

EXPANDED SCREENPLAY: "STAR WARS: EPISODE I – THE PHANTOM MENACE"

v. 1.5

By George Lucas

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20'TH CENTURY FOX LOGO AND FANFARE

LUCASFILM LTD. LOGO

EXT. SPACE (FX)

TITLE CARD: A long time ago in a galaxy far, far away....

A vast sea of stars serves as the backdrop for the main title, followed by a roll up, which crawls up into infinity...

Episode I
THE PHANTOM MENACE

Turmoil has engulfed the Galactic Republic. The taxation of trade routes to outlying star systems is in dispute.

Hoping to resolve the matter with a blockade of deadly

battleships, the greedy Trade Federation has stopped all shipping to the small planet of Naboo.

While the congress of the Republic endlessly debates this alarming chain of events, the Supreme Chancellor has secretly dispatched two Jedi Knights, the guardians of peace and justice in the galaxy, to settle the conflict....

PAN DOWN to reveal a small scarlet space cruiser heading TOWARD CAMERA at great speed. PAN with the cruiser as it heads toward the beautiful green planet of Naboo, which is surrounded by hundreds of massive Trade Federation battleships.

INT. REPUBLIC CRUISER - COCKPIT

In the cockpit of the cruiser, the CAPTAIN and PILOT maneuver closer to one of the battleships.

QUI-GON: (off screen voice) Captain?

The Captain turns to an unseen figure sitting behind her.

CAPTAIN: Yes, sir?

QUI-GON: (V.O) Tell them we wish to board at once.

CAPTAIN: Yes, sir.

The Captain looks to her view screen, where NUTE GUNRAY, a Neimoidian trade viceroy, waits for a reply.

CAPTAIN: (cont'd) With all due respect for the Trade Federation, the Ambassadors for the Supreme Chancellor wish to board immediately.

NUTE: Yes, yes, of course...ahhh...as you know, our blockade is perfectly legal, and we'd be happy to receive the Ambassador...Happy to.

The screen goes black. Out the cockpit window, the sinister battleship looms ever closer. The robed figure steps back, to the side of another, similarly robed figure.

QUI-GON: Why Naboo? Why this small world, when there are so many others more important?

The other figure offers no answer. Qui-Gon turns to the Captain.

QUI-GON: Contact the Chancellor and inform him that we have arrived.

CAPTAIN: Yes, sir.

EXT. FEDERATION BATTLESHIP - DOCKING BAY - SPACE (FX)

The small space cruiser docks in the enormous main bay of the Federation battleship. A few BATTLE DROIDS and giant STARFIGHTER DROIDS watch silently.

INT. FEDERATION BATTLESHIP - DOCKING BAY - SPACE

A PROTOCOL DROID, TC-14, waits at the door to the docking bay. The door opens, and the Republic cruiser can be seen in the docking bay. The two brown-robed figures are greeted by TC-14.

TC-14: I'm TC-14 at your service. This way, please.

They move off down the hallway.

INT. FEDERATION BATTLESHIP - CONFERENCE ROOM

A door slides open, and the two cloaked shapes are led PAST CAMERA into the formal conference room by TC-14.

TC-14: I hope your honored sirs will be most comfortable here. My master will be with you shortly.

The droid bows before OBI-WAN KENOBI and QUI-GON JINN. She backs out the door and it closes. The JEDI lower their hoods and look out a large window at the lush green planet of Naboo. Qui-Gon is sixty years old, has long flowing brown hair and a graying goatee. He is tall and striking, with blue eyes. Obi-Wan is twenty-five, with very short brown hair, a braid of hair down one side of his head, pale skin, and blue eyes.

OBI-WAN: I have a bad feeling about this.

QUI-GON: I don't sense anything.

OBI-WAN: It's not about the mission, Master. It's something...elsewhere...elusive...

QUI-GON: Don't center on your anxiety, Obi-Wan. Keep your concentration here and now where it belongs.

OBI-WAN: But Master Yoda says I should be mindful of the future...

QUI-GON: ...but not at the expense of the moment. Be mindful of the Living Force, my young Padawan.

OBI-WAN: Yes, Master. (pause) How do you think the trade viceroy will deal with the Chancellor's demands?

QUI-GON: These Federation types are cowards. The negotiations will be short.

INT. FEDERATION BATTLESHIP - BRIDGE

A large, dark control room, run by NEIMOIDIANS wearing goggles and masks. Nute Gunray (an elaborately dressed Neimoidian) and DAULTAY DOFINE (wearing a Captain's uniform) stand stunned before TC-14.

NUTE: (shaken) What?!? What did you say?

TC-14: The Ambassadors are Jedi Knights, I believe.

DOFINE: I knew it! They were sent to force a settlement, eh. Blind me, we're done for!

NUTE: Stay calm! I'll wager the Senate isn't aware of the Supreme Chancellor's moves here. Go distract them. I will contact Lord Sidious.

DOFINE: Are you brain dead? I'm not going in there with two Jedi! Send the droid.

Dofine turns to TC-14, who lets out a squeaky sigh.

INT. FEDERATION BATTLESHIP – CONFERENCE ROOM

Qui-Gon and Obi-Wan are sitting at the large conference table. The door to the conference room slides open, and TC-14 enters with a tray of drinks and food.

OBI-WAN: Is it in their nature to make us wait this long?

QUI-GON: No...I sense an unusual amount of fear for something as trivial as this trade dispute.

Obi-Wan takes a drink.

INT. FEDERATION BATTLESHIP – BRIDGE

Nute, Dofine, and RUNE HAAKO are before the hologram of DARTH SIDIOUS, a dark-robed figure whose face is obscured by a hood.

DARTH SIDIOUS: What is it?

NUTE: The Chancellor has sent ambassadors to force a settlement. They are...Jedi!!

DARTH SIDIOUS: (a reverent whisper) Jedi? Are you sure?

NUTE: They have been identified, My Lord. Qui-Gon Jinn and Obi-Wan Kenobi.

DOFINE: This scheme of yours has failed, Lord Sidious. The blockade is finished! We dare not go against the Jedi.

DARTH SIDIOUS: You seem more worried about the Jedi than you are of me, Dofine. I am amused. Viceroy!

Nute, looking very nervous, steps forward.

NUTE: Yes, My Lord?

DARTH SIDIOUS: I don't want this stunted slime in my sight again...do you understand?

NUTE: Yes, My Lord.

Nute gives Dofine a fierce look, and Dofine, terrified, rushes off the bridge.

DARTH SIDIOUS: This turn of events is unfortunate. We must accelerate our plans, Viceroy. Begin landing your troops.

NUTE: Ahhh, My Lord, is that...legal?

DARTH SIDIOUS: I will MAKE it legal.

NUTE: And...the Jedi??

DARTH SIDIOUS: The Chancellor should have never brought them into this. Kill them immediately.

NUTE: Ye...yes, My Lord. As you wish.

The hologram vanishes.

INT. REPUBLIC CRUISER – COCKPIT – DOCKING BAY

In the cockpit of the cruiser, the Captain and pilot look up and see a gun turret emerge from the hangar's ceiling, swing around and point directly at them.

PILOT: CAPTAIN!?! LOOK!!

CAPTAIN: RAISE SH—

EXT. FEDERATION BATTLESHIP – HANGAR BAY – SPACE (FX)

The battleship gun fires. The Republic cruiser EXPLODES.

INT. FEDERATION BATTLESHIP – CONFERENCE ROOM

Qui-Gon and Obi-Wan leap to a standing position with their laser swords drawn. TC-14 jumps back, startled, spilling the drinks on its' tray.

TC-14: Ahhhh...sorry, sir. The Viceroy...

Qui-Gon and Obi-Wan listen intently. A faint hissing sound can be heard.

QUI-GON: Dioxis!

Qui-Gon and Obi-Wan turn off their laser swords and each take a sudden deep breath and hold it. The room fills with yellow smoke.

INT. FEDERATION BATTLESHIP - HALLWAY

A hologram of Nute, surrounded by battle droids, appears in the conference room hallway.

NUTE: They must be dead by now. Destroy what is left of them.

The hologram fades off.

BATTLE DROID: Check it out, Corporal. We'll cover you.

BATTLE DROID (OWO-1): Roger roger.

The battle droid, OWO-1, cautiously opens the door. A deadly yellow cloud billows from the room. Battle droids cock their weapons as a figure stumbles out of the smoke. It is TC-14, carrying the tray of drinks.

TC14: Oh, excuse me, I'm so sorry...

The protocol droid passes the armed camp just as two flashing laser swords fly out of the deadly fog, cutting down several battle droids before they can fire.

BATTLE DROID: Uh oh.... blast them!

INT. FEDERATION BATTLESHIP - BRIDGE

The bridge is a cacophony of alarms. Nute and Rune watch OWO-1 on the viewscreen.

OWO-1: Something is wrong, Viceroy. Not sure exactly what...

OWO-1 is suddenly cut in half in mid-sentence. Rune gives Nute a worried look.

NUTE: What in blazes is going on down there? They can't still be alive!

TEY HOW: We've lost the transmission, sir!

RUNE: Have you ever encountered a Jedi Knight before, sir?

NUTE: Well, not exactly, but I don't...(panicked) Seal off the bridge!

TEY HOW: Yes, sir!

RUNE: That won't be enough.

The doors to the bridge SLAM shut.

NUTE: I want droidekas up here at once!!!

RUNE: We will not survive this.

INT. FEDERATION BATTLESHIP - HALLWAY - OUTSIDE BRIDGE

Qui-Gon cuts several battle droids in half, creating a shower of sparks and metal parts. Obi-Wan raises his hand, sending several battle droids crashing into the wall.

Qui-Gon makes his way to the bridge door and begins to cut through it.

INT. FEDERATION BATTLESHIP - BRIDGE

The CREW is very nervous as sparks start flying around the bridge door. Qui-Gon and Obi-Wan are on the view screen.

NUTE: Close the blast doors!!!

The huge, very thick blast door slams shut, followed by a second door, then a third. There is a hissing sound as the huge doors seal shut. Qui-Gon stabs the door with his sword. The screen goes black as a red spot appears in the center of the blast door.

RUNE: They're still coming through!

On the door, chunks of molten metal begin to drop away.

NUTE: Impossible!! *This is impossible!!*

RUNE: Where are those droidekas?!?

INT. FEDERATION BATTLESHIP - HALLWAY - OUTSIDE BRIDGE

Two ugly destroyer WHEEL DROIDS roll down the hallway at full speed. Just before they get to the bridge area, they stop and transform into their battle configuration.

OBI-WAN: MASTER!! DESTROYERS!!!

QUI-GON: Offhand, I'd say this mission is past the negotiation stage.

The wheel droids rush the entry area, blasting away with their laser guns. The Jedi block the bolts with their lightsabers, but the bolts rebound off the blue, bubble-like shields protecting the droids. The laser bolts hit ceiling, walls, and floor.

OBI-WAN: They have shield generators!

QUI-GON: It's a standoff! Let's go!

The droids stop firing and stand in a semi-circle as the smoke clears. Obi-Wan and Qui-Gon are nowhere to be seen.

P-59: Switch to bio...There they are!

The Jedi materialize at the far end of the hallway and dash through a doorway that slams shut. The wheel droids blast away at the doorway.

INT. FEDERATION BATTLESHIP - BRIDGE

Nute and Rune stand on the bridge, watching the view screen as the wheel droids' POV speeds to the doorway.

RUNE: We have them on the run, sir...they're no match for droidekas.

TEY HOW: Sir, they've gone up the ventilation shaft.

INT. FEDERATION BATTLESHIP - MAIN BAY

Qui-Gon and Obi-Wan appear at a large vent in a giant hangar bay. They are careful not to be seen. Thousands of battle droids are loading onto landing craft, along with HOVER TANKS and TROOP TRANSPORTS.

QUI-GON: Battle droids.

OBI-WAN: It's an invasion army.

QUI-GON: This is an odd play for the Trade Federation. We've got to warn the Naboo and contact Chancellor Valorum.

OBI-WAN: We'd better do it somewhere besides here.

QUI-GON: Maybe we can hitch a ride with our friends down there.

OBI-WAN: It's the least they can do, after the way they've treated us so far.

QUI-GON: Let's split up. Stow aboard separate ships and meet down on the planet. Keep in touch by comlink.

OBI-WAN: You were right about one thing, Master. (smirks) The negotiations *were* short.

INT. FEDERATION BATTLESHIP - BRIDGE

TEY HOW receives a transmission.

TEY HOW: Sir, a transmission from the planet.

On the view screen, fourteen-year-old QUEEN AMIDALA appears in her throne room. Wearing her elaborate headdress, ghost-white face paint and robes, she sits surrounded by the GOVERNING COUNCIL and FOUR HANDMAIDENS -- EIRTAE, YANE, RABE, and SACHE.

RUNE: It's Queen Amidala herself.

NUTE: At last we are getting results. (to the Queen) Again you come before me, Your Highness. The Federation is pleased.

AMIDALA: You will not be pleased when you hear what I have to say, Viceroy. Your trade boycott of our planet has ended.

Nute smirks at Rune.

NUTE: Oh? I was not aware of such a failure.

AMIDALA: I have word that the Senate is finally voting on this blockade of yours.

NUTE: (sarcastic) I take it you know the outcome, then. Sometimes I wonder why they bother to vote at all.

AMIDALA: Enough of this pretense, Viceroy! I'm aware the Chancellor's Ambassadors are with you now, and that you have been commanded to reach a settlement. What is it to be?

NUTE: I know nothing about any Ambassadors...you must be mistaken.

Amidala, surprised at his reaction, studies him carefully.

AMIDALA: Beware, Viceroy.... the Federation has gone too far this time.

NUTE: Your Highness, we would never do anything without the approval of the Senate. You assume too much.

AMIDALA: We will see.

The Queen fades off, and the view screen goes black.

RUNE: She's right, the Senate will never....

NUTE: It's too late now. The attack is underway.

RUNE: Do you think she suspects an attack?

NUTE: I don't know, but I don't want to take any chances. We must move quickly to disrupt all communications down there.

EXT. NABOO – THEED CITY – DAWN

Establishing shot of Naboo – a beautiful, lush paradise of a world. Perched on a cliffside and bisected by a river leading to a waterfall, the City of Theed is ornate, with classical, rounded lines. A giant, regal-looking palace towers over the city, rising from the cliffside. Several birds fly across the dawn skies.

INT. NABOO PALACE - THRONE ROOM

The Queen, her robed handmaidens Eirtae and SACHE, and Governor SIO BIBBLE sit before a hologram of SENATOR PALPATINE, a thin, kindly man, fifty years of age. Also with them is the COUNCIL OF GOVERNORS (seated in a circular pattern around the Queen's throne), a trio of GUARDS, and CAPTAIN PANAKA of the Royal Security Force.

PALPATINE: ...How could that be true? I have assurances from the Chancellor...his Ambassadors did arrive. It must be the...get...negotiate...bassadors...

The hologram of Palpatine sputters and fades away.

AMIDALA: Senator Palpatine?!? (turns to Panaka) What's happening?

Captain Panaka turns to his SARGEANT.

CAPT. PANAKA: Check the transmission generators.

The Sargeant pulls out a comlink and speaks into it. Bibble has a suspicious look on his face.

BIBBLE: A malfunction?

CAPT. PANAKA: (he's thinking the same thing Bibble is) It could be the Federation jamming us, Your Highness.

BIBBLE: A communications disruption can mean only one thing. Invasion.

AMIDALA: Don't jump to conclusions, Governor. The Federation would not dare go that far.

CAPT. PANAKA: The Senate would revoke their trade franchise, and they'd be finished.

AMIDALA: We must continue to rely on negotiation.

BIBBLE: Negotiation? We've lost all communications! And where are the Chancellor's ambassadors? *How* can we negotiate? We must prepare to defend ourselves.

CAPT. PANAKA: (nods) This *is* a dangerous situation, Your Highness. Our security volunteers will be no match against a battle-hardened Federation army.

Amidala stares stiffly and coldly at the two men.

AMIDALA: I will not condone a course of action that will lead us to war.

EXT. SPACE - LANDING CRAFT - TWILIGHT (FX)

Six giant landing craft, escorted closely by droid starfighters, launch from the lead Federation battleship and fly in formation toward the surface of the planet Naboo.

EXT. NABOO SWAMP - SHALLOW LAKE - MORNING

Three landing craft slowly descend through the cloud cover of the perpetually gray twilight side of the planet. The starfighters split off and fly into the distance.

One of the landing craft begins to slow, wobbling in mid-air. At the bottom of the craft, a lightsaber blade shines as it cuts through the metal hull. A man-sized hole is opened, and Obi-Wan leaps out and dives smoothly into a lake. The landing craft plows into the swampy ground nearby, smoking and breaking off a wing.

One by one, the Federation warships land in the eerie swamp. Battle droids riding on STAPs (flying, armed one-man hovercraft) are first out of the ships as the main doors open. Obi-Wan's head emerges from the mud of the shallow lake. Far in the background, the activities of the invasion force can be seen in the mist. Obi-Wan takes several deep breaths, then disappears again under the muddy swamp. Giant brown Troop Transports (MTT's) emerge from the landing craft, looking like mechanical versions of elephants.

EXT. NABOO - SWAMP – DAY (FX)

The MTTs move out of the landing craft and onto the ground. OOM-9, in his tank, looks out over the vast ARMY of MTTs rolling across the swampy plains and into the forests. A small hologram of Rune and Nute appears on the tank before the droid.

OOM-9: Yes, Viceroy?

RUNE: We have searched the ship, and there is no trace of the Jedi. They may have gotten onto one of your landing craft.

OOM-9: If they're down here, sir, we'll find them. We are moving out of the swamp and are marching on the cities. We are meeting no resistance.

NUTE: Excellent. Use caution – these Jedi are not to be underestimated.

EXT. NABOO SWAMP - DAY

Qui-Gon runs through the strange landscape, glancing back to see the monstrous troop transports emerging from the mist. Animals large and small begin to run past him in a panic. It becomes a stampede as one of the huge MTT's moves in Qui-Gon's direction, smashing through trees, trying to run him down.

An odd, frog-like Gungan, JAR-JAR BINKS, squats on the ground holding a clam he has retrieved from the murky swamp. The shell pops open. Jar-Jar's great tongue snaps out and grabs the clam, swallowing it in one gulp.

Jar-Jar looks up and sees Qui-Gon and the other creatures running like the wind toward him. The MTT bears down on the Jedi like a charging locomotive. Jar-Jar stands transfixed, eyes growing wide, still holding the clamshell in one hand.

JAR-JAR: Oh nooooooooooooo!

Qui-Gon sees him, and waves at him frantically to get out of the way.

QUI-GON: Get out of the way! MOVE!!

Jar-Jar drops the shell and grabs onto Qui-Gon as he passes. The Jedi is caught by surprise.

JAR-JAR: (Cont'd) Hey, help me! Help me!!

QUI-GON: Let go!

The machine is about to crush them as Qui-Gon drags Jar-Jar before him. Just as the transport is about to hit them, Qui-Gon drops, and Jar-Jar goes splat into the mud with him. The transport rumbles overhead, then continues on through the swamp.

Qui-Gon and Jar-Jar pull themselves out of the mud. They stand watching the war machine disappear into the mist. Qui-Gon begins to move off.

JAR-JAR: Whatsa dat...hey, wait!!

Jar-Jar grabs Qui-Gon and hugs him.

JAR-JAR: Oyi, mooie-mooie! I luv you!

The frog-like creature kisses the Jedi with his long tongue. Qui-Gon recoils in disgust.

QUI-GON: You almost got us killed! Are you brainless?!?

JAR-JAR: I spake.

QUI-GON: The ability to speak does not make you intelligent. Now get out of here!

Qui-Gon starts to move off again, and Jar-Jar follows.

JAR-JAR: No, no! Mesa stay! Mesa culled JaJaBinkss. Mesa yous humble servaunt.

QUI-GON: That won't be necessary.

JAR-JAR: Oh boot it tis! Tis demunded byda guds, it tis. Tis a live debett, tis.

In the distance, two STAPS burst out of the mist at high speed, chasing Obi-Wan.

QUI-GON: (pushing Jar-Jar away) I have no time for this now...

JAR-JAR: Say what?

The two STAPS barrel down on Obi-Wan. Jar-Jar finally sees them, and panics again.

JAR-JAR: (cont'd) Oh, nooooo! Wesa ganna....

Qui-Gon throws Jar-Jar into the mud as he grabs his lightsaber from his belt.

QUI-GON: Stay down!

Jar-Jar's head pops up.

JAR-JAR: ...dieeee!

The two droid troops fire laser bolts at Obi-Wan. Qui-Gon deflects the bolts back, and the STAPS blow up. One-two. A chunk of one droid flies far into the forest. Obi-Wan is exhausted and tries to catch his breath.

OBI-WAN: Sorry, Master. The water fried my weapon.

Obi-Wan pulls out his burnt laser sword handle. Qui-Gon inspects it.

QUI-GON: You forgot to turn your power off again, didn't you?

Obi-Wan nods sheepishly.

QUI-GON: (cont'd) It won't take long to recharge, but this is a lesson I hope you've learned, my young Padawan.

OBI-WAN: Yes, Master.

Jar-Jar pulls himself out of the mud and looks at Obi-Wan, then at Qui-Gon.

JAR-JAR: Oh, yousa saved my again!

OBI-WAN: What's this?

QUI-GON: A local. Let's get out of here, before more droids show up.

JAR-JAR: More? More, did you spake??!?

Obi-Wan and Qui-Gon start to run. Jar-Jar tries to keep up.

JAR-JAR: (cont'd) Ex-squeeeeeeze me, but da most grande safest place would be Otoh Gunga City. Tis where I grew up...Tis a hidden city.

They all stop.

QUI-GON: A city?

JAR-JAR: Uh-huh!

QUI-GON: Could you take us there?

JAR-JAR: (face falls) Ahhh...on second taut...no, not really, no.

QUI-GON: (sharply) No??!

JAR-JAR: Iss embarrassing, boot, ah... My afraid my've benn banished. My forgotten der Bosses would do terrible tings to me --*Terrible* tings to me if me goin' back dere!

A PULSATING, RUMBLING SOUND is heard in the distance.

QUI-GON: You hear that?

Jar-Jar tilts his head, holding one of his two long ears up.

JAR-JAR: Yeah.

QUI-GON: (cont'd) That is the sound of a thousand terrible things heading this way.

OBI-WAN: (with a wicked smirk) If they find us, they will crush us, grind us into little pieces, and blast us into oblivion!

Jar-Jar blinks.

JAR JAR: Oh. (thinks about it) Yousa point is well seen. Dis way –

He spins around, nearly hitting Obi-Wan with his ears. He then runs into the swamp.

JAR-JAR: Hurry.

The Jedi follow him into the swamp.

EXT. NABOO SWAMP LAKE – DAY

Qui-Gon, Obi-Wan and Jar-Jar run out of the thickening fog onto the shore of a murky lake. They stop as the TRANSPORTS ARE HEARD in the distance.

QUI-GON: How much further?

JAR-JAR: Wesa goen underwater, okeyday?

Qui-Gon and Obi-Wan pull out small capsules from their utility belts that turn into breathing masks. Jar-Jar stretches his arms in preparation for the swim.

JAR JAR: (cont'd) And my warning yous -- Gungans no liken outsiders, so don't expict a werm welcome.

OBI-WAN: Oh, don't worry. This hasn't been our day for warm welcomes.

With a screeching cry, Jar-Jar jumps several feet into the air, does a double somersault with a twist, and dives smoothly into the water. His head pops back up.

JAR-JAR: Yousa follow me now, okeyday?

Breath masks on, Qui-Gon and Obi-Wan wade in after him.

EXT. NABOO LAKE - UNDERWATER

Qui-Gon and Obi-Wan swim behind Jar-Jar, who is very much at home in the water. Down they swim into the black, murky depths, swimming past a school of fish. In the distance the golden glow of Otoh Gunga, an underwater city made up of large glass-like bubbles, becomes more distinct.

They approach the strange, art nouveau habitat. Jar-Jar swims magically through one of the bubble membranes, which seals behind him. Obi-Wan and Qui-Gon follow, surprised to find themselves only slightly damp on the other side.

INT. OTOH GUNGA - CITY SQUARE

The Jedi stare in awe at the huge, ornate city-bubble. Jar-Jar beams.

JAR-JAR: Ohh...so good being home!

GUNGANS in the massive square mumble between themselves and scatter when they see the strange Jedi. The trio starts down a walkway.

CAPT. TARPALS: (O.S.) Hey, yousa! Stopa dere!!

Four GUARDS armed with long electro-poles ride two-legged KAADUS into the square. The guards, led by CAPTAIN TARPALS, point their lethal poles at the dripping trio.

JAR JAR: Heyo-dalee, ah, Cap'n Tarpals, (grins and shrugs) Mesa back!

CAPT. TARPALS: Noah gain, Jar Jar. Yousa goen tada Bosses. Yousa in big dudu this time!

Jar-Jar groans. One of the guards rides up and gives Jar-Jar a slight zap with his power pole. Jar-Jar jumps, and snorts at the guard.

JAR-JAR: How wude!

INT. OTOH GUNGA - HIGH TOWER BOARD ROOM

The Bosses' Board Room has bubble walls, with small, lighted fish swimming around outside like moving stars. A long circular judge's bench filled with GUNGAN OFFICIALS dominates the room. Obi-Wan and Qui-Gon stand before BOSS NASS, a squat, fat Gungan who sits on a bench higher than the others. Boss Nass snickers haughtily at the two.

BOSS NASS: Yousa cannot bees hair. Dis army of mackineeks up dare is new weesong!

QUI-GON: That droid army is about to attack the Naboo. We must warn them.

BOSS NASS: Wesa no like da Naboo! Un dey no like uss-ens. Da Naboo tink day so smarty. Day tink day brains so big.

OBI-WAN: Once those droids take control of the surface, they will take control of you.

BOSS NASS: Mesa no tink so. Mesa scant talkie witda Naboo, and no nutten talkie wit outlaunders. Dos mackineeks no comen here! Dey not know of uss-en.

OBI-WAN: (earnest) You and the Naboo form a symbiont circle. What happens to one of you will affect the other, you must understand this.

BOSS NASS: Wesa wish no nutten in yousa tings, outlaunder, and wesa no care-n about da Naboo.

QUI-GON: (waves his hand, with a strange tone in his voice) Then speed us on our way.

BOSS NASS: Wesa gonna speed yousaway.

QUI-GON: (waves his hand again) We could use a transport...

BOSS NASS: Wesa give yousa una bongo.

Jar-Jar starts at this, confused.

BOSS NASS: (con'td) Da speedest way tooda Naboo tis goen through...(an evil grin) da planet core. Now go.

QUI-GON: Thank you for your help. We leave in peace.

Qui-Gon and Obi-Wan bow, and turn to leave.

OBI-WAN: Master, what's a bongo?

QUI-GON: A transport, I hope.

The Jedi notice Jar-Jar in chains to one side, waiting to hear his verdict. Jar-Jar gives Qui-Gon an alarmed look and starts forward. A guard holds him back. The Jedi stop.

JAR-JAR: Daza setten yousa up! Goen through da planet core... bad bombin!!

QUI-GON: Thank you, my friend.

JAR-JAR: Ahh, tis okay. Ummm...(indicates the guard) any hep hair would be hot.

Jar-Jar's soulful look is counterpointed by a sheepish grin. Obi-Wan frowns as Qui-Gon turns toward the Gungan Council again.

OBI-WAN: Master, we are short on time...

QUI-GON: Time spent here can help us later. We need a navigator to get us through the planet's core. This Gungan may be of help.

OBI-WAN: (tight whisper) I sense a loss of focus...

QUI-GON: Be mindful, Padawan. Your sensitivity to the living Force is not your strength.

Qui-Gon walks back to Boss Nass. Obi-Wan looks disgusted.

QUI-GON: (cont'd) What is to become of Jar Jar Binks here?

BOSS NASS: Binkss broken the nocombackie law. Hisen to be... (cold smile) pune-ished.

QUI-GON: He has been a great help to us. I hope the punishment will not be too severe.

BOSS NASS: Pounded unto death.

Jar-Jar moans hopelessly. Now Obi-Wan looks concerned. Qui-Gon is thinking.

QUI-GON: We need a navigator to get us through the planet's core. I have saved Jar Jar Binks' life. He owes me what you call a "life debt." (waves his hand) Your gods demand that his life belongs to me now.

BOSS NASS: Binkssss?!? (to Jar-Jar) Yousa havena liveplay with thisen hisen?

Jar-Jar nods. Boss Nass shakes his head violently, spit flying everywhere. Finally, he gestures in frustration.

BOSS NASS: Hisen live tis yos, outlauder. Worthless anywhat. Begone wit him!!

Jar-Jar is freed from his chains and starts to follow the Jedi out of the chamber.

JAR-JAR: Count mesa outta dis one! Better dead here, den dead in da core...(slaps his head) Yee guds, whata mesa sayin?!

EXT. NABOO CITY - UNDERWATER - SUB (FX)

A strange little submarine propels itself away from Otoh Gunga, leaving the glow of the settlement in the distance.

INT. SUB COCKPIT - UNDERWATER

Obi-Wan in the co-pilots seat, Jar-Jar guides the craft.

JAR-JAR: Dis is nutsen. (looking out the window) Oh...goberfish!

Jar-Jar veers the craft to the left and turns the lights on. The coral vistas are grand, fantastic, and wondrous.

OBI-WAN: Why were you banished, Jar Jar?

JAR JAR: Tis a longo taleo, but a small part wawdabe mesa...ooooh...aaaa.....clumsy.

OBI-WAN: You were banished because you were clumsy?

JAR-JAR: Ahh...yousa mighten be saying dat.

As the little sub glides into the planet core, a large dark shape begins to follow.

JAR-JAR: Mesa cause-ed mabee one or duey lettal bitty axadentes...yud-say boom da gasser, den crash Der Bosses heyblibber...den banished.

Suddenly there is a loud CRASH, and the little craft lurches to one side. Qui-Gon looks around and sees a huge, luminous OPEE SEA KILLER has hooked them with its long gooey tongue. The sub flies into the mouth of the creature.

JAR-JAR: Uh-oh!!! BIG Goberfish!!!

Suddenly, the Opee Sea Killer releases the sub from its mouth.

JAR-JAR: Wesa free!

As the sub zooms away they see a larger set of jaws munching on the hapless Killer. The jaws belong to the incredible SANDO AQUA MONSTER. The lights on the tiny sub begin to flicker as they cruise deeper into the gloom.

QUI-GON: There's always a bigger fish.

JAR-JAR: Mesa tink we goin' back now...

EXT. FEDERATION BATTLESHIP – NABOO ORBIT

Establishing shot of the battleship. There are droid starfighters patrolling outside it now.

INT. FEDERATION BATTLESHIP - BRIDGE

Nute and Rune stand before a hologram of Darth Sidious.

NUTE: The invasion is on schedule, My Lord.

DARTH SIDIOUS: Good. I have the Senate bogged down in procedures. By the time this incident comes up for a vote, they will have no choice but to accept your control of the system.

NUTE: The Queen has great faith that the Senate will side with her.

DARTH SIDIOUS: (grinning) Queen Amidala is young and naive. You will find controlling her will not be difficult. You have done well, Viceroy.

NUTE: Yes, My Lord.

Darth Sidious fades away. Rune looks askance at Nute.

RUNE: You didn't tell him about the missing Jedi.

NUTE: No need to report *that* until we have something to report.

INT. SUB COCKPIT - UNDERWATER

Sparks are flying, and water is leaking into the cabin.

JAR JAR: Heydey ho? Where wesa goen, Cap'n Quiggon??

QUI-GON: You're the navigator.

JAR JAR: Yo dreamen mesa hopen...

QUI-GON: Just relax. The Force will guide us.

JAR JAR: Ooooh, maxibig..."da Force"...Wellen, dat smells stinkowiff.

The sound of the power drive drops.

OBI-WAN: We're losing power.

Obi-Wan is working with the sparking wires. The lights flicker and dim. Jar-Jar moans, shaking his head.

JAR-JAR: Oh, nooooo.... wesa die in here...

QUI-GON: Just relax. We're not in trouble yet.

JAR-JAR: *What* yet? Monstairs out dare, leak'n in here, all'n sink'n, and nooooo power?!? WHEN YOUS A TINKIN WESA IN TROUBLE?!?!?

OBI-WAN: Power's back.

The lights flicker on, revealing an ugly COLO CLAW FISH right in front of them.

JAR-JAR: AHHH!!! MONSTAIRS BACK!!! OUCHTIME!!!

The large Colo Claw Fish is surprised and rears back. The sub turns around and speeds away. Jar-Jar spits out gibberish at a frantic pace.

QUI-GON: Relax.

Qui-Gon puts his hand on Jar-Jar's shoulder. Jar-Jar relaxes into a coma.

OBI-WAN: (relieved) You overdid it.

The Colo Claw Fish leaps after the fleeing sub as it shoots out of the tunnel and into the waiting jaws of the Sando Aqua Monster. The sub narrowly avoids the deadly teeth of the Aqua Monster. The Colo Claw Fish chasing them isn't so lucky. It is munched in half by the larger predator. The little sub slips away.

QUI-GON: (points) Head for that alcove.

Jar-Jar regains consciousness.

JAR-JAR: Oie boie...Wesa dead yet?

EXT. THEED - MAIN ROAD INTO THEED - DAY (FX)

The long columns of the DROID ARMY move down the main road leading to Theed, the Naboo capital. STAPS and droid starfighters fly cover. The MTTs are joined by smaller droid carriers.

EXT. THEED – STREETS – DAY (FX)

Battle droids and destroyer droids are everywhere. People are being herded out of their homes, and prodded at gunpoint down the streets. Everyone is shouting in fear. One WOMAN turns and faces the droids.

WOMAN: Why are you doing this?!?

One battle droid's response is to shoot the woman down. The people scream and huddle together, then continue down the streets at the droids' orders.

EXT. THEED – OUTSKIRTS – DAY (FX)

Several structures are taking shape on the outskirts of Theed – large fenced-in areas, with barrack buildings and guard towers visible within. Concentration camps. The droids are herding the people into the barracks, even as other droids work on finishing the laser fences.

EXT. THEED PLAZA - DAY (FX)

As the Queen watches helplessly from a window in the palace, a transport carrying Nute and Rune lands in Theed Plaza. They exit the transport. A battle droid walks up to them.

BATTLE DROID: Viceroy. We have captured the Queen.

NUTE: Ahhh....victory!

INT. ROYAL PALACE – DAY

The Queen turns from where she is staring out the window. A robed handmaiden walks before her, back turned to us.

AMIDALA: I have to ask of you something I have no right to ask...

The HANDMAIDEN looks out the window at the carnage.

HANDMAIDEN: I am ready for whatever happens, your Highness...

INT. NABOO LAKE - UNDERWATER - SUB (FX)

The little sub continues to propel itself toward the surface, which is brightly lit.

JAR JAR: Wesa dude it!

EXT. THEED - ESTUARY - DAY

Paradise. Billowing clouds frame a romantic body of water. There is a LOUD RUSH OF BUBBLES, and a small sub bobs to the surface. Birds scatter from the site.

The current in the estuary begins to pull the sub backward into a fast moving river. Obi-Wan

switches off the two remaining bubble canopies. Qui-Gon stands up to look around. Jar-Jar lets out a sigh of relief.

JAR-JAR: Wesa safe now. Dissen lovely...

Jar-Jar looks back to where they're drifting. He sees they are headed for a huge waterfall.

JAR-JAR: UH OH!!

QUI-GON: Get this thing started!!

Obi-Wan tries to start the engine. The long props behind the sub slowly begin to rotate. Obi-Wan struggles until finally, a few feet short of the waterfall, the sub starts and is able to generate enough power to stop drifting backward in the powerful current. The sub slowly moves forward.

OBI-WAN: There isn't enough power!

The engine coughs and dies. They start drifting backward again. Jar-Jar panics. In the background, Qui-Gon takes a cable out of his belt. Qui-Gon shoots the thin cable, and it wraps itself around a railing on the shore as he secures the other end of it to the bongo. The sub pulls the cable taut, and the little craft hangs precariously over the edge of the waterfall.

JAR-JAR: Iyiyi, wesa die'n here, hey!

QUI-GON: Come on...

Obi-Wan climbs out of the sub and pulls himself along the cable. Qui-Gon starts in after him. The two Jedi make their way across the roaring current towards the shore. Obi-Wan gets there first and helps to pull Qui-Gon out of the water. They both look back to see Jar-Jar still shivering in the cockpit.

QUI-GON: Come on, Jar-Jar!! MOVE!!

JAR-JAR: No! Too scary!

OBI-WAN: GET UP HERE!!

JAR-JAR: No a mighty no!

Jar-Jar looks back and sees he is hanging over the waterfall.

JAR-JAR: Oie boie...mesa comen. Mesa comen!

Jar-Jar starts to climb out of the sub – but slips and falls into the water. Jerking against the current, the Gungan swims over to the shore. The cable and the sub breaks loose, crashing down the waterfall.

The Jedi pull Jar-Jar up out of the water. The Gungan shakes himself dry, gibbering to himself.

EXT. THEED - PALACE - DAY

Qui-Gon, Obi-Wan and Jar-Jar walk across a terrace toward the distant royal palace. The waterfalls of Theed sparkle in the noonday sun. The camera pans up to take in the huge castle.

INT. THEED - PALACE STAIRWAY - DAY

Queen Amidala, Sio Bibble, and five of the Queen's handmaidens (Eirtae, Yane, PADME, Rabe, Sache) are surrounded by five battle droids and are herded down a stairway. Captain Panaka and FOUR NABOO GUARDS are also held at gunpoint. Nute and Rune walk down the stairway with them. Queen Amidala has changed her costume to a black one.

NUTE: We brought you out of your chambers for a purpose, your Highness.

AMIDALA: I was not *brought*. This is my palace. I do not recognize your authority.

BIBBLE: It is bad enough that you cut off our communications. Bad enough that you pretend this

blockade is legal. But landing an army and occupying our cities?!? How will you explain this invasion to the Senate?

NUTE: The Queen and I will sign a treaty that will legitimize our occupation here. I have assurances that the treaty, when produced, will be quickly ratified by the Senate.

BIBBLE: A *treaty*?!? In the face of this blatant act of war?!?

AMIDALA: I will not cooperate.

NUTE: Now, now, Your Highness. In time, their suffering of your people will persuade you to see our point of view. I hear you are compassionate, as well as wise. You do not like to see suffering.

AMIDALA: (icy) Do what you will. I will not surrender.

They reach the bottom of the staircase.

NUTE: Commander?

OOM-9 steps forward.

OOM-9: Yes, sir?

NUTE: (smug) Process them.

OOM-9: Yes, sir! (turns to his captain) Captain, take them to Camp Four.

CAPTAIN: Roger roger.

The captain marches the group out of the room.

EXT. PALACE - PLAZA - DAY

Queen Amidala, Padme, Eirtae, Yane, Rabe, Sache, Captain Panaka, Sio Bibble and four guards are led out of the palace by ten battle droids. The plaza is filled with tanks and battle droids, which they pass on their way to the detention camp. Unbeknownst to them, Qui-Gon, Obi-Wan and Jar-Jar sneak across on a walkway above the plaza and jump from a balcony to begin an attack to rescue the Queen.

Four battle droids are instantly cut down. More droids move forward and are also cut down by the Jedi's flashing lightsabers until there is only the droid Sergeant left. The Sergeant starts to run but is pulled back to Qui-Gon by the Force, until finally he is dispatched by the Jedi.

JAR-JAR: Yousa guys bombad!

Queen Amidala and the others are amazed. Jar-Jar is getting used to this.

QUI-GON: We should leave the streets, Your Highness.

The Queen nods, and starts to move with Bibble and the handmaidens across the street. Panaka looks at the droids, then at the guards.

PANAKA: Grab their weapons.

The guards nod and do so. The entire group moves into an alley between two buildings.

QUI-GON: Your Highness, I am Qui-Gon Jinn and my companion is Obi-Wan Kenobi. We are Jedi Knights and Ambassadors for the Supreme Chancellor.

BIBBLE: (sour) Your negotiations seem to have failed, Ambassador.

QUI-GON: The negotiations never took place.

Bibble looks like he doesn't entirely believe him.

QUI-GON: (cont'd) Your Highness, it's urgent that we make contact with the Republic.

Captain Panaka steps forward.

CAPT. PANAKA: They've knocked out all our communications.

QUI-GON: Do you have transports?

CAPT. PANAKA: In the main hangar. This way.

They disappear down an alleyway as the ALARMS are sounded.

INT. CENTRAL HANGAR - HALLWAY - DAY

Captain Panaka cracks open a side door to the central hangar. Qui-Gon looks in over his shoulder. Obi-Wan, Jar-Jar and the rest of the group are behind him. They see several Naboo spacecraft guarded by about fifty battle droids. Alarms can be heard in the distance.

CAPT. PANAKA: (pointing at a large chrome spacecraft) The Queen's personal transport.

QUI-GON: That one will do.

CAPT. PANAKA: (looks at the droids) There are too many of them.

QUI-GON: That won't be a problem. (to Amidala) Your Highness, under the circumstances, I suggest you come to Coruscant with us.

AMIDALA: Thank you, Ambassador, but my place is here with my people.

Qui-Gon starts to agree, then pauses and frowns.

QUI-GON: They will kill you if you stay.

BIBBLE: (shocked) They wouldn't dare!!

CAPT. PANAKA: They need her to sign a treaty to make this invasion of theirs legal. They can't afford to kill her!!

QUI-GON: The situation here is not what it seems. There is something else behind all this, Your Highness. There is no logic in the Federation's move here. My feelings tell me they will destroy you. Then they can appoint another ruler who *will* sign the treaty.

A flash of alarm crosses Bibble's face.

BIBBLE: Your Highness, perhaps he's right, and you should reconsider. Our only hope is for the Senate to side with us... Senator Palpatine will need your help.

CAPT. PANAKA: Getting past their blockade is impossible, Your Highness. Even if we make it off the planet. Any attempt to escape will be dangerous.

BIBBLE: Your Highness, I will stay here and do what I can...They will have to retain the Council of Governors to maintain even a semblance of law and order. But you must leave...

The Queen turns to Padme and Eirtae.

AMIDALA: Either choice presents a great risk...to us all...

Qui-Gon is puzzled at this.

PADME: We are brave, Your Highness.

QUI-GON: If you are to leave, Your Highness, it must be now.

AMIDALA: Then I will plead our case to the Senate. (to Bibble) Be careful, Governor.

INT. CENTRAL HANGAR - DAY

The door opens to the main hangar. Qui-Gon, Obi-Wan, Jar-Jar, Captain Panaka, two guards, and three handmaidens (Padme, Eirtae, Rabe), followed by Queen Amidala, head for the sleek chrome spacecraft. Sio Bibble, Yane and Sache stay behind. The handmaidens begin to cry.

CAPT. PANAKA: We'll need to free those pilots.

Captain Panaka points to twenty guards, GROUND CREW, and PILOTS held in a corner by six battle droids.

OBI-WAN: I'll deal with that.

Obi-Wan heads toward the group of captured pilots. Qui-Gon and the Queen, Captain Panaka, Jar-Jar and the rest of the group approach the guards at the ramp of the Naboo craft.

GUARD DROID: Halt!

QUI-GON: I'm Ambassador for the Supreme Chancellor, and I'm taking these people with me to Coruscant.

GUARD DROID: Where are you taking them?

QUI-GON: To Coruscant.

GUARD DROID: Coruscant?? Um, that doesn't compute...uh, wait, uh... you're under arrest!

The guard droid draws his weapon. But before any of the droids can fire, they are cut down. Other guards run to their aid. Obi-Wan attacks the guards around the pilots. Qui-Gon stands, fighting off droids as the others rush on board the spacecraft. Obi-Wan, the freed pilots (including RIC OLIE), guards and ground crew members rush on board the ship. The other pilots and guards race to Sio Bibble. After everyone has made it onto the ship, Qui-Gon jumps on board. Alarms sound. More droids rush into the hangar and fire as the ship takes off.

EXT. THEED - HANGER ENTRY - DAY (FX)

The ship exits the hanger. Battle droids standing in the hangar shoot at them.

EXT. SPACE (FX)

The sleek spacecraft speeds away from the planet of Naboo and heads for the deadly Federation blockade.

INT. NABOO SPACECRAFT - DROID HOLD

Jar-Jar is led into a low, cramped doorway by Obi-Wan.

OBI-WAN: Now stay here, and keep out of trouble.

Obi-Wan closes the door. Jar-Jar looks around and sees a long row of five short, dome-topped ASTRO DROIDS (R-2 units). They all look alike, except for their paint color, and they all seem to be shut down.

JAR-JAR: Ello, boyos. (no response) Disa wanna longo trip...hey?

Jar-Jar taps a bright red R-2 unit on the head, and its head pops up a bit. He lets out a gasp as he lifts the head.

JAR-JAR: (Cont'd) Dis opens?...Oooops!

Many springs and things come flying out. Jar-Jar quickly closes it again, very embarrassed.

JAR-JAR: (Cont'd) Yoi! Just joken!

INT. NABOO SPACECRAFT - COCKPIT

The pilot, Ric Olie, navigates toward the massive battleship, Captain Panaka watches. Qui-Gon comes in. Ric looks up at Qui-Gon.

RIC OLIE: The name's Ric Olie. (holds out his hand) Thanks for helping out down there.

QUI-GON: (shakes Ric's hand) Better save your thanks until we deal with what's *up* there.

RIC OLIE: (grins) I heard that. (checks the instrument panel) Our communications are still

jammed. What do we do about those big boys?

QUI-GON: The time for talking is over. Just keep the ship on course.

EXT. SPACE BATTLE (FX)

The Naboo spacecraft, surrounded by EXPLOSIONS, heads even closer to the massive Federation battleships.

INT. NABOO SPACECRAFT – COCKPIT

RIC OLIE: There's the blockade! Hang on!

ALARM SOUNDS fill the cockpit as Obi-Wan enters. A hail of laser fire spits out of the lead battleship and into the Naboo spacecraft.

RIC OLIE: We should abort, sir! Our deflector shields can't withstand this!

One of the laser bolts smashes into the wing of the spacecraft, tearing off a hull panel and frying the circuitry inside.

RIC OLIE: (cont'd) Shield generator's been hit! Power's down...hopefully the repair droids can fix it...

INT. NABOO SPACECRAFT – DROID HOLD (FX)

The lights go on, and all the droids are activated. Droids rush for an exterior air lock, except for the red one, who runs into a wall. Jar-Jar holds on for dear life. One LITTLE BLUE ASTRO DROID, who is especially dedicated, bumps into Jar-Jar and lets out a huge screech as he passes, causing the Gungan to jump.

JAR-JAR: How wude!

The little droid enters an air lock and is ejected onto the exterior of the ship.

EXT. NABOO SPACECRAFT – FEDERATION BATTLESHIP – SPACE (FX)

The droids pop onto the exterior of the Naboo spacecraft; the ship races across the surface of the massive Federation battleship, as its guns blast two astro droids.

INT. NABOO SPACECRAFT – COCKPIT

CAPT. PANAKA: Stay on course!

QUI-GON: Do you have a cloaking device?

CAPT. PANAKA: No! This is not a warship! We have no weapons. We're a non-violent people...that is why the Federation was brave enough to attack us!

QUI-GON: No weapons... (sighs)

OBI-WAN: We're losing droids fast!

CAPT. PANAKA: If they can't get the shield generator fixed, we'll be sitting ducks.

RIC OLIE: We're not gonna make it! The shields are gone!

EXT. NABOO SPACECRAFT – ENGINES – SPACE (FX)

The Federation battleship blows away one more astro droid. The blue droid connects some wires, causing sparks to fly.

INT. NABOO SPACECRAFT - COCKPIT

RIC OLIE: Power's back! That little droid did it. He bypassed the main power drive. Deflector shields up at maximum!

QUI-GON: Move in closer. Hug the hull of the battleship. They won't be able to hit us without damaging themselves.

EXT. NABOO SPACECRAFT – ENGINES – SPACE (FX)

The lone blue droid finishes his repairs and goes back into the ship. The Naboo spacecraft races away from the Federation battleship.

INT. NABOO SPACECRAFT - COCKPIT

RIC OLIE: There's not enough power to get us to Coruscant...the hyperdrive is leaking.

QUI-GON: We'll have to land somewhere to refuel and repair the ship.

Obi-Wan studies a star chart on a monitor.

OBI-WAN: Here, Master. Tatooine... It's small, out of the way, poor... The Trade Federation has no presence there.

CAPT. PANAKA: How can you be sure?

QUI-GON: It's controlled by the Hutts.

CAPT. PANAKA: The Hutts??

OBI-WAN: It's risky...but there's no alternative.

CAPT. PANAKA: You can't take Her Royal Highness there! The Hutts are gangsters... If they discovered her...

QUI-GON: ...It would be no different than if we landed on a system controlled by the Federation...except the Hutts *aren't* looking for her, which gives us the advantage.

Captain Panaka takes a deep breath in frustration.

QUI-GON: (to Ric Olie) Set course for Tatooine.

EXT. SPACE - NABOO SPACECRAFT (FX)

The Naboo spacecraft races away.

EXT. FEDERATION BATTLESHIP – NABOO ORBIT

Establishing shot. No starfighters are in sight.

INT. FEDERATION BATTLESHIP - CONFERENCE ROOM

Nute and Rune sit around a conference table with a hologram of Darth Sidious.

NUTE: We control all the cities in the North and are searching for any other settlements...

DARTH SIDIOUS: Destroy all high-ranking officials, Viceroy...slowly...quietly. And Queen Amidala, has she signed the treaty?

NUTE: She has disappeared, My Lord. One Naboo cruiser got past the blockade.

DARTH SIDIOUS: How did she escape?

NUTE: (reluctantly) The Jedi, My Lord. They found their way to her, overpowered her guards...

DARTH SIDIOUS: Viceroy, find her! I want that treaty signed!!

NUTE: My Lord, it's impossible to locate the ship. It's out of our range.

DARTH SIDIOUS: Not for a Sith...

A second SITH LORD appears behind Darth Sidious. Also wearing a black robe, with a face completely tattooed red and black. His eyes are a burning yellow and red.

DARTH SIDIOUS: This is my apprentice. Lord Maul. He will find your lost ship.

The hologram fades off.

NUTE: (Cont'd) This is getting out of hand...now there are two of them.

RUNE: We should not have made this bargain. What will happen when the Jedi become aware we are doing business with the Sith?

EXT. SPACE (FX)

The Naboo spacecraft flies through space.

INT. NABOO SPACECRAFT – QUEEN'S CHAMBERS

Qui-Gon, Obi-Wan, Captain Panaka, and the little blue droid stand before Queen Amidala and her three handmaidens, Padme, Eirtae and Rabe.

CAPT. PANAKA: An extremely well put together little droid. Without a doubt, it saved the ship, as well as our lives.

AMIDALA: It is to be commended...what is its' number?

The little blue droid lets out a series of bleeps. Captain Panaka leans over and scrapes some dirt off of the side of the droid and reads the number:

CAPT. PANAKA: R2-D2, Your Highness.

AMIDALA: Thank you, Artoo Detoo. You have proven to be very loyal...Padme!

Padme bows before the Queen.

AMIDALA: (Cont'd) Clean this droid as best you can. It deserves our gratitude...(to Panaka) Continue, Captain.

Captain Panaka looks nervously to Obi-Wan and Qui-Gon.

QUI-GON: Your Highness, with your permission, we are heading for a remote planet called Tatooine. It is a system far beyond the reach of the Trade Federation. There we will be able to make needed repairs, and then travel on to Coruscant.

CAPTAIN PANAKA: Your Highness, Tatooine is very dangerous. It's controlled by an alliance of gangs called the Hutts. I do not agree with the Jedi on this.

QUI-GON: You must trust my judgment, Your Highness.

Amidala and Padme exchange looks. Padme moves next to the Droid.

INT. NABOO SPACECRAFT - MAIN AREA

Padme sits in the Main Area cleaning R2-D2, the brave little Astro Droid.

PADME: You deserve a good buffing. (smiles brightly) Good work.

Artoo beeps happily. Jar-Jar pops out of an open door, holding an oilcan.

JAR-JAR: Hello!

Both Padme and Artoo jump and let out a little SCREAM. The Gungan is embarrassed that he frightened them.

JAR-JAR: (Cont'd) Sorry, nomeanen to scare yousa.

PADME: That's all right.

JAR-JAR: I scovered oily back dare. Needen it?

PADME: Thank you. This little guy is quite a mess.

Jar-Jar hands Padme the oil can.

JAR-JAR: Whosa are yousa?

PADME: I'm Padme. I attend Her Highness.

JAR-JAR: Mesa JaJaBinkss.

PADME: You're a Gungan, aren't you? (Jar-Jar nods) How did you end up here with us?

JAR-JAR: (sighs) My no know. Mesa day starten pitty okeyday witda brisky morning munchen, den BOOM!! Getten berry skeered, un grabbed dat Jedi, and pow! Mesa here. (he shrugs)...mesa getten berry berry skeered.

Artoo BEEPS a sympathetic beep. Padme smiles warmly at Jar-Jar and pats his hand.

PADME: I'm sure everything will be all right.

JAR-JAR: Mesa notso sure.

EXT. TATOOINE - SPACE (FX)

The ship heads toward the planet of Tatooine.

INT. NABOO SPACECRAFT - COCKPIT

Obi-Wan, Qui-Gon, and Captain Panaka watch over Ric Olie's shoulder. A large yellow planet appears directly ahead. Ric Olie searches his scopes.

RIC OLIE: That's it. Tatooine.

OBI-WAN: There's a settlement...a spaceport, looks like. Mos Espa.

QUI-GON: Land near the outskirts. We don't want to attract any attention. (to Obi-Wan) Uncouple the hyperdrive. Captain, inform the Queen that we're landing.

EXT. TATOOINE - DESERT - NABOO SPACECRAFT - DAY (FX)

The Naboo spacecraft lands in the desert in a swirl of dust. The spaceport of Mos Espa is seen in the distance.

INT. NABOO SPACECRAFT – CORRIDOR

Qui-Gon walks across the corridor, and notices Jar-Jar, Padme, and Artoo in another room.

QUI-GON: Jar-Jar, get ready. You're going with me. The droid as well.

Qui-Gon walks off. Jar-Jar stares after him in horror. Padme suddenly gets up and leaves the room.

EXT. NABOO SPACECRAFT - MAIN AREA

Obi-Wan is hoisting the hyperdrive out of a floor panel. Jar-Jar rushes up to him and falls to his knees.

JAR-JAR: Obi-Wan, sire, pleeeese, no mesa go!

OBI-WAN: Sorry, Qui-Gon's right. You'll make things less obvious. (looks back at the hyperdrive, muttering to himself) I hope.

Jar-Jar walks back to Artoo in the hallway as Qui-Gon (dressed as a farmer) enters the main area.

OBI-WAN: (Cont'd) The hyperdrive generator is gone, Master. We will need a new one.

QUI-GON: That'll complicate things.

Qui-Gon moves closer to Obi-Wan and speaks quietly to him.

QUI-GON: Be wary...I sense a disturbance in the Force.

OBI-WAN: I feel it also, Master.

QUI-GON: Don't let them send any transmissions.

Qui-Gon goes into the hallway to meet up with Artoo and Jar-Jar. They head to the exit ramp.

EXT. TATOOINE - DESERT - SPACESHIP - DAY

They start their trek across the desert toward the city of Mos Espa. In the distance, a strange looking caravan makes its way toward the spaceport.

JAR JAR: Da sun doen murder to mesa skin.

From the spaceship, Captain Panaka and Padmerun toward them.

CAPT. PANAKA: Wait! WAIT!!

Qui-Gon stops as they catch up. Padme is dressed in rough peasant's garb. Panaka seems strangely hesitant, but a glance from Padme makes him speak.

CAPT. PANAKA: Her Highness commands you to take her handmaiden with you. She wishes for her to observe the local...

QUI-GON: No more commands from Her Highness today, Captain. This spaceport is not going to be pleasant.

CAPT. PANAKA: (emphatic) The Queen wishes it. She is curious about this planet.

PADME: I've been trained in self-defense. I speak a number of languages. I can take care of myself.

CAPT. PANAKA: (looks significantly back at the ship) *Please* don't make me go back and tell her you refused.

QUI-GON: (sighs) I don't have time to argue. But this is not a good idea. Stay close to me.

He gives Padme a stern look. The group starts out as Panaka returns to the ship.

EXT. MOS ESPA - STREET - DAY

The little group walks down the main street of Mos Espa. They pass dangerous looking citizens of all types. Padme looks around in awe at this exotic environment.

QUI-GON: Tatooine is home to Jabba the Hutt, who controls most of the smuggling, piracy, and slavery that funds this world. He controls the spaceports and settlements, all the populated areas. The deserts belong to the Jawas, who scavenge whatever they can to sell or trade, and to the Tusken, who live as nomads and steal from everyone. There are a number of moisture farms as well, operated by off-worlders not directly connected to the Hutts. Most avoid places like this. The few spaceports like this one are havens for those who do not wish to be found...

PADME: ...like us.

Jar-Jar is in a constant state of panic. Artoo whistles along, with perfect confidence.

JAR-JAR: Dissen berry berry bad... (steps in ooze) Ooooh...icky...icky goo!!

EXT. MOS ESPA - JUNK DEALER PLAZA - DAY

The group comes to a little plaza surrounded by several junk spaceship dealers.

QUI-GON: We'll try one of the smaller dealers.

They head for a little junk shop that has a huge pile of broken spaceships stacked up behind it.

INT. WATTO'S JUNK SHOP - DAY

Qui-Gon, Jar-Jar, Padme, and Artoo enter the dingy junk shop and are greeted by WATTO, a pudgy blue alien who flies on short little wings like a hummingbird.

WATTO: (subtitled) Goota da nollia. Hi chuba da nallia? (Good day to you. What do you want?)

QUI-GON: I need parts for a J-type 327 Nubian.

WATTO: Ah yes, Nubian. We have lotsa that. (subtitled) Peedunke! Caba dee unko! (Boy, get in here! Now!)

QUI-GON: My droid has a readout of what I need.

A disheveled boy, ANAKIN SKYWALKER, runs in from the junkyard. He is about nine years old, very dirty, and dressed in rags. Watto raises a hand, and Anakin flinches.

WATTO: (subtitled) Coona tee-tocky malia? (What took you so long?)

ANAKIN: (subtitled) Me cassa cho-passa... (I was cleaning the bin like you...)

WATTO: (subtitled) Chut-Chut! Ganda doe wallya. (Never mind! Watch the store.) Me dwana no bata. (I've got some selling to do here.) (to Qui-Gon) Soooo, let me takea thee out back, huh? You'll find what you need.

Artoo and Qui-Gon follow Watto toward the junkyard, leaving Jar-Jar with Padme and the young boy Anakin. Jar-Jar picks up a gizmo, trying to figure out its purpose. Qui-Gon takes the part out of his hand and puts it back.

QUI-GON: Don't touch anything.

Jar-Jar makes a rude face to Qui-Gon's back and sticks out his long tongue. Anakin sits on the counter, pretending to clean a part, staring at Padme. She is the most beautiful creature he has ever seen in his life. Padme is a little embarrassed by his stare, but she musters up an amused smile. Finally, he gets the courage to speak.

ANAKIN: Are you an angel?

PADME: What?

ANAKIN: An angel. I've heard the deep space pilots talk about them. They're the most beautiful creatures in the universe. They live on the Moons of Iego, I think. They are good and kind, and so pretty they make even the most hardened spice pirate cry.

Padme looks at him, not knowing what to say.

PADME: I've never heard of angels.

ANAKIN: You must be one...maybe you just don't know it.

PADME: You're a funny little boy. How do you know so much?

ANAKIN: I listen to all the traders and starpilots that come through here. I'm a pilot, you know. And someday, I'm gonna fly away from this place.

PADME: You're a pilot?

ANAKIN: Mm-hmm. All my life.

PADME: How long have you been here?

ANAKIN: Since I was very little -- three, I think. My Mom and I were sold to Gardulla the Hutt, but she lost us betting on the Podraces to Watto. He's a lot better master than Gardulla, I think.

PADME: You're...a slave?

Anakin looks at Padme defiantly.

ANAKIN: I am a person! And my name is Anakin.

PADME: I'm sorry. I don't fully understand. (looking around) This is a strange world to me.

Anakin studies her intently.

ANAKIN: You are a strange girl to me.

Jar-Jar pushes the nose on what appears to be a LITTLE DROID, and it instantly comes to life, grows legs and arms, and starts marching around, knocking over everything. Jar-Jar holds on but can't stop it.

ANAKIN: (Cont'd, laughing) Hit the nose!

Jar-Jar hits the nose, and the droid collapses back into its original state. Anakin and Padme laugh. Anakin watches Padme straighten her hair.

ANAKIN: I'm going to marry you someday.

Padme laughs at this.

ANAKIN: I mean it. I will.

PADME: You *are* a funny little boy. What makes you think that?

ANAKIN: I don't know. Something inside me just says it. I hear it from time to time, telling me stuff that's going to happen. And you know what?

PADME: What?

ANAKIN: It's always right.

PADME: Huh. Well, I'm afraid I can't marry you...what's your name again?

ANAKIN: Anakin. Anakin Skywalker.

PADME: Anakin. I'm just passing through, and, well...you're just a little boy.

ANAKIN: (a strange little smile) I won't always be.

EXT. WATTO'S JUNK YARD - BEHIND SHOP - DAY

Watto reads a small portable monitor he is holding. He stands before a hyperdrive.

WATTO: Here it is...a T-14 hyperdrive generator!! Thee in luck, I'm the only one hereabouts who has one...but thee might as well buy a new ship. It would be cheaper, I think...Saying of which, how's thee going to pay for all this, huh?

QUI-GON: I have 20,000 Republic dataries.

WATTO: Republic credits? Republic credits are no good out here. I need something more real.

QUI-GON: I don't have anything else. (raising his hand) But credits will do fine.

WATTO: No, they won'ta.

Qui-Gon blinks. Using his mind power, he waves his hand again.

QUI-GON: Credits *will* do fine.

WATTO: No, they *won'ta!!* What, you think you're some kinda Jedi waving your hand around like that? I'm a Toydarian. Mind tricks don'ta work on me-only money. No money, no parts, *no deal!* And no one else has a T-14 hyperdrive, I promise you that.

Artoo moans. Qui-Gon sighs, then offers a weak smile.

INT. WATTO'S JUNK SHOP - DAY

Jar-Jar pulls a part out of a stack of parts to inspect it, and they all come tumbling down. He struggles to catch them, only to knock more down. He finally grabs some, and starts juggling them – only he loses control, and frantically tries to keep them in the air. Anakin and Padme are oblivious.

ANAKIN: ...wouldn't have lasted long anyways if I wasn't so good at fixing things. I'm making my own droid...

Qui-Gon hurries into the shop, followed by Artoo.

QUI-GON: We're leaving. Jar-Jar?

Jar-Jar finally gives up, drops the pieces of junk, and follows Qui-Gon. Padme gives Anakin a loving look.

PADME: I'm glad to have met you, Anakin.

Padme turns, and Anakin looks sad as he watches her leave.

ANAKIN: I was glad to meet you too...

The group heads out of the junk shop, Jar-Jar last of all. He almost heads in the wrong direction, then turns and follows the group. Watto enters the junk shop, shaking his head.

WATTO: (subtitled) Ootmians. Chasa hopoe ma booty na nolia. (Outlanders. They think we know nothing.)

ANAKIN: (subtitled) La lova num botaffa. (They seemed nice to me.)

WATTO: (subtitled) Fweepa niaga. Tolpa da bunky dunko. (Clean the racks, then you can go home.)

Anakin lets out a "yippee" and runs out the back. Watto snorts.

EXT. MOS ESPA - STREET - ALCOVE - DAY

Qui-Gon, Artoo, Jar-Jar and Padme have found a quiet spot between two buildings. The busy street beyond is filled with dangerous looking creatures. Qui-Gon is talking on his com-link, while Jar-Jar nervously watches the street. Obi-Wan is in the main hold of the Naboo craft, while Captain Panaka is patrolling outside.

QUI-GON: ...And you're sure there's nothing left on board?

OBI-WAN: (V.O) A few containers of supplies, the Queen's wardrobe, maybe. But not enough for you to barter with, not in the amount you're talking about.

QUI-GON: All right. I'm sure another solution will present itself. I'll check back later.

Qui-Gon puts his comlink away and starts out into the main street. Jar-Jar grabs his arm.

JAR-JAR: No again! *No again!* Da beings hereabouts *cawazy!!* Wesa be robbed and crunched!

QUI-GON: Not likely. We have nothing of value. That's our problem.

The group walks back out into the street.

EXT. MOS ESPA - STREET - MARKET - DAY

Qui-Gon, Padme, Jar-Jar and Artoo move out into the street. Jar-Jar is walking behind the others.

PADME: What are you looking for?

QUI-GON: (sighs) A way.

They walk by an outdoor cafe filled with a rough gang of aliens, one of which is especially ugly - SEBULBA, a spider-like creature. Jar-Jar stops for a moment in front of a stall selling dead frogs hanging on a wire.

JAR-JAR: Huh? Oh, mooie-mooie!

He looks around to see if anyone is looking, then sticks out his tongue, and gets hold of one, pulling it into his mouth. Unfortunately, the frog is tied tightly to the wire. The vendor suddenly appears.

VENDOR: Hey! HEY!!

JAR-JAR: (the frog still in his mouth) Huh?

VENDOR: Are you going to pay for that? It costs seven wiuppiwiuppi.

Jar-Jar opens his mouth in surprise, and the frog snaps away, ricochets around the market, and lands in Sebulba's soup, splashing him.

SEBULBA: CHUBA!!!

JAR-JAR: Ooops...

Jar-Jar starts to walk off, whistling innocently. As Jar-Jar moves away from the vendor, Sebulba jumps up on the table and leaps into the air, slamming into the hapless Gungan feet-first. Jar-Jar lands on the ground in a heap, Sebulba on his chest.

SEBULBA: (subtitled) Ni chuba nien?? (Is this yours??)

JAR-JAR: Who, mesa??

Sebulba holds the frog up to the Gungan threateningly. SEVERAL OTHER CREATURES start to gather. Sebulba shoves Jar-Jar to the ground. The Gungan desperately tries to scramble to safety.

SEBULBA: (raising his fist threateningly) Googa da pom-pom? Hmm??

JAR-JAR: (to himself) Why mesa always da one??

ANAKIN: (V.O) Because you're afraid.

Jar-Jar turns to see Anakin pushing his way next to him. The boy stands up to Sebulba in a very self-assured way.

ANAKIN: (subtitled) Chessko, Sebulba. Coo wolpa tooney rana. (Careful, Sebulba. This one's very connected.)

Sebulba stops his assault on Jar-Jar and turns to Anakin.

SEBULBA: (subtitled) Tooney rana nu pratta dunko, shag? (Connected?? What do you mean, slave?)

ANAKIN: (subtitled) Oh da Hutt...cha porko ootman geesa...me teesa rodde co pana pee choppa chawa. (As in Hutt. He's a big time outlander. I'd hate to see you diced before we race again.)

SEBULBA: (subtitled) Neek me chowa, wermo, mo killee ma klounkee. (Next time we race, boy, it will be the end of you.) Una noto wo shag, me wompity du pom pom. (If you weren't a slave, I'd squash you right now.)

Sebulba turns away.

ANAKIN: (subtitled) Eh, chee bana do mullee ra. (Yeah, it'd be a pity if you had to pay for me.)

Qui-Gon, Padme and Artoo arrive.

ANAKIN: (Cont'd) Hi.

QUI-GON: Hi there.

ANAKIN: Your buddy here was about to be turned into orange goo. He picked a fight with a Dug. An especially dangerous Dug called Sebulba.

JAR-JAR: Nosir, nosir. Mesa hate crunchen. Dat's da *last* ting mesa wanten!

QUI-GON: Nevertheless, the boy is right...you were heading into trouble. Thank you, my young friend.

Padme looks at Anakin and smiles; he smiles back. They start walking down the crowded street.

JAR-JAR: But...but...mesa doing nothing!

ANAKIN: Fear attracts the fearful. He was trying to overcome *his* fear by squashing you. You can help yourself by being less afraid.

PADME: And that works for you?

ANAKIN: Well...up to a point.

The group walks out of sight. Back at his chair, the frustrated Sebulba bites the head off the frog and eats it.

EXT. TATOOINE - DESERT - SPACESHIP - DAY

Obi-Wan stands in front of the Naboo spacecraft as the wind picks up and begins to whip at his robe. Captain Panaka exits the ship and joins him.

OBI-WAN: This storm will slow them down.

CAPT. PANAKA: It looks pretty bad. We'd better seal the ship.

CAPTAIN PANAKA'S comlink sounds off.

CAPT. PANAKA: (Cont'd) Panaka?

PILOT: (V.O.) We're receiving a message from home.

CAPT. PANAKA: We'll be right there.

The two turn and walk back toward the spacecraft.

EXT. MOS ESPA - STREET - FRUIT STAND - DAY

Anakin and the group stop at a fruit stand run by a jolly, but very poor, old lady named JIRA.

ANAKIN: How are you feeling today, Jira?

JIRA: The heat's never been kind to me you know, Ani.

ANAKIN: Guess what? I've found that cooling unit I've been searching for. It's pretty beat up, but I'll have it fixed up for you in no time, I promise.

JIRA: You're a fine boy, Ani.

ANAKIN: I'll take four pallies today. (to Qui-Gon) You'll like these pallies. Here.

Anakin takes the pallies and hands one to Qui-Gon. Qui-Gon puts his pallie into his utility belt – revealing for a moment his lightsaber. Anakin's eyes go wide. The wind picks up. SHOP OWNERS are starting to close up their shops.

JIRA: Oh, my bones are aching...storm's coming on, Ani. You'd better get home quick.

ANAKIN: (to QUI-GON) Do you have shelter?

QUI-GON: We'll head back to our ship.

ANAKIN: Is it far?

PADME: It's on the outskirts.

ANAKIN: You'll never reach the outskirts in time...sandstorms are very, very dangerous. Come on! I'll take you to my place.

The group follows Anakin as he rushes down the windy street.

EXT. MOS ESPA - SLAVE QUARTERS - STREET - SANDSTORM - DAY

The wind is blowing hard as Qui-Gon, Jar-Jar, and Padme follow Anakin down the street and into a slave hovel.

INT. ANAKIN'S HOVEL - MAIN ROOM - DAY

Qui-Gon, Jar-Jar, Artoo, and Padme enter a small living space.

ANAKIN: Mom! Mom! I'm home.

JAR-JAR: Dissen cozy.

Anakin's mother, SHMI SKYWALKER, a warm, friendly woman of forty, enters from her work area and is startled to see the room full of people.

SHMI: Oh, my!! Ani, what's this?

ANAKIN: These are my friends, Mom. This is Padme, and... gee, I don't know any of your names.

QUI-GON: I'm Qui-Gon Jinn, and this is Jar-Jar Binks.

Artoo lets out a little beep.

PADME: ...and our droid, Artoo-Detoo.

ANAKIN: I'm building a droid. You wanna see?

SHMI: Anakin! Why are they here?

ANAKIN: There's a sandstorm, Mom. Listen.

The wind HOWLS outside.

QUI-GON: Your son was kind enough to offer us shelter. We met at the shop where he works.

ANAKIN: Come on! I'll show you Threepio!

Anakin leads Padme into the other room. Artoo follows, beeping all the way.

SHMI: I am Shmi Skywalker. Anakin and I are pleased to have you as our guests.

Qui-Gon takes five small capsules from his utility belt and hands them to Shmi.

QUI-GON: I know this is unexpected. Take these. I have enough food for a meal.

SHMI: Oh, thank you. Thank you so much. I'm sorry if I was abrupt. I'll never get used to Anakin's surprises.

QUI-GON: He's a very special boy.

Shmi looks at him as if he's discovered a secret.

SHMI: Yes, I know.

INT. ANAKIN'S HOVEL - BEDROOM - DAY

Anakin shows off his DROID, which is lying on his workbench. There is one eye in the head; the body, arms, and legs have no outer coverings.

ANAKIN: Isn't he great?! He's not finished yet.

PADME: He's wonderful!

ANAKIN: You really like him? He's a protocol droid...to help Mom. Watch!

ANAKIN pushes a switch, and the Droid sits up.

DROID: Oh! Oh. Where is everybody?

ANAKIN: Oops.

Anakin rushes around, grabs a mechanical eye and puts it in the droid's empty eye socket.

DROID: Oh, hello! I am See-Threepio, Human-Cyborg Relations. How might I serve you?

PADME: He's perfect.

THREEPIO: Oh. Perfect...?

ANAKIN: When the storm is over, I'll show you my racer. I'm building a Podracer!

Padme smiles at his enthusiasm. THREEPIO gets to his feet, and totters around on unfinished legs.

THREEPIO: I'm not sure this floor is entirely stable...

Artoo lets out a flurry of beeps and whistles.

THREEPIO: Oh! Hello. I don't believe we have been introduced.

Artoo beeps.

THREEPIO: Artoo-Detoo? A pleasure to meet you! I am See-Threepio, Human-Cyborg relations.

Artoo lets out a sniggering beep.

THREEPIO: I beg your pardon, but what do you mean... naked?

Artoo beeps.

THREEPIO: (Cont'd) My parts are showing? Oh, my goodness. How embarrassing!

Artoo lets out an electronic giggle.

INT. NABOO SPACECRAFT – QUEEN'S CHAMBERS

Amidala, Eirtae, Rabe, and Obi-Wan watch a very bad transmission of a Sio Bibble hologram.

BIBBLE: ...cut off all food supplies until you return...the death toll is catastrophic...we must bow to their wishes, Your Highness...Please tell us what to do! If you can hear us, Your Highness, you must contact me...

Amidala looks upset...almost nervous.

OBI-WAN: It's a trick. Send no reply... Send no transmission of any kind.

INT. ANAKIN'S HOVEL - MAIN ROOM - DAY

Qui-Gon listens to his comlink. Obi-Wan is in the cockpit.

OBI-WAN: ...the Queen is upset, but absolutely no reply was sent.

QUI-GON: You made the right decision. It sounds like bait to establish a connection trace.

OBI-WAN: What if it is true and the people are dying?

QUI-GON: Either way, we're running out of time. If they're trying a connection trace, they already know what planet we're on.

Qui-Gon shuts off the comlink and thinks hard.

EXT. CORUSCANT - BALCONY OVERLOOKING CITY - NIGHT

Darth Sidious and DARTH MAUL look out over the vast city-planet of Coruscant.

DARTH SIDIOUS: They have accepted a communication from Sio Bibble. They haven't answered it, but we can be reasonably certain that they're still on Tatooine.

DARTH MAUL: Tatooine is sparsely populated. If the trace was correct, I will find them quickly, Master.

DARTH SIDIOUS: Move against the Jedi first. You will then have no difficulty in taking the Queen

back to Naboo to sign the treaty.

DARTH MAUL: At last we will reveal ourselves to the Jedi. At last we will have revenge.

DARTH SIDIOUS: You have been well trained, my young apprentice, they will be no match for you.

Darth Sidious smiles as he looks out at the vast city.

DARTH SIDIOUS: It is too late for them to stop us now. Everything is going as planned. The Republic itself will soon be under my control...

EXT. MOS ESPA - SANDSTORM - DAY

The giant sandstorm engulfs the town, including the Naboo spaceship on the outskirts of the city center, where Watto's ship is; and the slave quarters, where drifts of sand begin building up against Anakin's house.

INT. ANAKIN'S HOVEL - MAIN ROOM - DAY

Qui-Gon, Anakin, Shmi, Jar-Jar, and Padme are seated around a makeshift table, having lunch as the wind howls outside. Jar-Jar slurps his soup rather loudly. Everyone looks at him. He turns a little brighter red.

ANAKIN: Getting bought by Watto was actually a lucky break for us. He's not all that kind, but at least he doesn't beat either of us.

SHMI: All slaves have a transmitter placed inside their bodies somewhere.

ANAKIN: I've been working on a scanner to try and locate them, but no luck.

SHMI: Any attempt to escape...

ANAKIN: ...and they blow you up... BOOM!

Padme and Jar-Jar are horrified.

JAR-JAR: How wude.

PADME: I can't believe there is still slavery in the galaxy. The Republic's anti-slavery laws are --

SHMI: The Republic doesn't exist out here. We must survive on our own.

Padme looks sickened. She notices the concern of Shmi. Jar-Jar snatches some food from a bowl at the other end of the table with his tongue. Qui-Gon gives him a dirty look.

JAR-JAR: (gulps) Excuse me.

An awkward silence. Anakin attempts to end the embarrassment.

ANAKIN: Has anybody ever seen a Podrace?

Padme shakes her head no.

QUI-GON: They have Podracing on Malastare. Very fast. Very dangerous.

ANAKIN: I've been in eight Podraces so far. I'm the only human who can do it.

Shmi looks askance at her son.

ANAKIN: (Cont'd) Mom, what? I'm not bragging. It's true. Watto says he's never heard of a human doing it.

QUI-GON: You must have Jedi reflexes if you race Pods.

Anakin smiles. Jar-Jar attempts to snare another bit of food from the bowl with his tongue, but Qui-Gon, in a flash, grabs it between his thumb and forefinger. Jar-Jar is startled.

QUI-GON: (Cont'd) Don't do that again.

Jar-Jar tries to acknowledge with some silly mumbling. Qui-Gon lets go of the tongue, and it snaps back into Jar-Jar's mouth.

ANAKIN: You're a Jedi Knight, aren't you?

Another awkward silence. Padme looks very worried.

QUI-GON: What makes you think that?

ANAKIN: I saw your laser sword. Only Jedis carry that kind of weapon.

Qui-Gon leans back and slowly smiles.

QUI-GON: Perhaps I killed a Jedi and took it from him.

ANAKIN: I don't think so. No one can kill a Jedi Knight.

QUI-GON: I wish that were so.

ANAKIN: I had a dream I was a Jedi. I came back here and freed all the slaves...have you come to free us?

QUI-GON: No, I'm afraid not.

ANAKIN: I think you have. Why else would you be here?

Qui-Gon thinks for a moment.

QUI-GON: I can see there's no fooling you, Anakin. (leans forward) You mustn't let anyone know about us. We're on our way to Coruscant, the central system in the Republic, on a very important mission, and it must be kept secret.

ANAKIN: Coruscant? Wow...how did you end up here in the Outer Rim?

PADME: Our ship was damaged, and we're stranded here until we can repair it.

ANAKIN: I can help! I can fix anything!

QUI-GON: I believe you can, but first we must acquire the parts we need.

JAR-JAR: Wit no-nutten moola to trade.

PADME: These junk dealers must have a weakness of some kind...

SHMI: Gambling. Everything here revolves around betting on those awful races.

QUI-GON: Podracing... Greed can be a powerful ally, if it's used properly.

ANAKIN: I've built a racer! It's the fastest ever...There's a big race tomorrow, on Boonta Eve. You could enter my pod.

SHMI: Anakin, Watto won't let you...

ANAKIN: Watto doesn't know I've built it. (to Qui-Gon) You could make him think it's yours, and get him to let me pilot it for you.

Qui-Gon looks to Shmi. She is upset.

SHMI: I don't want you to race, Ani...It's awful. I die every time Watto makes you do it. It's not just the speed, it's the treachery of those other drivers....

ANAKIN: But Mom, I love it...and they need help...they're in trouble. The prize money would more than pay for the parts they need.

SHMI: (gently) Anakin...

QUI-GON: Your mother's right. Is there anyone friendly to the Republic who might be able to help us?

Shmi reluctantly shakes her head.

SHMI: No.

Another awkward silence, a glum one. Anakin looks helplessly at his mother.

ANAKIN: Mom...you said that the biggest problem in the universe is no one helps each other.

SHMI: Anakin, don't...

Shmi sighs. Another silent moment.

PADME: I'm sure Qui-Gon doesn't want to put your son in danger. We'll find some other way.

SHMI: No. There is no other way. I may not like it, but he can help you... (gives an odd, intent look to Qui-Gon) He was *meant* to help you.

A strange expression comes into Qui-Gon's eyes at that remark. Padme stares at him in disbelief.

EXT. MOS ESPA - JUNK DEALER PLAZA - DAY

The storm has passed. Vendors and street people clean up the mess and rebuild their food stalls. Jar-Jar sits on a box in front of Watto's parts shop, watching all the activity with growing nervousness. Artoo is standing next to him. Padme stops Qui-Gon as he is about to enter the shop.

PADME: Are you sure about this? Trusting our fate to a boy we hardly know?!?

QUI-GON: Yes.

PADME: And break a mother's heart?!?

QUI-GON: She has willed it.

PADME: The Queen will not approve.

QUI-GON: The Queen doesn't need to know.

PADME: (pouting) Well, / don't approve.

Qui-Gon turns and starts into the shop.

INT. WATTO'S JUNK SHOP - DAY

Watto and Anakin are in the middle of an animated discussion in Huttese.

WATTO: Patta go bolla!

ANAKIN: No batta!

WATTO: Pedunky. Maa kee cheelya.

ANAKIN: Bayno, Bayno!

Qui-Gon walks in, and Watto and Anakin join him.

WATTO: The boy tells me you want to sponsor him inna da race. You can't afford parts. How can you do this? Not on Republic credits, I think, huh? (he laughs)

QUI-GON: My ship will be the entry fee.

Qui-Gon pulls a small object that looks like a watch out of his pocket, and a hologram of the Naboo spacecraft appears about a foot long in front of Watto. He studies it.

WATTO: Ahhh. Not bad...not bad...huh, a Nubian.

QUI-GON: It's in good order, except for the parts I need.

WATTO: ...but what would the boy ride? He smashed up my Pod in the last race. It will take some long time to fix it, huh?

Anakin is embarrassed and steps forward.

ANAKIN: It wasn't my fault! Really! Sebulba flashed me with his vent ports. I actually saved the Pod...mostly.

WATTO: (laughing) That you did. The boy is good, no doubts there, huh?

QUI-GON: Well, I have acquired a Pod in a game of chance. "The fastest ever built."

WATTO: I hope you didn't kill anyone I know for it.

Qui-Gon flashes a sly smile. Watto laughs.

WATTO: So, you supply the Pod and the entry fee; I supply the boy. We split the winnings, um, fifty-fifty, I think, huh?

QUI-GON: Fifty-fifty!?! If it's going to be fifty-fifty, I suggest *you* front the cash for the entry. If we win, you keep all the winnings, minus the cost of the parts I need. And if we lose... you keep my ship.

Watto thinks about this. Anakin tries not to be nervous.

QUI-GON: (Cont'd) Either way, you win.

WATTO: (subtitled) Deal!

He slaps Qui-Gon's hand. Qui-Gon smirks and walks out. Watto turns to Anakin.

WATTO: Yo bana pee ho-tah, meedee ya. (Your friend is a foolish one, methinks.)

INT. NABOO SPACECRAFT – MAIN AREA

Obi-Wan sits inside the Naboo spacecraft, speaking into his comlink. Qui-Gon is on the back porch of the hovel.

OBI-WAN: What if this plan fails, Master? We could be stuck here a very long time.

QUI-GON: (V.O) Well, it's too dangerous to call for help. And a ship without a power supply will not get us anywhere. And... there is something about this boy...

EXT MOS ESPA - SLAVE QUARTERS - PORCH - DAY

Qui-Gon puts the comlink away as Shmi comes onto the porch. Padme, Anakin, Jar-Jar and Artoo work on the engines of the Podracer in the courtyard below.

QUI-GON: You should be very proud of your son. He gives without any thought of reward.

SHMI: You know, he knows nothing of greed. He has, uh...

QUI-GON: He has special powers.

SHMI: Yes.

QUI-GON: He can see things before they happen. That's why he appears to have such quick reflexes. It's a Jedi trait.

SHMI: He deserves better than a slave's life.

QUI-GON: Had he been born in the Republic, we would have identified him early, and he would have become a Jedi, no doubt...he has the way. The Force is unusually strong with him, that much is clear. Who was his father?

A long, uncomfortable silence. Qui-Gon stares at Shmi curiously.

SHMI: There was no father.

Qui-Gon is stunned at this revelation.

SHMI: I carried him, I gave him birth, I raised him...I can't explain what happened.

Qui-Gon slowly nods. She's telling the truth.

SHMI: Can you help him?

QUI-GON: I don't know. I didn't actually come here to free slaves.

EXT. MOS ESPA - SLAVE QUARTERS - BACK YARD - DAY

KITSTER (a young boy about Anakin's age), SEEK (a boy of ten), AMEE (a girl of six), and WALD (a Rodian, six years old) join Anakin, Jar-Jar, Artoo and Padme securing some wiring.

FRIENDS: Hey, Ani!

ANAKIN: Padme and Jar-Jar, this is my friend Kitster, and Seek, Amee, and Wald.

All whistle, hoot, and speak a greeting.

KITSTER: Wow, a real Astro Droid! How'd you get so lucky?

ANAKIN: That isn't the half of it. I'm entered in the Boonta Race tomorrow!

KITSTER: What? With this??

WALD: (subtitled) Oh ni oka, Ani. (You are such a joker, Ani.)

AMEE: You've been working on that thing for years. It's never going to run.

SEEK: Come on, let's go and play ball. Keep racing, Ani, and you're gonna be bug squash.

Seek, Wald and Amee take off, laughing. Jar-Jar is fiddling with one of the energy binder plates.

ANAKIN: Hey! Jar-Jar! Stay away from those energy binders...

JAR-JAR: Who, mesa?

ANAKIN: If your hand gets caught in the beam, it's gonna go numb for hours.

JAR-JAR: Okeyday.

The wrench Jar-Jar's holding slips out of his hand. He kneels down to get it, and rises right into the path of the energy beam, which shocks his face badly. Jar-Jar tries to say something, but his mouth is numb and his words are garbled.

JAR-JAR: Dy tung...ib fat. Dy tung ib fat. Wrench...where's de wrench?

Jar-Jar spots the wrench, stuck in the engine. He reaches in to get it, but gets his hand caught in the engine. He tries to tell Anakin, but can't get words out that make sense.

THREEPIO: (to Artoo) You know, I find that Jar-Jar creature to be a little...odd.

Artoo beeps in agreement.

KITSTER: You don't even know if this thing's gonna run.

ANAKIN: It will.

Qui-Gon approaches the group and gives Anakin a small battery.

QUI-GON: I think it's time we found out. Here, use this power charge. (on their looks) I got this from Watto's shop. He has less need of it than you.

ANAKIN: Yes, sir!!

QUI-GON: Come on, Kitster...let's move away...

Anakin jumps into the little capsule behind the two giant engines. He puts the power pack back into the dashboard. Everyone backs away, except for Jar-Jar who frantically calls for help. Finally Padme frees him. Artoo beeps.

THREEPIO: You're quite right. He's very odd indeed.

JAR-JAR: (to Padme) Thank you.

He gives an "OK" gesture to Anakin. The little boy works the cockpit controls, and the engines ignite with a ROAR. Everyone cheers.

ANAKIN: It's working! IT'S WORKING!!!

EXT. MOS ESPA - SLAVE QUARTERS - PORCH - DAY

Shmi, watching from the porch, smiles sadly.

EXT. SLAVE QUARTERS - BALCONY - NIGHT

Anakin sits on the balcony rail of his hovel as Qui-Gon tends to a cut. The boy leans back to look at the vast blanket of stars in the sky.

QUI-GON: Sit still, Ani. Let me clean this cut.

ANAKIN: There are so many! Do they all have a system of planets?

QUI-GON: Most of them.

ANAKIN: Has anyone been to 'em all?

QUI-GON: (laughs) Not likely.

ANAKIN: I want to be the first one to see them all... Ouch!

Qui-Gon wipes a patch of blood off Anakin's arm.

QUI-GON: There we are, good as new...

Shmi yells from inside the hovel.

SHMI: (O.S.) Ani, bedtime!

Qui-Gon scrapes Anakin's blood onto a comlink chip.

ANAKIN: What are you doing?

QUI-GON: Checking your blood for infections.

ANAKIN: I've never seen...

SHMI: (O.S.) Ani! I'm not going to tell you again!

QUI-GON: Go on, you have a big day tomorrow. (beat) Sleep well, Ani.

Anakin rolls his eyes and runs into the hovel. Qui-Gon calls Obi-Wan.

QUI-GON: (Cont'd) Obi-Wan...

OBI-WAN: Yes, Master.

QUI-GON: I need an analysis of this blood sample I'm sending you.

OBI-WAN: Wait a minute...

On the Naboo spacecraft, Obi-Wan activates a console panel.

QUI-GON: I need a midichlorian count.

Qui-Gon inserts the bloodstained chip into the comlink. The panel lights up with information.

OBI-WAN: All right. I've got it.

QUI-GON: What are your readings?

OBI-WAN: (pause) Something must be wrong with the transmission...

QUI-GON: Here's a signal check.

OBI-WAN: Strange. The transmission seems to be in good order, but the reading's off the chart...over twenty thousand.

QUI-GON: (almost to himself) That's it then....

OBI-WAN: Even Master Yoda doesn't have a midichlorian count that high!

QUI-GON: No Jedi has.

OBI-WAN: What does that mean?

QUI-GON: I'm not sure.

The Jedi Knight looks up and sees Shmi in the doorway watching him. Embarrassed, she goes back into the kitchen while Qui-Gon ponders the situation.

EXT. SPACE – NEAR TATOOINE (FX)

A sinister, winged spacecraft roars across the starry expanse toward Tatooine. This is a Sith spacecraft.

EXT. TATOOINE - DESERT MESA - NIGHT

The sinister looking Sith spacecraft lands on top of a desert mesa at dawn, scattering a herd of banthas. Darth Maul walks to the edge of the mesa and studies the landscape with a pair of electrobinoculars. He picks out the lights of three different cities in the distance, then pushes buttons on his electronic armband.

Three football-sized PROBE DROIDS float out of the ship and head off in three different directions toward the cities.

Darth Maul stands on the mesa and watches them through his electrobinoculars.

EXT. MOS ESPA – DAWN

Kitster is riding on an EOPIE, a strange camel-like creature. He is leading a second eopie behind him.

EXT. MOS ESPA - SLAVE QUARTERS - BACK YARD - SUNRISE

As the twin suns rise, Artoo is busy painting the racing Pod. Threepio stands beside him, polishing. Artoo beeps with worry.

THREEPIO: I know -- and we haven't got much time. We'll both have to do our best.

Artoo whistles. Padme exits the hovel, comes downstairs and passes the droids.

THREEPIO: Are you quite sure that's necessary?

Artoo beeps in the affirmative.

THREEPIO: I'm quite sure you do, but this is especially important today. Oh – hello, Miss Padme.

PADME: I hope you're about finished.

Artoo whistles a positive reply. Padme goes over to Anakin. He looks very vulnerable as he sleeps against the wall of the hovel. She watches him, then gently touches him on the cheek. Anakin wakes up, yawns, and looks at her, a little puzzled.

ANAKIN: You were in my dream...you were leading a huge army into battle.

PADME: I hope not; I hate fighting. Your mother wants you to come in and clean up. We have to leave soon.

Anakin stands up and stretches just as Kitster arrives with the eopies.

KITSTER: Hi, Ani!

ANAKIN: Hook 'em up, Kitster. (to Padme) I won't be long. Where's Qui-Gon?

PADME: He and Jar-Jar left already. They're with Watto at the arena.

ANAKIN: Okay. Thanks.

Anakin turns and runs into the house. Artoo beeps as it continues to spray-paint the pod.

THREEPIO: Artoo, please be careful. After all, we want this to be the shiniest Podracer on the track today.

EXT. MOS ESPA - ARENA - MAIN HANGAR - DAY

RACE CREWS mill about outside the Main Hangar.

INT. MOS ESPA - ARENA - MAIN HANGAR - DAY

The hanger is a large building with a dozen or so Podracers being readied for the race. ALIEN CREWS and PILOTS rush about, making last minute fixes on their vehicles. Watto, Qui-Gon, and Jar-Jar walk through the activity.

WATTO: I want to see your spaceship the moment the race is over.

QUI-GON: Patience, my blue friend. You'll have your winnings before the suns set, and we'll be far away from here.

WATTO: Not if your ship belongs to me, I think, huh? (chuckles) I warn you, no funny business.

QUI-GON: You don't think Anakin can win?

Watto stops before an orange racer. Sitting to one side, having his shoulders and neck massaged by TWIN TWI'LEK SLAVE GIRLS, is Sebulba.

WATTO: Don't getta me wrongo. I have great faith in the boy. He's a credit to your race. But uh, Sebulba there is going to win, I think.

Jar-Jar abruptly realizes Sebulba is the very same Dug who nearly beat him up yesterday.

JAR-JAR: Oh no!!!

QUI-GON: Why do you think that?

WATTO: He always wins!! (laughs) I'm betting heavily on Sebulba.

QUI-GON: I'll take that bet.

WATTO: (suddenly stops laughing) What??!! What do you mean?

QUI-GON: I'll wager my new racing pod against...say...the boy and his mother.

WATTO: A Pod for slaves?!? I don't think so!! (beat) Well, perhaps...just one...the mother, maybe. The boy is not for sale.

QUI-GON: The boy is small, he can't be worth that much.

Watto shakes his head.

QUI-GON: Not even for the fastest Pod ever built?!

Watto shakes his head again.

QUI-GON: Both, or no bet.

WATTO: No Pod's worth two slaves, not by a long shot! One slave or nothing!

QUI-GON: The boy, then.

Watto pulls out a small cube from his pocket.

WATTO: We'll let fate decide. I just happen to have a chance cube here. Blue it's the boy, red his mother...

Watto tosses the cube down. Qui-Gon lifts his hand slightly; it turns blue. Jar-Jar grins widely. Watto is angry – he clearly expected the weighted cube to turn red.

WATTO: You won the small toss, outlander, but you won't win the race, so it makes little difference!!

Anakin and Padme enter the hanger on one of the eopies, pulling an engine. Kitster, on the other eopie, is pulling another engine. With Threepio walking alongside, Artoo trundles behind, pulling the Pod with Shmi sitting on it.

ANAKIN: (to Padme, indicating the crowd) Isn't it great? The Boonta Classic always gets a crowd. Everyone comes from the Outer Rim Territories. They come because this is the most dangerous race of all.

Watto passes Anakin as he leaves.

WATTO: (subtitled) Bonapa keesa pateeso, o wanna meetee chobodd. (Better stop your friends betting or I'll end up owning him too.)

Watto floats off, laughing.

ANAKIN: What did he mean by that?

QUI-GON: I'll tell you later.

Artoo beeps at Threepio.

THREEPIO: Oh my! Space travel sounds rather perilous.

Artoo emits a series of beeps.

THREEPIO: I can assure you they will never get me onto one of those dreadful starships!

PADME: (to Anakin) Tell me, Ani. If a slave tried to escape, could his master really just...blow him up?

ANAKIN: Oh, sure. I've seen it happen. (beat) You get used to it.

PADME: That is...unacceptable. (sighs) The Queen will be made aware of this. Someday, I promise you, the Republic will eliminate slavery... on *all* worlds.

ANAKIN: I think maybe you *do* care for me. Padme, someday – one way or another – I am leaving this planet. And if I can leave a free man, that will make things much easier when we get married.

Padme giggles. Kitster joins Padme and Anakin.

KITSTER: (to Anakin) This is so wizard, Ani! I'm sure you'll do it this time.

PADME: Do what?

KITSTER: Finish the race, of course!

PADME: You've never won a race?

ANAKIN: Well...not exactly...

PADME: Not even *finished*?!

Anakin looks sheepish. He clasps Kitster's shoulder as Qui-Gon comes up behind them.

ANAKIN: Kitster's right, I will this time.

QUI-GON: Of course you will.

Padme stares at the trio like they've all gone crazy.

EXT. MOS ESPA - STREET - DAY

One of Darth Maul's probe droids slowly floats down the main street of Tatooine. It looks in shops and studies people as it searches for Obi-Wan, Qui-Gon or the Queen.

EXT. MOS ESPA - DESERT RACE ARENA - DAY

An EXTREME HIGH WIDE ANGLE reveals a vast arena in the Tatooine desert. A large semi-circular amphitheatre that holds at least a hundred thousand people dominates the landscape. Large viewing platforms loom over the racetrack.

INT. MOS ESPA - ARENA ANNOUNCER'S BOX - DAY (FX)

A two-headed ANNOUNCER describes the scene.

FODE/BEED: -

A: Toogi! Toogie! (Greetings) Toong mee cha kulkah du Boonta magi! Tah oos azalus ooval Podraces. (We have perfect weather today for the Boonta classic. The most hazardous of all Podraces.)

B: That's absolutely right. And a big turnout here, from all corners of the Outer Rim territories. I see the contestants are making their way out onto the starting grid.

EXT. MOS ESPA - DESERT RACE ARENA - DAY

On the left side of the tracks across from the grandstands, a line of Podracers emerges from the large hanger, surrounded by several CREW MEMBERS. Pods are pulled by a wide variety of creatures and are led by aliens carrying flags. The pilots stand facing the royal box.

FODE/BEED: -

(O.S) **A:** La Yma beestoo! (Yes, there they are!)

B: I see Ben Quadinaros from the Tund system.

A: ...eh Gasgano doowa newpa Ord Petrovia! (And Gasgano in the new Ord Pedrovia.)

B: Two time winner, Boles Roor...

A: Poo tula moosta, woe grane champio du Pixelito! Splastyleeya bookie ookie!! SEBULBA!! (On the front line the reigning champion from Pixelito. By far the favorite today. SEBULBA!!)

Sebulba, who is right next to Anakin, stands and waves to his fans.

B: And in the front row, nearside pole position, Mawwwwwhonic!! And a hearty hello to Clegg Holdfast and his Voltec KT9 Wasp! Lookee there. It's Elan Mak, always a threat on this course. And back again, it's the mighty Dud Bolt, with that incredible racing machine, the Vulptereen 327. A newcomer, moving up from the minor rim leagues. First-time big-time, Mars Guo!

Jar-Jar acts as though the crowds are cheering for him, and waves and grins right in front of the furious Mars Guo.

B: This cocky little guy does not know the meaning of the word "fear." It's Ratts Tyrell! His whole family's here today to cheer him on.

And indeed they are – his wife, two small children, and a tiny baby in the wife's arms.

B: We understand Mrs. Tyrell just got out of the hospital, so we wish her and her family the best of luck today. (beat) He's not good-looking, but he's not shy. Ark "Bumpy" Roose!

A small pep band plays as his fans wave and cheer.

B: And hoping for a big win today, Ody Mandrell with his record-setting pit droid team!

The three pit droids by Ody go into a slapstick routine straight out of the Three Stooges. Fueling his pod, Anakin looks up to wave at the crowd.

B: And a late entry, young Anakin Skywalker, a local boy.

A: Wampa peedunkee unko. (I hope he has better luck this time.)

B: I see the flags are moving onto the track.

A parade of several colorful flags move across the racetrack, each bearing the emblem of a Podracer. Threepio is holding Anakin's blue-and-white flag. By Anakin's Pod, an eopie farts right in Jar-Jar's face.

JAR-JAR: (holding his nose) Pee-yuusa!

EXT. MOS ESPA - ARENA - GRANDSTAND - DAY

Colorful canopies shade some of the spectators. Vendors sell barbecued creature parts and colorful drinks.

EXT. MOS ESPA - ARENA - STARTING GRID - DAY

Kitster attaches the giant engines to Anakin's Pod with a long cable. Shmi gives Anakin a big hug and kiss. She looks him right in the eye.

SHMI: Be safe.

ANAKIN: I will, Mom. I promise.

She leaves as Anakin checks the cable hitches.

JABBA: ...Mawhonic tuta Hok, Teemto Pagalies tuta Moonus Mandel, Anakin Skywalker tuta Tatoine....

The crowd YELLS. Anakin waves to the crowd, as Jabba continues with his introductions. Sebulba moves over to one of Anakin's engines. Kitster and Jar-Jar unhitch the eopies, and Kitster leads them away. Artoo beeps that everything is OK. Jar-Jar pats Anakin on the back.

JAR-JAR: Dis berry loony, Ani. May da guds be kind, mesa palo.

Padme comes up and gives Anakin a little kiss on the cheek. Sebulba bangs on a part protruding from Anakin's engine. He looks around to see if anyone has noticed.

PADME: You carry all our hopes.

ANAKIN: I won't let you down.

Padme moves away as Sebulba edges his way next to Anakin and gives him a sinister grin.

SEBULBA: Bazda wahota, shag. Dobiella Nok. (You won't walk away from this one, you slave scum.)

ANAKIN: (subtitled) Cha skrundee da pat, sleemo. (Don't count on it, slime-ball.)

SEBULBA: Yoka Bantha poodoo! (You're Bantha fodder!) Heh heh heh...

Anakin looks the evil Sebulba in the eye with a cold stare. Qui-Gon approaches, and Sebulba backs off toward his racer. Qui-Gon helps Anakin into his Pod. The boy straps himself into the tiny racer.

QUI-GON: You all set, Ani?

ANAKIN: Yep.

QUI-GON: Remember, concentrate on the moment. *Feel*. Don't think. Use your instincts.

ANAKIN: I will.

QUI-GON: (he smiles) May the Force be with you.

Qui-Gon steps away as Anakin puts on his helmet and goggles.

EXT. MOS ESPA - ARENA - ROYAL BOX - DAY (FX)

The crowd lets out a LOUD CHEER as JABBA THE HUTT enters the box and waves to the crowd.

FODE/BEED: -

A: O grandio lust, Jabba Du Hutt, amu intoe tah parena. (His honor, our glorious host, Jabba the Hutt has entered the arena.)

A/B: Ahlalalalalala!!!

The crowd ROARS. SEVERAL OTHER SLUG-LIKE HUTTS follow, along with humans and aliens. Several SLAVE GIRLS on a chain are led alongside Jabba.

JABBA: (subtitled) Chowbaso! Tam ka chee Boonta rulee ya, kee madda hodrudda du wundee. (Welcome!) Ka bazza kundee hodrudda! (Let the challenge begin!)

The crowd lets out a LOUD CHEER. The pilots flip switches, and powerful energy binders shoot between the engines. Anakin flips a switch, and his engine starts. The incredible ROAR of high-powered engines igniting echoes throughout the arena. One driver, ODY MANDRELL, yells at a droid (DUM-4) to get away from the front of his engine. The crowd is tense.

EXT. MOS ESPA - ARENA - STARTING GRID - DAY

The giant powerhouse engines torque as the pilots gun them. The pilots flip switches, and powerful energy binders shoot between the engines. Aliens carrying large flags move off the track. Jar-Jar covers his eyes.

JAR-JAR: Dissen ganna be messy! Me no watchen!

FODE/BEED: -

A: Ya pawa culka doe rundee! (The power couplings are being activated)

B: Hey, it looks like they're clearing the grid.

EXT. MOS ESPA - ARENA - VIEWING PLATFORM - DAY

Shmi looks nervously to Qui-Gon as he enters a viewing platform. Padme and Jar-Jar are already on board. The platform rises like an elevator.

SHMI: Is he nervous?

QUI-GON: He's fine.

PADME: You Jedi are far too reckless. The Queen is not -

QUI-GON: The Queen trusts my judgment, young handmaiden. You should too.

PADME: You assume too much. I don't see the wisdom in putting our lives in the hands of a young boy -

QUI-GON: And did the people of Naboo err when they put their lives in the hands of a young girl?

Padme is speechless. She stares at Qui-Gon, slackjawed.

QUI-GON: You need to have faith.

PADME: I only have faith in the things I can see or touch.

QUI-GON: Ah. Perhaps that is your mistake, young handmaiden.

Qui-Gon looks out at the arena. Padme stares daggers at him, then looks across the arena at Jabba. He is sitting on his podium, looking bored.

SHMI: Proof that no matter how bad it is to be a slave, it could be worse. Jabba could be your master.

PADME: They seem to be waiting for his signal to begin.

SHMI: (disgusted) Nothing happens on Tatooine without his permission.

EXT. MOS ESPA - ARENA ANNOUNCER'S BOX - DAY (FX)

FODE/BEED: -

B: Start your engines.

The earth-pounding ROAR of the engines revving is deafening.

EXT. MOS ESPA - ARENA - ROYAL BOX - DAY (FX)

Jabba bites off the head of a frog and spits it at a gong, signaling the start of the race.

EXT. MOS ESPA - ARENA - STARTING GRID - DAY

On a bridge over the track, a great green light at the center flashes. The Podracers shoot forward with a high-pitched scream. Anakin's engine floods and coughs - then dies. All the other Podracers except one swerve around him and disappear down the track. The slave boy struggles to get his racer started. The two-headed announcer reports.

FODE/BEED: - (O.S.)

A: An dare ovv! (And they're off!)

B: Oh...wait. Little Skywalker has stalled. It looks like Quadrinaros is having engine trouble also.

Padme and Jar-Jar are very disappointed with Anakin. Qui-Gon puts his arm around a very worried Shmi to comfort her. Finally, Anakin's engines ignite. He zooms away after the receding pack of competitors, leaving one quadra-Pod racer still trying to get started. The two-headed announcer describes the race as it progresses.

FODE/BEED: - (O.S.)

B: And there goes Skywalker... He'll be hard pressed to catch up with the leaders.

EXT. MOS ESPA - RACETRACK - DAY (FX)

The Podracers fly across the desert. Sebulba is running neck and neck with MAWHONIC. They round the first turn in the track, side by side. Sebulba drives his Pod into his rival, forcing him into the wall of a large rock formation. Mawhonic crashes in a spectacular display of fire and smoke. Anakin is much faster than the back-end stragglers and passes them easily.

Four TUSKEN RAIDERS perched above the racecourse fire their rifles at the Pods racing in the canyon below them.

FODE/BEED: -

B: Looks like a few Tusken Raiders have camped out on the canyon dune turn.

EXT. MOS ESPA - ARENA - VIEWING PLATFORM - DAY

Jabba the Hutt and the crowd watch the progress of the race on small, hand-held view screens.

JAR-JAR: Where's Ani?

Padme, Shmi, and Qui-Gon watch another screen and look worried.

Artoo, down in the pits with Kitster, lets out a worried sigh. The driver of the quadra-Pod looks worried.

EXT. MOS ESPA - RACETRACK - DAY (FX)

Anakin is powering around corners and over hills and cliffs, passing other racers right and left. Sebulba is in the lead. He is being challenged by another racer, XELBREE. Sebulba slows a little, and as Xelbree pulls alongside, he opens a side vent on the racer's engine and the exhaust starts to cut through the alien's engine. The blast cuts along the engine until finally it EXPLODES. Sebulba deftly veers away. Anakin works his way through a dense mass of racers as they zoom over a dune sea, kicking up dust. His Pod shakes violently as he goes over a jump. One of the Podracers catches one of his engines in the sand, and the whole thing EXPLODES.

EXT. MOS ESPA - ARENA - VIEWING PLATFORM - DAY

Qui-Gon sits quietly, meditating. Padme and Shmi search the landscape for any sign of the racers. The crowd SCREAMS. Watto is laughing with his friends, confident in Anakin's defeat. The quadra-Pod engines start just as the racers come around the corner. The driver, BEN QUADINAROS, puts it in gear, and the four engines go off in all directions, EXPLODING in a spectacular display. The Pod drops to the ground as Sebulba enters the arena, closely followed by all the other racers. Kitster strains to see as Artoo beeps excitedly. The announcer continues.

FODE/BEED: - (O.S.)

B: There goes Quadinaros' power couplings.

A: Sebulba! Ka pa me cheespa wata! (Here comes Sebulba in record time.)

JAR-JAR: He musta crash-ud.

PADME: Here he comes!

Qui-Gon, Padme, Shmi, and Jar-Jar yell for joy as Anakin passes.

Lap two. Sebulba and the pack race past the main arena. The crowd stands and YELLS as the Podracers scream off into the distance. Qui-Gon and Padme look worried.

EXT. MOS ESPA - ARENA - PIT AREA - DAY (FX)

Artoo lets out an excited whistle, as Kitster yells.

THREEPIO: He has to complete two more circuits? Oh dear!

EXT. MOS ESPA - RACETRACK - DAY (FX)

Sure enough, coming around the bend is Anakin, quickly gaining on the pack. The two-headed announcer describes the action. The crowd goes wild.

FODE/BEED: - (O.S.)

B: It looks like Skywalker is moving up through the field. He's in...

A: Steeth pa nagoola! (Sixth place, not bad.)

Anakin continues to gain on the pack. Tension for Shmi and Padme is unbearable. Ody stops in the pits. Droids work on his engines.

FODE/BEED: - (O.S.)

A: Ody Mandrell! Coona wa wunda dunko! (Ody Mandrell into the pits for some attention.)

DUM-4 stands in front of the engine and is sucked in, causing the engine to die. DUM-4 is spit out the back of the engine, very bent up, but intact and laughing. The engine lets out one final wheeze, then EXPLODES in a puff of smoke.

ODY: (moans) Ohhhh nooo....

Sebulba rams the side of CLEGG HOLDFAST'S pod, and then opens up a hidden flap on the side of his Pod that shoots out flame. Clegg's engines catch fire, and the Pod veers wildly off course and slams into a rock wall.

As the racers pass, a small vehicle hovers overhead and spits out several small salvage droids that fly out and begin to pick up pieces of wrecked Pods. Anakin, shooting past several Pods, smashes into one of the salvage droids and shatters it. Anakin is unhurt, however. ARK ROOSE pulls his Pod in for a stop, as a Xexto merchant offers various snacks to the crowd.

B: Oh no! It's Bumpy Roose into the pits.

One of the drivers, GASGANO, won't let Anakin by. Anakin tries to pass him on one side and is cut off. He then tries to pass him on the other side and is cut off. As they come up on a cliff drop-

off, Anakin backs off, then guns it as Gasgano goes over the cliff. Anakin accelerates so fast that he sails right over the top of Gasgano and speeds away. He then comes up upon TEEMTO PAGALIES, who tries to ram Anakin into a rock wall. Anakin wrenches his controls, and his pod FLIPS OVER Teemto's to a safer position. Anakin guns it ahead and passes Teemto, moving into third place behind MARS GUO and Sebulba.

Mars is getting close to Sebulba, who purposely breaks a small part off his Pod, sending it into Mars's engine, causing him to veer into Anakin, and unhooks one of the main straps on Anakin's engines that links the Pod to his engines. Anakin struggles to keep control of the little Pod. It whips about wildly. Teemto passes Anakin. As the Pod swings near the broken engine strap, Anakin grabs for it. Finally, he catches the strap and manages to unhook it to the Pod.

The three Pods pass the Tusken Raiders again. One shot ricochets off the back of Anakin's Pod. Another goes right through Teemto's engine, and he vanishes in a fireball. The Tusken Raider cheers his kill, but another points down at the wreck. Several small JAWAS are already running up to the wreckage and picking out the choicest parts. The Tusken shoots several times at the Jawas, but misses. He screeches in anger.

Anakin finally catches up with Sebulba, and runs neck and neck over the rough terrain. Sebulba does a doubletake, stunned that Skywalker actually made it this far (let alone got to second). Shaking his fist, he opens up his hidden flamethrower again. Anakin is forced back to avoid the flames. Sebulba laughs maniacally.

FODE/BEED: - (O.S.)

B: At the start of the third and final lap, Sebulba is in the lead, closely followed by Skywalker...

Jar-Jar, Qui-Gon, Shmi and Padme all SCREAM as Anakin comes through the arena. The lights in the tower indicate that this is the third and last lap. Watto begins to worry. Sebulba uses his side exhaust port to try to cut through Anakin's engines. Anakin manages to avoid having his engine disabled but is forced off course.

FODE/BEED: - (O.S.)

B: Skywalker is forced onto the service ramp!

A: Oh noah!

On a tight corner, Anakin dives to the inside and takes the lead.

FODE/BEED: - (O.S.)

B: Amazing... a controlled thrust and he's back on course! What a move!

Sebulba is furious. He stays right on Anakin's tail, crowding him and pushing him through the turns. Sebulba pushes Anakin harder, and the young boy has a difficult time keeping control. One of the parts on Anakin's engines begins to shake loose. Anakin sees it and switches over to an auxiliary system. While he is trying to accomplish this maneuver, Sebulba races past him. Anakin tries to get around Sebulba, to no avail. Every move Anakin makes, Sebulba is able to block. Finally, Anakin fakes a move into the inside as he usually does, then tries to go around Sebulba on the outside. They race side by side down the final stretch of the track.

FODE/BEED: - (O.S.)

B: He's catching Sebulba.

A: Inkabunga. (Incredible!)

Sebulba veers toward Anakin and bangs into his Pod. He crashes into Anakin over and over. The young boy struggles to maintain control as the steering rods on the two Pods become hooked together. Sebulba laughs at Anakin.

FODE/BEED: - (O.S.)

B: That little human being is out of his mind.

A: Punda tah punda! (They're neck and neck!)

B: They're side by side!

A: Bongo du bongu! (Shoulder to shoulder!)

As they head for the final stretch, Anakin fights to unlock the steering rods by trying to pull away from Sebulba. The strain on the steering rod is tremendous. Suddenly, Anakin's steering arm breaks, and his Pod starts spinning.

The release of tension sends Sebulba into an ancient statue. One engine EXPLODES, then the other. Sebulba skids through the fireballs, blackened, but unhurt. He slides to a smoking stop, gets out of his racer, and throws what's left of a shifter arm on the ground.

SEBULBA: POODOO!!!

Suddenly he realizes his pants are on fire, and he struggles to put them out. Anakin flies through the EXPLOSION as the crowd stands, CHEERING. Padme and Jar-Jar jump up and down with excitement, Padme screaming for joy. Artoo and Kitster whistle hysterically. Qui-Gon and Shmi smile. Anakin races over the finish line, the winner.

INT. MOS ESPA - ARENA ANNOUNCERS BOX - DAY (FX)

The two-headed announcer excitedly calls the finish.

FODE/BEED: -

B: It's Skywalker! The crowds are going nuts! Oh Ah Oh Ah (rocks head in tandem with partner)

EXT. MOS ESPA - ARENA - DAY

As Anakin stops the Podracer, Kitster turns up, and they embrace. Hundreds of spectators join them and put Anakin on their shoulders, marching off, CHEERING AND CHANTING. Darth Maul's probe droids move through the crowd.

INT. MOS ESPA - ARENA - PRIVATE BOX - DAY

Several ALIENS leave Watto's box, laughing and counting their money. Watto sees Qui-Gon standing in the doorway.

WATTO: *You!* You swindled me! You knew the boy was going to win! Somehow you knew it! I lost everything...

Watto flies up to Qui-Gon and puts his face right up against Qui-Gon's. Qui-Gon simply smiles.

QUI-GON: Whenever you gamble, my friend, eventually you'll lose. Bring the parts to the main hangar. I'll come by your shop later so you can release the boy.

WATTO: You can't have him! It wasn't a fair bet!

QUI-GON: Would you like to discuss it with the Hutts? I'm sure they can settle this.

WATTO: No, no! I want no more of your tricks! (sighs) Take him...

The Sith probe droid watches with great interest.

EXT. MOS ESPA - ARENA - MAIN HANGAR - DAY

The Main Hangar is almost deserted as racers depart.

INT. MOS ESPA - ARENA - MAIN HANGAR - DAY

Jar-Jar gives Anakin a great hug, then Padme gives him a hug, then Shmi.

ANAKIN: Ah, gee...enough of this...

SHMI: It's so wonderful, Ani. You have brought hope to those who have none. I'm so very proud of you...

PADME: We owe you everything.

ANAKIN: Just feeling this good was worth it.

In the background, Qui-Gon has harnessed the eopies to containers full of parts.

QUI-GON: Padme, Jar-Jar, let's go. We've got to get these parts back to the ship.

Anakin's expression becomes somber.

ANAKIN: So...I guess this is goodbye?

QUI-GON: Not quite. I still have to attend to a few details.

The group walks over to Qui-Gon and the eopies. Padme climbs on behind Qui-Gon. Jar-Jar swings up onto the second eopie, only to slowly slide off the other side. Artoo whistles.

ANAKIN: (to Padme) I won't forget you.

PADME: Promise?

ANAKIN: Promise.

QUI-GON: I'll return the Eopies by midday.

ANAKIN: See you later, then.

Anakin and Shmi wave as they ride off. Anakin looks dejected.

THREEPIO: Off they go. And after such a short visit! I've never traveled through space, but from what that R2 unit told me, I don't believe I'd much enjoy it. Reassuring, isn't it? Knowing that we're not going anywhere?

Anakin winces, wiping tears from his eyes.

EXT. TATOOINE - DESERT - NABOO SPACECRAFT - DAY

Artoo cruises ahead of Qui-Gon and Padme, who are riding one of the eopies; Jar-Jar rides the other.

QUI-GON: Well, Padme. Something you couldn't see or touch helped us reach our goal. Do you believe in the unseen now?

PADME: You're just as much of a gambler as Watto. It was luck, pure and simple.

QUI-GON: If you want to call it that. Luck is just a word for a force you can't explain.

JAR-JAR: Heydey, Quiggon?

QUI-GON: Yes?

JAR-JAR: Mesa wonderin'...why dinn yousa just take da gen'rater away inda firstest, just clobber da Watto fella so wesa hurry up with da mishinn?

QUI-GON: There is almost always a negative outcome when one employs violence to achieve an objective.

PADME: Forgive me, but from what I saw, Podracing appeared excessively violent.

QUI-GON: After seeing the Pod he was working on, I knew nothing would stop Anakin from entering that race. His victory gave us the parts we needed, but one of us gave him a reason to win.

PADME: One of us? What do you mean?

QUI-GON: (smiles) I suggest you consult a mirror, Padme.

Padme blushes. Artoo whistles as the Naboo spacecraft comes into view.

JAR-JAR: Jus hope Queen's ship makes nex stop onna world dat hazza lotta water!

QUI-GON: Patience, Jar-Jar.

They stop in front of the sleek Naboo spacecraft. Obi-Wan comes out of the ship and joins them.

JAR-JAR: Hello...

Artoo beeps a greeting to Obi-Wan.

OBI-WAN: I was getting worried.

QUI-GON: Well, we have all the essential parts we need. I'm going back...some unfinished business.

OBI-WAN: (raising an eyebrow) "Business"?

QUI-GON: I won't be long.

OBI-WAN: Why do I sense we've picked up another pathetic life form...?

QUI-GON: It's the boy who's responsible for getting those parts. The boy whose blood you ran that midichlorian test on last night. Get this hyperdrive generator installed.

OBI-WAN: Yes, Master. It shouldn't take long.

Qui-Gon turns his eopie, and starts riding back toward town while pulling the other one. On a hill far overlooking the Naboo spacecraft, the Sith probe droid turns and speeds away.

INT. WATTO'S SHOP – DAY

Sebulba is arguing with Watto as Qui-Gon enters.

SEBULBA: (subtitled) You've got to get me new engines! I have another race coming up!

WATTO: Another losing race, huh? Even if I had any engines to spare, I'd hesitate selling them to a racer who lost me so...much...

His voice trails off as he spots Qui-Gon.

SEBULBA: (subtitled) Get in line, human! I was here first!

QUI-GON: (waves his hand) Actually, I was here first, and you were going to wait outside until I was done.

SEBULBA: (subtitled) That's right...you were here first...I'll be right outside, waiting...

Sebulba walks out of the shop, dazed and staring at nothing. Qui-Gon stares squarely at Watto.

QUI-GON: I've returned your Eopies. Now I want to see the transmitter that restrains Anakin. Also any forms to assure his freedom.

WATTO: I...it will take me some time to gather these items.

QUI-GON: Well, go get them. *Now.*

Watto flies up to a higher level of the shop, and opens a box. A blaster sits inside the box, next to the transmitter. Watto starts to reach for the blaster.

QUI-GON: I should caution you, Watto...I'm in no mood for any more games.

Watto's hand freezes over the blaster. After a moment's hesitation, and a glance at Qui-Gon, Watto grabs the transmitter instead. He closes the box and flies down.

WATTO: Games? Baw! I don't know what you're talking about.

Watto opens the transmitter, picks up a pair of electric tools, and jabs inside the small machine. Sparks fly out of the transmitter, and the lights on it go dark.

WATTO: The boy is free! Good riddance to the both of you, for all I care!

EXT. TATOOINE - STREET - SLAVE QUARTERS - DAY

Anakin and a RODIAN are rolling around on the floor, fighting. About A DOZEN OR SO KIDS are standing around them, yelling. Suddenly, a long shadow is cast over the two boys; they stop fighting and look up. Qui-Gon is towering above them.

QUI-GON: What's this all about?

ANAKIN: He said I cheated...

QUI-GON: Did you?

ANAKIN: No.

QUI-GON: (to the Rodian) Do you still think he cheated?

RODIAN: Ig-wak. <Yes, I do.>

ANAKIN: If I weren't a slave, he wouldn't have said those things.

QUI-GON: Well, Ani. You know the truth... You'll just have to tolerate his opinion. Fighting will not change it.

Anakin and the Rodian pick themselves off. The crowd of kids starts to disperse.

ANAKIN: But...what if that kid keeps lying? What if he makes people think I'm bad?

QUI-GON: As I said, you must learn tolerance. You can also set an example. No more losing your temper. (smiles) Don't look so glum. You're a good boy, with a bright future ahead of you.

Qui-Gon moves off down the street toward Anakin's hovel. Anakin follows. The Rodian moves over to where Wald and Kitster have been watching the fight.

WALD: (shakes his head) Cheesa po goopa, Greedo...ee nagwa ko crespa peeta. <You better watch it, Greedo...or you're going to come to a bad end.>

Qui-Gon takes a handful of credits from beneath his poncho and hands them to the boy.

QUI-GON: Here. These are yours. We sold the Pod. (smiling) To a rather surly and insistent Dug.

ANAKIN: (suddenly beaming) Yeahh!!!

INT. ANAKIN'S HOVEL - MAIN ROOM - DAY

Shmi is cleaning up as Anakin bursts through the door, followed by Qui-Gon.

ANAKIN: Mom, he sold the Pod. Look at all the money we have!

Anakin pulls a bag of coins out of his pocket.

SHMI: Oh, my goodness! That's so wonderful, Ani!

QUI-GON: And he's been freed.

ANAKIN: *What?!?*

QUI-GON: You're no longer a slave.

Anakin jumps for joy! Shmi smiles in relief.

ANAKIN: Did you hear that, Mom? (to Qui-Gon) Was that part of the prize, or what?

QUI-GON: Let's just say Watto has learned an important lesson about gambling.

SHMI: Now you can make your dreams come true, Ani. You're free. (looks at Qui-Gon) Will you take him with you? Is he to become a Jedi?

QUI-GON: Yes. Our meeting was not a coincidence. Nothing happens by accident. You are strong with the Force, but you may not be accepted by the Council.

ANAKIN: (not hearing the last part) A Jedi! You mean I get to come with you in your starship and everything?!

Qui-Gon kneels down to the boy.

QUI-GON: Anakin, training to become a Jedi is not an easy challenge. And even if you succeed, it's a hard life.

ANAKIN: But I want to go! It's what I've always dreamed of doing. Can I go, Mom?!

SHMI: Anakin, this path has been placed before you. The choice is yours alone.

Anakin thinks, looks to his mother, then to Qui-Gon.

ANAKIN: I want to do it.

QUI-GON: Then pack your things. We haven't much time.

ANAKIN: Yippee!!

Anakin hugs his mom and starts for the other room, then stops. Shmi and Qui-Gon give each other a knowing look. Anakin has realized something.

ANAKIN: (Cont'd) What about Mom? Is she free too? You're coming, aren't you, Mom?

QUI-GON: I tried to free your mother, Ani, but Watto wouldn't have it. Slaves give their owners status and prestige here.

ANAKIN: But the money from selling...

QUI-GON: It's not nearly enough.

ANAKIN: But...you're coming with us, aren't you Mom?

Shmi comes over to her son and sits next to him. Taking both of his hands in hers, she draws him close.

SHMI: Son, my place is here. My future is here. It is time for you to let go...to let go of me. I cannot go with you.

ANAKIN: Then I want to stay with you. I don't want things to change.

SHMI: But you can't stop the change. Any more than you can stop the suns from setting. Listen to your feelings; Ani, you know what's right.

Anakin takes a deep breath, drops his head. Qui-Gon and Shmi exchange a look of concern. When Anakin rises up, there are tears in his eyes.

ANAKIN: I'm going to miss you so much, Mom...

SHMI: Oh, I love you, Ani...now hurry.

Anakin and Shmi hug. Anakin runs into the other room.

SHMI: (Cont'd) Thank you.

QUI-GON: I'll watch after him. You have my word. Will you be all right?

SHMI: He was in my life for such a short time...

INT. ANAKIN'S HOVEL - SECOND ROOM - DAY

Anakin has thrown the last of his things in a small backpack. As he leaves, he stops and pushes the button that wakes his droid up. Threepio stares at him blankly.

THREEPIO: Oh...oh...oh my. Hello, Master Anakin.

ANAKIN: Well, Threepio, I've been freed. And I'm going away in a starship.

THREEPIO: Master Anakin, you are my maker, and I wish you well. However, I should prefer it if I were a little more...completed.

ANAKIN: I'm sorry I wasn't able to finish you, Threepio...give you coverings and all... I'm going to miss working on you. You've been a great pal. I'll make sure Mom doesn't sell you or anything. Bye.

Threepio stares at Anakin as he rushes out of the room.

THREEPIO: *Sell me?!? Oh my...*

EXT. MOS ESPA - STREET - SLAVE QUARTERS - DAY

Kitster runs up to Anakin as he and Qui-Gon exit Anakin's hovel. Shmi stands in the doorway. Anakin pulls a handful of coins out of his pocket and gives them to Kitster.

KITSTER: Do you have to go, Ani? Can't you stay? You're a hero.

ANAKIN: I... (looks to Shmi) I... have to go.

Qui-Gon has moved a short way down the street.

KITSTER: Well.

ANAKIN: Well.

KITSTER: Thanks for every moment you've been here. You're my best friend.

ANAKIN: I won't forget. Tell the others goodbye for me, will you?

KITSTER: Sure. Good luck, Ani.

Anakin hugs Kitster and runs toward Qui-Gon, then stops to look back at his mother standing in the doorway. He turns back to Qui-Gon, then turns and runs back to his mother.

ANAKIN: (starting to cry) I can't do it, Mom. I just can't do it.

Shmi hugs Anakin. Qui-Gon watches from the distance. She kneels down and looks him in the face.

SHMI: Ani, remember when you climbed the great dune in order to chase the Banthas away so they wouldn't be shot... Remember how you collapsed several times, exhausted thinking you couldn't do it?

Anakin shakes his head.

SHMI: (Cont'd) This is one of those times when you have to do something you don't think you can do. I know how strong you are, Ani. I know you can do this...

ANAKIN: Will I ever see you again?

SHMI: What does your heart tell you?

ANAKIN: I hope so...yes...I guess.

SHMI: Then we will see each other again.

ANAKIN: I will come back and free you, Mom...I promise.

SHMI: No matter where you are, my love will be with you. Now be brave, and don't look back... don't look back.

ANAKIN: I love you so much...

Shmi hugs Anakin, then turns him around so he is facing Qui-Gon, and off he marches, like the brave little trooper that he is. He marches right past Qui-Gon, staring right ahead, tears in his eyes, determined not to look back.

EXT MOS ESPA - STREET - FRUIT STAND - DAY

Anakin and Qui-Gon stop before Jira's fruit stand.

ANAKIN: I'm freed!

JIRA: Ohh!!

Anakin hands Jira some coins.

ANAKIN: Buy yourself a cooling unit with this... Or else I'll worry about you.

Jira is astonished. She stares, not knowing what to say.

JIRA: Can I give you a hug?

ANAKIN: Sure.

She gives him a hug.

JIRA: Oh I'll miss you, Ani. You're the kindest boy in the galaxy. You take care...

ANAKIN: Okay, I will. Bye...

Jira waves goodbye. Anakin runs to join Qui-Gon, who has already started down the street. As they walk along together, Qui-Gon notices something out of the corner of his eye. Suddenly, without breaking his stride, he ignites his laser sword, swings around, and lunges forward and cuts a lurking probe droid in half. Qui-Gon inspects the sparking and fizzing droid.

ANAKIN: What is it?

QUI-GON: A probe droid. Very unusual... not like anything I've seen before. Come on.

Qui-Gon and Anakin start running.

EXT. TATOOINE - DESERT MESA - DAY

Another probe droid beeps and whistles to Darth Maul. The Sith Lord gets on a speeder bike and follows the probe droid toward Mos Espa.

EXT. TATOOINE - DESERT - NABOO SPACECRAFT - DAY

Qui-Gon and Anakin run toward the Naboo spacecraft. Anakin is having a hard time keeping up.

ANAKIN: Master Qui-Gon, sir, wait!

Qui-Gon turns to answer and sees a DARK-CLOAKED FIGURE bearing down on a speeder bike.

QUI-GON: ANAKIN, DROP!!!

Anakin drops to the ground just as Darth Maul sweeps over him. Darth Maul jumps off his speeder bike, and before he has even hit the ground, the Sith Lord has swung a deathblow with his laser sword that is barely blocked by Qui-Gon.

Anakin picks himself up. The two galactic warriors, Sith and Jedi, are bashing each other with incredible blows. They move in a continual cloud of dust, smashing everything around them. This is a fierce fight. Anakin gets up, bewildered by the confrontation.

QUI-GON: (Cont'd) Ani, get to the ship! Tell them to take off! Go!! GO!!!

Qui-Gon struggles to fend off the relentless onslaught as Anakin races to the ship.

INT. NABOO SPACECRAFT - HALLWAY

Anakin runs into the main hallway of the spaceship, where Padme and Captain Panaka are working.

ANAKIN: Qui-Gon's in trouble. He says to take off...now!!

CAPT. PANAKA: Who are you?

PADME: (running with Anakin to the cockpit) He's a friend. Hurry, Captain!

INT. NABOO SPACECRAFT - COCKPIT

Captain Panaka, Anakin, and Padme rush into the cockpit where Obi-Wan and Ric Olie are checking the hyperdrive.

CAPT. PANAKA: Qui-Gon is in trouble, he says to take off!
OBI-WAN: (whirls around to look out the window) Where is he?!?
RIC OLIE: I don't see anything.
OBI-WAN: Over there! Get us into the air and over there! NOW!! Fly low!!

In the distance is a small cloud of dust.

EXT. TATOOINE - DESERT - NABOO SPACECRAFT - DAY

Qui-Gon and Darth Maul continue their sword battle. Leaping over one another in an incredible display of acrobatics, the two warriors hear the ship fly over them a few feet off the ground. Qui-Gon almost disappears for a moment. Before Darth Maul knows what's happening, Qui-Gon is on the spacecraft's ramp.

EXT. TATOOINE - NABOO SPACECRAFT RAMP - DAY

The Sith Lord immediately jumps onto the ramp after Qui-Gon, but barely makes it. His heels hang over the edge of a forty-foot drop. Qui-Gon swings his laser sword with all his might and knocks Darth Maul off the ramp and onto the desert floor. The ramp closes, and the Naboo craft rockets away, leaving the Sith Lord standing alone.

EXT. SPACE - NABOO SPACECRAFT (FX)

The sleek spacecraft rockets away from the planet Tatooine.

INT. NABOO SPACECRAFT - HALLWAY

Anakin and Obi-Wan rush into the hallway to find Qui-Gon collapsed on the floor opposite the entry. Artoo is looking over him. The Jedi is breathing hard, wet with sweat and covered in dirt.

ANAKIN: Are you all right?

QUI-GON: I think so... that was a surprise I won't soon forget.

OBI-WAN: What was it?

QUI-GON: I'm not sure... but it was well trained in the Jedi arts. My guess is it was after the Queen...

ANAKIN: Do you think he'll follow us?

QUI-GON: We'll be safe enough once we're in hyperspace, but I have no doubt it knows our destination. If it found us once, it can find us again.

ANAKIN: What are we going to do about it?

Obi-Wan gives Anakin a "what do you mean, 'we'?" look. Anakin returns an innocent stare.

QUI-GON: We should be patient. Anakin Skywalker, meet Obi-Wan Kenobi.

ANAKIN: Hi. You're a Jedi too? Pleased to meet you.

Anakin shakes Obi-Wan's hand. Obi-Wan looks doubtful, yet can't help but smile at the boy's enthusiasm.

INT. COCKPIT - SPACE

Ric Olie pulls back on the hyperdrive levers. Obi-Wan, Qui-Gon and Anakin watch.

QUI-GON: Let's hope this hyperdrive works and Watto didn't get the last laugh...

The stars streak outside the cockpit window.

EXT. SPACE - NABOO SPACECRAFT (FX)

The ship streaks into hyperspace.

EXT. THEED - STREET - NIGHT (FX)

Several Federation droids patrol a deserted city street. The Palace can be seen in the distance.

INT. NABOO PALACE - THRONE ROOM - THEED - NIGHT

Nute sits in a strange, mechanical walking chair, which approaches Sio Bibble and several other NABOO OFFICIALS. Rune follows a few paces behind. Droid guards surround Sio Bibble and the others as four Council members watch.

NUTE: When are you going to give up this pointless strike?

BIBBLE: I will give up the strike, Viceroy, when the Queen --

NUTE: Your Queen is lost, your people are starving!

BIBBLE: We will not be intimidated into serving you. Not even at the cost of innocent lives.

NUTE: Not even your own? You, Governor, are going to die much sooner than your people, I'm afraid.

BIBBLE: This invasion will gain you nothing. We're a democracy. The people have decided... They will not live under your tyranny.

NUTE: Take him away.

Bibble is taken away as OOM-9 approaches Nute.

OOM-9: My troops are in position to begin searching the swamps for these rumored underwater villages... they will not stay hidden for long.

INT. NABOO SPACECRAFT - MAIN AREA

The ship is asleep. The lights are dim as Padme walks into the main room. She goes to a monitor and watches the Bibble plea recording. Jar-Jar is stretched out on a chair, snoring. Artoo is to one side, cooing as he rests.

Padme appears tired. She senses someone watching her and turns around with a start. She sees Anakin sitting in the corner, shivering and looking very dejected. She goes over to him. He looks up at her with tears in his eyes. He is holding his arms to keep himself warm.

PADME: You all right?

ANAKIN: It's very cold.

Padme gives him her over-jacket.

PADME: You come from a warm planet, Ani. A little too warm for my taste. Space is cold.

ANAKIN: You seem sad.

PADME: The Queen is worried. Her people are suffering, dying. She must convince the Senate to intervene, or...I'm not sure what'll happen.

ANAKIN: I'm...I'm not sure what's going to happen to me either. I dunno if I'll ever see you again... (he pulls something from his pocket) I made this for you. So you'd remember me. I carved it out of a japor snippet... It'll bring you good fortune.

Anakin hands a wooden pendant to Padme. She inspects it, then puts it around her neck.

PADME: It's beautiful, but I don't need this to remember you by. (grins) How could I forget my future husband? (giggles, then more serious) Many things will change when we reach the capital, Ani. My caring for you will remain.

ANAKIN: I care for you too. Only I.....

Anakin is disturbed about something. Tears are in his eyes.

PADME: ...miss your mother.

Anakin looks at her, unable to speak. She hugs him.

PADME: (softly) When we go forward, we miss the things we leave behind. That's what makes our hearts so full.

Anakin nods. The two continue to cling tightly to each other.

EXT. SPACE - PLANET CORUSCANT (FX)

MOVE with the ship as it heads toward Coruscant.

INT. CORUSCANT - CITYSCAPE - NABOO SPACECRAFT - DAY (FX)

The spacecraft flies over the endless cityscape of Coruscant, the capital of the galaxy.

INT. NABOO SPACECRAFT - COCKPIT

Anakin looks out the cockpit window in awe.

RIC OLIE: Coruscant...the capital of the Republic...the entire planet is one big city.

ANAKIN: Wow! It's so huge!

RIC OLIE: A nice place to visit, but I sure wouldn't want to live there. There's Chancellor Valorum's shuttle. And look over there...Senator Palpatine is waiting for us.

INT. NABOO SPACECRAFT - DAY (FX)

The ship flies through the cityscape of Coruscant.

EXT. CORUSCANT - SENATE LANDING PLATFORM - DAY

Supreme Chancellor VALORUM, SEVERAL GUARDS, and Senator Palpatine stand on a landing platform.

The sleek Naboo spacecraft lands on the platform high above the street level of the galactic capital. The ramp lowers. Obi-Wan, Qui-Gon, Jar-Jar and Anakin descend the ramp first and bow before Palpatine and Valorum.

Captain Panaka, two guards, Queen Amidala, then Padme, Rabe, Eirtae, and more guards descend the ramp. Queen Amidala stops before the group.

Anakin and Jar-Jar stand to one side, looking at the huge city. Padme smiles at Anakin. Palpatine bows before the Queen.

PALPATINE: It is a great gift to see you alive, Your Majesty. With the communications breakdown, we've been very concerned. I'm anxious to hear your report on the situation. May I present Supreme Chancellor Valorum.

VALORUM: Welcome, Your Highness. It's an honor to finally meet you in person.

AMIDALA: Thank you, Supreme Chancellor.

VALORUM: I must relay to you how distressed everyone is over the current situation. I've called for a special session of the Senate to hear your position.

AMIDALA: I am grateful for your concern, Chancellor.

Palpatine starts to lead Queen Amidala and her retinue off the platform toward a waiting air taxi. Jar-Jar and Anakin start to follow.

PALPATINE: There is a question of procedure, but I'm confident we can overcome it...

Qui-Gon looks over at Chancellor Valorum.

QUI-GON: I must speak with the Jedi Council immediately, Your Honor. The situation has become much more complicated.

Anakin suddenly stops and turns, noticing that Qui-Gon and Obi-Wan are staying with the Supreme Chancellor.

PADME: Ani? Come on.

Anakin looks back to Qui-Gon, and he nods to go ahead. Anakin and Jar-Jar join the Queen, Palpatine, Panaka, Padme, Rabe and Eirtae in the taxi. Palpatine gives the Gungan and the boy in the back of the taxi a skeptical look. Jar-Jar leans over to Anakin.

JAR-JAR: Da Queens- a bein grossly nice, mesa tinks. (he looks around) Pitty hot!

The taxi moves off into the city – a spellbinding vista of monumental buildings and crisscrossing rows of air traffic. The taxi flies under another landing platform and soars over a giant skyscraper, then swoops down to a landing atop the building.

INT. PALPATINE'S QUARTERS - ANTEROOM - DAY

Queen Amidala is sitting listening to Palpatine. Eirtae and Rabe stand behind the Queen; Padme is nowhere to be seen. Anakin and Jar-Jar are waiting in an adjoining room. They can see the Queen but cannot hear what is being said.

JAR-JAR: Dissen all pitty odd to my.

ANAKIN: Don't look at me. I don't know what's going on.

Captain Panaka enters, then goes into the room with Queen Amidala.

INT. PALPATINE'S QUARTERS - LIVING AREA - DAY

Palpatine is pacing as Captain Panaka enters. Eirtae and Rabe stand to one side.

PALPATINE: There is no civility. Only politics. The Republic is not what it once was. The Senate is full of greedy, squabbling delegates who are only looking out for themselves and their home systems. There is no interest in the common good. It's disgusting. I must be frank, Your Majesty, there is little chance the Senate will act on the invasion.

AMIDALA: Chancellor Valorum seems to think there is hope.

PALPATINE: If I may say so, Your Majesty, the Chancellor has little real power...he is mired down by baseless accusations of corruption. A manufactured scandal surrounds him. The bureaucrats are in charge now.

AMIDALA: If that is true, this entire trip has been wasted effort. What options have we?

PALPATINE: Our best choice would be to push for the election of a stronger Supreme Chancellor. One who could take control of the bureaucrats, enforce the laws, and give us justice. You *could* call for a vote of no confidence in Chancellor Valorum.

AMIDALA: He has been our strongest supporter. Is there no other way?

PALPATINE: Our only other choice would be to submit a plea to the courts...

AMIDALA: There's no time for that. The courts take even longer to decide things than the Senate. Our people are *dying*, Senator. We must do something quickly to stop the Federation.

PALPATINE: To be realistic, Your Highness, I'd say we're going to have to accept Federation control of Naboo for the time being.

Amidala glares coldly at Palpatine.

AMIDALA: That is something I cannot do.

EXT. TEMPLE OF THE JEDI - DAY (FX)

A unique building with tall spires stands out against the Coruscant skyline. A small transport passes by the vast temple.

INT. TEMPLE OF THE JEDI - COUNCIL CHAMBERS - DAY

Qui-Gon stands in a tall stately room. Twelve Jedi sit in a semi-circle. Obi-Wan stands behind Qui-Gon in the center of the room.

The Senior Jedi is MACE WINDU. To his left is a Cerean Jedi named KI-ADI-MUNDI, and to his right, the Jedi Master YODA.

QUI-GON: ...he was trained in the Jedi arts. My only conclusion can be that it was a Sith Lord.

The entire council is shocked.

MACE WINDU: A Sith Lord?!?

KI-ADI: Impossible! The Sith have been extinct for a millennium.

YODA: The very Republic is threatened, if involved the Sith are.

MACE WINDU: (a pointed look at Yoda) I do not believe the Sith could have returned without us knowing.

YODA: Hmm? Hard to see, the Dark Side is. Discover who this assassin is, we must.

KI-ADI: I sense he will reveal himself again.

MACE WINDU: This attack was with purpose, that is clear, and I agree the Queen is the target.

YODA: With this Naboo queen you must stay, Qui-Gon. Protect her.

MACE WINDU: We will use all our resources to unravel this mystery. We *will* discover the identity of your attacker... May the Force be with you.

YODA: May the Force be with you.

Obi-Wan turns to leave, but Qui-Gon continues to face the Council.

YODA: (Cont'd) Master Qui-Gon. More to say have you?

QUI-GON: With your permission, my Master... I have encountered a vergence in the Force.

YODA: A vergence, you say?

MACE WINDU: Located around a person?

QUI-GON: A young boy. His cells have the highest concentration of midichlorians I have seen in a life form. It is possible he was conceived by the midichlorians.

The council is stunned at this news.

MACE WINDU: You're referring to the prophesy of the one who will bring balance to the Force. You believe it's this boy??

QUI-GON: I don't presume to...

YODA: But you *do!* Revealed your opinion is.

QUI-GON: I request the boy be tested, Master.

The Jedi all look to one another. They nod and turn back to Obi-Wan and Qui-Gon

YODA: Oh. Trained as a Jedi, you request for him, hmm?

QUI-GON: Finding him was the will of the Force...I have no doubt of that. There is too much happening here for it to be anything else.

MACE WINDU: Bring him before us, then.

YODA: (ominous) Tested, he *will* be.

EXT. SPACE –PLANET CORUSCANT (FX)

The Sith spacecraft cloaks and becomes invisible as it flies toward the planet Coruscant.

EXT. CORUSCANT –DAY (FX)

Only a blur of motion indicates the Sith spacecraft as it flies over the city.

INT. CORUSCANT – HANGAR –DAY (FX)

The Sith spacecraft becomes visible as it comes to a landing inside a hangar in the lower levels of Coruscant.

INT. SITH HEADQUARTERS – CORUSCANT

The room is pitch black, except for a single light that shines over Darth Sidious. He is sitting on the floor in a lotus position, meditating. Darth Maul is standing before him.

DARTH SIDIOUS: You feel certain you could defeat this Jedi if you faced him again?

DARTH MAUL: Yes, Master. I felt him tire. I can defeat him.

DARTH SIDIOUS: Was he bearded?

DARTH MAUL: Yes.

DARTH SIDIOUS: Good. That is Qui-Gon Jinn. He is the stronger of the two.

DARTH MAUL: They are undoubtedly coming here. What else can they do?

DARTH SIDIOUS: They are already here.

Darth Maul lets out a breath.

DARTH MAUL: Please...let me kill them.

DARTH SIDIOUS: Not now. And not here. I have plans of my own for them.

INT. QUEENS QUARTERS - CORUSCANT - DAY

Anakin, tentative, walks down one of the long hallways in Senator Palpatine's quarters. He stops before a door that is flanked by two guards.

GUARD: May I help you, son?

ANAKIN: I'm...I'm looking for the handmaiden, Padme.

The guard speaks into his comlink as Anakin looks around a bit nervously.

GUARD: The boy is here to see Padme.

RABE: Let him in.

The doors open, and Anakin enters the Queen's quarters.

Rabe greets Anakin as two other handmaidens come and go into the next room.

ANAKIN: I'd like to speak with Padme, if I could.

RABE: I'm sorry, Ani. But Padme is not here right now.

The Queen speaks out in the next room.

AMIDALA: (O.S.) Who is it?

RABE: Anakin Skywalker, to see Padme, Your Highness.

The Queen moves into the doorway and studies Anakin. Anakin bows and looks down, then takes a peek at her.

AMIDALA: I've sent Padme on an errand.

ANAKIN: I'm on my way to the Jedi temple to start my training. I hope.

The Queen just stares at him.

ANAKIN: (Cont'd) I may never see her again. So I came to say goodbye.

AMIDALA: We will tell her for you. We are sure her heart goes with you.

Anakin bows again.

ANAKIN: Thank you, Your Highness. I'm sorry to have disturbed you.

The Queen disappears behind the doorway, and Anakin exits.

EXT. CORUSCANT - GALACTIC SENATE BUILDING - DAY (FX)

A large, distinctive looking domed building stands out amid the cityscape of Coruscant.

INT. MAIN ROTUNDA - GALACTIC SENATE - DAY

The Senate chambers are huge. Thousands of SENATORS and their AIDES sit in the circular assembly area. Chancellor Valorum sits in an elevated area in the center. Hundreds of aides and droids hurry about. Senator Palpatine, Queen Amidala, Eirtae, Rabe and Captain Panaka sit in the Naboo congressional box, which is actually a floating platform. Palpatine leans over to the Queen.

PALPATINE: If the Federation moves to defer the motion...Your Majesty, I beg of you to ask for a resolution to end this congressional session and call for a new election for Supreme Chancellor.

AMIDALA: I wish I had your confidence in this, Senator.

PALPATINE: You *must* force a new election for Supreme Chancellor. I promise you there are many who will support us. It is our best chance.

Palpatine stares out at Valorum, a hungry look in his eyes.

PALPATINE: Our *only* chance...

AMIDALA: You truly believe Chancellor Valorum will not bring our motion to a vote?

PALPATINE: He is distracted. He is afraid. He will be of no help.

VALORUM: The Chair recognizes the Senator from the sovereign system of Naboo.

The Naboo congressional box floats into the center.

PALPATINE: Supreme Chancellor, delegates of the Senate. A tragedy has occurred on our peaceful system of Naboo. We have become caught in a dispute you're all well aware of, which started right here with the taxation of trade routes, and has now engulfed our entire planet in the oppression of the Trade Federation.

A second box rushes into the center of the Senate. It is filled with Federation trade barons led by LOTT DOD, the Senator for the Federation.

LOTT DOD: This is outrageous! I object to the Senator's statements! I demand he be silenced!

VALORUM: The Chair does not recognize the Senator from the Trade Federation at this time. Please return to your station.

Lott Dod reluctantly moves back to his place.

PALPATINE: To state our allegations in full, I present Queen Amidala, recently elected ruler of Naboo, who speaks on our behalf.

Queen Amidala stands and addresses the assembly. There is some applause.

AMIDALA: Honorable representatives of the Republic, distinguished delegates, and Your Honor Supreme Chancellor Valorum, I come to you under the gravest of circumstances. Naboo's system has been invaded by force. Invaded, against all the laws of the Republic, by the Droid Armies of

the Trade --

LOTT DOD: I object! There is no proof. This is incredible. We recommend a commission be sent to Naboo to ascertain the truth.

VALORUM: Overruled. Return to your station, Senator.

LOTT DOD: Your Honor, you cannot allow us to be condemned without a chance to defend ourselves!! It's against all the rules of procedure!

A third box representing Malastare moves into the center of the room. AKS MOE, the Ambassador, addresses the convention.

AKS MOE: The Congress of Malastare concurs with the honorable delegate from the Trade Federation. A commission, once requested, *must* be appointed...that is the law.

VALORUM: The point --

Valorum is cut off by VICE CHAIRMAN MAS AMEDDA, who pulls him aside to speak to him quietly along with his aides. Palpatine whispers something to the Queen.

PALPATINE: Enter the bureaucrats. The true rulers of the Republic. And on the payroll of the Trade Federation, I might add. This is where Chancellor Valorum's strength will disappear.

VALORUM: (with a heavy sigh) The point is conceded. Section 523A take precedence here. Queen Amidala of the Naboo, will you defer your motion to allow a commission to explore the validity of your accusations?

Queen Amidala is angry but remains composed.

AMIDALA: I *will not* defer. I have come before you to resolve this attack on our sovereignty *now!!* I was not elected Queen to watch my people suffer and die while *you discuss this invasion in a committee!!!* If this body is not capable of action... or unwilling to take action... I suggest new leadership is needed. (a beat) I move for a vote of no confidence in Chancellor Valorum's leadership.

This causes a great stir in the assembly. A loud murmur crescendos into a roar of approval and jeers. Chancellor Valorum is stunned and stands speechless. His Vice Chair, Mas Amedda, takes over.

MAS AMEDDA: Order! We shall have order...

Things settle down a little. The Federation box settles next to Amidala. PRINCE BAIL ANTILLES moves his box into the arena.

BAIL ANTILLES: Alderaan seconds the motion for a vote of no confidence in Chancellor Valorum.

MAS AMEDDA: (reluctantly) The motion has been seconded by Bail Antilles of Alderaan.

Mas Amedda turns to the dazed and uncomprehending Valorum and whispers something to him.

BAIL ANTILLES: There must be no delays. The motion is on the floor and must be voted upon in this session.

LOTT DOD: The Trade Federation moves the motion be sent to the procedures committee for study --

The assembly erupts in outrage, beginning to chant. Valorum sinks into his chair, staring at nothing, not even listening to Amedda anymore.

ASSEMBLY: Vote now! *Vote now!!! VOTE NOW!!!*

Palpatine stands next to Amidala.

PALPATINE: You see, Your Majesty, the tide is with us. Valorum will be voted out, I assure you, and now they will elect in a new Chancellor. A *strong* Chancellor. One who will not let our tragedy continue...

MAS AMEDDA: The Supreme Chancellor requests a recess. Tomorrow we will begin the vote.

The Federation delegation is furious. Valorum stares disbelieving at Amidala and Palpatine.

VALORUM: (mouths the word) *Why??*

Amidala cannot meet his stricken gaze. There is the faint hint of a smile on Palpatine's face.

EXT. PALACE OF THE JEDI - BALCONY - SUNSET

Obi-Wan and Qui-Gon stand outside the palace on a balcony.

OBI-WAN: The boy will not pass the Council's tests, Master, and you know it. He's far too old.

QUI-GON: Anakin will become a Jedi, I promise you.

OBI-WAN: Do not defy the Council, Master! Not again!

QUI-GON: I shall do what I must. Would you have me be any other way?

OBI-WAN: Master, if you would just follow the code, you would *be* on the Council. They will not go along with you this time.

QUI-GON: You still have much to learn, my young apprentice.

INT. PALACE OF THE JEDI - COUNCIL CHAMBERS - SUNSET

Anakin stands before the twelve Jedi. Mace Windu holds a small hand-held viewing screen. In rapid succession, images flash across the screen.

ANAKIN: A ship...a cup...a ship...a speeder.

Mace Windu turns the viewing screen off and nods toward Yoda.

YODA: Hmm. Good, good, young one. How feel you?

ANAKIN: Cold, sir.

YODA: Afraid, are you?

ANAKIN: No, sir.

MACE WINDU: Afraid to give up your life?

ANAKIN: I don't think so.

Anakin hesitates for a moment. Something about that answer didn't feel right...

YODA: See through you, we can.

MACE WINDU: Be mindful of your feelings.

KI-ADI: Your thoughts dwell on your mother.

ANAKIN: I miss her.

YODA: (a knowing smile) Hmm. Afraid to lose her, I think, hmm?

ANAKIN: What has that got to do with anything?!?

YODA: Everything!! Fear is the path to the dark side... fear leads to anger... anger leads to hate... hate leads to suffering.

ANAKIN: (angrily) I am not afraid!!!

YODA: A Jedi must have the deepest commitment, the most serious mind. I sense *much* fear in you.

Anakin visibly struggles to control himself. He senses his chance slipping away. He finally manages a stoic expression, and stares squarely at Yoda.

ANAKIN: (quietly) I am *not* afraid.

YODA: (pause) Then continue, we will.

EXT. CORUSCANT – DUSK (FX)

The sun sets over Coruscant. One by one, the lights of the city come on.

INT. PALPATINE'S QUARTERS - SUNSET

Queen Amidala stares out the window at the city. Jar-Jar joins her silently. The lights of the city shimmer before them. Jar-Jar turns to face the Queen and sees her sadness.

JAR-JAR: Mesa wonder sometimes why da guds invent pain.

AMIDALA: To motivate us, I imagine.

JAR-JAR: Yousa tinken yousa people gonna die?

AMIDALA: I don't know.

JAR-JAR: Gungans get pasted too, eh?

AMIDALA: I hope not.

JAR-JAR: Gungans do die'n without a fight.... wesa warriors. Wesa gotta grand army.

Amidala looks up, surprised.

AMIDALA: An army...?

JAR-JAR: A *grand* army! Lotsa Gungans. Dey comes from all over de planet. Dat why de swamp beings no give us no trouble. Too many Gungans. Deysa got da big shields, nuttin get through! Gotta boomas dat splat electric goo, bombad stuff! Gungans no giving up, to maccaneks, or anyone! (pauses, shrugs uncomfortably) Dat's why you no liken us, mesa tinks.

Before Amidala can speak, Palpatine and Captain Panaka rush into the room and bow before the Queen.

CAPT. PANAKA: Your Highness, Senator Palpatine has been nominated to succeed Valorum as Supreme Chancellor!

Palpatine chooses his words carefully, but the smug satisfaction in his voice is impossible to hide. Panaka is visibly disgusted.

PALPATINE: A surprise, to be sure, but a welcome one. I promise, Your Majesty, if I am elected, I will bring democracy back to the Republic. I promise to put an end to corruption. The Trade Federation will lose its influence over the bureaucrats, and our people will be freed.

AMIDALA: Who else has been nominated?

CAPT. PANAKA: Bail Antilles of Alderaan and Ainlee Teem of Malastare.

PALPATINE: I feel confident our situation will create a strong sympathy vote for us... I *will* be Chancellor, I promise you.

AMIDALA: I fear by the time you have control of the bureaucrats, Senator, there will be nothing left of our cities, our people, our way of life...

PALPATINE: I understand your concern, Your Majesty; unfortunately, the Federation has possession of our planet. The law is in their favor.

AMIDALA: With the Senate in transition, there is nothing more I can do here. Senator, this is your arena. I feel I must return to mine. I have decided to go back to Naboo. My place is with my people.

PALPATINE: Go back?!? But, Your Majesty, be realistic! You would be in danger. They'll force you to sign the treaty.

AMIDALA: I will sign no treaty, Senator. My fate will be no different from that of our people. Captain!

CAPT. PANAKA: Yes, Your Highness?

AMIDALA: Ready my ship!

PALPATINE: Please, Your Majesty, stay here...where it's safe.

AMIDALA: No place is safe, if the Senate doesn't condemn this invasion. It is clear to me now that the Republic no longer functions as a democracy. If you win the election, Senator, I know you

will do everything possible to stop the Federation. I pray you will bring sanity and compassion back to the Senate.

Amidala and her retinue exit the room. Palpatine has a self-satisfied smile on his face.

INT. TEMPLE OF THE JEDI - COUNCIL CHAMBERS - TWILIGHT

Anakin, Obi-Wan and Qui-Gon stand before the twelve members of the Jedi Council.

YODA: We are finished with our examination of the boy. Correct you were, Qui-Gon.

MACE WINDU: His cells contain a very high concentration of midichlorians.

KI-ADI: The Force is strong with him.

QUI-GON: He is to be trained, then?

The Council members look to one another. Mace shrugs.

MACE WINDU: No. He will not be trained.

Anakin is crestfallen; tears begin to form in his eyes.

QUI-GON: No???!

Obi-Wan smiles, an "I told you so" smirk. Anakin stares coldly and angrily at Mace and Yoda.

MACE WINDU: He is too old. There is already too much anger in him.

QUI-GON: He *is* the Chosen One! You must see it!!

YODA: Hmm. Clouded, this boy's future is. Masked by his youth.

A long moment. Then Qui-Gon puts his hands on Anakin's shoulders.

QUI-GON: I will train him, then. I take Anakin Skywalker as my Padawan Learner.

Obi-Wan reacts with surprise. Anakin watches with interest.

YODA: An apprentice you have, Qui-Gon. Impossible to take on a second.

MACE WINDU: The code forbids it.

QUI-GON: Obi-Wan is ready...

OBJI-WAN: I am ready to face the trials!!

YODA: Ready so early, are you? What know you of ready? Our own council we will keep on who is ready.

Anakin watches as Qui-Gon and Obi-Wan exchange angry looks.

QUI-GON: He is headstrong... and he has much to learn about the living Force, but he is capable. There is little more he can learn from me.

MACE WINDU: Now is not the time for this...the Senate is voting for a new Supreme Chancellor and Queen Amidala is returning home, which will put pressure on the Federation, and could widen the confrontation.

KI-ADI: And draw out the Queen's attacker. Events are moving too fast for distractions such as this.

MACE WINDU: Go with the Queen to Naboo and discover the identity of the dark warrior. This is the clue we need to unravel the mystery of the Sith.

YODA: Young Skywalker's fate will be decided later.

QUI-GON: I brought Anakin here; he must stay in my charge. He has nowhere else to go.

MACE WINDU: He is your ward, Qui-Gon. We will not dispute that.

YODA: But train him not. Take him with you, but *train him not!*

MACE WINDU: Protect the Queen, but do not intercede if it comes to war until we have the

Senate's approval.

YODA: May the Force be with you.

Obi-Wan, Qui-Gon, and Anakin leave.

EXT. CORUSCANT - SENATE LANDING PLATFORM - NIGHT

Qui-Gon, Obi-Wan and Anakin stand on the landing platform outside the ship. Artoo whistles a happy tune as he leans over the edge of the platform, watching the traffic. Suddenly, he leans over too far and falls overboard. After a moment, he reappears, using his on-board jets to propel himself back onto the landing platform. The wind whips at Anakin as he listens to the Jedi.

OBI-WAN: It's not disrespect, Master! It's the truth!

QUI-GON: From your point of view....

OBI-WAN: The boy is *dangerous*. They all sense it. Why can't you?

QUI-GON: His fate is uncertain, but he's not dangerous. The Council will decide Anakin's future...that should be enough for you. Now get on board.

Obi-Wan reluctantly boards the Naboo spacecraft followed by Artoo. Qui-Gon goes over to Anakin. The boy heard every word Obi-Wan said, and is visibly hurt.

ANAKIN: Qui-Gon, sir, I don't want to be a problem.

QUI-GON: You won't be, Ani.... I'm not allowed to train you, so I want you to watch me and be mindful of what you see...always remember, your focus determines your reality. Stay close to me and you'll be safe.

ANAKIN: Master, sir...I heard Yoda talking about midichlorians. I've been wondering...what are midichlorians?

QUI-GON: Midichlorians are a microscopic lifeform that reside within all living cells.

ANAKIN: They live inside of me?

QUI-GON: Inside your cells, yes. And we are symbionts with the midichlorians.

ANAKIN: Symbionts?

QUI-GON: Life forms living together for mutual advantage. Without the midichlorians, life could not exist, and we would have no knowledge of the Force. They continually speak to us, telling us the will of the Force.

ANAKIN: They do??

QUI-GON: When you learn to quiet your mind, you'll hear them speaking to you.

ANAKIN: I don't understand.

QUI-GON: With time and training, Ani...you will. You will.

Two taxis pull up, and Captain Panaka, Senator Palpatine, twenty or so troops, guards and officers walk briskly toward the ship, followed by Queen Amidala, Padme, Eirtae, and finally, Jar-Jar. Amidala and her handmaidens stop before the Jedi.

QUI-GON: (Cont'd) Your Majesty, it is our pleasure to continue to serve and protect you.

AMIDALA: I welcome your help. Senator Palpatine fears that the Federation means to destroy me.

QUI-GON: I assure you, I will not allow that to happen.

Amidala enters the ship, followed by her handmaidens. Jar-Jar hugs Qui-Gon and Anakin.

JAR-JAR: WESA GOIN HOME!!!!

ANAKIN: Come on, Artoo!

They all move onto the ship. The ship takes off.

EXT. SPACE – NEAR CORUSCANT (FX)

The Naboo starship blasts off into outer space.

INT. NABOO PALACE - THRONE ROOM - THEED - NIGHT

Nute and Rune stand before a hologram of Darth Sidious.

DARTH SIDIOUS: The Queen is on her way to you. I regret she is of no further use to us. When she gets there, destroy her.

NUTE: Yes, my Lord.

DARTH SIDIOUS: Viceroy, is the planet secure?

NUTE: We have taken over the last pockets of primitive life forms. We are in complete control of the planet now.

DARTH SIDIOUS: Good. I will see to it that in the Senate, things stay as they are. I am sending my apprentice, Darth Maul, to join you. He will deal with the Jedi.

NUTE: Yes, my Lord.

Darth Sidious fades off.

RUNE: A Sith lord here with us?!!

NUTE: The Queen is coming back. And the Jedi. Do you want to face them yourself?

RUNE: Of course not! But –

NUTE: The Sith Lord will take care of the Jedi. All we need to do is capture the Queen...and destroy her.

INT. SPACE - NABOO SPACECRAFT COCKPIT

Anakin stands next to the pilot, Ric Olie, pointing to various buttons and gauges.

ANAKIN: ...and that one?

RIC OLIE: Those are the forward stabilizers.

ANAKIN: And those two control the pitch?

RIC OLIE: You catch on pretty quick.

At the back cockpit door, Obi-Wan watches the two. His expression is doubtful, uncertain...

INT. NABOO SPACECRAFT - QUEEN'S CHAMBERS

Sabe and Eirtae stand behind Queen Amidala as she talks with Qui-Gon and Captain Panaka. Obi-Wan and Jar-Jar watch. Jar-Jar looks uncertainly at Obi-Wan.

CAPT. PANAKA: I still don't understand why you insisted on making this trip.

AMIDALA: When we land on Naboo, I intend to end this invasion. My people have suffered enough.

PANAKA: As soon as we land the Federation will arrest you, and force you to sign the treaty.

QUI-GON: I agree...I'm not sure what you would wish to accomplish by this.

AMIDALA: I will take back what's ours.

CAPT. PANAKA: There are only twelve of us, Your Highness. We have no army!

QUI-GON: And I can only protect you, Your Highness. I can't fight a war for you.

AMIDALA: Jar-Jar Binks!

Jar-Jar looks around, puzzled.

JAR-JAR: Mesa, Your Highness?

AMIDALA: Yes. I need your help.

INT. NABOO CRUISER COCKPIT - DAY

The Naboo Cruiser heads toward the lush green planet. There is only one Federation battle cruiser orbiting. Obi-Wan and Captain Panaka spot it on the view screen.

PANAKA: The blockade's gone.

OBI-WAN: The war's over...No need for a blockade when you control the port.

RIC OLIE: I have one battleship on my scope.

OBI-WAN: It's a droid control ship.

PANAKA: They've probably spotted us.

OBI-WAN: We haven't much time.

EXT. NABOO SWAMP – DAY

The Naboo spacecraft comes to a landing inside the swamps.

INT. NABOO SPACECRAFT - MAIN HOLD

The Queen, Captain Panaka, troops and handmaidens get ready to disembark as the ship lands. The elevator door slides open, and Anakin emerges into the hold area. He sees Padme and runs up to her.

ANAKIN: Hi! Where have you been?

PADME: Ani! What are you doing here?

ANAKIN: I'm with Qui-Gon...but...they're not going to let me be a Jedi.

PADME: Why?

ANAKIN: They say I'm too old.

PADME: They can change their minds. Don't give up hope. (looks around) This is going to be dangerous, Ani.

ANAKIN: Is it? I can help... Where are we going?

PADME: To war, I'm afraid. The Queen has had to make the most difficult decision of her life. She doesn't believe in fighting, Ani. We are a peaceful people...

She whispers, as much to herself as to Anakin.

PADME: ...but sometimes, you *have* to fight. Either you adapt...or you die.

ANAKIN: Will there be a battle?

PADME: I'm afraid so.

ANAKIN: Will you be involved?

PADME: (a sad smile) Ani, I don't have a choice.

ANAKIN: I want to help...I'm glad you're back.

Anakin smiles. Padme smiles back.

EXT. NABOO SWAMP - DAY

The Naboo spacecraft has landed in the Gungan swamp. Troops unload the ship in the background as Obi-Wan approaches Qui-Gon.

OBI-WAN: Jar-Jar is on his way to the Gungan city, Master.

Qui-Gon's thoughts are elsewhere.

QUI-GON: Good.

Obi-Wan and Qui-Gon stand silently for a moment.

OBI-WAN: Do you think the Queen's idea will work?

QUI-GON: The Gungans will not be easily swayed, and we cannot use our power to help her.

OBI-WAN: I'm...I'm sorry for my behavior, Master. It's not my place to disagree with you about the boy. And I am grateful that you think I am ready to take the trials.

Qui-Gon looks at him for a long moment.

QUI-GON: You have been nothing but honest to me. Honesty is never wrong. I wasn't lying to the Council when I said you were ready, Obi-Wan. You are. You have been a good apprentice, Obi-Wan. And you are a much wiser man than I am. I foresee you will become a great Jedi Knight. You will make me proud.

OBI-WAN: If I do, it will be because of what you taught me.

EXT. NABOO SWAMP - UNDERWATER - DAY (FX)

Jar-Jar swims down into Bubble City.

INT. OTOH GUNGA - CITY SQUARE

Jar-Jar enters the main square of the bubble city. He stands, stunned, in amazement and fear. He is nervous and shaking.

JAR-JAR: Ello! Where das everybody?

The plaza is empty. He notices that many of the buildings are shot up as if there had been a battle of some kind.

EXT. NABOO SWAMP LAKE - DAY

Jar-Jar exits the swamp lake and walks over to Queen Amidala, Captain Panaka, Obi-Wan and Qui-Gon. Padme, Eirtae, Rabe, Anakin, Artoo, four pilots and eight guards stand in the background near the starship.

JAR-JAR: Dare-sa nobody dare. Da Gungan city is deserted. Some kinda fight, mesa tinks.

OBI-WAN: Do you think they've been taken to the camps?

CAPT. PANAKA: More likely they were wiped out.

JAR-JAR: No...mesa no tink so. Gungan hidden.

QUI-GON: Do you know where they are, Jar-Jar?

JAR-JAR: When in trouble, Gungans go to sacred place. Mackineeks no find them dare. Mesa show you. Come on, mesa show you!

The group follows Jar-Jar away from the lake.

EXT. NABOO SWAMP - DAY

The group follows Jar-Jar as he moves through the swamp. Jar-Jar stops and sniffs the air. The group stops behind him.

JAR-JAR: Dissen it.

Jar-Jar makes a strange chattering noise. Suddenly, out of nowhere, Captain Tarpals and six other Gungan troops riding on kaadus emerge from the brush.

JAR-JAR: (Cont'd) Heyo-dalee, Captain Tarpals.

CAPT. TARPALS: Binks!! Noah gain!

JAR-JAR: Wesa comen to see da boss.

Captain Tarpals rolls his eyes.

CAPT. TARPALS: Ouchtime, Binks... Ouch time for all-n youse, mebbe.

EXT. NABOO SACRED TEMPLE RUINS - DAY

Jar-Jar, Queen Amidala, Anakin, Artoo, Qui-Gon, Obi-Wan, Padme, Rabe, Eirtae and the rest of her group are led through a clearing full of Gungan refugees. At the far end are the ruins of a

grand temple with massive carved heads. Boss Nass and several other Rep Council members walk out on the top of a three-quarter-submerged head.

CAPT. TARPALS: Your Honor...Queen Amidala of the Naboo!

Jar-Jar steps forward. He is very nervous.

JAR-JAR: Uhhh.....hello-dalee Big Boss Nass, Your Honor.

BOSS NASS: Jar-Jar Binks, yousa payen dis time. Who's da uss-en others??

Queen Amidala steps forward. Captain Panaka and the Jedi stand behind her.

AMIDALA: I am Queen Amidala of the Naboo...I come before you in peace.

BOSS NASS: Naboo biggen. Yousa bringen da Mackineeks. Dya busten uss-en omm. Yousa all bombad. Yousa all die'n, mesa tink.

Captain Panaka and half a dozen guards and pilots look around nervously, and the Gungan troops raises their long power poles. The Jedi stay relaxed. Anakin watches everything with great interest. Amidala seems strangely hesitant and tense.

AMIDALA: We have searched you out, because we wish to form an alliance...

Suddenly, Padme steps forward.

PADME: Your Honor...

Artoo whistles a quiet "uh oh."

BOSS NASS: Whosa dis?

PADME: I am Queen Amidala.

JAR-JAR: HUH?!?

Artoo whistles in astonishment. Anakin is stunned. Qui-Gon and Obi-Wan give each other a knowing look.

PADME: (points to "Queen") This is my decoy...my protection...my loyal bodyguard. (to Anakin and the Jedi) ...I am sorry for my deception, but under the circumstances it has become necessary to protect myself. (to Boss Nass) Although we do not always agree, Your Honor, our two great societies have always lived in peace...until now. The Trade Federation has destroyed all that we have worked so hard to build. You are in hiding, my people are in camps. If we do not act quickly, all will be lost forever. I ask you to help us...no, I *beg* you to help us.

Padme drops to her knees and prostrates herself before Boss Nass. There is a gasp from Captain Panaka, his troops and the handmaidens.

PADME: (Cont'd) We are your humble servants...our fate is in your hands.

Slowly, Captain Panaka and his troops bow down before the Gungan Council. Then the handmaidens, Anakin and finally the Jedi. The Gungans are puzzled by this. Boss Nass begins to laugh.

BOSS NASS: Yousa no tinken yousa greater den da Gungans? Meeesa lika dis! Maybe... wesa... bein friends.

Boss Nass starts to shake his head, spit flying everywhere. Everyone CHEERS.

INT. NABOO PALACE - THRONE ROOM - DAY

Nute, Rune and Darth Maul walk with a hologram of Darth Sidious.

NUTE: ...we've sent out patrols. We already located their starship in the swamp.... It won't be long, my Lord.

DARTH SIDIOUS: This is an unexpected move for her. It's too aggressive... Lord Maul, be mindful. Be patient... Let them make the first move.

DARTH MAUL: Yes, my Master.

EXT. NABOO EDGE OF SWAMP/ GRASS PLAINS - DAY

A Gungan sentry sits on top of the ancient temple head, searching the landscape with a pair of electrobinoculars. He sees something and yells down to Anakin at the foot of the statue.

GUNGAN LOOKOUT: Daza comen!

ANAKIN: All right. They're here!

Anakin yells and runs over to Padme and the Jedi, who are discussing a battle plan with FIVE GUNGAN GENERALS. Sabe and Eirtae stand nearby.

PADME: Good, they made it.

FOUR SPEEDERS pull up to the group. Captain Panaka and a dozen or so guards and pilots pile out and join the group. Nearby, Boss Nass puts his arm around Jar-Jar.

BOSS NASS: Yousa doen grand. Jar-Jar bringen usen and da Naboo together. Tis a bery brave ting.

JAR-JAR: Oh, yousa no go sayin dat. Tis nutten.

BOSS NASS: No, yousa grand warrior!

JAR-JAR: Oh, no, no, no...

BOSS NASS: So, wesa make you... Bombad General!

JAR-JAR: *General??!* Oh, no..

Jar-Jar's eyes roll back, his tongue flops out and he faints. Boss Nass laughs.

CAPT. PANAKA: I think we got through without being detected, Your Highness.

PADME: What is the situation?

CAPT. PANAKA: Almost everyone's in camps. A few hundred police and guards have formed an underground resistance movement. I brought as many of the leaders as I could.

PADME: Good. The Gungan army's much larger than we imagined.

BOSS NASS: Very, very bombad!

CAPT. PANAKA: You'll need it. The Federation army's also much larger than we thought, and much stronger. Your Highness, this is a battle I do not think that we can win.

PADME: I don't intend to win it. The battle is a diversion. The Gungans must draw the Droid Army away from the cities. Artoo?

Artoo whistles, and begins emitting a holoprojection of the City of Theed. A path is shown through the cliffside underneath the city.

PADME: We can enter the city using the secret passages on the waterfall side. Once we get to the main entrance, Captain Panaka will create a diversion, then we can enter the palace and capture the Viceroy. Without the Viceroy, they will be lost and confused. Neimoidians don't think for themselves.

Qui-Gon and Obi-Wan look on with interest.

PADME: (Cont'd) What do you think, Master Jedi?

QUI-GON: The Viceroy will be well guarded.

CAPT. PANAKA: The difficulty's getting into the throne room. Once we're inside, we shouldn't

have a problem.

QUI-GON: There is a possibility with this diversion many Gungans will be killed.

BOSS NASS: Wesa ready to do are-sen part.

Jar-Jar smiles a very worried and sheepish grin. Anakin watches with interest, as does Artoo.

PADME: We have a plan which should immobilize the Droid Army. We will send what pilots we have to knock out the Droid control ship orbiting the planet. If we can get past their rayshields, we can sever communication and their droids will be helpless.

QUI-GON: A well-conceived plan. However, there's great risk. The weapons on your fighters may not penetrate the shields on the control ship.

OBI-WAN: And there's an even bigger danger. If the Viceroy escapes, Your Highness, he will return with another droid army.

PADME: Well, that is why we must not fail to get to the Viceroy. Everything depends on it.

Padme's steely gaze takes in each of the warriors in turn.

PADME: We leave for Theed in one hour.

INT. THEED - PALACE - HALLWAY - DAY

Nute, Rune, Darth Maul, OOM-9, and a hologram of Darth Sidious walk through the hallway.

DARTH SIDIOUS: Our young Queen surprises me. She is more foolish than I thought.

NUTE: We are sending all available troops to meet this army of hers assembling near the swamp. It appears to be made up of primitives. We do not expect much resistance.

OOM-9: I am increasing security at all Naboo detention camps.

DARTH MAUL: I feel there is more to this, My Master. The two Jedi may be using the Queen for their own purposes.

DARTH SIDIOUS: The Jedi cannot become involved. They can only protect the Queen. Even Qui-Gon Jinn will not break that covenant. This will work to our advantage...

NUTE: I have your approval to proceed then, My Lord?

DARTH SIDIOUS: Proceed. Wipe them out...*all* of them.

INT. NABOO SWAMP LAKE - DAY (FX)

All is peaceful. SMALL CRITTERS drink out of a large swamp lake. Suddenly there is a disturbance in the middle of the lake. A rush of bubbles, then a GUNGAN SOLDIER riding a kaadu emerges from the water, followed by several others. FROGS and OTHER LITTLE ANIMALS flee in all directions as the GUNGAN ARMY marches through the swamp. The kaadu shake themselves off as they exit the lake. When Jar-Jar's kaadu shakes off, Jar-Jar falls off. Soldiers on huge, lizard-like FAMBAAAS with large shield generators mounted on their backs follow the marching warriors. The Gungan Army heads out of the swamp and onto the rolling grassy hills.

Hundreds of Gungan warriors march in long lines toward the horizon.

Federation tanks move up to a ridge and stop. In the distance they see the Gungan Army marching toward them. Captain Tarpals sees the tanks on the ridge and orders a halt. The Gungans are spread out in a large line. Jar-Jar is nervous. Captain Tarpals signals to the shield operators.

CAPT. TARPALS: Startin' up da shield!

A red ray shoots out of the generator and blasts into a large dish on the back of a second Faamba and spreads like an umbrella over the assembled warriors.

EXT. THEED - CENTRAL PLAZA - DAY

Padme, followed by Eirtae, Obi-Wan, Qui-Gon, Anakin, and Artoo, stealthily makes her way toward the entrance to the main hangar. They are followed by about twenty Naboo guards, pilots and troops.

PADME: (whisper to Anakin) I'm sorry I couldn't tell you sooner. I know it was a surprise.

ANAKIN: It's okay.

PADME: I guess knowing I'm a Queen makes you feel differently about me, doesn't it?

ANAKIN: I guess, but it's still okay. As long as you still like me...I still like you.

Padme grins at him.

PADME: Of course I still like you, Ani.

They stop, and Padme uses a small red laser light to signal across the plaza to Captain Panaka, Rabe and twenty other assorted Naboo troops. They signal back. Qui-Gon leans over to Anakin.

QUI-GON: Once we get inside, Ani, you find a safe place to hide and stay there.

ANAKIN: Sure.

QUI-GON: And stay there!

Droid troops mill about the tank-filled plaza. Suddenly, a blast of fire from a speeder next to Captain Panaka blows a hover tank to bits.

CAPT. PANAKA: Engage! ENGAGE!!!

At the far end of the plaza, several droids begin to run and fire. Naboo soldiers begin to fire back at the battle droids.

As the ruckus erupts at one end of the plaza, Padme and her troops rush into the main hanger. Captain Panaka and his soldiers continue to engage the droids outside.

INT. THEED - CENTRAL HANGAR - DAY

Alarms are sounding as Padme, the Jedi, Anakin, Eirtae, and Padme's troops rush into the hanger. Battle droids begin firing at them as they run for cover. Anakin runs under a Naboo fighter. The Jedi deflect bolts aimed at Padme back onto the battle droids, causing them to explode.

INT. THEED - PALACE THRONE ROOM - DAY

Nute, Rune and FOUR COUNCIL MEMBERS watch the plaza battle on a large view screen.

NUTE: How did they get into the city?!? I thought the battle was going to take place far from here...this is too close!

RUNE: What is going on?

Darth Maul enters the throne room.

DARTH MAUL: I told you there was more to this...the Jedi are involved. Wait here until I return.

He turns and starts to stalk out.

NUTE: Where are you going?

DARTH MAUL: Where do you think I'm going, Viceroy? I'm going to deal with these Jedi once and for all.

He leaves.

EXT. NABOO GRASS PLAINS - DAY (FX)

The Federation tanks begin to fire on the Gungans, but they are protected by their energy shield. The tanks stop firing, and the Gungans cheer, until they see the doors to the massive transports open, and racks of battle droids are pulled out and lined up by a squad of STAPS.

The battle droids reconfigure into their standing position. The Gungans get ready for an attack. OOM-9 gives the command to move forward, and THOUSANDS OF DROIDS march toward the Gungans.

The Gungans power up their weapons. The droids slowly march through the protective shield and start firing. The Gungans throw their power poles and fling small balls of energy with slingshots. The warriors dump large balls of energy into mortars that heat up and fire the energy goo onto the battle droids, causing them to short out.

The battle rages and the Gungans defend their shield generators against the army of droids. OOM-9 watches from a tank on a hill overlooking the battle.

INT. THEED - CENTRAL HANGAR - DAY

Anakin hides behind one of the Naboo fighters, ducking as large bolts whiz past and explode near him. Padme and the two Jedi destroy battle droids right and left. The Queen's troops and Eirtae also blast away at the droids. Padme signals to her pilots.

PADME: Get to your ships!

The pilots and R2 units run for the Naboo fighter craft stacked in the hanger bay. A female pilot jumps into a fighter right above where ANAKIN is hiding.

FIGHTER PILOT: Better find a new hiding place, kid. I'm taking this ship.

The ship begins to levitate out of the hangar. Battle droids fire at it as it falls in behind five other fighters. Artoo whistles to Anakin from a second fighter not far away. Anakin runs and jumps into the second fighter to hide.

EXT. THEED - CENTRAL PLAZA - DAY (FX)

Two Naboo starfighters exit the main hanger. A tank fires at them, hitting one of them, which causes it to pinwheel into the ground and explode.

INT. THEED - CENTRAL HANGER - DAY

Captain Panaka, Sabe and Naboo troops rush into the hanger and overwhelm the few remaining battle droids. Padme, Obi-Wan and Qui-Gon join forces with Captain Panaka.

PADME: My guess is the Viceroy is in the throne room.

She looks to Qui-Gon.

QUI-GON: I agree.

They start to head for the exit, on the way passing the fighter where Anakin is hiding. Artoo whistles a greeting as Anakin peeps out of the cockpit.

ANAKIN: Hey, wait for me!

QUI-GON: No, Ani, you stay there. Stay right where you are.

ANAKIN: But, I...

QUI-GON: Stay in that cockpit.

They head for the exit. As they are about to go through the door, suddenly everyone scatters, revealing Darth Maul standing in the doorway. Captain Panaka, Padme, and her troops back away.

Qui-Gon and Obi-Wan step forward.

QUI-GON: (Cont'd) We'll handle this...

Padme starts to stop him.

PADME: No...

Qui-Gon gazes at her for a second.

QUI-GON: This is how it must be. You have your own part to play. Go.

Padme stares at him a beat, then nods and turns to Panaka.

PADME: We'll take the long way.

Padme and the other Naboo fighters head across the hangar. Qui-Gon and Obi-Wan start to advance toward Maul. At the far end of the hangar, six destroyer droids roll in and transform into their battle position. Artoo calls Anakin's attention to the droids.

ANAKIN: Oh, no...

The droids begin to advance and start firing on Padme and her troops.

ANAKIN: (Cont'd) We gotta do something, Artoo!

The two Jedi take off their robes and ignite their laser swords. Darth Maul takes off his robe, and ignites his laser sword. Both ends of the sword light up.

Back at the starfighter, Artoo whistles a reply. Suddenly, the ship's systems go on, and the ship begins to levitate.

ANAKIN: (Cont'd) All right, thanks Artoo! Great idea! I'll take over. Let's see...

Anakin steers the ship toward the droids. He pushes a button, and the ship begins to shake. Artoo beeps.

ANAKIN: (Cont'd) I'm trying to! I don't know where the trigger is.

Anakin slams a lever down. The canopy of the fighter closes over his head.

ANAKIN: Oops, wrong one... Maybe this one.... No wait, here it is...

Anakin pushes a second button, and the lasers begin to fire, wiping out several destroyer droids. Artoo whistles a cheer.

ANAKIN: (Cont'd) Yeahh!!

The Jedi are engaged in a fierce sword fight with Darth Maul. They have moved into the center of the hanger. While the wheel droids are momentarily distracted by Anakin, Captain Panaka, Padme and her troops exit into a side hallway.

The wheel droids start firing at Anakin. There are explosions all around him.

ANAKIN: (Cont'd) Oops...shield up! Always on the right...shields always on the right.

Anakin flips several switches, and the after-burner ignites. Artoo screeches hysterically.

ANAKIN: (Cont'd) I know we're moving. I'll shut the energy drive down.

The fighter rockets out of the hangar. Artoo and Anakin hold on for dear life.

ANAKIN: (Cont'd) I'm not doing anything! It's on automatic pilot!

Artoo beeps.

ANAKIN: I'm trying to override it!

He picks a starfighter helmet up from the chair and puts it on. The starfighter thunders into the sky.

INT. THEED - CENTRAL HANGAR - DAY

The Sith Lord's moves are incredible. He is fighting the two Jedi at once, flipping into the air, outmaneuvering them at every turn. The Sith Lord drives the Jedi out of the hangar and into the power generator area next door. He backflips onto a bridge, followed quickly by the Jedi.

INT. NABOO STARFIGHTER - COCKPIT - SPACE

The Naboo fleet leaves the planet and heads toward the space station.

RIC OLIE: Bravo Flight A, take on the fighters. Flight B, make the run on the transmitter.

BRAVO TWO: Roger, Bravo Leader.

The fleet approaches the space station. Many Federation fighters exit the hangers and attack.

RIC OLIE: Enemy fighters straight ahead!

A giant dogfight ensues. Anakin's fighter flies into space above Naboo. Artoo beeps a worried concern.

ANAKIN: The Autopilot is searching for what other ships?

Artoo beeps and whistles.

ANAKIN: (Cont'd) There is no manual override, Artoo. You'll have to rewire it or something.

Artoo chirps that he's trying.

ANAKIN: (cont'd) Look! There they are! That's where the autopilot is taking us.

Anakin's fighter flies toward the Federation Battleship.

EXT. NABOO GRASS PLAINS - DAY

OOM-9 decides to send in the wheel droids and gives the signal. HUNDREDS OF WHEEL DROIDS roll out of the transports and head down toward the battle. They slowly roll through the deflector shields, then transform themselves once they get on the other side. The Gungans blast the wheel droids with energy balls. The destroyer droids blast many Gungans. Jar-Jar's clumsiness works for him in the battle. He gets caught up in the wiring of a blasted droid, dragging the torso around with him, the droid's gun firing randomly, accidentally blasting several droids in the process.

JAR-JAR: Dumb droid...

INT. THEED - POWER GENERATOR PIT - DAY

Three swords are crossed in an intense display of swordsmanship. The Jedi and the Sith Lord fight their way across the narrow bridge of the Theed power generator. Darth Maul jumps onto the

bridge above them. The Jedi follow, one in front of the Sith Lord and one behind. They continue their sword fight.

INT. NABOO STARFIGHTER - COCKPIT -SPACE

Anakin finds himself in the middle of the space battle. A ship explodes behind him (over his left shoulder).

ANAKIN: Whoo, boy! This is tense!

He looks forward to see enemy ships approaching head on.

ANAKIN: (Cont'd): Oops! Artoo, get us off this Autopilot! It's gonna get us both killed!

Artoo screams a reply.

ANAKIN: (Cont'd) You did it, Artoo!

Anakin flips switches.

ANAKIN: (Cont'd) Okay, let's go left!

He moves the controls left and the ship responds, turning left.

ANAKIN: (Cont'd) Yes...I've got control.

Artoo beeps. A line of translation comes up on the computer screen – “Anakin, turn the ship around and go back home right away!”

ANAKIN: (Cont'd) Go back!?! Qui-Gon told me to stay in this cockpit, so that's what I'm gonna do! Now c'mon!

An enemy fighter comes into his sights. Anakin pushes the controls and instead of firing, his fighter accelerates past the enemy ship.

ANAKIN: (Cont'd) Oops! Whoa!

Now the enemy ship is on his tail. He tries evasive maneuvers.

ANAKIN: (Cont'd) I'll try spinning, that's a good trick.

Anakin rolls the ship as Artoo screams desperately.

ANAKIN: (Cont'd) I know we're in trouble! Just hang on! The way out of this mess is the way we got into it.

Artoo beeps a reply.

ANAKIN: (Cont'd) Which one? This one?

Anakin yanks on the reverse thrusters and the ship slows instantly- the enemy fighter shoots past and explodes against the space station. The squadron attacks the space station.

RIC OLIE: Bravo flight...go for the central bridge.

BRAVO TWO: Roger, Bravo Leader.

The attack is fruitless.

RIC OLIE: Their deflector shield is too strong. We'll never get through it.

Meanwhile, Anakin is being chased by another fighter. Artoo shrieks.

ANAKIN: I know, Artoo! This isn't Podracing!

The enemy ship fires and hits Anakin's fighter, sending it into a spin. Artoo screams.

ANAKIN: (Cont'd) We're hit!

Anakin regains control as his ship enters the space station hangar.

ANAKIN: (Cont'd) Great gobs of bantha poo-doo!

Ric Olie and Bravo Two sees Anakin's ship fly into the battleship.

BRAVO TWO: Did you see that?!?

RIC OLIE: Yeah, I did! *Nobody* else try that stunt!

INT. FEDERATION BATTLESHIP – HANGAR DECK

Anakin's ship dodges parked transport ships and other obstacles. A huge bulkhead blocks his way. Artoo beeps.

ANAKIN: (Cont'd) I'm trying to stop! I'm trying to stop! Whoa!

Anakin hits the reverse thrusters and the ship skids to a stop on the hangar deck. Artoo gives out a worried whistle.

ANAKIN: (Cont'd) All right! All right! Get the system started!

Anakin ducks down to adjust a control panel.

ANAKIN: (Cont'd) Everything's overheated. All the lights are red.

INT. THEED - PALACE - HALLWAY - DAY

Padme, Captain Panaka, Eirtae, Sabe and their troops are trapped in a hallway by battle droids.

PADME: We don't have time for this, Captain!

CAPT. PANAKA: Let's try the outside stairway!

Captain Panaka blasts a hole in the window, and they make their way outside the building onto a ledge about six stories above a raging waterfall. Sabe, Eirtae and about twenty Naboo soldiers stay in the hallway to hold off the battle droids.

EXT. THEED - PALACE - OVER WATERFALL - DAY

CAPT. PANAKA: Ascension guns!

Padme, Captain Panaka and ten other Naboo soldiers are lined up along the edge. They have pulled small attachments out of their pistols and fire at a ledge about four stories above them. Thin cables shoot out of the pistols and are embedded into the ledge. Padme, Captain Panaka and the others begin to climb up the wall.

INT. THEED - POWER GENERATOR PIT - DAY

The laser sword battle continues on the small catwalk around the vast power pit. Darth Maul kicks Obi-Wan off one of the ramps and he falls several levels. Qui-Gon knocks the Dark Lord off another ramp, and he lands hard on a ramp two levels below. Qui-Gon jumps down after him.

The Dark Lord backs away along the catwalk into a small door. Qui-Gon follows as Obi-Wan runs to catch up.

INT. THEED - POWER GENERATOR ELECTRIC BEAM - HALLWAY

The Sith Lord, followed by Qui-Gon, enters a long hallway filled with a series of deadly rays that go on and off in a pulsing pattern that shoots down the corridor every minute or so. Darth Maul makes it down several walls of deadly rays before they close. Qui-Gon is one wall away from the Dark Lord. Obi-Wan is just starting into it and is five walls away from Darth Maul. The Jedi must wait until the next pulse to advance down the corridor. Obi-Wan is impatient and paces, waiting for the wall of rays to open. Qui-Gon sits and meditates. The Sith Lord also paces impatiently.

EXT. NABOO - GRASS PLAINS - DAY

The Gungan Army is no match for the destroyer droids. A destroyer droid blasts one of the shield generators, causing it to explode. The protective shield begins to weaken and fall apart. OOM-9 sees the shield weaken and orders his tanks forward. Jar-Jar tries to run from the battle droids.

CAPT. TARPALS: Retreat! Retreat!

JAR-JAR: This is nutsen!

The Gungans begin to turn and run, on foot, on their kaadu, and in wagons. Jar-Jar attempts to escape on a wagon of energy balls but only manages to unhitch the back gate, causing all of the energy balls to roll out of the wagon and down the hill.

JAR-JAR: Uh oh! Big Boomas!

Jar-Jar scrambles to avoid being hit by one of the balls. Four destroyer droids and a hover tank aren't so lucky. They get blasted by the energy balls. Jar-Jar screams at a Gungan on a Kaadu.

JAR-JAR: Give me a lift!

The Gungan swoops down and picks Jar-Jar up.

The ATT tanks enter the battle. The Gungans flee as fast as they can. Jar-Jar is blown off the other Gungan's kaadu (which is blown to pieces along with its' rider) and lands on one of the tank's main turret. Captain Tarpals gallops up alongside the tank on a kaadu.

CAPT. TARPALS: Jar-Jar! Usen da booma!

JAR-JAR: But mesa don't haven a booma!

Captain Tarpals pulls out an energy ball and tosses it at Jar-Jar.

CAPT. TARPALS: Here! Taken dis one!

Jar-Jar reaches for the energy ball, fumbles it, flings it back. It lands right on the tank's pilot droid, electrocuting it. The tank tilts, out of control. The gun swings around, and Jar-Jar hangs from the tank barrel as it moves along. Finally, he jumps onto the kaadu beside Captain Tarpals as the tank explodes. Explosions from the tank fire are everywhere. It is chaos.

INT. THEED - PALACE - HALLWAY TO THRONE ROOM

A window in the hallway blasts apart. Padme, Captain Panaka, and her soldiers climb into the hallway. They head for the door to the throne room. Suddenly, two destroyer droids skitter in front of the door. Padme turns around and sees two more appear at the far end of the hallway, trapping them in the middle. Padme throws down her pistol and turns to Captain Panaka.

PADME: Put down your weapons. They win this round.

CAPT. PANAKA: But we can't....

PADME: Captain, I said put down your weapons.

Captain Panaka and his men throw down their weapons. Padme throws a faint smile to a crestfallen Captain Panaka.

PADME: Have faith...

INT. THEED - POWER GENERATOR ELECTRIC BEAM - HALLWAY

The electric rays cycle as Qui-Gon sits meditating. The wall of the deadly rays turn away, and Obi-Wan starts running toward Qui-Gon and the Dark Lord. When the wall between Qui-Gon and Darth Maul opens, Qui-Gon is in a split second fighting the Dark Lord with a ferocity not seen before. They move into the area at the end of the corridor called the melting pit, a small area that is mostly made up of a deep hole.

The electron ray gates begin to close. Obi-Wan tries to make it to the melting pit but is caught one gate short. He slides to a stop just before he hits the deadly electron field.

Qui-Gon and Darth Maul battle around the melting pit as a frustrated Obi-Wan watches.

Darth Maul catches Qui-Gon off guard. The Sith makes a quick move, bashes his lightsaber handle into Qui-Gon's chin, and runs him through.

OBI-WAN: NNNOOOOOOOOOOO!!!!!!!

Qui-Gon slumps to the floor in a lifeless heap. Darth Maul smiles coldly at the horrified Obi-Wan. Obi-Wan begins to shake with rage.

EXT. NABOO GRASS PLANS - DAY

The Gungans have been overrun. Some flee into the hills, chased by battle droids on STAPS. Many others are herded into groups by battle droids and destroyer droids. Jar-Jar and Captain Tarpals are held in a small group with other officers.

JAR-JAR: Dissa bad, berry bombad.

CAPT. TARPALS: Mesa hopen dissa working for da Queen. No sucking up, Jar-Jar. Wesa tink of something...

A battle droid marches up to them.

BATTLE DROID: Hands up!

Jar-Jar sticks his hands in the air.

JAR-JAR: My give up. My give up.

Captain Tarpals groans.

INT. THEED - PALACE THRONE ROOM - DAY

Padme, Captain Panaka and six other officers are brought by ten battle droids before Nute and Rune and four Neimoidian Council members.

NUTE: Your Highness.

PADME: Viceroy.

NUTE: Your little insurrection is at an end, Your Highness. The rabble army you sent against us south of the city has been crushed. The Jedi are being dealt with elsewhere. And you are my captive.

PADME: Am I?

The way she says that makes Nute pause, worried. Even Panaka stares confused at her.

NUTE: Yes, you are. Time for you to sign the treaty and end this pointless debate in the Senate.

Sabe dressed like the Queen appears in the doorway with several troops. Several destroyed battle droids can be seen in the distance.

SABE: Viceroy, your occupation here has ended!

Nute and the others are stunned to see a second Queen. Nute yells at the ten guards in the room.

NUTE: After her! This one is a decoy!

Six of the droids rush out of the throne room after Sabe. Nute turns to Padme.

NUTE: (Cont'd) Your Queen will not get away with this.

Padme slumps down on her throne and immediately hits a security button that opens a panel in her desk opposite Captain Panaka.

Padme grabs two pistols, tosses one of the pistols to Captain Panaka and one to an officer. She takes a third pistol and blasts the last of the battle droids.

The officers rush to the door control panel as Padme hits the switch to close the door.

CAPT. PANAKA: Jam the doors!

The officer at the door jams the controls. Captain Panaka throws more pistols to the other guards. The Neimoidians are confused and afraid.

PADME: Now, Viceroy, we will discuss a new treaty.

NUTE: Don't be absurd. There are too few of you. It won't be long before hundreds of destroyer droids break in to rescue us.

Padme resolutely sits down upon her throne.

PADME: We shall see.

NUTE: This would be amusing, were it not so pathetic. You are playing at war like a child. I have an *army* out there.

PADME: And I have a blaster at your chest.

NUTE: (a little more nervous) Now, I did not say we couldn't negotiate. The treaty...

The sound of droids blasting at the throne room door begins to reverberate through the room. Nute relaxes.

NUTE: There. A word from me either way, and they will either spare you...or cut you in two. Your choice.

The door begins to shake under the pressure. Panaka looks nervously at Padme...

INT. THEED - POWER GENERATOR - MELTING PIT

Obi-Wan screams as the pulsing electron gate opens, and attacks the Sith Lord. The young Jedi is relentless in his assault on the Dark Lord.

Obi-Wan and Darth Maul use the Force to fling objects at each other as they fight. Darth Maul seems to have the upper hand as Obi-Wan grows weary.

Darth Maul catches Obi-Wan off guard and Force pushes Obi-Wan over the edge of the melting pit. Obi-Wan is barely able to grab onto a nozzle on the side of the pit. Darth Maul grins evilly at

Obi-Wan as he kicks Obi-Wan's lightsaber down the endless shaft. Obi-Wan dangles helplessly from the nozzle.

INT. NABOO STARFIGHTER - COCKPIT - FEDERATION HANGAR

Anakin peeks over the edge of the cockpit to see battle droids surrounding the ship. He ducks back down.

ANAKIN: Oops. This is not good.

He looks at the dashboard to see red lights.

ANAKIN: (Cont'd) The systems are still overheated, Artoo.

The BATTLE DROID CAPTAIN walks up to the ship and sees Artoo.

BATTLE DROID CAPTAIN: Where's your pilot?

Artoo beeps a reply.

BATTLE DROID CAPTAIN: (Cont'd) *You're* the pilot?

Artoo whistles.

BATTLE DROID CAPTAIN: (Cont'd) Let me see your identification!

Anakin sees the dashboard lights go from red to green.

ANAKIN: Yes...we have power!

He flips the switch and the engine starts.

BATTLE DROID CAPTAIN: (seeing Anakin) You! Come out of there or we'll blast you!

ANAKIN: Not if I can help it! Shields up!

Anakin flips a switch and the ship levitates, knocking over the battle droid captain. The other droids shoot, but the lasers are deflected by Anakin's shields. Artoo beeps.

ANAKIN: (Cont'd) Take this!!

Anakin fires lasers as the ship begins to rotate.

ANAKIN: (Cont'd) ...and this!

He presses a button and launches two torpedoes which miss the droids. The two torpedoes fly down a hallway and explode inside the reactor room.

ANAKIN: (Cont'd) Oops!! I missed!! Let's get out of here!

Anakin's ship roars through the hanger deck, bouncing over the droids.

ANAKIN: (Cont'd) Now *this* is Podracing! Whoopee!

INT. FEDERATION BATTLESHIP - BRIDGE

Tey How turns to Captain Dofine.

TEY HOW: Sir, we're losing power... There is some problem with the main reactor...

DOFINE: Impossible!! Nothing can get through our shield!!!

INT. NABOO FIGHTER - COCKPIT - SPACE

Ric Olie watches in amazement as the Federation battleship starts to explode from the inside out.

BRAVO TWO: What's that?? It's blowing up from the inside.

RIC OLIE: I don't know, we didn't hit it.

BRAVO THREE: Look! One of ours! Outta the main hold!!

Anakin whoops wildly as the starfighter bursts free from the battleship. The other pilots cheer with him. The starfighters race away as the battleship shatters in a huge fireball.

EXT. NABOO GRASS PLAINS - DAY

Suddenly, all of the droids begin to shake upside down, run around in circles, then stop. The Gungans carefully move out to inspect the frozen droids. Jar-Jar pushes one of the battle droids, and it falls over.

JAR-JAR: Whatsa dey doing?

CAPT. TARPALS: Da control ship has been destroyed!

JAR-JAR: Deysa all broken!

The Gungans CHEER.

INT. THEED - PALACE THRONE ROOM – DAY

Nute stares at the now-quiet throne room door, stunned.

NUTE: Wha...keep blasting, you idiots!

Padme jumps out of her throne and activates a viewscreen set into the wall. The image of Ric Olie in his starfighter is visible on the viewscreen.

RIC OLIE: Mission accomplished, your Highness!

Everyone in the room cheers, except for Nute and the Neimoidians.

NUTE: Impossible...it's impossible...

Padme snatches the treaty up from the desk before the throne. She rips it in half and flings the pieces at Nute's face.

PADME: There is your treaty, Viceroy! Sorry I can't sign it.

Nute's eyes close tightly. He lowers his head and holds out his hands in surrender.

EXT. THEED - CENTRAL HANGAR - DAY

Anakin and Artoo follow the squad of yellow Naboo starfighters into the main hangar.

INT. THEED - CENTRAL HANGAR - DAY

Ric Olie and the other pilots gather around as they exit their ships.

BRAVO THREE: What the hell happened up there?

BRAVO TWO: That pilot...he was either a genius or a lunatic. He flew into the hold just as Federation starfighters were leaving. That shield could only have been down for a second! Then he made his way into the battleship's interior and blasted the main reactor...

BRAVO THREE: Amazing... They don't teach that in the academy.

Anakin's ship skids to a stop behind the other Naboo starfighters. Ric Olie, Bravo Two, the other pilots and ground crew rush to his ship.

RIC OLIE: We're all accounted for. Who flew that ship?

Anakin sheepishly opens the cockpit and stands up. All the pilots stare in amazement.

ANAKIN: I'm not going to get into trouble, am I?

Artoo beeps. Uh oh...

INT. THEED - POWER GENERATOR - MELTING PIT

Darth Maul is taunting Obi-Wan by slicing at the edge of the melting pit. He's clearly enjoying this, wanting to drag out the moment of victory. Obi-Wan closes his eyes tightly, relaxing, meditating. The Sith Lord frowns, wondering what his opponent is doing...

At the last moment, Obi-Wan jumps up out of the pit, calls Qui-Gon's lightsaber to him, further throwing Darth Maul off. The young Jedi swings with a vengeance, cutting into the Sith. Maul starts to laugh...then realizes he can't draw a breath. Silently, Darth Maul tips backward, falling into the melting pit, visibly splitting into two halves as he falls.

Obi-Wan deactivates the lightsaber and rushes over to Qui-Gon, who is clearly at the brink of death.

QUI-GON: It is... t-too late...It's...

OBI-WAN: No!

QUI-GON: Obi-Wan... now... you *must* be ready... whether you feel you are... or not... *you must* be the teacher... promise...promise me you'll train the boy...

OBI-WAN: Yes, Master...

QUI-GON: He is the chosen one...he will...bring balance...train him...well...

Qui-Gon dies. Obi-Wan cradles his Master, quietly weeping.

INT. MAIN HANGAR - COURTYARD - DAY

The large, grand cruiser of the Supreme Chancellor lands in the courtyard of the main hanger. Captain Panaka and twenty troops guard Nute Gunray and Rune Haako. Obi-Wan, the Queen, and her handmaidens stand before the Neimoidians.

PADME: Now, Viceroy, you are going to have to go back to the Senate and explain all this.

CAPT. PANAKA: I think you can kiss your Trade franchise goodbye.

The main ramp of the cruiser is lowered as Obi-Wan and Captain Panaka lead the Viceroy and his assistant toward the ship. Supreme Chancellor Palpatine and several Republic guards descend the walkway, followed by Yoda and several other Jedi Masters. Palpatine walks up to Obi-Wan and Anakin, who are standing together.

PALPATINE: We are indebted to you for your bravery, Obi-Wan Kenobi.

Palpatine turns to look at Anakin. He places his hands on the boy's shoulders.

PALPATINE: And you, young Skywalker... we will watch your career with *great* interest.

Obi-Wan greets Yoda and the other Jedi as Captain Panaka takes the Neimoidians onto the cruiser. Chancellor Palpatine is greeted by the Queen.

AMIDALA: Congratulations on your election, Chancellor. It is so good to see you again.

PALPATINE: It's good to be home. Your boldness has saved our people, Your Majesty. It is you who should be congratulated. Together we shall bring peace and prosperity to the Republic.

INT. TURRET ROOM - NABOO PALACE - LATE DAY

The sun streams into the multi-windowed room at a low angle. It is not quite sunset. Yoda paces before Obi-Wan, who is kneeling in the center of the room.

YODA: Confer on you the level of Jedi Knight, the Council does. But agree with your taking this boy as your Padawan learner, I do not.

OBI-WAN: Qui-Gon believed in him. I believe in Qui-Gon.

YODA: (pause) A great Jedi, was Qui-Gon Jinn. Greater still could he have been, had he not been so impulsive.

OBI-WAN: He understood what we did not about the boy.

YODA: The Chosen One the boy may be; nevertheless, grave danger I fear in his training.

OBI-WAN: Master Yoda, I gave Qui-Gon my word. I *will* train Anakin. Without the approval of the Council, if I must.

YODA: Qui-Gon's defiance I sense in you. Need that, you do not. Agree with you, the council does. Your apprentice, Skywalker will be.

Obi-Wan smiles. Yoda stares at him with concern.

YODA: Pleased, are you? So certain that this is right? Disagreed with the Council's decision, I did. Outvoted, I was.

Obi-Wan is shocked by this.

OBI-WAN: (speaking carefully) I will train this boy the best I can. But I will bear in mind what you've told me here. I will watch him carefully.

YODA: (slowly nods) Remember your promise, Obi-Wan. Sufficient it is, if you keep it.

OBI-WAN: I will remember.

They walk out of the room together.

EXT. THEED – CENTRAL PLAZA – FUNERAL HALL – SUNSET

A fire can be seen lighting the interior of an ornate Theed building as the sun sets.

INT. THEED - CENTRAL PLAZA - FUNERAL HALL - SUNSET

Placed on a funeral bier, Qui-Gon's body goes up in flames as the Jedi Council, the Queen, Sio Bibble, Captain Panaka, the handmaidens, and about one hundred Naboo troopers, twenty other Jedi, Palpatine, Obi-Wan (standing with Anakin), Jar-Jar, Boss Nass, and twenty other Gungan warriors watch. Anakin looks to Obi-Wan.

OBI-WAN: He is one with the Force now, Anakin. You must let him go.

ANAKIN: I will miss him...

OBI-WAN: As will I.

ANAKIN: What will happen to me now?

OBI-WAN: I will train you, as Qui-Gon would have. I am your Master now. You will become a Jedi, I promise.

To one side, Mace Windu turns to Yoda.

MACE WINDU: One life ends, and another begins, in the Jedi Order.

YODA: Not sure of this one, do I feel. Troubled, he is. Wrapped in shadow.

MACE WINDU: Obi-Wan will do a good job with him. Qui-Gon was right. He is ready.

YODA: Ready to be a Jedi Knight, yes. But ready to train one?

MACE WINDU: A person who can defeat a Sith Lord is ready for anything. There is no doubt. The mysterious warrior was a Sith.

YODA: Always two there are. No more, no less. A master and an apprentice.

MACE WINDU: But which was destroyed? The master... or the apprentice?

They give each other a concerned look. The camera pans to Palpatine. Again, that faint ghost of a smile on his face...

EXT. THEED - CENTRAL PLAZA - DAY

Children sing and throw flowers on the passing Gungan soldiers. The crowds cheer. It is a grand parade.

Queen Amidala stands next to Supreme Chancellor Palpatine, Anakin (now in Jedi apprentice gear, complete with a hair braid cut from Obi-Wan's hair), Obi-Wan, Sio Bibble, and the Jedi Council. Artoo stands in front of the Queen's handmaidens and whistles at the parade. Queen Amidala and Palpatine smile at one another. Obi-Wan looks over at Anakin.

OBI-WAN: It's the beginning of a new life for you, Anakin.

Anakin smiles.

OBI-WAN: (cont'd) I wonder what Qui-Gon would have made of this celebration. I know he would have been proud to see you a part of it.

ANAKIN: You think so?

OBI-WAN: I do. Your mother would be proud of you as well.

ANAKIN: I wish she was here with us.

OBI-WAN: You will see her again, Anakin. But when you do, it will be as a man...and as a Jedi Knight.

In the parade are Boss Nass and his guards, Jar-Jar and Captain Tarpals. The Gungans ride kaadu. They stop before the Queen and walk up the steps to stand by her side. Amidala presents Nass with the Globe of Peace, a giant ball filled with an inner shimmering light. Boss Nass holds up the Globe of Peace and presents it to the crowd.

BOSS NASS: PEACE!!!

EVERYONE CHEERS. Anakin gives a wry smirk at Amidala, who flashes a dazzling grin at him. The parade marches on. The group of heroes smiles proudly at the cheering people.

IRIS OUT

End titles

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Executive Producer.....GEORGE LUCAS
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Costume Designer.....TRISHA BIGGAR
Casting by.....ROBIN GURLAND
Music by.....JOHN WILLIAMS

Starring

LIAM NEESON

EWAN MCGREGOR

NATALIE PORTMAN

JAKE LLOYD

PERNILLA AUGUST

AND FRANK OZ AS YODA

Co-Starring

IAN MCDIARMID

OLIVER FORD DAVIES

HUGH QUARSHIE

AHMED BEST

ANTHONY DANIELS

KENNY BAKER

With TERRANCE STAMP as Chancellor Valorum

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CAST

Qui-Gon Jinn	LIAM NEESON
Obi-Wan Kenobi	EWAN MCGREGOR
Queen Amidala/Padme'	NATALIE PORTMAN
Anakin Skywalker	JAKE LLOYD
Senator Palpatine	IAN MCDIARMID
Shmi Skywalker	PERNILLA AUGUST
Sio Bibble	OLIVER FORD DAVIES
Captain Panaka	HUGH QUARSHIE
Jar-Jar Binks	AHMED BEST
C-3PO	ANTHONY DANIELS
R2-D2	KENNY BAKER
Yoda	FRANK OZ
Chancellor Valorum	TERRENCE STAMP
Boss Nass	BRIAN BLESSED
Watto	ANDREW SECOMBE

Darth Maul	RAY PARK
Sebulba	LEWIS MACLEOD
Wald	WARWICK DAVIS
Captain Tarpals	STEVEN SPEIRS
Nute Gunray	SILAS CARSON
Rune Haako	JEROME BLAKE
Daultay Dofine	ALAN ROSCOE
Ric Olie	RALPH BROWN
Fighter Pilot Bravo 5	CELIA IMRIE
Fighter Pilot Bravo 2	BENEDICT TAYLOR
Fighter Pilot Bravo 3	CLARENCE SMITH
Mace Windu	SAMUEL L. JACKSON
Palace Guard	DOMINIC WEST
Rabe'	CRISTINA da SILVA
Eirtae'	FRIDAY (LIZ) WILSON
Yane'	CANDICE ORWELL
Sache'	SOFIA COPPOLA
Sabe'	KIERA KNIGHTLEY
Republic Cruiser Captain	BRONAGH GALLAGHER
Republic Cruiser Pilot	SILAS CARSON
TC-14	JOHN FENSOM
Fode'	GREG PROOPS
Beed	SCOTT CAPURRO
Jabba the Hutt	HIMSELF
Jira	MARGARET TOWNER
Kitster	DHRUV CHANCHANI
Seek	OLIVER WALPOLE
Amee	JENNA GREEN
Melee	MEGAN UDALL
Ki-Adi-Mundi	SILAS CARSON
Eeth Koth	HASSAN SHAPI
Adi Gallia	GIN
Saese Tiin	KHAN BONFILS
Yarael Poof	MICHELLE TAYLOR
Even Piell	MICHALEA COTTRELL
Depa Billaba	DIPIKA O'NEILL JOTI
Yaddle	PHIL EASON
Aks Moe	MARK COULIER
Yoda Puppeteers	KATHY SMEE, DON AUSTEN, DAVID GREENAWAY
Voice of TC-14	LINDSAY DUNCAN
Voice of Darth Maul	PETER SERAFINOWICZ
Voice of Rune Haako	JAMES TAYLOR
Voice of Daultay Dofine	CHRIS SANDERS
Voice of Lott Dod	TOBY LONGWORTH
Voice of Aks Moe	MARK SILK
Voice of Tey How	TYGER

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Stunt Performer/Qui-Gon Double.....	ROB INCH
Stunt Performers.....	DOMINIC PREECE, MORGAN JOHNSON, MARK NEWMAN, JOSS GOWER, RAY DE-HAAN, DANNI BIERNAT
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 Crowd Assistant Director.....PAUL HIGGINS

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JOE HALFORD, MARK WILTON,
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Production Accountant.....MICHELE TANDY
Set Cost Accountant.....BETTY WILLIAMS
Accounting Manager.....WENDY GORMAN
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Location Accountant (Italy).....VAL SUNDERLAND
Assistant Accountant (Tunisia).....CLARE PLUMMER
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BARBARA HARLEY
Accounts Assistant.....JEAN SIMMONS
Accounts Runner.....SARAH-JANE WHEALE
Assistant to Controller.....ARDEES RABAING JUNDIS

Camera Operator.....TREVOR COOP
Aerial Cameraman.....ADAM DALE
Helicopter Pilot.....MARK WOLFE
Focus Pullers.....GRAHAM HALL, BEN BUTLER
Clappers/Loaders.....JASON COOP, SHAUN EVANS
Steadicam Operator.....KEITH SEWELL
Key Grip.....PETER MYSLOWSKI
Sound Recorder.....JOHN MIDGLEY
Boom Operator.....JUNE PRINZ
Sound Assistant.....CRAIG BURNS
Location Matchmove Supervisor.....JACK HAYE
Matchmover.....EDWARD COTTON
Video Playback.....LESTER DUNTON, ANDREW HADDOCK
Video Playback Assistant.....DATHI SVEINBJARNARSON
Effects Video Engineer.....CLARK HIGGINS

Set Decorator.....PETER WALPOLE
Assistant Set Decorator.....AMANDA BERNSTEIN
Production Buyer.....DEBORAH STOKELY
Supervising Dressing Propman.....MARTIN KINGSLEY
Chargehand Dressing Propmen.....PETER WATSON, KEITH PITT
Dressing Propman.....BRIAN ALDRIDGE
Property Master.....TY TEIGER
Chargehand Propmaker.....OLIVER HODGE
Senior Propmaker.....TOBY HAWKES
Propmakers.....HOWARD MUNIFORD, JOHN WELLER,
PIERRE BOHANNA, JIM BARR,
WESLEY PEPIATT, BRUCE CHEESMAN,
NICK TURNBULL, PETER LOOBY,
GRANT TARBOX, TERRY TOO HILL,
PAUL HEARN, MATTHEW FOSTER,
SANDERS ELLERS, LEE REEDER,
JEFF KNIGHT

Prop Storeman.....JOHNATHAN HURST
Drapesmen.....COLIN FOX, FRANK HOWE
Supervising Stand-by Propsman.....BERNARD HEARN

Stand-by Propsman.....DANIEL HEARN

Assistant Costumer Designer.....ANNE MASKREY
Wardrobe Supervisor.....SHARON LONG
Crowd Pre-fit Supervisor.....SARAH JANE TOUAIBI
Wardrobe Master.....ANTHONY BROOKMAN
Wardrobe Mistress.....LOU DURKIN
Wardrobe Assistants.....HELEN MATTOCKS, NEIL MURPHY,
NATALIE RODGERS
Costume Painters.....JOHN COWELL, STEVEN GELL
Textile Assistants.....MARTIN McSHANE, EMMA WALKER
Costume Prop Assistants.....REUBEN HART, PETER THOMPSON
Costume Accessories.....KAREN SHANNON, EMMA FRYER
Costume Runners.....KARN WEBSTER, AMBER SMIT
Costume Workroom Supervisor.....NICOLE YOUNG
Costume Assistant.....MICHAEL MOONEY
Cutters.....KAY COVENEY, SHARON McCORMACK,
DEBBIE MARCHANT
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ARABELLA DEAN, ROSLYN TIDDY,
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ANDREA MOON, CAROLINE MIRFIN,
ROSARIA COPPOLA
Armor Makers.....FBFX

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Assistant Construction Manager.....LEON APSEY
Chief Scaffolding Engineer.....STEVE SANSOM
H.O.D. Carpenter.....ROBERT SUTTON
H.O.D. Plasterer.....KEN BARLEY
H.O.D. Painter.....JOHN DAVEY
H.O.D. Stagehand.....KEITH MUIR
Supervising Carpenters.....KARL APSEY, BRIAN BLUES
Supervising Plasterer.....MICHAEL GARDINER
Supervising Painter.....PAUL WHITELOCK
Supervising Scenic Painter.....MICHAEL GUYETT
Supervising Wood Machinist.....STEVEN WESTON

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JOHN KIRSOP, SIMON MARJORAM,
TOM McCARTHY
Chargehand Painter.....DAVID CARTER
Chargehand Riggers.....PETER CONNOLLY, JOHN HARRIS,
PAUL MILLS, BILL SANSOM,
WOLFGANG WALTHER
Chargehand Plasterers.....ETTORE VENTURINI, STEVE COURT,
PATRICK LAND
Chargehand Paint Sprayer.....STAN LATTIMORE

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Stand-by Rigger.....JASON CURTIS
Stand-by Painter.....KEVIN McCARTHY
Stand-by Stagehand.....JAMES MUIR

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MICHELLE HUDD
Construction Nurses.....NICKY JARVIS, MARCIA BAMGBOYE

THANKS TO ALL THE UK CONSTRUCTION CREW

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Animatronic Model Design Supervisor.....CHRIS BARTON
Key Sculptor.....GARY POLLARD
Creature Mold Shop Supervisor.....RAY TRICKER
Key Animatronic Model Designers.....MONIQUE BROWN, MARK COULIER,
MICHELLE TAYLOR
Animatronic Model Designers.....MALCOLM EVANS, JOHN COPPINGER,
SHIRLEY COOPER, MARIA BOGGI,
KATE MURRAY, TERRY JONES,
STEVE WRIGHT, TAMZINE HANKS,
JENNY PHELPS, JULIE WRIGHT
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Molding Technician.....MATTHEW SMITH
Sculptors.....PAUL SPATERI, KATE HILL,
HOWARD SWINDELL, SHAUNE HARRISON
Creatures Mold Filler.....DARREN ROBINSON
Art Finisher.....ASTRIG AKSERBALIAN
Supervising Plasterer.....KEN CLARKE
Chargehand Plasterer.....VAL VASIC
Plasterer.....RAY STAPLES
Creatures Production Assistant.....LOUISA RAWLINS
Make-up Artists.....MEG SPEIRS, MELISSA LACKERSTEEN
Make-up Artist to Liam Neeson.....MORAG ROSS
Make-up Supplies by.....SCREENFACE
Wigs by.....WIG SPECIALTIES
Chief Hairdresser.....SUE LOVE
Hairdressers.....SARAH LOVE, DARLENE FORRESTER
Hairdresser to Liam Neeson.....JAN ARCHIBALD
Assistant Hairdresser.....HELEN TAYLOR

Gaffer.....EDDIE KNIGHT
Best Boy.....STEWART MONTEITH
Electricians.....GARY COLKETT, VERNON CONNOLLY,
ADAM LEE, MARK THOMAS, GEORGE WHITE
Generator Operators.....TIM WILEY, STUART HURST
Electrical Storeman.....COLIN COUGHLIN
Rigging Gaffer.....MARK EVANS
Rigging Electricians.....KEITH KIRKUM, LARRY MEEHAN,
ROY ROWLANDS, JACK WHITE
Electrical Riggers.....SIMON DUTTON, GARRY RIDGEWELL
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a Division of Lucas Digital Ltd., LLC, Marin County, California

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GINGER THEISEN, JUDITH WEAVER

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Viewpaint Supervisor.....JEAN BOLTE

Creature Developer Supervisor.....TIM McLAUGHLIN

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MIGUEL FUERTES, HAL HICKEL, PAUL KAVANAUGH,
KIM THOMPSON, MARJOLAINE TREMBLAY

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Lead Computer Graphics Supervisor.....KEVIN RAFFERTY

Associate Visual Effects Supervisor.....BARRY ARMOUR

Visual Effects Art Director.....DAVID NAKABAYASHI

Ground Battle Animation Supervisor.....TOM BERTINO

Technical Animation Supervisor.....JAMES TOOLEY

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VINCENT DE QUATTRO, DAVID HORSLEY, JULIE NEARY,
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TOM FEJES, RUSSELL KOONCE, SCOTT PRIOR, MARC TOSCANO,
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Character Animators.....PHILIP ALEXY, ANDREW DOUCETTE, STEVE LEE,
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ANDREW GRANT, MARTIN L'HEUREUX, JULIE NELSON, TRISH SCHUTZ,
PATRICK BONNEAU, PAUL GRIFFIN, VICTORIA LIVINGSTONE, STEVE NICHOLS,
TOM ST. AMAND, SUSAN CAMPBELL, KENT HAMMERSTROM, KEVIN MARTEL,
DANA O'CONNOR, GLENN SYLVESTER, MARC CHU, TIM HARRINGTON,
GLEN McINTOSH, RICK O'CONNOR, SI TRAN, CHI CHUNG TSE,
JASON IMIVEY, NEIL MICHKA, DAVID PARSONS, SCOTT WIRTZ,
KYLE CLARK, SHAWN KELLY, CHRISTOPHER MINOS, STEVE RAWLINS,
ANDY WONG, BRUCE DAHL, KING KING, CHRISTOPHER MITCHELL,
JAY RENNIE, WILLIAM R. WRIGHT

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TONY SUMMERS, DUGAN BEACH, SIMON CHEUNG, REBECCA HESKES,
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JEAN-CLAUDE LANGER, AARON PFAU, RON WOODALL, ROBERT BRUCE,
AARON FERGUSON, LENNY LEE, COREY ROSEN, ELBERT YEN

Digital Matte Artists.....RONN BROWN, CAROLEEN GREEN, PAUL HUSTON,
RICK RISCHÉ, YUSEI UESUGI, BRIAN FLORA, JOHNATHAN HARB,
BILL MATHER, MARK SULLIVAN, WEI ZHENG

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Visual Effects Production Accountant.....JOSHUA MARKS

Projectionist.....KEN MOYNIHAN

Motion Capture Supervisor.....JEFF LIGHT

Digital Color Timing Supervisors.....BRUCE VECCHITTO, KENNETH SMITH

3D Matchmove Supervisors.....KEITH JOHNSON, DAVID WASHBURN

Research & Development Supervisor.....CHRISTIAN ROUET

Additional Matte Paintings.....BILL GEORGE

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GREG HYMAN, JOHN BARTLE

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MONIQUE GOUGEON, AMANDA MONTGOMERY, PENNY RUNGE, LORI
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LIZ BROWN, VICKI ENGEL, SUSAN GREENHOW, CHRISTINE OWENS, DAVID

VALENTIN

**Digital Rotoscope/Paint Artists.....TRANG BACH, BETH D'AMATO, SUSAN GOLDSMITH,
KATE MORRIS, ZACHARY SHERMAN, KATHARINE BAIRD, SCOTT DAVID,
CAM GRIFFIN, AARON MUSZALSKI, DAVID SULLIVAN,
LANCE BAETKEY, KATE ELSER, JIRI JACKNOWITZ, ANDREW NELSON,
JAMES VALENTINE, CHRIS BAYZ, KELLY FISCHER, PATRICK JARVIS,
ELSA RODRIGUEZ, MIKE VAN EPS, RENE BINKOWSKI,
DAWN GATES, REGAN MCGEE, JOE SALAZAR, ERIN WEST**

**3D Matchmove Artists.....ALIA AGHA, DAVID HANKS, DAVID MANOS MORRIS,
DANI MORROW, TALMAGE WATSON, JIM HAGEDORN, LUKE LONGIN,
JOSEPH METTEN, MELISSA MULLIN, R.D. WEGENER**

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WARREN FU, JULES MANN, NOEL RUBIN**

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MICHAEL ELLIS, LYDIA GREENFIELD, JAMES LIM, STEPHANIE TAUBERT,
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Chief Model Makers.....WILLIAM BECK, BARBARA AFFONSO,
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IRA KEELER, MICHAEL LYNCH
Model Makers.....LAUREN ABRAMS, NICK d'ABO, AARON HAYE,
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TODD LOOKINLAND, TOM PROOST, KEVIN WALLACE, JEFF BREWER,
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JULIE WOODBRIDGE, MARK BUCK, PEGGY HRASTAR, AMY MILLER,
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Effects Directors of Photography.....MARTY ROSENBERG, PATRICK SWEENEY,
PAT TURNER, RAY GILBERTI

Camera Operators.....CARL MILLER, VANCE PIPER
Assistant Camera Operators.....BOB HILL, JOHN GAZDIK, MICHAEL BIENSTOCK
Gaffers.....MICHAEL OLAGUE, TIM MORGAN
Key Grips.....BILL BARR, BERNIE DEMOLSKI
Chief Costumer.....ANNIE POLLAND
Camera Engineering.....GREG BEAUMONTE, MIKE MACKENZIE, DUNCAN
SUTHERLAND
Stage Coordinator.....MEGAN CARLSON

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CHUCK RAY, DAVE WATSON, TOM CLOUTHER, DENNIS GEHRINGER,
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Special Effects Supervisor.....GEOFF HERON
Special Effects Best Boy.....ROBBIE CLOT
Special Effects Technician.....DAVE HERON

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Visual Effects Processing & Prints by Monaco Laboratories, San Francisco
Visual Effects Crew Fueled by Michael Smith & Javva the Hutt

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ADR Recorder.....MATHEW WOOD
ADR Recorded at Compass Point Studios, Nassau, Bahamas

Magmasters

Foley Mixer.....TONY ECKERT
Foley Recorder.....FRANK "PEPE" MEREL
Foley Artists.....DENNIE THORPE, JANA VANCE
Re-recorder.....RONALD G. ROUMAS
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Assistant Dialogue/ADR Editor.....JESSICA BELLFORT
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Projectionist.....SCOTT BREWER
Music Editor.....KEN WANNBERG
Assistant Music Editor.....PETER MYLES
Orchestrations.....JOHN NEUFELD, CONRAD POPE

Music Recorded at Abbey Road Studios

Scoring Engineer.....SHAWN MURPHY
Music Preparation.....DAKOTA MUSIC SERVICE, JA ANN KANE MUSIC SERVICE

Music Performed by the London Symphony Orchestra

Orchestra Leader.....GORDON NIKOLITCH
Choirs.....LONDON VOICES, NEW LONDON CHILDREN'S CHOIR
Chorus Directors.....TERRY EDWARDS, RONALD CORP

Director of Publicity.....LYNNE HALE
Unit Publicist.....KATE CAMPBELL
Chief Stills Photographer.....KEITH HAMSHERE
Stills Photographers.....GILES KEYTE, JONATHAN FISHER
Photography Assistant.....DEREK BOYES
Stills Processing by.....PINWOOD STUDIOS
Documentary Cinematographer.....JONATHAN SHENK
Documentary Sound Recorders.....MARK BECKER, GUY HAKE
Image Archivist.....TINA MILLS
Researchers.....JO DONALDSON, CHERYL EDWARDS, JENNY CLARK

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Director of Photography.....GILES NUTTGENS
First Assistant Director.....NICK HECKSTALL-SMITH
Second Assistant Director.....GEORGE WALKER
Third Assistant Director.....JANET NIELSEN
Script Supervisor.....LISA VICK
Focus Puller.....STEVEN HALL
Clapper Loaders.....EDWARD MEREDYDD JONES, IAN COFFEY
Grip.....MARK BINNALL

Wardrobe Assistants.....DAY MURICH, JANE PETRIE, NIGEL EGERTON
Art Director.....RICKY EYRES
Gaffer.....DAVID SMITH
Chargehand Stand-by Propman.....PAUL TURNER
Stand-by Propman.....ROBERT THORNE
Stand-by Carpenter.....PAUL NOTT-MACAIRE
Stand-by Rigger.....STEVE SANSOM, JR.
Make-up Artist.....TREFOR PROUD
Hairdresser.....HILARY HAYNES
Matchmover.....CATRIN MEREDYDD
Video Playback.....LUCIEN NUNEZ VAZ
Best Boy.....DAVE RIDOUT
Electricians.....SONNY BURDIS, RICHARD OXLEY

Stand-in for Liam Neeson.....GAVIN HALE
Stand-in for Ewan McGregor.....STEVE RICARD
Stand-in for Natalie Portman.....JOAN FIELD
Stand-in for Jake Lloyd.....RAYMOND GRIFFITHS
Utility Stand-ins.....PAUL KITE, CHRISTIAN SIMPSON

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Senior Special Effects Technicians.....TERRY GLASS, DIGBY BETTISON-MILNER,
ANTHONY PHELAN, LES WHEELER, ANDY
BUNCE

Special Effects Coordinator.....BRENDA HUTCHINSON
R2-D2 Operator.....JOLYON BAMBRIDGE
Special Effects Technicians.....JIM CROCKETT, STEPHEN HUTCHINSON,
BARRY ANGUS, MARK HOWARD, SEAN McCONVILLE, GRAHAM RIDDELL

TUNISIA SHOOT

Productions Services Provided by.....CTV Services, Tunis, Tunisia
Production Supervisor.....ABDELAZIZ BEN MLOUKA
Unit Managers.....MEIMOUN MAHBOULI, PHILLIPA DAY
Production Coordinator.....AMEL BECHARNIA
Location Manager.....MOSLAH KRAIEM
Transport Manager.....LASSAAD MEJRI
Production Accountant.....ABDALLAH BALOUCHE
Art Director.....TAIEB JALLOULI
First Assistant Director.....MOEZ KAMOUN
Prop Master/Buyer.....MOHAMED BARGAOU
Grip.....HASSEN TEBBI
Gaffer.....LOTFI SIALA
Make-up Assistant.....HAGER BOUHAOUALA
Wardrobe Supervisor.....NAAMA JAZI MEJRI

ITALY SHOOT

Production Services Provided by.....MESTIERE CINEMA, VENICE, ITALY
Production Supervisor.....GUIDO CERASUOLO
Unit Manager.....ENRICO BALLARIN
Production Coordinator.....LAURA CAPATTO
Production Assistant.....NICOLA ROSADA
First Assistant Director.....DAVID TURCHI
Second Assistant Director.....DARIO CIONI
Third Assistant Director.....ANDREA BONI

Location Manager.....FRANCO RAPA
Location Assistant.....UGO CRISCUOLO
Art Director.....LIVIA BORGOGNONI
Transport Captain.....FABIO MANCINI
Accountant.....CARLA ZACCHIA
Payroll.....MARILENA LE FERRARA
Cashier.....CLAUDIA BRAVIN
Transport Captain.....PHIL ALLCHIN

Unit Drivers.....GEORGE ANDREWS, NIGEL BRITCHNELL, GARRY CLARK,
PETER COLLINS, MARK DAVIES, BRIAN ESTERBROOK, PETER GRADOVAC,
JOHN HOLLYWOOD, CHRIS STREETER, STEVE TIMMS

Catering by.....HOLLYWOOD CATERING SERVICES
Catering Manager.....TIM DE'ATH
Artistes' Chef.....MARK REYNOLDS
Craft Service.....SOHPIE MELLOR

Special Thanks to.....JIM MORRIS, GLORIA BORDERS, PATRICIA BLAU,
STEVE SMITH, SIMON TAY, DANIEL DARK, SALLY BULLOCK,
MAXXIOM LIMITED, RUNCO VIDEO INTERNATIONAL, PARASOUND-HOME
THEATER, DON POST, ANNA BIES, FRAMESTORE LONDON, CHAPEAU ATELIER,
GALLERY SOFTWARE, TUNIS AIR, THE PEOPLE OF TOZEUR, TATAOUINE &
MEDENINE, TUNISIA, TUNISIAN MINISTRY OF THE INTERIOR, ITALIAN MINISTRY OF
ART AND CULTURE, SUPERINTENDENT OF THE HERITAGE OF CASERTA &
BENEVENTO, ITALIAN AIR FORCE TRAINING SCHOOL FOR NON-COMMISSIONED
OFFICERS, GOVERNOR AND CITY OF CASERTA, POLICE & CARABINIEERI OF
CASERTA, ITALIAN AIR FORCE – AIRFIELD CAPODICHINO, NAPLES, HERTS FILM
LINK, BRITISH MUSICIANS UNION, AZTEC MODELS, ELECTROHOME PROJECTION
SYSTEMS, DOREMI LABS INCORPORATED, SONY CORPORATION OF AMERICA

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Production Speaker Systems by M&K Sound

Location Projection Facilities by Digital Projection

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Underwater Tank by Actoin Underwater Studios, Ltd.

Production Software by Columbus Entertainment

Scripts by Sapex Scripts

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Production Legal Services by Billy Hinshelwood – Marriott Harrison

Insurance Services by David Havard & AON/Albert G. Ruben

European Travel Services by Sue Roberts – The Travel Company

US Travel Services by Cathy Nilseon – Direct Access

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Commotion Visual Effects Software by Puffin Designs
Digital Storage by Hammer Storage Solutions
Pre-Visualization Computers by Apple
Animation Software by Softimage
Maya Software by Alias/Wavefront**

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**Arriflex Xamera & Hawk Anamorphic Lenses Supplied by Arri Media
Shot on Kodak Motion Picture Film**

**Soundtrack Available by Sony Classical
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**Dolby Digital
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