ORIGINAL MOTION PICTURE SOUNDTRACK
SPECIAL EDITION

THE HOBBIT
THE DESOLATION OF SMAUG

Music Composed by
HOWARD SHORE
When I first hear the music that Howard Shore composes for our Tolkien movies, it is in somewhat different circumstances to yourself.

The last 4 months of post-production are increasingly stressful, days filled with editing, reviewing VFX shots, creating sound design, color grading, mixing the movie ... there is no end to it. Days start at 8am, and finish at 9pm or 10pm if we’re lucky. Rushing from one urgent meeting to the next.

It is right in the midst of this tiring whirlwind that I first listen to this music.

It was recorded in the Wellington Town Hall, New Zealand - not a studio, but a concert chamber built exactly 100 years ago. This was an era that pre-dates recorded music, but sound engineers back then knew how to use space, surfaces and volume to create the perfect live acoustic experience for the those people sitting in the concert chamber. A skill that is largely forgotten, or ignored, by today’s architects. By the 1920s, modernist design was already taking precedence over the listening experience. As far as acoustics go, this large auditorium at the bottom of the world is about as good as it gets.

Pete Cobbin, Abbey Road’s wonderfully inventive sound engineer, came to New Zealand armed with a formidable collection of his company’s microphones - 60-year-old valve mics that capture a resonance that no modern equivalents have been able to match. Pete has strategically positioned these to record not just the instruments, but the sound of this beautiful space. He has microphones aimed into corners, under balconies, to accurately capture the way these century old timbers carry, reflect and embrace music.

No matter where in the world you are right now, when you listen to this score, you will be sitting in the Wellington Town Hall.

And sitting in the Town Hall with you, is the New Zealand Symphony Orchestra - one of our country’s great treasures. We recorded 17 mins of Fellowship of the Ring with them back in 2001 for a very early reel that had to be screened months before the movie was finished - the entire Mines of Moria sequence. With virtually no film score experience back in those days, it was assumed that we would quietly replace their music when the “real” soundtrack was recorded much later. But we never did - it was that good.

I’m so thrilled that we have finally been able to unleash them on the entire score. The passion and joy of every member of this amazing Orchestra can be heard - this is a score that wears it’s heart on it’s sleeve. Conrad Pope, our conductor and senior orchestrator, has guided them with consummate skill and great humour.
We take our traditional closing credit song very seriously. It has to speak to the world of these movies, whilst having its own unique qualities. It’s always a tricky thing. Ed Sheeran is as big a fan of our movies as I have ever met - he also happens to be a brilliant singer/song writer. When I contacted Ed in London, asking if he’d consider doing the song for this movie, he was on a plane the next day. No contract, no business talk - it felt like he was here within seconds. We showed him the film, and this song is his immediate emotional response. It’s perfect.

Howard Shore - what can I say? His music soars and enriches way beyond its connection to our images. He truly has created an epic musical world of his own. A unique sound like no other. A year from now, we will be able to listen to well over 20 hours of musical story telling, that starts with An Unexpected Journey, and concludes with The Return of the King. That is Howard’s genius - he is carefully shaping this 6 part epic score as a fully unified narrative.

This is the second chapter.

Now their Unexpected Journey is underway, and our company of 13 Dwarves, a Wizard and a Hobbit move deeper into the world on their journey toward Erebor (the Lonely Mountain) and The Desolation of Smaug. Along the way, they encounter strange lands, frightening creatures and a number of mysterious characters. In a similar way the score of this movie takes its own musical journey beyond the early familiar themes, into exciting, uncharted territory.

Howard Shore is the 16th member of this company. Whilst his fictional colleagues are fully occupied escaping from spiders, dealing with the perils of Laketown, or bracing themselves for their inevitable encounter with Smaug, Howard is somehow able to slip away and find a quiet corner to work his own brand of magic. Here he composes music that charts their adventures, dangers and fears, like a musical diary. He is at their side every step of the way and we are the lucky recipients of his musical legacy.

For all the pressures that post-production brings, I myself have managed to slip away, and over these last few weeks I’ve spent 90 hours in Wellington Town Hall, listening to the NZSO record Howard’s rich, glorious music. What a great escape it has been. I would wake up and breeze through the work, fuelled by excitement at the impending 2pm recording time. Howard Shore at the top of his game - an experience like no other.

I am thrilled that you too have found time to slip away and join us.

Thank you.

PETER JACKSON
Wellington, NZ. 16th October, 2013
Album Produced by HOWARD SHORE

Executive Album Producers: PETER JACKSON, FRAN WALSH and PHILIPPA BOYENS

Music Composed by HOWARD SHORE

Music Conducted by CONRAD POPE
Orchestrations by CONRAD POPE and JAMES SIZEMORE

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Music Recorded at: WELLINGTON TOWN HALL
Music Mixed at: PARK ROAD POST

Music Performed by: NEW ZEALAND SYMPHONY ORCHESTRA
Concertmaster: VESA-MATTI LEPPANEN

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Smaug the Magnificent. Smaug the Stupendous. Smaug the Golden. Middle-earth's last great dragon took many titles, but to the Dwarves of Erebor he was principally known as the wicked worm who, ages ago, stole their treasure and robbed them of their home. Thorin Oakenshield never forgot his once-great kingdom, and he never forgave those who denied him his royal heritage. With a company of Dwarves—and a Hobbit burglar—at his side, Oakenshield sought to retake Erebor. But it would be no simple task. The first leg of the journey pitted the Company against brutish Trolls intent on cooking them on a spit, bloodthirsty Orcs seeking revenge, and a repulsive Goblin King whose lust for torture knew no limits. The deadliest foe, however, was yet to come, for the same road that leads Bilbo and the Dwarves to Erebor also leads them to The Desolation of Smaug. Now, Howard Shore—along with the New Zealand Symphony Orchestra—pushes deeper into the darker and more mysterious realms of J.R.R. Tolkien's Middle-earth with new character themes, new exotic instruments, and a newly elevated sense of danger. The road goes ever on, and the nearer the Dwarves draw to their home, the further Bilbo is torn from his.

Thorin's quest is fueled not only by pride, but also by a sense of history and heritage. As ruled by the House of Durin, the beauty and scope of Erebor was unrivaled in Middle-earth and it is this grandeur that he would reclaim. Shore's theme for the Dwarves' noble lineage begins over the same parallel harmonies...
as Thorin’s theme (A minor–G major), but it carries with it the memory of all that has come before—and of all that has been lost. The first half of the melodic line climbs to an A one octave above its starting point. But it is battered down and the second half must begin anew, this time rising more humbly before settling on a G one step lower than where the line first began. Humming male chorus roots the theme in the profoundly masculine tones of Dwarvish culture, but drained of its virility and power.

Thorin’s Dwarves are hardly inclined toward self-pity, of course, and the hardships they’ve endured only serve to steel their resolve. Never has Shore’s Erebor theme rung out truer or clearer, for the Lonely Mountain is now in sight.

The Company is almost home, and they know that somewhere within Erebor’s vast halls, the Arkenstone awaits them. The cherished Arkenstone, the glowing gem that once sat above the King’s throne, was lost when Smaug took the Lonely Mountain, but its luminous theme can still be heard amidst the kingdom’s ruins and memories. With uncharacteristic delicacy, chorus sings in Khuzdul: “Tân sanki zasairadìhu / Ata Raklaban” (“You will know it when you see it / It is the Arkenstone”).

\[\text{THE HOUSE OF DURIN}\]

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Bilbo Baggins is not the same Hobbit he was when Thorin and the Dwarves first arrived at Bag End. Time and experience have granted him a new appreciation for the Dwarves’ culture, and for their love of home. Bilbo is now a long way from his own home, though not so far that the music of Hobbiton cannot occasionally find him. The Shire’s sweet green melody appears when Bilbo reveals his innocent nature—and the waltzing D-minor motif associated with his fussiness appears when, perhaps, he remembers a bit of his old hidebound ways. However, it is an entirely different theme that most often accompanies Bilbo in *The Desolation of Smaug*. In a deep, cold cave in the Misty Mountains, Bilbo found a golden ring that he now keeps tucked away in his pocket. Each time he dons it, he is rendered invisible. Yet, the ring’s sad theme, which looms in circular patterns above sighing minor chords, suggests that there might be more to this trinket than Bilbo first imagined.
Of course, Middle-earth is brimming with sights beyond imagination. Having evaded Azog and his Wargs, Bilbo and the Dwarves meet Beorn, a furtive stranger who lives among the flora and fauna in a large wooden house near the Carrock. Beorn's theme sets a steady, deliberate melodic rise above a clawfooted tread of persistent accented chords in bristling low strings (A minor–F major). The two ideas appear both in contrapuntal overlaps and in isolation, in order to depict Beorn's complicated relationship with a world to which he no longer belongs.
With no other reasonable options before them, Thorin and Company must venture into Mirkwood, the dense forest that was known as Greenwood the Great until it grew twisted and corrupted. Mirkwood exerts a strong hallucinogenic influence over those who traverse it—a mind-bending confusion that throws bewildered travelers off their paths. The orchestra introduces the amorphous moans of bowed Tibetan Singing Bowls and the ghostly squeal of a waterphone as a six-note theme often blurs its first two notes into each other and then staggers back to its feet with a four-note tail.
This dilating haze makes Mirkwood the perfect environment in which to conceal evil; for under the cloak of its numbing effect, many predators hide their intents. Thus, a familiar figure returns to the score—an arachnoid eight-pitch tone row that was last heard in Rhosgobel. The Spiders of Mirkwood have returned! This time, their tone row leads to a series of clusters in scratching strings, which are spun into horrible interlocking webs. Another four-note stinger—this one based on an ever-changing set of descending pitches—sounds repeatedly in low voices, as the spawn of Ungoliant attempt to make a meal of the Dwarves.

There is more than ugliness in Mirkwood, however. Within the ruined forest lies the beautiful Woodland Realm, where Thranduil rules over the Wood-elves. The Wood-elves’ culture is quite different from those of Middle-earth’s other Elves. Though they appreciate nature and beauty, the Wood-elves are a wilder breed. First heard in An Unexpected Journey’s prologue, Shore’s theme for the Woodland Realm is often colored by exotic instruments (including tabla and frame drum), but its lean melodic contour speaks of a warrior culture given to suspicion and isolationism.
Thranduil’s son Legolas dutifully follows his father’s orders and defends their home from intruders, but privately he questions whether they are following the wisest course. For Legolas, Shore constructs a bolder variant on the Woodland Realm theme, which creates a conflict between Phrygian melodic lines and major-mode supporting harmonies that is reminiscent of the choreographic dash of Flamenco music. Though Legolas is doing his father’s will, there is a conflict within him—he knows that Middle-earth might one day need the Elves’ help.

Tauriel, the head of Thranduil’s Elven guard, also obeys her king, but she is young and impetuous, and more inclined to follow her heart than her people. Her principal theme—a rapid five-note slash—is even more dance-like than Legolas’, but its elegance and avidity is balanced by a razor-sharp fierceness. Tauriel is headstrong, yet there are few warriors more cunning than she.
Tauriel also yearns to understand more of the outside world, for there is also softness and kindness outside the seclusion of Mirkwood—and its light can shine in the least-suspected places. Philippa Boyens’ text “The White Light of Forever” acknowledges this openness in Tauriel’s character by combining Khuzdul and Sindarin lyrics with probing harmonic progressions: “Hae ephadron / theri thaur / am na dhû / las fir i ambar / A trehil i ‘alad ‘lân uir tri ‘willith” (“I go walking / Beyond the forest / Where the world falls away / And the white light / Of forever fills the air”).
Near the outer edge of Mirkwood, along the stony shores of the Long Lake’s tributaries, Bilbo and the Dwarves meet a grim-faced stranger named Bard who agrees to take them to Lake-town. Bard keeps his distance from the Dwarves, though it is apparent he needs their money. A strumming chordal device that alternates between B♭ minor and G minor suggests a reserved inner strength. More importantly, his athletic, brassy theme repeatedly stresses the opening interval of the Erebor theme, suggesting that he may be somewhat sympathetic to the Dwarves’ quest. However, the figure stops short and continues to circle these intervals before briskly heading off to other harmonic regions—perhaps Bard has misgivings as well.

In exchange for the Dwarves’ money, Bard agrees to take them to Esgaroth, a village of fishermen, merchants, and traders, known in the Common Speech as Lake-town. Built upon wooden pillars that extend to the bottom of the lakebed, Lake-town was once a thriving community that catered to the Dwarves of Erebor, the Elves of the Woodland Realm, and the Men of Dale. But after Smaug destroyed Erebor and Dale—and after the Elves became suspicious of all but their own kind—Lake-town fell upon hard times. It is now a cold, threadbare community where proper nourishment is a rare luxury. Shore’s Lake-town theme is a careworn shanty—a work song that’s as cold and raw-knuckled as the community it represents. Over a slowly treading accompaniment, it grinds and heaves with rhythmic regularity, pausing at each phrase-end to reflect, and to summon the strength to carry on.
The people of Esgaroth live with the failure of Girion, Lord of Dale, who long ago attempted to defend the region against Smaug’s attack. But his Black Arrows missed their mark, and the dragon ravaged the city to such a degree that even now, Girion’s failure is keenly felt.

Today, Esgaroth is governed by the Master of Lake-town, an oily, self-obsessed politician who regards his constituents as little more than ugly inconveniences. Shore’s courtly pavane—complete with clavichord, an ancient keyboard instrument—lends the Master a sense of stuffy pomposity, but it does not ignore his venal
inclinations. The theme constantly modulates and remains evasive—two bars in F minor, two bars in A♭
minor, two bars in C minor—even as the Master conveniently positions himself as a friend to the Dwarves. 
What’s more, cawing dissonances in high strings constantly interrupt the theme’s measured gentility, a dead
giveaway that the Master ultimately values no interests but his own.

Far from Lake-town, Gandalf sets out to investigate the questions that the White Council left unanswered.
Who is the mysterious Necromancer lurking in Mirkwood? Why was a Morgul-blade discovered at Dol
Guldur? Is there a new evil in the world—or has an ancient one returned? Gandalf’s theme still accompanies
his journeys across Middle-earth, but it’s now more rhythmically direct and given to dramatic expansion.
It has also exposed itself to a new darkness in Shore’s score, which assaults the line with contrapuntal intrusions. As *The Hobbit* progresses, this dark compositional vein becomes sturdier and more pronounced. Chromatic instabilities become locked into oppressive minor modes. Short, brusque statements are replaced with longer, more ambitious lines. Most unsettlingly, the score comes to favor thick, clotted minor chords that add the ninth in closed spacing. Beneath these smoldering telltale harmonies, voices sing a slow chanting line in Quenya that warns of “Ye i húna tanna cole” (“the bearer of a cursed sign”).
As the Company approaches the door to the Lonely Mountain, Shore momentarily lifts the sturdy Erebor theme out of its gloom by carrying it from G minor to A major, then from F minor to B minor to a glowing C Lydian. Flowing beneath, the Rivendell arpeggios honor Elrond’s contribution to the quest—for it was he who read the moon runes and led Thorin’s company to the door. Stepping inside, the Dwarves are overwhelmed by a sense of awe. Thorin’s theme sings proudly, but a rising clip of the first notes of the Shire theme announce that it is time for the Hobbit burglar to do his job.

The Dwarves’ treasure is held captive by a fire-drake whose might remains unmatched: the magnificent—the stupendous—the golden—Smaug the Destroyer. Smaug’s power is nearly beyond reckoning. The orchestra is consistently plated with unique instrumental tones. Chinese dizi flute, Japanese shakuhachi, and bass oboe whine and groan like his combustible breath. Tamboura and solo harp twang and resound like the halls of his vast, pilfered home. Ceng ceng cymbals, kettle gongs, and finger cymbals clink and clatter like the rolling mound of gold that makes his bed. And complex interlocking figures on gendèrs—keyed metallophones used in Balinese and Javanese gamelan music—create thick sonic patterns that are every bit as impenetrable as the scales that cover his vile hide.

With these anomalous tones set throughout the orchestra, Shore’s music for Smaug begins over a low heaving series of chords in low brass and divisi strings that alternate between major and minor settings of the same tonality. Above this, two intersecting lines twist and writhe in serpentine motion, creating, in the process, an enigmatic puzzle: the two lines’ openings are mirror images of one another. They are the same played back-to-front, front-to-back, or inverted. But therein lies the paradox, for although the lines are so thoroughly similar, they move at contrary rates. And where one descends with vicious rapidity, the other ponderously rises with an unhurried gait. Perhaps the indomitability of Smaug is itself a contradiction.
Howard Shore’s leitmotifs in *The Desolation of Smaug* are never still. The themes constantly grow and change as they move through Middle-earth’s dramatic landscape and collide with one another, often in spectacular fashion. And while many of the score’s developments and juxtapositions depict conflicts and tribulations, they are sometimes used to remind us that simplicity and decency are often right around the corner—for where there is a Hobbit, there is always hope.

DOUG ADAMS
Author, *The Music of the Lord of the Rings Films*
This is one of the first pieces I wrote for *The Desolation of Smaug*. The “Barrels Out of Bond” chapter in the book is such an iconic moment for the reader that it was a wonderful place to delve back into the score and the sounds of Middle-earth.

The score excerpt here is heard on the track “The Forest River.”

HOWARD SHORE
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**Music Composed by HOWARD SHORE**

**DISC 1**

1. The Quest for Erebor  
2. Wilderland  
3. A Necromancer *(Bonus Track)*  
4. The House of Beorn *(Extended Version)*  
5. Mirkwood *(Extended Version)*  
6. Flies and Spiders *(Extended Version)*  
7. The Woodland Realm *(Extended Version)*  
8. Feast of Starlight  
9. Barrels Out of Bond  
10. The Forest River *(Extended Version)*  
11. Bard, a Man of Lake-town *(Extended Version)*  
12. The High Fells *(Extended Version)*  
13. The Nature of Evil  
14. Protector of the Common Folk

**DISC 2**

1. Thrice Welcome  
2. Girion, Lord of Dale *(Extended Version)*  
3. Durin's Folk *(Extended Version)*  
4. In the Shadow of the Mountain  
5. A Spell of Concealment *(Extended Version)*  
6. On the Doorstep  
7. The Courage of Hobbits  
8. Inside Information  
9. Kingsfoil  
10. A Liar and a Thief  
11. The Hunters *(Extended Version)*  
12. Smaug *(Extended Version)*  
13. My Armor Is Iron  
14. "I See Fire" performed by Ed Sheeran  
15. Beyond the Forest

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* except Disc 2: track 14 Produced by ED SHEERAN