

The Hobbit: The Desolation of Smaug - Movie Transcript

Made by gplus.to/TheHobbitMovies

Corrections by www.council-of-elrond.com and www.theonering.net.

The dialogs in the languages of Middle-earth were provided by www.elendilion.pl.

This transcript is not in any way meant to replace watching the movie; it is a fan-made supplement.

We do not claim any rights to the movie.

All images herein are official movie stills which had previously been released online.

Please circle [The Hobbit Movies](#) on Google+ if you enjoy reading this transcript! See also:

[The Hobbit: An Unexpected Journey - Movie Transcript \(With Images\)](#)

[The Hobbit: The Desolation of Smaug - Movie Transcript \(With Images\)](#)

[The Hobbit: The Battle of the Five Armies - Movie Transcript \(With Images\)](#)

[The Hobbit: An Unexpected Journey - Movie Transcript \(Without Images\)](#)

[The Hobbit: The Desolation of Smaug - Movie Transcript \(Without Images\)](#)

[The Hobbit: The Battle of the Five Armies - Movie Transcript \(Without Images\)](#)

Warner Bros. Pictures - Logo

New Line Cinema - Logo

Metro-Goldwyn Mayer - Logo

New Line Cinema and Metro-Goldwyn Mayer Pictures present

A Wingnut Films production

The Hobbit

[It is nighttime; rain falls heavily upon a small, dirty-looking town.]

[On screen:] Bree - on the borders of the Shire

[A figure wearing a pack and a raincoat walks through the streets. A disheveled-looking man with his hood down walks across the street, eating a carrot {this is Peter Jackson}. The figure with the pack is considerably shorter than the other people on the street. The figure walks up to a building and pauses, inspecting the sign hung above the door. It says, "The Prancing Pony." The figure, which is Thorin, looks about, then enters the tavern. As he walks through, the bartender hands a drink to a man.]

[Bartender:] "There you are."

[There is much raucous talk and laughter throughout the busy tavern. A black cat perches on a counter. A waitress {played by Katie, Peter Jackson's daughter} threads through the crowd at the pub carrying a mug and a platter of cheese and bread. Drunk and unruly customers get in her way, and she moves around them.]

[Waitress:] "Watch it!"

[She makes her way to Thorin's table and sets down the mug and platter.]

[Waitress:] "Here you are."

[Thorin:] "Thank you."

[Thorin puts down his pipe, which he had been smoking. He tears apart his bread and begins to eat it. As he eats, he looks around at all the activities going on in the pub. Sensing something, he looks to the right and sees a bald, suspicious-looking man watching him. He looks to his left and sees another shady character watching him. Thorin puts his bread back on his plate and, as the two men stand up and move toward him, slowly wraps his hand around the handle of his sword, which is strapped to his pack next to him.]

[Suddenly, a figure appears at the table in front of him. It is Gandalf, and he sits across from Thorin.]

[Gandalf:] "Mind if I join you?"

[As the waitress passes by, Gandalf catches her sleeve.]

[Gandalf:] "I'll have the same."

[The suspicious men back away as Gandalf begins to speak to Thorin.]

[Gandalf:] "I should introduce myself. My name is Gandalf. Gandalf the Grey."

[Thorin:] "I know who you are."

[Gandalf:] "Well now! This is a fine chance. What brings Thorin Oakenshield to Bree?"

[Thorin:] "I received word that my father had been seen wandering the Wilds near Dunland. I went looking, and found no sign of him."

[Gandalf:] "Thorin, it's been a long time since anything but rumor was heard of Thrain."

[Thorin:] "He still lives; I am sure of it."

[Gandalf looks up as the waitress sets his platter of food in front of him.]

[Thorin:] "My father came to see you before he went missing. What did you say to him?"

[Gandalf:] "I urged him to march upon Erebor; to rally the seven armies of the dwarves, to destroy the dragon and take back the Lonely Mountain. And I would say the same to you. Take back your homeland."

[Thorin picks up his mug and drinks contemplatively.]

[Thorin:] "This is no chance meeting, is it, Gandalf?"

[Gandalf:] "No, it is not. The Lonely Mountain troubles me, Thorin. That dragon has sat there long

enough. Sooner or later, darker minds will turn toward Erebor. I ran into some unsavory characters whilst traveling along the Greenway. They mistook me for a vagabond.”

[Thorin:] “I imagine they regretted that.”

[Gandalf:] “One of them was carrying a message.”

[Gandalf lays a dirty piece of cloth with a message and a picture of the Lonely Mountain drawn on it on the table and pushes it toward Thorin.]

[Gandalf:] “It is Black Speech.”

[Thorin, who had been reaching forward to take the message, warily pulls his hand away.]

[Gandalf:] “Promise of payment.”

[Thorin:] “For what?”

[Gandalf:] “Your head. Someone wants you dead. Thorin, you can wait no longer. You are the heir to the throne of Durin. Unite the armies of the dwarves. Together you have the might and power to retake Erebor. Summon a meeting of the seven dwarf families. Demand they stand by their oaths.”

[Thorin:] “The seven armies swore that oath to the one who wields the King's Jewel, the Arkenstone! It is the only thing that will unite them, and in case you have forgotten, that jewel was stolen by Smaug.”

[Thorin and Gandalf look up as the two shady men from before rise and leave together, looking back over their shoulders at Thorin and Gandalf.]

[Gandalf:] “What if I were to help you to reclaim it?”

[Thorin:] “How? The Arkenstone lies half a world away, buried beneath the feet of a fire-breathing dragon.”

[Gandalf:] “Yes, it does, which is why we are going to need a burglar.”

[On screen:] 12 months later

[It is night in the present time, shortly after the ending of the first movie. Bilbo peeks over some rocks on a high ledge and watches Azog and his Warg Scouts running along a ridgeline not far away, occasionally stopping to smell the air in their pursuit of the Company. Not finding anything, they continue on their way. Suddenly, Bilbo hears a snarl from the side, and ducks behind the rocks. He peeks out and sees a large bear watching Azog from another pile of rocks, snarling softly. Bilbo sneaks away. The camera zooms in toward the bear, and the bear roars.]

[On screen:] **THE DESOLATION OF SMAUG**

[Bilbo has made his way down the rocks to where the dwarves and Gandalf are waiting to hear Bilbo's spy report.]

[Dwalin:] “How close is the pack?”

[Bilbo:] “Too close. A couple of leagues, no more, but that is not the worst of it.”

[Dwalin:] “Have the Wargs picked up our scent?”

[Bilbo:] “Not yet, but they will; we have another problem.”

[Gandalf:] “Did they see you? They saw you!”

[Bilbo:] “No, that's not it.”

[Gandalf smiles and turns to the dwarves.]

[Gandalf:] “What did I tell you? Quiet as a mouse. Excellent burglar material.”

[The dwarves chuckle loudly in appreciation of Bilbo. Bilbo looks exasperated that no one is hearing him out.]

[Bilbo:] “Will you listen- Will you just listen? I'm trying to tell you there is *something else* out there.”

[The dwarves look worried.]

[Gandalf:] “What form did it take? Like a bear?”

[Bilbo:] “Ye...”

[Bilbo pauses and looks curiously at Gandalf.]

[Bilbo] “Y- yes. But bigger, much bigger.”

[Bofur, to Gandalf:] “You knew about this beast?”

[Gandalf turns and walks a few steps away.]

[Bofur:] “I say we double back.”

[Thorin:] “And be run down by a pack of Orcs.”

[Gandalf:] “There is a house, it's not far from here, where we might take refuge.”

[Thorin:] “Whose house? Are they friend or foe?”

[Gandalf:] “Neither. He will help us, or he will kill us.”

[The dwarves look at each other in dismay.]

[Thorin:] “What choice do we have?”

[A roar splits the night behind them; it is the bear.]

[Gandalf:] “None.”

[The company is running through plains and across streams.]

[Gandalf:] “Come on!”

[As the Company runs through a forest, Azog and his Orcs are racing through the forest too. Azog urges his party on. Both groups stop suddenly when an ear-splitting roar sounds nearby.]

[Gandalf:] “This way, quickly!”

[As the dwarves panic and run, Bombur looks on in shock until he is pulled along.]

[Bofur:] “Bombur, come on!”

[As they exit the forest, they spy a house surrounded by a hedge in the middle of a plain.]

[Gandalf:] “To the house! Run!”

[The Company runs across the plain; Bombur, the fattest dwarf, outruns all the rest of them in his fear. They run through a gate in the hedge.]

[Gandalf:] “Come on, get inside!”

[They run to the front door of the house; it is closed. Bombur, who reaches the door first, throws himself against it but falls flat on his back when the door doesn't budge. The rest of the dwarves catch up and begin throwing themselves against the door, trying to open it. Gandalf looks back as a massive bear breaks out from the edge of the forest and runs toward them.]

[Gandalf:] “Open the door!”

[Thorin:] “Quickly!”

[Thorin, pushing through the dwarves pressed against the door, manages to raise the exterior bolt, opening the doors. The entire company bolts inside the house and they try to slam the door shut, but the bear has already gotten its head in the door. As the bear roars and tries to push the door open, the dwarves yell and strain to close it. Bilbo pulls out his sword and points it unsteadily at the bear.]



[Gandalf looks on in apparent amusement. The dwarves yell as they press against the door.]

[Dwalin:] “Come on, lads!”

[With a final heave, the dwarves manage to close the door and drop the bolt across it. They sigh in shock, fear, and tiredness.]

[Ori:] “What *is* that?”

[Gandalf:] “That...is our host.”

[The dwarves and Bilbo turn to Gandalf in bewilderment.]

[Gandalf:] “His name is Beorn, and he is a skin-changer.”

[Ori checks his hearing trumpet to make sure he has heard Gandalf correctly.]

[Gandalf:] “Sometimes he’s a huge black bear; sometimes he’s a great strong man. The bear is unpredictable, but the man can be reasoned with. However, he is not overfond of dwarves.”

[The dwarves look at each other in dismay. Ori peaks out a crack in the door.]

[Ori:] “He’s leaving!”

[Dori pulls him away from the door.]

[Dori:] “Come away from there! It’s not natural, none of it. It’s obvious: he’s under some dark spell.”

[Gandalf:] “Don’t be a fool; he’s under no enchantment but his own. Alright now, get some sleep, all of you. You’ll be safe here tonight.”

[The dwarves start spreading out through the house. Gandalf whispers quietly to himself.]

[Gandalf:] “I hope.”

[It is night; Beorn’s house is seen from a distance. A massive bear is growling and walking around; from the edge of the woods, Azog and his company watch the bear. One of his Orcs comes up to him.]

[Orc:] “Bu margi hum. Guri shugi khozdayil” [Subtitle: Attack them now. Kill the Dwarf filth while they sleep.]

[Azog:] “Shâ. Hulim nari arangish” [Subtitle: No. The Beast stands guard.]



[Azog angrily walks away from Beorn and the house, and his Orcs follow. They walk back to where the rest of their group is; several Wargs are seen fighting each other.]

[Azog:] “Zadgarimid ru mong” [Subtitle: We will kill them on the road.]

[Azog and his Orcs all snap to attention when they hear a sound, and they pull out their weapons. Another large, pale Orc astride a Warg runs up to them, and the Warg stops inches from Azog, growling at his face. Azog stands without flinching, although he snarls. The pale Orc, Bolg, is holding a weapon shaped like a sharp spinal column, and he has iron plates embedded in his skull and chest.]

[Bolg:] “_ _ _” [Subtitle: They are gathering in Dol Guldur. The Master has summoned you!]

[Azog growls in anger.]

[It is night in Beorn’s house. A mouse scampers across Beorn’s chessboard, which has pieces shaped like bears. The dwarves are sleeping all throughout the house. Some goats chew on hay. Bilbo, who was sleeping, sits up and looks around. After making sure that no one is watching him, he pulls out the Ring. As he examines it, a dark voice is heard chanting softly.]

***“Ash nazg durbatulûk, ash nazg gimbatul,
ash nazg thrakatulûk, agh burzum ishi krimpatul.”***

[translation: One Ring to rule them all, One Ring to find them,
One Ring to bring them all and in the darkness bind them.]

[As the chanting grows louder, the scene changes to Dol Guldur. It is night, and several Orcs are heading into the fortress.]

[Azog walks out onto a raised walkway in Dol Guldur. A darkness {"The Necromancer"} flies through the air and speaks to Azog.]

[Necromancer:] “ ” [Subtitle: We grow in number. We grow in strength. You will lead my armies.]

[Azog:] “ ” [Subtitle: What of Oakenshield?]

[Necromancer:] “ ” [Subtitle: War is coming.]

[Azog:] “ ” [Subtitle: You promised me his head!]

[The darkness flies right through Azog, and he spins around to face it.]

[Necromancer:] “ ” [Subtitle: Death will come to all.]

[The Darkness disappears, leaving Azog snarling. An Orc comes to him]

[Orc:] “ ” [Subtitle: Do we call off the hunt?]

[Azog contemplates for a few seconds, then makes up his mind. He yells out a name into the dark.]

[Azog:] “ ” [Subtitle: Bolg!!]

[The Orcs turn as Bolg, much taller than any of the other Orcs, strides up to Azog, pushing the other Orcs aside. Scoff and Bog stand toe to toe, and they are equally large and dangerous looking. They glare at each other.]

[Azog:] “ ” [Subtitle: I have a task for you. Do you still thirst for Dwarf blood?]

[Bolg, whose left eye is cloudy and blind, growls in agreement.]

[In the forest outside Beorn's house, the bear ambles toward the house. At the edge of the forest, the bear stands on its hind legs, and its form melts into that of a tall man. The man looks toward the house.]

[Bilbo is sleeping in the house; hearing a noise, he wakes up and quietly peeks out of his blankets. He sees Beorn, in human form, enter.]

[It is morning; Beorn's ponies prance through the fields. A very large bumblebee lands on Bilbo's nose, waking him with a start. Putting on his jacket, he walks toward the kitchen, where all the dwarves and Gandalf are already seated. Beorn pours milk from a pitcher into Fili's cup. He is much taller than any human, even taller than Gandalf. Beorn addresses Thorin.]

[Beorn:] "So you are the one they call Oakenshield. Tell me, why is Azog the Defiler hunting you?"

[Thorin:] "You know of Azog? How?"

[Beorn:] "My people were the first to live in the mountains, before the Orcs came down from the north. The Defiler killed most of my family, but some he enslaved."

[Bilbo sees the remnants of manacles on Beorn's wrist.]

[Beorn:] "Not for work, you understand, but for sport. Caging skin-changers and torturing them seemed to amuse him."

[Bilbo:] "There are others like you?"

[Beorn:] "Once, there were many."

[Bilbo:] "And now?"

[Beorn:] "Now, there is only one."

[The dwarves, Bilbo, and Gandalf look on in silence.]

[Beorn:] "You need to reach the mountain before the last days of autumn?"

[Gandalf:] "Before Durin's Day falls, yes."

[Beorn:] "You are running out of time."

[Gandalf:] "Which is why we must go through Mirkwood."

[Beorn:] "A darkness lies upon that forest. Fell things creep beneath those trees. There is an alliance between the Orcs of Moria and the Necromancer in Dol Guldur. I would not venture there except in great need."

[Gandalf:] "We will take the Elven Road. That path is still safe."

[Beorn:] "Safe? The Wood-Elves of Mirkwood are not like their kin. They're less wise and more dangerous. But it matters not."

[Thorin:] "What do you mean?"

[Beorn:] "These lands are crawling with Orcs. Their numbers are growing, and you are on foot. You will never reach the forest alive."

[Thorin looks shocked. Beorn stands up from the table and faces Thorin.]

[Beorn:] “I don’t like dwarves. They’re greedy and blind, blind to the lives of those they deem lesser than their own.”

[Beorn picks up a mouse that had been scampering on the table and holds it, all the while approaching Thorin, who is standing with his arms crossed.]

[Beorn:] “But Orcs I hate more. What do you need?”

[The Company saddles and rides Beorn’s ponies. As they ride away, Beorn, who is staying at his house, looks around for danger.]

[Beorn:] “Go now, while you have the light. The hunters are not far behind.”

[The company rides rapidly across the land, slowing to a stop as they approach a looming, gloomy-looking forest. Gandalf dismounts and walks into the edge of the forest through an ancient archway.]

[Gandalf:] “The Elven Gate.”

[Gandalf turns and calls to the others.]

[Gandalf:] “Here lies our path through Mirkwood.”

[Dwalin:] “No sign of the Orcs. We have luck on our side.”

[Dwalin dismounts. Gandalf squints as he sees something in the distance; it is Beorn, in his bear-form, watching them from a distant ridge.]

[Gandalf:] “Set the ponies loose. Let them return to their master.”

[The dwarves and Bilbo dismount and begin taking their supplies off the ponies. Bilbo approaches the forest on foot.]

[Bilbo:] “This forest feels...sick, as if a disease lies upon it. Is there no way around?”

[Gandalf:] “Not unless we go two hundred miles north, or twice that distance south.”

[Gandalf follows a path a few feet further into the shadows and approaches a plant-covered statue. At the same time, Bilbo, who is standing by himself, reaches into his pocket and, after some internal conflict, slowly pulls out the Ring and fingers it. Just like when he examined it in Beorn’s house, we hear the voice whispering the “One Ring to rule them all” chant. As Gandalf approaches the statue, Galadriel suddenly appears; she is evidently thought-speaking to Gandalf from Rivendell.]

[Galadriel:] “Something moves in the shadows unseen, hidden from our sight. Every day it grows in strength. Beware the Necromancer. He is not what he seems.”

[Gandalf approaches the statue apprehensively, then quickly yanks off the vines, revealing a painted-on Eye of Sauron. We see the Flaming Eye of Sauron burst on the screen for a second, and Bilbo, holding the Ring, gasps slightly.]

[Galadriel:] “If our enemy has returned, we must know. Go to the tombs in the mountains.”

[Gandalf, hearing her words in his head, nods in agreement.]

[Gandalf:] “The High Fells. So be it.”

[The unladen ponies trot away; Nori is just about to finish unsaddling Gandalf’s horse when Gandalf emerges from the forest.]

[Gandalf:] “Not my horse! I need it.”

[As Gandalf strides forward, the Company looks up and murmurs in surprise.]

[Bilbo:] “You’re not leaving us?”

[Gandalf:] “I would not do this unless I had to.”

[Gandalf looks at Thorin, then turns and looks at a dejected Bilbo.]

[Gandalf:] “You’ve changed, Bilbo Baggins. You’re not the same Hobbit as the one who left the Shire.”

[Bilbo:] “I was going to tell you; I...found something in the Goblin tunnels.”

[Gandalf:] “Found what?”

[Gandalf leans forward curiously and suspiciously; Bilbo doesn’t answer immediately, but fumbles with the ring in his pocket.]

[Gandalf:] “What did you find?”

[Bilbo stays silent for several more seconds, then finally responds.]

[Bilbo:] “My courage.”

[He removes his hand from his pocket.]

[Gandalf:] “Good. Well, that’s good. You’ll need it.”

[Gandalf turns and begins walking toward his horse; he speaks as he passes Thorin.]

[Gandalf:] “I’ll be waiting for you at the overlook, before the slopes of Erebor. Keep the map and key

safe. Do not enter that mountain without me.”

[Gandalf stops and looks hard at Thorin as he says this, then continues toward his horse.]

[Gandalf:] “This is not the Greenwood of old. The very air of the forest is heavy with illusion. It will seek to enter your mind and lead you astray.”

[Bilbo, to Dwalin:] “Lead us astray? What does that mean?”

[Gandalf gets on his horse. It begins raining lightly, even though the sun is out.]

[Gandalf:] “You must stay on the path; do not leave it. If you do, you will never find it again.”

[Gandalf wheels his horse and rides away.]

[Gandalf:] “No matter what may come, stay on the path!”



[Thorin and Company turn toward the forest.]

[Thorin:] “Come on. We must reach the mountain before the sun sets on Durin’s Day.”

[Dwalin:] “Durin’s Day. Let’s go!”

[Thorin:] “This is our one chance to find the hidden door.”

[The Company enters Mirkwood. They are following the paved path that started at the Elven Gate. Thorin leads. At one point, the path turns a corner.]

[Thorin:] “The path goes this way.”

[As the dwarves and Bilbo keep following the path through the forest, it twists and turns over all sorts of terrain such as bare ground, high ledges, fallen tree trunks, and more. The color palette used is very blue/gray, and gloomy. Dwalin thumps the handle of his hammer on the ground to find the paving stones of the trail.]

[Dwalin:] “This way.”

[They continue walking.]

[Bofur:] “Air. I need air.”

[Oin:] “My head, it’s spinning.”

[The dwarves suddenly run into each other as Nori, in front, stops abruptly.]

[Oin:] “What’s happening?”

[Thorin:] “Keep moving. Nori, why have we stopped?”

[Nori:] “The path...it’s disappeared!”

[Dwalin:] “What’s going on?”

[Oin:] “We’ve lost the path!”

[They are standing in front of a steep cliff, and there is no path ahead of them.]

[Thorin:] “Find it. All of you look. Look for the path!”

[Meanwhile, the path is not far away from them, but on the other side of the cliff. They had unknowingly left it some time ago.]

[The Company wanders through the forest. The forest is beginning to affect them mentally, and they stagger about.]

[Balin:] “I don’t remember this place before. None of it’s familiar.”

[Dori:] “It’s got to be here.”

[Thorin:] “What hour is it?”

[Dwalin:] “I do not know. I don’t even know what day it is.”

[Thorin:] “Is there no end to this accursed place?”

[The dwarves are all muttering and rambling as they wander about. Bilbo absentmindedly plucks a spiderweb; it vibrates, and the vibrations continue through the various linked spiderwebs and far off into the forest. Bilbo plucks the web again. He hears a strange whispering noise.]

[They continue walking; Bilbo looks down and sees himself walking backward, although it’s actually just an illusion. He looks back at Dori, behind him, and sees himself. His entire vision begins shifting and tilting. Ori leans down and picks up a tobacco pouch. Dori then takes it from him.]

[Ori:] “Look.”

[Dori:] “A tobacco pouch. There’s dwarves in these woods.”

[Bofur takes the pouch from Dori.]

[Bofur:] “Dwarves from the Blue Mountains, no less. This is exactly the same as mine.”

[Bilbo:] “Because it *is* yours. You understand? We’re going round in circles. We are lost.”

[Dwalin:] “We’re not lost. We keep heading east.”

[Oin:] “But which way is east? We’ve lost the sun.”

[As the dwarves begin bickering indistinctly, Bilbo looks up and sees a bit of sun through the tree canopy far above him. He speaks quietly, and no one else can hear him over the bickering.]

[Bilbo:] “The sun. We have to find the sun. Up there. We need to-”

[The dwarves have started fighting and pushing each other around. Thorin stands apart, listening. He hears the strange whispering sound that Bilbo heard earlier and mutters to himself.]

[Thorin:] “What? What’s that?”

[The whispering continues; Thorin turns and yells at the dwarves.]

[Thorin:] “Enough! Quiet! All of you! We’re being watched.”

[Bilbo climbs up one of the trees nearby; as he crawls, he doesn’t notice the masses of spiderwebs all around him. His head breaks through the trees and into the air; suddenly, it is as if a spell has been broken, and Bilbo’s head clears. As he breathes deeply, he sees blue butterflies flying all around him. The sun is setting, and everything looks beautiful. Bilbo smiles and laughs. He then looks off into the distance and sees several landmarks. He calls down loudly to the dwarves below.]



[Bilbo:] “I- I can see a lake! And a river. And the Lonely Mountain. We’re almost there!”

[He hears no reply from the dwarves.]

[Bilbo:] “Can you hear me? I know which way to go! Hello?”

[Bilbo looks down, trying to see the dwarves. He hears a thumping noise in the distance and looks up.]

[Bilbo:] “Hello?”

[In the distance, trees move haphazardly under the weight of something approaching. The movement is coming straight toward Bilbo and the dwarves. Worriedly, Bilbo climbs down a bit and peers around. He steps forward, only to trip over a spiderweb and fall several feet, bouncing painfully off branches, and yelling in pain and shock the entire time. He catches himself on a branch, then watches in horror as a web parts to reveal a massive spider. As the spider opens its fangs and hisses at him, Bilbo yells and falls again, landing on his back in an even bigger spiderweb. He is stuck to it and is thus unable to resist as the spider wraps him up tightly.]

[All of the dwarves have also been captured by giant spiders; the spiders have hung them upside down from tree branches. A spider tows a web-encased Bilbo toward the dwarves, then reaches for him with its jaws, presumably to administer its poison. Bilbo wakes up and realizes what is happening; just as the spider bends toward him, he manages to swing his sword, which he had been holding, straight up from his body, through the web, and into the spider. He guts it and flings it over the edge of the branch he had been lying on, sending it crashing to the forest floor. Bilbo quickly rips off the cocoon of web he has been wrapped in. Looking up, he sees the dwarves wrapped up and hanging from branches; he hides behind a tree trunk as a spider climbs up the other side of the trunk.]

[Bilbo pulls out his Ring from his pocket and slips it on his finger. In addition to becoming invisible, he enters the Ring’s “other dimension,” and he can suddenly understand what the spiders are saying.]

[Spider:] “Kiilll theemm. Kiilll theemm.”

[Spider:] “Eat them now, and runny.”

[Spider:] “Their hide is tough. There is good juice inside.”

[Spider:] “Stick it again! Stick it again! Finish it off!”

[The spiders surround one wrapped dwarf; the dwarf kicks, but can’t do much when wrapped up so tightly.]

[Spider:] “Ahh! The meat’s alive and kicking!”

[Spider:] “Kill them, kill them now. Let us feast.”

[The rest of the spiders take up the chant, “Feast! Feast!”]

[Bilbo, holding his sword in front of him, approaches the spiders. He ducks just in time as a spider crawls along a branch above him, going toward the dwarves. Bilbo throws a piece of wood away and to the side, causing all the spiders to rush after the source of noise.]

[Spiders:] “What is it? What is it? Kill it! Feast! Feast!”

[One spider stays behind and prepares to eat a wrapped and squirming Bombur.]

[Spider:] “Fat and juicy. Just a little taste.”

[The spider drops Bombur to the tree trunk and prepares to eat him. Bilbo sneaks up and strikes it on its rear with his sword. The spider spins around and hisses, but Bilbo is invisible to it. Bilbo keeps slicing at it, slicing away a leg and part of its head.]

[Spider:] “Curses! Where is it? Where is it?!”

[Bilbo pulls off his ring, revealing himself to the spider. He gives a little smile before he speaks.]

[Bilbo:] “Here!”

[Bilbo thrust his sword directly into the spider’s head.]

[Spider:] “It stings! Stings!”

[Bilbo pulls out his sword and the spider, dead, crashes to the ground. Bilbo looks at his sword.]

[Bilbo:] “Sting. That’s a good name.”

[Bilbo looks toward where the dwarves are still wrapped and tied up.]

[Bilbo:] “Sting.”



[Bilbo uses Sting to cut down all the dwarves. They land on the forest floor and proceed to rip off their wrappings, cursing and yelling the entire time.]

[Bofur:] “Where’s Bilbo?”

[Dwarves:] “Bilbo!”

[Bilbo:] “I’m up here!”

[Just then, a spider jumps at Bilbo from underneath the branch he was standing on, and it pins him underneath it. However, he manages to put his sword in front of him just in time, stabbing the spider through the belly. As the spider falls off the branch, Bilbo, entangled in its legs, falls with it. As the pair smashes against branches on their way down, Bilbo’s ring falls off his finger and lands some distance away from where Bilbo lands. Bilbo gets up and begins stumbling toward where the Ring fell.]

[Meanwhile, the dwarves have freed themselves and they try to escape, only to be surrounded by the returning spiders. They fight against the spiders with their various weapons. Bombur is knocked to the floor by a spider, and it stands over him to bite him.]

[Dwarf:] “Grab a leg!”

[The other dwarves grab each of the spider’s legs.]

[Dwarf:] “Pull!”

[The dwarves pull at the spider’s legs, and they manage to pull its legs right off its body. The dismembered body of the spider lands on Bombur.]

[Bilbo is looking around for the Ring.]

[Bilbo:] “Where is it? Where is it? Come on. Where is it?”

[Bilbo slowly looks over his shoulder; he sees the Ring lying on the ground nearby. Relieved, he begins walking toward it.]



[Suddenly, a young, odd-looking spider emerges from the ground just behind the Ring. The spider’s legs push the Ring aside as the spider crawls toward Bilbo. Bilbo looks at it angrily, then rushes at it with his sword raised, yelling all the way. He begins to hack at the spider in a berserk manner, hacking and slicing all over the place.]

[The dwarves are still fighting the spiders. A spider manages to grab Kili.]

[Fili:] “Kili!”

[Bilbo continues hacking wildly at the spider, slicing off limbs, feelers, and more. He sticks his sword in its throat, ripping it out, then jumps and stabs the spider through the head and into the ground. As the spider falls, Bilbo pants heavily. He grabs the Ring off the ground, then holds it up and shows it to the dead spider.]

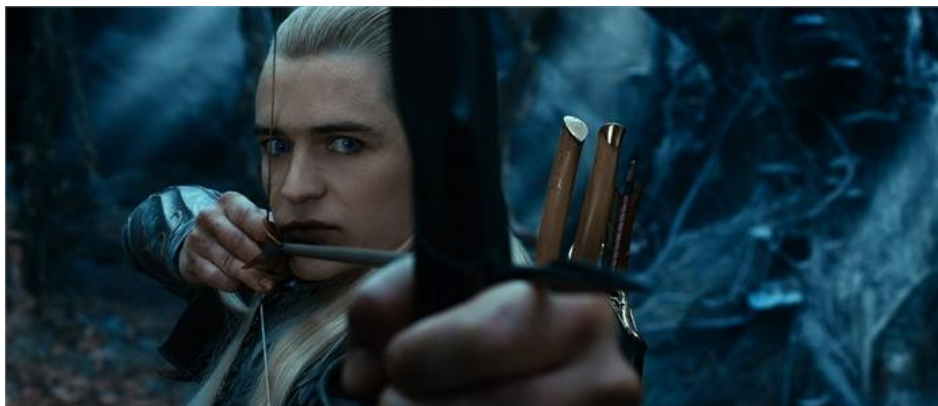


[Bilbo:] “Mine!”

[Bilbo sits down and examines the Ring; as he gazes on it, the enormity of what he has just done dawns on him, and he looks shocked. He looks down and sees all the spiderwebs and gore on himself. He covers his mouth in shame and disgust. He is about to put the ring away when he hears a noise.]

[The dwarves have defeated their spiders, and are running through the forest. More spiders jump down on threads of silk in front of the dwarves and hiss at them. Thorin raises his sword in preparation to fight, but pauses and looks up. A blonde Elf, Legolas, runs through the treetops, then swings down a spider’s silk in order to land on it and kill it. He slides on the forest floor under the spider facing Thorin, slicing it in half, and comes up kneeling with an arrow nocked in his bow and pointed at Thorin. Several other Mirkwood elves appear, drawing arrows and pointing them at the dwarves.]

[Legolas:] “Do not think I won’t kill you, dwarf. It would be my pleasure.”



[The dwarves look around and see that they are completely surrounded and outnumbered by Mirkwood Elves, all with drawn bows aimed at the dwarves.]

[Kili:] “Help!”

[Fili:] “Kili!”

[The dwarves whirl around and see a spider pulling Kili away by the foot. A female Elf, Tauriel, runs through the forest. She kills three spiders with her bow and knife, then kills the spider pulling Kili with an arrow. She turns to attack another spider behind her, and yet another spider rushes toward Kili.]

[Kili:] “Throw me your dagger! Quick!”

[Tauriel:] “If you think I’m giving you a weapon, dwarf, you’re mistaken!”

[Tauriel kills her spider with her knife, then spins and throws the knife, killing the spider that was attacking Kili. Kili looks on in amazement.]

[Legolas:] “Search them.”

[The elves approach the dwarves and start searching them. An elf confiscates two of Fili’s knives. Legolas pulls a picture frame with two pictures out of Gloin’s pocket.]

[Gloin:] “Hey! Give it back! That’s private!”

[Legolas looks at a picture of a dwarf.]

[Legolas:] “Who is this? Your brother?”

[Gloin:] “That is my wife!”

[Legolas looks at the other picture, which is of a dwarf child.]

[Legolas:] “And what is this horrid creature? A goblin mutant?”

[Gloin:] “That’s my wee lad, Gimli.”

[Legolas raises his eyebrow at Gloin in contempt.]

[Meanwhile, the elf searching Fili finds even more knives all around his person. Fili sighs when the elf finds even some in a secret hidden pocket.]

[Legolas:] “Gyrth in yngyl bain?” [Subtitle: Are the spiders dead?]

[Tauriel:] “Ennorner gwanod in yngyl na nyryn. Engain nar.” [Subtitle: Yes, but more will come. They’re

growing bolder.]

[Fili opens his jacket to show the elf searching him that he has no knives left; however, the elf finds another one hidden in Fili's hood. An elf hands Legolas Thorin's sword, Orcrist, and he inspects it.]

[Legolas:] "Echannen i vegil hen vin Gondolin. Magannen nan Gelydh." [Subtitle: This is an ancient Elvish blade. Forged by my kin.]

[Legolas:] "Where did you get this?"

[Thorin:] "It was given to me."

[Legolas points the sword at Thorin.]

[Legolas:] "Not just a thief, but a liar as well."

[Legolas:] "Enwenno hain!" [Rough translation: Take them!]

[The elves begin to lead the dwarves away. As they begin to walk, Bofur turns and whispers to Thorin]

[Bofur:] "Thorin, where's Bilbo?"

[Thorin looks around, but sees no sign of Bilbo.]

[The dwarves are led over a bridge and into the Woodland Realm. After they pass through, Legolas addresses the guards of the gate.]



[Legolas:] "Holo in ennyn." [Subtitle: Close the gate.]

[Bilbo, invisible, is running along the bridge and toward the gate. Legolas turns, sensing something, and looks down the bridge. Seeing nothing after a few seconds, he turns and walks through the gates as they close. Bilbo, unseen, slips through the gates before they close.]

[The dwarves are led through the raised wooden walkways of the Woodland Realm. The entire place is built

out of tree roots in a subterranean cavern. We see the King of Mirkwood, Thranduil, Legolas's father, sitting on his throne.]



[The dwarves are pushed, protesting, into several cells.]

[Dwalin:] “This is not the end of it! You hear me?”

[Gloin:] “Let us out of here!”

[Dori:] “Get off me!

[The elf in charge of Fili finds another large dagger hidden in his coat, and Fili sighs in frustration. Kili addresses Tauriel as she locks him in his cell.]

[Kili:] “Aren’t you going to search me? I could have anything down my trousers.”

[Tauriel:] “Or nothing.”

[As Tauriel haughtily slams the cell door shut and walks away, Kili looks after her and smiles a little. Legolas stops Tauriel on her way out of the prison corridor.]

[Legolas:] “I Nogoth amman e tîr gin? Tauriel?” [Subtitle: Why does the Dwarf stare at you, Tauriel?]

[Tauriel:] “Ú-dangada?” [Subtitle: Who can say?]

[Tauriel looks away from Legolas as she says the next line, smiling a little and looking dreamy.]

[Tauriel:] “E orchal be Nogoth.” [Subtitle: He’s quite tall for a Dwarf.]

[She suddenly realizes what she’s doing and quickly looks at Legolas.]

[Tauriel:] “Pedithig?” [Subtitle: Do you not think?]

[As Tauriel walks away, Legolas addresses her.]

[Legolas:] “Orchal eb vui, mal uvanui en.” [Subtitle: Taller than some, but no less ugly.]

[Legolas and Kili glare at each other.]

[Dwalin and several other dwarves throw themselves against their cell doors, grunting in their effort. Balin finally yells at them.]

[Balin:] “Leave it! There’s no way out. This is no Orc dungeon; these are the halls of the Woodland Realm. No one leaves here but by the king’s consent.”

[Meanwhile, Thorin has been brought before King Thranduil, and Thranduil addresses him.]



[Thranduil:] “Some may imagine that a noble quest is at hand. A quest to reclaim a homeland and slay a dragon. I myself suspect a more prosaic motive: attempted burglary, or something of that ilk.”

[Thranduil looks closely at Thorin.]

[Thranduil:] “You have found a way in. You seek that which would bestow upon you the right to rule: the King’s Jewel, the Arkenstone. It is precious to you beyond measure. I understand that. There are gems in the mountain that I too desire. White gems of pure starlight. I offer you my help.”



[Thorin:] “I am listening.”

[Thranduil:] “I will let you go, if you but return what is mine.”

[Thorin turns and slowly starts walking away.]

[Thorin:] “A favor for a favor.”

[Thranduil:] “You have my word. One king to another.”

[Thorin stops walking. Still facing away from Thranduil, he speaks. His voice gets louder and louder as he speaks.]

[Thorin:] “I would not trust Thranduil, the great king, to honor his word should the end of all days be upon us!”

[Thorin spins around and point at Thranduil. He is now shouting.]

[Thorin:] “You lack all honor! I’ve seen how you treat your friends. We came to you once, starving, homeless, seeking your help, but you turned your back. You turned away from the suffering of my people and the inferno that destroyed us!”

[Thorin:] “Imrid amrad ursul!” [Rough translation: Die a death of flames!]

[Thranduil leaps down from his throne and puts his face right in front of Thorin's.]

[Thranduil:] “Do not talk to me of dragon fire. I know its wrath and ruin. I have faced the great serpents of the north.”

[As Thranduil speaks, his face contorts, and we see his face covered with what appears to be burns and scars from his past encounters with dragons. His left eye is milky and unseeing. He draws away, and his face returns to normal.]

[Thranduil:] “I warned your grandfather of what his greed would summon, but he would not listen.”

[Thranduil turns and walks up the steps to his throne.]

[Thranduil:] “You are just like him.”

[Thranduil motions, and guards grab Thorin and haul him toward the dungeons.]

[Thranduil:] “Stay here if you will, and rot. A hundred years is a mere blink in the life of an elf. I am patient. I can wait.”

[Thorin is thrown into a cell beside the other dwarves, and his jailer walks away with a ring of jangling keys.]

[Balin:] “Did he offer you a deal?”

[Thorin:] “He did. I told him he could go ‘Ish kakhfê ai’d dur rugnu!’ [Rough translation: I spit upon your grave!] - him and all his kin!”

[Hearing this, Balin closes his eyes and sighs wearily in frustration.]

[Balin:] “Well...that’s it, then. A deal was our only hope.”

[Thorin:] “Not our only hope.”

[We see Bilbo, invisible, sneaking through the Woodland Realm. Suddenly, Thranduil steps out from behind a corner and seemingly addresses him. Bilbo gives a little start, thinking that his invisibility doesn’t work.]

[Thranduil:] “I know you’re there. Why do you linger in the shadows?”

[Bilbo is petrified, thinking he has been found out, when suddenly Tauriel steps out of the shadows behind him. Realizing that the king was talking to her, Bilbo sighs in relief.]

[Tauriel:] “I was coming to report to you.”



[Thranduil:] “I thought I ordered that nest to be destroyed not two moons past.”

[Tauriel:] “We cleared the forest as ordered, my lord, but more spiders keep coming up from the south. They are spawning in the ruins of Dol Guldur; if we could kill them at their source-”

[Thranduil interrupts Tauriel.]

[Thranduil:] “That fortress lies beyond our borders. Keep our lands clear of those foul creatures, that is your task.”

[Tauriel:] “And when we drive them off, what then? Will they not spread to other lands?”



[Thranduil:] “Other lands are not my concern. The fortunes of the world will rise and fall, but here in this kingdom, we will endure.”

[Bilbo sneaks away; Thranduil, hearing a noise caused by Bilbo, looks his way. However, he looks back at Tauriel as she bows and walks away.]

[Thranduil:] “Legolas said you fought well today.”

[Tauriel smiles.]

[Thranduil:] “He has grown very fond of you.”

[Tauriel looks away, shocked and embarrassed.]

[Tauriel:] “I assure you, my lord, Legolas thinks of me as no more than a captain of the guard.”

[Thranduil:] “Perhaps he did once. Now, I’m not so sure.”

[Thranduil walks past Tauriel to pour himself a cup of drink. Tauriel stays rooted in her spot, looking worried.]

[Tauriel:] “I do not think you would allow your son to pledge himself to a lowly Silvan elf.”

[Thranduil:] “No, you are right. I would not. Still, he cares about you. Do not give him hope where there is none.”

[Behind Thranduil’s back, Tauriel looks worried and anguished.]

[Bolg and his orcs spy on the gate to the Woodland Realm.]

[Orc:] “___” [Subtitle: The gates are guarded.]

[Bolg:] “Shugi golgai. Tud-dad nu!” [Subtitle: Not all of them. Follow me!]

[Bolg and his orcs stride away down the river.]

[In his cell, Kili inspects a shiny black stone with an engraving in his hand. He flips it in the air and catches it on the back of his hand. Tauriel is checking on all the prisoners; she pauses at Kili's cell.]

[Tauriel:] “The stone in your hand, what is it?”



[Kili:] “It is a talisman. A powerful spell lies upon it. If any but a dwarf reads the runes on this stone, they will be forever cursed.”

[Kili quickly holds up the stone toward Tauriel, and she steps back slightly. She begins to walk away, but stops when Kili speaks again, in a laughing manner.]

[Kili:] “Or not, depending on whether you believe that kind of thing. It’s just a token.”

[Kili smiles, and Tauriel smiles as well.]

[Kili:] “A runestone. My mother gave it to me so I’d remember my promise.”

[Tauriel:] “What promise?”

[Kili:] “That I will come back to her.”

[Tauriel looks down.]

[Kili:] “She worries. She thinks I’m reckless.”

[Tauriel:] “Are you?”

[Kili:] “Nah.”

[He smiles and tosses up his stone. He misses when he tries to catch it, and it rolls out of his cell, but Tauriel stops it with her foot before it can roll into the deep pit outside the cells. She picks it up and inspects it. Kili goes up to the bars of his cell, then hears elves laughing in the distance.]

[Kili:] “Sounds like quite a party you’re having up there.”

[Tauriel:] “It is Mereth-en-Gilith, the Feast of Starlight.”

[She steps slightly away.]

[Tauriel:] “All light is sacred to the Eldar, but Wood Elves love best the light of the stars.”

[Kili:] “I always thought it is a cold light, remote and far away.”

[Tauriel, who had walked a few steps away while speaking, approaches Kili again and speaks earnestly.]

[Tauriel:] “It is memory, precious and pure. Like your promise.”

[Tauriel smiles and hands Kili back his stone.]

[Tauriel:] “I have walked there sometimes, beyond the forest and up into the night. I have seen the world fall away and the white light forever fill the air.”

[Kili:] “I saw a fire moon once. It rose over the pass near Dunland, huge; red and gold it was, filled the sky. We were an escort for some merchants from Ered Luin, they were trading in Silverbuck for furs. We took the Greenway south, keeping the mountain to our left, and then, this huge fire moon, right in our path. I wish I could show you...”

[They continue talking; Tauriel sits down on the stairs by Kili’s cell to listen. Unseen by them, Legolas watches from the distance, his face a blank mask.]

[Bilbo invisibly walks through the wine cellar. He sees elves moving around wine barrels and speaking. Once drinks from a large flagon; Bilbo sees the ring of dungeon keys in his hand.]

[Elf:] “...we’re running out of drink.”

[Elf:] “These empty barrels should have been sent back to Esgarrouth hours ago. The bargeman will be waiting for them.”

[Elf:] “Say what you like about our ill-tempered king, but he has excellent taste in wine. Come, Elros, try it.”

[He is speaking to an elf with a bunch of keys.]

[Elros:] “I have the dwarves in my charge.”

[The other elf takes the keys and hangs them on a hook in the wall.]

[Elf:] “They’re locked up; where can they go?”

[The elves laugh; Bilbo takes note of the hanging keys.]

[Bofur:] “I’ll wager the sun’s on the rise. It must be nearly dawn.”

[Ori:] “We’re never going to reach the mountain, are we?”

[Bilbo suddenly appears, holding up the ring of keys.]

[Bilbo:] “Not stuck in here, you’re not!”



[Thorin and the other dwarves jump up in surprise; Bilbo hastily tucks his Ring into his pocket.]

[Balin:] “Bilbo!”

[As the dwarves exclaim in surprise, Bilbo shushes them.]

[Bilbo:] “Shhh! There are guards nearby!”

[Bilbo unlocks Thorin’s cell and lets him out. He then proceeds to let all the dwarves out of their various cells, and they chuckle gleefully at their good fortune. Some of the dwarves start walking in a certain direction.]

[Dwarf:] “The stairs. You first. Ori!”

[Bilbo:] “Not that way, down here. Follow me.”

[Bilbo proceeds lead the dwarves through the Woodland Realm, and they whisper indistinctly. They sneak through the halls of the Woodland Realm, and eventually find themselves in the wine cellar from before. The elves there are sound asleep around a table, with several empty bottles of wine in front of them. Bilbo leads the dwarves further in.]

[Bilbo:] “This way.”

[Kili:] “I don’t believe it; we’re in the cellars!”

[The dwarves are getting mad at Bilbo.]

[Bofur:] “You were supposed to be leading us out, not further in!”

[Bilbo:] “I know what I’m doing!”

[Bofur:] “Shhh!”

[Bilbo:] “This way.”

[They sneak into a large room in which several barrels are stacked sideways down the middle of the room. All the barrels have one end open.]

[Meanwhile, elven guards open the cells and find them empty.]

[Elf:] “___!”

[Bilbo:] “Everyone, climb into the barrels, quickly!”

[Dwalin:] “Are you mad?! They’ll find us!”

[Bilbo:] “No, no, they won’t, I promise you. Please, please, you MUST trust me!”

[The dwarves mill around, as they try to decide. They hear a commotion in the distance.]

[Thorin:] “Do as he says!”

[Each of the dwarves climbs into a barrel. Bilbo walks along, counting to make sure all the dwarves have been accounted for.]

[Bofur:] “What do we do now?”



[All the dwarves stick their heads out of their barrels and watch Bilbo as he walks toward a lever in the ground.]

[Bilbo:] “Hold your breath.”



[Bofur:] “Hold my breath? What do you mean?”

[Bilbo pulls the lever, and the part of the floor that the barrels were on tilts downward into an opening; the barrels roll out the opening and fall several feet into a river that runs beneath the Woodland Realm. The dwarves yell as they fall, and the barrels make loud thumping noises. The elves sleeping around the table stir and begin to wake up. Bilbo triumphantly looks around, then realizes that he forgot to get out himself, and that the trap door has closed.]



[Tauriel strides up to the empty cells and address the other elven guards.]

[Tauriel:] “Where is the keeper of the keys?”

[In the cellar, Bilbo frantically runs back and forth and stomps on the ground, trying to make the floor tip again. Tauriel and her elves run toward the cellar.]

[Tauriel:] “Tolo hi!” [Rough translation: Come now!]

[Just as Tauriel and the guards get to the cellar, the floor tips and Bilbo falls into the river, yelling. He surfaces and grabs onto Nori’s barrel. Thorin and the company, still in their barrels, have been waiting for him.]



[Thorin:] “Well done, Master Baggins.”

[Bilbo, half drowned, waves his hand in thanks and manages to splutter out a word.]

[Bilbo:] “Go.”

[Thorin:] “Come on, let’s go.”

[The dwarves paddle with their hands as the river pulls their barrels along; elves rush along passages in the Woodland Realm. The dwarves emerge into the sunlight, and Thorin sees a waterfall right in front of them.]

[Thorin:] “Hold on!”

[The dwarves, Bilbo, and the barrels plunge through the rapids, then float swiftly down the raging river. Legolas, followed by other elves, emerges from a gateway and sees them floating away.]

[Legolas:] “Holo in-annon!” [Subtitle: Shut the gate!]

[An elf with him blows on a horn; as the dwarves round a corner in the river, they see a guardpost built above the river. The heavily armored elves standing guard there hear the horn and come to attention; one of them pulls a lever, causing a heavy metal sluice gate to block the river. The dwarves in their barrels come to a stop at the gate, unable to float further.]



[Thorin:] “No!”

[The barrels pile into each other; the elven guards draw their swords, but one is suddenly shot in the back with a black arrow. Several growling orcs swarm over the guardpost, killing the elves. Multitudes of orcs run in from the bushes, with Bolg.]

[Bofur:] “Watch out! Those are orcs!”

[Bolg:] “Gorid! Zib! Goridug!” [Subtitle: Slay them all!]

[The orcs begin throwing themselves at the dwarves in their barrels; Bilbo manages to kill one with Sting, and Dwalin elbows another in the face. Kili looks up and sees the lever the elven guard had pulled earlier. He manages to get out of his barrel and runs up the stairs toward the lever. Unarmed, he ducks as an swings at him.]

[Dwalin:] “Kili!”

[Dwalin, who had managed to grab a sword from one of the elves or orcs, throws it to Kili, who then fights his way to the top of the stairs. As Kili fights an orc, another one leaps up from behind him, raising its spear to stab

him. Fili throws a short sword or dagger and kills the orc, allowing Kili to fight his own opponent and kill it. Bolg, noticing Kili, pulls his bow and arrows from his back. As Kili reaches for the lever, Bolg fires an arrow, which hits Kili in the calf. Kili stops short, panting.]

[Fili:] “Kili!”

[Kili groans in pain and strains to pull the lever, but falls over onto his back. Bolg strings another arrow. Thorin looks shocked.]

[Thorin:] “Kili.”

[An orc leaps over to kill Kili, but an arrow suddenly flies into its head. Kili looks over and sees Tauriel running through the bushes. She shoots another orc, then kills others with her knife.]

[Bolg:] “Gor’-ash! Gor golginul! ” [Subtitle: Kill her! Kill the She-Elf!]

[Several orcs rush at Tauriel; Legolas and other elves appear from the bushes and shoot them down. As Tauriel, Legolas, and the other elves fight the orcs, Kili manages to grab the lever and pull it, opening the sluice gate and letting the dwarves in their barrels through. He then falls on his back again in pain. The dwarves in barrels fall down another waterfall and float down the river. Bolg sees them.]

[Bolg:] “Khozdayin obguryash! Abgurid!” [Subtitle: After them!]

[Fili:] “Kili!”

[Kili manages to slide himself off the ledge and into his empty barrel below. As he lands in it, the shaft of the arrow in his leg breaks off on the edge of the barrel. Tauriel distractedly looks over at him and is attacked by an orc, but manages to kill the orc. The remaining dwarves and Bilbo plunge over the waterfall and continue floating down the rushing river, as Bolg and his orcs follow the river on land.]

[The dwarves try to paddle and steer with their hands, but to no avail; the river is running too wild. As they come to a narrow part of the river, orcs on either side begin shooting arrows at them. Meanwhile, back at the guardpost, Tauriel continues fighting orcs. Legolas leaps to the top of the guardpost as well.]

[In the river, an orc leaps at Thorin in his barrel, but he manages to kill it with a sword he grabbed earlier. Tauriel, Legolas, and the other elves run after the orcs chasing the dwarves, shooting them. An orc jumps from an overhanging tree branch toward Balin, but Thorin throws his sword and pins the orc to the tree; as the orc drops its weapon, Thorin catches it while floating beneath him, and he throws back to Bombur, who throws it to Nori, who throws it to Fili, who kills an orc with it. An orc leaps onto Dwalin barrel, only for Dwalin to headbutt it off and steal its axe. The dwarves see a low-hanging tree branch stretched across the river in front of them, with several orcs on it.]

[Thorin:] “Cut the log!”

[As he floats under it, Thorin hits it with his sword, then Bofur hits it with his weapon, and Dwalin, right behind him, hits the branch with his axe, breaking it and causing the orcs on it to fall into the river. Bilbo manages to climb atop a floating barrel.]

[Dwalin:] “Bombur!”

[Dwalin throws his axe to Bombur, who kills an orc that had just jumped onto his barrel. The Orc’s spear ends up pinning it to an overhanging tree branch; the other end of the spear catches onto Bombur’s barrel and catapults it through the air and onto the riverbank, where the barrel rolls and tramples multitudes of orcs. The barrel flips through the air to the other side of the river, where it tramples more orcs. Eventually, the barrel comes to a stop, and orcs surround it; however, Bombur kicks out the bottom, then sticks his arms holding axes through the sides. He then starts spinning rapidly with the axes extended, mowing down all the orcs around him. He then runs toward the river, tosses his axe to one of the floating dwarves, then gracefully jumps into an empty barrel.]

[Meanwhile, Legolas, Tauriel, and the other elves have caught up to the dwarves and orcs, and they fight the orcs. At one point, Legolas leaps over the river and lands with a foot on the heads of two dwarves, from this vantage point, he shoots orcs on either riverbank. He aims carefully, and manages to skewer two orcs through the head with one arrow. Legolas continues fighting orcs, using the heads of floating dwarves as stepping stones to get across the river. While he is preoccupied fighting an orc, another orc runs up behind him and raises its sword to kill him; Thorin, from his barrel in the river, throws his sword and manages to kill the orc behind Legolas. Legolas and Thorin look at each other with some sort of understanding; Legolas stops pursuing them as the dwarves continue floating down the river. It seems like all the orcs are dead. However, as Legolas watches the dwarves float away, an orc draws its bow and aims at him; it shoots, but its arrow is suddenly deflected in the air by Tauriel’s own arrow. As Legolas spins around in surprise, Tauriel attacks the orc and forces it to its knees. Just before she can decapitate it with her knife, Legolas stops her.]

[Legolas:] “Tauriel! Dartho! Ú-no hono. Ho hebo cuin.” [Subtitle: Tauriel! Wait! This one we keep alive.]

[Bolg and his remaining orcs continue chasing the dwarves.]

[Bolg:] “Ban khodzai-go! Sha-mogi obguryash!” [Subtitle: After them! Cut them off!]

[Legolas stares after the dwarves for a second, then turns and heads back toward the Woodland Realm. Tauriel watches the dwarves floating away, being chased by orcs, and looks conflicted as to whether or not she should follow them or Legolas.]



[Meanwhile, Gandalf walks up a hill and finds some ruins; he is then seen carefully climbing a narrow stone ledge built into the side of a tall, bare, mountain. Just as he reaches a door in the side of the mountain, the stone ledge he is standing on crumbles away, and he begins to fall, but manages to catch himself and climbs onto the entrance of the doorway. A set of metal interlocking bars that had in the past covered the doorway now sit broken and bent away from the opening. Gandalf steps through the doorway and into a short tunnel going into the mountain; he is suddenly grabbed by some invisible force and he is pulled swiftly into the mountain. The tunnel ends in a vast, cavernous hollow in the mountain, and the ground falls away into the distance at the end of the tunnel. Gandalf manages to stop himself from falling into the pit. He blows the end of his staff and makes it glow; with this light, he examines his surroundings. On the far wall of the cavern, he sees a door similar to the one he had just entered; he goes to it by carefully walking on narrow stones set in the sides of the cavern.]



[This door's metal grate has also been broken and bent away. Gandalf enters the crypt and sees a tomb inside. However, the cover of the tomb has been broken. Suddenly, a bird flies out of the broken tomb at Gandalf. Gandalf starts, then turns around to find Radagast behind him.]

[Gandalf:] “Oh, it’s YOU!”

[Radagast:] “Why am I here, Gandalf?”

[Gandalf:] “Trust me, Radagast. I would not have called you here without good reason.”

[Radagast removes his hat, and three birds fly into the nest on his head. He then replaces his hat.]

[Radagast:] “This is not a nice place to meet.”



[Gandalf:] “No, it is not.”

[They exit the crypt and look around at the cavern.]

[Radagast:] “Theses are dark spells, Gandalf. Old, and full of hate. Who was buried here?”

[Gandalf:] “If he had a name, it’s long since been lost. He would have been known only as a servant of evil. One of a number. One of nine.”

[Gandalf illuminates the lower part of the cavern, and we see eight other crypts like the first, all with their metal bars bent and broken away from the insides of the crypts.]



[Gandalf and Radagast leave the mountain.]

[Radagast:] “Why now, Gandalf? I don’t understand.”

[Gandalf:] “The Ringwraiths have been summoned to Dol Guldur.”

[Radagast:] “But it cannot be the Necromancer. A human sorcerer could not summon such evil.”

[Gandalf:] “Who said it was human?”

[Radagast, who had been walking, stops abruptly.]

[Gandalf:] “The Nine only answer to one master. We’ve been blind, Radagast, and in our blindness, the Enemy has returned.”

[Radagast looks shocked.]

[Gandalf:] “He is summoning his servants. Azog the Defiler is no ordinary hunter. He is a commander, a commander of legions. The enemy is preparing for war. It will begin in the east. His mind is set upon that mountain.”

[Gandalf turns and begins to walk away.]

[Radagast:] “Where are you going?”

[Gandalf:] “To rejoin the others.”

[Radagast:] “Gandalf!”

[Gandalf:] “I started this; I cannot forsake them. They are all in grave danger.”

[Radagast:] “If what you say is true, the *world* is in grave danger. The power in that fortress will only grow stronger.”

[Gandalf looks away.]

[Gandalf:] “You want me to cast my friends aside?”



[The river has calmed down, and the dwarves paddle along in their barrels with their hands.]

[Thorin:] “Anything behind us?”

[Balin:] “Not that I can see.”

[Bofur:] “I think we’ve outrun the orcs.”

[Thorin:] “Not for long; we’ve lost the current.”

[Dwalin:] “Bofur is half drown.”

[Thorin:] “Make for the shore! Come on, let’s go!”

[The dwarves and Bilbo paddle to the riverbank; they climb out onto a slab of rock jutting out a bit into the river.]

[Dwalin:] “Come on!”

[When Kili is on the rocks, he falls to his knees in pain from the arrow wound in his thigh; it has been bound with cloth, but blood is seeping through. Bofur looks at him concernedly.]

[Kili:] “I’m fine, it’s nothing.”

[Thorin:] “On your feet.”

[Fili:] “Kili’s wounded. His leg needs binding.”

[Thorin:] “There’s an orc pack on our tail; we keep moving.”

[Balin:] “To where?”

[Bilbo:] “To the mountain; we’re so close.”

[Balin:] “A lake lies between us and that mountain. We have no way to cross it.”

[Bilbo:] “So then we go around.”

[Dwalin:] “The orcs will run us down, as sure as daylight. We have no weapons to defend ourselves.”

[Thorin:] “Bind his leg, quickly. You have two minutes.”

[While they bind Kili’s leg, some of the dwarves sit down and Ori kneels by the river to empty his boot of water. Unbeknownst to them, a man, Bard, sneaks up over the pile of rocks and aims an arrow at Ori. As the dwarves realize a man is there, they jump up, and Dwalin, holding a branch, leaps in front of Ori. He raises the branch and begins to charge the man, but the man shoots his arrow and it embeds itself right in the middle of the branch, between Dwalin’s hands. Kili raises a rock to throw, but the man shoots the rock out of his hand too.]



[Bard:] “Do it again, and you’re dead.”

[Balin, who is standing near the edge of the group, sees a barge floating in the river behind Bard. He talks to Bard, approaching him slowly with his hands held in the air.]

[Balin:] “Excuse me, but, uh, you’re from Laketown, if I’m not mistaken? That barge over there, it wouldn’t be available for hire, by any chance?”

[Bard lowers his bow.]

[Bard climbs aboard his barge as the dwarves approach.]

[Bard:] “What makes you think I will help you?”

[Balin:] “Those boots have seen better days.”

[Bard begins loading the dwarves’ empty barrels into his barge.]

[Balin:] “As has that coat. No doubt you have some hungry mouths to feed. How many bairns?”

[Bard:] “A boy and two girls.”

[Balin:] “And your wife, I’d imagine she’s a beauty.”

[Bard:] “Aye. She was.”

[Balin’s smile fades.]

[Balin:] “I’m sorry, I didn’t mean to-”

[He is interrupted by Dwalin whispering loudly to Thorin.]

[Dwalin:] “Oh, come on, come on, enough with the niceties.”

[Bard:] “What’s your hurry?”

[Dwalin:] “What’s it to you?”

[Bard:] “I would like to know who you are and what you are doing in these lands.”

[Balin:] “We are simple merchants from the Blue Mountains journeying to see our kin in the Iron Hills.”

[Bard:] “Simple merchants, you say?”

[Thorin:] “We’ll need food, supplies, weapons. Can you help us?”

[Bard looks at the barrels and examines the various dents and nicks they received during the fight with the orcs.]

[Bard:] “I know where these barrels came from.”

[Thorin:] “What of it?”

[Bard:] “I don’t know what business you had with the elves, but I don’t think it ended well. No one enters Laketown but by leave of the Master. All his wealth comes from trade with the Woodland Realm. He will see you in irons before risking the wrath of King Thranduil.”

[Bard boards his barge and tosses a rope to Balin. Thorin mouths to Balin.]

[Thorin:] “Offer him more.”

[Balin:] “I’ll wager there are ways to enter that town unseen.”

[Bard:] “Aye. But for that, you will need a smuggler.”

[Balin:] “For which we will pay double.”

[Bard looks at him suspiciously.]

[The orcs run beside the river in pursuit of the dwarves, who the current has carried far ahead of the orcs.]

[Bolg:] “Sha mogi obguryash!” [Rough translation: Don’t let them go away!]

[In the woodland realm, Legolas and Tauriel have brought their captured orc to Thranduil’s throneroom. As Legolas stands with his knife pressed to the orc’s neck, Thranduil paces around it.]

[Thranduil:] “Such is the nature of evil. Out there in the vast ignorance of the world it festers and

spreads, a shadow that grows in the dark. A sleepless malice as black as the oncoming wall of night. So it ever was; so will it always be. In time, all foul things come forth.”

[Legolas:] “You were tracking a company of thirteen dwarves. Why?”

[Orc:] “Not thirteen; not any more. The young one, the black-haired archer, we stuck him with a Morgul shaft.”

[The orc speaks this while facing Tauriel; she looks worried.]

[Orc:] “The poison’s is in his blood. He’ll be choking on it soon.”

[Tauriel:] “Answer the question, filth.”

[Orc:] “Sha hakhtiz khunai-go, Golgi!” [Subtitle: I do not answer to dogs, She-Elf!]

[Legolas pushes the orc a bit as Tauriel whips out her knife.]

[Legolas:] “I would not antagonize her.”

[Tauriel:] “You like killing things, orc? You like death? Then let me give it to you!”

[Tauriel rushes forward with her knife, but Thranduil speaks.]

[Thranduil:] “Farn! Tauriel, ego! Gwao hi.” [Subtitle: Enough! Tauriel, leave! Go now.]

[The orc snarls at her, but Tauriel manages to regain her composure and leaves.]

[Thranduil:] “I do not care about one dead dwarf. Answer the question. You have nothing to fear. Tell us what you know and I will set you free.”

[Legolas:] “You had orders to kill them - Why? What is Thorin Oakenshield to you?”

[Orc:] “The dwarf runt will never be king.”

[Legolas:] “King? There is no king under the mountain nor will there ever be. None would dare enter Erebor, whilst the dragon lives.”

[Orc:] “You know nothing! Your world will burn!”

[Legolas:] “What are you talking about? Speak!”

[Orc:] “Our time has come again. My master serves the One. Do you understand now, Elfling? Death is upon you. The flames of war are upon you-”



[Thranduil, whose eyes have widened upon hearing about “the One,” suddenly whips out his sword and beheads the orc, leaving the orc’s head in Legolas’s hand.]

[Legolas:] “Why did you do that? You promised to set him free.”

[Thranduil:] “And I did. I freed his wretched head from his miserable shoulders.”

[The orc’s body, although separated from its head, shakes violently. Thranduil stomps on its leg to stop the shaking.]

[Legolas:] “There was more the orc could tell us.”

[Thranduil:] “There was nothing more he could tell me.”

[Thranduil turns and walks away, sheathing his sword.]

[Legolas:] “What did he mean by the ‘flames of war’?”

[Thranduil:] “It means they intend to unleash a weapon so great it will destroy all before it.”

[Thranduil addresses the elven guards.]

[Thranduil:] “I want the watch doubled at all our borders. All roads, all rivers. Nothing moves but I hear of it. No one enters this kingdom, and no one leaves it.”

[Legolas approaches the elves guarding the entrance to the Woodland Realm.]

[Legolas:] “Holo in ennyn! Tiro i defnin hain na ganed en-Aran.” [Subtitle: Close the gate! Keep it sealed by order of the King.]

[Legolas turns to walk away, but one of the guards calls out.]

[Elf Guard:] “Man os Tauriel?” [Subtitle: What about Tauriel?]

[Legolas stops short.]

[Legolas:] “Man os sen?” [Subtitle: What about her?]

[Elf Guard:] “Edevín eb enedhor na gû a megil. En ú-nandollen.” [Subtitle: She went into the forest armed with her bow and blade. She has not returned.]

[As Legolas walks toward the gate, the guard points out toward the forest in the direction Tauriel went. Legolas looks anxious.]

[Bolg and his orcs arrive at the rock where the dwarves met Bard. One of the orcs tastes a pool of liquid.]

[Orc:] “___ nash! Agra-yi.” [Subtitle: Dwarf blood! They were here.]

[Bolg:] “Nuzdi-arg nash...hum an bunish!” [Subtitle: There is another scent...man flesh!]

[Bolg:] “___” [Subtitle: They have found a way to cross the lake.]

[Bard paddles the dwarves and Bilbo across the lake in his barge. It is very foggy, and the barge pushes aside ice floes. Suddenly, large stone formations appear out of the fog.]

[Bofur:] “Watch out!”

[Bard expertly poles the barge between the rock formations, which turn out to be ancient ruins.]



[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:] “Oh I have enough of this lippy lakeman. I say we throw him over the side and be done with him.”

[Bilbo answer him slightly angrily.]

[Bilbo:] “Ohh, Bard, his name’s Bard.”

[Bofur:] “How do you know?”

[Bilbo:] “Uh, I asked him.”

[Dwalin to Thorin:] “I don’t care what he calls himself, I don’t like him.”

[Balin:] “We do not have to like him, we simply have to pay him. Come on now, lads, turn out your pockets.”

[The dwarves begin pulling out their money and valuables. Dwalin whispers to Thorin.]

[Dwalin:] “How do we know he won’t betray us?”

[Thorin:] “We don’t.”

[Balin counts the money.]

[Balin:] “There’s, um, just a problem: we’re ten coins short.”

[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 and-”

[Gloin stops talking when he realizes that all the others have slowly stood up and are looking at something in the distance. As the fog thins, we see the Lonely Mountain.]

[Gloin:] “Bless my beard. Take it. Take all of it.”

[Gloin hands Balin a sack of coins he had secretly withheld before. Bilbo coughs and gestures his head toward Bard, who is approaching the dwarves on their end of the barge.]

[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.”

[The dwarves turn and see the rooftops of Laketown in the distance.]

[Bard's barge is stopped at a dock just outside the city; Bard hops off and speaks to a man. Meanwhile, the dwarves and Bilbo are hidden in the barrels on the barge.]

[Dwalin:] "Shh, what's he doing?"

[Bilbo peers through a hole in his barrel.]

[Bilbo:] "He's talking to someone."

[Bilbo sees Bard point back at his barrels while talking to the man.]

[Bilbo:] "And he's...pointing right at us!"

[Thorin looks anxious. Bard shakes the man's hands.]

[Bilbo:] "Now they're shaking hands."

[Thorin:] "What?"

[Dwalin:] "That villain! He's selling us out."

[All the dwarves in their individual barrels listen anxiously; suddenly, dead fish are poured into the barrels. The dwarves splutter in surprise.]

[Bard poles his barge toward the gate of the city; on deck are the 14 barrels all full of fish, with a dwarf or hobbit inside as well.]

[Dwarf:] "Oh god."

[Bard kicks the barrel closest to him.]

[Bard:] "Quiet! We're approaching the toll gate."

[Gatekeeper:] "Halt! Goods inspection. Papers, please. Oh, it's you, Bard."

[Bard brings his boat up to the gatekeeper's office, and the gatekeeper steps out to see him.]

[Bard:] "Morning, Percy."

[Percy:] "Anything to declare?"

[Bard:] "Nothing, but that I am cold and tired, and ready for home."

[Bard hands the gatekeeper some papers.]

[Percy:] “You and me both.”

[As the gatekeeper takes the papers and goes into his office to stamp them, Bard looks around warily.]

[Gatekeeper:] “Here we are. All in order.”

[He holds out Bard’s papers, but a man, Alfrid, suddenly steps out of the shadows and grabs the papers.]

[Alfrid:] “Not so fast.”

[Alfrid reads Bard’s papers, then looks at his load.]

[Alfrid:] “Consignment of empty barrels from the Woodland Realm. Only, they’re not empty, are they, Bard?”

[Alfrid tosses Bard’s papers to the wind and approaches him, with some of Laketown’s soldiers behind him.]

[Alfrid:] “If I recall correctly, you’re licensed as a bargeman, not a fisherman.”

[As Alfrid says this, he picks up one of the fish from a barrel and holds it up to Bard. He doesn’t see Bombur’s eyes looking up from the gap where the fish had been.]

[Bard:] “That’s none of your business.”

[Alfrid:] “Wrong. It’s the Master’s business, which makes it my business.”

[Bard:] “Oh come on, Alfrid, have a heart. People need to eat!”

[Alfrid:] “These fish are illegal.”

[Alfrid throws the fish he was holding into the water, then commands the soldiers.]

[Alfrid:] “Empty the barrels over the side.”

[The soldiers, lead by their captain, Braga, move to comply.]

[Braga:] “You heard him. Into the canal. Come on, get a move on.”

[The soldiers begin tipping the barrels over and letting the fish fall into the canal.]

[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 in the lake, when the rioting starts, will it be your problem then?”

[Bard and Alfrid stare at each other intensely for a few seconds, then finally Alfrid raises his hand to the soldiers.]

[Alfrid:] “Stop.”

[The soldiers stop tipping the barrels over and return to the buildings.]

[Alfrid:] “Ever the people’s champion, eh, Bard? Protector of the common folk? You might have their favor now, bargeman, but it won’t last.”

[Alfrid walks away.]

[Percy:] “Raise the gate!”

[A large portcullis blocking the channel is raised, and Bard begins to pole his barge through. As he passes, Alfrid turns around and shouts to 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.”

[We see a bird’s eye view of Laketown; it’s a town built in the middle of the lake, and it looks quite poor and ramshackle. There are many channels of water throughout the town, through which various boats float. Bard poles his barge down the main channel.]



[Alfrid:] “All this talk of civil unrest; someone’s been stirring the pot, sire.”

[Alfrid is in the Master’s bedchamber, and the Master has just woken up and is standing in his nightgown. Alfrid empty’s the Master’s chamberpot out a window. The Master groans and moans as he stumbles about, then sits down, rubbing his knees.]

[Master:] “Gah! Auh!”

[Alfrid:] “Gout playing up, sire?”

[Master:] “It’s the damp. It’s the only possible explanation. Now get me a brandy.”

[Alfrid 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 that they live in a place that stinks of fish oil and tar. Jobs, shelter, food, that’s all they ever bleat about.”

[Alfrid hands the Master a glass of brandy, and he drinks it all in one shot.]

[Alfrid:] “It’s my belief, sire, they’re being lead on by troublemakers.”

[Master:] “Then we must find these troublemakers and arrest them!”

[Alfrid and the Master, who is now dressed, descend to the Master’s study. The Master is drinking another glass.]

[Alfrid:] “My thoughts exactly, sire.”

[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.”

[At his desk, the Master pours yet another tall glass of brandy.]

[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.”

[As the Master walks away, Alfrid speaks softly such that only he can hear.]

[Alfrid:] “I don’t think they’d ask you to stand, sire.”

[The Master opens glass doors and walks out onto his balcony, looking over Laketown. He mutters to himself.]

[Master:] “Shirkers. Ingrates. Rabble-rousers. Who would have the nerve to question my authority? Who would dare? Who....*Bard*. You mark my words, that trouble-making bargeman is behind all this.”

[Meanwhile, Bard docks his barge. After looking around, he knocks over one of the barrels, and a dwarf falls

out along with a pile of fish. Bard continues knocking over barrels. He reaches for Dwalin's barrel, but Dwalin pokes his head up through the fish.]

[Dwalin:] “Get your hands off me.”

[The remaining dwarves and Bilbo struggle out of their barrels, looking greasy and slimy from the fish. The dock keeper looks on in shock. Bard approaches him and slips him a coin.]

[Bard:] “You didn’t see them, they were never here. The fish you can have for nothing.”

[Bard leads the Company away.]

[Bard:] “Follow me.”

[A woman working on a boat happens to look up and she sees the dwarves running through Laketown in the distance. She looks shocked.]

[As they stride through Laketown, Bard's son, Bain, runs up to Bard.]

[Bain:] “Da! Our house, it’s being watched.]

[Bard looks at Thorin and hatches a plan.]

[Bard and his son walk along back to their house. As they walk, a fisherman in a boat sees them and drops his eyepatch over one eye, then knocks with his staff on a wall nearby {This is Stephen Colbert}. Upon this signal, two boys run from the wall, and one knocks over a contraption which causes a hammer to hit a bell. At this signal, another man lights a match to light his pipe. He turns and looks at two men in a fishing boat right next to Bard's house, and they nod and switch their poles to the opposite sides of the boat than before. They do this just as Bard and Bain get to their house and enter through the door. Just before Bard enters, he tosses an apple to one of the fisherman.]

[Bard:] “You can tell the Master that I’m done for the day.”

[Inside the house, Bard's daughters, Sigrid and Tilda, greet their father.]

[Tilda:] “Da! Where have you been?”

[Sigrid:] “Father! There you are. I was worried.”

[Both daughters run to their father, and they hug. Bard then hands his bag to Sigrid.]

[Bard:] “Here’s something to eat. Bain, get them in.”

[As Bard looks out a window, Bain goes down some steps to the lower floor of the house, which is open to the water. After looking around, he knocks on the wall near the toilet three times. Dwalin's head appears through the toilet, which is open to the water below.]

[Dwalin:] “If you speak of this to anyone, I’ll rip your arms off.”

[Dwalin raises the seat and begins to pull himself out of the toilet. Bain reaches out to help him, but Dwalin slaps his hand away.]

[Dwalin:] “Get off.”

[Bain:] “Up there.”

[Bain points up the stairs, and Dwalin goes up. Bilbo pokes his head up through the toilet, looking flabbergasted, and Bain helps him out. The rest of the dwarves follow and head upstairs.]

[Sigrid:] “Da...why are there dwarves climbing out of our toilet?”

[Tilda:] “Will they bring us luck?”

[Nori emerges from the toilet with some leaves stuck to his hair.]

[The dwarves are wrapped in blankets, and their wet things have been laid in front of the fire to dry. Some of them shiver.]

[Bard:] “It may not be the best fit, but it’ll keep you warm.”

[Tilda passes out blankets, and Bilbo thanks her when he receives one.]



[Bilbo:] “Thank you very much.”

[Thorin looks out a window and sees a wooden tower not far away. Atop the tower is a windlass, a giant cross-bow type weapon with four arms. Thorin looks at it in shock.]

[Thorin:] “A Dwarvish Wind-Lance.”

[Bilbo, who is sipping a hot drink from a mug, looks at the wind-lance too.]

[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.”

[Thorin looks sadly away, and the scene switches to a flashback, but with Balin still narrating in real time.]

[FLASHBACK: Smaug is attacking the city of Dale. He blows fire, destroying buildings.]

[Balin:] “The day that Smaug destroyed Dale. Girion, the Lord of the city, rallied his bowman to fire upon the beast.”

[The city is in flames, but a man in armor, Girion, leads a group of archers in shooting at the flying dragon.]

[Balin:] “But a dragon’s hide is tough, tougher than the strongest armor. Only a black arrow, fired from a wind-lance, could have pierced the dragon’s hide, and few of those arrows were ever made.”

[Girion runs to a rack holding three long, heavy, black arrows, each made of metal and at least 4 feet long, and grabs one. He turns and loads it into a Dwarvish Wind-Lance, and draws the arrow. He turns the wind-lance, aiming for the dragon. It is difficult to see the dragon because it is flying swiftly and because the air is full of smoke. Girion fires, and the arrow hurtles through the air. It hits the dragon in the chest but bounces harmlessly off.]

[Balin:] “His store was running low when Girion made his last stand.”

[Girion grabs another black arrow into the wind-lance and fires. This arrow too finds its mark, but bounces off the dragon’s chest.]

[END OF FLASHBACK.]

[Thorin:] “Had the aim of Men been true that day, much would have been different.”



[Bard approaches Thorin.]

[Bard:] “You speak as if you were there.”

[Thorin:] “All dwarves know the tale.”

[Bain:] “Then 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.”

[Dwalin:] “Ha ha ha! That’s a fairy story, lad. Nothing more.”

[Thorin strides up to Bard.]

[Thorin:] “You took our money. Where are the weapons?”

[Bard:] “Wait here.”

[Bard goes down the stairs to the lower part of the house. After looking around to make sure no one is watching, he pulls on a rope hanging off a small boat and pulls up a wrapped package that had been hidden underwater.]



[While Bard is doing this, Thorin, Balin, Fili, and Kili talk quietly together.]

[Thorin:] “Tomorrow begins the last days of autumn.”

[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 and lays the package on the table as the dwarves stand around it. He loosens the wrappings and reveals a couple of hand-made weapons. The dwarves look at them in shock, then pick up the weapons and look at them in disgust.]



[Thorin:] “What is this?”

[Bard:] “Pike-hook. 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 none.”

[Thorin and Dwalin look disgustedly at each other.]

[Gloin:] “We paid you for weapons. Iron-forged swords and axes!”

[Bofur:] “It’s a joke!”

[Bofur throws his weapon back on the table, and the other dwarves follow suit.]

[Bard:] “You won’t find better outside the city armory. All iron-forged weapons are held there under lock and key.”

[Thorin and Dwalin look at each other out of the corners of their eyes, hatching a plan.]

[Balin:] “Thorin.”

[Bard looks up at the mention of the name Thorin, as if the name sounds familiar to him.]

[Balin:] “Why not take what’s been offered and go? I’ve made do with less; so have you. I say we leave now.”

[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 till nightfall.”

[Hearing this, the dwarfs begin to settle down. Kili, leaning on a pole, looks like he's in pain and he slowly slides down the pole and sits on a couch. Wincing, he examines the bandage on his leg while making sure no one is looking.]

[Bard is standing on his porch; he talks to himself, trying to recall where he'd heard the name 'Thorin' before.]

[Bard:] "Thorin..."

[With a sudden shock of understanding, he whirls around and looks at the Lonely Mountain in the distance. The door opens, and Bain sticks his head out.]

[Bain:] "Da?"

[Bard:] "Don't let them leave."

[Bard hurries down his steps and into the town.]

[Tauriel, in pursuit of the orcs, comes to a rocky promontory at the end of the river and at the banks of the lake. Far across the lake, Laketown is visible. On the rocks are pieces of a deer that the orcs had previously shot and ripped apart. Hearing something, Tauriel turns her head slightly and reaches for something at her side. She whips around and comes to a crouch with an arrow nocked to her bow. Several yards behind her is Legolas, also with his bow drawn.]



[Tauriel:] "Ingannen le Orch." [Subtitle: I thought you were an Orc.]

[Legolas:] "Cí Orch im, dangen le." [Subtitle: If I were an Orc, you would be dead.]

[They both lower their bows.]

[Legolas:] "Tauriel, you cannot hunt thirty orcs on your own."

[Tauriel:] “But I’m not on my own.”

[Legolas smiles.]

[Legolas:] “You knew I would come.”

[Tauriel smiles.]

[Legolas:] “The king is angry, Tauriel. For 600 years, my father has protected you, favored you. You defied his orders; you betrayed his trust.”



[Legolas:] “Dandolo na nin...e gohenatha.” [Subtitle: Come back with me...he will forgive you.]

[Tauriel:] “Ú-'ohenathon. Cí dadwenithon, ú-'ohenathon im.” [Subtitle: But I will not. If I go back, I will not forgive myself.]

[Tauriel:] “The king has never let orc-filth from our lands, yet he would let this orc-pack cross our borders and kill our prisoners.”

[Legolas:] “It is not our fight.”

[Tauriel:] “It *is* our fight. It will not end here. With every victory, this evil will grow. If your father has his way, we will do nothing. We will hide within our walls, live our lives away from the light, and let darkness descend. Are we not part of this world?”



[Tauriel:] “Tell me, *mellon* [Elvish for “friend”], when did we let evil become stronger than us?”

[Legolas looks conflicted.]

[Bard runs through Laketown. He runs into a shop, and the storekeeper greets him.]



[Storekeeper:] “Hello, Bard. What’re you after?”

[Bard begins looking through a pile of tapestries.]

[Bard:] “There was a tapestry, an old one; where’s it gone?”

[Storekeeper:] “What tapestry you talking about?”

[Bard:] “This one.”

[He picks up a tapestry and unrolls it on a table. It has the names of the members of the Line of Durin sewn into it. He overhears the woman who saw the dwarves earlier speaking to some other townpeople not far away.]

[Woman:] “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?”

[Old man:] “It’s the prophecy.”

[Fisherman:] “Prophecy?”

[Old man:] “The prophecy of Durin’s folk.”

[Bard traces through the lineage on the tapestry and finds the last entry, Thorin. He looks up, thinking deeply, and talks to himself.]

[Bard:] “The prophecy...prophecy.”

[The people of Laketown are beginning to talk about the dwarves now as the word spreads.]

[Man:] “The old tales will come true.”

[Woman:] “Vast halls of treasure!”

[Another woman:] “Can it really be true? Has the lord of silver fountains returned?”

[This phrase jolts Bard’s memory, and he begins to recite the prophecy to himself.]

[Bard:] “*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.*”

[Bard runs quickly to his house; the setting sun causes the lake to glow orange as he recites the last line of the prophecy. Bard burst into his house and finds no dwarves remaining. His son comes up to him.]

[Bain:] “Da! I tried to stop them-”

[Bard:] “How long have they been gone!?”

[It is night at Laketown. The dwarves are sneaking through the town toward the armory, hiding from watchmen. They hide behind a boat as two watchmen walk by.]

[Dwalin:] “Shh! Keep it down.”

[Thorin:] “As soon as we have the weapons, we make straight for the mountain. Go, go, go!”

[With the watchmen gone, Thorin points to Nori, who gets a running start and runs up a pyramid of dwarves who have pressed themselves against the walls of the city armory. He is able to get high enough that he can reach a second floor window and dive through.]

[Thorin:] “Next.”

[Bilbo does the same thing as Nori.]

[Soon, several dwarves are in the armory, and they begin collecting the weapons stored there. Kili struggles under a load of several different weapons, and Thorin hands him another one.]

[Thorin:] “You all right?”

[Kili:] “I can manage. Let’s just get out of here.”

[Thorin looks at Kili, then lays another sword on the pile Kili is holding. Kili begins walking down the stairs, but his wounded leg gives way and he falls with a cry. The weapons make a terrible clanging noise, and the dwarves both inside and outside look around warily. In the distance, the watchmen cry out, and running footsteps approach.]

[Dori:] “Run!”

[The dwarves still outside begin to run, but are stopped by two watchmen pointing pikes at them. Bilbo and the dwarves in the armory grab weapons, but several other guards point pikes at them too. Braga, the captain of the guard, is holding Kili with a dagger to his throat. Kili looks sadly and guiltily at Thorin.]

[Alfrid pokes his head out of the door to the Master’s mansion to see the commotion. He sees the soldiers dragging the dwarves to the mansion, with multitudes of townspeople following behind. It is snowing a little.]

[Dwalin:] “Get off of me!”

[Lots of indistinct muttering and yelling. Alfrid closes the door and goes to get the master. Braga arranges all of the dwarves under guard in the town square before the doors of the mansion. As guards open the doors of the mansion, the Master storms out, still putting on his coat.]

[Master:] “What is the meaning of this?”

[Braga:] “We caught ‘em stealing weapons, sire.”

[Master:] “Ah. Enemies of the state, then.”

[Alfrid:] “This is a bunch of mercenaries if ever there was, sire.”



[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 Thrór!”

[Dwalin gestures at Thorin, and Thorin steps forward. The crowd murmurs in amazement.]

[Thorin:] “We are the dwarves of Erebor.”

[The crowd whispers in shock and recognition, and people crane their heads to see better.]

[Thorin:] “We have come to reclaim our homeland. I remember this town and the great days of old. Fleets of boats lay at harbor, filled with silks and fine gems. This was no forsaken town on a lake! This was the center of all trade in the North.”

[Thorin is speaking earnestly to the crowd, and the people nod in agreement.]

[Thorin:] “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!”

[The people cheer and clap, and the Master looks on, calculating. Suddenly, a voice calls out over the crowd, and Bard strides forward.]

[Bard:] “Death! That is what you will bring upon us. Dragon-fire and ruin. If you awaken that beast, it will destroy us all.”



[The people 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 shout in excitement and they applaud. The Master looks on, smiling and nodding at this turn of events.]



[Bard:] “All of you! Listen to me! You must listen! Have you forgotten what happened to Dale?!”

[The people quiet down and shake their heads sadly.]

[Bard:] “Have you forgotten those who died in the firestorm?!”

[The people shout, “No!”]

[Bard:] “And for what purpose? The blind ambition of a mountain-king so riven by greed, he could not see beyond his own desire!”

[As Bard and Thorin stare at each other angrily, the crowd gets louder, but then the Master steps forth.]

[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!”

[The Master points accusingly at Bard, and the crowd begins to clamor. As Bard looks away, Thorin looks at him in shock and anger.]

[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 angrily at him. He then strides forward and speaks to Thorin earnestly.]

[Bard:] “You have no right, no right to enter that mountain!”

[Thorin:] “I have the only right.”

[Thorin turns and faces the Master.]

[Thorin:] “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?”

[The people quietly watch in anticipation.]

[Thorin:] “What say you?”

[The Master thinks for several seconds, then smiles and points his finger at Thorin.]

[Master:] “I say unto you...welcome! Welcome and thrice welcome, King under the Mountain!”

[The Master opens his arms in welcome, and the crowd erupts in cheers. Bard looks on silently.]

[Thorin climbs up a few steps and turns to face the audience; the people hug each other in excitement and joy. Thorin and Bard stare at each other.]

[It is morning in Laketown; the people crowd along the sides of the main channel as a boat is loaded with supplies for the dwarves to take to the mountain.]

[Bilbo:] “You do know we’re one short; where’s Bofur?”

[Thorin:] “If he’s not here, we leave him behind.”

[Balin:] “We have to, if we’re to find the door before nightfall. We can risk no more delays.”

[They march along the pier and the dwarves begin to board the boat. They are fully decked out in armor and regal clothing. Thorin stops Kili before he can get in the boat.]

[Thorin:] “Not you. We must travel with speed, you will slow us down.”

[Kili smiles, thinking Thorin is joking.]

[Kili:] “What are you talking about? I’m coming with you.”

[Thorin:] “No.”

[Fili, already in the boat, turns and looks at Thorin and Kili.]

[Kili:] “I’m going to be there when that door is opened, when we first look upon the halls of our fathers, Thorin.”

[Thorin:] “Kili, stay here. Rest. Join us when you’re healed.”

[Thorin lays his hand on Kili’s shoulder and smiles at him, but Kili looks shocked and betrayed. Thorin turns to board the boat. Kili turns away. Oin gets out of the boat.]

[Oin:] “I’ll stay with the lad. My duty lies with the wounded.”

[Fili:] “Uncle, we grew up on tales of the mountain. Tales you told us. You can’t take that away from him!”

[On the shore, Oin is examining Kili, but Kili is trying to pull away from him.]

[Thorin:] “Fili.”

[Fili:] “I will carry him, if I must!”

[Thorin:] “One day you will be king, and you will understand. I cannot risk the fate of this quest for the sake of one dwarf, not even my own kin.”

[Fili looks at Kili, then steps out of the boat. Thorin tries to stop him.]

[Thorin:] “Fili, don’t be a fool. You belong with the Company.”

[Fili:] “I belong with my brother.”

[Fili pulls away from Thorin and goes to join Kili and Oin.]

[The musicians of Laketown play their instruments as the Master climbs up to a raised platform. He waves, and the people cheer and clap.]

[Further away in a house in the town, a sleeping Bofur is woken up by the sound of the music. He is asleep under a table, and as he jolts upright, he smacks his head on the bottom of the table.]

[Bofur:] “By my beard, is that the time? Oh, ugh.”

[Bofur scrambles up unsteadily and runs out the door, grabbing a glass of drink on his way. In the background, the Master is addressing the people. Bofur runs as fast as he can toward the crowd.]

[Master:] “...Bring good fortune to all!”

[The Master smiles and waves to the dwarves in the boat as they pull into the canal and begin to paddle away. Kili looks on miserably from the dock. The dwarves in the boat smile, wave, and bow at the cheering people.]

[Dori:] “Goodbye!”

[Bofur pushes his way through the townspeople and reaches the water, only to find the boat of dwarves far off down the canal. He turns and finds Kili, Fili, and Oin.]

[Bofur:] “Ah! So you missed the boat as well?”

[Suddenly, Kili moans in pain and begins to fall over, but Fili catches him.]

[Fili:] “Kili? Kili!”

[Oin tries to examine him.]

[Bard opens his door to find Bofur, Fili, Kili, and Oin on his doorstep.]

[Bard:] “No. I’m done with dwarves. Go away.”

[He tries to slam the door shut, but Bofur stops it with his foot.]

[Bofur:] “No, no, no! No one will help us; Kili’s sick. He’s very sick.”

[Bard sees Kili being supported by Oin and Fili; he looks extremely sick. Bard hesitates.]

[Meanwhile, Bilbo and the rest of the Company are in their boat, heading across the lake toward the Lonely Mountain. As the other dwarves row, Thorin stands at the bow of the boat, facing ahead. They are all decked out in regal clothes and armor from Laketown.]

[They climb the foothills of the mountain. At one point, Thorin, recognizing the landscape, runs atop an embankment overlooking a valley. As the other dwarves join him, they look at the other end of the valley and see the ruins of Dale.]



[Bilbo:] “What is this place?”

[Balin:] “It was once the city of Dale. Now it is a ruin. The desolation of Smaug.”



[Thorin:] “The sun will soon reach midday; let’s find the hidden door into the mountain before it sets. This way!”

[Bilbo:] “Wait...is this the overlook? Gandalf said to meet him here. On no account were we-”

[Thorin interrupts him abruptly.]

[Thorin:] “Do you see him? We have no time to wait upon the wizard. We’re on our own.”

[Thorin turns and walks away.]

[Thorin:] “Come.”

[The other dwarves follow him; Bilbo looks back at the city, conflicted.]

[Radagast and Gandalf approach the bridge to Dol Guldur.]

[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 ready to reveal himself. He has not regained his full strength. 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. Do I have your word?”

[Radagast slowly walks away as Gandalf speaks.]

[Radagast:] “Yes, yes, yes, yes.”

[As Radagast prepares to leave, Gandalf begins striding across the bridge toward Dol Guldur. Radagast suddenly turns around and calls to Gandalf.]

[Radagast:] “Wait, Gandalf! What if it’s a trap?”



[Gandalf:] “Turn around, and do not come back.”

[Radagast turns and walks away, and Gandalf speaks quietly so that Radagast cannot hear.]

[Gandalf:] “It’s undoubtedly a trap.”



[Gandalf draws his sword, then, with his sword in one hand and staff in the other, he strides across the bridge.]

[Gandalf is walking through Dol Guldur. It seems abandoned; even the rocks look weathered and broken. Still, there is an air of menace about the place. There are many pieces of sharp metal forged to look like vines of thorns. Gandalf walks into a large open area and begins reciting a spell.]

[Gandalf:] “Cé ná ulco síis nurtaina...I ettuluvas caninye! Cánin i sá tanuvaxe!” [Subtitle: The evil that is hidden here...I command it come forth! I command it reveal itself!]

[With these words, Gandalf strikes his staff on the ground. From the jewel at the top of the staff, an orb of light/energy emanates and moves like a shockwave away, passing through all the matter around Gandalf. This seems to be a spell that reveals hidden evil. However, it reveals nothing yet. Seeing nothing, Gandalf walks to a new place and begins saying the spell again.]

[Gandalf’s voice is heard echoing; Azog listens to it.]

[Azog:] “Zidgu.” [Subtitle: The Wizard has come.]

[Orc:] “Obtoragish gulum-nu. Gimyashim!” [Subtitle: He is lifting the spell. He will find us!]

[Azog:] “Hurnash.” [Subtitle: Yes...he will.]

[We see many Orcs and Wargs with Azog.]

[Thorin stands his sword in the ground and pants. He calls up to the other dwarves, who are all scouring the sides of the Mountain, trying to find the secret entrance.]

[Thorin:] “Anything?”

[Dwalin:] “Nothing!”

[Thorin:] “If the map is true, the hidden door lies directly above us.”

[Bilbo, walking around, sees a massive statue of a dwarf carved into the side of the mountain. Looking closely, he notices a set of stairs built into the statue.]

[Bilbo:] “Up here!”

[Thorin:] “You have keen eyes, Master Baggins.”



[They painstakingly make their way up the steep and treacherous steps and find a little rock-walled clearing in the side of the mountain. Thorin runs to the clearing.]

[Thorin:] “This must be it. The hidden door.”

[The remaining dwarves and Bilbo come into the clearing as well.]

[Thorin:] “Let all those who doubted us rue this day!”

[As Thorin holds up his key, the others cheer.]

[Dwalin:] “Right. We have our key, which means that somewhere, there is a keyhole.”

[He begins exploring the walls of the clearing with his fingers, looking for a keyhole. Thorin walks to the edge of the clearing and looks out at the setting sun.]

[Thorin:] “The last light of Durin’s Day will shine upon the keyhole.”

[Thorin looks at the wall and tries to figure out what the light hitting the wall means. As the sun gets lower and lower on the horizon and nothing changes on the wall, Thorin begins to get frantic.]

[Thorin:] “Nori.”

[Nori, who is known as a thief, runs to the wall and begins tapping it in different places with a spoon while holding his ear to a cup held against the wall. Meanwhile, Dwalin strains and pushes against the wall. The sun gets lower.]

[Thorin:] “We’re losing the light.”

[Dwalin:] “Come on!”

[Dwalin begins kicking at the wall.]

[Nori:] “Be quiet! I can’t hear when you’re thumping.”

[Dwalin:] “I can’t find it...it’s not here! It’s not here.”

[As the sun gets closer to disappearing, Thorin frantically gestures to the other dwarves.]

[Thorin:] “Break it down!”

[Dwalin, Gloin, and Bifur smash at the wall with their weapons, to no avail.]

[Thorin:] “Come on!”

[Balin:] “It’s no good! The door’s sealed. It can’t be opened by force. Powerful magic on it.”

[The dwarves hitting the door drop their weapons in tiredness and disappointment. The sun disappears behind distant mountains.]

[Thorin:] “No!”

[Thorin stumbles forward and re-examines the old map, reading aloud.]

[Thorin:] “The last light of Durin’s Day will shine upon the keyhole. That’s what it says.”

[He holds his arms open in disbelief; the other dwarves mutter in disappointment and anger.]

[Thorin:] “What did we miss?”

[Thorin walks up to Balin and repeats his question, earnestly and tearfully.]

[Thorin:] “What did we miss, Balin?”

[Balin:] “We’ve lost the light. There’s no more to be done. We had but one chance.”

[The dwarves bow their heads in despair and turn back toward the stairs.]

[Balin:] “Come away; it’s...it’s over.”

[Bilbo:] “Wait a minute!”

[Gloin:] “You wait.”

[Bilbo:] “Where are they going? You can’t give up now!”

[Bilbo looks beseechingly at Thorin, but Thorin turns away. He holds up his key and looks at it, then drops it to the ground, where it clatters.]

[Bilbo:] “Thorin...you can’t give up now.”

[But Thorin throws the map at Bilbo’s chest and walks past him. The dwarves begin descending down the stairs, but Bilbo stays in the clearing. He recites the riddle from the map to himself while gesturing with his hands.]

[Bilbo:] “Stand by the grey stone...”

[He goes and stands by the grey wall.]

[Bilbo:] “When the thrush knocks...”

[He looks around but doesn’t see a thrush anywhere.]

[Bilbo:] “The setting sun...and the last light of Durin’s Day will shine. Hmm. The last light. Last light...”

[He turns away from the wall, thinking hard and muttering to himself. With a thought, he looks up and sees the clouds move aside to reveal the moon. He looks at it wonderingly and sees that it illuminates the clearing. Hearing a noise, he turns back and sees a thrush hitting a snail against the grey wall. Just then, the moonlight hits the wall.]



[As the thrush flies away, Bilbo laughs with relief and delight and points at the wall.]

[Bilbo:] “The last light!”

[The moonlight illuminates a keyhole in the rock, and Bilbo gasps in surprise, then yells for the dwarves, who have already gone, to hear. He peers over the edge of the clearing at the stairs, but sees no sign of the

dwarves.]

[Bilbo:] “The keyhole! Come back! Come back! It’s the light of the moon, the last moon of autumn! Ha ha ha!”

[He then begins looking around on the ground.]

[Bilbo:] “Where’s the- Where’s the key? Where’s the- it was here...but it was here, it was here! It was just...”

[Bilbo is looking frantically around on the ground in the clearing for the key, suddenly, his foot hits it and it goes flying from the clearing. Just before it falls off the side of the mountain, a boot steps on the string and stops it. It is Thorin. Bilbo sighs in relief. Thorin slowly reaches down and picks up the key, then examines it. The other dwarves step up beside him. They all smile in relief at Bilbo.]



[Thorin inserts the key into the keyhole and turns it; mechanisms are heard turning behind the rock. Thorin pushes the wall, and a previously unseen door opens into the mountain. The seams of the door were completely invisible earlier. The door opens into a tunnel going into the mountain. The dwarves look on it awe as Thorin stands on the threshold.]

[Thorin:] “Erebor.”

[Balin:] “Thorin...”

[Balin chokes up, and Thorin puts a hand on his shoulder. Thorin then steps into the mountain.]

[Thorin:] “I know these walls...these walls, this stone. You remember it, Balin. Chambers filled with golden light.”

[As he says this, Thorin runs his hands over the walls, lost in memory. Balin steps into the tunnel.]

[Balin:] “I remember.”

[The rest of the Company slowly and reverently enters the mountain. Inside, Nori points at a carving in the wall

above the door; it is of the throne of Erebor, with the Arkenstone above it, sending out rays of light in all directions. Gloin reads aloud the inscription on the carving.]

[Gloin:] “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 in interest and curiosity. Balin explains it to him.]

[Balin:] “The throne of the king.”

[Bilbo:] “Oh. And what’s that above it?”

[Balin:] “The Arkenstone.”

[Bilbo:] “Arkenstone....And what’s that?”

[Thorin:] “That, Master Burglar, is why you are here.”

[All the dwarves look at Bilbo, and he looks bewildered, but resolute.]

[In Bard’s house, Kili is laying on a bed and moaning and straining in pain. His face is covered in sweat.]

[Kili:] “Ah! Ugh! Argh!”

[As he continues moaning, Bofur fills a bowl with hot water and rushes to him.]

[Fili:] “Can you not do something?”

[Oin:] “I need herbs, something to bring down his fever.”

[Bard searches through his bag of medicines.]

[Bard:] “I have nightshade, feverfew...”

[Oin:] “They’re no use to me. Do you have any Kingsfoil?”

[Bard:] “No, it’s a weed. We feed it to the pigs.”

[Bofur:] “Pigs? Weed? Right.”

[Bofur points at Kili.]

[Bofur:] “Don’t move.”

[Bofur then runs out of the house in search of pigs and Kingsfoil.]

[Balin and Bilbo walk into a tunnel leading to 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. You’ll know it when you see it.”

[Bilbo:] “Alright.”

[Balin begins to walk back down the tunnel, but then pauses.]

[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.”

[Bilbo:] “No, Balin, I promised I would do this, and I think I must try.”

[Balin looks at Bilbo, then 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.”

[They nod at each other, and Bilbo proceeds down the tunnel while Balin turns back.]

[Balin:] “Oh, and Bilbo...if there is, in fact, a live dragon down there, don’t waken it.”

[Bilbo looks worried, but nods. He walks a few more steps, then turns as if to ask a question, but Balin is already disappearing around a corner. Bilbo tiptoes toward Smaug’s lair.]



[In Dol Guldur, it is getting dark, and Gandalf continues searching the ruins. He passes several hanging metal cages full of spikes, each with a skeleton chained inside.]

[Gandalf:] “Cé ná ulco síis nurtaina...I ettuluvas caninye! Cánin i sá tanuvaxe!”

[He walks out onto an open platform and shouts his spell, then strikes his staff against the ground. The concealment-revealing energy bubble expands around him, and it reveals Azog leaping at Gandalf with his mace raised. Gandalf only has the time to raise his sword and staff before Azog strikes him with his mace, sending Gandalf and his weapons flying. Gandalf lies on the ground, and multitudes of now-revealed Orcs stand behind Azog. Azog laughs evilly.]

[Azog:] “_ _ _” [Subtitle: You have come too late, Wizard! It is done.]

[Azog raises his mace and swings to finish Gandalf off, with some of his Orcs running up as well, but Gandalf manages to scramble up with his staff and point it at Azog. The staff causes some sort of invisible barrier which stops Azog in his tracks.]

[Gandalf:] “Where is your master?”

[Azog roars and runs at Gandalf again, but Gandalf’s staff stops him and the Orcs behind him.]

[Gandalf:] “Where is he??”

[Azog:] “_ _ _” [Subtitle: He is everywhere. We are legion!]

[Gandalf backs into the corner of the platform; while holding Azog at bay with his staff, Gandalf looks at the lower lowers of Dol Guldur behind him and sees hordes of Orcs and Wargs below, all armed for war.]

[Azog:] “_ _ _” [Subtitle: It is over.]

[As Azog raises his mace, Gandalf shouts and swings his staff. There is a blinding flash of light and a thunderclap. When Azog and his Orcs open their eyes, Gandalf has disappeared, but they hear his footsteps]

running away.]

[Azog:] “ ___ ” [Subtitle: Run him down.]

[Gandalf runs the ruins as Orcs on Wargs chase him. He runs out of a building onto a bridge and strikes the building with his staff, causing parts of it to crumble and fall down, crushing the Wargs on his tail and destroying the bridge.]



[In the distance, Azog roars. Gandalf continues running, and he is running out onto a larger bridge when suddenly, a voice sounds out of the darkness.]

[Necromancer:] “ ___ ” [Subtitle: There is no light, Wizard...]

[Gandalf stops short as a massive cloud of shadow appears on the bridge in front of him. It is the Necromancer.]

[Necromancer:] “ ___ ” [Subtitle: ...that can defeat darkness.]

[Gandalf raises his staff and forms a protective spherical shield of light around himself, about 60 meters in diameter. Tendrils of shadow try to pierce the shield, but cannot. As the shadow continues pounding at the shield, Gandalf struggles, and the shield grows smaller. Gandalf yells, and the shield grows larger again. However, the shadow grows even stronger, strong enough to disintegrate the bridge in front of Gandalf's shield. The shield grows smaller and smaller, until it is barely bigger than Gandalf. Gandalf opens his eyes in shock, and his shield completely disappears, and he is pushed back. The shadow rushes at him, but he manages to form his shield again. He falls onto his knees, holding his staff above his head, and the shield continues to grow and shrink. Finally, the shadow pushes so hard that Gandalf's shield collapses, and he falls back.]



[The shadow turns into a wreath of flames, and Gandalf holds his staff above his head with both hands. The flames turn into the slit pupil of an eye, then slowly take the form of a tall man, wearing armor, and with a helmet shaped like spikes. It is Sauron. As Sauron approaches Gandalf, Gandalf's staff burns and disintegrates away to nothing. The shadows pick Gandalf up into the air and then slam him down on the stones. They then hurl him into a wall and hold him there. The wall around him crumbles and falls in the presence of Sauron. Sauron looks at Gandalf, and the flames around him seem to explode, forming the Eye of Sauron with his body at the center like an iris. Gandalf, recognizing the Necromancer for what it really is, moans out his name, while his face is covered with burns.]

[Gandalf:] “Sauron.”



[The camera zooms into Sauron's eye, in which is another flaming eye with Sauron's body in the middle, and we zoom into this eye, and its eye, and so on. Gandalf is knocked out by the hypnotic illusion.]

[Bilbo quietly walks through a large doorway and finds himself in a massive hall. He whispers out loud.]

[Bilbo:] “Hello?”

[He knocks quietly on the wall beside him, but the sound is intensified loudly as it echoes, and he jumps and presses himself against the wall in shock. Seeing no reaction to the noise, he walks out into the hall on an elevated walkway.]

[Bilbo:] “You’re not at home. Not at home. Good. Good, good, good.”

[Bilbo, at the top of a staircase, suddenly stops walking and his mouth hangs open in shock. He sees mountains of gold, jewels, weapons, cups, and all sorts of treasure piled dozens of feet high all throughout the immensely massive hall.]



[Bilbo climbs down the stairs and carefully begins to walk atop the treasure. He tries to be quiet, but the coins and jewels beneath his feet make a lot of noise. He pokes around, looking for the Arkenstone. He finds a large white jewel and examines it.]

[Bilbo:] “What’s that?”

[He shakes the jewel and continues examining it; deciding that it’s not the Arkenstone, he carelessly throws it aside, then jumps when it clatters and makes a lot of noise.]

[Bilbo:] “Sushh, sushh.”

[He continues to look around.]

[Bilbo:] “Arkenstone, Arkenstone...a large, white jewel. Very helpful.”

[Bilbo is surrounded by so much treasure that it would be impossible for him to find one particular jewel out of all of it.]

[Bilbo climbs up a mountain of gold. He picks up a golden cup, and this action starts a small avalanche of coins. Bilbo looks up and sees the coins falling away to reveal Smaug’s eye, which is shut. Bilbo jumps behind a stone pillar in fright. All is silent, and it seems like Smaug is still asleep. Suddenly, Smaug snorts, and the treasure around his nose falls away, revealing it. Bilbo, panting, slowly tries to make his way down the pile of gold, but stops short when he realizes that Smaug’s body is buried in a large circle around where he is standing. The gold all along Smaug’s body begins to ripple as he awakens.]



[Bilbo takes a few steps, then pauses and kneels as Smaug begins to raise his head, his eye still closed. As Smaug opens his eye, Bilbo runs and dives behind a pile of gold.]

[As Smaug's eye looks around, Bilbo reaches into his pocket and pulls out the Ring. He looks at it for several seconds, then looks up as Smaug begins to raise his head. He puts the Ring on, and becomes invisible. Smaug raises his head and sniffs the air.]

[Smaug:] "Well, thief, I smell you. I hear your breath. I feel your air. Where are you?"

[As Smaug says this, he moves his head back and forth around the place where Bilbo is invisibly standing, and Bilbo has to duck to avoid being knocked over.]



[Bilbo panics and runs down the mountain of treasure. Even though he is invisible, Smaug can see where he is going because of the coins he's dislodging with his feet while running. Smaug follows rapidly. Bilbo ducks behind a stone outcropping as Smaug continues searching.]

[Smaug:] "Come now, don't be shy. Step into the light. Mmm, there is something about you, something you carry. Something made of gold, but far more...PRECIOUSSSSS."

[While saying this, Smaug's head is right in front of Bilbo's hiding place. As Smaug says "Precious," the word reverberates in Bilbo's head over and over and he strains in mental pain. A flaming eye bursts into his vision, and he yanks the Ring off, becoming visible to Smaug.]

[Smaug:] "There you are, thief in the shadows."

[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."

[Hearing this, Smaug stomps several yards away and draws himself up so his entire body is visible to Bilbo. He is a massive dragon with two back legs, two massive, bat-like wings with claws, and both his neck and tail are incredibly long. His head alone is the size of a school bus.]

[Smaug:] "And, do you you now?!!!"

[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- no, 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 as he asks this. Bilbo opens his mouth to speak but then suddenly sees something off to the side. It is the Arkenstone; a small, white gem glowing with an unnatural light, buried under one layer of coins.]

[Bilbo:] "I- I come from under the hill."

[Smaug:] "Underhill?"

[Bilbo nods, and sneaks a peek at the Arkenstone. It is not far away from him.]

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

[Smaug:] "Impressive. What else do you claim to be?"

[Smaug snakes his head forward until his teeth are inches from Bilbo's face. As Smaug exhales, Bilbo grimaces at his breath.]

[Bilbo:] "I am...luck-wearer. Riddle-maker."

[Smaug:] "Lovely titles; go on."

[Bilbo:] "Barrel-rider."

[Smaug:] “Barrels? Now that is interesting. And what about your little dwarf friends? Where are they hiding?”

[Bilbo:] “Dw- Dwarves? No, 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, and Bilbo gasps. The Arkenstone bounces down the mountain, and Bilbo runs after it.]

[Smaug:] “Did you think I did not know this day would come, when a pack of canting dwarves would come crawling back to the mountain?!”

[Bilbo trips and slides down the gold. Smaug follows after him, knocking over as massive stone pillar in his rage. As the pillar falls, its reverberations sound throughout the mountain. Even the dwarves sitting in the clearing above the secret stairs hear it and stand up.]

[Dori:] “Was that an earthquake?”

[Balin:] “That, my lad...was a dragon.”

[Thorin looks worried.]

[The reverberation reaches as far as Laketown; in Bard’s house, everyone looks up at the sound, and dust falls from the ceiling. Kili is still moaning in pain.]

[Sigrid:] “Da?”

[Bain:] “It’s coming from the mountain.”

[Fili leaves Kili’s side and approaches Bard.]

[Fili:] “You should leave us. Take your children; get out of here.”

[Bard:] “And go where? There is nowhere to go.”

[Tilda:] “Are we going to die, Da?”

[Bard:] “No, darling.”

[Tilda:] “The dragon, it’s going to kill us.”



[Bard looks at his children worriedly for a moment, then reaches up and pulls a black arrow, the last of the three that Girion had in Dale, from where it had been hidden as a drying rack for plants. His children look at the arrow in shock.]

[Bard:] “Not if I kill it first.”

[Smaug:] “The King under the mountain is dead. I took his throne.”

[Smaug looks for Bilbo, and Bilbo burst out of a pile of gold beneath Smaug’s claw. Bilbo runs down a staircase, and leaps off the side as Smaug’s head swings at him.]

[Smaug:] “I ate his people like a wolf among sheep.”

[As the Arkenstone bounces rapidly down the mountain of gold, Bilbo slides rapidly after it with Smaug in pursuit.]

[Smaug:] “I kill where I wish, when I wish. My armor is iron.”

[The Arkenstone and Bilbo slide under a covered stone structure; Smaug opens his wings and glides down to land atop the structure.]

[Smaug:] “No blade can pierce me!”

[In Laketown, Bard and Bain sneak through the town. Bard is holding the arrow. Bard look around a corner to check whether all is clear.]

[Bard:] “Alright.”

[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 puts his arm on Bain’s shoulder and indicates the tower with the dwarvish wind-lance on top.]



[Bard:] “Listen to me carefully: I need you to distract the guards. Once I’m at the top of the tower, I’ll set the arrow to the bow.”

[Just then, Braga and the other soldiers, who have been sent to find Bard, see him]

[Braga:] “There he is! Bard! After him!”

[Bard:] “Quickly! Down there! Go!”

[Bard and Bain run from the soldiers.]

[Braga:] “Stop him!”

[Bard and Bain run through shop and docks, knocking over various items in their way. The soldiers follow, yelling “Stop him!” The shopkeepers yell angrily at both parties. When they have put some distance in front of the guards, Bard stops Bain and hands him the black arrow.]

[Bard:] “Bain! Bain. Keep it safe. Don’t let anyone find it. I’ll deal with them.”

[Bain:] “I won’t leave you!”

[Bard:] “Go!”

[As Bain runs off, Bard turns and faces Braga, who has just caught up to him.]

[Bard:] “Braga.”

[Braga:] “You are under arrest.”

[Bard:] “On what charge?”

[Braga:] “Any charge the Master chooses.”

[Bard turns and sees that he is surrounded. He then turns back and suddenly punches Braga in the face, then punches his way through the soldiers and runs with the soldiers in pursuit. Bain, seeing the soldiers chase his father, jumps into a boat and hides the arrow beneath some ropes and fishing gear.]

[Bard runs through the town; he leaps across a channel using boats as stepping stones. He uses his momentum to cause the last boat to slide several feet across the water until he can step onto the opposite bank. A soldier trying to follow him slips and falls out of a boat into the water. Bard runs down an alley, but a foot is suddenly stuck out of a doorway and Bard trips over it, falling into a pile of wood. As he sits up, dazed, Alfrid steps forward, followed by the Master. As Bard struggles to get up, the Master lifts a wooden pole and hits Bard in the head with it, knocking him out.]

[The dwarves in the clearing on the mountain see an orange glow from the mountain coming through the door.]

[Ori:] “What about Bilbo?”

[Thorin:] “Give him more time.”

[Balin:] “Trying to do what? To be killed?”

[Thorin:] “You’re afraid.”

[Balin pauses for a moment, then steps up to Thorin.]

[Balin:] “Yes, I’m afraid. I fear for YOU. A sickness lies upon that treasure hoard, a sickness that drove your grandfather mad.”

[Thorin:] “I am not my grandfather.”

[Balin:] “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 disgustedly.]

[Balin:] “Bilbo. His name is Bilbo.”

[Thorin looks contemplatively out into the night.]

[Smaug is searching for Bilbo, who is hiding under the stone structure.]

[Smaug:] “It’s Oakenshield. That filthy dwarvish usurper! He sent you in here for the Arkenstone, didn’t he?”

[Smaug circles around the structure; Bilbo, hiding beneath it, sees the Arkenstone at the other end of the structure.]

[Bilbo:] “No, no, no. I don’t know what you’re talking about.”

[Bilbo starts to sneak over to the Arkenstone, but is forced to hide behind a pillar as Smaug looks beneath the structure.]

[Smaug:] “Don’t bother denying it. I guessed his foul purpose some time ago. But it matters not. Oakenshield’s quest will fail. The darkness is coming, it will spread to every corner of the land.”

[At Dol Guldur, Gandalf wakes up and finds himself trapped in one of the spiked, hanging metal cages he had seen before. He is bloodied, bruised, and burned. Hearing a horn, he looks down and sees legions of Orcs and Wargs march out of Dol Guldur, armed and equipped for war.]

[In Laketown, Bolg and his Orcs sneak around on the rooftops, looking for the dwarves.]

[Bolg:] “Shugi Khozd-shrakhun hum. Nuzdidiz.” [Rough translation: The filthy dwarf rats are somewhere here. I can smell them.]

[Bilbo is still hiding behind a pillar.]

[Smaug:] “You have been 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. 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.”

[Bilbo, hearing that Smaug is on top of the structure, seeks the Arkenstone lying a few feet away from the structure and makes a run for it. Smaug sees him and whips his tail, sending Bilbo, the Arkenstone, and gold flying. Bilbo tumbles and lands against a pillar.]

[Smaug:] “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 Smaug’s chest. He whispers to himself.]

[Bilbo:] “So it is true. The black arrow found its mark.”

[Smaug:] “What did you say??”

[Bilbo:] “Uh, uh, I was just saying your reputation precedes you, oh Smaug the tyrannical. Truly, you have no equal on this earth.”

[As Bilbo speaks, he slowly backs up. He is standing in a bare, open spot, and Smaug faces him. As he finishes speaking, Bilbo looks down and sees the Arkenstone lying just a few feet from him, and he gazes at it.]

[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.”

[Bilbo and Smaug face off; Bilbo pants. Then Smaug begins to rear his head.]

[Smaug:] “But I think not. I think our little game ends here. So tell me, thief, how do you choose to die?”

[Smaug’s chest glows with a light from inside, and Smaug’s head streaks forward, jaws open, to eat Bilbo. However, Bilbo puts on his ring and disappears, and Smaug’s jaws close on empty space. Angrily, he raises his head again, and the glow from his chest travels up his neck; roaring, Smaug bellows out a massive wall of flames over the area in which Bilbo had been standing. Unseen by him, coins on the ground move as an invisible Hobbit runs away and up some stairs. Reaching a hallway, Bilbo exhaustedly pulls off the Ring and continues running. Smaug rages about, blowing fire and destroying pillars. His roars echo in the distance.]

[In Laketown, Bard wakes up in a cell. Braga and his soldiers drink and party nearby. Bard rubs his head as he wakes, then jolts upright when he realizes he is in prison.]

[Bofur runs through Laketown, trying to find Kingsfoil. He smells some flowers on a windowsill and rejects them.]

[Bofur:] “Na.”

[As he continues running about, Bolg and other orcs spie him from a rooftop.]

[Orc:] “Khozd!” [translation: Dwarves!]

[Bolg growls softly. Bofur finds a pig eating some weeds; he yanks it out of the pig’s mouth and examines it, then smiles and turns to get back to Kili. Bolg and his Orcs follow on the rooftops.]

[At Bard's house, Sigrud leans over the balcony outside the front door, looking for her father. She hears a noise and calls out.]

[Sigrud:] "Da? Is that you, Da?"

[She looks around for Bard but doesn't look up and see Orcs creeping on the roofs of the neighboring houses. Inside, Oin hears a noise on the roof and looks up. As Sigrud turns to walk back inside, an Orc drops on the balcony behind her. She screams and slams the door, but the Orc stops it with his sword. Hearing the screams, Bain, Tilda, and the dwarves jump up.]

[As Bofur hurries toward Bard's house, an Orcs leaps at him from above. As the Orc swings its axe, Bofur falls backward and drops the Kingsfoil.]

[At the house, another door opens and an Orc strides inside. Oin throws a stack of plates at its head, but another Orc breaks through the roof and falls into the house. The first orc at the door swings at Sigrud, at she falls backward onto the table benches. She slides under the table and pulls the bench sideways next to her as a shield. Fili grapples with an Orc. As another orc falls in through the roof, Tilda throws a plate at it, then Sigrud pulls her under the table as well.]

[Sigrud:] "Get down!"

[An orc threatens Bain, and Bain pushes the bench at it, knocking it over. Bain then grabs the end of the bench and throws it up, hitting the Orc in the head. More orcs jump in through the roof, and one approaches Kili, who is lying in bed.]

[Bofur tries to crawl away, but the Orc grabs him by the legs and pulls him back, then throws him onto a table which tips and causes Bofur to roll away. The orc raises its sword to cut Bofur down, but is suddenly skewered by an arrow through its chest. It falls over dead.]

[In the house, the girls scream as an Orc flips over the table they were hiding under. Another Orc leaps to the balcony in front of the house, but suddenly, Tauriel appears and stabs it in the throat with her knife. She pulls out her other knife as well, and begins killing the Orcs in the house. Legolas jumps in through one of the holes in the roof. He too begins killing Orcs. An Orc approaches Kili and grabs him by the wounded leg. As Kili screams in pain, Tauriel throws her knife and it plunges into the Orc's throat. Legolas and Tauriel slay Orcs left and right. As an Orc runs at them, Fili grabs Bain and forces him down.]

[Fili:] "Get down!"

[Tauriel kills the Orc, then turns to kill another one. Kili stabs the Orc as well with the knife Tauriel had thrown earlier, and they together kill the Orc. But then, Kili falls over onto the floor, howling in pain, and Tauriel looks at him in worry.]

[An Orc, Bolg's lieutenant, flees from the house and jumps over the balcony, landing in a boat in the water below. He yells to Bolg, who is striding toward the house.]

[Orc:] "Ekinskeld. Obuguranid!" [Subtitle: Oakenshield has gone!]

[Bolg:] "Gur! Arangim!" [Subtitle: Fall back! Regroup at the bridge!]

[The remaining Orcs join him.]

[In the house, Legolas stabs an Orc and trips it, and it falls backward over the balcony railing and lands in the boat below. The boat acts like a seesaw and sends Bolg's lieutenant orc, who had jumped into the boat earlier, flying up into the air, where Legolas slices off its head with his knives. As the orc's body falls into the water below, its head still looks at Legolas. Legolas releases the head and it falls. Legolas looks and sees the remaining Orcs running through Laketown after Bolg.]



[Bofur dazedly gets up and sees the Kingsfoil lying in front of him.]

[In the house, Bain speaks to Tauriel amazedly.]

[Bain:] “You killed them all.”

[Legolas:] “There are others. Tauriel, come.”

[Legolas strides toward the door. Tauriel, who had been looking after Kili, looks up. Kili is on the ground, and Oin examines him.]

[Oin:] “We’re losing him!”

[Tauriel, looking shocked, looks at Kili, then at Legolas, who is waiting at the door.]

[Legolas:] “Tauriel.”

[Legolas looks at her for a moment and then walks out the door. Tauriel remains standing. Legolas jumps over the balcony and onto a bridge, then begins running. Tauriel looks away and begins to head out the door to follow Legolas. Just as she reaches the door, Kili moans in pain, and Tauriel turns to look at him. Legolas catches up to the Orcs and shoots one at point blank; the arrow goes all the way through its head and into the wood planking behind. Tauriel looks after Legolas, then at Kili again. Hearing a noise, Tauriel grabs her knives,

then sees Bofur running up with the Kingsfoil. Her eyes open in shock and she takes the leaves from Bofur's stunned grasp.]

[Tauriel:] "Athelas."

[She reverently examines it.]

[Tauriel:] "Athelas..."

[Bofur:] "What are you doing...?"

[Tauriel:] "I'm going to save him."

[In the mountain, Thorin has decided to save Bilbo. He charges with his sword out through the tunnels, and stops as flames light up the walls of the tunnel. He runs out onto the same overhang Bilbo had earlier reached, then stops abruptly when he sees the mountain of treasure all around him. He breathes heavily. Just then, Bilbo runs up to him.]

[Thorin:] "You're alive!"

[Bilbo:] "Not for much longer!"

[Thorin:] "Did you find the Arkenstone?"

[Bilbo:] "The dragon's coming!"

[Thorin:] "The Arkenstone!"

[They are both standing at the entrance to the tunnel, but Thorin is blocking Bilbo's way. They pause and look at each other for several seconds, then Thorin speaks again, more quietly.]

[Thorin:] "Did you find it?"

[They stare at each other for several seconds, panting heavily.]

[Bilbo:] "No. We have to get out."

[Bilbo tries to enter the tunnel, but Thorin swings his sword across it, blocking the entrance. He presses the blade against Bilbo, and Bilbo stumbles back, the sword still touching him. Bilbo and Thorin face each other, with the tip of Thorin's sword against Bilbo's chest.]

[Bilbo:] "Thorin. Thorin!"

[Thorin steps forward, forcing Bilbo to step back. Bilbo's eyes are open in fear, and Thorin's face is steel and blank of emotion. Suddenly, Bilbo looks off to the side, and Thorin hears a sound in that direction. He turns and sees Smaug approaching over the mountain of treasure. Smaug, recognizing Thorin, snarls. Suddenly, the

remaining dwarves run out of the tunnel and face Smaug, their weapons out. Smaug roars and rushes at them; his chest and neck glow orange.]

[Smaug:] “You will burn!”

[Just as Smaug bellows fire at them, the dwarves and Bilbo turn and jump off the staircase. They tumble down the pile of treasure and land near the entrance to another tunnel, which they run into.]

[Dori:] “Come on, Bilbo!”

[Angrily, Smaug breathes fire in all directions. Thorin, the last one in the door, is pushed in by the force of the flames. He runs into the room at the other end of the tunnel with the back of his coat on fire, and he throws himself on the ground and rolls to extinguish the flames. He jumps back up.]

[Thorin:] “Come on.”

[With Smaug roaring in the background, they run.]

[At Bard’s house, Tauriel washes and tears apart the Kingsfoil in a tub of water held by Tilda. Fili, Oin, and Bofur pick up a moaning Kili and lay him on the table and try to hold him down.]

[Tauriel:] “Hold him down.”

[She approaches with the bowl of water and examines Kili’s wound. Seeing how black and festered it is, she looks away in worry. As the others look on, Tauriel closes her eyes and begins chanting in Elvish while she kneads the soaked Kingsfoil in her hand, then presses it to Kili’s wound.]

[Tauriel:] “Menno o nin na hon i eliad annen annin, hon leitho o ngurth.” [Rough translation: May the blessing that was given to me be sent from me to him, may he be released from death.]

[Kili screams and thrashes in pain, and Sigrid jumps in to help hold him down. She calls her sister to come help as well.]

[Sigrid:] “Tilda!”

[Tauriel continues chanting; Fili looks at her strangely, and Oin listens in amazement through his fairly dented hearing trumpet. Kili begins calming down. In his hearing, it seems as though Tauriel’s voice has become echoing and all-encompassing. To his vision, she appears to start glowing like a star. He stares at her, glassy-eyed.]

[In Erebor, everything is quiet and dark. There is no sign of either the dragon or the dwarves. Suddenly, there are footsteps. The dwarves emerge out of a tunnel and approach a stone bridge over a chasm. Thorin raises his hand and quiets the group.]

[Thorin:] “Shh. Shh.”

[Dori:] “Quiet.”

[They near the foot of the bridge and Thorin peers around the edge of the tunnel, looking for any sign of Smaug. They all whisper.]

[Dori:] “We’ve given him the slip.”

[Dwalin:] “No, he’s too cunning for that.”

[Bilbo:] “So where to now?”

[Thorin:] “The western guardroom. There may be a way out.”

[Balin:] “It’s too high. There’s no chance that way.”

[Thorin:] “It’s our only chance. We have to try.”

[Quietly, they tiptoe across the bridge, looking all about. Suddenly, a coin falls to the floor right in front of Bilbo and rings loudly. They all freeze and look at Bilbo, who frantically checks his jacket to see if some coin had been stuck in a fold. Hearing another coin fall, they look up and see Smaug crawling just above them, looking for them. He hasn’t seen them. The coins that fell came from his chest and arms, where several coins and gems have embedded themselves after years of him sleeping on them. Thorin motions for them to keep moving.]

[At Bard’s house, Tauriel binds Kili’s leg with a clean cloth. Kili lies on the table with his head in a basket of walnuts. Oin and Fili are in the kitchen, watching a pot of water boil.]

[Oin:] “I’ve heard tell of the wonders of elvish medicine. That was a privilege to witness.”

[Kili slightly opens his eyes and looks at Tauriel.]

[Kili:] “Tauriel.”

[Tauriel:] “Lie still.”

[Kili:] “You cannot be her.”

[Tauriel looks up in confusion.]

[Kili:] “She is far away. Sh- She is far, far away from me, and she walks in starlight in another world.”

[Tauriel looks at Kili.]

[Kili:] “It was just a dream.”

[Kili slowly raises his hand and entwines his fingers with Tauriel's.]

[Kili:] “Do you think she could have loved me?”

[Tauriel is silent for a few moments, then opens her mouth to speak, but the scene cuts before she says anything.]

[In Erebor, the Company runs through a hall and emerge in the western guardroom.]

[Thorin:] “Stay close.”

[They all stop abruptly when they see that the guardroom is full of rotted, dust- and cobweb-covered corpses.]

[Dwalin:] “That’s it, then. There’s no way out.”

[It seems like a landslide or something has blocked the exit, trapping the dwarves in the past in the room to die.]

[Balin:] “The last of our kin. They must have come here, hoping beyond hope. We could try to reach the Mines. We might last a few days.”

[Thorin:] “No. I will not die like this. Cowering, clawing for breath. We make for the forges.”

[Dwalin:] “He’ll see us, sure as death.”

[Thorin:] “Not if we split up.”

[Balin:] “Thorin, we’ll never make it.”

[Thorin:] “Some of us might. Lead him to the forges. We kill the dragon. If this is to end in fire, then we will all burn together.”

[Thorin, Bilbo, and Balin run out onto the bridge from earlier.]

[Thorin:] “This way!”

[A booming sound comes from nearby, and Smaug appears.]

[Smaug:] “Flee, flee! Run for your lives! There is nowhere to hide.”

[Smaug goes at the three, but he turns at another sound. Dori, Ori, and Bombur are running on another bridge and yelling to distract Smaug.]

[Dori:] “Behind you!”

[Smaug looks at them, then lunges toward them. They turn and run.]

[Dori:] “Come on!”

[As Smaug chases the second group (Dori, Ori, and Bombur), the first group (Thorin, Bilbo, and Balin) continue across the bridge. Suddenly, the third group, Dwalin and Nori, run across another bridge and yell to distract Smaug.]

[Dwalin:] “Hey you! Here!”

[Smaug turns and jumps at them. They run off the bridge and into a tunnel just before Smaug’s claw lands where they were. The fourth group, Gloin and Bifur, use this chance to run across a bridge and make it into a tunnel as well. Angrily, Smaug blows fire after them. He blows rapidly in an arc all around him, into all the tunnels. His fire causes the stones beneath Gloin and Bifur to glow in heat. They reach a cliff and leap into the air, landing in large troughs which they slide down. They land in the buckets of a large hanging conveyor belt system used in the past for mining.]

[In Laketown, Bolg strides across a bridge and issues a command to his Orcs and Wargs who are waiting there.]

[Bolg:] “Zidgar Guldur-nar! Ekinskeld Erebor-nar nakhan!” [Subtitle: Send word to DoI Guldur! Oakenshield has reached the Mountain!]

[Bolg and the Orcs turn when they hear the sound of steel and fighting in the town behind them.]

[The sounds are coming from Legolas, who is still pursuing the Orcs and killing them with his knives.]

[Bolg turns back to the Orcs.]

[Bolg:] “Gur! Abguriz!” [Subtitle: Go! You! Come with me.]

[As the Orcs turn to leave, Bolg and two Orcs stride back toward the town. The remaining Orcs and Wargs gallop across a long bridge connecting Laketown to the mainland.]

[Bolg steps into a long alley just as Legolas enters it from the other side. They glare at each other, and Legolas whips out Orcrist, which he has been carrying at his hip. Holding it in both hands, he advances toward Bolg.]



[As they walk toward each other, the other two Orcs appear out of hiding spots on either side of the alley and attack Legolas. Legolas knocks the two of them down just in time to deflect a blow from Bolg. Legolas fights all three Orcs at once, and when he has knocked down the two again, he stabs at Bolg's stomach, but Bolg drops his weapon and catches Legolas's sword between his arm and ribs. He pulls Legolas closer to him using the sword and then throws him against a wooden pillar. Legolas drops the sword. Before he can get up, Bolg grabs him and throws him again, this time into a wall. Bolg strides over and kicks at Legolas, but Legolas manages to grab Bolg's leg and knock him off balance and into the wall behind him. Legolas leaps in the air and delivers a flying punch to Bolg's face. He grab's Bolg and smashes his head repeatedly into the wooden post. He throws Bolg against a wall, but Bolg rebound from the wall and grabs Legolas in a crushing embrace against his chest. He squeezes Legolas and Legolas strains in pain, then jerks his head back into Bolg's face, forcing him to release him. Legolas manages to pull out a knife and slice Bolg lightly on the stomach, but Bolg grabs him and throws him toward the other two Orcs, who have gotten back up. As Legolas fights the two of them with his knife, Bolg strides away, limping.]

[Legolas dispatches the two Orcs and runs over to where Orcrist is lying on the ground, and he picks it up. As he stands, he falls back against a wall in pain, breathing heavily. His eyes open wide in shock and he raises his hand to his nose. It comes away with blood, and he is shocked. He looks to the side and sees Bolg on a Warg, heading out of the town.]

[Bolg rides across the bridge on his Warg; close behind him is Legolas on a white horse.]

[Balin, Thorin, and Bilbo run through a large hallway. Balin turns into a side tunnel, but Thorin continues forward with Bilbo at his heels.]

[Balin:] "It's this way! This way! Come on!"

[Bilbo stops by the tunnel, and calls out to Thorin, who is still ahead.]

[Bilbo:] "Thorin!"

[Thorin turns and begins to go back to Bilbo and Balin, but stops suddenly. They all see Smaug at the end of the hallway. Thorin yells at Bilbo.]

[Thorin:] “Follow Balin!”

[Bilbo:] “Thorin!”

[Balin:] “Come on!”

[Balin pulls Bilbo into the side tunnel just as Smaug’s chest glows orange and he unleashes his fire throughout the hall. Thorin runs the other way and leaps into the air, falling into a deep pit. He catches onto a chain with a bucket at the end of it, and it begins descending just as Smaug leaps into the pit as well. Smaug claws his way down the tunnel, snapping at Thorin on the chain. Dwalin runs up to the mouth of the pit.]

[Dwalin:] “Thorin!”

[Dwalin smashes his axe into the machinery holding the chain Thorin is holding on to, and the chain stops descending abruptly. Beside Dwalin, a heavy holding bucket on the other end of the same chain begins descending rapidly, causing Thorin’s chain to fly upward. Thorin soars upward, narrowly missing Smaug’s head. Smaug turns and manages to grab the end of Thorin’s chain, stopping its movement. Smaug pulls down, at the machinery holding the chain at the top of the pit breaks free of its moorings and falls into the pit. Hit chain slack, Thorin falls and lands right on the tip of Smaug’s closed mouth. He stands on Smaug’s top lip as Smaug growls and opens his mouth; fire is visibly rising up his neck. Just as Smaug snaps closed his mouth to eat Thorin, Thorin leaps to the side and grabs another chain. Smaug turns to bite him, but the falling machinery strikes him in the face. Nori, at the top of the pit, hits another machine, and its gears spin rapidly, pulling Thorin on his chain rapidly upward. Smaug roars and blows smoke straight up the pit after Thorin. Thorin manages to reach the top and throw himself on a ledge just as the fire erupts beside him. He stumbles over to Nori.]

[Thorin:] “Go! Go!”

[Thorin and Nori run through narrow slits between tall, stone pillars and join the other dwarves and Bilbo. They are standing in front of several massive dwarf furnaces, each at least 10 yards high.]

[Dwalin:] “The plan’s not going to work. These furnaces are stone cold.”

[Balin:] “He’s right; there’s no fire hot enough to set them ablaze.”

[The furnaces are all dark, with no sign of fire within. Thorin turns back toward the pit.]

[Thorin:] “Have we not? I did not look to see you so easily outwitted!”

[Smaug’s claw emerges from the pit, his body following it. Thorin continues taunting him.]

[Thorin:] “You have grown slow and fat in your dotage.”

[Smaug snarls at Thorin in anger.]

[Thorin:] “Slug.”

[As Smaug snarls and advances, Thorin gets behind a pillar and yells to the others to do the same.]

[Thorin:] “Take cover. Go!”

[They all rush behind pillars just as Smaug unleashes his flame at them. The fire goes past the pillars and reaches all the way to the furnaces. The dwarves and Bilbo, though not in the direct path of the fire, yell from the pain, heat, and pressure. As Smaug stops, fire suddenly comes out of the bottoms of the furnaces, and they begin glowing and working. Smaug growls in confusion and anger. The dwarves run from the pillars as Smaug begins battering at them with his head. They are immensely strong, like a latticework of metal, but they begin to bend under Smaug’s tremendous strength.]

[Thorin:] “Bombur! Get those bellows working. Go!”

[Bombur:] “Alright!”

[Bombur runs and leaps onto a chain next to a forge. The chain slides down with his weight, and he lands on the handle of a massive bellows. The bellows compress and blast air into the furnace, which exhumes bright blue flames. On top of the furnaces is a massive pile of unrefined gold, at least 10 yards in diameter.]

[Thorin turns and sees the latticework continue to bend from Smaug’s bashing.]

[Thorin:] “Bilbo! Up there, on my mark, pull that lever.”

[He points Bilbo toward a lever high up on a mound, and Bilbo runs toward it. The dwarves run toward the forges as the latticework begins to break. Thorin grabs Balin.]

[Thorin:] “Balin, can you still make some flash-flame?”

[Balin:] “Aye. It’ll only take a jiffy.”

[Balin grabs some of the other dwarves to help him.]

[Balin:] “Come on!”

[As Balin runs off, Dwalin looks at the latticework, which is bending dangerously from Smaug’s blows.]

[Dwalin:] “We don’t have a jiffy.”

[Under the force of Smaug’s onslaught, the latticework finally gives way and falls to the ground. Smaug storms into the furnace room. He looks about, growling.]



[In a storage room nearby, Balin and some other dwarves frantically mix together various powders into jars to make flash-flame bombs.]

[Balin:] “Where’s the sulfur?”

[Dori:] “You sure you know what you’re doing?”

[Bilbo clammers up some steps and reaches the lever mounted high on a tower; Smaug begins walking toward him.]

[Balin chuckles as he pours a vial of powder into empty jars.]

[Dori:] “Come on!”

[Smaug walks toward Bilbo.]

[Balin drops some small ball into each jar.]

[Smaug raises his head to look at Bilbo, then looks to the side and sees Thorin standing there. Smaug turns and snarls at Thorin, and Thorin yells to Bilbo.]

[Thorin:] “Now!”

[Bilbo jumps into the air and pulls down on the lever just as Thorin lunges toward Thorin. Huge jets of water burst out of carved faces in the wall behind Bilbo and slam into Smaug, knocking him off balance and quenching the flames he was beginning to blow at Thorin. Smaug slides into the side of a furnace from the force of the water, and the glow in his chest disappears. Roaring in rage, Smaug flaps into the air and begins thrashing about madly. The jets of water cause a watermill to begin turning some gears, which causes the various rope conveyor belts to begin operating. Some of them are full of heavy chunks of rock and ore.]

[Bombur continues going up and down on his chain, pumping the bellows and turning the furnace fire blue.]

Atop the furnaces, the solid impure gold begins to glow and melt. Smaug begins crawling toward Thorin again. Above him, Gloin and Bifur have arrived on the bucket conveyor belt. As Bilbo begins to climb down the mound, Smaug approaches Thorin. Suddenly, there is a flash of blue light on the side of his head. Balin, Ori, and Dori are throwing flash-flame bombs at Smaug. However, Smaug is not at all fazed by them and continues toward Thorin. Above Smaug, Gloin raises his axe and cuts the rope of the conveyor belt full of heavy rocks below him, dropping tons of rocks on Smaug and making him fall to the ground, roaring.]

[The gold atop the furnaces is completely melted now. Thorin runs over to a furnace and pulls on a chain, opening a gate which allows the molten gold to flow out of the furnaces and through troughs built into the ground.]

[Smaug, tangled in the ropes of the conveyor belt, thrashes about and hits the rope of the conveyor belt Gloin and Bifur are in, breaking it and knocking it to the floor.]

[Gloin:] “Noo! Ahhh!”

[They miraculously land on the ground unhurt. Beneath Smaug, rivers of molten gold flow through the troughs on the floor. Thorin turns and begins running, shouting back at the dwarves.]

[Thorin:] “Lead him to the Gallery of the Kings!”

[As Smaug thrashes about, one of the heavy metal buckets tangled on him goes flying toward Bilbo on top of the mound. Bilbo yells and ducks, and the bucket misses him but takes large chunks out of the wall.]

[Thorin grabs a wheelbarrow and runs while pushing it, dodging Smaug’s thrashing limbs. Smaug’s tail smashes into the base of the mound, cracking it and worrying Bilbo. Thorin throws the wheelbarrow into a channel of gold and leaps into the wheelbarrow; it floats on the gold and is carried along. Seeing this, Smaug roars and whips his head around, finally getting rid of the ropes and buckets tangled around him. He stomps over to a small entrance at the base of the mound where all the troughs of liquid gold join and lead out of the room. Before he can get to Thorin, Thorin on his wheelbarrow floats through the entrance, just as the mound collapses and Bilbo falls. He manages to hit the ground rolling. Smaug sees Bilbo and snarls. Thorin turns his head back and yells.]

[Thorin:] “Keep going, Bilbo! Run!”

[Bilbo takes off running with Smaug in pursuit; he leaps onto a large stone slide before Smaug can grab him, and Smaug slides after him, demolishing all the stone structures nearby with his wings.]

[The trough Thorin is floating in ends at a drop; as his wheelbarrow goes over the edge, Thorin leaps from it and grabs onto a chain. The molten gold drops into a large stone mold.]

[Bilbo, running from Smaug, runs through a doorway and into a massive hall adorned with banners hundreds of feet tall.]



[Just as he runs in, the wall above the doorway explodes as Smaug jumps through it. Bilbo runs frantically from the flying rocks, but is caught beneath the cloth of a falling banner and knocked to the floor. Smaug leaps to the floor and shouts angrily.]

[Smaug:] “You think you could deceive me, Barrel-rider?”

[Bilbo peaks out from the edge of the banner.]

[Smaug:] “You have come from Laketown. There is- is some sort of scheme hatched between these filthy dwarves and those miserable cup-trading Lakemen. Those sniveling cowards with their longbows and black arrows!”

[Smaug is talking to himself, and his voice breaks in both anger and fear when he mentions the black arrows.]

[Smaug:] “Perhaps it is time I paid them a visit.”

[Smaug turns to go to Laketown, and Bilbo gasps.]

[Bilbo:] “Oh, no.”

[He scrambles out from under the banner and yells at Smaug.]

[Bilbo:] “This isn’t their fault! Wait! You cannot go to Laketown.”

[Hearing this, Smaug stops for a moment, then turns toward Bilbo, who is running after him.]

[Smaug:] “You care about them, do you? Good. Then you can watch them die.”

[Smaug turns and strides off down the hall. Suddenly, a voice sounds from one end of the hall, where there is a massive stone structure that looks roughly like a dwarf. The voice is Thorin’s; he is standing atop the structure.]

[Thorin:] “Here, you witless worm!”

[Smaug stops in his track, snarling and squinting in anger. He then turns toward Thorin.]

[Smaug:] “You.”

[Thorin:] “I am taking back what you stole.”

[Smaug slowly stalks toward Thorin.]

[Smaug:] “You would take nothing from me, Dwarf. I laid low your warriors of old. I instilled terror in the hearts of men. I am King under the Mountain.”

[His head is level with Thorin now; Bilbo watches from an adjoining hall.]

[Thorin:] “This is not your kingdom. These are dwarf lands, this is dwarf gold, and we will have our revenge.”

[Unseen by Smaug, there are chains attached to various places on the back of the stone dwarf structure Thorin is standing on, and the ends of these chains are held by the other dwarves. As Thorin speaks, Smaug’s chest and neck glow with fire, and Thorin slowly reaches up toward a rope above him. Just as Smaug opens his mouth, Thorin yells something in Khuzdul.]

[Thorin:] “ — — — ”

[Thorin yanks on the rope, and a pin behind the stone falls out, releasing heavy wooden bands and chains that had been wrapped tightly around the stone. Smaug rears his head in confusion. The other dwarves pull mightily on their chains, and more pins similar to the first are pulled out of the stone. The stone structure, which is now revealed to be the mold into which the liquid gold from earlier poured into, falls apart and reveals a massive statue of a dwarf king, made entirely out of solid gold. Thorin swings away on a rope to escape the falling rocks. Smaug looks at the golden statue, which is even larger than him, in awe and desire. As he approaches it, his mouth opens slightly in greed.]



[Suddenly, the gold around the statue’s eyes warps and then explodes into liquid; the gold in the statue had not yet fully solidified, and the entire statue collapses and explodes into burning hot liquid. Smaug roars in anger as the statue melts, and scrabbles backward to escape the gold. However, he cannot move fast enough and

the tidal wave of gold hits him and knocks him over. As he roars, he is entirely smothered and drowned in the gold, which fills the entire hall in a layer several feet deep.]

[The gold settles, and no sign of Smaug is seen. The dwarves begin to smile in joy, but suddenly, the surface of the golden lake explodes as Smaug leaps out. He is entirely covered in gold, and he screams in anger and pain.]

[Smaug:] “Ahh! Revenge?! Revenge! I will show you REVENGE!”

[As the dwarves and Bilbo look on in shock, Smaug runs down the hallway and takes off in flight.]

[Outside the mountain, it is night; we see the great doors of Erebor closed and shut. Suddenly, the side of the mountain breaks as an enraged Smaug smashes his way out. He flaps his wing and lifts off into the sky, spinning and causing the remaining gold on him to fall off in a golden shimmer. He swoops off toward Laketown.]

[In Laketown, people see the fire and light coming from the previously closed gates of Erebor, and they shout and cower in fear. Bard grabs the bars of his cell in shock. In Bard’s house, the dwarves, children, and Tauriel look about in fear.]

[Bilbo runs out of the destroyed gates of Erebor and climbs up some ruins, looking after the flying Smaug. He falls to his knees.]

[Bard yells to Braga and the soldiers, who are partying in their barracks nearby, but they ignore him.]

[Bard:] “Listen to me! You don’t know what is coming!”

[Smaug soars through the air toward Laketown, talking to himself.]

[Smaug:] “I am fire. I am...DEATH!”

[Watching him fly away, Bilbo despairingly pants and looks on in shock.]

[Bilbo:] “What have we done?”

[The scene fades to black. As the credits roll, Ed Sheeran’s song “I See Fire” plays.]

Made by gplus.to/TheHobbitMovies

Corrections by www.council-of-elrond.com and www.theonering.net.

The dialogs in the languages of Middle-earth were provided by www.elendilion.pl.

This transcript is not in any way meant to replace watching the movie; it is a fan-made supplement.

We do not claim any rights to the movie.

All images herein are official movie stills which had previously been released online.

Please circle [The Hobbit Movies](#) on Google+ if you enjoy reading this transcript! See also:

[The Hobbit: An Unexpected Journey - Movie Transcript \(With Images\)](#)

[The Hobbit: The Desolation of Smaug - Movie Transcript \(With Images\)](#)

[The Hobbit: The Battle of the Five Armies - Movie Transcript \(With Images\)](#)

[The Hobbit: An Unexpected Journey - Movie Transcript \(Without Images\)](#)

[The Hobbit: The Desolation of Smaug - Movie Transcript \(Without Images\)](#)

[The Hobbit: The Battle of the Five Armies - Movie Transcript \(Without Images\)](#)
