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# **Star Wars: Episode I - The Phantom Menace**

By George Lucas

**TITLE CARD :**

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

**EPISODE 1 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 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 Trade Federation battleships.

**INT. REPUBLIC CRUISER - COCKPIT**

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

**QUI-GON :**

The Captain turns to an unseen figure sitting behind her.

**CAPTAIN :**

**QUI-GON :**

**CAPTAIN :**

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

**CAPTAIN :**

the

Ambassadors for the Supreme Chancellor wish to board immediately.

**NUTE :**

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.

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

The small space cruiser docks in the enormous main bay of the Federation battleship.

INT. FEDERATION BATTLESHIP - DOCKING BAY - SPACE

A PROTOCOL DROID, TC-14, waits at the door to the docking bay. Two WORKER DROIDS, PK-4 and EG-9 watch.

**PK-4 :**

useless

protocol gearheads to greet them.

The door opens, and the Republic cruiser can be seen in the docking bay. Two darkly robed figures are greeted by TC-14.

**TC-14 :**

They move off down the hallway.

**EG-9 :**

**PR-4 :**

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 :**

master

will be with you shortly.

The droid bows before OBI-WAN KENOBI and QUI-GON JINN. He 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 sixty years old, has long white hair in a ponytail. He is tall and striking, with blue eyes. OBI-WAN is twenty five, with very short brown hair, pale skin, and blue eyes. Several exotic, bird-like creatures SING in a cage near the door.

**OBI-WAN :**

**QUI-GON :**

**OBI-WAN :**

somethgng...elsewhere...elusive.

**QUI-GON :**

concentration

here and now where it belongs.

**OBI-WAN :**

**QUI-GON :**

the  
living Force, my young Padawan.

**OBI-WAN :**

with  
the chancellor's demands?

**QUI-GON :**

be  
short.

INT. FEDERATION BATTLESHIP - BRIDGE

NUTE GUNRAY and DAULTRAY DOFINE stand, stunned, before TC-14.

**NUTE :**

**TC-14 :**

**DOFINE :**

me,  
we're done for!

INT. FEDERATION BATTLESHIP - HALLWAY

A hologram of NUTE , surrounded by BATTLE DROIDS, appears in the conference room hallway.

**NUTE :**

The hologram fades off, as a BATTLE DROID, OWO-1, cautiously opens the door. A deadly green 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 :**

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.

INT. FEDERATION BATTLESHIP - BRIDGE

The bridge is a cocophony of alarms. NUTE and RUNE watch OWO-1 on the viewscreen.

**OWO-1 :**

OWO-1 is suddenly cut in half in mid-sentence. RUNE gives NUTE a worried look.

**NUTE :**

**RUNE :**

**NUTE :**

bridge.

**RUNE :**

The doors to the bridge SLAM shut.

**NUTE :**

**RUNE :**

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 :**

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 tabs the door with his sword. The screen goes black as a red spot appears in the center of the blast door.

**RUNE :**

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

**NUTE :**

**RUNE :**

INT. FEDERATION BATTLESHIP - HALLWAY - OUTSIDE BRIDGE

Ten 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. QUI-GON can't see them but senses their presence.

**QUI-GON :**

**OBI-WAN :**

stage.

The WHEEL DROIDS, led by P-59, rush the entry area from three hallways, blasting away with their laser guns. They stop firing and stand in a semi-circle as the smoke clears. OBI-WAN and QUI-GON are nowhere to be

seen.

**P-59 :**

The Jedi materialize at the far end of the hallway and dash through the doorway that slams shut. The WHEEL DROIDS blast away at the two JEDI with their laser swords.

**OBI-WAN :**

**QUI-GON :**

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 :**

droids.

**TEY HOW :**

INT. FEDERATION BATTLESHIP - MAIN BAY

QUI-GON and OBI-WAN appear at a large vent in a giant hanger bay. They are careful not to be seen. Thousands of BATTLE DROIDS are loading onto landing craft.

**QUI-GON :**

**OBI-WAN :**

**QUI-GON :**

warn the

Naboo and contact Chancellor Valorum. Let's split up. Stow aboard separate ships and meet down on the planet.

**OBI-WAN :**

were

short.

INT. FEDERATION BATTLESHIP - BRIDGE

TEY HOW receives a transmission.

**TEY HOW :**

**RUNE :**

**NUTE :**

On the view screen, QUEEN AMIDALA appears in her throne room. Wearing her

elaborate headdress and robes, she sits, surrounded by the GOVERNING COUNCIL and FOUR HANDMAIDENS, EIRTAE, YANE, RABE, and SACHE.

**NUTE :**

Federation is  
pleased.

**AMIDALA :**

Viceroy...Your trade boycott of our planet has ended.  
NUTE smirks at RUNE.

**NUTE :**

**AMIDALA :**

blockade of  
yours.

**NUTE :**

vote.

**AMIDALA :**

Chancellor's  
Ambassadors are with you now, and that you have beencommanded to reach a  
settlement.

**NUTE :**

AMIDALA, surprised at his reaction, studies him carefully.

**AMIDALA :**

time.

**NUTE :**

approval of  
the Senate. You assume too much.

**AMIDALA :**

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

**RUNE :**

**NUTE :**

**RUNE :**

**NUTE :**

communications  
down there.

INT. NABOO PALACE - THRONE ROOM

The QUEEN, EIRTAE, SACHE and her Governor, SIO BIBBLE, stand before a hologram of SENATOR PALPATINE, a thin, kindly man.

**PALPATINE :**

Chancellor...his Ambassaodrs did arrive. It must be  
the...get...negotiate...

The hologram of PALPATIONE sputters and fades away.

**AMIDALA :**

CAPTAIN PANAKA turns to his SARGEANT

**CAPT. PANAKA :**

**BIBBLE :**

**CAPT. PANAKA :**

**BIBBLE :**

Invasion.

**AMIDALA :**

not  
dare go that far.

**CAPT. PANAKA :**

they'd be  
finished.

**AMIDALA :**

**BIBBLE :**

atre the  
Chancellors Ambassadors? How can we negotiate? We must prepare to defend  
ourselves.

**CAPT. PANAKA :**

security  
volunteers will be no match against a battle-hardened Federation army.

**AMIDALA :**



war.

EXT. SPACE LANDING CRAFT - TWILIGHT (FX)

Six landing craft fly in formation toward the surface of the planet Naboo.

EXT. NABOO SWAMP - SHALLOW LAKE - TWILIGHT

Three landing craft slowly descend through the cloud cover of the perpetually gray twilight side of the planet. One by one, the Federation warships land in the eerie swamp.

OBI-WAN's head emerges from the mud of a shallow lake. For 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. Troop Transports (MTT's) emerge from the landing craft.

EXT. NABOO EDGE OF SWAMP / GRASS PLAINS - TWILIGHT (FX)

The droid invasion force moves out of the swamp and onto a grassy plain. OOM-9, in his tank, looks out over the vast ARMY marching across the rolling hills. A small hologram of RUNE and NUTE stands on the tank.

**RUNE :**

onto one  
of your landing craft.

**OOM-9 :**

out of  
the swamp and are marching on the cities. We are meeting no resistance.

**NUTE :**

EXT. NABOO SWAMP - TWILIGHT

QUI-GON runs through the strange landscape, glancing back to see the monstrous troop transports, emerging from the mist. Animals begin to run past him in a panic.

An odd, frog-like Gungan, JAR JAR INKS, squats holding a clam he has retrieved from the murky swamp. The shell pops open. JAR JAR's greta 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. One of the huge MTT's bears down on the JEDI like a charging locomotive. JAR JAR stands transfixed, still holding the clam shell in one hand.

**JAR JAR :**

JAR JAR drops the shell and grabs onto QUI-GON as he passes. The JEDI is caught by surprise.

**JAR JAR :**

**QUI-GON :**

The machine is about to crush them as QUI-GON drags JAR JAR behind 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 races overhead. QUI-GON and JAR JAR pull themselves out of the mud. They stand watching the war machine disappear into the mist. JAR JAR grabs QUI-GON and hugs him.

**JAR JAR :**

The frog-like creature kisses the JEDI.

**QUI-GON :**

**JAR JAR :**

**QUI-GON :**

get outta  
here!

QUI-GON starts to move off, and JAR JAR follows.

**JAR JAR :**

**QUI-GON :**

**JAR JAR :**

tis. Mesa  
culler Jaja Binkss.

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

**QUI-GON :**

**JAR JAR :**

The two STAPS barrel down on OBI-WAN.

**JAR JAR :**

QUI-GON throws JAR JAR into the mud.

**QUI-GON :**

His head pops up.

**JAR JAR :**

The two troops fire laser bolts at OBI-WAN. QUI-GON deflects the bolts back, and the STAPS blow up. One-two. OBI-WAN is exhausted and tries to catch his breath.

**OBI-WAN :**

OBI-WAN pulls out his burnt laser sword handle. QUI-GON inspects it, as JAR JAR pulls himself out of the mud.

**QUI-GON :**

OBI-WAN nods sheepishly.

**QUI-GON :**

lesson I  
hope you've learned, my young Padawan.

**OBI-WAN :**

**JAR JAR :**

**OBI-WAN :**

**QUI-GON :**

**JAR JAR :**

OBI-WAN and QUI-GON start to run. JAR JAR tries to keep up.

**JAR JAR :**

would be  
Otoh Gunga. Tis where I grew up...Tis safe city.  
They all stop.

**QUI-GON :**

**JAR JAR :**

**QUI-GON :**

**JAR JAR :**

forgoten der Bosses would do terrible tings to my. Terrible tings if my  
goen back dare.  
A PULSATING SOUND is heard in the distance.

**QUI-GON :**

JAR JAR shakes his head yes.

**QUI-GON :**

heading  
this way...

**OBI-WAN :**

little  
pieces, then blast us into oblivion!

**JAR JAR :**

JAR JAR turns and runs into the swamp.

EXT. NABOO SWAMP LAKE - TWILIGHT

QUI-GON, OBI-WAN and JAR JAR run into a murky lake and stop as JAR JAR tries to catch his breath. The TRANSPORTS ARE HEARD in the distance.

**QUI-GON :**

**JAR JAR :**

QUI-GON and OBI-WAN pull out small capsule from their utility belts that turn into breathing masks.

**JAR JAR :**

Don't  
expict a wern welcome.

**OBI-WAN :**

JAR JAR jumps, does a double somersault with a twist, and dives into the water.

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 murky depths. In the distance the glow of Otoh Gunga, an underwater city made up of large 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.

INT. OTOH GUNGA - CITY SQUARE

GUNGANS in the square scatter when they see the strange JEDI. 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 :**

**CAPT. TARPALS :**

big  
dudu this time.

CAPT. TARPALS gives JAR JAR a slight zap with his power pole. JAR JAR jumps

and moves off, followed by the two JEDI.

**JAR JAR :**

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 facing BOSS NASS, who sits on a bench higher than the others.

**BOSS NASS :**

tis new  
weesong!

**QUI-GON :**

them.

**BOSS NASS :**

tink  
day so smarty den us-ens. Day tink day brains so big.

**OBI-WAN :**

come  
here and take control of you.

**BOSS NASS :**

no  
nutten talkie it outlaunders. Dos mackineeks no comen here! Dey not know of  
uss-en.

**OBI-WAN :**

noe of  
you will affect the other. You must understand this.

**BOSS NASS :**

no  
care-n about da Naboo.

**QUI-GON :**

**BOSS NASS :**

**QUI-GON :**

**BOSS NASS :**

tis goen  
through da core. Now go.

**QUI-GON :**

QUI-GON and OBI-WAN turn to leave.

**OBI-WAN :**

**QUI-GON :**

The JEDI notice JAR JAR in chains to one side, waiting to hear his verdict.  
QUI-GON stops. JAR JAR gives him a forlorn look.

**JAR JAR :**

bombin!!

**QUI-GON :**

**JAR JAR :**

JAR JAR's soulful look is counterpointed by a sheepish grin.

**OBI-WAN :**

**QUI-GON :**

core. This  
Gungan my be of help.  
QUI-GON walks bact to BOSS NASS.

**QUI-GON :**

**BOSS NASS :**

pune-ished.

**QUI-GON :**

not be  
too severe.

**BOSS NASS :**

**JAR JAR :**

OBI-WAN looks concerned. QUI-GON is thinking.

**QUI-GON :**

have  
saved Jar Jar Binks' life. He owes me what you call a "life.debt."

**BOSS NASS :**

JAR JAR nods and joins the JEDI. QUI-GON waves his hand.

**QUI-GON :**

**BOSS NASS :**

**JAR JAR :**

core...Yee guds, whata mesa sayin?!

EXT. NABOO CITY - UNDERWATER - SUB (FX)

A strange little submarine propels itself away from the 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 :**

**OBI-WAN :**

along

with us?...Here, take over.

**JAR JAR :**

**QUI-GON :**

**JAR JAR :**

Force will

guide us...

**JAR JAR :**

stinkowiff.

JAR JAR veers the craft to the left and turns the lights on. The coral vistas are grand, fantastic, and wonderous.

**OBI-WAN :**

**JAR JAR :**

mesa...oooh...aaaa.....clumsy.

**OBI-WAN :**

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

**JAR JAR :**

axadentes...yud-say

boom da gasser, un 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, lumimnous OPEE SEA KILLER has hooked them with its long gooey tongue.

**QUI-GON :**

Instead of full ahead, JAR JAR jams the controls into reverse. The sub flies into the mouth of the creature.

**JAR JAR :**

**OBI-WAN :**

OBI-WAN takes over the controls and the OPEE SEA KILLER instantly releases the sub from its mouth.

**JAR JAR :**

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 :**

INT. FEDERATION BATTLESHIP - BRIDGE

NUTE and RUNE stand before a hologram of DARTH SIDIOUS.

**NUTE :**

**DARTH SIDIOUS :**

By the

time this incident comes up for a vote, they will have no choice but to accept your control of the system.

**NUTE :**

**DARTH SIDIOUS :**

controlling

her will not be difficult. You have done well, Viceroy.

**NUTE :**

DARTH SIDIOUS fades away.

**RUNE :**



**NUTE :**

report.

INT. SUB COCKPIT - UNDERWATER

Sparks are flying, and water is leaking into the cabin. The sound of the power drive drops.

**OBI-WAN :**

OBI-WAN is working with the sparking wires. JAR JAR panics.

**QUI-GON :**

**JAR JAR :**

sink'n, and

nooooo power! You nutsen! WHEN YOUS A TINK WESA IN TROUBLE?!!!!?

**OBI-WAN :**

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

**JAR JAR :**

The large COLO CLAW FISH is surprised and rears back. The sub turns around and speeds away.

**JAR JAR :**

**QUI-GON :**

QUI-GON puts his hand on JAR JAR's shoulder. JAR JAR relaxes into a coma.

**OBI-WAN :**

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.

OBI-WAN (cont'd) This is not good!

JAR JAR regains consciousness.

**JAR JAR :**

JAR JAR's eyes bulge, and he faints again. 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 :**

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.

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.

**NUTE :**

INT. NABOO LAKE - UNDERWATER - SUB (FX)

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

**JAR JAR :**

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.

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 :**

**QUI-GON :**

**JAR JAR :**

**OBI-WAN :**

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

**JAR JAR :**

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. In the background, QUI-GON takes a cable out of his belt. The engine coughs and dies. They start drifting backward again. JAR JAR panics.

**JAR JAR :**

QUI-GON shoots the thin cable, and it wraps itself around a railing on the shore. The sub pulls the cable taut, and the little craft hangs precariously over the edge of the waterfall.

**QUI-GON :**

OBI-WAN climbs out of the sub and pulls himself along the cable. QUI-GON starts in after him.

**QUI-GON :**

**JAR JAR :**

**OBI-WAN :**

**JAR JAR :**

JAR JAR looks back and sees he is hanging over the waterfall.

**JAR JAR :**

JAR JAR starts to climb out of the sub. OBI-WAN is on shore and helps to pull QUI-GON out of the water.

**OBI-WAN :**

BATTLE DROID 3B3 : (O.S) Drop your weapons!

The TWO JEDI turn around to see a BATTLE DROID standing in front of them.

JAR JAR climbs up on shore between the JEDI.

BATTLE DROID 3B3 : I said drop your weapons

QUI-GON ignites his laser sword, and in a brief flash, the DROID is cut down by the JEDI. A stray laser bolt hits the cable and the sub breaks lose, crashing down the waterfall.

The JEDI move on. JAR JAR reluctantly follows and looks back at the mess.

**JAR JAR :**

EXT. THEED - PALACE - DAY

The waterfalls of Theed sparkle in the noonday sun.

INT. THEED - PALACE THRONE ROOM - DAY

QUEEN AMIDALA, SIO BIBBLE, and FIVE OF HER HANDMAIDENS (EIRTAE, YANE, PADME, RABE, SACHE) are surrounded by TWENTY DROIDS. CAPTAIN PANAKA and FOUR NABOO GUARDS are also held at gunpoint. NUTE and RUNE stand in the middle of the room.

**BIBBLE :**

**NUTE :**

legitimize our occupation here. I've been assured it will be ratified by the Senate.

**AMIDALA :**

**NUTE :**

have in

store for your people. In time, their suffering will persuade you to see

our point of view. Commander. (OOM-9 steps forward) Process them.

**OOM-9 :**

The SERGEANT marches the GROUP out of the throne room.

EXT. PALACE - PLAZA - DAY

QUEEN AMIDALA, PADME, EIRTA, 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 JEDIS' flashing lightsabres 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 :**

QUEEN AMIDALA and the OTHERS are amazed. JAR JAR is getting used to this. They move between two buildings.

**QUI-GON :**

Chancellor.

**BIBBLE :**

**QUI-GON :**

make

contact with the republic.

CAPTAIN PANAKA steps forward.

**CAPT. PANAKA :**

**QUI-GON :**

**CAPT. PANAKA :**

THEY disappear down an alleyway as the ALARMS are sounded

INT. CENTRAL HANGER - HALLWAY - DAY

CAPTAIN PANAKA cracks open a side door to the central hanger. 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 :**

**QUI-GON :**

the  
circumstances, I suggest you come to Coruscant with us.

**AMIDALA :**

people.

**QUI-GON :**

**BIBBLE :**

**CAPT. PANAKA :**

of  
theirs legal. They can't afford to kill her.

**QUI-GON :**

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.

**BIBBLE :**

Senate  
to side with us... Senator Palpatine will need your help.

**CAPT. PANAKA :**

Highness.  
Any attempt to escape will be dangerous.

**BIBBLE :**

will have  
to retain the Council of Governors in order to maintain control. But you  
must leave...  
The QUEEN turns to PADME and EIRTAE.

**AMIDALA :**

**PADME :**

**QUI-GON :**

**AMIDALA :**

Be  
careful, Governor.

INT. CENTRAL HANGER - DAY

The door opens to the main hanger. QUI-GON, OBI-WAN, JAR JAR, CAPTAIN PANAKA, TWO GUARDS, and THREE HANDMAIDENS (PADME, EIRTAE, RABE), followed by QUEEN AMIDALA, head for a sleek chrome spacecraft. SIO BIBBLE, YANE and SACHE stay behind. The HANDMAIDENS begin to cry.

**CAPT. PANAKA :**

CAPTAIN PANAKA points to TWENTY GUARDS, GROUND CREW, and PILOTS held in a corner by SIX BATTLE DROIDS.

**OBI-WAN :**

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 :**

**QUI-GON :**

those  
people to Coruscant.

**DROID GUARD :**

The DROID GUARD 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 BIBBLR. After everyone has made it onto the ship, QUI-GON jumps on board. ALARMS sound. MORE DROIDS rush into the hanger and fire as the ship takes off.

EXT. THEED - HANGER ENTRY - DAY (FX)

The ship exits the hanger. BATTLE DROIDS standing in the hanger 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 - COCKPIT

The PILOT, RIC OLIE, navigates toward the massive battleship, QUI-GON and CAPTAIN PANAKA watch.

**RIC OLIE :**

INT. NABOO SPACECRAFT - DROID HOLD

JAR JAR is led into a low, cramped doorway by OBI-WAN.

**OBI-WAN :**

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 :**

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 :**

flying  
out.

JAR JAR quickly closes it again, very embarrassed.

**JAR JAR :**

**RIC OLIE :**

main

power drive. Deflector shield up, at maximum.

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

**RIC OLIE :**

hyperdrive  
is leaking.

**QUI-GON :**

ship.

QUI-GON studies a star chart on a monitor.

**OBI-WAN :**

poor... The

Trade Federation has no presence there.

**CAPT. PANAKA :**

**QUI-GON :**

**CAPT. PANAKA :**

**OBI-WAN :**

**CAPT. PANAKA :**

are  
gangsters... If they discovered her...

**QUI-GON :**

controlled by the Federation...except the Hutts aren't looking for her,  
which gives us an advantage.

CPATAIN PANAKA takes a deep breath in frustration.

EXT. SPACE - NABOO SPACECRAFT (FX)

The Naboo spacecraft races away.

INT. FEDERATION BATTLESHIP - CONFERENCE ROOM

NUTE and RUNE sit around a conference table with a hologram of DARTH  
SIDIOUS.

**NUTE :**

any  
other settlements...

**DARTH SIDIOUS :**

Viceroy...slowly...quietly. And Queen Amidala, has she signed the treaty?

**NUTE :**

blockade.

**DARTH SIDIOUS :**

**NUTE :**

range.

**DARTH SIDIOUS :**

A second SITH LORD appears behind DARTH SIDIOUS.

**DARTH SIDIOUS :**

Maul. He  
will find your lost ship.

**NUTE :**

**NUTE :**

them.

**RUNE :**

the Jedi  
become aware of these Sith Lords?

INT. NABOO SPACECRAFT - QUEENS 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 :**

Without a doubt, it saved the ship, as well as our lives.

**AMIDALA :**

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 read the number:

**CAPT. PANAKA :**

**AMIDALA :**

loyal...Padme!  
PADME bows before the QUEEN.

**AMIDALA :**

our gratitude...(to Panaka) Continue, Captain.  
CAPTAIN PANAKA looks nervously to OBI-WAN and QUI-GON.

**QUI-GON :**

Tatooine.  
It is a system far beyond the reach of the Trade Federation. There we will be able to make needed repairs, then travel on to Coruscant.

**CAPTAIN PANAKA :**

controlled by an alliance of gangs called the Hutts. I do not agree with the Jedi on this.

**QUI-GON :**

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 Astra Droid.  
JAR JAR pops out of an open door.

**JAR JAR :**

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

**JAR JAR :**

**PADME :**

**JAR JAR :**

**PADME :**

JAR JAR hands PADME the oil can.

**JAR JAR :**

Highness,

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

**JAR JAR :**

morning

munchen. Den boom....getten berry skeered, un grabbed dat Jedi, and before mesa knowen it...pow! Mesa here. (he shrugs)...getten berry berry skeered. ARTOO BEEPS a sympathetic beep.

INT. ANBOO 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.

**OBI-WAN :**

**RIC OLIE :**

**QUI-GON :**

attention.

EXT. TATOOINE - SPACE (FX)

The ship heads toward the planet of Tatooine.

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.

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 :**

JAR JAR walks back to ARTOO in the hallway as QUI-GON (dressed as a farmer) enters the main area.

**OBI-WAN :**

new

one.

QUI-GON moves closer to OBI-WAN and speaks quietly to him.

**QUI-GON :**

disturbance in the Force.

**OBI-WAN :**

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 :**

From the spaceship, CAPTAIN PANAKA and PADME run toward them.

**CAPT. PANAKA :**

QUI-GON stops as they catch up. PADME is dresses in rough peasant's garb.

**CAPT. PANAKA :**

handmaiden

with you. She wishes for her to observe the local...

**QUI-GON :**

spaceport

is not going to be pleasant...

**CAPT. PANAKA :**

planet.

**PADME :**

**CAPT. PANAKA :**

**QUI-GON :**

Stay

close to me.

He gives PADME a stern look.

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 enviroment.

**QUI-GON :**

indigenous

tribes and scavengers. The few spaceports like this one are havens for those who do not wish to be found...

**PADME :**

ARTOO whistles along, with perfect confidence.

**JAR JAR :**

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 :**

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 :**

**QUI-GON :**

**WATTO :**

junk?

(subtitled) Peedenkel! Naba dee unko (Boy, get in here! Now!)

**QUI-GON :**

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

**WATTO :**

**ANAKIN :**

like

you...)

**WATTO :**

the

store) Me dwana no bata. (I've got some selling to do here.) (to Qui-Gon) Soooo, let me take- a thee out back. Ni you'll find what you need.

ARTOO and QUI-GON follow WATTO toward the junk yard, 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 :**

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 :**

**PADME :**

**ANAKIN :**

They

live on the Moons of Iego I think. They are the most beautiful creatures in the universe. 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 :**

**PADME :**

**ANAKIN :**

sold to

Gardulla the Hutt, but she lost us, betting on the Podraces, to Watto, who's a lot better master than Gardulla, I think.

**PADME :**

ANAKIN looks at PADME defiantly.

**ANAKIN :**

**PADME :**

a

strange world to me.

ANAKIN studies her intently.

**ANAKIN :**

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 hold on but can't stop it.

**ANAKIN :**

JAR JAR hits the nose, and the DROID collapses back into its original state. ANAKIN and PADME laugh. ANAKIN watches PADME straighten her hair.

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

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

**WATTO :**

I'm the

only one hereabouts who has one...but thee might as well buy a new ship. It would be cheaper, I think...Syng of which, how's thee going to pay for all this?

**QUI-GON :**

**WATTO :**

need

something more real...

**QUI-GON :**

will

do fine.

**WATTO :**

hand

again.

**QUI-GON :**

**WATTO :**

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.

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.

ANAKIN and PADME are oblivious.

**ANAKIN :**

things. I'm making my own droid...

QUI-GON hurries into the shop, followed by ARTOO. QUI-GON : We're leaving.  
JAR JAR follows QUI-GON. PADME gives ANAKIN a loving look.

**PADME :**

**ANAKIN :**

**PADME :**

**ANAKIN :**

**PADME :**

PADME turns, and ANAKIN looks sad as he watches her leave.

**ANAKIN :**

WATTO enters the junk yard, shaking his head.

**WATTO :**

nolia.

(Outlanders! They think because we live so far from the center, we don't know nothing.)

**ANAKIN :**

WATTO :

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

ANAKIN lets out a "yipee" and runs out the back.

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.

**QUI-GON :**

on  
board?

**OBI-WAN :**

maybe.

Not enough for you to barter with. Not in the ammounts you're talking about.

**QUI-GON :**

check back.

QUI-GON puts his comlink away and starts out into the main street. JAR JAR grabs his arm.

**JAR JAR :**  
crunched.

**QUI-GON :**

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. 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. He looks around to see if anyone is looknig, 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 :**

JAR JAR opens his mouth in surprise, and the frog snaps away, ricochets around the market, and lands in Sebulba's soup, splashing him. As JAR JAR moves away from the VENDOR, SEBULBA jumps up on the table and grabs the hapless Gungan.

**SEBULBA :**

:

(subtitled) Ni chuba na?? (Is this yours??)

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.

**JAR JAR :**

**ANAKIN :**

JAR JAR turns to see ANAKNI pushing his way next to him. The boy stands up to SEBULBA in a very self-assured way.

**ANAKIN :**

(Careful,

Sebulba...This one's very connected.)

SEBULBA stops his assault on JAR JAR and turns to ANAKIN.

**SEBULBA :**

(Connected?? Whada  
you mean, slave?)



**ANAKIN :**

rodde

co pana pee choppa chawa. (As in Hutt...big time outlander, this one... I'd hate to see you diced before we race again.)

**SEBULBA :**

klounkee(Next time

we race, wermo, 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 :**

pity if

you had to pay for me.)

QUI-GON, PADME and ARTOO arrive.

**ANAKIN :**

orange

goo. He picked a fight with a Dug. An especially dangerous Dug called Sebulba.

**JAR JAR :**

wanten.

**QUI-GON :**

trouble.

Thank you, my young friend.

PADME looks at ANAKIN and smiles; he smiles back. They start walking down the crowded street.

**JAR JAR :**

**ANAKIN :**

fear by

squashing you...be less afraid.

**PADME :**

**ANAKIN :**

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 :**

**CAPT. PANAKA :**

CAPTAIN PANAKA'S comlink sounds off.

**CAPT. PANAKA :**

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 :**

**JIRA :**

**ANAKIN :**

searching for.

It's pretty beat up, but I'll have it fixed up for you in no time, I promise.

**JIRA :**

**ANAKIN :**

these...

ANAKIN reaches in his pocket and comes up with three coins. He drops one. QUI-GON picks it up, revealing for a moment, his lightsabre.

**ANAKIN :**

I'm not

hungry.

The wind picks up. SHOP OWNERS are starting to close up their shops as JIRA gives them their palties.

**JIRA :**

You'd

better get home quick.

**ANAKIN :**

**QUI-GON :**

**ANAKIN :**

**PADME :**

**ANAKIN :**

very,

very dangerous. Come with me. Hurry!

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 :**

**JAR JAR :**

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 :**

**ANAKIN :**

don't know

any of your names.

**QUI-GON :**

out a

little beep.

**PADME :**

**ANAKIN :**

**SHMI :**

**ANAKIN :**

The wind HOWLS outside.

**QUI-GON :**

**ANAKIN :**

ANAKIN leads PADME into the other room. ARTOO follows, beeping all the way.

QUI-GON takes five small capsules from his utility belt and hands them to

SHMI.

**QUI-GON :**

**SHMI :**

I'll

never get used to Anakin's surprises.

**QUI-GON :**

discovered

a secret.

**SHMI :**

INT. ANAKIN'S HOVEL - BEDROOM - DAY

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

**ANAKIN :**

**PADME :**

**ANAKIN :**

Watch!

ANAKIN pushes a switch, and the DROID sits up. Anakin rushes around, grabs an eye and puts it in one of the sockets.

**THREEPIO :**

How

might I serve you?

**PADME :**

**ANAKIN :**

a

Podracer!

PADME smiles at his enthusiasm. ARTOO lets out a flurry of beeps and whistles.

**THREEPIO :**

**ARTOO BEEPS:**

**THREEPIO :**

embarrassing!

INT. NABOO SPACECRAFT - QUEENS CHAMBERS

AMIDALA, EIRTAE, RABE, and OBI-WAN watch a very bad transmission of a SIO BIBBLE hologram.

**BIBBLE :**

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 :**

kind.

INT. ANAKIN'S HOVEL - MAIN ROOM - DAY

QUI-GON listens to his comlink. OBI-WAN is in the cockpit.

**OBI-WAN :**

**QUI-GON :**

**OBI-WAN :**

**QUI-GON :**

EXT. CORUSCANT - BALCONY OVERLOOKING CITY - NIGHT

DARTH SIDIOUS and DARTH MAUL look out over the vast city.

**DARTH MAUL :**

correct, I

will find them quickly, Master.

**DARTH SIDIOUS :**

difficulty taking the Queen back to Naboo, where she will sign the treaty.

**DARTH MAUL :**

we will

have revenge.

**DARTH SIDIOUS :**

they will

be no match for you. It is too late for them to stop us now. Everything is going as planned. The Republic will soon be in my command.

The hologram of DARTH MAUL fades off as DARTH SIDIOUS looks out over the city. 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 dinner as the wind howls outside.

JAR JAR slurps his soup rather loudly. Everyone looks at him. He turns a little brighter red.

**SHMI :**  
somewhere.

**ANAKIN :**  
no  
luck.

**SHMI :**

**ANAKIN :**  
PADME and JAR JAR are horrified.

**JAR JAR :**

**PADME :**  
Republic's anti-slavery laws...

**SHMI :**  
own.  
An awkward silence. ANAKIN attempts to end the embarrassment.

**ANAKIN :**  
PADME shakes her head no. 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.

**QUI-GON :**  
dangerous.

**ANAKIN :**  
SHMI looks askance at her son.

**ANAKIN :**  
he's  
never heard of a human doing it.

**QUI-GON :**  
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 :**

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 :**

**QUI-GON :**

**ANAKIN :**

**QUI-GON :**

**ANAKIN :**

weapon.

QUI-GON leans back and slowly smiles.

**QUI-GON :**

**ANAKIN :**

**QUI-GON :**

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 :**

**ANAKIN :**

QUI-GON thinks for a moment.

**QUI-GON :**

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 :**

**PADME :**

repair  
it.

**ANAKIN :**

**QUI-GON :**

parts we  
need...

**JAR JAR :**

**PADME :**

**SHMI :**  
awful  
races.

**QUI-GON :**  
properly.

**ANAKIN :**  
race  
tomorrow, on Boonta Eve. You could enter my pod. It's all but finished...

**SHMI :**

**ANAKIN :**  
make him  
think it's your's, and you could get him to let me pilot it for you.  
QUI-GON looks to SHMI. She is upset.

**SHMI :**  
time Watto  
makes you do it.

**ANAKIN :**  
trouble. The  
prize money would more than pay for the parts they need. JAR JAR : Wesa ina  
pitty bad goo.

**GUI-GON :**  
Republic who  
might be able to help us?  
SHMI shakes her head no.

**ANAKIN :**  
problem in  
the universe is no one helps each other...

**SHMI :**



JAR JAR belches. There is silence for a moment as they eat.

**PADME :**

will  
find another way...

**SHMI :**

it, but  
he can help you...he was meant to help you.

**ANAKIN :**

The storm continues to rage outside the slave hovel.

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 :**

hardly know.  
The Queen will not approve.

**QUI-GON :**

**PADME :**

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 :**

**ANKAIN :**

**WATTO :**

**ANAKIN :**

QUI-GON walks in, and WATTO and ANAKIN join him.

**WATTO :**

afford  
parts. How can you do this? Not on Republic credits, I think. (he laughs)

**QUI-GON :**

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 :**

**QUI-GON :**

**WATTO :**

last  
race. It will take some time to fix it.  
ANAKIN is embarrassed and steps forward.

**ANAKIN :**

with his  
vent ports. I actually saved the Pod...mostly.

**WATTO :**

**QUI-GON :**

ever  
built."

**WATTO :**

you  
supply the Pod and the entry fee; I supply the boy. We split the winnings  
fifty-fifty, I think.

**QUI-GON :**

you  
front the cash for the entry. If we win, you keep all the winnings, minus  
the cost of the parts I need...If we lose, you keep my ship.  
WATTO thinks about this. ANAKIN tries not to be nervous.

**QUI-GON :**

**WATTO :**

friend is a  
follish one, methinks.)

EXT. NABOO SPACECRAFT - TATOOINE DESERT - DAY

OBI-WAN stands outside the Naboo spacecraft, speaking into his comlink.  
QUI-GON is on the back porch of the hovel.

**OBI-WAN :**

for a

long time.

**QUI-GON :**

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 :**

thought of  
reward.

**SHMI :**

**QUI-GON :**

**SHMI :**

**QUI-GON :**

appears to  
have such quick reflexes. It is a Jedi trait.

**SHMI :**

**QUI-GON :**

Who  
was his father?

**SHMI :**

him  
birth...I can't explain what happened. Can you help him?

**QUI-GON :**

have  
identified him early, and he would have become Jedi, no doubt...he has the  
way. But it's too late for him now, he's too old.

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 Greedo Type, six years old) join ANAKIN, JAR JAR,  
ARTOO, and PADME securing some wiring.

**ANAKIN :**

Amee, and

Wald.

All whistle, hoot, and speak a greeting.

**KITSTER :**

**ANAKIN :**

tomorrow!

**KITSTER :**

**WALD :**

Annie.)

**AMEE :**

to

run.

**SEEK :**

gonna be

bug squash.

SEEK, WALD, and AMEE take off, laughing. JAR JAR is fiddling with one of the energy binder plates.

**ANAKIN :**

**JAR JAR :**

**ANAKIN :**

hours.

JAR JAR peeks at the energy plate; it makes a little electronic pop, zaps him in the mouth and jumps back. JAR JAR tries to say something, but his mouth is numb and his words are garbled.

**JAR JAR :**

**KITSTER :**

**ANAKIN :**

QUI-GON approaches the GROUP and gives ANAKIN a small battery. JAR JAR gets his hand caught in the afterburner and tries to tell Anakin, but can't get words out that make sense.

**QUI-GON :**

ANAKIN :

Yes, sir!!

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 calls for help. Finally PADME frees him and the engines ignite with a ROAR. EVERYONE cheers.

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 :

ANAKIN :

QUI-GON :

ANAKIN :

QU-IGON :

ANAKIN :

QUI-GON wipes a patch of blood off ANAKIN'S arm.

QUI-GON :

SHMI yells from inside the hovel.

SHMI :

QUI-GON scrapes ANAKIN's blood onto a comlink chip.

ANAKIN :

QUI-GON :

ANAKIN :

SHMI :

QUI-GON :

ANAKIN rolls his eyes and runs into the hovel. QUI-GON takes the blood stained chip and inserts it into the comlink, then calls OBI-WAN.

QUI-GON :

OBI-WAN :

QUI-GON :

OBI-WAN :

QUI-GON :

OBI-WAN :

QUI-GON :

OBI-WAN :

QUI-GON :

OBI-WAN :

the  
reading's off the chart...over twenty thousand.

QUI-GON :

OBI-WAN :

high!

QUI-GON :

OBI-WAN :

QUI-GON :

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. TATOOINE - DESERT MESA - NIGHT

The sinister looking Sith spacecraft lands on top of a desert mesa at dusk, 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.

Six 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 - SLAVE QUARTERS - PORCH - SUNRISE

Padme exits the hovel.

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

As the twin suns rise, ARTOO is busy painting the racing Pod. ANAKIN is asleep. PADME passes ARTOO.

**PADME :**

ARTOO whistles a positive reply. PADME sees KITSTER riding toward them on an EOPIE, a strange camel-lile creature. He is leading a second EOPIE behind him. PADME goes over to ANAKIN. He looks very vulnerable as he sleeps. She watches him, then touches him on the cheek. ANAKIN wakes up, yawns, and looks at her, a little puzzled.

**ANAKIN :**

battle.

**PADME :**

in and

clean up. We have to leave soon. ANAKIN stands up and stretches just as KITSTER arrives.

**ANAKIN :**

Qui-Gon?

**PADME :**

arena.

EXT. MOS ESPA - ARENA - MAIN HANGER - DAY

RACE CREWS mill about outside the Main Hanger.

INT. MOS ESPA - ARENA - MAIN HANGER - 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 :**

**QUI-GON :**

the

suns set, and we'll be far away from here.

**WATTO :**

funny

business.

**QUI-GON :**

WATTO stops before an orange racer. Sitting to one side, having his shoulders and neck massaged by TWIN YOBANAS, is SEBULBA.

**WATTO :**

credit

to your race, but Sebulba there is going to win, I think.

**QUI-GON :**

**WATTO :**

**QUI-GON :**

**WATTO :**

**QUI-GON :**

his

mother.

**WATTO :**

one...the

mother, maybe...the boy isn't for sale.

**QUI-GON :**

WATTO shakes his head.

**QUI-GON :**

WATTO shakes his head again.

**QUI-GON :**

**WATTO :**

or

nothing.

**QUI-GON :**

WATTO pulls out a small cube from his pocket.

**WATTO :**

WATTO tosses the cube down. QUI-GON lifts his hand slightly; it turns blue.

QUI-GON smiles. WATTO is angry.

**WATTO :**

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. WATTO passes ANAKIN as he leaves.

**WATTO :**

chobodd.

(Better stop your friends betting, or I'll end up owning him, too.)

WATTO walks off, laughing.

**ANAKIN :**

**QUI-GON :**

ARTOO beeps at THREEPIO.

**THREEPIO :**

ARTOO emits a series of beeps.

**THREEPIO :**

dreadful starships!

**KITSTER :**

time,  
Annie.

**PADME :**

**KITSTER :**

**PADME :**

**ANAKIN :**

**PADME :**

ANAKN looks sheepish.

**ANAKIN :**

**QUI-GON :**

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, QI-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:**

tah oos

azalus ooval Podraces. (We have perfect weather today for the Boonta classic. The most hazardous of all Podraces.)

**B :**

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 :**

**B :**

**A :**

Ord

Pedrovia.)

**B :**

**A :**

Splastyleeya

bookie ookie!! (On the front line the reigning champion, Sebulba from Pixelito. By far the favorite today.)

**B :**

**A :**

**B :**

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 - ROYAL BOX - DAY (FX)

All the PILOTS bow from the waist as JABBA THE HUTT enters the box and waves to the crowd.

**FODE/BEED :**

**A :**

our  
glorious host, Jabba the Hutt has entered the arena.)  
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 :**

hodrudda du wundee. (Welcome!) Sebulba tuta Pixelito...

EXT. MOS ESPA - ARENA - STARTING GRID - DAY

SEBULBA, who is right next to ANAKIN, stands and waves to his fans. A small pep band plays as his fans wave and cheer.

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 :**

**ANAKIN :**

She leaves as ANAKIN checks the cable hitches.

**JABBA :**

Anakin  
Skywalker tuta Tatoonine....

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 :**

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 :**

**ANAKIN :**

PADME moves away as SEBULBA edges his way next to ANAKIN and gives him a sinister grin.

**SEBULBA :**

You  
won't walk away from this one, slave scum! You're Bantha poodoo.)

**ANAKIN :**

it,  
slime-ball.)

ANAKIN looks the evil SEBULBA in the eye with a cold stare. QUI-GON approaches, and SEBULBA backs off toward his racer.

**JABBA :**

begin!)

The CROWD lets out a LOUD CHEER. QUI-GON helps ANAKIN into his Pod. The boy straps himself into the tiny racer.

**QUI-GON :**

concentrate on  
the moment. Feel. Don't think. Trust your instincts. (he smiles) May the Force be with you.

QUI-GON steps away as ANAKIN puts on his goggles. 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 power-house 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 :**

**FODE/BEED :**

**A :**

activated)

**B :**

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 :**

**QUI-GON :**

**PADME :**

**QUI-GON :**

too.

**PADME :**

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

**FODE/BEED :**

**B :**

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-pitches scream. ANAKIN'S engine floods and coughs - then dies. All the other Podracers except one swerve around him and dissappear down the track. The slave boy struggles to get his racer started. The two-headed announcer reports.

**FODE/BEED :**

**A :**

**B :**

PADME and JAR JAR are very dissapointed 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 receeding 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 :**

**B :**

with the  
leaders today.

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. 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. ANAJIN accelerates so fast that he sails right over the top of GASGANO and speeds away. Four TUSKEN RAIDERS perched above the race course fire their rifles at the Pods racing in the canyon below them. One shot ricochets off the back of Anakin's Pod.

**FODE/BEED :**

**B :**

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 is looking over the shoulder of a strange alien named FANTA.

**JAR JAR :**

FANTA moves the view screen out of Jar Jar's view. 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, ODY, 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. JAR JAR is still annoying FANTA for information. 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 :**

B ; There goes Quadinaros' power couplings.

**A :**

time.)

QUI-GON, PADME, SHMI, and JAR JAR yell for joy as ANAKIN passes. JAR JAR is very nervous and pounds on the back of his alien neighbor, FANTA. JAR JAR : What gooie-on?

**FANTA :**

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.

**JAR JAR :**

**PADME :**

EXT. MOS ESPA - ARENA - PIT AREA - DAY (FX)

ARTOO lets out an excited whistle, as KITSTER yells.

**THREEPIO :**

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 :**

**B :**

in...

**A :**

ANAKIN continues to gain on the pack. Tension for SHMI and PADME is unbearable.

ODY stops in the pits. Droids work on his engines. 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. The engine lets out one final wheeze, then EXPLODES in a puff of smoke.

**FODE/BEED :**

**A :**

for  
some attention.)

**ODY :**

TERTER is getting close to SEBULBA, who purposely breaks a small part off his Pod, sending it into Terter'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. 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.

SEBULBA cuts the engine of OBITOKI with his side exhaust, and the racer crashes with a cloud of dust. A THIRD RACER, HABBA, flie into the cloud of dust and crashes into OBITOKI. ANAKIN rounds a corner and heads into the cloud of smoke. He hits a part of one of the engines but regains control.

**FODE/BEED :**

**B :**

closely  
followed by Skywalker...

ANAKIN finally catches up with SEBULBA, and runs neck and neck over the rough terrain. JAR JAR, QUI-GON, SHMI, and PADME all SCREAM s 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 :**

**B :**

**A :**

On a tight corner, ANAKIN dives to the inside and takes the lead.

**FODE BEED :**



**B :**

move!

SEBULBA is furious. He stay's 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 sid by side down the final stretch of the track.

**FODE/BEED :**

**B :**

**A :**

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 :**

**B :**

**A :**

**B :**

**A :**

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 Pos starts spinning.

The release of tension sends SEBULBA into an ancient statue. One engine EXPLODES, then the other. SEBULBA skids through the fire-balls, 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. Suddenly he realizes his pants are on fire, and he struggles to put them out. ANAKIN flies through the EXPLOSION as the crowd stands, CHERRING. PADME and JAR JAR jump up and down with excitment, 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 :**

in  
tandem with partner)

EXT. MOS ESPA - ARENA - DAY

As ANAKIN stops the Podracer, KISTER 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 :**

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 :**

Bring the

parts to the main hanger. I'll come by your shop later so you can release the boy.

**WATTO :**

**QUI-GON :**

they can

settle this.

**WATTO :**

The SITH PROBE DROID watches with great interest.

EXT. MOS ESPA - ARENA - MAIN HANGER - DAY

The Main Hanger is almost deserted as RACERS depart.

INT. MOS ESPA - ARENA - MAIN HANGER - DAY

JAR JAR gives ANAKIN a great hug, then PADME gives him a hug, then SHMI.

**ANAKIN :**

**SHMI :**

have  
none. I'm so very proud of you...

**PADME :**

**ANAKIN :**

In the background, QUI-GON has harnessed the EOPIES to containers full of parts.

**QUI-GON :**

back to  
the ship.

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 slwly slide off the other side. ARTOO whistles. ANAKIN and SHMI wave as they ride off.

**QUI-GON :**

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. They stop in front of the sleek Naboo spacecraft. OBI-WAN comes out of the ship and joins them.

**QUI-GON :**

going  
back...some unfinished business. I won't be long.

**OBI-WAN :**

form...?

**QUI-GON :**

On a hill far overlooking the Naboo spacecraft, the SITH PROBE DROID turns and speeds away.

EXT. TATOOINE - STREET - SLAVE QUARTERS - DAY

ANAKIN and A GREEDO 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-GOMN is towering above them. KITSTER is with them.

**QUI-GON :**

**ANAKIN :**

**QUI-GON :**

**ANAKIN :**

**QUI-GON :**

**GREEDO :**

**QUI-GON :**

tolerate his  
opinion, fighting won't change it.  
QUI-GON moves off down the street. Anakin follows. The GREEDO wanders over  
to WALD who has been watching the goings-on.

**WALD :**

Farther down the street QUI-GON and ANAKIN head toward Anakin's hovel.  
QUI-GON takes a handful of credits from beneath his poncho and hands them  
to the boy.

**QUI-GON :**

**ANAKIN :**

INT. ANAKIN'S HOVEL - MAIN ROOM - DAY  
SHMI is cleaning up as ANAKIN bursts through the door, followed by QUI-GON.

**ANAKIN :**

ANAKIN pulls a bag of coins out of his pocket.

**SHMI :**

**QUI-GON :**

**ANAKIN :**

**QUI-GON :**

ANAKIN jumps for joy! SHMI is stunned.

**ANAKIN :**

prize,  
or what?

**QUI-GON :**

gambling.

**SHMI :**

(turns  
to Qui-Gon) Will you take him with you? Is he to become a Jedi?

**QUI-GON :**

accident.

You are strong with the Force, but you may not be accepted by the Council.

**ANAKIN :**

your

starship and everything?!

QUI-GON kneels down to the boy.

**QUI-GON :**

challenge. And

if you succeed, it will be a hard life.

**ANAKIN :**

go,

Mom?!

**QUI-GON :**

take it

is yours alone.

ANAKIN thinks, looks to his mother, then to QUI-GON.

**ANAKIN :**

**QUI-GON :**

**ANAKIN :**

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 :**

aren't

you, Mom

**QUI-GON :**

have it.

**ANAKIN :**

**QUI-GON :**

SHMI comes over to her son and sits next to him. Taking both of his hands

in hers, she draws him close.

**SHMI :**

to let  
go...to let go of me. I cannot go with you.

**ANAKIN :**

**SHMI :**

from  
setting. Listen to your feelings; Annie, you know what's right.  
ANAKIN takes a deep breath, drops his head. QUI-GON and SHMI exchange a  
look of concern. When ANAKIN raises up, there are tears in his eyes.

**ANAKIN :**

**SHMI :**

ANAKIN and SHMI hug. ANAKIN runs into the other room.

**SHMI :**

**QUI-GON :**

right?

**SHMI :**

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.

**ANAKIN :**

starship...

**THREEPIO :**

Although  
I'd like it better if I were a little less naked.

**ANAKIN :**

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 :**

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 :**

You're a  
hero.

**ANAKIN :**

QUI-GON has moved a short way down the street.

**KITSTER :**

**ANAKIN :**

**KITSTER :**

friend.

**ANAKIN :**

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 :**

SHMI hugs ANAKIN. QUI-GON watches from the distance. She kneels down and looks him in the face.

**SHMI :**

chase

the Banthas away so they wouldn't be shot... Remember how you collapses  
several times, exhausted thinking you couldn't do it?

ANAKIN shakes his head.

**SHMI :**

something

you don't think you can do. I know how strong you are, Annie. I know you  
can do this...

**ANAKIN :**

**SHMI :**

**ANAKIN :**

**SHMI :**

**ANAKIN :**

Mom...I  
promise.

**SHMI :**

brave, and  
don't look back... don't look back.

**ANAKIN :**

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, starring right ahead, tears in his eyes, determined not to look back.

EXT. TATOOINE - DESERT MESA - DAY

The PROBE DROID beeps and whistles to DARTH MAUL. The SITH LORD gets on a speeder bike and follows the PROBE DROID into Mos Espa.

EXT MOS ESPA - STREET - FRUIT STAND - DAY

ANAKIN and QUI-GON exit WATTO'S and stop before JIRA'S fruit stand. ANAKIN hands JIRA some coins.

**ANAKIN :**

unit  
with this... Otherwise I'll worry about you.  
JIRA is astonished. She stares, not knowing what to say.

**JIRA :**

**ANAKIN :**

She gives him a hug.

**JIRA :**

galaxy. You  
be careful...

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, swing around, and lunges forward and cuts a lurking PROBE DROID in half. QUI-GON inspects the sparking and fizzing DROID.

**ANAKIN :**



**QUI-GON :**

before.

Come on.

QUI-GON and ANAKIN start running.

EXT. TATOOINE - DESERT - NABOO SPACECRAFT - DAY

QUI-GON and ANAKIN run toward the Naboo spacecraft. ANAKIN is having a hard time keeping up.

**ANAKIN :**

QUI-GON turns to answer and sees a DARK-CLOAKED FIGURE bearing down on a speeder bike.

**QUI-GON :**

ANAKIN drops to the ground just as DARTH MAUL sweeps over him. DARTH MAUL jumps off his speeder bike, and before he has hit the ground, the Sith Lord has swund a death blow 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 :**

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 :**

**CAPT. PANAKA :**

**PADME :**

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 :**

**PILOT :**

**OBI-WAN :**

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 :**

**QUI-GON :**

**OBI-WAN :**

**QUI-GON :**

My  
guess is he was after the Queen...

**ANAKIN :**

**QUI-GON :**

no  
doubt he knows our destination.

**ANAKIN :**

OBI-WAN gives ANAKIN a "who are you?" look. ANAKIN returns an innocent stare.

**QUI-GON :**

**ANAKIN :**

OBI-WAN gives the boy a skeptical look.

INT. COCKPIT - SPACE

RIC OLIE pulls back on the hyperdrive. OBI-WAN, QUI-GON, and ANAKIN watch.

**QUI-GON :**

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 :**

Queen is

lost, your people are starving, and you, Governor, are going to die, much sooner than your people, I'm afraid. Take him away!

**BIBBLE :**

people

have decided... They will not live under your tyranny.

BIBBLE is taken away as OOM-9 approaches NUTE.

**OOM-9 :**

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 the floor, 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 verydejected. 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 :**

**ANAKIN :**

PADME gives him her over-jacket.

**PADME :**

Space is  
cold.

**ANAKIN :**

**PADME :**

She must  
convince the Senate to intervene, or...I'm not sure what will happen.

**ANAKIN :**

I'll  
ever see you again.. (he pulls something from his pocket) I made this for  
you. You'd remember me. I carved it out of a japor snippet... It will  
bring you good fortune.

ANAKIN hands a wooden pendant to PADME. She inspects it, then puts it  
around her neck.

**PADME :**

things  
will change when we reach the capital, Annie. My caring for you will always  
remain.

**ANAKIN :**

ANAKIN is disturbed about something. Tears are in his eyes.

**PADME :**

ANAKIN looks at her, unable to speak. She hugs him.

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 :**

planet is  
one big city.

**ANAKIN :**

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 :**

present Supreme Chancellor Valorum.

**VALORUM :**

in

person. 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 :**

PALPATINE starts to lead QUEEN AMIDALA and her RETINUE off the platform toward a waiting air taxi.

**PALPATINE :**

we can

overcome it...

JAR JAR and ANAKIN start to follow, then stop, noticing that OBI-WAN and QUI-GON are staying with the SUPREME CHANCELLOR. QUEEN AMIDALA waves to the duo to follow her. ANAKIN looks back to QUI-GON, and he nods to go ahead. ANAKIN and JAR JAR join the QUEEN, PALPATINE, 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 :**

around)

Pitty hot!

VALORUM and the JEDI watch the taxi move off into the city.

**QUI-GON :**

The

situation has become more complicated.

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 :**

**ANAKIN :**

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 :**

full of

greedy, squabbling delegates who are only looking out for themselves and their home systems. There is no interest in the common good...no civility, only politics...its disgusting. I must be frank, Your Majesty, there is little chance the Senate will act on the invasion.

**AMIDALA :**

**PALPATINE :**

real

power...he is mired down by baseless accusations of corruption. A manufactured scandal surrounds him. The bureaucrats are in charge now.

**AMIDALA :**

**PALPATINE :**

stronger

Supreme Chancellor. One who will take control of the bureaucrats, enforces the laws, and give us justice. You could call for a vote of no confidence in Chancellor Valorum.

**AMIDALA :**

way?

**PALPATINE :**

the

courts...

**AMIDALA :**

decide

things than the Senate. Our people are dying, Senator...more and more each day. We must do something quickly to stop the Federation.

**PALPATINE :**

have to  
accept Federation control for the time being.

**AMIDALA :**

EXT. TEMPLE OF THE JEDI - DAY (FX)

A unique building with its 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 an alien Jedi named KI-ADI-MUNDI, and to his right, the Jedi Master, YODA.

**QUI-GON :**

**MACE WINDU :**

**KI-ADI :**

**YODA :**

**MACE WINDU :**

knowing.

**YODA :**

we  
must.

**KI-ADI :**

**MACE WINDU :**

agree the  
Queen is the target.

**YODA :**

**MACE WINDU :**

mystery and  
discover the identity of your attacker... May the Force be with you.

**YODA :**

OBI-WAN turns to leave, but QUI-GON continues to face the Council.

**YODA :**

**QUI-GON :**

vergence in  
the Force.

**YODA :**

**MACE WINDU :**

**QUI-GON :**

midi-chlorians I have seen in a life form. It is possible he was conceived  
by the midi-chlorians.

**MACE WINDU :**

bring  
balance to the Force...you believe it's this boy??

**QUI-GON :**

**YODA :**

**QUI-GON :**

The JEDI all look to one another. They nod and turn back to OBI-WAN and  
QUI-GON.

**YODA :**

**QUI-GON :**

that.  
There is too much happening here...

**MACE WINDU :**

**YODA :**

INT. QUEENS QUARTERS - CORUSCANT - DAY Anakin, tentative, walks down one of  
the long hallways in Senator Palpatine's quarters. He stops before a dor  
that is flanked by TWO GUARDS.

**GUARD :**



**ANAKIN :**

The GUARD speaks into his comlink as ANAKIN looks around a bit nervously.

**GUARD :**

**RABE :**

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 :**

**RABE :**

The Queen speaks out in the next room.

**AMIDALA :**

**RABE :**

The QUEEN moves into the doorway and studies ANAKIN. ANAKIN bows and looks down, then takes a peek at her.

**AMIDALA :**

**ANAKIN :**

The QUEEN just stares at him.

**ANAKIN :**

say  
goodbye.

**AMIDALA :**

you.  
ANAKIN bows again.

**ANAKIN :**

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, EIRTA, RABE, and CAPTAIN PANAKA sit in the Naboo

congressional box, which is actually a floating platform. PALPATINE leans over to the QUEEN.

**PALPATINE :**

Majesty,

I beg of you to ask for a resolution to end this congressional session.

**AMIDALA :**

**PALPATINE :**

promise you there are many who will support us...it is our best chance... Your Majesty, our only, chance.

**AMIDALA :**

motion

to a vote?

**PALPATINE :**

**VALORUM :**

of

Naboo.

The Naboo congressional box floats into the center.

**PALPATINE :**

has

occurred on our peaceful system of Naboo. We have become caught in a dispute you're all well aware of, which began 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 :**

**VALORUM :**

Federation at this time. Please return to your station.

LOTT DOD reluctantly moves back to his place.

**PALPATINE :**

recently

elected ruler of Naboo, to speak on our behalf.

QUEEN AMIDALA stands and addresses the assembly. There is some applause.

**AMIDALA :**

delegates, and Your Honor Supreme Chancellor Valorum, I come to you under the gravest of circumstances. The Naboo system has been invaded by force. Invaded...against all the laws of the Republic by the Droid Armies of the Trade...

**LOTT DOD :**

recommend a  
commission be sent to Naboo to ascertain the truth.

**VALORUM :**

**LOTT DOD :**

reasonable observation. 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 :**

delegate  
from the Trade Federation. A commission must be appointed...that is the law.

**VALORUM :**

VALORUM confers with several of his AIDES and VICE CHAIRMAN MAS AMEDDA.  
PALPATINE whispers something to the QUEEN.

**PALPATINE :**

and on  
the payroll of the Trade Federation, I might add. This is where Chancellor Valorum's strength will disappear.

**VALORUM :**

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 :**

resolve  
this attack on our sovereignty now. I was not elected to watch my people suffer and die while you discuss this invasion in a committee. If this body is not capable of action, I suggest new leadership is needed. I move for a "vote of no confidence"...in Chancellor Valorum's leadership.

**VALORUM :**

This causes a great stir in the assembly. A loud mumur crescendos into a roar of approval and jeers. CHANCELLOR VALORUM is stunned and stands speechless. His Vice Chair, MAS AMEDDA, takes over.

**MAS AMEDDA :**

Things settledown a little. The Federation box settles next to AMIDALA. PRINCE BAIL ORGANA moves his box into the arena.

**BAIL ORGANA :**

confidence in  
Chancellor Valorum.

**MAD AMEDDA :**

Alderaan.

MAS AMEDDA turns to the confused VALORUM, and whispers something to him.

**BAIL ORGANA :**

and must  
be voted upon in this session.

**LOTT DOD :**

procedures  
committee for study.

The assembly begins to chant. VALORUM talks to MAS AMEDDA.

**ASSEMBLY :**

PALPATINE stands next to AMIDALA.

**PALPATINE :**

will be  
voted out, I assure you, and they will elect in a new Chancellor, a strong  
Chancellor, one who will not let our tragedy continue...

**MAS AMEDDA :**

will  
begin the vote.

The Federation delegation is furious. VALORUM turns to PALPATINE.

**VALORUM :**

have  
betrayed me! How could you do this?

EXT. PALACE OF THE JEDI - BALCONY - SUNSET

OBI-WAN and QUI-GON stand outside the palace on a balcony.

**OBI-WAN :**

know

it. He is far too old.

**QUI-GON :**

**OBI-WAN :**

**QUI-GON :**

**OBI-WAN :**

would

just follow the code. They will not go along with you this time.

**QUI-GON :**

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 :**

MACE WINDU turns the viewing screen off and nods toward YODA.

**YODA :**

**ANAKIN :**

**YODA :**

**ANAKIN :**

**MACE WINDU :**

**ANAKIN :**

ANAKIN hesitates for a moment.

**YODA :**

**MACE WINDU :**

**KI-ADI :**

**ANAKIN :**

**YODA :**

**ANAKIN :**

**YODA :**

anger... anger leads to hate.. hate leads to suffering.

**ANAKIN :**

**YODA :**

mind. I

sense much fear in you.

**ANAKIN :**

**YODA :**

INT. PALPATINES QUARTERS - SUNSET

QUEEN AMIDALA is standing, staring out the window, with JAR JAR. The lights of the city shimmer before them. EIRTAE and SABE stand near the door. JAR JAR turns to face the QUEEN and sees her sadness.

**JAR JAR :**

**AMIDALA :**

**JAR JAR :**

**AMIDALA :**

**JAR JAR :**

**AMIDALA :**

**JAR JAR :**

gotta

grand army. Dat why you no liken us, metinks.

PALPATINE and CAPTAIN PANAKA rush into the rom and bow before the QUEEN.

**CAPT. PANAKA :**

to

succeed Valorum as Supreme Chancellor.

**PALPATINE :**

Your

Majesty, if I am elected, I will bring democracy back to the Republic. I

will put an end to corruption. The Trade Federation will lose its influence over the bureaucrats, and our people will be freed.

**AMIDALA :**

**CAPT. PANAKA :**

Malastare.

**PALPATINE :**

sympathy vote for us... I will be Chancellor, I promise you.

**AMIDALA :**

Senator,

there will be nothing left of our cities, our people, our way of life...

**PALPATINE :**

the

Federation has possession of our planet. The law is in their favor.

**AMIDALA :**

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 :**

in

danger. They will force you to sign the treaty.

**AMIDALA :**

different from

that of our people. Captain!

**CAPT. PANAKA :**

**AMIDALA :**

**CAPT. PANAKA :**

**AMIDALA :**

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 :**

**MACE WINDU :**  
midi-chlorians.

**KI-ADI :**

**QUI-GON :**  
The COUNCIL MEMBERS look to one another.

**MACE WINDU :**  
ANAKIN is crestfallen; tears begin to form in his eyes.

**QUI-GON :**  
OBI-WAN smiles.

**MACE WINDU :**

**QUI-GON :**

**YODA :**

**QUI-GON :**  
learner.  
OBI-WAN reacts with surprise. ANAKIN watches with interest.

**YODA :**  
second.

**MACE WINDU :**

**QUI-GON :**

**OBI-WAN :**

**YODA :**  
ANAKIN watches as QUI-GON and OBI-WAN exchange angry looks.



**QUI-GON :**

Force,

but he is capable. There is little more he will learn from me.

**YODA :**

he

has...

**MACE WINDU :**

a new

Supreme Chancellor. Queen Amidala is returning home, which will put pressure on the Federation, and could widen the confrontation.

**YODA :**

**KI-ADI :**

**MACE WINDU :**

the

dark warrior. That is the clue we need to unravel this mystery of the Sith.

**YODA :**

**QUI-GON :**

nowhere

else to go.

**MACE WINDU :**

**YODA :**

**MACE WINDU :**

war

until we have the Senate's approval.

**YODA :**

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 :**

**QUI-GON :**

**OBI-WAN :**

**QUI-GON :**

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.

**ANAKIN :**

**QUI-GON :**

want

you to watch me and be mindful...always remember, your focus determines your reality. Stay close to me and you will be safe.

**ANAKIN :**

midi-chlorians?

**QUI-GON :**

within all

living cells and communicates with the Force.

**ANAKIN :**

**QUI-GON :**

**ANAKIN :**

**QUI-GON :**

the

midi-chlorians, life could not exist, and we would have no knowledge of the Force. They continually speak to you, telling you the will of the Force.

**ANAKIN :**

**QUI-GON :**

speaking to

you.

**ANAKIN :**

**QUI-GON :**

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 :**

serve  
and protect you.

**AMIDALA :**

Federation means  
to destroy me.

**QUI-GON :**

AMIDALA enters the ship, followed by her HANDMAIDENS. JAR JAR hugs QUI-GON and ANAKIN.

**JAR JAR :**

They ALL move onto the ship. The ship takes off.  
INT. NABOO PALACE - THRONE ROOM - THEED - NIGHT  
NUTE and RUNE stand before a hologram of DARTH SIDIOUS.

**DARTH SIDIOUS :**

no  
further use to us. When she gets there, destroy her.

**NUTE :**

**DARTH SIDIOUS :**

**NUTE :**

primitive life  
forms. We are in complete control of the planet now.

**DARTH SIDIOUS :**

stay as  
they are. I am sending Darth Maul to join you. He will deal with the Jedi.

**NUTE :**

DARTH SIDIOUS fades off.

**RUNE :**

INT. SPACE - NABOO SPACECRAFT COCKPIT

ANAKIN stands next to the PILOT, RIC OLIE, pointing to various buttons and gauges.

**ANAKIN :**

**RIC OLIE :**

**ANAKIN :**

**RIC OLIE :**

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.

**CAPT. PANAKA :**

and force  
you to sign the treaty.

**QUI-GON :**

this.

**AMIDALA :**

**CAPT. PANAKA :**

no  
army.

**QUI-GON :**

you.

**AMIDALA :**

JAR JAR looks around, puzzled.

**JAR JAR :**

**AMIDALA :**

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 :**

**OBI-WAN :**

**RIC OLIE :**

**OBI-WAN :**

**PANAKA :**

OBI-WAN ; We haven't much time.

INT. NABOO SPACECRAFT - MAIN HOLD

The QUEEN, CAPTAIN PANAKA, TROOPS, and HANDMAIDENS get ready to disembark as the ship alnds. The elevator door slides open, and ANAKIN emerges into the hold area. He see PADME and run up to her.

**ANAKIN :**

**PADME :**

**ANAKIN :**

Jedi.

I'm too old.

**PADME :**

**ANAKIN :**

**PADME :**

difficuld

decision of her life. She doesn't believe in fighting, Annie. We are a peaceful people...

**ANAKIN :**

ANAKIN smiles. PADME smiles back.

EXT. NABOO SWAMP - DAY

The Naboo spacecraft has landed in the Gungan swamp. TROOPS unload the ships in the background as OBI-WAN approaches QUI-GON.

**OBI-WAN :**

QUI-GON's thoughts are elsewhere.

**QUI-GON :**

OBI-WAN and QUI-GON stand silently for a moment.

**OBI-WAN :**

**QUI-GON :**

our  
power to help her.

**OBI-WAN :**

place to  
disagree with you about the boy. I am grateful you think I am ready for the  
trials.  
QUI-GON looks at him for a long moment.

**QUI-GON :**

I am,  
Obi-Wan. I foresee you will become a great Jedi Knight.

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 :**

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, and ARTOO,

**FOUR:**

PILOTS, and EIGHT GUARDS stand in the background near the starship.

**JAR JAR :**

Sorry,  
no Gungas...no Gungas.

**CAPT. PANAKA :**

**OBI-WAN :**

**JAR JAR :**

sacred  
place. Mackineeks no find them dare.

**QUI-GON :**

EXT. NABOO SWAMP - DAY

The GROUP follows JAR JAR as he moves through the swamp. JAR JAR stops and sniffs the air. The GROUP stop behind him.

**JAR JAR :**

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 :**

**CAPT. TARPALS :**

**JAR JAR :**

CAPTIAN TARPALS rolls his eyes.

**CAPT. TARPALS :**

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 COUNCIL MEMBERS walk out on the top of a three-quarter-submerged head.

**BOSS NASS :**

QUEEN AMIDALA steps forward. CAPTAIN PANAKA and the JEDI stand behind her.

**AMIDALA :**

peace.

**BOSS NASS :**

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 lower their long power poles. The JEDI stay relaxed. ANAKIN watches everything with great interest.

**AMIDALA :**

Suddenly, PADME steps forward.

**PADME :**

ARTOO whistles a quiet "uh oh."

**BOSS NASS :**

**PADME :**

protection...my loyal bodyguard.

ANAKIN is stunned. OBI-WAN and QUI-GON give each other a knowing look.

**PADME :**

circumstances it has become necessary to protect myself. 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 :**

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 :**

dis.

Maybe wesa bein friends.

INT. NABOO PALACE - THRONE ROOM - DAY

NUTE, RUNE, and DARTH MAUL walk with a hologram of DARTH SIDIOUS.

**NUTE :**

starship in

the swamp....It won't be long, My Lord.

**DARTH SIDIOUS :**

aggressive..

Lord Maul, be mindful.

**DARTH MAUL :**

**DARTH SIDIOUS :**

EXT. NABOO EDGE OF SWAMP/ GRASS PLAINS - DAY

A GUNGAN SENTRY sits on top of the ancient temple heah, searching the landscape with a pair of electrobinoculars. He sees something and yells down to ANAKIN at the foot of the statue.

**GUNGAN LOOKOUT :**

**ANAKIN :**



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. BOSS NASS puts his arm around JAR JAR.

**BOSS NASS :**

**JAR JAR :**

**BOSS NASS :**

**JAR JAR :**

JAR JAR's eyes roll back, his tongue flops out and he faints. FOUR SPEEDERS pull up to the GROUP. CAPTAIN PANAKA and a DOZEN OR SO

**GUARDS:**

and PILOT pile out and join the group.

**PADME :**

**CAPT. PANAKA :**

guards

have formed an underground movement. I brought as many of the leaders as I could. The Federation Army's also much larger than we thought, and much stronger. Your Highness, this is a battle I do not think we can win.

**PADME :**

Army away

from the cities. We can enter the city using the secret passages on the waterfall side. Once we get to the main entrance, Captain Pnaka will create a diversion, so that we can enter the palace and capture the Viceroy. Without the Viceroy, they will be lost and confused. QUI-GON and OBI-WAN look on with interest.

**PADME :**

**QUI-GON :**

**CAPT. PANAKA :**

we're

inside, we shouldn't have a problem.

**QUI-GON :**

will be  
killed.

**BOSS NASS :**

JAR JAR smiles a very worried and sheepish grin. ANAKIN watches with interest, as does ARTOO.

**PADME :**

will send

what pilots we have to knock out the Droid control ship which is orbiting the planet. If we can get past their rayshields, we can sever communication and their droids will be helpless.

**QUI-GON :**

weapons

on your fighters may not penetrate the shields on the control ship.

**OBI-WAN :**

Your

Highness, he will return with another droid army.

**PADME :**

Everything

depends on it.

INT. THEED - PALACE - THRONE ROOM - DAY

NUTE, RUNE, DARTH MAUL, OOM-9, and a hologram of DARTH SIDIOUS walk through the throne room.

**DARTH SIDIOUS :**

**NUTE :**

assembling near the swamp. It appears to be made up of primitives. We do not expect much resistance.

**OOM-9 :**

**DARTH MAUL :**

may be

using the Queen for their own purposes.

**DARTH SIDIOUS :**

protect the

Queen. Even Qui-Gon Jinn will not break that conenant.... This will work to our advantage...

**NUTE :**

**DARTH SIDIOUS :**

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 lon lines toward the horizon.

Federation tanks move up to a ridge and stop. In the distance they see the GUNGAN ARMY marching toward them. The GUNGAN GENERAL CEEL sees the tanks on the ridge and orders a halt. The GUNGANS are spread out in a large line. JAR JAR is nervous. GENERAL CEEL signals to the shield operators.

**GENERAL CEEL :**

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 hanger. They are followed by about TWENTY NABOO GUARDS, PILOTS, and TROOPS. 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 :**

and stay  
there.

**ANAKIN :**

**QUI-GON :**

DROID TROOPS mill about the tank-filled plaza. 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 HANGER - DAY

ALARMS ARE SOUNDING a 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 :**

here...this is  
too close!

**RUNE :**

DARTH MAUL enters the throne room.

**DARTH MAUL :**

involved.

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 HANGER - 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 :**

The PILOTS and ARTOO UNITS run for the Naboo fighter craft stacked in the hanger bay. ONE OF THE PILOTS jumps into a fighter right above where ANAKIN is hiding.

**FIGHTER PILOT :**

ship.

The ship begins to levitate out of the hanger. 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 overwlm the few remaining BATTLE DROIDS. PADME, OBI-WAN, and QUI-GON join forces with CAPTAIN PANAKA.

**PADME :**

She looks to QUI-GON.

**QUI-GON :**

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 :**

**QUI-GON :**

**ANAKNI :**

**QUI-GON :**

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 :**

The TWO JEDI take off their capes and ignite their laser swords. DARTH MAUL takes off his cape, and ignites his laser sword. Both ends of the sword light up.

At the far end of the hanger, SIX WHEEL DROIDS roll in and transform into their battle position. ARTOO calls ANAKIN's attention to the DROIDS. The JEDI begin to fight the Sith Lord.

**ANAKIN :**

The DROIDS begin to advance and start firing on PADME and HER TROOPS.

**ANAKIN :**

ARTOO whistles a reply. Suddenly, the ship's systems go on, and the ship begins to levitate.

**ANAKIN :**

over.

Let's see...

ANAKIN steers the ship toward the DROIDS. He pushes a button, and the ship begins to shake.

**ANAKIN :**

one....

ANAKIN pushes a second button, and the lasers begin to fire, wiping out several DESTROYER DROIDS. ARTOO whistles a cheer.

**ANAKIN :**

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 palace hallway.

The WHEEL DROIDS start firing at ANAKIN. There are EXPLOSIONS all around him.

**ANAKIN :**

always on

the right.

ANAKIN flips several switches, and the after-burner ignites.

**ANAKIN :**

down.

The fighter rockets out of the hanger. ARTOO and ANAKIN hold on for dear life.

**ANAKIN :**

ARTOO beeps.

**ANAKIN :**

ARTOO beeps.

**ANAKIN :**

The SITH LORD's moves are incredible. He is fighting the TWO JEDI at once, flipping into the air, outmaneuvering them at every turn.

INT. NABOO STARFIGHTER - COCKPIT - SPACE

The Naboo fleet leaves the planet and heads toward the space station.

**RIC OLIE :**

run on  
the transmitter.

**BRAVO TWO :**

The fleet approaches the space station. Many Federation fighters exit the hangers and attack.

**RIC OLIE :**

EXT. NABOO GRASS PALINS - DAY

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 one process. 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.

INT. NABOO STARFIGHTER - COCKPIT - SPACE

A giant dogfight ensues. ANAKIN's fighter flies into space above Naboo. ARTOO beeps a worried concern.

**ANAKIN :**

ARTOO beeps and whistles.

**ANAKIN :**

rewire  
it or something.  
ARTOO chirps that he's trying.

**ANAKIN :**

is  
taking us.  
ANAKIN's fighter flies toward the Federation Battleship.

INT. THEED - CENTRAL HANGER - DAY

The SITH LORD drives the JEDI out of the hanger and into the power generator area next door.

INT. THEED - POWER GENERATOR PIT - DAY

Three swords are crossed in an intense display of swordmanship. 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. THEED - PALACE - HALLWAY - DAY

PADME, CAPTAIN PANAKA, EIRTAE, SABE and THIER TROOPS are trapped in a hallway by BATTLE DROIDS.

**PADME :**

**CAPT. PANAKA :**

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

PADME, CAPTAIN PANAKA, and about 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.

EXT . NABOO GRASS PLAINS DAY

The GUNGAN ARMY is no match for the DESTROYER DROIDS. JAR JAR tries to run from the BATTLE DROIDS.

**GENERAL CEEL :**

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 scrambles to avoid being hit by one of the balls. FOUR DESTROYER DROIDS aren't so lucky. They get blasted by the energy balls.

The GUNGANS renew their attack on the DROID ARMY. JAR JAR's bumbling destroys several more DESTROYER DROIDS.

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 :**

He looks forward to see enemy ships approaching head on.

**ANAKN :**

ARTOO screams a reply.

**ANAKIN :**

ANAKIN fips switches.

**ANAKIN :**



He moves the controls left and the ship responds, turning left.

**ANAKIN :**

ARTOO beeps

**ANAKIN :**

and  
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 :**

Now the enemy ship is on his tail. He tries evasive maneauvers.

**ANAKIN :**

ANAKIN rolls the ship as ARTOO screams desperately.

**ANAKIN :**

this  
mess is the way we got into it.  
ARTOO beeps a reply.

**ANAKIN :**

ANAKIN yanks on the reverse thrusters and the ship slows instantly- the enemy fighter shoots past and explodes against the space station.  
INT. NABOO STARFIGHTER - COCKPIT - SPACE  
The SQUADRON attacks the space station.

**RIC OLIE :**

**BRAVO TWO :**

The attack is fruitless.

**RIC OLIE :**

through  
it.  
Meanwhile, ANAKIN is being chased by another fighter. ARTOO shrieks.

**ANAKIN :**

The enemy ship fires and hits ANAKIN's fighter, sending it into a spin.  
ARTOO screams.

**ANAKIN :**

ANAKIN regains control as his ship enters the space station hanger.

**ANAKIN :**

ANAKIN's ship dodges parked transport ships and other obstacles. A huge bulkhead blocks his way. ARTOO beeps.

**ANAKIN :**

ANAKIN hits the reverse thrusters and the ship skids to a stop on the hanger deck. ARTOO gives out a worried whistle.

**ANAKIN :**

ANAKIN ducks down to adjust a control panel.

**ANAKIN :**

ARTOO sees DROIDS approaching, and beeps frantically.

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 way 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 tries to patch up his wounds.

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 :**

**CAPT. PANAKA :**

**PADME :**

CAPTAIN PANAKA and HIS MEN throw down their weapons.

EXT. NABOO GRASS PLAINS - DAY

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. The GUNGAN GENERAL signals a retreat as the tanks enter the battle.

The GUNGANS flee as fast as they can. JAR JAR is blown off his KAADU and lands on one of the tank guns. A GUNGAN WARRIOR signals JAR JAR to jump off. JAR JAR is afraid. The gun swings around trying to knock JAR JAR off. JAR JAR hangs from the tank barrel as it moves along. Finally, he jumps onto a KAADU behind a GUNGAN WARRIOR. EXPLOSIONS from the tank fire are everywhere. It is chaos.

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. QUI-GON slumps to the floor in a heap.

EXT. NABOO GRASS PLAINS - 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 GENERAL CEEL are held in a small group with OTHER OFFICERS.

**JAR JAR :**

**GENERAL CEEL :**

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 :**

for you

to sign the treaty...and end this pointless debate in the Senate.

SADBE dressed like the Queen appears in the doorway with SEVERAL TROOPS.

Several destroyed battle droids can be seen in the distance.

**SABE :**

lost!

NUTE and THE OTHERS are stunned to see a SECOND QUEEN. NUTE yells at the TEN GUARDS in the room.

**NUTE :**

SIX OF THE DROIDS rush out of the throne room after SABE. NUTE turns to PADME.

**NUTE :**

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 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. The OFFICER at the door jams the controls. CAPTAIN PANAKA throws more pistols to the OTHER GUARDS. The NEIMODIANS are confused and afraid.

**PADME :**

**NUTE :**

before

hundreds of destroyer droids break in to rescue us.

INT. THEED - POWER GENERATOR - MELTING PIT

OBI-WAN screams as the pulsing electron gate opens, and the SITH LORD attacks him. The DARK LORD is relentless in his assault on the young JEDI. 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 the JEDI slips into a melting pit. He is barely able to hold onto a nozzle on the side of the pit. DARTH MAUL grin evilly at OBI-WAN as he kicks OBI-WAN's lightsaber down the endless shaft.

The SITH LORD smiles as he goes in for the kill. At the last moment, OBI-WAN jumps up out of the pit, calls QUI-GON's lightsaber to hi, throwing DARTH MAUL off. The young JEDI swings with a vengeance, cutting the SITH down. DARTH MAUL falls into the melting pit to his death. OBI-WAN rushes over to QUI-GON, who is dying.

**OBI-WAN :**

**QUI-GON :**

**OBI-WAN :**

**QUI-GON :**

**OBI-WAN :**

**QUI-GON :**

him!

QUI-GON dies. OBI-WAN cradles his Master, quietly weeping.

INT. NABOO STARFIGHTER - COCKPIT - FEDERATION HANGER

ANAKIN peeks over the edge of the cockpit to see BATTLE DROIDS surrounding the ship. He ducks back down.

**ANAKIN :**

He looks at the dashboard to see red lights.

**ANAKIN :**

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 :**

He flips the switch and the engine starts.

BATTLE DROID CAPTAIN : (seeing Anakin) You! Come out of there or we'll blast you!

**ANAKIN :**

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 :**

ANAKIN fires lasers as the ship begins to rotate.

**ANAKIN :**

He presses a button and launches two torpedos which miss the DROIDS.

**ANAKIN :**

The two torpedos fly down a hallway and explode inside the reactor room.

**ANAKIN :**

ANAKIN's ship roars through the hanger deck, bouncing over the DROIDS.

**ANAKIN :**

INT. FEDERATION BATTLESHIP - BRIDGE

TEY HOW turns to CAPTAIN DOFINE.

**TEY HOW :**

main

reactor...

**DOFINE :**

The bridge explodes.

INT. NABOO FIGHTER - COCKPIT - SPACE

RIC OLIE watches in amazement as the Federation battleship starts to explode from the inside out.

**BRAVO TWO :**

**RIC OLIE :**

**BRAVO THREE :**

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 :**

EXT. THEED - CENTRAL HANGER - DAY

ANAKIN and ARTOO follow the squad of yellow Naboo starfighters into the main hanger.

INT. THEED - CENTRAL HANGER - DAY

RIC OLIE and the OTHER PILOTS gather around as they exit their ships.

**BRAVO TWO :**

blasted

the main reactor...

**BRAVO THREE :**

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 :**

ANAKIN sheepishly opens the cockpit and stands up. All the PILOTS stare in amazement.

**ANAKIN :**

ARTOO beeps. oh. oh.

INT. MAIN HANGER - 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 :**

and  
explain all this.

**CAPT. PANAKA :**

The main ramp of the cruiser is lowered as OBI-WAN and CAPTAIN PANAKA lead the VICEROY and HIS ASSISTANT toward the ship. The GRAND CHANCELLOR PALPATINE and SEVERAL REPUBLIC GUARDS descend the walkway, followed by YODA and SEVERAL OTHER JEDI MASTERS.

The CHANCELLOR PALPATINE is greeted by the QUEEN.

**AMIDALA :**

good to  
see you again.

**PALPATINE :**

people, Your  
Majesty. It is you who should be congratulated. Together we shall bring peace and prosperity to the Republic.

OBI-WAN greets YODA and the OTHER JEDI as CAPTAIN PANAKA takes the NEIMODIANS onto the cruiser.

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 :**

agree  
on you taking this boy as your Padawan learner, I do not.

**OBI-WAN :**

**YODA :**

fear in  
his training.

**OBI-WAN :**

Without  
the approval of the Council if I must.

**YODA :**

Agree, the  
council does. Your apprentice, young Skywalker will be.

EXT. THEED - CENTRAL PLAZA - FUNERAL TEMPLE STEPS - SUNSET

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 TROOPES, TWENTY OTHER JEDI, PALPATINE, OBI-WAN (standing with ANAKIN), JAR JAR, BOSS NASS, and TWENTY OTHER GUNGAN WARRIORS watch. There is a drum roll that stops. Doves are released, and the body is gone. ANAKIN looks to OBI-WAN.

**OBI-WAN :**

**ANAKIN :**

**OBI-WAN :**

To one side, MACE WINDU turns to YODA.

**MACE WINDU :**

**YODA :**

apprentice.

**MACE WINDU :**

apprentice?

They give each other a concerned look.

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 the SUPREME CHANCELLOR PALPATINE, ANAKIN, 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

In the parade are BOSS NASS and his GUARDS, JAR JAR and GENERAL CEEL. The GUNGANS ride KAADU. They stop before the QUEEN and walk up the steps to stand by her side. BOSS NASS holds up the Globe of Peace. EVERYONE CHEERS. The parade marches on.



**IRIS OUT:**

End titles