

**THE HOBBIT: THERE AND BACK AGAIN**  
*The Scripted Edit (Theatrical Edition)*

Screenplay by  
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**FINAL DRAFT**

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BLACK SCREEN

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

SUPER: A Wingnut Films Production

SUPER: THE HOBBIT

FADE IN:

1 **EXT. STONY SHORE - FOREST RIVER - NIGHT**

1

ANGLE ON: BOLG OF THE NORTH and his PACK OF ORCS trudge over the stony shore. They pass a DISCARDED PIPE, sniffing the air.

YAZNEG approaches Bolg, an EVIL GLIMMER in his eye.

YAZNEG

(in Black Speech;  
subtitled)

Do you smell it? The smell of the  
dwarf-filth?

BOLG

(in Black Speech;  
subtitled)

There is another scent... man  
flesh! They have found a way to  
cross the lake.

Bolg turns to the river, now overrun with FOG. Suddenly, there is a LOUD, CRASHING NOISE behind them. The orcs snap to attention, raising their weapons.

From the shore, a BLOODSTAINED ORC rides a WARG through the trees. THE DUNGEON MASTER.

CLOSE ON: He and his warg stop before Bolg, glaring down at him.

DUNGEON MASTER

(in Black Speech;  
subtitled)

They are gathering in Dol Guldur;  
the Master has summoned you.

Bolg GROWLS in anger.

2 **EXT. DOL GULDUR - MIRKWOOD - NIGHT**

2

WIDE ON: CHANTING echos around the abandoned fortress as Bolg and his orcs file inside.

3 **EXT. WALKWAY - DOL GULDUR - NIGHT**

3

Bolg steps onto a RAISED WALKWAY, waiting in silence.

Suddenly, a DARK SHADOW emerges out of nowhere. It FLIES through the air, circling around Bolg. THE NECROMANCER.

NECROMANCER

(in Black Speech;  
subtitled)

We grow in number. We grow in strength. Our battle for the mountain is about to begin. You will lead my armies.

BOLG

(in Black Speech;  
subtitled)

What of Oakenshield?

NECROMANCER

(in Black Speech;  
subtitled)

War is coming.

BOLG

(in Black Speech;  
subtitled)

You promised me his head!

NECROMANCER

(in Black Speech;  
subtitled)

Death will come to all.

The Necromancer abruptly disappears. Bolg SNARLS, bowing his head in shame.

4 **EXT. FOREST RIVER - DAY**

4

ANGLE ON: A BARGE pulls through the icy waters, pushing aside SHATTERED ICE FLOES. BILBO BAGGINS and the seven dwarves stand aboard the barge.

From the side of the barge, BARD THE BOWMAN sails down the river, pushing through the fog.

From out of the fog, a LARGE STONE from a RUINED CITY comes forward. FILI jumps back.

FILI

Look out!

(CONTINUED)

4

CONTINUED:

4

Bard expertly poles the barge through the ruins. THORIN OAKENSHIELD glares over at him.

THORIN

What are you trying to do, drown us?

BARD

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

DWALIN looks out into the fog. He SCOFFS. He turns to the others.

DWALIN

Oh, I've had enough of this lippy lakeman. I say we throw him over the side and be done with him.

BILBO

Bard. His name's Bard.

KILI gives Bilbo a suspicious look.

KILI

How do you know?

BILBO

I asked him.

DWALIN

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

CLOSE ON: BALIN, OIN, and GLOIN sit on the deck, placing their MONEY and VALUABLES on a SMALL CHEST.

BALIN

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

Reluctantly, the dwarves begin handing over COINS and bits of JEWELRY. Dwalin turns to Thorin, his eye set on Bard.

DWALIN

How do we know he won't betray us?

(CONTINUED)

4

CONTINUED: (2)

4

THORIN

We don't.

ANGLE ON: Balin counts the money before him. He pauses, startled.

BALIN

There appears to be one problem.  
We're ten coins short.

Thorin folds his arms and down at Gloin.

THORIN

Gloin. Come on, give us what you  
have.

GLOIN

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

WIDE ON: As he talks, the dwarves slowly begin to rise, staring up at something in the distant fog. Gloin looks behind him, seeing the fog thin to reveal -

THE LONELY MOUNTAIN.

ANGLE ON: Gloin jumps to his feet, handing Balin a SATCHEL OF COINS.

GLOIN (CONT'D)

Bless my beard, take it! Take all  
of it!

Bilbo COUGHS, gesturing his head towards an approaching Bard.

BARD

The money, quick, give it to me.

THORIN

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

BARD

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

(CONTINUED)

4 CONTINUED: (3) 4

The dwarves turn. The ROOFTOPS OF LAKETOWN are seen in the distance.

5 **EXT. DOCK - LAKETOWN - DAY** 5

ANGLE ON: Bard stops his barge at a dock outside of Laketown. He hops off and speaks to a GRUFF LOOKING MAN.

CLOSE ON: Bilbo and the dwarves hide in the BARRELS. Bilbo peers at Bard through a HOLE in his barrel.

THORIN  
What do you see?

BILBO  
He's talking to someone.

Bard points back at the barrels as he talks.

BILBO (CONT'D)  
He's pointing right at us!

Thorin looks anxious. Bilbo sees Bard shake the man's hand.

BILBO (CONT'D)  
Now they're shaking hands.

THORIN  
What?

DWALIN  
That villain! He's selling us out!

The dwarves hide in their barrels, listening anxiously. Above them, they hear METAL CREAKING. All of them look up, nervous.

Suddenly, DEAD FISH are poured into every barrel. The dwarves SPLUTTER in surprise as they are surrounded by pounds of fish.

6 **EXT. LAKETOWN - DAY** 6

ANGLE ON: Bard poles his barge toward the city. The barrels are lined up in rows on the barge. The dwarves GROAN from inside. Bard kicks the barrel closest to him.

BARD  
Quiet. We're approaching the tall gate.

7 **EXT. TALL GATE - LAKETOWN - DAY** 7

WIDE ON: Laketown emerges from out the distance. It is a field of POOR, RAMSHACKLE HOUSES spread across the VAST LAKE.

SUPER: THERE AND BACK AGAIN

Bard brings his boat in front of the Tall Gate. The gatekeeper, PERCY, steps from out of his office.

PERCY  
Halt! Good inspection! Papers,  
please!

ANGLE ON: Percy grabs a LANTERN and stands at the edge of the pier. He grins up at Bard.

PERCY (CONT'D)  
Oh, it's you, Bard.

BARD  
Morning, Percy.

PERCY  
Anything to declare?

BARD  
Nothing but that I am cold and  
tired and ready for home.

Bard steps onto the pier and hands Percy some PAPERS.

PERCY  
You and me both.

As Percy takes the papers into his office, Bard looks around him, wary. Percy STAMPS the papers and holds them out.

PERCY (CONT'D)  
Here we are. All in order.

CLOSE ON: A man, ALFRID, steps out of the shadows. He grabs the papers out of Percy's grasp.

ALFRID  
Not so fast.  
(reads the papers)  
Consignment of empty barrels from  
the Woodland Realm.

ANGLE ON: Alfrid tosses Bard's papers to the wind and steps closer to the barge. SEVERAL LAKETOWN SOLDIERS, led by

(CONTINUED)

7 CONTINUED:

7

BRAGA, follow behind Alfrid.

ALFRID (CONT'D)

Only, they're not empty, are they,  
Bard? If I recall correctly, you're  
licensed as a bargeman, not a  
fisherman.

CLOSE ON: Alfrid takes ONE FISH from a barrel, holding it up  
before Bard. Bilbo looks up from the gap where the fish had  
been, anxious.

BARD

That's none of your business.

ALFRID

Wrong. It's the Master's business,  
which makes it my business.

BARD

Come on, Alfrid, people need to  
eat!

ALFRID

These fish are illegal.

ANGLE ON: Alfrid throws the fish into the water and turns to  
Braga and his men.

ALFRID (CONT'D)

Empty the barrels over the side.

BRAGA

You heard him; in the canal.

Braga leads his soldiers onto the barge. They begin to tip  
over the barrels, letting the fish fall into the canal.

CLOSE ON: Bard watches from the pier, uneasy.

BARD

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

ALFRID

That's not my problem.

BARD

And when the people hear the Master  
is dumping fish back into the lake?

(MORE)

(CONTINUED)

7 CONTINUED: (2)

7

BARD (cont'd)

When the rioting starts? Will it be  
your problem then?

Bard and Alfrid exchange tense stares, glaring at one another with pure malice. Finally, Alfrid raises a hand to the soldiers.

ALFRID

Stop.

ANGLE ON: The soldiers withdraw their grip on the barrels, returning them to the barge. They file back onto the pier.

ALFRID (CONT'D)

Ever the people's champion, eh,  
Bard? Protector of the common folk?  
You might have their favor now,  
bargeman, but it won't last.

CLOSE ON: Alfrid stomps away. Percy returns to the edge of the piers.

PERCY

Raise the gate!

ANGLE ON: A LARGE PORTCULLIS blocking the channel is raised. Bard begins to pole his barge forward, passing Alfrid, who SNEERS over at him.

ALFRID

The Master has his eye on you;  
you'd do well to remember. We know  
where you live.

BARD

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

WIDE ON: Bard's boat passes through the gate, which lowers behind him.

8 **EXT. MAIN CHANNEL - LAKETOWN - DAY**

8

ANGLE ON: Bard sails past different PIERS and BRIDGES, interlocking the city together. He passes a GRAND HOME, three stories high. It belongs to the Master of Laketown.

WIDE ON: A WINDOW opens in the grand home.

9

**INT. BEDCHAMBER - THE MASTER'S HOUSE - DAY**

9

Alfrid dumps the contents of a CHAMBERPOT into the canals below. THE MASTER OF LAKETOWN rises from his bed, GROANING and MOANING as he stumbles about.

ALFRID

All this talk of civil unrest.  
Someone's been stirring the pot,  
sire.

CLOSE ON: The Master sits down at the foot of the bed, RUBBING his knees.

ALFRID (CONT'D)

Gout playing up, sire?

MASTER

It's the damp, it's the only  
possible explanation. Now, get me a  
brandy!

Alfrid shuts the window and moves to comply.

ALFRID

The mood of the people, sire, it's  
turning ugly.

MASTER

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

Alfrid hands the Master a GLASS OF BRANDY. He drinks it all in one shot.

ALFRID

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

MASTER

Then we must find these  
troublemakers and arrest them!

ANGLE ON: The Master stumbles over to his NIGHTSTAND and pours himself another glass of brandy.

ALFRID

My thoughts exactly, sire.

(CONTINUED)

9 CONTINUED:

9

MASTER

And all this talk of change must be suppressed. I can't afford to let them rebel, band together and start making noises. The next thing you know, they'll start asking questions, forming committees, launching inquiries.

The Master takes a LARGE GULP

ALFRID

Out with the old, in with the new.

MASTER

What?

ALFRID

That's what they've been saying, sire. There is even talk of an election.

MASTER

An election? That's absurd. I won't stand for it.

CLOSE ON: The Master turns to the door. Alfrid watches him leave.

ALFRID

(to himself)

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

10 **EXT. BALCONY - THE MASTER'S HOUSE - DAY**

10

WIDE ON: The Master throws open his glass doors and walks onto his balcony, overlooking Laketown. He GRUMBLES to himself, pacing up and down the balcony.

MASTER

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

CLOSE ON: He freezes. The answer comes to him.

(CONTINUED)

10 CONTINUED: 10

MASTER (CONT'D)  
Bard. You mark my words, that  
trouble making bargeman is behind  
all this!

11 **EXT. PIERS - LAKETOWN - DAY** 11

ANGLE ON: Bard docks his barge between the Laketown piers. He looks over his shoulders, then knocks over the barrels. Bilbo and the dwarves fall out, covered in FISH.

The DOCK KEEPER looks on in shock. Bard approaches him and slips him a GOLD COIN.

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

Bard turns to the dwarves.

BARD (CONT'D)  
Stay close.

He leads the Company away and into the city.

12 **EXT. STREETS - LAKETOWN - DAY** 12

Bard leads the dwarves through NARROW STREETS and ALLEYWAYS.

CLOSE ON: A woman, HILDA BIANCA, works on a near boat. She looks up and sees the SILHOUETTES OF THE DWARVES sneaking through the alleys. She looks stunned.

ANGLE ON: Bard and the dwarves press on through the empty streets. A young boy, BAIN, runs up to Bard. This is his son.

BAIN  
Da, our house, it's being watched!

CLOSE ON: The dwarves look up at Bard, befuddled. Bard looks over his shoulder, anxious.

13 **EXT. BARD'S HOUSE - LAKETOWN - DAY** 13

WIDE ON: Bard and Bain walk the streets, no dwarves behind them. From across the way, an EYEPATCHED FISHERMAN watches them walk. He turns, knocking a STAFF against a building wall.

(CONTINUED)

13 CONTINUED: 13

TWO BOYS run from the wall, knocking HAMMERS onto BELLS. They RING, getting the attention of an OLD SAILOR sitting in a ROWBOAT.

The sailor lights his PIPE. He makes eye contact with TWO FISHERMAN sitting in a boat beside a WOODEN HOUSE, built into the ocean on STILTS.

ANGLE ON: Bard and Bain file into the house. Bard stops, turning to the fishermen. He tosses an APPLE down at them.

BARD  
You can tell the Master I am done  
for the day.

He grins and walks into his home, shutting the door behind him.

14 INT. BARD'S HOUSE - LAKETOWN - DAY 14

Bard enters the house. His daughters, SIGRID and TILDA run over to greet him.

TILDA  
Da! Where have you been?

SIGRID  
Father, there you are! I was  
worried!

The two daughters embrace their father. He hands them a BAG OF FOOD.

BARD  
Here's something to eat.

Bard peers out of the near WINDOW.

BARD (CONT'D)  
Bain, let them in.

Bain turns and rushes down a WOODEN STAIRCASE.

15 EXT. BOAT LANDING - BARD'S HOUSE - DAY 15

CLOSE ON: Bain KNOCKS on the BASEMENT WALL. Dwalin's head appears out of a TOILET, dripping wet.

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

(CONTINUED)

15 CONTINUED: 15

Dwalin raises the SEAT and pulls himself out of the toilet. Bilbo and the other dwarves follow, GROANING. Bain points to the stairs.

BAIN

Up there.

The dwarves waddle forward, SHIVERING.

16 **EXT. BARD'S HOUSE - LAKETOWN - DAY** 16

ANGLE ON: Sigrid and Tilda watch as the dwarves trudge up the staircase.

SIGRID

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

TILDA

Will they bring us luck?

17 **INT. BARD'S HOUSE - LAKETOWN - DAY - LATER** 17

CLOSE ON: Bilbo and the dwarves SHIVER, wrapped in BLANKETS.

BARD

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

ANGLE ON: Thorin stands at the window. He looks out, seeing a PAINTED TOWER in the distance. Atop the tower is a LARGE CROSSBOW. A WINDLANCE. Thorin looks stunned.

THORIN

A dwarvish Windlance.

Bilbo approaches him, sipping a HOT DRINK from a MUG.

BILBO

You look like you've seen a ghost.

BALIN

He has. The last time we saw such a weapon, a city was on fire. It was the day the dragon came.

CLOSE ON: Bilbo listens, ATTENTIVE. Thorin looks away sadly.

18 **EXT. DALE - DAY (FLASHBACK)**

18

WIDE ON: The SHADOW OF SMAUG flies over the city of DALE. He rains FIRE down on the city, DESTROYING BUILDINGS and BURNING MEN.

BALIN (V.O.)  
The day the dragon destroyed the  
Lonely Mountain, and the city of  
men, Dale, with it.

CLOSE ON: Amongst the chaos, a man dressed in HEAVY ARMOR leads a GROUP OF ARCHERS in firing at Smaug. GIRION.

BALIN (V.O.) (CONT'D)  
Girion, the lord of the city,  
rallied his bowmen to fire upon the  
beast.

ANGLE ON: The archers shoot up at Smaug, but NOT A SINGLE ARROW reaches the beast.

BALIN (V.O.) (CONT'D)  
But a dragon hide is tough, tougher  
than the strongest armor. Only a  
black arrow, fired from a  
windlance, could have pierced the  
dragon's hide. And few of those  
arrows were ever made.

Girion rushes to a RACK holding four LONG, HEAVY BLACK ARROWS. He loads the weapons into the Windlance, each bouncing off of the dragon's chest.

BALIN (V.O.) (CONT'D)  
His store was running low when  
Girion made his last stand.

Girion grabs another arrow, firing it out of the Windlance. It too finds its mark, but bounces off of Smaug.

19 **INT. BARD'S HOUSE - LAKETOWN - DAY**

19

CLOSE ON: Thorin glares out of the window, remembering.

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

Bard approaches Thorin, suspicious.

(CONTINUED)

19 CONTINUED:

19

BARD

You speak of it as if you were there.

THORIN

All dwarves know the tale.

ANGLE ON: Bain files in beside his father, his face filled with pride.

BAIN

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

Oin CHUCKLES from a back corner, his FLATTENED TRUMPET raised to his ear.

OIN

That's a fairy story, lad. Nothing more.

Thorin strides up to Bard, defiant.

THORIN

You took our money. Where are the weapons?

BARD

Wait here.

He turns and walks down into the boat landing.

20 **EXT. BOAT LANDING - BARD'S HOUSE - DAY**

20

Bard walks to a BOAT anchored into the surrounding channel. He pulls up a WRAPPED PACKAGE, hidden underwater.

21 **INT. BARD'S HOUSE - LAKETOWN - DAY**

21

CLOSE ON: The dwarves are huddled together, speaking in LOW WHISPERS.

THORIN

Tomorrow begins the last days of autumn.

(CONTINUED)

21 CONTINUED:

21

BALIN

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

KILI

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

FILI

Then this quest has been for  
nothing.

Bard returns from the basement.

ANGLE ON: He lays the package onto the table. The dwarves  
circle around him. Bard loosens the WRAPPINGS, revealing a  
few HANDMADE WEAPONS. The dwarves stare down at them in  
disgust.

THORIN

What is this?

Thorin picks up one of the weapons.

BARD

A pikehook, made from an old  
harpoon.

KILI

And this?

BARD

A crowbill, we call it, fashioned  
from a smithy's hammer. It's heavy  
in hand, I grant, but in defense of  
your life, these will serve you  
better than known.

GLOIN

We paid you for weapons. Iron  
forged swords and axes!

FILI

It's a joke!

The dwarves throw the weapons down onto the table.

(CONTINUED)

21 CONTINUED: (2)

21

BARD

You won't find better outside the city armory. All iron forged weapons are held there under lock and key.

CLOSE ON: Thorin and Dwalin exchange glances. Balin shakes his head.

BALIN

Thorin, why not take what's been offered and go? I've made do with less; so have you. I say we leave now.

Bard looks up at the mention of Thorin's name. It sounds familiar to him.

BARD

You're not going anywhere.

DWALIN

What did you say?

BARD

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

ANGLE ON: The dwarves, looking slightly relieved, settle down around the table. Bard makes for the door.

22 **EXT. BARD'S HOUSE - LAKETOWN - DAY**

22

CLOSE ON: Bard paces up and down his porch, thinking.

BARD

Thorin...

Suddenly, Bard whirls around. He sees the Lonely Mountain in the distance and understands. Bain sticks his head out of the door.

BAIN

Da?

BARD

Don't let them leave!

(CONTINUED)

22 CONTINUED: 22

ANGLE ON: Bard turns and hurries down his steps and into the town.

23 **EXT. MARKETPLACE - LAKETOWN - DAY** 23

Bard rushes into the marketplace. A STOREKEEPER looks up at him from behind a counter.

STOREKEEPER

Hello, Bard. What're you after.

Bard begins to dig into a PILE OF TAPESTRIES.

BARD

There was a tapestry! An old one!

STOREKEEPER

What tapestry you talking about?

CLOSE ON: Bard finds a TAPESTRY and begins to unroll it onto a table.

BARD

This one.

The tapestry has the MEMBERS OF THE LINE OF DURIN sewn onto it, their names labeled below.

ANGLE ON: Further off in the marketplace, Hilda talks with a GROUP OF FISHERMEN.

HILDA

There were dwarves, I tell you, appeared out of nowhere. Full beards, fierce eyes; I've never seen the like.

FISHERMAN

What are dwarves doing in these parts?

An OLD MAN watches from a boat docked into the marketplace.

OLD MAN

It's the prophecy.

FISHERMAN

Prophecy?

OLD MAN

Prophecy of Durin's folk.

(CONTINUED)

23 CONTINUED:

23

CLOSE ON: Bard traces through the lineage on the tapestry and finds the last entry. THORIN. Bard looks shocked.

BARD  
Prophecy...

From the dock, LAKEMEN and LAKEWOMEN talk in EXCITED WHISPERS of the prophecy.

LAKEMAN  
The old tales will come true!

LAKEWOMAN  
Vast halls of treasure!

LAKEWOMAN #2  
Can it really be true? Has the lord  
of silver fountains returned?

The phrase appears to jolt Bard's memory. He looks up, thinking deeply.

BARD  
(to himself)  
The lord of silver fountains, the  
king of carven stone, the king  
beneath the mountain shall come  
into his own. And the bells shall  
ring in gladness at the mountain  
king's return, but all shall fail  
in sadness and the lake will shine  
and burn.

ANGLE ON: Bard springs out of the marketplace, running down piers and docks. He passes a GOLDEN SUNSET, which reflects like FIRE on the water.

24 INT. BARD'S HOUSE - LAKETOWN - NIGHT

24

Bard bursts into his home. The dwarves are gone. Bain approaches him, looking apologetic.

BAIN  
Da, I tried to stop them!

BARD  
How long have they been gone?

25 **EXT. TOWN SQUARE - LAKETOWN - NIGHT**

25

CLOSE ON: Braga and his GUARDSMEN drag the dwarves to the Master's House. Multitudes of TOWNSPEOPLE follow behind the soldiers.

ANGLE ON: The Master storms out of his home, wrapping his FUR COAT tight around himself.

MASTER

What is the meaning of this?

BRAGA

We caught them stealing weapons, sire.

MASTER

Ah! Enemies of the state, eh?

ALFRID

A desperate bunch of mercenaries if ever there was, sire.

Dwalin steps forward, enraged.

DWALIN

Hold your tongue! You do not know to whom you speak! This is no common criminal; this is Thorin, son of Thrain, son of Thror!

CLOSE ON: Dwalin gestures to Thorin, who steps out of the crowd. The townspeople MURMUR in their amazement.

THORIN

We are the dwarves of Erebor. We have come to reclaim our homeland.

ANGLE ON: The crowd whispers in shock and recognition, craning their heads to get a better view.

THORIN (CONT'D)

I remember this town in the great days of old. Fleets of boats lay at harbor, filled with silks and fine gems. This was no foresaken town on a lake! This was the center of all the trade in the North! I would see those days return. I would relight the great forges of the dwarves and send wealth and riches flowing once more from the halls of Erebor!

(CONTINUED)

25 CONTINUED:

25

The people CHEER and CLAP. The Master looks on, calculative.

BARD

Death!

From out of the crowd, Bard steps forward.

BARD (CONT'D)

That is what you will bring upon  
us; dragon-fire and ruin! If you  
awaken that beast, it will destroy  
us all!

CLOSE ON: The townspeople begin to WHISPER ANXIOUSLY.

THORIN

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

The people begin to APPLAUD in their excitement. The Master  
nods and smiles, happy at this turn of events. Alfrid,  
however, looks doubtful.

ALFRID

Why should we take you by your  
word? We know nothing about you.  
Who here can vouch for your  
character?

The crowd goes quiet. SILENCE settles in, as the townspeople  
become disillusioned. From the crowd of dwarves, Bilbo  
raises his hand.

BILBO

Me. I'll vouch for him. Now, I have  
traveled far with these dwarves  
through great danger. And if Thorin  
Oakenshield gives his words, then  
he will keep it.

Thorin gives Bilbo a thankful look. The crowd begins to  
CHEER once again.

ANGLE ON: Bard turns to the crowd, frantic.

(CONTINUED)

25 CONTINUED: (2)

25

BARD

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

Bard turns to glare down at Thorin. As the townspeople grow  
discontent, the Master raises his hand.

MASTER

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

CLOSE ON: The Master points accusingly at Bard, and the  
crowd begins to CLAMOR. Thorin looks at him in shock.

ALFRID

It's true, sire. We all know the  
story: arrow after arrow he shot,  
each one missing its mark.

Bard looks around as the crowd yells at him, infuriated.  
Earnest, he steps closer to Thorin.

BARD

You have no right. No right to  
enter that mountain!

THORIN

I have the only right.

ANGLE ON: Thorin wheels around to face the Mater.

THORIN (CONT'D)

I speak to the Master of the men of  
the lake. Will you see the prophecy  
fulfilled? Will you share in the  
great wealth of our people? What  
say you.

The townspeople watch quietly in anticipation.

CLOSE ON: Slowly, the Master begins to nod his head. He  
points down at Thorin, smiling.

(CONTINUED)

25 CONTINUED: (3) 25

MASTER

I say unto you welcome! Welcome and  
thrice welcome, King under the  
Mountain!

ANGLE ON: The Master opens his arms in welcome, and the crowd ERUPTS WITH JOY. Thorin faces the audience, victorious. Bard stares at Thorin, enraged.

26 **EXT. LONG LAKE - DAY** 26

WIDE ON: Bilbo and the dwarves are boarded on a GRAND ROWBOAT, fitted in REGAL CLOTHES. As the other dwarves row, Thorin stands at the bow of the boat, staring up at the mountain, determined.

27 **EXT. FOOTHILLS - LONELY MOUNTAIN - DAY** 27

The Company treks up the VAST FOOTHILLS of the mountain.

ANGLE ON: They come across a SLOPE on the hill, slowly making their way upwards. Bilbo stops in his tracks. He listens to the PURE SILENCE.

BILBO

It's so quiet.

BALIN

It wasn't always like this. Once these slopes were alined with woodlands. The trees were filled with birdsong.

CLOSE ON: A THRUSH sails past Bilbo's head. He gives the bird a sideways glance. Thorin approaches behind Bilbo.

THORIN

Relax, Master Baggins. We have food, we have tools, and we're making good time.

WIDE ON: Thorin spots something in the distance. He rushes towards an EMBANKMENT overlooking the ruined city of Dale. The dwarves file in beside him, at awe.

BILBO

What is this place?

(CONTINUED)

27 CONTINUED:

27

GLOIN

It was once the city of Dale. Now it is a ruin. The desolation of Smaug.

THORIN

The sun will soon reach midday; we must find the hidden door into the mountain before it sets.

CLOSE ON: Bilbo looks to Thorin, confused.

BILBO

Wait, is this the overlook? Gandalf said to meet him. On no account were we to -

THORIN

Do you see him? We have no time to wait upon the wizard. We're on our own.

Thorin turns to the dwarves, leading them further up the mountain.

THORIN (CONT'D)

Come!

Bilbo lingers behind, looking back at the city, conflicted.

28 **EXT. MAIN GATE - DOL GULDUR - DAY**

28

WIDE ON: A RABBIT-DRAWN SLEIGH approaches Dol Guldur. Dark clouds gather around the fortress. It looks exceedingly ominous.

ANGLE ON: GANDALF THE GREY and RADAGAST THE BROWN file off of the rabbit sled. Gandalf eyes the fortress with suspicion.

GANDALF

Dol Guldur. The hill of sorcery.

RADAGAST

It looks completely abandoned.

GANDALF

As it is meant to. A spell of concealment lies over this place, which means our enemy is not yet  
(MORE)

(CONTINUED)

28 CONTINUED:

28

GANDALF (cont'd)  
ready to reveal himself. He has not  
regained his former strength.

Gandalf turns to face Radagast.

GANDALF (CONT'D)  
Radagast, I need you to carry a  
message to the Lady Galadriel. Tell  
her we must force his hand.

RADAGAST  
What do you mean?

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

CLOSE ON: Radagast gives a CURT NOD and heads towards the  
forest.

GANDALF (CONT'D)  
Do I have your word?

RADAGAST  
Yes, yes, yes.

Gandalf begins to stride across a STONE BRIDGE towards the  
fortress. Suddenly, Radagast turns back towards Gandalf.

RADAGAST (CONT'D)  
Wait, Gandalf. What if it's a trap?

Gandalf stops in his tracks. He SIGHS.

GANDALF  
Turn around and do not come back.

Reluctantly, Radagast turns back to his sled.

GANDALF (CONT'D)  
(to himself)  
It's undoubtedly a trap.

ANGLE ON: Gandalf draws out GLAMDRING. With sword in one  
hand and STAFF in the other, he marches towards Dol Guldur,  
unafraid.

29 **EXT. COURTYARD - DOL GULDUR - DAY** 29

Gandalf walks into the courtyard. It seems completely foresaken, the walls and floors WEATHERED and BROKEN. Even still, there is a look of MALICE to the place.

GANDALF  
(in Elvish; subtitled)  
The evil that is hidden here, I  
command it to come forth! I command  
it to reveal itself!

WIDE ON: With these words, Gandalf strikes his staff on the ground. An ORB OF WHITE LIGHT moves like a SHOCKWAVE through the courtyard.

It reveals nothing.

ANGLE ON: Gandalf moves to another part of the fortress, and begins to recite the spell once more.

30 **INT. DUNGEONS - DOL GULDUR - DAY** 30

ANGLE ON: Bolg and his orcs are gathered in the dungeons. Gandalf's voice ECHOS from the courtyard above.

BOLG  
(in Black Speech;  
subtitled)  
The Wizard has come.

YAZNEG  
(in Black Speech;  
subtitled)  
He is lifting the spell. He will  
find us!

BOLG  
(in Black Speech;  
subtitled)  
Yes he will.

Bolg turns, revealing a SWARM OF WARGS, grappling and fighting with one another.

31 **EXT. FOOTHILLS - LONELY MOUNTAIN - DAY** 31

CLOSE ON: Thorin stands his sword into the ground, panting.

ANGLE ON: He turns to the other dwarves, who scour the mountain sides.

(CONTINUED)

31 CONTINUED:

31

THORIN  
Anything?

DWALIN  
Nothing!

Thorin looks down at the MAP OF EREBOR, confused.

THORIN  
If the map is true, the hidden door  
lies directly above us.

Bilbo rounds a corner, searching. He finds a LARGE DWARF  
STATUE carved into the mountain, wielding an STONE AXE.  
Looking closely, he notices a SET OF STAIRS built into the  
statue.

BILBO  
Up here!

CLOSE ON: All of the dwarves rush forward, grinning.

THORIN  
You have keen eyes, Master Baggins.

32 **EXT. HIDDEN DOOR - LONELY MOUNTAIN - DAY**

32

The Company steps into a rock-walled clearing, the sun  
setting behind them. Thorin steps forward, clutching the  
DWARVEN KEY. Pride reflects in his eyes, and the eyes of all  
the other dwarves.

Thorin inserts the key into an ILLUMINATED KEYHOLE and turns  
it. Mechanisms are heard TURNING behind the rock. Thorin  
pushes on the rock. A STONE DOOR gives way and slides open.

Bilbo and the dwarves look in awe as Thorin enters the  
threshold. Not a sound can be heard, save for the WHISTLING  
WIND around them.

CLOSE ON: Thorin stares into the doorway, his face frozen in  
sheer amazement. On his face, it is clear that he recalls  
the sights, the sounds, the smells, the MEMORIES. TEARS well  
in his DARK BROWN eyes, mingled with a KINGLY PRIDE.

THORIN  
Erebor...

CLOSE ON: Balin stands at his side. His eyebrows are  
FURROWED as he chokes back SALTY TEARS.

(CONTINUED)

32 CONTINUED:

32

BALIN

Thorin...

Thorin puts a supportive hand on his shoulder. Balin SPLUTTERS, wiping away his tears. Thorin steps into the chamber.

33 INT. HIDDEN DOOR - EREBOR - DAY

33

ANGLE ON: Thorin runs his hands against the EMERALD WALLS. An air of nostalgia engulfs Thorin, lost in his own memories.

THORIN

I know these walls. These halls,  
this stone.

He turns to Balin, a WARM SMILE split across his noble face. A SINGLE TEAR rolls down Thorin's cheek.

THORIN (CONT'D)

You remember it, Balin. Chambers  
filled with golden light.

BALIN

I remember.

Balin steps forward, entering through the doorway. The others follow behind him, in a state of frozen awe. They look around the narrow chamber, feeling the stone, smelling the air.

CLOSE ON: Oin points to a CARVING on the wall above the door.

It displays the throne of Erebor, with the Arkenstone above it, sending out rays of light in all directions. An INSCRIPTION lies below the heavenly carving.

OIN

Herein lies the seventh kingdom of  
Durin's Folk. May the heart of the  
mountain unite all dwarves in  
defense of this home.

Bilbo looks at the carving, curious. He looks to Balin for answers.

BALIN

The throne of the king.

(CONTINUED)

33 CONTINUED:

33

BILBO

And what's that above it?

BALIN

The Arkenstone.

BILBO

Arkenstone? What's that?

THORIN

That, Master Burglar, is why you  
are here.

The dwarves circle around Bilbo, a look of expectance plain in their eyes. Bilbo looks at the dwarves, then back to the carving. It is clear he is bewildered.

34 INT. TUNNEL - EREBOR - DAY

34

ANGLE ON: Bilbo and Balin enter a TUNNEL leading into the interior of the mountain.

BILBO

You want me to find a jewel?

BALIN

A large, white jewel, yes.

BILBO

That's it? Only, I imagine there's  
quite a few down there.

BALIN

There is only one Arkenstone. It is  
the summit of this great wealth and  
would bestow upon Thorin the right  
to rule. You'll know it when you  
see it.

BILBO

Alright.

Balin begins to stride out of the tunnel. He pauses and turns back to Bilbo.

BALIN

In truth, lad, I do not know what  
you will find down there. You  
needn't go if you don't want to,  
there's no dishonor in turning  
back.

(CONTINUED)

34 CONTINUED:

34

BILBO

No, Balin, I promised I would do  
this and I think I must try.

CLOSE ON: Balin begins to CHUCKLE appreciatively.

BALIN

It never ceases to amaze me.

BILBO

What's that?

BALIN

The courage of hobbits. Go now with  
as much luck as you can muster.

ANGLE ON: With a nod, Bilbo begins to proceed down the  
tunnel.

BALIN (CONT'D)

Oh, and Bilbo. If there is, in  
fact, a live dragon down there,  
don't waken it.

Bilbo looks worried. He walks a few more steps, then turns  
as if to ask a question. Balin is already gone. Disgruntled,  
Bilbo tiptoes out of the tunnel.

35 **EXT. STAIRCASE - DOL GULDUR - NIGHT**

35

Gandalf walks up several STAIRCASES and PLATFORMS in Dol  
Guldur. He passes several SPIKED CAGES, complete with  
SKELETONS inside. As he walks, he chants the Elvish spell  
repeatedly.

GANDALF

(in Elvish)

The evil that is hidden here, I  
command it to come forth! I command  
it to reveal itself!

36 **EXT. COURTYARD - DOL GULDUR - NIGHT**

36

CLOSE ON: Gandalf walks into an open platform.

GANDALF

(in Elvish)

The evil that is hidden here, I  
command it to come forth! I command  
it to reveal itself!

(CONTINUED)

36 CONTINUED:

36

He strikes his staff against the ground, sending out a pale bubble of light around him.

From out of the spell, Bolg leaps forward, his MACE raised. He strikes Gandalf down, sending his weapons flying. Bolg circles around the wizard, a TROOP OF ORCS behind him. He LAUGHS.

BOLG  
(in Black Speech;  
subtitled)  
You have come too late, wizard! It  
is done.

ANGLE ON: Bolg raises his mace to finish Gandalf off. But Gandalf manages to scramble to his feet, pointing his staff at Bolg. Some INVISIBLE BARRIER stops Bolg in his tracks.

GANDALF  
Where is your master? Where is he?

BOLG  
(in Black Speech;  
subtitled)  
He is everywhere. We are legion.

Holding Bolg back at bay, Gandalf peers over the edge of a ledge.

WIDE ON: Below him, he sees HORDES OF ORCS, all armed for war. They crowd around a PACK OF SNARLING WARGS, watching the creatures fight.

ANGLE ON: Gandalf turns back from the ledge, shocked. Bolg looks victorious.

BOLG (CONT'D)  
(in Black Speech;  
subtitled)  
It is over.

Bolg raises his mace once again. Gandalf gives a SHOT and swings his staff forward, sending out a BLINDING LIGHT.

CLOSE ON: The orcs stumble around, their vision BLURRY. Finally, they open their eyes. Gandalf has disappeared.

BOLG (CONT'D)  
(in Black Speech;  
subtitled)  
Run him down!

37 **EXT. PASSAGEWAYS - DOL GULDUR - NIGHT**

37

Gandalf darts through passgeways and tunnels. WARG RIDERS chase after him, weapons drawn and SNARLING.

ANGLE ON: He runs out of a passage and onto a bridge. He strikes the building above with his staff, sending it CRUMBLING DOWN and CRUSHING the warg riders and destroying the bridge.

Bolg ROARS from the distance. Gandalf quickly hurries onwards.

38 **EXT. WALKWAY - DOL GULDUR - NIGHT**

38

WIDE ON: Gandalf turns a corner. In front of him, he sees a MASSIVE CLOUD OF SHADOW. It is the Necromancer.

NECROMANCER  
(in Black Speech;  
subtitled)

There is no light, wizard, that can  
defeat darkness.

ANGLE ON: Gandalf stops in his tracks, surprised. He raises his staff and sends out a protective, spherical SHIELD around himself.

TENDRILS OF SHADOW try to pierce the shield, making it grow smaller and smaller and smaller. Gandalf yells, trying his best to fight back against the power of the Necromancer.

The shadow only grows stronger, pushing against the shield. The walkway in front of Gandalf begins to CRUMBLE AWAY. Gandalf GRUNTS in his effort.

The dark tendrils draw away, then come back in full force against Gandalf. Gandalf falls to his knees as the shield VANISHES.

CLOSE ON: Gandalf holds his staff high above his head, determined. The shadow before him EXPLODES into a WREATH OF FLAMES. Slowly, the fire turns into the shape of a SLIT PUPIL.

The pupil takes the form of TALL MAN dressed in HEAVY ARMOR and a HELMET OF SPIKES. It is SAURON.

ANGLE ON: As Sauron approaches Gandalf, the wizard's staff BURNS and slowly DISINTEGRATES AWAY into nothing.

WIDE ON: The shadows and the flames pick Gandalf up into the air and hurl him against a STONE WALL. He is held against

(CONTINUED)

38 CONTINUED: 38

the wall, as if forced down by some invisible force.

Around him, the wall begins to crumble and fall away as Sauron steps forward. The flames around him EXPLODE, forming the EYE OF SAURON.

GANDALF

Sauron.

CLOSE ON: Gandalf stares into the fire, stunned.

39 **INT. STAIRCASE - EREBOR - NIGHT** 39

ANGLE ON: Bilbo slowly steps through a LARGE DOORWAY, and into a MASSIVE HALL. Vast DWARVEN STATUE come into view, framed against dozens of distant. STAIRCASES and RAISED WALKWAYS. Bilbo retreats back into the doorway.

BILBO

Hello?

He KNOCKS quietly on the wall beside him. The sound ECHOS around the chambers, louder and intensified. Bilbo jumps, hiding himself behind the wall.

The sound slowly fades into the distance, as if it never happened. Bilbo steps out of the doorway and onto the GRAND STAIRCASE.

BILBO (CONT'D)

You're not at home. Not at home.  
Good, good, good.

Bilbo freezes. His mouth drops open.

WIDE ON: MOUNTAINS OF GOLD lie below him, stretching as far as the eye can see.

40 **INT. TREASURE HOARD - EREBOR - NIGHT** 40

ANGLE ON: Bilbo steps off of the staircase, carefully walking atop the treasure. The COINS and JEWELS JINGLE beneath his feet.

Bilbo walks forward, trying his best to mask the JANGLING SOUND of the treasure beneath his feet. He peers around him, scanning the coins, jewels and gems scattered on the endless grounds.

CLOSE ON: Bilbo stops taking various pieces of treasure from the pile. He examines them, putting them under the LIGHT OF

(CONTINUED)

40 CONTINUED:

40

THE CHAMBER. He sneaks one or two in his pocket. Just for safe keeping.

He finds a WHITE JEWEL and turns it around in his hands.

BILBO

What's that?

Bilbo shakes it around, his ear pressed against it. Nothing is special about this jewel. Bilbo carelessly throws it aside. It CLATTERS, tumbling down the piles of treasure. Bilbo looks over at the jewel, petrified. But there is only PURE SILENCE in response to all the clattering.

ANGLE ON: Bilbo falls to his knees. He digs through the golden coins as quietly as possible. Nothing lies buried beneath the gold. Only coins and more coins. Distressed, Bilbo looks to his surroundings.

BILBO (CONT'D)

Arkenstone. Large, white jewel.  
Very helpful.

WIDE ON: Bilbo SIGHS. He has only scratched the surface of this hoard. He rises to his feet, hiking up the mountain of gold.

ANGLE ON: Bilbo comes across a GOLDEN CUP. He admires it from afar, watching it SPARKLE in the golden light. He steps forward, taking it from the pile.

Coins scatter after it, creating a SMALL AVALANCHE. Bilbo watches as the gold waterfall continues down the pile, filing the hoard with the CRASHING OF COINS. Bilbo seems frozen in place.

CLOSE ON: Eventually, coins fall away to reveal a LARGE, CLOSED EYE. SMAUG.

ANGLE ON: Bilbo looks up, seeing the eye. All the color in his face seems to vanish in an instant. With a GRUNT, Bilbo jumps behind a STONE PILLAR.

He waits in silence, PANTING all the while. Bilbo's chest RISES and FALLS as his eyes FLIT across the chamber, looking for a way out. But the dragon still seems to be sleeping. All is quiet.

Suddenly, Smaug SNORTS. A great BREEZE OF AIR is sent forward, scattering away the coins covering the dragon. The treasure around him FALLS AWAY, slipping down the golden

(CONTINUED)

40 CONTINUED: (2)

40

hill.

Panics triken, Bilbo tip toes forward. SWEAT rolls down from his temple. He is desperate, now more than ever. Bilbo looks to the hoard around him.

WIDE ON: Far away, the SHAPE OF SMAUG is wrapped around Bilbo, spanning from wall to wall. Bilbo is trapped. Smaug begins to awake, sending the coins around him rippling away.

Bilbo takes a few paces back, his back pressed against the pillar. Smaug's RED SCALES begin to peek through the falling coins. Bilbo falls to his knees, hopeless.

ANGLE ON: Smaug's head slowly makes it's way out of the coins. Bilbo, in a last ditch effort, walks backwards from the dragon. His eyes never leave Smaug for a second. Not a blink.

CLOSE ON: Smaug's eye ROLLS OPEN.

ANGLE ON: Bilbo slides down the crest of the pile. He is on lower ground than Smaug. Bilbo reaches into his pocket, pulling out the RING. He gazes down at it longingly, turning it around in his hands.

Suspicious, Smaug slowly raises his head, bursting through the piles of gold. Quickly, Bilbo slips the Ring onto his finger. He VANISHES from sight.

The dragon rises from out of the treasure. Smaug has revealed himself. His face is CHISELED and RED. His DEEP ORANGE EYES seem to pry into the human soul, but also have a certain look of intellect about them. Smaug is no simple monster. He is an intelligent one.

Slowly, the dragon moves around, SNIFFING the air. Invisible, Bilbo rises from the piles of gold, never taking his eyes off of Smaug.

Smaug lumbers through the treasure hoard, glaring down at the piles below him. He is searching for someone.

SMAUG

Well, thief, I can smell you. I  
hear your breath, I fell your air.  
Where are you? Where are you?

CLOSE ON: Bilbo ducks. Smaug slithers over top of Bilbo, reptilian.

(CONTINUED)

40 CONTINUED: (3)

40

The dragon turns and seems to lock eyes with Bilbo.

ANGLE ON: Panicked, Bilbo turns and runs down the mountain of treasure, sliding down through the coins.

Seeing the dislodged coins, Smaug follows behind rapidly. Quickly, Bilbo jumps from out of the coins and runs over to hide behind a STONE OUTCROPPING.

The dragon circles around the outcropping, as if taunting Bilbo.

SMAUG (CONT'D)

Come now, don't be shy. Step into the light.

(beat)

There is something about you. Something you carry. Something made of gold, but far more precious.

CLOSE ON: Smaug's voice REVERBERATES in Bilbo's head. He STRAINS in mental pain, clutching onto the Ring. Suddenly, the Eye of Sauron bursts into his vision, CHANTING IN BLACK SPEECH. Bilbo yanks off the Ring.

ANGLE ON: Bilbo stands before Smaug, perfectly visible.

SMAUG (CONT'D)

There you are, thief in the shadows.

Bilbo stares up at Smaug, petrified.

BILBO

I did not come to steal from you, O Smaug the Unassessably Wealthy. I merely wanted to gaze upon your magnificence, to see if you really were as great as the old tales say. I did not believe them.

WIDE ON: Smaug stomps several yards away, drawing himself up for Bilbo to see him in all his glory. Smaug is a massive dragon, with bat-like WINGS and CLAWS. He looks to be a great and terrible force to be reckoned with.

SMAUG

And do you now?

ANGLE ON: Bilbo steps closer to the dragon, trying to mask his fear.

(CONTINUED)

40 CONTINUED: (4)

40

BILBO

Truly, the tales and songs fall  
utterly short of your enormity, O  
Smaug the Stupendous.

SMAUG

Do you think flattery will keep you  
alive?

BILBO

No.

SMAUG

No, indeed. You seem familiar with  
my name, but I don't remember  
smelling your kind before. Who are  
you, and where do you come from,  
may I ask?

Smaug snakes his head closer to Bilbo. He STUTTERS, spying  
something off to the side.

CLOSE ON: It is the ARKENSTONE; a small, white gem glowing  
with UNNATURAL LIGHT, half-buried in gold.

ANGLE ON: Bilbo turns back to Smaug.

BILBO

I come from under the hill.

SMAUG

Under hill?

Bilbo nods, sneaking a peak at the Arkenstone. It is not far  
away.

BILBO

And under hills and over hills my  
path has led. And, through the air,  
I am he who walks unseen.

SMAUG

Impressive. What else do you claim  
to be?

CLOSE ON: Smaug snakes forward until his TEETH are inches  
away from Bilbo. As Smaug exhales, Bilbo grimaces at his  
breath.

BILBO

I am... luck-wearer. Riddle-maker!

(CONTINUED)

40 CONTINUED: (5)

40

SMAUG  
Lovely titles; go on.

BILBO  
Barrel-rider.

ANGLE ON: Smaug draws away from Bilbo, a MALICIOUS SMILE curled on his face.

SMAUG  
Barrels? Now that is interesting.  
And what about your little dwarf  
friends? Where are they hiding?

BILBO  
Dwarves? No, no dwarves here.  
You've got that all wrong.

SMAUG  
Oh, I don't think so, barrel-rider.  
They sent you in here to do their  
dirty work while they skulk about  
outside.

BILBO  
Truly, you are mistaken, O Smaug,  
chiefest and greatest of  
calamities.

SMAUG  
You have nice manners for a thief  
and a liar! I know the smell and  
taste of dwarf. No one better. It  
is the gold! They are drawn to  
treasure like flies to dead flesh!

As Smaug stomps about, his claws knock the Arkenstone away from where it had been. It bounces down the treasure hoard, and Bilbo chases after it.

SMAUG (CONT'D)  
Did you think I did not know this  
day would come? When a pack of  
camping dwarves would come crawling  
back to the mountain?

WIDE ON: Bilbo trips and slides down the golden mountain. Coins rain over him, burying Bilbo in the treasure.

Smaug follows after him, knocking over a MASSIVE STONE PILLAR in his range. It falls to the ground with a LOUD

(CONTINUED)

40 CONTINUED: (6) 40

THUD.

41 **EXT. HIDDEN DOOR - LONELY MOUNTAIN - NIGHT** 41

ANGLE ON: The pillar's thud ECHOS around the mountain. The dwarves spring to their feet, startled.

OIN  
Was that an earthquake?

BALIN  
That, my lad, was a dragon.

CLOSE ON: The dwarves look around, fearful.

42 **INT. BARD'S HOUSE - LAKETOWN - NIGHT** 42

ANGLE ON: DUST falls from the ceiling as the reverberation makes its way through Laketown. Bard exchanges troubled glances with his children.

SIGRID  
Da?

BAIN  
It's coming from the mountain.

CLOSE ON: TEARS begin to well in Tilda's eyes.

TILDA  
Are we going to die, Da?

BARD  
No, darling.

TILDA  
The dragon, it's going to kill us.

Bard gives a comforting smile.

ANGLE ON: He reaches up to the ceiling, and pulls a BLACK ARROW out from the WOODEN BEAMS. His children look at him, shocked.

BARD  
Not if I kill it first.

43 **EXT. BALCONY - THE MASTER'S HOUSE - NIGHT** 43

Alfrid overlooks Laketown from the balcony, vaguely troubled. The Master calls from inside.

(CONTINUED)

43 CONTINUED:

43

MASTER (O.S.)

Alfrid, what was that thundering noise?

Alfrid gazes towards the mountain, suspicious.

ALFRID

An earthquake, sire, nothing more.

He turns and heads inside.

44 **INT. STUDY - THE MASTER'S HOUSE - NIGHT (CONTINUOUS)**

44

The Master sits at his desk, feasting on a SLUDGY MEAL.

ALFRID

The matter of the dwarves was masterfully handled, sire. Your popularity has never been so high. The entire town is twittering your name.

MASTER

Yes, it was rather clever. Either our little friends return triumphant, in which case I stand to make a pretty penny, or old Smaug dines on dwarf for a day or two. The important thing is they're off our hands.

Alfrid takes a seat across from the Master, who SLOPPILY SCARFS down his meal.

ALFRID

There are still those who doubt you, sire. Those who would start asking questions.

MASTER

What this town needs, Alfrid, is a good purge, starting with a certain troublemaker who saw fit to question my authority.

ALFRID

A certain bargeman, sire.

MASTER

Precisely.

(CONTINUED)

44 CONTINUED: 44

CLOSE ON: The Master's lips curl into a WIDE GRIN.

45 **EXT. STREETS - LAKETOWN - NIGHT** 45

ANGLE ON: Bard rounds a corner, black arrow in hand. Bain trails behind him, looking befuddled.

BAIN

A black arrow? Why did you never tell me?

BARD

Because you did not need to know.

They duck behind a wall as soldiers pass by. Bard looks up, pointing to the Windlance atop a tower.

BARD (CONT'D)

Listen to me carefully. I need you to distract the guards. Once I'm on top of the tower; I'll set the arrow to the bow.

Just then, Braga and his men spot Bard. He points at him.

BRAGA

There he is! Bard! After him!

BARD

Quickly! Run, go!

Bard and Bain rush down the streets, fleeing from the soldiers.

BRAGA

Stop him!

The duo runs through shops and docks, knocking down VARIOUS ITEMS in their way. Braga and his soldiers follow close after him, pushing SHOPPERS out of the way and into the water.

Bard reaches an alley, and stops in his tracks. He hands Bain the black arrow.

BARD

Bain! Bain, keep it safe. Don't let anyone find it. I'll deal with them.

(CONTINUED)

45 CONTINUED:

45

BAIN  
I won't leave you.

BARD  
Go!

Reluctant, Bain runs out of the alleyway. Bard turns, and faces Braga, who has just caught up with him.

BARD (CONT'D)  
Braga.

BRAGA  
You're under arrest.

BARD  
On what charge?

BRAGA  
Any charge the Master chooses.

CLOSE ON: Bard punches Braga. HOWLING in pain, Braga falls onto his men. Other soldiers rush forward. Bard is quick to grab POTTED PLANTS from near SHELVES and throw them down onto the soldiers.

46 **EXT. DOCK - LAKETOWN - NIGHT**

46

ANGLE ON: Bain skids to a halt. From the distance, he can see the Laketown soldiers chase after Bard, their swords drawn.

Bain jumps onto an ANCHORED ROWBOAT. He hides the black arrow under ROPES and FISHING GEAR.

WIDE ON: He steps off of the boat and sees that a GLASS STATUE of the Master overlooks the rowboat. Bain darts off of the dock.

47 **EXT. HIDDEN DOOR - LONELY MOUNTAIN - NIGHT**

47

ANGLE ON: Fili peers into the doorway. He sees an ORANGE GLOW reflect on the stones. Panicked, Fili turns to Thorin.

FILI  
What about Bilbo?

THORIN  
Give him more time.

(CONTINUED)

47 CONTINUED:

47

BALIN

Time to do what? To be killed?

Thorin looks at Balin, EYEBROWS FURROWED.

THORIN

You're afraid.

Balin pauses, then steps closer to Thorin.

BALIN

Yes, I am afraid. I fear for you! A sickness lies on that treasure hoard, a sickness that drove your grandfather mad.

THORIN

I am not my grandfather.

Thorin turns back to overlook the desolation below, framed against a CARVED STATUE OF THROR.

BALIN

Well, you're not yourself. The Thorin I know would not hesitate to go in there -

THORIN

I will not risk this quest for the life of one burglar.

Balin looks at Thorin, disgusted.

BALIN

Bilbo. His name is Bilbo.

Thorin looks contemplatively out into the night.

48 INT. TREASURE HOARD - EREBOR - NIGHT

48

ANGLE ON: Smaug searches through the treasure hoard for Bilbo, who hides underneath a STONE STRUCTURE.

SMAUG

It's Oakenshield, that filthy dwarvish usurper! He sent you in here for the Arkenstone, didn't he?

Bilbo sees the Arkenstone on the other end of the structure.

(CONTINUED)

48 CONTINUED:

48

BILBO  
No, no, no. I don't know what  
you're talking about.

Bilbo starts to sneak towards the Arkenstone. Smaug peers underneath the structure, forcing Bilbo to hide behind a pillar.

SMAUG  
Don't bother denying it. I guessed  
his foul purpose some time ago. But  
it matters not. Oakenshield's quest  
will fail. A darkness is coming, it  
will spread to every corner of the  
land.

49 **EXT. TORTURE CHAMBER - DOL GULDUR - NIGHT**

49

Gandalf wakes to find himself in a SPIKED CAGE. He is bloodied, bruised and burned and dangles over the edge of fortress, a sheer drop beneath him.

A HORN RINGS OUT in the distance. Gandalf looks below him.

WIDE ON: LEGIONS OF ORCS AND WARGS march out of Dol Guldur, armed and equipped for war.

CLOSE ON: Gandalf, for the first time in a long time, is afraid.

50 **INT. TREASURE HOARD - EREBOR - NIGHT**

50

ANGLE ON: Bilbo hides behind the pillar, PANTING in fear.

SMAUG  
You are being used, thief in the  
shadows. You were only ever a means  
to an end. The coward Oakenshield  
has weighed the value of your life  
and found it worth nothing.

BILBO  
No. No, you're lying!

SMAUG  
What did he promise you? A share of  
the treasure? As if it was his to  
give. I will not part with a single  
coin. Not one piece of it!

(CONTINUED)

50 CONTINUED:

50

WIDE ON: Smaug is mounted on top of the structure. Bilbo rushes forward, reaching for the Arkenstone. Smaug whips his tail, sending Bilbo and the Arkenstone flying into the air.

ANGLE ON: Bilbo tumbles down against another pillar. Smaug stomps forward, his FOOTSTEPS THUNDERING around the mountain.

SMAUG (CONT'D)

My teeth are swords! My claws are spears! My wings are a hurricane!

As Smaug displays his wings, Bilbo notices a SCALE MISSING on the left side of the dragon's chest.

BILBO

So it is true. The black arrow found its mark.

SMAUG

What did you say?

BILBO

I was just saying your reputation proceeds you, O Smaug the Tyrannical. Truly, you have no equal on this earth.

Bilbo looks beside him, noticing the Arkenstone lying several feet away. Smaug looks from Bilbo to the jewel, smiling wryly.

SMAUG

I am almost tempted to let you take it. If only to see Oakenshield suffer, watch it destroy him, watch it corrupt his heart and drive him mad.

Smaug draws closer and closer to Bilbo. Suddenly, the dragon rears his head.

SMAUG (CONT'D)

But I think not. I think our little game ends here. So tell me, thief, how do you choose to die?

Smaug streaks forward, his jaw open. Bilbo quickly puts on the Ring, disappearing from sight. Smaug freezes, confused.

(CONTINUED)

50 CONTINUED: (2) 50

Angrily, Smaug raises his head once again. With a GREAT ROAR, Smaug bellows out a MASSIVE WALL OF FLAMES over the treasure hoard.

Unseen by the dragon, coins on the ground move as Bilbo runs away, invisible.

51 INT. STAIRCASE - EREBOR - NIGHT (CONTINUOUS) 51

CLOSE ON: Bilbo reaches the staircase once again. Exhausted, he slips off the Ring and continues running.

52 INT. GREAT HALL - EREBOR - NIGHT 52

WIDE ON: Bilbo rushes through a DOORWAY and into a VAST HALL adorned with BANNERS hundreds of feet tall.

Smaug enters behind him, crushing the STONE WALL above the doorway. Bilbo runs frantically from the flying rocks, but is caught beneath a falling banner and knocked to the floor.

CLOSE ON: Smaug leaps into the hall, reeling in anger. Bilbo peeks from under the edge of the banner.

SMAUG

You think you could decieve me, barrel-rider? You have come from Laketown! There is some sordid scheme hatched between these filthy dwarves and those miserable, tub-trading lakemen! Those sniveling cowards with their longbows and their black arrows. Perhaps it is time I paid them a visit!

ANGLE ON: Smaug turns towards the main gate.

BILBO

Oh, no.

Bilbo scrambles out of the banners, rushing towards Smaug.

BILBO (CONT'D)

This isn't their fault! Wait! You cannot go to Laketown!

Smaug turns to Bilbo. He GRINS.

(CONTINUED)

52 CONTINUED: 52

SMAUG

You care about them, do you? Good.  
Then you can watch them die.

He turns back to the main gate and rushes forward.

53 **EXT. MAIN GATE - LONELY MOUNTAIN - NIGHT** 53

WIDE ON: Smaug bursts through the TOWERING MAIN GATE, sending RUBBLE and DEBRIS flying. He twirls into the air, swooping off towards Laketown, silhouetted in the distance.

54 **EXT. STREETS - LAKETOWN - NIGHT** 54

ANGLE ON: TOWNSPEOPLE rush out of their houses, looking to the mountain. GOLDEN LIGHT pours from out of the ruined gates. They SHOUT and COWER IN FEAR at the sound of Smaug's approaching wings.

CLOSE ON: Braga and his soldiers freeze in their tracks, turning to the mountain, PALE WITH FRIGHT.

ANGLE ON: Bard, crouched on a rooftop, looks to the mountain in shock.

55 **INT. BARD'S HOUSE - LAKETOWN - NIGHT** 55

CLOSE ON: Bard's children look around in fear. Tilda begins to CRY.

56 **EXT. HIDDEN DOOR - LONELY MOUNTAIN - NIGHT** 56

The dwarves look to one another, at a loss for words.

57 **EXT. MAIN GATE - LONELY MOUNTAIN - NIGHT** 57

ANGLE ON: Bilbo runs out of the destroyed gate, climbing up the RUINS. He looks to Smaug flying through the air and falls to his knees.

Smaug soars across the night sky, a TWISTED SMILE curled onto his face.

SMAUG

I am fire, I am death.

From the ruined gate, Bilbo watches on in shock and despair.

BILBO

What have I done?

58 **EXT. MASTER'S HOUSE - NIGHT** 58

BELLS RING throughout the city. People frantically load their possessions onto boats, SHOUTING and CRYING. Braga and his soldiers file into the Master's house, urgent.

59 **INT. STUDY - THE MASTER'S HOUSE - NIGHT** 59

The Master oversees his SOLDIERS and SERVANTS as they carry boxes containing gold and valuables. He turns to Alfrid, a horrified expression on his face.

MASTER

I warned you. Did I not warn you what would come of dealing with dwarves? No they've done it! They've woken the dragon! They've brought the apocalypse upon our heads!

He rushes forward and pulls a CANDLESTICK in the wall sideways. A near BOOKSHELF falls backward, revealing a HIDDEN STAIRCASE. The Master beckons the soldiers forward.

MASTER (CONT'D)

Faster now! I'm trying to evacuate myself here!

The soldiers, Alfrid and the Master rush down the staircase.

60 **INT. BOAT LANDING - THE MASTER'S HOUSE - NIGHT (CONTINUOUS)** 60

A GRAND BOAT lies waiting in the water. Soldiers throws GOLD PLATES and STATUE onto the boat.

SOLDIER #1

Sire, should we not try to save the town?

MASTER

The town is lost! Save the gold!

BRAGA

You heard him!

The men board onto the boat as they load the gold onto the ship.

61 **EXT. CANALS - LAKETOWN - NIGHT** 61

The townspeople frantically PADDLE their LOADED BOATS through the canals. Others watch the skies, fearful and helpless.

62 **EXT. BOAT LANDING - BARD'S HOUSE - NIGHT** 62

CLOSE ON: Bain leads Sigrid and Tilda towards their ANCHORED BOAT.

BAIN  
Come on, quick.

They rush onto the boat. Bain takes the WOODEN OARS and paddles out of their bay.

63 **EXT. CANALS - LAKETOWN - NIGHT** 63

ANGLE ON: The three siblings set off down the canal. Bain poles through the floating CHUNKS OF ICE.

Suddenly, Smaug SWOOPS OVERHEAD. The townspeople SCREAM OUT in their fear.

WIDE ON: The dragon soars above and away from the town, then turns and dives steeply towards the city, building up FIRE IN HIS CHEST.

He flies over the town, UNLEASHING THE FLAMES. Fire spreads across the city, engulfing half of the town in a HELLISH INFERNO.

ANGLE ON: Smaug breathes fire once again. More innocent townspeople are burned alive, SCREAMING and WRITHING. Men engulfed in flames fall from their homes and into the lake. But even the water itself seems to be on fire.

The Master's ship sails down the lake. Braga and his soldiers have their weapons drawn, pointed to PLEADING CIVILIANS they pass by.

MASTER  
Come on! Faster! Faster!

A HOUSE behind them EXPLODES, blasting its CHARRED INHABITANTS through the walls and into the lake.

MASTER (CONT'D)  
If only we could take more of these poor people with us, but they're hardly -

ALFRID  
- worth it. I quite agree.

A MAN tries to climb onto the boat, but Alfrid kicks him back into the water.

64 **INT. ARMORY - LAKETOWN - NIGHT** 64

Bard breaks through the ARMORY WINDOW. He steps through the SHATTERED GLASS, towards the bows. He grabs the LARGEST BOW and QUIVER, loaded with LONG ARROWS.

65 **EXT. ROOFTOOPS - LAKETOWN - NIGHT** 65

CLOSE ON: Bard punches out the ROOF SHINGLES and clambers onto the rooftop.

ANGLE ON: He looks on the horizon for the Windlance. It is gone.

BARD

The Windlance, where has it gone?

Suddenly, Smaug flies past Bard. He ducks, staring after the dragon, his face pale with realization.

WIDE ON: Bard gets to his feet and runs across the rooftops, carefully leaping from one building to the next.

66 **EXT. HIDDEN DOOR - LONELY MOUNTAIN - NIGHT** 66

ANGLE ON: The dwarves gather near the mountain ledge, staring off into the distance. The burning town is clear on the horizon.

BALIN

Poor souls.

CLOSE ON: Bilbo and the dwarves exchange SAD and GUILTY looks. Bilbo turns and sees Thorin staring back at the shattered gate, his back turned to Laketown. Bilbo looks perplexed.

67 **EXT. ROOFTOOPS - LAKETOWN - NIGHT** 67

ANGLE ON: Bard continues to dash about the rooftops, his eyes set on the BELL TOWER. A perfect vantage point.

Smaug spots him from the skies. With a GROWL, he flies forward. Bard looks over his shoulder, seeing the dragon rush forward, head on.

Bard leaps from one house to the next. Smaug crashes through the house behind Bard, and sails back up into the air. The WOODEN RUBBLE knocks Bard to his knees, sending him sliding down the inclined roof.

Quickly, Bard pulls an ARROW from his quiver, sticking it between two shingles. Bard holds onto the arrow for dear

(CONTINUED)

67 CONTINUED: 67

life, dangling above the CRACKLING FLAMES. He manages to hoist himself back up onto the rooftop.

68 **EXT. CANALS - LAKETOWN - NIGHT** 68

ANGLE ON: Bain, Sigrid and Tilda hide below the STILTS of a house. They watch as Smaug soars through the air, raining down on the ALMOST DESOLATE city.

He zooms away, to another corner of the burning town. Bain poles forward and out of the stilted shelter.

69 **EXT. BELL TOWER - LAKETOWN - NIGHT** 69

WIDE ON: Bard climbs rapidly up the winding stairs of the bell tower. He reaches the top, standing below the RINGING BELL.

Below him, he sees a FIERY RUIN that was once a humble village. EMBERS flutter from the burning buildings and into the INKY BLACK SKY above.

ANGLE ON: Determined, Bard pulls the arrows out of his quiver. Smaug soars by, letting out another BREATH OF FIRE. Bard darts to the edge of the bell tower ledge, firing an arrow at the beast.

The arrow merely bounces off of Smaug's ARMOR LIKE SCALES. Bard steps back, disappointed. The bell above him continues to RING ON.

70 **EXT. CANALS - LAKETOWN - NIGHT** 70

CLOSE ON: Sigrid and Tilda look up as they pass the Bell Tower.

SIGRID

Da?

TILDA

Da!

Tears begin to well in their eyes. Bain looks up at his father, crushed.

71 **EXT. BELL TOWER - LAKETOWN - NIGHT** 71

ANGLE ON: Bard fires yet another arrow. It harmlessly bounces off of Smaug's scales once again.

72 **EXT. CANALS - LAKETOWN - NIGHT**

72

Nonetheless, Bain's face splits with excitement.

BAIN

He hit it! He hit the dragon!

SIGRID

Those arrows cannot bring him down!

Bain looks down, disconsolate. They pass the glass statue of the Master. He looks up, noticing the rowboat at the statue's feet. Bain gives a determined look as he passes a HANGING HOOK.

Quickly, Bain pushes the oars into Sigrid's hands and grabs onto the hook. He swings forward towards the dock, leaving his sisters behind.

SIGRID

Bain, what are you doing?

TILDA

Bain!

Bain runs to the rowboat, and grabs the black arrow from under the rope and rods.

73 **EXT. BELL TOWER - LAKETOWN - NIGHT**

73

Bard reaches for another arrow. There is only one left. He hesitates, anxious and fearful. Finally, he takes the arrow and loads it up in his bow.

WIDE ON: Bard fires the arrow. Once again, it merely bounces off of Smaug's scales.

ANGLE ON: Bain storms up to the top of the tower. Bard looks at him, shocked.

BAIN

Da!

BARD

Bain, what are you doing? Why didn't you leave? You were supposed to leave!

BAIN

I came to help you!

BARD

No. Nothing can stop him now.

(CONTINUED)

73 CONTINUED:

73

BAIN

This might.

Bain holds up the black arrow. Bard smiles gratefully.

BARD

Bain - you go back! You get out of here now!

Bain looks up past the tower and CRIES OUT.

BAIN

Da! Look out!

WIDE ON: Smaug approaches the tower rapidly. He swings his legs forward, crushing the top of the bell tower. The roof and bell goes flying forward, crashing into the burning lake.

ANGLE ON: Bard lies on the remaining planks of the bell tower. He looks around him, panicked.

BARD

Bain?

Further off, hangs onto the tower, one arm on the wooden beams, the other on the black arrow. Bard scrambles forward, hoisting Bain back onto the tower.

74 **EXT. CANALS - LAKETOWN - NIGHT**

74

WIDE ON: Smaug continues to burn and crush the houses and building below.

ANGLE ON: He stops in front of the Master's boat, looking at the ORANGE HORIZON.

MASTER

Stop! Stop! Halt!

The OARMEN draw out their poles, looking in terror at the dragon before them.

75 **EXT. BELL TOWER - LAKETOWN - NIGHT**

75

CLOSE ON: Bard pulls the black arrow out of Bain's petrified hands and turns to face the dragon. Smaug turns to look at him, enraged.

(CONTINUED)

75 CONTINUED:

75

SMAUG

Who are you that would stand  
against me?

ANGLE ON: Bard grabs his bow, defiant. He looks down at the  
bow in shock. It is broken in half.

SMAUG (CONT'D)

Now that is a pity. What will you  
do now, Bowman? You are forsaken.  
No help will come.

Bard looks around, frantic. Smaug begins to walk towards  
him, CRUSHING BUILDINGS underneath his feet.

76 **EXT. CANALS - LAKETOWN - NIGHT**

76

The Master turns to the oarmen, feverish.

MASTER

Now's our chance! Go! Go into the  
open water!

The oarmen push forward, sending the boat down the canals.

77 **EXT. BELL TOWER - LAKETOWN - NIGHT**

77

Smaug approaches the tower, GROWLING and LICKING HIS LIPS.

SMAUG

Is that your child? You cannot save  
him from the fire. He will burn!

CLOSE ON: Bard fixes the two broken halves of his bow to the  
walls of the tower, with the bowstring taut between them. He  
loads the black arrow to the bow, laying the front end of  
the weapon on Bain's shoulder.

ANGLE ON: Smaug draws nearer, his feet CREAKING on the  
houses. Bain trembles in fear.

BARD

Stay still, son. Stay still.

Bard carefully takes aim of the arrow, determined.

SMAUG

Tell me, wretch, how now shall you  
challenge me?

(CONTINUED)

77 CONTINUED:

77

CLOSE ON: Bard spots the missing scale on Smaug's chest. A small smile breaks across his face.

SMAUG (CONT'D)  
You have nothing left but your  
death!

Smaug HOWLS, approaching rapidly. Bain looks over his shoulder at the dragon.

BARD  
Bain. Look at me. You look at me.

Bain looks back to his father, strangely calm. Bard strains with the effort of holding the black arrow taut.

BARD (CONT'D)  
A little to your left.

ANGLE ON: Bain shifts slightly to his left, the tip of the arrow moving with him.

BARD (CONT'D)  
That's it.

Bard releases the arrow. It flies off at full speed towards Smaug, WHISTLING as it goes. The arrow sinks into the missing scale.

The dragon leaps forward in fear and pain, HOWLING and SCREAMING. Smaug careens into the tower. Bard quickly grabs Bain, and they fall into the water with the tower.

WIDE ON: Smaug rolls and slide through the town, destroying everything in his path. With massive effort, he manages to soar up into the sky, WHEEZING and CHOKING.

SMAUG  
I am fire! I am...

He gasps for air, his tongue curling up inside his mouth. Suddenly, his scales go GREY, and his eyes lose their light. Smaug falls back towards the city, as if in slow motion. Nothing but SHOCK registers in the dragon's dead eyes.

78 **EXT. CANALS - LAKETOWN - NIGHT**

78

ANGLE ON: Alfrid and the Master look into the sky above them. They see Smaug's corpse rushing towards them. Before they can react, the dragon falls onto the boat, crushing all

(CONTINUED)

78 CONTINUED: 78

beneath him with a CRASHING THUD.

79 **EXT. HIDDEN DOOR - LONELY MOUNTAIN - NIGHT** 79

CLOSE ON: The ECHOING THUD reaches Bilbo and the dwarves. They all spring to their feet, looking to Laketown in the distance.

OIN

What was that? What happened?

BILBO

It fell, I say it. It's dead. Smaug is dead!

ANGLE ON: They stare in amazement at the town. The sun rises in the distance, casting a PINK GLOW on the sky above.

CLOSE ON: Thorin still looks to the Lonely Mountain, expressionless. RAVENS CAW in the distance.

GLOIN

By my beard, I think he's right!  
Look there! The ravens of Erebor  
are returning to the mountain!

Gloin points at several ravens returning to the mountain to roost.

BALIN

Aye. World will spread, and before  
long every soul in Middle Earth  
will know: the dragon is dead!

The dwarves LAUGH GLEEFULLY, embracing one another in their joy. Thorin turns to the hidden door. He hurries inside, scowling.

80 **EXT. SHORES - LONG LAKE - DAY** 80

ANGLE ON: WRECKAGE from the attack litter the riverbank. WOUNDED SURVIVORS of Laketown stumble onto the shores, enveloped in a THICK FOG.

WIDE ON: The refugees SCREAM and CRY as they clamber onto the shores, surrounded by BURNING wreckage and DEAD BODIES. Sigrid and Tilda stand in the middle of the chaos, CRYING OUT.

SIGRID

Da! Da!

(CONTINUED)

80 CONTINUED:

80

TILDA

Da! Bain!

CLOSE ON: The Laketown survivors pull FRESH CORPSES out of the water, HEAVING in their effort.

ANGLE ON: From across the lake, Bain and Bard crash onto the shore, and scramble out of the boat. Sigrid and Tilda see the both of them and rush forward.

TILDA (CONT'D)

Da!

BARD

Come here!

CLOSE ON: Bard grabs up his daughters, clutching them to himself in a warm embrace as the townspeople look on.

BARD (CONT'D)

It's alright.

From out of the crowd, Percy steps forward, SCARED and STAINED.

PERCY

It was Bard! He killed the dragon!  
I saw it with my own eyes; he  
brought the beast down, shot him  
dead with a black arrow.

WIDE ON: The townsfolk step forward CHEERING Bard's name and EXCLAIMING their thanks. Bard looks to the crowd, irresolute.

81 **EXT. REFUGEE CAMP - SHORES - DAY**

81

ANGLE ON: The refugees pack supplies, grabbing BUNDLES OF WOOD and PILES OF BLANKETS. Bard strides past them all, observing their work. Percy walks at his side.

BARD

Take only what you need! We have a  
long march ahead.

PERCY

Where will we go?

BARD

There is only one place.

(CONTINUED)

81 CONTINUED: 81

Percy looks up at the Lonely Mountain in the distance.

PERCY

The mountain? A genius plan! After all, it's full of stores, bedding, clothing and the old bit of gold.

BARD

What gold is in that mountain is cursed. We will take only what was promised to us - only what we need to rebuild our lives.

Bard walks deeper into the camp. Percy lingers behind, staring after him.

82 **EXT. REFUGEE CAMP - SHORES - DAY - LATER** 82

Bard leads his people from away from the shores, his family at his side.

WIDE ON: The townsfolk follow behind bard, carrying their sick and injured on STRETCHERS as they begin the long trek to the mountain.

83 **INT. TREASURE HOARD - EREBOR - DAY** 83

ANGLE ON: Thorin wanders through the piles of gold, dressed in ORNATE ROBES and covered in jewelry. He looks strange, almost possessed. Bilbo and the others watch from the staircase, troubled.

THORIN

Gold. Gold beyond measure, beyond sorrow and grief.

He turns to his company.

THORIN (CONT'D)

Behold, the great treasure hoard of Thrór.

Thorin suddenly flings a BLOOD-RED JEWEL high into the air. Fili catches it.

THORIN (CONT'D)

Welcome, my sister's sons, to the kingdom of Erebor.

WIDE ON: Thorin raises his hands in the air, triumphant.

84 INT. TREASURE HOARD - EREBOR - DAY - LATER

84

ANGLE ON: The dwarves comb through the massive piles of treasure. Thorin watches from the staircase above.

THORIN  
Any sign of it?

DWALIN  
Nothing yet.

THORIN  
Keep searching.

OIN  
That jewel could be anywhere.

THORIN  
The Arkenstone is in these halls -  
find it! All of you! No one rests  
until it is found.

CLOSE ON: Bilbo watches from behind Thorin, awkward.

85 EXT. MAIN GATE - LONELY MOUNTAIN - DAY

85

WIDE ON: Bilbo walks onto the front gate. He looks behind him, seeing the GIANT HOLE in the wall Smaug made. RUBBLE is scattered inside and out, surrounding the ramparts.

ANGLE ON: Bilbo paces around the walkway, on the look out. He sits down, staring into the sunlight.

SMAUG (V.O.)  
I am almost tempted to let you take  
it.

86 INT. TREASURE HOARD - EREBOR - NIGHT (FLASHBACK)

86

CLOSE ON: Bilbo stands beside the Arkenstone, staring up at Smaug.

SMAUG  
If only to see Oakenshield suffer,  
watch it destroy him, watch it  
corrupt his heart and drive him  
mad.

Smaug streaks forward, his jaw open. Bilbo quickly puts on the Ring, disappearing from sight. Smaug freezes, confused.

Unseen by the dragon, Bilbo reaches forward and grabs the Arkenstone, hiding it in his jacket.

(CONTINUED)

86 CONTINUED: 86

WIDE ON: Angrily, Smaug raises his head once again. With a GREAT ROAR, Smaug bellows out a MASSIVE WALL OF FLAMES over the treasure hoard.

87 **EXT. MAIN GATE - LONELY MOUNTAIN - DAY** 87

CLOSE ON: Bilbo looks around him, paranoid. The coast is clear.

From his jacket, Bilbo pulls out the Arkenstone, glowing angelically. He stares up from the jewel, conflicted.

88 **EXT. TORTURE CHAMBER - DOL GULDUR - NIGHT** 88

ANGLE ON: Gandalf hangs in his cage, leaning against the metal bars. He WHISPERS CHANTS, his voice dry with exhaustion.

INTERCUT WITH:

89 **INT. RHOSGOBEL - MIRKWOOD - NIGHT** 89

CLOSE ON: Radagast sits in his house, he eyes ROLLED BACK, CHANTING IN UNISON with Gandalf.

CUT TO:

90 **EXT. TORTURE CHAMBER - DOL GULDUR - NIGHT** 90

From outside the cage, the Dungeon Master approaches, his sword barred.

DUNGEON MASTER  
(in Black Speech;  
subtitled)  
Spells will not save you, old man.

The Dungeon Master lumbers forward. He pulls the cage from it's mount and throws it to the ground. Gandalf GROANS from inside.

91 **EXT. COURTYARD - DOL GULDUR - NIGHT** 91

CLOSE ON: GALADRIEL pushes open a METAL DOOR, NENYA dazzled on her finger.

WIDE ON: She walks into the courtyard, the wind blowing back her PALE GOWN. Gandalf's CRIES OF PAIN echo through the fortress.

92 **EXT. TORTURE CHAMBER - DOL GULDUR - NIGHT**

92

ANGLE ON: The Dungeon Master lifts Gandalf from the cage and throws him onto the ground.

DUNGEON MASTER

This is my Master's domain. Die now, wizard.

The Dungeon Master raises his blade high in the air, ready to go in for the kill.

Galadriel appears at the top of a near staircase.

CLOSE ON: Slowly, the Dungeon Master turns to look at her. He ROARS, running at full speed towards Galadriel. She lifts her arm, sending a BEAM OF ENERGY blasting forward. The Dungeon Master SHATTERS TO PIECES at the force of the shockwave.

WIDE ON: The expanse of energy LIGHTS UP THE SKY for miles.

ANGLE ON: By the cage, Galadriel leans down and picks up the unconscious Gandalf. By her hand, it seems almost effortless.

93 **EXT. STAIRCASE - DOL GULDUR - NIGHT**

93

WIDE ON: Galadriel brings Gandalf down the staircase. Around her, Sauron speaks out of the darkness.

SAURON

(in Black Speech;  
subtitled)

Three rings for the Elven-kings  
under the sky.

94 **EXT. COURTYARD - DOL GULDUR - NIGHT**

94

ANGLE ON: Galadriel stops in her tracks, wide-eyed.

SAURON

(in Black Speech;  
subtitled)

Seven for the dwarf-lords in their  
halls of stone.

GALADRIEL

Nine for mortal men doomed to die.

Galadriel looks around in shock. Nine GHOSTLY FIGURES fade into view around her, in corporeal yet partially translucent forms. They draw slowly closer, dressed in REGAL ARMOR and

(CONTINUED)

CONTINUED:

wielding ANCIENT WEAPONS.

THE NAZGUL.

Galadriel stumbles back onto a STATUE PEDESTAL. Gandalf lies in her lap, GROANING.

SAURON

(in Black Speech;  
subtitled)

You cannot fight the shadow. Even  
now you fade. One light alone in  
the darkness.

CLOSE ON: Galadriel looks up, determined.

GALADRIEL

I am not alone.

ANGLE ON: Behind the Nazgul, LORD ELROND and SARUMAN THE WHITE stride into the ruins. Elrond draws out his sword, dressed in GOLDEN ARMOR. Saruman steps forward, clutching onto his STAFF.

SARUMAN

Are you in need of assistance, my  
lady?

SNARLING, the Nazgul leap forward to confront the pair.

ELROND

You should have stayed dead.

Saruman and Elrond charge into the courtyard. Their weapons meet the Nazgul's translucent ones, filling the fortress with GHOSTLY CLASHING.

The Nazgul vanish at every hit. They return seconds later, their swords raised. Saruman throws one off of the cliffs, sending it falling downwards, SCREECHING.

It claws its way back up the cliffs, leaping high above Saruman. The wizard blasts him away once again, as more Nazgul come down upon him.

Elrond fights beside him, fending off the Nazgul with a certain grace.

CLOSE ON: From the statue pedestal, Galadriel looks down at Gandalf, sadness in her eyes.

(CONTINUED)

GALADRIEL  
Mithrandir, come back.

Her voice ECHOS around Gandalf's head. Still, he does not move.

ANGLE ON: Saruman and Elrond continue to slay their enemies with great agility. A VAST CREVICE lies between the courtyard ground. Elrond hops from STONE TO STONE surrounding the crack, sending the Nazgul spiraling down into the deep.

CLOSE ON: Galadriel leans down and rests a kiss on Gandalf's head. He suddenly jolts to life, GASPING FOR BREATH.

GANDALF  
He is here.

GALADRIEL  
Yes. The darkness has returned.

ANGLE ON: As the fighting rages on, Radagast rides into the courtyard, led by his rabbit pulled sleigh.

RADAGAST  
Gandalf! Gandalf, climb on!

Gandalf limps onto the sleigh. Galadriel helps him in, lying on the ground.

GALADRIEL  
He is weak. He cannot remain here,  
it is draining his life.

Radagast looks at the battling Nazgul, stunned.

GALADRIEL (CONT'D)  
Go, quickly!

CLOSE ON: Radagast jumps out of his state of shock and clutches at the REIGNS. Gandalf reaches back and grabs Galadriel's arm.

GANDALF  
Come with me, my lady.

His voice is hoarse and weak. Galadriel looks at him, sad and reluctant. She pulls her hand away from his and turns to Radagast.. Her skin becomes GHOSTLY WHITE and her eyes and body shine with a strange, powerful, and DARK LIGHT.

(CONTINUED)

GALADRIEL

GO!

Radagast quickly rides off, leading Gandalf away. He stares longingly after Galadriel until he turns a corner and she vanishes from his sight.

ANGLE ON: Galadriel lies on the ground, drained of her energy. Around her, Saruman and Elrond continue to fight the Nazgul.

Saruman throws back one of them into a wall, sending it CRUMBLING APART. Elrond raises his sword high, smacking against another Nazgul. It sails off of the cliffside, WAILING.

Elrond and Saruman stand back from their work. The Nazgul have gone.

CLOSE ON: Elrond approaches Galadriel, lying flat on the ground. The wind begins to PICK UP.

ANGLE ON: A NEAR TOWER EXPLODES into a BALL OF FLAME. In its place is the flaming Eye of Sauron. Saruman and Elrond flinch in the presence of its power.

SAURON

(in Black Speech;  
subtitled)

It has begun. The East will fall,  
so shall the kingdom of Angmar  
rise.

The pupil of the Eye expands to reveal Sauron's old, armored form. The Nazgul rise from the surrounding cliffs, standing beside their master.

SAURON (CONT'D)

(in Black Speech;  
subtitled)

The time of the Elves is over. The  
Age of the Orc has come.

The Nazgul raise their weapons and approach the Council. Galadriel rises, glowing with GREEN LIGHT and her entire appearance changed to one of POWER.

CLOSE ON: She raises her hand, BRIGHT LIGHT coming from within. She is clutching onto the PHIAL OF GALADRIEL. The Nazgul are BLASTED AWAY, melting back into the Eye of Sauron.

(CONTINUED)

94 CONTINUED: (4)

94

GALADRIEL  
YOU HAVE NO POWER HERE, SERVANT OF  
MORGOTH!

Sauron begins to FLASH in the fire of his Eye. He CHANTS A DARK SPELL, hoping to defend himself from the might of Galadriel.

GALADRIEL (CONT'D)  
YOU ARE NAMELESS, FACELESS,  
FORMLESS!

The Eye continues to flash with fire, chanting in Black Speech. Saruman and Elrond shield themselves from the blinding light.

GALADRIEL (CONT'D)  
GO BACK TO THE VOID FROM WHENCE YOU  
CAME!

WIDE ON: The force of her power EXTINGUISHES the Eye's flame and sends Sauron HURTLING into the sky.

ANGLE ON: Galadriel staggers back, her form of power disappeared. Elrond catches her as she collapses.

95 **EXT. MAIN GATE - DOL GULDUR - NIGHT**

95

Radagast and Gandalf pause, turning to look at the sky. Sauron STREAKS across the sky, towards the horizon, almost like a SHOOTING STAR.

96 **EXT. COURTYARD - DOL GULDUR - NIGHT**

96

ANGLE ON: Elrond cradles Galadriel in his arms, recovering from her own power.

ELROND  
(in Elvish; subtitled)  
We were deceived.

GALADRIEL  
The spirit of Sauron has endured.

SARUMAN  
And has been banished.

GALADRIEL  
He will flee into the east.

(CONTINUED)

96 CONTINUED:

96

ELROND

Gondor should be warned. They must set a watch on the walls of Mordor.

SARUMAN

No. Look after the Lady Galadriel. She has spent much of her power; her strength his failing. Take her to Lothlorien.

ELROND

My lord Saruman, he must be hunted down and destroyed once and for all.

SARUMAN

Without the Ring of Power, Sauron can never again hold dominion over Middle Earth. Go now! Leave Sauron to me.

CLOSE ON: Saruman turns to face the horizon, looking determined.

97 **EXT. RHOSGOBEL - MIRKWOOD - DAY**

97

WIDE ON: Radagast comes to a halt outside of Rhosgobel, passing a HORSE along the way. Gandalf hops off of the sleigh, pointing towards the horse.

GANDALF

I need that horse.

RADAGAST

What? Gandalf, where are you going?

GANDALF

To warn Erebor. They have no idea what is coming. I saw them with my own eyes: rank upon rank of Moria orcs. You must summon our friends, bird and beast. The battle for the mountain is about to begin.

ANGLE ON: Gandalf marches to the saddled horse.

RADAGAST

Wait!

He turns around. Radagast hands over his staff. Gandalf takes it in his hands, examining it.

(CONTINUED)

97 CONTINUED:

97

RADAGAST

Take this. If what you say is true,  
than you'll need it more than I.

GANDALF

Thank you.

Gandalf shakes Radagast's hand, SMILING WARMLY. He turns to the horse, mounting it. Radagast watches as he rides off into the forest.

98 INT. THRONE ROOM - EREBOR - DAY

98

WIDE ON: Thorin gazes upon the KING'S THRONE, over which the Arkenstone had once been inlaid. DARK CIRCLES form under his eyes. He seems to SHAKE with rage as he stares up at the empty throne.

Dwalin and Balin stand on a RAISED WALKWAY behind him. They look to his jacketed back, troubled. Bilbo looks on at Thorin's side. He too has a look of concern on his face.

THORIN

It is here in these halls - I know  
it.

DWALIN

We have searched and searched.

THORIN

Not well enough.

DWALIN

Thorin, we all would see the stone  
returned.

THORIN

And yet it's still not FOUND!

Thorin RAISES his voice. Bilbo nearly jerks out of his skin as Thorin's YELL ECHOS across the throne room, and into the chambers of Erebor.

ANGLE ON: Balin steps forward from his brother, rubbing his fingers together, anxious.

BALIN

Do you doubt the loyalty of anyone  
here?

(CONTINUED)

98 CONTINUED:

98

Thorin turns. He looks disgusted, as if Balin had slandered his name. He steps down the steps, his figure RAISED. He looks more imposing. More frightening. Balin, however, is not dissuaded.

BALIN (CONT'D)

The Arkenstone is the birthright of our people.

THORIN

It is the King's Jewel. AM I NOT THE KING?

His voice ECHOS through Erebor once again. Bilbo, Balin and Dwalin give him uneasy looks. Thorin does not seem to mind. He turns back to his throne, peering up at the Arkenstone pedestal.

THORIN (CONT'D)

Know this: if anyone should find it and withhold it from me, I will be avenged.

CLOSE ON: Thorin's face contorts in rage at the very thought of betrayal. Bilbo stands at his side, disgruntled.

99 INT. LIBRARY - EREBOR - DAY

99

Thousands of DUSTY BOOKS and LEDGERS surround Balin. The dwarf sits at a desk, WEEPING to himself.

Bilbo enters the rundown library, locking eyes with Balin. He turns to face Bilbo, wiping away his tears.

BALIN

Dragon-sickness. I've seen it before. That look. That terrible need. It is a fierce and jealous love, Bilbo. It sent his grandfather mad.

Bilbo steps closer. He leans forward, speaking in a LOW WHISPER. Almost paranoid.

BILBO

Balin, if Thorin had the Arkenstone, if it was found, would it help?

(CONTINUED)

99 CONTINUED:

99

BALIN

That stone crowns all. It is the summit of this great wealth, bestowing power upon he who bears it. Will it stay his madness? No, lad; I fear it would make it worse. Perhaps it is best that it remains lost.

Balin raises his eyebrows to Bilbo. He nods, understanding.

100 **INT. HALLS - EREBOR - DAY**

100

WIDE ON: Bilbo sits on a BENCH, exhausted and conflicted. He reaches into his coat pocket, pulling something out.

ANGLE ON: Thorin stops in an adjoining hallway behind Bilbo. Thorin sees him, suspicious.

THORIN

What is that? In your hand?

Thorin strides rapidly toward Bilbo, who jumps out of his seat.

BILBO

It's nothing.

THORIN

Show me.

CLOSE ON: Bilbo holds out his hand. It is an ACORN. The one from Beorn's garden.

BILBO

I picked it up in Beorn's garden.

THORIN

You've carried it all this way?

BILBO

I'm going to plant it in my garden. In Bag End.

Thorin SMILES FONDLY at Bilbo. His anger is FADING AWAY. The old Thorin has returned, if only for a brief moment.

THORIN

That's a poor price to take back to the Shire.

(CONTINUED)

100 CONTINUED:

100

BILBO

One day it'll grow, and everytime I look at it, I'll remember. Remember everything that happened, the good, the bad, and how lucky I am that I made it home.

The two share a CHUCKLE. Bilbo's face falls. He hesitates.

BILBO (CONT'D)

Thorin, I -

Dwalin enters the hall, filing in behind Thorin.

DWALIN

Thorin. Survivors from Laketown; they're streaming into Dale. There's hundreds of them.

Thorin's face falls. His expression contorts into a stern, uncompromising one. His forboding facade has returned.

THORIN

Call everyone to the gate. To the gate, now.

Thorin wheels around, striding out of the hallway. Bilbo stares after him, disappointed.

101 **EXT. STREETS - DALE - DAY**

101

WIDE ON: The refugees of Laketown file into the city of Dale. They stare around at the ruins, at the BURNT WRECKAGE. The DESTROYED BUILDINGS. The CHARRED BODIES.

SNOW drifts around the abandoned city, covering the ruins in a WHITE BLANKET. Sorrow is the only inhabitant of this town.

ANGLE ON: Bard leads the pack of survivors into the streets.

BARD

Come on, keep moving.

Percy waves his hands from the CITY WALLS.

PERCY

Bard, up here!

Bard looks up, curious. He marches up to the city walls. Percy points towards the Lonely Mountain.

(CONTINUED)

101 CONTINUED:

101

PERCY (CONT'D)  
Look, the braziers are lit.

WIDE ON: GIANT BRAZIERS full of fire stand before the gates.

BARD  
So the Company of Thorin  
Oakenshield survived.

ANGLE ON: Bard turns to the wall behind him, looking down to the townsfolk below.

BARD (CONT'D)  
We make camp here tonight. Find  
what shelter you can. Get some  
fires going.

Below, the refugees MURMUR in agreement. Bard turns to Percy.

BARD (CONT'D)  
Percy, you take the night watch.

CLOSE ON: Percy nods. Bard looks back to the mountain, uneasy.

102 **INT. GREAT HALL - EREBOR - NIGHT**

102

WIDE ON: The dwarves work to block the entrance that Smaug broke through.

ANGLE ON: They carry ROCK AND STONE by hand with the help of PULLEYS and ROPE. Thorin watches them work, BARKING COMMANDS.

THORIN  
I want this fortress made safe by  
sunup! This mountain was hard won -  
I will not see it taken again.

Kili looks at Thorin, shocked.

KILI  
The people of Laketown have  
nothing. They came to us in need.  
They have lost everything.

THORIN  
Do not tell me what they have lost.  
I know well enough their hardship.  
(MORE)

(CONTINUED)

102 CONTINUED:

102

THORIN (cont'd)  
Those who have lived through  
dragonfire should rejoice. They  
have much to be thankful for.

Thorin looks out at Dale. MANY FIRES have been lit around  
the city. Their own braziers.

CLOSE ON: Thorin GROWLS and turns to the dwarves.

THORIN (CONT'D)  
More stone. Bring more stone to the  
gate!

Bilbo looks on in despair as the dwarves pile STONE AFTER  
STONE onto the gate.

103 **INT. GREAT HALL - DALE - DAY**

103

ANGLE ON: The healthy tend to the wounded, MOANING and  
WHIMPERING. Bard steps into the great hall, and is greeted  
by Hilda.

HILDA  
These children are starving, we  
need food! Bard, we don't have  
enough.

BARD  
Do what you can, Hilda. The  
children, the wounded and the women  
come first.

Bard walks past the suffering townpeople, towards a pair of  
open oak doors.

CLOSE ON: Percy sleeps near the doorway. Bard approaches  
him, jolting him from his sleep.

BARD  
Morning, Percy. What news from the  
night watch?

PERCY  
All quiet, Bard. Not much to  
report. Nothing gets past me.

Percy rises from his seat, following Bard outside.

104 **EXT. COURTYARD - DALE - DAY (CONTINUOUS)**

104

Bard freezes suddenly on the staircase.

BARD

Except an army of elves, it would seem.

ANGLE ON: The courtyard is packed with an ARMY OF MIRKWOOD ELVES dressed in FULL BATTLE GEAR, and standing in perfectly ordered lines. Refugees step out homes and buildings, looking curiously at the elvish army.

Bard steps down from the great hall steps. The elves step back, making a path for Bard. He walks through the bank of elves, entering the courtyard.

KING THRANDUIL rides into the courtyard, mounted on his steed. All the elves turn to face him.

BARD (CONT'D)

My lord Thranduil; we did not look to see you here.

THRANDUIL

I heard you needed aid.

A HORSE-LED WAGON pulls into the courtyard. Inside, it is loaded with FOOD, DRINK, and MEDICINE.

The refugees rush forward, cheering. They jump onto the cart, passing down the supplies with joy. Thranduil looks on, indifferent. Bard approaches him, grateful.

BARD

You have saved us! I do not know how to thank you.

THRANDUIL

Your gratitude is misplaced. I did not come on your behalf. I came to reclaim something of mine.

CLOSE ON: Thranduil stares down at Bard, cold.

105 **INT. TREASURE HOARD - EREBOR - DAY**

105

Thorin pulls out a BEAUTIFUL NECKLACE out of a PILE OF JEWELS.

(CONTINUED)

105 CONTINUED:

105

THRANDUIL (V.O.)

There are gems in the mountain that  
I too desire. White gems of pure  
starlight.

Thorin smiles down at the necklace, malevolent.

THORIN

The white gems of Lasgalen. I know  
an elf lord who would pay a pretty  
price for these.

He tosses the necklace back into the pile jewels, scattering  
many of the TINY GEMS.

106 **EXT. COURTYARD - DALE - DAY**

106

ANGLE ON: Elven troops march out of the courtyard and  
towards the mountain. Thranduil overlooks his armies, almost  
lukewarm. Bard runs up to him, a pleading look in his eyes.

BARD

Wait! Please, wait! You would go to  
war over a handful of gems?

THRANDUIL

The heirlooms of my people are not  
lightly forsaken.

BARD

We are allies in this. My people  
also have a claim upon the riches  
in that mountain! Let me speak with  
Thorin.

THRANDUIL

You would try to reason with a  
dwarf?

BARD

To avoid war? Yes.

107 **INT. GREAT HALL - EREBOR - DAY**

107

Thorin strides towards the blocked off gate. He passes the  
other dwarves.

THORIN

Come on!

(CONTINUED)

107 CONTINUED: 107

The dwarves lay down their TOOLS and pick up their weapons. They follow behind Thorin, curious.

108 **EXT. MAIN GATE - LONELY MOUNTAIN - DAY** 108

WIDE ON: The dwarves clamber onto the ramparts. They are stunned to see the armored elves positioned here and there around Dale, ready for war.

In the fields below, Bard rides forward, mounted on a SNOW WHITE HORSE.

ANGLE ON: Bard stops before the MAKESHIFT BARRICADE, staring up at the dwarves on the ramparts.

BARD

Hail Thorin, son of Thrain! We are glad to find you alive, beyond hope.

THORIN

Why do you come to the gates of the king under the mountain armed for war?

BARD

Why does the king under the mountain fence himself in? Like a robber in his hold.

THORIN

Perhaps it is because I am expecting to be robbed.

BARD

My lord, we have not come to rob you, but to seek fair settlement. Will you not speak with me?

CLOSE ON: Thorin hesitates, scanning the surrounding moors. Finally, he nods curtly, stepping down from the ramparts.

ANGLE ON: Bard dismounts his horse and crosses the BRIDGE in front of the gate. As he approaches the blockade, a LARGE RAVEN flies from the ramparts. It CAWS across the fields and disappears into the horizon.

CLOSE ON: Bard stands before a hole in the barricade. Thorin strides up to the other end, discontent.

(CONTINUED)

108 CONTINUED:

108

THORIN

I am listening.

BARD

On behalf of the people of Laketown, I ask you to honor your pledge. A share of the treasure so that they might rebuild their lives.

THORIN

I will not treat with any man while an armed host lies before my door.

BARD

That armed host will attack this mountain if we do not come to terms.

THORIN

Your threats do not sway me.

BARD

What of your conscience? Does it not tell you our cause is just? My people offered you help. And in return you brought upon them only ruin and death!

Thorin stares down Bard, HATRED seething through his eyes.

THORIN

When did the men of Laketown come to our aid, but for the promise of rich reward?

BARD

A bargain was struck!

THORIN

A bargain? What choice did we have but to barter our birthright for blankets and food? To ransom our future in exchange for our freedom? You call that a fair trade? Tell me, Bard the Dragonslayer, why should I honor such terms?

Bard looks up, surprised and appalled.

(CONTINUED)

108 CONTINUED: (2) 108

BARD

Because you gave us your word. Does  
that mean nothing?

Thorin turns away from the hole, disappearing from Bard's  
view.

109 **INT. GREAT HALL - EREBOR - DAY (CONTINUOUS)** 109

Thorin leans against the blockade, tired and weary. He looks  
up.

ANGLE ON: Bilbo and the dwarves stand before him, staring in  
shock. Thorin SHOUTS back to Bard.

THORIN

Be gone! Ere our arrows fly!

110 **EXT. MAIN GATE - LONELY MOUNTAIN - DAY (CONTINUOUS)** 110

ANGLE ON: He stomps toward his horse. He mounts the steed,  
kicks it into a charge, and rides back to Dale.

The dwarves watch Bard leave from the ramparts. Bilbo  
approaches them, disgusted.

BILBO

What are you doing? You cannot go  
to war!

THORIN

This does not concern you.

BILBO

Excuse me, but just in case you  
haven't noticed there is an army of  
elves out there. And not to mention  
several hundred angry fishermen. We  
are, in fact, outnumbered.

CLOSE ON: Thorin turns to Bilbo, smiling slyly.

THORIN

Not for much longer.

BILBO

What does that mean?

THORIN

It means, Master Baggins, you  
should never underestimate dwarves.

(CONTINUED)

110 CONTINUED: 110

Thorin draws his gaze to the whole company, a commanding look on his face.

THORIN (CONT'D)  
We have reclaimed Erebor, now we defend it.

ANGLE ON: As Thorin strides down the RAMPART STEPS, Bilbo and Balin exchange troubled glances.

111 **EXT. GATES - DALE - DAY** 111

Thranduil waits for Bard at the gates of Dale. Bard comes forward, stopping in front of the Elvenking.

BARD  
He will give us nothing.

CLOSE ON: Thranduil looks unsurprised.

THRANDUIL  
Such a pity. Still, you tried.

BARD  
I do not understand. Why? Why would he risk war?

Bard gazes back at the mountain.

112 **EXT. MAIN GATE - LONELY MOUNTAIN - DAY** 112

Dwalin leads the other dwarves in DISLODGING the head of a MASSIVE STONE STATUE.

WIDE ON: The statue tumbles down the side of the ramparts, breaking the bridge below.

113 **EXT. GATES - DALE - DAY** 113

CLOSE ON: Thranduil watches the statue fall in the distance. He seems vaguely amused.

THRANDUIL  
It is fruitless to reason with them. They only understand one thing.

He draws out his SWORD. It GLEAMS in the WINTER LIGHT.

THRANDUIL (CONT'D)  
We attack at dawn. Are you with us?

(CONTINUED)

113 CONTINUED: 113

Thranduil rides back to the city. Bard looks over his shoulder at Erebor, uneasy.

114 **INT. ARMORY - DALE - DAY** 114

ANGLE ON: Bard and Percy stand side by side, passing along ARMOR and WEAPONS to the men of Laketown. BOWS, SHIELDS, SWORDS, and SPEARS are passed, all densely covered in COBWEBS.

115 **INT. ARMORY - EREBOR - DAY** 115

CLOSE ON: The dwarves take HELMETS and CHESTPLATES hung from the walls of the armory, covered in WEBS. They suit up, taking SHIELDS and WEAPONS from the OLD, RICKETY SHELVES.

Balin reluctantly takes BRONZE ARMOR from the shelves. Gloin steps in beside him, nodding his head in approval.

WIDE ON: Bilbo enters the armory, watching the dwarves dress themselves in LAVISH ARMOR.

THORIN

Master Baggins, come here.

ANGLE ON: Bilbo steps forward. Thorin stands near the doorway, adorned in GOLDEN ARMOR. A kingly outfit. In his hands, he holds a TUNIC OF WHITE MAIL.

THORIN (CONT'D)

You are going to need this. Put it on.

As Bilbo removes his jacket, Thorin holds up the white shirt for Bilbo to see. It is made of MITHRIL.

THORIN (CONT'D)

This vest is made of silver steel. Mithril it was called by my forebears. No blade can pierce it.

Bilbo slides into the tunic. He looks down at himself and SCOFFS.

BILBO

I look absurd. I'm not a warrior, I'm a hobbit.

(CONTINUED)

115 CONTINUED:

115

THORIN

It is a gift. A token of our  
friendship. True friends are hard  
to come by.

CLOSE ON: Thorin looks at the dwarves behind him. They talk  
amongst themselves, comparing weapons.

Thorin turns back to Bilbo, pulling him by the shoulder away  
from the others.

THORIN (CONT'D)

I have been blind. Now, I begin to  
see. I am betrayed!

BILBO

Betrayed?

Thorin moves closer to Bilbo. The hobbit shifts back,  
worried.

THORIN

The Arkenstone. One of them has  
taken it. One of them is false.

Bilbo looks up at Thorin strangely. He seems relieved, yet  
also anxious.

BILBO

Thorin, the quest is fulfilled.  
You've won the mountain, is that  
not enough?

THORIN

Betrayed by my own kin.

BILBO

Now, you - you made a promise to  
the people of Laketown. Is this  
treasure truly worth more than your  
honor? Our honor, Thorin. I was  
also there, I gave my word.

THORIN

For that I am grateful. It was  
nobly done. But the treasure in  
this mountain does not belong to  
the people of Laketown. This gold  
is ours and ours alone. By my life,  
I will not part with a single coin.  
Not one piece of it.

(CONTINUED)

115 CONTINUED: (2) 115

Thorin backs away, HISSING like a dragon as he speaks. Bilbo stares at him, shocked, as his words echo Smaug's.

ANGLE ON: Thorin glares into Bilbo's eyes, deathly serious. The dwarves stride between them, fully dressed for battle.

116 **EXT. STREETS - DALE - DAY** 116

The people of Laketown prepare for war. They sharpen swords and hammer against steel in the BLACKSMITH. Suddenly, Gandalf trots out of the gate.

GANDALF

Let me through! Make way!

The townsfolk jump back as Gandalf gallops through the streets.

117 **EXT. COURTYARD - DALE - DAY** 117

Gandalf skids to a halt in the courtyard. Around him, men DRILL with WOODEN SWORDS, CHANTING battle cries. As Gandalf dismounts, elven soldiers pass by. Gandalf looks around the courtyard, confused.

Percy emerges from the Great Hall.

PERCY

No, no, no. You - sir!

CLOSE ON: Gandalf turns around.

PERCY

Yes, you. I'm afraid we cannot except any beggars -

GANDALF

Who's in charge here?

Percy looks taken aback. There is TREMENDOUS POWER in the wizard's voice. Bard approaches from nearby.

BARD

Who's asking?

Gandalf locks eyes with Bard.

118 **INT. THRANDUIL'S TENT - DALE - DAY** 118

ANGLE ON: Gandalf is gathered with Bard and Thranduil in the Elvenking's tent. Gandalf looks sternly to Thranduil,

(CONTINUED)

118 CONTINUED:

118

speaking harshly against the MARCHING OF SOLDIERS.

GANDALF

You must set aside your petty grievances with the dwarves. War is coming! The cesspits of Dol Guldur have been emptied. You are all in mortal danger!

CLOSE ON: Thranduil lounges on his THRONE, ROLLING HIS EYES. Bard looks stunned.

BARD

What do you mean?

ANGLE ON: Thranduil rises from his chair. He goes to pour Bard and himself a GLASS OF WINE.

THRANDUIL

I can see you know nothing of wizards. They are like winter thunder on wild wind rolling in from the distance, breaking hard in alarm. But sometimes a storm is just a storm.

GANDALF

Not this time. Armies of orcs are on the move. These are fighters, they have been bred for war! Our enemy has summoned his full strength.

THRANDUIL

Why show his hand now?

GANDALF

Because we forced him. We forced him when the Company of Thorin Oakenshield set out to reclaim their homeland.

Gandalf turns and exits the tent. Bard and Thranduil follow after him, clutching their cups of wine.

119 **EXT. GREAT HALL RUINS - DALE - DAY**

119

WIDE ON: Gandalf walks down to the edge of the ruins. He looks out onto the barricaded gates of Erebor. Grief and disappointment mingles on his face.

(CONTINUED)

119 CONTINUED:

119

GANDALF

The dwarves were never meant to reach Erebor; Bolg of the North was sent to kill them. His master seeks control of the mountain. Not just for the treasure within, but for where it lies, it's strategic position. This is the last move in a master plan. A plan long in the making.

CLOSE ON: Gandalf turns to Thranduil and Bard behind him. Thranduil sips his wine, doubtful.

GANDALF (CONT'D)

This is the gateway to reclaiming the lands of Angmar in the north. If that fell kingdom should rise again, Rivendell, Lorien, the Shire, even Gondor itself will fall.

THRANDUIL

These orc armies you speak of, Mithrandir - where are they?

Gandalf looks uncertain.

120 **EXT. FOOTHILS - LONELY MOUNTAIN - DAY**

120

ANGLE ON: ORANGE LIGHT and SAVAGE ROARING comes from a TUNNEL dug into the side of the mountain. Bolg stands outside, feeding his WHITE WARG. Yazneg approaches him.

YAZNEG

(in Black Speech;  
subtitled)

Our army will be in position by dawn. The attack will be sudden and swift!

BOLG

(in Black Speech;  
subtitled)

The fools! They have forgotten what lives beneath these lands. They gave forgotten the great Earth-eaters.

TRACKING SHOT: Bolg mounts his warg and rides away from the tunnel entrance. As we follow him, we see the entire

(CONTINUED)

120 CONTINUED: 120

mountain side is covered in GIANT HOLES.

ANGLE ON: Bolg and his warg come to a halt, standing before a VAST ORC ARMY, stretching as far as the eye can see.

BOLG (CONT'D)  
(in Black Speech;  
subtitled)  
Elves! Men! Dwarves! The Mountain  
will be their tomb!

Bolg turns, his arms held high, clutching onto his mace.

BOLG (CONT'D)  
(in Black Speech;  
subtitled)  
To war!

WIDE ON: The orcs echo in his call. Bolg rides forward, into one of the giant tunnels. The orc armies march after him, filing into the drilled holes. Their WAR CRIES ECHO through the land.

121 INT. GREAT HALL - EREBOR - NIGHT 121

ANGLE ON: Gloin sits by himself, surrounded by TOOLS, WEAPONS and RUBBLE. Dwalin passes him.

DWALIN  
Come on, let's get those blades  
sharpened.

GLOIN  
Aye, blasted elves.

Gloin follows after him, leaving the main gate empty. Seeing the coast is clear, Bilbo sneaks out of a PILLAR. He tip-toes towards the MAKESHIFT STAIRCASE, scurrying forward like a rat.

122 EXT. MAIN GATE - LONELY MOUNTAIN - NIGHT 122

Bilbo clambers onto the ramparts. He runs over to a METAL HOOK built into the stone.

CLOSE ON: Bilbo harnesses a ROPE to the hook, as quickly as possible. Suddenly, Fili steps out onto the ramparts. Bilbo jumps back, hiding the rope behind his back. Fili gives a KNOWING SMILE.

(CONTINUED)

122 CONTINUED:

122

FILI

You should be inside. Out of the wind.

BILBO

No, no, I needed some air. The place still stinks of dragon.

ANGLE ON: Fili SCOFFS, moving to the edge of the ramparts. He looks to Dale, SHINING BRIGHT in the darkness. Bilbo edges closer to the ramparts.

FILI

The elves will be moving their archers into position. The battle will be over by tomorrow's eve, though I doubt we will live to see it.

Fili looks out into the desolation, SORROWFUL. Bilbo glances over at him, concerned.

BILBO

These are dark days.

CLOSE ON: Fili turns to Bilbo, his SAD FROWN replaced with a WARM GRIN.

FILI

Dark days, indeed. No one could blame a soul for wishing themselves elsewhere.

Bilbo meets his eyes, confused. Fili looks up at the sky, watching the MOON.

FILI (CONT'D)

Must be near midnight. Oin's got the next watch. It'll take a bit to wake him.

BILBO

Fili... I will see you in the morning.

Fili shakes his head, his warm smile never fading.

FILI

Goodbye Bilbo.

(CONTINUED)

122 CONTINUED: (2)

122

ANGLE ON: He turns around, marching down the makeshift staircase. Bilbo stares after him, perplexed.

Bilbo knocks himself out of his reverie, darting back to the rope. He walks to the ramparts, throwing the rope over the edge.

WIDE ON: Bilbo clammers hand over hand down the thick rope, sliding along the way. He reaches the edge of the COLD MOAT, crossing over with some SCATTERED RUBBLE.

Bilbo reaches the other edge, breaking out in a run towards Dale.

123 **INT. THRANDUIL'S TENT - DALE - NIGHT**

123

ANGLE ON: Thranduil laze in his throne. Gandalf stands before him, fuming.

GANDALF

Since when has my council counted  
for so little? What do you think  
I'm trying to do?

THRANDUIL

I think you're trying to save your  
dwarvish friends. And I admire your  
loyalty to them, but it does not  
dissuade me from my course. You  
started this, Mithrandir. You will  
forgive me if I finish it.

He rises from his chair, turning to his second in command,  
TAURIEL.

THRANDUIL (CONT'D)

Are the archers in position?

TAURIEL

Yes, my lord.

THRANDUIL

Give the order. If anything moves  
on that mountain, kill it.

Tauriel bows, exiting the tent. Thranduil turns to Gandalf,  
anxiously smoking on his PIPE.

THRANDUIL (CONT'D)

The dwarves are out of time.

124 **EXT. GREAT HALL RUINS - DALE - NIGHT**

124

Bard stands outside Thranduil's tent, talking to an ELVISH LIEUTENANT. Gandalf approaches him.

GANDALF

You, Bowman, do you agree with this? Is gold so important to you? Would you buy it with the blood of dwarves?

BARD

It will not come to that. This is a fight they cannot win.

Suddenly, Bilbo appears out of a near alleyway. He addresses them both.

BILBO

That won't stop them. You think the dwarves will surrender - they won't. They will fight to the death to defend their own.

Gandalf peers down at Bilbo, surprised. This is not the hobbit he left at the borders of Mirkwood.

GANDALF

Bilbo Baggins!

Bilbo smiles up at him.

125 **INT. THRANDUIL'S TENT - DALE - NIGHT**

125

CLOSE ON: Bilbo is presented before Thranduil. He gives the hobbit a stern look.

THRANDUIL

If I'm not mistaken, this is the halfling who stole the keys to my dungeons from under the nose of my guards.

Bilbo looks extremely uncomfortable.

BILBO

Yes. Sorry, about that.

ANGLE ON: Bard and Gandalf look on, vaguely amused. Bilbo steps forward, lying a WRAPPED PACKAGE onto a TABLE.

BILBO (CONT'D)

I came to give you this.

(CONTINUED)

125 CONTINUED:

125

He unwraps the package, revealing the Arkenstone. The others look to the jewel, shocked. Thranduil rises from his seat, in awe.

THRANDUIL

The heart of the mountain. The King's Jewel.

BARD

And worth a king's ransom. How is this yours to give?

BILBO

I took it as my eighth share of the treasure.

Gandalf CHUCKLES softly.

BARD

Why would you do this? You owe us no loyalty.

BILBO

I'm not doing it for you. I know the dwarves can be obstinate and pigheaded and difficult; suspicious and secretive, with the worst manners you can possibly imagine. But they are also brave and kind and loyal to a fault. I've grown very fond of them, and I would save them if I can. Now, Thorin values this stone above all else. In exchange for its return, I believe he will give you what you are owed. There will be no need for war.

CLOSE ON: Gandalf glances over at Bard and Thranduil, expectant. They exchange hesitant looks.

126 **EXT. MAIN GATE - LONELY MOUNTAIN - DAY**

126

WIDE ON: The sun rises in the distance. A COLD MIST covers the surrounding desolation. Winter has come.

LEGIONS OF ELVES AND MEN stand before the gates of Erebor, arranged in perfectly straight lines. The army seems never-ending, as if they stretch back into the very streets of Dale.

(CONTINUED)

126 CONTINUED:

126

ANGLE ON: Thranduil and Bard ride to the front of the armies, mounted on their steeds. The dwarves observe them coldly, dressed in expensive sets of regal armor. Bard and Thranduil stop before the broken bridge, peering up at the dwarves.

From the ramparts, Thorin withdraws a GOLDEN BOW, shooting a single arrow down at Thranduil's feet.

THORIN

I will put the next one between  
your eyes.

Thorin draws his bow once again. The dwarves CHEER LOUDLY, shaking their weapons in the air.

CLOSE ON: Thranduil stares at Thorin angrily, then tilts his head.

ANGLE ON: Instantly, several rows of elves pull out their bows, nock their arrows and aim for the dwarves, all in ONE FLUID MOTION.

The dwarves duck behind the ramparts, ceasing their cheers. Thorin stands, defiant, pointing his bow at Thranduil. The Elvenking raises a hand, and the elves put their arrows in their quivers, returning to their formations. The dwarves rise from behind the ramparts, uneasy.

THRANDUIL

We have come to tell you: payment  
of your debt has been offered...  
and accepted.

THORIN

What payment? I gave you nothing!  
You have nothing!

BARD

We have this.

Bard reaches into his robes. He draws out the Arkenstone, holding it over his head. It SHIMMERS in the pale morning light.

CLOSE ON: Thorin lowers his bow. His is shocked beyond words.

KILI

They have the Arkenstone?

(CONTINUED)

126 CONTINUED: (2)

126

DWALIN

Thieves! How came you by the  
heirloom of our house?

KILI

That stone belongs to the king!

ANGLE ON: Bard smiles, amused. He tucks the Arkenstone back  
into his robes.

BARD

The king may have it, in our good  
will. But first he must honor his  
word.

Thorin shakes his head, mad with disbelief. He looks to the  
other dwarves.

THORIN

They are taking us for fools. This  
is a ruse, a filthy lie.

CLOSE ON: The dwarves look at him in utter astonishment. He  
has clearly lost his mind. Thorin glares down at Bard and  
Thranduil, his voice SHAKING WITH RAGE.

THORIN (CONT'D)

The Arkenstone is in this mountain!  
It is a trick!

Bilbo shuffles onto the ramparts.

BILBO

It's no trick. The stone is real. I  
gave it to them.

Thorin slowly turns away from the army. Thranduil and Bard  
exchange worried looks.

Sorrow and rage are etched plain on Thorin's face. The other  
dwarves stand behind him, shocked.

THORIN

You...

BILBO

I took it as my eighth share.

THORIN

You would steal from me?

(CONTINUED)

126 CONTINUED: (3)

126

BILBO

Steal from you? No. No, I may be a burglar, but I like to think I'm an honest one. I'm willing to let it stand against my claim.

THORIN

Against your claim? You have no claim against me, you miserable rat!

Thorin throws his bow down in anger. He scowls over at Bilbo, hatred burning through his eyes.

BILBO

I was going to give it to you. Many times I wanted to, but -

THORIN

But what, thief?

BILBO

You are changed, Thorin. The dwarf I met in Bag End would never have gone back on his word. Would never have doubted the loyalty of his kin!

THORIN

Do not speak to me of loyalty!

He turns to the other dwarves.

THORIN (CONT'D)

Throw him over the ramparts!

Bilbo and the dwarves look shocked. The dwarves step away from Thorin, disobeying his order. Below, Thranduill and Bard watch, shocked and helpless.

Thorin looks to the dwarves, enraged

THORIN (CONT'D)

Did you not hear me?

ANGLE ON: He grabs Kili by the arm, pushing him forward. Kili shakes him away. The other dwarves look at him, disgusted. Thorin turns back to Bilbo.

THORIN (CONT'D)

I will do it myself.

(CONTINUED)

126 CONTINUED: (4)

126

He lunges forward, grabbing Bilbo and dragging him to the edge of the gate.

THORIN (CONT'D)

Curse you!

FILI

No!

The dwarves leap forward, pulling Thorin away. He shakes them all off, pinning Bilbo to the ramparts.

THORIN

Cursed be the wizard that forced  
you on this Company!

Below, Gandalf darts forward, striding through the armies. His voice is AMPLIFIED, BOOMING through the desolation.

GANDALF

If you don't like my burglar, then  
please don't damage him. Return him  
to me!

CLOSE ON: Thorin looks up, shocked. He lets Bilbo go, turning his attention to Gandalf.

GANDALF (CONT'D)

You're not making a very splendid  
figure as king under the mountain,  
are you, Thorin, son of Thrain?

The other dwarves rush to help Bilbo up.

FILI

Bilbo, go!

ANGLE ON: Fili pushes Bilbo forward. He throws down the coiled rope from earlier and clambers down the gate.

THORIN

Never again shall I have dealings  
with wizards or Shire-rats!

BARD

Are we resolved? The return of the  
Arkenstone for what was promised.

CLOSE ON: Thorin looks to a DISTANT RIDGE, waiting for someone. He grows BREATHLESS, impatient and uneasy.

(CONTINUED)

126 CONTINUED: (5)

126

BARD (CONT'D)

Give us your answer. Will you have  
peace or war?

ANGLE ON: Thorin bows his head, ashamed. Suddenly, a LARGE RAVEN perches atop the ramparts, CAWING. Thorin locks eyes with the bird, hope returning to his eyes. FOOTSTEPS THUNDER in the distance. Thorin draws his gaze back to ridge.

THORIN

I will have war.

The armies turn to the ridge, watching closely.

WIDE ON: A DWARVEN ARMY appears over the crest of the hill, clutching SHIELDS and SPEARS. The soldiers part, making way for CHARIOTS led by GOATS.

GANDALF

Ironfoot.

ANGLE ON: The dwarves CHEER UPROARIOUSLY from the ramparts. Thranduil rides through his army as the Elves and the Lakepeople turn from Erebor and march towards the oncoming Iron Hill dwarves.

A single rider strides towards the army, mounted on an ARMORED PIG. It is DAIN IRONFOOT. He raises his WARHAMMER in the air, looking to Thorin and the dwarves.

DAIN

Hey, Thorin! Ironfoot has come!

Gandalf walks along with the army. Bilbo rushes to keep up beside him.

BILBO

Who is that? He doesn't look very  
happy.

GANDALF

It is Dain, lord of the Iron Hills  
- Thorin's cousin.

BILBO

Are they alike?

GANDALF

I've always found Thorin to be the  
more reasonable of the two.

(CONTINUED)

126 CONTINUED: (6)

126

The army stops at the base of a ROCKY OVERLOOK, weapons drawn. Dain comes to a halt on the rock, looking down at the army beneath him.

DAIN

Good morning. How are we all? I have a wee proposition for you, if you wouldn't mind giving me a few moments of your time. Would you consider... just sodding off! All of you right now!

Intimidated, the townspeople step back in fear. The elves step forward, defiant. They draw out their swords

BARD

Stand fast.

Gandalf saunters forward, his neck craned up to Dain.

GANDALF

Come now, Lord Dain.

DAIN

Gandalf the Grey? Tell this rabble to leave, or I'll water the ground with their blood!

GANDALF

There is no need for war between dwarves, men and elves! A legion of orcs march on the mountain. Stand your army down!

DAIN

I will not stand down before any elf! Not least this faithless woodland sprite!

Dain gestures towards Thranduil with this hammer.

DAIN (CONT'D)

He wishes nothing but ill upon my people. If he chooses to stand between me and my kin, I'll split his pretty head open. See if he's still smirking then!

Dain rears the pig away from the overlook, riding back to his army.

(CONTINUED)

126 CONTINUED: (7)

126

GANDALF

Dain, wait!

The dwarves cheer from the ramparts once again. Thranduil SMILES SMUGLY to himself.

THRANDUIL

Let them advance. See how far they get.

DAIN

You think I give a dead dog for your threats, you pointy eared princess?

Thranduil glares after Dain, who stops before the forefront of his army.

DAIN (CONT'D)

You hear that, lads? We're on!  
Let's give these bastards a good hammering!

WIDE ON: A DWARVISH COMMANDER SHOUTS out a dwarvish battlecry. The entire army ECHOS the call, striking the ends of their AXES and SPEARS on the ground.

ANGLE ON: Thranduil approaches Bard and his men. The elven soldiers march up the valley, swords withdrawn.

THRANDUIL

Stand your men down. I'll deal with Ironfoot and his rabble.

Thranduil turns and leads the charge up the hill.

Dain turns to a DWARF standing in a war chariot.

DAIN

Right then, let's get this done.  
(calls to his army)  
Send in the goats!

More dwarves, mounted on GOATS ADORNED IN GOLD ARMOR charge out of the ranks, their STEEL AXES held aloft. Thranduil rides before his men, BARKING COMMANDS. The elves draw their bows.

GANDALF

Thranduil, this is madness!

(CONTINUED)

126 CONTINUED: (8)

126

WIDE ON: The dwarven riders storm forward, their FOOTSTEPS LIKE THUNDER. Thranduil beckons his armies to fire. ARROW FLY from bowstrings, coming down on the dwarves like SLOW RAIN.

Dain shouts his own commands, and LARGE ARROWS with TWIRLING BLADES are fired from BALLISTAS. The twirling blades meet the elvish arrows, SHATTERING them to bits.

CLOSE ON: The dwarves cheer from the mountain, as the blades sink down into the battlefield, GRINDING FLESH and DIRT.

DAIN

How do you like that you old twirly whirlies? You buggers!

Thranduil's face contorts with rage. He orders another round of arrows.

WIDE ON: The archers fire, but are met with the same twirling blades.

ANGLE ON: The goat mounted riders thunder down the rocky ridge. The elven archers retreat back into the ranks, and the SHIELD-BEARERS and the SWORDELVES step forward, their weapons raised.

The dwarves crash into the army, jumping over the elves' heads. Arrows fly, swords fall and wood splinters. The dwarves tirelessly cut down the elves from their positions, as they themselves are shot off their goats, crashing to the ground.

Dain leads another wave of dwarves, marching on foot. He bursts through the elven ranks, throwing them aside with his hammer.

CLOSE ON: Dwarves leap over their goats, which are killed underfoot, and sail high above the elves. They fall onto them, burying axes deep within their soft skin. Thorin and the others watch from the ramparts, anxious.

WIDE ON: Suddenly, a DEEP RUMBLING comes from the base of the mountain.

CLOSE ON: The elves and the dwarves lay down their weapons, curious. ROARING sounds from underneath the dirt, like some long buried monster clawing its way back to the surface.

Gandalf's face falls. He knows what is at hand.

(CONTINUED)

126 CONTINUED: (9)

126

GANDALF

Were-worms.

WIDE ON: At the spur of the mountain, MASSIVE WORMS break through the rocks. They are HUNDREDS of feet tall and DOZENS wide. Their mouths are GIANT DRILLS, strong enough to break the toughest rock in their jaws.

CLOSE ON: The armies look on in shock. Thorin backs away from the ramparts, worried.

127 **EXT. ABANDONED WATCHTOWER - RAVENHILL - DAY**

127

WIDE ON: Bolg appears out of the mist, his arms held open. Behind him, a MASSIVE SIGNAL DEVICE towers overhead.

BOLG

(in Black Speech;  
continued)

Come forth my armies!

An orc behind him sounds out a HORN, which RINGS across the crowded valley.

128 **EXT. MAIN GATE - LONELY MOUNTAIN - DAY**

128

ANGLE ON: Dain rides forward through the crowd of elves, looking to his men.

DAIN

The hordes of hell are upon us!  
Fight to the death!

WIDE ON: The dwarves abandon their fight against the elves, charging forwards. Thousands of orcs, armed for war, rush out of their were-worm holes, SNARLING FURIOUSLY.

ANGLE ON: The elves stand, swords by their side, watching the two armies charge at each other.

CLOSE ON: The Company watches from the ramparts, anxious.

KILI

I'm going over the wall! Who's  
coming with me?

The dwarves CHEER IN AGREEMENT, drawing out their AXES and SWORDS. Thorin gives them a scornful look.

THORIN

Stand down!

(CONTINUED)

128 CONTINUED:

128

FILI

What?

GLOIN

Are we to do nothing?

THORIN

I said, stand down!

ANGLE ON: Thorin wheels around, retreating into Erebor. The dwarves stare after him, stunned.

CLOSE ON: Bilbo and Gandalf stand near the Lakemen. Bilbo peers over at the elves.

ANGLE ON: The elves stand in orderly lines, staring out at the dwarves, indifferent.

BILBO

The elves, will they not fight?

CRANE SHOT: The dwarven army barrels towards the orcs. They are clearly outnumbered.

CLOSE ON: Thranduil looks on, conflicted.

ANGLE ON: The dwarves skid forward. They kneel down, lining their shields out in front of them and pointing their spears outwards. A WALL OF THORNS.

Nevertheless, the orcs thunder forward, rearing their heads and ROARING. Bilbo and Gandalf watch from the distance, concerned.

The orcs reach the front lines, raising their weapons high.

Suddenly, out of the shield wall, the elves leap forward, perfect and graceful. They jump into the battlefield, raining down hard blows onto the orcs.

The dwarves raise the wall of shields, charging forward into the army, skewering every orc they pass. The elves press forward, cutting down orcs at Thranduil's command.

Dain rushes into the fight.

DAIN

Charge! To battle, to battle, sons  
of Durin!

(CONTINUED)

128 CONTINUED: (2) 128

He charges forward, mounted on his war pig. With every fall of his hammer, an orc is CRUSHED underneath. He rides onwards, waving his warhammer around manically.

CLOSE ON: Bard stands with his Lakemen, watching the battle unfold. Bilbo stands in the midst of the marching elves.

BILBO  
Gandalf, is this a good place to stand?

129 **EXT. ABANDONED WATCHTOWER - RAVENHILL - DAY** 129

ANGLE ON: Azog GROWLS from Ravenhill. He turns to Yazneg.

BOLG  
(in Black Speech;  
subtitled)  
They cannot fight on two fronts.  
Now we make our move.

WIDE ON: Bolg turns to face the legions of orcs beneath him.

BOLG (CONT'D)  
(in Black Speech;  
subtitled)  
Attack the city.

Yazneg blows into a VAST HORN. It ECHOS down Ravenhill and into the battlefield. Above them, the signalling devices change position.

130 **EXT. GATES - DALE - DAY** 130

ANGLE ON: Another TROOP OF ORCS watch from outside the gates of Dale. They see the signal change in the distance, and turn to the city, CHANTING.

131 **EXT. MAIN GATE - LONELY MOUNTAIN - DAY** 131

Gandalf sees the orcs file into Dale from the battlefield. A look of realization flashes over his face.

GANDALF  
Azog. He's trying to cut us off.

He turns to see MASSIVE TROLLS emerge from out of the were-worm tunnels, CATAPULTS strung onto their backs. Legion after legion of ORC SOLDIERS march behind them, weapons and banners raised.

(CONTINUED)

131 CONTINUED: 131

Bard turns to his men.

BARD

All of you, fall back to Dale! Now!

WIDE ON: With haste, Bard leads his people to the city. Gandalf and Bilbo follow behind him.

GANDALF

To the city! Bilbo, this way!

ANGLE ON: TROLLS continue to stagger out of the tunnels, ORC AFTER ORC following behind them. Mounted atop his moose, Thranduil rides through the battle, throwing blows down at the orcs with his GLEAMING ELVEN SWORD.

132 **EXT. GATES - DALE - DAY** 132

WIDE ON: The orc armies approach a RIDGE overlooking the city. The monstrous trolls lean forward, planting all fours on the ground.

Orcs stand on the catapults on their backs, loading LARGE BOULDERS onto the weapon. The orcs wind up the METAL GEARS, ready to fire.

An ORC COMMANDER stands at the trolls' feet strikes the ground with his MACE. A signal. The orcs release the catapults, sending the boulders flying towards Dale.

ANGLE ON: The boulders SMASH into the WALLS and TOWERS, destroying everything they hit.

WIDE ON: Bard, at the front of his army, charges towards Dale astride his SNOW-WHITE HORSE.

ANGLE ON: Another wave of orcs approach the city walls. A troll with a TRIANGULAR ROCK strapped to his head runs to the wall, and smashes into it HEADFIRST.

The wall CRUMBLES APART, and the troll staggers back. He falls to the ground, dead.

CRANE SHOT: The orcs rush into the city through the new hole in the wall.

133 **EXT. STREETS - DALE - DAY** 133

ANGLE ON: The orcs scatter across the city, PILLAGING and MURDERING as they go. MEN, WOMEN, and CHILDREN are dragged from their homes and thrown onto the doorstep, meeting their

(CONTINUED)

133 CONTINUED:

133

end at the end of ORCISH STEEL.

Refugees fall to the ground left and right, dying like flies. SCREAMS and CRIES ECHO throughout Dale. Not a single CLANG OF STEEL rings out through the murderous sounds.

The streets are filled with FLEEING TOWNSFOLK. Sigrid and Tilda run among them, fearfully looking over their shoulders. Trolls climb over the walls, crushing the bricks beneath their feet.

The two sisters look back. Suddenly, a troop of orcs dart into the intersection, cutting down the innocent townspeople. Sigrid and Tilda sprint off into the town, fleeing the savage band of orcs.

Bain rushes into the square, clutching his SWORD.

BAIN  
Sigrid? Tilda?

134 **EXT. COURTYARD - DALE - DAY**

134

Bard gallops into the courtyard. Around him, townspeople dart this way and that. Bard dismounts, running against the flow of the fleeing people.

BARD  
My children? Where are my children?

Hilda runs past him, pointing behind her.

HILDA  
I saw them! They were down in the old market!

Bard's face falls. He is nervous.

BARD  
The market? Where are they now?  
Tilda! Sigrid!

Percy runs up to Bard, leading a troop of Laketown men.

PERCY  
Bard, orcs are storming over the causeway!

(CONTINUED)

134 CONTINUED:

134

BARD

Get the bowmen to the eastern parapet. Hold them off for as long as you can!

Percy nods, looking back at his men. He raises his sword in determination.

PERCY

Archers! This way!

Those clutching bows and arrows follow Percy's lead through the streets. A FLEEING MAN passes Bard and his company, his hands held high.

FLEEING MAN

The orcs have taken Stone Street!  
The market's overrun!

Bard watches him leave, his face frozen in fear. Composing himself, he turns to his men.

BARD

The rest of you, follow me!

Bard draws out his sword and charges through the street.

135 **EXT. TOWN SQUARE - DALE - DAY**

135

An horde of HEAVILY ARMORED ORCS march through the near abandoned city. Bard and his men turn a corner, meeting face to face with the orc army.

They meet the orcs head on, hacking and hammering away at their foes. The two armies push up against each other. All grace and skill of swordsmanship have been forsaken. Now, the fight is nothing more than a brawl.

CLOSE ON: Gandalf steps into the fray, striking the orcs down with his staff. Bilbo fights at his side, burying Sting into whatever orc he can hit.

136 **EXT. STREETS - DALE - DAY**

136

ANGLE ON: Sigrid and Tilda bolt through the city streets, THREE ORCS yapping at their heels. They stumble forward, YELLING and SCREAMING for help.

Bain runs into the street, striking down a single orc. Another rushes forward, knocking Bain to the ground. The orc raises his sword, but it gets caught in an OVERHANGING

(CONTINUED)

136 CONTINUED:

136

BRANCH.

Bain leaps up, thrusting his sword into the orc. He runs to the final orc, cutting it down with ease. Sigrid gives his brother a THANKFUL GLANCE.

Further up the lane, the siblings look to see Bard fighting in the town square. He has great skill with a blade. Bain and his sisters wave their arms in the air, shouting for their father.

CLOSE ON: Bard turns, seeing his children. A sense of relief washes across him.

137 **EXT. STREETS - DALE - DAY (LATER)**

137

ANGLE ON: Bard leads his children through an empty street, sword at his side. He walks them to the doorstep of a house, his face urgent.

BARD

Listen - I need you to gather the women and children. Take them to the Great Hall and barricade the door. You understand? You must not come out for any reason!

TILDA

We want to stay with you!

BARD

It's too dangerous!

Down the road, a troop of men and orcs collide. Carnage breaks out, and bodies begin to fall. Bard turns to Bain, holding his face.

BARD (CONT'D)

Look after them.

Bain nods. Earnestly, Bard turns away from his children and charges back into battle.

Orcs spread through the city, coming across pockets of INNOCENT TOWNSPEOPLE and killing them, without mercy.

138 **EXT. COURTYARD - DALE - DAY**

138

Bain leads a troop CIVILIANS through the courtyard. They look back at the battle, slow and fearful.

(CONTINUED)

138 CONTINUED: 138

BAIN  
Make for the Great Hall.

The civilians march up the steps of the Great Hall, filing in with haste. Here and there, COWARDLY SOLDIERS run from the battle and into the crowds of townspeople.

139 **EXT. GATES - DALE - DAY** 139

Thranduil charges down the bridge, cutting down passing orcs below him. His moose scoops up several orcs and dangles them on his antlers. With one clean motion, Thranduil decapitates them all, and their heads go flying.

Thranduil passes through the gate, when ARROWS suddenly shoot down the moose. The stumbles to the ground, and Thranduil rolls off of his mount.

Orcs begin to crowd around him, thirsty for blood. Thranduil leaps up, duel-wielding ELVISH SWORDS. He cuts through the orcs like knife to butter. An easy victory.

Behind Thranduil, ELVEN SOLDIERS begin to march into the city.

140 **EXT. STREETS - DALE - DAY** 140

The battle between men and orcs rage on. Elves join the fray, but even they cannot hold back the fierce bloodlust of the Gunabad orcs.

141 **EXT. ABANDONED WATCHTOWER - RAVENHILL - DAY** 141

WIDE ON: FIRE and SMOKE are streaked across the plains of Erebor. The orcs drive back the dwarves to the barricade. Victory is nowhere in sight.

ANGLE ON: Bolg watches from his vantage point, satisfied.

BOLG  
(in Black Speech;  
subtitled)  
They cannot hold the city. The  
dwarves are almost spent.

An evil grin splits across Bolg's face.

142 **EXT. MAIN GATE - LONELY MOUNTAIN - DAY** 142

ANGLE ON: The orcs leap on top of the dwarves, throwing them to the ground and burying cold, hard steel into their

(CONTINUED)

142 CONTINUED: 142

bellies.

Mounted on his pig, Dain rides through the battlefield. Two orcs come forward and skewer the pig with their spears. With a SQUEAL, the pig tumbles to the ground. Dain leaps off of the animal, his weapons drawn.

DAIN

You buggars!

Dain charges into the battle, using his warhammer to good effect. As he fights, he looks around him, desperate for backup.

DAIN (CONT'D)

Where's Thorin? We need him! Where is he!

WIDE ON: The orcs slowly begin to corner the dwarves near the barricade. The battle seems truly lost.

143 **EXT. ABANDONED WATCHTOWER - RAVENHILL - DAY** 143

ANGLE ON: Bolg stands watch, an air pride and victory about him.

BOLG

(in Black Speech;  
subtitled)

Let these lands fill with blood!  
Slaughter them all!

144 **EXT. STREETS - DALE - DAY** 144

Another wave of orcs come onto the men of Laketown. Outnumbered, Bard leads his men in a retreat, rushing to keep away from the crowd of orcs.

BARD

Fall back! Fall back!

Soldiers and civilians alike scuttle after Bard, carefully stepping over the BODIES of the fallen.

Thranduil and his men remain in action, fighting against the oncoming orcs with skill and agility. Gandalf fights by their side, Glamdring in hand.

145 INT. THRONE ROOM - EREBOR - DAY

145

Thorin sits at his throne, still adorned in his golden armor. Dwalin approaches him from the walkway, enraged.

DWALIN

Since when do we forsake our own people? Thorin, they are dying out there.

THORIN

There are halls beneath halls within this mountain - places we can fortify.

Thorin rises from his throne. He looks impressed with his own words. Dwalin watches as Thorin paces around the throne, disappointed.

THORIN (CONT'D)

Shore up, make safe. Yes! Yes, that is it! We must move the gold further underground, to safety!

He turns to leave. Dwalin calls after him, his anger rising.

DWALIN

Did you not hear me? Dain is surrounded. They're being slaughtered, Thorin.

THORIN

Many die in war. Life is cheap. But a treasure such as this cannot be counted in lives lost. It is worth all the blood we can spend.

CLOSE ON: Thorin's face contorts in aggression. Dwalin steps back, shocked. Grief and surprise mingle on his face.

DWALIN

You sit here in these vast halls with a crown upon your head, and yet you are lesser now than you have ever been.

ANGLE ON: Thorin steps back from Dwalin, fuming. He reaches towards his STUDDERED BELT.

THORIN

Do not speak to me as if I was some lowly dwarf lord. As if I were  
(MORE)

(CONTINUED)

145 CONTINUED:

145

THORIN (cont'd)  
still Thorin Oakenshield! I AM YOUR  
KING!

Thorin ROARS, and draws out his sword. He falls back,  
unbalanced. Dwalin looks on, almost unsurprised.

DWALIN  
You were always my king. You used  
to know that once.  
(beat)  
You cannot see what you have  
become.

CLOSE ON: Thorin regains his balance. He stares Dwalin  
straight in the eye. His face is lined with pure malice.

THORIN  
Go. Get out before I kill you.

They stare at one another, amazed at the other one's  
audacity. Finally, Dwalin steps back, TEARS welling in his  
eyes and he realizes: Thorin Oakenshield is gone, and some  
other monster has taken his place.

Dwalin turns, walking back the way he came. Thorin begins to  
pace back and forth before his throne, staring over the  
ledge that he walks on. There is nothing there but DARKNESS  
and EMPTINESS.

He freezes in his tracks, as if spotting some terror down in  
the dark. Thorin looks up at the walkway, fear clear in his  
face. Dwalin has already gone.

ANGLE ON: Bewildered, Thorin begins to hobble down the  
walkway. VOICES come in and out of focus in his head,  
speaking ADVERSE WORDS.

DWALIN (V.O.)  
...you sit here... with a crown  
upon your head... you are lesser  
now than you have ever been...

THORIN (V.O.)  
...but a treasure such as this,  
cannot be counted in lives lost...

BALIN (V.O.)  
...a sickness lies upon that  
treasure...

(CONTINUED)

145 CONTINUED: (2)

145

BARD (V.O.)  
...the blind ambition of a mountain  
king...

THORIN (V.O.)  
...AM I NOT THE KING... this gold  
is ours and ours alone... I will  
not part with a single coin...

BARD (V.O.)  
...he could not see beyond his own  
desire...

CLOSE ON: Thorin presses on, deeply troubled and disturbed.  
Still, the voices continue to ECHO in his mind, like  
forgotten memories.

THORIN (V.O.)  
...as if I were some lowly dwarf  
lord... Thorin... Oakenshield...

BALIN (V.O.)  
...a sickness that drove your  
grandfather mad...

DWALIN (V.O.)  
...this is Thorin, son of Thrain,  
son of Thror...

THORIN (V.O.)  
...I am not my grandfather...

GANDALF (V.O.)  
...you're not making very splendid  
figure... king under the  
mountain...

DWALIN (V.O.)  
...they are dying out there... Dain  
is surrounded... surrounded...

GANDALF (V.O.)  
...Thorin, son of Thrain, son of  
Thror...

THORIN (V.O.)  
...I am not my grandfather...

BILBO (V.O.)  
...you are changed, Thorin...

(CONTINUED)

145 CONTINUED: (3) 145

Thorin freezes in place. His face is livid with shame and regret. TEARS TRICKLE down from his eyes.

THORIN (V.O.)  
...I am not my grandfather...

BILBO (V.O.)  
...is this treasure truly worth  
more than your honor...

THORIN (V.O.)  
...I am not my grandfather...

ANGLE ON: Thorin yanks off his GOLDEN CROWN and throws it over the edge of the walkway. Thorin listens as the crown CLATTERS into the deep.

146 **EXT. MAIN GATE - LONELY MOUNTAIN - DAY** 146

Dain smashes an orc underneath his warhammer. He steps back, looking to the last of his men.

DAIN  
Fall back! Fall back to the  
barricade! Fall back!

WIDE ON: The dwarves join with Dain in retreating to the walls of Erebor. The orcs follow after them, in hot pursuit.

147 **EXT. ABANDONED WATCHTOWER - RAVENHILL - DAY** 147

ANGLE ON: Bolg turns to Yazneg.

BOLG  
(in Black Speech;  
subtitled)  
Now comes their end. Prepare the  
final assault!

With a nod, Yazneg scurries off.

CRANE SHOT: A HORN RINGS across the battlefield. The orcs regroup in the desolation, marching all their strength to the last of the dwarves.

148 **INT. GREAT HALL - EREBOR - DAY** 148

ANGLE ON: The dwarves sit desolately, hearing the CRIES OF BATTLE outside. Their faces contort in sorrow and rage. They cannot help their kin.

(CONTINUED)

148 CONTINUED:

148

Suddenly, Thorin enters the hallway, silhouetted against GOLDEN LIGHT. The dwarves rise at his coming.

Thorin emerges out of the light, his sword drawn. He is completely stripped of his armor, only wearing the LEATHER JERKIN underneath, just like the others.

Kili strides towards his uncle, enraged.

KILI

I will not hide behind a wall of  
stone while others fight our battle  
for us! It is not in my blood,  
Thorin.

CLOSE ON: Thorin stops before Kili, a look of enlightenment on his face.

THORIN

No, it is not. We are sons of  
Durin, and Durin's folk do not flee  
from a fight.

He lies his hand on Kili's shoulder, smiling. Kili looks to him, stunned. He smiles back through sudden SALTY TEARS.

ANGLE ON: Thorin turns to the rest of the dwarves.

THORIN (CONT'D)

I have no right to ask this of any  
of you; but will you follow me one  
last time?

Grinning, the dwarves raise their weapons, gladdened at the return of Thorin Oakenshield.

149 **EXT. MAIN GATE - LONELY MOUNTAIN - DAY**

149

WIDE ON: The dwarves line up before the moat around Erebor. Dain barks DWARVISH COMMANDS, and the army raises up a desperate shield wall. The orcs thunder across the desolate field, eager to attack.

150 **EXT. ABANDONED WATCHTOWER - RAVENHILL - DAY**

150

ANGLE ON: Yazneg steps towards the warhorn. Bolg stops him, staring out into the battlefield.

(CONTINUED)

150 CONTINUED: 150

BOLG  
(in Black Speech;  
subtitled)  
Not yet. Wait... wait.

151 **EXT. MAIN GATE - LONELY MOUNTAIN - DAY** 151

ARMORED TROLLS shoulder their way through the orc armies. They stand at the front of the lines, their SPIKED CLUBS drawn.

152 **EXT. ABANDONED WATCHTOWER - RAVENHILL - DAY** 152

Bolg points to Yazneg, frantic.

BOLG  
(in Black Speech;  
subtitled)  
Attack now!

Yazneg sounds the signaling horn.

153 **EXT. MAIN GATE - LONELY MOUNTAIN - DAY** 153

Hearing the horn, the trolls trudge towards the dwarves, clubs raised. Suddenly, ANOTHER HORN is heard. The trolls stop in place, confused.

CLOSE ON: Gloin stands at the ramparts, furiously blowing into a ANCIENT TRUMPET.

154 **EXT. STREETS - DALE - DAY** 154

ANGLE ON: The horn rings out across the city. Gandalf slews and orc, and turns to face the mountain. Bilbo files in beside him, looking stunned.

BILBO  
Thorin...

CLOSE ON: He grins.

155 **EXT. MAIN GATE - LONELY MOUNTAIN - DAY** 155

ANGLE ON: The horn goes silent. The dwarf and orc fighters stand watching, expectant.

Suddenly, a GOLDEN BELL smashes through the barricade of Erebor. Rubble flies in all directions, landing in water and in land.

(CONTINUED)

155 CONTINUED: 155

From out of the gate, Thorin and the dwarves rush into battle, ROARING. They stare at the orc armies, determined to defeat.

The Iron Hill dwarves raise their shields as they pass, looking on in utter respect.

DAIN  
To the King! To The King!

WIDE ON: Dain and his men file behind the Company. The wedge of dwarves drives straight into the orc army. They raise their weapons high, preparing for battle and bloodshed.

THORIN  
(in Dwarvish)  
TO ARMS!

ANGLE ON: The two armies crash against one another. The dwarves come upon the orcs with furious anger, cutting them down with ease.

156 **EXT. ABANDONED WATCHTOWER - RAVENHILL - DAY** 156

CLOSE ON: Bolg looks on, infuriated. His plan has failed.

157 **EXT. CITY WALLS - DALE - DAY** 157

ANGLE ON: Bilbo runs across the walls, looking to the battlefield in the distance.

BILBO  
The dwarves. They're rallying.

Gandalf comes in behind Bilbo. He watches the dwarves fight with NEWFOUND VIGOR, and smiles warmly.

GANDALF  
They're rallying to their king.

158 **EXT. STREETS - DALE - DAY** 158

Bard looks to the last of his men, lined up against a hidden street.

BARD  
Any man who wants to give their  
last, follow me!

He raises his BLOODSTAINED SWORD into the air and charges out of the street. His men follow behind him, inspired.

(CONTINUED)

158 CONTINUED: 158

Legions of orcs barrel through the streets. Bard and his men round a corner, and charge into the orc ranks, fighting with reckless abandon.

159 **EXT. MAIN GATE - LONELY MOUNTAIN - DAY** 159

DEAD ORCS litter the battleground, DWARVISH AXES and SPEARS buried into their bodies.

The Company charges into the orc army. Unarmed, Gloin throws himself against his foes. They fall back and onto the ground, weighted down by their HEAVY ARMOR.

He turns from the fallen, seeing a SMALL DEFORMED OGRE limp towards him. Gloin rushes forward, and pounces onto the creature. With a SQUEAL, the ogre falls to the ground, crushed underneath Gloin's weight.

Kili and Oin run over, helping Gloin up.

KILI  
Come on, Gloin, get it up!

From across the battlefield, Fili's sword is locked against the CURVED BLADE of an orc.

FILI  
Kili!

Kili looks up, seeing his brother in harm. He turns to the bodies scattered beside him, ripping out a HATCHET from an orc's heart.

He throws the weapon. It lands straight in the orc's head. It falls back, GROANING. Fili wrenches the hatchet free.

BALIN  
Fili! Here!

Fili turns and throws the hatchet. It buries itself inside the head of an orc towering over Balin.

Balin jumps to his feet, and tears the hatchet out. He throws it back to Kili. He catches it, the blade inches away from his nose.

Thorin looks around the battlefield, searching for Dain.

THORIN  
Dain!

(CONTINUED)

159 CONTINUED:

159

DAIN (O.S.)  
Hold on! I'm coming!

Thorin turns around. He sees Dain fighting a barrage of orcs. He swings around his warhammer, relentless. He marches to Thorin through the sea of dead.

DAIN (CONT'D)  
Hey, cousin, what took you so long?

In a brief respite, they are able to embrace.

DAIN (CONT'D)  
There's too many of these buggars,  
Thorin. I hope you've got a plan.

Thorin looks up at Bolg's watchtower, framed against the sunlight.

THORIN  
Aye. We're going to take out their  
leader.

DAIN  
Bolg?

Thorin strides forward and mounts a LARGE GOAT from Dain's army.

THORIN  
I'm going to kill that piece of  
filth.

Fili, Kili and Dwalin ride in behind Thorin, all mounted on goats.

DWALIN  
Lead on!

At Thorin's lead, the four of them charge forward. They smash into the orc legions, cutting down the creatures from their mounts.

160 **EXT. STREETS - DALE - DAY**

160

Gandalf strides through the streets, observing archers take down a troll clambering up a staircase. He is shot down, and it falls back on a troop of orcs behind him. Gandalf continues on, impressed.

(CONTINUED)

160 CONTINUED: 160

GANDALF  
We may yet survive this.

161 **EXT. CITY WALLS - DALE - DAY** 161

Bilbo stands at the walls, watching the battle unfold below. He sees Thorin and the others ride up a spur of the mountain.

BILBO  
Gandalf!

Gandalf hurries over. Bilbo points up at Thorin, breathless.

BILBO  
It's Thorin!

GANDALF  
And Fili, Kili and Dwalin. He's taking his best warriors.

BILBO  
To do what?

GANDALF  
To cut the head off the snake.

Bilbo looks back out at the battle. A WAVE OF ORCS sneaks round the mountain spur, heading for Ravenhill. Bilbo's face falls.

BILBO  
Gandalf, what is that? Are those more orcs?

Gandalf looks, seeing the soldiers. He goes pale.

GANDALF  
Yes. Thorin, he's behind led into a trap.

CLOSE ON: Bilbo and Gandalf exchange stunned looks.

162 **EXT. ABANDONED WATCHTOWER - RAVENHILL - DAY** 162

HOOVES CLATTER from the base of Ravenhill. Bolg SNARLS, and his lips curl into a smile. He knows Thorin is here.

163 **EXT. RUINED STRONGHOLD - RAVENHILL - DAY**

163

ANGLE ON: Thorin and the others clamber onto the hill. They come to a hub of a RUINED STRONGHOLD. No more than a dozen orcs look to their coming and rush towards them.

The dwarves leap down from their goats, and slaughtering the surrounding orcs.

WIDE ON: Thorin steps back from his work and looks to the watchtower, shrouded in MIST. Bolg is gone.

THORIN

Where is he?

ANGLE ON: Thorin scans the FROZEN RIVER around them. There is not a single orc to be seen.

KILI

Looks empty. I think Bolg has fled!

Thorin steps back, suspicious.

THORIN

I don't think so.

(turns to Kili)

Kili, take your brother. Scout out the towers. Keep low and out of sight. If you see something, report back, do not engage - do you understand?

FILI

Thorin...

THORIN

Go.

Reluctantly, Fili follows behind his brother, crouching as they step over the FROZEN RIVER.

164 **EXT. COURTYARD - DALE - DAY**

164

The city is SILENT. Peaceful. The orcs have been overrun.

Thranduil steps through the courtyard. He looks down at the fallen elves lying in the snow. At their frozen expressions of horror. At the BLOOD seeping from their bodies.

Tauriel enters the courtyard, her armor stained with blood. The Elvenking does not even spare her a glance. His eyes are set on the dead.

(CONTINUED)

164 CONTINUED:

164

THRANDUIL

Recall your company.

With a nod, she blows a horn. It RINGS clear across the city. Gandalf and Bilbo run into the courtyard, urgent and panicked.

GANDALF

My lord, dispatch this force to Ravenhill! The dwarves are about to be overrun. Thorin must be warned.

Elves begin to file behind Thranduil. He looks at Gandalf haughtily.

THRANDUIL

By all means, warn him. I have spent enough Elvish blood in defense of this accursed land - no more.

He begins to march away. Gandalf calls after him, stern.

GANDALF

Does the might of Bolg of the North not trouble you? For what purpose did you ride to the mountain? To butt heads with the dwarves?

Thranduil wheels around, his face rigid with pain.

THRANDUIL

There is a necklace in that mountain. White gems strung upon silver. I want it retrieved.

GANDALF

Why? Why go to war over a string of pearls?

THRANDUIL

They are the heirlooms of my people! Of the lady Lasgalen. My wife. That string of pearls is all I have left, and I will see them returned.

He turns around and stomps out of the courtyard, his elves following close behind. Gandalf watches him leave, baffled.

(CONTINUED)

164 CONTINUED: (2)

164

GANDALF  
Thranduil...

BILBO  
I'll go to Ravenhill.

Gandalf looks down at him, dismissive.

GANDALF  
Don't be ridiculous! You'll never  
make it!

BILBO  
Why not?

GANDALF  
Because they will see you coming  
and kill you!

BILBO  
No they won't. They won't see me.

CLOSE ON: Gandalf spares him a strange glance.

GANDALF  
That's out of the question. I won't  
allow it.

BILBO  
I'm not asking you to allow it,  
Gandalf.

Gandalf looks down at Bilbo, taken aback by his bravery. He  
smiles. Bilbo nods, and strides away.

165 **EXT. STREETS - DALE - DAY**

165

ANGLE ON: Bilbo turns a corner and presses into an alcove.  
He pulls the Ring out of his pocket. He slips it onto his  
finger and is plunged into the blurry view of the Ring  
world.

Bilbo sneaks through the alleyways and narrow streets of  
Dale, carefully bypassing what orcs remain.

166 **INT. ABANDONED WATCHTOWER - RAVENHILL - DAY**

166

Fili and Kili creep through tunnels and passages. SCUFFLING  
NOISES sound from above them.

(CONTINUED)

166 CONTINUED: 166

KILI  
Stay here. Search the lower levels.  
I've got this.

Fili nods, and scurries deeper into the watchtower. Kili presses on, his face tinged with fear.

167 **EXT. RUINED STRONGHOLD - RAVENHILL - DAY** 167

Thorin looks anxiously over the frozen water. Dwalin paces behind him, impatient.

DWALIN  
Where is that orc filth?

Suddenly, Bilbo appears out of the air behind them. They turn, jumping at his presence.

BILBO  
Thorin -

THORIN  
Bilbo!

Bilbo shakes his head, PANTING.

BILBO  
You have to leave here, now. Bolg is sending his army up here. This watchtower will be completely surrounded. There'll be no way out.

DWALIN  
We are so close. That orc scum is in there! I say we push on.

THORIN  
No! That's what he wants. He wants to draw us in.

Thorin looks to the watchtower. His face falls in realization.

168 **INT. ABANDONED WATCHTOWER - RAVENHILL - DAY** 168

The scuffling sounds grow LOUDER and LOUDER. Panicked, Kili turns to flee only to find ORANGE LIGHT coming up the tunnel. He turns around to the tunnel behind him, seeing the same orange light.

He is trapped.

169 **EXT. RUINED STRONGHOLD - RAVENHILL - DAY** 169

Thorin stands beside Dwalin, his face etched with worry.

THORIN  
Find Fili and Kili. Call them back.

DWALIN  
Thorin, are you sure about this?

THORIN  
Do it. We live to fight another  
day.

They turn to leave.

170 **EXT. ABANDONED WATCHTOWER - RAVENHILL - DAY** 170

Fili stands at the end of a tunnel in the tower. He stares out into the ruins, waiting. Watching.

171 **EXT. RUINED STRONGHOLD - RAVENHILL - DAY** 171

A LOUD DRUMMING starts from the watchtower. Thorin wheels around, staring up at the ruins. The drumming grows louder and more intense with each beat.

WIDE ON: Atop the tower, Bolg marches forward, dragging a bloodied Kili behind him.

ANGLE ON: Thorin runs to the edge of the river, staring up at the watchtower, shocked.

BOLG  
(in Black Speech;  
subtitled)  
This one dies first. Then the  
brother. Then you, Oakenshield. You  
will die last.

Bolg lifts Kili by the neck, dangling him over the edge of the watchtower.

KILI  
GO! RUN!

With one quick motion, Bolg stabs Kili through the back. He dies with a WHIMPER.

BOLG (CONT'D)  
(in Black Speech;  
subtitled)  
Here ends your filthy bloodline!

(CONTINUED)

171 CONTINUED: 171

Bolg drops Kili over the edge of the tower, letting his corpse fall onto the ground below.

172 **EXT. ABANDONED WATCHTOWER - RAVENHILL - DAY** 172

Kili's lifeless body falls to the ground, landing at Fili's feet. He stares down at his brother, shocked.

Fighting back tears, Fili charges up the tower steps.

173 **EXT. RUINED STRONGHOLD - RAVENHILL - DAY** 173

CLOSE ON: Tears streak down Thorin's face. He breaks out into a run towards the watchtower.

THORIN

Kili!

ANGLE ON: Dwalin follows after him.

DWALIN

Thorin! Thorin, no!

Bilbo stays behind, frozen in shock. He withdraws his gaze from the watchtower, and pulls out Sting, GLOWING BLUE. He follows behind Thorin, running to the tower.

174 **EXT. ABANDONED WATCHTOWER - RAVENHILL - DAY** 174

Fili rushes up the ruins of the tower, slicing through each passing orc.

175 **EXT. LEDGE - RAVENHILL - DAY** 175

Thorin clammers up a ledge, searching for Fili. Suddenly, Bolg storm out of a NEAR TUNNEL. ROARING, he charges forward.

Bolg's mace catches with Thorin's sword, making SPARKS FLY. Each blow is checked by one or the other. As they fight, they slowly retreat down the ledge, closer to the frozen river.

176 **EXT. RUINED STRONGHOLD - RAVENHILL - DAY** 176

Bilbo wanders aimlessly. His face is a blank sheet, pale with shock. In the distance, HEAVY FOOTSTEPS sound. Bilbo turns around, finding a VAST MULTITUDE OF ORCS leaping over the ruins. Yazneg stands at the crest of the army. Their commander.

(CONTINUED)

176 CONTINUED: 176

YAZNEG  
(in Black Speech;  
subtitled)  
Slay them all!

Bilbo stands paralyzed with fear as the army charges towards him. Dwalin leaps out behind him, crashing into the sea of orcs. With his DOUBLE-SIDED AXE he wipes clean the orcs from the stronghold.

177 **EXT. LEDGE - RAVENHILL - DAY** 177

Thorin and Bolg continue fighting down the ledge. Thorin back into some ruins, and is pressed up against the stone. He manages to wrangle free, expertly dodging Bolg's blows.

He manages to send to knock Bolg down with one swing. Bolg rolls down the slippery ledge, ROARING in defeat.

Nearly a DOZEN ORCS line the peak of the ledge. They thunder downwards, meeting the end of Thorin's sword.

178 **EXT. RUINED STRONGHOLD - RAVENHILL - DAY** 178

The fight with Yazneg's legion rages on. Dwalin fights in the thick of it, surrounded by orcs in all angles. Bilbo stands at the edge of the army, throwing ROCKS at the orcs, sending them spiraling downwards.

179 **EXT. FROZEN RIVER - RAVENHILL - DAY** 179

Fili fights his way towards the ruins, nailing every passing orc in the head with his sword.

180 **EXT. RUINED STRONGHOLD - RAVENHILL - DAY** 180

Bilbo continues throwing stones at the orc troops. Dwalin is preoccupied, barely managing to keep himself alive in the throng of orcs.

Yazneg rounds a corner and smacks Bilbo on the HILT of his SWORD. Bilbo falls to the ground, knocked out. Yazneg looms over him, grinning. He raises his blade high above him, ready for the kill.

FILI  
BILBO!

Fili jumps into the the ruins, leaping onto Yazneg. He holds back Yazneg's mace, GROANING in his effort. Yazneg leans forward, throwing Fili off of him.

(CONTINUED)

180 CONTINUED:

180

CLOSE ON: Dwalin looks up from the orc horde.

ANGLE ON: Fili jumps back to his feet, charging towards Yazneg. The orc CHUCKLES, and punches Fili square in the nose. Fili falls back, GROANING. Dwalin does his best to charge through the orc ranks, but he is pushed back.

Yazneg grabs Fili by the head. He raises his mace and plunges it down into Fili's chest.

DWALIN

NO!

CLOSE ON: Dwalin ROARS, cutting through the orcs blocking him. The life slowly fades from Fili's eyes, as he stares up at Yazneg's rough face, fearful.

ANGLE ON: Satisfied, Yazneg drops Fili to the ground, looming over his dead body. Dwalin pushes through the orcs and charges at Yazneg. He leaps into the air, YELLING as TEARS flood his eyes. Dwalin's sword falls, cutting into Yazneg's neck. The orc's head goes flying, and his body slumps to the ground.

181 **EXT. FROZEN RIVER - RAVENHILL - DAY**

181

Thorin stands at the edge of the river, his sword raised. Bolg storms out of a tunnel. His mace smacks Thorin across the face, sending him skidding onto the ice.

BOLG

(in Black Speech;  
subtitled)

Go in for the kill! Finish him!

Orcs stationed around the river charge onto the ice, SNARLING. Thorin gets to his feet and cuts the orcs down before they can even get to him.

Bolg steps onto the river. In his hands is a LARGE ROCK tied to a CHAIN. It drags across the ice, SHRIEKING like nails on chalkboard.

Thorin approaches Bolg, his sword at the ready. Determination seers through both of their eyes. A hatred lasting years on end.

Bolg ROARS and rushes forward, swinging the chained rock around. Thorin ducks with every swing, and the rock sails over his head, WHISTLING in the cold winter wind. Bolg stumbles back, unbalanced by the swing. Thorin slashes at

(CONTINUED)

181 CONTINUED: 181

him, sending SPARKS out of the armor.

Bolg regains his balance and swings his stone again. It smashes into the ice, CRACKING it. The cracks spread further down the river.

The stone is swung again, landing on the ice once more. The frozen river splits apart, trapping Bolg and Thorin on a large floe of ice.

Bolg swings the stone again, knocking Thorin to his feet. He slides on the ice, barely dodging the rock. Thorin rises and slices through Bolg's armor. As Bolg GROANS, Thorin steps back. Bolg swings the chain at Thorin. The stone gets caught in the ice. Bolg tries to tug it free, to no avail.

Suddenly, Bolg looks up at the sky. He looks absolutely stunned. Thorin turns. A dozen GREAT EAGLES sail in the sky, passing over Ravenhill.

182 **EXT. RAVENHILL - DAY** 182

CLOSE ON: Radagast is mounted on an eagle, looking determined.

ANGLE ON: BEORN leaps off of another, transforming into a BLACK BEAR mid-air.

He smashes into the orc armies below, ROARING as he rears his head. Dozens of orcs are crushed underfoot, or smashed between JAGGED TEETH.

183 **EXT. MAIN GATE - LONELY MOUNTAIN - DAY** 183

WIDE ON: The Eagles soar above the desolation, swooping low and crashing into the orc armies. They are thrown left and right, flying into the air and landing back on the ground with a CLATTER.

184 **EXT. FROZEN RIVER - RAVENHILL - DAY** 184

ANGLE ON: Bolg looks at Thorin, shocked. Desperately, he tries to tug the stone out of the ice.

Thorin throws his sword down. He reaches forward and lifts the rock out of the ice and throws it to Bolg. Bolg gives Thorin a confused look. Thorin steps off of the ice floe.

The ice floe tips over, plunging Bolg into the water below. He scrabbles at the edge, but the chain pulls him back into the icy water. Thorin PANTS, exhausted.

185 **EXT. RUINED STRONGHOLD - RAVENHILL - DAY** 185

Beorn thunders across Ravenhill, wiping out any remaining orc in his path.

186 **EXT. MAIN GATE - LONELY MOUNTAIN - DAY** 186

WIDE ON: The Eagles continue to eliminate the orc forces, throwing them into the air and crushing them on the ground.

187 **EXT. FROZEN RIVER - RAVENHILL - DAY** 187

CLOSE ON: Thorin bends down, picking up his sword. Slowly, he looks beneath him. He rises to his feet, still looking through the ice. Bolg is floating down the river, free of his chains. He locks eyes with Thorin through the ice.

Thorin walks slowly above him, following Bolg as the current pulls him away. Bolg looks at Thorin with nothing but malice and hate. Slowly, he closes his eyes.

Suddenly, he opens his eyes again. With one raise of his arm, he sends a DAGGER through the ice and into Thorin's foot. Thorin HOWLS with pain.

Bolg leaps through the river, sending SHARDS OF ICE everywhere. Bolg pins Thorin to the ground. Thorin sends his sword up, catching against one of the forks in Bolg's SWORD.

Slowly, Bolg pushes the sword closer and closer to Thorin's chest. Thorin GROANS, desperately working against the weight of the sword above him.

A look of realization flashes across Thorin's face. He drops his sword, letting Bolg's blade stab him through the chest. Thorin YELLS OUT, in pain.

Bolg draws out the weapon, raising it above Thorin's neck. He CACKLES, so close to revenge.

Suddenly, Beorn storms across the ice and crashes into Bolg. Beorn throws him across the ice and thunders over. He looms over the orc, his BLACK FUR matted with BLOOD. Beorn digs his teeth into Bolg's rough flesh. Bolg dies with a SCREAM.

WIDE ON: Slowly, Thorin rises to his feet, clutching at his wound. He stumbles to the edge of a FROZEN WATERFALL, overlooking the battlefield where the remaining orcs are being routed. Weak from his wound, Thorin collapses.

188 **EXT. RUINED STRONGHOLD - RAVENHILL - DAY** 188

CLOSE ON: Bilbo wakes from unconsciousness, squinting. He sees the Eagles fly overhead, CAWING.

BILBO  
The eagles are coming.

Bilbo carefully gets up. He does not see Fili's body lying behind him.

189 **EXT. FROZEN RIVER - RAVENHILL - DAY** 189

ANGLE ON: Beorn kneels beside Thorin, GASPING for breath. Bilbo comes running up in surprise.

BILBO  
Thorin!

THORIN  
Bilbo...

Thorin struggles to rise. Beorn puts a hand on his chest.

BEORN  
(soothing)  
Don't move. Lie still.

Thorin freezes up, breathing heavily.

THORIN  
Leave us.

Beorn nods, and rises.

BEORN  
I will send for the wizard.

THORIN  
Thank you.

Beorn leaves with a courteous bow. Bilbo rushes over, sitting next to Thorin. Thorin's breath is RAGGED, and every word he speaks is accompanied with SPLUTTERS and WHEEZES.

THORIN  
I am glad you are here. I wish to part from you in friendship.

BILBO  
No. You are not going anywhere, Thorin. You are going to live.

(CONTINUED)

189 CONTINUED:

189

THORIN

I would take back my words and my deeds at the gate. You did what only a true friend would do. Forgive me... I was too blind to see. I'm so sorry that I have led you into such peril.

CLOSE ON: Bilbo looks down at Thorin, choking back tears.

BILBO

I am glad to have shared in your perils, Thorin. Each and every one. It is far more than any Baggins deserves.

Thorin smiles up at Bilbo.

THORIN

Farewell, Master Burglar. Go back to your books, and your armchair, and your garden. Plant your trees, watch them grow. If more people valued home above gold, this world would be a merrier place...

Thorin's ragged breathing has stopped. His eyes seem to stare off into the distance at something beyond Thorin's sight.

BILBO

No, no... hold on, you have to hold on - the eagles! The eagles are here, Thorin...

Bilbo looks away, distraught. He begins to SOB.

190 **EXT. RUINED STRONGHOLD - RAVENHILL - DAY**

190

Bilbo sits quietly by himself, alone. He stares off into the distance, looking exhausted. Gandalf comes to join him.

ANGLE ON: There, the two sit in silent reflection.

CLOSE ON: Gandalf pulls his pipe from out his robes. Slowly and NOISILY, he begins to clean his pipe, scraping away any TOBACCO RESIDUE.

Bilbo looks up at him, as if he is about to object. Gandalf stops and looks back at Bilbo. After a moment's pause, they nod at each other, grinning from ear to ear.

191 **EXT. CITY WALLS - DALE - DAY** 191

WIDE ON: The people of Laketown line the city walls, gaze at the mountain reverently. Percy blows into a HUGE HORN, casting out a MOURNFUL SONG.

ANGLE ON: Bard and his children stand among the people, clutching one another. They stare out at Erebor as the sun sets behind them.

192 **INT. FUNERAL CHAMBER - EREBOR - DAY** 192

Thorin lies on a plinth, clutching the Arkenstone and adorned in REGAL ARMOR. Fili and Kili lie on either side of him, their faces pale and cold.

Bilbo and the dwarves circle around them, staring down at their bodies, choking back tears.

Thranduil approaches Thorin's body. He rests the sword ORCRIST on his chest, beside the Arkenstone. Thranduil leaves the hall, passing Gandalf, Radagast and Beorn, who stand in observance.

WIDE ON: The Iron Hill dwarves are lined around the hall, clutching TORCHES. Dain stands with them, a GOLDEN CROWN rested on his head. The new king under the mountain.

ANGLE ON: Gandalf steps forward.

GANDALF

The king under the mountain has  
come onto his own. Under mountain,  
under stone. Send him now, into the  
deep. Unto earth, eternal sleep.  
Under mountain, under stone.

ALL DWARVES

Under mountain, under stone.

GANDALF

Through all the lands, let it be  
known: the King is dead!

Balin steps forward, raising an AXE high into the air.

BALIN

Long live the King!

Dwalin, Oin and Gloin step in beside him, raising their weapons into the air.

(CONTINUED)

192 CONTINUED:

192

ALL DWARVES  
LONG LIVE THE KING!

The Iron Hill dwarves draw out their swords, raising them high. Dain bows before the Company.

193 **EXT. MAIN GATE - LONELY MOUNTAIN - DAY**

193

Bilbo and Balin step out of the gate. Bilbo wears a LARGE PACK on his back, and is dressed in a REGAL ATTIRE. Gandalf stands waiting with a horse.

BALIN  
There is to be a great feast  
tonight. Songs will be sung, tales  
will be told, and Thorin  
Oakenshield will pass into legend.

BILBO  
I know that's how you must honor  
him, but to me he was never that.  
He was... to me, he was...

Bilbo STUTTERS, struggling to find the right words. Balin smiles knowingly.

BILBO (CONT'D)  
Well, I think I'll slip quietly  
away. Will you tell the others I  
said goodbye?

BALIN  
You can tell them yourself.

Bilbo turns around. There at the gate is Dwalin, Oin and Gloin. Bilbo smiles fondly. The dwarves smile back at him.

BILBO  
If any of you are ever passing Bag  
End, tea is at four - there's  
plenty of it. You are welcome  
anytime.

The dwarves bow graciously. Tears stream down their faces.

BILBO (CONT'D)  
Oh, and don't bother knocking.

The dwarves give a collective chuckle. With a wave, Bilbo turns around, leaving his friends behind.

194 **EXT. ERIADOR - DAY** 194

WIDE ON: Gandalf and Bilbo venture through the beauty and grace of Eriador. They chuckle and admire the scenery as they ride.

195 **EXT. WEST FARTHING WOODS - THE SHIRE - DAY** 195

Gandalf and Bilbo reach the edge of the Hobbiton. They dismount, and Bilbo shoulders all his possessions.

GANDALF

The borders of Hobbiton. It is here  
I must leave you.

BILBO

That's a shame. I quite liked  
having a wizard around. Seems they  
bring good luck.

GANDALF

You don't suppose, do you, that all  
your adventures and escapes were  
managed by mere luck?

CLOSE ON: Gandalf looks knowingly down at Bilbo.

GANDALF (CONT'D)

Magic rings should not be used  
lightly, Bilbo.

BILBO

What? No!

GANDALF

Don't take me for a fool. I know  
you found one in the goblin  
tunnels, and I've kept my eye on  
you ever since.

Bilbo, slightly taken aback, smiles.

BILBO

Well, thank goodness. Farewell,  
Gandalf.

The two clasp hands, looking each other in the eye.

GANDALF

Farewell.

Bilbo turns and walks away. After a few paces, he stops and wheels around.

(CONTINUED)

195 CONTINUED: 195

BILBO  
You needn't worry about that ring.  
It fell out of my pocket during the  
battle. I lost it.

CLOSE ON: Gandalf shakes his head, smiling warmly.

GANDALF  
You're a very fine person, Master  
Baggins, and I'm very fond of you.  
But you're only quite a little  
fellow in a wide world, after all.

ANGLE ON: With a nod, Bilbo turns and walks towards  
Hobbiton. Gandalf watches him leave, suspicious. He turns  
around, and marches away through the trees.

196 INT. HALLWAY - BAG END - DAY 196

Bilbo opens the door to Bag End. He peers inside. Everything  
is exactly how he left it.

He wanders through the halls, looking at the TAPESTRIES and  
PAINTINGS decorating the wall. He passes his mother's GLORY  
BOX, MUD still splattered over it.

Bilbo stops before a TABLE in the hallway. He looks down,  
grabbing a piece of cloth from the table. His HANDKERCHIEF.

CLOSE ON: Bilbo smiles broadly.

197 INT. SITTING ROOM - BAG END - DAY 197

ANGLE ON: Bilbo enters the sitting room, passing the sofas  
and the chairs. He marches to the mantlepiece and  
straightens a PAINTING hanging above it.

He steps back, inspecting his handiwork. Bilbo puts his  
hands in his waistcoat pocket. Quickly, he draws them out,  
startled. He feels the ring.

Slowly, Bilbo pulls out the Ring. He grins wickedly as he  
gazes down at it.

198 INT. SITTING ROOM - BAG END - DAY (60 YEARS LATER) 198

CLOSE ON: A HAND, wrinkled and old, holds onto the Ring.  
Bilbo, 60 YEARS OLDER, stares down at it, obsessed.  
Suddenly, there is a LOUD KNOCK at the door. Bilbo slips the  
Ring back into his pocket.

(CONTINUED)

198 CONTINUED:

198

BILBO

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

GANDALF (O.S.)

And what about very old friends?

Bilbo grins broadly at the sound of Gandalf's voice. He out of the room, towards the door. It CREAKS OPEN from the hallway.

BILBO (O.S.)

Gandalf?

GANDALF (O.S.)

Bilbo Baggins!

BILBO (O.S.)

My dear Gandalf!

GANDALF (O.S.)

Good to see you! One hundred and eleven years old - who would believe it? You haven't aged a day!

BILBO (O.S.)

Come on, come in! Welcome, welcome!

As the old friends reunite, we PAN UP to Thorin's map, placed in a WOODEN FRAME, and center onto the Lonely Mountain.

**THE END**