN share a quiet moment as they stare out towards the FIERY SKY over MORDOR.

GANDALF (V.O.)

(grim)

Our enemy is almost ready, his full strength gathered. Not only Orcs, but men as well.

INSERT IMAGE: GIANT MŪMAKIL carrying ARMIES upon their backs.

GANDALF (V.O.) (cont'd)

Legions of Haradrim from the South...

INSERT IMAGE: CORSAIR SHIPS sail up the RIVER...

GANDALF (V.O.) (cont'd)

Mercenaries from the coast ... All will answer Mordor's call.

ANGLE ON: GANDALF ... he is almost talking to himself now... like a man unable to prevent a sure disaster.

GANDALF

This will be the end of Gondor as we know it. Here the hammerstroke will fall the hardest.

INSERT IMAGE: The BATTLE-SCARRED CITY of OSGILIATH - last bastion between MINAS TIRITH and MORDOR...

GANDALF (V.O.)

If the river is taken, if the garrison at Osgiliath falls, the last defense of this city will be gone.

(CONTINUED)

CONTINUED: (2)

CLOSE ON: PIPPIN ... desperately seeking reassurance.

PIPPIN

But we have the White Wizard, that's got to
count for something.

GANDALF looks down at PIPPIN, he says nothing...

PIPPIN (cont'd)

(nervous)

Gandalf?

GANDALF stares into the distance as if seeing something in his
mind's eye.

INSERT IMAGE: A TOWERING, HOODED FIGURE, DRESSED in BLACK, is
being dressed in ARMOUR by attendant ORCS...

GANDALF (V.O.)

Sauron has yet to release his deadliest
servant ... The one who will lead
Mordor's armies in war, the one they
say no living man can kill.

CLOSE ON: GANDALF still staring intently as if facing his enemy
in person.

GANDALF

The Witch-King of Angmar...

(he looks down at a startled
PIPPIN)

You've met him before...

ANGLE ON: PIPPIN looks up at GANDALF, afraid to ask...

GANDALF (cont'd)

He stabbed Frodo on Weathertop.

INSERT IMAGE: FRODO screaming as the MORGUL BLADE is driven into
his SHOULDER...

PIPPIN blanches at the MEMORY...

(CONTINUED)

CONTINUED: (3)

GANDALF (cont'd)

He is the Lord of the Nazgûl - the
greatest of the nine...

EXT. MINAS MORGUL - NIGHT

GANDALF (V.O.)

And Minas Morgul is his lair.

ANGLE ON: FRODO and SAM clamber into a SMALL GULLY beside a
ROUGH-HEWN ROAD ... GOLLUM CAREFULLY peers OVER the lip of the
GULLY...

ANGLE ON: MINAS MORGUL, a MASSIVE DEAD CITY, set upon a ROCKY
KNEE at the HEAD OF THE Morgul Valley. CORRUPT and LOATHSOME, it
glows with a SICKLY LUMINOUS LIGHT - like a CORPSE CANDLE.

TWO HUGE, BESTIAL STONE STATUES guard the BRIDE that leads to
the CITY...

GOLLUM

The Dead City, very nasty place,
full of ... enemies.

GOLLUM, FRODO and SAM hurry from their COVER scampering in the
SHADOWS towards MINAS MORGUL...

GOLLUM

Quick! Quick! They will see, they
will see.

CLOSE ON: FRODO ... he LOOKS UP at the HIDEOUS STATUES. His
SENSES START REELING.

GOLLUM (cont'd)

Come away, come away. Look! We have
found it.

FRODO and SAM look AGHAST at the sight of a NARROW, NEAR-
VERTICAL STAIRCASE, cut into the ROCK-FACE ... Directly in FRONT
of the MINAS MORGUL GATES.

GOLLUM (cont'd)

The way into Mordor!

(CONTINUED)

CONTINUED:

ANGLE ON: Following the STAIRS ... HIGHER and HIGHER up the sheer western side of the MORGUL VALLEY - to the HIGH PEAKS of the razor-like MOUNTAINS OF MORDOR.

GOLLUM (cont'd)

The secret stairs ... climb!

SUDDENLY! FRODO staggers across the ROAD ... as if some FORCE, other than his own will, is at work! He lurches towards the BRIDGE ... towards MINAS MORGUL!

SAM

No, Mr. Frodo!

GOLLUM

(desperate)

Not that way!

SAM runs after FRODO, catching him in his arms as he STUMBLES.

GOLLUM (cont'd)

What's it doing?

SAM

No!

SAM and GOLLUM pull FRODO from the BRIDGE.

FRODO

(disoriented)

They're calling me!

FRODO falls to the GROUND.

AT THAT MOMENT: the GROUND QUIVERS, and a great RUMBLING NOISE rolls across the ground and ECHOES in the mountains.

The cold, dull MORGUL VALLEY is suddenly VIOLENT and FIERCE, as UPRUSHING FLAME springs from MOUNT DOOM.

MINAS MORGUL ANSWERS: A FLARE of LIVID LIGHTNING, FORKS of BLUE FLAME, SPRING UP from the TOWER into the SULLEN CLOUD.

INTERCUT WITH:

EXT. MINAS TIRITH BALCONY - NIGHT

ANGLE ON: VIOLENT FIERY FLASHES light the CLOUD above MORDOR ...
SHARP THUNDER rolls across 40 MILES to MINAS TIRITH.

CLOSE ON: PIPPIN looking on in FRIGHTENED AWE. GANDALF'S
comforting HAND rests on his shoulder.

INTERCUT WITH:

EXT. MINAS MORGUL - NIGHT

SAM and GOLLUM lead FRODO to the STAIRS...

ABOVE MINAS MORGUL the SKY is BRIGHT with LIGHT as the CITY,
erupts...

GOLLUM

Hide! Hide!

INTERCUT WITH:

EXT. MINAS TIRITH BATTLEMENTS - NIGHT

ANGLES ON: FACES of SOLDIERS and CIVILIANS of MINAS TIRITH as
they watch from the PARAPETS of the CITY.

INTERCUT WITH:

EXT. MINAS MORGUL - NIGHT

FRODO and SAM sink to the ground, holding their hands against
their ears, as out of the CITY comes a RENDING SCREECH ...
SHIVERING, rising swiftly to a PIERCING PITCH beyond the range
of hearing. The terrible CRY ends, falling back through a long
sickening WAIL, to SILENCE.

ANGLE ON: FRODO slowly RAISES HIS HEAD ... across the NARROW
VALLEY, directly opposite the HOBBITS, the LORD OF THE NAZGÛL -
the WITCH KING - suddenly RISES UP out of the DEAD CITY on his
FELL-BEAST!

...as the WITCH KING settles on the BATTLEMENTS of MINAS MORGUL.
His DARK HEAD turns this way and that, sweeping the shadows with
unseen eyes - as if SENSING the RING!

(CONTINUED)

CONTINUED:

ANGLE ON: FRODO breaking out into a COLD SWEAT. He squeezes his eyes shut, clutching at his SHIRT as if it's on FIRE!

FRODO
(gasping)
I can feel his blade!

THE CAVERNOUS GATE of MINAS MORGUL swings OPEN...

...and a HUGE ARMY MARCHES OUT!

RANK upon RANK of ARMOUR CLAD ORCS, moving SWIFTLY and SILENTLY, pass close to FRODO and SAM in an ENDLESS STREAM of RAGGED COLUMNS!

EXT. MINAS TIRITH BALCONY - NIGHT

CLOSE ON: GANDALF...

GANDALF
(quiet)
We come to it at last ... the great
battle of our time.

INTERCUT WITH:

EXT. MINAS MORGUL - NIGHT

ANGLE ON: 75,000 ORCS MARCHING TO WAR, just below FRODO and SAM.

GANDALF (V.O.)
This war is long planned. Sauron has hated
The West through many ages ... It is a
Hatred that flows from the depths of time,
Across the deeps of the Sea.

The WITCH KING SWOOPS down the VALLEY to join the HEAD of his ARMY. He vanishes into the GLOOM - a shadow into shadow.

CLOSE ON: GOLLUM peers out from his stony hiding place.

GOLLUM
(urgent)
Come, Hobbits. We climb - we must climb!

(CONTINUED)

CONTINUED:

ANGLE ON: FRODO, SAM and GOLLUM climb the STONY STAIRS high above the MARCHING ARMY.

EXT. MINAS TIRITH BALCONY - NIGHT

ANGLE ON: GANDALF ... thinking, calculating...

GANDALF

(to himself)

The board is set, the pieces are moving.

EXT. MINAS TIRITH SIXTH LEVEL - NIGHT

ANGLE ON: GANDALF striding BACK STREETS of the CITY ... so DETERMINED and PURPOSEFUL is he, that PIPPIN has to RUN to keep up. GANDALF suddenly stops and looks down at PIPPIN...

GANDALF

Peregrin Took, my lad, there is a task now to be done. Another opportunity for one of the Shire-folk to prove their great worth!

GANDALF kneels down and looks at PIPPIN earnestly, his hand on PIPPIN'S shoulder.

GANDALF (cont'd)

You must not fail me.

GANDALF watches as PIPPIN hurries away.

EXT. WEST OSGILIATH, RIVER ANDUIN - NIGHT

WIDE ON: An ANCIENT STONE BRIDGE which spans the RUINS of EAST and WEST OSGILIATH - a once MIGHTY GONDORIAN CITY.

WIDE ON: ITHILIEN RANGERS patrolling the BRIDGE and the RIVERBANK.

WEST OSGILIATH has fallen into disrepair, but the DESOLATION of EAST OSGILIATH is more pronounced - it is held by the FORCES of MORDOR.

CAMERA tracks down beneath the BRIDGE to the DARK WATERS ... catching a STEALTHY MOVEMENT...

(CONTINUED)

CONTINUED:

ANGLE ON: MANY BOATS, carrying MURDEROUS-LOOKING ORCS, are quietly tracking down the RIVER. On board several HUNCHED FIGURES steer with LONG OARS.

GOTHMOG
(to his oarsmen)
Quiet!

EXT. WEST OSGILIATH, RIVER ANDUIN - NIGHT

CLOSE ON: FARAMIR, CAPTAIN OF GONDOR, as he issues orders to his SOLDIERS.

FARAMIR
(urgent)
To the river - quick!

ANGLE ON: ITHILIEEN RANGERS take position; they are all WEATHERED, HARDENED, PROFESSIONAL SOLDIERS ... Watchful, ready, waiting...

GOTHMOG
Faster!

ON THE RIVER the BOATS quietly advance.

ORC COMMANDER
Draw swords!

ANGLE ON: FARAMIR and his SOLDIERS lie in wait. As the BOATS arrive, HUNDREDS of ORCS race ashore. FARAMIR steps out, his SWORD drawn. A FIERCE BATTLE ensues, but FARAMIR is unable to stop the advance as HUNDREDS OF ORCS cross the WIDE BRIDGE into WEST OSGILIATH.

EXT. MOUNT MINDOLLUIN - DAWN

HIGH ANGLE ON: A DIZZYING VIEW ... Looking down on MINAS TIRITH, 1000 FEET BELOW, as PIPPIN desperately scrambles up the ROCKY MOUNTAINSIDE.

EXT. MINAS TIRITH BEACON - DAWN

PIPPIN clambers over a ROCKY LEDGE and ducks behind a STONE WALL ... panting HEAVILY.

(CONTINUED)

CONTINUED:

ANGLE ON: An ancient STONE LEDGE holds a GREAT PILE of FIREWOOD, secured in stacked bundles ... The MINAS TIRITH BEACON!

TWO bored CITADEL GUARDS sit chatting ... passing the long hours.

INTERCUT WITH:

EXT. MINAS TIRITH STREETS - DAWN

ANGLE ON: GANDALF as he waits tensely below...

INTERCUT WITH:

EXT. MINAS TIRITH BEACON - DAWN

ANGLES ON: PIPPIN as he stealthily manages to POUR OIL on the WOOD and set a FLAME to it!

Within SECONDS, the GREAT PYRE is alight! The GUARDS look on in TOTAL SURPRISE as the FLAMES ERUPT into the TWILIGHT SKY.

INTERCUT WITH:

EXT. MINAS TIRITH STREETS

ANGLE ON: GANDALF as the BEACONS burst into FLAMES ... His eyes flash briefly with TRIUMPH before he hurries off...

EXT. MINAS TIRITH BATTLEMENTS - DUSK

ANGLE ON: The BEACON glows BRIGHTLY on the slopes on MOUNT MINDOLLUIN, high above MINAS TIRITH...

PULL BACK: GANDALF hurries to the BATTLEMENT, looking further west along the WHITE MOUNTAINS.

GANDALF
(to himself)
Amon Dîn ... come on...

ANGLE ON: a bright FIRE ignites on a DISTANT MOUNTAIN PEAK.

(CONTINUED)

CONTINUED:

NOISY COMMOTION in the city as PEOPLE realize the BEACONS have been lit!

GUARD

The beacon! The beacon at Amon Dîn is lit!

FLASH INSERT: DENETHOR staring at the BEACON from the CITADEL WINDOW ... a look of BLACK FURY on his face.

ANGLE ON: GANDALF, a strange smile plays on his face...

GANDALF

(to himself)

Hope is kindled.

CUT TO:

EXT. WHITE MOUNTAINS AERIAL - NIGHT

AERIAL SHOT: MOVING over the WHITE MOUNTAINS... as the TRAIL of GREAT FIRES slowly winds from PEAK TO PEAK.

EXT. EDORAS COURTYARD - DAWN

ANGLE ON: A ROCKY PEAK high above EDORAS ... a GREAT BEACON FIRE is IGNITED.

ON THE SOUNDTRACK: A BELL TOLLS urgently!

CLOSE ON: ARAGORN looks tensely out across the MOUNTAINS...

PULL BACK ... ARAGORN runs towards the GOLDEN HALL.

INT. EDORAS, GOLDEN HALL - DAWN

CLOSE ON: ARAGORN bursts into the GOLDEN HALL.

ARAGORN

The beacons of Minas Tirith! The beacons are lit! Gondor calls for aid!

ANGLE ON: THÉODEN looks up, startled.

(CONTINUED)

CONTINUED:

CLOSE ON: ÉOWYN, ÉOMER turn to look at their UNCLE ... tension builds.

CLOSE ON: THÉODEN, his head lowered ... Slowly, it rises - he looks ARAGORN in the EYE.

THÉODEN

Then Rohan will answer. Muster
the Rohirrim!

EXT. EDORAS COURTYARD - DAWN

WIDE ON: EDORAS LOOKOUT ... A SOLDIER RINGING the GREAT BELL in alarm as below, in the COURTYARD, SOLDIERS mount their STEEDS amid great activity.

ANGLE ON: THÉODEN striding purposefully outside, flanked by ÉOMER and his SOLDIERS...

THÉODEN

Assemble the Men at Dunharrow - as
many Men as can be found. You have
two days ... On the third, we ride
for Gondor ... and war.

ANGLE ON: THÉODEN strides onto the PARAPETS...

THÉODEN

Gamling, make haste across the Riddermark
... Summon every able-bodied man to
Dunharrow!

ANGLE ON: THÉODEN watches as below the SOLDIERS prepare.

ANGLE ON: ÉOWYN hurriedly pulling on RIDING GLOVES, preparing to mount her HORSE.

ARAGORN

You ride with us?

ÉOWYN turns and runs SMACK into ARAGORN...

ÉOWYN

Just to the encampment. It's tradition for
the women of the Court to farewell the Men.

(CONTINUED)

CONTINUED:

ARAGORN smiles ... reaching past her, he lifts a cover to reveal a SWORD, strapped to the side of the saddle of her HORSE.

ÉOWYN deftly pulls the cover back down. She looks at ARAGORN.

ÉOWYN (cont'd)

(softly)

The Men have found their Captain - they
will follow you into battle, even to death.

(quietly)

You have given us hope.

PULL BACK: to reveal THÉODEN stares around at the STREETS and PEOPLE of EDORAS ... it is as if he knows he will not see this place again.

THÉODEN (V.O.)

So ... It is before the walls of
Minas Tirith that the doom of our
time will be decided.

ANGLE ON: ÉOMER astride his horse, calls to the assembled SOLDIERS...

ÉOMER

Now is the hour! Riders of Rohan -
Oaths you have taken. Now, fulfill
them all - For Lord and land!

EXT. PLAINS OF ROHAN - DAY

ANGLE ON: THÉODEN astride SNOWMANE, as he, ÉOMER, ARAGORN & MERRY and LEGOLAS & GIMLI ride out AMID a GREAT COLUMN of ROHIRRIM, THUNDERING towards DUNHARROW in the MOUNTAINS.

EXT. WEST OSGILIATH, RIVER ANDUIN - DAY

ANGLE ON: FARAMIR and his MEN are fighting a losing BATTLE against the MORDOR invasion.

MADRIL

We cannot hold them! The city is lost!

(CONTINUED)

CONTINUED:

FARAMIR

Tell the Men to break up. We
ride for Minas Tirith.

ON THE SOUNDTRACK: OMINOUS SOUNDS of WIND RISING ... HUGE WINGS
BEATING...

SOLDIER

Nazgûl!

SPINNING ANGLE: FARAMIR looks up at the sky ... ITHILIEN RANGERS
are suddenly nervous, frightened ... A HUGE SHADOW passes
overhead!

FARAMIR

Take cover!

A SUDDEN TERRIFYING SHRIEK rends the AIR!

FARAMIR

Pull back! Pull back to Minas Tirith!

ANGLE ON: SOLDIERS RETREATING through the RUINS of the CITY as,
high in the sky above, the NAZGÛL swoop...

ANGLE ON: MADRIL as he is cut down by an ORC...

CLOSE ON: MADRIL ... his breathing quick and shallow ...
footsteps approach...

ANGLE ON: The HIDEOUSLY deformed features of GOTHMOG standing
over the prone figure of the INJURED RANGER.

Grabbing a spear from a nearby underling, GOTHMOG drives the
shaft into MADRIL'S chest...

CLOSE ON: GOTHMOG surveys the carnage with satisfaction.

GOTHMOG

The age of Men is over. The time
of the Orc has come.

EXT. PELENNOR FIELDS - DAY

FARAMIR and a few survivors flee WEST OSGILIATH, desperately riding toward MINAS TIRITH ... in the SKY above DARK SHAPES pursue them...

ANGLE ON: SUDDENLY, from on HIGH, the NAZGÛL strike!

TILT DOWN ... following the NAZGÛL as it SWOOPS out of LOW-LYING, MURKY CLOUDS tossing MEN in the AIR like LIMP RAG-DOLLS!

AT THAT MOMENT: Across the PLAIN, a FIGURE clothed in WHITE rides towards them!

From the BATTLEMENTS of MINAS TIRITH, a call ... "The White Rider!"

EXT. PELENNOR FIELDS - DAY

WIDE ON: GANDALF as he spurs SHADOWFAX forward! PIPPIN clings tightly to the great horse's MANE.

ANGLE ON: FARAMIR, SWORD in hand, remains at the REAR, trying desperately to fend off the DEADLY ASSAULT...

AGAIN the FELL-BEASTS DIVE low...

GANDALF thunders into view, raising his STAFF...

A SHAFT OF WHITE LIGHT suddenly stabs upwards! The NAZGÛL SWERVES AWAY from the LIGHT, as it pierces the LOW CLOUD!

For a BRIEF MOMENT, SUNLIGHT streams through the hole onto PELENNOR FIELDS ... The NAZGÛL circle away from the SUN RAYS, swiftly spiraling higher and higher.

The NAZGÛL defeated, GANDALF and the RANGERS ride towards the safety of MINAS TIRITH.

EXT. MINAS TIRITH GATES - DAY

ANGLE ON: IORLAS runs towards the GATES, yelling...

IORLAS
Open the Gates! Pull!

(CONTINUED)

CONTINUED:

The GREAT GATES OPEN, allowing GANDALF, PIPPIN, FARAMIR and the OSGILIATH SURVIVORS to RIDE IN ... Nearly 100 WOUNDED AND SHOCKED MEN.

AS GANDALF pulls SHADOWFAX up...

FARAMIR

Mithrandir!

ANGLE ON: FARAMIR STEERS HIS HORSE through the CROWD towards GANDALF...

FARAMIR (cont'd)

They broke through our defenses. They have taken the bridge and the West Bank. Battalions of Orcs are crossing the River.

IORLAS

It is as the Lord Denethor predicted - long has he foreseen this doom!

GANDALF

Foreseen and done nothing!

FARAMIR suddenly STARES at PIPPIN. GANDALF reads the surprise in his eyes.

GANDALF (cont'd)

Faramir? ... This is not the first Halfling to have crossed your path?

FARAMIR shakes his head.

FARAMIR

No.

PIPPIN

(disbelief)

You've seen Frodo and Sam?

FARAMIR NODS.

GANDALF

Where? When?

(CONTINUED)

CONTINUED: (2)

FARAMIR

In Ithilien, not two days ago.
Gandalf - they are taking the road to
the Morgul Vale.

GANDALF

(shocked realisation)
...And then the Pass of Cirith Ungol.

CLOSE ON: GANDALF, deeply troubled.

PIPPIN

What does that mean? What's wrong?

GANDALF

(urgent)
Faramir ... Tell me everything.

EXT. CIRITH UNGOL STAIRS - NIGHT

ANGLE ON: FRODO and SAM following GOLLUM up the dizzying
STAIRWAY, carved into the SHEER CLIFF.

The STEPS are NARROW, UNEVENLY SPACED, and many are BROKEN. They
are so STEEP that FRODO and SAM climb as if on a LADDER, their
desperate FINGERS clinging to the STEPS ABOVE - trying not to
look at the LONG BLACK FALL below them.

ANGLE ON: FRODO'S foot slips and for a brief moment he is
HANGING PRECARIOUSLY from the ROCK-FACE.

GOLLUM

Careful, Master - careful! Very far to
fall. Very dangerous on the stairs.

EXT. CIRITH UNGOL LEDGE - NIGHT

ANGLE ON: GOLLUM peering down from ABOVE ... he has reached a
SMALL LEDGE.

GOLLUM

Come, Master.

(CONTINUED)

CONTINUED:

CLOSE ON: FRODO tries to CLAMBER UP onto the LEDGE ... as he does, the RING slips out of his SHIRT and DANGLES in FULL VIEW of GOLLUM!

CLOSE ON: GOLLUM rears back in shock ... tenses like a CAT, EYES WIDENING.

GOLLUM (cont'd)
(dreamlike)
Come to Sméagol.

ANGLE ON: FRODO, head bowed, trying to pull himself up. He doesn't notice GOLLUM'S HAND reaching for the RING!

CLOSE ON: GOLLUM'S FINGERS ... closing in on the RING...

ANGLE ON: SAM, still TEETERING on the PRECIPITOUS STAIRS, draws HIS SWORD!

SAM
(alarmed yell)
Mr. Frodo!

STARTLED, FRODO looks down at SAM, losing his footing in the process...

SAM (cont'd)
Get back you! Don't touch him!

ANGLE ON: SAM'S horrified face as...

GOLLUM'S out-stretched HAND suddenly GRASPS FRODO'S ARM pulling him SAFELY onto the LEDGE.

GOLLUM glares down at SAM.

GOLLUM
Why does he hates poor Sméagol? What
has Sméagol ever done to him? Master?

CLOSE ON: GOLLUM blinks, masking the MALICE of his EYES with their heavy pale lids.

(CONTINUED)

CONTINUED: (2)

GOLLUM (cont'd)

Master carries heavy burden ... Sméagol
Knows ... Heavy, heavy burden. Fat one
cannot know. Sméagol look after Master.

CLOSE ON: GOLLUM creeps CLOSE to FRODO and WHISPERS in his ear:

GOLLUM (cont'd)

(rasping whisper)

He wants it - he needs it! Sméagol sees
it in his eyes. Very soon, he will ask
you for it - you will see ... the Fat
One will take it from you.

CLOSE ON: FRODO looking at SAM ... his hand strays to his NECK,
closing tight around the RING.

CUT TO:

EXT.> OSGILIATH - DAY

HIGH ABOVE OSGILIATH, the SINISTER PROFILE of the WITCH KING
seated on a FELL-BEAST as GOTHMOG stands, awaiting his orders.

WITCH KING

(clinical)

Send forth all legions. Do not stop
the attack until the city is taken.
Slay them all.

GOTHMOG

What of the Wizard?

SLOWLY the WITCH KING'S HEAD turns...

WITCH KING

I will break him.

EXT. MINAS TIRITH BATTLEMENTS - DAY

REACTIONS: OF GONDORIAN SOLDIERS upon the MINAS TIRITH
BATTLEMENTS ... AWE ... FEAR ... TERROR!

(CONTINUED)

CONTINUED:

ANXIOUS SOLDIERS crowd around GANDALF.

SOLDIER 1

(worried)

What of Théoden's Riders?

SOLDIER 2

Will Rohan's army come?

SOLDIER 1

Mithrandir?

GANDALF

(grim)

Courage is the best defense that you
have now.

CUT TO:

INT. MINAS TIRITH TOWER HALL - DAY

CLOSE ON: PIPPIN ... DRESSED in OVER-SIZED ARMOUR ... kneels
before DENETHOR...

PIPPIN

(nervous)

Here do I swear fealty and service to
Gondor, in peace or war, in living or
dying, from this hour henceforth, until
my lord release me, or death take me.

DENETHOR

And I shall not forget it, nor fail
to reward that which is given...

ANGLE ON: DENETHOR proffers his RING which PIPPIN kisses...

DENETHOR

...fealty with love...

DENETHOR gently raises PIPPIN'S head ... DENETHOR'S eyes meet
FARAMIR'S.

DENETHOR (cont'd)

...valor with honor...

(CONTINUED)

CONTINUED:

DENETHOR crosses to a table ... Attendants BEGIN SERVING him a MEAL...

DENETHOR (cont'd)
...disloyalty with vengeance.

DENETHOR addresses his meal...

DENETHOR
(reasonable)
I do not think we should so lightly
abandon the outer defenses; defenses
that your brother long held intact.

FARAMIR
What would you have me do?

DENETHOR
I will not yield the River and Pelennor
unfought - Osgiliath must be retaken.

FARAMIR
My Lord, Osgiliath is overrun.

DENETHOR
Much must be risked in war. Is there a
captain here who still has the courage
to do his Lord's will?

CLOSE ON: FARAMIR as he finally realises the truth.

FARAMIR
(quietly)
You wish now that our places had been
exchanged, that I had died and Boromir
had lived?

CLOSE ON: For a brief second, DENETHOR seems to hesitate,
then...

(CONTINUED)

CONTINUED: (2)

DENETHOR
(coldly)
Yes, I wish that.

FARAMIR
Since you are robbed of Boromir, I
will do what I can in his stead.

ANGLE ON: FARAMIR bows low to DENETHOR, then turns to leave,
stops, turns back...

FARAMIR
If I should return ... think better
of me, father.

DENETHOR
That will depend on the manner of
your return.

DENETHOR continues with his meal. FARAMIR exits.

CUT TO:

EXT. CIRITH UNGOL LEDGE - DAWN

AERIAL SHOT: ... HIGH above MINAS MORGUL, on the SMALL LEDGE
next to the STAIRS, LIE the FIGURES of FRODO, SAM and GOLLUM.

SAM watches a sleeping GOLLUM suspiciously as he desperately
tries to stay awake. SLOWLY, INEVITABLY, SAM falls asleep.

CLOSE ON: GOLLUM'S EYES SNAP OPEN ... he sits up and quietly
crawls towards SAM'S KNAPSACK.

SAM breathes deeply now, heavily asleep.

GOLLUM grimaces in DISTASTE as he pulls out the LEMBAS BREAD ...
Quietly he SPRINKLES CRUMBS over the sleeping SAM.

ANGLE ON: GOLLUM as he throws the remaining LEMBAS BREAD over
the cliff.

CLOSE ON: SAM'S EYES flick open ... GOLLUM spins around, caught
off guard...

(CONTINUED)

CONTINUED:

SAM

What are you up to? Sneaking off, are we?

SMEÁGOL

(prevaricating)

Sneaking? Sneaking? Fat Hobbit is always so polite. Sméagol shows them secret ways that nobody else could find and they say "Sneak!", "Sneak!" Very nice friends, oh yes, my Precious, very nice.

SAM

Alright, alright - You just startled me is all.

(peering over the cliff's edge)

What were you doing?

SMEÁGOL

(sly)

Sneaking!

Too exhausted to argue, SAM turns away.

SAM

Fine, have it your own way.

SAM gently shakes FRODO'S shoulder.

SAM (cont'd)

Sorry to wake you, Mr. Frodo. We have to be moving on.

SAM rummages through his KNAPSACK, looking for a bite to eat. FRODO sits up slowly.

FRODO

It's dark still.

SAM

It's always dark here-

CLOSE ON: SAM stops rummaging ... SHOCK on his face.

SAM

It's gone ... the Elven bread!

(CONTINUED)

CONTINUED: (2)

FRODO

(alarmed)

What? That's all we have left!

SAM slowly turns to GOLLUM...

SAM

(dawning realisation)

He took it! He must have!

GOLLUM

(shocked)

Sméagol? No, no, not poor Sméagol.
Sméagol hates nasty Elf bread!

SAM

You're a lying wretch! What did you
do with it?

FRODO

He doesn't eat it ... he can't have
taken it.

CLOSE ON: GOLLUM slaps his hand against SAM'S JACKET ... sending
LEMBAS CRUMBS RAINING DOWN!

GOLLUM

What's this? Crumbs on his jacketses!
(fake outrage)
He took it! He took it! I seen him,
he's always stuffing his face when
Master's not looking!

SAM

(angry)

That's a filthy Lie!

SAM is ENRAGED ... he throws himself at GOLLUM ... punching him!

SAM (cont'd)

(yelling)

You stinking two-faced sneak! Call me
a thief...

(CONTINUED)

CONTINUED: (3)

FRODO
(yelling)
Sam! Stop it!

FRODO pulls SAM off GOLLUM.

SAM
(yelling)
I'll kill him! I'll kill him!

FRODO
No, Sam!

FRODO COLLAPSES on the GROUND!

CLOSE ON: SAM'S horrified face!

SAM
Alright, I'm sorry, I didn't mean for it
to go so far. I was angry ... Here, let's
rest up a bit.

SAM attempts to fuss around FRODO...

FRODO
(exhausted)
I'm alright.

SAM
No, no, you're not alright! You're
exhausted. It's that Gollum; it's this
place; it's that thing around your neck.
I could help a bit ... I could carry it
for a while - share the load.

CLOSE ON: A terrible light comes into FRODO'S eyes as he STARES
into the EARNEST eyes of SAM.

FRODO
Get away!

FRODO pushes SAM away, clutching at the RING beneath his shirt.

(CONTINUED)

CONTINUED: (4)

SAM
(confused)
I don't want to keep it ... I just want
to help!

FRODO rises to his FEET, as if empowered with a frightening
intense ENERGY.

GOLLUM
See! See! He wants it for himself.

SAM
(beside himself)
Shut up, you! Go away. Get out of here.

CLOSE ON: FRODO...

FRODO
(quietly)
No, Sam ... it's you.

SAM stares at FRODO with DISBELIEF.

FRODO (cont'd)
I'm sorry, Sam...

CLOSE ON: TEARS WELL in SAM'S eyes...

SAM
(hopelessly)
But ... he's a liar ... he's poisoned
you against me.

FRODO
You can't help me anymore.

SAM
You don't mean that.

FRODO
(eerie calm)
Go home.

CLOSE ON: TEARS spill down SAM'S cheeks ... as FRODO turns AWAY!

(CONTINUED)

CONTINUED:(5)

ANGLE ON: FRODO and GOLLUM leave ... SAM is in complete MISERY.

EXT. MINAS TIRITH STREETS - DAY

ANGLE ON: FARAMIR leading a COLUMN of 200 KNIGHTS through the STREETS towards the CITY GATE ... PEOPLE are rushing forward, THROWING FLOWERS over the KNIGHTS.

CLOSE ON: GANDALF hurries alongside FARAMIR'S HORSE.

GANDALF

Faramir! Faramir! Your father's will
has turned to madness! Do not throw
away your life so rashly!

FARAMIR

(deadened)

Where does my allegiance lie if not here?

GANDALF reads the PAIN in FARAMIR'S eyes ... he calls after him, trying one more time to stop the YOUNG MAN.

GANDALF

Your father loves you, Faramir!
(quietly)
And will remember it before the end.

EXT. MINAS TIRITH BATTLEMENTS - DAY

HIGH ANGLE: FARAMIR leads the 200 MOUNTED KNIGHTS through the GATES OF MINAS TIRITH and across the PELENNOR FIELDS towards the RUINS of OSGILIATH.

ANGLE ON: The people of MINAS TIRITH watch from the BATTLEMENTS.

HIGH WIDE: FARAMIR'S KNIGHTS FAN OUT ... to form one straight line of 200 HORSEMEN.

EXT. WEST OSGILIATH - DAY

GOTHMOG and his MEN watch as the KNIGHTS approach.

INT. TOWER HALL, MINAS TIRITH - DAY

FAST PUSH IN ... to PIPPIN looking on as DENETHOR eats.

DENETHOR

Can you sing, Master Hobbit?

PIPPIN

(uneasy)

Well ... yes, at least, well enough for my own people ... but we have no songs for great halls and evil times ... we seldom sing of anything more terrible than wind or rain.

DENETHOR

And why should your songs be unfit for my halls, or for hours such as these. Come - sing me a song!

PIPPIN'S simple, clear voice echoes through the VAST HALL.

PIPPIN (V.O.)

*Home is behind, the world ahead,
And there are many paths to tread.
Through shadow to the edge of night
Until the stars are all alight.
Mist and shadow, cloud and shade:
All shall fade, all shall fade.*

INTERCUT WITH:

EXT. PELENNOR FIELDS/OSGILIATH RUINS - DAY

ANGLE ON: SLOW MOTION ... TRACKING WITH THE 200 MOUNTED KNIGHTS.

ANGLE ON: SLOW MOTION ... GOTHMOG rises amidst the RUINS of OSGILIATH.

ANGLE ON: SLOW MOTION ... FARAMIR'S KNIGHTS - 75 yards away - thundering towards camera.

PULL BACK ... to GOTHMOG ... he turns to CAMERA and RAISES HIS BOW.

(CONTINUED)

CONTINUED:

ANGLE ON: SLOW MOTION ... Behind GOTHMOG - all over the RUINED CITY - 5000 ORC ARCHERS rise to their feet ... BLACK ARROWS already strung on their BOWS!

CLOSE ON: SLOW MOTION ... FARAMIR YELLING defiantly.

WIDE PROFILE: SLOW MOTION ... FARAMIR'S 200 KNIGHTS ride straight into a BLACK WALL of FLYING ARROWS.

AS ONE, the HORSES and HORSEMEN collapse into a CARTWHEELING, TUMBLING HEAP ... within seconds all are MOTIONLESS.

CLOSE ON: NORMAL SPEED ... FAST CUTS of SCREAMING ORCS...

INT. TOWER HALL, MINAS TIRITH - DAY

THROUGHOUT the above sequence DENETHOR has continued to EAT.

ANGLE ON: PIPPIN finishes his bittersweet song ... he looks up at DENETHOR who continues as if he has not sent his son to his death.

ANGLE ON: PIPPIN turns away, his SORROW etched on his YOUNG FACE...

EXT. MINAS TIRITH COURTYARD - DAY

GANDALF sits quietly in a COURTYARD, alone, defeated.

EXT. OSGILIATH BRIDGE - DAY

GREAT SIEGE TOWERS and CATAPULTS are ROLLED along the REPAIRED BRIDGE which spans both sides of OSGILIATH ... They head straight towards MINAS TIRITH...

EXT. DUNHARROW ENCAMPMENT - DUSK

ANGLES ON: ARAGORN, THÉODEN, ÉOMER, MERRY, LEGOLAS and GIMLI GALLOP into a VAST CAMP beneath the COVER OF TREES ... TEEMING with MEN, HORSES and TENTS.

ANGLE ON: THÉODEN acknowledges GRIMBOLD, a MARSHALL OF ROHAN, as he passes by a GROUP of SOLDIERS.

(CONTINUED)

CONTINUED:

THÉODEN

Grimbold, how many?

GRIMBOLD

I bring five hundred Men from the
Westfold, My Lord.

ROHAN MARSHALL (O.S.)

We have three hundred more from
Fenmarch, Théoden King.

THÉODEN smiles grimly as he rides on.

THÉODEN

(quietly)

Where are the riders from Snowbourn?

GAMLING (O.S.)

None have come, My Lord.

EXT. DUNHARROW PLATEAU - DUSK

ARAGORN joins THÉODEN on a BLUFF overlooking the ENCAMPMENT
BELOW...

CAMERA CRANES to REVEAL: THOUSANDS of MEN and HORSES! Smoke
from many small CAMP-FIRES has filled the VALLEY with a TWILIGHT
HAZE.

THÉODEN

(quietly)

Six thousand spears ... less than half
of what I'd hoped for...

ANGLE ON: ARAGORN turns to THÉODEN...

ARAGORN

Six thousand will not be enough to
break the lines of Mordor.

THÉODEN

More will come.

(CONTINUED)

CONTINUED:

ARAGORN

Every hour lost hastens Gondor's defeat.
We have till dawn. Then we must ride.

CLOSE ON: THÉODEN realising what ARAGORN is saying - no matter the numbers he must commit to war by the morning. THÉODEN nods.

The HORSES whinny loudly in the distance ... THÉODEN looks up at the MOUNTAIN which looms behind them...

EXT. DUNHARROW PLATEAU - DUSK

ANGLE ON: HORSES rearing in terror as ROHAN SOLDIERS try to quieten them...

ANGLE ON: LEGOLAS and GIMLI move through the CAMP...

CLOSE ON: LEGOLAS looking at a group of ROHAN SOLDIERS ... they sit quiet and hunched ... no one speaking...

LEGOLAS looking toward ÉOMER, who is unsaddling his HORSE...

LEGOLAS

The horses are restless ... and the
Men are quiet...

ÉOMER

They grow nervous in the shadow of
the mountain...

GIMLI'S eyes travel to a ROW of ANCIENT STANDING STONES that mark the ENTRANCE to a ROAD leading away from the ENCAMPMENT and INTO the MOUNTAIN.

GIMLI

That road there - where does that lead?

LEGOLAS

It is the road to the Dimholt... The
door under the mountain.

(CONTINUED)

CONTINUED:

ÉOMER

None who venture there ever return.
(under his breath)
That mountain is evil...

ANGLE ON: ARAGORN stands before the road as though transfixed
... before him a HORSE whinnies and pulls at his ropes
nervously...

ARAGORN POV: A GHOSTLY FIGURE seems to emerge from the gloom
... ARAGORN starts in fright as...

GIMLI (O.S.)

Aragorn!

ANGLE ON: ARAGORN stares down at the LITTLE DWARF...

GIMLI

Let's find some food.

ARAGORN casts another look back at the ANCIENT STANDING STONES
before following GIMLI.

EXT. DUNHARROW PLATEAU - DUSK

ANGLE ON: All is quiet in the ENCAMPMENT...

INT. ÉOWYN'S TENT, DUNHARROW - NIGHT

ANGLE ON: ÉOWYN kneels before MERRY, adjusting his HELMET
STRAP.

ÉOWYN

There! A true Esquire of Rohan.

MERRY exhales - excited and terrified in equal measure. In his
EXCITEMENT, he draws his SWORD...

ÉOWYN steps back, laughing...

MERRY

Sorry, it isn't all that dangerous.
(despondent)
It isn't even sharp.

(CONTINUED)

CONTINUED:

ÉOWYN

Well, that's no good, you won't kill
many Orcs with a blunt blade. Come on.

EXT. DUNHARROW PLATEAU - NIGHT

As ÉOWYN and MERRY leave the tent, ÉOMER and GAMLING are sitting
nearby, finishing a meal ... ÉOWYN ushers MERRY off.

ÉOWYN

To the Smithy - go!

MERRY hurries off ... ÉOMER watches the YOUNG HOBBIT leave.

ÉOMER

You should not encourage him.

ÉOWYN

You should not doubt him.

ÉOMER

I do not doubt his heart ... Only the
reach of his arm.

CLOSE ON: GAMLING stifles a laugh ... ÉOWYN turns on both of
them...

ÉOWYN

Why should Merry be left behind? He has
as much cause to go to war as you.

(to herself)

Why can he not fight for those he loves?

ANGLE ON: At the PLATEAU edge, a GUARD looks down the STEEP
PRECIPICE as a HORSE and RIDER move along the RIDGE...

EXT. DUNHARROW TRACK - NIGHT

ANGLE ON: ARAGORN tosses in his SLEEP, disturbed by images and
voice...

(CONTINUED)

CONTINUED:

GANDALF
To the Black Ships...

In ARAGORN'S dream, ARWEN suddenly WAKES...

ARWEN (V.O.)
I choose a mortal life ... I wish I
could have seen him, one last time...

As ARWEN lies dying, the EVENSTAR falls from her fingers... At that moment, ARAGORN wakes, his SWORD quickly in his HAND ... A GUARD stands in the DOORWAY...

GUARD
King Théoden awaits you, My Lord.

EXT. DUNHARROW PLATEAU - NIGHT

ARAGORN hurries towards THÉODEN'S TENT...

INT. THÉODEN'S TENT, DUNHARROW PLATEAU - NIGHT

ANGLE ON: THÉODEN looks up as ARAGORN enters.

THÉODEN
I take my leave.

ANGLE ON: THÉODEN bows slightly to the HOODED FIGURE and LEAVES, shooting ARAGORN a strange look as he goes...

CLOSE ON: The FIGURE stands and pulls back the HOOD ... to reveal ... ELROND.

ARAGORN
My Lord Elrond.

ELROND
I come on behalf of one whom I love.

ELROND'S face is ETCHED with PAIN...

ELROND (cont'd)
Arwen is dying.

ANGLE ON: ARAGORN receiving this news ... ASHEN-FACED.

(CONTINUED)

CONTINUED:

ARAGORN

She stayed?

ELROND

She will not long survive the evil
that now spreads from Mordor.

ELROND'S eyes fall to the EVENSTAR which hangs around ARAGORN'S
neck...

ELROND (cont'd)

The light of the Evenstar is failing.
As Sauron's power grows, her strength
waned. Arwen's life is now tied to the
fate of the Ring. The Shadow is upon us,
Aragorn, the end has come.

ARAGORN

It will not be our end, but his.

ELROND

You ride to war, but not to victory.
Sauron's armies march on Minas Tirith -
this you know - but in secret he sends
another force which will attack from
the river...

CLOSE ON: ARAGORN looks at ELROND in shock.

ELROND (cont'd)

A fleet of Corsair ships sails from the
South.

FLASH INSERT: A FLEET of BLACK SAILS moving along a SILVER
RIBBON of WATER.

ELROND (cont'd)

They'll be in the city in two days...
You're outnumbered, Aragorn. You need
more men.

ARAGORN

There are none.

ELROND hesitates a BEAT...

(CONTINUED)

CONTINUED: (2)

ELROND

(quietly)

There are those who dwell in the mountain.

A SUDDEN WIND rushes through the TENT, lifting HANGINGS, scattering MAPS, knocking over GOBLETS...

As ARAGORN looks at ELROND, an IMAGES FLASHES in MIND'S EYE ... The GHOSTLY FIGURE on the DIMHOLT ROAD...

ARAGORN looks at ELROND in shock...

ARAGORN

Murderers, traitors - You would call upon them to fight? They believe in nothing. They answer to no-one.

ELROND

They will answer to the King of Gondor.

ARAGORN'S eyes fall to a PLAIN BLACK SCABBARD, which ELROND draws from beneath his robes.

CLOSE ON: ELROND'S long white finger draw the hilt of a SWORD from the scabbard to reveal ... an ELVEN SWORD glinting in the firelight!

ELROND (cont'd)

Andúril, flame of the West, forged from the Shards of Narsil.

ARAGORN takes the sword ... staring at it in wonder.

ARAGORN

Sauron will not have forgotten the Sword of Elendil...

ARAGORN draws the long blade from its sheath...

ARAGORN (cont'd)

...the blade that was broken shall return to Minas Tirith.

(CONTINUED)

CONTINUED: (3)

ELROND

The man who can wield the power of this sword can summon to him an army more deadly than any that walks this earth.

ELROND stares hard at ARAGORN...

ELROND (cont'd)

Put aside the Ranger - become who you were born to be - take the Dimholt road.

A HEAVE SILENCE hangs in the room.

ELROND (cont'd)

(ELVISH: with subtitles)

Ónen i-Estel Edain.
I give hope to Men.

ARAGORN

(ELVISH: with subtitles)

Ú-chebin estel anim.
I keep none for myself.

ANGLE ON: ARAGORN re-sheathes the SWORD.

EXT. DUNHARROW PLATEAU - NIGHT

ANGLE ON: As ARAGORN readies BREGO for leaving, ÉOWYN approaches ... her temper barely held in check.

ÉOWYN

Why are you doing this?

ARAGORN looks over his shoulder at her...

ÉOWYN (cont'd)

The war lies to the east; you cannot leave on the eve of battle. You cannot abandon the Men.

ARAGORN

Éowyn...

ÉOWYN

We need you here-

(CONTINUED)

CONTINUED:

ARAGORN rounds on her...

ARAGORN
Why have you come?

ÉOWYN
(hesitant)
Do you not know?

ARAGORN looks at her sadly, not wanting to hurt her.

ARAGORN
(gentle)
It is but a shadow and a thought that you
love ... I cannot give you what you seek.

ÉOWYN steps back as though STRUCK ... she watches stricken as
ARAGORN leaves...

EXT. DUNHARROW PLATEAU - NIGHT

ANGLE ON: ARAGORN leads his horse through the TENTS towards the
DIMHOLT ROAD.

A LIGHT FLARES ahead of him...

ANGLE ON: A SHORT FIGURE steps out of the SHADOWS ... PIPE in
hand.

GIMLI
Just where do you think you're off to?

ARAGORN looks at GIMLI - GRATEFUL for his COURAGE but determined
to go ALONE.

ARAGORN
Not this time ... This time you must
stay, my friend.

LEGOLAS (O.S.)
Have you learnt nothing of the
stubbornness of Dwarves?

ANGLE ON: ARAGORN looks at LEGOLAS as he appears, leading his
HORSE - already SADDLED.

(CONTINUED)

CONTINUED:

GIMLI steps closer to ARAGORN.

GIMLI

You might as well accept it - we're
going with you, laddie.

ARAGORN shakes his head, smiling his acceptance.

ANGLE ON: ARAGORN, LEGOLAS and GIMLI as they slowly ride towards
the BACK of the PLATEAU ... Past the ANCIENT STANDING STONES
that lead to the NARROW PASS.

EXT. DUNHARROW PLATEAU - NIGHT

ANGLE ON: THÉODEN and GAMLING watch the RETREATING FIGURES of
ARAGORN, LEGOLAS and GIMLI ... ROHAN SOLDIERS emerge from their
tent, crestfallen to see ARAGORN leave.

ARAGORN, LEGOLAS and GIMLI disappear into the SHADOWS of the
MOUNTAINS. The ROHAN SOLDIERS murmur among themselves, "What's
happening?", "Where's he going?"

GAMLING

Lord Aragorn!

ROHAN SOLDIER (O.S.)

Why does he leave on the eve of battle?

GAMLING

He leaves because there is no hope.

CLOSE ON: THÉODEN as he moves forward.

THÉODEN

He leaves because he must.

GAMLING

Too few have come. We cannot
defeat the armies of Mordor.

THÉODEN

No, we cannot...
(surveying his frightened Men)
But we will meet them in battle,
nonetheless.

EXT. THÉODEN'S TENT, DUNHARROW PLATEAU - DAWN

ANGLE ON: THÉODEN looks at ÉOWYN who stands as if turned to stone ... she is looking up at a LIGHTENING SKY ... The QUIET before the MEN depart for WAR...

THÉODEN

(gentle)

I have left instruction: the people are to follow your rule in my stead ... take up my seat in the Golden Hall ... long may you defend Edoras if the battle goes ill.

ANGLE ON: ÉOWYN turns to the KING ... her FACE a BLANK ... She speaks without emotion.

ÉOWYN

What other duty would you have me do, My Lord?

THÉODEN moves towards her, taking her hand...

THÉODEN

(quiet)

Duty? ...No, I would have you smile again - not grieve for those whose time has come.

ÉOWYN slowly lifts her head...

THÉODEN (cont'd)

You shall live to see these days renewed.

CLOSE ON: THÉODEN lifts ÉOWYN'S face to look into her EYES...

THÉODEN (cont'd)

(whisper)

No more despair.

EXT. DIMHOLT ROAD - DAY

ANGLE ON: ARAGORN, LEGOLAS and GIMLI make their way up a GLOOMY CANYON, shadowed by BLACK FIR TREES. The shadowed ridges of the DWIMORBERG MOUNTAIN rise BEFORE THEM.

It is a SPOOKY PLACE.

(CONTINUED)

CONTINUED:

GIMLI

What kind of an army would linger
in such a place?

LEGOLAS

One that is cursed ... Long ago the Men of
the Mountain swore an oath to the last King
of Gondor - to come to his aid, to fight,
but when the time came, when Gondor's need
was dire, they fled ... Vanishing into the
darkness of the mountain ... And so Isildur
cursed them - never to rest until they had
fulfilled their pledge.

SILENCE surrounds them, there are no birds, no wind. Only the
OMINOUSLY MUFFLED THUD of their horses' hooves on the dank FIR-
NEEDLES.

EXT. DIMHOLT GLEN - DAY

ANGLE ON: Before them, at the ROOT OF THE MOUNTAIN, a SHEER WALL
of ROCK towers...

GIMLI

(terrified whisper)

The very warmth of my blood seems
stolen away.

Within the walls, a creepy DARK DOOR gapes like a mouth of
night. SIGNS and FIGURES are carved above its WIDE ARCH.

LEGOLAS

(translating)

The way is shut. It was made by
those who are dead, and the Dead
keep it. The way is shut.

AT THAT MOMENT: A CHILL WIND seems to rush out of the DOORWAY
... ARAGORN stares into the BLACKNESS, his HAIR BLOWING WILDLY.
The HORSES REAR and 'BUCK' in terror, turning and GALLOPING
AWAY.

ARAGORN

Brego!

(CONTINUED)

CONTINUED:

The three HORSES DISAPPEAR ... ARAGORN turns resolutely towards the DOORWAY...

ARAGORN (cont'd)
(steely resolve)
I do not fear death!

ANGLE ON: ARAGORN WALKING into the BLACKNESS.

LEGOLAS quickly follows ... swallowed by the DARKNESS.

CLOSE ON: GIMLI left ALONE ... He hesitates, struggling with his FEAR.

GIMLI
Well, this is a thing unheard of ... An
Elf will go underground when a Dwarf
dare not.
(gritting his teeth)
Oh! I'd never hear the end of it!

GIMLI plunges into the TUNNEL behind the OTHERS!

EXT. DUNHARROW ENCAMPMENT - DAWN

MUCH ACTIVITY ... HORNS SOUND ... the ENTIRE CAMP is on the
MOVE ... fires are DOUSED, TENTS pulled down, HORSES saddled.

EXT. DUNHARROW PLATEAU - DAWN

ANGLE ON: THÉODEN strides through the CAMP, ÉOMER at his SIDE.

THÉODEN
We must ride light and swift. It's a long
road ahead ... and man and beast must reach
the end with the strength to fight.

ANGLE ON: MERRY ... preparing a LITTLE PONY with a SADDLE and
SUPPLIES. He is wearing an OVERSIZED HELMET and ROHIRRIM
CLOTHING ... he looks at once NERVOUS and EXCITED.

KING THÉODEN breaks away from a COLUMN and rides up to MERRY.

(CONTINUED)

CONTINUED:

THÉODEN (cont'd)

(gently)

Little Hobbits do not belong in war,
Master Meriadoc.

MERRY

All my friends have gone to battle.
I would be ashamed to be left behind!

THÉODEN

It's a three-day gallop to Minas Tirith.
None of my Riders can bear you as a burden.

MERRY

But ... I want to fight!

THÉODEN

I will say no more.

KING THÉODEN wheels his HORSE away...

MERRY is bitterly DISAPPOINTED. He stands, head down - a TINY DEJECTED FIGURE - as the MIGHTY ROHIRRIM on their LARGE HORSES ride by ... a jangling sea of HELMETS, SHIELDS and BANNERS.

SUDDENLY ... MERRY is plucked off the ground! A SOLDIER has snatched him by the collar ... and plonked him down on their SADDLE!

CLOSE ON: MERRY twists around, looking up at the SOLDIER ... Beneath a HELMET and MAIL HOOD is...

...ÉOWYN, disguised as a MAN!

ÉOWYN

(grimly)

Ride with me.

MERRY

My Lady!

CLOSE ON: MERRY'S face visible under the CAPE ... looking EXCITED!

(CONTINUED)

CONTINUED: (2)

ÉOMER

(shouting above the din)

Move out - move out!

THÉODEN

Ride! Ride now, for Gondor!

EXT. DUNHARROW VALLEY - DAWN

HIGH WIDE: The VALLEY FLOOR as THOUSANDS of HORSEMEN ride out after their KING.

EXT. PELENNOR FIELDS/MINAS TIRITH - DAY

ANGLE ON: GREAT SIEGE TOWERS and CATAPULTS are ROLLING across the PELENNOR FIELDS ... Thousands of FLAMING TORCHES light the snarling, slathering MORGUL ORCS ... marching in RAGGED RANKS.

ANGLES ON: Flowing torrents of ORCS stream past CAVE TROLLS, beating the DRUMS OF WAR ... MINAS TIRITH lies ahead - only TWO MILES AWAY!

INT. PATHS OF THE DEAD CAVERN - DAY

ANGLE ON: ARAGORN leads LEGOLAS and GIMLI into a WIDE CAVERN ... he WAVES HIS TORCH through the DARKNESS: ILLUMINATING a HUGE CAVERN...

A ghastly CREAKING NOISE, like stone being sundered, cuts through the SILENCE.

A GHOSTLY FIGURE steps from the ROCK WALLS!

ANGLES ON: ARAGORN, LEGOLAS and GIMLI look on in HORROR, as a MUMMIFIED SPECTRE looms before them: EYELESS SOCKETS ... ROTTEN TEETH ... a pale SICKLY GLOW ... the KING OF THE DEAD!

FOG SWIRLS around as the GHOST SNARLS at ARAGORN...

KING OF THE DEAD

Who enters my domain?

ARAGORN moves forward ... unflinching...

(CONTINUED)

CONTINUED:

ARAGORN

One who will have your allegiance.

KING OF THE DEAD

(snarl)

The Dead do not suffer the living to pass...

ARAGORN

You will suffer me!

The KING OF THE DEAD'S MALEVOLENT LAUGH echoes through the CAVES...

ANGLE ON: The FOG suddenly ROLLS BACK, forming a retreating wall of GREY VAPOR ... slowly, RANK upon RANK of SPECTRAL WARRIORS are revealed! GHOULISH FACES ... RUSTING WEAPONS ... TATTERED BANNERS.

WIDE ON: The FOG reveals a DEAD ARMY of MANY THOUSANDS ... assembled around the CAVERN!

ANGLE ON: ARAGORN stares GRIMLY at the KING OF THE DEAD.

CLOSE ON: THE KING OF THE DEAD as he smiles evilly at ARAGORN ... ARAGORN holds his GAZE...

KING OF THE DEAD

(chilling)

The way is shut...

THE KING OF THE DEAD moves relentlessly towards ARAGORN...

KING OF THE DEAD (cont'd)

It was made by those who are Dead and the Dead keep it...

WIDE: ARAGORN, LEGOLAS and GIMLI are now surrounded by an ARMY of the DEAD...

KING OF THE DEAD (cont'd)

The way is shut. Now, you must die.

ANGLE ON: LEGOLAS fires an ARROW at the KING OF THE DEAD ... it PASSES STRAIGHT THROUGH!

(CONTINUED)

CONTINUED: (2)

ARAGORN keeps moving forward, his eyes locked on the SPECTRE.

ARAGORN

(desperate)

I summon you to fulfill your oath!

ANGLE ON: The KING OF THE DEAD SNARLS and raises his DEADLY SWORD above ARAGORN'S HEAD!

KING OF THE DEAD

(raspy yell)

None but the King of Gondor may
command me!

QUICK BEAT: ARAGORN RAISES ANDÚRIL...

With a TERRIFYING SHRIEK, THE KING OF THE DEAD SWEEPS his SWORD towards ARAGORN'S HEAD!

SLOW MOTION: ARAGORN raises his SWORD in ANSWER ... a LOW WHISTLE as it SWEEPS through the AIR...

CLANG! The BLADE OF ANDÚRIL clashes with the SPECTRAL SWORD ... the SHARP RING of METAL reverberates through the CAVERNS!

CLOSE ON: THE KING OF THE DEAD stares at ARAGORN in DISBELIEF.

KING OF THE DEAD (cont'd)

(fearful)

It cannot be - that line was broken!

ANGLE ON: ARAGORN grabs the SHOCKED GHOST by the NECK...

ARAGORN holds the SHARP BLADE against the GHOST'S THROAT!

ARAGORN

It has been remade!

SILENCE.

ARAGORN releases the KING OF THE DEAD ... he ADDRESSES the GHOST ARMY.

(CONTINUED)

CONTINUED: (3)

ARAGORN (cont'd)

Fight for us and regain your honor!

GHOSTLY FACES stare hollow-eyed at ARAGORN...

ARAGORN (cont'd)

(yelling)

What say you?

SILENCE.

ARAGORN (cont'd)

What say you?

GIMLI

Aghh! You're wasting your time, Aragorn!
They had no honour in life, they have
none now in death.

ARAGORN

(yelling)

I am Isildur's heir. Fight for me
and I will hold your oath
fulfilled. What say you?

EXT. PELENNOR FIELDS/MINAS TIRITH - DAY

ANGLES ON: THOUSANDS OF ORCS continue moving relentlessly
forward ... Towards the WALLS of MINAS TIRITH.

EXT. MINAS TIRITH GATES - DAY

CLOSE ON: A GUARD yells down from the PARAPET above the HUGE
WOODEN GATE...

GATE GUARD

(yelling)

Open the gate! Quick!

ANGLE ON: The HUGE GATE swings open, revealing ... FARAMIR'S
badly wounded HORSE ... dragging FARAMIR behind! Both the HORSE
and FARAMIR are impaled with ORC ARROWS!

(CONTINUED)

CONTINUED:

IORLAS
(shocked)
Lord Faramir!

EXT. PELENNOR FIELDS/MINAS TIRITH - DAY

As CATAPULTS are prepared, GOTHMOG rides through ranks of ORCS...

INT. MINAS TIRITH, COURT OF THE KINGS - DAY

ANGLE ON: IORLAS and OTHER SOLDIERS arrive at the CITADEL with FARAMIR'S UNCONSCIOUS BODY on a STRETCHER ... PIPPIN follows them.

CLOSE ON: DENETHOR EMERGES from the TOWER HALL ... he runs towards his son...

DENETHOR
Faramir!

DENETHOR bends to the STRETCHER bearing his SON.

DENETHOR (cont'd)
(whisper)
Say not that he has fallen...

IORLAS
They were outnumbered, none survived.

CLOSE ON: PIPPIN devastated...

EXT. PELENNOR FIELDS/MINAS TIRITH - DAY

GOTHMOG turns to his LIEUTENANTS...

GOTHMOG
Fear! The city is rank with it. Let us ease their pain. Release the prisoners!

LIEUTENANT
Catapults!

At his ORDERS, the GREAT CATAPULTS fire THWAT! THWAT! THWAT!

EXT. MINAS TIRITH STREETS - DAY

The ORC CATAPULTS do not fire rocks...

HORROR sweeps through the streets of MINAS TIRITH as the SEVERED HEADS of FARAMIR'S HORSEMEN land amongst the SOLDIERS!

EXT. MINAS TIRITH COURT OF THE KINGS - DAY

DENETHOR looks down at FARAMIR'S UNCONSCIOUS BODY...

DENETHOR

My son is dead. My line has ended.

PIPPIN has run to FARAMIR and bends towards him...

PIPPIN

(touching FARAMIR'S forehead)

He's alive!

DENETHOR

The House of Stewards has failed!...

PIPPIN

(urgently)

He needs medicine, My Lord!

DENETHOR

My line has ended.

PIPPIN

(urgently)

My Lord!

ANGLE ON: DENETHOR slowly turning away ... walking as if in a TRANCE...

CLOSE ON: DENETHOR has reached the edge of the COURTYARD ... he STARES in SHOCKED DISBELIEF at the VISTA spread out BELOW:

HIGH WIDE ANGLE: A FULL VIEW of the ORC ARMY ... from the TOP of MINAS TIRITH.

(CONTINUED)

CONTINUED:

75,000 ORCS are spread out across the PELENNOR FIELDS like a sea of black ANTS.

CLOSE ON: TROLLS load the CATAPULTS with ROCKS.

BATTERING RAMS and SIEGE TOWERS are hauled on CHAINS. Thousands of flickering TORCHES give the army the look of a moving city in the MURKY MORDOR TWILIGHT.

CLOSE ON: DENETHOR ... struggling to regain the power of speech!

DENETHOR
(rasping whisper)
Rohan has deserted us.

ANGLE ON: A HUGE BOULDER smashes into the wall of MINAS TIRITH.

WIDE ON: BOULDERS HURTLE from CATAPULTS across the fields towards MINAS TIRITH.

DENETHOR (cont'd)
Théoden's betrayed me.

CLOSE ON: A BOULDER smashes into a BALCONY full of CIVILIANS.

CONFUSION and PANIC spread amongst the SOLDIERS.

DENETHOR (cont'd)
(panicked scream)
Abandon your posts!

CLOSE ON: PIPPIN, SHOCKED.

DENETHOR (cont'd)
Flee! Flee for your lives!

SUDDENLY: THWACK!

GANDALF'S STAFF smashes into the back of DENETHOR'S HEAD!
GANDALF grimly swings his staff again, CLUBBING DENETHOR to the GROUND!

(CONTINUED)

CONTINUED: (2)

ANGLE ON: GANDALF spins around and ADDRESSES the SOLDIERS:

GANDALF
(yell)
Prepare for battle!

EXT. MINAS TIRITH STREETS - DAY

ANGLE ON: GANDALF GALLOPS down the WINDING LABYRINTHINE STREETS on SHADOWFAX ... against the flow of FLEEING SOLDIERS.

GANDALF
(yelling)
Return to your posts!

CUT TO:

EXT. MINAS TIRITH BATTLEMENTS - DAY

ANGLE ON: SHADOWFAX bounds up STAIRS onto the LEVEL ONE BATTLEMENTS ... GANDALF looks at the approaching ORC ARMY, now less than 50 yards from the WALLS of the CITY!

GANDALF
(angry yell)
Send these foul beasts into the abyss!

QUICK CUTS: MIGHTY WOODEN CATAPULTS positioned within the walls of MINAS TIRITH are fired!

EXT. MINAS TIRITH - DAY

THWAT! THWAT! THWAT! CATAPULTS send their great ROCKS high into the air, over the BATTLEMENTS!

Dizzying AERIAL SHOTS of huge BOULDERS flying up close to CAMERA ... then falling away towards the ORCS!

CRUNCH!! BOULDERS flatten ORCS. THWAT!! 100 more ROCKS ... THWAT!! another 100!! The ORC FRONT RANKS are in disarray!

EXT. PELENNOR FIELDS/MINAS TIRITH - DAY

As the GREAT BOULDERS land among them, the ORCS start to PANIC!

(CONTINUED)

CONTINUED:

GOTHMOG
Stay where you are!

INTERCUT WITH:

EXT. MINAS TIRITH BATTLEMENTS - DAY

GANDALF walks the BATTLEMENTS as huge BOULDERS rain onto the ORC ARMY below...

INTERCUT WITH:

EXT. PELENNOR FIELDS/MINAS TIRITH - DAY

GOTHMOG glances up at a WHISTLING SOUND - a huge BOULDER hurtles towards him. He side-steps CALMLY out of the way ... spitting on the BOULDER in CONTEMPT.

CUT TO:

EXT. MINAS TIRITH BATTLEMENTS - DAY

SUDDENLY! 9 NAZGÛL DIVE out of the DIM SKY, CLAD in BATTLE ARMOUR!

ANGLES ON: SOLDIERS throw themselves down as the NAZGÛL zoom overhead, emitting their PIERCING SHRIEKS! GONDORIAN SOLDIERS run for SHELTER in PANIC, covering their ears...

CLOSE ON: PIPPIN COWERING...

GANDALF
(rallying)
Stand to your posts! Do not give in to
fear. Fight!

QUICK CUTS: MIGHTY WOODEN CATAPULTS positioned within the walls of MINAS TIRITH are fired!

The NAZGÛL circle LOW over the CITY, like VULTURES seeking doomed men's flesh. SOLDIERS are plucked into the AIR by SHRIEKING NAZGÛL and dropped to their DEATHS hundreds of FEET BELOW. TOWERS and BUILDINGS are DESTROYED. CHAOS as SOLDIERS, WOMEN and CHILDREN DODGE falling MASONRY.

(CONTINUED)

CONTINUED:

CLOSE ON: GONDORIAN SOLDIERS send a rain of arrows at the approaching TOWERS and TROLLS.

GANDALF (cont'd)
Not at the towers! Aim for the Trolls!
Kill the Trolls! Bring them down!

TOO LATE! The TOWERS reach the walls, their DOORS crashing down, releasing ORCS directly onto the LOWER LEVELS.

As the ORCS swarm from the TOWER, GANDALF realises PIPPIN has come down from the CITADEL...

GANDALF (cont'd)
Peregrin Took - go back to the citadel!

PIPPIN
(stupor)
They called us out to fight...

PIPPIN looks stunned, as a HUGE ORC leaps towards him... GANDALF intercepts the BEAST, striking him with his STAFF...

GANDALF
(urgency)
This is no place for a Hobbit!

GANDALF wields his STAFF, cutting through the attacking ORC with EASE ... BEHIND him, an ORC prepares to cut down GANDALF ... PIPPIN instinctively slashes his SWORD at him.

ANGLE ON: GANDALF turns on PIPPIN, smiling despite himself.

GANDALF
Guard of the Citadel, indeed! Now,
back up the hill - quickly! Quickly!

CUT TO:

EXT. PELENNOR FIELDS - DUSK

ANGLE ON: Out of the BLACK SWIRLING BATTLE. SMOKE crawls an IRON MONSTER! A MASSIVE WHEELED BATTERING RAM ... 60 FEET HIGH and 150 FEET LONG ... pushed by 20 huge MOUNTAIN TROLLS ... a MASSIVE IRON HEAD, cast in the likeness of a SNARLING WOLF!

(CONTINUED)

CONTINUED:

...this is GROND ... the BATTERING RAM FROM HELL! The ORC are chanting as the BEAST is wheeled closer and closer to the GATES...

ORCS

Grond! Grond! Grond!

EXT. MINAS TIRITH BATTLEMENTS - DUSK

CLOSE ON: GANDALF ... blanching at the sight of this crawling IRON MONSTER!

CUT TO:

EXT. PASS OF CIRITH UNGOL, TUNNEL MOUTH - DAY

ANGLE ON: GOLLUM leads FRODO up a LONG RAVINE between COLUMNS of TORN and WEATHERED ROCK.

AHEAD is a GREAT GREY WALL, a last huge mass of mountain stone ... and in the SHADOWS at the base of the TOWERING ROCK lies a TUNNEL.

FRODO reacts to the FOUL STENCH coming out of the BLACK HOLE.

FRODO

(exhausted)

What is this place?

GOLLUM

Master must go inside the tunnel.

FRODO

Now that I'm here, I don't think I want to.

SMÉAGOL

It's the only way.

(GOLLUM; slyly)

Go in, or go back.

FRODO stares into the darkness...

(CONTINUED)

CONTINUED:

FRODO
(under his breath)
I can't go back.

CLOSE ON: GOLLUM, his sparse oily hair hanging like rank weed over his hooded eyes...

Drawing a DEEP BREATH, FRODO follows GOLLUM into the TUNNEL.

INT. SHELOB'S TUNNEL - DAY

FRODO nearly GAGS.

FRODO
What's that smell?

GOLLUM
(lying)
Orcses filth! Orcses come in here
sometimes.

They continue on, deep into the DARK TUNNEL ... FRODO is feeling his way in the dark, following the SOUND of GOLLUM'S scampering.

GOLLUM (O.S.)
(disembodied)
Hurry!

FRODO follows the sound of GOLLUM'S voice. He is VERY TIRED.

GOLLUM (O.S.) (cont'd)
(disembodied)
This way.

FRODO cannot see GOLLUM in the MURKY TUNNEL...

FRODO
Sméagol!

GOLLUM (O.S.)
(disembodied)
Over here.

(CONTINUED)

CONTINUED:

FRODO slips as he tries to follow the voice ... He puts his HAND to the WALL to STEADY HIMSELF but quickly YANKS it away ... strands of a WHITE THREAD stuck to his HAND.

FRODO
It's sticky ... What is it?

GOLLUM is nowhere to be seen ... only his voice echoes back down the LABYRINTH of TUNNELS.

GOLLUM (O.S.)
You will see ... Oh, yes ... You will see.

FRODO FREEZES!

FRODO
(nervous)
Sméagol! Sméagol!

NO ANSWER, no echo, not even a tremor in the air.

FRODO (cont'd)
(panicked)
Sméagol!

CLOSE ON: FRODO realises with HORROR that GOLLUM has deserted him!

FRODO (cont'd)
(whisper)
Sam.

CLOSE ON: FRODO breathing hard ... passing all manner of creatures, trussed up in evil WEB-LIKE material...

A BUBBLING HISS can be heard ... There is a CREAKING as some great JOINTED THING moves with slow purpose in the DARK...

FRODO begins to run in BLIND PANIC...

CUT TO:

EXT. CIRITH UNGOL STAIRS - DAY

SAM stumbles blindly down the ANCIENT STAIRS, reckless and uncaring, his face pale and devastated.

CLOSE ON SAM'S FOOT slips...

...SUDDENLY, as if the ground has given way beneath him, SAM is slipping and sliding dangerously OUT OF CONTROL.

ANGLE ON: SAM thudding into a LARGE ROCK, which save him from tumbling headlong over the PRECIPICE.

Something catches SAM'S EYE ... he stares, barely breathing.

CLOSE ON: A package of LEMBAS BREAD...

ANGLE ON: SAM looking BACK up the LONG STEEP STAIR...

CUT TO:

INT. SHELOB'S TUNNEL - DAY

FRODO is running BLINDLY ... He falls, trapped in the sticky substance which CLINGS to him. As he lays on the ground, unable to move, a VOICE comes to him as if from a distant memory...

GALADRIEL (V.O.)

I give you the light of Eärendil - our most beloved star. May it be a light for you in dark places, when all other lights go out.

CLOSE ON: FRODO fumbles in his JACKET, FEAR growing in him ... he pulls out the GLASS PHIAL - his GIFT from GALADRIEL - he holds it aloft.

FRODO

(stronger)

Aiya Eärendil Elenion Ancalima!

Hail Eärendil brightest of the Stars!

The PHIAL flickers ... kindles into a SILVER FLAME - a BRIGHT RADIANT STARLIGHT!

(CONTINUED)

CONTINUED:

LOW ANGLE ON: The LIGHT instantly REVEALS a HUGE LOATHSOME SPIDER ... towering over FRODO!

CLOSE ON: SHELOB the SPIDER HISSES at the LIGHT! TWO great clusters of many-windowed EYES protrude from her bulbous head. Her LEGS are bent, with a 12-FOOT SPAN and HAIRS that stick out like steel spines. Her HUGE, SWOLLEN BODY, a vast bloated bag, sways and sags between her legs. Her age-old BLACK HIDE is knobbly and pitted, blotchy with LIVID MARKS ... but her belly underneath is PALE and LUMINOUS.

SHELOB beats the air with her FORELEGS.

ANGLE ON: Calling up all his remaining STRENGTH and RESOLUTION, FRODO forces his LEGS to MOVE ... he backs away keeping his EYES on SHELOB.

SHELOB crawls SLOWLY towards his ... then, with sudden hideous SPEED, she ATTACKS!

She lashes out with her FRONT LEGS ... FRODO is flung back ... the GLASS PHIAL clatters to the TUNNEL FLOOR, casting an eerie LOW LIGHT.

SHELOB squats above FRODO, her EYE CLUSTERS fidgeting with hideous delight, gloating over a prey trapped beyond all hope of escape.

SUDDENLY! FRODO draws STING! He slashes wildly at the GIANT SPIDER ... hewing off the TIP of a LEG!

SHELOB SPASMS ... a WILD BLUR of thrashing LEGS!

ANGLE ON: FRODO leaps to his feet and RUNS - not even PAUSING to pick up the PHIAL of LIGHT!

TRACKING BACK: with FRODO as he careens blindly down NARROW TUNNELS, gasping in the CHOKING AIR ... looking back over his shoulder for any sign of SHELOB.

ANGLE ON: FRODO sees the TUNNEL EXIT ahead...

...just as he runs straight into a great COBWEB!

(CONTINUED)

CONTINUED: (2)

CLOSE ON: FRODO ... eyes wild with fear ... as he tries to wrench STING free of the STICKY WEB.

GOLLUM (O.S.)
(sing-song)
*Naughty little fly,
Why does it cry?*

ANGLE ON: GOLLUM on the other side of the WEB...

GOLLUM
*Caught in her web,
Soon you'll be...
...Eaten!*

ANGLE ON: FRODO as he SLASHES WILDLY with STING. The SHINING BLADE of STING as it hacks through the FIBROUS STRANDS. They whip and snap back into FRODO'S FACE as he cuts himself free.

ANGLE ON: Back up the TUNNEL - lit by the LIGHT OF GALADRIEL - SHELOB'S HEAVING SHADOW approaches...

CLOSE ON: GOLLUM watches in mounting disbelief as STING slashes through the WEB ... DISBELIEF turns to FEAR as SHELOB gets closer and closer, GOLLUM quickly turns and BOLTS...

FRODO hacks at the WEB and with a last desperate LUNGE, frees himself ... STING is caught in the WEB ... FRODO leaves the SWORD and THROWS HIMSELF through a narrow CREVICE...

EXT. PASS OF CIRITH UNGOL - DAY

ANGLE ON: FRODO stumbles out of SHELOB'S LAIR ... Tumbling onto COLD ROCK.

ANGLE ON: FRODO covered in COBWEBS, wild-eyed and drenched in SWEAT ... He looks up as GOLLUM lunges at him.

GOLLUM
*Got away did it, Precious? Not this
time, not this time!*

GOLLUM and FRODO fight ... Rolling on the GROUND towards the EDGE of a PRECIPICE...

(CONTINUED)

CONTINUED:

FRODO pins GOLLUM on the ground, hands around his throat.

SMÉAGOL

It wasn't us! It wasn't us! Sméagol
wouldn't hurt master.

ANGLE ON: FRODO'S fingers squeeze tighter around GOLLUM'S
THROAT.

SMÉAGOL (cont'd)

Sméagol promised. You must believe us.
It was the Precious! The Precious made
us do it!

FRODO has a sudden moment of SELF REALISATION and releases
GOLLUM, horrified at his VIOLENCE.

ANGLE ON: GOLLUM cowering black ... COUGHING and SPUTTERING.

ANGLE ON: FRODO looking at SMÉAGOL, in SHOCK, he gets to his
FEET.

FRODO

(shaky)

I have to destroy it, Sméagol. I have
to destroy it for both our sakes.

SMÉAGOL stares at FRODO in DISBELIEF ... in a FURY he LUNGES at
FRODO who falls backwards, dangerously close to the edge of the
PRECIPICE - GOLLUM tumbles over FRODO'S BODY and FALLS to the
bottom of the RAVINE...

EXT. PASS OF CIRITH UNGOL - NIGHT

FRODO, overcome with EXHAUSTION, stumbles down the steep stairs
of CIRITH UNGOL ... He is full of REMORSE at his TREATMENT of
SAM...

FRODO

I'm so sorry, Sam.

FRODO falls to his knees -

(CONTINUED)

CONTINUED:

FRODO (cont'd)
...so sorry...

EXT. FRODO'S DREAM, LOTHLÓRIEN - DAY

CLOSE ON: FRODO lands on SOFT GREEN GRASS.

SUN DRENCHED IMAGES: Of trees ... of fields ... of
LOTHLÓRIEN...

HAZY IMAGE: GALADRIEL walking towards him, BARE-FOOT on the
GRASS...

GALADRIEL
This task was appointed to you,
Frodo of the Shire. If you do not
find a way ... no one will.

GALADRIEL leans down towards FRODO, OFFERING her hand ... for a
beat, FRODO stares at her ... torn, not wanting to go on,
wanting to lie down ... But he knows what he must do.

ANGLE ON: FRODO ... as he is LIFTED to HIS FEET.

ANGLE ON: FRODO - once again in the dark, rank tunnels of the
PASS of CIRITH UNGOL ... He goes on.

CUT TO:

EXT. MINAS TIRITH STREETS - NIGHT

ANGLES ON: FLAMING MISSILES rain down on the CITY!

A DEEP BOOM!

GROND thuds against the MINAS TIRITH GATE ... sending a
VIBRATION running through the city!

ANGLE ON GANDALF, on SHADOWFAX, leads SEVERAL HUNDRED GONDORIAN
FOOT SOLDIERS down through the streets.

GANDALF
To the Gates! Man the Gates!

CUT TO:

EXT. MINAS TIRITH, COURT OF THE KINGS - NIGHT

PIPPIN watches as FARAMIR'S UNCONSCIOUS BODY is carried on the STRETCHER by DENETHOR'S SERVANTS lead by DENETHOR ... it has the atmosphere of a FUNERAL.

INT. MINAS TIRITH, STEWARD'S TOMB - NIGHT

ANGLE ON: An IRON DOOR creaks OPEN ... FARAMIR'S PROCESSION enters a WIDE VAULTED CHAMBER.

The LANTERN LIGHT throws great SHADOWS upon the SHROUDED WALLS of a wide VAULTED CHAMBER, ROW upon ROW of MARBLE TOMBS are visible in the DIM LIGHT. Upon each TOMB lies a SLEEPING FORM, carved in STONE, hands folded.

DENETHOR speaks in a HUSHED VOICE...

DENETHOR

(whisper)

No tomb for Denethor and Faramir. No long,
slow, sleep of death embalmed. We shall
burn, like the heathen kings of old.

The SERVANTS place FARAMIR'S UNCONSCIOUS BODY on a STONE TABLE in the CENTRE of the CHAMBER. They stand, heads bowed ... as MOURNERS beside a bed of death.

DENETHOR turns to his SERVANTS.

DENETHOR (cont'd)

Bring wood and oil!

CUT TO:

EXT. MINAS TIRITH GATES - NIGHT

BOOOMM! The GATE SPLINTERS under GROND'S mighty weight ... Behind the GATES the GONDORIAN FOOT SOLDIERS are FEARFUL...

GANDALF rallies the line of BOWMEN as they wait in front of the GREAT DOORS ... their COURAGE wavering with each CRASHING BLOW...

(CONTINUED)

CONTINUED:

GANDALF
(commanding)
Steady! Steady!

SUDDENLY the FEARSOME HEAD protrudes into MINAS TIRITH!

GANDALF (cont'd)
You are soldiers of Gondor! No
matter what comes through that gate
you will stand your ground!

Within MOMENTS the GATE is smashed and GIANT CAVE TROLLS
enter into the FIRST CIRCLE of MINAS TIRITH, under the
archway that no enemy had ever passed!

GANDALF
(yelling)
Fire!

ROWS of ARCHERS fire off a VOLLEY of ARROWS but the TROLLS
continue to SMASH the FOOT SOLDIERS with their giant CLUBS ...
ORCS swarm through the OPENING and the PITCHED, HAND-TO-HAND
BATTLE spills into the FLAMES and BLACKENED, SMOULDERING
BUILDINGS ... through the streets of MINAS TIRITH.

ANGLE ON: With a ROAR, GANDALF leads a COUNTER ATTACK on
SHADOWFAX, followed by SEVERAL HUNDRED GONDORIAN FOOT SOLDIERS!

THOUSANDS OF ORCS swarm in through the CITY GATES ... the FIRST
LEVEL is breached!

CUT TO:

EXT. PASS OF CIRITH UNGOL - DAY

ANGLE ON: FRODO STAGGERS through the PASS OF CIRITH UNGOL ...
the weight of the RING, dragging at his neck.

HE MOVES FORWARD, fueled by a GRIM RESOLVE...

ANGLE ON: FRODO starts climbing a STONE STAIRCASE that climbs
through a NARROW PASS ... TALL PEAKS rise on either side, like
pillars holding up a sagging sky.

(CONTINUED)

CONTINUED:

AHEAD is the SUMMIT of CIRITH UNGOL ... and an ORC WATCH TOWER! A FAINT LIGHT glows from within the STONE TOWER ... the PATH over the SUMMIT is in FULL VIEW of the ORCS.

FRODO stays CLOSE to the ROCK WALL, masked by SHADOWS.

LOW ANGLE: Behind FRODO, SHELOB APPEARS! With hideous STEALTH, she follows FRODO...

ANGLE ON: FRODO slowly climbing the STONE STAIRS ... his GAZE and CONCENTRATION on the ORC TOWER. Behind him, SHELOB lurches into a HORRIBLE SCUTTLE down the SHEER ROCK FACE.

CLOSE ON: FRODO suddenly sense the LURKING MALICE ... he SPINS AROUND: Before he can react, SHELOB VICIOUSLY STABS FRODO in the NECK with her monstrous abdominal STINGER!

FRODO instantly goes LIMP ... SHELOB'S LEGS catch him as he falls ... she quickly starts WEAVING COBWEBS around him. With great dexterity, she tumbles the LITTLE HOBBIT over and over in her LEGS, binding him in WEB from HEAD to TOE!

SUDDENLY!... The RAZOR SHARP EDGE of a SWORD comes into shot.

REVEAL ON: SAMWISE GAMGEE stands before the GIANT SPIDER - STING clutched in one hand, the SHINING PHIAL in the other!

SAM

Let him go, you filth!

SHELOB HISSES at SAM ... DROPPING FRODO ... he ROLLS down the STAIRS in his WEB COCOON.

SAM (cont'd)

You will not touch him again!

SAM moves forward, a fell light in his normally friendly eyes.

SAM (cont'd)

Come on and finish it!

SAM SWINGS the small sword ... SLASHING upward!

(CONTINUED)

CONTINUED: (2)

ANGLE ON: SHELOB HISSES and REARS above SAM, her STINGER dribbling with VENOM!

SAM ducks inside the arch of her LEGS and STABS STING into one of her EYE CLUSTERS!

CLOSE ON: SHELOB SCREAMS, her MANDIBLES thrashing wildly, GREEN OOZE trickling from her WOUNDED EYE.

With HIND LEGS, SHELOB picks SAM off the ground and TOSSES him BACKWARDS! SAM lands heavily ... and SHELOB POUNCES!

ANGLE ON: SHELOB heaves the great bag of her BELLY high above SAM'S HEAD. As she splays her legs to drive her huge bulk down on him, SAM lifts the ELVEN BLADE above his head, holding it with TWO HANDS.

STING slides into SHELOB'S SOFT UNDERBELLY! A SHUDDER runs through her! HEAVING up again, she wrenches herself away from the PAIN ... her LIMBS writhing beneath her.

ANGLE ON: JERKING and QUIVERING, SHELOB crawls to her HOLE, leaving a trail of GREEN-YELLOW SLIME. She SQUEEZES down the HOLE and DISAPPEARS ... the SOUND of her BUBBLING MISERY fades.

ANGLE ON: SAM RACES TO FRODO...

SAM (cont'd)
(worried)
SAM
Mr. Frodo!

CLOSE ON: SAM RIPS COBWEBS away from FRODO'S HEAD ... his FACE is DEATHLY PALE.

SAM (cont'd)
(panicking)
Oh no! Frodo!

CLOSE ON: FRODO'S PALE, LIFELESS FACE.

SAM (cont'd)
Mr. Frodo! Wake up!

FRODO'S head LOLLS LIFELESSLY in SAM'S ARMS.

(CONTINUED)

CONTINUED: (3)

SAM (cont'd)
(desperate whisper)
Wake up ... don't leave me here alone.
Don't go where I can't follow. Wake up!

CLOSE ON: FRODO STARING, UNMOVING.

SAM (cont'd)
(numbly)
Not asleep ... Dead.

SAM lays his FACE on FRODO'S CHEST ... WEEPING SOFTLY.

CLOSE ON: STING'S BLADE GLOWS BLUE!

SOUNDTRACK: TRAMPING FEET approach ... CLINKING METAL ... HARSH SHOUTS!

CLOSE ON: SAM looks up ... looks back down at FRODO.

CLOSE ON: SAM looks up at the ORC TOWER and then at STING which is glowing BLUE! ORCS approach - SAM must make a decision.

ANGLE ON: A SMALL PARTY of ORCS and URUK-HAI heading down the STAIRS from the WATCH TOWER! ... SHAGRAT leads the URUK-HAI, and GORBAG leads the ORCS.

GORBAG spies FRODO'S BODY...

GORBAG
What's this? Looks like Old Shelob's
been having a bit of fun!

SHAGRAT
Killed another one, has she?

ANGLE ON: GORBAG peers curiously at FRODO as he leans down and pokes at FRODO'S LIFELESS BODY.

GORBAG
No ... this fellow ain't dead.

CLOSE ON: SAM, hidden in a rock crevice, as SHOCK sweeps across his FACE!

(CONTINUED)

CONTINUED: (4)

SAM

(to himself)

Not dead!

SHAGRAT

(excited)

She jabs him with her stinger and they go as limp as a boned fish. Then she has her way with them. That's how she likes to feed - fresh blood.

(yelling)

Get him to the Tower!

SAM

Samwise, you fool!

ANGLE ON: The ORCS GRUNT as they lift FRODO ... and CARRY him back towards the WATCH TOWER.

ORC 2

This fellow will be awake in a few hours.

GORBAG

Then he'll wish he'd never been born.

ORC LAUGHTER ... FRODO is carried up the steep STAIRS...

CUT TO:

INT. MINAS TIRITH/STEWARD'S TOMB - NIGHT

FROM the SHADOWS PIPPIN watches, aghast, as FARAMIR is lain on a FUNERAL PYRE...

CLOSE ON: DENETHOR kisses FARAMIR'S sweating, FEVERED brow.

DENETHOR

The house of his spirit crumbles!
He is burning ... already burning.

ANGLE ON: BUNDLES of DRIED FIREWOOD are being stacked around FARAMIR'S BODY.

ANGLE ON: PIPPIN rushes forward, desperately PULLING the FIREWOOD AWAY!

(CONTINUED)

CONTINUED:

PIPPIN
(yelling)
He's not dead! He's not dead!

DENETHOR grabs PIPPIN by the collar! He roughly carries him towards the door.

PIPPIN (cont'd)
No! No! No! He's not dead. No!

DENETHOR
(menacing)
Hear now, Peregrin, son of Paladin ... I release you from my service...

DENETHOR throws PIPPIN outside!

DENETHOR (cont'd)
Go now and die in what way seems best to you.

DENETHOR SLAMS the DOOR SHUT!

DENETHOR (O.S.)
(ordering)
Pour oil on the wood!

CUT TO:

EXT. MINAS TIRITH STREETS - NIGHT

ANGLE ON: PIPPIN RACES down the STEEP STREETS ... passing SOLDIERS running back from the BURNING CITY. GREAT BALLS of FIRE are hurtling through the air ... The city is in CHAOS.

PIPPIN
(yelling)
Gandalf? ... Gandalf?

AMIDST the FLEEING SOLDIERS...

GANDALF
Pull back - to the second level! Hurry!
Get the women and children out of here -
get them out!

(CONTINUED)

CONTINUED:

PIPPIN desperately pushes against the TIDE of SOLDIERS retreating from the FIGHTING.

INTERCUT WITH:

EXT. PELENNOR FIELDS - NIGHT

GOTHMOG turns to his SECOND LIEUTENANT...

GOTHMOG

Move into the city ... Kill all in your path.

INTERCUT WITH:

EXT. MINAS TIRITH STREETS

As ORC run through the STREETS, MEN, WOMEN, and CHILDREN flee ... the PITCHED BATTLE continues...

GANDALF

Fight! Fight for your lives!

SUDDENLY! in the midst of the BATTLE, GANDALF turns ... SHRILL and CLEAR come the sounds of DISTANT HORNS! Off the SIDE of MOUNT MILLDOLLUIN, they dimly ECHO - WAR HORNS of the west ... ROHAN HAS COME!

CUT TO:

EXT. PELENNOR FIELDS - DAWN

GOTHMOG turns at the sound of the DISTANT HORNS...

WIDE ON: 6000 HORSEMEN, lead by THÉODEN and ÉOMER, step up to the SKYLINE...

ANGLE ON: MINAS TIRITH lies less than a MILE AWAY, down a gentle slope. Over 50,000 ORCS are swarming around the base of the city ... thick BLACK SMOKE belches from within it.

CLOSE ON: MERRY BLANCHES with FEAR ... ÉOWYN puts a comforting hand on his shoulder.

(CONTINUED)

CONTINUED:

ÉOWYN

(whisper)

Courage, Merry ... courage for our
friends.

On the BATTLE FIELD, GOTHMOG walks among his troops...

GOTHMOG

Form ranks, you maggots! Form ranks!
Pikes in front, lances behind.

The ORCS PREPARE for BATTLE.

ANGLE ON: THÉODEN gallops in front of his ARMY, ISSUING URGENT
ORDERS to his CAPTAINS:

THÉODEN

(urgent)

Éomer, take your Éored down the left
flank ... Gamling! Follow the King's
banner down the centre. Grimbold,
take your company right, after we
pass the wall. Forth, and fear no
darkness!

CLOSE ON: THÉODEN rides to the front of his ARMY. He rises in
his stirrups, TALL and PROUD, yelling in a clear, LOUD VOICE.

THÉODEN (cont'd)

Arise, arise, Riders of Théoden!
Spears shall be shaken, shields
shall be splintered ... A sword day,
a red day , 'ere the sun rises!

ANGLE ON: A RAY of SUNLIGHT escapes through the BLACK CLOUDS
bathing the ROHIRRIM in GOLDEN LIGHT. WEAPONS and ARMOUR
GLEAMS ... as 6000 HORSEMEN hold their SPEARS aloft!

Below, on PELENNOR FIELD, the ORC kneel and raise their
LANCES in READINESS...

ANGLE ON: ÉOWYN, her arm around MERRY before her...

(CONTINUED)

CONTINUED: (2)

ÉOWYN

(terrified)

Whatever happens, stay with me.
I'll look after you.

MERRY looks on in SHOCK...

ANGLE ON: As THÉODEN rides past the ranks of SOLDIERS he runs his LANCE along their SPEARS ... The noise echoes through the RANKS as the WEAPONS of other RIDERS CLATTER in response...

THÉODEN

(stirring call)

Ride now, ride now, ride, ride for
ruin, and the world's ending!

THÉODEN faces his ENEMY!

THÉODEN (cont'd)

Death!

ROHIRRIM

(6000 voices)

Death!

CLOSE ON: MERRY is swept up in the emotion ... he whips out his LITTLE SWORD!

THÉODEN

Death!

MERRY

Death!

ÉOWYN

Death!

THÉODEN

(yelling)

Death! Forth, Eorlingas!

ALL the HORNS of the ROHIRRIM burst BLAST upon BLAST!

(CONTINUED)

CONTINUED: (3)

ANGLE ON: The 6000 ROHIRRIM move off, a great WALL of HORSES and SPEAR POINTS, building up to a GALLOP like a rising tide, as they CHARGE TOWARDS the 50,000 ORCS!

ANGLE ON: MERRY, wind blowing in his hair, ÉOWYN'S ARM around his chest ... as he YELLS at the top of his lungs!

ANGLE ON: GOTHMOG marshaling his troops.

GOTHMOG

Fire!

The first VOLLEY of ARROWS hit the ROHAN SOLDIERS ... The charge continues...

THÉODEN

Charge!

The second VOLLEY ... GOTHMOG watches in HORRIFIED AWE as the ROHAN ADVANCE CONTINUES ... SUDDEN FEAR runs through the ORC and URUK-HAI assembled on PELENNOR FIELD ... The ROHAN charge like MEN POSSESSED!

ANGLE ON: The WALL of ROHIRRIM HORSES and SPEARS is seemingly unstoppable! Entire ORC COMPANIES vanish under their hooves, like sand beneath a foaming breaker, as they RACE towards the MAIN BODY of the ORC ARMY!

ANGLES ON: ORC ARCHERS fire into the thundering ROHIRRIM ... ORC SPEARS LOWER ... the SUDDENLY the ROHIRRIM crash into the ORCS and the screen is FILLED with hacking, SLASHING SWORDS and CLASHING SHIELDS...

...A JAW DROPPING SIGHT!

EXT. MINAS TIRITH STREETS - DAWN

ANGLE ON: PIPPIN rushes towards GANDALF, dodging FLAMING DEBRIS.

PIPPIN

(panicked yell)

Gandalf!

GANDALF wheels around on SHADOWFAX...

(CONTINUED)

CONTINUED:

PIPPIN (cont'd)
(breathless)
Denethor has lost his mind. He's
burning Faramir alive!

GANDALF pulls PIPPIN onto SHADOWFAX.

GANDALF
Come! Quickly!

EXT. PELENNOR FIELDS - DAWN

The ROHAN charge is decimating the ENEMY!

CUT TO:

INT. MINAS TIRITH, STEWARD'S TOMB - DAWN

LOW ANGLE POV: DENETHOR standing on the table astride
FARAMIR, pouring OIL over his OWN HEAD ... It runs through
his hair and down his face, quickly soaking his ROBES.

CLOSE ON: FARAMIR, his eyes flicker open. As he tries to FOCUS
through his delirium, OIL splashes onto his CHEST and FACE.

DENETHOR
Set a fire in our flesh!

BUNDLES of OIL-SOAKED wood are STACKED all around them.

SERVANTS are holding FLAMING TORCHES, awaiting their orders
... DENETHOR nods to them:

The SERVANTS approach the PYRE, TORCHES held firmly.

AT THAT MOMENT: GANDALF and PIPPIN burst into the HALLOWS,
astride SHADOWFAX!

GANDALF
(yelling)
Stay this madness!

The fearful SERVANTS back away from the PYRE...

(CONTINUED)

CONTINUED:

CLOSE ON: With a ROAR, DENETHOR SNATCHES a FLAMING TORCH ... and HURLS it at the PYRE!

WHOOSH! The PYRE IGNITES!

ANGLE ON: GANDALF GALLOPS towards the PYRE, knocking DENETHOR off his FEET ... PIPPIN LEAPS from SHADOWFAX onto the BURNING PYRE!

With a desperate strength, PIPPIN pushes FARAMIR off the BURNING PYRE ... they tumble down the BUNDLES of WOOD, onto the FLOOR! PIPPIN douses the FLAMES on FARAMIR'S clothing.

DENETHOR SCREAMS with RAGE!

DENETHOR

No! Do not take my son from me!

DENETHOR leaps ACROSS THE PYRE, RIPPING and TUGGING at PIPPIN! FIRE quickly spreads up DENETHOR'S OIL-SOAKED BACK as he hauls PIPPIN off FARAMIR!

ANGLE ON: SHADOWFAX rears up and STRIKES at DENETHOR who falls back onto the PYRE.

CLOSE ON: DENETHOR ... he looks into his SON'S eyes ... for a BRIEF MOMENT, SANITY returns.

DENETHOR (cont'd)

(whisper)

Faramir...

ANGLE ON: FLAMES begin to ENGULF DENETHOR...

CLOSE ON: GANDALF pulls PIPPIN to safety ... they look in HORROR as...

SUDDENLY! DENETHOR lurches off the PYRE! Now a SCREAMING unguided BALL OF FLAME, he runs across the CHAMBER, disappearing out of the door!

(CONTINUED)

CONTINUED: (2)

GANDALF

(grimly)

So passes Denethor, Son of Ecthelion.

CUT TO:

EXT. MINAS TIRITH - DAY

DENETHOR runs across the WHITE COURT atop MINAS TIRITH ... and PLUMMETS straight over the 700 FOOT SHEER DROP into the FLAMING CITY below!

EXT. PELENNOR FIELDS - DAY

PAN OFF: DENETHOR'S DEATH PLUNGE to the ROHIRRIM gaining the upper hand - VAST NUMBERS of ORCS are SLAIN, or are FLEEING!

ÉOMER

Drive them into the river!

THÉODEN STANDS PROUD in his saddle, YELLING to his ROHIRRIM!

THÉODEN

(yelling)

Make safe the city!

CLOSE ON: THÉODEN ... his look of JOY turns to HORROR!

ANGLE ON: Across the VAST SEA of BATTLE come...

...20 MÛMAKIL! MASSIVE elephant-like CREATURES, each carrying a WAR-TOWER, packed with HARADRIM ARCHERS!

ANGLE ON: ROHIRRIM RIDERS PANICKING.

CLOSE ON: THÉODEN on his HORSE, CIRCLING AMONGST THEM.

THÉODEN (cont'd)

Reform the line...Reform the line!

ANGLE ON: ROHIRRIM HORSES MOVING BACK INTO LINE.

THÉODEN (cont'd)

(to GAMLING)

Sound the charge!

(MORE)

(CONTINUED)

CONTINUED:

 THÉODEN (cont'd)
 (sword raised)
 ...Charge!

ANGLE ON: ROHIRRIM RIDERS CHARGE TOWARDS THE LINE OF MÛMAKIL!

ANGLES ON: The MÛMAKIL BELLOW as they are goaded into war, driven mercilessly by their brutal HARADRIM MASTERS. They LUMBER into the SEA of MEN, crushing RIDERS and HORSES beneath their MASSIVE FEET! Their SPIKED TUSKS swing wildly, sweeping and impaling RIDERS!

HARADRIM ARCHERS are sending a RAIN of ARROWS into the PANICKING ROHIRRIM!

ÉOWYN and MERRY are THROWN from their HORSE...

EXT. MINAS TIRITH - DAWN

HIGH WIDE: The SIXTH LEVEL of the CITY ... Smoke rising around it, fires burning beneath it...

EXT. THE SIXTH GATE, MINAS TIRITH - DAWN

WIDE ON: A rabble of ORCS are clustered outside the SIXTH GATE as TROLLS pound on its WOODEN DOORS with HUGE HAMMERS.

ANGLE ON: WOOD splinters ... The DOORS are near breaking point.

ANGLE ON: GANDALF and PIPPIN sit on stone steps ... Both covered in sweat and grime, bone-weary from fighting, spirits and hearts bruised...

PIPPIN looks towards the WOODEN GATES at which a NUMBER of SOLDIERS continue to build a BARRICADE...

 PIPPIN
 (quiet)
 I didn't think it would end this way...

GANDALF looks at the SMALL HOBBIT a beat.

 GANDALF
 (gently)
 End? No, the journey doesn't end here.

(CONTINUED)

CONTINUED:

PIPPIN looks up at GANDALF, questioningly...

GANDALF (cont'd)
Death is just another path, one that
we all must take.

ANGLE ON: GANDALF looks down to see PIPPIN looking up at him
with fear in his eyes...

GANDALF (cont'd)
(remembering)
The grey rain-curtain of this world rolls
back, and all turns to silver glass...
(to himself)
and then you see it...

ANGLE ON: GANDALF breaks off, lost in reverie...

PIPPIN
What, Gandalf? See what?

GANDALF
White shores ... And beyond... a far
green country under a swift sunrise.

PIPPIN stares up at the OLD WIZARD'S FACE, softened, quiet and
full of peace...

PIPPIN
(quiet)
Well, that isn't so bad.

GANDALF
(gently)
No... No, it isn't.

BOOM!

ANGLE ON: GANDALF and PIPPIN'S faces turn as the WOODEN DOORS
shudder under another BLOW.

CUT TO:

EXT. PELENNOR FIELDS - DAY

ANGLE ON: The battlefield is in CHAOS as MÛMAKIL decimate the VALIANT ROHIRRIM...

CLOSE ON: THÉODEN tries to rally his men amid the SEA of CRYING MEN and NEIGHING HORSES!

THÉODEN

(yelling)

Rally to me! To me!

SUDDENLY the WITCH-KING SWOOPS down on his FELL-BEAST scooping up THÉODEN and his HORSE ... they CARTWHEEL into the AIR and land in a heap ... the HORSE is DEAD ... THÉODEN lies DYING beneath it.

ANGLE ON: The WITCH-KING swooping down on his FELL-BEAST!

The FELL-BEAST lands on THÉODEN'S DEAD HORSE.

WITCH-KING

Feast on his flesh!

ANGLE ON: The FELL-BEAST opens it's WICKED JAWS...!

ANGLE ON: A ROHAN SOLDIER stands before the BEAST ... it is ÉOWYN!

ÉOWYN

I will kill you if you touch him!

CLOSE ON: The WITCH-KING laughs...

WITCH-KING

Do not come between the Nazgûl and his prey!

ANGLE ON: The FELL-BEAST lifts ÉOWYN from her feet...

SUDDENLY! With a mighty SWORD BLOW, the FELL-BEAST'S HEAD is SEVERED! The huge CREATURE crumples to the ground, VAST WINGS out-stretched, sending the WITCH-KING sprawling!

(CONTINUED)

CONTINUED:

ANGLE ON: The WITCH-KING rises out of the wreckage ... tall and threatening...

ÉOWYN stands before him, the FELL-BEAST'S BLOOD dripping from her SWORD!

With a shrill SHRIEK of HATRED, he knocks ÉOWYN backwards with his MACE! STUNNED, ÉOWYN tries to stand and is hit once again with another CRIPPLING BLOW...

ANGLE ON: The WITCH-KING laughs once again as he SMASHES his MACE downward ... ÉOWYN tries to block the BLOW but her SHIELD shatters into MANY PIECES!

The WITCH-KING towers over ÉOWYN ... raising his MACE for the KILLING BLOW!

CUT TO:

EXT. MINAS TIRITH DOCKS - DAY

ANGLE ON: An ORC COMMANDER hurrying on to the ANDUIN RIVER DOCKS, close to the CITY. LARGE BLACK SHADOWS slide across the DOCKS, as SAILING SHIPS approach O.S.

ANGLE ON: A sinister BLACK SAILED SHIP GLIDES into the DOCKS ... 9 OTHER CORSAIR SHIPS follow behind.

CLOSE ON: The ORC COMMANDER...

HEAD ORC

(angry)

Late as usual! Get off your ships, you sea rats! There's knife work here needs doing.

ANGLE ON: ARAGORN leaping from the LEADING SHIP and charging across the DOCKS, ROARING at the top of his LUNGS! He is followed by LEGOLAS and GIMLI...

ANGLE ON: Surprised ORC REACTION to the THREE charging towards THOUSANDS of ORCS!

GIMLI

Plenty for the both of us ... may the best dwarf win!

(CONTINUED)

CONTINUED:

ANGLE ON: The ARMY OF THE DEAD suddenly LEAP straight out of the SIDES of the SHIPS! They charge ACROSS the SURFACE OF THE WATER with FRIGHTENING SPEED, overtaking ARAGORN!

The ORCS SCREAM at the SIGHT of 5000 SPECTRAL WARRIORS!

ANGLE ON: The SPECTRAL WARRIORS SWARM into the flank of the ORC ARMY! With a raging blood-lust, the UNDEAD climb over the top of each other to try and reach the enemy, creating a kind of ROLLING MOUNTAIN of GHOULS that sweep all before them away!

The ORCS have no defense as their WEAPONS CANNOT MAKE CONTACT with the GHOSTS!

EXT. PELENNOR FIELDS - DAY

ANGLE ON: MERRY on the ground ... He looks around to see THE WITH-KING standing over ÉOWYN, pulling her to her FEET!

WITCH-KING

No man can kill me ... Die!

ANGLE ON: MERRY driving his SWORD into the back of the WITCH-KING'S KNEE! MERRY'S SWORD bursts into FLAME and his ARM is shot with PAIN...

ÉOWYN struggles to her feet ... pulling off her HELMET:

CLOSE ON: ÉOWYN ... her LONG HAIR tumbling onto her shoulders!

ÉOWYN

I am no man!

With her last strength, ÉOWYN thrusts her SWORD into the WITCH-KING'S FACE! ÉOWYN'S SWORD SHATTER into MANY SHARDS!

The WITCH-KING topples back DEAD, a BLACK OOZE leaking from his ROBES and ARMOUR! A shuddering CRY, fading into a SHRILL WAIL passes with the WIND.

ARAGORN and LEGOLAS battle the ORC - LEGOLAS JUMPS onto the BACK of a GIANT MÛMAKIL bringing it down ... he lands on his feet in front of GIMLI...

(CONTINUED)

CONTINUED:

GIMLI

That still only counts as one!

The MÛMAKIL react with terror as SPECTRAL WARRIORS climb up their SIDES, routing the HARADRIM from their WAR-TOWERS!

ORCS flee in their THOUSANDS ... the TERRIFIED MÛMAKIL trampling them in their PANIC to ESCAPE!

ANGLE ON: The ARMY OF THE DEAD swarming over the CITY, routing the ORCS!

ANGLE ON: ÉOWYN crawls to where THÉODEN lays, mortally wounded...

THÉODEN looks up at ÉOWYN ... his breathing shallow ... his vision clouded...

THÉODEN

(gasping weakly)

I know your face ... Éowyn...

ÉOWYN smiles down at him as she GENTLY STROKES his FACE...

THÉODEN (cont'd)

My eyes darken...

ÉOWYN

No... I am going to save you...

THÉODEN

(loving)

You already did...

(clutching her hand)

My body is broken ... you have to let me go.

ÉOWYN

No...

THÉODEN touches her tear-stained face...

THÉODEN

I go to my fathers ... in whose mighty company, I shall not now feel ashamed...

(CONTINUED)

CONTINUED: (2)

THÉODEN is DYING...

THÉODEN (cont'd)

Éowyn?

THÉODEN DIES ... ÉOWYN breaks down, SOBBING ... ALL AROUND is a VISTA OF DEFEAT.

CUT TO:

EXT. PELENNOR FIELDS, MINAS TIRITH - DAY

WIDE ON: PELENNOR FIELDS ... strangely SILENT ... all ORCS have fled ... BATTLE DEBRIS and BODIES stretch as far as the eye can see...

ABOVE MINAS TIRITH ... BLINDING SUN RAYS break through the LOW CLOUDS!

ANGLE ON: GANDALF, LEGOLAS, GIMLI and PIPPIN watch as ... ARAGORN walks slowly across the FIELD OF BATTLE towards the HIDEOUS GHOULS...

KING OF THE DEAD

Release us.

GIMLI

(quietly)

Bad idea. Very handy in a tight spot, these lads - despite the fact, they're dead!

KING OF THE DEAD

You gave us your word.

ARAGORN

I hold your oath fulfilled... Go.
Be at peace.

ANGLE ON: The ARMY OF THE DEAD slowly DISSOLVE INTO DUST, and are immediately swept away by the four winds.

ARAGORN turns to GANDALF who bows his head in HOMAGE...

(CONTINUED)

CONTINUED:

PIPPIN, in his GONDORIAN armour, looks around at the devastation ... his eyes full of SADNESS ... they suddenly fix on something.

ANGLE ON: PIPPIN running through the RUIN of the BATTLE ... towards a SMALL FIGURE slumped on the ground...

PIPPIN

Merry?

MERRY stares unseeing at PIPPIN ... HORROR and SHOCK erasing all other memories from MERRY'S mind ... tears fall down PIPPIN'S FACE as he looks on his FRIEND.

PIPPIN (cont'd)

Merry ... it's me, it's Pippin...

MERRY

(groggy)

I knew you'd find me.

(disoriented)

Are you going to leave me?

PIPPIN

No, Merry. I'm going to look after you.

ANGLE ON: PIPPIN covers MERRY with a blanket...

CUT TO:

EXT. TOWER OF CIRITH UNGOL - NIGHT

CAMERA RISES ... towards the dark ORC TOWER of CIRITH UNGOL. A light glows from the TOPMOST WINDOW.

CAMERA reaches the TOWER, dissolving through the wall into...

CUT TO:

INT. TOWER OF CIRITH UNGOL/TOP ROOM - NIGHT

... a small cold ROOM. FRODO BAGGINS is UNCONSCIOUS on the floor. His eyes suddenly flicker and he WAKES UP.

(CONTINUED)

CONTINUED:

TILT UP ... to reveal the ORC and URUK-HAI, GORBAG and SHAGRAT, arguing over FRODO'S BELONGINGS and CLOTHES! GORBAG is snatching for the MITHRIL VEST.

SHAGRAT

Hey! Hands off - that shiny shirt,
that's mine.

GORBAG

It's going to the Great Eye, along
with everything else.

ANGLE ON: ... FRODO as he realises that he has been STRIPPED down to his UNDERWEAR. He clutches at his throat.

...The RING HAS GONE!

SHAGRAT

I don't take orders from stinking
Morgul rats!

GORBAG grabs for the MITHRIL VEST...

GORBAG

You touch it, and I'll stick this
blade in your guts!

ANGLE ON: GORBAG draws his SWORD, but SHAGRAT KICKS him BACKWARDS with his foot! GORBAG FALLS THROUGH a TRAP DOOR leading to the floor below!

CUT TO:

INT. TOWER OF CIRITH UNGOL/GUARD ROOM - NIGHT

ANGLE ON: GORBAG lands in the GUARD ROOM with a CRASH, creating SUDDEN ALARM amongst the ORCS and URUK-HAI stationed there.

SHAGRAT leans through the TRAP DOOR...

SHAGRAT

(yelling)

The scum tried to knife me! Kill him!

(CONTINUED)

CONTINUED:

SEVERAL URUK-HAI converge on GORBAG - he LASHES OUT, slashing one across the throat with his SWORD!

The DEAD URUK-HAI topples backwards over the PARAPET...

CUT TO:

EXT. TOWER OF CIRITH UNGOL/COURTYARD - NIGHT

...landing on top of URUK-HAI and ORCS in the courtyard below. Within moment, a brutal CIVIL WAR breaks out between the TWO COMPANIES stationed in CIRITH UNGOL!

EXT. PASS OF CIRITH UNGOL - NIGHT

ANGLE ON: SAM hurries towards the gate, fearful for FRODO.

CUT TO:

EXT. TOWER OF CIRITH UNGOL/COURTYARD

SAM is confronted with the sight of over 50 SLAUGHTERED ORC and URUK-HAI, strewn over the COURTYARD!

ANGLE ON: SAM pounds UP THE STAIRCASE ... he suddenly PAUSES. SEVERAL URUK-HAI are running DOWN TOWARDS HIM! He grips STING and continues CHARGING UP - SCREAMING at the top of his lungs!

ANGLE ON: The FOUR URUKS ... they see a HUGE DISTORTED SHADOW on the wall in front of them! They turn around and flee in terror back to the top of the stairs!

SAM appears - and before the URUK-HAI can fully regain their wits - he slays THREE ... YELLING:

SAM

(yelling ... 1st URUK-HAI)

That's for Frodo!

(yelling ... 2nd URUK-HAI)

And for the Shire!

(yelling ... 3rd URUK-HAI)

And that's for my old Gaffer!

SAM runs into the TOWER...

INT. TOWER OF CIRITH UNGOL/TOP ROOM - NIGHT

ANGLE ON: FRODO struggling against his bonds, as GORBAG climbs back into the room ... with VENGEANCE in his EVIL EYES.

GORBAG

Stop your squeaking, you dunghill rat!

CLOSE ON: GORBAG grabs FRODO'S hair and pulls his head back, exposing his neck. He pulls out his SWORD, ready to cut FRODO'S throat...

GORBAG (cont'd)

I'm gonna bleed you like a stuck pig!

SUDDENLY! GORBAG GASPS as STING is rammed into his back by SAM!

SAM

Not if I stick you first!

GORBAG falls dead!

FRODO

(joyous disbelief)

Sam!!!

ANGLE ON: FRODO ... humbled by SAM'S unswerving loyalty.

FRODO (cont'd)

Oh, Sam ... I'm so sorry ... sorry
for everything.

SAM quickly cuts FRODO free.

SAM

Come on.

FRODO

(despairing)

It's too late. It's over ... they've
taken it. Sam - they took the Ring!

(CONTINUED)

CONTINUED:

SAM
(quietly)
Begging your pardon, but they haven't.

SAM pulls the RING from his pocket...

SAM
I thought I'd lost you ... so I took
it - only for safe-keeping.

CLOSE ON: FRODO looks at SAM amazed ... his eyes drop to the RING...

FRODO
Give it to me.

SAM hesitates ... TENSION instantly builds between them.

FRODO (cont'd)
Give me the Ring, Sam.

SAM seems strangely reluctant ... ON THE SOUNDTRACK, the HUM of the RING builds.

FRODO (cont'd)
Sam! Give me the Ring.

CLOSE ON: SAM drops the RING into FRODO'S palm...

FRODO sags in RELIEF ... he puts the RING back around his neck...

FRODO (cont'd)
You must understand ... The Ring is my
burden ... It will destroy you, Sam.

FRODO looks at SAM, pain in his eyes...

SAM looks down at FRODO ... his plain HOBBIT face full of compassion. SAM'S resolve hardens, a new strength takes hold.

(CONTINUED)

CONTINUED: (2)

SAM

Come on, Mr. Frodo, we'd best find you
some clothes. You can't go walking
through Mordor in naught but your skin.

CUT TO:

EXT. PASS OF CIRITH UNGOL - NIGHT

FRODO and SAM are now dressed in FOUL-LOOKING ORC gear...

ANGLE ON: FRODO and SAM turn east and walk over the SUMMIT of
CIRITH UNGOL ... into MORDOR

CLOSE ON: FRODO and SAM ... they STOP DEAD ... STARING AHEAD:

ANGLE ON: MOUNT DOOM ... 50 MILES AWAY - across the barren
GORGOROTH PLATEAU - the mountain is erupting streams of ASH
and LAVA high into the air, lighting the low cloud blanket of
MORDOR with a flickering ORANGE WASH.

With immense trepidation, FRODO and SAM head down the steep
path into the dark kingdom...

...TWO TINY FIGURES in a bleak, foreboding landscape. Before
them lies the PLAIN OF GORGOROTH ... Their eyes are drawn to
the OMINOUS SILHOUETTE of MOUNT DOOM...

SAM

We did it, Mr. Frodo. We made it to
Mordor.

ANGLE ON: FRODO'S eyes travel down towards the HUNDREDS of FIRES
which glow on the PLAINS beneath them ... thousands upon
thousands of ORCS are encamped there.

FRODO

There are so many of them ... So
many. We'll never get through unseen.

THEIR eyes are drawn to a DARK LOOMING SHAPE ... BARAD-DÛR
... A RED LIGHT seems to sweep across the PLAIN...

FRODO (cont'd)

(terror)
It's him - the Eye.

(CONTINUED)

CONTINUED:

The GREAT EYE OF SAURON!

SAM cannot see what FRODO sees. GENTLY, he urges FRODO on.

SAM

We have to go in there, Mr. Frodo. There's nothing for it. Come on. Let's just make it down the hill for starters.

INT. MINAS TIRITH, TOWER HALL - DAY

CLOSE ON: GANDALF stands in the TOWER HALL ... seemingly alone ... he speaks quietly, doubt and fear edge his voice.

GANDALF

Frodo has passed beyond my sight.
The darkness is deepening.

He turns and crosses the HALL to reveal the presence of GIMLI, LEGOLAS, ÉOMER and ARAGORN...

ARAGORN, his back to GANDALF...

ARAGORN

If Sauron had the Ring, we would know it.

CLOSE ON: GANDALF - still troubled, still worried...

GANDALF

It's only a matter of time. He has suffered a defeat, yes, but behind the walls of Mordor our enemy is regrouping.

GIMLI sits insolently on the SEAT of the STEWARD...

GIMLI

Let him stay there. Let him rot. Why should we care?

GANDALF looks across at the DWARF ... His face ashen.

GANDALF

Because ten thousand Orcs now stand between Frodo and Mount Doom.

(MORE)

(CONTINUED)

CONTINUED:

GANDALF (cont'd)
(to himself)
I've sent him to his death.

ANGLE ON: ARAGORN turns around suddenly...

ARAGORN
No.

GANDALF looks up sharply at ARAGORN...

ARAGORN (cont'd)
There's still hope for Frodo. He needs
time and safe passage across the Plains
of Gorgoroth. We can give him that.

GANDALF
How?

ARAGORN
Draw out Sauron's armies - empty his lands.
Then we gather our full strength and march
on the Black Gate.

At this, GIMLI CHOKES on his pipe ... ÉOMER steps forward.

ÉOMER
We cannot achieve victory through
strength of arms.

ARAGORN
Not for ourselves ... But we can give
Frodo his chance if we keep Sauron's
eye fixed upon us. Keep him blind to
all else that moves.

LEGOLAS
A diversion...

CLOSE ON: GANDALF speaks in a low tone to ARAGORN...

GANDALF
(doubtful)
Sauron will suspect a trap. He will
not take the bait!

(CONTINUED)

CONTINUED: (2)

GIMLI

Certainty of death. Small chance of
success. What are we waiting for?

CUT TO:

EXT. PELENNOR FIELDS - DUSK

CLOSE ON: ARAGORN wearing a BREAST PLATE emblazoned with the
WHITE TREE.

He rides at the head of a COLUMN of 500 FOOT SOLDIERS from
ROHAN and GONDOR ... leading them from the RUINS of OSGILIATH.

GANDALF, LEGOLAS, GIMLI, ÉOMER, MERRY and PIPPIN ride
directly behind him.

AHEAD OF THEM: THE MOUNTAINS OF MORDOR.

EXT. PLAINS OF GORGOROTH - NIGHT

GREAT ARMIES of ORC and URUK-HAI stream across the PLAINS from
MORDOR...

EXT. ORC ROAD, MORDOR - NIGHT

WIDE SHOT: The VOLCANIC WASTELAND of the GORGOROTH FOOTHILLS.

FRODO and SAM, still disguised in the ORC ARMOUR, slide down
scree bank and land on the road below ... their attention is
fixed on the PLAIN below ... thousands of ORCS can be seen
marching away from MOUNT DOOM...

SAM

Look, the Orcs! They're moving off. You
see, Mr. Frodo - some luck at last.

EXT. GORGOROTH PLAIN, MORDOR - DAWN

FRODO and SAM ... moving across a HELLISH dry landscape of
twisted volcanic rock and STEAMING FISSURES.

(CONTINUED)

CONTINUED:

40 MILES AWAY, MOUNT DOOM rises out of the PLAIN ... its feet founded in ashen ruin, its huge cone rising to a great height, where its reeking head is swathed in cloud.

EXT. BLACK GATES OF MORDOR - DAY

ARAGORN'S FORCE of 500 approaches the great BLACK GATES OF MORDOR. He positions his troops about half a mile from the GATES.

EXT. GORGOROTH PLAIN, MORDOR - DAY

ANGLE ON: FRODO slumped against a ROCK ... he tries to DRINK from his WATER BOTTLE ... but finds it EMPTY.

SAM

Take mine ... there's a few drops left.

FRODO gratefully takes a SMALL SIP from SAM'S BOTTLE ... hands it back.

FRODO

There'll be none left for the return journey.

SAM

(softly)

I don't think there will be a return journey, Mister Frodo.

A moment of EYE CONTACT between FRODO and SAM as they acknowledge what lies ahead.

SAM offers FRODO his hand ... and PULLS HIM UP.

CUT TO:

EXT. BLACK GATES OF MORDOR - DAY

At the BLACK GATES, ARAGORN musters his MEN...

CUT TO:

EXT. PLAINS OF GORGOROTH - DAY

WIDE ON: FRODO and SAM staggering across the TORTURED LANDSCAPE ... they are no longer WEARING the ORC ARMOUR.

CLOSE ON: FRODO is walking half-bowed, often stumbling ... as if his eyes no longer see the way before his feet.

His right HAND is pressed against his CHEST ... supporting a HEAVY WEIGHT. His left HAND often rises, as if to ward off some invisible blow. SAM watches him, CONCERN etched across his FACE...

CLOSE ON: FRODO as a malevolent VOICE in his head calls to him ... "Baggins - Baggins"...

CLOSE ON: SAM looking behind him in time to see...

WIDE ON: A RAY of RED LIGHT stabs through the GLOOM and begins to sweep over the BARREN LANDSCAPE...

SAM
Frodo, get down!

SAM throws himself to the ground ... FRODO turns to the light, unable to stop himself...

FRODO crumpling to the ground as the RED LIGHT hits him like a SEARCHLIGHT.

EXT. BLACK GATES OF MORDOR - NIGHT

All is QUIET ... No sign of the ENEMY...

PIPPIN
(wary)
Where are they?

ANGLE ON: GANDALF ... watchful ... alert. He nods at ARAGORN.

WIDE: ARAGORN, GANDALF, LEGOLAS, GIMLI, ÉOMER, MERRY and PIPPIN galloping towards the BLACK GATES. They pull up less than 50 yards from the TOWERING GATES...

INTERCUT WITH:

EXT. PLAINS OF GORGOROTH - NIGHT

FRODO is slumped on the GROUND, unable to MOVE...

INTERCUT WITH:

EXT. BLACK GATES OF MORDOR - NIGHT

ANGLE ON: ARAGORN moves his HORSE forward.

ARAGORN

Let the lord of the Black Land come
forth; let justice be done upon him.

From behind the HUGE GATES, the terrifying CHANTING and the
CLANGING of the ARMOUR of THOUSANDS...

With the SOUND of TORTURED METAL, the MASSIVE GATES begin to
open ... LEGOLAS, MERRY and ÉOMER look on in trepidation.

EXT. PLAINS OF GORGOROTH - NIGHT

With the EYE OF SAURON sweeping the PLAINS around them, SAM
gets to his feet...

EXT. BLACK GATES OF MORDOR - NIGHT

The BLACK GATES of MORDOR SWING OPEN! SAURON'S ARMY of
300,000 ORCS MARCH OUT!

ARAGORN

Pull back! Pull back!

ANGLE ON: ARAGORN, GANDALF, LEGOLAS, GIMLI, ÉOMER, MERRY and
PIPPIN GALLOP back towards their SMALL ARMY as the ORC MASSES
slowly MARCH toward them.

Behind them, the EYE OF SAURON is directed toward THEM...

CUT TO:

EXT. PLAINS OF GORGOROTH - NIGHT

FRODO'S eyes open with a START...

(CONTINUED)

CONTINUED:

SAM

It's gone, Mr. Frodo.

ANGLE ON: SAM crawls toward FRODO...

SAM (cont'd)

The light's passed on, away towards the
North ... something's drawn its gaze.

FRODO and SAM stagger to their feet and move off.

CUT TO:

EXT. BLACK GATES OF MORDOR - DAY

ANGLE ON: The MASSIVE ORC ARMY marching towards ARAGORN'S
MEN.

ANGLES ON: ARAGORN'S MEN ... starting to WAVER as the ORCS
ENCIRCLE THEM. SOME MEN are backing away ... losing their
nerve.

ARAGORN GALLOPS in front of his ARMY...

ARAGORN

Hold your ground - hold your ground! Sons
of Gondor - of Rohan ... my brothers!

ANGLE ON: ARAGORN ... he seems to fix each and every one of
his MEN with his eyes.

ARAGORN (cont'd)

I see in your eyes the same fear that
would take the heart of me. A day may
come when the courage of Men fails; when
we forsake our friends and break all bonds
of fellowship; but it is not this day - an
hour of wolves and shattered shields, when
the Age of Men comes crashing down - but it
is not this day!! This day we fight! By all
that you hold dear on this good earth - I bid
you stand!

ARAGORN holds ANDÚRIL ALOFT!

(CONTINUED)

CONTINUED:

ARAGORN (cont'd)
Men of the West!

CUT TO:

EXT. MOUNT DOOM - NIGHT

FRODO and SAM are CLIMBING the face of MOUNT DOOM...

The LANDSCAPE is VIOLENT ... RED HEAT hisses out of FISSURES,
the ROCK is JAGGED ... RAZOR SHARP ... ASH blankets the LAND.

RED LIGHTNING FORKS across the SKY with a DEAFENING CRACK!

CLOSE ON: FRODO and SAM'S FEET dragging across the ASH ...
Their PARCHED LIPS ... SWEATING, DUSTY FACES.

FRODO TRIPS ... falls FACE-FIRST into the DUST ... SAM drops
beside him.

INTERCUT WITH:

EXT. BLACK GATES OF MORDOR - DAY

HIGH WIDE: Of ARAGORN'S ARMY totally SURROUNDED by 300,000
ORCS ... poised for the order to ATTACK!

INTERCUT WITH:

EXT. MOUNT DOOM - NIGHT

FRODO slowly lifts his head and looks up...

FRODO'S POV: Looking straight up the STEEP SLOPES of MOUNT
DOOM! ... a huge mass of ash and slag and burned stone!

FRODO starts to CRAWL on his HANDS and KNEES! He hauls
himself a FEW PITIFUL FEET before SLUMPING in the ASH.

CUT TO:

EXT. BLACK GATES OF MORDOR - NIGHT

ANGLE ON: GIMLI as he surveys the ARMY of MORDOR...

(CONTINUED)

CONTINUED:

GIMLI

Never thought I'd die fighting side
by side with an elf.

LEGOLAS

(quietly)

What about side by side with a friend?

GIMLI looks up into the EYES of LEGOLAS, with whom he has
shared so much. The GRUFF DWARF smiles quietly...

GIMLI

Aye - I could do that.

LEGOLAS drops his hand on GIMLI'S shoulder ... SLOWLY they
turn and FACE the ENEMY TOGETHER.

CUT TO:

EXT. GORGOROTH PAIN, MORDOR - NIGHT

CLOSE ON: SAM crawls to FRODO who lies SLUMPED against the
rock-face ...he turns him over, holding him in his ARMS.

SAM

(softly)

Do you remember the Shire, Mr. Frodo?
... It'll be spring soon, and the orchards
will be in blossom; and the birds will be
nesting in the hazel thicket; and they'll
be sowing the summer barley in the lower
fields; and eating the first of the
strawberries with cream.

(looking down at FRODO)

Do you remember the taste of strawberries?

CLOSE ON: FRODO shuts his eyes, his breath coming in GASPS.

FRODO

(weak whisper)

No, Sam. I can't recall the taste of food;
nor the sound of water; nor the touch of
grass ... I'm naked in the dark.

(rising panic)

There's no veil between me and the wheel of
fire. I can see him with my waking eyes!

(CONTINUED)

CONTINUED:

CLOSE ON: SAM looks at FRODO with GRIM DETERMINATION.

SAM

Then let us be rid of it - once and
for all! Come on, Mr. Frodo. I can't
carry it for you ... but I can carry
you! Come on!

With that, SAM lifts FRODO onto his shoulders and starts to CLIMB MOUNT DOOM! his plain hobbit-face grows stern, almost grim, as the will hardens in him.

WIDE ON: TWO TINY HOBBITS on the ENDLESS shale SLOPES of the MOUNTAIN...

CUT TO:

EXT. BLACK GATES ON MORDOR - DAY

ANGLE ON: ARAGORN and COMPANY watch as they are surrounded by a tide of ORCS...

ARAGORN raises ANDÚRIL in the BROAD SWEEP as he walks forward ... he turns to FACE the OTHERS...

CLOSE ON: QUIET RESOLVE written on ARAGORN'S face as he looks into the EYES of the remaining members of the FELLOWSHIP...

ARAGORN

(softly)

For Frodo...

ANGLE ON: ARAGORN turning, SWORD-raised, he CHARGES FORWARD!

There is a moment of SILENCE ... no-one else moves ...
SUDDENLY a SHOUT goes up!

ANGLE ON: PIPPIN and MERRY charging forward ... The rest of the MEN following...

ANGLE ON: ARAGORN crashing head on into a line of ORCS...

ANGLE ON: The blade of ANDÚRIL flashing as ARAGORN HACKS at ORCS!

CUT TO:

EXT. SLOPES OF MOUNT DOOM - DAY

WIDE: Like a small grey insect, SAM creeps up the slope with FRODO on his back ... foot by foot.

The mantling CLOUD swirls, revealing the cruel pinnacles and iron crown of BARAD-DÛR, the Dark Tower, in the distance.

CLOSE ON: SAM staggering under FRODO'S weight ... STRONG ash-laden WINDS are buffeting him as he slowly CLIMBS MOUNT DOOM.

The PLAIN of GORGOROTH lies 1000 FEET BELOW, wrapped in fume and shadow.

A TREMOR ripples through the GROUND ... a RED FLAME explodes into the SKY...

ANGLE ON: SAM looks up - fearful the MOUNTAIN could explode at any moment!

SAM POV: Through the THICK, FUME-LADEN AIR a set of STAIRS can be made out...

SAM

(growing excitement)

Look, Mr. Frodo! We're almost there!

SAM can't believe it - relief and joy flood through him...

GOLLUM

Clever Hobbits to climb so high!

SMACK! OUT OF NOWHERE the figure of SMÉAGOL crashes into them sending SAM and FRODO sprawling.

ANGLE ON: SMÉAGOL pounces on FRODO ... his fingers wrapping around his throat, snapping FRODO'S neck from side to side!

ANGLE ON: FRODO as he struggles to unlock the BONY, WHITE FINGERS around his neck, but SMÉAGOL'S grip is too strong.

CLOSE ON: SMÉAGOL'S fingers tightening around FRODO'S neck - squeezing the life out of him...

WHACK! A ROCK connects with the SIDE of SMÉAGOL'S head...

(CONTINUED)

CONTINUED:

ANGLE ON: SAM jumps on a STUNNED SMÉAGOL...

ANGLE ON: FRODO comes to...

INTERCUT WITH:

EXT. BLACK GATES OF MORDOR - DAY

The BATTLE between MEN and ORCS rages on ... From MORDOR, high OVERHEAD, the NAZGÛL fly out into the FRAY...

INTERCUT WITH:

EXT. SLOPES OF MOUNT DOOM - DAY

All the old HATRED between SAM and SMÉAGOL boils over as they FIGHT ... SAM falls back ... SMÉAGOL BITING at his SHOULDER! SAM pushes SMÉAGOL away with his feet ... rolls to his KNEES, as SMÉAGOL charges at him...

SAM slashes out with STING! He cuts SMÉAGOL across the stomach! SMÉAGOL staggers back, SCREAMING with PAIN...

SAM looks around desperately for FRODO...

SAM
(yelling desperately)
Frodo!

FRODO has GONE!

ANGLE ON: FRODO RUNNING UP THE MOUNTAIN!

INTERCUT WITH:

EXT. BLACK GATES OF MORDOR - DAY1

FELLOWSHIP fight BRAVELY ... a hideous screech rends the AIR!

ANGLE ON: GANDALF looks up to a NAZGÛL diving straight toward him!

CLOSE ON: GANDALF'S eyes flicker as a small MOTH flutters across his line of sight.

(CONTINUED)

CONTINUED:

ANGLE ON: THE FELL-BEAST - JAWS OPEN, TALONS EXTENDED!

Another cry rends the air as...

SMACK! The GIANT EAGLE, GWAHIR, SMASHES into the FELL-BEAST, it's claws ripping into the HIDEOUS MONSTER'S NECK!

ANGLE ON: PIPPIN in the midst of BATTLE looks up.

PIPPIN
(disbelieving)
Eagles...

Above the BATTLE attack formation, more EAGLES appear...

PIPPIN (cont'd)
The Eagles are coming! The Eagles are
coming!

The EAGLES engage the NAZGÛL!

CUT TO:

EXT. DOOR OF SAMMATH NAUR, MOUNT DOOM - DAY

ANGLE ON: SAM is GASPING, his lungs EXPLODING as he RACES up the SLOPES of MOUNT DOOM searching for FRODO.

ANGLE ON: SAM arriving at the STONE DOORWAY of SAMMATH NAUR ... leading into the MOUNTAIN!

SAM staggers into it!

INT. THE CRACK OF DOOM TUNNEL - DAY

ANGLE ON: SAM flinches against the FIERCE HEAT blasting down the TUNNEL.

SAM
(yelling)
Frodo!

SAM lurches forward ... towards ORANGE GLOW deep in the HEART of the MOUNTAIN.

INT. CRACK OF DOOM - DAY

The HEAT is almost UNBEARABLE ... SAM sees FRODO in the DISTANCE...

FRODO

I'm here, Sam.

ANGLE ON: FRODO is standing on the EDGE of the CRACK OF DOOM ... a deep LAVA FILLED CHASM, in the very heart of ancient SAURON'S FORGES, the greatest in Middle-earth.

The RAGING ORANGE GLARE from the CHASM turns FRODO into a BLACK SILHOUETTE ... standing TENSE and STILL.

FRODO holds the RING in his HAND ... he RAISES IT, holding it over the BUBBLING LAVA far below.

SAM

(yelling)

Destroy it - go on! Throw it in the fire!

CLOSE ON: FRODO ... a STRANGE EXPRESSION on his face...

SAM (cont'd)

What are you waiting for? Just let it go!

ON THE SOUNDTRACK: The HUM of the RING grows louder and louder! FRODO PULLS the RING close to his body as he turns to SAM.

FRODO looks at SAM. The RING has finally taken him.

FRODO

The Ring is mine.

SAM SCREAMS as...

... FRODO PUTS THE RING ON! He VANISHES!

SAM

No!

CUT TO:

EXT. BLACK GATES OF MORDOR - DAY

With a storm of wings, the NAZGÛL wheel around and hurtle towards MOUNT DOOM!

In the midst of the BATTLE - GANDALF ... realising FRODO has been seen...

INTERCUT WITH:

INT. CRACK OF DOOM - DAY

CLOSE ON: SAM is SCREAMING for FRODO...

ANGLE ON: FOOTPRINTS moving across the ASH COVERED CAVERN FLOOR!

SUDDENLY! GOLLUM smashes a ROCK down on SAM'S HEAD, knocking him to the GROUND!

GOLLUM LEAPS on to the INVISIBLE FRODO!

CLOSE ON: FRODO'S FOOTPRINTS ... staggering about under GOLLUM'S WEIGHT!

ANGLE ON: GOLLUM clawing FRANTICALLY, riding on the BACK of the INVISIBLE FRODO...

INTERCUT WITH:

EXT. BLACK GATES OF MORDOR - DAY

ARAGORN turns and is confronted by an ARMOURED TROLL wielding an ENORMOUS MALLET...

INTERCUT WITH:

INT. CRACK OF DOOM

GOLLUM suddenly LIFTS HIS HANDS to his face ... and BITES HARD!

ANGLE ON: FRODO MATERIALIZES as he DROPS TO HIS KNEES, clutching his BLEEDING HAND ... he SCREAMS.

(CONTINUED)

CONTINUED:

The FIRES below roar in anger, RED LIGHT blazes, and all the cavern is filled with a great glare and heat.

INTERCUT WITH:

EXT. BLACK GATE OF MORDOR - DAY

ANGLE ON: LEGOLAS as ARAGORN falls to the GROUND...

INTERCUT WITH:

INT. CRACK OF DOOM - DAY

CLOSE ON: GOLLUM triumphantly HOLDS the RING ALOFT...
ECSTATIC!

CLOSE ON: GOLLUM dancing GLEEFULLY ... PERILOUSLY close to
the EDGE OF THE CHASM!

INTERCUT WITH:

EXT. BLACK GATES OF MORDOR - DAY

ARAGORN turns to see HUGE TROLL FEET moving CLOSER...
LEGOLAS races toward him...

INT. CRACK OF DOOM

GOLLUM still TRIUMPHANT ... on the edge of the PRECIPICE ...
The FIERY LAVA casting an EVIL LIGHT ... He jumps about in
DELIGHT...

GOLLUM

Precious! Precious!

ANGLE ON: FRODO rises slowly ... his EYES lock on GOLLUM ...
time seems to stand still as each regards the other...

CLOSE ON: the RING glinting in GOLLUM'S HAND ... BEAUTIFUL
... POWERFUL ... EVIL...

SUDDENLY! FRODO lunges at GOLLUM...

FRODO thuds into GOLLUM, lifting him off his feet...

(CONTINUED)

ANGLE ON: FRODO and GOLLUM locked n STRUGGLE plummet over the EDGE OF THE CHASM.

INTERCUT WITH:

EXT. BLACK GATES OF MORDOR - DAY

THUD! The HUGE FOOT of the CAVE TROLL lands on ARAGORN'S chest. He STABS at it, ineffectually...

ANGLE ON: GANDALF in despair...

INTERCUT WITH:

INT. CRACK OF DOOM

SAM watches in HORROR as FRODO and GOLLUM ... disappear into the CHASM! He staggers over...

SLOW MOTION: GOLLUM falls into the CRACK OF DOOM... INSTANTLY engulfed in the CHURNING LAVA!

ANGLE ON: SAM leans into the CRACK OF DOOM...

ANGLE ON: FRODO clinging onto the ROCK FACE with his ONE GOOD HAND!

The CAVERNS are SHAKING VIOLENTLY.

SAM desperately reaches for him ... FRODO is too far down.

SAM

Give me your hand.

CLOSE ON: FRODO looks at SAM, his face impassive.

SAM (cont'd)

Take my hand!

FRODO struggles to reach SAM ... he can't reach WITH HIS BLEEDING hand, and falls back, still clinging valiantly to the ROCK with his good hand...

(CONTINUED)

CONTINUED:

SAM (cont'd)

No!

ANGLE ON: FRODO looks at SAM imploringly...

SAM (cont'd)

Don't you let go! Don't let go.

(desperate)

Reach!!!

ANGLE ON: FRODO reaches up once more and this time SAM GRASPS his hand TIGHTLY.

CLOSE ON: The RING sits on the river of LAVA for a brief moment, then SINKS away...

ANGLE ON: the EYE OF SAURON...

WIDE ON: Across the GREAT PLAINS - MOUNT DOOM is clearly IMPLODING...

INTERCUT WITH:

EXT. BLACK GATES OF MORDOR - DAY

On the BATTLEFIELD, all eyes turn to MOUNT DOOM...

ANGLE ON: The CAVE TROLL, with ARAGORN at his mercy, is distracted by the SOUNDS emanating from MORDOR ... he turns in TERROR and RUNS OFF...

EXT. BARAD-DÛR - DAY

ANGLE ON: The FELLOWSHIP turns to watch as the MASSIVE DARK TOWER of SAURON shakes itself to pieces!

TOWERS FALL and WALLS CRUMBLE: vast spires of SMOKE and spouting STEAM billow up!

The FOUNDATIONS explode apart...

EXT. BLACK GATES OF MORDOR - DAY

The BLACK GATES collapse in a huge cloud of ASH!

(CONTINUED)

CONTINUED:

THE ORCS are FLEEING in all DIRECTIONS ... As the very foundations of MORDOR collapse!

THE COMPANY watches as MOUNT DOOM explodes ... the reason for their MISERY is clear ... it's plain FRODO and SAM can never survive the cataclysm...

CUT TO:

EXT. SLOPES OF MOUNT DOOM - DAY

The VOLCANO is ERUPTING, FIRE belches from its riven summit, sending LAVA streaming down its sides...

ANGLE ON: FRODO and SAM stagger out of the SAMMATH NAUR DOOR ... all around ASH and MOLTEN ROCKS fall. The SKIES burst into THUNDER, seared with LIGHTENING.

The screaming NAZGÛL fall from the sky in FLAMES!

The ground is shaking so violently that FRODO and SAM can barely stand.

FRODO stumbles ... SAM helps him up ... FRODO smiles.

FRODO

It's gone ... it's done.

SAM looks down at FRODO ... FRODO'S FACE is at PEACE ... his BURDEN destroyed...

SAM

Yes, Mr. Frodo ... it's over now.

FRODO and SAM crawl onto a ROCK as LAVA streams towards them ... in seconds THEIR ROCK is an island in a sea of MOLTEN FIRE.

FRODO shuts his eyes...

FRODO

(remembering)

I can see the Shire ... The Brandywine River, Bag End, Gandalf's fireworks ... the lights in the Party Tree...

(CONTINUED)

CONTINUED:

SAM

Rosie Cotton dancing ... she had ribbons
in her hair...

(sobs)

...if ever I was to marry someone ... it
would have been her ... it would have
been her.

FRODO glances at SAM ... he is WEEPING.

CLOSE ON: FRODO wrapping an ARM around SAM'S SHOULDER.

FRODO

(calm)

I'm glad to be with you, Samwise
Gamgee, here at the end of all things.

HIGH WIDE: TWO TINY HOBBITS waiting to die amid a cataclysmic
landscape ... LAVA erupts around them ... FIREBALLS rain down
from the sky.

We SLOWLY FADE TO BLACK...

FADE UP:

SLOW MOTION: GWAIHIR, the GREAT EAGLE flaps towards CAMERA
... He bears GANDALF on his back, and is followed by TWO MORE
EAGLES.

WIDE SHOT ... The EAGLES bravely fly amid the RAINING ASH and
MOLTEN ROCKS ... and SNATCH FRODO and SAM from the ROCK!

CLOSE ON: FRODO'S FACE ... as the FIERY VOLCANO recedes away
beneath him ... the wind ruffles his hair ... he PASSES OUT.

FADE TO BLACK.

INT. MINAS TIRITH, HOUSES OF HEALING - DAY

SLOW MOTION ... FRODO'S eyes flutter open ... looking around
slowly his eyes alight on GANDALF...

FRODO

Gandalf?

(CONTINUED)

CONTINUED:

GANDALF'S face breaks into a smile ... then laughter...

...as MERRY and PIPPIN run in ... jumping on the bed and hugging FRODO...

GIMLI and LEGOLAS enter the room ... their joy is PLAIN...

ARAGORN joins them - the FELLOWSHIP is complete...

...finally FRODO'S eyes fall upon a FIGURE standing apart from the others ... it is SAM...

CLOSE ON: FRODO'S and SAM'S eyes meet...

CUT TO:

EXT. MINAS TIRITH, COURT OF THE KINGS - DAY

ANGLE ON: SWEEPING over the MINAS TIRITH WALLS, racing towards the TOP of the CITY ... through a BLIZZARD of WHITE FLOWER PETALS! MINAS TIRITH is restored ... it GLEAMS WHITE in the BRIGHT SUN.

SOARING UP: to REVEAL the COURT OF THE KINGS, CROWDED with 4000 PEOPLE ... cramming the WIDE PATH leading to the TOWER HALL!

CLOSE ON: The CROWN of GONDOR glints in the BRILLIANT SUNSHINE...

GANDALF places the CROWN upon ARAGORN'S head.

GANDALF

Now come the days of the King...

ARAGORN smiles up at GANDALF...

GANDALF (cont'd)

(softly to ARAGORN)

May they be blessed.

ARAGORN slowly RISES, turning to face the CROWD, who CHEER and CLAP for their KING...

(CONTINUED)

CONTINUED:

ARAGORN

This day does not belong to one man
but to all. Let us together rebuild
this world that we may share in the
days of peace.

The CHEERS of his PEOPLE are DEAFENING...

ARAGORN (cont'd)

(in ELVISH; subtitled)

Et Eärello Endoreнна utúlien.
Sinome maruvan ar Hildinyar tenn'
Ambar-metta.

*Out of the Great Sea to Middle-earth
I am come. In this place will I abide,
and my heirs, unto the ending of the
world.*

ARAGORN sings for his people ... The WALKS in SLOW PROCESSION
down the WHITE PAVED PATH as the CROWD BOW their heads in
respect to their NEW KING...

ARAGORN passes ÉOWYN and FARAMIR who bow before him ... ÉOMER
steps FORWARD to bow in respect...

TRUMPETS SOUND as a PROCESSION of ELVES, dressed in
shimmering SILVERS and WHITES, led by LEGOLAS approach the
KING ...

ARAGORN (cont'd)

(in ELVISH; subtitled)

Hannon le.

Thank you.

LEGOLAS gestures behind him...

CLOSE ON: ARAGORN'S eyes scan amongst the ELVES.

ANGLE ON: A BANNER carried aloft bearing the WHITE TREE of
GONDOR in FULL FLOWER ... the RANKS of ELVES part revealing:

(CONTINUED)

CONTINUED: (2)

ARWEN, eyes shining ... MORTAL now, but deeply in love ... carrying the STANDARD of GONDOR ... ARAGORN kisses her.

ELROND looks on ... his face breaks into a smile.

ARAGORN and ARWEN embrace.

ANGLE ON: ARAGORN and ARWEN walking through the CROWD towards four SMALL FIGURES who stand nervously at the end of the AVENUE...

ANGLE ON: ARAGORN and ARWEN look on FRODO, SAM, MERRY, and PIPPIN as they stand before them...

The FOUR HOBBITS, dressed in their OLD CLOTHES, clean and mended, bow their heads...

ARAGORN raises his HAND.

ARAGORN (cont'd)

My friends ... you bow to no-one.

ANGLE ON: ARAGORN drops on ONE KNEE, kneeling before THE HOBBITS, his head bowed ... followed by all assembled there.

CLOSE ON: TEARS spring into FRODO'S EYES. He clutches SAM'S shoulder as 4000 PEOPLE pay homage to the courage of two little Hobbits from the Shire.

CAMERA RISES INTO THE AIR ... away from the CROWDED CITADEL, until MINAS TIRITH becomes a SPECK in the LANDSCAPE...

CUT TO:

EXT. MIDDLE EARTH MAP - DAY

DISSOLVING into the PARCHMENT MAP of MIDDLE-EARTH ... Slowly drifting across the MAP towards the WEST...

FRODO (V.O.)

And thus it was a Fourth Age of Middle-earth began, and the Fellowship of the Ring, though eternally bound by friendship and love, was ended. Thirteen months to the day, since Gandalf sent us on our long journey...

CUT TO:

EXT. HOBBITON - DUSK

FRODO (V.O.)

...we found ourselves looking upon a
familiar site ... We were home!

MATCHING MOVE: Revealing HOBBITON bathed in a WARM SUNSET ...
As FRODO, SAM, MERRY and PIPPIN ride into SHOT on PONIES ...
past ODO PROUDFOOT who shake his head at the STRANGENESS of
their appearance.

INT. THE GREEN DRAGON INN - NIGHT

FRODO brings a round of drinks to the TABLE.

Nearby a HUGE FUSS is being made of a LARGE PUMPKIN which has
been brought in to be shown off.

ANGLE ON: The FOUR FRIENDS looks at each other. A WORLD of
experience now separates them from their fellow HOBBITS.

Seated at a long table, the FOUR FRIENDS raise their glasses
... SAM'S eye is suddenly caught!

ANGLE ON: ROSIE COTTON who is serving behind the BAR...

SAM steels himself and leaves to go and TALK to ROSIE...

FRODO, MERRY and PIPPIN exchange smiles as...

CUT TO:

EXT. HOBBITON - DAY

On a BEAUTIFUL sunny day, SAM and ROSIE are MARRIED ... With
their dearest FRIENDS gathered around them...

ROSIE throws a beautiful bouquet of FLOWERS ... it's caught
by PIPPIN who smiles in embarrassment...

DISSOLVE TO:

INT. BAG END - DAY

FRODO walks through BAG END to his STUDY...

(CONTINUED)

CONTINUED:

FRODO (V.O.)

How do you pick up the threads of an old life? How do you go on, when in your heart you begin to understand. There is no going back. There are some things that time cannot mend. Some hurts that go too deep. That have taken hold.

ANGLE ON: FRODO ... from behind. He is HUNCHED over a DESK...

PUSH IN ... to reveal BILBO'S RED BOOK open on FRODO'S DESK. He is WRITING in the LAST CHAPTERS in careful neat HANDWRITING.

FRODO turns back the pages, REVEALING: *There and Back Again - A Hobbit's Tale, by Bilbo Baggins*. He writes below it as SAM GAMGEE calls out from the door:

SAM (O.S.)

Mr. Frodo?

CLOSE ON: FRODO WINCES with a sharp GASP of PAIN ... He puts the PEN down and CLUTCHES at his SHOULDER...

SAM has entered the ROOM and stands BEHIND FRODO...

SAM

(concerned)

What is it?

CLOSE ON: FRODO ... He is DRAWN and PALE.

FRODO

It's been four years to the day since Weathertop, Sam. It's never really healed.

CLOSE ON: SAM ... at a loss for words. His EYES fall to the BOOK.

SAM

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

TILT DOWN: to FRODO'S HANDWRITING:

(CONTINUED)

CONTINUED: (2)

SAM (cont'd)

"... *And The Lord of the Rings, by Frodo Baggins*".

(delighted)

You've finished it!

FRODO

(closing the book)

Not quite ... There's room for a little more.

CUT TO:

EXT. HOBBITON FIELDS - EARLY MORNING

LYRICAL MUSIC OVER...

A COLD WINTER'S MORNING ... Out of the FOG rattles a SMALL COVERED WAGON; GANDALF is at the REINS.

ANGLE ON: FRODO, SAM, MERRY and PIPPIN are waiting on PONIES for the WAGON ... all are wearing their GREY ELVEN ROBES.

FRODO (V.O.)

Bilbo once told me, the great stories never end - that each of us must come and go in the telling. His part in this tale was now over. There would be no more journeys for Bilbo. Save one.

CLOSE ON: GANDALF arrives in his CART...

DISSOLVE TO:

EXT. WEST FARTHING - DAY

WIDE ON: The WAGON trundles along at a SEDATE PACE.

SAM, MERRY and PIPPIN ride behind, leading FRODO'S EMPTY PONY.

BILBO (O.S.)

(frail)

Tell me again, lad. Where are we going?

(CONTINUED)

CONTINUED:

FRODO (O.S.)

To the harbour, Bilbo. The Elves have
accorded you a special honor. A place
on the last ship to leave Middle-earth.

INT. WAGON - DAY

CLOSE ON: FRODO is SITTING in the WAGON ... his ARM around
his UNCLE BILBO.

BILBO is extremely OLD and FRAIL. He is DOZING ... his head
slumped.

BILBO'S eyes flutter OPEN ... with effort he raises his head.

BILBO

(frail)

Frodo ... Any chance of seeing that old
Ring of mine ... the one I gave you?

FRODO

(quietly)

Sorry, Uncle ... I'm afraid, I lost it.

BILBO

(frail)

Oh ... pity. I should like to have held
it one last time.

BILBO nods back to sleep ... FRODO rests his head against
him.

DISSOLVE TO:

EXT. THE GREY HAVENS - DUSK

ANGLE ON: FRODO, walking arm-in-arm with BILBO through a
beautiful ELVEN BOAT-HOUSE ... GANDALF follows with MERRY,
PIPPIN and SAM.

CLOSE ON: As BILBO looks up, he is STUNG by the BEAUTY before
him...

BILBO

Oh! Well, here's a sight I have never
seen before.

(CONTINUED)

CONTINUED:

TRACKING: Passing under a beautiful ELVEN ARCHWAY...

...to reveal a WHITE SHIP, ready to depart from a WHITE STONE DOCK.

ANGLE ON: ELROND, CELEBORN and GALADRIEL are waiting for them.

The SETTING SUN slowly dropping behind the SEA ... visible between the HEADLANDS of a beautiful INLET.

The lighting is beautiful ... SUN streams through the sails, casting an ethereal glow on THE GROUP as they walk onto the DOCK.

BILBO bows in acknowledgment to ELROND, CELEBORN and GALADRIEL, who return his GREETING.

GALADRIEL

The power of the Three Rings is ended.
The time has come for the Dominion of Men.

ELROND

(ELVISH: with subtitles)

I Aear can vên na mar.

The Sea calls us home.

ELROND holds out his ARMS to BILBO who suddenly seems MUCH YOUNGER and SPRIGHTLIER ... He sets off down the PATH TOWARD his HOSTS...

BILBO

I think I'm quite ready for another adventure.

BILBO walks down toward the BOAT and BOARDS with ELROND...

ANGLE ON: FRODO looks up ... GALADRIEL is watching him. She SMILES, TURNS and BOARDS the BOAT...

GANDALF kneels before SAM, MERRY and PIPPIN - who are all looking TEARFUL.

(CONTINUED)

CONTINUED: (2)

GANDALF

Farewell, my brave Hobbits. My work is now finished. Here at last, on the shores of the sea, comes the end of our Fellowship.

There is GREAT SADNESS ... MERRY SNIFFLES LOUDLY.

GANDALF (cont'd)

I will not say: "do not weep", for not all tears are an evil.

CLOSE ON: GANDALF turns and walks away ... FRODO is DOWNCAST ... SUDDENLY, GANDALF turns and looks toward him.

GANDALF (cont'd)

It is time, Frodo.

ANGLE ON: GANDALF looks to FRODO then turns and slowly walks towards the GANGPLANK to board the SHIP.

SAM

(alarmed)

What does he mean?

CLOSE ON: FRODO turns to SAM...

FRODO

(gently)

We set out to save the Shire, and it has been saved ... but not for me...

SAM

(shaken)

You don't mean that - You can't leave!

ANGLE ON: SAM looks down ... FRODO is holding BILBO'S RED JOURNAL out towards him.

FRODO

The last pages are for you, Sam.

SAM is SOBBING ... MERRY and PIPPIN are DISTRAUGHT...

FRODO hugs MERRY and PIPPIN, and last of all SAM ... and climbs on board the SHIP.

(CONTINUED)

CONTINUED: (3)

ANGLE ON: FRODO a look of WONDERMENT crosses his face ... as he STEPS FORWARD and ACCEPTS GANDALF'S HAND ... finally released from his pain, care falls from his face ... he is the young FRODO we first met so long ago.

SAM, MERRY and PIPPIN comfort each other as the WHITE SHIP glides away from the DOCK...

WIDE ON: The WHITE BOAT sails away towards the HEADLANDS, disappearing into the GOLDEN LIGHT of the SETTING SUN.

ANGLE ON: SAM in growing darkness, still follows the departing SHIP with his eyes, MERRY and PIPPIN are already preparing to leave.

CUT TO:

EXT. NO.3 BAGSHOT ROW - MORNING

ANGLE ON: SAM walks up the path towards his house...

A LITTLE GIRL toddles up to greet him.

SAM

Elanor!

He hugs his daughter...

FRODO (V.O.)

My dear Sam. You cannot always be torn in two. You have to be one and whole for many years. You have so much to enjoy and to be and to do. Because Sam, your part in the journey goes on.

ANGLE ON: ROSIE COTTON steps up and kisses SAM on the cheek ... she gives him a TINY BABY BOY to cradle.

SAM

Hello, little Frodo!

ANGLE ON: SAM with his FAMILY ... he draws a deep breath:

SAM (cont'd)

Well ... I'm back.

(CONTINUED)

CONTINUED:

SAM looks at his LOVELY FAMILY with GREAT HAPPINESS, tinged with a little SADNESS...

SAM and ROSIE wake the CHILDREN'S HANDS and enter BAGSHOT ... the BRIGHT YELLOW DOORWAY closes behind them.

FADE TO BLACK.

THE END