

STAR WARS: EPISODE II ATTACK OF THE CLONES

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1 EXT. SPACE - TITLE CARD 1

A long time ago in a galaxy far, far away...

A vast sea of stars serves as the backdrop for the main title. War drums echo through the heavens as a rollup slowly crawls into infinity.

There is unrest in the Galactic Senate. Several thousand solar systems have declared their intentions to leave the Republic.

The separatist movement, under the leadership of the mysterious Count Dooku, has made it difficult for the limited number of Jedi Knights to maintain peace and order in the galaxy.

Senator Amidala, the former Queen of Naboo, is returning to the Galactic Senate to vote on the critical issue of creating an ARMY OF THE REPUBLIC to assist the overwhelmed Jedi....

PAN UP to reveal the amber city planet of Coruscant. Two yellow Naboo Fighters fly OVER CAMERA toward the planet, followed by a large Naboo Cruiser and one more Fighter.

2 INT. NABOO CRUISER - DAWN 2

The LIEUTENANT and two SECURITY OFFICERS address SENATOR AMIDALA as the Cruiser nears the planet.

LIEUTENANT

Senator, we're making our final approach in to Coruscant.

SENATOR AMIDALA

Very good, Lieutenant.

3 EXT. CITYSCAPE, CORUSCANT - DAWN 3

The ships skim across the surface of the city landscape. The sun glints off the chrome hulls of the sleek Naboo spacecraft as they navigate between the buildings of the capital planet.

4

EXT. CORUSCANT, LANDING PLATFORM - DAWN

4

Two Naboo Fighters land on one leaf of a three-leaf-clover landing platform. The Naboo Cruiser lands on the central leaf, and the third Fighter lands on the remaining platform.

A small GROUP OF DIGNITARIES waits to welcome the Senator.

One of the FIGHTER PILOTS jumps from the wing of his ship and removes his helmet. He is CAPTAIN TYPHO, SENATOR AMIDALA'S Security Officer. He moves over to a WOMAN PILOT.

CAPTAIN TYPHO

We made it. I guess I was wrong,
there was no danger at all.

The ramp lowers. TWO NABOO GUARDS appear. SENATOR AMIDALA, ONE HANDMAIDEN (VERSÉ) and FOUR TROOPERS descend the ramp. AMIDALA is more beautiful now than she was ten years earlier when, as Queen, she was freeing her people from the yoke of the Trade Federation.

The DIGNITARIES start to move forward. SENATOR AMIDALA reaches the foot of the ramp, when suddenly there is a blinding FLASH and a huge EXPLOSION. The DIGNITARIES and PILOTS are hurled to the ground as the starship is destroyed.

Klaxons blare, alarms sound! CAPTAIN TYPHO and the TWO ESCORT PILOTS get up and run to where SENATOR AMIDALA lies dying. Beyond, ARTOO DETOO drops down from the Naboo Fighter and rolls toward the wreckage. The FEMALE ESCORT PILOT kneels by SENATOR AMIDALA and takes off her helmet, revealing SENATOR PADMÉ AMIDALA.

PADMÉ

Cordé...

She gathers up her decoy double in her arms. Cordé's eyes open. She looks up at her.

CORDÉ

...I'm so sorry, M'Lady... I'm...
not sure I... I've failed you,
Senator.

CORDÉ dies. PADMÉ hugs her.

AMIDALA

No...!

(CONTINUED)

CAPTAIN TYPHO

M'Lady, you are still in danger here.

PADMÉ lowers CORDÉ to the ground. She gets up and looks around at the devastation. There are tears in her eyes.

AMIDALA

I shouldn't have come back.

CAPTAIN TYPHO

This vote is very important. You did your duty - Cordé did hers. Now come.

(she doesn't respond)

Senator Amidala, please!

She turns. They walk away. ARTOO lets out a small whimper and rolls after them.

5 EXT. SENATE BUILDING - DAY 5

The massive Senate Building glistens in the afternoon sun. Small patches of fog have still to burn off.

6 INT. SENATE CHAMBER - DAY 6

The vast rotunda is buzzing with chatter. MAS AMEDDA, the Supreme Chancellor's majordomo, tries to quiet things down as PALPATINE confers with an AIDE, UV GIZEN, riding a small one-man floating scooter.

MAS AMEDDA

Order! We shall have order! The motion for the Republic to commission an army takes precedent, and that is what we will vote on at this time.

Everything quiets down. The AIDE disperses, and SUPREME CHANCELLOR PALPATINE steps to the podium.

PALPATINE

...My esteemed colleagues, excuse me... I have just received some tragic and disturbing news. Senator Amidala of the Naboo system has been assassinated!

There is a shock silence in the vast arena.

(CONTINUED)

PALPATINE (cont'd)

This grievous blow is especially personal to me. Before I became Chancellor, I served Amidala when she was Queen. She was a great leader who fought for justice, not only here in this honorable assembly, but also on her home planet. She was so loved she could have been elected Queen for life. She believed in public service, and she fervently believed in democracy. Her death is a great loss to us all. We will all mourn her as a relentless champion of freedom... and as a dear friend.

There is a moment of silence. ASK AAK, the SENATOR of MALASTARE, moves his pod into the center of the arena.

ASK AAK

How many more Senators will die before this civil strife ends! We must confront these rebels now, and we need an army to do it.

A second pod moves into the center of the area with DARSANA, the AMBASSADOR of GLEE ANSELM.

DARSANA

Why weren't the Jedi able to stop this assassination? We are no longer safe, under their protection.

SENATOR ORN FREE TAA swings forward in his pod.

ORN FREE TAA

The Republic needs more security now! Before it comes to war.

PALPATINE

Must I remind the Senator from Malastare that negotiations are continuing with the separatists. Peace is our objective here... not war.

The SENATORS yell pro and con. MAS AMEDDA tries to calm things down. SENATOR PADMÉ AMIDALA, with CAPTAIN TYPHO, JAR JAR, and DORMÉ, maneuver her pod into the center of the vast arena.

(CONTINUED)

AMIDALA

My noble colleagues, I concur with the Supreme Chancellor. At all costs, we do not want war!

The Senate goes quiet, then there is an outburst of cheering and applause.

PALPATINE

It is with great surprise and joy the chair recognizes the Senator from Naboo, Padmé Amidala.

PADMÉ

Less than an hour ago, an assassination attempt was made against my life. One of my bodyguards and six others were ruthlessly and senselessly murdered. I was the target but, more importantly, I believe this security measure before you, was the target. I have led the opposition to build an army... but there is someone in this body who will stop at nothing to assure its passage...

Many of the SENATORS boo and yell at SENATOR AMIDALA.

PADMÉ (cont'd)

I warn you, if you vote to create this army, war will follow. I have experienced the misery of war firsthand; I do not wish to do it again.

There is sporadic yelling for and against her statements.

PADMÉ (cont'd)

Wake up, Senators... you must wake up! If we offer the separatists violence, they can only show us violence in return! Many will lose their lives. All will lose their freedom. This decision could very well destroy the very foundation of our great Republic. I pray you, do not let fear push you into a disastrous decision. Vote down this security measure, which is nothing less than a declaration of war! Does anyone here want that? I cannot believe they do.

(CONTINUED)

There is an undercurrent of booing... and groaning. SENATOR ORN FREE TAA moves his pod next to AMIDALA.

ORN FREE TAA

My motion to defer the vote must be dealt with first. That is the rule of law.

AMIDALA looks angry and frustrated. PALPATINE gives her a sympathetic look.

PALPATINE

Due to the lateness of the hour and the seriousness of this motion, we will take up these matters tomorrow. Until then, the Senate stands adjourned.

7 EXT. EXECUTIVE QUARTERS BUILDING - DAY 7

The giant towers of the Republic Executive Building seem to reach the heavens. Traffic clogs the smoggy sky.

8 INT. CHANCELLOR'S OFFICE - DAY 8

CHANCELLOR PALPATINE sits behind his desk with TWO RED-CLAD ROYAL GUARDS on either side of the door. YODA, PLO KOON, KI-ADI-MUNDI, and MACE WINDU sit across from him. Behind them stand the Jedi LUMINARA UNDULI and her Padawan, BARRISS OFFEE.

PALPATINE

I don't know how much longer I can hold off the vote, my friends. More and more star systems are joining the separatists.

MACE WINDU

If they do break away -

PALPATINE

I will not let this Republic that has stood for a thousand years be split in two. My negotiations will not fail!

MACE WINDU

If they do, you must realize there aren't enough Jedi to protect the Republic. We are keepers of the peace, not soldiers.

(CONTINUED)

PALPATINE

Master Yoda, do you think it will really come to war?

YODA closes his eyes.

YODA

Worse than war, I fear... Much worse.

PALPATINE

What?

MACE WINDU

What do you sense, Master?

YODA

The Dark Side clouds everything.
Impossible to see, the future is.
But this I am sure of -
(opens his eyes)
Do their duty, the Jedi will.

A muted BUZZER SOUNDS. A hologram of an AIDE, DAR WAC, appears on the Chancellor's desk.

DAR WAC

(in Huttese)

The loyalist committee has arrived, my Lord.

PALPATINE

Good. We will discuss this matter later. Send them in.

They all stand as SENATOR AMIDALA, CAPTAIN TYPHO, MAS AMEDDA, DORMÉ, and SENATORS (BAIL ORGANA, JAR JAR BINKS and HOROX RYDER) and their ATTENDANTS enter the office. As YODA and MACE WINDU move to greet the SENATOR, YODA taps AMIDALA with his cane.

YODA

Padmé, your tragedy on the landing platform, terrible. With you the force is strong... young Senator. Seeing you alive brings warm feeling to my heart.

PADMÉ

Thank you, Master Yoda. Do you have any idea who was behind the attack?

(CONTINUED)

MACE WINDU

Our intelligence points to disgruntled spice miners, on the moons of Naboo.

PADMÉ

But I think that Count Dooku was behind it.

There is a stir of surprise. They look at one another.

KI-ADI-MUNDI

He is a political idealist, not a murderer.

MACE WINDU

You know, M'Lady, Count Dooku was once a Jedi. He couldn't assassinate anyone. It's not in his character.

YODA

In dark times nothing is what it appears to be, but the fact remains for certain, Senator, in grave danger you are.

PALPATINE gets up, walks to the window, and looks out at the vast city.

PALPATINE

Master Jedi, may I suggest that the Senator be placed under the protection of your graces.

BAIL ORGANA

Do you think that is a wise decision during these stressful times?

PADMÉ

Chancellor, if I may comment, I do not believe the...

PALPATINE

..."situation is that serious." No, but I do, Senator.

PADMÉ

Chancellor, please! I don't want any more guards!

(CONTINUED)

PALPATINE

I realize all too well that additional security might be disruptive for you, but perhaps someone you are familiar with... an old friend like... Master Kenobi...

PALPATINE nods to MACE WINDU, who nods back.

MACE WINDU

That's possible. He has just returned from a Border dispute on Ansion.

PALPATINE

You must remember him, M'Lady... he watched over you during the blockade conflict.

PADMÉ

This is not necessary, Chancellor.

PALPATINE

Do it for me, M'Lady, please. I will rest easier. We had a big scare today. The thought of losing you is unbearable.

AMIDALA sighs as the JEDI get up to leave.

MACE WINDU

I will have Obi-Wan report to you immediately, M'Lady.

YODA leans into her ear.

YODA

Too little about yourself you worry, Senator, and too much about politics. Be mindful of your danger, Padmé. Accept our help.

The JEDI leave the office.

A graceful skyscraper twinkles in the evening light of Coruscant.

10

INT. APARTMENT BUILDING ELEVATOR - TWILIGHT

10

ANAKIN and OBI-WAN ride in a windowed elevator attached to the outside of the Senate Building. They are on their way to SENATOR AMIDALA'S apartments. ANAKIN nervously rearranges his robes.

OBI-WAN

You seem a little on edge, Anakin.

ANAKIN

Not at all.

OBI-WAN

I haven't felt you this tense since we fell into that nest of gundarks.

ANAKIN

You fell into that nightmare, Master, and I rescued you, remember?

OBI-WAN

Oh yeah.

(they laugh)

You're sweating. Relax. Take a deep breath.

ANAKIN

I haven't seen her in ten years, Master.

OBI-WAN

She's not the Queen anymore, Anakin.

ANAKIN

That's not why I'm nervous.

11

INT. APARTMENT BUILDING, APARTMENT CORRIDOR - TWILIGHT

11

The door to the apartment slides open. JAR JAR walks into the corridor, where TWO JEDI are exiting the elevator. He recognizes OBI-WAN and becomes extremely excited, jumping around, shaking his hand.

JAR JAR

Obi! Obi! Obi! Mesa sooo smilen to seein yousa. Wahooooo!

OBI-WAN smiles.

(CONTINUED)

OBI-WAN

It's good to see you, too, Jar Jar.

JAR JAR notices OBI-WAN'S APPRENTICE.

JAR JAR

...and this, I take it, is your
 apprentice... Nooooooooo! Annie?
 Nooooooooo! Little bitty Annie?
 (looks at Anakin)
 Nooooooooo! Yousa so biggen!
 Yiyiyiyyi! Annie!!

ANAKIN

Hi, Jar Jar.

JAR JAR grabs hold of ANAKIN and envelops him in a big hug.

JAR JAR

Shesa expecting yousa. Annie...
 Mesa no believen!

12

INT. SENATE BUILDING, APARTMENT - EVENING

12

PADMÉ is in a conference with CAPTAIN TYPHO and DORMÉ. JAR JAR enters the room, followed by the TWO JEDI.

JAR JAR

Mesa here. Lookie... lookie...
 Senator. Desa Jedi arriven.

PADMÉ and TYPHO rise as OBI-WAN and ANAKIN stop before the SENATOR. OBI-WAN steps forward. ANAKIN stares at PADMÉ. She glances at him.

OBI-WAN

It's a pleasure to see you again,
 M'Lady.

PADMÉ walks over to OBI-WAN and takes his hand in hers.

PADMÉ

It has been far too long Master
 Kenobi. I'm so glad our paths have
 crossed again... but I must warn
 you that I think your presence here
 is unnecessary.

OBI-WAN

I'm sure the Jedi Council has their
 reasons.

She moves in front of ANAKIN.

(CONTINUED)

PADMÉ

Annie?

(stares)

My goodness, you've grown.

They look at each other for a long moment.

ANAKIN

(trying to be smooth)

So have you... grown more beautiful, I mean... and much shorter... for a Senator, I mean.

OBI-WAN looks disapprovingly at his apprentice. PADMÉ laughs and shakes her head.

PADMÉ

Oh Annie, you'll always be that little boy I knew on Tatooine.

This embarrasses ANAKIN, and he looks down. OBI-WAN and CAPTAIN TYPHO smile.

OBI-WAN

Our presence will be invisible, M'Lady, I can assure you.

CAPTAIN TYPHO

I'm very grateful you're here, Master Kenobi. I'm Captain TYPHO, head of Her Majesty's security service. Queen Jamillia has informed you of your assignment. The situation is more dangerous than the Senator will admit.

PADMÉ

I don't need more security, I need answers. I want to know who is trying to kill me.

OBI-WAN

(frowning)

We're here to protect you Senator, not to start an investigation.

ANAKIN

We will find out who's trying to kill you Padmé, I promise you.

He's done it again. He bites his lip in frustration and shame. OBI-WAN gives ANAKIN a dirty look.

(CONTINUED)

OBI-WAN

We will not exceed our mandate, my young Padawan learner!

ANAKIN

I meant in the interest of protecting her, Master, of course.

OBI-WAN

We will not go through this exercise again, Anakin. And you will pay attention to my lead.

ANAKIN

Why?

OBI-WAN

What??!!

ANAKIN

Why else do you think we were assigned to protect her, if not to find the killer? Protection is a job for local security... not Jedi. It's overkill, Master. Investigation is implied in our mandate.

OBI-WAN

We will do exactly as the Council has instructed, and you will learn your place, young one.

PADMÉ

Perhaps with merely your presence, the mysteries surrounding this threat will be revealed. Now, if you will excuse me, I will retire.

Everyone gives AMIDALA a slight bow as she and DORMÉ leave the room.

TYPHO

Well, I know I feel a lot better having you here. I'll have an officer situated on every floor and I'll be at the control center downstairs.

JAR JAR

Mesa busten wit happiness seein yousa again, Annie. Deesa bad times, bombad times.

(CONTINUED)

CAPTAIN TYPHO leaves.

ANAKIN

She hardly recognized me, Jar Jar.
I've thought about her every day
since we parted... and she's
forgotten me completely.

JAR JAR

Shesa happy. Happier den mesa seein
her in longo time.

OBI-WAN

Anakin, you're focusing on the
negative again. Be mindful of your
thoughts. She was pleased to see
us. Now lets check the security
here.

ANAKIN

Yes, my master.

13 EXT. SKYSCRAPER LEDGE - NIGHT

13

An armor-clad bounty hunter, JANGO FETT, waits on the ledge
of a skyscraper as another bounty hunter, ZAM WESELL, a
CHANGELING, steps from her hovering speeder and approaches
FETT.

ZAM WESELL

I hit the ship, but they used a
decoy.

JANGO FETT

We'll have to try something more
subtle this time, Zam. My client is
getting impatient.

FETT hands ZAM a transparent tube about a foot long
containing centipede-like KOUHUNS.

JANGO FETT (cont'd)

Take these. Be careful. They're
very poisonous.

ZAM attaches her veil across the bottom of her face. She
turns to leave, but FETT calls her back.

JANGO FETT (cont'd)

Zam, there can be no mistakes this
time.

She turns again, and walks toward her speeder.

14 EXT. JEDI TEMPLE - NIGHT 14

The vast Jedi Temple sits on an endless flat plain, silhouetted by a against the traffic-filled sky.

15 INT. JEDI TEMPLE, CORRIDOR - NIGHT 15

MACE WINDU and YODA walk down the long hallway, silhouetted by a lit room at the end.

MACE WINDU

Why couldn't we see this attack on the Senator?

YODA

Masking the future, is this disturbance in the Force.

MACE WINDU

The prophecy is coming true, the Dark Side is growing.

YODA

And only those who have turned to the Dark Side can sense the possibilities of the future.

MACE WINDU

It's been ten years, and the Sith still have yet to show themselves.

YODA

...Out there, they are. A certainty that is.

There is a long silence as they walk away. Only footsteps are heard.

16 INT. APARTMENT BUILDING, AMIDALA'S APARTMENT, MAIN ROOM - NIGHT 16

ANAKIN is standing in the living room. He is in a meditative state. It is quiet. We hear DISTANT FOOTSTEPS in the corridor outside the apartment. Suddenly ANAKIN'S eyes pop open. His eyes dart around the room. He reaches for his lightsaber, then smiles and puts it back in his belt.

The door to the apartment slides open, and OBI-WAN enters.

(CONTINUED)

OBI-WAN

Captain Typho has more than enough men downstairs. No assassin will try that way. Any activity up here?

ANAKIN

Quiet as a tomb. I don't like just waiting here for something to happen to her.

OBI-WAN checks a palm-sized view scanner he has pulled out of his utility belt. It shows a shot of ARTOO by the door, but no sign of PADMÉ on the bed.

OBI-WAN

What's going on?

ANAKIN shrugs.

ANAKIN

She covered the cameras. I don't think she liked me watching her.

OBI-WAN

What is she thinking?

ANAKIN

She programmed Artoo to warn us if there's an intruder.

17

INT. APARTMENT BUILDING, AMIDALA'S APARTMENT, BEDROOM - NIGHT

17

PADMÉ is asleep in her bed, lit only by the light of the city outside her window coming through the blinds. ARTOO stands in the corner of the bedroom. His power is off.

OBI-WAN (V.O.)

It's not an intruder I'm worried about. There are many other ways to kill a Senator.

ANAKIN (V.O.)

I know, but we also want to catch this assassin. Don't we, Master?

18 INT. APARTMENT BUILDING, AMIDALA'S APARTMENT, MAIN ROOM - NIGHT 18

OBI-WAN
You're using her as bait??

ANAKIN
It was her idea... Don't worry, no harm will come to her. I can sense everything going on in that room. Trust me.

OBI-WAN
It's too risky... besides, your senses aren't that attuned, young apprentice.

ANAKIN
And yours are?

OBI-WAN
Possibly.

19 EXT. SKYSCRAPER LEDGE - NIGHT 19

Standing on the skyscraper ledge, ZAM WESELL loads the cylinder carrying the deadly KOUHUNS into a PROBE DROID. She sends the PROBE DROID out into the Coruscant night.

20 INT. APARTMENT BUILDING, AMIDALA'S APARTMENT, MAIN ROOM - NIGHT 20

ANAKIN and OBI-WAN continue their conversation, moving out onto the apartment's balcony.

OBI-WAN
You look tired.

ANAKIN
I don't sleep well anymore.

OBI-WAN
Because of your mother?

ANAKIN
I don't know why I keep dreaming about her now. I haven't seen her since I was little.

(CONTINUED)

OBI-WAN
 Dreams pass in time.

ANAKIN
 I'd rather dream of Padmé. Just
 being around her again is...
 intoxicating.

OBI-WAN
 Be mindful of your thoughts,
 Anakin, they betray you. You've
 made a commitment to the Jedi
 Order... a commitment not easily
 broken... and don't forget she's a
 politician. They're not to be
 trusted.

21 INT. APARTMENT BUILDING, AMIDALA'S APARTMENT, BEDROOM -
 NIGHT

21

As PADMÉ sleeps, a PROBE DROID approaches outside her window. It sends out several small arms that attach to the window, creating sparks that shut down the security system. Then a large arm cuts a small hole in the glass. A FAINT SOUND is heard as the small section of glass is removed from the window.

ARTOO wakes up, and his lights go on. The PROBE DROID freezes. ARTOO looks around, makes a PLAINTIVE LITTLE SOUND, then shuts down again. The PROBE DROID attaches a little tube to the window. TWO DEADLY LOOKING CENTIPEDE LIKE KOUHUNS exit the tube, crawl through the blinds and head toward the sleeping PADMÉ.

ANAKIN (V.O.)
 She's not like the others in the
 Senate, Master.

OBI-WAN (V.O.)
 It's been my experience that
 Senators are only focused on
 pleasing those who fund their
 campaigns... and they are more than
 willing to forget the niceties of
 democracy to get those funds.

ANAKIN (V.O.)
 Not another lecture, Master. Not on
 the economics of politics...

22 INT. APARTMENT BUILDING, AMIDALA'S APARTMENT, MAIN ROOM - NIGHT 22

ANAKIN and OBI-WAN continue their conversation, walking back into the main room.

ANAKIN
...and besides, you're
generalizing. The Chancellor
doesn't appear to be corrupt.

OBI-WAN
Palpatine's a politician.

23 INT. APARTMENT BUILDING, AMIDALA'S APARTMENT, BEDROOM - NIGHT 23

ARTOO sounds an alarm and shines a light on the bed. THE KOUHUNS are inches from PADMÉ'S face. Their mouths are open, and wicked stinger tongues flick out.

OBI-WAN (V.O.)
I've observed that he is very
clever at following the passions
and prejudices of the Senators.

24 INT. APARTMENT BUILDING, AMIDALA'S APARTMENT, MAIN ROOM - NIGHT 24

ANAKIN and OBI-WAN continue their conversation.

ANAKIN
I think he is a good man. My
instincts are very positive
about...

ANAKIN looks stunned. He looks sharply at OBI-WAN

OBI-WAN
I sense it, too.

25 INT. APARTMENT BUILDING, AMIDALA'S APARTMENT, BEDROOM - NIGHT 25

OBI-WAN and ANAKIN burst into the room. The KOUHUNS stand on their hind legs and hiss as PADMÉ wakes up. ANAKIN throws himself in front of her, whacking in half the deadly creatures with his lightsaber.

OBI-WAN sees the DROID outside the window and races straight at it, crashing through the blinds as he goes through the window.

26 EXT. WINDOW LEDGE, APARTMENT BUILDING - NIGHT 26

OBI-WAN flies through the glass window and flings himself at the PROBE DROID, grabbing onto the deadly machine before it can flee. The PROBE DROID sinks under the weight of OBI WAN but manages to stay afloat and fly away, with the Jedi hanging on for dear life, a hundred stories above the city.

27 INT. APARTMENT BUILDING, AMIDALA'S APARTMENT - NIGHT 27

ANAKIN and PADMÉ stare at the sight of OBI-WAN being carried off by the DROID. ANAKIN turns to her. She pulls her nightdress around her shoulders.

ANAKIN

Stay here!

CAPTAIN TYPHO, with TWO GUARDS and DORMÉ, enter the room as Anakin dashes out.

DORMÉ

Are you all right, M'Lady?

PADMÉ nods yes.

28 EXT. CITYSCAPE, CORUSCANT - NIGHT 28

The PROBE DROID sends several protective electrical shocks across its surface, causing OBI-WAN to almost lose his grip. As they dart in and out of the speeder traffic, OBI WAN disconnects a wire on the back of the DROID. Its power shuts off! OBI-WAN and the DROID drop like rocks. OBI-WAN realizes the error of his ways and quickly puts the wire back. The DROID'S systems light up again and it takes off.

29 EXT. SENATE APARTMENTS - ENTRANCE - NIGHT 29

ANAKIN charges out of the building and runs to a line of parked speeders. He vaults into an open one and takes off, gunning it fast toward the lines of speeder traffic high above.

The DROID bumps against a wall, hoping to knock the Jedi loose. It moves behind a speeder afterburner to scorch him. It takes the JEDI wildly between buildings and finally skims across a rooftop as OBI-WAN is forced to lift his legs, tenaciously hanging onto the DROID. The DROID heads for a dirty, beat-up speeder hidden in an alcove of a building about twenty stories up. When the pilot of the speeder, the scruffy bounty hunter, ZAM WESELL, sees the DROID approach with OBI-WAN hanging on, she pulls a long rifle out of the speeder and starts to fire at the JEDI. EXPLOSIONS burst all around OBI-WAN. ZAM runs to her speeder, jumps in, and takes off.

OBI-WAN

I have a bad feeling about this.

FINALLY, the DROID suffers a direct hit and blows up. OBI WAN falls fifty stories, until a speeder drops down next to him, and he manages to grab onto the back end of the speeder and haul himself toward the cockpit. The JEDI struggles to climb into the passenger seat of the open speeder and sit down next to the driver, ANAKIN.

ANAKIN

That was wacky! I almost lost you in the traffic.

OBI-WAN

What took you so long?

ANAKIN

Oh, you know, Master, I couldn't find a speeder I really liked, with an open cockpit... and with the right speed capabilities... and then you know I had to get a really gonzo color...

They zoom upward in hot pursuit of ZAM as she fires out the open window at them with her laser pistol.

OBI-WAN

If you'd spend as much time working on your saber skills as you do on your wit, young Padawan, you would rival Master Yoda as a swordsman.

ANAKIN

I thought I already did.

(CONTINUED)

OBI-WAN
Only in your mind, my very young
apprentice. Careful!! Hey, easy!!

As this conversation is going on, ANAKIN deftly moves in and out of the oncoming traffic, across lanes, between buildings, and miraculously through a construction site. ZAM WESELL continues firing at them.

ANAKIN
Sorry, I forgot you don't like
flying, Master.

OBI-WAN
I don't mind flying... but what
you're doing is suicide!

They barely miss a commuter train.

ANAKIN
Master, you know I've been flying
since before I could walk. I'm very
good at this.

OBI-WAN
Just slow down! There! There he
goes!

ZAM WESSEL and the JEDI race through a line of cross traffic made up of giant trucks. The speeders bank sideways as they slide around right-angle turns between buildings. ZAM races into a tram tunnel.

OBI-WAN (cont'd)
Wait! Don't go in there! Take it
easy...

ANAKIN
Don't worry, Master.

ANAKIN zooms into the tunnel after ZAM. They see a tram coming at them. They brake, turn around, and race out, barely ahead of the charging commuter transport.

OBI-WAN
You know I don't like it when you
do that!

ANAKIN
Sorry, Master. Don't worry, this
guy's gonna kill himself any minute
now!

(CONTINUED)

ZAM WESSEL turns into oncoming traffic, deliberately trying to throw the JEDI off. Oncoming speeders swerve, trying to avoid ZAM and the JEDI. ZAM does a quick, tight loop-over and ends up behind the JEDI. She is now in a much better position to fire at them with her laser pistol. To avoid being hit by the laser bolts, ANAKIN slams on the brakes and moves alongside ZAM. She now fires point-blank at OBI- WAN.

OBI-WAN

What are you doing? He's gonna blast me!

ANAKIN

Right - this isn't working.

ANAKIN slides underneath Zam's speeder. They race along in traffic, one speeder right on top of the other. The BOUNTY HUNTER skims over the rooftops, causing ANAKIN to drop behind. ANAKIN goes through his gears, zooming around traffic. They race at high speed across a wide, flat surface of the city planet. A large spacecraft almost collides with them as it attempts to land.

OBI-WAN

Watch out for those banners!

They round a corner and clip a flag, which gets caught on one of the front air scoops.

OBI-WAN (cont'd)

That was too close!

ANAKIN

Clear that!

OBI-WAN

What?

ANAKIN

Clear the flag! We're losing power!
Hurry!

OBI-WAN leans out of the speeder, then crawls out onto the front engine and pulls the flag free of the scoop. The speeder lurches forward with a surge of power.

OBI-WAN

Whooooaaa! Don't do that! I don't like it when you do that!

ANAKIN

So sorry, Master.

(CONTINUED)

They chase the BOUNTY HUNTER through a power refinery. ZAM shoots a power coupler causing voltage, like lightning, to jump across a gap from one coupler to another. ANAKIN stays on course, piloting the speeder directly through the arc. ANAKIN and OBI-WAN'S bodies ripple with blue power.

OBI-WAN

Anakin! How many times have I told you to stay away from the power couplings! Slow down! Don't go through there!

Huge electrical bolts shoot between the buildings as the speeders pass.

OBI-WAN (cont'd)

Yiiii, what are you doing?

ANAKIN

Sorry, Master!

OBI-WAN

(sarcastically)

Oh, that was good...

ANAKIN

That was crazy!!!

ZAM slides around a corner sideways, blocking an alley, firing point-blank as ANAKIN approaches.

ANAKIN (cont'd)

Ahh, damn.

OBI-WAN

Stop!!

ANAKIN

No, we can make it.

ANAKIN barely misses the BOUNTY HUNTER'S speeder as he dives under it, and through a small gap in the building hitting several pipes and going wildly out of control. ANAKIN struggles to regain control of the speeder, narrowly missing a crane, barely clipping a pair of giant struts. A giant gas ball shoots up, causing ANAKIN to spin and bump a building, stalling the speeder.

OBI-WAN

I'm crazy... I'm crazy... I'm crazy.

(CONTINUED)

ANAKIN

I got us through that one all right.

OBI-WAN

(angrily)

No you didn't! We've stalled! And you almost got us killed!

ANAKIN

I think we're still alive.

ANAKIN works to get the speeder started. It races to life.

OBI-WAN

(very angrily)

It was stupid!

ANAKIN

(sheepishly)

I could have made it...

OBI-WAN

(furious)

But you didn't!!! And now we've lost him for good.

Suddenly, there is an ambush. Laser bolts are everywhere. EXPLOSIONS surround them. They look up to see ZAM WESSEL take off.

ANAKIN

No we didn't...

Out of a cloud of smoke and ball of flames the JEDI tear after ZAM. They are smoking. OBI-WAN slaps out the small fire on the dashboard. ZAM goes up and down, through cross traffic. There is a near miss as a speeder almost hits them. ZAM turns down and left between two buildings. ANAKIN pulls up and to the right

OBI-WAN

Where are you going?!... He went down there, the other way.

ANAKIN

Master, if we keep this chase going, that creep's gonna end up deep-fried. Personally, I'd very much like to find out who in the hell he is and who he's working for... This is a shortcut... I think.

(CONTINUED)

OBI-WAN
(sarcastic)
What do you mean, you "think?"

ANAKIN turns up a side street, zooming up several small passageways, then stops, hovering about fifty stories up.

OBI-WAN (cont'd)
Well, you lost him.

ANAKIN
I'm deeply sorry, Master.

ANAKIN looks around front and back. He spots something. He seems to start counting to himself as he watches something below approach.

OBI-WAN
Well, this is some kind of
shortcut. He went completely the
other way! Once again, Anakin...

ANAKIN
...Excuse me for a moment.

ANAKIN jumps out of the speeder. OBI-WAN looks down and sees Zam's speeder about five stories below them cruising past.

OBI-WAN
I hate it when he does that.

ANAKIN miraculously lands on top of the Bounty Hunter's speeder. The speeder wobbles under the impact. ZAM looks up and realizes what has happened.

ZAM takes off, and ANAKIN slides to the back strut and almost slips off, but manages to hang on. ANAKIN works his way back to ZAM, who, caught off guard, briefly changes into her CLAWDITE form. ZAM stops suddenly, and ANAKIN flies forward to the left front fork. ZAM shoots at him with a laser pistol. There is a BLAST near ANAKIN'S hand, which breaks off a piece of the speeder. ANAKIN slides to the right fork of the speeder, where ZAM can't reach him. He scrambles to the top, holding onto an air scoop.

OBI-WAN has jumped into the driver's seat of his speeder and is deftly gaining on the rogue speeder. The two speeders dive through oncoming traffic and then through cross traffic. Finally, ANAKIN is able to get hold of his lightsaber and starts to cut his way through the roof of the speeder. ZAM takes out her laser pistol and starts firing at the helpless JEDI, knocking the sword out of his hand. OBI-WAN races under the speeder and catches the Jedi weapon in the passenger's seat.

(CONTINUED)

ANAKIN sticks his hand into the cockpit and, using the Force, pulls the gun out of ZAM'S hand. She grabs the JEDI'S hand, and they struggle for the weapon. It goes off, blowing a hole in the floor of the speeder. The speeder careens wildly out of control. ZAM struggles to pull the speeder out of its nosedive. OBI-WAN gets slowed down by traffic and loses sight of the Bounty Hunter's speeder.

Just as the speeder is about to nose dive into the ground, ZAM pulls it out, and it slides hard on the pavement in a shower of sparks. ANAKIN goes flying into the street.

31

EXT. ENTERTAINMENT STREET - NIGHT

31

ZAM exits the crashed speeder and runs. ANAKIN picks himself up off the pavement and runs after her down the very crowded street.

It's the seedy underbelly of the city. Broken sidewalks, garish lights reflected in filthy puddles. It's pretty crowded with various ALIEN LOW-LIFES, PANHANDLING DROIDS, and the occasional group of UPPERCLASS SLUMMERS.

ANAKIN barges into several of them as he chases after the fleeing ZAM. He loses the Bounty Hunter in the crowd, then sees her again. The young Jedi is having a very difficult time getting through the crowd. Ahead, ZAM turns in through a door and disappears. A nightclub sign is flashing over the door.

OBI-WAN lands the speeder in the nearby street. He gets out and runs through the crowd toward ANAKIN. ANAKIN is just about to follow ZAM into the nightclub when OBI-WAN catches up to him.

OBI-WAN

Anakin!

ANAKIN

She went into that club, Master.

OBI-WAN

Patience. Use the Force, Anakin.
Think.

ANAKIN

Sorry, Master.

OBI-WAN

He went in there to hide, not run.

(CONTINUED)

ANAKIN

Yes, Master.

OBI-WAN hands ANAKIN the lightsaber.

OBI-WAN

Here. Next time try not to lose it.

ANAKIN reaches for the lightsaber.

OBI-WAN (cont'd)

A Jedi's saber is his most precious possession...

ANAKIN

Yes, Master.

OBI-WAN

He must keep it with him at all times.

ANAKIN

I know, Master.

OBI-WAN grabs hold of ANAKIN'S lightsaber again.

OBI-WAN

This weapon is your life.

ANAKIN

I've heard this lesson before...

OBI-WAN finally holds out the lightsaber and ANAKIN grabs it.

OBI-WAN

But, you haven't learned anything, Anakin.

OBI-WAN releases hold of the lightsaber.

ANAKIN

I try, Master.

OBI-WAN walks ahead through the club entrance. ANAKIN follows him.

OBI-WAN

Why do I get the feeling you're going to be the death of me?!

32

INT. NIGHTCLUB - NIGHT

32

OBI-WAN and ANAKIN enter the nightclub bar, and everyone stares at them

ANAKIN

Don't say that Master... You're the closest thing I have to a father... I love you. I don't want to cause you pain.

OBI-WAN

Then why don't you listen to me?!

ANAKIN

I am trying.

OBI-WAN

Can you see him?

ANAKIN

I think he's a she... and I think she's a changeling.

OBI-WAN

In that case be extra careful...
(nods to the room)
Go and find her.

OBI-WAN goes away.

ANAKIN

Where are you going, Master?

OBI-WAN

For a drink.

OBI-WAN heads for the bar. ANAKIN blinks in surprise, then moves into the room, where ALIEN FACES look back at him with hostility, suspicion, and invitation as he moves among the tables. OBI-WAN arrives at the bar. He signals the BARMAN.

CLOSE - Somewhere in the room a HAND moves to a pistol in its holster and unsnaps the safety catch. At the bar, a glass is placed in front of OBI-WAN. A drink is poured. He lifts the glass.

ELAN SLEAZEBAGGANO

You wanna buy some death-sticks?

OBI-WAN looks at him. He moves his fingers slightly.

(CONTINUED)

OBI-WAN
You don't want to sell me
death-sticks.

ELAN
I don't want to sell you
death-sticks.

OBI-WAN moves his fingers.

OBI-WAN
You want to go home and rethink
your life.

ELAN
I want to go home and rethink my
life.

He leaves. OBI-WAN lifts the drink and tosses it back.

CLOSE - The gun is drawn from its holster and held down out of sight. The BOUNTY HUNTER starts to move toward the bar.

The gun moves toward OBI-WAN'S unsuspecting back. The gun is raised to aim directly at his back, and suddenly OBI-WAN turns fast. His lightsaber flashes. There is a shrill SCREAM and ZAM'S ARM hits the floor. The gun drops from its twitching fingers. Blood spreads.

The room is silent. ANAKIN is suddenly at OBI-WAN'S side, his lightsaber glowing.

ANAKIN
Easy... official business. Go back
to your drinks.

Slowly, the ALIENS sit. Conversation resumes. Onstage, THE PERFORMERS pick up their routine. OBI-WAN and ANAKIN lift ZAM and carry her out.

33

EXT. ALLEY OUTSIDE NIGHTCLUB - NIGHT

33

OBI-WAN and ANAKIN carry ZAM into the alley and lower her to the ground. OBI-WAN attends to her wounded shoulder. She stares up hatefully at ANAKIN. She winces in pain, then nods.

OBI-WAN
Do you know who it was you were
trying to kill?

(CONTINUED)

ZAM WESSEL
The Senator from Naboo.

OBI-WAN
Who hired you?

ZAM glares at OBI-WAN.

ZAM WESSEL
It was just a job.

ANAKIN
Who hired you? Tell us!

ZAM WESSEL
That Senator's gonna die soon
anyway, and the next one won't make
the same mistake I did...

OBI-WAN
This wound's going to need
treatment.

ANAKIN
Tell us... tell us now!

ZAM glares hatefully.

ZAM
It was a bounty hunter called...

There is a sudden FTZZZ sound. ZAM twitches. She blinks in surprise and dies. As OBI-WAN lays ZAM down on the street, she changes to her CLAWDITE form.

There is a WHOOSH from above. OBI-WAN and ANAKIN look up to see an ARMORED ROCKET-MAN taking off from a roof high above. He shoots up fast into the sky and disappears. OBI-WAN looks down at ZAM. He touches her neck and pulls out a small, wicked-looking dart.

OBI-WAN
Toxic dart...

34 EXT. JEDI TEMPLE - DAY

34

The tall spires of the Jedi Temple stand out against the blue sky.

35 INT. JEDI TEMPLE, COUNCIL CHAMBER - DAY

35

OBI-WAN and ANAKIN stand in the center of the Council Chamber. The members of the Jedi Council are seated in a circle surrounding the two Jedi.

YODA

Track down this bounty hunter, you must, Obi-Wan.

MACE WINDU

Most importantly, find out who he's working for.

OBI-WAN

What about Senator Amidala? She will still need protecting.

YODA

Handle that, your Padawan will.

MACE WINDU

Anakin, escort the Senator back to her home planet of Naboo. She'll be safer there. And don't use registered transport. Travel as refugees.

ANAKIN

As the leader of the opposition, it will be very difficult to get Senator Amidala to leave the Capital.

YODA

Until caught this killer is, our judgement she must respect.

MACE WINDU

Anakin, go to the Senate and ask Chancellor Palpatine to speak with her.

The two Jedi exit the Council Chamber.

36 INT. SENATE BUILDING, PALPATINE'S OFFICE - DAY

36

ANAKIN and PALPATINE stand at the window of PALPATINE'S office and look out over the vast city.

(CONTINUED)

PALPATINE

I will talk to her. Senator Amidala will not refuse an executive order. I know her well enough to assure you of that.

ANAKIN

Thank you, your Excellency.

PALPATINE

And so, my young Padawan, they have finally given you an assignment. Your patience has paid off.

ANAKIN

Your guidance more than my patience.

PALPATINE

You don't need guidance, Anakin. In time you will learn to trust your feelings. Then you will be invincible. I have said it many times, you are the most gifted Jedi I have ever met.

PALPATINE and ANAKIN turn away from the window and walk through PALPATINE'S office towards the door.

ANAKIN

Thank you, your Excellency.

PALPATINE

I see you becoming the greatest of all the Jedi, Anakin. Even more powerful than Master Yoda.

37

INT. JEDI TEMPLE, ATRIUM - DAY

37

MACE WINDU and OBI-WAN walk along the Temple corridors. YODA accompanies them, riding in a small floating chair.

OBI-WAN

I am concerned for my Padawan. He is not ready to be given this assignment on his own yet.

YODA

The Council is confident in this decision, Obi-Wan.

(CONTINUED)

MACE WINDU

The boy has exceptional skills.

OBI-WAN

But he still has much to learn,
Master. His abilities have made
him... well, arrogant.

YODA

Yes, yes. It's a flaw more and more
common among Jedi. Too sure of
themselves they are. Even the
older, more experienced ones.

MACE WINDU

Remember, Obi-Wan. If the prophecy
is true, your apprentice is the
only one who can bring the Force
back into balance.

OBI-WAN

If he follows the right path.

38

INT. APARTMENT BUILDING, AMIDALA'S APARTMENT - DAY

38

ANAKIN looks as PADMÉ and JAR JAR talk, standing near the
door of the anteroom to PADMÉ'S bedroom. DORMÉ moves about
packing luggage.

PADMÉ

I'm taking an extended leave of
absence. It will be your
responsibility to take my place in
the Senate. Representative Binks, I
know I can count on you.

JAR JAR

Mesa honored to be taken on dissa
heavy burden.

(pompously)

Mesa accept this with muy muy
humility and da...

PADMÉ

Jar Jar. I don't wish to hold you
up. I'm sure you have a great deal
to do.

JAR JAR

Of course, M'Lady.

JAR JAR bows and goes out. PADMÉ walks briskly to ANAKIN.
She is in a very bad mood.

(CONTINUED)

PADMÉ

I do not like this idea of hiding.

ANAKIN

Don't worry, now that the Council has ordered an investigation, it won't take Master Obi-Wan long to find this bounty hunter.

PADMÉ

(frustrated)

I haven't worked for a year to defeat the Military Creation Act not to be here when its fate is decided!

ANAKIN

Sometimes we have to let go of our pride and do what is requested of us.

PADMÉ

Pride?!? Annie, you're young, and you don't have a very firm grip on politics. I suggest you reserve your opinions for some other time.

ANAKIN

Sorry, M'Lady. I was only trying to...

PADMÉ

Annie! No!

ANAKIN

Please don't call me that.

PADMÉ

What?

ANAKIN

Annie...

PADMÉ

I've always called you that... it is your name, isn't it?

ANAKIN

It's Anakin. When you say Annie it's like I'm still a little boy... and I'm not.

(CONTINUED)

PADMÉ

I'm sorry, Anakin. It's impossible to deny you've...

(looks him over)

...that you've grown up.

PADMÉ smiles at ANAKIN. He becomes a little shy.

ANAKIN

Master Obi-Wan manages not to see it...

PADMÉ

Mentors have a way of seeing more of our faults than we would like. It's the only way we grow.

ANAKIN

Don't get me wrong... Obi-Wan is a great mentor, as wise as Master Yoda and as powerful as Master Windu. I am truly thankful to be his apprentice. Only... although I'm a Padawan learner, in some ways... a lot of ways... I'm ahead of him. I'm ready for the trials. I know I am! He knows it too. But he feels I'm too unpredictable... Other Jedi my age have gone through the trials and made it... I know I started my training late... but he won't let me move on.

PADMÉ

That must be frustrating.

ANAKIN

It's worse... he's overly critical! He never listens! He just doesn't understand. It's not fair!

PADMÉ cannot suppress a laugh. She shakes her head.

PADMÉ

I'm sorry... You sounded exactly like that little boy I once knew, when he didn't get his way.

ANAKIN

I'm not whining! I'm not.

PADMÉ just smiles at him. DORMÉ laughs in the background.

(CONTINUED)

PADMÉ
I didn't say it to hurt you.

ANAKIN
I know...

There is a brief silence, then PADMÉ comes over to ANAKIN.

PADMÉ
Anakin...

They look into each other's eyes for the first time.

PADMÉ (cont'd)
Don't try to grow up too fast.

ANAKIN
I am grown up. You said it
yourself.

ANAKIN looks deep into PADMÉ'S eyes.

PADMÉ
Please don't look at me like that.

ANAKIN
Why not?

PADMÉ
Because I can see what you're
thinking.

ANAKIN
(laughing)
Ahh... So, you have Jedi powers
too?

DORMÉ is watching with concern.

PADMÉ
It makes me feel uncomfortable.

ANAKIN
Sorry, M'Lady.

ANAKIN backs away as PADMÉ turns and goes back to her
packing.

39 EXT. CORUSCANT, SPACEPORT FREIGHTER DOCKS, TRANSPORT BUS -
DAY 39

A small bus speeds toward the massive freighter docks of Coruscant's industrial area. The spaceport is bustling with activity. Transports of various sizes move supplies and passengers as giant floating cranes lift cargo out of the starships. The bus stops before a huge, intergalactic freighter starship. It parks in the shadows of an overhang.

40 INT. CORUSCANT, SPACEPORT FREIGHTER DOCKS, TRANSPORT BUS -
DAY 40

ANAKIN and PADMÉ, dressed in Outland peasant outfits, get up and head for the door where CAPTAIN TYPHO, DORMÉ and OBI-WAN are waiting to hand them their luggage.

CAPTAIN TYPHO
Be safe, M'Lady.

PADMÉ
Thank you, Captain. Take good care of Dormé... The threat's on you two now.

DORMÉ
He'll be safe with me.

They laugh, and PADMÉ embraces her faithful handmaiden. DORMÉ starts to weep.

PADMÉ
You'll be fine.

DORMÉ
It's not me, M'Lady. I worry about you. What if they realize you've left the Capital?

PADMÉ
(looks to Anakin)
Then my Jedi protector will have to prove how good he is.

DORMÉ and PADMÉ smile. ANAKIN frowns as OBI-WAN pulls him aside.

OBI-WAN
Anakin. Don't do anything without first consulting either myself or the Council.

(CONTINUED)

ANAKIN

Yes, Master.

OBI-WAN

(to Padmé)

I will get to the bottom of this plot quickly, M'Lady. You'll be back here in no time.

PADMÉ

I will be most grateful for your speed, Master Jedi.

ANAKIN

Time to go.

PADMÉ

I know.

PADMÉ gives DORMÉ a last hug. ANAKIN picks up the luggage, and the TWO PEASANTS exit the speeder bus, where ARTOO is waiting for them.

OBI-WAN

Anakin, may the Force be with you.

ANAKIN

May the Force be with you, Master.

They head off toward the giant Starfreighter.

PADMÉ

Suddenly, I'm afraid...

ANAKIN

This is my first assignment on my own. I am too.

(looking at Artoo)

But don't worry. We've got Artoo with us.

They laugh.

OBI-WAN and CAPTAIN TYPHO watch ANAKIN and PADMÉ disappear into the vastness of the spaceport with ARTOO trundling along behind them.

OBI-WAN

I hope he doesn't try anything foolish.

(CONTINUED)

CAPTAIN TYPHO

I'd be more concerned about her
doing something, than him.

41 EXT. FREIGHTER DOCKS - CORUSCANT - DAY 41

The freighter slowly takes off from the huge docks area of Coruscant. It soon moves into the crowded skies.

42 INT. JEDI TEMPLE, MAIN HALLWAY - LATE DAY 42

From high above, light streams down from the lofty ceilings. OBI-WAN crosses the floor of the great hallway, heading for the Analysis Rooms.

43 INT. JEDI TEMPLE, ANALYSIS CUBICLES - LATE DAY 43

OBI-WAN walks past several glass cubicles where work is going on. He comes to an empty one and sits down in front of a console. A SP-4 ANALYSIS DROID comes to life. A tray slides out of the console.

SP-4

Place the subject for analysis on
the sensor tray, please.

OBI-WAN puts the dart onto the tray, which retracts into the console. The DROID activates the system, and a screen lights up in front of OBI-WAN.

OBI-WAN

It's a toxic dart. I need to know
where it came from and who made it.

SP-4

One moment, please.

Diagrams and data appear on the screen, scrolling past at great speed. OBI-WAN watches as the screen goes blank. The tray slides out.

SP-4 (cont'd)

Markings cannot be identified. As you can see on your screen, subject weapon does not exist in any known culture. Probably self-made by a warrior not associated with any known society. Stand away from the sensor tray please.

(CONTINUED)

OBI-WAN

Excuse me? Could you try again please?

SP-4

Master Jedi, our records are very thorough. They cover eighty percent of the galaxy. If I can't tell you where it came from, nobody can.

OBI-WAN picks up the dart and looks at it, then looks to the DROID.

OBI-WAN

Thanks for your assistance!
(to himself)
I know who can identify this.

44 EXT. CORUSCANT, DOWNTOWN, BACK STREET - MORNING 44

OBI-WAN walks down the street. It is a pretty tough part of town. Old buildings, warehouses, beat up speeders and transporter rigs thundering past. Above, the old elevated monospeed with occasional "shiny freighters" hissing through.

OBI-WAN comes to a kind of alien diner. On the steamed-up windows it says "DEX'S DINER" in alien lettering. He goes inside.

45 INT. CORUSCANT, DEX'S DINER - MORNING 45

A WAITRESS DROID is carrying plates of half-eaten food. There is a counter with stools and a line of booths along the wall by the window. A number of CUSTOMERS are eating - TOUGH-LOOKING WORKERS, FREIGHTER DRIVERS, ETC. The WAITRESS DROID looks up as OBI-WAN comes in.

WAITRESS DROID

Can I help ya?

OBI-WAN

I'm looking for Dexter.

The WAITRESS DROID approaches OBI-WAN.

WAITRESS DROID

Waddya want him for?

(CONTINUED)

OBI-WAN
He's not in trouble. It's personal.

There is a brief pause. Then the DROID goes to the open serving hatch behind the counter.

WAITRESS DROID
Someone to see ya, honey.
(lowering her voice)
A Jedi, by the looks of him.

Steam billows out from the kitchen hatch behind the counter as a huge head pokes through.

DEXTER JETTSTER
Obi-Wan!

OBI-WAN
Hey, Dex.

DEXTER JETTSTER
Take a seat! Be right with ya!

OBI-WAN sits in a booth.

WAITRESS DROID
You want a cup of ardees?

OBI-WAN
Oh yes, thank you.

The WAITRESS DROID moves off as the door to the counter opens and DEXTER JETTSTER appears. He is big - bald and sweaty, old and alien. Not someone to tangle with. He arrives, beaming hugely.

DEXTER JETTSTER
Hey, ol' buddy!

OBI-WAN
Hey, Dex.

DEXTER eases himself into the seat opposite OBI-WAN. He can just make it.

DEXTER JETTSTER
So, my friend. What can I do for ya?

OBI-WAN
You can tell me what this is.

OBI-WAN places the dart on the table between them. DEX'S eyes widen. He puts down his mug.

(CONTINUED)

DEXTER JETTSTER
(softly)
Well, whaddya know...

DEXTER picks up the dart delicately between his puffy fingers and peers at it.

DEXTER JETTSTER (cont'd)
I ain't seen one of these since I was prospecting on Subterrel beyond the Outer Rim!

OBI-WAN
Can you tell me where it came from?

DEXTER grins. He puts the dart down between them.

DEXTER JETTSTER
This baby belongs to them cloners. What you got here is a Kamino saberdart.

OBI-WAN
Kamino saberdart? ...I wonder why it didn't show up in our analysis archive.

DEXTER JETTSTER
It's these funny little cuts on the side give it away... Those analysis droids you've got over there only focus on symbols, you know. I should think you Jedi would have more respect for the difference between knowledge and wisdom.

OBI-WAN
Well, Dex, if droids could think, we wouldn't be here, would we?
(laughing)
Kamino... doesn't sound familiar. Is it part of the Republic?

DEXTER JETTSTER
No, it's beyond the Outer Rim. I'd say about twelve parsecs outside the Rishi Maze, toward the south. It should be easy to find, even for those droids in your archive. These Kaminoans keep to themselves. They're cloners. Damned good ones, too.

OBI-WAN picks up the dart, holding it midway between them.

(CONTINUED)

OBI-WAN
Cloners? Are they friendly?

DEXTER JETTSTER
It depends.

OBI-WAN
On what, Dex?

Dexter grins.

DEXTER JETTSTER
On how good your manners are... and
how big your pocketbook is...

46 EXT. JEDI TEMPLE - DAY 46

The main entrance at the base of the huge Temple is bustling with activity. All sorts of JEDI are coming and going.

47 INT. JEDI TEMPLE, ARCHIVE LIBRARY - DAY 47

A bronze bust of Count Dooku stands among a line of other busts of Jedi in the Archive Room. OBI-WAN stands in front of it, studying the striking features of the chiseled face.

On the walls, lighted computer panels seem to stretch into infinity. Farther along the room in the background, FIVE JEDI are seated at tables, studying archive material.

After OBI-WAN studies the bust for a few moments before MADAME JOCASTA NU, the Jedi Archivist, is standing next to him. She is an elderly, frail-looking human Jedi. Tough as old boots and smart as a whip.

JOCASTA NU
Did you call for assistance?

OBI-WAN
(distracted in thought)
Yes... yes, I did...

JOCASTA NU
He has a powerful face, doesn't he?
He was one of the most brilliant
Jedi I have had the privilege of
knowing.

OBI-WAN
I never understood why he quit.
Only twenty Jedi have ever left the
Order.

(CONTINUED)

JOCASTA NU

(sighs)

The Lost Twenty... Count Dooku was the most recent and the most painful. No one likes to talk about it. His leaving was a great loss to the Order.

OBI-WAN

What happened?

JOCASTA NU

Well, Count Dooku was always a bit out of step with the decisions of the Council... much like your old Master, Qui-Gon Jinn.

OBI-WAN

(surprised)

Really?

JOCASTA NU

Oh, yes. They were alike in many ways. Very individual thinkers... idealists...

JOCASTA NU gazes at the bust.

JOCASTA NU (cont'd)

He was always striving to become a more powerful Jedi. He wanted to be the best. With a lightsaber, in the old style of fencing, he had no match. His knowledge of the Force was... unique. In the end, I think he left because he lost faith in the Republic. He believed that politics were corrupt, and he felt the Jedi betrayed themselves by serving the politicians. He always had very high expectations of government. He disappeared for nine or ten years, then just showed up recently as the head of the separatist movement.

OBI-WAN

It's very interesting. I'm not sure I completely understand.

JOCASTA NU

Well, I'm sure you didn't call me over here for a history lesson. Are

(MORE)

(CONTINUED)

JOCASTA NU (cont'd)
you having a problem, Master
Kenobi?

OBI-WAN
Yes, I'm trying to find a planet
system called Kamino. It doesn't
seem to show up on any of the
archive charts.

JOCASTA NU
Kamino? It's not a system I'm
familiar with... Let me see...

JOCASTA NU leans over OBI-WAN'S shoulder, looking at the
screen.

JOCASTA NU (cont'd)
Are you sure you have the right
coordinates?

OBI-WAN
(nodding)
According to my information, it
should be in this quadrant
somewhere... just south of the
Rishi Maze.

JOCASTA NU taps the keyboard and frowns.

JOCASTA NU
No coordinates? It sounds like the
sort of directions you'd get from a
street tout... some old miner or
Furbog trader.

OBI-WAN
All three, actually.

JOCASTA NU
Are you sure it exists?

OBI-WAN
Absolutely.

JOCASTA NU
Let me do a gravitational scan.

OBI-WAN and JOCASTA NU study the star map hologram.

JOCASTA NU (cont'd)
There are some inconsistencies
here. Maybe the planet you're
seeking was destroyed.

(CONTINUED)

OBI-WAN
Wouldn't that be on record?

JOCASTA NU
It ought to be, unless it was very recent.

(shakes her head)
I hate to say it, but it looks like the system you're searching for doesn't exist.

OBI-WAN
That's impossible... perhaps the archives are incomplete.

JOCASTA NU
The archives are comprehensive and totally secure, my young Jedi. One thing you may be absolutely sure of - if an item does not appear in our records, it does not exist!

OBI-WAN stares at her, then looks back to the map. JOCASTA NU notices a young boy approach. She turns from OBI-WAN and leaves with the youngster.

48 EXT. SPACE, STARSHIP FREIGHTER 48

The massive, slow-moving Freighter moves through space.

49 INT. STARFREIGHTER, STEERAGE HOLD - DAY 49

The great, gloomy hold is crowded with EMIGRANTS and their belongings. To one side ARTOO is coming to the head of a food line holding two bowls. With one of his little claw arms, he grabs a chunk of something that looks like bread.

ARTOO slips a tube into a tub of mush and sucks up a large quantity. A SERVER sees him.

SERVER
Hey! No Droids!

ARTOO takes one last big suck and heads away from the food line. The SERVER shouts after him angrily. The little droid moves past groups of eating or sleeping EMIGRANTS and comes to ANAKIN and PADMÉ'S table where ANAKIN is sound asleep. The young Jedi seems to be having a nightmare. He is very restless.

(CONTINUED)

ANAKIN

No, no, Mom, no...

He is sweating. PADMÉ leans over resting her hand on his arm. He wakes up with a start, then realizes where he is. PADMÉ simply looks at him. He stares back, somewhat confused.

ANAKIN (cont'd)

What?

PADMÉ

You seemed to be having a nightmare.

ANAKIN looks at PADMÉ a little more closely, trying to see if he has revealed any of his secrets. She hands him a bowl of mush and bread.

PADMÉ (cont'd)

Are you hungry?

ANAKIN

Yeah.

PADMÉ takes the food from ARTOO and sets it on a make-shift table. ANAKIN rises and takes a seat as she places a bowl in front of him.

ANAKIN (cont'd)

Thanks.

PADMÉ

We went to lightspeed a while ago.

ANAKIN looks into PADMÉ'S eyes.

ANAKIN

I look forward to seeing Naboo again. I've thought about it every day since I left. It's by far the most beautiful place I've ever seen...

PADMÉ is a little unnerved by his intense stare.

PADMÉ

It may not be as you remember it. Time changes perception.

ANAKIN

Sometimes it does... Sometimes for the better.

(CONTINUED)

PADMÉ

It must be difficult having sworn your life to the Jedi... not being able to visit the places you like... or do the things you like...

ANAKIN

Or be with the people I love.

PADMÉ

Are you allowed to love? I thought it was forbidden for a Jedi.

ANAKIN

Attachment is forbidden. Possession is forbidden. Compassion, which I would define as unconditional love, is central to a Jedi's life, so you might say we're encouraged to love.

PADMÉ

You have changed so much.

ANAKIN

You haven't changed a bit. You're exactly the way I remember you in my dreams. I doubt if Naboo has changed much either.

PADMÉ

It hasn't...

There is an awkward moment.

PADMÉ (cont'd)

(continuing; changing the subject)

You were dreaming about your mother earlier, weren't you?

ANAKIN

Yes... I left Tatooine so long ago, my memory of her is fading. I don't want to lose it. Recently I've been seeing her in my dreams... vivid dreams... scary dreams. I worry about her.

PADMÉ gives ANAKIN a sympathetic look.

50 INT. JEDI TEMPLE, MAIN HALLWAY - DAY 50

OBI-WAN walks through the main hallway to the training area.

51 INT. JEDI TEMPLE, TRAINING VERANDA - DAY 51

OBI-WAN comes out onto the veranda and stops, watching TWENTY or so FOUR-YEAR-OLDS doing training exercises, supervised by YODA. They wear helmets over their eyes and try to strike little TRAINING DROIDS with their miniature lightsabers. The DROIDS dance in front of them.

YODA

Don't think... feel... be as one
with the Force. Help you, it will.

(he sees Obi-Wan)

Younglings - enough! A visitor we
have. Welcome him.

The CHILDREN turn off their lightsabers.

YODA (cont'd)

Master Obi-Wan Kenobi, meet the
mighty Bear Clan.

CHILDREN

Welcome, Master Obi-Wan!

OBI-WAN

I am sorry to disturb you, Master.

YODA

What help to you, can I be?

OBI-WAN

I'm looking for a planet described
to me by an old friend. I trust
him. But the system doesn't show up
on the archive maps.

YODA

Lost a planet, Master Obi-Wan has.
How embarrassing... how
embarrassing. Liam, the shades. An
interesting puzzle. Gather,
younglings, around the map reader.
Clear your minds and find Obi-Wan's
wayward planet, we will.

The reader is a small shaft with a hollow opening at the top. The CHILDREN gather around it. OBI-WAN takes out a little glass ball and places it into the bowl. The window

(CONTINUED)

shades close, the reader lights up and projects the star map hologram into the room. The CHILDREN laugh. Some of them reach up to try and touch the nebulae and stars. OBI-WAN walks into the display.

OBI-WAN

This is where it ought to be... but it isn't. Gravity is pulling all the stars in this area inward to this spot. There should be a star here... but there isn't.

YODA

Most interesting. Gravity's silhouette remains, but the star and all its planets have disappeared. How can this be? Now, younglings, in your mind, what is the first thing you see? An answer? A thought? Anyone?

There is a brief pause. Then a CHILD puts his hand up. YODA nods.

JEDI CHILD JACK

Master? Because someone erased it from the archive memory.

CHILDREN

That's right! Yes! That's what happened! Someone erased it!

JEDI CHILD MAY

If the planet blew up, the gravity would go away.

OBI-WAN stares; YODA chuckles.

YODA

Truly wonderful, the mind of a child is. The Padawan is right. Go to the center of the gravity's pull, and find your planet you will.

YODA and OBI-WAN move away from the CHILDREN. With a hand movement, OBI-WAN causes the star map to disappear. OBI-WAN uses the Force to call the glass ball back to his hand as the two walk into an adjoining room.

OBI-WAN

But Master Yoda who could have erased information from the

(MORE)

(CONTINUED)

OBI-WAN (cont'd)
 archives? That's impossible, isn't
 it?

YODA
 (frowning)
 Dangerous and disturbing this
 puzzle is. Only a Jedi could have
 erased those files. But who and
 why, harder to answer. Meditate on
 this, I will. May the Force be with
 you.

OBI-WAN leaves the room as YODA walks back toward the
 children.

52 EXT. NABOO SPACEPORT - DAY 52

The Starfreighter lands in the giant port city of Theed.

PADMÉ, ANAKIN and ARTOO are among the EMIGRANTS streaming
 from the Starfreighter and into the vast docking area. They
 exit onto the main plaza.

53 EXT. NABOO PALACE, GRAND COURTYARD - AFTERNOON 53

The speeder bus pulls up and stops. PADMÉ, ANAKIN, and ARTOO
 get out. The great courtyard stretches before them, and they
 see the rose-colored domes of the palace on the far side.
 ARTOO WHISTLES. They pick up their gear and start to cross
 the courtyard. ARTOO trundles behind them.

ANAKIN
 If I grew up here, I don't think
 I'd ever leave.

PADMÉ
 (laughing)
 I doubt that.

ANAKIN
 No, really. When I started my
 training, I was very homesick and
 very lonely. This city and my Mom
 were the only pleasant things I had
 to think about... The problem was,
 the more I thought about my Mom,
 the worse I felt. But I would feel
 better if I thought about the
 palace - the way it shimmers in the
 sunlight - the way the air always
 smells of flowers...

(CONTINUED)

PADMÉ

...and the soft sound of the distant waterfalls. The first time I saw the Capital, I was very young... I'd never seen a waterfall before. I thought they were so beautiful... I never dreamed one day I'd live in the palace.

ANAKIN

Well, tell me, did you dream of power and politics when you were a little girl?

PADMÉ

(laughing)

No! That was the last thing I thought of, but the more history I studied, the more I realized how much good politicians could do. After school, I became a Senatorial advisor with such a passion that, before I knew it, I was elected Queen. For the most part it was because of my conviction that reform was possible. I wasn't the youngest Queen ever elected, but now that I think back on it, I'm not sure I was old enough. I'm not sure I was ready.

ANAKIN

The people you served thought you did a good job. I heard they tried to amend the Constitution so you could stay in office.

PADMÉ

Popular rule is not democracy, Annie. It gives the people what they want, not what they need. And, truthfully, I was relieved when my two terms were up. So were my parents. They worried about me during the blockade and couldn't wait for it all to be over. Actually, I was hoping to have a family by now... My sisters have the most amazing, wonderful kids... So when the Queen asked me to serve as Senator, I couldn't refuse her.

(CONTINUED)

ANAKIN

I agree! I think the Republic needs you... I'm glad you chose to serve. I feel things are going to happen in our generation that will change the galaxy in profound ways.

PADMÉ

I think so too.

ANAKIN and PADMÉ walk toward the palace. ARTOO continues to follow.

54

INT. NABOO PALACE, THRONE ROOM - AFTERNOON

54

QUEEN JAMILLIA is seated on the throne, flanked by SIO BIBBLE and a COUPLE OF ADVISORS. FOUR HANDMAIDENS stand close by, and GUARDS are at the doors.

QUEEN JAMILLIA

We've been worried about you.
(takes her hand)
I'm so glad you're safe, Padmé.

PADMÉ

Thank you, Your Highness. I only wish I could have served you better by staying on Coruscant for the vote.

SIO BIBBLE

Given the circumstances, Senator, you know it was the only decision Her Highness could have made.

QUEEN JAMILLIA

How many systems have joined Count Dooku and the separatists?

PADMÉ

Thousands. And more are leaving the Republic every day. If the Senate votes to create an army, I'm sure it's going to push us into a civil war.

SIO BIBBLE

It's unthinkable! There hasn't been a full scale war since the formation of the Republic!

(CONTINUED)

QUEEN JAMILLIA

Do you see any way, through negotiations, to bring the separatists back into the Republic?

PADMÉ

Not if they feel threatened. The separatists don't have an army, but if they are provoked, they will move to defend themselves. I'm sure of that. And with no time or money to build an army, my guess is they will turn to the Commerce Guilds or the Trade Federation for help.

QUEEN JAMILLIA

The armies of commerce! Why has nothing been done in the Senate to restrain them?

PADMÉ

I'm afraid that, despite the Chancellor's best efforts, there are still many bureaucrats, judges, and even Senators on the payrolls of the Guilds.

SIO BIBBLE

It's outrageous that, after all of those hearings, and four trials in the Supreme Court, Nute Gunray is still the Viceroy of the Trade Federation. I fear the Senate is powerless to resolve this crisis. Do those money mongers control everything?

QUEEN JAMILLIA

Remember, Counselor, the courts were able to reduce the Federation's armies. That's a move in the right direction.

PADMÉ

There are rumors, Your Highness, that the Trade Federation Army was not reduced as they were ordered.

QUEEN JAMILLIA

We must keep our faith in the Republic. The day we stop believing democracy can work is the day we lose it.

(CONTINUED)

PADMÉ

Let's pray that day never comes.

QUEEN JAMILLIA

In the meantime, we must consider
your own safety.

SIO BIBBLE signals. All the OTHER ADVISORS and ATTENDANTS
bow and leave the room.

SIO BIBBLE

(to Anakin)

What is your suggestion, Master
Jedi?

PADMÉ

Anakin's not a Jedi yet, Counselor.
He's still a Padawan learner. I was
thinking...

ANAKIN

(nettled)

Hey, hold on a minute!

PADMÉ

Excuse me! I was thinking I would
stay in the Lake Country. There are
some places up there that are very
isolated.

ANAKIN

Excuse me?! I am in charge of
security here, M'Lady.

SIO BIBBLE and QUEEN JAMILLIA exchange a look. Something is
going on here.

PADMÉ

Annie, my life is at risk, and this
is my home. I know it very well...
that is why we're here. I think it
would be wise for you to take
advantage of my knowledge in this
instance.

ANAKIN

(takes a deep breath)

Sorry, M'Lady.

QUEEN JAMILLIA

Perfect. It's settled then.

ANAKIN glares at PADMÉ. Then QUEEN JAMILLIA gets up, and
they all start to leave.

(CONTINUED)

QUEEN JAMILLIA (cont'd)
 Padmé, I had an audience with your father yesterday. I told him what was happening. He hopes you will visit your mother before you leave... your family's very worried about you.

PADMÉ
 Thank you, your Highness.

PADMÉ looks worried. They ALL exit down the main staircase.

55 EXT. THEED, RESIDENTIAL AREA, SIDE STREET - AFTERNOON 55

PEOPLE are passing through the little street, OLD MEN are sunning themselves, WOMEN are gossiping, KIDS are playing. ANAKIN, PADMÉ and ARTOO turn onto a side street. ANAKIN is back in his Jedi robes. PADMÉ wear a beautiful simple dress. She stops, beaming.

PADMÉ
 There's my house!

PADMÉ starts forward; ANAKIN hangs back.

PADMÉ (cont'd)
 What? Don't say you're shy!

ANAKIN
 (untruthfully)
 No, but I...

Suddenly, there are shouts from two little girls, RYOO (age 6) and POOJA (age 4). They come running toward PADMÉ.

PADMÉ
 Ryoo!! Pooja!!

PADMÉ scoops up RYOO and POOJA and hugs them.

PADMÉ (cont'd)
 Go wake up Artoo.

RYOO & POOJA
 Artoo!!!

As they see the droid, they hug him. ARTOO WHISTLES and BEEPS. PADMÉ laughs. ANAKIN and PADMÉ go on toward the house. The GIRLS stay and play with ARTOO.

56

INT. PADMÉ'S PARENTS' HOUSE, MAIN ROOM - AFTERNOON

56

SOLA, PADMÉ'S beautiful older sister, comes in from the kitchen carrying a big bowl of food.

SOLA

(over her shoulder)

They're eating over at Jev Narran's later, Mom. They just had a snack. They'll be fine.

SOLA puts the bowl down on the table, where ANAKIN, PADMÉ and RUWEE NABERRIE (Padme's father) are coming into the room.

SOLA (cont'd)

Padmé!

(hugging her)

You're late. Mom was worried.

PADMÉ

We walked. Anakin, this is my sister, Sola.

SOLA

Hello, Anakin.

ANAKIN

Hello.

SOLA sits, as JOBAL NABERRIE (Padme's mother) comes in with a heaped bowl of steaming food.

PADMÉ

...and this is my mother.

JOBAL

You're just in time for dinner. I hope you're hungry, Anakin.

ANAKIN

A little.

PADMÉ

He's being polite, Mom. We're starving.

RUWEE

(grinning)

You came to the right place at the right time.

EVERYONE sits and starts passing food.

(CONTINUED)

JOBAL
(to Padmé)
Honey, it's so good to see you
safe. We were so worried.

PADMÉ gives JOBAL a dirty look. RUWEE smiles as he watches.

RUWEE
Dear...

JOBAL
I know, I know... but I had to say
it. Now it's done.

SOLA
Well, this is exciting! Do you
know, Anakin, you're the first
boyfriend my sister's ever brought
home?

PADMÉ
(rolls her eyes)
Sola!! He isn't my boyfriend! He's
a Jedi assigned by the Senate to
protect me.

JOBAL
A bodyguard?! Oh, Padme! They
didn't tell us it was that serious!

PADMÉ
It's not, Mom, I promise.
(glances at Jobal)
Anyway, Anakin's a friend. I've
known him for years. Remember that
little boy who was with the Jedi
during the blockade crisis?

They nod.

PADMÉ (cont'd)
He grew up.

JOBAL
Honey, when are you going to settle
down? Haven't you had enough of
that life? I certainly have!

PADMÉ
Mom, I'm not in any danger.

RUWEE
(to Anakin)
Is she?

ANAKIN
...Yes ...I'm afraid she is.

PADMÉ
(quickly)
But not much.

57 EXT. PADMÉ'S PARENTS' GARDEN - AFTERNOON

57

ANAKIN and RUWEE are walking.

RUWEE
Sometimes I wish I'd traveled
more... but I must say, I'm happy
here.

ANAKIN
Padmé tells me you teach at the
university?

RUWEE
(nodding)
Yes, and before that, I was a
builder. I also worked for the
refugee relief movement when I was
very young.

58 INT. PADMÉ'S PARENTS' HOUSE, MAIN ROOM - AFTERNOON

58

PADMÉ, SOLA and JOBAL are clearing the table.

SOLA
Why haven't you told us about him?

PADMÉ
What's there to talk about? He's
just a boy.

SOLA
A boy? Have you seen the way he
looks at you?

PADMÉ
Sola - stop it!

(CONTINUED)

SOLA

It's obvious he has feelings for you. Are you saying, little baby sister, that you haven't noticed?

PADMÉ

I'm not your baby sister, Sola. Anakin and I are friends... our relationship is strictly professional.

(to Jobal)

Mom, would you tell her to stop it?

SOLA

(laughing)

Well, maybe you haven't noticed the way he looks at you. I think you're afraid to.

PADMÉ

Cut it out.

JOBAL

Sola's just concerned... we all are.

PADMÉ

Oh, Mom, you're impossible. What I'm doing is important.

JOBAL

You've done your service, Padmé. It's time you had a life of your own. You're missing so much!

59

EXT. PADMÉ'S PARENTS' GARDEN - AFTERNOON

59

ANAKIN and RUWEE are walking in the garden. RUWEE stops and faces ANAKIN directly.

RUWEE

Now tell me, son. How serious is this thing? How much danger is my daughter really in?

ANAKIN

There have been two attempts on her life. Chances are there'll be more. My Master is tracking down the assassins. I'm sure he'll find out who they are. This situation, won't last long.

(CONTINUED)

RUWEE

I don't want anything to happen to her.

ANAKIN

I don't either.

60

INT. PADMÉ'S PARENTS' HOUSE, PADMÉ'S ROOM - AFTERNOON

60

PADMÉ throws some things into a bag.

PADMÉ

Don't worry, this won't take long.

ANAKIN

I just want to get there before dark.

PADMÉ goes on packing. ANAKIN looks around the room.

ANAKIN (cont'd)

You still live at home.

PADMÉ

I move around so much, I've never had a place of my own. Official residences have no warmth. I feel good here. I feel at home.

ANAKIN

I never had a real home. Home was always where my Mom was.

ANAKIN picks up a framed hologram.

ANAKIN (cont'd)

Is this you?

The hologram shows PADMÉ at age seven or eight surrounded by forty or fifty little green creatures. She is holding one in her arms. They are all smiling hugely.

PADMÉ

That was when I went with the relief group to Shadda-Bi-Boran. Their sun was imploding, and the planet was dying. I was helping to relocate the children. See that little one I'm holding? His name was N'a-kee-tula, which means sweetheart. He was so full of life. All those kids were. They were

(MORE)

(CONTINUED)

PADMÉ (cont'd)
 never able to adapt... to live off
 their native planet.

ANAKIN picks up another hologram. It shows PADMÉ at age ten or eleven. She is wearing official robes and standing between two robed legislators. Her expression is severe.

PADMÉ (cont'd)
 My first day as an Apprentice
 Legislator. Notice the difference?

PADMÉ pulls a face. ANAKIN grins. She continues packing. ANAKIN sets the two holograms down side by side - the beaming little girl, and the stern, unsmiling adolescent.

61 EXT. SPACE 61

The view is just like the star map hologram, plus, the storm-shrouded planet of Kamino is exactly where it ought to be. Obi-Wan's Starship disengages from the hyperspace transport ring and flies OVER CAMERA and heads down toward the planet.

OBI-WAN
 There it is, Arfour, right where it
 should be. Our missing planet,
 Kamino. Those files were altered.

62 EXT. TIPOCA CITY, KAMINO LANDING PLATFORM (RAINSTORM) - DAY
 62

Heavy rains and hard-driving winds lash the platform as Obi-Wan's Starship approaches. The huge, ultra-modern city of Tipoca rests on great stilts that keep it above the pounding and ever-present waves that cover the surface of this watery world.

The Starfighter lands. OBI-WAN gets out and makes his way through the howling wind toward a tower on the far side of the platform. A door slides open. A shaft of brilliant light pierces the swirling rain. OBI-WAN passes through it and goes inside.

63 INT. TIPOCA CITY, CORRIDOR ENTRANCE - DAY 63

A Brilliant white light. OBI-WAN pushes the soaking hood from his face.

(CONTINUED)

TAUN WE
Master Jedi, so good to see you.

OBI-WAN wipes the rain from his face and blinks in surprise at a tall, pasty-white alien named TAUN WE. He has large, almond shaped eyes.

TAUN WE (cont'd)
The Prime Minister expects you.

OBI-WAN
(warily)
I'm expected?

TAUN WE
Of course! He is anxious to meet you. After all these years, we were beginning to think you weren't coming. Now please, this way!

OBI-WAN masks his surprise as they move away along the corridor.

64

INT. TIPOCA CITY, PRIME MINISTER OFFICE - DAY

64

The door slides open. OBI-WAN and TAUN WE enter and cross to where LAMA SU rises, smiling, from his chair, which, like all the furniture on Kamino, seems made out of pure light.

TAUN WE
May I present Lama Su, Prime Minister of Kamino... and this is Master Jedi...

OBI-WAN
Obi-Wan Kenobi.

LAMA SU indicates a chair. OBI-WAN remains standing. TAUN WE hovers. The room is bathed in brilliant white light. The whole place is ultra high-tech.

LAMA SU
I trust you are going to enjoy your stay. We are most happy you have arrived at the best part of the season.

OBI-WAN
You make me feel most welcome.

(CONTINUED)

LAMA SU

Please...

(gestures to chair)

And now to business. You will be delighted to hear we are on schedule. Two hundred thousand units are ready, with another million well on the way.

OBI-WAN

(improvising)

That is... good news.

LAMA SU

Please tell your Master Sifo-Dyas that we have every confidence his order will be met on time and in full. He is well, I hope.

OBI-WAN

I'm sorry? Master - ?

LAMA SU

Jedi Master Sifo-Dyas. He's still a leading member of the Jedi Council, is he not?

OBI-WAN

Master Sifo-Dyas was killed almost ten years ago.

LAMA SU

Oh, I'm so sorry to hear that. But I'm sure he would have been proud of the army we've built for him.

OBI-WAN

The army?

LAMA SU

Yes, a clone army. And, I must say, one of the finest we've ever created.

OBI-WAN

Tell me, Prime Minister, when my Master first contacted you about the army, did he say who it was for?

LAMA SU

Of course he did. This army is for the Republic. But you must be

(MORE)

(CONTINUED)

LAMA SU (cont'd)
 anxious to inspect the units for
 yourself.

OBI-WAN
 That's why I'm here.

OBI-WAN and LAMA SU rise and walk toward the door.

65 EXT. NABOO LAKE RETREAT, WATER SPEEDER, LANDING PLATFORM -
 LATE AFTERNOON 65

A water speeder driven by PADDY ACCU, the retreat caretaker,
 docks at the island landing platform. ANAKIN and PADMÉ
 disembark the water speeder at the base of a lodge rising on
 the beautiful island in the middle of the lake.

66 EXT. NABOO LAKE RETREAT, LODGE, GARDEN TERRACE - LATE
 AFTERNOON 66

ANAKIN and PADMÉ walk up the stairs from where the water
 speeder is parked onto a terrace overlooking a lovely
 garden. Behind them, PADDY ACCU follows.

ANAKIN and PADMÉ stop at the balustrade. PADMÉ looks out
 across the garden to the shimmering lake and the mountains
 rising beyond. ANAKIN looks at her.

PADMÉ
 When I was in Level Three, we used
 to come here for school retreat.
 See that island? We used to swim
 there every day. I love the water.

ANAKIN
 I do too. I guess it comes from
 growing up on a desert planet.

PADMÉ becomes aware that ANAKIN is looking at her.

PADMÉ
 ...We used to lie on the sand and
 let the sun dry us... and try to
 guess the names of the birds
 singing.

ANAKIN
 I don't like sand. It's coarse and
 rough and irritating, and it gets
 everywhere. Not like here. Here
 everything's soft... and smooth...

(CONTINUED)

He touches her arm. PADMÉ has become receptive to the way he looks at her but is nervous.

PADMÉ

There was a very old man who lived on the island. He used to make glass out of sand - and vases and necklaces out of the glass. They were magical.

ANAKIN

(looks into her eyes)
Everything here is magical.

PADMÉ

You could look into the glass and see the water. The way it ripples and moves. It looked so real... but it wasn't.

ANAKIN

Sometimes, when you believe something to be real, it becomes real.

They look into each other's eyes.

PADMÉ

I used to think if you looked too deeply into glass, you would lose yourself.

ANAKIN

I think it's true...

ANAKIN kisses PADMÉ. She doesn't resist. She comes to her senses and pulls away.

PADMÉ

No, I shouldn't have done that.

ANAKIN

I'm sorry. When I'm around you, my mind is no longer my own.

He looks at her.

67 EXT. TIPOCA CITY, PARADE GROUND (RAINSTORM) - DAY 67

OBI-WAN, LAMA SU and TAUN WE come out onto a balcony. Below is a huge parade ground. The rain and wind are brutal. THOUSANDS OF CLONE TROOPERS, faces covered by helmets, are marching and drilling in formations of several hundred.

LAMA SU
(beaming)
Magnificent, aren't they?

OBI-WAN nods slowly.

68 INT. TIPOCA CITY, PARADE GROUND (RAINSTORM) - DAY 68

OBI-WAN, LAMA SU, and TAUN WE come out onto a balcony. Below is a huge parade ground. The rain and wind are brutal. THOUSANDS OF CLONE TROOPERS, faces covered by helmets, are marching and drilling in formations of several hundred.

OBI-WAN
Very impressive.

LAMA SU
I hoped you would be pleased.
Clones can think creatively. You'll
find that they are immensely
superior to droids.

OBI-WAN gazes at the nearest embryos.

69 INT. TIPOCA CITY, CLONE CENTER, CLASSROOM - DAY 69

The tour continues through a classroom filled with IDENTICAL YOUNG BOY CLONES.

LAMA SU
We take great pride in our combat
education and training programs.
This group was created about five
years ago.

OBI-WAN
You mentioned growth
acceleration...

LAMA SU
Oh yes, it's essential. Otherwise,
a mature clone would take a
lifetime to grow. Now, we can do it
in half the time. Those items you
(MORE)

(CONTINUED)

LAMA SU (cont'd)
saw on the parade ground were
started ten years ago, when
Sifo-Dyas first placed the order,
and they're already mature.

70 INT. TIPOCA CITY, CLONE CENTER, COMMISSARY - DAY 70

LAMA SU conducts OBI-WAN through a large eating area. TAUN WE follows as they walk by HUNDREDS OF CLONES who look exactly alike, all about twenty years old, dressed in black. They are seated at tables, eating.

LAMA SU
You'll find they are totally
obedient, taking any order without
question. We modified their genetic
structure to make them less
independent than the original host.

OBI-WAN
Who was the original host?

LAMA SU
A bounty hunter called Jango Fett.
We felt a Jedi would be the perfect
choice, but Sifo-Dyas hand-picked
Jango Fett himself.

OBI-WAN
Where is this bounty hunter now?

LAMA SU
Oh, we keep him here.

71 INT. TIPOCA CITY, CLONE CENTER, BARRACKS - DAY 71

The tour continues through a long corridor filled with narrow, transparent tubes into which CLONES are climbing. Once in the tube, the CLONE goes to sleep.

LAMA SU
Apart from his pay, which is
considerable, Fett demanded only
one thing - an unaltered clone for
himself. Curious, isn't it?

OBI-WAN
Unaltered?

(CONTINUED)

LAMA SU

Pure genetic replication. No tampering with the structure to make it more docile... and no growth acceleration.

OBI-WAN

I would very much like to meet this Jango Fett.

TAUN WE

I would be most happy to arrange it, for you.

TAUN WE bows, and leaves.

72

EXT. NABOO, MOUNTAIN MEADOW - LATE AFTERNOON

72

PADMÉ and ANAKIN are in the middle of an idyllic hilly meadow, its lush grasses sprinkled with flowers. At a distance, a herd of SHAAKS graze contentedly.

Beyond is the shimmering expanse of the lake. Several other lakes stretch to the horizon. The warm air is full of little floating puffballs. They sit on the grass, in a playful, coy mood, talking. PADMÉ is picking flowers.

PADMÉ

I don't know...

ANAKIN

Sure you do... you just don't want to tell me.

PADMÉ

Are you going to use one of your Jedi mind tricks on me?

ANAKIN

They only work on the weak-minded. You are anything but weak-minded.

PADMÉ

All right... I was twelve. His name was Palo. We were both in the Legislative Youth Program. He was a few years older than I... very cute... dark curly hair... dreamy eyes.

(CONTINUED)

ANAKIN

All right, I get the picture...
whatever happened to him?

PADMÉ

I went into public service. He went
on to become an artist.

ANAKIN

Maybe he was the smart one.

PADMÉ

You really don't like politicians,
do you?

ANAKIN

I like two or three, but I'm not
really sure about one of them.
(smiling)
I don't think the system works.

PADMÉ

How would you have it work?

ANAKIN

We need a system where the
politicians sit down and discuss
the problem, agree what's in the
best interests of all the people,
and then do it.

PADMÉ

That is exactly what we do. The
trouble is that people don't always
agree. In fact, they hardly ever
do.

ANAKIN

Then they should be made to.

PADMÉ

By whom? Who's going to make them?

ANAKIN

I don't know. Someone.

PADMÉ

You?

ANAKIN

Of course not me.

(CONTINUED)

PADMÉ
But someone.

ANAKIN
Someone wise.

PADMÉ
That sounds an awful lot like a
dictatorship to me.

A mischievous little grin creeps across his face.

ANAKIN
Well, if it works...

PADMÉ stares at ANAKIN. He looks back at her, straight
faced, but can't hold back a smile.

PADMÉ
You're making fun of me!

ANAKIN
(sarcastic)
Oh no, I'd be much too frightened
to tease a Senator.

PADMÉ
You're so bad!

PADMÉ picks up a piece of fruit and throws it at him. He
catches it. PADMÉ throws two more pieces of fruit, and
ANAKIN catches them.

ANAKIN
You're always so serious.

PADMÉ
I'm so serious?!

ANAKIN then starts to juggle the fruit. PADMÉ laughs and
throws more fruit at him. He manages to juggle them too
until there are too many, and he loses control and ducks,
letting food fall on his head. They both laugh.

ANAKIN stands in front of a SHAAK, yelling at it and waving
his arms. PADMÉ starts laughing as ANAKIN runs in circles,
chased by the SHAAK.

73

EXT. NABOO, MOUNTAIN MEADOW - LATE AFTEROON

73

The SHAAK crosses in front of PADMÉ, with ANAKIN riding it, facing the SHAAK'S tail. ANAKIN attempts to stand on the galloping SHAAK'S back, but the SHAAK bucks, and ANAKIN loses his balance and falls off. PADMÉ laughs even harder. ANAKIN lies still. Concerned, PADMÉ jumps up and runs to where ANAKIN is face down in the grass.

PADMÉ

Annie, Annie! Are you all right?

She turns him over. He is pulling a stupid face at her and laughing. She yelps in mock fury and takes a swing at him. He catches her arm. She struggles. They roll over in the grass, embracing, and looking into each other's eyes. Suddenly, they become aware of the contact between them. They let go of each other quickly and sit up, looking away.

ANAKIN stands up and holds out his hand to her. She takes it. He pulls her up. And now they are easy together, not self-conscious any more. PADMÉ scrambles up onto the SHAAK behind ANAKIN. She puts her arms around his waist and leans against his back. ANAKIN digs his heels in. The SHAAK starts forward, and they ride away.

74

EXT. TIPOCA CITY (RAINSTORM) - DAY

74

Rain lashes the city. Below, mighty waves pound the stilts, breaking almost to the height of the platforms. A large AVIAN carrying a RAIN-SOAKED RIDER flies above the water toward a floating city.

75

INT. TIPOCA CITY, CORRIDOR - DAY

75

TAUN WE and OBI-WAN stand in front of the door of Jango Fett's apartment. TAUN WE waves his hand, and a muted bell RINGS.

As they wait, OBI-WAN notes the door lock entry mechanism. Then the door opens, and a ten-year-old boy, BOBA FETT, looks at them. He is identical to the boys in the classroom.

TAUN WE

Boba, is your father here?

There is a brief pause.

BOBA FETT

Yep.

(CONTINUED)

TAUN WE
May we see him?

BOBA FETT
Sure.

Another brief pause, then BOBA FETT steps aside, and TAUN WE and OBI-WAN go through.

76 INT. TIPOCA CITY, FETT APARTMENT - DAY

76

OBI-WAN, TAUN WE, and BOBA FETT enter the apartment. OBI WAN looks around the room.

BOBA FETT
Dad! Taun We's here!

JANGO FETT comes in from the bedroom. He wears a jumpsuit. He is unshaven and mean looking, his face pitted with scars of old wounds. There are a couple of weird tattoos on his muscular forearms. He eyes OBI-WAN with suspicion.

TAUN WE
Jango, welcome back. Was your trip productive?

JANGO FETT
Fairly.

OBI-WAN and JANGO FETT size each other up. BOBA FETT studies both of them.

TAUN WE
This is Jedi Master, Obi-Wan Kenobi. He's come to check on our progress.

JANGO FETT
That right?

JANGO FETT'S eyes fix OBI-WAN coldly.

OBI-WAN
Your clones are very impressive. You must be very proud.

JANGO FETT
I'm just a simple man, trying to make my way in the universe, Master Jedi.

(CONTINUED)

OBI-WAN
Aren't we all?

OBI-WAN eyes the half-open bedroom door, through which a couple of pieces of body armor can be seen on the floor. JANGO FETT registers OBI-WAN'S look. He moves in front of him, blocking the view.

OBI-WAN (cont'd)
Ever make your way as far into the interior as Coruscant?

JANGO FETT
Once or twice.

OBI-WAN
Recently?

JANGO FETT
(eyes Obi-Wan carefully)
Possibly...

OBI-WAN
Then you must know Master Sifo-Dyas?

JANGO FETT
(in Huttese)
Boba, close the door.

BOBA FETT moves to close the bedroom door. JANGO FETT smiles thinly at OBI-WAN.

JANGO FETT (cont'd)
Master who?

OBI-WAN
Sifo-Dyas. Is he not the Jedi who hired you for this job?

JANGO FETT
Never heard of him.

OBI-WAN
Really.

JANGO FETT
I was recruited by a man called Darth Tyranus on one of the moons of Bogden.

(CONTINUED)

OBI-WAN
No? I thought...

TAUN WE
Sifo-Dyas told us to expect him.
And he showed up just when your
Jedi Master said he would. We have
kept the Jedi's involvement a
secret until your arrival, just as
your Master requested.

OBI-WAN
Curious...

JANGO FETT
Do you like your army?

OBI-WAN
I look forward to seeing them in
action.

JANGO FETT
(grinning)
They'll do their job well, I'll
guarantee that.

OBI-WAN
Thanks for your time, Jango.

JANGO FETT
Always a pleasure to meet a Jedi.

OBI-WAN and TAUN WE go out. The door slides closed. JANGO
FETT turns to his son. He is deep in thought.

BOBA FETT
What is it, Dad?

JANGO FETT
Pack your things. We're leaving.

77

EXT. NABOO LAKE RETREAT, LOUNGE - LATE AFTERNOON

77

The setting sun touches the mountain peaks. The lake glows
in the rose-tinted light. Floating lamps gleam softly like
jewels at the lodge.

78

INT. NABOO LAKE RETREAT, DINING ROOM - LATE AFTERNOON

78

NANDI places dessert in front of PADMÉ. TECKLA does the same for ANAKIN. The dessert is some kind of fruit.

ANAKIN

And when I got to them, we went into... aggressive negotiations.
(to Teckla)
Thank you.

PADMÉ

"Aggressive negotiations," what's that?

ANAKIN

Uh, well, negotiations with a lightsaber.

PADMÉ

(laughing)
Oh.

PADMÉ picks up her fork and goes to spear a piece, but it moves! She frowns and tries again - the fruit moves. She looks up at ANAKIN. His eyes are on his plate.

PADMÉ (cont'd)

You did that?

ANAKIN looks up - wide-eyed innocence.

ANAKIN

What?

PADMÉ scowls at him. PADMÉ jabs at the fruit - ANAKIN subtly moves his hand and it lifts up from the plate and hovers in front of her.

PADMÉ

That! Now stop it!

PADMÉ laughs. ANAKIN laughs. She reaches out for the fruit - it loops.

PADMÉ (cont'd)

Anakin!!

ANAKIN moves his fingers. The fruit flies into his hand.

ANAKIN

If Master Obi-Wan caught me doing this, he'd be very grumpy.

ANAKIN is pleased. He cuts the fruit into several pieces and sends one back to PADMÉ. She bites it out of the air and laughs.

79

INT. NABOO LAKE RETREAT, LODGE, FIREPLACE ALCOVE - TWILIGHT
79

A fire blazes in the open hearth. PADMÉ and ANAKIN are sitting in front of it, gazing into the flames. She looks up as ANAKIN leans in to kiss her.

PADMÉ

Anakin, no.

ANAKIN

From the moment I met you, all those years ago, a day hasn't gone by when I haven't thought of you. And now that I'm with you again, I'm in agony. The closer I get to you, the worse it gets. The thought of not being with you makes my stomach turn over - my mouth goes dry. I feel dizzy. I can't breathe. I'm haunted by the kiss you should never have given me. My heart is beating, hoping that kiss will not become a scar. You are in my very soul, tormenting me. What can I do? I will do anything you ask...

Silence. The logs flame in the hearth. PADMÉ meets his eye, then looks away.

ANAKIN (cont'd)

If you are suffering as much as I am, tell me.

PADMÉ

...I can't. We can't. It's just not possible.

ANAKIN

Anything's possible. Padmé, please listen...

PADMÉ

You listen. We live in a real world. Come back to it. You're studying to become a Jedi Knight. I'm a Senator. If you follow your thoughts through to conclusion,

(MORE)

(CONTINUED)

PADMÉ (cont'd)
they will take us to a place we
cannot go... regardless of the way
we feel about each other.

ANAKIN
Then you do feel something!

PADMÉ
Jedi aren't allowed to marry. You'd
be expelled from the Order. I will
not let you give up your future for
me.

ANAKIN
You're asking me to be rational.
That is something I know I cannot
do. Believe me, I wish I could wish
my feelings away... but I can't.

PADMÉ
I am not going to give in to this.
I have more important things to do
than fall in love.

There is silence as they stare at the fire. ANAKIN is
thinking.

ANAKIN
It wouldn't have to be that way...
we could keep it a secret.

PADMÉ
Then we'd be living a lie - one we
couldn't keep up even if we wanted
to. My sister saw it. So did my
mother. I couldn't do that. Could
you, Anakin? Could you live like
that?

Silence for a moment.

ANAKIN
No. You're right. It would destroy
us.

80 INT. TIPOCA CITY, CORRIDOR - DAY

80

OBI-WAN stands with TAUN WE just inside the open door.

(CONTINUED)

LAMA SU

Tell your Council the first
battalions are ready. And remind
them that if they need more troops,
we will need time to grow them.

OBI-WAN

I won't forget. And thank you.

TAUN WE

Thank you.

81 EXT. TIPOCA CITY, KAMINO LANDING PLATFORM (RAINSTORM) - LATE DAY 81

OBI-WAN comes out from the tower into the driving rain. The door closes behind him. He pulls his robe around him and stands braced against the gale. OBI-WAN glances back toward the closed door, confirming that LAMA SU has left.

Below, a huge wave crashes against the stilts. Spray flies high and whips across the platform to where OBI-WAN is standing. He walks over to his Starfighter, looks to see if anyone is watching, then addresses ARFOUR.

OBI-WAN

Arfour.

82 EXT. TIPOCA CITY LANDING PLATFORM, JEDI FIGHTER (RAINSTORM) - LATE DAY 82

The R4-P17, OBI-WAN'S Astro-Droid, who is still sitting on top of OBI-WAN'S Starfighter, switches on and BEEPS.

OBI-WAN

Arfour, relay this, "scramble code
five," to Coursant: care of "the
old folks home."

ARFOUR BEEPS and WHISTLES. The panels light up inside the cockpit. A transmitter disc emerges from the top of the Starfighter and the message is transmitted.

83 INT. JEDI TEMPLE, YODA'S QUARTERS - LATE AFTERNOON 83

YODA sits with MACE WINDU. Between the two Jedi, a hologram of OBI-WAN speaks.

(CONTINUED)

OBI-WAN (V.O.)

I have successfully made contact with the Prime Minister of Kamino. They are using a bounty hunter named Jango Fett to create a clone army. I have a strong feeling that this bounty hunter is the assassin we're looking for.

MACE WINDU

Do you think these cloners are involved in the plot to assassinate Senator Amidala?

OBI-WAN (V.O.)

No, Master. There appears to be no motive.

YODA

Do not assume anything, Obi-Wan. Clear, your mind must be if you are to discover the real villains behind the plot.

OBI-WAN (V.O.)

Yes, Master. They say a Master Sifo-Dyas placed the order for a clone army at the request of the Senate almost ten years ago. I was under the impression he was killed before that. Did the Council ever authorize the creation of a clone army?

MACE WINDU

No. Whoever placed that order did not have the authorization of the Jedi Council.

YODA

Into custody, take this Jango Fett. Bring him here. Question him, we will.

OBI-WAN (V.O.)

Yes, Master. I will report back when I have him.

The hologram of OBI-WAN fades.

YODA

Blind we are, if creation of this clone army we could not see.

(CONTINUED)

MACE WINDU

I think it is time to inform the Senate that our ability to use the Force has diminished.

YODA

Only the Dark Lords of the Sith know of our weakness. If informed the Senate is, multiply our adversaries will.

84 INT. NABOO LAKE RETREAT, ANAKIN'S BEDROOM - NIGHT 84

ANAKIN moves restlessly in his sleep. He mutters to himself. Sweat forms on his forehead. He turns violently. He cries out.

ANAKIN

No... No... No... Mom!... Don't, no, don't!

85 EXT. NABOO LAKE RETREAT, LODGE, BALCONY OVERLOOKING GARDENS - MORNING 85

ANAKIN is on the balcony overlooking the gardens. After a moment, PAMDÉ comes onto the balcony behind him. She sees he is meditating and turns to go.

ANAKIN

(eyes closed)

Don't go.

PAMDÉ

I don't want to disturb you.

ANAKIN

Your presence is soothing.

Brief pause.

PADMÉ

You had a nightmare again last night.

ANAKIN

Jedi don't have nightmares.

PADMÉ

I heard you.

ANAKIN opens his eyes and looks at her.

(CONTINUED)

ANAKIN

I saw my mother. I saw her as clearly as I see you now. She is suffering, Padmé. They're killing her! She is in pain... I know I'm disobeying my mandate to protect you, Senator. I know I will be punished and possibly thrown out of the Jedi Order, but I have to go. I have to help her! I'm sorry, Padmé. I don't have a choice.

PADMÉ

I'll go with you. That way you can continue to protect me, and you won't be disobeying your mandate.

ANAKIN

What about Master Obi-wan?

PADMÉ smiles and takes his hand.

PADMÉ

I guess we won't tell him, will we?

86 INT. TIPOCA CITY, CORRIDOR - DAY 86
 OBI-WAN enters cautiously from outside. Ahead, the corridor is deserted. He moves down it.

87 INT. TIPOCA CITY, CORRIDOR OUTSIDE FETT APARTMENT - DAY 87
 OBI-WAN arrives at the door to JANGO FETT'S apartment. He reaches up and runs his fingers along the door, locating the locks. The door slides open.

88 INT. TIPOCA CITY, FETT APARTMENT - DAY 88
 OBI-WAN walks in to find the room in complete disorder. The bedroom door is wide open - clear signs of hurried departure. All of the FETTS' personal belongings are gone.
 OBI-WAN goes to an ultra-thin computer screen. He punches up AN ONSCREEN PICTURE of JANGO FETT and BOBA FETT unhitching the lines securing their ship on the landing platform. JANGO FETT is wearing his armor and rocket pack.

89

EXT. TIPOCA CITY, KAMINO LANDING PLATFORM (RAINSTORM) - DAY
89

JANGO FETT'S ship, SLAVE I, rests on the landing platform. JANGO and BOBA FETT are preparing to board. OBI-WAN rushes through the tower door and runs toward the ship.

BOBA FETT

Dad!! Look!

JANGO FETT turns to see OBI-WAN charging out of the tower toward him. As he runs, OBI-WAN draws his lightsaber from his belt. It flashes on.

JANGO FETT draws his gun and fires at the charging JEDI. OBI-WAN deflects the blast and swings at JANGO FETT.

JANGO FETT

Boba, get on board.

The bounty hunter rockets up and over OBI-WAN, landing on the top of a nearby tower. JANGO FETT fires down at OBI WAN. The JEDI deflects the shots back, but JANGO FETT evades them. Then he fires an explosive sending OBI-WAN diving out of the way.

IN THE COCKPIT of JANGO FETT'S ship, BOBA FETT grabs the controls of a laser gun and swings it to aim at OBI-WAN, and fires.

The explosion of the ship's laser blasts throws OBI-WAN to the ground. His lightsaber skids across the wet surface of the landing platform. JANGO FETT drops from the tower landing in front of OBI-WAN. OBI-WAN rises and charges toward JANGO.

IN THE COCKPIT, BOBA FETT watches as:

OUTSIDE, OBI-WAN and JANGO FETT grapple and fight, punching, kicking, grabbing hold, and throwing each other around. OBI-WAN grabs JANGO FETT tightly, and JANGO FETT rockets up into the air and kicks OBI-WAN loose. OBI-WAN crashes to the deck and slides toward the edge. He grapples desperately for a handhold on the slick surface. OBI-WAN reaches out for his lightsaber, using the Force to bring it to him, but JANGO fires a thin wire from his wristpack. It wraps around OBI-WAN'S wrists before he can retrieve the lightsaber.

JANGO rockets into the air, dragging OBI-WAN behind him along the platform surface. As OBI-WAN slides toward some columns he manages to maneuver himself into a roll avoiding a collision by leveraging the wire against the structure and pulling himself to his feet. OBI-WAN pulls with all his

(CONTINUED)

weight against the momentum of the wire, causing JANGO to drop and crash into the ground. JANGO'S rocketpack breaks free from his back and explodes.

Still connected by the wire, OBI-WAN charges at JANGO kicking him over the platform edge. JANGO slides pulling OBI-WAN with him. Locked together, OBI-WAN and JANGO FETT plummet down toward the raging ocean. At the last moment, JANGO FETT sees the edge and digs his forearm claws into the surface. OBI-WAN slides past him as JANGO finally ejects the wire free from his wrist. OBI-WAN cannot stop the speed of his slide and shoots off the edge, falling...

OBI-WAN uses the Force and causes the wire to wrap around a pole, stopping his descent. He swings and drops onto a SMALL SERVICE PLATFORM just above the waves. He hauls himself to his feet. When JANGO looks down, the Jedi has disappeared. JANGO uses his forearm claws to climb back to the landing platform and runs toward his ship.

IN THE COCKPIT, BOBA FETT settles into the pilot's seat. He punches buttons. The engines ROAR.

OBI-WAN comes running out onto the landing platform and spots his lightsaber laying on the ground. This time, he retrieves it successfully and turns it on just as JANGO'S ship engines roar. Realizing the ship is about to take off, OBI-WAN takes a small tracking device from his belt and throws in onto the hull of the ship.

JANGO FETT'S ship lifts off from the platform and heads up into the lowering sky. It disappears. Lightning flashes. Rain lashes the tower and streams across the surface of the platform where OBI-WAN stands, watching.

90 EXT. SPACE 90

The Naboo Starship heads toward the desert planet of Tatooine.

91 EXT. TATOOINE, MOS ESPA STREETS AND WATTO'S SHOP - DAY 91

The Naboo Starship lands in a large parking lot of Spaceships on the outskirts of Mos Espa. ANAKIN and PADMÉ ride a rickshaw through the streets. ANAKIN stares at sights he hasn't seen for years. Finally, they come to Watto's shop, and the rickshaw stops.

ANAKIN
(to the droid driver)
Wait, please.

(CONTINUED)

ANAKIN and PADMÉ get down. Sitting on a stool in front of the shop is WATTO. He is using a small electronic screwdriver on a fiddly DROID. THREE PIT DROIDS are chattering away and are trying to help him, but they seem only to make him madder.

WATTO
(yelling, in Huttese)
No, not that one - that one! [No chuba da wanga, da wanga.]

ANAKIN
(arriving)
Excuse me, Watto. [Chut, chut, Watto.]

WATTO
(in Huttese)
What? [Ke Booda?]

ANAKIN
(in Huttese)
I said excuse me. [Di nova, 'Chut, chut.']

WATTO turns to the chattering PIT DROIDS.

WATTO
(in Huttese)
Shut down. [Go ana bopa!]

The PIT DROIDS snap into their storage position.

ANAKIN
Let me help you with that. [Ding mi chasa hopa.]

ANAKIN takes the fiddly piece of equipment and starts to play with it. WATTO blinks in surprise.

WATTO
(continuing, in Huttese)
What? I don't know you... What can I do for you? You look like a Jedi. Whatever it is... I didn't do it. [Ke booda? Yo baan pee hota. No wega mi condorta. Kin chasa du Jedi. No bata tu tu.]

WATTO drops the screwdriver and curses loudly in Huttese

(CONTINUED)

ANAKIN

I'm looking for Shmi Skywalker. [Mi boska di Shmi Skywalker.]

WATTO looks at him suspiciously. He stares at PADMÉ, then back to ANAKIN.

WATTO

Annie?? Little Annie?? Naaah!!

Suddenly, the fiddly piece of equipment in Anakin's hands WHIRS into life. WATTO blinks at it.

WATTO (cont'd)

(continuing; in English)

You are Annie! It is you! Ya sure sprouted! Weehoo! A Jedi! Waddya know? Hey, maybe you couldda help wit some deadbeats who owe me a lot of money...

ANAKIN

My mother...

WATTO

Oh, yeah. Shmi... she's not mine no more. I sold her.

ANAKIN

Sold her...

WATTO

Years ago. Sorry, Annie, but you know, business is business. Sold her to a moisture farmer named Lars. Least I think it was Lars. Believe it or not, I heard he freed her and married her. Can ya beat that?

ANAKIN

Do you know where they are?

WATTO

Long way from here... someplace over on the other side of Mos Eisley, I think...

ANAKIN

I'd like to know.

ANAKIN'S grim look means business; WATTO gets the hint quickly.

(CONTINUED)

WATTO

Yeah... sure... absolutely. Let's go look in my records.

ANAKIN and WATTO go into the shop.

92 EXT. SPACE, GEONOSIS

92

The red planet of Geonosis is circled by a large asteroid field that forms rings. JANGO FETT'S ship appears, heading toward it. OBI-WAN'S Starfighter, attached to the hyperspace transport ring, appears in space. The Starfighter disengages from the ring and follows JANGO FETT'S ship.

93 INT. COCKPIT, FETT SHIP, SPACE, GEONOSIS

93

JANGO FETT grins at BOBA FETT.

JANGO FETT

Nearly there, son.

INSIDE THE COCKPIT, a small blip shows up on the ship's scan screen.

BOBA FETT

Dad! I think we're being tracked... Look at the scan screen! Isn't that a cloaking shadow?

BOBA FETT checks the scan screen and reveals a small tracking device on the outer hull.

JANGO FETT

He must have put a homing device on our hull during the fight... We'll fix it! Hang on, son! We'll move into the asteroid field. He won't be able to follow us there. If he does, we'll leave him a couple of surprises.

He pushes some buttons and the spot where the device was disappears. JANGO FETT guides his ship into the asteroid field. OBI-WAN stops his ship.

OBI-WAN

That's interesting, Arfour. They seem to have discovered the tracker. Shut down... Shape scan their last coordinates.

JANGO FETT pilots his ship through the asteroids.

(CONTINUED)

BOBA FETT
He's gone.

JANGO FETT
He must have gone on toward the
surface.

BOBA sees OBI-WAN on the screen.

BOBA FETT
Look, Dad! He's back!

JANGO FETT
Hang on!

He releases a charge which drifts toward OBI-WAN. As the charge approaches OBI-WAN'S Starfighter, ARFOUR beeps.

OBI-WAN
Whoa! Sonic charges... Stand by.

JANGO'S goes into a power-climb to avoid an asteroid.

BOBA FETT
Dad! Watch out!

JANGO FETT
Stay calm, son. We'll be fine. That
Jedi won't be able to follow us
through this.

OBI-WAN'S ship dives into the asteroid belt after them.

BOBA FETT
There he is!

JANGO FETT
He doesn't seem to be able to take
a hint.

JANGO flies down a narrow tunnel in one of the larger asteroids.

BOBA FETT
Watch out!

OBI-WAN passes over the asteroid and JANGO emerges, chasing after him.

BOBA FETT (cont'd)
Get him, Dad! Get him! Fire!

JANGO FETT fires lasers at the Jedi Starfighter.

94

EXT. SPACE, GEONOSIS

94

The ships flip, roll, and turn at incredible speed, dodging, weaving and firing. They tumble from near misses.

OBI-WAN

Oh, blast! This is why I hate flying.

Bits fly off OBI-WAN'S fighter as one of JANGO'S missiles gets through.

In JANGO FETT'S COCKPIT, JANGO continues to bombard the Jedi Starfighter with laser fire. One bold strikes OBI WAN'S ship causing a small explosion.

BOBA FETT

You got him!

JANGO FETT

We'll just have to finish him.

JANGO FETT pushes buttons to open an outer hull door and releases a guided aerial torpedo. The torpedo closely follows OBI-WAN'S Starfighter.

IN OBI-WAN'S COCKPIT, his skill is pushed to the limit as he throws the ship from side to side, avoiding great rocks and the torpedo. Then a huge asteroid tumbles across his path. There seems no way he can avoid it.

OBI-WAN

Arfour, prepare to jettison the spare parts canisters. Release them now!

IN JANGO'S COCKPIT, they see a huge explosion as OBI-WAN'S ship appears to smash into the asteroid.

BOBA FETT

Got him! Yeahhhhh!

JANGO FETT

We won't see him again.

BOBA FETT laughs. JANGO FETT'S ship emerges from the asteroid belt and heads down toward the planet of Geonosis.

95 EXT. SPACE, GEONOSIS RINGS 95

A huge chunk of rock tumbles slowly through the asteroid belt. CAMERA CLOSES, to discover OBI-WAN'S Starship hidden in a blasted-out area on the pitted back side of the great rock.

96 INT. COCKPIT, JEDI FIGHTER, SPACE, GEONOSIS RINGS 96

OBI-WAN'S ship is sitting on an asteroid.

OBI-WAN

Well, Arfour, I think we've waited long enough... Follow his last known trajectory.

OBI-WAN'S fighter moves out from the back side of the asteroid and heads away from the asteroid field, descending toward Geonosis. OBI-WAN looks out toward Geonosis and sees in the distance a large fleet of Trade Federation ships hidden among the asteroids.

OBI-WAN (cont'd)

There's an unusual concentration of Federation ships over there, Arfour. We'd better stay clear.

97 EXT. GEONOSIS, LANDING AREA - NIGHT 97

OBI-WAN'S ship skims across the top of a small mesa along the edge of a rocky ridge. He maneuvers under a rock overhang and lands. He gets out of the Fighter and walks onto the mesa. The wind whips at him. He looks around.

Geonosis is a red rock planet, featureless apart from buttes and mesas, and occasional tall stalagmites that stand out dramatically on the arid plains.

The night is quiet, except for an occasional WEIRD CRY. OBI-WAN checks his bearings, then heads away.

98 EXT. TATOOINE, BLUFF OVERLOOKING HOMESTEAD - LATE DAY 98

The Naboo Starship descends, hovers, and land on a bluff. ANAKIN and PADMÉ get out. They look down from the edge of the bluff to where the homestead is seen on the desert floor below.

(CONTINUED)

PADMÉ

Stay with the ship, Artoo.

ARTOO WHISTLES as ANAKIN and PADMÉ start down the trail toward the homestead.

99 EXT. TATOOINE, DESERT, HOMESTEAD MOISTURE FARM - LATE DAY 99

C-3PO is working outside the homestead. He looks up as ANAKIN and PADMÉ arrive.

C-3PO

Oh, hello. How might I be of service? A am See...

ANAKIN

Threepio?

C-3PO

Oh, my... Oh, my maker! Master Anakin! I knew you would return, I knew you would! And this must be Miss Padmé.

PADMÉ

Hello, Threepio.

C-3PO

Oh, my circuits! I'm so pleased to see you both!

ANAKIN

I've come to see my mother.

C-3PO

I think... I think... Perhaps we'd better go indoors.

100 EXT. TATOOINE, HOMESTEAD, COURTYARD - LATE DAY 100

ANAKIN, PADMÉ and THREEPPIO arrive in the courtyard. THREEPPIO shuffles ahead.

C-3PO

Master Cliegg, Master Lars! Might I present two important visitors?

OWEN LARS and BERU WHITESUN come out into the courtyard.

(CONTINUED)

ANAKIN

I'm Anakin Skywalker.

OWEN

Owen Lars. This is my girlfriend,
Beru.

BERU

Hello.

PADMÉ

I'm Padmé.

OWEN

I guess I'm your stepbrother. I had
a feeling you might show up some
day.

ANAKIN

Is my mother here?

CLIEGG

No, she's not.

CLIEGG LARS swings from the house on a small floating chair.
One of his legs is heavily bandaged; the other is missing.
He balances awkwardly and puts out a hand.

CLIEGG (cont'd)

Cliegg Lars. Shmi is my wife...
Come on inside. We have a lot to
talk about...

101 INT. TATOOINE, HOMESTEAD, KITCHEN - LATE DAY 101

BERU puts several steaming cups of ardees on a tray and
exits the kitchen...

CLIEGG (O.S.)

It was just before dawn. They came
out of nowhere. A hunting party of
Tusken Raiders.

102 INT. TATOOINE, HOMESTEAD, DINING AREA - LATE DAY 102

CLIEGG, OWEN, PADMÉ and ANAKIN sit around the table, BERU
brings the drinks in from the kitchen.

CLIEGG: Your mother had gone out early, like she always did,
to pick mushrooms that grow on the vaporators. From the
tracks, she was about halfway home when they took her. Those

(CONTINUED)

Tuskens walk like men, but they're vicious, mindless monsters. Thirty of us went out after her. Four of us came back. I'd be with them, only... after I lost my leg I just couldn't ride any more... until I heal.

CLIEGG grimaces, easing his throbbing leg.

CLIEGG

This isn't the way I wanted to meet you, son. This isn't how your mother and I planned it. I don't want to give up on her, but she's been gone a month. There's little hope she's lasted this long.

Silence. Then ANAKIN stands up.

OWEN

Where are you going?

ANAKIN

To find my mother.

PADMÉ

No, Annie!

CLIEGG

Your mother's dead, son. Accept it.

ANAKIN

I can feel her pain, and I will find her.

OWEN

Take my speeder bike.

ANAKIN

I know she's alive.

ANAKIN turns abruptly.

103

EXT. TATOOINE, HOMESTEAD, MOISTURE FARM - LATE DAY

103

ANAKIN stands looking across the desert. PADMÉ comes running out of the homestead after him. ANAKIN turns to PADMÉ.

ANAKIN

You are going to have to stay here. These are good people, Padmé. You'll be safe.

(CONTINUED)

PADMÉ

Anakin...

PADMÉ hugs him. ANAKIN walks over to OWEN'S speeder bike, which is standing close by.

ANAKIN

I won't be long.

ANAKIN swings onto the bike. The engine fires. He takes off across the desert. PADMÉ watches him go.

104 EXT. TATOOINE, LANDSCAPE - SUNSET 104

THREE DIFFERENT SHOTS. ANAKIN rides through three exotic landscapes.

105 EXT. TATOOINE, DESERT, JAWA CAMP - TWILIGHT 105

ANAKIN stands in the middle of a crowd of JAWAS. He asks them for directions. The JAWAS confer excitedly, then the CHIEF JAWA points in a particular direction. ANAKIN gets on the bike and speeds off to where the JAWA pointed.

106 EXT. TATOOINE, DUNE SEA, CAMPFIRE - TWILIGHT 106

ANAKIN rides over a large dune toward a small flickering light in the distance.

He rides up and stops the bike in front of a campfire. There are bodies of THREE DEAD FARMERS lying beside the campfire. TWO EOPIES are tethered nearby, along with a burned and smoking speeder.

107 EXT. TATOOINE, DESERT, HOMESTEAD (FULL MOON) - NIGHT 107

The lights of the vaporators blink in the night sky. Somewhere close by, a night animal HOWLS.

108 EXT. TATOOINE, HOMESTEAD, COURTYARD (FULL MOON) - NIGHT 108

PADMÉ is pacing the courtyard restlessly. She stops, listening to the animal HOWLING nearby. She shivers slightly, then turns and goes into the garage at the side of the courtyard.

109 INT. TATOOINE, HOMESTEAD - GARAGE (FULL MOON) - NIGHT 109

PADMÉ enters the garage where C-3PO sits working.

C-3PO
Hello, Miss Padmé.

PADMÉ
Hello, Threepio.

C-3PO
You can't sleep?

PADMÉ
No, I have too many things on my
mind, I guess.

C-3PO
Are you worried about your work in
the Senate?

PADMÉ
No, I'm just concerned about
Anakin. I said things... I'm afraid
I may have hurt him. I don't know.
Maybe I only hurt myself. For the
first time in my life, I'm
confused.

C-3PO
I'm not sure it will make you feel
any better Miss Padmé, but I don't
think there's been a time in my
life when I haven't been confused.

PADMÉ
I want him to know I care about
him. I do care about him.

C-3PO
Don't worry about Master Annie. He
can take care of himself. Even in
this awful place.

110 EXT. GEONOSIS, ROCK FACE TRAIL - NIGHT 110

OBI-WAN climbs a steep, narrow trail. Suddenly, a CRY is heard close by. OBI-WAN stumbles slightly. His foot slips on the edge, sending a stream of pebbles skittering into the darkness.

OBI-WAN listens. Silence. He draws his lightsaber but does not ignite it.

(CONTINUED)

He sets off again and works his way around a narrow corner, to confront a crouching MASSIFF (a dog-sized lizard) with slavering fangs! The beast leaps at him, and OBI-WAN ignites his lightsaber as the MASSIFF knocks him on his back. Its jaws open wide. OBI-WAN stabs the creature, throws it off of him, and jumps up.

A SECOND MASSIFF jumps from behind. OBI-WAN swings around and cuts it in half. The MASSIFF flies over the cliff, HOWLING. It plummets to its death hundreds of feet below.

111 EXT. GEONOSIS, ROCK FACE TRAIL - NIGHT 111

OBI-WAN arrives at the head of the trail. Far below, a flat plain stretches into the distance. He stops, peering into the darkness, where strange shapes loom indistinctly.

OBI-WAN takes a pair of electronic binoculars from his belt and puts them to his eyes. He sees a cluster of great towers like fantastic stalagmites rise from the plain below.

SLOW PAN with the binoculars, and suddenly a line of Battle Starships come into view. OBI-WAN touches the viewfinder. Between fifty and a hundred Federation Starships are in neat rows. Some are on platforms that are carrying the Starships down to an underground facility. Other platforms are rising to the surface. They carry THOUSANDS of BATTLE DROIDS that step off and file into waiting ships. A fully loaded Starship takes off. OBI-WAN swings the binoculars upward, to see more Trade Federation Starships.

112 EXT. GEONOSIS, TOWER ENTRANCE - DAWN 112

Light grows on the clustering tower of fantastic stalagmites. OBI-WAN sneaks up to the main one. He climbs up the side of the tower to a small window-like opening. OBI-WAN looks around quickly, then sneaks inside.

113 INT. GEONOSIS, CORRIDORS - MORNING 113

OBI-WAN makes his way along a narrow, pillared corridor. He comes to what looks like a large open well or vent shaft. He looks down and sees a huge underground facility below. In one area, machines are constructing BATTLE DROIDS. In another area, completed DROIDS are moving along a conveyor belt. GEONOSIS WORKERS, with no wings, drone away at the assembly line.

114 INT. GEONOSIS, CENTRAL SQUARE - MORNING

114

OBI-WAN arrives at a vast expanse in the stalagmite interior. Immense pillars, soaring Gaudi-Gothic arches, vaulted roofs. The huge space is deserted - completely silent.

OBI-WAN starts to cross the square. Suddenly he hears voices.

He darts behind a pillar as POGGLE THE LESSER (Archduke of Geonosis), his aide, SUN FAC, COUNT DOOKU and NUTE GUNRAY approach, closely followed by PASSEL ARGENTE and WAT TAMBOR. COUNT DOOKU is tall, elderly, and saturnine, with beautiful manners. OBI-WAN flattens himself against the pillar as they pass by.

COUNT DOOKU

Now, we must persuade the Commerce Guild and the Corporate Alliance to sign the treaty.

NUTE GUNRAY

What about the Senator from Naboo? Is she dead yet? I'm not signing your treaty until I have her head on my desk.

COUNT DOOKU

I am a man of my word, Viceroy.

POGGLE

With these new Battle Droids we've built for you, Viceroy, you'll have the finest army in the galaxy.

They move out of earshot. OBI-WAN peers around the pillar to see them going through an archway on the far side of the courtyard. There is a flight of stairs beside it.

OBI-WAN arrives at the stairs. He sneaks up them, to arrive at a narrow gothic archway. He looks down through it.

115 INT. GEONOSIS, CONFERENCE ROOM - DAY

115

POGGLE THE LESSER and his TWO AIDES are at one end of a large round conference table.

COUNT DOOKU

Now is the time, my friends. This is the moment when you have to decide between the Republic or the Confederacy of Independent Systems.

(CONTINUED)

COUNT DOOKU is at the head of the table. JANGO FETT stands behind his chair.

In addition to the original group, there are also THREE OPPOSITION SENATORS: PO NUDO, TESSEK and TOONBUCK TOORA, and a COMMERCE GUILD DIGNITARY; SHU MAI and a MEMBER of the INTERGALACTIC BANK CLAN, SAN HILL.

COUNT DOOKU (cont'd)

As I explained to you earlier, I'm quite convinced that ten thousand more systems will rally to our cause with your support, gentlemen. And let me remind you of our absolute commitment to capitalism... of the lower taxes, the reduced tariffs, and the eventual abolition of all trade barriers. Signing this treaty will bring you profits beyond your wildest imagination. What we are proposing is completely free trade.

(looks at Nute)

Our friends in the Trade Federation have pledged their support. When their Battle Droids are combined with yours, we shall have an army greater than anything in the galaxy, The Jedi will be overwhelmed. The Republic will agree to any demands me make.

PASSEL ARGENTE, the Corporate Alliance Representative.

PASSEL ARGENTE

I am authorized by the Corporate Alliance to sign the treaty.

COUNT DOOKU

We are most grateful for your cooperation, Chairman.

SHU MAI, the Commerce Guild Representative.

SHU MAI

The Commerce Guilds do not at this time wish to become openly involved, But we shall support you in secret - and look forward to doing business with you.

There are chuckles around the table. COUNT DOOKU smiles.

(CONTINUED)

COUNT DOOKU

That is all we ask.

SAN HILL, the banker.

SAN HILL

The Intergalactic Banking Clan will support you wholeheartedly, but only in a non-exclusive arrangement.

WAT TAMBOR, the Techno Union representative.

WAT TAMBOR

The Techno Unions are at your disposal, Count.

116 INT. GEONOSIS, STAIRS - DAY 116

OBI-WAN pulls back from the archway.

117 EXT. TATOOINE, CLIFF (FULL MOON) - NIGHT 117

ANAKIN pulls up near the edge of a cliff. He gets off the bike and creeps to the edge. He looks over to see a Tusken camp in the oasis below. One of the huts at the edge of the camp has TWO TUSKEN GUARDS outside it. ANAKIN drops off the edge of the cliff to the camp below.

118 EXT. TATOOINE, TUSKEN RAIDER CAMP, OASIS (FULL MOON - NIGHT 118

ANAKIN creeps through the camp, working his way from hut to hut, flattening himself against the walls overhearing snatches of Tusken conversation from inside, using the shadows to hide him until he arrives at the hut with the TWO GUARDS. They are sitting a short distance from the door. ANAKIN wriggles around the back. He takes out his lightsaber and cuts into the base of the wall.

119 INT. TUSKEN RAIDER HUT - NIGHT 119

The lightsaber completes the hole in the wall. ANAKIN wriggles in. He pulls himself to his feet. There are candles everywhere.

A shaft of moonlight from a hole in the roof pierces the gloom of the hut. By its light, ANAKIN sees SHMI hanging from a wooden frame in the middle of the hut.

(CONTINUED)

He cuts her free, takes her into his arms, and lowers her gently to the ground. Her eyes are closed. Her face is bloodied. She has been terribly beaten. ANAKIN cradles her tenderly.

ANAKIN

Mom... Mom... Mom...

SHMI'S eyelids flutter - and barely open. They are caked with blood.

SHMI

Annie...? Is it you...?

SHMI'S eyes focus slowly. ANAKIN gives a little choking gasp.

ANAKIN

I'm here, Mom. You're safe. Hang on. I'm going to get you out of here...

SHMI

Annie? Annie? You look so handsome. My son... my grown-up son. I'm so proud of you, Annie... so proud... I missed you so much... Now... I am complete.

ANAKIN

Just stay with me, Mom. I'm going to make you well again. Everything's... going to be fine.

SHMI

I love...

SHMI dies. ANAKIN draws her to his breast. There is silence for a moment. ANAKIN lifts his head, listening for a moment, then he sits on the floor of the Tusken hut, cradling his dead mother in his arms.

120

EXT. TATOOINE, TUSKEN RAIDER CAMP, OASIS - DAWN

120

The pale light grows. Thin tendrils of smoke rise slowly in the cold, clear air. Somewhere a dog BARKS. An OLD WOMAN comes out of one of the huts. She carries a pail. She swirls it and tosses the dirty water onto the ground.

As she goes back inside the hut, a TUSKEN CHILD runs past, dragging a stick in the sand. The CHILD runs through the line of huts, turns a corner, and stops suddenly, staring at

(CONTINUED)

the TWO TUSKEN GUARDS. Between them, ANAKIN stands outside the hut door. His face is a grim mask. The CHILD stares, then there is a FLASH OF LIGHT as Anakin's lightsaber switches on. He immediately kills the two TUSKENS guarding the door of the hut, and makes his way toward the others.

121 INT. JEDI TEMPLE, YODA'S QUARTERS - LATE AFTERNOON 121

YODA meditates and suddenly hears a familiar voice, as if from a great distance. It is the voice of QUI-GON JINN, filled with alarm.

QUI-GON (V.O.)
No, Anakin! No! Don't! No!

MACE WINDU enters the room and sits down. YODA opens his eyes and looks to MACE.

MACE WINDU
What is it?

YODA
Pain. Suffering. Death, I feel.
Something terrible has happened.
Young Skywalker is in pain.
Terrible pain.

122 EXT. GEONOSIS, LANDING AREA - DAY 122

OBI-WAN examines the transmitter dish and speaks with ARFOUR.

OBI-WAN
The transmitter is working, but
we're not receiving a return
signal. Coruscant's too far.
Arfour, can you boost the power?

ARFOUR beeps a reply.

OBI-WAN (cont'd)
We'll have to try something else.

OBI-WAN jumps into the cockpit.

OBI-WAN (cont'd)
Maybe we can contact Anakin on
Naboo. It's much closer. Anakin,
Anakin, do you copy? This is
Obi-Wan Kenobi. Anakin? He's not on
Naboo, Arfour. I'm going to try and
(MORE)

(CONTINUED)

OBI-WAN (cont'd)
widen the search. I hope nothing's
happened to him.

OBI-WAN sits in the Starfighter cockpit looking at a display. A GEONOSIAM spies OBI-WAN and his Starfighter from an overlooking cliff.

OBI-WAN (cont'd)
That's Anakin's tracking signal all
right, but it's coming from
Tatooine. What in the blazes is he
doing there? I told him to stay on
Naboo.

OBI-WAN exits the cockpit and jumps down to the ground. He speaks to ARFOUR.

OBI-WAN (cont'd)
All right. We're all set. We
haven't much time. Anakin? Anakin,
do you copy? This is Obi-Wan
Kenobi.

123 INT. COCKPIT, NABOO STARFIGHTER - DAY

123

In the ship, ARTOO BEEPS as he receives the message.

OBI-WAN (V.O.)
Record this message and take it to
your mistress, Padmé... and the
Jedi Skywalker... "Anakin, my long
range transmitter has been knocked
out. Retransmit this message to
Coruscant."

ARTOO dutifully listens to the desperate message. OBI-WAN'S
voice cuts out. ARTOO WHISTLES in dismay.

124 EXT. TATOOINE, DESERT, HOMESTEAD, MOISTURE FARM - MORNING 124

ANAKIN rides the speeder bike toward the homestead. SHMI'S
body is tied to it. OWEN, followed by BERU and PADMÉ, comes
out of the homestead to meet ANAKIN. THREEPIO follows.
CLIEGG hobbles out of the homestead on his hovering chair.

ANAKIN arrives. They run to him as he steps away from the
bike, carrying SHMI. He stops, face-to-face with CLIEGG.
There is a brief pause. Then he carries SHMI into the
homestead.

125 INT. TATOOINE, MOISTURE FARM, KITCHEN - MORNING

125

PADMÉ prepares some food for ANAKIN. BERU helps her.

BERU
What's it like there?

PADMÉ
I'm sorry?

BERU
On Naboo... What's it like?

PADMÉ is completely preoccupied with her concern for ANAKIN, but she does her best to reply.

PADMÉ
Oh - It's... very green. With lots
of water. And trees. Not like here
at all.

She takes out a tray and starts to put food on it.

BERU
I think I like it here better.

PADMÉ
Maybe you'll come and see it one
day.

BERU
I don't think so. I don't like to
travel.

They finish preparing the tray.

PADMÉ
(smiles)
Thanks, Beru.

She goes out.

126 INT. TATOOINE, HOMESTEAD, GARAGE - DAY

126

PADMÉ comes in with a tray of food. ANAKIN is standing at a workbench, repairing a part of the speeder bike.

PADMÉ
I brought you something. Are you
hungry?

PADMÉ puts the tray down.

(CONTINUED)

ANAKIN

The shifter broke. Life seems so much simpler when you're fixing things. I'm good at fixing things... always was. But I couldn't...

(stops working, tears in his eyes)

Why did she have to die? Why couldn't I save her? I know I could have!

PADMÉ

Sometimes there are things no one can fix. You're not all-powerful, Annie.

ANAKIN turns and walks away from the bench.

ANAKIN

(angry)

I should be! Someday I will be... I will be the most powerful Jedi ever! I promise you, I will even learn to stop people from dying.

PADMÉ

Anakin...

ANAKIN

(furious)

It's all Obi-Wan's fault. He's jealous! He knows I'm already more powerful than he is. He's holding me back!

ANAKIN hurls the wrench across the garage. It CLATTERS to the floor. He looks at his trembling hands. PADMÉ stares at him, shocked.

PADMÉ

Annie, what's wrong?

ANAKIN

I... I killed them. I killed them all. They're dead, every single one of them...

ANAKIN focuses on her like someone returning from far away.

ANAKIN (cont'd)

Not just the men, but the women and the children too. They're like

(MORE)

(CONTINUED)

ANAKIN (cont'd)
animals, and I slaughtered them
like animals... I hate them!

There is silence for a moment, then ANAKIN breaks down,
sobbing. PADMÉ takes him into her arms.

ANAKIN (cont'd)
Why do I hate them? I didn't... I
couldn't... I couldn't control
myself. I... I don't want to hate
them... But I just can't forgive
them.

PADMÉ
To be angry is to be human.

ANAKIN
To control your anger is to be a
Jedi.

PADMÉ
Ssshhh... you're human.

ANAKIN
No, I'm a Jedi. I know I'm better
than this. I'm sorry, I'm so sorry!

PADMÉ
You're like everyone else...

PADMÉ rocks him, and ANAKIN weeps.

127

EXT. TATOOINE, HOMESTEAD, GRAVESITE - DAY

127

ANAKIN, PADMÉ, CLIEGG, OWEN, BERU, and THREEPIO are standing
around Shmi's grave. Two other headstones, one smaller than
the other, stand in the blazing suns.

CLIEGG
I know wherever you are it's become
a better place. You were the most
loving partner a man could ever
have. Goodbye, my dearest wife. And
thank you.

Brief pause. ANAKIN steps forward and kneels at his mother's
grave. He picks up a handful of sand.

ANAKIN
I wasn't strong enough to save you,
Mom. I wasn't strong enough. But I
promise I won't fail again...

(CONTINUED)

(he stands up)
I miss you so much.

Silence. Then BEEPS and WHISTLES are heard. They turn as ARTOO rolls up.

PADMÉ
Artoo, what are you doing here?

ARTOO BEEPS and WHISTLES.

C-3PO
It seems that he is carrying a message from an Obi-Wan Kenobi. Master Annie, does that name mean anything to you?

128 INT. COCKPIT, NABOO STARSHIP - DAY 128

A rough hologram of OBI-WAN is projected in front of ANAKIN and PADMÉ. They watch the flickering image.

OBI-WAN (V.O.)
Anakin, my long range transmitter has been knocked out. Retransmit this message to Coruscant.

PADMÉ turns and reaches over to a control board and pushes a button to transmit the message.

OBI-WAN (V.O.) (cont'd)
I have tracked the bounty hunter Jango Fett to the droid foundries on Geonosis.

129 INT. JEDI COUNCIL ROOM - DAY 129

The members of the Jedi Council stand around a hologram of OBI-WAN.

OBI-WAN (V.O.)
The Trade Federation is to take taking delivery of a droid army here and it is clear that Viceroy Gunray...

130 INT. COCKPIT, NABOO STARSHIP - DAY 130

ANAKIN and PADMÉ continue to listen.

OBI-WAN (V.O.)
...is behind the assassination
attempts on Senator Amidala.

131 INT. JEDI COUNCIL ROOM - DAY 131

The Council members continue to listen to OBI-WAN.

OBI-WAN (V.O.)
The Commerce Guilds and Corporate
Alliance have both pledged their
armies to Count Dooku and are
forming an... Wait!... Wait!!

132 INT. COCKPIT, NABOO STARSHIP - DAY 132

ANAKIN and PADMÉ watch as OBI-WAN is attacked by Droidekas.
The hologram cuts off. ANAKIN jumps up, agitated.

133 INT. JEDI COUNCIL ROOM - DAY 133

The Council members also see the attack on OBI-WAN. YODA
looks to MACE WINDU.

YODA
More happening on Geonosis, I feel,
than has been revealed.

MACE WINDU
I agree.

134 INT. COCKPIT, NABOO STARSHIP - SUNSET 134

ANAKIN and PADMÉ watch a hologram of MACE WINDU.

MACE WINDU (V.O.)
Anakin, We will deal with Count
Dooku. The most important thing for
you is to stay where you are.
Protect the Senator at all costs.
That is your first priority.

ANAKIN
Understood, Master.

(CONTINUED)

The hologram switches off. PADMÉ is looking at the readout on the ship's control panel.

PADMÉ

They'll never get there in time to save him. They have to come halfway across the galaxy. Look, Geonosis is less than a parsec away.

PADMÉ starts to hit buttons and flick switches. ANAKIN puts a hand over hers, stopping her. She stares at him.

ANAKIN

If he's still alive.

PADMÉ

Annie, are you just going to sit here and let him die?? He's your friend... your mentor...

ANAKIN

He's like my father, but you heard Master Windu. He gave me strict orders to stay here.

PADMÉ

He gave you strict orders to protect me...

PADMÉ pulls her hand free and flicks more switches. The engines fire.

PADMÉ (cont'd)

...and I'm going to save Obi-Wan. So if you plan to protect me, you will have to come along.

ANAKIN grins and takes the controls. THREEPIO and ARTOO come forward from the back of the starship. THREEPIO straps himself into a seat behind PADMÉ.

135 EXT. TATOOINE, BLUFF OVERLOOKING HOMESTEAD - SUNSET 135

The Naboo Starship rises from the bluff and zooms away.

136 EXT. CORUSCANT, REPUBLIC EXECUTIVE BUILDING - DAY 136

LOW ANGLE. A line of reflecting pools with splashing fountains flanked by statues on each side leads to the main entrance to the awesome building.

137

INT. CORUSCANT, CHANCELLOR'S OFFICE - DAY

137

BAIL ORGANA

The Commerce Guilds are preparing for war... there can be no doubt of that.

PALPATINE

Count Dooku must have made a treaty with them.

BAIL ORGANA

We must stop them before they're ready.

JAR JAR

Exsueeze me, yousa honorable Supreme Chancellor, Sir. Maybe dissen Jedi stoppen the rebel army.

PALPATINE

Master Yoda, how many Jedi are available to go to Geonosis?

YODA

Throughout the galaxy, thousands of Jedi there are. To send on a special mission, only two hundred are available.

BAIL ORGANA

With all due respect for the Jedi Order, that doesn't sound like enough.

YODA

Through negotiation the Jedi maintains peace. To start a war, we do not intend.

ASK AAK

The debate is over! Now we need that clone army...

BAIL ORGANA

Unfortunately, the debate is not over. The Senate will never approve the use of the clones before the separatists attack.

MAS AMEDDA

This is a crisis! The Senate must vote the Chancellor emergency

(MORE)

(CONTINUED)

MAS AMEDDA (cont'd)
powers! He could then approve the
use of the clones.

PALPATINE
But what Senator would have the
courage to propose such a radical
amendment?

MAS AMEDDA
If only Senator Amidala were here.

JAR JAR steps forward from the back of the group.

JAR JAR
Mesa mosto Supreme Chancellor...
Mesa gusto pallos. Mesa proud to
proposing the motion to give yousa
Honor emergency powers.

138 INT. GEONOSIS, PRISON CELL - DAY

138

COUNT DOOKU walks into the cell holding OBI-WAN. OBI-WAN is
suspended in a force field, turning slowly as blue electric
bolts restrain him. COUNT DOOKU circles OBI-WAN as they
talk.

OBI-WAN
Traitor!

COUNT DOOKU
Hello, my friend. This is a
mistake. A terrible mistake.
They've gone too far. This is
madness.

OBI-WAN
I thought you were the leader here,
Dooku.

COUNT DOOKU
This had nothing to do with me, I
assure you. I promise you I will
petition immediately to have you
set free.

OBI-WAN
Well, I hope it doesn't take too
long. I have work to do.

(CONTINUED)

COUNT DOOKU

May I ask why a Jedi Knight is all the way out here on Geonosis?

OBI-WAN

I've been tracking a bounty hunter named Jango Fett. Do you know him?

COUNT DOOKU

There are no bounty hunters here that I'm aware of. Geonosians don't trust them.

OBI-WAN

Well, who can blame them. But he is here, I can assure you.

COUNT DOOKU

It's a great pity that our paths have never crossed before, Obi-Wan. Qui-Gon always spoke very highly of you. I wish he were still alive. I could use his help right now.

OBI-WAN

Qui-Gon Jinn would never join you.

COUNT DOOKU

Don't be so sure, my young Jedi. You forget that he was once my apprentice just as you were once his. He knew all about the corruption in the Senate, but he would never have gone along with it if he had known the truth as I have.

OBI-WAN

The truth?

COUNT DOOKU

The truth. What if I told you that the Republic was now under the control of the Dark Lords of the Sith?

OBI-WAN

No, that's not possible. The Jedi would be aware of it.

COUNT DOOKU

The dark side of the Force has clouded their vision, my friend.

(MORE)

(CONTINUED)

COUNT DOOKU (cont'd)
 Hundreds of Senators are now under
 the influence of a Sith Lord called
 Darth Sidious.

OBI-WAN
 I don't believe you.

COUNT DOOKU
 The Viceroy of the Trade Federation
 was once in league with this Darth
 Sidious. But he was betrayed ten
 years ago by the Dark Lord. He came
 to me for help. He told me
 everything. The Jedi Council would
 not believe him. I tried many times
 to warn them but they wouldn't
 listen to me. Once they sensed the
 Dark Lord's presence, it would then
 be too late. You must join me,
 Obi-Wan, and together we will
 destroy the Sith.

OBI-WAN
 I will never join you, Dooku.

COUNT DOOKU turns to leave.

COUNT DOOKU
 It may be difficult to secure your
 release.

139 EXT. SPACE 139

The Naboo Starship heads toward the rings of Geonosis.

140 EXT. GEONOSIS - DAY 140

ANAKIN pilots the starship close to the ground, weaving
 around towering rock formations.

PADMÉ
 See those columns of steam straight
 ahead? They're exhaust vents of
 some type.

ANAKIN
 That'll do.

ANAKIN pilots the craft straight down into a column, flying
 through the steam, and landing at the bottom.

141 INT. COCKPIT, NABOO STARSHIP - DAY 141

PADMÉ and ANAKIN prepare to leave the starship.

PADMÉ

Look, whatever happens out there, follow my lead. I'm not interested in getting into a war here. As a member of the Senate, maybe I can find a diplomatic solution to this mess.

ANAKIN

Don't worry. I've given up trying to argue with you.

ARTOO WHISTLES a plaintive sigh.

C-3PO

My sad little friend. If they had needed our help, they would have asked for it. You have a lot to learn about humans.

142 INT. GEONOSIS, CORRIDORS - DAY 142

ANAKIN and PADMÉ enter the stalagmite city. They stop, looking around in wonder at the emptiness.

143 INT. COCKPIT, NABOO STARSHIP - DAY 143

ARTOO stands in front of THREEPIO, who is fussing about.

C-3PO

For a mechanic, you seem to do an excessive amount of thinking. I'm programmed to understand humans.

ARTOO beeps a question.

C-3PO (cont'd)

What does that mean? That means I'm in charge here!

ARTOO trundles out of the starship and down the landing ramp. THREEPIO follows him out of the ship.

C-3PO (cont'd)

Wait! Where are you going? Don't you have any sense at all?

ARTOO makes a rude noise.

(CONTINUED)

C-3PO (cont'd)
 How rude! Please wait! Do you know
 where you're going?

ARTOO bleeps at THREEPIO.

144 INT. GEONOSIS, CORRIDORS - DAY

144

ANAKIN and PADMÉ start forward. As they pass, the surface of the pillars seems to pulse slowly and move. High above, WINGED CREATURES grow from the pillars and detach themselves.

ANAKIN

Wait.

ANAKIN turns as one of the WINGED CREATURES attacks him. Lightsaber blazing, ANAKIN cuts down three creatures as PADMÉ exits through a far doorway. He reaches PADMÉ and they both stand on the edge of a short walkway extending over a deep crevasse. The door behind them closes, stranding the two. The walkway retracts and PADMÉ slips and then jumps down onto a conveyor belt leading into the droid factory.

ANAKIN (cont'd)

Padmé!

ANAKIN jumps down and slashes more WINGED CREATURES while attempting to reach PADMÉ. PADMÉ makes her way across stamping machines and welders as ANAKIN follows, beating back WINGED CREATURES.

145 INT. GEONOSIS, DROID FACTORY - DAY

145

THREEPIO and ARTOO stop at the small walkway.

C-3PO

Oh my goodness! Machines creating
 machines. How perverse!

(ARTOO bleeps)

Calm down. What are you talking
 about? I'm not in your way!

ARTOO pushes THREEPIO off the small ledge and onto a flying Conveyor Droid. Flailing, THREEPIO falls from the droid and onto the conveyor belt below. ARTOO uses his rocket jets to fly up and into the factory.

C-3PO (cont'd)

Help!

(CONTINUED)

ANAKIN continues to work his way toward PADMÉ, lightsaber flashing, WINGED CREATURES attacking from all directions. PADMÉ wrestles with one CREATURE and is thrown into a large empty vat moving down the assembly line. Mechanized arms carry the vat to a position where molten metal will be poured into it. PADMÉ struggles to find handholds for escape, but is unsuccessful. ARTOO flies toward PADMÉ.

SEE-THREEPIO is carried down the assembly line. He stands, only to find his head sliced from his body. His head lands in a line of Battle Droid heads and is welded to a Battle Droid body.

C-3PO (cont'd)
How ugly! Why would one build such unattractive droids?

THREEPIO's headless body continues down the assembly line, sandwiched between Battle Droids. A Battle Droid head is welded on THREEPIO's body.

C-3PO (cont'd)
I'm so confused.

Meanwhile, ANAKIN continues to battle CREATURES. He trips on the assembly line and his right arm becomes locked into a molding device. ANAKIN comes close to the cutting machine.

As PADMÉ continues her struggle to escape the vat, ARTOO finds the computer port controlling the vats and programs PADMÉ's to dump her onto a walkway. ANAKIN ignites his lightsaber in an attempt to free his arm. The cutter approaches. He maneuvers his body away from the cutter, but it slams down and cuts his lightsaber in half.

PADMÉ is surrounded by WINGED CREATURES and taken prisoner. ANAKIN is surrounded by DROIDEKAS and from above. JANGO FETT drops down, blaster in hand.

JANGO FETT
Don't move, Jedi!

146

INT. GEONOSIS, CONFERENCE ROOM - DAY

146

COUNT DOOKU sits at a large conference table with PADMÉ on the far side. ANAKIN stands behind her with FOUR GEONOSIANS GUARDS standing behind him. JANGO FETT stands behind COUNT DOOKU, and SIX GEONOSIAN GUARDS stand behind him.

PADMÉ
You are holding a Jedi Knight,
Obi-Wan Kenobi. I am formally
(MORE)

(CONTINUED)

PADMÉ (cont'd)
requesting you turn him over to me,
now.

COUNT DOOKU
He has been convicted of espionage,
Senator, and will be executed. In
just a few hours, I believe.

COUNT DOOKU smiles.

PADMÉ
He is an officer of the Republic.
You can't do that.

COUNT DOOKU
We don't recognize the Republic
here, Senator. But if Naboo were to
join our Alliance, I could easily
hear your plea for clemency.

PADMÉ
And if I don't join your rebellion,
I assume this Jedi with me will
also die?

COUNT DOOKU
I don't wish to make you to join
our cause against your will,
Senator, but you are a rational,
honest representative of your
people and I assume you want to do
what's in their best interest.
Aren't they fed up with the
corruption, the bureaucrats, the
hypocrisy of it all? Aren't you? Be
honest, Senator.

PADMÉ
The ideals are still alive, Count,
even if the institution is failing.

COUNT DOOKU
You believe in the same ideals we
believe in! The same ideals we are
striving to make prominent.

PADMÉ
If what you say is true, you should
stay in the Republic and help
Chancellor Palpatine put things
right.

(CONTINUED)

COUNT DOOKU

The Chancellor means well, M'Lady, but he is incompetent. He has promised to cut the bureaucracy, but the bureaucrats are stronger than ever, no? The Republic cannot be fixed, M'Lady. It is time to start over. The democratic process in the Republic is a sham, no? A shell game played on the voters. The time will come when that cult of greed, called the Republic, will lose even the pretext of democracy and freedom.

PADMÉ

I cannot believe that. I know of your treaties with the Trade Federation, the Commerce Guilds, and the others, Count. What is happening here is not government that has been bought out by business... it's business becoming government! I will not forsake all I have honored and worked for and betray the Republic.

COUNT DOOKU

Then you will betray your Jedi friends? Without your cooperation I can do nothing to stop their execution.

PADMÉ

And what about me? Am I to be executed also?

DOOKU

I wouldn't think of such an offense. But, there are individuals who have a strong interest in your demise, M'Lady. It has nothing to do with politics, I'm afraid. It's purely personal, and they have already paid great sums to have you assassinated. I'm sure they will push hard to have you included in the executions. I'm sorry but if you are not going to cooperate, I must turn you over to the Geonosians for justice. Without your cooperation, I've done all I can for you.

(CONTINUED)

JANGO FETT

Take them away.

147 INT. CORUSCANT, MAIN SENATE CHAMBER, UPPER CORRIDOR - EVENING 147

MACE WINDU walks down an upper corridor and meets YODA, who is sitting on a ledge overlooking the Senate chamber.

Inside the great rotunda, the UPROAR is even louder. Opposing SENATORS yell furiously at one another.

MAS AMEDDA

Order! Order!!

Finally, the uproar dies.

PALPATINE

In the regrettable absence of Senator Amidala, the chair recognizes senior representative of Naboo, Jar Jar Binks.

Amid the conflicting storm of CHEERS AND BOOS, JAR JAR, with TWO GUNGAN AIDES, floats on his pod to the middle of the vast space. He looks at PALPATINE nervously. PALPATINE nods. JAR JAR clears his throat.

JAR JAR

Senators, dellow felagates...

Laughter. Jeers. JAR JAR blushes.

MAS AMEDDA

Order! The Senate will accord the Representative the courtesy of a hearing!

Comparative quiet. JAR JAR grips the edge of the podium.

148 INT. CORUSCANT, MAIN SENATE CHAMBER - EVENING 148

JAR JAR stands in his pod as it floats in the middle of the vast space.

JAR JAR

In response to the direct threat to the Republic mesa propose that the Senate give immediately emergency powers to the Supreme Chancellor.

Uproar. JAR JAR looks a little sheepish.

(CONTINUED)

Brief silence, then a rolling wave of APPLAUSE. JAR JAR beams and bows.

PALPATINE rises.

PALPATINE

It is with great reluctance that I have agreed to this calling. I love democracy... I love the Republic. But I am mild by nature, and I do not desire to see the destruction of democracy. The power you give me I will lay down when this crisis has abated, I promise you. And as my first act with this new authority, I will create a grand army of the Republic to counter the increasing threats of the separatists.

149 INT. CORUSCANT, MAIN SENATE CHAMBER, UPPER CORRIDOR -
EVENING

149

MACE WINDU

It is done then. I will take what Jedi we have left and go to Geonosis and help Obi-Wan.

YODA

Visit I will the cloners on Kamino and see this army they have created for the Republic.

150 INT. GEONOSIS, HIGH AUDIENCE CHAMBER - DAY

150

ANAKIN and PADMÉ are standing in the center of what looks like a courtroom. Seated before them in a tall, boxed-off area is POGGLE THE LESSER, Archduke of Geonosis. He is accompanied by his underling, SUN FAC. Off to one side the Separatist Senators PO NUDU, TESSEK, and TOONBUCK TOORA. Next to them are the Commerce Dignitaries, SHU MAI, NUTE GUNRAY, PASSEL ARGENTE, WAT TAMBOR and SAN HILL of the Intergalactic Bank Clan. Along the wall about a HUNDRED GEONOSIANS wait for a verdict.

SUN FAC

You have been charged and found guilty of Espionage.

(CONTINUED)

POGGLE

Do you have anything to say before
your sentence is carried out?

PADMÉ

You are committing an act of war,
Archduke. I hope you are prepared
for the consequences.

POGGLE laughs. COUNT DOOKU simply smiles.

POGGLE

We build weapons, Senator... that
is our business! Of course we're
prepared!

NUTE GUNRAY

Get on with it. Carry out the
sentence. I want to see her suffer.

POGGLE

Your other Jedi friend is waiting
for you, Senator. Take them to the
arena!

FOUR GUARDS take hold of PADMÉ and ANAKIN. They are escorted
out of the chamber to the sounds of chuckling.

151 INT. GEONOSIS, TUNNEL TO EXECUTION ARENA - DAY 151

In the gloomy tunnel, ANAKIN and PADMÉ are tossed into an
open cart. The murmur of a vast crowd is heard offscreen.
GUARDS extend their arms along the framework and tie them so
that they stand facing each other.

The DRIVER gets up onto his seat.

ANAKIN

Don't be afraid.

PADMÉ

I'm not afraid to die. I've been
dying a little bit each day since
you came back into my life.

ANAKIN

What are you talking about?

PADMÉ

I love you.

(CONTINUED)

ANAKIN

You love me?! I thought we decided not to fall in love. That we would be forced to live a lie. That it would destroy our lives...

PADMÉ

I think our lives are about to be destroyed anyway. My love for you is a puzzle, Annie, for which I have no answers. I can't control it... and now I don't care. I truly, deeply love you, and before we die I want you to know.

PADMÉ leans toward ANAKIN. By straining hard, it is just possible for their lips to meet. They kiss.

The DRIVER cracks his whip over the ORRAY harnessed between the shafts. The cart jerks forward. Suddenly, there is a HUGE ROAR and blinding sunlight as they emerge into the arena.

152

INT. GEONOSIS, EXECUTION ARENA - DAY

152

The great stadium is packed with tier upon tier of yelling GEONOSIANS. The cart trundles to the center, where OBI-WAN is chained to one of four upright posts that are three feet in diameter. The cart stops. PADMÉ and ANAKIN are taken down, dragged to posts, and chained to them. ANAKIN is in the center. PADMÉ pulls a wire from her clothing and places it in her mouth.

OBI-WAN

I was beginning to wonder if you had gotten my message.

ANAKIN

I retransmitted it as you requested, Master. Then we decided to come and rescue you.

OBI-WAN

Good job!

Their arms are pulled high above their heads, and the cart drives away. There is another ROAR as POGGLE THE LESSER, COUNT DOOKU, NUTE GUNRAY, THE FETTS and DIGNITARIES arrive in the archducal box and take their places.

(CONTINUED)

SUN FAC

The felons before you have been convicted of espionage against the Sovereign System of Geonosis. Their sentence of death is to be carried out in this public arena henceforth.

The crowd ROARS and CHEERS. In the box, POGGLE THE LESSER rises. The crowd becomes quiet.

POGGLE

Let the executions begin!

The crowd goes wild.

From different gates around the arena, THREE MONSTERS are driven in. One is a REEK (bull-like), one is a NEXU (lion like), and one is an ACKLAY (a kind of dino-lobster). They are driven in by PICADORS carrying long spears and riding ORRAYS. The PICADORS poke the MONSTERS toward the center, then retire to the perimeter.

ANAKIN

I've got a bad feeling about this.

The MONSTERS toss their heads, looking around, ROARING or SCREECHING. Then they catch sight of the THREE CAPTIVES and start moving toward them.

OBI-WAN

Take the one the right. I'll take the one on the left.

ANAKIN

What about Padmé?

PADMÉ has used the wire she concealed to pick the lock on one of the hand restraints. She turns around and pulls herself up by the chain to the top of the post. Within a moment, she is standing on top of it, trying to pull the chain free.

OBI-WAN

She seems to be on top of things.

The REEK charges ANAKIN. He jumps up, and the beast hits the post hard. ANAKIN lands onto its back, wrapping part of his chain around its horn. The REEK backs off, shaking its head angrily, which tears the chain from the post.

(CONTINUED)

OBI-WAN ducks around the post as the ACKLAY charges. It knocks the post flat, sending OBI-WAN sprawling. The ACKLAY crunches the post between its claws, freeing the chain. OBI-WAN leaps up and runs towards ONE of the PICADORS. The ACKLAY takes off after him.

The NEXU arrives at PADMÉ's post and rears on its hind legs. On top, PADMÉ struggles to tear the chain free. The NEXU ROARS, displaying wicked, dripping fangs.

In the archducal box, NUTE GUNRAY beams and rubs his hands.

In the arena, OBI-WAN runs at the PICADOR. The ORRAY rears up. OBI-WAN grabs the PICADOR'S long spear and pole vaults over him. The chasing ACKLAY smashes into the ORRAY. It goes down. The PICADOR tumbles onto the sand, where he is grabbed by the ACKLAY and crunched.

ANAKIN's REEK starts to buck. It charges around the arena with ANAKIN hanging on for dear life. He whirls the free length of chain around his head and casts it into the REEK's mouth. Its jaws clamp hard on the chain. ANAKIN yanks hard on the chain, turning the REEK, beginning to ride it.

The NEXU's claws dig deep into the post. The cat-like creature reaches the top of the post and takes a swipe at PADMÉ. She turns and the claw barely catches her shirt ripping it off, leaving superficial claw marks across her back. She hits the creature with her chain and it backs off down the pole. Then, PADMÉ jumps off the post into the air. She swings around on the chain and whacks the beast hard on the head with both her feet. It tumbles back onto the sand. PADMÉ climbs back up the pole, scrambling to the top.

In the archducal box, NUTE GUNRAY fumes.

NUTE GUNRAY

Foul!! She can't do that... shoot her or something!

In the arena, OBI-WAN runs out from behind the fallen ORRAY and throws the spear at the ACKLAY, hitting it in the neck. It lets out a terrible SCREECH and turns on him. The NEXU springs up and makes to leap up at PADMÉ again. She finally manages to work the chain loose. ANAKIN comes charging up on the REEK.

ANAKIN

You okay?

PADMÉ

(nods, gasping)

Sure!

(CONTINUED)

ANAKIN

Jump!!!

The NEXU springs. PADMÉ leaps from the top of the post to land on the REEK behind ANAKIN. The REEK charges away, around the arena. The NEXU bounds after it. The REEK passes the wounded ACKLAY and OBI-WAN. OBI-WAN runs and jumps on the back of the REEK behind ANAKIN and PADMÉ.

In the archducal box, NUTE GUNRAY turns angrily to COUNT DOOKU.

NUTE GUNRAY

This isn't how it's supposed to be!
Jango, finish her off!

COUNT DOOKU motions for the bounty hunter to stay put. BOBA FETT is enjoying the spectacle.

COUNT DOOKU

(smiling enigmatically)
Patience, Viceroy... she will die.

DROIDEKAS roll to the center of the arena where they transform and surround the REEK and contain the JEDI.

153

EXT. GEONOSIS, EXECUTION ARENA - DAY

153

In the archducal box, amid the uproar, MACE WINDU ignites his lightsaber and holds it to JANGO FETT's neck. COUNT DOOKU turns to see MACE WINDU standing behind him. COUNT DOOKU masks his surprise elegantly.

COUNT DOOKU

Master Windu, how pleasant of you to join us. You're just in time for the moment of truth. I would think these two new boys of yours could use a little more training.

MACE WINDU

Sorry to disappoint you, Dooku.
This party's over.

MACE WINDU signals, and at strategic places around the arena there are sudden flashes of light as about ONE HUNDRED JEDI switch on their lightsabers. The crowd is suddenly silent. COUNT DOOKU's lips curl in slight amusement.

COUNT DOOKU

(to Mace Windu)

(MORE)

(CONTINUED)

COUNT DOOKU (cont'd)
 Brave, but foolish, my old Jedi
 friend. You're impossibly
 outnumbered.

MACE WINDU
 I don't think so. The Geonosians
 aren't warriors. One Jedi has to be
 worth a hundred Geonosians.

COUNT DOOKU looks around the great theater. His smile grows.

COUNT DOOKU
 It wasn't the Geonosians I was
 thinking about. How well do you
 think one Jedi will hold up against
 a thousand Battle Droids?

COUNT DOOKU signals. THOUSANDS OF DROIDS start to pour into
 all parts of the arena.

JANGO FETT fires his flamethrower at MACE WINDU, igniting
 MACE's robe. MACE WINDU jumps into the arena. The battle
 begins. GEONOSIANS fly away everywhere. DROIDS fire at JEDI,
 who deflect the bolts and cut down the DROIDS. The GEONOSIAN
 TROOPS fire ray guns that are more difficult for the JEDI to
 deflect. SEVERAL JEDI run to the center of the arena and
 throw lightsabers to OBI-WAN and ANAKIN.

The REEK and the NEXU are spooked by the battle. The REEK
 bucks the riders off its back and stampedes around the
 arena, trampling DROIDS and JEDI that have moved into its
 path. PADMÉ picks up a discarded pistol and joins the fight.

Among the crowd, JEDI cut down swaths of GEONOSIANS and
 DROIDS. On the sand, JEDI fight, attacking DROIDS. OBI-WAN
 and ANAKIN swing their lightsabers, cutting DROIDS in half.
 PADMÉ blasts away at DROIDS and GEONOSIANS.

154

EXT. GEONOSIS, EXECUTION ARENA - DAY

154

MACE WINDU runs to the center of the arena and fights back
 to-back with OBI-WAN, as they swipe and mangle DROIDS.

Among the tiers, JEDI are slowly being driven back. They
 have killed heaps of GEONOSIANS and have knocked out piles
 of DROIDS, but sheer numbers are telling. Individual JEDI
 are being cut down or blasted. The rest are retreating into
 the arena.

ANAKIN and PADMÉ are back-to-back, fighting DROIDS and
 flying GEONOSIANS.

(CONTINUED)

ANAKIN

You call this diplomacy?

PADMÉ

No, I call it aggressive negotiations.

THREEPIO's body with the Battle Droid head enters the arena. The droid is fired upon and knocked back. The Battle Droid head goes flying off THREEPIO's body.

PADMÉ jumps on top of the ORRAY pulling the execution wagon. ANAKIN runs, jumps, and lands in the cart, deflecting laser blasts with his lightsaber. PADMÉ blasts Battle Droids as the two ride through the arena.

The Battle Droid body with THREEPIO's head enters the arena, carrying a blaster rifle.

C-3PO

Where are we? A battle! Oh, no! I'm just a protocol droid. I'm not made for this. I can't do it. I don't want to be destroyed!

Jedi KIT FISTO uses the Force to knock the THREEPIO Battle Droid backward onto the arena floor. A downed Super Battle Droid falls on top of THREEPIO's Battle Droid body, pinning him to the ground.

OBI-WAN and MACE WINDU fight back-to-back, lightsabers flashing. The REEK charges and separates the two. The REEK chases MACE WINDU across the arena. MACE WINDU slashes at the REEK but loses his lightsaber. JANGO FETT, watching from above, rockets down into the arena to battle with MACE WINDU.

MACE WINDU retrieves his lightsaber, and the REEK tosses JANGO FETT away. JANGO FETT ends up under the REEK, avoiding the creature's massive hoofs. Finally, FETT is free and kills the REEK. MACE WINDU fights fiercely with JANGO FETT. Finally, the bounty hunter falls. His helmet goes flying. The bounty hunter's body falls to the ground.

OBI-WAN is attacked by the ACKLAY and finally slays the beast with his lightsaber.

ARTOO finds the Battle Droid with THREEPIO's head attached. He shoots a projectile from his body that attaches a suction device to THREEPIO's head, and pulls the head away from the Battle Droid. ARTOO drags THREEPIO's head across the arena and reattaches it to THREEPIO's body, using an extendable welding arm.

(CONTINUED)

C-3PO (cont'd)

Artoo, what are you doing here?
 Wait! No! How dare you! You're
 pulling too hard. Stop dragging me,
 you lead head. Artoo, be careful!
 You might burn my circuits. Are you
 sure my head's on straight?

155

EXT. GEONOSIS, EXECUTION ARENA - DAY

155

MACE WINDU, OBI-WAN, ANAKIN, PADMÉ and an exhausted group of about TWENTY JEDI stand in the center of the arena surrounded by a ring of BATTLE DROIDS. The bloodied sand around them is strewn with the bodies of DEAD GEONOSIANS, SHATTERED DROIDS and JEDI.

KI-ADI-MUNDI and the SURVIVORS from the raiding party are herded into the arena by SUPER BATTLE DROIDS. From the encircling tiers above, THOUSANDS OF BATTLE DROIDS level their weapons menacingly.

In the archducal box, COUNT DOOKU lifts his hand. The DROIDS lower their weapons. The COUNT calls out to the JEDI.

COUNT DOOKU

Master Windu! You have fought
 gallantly. Worthy of recognition in
 the history archives of the Jedi
 Order. Now it is finished.

(pauses briefly)

Surrender - and your lives will be
 spared.

MACE WINDU

We will not be hostages for you to
 barter with, Dooku.

COUNT DOOKU

Then, I'm sorry, old friend. You
 will have to be destroyed.

The DROIDS raise their weapons. ANAKIN and PADMÉ look to each other. COUNT DOOKU raises his hand to give the order to fire. PADMÉ looks up suddenly.

PADMÉ

Look!

Above, SIX GUNSHIPS are descending fast through the open area in the arena ceiling. They land in a cluster around the handful of JEDI. CLONE TROOPERS spill out and start firing at the DROIDS. There is a hellstorm of laserfire that

(CONTINUED)

bounces off the laser shields created by the Gunships. YODA appears at the door of one of the Gunships.

YODA

Circle the Jedi. A perimeter,
create, around the survivors.

The SURVIVING JEDI dash to the Gunships and scramble in. MACE WINDU hangs on tight as the Gunship, firing all its weapons, rises out of the arena up and over the topmost rim.

On the arena grounds, ARTOO beeps as THREEPIO tries to sit up.

C-3PO

What happened? I had the most
peculiar dream.

In another part of the deserted arena, BOBA FETT finds his father's battered helmet. Kneeling down, he picks it up and lowers his head in sorrow.

156 EXT. GEONOSIS, TERRAIN OUTSIDE EXECUTION ARENA - DAY 156

The massed lines of parked Trade Federation Starships and the DROIDS surrounding the arena, are themselves surrounded by thousands of Republic Starships, disgorging TENS OF THOUSANDS OF CLONE TROOPERS. Beyond, more Republic Starships are landing and spewing out troops.

The Republic Gunships circle towering stalagmites as they head toward the assembly point. WINGED GEONOSIANS fire laser cannons up at the Gunships.

157 INT. GEONOSIS, COMMAND CENTER - DAY 157

DOOKU, POGGLE, NUTE, and RUNE enter a huge command center. In the center of the room there is a large circular viewscreen and, around the perimeter of the room, GEONOSIAN SOLDIERS monitor the CLONE ARMY's advances on large semitransparent maps. In one corner of the room there is a large monitor flashing a variety of images, like schematics to a familiar planet-sized mechanized weapon.

POGGLE

All our communications have been
jammed, We are under attack.

NUTE GUNRAY

The Jedi have amassed a huge army.

(CONTINUED)

COUNT DOOKU

Where did they get them? That doesn't seem possible. How did the Jedi come up with an army so quickly?

NUTE GUNRAY

We must send all available droids into battle.

COUNT DOOKU

There are too many. They will soon have us surrounded.

158 INT. GUNSHIP NUMBER TWO - DAY 158

Ground fire and explosions rock the Gunship. PADMÉ, ANAKIN, and OBI-WAN steady themselves.

OBI-WAN

Hold on!

159 INT. GEONOSIS, COMMAND CENTER - DAY 159

COUNT DOOKU, POGGLE THE LESSER, NUTE GUNRAY, and RUNE HAAKO stand around the viewscreen.

NUTE GUNRAY

This is not going well at all.

POGGLE

Order a retreat. I am sending all my warriors deep into the catacombs to hide.

RUNE HAAKO

We must get the cores of our ships back into space.

COUNT DOOKU

I'm going to Coruscant. My Master will not let the Republic get away with this treachery.

POGGLE crosses to the holographic schematic and downloads it into a cartridge. He gives it to COUNT DOOKU.

POGGLE

The Jedi must not find our designs for the ultimate weapon. If they have any idea of what we are planning to create, we are doomed.

(CONTINUED)

COUNT DOOKU

I will take the designs with me.
They will be much safer with my
Master.

160 INT. GUNSHIP NUMBER ONE - DAY 160

MACE WINDU stares at the incredible sight.

MACE WINDU

Captain, land at that assembly
point ahead.

CLONE CAPTAIN

Yes, sir.

The Gunship lands. MACE WINDU, KI-ADI-MUNDI, and CLONE
TROOPERS spill from the Gunship and join the ground battle.
The Gunship lifts off with YODA on board.

YODA

Capture Dooku, we must. If escapes
he does, he will rally more systems
to his cause.

The CLONE TROOPERS open fire with artillery. EXPLOSIONS
wreck the parked Battle Starships. CLONE TROOPERS advance,
firing at the massed DROIDS. FIGHTER DROIDS fly overhead,
exchanging fire with the Gunships and JEDI fighters.

YODA (cont'd)

More battalions to the left.
Encircle them, we must, then
divide.

161 EXT. BATTLEFIELD, GEONOSIS LANDSCAPE - DAY 161

Gunship #2 skims the battlefield, firing down, deflecting
answering fire from the droids.

162 INT. GUNSHIP NUMBER TWO - DAY 162

OBI-WAN, ANAKIN and PADMÉ watch from the open Gunship.

On the battleground below, CLONE TROOPERS riding speeder
bikes advance toward the battlefield. TRADE FEDERATION
SPIDER DROIDS fire at the CLONE TROOPERS and Republic
Gunships. Lightsaber-wielding JEDI slash through BATTLE
DROIDS. The battle rages on.

Gunship #1 flies low toward TECHNO UNION starships.

(CONTINUED)

ANAKIN

Aim right above the fuel cells.

Laser fire pelts the base of the TECHNO UNION ship. Rocked with explosions, it begins to tilt over and the Gunships split up, flying past.

OBI-WAN

Good call. Those Federation starships are taking off. Target them quickly.

One TRADE FEDERATION starship begins to rise from its docking port. Gunship #2 fires on the starship, with no apparent damage.

ANAKIN

They're too big, Master. The ground troops will have to take them out.

163 INT. GUNSHIP NUMBER ONE - DAY 163

The Gunship lands at the Command Center. YODA disembarks.

CLONE COMMANDER

Master Yoda, all forward positions are advancing.

YODA

Very good. Very good.

164 INT. GUNSHIP NUMBER TWO - DAY 164

The Gunship continues to fire on the TRADE FEDERATION starships. The starships continue to lift into the sky.

165 INT. COMMAND CENTER - DAY 165

YODA

Concentrate all your fire on the nearest starship.

CLONE COMMANDER

Yes, sir.

The TRADE FEDERATION starship finally begins to weaken under the constant fire. The starship begins to fall and then explodes in a fireball.

166 INT. GUNSHIP NUMBER TWO - DAY

166

OBI-WAN, ANAKIN and PADMÉ are at the open sides of the Gunship. CLONES fire down at the DROIDS below.

The Gunship slows, circling over a droid gun-emplacment. It blasts it, but suddenly the Gunship is rocked by a near miss. It lurches violently.

OBI-WAN
Look over there...

ANAKIN
It's Dooku! Shoot him down!

Through the other side of the Gunship, they see a Geonosian Speeder racing past. In the open cockpit is the unmistakable figure of COUNT DOOKU.

CLONE CAPTAIN
We're out of ordinance, sir.

ANAKIN
Follow him!

PADMÉ
We're going to need some help.

OBI-WAN
No, there's no time. Anakin and I can handle this.

DOOKU signals the two fighters flanking his ship. They veer off left and right, loop around, and come up behind our heroes' Gunship. To avoid the BEAK-WING fire, the Gunship banks up a steep dune but is still hit. The ship lurches on its side, and PADMÉ and a CLONE OFFICER tumble out.

ANAKIN
Padmé!!!

ANAKIN stares down in horror as PADMÉ hits the ground below.

ANAKIN (cont'd)
(continuing; to pilot)
Put the ship down! Down!

OBI-WAN
Don't let your personal feelings get in the way.
(to the pilot)
Follow that speeder.

(CONTINUED)

The Gunship continues its pursuit of DOOKU's speeder, followed by the TWO BEAK-WING fighters.

ANAKIN
(to pilot)
Lower the ship!

OBI-WAN
Anakin, I can't take DOOKU alone. I need you. If we catch him we can end this war right now. We have a job to do.

ANAKIN
I don't care.
(to the pilot)
Put the ship down.

OBI-WAN
You'll be expelled from the Jedi Order.

ANAKIN
I can't leave her.

OBI-WAN
Come to your senses. What do you think Padmé would do if she were in your position?

ANAKIN
(resigned)
She would do her duty.

167 EXT. COMMAND CENTER - DAY

167

YODA stands next to the CLONE COMMANDER. He senses something is wrong with PADMÉ.

YODA
Hmmm...

CLONE COMMANDER
The droid army is in full retreat.

YODA
Well done, Commander. Bring me my ship.

168 EXT. GEONOSIS, DUNES - DAY 168

On the ground, a CLONE TROOPER approaches PADMÉ.

CLONE TROOPER
Are you all right?

PADMÉ
I think so.

CLONE TROOPER
We better get you back to the
Forward Command Center.

PADMÉ
No, no. Gather up what troops you
can. We've got to get to that
hanger. Get a transport. Hurry!

169 INT. GUNSHIP NUMBER TWO - DAY 169

ANAKIN and OBI-WAN watch as COUNT DOOKU's speeder parks
outside the tower; the Gunship parks next to it. OBI-WAN and
ANAKIN leap down and run inside the tower.

170 INT. GEONOSIS, SECRET HANGER TOWER - LATE DAY 170

COUNT DOOKU throws switches on a control panel. His
Interstellar Sail Ship is parked nearby.

ANAKIN
You're going to pay for all the
Jedi you've killed today, Dooku.

OBI-WAN
(to Anakin)
We'll take him together - you go in
slowly on the...

ANAKIN
No, I'm taking him now!

OBI-WAN
Anakin, no!

ANAKIN charges across the open space at COUNT DOOKU, who
smiles faintly, watching him come. ANAKIN raises his
lightsaber. At the last moment, COUNT DOOKU thrusts out an
arm and unleashes a blast of Force lightning. ANAKIN is
hurled across the room, and slammed into the opposite wall.
He slumps to the foot of the wall, semi-conscious. COUNT
DOOKU moves toward OBI-WAN.

(CONTINUED)

COUNT DOOKU

As you can see, my Jedi powers are far beyond yours.

OBI-WAN

I don't think so.

OBI-WAN lifts his lightsaber. COUNT DOOKU smiles and ignites his lightsaber.

OBI-WAN comes in fast, swinging at COUNT DOOKU's head. DOOKU parries the cut easily. As they fight, it quickly becomes clear that DOOKU is the complete swordsman, elegant, graceful, classical - a master of the old style.

COUNT DOOKU

Master Kenobi, you disappoint me. Yoda holds you in such high esteem.

COUNT DOOKU parries another cut and then thrusts. OBI-WAN steps back quickly, panting for breath.

COUNT DOOKU (cont'd)

Come, come, Master Kenobi. Put me out of my misery.

OBI-WAN takes a deep breath, gets a fresh grip on his lightsaber and comes in again. For a moment, he drives COUNT DOOKU back. Then DOOKU's superior skill begins to tell again, and he forces OBI-WAN to retreat.

COUNT DOOKU increases the tempo of his attack. OBI-WAN is pushed to the limit to defend himself. DOOKU presses. His lightsaber flashes.

OBI-WAN is wounded in the shoulder, then the thigh. He stumbles back against the wall, trips, and falls. His lightsaber goes skittering across the floor.

COUNT DOOKU raises his lightsaber. OBI-WAN looks up at him helplessly. DOOKU's lightsaber flashes down and CLASHES against - ANAKIN's lightsaber! COUNT DOOKU and ANAKIN stare eyeball to eyeball.

COUNT DOOKU (cont'd)

That's brave of you, boy - but foolish. I would have thought you'd have learned your lesson.

ANAKIN

I'm a slow learner.

(CONTINUED)

And ANAKIN charges at COUNT DOOKU. The force of his attack catches the COUNT slightly off balance. ANAKIN's lightsaber flashes. COUNT DOOKU draws back.

COUNT DOOKU

You have unusual powers, young Padawan. But not enough to save you this time.

ANAKIN

Don't bet on it!

OBI-WAN

Anakin!

OBI-WAN uses the Force to catch his lightsaber and he tosses it to ANAKIN. With TWO LIGHTSABERS, ANAKIN attacks. COUNT DOOKU parries and ripostes. It's no contest. ANAKIN is driven back against the wall. He loses one lightsaber. Finally COUNT DOOKU, in one flashing move, sends ANAKIN's arm, cut off at the elbow, flying, still gripping his lightsaber. ANAKIN drops to the ground in agony. COUNT DOOKU draws himself up to deliver the coup de grace.

Suddenly, through the thick smoke, emerges the heroic figure of YODA. He stops on the smoke-filled threshold.

COUNT DOOKU

Master Yoda.

YODA

Count Dooku.

COUNT DOOKU

You have interfered with our plans for the last time.

COUNT DOOKU levitates machinery, hurling it at the tiny figure of the JEDI MASTER. YODA recovers and deflects the machinery. COUNT DOOKU then causes great boulders in the ceiling above YODA to fall, and again, YODA deflects the boulders which fall around him. YODA deflects Force lightning thrown at him by the enraged COUNT DOOKU.

YODA

Powerful you have become, Dooku. The dark side I sense in you.

COUNT DOOKU

I have become more powerful than any Jedi. Even you, my old Master.

COUNT DOOKU continues to hurl Force lightning at YODA, who deflects every blast.

(CONTINUED)

YODA

Much to learn you still have.

COUNT DOOKU

It is obvious this contest will not be decided by our knowledge of the Force, but by our skills with a lightsaber.

COUNT DOOKU whirls his lightsaber in a formal salute. YODA draws his lightsaber. Suddenly, COUNT DOOKU charges across the space at YODA. He rains down blows upon the tiny figure. YODA doesn't budge an inch. For the first part of the contest, he parries every cut and thrust that COUNT DOOKU aims. Nothing the great swordsman tries gets through. His energy drains. His strokes become feeble, slower.

YODA attacks! He flies forward. COUNT DOOKU is forced to retreat. Words are insufficient to describe the range and skill of YODA's speed and swordplay. His lightsaber his a humming blur of light. Finally, their blades cross and the fighting slows.

YODA

Fought well you have, my old Padawan.

COUNT DOOKU

The battle is far from over. This is just the beginning.

Then, with all his might, COUNT DOOKU uses the Force to pull on one of the cranes in the hanger. It comes crashing down toward OBI-WAN and ANAKIN. ANAKIN wakes. But in the blink of an eye, ANAKIN and OBI-WAN attempt to hold up the crane, using the Force. YODA closes his eyes and concentrates, adding his strength to the two fallen JEDI and moves the crane aside. COUNT DOOKU runs up the ship's ramp, throwing a look back before going inside.

The sound of the Sail Ship's engines are heard starting up.

COUNT DOOKU'S Sail Ship takes off. OBI-WAN and ANAKIN struggle to the exhausted YODA, but it's too late. The Sail Ship rises into the air and flies away.

171

EXT. GEONOSIS, SPACE

171

COUNT DOOKU pilots his ship through the asteroid field circling Geonosis and into deep space.

172 INT. GEONOSIS, SECRET HANGER TOWER - LATE DAY 172

PADME runs to ANAKIN and throws her arms around him. ANAKIN is barely able to stand up.

173 EXT. CORUSCANT, OLD TOWN - DAWN 173

COUNT DOOKU's Interstellar Sail Ship glides through a deserted, burned-out part of Coruscant. COUNT DOOKU maneuvers the ship into one of the empty buildings and lands.

174 INT. CORUSCANT, SECRET LANDING PLATFORM - DAWN 174

The ramp lowers. COUNT DOOKU emerges and walks to where the hooded figure of DARTH SIDIOUS stands waiting. COUNT DOOKU bows.

COUNT DOOKU

The Force is with us, Master Sidious.

DARTH SIDIOUS

Welcome home, Lord Tyranus. You have done well.

COUNT DOOKU

I bring you good news, my Lord. The war has begun.

DARTH SIDIOUS

Excellent.

(smiling)

Everything is going as planned.

175 EXT. CORUSCANT, JEDI TEMPLE - SUNSET 175

The beautiful temple basks in the red glow of the setting sun.

176 INT. JEDI TEMPLE, COUNCIL CHAMBER - SUNSET 176

OBI-WAN

Do you believe what Count Dooku said about Sidious controlling the Senate? It doesn't feel right.

(CONTINUED)

YODA

Becoming unreliable, Dooku has.
Joined the dark side. Lies, deceit,
creating mistrust are his ways now.

MACE WINDU

Never the less, I feel we should
keep a closer eye on the Senate.

YODA

I agree.

MACE WINDU

Where is your apprentice?

OBI-WAN

On his way to Naboo. He is
escorting Senator Amidala home. I
have to admit, without the clones,
it would not have been a victory.

YODA

Victory? Victory, you say?

OBI-WAN turns and looks at the sad little Jedi sitting in
the Council Chamber.

YODA (cont'd)

Master Obi-Wan, not victory. The
shroud of the dark side has fallen.
Begun, this Clone War has!

177 EXT. CORUSCANT, MILITARY STAGING AREA, BALCONY - SUNSET 177

PALPATINE, BAIL ORGANA and the MAS AMEDDA, stand looking
down at the square below.

TENS OF THOUSANDS OF CLONE TROOPS are drawn up in strict
formation or move forward in neat files to climb the ramps
of the Military Assault Ships.

On the balcony, PALPATINE's expression is deeply sad.
Everyone watches somberly as, in the square, loaded Assault
Ships take off. Others land immediately in their place. The
sky above is thick with transports. CLONE TROOPS march and
board the Ships.

The Great Clone War has begun...

178 EXT. NABOO LAKE RETREAT, LODGE, GARDEN - LATE DAY 178

In a rose-covered arbor overlooking the sparkling lake, ANAKIN and PADMÉ stand before a NABOO HOLY MAN.

THREEPIO and ARTOO stand by, watching, as the HOLY MAN blesses the happy couple and, amid gently falling rose petals, ANAKIN and PADMÉ kiss.

DISOLVE TO:

179 EXT. GALAXY - SPACE 179

END CREDITS OVER STARS

THE END

Directed by GEORGE LUCAS

Screenplay by GEORGE LUCAS and JONATHAN HALES

Story by GEORGE LUCAS

Produced by RICK McCALLUM

Executive Producer GEORGE LUCAS

Director of Photography DAVID TATTERSALL, B.S.C.

Production Designer GAVIN BOCQUET

Editor and Sound Designer BEN BURTT

Costume Designer TRISHA BIGGAR

Casting by ROBIN GURLAND

Music by JOHN WILLIAMS

Starring EWAN MCGREGOR NATALIE PORTMAN HAYDEN CHRISTENSEN
and FRANK OZ as Yoda

Co-Starring IAN McDIARMID PERNILLA AUGUST AHMED BEST OLIVER
FORD DAVIES TEMUERA MORRISON ANTHONY DANIELS SILAS CARSON
KENNY BAKER with SAMUEL L. JACKSON as Mace Windu and
CHRISTOPHER LEE as Count Dooku

Visual Effects Supervisors JOHN KNOLL PABLO HELMAN, BEN SNOW
DENNIS MUREN A.S.C.

Animation Director ROB COLEMAN

(CONTINUED)

Concept Design Supervisors DOUG CHIANG ERIK TIEMENS, RYAN
CHURCH

Production Supervisor STEPHEN JONES

First Assistant Director JAMES McTEIGUE

Second Assistant Director CLAIRE RICHARDSON

Second Second Assistant Director PAUL SULLIVAN

High Definition Supervisor FRED MEYERS

CAST

Obi-Wan Kenobi.....	EWAN MCGREGOR
Padmé.....	NATALIE PORTMAN
Anakin Skywalker.....	HAYDEN CHRISTENSEN
Count Dooku.....	CHRISTOPHER LEE
Mace Windu.....	SAMUEL L. JACKSON
Yoda.....	FRANK OZ
Supreme Chancellor Palpatine.....	IAN McDIARMID
Shmi Skywalker.....	PERNILLA AUGUST
Jango Fett.....	TEMUERA MORRISON
Senator Bail Organa.....	JIMMY SMITS
Cliegg Lars.....	JACK THOMPSON
Zam Wesell.....	LEEANNA WALSMAN
Jar Jar Binks.....	AHMED BEST
Dormé.....	ROSE BYRNE
Sio Bibble.....	OLIVER FORD DAVIES
Dexter Jettster.....	RONALD FALK
Captain Typho.....	JAY LAGA'AIA
Watto.....	ANDREW SECOMBE
C-3PO.....	ANTHONY DANIELS
Ki-Adi-Mundi & Nute Gunray.....	SILAS CARSON
Queen Jamillia.....	AYESHA DHARKER
Boba Fett.....	DANIEL LOGAN
Owen Lars.....	JOEL EDGERTON
Beru.....	BONNIE MAREE PIESSE
Voice of Lama Su.....	ANTHONY PHELAN
Voice of Taun We.....	RENA OWEN
Madame Jocasta Nu.....	ALETHEA McGRATH
Hermione Bagwa.....	SUSIE PORTER
Elan Sleazebaggano.....	MATT DORAN
Lott Dod.....	ALAN RUSCOE
Plo Koon.....	MATT SLOAN
Cordé.....	VERONICA SEGURA
Mas Amedda.....	DAVID BOWERS
Naboo Lieutenant.....	STEVE JOHN
SHEPHERD Clone Trooper.....	BODIE 'TIHOI' TAYLOR
Senator Orn Free Taa.....	MATT ROWAN
Senator Ask Aak.....	STEVEN BOYLE

(CONTINUED)

Kit Fisto.....ZACHARIAH JENSEN
J.K.Burtola.....ALEX KNOLL
Mari Amithest.....PHOEBE YIAMKIATI
R2-D2.....KENNY BAKER
Oppo Rancisis.....JEROME BLAKE
Eeth Koth.....HASSANI SHAPI
Adi Gallia.....GIN
Saesee Tiin.....KHAN BONFILS
Even Piell.....MICHAELA COTTRELL
Depa Billaba.....DIPIKA O'NEILL JOTI

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Scoring Engineer SHAWN MURPHY

Scoring Assistants ANDREW DUDMAN CHRIS CLARKE, OWEN TAMPLIN

Orchestrations CONRAD POPE, EDDIE KARAM

Music Preparation JO ANN KANE MUSIC SERVICE

Music Librarian MARK GRAHAM

Music Performed by LONDON SYMPHONY ORCHESTRA

Orchestra Leader GORDAN NIKOLITCH

Choir LONDON VOICES

Chorus Director TERRY EDWARDS

Keyboard Soloist RANDY KERBER

ADDITIONAL SHOOTING CREW

Production Manager BRIAN DONOVAN

Director of Photography GILES NUTTGENS

Art Director DAVID LEE

Script Supervisor VICTORIA CHAMBERS-PIKE

Construction Managers LEON APSEY, GENE D'CRUZE

Production Buyer RICHARD BULLOCK

(CONTINUED)

Art Department Assistant MARK SCRUTON
Gaffer DAVE SMITH
Best Boy SONNY BURDIS
Grip PETE MYSLOWSKI
Chargehand Propman PETER WATSON
Stand-By Propman ALEX BOSWELL
Stand-By Carpenter PAUL NOTT-MACAIRE
Carpenter DENNIS BOVINGTON
Rigger EDDIE SANSOM
Chief Make-Up Artist PAT HAY
Costume Coordinator JO MEASURE
Production Coordinators VIRGINIA MURRAY HELEN GREGORY
Assistant Production Coordinator VICTORIA MORGAN
Transport Captain PHIL ALLCHIN
Nurse JEANIE UDALL
First Assistant Directors RICHARD HEWITT RICHARD WHELAN
Second Assistant Directors MATTHEW PENRY-DAVEY TAMANA
BLEASDALE
Sound Mixers BRIAN SIMMONS, SIMON BISHOP
Creature Effects Supervisor NICK DUDMAN
Prosthetic Make-Up Artists PAUL SPATERI MARK COULIER, BARRIE
GOWER SHAUNE HARRISON, KATE HILL
Animatronics CHRIS BARTON, MARTIN REID TAMZINE HANKS, TOM
BLAKE, SIMON WILLIAMS
Foam Latex ANDY LEE
Creatures Coordinator LYN NICHOLSON
Special Effects ANY EFFECTS
Special Effects Supervisor TOM HARRIS
Senior Special Effects Technician ALEX GURUCHARRI

(CONTINUED)

Special Effects Technician BARRY WOODMAN

Director of Publicity LYNNE HALE

Publicity Assistant LISA SHAUNESSY

Researchers JO DONALDSON JENNY CRAIK, ROBYN STANLEY

Location Researcher ELIZABETH TULLOCH

Data Logging LIZZIE EVES

Stills Photographers LISA TOMASETTI GILES WESTLEY, PAUL
TILLER

Stills Photography Assistant EVELYN ROSE

Stills & Publicity Runner IANNA WHITE

Image Archivist TINA MILLS

Transport Captain HANS VAN BEUGE

Unit Drivers DUAN KERERU, DAVE SIMPKINS

Unit Drivers PHIL McDONELL, RON WYNDHAM

Catering by KOLLAGE KATERING

Catering Manager KERRY FETZER

Stand-In for Ewan McGregor RICHARD PIKE

Stand-In for Natalie Portman NATALIE LAWLEY

Stand-In for Hayden Christensen GORDON TYLER

ITALY SHOOT

Production Services Provided by Mestiere Cinema, Venice,
Italy

Production Supervisor ABDELAZIZ BEN MLOUKA

Art Director T AIEB JALLOULI

Assistant Art Director ANAS TALMOUDI

Unit Managers MEIMOUN MAHBOULI PHILIPPA DAY

Matmata Location Manager MOUNIR HLAWET

First Assistant Director MOEZ KAMOUN

(CONTINUED)

Production Coordinator AMEL BECHARNIA

Accountant ABDALLAH BAALOUCH

Production Secretary LAMIA SAIDANE

Wardrobe Supervisor NAAMA JAZI MEJRI

Prop Master MOHAMED BARGAOUI

SPAIN SHOOT

Production Services Provided by Recce & Production Services,
Seville, Spain

Production Supervisor PEDRO MA DE UGARTE

Production Managers SARKA SULCOVA CAROLINE BONHAM-JONES

Production Coordinator ISABEL DELGADO

Set Coordinator MÓNICA HERNANDEZ

Wardrobe Assistant MARIA JIMÉNEZ ALFARO

Casting PAZ PIÑAR

Production Secretary SILVIA VÁZQUEZ

Production Runner JOSE LUIS RODRIGUEZ / PUMA

Special Thanks to: JOHN FARRAND KIM WILLIAMS STEVE SMITH ROD
ALLAN JAMES BRAMLEY TED GAGLIANO TED COSTAS TIM SCHAFBUCH
DAVE SCHNUELLE STEVE MORRIS BYRON BAY KENDO CLUB SYDNEY
KENDO CLUB FONDO PER L'AMBIENTE ITALIANO CITIES OF LENNO,
GRIANTE & TREMEZZO, ITALY ITALIAN MINISTRY OF ART AND
CULTURE CITY OF CASERTA, ITALY PEOPLE OF TOZEUR & MATMATA,
TUNISIA TUNISIAN MINISTRY OF THE INTERIOR SAN PABLO DE
SEVILLA AIRPORT CUSTOMS SEVILLE POLICE SEVILLE CITY COUNCIL
GMU - SEVILLE DIGITAL FILM LAB, COPENHAGEN BRITISH MUSICIANS
UNION MICHAEL SMUIN EMIRATES SALLY BULLOCK TOM DELMAR VAN
BEDIENT SUSAN LEAHY DENNIS NOONAN CHARLIE LEDOGAR CYRIL
DRABINSKY PARASOUND-HOME THEATER SONY-ERICSSON LANDROVER

and a very special thanks to all the Engineers at SONY,
ATSUGI, JAPAN

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MATMATA, TUNISIA & SEVILLE, SPAIN

and at ELSTREE FILM STUDIOS & EALING FILM STUDIOS, ENGLAND

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Pre-Visualization Edited on FINAL CUT PRO

Plasma Displays & Scoring Projection by RUNCO INTERNATIONAL

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Additional Lighting Equipment by AFM LIGHTING

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