

# STAR WARS

George Lucas

Typesetted by Yi, Hoze with hozemanucs L<sup>A</sup>T<sub>E</sub>X class.

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# Episdoe I: The Phantom Menace

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

A vast sea of stars serves as the backdrop for the MAIN TITLE, followed by a ROLL UP, which crawls up into infinity.

“EPISODE 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: (O.S.) Captain.

The Captain turns to an unseen figure sitting behind her.

CAPTAIN: Yes, sir?

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

CAPTAIN: Yes, sir.

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

CAPTAIN: With all due respect for the Trade Federation, the Ambassadors for the Supreme Chancellor wish to board immediately.

NUTE: Yes, yes, of coarse. . . ahhh. . . as you know, our blockade is perfectly legal, and we'd be happy to recieve 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: They must be important if the Viceroy sent one of those useless protocol gear-heads 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: I'm TC-14 at your service. This way, please.

They move off down the hallway.

EG-9: A Republic cruiser! That's trouble. . . don't you think?

PK-4: I'm not made to think.

INT. FEDERATION BATTLESHIP – CONFERENCE ROOM

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

TC-14: I hope you honoured sirs with the most comfortable here. My 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: I have a bad feeling about this.

QUI-GON: I don't sense anything.

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

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

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

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

OBI-WAN: Yes, Master... how do you think the trade viceroy will deal with the chancellor's demands?

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

INT. FEDERATION BATTLESHIP – BRIDGE

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

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

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

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

NUTE: Stay calm? I'll wager the Senate isn't aware of the Supreme Chancellor's moves here. Go. Distract them until I can contact Lord Sidious.

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

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

INT. FEDERATION BATTLESHIP – CONFERENCE ROOM

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

The door to the conference room slides open, and TC-14 enters with a tray of drinks and food.

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

Obi-Wan takes a drink.

INT. FEDERATION BATTLESHIP – BRIDGE

Nute, Dofine, and Rune Haako are before the hologram of Darth Sidious, a robed figure whose face is obscured by a hood.

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

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

Nute, looking very nervous, steps forward.

NUTE: Yes, My lord.

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

NUTE: Yes, My Lord.

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

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

NUTE: Ahh, My Lord, is that, Legal?

DARTH SIDIOUS: I will make it legal.

NUTE: And, the Jedi?

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

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

INT. REPUBLIC CRUISER – COCKPIT – DOCKING BAY

In the Cockpit of the Cruiser, the Captain and Pilot look up and see a gun turret swing around and point directly at them.

PILOT: Captain !? Look !

CAPTAIN: No! Warn. . .

EXT. FEDERATION BATTLESHIP – HANGER BAY

The battle gun fires. The Republic Cruiser explodes.

INT. FEDERATION BATTLESHIP – CONFERENCE ROOM

Qui-Gon and Obi-Wan leap up to a standing position with their light sabers drawn. TC-14 jumps back, startled, spilling the drinks tray.

TC-14: Ahhh, Sorry, sir. The Viceroy. . .

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

QUI-GON: Gas!

Qui-Gon and Obi-Wan each taken a sudden deep breath and holding it. The exotic bird-like creatures in the cage dorp dead.

INT. FEDERATION BATTLESHIP – HALLWAY

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

NUTE: They must be dead by now. Blast, what's left of them.

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.

TC-14: Oh, excuse me, so sorry.

The PROTOCOL DROID passes the armed camp just as two flashing laser swords fly out of the deadly fog, cutting down several BATTLE DROIDS before they can fire.

INT. FEDERATION BATTLESHIP – BRIDGE

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

OWO-1: Not sure exactly what...

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

NUTE: What in blazes is going on down there?

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

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

RUNE: That won't be enough, sir.

The doors to the bridge SLAM shut.

NUTE: I want destroyer droids up here at once!

RUNE: We will not survive this.

INT. FEDERATION BATTLESHIP – HALLWAY – OUTSIDE BRIDGE

QUI-GON cuts several BATTLE DROIDS in half, creating a shower of sparks and metal parts. OBI-WAN raises his hand, sending several BATTLE DROIDS crashing into the wall.

QUI-GON makes his way to the bridge door and begins to cut through it.

INT. FEDERATION BATTLESHIP – BRIDGE

The CREW is very nervous as sparks start flying around the bridge door.

QUI-GON and OBI-WAN are on the view screen.

NUTE: Close the blast doors!

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

RUNE: ... They're still coming through!

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

NUTE: Impossible! This is impossible!

RUNE: Where are those destroyer droids?

INT. FEDERATION BATTLESHIP – HALLWAY – OUTSIDE BRIDGE

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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: Destroyer droids!

OBI-WAN: Offhand, I'd say this mission is past the negotiaion 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: Switch to bio... There they are!

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: They have shield generators!

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

INT. FEDERATION BATTLESHIP – BRIDGE

NUTE and RUNE stand on the bridge, watching the view screen as the WHEEL DROIDS' POV speeds to the doorway.

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

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

INT. FEDERATION BATTLESHIP – MAIN BAY

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

QUI-GON: Battle droids.

OBI-WAN: It's an invisible army.

QUI-GON: It's an odd play for the Trade Federation. We've got to warn the Naboo and contact Chancellor Valorum. Let's split up. Stow aboard separate ships and meet down on the planet.

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

INT. FEDERATION BATTLESHIP – BRIDGE

TEY HOW recieves a transmission.

TEY HOW: Sir, a transmission from the planet.

RUNE: It's Queen Amidala herself.

NUTE: At last we're getting results.

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: Again you come before me, Your highness. The Federation is pleased.

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

NUTE smirks at RUNE.

NUTE: I was not aware of such a failure.

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

NUTE: I take it you know the outcome. I wonder why they bother to vote.

AMIDALA: Enough of this pretense, Viceroy! I'm aware the Chancellor's Ambassadors are with you now, and that you have beencommanded to reach a settlement.

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

AMIDALA, surprised at his reaction, studies him carefully.

AMIDALA: Beware, Viceroy. . . the Federation is going too far this time.

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

AMIDALA: We will see.

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

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

NUTE: It's too late now.

RUNE: Do you think she suspects an attack?

NUTE: I don't know, but we must move quickly to disrupt all 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: . . . How could that be true? I have assurances from the Chancellor. . . his Ambassaodrs did arrive. It must be the. . . get. . . negotiate. . .

The hologram of PALPATIONE sputters and fades away.

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

Capt. Panaka turns to his SARGEANT.

CAPT. PANAKA: Check the transmission generators. . . CAPT. PANAKA

BIBBLE: A malfunction?

CAPT. PANAKA: It could be the Federation jamming us. Your Highness.

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

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

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

AMIDALA: We must continue to rely on negotiation.

BIBBLE: Negotiation? We've lost all communications! . . . and where atre the Chancellors Ambassadors? How can we negotiate? We must prepare to defend ourselves.

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

AMIDALA: I will not condone a course of action that will lead us to 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 dissapears 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: . . . and there is no trace of the Jedi. They may have gotton onto one of your landing craft.

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

NUTE: Excellent.

## 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: Oh, nooooooooooooo!

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

JAR JAR: Hey, help me! Help me!

QUI-GON: Let go!

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: Oyi, mooie-mooie! I luv yous!

The frog-like creature kisses the JEDI.

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

JAR JAR: I spake.

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

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

JAR JAR: No...no! Mesa stay...Mesa yous humble servaunt.

QUI-GON: That wont be necessary.

JAR JAR: Oh boot tis! Tis demunded byda guds. Tis a live debett, tis. Mesa culled Jaja Binkss.

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

QUI-GON: I have no time for this now...

JAR JAR: Say what?

The two STAPS barreled down on OBI-WAN.

JAR JAR: Oh, nooooo! Weesa ganna....

QUI-GON throws JAR JAR into the mud.

QUI-GON: Stay down!

His head pops up.

JAR JAR: ...dieeee!

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: Sorry, Master, the water fried my weapon.

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

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

OBI-WAN nods sheepishly.

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

OBI-WAN: Yes, Master.

JAR JAR: Yousa sav-ed my again, hey?

OBI-WAN: What's this?

QUI-GON: A local. Let's go, before more of those droids show up.

JAR JAR: Mure? Mure did you spake?

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

JAR JAR: Ex-squeeze me, but da moto grande safe place would be Otoh Gunga. Tis where I grew up... Tis safe city.

They all stop.

QUI-GON: A city! (JAR JAR nods his head) Can you take us there?

JAR JAR: Ahhh, will... on second taut... no, not willy.

QUI-GON: No?

JAR JAR: Iss embarrassing, boot... My afrai my've bean banished. My forgotten 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: You hear that?

JAR JAR shakes his head yes.

QUI-GON: That's the sound of a thousand terrible things heading this way...

OBI-WAN: When they find us, they will crush us, grind us into little pieces, then blast us into oblivion!

JAR JAR: Oh! Yousa point is well seen. Dis way! Hurry!

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: Much farther?

JAR JAR: Wesa goen underwater, okeyday?

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

JAR JAR: My warning yous. Gungans no liken outlaunders. Don't expict a wern welcome.

OBI-WAN: Don't worry, this has not been our day for warm welcomes.

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: Heyo-dalee, Cap'n Tarpals, Mesa back!

CAPT. TARPALS Noah gain, Jar Jar. Yousa goen tada Bosses. Yousa in 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: How wude.

INT. OTOH GUNGA – HIGH TOWER BOARD ROOM

The Bosses' Board Room has bubble walls, with small lighted fish swimming around outside like moving stars. A long circular judge's bench filled with GUNGAN OFFICIALS dominates the room. OBI-WAN and QUI-GON stand facing BOSS NASS, who sits on a bench higher than the others.

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

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

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

OBI-WAN: After those droids take control of the surface, they will come here and take control of you.

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

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

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

QUI-GON: (waves his hand) Then speed us on our way.

BOSS NASS: Wesa gonna speed yousaway.

QUI-GON: We need a transport.

BOSS NASS: Wesa give yousa una bongo. Da speedest way tooda Naboo tis goen through da core. Now go.

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

QUI-GON and OBI-WAN turn to leave.

OBI-WAN: Master, whats a bongo?

QUI-GON: A transport, I hope.

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: Daza setten yous up. Goen through da planet core is bad bombin!

QUI-GON: Thank you, my friend.

JAR JAR: Ahhh. . . any hep hair would be hot.

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

OBI-WAN: We are short of time, Master.

QUI-GON: We'll need a navigator to get us through the planet's core. This Gungan  
my be of help.

QUI-GON walks bact to BOSS NASS.

QUI-GON: What is to become of Jar Jar Binks here?

BOSS NASS: Binkss brokeen the nocombackie law. Hisen to be pune-ished.

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

BOSS NASS: Pounded unto death.

JAR JAR: (grimacing) Ooooooh. . . Ouch!

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

QUI-GON: We need a navigator to get us through the planet's core. I have saved Jar  
Jar Binks' life. He owes me what you call a 'life debt.'

BOSS NASS: Binks. Yousa havena liveplay with thisen hisen?

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

QUI-GON: Your gods demand that his life belongs to me now.

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

JAR JAR: Count mesa outta dis! Better dead here, den deader in da 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: Dis is nusen.

OBI-WAN: Master, why do you keep dragging these pathetic life forms along with us? . . . Here, take over.

JAR JAR: Hey, ho? Where wesa goen?

QUI-GON: You're the navigator.

JAR JAR: Yo dreamen mesa hopen. . .

QUI-GON: Just relax, the Force will guide us. . .

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

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

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

JAR JAR: Tis a long tale, buta small part wawdabe mesa. . . ooooh. . . aaaa. . . clumsy.

OBI-WAN: They banished you because you're clumsy?

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

JAR JAR: Mesa cause-ed mabee one or duey lettal bitty axadentes. . . yud-say boom da gasser, 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: Full speed ahead.

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

JAR JAR: Oooops.

OBI-WAN: Give me the controls.

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

JAR JAR: Wesa free!

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

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

INT. FEDERATION BATTLESHIP – BRIDGE

NUTE and RUNE stand before a hologram of DARTH SIDIOUS.

NUTE: The invasion is on schedule, My Lord.

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

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

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

NUTE: Thank you, My Lord.

DARTH SIDIOUS fades away.

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

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

INT. SUB COCKPIT – UNDERWATER

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

OBI-WAN: . . . we're losing power.

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

QUI-GON: Stay calm. We're not in trouble yet.

JAR JAR: What yet? Monstairs out dare! Leak'n in here, all'n sink'n, and nooooo power! You nutsen! WHEN YOUSA TINK WESA IN TROUBLE?

OBI-WAN: Power's back.

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

JAR JAR: Monstairs back!

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

JAR JAR: Wesa in trouble now?

QUI-GON: Relax.

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

OBI-WAN: You overdid it.

The COLO CLAW FISH leaps after the fleeing sub as it shoots out of the tunnel and into the waiting jaws of the SANDO AQUA MONSTER.

OBI-WAN: This is not good!

JAR JAR regains consciousness.

JAR JAR: Wesa dead yet? Oie Boie!

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: Head for that outcropping.

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: Ah, victory!

INT. NABOO LAKE – UNDERWATER – SUB (FX)

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

JAR JAR: Wesa dude it!

EXT. THEED – ESTUARY – DAY

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

The current in the estuary begins to pull the sub backward into a fast moving river. OBI-WAN switches off the two remaining bubble canopies.

QUI-GON stands up to look around. JAR JAR lets out a sigh of relief.

JAR JAR: Wesa safe now.

QUI-GON: Get this thing started.

JAR JAR: Dissen berry good. Hey?

OBI-WAN: What is it?

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

JAR JAR: What!? Oie boie!

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: Iyiyi, wesa die'n here, hey!

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: Come on. . .

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

QUI-GON: Come on, Jar Jar.

JAR JAR: No! Too scary!

OBI-WAN: Get up here!

JAR JAR: No a mighty no!

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

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

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

OBI-WAN: That was close.

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: Whoa!

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. Capt. Panaka and FOUR NABOO GUARDS are also held at gunpoint. NUTE and RUNE stand in the middle of the room.

BIBBLE: . . . how will you explain this invasion to the Senate?

NUTE: The Naboo and the Federation will forge a treaty that will legitimize our occupation here. I've been assured it will be ratified by the Senate.

AMIDALA: I will not co-operate.

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NUTE: Now, now, your Highness. You are not going to like what we 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: Yes, sir! (turns to his sergeant) Take them to Camp Four.

The SERGEANT marches the GROUP out of the throne room.

EXT. PALACE – PLAZA – DAY

QUEEN AMIDALA, PADME, EIRTA, YANE, RABE, SACHE, Capt. 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: Yousa guys bombad!

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

QUI-GON: Your Highness, we are the Ambassadors, for the Supreme Chancellor.

BIBBLE: Your negotiations seem to have failed, Ambassador.

QUI-GON: The negotiations never took place. Your Highness, we must make contact with the republic.

Capt. Panaka steps forward.

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

QUI-GON: Do you have transports?

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

THEY disappear down an alleyway as the ALARMS are sounded

INT. CENTRAL HANGER – HALLWAY – DAY

Capt. 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: There are too many of them.

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

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

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

BIBBLE: They wouldn't dare.

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

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

BIBBLE: Please, Your Highness, reconsider. Our only hope is for the Senate to side with us. . . Senator Palpatine will need your help.

CAPT. PANAKA: Getting past their blockade is impossible, Your Highness. Any attempt to escape will be dangerous.

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

The QUEEN turns to PADME and EIRTAE.

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

PADME: We are brave, Your Highness.

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

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

INT. CENTRAL HANGER – DAY

The door opens to the main hanger. QUI-GON, OBI-WAN, JAR JAR, Capt. 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: We need to free those pilots.

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

OBI-WAN: I'll take care of that.

OBI-WAN heads toward the group of captured pilots.

QUI-GON and the QUEEN, Capt. Panaka, JAR JAR, and the rest Of the GROUP approach the GUARDS at the ramp of the Naboo craft.

GUARD DROID: Where are you going?

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

DROID GUARD: You're under arrest!

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 Capt. Panaka watch.

RIC OLIE: . . . our communications are still jammed.

## INT. NABOO SPACECRAFT – DROID HOLD

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

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

OBI-WAN closes the door. JAR JAR looks around and sees a long row of five short, dome-topped ASTRO DROIDS (R-2 units). The all look alike, except for thier paint color, and they all seem to be shut down.

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

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

JAR JAR: Tis opens? . . . Oooops!

Many springs and things come flying out.

JAR JAR quickly closes it again, very embarrassed.

JAR JAR: Yoi! Just yoken!

## EXT. SPACE BATTLE

The Naboo Spacecraft, surrounded by explosions, head even closer to the massive Federation battle ships.

## INT.NABOO SPACECRAFT – COCKPIT

RIC OLIE: There's the blockade, hang on.

Alarm sounds fill the Cockpit as Obi-Wan enters.

RIC OLIE: The shield generator's been hit. Our deflector shields can't withstand this.  
Power down. . . Hopefully the repair droids can fix it.

## INT. NABOO SPACECRAFT – DROID HOLD

The lights go on, and all the Droids are activated. Droids rush to an exterior air lock,

except for the red one, who runs into a wall. JAR JAR holds on for dear life.

One Little blue Astro Droid, who is especially dedicated, lets out a loud screech as he passes JAR JAR, causing the Gungan to jump.

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

CAPT. PANAKA: Stay on course!

QUI-GON: Do you have a cloaking device?

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

RIC OLIE: We won't make it. The shields are gone.

EXT. NABOO SPACECRAFT – FEDERATION BATTLESHIP

The Droids pop onto the exterior of the Naboo Spacecraft; the ship races across the surface of the massive Federation Battleship, as its guns blast two Astro Droids to pieces.

OBI-WAN: We're losing droids fast.

CAPT. PANAKA: If they can't get those shield generators fixed we will be sitting ducks.

RIC OLIE: The shields are gone.

EXT. NABOO SPACECRAFT – ENGINES

The Federation Battleship blows away one more Astro Droid. The blue Droid connects some wires, causing sparks to fly.

RIC OLIE: Powers back! That little droid did it. He bypassed the 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: There's not enough power to get us to Coruscant... the hyperdrive is leaking.

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

QUI-GON studies a star chart on a monitor.

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

CAPT. PANAKA: How can you be sure?

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

CAPT. PANAKA: The Hutts?

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

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

QUI-GON: ... It would be no different than if we landed on a system controlled by the Federation... except the Hutts aren't looking for her, which gives us 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: We control all the cities in the North and are searching for any other settlements...

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

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

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

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

DARTH SIDIOUS: ... not for a Sith...

A second SITH LORD appears behind DARTH SIDIOUS.

DARTH SIDIOUS: ... Viceroy, this is my apprentice. Lord Maul. He will find your lost ship.

NUTE: Yes, My Lord.

The hologram fades off.

NUTE: This is getting out of hand... now there are two of them.

RUNE: We should not have made this bargain. What will happen when the Jedi become aware of these Sith Lords?

INT. NABOO SPACECRAFT – QUEENS CHAMBERS

QUI-GON, OBI-WAN, Capt. Panaka, and the LITTLE BLUE DROID stand before QUEEN AMIDALA and her THREE HANDMAIDENS, PADME, EIRTAE and RABE.

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

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

The LITTLE BLUE DROID lets out a series of bleeps. Capt. Panaka leans over and scrapes some dirt off of the side of the DROID and read the number:

CAPT. PANAKA: R2-D2, Your Highness.

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

PADME bows before the QUEEN.

AMIDALA: Clean this droid up the best you can. It deserves our gratitude... (to Panaka) Continue, Captain.

Capt. Panaka looks nervously to OBI-WAN and QUI-GON.

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

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

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

AMIDALA and PADME exchange looks. PADME moves next to the DROID.

INT. NABOO SPACECRAFT – MAIN AREA

PADME sits in the Main Area, cleaning R2-D2, the brave little Astra Droid. JAR JAR pops out of an open door.

JAR JAR: Hideoe!

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

JAR JAR: Sorry, nomeanen to scare yousa.

PADME: That's all right.

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

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

JAR JAR hands PADME the oil can.

JAR JAR: Mesa Ja Ja Binksss...

PADME: I'm Padme, I attend Her Highness, You're a Gungan, aren't you? (Jar Jar nods) How did you end up here with us?

JAR JAR: Me no know. . . mesa day starten pittyy okeyday witda brisky 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. NABOO SPACECRAFT – COCKPIT

OBI-WAN, QUI-GON, and Capt. Panaka watch over RIC OLIE'S shoulder. A large yellow planet appears directly ahead. RIC OLIE searches his scopes.

OBI-WAN: That's it. Tatooine.

RIC OLIE: There's a settlement. . . a spaceport, looks like.

QUI-GON: Land near the outskirts. We don't want to attract any 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: , sire, pleese, no mesa go!

OBI-WAN: Sorry, Qui-Gon's right. You'll make things less obvious.

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

OBI-WAN: The Hyperdrive generator is gone. We will need a new one.

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

QUI-GON: Don't let them send ant transmissions. Be wary. . . I sense a disturbance in the Force.

OBI-WAN: I fell it also, Master.

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: Dis sun doen murder tada skin.

From the spaceship, Capt. Panaka and PADME run toward them.

CAPT. PANAKA: Wait!

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

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

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

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

PADME: I've been trained in defense. . . I can take care of myself.

CAPT. PANAKA: Don't make me go back and tell her you refuse.

QUI-GON: I don't have time to argue. But this is not a good idea. 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 environment.

QUI-GON: . . . moisture farms for the most part, but also a few indigenous tribes and scavengers. The few spaceports like this one are havens for those who do not wish to be found. . .

PADME: . . . like us.

JAR JAR is in a constant state of panic.

ARTOO whistles along, with perfect confidence.

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

EXT. MOS ESPA – JUNK DEALER PLAZA – DAY

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

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

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

INT. WATTO'S JUNK SHOP – DAY

QUI-GON, JAR JAR, PADME, and ARTOO enter the dingy junk shop and are greeted by WATTO, a pudgy blue alien who flies on short little wings like a hummingbird.

WATTO: (SUBTITLED) Hi chuba da naga? (What do you want?)

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

WATTO: Ah yes, ah yes. Nubian. We have lots of that. What kinda junk? (subtitled)  
Peedenkel! Naba dee unko (Boy, get in here! Now!)

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

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

ANAKIN: (SUBTITLED) Mel tassa cho-passa... (I was cleaning the bin like you...)

WATTO: (SUBTITLED) Chut-Chut! Ganda doe wallya. (Never mind! Watch the store) Me dwana no bata. (I've got some selling to do here.) (to Qui-Gon) Soooo, let me 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: Don't touch anything.

JAR JAR makes a rude face to QUI-GON's back and sticks out his long tongue.

ANAKIN sits on the counter, pretending to clean a part, staring at PADME.

She is the most beautiful creature he has ever seen in his life. PADME is a little embarrassed by his stare, but she musters up an amused smile.

Finally, he gets the courage to speak.

ANAKIN: Are you an angel?

PADME: What?

ANAKIN: An angel. I've heard the deep space PILOTS talk about them. They 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: You must be one... maybe you just don't know it.

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

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

PADME: You're... a slave?

ANAKIN looks at PADME defiantly.

ANAKIN: I am a person! My name is Anakin.

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

ANAKIN studies her intently.

ANAKIN: You are a strange girl to me.

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

ANAKIN: Hit the nose!

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

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

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

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

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

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

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

WATTO: No they won'ta.

QUI-GON, using his mind power, waves his hand again.

QUI-GON: Credits will do fine.

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

you that.

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

QUI-GON hurries into the shop, followed by ARTOO.

QUI-GON: We're leaving.

JAR JAR follows QUI-GON. PADME gives ANAKIN a loving look.

PADME: I'm glad I met you, . . . ah. . .

ANAKIN: . . . Anakin.

PADME: Anakin.

ANAKIN: Anakin Skywalker.

PADME: Padme Naberrie.

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

ANAKIN: I'm glad I met you too.

WATTO enters the junk yard, shaking his head.

WATTO: (SUBTITLED) Ootmians! Tinka me chasa hopoe ma booty na nolia. (Outlanders! They think because we live so far from the center, we don't know nothing.)

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

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

ANAKIN lets out a '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: . . . Obi-Wan, you're sure there isn't anything of value left on board?

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

QUI-GON: All right. Another solution will present itself. I'll check back.

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

JAR JAR: Noah gain. . . da beings hereabouts cawazy. Wesa be robbed un crunched.

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

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: Hey, that will be seven truguts!

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) Chuba! (You!)

JAR JAR: Who, mesa?

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: (to himself) Why mesa always da one?

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

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

ANAKIN: (SUBTITLED) Chess ko, Sebulba...Coo wolpa tooney rana. (Careful, Sebulba... This one's very connected.)

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

SEBULBA: (SUBTITLED) Tooney rana nu pratta dunko, shag. (Connected? Whada you mean, slave?)

ANAKIN: (SUBTITLED) Oh da Hutt...cha porko ootman geesa...me teesa 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: (SUBTITLED) Neek me chowa, wermo, mo killee ma 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: (SUBTITLED) Eh, chee bana do mullee ra. (Yeah, it'd be a pity if you had to pay for me.)

QUI-GON, PADME and ARTOO arrive.

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

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

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

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

JAR JAR: Mesa doen nutten!

ANAKIN: Fear attracts the fearful. He was trying to overcome his fear by squashing you... be less afraid.

PADME: And that works for you.

ANAKIN: To a point. (he smiles)

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. Capt. Panaka exits the ship and joins him.

OBI-WAN: This storm's going to slow them down.

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

Capt. Panaka's comlink sounds off.

CAPT. PANAKA: Yes?(listens) We'll be right there.

EXT. MOS ESPA – STREET – FRUIT STAND – DAY

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

ANAKIN: How are you feeling today, Jira?

JIRA: The heat's never been kind to me, you know, Annie!

ANAKIN: Guess what? I've found that cooling unit I've been searching for.

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

JIRA: You're a fine boy, Annie.

ANAKIN: I'll take four pallies today. (to Padme) You'll like 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: Whoops, I thought I had more... Make thgat three, I'm not hungry.

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

JIRA: Gracious, my bones are aching...storm's coming on, Annie. You'd better get

home quick.

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

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

ANAKIN: Is it far?

PADME: On the outskirts.

ANAKIN: You'll never reach the outskirts in time... sandstorms are 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: Mom! Mom! I'm home.

JAR JAR: Dissem cozy.

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

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

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

QUI-GON: I'm Qui-Gon Jinn, and this is Jar Jar Binks. ARTOO lets out a little beep.

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

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

SHMI: Anakin! Why are they here?

ANAKIN: A sandstorm, Mom. Listen.

The wind HOWLS outside.

QUI-GON: Your son was kind enough to offer us shelter.

ANAKIN: Come on! Let me show you Threepio!

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: I have enough food for a meal.

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

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

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

SHMI: Yes, I know.

INT. ANAKIN'S HOVEL – BEDROOM – DAY

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

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

PADME: He's wonderful!

ANAKIN: You reall like him? He's a protocol droid... to help Mom. 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 do you do, I am See-Threepio, Human Cyborg Relations. How might I serve you?

PADME: He's perfect.

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

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

THREEPIO: I beg your pardon... what do you mean I'm naked?

ARTOO BEEPS

THREEPIO: My parts are showing? Oh, my goodness. How embarrassing!

## INT. NABOO SPACECRAFT – QUEENS CHAMBERS

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

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

AMIDALA looks upset. . . almost nervous.

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

## INT. ANAKIN'S HOVEL – MAIN ROOM – DAY

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

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

QUI-GON: It sounds like bait to establish a connection trace.

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

QUI-GON: Either way, we're running out of time.

## EXT. CORUSCANT – BALCONY OVERLOOKING CITY – NIGHT

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

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

DARTH SIDIOUS: Move against the Jedi first. . . you will then have no difficulty taking the Queen back to Naboo, where she will sign the treaty.

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

DARTH SIDIOUS: You have been well trained, my young apprentice, they will be no match for you. 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: All slaves have transmitters placed inside their bodies somewhere.

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

SHMI: Any attempt to escape...

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

PADME and JAR JAR are horrified.

JAR JAR: How wude.

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

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

An awkward silence. ANAKIN attempts to end the embarrassment.

ANAKIN: Have you ever seen a Podrace?

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: They have Podracing on Malastare. Very fast, very dangerous.

ANAKIN: I'm the only human who can do it.

SHMI looks at her son.

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

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

ANAKIN smiles. JAR JAR attempts to snare another bit of food from the bowl with his tongue, but QUI-GON, in a flash, grabs it between his thumb and forefinger. JAR JAR is startled.

QUI-GON: Don't do that again.

JAR JAR tries to acknowledge with some silly mumbling. QUI-GON lets go of the tongue, and it snaps back into JAR JAR's mouth.

ANAKIN: I... I was wondering... something...

QUI-GON: What?

ANAKIN: Well, ahhh... you're a Jedi Knight, aren't you?

QUI-GON: What makes you think that?

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

QUI-GON leans back and slowly smiles.

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

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

QUI-GON: I wish that were so...

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

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

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

QUI-GON thinks for a moment.

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

ANAKIN: Coruscant... wow... how did you end up here in the outer rim?

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

ANAKIN: I can help! I can fix anything!

QUI-GON: I believe you can, but our first job is to aquire the parts we need. . .

JAR JAR: Wit no-nutten mula to trade.

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

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

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

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

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

ANAKIN: Watto doesn't know I've built it. (to Qui-Gon) You could 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: I don't want you to race, Annie. . . It's awful. I die every time Watto makes you do it.

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

JAR JAR: Wesa ina pittty bad goo.

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

SHMI shakes her head no.

ANAKIN: We have to help them, Mom. . . you said that the biggest problem in the universe is no one helps each other. . .

SHMI: Anakin, don't. . .

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

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

SHMI: No, Annie's right, there is no other way. . . I may not like it, but he can help you. . . he was meant to help you.

ANAKIN: Is that a yes? That is a yes!

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: Are you sure about this? Trusting our fate to a boy we hardly know. The Queen will not approve.

QUI-GON: The Queen does not need to know.

PADME: Well, I don't approve.

QUI-GON turns and starts into the shop.

INT. WATTO'S JUNK SHOP – DAY

WATTO and ANAKIN are in the middle of an animated discussion in Huttese.

WATTO: Patta go bolla!

ANAKIN: No batta!

WATTO: Pedunky. Maa kee cheelya.

ANAKIN: Bayno, Bayno!

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

WATTO: The boy tells me you wanta sponser hi insa race. You can't afford parts. How can you do this? Not on Republic credits, I think. (he laughs)

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

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

WATTO: Not bad... not bad... a Nubian.

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

WATTO: ... but what would the boy ride? He smashed up my Pod in the last race.

It will take some time to fix it.

ANAKIN is embarrassed and steps forward.

ANAKIN: Ahhhh. . . it wasn't my fault really. . . Sebulba flashed me with his vent ports. I actually saved the Pod. . . mostly.

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

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

WATTO: I hope you didn't kill anyone I know for it. (laughs) So, you supply the Pod and the entry fee; I supply the boy. We split the winnings fifty-fifty, I think.

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

WATTO thinks about this. ANAKIN tries not to be nervous.

QUI-GON: Either way, you win.

WATTO: (SUBTITLED) Deal! Yo bana pee ho-tah, meedee ya. (Your 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: What if this plan fails, Master? We could be stuck here for a long time.

QUI-GON: (V.O.) A ship without a power supply will not get us anywhere, and there is something about this boy. . .

EXT. MOS ESPA – SLAVE QUARTERS – PORCH – DAY

QUI-GON puts the comlink away as SHMI comes onto the porch PADME, ANAKIN, JAR JAR, and ARTOO work on the engines of the Podracer in the courtyard below.

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

SHMI: He knows nothing of greed. He has. . .

QUI-GON: He has special powers.

SHMI: Yes...

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

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

QUI-GON: The Force is unusually strong with him, that much is clear. Who was his father?

SHMI: There was no father, that I know of... I carried him, I gave him birth... I can't explain what happened. Can you help him?

QUI-GON: I'm afraid not. Had he been born in the Republic, we would 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: Padme and Jar Jar, this is my friend Kitster, and Seek, Amee, and Wald.

All whistle, hoot, and speak a greeting.

KITSTER: Wow, a real Astro Droid... how'd you get so lucky?

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

KITSTER: What? With this?

WALD: (SUBTITLED) Annie, Jesko na joka. (You are such a joke, Annie.)

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

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

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

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

JAR JAR: Who, mesa?

ANAKIN: If your hand gets caught in that beam, it will go numb for 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: Ouch-dats muy bigo Oucho. (gibberish)

KITSTER: But you don't even know if this thing will run.

ANAKIN: It will.

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: I think it's time we found out. Use this power charge.

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: Sit still, Annie. Let me clean this cut.

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

QUI-GON: Most of them.

ANAKIN: Has anyone been to them all?

QUI-GON: (laughs) Not likely.

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

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

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

SHMI yells from inside the hovel.

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

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

ANAKIN: What are you doing?

QUI-GON: Checking your blood for infections.

ANAKIN: I've never seen. . .

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

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

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. . .

OBI-WAN: Yes, Master.

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

OBI-WAN: Wait a minute. . .

QUI-GON: I need a midi-chlorian count.

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

QUI-GON: What are your readings?

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

QUI-GON: Here's a signal check.

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

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

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

QUI-GON: No Jedi has.

OBI-WAN: What does it mean?

QUI-GON: I'm not sure.

The JEDI KNIGHT looks up and sees SHMI in the doorway watching him.

Embarrassed, she goes back into the kitchen while QUI-GON ponders the situation.

EXT. 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: I hope you're about finished.

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

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

ANAKIN stands up and stretches just as KITSTER arrives.

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

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

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

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

WATTO: Not if your ship belongs to me, I think. . . I warn you, no funny business.

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

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

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

QUI-GON: Why?

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

QUI-GON: I'll take that bet.

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

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

WATTO: A Pod for slaves. I don't think so. . . well, poerhaps. Just one. . . the mother, maybe. . . the boy isn't for sale.

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

WATTO shakes his head.

QUI-GON: For the fastest Pod ever built?

WATTO shakes his head again.

QUI-GON: Both, or no bet.

WATTO: No Pod's worth two slaves... not by a long shot... one slave or nothing.

QUI-GON: The boy, then...

WATTO pulls out a small cube from his pocket.

WATTO: We'll let fate decide. Blue it's the boy, red his mother...

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

QUI-GON smiles. WATTO is angry.

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

ANAKIN and PADME enter the hanger on one of the EOPIES, pulling an engine. KITSTER, on the other EOPIE, is pulling another engine. With THREEPIO walking alongside, ARTOO trundles behind, pulling the Pod with SHMI sitting on it. WATTO passes ANAKIN as he leaves.

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

WATTO walks off, laughing.

ANAKIN: What did he mean by that?

QUI-GON: I'll tell you later.

ARTOO beeps at THREEPIO.

THREEPIO: Oh my! Space travel sounds rather perilous.

ARTOO emits a series of beeps.

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

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

PADME: Do what?

KITSTER: Finish the race, of course!

PADME: You've never won a race?

ANAKIN: Well...not exactly...

PADME: Not even finished?

ANAKN looks sheepish.

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

QUI-GON: Of course you will.

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: Toogi! Toogie! (Greetings) Toong mee cha kulkah du Boonta magi! tah oos azalus ooval Podraces. (We have perfect weather today for the Boonta classic. The most hazardous of all Podraces.) FODE/BEED B: That's absolutly right. And a big turnout here, from all corners of the Outer Rim territories. I see the contestants are making their way out onto the starting grid.

EXT. MOS ESPA – DESERT RACE ARENA – DAY

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

FODE/BEED A: (O.S.) La Yma beestoo (Yes, there they are!) FODE/BEED B: I see Ben Quadinaros from the Tund system. FODE/BEED A: ...eh Gasgano doowa newpa Ord Petrovia! (And Gasgano in thenew Ord Pedrovia.) FODE/BEED

B: Two time winner, Boles Roor... FODE/BEED A: Poo tula moosta, woe grane champio Sebulba du Pixelito! Splastyleeya bookie ookie! (On the front line the reigning champion, Sebulba from Pixelito. By far the favorite today.) FODE/BEED B: And a late entry, Anakin Skywalker, a local boy. FODE/BEED A: Wampa peedunkee unko ( I hope he has better luck this time.) FODE/BEED B: I see the flaggers are moving onto the track.

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.

A : O grandio lust, Jabba Du Hutt, amu intoe tah parena. (His honor, 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: (SUBTITLED) Chowbaso! Tam ka chee Boonta rulee ya, kee madda 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 engins to Anakin's Pod with a long cable. SHMI gives ANAKIN a big hug and kiss. She looks him right in the eye.

SHMI: Be safe.

ANAKIN: I will, Mom. I promise.

She leaves as ANAKIN checks the cable hitches.

JABBA: ... Mawhonic tuta Hok, Teemto Pagalies tuta Moonus Mandel, Anakin SKy-walker 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: Dis berry loony, Annie. May da guds be kind, mesa palo.

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

PADME: You carry all our hopes.

ANAKIN: I won't let you down.

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

SEBULBA: Bazda wahota, shag. Dobiella Nok. Yoka to Bantha poodoo. (You won't walk away from this one, slave scum! You're Bantha poodoo.)

ANAKIN: (SUBTITLED) Cha skrundee da pat, sleemo. (Don't count on 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: (SUBTITLED) ...Ka bazza kundee hodrudda! (...Let the challenge 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: Are you all set, Annie? (Anakin nods) Remember, 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: Mesa no watch. Dissen ganna be messy!

FODE/BEED A: A : Ya pawa culka doe rundee! (The power couplings are being activated) FODE/BEED B: Hey, it looks like they're clearing the grid.

EXT. MOS ESPA – ARENA – VIEWING PLATFORM – DAY

SHMI looks nervously to QUI-GON as he enters a veiwing platform. PADME and JAR JAR are already on board. The platform rises like an elevator.

SHMI: Is he nervous?

QUI-GON: He's fine.

PADME: You Jedi are far too reckless. The Qqueen. . .

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

PADME: You assume too much.

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

FODE/BEED B: Start your engines.

The earth-pounding ROAR of the engines revving is deafening.

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

Jabba bites off the head of a frog and spits it at a gong, signaling the start of the race.

EXT. MOS ESPA – ARENA – STARTING GRID – DAY

On a bridge over the track, a great green light at the center flashes. The Podracers shoot forward with a high-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: (O.S.) An dare ovv! (And they're off!) FODE/BEED B: Oh. . . wait.  
Little Skywalker has stalled.

PADME and JAR JAR are very dissappointed 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: And there goes Skywalker. . . He'll be hard pressed to catch up 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: Looks like a few Tusken Raiders have campe out on the canyon dune turn.(O.S.)

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: Where's Skywalker?

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. Sebulba! Ka pa me cheespa wata! (Here comes Sebulba in record 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: Bug off.

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: He musta crash-ud.

PADME: Here he comes!

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

ARTOO lets out an excited whistle, as KITSTER yells.

THREEPIO: He has to complete two more circuits? Oh dear!

EXT. MOS ESPA – RACETRACK – DAY (FX)

Sure enough, coming around the bend is ANAKIN, quickly gaining on the pack.

The two-headed announcer describes the action. The crowd goes wild.

FODE/BEED B: (O.S.) It looks like Skywalker is moving up through the field. He's in... Steeth pa nagoola! (Sixth place, not bad.)

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

ODY stops in the pits. Droids work on his engines. 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.

(O.S.) Ody Mandrell! Coona wa wunda dunko! (Ody Mandrell into the pits for some attention.)

ODY: Droids!

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: (O.S.) At the start of the third and final lap, Sebulba is in the lead, 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: (O.S.) Skywalker is forced onto the service ramp! Oh noah!(O.S.)

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

FODE/BEED B: (O.S.) Amazing. . . a controlled thrust and he's back on course! What a 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 side by side down the final stretch of the track.

FODE/BEED B: (O.S.) He's catching Sebulba. Inkabunga. (Incredible!)

SEBULBA veers toward ANAKIN and bangs into his Pod. He crashes into ANAKIN over and over. The young boy struggles to maintain control as the steering rods on the two Pods become hooked together. SEBULBA laughs at ANAKIN.

FODE/BEED B: (O.S.) That little human being is out of his mind. Punda tah punda! (They're neck and neck!) They're side by side! Bongo du bongo! (Shoulder to shoulder!)

As they head for the final stretch, ANAKIN fights to unlock the steering rods by trying to pull away from SEBULBA. The strain on the steering rod is tremendous. Suddenly, ANAKIN's steering arm breaks, and his Pos starts spinning.

The release of tension sends SEBULBA into an ancient statue. One engine EX-

PLODES, 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 excitement, PADME screaming for joy. ARTOO and KITSTER whistle hysterically. QUI-GON and SHMI smile. ANAKIN races over the finish line, the winner.

INT. MOS ESPA – ARENA ANNOUNCERS BOX – DAY (FX)

The two-headed announcer excitedly calls the finish.

FODE/BEED B: It's Skywalker! The crowd are going nuts! Oh Ah Oh Ah (rock head 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: You! You swindled me! You knew the boy was going to win! Somehow you knew it! I lost everything.

WATTO flies up to QUI-GON and puts his face right up against QUI-GON's.

QUI-GON simply smiles.

QUI-GON: Whenever you gamble, my freind, eventually you'll lose. Bring the parts to the main hanger. I'll come by your shop later so you can release the boy.

WATTO: You can't have him! It wasn't a fair bet!

QUI-GON: Would you like to discuss it with the Hutts... I'm sure they can settle this.

WATTO: No, no! I want no more of your tricks! Take him!

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: Ah, gee. . . enough of this. . .

SHMI: It's so wonderful, Annie. You have brought hope to those who have none. I'm so very proud of you. . .

PADME: We owe you everything.

ANAKIN: Just feeling this good was worth it.

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

QUI-GON: Padme. Jar Jar, let's go, we've got to get these parts back to the ship.

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: I'll return the eopies by midday.

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: Start getting this hyperdrive generator installed. I'm going back. . . some unfinished business. I won't be long.

OBI-WAN: Why do I sense we've picked up another pathetic life form. . . ?

QUI-GON: It's the boy who's responsible for getting those parts.

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: What's this?

ANAKIN: He said I cheated.

QUI-GON: Did you?

ANAKIN: No!

QUI-GON: Do you still think he cheated?

GREEDO Yes.

QUI-GON: Well, Annie. You know the truth. . . You will have to 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: Keep this up, Greedo, and you're gonna come to a bad end.

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: These are yours. We sold the Pod.

ANAKIN: (suddenly beaming)) Yes!

INT. ANAKIN'S HOVEL – MAIN ROOM – DAY

SHMI is cleaning up as ANAKIN bursts through the door, followed by QUI-GON.

ANAKIN: Mom, he sold the Pod. Look at all the money we have!

ANAKIN pulls a bag of coins out of his pocket.

SHMI: Oh, my goodness, That's wonderful.

QUI-GON: And Anakin has been freed.

ANAKIN: What?

QUI-GON: You're no longer a slave.

ANAKIN jumps for joy! SHMI is stunned.

ANAKIN: Did you hear that, Mom? (to Qui-Gon) Was that part of the prize, or what?

QUI-GON: Let's just say Watto has learned an important lesson about gambling.

SHMI: Now you can make your dreams come true, Annie. You're free! (turns to Qui-Gon) Will you take him with you? Is he to become a Jedi?

QUI-GON: Our meeting was not a coincidence. Nothing happens by accident.(to Anakin) You are strong with the Force, but you may not be accepted by the Coucil.

ANAKIN: A Jedi! Mighty blasters, you mean I get to go with you in your starship and everything?

QUI-GON kneels down to the boy.

QUI-GON: Anakin, training to be a Jedi will not be a easy challenge. And if you succeed, it will be a hard life.

ANAKIN: But it's what I want. What I've always dreamed about. Can I go, Mom?

QUI-GON: This path has been placed for you, Annie; the choice to take it is yours alone.

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

ANAKIN: I want to go.

QUI-GON: Then, pack your things. We haven't much time.

ANAKIN: Yipee!

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: What about Mom? Is she free too? You're coming, aren't you, Mom

QUI-GON: I tried to free your mother, Annie, but Watto wouldn't have it.

ANAKIN: But the money from selling. . .

QUI-GON: It's not nearly enough.

SHMI comes over to her son and sits next to him. Taking both of his hands in hers, she draws him close.

SHMI: Son, my place is here. My future is here. It is time for you to let go... to let go of me. I cannot go with you.

ANAKIN: I want to stay with you. I don't want things to change.

SHMI: You can't stop change any more than you can stop the suns 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: I'm going to miss you so much, Mom...

SHMI: I love you, Annie... now hurry.

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

SHMI: Thank you.

QUI-GON: I will watch after him. You have my word. Will you be all right?

SHMI: He was in my life for such a short time.

INT. ANAKIN'S HOVEL – SECOND ROOM – DAY

ANAKIN has thrown the last of his things in a small backpack. As he leaves, he stops and pushes the button that wakes his droid up. THREEPIO stares at him blankly.

ANAKIN: Well, Threepio, I'm free... and I'm going away... in a starship...

THREEPIO: Master, Annie, you are my maker, and I wish you well. Although I'd like it better if I were a little less naked.

ANAKIN: I'm sorry I wasn't able to finish you, Threepio... give you coverings and all... I'm going to miss working on you. You've been a great pal. I'll make sure Mom doesn't sell you or anything. Bye.

THREEPIO stares at ANAKIN as he rushes out of the room.

THREEPIO: Sell me?

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: There are so many of us who want you to stay, Annie... You're a hero.

ANAKIN: I... (looks to Shmi) I... have to go.

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

KITSTER: Well.

ANAKIN: Well.

KITSTER: Thank's for every moment you've been here. You're my best friend.

ANAKIN: I won't forget.

ANAKIN hugs KITSTER and runs toward QUI-GON, then stops to look back at his mother standing in the doorway. He turns back to QUI-GON, then turns and runs back to his mother.

ANAKIN: (starting to cry) I can't do it, Mom. I just can't.

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

SHMI: Annie, remember when you climbed the great dune in order to 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: This is one of those times when you have to do something you don't think you can do. I know how strong you are, Annie. I know you can do this...

ANAKIN: Will I ever see you again?

SHMI: What does your heart tell you?

ANAKIN: I hope so... yes... I guess.

SHMI: Then we will see each other again.

ANAKIN: I.. will become a Jedi and I will come back and free you, Mom... I promise.

SHMI: No matter where you are, my love will be with you. Now be brave, and don't look back... don't look back.

ANAKIN: I love you so much.

SHMI hugs ANAKIN, then turns him around so he is facing QUI-GON, and off he marches, like the brave little trooper that he is. He marches right past QUI-GON, 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: I've been freed, and I'm going away. Buy yourself a cooling unit with this... Otherwise I'll worry about you.

JIRA is astonished. She stares, not knowing what to say.

JIRA: Can I give you a hug?

ANAKIN: Sure.

She gives him a hug.

JIRA: I'll miss you, Annie... there isn't a kinder boy in the 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: What is it?

QUI-GON: Probe droid. Very unusual... not like anything I've seen 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: Master Qui-Gon, sir, wait!

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

QUI-GON: Anakin, drop!

ANAKIN drops to the ground just as DARTH MAUL sweeps over him. DARTH MAUL jumps off his speeder bike, and before he has hit the ground, the Sith Lord has swind 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: Annie, get to the ship! Take off! Go! Go!

QUI-GON struggles to fend off the relentless onslaught as ANAKIN races to the ship.

INT. NABOO SPACECRAFT – HALLWAY

ANAKIN runs into the main hallway of the spaceship, where PADME and Capt. Panaka are working.

ANAKIN: QUI-GON: 's in trouble. He says to take off. . . now!

CAPT. PANAKA: Who are you?

PADME: He's a friend.

INT. NABOO SPACECRAFT – COCKPIT

Capt. Panaka, ANAKIN, and PADME rush into the cockpit where OBI-WAN and RIC OLIE are checking the hyperdrive.

CAPT. PANAKA: QUI-GON: is in trouble, he says to take off!

PILOT: I don't see anything.

OBI-WAN: Over there! Fly low!

In the distance is a small cloud of dust.

EXT. TATOOINE – DESERT – NABOO SPACECRAFT – DAY

QUI-GON and DARTH MAUL continue their sword battle. Leaping over one another in an incredible display of acrobatics, the two warriors hear the ship fly over them a few feet off the ground. QUI-GON almost disappears for a moment. Before DARTH MAUL knows what's happening, QUI-GON is on the spacecraft's ramp.

EXT. TATOOINE – NABOO SPACECRAFT RAMP – DAY

The SITH LORD immediately jumps onto the ramp after QUI-GON, but barely makes it. His heels hang over the edge of a forty-foot drop. QUI-GON swings his laser sword with all his might and knocks DARTH MAUL off the ramp and onto the desert floor. The ramp closes, and the Naboo craft rockets away, leaving the Sith Lord standing alone.

EXT. SPACE – NABOO SPACECRAFT (FX)

The sleek spacecraft rockets away from the planet Tatooine.

INT. NABOO SPACECRAFT – HALLWAY

ANAKIN and OBI-WAN rush into the hallway to find QUI-GON collapsed on the floor opposite the entry. ARTOO is looking over him. The JEDI is breathing hard, wet with sweat and covered in dirt.

ANAKIN: Are you all right?

QUI-GON: I think so... that was a surprise I won't soon forget.

OBI-WAN: What was it?

QUI-GON: I don't know... but he was well trained in the Jedi arts. My guess is he was after the Queen...

ANAKIN: Do you think he'll follow us?

QUI-GON: We'll be safe enough once we're in hyperspace, but I have no doubt he knows our destination.

ANAKIN: What are we going to do about it?

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

QUI-GON: We will be patient. Anakin Skywalker, meet Obi-Wan Kenobi.

ANAKIN: Pleased to meet you. Wow! You're a Jedi too?

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: Let's hope this hyperdrive works and Watto didn't get the last laugh.

The stars streak outside the cockpit window.

EXT. SPACE – NABOO SPACECRAFT (FX)

The ship streaks into hyperspace.

EXT. THEED – STREET – NIGHT (FX)

SEVERAL FEDERATION DROIDS patrol a deserted city street. The Palace can be seen in the distance.

INT. NABOO PALACE – THRONE ROOM – THEED – NIGHT

NUTE sits in a strange, mechanical walking chair, which approaches SIO BIBBLE and SEVERAL OTHER NABOO OFFICIALS. RUNE follows a few paces behind.

DROID GUARDS surround SIO BIBBLE and THE OTHERS as FOUR COUNCIL MEMBERS watch.

NUTE: When are you going to give up this pointless strike? Your 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: This invasion will gain you nothing. We're a democracy. The people have decided. . . They will not live under your tyranny.

BIBBLE is taken away as OOM-9 approaches NUTE.

OOM-9: My troops are in position to begin searching the swamps for these rumored underwater villages. . . they will not stay hidden for long.

INT. NABOO SPACECRAFT – MAIN AREA

The ship is asleep. The lights are dim as PADME walks into the main room.

She goes to a monitor and watches the BIBBLE plea recording. JAR JAR is stretched out on 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: Are you all right?

ANAKIN: It's very cold.

PADME gives him her over-jacket.

PADME: You're from a warm planet, Annie. Too warm for my taste. Space is cold.

ANAKIN: You seem sad.

PADME: The Queen is... worried. Her people are suffering... dying. She must convince the Senate to intervene, or... I'm not sure what will happen.

ANAKIN: I'm... I'm not sure what's going to happen to me. I dunno if I'll ever see you again.. (he pulls something from his pocket) I made this for you. Sou 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: It's beautiful, but I don't need this to remember you. Many things will change when we reach the capital, Annie. My caring for you will always remain.

ANAKIN: I care for you too. Only I... miss...

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

PADME: ... You miss your mother.

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: Coruscant... the capital of the Republic... the entire planet is one big city.

ANAKIN: Wow! It's so huge!

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.

Capt. Panaka, TWO GUARDS, QUEEN AMIDALA, then PADME, RABE, EIRTAE, and MORE GUARDS descend the ramp. QUEEN AMIDALA stops before the group.

ANAKIN and JAR JAR stand to one side, looking at the huge city. PADME smiles at ANAKIN. PALPATINE bows before the Queen.

PALPATINE: It is a great gift to see you alive, Your Majesty. May I present Supreme Chancellor Valorum.

VALORUM Welcome, Your Highness. It is an honor to finally meet you 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: I am grateful for your concern, Chancellor.

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

PALPATINE: There is a question of procedure, but I feel confident we can overcome it...

JAR JAR and ANAKIN start to follow, then stop, noticing that OBI-WAN and QUI-

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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: Da Queens- a bein grossly nice, mesa tinks.(he looks around) Pitty hot!

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

QUI-GON: I must speak with the Jeï Council immediately, Your Honor. 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: Dissen all pitty odd to my.

ANAKIN: Don't look at me. I don't know what's going on.

Capt. Panaka enters, then goes into the room with QUEEN AMIDALA.

INT. PALPATINE'S QUARTERS – LIVING AREA – DAY

PALPATINE is pacing as Capt. Panaka enters. EIRTAE and RABE stand to one side.

PALPATINE: . . . the Republic is not what it once was. The Senate is full of greedy, squabbling delegates who are only looking out for themselves and their home systems. There is no interest in the common good. . . no civility, only politics. . . its disgusting. I must be frank, Your Majesty, there is little chance the Senate will act on the invasion.

AMIDALA: Chancellor Valorum seems to think there is hope.

PALPATINE: If I may say so, Your Majesty, the Chancellor has little real power. . . he is mired down by baseless accusations of corruption. A manufactured scandal surrounds him. The bureaucrats are in charge now.

AMIDALA: What options do we have?

PALPATINE: Our best choice would be to push for the election of a 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: He has been our strongest supporter. Is there any other way?

PALPATINE: Our only other choice would to be to submit a plea to the courts. . .

AMIDALA: There's no time for that. The courts take even longer to decide things than the Senate. Our people are dying, Senator. . . more and more each day. We must do something quickly to stop the Federation.

PALPATINE: To be realistic, Your Highness, I'd say we're going to have to accept Federation control for the time being.

AMIDALA: There is something I cannot do.

EXT. TEMPLE OF THE JEDI – DAY (FX)

A unique building with it 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: . . . my only conclusion can be that it was a Sith Lord.

MACE WINDU A Sith Lord?

KI-ADI Impossible! The Sith have been extinct for a millenium.

YODA The very Republic is threatened, if involved the Sith are.

MACE WINDU I do not believe they could have returned without us knowing.

YODA Hard to see, the dark side is. Discover who this assassin is, we must.

KI-ADI I sense he will reveal himself again.

MACE WINDU This attack was with purpose, that is clear, and I agree the Queen is

the target.

YODA With this Naboo queen you must stay, QUI-GON: . Protect her.

MACE WINDU We will use all our resources here to unravel this mystery and discover the identity of your attacker... May the Force be with you.

YODA May the Force be with you.

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

YODA Master Qui-Gon more to say have you?

QUI-GON: With your permission, my Master. I have encountered a vengeance in the Force.

YODA A vengeance, you say?

MACE WINDU Located around a person?

QUI-GON: A boy...his cells have the highest concentration of midi-chlorians I have seen in a life form. It is possible he was conceived by the midi-chlorians.

MACE WINDU You're referring to the prophesy of the one who will bring balance to the Force...you believe it's this boy?

QUI-GON: I don't presume...

YODA But you do! Rrevealed your opinion is.

QUI-GON: I request the boy be tested.

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

YODA Trained as a Jedi, you request for him?

QUI-GON: Finding him was the will of the Force...I have no doubt of that.

There is too much happening here...

MACE WINDU Bring him before us, then.

YODA Tested he will be.

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 May I help you, son?

ANAKIN: I'm . . . I'm looking for the handmaiden, Padme.

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

GUARD The boy is here to see Padme.

RABE Send him in.

The doors open, and ANAKIN enters the Queen's quarters.

RABE greets ANAKIN as TWO OTHER HANDMAIDENS come and go into the next room.

ANAKIN: I'd like to speak with Padme, if I could.

RABE I'm sorry, Annie. Padme is not here right now.

The Queen speaks out in the next room.

AMIDALA: (O.S.) Who is it?

RABE Anakin Skywalker, to see Padme, Your Highness.

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

AMIDALA: I've sent Padme on an errand.

ANAKIN: I'm going to the Jedi temple to start my training, I hope.

The QUEEN just stares at him.

ANAKIN: I may not see her again. . . and. . . I just wanted to say goodbye.

AMIDALA: We will tell her for you. We're sure her heart goes with you.

ANAKIN bows again.

ANAKIN: Thank you, Your Highness. I'm sorry to have disturbed you.

The QUEEN dissappears behind the doorway, and ANAKIN exits.

EXT. CORUSCANT – GALACTIC SENATE BUILDING – DAY (FX)

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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 Capt. Panaka sit in the Naboo congressional box, which is actually a floating platform. PALPATINE leans over to the QUEEN.

PALPATINE: If the Federation moves to defer the motion. . . Your Majesty, I beg of you to ask for a resolution to end this congressional session.

AMIDALA: I wish I had your confidence in this, Senator.

PALPATINE: You must force a new election for Supreme Chancellor. . . I promise you there are many who will support us. . . it is our best chance. . . Your Majesty, our only, chance.

AMIDALA: You truly believe Chancellor Valorum will not bring our motion to a vote?

PALPATINE: He is distracted. . . he is afraid. He will be of no help.

VALORUM The Chair recognizes the Senator from the sovereign system of Naboo.

The Naboo congressional box floats into the center.

PALPATINE: Supreme Chancellor, delegates of the Senate. A tragedy has occurred on our peaceful system of Naboo. We have become caught in a dispute you're all well aware of, which 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 This is outrageous! I object to the Senator's statements!

VALORUM The Chair does not recognize the Senator from the Trade Federation at this time. Please return to your station.

LOTT DOD reluctantly moves back to his place.

PALPATINE: To state our allegations, I present Queen Amidala, the recently elected

ruler of Naboo, to speak on our behalf.

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

AMIDALA: Honorable representatives of the Republic, distinguished delegates, and Your Honor Supreme Chancellor Valorum, I come to you under the gravest of circumstances. 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 I object! There is no proof. This is incredible. We recommend a commission be sent to Naboo to ascertain the truth.

VALORUM Overruled.

LOTT DOD Your Honor, you cannot allow us to be condemned without 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 The Congress of Malastare concurs with the honorable delegate from the Trade Federation. A commission must be appointed. . . that is the law.

VALORUM The point. . .

VALORUM confers with several of his AIDES and VICE CHAIRMAN MAS AMEDDA.

PALPATINE whispers something to the QUEEN.

PALPATINE: Enter the bureaucrats, the true rulers of the Republic, and on the payroll of the Trade Federation, I might add. This is where Chancellor Valorum's strength will disappear.

VALORUM The point is conceded. . . Section 523A take precedence here. Queen Amidala of the Naboo, will you defer your motion to allow a commission to explore the validity of your accusations?

QUEEN AMIDALA is angry but remains composed.

AMIDALA: (angrily) I will not defer. . . I have come before you to 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 What?... No!

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 Order! We shall have order...

Things settledown a little. The Federation box settles next to AMIDALA.

PRINCE BAIL ORGANA moves his box into the arena.

BAIL ORGANA Alderaan seconds the motion for a vote of no confidence in Chancellor Valorum.

MAS AMEDDA The motion has been seconded by Bail Organa of Alderaan.

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

BAIL ORGANA There must be no delays. The motion is on the floor and must be voted upon in this session.

LOTT DOD The Trade Federation moves the motion be sent to the procedures committee for study.

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

ASSEMBLY Vote now! Vote now! Vote now!

PALPATINE stands next to AMIDALA.

PALPATINE: You see, Your Majaesty, the tide is with us... Valorum 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 The Supreme Chancellor requests a recess. Tomorrow we will begin the vote.

The Federation delegation is furious. VALORUM turns to PALPATINE.

VALORUM Palpatine, I thought you were my ally...my friend. You 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: The boy will not pass the Council's tests, Master, and you know it. He is far too old.

QUI-GON: Anakin will become A Jedi. . . I promise you.

OBI-WAN: Don't defy the Council, Master..not again.

QUI-GON: I will do what I must.

OBI-WAN: Master, you could be sitting on the Council by now if you would just follow the code. They will not go along with you this time.

QUI-GON: You still have much to learn, my young apprentice.

INT. PALACE OF THE JEDI – COUNCIL CHAMBERS – SUNSET

ANAKIN stands before the TWELVE JEDI. MACE WINDU holds a small hand-held viewing screen. In rapid succession, images flash across the screen.

ANAKIN: A ship. . . a cup. . . a speeder.

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

YODA Good, good, young one. How feel you?

ANAKIN: Cold, sir.

YODA Afraid are you?

ANAKIN: No, sir.

MACE WINDU Afraid to give up your life?

ANAKIN: I don't think so.

ANAKIN hesitates for a moment.

YODA See through you, we can.

MACE WINDU Be mindful of your feelings. . .

KI-ADI YOur thoughts dwell on your mother.

ANAKIN: I miss her.

YODA Afraid to lose her..I think.

ANAKIN: (a little angry) What's that got to do with anything?

YODA Everything. Fear is the path to the dark side. . . fear leads to anger. . . anger leads to hate.. hate leads to suffering.

ANAKIN: (angrily) I am not afraid!

YODA A Jedi must have the deepest commitment, the most serious mind. I sense much fear in you.

ANAKIN: (quietly) I am not afraid.

YODA Then continue, we will.

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: Mesa wonder why da guds invent pain?

AMIDALA: To motivate us, I imagine. . .

JAR JAR: Yousa tinken yousa people ganna die?

AMIDALA: I don't know.

JAR JAR: Gungans ganna get pasted too, eh?

AMIDALA: I hope not.

JAR JAR: Gungans do die'n without a fight. . . wesa warriors. Wesa gotta grand army. Dat why you no liken us, metinks.

PALPATINE and Capt. Panaka rush into the rom and bow before the QUEEN.

CAPT. PANAKA: Your Highness, Senator Palpatine has been nominated to succeed Valorum as Supreme Chancellor.

PALPATINE: A surprise, to be sure, but a welcome one. I promise, Your Majesty, if I am elected, I will bring democracy back to the Republic. I will put an end to corruption. The Trade Fedreation will lose its influence over the bureaucrats, and our people will be freed.

AMIDALA: Who else can be nominated?

CAPT. PANAKA: Bail Antilles of Alderaan and Ainlee Teem of Malastare.

PALPATINE: I feel confident. . . our “situation” will create a strong sympaphy vote for us. . . I will be Chancellor, I promise you.

AMIDALA: I fear by the time you have control of the bureaucrats, Senator, there will be nothing left of our cities, our people, our way of life. . .

PALPATINE: I understand your concern, Your Majesty; unfortunately, the Federation has possession of our planet. The law is in their favor.

AMIDALA: With the Senate in transition, there is nothing more I can do here. . . Senator, this is your arena. I feel I must return to mine. I have decided to go back to Naboo. My place is with my people.

PALPATINE: Go back! But, Your Majesty, be realistic! You would be in danger. They will force you to sign the treaty.

AMIDALA: I will sign no treaty, Senator. My fate will be no different from that of our people. Captain!

CAPT. PANAKA: Yes, Your Highness?

AMIDALA: Ready my ship!

CAPT. PANAKA: Please, Your Majesty, stay here. . . where it’s safe.

AMIDALA: No place is safe, if the Senate doesn’t condemn this invasion. It is clear to me now that the Republic no longer functions as a democracy. If you win the election, Senator, I know you will do everything possible to stop the Federation. I pray you will bring sanity and compassion back to the Senate.

AMIDALA and her RETINUE exit the room. PALPATINE has a self-satisfied smile on his face.

INT. TEMPLE OF THE JEDI – COUNCIL CHAMBERS – TWILIGHT

ANAKIN, OBI-WAN, and QUI-GON stand before the TWELVE MEMBERS OF THE JEDI COUNCIL.

YODA . . . Correct you were, Qui-Gon.

MACE WINDU His cells contain a high concentration of midi-chlorians.

KI-ADI The Force is strong with him.

QUI-GON: He’s to be trained, then.

The COUNCIL MEMBERS look to one another.

MACE WINDU No. He will not be trained.

ANAKIN is crestfallen; tears begin to form in his eyes.

QUI-GON: No?

OBI-WAN smiles.

MACE WINDU He is too old. There is already too much anger in him.

QUI-GON: He is the chosen one. . . you must see it.

YODA Clouded, this boy's future is. Masked by his youth.

QUI-GON: I will train him, then. I take Anakin as my Padawan learner.

OBI-WAN reacts with surprise. ANAKIN watches with interest.

YODA An apprentice, you have, Qui-Gon. Impossible, to take on a second.

MACE WINDU We forbid it.

QUI-GON: OBI-WAN: is ready. . .

OBI-WAN: I am ready to face the trials.

YODA Ready so early, are you? What know you of ready?

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

QUI-GON: Headstrong. . . and he has much to learn about the living Force, but he is capable. There is little more he will learn from me.

YODA Our own council we will keep on who is ready. More to learn, he has. . .

MACE WINDU Now is not the time for this. . . the Senate is voting for a new Spreme Chancellor. Queen Amidala is returning home, which will put pressure on the Federation, and could widen the confrontation.

YODA And draw out the Queen's attacker.

KI-ADI Events are moving fast. . . too fast.

MACE WINDU Go with the Queen to Naboo and discover the identity of the dark warrior. That is the clue we need to unravel this mystery of the Sith.

YODA Young Skywalker's fate will be decided later.

QUI-GON: I brought Anakin here; he must stay in my charge. He has nowhere else to go.

MACE WINDU He is your ward, Qui-Gon... we will not dispute that.

YODA Train him not. Take him with you, but train him not!

MACE WINDU Protect the Queen, but do not intercede if it comes to war until we have the Senate's approval.

YODA May the Force be with you.

OBI-WAN, QUI-GON, and ANAKIN leave.

EXT. CORUSCANT – SENATE LANDING PLATFORM – NIGHT

QUI-GON, OBI-WAN, and ANAKIN stand on the landing platform outside the ship. ARTOO whistles a happy tune as he leans over the edge of the platform, watching the traffic. Suddenly, he leans over too far and falls overboard. After a moment, he reappears, using his on-board jets to propel himself back onto the landing platform. The wind whips at ANAKIN as he listens to the JEDI.

OBI-WAN: It is not disrespect, Master, it is the truth.

QUI-GON: From your point of view...

OBI-WAN: The boy is dangerous... they all sense it. Why can't you?

QUI-GON: His fate is uncertain, not dangerous. The Council will decide Anakin's future... that should be enough for you. Now get on board!

OBI-WAN reluctantly boards the Naboo spacecraft followed by ARTOO. QUI-GON goes over to ANAKIN.

ANAKIN: Master Qui-Gon, sir, I do not wish to be a problem.

QUI-GON: You won't be, Annie... I'm not allowed to train you, so I 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: Master, sir... I've been wondering... what are midi-chlorians?

QUI-GON: Midi-chlorians are a microcopic lifeform that reside within all living cells

and communicates with the Force.

ANAKIN: They live inside of me?

QUI-GON: In your cells. We are symbionts with the midi-chlorians.

ANAKIN: Symbionts?

QUI-GON: Life forms living together for mutual advantage. Without 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: They do?

QUI-GON: When you learn to quiet your mind, you will hear them speaking to you.

ANAKIN: I don't understand.

QUI-GON: With time and training, Annie... you will.

Two taxis pull up, and Capt. 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: Your Highness, it is our pleasure to continue to serve and protect you.

AMIDALA: I welcome your help. Senator Palpatine fears the Federation means to destroy me.

QUI-GON: I promise you, I will not let that happen.

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

JAR JAR: Wesa goen home!

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: The Queen is on her way to you. I regret she is of no further use to us. When she gets there, destroy her.

NUTE: Yes, my Lord.

DARTH SIDIOUS: Viceroy, is the planet secure?

NUTE: Yes, my Lord, we have taken over the last pockets of primitive life forms. We are in complete control of the planet now.

DARTH SIDIOUS: Good. I will see to it that in the Senate, things stay as they are. I am sending Darth Maul to join you. He will deal with the Jedi.

NUTE: Yes, my Lord.

DARTH SIDIOUS fades off.

RUNE: A Sith lord here with us?

INT. SPACE – NABOO SPACECRAFT COCKPIT

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

ANAKIN: ...and that one?

RIC OLIE: The forward stabalizer.

ANAKIN: And those control the pitch?

RIC OLIE: You catch on pretty quick.

INT. NABOO SPACECRAFT – QUEEN'S CHAMBERS

SABE and EIRTAE stand behind QUEEN AMIDALA as she talks with QUI-GON and Capt. Panaka. OBI-WAN and JAR JAR watch.

CAPT. PANAKA: The moment we land the Federation will arrest you, and force you to sign the treaty.

QUI-GON: I agree... I'm not sure what you hope to accomplish by this.

AMIDALA: I'm going to take back what's ours.

CAPT. PANAKA: There are only twelve of us, Your Highness... we have no army.

QUI-GON: I cannot fight a war for you, Your Highness, only protect you.

AMIDALA: Jar Jar Binks!

JAR JAR looks around, puzzled.

JAR JAR: Mesa, Your Highness?

AMIDALA: Yes. I need your help.

INT. NABOO CRUISER COCKPIT – DAY

The Naboo Cruiser heads toward the lush green planet. There is only one Federation battle cruiser orbiting. OBI-WAN and Capt. Panaka spot it on the view screen.

PANAKA The blockade's gone.

OBI-WAN: The war's over. . . No need for it now.

RIC OLIE: I have one battleship on my scope.

OBI-WAN: A droid control ship.

PANAKA They've probably spotted us.

OBI-WAN: We haven't much time.

INT. NABOO SPACECRAFT – MAIN HOLD

The QUEEN, Capt. 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: Hi! Where have you been?

PADME: Annie! What are you doing here?

ANAKIN: I'm with Qui-Gon. . . but. . . they're not going to let me be a Jedi. I'm too old.

PADME: This is going to be dangerous, Annie.

ANAKIN: Is it? I can help. . . Where are we going?

PADME: To war, I'm afraid. The Queen has had to make the most difficult decision of her life. She doesn't believe in fighting, Annie. We are a peaceful people. . .

ANAKIN: I want to help. . . I'm glad you're back.

ANAKIN smiles. PADME smiles back.

EXT. NABOO SWAMP – DAY

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

OBI-WAN: Jar Jar is on his way to the Gungan city, Master.

QUI-GON's thoughts are elsewhere.

QUI-GON: Good.

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

OBI-WAN: Do you think the Queen's idea will work?

QUI-GON: The Gungans will not easily be swayed, and we cannot use our power to help her.

OBI-WAN: I'm...I'm sorry for my behavior, Master. It is not my 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: You have been a good apprentice. You are much wiser than 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: Ello! Where das everybody?

The plaza is empty. He notices that many of the buildings are shot up as if there had been a battle of some kind.

EXT. NABOO SWAMP LAKE – DAY

JAR JAR exits the swamp lake and walks over to QUEEN AMIDALA, Capt. Panaka, OBI-WAN, and QUI-GON. PADME, EIRTAE, RABE, ANAKIN, and ARTOO, FOUR PILOTS, and EIGHT GUARDS stand in the background near the starship.

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JAR JAR: Dare-sa nobody dare. All gone. Some kinda fight, I tink. Sorry, no Gungas. . . no Gungas.

CAPT. PANAKA: Do you think they have been taken to camps?

OBI-WAN: More likely they were wiped out.

JAR JAR: No. . . mesa no tink so. Gungan hidden. When in trouble, go to sacred place. Mackineeks no find them dare.

QUI-GON: Do you know where they are?

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: Dissen it.

JAR JAR makes a strange chattering noise. Suddenly, out of nowhere, CAPTAIN TARPALS and SIX OTHER GUNGAN TROOPS riding on KAADUS emerge from the brush.

JAR JAR: Heyo-dalee, Captain Tarpals.

CAPT. TARPALS Binks! Noah gain!

JAR JAR: We comen to see da boss.

CAPTIAN TARPALS rolls his eyes.

CAPT. TARPALS Ouch time, Binks. . . Ouch time for all-n youse.

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: Jar Jar, yousa payen dis time. Who's da uss-en others?

QUEEN AMIDALA steps forward. Capt. Panaka and the JEDI stand behind her.

AMIDALA: I am Queen Amidala of the Naboo. . . I come before you in peace.

BOSS NASS: Naboo biggen. Yousa bringen da Mackineeks. . . Dya busten uss-en omm.  
Yousa all bombad. Yousa all die'n, mesa tink.

Capt. 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: We wish to form an alliance. . .

Suddenly, PADME steps forward.

PADME: Your Honor. . .

ARTOO whistles a quiet "uh oh."

BOSS NASS: Whosa dis?

PADME: I am Queen Amidala (points to Queen) This is my decoy. . . my protection. . . my loyal bodyguard.

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

PADME: . . . I am sorry for my deception, but under the 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 Capt. Panaka, HIS TROOPS, and the HANDMAIDENS.

PADME: We are your humble servants. . . our fate is in your hands.

Slowly, Capt. Panaka and his TROOPS bow down before the GUNGAN COUNCIL. Then the HANDMAIDENS, ANAKIN, and finally the JEDI. The GUNGANS are puzzled by this. BOSS NASS begins to laugh.

BOSS NASS: Yousa no tinken yousa greater den da Gungans.. Mesa like dis. Maybe wesa bein friends.

INT. NABOO PALACE – THRONE ROOM – DAY

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

NUTE: . . . we've sent out patrols. We've already located their starship in the swamp. . . It won't be long, My Lord.

DARTH SIDIOUS: This is an unexpected move for her. It's too aggressive. . . Lord Maul, be mindful.

DARTH MAUL: Yes, my Master.

DARTH SIDIOUS: Be patient. . . Let them make the first move.

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 Daza comen!

ANAKIN: All right. They're here!

ANAKIN yells and runs over to PADME and the JEDI, who are discussing a battle plan with FIVE GUNGAN GENERALS. SABE and EIRTAE stand nearby. BOSS NASS puts his arm around JAR JAR.

BOSS NASS: Yousa doen grand. Jar Jar bringen da Naboo together.

JAR JAR: Oh, no, no, no. . .

BOSS NASS: So, wesa maken yousa Bombad General.

JAR JAR: General? Oh, no..

JAR JAR's eyes roll back, his tongue flops out and he faints.

FOUR SPEEDERS pull up to the GROUP. Capt. Panaka and a DOZEN OR SO GUARDS and PILOT pile out and join the group.

PADME: What is the situation?

CAPT. PANAKA: Almost everyone's in camps. A few hundred police and guards have formed an underground movement. I brought as many of the keaders 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: The battle is a diversion. The Gungans must draw the Droid 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, Capt. Panaka 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: What do you think, Master Jedi?

QUI-GON: The Viceroy will be well guarded.

CAPT. PANAKA: The difficulty's getting into the throne room. Once we're inside, we shouldn't have a problem.

QUI-GON: There is a possibility with this diversion many Gungans will be killed.

BOSS NASS: Wesa ready to do are-sa part.

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

PADME: We have a plan which should immobilize the Droid Army. We will send what  
PILOT: s 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: A well-conceived plan. However, there's great risk. The weapons on your fighters may not penetrate the shields on the control ship.

OBI-WAN: And there's an even bigger danger. If the Vicroy escapes, Your Highness, he will return with another droid army.

PADME: That is why we must not fail to get to the Viceroy. 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: . . . she is more foolish than I thought.

NUTE: We are sending all available troops to meet this army of hers assembling near

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

OOM-9: I am increasing security at all Naboo detention camps.

DARTH MAUL: I feel there is more to this, My Master. The two Jedi may be using the Queen for their own purposes.

DARTH SIDIOUS: The Jedi cannot become involved. They can only protect the Queen. Even Qui-Gon Jinn will not break that covenant... This will work to our advantage...

NUTE: I have your approval to proceed then, My Lord.

DARTH SIDIOUS: Proceed. Wipe them put...all of them.

INT. NABOO SWAMP LAKE – DAY (FX)

All is peaceful. SMALL CRITTERS drink out of a large swamp lake. Suddenly there is a disturbance in the middle of the lake. A rush of bubbles, then a GUNGAN SOLDIER riding a KAADU emerges from the water, followed by SEVERAL OTHERS. FROGS and OTHER LITTLE ANIMALS flee in all directions as the GUNGAN ARMY marches through the swamp. The KAADU shake themselves off as they exit the lake. When JAR JAR's KAADU shakes off, JAR JAR falls off.

SOLDIERS on huge, lizard-like FAMBAAAS with large shield generators mounted on their backs follow the marching WARRIORS. The GUNGAN ARMY heads out of the swamp and onto the rolling grassy hills.

HUNDREDS OF GUNGAN WARRIORS march in 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 Energize the shields.

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 Capt. Panaka, RABE and TWENTY OTHER ASSORTED NABOO TROOPS. They signal back. QUI-GON leans over to ANAKIN.

QUI-GON: Once we get inside, Annie, you find a safe placeto hide and stay there.

ANAKIN: Sure.

QUI-GON: And stay there!

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. Capt. 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: I thought the battle was going to take place far from here. . . this is too close!

RUNE: What is going on?

DARTH MAUL enters the throne room.

DARTH MAUL: I told you there was more to this. . . the Jedi are involved.

EXT. NABOO GRASS PLAINS – DAY (FX)

The Federation tanks begin to fire on the GUNGANS, but they are protected by their

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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: Get to your ships!

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 Better find a new hiding place, kid. I'm taking this 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

Capt. 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 Capt. Panaka.

PADME: My guess is the Viceroy is in the throne room.

She looks to QUI-GON.

QUI-GON: I agree.

They start to head for the exit, on the way passing the fighter where ANAKIN is hiding. ARTOO whistles a greeting as ANAKIN peeps out of the cockpit.

ANAKIN: Hey! Wait for me.

QUI-GON: No, Annie, you stay there. Stay right where you are.

ANAKIN: But, I . . .

QUI-GON: Stay in that cockpit.

They head for the exit. As they are about to go through the door, suddenly everyone scatters, revealing DARTH MAUL standing in the doorway. Capt. Panaka, PADME, and HER TROOPS back away. QUI-GON and OBI-WAN step forward.

QUI-GON: We'll handle this. . .

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: Oh, no. . .

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

ANAKIN: We gotta do something, Artoo.

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

ANAKIN: All right, thanks Artoo! Great idea! I'll take over. Let's see. . .

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

ANAKIN: Where's the trigger? Oops, wrong one.. Maybe this one...

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

ANAKIN: Yeah, all right. "Droid blaster." Yeah!

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, Capt. Panaka, PADME, and HER TROOPS exit into a palace hallway.

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

ANAKIN: Oops... shield up! Always on the right... shields always on the right.

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

ANAKIN: I know we're moving. I'll shut the energy drive down.

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

ANAKIN: Oops! Wrong one.

ARTOO beeps.

ANAKIN: I'm not doing anything!

ARTOO beeps.

ANAKIN: I know... I didn't push anything.

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: Bravo Flight A, take on the fighters. Flight B, make the run on the transmitter.

BRAVO TWO Roger, Bravo Leader.

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

RIC OLIE: Enemy fighters straight ahead!

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: The Autopilot is searching for what other ships?

ARTOO beeps and whistles.

ANAKIN: There is no manual override, Artoo. You'll have to rewire it or something.

ARTOO chirps that he's trying.

ANAKIN: Look! There they are! That's where the autopilot 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 nto 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

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

PADME: We don't have time for this, Captain.

CAPT. PANAKA: Let's try the outside stairway.

Capt. 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, Capt. 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, Capt. 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 Retreat! Retreat!

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: Whoo, boy! This is tense!

He looks forward to see enemy ships approaching head on.

ANAKIN: Oops! Artoo, get us off Autopilot!

ARTOO screams a reply.

ANAKIN: I've got control?

ANAKIN flips switches.

ANAKIN: Okay, let's go left!

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

ANAKIN: Yes. . . I've got control. You did it, Artoo!

ARTOO beeps

ANAKIN: Go back!? Qui-Gon told me to stay in this cockpit 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: Oops! Whoa!

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

ANAKIN: I'll try spinning, that's a good trick.

ANAKIN rolls the ship as ARTOO screams desperately.

ANAKIN: I know we're in trouble! Hang on! The way out of this mess is the way we got into it.

ARTOO beeps a reply.

ANAKIN: Which one? This one?

ANAKIN yanks on the reverse thrusters and the ship slows instantly- the enemy fighter shoots past and explodes against the space station.

INT. NABOO STARFIGHTER – COCKPIT – SPACE

The SQUADRON attacks the space station.

RIC OLIE: Bravo flight. . . go for the central bridge.

BRAVO TWO Roger, Bravo Leader.

The attack is fruitless.

RIC OLIE: Their deflector shield is too strong. We'll never get through it.

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

ANAKIN: I know, Artoo! This isn't Podracing!

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

ARTOO screams.

ANAKIN: We're hit!

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

ANAKIN: Great gobs of bantha poo-doo!

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

ANAKIN: I'm trying to stop! I'm trying to stop! Whoa!

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

ANAKIN: All right! All right! Get the system started!

ANAKIN ducks down to adjust a control panel.

ANAKIN: Everything's overheated. All the lights are red.

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, Capt. Panaka, and HER SOLDIERS climb into the hallway. They head for the door to the throne roo.

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 Capt. Panaka.

PADME: Throw down your weapons. They win this round.

CAPT. PANAKA: But we can't. . . .

PADME: Captain, I said throw down your weapons.

Capt. 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: Dissa bad, berry bombad.

GENERAL CEEL Mesa hopen dissa working for da Queen.

## INT. THEED – PALACE THRONE ROOM – DAY

PADME, Capt. Panaka, and SIX OTHER OFFICERS are brought by TEN BATTLE DROIDS before NUTE and RUNE and FOUR NEIMOIDIAN COUNCIL MEMBERS.

NUTE: Your little insurrection is at an end, Your Highness. Time 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 I will not be signing any treaty, Viceroy, because you've lost!

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

NUTE: After her! This one is a decoy!

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

NUTE: Your Queen will not get away with this.

PADME slumps down on her throne and immediately hits a security button that opens a panel in her desk opposite Capt. Panaka. PADME grabs two pistols, tosses one of the to Capt. 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. Capt. Panaka throws more pistols to the OTHER GUARDS. The NEIMODIANS are confused and afraid.

PADME: Now, Viceroy, this is the end of your occupation here.

NUTE: Don't be absurd. There are too few of you. It won't be long before hundreds of destroyer droids break in to rescue us.

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: Master! Master!

QUI-GON: It is too late... It's...

OBI-WAN: No!

QUI-GON: OBI-WAN: promise... promise me you'll train the boy...

OBI-WAN: Yes, Master...

QUI-GON: He is the chosen one... he will... bring balance... train him!

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: Uh oh. This is not good.

He looks at the dashboard to see red lights.

ANAKIN: The systems are still overheated, Artoo.

The BATTLE DROID CAPTAIN walks up to the ship and sees ARTOO.

BATTLE DROID CAPTAIN Where's your pilot?

ARTOO beeps a reply.

BATTLE DROID CAPTAIN You're the pilot?

ARTOO whistles.

BATTLE DROID CAPTAIN Let me see your identification!

ANAKIN sees the dashboard lights go from red to green.

ANAKIN: Yes... we have ignition.

He flips the switch and the engine starts.

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

ANAKIN: Not if I can help it! Shields up!

ANAKIN flips a switch and the ship levitates, knocking over the BATTLE DROID CAPTAIN. The OTHER DROIDS shoot, but the lasers are deflected by ANAKIN's shields. ARTOO beeps.

ANAKIN: his should stop them.

ANAKIN fires lasers as the ship begins to rotate.

ANAKIN: ... and take this!

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

ANAKIN: Darn... I missed!

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

ANAKIN: Let's get out of here!

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

ANAKIN: Now, this is Podracing! Whoopee!

INT. FEDERATION BATTLESHIP – BRIDGE

TEY HOW turns to CAPTAIN DOFINE.

TEY HOW: Sir, we're losing power... There is some problem with the main reactor...

DOFINE: Impossible! I don't...

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 What's that? It's blowing up from the inside.

RIC OLIE: I don't know, we didn't hit it.

BRAVO THREE Look! One of ours! Outta the main hold!

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: Wierdind. . .

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 He flew into the hold, behind the deflector shield and blasted the main reactor. . .

BRAVO THREE Amazing. . . They don't teach that in the academy.

ANAKIN's ship skids to a stop behind the other Naboo starfighters. RIC OLIE, BRAVO TWO, the OTHER PILOTS, and GROUND CREW rush to his ship.

RIC OLIE: We're all accounted for. Who flew that ship?

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

ANAKIN: I'm not going to get into trouble, am I?

ARTOO beeps. oh. oh.

INT. MAIN HANGER – COURTYARD – DAY

The large, grand cruiser of the Supreme Chancellor lands in the courtyard of the main hanger. Capt. Panaka and TWENTY TROOPS guard NUTE GUNRAY and RUNE HAAKO. OBI-WAN, the QUEEN, and her HANDMAIDENS stand before the NEIMOIDIANS.

PADME: Now, Viceroy, you are going to have to go back to the Senate and explain all this.

CAPT. PANAKA: I think you can kiss your Trade franchise goodbye.

The main ramp of the cruiser is lowered as OBI-WAN and Capt. 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: Congratulations on your election, Chancellor. It is so good to see you again.

PALPATINE: It's good to be home. Your boldness has saved our people, Your Majesty. It is you who should be congratulated. Together we shall bring peace and prosperity to the Republic.

OBI-WAN greets YODA and the OTHER JEDI as Capt. 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 Confer on you, the level of Jedi Knight the Council does. But agree on you taking this boy as your Padawan learner, I do not.

OBI-WAN: QUI-GON: believed in him. I believe in Qui-Gon.

YODA The Chosen One the boy may be; nevertheless, grave danger I fear in his training.

OBI-WAN: Master Yoda, I gave Qui-Gon my word. I will train Anakin. Without the approval of the Council if I must.

YODA QUI-GON: 's defiance I sense in you. Need that, you do not. Agree, 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, Capt. 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: He is one with the Force, Anakin... You must let go.

ANAKIN: What will happen to me now?

OBI-WAN: I am your Master now. You will become a Jedi, I promise.

To one side, MACE WINDU turns to YODA.

MACE WINDU There is no doubt. The mysterious warrior was a Sith.

YODA Always two there are...no more...no less. A master and an apprentice.

MACE WINDU But which one was destroyed, the master or the apprentice?

They give each other a concerned look.

EXT. THEED – CENTRAL PLAZA – DAY

CHILDEREN 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



# Episode II: Attack of The Clones

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

STAR WARS: EPISODE II ATTACK OF THE CLONES

By: GEORGE LUCAS & JONATHAN HALES

Revised Third Draft

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FOR EDUCATIONAL PURPOSES ONLY

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

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

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

Senator Amidala, the former Queen of Naboo, is returning to the Galactic Senate to vote on the critical issue of creating an Army of the Republic to assist the overwhelmed Jedi...

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

INTERIOR: NABOO CRUISER - DAWN

The LIEUTENANT and two SECURITY OFFICERS address SENATOR AMIDALA

as the Cruiser nears the planet.

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

SENATOR AMIDALA: Very good, Lieutenant.

EXTERIOR: CITYSCAPE, CORUSCANT - DAWN

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

EXTERIOR: CORUSCANT, LANDING PLATFORM - DAWN

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

A small GROUP OF DIGNITARIES waits to welcome the Senator.

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

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

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

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

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

PADM: Cord...

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

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

CORD dies. PADM hugs her.

AMIDALA: No. . . !

CAPTAIN TYPHO: M'Lady, you are still in danger here.

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

AMIDALA: I shouldn't have come back.

CAPTAIN TYPHO: This vote is very important. You did your duty - Cord did hers. Now come. (she doesn't respond Senator Amidala, please!

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

EXTERIOR: SENATE BUILDING - DAY

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

INTERIOR: SENATE CHAMBER - DAY

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

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

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

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

There is a shock silence in the vast arena.

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

all mourn her as a relentless champion of freedom. . . and as a dear friend.

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

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

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

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

SENATOR ORN FREE TAA swings forward in his pod.

ORN FREE TAA: The Republic needs more security now! Before it comes to war.

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

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

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

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

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

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

Many of the SENATORS boo and yell at SENATOR AMIDALA.

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

There is sporadic yelling for and against her statements.

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

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

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

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

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

EXTERIOR: EXECUTIVE QUARTERS BUILDING - DAY

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

INTERIOR: CHANCELLOR'S OFFICE - DAY

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

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

MACE WINDU: If they do break away -

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

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

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

YODA closes his eyes.

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

PALPATINE: What?

MACE WINDU: What do you sense, Master?

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

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

DAR WAC: (in Huttese) The loyalist committee has arrived, my Lord.

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

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

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

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

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

PADM: But I think that Count Dooku was behind it.

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

KI-ADI-MUNDI: He is a political idealist, not a murderer.

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

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

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

PALPATINE: Master Jedi, may I suggest that the Senator be placed under the pro-

tection of your graces.

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

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

PALPATINE: . . . “situation is that serious.” No, but I do, Senator.

PADM: Chancellor, please! I don’t want any more guards!

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

PALPATINE nods to MACE WINDU, who nods back.

MACE WINDU: That’s possible. He has just returned from a Border dispute on Ansion.

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

PADM: This is not necessary, Chancellor.

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

AMIDALA sighs as the JEDI get up to leave.

MACE WINDU: I will have Obi-Wan report to you immediately, M’Lady.

YODA leans into her ear.

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

The JEDI leave the office.

EXTERIOR: APARTMENT BUILDING - TWILIGHT

A graceful skyscraper twinkles in the evening light of Coruscant.

INTERIOR: APARTMENT BUILDING ELEVATOR - TWILIGHT

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

OBI-WAN: You seem a little on edge, Anakin.

ANAKIN: Not at all.

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

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

OBI-WAN: Oh yeah. (they laugh) You're sweating. Relax. Take a deep breath.

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

OBI-WAN: She's not the Queen anymore, Anakin.

ANAKIN: That's not why I'm nervous.

INTERIOR: APARTMENT BUILDING, APARTMENT CORRIDOR - TWILIGHT

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

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

OBI-WAN smiles.

OBI-WAN: It's good to see you, too, Jar Jar.

JAR JAR notices OBI-WAN'S APPRENTICE.

JAR JAR: . . . and this, I take it, is your apprentice. . . Nooooooooo! Annie? Nooooooooo! Little bitty Annie? (Looks at Anakin) Nooooooooo! Yousa so biggen! Yiyiyiyi! Annie!!

ANAKIN: Hi, Jar Jar.

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

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

INTERIOR: SENATE BUILDING, APARTMENT - EVENING

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

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

PADM and TYPHO rise as OBI-WAN and ANAKIN stop before the SENATOR.

OBI-WAN steps forward. ANAKIN stares at PADM. She glances at him.

OBI-WAN: It's a pleasure to see you again, M'Lady.

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

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

OBI-WAN: I'm sure the Jedi Council has their reasons.

She moves in front of ANAKIN.

PADM: Annie? (stares) My goodness, you've grown.

They look at each other for a long moment.

ANAKIN: (trying to be smooth) So have you... grown more beautiful, I mean... and much shorter... for a Senator, I mean.

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

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

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

OBI-WAN: Our presence will be invisible, M'Lady, I can assure you.

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

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

OBI-WAN: (frowning) We're here to protect you Senator, not to start an investigation.

ANAKIN: We will find out who's trying to kill you Padm, I promise you.

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

OBI-WAN: We will not exceed our mandate, my young Padawan learner!

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

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

ANAKIN: Why?

OBI-WAN: What??!!

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

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

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

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

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

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

CAPTAIN TYPHO leaves.

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

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

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

ANAKIN: Yes, my master.

EXTERIOR: SKYSCRAPER LEDGE - NIGHT

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

ZAM WESELL: I hit the ship, but they used a decoy.

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

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

JANGO FETT: Take these. Be careful. They're very poisonous.

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

JANGO FETT: Zam, there can be no mistakes this time.

She turns again, and walks toward her speeder.

EXTERIOR: JEDI TEMPLE - NIGHT

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

INTERIOR: JEDI TEMPLE, CORRIDOR - NIGHT

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

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

YODA: Masking the future, is this disturbance in the Force.

MACE WINDU: The prophecy is coming true, the Dark Side is growing.

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

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

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

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

INTERIOR: APARTMENT BUILDING, AMIDALA'S APARTMENT, MAIN ROOM - NIGHT

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

smiles and puts it back in his belt.

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

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

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

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

OBI-WAN: What's going on?

ANAKIN shrugs.

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

OBI-WAN: What is she thinking?

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

INTERIOR: APARTMENT BUILDING, AMIDALA'S APARTMENT, BEDROOM - NIGHT

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

OBI-WAN: (V.O.) It's not an intruder I'm worried about. There are many other ways to kill a Senator.

ANAKIN: (V.O.) I know, but we also want to catch this assassin. Don't we, Master?

INTERIOR: APARTMENT BUILDING, AMIDALA'S APARTMENT, MAIN ROOM - NIGHT

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

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

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

ANAKIN: And yours are?

OBI-WAN: Possibly.

EXTERIOR: SKYSCRAPER LEDGE - NIGHT

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

INTERIOR: APARTMENT BUILDING, AMIDALA'S APARTMENT, MAIN ROOM - NIGHT

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

OBI-WAN: You look tired.

ANAKIN: I don't sleep well anymore.

OBI-WAN: Because of your mother?

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

OBI-WAN: Dreams pass in time.

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

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

INTERIOR: APARTMENT BUILDING, AMIDALA'S APARTMENT, BEDROOM - NIGHT

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

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

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

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

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

INTERIOR: APARTMENT BUILDING, AMIDALA'S APARTMENT, MAIN ROOM  
- NIGHT

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

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

OBI-WAN: Palpatine's a politician.

INTERIOR: APARTMENT BUILDING, AMIDALA'S APARTMENT, BEDROOM -  
NIGHT

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

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

INTERIOR: APARTMENT BUILDING, AMIDALA'S APARTMENT, MAIN ROOM  
- NIGHT

ANAKIN and OBI-WAN continue their conversation.

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

ANAKIN looks stunned. He looks sharply at OBI-WAN

OBI-WAN: I sense it, too.

INTERIOR: APARTMENT BUILDING, AMIDALA'S APARTMENT, BEDROOM -  
NIGHT

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

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

EXTERIOR: WINDOW LEDGE, APARTMENT BUILDING - NIGHT

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

INTERIOR: APARTMENT BUILDING, AMIDALA'S APARTMENT - NIGHT

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

ANAKIN: Stay here!

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

DORM: Are you all right, M'Lady?

PADM nods yes.

EXTERIOR: CITYSCAPE, CORUSCANT - NIGHT

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

EXTERIOR: SENATE APARTMENTS - ENTRANCE - NIGHT

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

EXTERIOR: CITYSCAPE, CORUSCANT - NIGHT

The DROID bumps against a wall, hoping to knock the Jedi loose. It moves behind a speeder afterburner to scorch him. It takes the JEDI wildly between buildings and finally skims across a rooftop as OBI-WAN is forced to lift his legs, tenaciously hanging onto the DROID. The DROID heads for a dirty, beat-up speeder hidden in an alcove of

a building about twenty stories up. When the pilot of the speeder, the scruffy bounty hunter, ZAM WESELL, sees the DROID approach with OBI-WAN hanging on, she pulls a long rifle out of the speeder and starts to fire at the JEDI. EXPLOSIONS burst all around OBI-WAN. ZAM runs to her speeder, jumps in, and takes off.

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

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

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

OBI-WAN: What took you so long?

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

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

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

ANAKIN: I thought I already did.

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

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

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

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

They barely miss a commuter train.

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

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

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

OBI-WAN: Wait! Don't go in there! Take it easy...

ANAKIN: Don't worry, Master.

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

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

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

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

OBI-WAN: What are you doing? He's gonna blast me!

ANAKIN: Right - this isn't working.

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

OBI-WAN: Watch out for those banners!

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

OBI-WAN: That was too close!

ANAKIN: Clear that!

OBI-WAN: What?

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

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

OBI-WAN: Whoooooaaa! Don't do that! I don't like it when you do that!

ANAKIN: So sorry, Master.

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

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

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

OBI-WAN: Yiiii, what are you doing?

ANAKIN: Sorry, Master!

OBI-WAN: (sarcastically) Oh, that was good. . .

ANAKIN: That was crazy!!!

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

ANAKIN: Ahh, damn.

OBI-WAN: Stop!!

ANAKIN: No, we can make it.

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

OBI-WAN: I'm crazy. . . I'm crazy. . . I'm crazy.

ANAKIN: I got us through that one all right.

OBI-WAN: (angrily) No you didn't! We've stalled! And you almost got us killed!

ANAKIN: I think we're still alive.

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

OBI-WAN: (very angrily) It was stupid!

ANAKIN: (sheepishly) I could have made it. . .

OBI-WAN: (furious) But you didn't!!! And now we've lost him for good.

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

ANAKIN: No we didn't. . .

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

OBI-WAN: Where are you going?! . . . He went down there, the other way.

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

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

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

OBI-WAN: Well, you lost him.

ANAKIN: I'm deeply sorry, Master.

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

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

ANAKIN: . . . Excuse me for a moment.

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

OBI-WAN: I hate it when he does that.

ANAKIN miraculously lands on top of the Bounty Hunter's speeder. The speeder

wobbles under the impact. ZAM looks up and realizes what has happened.

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

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

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

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

**EXTERIOR: ENTERTAINMENT STREET - NIGHT**

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

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

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

OBI-WAN lands the speeder in the nearby street. He gets out and runs through the

crowd toward ANAKIN. ANAKIN is just about to follow ZAM into the nightclub when OBI-WAN catches up to him.

OBI-WAN: Anakin!

ANAKIN: She went into that club, Master.

OBI-WAN: Patience. Use the Force, Anakin. Think.

ANAKIN: Sorry, Master.

OBI-WAN: He went in there to hide, not run.

ANAKIN: Yes, Master.

OBI-WAN hands ANAKIN the lightsaber.

OBI-WAN: Here. Next time try not to lose it.

ANAKIN reaches for the lightsaber.

OBI-WAN: A Jedi's saber is his most precious possession. . .

ANAKIN: Yes, Master.

OBI-WAN: He must keep it with him at all times.

ANAKIN: I know, Master.

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

OBI-WAN: This weapon is your life.

ANAKIN: I've heard this lesson before. . .

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

OBI-WAN: But, you haven't learned anything, Anakin.

OBI-WAN releases hold of the lightsaber.

ANAKIN: I try, Master.

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

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

INTERIOR: NIGHTCLUB - NIGHT

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

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

OBI-WAN: Then why don't you listen to me?!

ANAKIN: I am trying.

OBI-WAN: Can you see him?

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

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

OBI-WAN goes away.

ANAKIN: Where are you going, Master?

OBI-WAN: For a drink.

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

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

ELAN SLEAZEBAGGANO: You wanna buy some death-sticks?

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

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

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

OBI-WAN moves his fingers.

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

ELAN: I want to go home and rethink my life.

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

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

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

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

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

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

EXTERIOR: ALLEY OUTSIDE NIGHTCLUB - NIGHT

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

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

ZAM WESSEL: The Senator from Naboo.

OBI-WAN: Who hired you?

ZAM glares at OBI-WAN.

ZAM WESSEL: It was just a job.

ANAKIN: Who hired you? Tell us!

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

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

ANAKIN: Tell us... tell us now!

ZAM glares hatefully.

ZAM: It was a Bounty Hunter called...

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

There is a WHOOSH from above. OBI-WAN and ANAKIN look up to see an ARMORED ROCKET-MAN taking off from a roof high above. He shoots up fast into the

sky and disappears. OBI- WAN looks down at ZAM. He touches her neck and pulls out a small, wicked-looking dart.

OBI-WAN: Toxic dart. . .

EXTERIOR: JEDI TEMPLE - DAY

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

INTERIOR: JEDI TEMPLE, COUNCIL CHAMBER - DAY

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

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

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

OBI-WAN: What about Senator Amidala? She will still need protecting.

YODA: Handle that, your Padawan will.

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

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

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

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

The two Jedi exit the Council Chamber.

INTERIOR: SENATE BUILDING, PALPATINE'S OFFICE - DAY

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

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

ANAKIN: Thank you, your Excellency.

PALPATINE: And so, my young Padawan, they have finally given you an assignment.

Your patience has paid off.

ANAKIN: Your guidance more than my patience.

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

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

ANAKIN: Thank you, your Excellency.

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

INTERIOR: JEDI TEMPLE, ATRIUM - DAY

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

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

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

MACE WINDU: The boy has exceptional skills.

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

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

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

OBI-WAN: If he follows the right path.

INTERIOR: APARTMENT BUILDING, AMIDALA'S APARTMENT - DAY

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

PADM: I'm taking an extended leave of absence. It will be your responsibility to take

my place in the Senate. Representative Binks, I know I can count on you.

JAR JAR: Mesa honored to be taken on dissa heavy burden. (pompously) Mesa accept this with muy muy humility and da. . .

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

JAR JAR: Of course, M'Lady.

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

PADM: I do not like this idea of hiding.

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

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

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

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

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

PADM: Annie! No!

ANAKIN: Please don't call me that.

PADM: What?

ANAKIN: Annie. . .

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

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

PADM: I'm sorry, Anakin. It's impossible to deny you've. . . (looks him over) . . . that you've grown up.

PADM smiles at ANAKIN. He becomes a little shy.

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

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

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

PADM: That must be frustrating.

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

PADM cannot suppress a laugh. She shakes her head.

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

ANAKIN: I'm not whining! I'm not.

PADM just smiles at him. DORM laughs in the background.

PADM: I didn't say it to hurt you.

ANAKIN: I know...

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

PADM: Anakin...

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

PADM: Don't try to grow up too fast.

ANAKIN: I am grown up. You said it yourself.

ANAKIN looks deep into PADM'S eyes.

PADM: Please don't look at me like that.

ANAKIN: Why not?

PADM: Because I can see what you're thinking.

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

DORM is watching with concern.

PADM: It makes me feel uncomfortable.

ANAKIN: Sorry, M'Lady.

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

EXTERIOR: CORUSCANT, SPACEPORT FREIGHTER DOCKS, TRANSPORT BUS - DAY

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

INTERIOR: CORUSCANT, SPACEPORT FREIGHTER DOCKS, TRANSPORT BUS - DAY

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

CAPTAIN TYPHO: Be safe, M'Lady.

PADM: Thank you, Captain. Take good care of Dorm... The threat's on you two now.

DORM: He'll be safe with me.

They laugh, and PADM embraces her faithful handmaiden. DORM starts to weep.

PADM: You'll be fine.

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

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

DORM and PADM smile. ANAKIN frowns as OBI-WAN pulls him aside.

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

ANAKIN: Yes, Master.

OBI-WAN: (to PADM) I will get to the bottom of this plot quickly, M'Lady. You'll be back here in no time.

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

ANAKIN: Time to go.

PADM: I know.

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

OBI-WAN: Anakin, may the Force be with you.

ANAKIN: May the Force be with you, Master.

They head off toward the giant Starfreighter.

PADM: Suddenly, I'm afraid...

ANAKIN: This is my first assignment on my own. I am too. (looking at Artoo) But don't worry. We've got Artoo with us.

They laugh.

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

OBI-WAN: I hope he doesn't try anything foolish.

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

EXTERIOR: FREIGHTER DOCKS - CORUSCANT - DAY

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

INTERIOR: JEDI TEMPLE, MAIN HALLWAY - LATE DAY

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

INTERIOR: JEDI TEMPLE, ANALYSIS CUBICLES - LATE DAY

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

life. A tray slides out of the console.

SP-4: Place the subject for analysis on the sensor tray, please.

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

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

SP-4: One moment, please.

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

SP-4: Markings cannot be identified. As you can see on your screen, subject weapon does not exist in any known culture. Probably self-made by a warrior not associated with any known society. Stand away from the sensor tray please.

OBI-WAN: Excuse me? Could you try again please?

SP-4: Master Jedi, our records are very thorough. They cover eighty percent of the galaxy. If I can't tell you where it came from, nobody can.

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

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

EXTERIOR: CORUSCANT, DOWNTOWN, BACK STREET - MORNING

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

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

INTERIOR: CORUSCANT, DEX'S DINER - MORNING

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

WAITRESS DROID: Can I help ya?

OBI-WAN: I'm looking for Dexter.

The WAITRESS DROID approaches OBI-WAN.

WAITRESS DROID: Waddya want him for?

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

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

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

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

DEXTER JETTSTER: Obi-Wan!

OBI-WAN: Hey, Dex.

DEXTER JETTSTER: Take a seat! Be right with ya!

OBI-WAN sits in a booth.

WAITRESS DROID: You want a cup of ardees?

OBI-WAN: Oh yes, thank you.

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

DEXTER JETTSTER: Hey, ol' buddy!

OBI-WAN: Hey, Dex.

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

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

OBI-WAN: You can tell me what this is.

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

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

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

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

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

DEXTER grins. He puts the dart down between them.

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

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

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

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

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

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

OBI-WAN: Cloners? Are they friendly?

DEXTER JETTSTER: It depends.

OBI-WAN: On what, Dex?

Dexter grins.

DEXTER JETTSTER: On how good your manners are... and how big your pocket-book is...

EXTERIOR: JEDI TEMPLE - DAY

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

## INTERIOR: JEDI TEMPLE, ARCHIVE LIBRARY - DAY

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

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

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

JOCASTA NU: Did you call for assistance?

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

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

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

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

OBI-WAN: What happened?

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

OBI-WAN: (surprised) Really?

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

JOCASTA NU gazes at the bust.

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

OBI-WAN: It's very interesting. I'm not sure I completely understand.

JOCASTA NU: Well, I'm sure you didn't call me over here for a history lesson. Are you having a problem, Master Kenobi?

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

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

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

JOCASTA NU: Are you sure you have the right coordinates?

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

JOCASTA NU taps the keyboard and frowns.

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

OBI-WAN: All three, actually.

JOCASTA NU: Are you sure it exists?

OBI-WAN: Absolutely.

JOCASTA NU: Let me do a gravitational scan.

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

JOCASTA NU: There are some inconsistencies here. Maybe the planet you're seeking was destroyed.

OBI-WAN: Wouldn't that be on record?

JOCASTA NU: It ought to be, unless it was very recent. (shakes her head) I hate to say it, but it looks like the system you're searching for doesn't exist.

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

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

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

EXTERIOR: SPACE, STARSHIP FREIGHTER

The massive, slow-moving Freighter moves through space.

INTERIOR: STARFREIGHTER, STEERAGE HOLD - DAY

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

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

SERVER: Hey! No Droids!

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

ANAKIN: No, no, Mom, no. . .

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

ANAKIN: What?

PADM: You seemed to be having a nightmare.

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

PADM: Are you hungry?

ANAKIN: Yeah.

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

ANAKIN: Thanks.

PADM: We went to lightspeed a while ago.

ANAKIN looks into PADM'S eyes.

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

PADM is a little unnerved by his intense stare.

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

ANAKIN: Sometimes it does. . . Sometimes for the better.

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

ANAKIN: Or be with the people I love.

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

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

PADM: You have changed so much.

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

PADM: It hasn't. . .

There is an awkward moment.

PADM: (continuing; changing the subject) You were dreaming about your mother earlier, weren't you?

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

PADM gives ANAKIN a sympathetic look.

INTERIOR: JEDI TEMPLE, MAIN HALLWAY - DAY

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

INTERIOR: JEDI TEMPLE, TRAINING VERANDA - DAY

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

YODA: Don't think...feel...be as one with the Force. Help you, it will. (he sees Obi-Wan) Younglings - enough! A visitor we have. Welcome him.

The CHILDREN turn off their lightsabers.

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

CHILDREN: Welcome, Master Obi-Wan!

OBI-WAN: I am sorry to disturb you, Master.

YODA: What help to you, can I be?

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

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

The reader is a small shaft with a hollow opening at the top. The CHILDREN gather around it. OBI-WAN takes out a little glass ball and places it into the bowl. The window shades close, the reader lights up and projects the star map hologram into the room. The CHILDREN laugh. Some of them reach up to try and touch the nebulae and stars. OBI-WAN walks into the display.

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

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

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

JEDI CHILD JACK: Master? Because someone erased it from the archive memory.

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

JEDI CHILD MAY: If the planet blew up, the gravity would go away.

OBI-WAN stares; YODA chuckles.

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

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

OBI-WAN: But Master Yoda who could have erased information from the archives? That's impossible, isn't it?

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

EXTERIOR: NABOO SPACEPORT - DAY

The Starfreighter lands in the giant port city of Theed.

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

EXTERIOR: NABOO PALACE, GRAND COURTYARD - AFTERNOON

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

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

PADM: (laughing) I doubt that.

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

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

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

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

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

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

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

PADM: I think so too.

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

INTERIOR: NABOO PALACE, THRONE ROOM - AFTERNOON

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

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

PADM: Thank you, Your Highness. I only wish I could have served you better by

staying on Coruscant for the vote.

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

QUEEN JAMILLIA: How many systems have joined Count Dooku and the separatists?

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

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

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

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

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

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

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

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

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

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

PADM: Let's pray that day never comes.

QUEEN JAMILLIA: In the meantime, we must consider your own safety.

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

SIO BIBBLE: (to Anakin) What is your suggestion, Master Jedi?

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

ANAKIN: (nettled) Hey, hold on a minute!

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

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

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

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

ANAKIN: (takes a deep breath) Sorry, M'Lady.

QUEEN JAMILLIA: Perfect. It's settled then.

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

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

PADM: Thank you, your Highness.

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

EXTERIOR: THEED, RESIDENTIAL AREA, SIDE STREET - AFTERNOON

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

PADM: There's my house!

PADM starts forward; ANAKIN hangs back.

PADM: What? Don't say you're shy!

ANAKIN: (untruthfully) No, but I . . .

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

PADM: Ryoo!! Pooja!!

PADM scoops up RYOO and POOJA and hugs them.

PADM: Go wake up Artoo.

RYOO & POOJA: Artoo!!!

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

INTERIOR: PADM'S PARENTS' HOUSE, MAIN ROOM - AFTERNOON

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

SOLA: (over her shoulder) They're eating over at Jev Narran's later, Mom. They just had a snack. They'll be fine.

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

SOLA: Padm! (hugging her) You're late. Mom was worried.

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

SOLA: Hello, Anakin.

ANAKIN: Hello.

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

PADM: . . . and this is my mother.

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

ANAKIN: A little.

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

RUWEE: (grinning) You came to the right place at the right time.

EVERYONE sits and starts passing food.

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

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

RUWEE: Dear...

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

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

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

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

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

They nod.

PADM: He grew up.

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

PADM: Mom, I'm not in any danger.

RUWEE: (to Anakin) Is she?

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

PADM: (quickly) But not much.

EXTERIOR: PADM'S PARENTS' GARDEN - AFTERNOON

ANAKIN and RUWEE are walking.

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

ANAKIN: Padm tells me you teach at the university?

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

INTERIOR: PADM'S PARENTS' HOUSE, MAIN ROOM - AFTERNOON

PADM, SOLA and JOBAL are clearing the table.

SOLA: Why haven't you told us about him?

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

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

PADM: Sola - stop it!

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

PADM: I'm not your baby sister, Sola. Anakin and I are friends... our relationship is strictly professional. (to Jobal) Mom, would you tell her to stop it?

SOLA: (laughing) Well, maybe you haven't noticed the way he looks at you. I think you're afraid to.

PADM: Cut it out.

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

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

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

EXTERIOR: PADM'S PARENTS' GARDEN - AFTERNOON

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

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

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

RUWEE: I don't want anything to happen to her.

ANAKIN: I don't either.

INTERIOR: PADM'S PARENTS' HOUSE, PADM'S ROOM - AFTERNOON

PADM throws some things into a bag.

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

ANAKIN: I just want to get there before dark.

PADM goes on packing. ANAKIN looks around the room.

ANAKIN: You still live at home.

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

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

ANAKIN picks up a framed hologram.

ANAKIN: Is this you?

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

PADM: That was when I went with the relief group to Shadda-Bi-Boran. Their sun was imploding, and the planet was dying. I was helping to relocate the children. See that little one I'm holding? His name was N'a-kee-tula, which means sweetheart. He was so full of life. All those kids were. They were never able to adapt...to live off their native planet.

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

PADM: My first day as an Apprentice Legislator. Notice the difference?

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

EXTERIOR: SPACE

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

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

EXTERIOR: TIPOCA CITY, KAMINO LANDING PLATFORM (RAINSTORM) - DAY

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

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

INTERIOR: TIPOCA CITY, CORRIDOR ENTRANCE - DAY

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

TAUN WE: Master Jedi, so good to see you.

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

TAUN WE: The Prime Minister expects you.

OBI-WAN: (warily) I'm expected?

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

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

INTERIOR: TIPOCA CITY, PRIME MINISTER OFFICE - DAY

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

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

OBI-WAN: Obi-Wan Kenobi.

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

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

OBI-WAN: You make me feel most welcome.

LAMA SU: Please. . . (gestures to chair) And now to business. You will be delighted to hear we are on schedule. Two hundred thousand units are ready, with another million well on the way.

OBI-WAN: (improvising) That is. . . good news.

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

OBI-WAN: I'm sorry? Master - ?

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

OBI-WAN: Master Sifo-Dyas was killed almost ten years ago.

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

OBI-WAN: The army?

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

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

LAMA SU: Of course he did. This army is for the Republic. But you must be anxious to inspect the units for yourself.

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

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

EXTERIOR: NABOO LAKE RETREAT, WATER SPEEDER, LANDING PLATFORM - LATE AFTERNOON

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

EXTERIOR: NABOO LAKE RETREAT, LODGE, GARDEN TERRACE - LATE AFTERNOON

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

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

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

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

PADM becomes aware that ANAKIN is looking at her.

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

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

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

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

ANAKIN: (looks into her eyes) Everything here is magical.

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

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

They look into each other's eyes.

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

ANAKIN: I think it's true . . .

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

PADM: No, I shouldn't have done that.

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

He looks at her.

EXTERIOR: TIPOCA CITY, PARADE GROUND (RAINSTORM) - DAY

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

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

OBI-WAN nods slowly.

INTERIOR: TIPOCA CITY, CLONE CENTER, CLASSROOM - DAY

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

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

OBI-WAN: You mentioned growth acceleration. . .

LAMA SU: Oh yes, it's essential. Otherwise, a mature clone would take a lifetime to grow. Now, we can do it in half the time. Those items you saw on the parade ground were started ten years ago, when Sifo-Dyas first placed the order, and they're already mature.

INTERIOR: TIPOCA CITY, CLONE CENTER, COMMISSARY - DAY

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

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

OBI-WAN: Who was the original host?

LAMA SU: A bounty hunter called Jango Fett. We felt a Jedi would be the perfect

choice, but Sifo-Dyas hand-picked Jango Fett himself.

OBI-WAN: Where is this bounty hunter now?

LAMA SU: Oh, we keep him here.

INTERIOR: TIPOCA CITY, CLONE CENTER, BARRACKS - DAY

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

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

OBI-WAN: Unaltered?

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

OBI-WAN: I would very much like to meet this Jango Fett.

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

TAUN WE bows, and leaves.

EXTERIOR: NABOO, MOUNTAIN MEADOW - LATE AFTERNOON

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

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

PADM: I don't know...

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

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

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

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

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

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

ANAKIN: Maybe he was the smart one.

PADM: You really don't like politicians, do you?

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

PADM: How would you have it work?

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

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

ANAKIN: Then they should be made to.

PADM: By whom? Who's going to make them?

ANAKIN: I don't know. Someone.

PADM: You?

ANAKIN: Of course not me.

PADM: But someone.

ANAKIN: Someone wise.

PADM: That sounds an awful lot like a dictatorship to me.

A mischievous little grin creeps across his face.

ANAKIN: Well, if it works. . .

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

PADM: You're making fun of me!

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

PADM: You're so bad!

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

ANAKIN: You're always so serious.

PADM: I'm so serious?!

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

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

EXTERIOR: NABOO, MOUNTAIN MEADOW - LATE AFTEROON

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

PADM: Annie, Annie! Are you all right?

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

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

EXTERIOR: TIPOCA CITY (RAINSTORM) - DAY

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

INTERIOR: TIPOCA CITY, CORRIDOR - DAY

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

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

TAUN WE: Boba, is your father here?

There is a brief pause.

BOBA FETT: Yep.

TAUN WE: May we see him?

BOBA FETT: Sure.

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

INTERIOR: TIPOCA CITY, FETT APARTMENT - DAY

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

BOBA FETT: Dad! Taun We's here!

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

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

JANGO FETT: Fairly.

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

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

JANGO FETT: That right?

JANGO FETT'S eyes fix OBI-WAN coldly.

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

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

Jedi.

OBI-WAN: Aren't we all?

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

OBI-WAN: Ever make your way as far into the interior as Coruscant?

JANGO FETT: Once or twice.

OBI-WAN: Recently?

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

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

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

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

JANGO FETT: Master who?

OBI-WAN: Sifo-Dyas. Is he not the Jedi who hired you for this job?

JANGO FETT: Never heard of him.

OBI-WAN: Really.

JANGO FETT: I was recruited by a man called Darth Tyranus on one of the moons of Bogden.

OBI-WAN: No? I thought...

TAUN WE: Sifo-Dyas told us to expect him. And he showed up just when your Jedi Master said he would. We have kept the Jedi's involvement a secret until your arrival, just as your Master requested.

OBI-WAN: Curious...

JANGO FETT: Do you like your army?

OBI-WAN: I look forward to seeing them in action.

JANGO FETT: (grinning) They'll do their job well, I'll guarantee that.

OBI-WAN: Thanks for your time, Jango.

JANGO FETT: Always a pleasure to meet a Jedi.

OBI-WAN and TAUN WE go out. The door slides closed. JANGO FETT turns to his son. He is deep in thought.

BOBA FETT: What is it, Dad?

JANGO FETT: Pack your things. We're leaving.

EXTERIOR: NABOO LAKE RETREAT, LOUNGE - LATE AFTERNOON

The setting sun touches the mountain peaks. The lake glows in the rose-tinted light. Floating lamps gleam softly like jewels at the lodge.

INTERIOR: NABOO LAKE RETREAT, DINING ROOM - LATE AFTERNOON

NANDI places dessert in front of PADM. TECKLA does the same for ANAKIN. The dessert is some kind of fruit.

ANAKIN: And when I got to them, we went into... aggressive negotiations. (to Teckla) Thank you.

PADM: "Aggressive negotiations," what's that?

ANAKIN: Uh, well, negotiations with a lightsaber.

PADM: (laughing) Oh.

PADM picks up her fork and goes to spear a piece, but it moves! She frowns and tries again - the fruit moves. She looks up at ANAKIN. His eyes are on his plate.

PADM: You did that?

ANAKIN looks up - wide-eyed innocence.

ANAKIN: What?

PADM scowls at him. PADM jabs at the fruit - ANAKIN subtly moves his hand and it lifts up from the plate and hovers in front of her.

PADM: That! Now stop it!

PADM laughs. ANAKIN laughs. She reaches out for the fruit - it loops.

PADM: Anakin!!

ANAKIN moves his fingers. The fruit flies into his hand.

ANAKIN: If Master Obi-Wan caught me doing this, he'd be very grumpy.

ANAKIN is pleased. He cuts the fruit into several pieces and sends one back to PADM. She bites it out of the air and laughs.

INTERIOR: NABOO LAKE RETREAT, LODGE, FIREPLACE ALCOVE - TWILIGHT

A fire blazes in the open hearth. PADM and ANAKIN are sitting in front of it, gazing into the flames. She looks up as ANAKIN leans in to kiss her.

PADM: Anakin, no.

ANAKIN: From the moment I met you, all those years ago, a day hasn't gone by when I haven't thought of you. And now that I'm with you again, I'm in agony. The closer I get to you, the worse it gets. The thought of not being with you makes my stomach turn over - my mouth goes dry. I feel dizzy. I can't breathe. I'm haunted by the kiss you should never have given me. My heart is beating, hoping that kiss will not become a scar. You are in my very soul, tormenting me. What can I do? I will do anything you ask. . .

Silence. The logs flame in the hearth. PADM meets his eye, then looks away.

ANAKIN: If you are suffering as much as I am, tell me.

PADM: . . . I can't. We can't. It's just not possible.

ANAKIN: Anything's possible. Padm, please listen. . .

PADM: You listen. We live in a real world. Come back to it. You're studying to become a Jedi Knight. I'm a Senator. If you follow your thoughts through to conclusion, they will take us to a place we cannot go. . . regardless of the way we feel about each other.

ANAKIN: Then you do feel something!

PADM: Jedi aren't allowed to marry. You'd be expelled from the Order. I will not let you give up your future for me.

ANAKIN: You're asking me to be rational. That is something I know I cannot do. Believe me, I wish I could wish my feelings away. . . but I can't.

PADM: I am not going to give in to this. I have more important things to do than fall

in love.

There is silence as they stare at the fire. ANAKIN is thinking.

ANAKIN: It wouldn't have to be that way. . . we could keep it a secret.

PADM: Then we'd be living a lie - one we couldn't keep up even if we wanted to. Mt sister saw it. So did my mother. I couldn't do that. Could you, Anakin? Could you live like that?

Silence for a moment.

ANAKIN: No. You're right. It would destroy us.

INTERIOR: TIPOCA CITY, CORRIDOR - DAY

OBI-WAN stands with TAUN WE just inside the open door.

LAMA SU: Tell your Council the first battalions are ready. And remind them that if they need more troops, we will need time to grow them.

OBI-WAN: I won't forget. And thank you.

TAUN WE: Thank you.

EXTERIOR: TIPOCA CITY, KAMINO LANDING PLATFORM (RAINSTORM) - LATE DAY

OBI-WAN comes out from the tower into the driving rain. The door closes behind him. He pulls his robe around him and stands braced against the gale. OBI-WAN glances back toward the closed door, confirming that LAMA SU has left.

Below, a huge wave crashes against the stilts. Spray flies high and whips across the platform to where OBI-WAN is standing. He walks over to his Starfighter, looks to see if anyone is watching, then addresses ARFOUR.

OBI-WAN: Arfour.

EXTERIOR: TIPOCA CITY LANDING PLATFORM, JEDI FIGHTER (RAINSTORM) - LATE DAY

The R4-P17, OBI-WAN'S Astro-Droid, who is still sitting on top of OBI-WAN'S Starfighter, switches on and BEEPS.

OBI-WAN: Arfour, relay this, "scramble code five," to Courscant: care of "the old

folks home.”

ARFOUR BEEPS and WHISTLES. The panels light up inside the cockpit. A transmitter disc emerges from the top of the Starfighter and the message is transmitted.

INTERIOR: JEDI TEMPLE, YODA’S QUARTERS - LATE AFTERNOON

YODA sits with MACE WINDU. Between the two Jedi, a hologram of OBI-WAN speaks.

OBI-WAN: (V.O.) I have successfully made contact with the Prime Minister of Kamino. They are using a bounty hunter named Jango Fett to create a clone army. I have a strong feeling that this bounty hunter is the assassin we’re looking for.

MACE WINDU: Do you think these cloners are involved in the plot to assassinate Senator Amidala?

OBI-WAN: (V.O.) No, Master. There appears to be no motive.

YODA: Do not assume anything, Obi-Wan. Clear, your mind must be if you are to discover the real villains behind the plot.

OBI-WAN: (V.O.) Yes, Master. They say a Master Sifo-Dyas placed the order for a clone army at the request of the Senate almost ten years ago. I was under the impression he was killed before that. Did the Council ever authorize the creation of a clone army?

MACE WINDU: No. Whoever placed that order did not have the authorization of the Jedi Council.

YODA: Into custody, take this Jango Fett. Bring him here. Question him, we will.

OBI-WAN: (V.O.) Yes, Master. I will report back when I have him.

The hologram of OBI-WAN fades.

YODA: Blind we are, if creation of this clone army we could not see.

MACE WINDU: I think it is time to inform the Senate that our ability to use the Force has diminished.

YODA: Only the Dark Lords of the Sith know of our weakness. If informed the Senate is, multiply our adversaries will.

INTERIOR: NABOO LAKE RETREAT, ANAKIN’S BEDROOM - NIGHT

ANAKIN moves restlessly in his sleep. He mutters to himself. Sweat forms on his forehead. He turns violently. He cries out.

ANAKIN: No... No... No... Mom!... Don't, no, don't!

EXTERIOR: NABOO LAKE RETREAT, LODGE, BALCONY OVERLOOKING GARDENS - MORNING

ANAKIN is on the balcony overlooking the gardens. After a moment, PADM comes onto the balcony behind him. She sees he is meditating and turns to go.

ANAKIN: (eyes closed) Don't go.

PADM: I don't want to disturb you.

ANAKIN: Your presence is soothing.

Brief pause.

PADM: You had a nightmare again last night.

ANAKIN: Jedi don't have nightmares.

PADM: I heard you.

ANAKIN opens his eyes and looks at her.

ANAKIN: I saw my mother. I saw her as clearly as I see you now. She is suffering, Padm. They're killing her! She is in pain... I know I'm disobeying my mandate to protect you, Senator. I know I will be punished and possibly thrown out of the Jedi Order, but I have to go. I have to help her! I'm sorry, Padm. I don't have a choice.

PADM: I'll go with you. That way you can continue to protect me, and you won't be disobeying your mandate.

ANAKIN: What about Master Obi-wan?

PADM smiles and takes his hand.

PADM: I guess we won't tell him, will we?

INTERIOR: TIPOCA CITY, CORRIDOR - DAY

OBI-WAN enters cautiously from outside. Ahead, the corridor is deserted. He moves down it.

INTERIOR: TIPOCA CITY, CORRIDOR OUTSIDE FETT APARTMENT - DAY

OBI-WAN arrives at the door to JANGO FETT'S apartment. He reaches up and runs his fingers along the door, locating the locks. The door slides open.

INTERIOR: TIPOCA CITY, FETT APARTMENT - DAY

OBI-WAN walks in to find the room in complete disorder. The bedroom door is wide open - clear signs of hurried departure. All of the FETTS' personal belongings are gone.

OBI-WAN goes to an ultra-thin computer screen. He punches up AN ONSCREEN PICTURE of JANGO FETT and BOBA FETT unhitching the lines securing their ship on the landing platform. JANGO FETT is wearing his armor and rocket pack.

EXTERIOR: TIPOCA CITY, KAMINO LANDING PLATFORM (RAINSTORM) - DAY

JANGO FETT'S ship, SLAVE I, rests on the landing platform. JANGO and BOBA FETT are preparing to board. OBI-WAN rushes through the tower door and runs toward the ship.

BOBA FETT: Dad!! Look!

JANGO FETT turns to see OBI-WAN charging out of the tower toward him. As he runs, OBI-WAN draws his lightsaber from his belt. It flashes on.

JANGO FETT draws his gun and fires at the charging JEDI. OBI-WAN deflects the blast and swings at JANGO FETT.

JANGO FETT: Boba, get on board.

The bounty hunter rockets up and over OBI-WAN, landing on the top of a nearby tower. JANGO FETT fires down at OBI WAN. The JEDI deflects the shots back, but JANGO FETT evades them. Then he fires an explosive sending OBI-WAN diving out of the way.

IN THE COCKPIT of JANGO FETT'S ship, BOBA FETT grabs the controls of a laser gun and swings it to aim at OBI-WAN, and fires.

The explosion of the ship's laser blasts throws OBI-WAN to the ground. His lightsaber skids across the wet surface of the landing platform. JANGO FETT drops from the tower landing in front of OBI-WAN. OBI-WAN rises and charges toward JANGO.

IN THE COCKPIT, BOBA FETT watches as:

OUTSIDE, OBI-WAN and JANGO FETT grapple and fight, punching, kicking, grabbing hold, and throwing each other around. OBI-WAN grabs JANGO FETT tightly, and JANGO FETT rockets up into the air and kicks OBI-WAN loose. OBI-WAN crashes to the deck and slides toward the edge. He grapples desperately for a handhold on the slick surface. OBI-WAN reaches out for his lightsaber, using the Force to bring it to him, but JANGO fires a thin wire from his wristpack. It wraps around OBI-WAN'S wrists before he can retrieve the lightsaber.

JANGO rockets into the air, dragging OBI-WAN behind him along the platform surface. As OBI-WAN slides toward some columns he manages to maneuver himself into a roll avoiding a collision by leveraging the wire against the structure and pulling himself to his feet. OBI-WAN pulls with all his weight against the momentum of the wire, causing JANGO to drop and crash into the ground. JANGO'S rocketpack breaks free from his back and explodes.

Still connected by the wire, OBI-WAN charges at JANGO kicking him over the platform edge. JANGO slides pulling OBI-WAN with him. Locked together, OBI-WAN and JANGO FETT plummet down toward the raging ocean. At the last moment, JANGO FETT sees the edge and digs his forearm claws into the surface. OBI-WAN slides past him as JANGO finally ejects the wire free from his wrist. OBI-WAN cannot stop the speed of his slide and shoots off the edge, falling. . .

OBI-WAN uses the Force and causes the wire to wrap around a pole, stopping his descent. He swings and drops onto a SMALL SERVICE PLATFORM just above the waves. He hauls himself to his feet. When JANGO looks down, the Jedi has disappeared. JANGO uses his forearm claws to climb back to the landing platform and runs toward his ship.

IN THE COCKPIT, BOBA FETT settles into the pilot's seat. He punches buttons. The engines ROAR.

OBI-WAN comes running out onto the landing platform and spots his lightsaber laying on the ground. This time, he retrieves it successfully and turns it on just as JANGO'S ship engines roar. Realizing the ship is about to take off, OBI-WAN takes a small tracking device from his belt and throws in onto the hull of the ship.

JANGO FETT'S ship lifts off from the platform and heads up into the lowering sky. It disappears. Lightning flashes. Rain lashes the tower and streams across the surface

of the platform where OBI-WAN stands, watching.

EXTERIOR: SPACE

The Naboo Starship heads toward the desert planet of Tatooine.

EXTERIOR: TATOOINE, MOS ESPA STREETS AND WATTO'S SHIP - DAY

The Naboo Starship lands in a large parking lot of Spaceships on the outskirts of Mos Espa. ANAKIN and PADM ride a rickshaw through the streets. ANAKIN stares at sights he hasn't seen for years. Finally, they come to Watto's shop, and the rickshaw stops.

ANAKIN: (to the droid driver) Wait, please.

ANAKIN and PADM get down. Sitting on a stool in front of the shop is WATTO. He is using a small electronic screwdriver on a fiddly DROID. THREE PIT DROIDS are chattering away and are trying to help him, but they seem only to make him madder.

WATTO: (yelling, in Huttese) No, not that one - that one! [No chuba da wanga, da wanga.]

ANAKIN: (arriving) Excuse me, Watto. [Chut, chut, Watto.]

WATTO: (in Huttese) What? [Ke Booda?]

ANAKIN: (in Huttese) I said excuse me. [Di nova, 'Chut, chut.']

WATTO turns to the chattering PIT DROIDS.

WATTO: (in Huttese) Shut down. [Go ana bopa!]

The PIT DROIDS snap into their storage position.

ANAKIN: Let me help you with that. [Ding mi chasa hopa.]

ANAKIN takes the fiddly piece of equipment and starts to play with it. WATTO blinks in surprise.

WATTO: (continuing, in Huttese) What? I don't know you. . . What can I do for you? You look like a Jedi. Whatever it is. . . I didn't do it. [Ke booda? Yo baan pee hota. No wega mi condorta. Kin chasa du Jedi. No bata tu tu.]

WATTO drops the screwdriver and curses loudly in Huttese

ANAKIN: I'm looking for Shmi Skywalker. [Mi boska di Shmi Skywalker.]

WATTO looks at him suspiciously. He stares at PADM, then back to ANAKIN.

WATTO: Annie?? Little Annie?? Naaah!!

Suddenly, the fiddly piece of equipment in Anakin's hands WHIRS into life. WATTO blinks at it.

WATTO: (continuing; in English) You are Annie! It is you! Ya sure sprouted! Weehoo! A Jedi! Waddya know? Hey, maybe you couldda help wit some deadbeats who owe me a lot of money...

ANAKIN: My mother...

WATTO: Oh, yeah. Shmi...she's not mine no more. I sold her.

ANAKIN: Sold her...

WATTO: Years ago. Sorry, Annie, but you know, business is business. Sold her to a moisture farmer named Lars. Least I think it was Lars. Believe it or not, I heard he freed her and married her. Can ya beat that?

ANAKIN: Do you know where they are?

WATTO: Long way from here...someplace over on the other side of Mos Eisley, I think...

ANAKIN: I'd like to know.

ANAKIN'S grim look means business; WATTO gets the hint quickly.

WATTO: Yeah...sure...absolutely. Let's go look in my records.

ANAKIN and WATTO go into the shop.

EXTERIOR: SPACE, GEONOSIS

The red planet of Geonosis is circled by a large asteroid field that forms rings. JANGO FETT'S ship appears, heading toward it. OBI-WAN'S Starfighter, attached to the hyperspace transport ring, appears in space. The Starfighter disengages from the ring and follows JANGO FETT'S ship.

INTERIOR: COCKPIT, FETT SHIP, SPACE, GEONOSIS JANGO FETT grins at BOBA FETT.

JANGO FETT: Nearly there, son.

INSIDE THE COCKPIT, a small blip shows up on the ship's scan screen.

BOBA FETT: Dad! I think we're being tracked. . . Look at the scan screen! Isn't that a cloaking shadow?

BOBA FETT checks the scan screen and reveals a small tracking device on the outer hull.

JANGO FETT: He must have put a homing device on our hull during the fight. . . We'll fix it! Hang on, son! We'll move into the asteroid field. He won't be able to follow us there. If he does, we'll leave him a couple of surprises.

He pushes some buttons and the spot where the device was disappears. JANGO FETT guides his ship into the asteroid field. OBI-WAN stops his ship.

OBI-WAN: That's interesting, Arfour. They seem to have discovered the tracker. Shut down. . . Shape scan their last coordinates.

JANGO FETT pilots his ship through the asteroids.

BOBA FETT: He's gone.

JANGO FETT: He must have gone on toward the surface.

BOBA sees OBI-WAN on the screen.

BOBA FETT: Look, Dad! He's back!

JANGO FETT: Hang on!

He releases a charge which drifts toward OBI-WAN. As the charge approaches OBI-WAN'S Starfighter, ARFOUR beeps.

OBI-WAN: Whoa! Sonic charges. . . Stand by.

JANGO'S goes into a power-climb to avoid an asteroid.

BOBA FETT: Dad! Watch out!

JANGO FETT: Stay calm, son. We'll be fine. That Jedi won't be able to follow us through this.

OBI-WAN'S ship dives into the asteroid belt after them.

BOBA FETT: There he is!

JANGO FETT: He doesn't seem to be able to take a hint.

JANGO flies down a narrow tunnel in one of the larger asteroids.

BOBA FETT: Watch out!

OBI-WAN passes over the asteroid and JANGO emerges, chasing after him.

BOBA FETT: Get him, Dad! Get him! Fire!

JANGO FETT fires lasers at the Jedi Starfighter.

EXTERIOR: SPACE, GEONOSIS

The ships flip, roll, and turn at incredible speed, dodging, weaving and firing. They tumble from near misses.

OBI-WAN: Oh, blast! This is why I hate flying.

Bits fly off OBI-WAN'S fighter as one of JANGO'S missiles gets through.

In JANGO FETT'S COCKPIT, JANGO continues to bombard the Jedi Starfighter with laser fire. One bolt strikes OBI WAN'S ship causing a small explosion.

BOBA FETT: You got him!

JANGO FETT: We'll just have to finish him.

JANGO FETT pushes buttons to open an outer hull door and releases a guided aerial torpedo. The torpedo closely follows OBI-WAN'S Starfighter.

IN OBI-WAN'S COCKPIT, his skill is pushed to the limit as he throws the ship from side to side, avoiding great rocks and the torpedo. Then a huge asteroid tumbles across his path. There seems no way he can avoid it.

OBI-WAN: Arfour, prepare to jettison the spare parts canisters. Release them now!

IN JANGO'S COCKPIT, they see a huge explosion as OBI-WAN'S ship appears to smash into the asteroid.

BOBA FETT: Got him! Yeahhhhh!

JANGO FETT: We won't see him again.

BOBA FETT laughs. JANGO FETT'S ship emerges from the asteroid belt and heads down toward the planet of Geonosis.

## EXTERIOR: SPACE, GEONOSIS RINGS

A huge chunk of rock tumbles slowly through the asteroid belt. CAMERA CLOSES, to discover OBI-WAN'S Starship hidden in a blasted-out area on the pitted back side of the great rock.

INTERIOR: COCKPIT, JEDI FIGHTER, SPACE, GEONOSIS RINGS OBI-WAN'S ship is sitting on an asteroid.

OBI-WAN: Well, Arfour, I think we've waited long enough... Follow his last known trajectory.

OBI-WAN'S fighter moves out from the back side of the asteroid and heads away from the asteroid field, descending toward Geonosis. OBI-WAN looks out toward Geonosis and sees in the distance a large fleet of Trade Federation ships hidden among the asteroids.

OBI-WAN: There's an unusual concentration of Federation ships over there, Arfour. We'd better stay clear.

## EXTERIOR: GEONOSIS, LANDING AREA - NIGHT

OBI-WAN'S ship skims across the top of a small mesa along the edge of a rocky ridge. He maneuvers under a rock overhang and lands. He gets out of the Fighter and walks onto the mesa. The wind whips at him. He looks around.

Geonosis is a red rock planet, featureless apart from buttes and mesas, and occasional tall stalagmites that stand out dramatically on the arid plains.

The night is quiet, except for an occasional WEIRD CRY. OBI-WAN checks his bearings, then heads away.

## EXTERIOR: TATOOINE, BLUFF OVERLOOKING HOMESTEAD - LATE DAY

The Naboo Starship descends, hovers, and land on a bluff. ANAKIN and PADM get out. They look down from the edge of the bluff to where the homestead is seen on the desert floor below.

PADM: Stay with the ship, Artoo.

ARTOO WHISTLES as ANAKIN and PADM start down the trail toward the homestead.

## EXTERIOR: TATOOINE, DESERT, HOMESTEAD MOISTURE FARM - LATE

DAY

C-3PO is working outside the homestead. He looks up as ANAKIN and PADM arrive.

C-3PO: Oh, hello. How might I be of service? A am See. . .

ANAKIN: Threepio?

C-3PO: Oh, my. . . Oh, my maker! Master Anakin! I knew you would return, I knew you would! And this must be Miss Padm.

PADM: Hello, Threepio.

C-3PO: Oh, my circuits! I'm so pleased to see you both!

ANAKIN: I've come to see my mother.

C-3PO: I think. . . I think. . . Perhaps we'd better go indoors.

EXTERIOR: TATOOINE, HOMESTEAD, COURTYARD - LATE DAY

ANAKIN, PADM and THREEPIO arrive in the courtyard. THREEPIO shuffles ahead.

C-3PO: Master Cliegg, Master Lars! Might I present two important visitors?

OWEN LARS and BERU WHITESUN come out into the courtyard.

ANAKIN: I'm Anakin Skywalker.

OWEN: Owen Lars. This is my girlfriend, Beru.

BERU: Hello.

PADM: I'm Padm.

OWEN: I guess I'm your stepbrother. I had a feeling you might show up some day.

ANAKIN: Is my mother here?

CLIEGG: No, she's not.

CLIEGG LARS swings from the house on a small floating chair. One of his legs is heavily bandaged; the other is missing. He balances awkwardly and puts out a hand.

CLIEGG: Cliegg Lars. Shmi is my wife. . . Come on inside. We have a lot to talk about. . .

INTERIOR: TATOOINE, HOMESTEAD, KITCHEN - LATE DAY

BERU puts several steaming cups of ardees on a tray and exits the kitchen. . .

CLIEGG: (O.S.) It was just before dawn. They came out of nowhere. A hunting party of Tusken Raiders.

INTERIOR: TATOOINE, HOMESTEAD, DINING AREA - LATE DAY

CLIEGG, OWEN, PADM and ANAKIN sit around the table, BERU brings the drinks in from the kitchen.

CLIEGG: Your mother had gone out early, like she always did, to pick mushrooms that grow on the vaporators. From the tracks, she was about halfway home when they took her. Those Tusken walk like men, but they're vicious, mindless monsters. Thirty of us went out after her. Four of us came back. I'd be with them, only. . . after I lost my leg I just couldn't ride any more. . . until I heal.

CLIEGG grimaces, easing his throbbing leg.

CLIEGG: This isn't the way I wanted to meet you, son. This isn't how your mother and I planned it. I don't want to give up on her, but she's been gone a month. There's little hope she's lasted this long.

Silence. Then ANAKIN stands up.

OWEN: Where are you going?

ANAKIN: To find my mother.

PADM: No, Annie!

CLIEGG: Your mother's dead, son. Accept it.

ANAKIN: I can feel her pain, and I will find her.

OWEN: Take my speeder bike.

ANAKIN: I know she's alive.

ANAKIN turns abruptly.

EXTERIOR: TATOOINE, HOMESTEAD, MOISTURE FARM - LATE DAY

ANAKIN stands looking across the desert. PADM comes running out of the homestead after him. ANAKIN turns to PADM.

ANAKIN: You are going to have to stay here. These are good people, Padm. You'll

be safe.

PADM: Anakin. . .

PADM hugs him. ANAKIN walks over to OWEN'S speeder bike, which is standing close by.

ANAKIN: I won't be long.

ANAKIN swings onto the bike. The engine fires. He takes off across the desert. PADM watches him go.

EXTERIOR: TATOOINE, LANDSCAPE - SUNSET

THREE DIFFERENT SHOTS. ANAKIN rides through three exotic landscapes.

EXTERIOR: TATOOINE, DESERT, JAWA CAMP - TWILIGHT

ANAKIN stands in the middle of a crowd of JAWAS. He asks them for directions. The JAWAS confer excitedly, then the CHIEF JAWA points in a particular direction. ANAKIN gets on the bike and speeds off to where the JAWA pointed.

EXTERIOR: TATOOINE, DUNE SEA, CAMPFIRE - TWILIGHT

ANAKIN rides over a large dune toward a small flickering light in the distance.

He rides up and stops the bike in front of a campfire. There are bodies of THREE DEAD FARMERS lying beside the campfire. TWO EOPIES are tethered nearby, along with a burned and smoking speeder.

EXTERIOR: TATOOINE, DESERT, HOMESTEAD (FULL MOON) - NIGHT

The lights of the vaporators blink in the night sky. Somewhere close by, a night animal HOWLS.

EXTERIOR: TATOOINE, HOMESTEAD, COURTYARD (FULL MOON) - NIGHT

PADM is pacing the courtyard restlessly. She stops, listening to the animal HOWLING nearby. She shivers slightly, then turns and goes into the garage at the side of the courtyard.

INTERIOR: TATOOINE, HOMESTEAD - GARAGE (FULL MOON) - NIGHT

PADM enters the garage where C-3PO sits working.

C-3PO: Hello, Miss Padm.

PADM: Hello, Threepio.

C-3PO: You can't sleep?

PADM: No, I have too many things on my mind, I guess.

C-3PO: Are you worried about your work in the Senate?

PADM: No, I'm just concerned about Anakin. I said things... I'm afraid I may have hurt him. I don't know. Maybe I only hurt myself. For the first time in my life, I'm confused.

C-3PO: I'm not sure it will make you feel any better Miss Padm, but I don't think there's been a time in my life when I haven't been confused.

PADM: I want him to know I care about him. I do care about him.

C-3PO: Don't worry about Master Annie. He can take care of himself. Even in this awful place.

EXTERIOR: GEONOSIS, ROCK FACE TRAIL - NIGHT

OBI-WAN climbs a steep, narrow trail. Suddenly, a CRY is heard close by. OBI-WAN stumbles slightly. His foot slips on the edge, sending a stream of pebbles skittering into the darkness.

OBI-WAN listens. Silence. He draws his lightsaber but does not ignite it.

He sets off again and works his way around a narrow corner, to confront a crouching MASSIFF (a dog-sized lizard) with slavering fangs! The beast leaps at him, and OBI-WAN ignites his lightsaber as the MASSIFF knocks him on his back. Its jaws open wide. OBI-WAN stabs the creature, throws it off of him, and jumps up.

A SECOND MASSIFF jumps from behind. OBI-WAN swings around and cuts it in half. The MASSIFF flies over the cliff, HOWLING. It plummets to its death hundreds of feet below.

EXTERIOR: GEONOSIS, ROCK FACE TRAIL - NIGHT

OBI-WAN arrives at the head of the trail. Far below, a flat plain stretches into the distance. He stops, peering into the darkness, where strange shapes loom indistinctly.

OBI-WAN takes a pair of electronic binoculars from his belt and puts them to his eyes. He sees a cluster of great towers like fantastic stalagmites rise from the plain below.

SLOW PAN with the binoculars, and suddenly a line of Battle Starships come into view. OBI-WAN touches the viewfinder. Between fifty and a hundred Federation Starships are in neat rows. Some are on platforms that are carrying the Starships down to an underground facility. Other platforms are rising to the surface. They carry THOUSANDS of BATTLE DROIDS that step off and file into waiting ships. A fully loaded Starship takes off. OBI-WAN swings the binoculars upward, to see more Trade Federation Starships.

EXTERIOR: GEONOSIS, TOWER ENTRANCE - DAWN

Light grows on the clustering tower of fantastic stalagmites. OBI-WAN sneaks up to the main one. He climbs up the side of the tower to a small window-like opening. OBI-WAN looks around quickly, then sneaks inside.

INTERIOR: GEONOSIS, CORRIDORS - MORNING

OBI-WAN makes his way along a narrow, pillared corridor. He comes to what looks like a large open well or vent shaft. He looks down and sees a huge underground facility below. In one area, machines are constructing BATTLE DROIDS. In another area, completed DROIDS are moving along a conveyor belt. GEONOSIS WORKERS, with no wings, drone away at the assembly line.

INTERIOR: GEONOSIS, CENTRAL SQUARE - MORNING

OBI-WAN arrives at a vast expanse in the stalagmite interior. Immense pillars, soaring Gaudi-Gothic arches, vaulted roofs. The huge space is deserted - completely silent.

OBI-WAN starts to cross the square. Suddenly he hears voices.

He darts behind a pillar as POGGLE THE LESSER (Archduke of Geonosis), his aide, SUN FAC, COUNT DOOKU and NUTE GUNRAY approach, closely followed by PASSEL ARGENTE and WAT TAMBOR. COUNT DOOKU is tall, elderly, and saturnine, with beautiful manners. OBI-WAN flattens himself against the pillar as they pass by.

COUNT DOOKU: Now, we must persuade the Commerce Guild and the Corporate Alliance to sign the treaty.

NUTE GUNRAY: What about the Senator from Naboo? Is she dead yet? I'm not signing your treaty until I have her head on my desk.

COUNT DOOKU: I am a man of my word, Viceroy.

POGGLE: With these new Battle Droids we've built for you, Viceroy, you'll have the finest army in the galaxy.

They move out of earshot. OBI-WAN peers around the pillar to see them going through an archway on the far side of the courtyard. There is a flight of stairs beside it.

OBI-WAN arrives at the stairs. He sneaks up them, to arrive at a narrow gothic archway. He looks down through it.

INTERIOR: GEONOSIS, CONFERENCE ROOM - DAY

POGGLE THE LESSER and his TWO AIDES are at one end of a large round conference table.

COUNT DOOKU: Now is the time, my friends. This is the moment when you have to decide between the Republic or the Confederacy of Independent Systems.

COUNT DOOKU is at the head of the table. JANGO FETT stands behind his chair.

In addition to the original group, there are also THREE OPPOSITION SENATORS: PO NUDO, TESSEK and TOONBUCK TOORA, and a COMMERCE GUILD DIGNITARY; SHU MAI and a MEMBER of the INTERGALACTIC BANK CLAN, SAN HILL.

COUNT DOOKU: As I explained to you earlier, I'm quite convinced that ten thousand more systems will rally to our cause with your support, gentlemen. And let me remind you of our absolute commitment to capitalism. . . of the lower taxes, the reduced tariffs, and the eventual abolition of all trade barriers. Signing this treaty will bring you profits beyond your wildest imagination. What we are proposing is completely free trade. (looks at Nute) Our friends in the Trade Federation have pledged their support. When their Battle Droids are combined with yours, we shall have an army greater than anything in the galaxy, The Jedi will be overwhelmed. The Republic will agree to any demands me make.

PASSEL ARGENTE, the Corporate Alliance Representative.

PASSEL ARGENTE: I am authorized by the Corporate Alliance to sign the treaty.

COUNT DOOKU: We are most grateful for your cooperation, Chairman.

SHU MAI, the Commerce Guild Representative.

SHU MAI: The Commerce Guilds do not at this time wish to become openly involved,

But we shall support you in secret - and look forward to doing business with you.

There are chuckles around the table. COUNT DOOKU smiles.

COUNT DOOKU: That is all we ask.

SAN HILL, the banker.

SAN HILL: The Intergalactic Banking Clan will support you wholeheartedly, but only in a non-exclusive arrangement.

WAT TAMBOR, the Techno Union representative.

WAT TAMBOR: The Techno Unions are at your disposal, Count.

INTERIOR: GEONOSIS, STAIRS - DAY

OBI-WAN pulls back from the archway.

EXTERIOR: TATOOINE, CLIFF (FULL MOON) - NIGHT

ANAKIN pulls up near the edge of a cliff. He gets off the bike and creeps to the edge. He looks over to see a Tusken camp in the oasis below. One of the huts at the edge of the camp has TWO TUSKEN GUARDS outside it. ANAKIN drops off the edge of the cliff to the camp below.

EXTERIOR: TATOOINE, TUSKEN RAIDER CAMP, OASIS (FULL MOON - NIGHT

ANAKIN creeps through the camp, working his way from hut to hut, flattening himself against the walls overhearing snatches of Tusken conversation from inside, using the shadows to hide him until he arrives at the hut with the TWO GUARDS. They are sitting a short distance from the door. ANAKIN wriggles around the back. He takes out his lightsaber and cuts into the base of the wall.

INTERIOR: TUSKEN RAIDER HUT - NIGHT

The lightsaber completes the hole in the wall. ANAKIN wriggles in. He pulls himself to his feet. There are candles everywhere.

A shaft of moonlight from a hole in the roof pierces the gloom of the hut. By its light, ANAKIN sees SHMI hanging from a wooden frame in the middle of the hut.

He cuts her free, takes her into his arms, and lowers her gently to the ground. Her eyes are closed. Her face is bloodied. She has been terribly beaten. ANAKIN cradles her tenderly.

ANAKIN: Mom... Mom... Mom...

SHMI'S eyelids flutter - and barely open. They are caked with blood.

SHMI: Annie...? Is it you...?

SHMI'S eyes focus slowly. ANAKIN gives a little choking gasp.

ANAKIN: I'm here, Mom. You're safe. Hang on. I'm going to get you out of here...

SHMI: Annie? Annie? You look so handsome. My son... my grown-up son. I'm so proud of you, Annie... so proud... I missed you so much... Now... I am complete.

ANAKIN: Just stay with me, Mom. I'm going to make you well again. Everything's... going to be fine.

SHMI: I love...

SHMI dies. ANAKIN draws her to his breast. There is silence for a moment. ANAKIN lifts his head, listening for a moment, then he sits on the floor of the Tusken hut, cradling his dead mother in his arms.

EXTERIOR: TATOOINE, TUSKEN RAIDER CAMP, OASIS - DAWN

The pale light grows. Thin tendrils of smoke rise slowly in the cold, clear air. Somewhere a dog BARKS. An OLD WOMAN comes out of one of the huts. She carries a pail. She swirls it and tosses the dirty water onto the ground.

As she goes back inside the hut, a TUSKEN CHILD runs past, dragging a stick in the sand. The CHILD runs through the line of huts, turns a corner, and stops suddenly, staring at the TWO TUSKEN GUARDS. Between them, ANAKIN stands outside the hut door. His face is a grim mask. The CHILD stares, then there is a FLASH OF LIGHT as Anakin's lightsaber switches on. He immediately kills the two TUSKENS guarding the door of the hut, and makes his way toward the others.

INTERIOR: JEDI TEMPLE, YODA'S QUARTERS - LATE AFTERNOON

YODA meditates and suddenly hears a familiar voice, as if from a great distance. It is the voice of QUI-GON JINN, filled with alarm.

QUI-GON: (V.O.) No, Anakin! No! Don't! No!

MACE WINDU enters the room and sits down. YODA opens his eyes and looks to MACE.

MACE WINDU: What is it?

YODA: Pain. Suffering. Death, I feel. Something terrible has happened. Young Skywalker is in pain. Terrible pain.

EXTERIOR: GEONOSIS, LANDING AREA - DAY

OBI-WAN examines the transmitter dish and speaks with ARFOUR.

OBI-WAN: The transmitter is working, but we're not receiving a return signal. Coruscant's too far. Arfour, can you boost the power?

ARFOUR beeps a reply.

OBI-WAN: We'll have to try something else.

OBI-WAN jumps into the cockpit.

OBI-WAN: Maybe we can contact Anakin on Naboo. It's much closer. Anakin, Anakin, do you copy? This is Obi-Wan Kenobi. Anakin? He's not on Naboo, Arfour. I'm going to try and widen the search. I hope nothing's happened to him.

OBI-WAN sits in the Starfighter cockpit looking at a display. A GEONOSIAM spies OBI-WAN and his Starfighter from an overlooking cliff.

OBI-WAN: That's Anakin's tracking signal all right, but it's coming from Tatooine. What in the blazes is he doing there? I told him to stay on Naboo.

OBI-WAN exits the cockpit and jumps down to the ground. He speaks to ARFOUR.

OBI-WAN: All right. We're all set. We haven't much time. Anakin? Anakin, do you copy? This is Obi-Wan Kenobi.

INTERIOR: COCKPIT, NABOO STARFIGHTER - DAY

In the ship, ARTOO BEEPS as he receives the message.

OBI-WAN: (V.O.) Record this message and take it to your mistress, Padm... and the Jedi Skywalker... "Anakin, my long range transmitter has been knocked out. Retransmit this message to Coruscant."

ARTOO dutifully listens to the desperate message. OBI-WAN'S voice cuts out. ARTOO WHISTLES in dismay.

EXTERIOR: TATOOINE, DESERT, HOMESTEAD, MOISTURE FARM - MORN-

ING

ANAKIN rides the speeder bike toward the homestead. SHMI'S body is tied to it. OWEN, followed by BERU and PADM, comes out of the homestead to meet ANAKIN. THREEPIO follows. CLIEGG hobbles out of the homestead on his hovering chair.

ANAKIN arrives. They run to him as he steps away from the bike, carrying SHMI. He stops, face-to-face with CLIEGG. There is a brief pause. Then he carries SHMI into the homestead.

INTERIOR: TATOOINE, MOISTURE FARM, KITCHEN - MORNING

PADM prepares some food for ANAKIN. BERU helps her.

BERU: What's it like there?

PADM: I'm sorry?

BERU: On Naboo... What's it like?

PADM is completely preoccupied with her concern for ANAKIN, but she does her best to reply.

PADM: Oh - It's... very green. With lots of water. And trees. Not like here at all.

She takes out a tray and starts to put food on it.

BERU: I think I like it here better.

PADM: Maybe you'll come and see it one day.

BERU: I don't think so. I don't like to travel.

They finish preparing the tray.

PADM: (smiles) Thanks, Beru.

She goes out.

INTERIOR: TATOOINE, HOMESTEAD, GARAGE - DAY

PADM comes in with a tray of food. ANAKIN is standing at a workbench, repairing a part of the speeder bike.

PADM: I brought you something. Are you hungry?

PADM puts the tray down.

ANAKIN: The shifter broke. Life seems so much simpler when you're fixing things. I'm good at fixing things...always was. But I couldn't... (stops working, tears in his eyes) Why did she have to die? Why couldn't I save her? I know I could have!

PADM: Sometimes there are things no one can fix. You're not all-powerful, Annie.

ANAKIN turns and walks away from the bench.

ANAKIN: (angry) I should be! Someday I will be...I will be the most powerful Jedi ever! I promise you, I will even learn to stop people from dying.

PADM: Anakin...

ANAKIN: (furious) It's all Obi-Wan's fault. He's jealous! He knows I'm already more powerful than he is. He's holding me back!

ANAKIN hurls the wrench across the garage. It CLATTERS to the floor. He looks at his trembling hands. PADM stares at him, shocked.

PADM: Annie, what's wrong?

ANAKIN: I...I killed them. I killed them all. They're dead, every single one of them...

ANAKIN focuses on her like someone returning from far away.

ANAKIN: Not just the men, but the women and the children too. They're like animals, and I slaughtered them like animals...I hate them!

There is silence for a moment, then ANAKIN breaks down, sobbing. PADM takes him into her arms.

ANAKIN: Why do I hate them? I didn't...I couldn't...I couldn't control myself. I...I don't want to hate them...But I just can't forgive them.

PADM: To be angry is to be human.

ANAKIN: To control your anger is to be a Jedi.

PADM: Ssshhh...you're human.

ANAKIN: No, I'm a Jedi. I know I'm better than this. I'm sorry, I'm so sorry!

PADM: You're like everyone else...

PADM rocks him, and ANAKIN weeps.

EXTERIOR: TATOOINE, HOMESTEAD, GRAVESITE - DAY

ANAKIN, PADM, CLIEGG, OWEN, BERU, and THREEPIO are standing around Shmi's grave. Two other headstones, one smaller than the other, stand in the blazing suns.

CLIEGG: I know wherever you are it's become a better place. You were the most loving partner a man could ever have. Goodbye, my dearest wife. And thank you.

Brief pause. ANAKIN steps forward and kneels at his mother's grave. He picks up a handful of sand.

ANAKIN: I wasn't strong enough to save you, Mom. I wasn't strong enough. But I promise I won't fail again... (he stands up) I miss you so much.

Silence. Then BEEPS and WHISTLES are heard. They turn as ARTOO rolls up.

PADM: Artoo, what are you doing here?

ARTOO BEEPS and WHISTLES.

C-3PO: It seems that he is carrying a message from an Obi- Wan Kenobi. Master Annie, does that name mean anything to you?

INTERIOR: COCKPIT, NABOO STARSHIP - DAY

A rough hologram of OBI-WAN is projected in front of ANAKIN and PADM. They watch the flickering image.

OBI-WAN: (V.O.) Anakin, my long range transmitter has been knocked out. Retransmit this message to Coruscant.

PADM turns and reaches over to a control board and pushes a button to transmit the message.

OBI-WAN: (V.O.) I have tracked the bounty hunter Jango Fett to the droid foundries on Geonosis.

INTERIOR: JEDI COUNCIL ROOM - DAY

The members of the Jedi Council stand around a hologram of OBI-WAN.

OBI-WAN: (V.O.) The Trade Federation is to take taking delivery of a droid army here and it is clear that Viceroy Gunray...

INTERIOR: COCKPIT, NABOO STARSHIP - DAY

ANAKIN and PADM continue to listen.

OBI-WAN: (V.O.) ... is behind the assassination attempts on Senator Amidala.

INTERIOR: JEDI COUNCIL ROOM - DAY

The Council members continue to listen to OBI-WAN.

OBI-WAN: (V.O.) The Commerce Guilds and Corporate Alliance have both pledged their armies to Count Dooku and are forming an... Wait!... Wait!!

INTERIOR: COCKPIT, NABOO STARSHIP - DAY

ANAKIN and PADM watch as OBI-WAN is attacked by Droidekas. The hologram cuts off. ANAKIN jumps up, agitated.

INTERIOR: JEDI COUNCIL ROOM - DAY

The Council members also see the attack on OBI-WAN. YODA looks to MACE WINDU.

YODA: More happening on Geonosis, I feel, than has been revealed.

MACE WINDU: I agree.

INTERIOR: COCKPIT, NABOO STARSHIP - SUNSET

ANAKIN and PADM watch a hologram of MACE WINDU.

MACE WINDU: (V.O.) Anakin, We will deal with Count Dooku. The most important thing for you is to stay where you are. Protect the Senator at all costs. That is your first priority.

ANAKIN: Understood, Master.

The hologram switches off. PADM is looking at the readout on the ship's control panel.

PADM: They'll never get there in time to save him. They have to come halfway across the galaxy. Look, Geonosis is less than a parsec away.

PADM starts to hit buttons and flick switches. ANAKIN puts a hand over hers, stopping her. She stares at him.

ANAKIN: If he's still alive.

PADM: Annie, are you just going to sit here and let him die?? He's your friend... your mentor...

ANAKIN: He's like my father, but you heard Master Windu. He gave me strict orders to stay here.

PADM: He gave you strict orders to protect me...

PADM pulls her hand free and flicks more switches. The engines fire.

PADM: ... and I'm going to save Obi-Wan. So if you plan to protect me, you will have to come along.

ANAKIN grins and takes the controls. THREEPIO and ARTOO come forward from the back of the starship. THREEPIO straps himself into a seat behind PADM.

EXTERIOR: TATOOINE, BLUFF OVERLOOKING HOMESTEAD - SUNSET

The Naboo Starship rises from the bluff and zooms away.

EXTERIOR: CORUSCANT, REPUBLIC EXECUTIVE BUILDING - DAY

LOW ANGLE. A line of reflecting pools with splashing fountains flanked by statues on each side leads to the main entrance to the awesome building.

INTERIOR: CORUSCANT, CHANCELLOR'S OFFICE - DAY

BAIL ORGANA: The Commerce Guilds are preparing for war... there can be no doubt of that.

PALPATINE: Count Dooku must have made a treaty with them.

BAIL ORGANA: We must stop them before they're ready.

JAR JAR: Exsueeze me, yousa honorable Supreme Chancellor, Sir. Maybe dissen Jedi stoppen the rebel army.

PALPATINE: Master Yoda, how many Jedi are available to go to Geonosis?

YODA: Throughout the galaxy, thousands of Jedi there are. To send on a special mission, only two hundred are available.

BAIL ORGANA: With all due respect for the Jedi Order, that doesn't sound like enough.

YODA: Through negotiation the Jedi maintains peace. To start a war, we do not

intend.

ASK AAK: The debate is over! Now we need that clone army. . .

BAIL ORGANA: Unfortunately, the debate is not over. The Senate will never approve the use of the clones before the separatists attack.

MAS AMEDDA: This is a crisis! The Senate must vote the Chancellor emergency powers! He could then approve the use of the clones.

PALPATINE: But what Senator would have the courage to propose such a radical amendment?

MAS AMEDDA: If only Senator Amidala were here.

JAR JAR steps forward from the back of the group.

JAR JAR: Mesa mosto Supreme Chancellor. . . Mesa gusto pallos. Mesa proud to proposing the motion to give yousa Honor emergency powers.

INTERIOR: GEONOSIS, PRISON CELL - DAY

COUNT DOOKU walks into the cell holding OBI-WAN. OBI-WAN is suspended in a force field, turning slowly as blue electric bolts restrain him. COUNT DOOKU circles OBI-WAN as they talk.

OBI-WAN: Traitor!

COUNT DOOKU: Hello, my friend. This is a mistake. A terrible mistake. They've gone too far. This is madness.

OBI-WAN: I thought you were the leader here, Dooku.

COUNT DOOKU: This had nothing to do with me, I assure you. I promise you I will petition immediately to have you set free.

OBI-WAN: Well, I hope it doesn't take too long. I have work to do.

COUNT DOOKU: May I ask why a Jedi Knight is all the way out here on Geonosis?

OBI-WAN: I've been tracking a bounty hunter named Jango Fett. Do you know him?

COUNT DOOKU: There are no bounty hunters here that I'm aware of. Geonosians don't trust them.

OBI-WAN: Well, who can blame them. But he is here, I can assure you.

COUNT DOOKU: It's a great pity that our paths have never crossed before, Obi-Wan. Qui-Gon always spoke very highly of you. I wish he were still alive. I could use his help right now.

OBI-WAN: Qui-Gon Jinn would never join you.

COUNT DOOKU: Don't be so sure, my young Jedi. You forget that he was once my apprentice just as you were once his. He knew all about the corruption in the Senate, but he would never have gone along with it if he had known the truth as I have.

OBI-WAN: The truth?

COUNT DOOKU: The truth. What if I told you that the Republic was now under the control of the Dark Lords of the Sith?

OBI-WAN: No, that's not possible. The Jedi would be aware of it.

COUNT DOOKU: The dark side of the Force has clouded their vision, my friend. Hundreds of Senators are now under the influence of a Sith Lord called Darth Sidious.

OBI-WAN: I don't believe you.

COUNT DOOKU: The Viceroy of the Trade Federation was once in league with this Darth Sidious. But he was betrayed ten years ago by the Dark Lord. He came to me for help. He told me everything. The Jedi Council would not believe him. I tried many times to warn them but they wouldn't listen to me. Once they sensed the Dark Lord's presence, it would then be too late. You must join me, Obi-Wan, and together we will destroy the Sith.

OBI-WAN: I will never join you, Dooku.

COUNT DOOKU turns to leave.

COUNT DOOKU: It may be difficult to secure your release.

EXTERIOR: SPACE

The Naboo Starship heads toward the rings of Geonosis.

EXTERIOR: GEONOSIS - DAY

ANAKIN pilots the starship close to the ground, weaving around towering rock formations.

PADM: See those columns of steam straight ahead? They're exhaust vents of some

type.

ANAKIN: That'll do.

ANAKIN pilots the craft straight down into a column, flying through the steam, and landing at the bottom.

INTERIOR: COCKPIT, NABOO STARSHIP - DAY

PADM and ANAKIN prepare to leave the starship.

PADM: Look, whatever happens out there, follow my lead. I'm not interested in getting into a war here. As a member of the Senate, maybe I can find a diplomatic solution to this mess.

ANAKIN: Don't worry. I've given up trying to argue with you.

ARTOO WHISTLES a plaintive sigh.

C-3PO: My sad little friend. If they had needed our help, they would have asked for it. You have a lot to learn about humans.

INTERIOR: GEONOSIS, CORRIDORS - DAY

ANAKIN and PADM enter the stalagmite city. They stop, looking around in wonder at the emptiness.

INTERIOR: COCKPIT, NABOO STARSHIP - DAY

ARTOO stands in front of THREEPIO, who is fussing about.

C-3PO: For a mechanic, you seem to do an excessive amount of thinking. I'm programmed to understand humans.

ARTOO beeps a question.

C-3PO: What does that mean? That means I'm in charge here!

ARTOO trundles out of the starship and down the landing ramp. THREEPIO follows him out of the ship.

C-3PO: Wait! Where are you going? Don't you have any sense at all?

ARTOO makes a rude noise.

C-3PO: How rude! Please wait! Do you know where you're going?

ARTOO bleeps at THREEPIO.

INTERIOR: GEONOSIS, CORRIDORS - DAY

ANAKIN and PADM start forward. As they pass, the surface of the pillars seems to pulse slowly and move. High above, WINGED CREATURES grow from the pillars and detach themselves.

ANAKIN: Wait.

ANAKIN turns as one of the WINGED CREATURES attacks him. Lightsaber blazing, ANAKIN cuts down three creatures as PADM exits through a far doorway. He reaches PADM and they both stand on the edge of a short walkway extending over a deep crevasse. The door behind them closes, stranding the two. The walkway retracts and PADM slips and then jumps down onto a conveyor belt leading into the droid factory.

ANAKIN: Padm!

ANAKIN jumps down and slashes more WINGED CREATURES while attempting to reach PADM. PADM makes her way across stamping machines and welders as ANAKIN follows, beating back WINGED CREATURES.

INTERIOR: GEONOSIS, DROID FACTORY - DAY

THREEPIO and ARTOO stop at the small walkway.

C-3PO: Oh my goodness! Machines creating machines. How perverse! (ARTOO bleeps) Calm down. What are you talking about? I'm not in your way!

ARTOO pushes THREEPIO off the small ledge and onto a flying Conveyor Droid. Flailing, THREEPIO falls from the droid and onto the conveyor belt below. ARTOO uses his rocket jets to fly up and into the factory.

C-3PO: Help!

ANAKIN continues to work his way toward PADM, lightsaber flashing, WINGED CREATURES attacking from all directions. PADM wrestles with one CREATURE and is thrown into a large empty vat moving down the assembly line. Mechanized arms carry the vat to a position where molten metal will be poured into it. PADM struggles to find handholds for escape, but is unsuccessful. ARTOO flies toward PADM.

SEE-THREEPIO is carried down the assembly line. He stands, only to find his head sliced from his body. His head lands in a line of Battle Droid heads and is welded to

a Battle Droid body.

C-3PO: How ugly! Why would one build such unattractive droids?

THREEPIO's headless body continues down the assembly line, sandwiched between Battle Droids. A Battle Droid head is welded on THREEPIO's body.

C-3PO: I'm so confused.

Meanwhile, ANAKIN continues to battle CREATURES. He trips on the assembly line and his right arm becomes locked into a molding device. ANAKIN comes close to the cutting machine.

As PADM continues her struggle to escape the vat, ARTOO finds the computer port controlling the vats and programs PADM's to dump her onto a walkway. ANAKIN ignites his lightsaber in an attempt to free his arm. The cutter approaches. He maneuvers his body away from the cutter, but it slams down and cuts his lightsaber in half.

PADM is surrounded by WINGED CREATURES and taken prisoner. ANAKIN is surrounded by DROIDEKAS and from above. JANGO FETT drops down, blaster in hand.

JANGO FETT: Don't move, Jedi!

INTERIOR: GEONOSIS, CONFERENCE ROOM - DAY

COUNT DOOKU sits at a large conference table with PADM on the far side. ANAKIN stands behind her with FOUR GEONOSIANS GUARDS standing behind him. JANGO FETT stands behind COUNT DOOKU, and SIX GEONOSIAN GUARDS stand behind him.

PADM: You are holding a Jedi Knight, Obi-Wan Kenobi. I am formally requesting you turn him over to me, now.

COUNT DOOKU: He has been convicted of espionage, Senator, and will be executed. In just a few hours, I believe.

COUNT DOOKU smiles.

PADM: He is an officer of the Republic. You can't do that.

COUNT DOOKU: We don't recognize the Republic here, Senator. But if Naboo were to join our Alliance, I could easily hear your plea for clemency.

PADM: And if I don't join your rebellion, I assume this Jedi with me will also die?

COUNT DOOKU: I don't wish to make you to join our cause against your will, Senator, but you are a rational, honest representative of your people and I assume you want to do what's in their best interest. Aren't they fed up with the corruption, the bureaucrats, the hypocrisy of it all? Aren't you? Be honest, Senator.

PADM: The ideals are still alive, Count, even if the institution is failing.

COUNT DOOKU: You believe in the same ideals we believe in! The same ideals we are striving to make prominent.

PADM: If what you say is true, you should stay in the Republic and help Chancellor Palpatine put things right.

COUNT DOOKU: The Chancellor means well, M'Lady, but he is incompetent. He has promised to cut the bureaucracy, but the bureaucrats are stronger than ever, no? The Republic cannot be fixed, M'Lady. It is time to start over. The democratic process in the Republic is a sham, no? A shell game played on the voters. The time will come when that cult of greed, called the Republic, will lose even the pretext of democracy and freedom.

PADM: I cannot believe that. I know of your treaties with the Trade Federation, the Commerce Guilds, and the others, Count. What is happening here is not government that has been bought out by business. . . it's business becoming government! I will not forsake all I have honored and worked for and betray the Republic.

COUNT DOOKU: Then you will betray your Jedi friends? Without your cooperation I can do nothing to stop their execution.

PADM: And what about me? Am I to be executed also?

DOOKU: I wouldn't think of such an offense. But, there are individuals who have a strong interest in your demise, M'Lady. It has nothing to do with politics, I'm afraid. It's purely personal, and they have already paid great sums to have you assassinated. I'm sure they will push hard to have you included in the executions. I'm sorry but if you are not going to cooperate, I must turn you over to the Geonosians for justice. Without your cooperation, I've done all I can for you.

JANGO FETT: Take them away.

INTERIOR: CORUSCANT, MAIN SENATE CHAMBER, UPPER CORRIDOR -

EVENING

MACE WINDU walks down an upper corridor and meets YODA, who is sitting on a ledge overlooking the Senate chamber.

Inside the great rotunda, the UPROAR is even louder. Opposing SENATORS yell furiously at one another.

MAS AMEDDA: Order! Order!!

Finally, the uproar dies.

PALPATINE: In the regrettable absence of Senator Amidala, the chair recognizes senior representative of Naboo, Jar Jar Binks.

Amid the conflicting storm of CHEERS AND BOOS, JAR JAR, with TWO GUNGAN AIDES, floats on his pod to the middle of the vast space. He looks at PALPATINE nervously. PALPATINE nods. JAR JAR clears his throat.

JAR JAR: Senators, dellow felagates. . .

Laughter. Jeers. JAR JAR blushes.

MAS AMEDDA: Order! The Senate will accord the Representative the courtesy of a hearing!

Comparative quiet. JAR JAR grips the edge of the podium.

INTERIOR: CORUSCANT, MAIN SENATE CHAMBER - EVENING

JAR JAR stands in his pod as it floats in the middle of the vast space.

JAR JAR: In response to the direct threat to the Republic mesa propose that the Senate give immediately emergency powers to the Supreme Chancellor.

Uproar. JAR JAR looks a little sheepish.

Brief silence, then a rolling wave of APPLAUSE. JAR JAR beams and bows.

PALPATINE rises.

PALPATINE: It is with great reluctance that I have agreed to this calling. I love democracy. . . I love the Republic. But I am mild by nature, and I do not desire to see the destruction of democracy. The power you give me I will lay down when this crisis has abated, I promise you. And as my first act with this new authority, I will create a

grand army of the Republic to counter the increasing threats of the separatists.

INTERIOR: GEONOSIS, HIGH AUDIENCE CHAMBER - DAY

ANAKIN and PADM are standing in the center of what looks like a courtroom. Seated before them in a tall, boxed-off area is POGGLE THE LESSER, Archduke of Geonosis. He is accompanied by his underling, SUN FAC. Off to one side the Separatist Senators PO NUDU, TESSEK, and TOONBUCK TOORA. Next to them are the Commerce Dignitaries, SHU MAI, NUTE GUNRAY, PASSEL ARGENTE, WAT TAMBOR and SAN HILL of the Intergalactic Bank Clan. Along the wall about a HUNDRED GEONOSIANS wait for a verdict.

SUN FAC: You have been charged and found guilty of Espionage.

POGGLE: Do you have anything to say before your sentence is carried out?

PADM: You are committing an act of war, Archduke. I hope you are prepared for the consequences.

POGGLE laughs. COUNT DOOKU simply smiles.

POGGLE: We build weapons, Senator. . . that is our business! Of course we're prepared!

NUTE GUNRAY: Get on with it. Carry out the sentence. I want to see her suffer.

POGGLE: Your other Jedi friend is waiting for you, Senator. Take them to the arena!

FOUR GUARDS take hold of PADM and ANAKIN. They are escorted out of the chamber to the sounds of chuckling.

INTERIOR: GEONOSIS, TUNNEL TO EXECUTION ARENA - DAY

In the gloomy tunnel, ANAKIN and PADM are tossed into an open cart. The murmur of a vast crowd is heard offscreen. GUARDS extend their arms along the framework and tie them so that they stand facing each other.

The DRIVER gets up onto his seat.

ANAKIN: Don't be afraid.

PADM: I'm not afraid to die. I've been dying a little bit each day since you came back into my life.

ANAKIN: What are you talking about?

PADM: I love you.

ANAKIN: You love me?! I thought we decided not to fall in love. That we would be forced to live a lie. That it would destroy our lives. . .

PADM: I think our lives are about to be destroyed anyway. My love for you is a puzzle, Annie, for which I have no answers. I can't control it. . . and now I don't care. I truly, deeply love you, and before we die I want you to know.

PADM leans toward ANAKIN. By straining hard, it is just possible for their lips to meet. They kiss.

The DRIVER cracks his whip over the ORRAY harnessed between the shafts. The cart jerks forward. Suddenly, there is a HUGE ROAR and blinding sunlight as they emerge into the arena

INTERIOR: GEONOSIS, EXECUTION ARENA - DAY

The great stadium is packed with tier upon tier of yelling GEONOSIANS. The cart trundles to the center, where OBI-WAN is chained to one of four upright posts that are three feet in diameter. The cart stops. PADM and ANAKIN are taken down, dragged to posts, and chained to them. ANAKIN is in the center. PADM pulls a wire from her clothing and places it in her mouth.

OBI-WAN: I was beginning to wonder if you had gotten my message.

ANAKIN: I retransmitted it as you requested, Master. Then we decided to come and rescue you.

OBI-WAN: Good job!

Their arms are pulled high above their heads, and the cart drives away. There is another ROAR as POGGLE THE LESSER, COUNT DOOKU, NUTE GUNRAY, THE FETTS and DIGNITARIES arrive in the archducal box and take their places.

SUN FAC: The felons before you have been convicted of espionage against the Sovereign System of Geonosis. Their sentence of death is to be carried out in this public arena henceforth.

The crowd ROARS and CHEERS. In the box, POGGLE THE LESSER rises. The crowd becomes quiet.

POGGLE: Let the executions begin!

The crowd goes wild.

From different gates around the arena, THREE MONSTERS are driven in. One is a REEK (bull-like), one is a NEXU (lion like), and one is an ACKLAY (a kind of dino-lobster). They are driven in by PICADORS carrying long spears and riding ORRAYS. The PICADORS poke the MONSTERS toward the center, then retire to the perimeter.

ANAKIN: I've got a bad feeling about this.

The MONSTERS toss their heads, looking around, ROARING or SCREECHING. Then they catch sight of the THREE CAPTIVES and start moving toward them.

OBI-WAN: Take the one the right. I'll take the one on the left.

ANAKIN: What about PADM?

PADM has used the wire she concealed to pick the lock on one of the hand restraints. She turns around and pulls herself up by the chain to the top of the post. Within a moment, she is standing on top of it, trying to pull the chain free.

OBI-WAN: She seems to be on top of things.

The REEK charges ANAKIN. He jumps up, and the beast hits the post hard. ANAKIN lands onto its back, wrapping part of his chain around its horn. The REEK backs off, shaking its head angrily, which tears the chain from the post.

OBI-WAN ducks around the post as the ACKLAY charges. It knocks the post flat, sending OBI-WAN sprawling. The ACKLAY crunches the post between its claws, freeing the chain. OBI-WAN leaps up and runs towards ONE of the PICADORS. The ACKLAY takes off after him.

The NEXU arrives at PADM's post and rears on its hind legs. On top, PADM struggles to tear the chain free. The NEXU ROARS, displaying wicked, dripping fangs.

In the archducal box, NUTE GUNRAY beams and rubs his hands.

In the arena, OBI-WAN runs at the PICADOR. The ORRAY rears up. OBI-WAN grabs the PICADOR'S long spear and pole vaults over him. The chasing ACKLAY smashes into the ORRAY. It goes down. The PICADOR tumbles onto the sand, where he is grabbed by the ACKLAY and crunched.

ANAKIN's REEK starts to buck. It charges around the arena with ANAKIN hanging on for dear life. He whirls the free length of chain around his head and casts it into

the REEK's mouth. Its jaws clamp hard on the chain. ANAKIN yanks hard on the chain, turning the REEK, beginning to ride it.

The NEXU's claws dig deep into the post. The cat-like creature reaches the top of the post and takes a swipe at PADM. She turns and the claw barely catches her shirt ripping it off, leaving superficial claw marks across her back. She hits the creature with her chain and it backs off down the pole. Then, PADM jumps off the post into the air. She swings around on the chain and whacks the beast hard on the head with both her feet. It tumbles back onto the sand. PADM climbs back up the pole, scrambling to the top.

In the archducal box, NUTE GUNRAY fumes.

NUTE GUNRAY: Foul!! She can't do that... shoot her or something!

In the arena, OBI-WAN runs out from behind the fallen ORRAY and throws the spear at the ACKLAY, hitting it in the neck. It lets out a terrible SCREECH and turns on him. The NEXU springs up and makes to leap up at PADM again. She finally manages to work the chain loose. ANAKIN comes charging up on the REEK.

ANAKIN: You okay?

PADM: (nods, gasping) Sure!

ANAKIN: Jump!!!

The NEXU springs. PADM leaps from the top of the post to land on the REEK behind ANAKIN. The REEK charges away, around the arena. The NEXU bounds after it. The REEK passes the wounded ACKLAY and OBI-WAN. OBI-WAN runs and jumps on the back of the REEK behind ANAKIN and PADM.

In the archducal box, NUTE GUNRAY turns angrily to COUNT DOOKU.

NUTE GUNRAY: This isn't how it's supposed to be! Jango, finish her off!

COUNT DOOKU motions for the bounty hunter to stay put. BOBA FETT is enjoying the spectacle.

COUNT DOOKU: (smiling enigmatically) Patience, Viceroy... she will die.

DROIDEKAS roll to the center of the arena where they transform and surround the REEK and contain the JEDI.

EXTERIOR: GEONOSIS, EXECUTION ARENA - DAY

In the archducal box, amid the uproar, MACE WINDU ignites his lightsaber and holds it to JANGO FETT's neck. COUNT DOOKU turns to see MACE WINDU standing behind him. COUNT DOOKU masks his surprise elegantly.

COUNT DOOKU: Master Windu, how pleasant of you to join us. You're just in time for the moment of truth. I would think these two new boys of yours could use a little more training.

MACE WINDU: Sorry to disappoint you, Dooku. This party's over.

MACE WINDU signals, and at strategic places around the arena there are sudden flashes of light as about ONE HUNDRED JEDI switch on their lightsabers. The crowd is suddenly silent. COUNT DOOKU's lips curl in slight amusement.

COUNT DOOKU: (to Mace Windu) Brave, but foolish, my old Jedi friend. You're impossibly outnumbered.

MACE WINDU: I don't think so. The Geonosians aren't warriors. One Jedi has to be worth a hundred Geonosians.

COUNT DOOKU looks around the great theater. His smile grows.

COUNT DOOKU: It wasn't the Geonosians I was thinking about. How well do you think one Jedi will hold up against a thousand Battle Droids?

COUNT DOOKU signals. THOUSANDS OF DROIDS start to pour into all parts of the arena.

JANGO FETT fires his flamethrower at MACE WINDU, igniting MACE's robe. MACE WINDU jumps into the arena. The battle begins. GEONOSIANS fly away everywhere. DROIDS fire at JEDI, who deflect the bolts and cut down the DROIDS. The GEONOSIAN TROOPS fire ray guns that are more difficult for the JEDI to deflect. SEVERAL JEDI run to the center of the arena and throw lightsabers to OBI-WAN and ANAKIN.

The REEK and the NEXU are spooked by the battle. The REEK bucks the riders off its back and stampedes around the arena, trampling DROIDS and JEDI that have moved into its path. PADM picks up a discarded pistol and joins the fight.

Among the crowd, JEDI cut down swaths of GEONOSIANS and DROIDS. On the sand, JEDI fight, attacking DROIDS. OBI-WAN and ANAKIN swing their lightsabers, cutting DROIDS in half. PADM blasts away at DROIDS and GEONOSIANS.

EXTERIOR: GEONOSIS, EXECUTION ARENA - DAY

MACE WINDU runs to the center of the arena and fights back-to-back with OBI-WAN, as they swipe and mangle DROIDS.

Among the tiers, JEDI are slowly being driven back. They have killed heaps of GEONOSIANS and have knocked out piles of DROIDS, but sheer numbers are telling. Individual JEDI are being cut down or blasted. The rest are retreating into the arena.

ANAKIN and PADM are back-to-back, fighting DROIDS and flying GEONOSIANS.

ANAKIN: You call this diplomacy?

PADM: No, I call it aggressive negotiations.

THREEPIO's body with the Battle Droid head enters the arena. The droid is fired upon and knocked back. The Battle Droid head goes flying off THREEPIO's body.

PADM jumps on top of the ORRAY pulling the execution wagon. ANAKIN runs, jumps, and lands in the cart, deflecting laser blasts with his lightsaber. PADM blasts Battle Droids as the two ride through the arena.

The Battle Droid body with THREEPIO's head enters the arena, carrying a blaster rifle.

C-3PO: Where are we? A battle! Oh, no! I'm just a protocol droid. I'm not made for this. I can't do it. I don't want to be destroyed!

Jedi KIT FISTO uses the Force to knock the THREEPIO Battle Droid backward onto the arena floor. A downed Super Battle Droid falls on top of THREEPIO's Battle Droid body, pinning him to the ground.

OBI-WAN and MACE WINDU fight back-to-back, lightsabers flashing. The REEK charges and separates the two. The REEK chases MACE WINDU across the arena. MACE WINDU slashes at the REEK but loses his lightsaber. JANGO FETT, watching from above, rockets down into the arena to battle with MACE WINDU.

MACE WINDU retrieves his lightsaber, and the REEK tosses JANGO FETT away. JANGO FETT ends up under the REEK, avoiding the creature's massive hoofs. Finally, FETT is free and kills the REEK. MACE WINDU fights fiercely with JANGO FETT. Finally, the bounty hunter falls. His helmet goes flying. The bounty hunter's body falls to the ground.

OBI-WAN is attacked by the ACKLAY and finally slays the beast with his lightsaber.

ARTOO finds the Battle Droid with THREEPIO's head attached. He shoots a projectile from his body that attaches a suction device to THREEPIO's head, and pulls the head away from the Battle Droid. ARTOO drags THREEPIO's head across the arena and reattaches it to THREEPIO's body, using an extendable welding arm.

C-3PO: Artoo, what are you doing here? Wait! No! How dare you! You're pulling too hard. Stop dragging me, you lead head. Artoo, be careful! You might burn my circuits. Are you sure my head's on straight?

EXTERIOR: GEONOSIS, EXECUTION ARENA - DAY

MACE WINDU, OBI-WAN, ANAKIN, PADM and an exhausted group of about TWENTY JEDI stand in the center of the arena surrounded by a ring of BATTLE DROIDS. The bloodied sand around them is strewn with the bodies of DEAD GEONOSIANS, SHATTERED DROIDS and JEDI.

KI-ADI-MUNDI and the SURVIVORS from the raiding party are herded into the arena by SUPER BATTLE DROIDS. From the encircling tiers above, THOUSANDS OF BATTLE DROIDS level their weapons menacingly.

In the archducal box, COUNT DOOKU lifts his hand. The DROIDS lower their weapons. The COUNT calls out to the JEDI.

COUNT DOOKU: Master Windu! You have fought gallantly. Worthy of recognition in the history archives of the Jedi Order. Now it is finished. (pauses briefly) Surrender - and your lives will be spared.

MACE WINDU: We will not be hostages for you to barter with, Dooku.

COUNT DOOKU: Then, I'm sorry, old friend. You will have to be destroyed.

The DROIDS raise their weapons. ANAKIN and PADM look to each other. COUNT DOOKU raises his hand to give the order to fire. PADM looks up suddenly.

PADM: Look!

Above, SIX GUNSHIPS are descending fast through the open area in the arena ceiling. They land in a cluster around the handful of JEDI. CLONE TROOPERS spill out and start firing at the DROIDS. There is a hellstorm of laserfire that bounces off the laser shields created by the Gunships. YODA appears at the door of one of the Gunships.

YODA: Circle the Jedi. A perimeter, create, around the survivors.

The SURVIVING JEDI dash to the Gunships and scramble in. MACE WINDU hangs on tight as the Gunship, firing all its weapons, rises out of the arena up and over the topmost rim.

On the arena grounds, ARTOO beeps as THREEPIO tries to sit up.

C-3PO: What happened? I had the most peculiar dream.

In another part of the deserted arena, BOBA FETT finds his father's battered helmet. Kneeling down, he picks it up and lowers his head in sorrow.

EXTERIOR: GEONOSIS, TERRAIN OUTSIDE EXECUTION ARENA - DAY

The massed lines of parked Trade Federation Starships and the DROIDS surrounding the arena, are themselves surrounded by thousands of Republic Starships, disgorging TENS OF THOUSANDS OF CLONE TROOPERS. Beyond, more Republic Starships are landing and spewing out troops.

The Republic Gunships circle towering stalagmites as they head toward the assembly point. WINGED GEONOSIANS fire laser cannons up at the Gunships.

INTERIOR: GEONOSIS, COMMAND CENTER - DAY

DOOKU, POGGLE, NUTE, and RUNE enter a huge command center. In the center of the room there is a large circular viewscreen and, around the perimeter of the room, GEONOSIAN SOLDIERS monitor the CLONE ARMY's advances on large semitransparent maps. In one corner of the room there is a large monitor flashing a variety of images, like schematics to a familiar planet-sized mechanized weapon.

POGGLE: All our communications have been jammed, We are under attack.

NUTE GUNRAY: The Jedi have amassed a huge army.

COUNT DOOKU: Where did they get them? That doesn't seem possible. How did the Jedi come up with an army so quickly?

NUTE GUNRAY: We must send all available droids into battle.

COUNT DOOKU: There are too many. They will soon have us surrounded.

INTERIOR: GUNSHIP NUMBER TWO - DAY

Ground fire and explosions rock the Gunship. PADM, ANAKIN, and OBI-WAN steady

themselves.

OBI-WAN: Hold on!

INTERIOR: GEONOSIS, COMMAND CENTER - DAY

COUNT DOOKU, POGGLE THE LESSER, NUTE GUNRAY, and RUNE HAAKO stand around the viewscreen.

NUTE GUNRAY: This is not going well at all.

POGGLE: Order a retreat. I am sending all my warriors deep into the catacombs to hide.

RUNE HAAKO: We must get the cores of our ships back into space.

COUNT DOOKU: I'm going to Coruscant. My Master will not let the Republic get away with this treachery.

POGGLE crosses to the holographic schematic and downloads it into a cartridge. He gives it to COUNT DOOKU.

POGGLE: The Jedi must not find our designs for the ultimate weapon. If they have any idea of what we are planning to create, we are doomed.

COUNT DOOKU: I will take the designs with me. They will be much safer with my Master.

INTERIOR: GUNSHIP NUMBER ONE - DAY

MACE WINDU stares at the incredible sight.

MACE WINDU: Captain, land at that assembly point ahead.

CLONE CAPTAIN: Yes, sir.

The Gunship lands. MACE WINDU, KI-ADI-MUNDI, and CLONE TROOPERS spill from the Gunship and join the ground battle. The Gunship lifts off with YODA on board.

YODA: Capture Dooku, we must. If escapes he does, he will rally more systems to his cause.

The CLONE TROOPERS open fire with artillery. EXPLOSIONS wreck the parked Battle Starships. CLONE TROOPERS advance, firing at the massed DROIDS. FIGHTER

DROIDS fly overhead, exchanging fire with the Gunships and JEDI fighters.

YODA: More battalions to the left. Encircle them, we must, then divide.

EXTERIOR: BATTLEFIELD, GEONOSIS LANDSCAPE - DAY

Gunship #2 skims the battlefield, firing down, deflecting answering fire from the droids.

INTERIOR: GUNSHIP NUMBER TWO - DAY

OBI-WAN, ANAKIN and PADM watch from the open Gunship.

On the battleground below, CLONE TROOPERS riding speeder bikes advance toward the battlefield. TRADE FEDERATION SPIDER DROIDS fire at the CLONE TROOPERS and Republic Gunships. Lightsaber-wielding JEDI slash through BATTLE DROIDS. The battle rages on.

Gunship #1 flies low toward TECHNO UNION starships.

ANAKIN: Aim right above the fuel cells.

Laser fire pelts the base of the TECHNO UNION ship. Rocked with explosions, it begins to tilt over and the Gunships split up, flying past.

OBI-WAN: Good call. Those Federation starships are taking off. Target them quickly.

One TRADE FEDERATION starship begins to rise from its docking port. Gunship #2 fires on the starship, with no apparent damage.

ANAKIN: They're too big, Master. The ground troops will have to take them out.

INTERIOR: GUNSHIP NUMBER ONE - DAY

The Gunship lands at the Command Center. YODA disembarks.

CLONE COMMANDER: Master Yoda, all forward positions are advancing.

YODA: Very good. Very good.

INTERIOR: GUNSHIP NUMBER TWO - DAY

The Gunship continues to fire on the TRADE FEDERATION starships. The starships continue to lift into the sky.

INTERIOR: COMMAND CENTER - DAY

YODA: Concentrate all your fire on the nearest starship.

CLONE COMMANDER: Yes, sir.

The TRADE FEDERATION starship finally begins to weaken under the constant fire. The starship begins to fall and then explodes in a fireball.

INTERIOR: GUNSHIP NUMBER TWO - DAY

OBI-WAN, ANAKIN and PADM are at the open sides of the Gunship. CLONES fire down at the DROIDS below.

The Gunship slows, circling over a droid gun-emplacement. It blasts it, but suddenly the Gunship is rocked by a near miss. It lurches violently.

OBI-WAN: Look over there. . .

ANAKIN: It's Dooku! Shoot him down!

Through the other side of the Gunship, they see a Geonosian Speeder racing past. In the open cockpit is the unmistakable figure of COUNT DOOKU.

CLONE CAPTAIN: We're out of ordinance, sir.

ANAKIN: Follow him!

PADM: We're going to need some help.

OBI-WAN: No, there's no time. Anakin and I can handle this.

DOOKU signals the two fighters flanking his ship. They veer off left and right, loop around, and come up behind our heroes' Gunship. To avoid the BEAK-WING fire, the Gunship banks up a steep dune but is still hit. The ship lurches on its side, and PADM and a CLONE OFFICER tumble out.

ANAKIN: Padm!!!

ANAKIN stares down in horror as PADM hits the ground below.

ANAKIN: (continuing; to pilot) Put the ship down! Down!

OBI-WAN: Don't let your personal feelings get in the way. (to the pilot) Follow that speeder.

The Gunship continues its pursuit of DOOKU's speeder, followed by the TWO BEAK-WING fighters.

ANAKIN: (to pilot) Lower the ship!

OBI-WAN: Anakin, I can't take DOOKU alone. I need you. If we catch him we can end this war right now. We have a job to do.

ANAKIN: I don't care. (to the pilot) Put the ship down.

OBI-WAN: You'll be expelled from the Jedi Order.

ANAKIN: I can't leave her.

OBI-WAN: Come to your senses. What do you think PADM would do if she were in your position?

ANAKIN: (resigned) She would do her duty.

EXTERIOR: COMMAND CENTER - DAY

YODA stands next to the CLONE COMMANDER. He senses something is wrong with PADM.

YODA: Hmmmm. . .

CLONE COMMANDER: The droid army is in full retreat.

YODA: Well done, Commander. Bring me my ship.

EXTERIOR: GEONOSIS, DUNES - DAY

On the ground, a CLONE TROOPER approaches PADM.

CLONE TROOPER: Are you all right?

PADM: I think so.

CLONE TROOPER: We better get you back to the Forward Command Center.

PADM: No, no. Gather up what troops you can. We've got to get to that hanger. Get a transport. Hurry!

INTERIOR: GUNSHIP NUMBER TWO - DAY

ANAKIN and OBI-WAN watch as COUNT DOOKU's speeder parks outside the tower; the Gunship parks next to it. OBI-WAN and ANAKIN leap down and run inside the tower.

INTERIOR: GEONOSIS, SECRET HANGER TOWER - LATE DAY

COUNT DOOKU throws switches on a control panel. His Interstellar Sail Ship is

parked nearby.

ANAKIN: You're going to pay for all the Jedi you've killed today, Dooku.

OBI-WAN: (to Anakin): We'll take him together - you go in slowly on the...

ANAKIN: No, I'm taking him now!

OBI-WAN: Anakin, no!

ANAKIN charges across the open space at COUNT DOOKU, who smiles faintly, watching him come. ANAKIN raises his lightsaber. At the last moment, COUNT DOOKU thrusts out an arm and unleashes a blast of Force lightning. ANAKIN is hurled across the room, and slammed into the opposite wall. He slumps to the foot of the wall, semi-conscious. COUNT DOOKU moves toward OBI-WAN.

COUNT DOOKU: As you can see, my Jedi powers are far beyond yours.

OBI-WAN: I don't think so.

OBI-WAN lifts his lightsaber. COUNT DOOKU smiles and ignites his lightsaber.

OBI-WAN comes in fast, swinging at COUNT DOOKU's head. DOOKU parries the cut easily. As they fight, it quickly becomes clear that DOOKU is the complete swordsman, elegant, graceful, classical - a master of the old style.

COUNT DOOKU: Master Kenobi, you disappoint me. Yoda holds you in such high esteem.

COUNT DOOKU parries another cut and then thrusts. OBI-WAN steps back quickly, panting for breath.

COUNT DOOKU: Come, come, Master Kenobi. Put me out of my misery.

OBI-WAN takes a deep breath, gets a fresh grip on his lightsaber and comes in again. For a moment, he drives COUNT DOOKU back. Then DOOKU's superior skill begins to tell again, and he forces OBI-WAN to retreat.

COUNT DOOKU increases the tempo of his attack. OBI-WAN is pushed to the limit to defend himself. DOOKU presses. His lightsaber flashes.

OBI-WAN is wounded in the shoulder, then the thigh. He stumbles back against the wall, trips, and falls. His lightsaber goes skittering across the floor.

COUNT DOOKU raises his lightsaber. OBI-WAN looks up at him helplessly. DOOKU's

lightsaber flashes down and CLASHES against - ANAKIN's lightsaber! COUNT DOOKU and ANAKIN stare eyeball to eyeball.

COUNT DOOKU: That's brave of you, boy - but foolish. I would have thought you'd have learned your lesson.

ANAKIN: I'm a slow learner.

And ANAKIN charges at COUNT DOOKU. The force of his attack catches the COUNT slightly off balance. ANAKIN's lightsaber flashes. COUNT DOOKU draws back.

COUNT DOOKU: You have unusual powers, young Padawan. But not enough to save you this time.

ANAKIN: Don't bet on it!

OBI-WAN: Anakin!

OBI-WAN uses the Force to catch his lightsaber and he tosses it to ANAKIN. With TWO LIGHTSABERS, ANAKIN attacks. COUNT DOOKU parries and ripostes. It's no contest. ANAKIN is driven back against the wall. He loses one lightsaber. Finally COUNT DOOKU, in one flashing move, sends ANAKIN's arm, cut off at the elbow, flying, still gripping his lightsaber. ANAKIN drops to the ground in agony. COUNT DOOKU draws himself up to deliver the coup de grace.

Suddenly, through the thick smoke, emerges the heroic figure of YODA. He stops on the smoke-filled threshold.

COUNT DOOKU: Master Yoda.

YODA: Count Dooku.

COUNT DOOKU: You have interfered with our plans for the last time.

COUNT DOOKU levitates machinery, hurling it at the tiny figure of the JEDI MASTER. YODA recovers and deflects the machinery. COUNT DOOKU then causes great boulders in the ceiling above YODA to fall, and again, YODA deflects the boulders which fall around him. YODA deflects Force lightning thrown at him by the enraged COUNT DOOKU.

YODA: Powerful you have become, Dooku. The dark side I sense in you.

COUNT DOOKU: I have become more powerful than any Jedi. Even you, my old

Master.

COUNT DOOKU continues to hurl Force lightning at YODA, who deflects every blast.

YODA: Much to learn you still have.

COUNT DOOKU: It is obvious this contest will not be decided by our knowledge of the Force, but by our skills with a lightsaber.

COUNT DOOKU whirls his lightsaber in a formal salute. YODA draws his lightsaber. Suddenly, COUNT DOOKU charges across the space at YODA. He rains down blows upon the tiny figure. YODA doesn't budge an inch. For the first part of the contest, he parries every cut and thrust that COUNT DOOKU aims. Nothing the great swordsman tries gets through. His energy drains. His strokes become feeble, slower.

YODA attacks! He flies forward. COUNT DOOKU is forced to retreat. Words are insufficient to describe the range and skill of YODA's speed and swordplay. His lightsaber his a humming blur of light. Finally, their blades cross and the fighting slows.

YODA: Fought well you have, my old Padawan.

COUNT DOOKU: The battle is far from over. This is just the beginning.

Then, with all his might, COUNT DOOKU uses the Force to pull on one of the cranes in the hanger. It comes crashing down toward OBI-WAN and ANAKIN. ANAKIN wakes. But in the blink of an eye, ANAKIN and OBI-WAN attempt to hold up the crane, using the Force. YODA closes his eyes and concentrates, adding his strength to the two fallen JEDI and moves the crane aside. COUNT DOOKU runs up the ship's ramp, throwing a look back before going inside.

The sound of the Sail Ship's engines are heard starting up.

COUNT DOOKU'S Sail Ship takes off. OBI-WAN and ANAKIN struggle to the exhausted YODA, but it's too late. The Sail Ship rises into the air and flies away.

EXTERIOR: GEONOSIS, SPACE

COUNT DOOKU pilots his ship through the asteroid field circling Geonosis and into deep space.

INTERIOR: GEONOSIS, SECRET HANGER TOWER - LATE DAY

PADM runs to ANAKIN and throws her arms around him. ANAKIN is barely able to

stand up.

EXTERIOR: CORUSCANT, OLD TOWN - DAWN

COUNT DOOKU's Interstellar Sail Ship glides through a deserted, burned-out part of Coruscant. COUNT DOOKU maneuvers the ship into one of the empty buildings and lands.

INTERIOR: CORUSCANT, SECRET LANDING PLATFORM - DAWN

The ramp lowers. COUNT DOOKU emerges and walks to where the hooded figure of DARTH SIDIOUS stands waiting. COUNT DOOKU bows.

COUNT DOOKU: The Force is with us, Master Sidious.

DARTH SIDIOUS: Welcome home, Lord Tyranus. You have done well.

COUNT DOOKU: I bring you good news, my Lord. The war has begun.

DARTH SIDIOUS: Excellent. (smiling) Everything is going as planned.

EXTERIOR: CORUSCANT, JEDI TEMPLE - SUNSET

The beautiful temple basks in the red glow of the setting sun.

INTERIOR: JEDI TEMPLE, COUNCIL CHAMBER - SUNSET

OBI-WAN: Do you believe what Count Dooku said about Sidious controlling the Senate? It doesn't feel right.

YODA: Becoming unreliable, Dooku has. Joined the dark side. Lies, deceit, creating mistrust are his ways now.

MACE WINDU: Never the less, I feel we should keep a closer eye on the Senate.

YODA: I agree.

MACE WINDU: Where is your apprentice?

OBI-WAN: On his way to Naboo. He is escorting Senator Amidala home. I have to admit, without the clones, it would not have been a victory.

YODA: Victory? Victory, you say?

OBI-WAN turns and looks at the sad little Jedi sitting in the Council Chamber.

YODA: Master Obi-Wan, not victory. The shroud of the dark side has fallen. Begun,

this Clone War has!

EXTERIOR: CORUSCANT, MILITARY STAGING AREA, BALCONY - SUNSET

PALPATINE, BAIL ORGANA and the MAS AMEDDA, stand looking down at the square below.

TENS OF THOUSANDS OF CLONE TROOPS are drawn up in strict formation or move forward in neat files to climb the ramps of the Military Assault Ships.

On the balcony, PALPATINE's expression is deeply sad. Everyone watches somberly as, in the square, loaded Assault Ships take off. Others land immediately in their place. The sky above is thick with transports. CLONE TROOPS march and board the Ships.

The Great Clone War has begun...

EXTERIOR: NABOO LAKE RETREAT, LODGE, GARDEN - LATE DAY

In a rose-covered arbor overlooking the sparkling lake, ANAKIN and PADM stand before a NABOO HOLY MAN.

THREEPIO and ARTOO stand by, watching, as the HOLY MAN blesses the happy couple and, amid gently falling rose petals, ANAKIN and PADM kiss.

DISOLVE TO:

EXTERIOR: GALAXY - SPACE

END CREDITS OVER STARS

THE END

# Episdoe III: Revenge of The Sith

1 EXT. SPACE

A long time ago in a galaxy far, far away.

A vast sea of stars serves as the backdrop for the Main Title, followed by a rollup, which crawls into infinity.

War! The Republic is crumbling under attacks by the ruthless Sith Lord, Count Dooku. There are heroes on both sides. Evil is everywhere.

In a stunning move, the fiendish droid leader, General Grievous, has swept into the Republic capital and kidnapped Chancellor Palpatine, leader of the Galactic Senate.

As the Separatist Droid Army attempts to flee the besieged capital with their valuable hostage, two Jedi Knights lead a desperate mission to rescue the captive Chancellor. .

. .

PAN DOWN to reveal a REPUBLIC ATTACK CRUISER. Continue to PAN with the Cruiser as TWO JEDI STARFIGHTERS enter and head toward an enemy Battle Cruiser. TRUCK with the Jedi Fighters as they maneuver in unison, dodging flack and enemy laser fire. R2-D2 is on Anakin's ship. R4-P17 is on Obi-Wan's ship. A giant space battle is revealed as the tiny Jedi ships continue their assault in a synchronous ballet.

2 INT. OBI-WAN'S STARFIGHTER COCKPIT-SPACE

OBI-WAN bounces through the flack with a frown. His ship rocks violently.

3 INT. ANAKINS STARFIGHTER COCKPIT-SPACE

ANAKIN smiles as he blasts a TRADE FEDERATION DROID DROP FIGHTER.

ANAKIN: There isn't a droid made that can out fly you, Master, and no other way to get to the Chancellor . . .

OBI-WAN: Look out, four droids inbound . . .

#### 4 EXT. CORUSCANT-SPACE BATTLE

The TWO JEDI FIGHTERS swerve in unison as FOUR TRADE FEDERATION DROID DROP FIGHTERS attack. After several clever moves by the Jedi, two of the FEDERATION DROID DROP FIGHTERS collide with each other in a ball of flame.

#### 5 INT. OBI-WAN'S STARFIGHTER COCKPIT-SPACE

OBI-WAN struggles to maintain control of his ship.

OBI-WAN: We've got to split them up.

ANAKIN: Break left, fly through the guns on that tower.

OBI-WAN flies to the left of a huge tower on a REPUBLIC CRUISER. The TWO DROID DROP FIGHTERS follow.

OBI-WAN: Easy for you to say . . . why am I always the bait?

ANAKIN: Don't worry. I'm coming around behind you.

OBI-WAN deftly maneuvers around a large Starship's superstructure, but the TWO DROID FIGHTERS stay on his tail, BLASTING him with intense laser fire.

OBI-WAN: Anakin, they're all over me!

ANAKIN: Dead ahead! Closing . . . lock onto him, Artoo . . .

ARTOO BEEPS his reply as ANAKIN swoops in for the kill. ANAKIN BLASTS one of the DROID DROP FIGHTERS. It EXPLODES.

ANAKIN: (continuing, laughs) We got him, Artoo!

ANAKIN BLASTS away at the second DROID DROP FIGHTER as ARTOO BEEPS an angry warning.

ANAKIN: I copy, Artoo.

OBI-WAN: I'm going down on the deck.

ANAKIN: Good idea ... I need some room to maneuver.

---

OBI-WAN dives toward the surface of one of the larger TRADE FEDERATION BATTLESHIPS and is forced to fly through a maelstrom of laser flack. He skims the surface, followed by the DROID DROP FIGHTER, which is followed by ANAKIN.

ANAKIN: (continuing) Cut right. Do you hear me?! Cut right. Don't let him get a handle on you. Come on, Artoo, lock on! Lock on!

ARTOO BEEPS. The crosshairs merge on the DROID DROP FIGHTER.

OBI-WAN: Hurry up! I don't like this!

OBI-WAN flies through a narrow gap between two towers on a Battleship. The DROID DROP FIGHTER hits one of Obi-Wan's wings with a laser blast, and parts of the ship go flying around Obi-Wan's Astro Droid, ARFOUR.

OBI-WAN: (continuing) Ouch!

R-4 BEEPS a blue streak.

OBI-WAN: (continuing) Don't even try to fix it, Arfour. I've shut it down.

ANAKIN: We're locked on ... we've got him . . .

ANAKIN drops in behind the DROID DROP FIGHTER and blows him apart. ARTOO SQUEALS with delight.

ANAKIN: (continuing) Yeah! We got him . . . good going, Artoo.

OBI-WAN: Next time you're the bait . . . Now let's find the Command Ship and get on with it ...

R-4 BEEPS a blue streak.

ANAKIN: Lock onto them, Artoo. Master, General Grievous's ship is directly ahead.

ARTOO BEEPS a reply, and it reads out in Anakin's cockpit.

ANAKIN: (continuing) The one crawling with vulture droids.

6 INT. OBI-WAN'S STARFIGHTER COCKPIT-SPACE

OBI-WAN: I see it. Oh, this is going to be easy.

Ahead is a TRADE FEDERATION CRUISER with batlike DROID VULTURE FIGHTERS stalking around on the hull. The VULTURE FIGHTERS transform into flight configuration, lift off the CRUISER, and attack the JEDI STARFIGHTERS.

ANAKIN: Come on, Master.

OBI-WAN: Not this time. There's too much at stake. We need help. Odd Ball, do you copy?

ODD BALL: (OS) Copy, Red Leader.

OBI-WAN: Mark my position and form your squad up behind me . . .

7 INT. ODD BALL'S FIGHTER COCKPIT-SPACE

ODD BALL: We're on your tail, General Kenobi. Set S-foils in attack position.

The protective ray shield lowers on the main hangar of the TRADE FEDERATION CRUISER, and six new DROID TRI-FIGHTERS emerge and join the DROID VULTURE FIGHTERS heading toward the Jedi. The JEDI STARFIGHTERS extend the stability foils on the ends of their wings.

8 INT. ANAKIN'S FIGHTER COCKPIT-SPACE

ANAKIN: This is where the fun begins. Ten Vulture Droids straight ahead, coming down the left side.

ARTOO BEEPS a worried message.

OBI-WAN: Add five Tri-fighters on the right . . .

ANAKIN: I'm going head to head. See you.

OBI-WAN: Take it easy, Anakin.

Four Clone Fighters move into formation behind the Jedi.

ODD BALL: I'm on your right, Red Leader.

ANAKIN: Incoming!!

ARTOO SQUEALS as five DROID TRI-FIGHTERS pass by at high speed on the right.

OBI-WAN: Five more on the right!

Four more VULTURE DROID FIGHTERS pass at high speed from the left. All hell breaks loose. OBI-WAN and ANAKIN continue to fly in unison, backing up each other. ARTOO SQUEALS.

ANAKIN: Here we go.

The Jedi ships split up and make a quick loop around the DROID TRI-FIGHTERS, ending up behind them. BLASTING away. The DROID TRI-FIGHTERS EXPLODE.

OBI-WAN: I'm going high and right.

ANAKIN: Hang on. There are four more of them.

OBI-WAN: Stay with me . . . swing back and right . . . help me engage. Back off ... Let them pass between us.

ANAKIN: I'm coming around. I'm coming around on your tail.

OBI-WAN: All right, engage . . . and hurry. These droids are all over me like a rash.

In one incredible move, ANAKIN swings in behind the DROID TRI-FIGHTERS, blowing them away one by one until there is only one left. ARTOO CHIRPS.

ARTOO lets out a HOWL as ANAKIN accelerates past the last DROID TRI-FIGHTER, slams on his brakes, flips the Fighter around, and BLASTS the Fighter from the front. ARTOO BEEPS frantically as they fly through the debris of the destroyed ships. ANAKIN looks behind him.

ANAKIN: How many back there. Artoo? (Artoo beeps) Three . . . (continuing) Four . . . that's not good.

OBI-WAN: Anakin, you have four on your tail.

ANAKIN: I know. I know!

OBI-WAN: Four more closing from your left.

ANAKIN: I know. I know!

OBI-WAN: Break right and go high.

ANAKIN: I'm going low and left.

Obi-Wan shakes his head.

OBI-WAN: (to himself) He still has much to learn.

ANAKIN swoops low and skims across a TRADE FEDERATION BATTLESHIP, dodging flack as ARTOO bounces along, trying to get out a sentence.

ANAKIN: Hang on, Artoo. Obi-Wan, do you copy? I'm going to pull them through the needle . . .

OBI-WAN: Too dangerous. First Jedi rule: "Survive."

ANAKIN: Sorry, no choice. Come down here and thin them out a little.

OBI-WAN drops in behind the DROID VULTURE FIGHTERS chasing Anakin. AR-FOUR BEEPS to OBI-WAN.

OBI-WAN: Just keep me steady . . . hold on ... not yet. . . now break left.

OBI-WAN fires as he swings across the back of the VULTURE DROIDS, BLASTING four of them away. ANAKIN heads for a trench along the surface of one of the Trade Federation Battleships. He flies into the trench, which ends in a conning tower with a small slit between two main struts.

OBI-WAN: (continuing) You'll never get through there, Anakin. It's too tight.

ARTOO BEEPS nervously.

ANAKIN: Easy, Artoo . . . we've done this before.

OBI-WAN: Use the Force, think yourself through, the ship will follow.

ARTOO SQUEALS in a panic. On the view screen Artoo's squeal reads out, "WE'RE NOT GOING TO MAKE IT."

ANAKIN: Wrong thought, Artoo.

ANAKIN slips through the narrow gap. The trailing VULTURE DROID FIGHTERS CRASH.

ANAKIN: (continuing) I'm through.

OBI-WAN continues to fire on the VULTURE DROID FIGHTERS, driving them into the EXPLOSION. A CLONE fighter is hit and explodes, spewing debris. The CLONE PILOT spins off into space. Finally, OBI-WAN peels off and swings around, pulling up alongside ANAKIN. CLONE FIGHT SQUAD SEVEN battles the DROIDS.

ODD BALL: There are too many of them.

CLONE PILOT 2: I'm on your wing. Break left. Break left. They're all over me. Get them off my . . .

ANAKIN: I'm going to go help them out!

OBI-WAN: No, no! They are doing their job so we can do ours. Head for the Command Ship!

Another CLONE fighter is hit, bursts into flames, and spins off into space. A VULTURE DROID FIGHTER raises its head to locate its target and fires missiles at them.

ANAKIN: Missiles! Pull up!

ANAKIN and OBI-WAN break right and left, and the missiles follow them. ANAKIN does a barrel roll spin, causing the missiles following him to collide and EXPLODE. Two missiles continue to chase OBI-WAN. He banks sharply to the right, then to the left, causing one of the missiles to overshoot.

OBI-WAN: They overshoot us . . .

The second missile streaks next to Obi-Wan's Fighter and EXPLODES. Obi-Wan's ship rocks, and R-4, SCREAMS as the Starfighter rips through the explosion. Debris flies all around them.

ANAKIN: They're coming around!

OBI-WAN: All right, Arfour. No, no. Nothing too fancy.

ANAKIN: Surge all power units. Artoo! Stand by the reverse thrusters.

ANAKIN spins his starfighter. The missiles spin and collide.

ANAKIN: We got 'em. Artoo!

Two missiles continue to track Obi-Wan.

OBI-WAN: Flying is for droids.

Suddenly, OBI-WAN shudders, and his ship starts to plummet toward the surface of the Trade Federation Cruiser. The trailing missiles fly into what looks like debris, and detonate. Five silver balls fly out of the debris and attach themselves to the ship. The balls pop open, revealing SMALL BUZZDROIDS that begin to crawl across the surface like spiders.

OBI-WAN: (continuing) I'm hit! Anakin?

ANAKIN: I see them . . . Buzz Droids.

The BUZZ DROIDS crawl across Obi-Wan's ship and start to tear it apart. SPARKS ERUPT where the BUZZ DROIDS break into the wiring. One of the BUZZ DROIDS goes after ARFOUR.

OBI-WAN: Arfour, be careful. You have one . . .

ARFOUR's head gets ripped off and flies away.

OBI-WAN: Oh dear. They're shutting down all the controls.

ANAKIN: Move to the right so I can get a clear shot at them.

OBI-WAN: The mission. Get to the Command Ship. Get the Chancellor! I'm running out of tricks here.

ANAKIN moves into position just off Obi-Wan's left side and angles his ship so his guns are pointing at the DROIDS crawling over Obi-Wan's Starfighter. ANAKIN fires and vaporizes the TWO BUZZ DROIDS, along with the left wing of Obi-Wan's ship.

OBI-WAN: (continuing) In the name of ...

ANAKIN: Steady . . . steady . . .

OBI-WAN: Anakin, hold your fire . . . hold your fire. You're not helping here.

ANAKIN: I agree, bad idea. Swing right . . . ease over . . . steady . . .

OBI-WAN: Wait . . . wait . . . I can't see a thing! My cockpit's fogging. They're all over me, Anakin.

ANAKIN: Move to the right.

OBI-WAN: Hold on, Anakin. You're going to get us both killed! Get out of here. There's nothing more you can do.

ANAKIN: I'm not leaving without you, Master.

ANAKIN moves his ship next to OBI-WAN's and tries to physically knock the BUZZ DROIDS off. There are five left. He manages to get one off, but badly dents OBI-WAN's ship in the process. One of the BUZZ DROIDS tears a piece off of the front of Obi-Wan's ship. Flames burst out, and more smoke billows out, obscuring the Jedi's view.

ANAKIN knocks off three of the BUZZ DROIDS and the fourth crawls out onto Anakin's ship and starts attacking ARTOO. ARTOO fights the BUZZ DROID.

OBI-WAN: Blast it ... I can't see . . . my controls are gone.

ANAKIN: Get 'em, Artoo. Watch out!

OBI-WAN: Artoo, hit the buzz droid's center eye.

ARTOO extends an arm and aims a stream of electricity at the swerving BUZZ DROID. The BUZZ DROID is hit squarely in the eye and falls off the ship.

ANAKIN: Yeah, you got him!

OBI-WAN: Great, Artoo.

ANAKIN: Stay on my wing . . . the General's Command Ship is dead ahead. Easy . . . pull up ... Head for the hangar.

OBI-WAN: Have you noticed the shields are still up?

ANAKIN: Oh?!? Sorry, Master.

ANAKIN streaks ahead of OBI-WAN's disintegrating Jedi Fighter and blasts the shield generator. It SPARKS and EXPLODES.

OBI-WAN: Oh, I have a bad feeling about this.

## 9 INT. MAIN HANGAR-TRADE FEDERATION CRUISER

The shield door drops away, and OBI-WAN crashes on the deck of the hangar bay, engulfed in a FANTAIL OF SPARKS. A set of blast doors starts SLAMMING shut across the hangar opening, as material is sucked into space.

ANAKIN maneuvers around the oncoming junk and flies into the hangar just as the blast doors SLAM shut. OBI-WAN ignites his light saber and cuts his way out of the cockpit. He jumps clear just as his ship EXPLODES. BATTLE DROIDS rush at him from all directions.

ANAKIN jumps out of his ship and cuts his way through the BATTLE DROIDS to where OBI-WAN is fighting. ARTOO pops out of the ship and follows ANAKIN.

OBI-WAN: Artoo, locate the Chancellor.

ANAKIN: Tap into the ship's computers.

They cut down the last of the droids and follow ARTOO over to a computer wall socket. The two JEDI fight off FOUR MORE DROIDS as ARTOO tries to find the

Chancellor. Finally, a HOLOGRAM of the Trade Federation ship appears.

OBI-WAN: The Chancellor's signal is coming from right there. The observation platform at the top of that spire.

ANAKIN: I sense Count Dooku . . .

OBI-WAN: I sense a trap.

ANAKIN: Next move?

OBI-WAN: Spring the trap.

The JEDI start to leave; ARTOO follows. The JEDI stop and turn to ARTOO.

ANAKIN: Artoo, go back. I need you to stay with the ship.

OBI-WAN: Here, take this, and wait for orders.

OBI-WAN tosses the comlink to ARTOO.

#### 10 INT. BRIDGE-TRADE FEDERATION CRUISER

GENERAL GRIEVOUS enters the bridge of the TRADE FEDERATION cruiser followed by his TWO BODYGUARDS. He walks to the front of the bridge and stands in front of the NEIMOIDIAN CAPTAIN.

GENERAL GRIEVOUS: What's the situation, Captain?

CAPTAIN: TWO Jedi have landed in the main hangar bay.

GENERAL GRIEVOUS: Just as Count Dooku predicted.

#### 11 INT. HANGAR-TRADE FEDERATION CRUISER

ANAKIN and OBI-WAN head for the elevator. A door opens in the hallway and two of GENERAL GRIEVOUS's BODYGUARDS confront the JEDI.

BODYGUARD I: General Kenobi, Anakin Skywalker. We've been waiting for you.

OBI-WAN: We are here to relieve you of Chancellor Palpatine, not join him.

As a dozen more droids join the group, the JEDI ignite their lightsabers and stand back-to-back.

OBI-WAN: Anakin. . .

ANAKIN: Ready.

ANAKIN and OBI-WAN use their lightsabers and cut a large circle in the floor.

12 INT. GENERATOR ROOM-TRADE FEDERATION CRUISER

The TWO JEDI cut their way down several floors into a large generator room. Huge EXPLOSIONS outside the ship have caused several large pipes overhead to break, and fluid is spewing everywhere. The Jedi get up and turn off their light sabers. ANAKIN dips his hand into the fluid and sniffs it.

OBI-WAN: . . . fuel. The slightest charge from our sabers will send this ship into oblivion. That's why they've stopped shooting.

ANAKIN: Well then, we're safe for the time being.

OBI-WAN: Your idea of safe is not the same as mine.

They run, EXPLOSIONS rattle the ship, and pipes continue to burst around them, spilling more fuel into the hallway. At the far end, SIX SUPER BATTLE DROIDS drop into the fuel. The SOUNDS OF SHIELD DOORS CLOSING AND LOCKING ECHO throughout the hallway. They pass several large power generators, which are topped with SPARKING excess power dischargers.

ANAKIN: They're sealing this section off.

OBI-WAN: Six droids coming our way!

The last of the DOORS CAN BE HEARD CLOSING in the distance.

ANAKIN: Keep moving. There must be vents . . . This way.

They move along a wall. ANAKIN climbs up the side to a small vent. The fuel gets closer to the SPARKING dischargers.

OBI-WAN: We'll never get through that. It's too small!

They move toward a second vent. OBI-WAN is swimming in the fuel as it reaches to within a couple yards of the ceiling. ANAKIN feels along the ceiling and finds another smaller vent. He closes his eyes and tries to sense an opening, then he moves on. OBI-WAN is forced into hand-to-hand combat with one of the SUPER BATTLE DROIDS. It pulls the Jedi under the fuel. Just before he is about to drown, OBI-WAN disables the SUPER BATTLE DROID by pushing him into an exhaust pipe.

The fuel is up to the Jedi's chins. ANAKIN finds a very, very small metal grate, then pounds on it until the tiny grate breaks loose.

ANAKIN: I found our escape vent.

OBI-WAN: Anakin, this is no time for jokes. We're in serious trouble here.

ANAKIN: Only in your mind. My Master. Look, no structure. . . .

ANAKIN grabs the side of the tiny hole and gives it a big yank, ripping a large panel loose revealing a "man-sized" work shaft. They scramble through it as the DROIDS swim closer.

#### 13 INT. VENT SHAFT-TRADE FEDERATION CRUISER

The TWO JEDI pull themselves through the narrow vent shaft until they reach a small hatch in the side of the tube.

ANAKIN: Here's a way out.

As the SUPER BATTLE DROIDS reach the opening in the ceiling and the fuel gets to within a few feet of the power generator sparks, the JEDI work the keyboard on the pressure lock, opening the latch.

#### 14 INT. SMALL PASSAGEWAY-TRADE FEDERATION CRUISER

The TWO JEDI climb into a small passageway and slam the hatch shut. They make their way through the ever-shrinking shaft until they reach the end.

#### 15 INT. HALLWAY-TRADE FEDERATION CRUISER

A hatch opens in one of the main hallways of the Trade Federation Cruiser, and the JEDI squeeze out, SLAMMING the hatch. Behind them, ANAKIN seals the hatch with his laser sword.

OBI-WAN: That won't hold when the fuel hits those power dischargers.

ANAKIN: The blast will break the hull. This side's pressurized.

OBI-WAN: You still have much to learn, Anakin.

#### 16 INT. VENT SHAFT-TRADE FEDERATION CRUISER

The SUPER BATTLE DROIDS climb up the vent shaft. SUPER BATTLE DROID R77 and SEVERAL OTHER DROIDS wait in the generator room as the fuel continues

to rise toward the power discharger.

SUPER BATTLE DROID R77: I have a bad feeling about this.

17 INT. GENERATOR ROOM-TRADE FEDERATION CRUISER

The fuel hits the SPARKING power discharger, and there is a HUGE EXPLOSION.

18 EXT. TRADE FEDERATION CRUISER-BATTLE

A GREAT EXPLOSION and a flaming gas cloud spray out of the side of the Federation Cruiser.

19 INT. HALLWAY-TRADE FEDERATION CRUISER

A large bulge appears in the wall around the sealed hatch as the EXPLOSION hits. OBI-WAN jumps back, then stands amazed.

OBI-WAN: All right, you win. I have much to learn. Let's go!

ANAKIN grins at OBI-WAN, and they run down the hallway.

20 INT. WIDE HALLWAY-TRADE FEDERATION CRUISER

The two JEDI wait for an elevator to arrive. They turn around and see they are face to face with THREE DESTROYER DROIDS. The DROIDS start blasting away. Anakin deflects the bolts. OBI-WAN frantically pushes the elevator button several more times.

ANAKIN: Destroyers!!

Finally the door opens, and they rush inside under a hail of laser bolts. The elevator door slides shut. The JEDI turn to see BATTLE DROIDS standing behind them.

BATTLE DROID: Drop your weapons! I said drop 'em.

The JEDI activate their light sabers and destroy all the BATTLE DROIDS.

21 INT HANGAR-TRADE FEDERATION CRUISER

R2-D2 notices two SUPER BATTLE DROIDS entering the hangar. He moves and hides behind a Jedi Starfighter.

22 INT. ELEVATOR-TRADE FEDERATION CRUISER

The elevator begins to move and screeches to a stop.

OBI-WAN: Did you press the stop button?

ANAKIN: No, did you?

OBI-WAN: No!

ANAKIN: Well, there's more than one way out of here.

ANAKIN ignites his laser sword.

OBI-WAN: We don't want to get out, we want to get moving. Artoo . . . Artoo. Do you copy? Activate elevator . . . (looks at control panel) . . . 31174 . . .

ANAKIN cuts a hole in the elevator ceiling.

23 INT MAIN HANGAR-TRADE FEDERATION CRUISER

TWO SUPER BATTLE DROIDS are inspecting the Jedi starfighters. They overhear Obi-Wan's voice over the comlink and are distracted.

SUPER BATTLE DROID 1: What's that?

SUPER BATTLE DROID 2: Get back to work. It's nothing.

24 INT. ELEVATOR-TRADE FEDERATION CRUISER

OBI-WAN: Artoo?

ANAKIN climbs through the hole in the ceiling of the elevator.

OBI-WAN: (continuing) Always on the move.

OBI-WAN continues to talk on the comlink. Artoo quietly beeps a reply.

25 INT MAIN HANGAR-TRADE FEDERATION CRUISER

ARTOO tries to muffle the comlink as the TWO SUPER BATTLE DROIDS try to figure out where the voices are coming from. ARTOO extends an arm and plugs into a computer interface.

OBI-WAN: (OS) Artoo, switch on the comlink. Artoo, do you hear me? Artoo, we gave you a job to do! Artoo.

26 INT. ELEVATOR SHAFT-TRADE FEDERATION CRUISER

Suddenly, the elevator plummets down the shaft. ANAKIN quickly jumps and grabs onto the hallway entry door. He watches as the elevator recedes down the shaft and disappears. ANAKIN struggles to keep his grip on the closed door as SPARKING

---

wires rain down on him.

27 INT. ELEVATOR-TRADE FEDERATION CRUISER

The elevator starts to descend rapidly.

OBI-WAN: Stop, stop! Artoo, we need to be going up.

28 INT. ELEVATOR SHAFT-TRADE FEDERATION CRUISER

Anakin struggles to hang on to the narrow edge of the elevator shaft. The door to the elevator shaft is pried open, and TWO BATTLE DROIDS appear in the doorway and look down at ANAKIN. They point their guns at him.

DROID 1: Hands up, Jedi! Don't move.

DROID 2: Roger, roger.

29 INT. MAIN HANGAR-TRADE FEDERATION CRUISER

The TWO SUPER BATTLE DROIDS overhear OBI-WAN's comlink messages to ARTOO.

SUPER BATTLE DROID 1: There it is again.

OBI-WAN: (OS) Artoo, do you copy? Artoo, do you hear me? Artoo, we need to be going up, not down.

30 INT. ELEVATOR-TRADE FEDERATION CRUISER

The elevator races down as OBI-WAN holds on.

OBI-WAN: Stop. Artoo! We need to go up! Stop, stop!

The elevator stops with a jolt. OBI-WAN falls to the floor.

31 INT. MAIN HANGAR-TRADE FEDERATION CRUISER

The TWO SUPER BATTLE DROIDS see ARTOO and walk toward the little droid.

SUPER BATTLE DROID 1: Hey you!

ARTOO plugs into the interface again and the elevator shoots up.

32 INT. ELEVATOR-TRADE FEDERATION CRUISER

OBI-WAN stands up after having fallen in the elevator.

OBI-WAN: Now, that's better . . .

33 INT. MAIN HANGAR-TRADE FEDERATION CRUISER

ARTOO is held up by TWO SUPER BATTLE DROIDS, who chuckle as the little Astro Droid curses and swings at them.

SUPER BATTLE DROID 1: You stupid little astro droid!

34 INT. ELEVATOR SHAFT-TRADE FEDERATION CRUISER

ANAKIN looks down and sees the elevator heading toward him at a high rate of speed. He looks at the BATTLE DROIDS leaning over him with their guns pointed at him. He calculates for a moment, then gives himself a push and flips himself up into the elevator shaft.

Before ANAKIN can arc into a descent down the shaft, the elevator races up through the shaft, cutting the DROIDS in two. ANAKIN lands on the elevator and quickly drops back through the hole in the ceiling. OBI-WAN is startled and ignites his lightsaber.

OBI-WAN: Oh, it's you . . .

35 INT. MAIN HANGAR-TRADE FEDERATION CRUISER

ARTOO activates his oil hose and sprays the SUPER BATTLE DROIDS. The SUPER BATTLE DROIDS slip on the oil.

36 INT. ELEVATOR SHAFT-TRADE FEDERATION CRUISER

ANAKIN: What was that all about?

OBI-WAN: Well, Artoo has been . . .

ANAKIN: No loose wire jokes . . . He's doing the best he can.

OBI-WAN: Did I say anything?

ANAKIN: He's trying!

OBI-WAN: I didn't say anything!

37 INT. MAIN HANGAR-TRADE FEDERATION CRUISER

ARTOO ignites his arm rockets and shoots out of their grip, spraying them both with oil and setting them on fire. The SUPER BATTLE DROIDS slip and slide until they

fall, smoldering. ARTOO rolls away.

38 INT. GENERAL'S QUARTER'S-TRADE FEDERATION CRUISER

The elevator door opens and the TWO JEDI carefully make their way into the main room of the General's Quarters. At the far end sits SUPREME CHANCELLOR PALPATINE. ANAKIN and OBI-WAN move toward the CHANCELLOR. As they get closer to PALPATINE, they see a very distressed look on the Chancellor's face.

OBI-WAN: (bows) Chancellor.

ANAKIN: Are you all right?

PALPATINE: (quietly) Count Dooku.

PALPATINE makes a small gesture with his hand. OBI-WAN and ANAKIN turn around. The elevator DOORS CAN BE HEARD OPENING AND CLOSING as COUNT DOOKU strides into the room. He is above the Jedi, standing on a balcony, with two SUPER BATTLE DROIDS. The Jedi turn to see him. He looks down on the Jedi.

OBI-WAN: (quietly to Anakin) This time we will do it together.

ANAKIN: I was about to say that.

COUNT DOOKU jumps down to the main level.

PALPATINE: Get help! You're no match for him. He's a Sith Lord.

OBI-WAN: Chancellor Palpatine, Sith Lords are our specialty.

OBI-WAN and ANAKIN throw off their cloaks and ignite their lightsabers.

COUNT DOOKU: Your swords, please, Master Jedi. We don't want to make a mess of things in front of the Chancellor.

OBI-WAN and ANAKIN move toward DOOKU.

OBI-WAN: You won't get away this time, Dooku.

OBI-WAN and ANAKIN charge COUNT DOOKU. A great sword fight ensues.

COUNT DOOKU: I've been looking forward to this.

ANAKIN: My powers have doubled since the last time we met, Count.

COUNT DOOKU: Good. Twice the pride, double the fall.

DOOKU lunges at the JEDI and they fall back . . .

COUNT DOOKU: (continuing) Your moves are clumsy, Kenobi . . . too predictable. You'll have to do better.

As the battle proceeds, OBI-WAN and COUNT DOOKU are tired. ANAKIN is stronger as he becomes angry. ANAKIN continues to drive the attack on DOOKU. COUNT DOOKU throws OBI-WAN back using the Force. ANAKIN and COUNT DOOKU move up the stairs. As they reach the upper landing of the General's Quarters, ANAKIN leaps over COUNT DOOKU. OBI-WAN reaches the top of the stairs, destroying TWO SUPER BATTLE DROIDS. COUNT DOOKU holds OBI-WAN in the air using the Force as he turns and kicks ANAKIN out of frame. OBI-WAN is choking. ANAKIN hits the archway. DOOKU sends OBI-WAN flying. The Jedi tumbles to the lower level unconscious. COUNT DOOKU spins around again and, using the Force, causes a section of the balcony to drop onto OBI-WAN. ANAKIN spins and kicks COUNT DOOKU, sending him over the balcony. ANAKIN Jumps, following him down to the main floor. COUNT DOOKU and ANAKIN continue the fight.

COUNT DOOKU: (continuing) I sense great fear in you, Skywalker. You have hate, you have anger, but you dont use them.

Anakin regains his composure and attacks COUNT DOOKU as the Dark Lord continues his spin to meet him head on. Their fighting becomes even more intense. Anakin attacks COUNT DOOKU with a new ferociousness.

39 INT. GENERAL'S QUARTERS-TRADE FEDERATION CRUISER

Anakin and Dooku continue their fight. It is intense! Finally, in one last energized charge, ANAKIN cuts off COUNT DOOKU's hands. The Jedi catches the lightsaber as it drops from the severed Sith Lord's hand. COUNT DOOKU stumbles to the floor as ANAKIN puts the two lightsabers to his neck. PALPATINE is grinning as he watches COUNT DOOKU's defeat.

PALPATINE: Good, Anakin, good. I knew you could do it. Kill him. Kill him now!

ANAKIN: I shouldn't . . .

PALPATINE: Do it!!

ANAKIN cuts off COUNT DOOKU's head. A huge EXPLOSION somewhere deep in

the ship rattles everything.

ANAKIN: ... I couldn't stop myself.

PALPATINE: You did well, Anakin. He was too dangerous to be kept alive.

ANAKIN drops COUNT DOOKU's lightsaber, moving to PALPATINE.

ANAKIN: Yes, but he was an unarmed prisoner.

ANAKIN raises his hands toward PALPATINE, who is strapped in the Admiral's Chair. The Chancellor's restraints pop loose.

ANAKIN: (continuing) I shouldn't have done that, Chancellor. It's not the Jedi way.

PALPATINE stands up, rubbing his wrists.

PALPATINE: It is only natural. He cut off your arm, and you wanted revenge. It wasn't the first time, Anakin. Remember what you told me about your mother and the Sand People. Now, we must leave before more security droids arrive.

The ship begins to list to one side. ANAKIN rushes over to OBI-WAN, lifts the control console from on top of him, and pulls him free. He kneels down and checks out his unconscious friend. PALPATINE heads for the elevators.

PALPATINE: (continuing) Anakin, there is no time. We must get off the ship before it's too late.

ANAKIN: He seems to be all right. No broken bones, breathing's all right.

PALPATINE: Leave him, or we'll never make it.

ANAKIN: His fate will be the same as ours.

ANAKIN picks up OBI-WAN, slings him over his shoulder, and heads for the elevators.

40 INT. BRIDGE-TRADE FEDERATION CRUISER

GENERAL GRIEVOUS: Prepare for attack.

PILOT: All batteries fire! Fire!

41 INT. BATTLESTATIONS-REPUBLIC CRUISER

Clone gunners fire on the Trade Federation cruiser and take fire in return. Gun emplacements are destroyed. Clone troopers go flying.

## 42 INT. ELEVATOR LOBBY-GENERAL'S QUARTERS-TRADE FEDERATION CRUISER

ANAKIN carries OBI-WAN to the elevator doors and hits the button. PALPATINE joins him.

ANAKIN: The elevator's not working, (into his comlink) Artoo . . .

ARTOO BEEPS a response to ANAKIN.

ANAKIN: (continuing) . . . Activate Elevator 3224.

Suddenly the ship shifts to its side as the elevator doors open. PALPATINE is thrown to the ground. ANAKIN jumps to the door frame of the elevator. ANAKIN looks into the elevator shaft.

ANAKIN: (continuing) Artoo ... do you copy? Artoo, come in!

## 43 INT. BRIDGE-TRADE FEDERATION CRUISER

Windows are blown out, droids and equipment are sucked into space.

PILOT: Reverse stabilizers.

## 44 INT. MAIN HANGAR-TRADE FEDERATION CRUISER

As the ship rolls, spacecraft and equipment CRASH from one side of the ship to the other. Several objects break through the metal blast doors, causing objects to be sucked into space. ARTOO starts to slide toward one of the small holes.

## 45 INT. ELEVATOR LOBBY-GENERAL'S QUARTERS-TRADE FEDERATION CRUISER

As the elevator shaft rotates, it has become a long hallway. ANAKIN clings to the doorframe with OBI-WAN on his shoulder, as the Chancellor struggles to join him.

## 46 INT. MAIN HANGAR-TRADE FEDERATION CRUISER

ARTOO continues to skid and slide toward open space. He swerves around boxes and wrecked fighters. One of the BATTLE DROIDS stumbles and is consumed by the electronic shield in a zap. ARTOO BEEPS a reply as he dodges the laser blasts of the BATTLE DROIDS. One bolt hits very near him, and he SCREAMS in terror.

## 47 INT. BRIDGE-TRADE FEDERATION CRUISER

PILOT: Magnetize! Magnetize!

48 INT. MAIN HANGAR-TRADE FEDERATION CRUISER

ARTOO is about to be overtaken by a starfighter sliding behind him. He falls into a heap of broken battle droid parts and the fighter bounces over him.

49 EXT. SPACE-CORUSCANT

The TRADE FEDERATION CRUISER heads straight down toward the planet.

50 INT. ELEVATOR LOBBY-GENERAL'S QUARTERS-TRADE FEDERATION CRUISER

ANAKIN jumps into the horizontal elevator shaft with OBI-WAN still on his shoulder.

ANAKIN: We can't wait. Come on, we have to be fast.

PALPATINE climbs into the elevator shaft also. They start running. The ship begins to roll again, and the Jedi and the Chancellor are forced to jump from one side of the elevator to the other.

51 INT. BRIDGE-TRADE FEDERATION CRUISER

GENERAL GRIEVOUS: Fire the emergency booster engines.

PILOT: Leveling out, sir.

52 INT. ELEVATOR SHAFT ON SIDE-TRADE FEDERATION CRUISER

ANAKIN still carrying OBI-WAN on his back, and PALPATINE run down the elevator shaft as it starts to move upright. ANAKIN cuts a control box on one of the doors, but before the doors can open, the ship moves to an angle, causing ANAKIN and PALPATINE to start sliding down the shaft. ANAKIN grabs some wires in the control box with one hand. PALPATINE grabs onto the Jedi's leg. As the ship rights itself, they are left hanging in the bottomless elevator shaft.

53 INT. ELEVATOR SHAFT, VERTICAL-TRADE FEDERATION CRUISER

ANAKIN, OBI-WAN, and PALPATINE hang precariously on the side of the bottomless elevator shaft. OBI-WAN regains consciousness and tries to look around.

ANAKIN: Easy. . . . We're in a bit of a situation.

OBI-WAN: Did I miss something?

OBI-WAN looks down and sees PALPATINE and the bottomless pit. They hear ARTOO BEEPING on Obi-Wan's comlink. The ship begins to roll, causing the vertical shaft to move into a forty-five-degree angle. They hear the elevator brakes release and look up to see the elevator heading toward them.

ANAKINN: Hold on.

OBI-WAN: What is that?

OBI-WAN and ANAKIN look up to watch the elevator approach them at high speed, then OBI-WAN turns to ANAKIN.

OBI-WAN: (continuing) Oops.

ANAKIN: Artoo, Artoo, shut down the elevator!

OBI-WAN: Too late! Jump!

They fall about three hundred feet before the tilt of the ship catches up with them, and they hit the side of the shaft and slide at great speed just ahead of the elevator. The shaft continues to rotate until it is completely horizontal. ANAKIN and OBI-WAN take out and throw grappling hooks. The hooks catch and they continue to fall. All the doors in the elevator shaft open up, and the group swings through the open door into a hallway. The elevator roars by.

54 INT. ELEVATOR LOBBY-TRADE FEDERATION CRUISER

ANAKIN, OBI-WAN, and PALPATINE fly through the elevator door and land.

OBI-WAN: Let's see if we can find something in the hangar bay that's still flyable. Come on.

ANAKIN: Artoo, get down here. Artoo, do you copy?

55 INT. MAIN HANGAR-TRADE FEDERATION CRUISER

As the Federation Cruiser continues to rotate, ARTOO SQUEALS and pokes a periscope out of a pile of broken BATTLE DROID PARTS. He looks around then rockets up out of the debris.

56 INT. HALLWAY TO HANGAR BAY-TRADE FEDERATION CRUISER

OBI-WAN and ANAKIN lead PALPATINE down a hallway toward the hangar bay.

57 INT. DOORWAY TO HANGAR BAY-TRADE FEDERATION CRUISER

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It is extremely windy as bits and pieces are continually sucked into space. The hangar bay doors are closed, but great stresses are being exerted as the ship twists, re-entering the atmosphere of Coruscant. They stop in a doorway leading into the hangar bay.

OBI-WAN: None of those ships will get us anywhere.

ANAKIN: I agree.

PALPATINE: What are we going to do?

ANAKIN: I don't know.

OBI-WAN: Don't look at me. I don't know.

ANAKIN and PALPATINE both look to OBI-WAN. He shrugs his shoulders. Anakin's Fighter has been sucked out of the hangar bay and is totaled. Suddenly, the ship turns on its side.

ANAKIN: Here, Chancellor, lock this around your waist, and hold on.

OBI-WAN: We'll head toward the bridge and see if we can find an escape pod.

ANAKIN hands PALPATINE the end of a cable that is attached to his utility belt. PALPATINE attaches it around his waist. ANAKIN and OBI-WAN throw their utility cables to some pipes in the ceiling and swing to a second set of pipes.

#### 58 INT. MAIN HANGAR-TRADE FEDERATION CRUISER

OBI-WAN grabs onto the pipes that run along what was the ceiling and is now the wall. As he moves out into the hangar, TWO SUPER BATTLE DROIDS start firing at him. The Jedi ignites his lightsaber and deflects the bolts back at the DROIDS, blowing them up. ANAKIN and PALPATINE follow OBI-WAN along the pipes running along the ceiling of the hangar. PALPATINE struggles against the escaping air of the pressurized hangar. PALPATINE loses his grip as a pipe breaks, causing a rush of steam, but ANAKIN manages to maintain his grasp on the pipe as the CHANCELLOR dangles on the other end of the utility cable. They are surrounded by SPARKS and EXPLOSIONS as the ship twists and tries to break apart. ANAKIN moves out of the steam and struggles to pull PALPATINE back to safety. ANAKIN is almost pulled loose in the buffeting winds. The ceiling behind them buckles, causing pipes to break, creating geysers of steam. Some bits of pipe go hurling into the blast doors and out into space. They make it through a hangar doorway and close it behind them.

#### 59 INT. HANGAR DOORWAY-TRADE FEDERATION CRUISER

OBI-WAN, ANAKIN and PALPATINE are out of breath.

ANAKIN/OBI-WAN: Well, that was close.

They laugh.

60 INT. BRIDGE-TRADE FEDERATION CRUISER

BODYGUARD: General, we found the Jedi. They're in hallway 328.

GENERAL GRIEVOUS: Activate ray shields.

61 INT. HALLWAY-TRADE FEDERATION CRUISER

They run down the hallway. Suddenly, ray shields drop around them, putting them in an electronic box in the middle of the hallway.

ANAKIN: Ray shields!

OBI-WAN takes a deep breath to express his total disappointment.

OBI-WAN: Wait a minute, how'd this happen! We're smarter than this.

ANAKIN: Apparently not, Master. This is the oldest trap in the book . . . Well ... I was distracted.

OBI-WAN: Oh, so all of a sudden it's my fault.

ANAKIN: You're the Master. I'm just a hero.

OBI-WAN: I'm open to suggestions here.

PALPATINE: Why don't we let them take us to General Grievous. Perhaps with Count Dooku's demise, we can negotiate our release.

The Jedi look at each other in disbelief.

ANAKIN: I say . . . patience.

OBI-WAN: Patience! That's your plan, is it?

ANAKIN: Yes, Artoo will be along in a few moments and he'll release the ray shields . . .

ARTOO comes skidding across the hallway and bashes into the opposite wall. He takes a moment to compose himself.

ANAKIN: (continuing) See! No problem.

Suddenly several doorways open, revealing TWO DESTROYER DROIDS. SIXTEEN SUPER BATTLE DROIDS emerge from behind the DESTROYER DROIDS. ARTOO turns and zaps one of the SUPER BATTLE DROIDS who then kicks ARTOO over.

SUPER BATTLE DROID: Don't move, dummy. Ouch! Zap this.

OBI-WAN: Do you have a plan B?

62 EXT. BRIDGE-TRADE FEDERATION CRUISER

OBI-WAN, ANAKIN PALPATINE, and ARTOO are captured by GENERAL GRIEVOUS. They stand before the ALIEN DROID GENERAL.

GENERAL GRIEVOUS: Oh yes. General Kenobi, the Negotiator. We've been waiting for you. That wasn't much of a rescue.

A BATTLE DROID walks to GENERAL GRIEVOUS and hands him the JEDI'S lightsabers.

OBI-WAN: That depends upon your point of view. Hah!

GENERAL GRIEVOUS: And Anakin Skywalker ... I was expecting someone with your reputation to be a little older.

ANAKIN: General Grievous . . . Supreme Commander of the Droid Armies. You're shorter than I expected.

GENERAL GRIEVOUS: Ahhhh, Jedi scum . . .

OBI-WAN: Anakin, try not to upset him. We have a job to do.

GENERAL GRIEVOUS: Your lightsabers will make a fine addition to my collection.

OBI-WAN: Not this time. And this time you won't escape.

ANAKIN: Artoo.

ARTOO creates a distraction by extending all his arms, shooting out electrical pulses, and bouncing around. OBI-WAN, hands restrained with electrobonds, spins around, reaches out and, using the Force, yanks his lightsaber out of the General's hand, ignites it, and cuts his bonds. He continues to spin around and cuts Anakin free.

GENERAL GRIEVOUS: Crush them! Make them suffer!

ANAKIN uses the Force to yank his lightsaber out of the General's hand.

The DROIDS that surround them begin to FIRE. OBI-WAN and ANAKIN jump into the line of fire. The bridge degenerates into chaos. OBI-WAN and ANAKIN are locked in a pitched battle between electro staffs and laser swords with GENERAL GRIEVOUS's TWO BODYGUARDS.

CHANCELLOR PALPATINE is taken away by two BATTLE DROIDS. GENERAL GRIEVOUS walks around the bridge directing the BATTLE DROIDS.

GENERAL GRIEVOUS: Stay and watch your stations.

OBI-WAN fights one of General Grievous's BODYGUARDS. The BODYGUARD carries an electrified staff about five feet long. When the laser sword hits it, electrical bolts fly everywhere and surround the laser sword. OBI-WAN is unable to cut the staff. The Jedi gets whacked pretty good a couple of times and is knocked halfway across the bridge. OBI-WAN pulls himself together and attacks again, cutting off the DROID BODYGUARD'S head. The DROID BODYGUARD keeps attacking. ANAKIN struggles to defend himself against the other manic DROID BODYGUARD. He cuts the DROID BODYGUARD in half. TWO BATTLE DROIDS try to take the CHANCELLOR away. ANAKIN follows them down the hallway and cuts them down, rescuing the Chancellor. OBI-WAN finishes off the headless BODYGUARD. It crumbles to the floor in pieces. ALARMS SOUND as the giant spacecraft begins to list and fall out of orbit. A PILOT yells at GENERAL GRIEVOUS.

PILOT: Sir, we are falling out of orbit. All aft control cells are dead.

GENERAL GRIEVOUS: Stay on course . . . Don't bother with them. Keep the ship in orbit.

OBI-WAN and ANAKIN destroy the remaining DROIDS. GENERAL GRIEVOUS retrieves one of the BODYGUARD'S staffs and faces OBI-WAN. ANAKIN leaps over a console and lands behind GENERAL GRIEVOUS.

GENERAL GRIEVOUS: You lose, General Kenobi.

One of the PILOTS stands next to the General.

PILOT: The ship is breaking up!

GENERAL GRIEVOUS: We've run out of time.

OBI-WAN tries to get at GENERAL GRIEVOUS. ANAKIN runs at the General from

the opposing side. GENERAL GRIEVOUS turns and throws his electrified staff at the window. It breaks, causing chaos as everything that is not nailed down is sucked into space. GENERAL GRIEVOUS is the first one sucked out into space. He fires a cable from his arm that attaches to the ship. He swings in and lands firmly on the side of the ship. OBI-WAN, ANAKIN, and PALPATINE hold on for dear life. A blast shield closes around where the window used to be.

63 INT. BRIDGE-TRADE FEDERATION CRUISER

OBI-WAN continues to fight the BATTLE DROIDS. The DROIDS have backed him into a corner. OBI-WAN hides behind a control panel as the DROIDS blast away at him. He jumps up and over the DROIDS, cutting most of them down before he lands. He destroys the DROIDS and joins ANAKIN. ANAKIN and OBI-WAN cut through the rest of the DROIDS as if they were made of butter. PALPATINE stands in shock as he watches the carnage. Droid parts are firing everywhere. OBI-WAN and ANAKIN stand back to back and cut down the last of the DROIDS just as there is a huge shudder, followed by more alarms. SPARKS begin to fly outside the windows.

PALPATINE: The hull is burning up!

64 EXT. HULL-TRADE FEDERATION CRUISER-SPACE

GENERAL GRIEVOUS detaches his cable and crawls along the exterior hull of the Federation Cruiser, using his magnetized hands and feet. He reaches a row of escape pods and enters an airlock.

65 INT. POD BAY-TRADE FEDERATION CRUISER-SPACE

GENERAL GRIEVOUS enters the escape pod bay through the hatch. The Droid General goes to a control panel and opens an escape pod.

GENERAL GRIEVOUS: Time to abandon ship.

GENERAL GRIEVOUS pulls a row of switches, and one by one the escape pods are jettisoned.

66 INT. ESCAPE POD-SPACE

He gets in one, the hatch closes, and the escape pod blasts away from the damaged Cruiser.

67 INT. BRIDGE-TRADE FEDERATION CRUISER

OBI-WAN and ANAKIN go over to the navigator's chair.

ANAKIN: All the escape pods have been launched.

OBI-WAN: Grievous. Can you fly a cruiser like this?

ANAKIN: You mean, do I know how to land what's left of this thing?

ANAKIN sits in the pilot's chair and sees on a screen the back half of the ship break away. There is a great jolt, and the ship tilts forward.

OBI-WAN: Well?

ANAKIN: Under the circumstances, I'd say the ability to pilot this thing is irrelevant. Strap yourselves in.

OBI-WAN and PALPATINE strap themselves into chairs. ANAKIN struggles with the controls of the ship. The ship starts to glow, and pieces break off. ARTOO moves in on Palpatine's controls and assists in flying the cruiser.

OBI-WAN: Steady . . . Attitude . . . eighteen degrees.

ARTOO beeps.

ANAKIN: Pressure rising. We've got to slow this wreck down. Open all hatches, extend all flaps, and drag fins.

OBI-WAN: Temp steady. Hatches open, flaps extended, drag fins . . .

A large part of the ship breaks away.

ANAKIN: We lost something.

OBI-WAN: Not to worry, we're still flying half the ship.

ANAKIN: Now we're really picking up speed . . . I'm going to shift a few degrees and see if I can slow us down.

OBI-WAN: Careful . . . we're heating up-twelve thousand . . . thirteen thousand . . .

ANAKIN: What's our speed?

OBI-WAN: Eight plus sixty-fourty. Eight plus sixty-twenty. Eight plus sixty. Temp ten thousand, nine thousand . . . we're in the atmosphere . . .

ANAKIN points to one of the controls. ARTOO beeps madly.

ANAKIN: Grab that . . . Keep us level.

OBI-WAN: Steady. Steady.

ANAKIN: Easy, Artoo. Hang on, this may get a little rough. We lost our heat shields.

OBI-WAN: Five thousand. Three thousand . . . two thousand. Fireships on the left and the right.

FIRESHIP PILOT: We'll take you in.

OBI-WAN: Copy that. Landing strip's straight ahead.

ANAKIN: We're coming in too hot.

OBI-WAN: Easy-easy.

The ship leaves a contrail as it streaks across the Coruscant skyline. PALPATINE and OBI-WAN hold on for dear life as the ship shakes and rattles toward an industrial landing platform.

#### 68 EXT. CORUSCANT-INDUSTRIAL LANDING PLATFORM-AFTERNOON

A large landing platform in the industrial part of the city is surrounded by Emergency Fire Speeders. The smoking ship approaches as five Fireships spray it with foam. The ship finally makes a rather hard landing.

OBI-WAN: Another happy landing.

#### 69 EXT. CORUSCANT-SENATE OFFICE BUILDING-LANDING PLATFORM-LATE AFTERNOON

The small Jedi Shuttle carrying PALPATINE and the JEDI arrives at the landing platform. There are a DOZEN SENATORS, including BAIL ORGANA, JAR JAR BINKS, and C-3PO, waiting for them. PALPATINE, R2-D2, and ANAKIN get out. OBI-WAN and MACE stay in the doorway of the Jedi Shuttle.

ANAKIN: (to Obi-Wan) Are you coming, Master?

OBI-WAN: Oh no. I'm not brave enough for politics. I have to report to the Council. Besides, someone needs to be the poster boy.

ANAKIN: Hold on, this whole operation was your idea. You planned it. You led the rescue operation. You have to be the one to take the bows this time.

OBI-WAN: Sorry, old friend. Let us not forget that you rescued me from the Buzz Droids. And you killed Count Dooku. And you rescued the Chancellor, carrying me unconscious on your back, and you managed to land that bucket of bolts safely . . .

ANAKIN: All because of your training, Master. You deserve all those speeches of your greatness.

OBI-WAN: . . . the endless speeches . . . Anakin, let's be fair. Today, you are the hero and you deserve your glorious day with the politicians.

ANAKIN: All right. But you owe me . . . and not for saving your skin for the tenth time . . .

OBI-WAN: Ninth time . . . that business on Cato Nemoidia doesn't count. I'll see you at the briefing.

ANAKIN smiles and walks away from OBI-WAN. The CHANCELLOR and his entourage approach MACE.

MACE WINDU: Chancellor Palpatine, what a welcome sight! Are you all right?

PALPATINE: Yes, thanks to your two Jedi Knights. They killed Count Dooku, but General Grievous has escaped once again.

MACE WINDU: General Grievous will run and hide as he always does. He is a coward.

PALPATINE: That maybe true, but with Count Dooku dead, he is the leader of the Droid Army, and I assure you, the Senate will vote to continue the war as long as Grievous is alive.

MACE WINDU: Then the Jedi Council will make finding Grievous our highest priority.

BAIL, ANAKIN, and the crowd walk away from the platform toward the Senate Building Grand Hallway.

BAIL ORGANA: Skywalker, the Republic cannot praise you enough.

ANAKIN and BAIL ORGANA, walking in the hallway.

ANAKIN: Thank you, Senator Organa. The kidnapping was a bold move by the Separatists, but it was a mistake that Obi-Wan and I were able to take advantage of.

ARTOO and THREEPIO follow behind the crowd.

C-3PO: It couldn't possibly be as bad as all that.

ARTOO beeps.

C-3PO: (continuing) Well, there, I agree with you. In fact, I could do with a tune-up myself.

70 INT. CORUSCANT-SENATE OFFICE BUILDING-MAIN HALLWAY-LATE AFTERNOON

ANAKIN is at the back of the crowd of SENATORS, talking with BAIL ORGANA. R2-D2 and C-3PO scoot along ahead of them.

BAIL ORGANA: The end of Count Dooku will surely bring an end to this war, and an end to the Chancellor's draconian security measures.

ANAKIN: I wish that were so, but the fighting is going to continue until General Grievous is spare parts . . . The Chancellor is very clear about that.

Behind a row of large columns, a SHADOWY FIGURE follows the JEDI and the SENATOR. ANAKIN senses the figure.

BAIL ORGANA: I'll do everything I can with the Senate.

ANAKIN: Excuse me.

BAIL ORGANA: Certainly.

ANAKIN stops, and BAIL goes off after PALPATINE and the others. ANAKIN goes behind one of the giant columns to meet up with the SHADOWY FIGURE, who is revealed to be SENATOR PADME AMDALA. They embrace and kiss.

PADME: Oh, Anakin! Thank goodness, you're back.

ANAKIN: I missed you, Padme. I've missed you so.

PADME: There were whispers . . . that you'd been killed. I've been living with unbearable dread.

ANAKIN: I'm back, I'm all right. It feels like we've been apart for a lifetime. And it might have been ... If the Chancellor hadn't been kidnapped. I don't think they would have ever brought us back from the Outer Rim sieges.

ANAKIN starts to give her another kiss. She steps back.

PADME: Wait, not here . . .

He grabs her again.

ANAKIN: Yes, here! I'm tired of all this deception. I don't care if they know we're married.

PADME: Anakin, don't say things like that. You're important to the Republic ... to ending this war. I love you more than anything, but I won't let you give up your life as a Jedi for me . . .

ANAKIN: I've given my life to the Jedi order, but I'd only give up my life, for you.

PADME: (playfully) I wouldn't like that. I wouldn't like that one bit. Patience, my handsome Jedi . . . Come to me later.

ANAKIN embraces her, then looks at her.

ANAKIN: Are you all right? You're trembling. What's going on?

PADME: I'm just excited to see you.

ANAKIN: That's not it. I sense more . . . what is it?

PADME: Nothing . . . nothing . . .

ANAKIN: You're frightened. (a little angry) Tell me what's going on!

PADME begins to cry.

PADME: You've been gone five months . . . it's been very hard for me. I've never felt so alone. There's . . .

ANAKIN: . . . Is there someone else?

PADME: (peevd, angry) No! Why do you think that? Your jealousy upsets me so much, Anakin. I do nothing to betray you, yet you still don't trust me. Nothing has changed.

ANAKIN: (sheepish) I'm afraid of losing you, Padme . . . that's all.

PADME: I will never stop loving you, Anakin. My only fear is losing you.

ANAKIN: It's just that I've never seen you like this . . .

PADME: Something wonderful has happened.

They look at each other for a long moment.

PADME: (continuing) I'm . . . Annie, I'm pregnant.

ANAKIN is stunned. He thinks through all of the ramifications of this. He takes her in his arms.

ANAKIN: That's . . . that's wonderful.

PADME: What are we going to do?

ANAKIN: We're not going to worry about anything right now, all right? This is a happy moment. The happiest moment of my life.

#### 71 EXT. UTAPAU-LANDING PLATFORM-DAY

A small NEIMOIDIAN SHUTTLE lands. BATTLE DROIDS surround the ramp as GENERAL GRIEVOUS descends onto the platform. SUPER BATTLE DROID G21 approaches.

SUPER BATTLE DROID G21: The planet is secure, sir. The population is under control.

GENERAL GRIEVOUS: Good. Where is the Separatist Council?

SUPER BATTLE DROID G21: This way, sir ...

GENERAL GRIEVOUS takes the elevator to an upper level. He enters a conference room and presses a series of buttons on the table, and bows.

#### 72 INT. UTAPAU-CONFERENCE ROOM-GRAND CHAMBER-DAY

A hologram of Darth Sidious appears.

GENERAL GRIEVOUS: Yes, Lord Sidious.

DARTH SIDIOUS: General Grievous, I suggest you move the Separatist leaders to Mustafar.

GENERAL GRIEVOUS: It will be done, My Lord.

DARTH SIDIOUS: The end of the war is near, General, and I promise you, victory is assured.

The hologram of Sidious talks to GRIEVOUS about the death of Count Dooku.

GENERAL GRIEVOUS: But the loss of Count Dooku?

DARTH SIDIOUS: His death was a necessary loss, which will ensure our victory. Soon I will have a new apprentice . . . one far younger and more powerful than Lord Tyranus.

73 INT. CORUSCANT-PADME'S APARTMENT-TWILIGHT

PADME stands in the balcony brushing her hair. ANAKIN leans against the wall, watching her lovingly.

ANAKIN: . . . every second I was thinking of you. Protecting the endless, nameless Outer Rim settlements became a torture . . . the battles were easy, the longing became unbearable . . . I've never been so happy as I am at this moment.

PADME: Annie, I want to have our baby back home on Naboo. We could go to the lake country where no one would know . . . where we would be safe. I could go early-and fix up the baby's room. I know the perfect spot, right by the gardens.

ANAKIN: You are so beautiful!

PADME: It's only because I'm so in love . . .

ANAKIN: No, it's because I'm so in love with you.

PADME: So love has blinded you?

ANAKIN: Well, that's not exactly what I meant . . .

PADME: But it's probably true!

They laugh.

ANAKIN: I haven't laughed in so long . . .

PADME: Neither have I.

74 INT. POLIS MASSA-MEDICAL CENTER-DREAM

The view is strangely distorted and disorienting. PADME is on a table in an alien medical chamber. She is giving birth and is screaming.

PADME: Anakin, help me! Help, Anakin! Anakin, I love you. I love you.

She screams and dies.

75 INT. CORUSCANT-PADME'S APARTMENT-BEDROOM-NIGHT

ANAKIN awakens in a panic. He is covered in sweat. He looks over in the bed and sees PADME sound asleep next to him. ANAKIN gets out from under the sheets and sits on the side of the bed. He is breathing heavily. He puts his head in his hands and weeps. He regains his composure and leaves the room down a set of stairs. PADME awakens, realizes Anakin is gone.

PADME: Anakin??

She gets out of bed and goes downstairs to look for him.

76 EXT. CORUSCANT-PADME'S APARTMENT-VERANDA-NIGHT

ANAKIN walks down a flight of stairs onto a large veranda. The vast city planet of Coruscant, smoldering from the battle, is spread out before him. He is distraught. PADME descends the stairs and joins ANAKIN on the veranda. She takes his hand. He doesn't look at her.

PADME: What's bothering you?

ANAKIN: Nothing . . .

ANAKIN touches the japor snippet around PADME'S neck, that Anakin gave her when he was a small boy.

ANAKIN: (continuing) I remember when I gave this to you.

PADME: Anakin, how long is it going to take for us to be honest with each other?

ANAKIN: It was a dream.

PADME: Bad?

ANAKIN: Like the ones I used to have about my mother just before she died.

PADME: And?

ANAKIN: It was about you.

They look at each other. A moment of concern passes between them.

PADME: Tell me.

ANAKIN: It was only a dream.

PADME gives him a long, worried look. ANAKIN takes a deep breath.

ANAKIN: (continuing) You die in childbirth . . .

PADME: And the baby?

ANAKIN: I don't know.

PADME: It was only a dream.

ANAKIN takes PADME in his arms.

ANAKIN: . . . I won't let this one become real, Padme.

They embrace, then part.

PADME: Anakin, this baby will change our lives. I doubt the Queen will continue to allow me to serve in the Senate, and if the Council discovers you are the father, you will be expelled from the Jedi Order.

ANAKIN: I know .

PADME: Anakin, do you think Obi-Wan might be able to help us?

ANAKIN: (suspicious) Have you told him anything?

PADME: No, but he's your mentor, your best friend . . . he must suspect something.

ANAKIN: He's been a father to me, but he's still on the Council. Don't tell him anything!

PADME: I won't, Anakin.

ANAKIN: I don't need his help . . . Our baby is a blessing, not a problem.

77 INT. CORUSCANT-JEDI TEMPLE-YODAS QUARTERS-DAY

YODA and ANAKIN sit in Yoda 's room, deep in thought.

YODA: Premonitions . . . premonitions . . . HmMMM . . . these visions you have . . .

ANAKIN: They are of pain, suffering, death . . .

YODA: Yourself you speak of, or someone you know?

ANAKIN: Someone . . .

YODA: . . . close to you?

ANAKIN: Yes.

YODA: Careful you must be when sensing the future, Anakin. The fear of loss is a path to the dark side.

ANAKIN: I won't let these visions come true, Master Yoda.

YODA: Death is a natural part of life. Rejoice for those around you who transform into the Force. Mourn them, do not. Miss them, do not. Attachment leads to jealousy. The shadow of greed, that is.

ANAKIN: What must I do, Master Yoda?

YODA: Train yourself to let go of everything you fear to lose.

78 INT. CORUSCANT-JEDI TEMPLE-HALLWAY-DAY

ANAKIN hurries down a temple hallway, heading toward a Jedi Briefing Room. SEVERAL JEDI are exiting.

79 INT. CORUSCANT-JEDI TEMPLE-BRIEFING ROOM-DAY

ANAKIN rushes into the Briefing Room. By the time he reaches the Chamber, the last of the Jedi are leaving. Only OBI-WAN remains at the front of the lecture hall. He is shutting off some holograms and electronic charts and maps.

OBI-WAN: You missed the report on the Outer Rim sieges.

ANAKIN: I'm sorry, I was held up. I have no excuse.

OBI-WAN: In short, they are going very well. Saleucami has fallen, and Master Vos has moved his troops to Boz Pity.

ANAKIN: What's wrong then?

OBI-WAN: The Senate is expected to vote more executive powers to the Chancellor today.

ANAKIN: Well, that can only mean less deliberating and more action. Is that bad? It will make it easier for us to end this war.

OBI-WAN: Anakin, be careful of your friend Palpatine.

ANAKIN: Be careful of what?

OBI-WAN: He has requested your presence.

ANAKIN: What for?

OBI-WAN: He would not say.

ANAKIN: He didn't inform the Jedi Council? That's unusual, isn't it?

OBI-WAN: All of this is unusual, and it's making me feel uneasy. You're probably aware that relations between the Council and the Chancellor are stressed.

ANAKIN: I know the Council has grown wary of the Chancellor's power, mine also for that matter. Aren't we all working together to save the Republic? Why all this distrust?

OBI-WAN: The Force grows dark, Anakin, and we are all affected by it. Be wary of your feelings.

80 INT. CORUSCANT-CHANCELLOR'S OFFICE-DAY

ANAKIN stands with PALPATINE at his window overlooking the vastness of Coruscant. Several buildings have been destroyed. A brown haze hangs over the landscape.

PALPATINE: Anakin, this afternoon the Senate is going to call on me to take direct control of the Jedi Council.

ANAKIN: The Jedi will no longer report to the Senate?

PALPATINE: They will report to me . . . personally. The Senate is too unfocused to conduct a war. This will bring a quick end to things.

ANAKIN: I agree, but the Jedi Council may not see it that way.

PALPATINE: There are times when we must all endure adjustments to the constitution in the name of security.

ANAKIN: With all due respect, sir, the Council is in no mood for more constitutional amendments.

PALPATINE: Thank you, my friend, but in this case I have no choice . . . this war must be won.

ANAKIN: Everyone will agree on that.

PALPATINE: Anakin, I've known you since you were a small boy. I have advised you over the years when I could ... I am very proud of your accomplishments. You have won many battles the Jedi Council thought were lost . . . and you saved my life. I

hope you trust me, Anakin.

ANAKIN: Of course.

PALPATINE: I need your help, son.

ANAKIN: What do you mean?

PALPATINE: I fear the Jedi. The Council keeps pushing for more control. They're shrouded in secrecy and obsessed with maintaining their autonomy . . . ideals. I find simply incomprehensible in a democracy.

ANAKIN: I can assure you that the Jedi are dedicated to the values of the Republic, sir.

PALPATINE: Nevertheless, their actions will speak more loudly than their words. I'm depending on you.

ANAKIN: For what? I don't understand.

PALPATINE: To be the eyes, ears, and voice of the Republic . . .

ANAKIN thinks about this.

PALPATINE: (continuing) Anakin . . . I'm appointing you to be my personal representative on the Jedi Council.

ANAKIN: Me? A Master? I am overwhelmed, sir, but the Council elects its own members. They will never accept this.

PALPATINE: I think they will . . . they need you more than you know.

81 INT. CORUSCANT-BAIL ORGANA'S OFFICE-DAY

PADME, BAIL ORGANA, and SENATORS MON MOTHMA, FANG ZAR, TERR TANEEL, and GIDDEAN DANU sit in Senator Organa's office.

BAIL ORGANA: Now that he has control of the Jedi Council, the Chancellor has appointed Governors to oversee all star systems in the Republic.

FANG ZAR: When did this happen?

BAIL ORGANA: The decree was posted this morning.

PADME: Do you think he will dismantle the Senate?

MON MOTHMA: Why bother? As a practical matter, the Senate no longer exists.

GIDDEAN DANU: The constitution is in shreds. Amendment after amendment . . . executive directives, sometimes a dozen in one day.

BAIL ORGANA: We can't let a thousand years of democracy disappear without a fight.

EVERYONE looks at each other, a little worried at the implications of what was just said.

TERR TANEEL: What are you suggesting?

BAIL ORGANA: I apologize. I didn't mean to sound like a Separatist.

MON MOTHMA: We are not Separatists trying to leave the Republic. We are loyalists, trying to preserve democracy in the Republic.

BAIL ORGANA: It has become increasingly clear to many of us that the Chancellor has become an enemy of democracy.

PADME: I can't believe it has come to this! Chancellor Palpatine is one of my oldest advisors. He served as my Ambassador when I was Queen.

GIDDEAN DANU: Senator, I fear you underestimate the amount of corruption that has taken hold in the Senate.

MON MOTHMA: The Chancellor has played the Senators well. They know where the power lies, and they will do whatever it takes to share in it. Palpatine has become a dictator and we have helped him to do it.

BAIL ORGANA: We can't sit around debating any longer, we have decided to do what we can to stop it. Senator Mon Mothma and I are putting together an organization . . .

PADME: Say no more. Senator Organa. I understand. At this point, it's better to leave some things unsaid.

BAIL ORGANA: Yes. I agree and we must not discuss this with anyone, without everyone in this group agreeing.

MON MOTHMA: That means those closest to you . . . even family ... no one can be told.

They ALL nod their heads. PADME considers this for a moment.

PADME: Agreed.

82 INT. CORUSCANT-JEDI TEMPLE-HALLWAY OUTSIDE COUNCIL CHAMBERS-DAY

ANAKIN stands pensively in front of the Jedi Council Chambers. The door opens.

83 INT. CORUSCANT-JEDI TEMPLE-COUNCIL CHAMBERS-DAY

ANAKIN enters and stands in the middle of the room. He is surrounded by the Jedi Council MACE WINDU, EETH KOTH OBI-WAN, YODA, the HOLOGRAMS of PLO KOON and KI-ADI-MUNDI.

MACE: Anakin Skywalker, we have approved your appointment to the Council as the Chancellor's personal representative.

ANAKIN: I will do my best to uphold the principles of the Jedi Order.

YODA: Allow this appointment lightly, the Council does not. Disturbing is this move by Chancellor Palpatine.

ANAKIN: I understand.

MACE: You are on this Council, but we do not grant you the rank of Master.

Anakin reacts with anger.

ANAKIN: What? ! How can you do this?? This is outrageous, it's unfair . . . I'm more powerful than any of you. How can you be on the Council and not be a Master?

MACE: Take a seat, young Skywalker.

ANAKIN: Forgive me, Master.

ANAKIN goes and sits in one of the empty chairs. Everyone is embarrassed. KI-ADI-MUNDI WHO APPEARS AS A HOLOGRAM, speaks.

KI-ADI-MUNDI: We have surveyed all systems in the Republic, and have found no sign of General Grievous.

YODA: Hiding in the Outer Rim, Grievous is. The outlying systems, you must sweep.

OBI-WAN: It may take some time . . . we do not have many ships to spare.

MACE: We cannot take ships from the front line.

OBI-WAN: And yet, it would be fatal for us to allow the droid armies to regroup.

YODA: Master Kenobi, our spies contact, you must, and then wait.

KI-ADI-MUNDI: What about the droid attack on the Wookiees?

MACE: It is critical we send an attack group there, immediately!

OBI-WAN: He's right, that is a system we cannot afford to lose. It's the main navigation route for the southwestern quadrant.

ANAKIN: I know that system well. It would take us little time to drive the droids off that planet.

MACE: Skywalker, your assignment is here with the Chancellor, and Kenobi must find General Grievous.

YODA: Go, I will. Good relations with the Wookiees, I have.

MACE: It is settled then. Yoda will take a battalion of clones to reinforce the Wookiees on Kashyyyk. May the Force be with us all.

ANAKIN is disappointed.

84 INT. CORUSCANT-JEDI TEMPLE-MASSIVE MAIN HALLWAY AND ALCOVE-LATE AFTERNOON

ANAKIN and OBI-WAN walk through one of the massive Jedi Temple hallways. ANAKIN is furious.

ANAKIN: What kind of nonsense is this, put me on the Council and not make me a Master!?? That's never been done in the history of the Jedi. It's insulting!

OBI-WAN: Calm down, Anakin. You have been given a great honor. To be on the Council at your age . . . It's never happened before. Listen to me, Anakin. The fact of the matter is you're too close to the Chancellor. The Council doesn't like it when he interferes in Jedi affairs.

ANAKIN: I swear to you, I didn't ask to be put on the Council . . .

OBI-WAN: But it's what you wanted! Your friendship with Chancellor Palpatine seems to have paid off.

ANAKIN: That has nothing to do with this.

OBI-WAN: Anakin, regardless of how it happened, you find yourself in a delicate situation.

ANAKIN: You mean divided loyalties.

OBI-WAN: I warned you there was tension between the Council and the Chancellor. I was very clear. Why didn't you listen? You walked right into it.

ANAKIN: The Council is upset I'm the youngest to ever serve.

OBI-WAN: No, it is not. Anakin, I worry when you speak of jealousy and pride. Those are not Jedi thoughts. They're dangerous, dark thoughts.

ANAKIN: Master, you of all people should have confidence in my abilities. I know where my loyalties lie.

OBI-WAN: I hope so . . .

ANAKIN: I sense there's more to this talk than you're saying.

OBI-WAN: Anakin, the only reason the Council has approved your appointment is because the Chancellor trusts you.

ANAKIN: And?

OBI-WAN: Anakin, look, I am on your side. I didn't want to see you put in this situation.

ANAKIN: What situation?

OBI-WAN: (takes a deep breath) The Council wants you to report on all of the Chancellor's dealings. They want to know what he's up to.

ANAKIN: They want me to spy on the Chancellor? That's treason!

OBI-WAN: We are at war, Anakin. The Jedi Council is sworn to uphold the principles of the Republic, even if the Chancellor does not.

ANAKIN: Why didn't the Council give me this assignment when we were in session?

OBI-WAN: This assignment is not to be on record. The Council asked me to approach you on this personally.

ANAKIN: The Chancellor is not a bad man, Obi-Wan. He befriended me. He's watched

out for me ever since I arrived here.

OBI-WAN: That is why you must help us, Anakin. Our allegiance is to the Senate, not to its leader who has managed to stay in office long after his term has expired.

ANAKIN: Master, the Senate demanded that he stay longer.

OBI-WAN: Yes, but use your feelings, Anakin. Something is out of place.

ANAKIN: You're asking me to do something against the Jedi Code. Against the Republic. Against a mentor . . . and a friend. That's what's out of place here. Why are you asking this of me?

OBI-WAN: The Council is asking you.

85 EXT. CORUSCANT-CLONE LANDING PLATFORM-DAY

A JEDI GUNSHIP heads for the huge Clone landing platform.

86 INT. CORUSCANT-JEDI GUNSHIP-DAY

YODA, MACE, and OBI-WAN ride in the GUNSHIP as it heads for the Clone landing platform. Mace and Obi-Wan are sitting.

OBI-WAN : Anakin did not take to his assignment with much enthusiasm.

YODA: Too much under the sway of the Chancellor, he is. Much anger there is in him. Too much pride in his powers.

MACE: It's very dangerous, putting them together. I don't think the boy can handle it. I don't trust him.

OBI-WAN: He'll be all right. I trust him with my life.

MACE:I wish I did.

OBI-WAN: With all due respect, Master, is he not the Chosen One? Is he not to destroy the Sith and bring balance to the Force?

MACE: So the prophecy says.

YODA: A prophecy . . . that misread could have been.

OBI-WAN: He will not let me down. He never has.

YODA: I hope right you are. And now destroy the Droid armies on Kashyyyk, I will.

May the Force be with you.

The GUNSHIP lands and the ramp lowers. YODA exits the GUNSHIP. MACE and OBI-WAN stand and give him a brief bow then take off in the GUNSHIP.

87 EXT. CORUSCANT-PADME'S APARTMENT-VERANDA-SUNSET

Padme's Speeder pulls up to the landing platform. CAPTAIN TYPHO escorts PADME onto the veranda, where TWO HANDMAIDENS (ELLE and MOTEE) are waiting. PADME turns to CAPTAIN TYPHO.

PADME: Thank you, Captain.

CAPTAIN TYPHO: Rest well. My Lady.

CAPTAIN TYPHO gets back into the Speeder, and it disappears into the cityscape. The HANDMAIDENS, Motee and Elle, approach PADME as the SHADOW OF A FIGURE moves in the background. C-3PO is standing nearby.

PADME: I'll be up in a while.

MOTEE: Yes, my lady.

C-3PO stands, confused, as the HANDMAIDENS turn and exit.

C-3PO: Is there anything I might do for you, my lady?

PADME: Yes, make sure all the security droids are working. Thank you, Threepio.

The golden droid turns and exits.

PADME stands and watches the sunset. The SHADOWY FIGURE moves toward her. She senses something.

ANAKIN: Beautiful, isn't it?

PADME jumps and turns around.

PADME: You startled me.

He sits next to her on the bench.

ANAKIN: How are you feeling?

PADME: He keeps kicking.

ANAKIN: He?! Why do you think it's a boy?

PADME: (laughs) My motherly intuition.

She puts his hand on her belly.

ANAKIN: Whoa! With a kick that strong, it's got to be a girl.

They laugh.

PADME: I heard about your appointment. Anakin. I'm so proud of you.

ANAKIN: I may be on the Council, but . . . they refused to accept me as a Jedi Master.

PADME: Patience. In time, they will recognize your skills.

ANAKIN: They still treat me as if I were a Padawan learner. . . they fear my power, that's the problem.

PADME: Anakin . . .

ANAKIN: Sometimes, I wonder what's happening to the Jedi Order . . . I think this war is destroying the principles of the Republic.

PADME: Have you ever considered that we may be on the wrong side?

ANAKIN: (suspicious) What do you mean?

PADME: What if the democracy we thought we were serving no longer exists, and the Republic has become the very evil we have been fighting to destroy?

ANAKIN: I don't believe that. And you're sounding like a Separatist!

PADME: Anakin, this war represents a failure to listen . . . Now, you're closer to the Chancellor than anyone. Please, please ask him to stop the fighting and let diplomacy resume.

ANAKIN: (growing angry) Don't ask me to do that, Padme. Make a motion in the Senate, where that kind of a request belongs. I'm not your errand boy. I'm not anyone's errand boy!

PADME: What is it?

ANAKIN: Nothing.

PADME: Don't do this . . . don't shut me out. Let me help you.

ANAKIN: You can't help me . . . I'm trying to help you.

They look in each other's eyes.

ANAKIN: (continuing) I sense . . . there are things you are not telling me.

PADME is startled at this.

PADME: I sense there are things you are not telling me.

PADME smiles. ANAKIN is a little embarrassed.

PADME: (continuing) Hold me . . . like you did by the lake on Naboo, so long ago . . . when there was nothing but our love ... No politics, no plotting ... no war.

88 INT. CORUSCANT-GALAXIES OPERA HOUSE-NIGHT

ANAKIN lands his speeder and exits. ANAKIN runs up the stairs at the Galaxies Opera House. ANAKIN runs through the hallway and enters Palpatine's box, where the CHANCELLOR is sitting with Mas Amedda and Sly-Moore, watching the Man Calamari Ballet doing "Squid Lake."

ANAKIN: You wanted to see me, Chancellor.

PALPATINE: Yes, Anakin! Come closer. I have good news. Our Clone Intelligence Units have discovered the location of General Grievous. He is hiding in the Utapau system.

ANAKIN: At last, we'll be able to capture that monster and end this war.

PALPATINE: I would worry about the collective wisdom of the Council if they didn't select you for this assignment. You are the best choice by far but, they can't always be trusted to do the right thing.

ANAKIN: They try.

PALPATINE: Sit down, (to his aides) Leave us.

ANAKIN sits next to PALPATINE. The Chancellor leans over to him.

PALPATINE: (continuing) Anakin, you know I'm not able to rely on the Jedi Council. If they haven't included you in their plot, they soon will.

ANAKIN: I'm not sure I understand.

PALPATINE: You must sense what I have come to suspect . . . the Jedi Council want

control of the Republic . . . they're planning to betray me.

ANAKIN: I don't think . . .

PALPATINE: Anakin, search your feelings. You know, don't you?

ANAKIN: I know they don't trust you . . .

PALPATINE: Or the Senate . . . or the Republic . . . or democracy for that matter.

ANAKIN: I have to admit my trust in them has been shaken.

PALPATINE: Why? They asked you to do something that made you feel dishonest, didn't they?

ANAKIN doesn't say anything. He simply looks down.

PALPATINE: (continuing) They asked you to spy on me, didn't they?

ANAKIN: I don't know ... I don't know what to say.

PALPATINE: Remember back to your early teachings. Anakin. "All those who gain power are afraid to lose it." Even the Jedi.

ANAKIN: The Jedi use their power for good.

PALPATINE: Good is a point of view, Anakin. And the Jedi point of view is not the only valid one. The Dark Lords of the Sith believe in security and justice also, yet they are considered by the Jedi to be. . .

ANAKIN: . . . evil.

PALPATINE: . . . from a Jedi's point of view. The Sith and the Jedi are similar in almost every way, including their quest for greater power. The difference between the two is the Sith are not afraid of the dark side of the Force. That is why they are more powerful.

ANAKIN: The Sith rely on their passion for their strength. They think inward, only about themselves.

PALPATINE: And the Jedi don't?

ANAKIN: The Jedi are selfless . . . they only care about others.

PALPATINE smiles.

PALPATINE: Or so you've been trained to believe. Why is it, then, that they have asked you to do something you feel is wrong?

ANAKIN: I'm not sure it's wrong.

PALPATINE: Have they asked you to betray the Jedi code? The Constitution? A friendship? Your own values? Think. Consider their motives. Keep your mind clear of assumptions. The fear of losing power is a weakness of both the Jedi and the Sith.

ANAKIN is deep in thought.

PALPATINE: (continuing) Did you ever hear the tragedy of Darth Plagueis "the wise"?

ANAKIN: No.

PALPATINE: I thought not. It's not a story the Jedi would tell you. It's a Sith legend. Darth Plagueis was a Dark Lord of the Sith, so powerful and so wise he could use the Force to influence the midi-chlorians to create life ... He had such a knowledge of the dark side that he could even keep the ones he cared about from dying.

ANAKIN: He could actually save people from death?

PALPATINE: The dark side of the Force is a pathway to many abilities some consider to be unnatural.

ANAKIN: What happened to him?

PALPATINE: He became so powerful . . . the only thing he was afraid of was losing his power, which eventually, of course, he did. Unfortunately, he taught his apprentice everything he knew, then his apprentice killed him in his sleep. (smiles) Plagueis never saw it coming. It's ironic he could save others from death, but not himself.

ANAKIN: Is it possible to learn this power?

PALPATINE: Not from a Jedi.

89 EXT. KASHYYYK-DAY

A WOOKIEE CATAMARAN flanked by WOOKIEE HELICOPTERS approaches the tree housing the HOLOGRAM AREA.

90 INT. KASHYYYK-HOLOGRAM AREA-DAY

YODA and various JEDI speak via hologram. The discussion includes OBI-WAN, MACE, AGEN KOLAR, YODA- KI-ADI-MUNDI and PLO KOON.

KI-ADI-MUNDI: (holo) Palpatine thinks General Grievous is on Utapau. We have had no reports of this from our agents.

MACE: (holo) How could the Chancellor have come by this information and we know nothing about it? We have had contact with Baron Papanoida and he said no one was there.

ANAKIN: A partial message was intercepted in a diplomatic packet from the Chairman of Utapau.

YODA: Act on this, we must. The capture of General Grievous will end this war. Quickly and decisively we should proceed.

OBI-WAN: Does everyone agree?

All the JEDI concur.

ANAKIN: The Chancellor has requested that I lead the campaign.

They all look at ANAKIN a bit disturbed.

MACE: (a little peeved) The Council will make up its own mind who is to go, not the Chancellor.

KI-ADI-MUNDI: Yes, this decision is ours to make.

ANAKIN is embarrassed and becomes sullen.

YODA: A Master is needed, with more experience.

MACE: Given our resources, I recommend we send only one Jedi . . . Master Kenobi.

ANAKIN: He was not so successful the last time he met Grievous.

OBI-WAN throws ANAKIN a dirty look.

ANAKIN: (continuing) No offense, my Master, but I'm only stating a fact.

OBI-WAN: Oh no, you're quite right, but I do have the most experience with his ways of combat.

YODA: Obi-Wan, my choice is.

KI-ADI-MUNDI: I concur. Master Kenobi should go.

YODA: I agree.

All the JEDI concur.

MACE: Very well. Council is adjourned.

ANAKIN is angry.

MACE: (continuing) Obi-Wan, prepare two clone brigades as quickly as you can. If this report is true, there's no telling how many battle droids he may have with him.

91 INT. KASHYYYK-HOLOGRAM AREA-DAY

YODA gets out of his chair and walks to the edge of the platform.

CLONE COMMANDER GREE: The droids have started up their main power generators.

YODA: Then now the time is, Commander.

CLONE COMMANDER GREE: Yes, sir.

The battle begins.

92 EXT. KASHYYYK-BEACH HEAD-DAY

A WOOKIEE CHIEFTAIN lets out a roar as the Wookiee army rushes to face the DROID ARMY. CORPORATE ALLIANCE TANK DROIDS race across the water against the WOOKIEES and CLONE TROOPERS on the beach. DROID GUNSHIPS provide air support, while a SPIDER DROID emerges from the watery depths. A brave WOOKIEE places an explosive on a SEPARATIST TANK and jumps off just before the TANK EXPLODES. From the Hologram Area, Yoda observes the ongoing battle.

93 EXT. CORUSCANT-PADME'S APARTMENT-EARLY MORNING

Padme's apartment building is surrounded by the smog-shrouded city of Coruscant.

94 INT. CORUSCANT-PADME'S APARTMENT-LIVING ROOM-EARLY MORNING

PADME and OBI-WAN sit on one of the couches.

OBI-WAN: Has Anakin been to see you?

PADME: Several times . . . I was so happy to hear he was accepted on the Jedi Council.

OBI-WAN: I know ... he deserves it. He is impatient, strong willed, very opinionated,

but truly gifted.

They laugh.

PADME: You're not just here to say hello. Something is wrong, isn't it?

OBI-WAN: You should be a Jedi, Padme.

PADME: You're not very good at hiding your feelings.

OBI-WAN: It's Anakin . . . He's becoming moody and detached. He's been put in a difficult position as the Chancellor's representative . . . but I think it's more than that. I was hoping he may have talked to you.

PADME: Why would he talk to me about his work?

OBI-WAN studies her.

OBI-WAN: Neither of you is very good at hiding your feelings either.

PADME: Don't give me that look.

OBI-WAN: I know how he feels about you.

PADME: (nervous) What did he say?

OBI-WAN: Nothing. He didn't have to.

PADME is a little flustered. She stands and Obi-Wan follows. She walks to the balcony.

PADME: I don't know what you're talking about.

OBI-WAN: I know you both too well. I can see you two are in love. Padme, I'm worried about him.

PADME looks down and doesn't answer.

OBI-WAN: (continuing) I fear your relationship has confused him. He's changed considerably since we returned . . .

They stand on the balcony and look off at the early morning city. OBI-WAN starts to leave. PADME stays looking off into the distant city.

OBI-WAN: (continuing) Padme, I'm not telling the Council about any of this. I ... I hope I didn't upset you. We're all friends, I care about both of you . . .

PADME: Thank you, Obi-Wan.

OBI-WAN: Please do what you can to help him.

95 INT. CORUSCANT-PADME'S APARTMENT-DAY

PADME, MON MOTHMA, and five other Senators (BANA BREEMU, FANG ZAR, CHI EEKWAY, GIDDEAN DANU, BAIL ORGANA) sit in Padme's living room. C-3PO serves drinks to the guests.

PADME: We cannot let this turn into another war.

BAIL ORGANA: Absolutely, that is the last thing we want.

MON MOTHMA: We are hoping to form an alliance in the Senate to stop the Chancellor from further subverting the constitution, that's all.

PADME: I know a Jedi I feel it would be wise to consult.

BANA BREEMU: That would be dangerous.

MON MOTHMA: We don't know where the Jedi stand in all this.

PADME: I only wish to discuss this with one . . . one I trust.

GIDDEAN DANU: Going against the Chancellor without the support of the Jedi is risky.

PADME: The Jedi aren't any happier with the situation than we are . . .

CHI EEKWAY: Patience, Senator.

FANG ZAR: We have so many Senators on our side, surely that will persuade the Chancellor.

BANA BREEMU: When you present the "petition of the two thousand" to the Chancellor, things may change.

BAIL ORGANA: Let us see what we can accomplish in the Senate, before we include the Jedi.

PADME takes a deep breath in frustration and disappointment.

96 EXT. CORUSCANT-CLONE LANDING PLATFORM-DAY

ANAKIN and OBI-WAN walk onto a landing platform overlooking a docking bay where THOUSANDS OF CLONE TROOPS and armored weapons, tanks, etc., are being loaded onto a massive REPUBLIC ASSAULT SHIP.

ANAKIN: You're going to need me on this one, Master.

OBI-WAN: Oh, I agree. However it may turn out just to be a wild bantha chase.

OBI-WAN starts to turn and leave.

ANAKIN: Master!

OBI-WAN stops and ANAKIN walks over to him.

ANAKIN: (continuing) Master, I've disappointed you. I have not been very appreciative of your training . . . I have been arrogant and I apologize . . . I've just been so frustrated with the Council. Your friendship means everything to me.

OBI-WAN: You are strong and wise, Anakin, and I am very proud of you. I have trained you since you were a small boy. I have taught you everything I know. And you have become a far greater Jedi than I could ever hope to be, and you have saved my life more times than I can remember. But be patient, Anakin. It won't be long before the Council makes you a Jedi Master.

OBI-WAN starts down the ramp, then turns back.

OBI-WAN: (continuing) Don't worry. I have enough clones with me to take three systems the size of Utapau. I think I'll be able to handle the situation . . . even without your help.

ANAKIN: Well, there's always a first time.

OBI-WAN laughs.

They talk for a few more minutes before ANAKIN watches OBI-WAN depart.

ANAKIN: Obi-Wan, may the Force be with you.

OBI-WAN: Good-bye, old friend. May the Force be with you.

OBI-WAN heads down a ramp toward the waiting Republic cruiser.

97 EXT. CORUSCANT-CLONE LANDING PLATFORM-DAY

The Republic cruiser lifts off and heads for space.

98 INT. REPUBLIC BATTLE CRUISER-HANGAR-SPACE

CLONE TROOPERS stand at attention in rows on the floor of the hangar deck, waiting to board landing craft. OBI-WAN stands next to his BLUE JEDI FIGHTER-

talking to SEVERAL CLONE COMMANDERS with their helmets off. A hologram of the planet Utapau is projected by R4-G9 into the middle of the hangar.

CLONE COMMANDER CODY: Fortunately, most of the cities are concentrated on this small continent here . . . on the far side.

OBI-WAN: I'll keep them distracted until you get there. Just don't take too long.

CLONE COMMANDER CODY: Come on, boss, when have I ever let you down?

They laugh.

OBI-WAN: (laughing) Cato Nemoidia . . . for starters.

OBI-WAN climbs into his Jedi Fighter.

CLONE COMMANDER CODY: That was Anakin who was late. I believe.

OBI-WAN: Very well, the burden is on me not to destroy all the droids before you get there.

CLONE COMMANDER CODY: I'm counting on you.

99 EXT. JEDI FIGHTER-SPACE

OBI-WAN blasts the BLUE JEDI FIGHTER out of the Republic Battle Cruiser and into the hyperspace ring. He heads for the planet Utapau.

100 EXT. CORUSCANT-CITYSCAPE-CHANCELLOR'S TRANSPORT-DAY

The Chancellor's Transport races through the city and heads for the Senate Office Building landing platform. Waiting on the landing platform is a LONE JEDI. The Transport lands, and CHANCELLOR PALPATINE emerges with FOUR ROYAL GUARDS and MAS AMEDDA. The FOUR ROYAL GUARDS move off in another direction as PALPATINE greets ANAKIN, who has been waiting for him.

PALPATINE: Well, Anakin, did you see your friend off?

ANAKIN: He will soon have Grievous's head.

PALPATINE: We can only hope the Council didn't make a mistake.

ANAKIN: The Council was very sure in its decision.

They exit the landing platform.

101 INT. CORUSCANT-SENATE OFFICE BUILDING-MAIN HALLWAY-DAY

They enter the main hallway of the Senate Office Building. They pass SEVERAL SENATORS, including REPRESENTATIVE JAR JAR BINKS from Naboo.

JAR JAR: Helloo Annie. Good en to see yousa . . .

The Gungan waves to Anakin.

ANAKIN: Hi, Jar Jar.

JAR JAR: Oopsin da Chancellor!! So sorry, Your Highness, sir.

Anakin turns back to the Chancellor.

PALPATINE: There are rumors in the Senate about Master Kenobi. Many believe he is not fit for this assignment.

ANAKIN: Not fit? Why would anyone think that?

PALPATINE: They say his mind has become fogged by the influence of a certain female Senator.

ANAKIN: That's ridiculous. Who?!?

PALPATINE: (slyly) No one knows who she is ... only that she is a Senator.

ANAKIN: That's impossible. I would know.

PALPATINE: Sometimes the closest are the ones who cannot see.

ANAKIN becomes worried.

PALPATINE: (continuing) Idle Senate gossip is rarely true and never accurate. I'm sure your Master will do fine.

102 INT. POLIS MASSA-MEDICAL CENTER-DREAM

PADME calls out in pain. OBI-WAN is near her and softly speaks to her.

OBI-WAN: Save your energy.

PADME: I can't!

OBI-WAN: Don't give up, Padme. Don't give up . . .

103 INT. CORUSCANT-PADME'S APARTMENT-LANDING ROOM-DAY

ANAKIN is in the living room, working. He sits on the couch where Obi-Wan was sitting. PADME enters and crosses behind him.

ANAKIN: I sense someone familiar . . . Obi-Wan's been here, hasn't he?

PADME: He came by this morning.

ANAKIN: What did he want?

PADME looks at him for a moment. ANAKIN seems tense.

PADME: He's worried about you.

ANAKIN: You told him about us, didn't you?

She continues to walk to the bedroom, he follows.

PADME: He's your best friend, Anakin. He says you're under a lot of stress.

ANAKIN: And he's not?

PADME: You have been moody lately.

ANAKIN: I'm not moody . . .

PADME: Anakin! Don't do this again.

ANAKIN: I don't know ... I feel . . . lost.

PADME: Lost? What do you mean? You're always so sure of yourself. I don't understand.

ANAKIN: Obi-Wan and the Council don't trust me.

PADME: They trust you with their lives. Obi-Wan loves you as a son.

ANAKIN: Something's happening . . . I'm not the Jedi I should be. I am one of the most powerful Jedi, but I'm not satisfied ... I want more, and I know I shouldn't.

PADME: You expect too much of yourself.

They stop in front of the window in the bedroom. ANAKIN puts his hand on her belly.

ANAKIN: I have found a way to save you.

PADME: Save me?

ANAKIN: From my nightmares.

PADME: Is that what's bothering you?

ANAKIN: I won't lose you, Padme.

PADME: I'm not going to die in childbirth, Annie. I promise you.

ANAKIN: No, I promise you! I am becoming so powerful with my new knowledge of the Force, I will be able to keep you from dying.

PADME looks ANAKIN in the eye.

PADME: You don't need more power, Anakin. I believe you can protect me against anything, just as you are.

They embrace and kiss.

104 EXT. UTAPAU-SPACE

OBI-WAN blasts out of the BLUE JEDI FIGHTER's hyperspace ring and heads for the planet Utapau. The BLUE FIGHTER skims over the planet's surface, flat except for a few giant sinkholes.

105 INT. UTAPAU-LANDING PLATFORM-DAY

OBI-WAN lands his ship on a Platform projecting out of the side of a giant sinkhole. All is quiet. A local administrator, TION MEDON, comes out to greet the ship. OBI-WAN climbs out of his Fighter as a SHORT GROUND CREW looks over his ship. On a ledge above the landing platform, GRIEVOUS's BODYGUARDS watch as OBI-WAN talks to TION MEDON.

TION MEDON: Greetings, young Jedi. What brings you to our remote sanctuary?

OBI-WAN: Unfortunately, the war.

TION MEDON: There is no war here unless you've brought it with you.

OBI-WAN: With your kind permission, I should like some fuel and to use your city as a base as I search nearby systems for General Grievous.

A GROUND CREW rushes out and refuels Obi-Wan's Fighter. TION MEDON leans close to OBI-WAN and speaks quietly.

TION MEDON: He is here! We are being held hostage. They are watching us.

OBI-WAN: I understand.

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TION MEDON: The tenth level . . . thousands of Battle Droids . . .

OBI-WAN: Tell your people to take shelter. If you have warriors, now is the time.

OBI-WAN starts back toward his Starfighter as TION MEDON leaves the Landing Platform. GRIEVOUS's BODYGUARDS retreat from the overhead platform. OBI-WAN climbs back into his BLUE JEDI FIGHTER. His Astro Unit (R4-G9) turns to him:

OBI-WAN: (continuing) Geenine, take the Fighter back to the ship. I'm staying here. Tell Cody I've made contact.

The little Astro Droid BEEPS a reply.

106 EXT. UTAPAU-OBSERVATION DECK-DAY

On a high balcony, TION MEDON looks down on the landing platform. A few steps behind him stands one of GENERAL GRIEVOUS's BODYGUARDS. They watch the canopy lower.

TION MEDON: I told you, all he wanted was fuel.

BODYGUARD: What was his name?

TION MEDON: He didn't say.

They watch as the BLUE JEDI FIGHTER takes off.

107 INT. UTAPAU-LANDING PLATFORM-HALLWAY-DAY

OBI-WAN also watches his ship take off. He is hiding in the hallway. He quietly moves farther into the city.

108 EXT. UTAPAU STAIRWAY-SINKHOLE RIM-DAY

OBI-WAN quickly rushes up a stairway cut into the side of the sinkhole. It's hard to see him. In an alcove, he carefully surveys the city, then quickly moves on.

109 INT. UTAPAU-CITY-DRAGON CORRAL-DAY

OBI-WAN makes his way through the city, looking up at the tenth level with electrobinoculars from his utility belt. He tries to figure out how he is going to get up there. He hears strange bellowing cries and he investigates. He comes across a corral filled with about half a dozen DRAGON-LIKE LIZARDS. SEVERAL WRANGLERS are standing around. OBI-WAN walks up to the WRANGLERS and uses the Force with

his slight hand movements.

OBI-WAN: I need transportation.

WRANGLER: (subtitled, in native tongue) You need transportation.

OBI-WAN: Get it for me.

WRANGLER: (subtitled, in native tongue) I will get it for you.

One of the WRANGLERS turns to the others and chatters away in his strange tongue. OBI-WAN walks along the line of DRAGON/LIZARDS, checking out each one. He looks at their teeth, legs, etc. Finally he pats one on the neck.

OBI-WAN: This one.

The WRANGLER brings the chosen one over to him.

WRANGLER: Boga. She answers to Boga.

OBI-WAN: Good girl, Boga.

OBI-WAN swings onto the back of the LIZARD. The beast rears up and scurries outside to the edge of the sinkhole.

110 EXT. UTAPAU-SINKHOLE WALL-LIZARD-DAY

The LIZARD BOGA rears up on her hind legs again, then climbs the wall of the sheer cliff and starts moving up toward the tenth level. The city appears to be deserted. OBI-WAN is alert to any movement.

111 INT. UTAPAU-CONFERENCE ROOM-GRAND CHAMBER-DAY

GENERAL GRIEVOUS stands before the COUNCIL OF SEPARATISTS, including NUTE GUNRAY, RUNE HAAKO, POGGLE THE LESSER, SHU MAI, SAN HILL PO NUDO, WAT TAMBOR, and PASSEL ARGENTE. OBI-WAN hides above the assembly and watches intently.

GENERAL GRIEVOUS: It won't be long before the armies of the Republic track us here. I am sending you to the Mustafar system in the Outer Rim. It is a volcanic planet which generates a great deal of scanning interference. You will be safe there.

NUTE GUNRAY: Safe? Chancellor Palpatine managed to escape your grip, General, without Count Dooku. I have doubts about your ability to keep us safe.

GENERAL GRIEVOUS: Be thankful, Viceroy, you have not found yourself in my grip . . . Your ship is waiting.

OBI-WAN is deep in thought.

112 INT. UTAPAU-TENTH LEVEL-CONTROL CENTER-DAY

The JEDI removes his cloak and jumps down behind the GENERAL.

OBI-WAN: Hello, there!

GENERAL GRIEVOUS: General Kenobi, you are a bold one. I find your behavior bewildering . . . Surely you realize you're doomed, (to droids) Kill him!

About a HUNDRED BATTLE DROIDS surround OBI-WAN, GENERAL GRIEVOUS, and his BODYGUARDS. OBI-WAN looks around, then walks right up to GENERAL GRIEVOUS. They stare at each other for a moment.

GENERAL GRIEVOUS: Enough of this.

The BODYGUARDS raise their power staffs to knock OBI-WAN away, but OBI-WAN ducks as the deadly staffs whistle over his head. The Jedi's lightsaber ignites, and OBI-WAN deftly cuts one BODYGUARD in two. His staff flies into the air and is caught by GENERAL GRIEVOUS. The other THREE BODYGUARDS attack OBI-WAN with an intense fury. OBI-WAN uses the Force to release a piece of equipment from the ceiling. It drops on the BODYGUARDS, smashing them. OBI-WAN walks toward GRIEVOUS, slashing the last BODYGUARD to pieces. BATTLE DROIDS move toward OBI-WAN.

GENERAL GRIEVOUS: Back away. I will deal with this Jedi slime myself.

OBI-WAN: Your move.

GENERAL GRIEVOUS: You fool. I have been trained in your Jedi arts by Count Dooku himself. Attack, Kenobi.

His arms separate and grab all four lightsabers on his belt. His four arms create a flashing display of swordsmanship.

OBI-WAN: You forget I trained the Jedi that defeated Count Dooku!

OBI-WAN is hard-pressed to defend himself against the deadly onslaught. They fight across the control room as the BATTLE DROID SHARPSHOOTERS try to pick off the Jedi. OBI-WAN mounts a ferocious counterattack and cuts off one of GRIEVOUS's

hands. A loud EXPLOSION is heard echoing throughout the sinkhole. GENERAL GRIEVOUS and OBI-WAN glance to the entrance of the control center and see CLONE TROOPS in the distance, attacking DROIDS in the sinkhole. On the far wall of the sinkhole, CLONES can be seen rappelling onto balconies.

OBI-WAN: I may not defeat your droids, but my troops certainly will.

GENERAL GRIEVOUS: Army or not, you must realize you are doomed.

OBI-WAN: I don't think so.

TWENTY CLONES suddenly rappel into the entrance of the control center, ray guns blazing. Chaos. Laser bolts fly everywhere as the DROIDS return fire. OBI-WAN attacks GENERAL GRIEVOUS, who defends himself rigorously with one of his body-guard's electro-staffs. OBI-WAN uses the Force to hurl GENERAL GRIEVOUS backwards. He falls onto a lower platform and OBI-WAN jumps down after him.

113 INT. UTAPAU-TENTH LEVEL-CONTROL CENTER-DAY

More CLONES rappel into the control center and blast away at the remaining DROIDS. The JEDI cuts down several DROIDS as he races to the entrance of the control center. OBI-WAN spots GENERAL GRIEVOUS racing toward one of the landing platforms in the midst of the battle. GENERAL GRIEVOUS jumps onto a WHEEL SCOOTER and takes off down the wall of the sinkhole. OBI-WAN whistles for his LIZARD BOGA, who runs to him. OBI-WAN jumps on.

114 EXT. UTAPAU-CLIFF AND LANDING PLATFORM-DAY

The chase begins. Obi-Wan drops his lightsaber while riding Boga.

115 EXT. CORUSCANT-SENATE OFFICE BUILDING-SUNSET

The sun is setting as the lights come on in the massive Senate Office Building. The sky is red.

116 INT. CORUSCANT-CHANCELLOR'S OFFICE-SUNSET

PALPATINE listens to a delegation from the Senate, which includes PADME and five other Senators: NEE ALAVAR, FANG ZAR, MALEDEE, SWEITT CONCORKILL, and MON CALAMARI. ANAKIN stands to one side of PALPATINE.

PALPATINE: I understand your reservations completely, Senator, and I assure you the appointment of Governors will in no way compete with the duties of the Senate.

PADME: May I take it then, that there will be no further amendments to the Constitution?

PALPATINE: I want this terrible conflict to end as much as you do, My Lady, and when it does I guarantee an immediate return to democracy . . .

PADME: You are pursuing a diplomatic solution to the war, then.

PALPATINE: You must trust me to do the right things, Senator. That is why I am here.

FANGZAR: But surely . . .

The Chancellor turns on FANG ZAR.

PALPATINE: I have said I will do what is right, that should be enough for your . . . committee.

PADME: On behalf of the "delegation of two thousand," I thank you, Chancellor.

PALPATINE: I thank you for bringing this to my attention, Senator.

PADME gives ANAKIN a frustrated look, then turns and exits with the other FIVE SENATORS. PALPATINE turns to ANAKIN.

PALPATINE: (continuing) Their sincerity is to be admired, although I sense there is more to their request than they are telling us.

ANAKIN: What do you mean?

PALPATINE: They are not to be trusted.

ANAKIN: Surely Senator Amidala can be trusted . . .

PALPATINE: These are unstable times for the Republic, Anakin. Some see instability as an opportunity. Senator Amidala is hiding something. I can see it in her eyes.

ANAKIN: I'm sure you're mistaken.

PALPATINE: I'm surprised your Jedi insights are not more sensitive to such things.

ANAKIN: I simply don't sense betrayal in Senator Amidala.

PALPATINE studies ANAKIN carefully and gives him a skeptical look.

PALPATINE: Yes, you do, but you don't seem to want to admit it. There is much

conflict in you, Anakin.

117 INT. CORUSCANT-JEDI WAR ROOM-EARLY EVENING

KI-ADI-MUNDI, ANAKIN, YODA, MACE, CLONE COMMANDER CODY, and AAYLA SECURA talk via holograms.

CLONE COMMANDER CODY: Master Windu, may I interrupt? General Kenobi has made contact with General Grievous, and we have begun our attack.

MACE WINDU: Thank you, Commander. Anakin, deliver this report to the Chancellor. His reaction will give us a clue to his intentions.

ANAKIN: Yes, Master.

ANAKIN leaves the room. COMMANDER CODY's hologram disappears.

MACE WINDU: I sense a plot to destroy the Jedi. The dark side of the Force surrounds the Chancellor.

KI-ADI-MUNDI: If he does not give up his emergency powers after the destruction of Grievous, then he should be removed from office.

MACE WINDU: That could be a dangerous move ... the Jedi Council would have to take control of the Senate in order to secure a peaceful transition . . .

KI-ADI-MUNDI: . . . and replace the Congress with Senators who are not filled with greed and corruption.

YODA: To a dark place this line of thought will carry us. HmMMMM. . . great care we must take.

118 INT. CORUSCANT-CHANCELLOR'S OFFICE-EARLY EVENING

ANAKIN brings news to PALPATINE.

ANAKIN: Chancellor, we have just received a report from Master Kenobi. He has engaged General Grievous.

PALPATINE: We can only hope that Master Kenobi is up to the challenge.

ANAKIN: I should be there with him.

PALPATINE: It is upsetting to me to see that the Council doesn't seem to fully appreciate your talents. Don't you wonder why they won't make you a Jedi Master?

ANAKIN: I wish I knew. More and more I get the feeling that I am being excluded from the Council. I know there are things about the Force that they are not telling me.

PALPATINE: They don't trust you, Anakin. They see your future. They know your power will be too strong to control. Anakin, you must break through the fog of lies the Jedi have created around you. Let me help you to know the subtleties of the Force.

They walk into the hallway.

ANAKIN: How do you know the ways of the Force?

PALPATINE: My mentor taught me everything about the Force . . . even the nature of the dark side.

They stop.

ANAKIN: You know the dark side?!?

PALPATINE: Anakin, if one is to understand the great mystery, one must study all its aspects, not just the dogmatic, narrow view of the Jedi. If you wish to become a complete and wise leader, you must embrace a larger view of the Force. Be careful of the Jedi, Anakin. (pausing) They fear you. In time they will destroy you. Let me train you.

ANAKIN: I won't be a pawn in your political game. The Jedi are my family.

PALPATINE: Only through me can you achieve a power greater than any Jedi. Learn to know the dark side of the Force, Anakin, and you will be able to save your wife from certain death.

ANAKIN: What did you say?

PALPATINE: Use my knowledge, I beg you . . .

ANAKIN: You're a Sith Lord!

ANAKIN ignites his lightsaber.

PALPATINE: I know what has been troubling you . . . Listen to me. Don't continue to be a pawn of the Jedi Council! Ever since I've known you, you've been searching for a life greater than that of an ordinary Jedi . . . a life of significance, of conscience.

ANAKIN: You're wrong!

PALPATINE: Are you going to kill me?

ANAKIN: I would certainly like to.

PALPATINE: I know you would. I can feel your anger. It gives you focus, makes you stronger.

ANAKIN raises his lightsaber to PALPATINE's throat. There is a tense moment, then ANAKIN relaxes, and then turns off his lightsaber.

ANAKIN: I am going to turn you over to the Jedi Council.

PALPATINE: Of course you should. But you're not sure of their intentions, are you? What if I am right and they are plotting to take over the Republic?

ANAKIN: I will quickly discover the truth of all this.

PALPATINE: You have great wisdom, Anakin. Know the power of the dark side. The power to save Padme.

ANAKIN stares at him for a moment. PALPATINE turns and moves to his office.

PALPATINE: (continuing) I am not going anywhere. You have time to decide my fate. Perhaps you'll reconsider and help me rule the galaxy for the good of all . . .

PALPATINE sits behind his desk.

#### 119 EXT. UTAPAU-CLIFF AND LANDING PLATFORM-DAY

OBI-WAN gives the LIZARD a swift kick with the heel of his boot, and they take off down the vertical side of the sheer cliff. As GENERAL GRIEVOUS reaches the landing platform where his shuttle is waiting. OBI-WAN drops onto the top of the starship with his LIZARD. GENERAL GRIEVOUS spins his scooter around and takes off up the vertical cliff face with OBI-WAN and his LIZARD in hot pursuit. The sinkhole is engulfed in a great battle between CLONES and DROIDS. The PEOPLE OF UTAPAU cower in whatever shelter they can find.

#### 120 EXT. UTAPAU-MAIN CITY PLAZA-DAY

A LARGE GROUP OF UTAPAUAN TROOPS on LIZARDS attack the DROID ARMY.

OBI-WAN and GENERAL GRIEVOUS race through the city at breakneck speed. Passing through battle zones, narrowly escaping EXPLOSIONS, laser bolts, and TROOPS

from both sides.

GENERAL GRIEVOUS lays the Scooter down as he goes around sharp turns. Obi-Wan's LIZARD breathes hard as she tries to keep up. They destroy droids, equipment, and clone troops as the JEDI and the GENERAL cut a swath of destruction through the city.

121 EXT. UTAPAU-WINDMILLS-DAY

GENERAL GRIEVOUS works his way out onto the rim of the sinkhole, passing some wind blades. The evil Droid General releases the brakes on the lethal blades, and they begin to spin, cutting off Obi-Wan's access to the General. Obi-Wan's LIZARD pulls up short in front of the blades. GENERAL GRIEVOUS laughs and talks into a comlink.

GENERAL GRIEVOUS: Prepare to move out of orbit. I will be up in a few moments.

OBI-WAN sizes up the situation, looking for a way to get to GENERAL GRIEVOUS.

The GENERAL accelerates off the edge, activating his claws, drops, and clings to another nearby grouping of windmills. Obi-Wan's LIZARD attempts to jump to follow and barely makes it, almost falling into the precipice below.

122 INT. UTAPAU-CITY TUNNEL SYSTEM-DAY

GENERAL GRIEVOUS roars through the stone block tunnel system, riding up on the curved walls as he goes around corners or passes oncoming traffic. OBI-WAN races after the Droid, his LIZARD moving onto the ceiling as they pass traffic. OBI-WAN catches up with GENERAL GRIEVOUS, and they charge through the tunnel, side by side. OBI-WAN grabs the Droid's electronic staff.

123 EXT. UTAPAU-SECRET LANDING PLATFORM-DAY

Extending from the wall of a small sinkhole is a secret landing platform with a small Federation Fighter sitting in the middle of it. OBI-WAN and GENERAL GRIEVOUS race out of the tunnel system and onto the landing platform.

OBI-WAN yanks on the staff, then jumps off his LIZARD onto the General's scooter, knocking both warriors to the ground. GENERAL GRIEVOUS pulls out a laser pistol and fires at OBI-WAN. The Jedi reaches out his hand, grabs the General's electro-staff and spins the staff, blocking the laser bolts.

OBI-WAN charges GENERAL GRIEVOUS, swinging the staff and hitting the Droid

in the stomach, knocking the gun away. GENERAL GRIEVOUS is hit by the staff, and the Force bends his forearm. He pulls OBI-WAN close to him, and they engage in a furious fight. The electro-staff is knocked away. The two engage in hand-to-hand combat. OBI-WAN struggles to avoid the deadly blows of the brutal, unstoppable Droid.

GENERAL GRIEVOUS's stomachplate is loose. OBI-WAN grabs it and rips it off, revealing the alien life form's guts encased in a bag in the Droid's chest. GENERAL GRIEVOUS grabs OBI-WAN, hoists him over his head, and tosses him across the platform. OBI-WAN dangles off the edge of the platform. He clutches the rim, trying to hold on. The DROID then grabs the staff and charges OBI-WAN. At the last second, OBI-WAN reaches out his hand and uses the Force to retrieve the Droid's laser pistol.

The JEDI fires several blasts in the stomach area of the alien Droid, and he EXPLODES from the inside out. The smoldering Droid falls to the ground. OBI-WAN has killed GENERAL GRIEVOUS. He pulls himself up onto the platform and walks by the destroyed carcass.

OBI-WAN: So uncivilized . . .

OBI-WAN brushes himself off. He throws the pistol onto the platform, picks up the electro-staff, and jumps on BOGA. The trusty beast rears up and takes off into the tunnel system.

124 INT. JEDI GUNSHIP-LANDING PLATFORM-EARLY EVENING

MACE and the JEDI (AGEN KOLAR, KIT FISTO, AND SAESEE TIIN) are preparing to board a JEDI GUNSHIP to the CHANCELLOR's office. ANAKIN enters the hangar.

ANAKIN: Master Windu, I must talk to you.

MACE WINDU: What is it, Skywalker? We are in a hurry. We have just received word that Obi-Wan has destroyed General Grievous. We are on our way to make sure the Chancellor returns emergency powers back to the Senate.

ANAKIN: He won't give up his power. I've just learned a terrible truth. I think Chancellor Palpatine is a Sith Lord.

MACE WINDU: A Sith Lord?

ANAKIN: Yes. The one we have been looking for.

MACE WiNDU: How do you know this?

ANAKIN: He knows the ways of the Force. He has been trained to use the dark side.

MACE WiNDU: Are you sure?

ANAKIN: Absolutely.

MACE WiNDU: Then our worst fears have been realized. We must move quickly if the Jedi Order is to survive.

ANAKIN: Master, the Chancellor is very powerful. You will need my help if you are going to arrest him.

MACE WiNDU: For your own good, stay out of this affair. I sense a great deal of confusion in you, young Skywalker. There is much fear that clouds your judgment.

ANAKIN: I must go, Master.

MACE WiNDU: No. If what you told me is true, you will have gained my trust, but for now remain here.

ANAKIN: Yes, Master.

MACE WiNDU: Wait for us in the Council Chamber until we return.

ANAKIN: Yes, Master.

ANAKIN watches as the JEDI leave in their ship.

125 INT. CORUSCANT-JEDI COUNCIL/PADME'S APARTMENT-EARLY EVENING

(INTERCUT)

PADME is alone in her apartment, thinking of Anakin. ANAKIN sits alone in the Jedi Council Chamber thinking of PADME.

PALPATINE: (V.O.) You do know, don't you, if the Jedi destroy me, any chance of saving her will be lost.

PADME: I truly, deeply love you. Before I die. I want you to know.

C-3PO: My Lady, are you. . . . Are you all right?

ANAKIN: I can't do this ... I can't let her die.

ANAKIN rushes out of the Council Chamber and to his speeder. The hangar door

opens and he lifts off.

126 EXT. CORUSCANT-SENATE OFFICE BUILDING-LANDING PLATFORM-  
EARLY EVENING

The sky is still blue as a JEDI GUNSHIP lands on the Senate Office Building landing platform. FOUR JEDI exit the SHUTTLE and enter the Senate Office Building. MACE WINDU, AGEN KOLAR, KIT FISTO, and SAESEE TIIN, like gunfighters out of the Old West, walk through the massive hallway, four across.

127 INT. CORUSCANT-LOBBY TO CHANCELLOR'S OFFICE-EARLY EVENING

The FOUR JEDI enter the lobby, raising their arms, and send the Chancellor's aide, DAR WAC, flying against the wall, along with TWO REPUBLIC GUARDS. They storm into the Chancellor's office.

128 INT. CORUSCANT-CHANCELLORS OFFICE-EARLY EVENING

MACE arrives with THREE JEDI to arrest PALPATINE.

PALPATINE: Master Windu. I take it General Grievous has been destroyed then. I must say, you're here sooner than expected.

MACE WINDU: In the name of the Galactic Senate of the Republic, you are under arrest, Chancellor.

MACE WINDU and the other JEDI ignite their lightsabers.

PALPATINE: Are you threatening me, Master Jedi?

MACE: The Senate will decide your fate.

PALPATINE: (burst of anger) I am the Senate!

MACE: Not yet!

PALPATINE stands, a laser sword appears out of his cloak sleeve, and he spins toward the JEDI.

PALPATINE: It's treason, then.

A close shot of PALPATINE as the fight begins. Close shots of THREE JEDI getting cut down by PALPATINE. PALPATINE and MACE continue to fight.

Jedi Master MACE WINDU and the Sith Lord fight their way down the hallway and

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into the main office area. PALPATINE is able to use the Force to slam MACE against the wall, but he recovers before the Chancellor can cut him down.

ANAKIN lands his speeder, jumps out, and runs down a long corridor toward the Chancellor's office.

In the heat of battle, MACE cuts the window behind the Chancellor's desk, and it crashes away. MACE is forced out onto the ledge, which is twenty stories up. They fight over the precipice. ANAKIN arrives to see PALPATINE and MACE fighting.

They stop as MACE forces PALPATINE to drop his sword. PALPATINE and MACE start yelling at each other.

MACE WINDU: You are under arrest, My Lord.

PALPATINE: Anakin! I told you it would come to this. I was right. The Jedi are taking over.

MACE WINDU: You old fool. The oppression of the Sith will never return. Your plot to regain control of the Republic is over . . . you have lost . . .

PALPATINE: No! No! You will die!

PALPATINE raises his hands, and lightning bolts shoot out. They are blocked by MACE's lightsaber. PALPATINE is pushed back against the window sill.

PALPATINE: He is a traitor, Anakin.

MACE WINDU: He's the traitor. Stop him!

PALPATINE: Come to your senses, boy. The Jedi are in revolt. They will betray you, just as they betrayed me.

MACE WINDU: Aarrrrggghhhhh . . .

PALPATINE: You are not one of them, Anakin. Don't let him kill me.

MACE WINDU: Aarrrrggghhhhh . . .

PALPATINE: I am your pathway to power. I have the power to save the one you love. You must choose. You must stop him.

MACE WINDU: Don't listen to him, Anakin.

PALPATINE: Help me! Don't let him kill me. I can't hold on any longer. Ahhhhhhh

. . . ahhhhhhh . . . ahhhhhhh . . .

MACE pushes PALPATINE out to the edge of the ledge. As the Jedi moves closer, the bolts from Palpatine's hands begin to arch back on him. The Chancellor's face begins to twist and distort. His eyes become yellow as he struggles to intensify his powers.

PALPATINE: I can't ... I give up. Help me. I am weak ... I am too weak. Don't kill me. I give up. I'm dying. I can't hold on any longer.

MACE WINDU: You Sith disease. I am going to end this once and for all.

ANAKIN: You can't kill him, Master. He must stand trial.

MACE WINDU: He has too much control of the Senate and the Courts. He is too dangerous to be kept alive.

PALPATINE: I'm too weak. Don't kill me. Please.

ANAKIN: It is not the Jedi way . . .

MACE raises his sword to kill the CHANCELLOR.

ANAKIN: (continuing) He must live . . .

PALPATINE: Please don't, please don't . . .

ANAKIN: I need him . . .

PALPATINE: Please don't . . .

ANAKIN: NO!!!

Just as MACE is about to slash PALPATINE, ANAKIN steps in and cuts off the Jedi's hand holding the lightsaber.

As MACE stares at ANAKIN in shock, PALPATINE springs to life. The full force of Palpatine's powerful Bolts blasts MACE. He attempts to deflect them with his one good hand, but the force is too great. As blue rays engulf his body, he is flung out the window and falls twenty stories to his death. No more screams. No more moans. PALPATINE lowers his arm.

PALPATINE: Power! Unlimited power!

His face has changed into a horrible mask of evil. ANAKIN looks on in horror. PALPATINE cackles.

ANAKIN: What have I done?

ANAKIN sits.

PALPATINE: You are fulfilling your destin, Anakin. Become my apprentice. Learn to use the dark side of the Force.

ANAKIN: I will do whatever you ask.

PALPATINE: Good.

ANAKIN: Just help me save Padme's life. I can't live without her. I won't let her die. I want the power to stop death.

PALPATINE: To cheat death is a power only one has achieved, but if we work together, I know we can discover the secret.

ANAKIN kneels before PALPATINE.

ANAKIN: I pledge myself to your teachings. To the ways of the Sith.

PALPATINE: Good. Good. The Force is strong with you. A powerful Sith you will become. Henceforth, you shall be known as Darth . . . Vader.

ANAKIN: Thank you. my Master.

PALPATINE: Rise, Darth Vader.

Palpatine moves over to his desk.

129 EXT. KASHYYYK-MEETING HALL-DAY

YODA winces, closes his eyes, and holds his head. He feels a disturbance in the Force.

130 INT. CORUSCANT-CHANCELLOR'S OFFICE-EVENING

PALPATINE is putting on his dark cloak: he is now fully DARTH SIDIOUS.

PALPATINE: Because the Council did not trust you, my young apprentice, I believe you are the only Jedi with no knowledge of this plot. When the Jedi learn what has transpired here, they will kill us, along with all the Senators.

ANAKIN: I agree. The Jedi's next move will be against the Senate.

PALPATINE: Every single Jedi, including your friend Obi-Wan Kenobi, is now an enemy of the Republic. You understand that, don't you?

ANAKIN: I understand, Master.

PALPATINE: We must move quickly. The Jedi are relentless; if they are not all destroyed, it will be civil war without end. First, I want you to go to the Jedi Temple. We will catch them off balance. Do what must be done, Lord Vader. Do not hesitate. Show no mercy. Only then will you be strong enough with the dark side to save Padme.

ANAKIN: What about the other Jedi spread across the galaxy?

PALPATINE: Their betrayal will be dealt with. After you have killed all the Jedi in the Temple, go to the Mustafar system. Wipe out Viceroy Gunray and the other Separatist leaders. Once more, the Sith will rule the galaxy, and we shall have peace.

131 INT. CORUSCANT-JEDI TEMPLE ENTRY-NIGHT

ANAKIN goes to the Jedi Temple with a battalion of Clone Troopers.

132 EXT. UTAPAU-TENTH LEVEL-LANDIXG PLATFORM-DAY

The battle between the CLONES and the DROIDS rages throughout the sinkhole. OBI-WAN rides up to CLONE COMMANDER CODY.

OBI-WAN: Commander, contact your troops. Tell them to move to the higher levels.

CLONE COMMANDER CODY: Very good, sir.

CLONE COMMANDER CODY starts to move away, then remembers something and returns to OBI-WAN.

CLONE COMMANDER CODY: (continuing) Oh, by the way, I think you'll be needing this.

He hands OBI-WAN his lightsaber, and the LIZARD rears up.

OBI-WAN: Thank you, Cody, (smiling) Now let's get a move on. We've got a battle to win here.

CLONE COMMANDER CODY: Yes, sir!

OBI-WAN and the LIZARD ride off down the wall of the giant sinkhole. The battle rages throughout the city. CLONE COMMANDER CODY (2224,) takes out his com-link and listens to the HOLOGRAM OF DARTH SIDIOUS as, far below, OBI-WAN can be seen battling DROIDS on a landing platform.

DARTH SIDIOUS: Commander Cody, the time has come. Execute Order Sixty-Six.

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CLONE COMMANDER CODY: It will be done, My Lord.

The HOLOGRAM disappears, and CLONE COMMANDER CODY gestures to a nearby Clone Trooper.

CLONE COMMANDER CODY: Blast him!

The battle rages all around OBI-WAN. DROIDS and CLONES are everywhere. OBI-WAN is riding on a LIZARD, cutting down DROIDS as he races across the battlefield. Suddenly a volley of laser blasts from behind him knocks him and his LIZARD off the wall of the sinkhole. He looks around just in time to see his CLONE TROOPS are firing on him. OBI-WAN falls hundreds of feet to the bottom of the water-filled sinkhole.

133 EXT. MYGEETO-DAWN

The sky slowly awakens on the crystal world of Mygeeto. A battle rages. Clone troops battle the droid armies across a long bridge. KI-ADI-MUNDI uses his light saber to deflect enemy fire. CLONE COMMANDER BACARA (1138) exits a Gunship near the entrance to the city. He rallies his TROOPS to attack the city, then gets a message on his comlink. He stops and moves to one side as a HOLOGRAM OF DARTH SIDIOUS appears on the comlink in the palm of his hand. He moves further into the shadows.

DARTH SIDIOUS: Commander 1138 . . .

CLONE COMMANDER BACARA: Yes, sir.

DARTH SIDIOUS: The time has come. Execute Order Sixty-Six.

CLONE COMMANDER BACARA: It will be done, My Lord.

DARTH SIDIOUS fades, and the CLONE COMMANDER snaps the comlink closed and looks to the main plaza of the city, where KI-ADI-MUNDI is leading the charge. The clones stop. KI-ADI-MUNDI turns around and is blasted by clone fire. He's killed before he can defend himself.

134 EXT. FELUCIA-FOREST-DAY

A column of CLONE WALKERS marches across the forest floor. The STRANGE CALLS of the alien forest creatures of FELUCIA suddenly stop. The Jedi AAYLA SECURA and her CLONE TROOPS brace for an ambush.

AAYLA: Steady . . . steady . . .

They all look around for signs of the enemy. CLONE COMMANDER BLY moves up behind the Jedi.

AAYLA: (continuing) Bly, do you think they're Droids?

BLY: No.

BLY blasts AAYLA in the back. The OTHER CLONES fire on her as she hits the ground.

Another Jedi, BARRISS OFFEE, is cutting down a patrol of DROIDS when a CLONE WALKING TANK and SEVEN CLONE TROOPERS round a corner and blast the Jedi away.

135 EXT. KASHYYYK-MEETING HALL-DAY

YODA drops his gimer stick, clutches his chest, and rests against a wall.

136 EXT. KASHYYYK-EDGE OF VILIAGE-DAY

The battle appears to be over. WOOKIEES stack destroyed Droids while CLONES assess the damage to their equipment. A Jedi, LUMINARA UNDULI, talks with EIGHT CLONE OFFICERS standing in a circle around her. Suddenly they reveal their hidden pistols and blast her before she can react.

The Jedi QUINLAN VOS is riding on top of a CLONE TURBO TANK. The main cannon of a second tank slowly swings to point right at him and a COUPLE OF CLONES. The cannon fires, and QUINLAN VOS and the CLONES disappear in a huge EXPLOSION.

137 INT. CATO NEIMOIDIA-COCKPIT CLONE FIGHTER-DAY

The CLONE PILOT watches a hologram of DARTH SIDIOUS.

DARTH SIDIOUS: Execute Order Sixty-Six.

CLONE PILOT: It will be done, My Lord.

138 INT. CATO NEIMOIDIA-JEDI STARFIGHTER-DAY

PLO KOON heads his ship toward a battle on a landing platform.

PLO KOON: There they are. Land on the nearest platform.

139 EXT. CATO XEIMOIDIA-JEDI STARFIGHTER-DAY

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The FOUR CLONE PILOTS with PLO KOON drop back and blast him out of the sky.

140 EXT. SALEUCAMI-FOREST

Three Speeder Bikes race through the forest. A Jedi, STASS ALLIE is in the lead. The TWO CLONES following her drop back and blast her, causing her to crash in a huge EXPLOSION.

141 INT. CORUSCANT-CHANCELLOR'S OFFICE-NIGHT

DARTH SIDIOUS stands alone in his private office, illuminated only from a hologram projector beam from above. A small HOLOGRAM OF COMMANDER GREE stands in front of him.

CLONE COMMANDER GREE: Yes, My Lord.

DARTH SIDIOUS: The time has come. Execute Order Sixty-Six.

142 EXT. KASHYYYK-MEETING HALL BALCONY-DAY

A vista of waterways, high green mesas, and giant tree cities serves as a backdrop for the fierce battle, CLONES AND WOOKIEES against TRADE FEDERATION DROID ARMIES, with treaded tank-like vehicles. CLONE COMMANDER GREE holds his comlink.

CLONE COMMANDER GREE: It will be done, My Lord.

CLONE COMMANDER GREE snaps his comlink shut.

YODA watches from the balcony. The battle rages as CLONES and WOOKIEES attack DROIDS coming across the water on CORPORATE ALLIANCE TANK DROIDS. CHEWBACCA and TARFFUL stand on either side of the Jedi Master as he watches the battle below. CLONE COMMANDER GREE and ONE OFFICER walk onto the balcony toward YODA. YODA stands looking over the battlefield below. When they are close enough, the CLONES reveal their weapons and fire.

But faster than the CLONES can reveal their weapons, YODA ignites his lightsaber, leaps in the air, and beheads both CLONES. CHEWBACCA and TARFFUL fire their weapons as more CLONES enter the hall. The Wookiees call out to YODA to follow them. CHEWBACCA picks YODA up and carries him away.

143 EXT. CORUSCANT-JEDI TEMPLE-NIGHT

A JEDI is surrounded and gunned down by CLONE TROOPERS.

144 INT. CORUSCANT-JEDI TEMPLE-NIGHT

ANAKIN walks through the Jedi Temple, where he finds and kills SHAAK TI. He exits Shaak Ti's room and enters a hallway, where the battle is taking place.

145 INT. CORUSCANT-JEDI TEMPLE-BATTLE-NIGHT

ANAKIN enters a room full of YOUNGLINGS huddled in a corner.

YOUNGLINGS: Master Skywalker, there are too many of them. What are we going to do?

ANAKIN looks back at them with a stern expression on his face and ignites his lightsaber.

146 INT. CORUSCANT-PADME'S APARTMENT-PRE-DAWN

C-3PO and PADME look out the apartment window.

C-3PO: The Chancellor's office indicated Master Anakin returned to the Jedi Temple. Don't worry, My Lady. I am sure he will be all right.

PADME bursts into tears.

147 EXT. CORUSCANT-CITYSCAPE-PRE-DAWN

The city planet is covered in a hazy glow. A column of black smoke can be seen rising in the distance. BAIL ORGANA's Speeder flies overhead, straight toward the smoke.

148 EXT. CORUSCANT-JEDI TEMPLE-LANDING PLATFORM-PRE-DAWN

The Jedi Temple is on fire. Large plumes of smoke billow toward the sky as BAIL ORGANA lands his Speeder on a Jedi Temple platform. FOUR CLONE TROOPERS stand guard at the entrance to the Temple. They lower their guns as BAIL gets out of his Speeder and walks toward them.

BAIL ORGANA: What's going on here!?!?

CLONE SERGEANT: There's been a rebellion. Don't worry, sir, the situation is under control.

The CLONES bar the Senator from entering the Temple.

CLONE SERGEANT: (continuing) I'm sorry, sir. No one is allowed entry.

The CLONES point their guns at BAIL and cock them.

CLONE SERGEANT: (continuing) It's time for you to leave, sir.

BAIL ORGANA: And so it is.

BAIL reluctantly heads back toward his Speeder. Suddenly, several SHOTS RING OUT. BAIL turns and sees a ten-year-old Jedi, ZETT JUKASSA, fighting the CLONES. Several more CLONES join in the fight, followed by CLONE COMMANDER APPO (1119), who points at BAIL.

CLONE COMMANDER APPO: Get him! Shoot him!

SEVERAL CLONES start firing at BAIL. The Senator jumps for cover behind his Speeder, starting the engines and pulling out his laser pistol.

The YOUNG JEDI cuts down several CLONES, including APPO, before he is overrun and shot.

The Speeder takes off with BAIL clinging to the side. The CLONES fire at it as it disappears into the cityscape.

#### 149 EXT. CORUSCANT-CITYSCAPE-PRE-DAWN

BAIL ORGANA struggles to pull himself into the Speeder as it races along through the cityscape. Finally, he climbs in, just as the Speeder is about to hit a building. BAIL steers clear of the building and races away.

#### 150 EXT. UTAPAU-UNDERWATER SINKHOLE-DAY

The Jedi dives below the surface amid a barrage of laser fire. He dives deeper under the water, fumbling in his utility belt for a breathing device. He finds it and puts it in his mouth. He swims underwater until the CLONE TROOPS give up and stop firing.

#### 151 EXT. UTAPAU-UNDERWATER CAVES-DAY

OBI-WAN removes the breathing apparatus after coming up from underwater. He starts to climb the rock wall.

OBI-WAN climbs the wall to the second cave just as TWO LITTLE SEEKER DRONES pop out of the water with their searchlights glowing. OBI-WAN presses himself against the wall of the smaller cave as the TWO SEEKER DRONES search the grotto. One of the SEEKERS begins to enter the cave in which OBI-WAN is hiding. OBI-WAN presses further into the wall. The light shines on the opposite wall and moves to the

back of the cave, illuminating a huge NOS MONSTER. OBI-WAN holds his breath. The SEEKER is confused for a moment, then the NOS MONSTER lunges at the SMALL DROID and consumes it in one bite.

The NOS MONSTER'S lunge takes him past OBI-WAN, out of the cave, and into the water.

The SECOND SEEKER shines its light on the NOS MONSTER as the evil creature tries to grab the LITTLE DRONE. OBI-WAN slinks off toward the back of the cave. He comes upon a nest of BABY NOS MONSTERS. They SCREECH and make horrible sounds. OBI-WAN jumps over them and continues on his way through the tunnel system.

152 EXT. KASHYYYK-LAKE ON VILLAGE EDGE-DUSK

CLONES in modified one-man AT-ST's and Swamp Speeders flash their searchlights across the gloomy lake. The light of one of the AT-ST's spots something floating in the water. It is what's left of a Wookiee catamaran. The body of a dead Wookiee (TARFFUL) is lying across the stern of the wreckage of the flying boat. There is some movement on the boat. The CLONE SERGEANT on the AT-ST fires a warning shot past the boat.

AT-ST CLONE SERGEANT: Everyone out of there!

A CRAZY LITTLE CREATURE about two feet high pops its head over the rail. The creature is covered with mud. His long hair is frizzed out in all directions.

CREATURE: Wookiee good . . . eat Wookiee. (crazy little laugh)

CLONE SERGEANT: Did you find something?

CREATURE: It's nothing, nothing. (laughs)

CLONE SERGEANT: It's nothing, nothing. All these Wookiees are dead. Move to the east.

CLONE TROOPER: Yes, sir.

Suddenly, CHEWBACCA climbs up behind the AT-ST CLONE, dripping wet, and throws the CLONE SERGEANT into the water. CHEWIE BARKS.

CREATURE: Right you are, Chewbacca. Faster that will be.

TARFFUL jumps up in the boat, and the CREATURE takes off his hair. It is Yoda.

YODA: Stink, this mud does. A moment to bathe, give me.

YODA, covered with mud, jumps into the water. TARFFUL climbs onto the AT-ST with CHEWBACCA. YODA is out of the water and putting his robes back on.

YODA: (continuing) Not far, are we, from the emergency ship. Quickly . . .

YODA whistles and a large ALIEN FLYING INSECT called CAN-CELL appears. YODA jumps on the insect's back and they take off. The WOOKIEES follow on the AT-ST. The CLONES continue to search the swamp.

153 EXT. KASHYYYK-HILLS OVERLOOKING LAKE-DUSK

The AT-ST marches up the hill and stops. The WOOKIEES jump down. YODA lands on CAN-CELL nearby. CHEWBACCA goes to a tree and pulls down one of its branches. The ground opens up, and a small WOOKIEE ESCAPE POD rises into the field. YODA opens the door of the pod.

YODA: Good-bye. Chewbacca and Tarful, miss you I will. Good friends you are. For your help, much gratitude and respect, I have.

The Wookiees BARK as the Jedi climbs into the WOOKIEE POD and takes off into the dusk sky.

154 EXT. CORUSCANT-SENATE OFFICE BUILDING-UNDERGROUND STARSHIP LANDING PLATFORM-DAY

BAIL ORGANA walks out of a tunnel onto a huge underground platform with two of his AIDES. He is stopped by TWO ROYAL GUARDS.

ROYAL GUARD: Identification . . .

BAIL ORGANA: Senator Bail Organa of Alderaan.

BAIL and his AIDES hand them their ID cards. The ROYAL GUARDS check them over and give them back, then BAIL and his CREW walk on board his Starship.

155 EXT. CORUSCANT-SENATE OFFICE BUILDING-UNDERGROUND LANDING PLATFORM-DAY

The platform rises to the surface of the Office Building. The ALDERAAN STARCRUISER takes off and disappears into the crisp morning sky.

156 INT ALDERAAN-STARCRUISER-HALLWAY-DAY

BAIL ORGANA is greeted by CAPTAIN ANTILLES and TWO ALDERAAN TROOPERS.

BAIL ORGANA: Were you able to get hold of a Jedi homing beacon?

CAPTAIN ANTILLES: Yes, sir. We've encountered no opposition. The clones are still a bit confused. It appears no one is in command.

BAIL ORGANA: That will change soon. Hopefully we will be able to intercept a few Jedi before they walk into this catastrophe.

157 EXT. UTAPAU-SINKHOLE WALL-LATE DAY

OBI-WAN hides from a group of CLONE TROOPERS.

CLONE CAPTAIN: Did you find Kenobi?

CLONE TROOPER: No one could have survived that fall.

He watches them pass.

CLONE CAPTAIN: Start loading your men on the ship.

CLONE TROOPER: Yes, sir.

OBI-WAN tries to sneak back to the secret platform, down a flight of stairs.

158 EXT. UTAPAU-SECRET LANDING PLATFORM-LATE DAY

OBI-WAN makes his way out of the cave and onto General Grievous's secret landing platform. He runs to the Starfighter and climbs into the one-man ship. The Starfighter takes off and disappears into the sky.

159 EXT. UTAPAU-SPACE

OBI-WAN flies away from the planet Utapau in General Grievous's tiny Starfighter.

160 INT. GENERAL GRIEVOUS'S STARFIGHTER-SPACE

OBI-WAN activates the controls on the Starfighter. He punches in several coordinates and codes. A BEEPING SOUND is heard. It quickly speeds up until it is a steady tone. OBI-WAN speaks into his comlink.

OBI-WAN: Emergency Code Nine Thirteen ... I have no contact on any frequency. Are there any Jedi out there? . . . anywhere . . .

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A BURST OF STATIC is heard- and a FUZZY HOLOGRAM image appears.

BAIL: (hologram) . . . Kenobi . . .

OBI-WAN: (continuing) I've locked on. Repeat.

The FUZZY HOLOGRAM image comes into focus, and it is BAIL ORGANA.

BAIL ORGANA: Master Kenobi??

OBI-WAN: Senator Organa! My Clone Troops turned on me ... I need help.

BAIL ORGANA: We have just rescued Master Yoda. It appears this ambush has happened everywhere. We're sending you our coordinates.

161 INT. CORUSCANT-PADMESAPARTMENT-PRE-DAWN

PADME stands before the window of her living room, watching the plume of smoke from the Jedi Temple. C-3PO enters from the bedroom.

C-3PO: My Lady, there's a Jedi fighter docking on the veranda.

PADME turns and rushes to the bedroom.

162 EXT. CORUSCANT-PADME'S APARTMENT-VERANDA-PRE-DAWN

THREEPIO walks out to ANAKIN's ship and talks with ARTOO. ARTOO beeps.

THREEPIO: Hush! Not so loud!

PADME rushes onto the veranda as ANAKIN exits his GREEN JEDI FIGHTER. They embrace.

PADME: Are you all right? I heard there was an attack on the Jedi Temple . . . you can see the smoke from here.

ANAKIN: I'm fine. I'm fine. I came to see if you and the baby are safe.

PADME: Captain Typho's here, we're safe. What's happening?

C-3PO continues to talk to R2-D2 on the GREEN FIGHTER.

C-3PO: What is going on?

ARTOO SQUEAKS and BEEPS.

C-3PO: (continuing) You can't be anymore confused than I am.

ANAKIN: The situation is not good. The Jedi have tried to overthrow the Republic . . .

PADME: I can't believe that!

ANAKIN: I couldn't either at first, but it's true. I saw Master Windu attempt to assassinate the Chancellor myself.

C-3PO leans over and whispers to ARTOO.

C-3PO: Something important is going on! I heard a rumor they are going to banish all droids.

ARTOO BEEPS rather loudly. C-3PO puts his fingers to his lips.

C-3PO: (continuing) Shhhhhh . . . not so loud.

ARTOO BEEPS quietly.

C-3PO: (continuing) Whatever it is, we'll be the last to know.

PADME: Anakin, what are you going to do?

ANAKIN looks down for a moment and then walks away from Padme.

ANAKIN: I will not betray the Republic . . . my loyalties lie with the Chancellor and with the Senate . . . and with you.

ANAKIN turns and walks back to Padme.

PADME: What about Obi-Wan?

ANAKIN: I don't know . . . Many Jedi have been killed. We can only hope that he's remained loyal to the Chancellor.

PADME: How could this have happened?

ANAKIN: The Republic is unstable, Padme. The Jedi aren't the only ones trying to take advantage of the situation. There are also traitors in the Senate.

PADME stands and reacts ever so slightly.

PADME: What are you saying?

ANAKIN: You need to distance yourself from your friends in the Senate. The Chancellor said they will be dealt with when this conflict is over.

PADME: What if they start an inquisition? I've opposed this war. What will you do if I become a suspect?

ANAKIN: That won't happen. I won't let it.

PADME: Oh, Anakin, I'm afraid.

ANAKIN takes PADME in his arms.

ANAKIN: Have faith, my love. Everything will soon be set right. The Chancellor has given me a very important mission. The Separatists have gathered in the Mustafar system. I'm going there to end this war. Wait for me until I return . . . things will be different, I promise.

They kiss.

ANAKIN: (continuing) Please, wait for me.

PADME: I will.

ANAKIN gets into his Fighter as THREEPIO backs away.

C-3PO: (to Artoo) Well, he is under a lot of stress, Artoo.

ARTOO beeps.

C-3PO: (continuing) Take care, my little friend.

ARTOO BEEPS a good-bye, and the fighter takes off. PADME is left alone on the veranda. She starts to cry. THREEPIO comes up to her.

C-3PO: (continuing) My Lady, is there anything I might do?

PADME: No thank you, Threepio.

G-3PO: A snack, perhaps?

PADME: No.

THREEPIO starts to move off.

C-3PO: I feel so helpless.

163 EXT. ALDERAAN-STARCRUISER-SPACE

OBI-WAN's ship docks with Bail Organa's Starcruiser.

## 164 INT. ALDERAAN-STARCRUISER-HALLWAY-DAY

The door to the main hallway slides open. OBI-WAN enters and is greeted by YODA and BAIL ORGANA. The three walk down the hallway.

BAIL ORGANA: You made it.

YODA: Master Kenobi, dark times are these. Good to see you. it is.

OBI-WAN: You were attacked by your Clones, also?

YODA: With the help of the Wookiees, barely escape, I did.

OBI-WAN: How many other Jedi managed to survive?

YODA: Heard from no one, have we.

BAIL ORGANA: I saw thousands of troops attack the Jedi Temple. That's why I went looking for Yoda.

OBI-WAN: Have we had any contact from the Temple?

YODA: Received a coded retreat message, we have.

BAIL ORGANA: It requests all Jedi to return to the Temple. It says that the war is over . . .

OBI-WAN: Well, then we must go back! If there are other stragglers, they will fall into the trap and be killed.

BAIL ORGANA: It's too dangerous to return.

YODA: Suggest dismantling the coded signal, do you?

OBI-WAN: Yes, Master. There is too much at stake here, and we need a clearer picture of what has happened.

YODA: I agree. In a dark place we find ourselves ... a little more knowledge might light our way.

## 165 EXT. MUSTAFAR-LAVA FIELDS-DAY

Workers move across the lava beds, gathering the magma. A column of aliens riding giant MUSTAFAR FLEAS marches forward.

## 166 INT. MUSTAFAR-MAIN CONTROL CENTER-DAY

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A HOLOGRAM of DARTH SIDIOUS is in the center of the room. NUTE GUNRAY and the REST OF THE SEPARATIST COALITION watch SIDIOUS.

NUTE GUNRAY: The plan has gone as you had promised, My Lord.

DARTH SIDIOUS: You have done well, Viceroy. When my new apprentice, Darth Vader, arrives, he will take care of you.

The hologram disappears.

167 INT. CRUISER-COCKPIT

The Republic Cruiser heads toward Coruscant. OBI-WAN, BAIL, YODA, and TWO PILOTS sit in the cockpit.

PILOT: We are receiving a message from the Chancellor's office, sir.

BAIL ORGANA: Send it through.

PILOT: Yes, sir.

The PILOT pushes some buttons. MAS AMEDDA appears on screen.

MAS AMEDDA: Senator Organa . . . the Supreme Chancellor of the Republic requests your presence at a special session of Congress.

BAIL ORGANA: Tell the Chancellor I will be there.

MAS AMEDDA: Very well. He will be expecting you.

MAS AMEDDA's image disappears from the screen.

BAIL ORGANA: It could be a trap.

OBI-WAN: No, I don't think so. The Chancellor will not be able to control the thousands of star systems without keeping the Senate intact.

YODA: If a special session of Congress there is, easier for us to enter the Jedi Temple it will be.

168 EXT. CORUSCANT-SENATE LANDING PLATFORM-LATE DAY

OBI-WAN, BAIL, and YODA land on Coruscant. The elevator door opens, and they step out.

GUARD: Welcome back, Senator. May I see your clearance?

BAIL ORGANA: Certainly.

GUARD: Thank you, you may proceed. We will take custody of the Jedi.

OBI-WAN: It would be better if we stayed with the Senator.

GUARD: It would be better if they stayed with you.

BAIL and his AIDES go into the Senate. YODA and OBI-WAN head for the Jedi Temple.

169 EXT. MUSTAFAR-JEDI STARFIGHTER-SPACE

ANAKIN's Jedi Starfighter heads for the hazy blood-red planet of Mustafar.

170 EXT. MUSTAFAR-LANDING PLATFORM-DAY

ANAKIN flies over the volcanoes of Mustafar and lands his Jedi Starfighter on a complex of Landing Platforms. His cockpit opens as R2-D2 pops from the ship with a happy BEEP.

ANAKIN: Artoo . . . stay with the ship.

ARTOO lets out a sad little BEEP and moves back toward the ship.

171 EXT. MUSTAFAR-LANDING PLATFORM-DAY

ANAKIN, putting on his hood, walks across a walkway upon arriving on Mustafar.

172 INT. MUSTAFAR-MAIN CONTROL CENTER-DAY

ANAKIN appears in the doorway of the control center.

NUTE GUNRAY: Welcome, Lord Vader. We've been expecting you.

Everyone in the room looks to him as he raises his hand toward a control panel, and all the exits close. The confused SEPARATISTS look around in bewilderment.

173 EXT. CORUSCANT-JEDI TEMPLE-LATE DAY

Smoke from the smoldering shell of the Jedi Temple fills the air with a brown haze.

174 INT. CORUSCANT-JEDI TEMPLE-MAIN ENTRANCE-LATE DAY

A DOZEN CLONE TROOPERS stand guard at the entrance of the Jedi Temple. Suddenly there is a flash of a lightsaber, a flurry of confusion, and all of the Clone Troopers are dead on the floor. YODA and OBI-WAN stand in the middle of the

carnage.

OBI-WAN: There are several battalions of Clone Troopers on every level. Many are dressed as Jedi.

YODA: Dismantle the coded signal quickly. That group back there, soon discovered will be.

175 EXT. CORUSCANT-SENATE BUILDING-SUNSET

The awesome Senate Building looms over the city. The endless traffic continues to clutter the skyline.

176 INT. CORUSCANT-SENATE CHAMBER-SUNSET

The Chancellor is in the podium in the center of the vast arena giving a speech. MAS AMEDDA stands to the right of SIDIOUS. BAIL ORGANA walks through the hallway of the Main Senate Chamber. He enters the Senate Pod of Naboo and sits next to PADME. JAR JAR, CAPTAIN TYPHO and TWO HANDMAIDENS are in the pod also.

PALPATINE: . . . and the Jedi Rebellion has been foiled.

BAIL ORGANA: I was held up. What's happening?

PADME: The Chancellor has been elaborating on a plot by the Jedi, to overthrow the Senate.

BAIL ORGANA: That's not true!

PADME: He's been presenting evidence all afternoon.

BAIL ORGANA: And the Senate will go along with it, just like they always do.

PALPATINE: The remaining Jedi will be hunted down and defeated. (applause) Any collaborators will suffer the same fate.

(applause)

These have been trying times, but we have passed the test.

177 INT. CORUSCANT-JEDI TEMPLE-HALLWAY-SUNSET

YODA and OBI-WAN make their way through the Temple, avoiding the HUNDREDS OF CLONE TROOPERS. They use the Force to distract the CLONES when they can.

YODA and OBI-WAN walk through the ruins of the Temple until they come across the bodies of some students.

OBI-WAN: Not even the younglings survived.

YODA: Killed not by clones, this Padawan. By a lightsaber, he was.

OBI-WAN: . . .Who?? Who could have done this?

178 INT. MUSTAFAR-MAIN CONTROL CENTER-DAY

ANAKIN ignites his lightsaber, NUTE and the OTHERS panic. The DROIDS at the controls and the GUARDS grab their weapons, but it is too late. They are cut down in a flash. The Separatists bang on the doors, and NUTE and RUNE HAAKO flee under a table.

ANAKIN, stone-faced, moves through the room like the grim reaper. Bodies drop everywhere. SCREAMS are cut short as the head of the Banking Clan dies.

Then POGGLE THE LESSER loses his head; WAT TAMBOR, SHU MAI, and the REST OF THE SEPARATISTS run into the conference room.

179 INT. CORUSCANT-SENATE CHAMBER-SUNSET

PALPATINE: The attempt on my life has left me scarred and deformed, but I assure you my resolve has never been stronger.

Applause.

180 INT. MUSTAFAR-MAIN CONTROL CENTER-DAY

In the hallway, ANAKIN cuts down DROIDS and SEPARATISTS alike. He is unstoppable. ANAKIN turns his head-his eyes are yellow.

181 INT. CORUSCANT-SENATE CHAMBER-SUNSET

PALPATINE continues his speech at the podium.

PALPATINE: The war is over. (applause) The Separatists have been defeated, (applause) and the Jedi rebellion has been foiled. We stand on the threshold of a new beginning.

There is a long period of APPLAUSE.

PADME: Well, this is the moment we discover if he intends to return the Republic to

a democracy.

PALPATINE: In order to ensure our security and continuing stability, the Republic will be reorganized into the first Galactic Empire, for a safe and secure society which I assure you will last for ten thousand years.

There is a loud, sustained CHEER from the Senate. BAIL ORGANA and PADME sit, dumbfounded.

PALPATINE: (continuing) An empire that will continue to be ruled by this august body, and a sovereign ruler chosen for life . . .

The Senate CHEERS again. BAIL and PADME are devastated. PADME begins to cry.

PALPATINE: (continuing) An empire ruled by the majority . . . Ruled by a new constitution . . .

The Senate APPLAUDS.

PADME: So this is how liberty dies, with thunderous applause . . .

BAIL ORGANA: We cannot let this happen.

He starts to stand up. PADME stops him.

PADME: Not now! There will be a time.

182 INT. MUSTAFAR-MAIN CONTROL CENTER-CONFERENCE ROOM-DAY

After everyone in the Main Control Room is dead, ANAKIN moves to the small conference room where WAT TAMBOR, SHU MAI, and some OTHER SEPARATISTS are hiding. RUNE HAAKO tries to run but is trapped by a dead-end as ANAKIN advances.

RUNE HAAKO: Stop! Enough, this is not right!

RUNE is cut down. NUTE GUNRAY crawls out from under the table and opens the Main Door, allowing DESTROYER DROIDS to enter. WAT TAMBOR is cut down, along with SHU MAI. DESTROYER DROIDS appear in the doorway and blast away, causing total destruction. When the firing is over, ANAKIN is gone. Blown away? No. ANAKIN drops from the ceiling behind the TWO DROIDS and cuts them to pieces before they know what hit them.

## 183 INT. MUSTAFAR-MAIN CONTROL CENTER-HALLWAY-DAY

NUTE GUNRAY is the last Separatist leader alive. ANAKIN moves on to find NUTE GUNRAY hiding in an alcove.

NUTE GUNRAY: The war is over. Lord Sidious promised us peace ... we only want . . .

NUTE GUNRAY is cut down in midsentence.

## 184 INT. CORUSCANT-JEDI TEMPLE-COMPUTER ROOM-NIGHT

OBI-WAN stands in a large computer area as YODA looks on, in the hatchway to the Main Control Center.

OBI-WAN: I've recalibrated the code warning all surviving Jedi to stay away.

YODA: Good . . . For the Clones to discover the recalibration, a long time it will take. To change it back, longer still. Hurry.

## 185 INT. CORUSCANT-JEDI TEMPLE-CONTROL CENTER-NIGHT

OBI-WAN enters the Main Control Center with YODA and heads for the hologram area.

OBI-WAN: Wait, Master. There is something I must know . . .

YODA: If into the security recordings you go, only pain will you find.

OBI-WAN: I must know the truth, Master.

OBI-WAN moves to a panel and flips some switches. He sees a HOLOGRAM of ANAKIN slaughtering JEDI, including the YOUNG ONES. OBI-WAN and YODA react.

OBI-WAN: (continuing) It can't be . . . It can't be . . .

As ANAKIN surveys the carnage, a DARK-ROBED SITH LORD enters. ANAKIN turns to DARTH SIDIOUS and kneels before him.

ANAKIN: The traitors have been taken care of, Lord Sidious.

DARTH SIDIOUS: Good . . . good . . . You have done well, my new apprentice. Do you feel your power growing?

ANAKIN: Yes, My Master.

DARTH SIDIOUS: Now, Lord Vader, now go and bring peace to the Empire.

OBI-WAN watches in horror. Tears well up in his eyes.

OBI-WAN: I can't watch any more.

OBI-WAN switches off the hologram. The TWO JEDI stand in silence for a few moments.

YODA: Destroy the Sith, we must.

OBI-WAN: Send me to kill the Emperor. I will not kill Anakin.

YODA: To fight this Lord Sidious, strong enough, you are not.

OBI-WAN: He is like my brother ... I cannot do it.

YODA: Twisted by the dark side, young Skywalker has become. The boy you trained, gone he is . . . Consumed by Darth Vader.

OBI-WAN: How could it have come to this?

YODA: To question, no time there is.

OBI-WAN: I do not know where the Emperor has sent him. I don't know where to look.

YODA: Use your feelings, Obi-Wan, and find him, you will. Visit the new Emperor, my task is. May the Force be with you.

OBI-WAN: May the Force be with you, Master Yoda.

186 INT. CORUSCANT-PADME'S APARTMENT-AFTERNOON

A DC0052 Intergalactic Speeder pulls up to the veranda landing of Padme's apartment.

187 EXT. CORUSCANT -PADME'S APARTMENT-VERANDA-AFTERNOON

The cockpit of the sleek yellow Galactic Speeder opens, and a HOODED FIGURE emerges and walks onto the veranda. An ALARM GOES OFF deep in the apartment. The FIGURE stops before a security curtain that protects the veranda. C-3PO enters the veranda and approaches the FIGURE.

C-3PO: Hello, might I help you . . . Oh, it's you, Master Kenobi. Come in, quickly.

The security curtain disappears, and the FIGURE lifts his hood. It is OBI-WAN. The

alarm stops sounding.

OBI-WAN: Has Anakin been here . . . ?

C-3PO: Yes . . . right after the attack on the Jedi Temple.

PADME comes down the stairs in a robe. THREEPIO leaves.

PADME: Master Kenobi . . .

She embraces Obi-Wan.

PADME: (continuing) Oh, Obi-Wan, thank goodness . . . you're alive.

OBI-WAN: The Republic has fallen. Padme . . . The Jedi Order is no more . . .

PADME: I know, it's hard to believe everything to which we've dedicated our lives is gone.

OBI-WAN: I believe we have been part of a plot hundreds of years in the making.

PADME: The Senate is still intact, there is some hope.

OBI-WAN: No. Padme . . . It's over . . . The Sith now rule the galaxy as they did before the Republic.

PADME: The Sith!?!

OBI-WAN: I'm here looking for Anakin . . . When was the last time you saw him?

PADME: Yesterday.

OBI-WAN: And do you know where he is now?

PADME: (looks down) No.

OBI-WAN: Padme, I need your help. He's in grave danger.

PADME: From the Sith?

OBI-WAN: From himself . . . Padme, Anakin has turned to the dark side.

PADME: You're wrong! How could you even say that?

OBI-WAN: I have seen a security hologram of him killing younglings.

PADME: Not Anakin! He couldn't!

OBI-WAN: He was deceived by a lie. We all were. It appears that the Chancellor is behind everything, including the war. Palpatine is the Sith Lord we've been looking for. After the death of Count Dooku, Anakin became his new apprentice.

PADME: I don't believe you ... I can't.

OBI-WAN: Padme, I must find him.

PADME: You're going to kill him, aren't you?

OBI-WAN: He has become a very great threat.

As PADME moves to sit down, she reveals her pregnancy.

PADME: I can't . . .

OBI-WAN: Anakin is the father, isn't he?

PADME looks away.

OBI-WAN: (continuing) I'm so sorry.

OBI-WAN turns and leaves as PADME stares transfixed, not knowing what to do. She is worried and tormented. OBI-WAN takes off in the Speeder. She studies the japor snippet that is hanging around her neck.

188 INT. MUSTAFAR-LANDING PLATFORM-DAY

R2-D2 waits forlornly for his Master in front of the Jedi Starfighter.

189 INT. MUSTAFAR-MAIN CONTROL CENTER-DAY

ANAKIN surveys the slaughter with a crazed look in his eyes.

190 INT. MUSTAFAR-CONTROL CENTER-BALCONY-DAY

ANAKIN stares out at Mustafar, standing on the control room balcony.

191 EXT. CORUSCANT-LANDING PLATFORM-SUNSET

A small Naboo Skiff rests on a landing platform in the vast congestion of Coruscant. PADME gets out of her Speeder, followed by CAPTAIN TYPHO and C-3PO.

CAPTAIN TYPHO: My Lady, let me come with you.

PADME: There is no danger. The fighting is over, and . . . this is personal.

TYPHO bows.

CAPTAIN TYPHO: As you wish, My Lady . . . but I strongly disagree.

PADME: I'll be all right, Captain.

He goes to the speeder and gets in.

PADME: (continuing) This is something I must do myself. Besides, Threepio will look after me.

C-3PO: Oh, dear.

TYPHO takes off and PADME and THREEPIO board the small NABOO SKIFF. A shadow moves out from under the SKIFF. It is OBI-WAN. He quickly jumps on the retracting ramp as the SKIFF takes off.

192 INT. NABOO SKIFF

THREEPIO chatters away as PADME breaks down in tears, the painful reality sinking in.

C-3PO: Green light. Do you know that I think I'm beginning to get the hang of this flying business.

OBI-WAN stows away on Padme's ship. The ship lifts from the landing platform and heads into the traffic lanes.

193 INT. CORUSCANT-SENATE ARENA-CHANCELLOR'S HOLDING OFFICE-SUNSET

A HOLOGRAM OF ANAKIN appears before PALPATINE in his office at the bottom of the Senate Arena.

DARTH VADER: The Separatists are taken care of, My Master.

DARTH SIDIOUS: It is finished, then. You have restored peace and justice to the galaxy. You have done well, Lord Vader.

DARTH VADER: Thank you, My Master.

194 INT. MUSTAFAR-COXFERENCE ROOM-DAY

A Hologram of Sidious speaks with Anakin in the Mustafar control room.

DARTH SIDIOUS: Send a message to the ships of the Trade Federation. Tell them

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the Separatist leaders have been wiped out. Grievous and Dooku have been destroyed. All droid units must shut down immediately.

DARTH VADER: Very good, My Lord.

ANAKIN sees Padme's ship arriving on the screen and goes out to meet her.

195 EXT. MUSTAFAR-LANDING PLATFORM-DAY

The sleek NABOO SKIFF lands on the Mustafar landing platform near Anakin's GREEN STARFIGHTER. ANAKIN runs up to the SKIFF as the ramp lowers. PADME runs to him.

ANAKIN: Padme, I saw your ship . . .

They embrace.

PADME: Oh, Anakin!

ANAKIN: It's all right, you're safe now. What are you doing out here?

PADME: I was so worried about you. Obi-Wan told me terrible things.

ANAKIN: What things?

PADME: He said you have turned to the dark side . . . that you killed younglings.

ANAKIN: Obi-Wan is trying to turn you against me.

PADME: He cares about us.

ANAKIN: Us??!

PADME: He knows . . . He wants to help you.

ANAKIN: Is Obi-Wan going to protect you? He can't ... he can't help you. He's not strong enough.

PADME: Anakin, all I want is your love.

ANAKIN: Love won't save you, Padme. Only my new powers can do that.

PADME: At what cost? You are a good person. Don't do this.

ANAKIN: I won't lose you the way I lost my mother! I've become more powerful than any Jedi has ever dreamed of and I've done it for you. To protect you.

PADME: Come away with me. Help me raise our child. Leave everything else behind while we still can.

ANAKIN: Don't you see, we don't have to run away anymore. I have brought peace to the Republic. I am more powerful than the Chancellor. I can overthrow him, and together you and I can rule the galaxy. Make things the way we want them to be.

PADME: I don't believe what I'm hearing . . . Obi-Wan was right. You've changed.

ANAKIN: I don't want to hear any more about Obi-Wan. The Jedi turned against me. Don't you turn against me.

PADME: I don't know you anymore. Anakin, you're breaking my heart. I'll never stop loving you, but you are going down a path I can't follow.

ANAKIN: Because of Obi-Wan?

PADME: Because of what you've done . . . what you plan to do. Stop, stop now. Come back! I love you.

ANAKIN: (seeing Obi-Wan) Liar!

PADME turns around and. sees OBI-WAN standing in the doorway of the Naboo Cruiser.

PADME: No!

ANAKIN: You're with him. You've betrayed me! You brought him here to kill me!

PADME: NO! Anakin. I swear ... I ...

ANAKIN reaches out, and PADME grabs her throat as she starts to choke.

OBI-WAN: Let her go, Anakin.

ANAKIN: What have you and she been up to?

OBI-WAN: Let her go!

ANAKIN releases his grip on the unconscious PADME and she crumples to the ground.

ANAKIN: You turned her against me.

OBI-WAN: You have done that yourself.

ANAKIN: You will not take her from me.

ANAKIN throws off his cloak.

OBI-WAN: Your anger and your lust for power have already done that.

OBI-WAN flings off his cloak.

OBI-WAN: (continuing) You have allowed this Dark Lord to twist your mind until now . . . until now you have become the very thing you swore to destroy.

They circle each other until OBI-WAN is near PADME. He places his hand on her.

ANAKIN: Don't lecture me, Obi-Wan. I see through the lies of the Jedi. I do not fear the dark side as you do. I have brought peace, justice, freedom, and security to my new Empire.

OBI-WAN: Your new Empire?

ANAKIN: Don't make me kill you.

OBI-WAN: Anakin, my allegiance is to the Republic ... to democracy.

ANAKIN: If you're not with me, you're my enemy.

OBI-WAN: Only a Sith Lord deals in absolutes. I will do what I must.

(ignites his lightsaber)

ANAKIN: You will try.

ANAKIN ignites his lightsaber.

ANAKIN lashes out at OBI-WAN, and they begin a ferocious sword fight. ANAKIN throws CONTAINERS at OBI-WAN using the Force. They work their way off the landing platform and into the main entry hallway. ANAKIN kicks OBI-WAN, and OBI-WAN drops to a lower level. ARTOO BEEPS his concern and rushes to the unconscious PADME's aid.

196 INT. CORRIDOR-SENATE ARENA-CHANCELLOR'S HOLDING OFFICE-NIGHT

YODA enters, using the Force to throw two RED GUARDS against the wall, knocking them unconscious. DARTH SIDIOUS turns his chair toward YODA. MAS AMEDDA stands behind SIDIOUS's desk.

YODA: I hear a new apprentice, you have. Emperor, or should I call you Darth Sidious.

DARTH SIDIOUS: Master Yoda, you survived.

YODA: Surprised?

DARTH SIDIOUS: Your arrogance blinds you, Master Yoda. Now you will experience the full power of the dark side.

The Dark Lord raises his arms, and LIGHTNING BOLTS shoot out, surrounding YODA. YODA is picked up and thrown across the room, hitting the wall and sliding down in a crumpled heap. DARTH SIDIOUS chuckles.

197 INT. MUSTAFAR-PASSAGES TO MAIN CONTROL CENTER-DAY

ANAKIN and OBI-WAN move their fight toward the main control center. As the laser swords fly, bits of the hallway are cut up. OBI-WAN and ANAKIN jump and use every trick in the Jedi book.

198 EXT. MUSTAFAR-LANDING PLATFORM-NABOO CRUISER-DAY

R2-D2, tries to drag PADME on board the Naboo Cruiser. C-3PO pokes his head out of the ship's doorway.

C-3PO: What are you doing? You're going to hurt her. Wait!!

C-3PO starts down the ramp.

199 INT. CORRIDOR-SENATE ARENA-CHANCELLOR'S HOLDING OFFICE-NIGHT

MAS AMEDDA leaves the room. PALPATINE approaches a stunned YODA.

DARTH SIDIOUS: I have waited a long time for this moment, my little green friend. At last, the Jedi are no more.

YODA: Not if anything I have to say about it, Lord Sidious.

YODA uses the Force to throw DARTH SIDIOUS back, knocking him clear over his desk and onto the floor in a heap.

YODA: (continuing) At an end your rule is and not short enough it was, I must say.

DARTH SIDIOUS flies through the air, cape flapping, heading toward the exit. At the last second, YODA flies into the exit and stops the Dark Lord.

YODA: (continuing) If so powerful you are, why leave??

YODA ignites his lightsaber.

DARTH SIDIOUS: You will not stop me. Darth Vader will become more powerful than

either of us.

DARTH SIDIOUS ignites his lightsaber.

YODA: Faith in your new apprentice, misplaced may be, as is your faith in the dark side of the Force.

Their swords CLASH. The battle is extremely fast and furious.

200 INT. MUSTAFAR-MAIN CONTROL CENTER-DAY

View screens EXPLODE around ANAKIN and OBI-WAN as they work their way into the Control Room. The fighting is intense. OBI-WAN is on the defensive as he jumps up on the table view screen in the center of the room.

ANAKIN: Don't make me destroy you, Master. You're no match for the dark side.

OBI-WAN: I've heard that before, Anakin . . . but I never thought I'd hear it from you.

ANAKIN forces OBI-WAN back into the Conference Room where the quarters are much closer. Sparks fly everywhere. ANAKIN jumps onto the conference table. OBI-WAN slides across the table, knocking ANAKIN over. OBI-WAN grabs ANAKIN's lightsaber as he falls. OBI-WAN uses the Force to summon his dropped lightsaber. ANAKIN does the same.

201 INT. CORUSCANT-SENATE CHAMBER-MAIN ARENA-NIGHT

PALPATINE seeks refuge in the vast Senate Chamber. He gets into the Chancellor's Podium and it starts to rise up into the Arena. YODA makes a giant leap into the control pod. The sword fighting is intense in the confined space.

202 INT. MUSTAFAR-MAIN CONTROL CENTER-DAY

The battle intensifies.

OBI-WAN: (continuing) The flaw of power is arrogance.

OBI-WAN stands looking at his former apprentice for a moment.

ANAKIN: You hesitate . . . the flaw of compassion.

OBI-WAN and ANAKIN lock sabers. OBI-WAN puts out his hand to use the Force to push ANAKIN away. ANAKIN puts out his hand to block OBI-WAN. Both combatants are blasted backwards onto the control panels. They regain their footing and

the battle continues. ANAKIN kicks OBI-WAN away. They battle around the room, and eventually the door to the exterior is knocked open. They continue battling out onto the balcony.

203 INT. CORUSCANT-SENATE CHAMBER-MAIN ARENA-NIGHT

YODA unleashes a ferocious assault on PALPATINE, causing him to almost go over the edge. The Dark Lord drops his lightsaber but recovers with a BLAST OF ENERGY from his hands that surrounds YODA. YODA is deflecting the Sith Lord's lightning bolts.

The energy bolts begin to arc back on the Emperor. It looks as if the Dark Lord is doomed.

YODA: Destroy you I will, just as Master Kenobi, your apprentice will destroy.

YODA jumps to a lower Senate Pod. PALPATINE reaches out with one hand, and a Senate pod is released from its mooring and heads toward the Podium. PALPATINE uses the Force to hurl pod after pod at YODA, who ducks and jumps from one flying pod to another.

YODA leaps away from the pods. He uses the Force to hold one pod suspended in the air. The pod spins and YODA throws it back at PALPATINE, who leaps away at the last moment.

YODA leaps after him, but PALPATINE quickly turns and aims the full force of his energy bolts at the tiny green Jedi, catching him in mid-air and throwing him back hard against the Podium. The force causes YODA to drop his lightsaber. YODA blocks the lightning and throws PALPATINE backwards off the podium. YODA is knocked off the Podium and falls several hundred feet to the base of the Podium. PALPATINE follows in his pod, searching for YODA.

204 EXT. MUSTAFAR-MAIN CONTROL CENTER BALCONY-DAY

ANAKIN forces OBI-WAN down a narrow balcony outside the Control Room. He rips objects off the wall and throws them at OBI-WAN as he pushes him further and further along the walkway.

The balcony ends, and OBI-WAN is trapped. He looks over the balcony and into a river of lava.

ANAKIN cuts a piece of the balcony railing off, along with a control panel. ALARMS

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SOUND, and a protective ray shield around the superstructure disappears. It tumbles into the molten abyss, disappearing in a puff of smoke. A small pipe connects the Control Center to the Main Collection Plant. OBI-WAN has no choice but to tightrope-walk out across the lava river while fighting ANAKIN.

205 EXT. MUSTAFAR-MAIN CONTROL CENTER BALCONY, PIPE ACROSS LAVA RIVER, MAIN COLLECTION PLANT-DAY

ANAKIN, following OBI-WAN, jumps down onto the flexing pipe, lands, and resumes fighting.

206 INT. MUSTAFAR-PIPE ACROSS LAVA RIVER-DAY

OBI-WAN and ANAKIN work their way across the small pipe, fighting ferociously as they go. OBI-WAN slips, throws his lightsaber up in the air, grabs on to the pipe, swings around, grabs on to an upper pipe, retrieves his lightsaber, and lands back on the original pipe. They continue to fight across the pipe until they reach the Main Collection Plant.

207 INT. CORUSCANT-SENATE OFFICE BUILDING-WIRING CHUTE-NIGHT

YODA squishes his way through a mass of wires in a small chute. He talks on his comlink.

YODA: Hurry. Careful timing we will need.

BAIL ORGANA: (in speeder) There aren't many troops on this side. Activate your homing beacon when you're ready.

208 INT. CORUSCANT-SENATE CHAMBER-MAIN ARENA-NIGHT

A Senate pod with COMMANDER THIRE (4477) and SEVERAL OTHER CLONE TROOPERS climb up to where MAS AMEDDA and PALPATINE are waiting. Beneath the Main Podium, TWENTY CLONE TROOPERS search for Yoda's body.

CLONE COMMANDER THIRE: There is no sign of his body, sir.

MAS AMEDDA: Then he is not dead.

PALPATINE: Double your search.

CLONE COMMANDER THIRE: Yes sir. Right away, sir.

PALPATINE: (to Mas Amedda) Tell Captain Kagi to prepare my shuttle for immediate

takeoff.

MAS AMEDDA: Yes, Master.

PALPATINE: I sense Lord Vader is in danger.

PALPATINE walks into the Arena hallway. COMMANDER THIRE descends down to the floor of the Arena, where an intense search is taking place. SEVERAL CURIOUS SENATORS rubberneck in scattered pods.

#### 209 EXT. MUSTAFAR-COLLECTION PANELS-DAY

OBI-WAN and ANAKIN battle on the top of the multispired collection panels, jumping from one to the other. At the end of the collection cluster, a huge spray of lava covers the attachments that hold up the collectors. The frame begins to melt. It's raining lava. Both ANAKIN and OBI-WAN run for cover under the collection cluster. They continue to fight in the lava rain, darting from cover to attack, then quickly retreating to cover. Support for the entire structure begins to fall away, and the collection cluster falls into the lava river. The Jedi continue their fight, climbing to the highest point on the tower as the rest begins to melt away as it rides the swift current down the river.

It bends toward the lava as they get out toward the end. The fighting gets fierce. OBI-WAN gets to the end and is trapped. The tower slowly starts to sink under the lava.

#### 210 EXT. CORUSCANT-SENATE OFFICE BUILDING-NIGHT

BAIL ORGANA, in his open Cockpit Speeder, flies along next to the roof eave of the huge Senate Building. He slows and moves closer to a long row of recessed lights. Suddenly YODA falls out of one of the light recesses and lands in the Speeder. BAIL guns it and heads away from the Senate Building.

#### 211 INT. CORUSCANT-BAIL ORGANA'S SPEEDER-NIGHT

YODA straightens himself out.

YODA: Into exile I must go. Failed, I have.

YODA and BAIL fly into the traffic of the city.

#### 212 EXT. MUSTAFAR-COLLECTION PANELS-DAY

OBI-WAN realizes he is getting very close to the edge of the lava falls. He grabs a rope and leaps from the collection arm. ANAKIN follows. ANAKIN and OBI-WAN

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continue their sword fight hanging from cables as they swing past each other.

213 EXT. MUSTAFAR-LANDING PLATFORM-NABOO SKIFF-DAY

C-3PO carefully lifts PADME into his arms. R2-D2 nervously looks on. BEEPING.

C-3PO: I am being careful. I've got a good hold on her, but . . . I'm worried about my back. I hope it's able to hold up under this weight.

C-3PO carries PADME into the Naboo Skiff.

214 EXT. MUSTAFAR-COLLECTION PANELS-DAY

From their cables, ANAKIN and OBI-WAN both spot something that causes them to stop fighting. The lava river ahead drops off in a tremendous lava fall.

SNAPPING AND METAL GROANS are heard as the main part of the collector starts to break away and move toward the lava fall. OBI-WAN looks around and sees a small floating platform making its way toward the tower.

OBI-WAN does a double back-flip and lands squarely on the floating platform. He immediately leans to one side and moves away from the tower.

ANAKIN realizes he is doomed as the entire tower heads for the falls. In the distance he sees some CONSTRUCTION DROIDS. He swings back to the tower, climbs up and makes a running leap and miraculously lands on A WORKER DROID. The DROID is confused and chatters to his CO-WORKER. The giant collector goes over the lava flow and disappears in the mist of sparks below.

OBI-WAN heads for the bank of the lava river, but Anakin's DROID is faster. He catches up with his old Master.

OBI-WAN and ANAKIN continue the swordfight. They battle away, balancing on the tiny platform and puzzled DROID. ANAKIN, standing on the Droid, approaches OBI-WAN on the work platform.

OBI-WAN: I have failed you, Anakin. I was never able to teach you to think.

ANAKIN and OBI-WAN confront each other on the lava river.

ANAKIN: I should have known the Jedi were plotting to take over . . .

OBI-WAN: From the Sith!!! Anakin, Chancellor Palpatine is evil.

ANAKIN: From the Jedi point of view! From my point of view, the Jedi are evil.

OBI-WAN: Well, then you are lost!

ANAKIN: This is the end for you, My Master. I wish it were otherwise.

ANAKIN jumps and flips onto OBI-WAN's platform. The fighting continues again until OBI-WAN jumps toward the safety of the black sandy edge of the lava river. He yells at Anakin.

OBI-WAN: It's over, Anakin. I have the high ground.

ANAKIN: You underestimate my power!

OBI-WAN: Don't try it.

ANAKIN follows, and OBI-WAN cuts his young apprentice at the knees, then cuts off his left arm in the blink of an eye. ANAKIN tumbles down the embankment and rolls to a stop near the edge of the lava.

ANAKIN struggles to pull himself up the embankment with his mechanical hand. His thin leather glove has been burned off. He keeps sliding down in the black sand.

OBI-WAN: (continuing) . . . You were the Chosen One! It was said that you would, destroy the Sith, not join them. It was you who would bring balance to the Force, not leave it in Darkness.

OBI-WAN picks up Anakin's light saber and begins to walk away. He stops and looks back.

ANAKIN: I hate you!

OBI-WAN: You were my brother, Anakin. I loved you.

ANAKIN'S clothing blows into the lava river and ignites. Suddenly ANAKIN bursts into flames and starts SCREAMING.

215 INT. MUSTAFAR-VOLCANO EDGE-DAY

OBI-WAN looks in horror as ANAKIN becomes engulfed in flames. OBI-WAN can't watch him as he struggles to climb the embankment, covered in flames.

He runs back to Padme's ship as ANAKIN drops, smoldering, near the top of the lava pit.

216 EXT. MUSTAFAR-LANDING PLATFORM-NABOO SKIFF-DAY

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OBI-WAN makes his way to the SKIFF. He looks for Padme. THREEPIO sticks his head out the door of the SKIFF.

C-3PO: Master Kenobi! We have Miss Padme on board. Please, please hurry. We should leave this dreadful place.

OBI-WAN runs on board the Naboo Skiff.

217 EXT. MUSTAFAR-LANDING PLATFORM-NABOO SKIFF-DAY

PADME lies on a cot or bed inside the ship. OBI-WAN walks over and checks on her.

PADME: Obi-Wan? Is Anakin all right?

OBI-WAN looks at her sadly and does not answer. He brushes her hair back. Padme drops back into unconsciousness. ARTOO watches over her. OBI-WAN rides in the co-pilot's station. He sits looking pensive. THREEPIO drives.

218 EXT. MUSTAFAR-VOLCANO EDGE-DAY

ANAKIN crawls up the bank, his body smoking. A shuttle flies overhead and lands.

219 EXT. MUSTAFAR-LANDING PLATFORM-IMPERIAL SHUTTLE-DAY

An Imperial Shuttle closes its wings and settles on the highest of the Mustafar Landing Platforms. A PLATOON OF CLONE TROOPERS exits the craft, followed by DARTH SIDIOUS.

220 INT. MUSTAFAR-VOLCANO PIT-DAY

DARTH SIDIOUS walks in front of the CLONE TROOPERS on his way to get to Anakin at the edge of the lava pit.

221 EXT. MUSTAFAR-VOLCANO PIT-DAY

DARTH SIDIOUS discovers what remains of ANAKIN and checks him out. He turns to the CLONES.

DARTH SIDIOUS: Anakin! Anakin! There he is. He's still alive. Get a medical capsule, immediately.

CLONE CAPTAIN: Yes sir. Right away.

Several of the CLONES rush off as DARTH SIDIOUS puts his hand on ANAKIN's forehead.

## 222 INT. POLIS MASSA-OBSERVATION DOME-NIGHT

On the isolated asteroid of Polis Massa, YODA meditates.

YODA: Failed to stop the Sith Lord, I have. Still much to learn, there is ...

QUI -GON: (V.O.) Patience. You will have time. I did not. When I became one with the Force I made a great discovery. With my training, you will be able to merge with the Force at will. Your physical self will fade away, but you will still retain your consciousness. You will become more powerful than any Sith.

YODA: Eternal consciousness.

QUI-GON: (V.O.) The ability to defy oblivion can be achieved, but only for oneself. It was accomplished by a Shaman of the Whills. It is a state acquired through compassion, not greed.

YODA: . . . to become one with the Force, and influence still have . . . A power greater than all, it is.

QUI-GON: (V.O.) You will learn to let go of everything. No attachment, no thought of self. No physical self.

YODA: A great Jedi Master, you have become, Qui-Gon Jinn. Your apprentice I gratefully become.

YODA thinks about this for a minute, then BAIL ORGANA enters the room and breaks his meditation.

BAIL ORGANA: Excuse me, Master Yoda. Obi-Wan Kenobi has made contact.

## 223 EXT. MUSTAFAR-LANDING PLATFORM-DAY

The CLONES have placed ANAKIN in a medical capsule. They float the wounded Sith Lord into the belly of the IMPERIAL CRUISER. DARTH SIDIOUS follows the capsule into the ship. The ship takes off.

## 224 EXT. POLIS MASSA-LANDING PLATFORM-NIGHT

OBI-WAN lands the Naboo Cruiser on the landing platform of the isolated post of Polis Massa. YODA and BAIL ORGANA, along with a FEW GROUND CREW, are waiting as the ramp lowers and OBI-WAN emerges, carrying the unconscious PADME in his arms, followed by ARTOO and THREEPIO.

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BAIL ORGANA: We'll take her to the medical center, quickly.

225 EXT. LANDING PLATFORM-CORUSCANT-IMPERIAL REHAB CENTER-DAY

The shuttle lands. DARTH SIDIOUS and CLONE TROOPERS leave the shuttle. ANAKIN's body is carried along in a floating medical capsule.

226 INT. POLIS MASSA-MEDICAL CENTER-NIGHT

POLIS MEDICS work, on PADME in an operating theater. OBI-WAN and one of the MEDICAL DROIDS enter an observation room where BAIL and YODA are waiting.

MEDICAL DROID: Medically, she is completely healthy. For reasons we can't explain, we are losing her.

OBI-WAN: She's dying?

MEDICAL DROID: We don't know why. She has lost the will to live. We need to operate quickly if we are to save the babies.

BAIL ORGANA: Babies??!!

MEDICAL DROID: She's carrying twins.

YODA: Save them, we must. They are our last hope.

The MEDICAL DROID rushes back to the operating room. ARTOO and THREEPIO watch, greatly puzzled. ARTOO BEEPS.

C-3PO: It s some kind of reproductive process, I think.

227 INT. CORUSCANT-IMPERIAL REHAB CENTER-DAY

ANAKIN, in the medical capsule, is lifted onto a table in the Rehab Center. DROIDS go to work on him. ANAKIN has new legs and a new arm.

228 INT. POLIS MASSA-MEDICAL CENTER-NIGHT

The TWINS are being delivered as BAIL ORGANA, YODA, ARTOO, and THREEPIO watch. OBI-WAN is in the operating theater with PADME. He takes her hand.

OBI-WAN: Don't give up, Padme.

PADME winces from the pain. The MEDICAL DROID is holding the BABY.

MEDICAL DROID: It's a boy.

PADME: Luke . . .

PADME can only offer up a faint smile. She struggles to touch the baby on the forehead.

MEDICAL DROID: ... and a girl.

PADME: . . . Leia.

R2-D2, THREEPIO and BAIL ORGANA watch from an adjoining space.

229 INT. CORUSCANT-IMPERIAL REHAB CENTER-DAY

VADER, dressed in his black body armor, lies on the table. Nose plugs are inserted and the mask drops from above, sealing tightly. The helmet is fitted and VADER begins breathing.

230 INT. POLIS MASSA-MEDICAL CENTER-NIGHT

OBI WAN leans over PADME and softly speaks to her.

OBI-WAN: You have twins, Padme They need you . . . hang on.

PADME: I can't . . .

PADME winces again and takes OBI-WAN's hand. She is holding Anakin's japor snippet.

OBI-WAN: Save your energy.

PADME: Obi-Wan . . . there . . . is good in him. I know there is ... still . . .

A last gasp, and she dies. Obi-Wan studies the necklace.

231 INT. CORUSCANT-IMPERIAL REHAB CENTER-DAY

DARTH SIDIOUS hovers around the periphery of a group of MEDICAL DROIDS who are working on ANAKIN. DARTH SIDIOUS paces in the foreground. A DROID approaches the Dark Lord.

MEDICAL DROID: My Lord, the construction is finished ... he lives.

DARTH SIDIOUS: Good. Good.

The DROID moves back to the table where DARTH VADER lies. The table begins to

move upright. DARTH SIDIOUS moves in next to DARTH VADER.

DARTH SIDIOUS: (continuing) Lord Vader, can you hear me?

DARTH VADER, with his dark mask and helmet, moves up into the frame until he is in a CLOSEUP.

DARTH VADER: Yes, My Master.

DARTH VADER looks around the room.

DARTH VADER: (continuing) Where is Padme? Is she safe, is she all right?

DARTH SIDIOUS moves closer to the half droid/half man.

DARTH SIDIOUS: I'm afraid she died. ... it seems in your anger, you killed her.

A LOW GROAN emanates from Vader's mask. Suddenly everything in the room begins to implode, including some of the DROIDS.

DARTH VADER: I couldn't have! She was alive! I felt her! She was alive! It's impossible! No!!!

VADER SCREAMS, breaks his bonds to the table, and steps forward, waving his hands, causing objects to fly around the room. SIDIOUS deflects the objects, but some of the DROIDS aren't so lucky. VADER'S PAINFUL SCREAMS echo throughout the Center.

232 EXT. NABOO-ALDERAAN STARCROISER

BAIL ORGANA's Starcruiser approaches the city of Theed.

233 INT. ALDERAAN CRUISER-CONFERENCE ROOM

BAIL ORGANA, YODA, and OBI-WAN sit around a conference table.

YODA: Pregnant, she must still appear. Hidden, safe, the children must be kept.

OBI-WAN: We must take them somewhere the Sith will not sense their presence.

YODA: Split up, they should be.

BAIL ORGANA: My wife and I will take the girl. We've always talked of adopting a baby girl. She will be loved with us.

OBI-WAN: And what of the boy?

YODA: To Tatooine. To his family, send him.

OBI-WAN: I will take the child and watch over him. Master Yoda, do you think Anakin's twins will be able to defeat Darth Sidious?

YODA: Strong the Force runs, in the Skywalker line. Hope, we can . . . Done, it is. Until the time is right, disappear we will.

BAIL leaves the conference room. YODA stops OBI-WAN.

YODA: (continuing) Master Kenobi, wait a moment. In your solitude on Tatooine, training I have for you.

OBI-WAN: Training??

YODA: An old friend has learned the path to immortality.

OBI-WAN: Who?

YODA: One who has returned from the netherworld of the Force to train me . . . your old Master, Qui-Gon Jinn.

OBI-WAN: Qui-Gon? But, how could he accomplish this?

YODA: The secret of the Ancient Order of the Whills, he studied. How to commune with him. I will teach you.

OBI-WAN: I will be able to talk with him?

YODA: How to join the Force, he will train you. Your consciousness you will retain, when one with the Force. Even your physical self, perhaps.

234 INT. ALDERAAN STARCRUISER-HALLWAY- SPACE

BAIL ORGANA, followed by ARTOO and THREEPIO, approaches CAPTAIN ANTILLES and TWO CREW MEMBERS.

BAIL ORGANA: Captain Antilles.

CAPTAIN ANTILLES: Yes, Your Highness.

BAIL ORGANA: I'm placing these droids in your care. Treat them well. Clean them up. Have the Protocol Droid's mind wiped.

C-3PO: Oh, no.

## 235 EXT. NABOO-MAIN SQUARE-DAWN

SIO BIBBLE walks with other MOURNERS. LARGE CROWDS line the street as a flowered, covered coffin is drawn by SIX BEAUTIFUL WHITE BEASTS. SOLDIERS AND FAMILY ATO DIGNITARIES follow the casket. PADME's hand clutches the japor snippet.

## 236 EXT. DAGOBAH-DAY

A small escape pod hurls toward the swamp planet and disappears in the mist. The pod has landed, and YODA descends the ramp, surveying the unfamiliar terrain.

## 237 EXT. IMPERIAL STAR DESTROYER-SPACE

A Star Destroyer is surrounded by ATTACK CRUISERS. On the bridge of the Star Destroyer stands the EMPEROR and GOVERNOR TARKIN.

DARTH VADER walks along the bridge to join the EMPEROR and GOVERNOR TARKIN. The camera PANS to reveal the huge frame structure which is the beginning of the DEATH STAR.

## 238 EXT. ALDERAAN-STARCRUISER-SPACE

The ship approaches the surface of Alderaan.

## 239 EXT. ALDERAAN-LATE AFTERNOON

The QUEEN OF ALDERAAN sits on a balcony looking out over the awesome mountains of Alderaan. BAIL ORGANA brings a small baby to her. She takes her and rocks her.

## 240 EXT. TATOOINE-SUNSET

OBI-WAN rides up to the moisture farm homestead on an EOPIE. He dismounts, takes the BABY out of a papoose on his back, and walks toward AUNT BERU, who walks over to greet him. They talk for a moment, and OBI-WAN turns the baby over to the young homesteader. AUNT BERU walks to UNCLE OWEN who is standing on the ridge near the homestead. OBI-WAN leaves as OWEN, BERU, and the BABY watch the twin suns set.

IRIS OUT. END TITLES.



# Episdoe IV: A New Hope

A long time ago, in a galaxy far, far, away...

A vast sea of stars serves as the backdrop for the main title. War drums echo through the heavens as a rollup slowly crawls into infinity.

It is a period of civil war. Rebel spaceships, striking from a hidden base, have won their first victory against the evil Galactic Empire. During the battle, Rebel spies managed to steal secret plans to the Empire's ultimate weapon, the Death Star, an armored space station with enough power to destroy an entire planet. Pursued by the Empire's sinister agents, Princess Leia races home aboard her starship, custodian of the stolen plans that can save her people and restore freedom to the galaxy...

The awesome yellow planet of Tatooine emerges from a total eclipse, her two moons glowing against the darkness. A tiny silver spacecraft, a Rebel Blockade Runner firing lasers from the back of the ship, races through space. It is pursued by a giant Imperial Stardestroyer. Hundreds of deadly laserbolts streak from the Imperial Stardestroyer, causing the main solar fin of the Rebel craft to disintegrate.

INTERIOR: REBEL BLOCKADE RUNNER – MAIN PASSAGEWAY.

An explosion rocks the ship as two robots, Artoo-Detoo (R2-D2) and See-Threepio (C-3PO) struggle to make their way through the shaking, bouncing passageway. Both robots are old and battered. Artoo is a short, claw-armed tripod. His face is a mass of computer lights surrounding a radar eye. Threepio, on the other hand, is a tall, slender robot of human proportions. He has a gleaming bronze-like metallic surface of an Art Deco design. Another blast shakes them as they struggle along their way.

THREEPIO: Did you hear that? They've shut down the main reactor. We'll be destroyed for sure. This is madness!

Rebel troopers rush past the robots and take up positions in the main passageway. They aim their weapons toward the door.

THREEPIO: We're doomed!

The little R2 unit makes a series of electronic sounds that only another robot could understand.

THREEPIO: There'll be no escape for the Princess this time.

Artoo continues making beeping sounds. Tension mounts as loud metallic latches clank and the scream of heavy equipment are heard moving around the outside hull of the ship.

THREEPIO: What's that?

EXTERIOR: SPACECRAFT IN SPACE.

The Imperial craft has easily overtaken the Rebel Blockade Runner. The smaller Rebel ship is being drawn into the underside dock of the giant Imperial starship.

INTERIOR: REBEL BLOCKADE RUNNER.

The nervous Rebel troopers aim their weapons. Suddenly a tremendous blast opens up a hole in the main passageway and a score of fearsome armored spacesuited stormtroopers make their way into the smoke-filled corridor. In a few minutes the entire passageway is ablaze with laserfire. The deadly bolts ricochet in wild random patterns creating huge explosions. Stormtroopers scatter and duck behind storage lockers. Laserbolts hit several Rebel soldiers who scream and stagger through the smoke, holding shattered arms and faces. An explosion hits near the robots.

THREEPIO: I should have known better than to trust the logic of a half-sized thermocapsulary dehousing assister...

Artoo counters with an angry rebuttal as the battle rages around the two hapless robots.

EXTERIOR: TATOOINE – DESERT WASTELAND – DAY.

A death-white wasteland stretches from horizon to horizon. The tremendous heat of two huge twin suns settle on a lone figure, Luke Skywalker, a farm boy with heroic aspirations who looks much younger than his eighteen years. His shaggy hair and baggy tunic give him the air of a simple but lovable lad with a prize-winning smile.

A light wind whips at him as he adjusts several valves on a large battered moisture vaporator which sticks out of the desert floor much like an oil pipe with valves. He is aided by a beatup tread-robot with six claw arms. The little robot appears to be barely functioning and moves with jerky motions. A bright sparkle in the morning sky catches Luke's eye and he instinctively grabs a pair of electrobinoculars from his utility belt. He stands transfixed for a few moments studying the heavens, then dashed toward his dented, crudely repaired Landspeeder (an auto-like transport that travels a few feet above the ground on a magnetic-field). He motions for the tiny robot to follow him.

LUKE: Hurry up! Come with me! What are you waiting for?! Get in gear!

The robot scoots around in a tight circle, stops short, and smoke begins to pour out of every joint. Luke throws his arms up in disgust. Exasperated, the young farm boy jumps into his Landspeeder leaving the smoldering robot to hum madly.

INTERIOR: REBEL BLOCKADE RUNNER – MAIN HALLWAY.

The awesome, seven-foot-tall Dark Lord of the Sith makes his way into the blinding light of the main passageway. This is Darth Vader, right hand of the Emperor. His face is obscured by his flowing black robes and grotesque breath mask, which stands out next to the fascist white armored suits of the Imperial stormtroopers. Everyone instinctively backs away from the imposing warrior and a deathly quiet sweeps through the Rebel troops. Several of the Rebel troops break and run in a frenzied panic.

INTERIOR: REBEL BLOCKADE RUNNER.

A woman's hand puts a card into an opening in Artoo's dome. Artoo makes beeping sounds.

INTERIOR: REBEL BLOCKADE RUNNER.

Threepio stands in a hallway, somewhat bewildered. Artoo is nowhere in sight. The pitiful screams of the doomed Rebel soldiers can be heard in the distance.

THREEPIO: Artoo! Artoo-Detoo, where are you?

A familiar clanking sound attacks Threepio's attention and he spots little Artoo at the end of the hallway in a smoke-filled alcove. A beautiful young girl (about sixteen years old) stands in front of Artoo. Surreal and out of place, dreamlike and half hidden in the smoke, she finishes adjusting something on Artoo's computer face, then watches as the little robot joins his companion.

THREEPIO: At last! Where have you been?

Stormtroopers can be heard battling in the distance.

THREEPIO: They're heading in this direction. What are we going to do? We'll be sent to the spice mine of Kessel or smashed into who knows what!

Artoo scoots past his bronze friend and races down the subhallway. Threepio chases after him.

THREEPIO: Wait a minute, where are you going?

Artoo responds with electronic beeps.

INTERIOR: REBEL BLOCKADE RUNNER – CORRIDOR

The evil Darth Vader stands amid the broken and twisted bodies of his foes. He grabs a wounded Rebel Officer by the neck as an Imperial Officer rushes up to the Dark Lord.

IMPERIAL OFFICER: The Death Star plans are not in the main computer.

Vader squeezes the neck of the Rebel Officer, who struggles in vain.

VADER: Where are those transmissions you intercepted?

Vader lifts the Rebel off his feet by his throat.

VADER: What have you done with those plans?

REBEL OFFICER: We intercepted no transmissions. Aaah....This is a consular ship. Were on a diplomatic mission.

VADER: If this is a consular ship...were is the Ambassador?

The Rebel refuses to speak but eventually cries out as the Dark Lord begins to squeeze the officer's throat, creating a gruesome snapping and choking, until the soldier goes limp. Vader tosses the dead soldier against the wall and turns to his troops.

VADER: Commander, tear this ship apart until you've found those plans and bring me the Ambassador. I want her alive!

The stormtroopers scurry into the subhallways.

INTERIOR: REBEL BLOCKADE RUNNER – SUBHALLWAY.

The lovely young girl huddles in a small alcove as the stormtroopers search through

the ship. She is Princess Leia Organa, a member of the Alderaan Senate. The fear in her eyes slowly gives way to anger as the muted crushing sounds of the approaching stormtroopers grow louder. One of the troopers spots her.

TROOPER: There she is! Set for stun!

Leia steps from her hiding place and blasts a trooper with her laser pistol. She starts to run but is felled by a paralyzing ray. The troopers inspect her inert body.

TROOPER: She'll be all right. Inform Lord Vader we have a prisoner.

INTERIOR: REBEL BLOCKADE RUNNER – SUBHALLWAY.

Artoo stops before the small hatch of an emergency lifepod. He snaps the seal on the main latch and a red warning light begins to flash. The stubby astro-robot works his way into the cramped four-man pod.

THREEPIO: Hey, you're not permitted in there. It's restricted. You'll be deactivated for sure..

Artoo beeps something to him.

THREEPIO: Don't call me a mindless philosopher, you overweight glob of grease! Now come out before somebody sees you.

Artoo whistles something at his reluctant friend regarding the mission he is about to perform.

THREEPIO: Secret mission? What plans? What are you talking about? I'm not getting in there!

Artoo isn't happy with Threepio's stubbornness, and he beeps and twangs angrily.

A new explosion, this time very close, sends dust and debris through the narrow sub-hallway. Flames lick at Threepio and, after a flurry of electronic swearing from Artoo, the lanky robot jumps into the lifepod.

THREEPIO: I'm going to regret this.

INTERIOR: IMPERIAL STARDESTROYER.

On the main viewscreen, the lifepod carrying the two terrified robots speeds away from the stricken Rebel spacecraft.

CHIEF PILOT: There goes another one.

CAPTAIN: Hold your fire. There are no life forms. It must have been short-circuited.

INTERIOR: LIFEPOD.

Artoo and Threepio look out at the receding Imperial starship. Stars circle as the pod rotates through the galaxy.

THREEPIO: That's funny, the damage doesn't look as bad from out here.

Artoo beeps an assuring response.

THREEPIO: Are you sure this things safe?

EXTERIOR: TATOOINE – ANCHORHEAD SETTLEMENT – POWER STATION  
– DAY.

Heat waves radiate from the dozen or so bleached white buildings. Luke pilots his Landspeeder through the dusty empty street of the tiny settlement. An old woman runs to get out of the way of the speeding vehicle, shaking her fist at Luke as he flies past.

WOMAN: I've told you kids to slow down!

INTERIOR: POWER STATION – DAY.

Luke bursts into the power station, waking The Fixer, a rugged mechanic and Camie, a sexy, disheveled girl who has been asleep in his lap. They grumbled as he races through the office, yelling wildly.

FIXER: Did I hear a young noise blast through here?

CAMIE: It was just wormie on another rampage.

Luke bounces into a small room behind the office where Deak and Windy, two tough boys about the same age as Luke, are playing a computer pool-like game with Biggs, a burly, handsome boy a few years older than the rest. His flashy city attire is a sharp contrast to the loose-fitting tunics of the farm boys. A robot repairs some equipment in the background.

LUKE: Shape it up you guys!.... Biggs?

Luke's surprise at the appearance of Biggs gives way to great joy and emotion. They give each other a great bear hug.

LUKE: I didn't know you were back! When did you get in?

BIGGS: Just now. I wanted to surprise you, hot shot. I thought you'd be here...certainly didn't expect you to be out working. (he laughs.)

LUKE: The Academy didn't change you much...but you're back so soon? Hey, what happened, didn't you get your commission?

Biggs has an air of cool that seems slightly phony.

BIGGS: Of course I got it. Signed aboard The Rand Ecliptic last week. First mate Biggs Darklighter at your service...(he salutes)...I just came to say good-bye to all you unfortunate landlocked simpletons.

Everyone laughs. The dazzling spectacle of his dashing friend is almost too much for Luke, but suddenly he snaps out of it.

LUKE: I almost forgot. There's a battle going on! Right here in our system. Come and look!

DEAK: Not again! Forget it.

EXTERIOR: TATOOINE – ANCHORHEAD – SETTLEMENT – POWER STATION – DAY.

The group stumbles out into the stifling desert sun. Camie and The Fixer complain and are forced to shade their eyes. Luke has his binoculars out scanning the heavens.

LUKE: There they are!

Biggs takes the binoculars from Luke as the others strain to see something with the naked eye. Through the binoculars Biggs sees two small silver specks.

BIGGS: That's no battle, hot shot...they're just sitting there! Probably a freighter-tanker refueling.

LUKE: But there was a lot of firing earlier...

Camie grabs the binoculars away banging them against the building in the process. Luke grabs them.

LUKE: Hey, easy with those...

CAMIE: Don't worry about it, Wormie.

The Fixer gives Luke a hard look and the young farm boy shrugs his shoulders in resignation.

FIXER: I keep telling you, the Rebellion is a long way from here. I doubt if the Empire would even fight to keep this system. Believe me Luke, this planet is a big hunk of nothing...

Luke agrees, although it's obvious he isn't sure why. The group stumbles back into the power station, grumbling about Luke's ineptitude.

#### INTERIOR: REBEL BLOCKADE RUNNER – HALLWAY

Princess Leia is led down a low-ceilinged hallway by a squad of armored stormtroopers. Her hands are bound and she is brutally shoved when she is unable to keep up with the briskly marching troops. They stop in a smoky hallway as Darth Vader emerges from the shadows. The sinister Dark Lord stares hard at the frail young senator, but she doesn't move.

LEIA: Lord Vader, I should have known. Only you could be so bold. The Imperial Senate will not sit for this, when they hear you've attacked a diplomatic...

VADER: Don't play games with me, Your Highness. You weren't on any mercy mission this time. You passed directly through a restricted system. Several transmissions were beamed to this ship by Rebel spies. I want to know what happened to the plans they sent you.

LEIA: I don't know what you're talking about. I'm a member of the Imperial Senate on a diplomatic mission to Alderaan...

VADER: You're a part of the Rebel Alliance...and a traitor. Take her away!

Leia is marched away down the hallway and into the smoldering hole blasted in the side of the ship. An Imperial Commander turns to Vader.

COMMANDER: Holding her is dangerous. If word of this gets out, it could generate sympathy for the Rebellion in the senate.

VADER: I have traced the Rebel spies to her. Now she is my only link to find their secret base!

COMMANDER: She'll die before she tells you anything.

VADER: Leave that to me. Send a distress signal and then inform the senate that all aboard were killed!

Another Imperial Officer approaches Vader and the Commander. They stop and snap

to attention.

SECOND OFFICER: Lord Vader, the battle station plans are not aboard this ship! And no transmissions were made. An escape pod was jettisoned during the fighting, but no life forms were aboard.

Vader turns to the Commander.

VADER: She must have hidden the plans in the escape pod. Send a detachment down to retrieve them. See to it personally, Commander. There'll be no one to stop us this time.

COMMANDER: Yes, sir.

EXTERIOR: SPACE.

The Imperial Stardestroyer comes over the surface of the planet Tatooine.

EXTERIOR: TATOOINE – DESERT.

Jundland, or "No Man's Land", where the rugged desert mesas meet the foreboding dune sea. The two helpless astro-droids kick up clouds of sand as they leave the lifepod and clumsily work their way across the desert wasteland. The lifepod in the distance rests half buried in the sand.

THREEPIO: How did I get into this mess? I really don't know how. We seem to be made to suffer. It's our lot in life.

Artoo answers with beeping sounds.

THREEPIO: I've got to rest before I fall apart. My joints are almost frozen.

Artoo continues to respond with beeping sounds.

THREEPIO: What a desolate place this is.

Suddenly Artoo whistles, makes a sharp right turn and starts off in the direction of the rocky desert mesas. Threepio stops and yells at him.

THREEPIO: Where are you going?

A stream of electronic noises pours forth from the small robot.

THREEPIO: Well, I'm not going that way. It's much too rocky. This way is much easier.

Artoo counters with a long whistle.

THREEPIO: What makes you think there are settlements over there?

Artoo continues to make beeping sounds.

THREEPIO: Don't get technical with me.

Artoo continues to make beeping sounds.

THREEPIO: What mission? What are you talking about? I've had just about enough of you! Go that way! You'll be malfunctioning within a day, you nearsighted scrap pile!

Threepio gives the little robot a kick and starts off in the direction of the vast dune sea.

THREEPIO: And don't let me catch you following me begging for help, because you won't get it.

Artoo's reply is a rather rude sound. He turns and trudges off in the direction of the towering mesas.

THREEPIO: No more adventures. I'm not going that way.

Artoo beeps to himself as he makes his way toward the distant mountains.

EXTERIOR: TATOOINE – DUNE SEA.

Threepio, hot and tired, struggles up over the ridge of a dune; only to find more dunes, which seem to go on for endless miles. He looks back in the direction of the now distant rock mesas.

THREEPIO: That malfunctioning little twerp. This is all his fault! He tricked me into going this way, but he'll do no better.

In a huff of anger and frustration, Threepio knocks the sand from his joints. His plight seems hopeless, when a glint of reflected light in the distance reveals an object moving towards him.

THREEPIO: Wait, what's that? A transport! I'm saved!

The bronze android waves frantically and yells at the approaching transport.

THREEPIO: Over here! Help! Please, help!

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EXTERIOR: TATOOINE – ANCHORHEAD SETTLEMENT – POWER STATION  
– DAY.

Luke and Biggs are walking and drinking a malt brew. Fixer and the others can be heard working inside.

LUKE: (Very animated)...so I cut off my power, shut down the afterburners and came in low on Deak's trail. I was so close I thought I was going to fry my instruments. As it was I busted up the Skyhopper pretty bad. Uncle Owen was pretty upset. He grounded me for the rest of the season. You should have been there...it was fantastic.

BIGGS: You ought to take it easy Luke. You may be the hottest bushpilot this side of Mos Eisley, but those little Skyhoppers are dangerous. Keep it up, and one day, whammo, you're going to be nothing more than a dark spot on the down side of a canyon wall.

LUKE: Look who's talking. Now that you've been around those giant starships you're beginning to sound like my uncle. You've gotten soft in the city...

BIGGS: I've missed you kid.

LUKE: Well, things haven't been the same since you left, Biggs. It's been so...quiet.

Biggs looks around then leans close to Luke.

BIGGS: Luke, I didn't come back just to say good-bye...I shouldn't tell you this, but you're the only one I can trust...and if I don't come back, I want somebody to know.

Luke's eyes are wide with Biggs' seriousness and loyalty.

LUKE: What are you talking about?

BIGGS: I made some friends at the Academy. (he whispers)...when our frigate goes to one of the central systems, we're going to jump ship and join the Alliance...

Luke, amazed and stunned, is almost speechless.

LUKE: Join the Rebellion?! Are you kidding! How?

BIGGS: Quiet down will ya! You got a mouth bigger than a meteor crater!

LUKE: I'm sorry. I'm quiet. (he whispers) Listen how quiet I am. You can barely hear me...

Biggs shakes his head angrily and then continues.

BIGGS: My friend has a friend on Bestine who might help us make contact.

LUKE: Your crazy! You could wander around forever trying to find them.

BIGGS: I know it's a long shot, but if I don't find them I'll do what I can on my own...It's what we always talked about. Luke, I'm not going to wait for the Empire to draft me into service. The Rebellion is spreading and I want to be on the right side – the side I believe in.

LUKE: And I'm stuck here...

BIGGS: I thought you were going to the Academy next term. You'll get your chance to get off this rock.

LUKE: Not likely! I had to cancel my application. There has been a lot of unrest among the Sandpeople since you left...they've even raided the outskirts of Anchorhead.

BIGGS: Your uncle could hold off a whole colony of Sandpeople with one blaster.

LUKE: I know, but he's got enough vaporators going to make the place pay off. He needs me for just one more season. I can't leave him now.

BIGGS: I feel for you, Luke, you're going to have to learn what seems to be important or what really is important. What good is all your uncle's work if it's taken over by the Empire?...You know they're starting to nationalize commerce in the central systems...it won't be long before your uncle is merely a tenant, slaving for the greater glory of the Empire.

LUKE: It couldn't happen here. You said it yourself. The Empire won't bother with this rock.

BIGGS: Things always change.

LUKE: I wish I was going...Are you going to be around long?

BIGGS: No, I'm leaving in the morning...

LUKE: Then I guess I won't see you.

BIGGS: Maybe someday...I'll keep a lookout.

LUKE: Well, I'll be at the Academy next season...after that who knows. I won't be drafted into the Imperial Starfleet that's for sure...Take care of yourself, you'll always be the best friend I've got.

BIGGS: So long, Luke.

Biggs turns away from his old friend and heads towards the power station.

EXTERIOR: TATOOINE – ROCK CANYON – SUNSET.

The gargantuan rock formations are shrouded in a strange foreboding mist and the onimous sounds of unearthly creatures fill the air. Artoo moves cautiously through the creepy rock canyon, inadvertently making a loud clicking noise as he goes. He hears a distant, hard, metallic sound and stops for a moment. Convinced he is alone, he continues on his way. In the distance, a pebble tumbles down the steep canyon wall and a small dark figure darts into the shadows. A little further up the canyon a slight flicker of light reveals a pair of eyes in the dark recesses only a few feet from the narrow path. The unsuspecting robot waddles along the rugged trail until suddenly, out of nowhere, a powerful magnetic ray shoots out of the rocks and engulfs him in an eerie glow. He manages one short electronic squeak before he topples over onto his back. His bright computer lights flicker off, then on, then off again. Out of the rocks scurry three Jawas, no taller than Artoo. They holster strange and complex weapons as they cautiously approach the robot. They wear grubby cloaks and their faces are shrouded so only their glowing eyes can be seen. They hiss and make odd guttural sounds as they heave the heavy robot onto their shoulders and carry him off down the trail.

EXTERIOR: TATOOINE – ROCK CANYON – SANDCRAWLER – SUNSET.

The eight Jawas carry Artoo out of the canyon to a huge tank-like vehicle the size of a four-story house. They weld a small disk on the side of Artoo and then put him under a large tube on the side of the vehicle and the little robot is sucked into the giant machine. The filthy little Jawas scurry like rats up small ladders and enter the main cabin of the behemoth transport.

INTERIOR: SANDCRAWLER – HOLD AREA.

It is dim inside the hold area of the Sandcrawler. Artoo switches on a small floodlight on his forehead and stumbles around the scrap heap. The narrow beam swings across rusty metal rocket parts and an array of grotesquely twisted and maimed astro-robots. He lets out a pathetic electronic whimper and stumbles off toward what appears to be a door at the end of the chamber.

INTERIOR: SANDCRAWLER – PRISON AREA.

Artoo enters a wide room with a four-foot ceiling. In the middle of the scrap heap

sit a dozen or so robots of various shapes and sizes. Some are engaged in electronic conversation, while others simply mill about. A voice of recognition calls out from the gloom.

THREEPIO: Artoo-Detoo! It's you! It's you!

A battered Threepio scrambles up to Artoo and embraces him.

EXTERIOR: TATOOINE – ROCK CANYON – SANDCRAWLER – SUNSET.

The enormous Sandcrawler lumbers off toward the magnificent twin suns, which are slowly setting over a distant mountain ridge.

EXTERIOR: TATOOINE – DESERT – DAY.

Four Imperial stormtroopers mill about in front of the half-buried lifepod that brought Artoo and Threepio to Tatooine. A trooper yells to an officer some distance away.

FIRST TROOPER: Someone was in the pod. The tracks go off in this direction.

A second trooper picks a small bit of metal out of the sand and gives it to the first trooper.

SECOND TROOPER: Look, sir – droids.

EXTERIOR: TATOOINE – DUNES.

The Sandcrawler moves slowly down a great sand dune.

INTERIOR: SANDCRAWLER.

Threepio and Artoo noisily bounce along inside the cramped prison chamber. Artoo appears to be shut off.

THREEPIO: Wake up! Wake up!

Suddenly the shaking and bouncing of the Sandcrawler stops, creating quite a commotion among the mechanical men. Threepio's fist bangs the head of Artoo whose computer lights pop on as he begins beeping. At the far end of the long chamber a hatch opens, filling the chamber with blinding white light. a dozen or so Jawas make their way through the odd assortment of robots.

THREEPIO: We're doomed.

A Jawa starts moving toward them.

THREEPIO: Do you think they'll melt us down?

Artoo responds, making beeping sounds.

THREEPIO: Don't shoot! Don't shoot! Will this never end?

EXTERIOR: TATOOINE – DESERT – LARS HOMESTEAD – AFTERNOON.

The Jawas mutter gibberish as they busily line up their battered captives, including Artoo and Threepio, in front of the enormous Sandcrawler, which is parked beside a small homestead consisting of three large holes in the ground surrounded by several tall moisture vaporators and one small adobe block house. The Jawas scurry around fussing over the robots, straightening them up or brushing some dust from a dented metallic elbow. The shrouded little creatures smell horribly, attracting small insects to the dark areas when their mouths and nostrils should be. Out of the shadows of a dingy side-building limps Owen Lars, a large burly man in his mid-fifties. His reddish eyes are sunken in a dust-covered face. As the farmer carefully inspects each robot, he is closely followed by his slump-shouldered nephew, Luke Skywalker. One of the vile little Jawas walks ahead of the farmer spouting an animated sales pitch in a queer, unintelligible language. A voice calls out from one of the huge holes that form the homestead. Luke goes over to the edge and sees his Aunt Beru standing in the main courtyard.

BERU: Luke, tell Owen that if he gets a translator to be sure it speaks Bocce.

LUKE: It looks like we don't have much of a choice but I'll remind him.

Luke returns to his uncle as they look over the equipment for sale with the Jawa leader.

OWEN: I have no need for a protocol droid.

THREEPIO: (quickly) Sir – not in an environment such as this – that's why I've also been programmed for over thirty secondary functions that...

OWEN: What I really need is a droid that understands the binary language of moisture vaporators.

THREEPIO: Vaporators! Sir – My first job was programming binary load lifter...very similar to your vaporators. You could say...

OWEN: Do you speak Bocce?

THREEPIO: Of course I can, sir. It's like a second language for me...I'm as fluent in

Bocce...

OWEN: All right shut up! (turning to Jawa) I'll take this one.

THREEPIO: Shutting up, sir.

OWEN: Luke, take these two over to the garage, will you? I want you to have both of them cleaned up before dinner.

LUKE: But I was going into Toshi Station to pick up some power converters...

OWEN: You can waste time with your friends when your chores are done. Now come on, get to it!

LUKE: All right, come on! And the red one, come on. Well, come on, Red, let's go.

As the Jawas start to lead the three remaining robots back into the Sandcrawler, Artoo lets out a pathetic little beep and starts after his old friend Threepio. He is restrained by a slimy Jawa, who zaps him with a control box.

Owen is negotiating with the head Jawa. Luke and the two robots start off for the garage when a plate pops off the head of the red astro-droid's head plate and it sparks wildly.

LUKE: Uncle Owen...

OWEN: Yeah?

LUKE: This R2 unit has a bad motivator. Look!

OWEN: (to the head Jawa) Hey, what're you trying to push on us?

The Jawa goes into a loud spiel. Meanwhile, Artoo has sneaked out of line and is moving up and down trying to attract attention. He lets out with a low whistle. Threepio taps Luke on the shoulder.

THREEPIO: (pointing to Artoo) Excuse me, sir, but that R2 unit is in prime condition. A real bargain.

LUKE: Uncle Owen...

OWEN: Yeah?

LUKE: What about that one?

OWEN: (to Jawa) What about that blue one? We'll take that one.

With a little reluctance the scruffy dwarf trades the damaged astro-droid for Artoo.

LUKE: Yeah, take it away.

THREEPIO: Uh, I'm quite sure you'll be very pleased with that one, sir. He really is in first-class condition. I've worked with him before. Here he comes.

Owen pays off the whining Jawa as Luke and the two robots trudge off toward a grimy homestead entry.

LUKE: Okay, let's go.

THREEPIO: (to Artoo) Now, don't you forget this! Why I should stick my neck out for you is quite beyond my capacity!

INTERIOR: LARS HOMESTEAD – GARAGE AREA – LATE AFTERNOON.

The garage is cluttered and worn, but a friendly peaceful atmosphere permeates the low grey chamber. Threepio lowers himself into a large tub filled with warm oil. Near the battered Landspeeder little Artoo rests on a large battery with a cord to his face.

THREEPIO: Thank the maker! This oil bath is going to feel so good. I've got such a bad case of dust contamination, I can barely move!

Artoo beeps a muffled reply. Luke seems to be lost in thought as he runs his hand over the damaged fin of a small two-man Skyhopper spaceship resting in a low hangar off the garage. Finally Luke's frustrations get the better of him and he slams a wrench across the workbench.

LUKE: It just isn't fair. Oh, Biggs is right. I'm never gonna get out of here!

THREEPIO: Is there anything I might do to help?

Luke glances at the battered robot. A bit of his anger drains and a tiny smile creeps across his face.

LUKE: Well, not unless you can alter time, speed up the harvest, or teleport me off this rock!

THREEPIO: I don't think so, sir. I'm only a droid and not very knowledgeable about such things. Not on this planet, anyways. As a matter of fact, I'm not even sure which planet I'm on.

LUKE: Well, if there's a bright center to the universe, you're on the planet that it's

farthest from.

THREEPIO: I see, sir.

LUKE: Uh, you can call me Luke.

THREEPIO: I see, sir Luke.

LUKE: (laughing) Just Luke.

THREEPIO: And I am See-Threepio, human-cyborg relations, and this is my counterpart, Artoo-Detoo.

LUKE: Hello.

Artoo beeps in response. Luke unplugs Artoo and begins to scrape several connectors on the robot's head with a chrome pick. Threepio climbs out of the oil tub and begins wiping oil from his bronze body.

LUKE: You got a lot of carbon scoring here. It looks like you boys have seen a lot of action.

THREEPIO: With all we've been through, sometimes I'm amazed we're in as good condition as we are, what with the Rebellion and all.

LUKE: You know of the Rebellion against the Empire?

THREEPIO: That's how we came to be in your service, if you take my meaning, sir.

LUKE: Have you been in many battles?

THREEPIO: Several, I think. Actually, there's not much to tell. I'm not much more than an interpreter, and not very good at telling stories. Well, not at making them interesting, anyways.

Luke struggles to remove a small metal fragment from Artoo's neck joint. He uses a larger pick.

LUKE: Well, my little friend, you've got something jammed in here real good. Were you on a cruiser or...

The fragment breaks loose with a snap, sending Luke tumbling head over heels. He sits up and sees a twelve-inch three-dimensional hologram of Leia Organa, the Rebel senator, being projected from the face of little Artoo. The image is a rainbow of colors as it flickers and jiggles in the dimly lit garage. Luke's mouth hangs open in awe.

LEIA: Help me, Obi-Wan Kenobi. You're my only hope.

LUKE: What's this?

Artoo looks around and sheepishly beeps an answer for Threepio to translate. Leia continues to repeat the sentence fragment over and over.

THREEPIO: What is what?!? He asked you a question...(pointing to Leia) What is that?

Artoo whistles his surprise as he pretends to just notice the hologram. He looks around and sheepishly beeps an answer for Threepio to translate. Leia continues to repeat the sentence fragment over and over.

LEIA: Help me, Obi-Wan Kenobi. You're my only hope. Help me, Obi-Wan Kenobi. You're my only hope.

THREEPIO: Oh, he says it's nothing, sir. Merely a malfunction. Old data. Pay it no mind.

Luke becomes intrigued by the beautiful girl.

LUKE: Who is she? She's beautiful.

THREEPIO: I'm afraid I'm not quite sure, sir.

LEIA: Help me, Obi-Wan Kenobi...

THREEPIO: I think she was a passenger on our last voyage. A person of some importance, sir – I believe. Our captain was attached to...

LUKE: Is there more to this recording?

Luke reaches out for Artoo but he lets out several frantic squeaks and a whistle.

THREEPIO: Behave yourself, Artoo. You're going to get us in trouble. It's all right, you can trust him. He's our new master.

Artoo whistles and beeps a long message to Threepio.

THREEPIO: He says he's the property of Obi-Wan Kenobi, a resident of these parts. And it's a private message for him. Quite frankly, sir I don't know what he's talking about. Our last master was Captain Antilles, but with what we've been through, this little R2 unit has become a bit eccentric.

LUKE: Obi-Wan Kenobi? I wonder if he means old Ben Kenobi?

THREEPIO: I beg your pardon, sir, but do you know what he's talking about?

LUKE: Well, I don't know anyone named Obi-Wan, but old Ben lives out beyond the dune sea. He's kind of a strange old hermit.

Luke's gazes at the beautiful young princess for a few moments.

LUKE: I wonder who she is. It sounds like she's in trouble. I'd better play back the whole thing.

Artoo beeps something to Threepio.

THREEPIO: He says the restraining bolt has short circuited his recording system. He suggests that if you remove the bolt, he might be able to play back the entire recording.

Luke looks longingly at the lovely, little princess and hasn't really heard what Threepio has been saying.

LUKE: H'm? Oh, yeah, well, I guess you're too small to run away on me if I take this off! Okay.

Luke takes a wedged bar and pops the restraining bolt off Artoo's side.

LUKE: There you go.

The princess immediately disappears...

LUKE: Well, wait a minute. Where'd she go? Bring her back! Play back the entire message.

Artoo beeps an innocent reply as Threepio sits up in embarrassment.

THREEPIO: What message? The one you're carrying inside your rusty innards!

A women's voice calls out from another room.

AUNT BERU: Luke? Luke! Come to dinner!

Luke stands up and shakes his head at the malfunctioning robot.

LUKE: All right, I'll be right there, Aunt Beru.

THREEPIO: I'm sorry, sir, but he appears to have picked up a slight flutter.

Luke tosses Artoo's restraining bolt on the workbench and hurries out of the room.

LUKE: Well, see what you can do with him. I'll be right back.

THREEPIO: (to Artoo) Just you reconsider playing that message for him.

Artoo beeps in response.

THREEPIO: No, I don't think he likes you at all.

Artoo beeps.

THREEPIO: No, I don't like you either.

INTERIOR: LARS HOMESTEAD – DINING AREA.

Luke's Aunt Beru, a warm, motherly woman, fills a pitcher with blue fluid from a refrigerated container in the well-used kitchen. She puts the pitcher on a tray with some bowls of food and starts for the dining area. Luke sits with his Uncle Owen before a table covered with steaming bowls of food as Aunt Beru carries in a bowl of red grain.

LUKE: You know, I think that R2 unit we bought might have been stolen.

OWEN: What makes you think that?

LUKE: Well, I stumbled across a recording while I was cleaning him. He says he belongs to someone called Obi-Wan Kenobi.

Owen is greatly alarmed at the mention of his name, but manages to control himself.

LUKE: I thought he might have meant old Ben. Do you know what he's talking about? Well, I wonder if he's related to Ben.

Owen breaks loose with a fit of uncontrolled anger.

OWEN: That old man's just a crazy old wizard. Tomorrow I want you to take that R2 unit into Anchorhead and have its memory flushed. That'll be the end of it. It belongs to us now.

LUKE: But what if this Obi-Wan comes looking for him?

OWEN: He won't, I don't think he exists any more. He died about the same time as your father.

LUKE: He knew my father?

OWEN: I told you to forget it. Your only concern is to prepare the new droids for to-

morrow. In the morning I want them on the south ridge working out those condensers.

LUKE: Yes, sir. I think those new droids are going to work out fine. In fact, I, uh, was also thinking about our agreement about my staying on another season. And if these new droids do work out, I want to transmit my application to the Academy this year.

Owen's face becomes a scowl, although he tries to suppress it.

OWEN: You mean the next semester before harvest?

LUKE: Sure, there're more than enough droids.

OWEN: Harvest is when I need you the most. Only one more season. This year we'll make enough on the harvest so I'll be able to hire some more hands. And then you can go to the Academy next year.

Luke continues to toy with his food, not looking at his uncle.

OWEN: You must understand I need you here, Luke.

LUKE: But it's a whole 'nother year.

OWEN: Look, it's only one more season.

Luke pushes his half-eaten plate of food aside and stands.

LUKE: Yeah, that's what you said last year when Biggs and Tank left.

AUNT BERU: Where are you going?

LUKE: It looks like I'm going nowhere. I have to finish cleaning those droids.

Resigned to his fate, Luke paddles out of the room. Owen mechanically finishes his dinner.

AUNT BERU: Owen, he can't stay here forever. Most of his friends have gone. It means so much to him.

OWEN: I'll make it up to him next year. I promise.

AUNT BERU: Luke's just not a farmer, Owen. He has too much of his father in him.

OWEN: That's what I'm afraid of.

EXTERIOR: TATOOINE – LARS HOMESTEAD.

The giant twin suns of Tatooine slowly disappear behind a distant dune range. Luke

stands watching them for a few moments, then reluctantly enters the doomed entrance to the homestead.

INTERIOR: LARS HOMESTEAD – GARAGE.

Luke enters the garage to discover the robots nowhere in sight. He takes a small control box from his utility belt similar to the one the Jawas were carrying. He activates the box, which creates a low hum, and Threepio, letting out a short yell, pops up from behind the Skyhopper spaceship.

LUKE: What are you doing hiding there?

Threepio stumbles forward, but Artoo is still nowhere in sight.

THREEPIO: It wasn't my fault, sir. Please don't deactivate me. I told him not to go, but he's faulty, malfunctioning; kept babbling on about his mission.

LUKE: Oh, no!

Luke races out of the garage followed by Threepio.

EXTERIOR: TATOOINE – LARS HOMESTEAD.

Luke rushes out of the small doomed entry to the homestead and searches the darkening horizon for the small triped astro-robot. Threepio struggles out of the homestead and on the salt flat as Luke scans the landscape with his electrobinoculars.

THREEPIO: That R2 unit has always been a problem. These astro-droids are getting quite out of hand. Even I can't understand their logic at times.

LUKE: How could I be so stupid? He's nowhere in sight. Blast it!

THREEPIO: Pardon me, sir, but couldn't we go after him?

LUKE: It's too dangerous with all the Sandpeople around. We'll have to wait until morning.

Owen yells up from the homestead plaza.

OWEN: Luke, I'm shutting the power down for the night.

LUKE: All right, I'll be there in a few minutes. Boy, am I gonna get it.

He takes one final look across the dim horizon.

LUKE: You know that little droid is going to cause me a lot of trouble.

THREEPIO: Oh, he excels at that, sir.

INTERIOR: LARS HOMESTEAD – PLAZA.

Morning slowly creeps into the sparse but sparkling oasis of the open courtyard. The idyll is broken by the yelling of Uncle Owen, his voice echoing throughout the homestead.

OWEN: Luke? Luke? Luke? Where could he be loafing now!

INTERIOR: LARS HOMESTEAD – KITCHEN.

The interior of the kitchen is a warm glow as Aunt Beru prepares the morning breakfast. Owen enters in a huff.

OWEN: Have you seen Luke this morning?

AUNT BERU: He said he had some things to do before he started today, so he left early.

OWEN: Uh? Did he take those two new droids with him?

AUNT BERU: I think so.

OWEN: Well, he'd better have those units in the south range repaired by midday or there'll be hell to pay!

EXTERIOR: TATOOINE – DESERT WASTELAND – LUKE'S SPEEDER – DAY.

The rock and sand of the desert floor are a blur as Threepio pilots the sleek Landspeeder gracefully across the vast wasteland.

INTERIOR/EXTERIOR: LUKE'S SPEEDER – DESERT WASTELAND – TRAVELING – DAY.

Luke leans over the back of the speeder and adjusts something in the motor compartment.

LUKE: (yelling) How's that.

Threepio signals that is fine and Luke turns back into the wind-whipped cockpit and pops the canopy shut.

LUKE: Old Ben Kenobi lives out in this direction somewhere, but I don't see how that R2 unit could have come this far. We must have missed him. Uncle Owen isn't going

to take this very well.

THREEPIO: Sir, would it help if you told him it was my fault.

LUKE: (brightening) Sure. He needs you. He'd probably only deactivate you for a day or so...

THREEPIO: Deactivate! Well, on the other hand if you hadn't removed his restraining bolt...

LUKE: Wait, there's something dead ahead on the scanner. It looks like our droid...hit the accelerator.

EXTERIOR: TATOOINE – ROCK MESA – DUNE SEA – COASTLINE – DAY.

From high on a rock mesa, the tiny Landspeeder can be seen gliding across the desert floor. Suddenly in the foreground two weather-beaten Sandpeople shrouded in their grimy desert cloaks peer over the edge of the rock mesa. One of the marginally human creatures raises a long ominous laser rifle and points it at the speeder but the second creature grabs the gun before it can be fired. The Sandpeople, or Tusken Raiders as they're sometimes called, speak in a coarse barbaric language as they get into an animated argument. The second Tusken Raider seems to get in the final word and the nomads scurry over the rocky terrain.

EXTERIOR: TATOOINE – ROCK MESA – CANYON.

The Tusken Raider approaches two large Banthas standing tied to a rock. The monstrous, bear-like creatures are as large as elephants, with huge red eyes, tremendous looped horns, and long, furry, dinosaur-like tails. The Tusken Raiders mount saddles strapped to the huge creatures' shaggy backs and ride off down the rugged bluff.

EXTERIOR: TATOOINE – ROCK CANYON – FLOOR.

The speeder is parked on the floor of a massive canyon. Luke, with his long laser rifle slung over his shoulder, stands before little Artoo.

LUKE: Hey, whoa, just where do you think you're going?

The little droid whistles a feeble reply, as Threepio poses menacingly behind the little runaway.

THREEPIO: Master Luke here is your rightful owner. We'll have no more of this Obi-Wan Kenobi jibberish...and don't talk to me about your mission, either. You're

fortunate he doesn't blast you into a million pieces right here.

LUKE: Well, come on. It's getting late. I only hope we can get back before Uncle Owen really blows up.

THREEPIO: If you don't mind my saying so, sir, I think you should deactivate the little fugitive until you've gotten him back to your workshop.

LUKE: No, he's not going to try anything.

Suddenly the little robot jumps to life with a mass of frantic whistles and screams.

LUKE: What's wrong with him now?

THREEPIO: Oh my...sir, he says there are several creatures approaching from the southeast.

Luke swings his rifle into position and looks to the south.

LUKE: Sandpeople! Or worst! Come on, let's have a look. Come on.

EXTERIOR: TATOOINE – ROCK CANYON – RIDGE – DAY.

Luke carefully makes his way to the top of a rock ridge and scans the canyon with his electrobinoculars. He spots the two riderless Banthas. Threepio struggles up behind the young adventurer.

LUKE: There are two Banthas down there but I don't see any...wait a second, they're Sandpeople all right. I can see one of them now.

Luke watches the distant Tusken Raider through his electrobinoculars. Suddenly something huge moves in front of his field of view. Before Luke or Threepio can react, a large, gruesome Tusken Raider looms over them. Threepio is startled and backs away, right off the side of the cliff. He can be heard for several moments as he clangs, bangs and rattles down the side of the mountain. The towering creature brings down his curved, double-pointed gaderffii – the dreaded axe blade that has struck terror in the heart of the local settlers. But Luke manages to block the blow with his laser rifle, which is smashed to pieces. The terrified farm boy scrambles backward until he is forced to the edge of a deep crevice. The sinister Raider stands over him with his weapon raised and lets out a horrible shrieking laugh.

EXTERIOR: TATOOINE – ROCK CANYON – FLOOR – DAY.

Artoo forces himself into the shadows of a small alcove in the rocks as the vicious

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Sandpeople walk past carrying the inert Luke Skywalker, who is dropped in a heap before the speeder. The Sandpeople ransack the speeder, throwing parts and supplies in all directions. Suddenly they stop. Then everything is quiet for a few moments. A great howling moan is heard echoing throughout the canyon which sends the Sandpeople fleeing in terror. Artoo moves even tighter into the shadows as the slight swishing sound that frightened off the Sandpeople grows even closer, until a shabby old desert-rat-of-a-man appears and leans over Luke. His ancient leathery face, cracked and weathered by exotic climates is set off by dark, penetrating eyes and a scraggly white beard. Ben Kenobi squints his eyes as he scrutinizes the unconscious farm boy. Artoo makes a slight sound and Ben turns and looks right at him.

BEN: Hello there! Come here my little friend. Don't be afraid.

Artoo waddles over to where Luke lies crumpled in a heap and begins to whistle and beep his concern. Ben puts his hand on Luke's forehead and he begins to come around.

BEN: Don't worry, he'll be all right.

LUKE: What happened?

BEN: Rest easy, son, you've had a busy day. You're fortunate you're still in one piece.

LUKE: Ben? Ben Kenobi! Boy, am I glad to see you!

BEN: The Jundland wastes are not to be traveled lightly. Tell me young Luke, what brings you out this far?

LUKE: Oh, this little droid! I think he's searching for his former master...I've never seen such devotion in a droid before...there seems to be no stopping him. He claims to be the property of an Obi- Wan Kenobi. Is he a relative of yours? Do you know who he's talking about?

Ben ponders this for a moment, scratching his scruffy beard.

BEN: Obi-Wan Kenobi...Obi-Wan? Now that's a name I haven't heard in a long time...a long time.

LUKE: I think my uncle knew him. He said he was dead.

BEN: Oh, he's not dead, not...not yet.

LUKE: You know him!

BEN: Well of course, of course I know him. He's me! I haven't gone by the name

Obi-Wan since oh, before you were born.

LUKE: Then the droid does belong to you.

BEN: Don't seem to remember ever owning a droid. Very interesting...

He suddenly looks up at the overhanging cliffs.

BEN: I think we better get indoors. The Sandpeople are easily startled but they will soon be back and in greater numbers.

Luke sits up and rubs his head. Artoo lets out a pathetic beep causing Luke to remember something. He looks around.

LUKE: Threepio!

EXTERIOR: TATOOINE – SAND PIT – ROCK MESA – DAY.

Little Artoo stands at the edge of a large sand pit and begins to chatter away in electronic whistles and beeps. Luke and Ben stand over a very dented and tangled Threepio lying half buried in the sand. One of his arms has broken off. Luke tries to revive the inert robot by shaking him and then flips a hidden switch on his back several times until finally the mechanical man's systems turn on.

THREEPIO: Where am I? I must have taken a bad step...

LUKE: Can you stand? We've got to get out of here before the Sandpeople return.

THREEPIO: I don't think I can make it. You go on, Master Luke. There's no sense in you risking yourself on my account. I'm done for.

Artoo makes a beeping sound.

LUKE: No, you're not. What kind of talk is that?

Luke and Ben help the battered robot to his feet. Little Artoo watches from the top of the pit. Ben glances around suspiciously. Sensing something, he stands up and sniffs the air.

BEN: Quickly, son...they're on the move.

INTERIOR: KENOBI'S DWELLING.

The small, spartan hovel is cluttered with desert junk but still manages to radiate an air of time-worn comfort and security. Luke is in one corner repairing Threepio's arm,

as old Ben sits thinking.

LUKE: No, my father didn't fight in the wars. He was a navigator on a spice freighter.

BEN: That's what your uncle told you. He didn't hold with your father's ideals. Thought he should have stayed here and not gotten involved.

LUKE: You fought in the Clone Wars?

BEN: Yes, I was once a Jedi Knight the same as your father.

LUKE: I wish I'd known him.

BEN: He was the best star-pilot in the galaxy, and a cunning warrior. I understand you've become quite a good pilot yourself. And he was a good friend. Which reminds me...

Ben gets up and goes to a chest where he rummages around. As Luke finishes repairing Threepio and starts to fit the restraining bolt back on, Threepio looks at him nervously. Luke thinks about the bolt for a moment then puts it on the table. Ben shuffles up and presents Luke with a short handle with several electronic gadgets attached to it.

BEN: I have something here for you. Your father wanted you to have this when you were old enough, but your uncle wouldn't allow it. He feared you might follow old Obi-Wan on some damned-fool idealistic crusade like your father did.

THREEPIO: Sir, if you'll not be needing me, I'll close down for awhile.

LUKE: Sure, go ahead.

Ben hands Luke the saber.

LUKE: What is it?

BEN: Your father's lightsaber. This is the weapon of a Jedi Knight. Not as clumsy or as random as a blaster.

Luke pushes a button on the handle. A long beam shoots out about four feet and flickers there. The light plays across the ceiling.

BEN: An elegant weapon for a more civilized time. For over a thousand generations the Jedi Knights were the guardians of peace and justice in the Old Republic. Before the dark times, before the Empire.

Luke hasn't really been listening.

LUKE: How did my father die?

BEN: A young Jedi named Darth Vader, who was a pupil of mine until he turned to evil, helped the Empire hunt down and destroy the Jedi Knights. He betrayed and murdered your father. Now the Jedi are all but extinct. Vader was seduced by the dark side of the Force.

LUKE: The Force?

BEN: Well, the Force is what gives a Jedi his power. It's an energy field created by all living things. It surrounds us and penetrates us. It binds the galaxy together.

Artoo makes beeping sounds.

BEN: Now, let's see if we can't figure out what you are, my little friend. And where you come from.

LUKE: I saw part of the message he was...

Luke is cut short as the recorded image of the beautiful young Rebel princess is projected from Artoo's face.

BEN: I seem to have found it.

Luke stops his work as the lovely girl's image flickers before his eyes.

LEIA: General Kenobi, years ago you served my father in the Clone Wars. Now he begs you to help him in his struggle against the Empire. I regret that I am unable to present my father's request to you in person, but my ship has fallen under attack and I'm afraid my mission to bring you to Alderaan has failed. I have placed information vital to the survival of the Rebellion into the memory systems of this R2 unit. My father will know how to retrieve it. You must see this droid safely delivered to him on Alderaan. This is our most desperate hour. Help me, Obi-Wan Kenobi, you're my only hope.

There is a little static and the transmission is cut short. Old Ben leans back and scratches his head. He silently puffs on a tarnished chrome water pipe. Luke has stars in his eyes.

BEN: You must learn the ways of the Force if you're to come with me to Alderaan.

LUKE: (laughing) Alderaan? I'm not going to Alderaan. I've got to go home. It's late, I'm in for it as it is.

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BEN: I need your help, Luke. She needs your help. I'm getting too old for this sort of thing.

LUKE: I can't get involved! I've got work to do! It's not that I like the Empire. I hate it! But there's nothing I can do about it right now. It's such a long way from here.

BEN: That's your uncle talking.

LUKE: (sighing) Oh, God, my uncle. How am I ever going to explain this?

BEN: Learn about the Force, Luke.

LUKE: Look, I can take you as far as Anchorhead. You can get a transport there to Mos Eisley or wherever you're going.

BEN: You must do what you feel is right, of course.

EXTERIOR: SPACE.

An Imperial Stardestroyer heads toward the evil planet-like battle station: the Death Star!

INTERIOR: DEATH STAR – CONFERENCE ROOM.

Eight Imperial senators and generals sit around a black conference table. Imperial stormtroopers stand guard around the room. Commander Tagge, a young, slimy-looking general, is speaking.

TAGGE: Until this battle station is fully operational we are vulnerable. The Rebel Alliance is too well equipped. They're more dangerous than you realize.

The bitter Admiral Motti twists nervously in his chair.

MOTTI: Dangerous to your starfleet, Commander, not to this battle station!

TAGGE: The Rebellion will continue to gain a support in the Imperial Senate as long as....

Suddenly all heads turn as Commander Tagge's speech is cut short and the Grand Moff Tarkin, governor of the Imperial outland regions, enters. He is followed by his powerful ally, The Sith Lord, Darth Vader. All of the generals stand and bow before the thin, evil-looking governor as he takes his place at the head of the table. The Dark Lord stands behind him.

TARKIN: The Imperial Senate will no longer be of any concern to us. I've just received

word that the Emperor has dissolved the council permanently. The last remnants of the Old Republic have been swept away.

TAGGE: That's impossible! How will the Emperor maintain control without the bureaucracy?

TARKIN: The regional governors now have direct control over territories. Fear will keep the local systems in line. Fear of this battle station.

TAGGE: And what of the Rebellion? If the Rebels have obtained a complete technical readout of this station, it is possible, however unlikely, that they might find a weakness and exploit it.

VADER: The plans you refer to will soon be back in our hands.

MOTTI: Any attack made by the Rebels against this station would be a useless gesture, no matter what technical data they've obtained. This station is now the ultimate power in the universe. I suggest we use it!

VADER: Don't be too proud of this technological terror you've constructed. The ability to destroy a planet is insignificant next to the power of the Force.

MOTTI: Don't try to frighten us with your sorcerer's ways, Lord Vader. Your sad devotion to that ancient religion has not helped you conjure up the stolen data tapes, or given you clairvoyance enough to find the Rebel's hidden fort...

Suddenly Motti chokes and starts to turn blue under Vader's spell.

VADER: I find your lack of faith disturbing.

TARKIN: Enough of this! Vader, release him!

VADER: As you wish.

TARKIN: This bickering is pointless. Lord Vader will provide us with the location of the Rebel fortress by the time this station is operational. We will then crush the Rebellion with one swift stroke.

EXTERIOR: TATOOINE – WASTELAND.

The speeder stops before what remains of the huge Jawas Sandcrawler. Luke and Ben walk among the smoldering rubble and scattered bodies.

LUKE: It looks like Sandpeople did this, all right. Look, here are Gaffi sticks, Bantha

tracks. It's just...I never heard of them hitting anything this big before.

Ben is crouching in the sand studying the tracks.

BEN: They didn't. But we are meant to think they did. These tracks are side by side. Sandpeople always ride single file to hide their numbers.

LUKE: These are the same Jawas that sold us Artoo and Threepio.

BEN: And these blast points, too accurate for Sandpeople. Only Imperial stormtroopers are so precise.

LUKE: Why would Imperial troops want to slaughter Jawas?

Luke looks back at the speeder where Artoo and Threepio are inspecting the dead Jawas, and put two and two together.

LUKE: If they traced the robots here, they may have learned who they sold them to. And that would lead them home!

Luke reaches a sudden horrible realization, then races for the speeder and jumps it.

BEN: Wait, Luke! It's too dangerous.

Luke races off leaving Ben and the two robots alone with the burning Sandcrawler.

EXTERIOR: TATOOINE – WASTELAND.

Luke races across the wasteland in his battered Landspeeder.

EXTERIOR: TATOOINE – LARS HOMESTEAD.

The speeder roars up to the burning homestead. Luke jumps out and runs to the smoking holes that were once his home. Debris is scattered everywhere and it looks as if a great battle has taken place.

LUKE: Uncle Owen! Aunt Beru! Uncle Owen!

Luke stumbles around in a daze looking for his aunt and uncle. Suddenly he comes upon their smoldering remains. He is stunned, and cannot speak. Hate replaces fear and a new resolve comes over him.

EXTERIOR: SPACE.

Imperial TIE fighter races toward the Death Star.

## INTERIOR: DEATH STAR – DETENTION CORRIDOR.

Two stormtroopers open an electronic cell door and allow several Imperial guards to enter. Princess Leia's face is filled with defiance, which slowly gives way to fear as a giant black torture robot enters, followed by Darth Vader.

VADER: And, now Your Highness, we will discuss the location of your hidden Rebel base.

The torture robot gives off a steady beeping sound as it approaches Princess Leia and extends one of its mechanical arms bearing a large hypodermic needle. The door slides shut and the long cell block hallway appears peaceful. The muffled screams of the Rebel princess are barely heard.

## EXTERIOR: TATOOINE – WASTELAND.

There is a large bonfire of Jawa bodies blazing in front of the Sandcrawler as Ben and the robots finish burning the dead. Luke drives up in the speeder and Ben walks over to him.

BEN: There's nothing you could have done, Luke, had you been there. You'd have been killed, too, and the droids would be in the hands of the Empire.

LUKE: I want to come with you to Alderaan. There's nothing here for me now. I want to learn the ways of the Force and become a Jedi like my father.

## EXTERIOR: TATOOINE – WASTELAND.

The Landspeeder with Luke, Artoo, Threepio, and Ben in it zooms across the desert. The speeder stops on a bluff overlooking the spaceport at Mos Eisley. It is a haphazard array of low, grey, concrete structures and semi-domes. A harsh gale blows across the stark canyon floor. Luke adjusts his goggles and walks to the edge of the craggy bluff where Ben is standing.

BEN: Mos Eisley Spaceport. You will never find a more wretched hive of scum and villainy. We must be cautious.

Ben looks over at Luke, who gives the old Jedi a determined smile.

## EXTERIOR: TATOOINE – MOS EISLEY – STREET.

The speeder is stopped on a crowded street by several combat-hardened stormtroopers who look over the two robots. A Trooper questions Luke.

TROOPER: How long have you had these droids?

LUKE: About three or four seasons.

BEN: They're for sale if you want them.

TROOPER: Let me see your identification.

Luke becomes very nervous as he fumbles to find his ID while Ben speaks to the Trooper in a very controlled voice.

BEN: You don't need to see his identification.

TROOPER: We don't need to see his identification.

BEN: These are not the droids your looking for.

TROOPER: These are not the droids we're looking for.

BEN: He can go about his business.

TROOPER: You can go about your business.

BEN: (to Luke) Move along.

TROOPER: Move along. Move along.

EXTERIOR: TATOOINE – MOS EISLEY – STREET.

The speeder pulls up in front of a rundown blockhouse cantina on the outskirts of the spaceport. Various strange forms of transport, including several unusual beasts of burden, are parked outside the bar. A Jawa runs up and begins to fondle the speeder.

THREEPIO: I can't abide these Jawas. Disgusting creatures.

As Luke gets out of the speeder he tries to shoo the Jawa away.

LUKE: Go on, go on. I can't understand how we got by those troopers. I thought we were dead.

BEN: The Force can have a strong influence on the weak-minded. You will find it a powerful ally.

LUKE: Do you really think we're going to find a pilot here that'll take us to Alderaan?

BEN: Well, most of the best freighter pilots can be found here. Only watch your step. This place can be a little rough.

LUKE: I'm ready for anything.

THREEPIO: Come along, Artoo.

INTERIOR: TATOOINE – MOS EISLEY – CANTINA.

The young adventurer and his two mechanical servants follow Ben Kenobi into the smoke-filled cantina. The murky, moldy den is filled with a startling array of weird and exotic alien creatures and monsters at the long metallic bar. At first the sight is horrifying. One-eyed, thousand-eyed, slimy, furry, scaly, tentacled, and clawed creatures huddle over drinks. Ben moves to an empty spot at the bar near a group of repulsive but human scum. A huge, rough-looking Bartender stops Luke and the robots.

BARTENDER: We don't serve their kind here!

Luke still recovering from the shock of seeing so many outlandish creatures, doesn't quite catch the bartender's drift.

LUKE: What?

BARTENDER: Your droids. They'll have to wait outside. We don't want them here.

Luke looks at old Ben, who is busy talking to one of the Galactic pirates. He notices several of the gruesome creatures along the bar are giving him a very unfriendly glare. Luke pats Threepio on the shoulder.

LUKE: Listen, why don't you wait out by the speeder. We don't want any trouble.

THREEPIO: I heartily agree with you sir.

Threepio and his stubby partner go outside and most of the creatures at the bar go back to their drinks. Ben is standing next to Chewbacca, an eight-foot-tall- savage-looking creature resembling a huge grey bushbaby monkey with fierce baboon-like fangs. His large blue eyes dominate a fur-covered face and soften his otherwise awesome appearance. Over his matted, furry body he wears two chrome bandoliers, and little else. He is a two-hundred-year-old Wookiee and a sight to behold. Ben speaks to the Wookiee, pointing to Luke several times during his conversation and the huge creature suddenly lets out a horrifying laugh. Luke is more than a little bit disconcerted and pretends not to hear the conversation between Ben and the giant Wookiee. Luke is terrified but tries not to show it. He quietly sips his drink, looking over the crowd for a more sympathetic ear or whatever. A large, multiple-eyed Creature gives Luke a

rough shove.

CREATURE: Negola dewaghi wooldugger?!?

The hideous freak is obviously drunk. Luke tries to ignore the creature and turns back on his drink. A short, grubby Human and an even smaller rodent-like beast join the belligerent monstrosity.

HUMAN: He doesn't like you.

LUKE: I'm sorry.

HUMAN: I don't like you either

The big creature is getting agitated and yells out some unintelligible gibberish at the now rather nervous, young adventurer.

HUMAN: (continued) Don't insult us. You just watch yourself. We're wanted men. I have the death sentence in twelve systems.

LUKE: I'll be careful than.

HUMAN: You'll be dead.

The rodent lets out a loud grunt and everything at the bar moves away. Luke tries to remain cool but it isn't easy. His three adversaries ready their weapons. Old Ben moves in behind Luke.

BEN: This little one isn't worth the effort. Come let me buy you something...

A powerful blow from the unpleasant creature sends the young would-be Jedi sailing across the room, crashing through tables and breaking a large jug filled with a foul-looking liquid. With a blood curdling shriek, the monster draws a wicked chrome laser pistol from his belt and levels it at old Ben. The bartender panics.

BARTENDER: No blasters! No blaster!

With astounding agility old Ben's laser sword sparks to life and in a flash an arm lies on the floor. The rodent is cut in two and the giant multiple-eyed creature lies doubled, cut from chin to groin. Ben carefully and precisely turns off his laser sword and replaces it on his utility belt. Luke, shaking and totally amazed at the old man's abilities, attempts to stand. The entire fight has lasted only a matter of seconds. The cantina goes back to normal, although Ben is given a respectable amount of room at the bar. Luke, rubbing his bruised head, approaches the old man with new awe. Ben

points the the Wookiee.

BEN: This is Chewbacca. He's first-mate on a ship that might suit our needs.

EXTERIOR: TATOOINE – MOS EISLEY – STREET.

Threepio paces in front of the cantina as Artoo carries on an electronic conversation with another little red astro-droid. A creature comes out of the cantina and approaches two stormtroopers in the street.

THREEPIO: I don't like the look of this.

INTERIOR: TATOOINE – MOS EISLEY – CANTINA.

Strange creatures play exotic big band music on odd-looking instruments as Luke, still giddy, downs a fresh drink and follows Ben and Chewbacca to a booth where Han Solo is sitting. Han is a tough, roguish starpilot about thirty years old. A mercenary on a starship, he is simple, sentimental, and cocksure.

HAN: Han Solo. I'm captain of the Millennium Falcon. Chewie here tells me you're looking for passage to the Alderaan system.

BEN: Yes, indeed. If it's a fast ship.

HAN: Fast ship? You've never heard of the Millennium Falcon?

BEN: Should I have?

HAN: It's the ship that made the Kessel run in less than twelve parsecs!

Ben reacts to Solo's stupid attempt to impress them with obvious misinformation.

HAN: (continued) I've outrun Imperial starships, not the local bulk-cruisers, mind you. I'm talking about the big Corellian ships now. She's fast enough for you, old man. What's the cargo?

BEN: Only passengers. Myself, the boy, two droids, and no questions asked.

HAN: What is it? Some kind of local trouble?

BEN: Let's just say we'd like to avoid any Imperial entanglements.

HAN: Well, that's the trick, isn't it? And it's going to cost you something extra. Ten thousand in advance.

LUKE: Ten thousand? We could almost buy our own ship for that!

HAN: But who's going to fly it, kid! You?

LUKE: You bet I could. I'm not such a bad pilot myself! We don't have to sit here and listen...

BEN: We haven't that much with us. But we could pay you two thousand now, plus fifteen when we reach Alderaan.

HAN: Seventeen, huh!

Han ponders this for a few moments.

HAN: Okay. You guys got yourself a ship. We'll leave as soon as you're ready. Docking bay Ninety-four.

BEN: Ninety-four.

HAN: Looks like somebody's beginning to take an interest in your handiwork.

Ben and Luke turn around to see four Imperial stormtroopers looking at the dead bodies and asking the bartenders some questions. The bartender points to the booth.

TROOPER: All right, we'll check it out.

The stormtroopers look over at the booth but Luke and Ben are gone. The bartender shrugs his shoulders in puzzlement.

HAN: Seventeen thousand! Those guys must really be desperate. This could really save my neck. Get back to the ship and get her ready.

EXTERIOR: TATOOINE – MOS EISLEY – STREET.

BEN: You'll have to sell your speeder.

LUKE: That's okay. I'm never coming back to this planet again.

INTERIOR: MOS EISLEY – CANTINA.

As Han is about to leave, Greedo, a slimy green-faced alien with a short trunk-nose, pokes a gun in his side. The creature speaks in a foreign tongue translated into English subtitles.

GREEDO: Going somewhere, Solo?

HAN: Yes, Greedo. As a matter of fact, I was just going to see your boss. Tell Jabba that I've got his money.

Han sits down and the alien sits across from him holding the gun on him.

GREEDO: It's too late. You should have paid him when you had the chance. Jabba's put a price on your head, so large that every bounty hunter in the galaxy will be looking for you. I'm lucky I found you first.

HAN: Yeah, but this time I got the money.

GREEDO: If you give it to me, I might forget I found you.

HAN: I don't have it with me. Tell Jabba...

GREEDO: Jabba's through with you. He has no time for smugglers who drop their shipments at the first sign of an Imperial cruiser.

HAN: Even I get boarded sometimes. Do you think I had a choice?

Han Solo slowly reaches for his gun under the table.

GREEDO: You can tell that to Jabba. He may only take your ship.

HAN: Over my dead body.

GREEDO: That's the idea. I've been looking forward to killing you for a long time.

HAN: Yes, I'll bet you have.

Suddenly the slimy alien disappears in a blinding flash of light. Han pulls his smoking gun from beneath the table as the other patron look on in bemused amazement. Han gets up and starts out of the cantina, flipping the bartender some coins as he leaves.

HAN: Sorry about the mess.

EXTERIOR: SPACE.

Several TIE fighters approach the Death Star.

INTERIOR: DEATH STAR – CONTROL ROOM.

VADER: Her resistance to the mind probe is considerable. It will be some time before we can extract any information from her.

An Imperial Officer interrupts the meeting.

IMPERIAL OFFICER: The final check-out is complete. All systems are operational. What course shall we set?

TARKIN: Perhaps she would respond to an alternative form of persuasion.

VADER: What do you mean?

TARKIN: I think it is time we demonstrate the full power of this station. (to soldier)  
Set your course for Princess Leia's home planet of Alderaan.

TROOPER: With pleasure.

EXTERIOR: TATOOINE – MOS EISLEY – STREET.

Four heavily-armed stormtroopers move menacingly along a narrow slum alleyway crowded with darkly clad creatures hawking exotic goods in the dingy little stalls. Men, monsters, and robots crouch in the waste-filled doorways, whispering and hiding from the hot winds.

THREEPIO: Lock the door, Artoo.

One of the troopers checks a tightly locked door and moves on down the alleyway. The door slides open a crack and Threepio peeks out. Artoo is barely visible in the background.

TROOPER: All right, check that side of the street. It's secure. Move on to the next door.

The door opens, Threepio moves into the doorway.

THREEPIO: I would much rather have gone with Master Luke than stay here with you. I don't know what all the trouble is about, but I'm sure it must be your fault.

Artoo makes beeping sounds.

THREEPIO: You watch your language!

EXTERIOR: TATOOINE – MOS EISLEY – STREET – ALLEYWAY – USED SPEEDER LOT.

Ben and Luke are standing in a sleazy used speeder lot, talking with a tall, grotesque, insect-like used speeder dealer. Strange exotic bodies and spindly-legged beasts pass by as the insect concludes the sale by giving Luke some coins.

LUKE: He says it's the best he can do. Since the XP-38 came out, they're just not in demand.

BEN: It will be enough.

Ben and Luke leave the speeder lot and walk down the dusty alleyway past a small robot herding a bunch of anteater-like creatures. Luke turns and gives one last forlorn look at his faithful speeder as he rounds a corner. A darkly clad creature moves out of the shadows as they pass and watches them as they disappear down another alley.

BEN: If the ship's as fast as he's boasting, we ought to do well.

INTERIOR: DOCKING BAY 94 – DAY.

Jabba the Hut and a half-dozen grisly alien pirates and purple creatures stand in the middle of the docking bay. Jabba is the grossest of the slaving hulks and his scarred face is a grim testimonial to his prowess as a vicious killer. He is a fat, slug-like creature with eyes on extended feelers and a huge ugly mouth.

JABBA: Come on out, Solo!

A voice from directly behind the pirates startles them and they turn around to see Han Solo and the giant Wookiee, Chewbacca, standing behind them with no weapons in sight.

HAN: I've been waiting for you, Jabba.

JABBA: I expected you would be.

HAN: I'm not the type to run.

JABBA: (fatherly-smooth) Han, my boy, there are times when you disappoint me...why haven't you paid me? And why did you have to fry poor Greedo like that...after all we've been through together.

HAN: You sent Greedo to blast me.

JABBA: (mock surprise) Han, why you're the best smuggler in the business. You're too valuable to fry. He was only relaying my concern at your delays. He wasn't going to blast you.

HAN: I think he thought he was. Next time don't send one of those twerps. If you've got something to say to me, come see me yourself.

JABBA: Han, Han! If only you hadn't had to dump that shipment of spice...you understand I just can't make an exception. Where would I be if every pilot who smuggled for me dumped their shipment at the first sign of an Imperial starship? It's not good business.

HAN: You know, even I get boarded sometimes, Jabba. I had no choice, but I've got a charter now and I can pay you back, plus a little extra. I just need some more time.

JABBA: (to his men) Put your blasters away. Han, my boy, I'm only doing this because you're the best and I need you. So, for an extra, say twenty percent I'll give you a little more time...but this is it. If you disappoint me again, I'll put a price on your head so large you won't be able to go near a civilized system for the rest of your short life.

HAN: Jabba, I'll pay you because it's my pleasure.

EXTERIOR: DOCKING PORT ENTRY – ALLEYWAY.

Chewbacca waits restlessly at the entrance to Docking Bay 94. Ben, Luke, and the robots make their way up the street. Chewbacca jabbbers excitedly and signals for them to hurry. The darkly clad creature has followed them from the speeder lot. He stops in a nearby doorway and speaks into a small transmitter.

INTERIOR: MOS EISLEY SPACEPORT – DOCKING BAY 94

Chewbacca leads the group into a giant dirt pit that is Docking Bay 94. Resting in the middle of the huge hole is a large, round, beat-up, pieced-together hunk of junk that could only loosely be called a starship.

LUKE: What a piece of junk.

The tall figure of Han Solo comes down the boarding ramp.

HAN: She'll make point five beyond the speed of light. She may not look like much, but she's got it where it counts, kid. I've added some special modifications myself.

Luke scratches his head. It's obvious he isn't sure about all this. Chewbacca rushes up the ramp and urges the others to follow.

HAN: We're a little rushed, so if you'll hurry aboard we'll get out of here.

The group rushes up the gang plank, passing a grinning Han Solo.

INTERIOR: MILLENNIUM FALCON.

Chewbacca settles into the pilot's chair and starts the mighty engines of the starship.

INTERIOR: MOS EISLEY SPACEPORT – DOCKING BAY 94.

Luke, Ben, Threepio, and Artoo move toward the Millennium Falcon passing Solo.

THREEPIO: Hello, sir.

EXTERIOR: TATOOINE – MOS EISLEY – STREET.

Eight Imperial stormtroopers rush up to the darkly clad creature.

TROOPER: Which way?

The darkly clad creature points to the door of the docking bay.

TROOPER: All right, men. Load your weapons!

INTERIOR: MOS EISLEY SPACEPORT – DOCKING BAY 94.

The troops hold their guns at the ready and charge down the docking bay entrance.

TROOPER: Stop that ship!

Han Solo looks up and sees the Imperial stormtroopers rushing into the docking bay. Several of the troopers fire at Han as he ducks into the spaceship.

TROOPER: Blast 'em!

Han draws his laser pistol and pops off a couple of shots which force the stormtroopers to dive for safety. The pirateship engines whine as Han hits the release button that slams the overhead entry shut.

INTERIOR: MILLENNIUM FALCON.

HAN: Chewie, get us out of here!

The group straps in for take off.

THREEPIO: Oh, my. I'd forgotten how much I hate space travel.

EXTERIOR: TATOOINE – MOS EISLEY – STREETS.

The half-dozen stormtroopers at a check point hear the general alarm and look to the sky as the huge starship rises above the dingy slum dwellings and quickly disappears into the morning sky.

INTERIOR: MILLENNIUM FALCON – COCKPIT.

Han climbs into the pilot's chair next to Chewbacca, who chatters away as he points to something on the radar scope.

EXTERIOR: SPACE – PLANET TATOOINE.

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The Corellian pirateship zooms from Tatooine into space.

INTERIOR: MILLENNIUM FALCON – COCKPIT.

Han frantically types information into the ship's computer. Little Artoo appears momentarily at the cockpit doorway, makes a few beeping remarks, then scurries away.

HAN: It looks like an Imperial cruiser. Our passengers must be hotter than I thought. Try and hold them off. Angle the deflector shield while I make the calculations for the jump to light speed.

EXTERIOR: SPACE – PLANET TATOOINE.

The Millennium Falcon pirateship races away from the yellow planet, Tatooine. It is followed by two huge Imperial stardestroyers.

INTERIOR: MILLENNIUM FALCON – COCKPIT.

Over the shoulders of Chewbacca and Han, we can see the galaxy spread before them. Luke and Ben make their way into the cramped cockpit where Han continues his calculation.

HAN: Stay sharp! There are two more coming in; they're going to try to cut us off.

LUKE: Why don't you outrun them? I thought you said this thing was fast.

HAN: Watch your mouth, kid, or you're going to find yourself floating home. We'll be safe enough once we make the jump to hyperspace. Besides, I know a few maneuvers. We'll lose them!

EXTERIOR: SPACE – PLANET TATOOINE.

Imperial cruisers fire at the pirateship.

INTERIOR: MILLENNIUM FALCON – COCKPIT.

The ship shudders as an explosion flashes outside the window.

HAN: Here's where the fun begins!

BEN: How long before you can make the jump to light speed?

HAN: It'll take a few moments to get the coordinates from the navi-computer.

The ship begins to rock violently as lasers hit it.

LUKE: Are you kidding? At the rate they're gaining...

HAN: Traveling through hyperspace isn't like dusting crops, boy! Without precise calculations we could fly right through a star or bounce too close to a supernova and that'd end your trip real quick, wouldn't it?

The ship is now constantly battered with laserfire as a red warning light begins to flash.

LUKE: What's that flashing?

HAN: We're losing our deflector shield. Go strap yourself in, I'm going to make the jump to light speed.

The galaxy brightens and they move faster, almost as if crashing a barrier. Stars become streaks as the pirateship makes the jump to hyperspace.

EXTERIOR: SPACE.

The Millennium Falcon zooms into infinity in less than a second.

EXTERIOR: DEATH STAR.

Alderaan looms behind the Death Star battlestation.

INTERIOR: DEATH STAR – CONTROL ROOM.

Admiral Motti enters the quiet control room and bows before Governor Tarkin, who stands before the huge wall screen displaying a small green planet.

MOTTI: We've entered the Alderaan system.

Vader and two stormtroopers enter with Princess Leia. Her hands are bound.

LEIA: Governor Tarkin, I should have expected to find you holding Vader's leash. I recognized your foul stench when I was brought on board.

TARKIN: Charming to the last. You don't know how hard I found it signing the order to terminate your life!

LEIA: I surprised you had the courage to take the responsibility yourself!

TARKIN: Princess Leia, before your execution I would like you to be my guest at a ceremony that will make this battle station operational. No star system will dare oppose the Emperor now.

LEIA: The more you tighten your grip, Tarkin, the more star systems will slip through your fingers.

TARKIN: Not after we demonstrate the power of this station. In a way, you have determined the choice of the planet that'll be destroyed first. Since you are reluctant to provide us with the location of the Rebel base, I have chosen to test this station's destructive power... on your home planet of Alderaan.

LEIA: No! Alderaan is peaceful. We have no weapons. You can't possibly...

TARKIN: You would prefer another target? A military target? Then name the system!

Tarkin waves menacingly toward Leia.

TARKIN: I grow tired of asking this. So it'll be the last time. Where is the Rebel base?

Leia overhears an intercom voice announcing the approach to Alderaan.

LEIA: (softly) Dantooine.

Leia lowers her head.

LEIA: They're on Dantooine.

TARKIN: There. You see Lord Vader, she can be reasonable. (addressing Motti) Continue with the operation. You may fire when ready.

LEIA: What?

TARKIN: You're far too trusting. Dantooine is too remote to make an effective demonstration. But don't worry. We will deal with your Rebel friends soon enough.

LEIA: No!

INTERIOR: DEATH STAR – BLAST CHAMBER.

VADER: Commence primary ignition.

A button is pressed which switches on a panel of lights. A hooded Imperial soldier reaches overhead and pulls a lever. Another lever is pulled. Vader reaches for still another lever and a bank of lights on a panel and wall light up. A huge beam of light emanates from within a cone-shaped area and converges into a single laser beam out toward Alderaan. The small green planet of Alderaan is blown into space dust.

INTERIOR: MILLENNIUM FALCON – CENTRAL HOLD AREA.

Ben watches Luke practice the lightsaber with a small "seeker" robot. Ben suddenly turns away and sits down. He falters, seems almost faint.

LUKE: Are you all right? What's wrong?

BEN: I felt a great disturbance in the Force...as if millions of voices suddenly cried out in terror and were suddenly silenced. I fear something terrible has happened.

Ben rubs his forehead. He seems to drift into a trance. Then he fixes his gaze on Luke.

BEN: You'd better get on with your exercises.

Han Solo enters the room.

HAN: Well, you can forget your troubles with those Imperial slugs. I told you I'd outrun 'em.

Luke is once again practicing with the lightsaber.

HAN: Don't everyone thank me at once.

Threepio watches Chewbacca and Artoo who are engrossed in a game in which three-dimensional holographic figures move along a chess-type board.

HAN: Anyway, we should be at Alderaan about oh-two-hundred hours.

Chewbacca and the two robots sit around the lighted table covered with small holographic monsters. Each side of the table has a small computer monitor embedded in it. Chewbacca seems very pleased with himself as he rests his lanky fur-covered arms over his head.

THREEPIO: Now be careful, Artoo.

Artoo immediately reaches up and taps the computer with his stubby claw hand, causing one of the holographic creatures to walk to the new square. A sudden frown crosses Chewbacca's face and he begins yelling gibberish at the tiny robot. Threepio intercedes on behalf of his small companion and begins to argue with the huge Wookiee.

THREEPIO: He made a fair move. Screaming about it won't help you.

HAN: (interrupting) Let him have it. It's not wise to upset a Wookiee.

THREEPIO: But sir, nobody worries about upsetting a droid.

HAN: That's 'cause droids don't pull people's arms out of their socket when they lose. Wookiees are known to do that.

THREEPIO: I see your point, sir. I suggest a new strategy, Artoo. Let the Wookiee win.

Luke stands in the middle of the small hold area; he seems frozen in place. A humming lightsaber is held high over his head. Ben watches him from the corner, studying his movements. Han watches with a bit of smugness.

BEN: Remember, a Jedi can feel the Force flowing through him.

LUKE: You mean it controls your actions?

BEN: Partially. But it also obeys your commands.

Suspended at eye level, about ten feet in front of Luke, a "seeker", a chrome baseball-like robot covered with antennae, hovers slowly in a wide arc. The ball floats to one side of the youth then the other. Suddenly it makes a lightning-swift lunge and stops within a few feet of Luke's face. Luke doesn't move and the ball backs off. It slowly moves behind the boy, then makes another quick lunge, this time emitting a blood red laser beam as it attacks. It hits Luke in the leg causing him to tumble over. Han lets loose with a burst of laughter.

HAN: Hokey religions and ancient weapons are no match for a good blaster at your side, kid.

LUKE: You don't believe in the Force, do you?

HAN: Kid, I've flown from one side of this galaxy to the other. I've seen a lot of strange stuff, but I've never seen anything to make me believe there's one all-powerful force controlling everything. There's no mystical energy field that controls my destiny.

Ben smiles quietly

HAN: It's all a lot of simple tricks and nonsense.

BEN: I suggest you try it again, Luke.

Ben places a large helmet on Luke's head which covers his eyes.

BEN: This time, let go your conscious self and act on instinct.

LUKE: (laughing) With the blast shield down, I can't even see. How am I supposed

to fight?

BEN: Your eyes can deceive you. Don't trust them.

Han skeptically shakes his head as Ben throws the seeker into the air. The ball shoots straight up in the air, then drops like a rock. Luke swings the lightsaber around blindly missing the seeker, which fires off a laserbolt which hits Luke square on the seat of the pants. He lets out a painful yell and attempts to hit the seeker.

BEN: Stretch out with your feelings.

Luke stands in one place, seemingly frozen. The seeker makes a dive at Luke and, incredibly, he managed to deflect the bolt. The ball ceases fire and moves back to its original position.

BEN: You see, you can do it.

HAN: I call it luck.

BEN: In my experience, there's no such thing as luck.

HAN: Look, going good against remotes is one thing. Going good against the living? That's something else.

Solo notices a small light flashing on the far side of the control panel.

HAN: Looks like we're coming up on Alderaan.

Han and Chewbacca head back to the cockpit.

LUKE: You know, I did feel something. I could almost see the remote.

BEN: That's good. You have taken your first step into a larger world.

INTERIOR: DEATH STAR – CONFERENCE ROOM.

Imperial Officer Cass stands before Governor Tarkin and the evil Dark Lord Darth Vader.

TARKIN: Yes.

OFFICER CASS: Our scout ships have reached Dantooine. They found the remains of a Rebel base, but they estimate that it has been deserted for some time. They are now conducting an extensive search of the surrounding systems.

TARKIN: She lied! She lied to us!

VADER: I told you she would never consciously betray the Rebellion.

TARKIN: Terminate her...immediately!

EXTERIOR: HYPERSPACE.

The pirateship is just coming out of hyperspace; a strange surreal light show surrounds the ship.

INTERIOR: MILLENNIUM FALCON – COCKPIT.

HAN: Stand by, Chewie, here we go. Cut in the sublight engines.

Han pulls back on a control lever. Outside the cockpit window stars begin streaking past, seem to decrease in speed, then stop. Suddenly the starship begins to shudder and violently shake about. Asteroids begin to race toward them, battering the sides of the ship.

HAN: What the...? Aw, we've come out of hyperspace into a meteor shower. Some kind of asteroid collision. It's not on any of the charts.

The Wookiee flips off several controls and seems very cool in the emergency. Luke makes his way into the bouncing cockpit.

LUKE: What's going on?

HAN: Our position is correct, except...no, Alderaan!

LUKE: What do you mean? Where is it?

HAN: That's what I'm trying to tell you, kid. It ain't there. It's been totally blown away.

LUKE: What? How?

Ben moves into the cockpit behind Luke as the ship begins to settle down.

BEN: Destroyed...by the Empire!

HAN: The entire starfleet couldn't destroy the whole planet. It'd take a thousand ships with more fire power than I've...

A signal starts flashing on the control panel and a muffled alarm starts humming.

HAN: There's another ship coming in.

LUKE: Maybe they know what happened.

BEN: It's an Imperial fighter.

Chewbacca barks his concern. A huge explosion bursts outside the cockpit window, shaking the ship violently. A tiny, finned Imperial TIE fighter races past the cockpit window.

LUKE: It followed us!

BEN: No. It's a short range fighter.

HAN: There aren't any bases around here. Where did it come from?

EXTERIOR: SPACE.

The fighter races past the Corellian pirateship.

INTERIOR: MILLENNIUM FALCON – COCKPIT.

LUKE: It sure is leaving in a big hurry. If they identify us, we're in big trouble.

HAN: Not if I can help it. Chewie...jam it's transmissions.

BEN: It'd be as well to let it go. It's too far out of range.

HAN: Not for long...

EXTERIOR: SPACE.

The pirateship zooms over the camera and away into the vastness of space after the Imperial TIE fighter.

INTERIOR: MILLENNIUM FALCON – COCKPIT.

The tension mounts as the pirateship gains on the tiny fighter. In the distance, one of the stars becomes brighter until it is obvious that the TIE ship is heading for it. Ben stands behind Chewbacca.

BEN: A fighter that size couldn't get this deep into space on its own.

LUKE It must have gotten lost, been part of a convoy or something.

HAN: Well, he ain't going to be around long enough to tell anyone about us.

EXTERIOR: SPACE.

The TIE fighter is losing ground to the larger pirateship as they race toward camera and disappear over head.

INTERIOR: MILLENNIUM FALCON – COCKPIT.

The distant star can be distinguished as a small moon or planet.

LUKE: Look at him. He's headed for that small moon.

HAN: I think I can get him before he gets there...he's almost in range.

The small moon begins to take on the appearance of a monstrous spherical battle station.

BEN: That's no moon! It's a space station.

HAN: It's too big to be a space station.

LUKE: I have a very bad feeling about this.

BEN: Yeah, I think your right. Full reverse! Chewie, lock in the auxiliary power.

The pirateship shudders and the TIE fighter accelerates away toward the gargantuan battle station.

LUKE: Why are we still moving towards it?

HAN: We're caught in a tractor beam! It's pulling us in!

LUKE: But there's gotta be something you can do!

HAN: There's nothin' I can do about it, kid. I'm in full power. I'm going to have to shut down. But they're not going to get me without a fight!

Ben Kenobi puts a hand on his shoulder.

BEN: You can't win. But there are alternatives to fighting.

INTERIOR: MILLENNIUM FALCON – DEATH STAR.

As the battered pirate starship is towed closer to the awesome metal moon, the immense size of the massive battle station becomes staggering. Running along the equator of the gigantic sphere is a mile-high band of huge docking ports into which the helpless pirateship is dragged.

EXTERIOR: DEATH STAR – HUGE PORT DOORS.

The helpless Millennium Falcon is pulled past a docking port control room and huge laser turret cannons.

VOICE OVER DEATH STAR INTERCOM: Clear Bay twenty-three-seven. We are opening the magnetic field.

INTERIOR: DEATH STAR – DOCKING BAY 2037.

The pirateship is pulled in through port doors of the Death Star, coming to rest in a huge hangar. Thirty stormtroopers stand at attention in a central assembly area.

OFFICER: To you stations!

OFFICER: (to another officer) Come with me.

INTERIOR: DEATH STAR – HALLWAY.

Stormtroopers run to their posts.

INTERIOR: DEATH STAR – HANGAR 2037.

A line of stormtroopers march toward the pirateship in readiness to board it, while other troopers stand with weapons ready to fire.

OFFICER: Close all outboard shields! Close all outboard shields!

INTERIOR: DEATH STAR – CONFERENCE ROOM.

Tarkin pushes a button and responds to the intercom buzz.

TARKIN: Yes.

VOICE: (over intercom) We've captured a freighter entering the remains of the Alderaan system. It's markings match those of a ship that blasted its way out of Mos Eisley.

VADER: They must be trying to return the stolen plans to the princess. She may yet be of some use to us.

INTERIOR: DEATH STAR – DOCKING BAY 2037.

Vader and a commander approach the troops as an Officer and several heavily armed troops exit the spacecraft.

VOICE: (over intercom) Unlock one-five-seven and nine. Release charges.

OFFICER: (to Vader) There's no one on board, sir. According to the log, the crew abandoned ship right after takeoff. It must be a decoy, sir. Several of the escape pods have been jettisoned.

VADER: Did you find any droids?

OFFICER: No, sir. If there were any on board, they must also have jettisoned.

VADER: Send a scanning crew on board. I want every part of this ship checked.

OFFICER: Yes, sir.

VADER: I sense something...a presence I haven't felt since...

Vader turns quickly and exits the hangar.

OFFICER: Get me a scanning crew in here on the double. I want every part of this ship checked!

INTERIOR: MILLENNIUM FALCON – HALLWAY.

A trooper runs through the hallway heading for the exit. In a few moments all is quiet. The muffled sounds of a distant officer giving orders finally fade. Two floor panels suddenly pop up revealing Han Solo and Luke. Ben Kenobi sticks his head out of a third locker.

LUKE: Boy, it's lucky you had these compartments.

HAN: I use them for smuggling. I never thought I'd be smuggling myself in them. This is ridiculous. Even if I could take off, I'd never get past the tractor beam.

BEN: Leave that to me!

HAN: Damn fool. I knew that you were going to say that!

BEN: Who's the more foolish...the fool or the fool who follows him?

Han shakes his head, muttering to himself. Chewbacca agrees.

INTERIOR: DEATH STAR – MAIN FORWARD BAY.

The crewmen carry a heavy box on board the ship, past the two stormtroopers guarding either side of the ramp.

TROOPER: The ship's all yours. If the scanners pick up anything, report it immediately. All right, let's go.

The crewmen enter the pirateship and a loud crashing sound is followed by a voice calling to the guard below.

HAN'S VOICE: Hey down there, could you give us a hand with this?

The stormtroopers enter the ship and a quick round of gunfire is heard.

INTERIOR: DEATH STAR – FORWARD BAY – COMMAND OFFICE.

In a very small command office near the entrance to the pirateship, a Gantry Officer looks out his window and notices the guards are missing. He speaks into the comlink.

GANTRY OFFICER: TX-four-one-two. Why aren't you at your post? TX-four-one-two, do you copy?

A stormtrooper comes down the ramp of the pirateship and waves to the gantry officer, pointing to his ear indicating his comlink is not working. The gantry officer shakes his head in disgust and heads for the door, giving his aide an annoyed look.

GANTRY OFFICER: Take over. We've got a bad transmitter. I'll see what I can do.

As the officer approaches the door, it slides open revealing the towering Chewbacca. The gantry officer, in a momentary state of shock, stumbles backward. With a bone-chilling howl, the giant Wookiee flattens the officer with one blow. The aide immediately reaches for his pistol, but is blasted by Han, dressed as an Imperial stormtrooper. Ben and the robots enter the room quickly followed by Luke, also dressed as a stormtrooper. Luke quickly removes his helmet.

LUKE: You know, between his howling and your blasting everything in sight, it's a wonder the whole station doesn't know we're here.

HAN: Bring them on! I prefer a straight fight to all this sneaking around.

THREEPIO: We found the computer outlet, sir.

Ben feeds some information into the computer and a map of the city appears on the monitor. He begins to inspect it carefully. Threepio and Artoo look over the control panel. Artoo finds something that makes him whistle wildly.

BEN: Plug in. He should be able to interpret the entire Imperial computer network.

Artoo punches his claw arm into the computer socket and the vast Imperial brain network comes to life, feeding information to the little robot. After a few moments, he beeps something.

THREEPIO: He says he's found the main computer to power the tractor beam that's holding the ship here. He'll try to make the precise location appear on the monitor.

The computer monitor flashes readouts.

THREEPIO: The tractor beam is coupled to the main reactor in seven locations. A power loss at one of the terminals will allow the ship to leave.

Ben studies the data on the monitor readout.

BEN: I don't think you boys can help. I must go alone.

HAN: Whatever you say. I've done more than I bargained for on this trip already.

LUKE I want to go with you.

BEN: Be patient, Luke. Stay and watch over the droids.

LUKE: But he can...

BEN: They must be delivered safely or other star systems will suffer the same fate as Alderaan. Your destiny lies along a different path than mine. The Force will be with you...always!

Ben adjusts the lightsaber on his belt and silently steps out of the command office, then disappears down a long grey hallway. Chewbacca barks a comment and Han shakes his head in agreement.

HAN: Boy you said it, Chewie.

Han looks at Luke.

HAN: Where did you dig up that old fossil?

LUKE: Ben is a great man.

HAN: Yeah, great at getting us into trouble.

LUKE: I didn't hear you give any ideas...

HAN: Well, anything would be better than just hanging around waiting for him to pick us up...

LUKE: Who do you think...

Suddenly Artoo begins to whistle and beep a blue streak. Luke goes over to him.

LUKE: What is it?

THREEPIO: I'm afraid I'm not quite sure, sir. He says "I found her", and keeps repeating, "She's here."

LUKE: Well, who...who has he found?

Artoo whistles a frantic reply.

THREEPIO: Princess Leia.

LUKE: The princess? She's here?

HAN: Princess? What's going on?

THREEPIO: Level five. Detention block A A-twenty-three. I'm afraid she's scheduled to be terminated.

LUKE: Oh, no! We've got to do something.

HAN: What are you talking about?

LUKE: The droid belongs to her. She's the one in the message.. We've got to help her.

HAN: Now, look, don't get any funny ideas. The old man wants us to wait right here.

LUKE: But he didn't know she was here. Look, will you just find a way back into the detention block?

HAN: I'm not going anywhere.

LUKE: They're going to execute her. Look, a few minutes ago you said you didn't want to just wait here to be captured. Now all you want to do is stay.

HAN: Marching into the detention area is not what I had in mind.

LUKE: But they're going to kill her!

HAN: Better her than me...

LUKE: She's rich.

Chewbacca growls.

HAN: Rich?

LUKE: Yes. Rich, powerful! Listen, if you were to rescue her, the reward would be...

HAN: What?

LUKE: Well more wealth that you can imagine.

HAN: I don't know, I can imagine quite a bit!

LUKE: You'll get it!

HAN: I better!

LUKE: You will...

HAN: All right, kid. But you'd better be right about this.

Han looks at Chewie, who grunts a short grunt.

LUKE: All right.

HAN: What's your plan?

LUKE: Uh...Threepio, hand me those binders there will you?

Luke moves toward Chewbacca with electronic cuffs.

LUKE: Okay. Now, I'm going to put these on you.

Chewie lets out a hideous growl.

LUKE: Okay. Han, you put these on.

Luke sheepishly hands the binders to Han.

HAN: Don't worry, Chewie. I think I know what he has in mind.

The Wookiee has a worried and frightened look on his face as Han binds him with the electronic cuffs.

THREEPIO: Master Luke, sir! Pardon me for asking...but, ah...what should Artoo and I do if we're discovered here?

LUKE: Lock the door!

HAN: And hope they don't have blasters.

THREEPIO: That isn't very reassuring.

Luke and Han put on their armored stormtrooper helmets and start off into the giant Imperial Death Star.

INTERIOR: DEATH STAR – DETENTION AREA – ELEVATOR TUBE.

Han and Luke try to look inconspicuous in their armored suits as they wait for a vacuum elevator to arrive. Troops, bureaucrats, and robots bustle about, ignoring the trio completely. Only a few give the giant Wookiee a curious glance. Finally a small elevator arrives and the trio enters.

LUKE: I can't see a thing in this helmet.

A bureaucrat races to get aboard also, but is signaled away by Han. The door to the pod-like vehicle slides closed and the elevator car takes off through a vacuum tube.

INTERIOR: DEATH STAR – MAIN HALLWAY.

Several Imperial officers walk through the wide main passageway. They pass several stormtroopers and a robot similar to Threepio but with an insect face. At the far end of the hallway, a passing flash of Ben Kenobi appears, then disappears down a small hallway. His appearance is so fleeting that it is hard to tell if he is real or just an illusion. No one in the hallway seems to notice him.

INTERIOR: DEATH STAR – INTERIOR ELEVATOR – DETENTION SECURITY AREA.

Luke and Han step forward to exit the elevator, but the door slides open behind them. The giant Wookiee and his two guards enter the old grey security station. Guards and laser gates are everywhere. Han whispers to Luke under his breath.

HAN: This is not going to work.

LUKE: Why didn't you say so before?

HAN: I did say so before!

INTERIOR: DETENTION AREA.

Elevator doors open. A tall, grim looking Officer approaches the trio.

OFFICER: Where are you taking this...thing?

Chewie growls a bit at the remark but Han nudges him to shut up.

LUKE: Prisoner transfer from Block one-one-three-eight.

OFFICER: I wasn't notified. I'll have to clear it.

The officer goes back to his console and begins to punch in the information. There are only three other troopers in the area. Luke and Han survey the situation, checking all of the alarms, laser gates, and camera eyes. Han unfastens one of Chewbacca's electronic cuffs and shrugs to Luke. Suddenly Chewbacca throws up his hands and lets out with one of his ear-piercing howls. He grabs Han's laser rifle.

HAN: Look out! He's loose!

LUKE: He's going to pull us all apart.

HAN: Go get him!

The startled guards are momentarily dumbfounded. Luke and Han have already pulled out their laser pistols and are blasting away at the terrifying Wookiee. Their barrage of laserfire misses Chewbacca, but hits the camera eyes, laser gate controls, and the Imperial guards. The officer is the last of the guards to fall under the laserfire just as he is about to push the alarm system. Han rushes to the comlink system, which is screeching questions about what is going on. He quickly checks the computer readout.

HAN: We've got to find out which cell this princess of yours is in. Here it is...cell twenty-one-eight-seven. You go get her. I'll hold them here.

Luke races down one of the cell corridors. Han speaks into the buzzing comlink.

HAN: (sounding official) Everything is under control. Situation normal.

INTERCOM VOICE: What happened?

HAN: (getting nervous) Uh...had a slight weapons malfunction. But, uh, everything's perfectly all right now. We're fine. We're all fine here, now, thank you. How are you?

INTERCOM VOICE: We're sending a squad up.

HAN: Uh, uh, negative. We had a reactor leak here now. Give us a few minutes to lock it down. Large leak...very dangerous.

INTERCOM VOICE: Who is this? What's your operating number?

Han blasts the comlink and it explodes.

HAN: Boring conversation anyway. (yelling down the hall) Luke! We're going to have company!

INTERIOR: DEATH STAR – CELL ROW.

Luke stops in front of one of the cells and blasts the door away with a laser pistol. When the smoke clears, Luke sees the dazzling young princess-senator. She had been sleeping and is now looking at him with an uncomprehending look on her face. Luke is stunned by her incredible beauty and stands staring at her with his mouth hanging open.

LEIA: (finally) Aren't you a little short to be a stormtrooper?

Luke takes off his helmet, coming out of it.

LUKE: What? Oh...the uniform. I'm Luke Skywalker. I'm here to rescue you.

LEIA: You're who?

LUKE: I'm here to rescue you. I've got your R2 unit. I'm here with Ben Kenobi.

LEIA: Ben Kenobi is here! Where is he?

LUKE: Come on!

INTERIOR: DEATH STAR – CONFERENCE ROOM.

Darth Vader paces the room as Governor Tarkin sits at the far end of the conference table.

VADER: He is here...

TARKIN: Obi-Wan Kenobi! What makes you think so?

VADER: A tremor in the Force. The last time I felt it was in the presence of my old master.

TARKIN: Surely he must be dead by now.

VADER: Don't underestimate the power of the Force.

TARKIN: The Jedi are extinct, their fire has gone out of the universe. You, my friend, are all that's left of their religion.

There is a quiet buzz on the comlink.

TARKIN: Yes.

INTERCOM VOICE: Governor Tarkin, we have an emergency alert in detention block

A A-twenty-three.

TARKIN: The princess! Put all sections on alert!

VADER: Obi-Wan is here. The Force is with him.

TARKIN: If you're right, he must not be allowed to escape.

VADER: Escape is not his plan. I must face him alone.

INTERIOR: DEATH STAR – DETENTION AREA – HALLWAY.

An ominous buzzing sound is heard on the other side of the elevator door.

HAN: Chewie!

Chewbacca responds with a growling noise.

HAN: Get behind me! Get behind me!

A series of explosions knock a hole in the elevator door through which several Imperial troops begin to emerge. Han and Chewie fire laser pistols at them through the smoke and flame. They turn and run down the cell hallway, meeting up with Luke and Leia rushing toward them.

HAN: Can't get out that way.

LEIA: Looks like you managed to cut off our only escape route.

HAN: (sarcastically) Maybe you'd like it back in your cell, Your Highness.

Luke takes a small comlink transmitter from his belt as they continue to exchange fire with stormtroopers making their way down the corridor.

LUKE: See-Threepio! See-Threepio!

THREEPIO: (over comlink) Yes sir?

LUKE: We've been cut off! Are there any other ways out of the cell bay?...What was that? I didn't copy!

INTERIOR: DEATH STAR – MAIN BAY GANTRY – CONTROL TOWER.

Threepio paces the control center as little Artoo beeps and whistles a blue streak. Threepio yells into the small comlink transmitter.

THREEPIO: I said, all systems have been alerted to your presence, sir. The main

entrance seems to be the only way in or out; all other information on your level is restricted.

Someone begins banging on the door.

TROOPER VOICE: Open up in there!

THREEPIO: Oh, no!

INTERIOR: DEATH STAR – DETENTION CORRIDOR.

Luke and Leia crouch together in an alcove for protection as they continue to exchange fire with troops. Han and Chewbacca are barely able to keep the stormtroopers at bay at the far end of the hallway. The laserfire is very intense, and smoke fills the narrow cell corridor.

LUKE: There isn't any other way out.

HAN: I can't hold them off forever! Now what?

LEIA: This is some rescue. When you came in here, didn't you have a plan for getting out?

HAN: (pointing to Luke) He's the brains, sweetheart.

Luke manages a sheepish grin and shrugs his shoulders.

LUKE: Well, I didn't...

The princess grabs Luke's gun and fires at a small grate in the wall next to Han, almost frying him.

HAN: What the hell are you doing?

LEIA: Somebody has to save our skins. Into the garbage chute, wise guy.

She jumps through the narrow opening as Han and Chewbacca look on in amazement. Chewbacca sniffs the garbage chute and says something.

HAN: Get in there you big furry oaf! I don't care what you smell! Get in there and don't worry about it.

Han gives him a kick and the Wookiee disappears into the tiny opening. Luke and Han continue firing as they work their way toward the opening.

HAN: Wonderful girl! Either I'm going to kill her or I'm beginning to like her. Get in

there!

Luke ducks laserfire as he jumps into the darkness. Han fires off a couple of quick blasts creating a smokey cover, then slides into the chute himself and is gone.

INTERIOR: DEATH STAR – GARBAGE ROOM.

Han tumbles into the large room filled with garbage and muck. Luke is already stumbling around looking for an exit. He finds a small hatchway and struggles to get it open. It won't budge.

HAN: (sarcastically) Oh! The garbage chute was a really wonderful idea. What an incredible smell you've discovered! Let's get out of here! Get away from there...

LUKE: No! wait!

Han draws his laser pistol and fires at the hatch. The laserbolt ricochets wildly around the small metal room. Everyone dives for cover in the garbage as the bolt explodes almost on top of them. Leia climbs out of the garbage with a rather grim look on her face.

LUKE: Will you forget it? I already tried it. It's magnetically sealed!

LEIA: Put that thing away! You're going to get us all killed.

HAN: Absolutely, Your Worship. Look, I had everything under control until you led us down here. You know, it's not going to take them long to figure out what happened to us.

LEIA: It could be worst...

A loud, horrible, inhuman moan works its way up from the murky depths. Chewbacca lets out a terrified howl and begins to back away. Han and Luke stand fast with their laser pistols drawn. The Wookiee is cowering near one of the walls.

HAN: It's worst.

LUKE: There's something alive in here!

HAN: That's your imagination.

LUKE: Something just moves past my leg! Look! Did you see that?

HAN: What?

LUKE: Help!

Suddenly Luke is yanked under the garbage.

HAN: Luke! Luke! Luke!

Solo tries to get to Luke. Luke surfaces with a gasp of air and thrashing of limbs. A membrane tentacle is wrapped around his throat.

LEIA: Luke!

Leia extends a long pipe toward him.

LEIA: Luke, Luke, grab a hold of this.

LUKE: Blast it, will you! My gun's jammed.

HAN: Where?

LUKE: Anywhere! Oh!!

Solo fires his gun downward. Luke is pulled back into the muck by the slimy tentacle.

HAN: Luke! Luke!

Suddenly the walls of the garbage receptacle shudder and move in a couple of inches. Then everything is deathly quiet. Han and Leia give each other a worried look as Chewbacca howls in the corner. With a rush of bubbles and muck Luke suddenly bobs to the surface.

LEIA: Grab him!

Luke seems to be released by the thing.

LEIA: What happened?

LUKE: I don't know, it just let go of me and disappeared...

HAN: I've got a very bad feeling about this.

Before anyone can say anything the walls begin to rumble and edge toward the Rebels.

LUKE: The walls are moving!

LEIA: Don't just stand there. Try to brace it with something.

They place poles and long metal beams between the closing walls, but they are simply

snapped and bent as the giant trashmasher rumbles on. The situation doesn't look too good.

LUKE: Wait a minute!

Luke pulls out his comlink.

LUKE: Threepio! Come in Threepio! Threepio! Where could he be?

INTERIOR: DEATH STAR – MAIN GANTRY – COMMAND OFFICE.

A soft buzzer and the muted voice of Luke calling out for See-Threepio can be heard on Threepio's hand comlink, which is sitting on the deserted computer console. Artoo and Threepio are nowhere in sight. Suddenly there is a great explosion and the door of the control tower flies across the floor. Four armed stormtroopers enter the chamber.

FIRST TROOPER: Take over! (pointing to the dead officer) See to him! Look there!

A trooper pushes a button and the supply cabinet door slides open. See-Threepio and Artoo-Detoo are inside. Artoo follows his bronze companion out into the office.

THREEPIO: They're madmen! They're heading for the prison level. If you hurry, you might catch them.

FIRST OFFICER: (to his troops) Follow me! You stand guard.

The troops hustle off down the hallway, leaving a guard to watch over the command office.

THREEPIO: (to Artoo) Come on!

The guard aims a blaster at them.

THREEPIO: Oh! All this excitement has overrun the circuits of my counterpart here. If you don't mind, I'd like to take him down to maintenance.

TROOPER: All right.

The guard nods and Threepio, with little Artoo in tow, hurries out the door.

INTERIOR: DEATH STAR – GARBAGE ROOM.

As the walls rumble closed, the room gets smaller and smaller. Chewie is whining and trying to hold a wall back with his giant paws. Han is leaning back against the other wall. Garbage is snapping and popping. Luke is trying to reach Threepio.

LUKE: Threepio! Come in, Threepio! Threepio!

Han and Leia try to brace the contracting walls with a pole. Leia begins to sink into the trash.

HAN: Get to the top!

LEIA: I can't

LUKE: Where could he be? Threepio! Threepio, will you come in?

INTERIOR: DEATH STAR – MAIN FORWARD BAY – SERVICE PANEL.

THREEPIO: They aren't here! Something must have happened to them. See if they've been captured.

Little Artoo carefully plugs his claw arm into a new wall socket and a complex array of electronic sounds spew from the tiny robot.

THREEPIO: Hurry!

INTERIOR: DEATH STAR – GARBAGE ROOM.

The walls are only feet apart. Leia and Han are braced against the walls. The princess is frightened. They look at each other. Leia reaches out and takes Han's hand and she holds it tightly. She's terrified and suddenly groans as she feels the first crushing pressure against her body.

HAN: One thing's for sure. We're all going to be a lot thinner! (to Leia) Get on top of it!

LEIA: I'm trying!

INTERIOR: DEATH STAR – MAIN FORWARD BAY – SERVICE PANEL.

THREEPIO: (to Artoo) Thank goodness, they haven't found them! Where could they be?

Artoo frantically beeps something to See-Threepio.

THREEPIO: Use the comlink? Oh, my! I forgot I turned it off!

INTERIOR: DEATH STAR – GARBAGE ROOM.

Meanwhile, Luke is lying on his side, trying to keep his head above the rising ooze. Luke's comlink begins to buzz and he rips it off his belt.

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INTERIOR: DEATH STAR – MAIN FORWARD BAY – SERVICE PANEL.

Muffled sounds of Luke's voice over the comlink can be heard, but not distinctly.

THREEPIO: Are you there, sir?

INTERIOR: DEATH STAR – GARBAGE ROOM.

LUKE: Threepio!

INTERIOR: DEATH STAR – MAIN FORWARD BAY – SERVICE PANEL.

THREEPIO: We've had some problems...

LUKE: (over comlink) Will you shut up and listen to me? Shut down all garbage mashers on the detention level, will you? Do you copy?

INTERIOR: DEATH STAR – GARBAGE ROOM.

LUKE: Shut down all the garbage mashers on the detention level.

INTERIOR: DEATH STAR – MAIN FORWARD BAY – SERVICE PANEL.

LUKE: (over comlink) Shut down all the garbage mashers on the detention level.

THREEPIO: (to Artoo) No. Shut them all down! Hurry!

Threepio holds his head in agony as he hears the incredible screaming and hollering from Luke's comlink.

THREEPIO: Listen to them! They're dying, Artoo! Curse my metal body! I wasn't fast enough. It's all my fault! My poor master!

LUKE: (over comlink) Threepio, we're all right!

INTERIOR: DEATH STAR – GARBAGE ROOM.

The screaming and hollering is the sound of joyous relief. The walls have stopped moving. Han, Chewie and Leia embrace in the background.

LUKE: We're all right. You did great.

Luke moves to the pressure sensitive hatch, looking for a number.

LUKE: Hey...hey, open the pressure maintenance hatch on unit number... where are we?

INTERIOR: DEATH STAR – MAIN FORWARD BAY – SERVICE PANEL.

HAN: (over comlink) Three-two-six-eight-two-seven.

INTERIOR: DEATH STAR – TRACTOR BEAM – POWER GENERATOR TRENCH.

Ben enters a humming service trench that powers the huge tractor beam. The trench seems to be a hundred miles deep. The clacking sound of huge switching devices can be heard. The old Jedi edges his his way along a narrow ledge leading to a control panel that connects two large cables. He carefully makes several adjustments in the computer terminal, and several lights on the board go from red to blue.

INTERIOR: DEATH STAR – UNUSED HALLWAY.

The group exits the garbage room into a dusty, unused hallway. Han and Luke remove the trooper suits and strap on the blaster belts.

HAN: If we can just avoid any more female advice, we ought to be able to get out of here.

Luke smiles and scratches his head as he takes a blaster from Solo.

LUKE: Well, let's get moving!

Chewie begins growling and points to the hatch to the garbage room, as he runs away and then stops howling.

HAN: (to Chewie) Where are you going?

The Dia Nogu bangs against the hatch and a long, slimy tentacle works its way out of the doorway searching for a victim. Han aims his pistol.

LEIA: No, wait. They'll hear!

Han fires at the doorway. The noise of the blast echoes relentlessly throughout the empty passageway. Luke simply shakes his head in disgust.

HAN: (to Chewie) Come here, you big coward!

Chewie shakes his head "no."

HAN: Chewie! Come here!

LEIA: Listen. I don't know who you are, or where you came from, but from now on, you do as I tell you. Okay?

Han is stunned at the command of the petite young girl.

HAN: Look, Your Worshipfulness, let's get one thing straight! I take orders from one person! Me!

LEIA: It's a wonder you're still alive. (looking at Chewie) Will somebody get this big walking carpet out of my way?

Han watches her start away. He looks at Luke.

HAN: No reward is worth this.

They follow her, moving swiftly down the deserted corridor.

INTERIOR: DEATH STAR – POWER TRENCH.

Suddenly a door behind Ben slides open and a detachment of stormtroopers marches to the power trench. Ben instantly slips into the shadows as an Officer moves to within a few feet of him.

OFFICER: Secure this area until the alert is canceled.

FIRST TROOPER: Give me regular reports.

All but two of the stormtroopers leave.

FIRST TROOPER: Do you know what's going on?

SECOND TROOPER: Maybe it's another drill.

Ben moves around the tractor beam, watching the stormtroopers as they turn their backs to him. Ben gestures with his hand toward them, as the troops think they hear something in the other hallway. With the help of the Force, Ben deftly slips past the troopers and into the main hallway.

SECOND TROOPER: What was that?

FIRST TROOPER: Oh, it's nothing. Don't worry about it.

INTERIOR: DEATH STAR – HALLWAY.

Luke, Han, Chewbacca, and Leia run down an empty hallway and stop before a bay window overlooking the pirateship. Troopers are milling about the ship. Luke takes out his pocket comlink.

HAN: (looking at his ship) There she is.

LUKE: See-Threepio, do you copy?

THREEPIO: (voice) For the moment. Uh, we're in the main hangar across from the ship.

LUKE: We're right above you. Stand by.

Han is watching the dozen or so troops moving in and out of the pirateship. Leia moves towards Han, touches his arm and points out the window to the ship.

LEIA: You came in that thing? You're braver than I thought.

HAN: Nice! Come on!

Han gives her a dirty look, and they start off down the hallway. They round a corner and run right into twenty Imperial stormtroopers heading toward them. Both groups are taken by surprise and stop in their tracks.

FIRST TROOPER: It's them! Blast them!

Before even thinking, Han draws his laser pistol and charges the troops, firing. His blaster knocks one of the stormtroopers into the air. Chewie follows his captain down the corridor, stepping over the fallen trooper on the floor.

HAN: (to Luke and Leia) Get back to the ship!

LUKE: Where are you going? Come back!

Han has already rounded a corner and does not hear.

LEIA: He certainly has courage.

LUKE: What good will it do us if he gets himself killed? Come on!

Luke is furious but doesn't have time to think about it for muted alarms begin to go off down on the hangar deck. Luke and Leia start off toward the starship hangar.

INTERIOR: DEATH STAR – SUBHALLWAY.

Han chases the stormtroopers down a long subhallway. He is yelling and brandishing his laser pistol. The troops reach a dead end and are forced to turn and fight. Han stops a few feet from them and assumes a defensive position. The troops begin to raise their laser guns. Soon all ten troopers are moving into an attack position in front of the lone starpirate. Han's determined look begins to fade as the troops begin to advance. Solo jumps backward as they fire at him.

INTERIOR: DEATH STAR – SUBHALLWAY.

Chewbacca runs down the subhallway in a last-ditch attempt to save his bold captain. Suddenly he hears the firing of laser guns and yelling. Around the corner shoots Han, pirate extraordinaire, running for his life, followed by a host of furious stormtroopers. Chewbacca turns and starts running the other way also.

INTERIOR: DEATH STAR – SUBHALLWAY.

Luke fires his laser pistol wildly as he and Leia rush down a narrow subhallway, chased by several stormtroopers. They quickly reach the end of the subhallway and race through an open hatchway.

INTERIOR: DEATH STAR – CENTRAL CORE SHAFT.

Luke and Leia race through the hatch onto a narrow bridge that spans a huge, deep shaft that seems to go into infinity. The bridge has been retracted into the wall of the shaft, and Luke almost rushes into the abyss. He loses his balance off the end of the bridge as Leia, behind him, takes hold of his arm and pulls him back.

LUKE: (gasping) I think we took a wrong turn.

Blasts from the stormtroopers' laser guns explode nearby reminding them of the oncoming danger. Luke fires back at the advancing troops. Leia reaches over and hits a switch that pops the hatch door shut with a resounding boom, leaving them precariously perched on a short piece of bridge overhang. Laserfire from the troopers continues to hit the steel door.

LEIA: There's no lock!

Luke blasts the controls with his laser pistol.

LUKE: That oughta hold it for a while.

LEIA: Quick, we've got to get across. Find the control that extends the bridge.

LUKE: Oh, I think I just blasted it.

Luke looks at the blasted bridge control while the stormtroopers on the opposite side of the door begin making ominous drilling and pounding sounds.

LEIA: They're coming through!

Luke notices something on his stormtrooper belt, when laserfire hits the wall behind

him. Luke aims his laser pistol at a stormtrooper perched on a higher bridge overhang across the abyss from them. They exchange fire. Two more troops appear on another overhang, also firing. A trooper is hit, and grabs at his chest. Another trooper standing on the bridge overhang is hit by Luke's laserfire, and plummets down the shaft. Troopers move back off the bridge; Luke hands the gun to Leia.

LUKE: Here, hold this.

Luke pulls a thin nylon cable from his trooper utility belt. It has a grappler hook on it. A trooper appears on a bridge overhang and fires at Luke and Leia. As Luke works with the rope, Leia returns the laser volley. Another trooper appears and fires at them, as Leia returns his fire as well. Suddenly, the hatch door begins to open, revealing the feet of more troops.

LEIA: Here they come!

Leia hits one of the stormtroopers on the bridge above, and he falls into the abyss. Luke tosses the rope across the gorge and it wraps itself around an outcropping of pipes. He tugs on the rope to make sure it is secure, then grabs the princess in his arms. Leia looks at Luke, then kisses him quickly on the lips. Luke is very surprised.

LEIA: For luck!

Luke pushes off and they swing across the treacherous abyss to the corresponding hatchway on the opposite side. Just as Luke and Leia reach the far side of the canyon, the stormtroopers break through the hatch and begin to fire at the escaping duo. Luke returns the fire before ducking into the tiny subhallway.

INTERIOR: DEATH STAR – NARROW PASSAGEWAY.

Ben hides in the shadows of the narrow passageway as several stormtroopers rush past him in the main hallway. He checks to make sure they're gone, then runs down the hallway in the opposite direction. Darth Vader appears at the far end of the hallway and starts after the old Jedi.

INTERIOR: DEATH STAR – MAIN FORWARD BAY.

Threepio looks around at the troops milling about the pirateship entry ramp.

THREEPIO: Where could they be?

Artoo, plugged into the computer socket, turns his dome left and right, beeping a response.

INTERIOR: DEATH STAR – CORRIDOR – BLAST SHIELDS DOOR.

Han and Chewbacca run down a long corridor with several troopers hot on their trail.

TROOPER: Close the blast doors!

At the end of the hallway, blast doors begin to close in front of them. The young starpilot and his furry companion race past the huge doors just as they are closing, and manage to get off a couple off laserblasts at the pursuing troops before the doors slam shut.

TROOPER: Open the blast doors! Open the blast doors!

INTERIOR: DEATH STAR – HALLWAY LEADING TO MAIN FORWARD BAY.

Ben hurries along one of the tunnels leading to the hangar where the pirateship waits. Just before he reaches the hangar, Darth Vader steps into view at the end of the tunnel, not ten feet away. Vader lights his saber. Ben also ignites his and steps slowly forward.

VADER: I've been waiting for you, Obi-Wan. We meet again, at last. The circle is now complete.

Ben Kenobi moves with elegant ease into a classical offensive position. The fearsome Dark Knight takes a defensive stance.

VADER: When I left you, I was but the learner; now I am the master.

BEN: Only a master of evil, Darth.

The two Galactic warriors stand perfectly still for a few moments, sizing each other up and waiting for the right moment. Ben seems to be under increasing pressure and strain, as if an invisible weight were being placed upon him. He shakes his head and, blinking, tries to clear his eyes. Ben makes a sudden lunge at the huge warrior but is checked by a lightning movement of The Sith. A masterful slash stroke by Vader is blocked by the old Jedi. Another of the Jedi's blows is blocked, then countered. Ben moves around the Dark Lord and starts backing into the massive starship hangar. The two powerful warriors stand motionless for a few moments with laser swords locked in mid-air, creating a low buzzing sound.

VADER: Your powers are weak, old man.

BEN: You can't win, Darth. If you strike me down, I shall become more powerful than you can possibly imagine.

Their lightsabers continue to meet in combat.

INTERIOR: DEATH STAR – MAIN FORWARD BAY.

Han Solo and Chewbacca, their weapons in hand, lean back against the wall surveying the forward bay, watching the Imperial stormtroopers make their rounds of the hangar.

HAN: Didn't we just leave this party?

Chewbacca growls a reply, as Luke and the princess join them.

HAN: What kept you?

LEIA: We ran into some old friends.

LUKE: Is the ship all right?

HAN: Seems okay, if we can get to it. Just hope the old man got the tractor beam out of commission.

INTERIOR: DEATH STAR – HALLWAY.

Vader and Ben Kenobi continue their powerful duel. As they hit their lightsabers together, lightning flashes on impact. Troopers look on in interest as the old Jedi and Dark Lord of The Sith fight. Suddenly Luke spots the battle from his group's vantage point.

LUKE: Look!

Luke, Leia, Han, and Chewie look up and see Ben and Vader emerging from the hallways on the far side of the docking bay.

INTERIOR: DEATH STAR – DOCKING BAY.

Threepio and Artoo-Detoo are in the center of the Death Star's Imperial docking bay.

THREEPIO: Come on, Artoo, we're going!

Threepio ducks out of sight as the seven stormtroopers who were guarding the starship rush past them heading towards Ben and The Sith Knight. He pulls on Artoo.

INTERIOR: DEATH STAR – HALLWAY.

Solo, Chewie, Luke, and Leia tensely watch the duel. The troops rush toward the battling knights.

HAN: Now's our chance! Go!

They start for the Millennium Falcon. Ben sees the troops charging toward him and realizes that he is trapped. Vader takes advantage of Ben's momentary distraction and brings his mighty lightsaber down on the old man. Ben manages to deflect the blow and swiftly turns around. The old Jedi Knight looks over his shoulder at Luke, lifts his sword from Vader's then watches his opponent with a serene look on his face. Vader brings his sword down, cutting old Ben in half. Ben's cloak falls to the floor in two parts, but Ben is not in it. Vader is puzzled at Ben's disappearance and pokes at the empty cloak. As the guards are distracted, the adventurers and the robots reach the starship. Luke sees Ben cut in two and starts for him. Aghast, he yells out.

LUKE: No!

The stormtroopers turn toward Luke and begin firing at him. The robots are already moving up the ramp into the Millennium Falcon, while Luke, transfixed by anger and awe, returns their fire. Solo joins in the laserfire. Vader looks up and advances toward them, as one of his troopers is struck down.

HAN: (to Luke) Come on!

LEIA: Come on! Luke, its too late!

HAN: Blast the door! Kid!

Luke fires his pistol at the door control panel, and it explodes. The door begins to slide shut. Three troopers charge forward firing laser bolts, as the door slides to a close behind them, shutting Vader and the other troops out of the docking bay. A stormtrooper lies dead at the feet of his onrushing compatriots. Luke starts for the advancing troops, as Solo and Leia move up the ramp into the pirateship. He fires, hitting a stormtrooper, who crumbles to the floor.

BEN'S VOICE: Run, Luke! Run!

Luke looks around to see where the voice came from. He turns toward the pirateship, ducking Imperial gunfire from the troopers and races into the ship.

INTERIOR: MILLENNIUM FALCON – COCKPIT.

Han pulls back on the controls and the ship begins to move. The dull thud of laser bolts bouncing off the outside of the ship as Chewie adjusts his controls.

HAN: I hope the old man got that tractor beam out if commission, or this is going to

be a real short trip. Okay, hit it!

Chewbacca growls in agreement.

EXTERIOR: MILLENNIUM FALCON.

The Millennium Falcon powers away from the Death Star docking bay, makes a spectacular turn and disappears into the vastness of space.

INTERIOR: MILLENNIUM FALCON – CENTRAL HOLD AREA.

Luke, saddened by the loss of Obi-Wan Kenobi, stares off blankly as the robots look on. Leia puts a blanket around him protectively, and Luke turns and looks up at her. She sits down beside him.

INTERIOR: MILLENNIUM FALCON – COCKPIT.

Solo spots approaching enemy ships.

HAN: (to Chewie) We're coming up on the sentry ships. Hold 'em off! Angle the deflector shields while I charge up the main guns!

INTERIOR: MILLENNIUM FALCON – CENTRAL HOLD AREA.

Luke looks downward sadly, shaking his head back and forth, as the princess smiles comfortingly at him.

LUKE: I can't believe he's gone.

Artoo-Detoo beeps a reply.

LEIA: There wasn't anything you could have done.

Han rushes into the hold area where Luke is sitting with the princess.

HAN: (to Luke) Come on, buddy, we're not out of this yet!

INTERIOR: MILLENNIUM FALCON – GUNPORTS – COCKPIT.

Solo climbs into his attack position in the topside gunport.

INTERIOR: MILLENNIUM FALCON – HOLD AREA.

Luke gets up and moves out toward the gunports as Leia heads for the cockpit.

INTERIOR: MILLENNIUM FALCON – GUNPORTS – COCKPIT.

Luke climbs down the ladder into the gunport cockpit, settling into one of the two main laser cannons mounted in large rotating turrets on either side of the ship.

INTERIOR: MILLENNIUM FALCON – SOLO'S GUNPORT.

Han adjusts his headset as he sits before the controls of his laser cannon, then speaks into the attached microphone.

HAN: (to Luke) You in, kid? Okay, stay sharp!

INTERIOR: MILLENNIUM FALCON – GUNPORTS – COCKPIT.

Chewbacca and Princess Leia search the heavens for attacking TIE fighters. The Wookiee pulls back on the speed controls as the ship bounces slightly.

INTERIOR: MILLENNIUM FALCON – SOLO'S GUNPORT – COCKPIT.

Computer graphic readouts form on Solo's target screen, as Han reaches for controls.

INTERIOR: MILLENNIUM FALCON – GUNPORT – COCKPIT.

Luke sits in readiness for the attack, his hand on the laser cannon's control button.

INTERIOR: MILLENNIUM FALCON – COCKPIT.

Chewbacca spots the enemy ships and barks.

LEIA: (into intercom) Here they come!

INTERIOR: MILLENNIUM FALCON – COCKPIT – POV (POINT OF VIEW) – SPACE.

The Imperial TIE fighters move towards the Millennium Falcon, one each veering off to the left and right of the pirateship.

INTERIOR: TIE FIGHTER – COCKPIT.

The stars whip past behind the Imperial pilot as he adjusts his maneuvering joy stick.

EXTERIOR: MILLENNIUM FALCON – IN SPACE.

The TIE fighter races past the Falcon, firing laser beams as it passes.

INTERIOR: MILLENNIUM FALCON – HOLD AREA.

Threepio is seated in the hold area, next to Artoo-Detoo. The pirateship bounces and vibrates as the power goes out in the room and then comes back on.

INTERIOR: MILLENNIUM FALCON – COCKPIT – GUNPORTS.

A TIE fighter maneuvers in front of Han, who follows it and fires at it with the laser cannon. Luke does likewise, as the fighter streaks into view. The ship has suffered a minor hit, and bounces slightly.

EXTERIOR: SPACE.

Two TIE fighters dive down toward the pirateship.

INTERIOR: MILLENNIUM FALCON – GUNPORTS.

Luke fires at an unseen fighter.

LUKE: They're coming in too fast!

EXTERIOR: SPACE – MILLENNIUM FALCON/TIE FIGHTERS.

Pan with pirateship as two TIE fighters charge through the background. Laserbolts streak from all the craft.

INTERIOR: MILLENNIUM FALCON – CHEWBACCA.

The ship shudders as a laserbolt hits very close to the cockpit. The Wookiee chatters something to Leia.

EXTERIOR: TIE FIGHTER – SPACE.

Full shot of a TIE fighter as it moves fast through the frame, firing on the pirate starship.

EXTERIOR: SPACE – TIE FIGHTERS.

The two TIE fighters fire a barrage of laserbeams at the pirateship.

INTERIOR: MILLENNIUM FALCON – MAIN PASSAGEWAY.

A laserbolt streaks into the side of the pirateship. The ship lurches violently, throwing poor Threepio into a cabinet full of small computer chips.

THREEPIO: Oooh!

INTERIOR: MILLENNIUM FALCON – COCKPIT – GUNPORTS.

Leia watches the computer readout as Chewbacca manipulates the ship's controls.

LEIA: We've lost lateral controls.

HAN: Don't worry, she'll hold together.

An enemy laserbolt hits the pirateship's control panel, causing it to blow out in a shower of sparks.

HAN: (to ship) You hear me, baby? Hold together!

Artoo-Detoo advances toward the smoking sparking control panel, dousing the inferno by spraying it with fire retardant beeping all the while.

INTERIOR: MILLENNIUM FALCON – GUNPORT.

Luke swivels in his gun mount, following the TIE fighter with his laser cannon.

INTERIOR: MILLENNIUM FALCON – GUNPORT.

Solo aims his laser cannon at the enemy fighter.

EXTERIOR: SPACE.

A TIE fighter streaks in front of the starship.

INTERIOR: MILLENNIUM FALCON – COCKPIT.

Leia watches the TIE fighter ship fly over.

EXTERIOR: SPACE.

A TIE fighter heads right for the pirateship, then zooms overhead.

INTERIOR: MILLENNIUM FALCON – GUNPORTS.

Luke follows the TIE fighter across his field of view, firing laserbeams from his cannon.

EXTERIOR: TIE FIGHTER.

A TIE fighter dives past the pirateship.

INTERIOR: MILLENNIUM FALCON – GUNPORTS.

Luke fires at a TIE fighter. At his port, Han follows a fighter in his sights, releasing a blast of laserfire. He connects, and the fighter explodes into fiery dust. Han laughs victoriously.

EXTERIOR: SPACE.

Two TIE fighters move toward and over the Millennium Falcon, unleashing a barrage

of laserbolts at the ship.

INTERIOR: MILLENNIUM FALCON – GUNPORTS.

Another TIE fighter moves in on the pirateship and Luke, smiling, fires the laser cannon at it, scoring a spectacular direct hit.

LUKE: Got him! I got him!

Han turns and gives Luke a victory wave which Luke gleefully returns.

HAN: Great kid! Don't get cocky.

Han turns back to his laser cannon.

EXTERIOR: SPACE.

Two more TIE fighters cross in front of the pirateship.

INTERIOR: MILLENNIUM FALCON – COCKPIT

While Chewbacca manipulates the controls, Leia turns, looking over her shoulder out the ports.

LEIA: There are still two more of them out there!

EXTERIOR: SPACE.

A TIE fighter moves up over the pirateship, firing laserblasts at it.

INTERIOR: MILLENNIUM FALCON – GUNPORTS.

Luke and Han look into their respective projected target screens. An Imperial fighter crosses Solo's port, and Han swivels in his chair, following it with blasts from his laser cannon. Another fighter crosses Luke's port, and he reacts in a like manner, the glow of his target screen lighting his face.

EXTERIOR: SPACE.

The TIE fighter zooms toward the pirateship, firing destructive blasts at it.

INTERIOR: MILLENNIUM FALCON – GUNPORTS.

Luke fires a laserblast at the approaching enemy fighter, and it bursts into a spectacular explosion. Luke's projected screen gives a readout of the hit. The pirateship bounces slightly as it is struck by the enemy fire.

EXTERIOR: SPACE – TIE FIGHTER.

The last of the attacking Imperial TIE fighters looms in, firing upon the Falcon.

INTERIOR: MILLENNIUM FALCON – GUNPORT.

Solo swivels behind his cannon, his aim describing the arc of the TIE fighter. The fighter comes closer, firing at the pirateship, but a well-aimed blast from Solo's laser cannon hits the attacker, which blows up in a small atomic shower of burning fragments.

LUKE: (laughing) That's it! We did it!

The princess jumps up and gives Chewie a congratulatory hug.

LEIA: We did it!

INTERIOR: MILLENNIUM FALCON – PASSAGEWAY.

Threepio lies on the floor of the ship, completely tangled in the smoking, sparking wires.

THREEPIO: Help! I think I'm melting! (to Artoo) This is all your fault.

Artoo turns his dome from side to side, beeping in response.

EXTERIOR: SPACE – MILLENNIUM FALCON.

The victorious Millennium Falcon moves off majestically through space.

INTERIOR: DEATH STAR – CONTROL ROOM.

Darth Vader strides into the control room, where Tarkin is watching the huge view screen. A sea of stars is before him.

TARKIN: Are they away?

VADER: They have just made the jump into hyperspace.

TARKIN: You're sure the homing beacon is secure aboard their ship? I'm taking an awful risk, Vader. This had better work.

INTERIOR: MILLENNIUM FALCON – COCKPIT.

Han, removes his gloves and smiling, is at the controls of the ship. Chewie moves into the aft section to check the damage. Leia is seated near Han.

HAN: Not a bad bit of rescuing, huh? You know, sometimes I even amaze myself.

LEIA: That doesn't sound too hard. Besides, they let us go. It's the only explanation for the ease of our escape.

HAN: Easy...you call that easy?

LEIA: Their tracking us!

HAN: Not this ship, sister.

Frustrated, Leia shakes her head.

LEIA: At least the information in Artoo is still intact.

HAN: What's so important? What's he carrying?

LEIA: The technical readouts of that battle station. I only hope that when the data is analyzed, a weakness can be found. It's not over yet!

HAN: It is for me, sister! Look, I ain't in this for your revolution, and I'm not in it for you, Princess. I expect to be well paid. I'm in it for the money!

LEIA: You needn't worry about your reward. If money is all that you love, then that's what you'll receive!

She angrily turns, and as she starts out of the cockpit, passes Luke coming in.

LEIA: Your friend is quite a mercenary. I wonder if he really cares about anything...or anyone.

LUKE: I care!

Luke, shaking his head, sits in the copilot seat. He and Han stare out at the vast blackness of space.

LUKE: So...what do you think of her, Han?

HAN: I'm trying not to, kid!

LUKE: (under his breath) Good...

HAN: Still, she's got a lot of spirit. I don't know, what do you think? Do you think a princess and a guy like me...

LUKE: No!

Luke says it with finality and looks away. Han smiles at young Luke's jealousy.

EXTERIOR: SPACE AROUND FOURTH MOON OF YAVIN.

The battered pirateship drifts into orbit around the planet Yavin and proceeds to one of its tiny green moons.

EXTERIOR: FOURTH MOON OF YAVIN.

The pirateship soars over the dense jungle.

EXTERIOR: MASSASSI OUTPOST.

An alert guard, his laser gun in hand, scans the countryside. He sets the gun down and looks toward the temple, barely visible in the foliage.

EXTERIOR: MASSASSI OUTPOST – JUNGLE TEMPLE.

Rotting in a forest of gargantuan trees, an ancient temple lies shrouded in an eerie mist. The air is heavy with the fantastic cries of unimaginable creatures. Han, Luke and the others are greeted by the Rebel troops. Luke and the group ride into the massive temple on an armored military speeder.

INTERIOR: MASSASSI – MAIN HANGAR DECK.

The military speeder stops in a huge spaceship hangar, set up in the interior of the crumbling temple. Willard, the commander of the Rebel forces, rushes up to the group and gives Leia a big hug. Every one is pleased to see her.

WILLARD: (holding Leia) You're safe! We had feared the worst.

Willard composes himself, steps back and bows formally.

WILLARD: When we heard about Alderaan, we were afraid that you were... lost along with your father.

LEIA: We don't have time for our sorrows, Commander. The battle station has surely tracked us here (looking pointedly to Han). It's the only explanation for the ease of our escape. You must use the information in this R2 unit to plan the attack. It is our only hope.

EXTERIOR: SPACE.

The surface of the Death Star ominously approaches the red planet Yavin.

INTERIOR: DEATH STAR – CONTROL ROOM.

Grand Moff Tarkin and Lord Vader are interrupted in their discussion by the buzz of the comlink. Tarkin moves to answer the call.

TARKIN: Yes.

DEATH STAR INTERCOM VOICE: We are approaching the planet Yavin. The Rebel base is on a moon on the far side. We are preparing to orbit the planet.

EXTERIOR: YAVIN – JUNGLE.

A lone guard stands in a tower high above the Yavin landscape, surveying the countryside. A mist hangs over the jungle of twisted green.

INTERIOR: MASSASSI – WAR ROOM BRIEFING AREA.

Dodonna stands before a large electronic wall display. Leia and several other senators are to one side of the giant readout. The low-ceilinged room is filled with starpilots, navigators, and a sprinkling of R2-type robots. Everyone is listening intently to what Dodonna is saying. Han and Chewbacca are standing near the back.

DODONNA: The battle station is heavily shielded and carries a firepower greater than half the star fleet. It's defenses are designed around a direct large-scale assault. A small one-man fighter should be able to penetrate the outer defense.

Gold Leader, a rough looking man in his early thirties, stands and addresses Dodonna.

GOLD LEADER: Pardon me for asking, sir, but what good are snub fighters going to be against that?

DODONNA: Well, the Empire doesn't consider a small one-man fighter to be any threat, or they'd have a tighter defense. An analysis of the plans provided by Princess Leia has demonstrated a weakness in the battle station.

Artoo-Detoo stands next to a similar robot, makes beeping sounds, and turns his head from right to left.

DODONNA: The approach will not be easy. You are required to maneuver straight down this trench and skim the surface to this point. The target area is only two meters wide. It's a small thermal exhaust port, right below the main port. The shaft leads directly to the reactor system. A precise hit will start a chain reaction which should destroy the station.

A murmur of disbelief runs through the room.

DODONNA: Only a precise hit will set up a chain reaction. The shaft is ray-shielded, so you'll have to use proton torpedoes.

Luke is sitting next to Wedge Antilles, a hotshot pilot about sixteen years old.

WEDGE: That's impossible, even for a computer.

LUKE: It's not impossible. I used to bull's-eye womp rats in my T-sixteen back home. They're not much bigger than two meters.

DODONNA: Man your ships! And may the Force be with you!

The group rises and begins to leave.

EXTERIOR: SPACE.

The Death Star begins to move around the planet toward the tiny green moon.

INTERIOR: DEATH STAR.

Tarkin and Vader watch the computer projected screen with interest, as a circle of lights intertwines around one another on the screen showing its position in relation to Yavin and the forth moon.

DEATH STAR INTERCOM VOICE: Orbiting the planet at maximum velocity. The moon with the Rebel base will be in range in thirty minutes.

VADER: This will be a day long remembered. It has seen the end of Kenobi and it will soon see the end of the Rebellion.

INTERIOR: MASSASSI OUTPOST – MAIN HANGAR DECK.

Luke, Threepio and little Artoo enter the huge spaceship hangar and hurry along a long line of gleaming spacefighters. Flight crews rush around loading last-minute armaments and unlocking power couplings. In an area isolated from this activity Luke finds Han and Chewbacca loading small boxes onto an armored speeder.

MAN'S VOICE: (over loudspeaker) All flight trooper, man your stations. All flight troops, man your stations.

Han is deliberately ignoring the activity of the fighter pilots' preparation. Luke is quite saddened at the sight of his friend's departure.

LUKE: So...you got your reward and you're just leaving then?

HAN: That's right, yeah! I got some old debts I've got to pay off with this stuff. Even if I didn't, you don't think I'd be fool enough to stick around here, do you? Why don't you come with us? You're pretty good in a fight. I could use you.

LUKE: (getting angry) Come on! Why don't you take a look around? You know what's about to happen, what they're up against. They could use a good pilot like you. You're turning your back on them.

HAN: What good's a reward if you ain't around to use it? Besides, attacking that battle station ain't my idea of courage. It's more like suicide.

LUKE: All right. Well, take care of yourself, Han. I guess that's what you're best at, isn't it?

Luke goes off and Han hesitates, then calls to him.

HAN: Hey, Luke...may the Force be with you!

Luke turns and sees Han wink at him. Luke lifts his hand in a small wave and then goes off. Han turns to Chewie who growls at his captain,

HAN: What're you lookin' at? I know what I'm doing.

INTERIOR: MAIN HANGAR DECK – LUKE'S SHIP.

Luke, Leia, and Dodonna meet under a huge space fighter.

LEIA: What's wrong?

LUKE: Oh, it's Han! I don't know, I really thought he'd change his mind.

LEIA: He's got to follow his own path. No one can choose it for him.

LUKE: I only wish Ben were here.

Leia gives Luke a little kiss, turns, and goes off. As Luke heads for his ship, another pilot rushes up to him and grabs his arm.

BIGGS: Luke! I don't believe it! How'd you get here...are you going out with us?!

LUKE: Biggs! Of course, I'll be up there with you! Listen, have I got some stories to tell...

Red Leader, a rugged handsome man in his forties, comes up behind Luke and Biggs. He has the confident smile of a born leader.

RED LEADER: Are you...Luke Skywalker? Have you been checked out on the Incom T-sixty-five?

BIGGS: Sir, Luke is the best bushpilot in the outer rim territories.

Red Leader pats Luke on the back as they stop in front of his fighter.

RED LEADER: I met your father once when I was just a boy, he was a great pilot. You'll do all right. If you've got half of your father's skill, you'll do better than all right.

LUKE: Thank you, sir. I'll try.

Red Leader hurries to his own ship.

BIGGS: I've got to get aboard. Listen, you'll tell me your stories when we come back. All right?

LUKE: I told you I'd make it someday, Biggs.

BIGGS: (going off) You did, all right. It's going to be like old times, Luke. We're a couple of shooting stars that'll never be stopped!

Luke laughs and shakes his head in agreement. He heads for his ship. As Luke begins to climb up the ladder into his sleek, deadly spaceship, the crew chief, who is working on the craft, points to little Artoo, who is being hoisted into a socket on the back of the fighter.

CHIEF: This R2 unit of your seems a bit beat up. Do you want a new one?

LUKE: Not on your life! That little droid and I have been through a lot together. (to Artoo) You okay, Artoo?

The crewmen lower Artoo-Detoo into the craft. Now a part of the exterior shell of the starship, the little droid beeps that he is fine. Luke climbs up into the cockpit of his fighter and puts on his helmet. Threepio looks on from the floor of the massive hangar as the crewmen secure his little electronic partner into Luke's X-wing. It's an emotional-filled moment as Artoo beeps good-bye.

CHIEF: Okay, easy she goes!

THREEPIO: Hang on tight, Artoo, you've got to come back.

Artoo beeps in agreement.

THREEPIO: You wouldn't want my life to get boring, would you?

Artoo whistles his reply. All final preparations are made for the approaching battle. The hangar is buzzing with the last minute activity as the pilots and crewmen alike make their final adjustments. The hum of activity is occasionally trespassed by the distorted voice of the loudspeaker issuing commands. Coupling hoses are disconnected from the ships as they are fueled. Cockpit shields roll smoothly into place over each pilot. A signalman, holding red guiding lights, directs the ships. Luke, a trace of a smile gracing his lips, peers about through his goggles.

BEN'S VOICE: Luke, the Force will be with you.

Luke is confused at the voice and taps his headphones.

EXTERIOR: MASSASSI OUTPOST – JUNGLE.

All that can be seen of the fortress is a lone guard standing on a small pedestal jutting out above the dense jungle. The muted gruesome crying sounds that naturally permeate this eerie purgatory are overwhelmed by the thundering din of ion rockets as four silver starships catapult from the foliage in a tight formation and disappears into the morning cloud cover.

INTERIOR: MASSASSI OUTPOST – WAR ROOM.

The princess, Threepio, and a field commander sit quietly before the giant display showing the planet Yavin and its four moons. The red dot that represents the Death Star moves ever closer to the system. A series of green dots appear around the fourth moon. A din of indistinct chatter fills the war room.

MASSASSI INTERCOM VOICE: Stand-by alert. Death Star approaching. Estimated time to firing range, fifteen minutes.

EXTERIOR: SPACE.

The Death Star slowly moves behind the massive yellow surface of Yavin in the foreground, as many X-wing fighters flying in formation zoom toward us and out of the frame.

EXTERIOR: SPACE – ANOTHER ANGLE.

Light from a distant sun creates an eerie atmospheric glow around a huge planet, Yavin. Rebel fighters flying in formation settle ominously in the foreground and very slowly pull away.

INTERIOR: RED LEADER STARSHIP – COCKPIT.

Red Leader lowers his visor and adjusts his gun sights, looking to each side at his wing men.

RED LEADER: All wings report in.

INTERIOR: ANOTHER COCKPIT.

One of the Rebel fighters checks in through his mike.

RED TEN: Red Ten standing by.

INTERIOR: BIGGS' COCKPIT.

Biggs checks his fighter's controls, alert and ready for combat.

RED SEVEN: (over Biggs' headset) Red Seven standing by.

BIGGS: Red Three standing by.

INTERIOR: PORKINS' COCKPIT.

PORKINS: Red Six standing by.

RED NINE: (over headset) Red Nine standing by.

INTERIOR: WEDGE'S FIGHTER – COCKPIT.

WEDGE: Red Two standing by.

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT.

RED ELEVEN: (over headset) Red Eleven standing by.

LUKE: Red Five standing by.

EXTERIOR: LUKE'S X-WING FIGHTER

Artoo-Detoo, in position outside of the fighter, turns his head from side to side and makes beeping sounds.

INTERIOR: RED LEADER'S FIGHTER – COCKPIT.

RED LEADER: Lock S-foils in attack position.

EXTERIOR: SPACE.

The group of X-wing fighters move in formation toward the Death Star, unfolding the wings and locking them in the "X" position.

INTERIOR: BIGGS' COCKPIT

READ LEADER: (over headset) We're passing through their magnetic field.

INTERIOR: RED LEADER'S COCKPIT.

RED LEADER: Hold tight!

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT.

Luke adjusts his controls as he concentrates on the approaching Death Star. The ship begins to be buffeted slightly.

RED LEADER: (over headset) Switch your deflectors on.

INTERIOR: ANOTHER COCKPIT.

RED LEADER: (over headset) Double front!

EXTERIOR: SPACE.

The fighters, now X-shaped darts, move in formation. The Death Star now appears to be a small moon growing rapidly in size as the Rebel fighters approach. Complex patterns on the metallic surface begin to become visible. A large dish antenna is built into the surface on one side.

INTERIOR: WEDGE'S COCKPIT.

Wedge is amazed and slightly frightened at the awesome spectacle.

WEDGE: Look at the size of that thing!

RED LEADER: (over headset) Cut the chatter, Red Two.

INTERIOR: RED LEADER'S COCKPIT.

RED LEADER: Accelerate to attack speed. This is it, boys!

EXTERIOR: SPACE.

As the fighters move closer to the Death Star, the awesome size of the gargantuan Imperial fortress is revealed. Half of the deadly space station is in shadow and this area sparkles with thousands of small lights running in thin lines and occasionally grouped

in large clusters; somewhat like a city at night as seen from a weather satellite.

INTERIOR: GOLD LEADER'S COCKPIT.

GOLD LEADER: Red Leader, this is Gold Leader.

RED LEADER: (over headset) I copy, Gold Leader.

GOLD LEADER: We're starting for the target shaft now.

INTERIOR: RED LEADER'S COCKPIT.

Red Leader looks around at his wingmen; the Death Star looming in from behind. Two Y-wing fighters bob back and forth in the background. He moves his computer targeting device into position.

RED LEADER: We're in position. I'm going to cut across the axis and try and draw their fire.

EXTERIOR: SPACE.

Two squads of Rebel fighters peel off. The X-wings dive towards the Death Star surface. A thousand lights glow across the dark grey expanse of the huge station.

INTERIOR: DEATH STAR.

Alarm sirens scream as soldiers scramble to large turbo-powered laser gun emplacements. Electronic drivers rotate the huge guns into position as crew adjust their targeting devices.

EXTERIOR: SPACE AROUND THE DEATH STAR.

Laserbolts streak through the star-filled night. The Rebel X-wing fighters move in toward the Imperial base, as the Death Star aims its massive laser guns at the Rebel forces and fires.

INTERIOR: MASSASSI OUTPOST – WAR ROOM.

Princess Leia listens to the battle over the intercom. Threepio is at her side.

WEDGE: (over war room speaker system) Heavy fire, boss! Twenty-degrees.

RED LEADER: (over speaker) I see it. Stay low.

EXTERIOR: SPACE.

An X-wing zooms across the surface of the Death Star.

INTERIOR: DEATH STAR.

Technical crews scurry here and there loading last-minute armaments and unlocking power cables.

INTERIOR: WEDGE'S COCKPIT.

Wedge maneuvers his fighter toward the menacing Death Star.

EXTERIOR: SPACE.

X-wings continue in their attack course on the Death Star.

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT.

Luke nosedives radically, starting his attack on the monstrous fortress. The Death Star surface streaks past the cockpit window.

LUKE: This is Red Five; I'm going in!

EXTERIOR: SPACE.

Luke's X-wing races toward the Death Star. Laserbolts streak from Luke's weapons, creating a huge fireball explosion on the dim surface.

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT.

Terror crosses Luke's face as he realizes he won't be able to pull out in time to avoid the fireball.

BIGGS: (over headset) Luke, pull up!

EXTERIOR: SURFACE OF DEATH STAR.

Luke's ship emerges from the fireball, with the leading edges of his wings slightly scorched.

INTERIOR: BIGGS' COCKPIT.

BIGGS: Are you all right?

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT.

Luke adjusts his controls and breathes a sigh of relief. Flak bursts outside the cockpit window.

LUKE: I got a little cooked, but I'm okay.

EXTERIOR: SURFACE OF THE DEATH STAR.

Rebel fighters continue to strafe the Death Star's surface with laserbolts.

INTERIOR: DEATH STAR.

Walls buckle and cave in. Troops and equipment are blown in all directions. Stormtroopers stagger out of the rubble. Standing in the middle of the chaos, a vision of calm and foreboding, is Darth Vader. One of his Astro-Officers rushes up to him.

ASTRO-OFFICER: We count thirty Rebel ships, Lord Vader. But they're so small they're evading our turbo-lasers!

VADER: We'll have to destroy them ship to ship. Get the crews to their fighters.

INTERIOR: DEATH STAR.

Smoke belches from the giant laser guns as they wind up their turbine generators to create sufficient power. The crew rushes about preparing for another blast. Even the troopers head gear is not adequate to protect them from the overwhelming noise of the monstrous weapon. One trooper bangs his helmet with his hand in an attempt to stop the ringing.

INTERIOR: RED LEADER'S X-WING FIGHTER – COCKPIT – TRAVELING.

Red Leader flies through a heavy hail of flak.

RED LEADER: Luke, let me know when you're going in.

INTERIOR: LUKE'S X-WING – COCKPIT – TRAVELING.

The Red Leader's X-wing flies past Luke as he puts his nose down and starts his attack dive.

LUKE: I'm on my way in now...

RED LEADER: Watch yourself! There's a lot of fire coming from the right side of that deflection tower.

LUKE: I'm on it.

EXTERIOR: SURFACE OF THE DEATH STAR.

Luke flings his X-wing into a twisting dive across the horizon and down onto the dim

grey surface.

EXTERIOR: LUKE'S X-WING TRAVELING.

A shot hurls from Luke's guns. Laserbolts streak toward the onrushing Death Star surface. Several small radar emplacements erupt in flame. Laserfire erupts from a protruding tower on the surface.

INTERIOR: LUKE'S X-WING – COCKPIT – TRAVELING.

The blurry Death Star surface races past the cockpit window as a big smile sweeps across Luke's face at the success of his run. Flak thunders on all sides of him.

EXTERIOR: SURFACE OF THE DEATH STAR.

The Death Star superstructure races past Luke as he maneuvers his craft through a wall of laserfire and peels away from the surface towards the heavens.

INTERIOR: DEATH STAR.

The thunder and smoke of the big guns reverberate throughout the massive structure. Many soldiers rush about in the smoke and chaos, silhouetted by the almost continual flash of explosions.

INTERIOR: BIGGS' COCKPIT – TRAVELING.

Biggs dives through a forest of radar domes, antennae, and gun towers as he shoots low across the Death Star surface. A dense barrage of laserfire streaks by on all sides.

INTERIOR: DEATH STAR.

Imperial star pilots dash in unison to a line of small auxiliary hatches that lead to Imperial TIE fighters.

INTERIOR: MASSASSI OUTPOST – WAR ROOM.

Princess Leia, surrounded by her generals and aides, paces nervously before a lighted computer table. On all sides technicians work in front of many lighted glass walls. Dodonna watches quietly from one corner. One of the officers working over a screen speaks into his headset.

CONTROL OFFICER: Squad leaders, we've picked up a new group of signals. Enemy fighters coming your way.

INTERIOR: LUKE'S X-WING – COCKPIT – TRAVELING.

Luke looks around to see if he can spot the approaching Imperial fighters.

LUKE: My scope's negative. I don't see anything.

INTERIOR: RED LEADER'S X-WING – COCKPIT – TRAVELING.

The Death Star's surface sweeps past as Red Leader searches the sky for the Imperial fighters. Flak pounds at his ship.

RED LEADER: Keep up your visual scanning. With all this jamming, they'll be on top of you before your scope can pick them up.

EXTERIOR: SURFACE OF THE DEATH STAR.

Silhouetted against the rim lights of the Death Star horizon, four ferocious Imperial TIE ships dive on the Rebel fighters. Two of the TIE fighters peel off and drop out of frame. Pan with the remaining two TIE ships.

INTERIOR: BIGGS' COCKPIT – TRAVELING.

Biggs panics when he discovers a TIE ship on his tail. The horizon in the background twists around as he peels off, hoping to lose the Imperial fighter.

INTERIOR: RED LEADER'S COCKPIT.

RED LEADER: Biggs! You've picked one up...watch it!

BIGGS: I can't see it! Where is he?!

EXTERIOR: SPACE AROUND THE DEATH STAR.

Biggs zooms off the surface and into space, closely followed by an Imperial TIE fighter. The TIE ship fires several laserbolts at Biggs, but misses.

INTERIOR: BIGGS' COCKPIT – TRAVELING.

Biggs see the TIE ship behind him and swings around, trying to avoid him.

BIGGS: He's on me tight, I can't shake him...I can't shake him.

EXTERIOR: SPACE AROUND THE DEATH STAR.

Biggs, flying at high altitude, peels off and dives toward the Death Star surface, but he is unable to lose the TIE fighter, who sticks close to his tail.

INTERIOR: X-WING FIGHTER – COCKPIT – TRAVELING.

Luke is flying upside down. He rotates his ship around to normal attitude as he comes out of his dive.

LUKE: Hang on, Biggs, I'm coming in.

EXTERIOR: SPACE AROUND THE DEATH STAR.

Biggs and the tailing TIE ship dive for the surface, now followed by a fast-gaining Luke. After Biggs dives out of sight, Luke chases the Imperial fighter.

EXTERIOR: SURFACE AROUND THE DEATH STAR.

In the foreground, the Imperial fighter races across the Death Star's surface, closely followed by Luke in the background.

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT – TRAVELING.

There is a shot from Luke's X-wing of the TIE ship exploding in a mass of flames.

LUKE: Got him!

INTERIOR: DEATH STAR.

Darth Vader strides purposefully down a Death Star corridor, flanked by Imperial stormtroopers.

VADER: Several fighters have broken off from the main group. Come with me!

INTERIOR: MASSASSI OUTPOST – WAR ROOM.

A concerned Princess Leia, Threepio, Dodonna, and other officers of the Rebellion stand around the huge round readout screen, listening to the ship-to-ship communication on the room's loudspeaker.

BIGGS: (over speaker) Pull in! Luke...pull in!

WEDGE: (over speaker) Watch your back, Luke!

INTERIOR LUKE'S X-WING FIGHTER – COCKPIT.

WEDGE: (over headset) Watch your back! Fighter's above you, coming in!

EXTERIOR: SPACE.

Luke's ship soars away from the Death Star's surface as he spots the tailing TIE fighter.

INTERIOR: TIE FIGHTER'S COCKPIT.

The TIE pilot takes aim at Luke's X-wing.

EXTERIOR: SPACE.

The Imperial TIE fighter pilot scores a hit on Luke's ship. Fire breaks out on the right side of the X-wing.

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT.

Luke looks out of his cockpit at the flames on his ship.

LUKE: I'm hit, but not bad.

EXTERIOR: LUKE'S X-WING FIGHTER.

Smoke pours out from behind Artoo-Detoo.

LUKE'S VOICE: Artoo, see what you can do with it. Hang on back there.

Green laserfire moves past the beeping little robot as his head turns.

INTERIOR: LUKE'S X-WING – COCKPIT.

Luke nervously works his controls.

RED LEADER: (over headset) Red Six...

INTERIOR: MASSASSI OUTPOST – WAR ROOM.

In the war room, Leia stands frozen as she listens and worries about Luke.

RED LEADER: (over speaker) Can you see Red Five?

RED TEN: (over speaker) There's a heavy fire zone on this side. Red Five, where are you?

INTERIOR: LUKE'S X-WING – COCKPIT.

Luke spots the TIE fighter behind him and soars away from the Death Star surface.

LUKE: I can't shake him!

EXTERIOR: SURFACE OF THE DEATH STAR.

Luke's ship soars closer to the surface of the Death Star, an Imperial TIE fighter closing in on him in hot pursuit.

INTERIOR: WEDGE'S COCKPIT.

The Death Star whips below Wedge.

WEDGE: I'm on him, Luke!

INTERIOR: LUKE'S X-WING – COCKPIT.

WEDGE: (over headset) Hold on!

EXTERIOR: SURFACE OF THE DEATH STAR.

Wedge dives across the horizon toward Luke and the TIE fighter.

INTERIOR: WEDGE'S COCKPIT.

Wedge moves his X-wing in rapidly.

INTERIOR: LUKE'S X-WING – COCKPIT.

Luke reacts frantically.

LUKE: Blast it! Wedge where are you?

INTERIOR: TIE FIGHTER – COCKPIT.

The fighter pilot watches Wedge's X-wing approach. Another X-wing joins him, and both unleash a volley of laserfire on the Imperial fighter.

EXTERIOR: SPACE.

The TIE fighter explodes, filling the screen with white light. Luke's ship can be seen far in the distance.

INTERIOR: LUKE'S X-WING – COCKPIT.

Luke looks about in relief.

LUKE: Thanks, Wedge.

INTERIOR: MASSASSI OUTPOST – WAR ROOM.

Leia, Threepio, Dodonna and other Rebel officers are listening to the Rebel Fighter's radio transmissions over the war room intercom.

BIGGS: (over speaker) Good shooting, Wedge!

GOLD LEADER: (over speaker) Red Leader...

INTERIOR: GOLD LEADER'S Y-WING – COCKPIT.

Gold Leader peels off and starts toward the long trenches at the Death Star surface pole.

GOLD LEADER: This is Gold Leader. We're starting out attack run.

EXTERIOR: SPACE AROUND THE DEATH STAR.

Three Y-wing fighters of the Gold group dive out of the stars toward the Death Star surface.

INTERIOR: MASSASSI OUTPOST – WAR ROOM.

Leia and the others are grouped around the screen, as technicians move about attending to their duties.

RED LEADER: (over speaker) I copy, Gold Leader. Move into position.

EXTERIOR: SPACE AROUND THE DEATH STAR.

Three Imperial TIE ships in precise formation dive toward the Death Star surface.

INTERIOR: DARTH VADER'S COCKPIT.

Darth Vader calmly adjusts his control stick as the stars whip past in the window above his head.

VADER: Stay in attack formation!

INTERIOR: MASSASSI OUTPOST – WAR ROOM.

Technicians are seated at the computer readout table.

GOLD LEADER: (over speaker) The exhaust post is...

INTERIOR: GOLD LEADER'S Y-WING – COCKPIT.

GOLD LEADER: ...marked and locked in!

EXTERIOR: SPACE AROUND THE DEATH STAR.

Gold Leader approaches the surface and pulls out to skim the surface of the huge station. The ship moves into a deep trench, firing laserbolts. The surface streaks past as laserfire is returned by the Death Star.

INTERIOR: GOLD FIVE'S Y-WING – COCKPIT – TRAVELING.

Gold Five is a pilot in his early fifties with a very battered helmet that looks like it's

been through many battles. He looks around to see if enemy ships are near. His fighter is buffeted by Imperial flak.

INTERIOR: GOLD LEADER'S Y-WING – COCKPIT.

Gold Leader races down the enormous trench that leads to the exhaust port. Laserbolts blast toward him in increasing numbers, occasionally exploding near the ship causing it to bounce about.

GOLD LEADER: Switch power to front deflector screens.

EXTERIOR: SURFACE OF THE DEATH STAR.

Three Y-wing skim the Death Star surface deep in the trench, as laserbolts streak past on all sides.

EXTERIOR: DEATH STAR SURFACE – GUN EMPLACEMENTS.

An exterior surface gun blazes away at the oncoming Rebel fighters.

INTERIOR: GOLD LEADER'S Y-WING – COCKPIT.

GOLD LEADER: How many guns do you think, Gold Five.

INTERIOR: MASSASSI OUTPOST – WAR ROOM.

GOLD FIVE: (over speaker) I'd say about twenty guns. Some on the surface, some on the towers.

Leia, Threepio, and the technicians view the projected target screen, as red and blue target lights glow. The red target near the center blinks on and off.

MASSASSI INTERCOM VOICE: (over speaker) Death Star will be in range in five minutes.

EXTERIOR: SURFACE OF THE DEATH STAR.

The three Y-wing fighters race toward camera and zoom overhead through a hail of laserfire.

INTERIOR: GOLD LEADER'S Y-WING – COCKPIT.

Gold Leader pulls his computer targeting device down in front of his eye. Laserbolts continue to batter the Rebel craft.

GOLD LEADER: Switching to targeting computer.

INTERIOR: GOLD TWO'S Y-WING – COCKPIT.

Gold Two, a younger pilot about Luke's age, pulls down his targeting eye viewer and adjusts it. His ship shudders under intense laser barrage.

GOLD TWO: Computer's locked. Getting a signal.

As the fighters begin to approach the target area, suddenly all the laserfire stops. An eerie clam clings over the trench as the surface whips past in a blur.

GOLD TWO: The guns...they've stopped!

EXTERIOR: GOLD FIVE'S COCKPIT.

Gold Five looks behind him.

GOLD FIVE: Stabilize your read deflectors. Watch for enemy fighters.

INTERIOR: GOLD LEADER'S Y-WING – COCKPIT.

GOLD LEADER: They've coming in! Three marks at two ten.

EXTERIOR: SPACE AROUND THE DEATH STAR.

Three Imperial TIE ships, Darth Vader in the center flanked by two wingmen, dive in precise formation almost vertically toward the Death Star surface.

INTERIOR: DARTH VADER'S COCKPIT.

Darth Vader calmly adjusts his control stick as the stars zoom by.

VADER: I'll take them myself! Cover me!

WINGMAN'S VOICE: (over speaker) Yes, sir.

EXTERIOR: SPACE AROUND THE DEATH STAR.

Three TIE fighters zoom across the surface of the Death Star.

INTERIOR: DARTH VADER'S COCKPIT.

Vader lines up Gold Two in his targeting computer. Vader's hands grip the control stick as he presses the button.

INTERIOR: GOLD LEADER'S Y-WING – COCKPIT

The cockpit explodes around Gold Two. His head falls forward.

EXTERIOR: SPACE AROUND THE DEATH STAR.

As Gold Two's ship explodes, debris is flung out into space.

INTERIOR: GOLD LEADER'S Y-WING – COCKPIT.

Gold Leader looks over his shoulder at the scene.

EXTERIOR: DEATH STAR TRENCH.

The three TIE fighters race along in the trench in a tight formation.

INTERIOR: GOLD LEADER'S Y-WING – COCKPIT.

Gold Leader panics.

GOLD LEADER: (into mike) I can't maneuver!

INTERIOR: GOLD FIVE'S Y-WING – COCKPIT.

Gold Five, the old veteran, tries to calm Gold Leader.

GOLD FIVE: Stay on target.

INTERIOR: GOLD LEADER'S Y-WING – COCKPIT.

The Death Star races by outside the cockpit window as he adjusts his targeting device.

GOLD LEADER: We're too close.

INTERIOR: GOLD FIVE'S Y-WING – COCKPIT.

The older pilot remains calm.

GOLD FIVE: Stay on target!

INTERIOR: GOLD LEADER'S Y-WING – COCKPIT.

Now he's really panicked.

GOLD LEADER: Loosen up!

INTERIOR: DARTH VADER'S COCKPIT.

Vader calmly adjusts his targeting computer and pushes the fire button.

INTERIOR: GOLD LEADER'S Y-WING – COCKPIT.

Gold Leader's ship is hit by Vader's laser.

EXTERIOR: SURFACE OF THE DEATH STAR.

Gold Leader explodes in a ball of flames, throwing debris in all directions.

INTERIOR: GOLD FIVE'S Y-WING – COCKPIT.

Gold Five moves in on the exhaust port.

GOLD FIVE: Gold Five to Red Leader...

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT.

Luke looks over his shoulder at the action outside of his cockpit.

GOLD FIVE: (over headset) Lost Tiree, lost Dutch.

INTERIOR: RED LEADER'S COCKPIT.

RED LEADER: I copy, Gold Five.

INTERIOR: GOLD FIVE'S Y-WING – COCKPIT.

GOLD FIVE: They came from behind....

EXTERIOR: SURFACE OF THE DEATH STAR.

One of the engines explodes on Gold Five's Y-wing fighter, blazing out of control. He dives past the horizon toward the Death Star's surface, passing a TIE fighter during his descent. Gold Five, a veteran of countless campaigns, spins toward his death.

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT.

Luke looks nervously about him at the explosive battle.

INTERIOR: DEATH STAR – CONTROL ROOM.

Grant Moff Tarkin and a Chief Officer stand in the Death Star's control room.

OFFICER: We've analyzed their attack, sir, and there is a danger. Should I have your ship standing by?

TARKIN: Evacuate? In our moment of triumph? I think you overestimate their chances!

Tarkin turns to the computer readout screen. Flames move around the green disk at the center of the screen, as numbers read across the bottom.

VOICE: (over speaker) Rebel base, three minutes and closing.

INTERIOR: RED LEADER'S COCKPIT.

Red Leader looks over at his wingmen.

RED LEADER: Red Group, this is Red Leader.

INTERIOR: MASSASSI OUTPOST – WAR ROOM.

Dodonna moves to the intercom as he fiddles with the computer keys.

RED LEADER: (over speaker) Rendezvous at mark six point one.

WEDGE: (over speaker) This is Red Two. Flying toward you.

BIGGS: (over speaker) Red Three, standing by.

INTERIOR: RED LEADER'S COCKPIT:

DODONNA: (over headset) Red Leader, this is Base One. Keep half your group out of range for the next run.

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT.

RED LEADER'S VOICE: (over headset) Copy, Base One. Luke, take Red Two and Three. Hold up here and wait for my signal...to start your run.

Luke nods his head.

EXTERIOR: SPACE AROUND THE DEATH STAR.

The X-wing fighters of Luke, Biggs, and Wedge fly in formation high above the Death Star's surface.

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT.

Luke peers out from his cockpit.

EXTERIOR: SURFACE OF THE DEATH STAR.

Two X-wings move across the surface of the Death Star. Red Leader's X-wing drops down to the surface leading to the exhaust port.

INTERIOR: RED LEADER'S COCKPIT.

Red Leader looks around to watch for the TIE fighters. He begins to perspire.

RED LEADER: This is it!

EXTERIOR: SPACE.

Red Leader roams down the trench of the Death Star as lasers streak across the black heavens.

EXTERIOR: DEATH STAR SURFACE – GUN EMPLACEMENTS.

A huge remote-control laser cannon fires at the approaching Rebel fighters.

EXTERIOR: DEATH STAR TRENCH.

The Rebel fighters evade the Imperial laser blasts.

INTERIOR: RED TEN'S COCKPIT.

Red Ten looks around for the Imperial fighters.

RED TEN: We should be able to see it by now.

EXTERIOR: DEATH STAR TRENCH.

From the cockpits of the Rebel pilots, the surface of the Death Star streaks by, with Imperial laserfire shooting toward them.

INTERIOR: RED LEADER'S COCKPIT.

RED LEADER: Keep your eyes open for those fighters!

INTERIOR: RED TEN'S COCKPIT.

RED TEN: There's too much interference!

EXTERIOR: SPACE – DEATH STAR TRENCH.

Three X-wing fighters move in formation down the Death Star trench.

RED TEN'S VOICE: Red Five, can you see them from where you are?

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT.

Luke looks down at the Death Star surface below.

LUKE: No sign of any...wait!

INTERIOR: RED TEN'S COCKPIT.

Red Ten looks up and sees the Imperial fighters.

LUKE: (over headset) Coming in point three five.

RED TEN: I see them.

EXTERIOR: SURFACE OF THE DEATH STAR.

Three TIE fighters, Vader flanked by two wingmen, dive in a tight formation. The sun reflects off their dominate solar fins as they loop toward the Death Star's surface.

INTERIOR: RED LEADER'S COCKPIT.

Red Leader pulls his targeting device in front of his eyes and makes several adjustments.

RED LEADER: I'm in range.

EXTERIOR: SURFACE OF THE DEATH STAR.

Red Leader's X-wing moves up the Death Star trench.

INTERIOR: RED LEADER'S COCKPIT.

RED LEADER: Target's coming up!

Red Leader looks at his computer target readout screen. He then looks into his targeting device.

RED LEADER: Just hold them off for a few seconds.

INTERIOR: DARTH VADER'S COCKPIT.

Vader adjusts his control lever and dives on the X-wing fighters.

VADER: Close up formation.

EXTERIOR: DEATH STAR TRENCH.

The three TIE fighters move in formation across the Death Star surface.

INTERIOR: RED LEADER'S COCKPIT.

Red Leader lines up his target on the targeting device cross hairs.

EXTERIOR: SURFACE OF THE DEATH STAR.

Vader and his wingmen zoom down the trench.

INTERIOR: DARTH VADER'S COCKPIT.

Vader rapidly approaches the two X-wings of Red Ten and Red Twelve. Vader's laser cannon flashes below the view of the front porthole. the X-wings show in the center of Vader's computer screen.

EXTERIOR: SPACE.

Red Twelve's X-wing fighter is hit by Vader's laserfire, and it explodes into flames against the trench.

INTERIOR: RED TEN'S COCKPIT.

Red Ten works at his controls furiously, trying to avoid Vader's fighter behind him.

RED TEN: You'd better let her loose.

INTERIOR: RED LEADER'S COCKPIT.

Red Leader is concentrating on his targeting device.

RED LEADER: Almost there!

INTERIOR: RED TEN'S COCKPIT.

Red Ten panics.

RED TEN: I can't hold them!

EXTERIOR: SURFACE OF THE DEATH STAR.

Vader and his wingmen whip through the trench in pursuit of the Rebel fighters.

INTERIOR: DARTH VADER'S COCKPIT.

Vader coolly pushes the fire button on his control stick.

INTERIOR: RED TEN'S COCKPIT.

Darth Vader's well-aimed laserfire proves to be unavoidable, and strikes Red Ten's ship. Red Ten screams in anguish and pain.

EXTERIOR: SPACE AROUND THE DEATH STAR.

Red Ten's ship explodes and bursts into flames.

INTERIOR: RED LEADER'S COCKPIT.

Grimly, Red Leader takes careful aim and watches his computer targeting device, which shows the target lined up in the cross hairs, and fires.

INTERIOR: RED LEADER'S COCKPIT.

RED LEADER: It's away!

INTERIOR: DEATH STAR.

An armed Imperial stormtrooper is knocked to the floor from the attack explosion. Other troopers scurrying about the corridors are knocked against the wall and lose their balance.

INTERIOR: MASSASSI OUTPOST – WAR ROOM.

Leia and the others stare at the computer screen.

RED NINE'S VOICE: (over speaker) It's a hit!

RED LEADER: (over speaker) Negative.

INTERIOR: RED LEADER'S COCKPIT.

Red Leader looks back at the receding Death Star. Tiny explosions are visible in the distance.

RED LEADER: Negative! It didn't go in. It just impacted on the surface.

EXTERIOR: SPACE AROUND THE DEATH STAR – TIE FIGHTER.

Darth Vader peels off in pursuit as Red Leader's X-wing passes the Death Star horizon.

INTERIOR: DARTH VADER'S COCKPIT.

Vader swings his ship around for the next kill.

INTERIOR: RED LEADER'S COCKPIT.

LUKE: (over headset) Red Leader, we're right above you. Turn to point...

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT.

Luke tries to spot Red Leader. He looks down at the Death Star surface.

LUKE: ...oh-five; we'll cover for you.

RED LEADER: (over headset) Stay there...

INTERIOR: RED LEADER'S COCKPIT.

A wary Red Leader looks about nervously.

RED LEADER: ...I just lost my starboard engine.

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT.

Luke looks excitedly toward Red Leader's X-wing.

RED LEADER: (over headset) Get set to make your attack run.

INTERIOR: DARTH VADER'S COCKPIT.

Vader's gloved hands make contact with the control sticks, and he presses their firing buttons.

INTERIOR: RED LEADER'S COCKPIT.

Red Leader fights to gain control of his ship.

EXTERIOR: SPACE AROUND THE DEATH STAR.

Laserbolts are flung from Vader's TIE fighter, connecting with Red Leader's Rebel X-wing fighter. Red Leader buys it, creating a tremendous explosion far below. He screams and is destroyed.

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT.

Luke looks out the window of his X-wing at the explosion far below. For the first time, he feels the helplessness of his situation.

INTERIOR: DEATH STAR.

Grand Moff Tarkin casts a sinister eye at the computer screen.

DEATH STAR INTERCOM VOICE: Rebel base, one minute and closing.

INTERIOR: MASSASSI OUTPOST – WAR ROOM.

Dodonna and Princess Leia, with Threepio beside them, listen intently to the talk between the pilots. The room is grim after Red Leader's death. Princess Leia nervously paces the room.

LUKE: (over speaker) Biggs, Wedge, let's close it up. We're going in. We're going in full throttle.

INTERIOR: WEDGE'S COCKPIT.

The horizon twists as Wedge begins to pull out.

WEDGE: Right with you, boss.

EXTERIOR: SPACE AROUND THE DEATH STAR.

The two X-wings peel off against a background of stars and dive toward the Death Star.

INTERIOR: BIGGS' COCKPIT.

BIGGS: Luke, at that speed will you be able to pull out in time?

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT.

LUKE: It'll be just like Beggar's Canyon back home.

EXTERIOR: SPACE AROUND THE DEATH STAR.

The three X-wings move in, unleashing a barrage of laserfire. Laserbolts are returned from the Death Star.

INTERIOR: BIGGS' COCKPIT.

Luke's lifelong friend struggles with his controls.

BIGGS: We'll stay back far enough to cover you.

INTERIOR: LUKE'S COCKPIT.

Flak and laserbolts flash outside Luke's cockpit window.

WEDGE: (over headset) My scope shows the tower, but I can't see the exhaust port! Are you sure the computer can hit it?

EXTERIOR: DEATH STAR – GUN EMPLACEMENTS.

The Death Star laser cannon slowly rotates as it shoots laserbolts.

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT.

Luke looks around for the Imperial TIE fighters. He thinks for a moment and then moves his targeting device into position.

LUKE: Watch yourself! Increase speed full throttle!

INTERIOR: WEDGE'S COCKPIT.

Wedge looks excitedly about for any sign of the TIE fighters.

WEDGE: What about the tower?

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT.

LUKE: You worry about those fighters! I'll worry about the tower!

EXTERIOR: DEATH STAR SURFACE.

Luke's X-wing streaks through the trench, firing lasers.

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT.

Luke breaks into a nervous sweat as the laserfire is returned, nicking one of his wings close to the engine.

LUKE: (to Artoo) Artoo...that, that stabilizer's broken loose again! See if you can't lock it down!

EXTERIOR: LUKE'S X-WING FIGHTER.

Artoo works to repair the damages. The canyon wall rushes by in the background, making his delicate task seem even more precarious.

EXTERIOR: DEATH STAR.

Two laser cannons are firing on the Rebel fighters.

INTERIOR: WEDGE'S COCKPIT.

Wedge looks up and sees the TIE ships.

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT.

Luke's targeting device marks off the distance to the target.

EXTERIOR: SPACE AROUND THE DEATH STAR.

Vader and his wingmen zoom closer.

INTERIOR: DARTH VADER'S COCKPIT.

Vader adjusts his controls and fires laserbolts at two X-wings flying down the trench. He scores a direct hit on Wedge.

INTERIOR: MASSASSI OUTPOST – WAR ROOM.

Leia and the others are grouped around the computer board.

WEDGE: (over speaker) I'm hit! I can't stay with you.

LUKE: (over speaker) Get clear, Wedge.

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT.

LUKE: You can't do any more good back there!

INTERIOR: WEDGE'S COCKPIT.

WEDGE: Sorry!

EXTERIOR: SPACE AROUND THE DEATH STAR.

Wedge pulls his crippled X-wing back away from the battle.

INTERIOR: DARTH VADER'S COCKPIT.

Vader watches the escape but issues a command to his wingmen.

VADER: Let him go! Stay on the leader!

EXTERIOR: SPACE AROUND THE DEATH STAR.

Luke's X-wing speeds down the trench; the three TIE fighters, still in perfect unbroken formation, tail close behind.

INTERIOR: BIGGS' COCKPIT.

Biggs looks around at the TIE fighters. He is worried.

BIGGS: Hurry, Luke, they're coming in much faster this time. I can't hold them!

EXTERIOR: SPACE AROUND THE DEATH STAR.

The three TIE fighters move ever closer, closing in on Luke and Biggs.

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT.

Luke looks back anxiously at little Artoo.

LUKE: Artoo, try and increase the power!

EXTERIOR: LUKE'S X-WING FIGHTER.

Ignoring the bumpy ride, flak, and lasers, a beeping Artoo-Detoo struggles to increase the power, his dome turning from side to side.

EXTERIOR: SPACE AROUND THE DEATH STAR.

Stealthily, the TIE formation creeps closer.

INTERIOR: DARTH VADER'S COCKPIT.

Vader adjusts his control stick.

INTERIOR: BIGGS' COCKPIT.

Biggs looks around at the TIE fighters.

INTERIOR: LUKE'S X-WING FIGHTER.

Luke looks into his targeting device. He moves it away for a moment and ponders its use. He looks back into the computer targeter.

BIGGS: (over headset) Hurry up, Luke!

EXTERIOR: SPACE AROUND THE DEATH STAR.

Vader and his wingmen race through the Death Star trench. Biggs moves in to cover for Luke, but Vader gains on him.

INTERIOR: BIGGS' COCKPIT.

Biggs sees the TIE fighter aiming at him.

BIGGS: Wait!

INTERIOR: DARTH VADER'S COCKPIT.

Vader squeezes the fire button on his controls.

INTERIOR: BIGGS' COCKPIT.

Biggs' cockpit explodes around him, lighting him in red.

EXTERIOR: SURFACE OF THE DEATH STAR.

Biggs' ship bursts into a million flaming bits and scatters across the surface.

INTERIOR: MASSASSI OUTPOST – WAR ROOM.

Leia and the others stare at the computer board.

INTERIOR: LUKE'S X-WING COCKPIT.

Luke is stunned by Biggs' death. His eyes are watering, but his anger is also growing.

INTERIOR: DEATH STAR – CONTROL ROOM.

Grand Moff Tarkin watches the projected target screen with satisfaction.

DEATH STAR INTERCOM VOICE: Rebel base, thirty seconds and closing.

INTERIOR: DARTH VADER'S COCKPIT.

Vader takes aim on Luke and talks to the wingmen.

VADER: I'm on the leader.

EXTERIOR: SURFACE OF THE DEATH STAR – LUKE'S SHIP.

Luke's ship streaks through the trench of the Death Star.

INTERIOR: MASSASSI OUTPOST – WAR ROOM.

Princess Leia returns her general's worried and doubtful glances with solid, grim determination. Threepio seems nervous.

THREEPIO: Hang on, Artoo!

INTERIOR: LUKE'S X-WING – COCKPIT.

Luke concentrates on his targeting device.

EXTERIOR: SURFACE OF THE DEATH STAR.

Three TIE fighters charge away down the trench toward Luke.

INTERIOR: DARTH VADER'S COCKPIT.

Vader's finger's curls around the control stick.

INTERIOR: LUKE'S X-WING – COCKPIT.

Luke adjusts the lens of his targeting device.

EXTERIOR: SURFACE OF THE DEATH STAR.

Luke's ship charges down the trench.

INTERIOR: LUKE'S X-WING – COCKPIT.

Luke lines up the yellow cross-hair lines of the targeting device's screen. He looks into the targeting device, then starts at a voice he hears.

BEN'S VOICE: Use the Force, Luke.

EXTERIOR: SURFACE OF THE DEATH STAR.

The Death Star trench zooms by.

INTERIOR: LUKE'S X-WING – COCKPIT.

Luke looks up, then starts to look back into the targeting device. He has second thoughts.

BEN'S VOICE: Let go, Luke.

A grim determination sweeps across Luke's face as he closes his eyes and starts to mumble Ben's training to himself.

EXTERIOR: SURFACE OF THE DEATH STAR.

Luke's fighter streaks through the trench.

INTERIOR: DARTH VADER'S COCKPIT.

VADER: The Force is strong with this one!

EXTERIOR: SURFACE OF THE DEATH STAR.

Vader follows Luke's X-wing down the trench.

INTERIOR: LUKE'S X-WING – COCKPIT.

Luke looks to the targeting device, then away as he hears Ben's voice.

BEN'S VOICE: Luke, trust me.

Luke's hand reaches for the control panel and presses the button. The targeting device moves away.

INTERIOR: MASSASSI OUTPOST – WAR ROOM.

Leia and the others stand watching the projected screen.

BASE VOICE: (over speaker) His computer's off. Luke, you switched off your targeting computer. What's wrong?

LUKE: (over speaker) Nothing. I'm all right.

EXTERIOR: SURFACE OF THE DEATH STAR.

Luke's ship streaks ever close to the exhaust port.

INTERIOR: LUKE'S X-WING – COCKPIT.

Luke looks at the Death Star surface streaking by.

EXTERIOR: LUKE'S X-WING FIGHTER.

Artoo-Detoo turns his head from side to side, beeping in anticipation.

EXTERIOR: SURFACE OF THE DEATH STAR.

The three TIE fighters, manned by Vader and his two wingmen, follow Luke's X-wing down the trench.

INTERIOR: DARTH VADER'S COCKPIT.

Vader maneuvers his controls as he looks at his doomed target. He presses the fire buttons on his control sticks. Laserfire shoots toward Luke's X-wing fighter.

EXTERIOR: LUKE'S X-WING FIGHTER.

A large burst of Vader's laserfire engulfs Artoo. The arms go limp on the smoking little droid as he makes a high-pitched sound.

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT.

Luke looks frantically back over his shoulder at Artoo.

EXTERIOR: LUKE'S X-WING FIGHTER.

Smoke billows out around little Artoo and sparks begin to fly.

LUKE: I've lost Artoo!

Artoo's beeping sounds die out.

INTERIOR: MASSASSI OUTPOST – WAR ROOM.

Leia and the others stare intently at the projected screen, while Threepio watches the Princess. Lights representing the Death Star and targets glow brightly.

MASSASSI INTERCOM VOICE: The Death Star has cleared the planet. The Death

Star has cleared the planet.

INTERIOR: DEATH STAR – CONTROL ROOM.

Tarkin glares at the projected target screen.

DEATH STAR INTERCOM VOICE: Rebel base, in range.

TARKIN: You may fire when ready.

DEATH STAR INTERCOM VOICE: Commence primary ignition.

An officer reaches up and pushes buttons on the control panel, as green lighted buttons turn to red.

EXTERIOR: SURFACE OF THE DEATH STAR.

The three TIE fighters zoom down the Death Star trench in pursuit of Luke, never breaking formation.

INTERIOR: LUKE'S COCKPIT.

Luke looks anxiously at the exhaust port.

INTERIOR: DARTH VADER'S COCKPIT.

Vader adjusts his control sticks, checking his projected targeting screen.

EXTERIOR: SURFACE OF THE DEATH STAR.

Luke's ship barrels down the trench.

INTERIOR: DARTH VADER'S COCKPIT.

Vader's targeting computer swings around into position. Vader takes careful aim on Luke's X-wing fighter.

VADER: I have you now.

He pushes the fire buttons.

EXTERIOR: SURFACE OF THE DEATH STAR.

The three TIE fighters move in on Luke. As Vader's center fighter unleashes a volley of laserfire, one of the TIE ships at his side is hit and explodes into flame. The two remaining ships continue to move in.

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT.

Luke looks about, wondering whose laserfire destroyed Vader's wingman.

INTERIOR: DARTH VADER'S COCKPIT.

Vader is taken by surprise, and looks out from his cockpit.

VADER: What?

INTERIOR: DARTH VADER'S WINGMAN – COCKPIT.

Vader's wingman searches around him trying to locate the unknown attacker.

INTERIOR: MILLENNIUM FALCON – COCKPIT.

Han and Chewbacca grin from ear to ear.

HAN: (yelling) Yahoo!

EXTERIOR: SPACE AROUND THE DEATH STAR.

The Millennium Falcon heads right at the two TIE fighters. It's a collision course.

INTERIOR: WINGMAN'S COCKPIT.

The wingman spots the pirateship coming at him and warns the Dark Lord.

WINGMAN: Look out!

EXTERIOR: DEATH STAR TRENCH.

Vader's wingman panics at the sight of the oncoming pirate starship and veers radically to one side, colliding with Vader's TIE fighter in the process. Vader's wingman crashes into the side wall of the trench and explodes. Vader's damaged ship spins out of the trench with a damaged wing.

EXTERIOR: SPACE AROUND THE DEATH STAR.

Vader's ship spins out of control with a bent solar fin, heading for deep space.

INTERIOR: DARTH VADER'S COCKPIT.

Vader turns round and round in circles as his ship spins into space.

EXTERIOR: SURFACE OF THE DEATH STAR.

Solo's ship moves in toward the Death Star trench.

INTERIOR: MILLENNIUM FALCON – COCKPIT.

Solo, smiling, speaks to Luke over his headset mike.

HAN: (into mike) You're all clear, kid.

INTERIOR: MASSASSI OUTPOST – WAR ROOM.

Leia and the others listen to Solo's transmission.

HAN: (over speaker) Now let's blow this thing and go home!

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT.

Luke looks up and smiles. He concentrates on the exhaust port, then fires his laser torpedoes.

EXTERIOR: SURFACE OF THE DEATH STAR.

Luke's torpedoes shoot toward the port and seems to simply disappear into the surface and not explode. But the shots do find their mark and have gone into the exhaust port and are heading for the main reactor.

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT.

Luke throws his head back in relief.

INTERIOR: DEATH STAR.

An Imperial soldier runs to the control panel board and pulls the attack lever as the board behind him lights up.

INTERCOM VOICE: Stand by to fire at Rebel base.

EXTERIOR: SPACE AROUND THE DEATH STAR.

Two X-wings, a Y-wing, and the pirateship race toward Yavin in the distance.

INTERIOR: DEATH STAR.

Several Imperial soldiers, flanking a pensive Grand Moff Tarkin, busily push control levers and buttons.

INTERCOM VOICE: Standing by.

The rumble of a distant explosion begins.

EXTERIOR: SPACE AROUND THE DEATH STAR.

The Rebel ships race out of sight, leaving the moon-like Death Star alone against a blanket of stars. Several small flashes appear on the surface. The Death Star bursts into a supernova, creating a spectacular heavenly display.

INTERIOR: MILLENNIUM FALCON – COCKPIT.

HAN: Great shot, kid. That was one in a million.

INTERIOR: LUKE'S X-WING FIGHTER – COCKPIT.

Luke is at ease, and his eyes are closed.

BEN'S VOICE: Remember, the Force will be with you...always.

The ship rocks back and forth.

EXTERIOR: DARTH VADER'S TIE FIGHTER.

Vader's ship spins off into space.

EXTERIOR: SPACE.

The Rebel ships race toward the fourth moon of Yavin.

INTERIOR: MASSASSI OUTPOST – MAIN HANGAR.

Luke climbs out of his starship fighter and is cheered by a throng of ground crew and pilots. Luke climbs down the ladder as they all welcome him with laughter, cheers, and shouting. Princess Leia rushes toward him.

LEIA: Luke! Luke! Luke!

She throws her arms around Luke and hugs him as they dance around in a circle. Solo runs in toward Luke and they embrace one another, slapping each other on the back.

HAN: (laughing) Hey! Hey!

LUKE: (laughing) I knew you'd come back! I just knew it!

HAN: Well, I wasn't gonna let you get all the credit and take all the reward.

Luke and Han look at one another, as Solo playfully shoves at Luke's face. Leia moves in between them.

LEIA: (laughing) Hey, I knew there was more to you than money.

Luke looks toward the ship.

LUKE: Oh, no!

The fried little Artoo-Detoo is lifted off the back of the fighter and carried off under the worried eyes of Threepio.

THREEPIO: Oh, my! Artoo! Can you hear me? Say something! (to mechanic) You can repair him, can't you?

TECHNICIAN: We'll get to work on him right away.

THREEPIO: You must repair him! Sir, if any of my circuits or gears will help, I'll gladly donate them.

LUKE: He'll be all right.

INTERIOR: MASSASSI OUTPOST – MAIN THRONE ROOM.

Luke, Han, and Chewbacca enter the huge ruins of the main temple. Hundreds of troops are lined up in neat rows. Banners are flying and at the far end stands a vision in white, the beautiful young Senator Leia. Luke and the others solemnly march up the long aisle and kneel before Senator Leia. From one side of the temple marches a shined-up and fully repaired Artoo-Detoo. He waddles up to the group and stands next to an equally pristine Threepio, who is rather awestruck by the whole event. Chewbacca is confused. Dodonna and several other dignitaries sit on the left of the Princess Leia. Leia is dressed in a long white dress and is staggeringly beautiful. She rises and places a gold medallion around Han's neck. He winks at her. She then repeats the ceremony with Luke, who is moved by the event. They turn and face the assembled troops, who all bow before them. Chewbacca growls and Artoo beeps with happiness.

FADE OUT

END CREDITS OVER STARS

THE END



# Episode V: The Empire Strikes Back

A long time ago, in a galaxy far, far, away...

It is a dark time for the Rebellion. Although the Death Star has been destroyed, Imperial troops have driven the Rebel forces from their hidden base and pursued them across the galaxy. Evading the dreaded Imperial Starfleet, a group of freedom fighters led by Luke Skywalker has established a new secret base on the remote ice world of Hoth. The evil lord Darth Vader, obsessed with finding young Skywalker, has dispatched thousands of remote probes into the far reaches of space...

EXTERIOR: GALAXY – PLANET HOTH

A Star Destroyer moves through space, releasing Imperial probe robots from its underside. One of these probes zooms toward the planet Hoth and lands on its ice-covered surface. An explosion marks the point of impact.

EXTERIOR: HOTH – METEORITE CRATER – SNOW PLAIN – DAY

A weird mechanical sound rises above the whining of the wind. A strange probe robot, with several extended sensors, emerges from the smoke-shrouded crater. The ominous mechanical probe floats across the snow plain and disappears into the distance.

EXTERIOR: PLAIN OF HOTH – DAY

A small figure gallops across the windswept ice slope. The bundled rider is mounted on a large gray snow lizard, a Tauntaun. Curving plumes of snow rise from beneath the speeding paws of the two-legged beast. The rider gallops up a slope and reins his lizard to a stop. Pulling off his protective goggles, Luke Skywalker notices something in the sky. He takes a pair of electrobinoculars from his utility belt and through them sees smoke rising from where the probe robot has crashed. The wind whips at Luke's fur-lined cap and he activates a comlink transmitter. His Tauntaun shifts and moans

nervously beneath him.

LUKE: (into comlink) Echo Three to Echo Seven. Han, old buddy, do you read me? After a little static a familiar voice is heard.

HAN: (over comlink) Loud and clear, kid. What's up?

LUKE: (into comlink) Well, I finished my circle. I don't pick up any life readings.

HAN: (over comlink) There isn't enough life on this ice cube to fill a space cruiser. The sensors are placed. I'm going back.

LUKE: (into comlink) Right. I'll see you shortly. There's a meteorite that hit the ground near here. I want to check it out. It won't take long.

Luke clicks off his transmitter and reins back on his nervous lizard. He pats the beast on the head to calm it.

LUKE: Hey, steady girl. What's the matter? You smell something?

Luke takes a small device from his belt and starts to adjust it when suddenly a large shadow falls over him from behind. He hears a monstrous howl and turns to see an eleven-foot-tall shape towering over him. It is a Wampa Ice Creature, lunging at him ferociously.

LUKE: Aaargh!

Luke grabs for his pistol, but is hit flat in the face by a huge white claw. He falls unconscious into the snow and in a moment the terrified screams of the Tauntaun are cut short by the horrible snap of a neck being broken. The Wampa Ice Creature grabs Luke by one ankle and drags him away across the frozen plain.

EXTERIOR: HOTH – REBEL BASE ENTRANCE – DAY

A stalwart figure rides his Tauntaun up to the entrance of an enormous ice cave.

INTERIOR: HOTH – REBEL BASE – MAIN HANGAR DECK

Rebel troopers rush about unloading supplies and otherwise securing their new base. The rider, Han Solo, swings off his lizard and pulls off his goggles. He walks into the main hangar deck toward the Millennium Falcon, which is parked among several fighters. Mechanics, R2 units, and various other droids hurry about. Han stops at the Millennium Falcon where his Wookiee copilot, Chewbacca, is welding on a central lifter. Chewie stops his work and lifts his face shield, growling an irritated greeting to

his boss.

HAN: Chewie!

The Wookiee grumbles a reply.

HAN: All right, don't lose your temper. I'll come right back and give you a hand.

Chewbacca puts his mask back on and returns to his welding as Han leaves.

INTERIOR: HOTH – REBEL BASE – COMMAND CENTER

A makeshift command center has been set up in a blasted area of thick ice. The low-ceilinged room is a beehive of activity. Controllers, troops, and droids move about setting up electronic equipment and monitoring radar signals. General Rieekan straightens up from a console at Han's approach.

RIEEKAN: Solo?

HAN: No sign of life out there, General. The sensors are in place. You'll know if anything comes around.

RIEEKAN: Commander Skywalker reported in yet?

HAN: No. He's checking out a meteorite that hit near him.

RIEEKAN: (indicates radar screen) With all the meteor activity in this system, it's going to be difficult to spot approaching ships.

Taking a deep breath, Han blurts out what is on his mind.

HAN: General, I've got to leave. I can't stay anymore.

Princess Leia, standing at a console nearby, is dressed in a short white combat jacket and pants. Her hair is braided across her head in a Nordic fashion. She overhears their conversation and seems somewhat distressed.

RIEEKAN: I'm sorry to hear that.

HAN: Well, there's a price on my head. If I don't pay off Jabba the Hut, I'm a dead man.

RIEEKAN: A death mark's not an easy thing to live with. You're a good fighter, Solo. I hate to lose you.

HAN: Thank you, General.

He turns to Leia as Rieekan moves away.

HAN: (with feeling) Well, Your Highness, I guess this is it.

LEIA: That's right.

Leia is angry. Han sees she has no warmth to offer him. He shakes his head and adopts a sarcastic tone.

HAN: (cooly) Well, don't get all mushy on me. So long, Princess.

Han walks away into the quiet corridor adjoining the command center. Leia stews a moment, then hurries after him.

INTERIOR: HOTH – REBEL BASE – ICE CORRIDOR

LEIA: Han!

Han stops in the corridor and turns to face Leia.

HAN: Yes, Your Highnessness?

LEIA: I thought you decided to stay.

HAN: Well, the bounty hunter we ran into on Ord Mantell changed my mind.

LEIA: Han, we need you!

HAN: We?

LEIA: Yes.

HAN: Oh, what about you need?

LEIA: (mystified) I need? I don't know what you're talking about.

HAN: (shakes his head, fed up) You probably don't.

LEIA: And what precisely am I supposed to know?

HAN: Come on! You want me to stay because of the way you feel about me.

LEIA: Yes. You're a great help to us. You're a natural leader...

HAN: No! That's not it. Come on. Aahhh – uh huh! Come on.

Leia stares at him, understanding, then laughs.

LEIA: You're imagining things.

HAN: Am I? Then why are you following me? Afraid I was going to leave without giving you a goodbye kiss?

LEIA: I'd just as soon kiss a Wookiee.

HAN: I can arrange that. You could use a good kiss!

Angrily, Han strides down the corridor as Leia stares after him.

INTERIOR: HOTH – REBEL BASE – ANOTHER ICE CORRIDOR

A familiar stream of beeps and whistles herald the approach of Artoo-Detoo and See-Threepio, who appear around a corner and move along an ice wall toward the main hangar.

THREEPIO: Don't try to blame me. I didn't ask you to turn on the thermal heater. I merely commented that it was freezing in the princess's chamber. But it's supposed to be freezing. How are we going to dry out all her clothes? I really don't know.

Artoo beeps a stream of protesting whistles.

THREEPIO: Oh, switch off.

INTERIOR: HOTH – REBEL BASE – MAIN HANGAR DECK

The two robots stop at Han Solo's space freighter. Han and Chewie are struggling with their central lifters.

HAN: (to Chewie) Why do you take this apart now? I'm trying to get us out of here and you pull both of these.

Chewie grumbles in irritation.

THREEPIO: Excuse me, sir.

HAN: (to Chewie) Put them back together right now.

THREEPIO: Might I have a word with you, please?

HAN: What do you want?

THREEPIO: Well, it's Princess Leia, sir. She's been trying to get you on the communicator.

HAN: I turned it off. I don't want to talk to her.

THREEPIO: Oh. Well, Princess Leia is wondering about Master Luke. He hasn't come back yet. She doesn't know where he is.

HAN: I don't know where he is.

THREEPIO: Nobody knows where he is.

HAN: What do you mean, "nobody knows"?

Han glances at the fading light at the entrance of the ice cave as night slowly begins to fall on the planet.

THREEPIO: Well, uh, you see...

Han jumps down off the lift, as Threepio follows him.

HAN: Deck Officer. Deck Officer!

THREEPIO: Excuse me, sir. Might I inqu-...

Han abruptly puts his hand over Threepio's mouth as the deck officer approaches.

DECK OFFICER: Yes, sir?

HAN: Do you know where Commander Skywalker is?

DECK OFFICER: I haven't seen him. It's possible he came in through the south entrance.

HAN: It's possible? Why don't you go find out? It's getting dark out there.

DECK OFFICER: Yes, sir.

The deck officer leaves hurriedly, as Han takes his hand off Threepio's mouth.

THREEPIO: Excuse me, sir. Might I inquire what's going on?

HAN: Why not?

THREEPIO: Impossible man. Come along, Artoo, lets find Princess Leia. Between ourselves, I think Master Luke is in considerable danger.

INTERIOR: HOTH – REBEL BASE – MAIN ICE TUNNEL

The deck officer and his assistant hurry toward Han as he enters the tunnel.

DECK OFFICER: Sir, Commander Skywalker hasn't come in through the south entrance. He might have forgotten to check in.

HAN: Not likely. Are the speeders ready?

DECK OFFICER: Not yet. We're having some trouble adapting them to the cold.

HAN: Then we'll have to go out on Tauntauns.

DECK OFFICER: Sir, the temperature's dropping too rapidly.

HAN: That's right. And my friends out in it.

ASSISTANT OFFICER: I'll cover sector twelve. Have com-control set screen alpha.

Han pushes through the troops and mounts a Tauntaun.

DECK OFFICER: Your Tauntaun'll freeze before you reach the first marker.

HAN: Then I'll see you in hell!

Han maneuvers his mount out of the cave and races into the dark bitter night.

EXTERIOR: HOTH – ICE GORGE – DUSK

The jagged face of a huge ice wall sits gloomily in the dim twilight of a Hoth day. Luke hangs upside down, ankles frozen into icy stalactites, his extended arms within a foot of the snow floor. One side of his face is covered in a dried mask of frozen blood. He opens his eyes as a chilling moan of the hideous ice creature echoes off the gorge walls. Luke pulls himself up, grabs hold of his ankles, and futilely tries to unfasten the throngs. Exhausted, he drops back into his hanging position. As he hangs there, he spies his lightsaber lying near a pile of his discarded gear, about three feet out of reach. He focuses on the saber and, as his hand strains toward the weapon, he squeezes his eyes tight in concentration. Just as the ice creature looms over Luke, the lightsaber jumps into Luke's hand. The young warrior instantly ignites his sword, swinging up, and cuts himself loose from the ice. He flops to the snow in a heap. The startled creature moves back, his giant yellow eyes blinking. Luke scrambles to his feet. He swings his lightsaber and the beast screams in pain.

EXTERIOR: HOTH – ENTRANCE TO ICE GORGE – DUSK

Luke staggers out of the gorge into the dark and snowy twilight. Weak and exhausted, he stumbles down a snow bank.

## EXTERIOR: HOTH – SNOW PLAIN – DUSK

A small, lone figure riding a Tauntaun races through the hostile vastness of snow and cold. As it runs, the Tauntaun's legs kick up large clouds of snow and ice into the snowy air.

## EXTERIOR: HOTH – OUTSIDE ICE HANGAR – DUSK

Artoo stands in the falling snow, beeping worriedly. Threepio moves stiffly over to him.

THREEPIO: You must come along now, Artoo. There's really nothing more we can do. And my joints are freezing up.

Artoo beeps, long and low.

THREEPIO: Don't say thing like that! Of course we'll see Master Luke again. He'll be quite all right, you'll see. (to himself) Stupid little short-circuit. He'll be quite all right.

Threepio turns to go back inside the main hangar as Artoo mournfully keeps his vigil.

## EXTERIOR: HOTH – SNOW DRIFT – DUSK

The wind is blowing quite strong now. Luke struggles to stay upright, but a blast of freezing snow knocks him over. He struggles to get up, but he can't. The young warrior from Tatooine drags himself a couple of feet and then collapses.

## INTERIOR: REBEL BASE – MAIN HANGAR DECK – ENTRANCE – NIGHT

Princess Leia stands inside the dark entrance to the Rebel base, waiting for a sign of the two Rebel heroes. She shivers in the cold wind as, nearby, Chewie sits with his head in his hands. In the background, Artoo and Threepio move through the doors. A Rebel lieutenant moves to Major Derlin, an officer keeping watch with the princess.

LIEUTENANT: Sir, all the patrols are in. There's still no contact from Skywalker or Solo.

THREEPIO: Mistress Leia, Artoo says he's been quite unable to pick up any signals, although he does admit that his own range is far too weak to abandon all hope.

Leia nods an acknowledgment, but she is lost in thought.

DERLIN: Your Highness, there's nothing more we can do tonight. The shield doors

must be closed.

He turns to the lieutenant.

DERLIN: Close the doors.

LIEUTENANT: Yes, sir.

The lieutenant walks away. Chewie lets out a long, mournful howl, somewhat like a coyote. At the same moment, Artoo begins a complex series of efficient beeps.

THREEPIO: Artoo says the chances of survival are seven hundred seventy-five...to one.

Leia stands praying to herself as the huge metal doors slam across the entrance of the ice cave. The loud booms echo throughout the huge cavern. Chewie lets out another suffering howl.

THREEPIO: Actually, Artoo has been known to make mistakes...from time to time. Oh, dear, oh, dear. Don't worry about Master Luke. I'm sure he'll be all right. He's quite clever, you know...for a human being.

EXTERIOR: HOTH – SNOW DRIFT – DUSK

Luke lies face down in the snow, nearly unconscious. Slowly he looks up and sees Ben Kenobi, barely visible through the blowing snow. It is hard to tell if Kenobi is real or a hallucination.

BEN: Luke...Luke.

LUKE: (weakly) Ben?

BEN: You will go to the Dagobah system.

LUKE: Dagobah system?

BEN: There you will learn from Yoda, the Jedi Master who instructed me.

The image of Ben fades, revealing a lone Tauntaun rider approaching from the windswept horizon.

LUKE: (groaning faintly) Ben...Ben.

Luke drops into unconsciousness. Han pulls up and leaps off his mount. He hurries to his snow-covered friend, cradling him in his arms. Han's Tauntaun lets out a low, pitiful bellow. But Han's concern is with Luke, and he shakes him urgently.

HAN: Luke! Luke! Don't do this, Luke. Come on, give me a sign here.

Luke doesn't respond. Han begins frantically rubbing and slapping Luke's unconscious face. As he starts to lift the youth, Han hears a rasping sound behind him. He turns, just in time to see his Tauntaun stagger and then fall over into the snow. Han carries Luke to the moaning beast. Then, with a final groan, the Tauntaun expires.

HAN: Not much time.

He pushes Luke's inert form against the belly of the dead beast.

LUKE: (moaning) Ben...Ben...

HAN: Hang on, kid.

LUKE: Dagobah system...

Han ignites Luke's saber and cuts the beast from head to toe. He quickly tosses its steaming innards into the snow, then lifts Luke's inert form and stuffs him inside the carcass.

HAN: (reeling from the odor) Whew...

LUKE: Dagobah...

HAN: This may smell bad, kid...

LUKE: (moaning) Yoda...

HAN: ...but it will keep you warm...til I get the shelter built. (struggling to get Luke in the carcass) Ooh...I thought they smelled bad on the outside!

The wind has picked up considerably, making it difficult to move. Han removes a pack from the dead creature's back, taking out a shelter container. He begins to set up what can only be a pitiful protection against a bitter Hoth night.

EXTERIOR: HOTH – SNOWDRIFT – DAWN

Four snub-nosed armored snowspeeders race across the white landscape.

INTERIOR: SNOWSPEEDER COCKPIT

There is only one pilot, Zev, in the enclosed two-man craft. He concentrates on the scopes which ring his cockpit. He hears a low beep from one of his monitors.

ZEV: (into transmitter) Echo Base...I've got something! Not much, but it could be a

life form.

EXTERIOR: HOTH – SNOWDRIFT

The small craft banks and makes a slow arc, then races off in a new direction.

INTERIOR: SNOWSPEEDER – COCKPIT

The pilot switches over to a new transmitter.

ZEV: (into transmitter) This is Rouge Two. this is Rouge Two. Captain Solo, so you copy? Commander Skywalker, do you copy? This is Rouge Two.

There is a sharp crackle of static, then a faint voice.

HAN: (filtered over Zev's receiver) Good morning. Nice of you guys to drop by.

ZEV: (switching transmitters) Echo Base...this is Rouge Two. I found them. Repeat, I found them.

EXTERIOR: HOTH – SNOWDRIFT – DAY

The small shelter Han set up is covered with snow on the windward side. A makeshift antenna rests gingerly on top the snowdrift. Han spots Zev's snowspeeder approaching in the distance, and begins waving his arms frantically at the tiny craft.

INTERIOR: REBEL BASE – MEDICAL CENTER

Strange robot surgeons adjust a mass of electronic equipment. A switch is thrown and a sudden blinding flash obscures Luke in a bacta tank filled with a thick, gelatinous slime. He begins to thrash about, raving in delirium.

INTERIOR: REBEL BASE – MEDICAL CENTER – RECOVERY ROOM

Luke sits up in a recovery-room bed, weak but smiling. His face shows terrible wounds from the Wampa's attack. Threepio and Artoo enter the room.

THREEPIO: Master Luke, sir, it's good to see you fully functional again.

Artoo beeps his good wishes.

THREEPIO: Artoo expresses his relief, also.

Han and Chewie make their entrance. The Wookiee growls a greeting.

HAN: How are you feeling, kid? You don't look so bad to me. In fact, you look strong

enough to pull the ears off a Gundark.

LUKE: Thanks to you.

HAN: That's two you owe me, junior.

Han turns as Leia enters the room. He looks at her with a big, devilish grin.

HAN: Well your Worship, looks like you managed to keep me around for a little while longer.

LEIA: (haughtily) I had nothing to do with it. General Rieekan thinks it's dangerous for any ships to leave the system until we've activated the energy shield.

HAN: That's a good story. I think you just can't bear to let a gorgeous guy like me out of your sight.

LEIA: I don't know where you get you delusions, laser brain.

Chewie is amused; he laughs in his manner. Han, enjoying himself, regards Chewie good-humoredly.

HAN: Laugh it up, fuzz ball. But you didn't see us alone in the south passage.

Luke sparks to this; he looks at Leia.

HAN: She expressed her true feelings for me.

Leia is flushed, eyes darting between Luke and Han.

LEIA: My...! Why, you stuck up,...half-witted,...scruffy-looking... nerf-herder!

HAN: Who's scruffy-looking? (to Luke) I must have hit her pretty close to the mark to get her all riled up like that, huh, kid?

Leia looks vulnerable for a moment, then the mask falls again, and she focuses on Luke.

LEIA: Why, I guess you don't know everything about women yet?

With that she leans over and kisses Luke on the lips. Then she turns on her heel and walks out, leaving everyone in the room slightly dumbstruck. With some smugness, Luke puts his hands behind his head and grins. Suddenly, in the distance, the muffled sound of an alarm is heard.

ANNOUNCER: (over loudspeaker) Headquarters personnel, report to command center.

The voice repeats the order and Han, Chewie, Artoo, and Threepio hurry out of the room, bidding farewell to Luke.

HAN: Take it easy.

THREEPIO: Excuse us, please.

INTERIOR: HOTH – REBEL BASE – COMMAND CENTER

Rieekan looks up grimly from a console screen. He calls over to Leia and Han.

RIEEKAN: Princess...we have a visitor.

The group hurries over to Rieekan.

RIEEKAN: We've picked up something outside the base in zone twelve, moving east.

SENIOR CONTROLLER: It's metal.

LEIA: Then it couldn't be one of those creatures that attacked Luke.

HAN: It could be a speeder, one of ours.

SENIOR CONTROLLER: No. Wait – there's something very weak coming through.

Threepio steps up to the control panel and listens intently to the strange signal.

THREEPIO: Sir, I am fluent in six million forms of communication. This signal is not used by the Alliance. It could be an Imperial code.

The transmission ends in static.

HAN: It isn't friendly, whatever it is. Come on, Chewie, let's check it out.

RIEEKAN: Send Rouges Ten and Eleven to station three-eight.

EXTERIOR: HOTH – SNOW PLAIN – DAY

The dark probe robot moves past the smoldering ruins of station three-eight and down a ridge toward the Rebel base. It raises a large antenna from the top of its head and begins to send out a piercing signal. The probe droid has spotted Chewbacca who, not thirty feet away, has popped his head over a snow bank. Instantly, the probe robot swings around, its deadly ray ready to fire. But before it can get a shot off, it is hit from behind by a laser bolt, and explodes in a million pieces. Han Solo replaces his blaster in its holster and peers intently at the smoldering remains of the Imperial probe.

## INTERIOR: HOTH – REBEL BASE – COMMAND CENTER

Leia and Rieekan listen to Han on the comlink.

HAN: (over comlink) Afraid there's not much left.

LEIA: (into comlink) What was it?

HAN: (over comlink) Droid of some kind. I didn't hit it that hard. It must have had a self-destruct.

LEIA: (into comlink) An Imperial probe droid.

HAN: (over comlink) It's a good bet the Empire knows we're here.

RIEEKAN: We'd better start the evacuation.

## EXTERIOR: SPACE – IMPERIAL FLEET

Darth Vader's Star Destroyer, larger and more awesome than the five Imperial Star Destroyers that surround it, sits in the vastness of space. The six huge ships are surrounded by a convoy of smaller spacecraft. TIE fighters dart to and fro.

## INTERIOR: DARTH VADER'S STAR DESTROYER – BRIDGE – MAIN CONTROL DECK

Controllers working the vast complex of electronic controls hear ominous approaching footsteps and look up from their controls. The squat, evil-looking Admiral Ozzel and the young, powerfully built General Veers, who have been conferring near the front, also feel the approaching presence and turn toward it. Darth Vader, Lord of the Sith, enters like a chill wind. As Vader moves across the wide bridge, Captain Piett hurries up to Ozzel.

PIETT: Admiral.

OZZEL: Yes, Captain

PIETT: I think we've got something, sir. The report is only a fragment from a probe droid in the Hoth system, but it's the best lead we've had.

OZZEL: (irritated) We have thousands of probe droids searching the galaxy. I want proof, not leads!

PIETT: The visuals indicate life readings.

OZZEL: It could mean anything. If we followed every lead...

PIETT: But, sir, the Hoth system is supposed to be devoid of human forms.

Vader moves to a large screen showing an image of the Rebel snow base. Rebel speeders can be seen approaching the base in the distance.

VADER: You found something?

PIETT: Yes, my lord.

VADER: (studying the image on the console screen) That's it. The Rebels are there.

OZZEL: My lord, there are so many uncharted settlements. It could be smugglers, it could be...

VADER: That is the system. And I'm sure Skywalker is with them. Set your course for the Hoth system. General Veers, prepare you men.

INTERIOR: HOTH – REBEL BASE – TRANSPORT BAY

A captain issues instructions to two of his men at the entrance to the main transport bay. Several Rebel transports behind them are being loaded by men carrying heavy boxes and moving quickly, but not in panic.

REBEL CAPTAIN: Groups seven and ten will stay behind to fly the speeders. As soon as each transport is loaded, evacuation control will give clearance for immediate launch.

REBEL FIGHTER: Right, sir.

INTERIOR: HOTH – REBEL BASE – MAIN HANGAR DECK

Alarms sound. Troops, ground crews, and droids rush to their alert stations. Armored snowspeeders are lined up in attack formation near the main entrance. In the midst of all this activity, Han does some frantic welding on the lifters of the Millennium Falcon. Han finishes his work and hops down to the hangar floor. He pulls out his comlink, all the while eyeing problematic lifters.

HAN: (into comlink, to Chewie) Okay, that's it. Try it...Off! Turn it off! Turn it off! Off!

Smoke rises from a minor explosion on the lifter. Exasperated, Han surveys the new damage.

## INTERIOR: REBEL BASE – MEDICAL CENTER

Luke dresses in readiness for the evacuation as his attending medical droid stands by.

MEDICAL DROID: Sir, it will take quite awhile to evacuate the T-forty- sevens.

LUKE: Well, forget the heavy equipment. There's plenty of time to get the smaller modules on the transports.

MEDICAL DROID: Take care, sir.

LUKE: Thanks.

## INTERIOR: REBEL BASE – MAIN HANGAR DECK

Pilots, gunners, and R2 units scurry about. Luke, pulling on his heavy-weather jacket, is headed toward a row of armored speeders. He stops at the rear of the Millennium Falcon, where Han and Chewie are trying to repair the right lifter with even more haste than before.

LUKE: Chewie, take care of yourself, okay?

As Luke pats Chewie on the arm, Chewie puts his arms around Luke and gives him a tight hug. Han is discussing the lifter with a repair droid when he sees Luke.

HAN: Hi, kid. (to droid) There's got to be a reason for it. Check it at the other end. Wait a second. (to Luke) You all right?

LUKE: Yeah.

HAN: Be careful.

LUKE: You, too.

Luke smiles, then waves at his friend and walks on. After a few steps, he stops and looks back. Han glances up and the two exchange a silent communication, each wishing the other safety, happiness – many things, all difficult to verbalize.

## INTERIOR: REBEL BASE – CONTROL ROOM.

Alarms sound throughout the hidden Rebel base. In the control room, a controller urgently gestures for General Rieekan to check a computer scan.

CONTROLLER: General, there's a fleet of Star Destroyers coming out of hyperspace in sector four.

RIEEKAN: Reroute all power to the energy shield. We've got to hold them till all transports are away. Prepare for ground assault.

Rieekan exits hurriedly.

INTERIOR: VADER'S STAR DESTROYER – VADER'S CHAMBER – MEDITATION CUBICLE

The dark cubicle is illuminated by a single shaft of light which falls on the brooding Dark Lord as he sits on a raised meditation cube. General Veers enters the room and approaches the silent, unmoving Vader. Although seemingly very sure of himself, Veers is still not bold enough to interrupt the meditating lord. The younger general stands quietly at attention until the evil presence speaks.

VADER: What is it, General?

VEERS: My lord, the fleet has moves out of light-speed. Com-Scan has detected an energy field protecting an area around the sixth planet of the Hoth system. The field is strong enough to deflect any bombardment.

VADER: (angrily) The Rebels are alerted to our presence. Admiral Ozzel came out of light-speed too close to the system.

VEERS: He felt surprise was wiser...

VADER: He is as clumsy as he is stupid. General, prepare your troops for a surface attack.

VEERS: Yes, my lord.

Veers turns smartly and leaves as Vader activates a large viewscreen showing the bridge of his mighty ship. Admiral Ozzel appears on the viewscreen, standing slightly in front of Captain Piett.

OZZEL: Lord Vader, the fleet has moved out of light-speed, and we're preparing to...Aaagh!

VADER: You have failed me for the last time, Admiral. Captain Piett.

Piett steps forward, as the admiral moves away, slightly confused, touching his throat as it begins to constrict painfully.

PIETT: Yes, my lord.

VADER: Make ready to land out troops beyond the energy shield and deploy the fleet so that nothing gets off that system. You are in command now, Admiral Piett.

PIETT: Thank you, Lord Vader.

Piett's pleasure about his unexpected promotion is not an unmixed emotion. He glances warily at the struggling Admiral Ozzel who, with a final choke, stumbles and falls in a lifeless heap before him.

INTERIOR: REBEL BASE – MAIN HANGAR DECK

With a sense of urgency, Leia quickly briefs a group of pilots gathered in the center of the hangar.

LEIA: All troop carriers will assemble at the north entrance. The heavy transport ships will leave as soon as they're loaded. Only two fighter escorts per ship. The energy shield can only be opened for a short time, so you'll have to stay very close to your transports.

HOBBIE: Two fighters against a Star Destroyer?

LEIA: The ion cannon will fire several shots to make sure that any enemy ships will be out of your flight path. When you've gotten past the energy shield, proceed directly to the rendezvous point. Understood?

PILOTS: (in unison) Right. Okay.

LEIA: Good luck.

DERLIN: Okay. Everyone to your stations. Let's go!

The pilots hurry away.

EXTERIOR: HOTH – ICE PLAIN – SNOW TRENCH – DAY

Rebel troops carry heavy bazooka-type weapons and position them along the snow trench. Men hurriedly respond to their officers' yelled orders and brace themselves against the rhythmic gusts of bitter-cold wind. Other troops load power packs into a gun turret and swing its guns into position.

EXTERIOR: HOTH – ICE PLAIN – POWER GENERATORS

Near the base power generators, troops rush to set up their heavy battle equipment. Buzzing loudly, the generators send along, sparking fingers of energy into the bitter

Hoth wind.

INTERIOR: REBEL BASE – COMMAND CENTER

The long line of Rebel controllers is tense, as are Princess Leia and General Rieekan, who are trying very hard not to show any fear.

RIEEKAN: Their primary target will be the power generators. Prepare to open the shield.

EXTERIOR: ICE PLAIN

The Rebel transport and two escort fighters begin their departure from the ice planet.

EXTERIOR: SPACE – IMPERIAL STAR DESTROYER

A huge Imperial Star Destroyer rest against a sea of stars, far above the white surface of the planet Hoth.

INTERIOR: IMPERIAL STAR DESTROYER – BRIDGE

An Imperial controller approaches his commander.

CONTROLLER: Sir, Rebel ships are coming into our sector.

CAPTAIN: Good. Our first catch of the day.

INTERIOR: REBEL BASE – COMMAND CENTER

WOMAN CONTROLLER: Stand by, ion control....Fire!

EXTERIOR: REBEL BASE ICE CAVE – ION CANNON

The giant ball-shaped ion cannon rotates into position and blasts two red energy beams skyward.

EXTERIOR: SPACE – HOTH – REBEL TRANSPORT

The Rebel transport and its escort race away from the white planet, closely followed by the two red energy beams. As the Rebel transport races toward the waiting Imperial Star Destroyer, it is overtaken by the two scarlet energy bolts. The Imperial Star Destroyer is hit in the conning tower by the powerful bolts, which set up fiery explosions on its metal hull. The big Star Destroyer veers, then spins wildly out of control. As the Imperial ship careers into deep space, the Rebel transport races away to safety.

INTERIOR: REBEL BASE – MAIN HANGAR DECK

Pilots, gunners, and troopers hurry to their stations and their vehicles.

ANNOUNCER: (over loudspeaker) The first transport is away.

Everyone cheers at the announcement, which echoes through the hangar. Luke turns and walks on, heading toward his snowspeeder. His gunner, Dack, a fresh-faced, eager kid, is glad to see him. They climb in.

DACK: Feeling all right, sir?

LUKE: Just like new, Dack. How about you?

DACK: Right now I feel I could take on the whole Empire myself.

LUKE: (quietly, strapping in) I know what you mean.

EXTERIOR: HOTH – ICE PLAIN

A thin horizon line cuts across the bleak landscape. Small dot-size objects begin to appear on the horizon, moving in the direction of the Rebel base.

EXTERIOR: HOTH – ICE PLAIN – SNOW TRENCH

A Rebel officer lifts a pair of electrobinoculars to his eyes. Through the lens he sees a very close view of a giant Imperial snow walker. He adjusts the view which then zooms back to reveal three more of the ominous battle machines. Small flashes of yellow fire billow from the guns of the lumbering snow walkers. The officer lowers his binoculars as the regular rhythmic pounding begins to make the ground vibrate. The pounding grows louder and is accompanied by a high-pitched, metallic rattling. The officer speaks into his comlink.

TRENCH OFFICER: Echo Station Three-T-Eight.

INTERIOR: REBEL BASE – CORRIDOR

Pilots and gunners race to their waiting snowspeeders. Ice and snow begin falling from the walls of the corridor, shaken by the pounding Imperial snow walker as they draw ever nearer.

TRENCH OFFICER: (over comlink) We have spotted Imperial walkers!

CONTROLLER: Imperial walkers on the north ridge.

EXTERIOR: HOTH – ICE PLAIN – SNOW TRENCH

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The Rebel troops aim their weapons at the horizon as explosions erupt all around them. They are nervous and their grip on their weapons tightens from the cold and from fear. Behind the troops a dozen snowspeeders race through the sky.

INTERIOR: LUKE'S SNOWSPEEDER, ROUGE LEADER – COCKPIT

LUKE: (into comlink) Echo station Five-Seven. We're on our way.

EXTERIOR: HOTH – ICE PLAIN – BATTLEFIELD

The fleet of snowspeeders races above the ice field at full throttle. They accelerate away from the base and head toward the distant walkers.

INTERIOR: LUKE'S SNOWSPEEDER, ROUGE LEADER – COCKPIT

LUKE: (into comlink) All right, boys, keep tight now.

DACK: Luke, I have no approach vector. I'm not set.

LUKE: Steady, Dack. Attack pattern delta. Go now!

EXTERIOR: HOTH – ICE PLAIN – BATTLEFIELD

The cannons mounted on the walker head fire at the speeders. Other walkers loom in the background. Two speeders race away past two of the enormous walkers and bank to the right.

INTERIOR: LUKE'S SNOWSPEEDER, ROUGE LEADER – COCKPIT

LUKE: All right, I'm coming in.

He turns his speeder and heads directly at one of the walkers, flying toward its towering legs. The horizon twists as the speeder banks between the legs.

LUKE: (into comlink) Hobbie, you still with me?

EXTERIOR: HOTH – ICE PLAIN – BATTLEFIELD

Two speeders race directly at the head of a walker, then split and fly past it. Three other walkers march onward, firing all cannons.

EXTERIOR: HOTH – ICE PLAIN – SNOWTRENCH

Rebel troops fire on the approaching walkers, as the snow and ice explode all around them.

## EXTERIOR: HOTH – ICE PLAIN – BATTLEFIELD

A speeder banks through and away from the legs of a walker. Two other speeders pass the first speeder from the opposite direction. Other Rebel craft race just above the icy plain. A giant walker head swivels and fires, striking a snowspeeder and sending it crashing in a ball of flames.

## INTERIOR: IMPERIAL SNOW WALKER – COCKPIT

General Veers and two walker pilots keep a careful eye on the racing Rebel snowspeeders as they maneuver their lumbering war machine forward. Luke's speeder banks in from the side of Veers's walker and heads straight for its viewport, blasting away. An explosion hits the walker window, but dissipates, doing no harm. The speeder roars up and over the impregnable war machine.

## INTERIOR: LUKE'S SNOWSPEEDER, ROUGE LEADER – COCKPIT

Luke looks back at the walker as it grows smaller in the distance.

LUKE: That armor's too strong for blasters.

On the horizon, another walker moves up past Luke's cockpit window, twisting out of sight as Luke banks and starts another run.

LUKE: (into comlink) Rouge Group, use your harpoons and tow cables. Go for the legs. It might be our only chance of stopping them. (to Dack) All right, stand by, Dack.

Dack is at the gunner's controls.

DACK: Luke, we've got a malfunction in fire control. I'll have to cut in the auxiliary.

LUKE: Just hang on. Hang on, Dack. Get ready to fire that tow cable.

Barely keeping his seat in the tumbling ship, Dack struggles to set up his harpoon gun. Luke swings his speeder around and heads toward an oncoming walker. Laser bolts and flak fill the air, creating a deadly obstacle course for the tiny craft.

## EXTERIOR: HOTH – ICE PLAIN – BATTLEFIELD

Rouge Leader and another snowspeeder fly in tight formation toward the walker as explosions burst all around them.

## INTERIOR: LUKE'S SNOWSPEEDER, ROUGE LEADER – COCKPIT

After sustaining a heavy volley of fire, Luke turns around to see if Dack is all right.

LUKE: Dack? Dack!

Dack is lost. Blood streams down his forehead, which rests on his smoldering controls. Out the back window, an Imperial walker recedes in the distance.

EXTERIOR: HOTH – ICE PLAIN – SNOW TRENCH AREA

Rebel troops fire the dishlike ray gun while explosions erupt around them.

EXTERIOR: HOTH – ICE PLAIN – BATTLEFIELD

Two walkers lumber toward the Rebel base as a speeder between them explodes in a ball of flames.

EXTERIOR: HOTH – ICE PLAIN – SNOW TRENCH

The dislike ray gun is hit by a laser bolt and instantly explodes.

INTERIOR: IMPERIAL SNOW WALKER – COCKPIT

Through the cockpit window, Veers and his pilot can see the Rebel power generators in the distance. A hologram of Darth Vader appears on a control panel screen.

VEERS: Yes, Lord Vader. I've reached the main power generator. The shield will be down in moments. You may start your landing.

INTERIOR: LUKE'S SNOWSPEEDER, ROUGE LEADER – COCKPIT

LUKE: (into comlink) Rouge Three.

INTERIOR: WEDGE'S SNOWSPEEDER, ROUGE THREE – COCKPIT

WEDGE: (into comlink) Copy, Rouge Leader

LUKE: (over comlink) Wedge, I've lost my gunner. You'll have to make this shot. I'll cover for you. Set your harpoon. Follow me on the next pass.

WEDGE: (into comlink) Coming around, Rouge Leader.

INTERIOR: LUKE'S SNOWSPEEDER, ROUGE LEADER – COCKPIT

LUKE: (into comlink) Steady, Rouge Two

EXTERIOR: HOTH – BATTLEFIELD

Wedge's speeder races through the legs of one of the monstrous walkers.

INTERIOR: WEDGE'S SNOWSPEEDER, ROUGE THREE – COCKPIT

WEDGE: (to gunner) Activate harpoon.

Wedge's gunner reaches for a firing switch to activate the harpoon. The harpoon flashes out, and speeds toward the receding legs of the walker.

EXTERIOR: HOTH – BATTLEFIELD

The harpoon hurtles toward the walker, In an instant it is embedded in one of the walker's legs.

INTERIOR: WEDGE'S SNOWSPEEDER, ROUGE THREE – COCKPIT

WEDGE: (to gunner) Good shot, Janson.

EXTERIOR: HOTH – BATTLEFIELD

The speeder Rouge Three races around one of the giant walker's feet, trailing the cable behind it. Continuing around the back foot, Rouge Three then circles the walker around the tail end.

INTERIOR: WEDGE'S SNOWSPEEDER, ROUGE THREE – COCKPIT

Wedge checks his controls and banks around the front of the walker.

WEDGE: One more pass.

JANSON: Coming around. Once more.

EXTERIOR: HOTH – BATTLEFIELD

The speeder sweeps left to right in front of the giant legs, towing the cable behind it.

INTERIOR: WEDGE'S SNOWSPEEDER, ROUGE THREE – COCKPIT

JANSON: One more.

Wedge swings the speeder between the legs of the giant walker.

JANSON: Cable out! Let her go!

WEDGE: Detach cable.

EXTERIOR: WEDGE'S SNOWSPEEDER, ROUGE THREE

The cable release on the back of the speeder snaps loose and the cable drops away.

INTERIOR: WEDGE'S SNOWSPEEDER, ROUGE THREE – COCKPIT

JANSON: Cable detached.

EXTERIOR: HOTH – BATTLEFIELD

The speeder zooms away into the distance. The tangled legs of the enormous war machine attempt a step, but as they do the giant Imperial walker begins to topple. It teeters for a moment, and then crashes onto the icy ground, sending snow and metal pieces flying.

EXTERIOR: HOTH – ICE PLAIN – SNOW TRENCH

The troops in the trenches cheer at the sight of the crashing walker. An officer gives a signal to his men and Rebel troops charge the fallen war machine.

TRENCH OFFICER: Come on!

The troops run toward the downed walker, followed by two Rebel speeders flying overhead. Just as they reach the walker, it explodes, the impact throwing some of the men onto the frozen ground.

INTERIOR: WEDGE'S SNOWSPEEDER, ROUGE THREE – COCKPIT

Wedge lets out a triumphant yell, banking his speeder away from the fallen walker.

WEDGE: (into comlink) Whooha!! That got him!

INTERIOR: LUKE'S SNOWSPEEDER, ROUGE LEADER – COCKPIT

LUKE: (into comlink) I see it, Wedge. Good work.

INTERIOR: REBEL BASE – COMMAND CENTER

Large chunks of ice tumble into the command center as Leia and General Rieekan monitor computer screens.

RIEEKAN: I don't think we can protect two transports at a time.

LEIA: It's risky, but we can't hold out much longer. We have no choice.

RIEEKAN: (into comlink) Launch patrols.

LEIA: (to an aide) Evacuate remaining ground staff.

## INTERIOR: REBEL BASE – MAIN HANGAR

Muffled distant explosions create widening cracks in the ice roof of the hangar. Trying to ignore the noise and falling bits of snow, Han works on one of the Falcon's lifters while Chewie works on one of the wings. Noticing Chewie attach a wrong part, Han grows impatient.

HAN: No, no! No! This one goes there, that one goes there. right?

In another area of the hangar, Threepio watches as Artoo is raised up into Luke's X-wing fighter.

THREEPIO: Artoo, you take good care of Master Luke now, understand? And...do take care of yourself. Oh, dear, oh, dear.

## EXTERIOR: HOTH – BATTLEFIELD

The fierce battle on the vast snow plains of Hoth rages on. The Imperial walkers continue their slow, steady assault on the Rebel base, firing lasers as they lumber ever onward. In the snow trench, Rebel troops fire large bazookalike guns and dishlike ray guns as explosions erupt around them. A gun tower is hit by a laser bolt and instantly explodes. Another blast destroys a ray gun.

## INTERIOR: IMPERIAL SNOW WALKER – COCKPIT

General Veers studies various readouts on his control panel.

VEERS: All troops will debark for ground assault. Prepare to target the main generator.

## EXTERIOR: HOTH – BATTLEFIELD

Luke's speeder and Rouge Two fly in formation, banking from right to left and flying above the erupting battlefield. Flak bursts all around them.

## INTERIOR: LUKE'S SNOWSPEEDER, ROUGE LEADER – COCKPIT

Luke, glancing over, sees Rouge Two on his left. His ship shudders as flak bursts nearby.

LUKE: (into comlink) Rouge Two, are you all right?

## INTERIOR: ZEV'S SNOWSPEEDER, ROUGE TWO – COCKPIT

ZEV: (into comlink) Yeah. I'm with you, Rouge Leader.

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INTERIOR: LUKE'S SNOWSPEEDER, ROUGE LEADER – COCKPIT

LUKE: (into comlink) We'll set harpoon. I'll cover for you.

EXTERIOR: HOTH – BATTLEFIELD

The two speeders race across the horizon toward the giant walkers.

INTERIOR: ZEV'S SNOWSPEEDER, ROUGE TWO – COCKPIT

ZEV: (into comlink) Coming around.

INTERIOR: LUKE'S SNOWSPEEDER, ROUGE LEADER – COCKPIT

LUKE: (into comlink) Watch that cross fire, boys.

INTERIOR: ZEV'S SNOWSPEEDER, ROUGE TWO – COCKPIT

ZEV: (into comlink) Set for position three. (to gunner) Steady.

LUKE: (over comlink) Stay tight and low.

EXTERIOR: ZEV'S SNOWSPEEDER, ROUGE TWO

Luke's speeder moves in formation with Rouge Two, when suddenly Zev's speeder is hit by a laser bolt. His ship bucks violently under the impact and the cockpit explodes in a ball of flame. Spewing smoke, the speeder hurtles toward a looming walker. Before they collide. Rouge Two explodes in a million flaming pieces.

INTERIOR: LUKE'S SNOWSPEEDER, ROUGE LEADER – COCKPIT

Desperately, Luke works the controls of his flak-buffed ship. Suddenly, the speeder is rocked by a huge explosion. Luke struggles with the controls with a look of terror on his face. The speeder fills with smoke, and electrical sparks jump about the cockpit.

LUKE: (into comlink) Hobbie, I've been hit!

INTERIOR: REBEL BASE – COMMAND CENTER

Apart from the distant thunder of laser blasts, the corridor is strangely quiet and empty. Running footsteps echo through the freezing hallway, then Han appears. Cracks have appeared in some of the walls and some pipes have broken, sending hot steam billowing into the underground hallways. Han hurries into the command center. It is a shambles, but some people are still at their posts. As he enters, a gigantic cave-in almost obliterates the room. He finds Leia and Threepio near one of the control boards.

HAN: You all right?

Leia nods. She is surprised to see him.

LEIA: Why are you still here?

HAN: I heard the command center had been hit.

LEIA: You got your clearance to leave.

HAN: Don't worry. I'll leave. First I'm going to get you to your ship.

THREEPIO: Your Highness, we must take this last transport. It's our only hope.

LEIA: (to controller) Send all troops in sector twelve to the south slope to protect the fighters.

A blast rocks the command center, throwing Threepio backward into Han's arms.

ANNOUNCER: (over loudspeaker) Imperial troops have entered the base.

HAN: Come on...that's it.

LEIA: (to head controller) Give the evacuation code signal. And get to your transports!

Leia looks exhausted. Han grabs her and starts to lead her out. As Han, Leia, and Threepio run out of the command center, the code signal can be heard echoing off the corridor walls.

HEAD CONTROLLER: K-one-zero...all troops disengage.

THREEPIO: (to Han and Leia) Oh! Wait for me!

EXTERIOR: BATTLEFIELD – SNOW TRENCH

Rebel troops retreat under the awesome Imperial onslaught.

OFFICER: Begin retreat!

SECOND OFFICER: Fall back!

Troops flee from the battle, the ground exploding around them.

EXTERIOR: HOTH – BATTLEFIELD

Three of the giant walkers, firing lasers, advance toward the Rebel headquarters.

EXTERIOR: HOTH – SNOW TRENCH

Continuing their retreat, the Rebels see the walkers looming ever nearer.

EXTERIOR: HOTH – BATTLEFIELD – ICE PLAIN

On the battlefield, Luke watches as a walker foot rises and moves over him. He looks up at the underbelly of the huge walker, passing overhead. Running beneath the monstrous machine, Luke fires his harpoon gun at the walker's underside. A thin cable follows the projectile from the gun. The magnetic head and cable attach firmly to the metal hull. Still running under the walker, Luke attaches the cable drum to his belt buckle. Soon he is pulled up the cable and hangs dangling underneath the walker. The walker's giant feet continue to pound onward across the frozen snow. Stray laser bolts whistle by Luke as he climbs up the cable to the walker's hull, reaching a small hatch. Hanging precariously, Luke cuts the solid metal hatch with his laser sword. He takes a landmine from around his neck and throws it inside the Imperial machine. Quickly, Luke starts down the cable and crashes onto the icy ground far below. He lies unconscious as a giant rear leg passes by – and just misses him. The giant walker stops in mid-step. A muffled explosion comes from within – and then the walker's mechanical insides are spewed out every conceivable opening. The machine sits dead in its tracks, smoking like a locomotive on stilts.

EXTERIOR: HOTH – BATTLEFIELD

Veers's walker continues to advance toward the Rebel base. The smoldering walker that Luke exploded stands smoking just to the right of Veers's path.

INTERIOR: IMPERIAL SNOW WALKER - COCKPIT

Inside his walker, General Veers prepares to fire on the Rebel power generators.

VEERS: Distance to power generators?

PILOT: One-seven, decimal two-eight.

Veers reaches for the electrorangefinder and lines up the main generator.

VEERS: Target. Maximum fire power.

EXTERIOR: HOTH – BATTLEFIELD

The Rebel troops continue their desperate retreat, pushed back by the relentless Imperial assault.

INTERIOR: HOTH – REBEL BASE – ICE CORRIDORS

With Threepio lagging behind, Han and Leia race through the crumbling ice corridors. Suddenly, there is an explosion. Han turns, grabs the princess, and pulls her to the wall as a tremendous cave-in blacks their path. He takes the comlink from his pocket.

HAN: (into comlink) Transport, this is Solo. Better take off – I can't get to you. I'll get the princess out on the Falcon.

Han and Leia turn and race down the corridor.

THREEPIO: But...but...but...where are you going? Uh...come back!!

INTERIOR: HOTH – REBEL BASE – COMMAND CENTER

Imperial troops have reached the base. As they push through the blocked passageway, Darth Vader strides behind them.

INTERIOR: HOTH – REBEL BASE – ICE CORRIDOR

Han and Leia run toward the entrance of the main hangar where the Millennium Falcon is docked. Threepio still lags behind.

THREEPIO: Wait! Wait for me! Wait! Stop!

The door to the hangar closes in his face.

THREEPIO: (exasperated) How typical.

Quickly, the door reopens as Han reaches out and pulls the golden droid through.

HAN: Come on.

INTERIOR: HOTH – REBEL BASE – MAIN HANGAR

Chewie paces under the shelter of the Millennium Falcon's landing gear. The giant Wookiee pats the underbelly of his beloved ship and barks a few reassuring words. As he searches worriedly for his captain, something at last catches his eye. Chewie lets out a relieved shriek at seeing Han and Leia running toward the ship. The Wookiee runs out into the falling ice, lets out a howl, then runs up the ship's ramp. Han and Leia run up the ramp after him, closely followed by Threepio.

HAN: Hurry up, goldenrod, or you're going to be a permanent resident!

THREEPIO: Wait! Wait!

INTERIOR: HOTH – REBEL BASE – ICE CORRIDOR

Imperial troops run through the base corridors. Vader surveys the place. A huge chunk falls, almost hitting him, but he calmly, purposefully, continues around it.

INTERIOR: REBEL BASE – MAIN HANGER – MILLENNIUM FALCON

A distant, huge, explosion rocks the hangar deck. Ice cakes come crashing down on the Millennium Falcon.

INTERIOR: MAIN HANGAR – MILLENNIUM FALCON – MAIN HOLD

Han, standing before a control panel, is busy flipping switches as Chewie watches a troublesome gauge. A worried Leia observes their efforts.

HAN: (to Chewie) How's this?

The Wookiee barks a negative reply.

LEIA: Would it helped if I got out and pushed?

HAN: It might.

Threepio clanks into the hold.

THREEPIO: Captain Solo, Captain Solo...sir, might I suggest that you...

Han gives the gold robot a devastating look.

THREEPIO: It can wait.

INTERIOR: MAIN HANGAR – MILLENNIUM FALCON – COCKPIT

They move to the cockpit where Han flips some more switches. Leia watches him, impatient, disbelieving.

LEIA: The bucket of bolts is never going to get us past that blockade.

HAN: This baby's got a few surprises left in her, sweetheart.

Han and Leia look out the cockpit window and see a squad of stormtroopers rushing into the far side of the hangar. Quickly, Han straps himself into the pilot's seat and Leia into the navigator's chair.

INTERIOR: HOTH – REBEL BASE – MAIN HANGAR

Stormtroopers hurriedly set up a large bazookalike weapon. Behind them the giant hangar doors open slowly.

## EXTERIOR: MAIN HANGAR – MILLENNIUM FALCON

A laser gun appears on the Falcon and swings around to aim at the Imperial troops. The stormtroopers, preparing to fire their bazooka cannon, are hit by the Falcon's fire and are thrown about in all directions.

## INTERIOR: MAIN HANGAR – MILLENNIUM FALCON – COCKPIT

Chewie rushes into the cockpit.

HAN: Come on! Come on! Switch over. Let's hope we don't have a burnout.

A laser hits the window near Chewie as he is settling into his chair. Letting out a loud whelp, Chewie quickly pulls back on the controls and the first stage of engine fire can be heard. Han flashes a big grin at Leia.

HAN: See?

LEIA: Someday you're going to be wrong, and I hope I'm there to see it.

Han looks at Chewie.

HAN: Punch it!

The roar of the Falcon's main engines blasts out everything as the ice-cave wall rushes by outside the cockpit window.

## INTERIOR: REBEL BASE – MAIN HANGAR

More stormtroopers run into the hangar, closely followed by Vader. Hearing the loud roar of the Millennium Falcon's engines, Vader looks toward the main hangar doors just in time to see the Falcon lift up and disappear outside the cave.

## EXTERIOR: HOTH – ICE SLOPE – DAY

Luke and two other pilots look up as the Millennium Falcon races above them, flying very close to the ground. The three pilots turn then, and trudge onward toward their X-wing fighters, each going to his own ship. Luke waves farewell, then heads toward his own fighter. Artoo, seated on his cubbyhole, chirps an excited greeting as Luke climbs aboard the spacecraft.

LUKE: Artoo! Get her ready for takeoff.

From his ship, Luke sees Wedge in his own X-wing, preparing for takeoff.

WEDGE: Good luck, Luke. See you at the rendezvous.

Luke smiles and nods at Wedge, then lowers himself into the cockpit of his X-wing while Artoo waits in the cubbyhole, beeping impatiently.

LUKE: Don't worry, Artoo. We're going, we're going.

The canopy over the X-wing lowers and snaps shut.

EXTERIOR: SPACE – LUKE'S X-WING

Luke's fighter, its wings closed, speeds away from the icy planet. Soon it disappears into the stars.

INTERIOR: LUKE'S X-WING – COCKPIT

Luke, looking thoughtful, suddenly makes a decision. He flips several switches. The stars shift as he takes his fighter into a steep turn. The X-wing banks sharply and flies away in a new direction. The monitor screen on Luke's control panel prints out a question from the concerned Artoo.

LUKE: (into comlink) There's nothing wrong, Artoo. I'm just setting a new course.

Artoo beeps once again.

LUKE: (into comlink) We're not going to regroup with the others.

Artoo begins a protest, whistling an unbelieving, "What?!" Luke reads Artoo's exclamation on his control panel.

LUKE: (into comlink) We're going to the Dagobah system.

Luke checks his readouts and makes a few adjustments. He rides along with only the soft hum of the instruments to break the silence. Finally, Artoo chirps up.

LUKE: (into comlink) Yes, Artoo?

Artoo utters a soft, carefully phrased stream of whistles.

LUKE: (into comlink, chuckling) That's all right. I'd like to keep it on manual control for a while.

The little droid lets out a defeated whimper. Luke smiles, and continues on his course.

EXTERIOR: SPACE – MILLENNIUM FALCON

The Millennium Falcon speeds away from Hoth, closely followed by one huge Star Destroyer and four tiny TIE fighters. As it is pursued, the Falcon races toward two very bright star-sized objects.

INTERIOR: MILLENNIUM FALCON – COCKPIT

Inside the cockpit, Chewie lets out a loud howl. Han checks as the ship is buffeted by exploding flak. He appears to be doing six things at once.

HAN: (harried) I saw them! I saw them!

LEIA: Saw what?

HAN: Star Destroyers, two of them, coming right at us.

Threepio bumps and bangs his way into the cockpit.

THREEPIO: Sir, sir! Might I suggest...

HAN: (to Leia) Shut him up or shut him down! (to Chewie) Check the deflector shield!

Chewie barks a reply as he readjusts an overhead switch.

HAN: Oh, great. Well, we can still outmaneuver them.

EXTERIOR: SPACE – MILLENNIUM FALCON – STAR DESTROYERS

The Millennium Falcon races toward one of the huge oncoming Star Destroyers. Suddenly, the Falcon starts into a deep dive straight down, closely followed by four TIE fighters. The underside of the Star Destroyer continues on a collision course with two oncoming Star Destroyers. Slowly, it starts to veer to the left.

INTERIOR: STAR DESTROYER – BRIDGE

Out the front window, the two approaching Star Destroyers can be seen veering to the left.

IMPERIAL OFFICER: Take evasive action!

Alarms sound all over the huge ship. The two other Star Destroyers get closer, one of them moving over the bridge so close that it makes brushing contact with it.

EXTERIOR: SPACE – MILLENNIUM FALCON – TIE FIGHTERS

The Millennium Falcon races away from the colliding Star Destroyers, still followed by four TIE fighters. Laser bolts spark the pitch-black skies.

## INTERIOR: MILLENNIUM FALCON – COCKPIT

Things have calmed down a bit, but the race isn't over yet. Chewie barks at Han. Leia is still trying to recover from the steep dive. The ship is buffeted by laser blasts.

HAN: Prepare to make the jump to light-speed.

THREEPIO: But, sir!

The buffeting of lasers becomes louder and stronger.

LEIA: They're getting closer!

HAN: (with a gleam in his eye) Oh yeah? Watch this.

Expectantly, they look out the cockpit window as stars do not go into hyperspace, but just sit there. Han and Chewie look at each other and are thrown into an acute state of concern.

LEIA: Watch what?

Han tries again. Still nothing.

HAN: I think we're in trouble.

THREEPIO: If I may say so, sir, I noticed earlier the hyperdrive motivator has been damaged. It's impossible to go to light-speed!

HAN: We're in trouble!

The explosions become heavier.

## EXTERIOR: SPACE – MILLENNIUM FALCON – TIE FIGHTERS – STAR DESTROYER

The Falcon races into the starry vastness, followed by the four Imperial TIE fighters and an Imperial Star Destroyer.

## INTERIOR: MILLENNIUM FALCON – COCKPIT

Stars race by as flak bursts outside the Falcon's window.

## INTERIOR: MILLENNIUM FALCON – HOLD

Han works furiously at some control panels while giving various orders to Chewie.

HAN: Horizontal boosters...!

(Chewie barks)

HAN: Alluvial dampers...! Well that's not it.

(Chewie barks)

HAN: Bring me the hydrospanners!

Chewie hurries over to the pit and places the tools on the edge.

HAN: I don't know how we're going to get out of this one.

Suddenly, a loud thump hits the side of the Falcon, causing it to lurch radically. Chewie barks. The tools fall into the pit on top of Han.

HAN: Oww! Chewie!

More turbulence rocks the ship.

HAN: That was no laser blast! Something hit us.

LEIA: (over comlink) Han, get up here!

HAN: Come on, Chewie!

Han climbs out of the hold like a shot. Both he and Chewie run out of the hold and toward the cockpit.

INTERIOR: MILLENNIUM FALCON – COCKPIT

Out the front cockpit window, they see hundreds of asteroids racing by.

LEIA: Asteroids!

Han changes places with Leia who has been at the controls, and Chewie gets into his chair. Han works his controls as a chunk of rock crosses in front of the ship.

HAN: Oh, no! Chewie, set two-seven-one.

LEIA: What are you doing? You're not actually going into an asteroid field?

HAN: They'd be crazy to follow us, wouldn't they?

Another asteroid thumps against the ship and Leia winces at the jolt.

LEIA: You don't have to do this to impress me.

THREEPIO: Sir, the possibility of successfully navigating an asteroid field is approxi-

mately three thousand, seven hundred and twenty to one.

HAN: Never tell me the odds!

EXTERIOR: ASTEROID BELT – MILLENNIUM FALCON

The Falcon turns into the asteroid storm and as the ship completes its turn, asteroids start coming straight at the cockpit windows. A large asteroid tumbles away from the Falcon's path at top speed. Several smaller asteroids crash into the big one, creating small explosions on its surface. Other asteroids of all sizes pass by in every direction, some colliding and exploding. The tiny Millennium Falcon veers around the big asteroid and races past it through the rain of rocks, followed by four TIE fighters, which bob and weave around the asteroids. One of the pursuing TIE fighters connects with an asteroid and explodes. The other fighters are pelted with a steady stream of smaller explosions. Two huge asteroids tumble toward the Millennium Falcon, which quickly banks around both of them. The three TIE fighters follow in hot pursuit until one of the fighters scrapes an asteroid and tumbles out of control into deep space.

EXTERIOR: SPACE – STAR DESTROYER – ASTEROID BELT

The massive Star Destroyer blasts oncoming asteroids as it follows the Falcon. Smaller asteroids explode across its vast surface.

EXTERIOR: MILLENNIUM FALCON – TIE FIGHTERS – ASTEROID BELT

The Falcon twists on its side as it races around an oncoming asteroid. Two TIE fighters follow in the distance, coming from either side.

INTERIOR: MILLENNIUM FALCON – COCKPIT

Asteroids race by the cockpit window as Han pilots his trusty craft through the dangerous field. Looking out the cockpit window, the Falcon crew sees a big asteroid drop past the window, narrowly missing their ship. Chewie barks in terror as a slightly smaller asteroid comes especially close – to close – and bounces off the Falcon with a loud crunch. Threepio's hands cover his eyes. He manages a short peek at the cockpit window. Princess Leia sits stone-faced, staring at the action. Han gives her a quick look.

HAN: You said you wanted to be around when I made a mistake; well, this could be it, sweetheart.

LEIA: I take it back. We're going to get pulverized if we stay out here much longer.

The group watches as more asteroids race by outside the window.

HAN: I'm not going to argue with that.

THREEPIO: Pulverized?

HAN: I'm going in closer to one of the big ones.

LEIA: Closer?

THREEPIO: Closer?!

Chewbacca barks the same word, only louder.

EXTERIOR: MILLENNIUM FALCON – ASTEROID BELT

The Millennium Falcon dives toward the surface of one of the moon-sized asteroids. There is a continued display of explosions against the starry void as smaller asteroids collide with larger chunks of rock. The two remaining TIE fighters follow the Falcon to the large asteroid. The Falcon skims the surface of the giant asteroid as, all the while, small asteroids explode on the surface of the ship. The TIE fighters approach the Falcon, but a giant asteroid hurtles directly into their path. As the asteroid continues on its way, it leaves remains of the two exploded TIE fighters to tumble into deep space.

INTERIOR: MILLENNIUM FALCON – COCKPIT

Rattled by the violent rocking of the starship, Threepio is nearly in hysterics.

THREEPIO: Oh, this is suicide!

Han notices something on his main scope and nudges his faithful Wookiee, pointing.

HAN: There. That looks pretty good.

LEIA: What looks pretty good?

HAN: Yeah. That'll do nicely.

THREEPIO: (to Leia) Excuse me, ma'am, but where are we going?

Out the cockpit window, they see that they are skimming the surface of the enormous asteroid and nearing a large crater.

EXTERIOR: MILLENNIUM FALCON – GIANT ASTEROID CRATER

The Millennium Falcon dives into the huge crater and disappears.

INTERIOR: MILLENNIUM FALCON – COCKPIT

LEIA: I hope you know what you're doing.

HAN: Yeah, me too.

INTERIOR: GIANT ASTEROID CRATER

The Falcon races down into the crater. The walls are barely visible as the ship speed through the tunnelloike opening. A small cave appears on one side of the crater, and the Falcon turns, slows, and scoots into it.

EXTERIOR: SPACE – LUKE'S X-WING

The tiny X-wing speeds toward the cloud cover of Dagobah. Artoo, riding on the back of the fighter, turns his head back and forth with some anxiety.

INTERIOR: LUKE'S X-WING – COCKPIT

Luke watches Artoo's words as they are translated and screened on the computer scope.

LUKE: (into comlink) Yes, that's it. Dagobah.

Artoo beeps a hopeful inquiry.

LUKE: (into comlink) No, I'm not going to change my mind about this. (getting a little nervous) I'm not picking up any cities or technology. Massive life-form readings, though. There's something alive down there...

Artoo beeps, this time a slightly worried question.

LUKE: (into comlink) Yes, I'm sure it's perfectly safe for droids.

EXTERIOR: SPACE – DAGOBDAH – LUKE'S X-WING

The X-wing continues its flight through the twilight above the cloud-covered planet.

INTERIOR: LUKE'S X-WING – COCKPIT

Luke sees the cloud race by as he takes his craft closer to the planet. He must operate his controls carefully since the cloud cover has completely obscured his vision. An alarm buzzes in the background, Artoo beeps and whistles frantically.

LUKE: (into comlink) I know, I know! All the scopes are dead. I can't see a thing!

Just hang on, I'm going to start the landing cycle...

The blast of the retrorockets is deafening, drowning out Artoo's electronic squeals. Suddenly, there is a cracking sound as if limbs were being broken off trees and then a tremendous jolt as the spacecraft stops. Luke pulls a switch and his canopy pops open.

EXTERIOR: DAGOBAH – DUSK

The mist-shrouded X-wing fighter is almost invisible in the thick fog. Luke climbs out onto the long nose of the spacecraft as Artoo pops out of his cubbyhole on the back. The young warrior surveys the fog, which is barely pierced by the ship's landing lights. About all he can make out are some giant, twisted trees nearby. Artoo whistles anxiously.

LUKE: No, Artoo, you stay put. I'll have a look around.

Artoo lets out a short beep. As Luke moves along the nose, Artoo loses his balance and disappears with a splash into the boggy lake.

LUKE: Artoo?

Luke kneels and leans over the plane looking for Artoo, but the water is still and reveals no sign of the little droid.

LUKE: Artoo! Where are you?

A small periscope breaks the surface of the water and a gurgly beep is heard. The periscope starts to move to shore. Relieved, Luke starts running along the nose of the fighter to its tip.

LUKE: Artoo! You be more careful.

The outline of the shore is now more than ten feet away. Luke jumps off the plane into the water, scrambles up to the shore, and turns to look for Artoo. The periscope still steadily moves toward shore.

LUKE: Artoo – that way!

Suddenly, through the thick fog layer, a dark shape appears, moving toward the little droid. The dark, sinuous bog beast dives beneath the swampy water, making a loud clunk against Artoo's metal hull. The droid disappears from sight, uttering a pathetic electronic scream. Holding his ignited lightsaber before him, Luke wades a few feet into the murky pool, looking for any sign of his little friend.

LUKE: Artoo!

The black surface is still as death itself...until a few bubbles begin to appear. Then, phheewaah!! The runt-size robot is spit out of the water, makes a graceful arc, and comes crashing down into a patch of soft gray moss.

LUKE: Oh, no! Are you all right? Come on. You're lucky you don't taste very good. Anything broken?

Luke helps Artoo to his feet and begins wiping the mud and roots from his round metal body. Artoo responds with feeble, soggy beeps.

LUKE: If you're saying coming here was a bad idea, I'm beginning to agree with you. Oh, Artoo, what are we doing here? It's like... something out of a dream, or, I don't know. Maybe I'm just going crazy.

As Luke glances around at the spooky swamp jungle that surrounds him, Artoo ejects a stream of muddy water from one of his cranial ports.

EXTERIOR: VADER'S STAR DESTROYER – VADER'S CHAMBER

Admiral Piett hesitates in the entryway to Vader's private cubicle. After a moment, he steps into the room and pauses at the surprising sight before him. Darth Vader, his back turned, is silhouetted in the gloom on the far side of the chamber. A black, insectlike droid attends him. Among the various apparatuses surrounding them, a respirator tube now retracts from Vader's uncovered head. The head is bald with a mass of ugly scar tissue covering it. The black droid then lowers the mask and helmet onto Vader's head. When it is in place, the Dark Lord turns to face Piett.

VADER: Yes, Admiral?

PIETT: Our ships have sighted the Millennium Falcon, lord. But...it has entered an asteroid field and we cannot risk...

VADER: (interrupting) Asteroids do not concern me, Admiral. I want that ship and not excuses.

PIETT: Yes, lord.

EXTERIOR: ASTEROID CAVE – MILLENNIUM FALCON

The pirate starship rests in a dark, dripping asteroid cave. It is so dark that the cave's exact dimensions are impossible to determine.

## INTERIOR: MILLENNIUM FALCON – COCKPIT

Han and Chewie busily shut down the engine and all electronic systems. Threepio and Leia watch worriedly.

HAN: I'm going to shut down everything but the emergency power systems.

THREEPIO: Sir, I'm almost afraid to ask, but...does that include shutting me down, too?

Chewie barks "yes". But Han thinks otherwise.

HAN: No, I need you to talk to the Falcon, find out what's wrong with the hyperdrive.

Suddenly, the ship lurches, causing all the loose items in the cockpit to go flying. Chewie howls.

THREEPIO: Sir, it's quite possible this asteroid is not entirely stable.

HAN: Not entirely stable? I'm glad you're here to tell us these things. Chewie, take the professor in the back and plug him into the hyperdrive.

THREEPIO: Oh! Sometimes I just don't understand human behavior. After all, I'm only trying to do my job in the most...

The sliding door closes behind the indignant Threepio as Chewie and he move back to the hold. Suddenly, the ship lurches again, throwing Leia across the cabin into Han's arms. Then, abruptly, the motion stops as suddenly as it started. With some surprise, Han and Leia realize they are in each other's arms.

LEIA: Let go.

HAN: Sshh!

LEIA: Let go, please.

Leia flushes, averting her eyes. She's not exactly fighting to get free. But, of course, Han blows it...

HAN: Don't get excited.

The anger rises in Leia.

LEIA: Captain, being held by you isn't quite enough to get me excited.

HAN: Sorry, sweetheart. We haven't got time for anything else.

Han grins quickly wickedly at Leia as he turns and exits through the door. Leia's confused emotions show clearly on her lovely face.

EXTERIOR: DAGOBAH – BOG CLEARING – DUSK

The mist has dispersed a bit, but it is still a very gloomy-looking swamp. Luke pulls an equipment box from the shore to the clearing. He ignites a little fusion furnace and warms his hands before it. Taking a power cable, he plugs it into Artoo's noselike socket.

LUKE: Ready for some power? Okay. Let's see now. Put that in there. There you go.

The droid whistles his appreciation. Luke then opens a container of processed food and sits before the thermal heater.

LUKE: (sighs) Now all I have to do is find this Yoda...if he even exists.

Nervously, he looks around at the foreboding jungle.

LUKE: Still...there's something familiar about this place. I feel like...I don't know...

STRANGE VOICE: Feel like what?

Luke jumps out of his skin. Artoo screeches in terror. The young warrior grabs for his lightsaber as he spins around, looking for the speaker. Mysteriously standing right in front of Luke is a strange, bluish creature, not more than two feet tall. The wizened little thing is dressed in rags. It motions toward Luke's sword.

LUKE: (looking at the creature) Like we're being watched!

CREATURE: Away with your weapon! I mean you no harm.

After some hesitation, Luke puts away his weapon, although he really doesn't understand why. Artoo watches with interest.

CREATURE: I am wondering, why are you here?

LUKE: I'm looking for someone.

CREATURE: Looking? Found someone, you have, I would say, hmmm?

The little creature laughs.

LUKE: (Trying to keep from smiling) Right.

CREATURE: Help you I can. Yes, mmmm.

LUKE: I don't think so. I'm looking for a great warrior.

CREATURE: Ahhh! A great warrior. (laughs and shakes his head) Wars not make one great.

With the aid of a walking stick, the tiny stranger moves over to one of the cases of supplies. He begins to rummage around. Artoo moves to the edge of the case – standing almost eye level to the creature who is carelessly handling the supplies – and squeaks his disapproval. Their tiny visitor pick up the container of food Luke was eating from and takes a bite.

LUKE: Put that down. Hey! That's my dinner.

The creature spits out the bite he has taken. He makes a face.

CREATURE: How you get so big, eating food of this kind?

He flips the container in Luke's direction and reaches into one of Luke's supply cases.

LUKE: Listen, friend, we didn't mean to land in that puddle, and if we could get our ship out, we would, but we can't, so why don't you just...

CREATURE: (teasing) Aww, cannot get your ship out?

The creature spots something of interest in Luke's case. Luke loses patience and grabs the case away. The creature retains his prize – a tiny power lamp – and examines it with delight.

LUKE: Hey, you could have broken this. Don't do that. Ohhh...you're making a mess. Hey, give me that!

CREATURE: (retreating with the lamp) Mine! Or I will help you not.

Clutching its treasure, the creature backs away from Luke, drawing closer to Artoo. As Luke and the creature argue, one of Artoo's little arms slowly moves out toward the power lamp, completely unnoticed by the creature.

LUKE: I don't want your help. I want my lamp back. I'll need it to get out of this slimy mudhole.

CREATURE: Mudhole? Slimy? My home this is.

Artoo grabs hold of the lamp and the two little figures are immediately engaged in a tug-of-war over it. Artoo beeps a few angry, "Give me thats."

CREATURE: Ah, ah, ah!

LUKE: Oh, Artoo, let him have it.

CREATURE: Mine! Mine!

LUKE: Artoo!

CREATURE: Mine!

The creature lets go with one hand and pokes Artoo lightly with one finger. Artoo reacts with a startled squeal, and lets go.

CREATURE: Mine!

LUKE: (fed up) Now will you move along, little fella? We're got a lot of work to do.

CREATURE: No! No, no! Stay and help you, I will. (laughs) Find your friend, hmm?

LUKE: I'm not looking for a friend, I'm looking for a Jedi Master.

CREATURE: Oohhh. Jedi Master. Yoda. You seek Yoda.

LUKE: You know him?

CREATURE: Mmm. Take you to him, I will. (laughs) Yes, yes. But now, we must eat. Come. Good food. Come.

With that, the creature scurries out of the clearing, laughing merrily. Luke stares after him. All he sees is the faint light from the small power lamp moving through the fog. Luke makes his decision and starts after the creature.

CREATURE: (in the distance) Come, come.

Artoo, very upset, whistles a blue streak of protest.

LUKE: Stay here and watch after the camp, Artoo.

Artoo beeps even more frantically. But as Luke disappears from view, the worried little droid grows quieter, and utters a soft electronic sigh.

INTERIOR: MILLENNIUM FALCON – MAIN HOLD AREA

Threepio whistles and beeps a strange dialect into the control panel in front of him. The control panel whistles back a few mystifying beeps.

THREEPIO: Oh, where is Artoo when I need him?

Han enters the hold area and kneels on the floor near the control box.

THREEPIO: Sir, I don't know where your ship learned to communicate, but it has the most peculiar dialect. I believe, sir, it says that the power coupling on the negative axis has been polarized. I'm afraid you'll have to replace it.

HAN: Well, of course I'll have to replace it.

He hands a wire coil up to Chewie who is working near the ceiling.

HAN: Here! And Chewie...

Chewie brings his head back through the trap door in the ceiling and whines. Han glances back at Threepio, then speaks quietly to Chewie so only he can hear.

HAN: (continued)...I think we'd better replace the negative power coupling.

Leia finishes welding the valves she has been working on and attempts to reengage the system by pulling a lever attached to the valve. It doesn't budge. Han notices her struggle, and moves to help her. She rebuffs him.

HAN: Hey, Your Worship, I'm only trying to help.

LEIA: (still struggling) Would you please stop calling me that?

Han hears a new tone in her voice. He watches her pull on the lever.

HAN: Sure, Leia.

LEIA: Oh, you make it so difficult sometimes.

HAN: I do, I really do. You could be a little nicer, though. (he watches her reaction) Come on, admit it. Sometimes you think I'm all right.

She lets go of the lever and rubs her sore hand.

LEIA: Occasionally (a little smile, haltingly) maybe...when you aren't acting like a scoundrel.

HAN: (laughs) Scoundrel? Scoundrel? I like the sound of that.

With that, Han takes her hand and starts to massage it.

LEIA: Stop that.

HAN: Stop what?

Leia is flushed, confused.

LEIA: Stop that! My hands are dirty.

HAN: My hands are dirty, too. What are you afraid of?

LEIA: (looking right into his eyes) Afraid?

Han looks at her with a piercing look. He's never looked more handsome, more dashing, more confident. He reaches out slowly and takes Leia's hand again from where it is resting on a console. He draws it toward him.

HAN: You're trembling.

LEIA: I'm not trembling.

Then with an irresistible combination of physical strength and emotional power, the space pirate begins to draw Leia toward him...very slowly.

HAN: You like me because I'm a scoundrel. There aren't enough scoundrels in your life.

Leia is now very close to Han and as she speaks, her voice becomes an excited whisper, a tone completely in opposition to her words.

LEIA: I happen to like nice men.

HAN: I'm a nice man.

LEIA: No, you're not. You're...

He kisses her now, with slow, hot lips. He takes his time, as though he had forever, bending her body backward. She has never been kissed like this before, and it almost makes her faint. When he stops, she regains her breath and tries to work up some indignation, but finds it hard to talk. Suddenly, Threepio appears in the doorway, speaking excitedly.

THREEPIO: Sir, sir! I've isolated the reverse power flux coupling.

Han turns slowly, icily, from their embrace.

HAN: Thank you. Thank you very much.

THREEPIO: Oh, you're perfectly welcome, sir.

The moment spoiled, Han marches out after Threepio.

## EXTERIOR: SPACE – ASTEROID FIELD

The Imperial fleet moves through the asteroid-filled void, intently seeking its prey.

## INTERIOR: VADER'S STAR DESTROYER – BRIDGE

Asteroids collide, creating a fireworks display outside the bridge window. Darth Vader stands, staring out the window above the control deck. Then slowly turns toward the bridge. Before him are the hologram images of twenty battleship commanders. One of these images, the commander of a ship that has just exploded, is fading away quickly. Another image, in the center and a little apart from the others, is faded and continually disrupted by static. It is the image of Captain Needa, commander of the Star Destroyer most hotly on the tail of the Millennium Falcon. Admiral Piett and an aide stand behind the Dark Lord.

NEEDA: (in hologram)...and that, Lord Vader, was the last time they appeared in any of our scopes. Considering the amount of damage we've sustained, they must have been destroyed.

VADER: No, Captain, they're alive. I want every ship available to sweep the asteroid field until they are found.

The Imperial star captains fade out one by one as Vader turns to Admiral Piett.

PIETT: Lord Vader.

VADER: Yes, Admiral, what is it?

The admiral is scared, his face white as a sheet.

PIETT: The Emperor commands you make contact with him.

VADER: Move the ship out of the asteroid field so that we can send a clear transmission.

PIETT: Yes, my lord.

## EXTERIOR: ASTEROID FIELD – VADER'S STAR DESTROYER

Vader's Imperial Star Destroyer moves against the vast sea of stars away from the rest of the fleet.

## INTERIOR: VADER'S STAR DESTROYER – VADER'S CHAMBER

The Dark Lord, Darth Vader, is alone in his chamber. A strange sound enters the room and a light begins to play across Vader's black figure. He looks up and bows

quickly. A twelve-foot hologram of the Galactic Emperor materializes before Vader. The Emperor's dark robes and monk's hood are reminiscent of the cloak worn by Ben Kenobi. His voice is even deeper and more frightening than Vader's.

VADER: What is thy bidding, my master?

EMPEROR: There is a great disturbance in the Force.

VADER: I have felt it.

EMPEROR: We have a new enemy – Luke Skywalker.

VADER: Yes, my master.

EMPEROR: He could destroy us.

VADER: He's just a boy. Obi-Wan can no longer help him.

EMPEROR: The Force is strong with him. The son of Skywalker must not become a Jedi.

VADER: If he could be turned, he would become a powerful ally.

EMPEROR: Yes. Yes. He would be a great asset. Can it be done?

VADER: He will join us or die, my master.

Vader kneels. The supreme Emperor passes a hand over the crouched Lord of the Sith and fades away.

EXTERIOR: DAGOBAH – CREATURE'S HOUSE – NIGHT

A heavy downpour of rain pounds through the gnarled trees. A strange baroque mud house sits on a moss-covered knoll on the edge of a small lagoon. The small, gnomish structure radiates a warm glow from its thick glass windows. As rain tap-dances a merry tune on Artoo's head, the stubby little droid rises up on his tip-toes to peek into one of the glowing portals.

INTERIOR: CREATURE'S HOUSE

Artoo, peeking in the window, sees the inside of the house – a very plain, but cozy dwelling. Everything is in the same small scale as the creature. The only thing out of place in the miniature room is Luke, whose height makes the four-foot ceiling seem even lower. He sits cross-legged on the floor of the living room. The creature is in an adjoining area – his little kitchen – cooking up an incredible meal. The stove is a

steaming hodgepodge of pots and pans. The wizened little host scurries about chopping this, shredding that, and showering everything with exotic herbs and spices. He rushes back and forth putting platters on the table in front of Luke, who watches the creature impatiently.

LUKE: Look, I'm sure it's delicious. I just don't understand why we can't see Yoda now.

CREATURE: Patience! For the Jedi it is time to eat as well. Eat, eat. Hot. Good food, hm? Good, hmm?

Moving with some difficulty in the cramped quarters, Luke sits down near the fire and serves himself from the pot. Tasting the unfamiliar concoction, he is pleasantly surprised.

LUKE: How far away is Yoda? Will it take us long to get there?

CREATURE: Not far. Yoda not far. Patience. Soon you will be with him. (tasting food from the pot) Rootleaf, I cook. Why wish you become Jedi? Hm?

LUKE: Mostly because of my father, I guess.

CREATURE: Ah, your father. Powerful Jedi was he, powerful Jedi, mmm.

LUKE: (a little angry) Oh, come on. How could you know my father? You don't even know who I am. (fed up) Oh, I don't even know what I'm doing here. We're wasting our time.

The creature turns away from Luke and speaks to a third party.

CREATURE: (irritated) I cannot teach him. The boy has no patience.

Luke's head spins in the direction the creature faces. But there is no one there. The boy is bewildered, but it gradually dawns on him that the little creature is Yoda, the Jedi Master, and that he is speaking with Ben.

BEN'S VOICE: He will learn patience.

YODA: Hmm. Much anger in him, like his father.

BEN'S VOICE: Was I any different when you taught me?

YODA: Hah. He is not ready.

LUKE: Yoda! I am ready. I...Ben! I can be a Jedi. Ben, tell him I'm ready.

Trying to see Ben, Luke starts to get up but hits his head on the low ceiling.

YODA: Ready, are you? What know you of ready? For eight hundred years have I trained Jedi. My own counsel will I keep on who is to be trained! A Jedi must have the deepest commitment, the most serious mind. (to the invisible Ben, indicating Luke) This one a long time have I watched. Never his mind on where he was. Hmm? What he was doing. Hmph. Adventure. Heh! Excitement. Heh! A Jedi craves not these things. (turning to Luke) You are reckless!

Luke looks down. He knows it is true.

BEN'S VOICE: So was I, if you'll remember.

YODA: He is too old. Yes, too old to begin the training.

Luke thinks he detects a subtle softening in Yoda's voice.

LUKE: But I've learned so much.

Yoda turns his piercing gaze on Luke, as though the Jedi Master's huge eyes could somehow determine how much the boy had learned. After a long moment, the little Jedi turns toward where he alone sees Ben.

YODA: (sighs) Will he finished what he begins?

LUKE: I won't fail you – I'm not afraid.

YODA: (turns slowly toward him) Oh, you will be. You will be.

EXTERIOR: SPACE – STAR DESTROYERS – ASTEROID FIELD

The Imperial fleet around Vader's ship is surrounded by the asteroid storm. Asteroids big and small pelt the vast exteriors of the menacing ships. One of the smaller Imperial vessels is hit by a huge asteroid and explodes in a brilliant flash of light.

INTERIOR: ASTEROID CAVE – MILLENNIUM FALCON – COCKPIT

The cockpit is quiet and lit only by the indicator lights on the control panel. Princess Leia sits in the pilot's seat. She runs her hand across the control panel as she thinks of Han and the confusion he has created within her. Suddenly, something outside the cockpit window catches her eye. The reflection of the panel lights obscures her vision until a soft suctionlike cup attaches itself to the windscreen. Leia moves closer to see what it might be. Large, yellow eyes flash open and stare back at her. Startled, she jumps back into her seat, her heart pounding. There is a scurry of feet and a loud

screech, and in an instant the eyes are gone. The young princess catches her breath, jumps out of her chair, and races from the cockpit.

INTERIOR: ASTEROID CAVE – MILLENNIUM FALCON – HOLD AREA

The lights go bright for a second then out again. Threepio and Chewbacca watch as Han finishes with some wires.

THREEPIO: Sir, if I may venture an opinion...

HAN: I'm not really interested in your opinion, Threepio.

Leia rushes into the cabin just as Han drops the final floor panel into place.

LEIA: (out of breath) There's something out there.

HAN: Where?

LEIA: Outside, in the cave.

As she speaks, there comes a sharp banging on the hull. Chewie looks up and barks anxiously.

THREEPIO: There it is. Listen! Listen!

HAN: I'm going out there.

LEIA: Are you crazy?!

HAN: I just got this bucket back together. I'm not going to let something tear it apart.

He and Chewie grab their breath masks off a rack and hurry out. Leia follows.

LEIA: Then I'm going with you.

THREEPIO: I think it might be better if I stay here and guard the ship. (hears another mysterious noise) Oh, no.

EXTERIOR: ASTEROID CAVE – MILLENNIUM FALCON

It is very dark inside the huge asteroid cave, too dark to see what is attacking the ship. Leia stamps her foot on the floor of the cave.

LEIA: This ground sure feels strange. It doesn't feel like rock at all.

Han kneels and studies the ground, then attempts to study the outline of the cave.

HAN: There's an awful lot of moisture in here.

LEIA: I don't know. I have a bad feeling about this.

HAN: Yeah.

Chewie barks through his face mask, and points toward the ship's cockpit. A five-foot-long shape can be seen moving across the top of the Falcon. The leathery creature lets out a screech as Han blasts it with a laser bolt.

HAN: (to Leia) Watch out!

The black shape tumbles off the spaceship and onto the ground in front of the princess. Han bends down to investigate the dead creature.

HAN: Yeah, that's what I thought. Mynock. Chewie, check the rest of the ship, make sure there aren't any more attached. They're chewing on the power cables.

LEIA: Mynocks?

HAN: Go on inside. We'll clean them off if there are any more.

Just then, a swarm of the ugly creatures swoops through the air. Leia puts her arms over her head to protect herself as she runs toward the ship. Chewie shoos another Mynock away with his blaster. Several of the batlike creatures flap their wings loudly against the cockpit window of the Falcon. Inside, Threepio shudders at their presence.

THREEPIO: Ohhh! Go away! Go away! Beastly thing. Shoo! Shoo!

Han looks around the strange, dripping cave.

HAN: Wait a minute...

He unholsters his blaster and fires at the far side of the huge cave. The cavern begins to shake and the ground starts to buckle. Chewie barks and moves for the ship, followed closely by Leia and Han. The large wings of the Mynocks flap past them as they protect their faces and run up the platform.

INTERIOR: ASTEROID CAVE – MILLENNIUM FALCON – ENTRY AREA

As soon as Han and Leia are on board, Chewie closes the main hatch. The ship continues to shake and heave.

HAN: All right, Chewie, let's get out of here!

The Wookiee heads for the cockpit as Han, followed by Threepio, rushes to the hold area and checks the scopes on the control panel. Leia hurries after.

LEIA: The Empire is still out there. I don't think it's wise to...

Han rushes past her and heads for the cockpit.

HAN: (interrupting) No time to discuss this as a committee.

And with that he is gone. The main engines of the Falcon begin to whine. Leia races after him, bouncing around in the shaking ship.

LEIA: (angry) I am not a committee!

INTERIOR: ASTEROID CAVE – MILLENNIUM FALCON – COCKPIT

Han is already in the pilot's seat pulling back on the throttle. The cave-quake has greatly diminished.

LEIA: You can't make the jump to light-speed in this asteroid field...

HAN: Sit down, sweetheart. We're taking off!

As the ship begins to move forward, Chewie barks. He notices something out the window ahead. Threepio sees it too.

THREEPIO: Look!

HAN: I see it, I see it.

Suddenly, a row of jagged white stalagmites and stalactites can be seen surrounding the entrance. And as the Falcon moves forward, the entrance to the cave grows ever smaller. Han pulls hard on the throttle, sending his ship surging forward.

THREEPIO: We're doomed!

LEIA: The cave is collapsing.

HAN: This is no cave.

LEIA: What?

Leia's mouth drops open. She sees that the rocks of the cave entrance are not rocks at all, but giant teeth, quickly closing around the tiny ship. Chewie howls.

INTERIOR: SPACE SLUG MOUTH

The Millennium Falcon, zooming through the monster's mouth, rolls on its side and barely makes it between two of the gigantic white teeth before the huge jaws slam closed.

EXTERIOR: CAVE ENTRANCE – GIANT ASTEROID

The enormous space slug moves its head out of the cave as the Falcon flies out of its mouth. The monster tilts its head, watching the starship fly away.

EXTERIOR: MILLENNIUM FALCON – GIANT ASTEROID

The Falcon races out of the asteroid crater and into the deadly rain of the asteroid storm.

EXTERIOR: DAGOBAH – DAY

With Yoda strapped to his back, Luke climbs up one of the many thick vines that grow in the swamp. Panting heavily, he continues his course – climbing, flipping through the air, jumping over roots, and racing in and out of the heavy ground fog.

YODA: Run! Yes. A Jedi's strength flows from the Force. But beware of the dark side. Anger...fear...aggression. The dark side of the Force are they. Easily they flow, quick to join you in a fight. If once you start down the dark path, forever will it dominate your destiny, consume you it will, as it did Obi-Wan's apprentice.

LUKE: Vader. Is the dark side stronger?

YODA: No...no...no. Quicker, easier, more seductive.

LUKE: But how am I to know the good side from the bad?

YODA: You will know. When you are calm, at peace. Passive. A Jedi uses the Force for knowledge and defense, never for attack.

LUKE: But tell me why I can't...

YODA: (interrupting) No, no, there is no why. Nothing more will I teach you today. Clear your mind of questions. Mmm. Mmmmmm.

Artoo beeps in the distance as Luke lets Yoda down to the ground. Breathing heavily, he takes his shirt from a nearby tree branch and pulls it on. He turns to see a huge, dead, black tree, its base surrounded by a few feet of water. Giant, twisted roots form a dark and sinister cave on one side. Luke stares at the tree, trembling.

LUKE: There's something not right here.

Yoda sits on a large root, poking his Gimer Stick into the dirt.

LUKE: I feel cold, death.

YODA: That place...is strong with the dark side of the Force. A domain of evil it is. In you must go.

LUKE: What's in there?

YODA: Only what you take with you.

Luke looks warily between the tree and Yoda. He starts to strap on his weapon belt.

YODA: Your weapons...you will not need them.

Luke gives the tree a long look, than shakes his head "no." Yoda shrugs. Luke reaches up to brush aside some hanging vines and enters the tree.

INTERIOR: DAGOBAN – TREE CAVE

Luke moves into the almost total darkness of the wet and slimy cave. The youth can barely make out the edge of the passage. Holding his lit saber before him, he sees a lizard crawling up the side of the cave and a snake wrapped around the branches of a tree. Luke draws a deep breath, then pushes deeper into the cave. The space widens around him, but he feels that rather than sees it. His sword casts the only light as he peers into the darkness. It is very quiet here. Then, a loud hiss! Darth Vader appears across the blackness, illuminated by his own just-ignited laser sword. Immediately, he charges Luke, saber held high. He is upon the youth in seconds, but Luke sidesteps perfectly and slashes at Vader with his sword. Vader is decapitated. His helmet-encased head flies from his shoulders as his body disappears into the darkness. The metallic banging of the helmet fills the cave as Vader's head spins and bounces, smashes on the floor, and finally stops. For an instant it rests on the floor, then it cracks vertically. The black helmet and breath mask fall away to reveal...Luke's head. Across the space, the standing Luke gasps at the sight, wide-eyed in terror. The decapitated head fades away, as in a vision.

EXTERIOR: DAGOBAN – CAVE – DUSK

Meanwhile, Yoda sits on the root, calmly leaning on his Gimer Stick.

EXTERIOR: SPACE – VADER'S STAR DESTROYER

Vader's Imperial Star Destroyer moves through space, guarded by its convoy of TIE fighters.

INTERIOR: VADER'S STAR DESTROYER – BRIDGE – CONTROL DECK

Vader stands in the back control area of his ship's bridge with a motley group of men and creatures. Admiral Piett and two controllers stand at the front of the bridge and watch the group with scorn.

PIETT: Bounty hunters. We don't need that scum.

FIRST CONTROLLER: Yes, sir.

PIETT: Those Rebels won't escape us.

A second controller interrupts.

SECOND CONTROLLER: Sir, we have a priority signal from the Star Destroyer Avenger.

PIETT: Right.

The group standing before Vader is a bizarre array of galactic fortune hunters: There is Bossk, a slimy, tentacled monster with two huge, bloodshot eyes in a soft baggy face; Zuckuss and Dengar, two battle-scarred, mangy human types; IG-88, a battered, tarnished chrome war droid; and Boba Fett, a man in a weapon-covered armored space suit.

VADER: ...there will be a substantial reward for the one who finds the Millennium Falcon. You are free to use any methods necessary, but I want them alive. No disintegrations.

BOBA FETT: As you wish.

At that moment, Admiral Piett approaches Vader in a rush of excitement.

PIETT: Lord Vader! My lord, we have them.

EXTERIOR: IMPERIAL STAR DESTROYER, AVENGER – ASTEROID BELT

The Millennium Falcon speeds through deep space, closely followed by a firing Imperial Star Destroyer. A large asteroid about the same size as the Falcon tumbles rapidly toward the starship. The tiny Falcon banks to avoid the giant asteroid as smaller rocks pelt its surface. Then the small craft roars under the asteroid which explodes

harmlessly on the hull of the vast Star Destroyer.

INTERIOR: MILLENNIUM FALCON – COCKPIT

The ship shudders as flak explodes near the cockpit window. Threepio checks a tracking scope on the side control panel while Leia watches tensely out the window.

THREEPIO: Oh, thank goodness we're coming out of the asteroid field.

Chewie barks excitedly as the rain of asteroids begins to subside. A bolt from the Star Destroyer sets up a fiery explosion on the back side of the Falcon, causing it to lurch to one side.

EXTERIOR: MILLENNIUM FALCON – STAR DESTROYER, AVENGER – ASTEROID FIELD

The Falcon is hit hard by another bolt from the Star Destroyer which creates a huge explosion near the cockpit of the smaller ship. The Falcon tilts steeply, then rights itself.

INTERIOR: MILLENNIUM FALCON – COCKPIT

Han corrects the angle of his ship.

HAN: Let's get out of here. Ready for light-speed? One...two...three!

Han pulls back on the hyperspace throttle and – nothing happens. Flak bursts continue to rock the ship.

HAN: (frantic) It's not fair!

Chewie is very angry and starts to growl and bark at his friend and captain. Again, Han desperately pulls back on the throttle.

HAN: The transfer circuits are working. It's not my fault!

Chewie puts his head in his hands, whining.

LEIA: (almost expecting it) No light-speed?

HAN: It's not my fault.

THREEPIO: Sir, we just lost the main rear deflector shield. One more direct hit on the back quarter and we're done for.

Han pauses for a moment, makes a decision, and pulls back on a lever.

HAN: Turn her around.

Chewie barks in puzzlement.

HAN: I said turn her around! I'm going to put all power in the front shield.

LEIA: You're going to attack them?!

THREEPIO: Sir, the odds of surviving a direct assault on an Imperial Star Destroyer...

LEIA: Shut up!

EXTERIOR: SPACE – MILLENNIUM FALCON – ASTEROID FIELD

The Falcon banks, makes a steep, twisting turn. In the next moment it is racing toward the Star Destroyer, looking very small against the massive surface of the Imperial ship. As it moves across the surface of the Star Destroyer, the Falcon bobs and weaves to avoid the numerous flak bursts.

INTERIOR: STAR DESTROYER, AVENGER – BRIDGE

The tiny Falcon heads directly for the Avenger's bridge. The Imperials stationed there are stunned to see the small spaceship racing low across the hull, headed directly at the huge windows of the bridge area. Alarms go off everywhere. The Destroyer's commander, Captain Needa, can scarcely believe his eyes.

NEEDA: They're moving to attack position. Shields up!

Needa and his men duck as the Falcon nears the bridge window. At the last minute, the Falcon veers off and out of sight. All is quiet.

NEEDA: Track them,. They may come around for another pass.

TRACKING OFFICER: Captain Needa, the ship no longer appears on our scopes.

NEEDA: They can't have disappeared. No ship that small has a cloaking device.

TRACKING OFFICER: Well, there's no trace of them, sir.

COMMUNICATIONS OFFICER: Captain, Lord Vader demands an update on the pursuit.

NEEDA: (drawing a breath) Get a shuttle ready. I shall assume full responsibility for losing them, and apologize to Lord Vader. Meanwhile, continue to scan the area.

COMMUNICATIONS OFFICER: Yes, Captain Needa.

## EXTERIOR: DAGOBAH – BOG – DAY

Luke's face is upside-down and showing enormous strain. He stands on his hands, with Yoda perched on his feet. Opposite Luke and Yoda are two rocks the size of bowling balls. Luke stares at the rocks and concentrates. One of the rocks lifts from the ground and floats up to rest on the other.

YODA: Use the Force. Yes...

Yoda taps Luke's leg. Quickly, Luke lifts one hand from the ground. His body wavers, but he maintains his balance. Artoo, standing nearby, is whistling and beeping frantically.

YODA: Now...the stone. Feel it.

Luke concentrates on trying to lift the top rock. It rises a few feet, shaking under the strain. But, distracted by Artoo's frantic beeping, Luke loses his balance and finally collapses. Yoda jumps clear.

YODA: Concentrate!

Annoyed at the disturbance, Luke looks over at Artoo, who is rocking urgently back and forth in front of him. Artoo waddles closer to Luke, chirping wildly, then scoots over the edge of the swamp. Catching on, Luke rushes to the water's edge. The X-wing fighter has sunk, and only the tip of its nose shows above the lake's surface.

LUKE: Oh, no. We'll never get it out now.

Yoda stamps his foot in irritation.

YODA: So certain are you. Always with you it cannot be done. Hear you nothing that I say?

Luke looks uncertainly out at the ship.

LUKE: Master, moving stones around is one thing. This is totally different.

YODA: No! No different! Only different in your mind. You must unlearn what you have learned.

LUKE: (focusing, quietly) All right, I'll give it a try.

YODA: No! Try not. Do. Or do not. There is no try.

Luke closes his eyes and concentrates on thinking the ship out. Slowly, the X-wing's

nose begins to rise above the water. It hovers for a moment and then slides back, disappearing once again.

LUKE: (panting heavily) I can't. It's too big.

YODA: Size matters not. Look at me. Judge me by my size, do you? Hm? Mmmm.

Luke shakes his head.

YODA: And well you should not. For my ally in the Force. And a powerful ally it is. Life creates it, makes it grow. It's energy surrounds us and binds us. Luminous beings are we...(Yoda pinches Luke's shoulder)...not this crude matter. (a sweeping gesture) You must feel the Force around you. (gesturing) Here, between you...me...the tree...the rock...everywhere! Yes, even between this land and that ship!

LUKE: (discouraged) You want the impossible.

Quietly Yoda turns toward the X-wing fighter. With his eyes closed and his head bowed, he raises his arm and points at the ship. Soon, the fighter rises above the water and moves forward as Artoo beeps in terror and scoots away. The entire X-wing moves majestically, surely, toward the shore. Yoda stands on a tree root and guides the fighter carefully down toward the beach. Luke stares in astonishment as the fighter settles down onto the shore. He walks toward Yoda.

LUKE: I don't...I don't believe it.

YODA: That is why you fail.

Luke shakes his head, bewildered.

EXTERIOR: SPACE – IMPERIAL FLEET

The fleet around Vader's Star Destroyer now includes Needa's Star Destroyer, the Avenger.

INTERIOR: VADER'S STAR DESTROYER – BRIDGE

VADER: Apology accepted, Captain Needa.

Clutching desperately at his throat, Captain Needa slumps down, then falls over on his back, at the feet of Darth Vader. Two stormtroopers pick up the lifeless body and carry it quickly away as Admiral Piett and two of his captains hurry up to the Dark Lord.

PIETT: Lord Vader, our ships have completed their scan of the area and found nothing. If the Millennium Falcon went into light-speed, it'll be on the other side of the galaxy by now.

VADER: Alert all commands. Calculate every possible destination along their last known trajectory.

PIETT: Yes, my lord. We'll find them.

VADER: Don't fail me again, Admiral.

Vader exits as the admiral turns to an aide, a little more uneasy than when he arrived.

PIETT: Alert all commands. Deploy the fleet.

EXTERIOR: SPACE – IMPERIAL FLEET

Vader's ship moves away, flanked by its fleet of smaller ships. The Avenger glides off into space in the opposite direction. No one on that ship or on Vader's is aware that, clinging to the side of the Avenger, is the pirateship, the Millennium Falcon.

INTERIOR: MILLENNIUM FALCON – COCKPIT

THREEPIO: Captain Solo, this time you have gone too far. (Chewie growls) No, I will not be quiet, Chewbacca. Why doesn't anyone listen to me?

HAN: (to Chewie) The fleet is beginning to break up. Go back and stand by the manual release for the landing claw.

Chewie barks, struggles from his seat, and climbs out of the cabin.

THREEPIO: I really don't see how that's going to help. Surrender is a perfectly acceptable alternative in extreme circumstances. The Empire may be gracious enough...

Leia reaches over and shuts off Threepio, mid-sentence.

HAN: Thank you.

LEIA: What did you have in mind for your next move?

HAN: Well, if they follow standard Imperial procedure, they'll dump their garbage before they go to light-speed, then we just float away.

LEIA: With the rest of the garbage. Then what?

HAN: Then we've got to find a safe port somewhere around here. Got any ideas?

LEIA: No. Where are we?

HAN: The Anoat system.

LEIA: Anoat system. There's not much there.

HAN: No. Well, wait. This is interesting. Lando.

He points to a computer mapscreen on the control panel. Leia slips out of her chair and moves next to the handsome pilot. Small light points representing several systems flash by on the computer screen.

LEIA: Lando system?

HAN: Lando's not a system, he's a man. Lando Calrissian. He's a card player, gambler, scoundrel. You'd like him.

LEIA: Thanks.

HAN: Bespin. It's pretty far, but I think we can make it.

LEIA: (reading from the computer) A mining colony?

HAN: Yeah, a Tibanna gas mine. Lando conned somebody out of it. We go back a long way, Lando and me.

LEIA: Can you trust him?

HAN: No. But he has no love for the Empire, I can tell you that.

Chewie barks over the intercom. Han quickly changes his readouts and stretches to look out the cockpit window.

HAN: (into intercom) Here we go, Chewie. Stand by. Detach!

Han leans back in his chair and gives Leia an invisible smile. She thinks for a moment, shakes her head; a grin creeps across her face and she gives him a quick kiss.

LEIA: You do have your moments. Not many, but you have them.

EXTERIOR: SPACE – IMPERIAL STAR DESTROYER

As the Avenger Star Destroyer moves slowly into space, the hatch on its underbelly opens, sending a trail of junk behind it. Hidden among the refuse, the Falcon tumbles away. In the next moment, the Avenger roars off into hyperspace. The Falcon's engines are ignited, and it races off into the distance. Amidst the slowly drifting junk, Boba

Fett's ship appears and moves after the Falcon.

EXTERIOR: DAGOBAH – BOG – CLEARING – DAY

In the clearing behind Yoda's house, Luke again stands upside-down, but his face shows less strain and more concentration than before. Yoda sits on the ground below the young warrior. On the other side of the clearing, two equipment cases slowly rise into the air. Nearby Artoo watches, humming to himself, when suddenly he, too, rises into the air. His little legs kick desperately and his head turns frantically, looking for help.

YODA: Concentrate...feel the Force flow. Yes. Good. Calm, yes. Through the Force, things you will see. Other places. The future...the past. Old friends long gone.

Luke suddenly becomes distressed.

LUKE: Han! Leia!

The two packing boxes and Artoo fall to the ground with a crash, then Luke himself tumbles over.

YODA: (shaking his head) Hmm. Control, control. You must learn control.

LUKE: I saw...I saw a city in the clouds.

YODA: Mmm. Friends you have there.

LUKE: They were in pain.

YODA: It is the future you see.

LUKE: Future? Will they die?

Yoda closes his eyes and lowers his head.

YODA: Difficult to see. Always in motion is the future.

LUKE: I've got to go to them.

YODA: Decide you must how to serve them best. If you leave now, help them you could. But you would destroy all for which they have fought and suffered.

Luke is stopped cold by Yoda's words. Gloom shrouds him as he nods his head sadly.

EXTERIOR: BESPIN SYSTEM – MILLENNIUM FALCON – DAWN

The powerful pirate starship blasts through space as it heads toward the soft pink planet of Bespin.

EXTERIOR: BESPIN SURFACE – MILLENNIUM FALCON

It is down on the gaseous planet. Huge billowing clouds form a canyon as the ship banks around them, heading toward the system's Cloud City. Suddenly, two twin-pod cloud cars appear and move toward the Falcon. The cloud cars draw up alongside the starship.

INTERIOR: MILLENNIUM FALCON – COCKPIT

One of the cloud cars opens fire on the Falcon, its flak rocking the ship. Chewie barks his concern.

HAN: (into transmitter) No, I don't have a landing permit. I'm trying to reach Lando Calrissian.

More flak bursts outside the cockpit window and rattles the ship's interior. Leia looks worried.

HAN: (into transmitter) Whoa! Wait a minute! Let me explain.

INTERCOM VOICE: You will not deviate from your present course.

THREEPIO: Rather touchy, aren't they?

LEIA: I thought you knew this person.

Chewie barks and growls at his boss.

HAN: (to Chewie) Well, that was a long time ago. I'm sure he's forgotten about that.

INTERCOM VOICE: Permission granted to land on Platform Three-two-seven.

HAN: (into transmitter) Thank you.

Angry, Han snaps off the intercom. Chewie looks at him and grunts. Han turns to the worried princess and her droid.

HAN: There's nothing to worry about. We go way back, Lando and me.

Leia doesn't look convinced.

LEIA: Who's worried?

## EXTERIOR: CLOUD CITY – MILLENNIUM FALCON – CLOUD CARS

The clouds part to reveal a full view of the city as it bobs in and out of the cloud surface. The cloud cars and the Falcon head for the gleaming white metropolis.

## EXTERIOR: CLOUD CITY – LANDING PLATFORM – MILLENNIUM FALCON

With the cloud cars still guarding it, the Falcon lands on one of the Cloud City's platforms.

## EXTERIOR: LANDING PLATFORM – DOOR OF MILLENNIUM FALCON

Han and Leia stand at the open door, armed. Behind them, Chewie, also armed, surveys the scene warily.

THREEPIO: Oh. No one to meet us.

LEIA: I don't like this.

HAN: Well, what would you like?

THREEPIO: Well, they did let us land.

HAN: Look, don't worry. Everything's going to be fine. Trust me.

## INTERIOR: CLOUD CITY – CORRIDOR – DAY

Lando Calrissian, a suave, dashing black man in his thirties, leads a group of aides and some Cloud City guard rapidly toward the landing platform. The group, like the other citizens of the city, is a motley collection of aliens, droids, and humans of all descriptions. Lando has a grim expression on his face as he moves onto the landing platform.

## EXTERIOR: LANDING PLATFORM – DOOR OF MILLENNIUM FALCON

HAN: See? My friend. (to Chewie) Keep your eyes open, okay?

Chewie growls as Han walks down the ramp. Lando and his men head across the bridge to meet the space pirate.

## EXTERIOR: CLOUD CITY – LANDING PLATFORM

Lando stops ten feet from Han. The two men eye each other carefully. Lando shakes his head.

LANDO: Why, you slimy, double-crossing, no-good swindler! You've got a lot of guts

coming here, after what you pulled.

Han points to himself innocently, mouthing, "Me?" Lando moves threateningly toward Han. Suddenly, he throws his arms around his startled, long-lost friend and embraces him.

LANDO: (laughs) How you doing, you old pirate? So good to see you! I never thought I'd catch up with you again. Where you been?

The two old friends embrace, laughing and chuckling.

EXTERIOR: LANDING PLATFORM – DOOR OF MILLENNIUM FALCON.

THREEPIO: Well, he seems very friendly.

LEIA: (wary) Yes...very friendly.

EXTERIOR: CLOUD CITY – LANDING PLATFORM

LANDO: What are you doing here?

HAN: (gestures toward the Falcon) Ahh...repairs. I thought you could help me out.

LANDO: (in mock panic) What have you done to my ship?

HAN: Your ship? Hey, remember, you lost her to me fair and square.

Chewie growls a reserved greeting. Lando suddenly notices the princess and smiles.

LANDO: Hello. What have we here? Welcome. I'm Lando Calrissian. I'm the administrator of this facility. and who might you be?

LEIA: Leia.

LANDO: Welcome, Leia.

Lando bows before Leia and kisses her hand.

HAN: All right, all right, you old smoothie.

Han takes Leia by the hand and steers her away from Lando.

THREEPIO: Hello, sir. I am See-Threepio, human-cyborg relations. My facilities are at your...

Before Threepio can finish his self-introduction, Lando has turned to follow Han and Leia, who are walking toward the city.

THREEPIO: Well, really!

Lando, his aide, Lobot, and Han lead the way across the bridge, followed by Threepio, Chewie and Leia.

LANDO: What's wrong with the Falcon?

HAN: Hyperdrive.

LANDO: I'll get my people to work on it.

HAN: Good.

Lando turns to Leia.

LANDO: You know, that ship saved my life quite a few times. She's the fastest hunk of junk in the galaxy.

INTERIOR: CLOUD CITY – CORRIDOR

The group has crossed the narrow bridge and entered the city. They walk down the lovely Art Deco passageway, rounding several corners and passing many small plazas as they go. Threepio lags a bit behind.

HAN: How's the gas mine? Is it paying off for you?

LANDO: Oh, not as well as I'd like. We're a small outpost and not very self-sufficient. And I've had supply problems of every kind. I've had labor difficulties...(catches Han grinning at him) What's so funny?

HAN: You. Listen to you – you sound like a businessman, a responsible leader. Who'd have thought that, huh?

Lando is reflective. He looks at Han a moment.

LANDO: You know, seeing you sure brings back a few things.

HAN: Yeah.

LANDO: (shakes his head) Yeah, I'm responsible these days. It's the price you pay for being successful.

Han and Lando laugh together, and the group moves on through the corridor. The lagging Threepio passes a Threepio-type silver droid who is coming out of a door.

THREEPIO: Oh! Nice to see a familiar face.

SECOND THREEPIO: (mumbles) E chu ta!

THREEPIO: How rude!

Threepio stops, watching the silver droid move away. Then he hears the muffled beeping and whistling of an R2 unit coming from within the room.

INTERIOR: CLOUD CITY – ANTEROOM

Curious, Threepio enters the room.

THREEPIO: That sounds like an R2 unit in there. I wonder if...

Threepio walks through the doorway to the main room. He looks in.

THREEPIO: Hello? How interesting. Oh, my.

MAN'S VOICE: (from within) Who are you?

THREEPIO: Oh, I'm terribly sorry. I...I didn't mean to intrude. No, no, please don't get up. No!

A laser bolt to Threepio's chest sends him flying in twenty directions. Smoldering mechanical arms and legs bounce off the walls as the door whooshes closed behind him.

INTERIOR: CLOUD CITY – CORRIDOR

Lando, Han, and Leia continue down the corridor unaware of Threepio's dreadful accident. Chewbacca glances around, sniffs the air, but shrugs his shoulders and follows the group.

EXTERIOR: DAGOBAH – BOG – DUSK

In the bright lights of the fighter, Luke loads a heavy case into the belly of the ship. Artoo sits on top of the X-wing, settling down into his cubbyhole. Yoda stands nearby on a log.

YODA: Luke! You must complete the training.

LUKE: I can't keep the vision out of my head. They're my friends. I've got to help them.

YODA: You must not go!

LUKE: But Han and Leia will die if I don't.

BEN'S VOICE: You don't know that.

Luke looks toward the voice in amazement. Ben has materialized as a real, slightly shimmering image near Yoda. The power of his presence stops Luke.

BEN: Even Yoda cannot see their fate.

LUKE: But I can help them! I feel the Force!

BEN: But you cannot control it. This is a dangerous time for you, when you will be tempted by the dark side of the Force.

YODA: Yes, yes. To Obi-Wan you listen. The cave. Remember your failure at the cave!

LUKE: But I've learned so much since then. Master Yoda, I promise to return and finish what I've begun. You have my word.

BEN: It is you and your abilities the Emperor wants. that is why your friends are made to suffer.

LUKE: And that is why I have to go.

BEN: Luke, I don't want to lose you to the Emperor the way I lost Vader.

LUKE: You won't.

YODA: Stopped they must be. On this depends. Only a fully trained Jedi Knight with the Force as his ally will conquer Vader and his Emperor. If you end your training now, if you choose the quick and easy path, as Vader did, you will become an agent of evil.

BEN: Patience.

LUKE: And sacrifice Han and Leia?

YODA: If you honor what they fight for...yes!

Luke is in great anguish. He struggles with the dilemma, a battle raging in his mind.

BEN: If you choose to face Vader, you will do it alone. I cannot interfere.

LUKE: I understand. (he moves to his X-wing) Artoo, fire up the converters.

Artoo whistles a happy reply.

BEN: Luke, don't give in to hate – that leads to the dark side.

Luke nods and climbs into his ship.

YODA: Strong is Vader. Mind what you have learned. Save you it can.

LUKE: I will. And I'll return. I promise.

Artoo closes the cockpit. Ben and Yoda stand watching as the roar of the engines and the wind engulf them.

YODA: (sighs) Told you, I did. Reckless is he. Now matters are worse.

BEN: That boy is our last hope.

YODA: (looks up) No. There is another.

EXTERIOR: SPACE – PLANET DAGOBAH

Luke's tiny X-wing rockets away from the green planet of Dagobah and off into space.

INTERIOR: CLOUD CITY – LIVING QUARTERS – DAY

Within the quarters assigned her on Cloud City, Leia paces in agitation. She has changed from her cold-weather pants and jacket to a lovely dress. Her hair is down, tied back with ribbons. She moves from a large, open window and turns to see Han entering through the doorway.

HAN: The ship is almost finished. Two or Three more things and we're in great shape.

LEIA: The sooner the better. Something's wrong here. No one has seen or knows anything about Threepio. He's been gone too long to have gotten lost.

Han takes Leia by the shoulders and gently kisses her forehead.

HAN: Relax. I'll talk to Lando and see what I can find out.

LEIA: I don't trust Lando.

HAN: Well, I don't trust him, either. But he is my friend. Besides, we'll soon be gone.

LEIA: And then you're as good as gone, aren't you?

Not speaking, Han considers her words and gazes at her troubled face.

INTERIOR: CLOUD CITY – JUNK ROOM

The room is piled high with broken and discarded machine parts. Four Ugnaughts, small hoglike creatures, separate the junk and throw some pieces onto a conveyer belt which moves briskly toward a pit of molten metal. Pieces of Threepio's golden body move down the belt. Chewie enters the room and spots an Ugnaught picking up and inspecting Threepio's head. The Wookiee barks a command, startling the Ugnaught, then reaches to grab the head. But the Ugnaught tosses it away from him to another Ugnaught. This game of keep-away goes on until Threepio's head falls from their grip and bounces with a clang onto the ground.

INTERIOR: CLOUD CITY – LIVING QUARTERS – DAY

The door zaps open. Chewbacca walks in, carrying a packing case of Threepio, arms and legs hanging over the edge.

LEIA: What happened?

Chewie sets the case on a table, grunting and groaning an explanation.

HAN: Where? Found him in a junk pile?

LEIA: Oh, what a mess. Chewie, do you think you can repair him?

The giant Wookiee studies the array of robot parts. He looks at the princess and shrugs sadly.

HAN: Lando's got people who can fix him.

LEIA: No, thanks.

There is a buzz and the door slides open, revealing Lando.

LANDO: I'm sorry. Am I interrupting anything?

LEIA: Not really.

LANDO: You look absolutely beautiful. You truly belong here with us among the clouds.

LEIA: (coolly) Thank you.

LANDO: Will you join me for a little refreshment?

Han looks at Lando suspiciously, but Chewie barks at the mention of food and licks his lips.

LANDO: Everyone's invited, of course.

Leia takes Lando's proffered arm, and the group turns to go. Lando spots Threepio's remains.

LANDO: Having trouble with you droid?

Han and Leia exchange a quick glance.

HAN: No. No problem. Why?

Han and Leia move arm-in-arm through the door, followed by Lando and Chewie. The door slides closed behind them.

INTERIOR: CLOUD CITY – CORRIDOR – DAY

Leia walks between Han and Lando as Chewie follows a short distance behind. Long shafts of light pour across the corridor between tall, pure-white columns.

LANDO: So you see, since we're a small operation, we don't fall into the...uh...jurisdiction of the Empire.

LEIA: So you're part of the mining guild then?

LANDO: No, not actually. Our operation is small enough not to be noticed...which is advantageous for everybody since our customers are anxious to avoid attracting attention to themselves.

The group walks into another corridor and heads for a huge doorway at the far end.

HAN: Aren't you afraid the Empire's going to find out about this little operation and shut you down?

LANDO: That's always been a danger looming like a shadow over everything we've built here. But things have developed that will insure security. I've just made a deal that will keep the Empire out of here forever.

INTERIOR: CLOUD CITY – DINING ROOM

The mighty doors to the dining room slide open and the group enters the dining room. At the far end of a huge banquet table sits Darth Vader. Standing at his side and slightly behind him is Boba Fett, the bounty hunter. Faster than the wink of an eye, Han draws his blaster and pops off a couple of shots directly at Vader. The Dark Lord quickly raises his hand, deflecting the bolts into one of the side walls, where they

explode harmlessly. Just as quickly, Han's weapon zips into Vader's hand. The evil presence calmly places the gun on the table in front of him.

VADER: We would be honored if you would join us.

Han gives Lando a mean look.

LANDO: I had no choice. They arrived right before you did. I'm sorry.

HAN: I'm sorry, too.

EXTERIOR: LUKE'S X-WING – BESPIN SYSTEM

Luke's X-wing races through thick clouds toward Cloud City.

INTERIOR: LUKE'S X-WING – COCKPIT

Luke is grim-faced as he pilots his course toward Bespin's shining city. Artoo's beeps and whistles are transmitted onto the scope.

LUKE: (into comlink) No, Threepio's with them.

Artoo whistles another worried inquiry.

LUKE: (into comlink) Just hang on. We're almost there.

INTERIOR: CLOUD CITY – LARGE CELL

Chewbacca is in a Cloud City prison cell. The stark room is flooded with hot light. To add to Chewie's misery, a high-pitched whistle screeches loudly. Chewie is going mad. He hits the wall with giant fists as he paces back and forth across the cell floor. The upper lights go off abruptly. The prisoner rubs his eyes and moves to a wall, where he listens for a moment. Then, moaning to himself, he moves to a platform where the disassembled pieces of Threepio lie. He picks up the golden droid's head and meditates on it for a moment, barking a few philosophical remarks. Chewie sticks the robot's head on its torso and starts adjusting wires and circuits. Suddenly, the lights in Threepio's eyes spark to life as Chewie touches two connectors together. Threepio immediately begins to speak, but his voice is so slow and so low as to be nearly unintelligible.

THREEPIO: Mmmm. Oh, my. Uh, I, uh – Take this off! I, uh, don't mean to intrude here. I, don't, no, no, no...Please don't get up. No!

Chewie looks at Threepio in bewilderment, then scratches his furry head. He gets an idea and adjusts some connections, whereupon Threepio immediately begins speaking

normally.

THREEPIO: Stormtroopers? Here? We're in danger. I must tell the others. Oh, no! I've been shot!

INTERIOR: CLOUD CITY – PRISON ENTRY AREA

Darth Vader strides through the room as two stormtroopers prepare an elaborate torture mechanism. Han is strapped to a rack which tilts forward onto the torture device. Vader activates the mechanism, creating two bursts of sparks, one of which strikes Han's face. The door opens, and Darth Vader moves to the holding chamber, where Lando and Boba Fett await him.

INTERIOR: CLOUD CITY – HOLDING CHAMBER

LANDO: Lord Vader.

VADER: (to Fett) You may take Captain Solo to Jabba the Hut after I have Skywalker.

Han's screams filter through the torture room door.

BOBA FETT: He's no good to me dead.

VADER: He will not be permanently damaged.

LANDO: Lord Vader, what about Leia and the Wookiee?

VADER: They must never again leave this city.

LANDO: That was never a condition of our agreement, nor was giving Han to this bounty hunter!

VADER: Perhaps you think you're being treated unfairly.

LANDO: No.

VADER: Good. It would be unfortunate if I had to leave a garrison here.

Vader turns and sweeps into the elevator with Boba Fett. Lando walks swiftly down another corridor, muttering to himself.

LANDO: This deal's getting worse all the time.

INTERIOR: CLOUD CITY – LARGE CELL

Chewie now has a little more of Threepio back together. One arm is connected, but

the legs are yet to be attached. There is one small problem, however. It seems the Wookiee has managed to put the droid's head on backwards.

THREEPIO: Oh, yes, that's very good. I like that. Oh! Something's not right because now I can't see. Wait. Wait! Oh, my! what have you done? I'm backwards, you stupid furball. Only an overgrown mophead like you would be stupid enough...

Threepio is cut off in mid-sentence as Chewie angrily deactivates a circuit and the droid shuts down. The Wookiee smells something and sits up. The door to the chamber slides open and a ragged Han Solo is shoved into the room by two stormtroopers. Barking his concern, the huge Wookiee gives Han a big hug. Han is very pale, with dark circles under his eyes.

HAN: I feel terrible.

Chewie helps Han to a platform and then turns as the door slides open revealing Leia. She, too, looks a little worse for wear. The troopers push her into the cell, and the door slides closed. She moves to Han, who is lying on the platform, and kneels next to him, gently stroking his head.

LEIA: Why are they doing this?

HAN: They never even asked me any questions.

The cell door slides open. Lando and two of his guards enter.

LEIA: Lando.

HAN: Get out of here, Lando!

LANDO: Shut up and listen! Vader has agreed to turn Leia and Chewie over to me.

HAN: Over to you?

LANDO: They'll have to stay here, but at least they'll be safe.

LEIA: What about Han?

LANDO: Vader's giving him to the bounty hunter.

LEIA: Vader wants us all dead.

LANDO: He doesn't want you at all. He's after somebody called Skywalker.

HAN: Luke?

LANDO: Lord Vader has set a trap for him.

Leia's mind is racing.

LEIA: And we're the bait.

LANDO: Well, he's on his way.

Han's rage peaks.

HAN: Perfect. You fixed us all pretty good, didn't you? (spits it out) My friend!

Han hauls off and punches Lando. The two friends are instantly engaged in a frantic close-quarters fight. The guards hit Han with their rifle butts and he flies across the room. Chewie growls and starts for the guards. They point their laser weapons at the giant Wookiee, but Lando stops them.

LANDO: Stop! I've done all I can do. I'm sorry I couldn't do better, but I have my own problems.

HAN: Yeah, you're a real hero.

Lando and the guards leave. Han wipes the blood from his chin as Leia and Chewie help him up.

LEIA: (dabs at his wound) You certainly have a way with people.

INTERIOR: CLOUD CITY – CARBON-FREEZING CHAMBER

Four armor-suited stormtroopers stand at the ready in the large chamber, which is filled with pipes and chemical tanks. In the middle of the room is a round pit housing a hydraulic platform. Darth Vader and Lando stand near the platform.

VADER: This facility is crude, but it should be adequate to freeze Skywalker for his journey to the Emperor.

An Imperial soldier appears.

IMPERIAL SOLDIER: Lord Vader, ship approaching. X-wing class.

VADER: Good. Monitor Skywalker and allow him to land.

The soldier bows and leaves the chamber.

LANDO: Lord Vader, we only use this facility for carbon freezing. If you put him in there, it might kill him.

VADER: I do not want the Emperor's prize damaged. We will test it...on Captain Solo.

Lando's face registers dismay.

EXTERIOR: SPACE – BESPIN SYSTEM – LUKE'S X-WING

Luke's X-wing moves through the clouds as it nears the city.

INTERIOR: LUKE'S X-WING – COCKPIT

Encountering no city guards, Luke scans the display panel with concern.

INTERIOR: CLOUD CITY – CARBON-FREEZING CHAMBER

There is a great activity on the carbon-freezing platform. Six Ugnaughts frantically prepare the chamber for use. A special coffinlike container is put in place. With Boba Fett in the lead, a squad of six stormtroopers brings in Han, Leia and Chewie. Strapped to Chewie's back, with only his head, torso, and one arm assembled, is Threepio. Threepio's head faces the opposite direction from Chewie's and the droid is constantly twisting around in a vain effort to see what is happening. His one attached arm is animate and expressive, intermittently pointing, gesturing, and covering his eyes. The remaining pieces of his body are randomly bundled to the Wookiee's back so that his legs and other arm stick out at odd angles from the pack.

THREEPIO: If only you had attached my legs, I wouldn't be in this ridiculous position. Now, remember, Chewbacca, you have a responsibility to me, so don't do anything foolish.

HAN: (to Lando) What's going on...buddy?

LANDO: You're being put into carbon freeze.

Boba Fett moves away from the group to Darth Vader.

BOBA FETT: What if he doesn't survive? He's worth a lot to me.

VADER: The Empire will compensate you if he dies. Put him in!

Realizing what is about to happen, Chewie lets out a wild howl and attacks the stormtroopers surrounding Han. Within seconds, other Imperial reinforcements join the scuffle, clubbing the giant Wookiee with their laser weapons. From the instant of Chewie's first move, Threepio begins to scream in panic while he tries to protect himself with his one arm.

THREEPIO: Oh, no! No, no, no! Stop, Chewbacca, stop...!

The stormtroopers are about to bash Chewie in the face.

HAN: Stop, Chewie, stop! Do you hear me? Stop!

THREEPIO: Yes, stop, please! I'm not ready to die.

Han breaks away from his captors. Vader nods to the guards to let him go and the pirate breaks up the fight.

HAN: Chewie! Chewie, this won't help me. Hey!

Han gives the Wookiee a stern look.

HAN: Save your strength. There'll be another time. The princess – you have to take care of her. You hear me?

Han winks at the Wookiee, who wails a doleful farewell. In a flash the guards have slipped binders on Chewbacca, who is too distraught to protest. Han turns to Princess Leia. They look sorrowfully at one another, then Han moves toward her and gives her a final, passionate kiss.

LEIA: I love you!

HAN: I know.

Tears roll down Leia's face as she watches the dashing pirate walk to the hydraulic platform. Han looks one final time at his friends – and then, suddenly, the platform drops. Chewie howls. Leia turns away in agony. Lando winces in sorrow; it makes a life-changing impression on him. Instantly, fiery liquid begins to pour down in a shower of sparks and fluid as great as any steel furnace. Holding Leia, Chewie half-turns away from the sight, giving Threepio a view of the procedure.

THREEPIO: What...what's going on? Turn around, Chewbacca, I can't see. Oh...they've encased him in carbonite. He should be quite well-protected – if he survives the freezing process, that is.

Chewie is in no mood for technical discussion; he gives the droid an angry glance and barks. A huge mechanical tong lifts the steaming metal-encased space pirate out of the vat and stands him on the platform. Some Ugnaughts rush over and push the block over onto the platform. They slide the coffinlike structure to the block and lift the metal block, placing it inside. They then attach an electronic box onto the structure

and step away. Lando kneels and adjusts some knobs, measuring the heat. He shakes his head in relief.

VADER: Well, Calrissian, did he survive?

LANDO: Yes, he's alive. And in perfect hibernation.

Vader turns to Boba Fett.

VADER: He's all yours bounty hunter. Reset the chamber for Skywalker.

IMPERIAL OFFICER: Skywalker has just landed, my lord.

VADER: Good. See to it that he finds his way here. Calrissian, take the princess and the Wookiee to my ship.

LANDO: You said they'd be left in the city under my supervision.

VADER: I am altering the deal. Pray I don't alter it any further.

Lando's hand instinctively goes to his throat as he turns to Leia, Chewie, and Threepio.

INTERIOR: CLOUD CITY – CORRIDOR – DAY

As Luke and Artoo move carefully down a deserted corridor, they hear a group of people coming down a side hallway. Artoo lets out an excited series of beeps and whistles. Luke glares at the tiny droid, who stops in his tracks with a feeble squeak. Boba Fett enters from a side hallway followed by two guards pushing the floating, encased body of Han Solo. Two stormtroopers, who follow, immediately spot Luke and open fire on him. The youth draws his weapon and blasts the two troopers before they can get off a second shot. The two guards whisk Han into another hallway as Fett lowers his arm and fires a deadly laser at Luke, which explodes to one side and tears up a huge chunk of wall. Luke rushes to a side hallway, but by the time he reaches it, Fett, Han, and the guards are gone. A thick metal door blocks the passage. Luke turns to see Leia, Chewie, Threepio, and Lando being herded down a second hallway by several other stormtroopers. Leia turns just in time to see Luke.

LEIA: Luke! Luke, don't – it's a trap! It's a trap!

Before she can finish, she is pulled through a doorway and disappears from sight. Luke races after the group, leaving little Artoo trailing behind.

INTERIOR: CLOUD CITY – ANTEROOM

Luke runs into an anteroom and stops to get his bearings. Leia and the others are nowhere to be seen. Behind Luke, Artoo scoots down the corridor toward the anteroom when suddenly a giant metal door comes slamming down, cutting off Luke's exit. Several more doors clang shut, echoing through the chamber.

INTERIOR: CLOUD CITY – HALLWAY LEADING TO ANTEROOM

Artoo stands with his nose pressed against the giant metal door. He whistles a long sigh of relief and, a little dazed, wanders off in the other direction.

INTERIOR: CLOUD CITY – CARBON-FREEZING CHAMBER – ANTEROOM

Luke cautiously walks forward among hissing pipes and steam. Seeing an opening above him, he stops to look up. As he does, the platform he stands on begins to move.

INTERIOR: CLOUD CITY – CARBON-FREEZING CHAMBER

Luke rises into the chamber, borne by the platform. The room is deathly quiet. Very little steam escapes the pipes and no one else seems to be in the large room. Warily, Luke walks toward the stairway. Steam begins to build up in the chamber. Looking up through the steam, Luke sees a dark figure standing on a walkway above him. Luke holsters his gun and moves up the stairs to face Vader. He feels confident, eager to engage his enemy.

VADER: The Force is with you, young Skywalker. But you are not a Jedi yet.

Luke ignites his sword in answer. In an instant, Vader's own sword is lit. Luke lunges, but Vader repels the blow. Again Luke attacks, and the swords of the two combatants clash in battle.

INTERIOR: CLOUD CITY – CORRIDOR

Leia, Lando, and Chewie, with Threepio on his back, march along, guarded by six stormtroopers. The group reaches an intersection where Lobot and a dozen of Lando's guards stand at attention. The guards immediately aim their weapons at the startled stormtroopers. Taking the stormtroopers' weapons from them, Lobot hands one to Leia and one to Lando.

LANDO: Well done. Hold them in the security tower – and keep it quiet. Move.

As Lando's guards quickly march the stormtroopers away, Lando begins to undo Chewie's binding.

LEIA: What do you think you're doing?

LANDO: We're getting out of here.

THREEPIO: I knew all along it had to be a mistake.

Chewie turns on Lando and starts to choke him.

LEIA: Do you think that after what you did to Han we're going to trust you?

Lando tries to free himself from Chewie.

LANDO: (choking) I had no choice...

Chewie barks ferociously.

THREEPIO: (to Chewie) What are you doing? Trust him, trust him!

LEIA: Oh, so we understand, don't we, Chewie? He had no choice.

LANDO: I'm just trying to help...

LEIA: We don't need any of your help.

LANDO: (choking) H-a-a-a...

LEIA: What?

THREEPIO: It sounds like Han.

LANDO: There's still a chance to save Han...I mean, at the East Platform...

LEIA: Chewie.

Chewie finally releases Lando, who fights to get his breath back.

THREEPIO: (to Lando) I'm terribly sorry about all this. After all, he's only a Wookiee.

EXTERIOR: CLOUD CITY – EAST LANDING PLATFORM – BOBA FETT'S SHIP

The two guards slide Han's encased body into an opening in the side of the bounty hunter's ship. Boba Fett climb aboard on a ladder next to the cargo hold.

BOBA FETT: Put Captain Solo in the cargo hold.

And with that, the door slams shut.

INTERIOR: CLOUD CITY – CORRIDOR

Lando, Leia, and Chewie run down a Cloud City corridor when suddenly they spot Artoo who rushes toward them, beeping wildly.

THREEPIO: Artoo! Artoo! Where have you been?

Chewie turns around to see the stubby droid, causing Threepio to be spun out of sight of his friend.

THREEPIO: Turn around, you wooly...! (to Artoo) Hurry, hurry! We're trying to save Han from the bounty hunter!

Whistling frantically to Threepio, Artoo scoots along with the racing group.

THREEPIO: Well, at least your still in one piece! Look what happened to me!

EXTERIOR: EAST LANDING PLATFORM – SIDE BAY

An elevator door slides open and Lando, Leia, and Chewbacca race for a large bay overlooking the East Landing Platform. Just as they arrive, Boba Fett's ship takes off against a cloudy sunset sky. In wild anguish, Chewie howls and starts firing at the ship.

THREEPIO: Oh, no! Chewie, they're behind you!

A laser bolt explodes near the princess. Everyone turns to see what Threepio has already spotted coming from the other direction; a squad of stormtroopers running toward them. Artoo peeks out from the elevator. Leia and Chewbacca start firing at the troopers as Lando makes a break for the elevator. Laser bolts continue to explode around the princess and the Wookiee, but they refuse to budge. Lando sticks his head out of the elevator and motions for the pair to run, but they barely notice. They seem possessed, transported, as all the frustration of captivity and anger of loss pour through their death-dealing weapons. But after a few moments, they begin to move through the rain of laser fire toward the elevator. Once they are inside, the door slams shut and the stormtroopers race forward.

INTERIOR: CLOUD CITY – CARBON-FREEZING CHAMBER

Luke and Vader are locked in combat on the platform overlooking the chamber. Their swords clash, the platform sways. Luke aggressively drives Vader back, forcing Vader to use defensive tactics.

VADER: You have learned much, young one.

LUKE: You'll find I'm full of surprises.

Vader makes two quick moves, hooking Luke's sword out of his hand and sending it flying. Another lightning move at Luke's feet forces the youth to jump back to protect himself. Losing his balance, Luke rolls down the stairs to the circular carbon-freezing platform. There he sprawls on the floor, surprised and shaken. Just in time he looks up to see Vader, like a giant black bird, flying right at him. Luke rolls away as Vader lands. Crouching, Luke keeps his gaze steadily on his enemy.

VADER: Your destiny lies with me, Skywalker. Obi-Wan knew this to be true.

LUKE: No!

Behind Luke the hydraulic elevator cover has opened noiselessly. All the while, Luke slowly, cautiously moves back, away from the Dark Lord. Suddenly, Vader attacks so forcefully that Luke loses his balance and falls back into the opening. There is a rumble, and in an instant freezing steam rises to obscure Vader's vision. Vader turns aside and deactivates his sword.

VADER: All too easy. Perhaps you are not as strong as the Emperor thought.

Through the steam behind Vader something blurs upward. Liquid metal begins to pour into the pit. Vader turns around – and then looks up. He sees Luke, who has leaped fifteen feet straight up and who now hangs from some hoses on the carbonite outlet.

VADER: Impressive...most impressive.

Luke jumps down to the platform where he is separated from Vader by the steaming carbonite pit. He raises his hand. His sword, which had fallen on another part of the platform, swiftly jumps into his outstretched hand and is instantly ignited. Vader immediately lights his sword as well.

VADER: Obi-Wan has taught you well. You have controlled your fear... now release your anger.

Luke is more cautious, controlling his anger. He begins to retreat as Vader goads him on. As Luke takes a defensive position, he realizes he has been foolhardy. A quick sword exchange and Luke forces Vader back. Another exchange and Vader retreats. Luke presses forward.

VADER: Only your hatred can destroy me.

Breathing hard, Luke jumps in the air, turning a somersault over Vader. He lands on the floor and slashes at Vader as the room continues to fill up with steam. Vader retreats before Luke's skillful sword. Vader blocks the sword, but loses his balance and falls into the outer rim of pipes. The energy Luke has used to stop Vader has brought him to the point of collapse. Luke moves to the edge and looks down, but sees no sign of Vader. He then deactivates his sword, hooks it on his belt, and lowers himself into the pit.

INTERIOR: CLOUD CITY – TUNNEL AND REACTOR CONTROL ROOM

Moving through a tunnel-like entrance, Luke cautiously approaches the reactor room. He ignites his sword and moves into the room and toward a large window as Vader enters. Luke raises his sword and moves forward to attack. Behind Luke a large piece of machinery detaches itself from the wall and comes smashing forward toward his back. Luke turns and cuts it in half just as another machine comes hurtling at him. Using the Force, Luke manages to deflect it and send it flying as if it had hit an invisible shield. A large pipe detaches and comes flying at Luke. He deflects it. Sparking wires pull out of the wall and begin to whip at the youth. Small tools and equipment come flying at him. Bombardment from all sides, Luke does his best to deflect everything, but soon he is bloodied and bruised. Finally, one machine glances off his and goes flying out the large window. A fierce wind blows into the room, unmoving, stands the dark, rocklike figure of Vader. A piece of machinery hits Luke and he is knocked out of the window.

INTERIOR: GANTRY – OUTSIDE CONTROL ROOM – REACTOR SHAFT

Luke falls onto the gantry, rolls, and hangs over the edge, holding his deactivated sword in hand. He puts the sword on his belt and begins to scramble up.

INTERIOR: CLOUD CITY – CORRIDOR LEADING TO LANDING PLATFORM

Leia, Lando, Chewie and the droids come round a corner and head for the door to the landing platform. They glimpse the Millennium Falcon for a moment before the door slams shut. The group ducks into an alcove as stormtroopers arrive at the end of the corridor. The troopers send a rain of laser bolts at the group. Chewie returns their fire as Lando punches desperately at the door's control panel.

LANDO: The security codes has been changed!

THREEPIO: Artoo, you can tell the computer to override the security system.

Threepio points to a computer socket on the control panel. Artoo beeps and scoots toward it. Lando meanwhile has connected up to the panel's intercom.

LANDO: Attention! This is Lando Calrissian. The Empire has takes control of the city. I advise everyone to leave before more Imperial troops arrive.

Artoo takes off a computer cover and sticks his computer arm into the socket. Suddenly, a short beep turns into a wild scream. Artoo's circuits light up, his head spins wildly, and smoke begins to seep out underneath him. Quickly, Chewie pulls him away.

LANDO: This way.

Lando, Leia, Artoo, and Chewie flee down the corridor. As he scoots along with them, Artoo sends some angry beeps Threepio's way.

THREEPIO: Don't blame me. I'm an interpreter. I'm not supposed to know a power socket from a computer terminal.

INTERIOR: CLOUD CITY – CORRIDOR

In a panic, Cloud City residents are trying to get out of the city. Some carry boxes, others packages. They run, then change direction. Some are shooting at stormtroopers, others simply try to hide. Other stormtroopers pursue Lando, Leia, and Chewie who are firing back at them. Artoo works on another door to the landing platform while Threepio berates him for his seeming ineptitude.

THREEPIO: What are you talking about? We're not interested in the hyperdrive on the Millennium Falcon. It's fixed! Just open the door, you stupid lump.

Chewie, Leia, and Lando retreat along the corridor. A triumphant beep from Artoo – and the door snaps open.

THREEPIO: (to Artoo) I never doubted you for a second. Wonderful!

Artoo lays a cloud fog, obscuring everything, as the group dashes outside.

EXTERIOR: LANDING PLATFORM – CLOUD CITY – DUSK

They race for the Millennium Falcon as a battalion of stormtroopers reaches the main door. Lando and Leia hold off the troops as the droids get on board with Chewie. As Chewie bounds to the ship the Threepio on his back, Threepio hits his head on the top of the ramp.

THREEPIO: Ouch! Oh! Ah! That hurt, Bend down, you thoughtless...Ow!

---

Chewie starts up the ship. The giant engines begin to whine as Lando and Leia race up the ramp under a hail of laser fire.

LANDO: Leia! Go!

INTERIOR: MILLENNIUM FALCON – CORRIDOR

Artoo drags the partially assembled Threepio down the corridor of the Falcon.

THREEPIO: I thought that hairy beast would be the end of me. Of course, I've looked better.

Artoo beeps understandingly.

INTERIOR: MILLENNIUM FALCON – COCKPIT

Chewie works the controls as Leia sits in Han's seat and Lando watches over their shoulders. As Chewie pulls back on the throttle, the ship begins to move.

EXTERIOR: CLOUD CITY – LANDING PLATFORM – DUSK

The Millennium Falcon lifts gracefully into the twilight sky and roars away from the city. Troops fire after it and TIE fighters take off in pursuit.

INTERIOR: GANTRY – OUTSIDE CONTROL ROOM – REACTOR SHAFT

Luke moves along the railing and up to the control room. Vader lunges at him and Luke immediately raises his lit sword to meet Vader's. Sparks fly as they duel, Vader gradually forcing Luke backward toward the gantry.

VADER: You are beaten. It is useless to resist. Don't let yourself be destroyed as Obi-Wan did.

Luke answers by rolling sideways and thrusting his sword at Vader so viciously that he nicks Vader on the shoulder. The black armor sparks and smokes and Vader seems to be hurt, but immediately recovers. Luke backs off along the narrow end of the gantry as Vader comes at him, slashing at the young Jedi with his sword. Luke makes a quick move around the instrument complex attached to the end of the gantry. Vader's sword comes slashing down, cutting the complex loose; it begins to fall, then is caught by the rising wind and blown upward. Luke glances at the instrument complex floating away. At that instant, Vader's sword comes down across Luke's right forearm, cutting off his hand and sending his sword flying. In great pain, Luke squeezes his forearm under his left armpit and moves back along the gantry to its extreme end. Vader follows. The

wind subsides. Luke holds on. There is nowhere else to go.

VADER: There is no escape. Don't make me destroy you. You do not yet realize your importance. You have only begun to discover your power. Join me and I will complete your training. With our combined strength, we can end this destructive conflict and bring order to the galaxy.

LUKE: I'll never join you!

VADER: If you only knew the power of the dark side. Obi-Wan never told you what happened to your father.

LUKE: He told me enough! He told me you killed him.

VADER: No. I am your father.

Shocked, Luke looks at Vader in utter disbelief.

LUKE: No. No. That's not true! That's impossible!

VADER: Search your feelings. You know it to be true.

LUKE: No! No! No!

VADER: Luke. You can destroy the Emperor. He has foreseen this. It is your destiny. Join me, and we can rule the galaxy as father and son. Come with me. It's the only way.

Vader puts away his sword and holds his hand out to Luke. A calm comes over Luke, and he makes a decision. In the next instant he steps off the gantry platform into space. The Dark Lord looks over the platform and sees Luke falling far below. The wind begins to blow at Vader's cape and the torrent finally forces him back, away from the edge. The wind soon fades and the wounded Jedi begins to drop fast, unable to grab onto anything to break his fall.

INTERIOR: REACTOR SHAFT

Suddenly Luke is sucked into an exhaust pipe in the side of the shaft. When Vader sees this, he turns and hurries off the platform.

INTERIOR: EXHAUST PIPE

Luke tumbles through the exhaust pipe. He slides to the end of the slickly polished pipe and stops as his feet hit a circular grill and knock it open. Luke claws at the

surface of the pipe, trying to keep from sliding out into space.

EXTERIOR: BOTTOM OF CLOUD CITY – WEATHER VANE – DUSK

Unable to hang onto the pipe, Luke tumbles out, emerging at the undermost part of Cloud City. Reaching out desperately, he manages to grab onto an electronic weather vane.

LUKE: Ben...Ben, please!

Luke tries to pull himself up on the weather vane but slips back down. He hooks one of his legs around the fragile instruments. All the while, a powerful current of air rushes out at him from the exhaust pipe.

LUKE: Ben. Leia!

There is an ominous cracking sound from the base of the weather vane and a piece breaks off, falling into the clouds far below.

LUKE: Hear me! Leia!

INTERIOR: MILLENNIUM FALCON – COCKPIT

Leia seems to be lost in a fog, her expression troubled. Chewie is busy operating the ship. Lando stands next to the Wookiee, watching a readout on the control panel.

LEIA: Luke...We've got to go back.

Chewie growls in surprise.

LANDO: What?

LEIA: I know where Luke is.

LANDO: But what about those fighter?

Chewie barks in agreement with Lando.

LEIA: Chewie, just do it.

LANDO: But what about Vader?

Chewie turns on Lando, the newcomer, with an ominous growl.

LANDO: All right, all right, all right.

EXTERIOR: CLOUD CITY – MILLENNIUM FALCON – DUSK

The Falcon makes a graceful banking turn back toward Cloud City.

EXTERIOR: CLOUD CITY – LANDING PLATFORM

Vader enters the landing platform and watches as the speck that is the Falcon disappears. The wind blows at his cape. He turns to two aides who are standing near the entrance to the landing platform.

VADER: Bring my shuttle.

EXTERIOR: BOTTOM OF CLOUD CITY – WEATHER VANE

Nearly unconscious, Luke hangs upside-down on the weather vane as his body shifts in the wind.

EXTERIOR: MILLENNIUM FALCON – BOTTOM OF CLOUD CITY

The Falcon dives to the underside of the floating city. Three TIE fighter close in on the starship.

INTERIOR: MILLENNIUM FALCON

Leia tries to remain calm.

LANDO: (pointing out the cockpit window) Look, someone's up there.

LEIA: It's Luke. Chewie, slow down. Slow down and we'll get under him. Lando, open the top hatch.

Lando rushes out of the cockpit.

EXTERIOR: BOTTOM OF CLOUD CITY – WEATHER VANE

Luke hangs by one arm from the crossbar of the weather vane. He slips from the bar and grabs onto the pole of the vane as the Falcon banks toward him. The Falcon positions itself under Luke as Lando moves up through the opening of the hatch. Luke begins to slide and finally falls from the vane into space.

INTERIOR: MILLENNIUM FALCON – COCKPIT

Out the cockpit window, Leia sees Luke falling from the bottom of the city. The ship gains on him.

LEIA: Okay. Easy, Chewie.

The Falcon closes in on Luke.

**EXTERIOR: BOTTOM OF CLOUD CITY**

Three TIE fighters race toward the Falcon, firing away.

**INTERIOR: MILLENNIUM FALCON – HATCH**

The hatch pops open with a hiss of pressure. Lando reaches out to help the battered warrior inside the ship.

**INTERIOR: MILLENNIUM FALCON – COCKPIT**

Flak bursts all around it as the Falcon banks away from the city. Leia and Chewie struggle with the controls.

LEIA: (into intercom) Lando?

LANDO: (over intercom) Okay, let's go.

**EXTERIOR: BOTTOM OF CLOUD CITY**

The Falcon races away. It is closely followed by three TIE fighters, all of which keep up a heavy laser assault on the fleeing starship.

**INTERIOR: MILLENNIUM FALCON – COCKPIT**

Explosions erupt all around the cockpit, buffeting the ship wildly. Chewie howls as he frantically tries to control the ship. Leia and Chewie turns to see Luke, bloody and battered, enter the cockpit supported by Lando. Leia jumps up and hugs him while Chewie barks in joyous relief.

LUKE: Oh, Leia.

LANDO: All right, Chewie. Let's go.

Leia helps Luke from the cockpit as another huge blast rocks the ship.

**EXTERIOR: SPACE – CLOUD CITY – DAY**

The Falcon, still followed by the three TIE fighters, races away from the cloud-covered city.

**INTERIOR: MILLENNIUM FALCON – SLEEPING QUARTERS**

Luke rests on a cot, his injured arm wrapped in a protective cuff. Leia gently wipes his face. The ship lurches again.

LEIA: I'll be back.

She kisses him, then leaves the quarters.

INTERIOR: MILLENNIUM FALCON – COCKPIT

All over the ship muted alarm buzzers sound. Lando anxiously watches the flashing lights on the control panel and hurriedly adjusts some switches. Seated next to him, Chewie points out a new blip appearing on the panel. Leia, watching over their shoulders, recognizes the shape.

LEIA: Star Destroyer.

LANDO: All right, Chewie. Ready for light-speed.

LEIA: If your people fixed the hyperdrive.

Another explosion rocks the ship. Leia notices as a green light on the panel next to her flashes on.

LEIA: All the coordinates are set. It's now or never.

Chewie barks in agreement.

LANDO: Punch it!

The Wookiee shrugs and pulls back on the light-speed throttle. The sound of the ion engine changes...it is winding up. Faces are tense, expectant. But nothing happens, and the engine goes off. Chewie lets out a frustrated howl. The flak still violently rocks the ship.

LANDO: They told me they fixed it. I trusted them to fix it. It's not my fault!

Chewie gets up from his chair and starts out of the cockpit. He gives Lando an angry shove as he storms past him.

EXTERIOR: SPACE

In the distance the TIE fighters continue their chase, still shooting lasers. Vader's Star Destroyer moves behind them, determinedly following the Falcon.

INTERIOR: VADER'S STAR DESTROYER – BRIDGE

Vader stands on the bridge looking out the window as Admiral Piett approaches him.

PIETT: They'll be in range of our tractor beam in moments, lord.

VADER: Did your men deactivate the hyperdrive on the Millennium Falcon?

PIETT: Yes, my lord.

VADER: Good. Prepare the boarding party and set for your weapons for stun.

PIETT: Yes, my lord.

INTERIOR: MILLENNIUM FALCON

Beeping while he works, Artoo is busy connecting some wires to Threepio who now has one leg attached. Chewie enters through the doorway, grunting to himself.

THREEPIO: Noisy brute. Why don't we just go into light-speed?

Artoo beeps in response.

THREEPIO: We can't? How would you know the hyperdrive is deactivated?

Artoo whistles knowingly.

THREEPIO: The city's central computer told you? Artoo-Detoo, you know better than to trust a strange computer. Ouch! Pay attention to what you're doing!

Chewie is in the pit. He is trying to loosen something with an enormous wrench. Frustrated, he uses the wrench like a club and hits the panel...

INTERIOR: MILLENNIUM FALCON – COCKPIT

Leia and Lando, seated in front of the control panel, are suddenly sprayed by a shower of sparks.

INTERIOR: VADER'S STAR DESTROYER – BRIDGE

Vader stands on the bridge, watching as the Millennium Falcon is chased by the TIE fighters. As his Destroyer draws nearer, Vader's breathing gets slightly faster.

VADER: Luke.

INTERIOR: MILLENNIUM FALCON – SLEEPING QUARTERS

Luke realizes that Vader's ship is very near. He feels resigned to his fate. He senses that he is beaten, more emotionally than physically.

LUKE: Father.

INTERIOR: VADER'S STAR DESTROYER – BRIDGE

VADER: Son, come with me.

INTERIOR: MILLENNIUM FALCON – SLEEPING QUARTERS

LUKE: (moaning) Ben, why didn't you tell me?

INTERIOR: MILLENNIUM FALCON – COCKPIT

Lando and Leia are at the controls of the Falcon. Meanwhile, in the ship's hold, Chewie continues to work frantically on the hyperdrive mechanism.

LANDO: (into intercom) Chewie!

EXTERIOR: SPACE

The Falcon races through space followed very closely by the TIE fighters and the huge Imperial Star Destroyer.

INTERIOR: MILLENNIUM FALCON – COCKPIT

Luke enters the cockpit and looks out the window. He is almost unconscious with pain and depression.

LUKE: It's Vader.

INTERIOR: VADER'S STAR DESTROYER – BRIDGE

VADER: Luke...it is your destiny.

INTERIOR: MILLENNIUM FALCON – COCKPIT

LUKE: Ben, why didn't you tell me?

INTERIOR: VADER'S STAR DESTROYER – BRIDGE

PIETT: Alert all commands. Ready for the tractor beam.

INTERIOR: MILLENNIUM FALCON – HOLD

Artoo races to a control panel and starts working on a circuit board. Furious, Threepio stands on one leg, yelling.

THREEPIO: Artoo, come back at once! You haven't finished with me yet! You don't know how to fix the hyperdrive. Chewbacca can do it. I'm standing here in pieces, and you're having delusions of grandeur!

Artoo moves a circuit on a control panel. Suddenly, the control panel lights up.

## INTERIOR: MILLENNIUM FALCON – COCKPIT

Leia and Lando are thrown into their seats as the Millennium Falcon unexpectedly shoot into hyperspace.

## INTERIOR: MILLENNIUM FALCON – HOLD

The ship tilts up and Artoo topples into the pit on top of Chewie.

THREEPIO: Oh, you did it!

## EXTERIOR: SPACE

The Falcon soars into infinity and away from the huge Star Destroyer which seems, by contrast, to stand still.

## INTERIOR: VADER'S STAR DESTROYER – BRIDGE

Admiral Piett and another captain glance at Vader in terror. Vader turns slowly and walks off the bridge, his hands held behind his back in a contemplative gesture.

## EXTERIOR: SPACE – REBEL CRUISER

The Millennium Falcon is attached to a huge Rebel cruiser by a docking tube. Rebel fighters move about the giant cruiser, and a Rebel transport ship hovers near the fleet.

## INTERIOR: MILLENNIUM FALCON – COCKPIT

Lando sits in the pilot's seat as he talks into the comlink. Chewie busily throws a variety of switches in preparation for takeoff.

LANDO: (into comlink) Luke, we're ready for takeoff.

LUKE: (over comlink) Good luck, Lando

LANDO: (into comlink) When we find Jabba the Hut and that bounty hunter, we'll contact you.

## INTERIOR: STAR CRUISER – MEDICAL CENTER

Luke speaking into the comlink as a medical droid works on his hand. Leia stands near him while Threepio and Artoo look out the window.

LUKE: (into comlink) I'll meet you at the rendezvous point on Tatooine.

## INTERIOR: MILLENNIUM FALCON – COCKPIT

LANDO: (into comlink) Princess, we'll find Han. I promise.

INTERIOR: STAR CRUISER – MEDICAL CENTER

LUKE: (into comlink) Chewie, I'll be waiting for your signal.

Chewie's wail comes over the comlink.

LUKE: (into comlink) Take care, you two. May the Force be with you.

Luke looks down at his hand. A metalized type of bandage has been wrapped around his wrist. The medical droid makes some adjustments in a tiny electronic unit, then pricks each one of Luke's fingers.

LUKE: Ow!

Luke wriggles his fingers, makes a fist, and relaxes it. His hand is completely functional. He gets up and walks over to Leia. There is a new bond between them, a new understanding. Leia is thinking about Han; Luke is thinking about his uncertain and newly complicated future. Together they stand at the large window of the medical center looking out on the Rebel Star Cruiser and a dense, luminous galaxy swirling in space. Luke puts his arm around Leia. The droids stand next to them, and Threepio moves closer to Artoo putting his arm on him. The group watches as the Millennium Falcon moves into view, makes a turn, and zooms away into space.

EXTERIOR: SPACE – REBEL STAR CRUISER

While Luke, Leia, and the droids stand, looking out the window of the star cruiser, two escort fighters join the large ship. Slowly, the cruiser turns and moves away into space.

DISSOLVE TO:

EXTERIOR: GALAXY – SPACE

END CREDITS FADE IN AND OUT OVER BACKGROUND

THE END

# Episdoe VI: Revenge of The Jedi

1 SPACE 1

The boundless heavens serve as a back-drop for the MAIN TITLE, followed by a ROLL-UP, which crawls into infinity.

Episode VI:

REVENGE OF THE JEDI... Luke Skywalker has returned to his home planet of Tatooine in an attempt to rescue his friend Han Solo from the clutches of the vile gangster Jabba the Hutt.

Little does Luke know that the GALACTIC EMPIRE has secretly begun construction on a new armored space station even more powerful than the first dreaded Death Star.

When completed, this ultimate weapon will spell certain doom for the small band of Rebels struggling to restore freedom to the galaxy...

PAN DOWN to reveal a monstrous half-completed Death Star, its massive superstructure curling away from the completed section like the arms of a giant octopus. Beyond, in benevolent contrast, floats the small, green moon of ENDOR.

An Imperial Star Destroyer moves overhead toward the massive armored space station, followed by two zipping TIE fighters. A small Imperial shuttle rockets from the main bay of the ship and hustles toward the Death Star.

2 INT IMPERIAL SHUTTLE - COCKPIT 2

The shuttle captain makes contact with the Death Star.

SHUTTLE CAPTAIN Command station, this is ST 321. Code Clearance Blue. We're starting our approach. Deactivate the security shield.

DEATH STAR CONTROLLER (filtered VO) The security deflector shield will be deactivated when we have confirmation of your code transmission. Stand by... You are clear to proceed.

SHUTTLE CAPTAIN We're starting our approach.

### 3 INT DEATH STAR - CONTROL ROOM 3

Operators move about among the control panels. A SHIELD OPERATOR hits switches beside a large screen, on which is a display of the Death Star, the moon Endor, and a bright web delineating the invisible deflector shield.

A control officer rushes over to the shield operator.

OFFICER Inform the commander that Lord Vader's shuttle has arrived.

OPERATOR Yes, sir.

The control officer moves to a view port and watches as the Imperial shuttle lands in the massive docking bay. A squad of Imperial stormtroopers moves into formation before the craft.

### 4 INT DEATH STAR - MAIN DOCKING BAY 4

The DEATH STAR COMMANDER, MOFF JERJERROD, a tall, confident technocrat, strides through the assembled troops to the base of the shuttle ramp. The troops snap to attention; many are uneasy about the new arrival. But the Death Star commander stands arrogantly tall.

The exit hatch of the shuttle opens with a WHOOSH, revealing only darkness. Then, heavy FOOTSTEPS AND MECHANICAL BREATHING. From this black void appears DARTH VADER, LORD OF THE SITH. Vader looks over the assemblage as he walks down the ramp.

JERJERROD Lord Vader, this is an unexpected pleasure. We're honored by your presence.

VADER You may dispense with the pleasantries, Commander. I'm here to put you back on schedule.

The commander turns ashen and begins to shake.

JERJERROD I assure you, Lord Vader, my men are working as fast as they can.

VADER Perhaps I can find new ways to motivate them.

JERJERROD I tell you, this station will be operational as planned.

VADER The Emperor does not share your optimistic appraisal of the situation.

JERJERROD But he asks the impossible. I need more men.

VADER Then perhaps you can tell him when he arrives.

JERJERROD (aghast) The Emperor's coming here?

VADER That is correct, Commander. And he is most displeased with your apparent lack of progress.

JERJERROD We shall double our efforts.

VADER I hope so, Commander, for your sake. The Emperor is not as forgiving as I am.

#### 5 EXT ROAD TO JABBA'S PALACE - TATOOINE 5

A lonely, windswept road meanders through the desolate Tatooine terrain. We HEAR a familiar BEEPING and a distinctive reply before catching sight of ARTOO-DETOO and SEE-THREEPIO, making their way along the road toward the ominous palace of Jabba the Hutt.

THREEPIO Of course I'm worried. And you should be, too. Lando Calrissian and poor Chewbacca never returned from this awful place.

Artoo whistles timidly.

THREEPIO Don't be so sure. If I told you half the things I've heard about this Jabba the Hutt, You'd probably short-circuit.

The two droids fearfully approach the massive gate to the palace.

THREEPIO Artoo, are you sure this is the right place? I better knock, I suppose.

#### 6 EXT JABBA'S PALACE - GATE 6

Threepio looks around for some kind of signaling device, then timidly knocks on the iron door.

THREEPIO (instantly) There doesn't seem to be anyone there. Let's go back and tell Master Luke.

A small hatch in the middle of the door opens and a spidery mechanical arm, with a large electronic eyeball on the end, pops out and inspects the two droids.

STRANGE VOICE Tee chuta hhat yudd!

THREEPIO Goodness gracious me!

Threepio points to Artoo, then to himself.

THREEPIO Artoo Detoowha bo Seethreepiowha ey toota odd mischka Jabba du Hutt.

The eye looks from one robot to the other, there is a laugh then the eye zips back into the door. The hatch slams shut. Artoo beeps his concern.

THREEPIO I don't think they're going to let us in, Artoo. We'd better go.

Artoo beeps his reluctance as Threepio turns to leave. Suddenly the massive door starts to rise with a horrific metallic SCREECH. The robots turn back and face an endless black cavity. The droids look at one another, afraid to enter.

Artoo starts forward into the gloom. Threepio rushes after his stubby companion. The door lowers noisily behind them.

THREEPIO Artoo, wait. Oh, dear! Artoo. Artoo, I really don't think we should rush into all this.

Artoo continues down the corridor, with Threepio following.

THREEPIO Oh, Artoo! Artoo, wait for me!

7 INT JABBA'S PALACE - HALLWAY 7

The door slams shut with a loud crash that echoes throughout the dark passageway. The frightened robots are met by two giant, green GAMORREAN GUARDS, who fall in behind them. Threepio glances quickly back at the two lumbering brutes, then back to Artoo. One guard grunts an order. Artoo beeps nervously.

THREEPIO Just you deliver Master Luke's message and get us out of here. Oh my! Oh! Oh, no.

Walking toward them out of the darkness is BIB FORTUNA, a humanlike alien with long tentacles protruding from his skull.

BIB Die Wanna Wanga!

THREEPIO Oh, my! Die Wanna Wauaga. We – we bring a message to your master, Jabba the Hutt.

Artoo lets out a series of quick beeps.

THREEPIO (cont) ... and a gift. (thinks a moment, then to Artoo) Gift, what gift?

Bib shakes his head negatively.

BIB Nee Jabba no badda. Me chaade su goodie.

Bib holds out his hand toward Artoo and the tiny droid backs up a bit, letting out a protesting array of squeaks. Threepio turns to the strange-looking alien.

THREEPIO He says that our instructions are to give it only to Jabba himself.

Bib thinks about this for a moment.

THREEPIO I'm terribly sorry. I'm afraid he's ever so stubborn about these sort of things.

Bib gestures for the droids to follow.

BIB Nudd Chaa.

The droids follow the tall, tentacled alien into the darkness, trailed by the two guards.

THREEPIO Artoo, I have a bad feeling about this.

## 8 INT JABBA'S THRONE ROOM 8

The throne room is filled with the vilest, most grotesque CREATURES ever conceived in the universe. Artoo and Threepio seem very small as they pause in the doorway to the dimly lit chamber. Light shafts partially illuminate the drunken courtiers as Bib Fortuna crosses the room to the platform upon which rests the leader of this nauseating crowd: JABBA THE HUTT. The monarch of the galactic underworld is a repulsive blob of bloated fat with a maniacal grin. Chained to the horrible creature is the beautiful alien female dancer named OOLA. At the foot of the dais sits an obnoxious birdlike creature, SALACIOUS CRUMB. Bib whispers something in the slobbering degenerate's ear. Jabba laughs horribly, at the two terrified droids before him. Threepio bows politely.

THREEPIO Good morning.

JABBA Bo Shuda!

The robots jump forward to stand before the repulsive, loose-skinned villain.

THREEPIO The message, Artoo, the message.

Artoo whistles, and a beam of light projects from his domed head, creating a HOLOGRAM of LUKE on the floor. The image grows to over ten feet tall, and the young Jedi towers over the space gangsters.

LUKE Greetings, Exalted One. Allow me to introduce myself. I am Luke Skywalker, Jedi Knight and friend to Captain Solo. I know that you are powerful, mighty Jabba, and that your anger with Solo must be equally powerful. I seek an audience with Your Greatness to bargain for Solo's life. (Jabba's crowd laughs) With your wisdom, I'm sure that we can work out an arrangement which will be mutually beneficial and enable us to avoid any unpleasant confrontation. As a token of my goodwill, I present to you a gift: these two droids.

Threepio is startled by this announcement.

THREEPIO What did he say?

LUKE (cont) ... Both are hardworking and will serve you well.

THREEPIO This can't be! Artoo, you're playing the wrong message.

Luke's hologram disappears.

Jabba laughs while Bib speaks to him in Huttese.

JABBA (in Huttese subtitled) There will be no bargain.

THREEPIO We're doomed.

JABBA (in Huttese subtitled) I will not give up my favorite decoration. I like Captain Solo where he is.

Jabba laughs hideously and looks toward an alcove beside the throne. Hanging high, flat against the wall, exactly as we saw him last, is a carbonized HAN SOLO.

THREEPIO Artoo, look! Captain Solo. And he's still frozen in carbonite.

## 9 INT DUNGEON CORRIDOR 9

One of Jabba's Gamorrean guards marches Artoo and Threepio down a dank, shadowy passageway lined with holding cells. The cries of unspeakable creatures bounce off the cold stone walls. Occasionally a repulsive arm or tentacle grabs through the bars at

the hapless droids. Artoo beeps pitifully.

THREEPIO What could possibly have come over Master Luke. Is it something I did? He never expressed any unhappiness with my work. Oh! Oh! Hold it! Ohh!

A large tentacle wraps around Threepio's neck. He manages to break free, and they move on to a door at the end of the corridor.

10 INT BOILER ROOM 10

The door slides open, revealing a room filled with steam and noisy machinery. The guard motions them into the boiler room, where they are met by a tall, thin humanlike robot named EV-9D9 (EVE-NINEDENINE). Behind the robot can be seen a torture rack pulling the legs off a screaming baby work droid. A second power droid is upside down. As smoking branding irons are pressed into his feet, the stubby robot lets out an agonized electronic scream. Artoo and Threepio cringe as the guard grunts to EV-9D9.

NINEDENINE Ah, good. New acquisitions. You are a protocol droid, are you not?

THREEPIO I am See-Threepio, human-cy...

NINEDENINE Yes or no will do.

THREEPIO Oh. Well, yes.

NINEDENINE How many languages do you speak?

THREEPIO I am fluent in over six million forms of communication, and can readily...

NINEDENINE Splendid! We have been without an interpreter since our master got angry with our last protocol droid and disintegrated him.

THREEPIO Disintegrated?

NINEDENINE (to a Gamorrean guard) Guard! This protocol droid might be useful. Fit him with a restraining bolt and take him back to His Excellency's main audience chamber.

The guard shoves Threepio toward the door.

THREEPIO (disappearing) Artoo, don't leave me! Ohhh!

Artoo lets out a plaintive cry as the door closes. Then he beeps angrily.

NINEDENINE You're a feisty little one, but you'll soon learn some respect. I have

need for you on the master's Sail Barge. And I think you'll fit in nicely.

The poor work droid in the background lets out another tortured electronic scream.

#### 11 INT JABBA'S THRONE ROOM 11

The court of Jabba the Hutt is in the midst of a drunken, raucous party. Sloppy, smelly monsters cheer and make rude noises as Oola and a fat female dancer perform in front of Jabba's throne.

Jabba leers at the dancers and with a lustful gleam in his eye beckons Oola to come and sit with him. She stops dancing and backs away, shaking her head. Jabba gets angry and points to a spot next to him.

JABBA Da Eitha!

The lovely alien shakes her head again and screams.

OOOLA Na Chuba negatorie Na! Na! Natoota...

Jabba is furious and pulls her toward him, tugging on the chain.

JABBA Boscka!

He pushes a button and, before the dancer can flee, a trap door in the floor springs open and swallows her up. As the door snaps shut, a muffled growl is followed by a hideous scream. Jabba and his monstrous friends laugh hysterically and several revelers hurry over to watch her fate through a grate.

Threepio cringes and glances wistfully at the carbonite form of Han Solo, but is immediately distracted by a gunshot offscreen. An unnatural quiet sweeps the boisterous gathering. On the far side of the room, the crush of debauchers moves aside to allow the approach of two guards followed by BOUSHH, an oddly cloaked bounty hunter, leading his captive, Han Solo's copilot, CHEWBACCA THE WOOKIEE.

Bib takes his place next to his disgusting master, and whispers into his ear, pointing at Chewbacca and the bounty hunter. Jabba listens intently, then the bounty hunter bows before the gangster and speaks a greeting in a strange, electronically processed tongue (Ubese).

BOUSHH (in Ubese subtitled) I have come for the bounty on this Wookiee.

THREEPIO Oh, no! Chewbacca!

JABBA (in Huttese subtitled) At last we have the mighty Chewbacca.

Jabba lets out a loud, long, blood-curdling laugh and turns to Threepio, waving him closer. The reluctant droid obeys.

THREEPIO Oh, uh, yes, uh, I am here, Your Worshipfulness. Uh... yes!

Jabba continues speaking, as Threepio nervously translates. Boushh listens, studying the dangerous creatures around the room. He notices BOBA FETT standing near the door.

THREEPIO Oh. The illustrious Jabba bids you welcome and will gladly pay you the reward of twenty- five thousand.

BOUSHH (in Ubese subtitled) I want fifty thousand. No less.

Jabba immediately flies into a rage, knocking the golden droid off the raised throne into a clattering heap on the floor. Boushh adjusts his weapon as Jabba raves in Huttese and Threepio struggles back onto the throne. The disheveled droid tries to compose himself.

THREEPIO Uh, oh... but what, what did I say? (to Boushh) Uh, the mighty Jabba asks why he must pay fifty thousand.

The bounty hunter holds up a small silver ball in his hand. Threepio looks at it, then looks at Jabba, then back to the bounty hunter. The droid is very nervous and Jabba is getting very impatient.

THREEPIO Because he's holding a thermal detonator.

The guards instantly back away, as do most of the other monsters in the room. Jabba stares at the silver ball, which begins to glow in the bounty hunter's hand. The room has fallen into a tense hush. Jabba stares at the bounty hunter malevolently until a sly grin creeps across his vast mouth and he begins to laugh.

JABBA (in Huttese subtitled) This bounty hunter is my kind of scum. Fearless and inventive.

Jabba continues.

THREEPIO Jabba offers the sum of thirty-five. And I suggest you take it.

Bib and the other monsters study the bounty hunter and wait for his reaction. Boushh releases a switch on the thermal detonator and it goes dead.

BOUSHH Zeebuss.

THREEPIO He agrees!

The raucous crowd of monsters erupts in a symphony of cheers and applause as the party returns to its full noisy pitch. Chewbacca growls. As he is led away we spot LANDO CALRISSIAN, disguised as a skiff guard in a partial face mask. The band starts up and dancing girls take the center of the floor, to the hoots of the loudly appreciative creatures.

Boushh leans against a column with gunfighter cool and surveys the scene, his gaze stopping only when it connects with a glare from across the room. Boba Fett is watching him. Boushh shifts slightly, cradling his weapon lovingly. Boba Fett shifts with equally ominous arrogance.

12 INT DUNGEON CORRIDOR AND CELL 12

Gamorrean guards lead Chewie down the same hallway we saw before. When a tentacle reaches out at the Wookiee, Chewie's ferocious ROAR echoes against the walls and the tentacle snaps back into its cell in terror. It takes all the guards to hurl Chewie roughly into a cell, slamming the door behind him. Chewie lets out a pathetic howl and bangs on the iron door.

13 EXT JABBA'S PALACE 13

The palace is sitting in the light of the double sunset. On the road in front, a large toadlike creature flicks its tongue out for a desert rodent and burps in satisfaction.

14 INT JABBA'S THRONE ROOM - NIGHT 14

Silence. The room is deserted, only the awful debris of the alien celebration giving mute witness to the activity here before. Several drunk creatures lie unconscious around the room, snoring loudly.

A shadowy figure moves stealthily among the columns at the perimeter of the room and is revealed to be Boushh, the bounty hunter. He picks his way carefully through the snoring, drunken monsters.

Han Solo, the frozen space pirate, hangs spotlighted on the wall, his coffin-like case suspended by a force field. The bounty hunter deactivates the force field by flipping a control switch to one side of the coffin. The heavy case slowly lowers to the floor of the alcove.

Boushh steps up to the case, studying Han, then turns to the controls on the side of the coffin. He activates a series of switches and, after one last, hesitant look at Han, slides the decarbonization lever. The case begins to emit a sound as the hard shell covering the contours of Han's face begins to melt away. The bounty hunter watches as Han's body is freed of its metallic coat and his forearms and hands, previously raised in reflexive protest, drop slackly to his side. His face muscles relax from their mask of horror. He appears quite dead.

Boushh's ugly helmet leans close to Han's face listening for the breath of life. Nothing. He waits. Han's eyes pop open with a start and he begins coughing. The bounty hunter steadies the staggering newborn.

BOUSHH Just relax for a moment. You're free of the carbonite.

Han touches his face with his hand and moans.

BOUSHH Shhh. You have hibernation sickness.

HAN I can't see.

BOUSHH You eyesight will return in time.

HAN Where am I?

BOUSHH Jabba's palace.

HAN Who are you?

The bounty hunter reaches up and lifts the helmet from his head, revealing the beautiful face of PRINCESS LEIA.

LEIA Someone who loves you.

HAN Leia!

LEIA I gotta get you out of here.

As Leia helps her weakened lover to stand up, the relative quiet is pierced by an obscene HUTTESE CACKLE from the other side of the alcove.

HAN What's that? I know that laugh.

The curtain on the far side of the alcove opens, revealing Jabba the Hutt, surrounded by Bib and other aliens. He laughs again, and his gross cronies join in a cacophony of alien glee.

HAN Hey, Jabba. Look, Jabba, I was just on my way to pay you back, but I got a little sidetracked. It's not my fault.

Jabba laughs.

JABBA (in Huttese subtitled) It's too late for that, Solo. You may have been a good smuggler, but now you're Bantha fodder.

HAN Look...

JABBA (cont Huttese subtitled) Take him away!

The guards grab Han and start to lead him away.

HAN Jabba... I'll pay you triple! You're throwing away a fortune here. Don't be a fool!

Han is dragged off, as Lando quickly moves forward and attempts to lead Leia away.

JABBA (in Huttese subtitled) Bring her to me.

Jabba chuckles as Lando and a second guard drag the beautiful young princess toward him. Threepio peeks from behind a monster and quickly turns away in disgust.

LEIA We have powerful friends. You're gonna regret this...

JABBA (in Huttese subtitled) I'm sure.

Inexorably her lovely face moves to within a few inches of Jabba's ugly blob of a head, and Leia turns away in disgust.

LEIA Ugh!

THREEPIO Ohhh, I can't bear to watch.

15 INT DUNGEON CELL 15

The heavy metal door of the dungeon whines and slowly creaks open. A guard throws the blinded star captain into the dark cell and the door slams shut behind him, leaving only a thin sliver of light from a crack in the door. Han is trying to collect himself when suddenly a growl is heard from the far side of the cell. He jumps back against the cell door and listens.

HAN Chewie? Chewie, is that you?

The shadowy figure lets out a crazy yell and races toward Han, lifting him off the

ground with a big hug that carries them into the light, revealing Chewie.

HAN Ah! Chew-Chewie!

The giant Wookiee barks with glee.

HAN Wait. I can't see, pal. What's goin' on?

Chewie barks an excited blue streak.

HAN Luke? Luke's crazy. He can't even take care of himself, much less rescue anybody.

Chewie barks a reply.

HAN A...Jedi Knight? I-I'm out of it for a little while, everybody gets delusions of grandeur.

Chewie growls insistently. He holds Han to his chest and pets his head.

HAN I'm all right, pal. I'm all right.

16 INT MAIN GATE AND HALL - JABBA'S PALACE 16

Noisily, the main gate lifts to flood the blackness with blinding LIGHT and reveal the silhouetted figure of LUKE SKYWALKER. He is clad in a robe similar to Ben's and wears neither pistol nor laser sword. Luke strides purposefully into the hallway. Two giant guards move to block Luke's path. Luke halts.

Luke raises his hand and points at the puzzled guards, who immediately lower their spears and fall back. The young Jedi lowers his hand and moves on down the hallway.

Bib Fortuna appears out of the gloom. He speaks to Luke as they approach each other, but Luke doesn't stop and Bib must reverse his direction and hurry alongside the young Jedi in order to carry on the conversation. Several other guards fall in behind them in the darkness.

LUKE I must speak with Jabba.

Bib answers in Huttese, shaking his head in denial. Luke stops and stares at Bib; he raises his hand slightly.

LUKE You will take me to Jabba now!

Bib turns in hypnotic response to Luke's command, and Luke follows him into the gloom.

LUKE You serve your master well.

Bib responds.

LUKE And you will be rewarded.

17 INT JABBA'S THRONE ROOM 17

Jabba is asleep on his throne, with Leia lying in front of him. Salacious sits by Jabba's tail, watching it wriggle. Leia is now dressed in the skimpy costume of a dancing girl; a chain runs from a manacle/necklace at her throat to her new master, Jabba the Hutt. Threepio stands behind Jabba as Bib comes up to the gangster slug.

THREEPIO At last! Master Luke's come to rescue me.

BIB Master.

Jabba awakens with a start and Bib continues, in Huttese.

BIB ...Luke Skywalker, Jedi Knight.

JABBA (in Huttese subtitled) I told you not to admit him.

LUKE I must be allowed to speak.

BIB (in Huttese subtitled) He must be allowed to speak.

Jabba, furious, clobbers Bib and shoves him away.

JABBA (in Huttese subtitled) You weak-minded fool! He's using an old Jedi mind trick.

Luke stares hard at Jabba.

LUKE You will bring Captain Solo and the Wookiee to me.

JABBA (in Huttese subtitled) Your mind powers will not work on me, boy.

LUKE Nevertheless, I'm taking Captain Solo and his friends. You can either profit by this... or be destroyed! It's your choice. But I warn you not to underestimate my powers.

Jabba's laugh is mean and loud. Threepio attempts to warn Luke about the pit.

THREEPIO Master Luke, you're standing on...

JABBA (in Huttese subtitled) There will be no bargain, young Jedi. I shall enjoy

watching you die.

Luke reaches out, and a pistol jumps out of a guard's holster and flies into Luke's hand. The bewildered guard grabs for it as Jabba raises his hand.

JABBA Bascka!

The floor suddenly drops away, sending Luke and the hapless guard into the pit. The pistol goes off, blasting a hole in the ceiling. Jabba laughs and his courtiers join in. Leia starts forward but is restrained by a human guard—Lando, recognizable behind his mask. She looks at him and he shakes his head "no."

18 INT RANCOR PIT 18

Luke and the guard have dropped twenty-five feet from a chute into the dungeonlike cage. Luke gets to his feet as the guard yells hysterically for help. A crowd gathers up around the edge of the pit as the door in the side of the pit starts to RUMBLE open. The guard screams in panic. Luke looks calmly around for a means of escape.

THREEPIO Oh, no! The Rancor!

At the side of the pit, an iron door rumbles upward and a giant, fanged RANCOR emerges. The guard runs to the side of the pit and tries futilely to scramble to the top. The hideous beast closes in on him.

The Rancor moves past Luke, and as the guard continues to scramble, the Rancor picks him up and pops him into its slavering jaws. A few screams, and the guard is swallowed with a gulp. The audience cheers and laughs at the guard's fate.

The monster turns and starts for Luke. The young Jedi dashes away just ahead of the monster's swipe at him, and picks up the long arm bone of an earlier victim. The monster grabs Luke and brings him up to his salivating mouth. At the last moment, Luke wedges the bone in the monster's mouth and is dropped to the floor. The monster bellows in rage and flails about, hitting the side of the pit, causing an avalanche.

The monster crushes the bone in its jaws and sees Luke, who squeezes into a crevice in the pit wall. Luke looks past the monster to the holding cave beyond. On the far side of the holding cave is a utility door—if only he can get to it. The Rancor spots Luke and reaches into the crevice for him. Luke grabs a large rock and raises it, smashing it down on the Rancor's finger.

19 HOLDING TUNNEL - RANCOR PIT 19

The Rancor lets out a loud howl as Luke makes a run for the holding cave. He reaches the door and pushes a button to open it. When he succeeds, he sees a heavy barred gate between him and safety. Beyond the gate two guards look up from their dinner. Luke turns to see the monster heading for him, and pulls with all his might on the gate. The guards move to the gate and start poking at the young Jedi with spears, laughing.

Luke crouches (against the wall) as the monster starts to reach for him. Suddenly he notices a main door control panel halfway up the wall. As the Rancor moves in for the kill, Luke picks up a skull from the cave floor and hurls it at the panel. The giant overhead door comes crashing down on the beast's head, squashing it like a sledgehammer on an egg.

A startled gasp is heard from the stunned court. There's consternation at this turn of events. Heads look to Jabba, who is actually turning red with anger. Leia cannot suppress her joy. Jabba utters harsh commands to his guards and they hurry off.

JABBA (in Huttese subtitled) Bring me Solo and the Wookiee. They will all suffer for this outrage.

21 INT RANCOR PIT 21

The Rancor KEEPERS have come into the cage and are examining their dead beast. One of them breaks down and weeps. The other glares menacingly at Luke, who is unworried. Several guards rush into the holding tunnel and take Luke away.

22 INT THRONE ROOM 22

The crowd of creepy courtiers parts as Han and Chewie are brought into the throne room, and other guards drag Luke up the steps.

LUKE Han!

HAN Luke!

LUKE Are you all right?

HAN Fine. Together again, huh?

LUKE Wouldn't miss it.

HAN How are we doing?

LUKE The same as always.

HAN That bad, huh? Where's Leia?

Luke looks to Leia.

LEIA I'm here.

Threepio is standing behind the grotesque gangster as he strokes Leia like a pet cat. Several of the guards, including Lando, bring Luke from the other side of the room. Boba is standing behind Jabba.

Threepio steps forward and translates for the captives.

THREEPIO Oh, dear. His High Exaltedness, the great Jabba the Hutt, has decreed that you are to be terminated immediately.

HAN Good, I hate long waits.

THREEPIO You will therefore be taken to the Dune Sea and cast into the pit of Carkoon, the nesting place of the all-powerful Sarlacc.

HAN (to Luke) Doesn't sound so bad.

THREEPIO In his belly, you will find a new definition of pain and suffering, as you are slowly digested over a thousand years.

HAN On second thought, let's pass on that, huh?

Chewie barks his agreement.

LUKE You should have bargained, Jabba. That's the last mistake you'll ever make.

Jabba cackles evilly at this.

As the guards drag the prisoners from the throne room, a loud cheer rises from the crowd. Leia and Chewie exchange concerned looks, but Luke Skywalker, Jedi warrior, cannot suppress a smile.

23 EXT TATOOINE SEA - SKIFF 23

Jabba's huge SAIL BARGE moves above the desert surface accompanied by two smaller SKIFFS. One of the skiffs glides close, revealing Luke, Han, and Chewie – all in bonds – surrounded by guards, one of whom is Lando in disguise.

HAN I think my eyes are getting better. Instead of a big dark blur, I see a big light blur.

LUKE There's nothing to see. I used to live here, you know.

HAN You're gonna die here, you know. Convenient.

LUKE Just stick close to Chewie and Lando. I've taken care of everything.

HAN Oh... great!

#### 24 INT BARGE OBSERVATION DECK 24

Jabba the Hutt rides like a sultan in the massive antigravity ship. His entire retinue is with him, drinking, eating, and having a good time. Leia is watching her friends in the skiff when the chain attached to her neck is pulled tight and Jabba tugs the scantily clad princess to him.

JABBA (in Huttese subtitled) Soon you will learn to appreciate me.

Threepio wanders among the Sail Barge aliens, bumping into a smaller droid serving drinks, spilling them all over the place. The stubby droid lets out an angry series of beeps and whistles.

THREEPIO Oh, I'm terribly sor... Artoo! What are you doing here?

Artoo beeps a quick reply.

THREEPIO Well, I can see you're serving drinks, but this place is dangerous. They're going to execute Master Luke and, if we're not careful, us too!

Artoo whistles a singsong response.

THREEPIO Hmm. I wish I had your confidence.

#### 25 EXT SARLACC PIT 25

The convoy moves up over a huge sand pit. The Sail Barge stops to one side of the depression, as does the escort skiff. But the prisoner's skiff moves out directly over the center and hovers. At the bottom of the deep cone of sand is a repulsive, mucous-lined hole, surrounded by thousands of needle-sharp teeth. This is the SARLACC. A plank is extended from the edge of the prisoner's skiff. Guards release Luke's bonds and shove him out onto the plank above the Sarlacc's mouth.

#### 26 EXT SAIL BARGE OBSERVATION DECK 26

Jabba and Leia are now by the rail, watching. Threepio leans forward and the slobbering villain mumbles something to him. As Threepio steps up to a comlink, Jabba

raises his arm and the motley array of intergalactic pirates fall silent. Threepio's voice is amplified across loudspeakers.

THREEPIO Victims of the almighty Sarlacc: His Excellency hopes that you will die honorably. But should any of you wish to beg for mercy, the great Jabba the Hutt will now listen to your pleas.

27 EXT SKIFF 27

Han steps forward arrogantly and begins to speak.

HAN Threepio, you tell that slimy piece of... worm-ridden filth he'll get no such pleasure from us. Right?

Chewie growls his agreement.

LUKE Jabba! This is your last chance. Free us or die.

Lando moves unobtrusively along the skiff as Luke shoots a quick look of conspiracy to him.

28 INT SAIL BARGE OBSERVATION DECK 28

The assembled monsters rock with mocking laughter as Artoo zips unnoticed up the ramp to the upper deck. Jabba's laughter subsides as he speaks into the comlink.

JABBA (in Huttese subtitled) Move him into position.

Jabba makes a thumbs-down gesture. Leia looks worried.

29 EXT BARGE - UPPER DECK 29

Artoo appears from below and zips over to the rail facing the pit. Below, in the skiff, Luke is prodded by a guard to the edge of the plank over the gaping Sarlacc. Luke looks up at Artoo, then gives a jaunty salute: the signal the little droid has been waiting for. A flap opens in Artoo's domed head.

JABBA (in Huttese subtitled) Put him in.

30 EXT SKIFF - PLANK 30

Luke is prodded and jumps off the plank to the cheers of the bloodthirsty spectators. But, before anyone can even perceive what is happening, he spins around and grabs the end of the plank by his fingertips. The plank bends wildly from his weight and catapults him skyward. In midair he does a complete flip and drops down on the end

of the plank in the same spot he just vacated, but facing the skiff. He casually extends an open palm and – his lightsaber, which Artoo has sent arcing toward him, drops into his hand.

With samurai speed, Luke ignites it and attacks the guard who prodded him off the plank, sending the hapless monster screaming overboard. The other guards swarm toward Luke. He wades into them, lightsaber flashing. Lando struggles with another guard at the back of the skiff.

31 EXT SARLACC PIT 31

A bewildered guard lands in the soft, sandy slope of the pit, and begins sliding. He claws desperately as a Sarlacc tentacle grabs him and pulls him screaming into the viscous mouth.

32 INT SAIL BARGE 32

Jabba watches this and explodes in rage. He barks commands, and the guards around him rush off to do his bidding. The scuzzy creatures watching the action from the window are in an uproar.

33 EXT SKIFF 33

Luke knocks another guard off the skiff and into the waiting mouth of the Sarlacc. He starts to untie Chewie's bonds.

LUKE Easy, Chewie.

At that moment, the deck gunmen on the barge unleash a series of blasts from a big cannon on the upper deck. Lando is tossed from the deck of the rocking skiff. He manages to grab a rope, and dangles desperately above the Sarlacc pit.

LANDO Whoa! Whoa! Help!

34 EXT UPPER DECK - SAIL BARGE 34

With two swift strides, the dangerous Boba Fett ignites his rocket pack, leaps into the air, and flies from the barge down to the skiff.

35 EXT SKIFF 35

Boba lands on the skiff and starts to aim his laser gun at Luke, who has freed Han and Chewie from their bonds. But before Boba can fire, the young Jedi spins on him, lightsaber sweeping, and hacks the bounty hunter's gun in half.

Immediately, the skiff takes another direct hit from the barge's deck gun. Shards of skiff deck fly. Chewie and Han are thrown against the rail.

HAN Chewie, you okay? Where is he?

The Wookiee is wounded and he howls in pain.

HAN I'm okay, pal.

For a moment, Luke is distracted, and in that moment, Boba fires a cable out of his armored sleeve. Instantly, Luke is wrapped in a strong cable, his arms pinned against his side, his sword arm free only from the wrist down. Luke bends his wrist so the lightsaber points straight up to reach the wire lasso and cuts through. Luke shrugs away the cable and stands free.

Another blast from the Barge's deck gun hits near Boba and he is knocked unconscious to the deck, next to where Lando is hanging.

LANDO Han! Chewie?

HAN Lando!

Luke is a little shaken but remains standing as a fusillade brackets him. The second skiff, loaded with guards firing their weapons, moves in on Luke fast. Luke leaps toward the incoming second skiff. The young Jedi leaps into the middle of the second skiff and begins decimating the guards from their midst.

Chewie, wounded, tries to lift himself as he barks directions to Han, guiding him toward a spear which has been dropped by one of the guards. Han searches the deck as Chewie barks directions; finally he grabs hold of the spear.

Boba Fett, badly shaken, rises from the deck. He looks over at the other skiff, where Luke is whipping a mass of guards. Boba raises his arm, and aims his lethal appendage.

Chewie barks desperately at Han.

HAN Boba Fett?! Boba Fett?! Where?

The space pirate turns around blindly, and the long spear in his hand whacks squarely in the middle of Boba's rocket pack.

The impact of the swing causes the rocket pack to ignite. Boba blasts off, flying over the second skiff like a missile, smashing against the side of the huge Sail Barge and sliding away into the pit. He screams as his armored body makes its last flight past

Lando and directly into the mucous mouth of the Sarlacc. The Sarlacc burps. Chewie growls a weak congratulations to Han.

36 INT SAIL BARGE 36

Leia turns from the spectacle outside, leaps onto Jabba's throne, and throws the chain that enslaves her over his head around his bulbous neck. Then she dives off the other side of the throne, pulling the chain violently in her grasp. Jabba's flaccid neck contracts beneath the tightening chain. His huge eyes bulge from their sockets and his scum-coated tongue flops out. The Exalted Hutt's huge tail spasms through its death throes and then slams down into final stillness. Leia struggles to free herself of her bondage.

37 EXT SKIFF 37

Luke continues to destroy the aliens on the guards' skiff, as Han extends his spear downward to Lando, who is still dangling precariously from a rope on the prisoner's skiff.

HAN Lando, grab it!

LANDO Lower it!

HAN I'm trying!

A major hit from the barge deck gun knocks the skiff on its side. Han and almost everything else on board slides overboard. The rope breaks, and Lando falls to the side of the Sarlacc pit. Luckily, Han's foot catches on the skiff railing and he dangles above Lando and the pit. The wounded Wookiee holds onto the skiff for dear life as another hit from the deck gun rocks the skiff violently.

HAN Whoa! Whoa! Grab me, Chewie! I'm slipping.

Chewie grabs hold of Han's feet, holding him upside down, as Han extends the spear toward Lando, who is clutching to the side of the pit.

HAN Grab it! L-Lando. Grab!

Luke finishes off the last guard on the second skiff. He sees the deck gun blasting away at his helpless companions. Luke leaps from the skiff, across a chasm of air, to the sheer metallic side of the Sail Barge. Barely able to get a fingerhold, he begins a painful climb up the hull, when suddenly an ax smashes through a window an inch from his head. With Jedi agility, Luke grasps the wrist holding the ax and yanks the

helpless guard through the broken window and into the deadly pit.

The injured Chewie is reaching over the rail for the dangling Han, who is in turn blindly reaching down toward the desperate Lando. The Baron has stopped his slippage down the sandy slope of the Sarlacc pit by lying very still. Every time he tries to reach for Han, the loose sand moves him closer to his final reward.

HAN Grab it! Almost... You almost got it!

Another blast hits the front of the tilted skiff, causing Lando to let go of the spear.

LANDO Hold it! Whoa!

Again Han extends the spear toward Lando.

HAN Gently now. All... all right. Now easy, easy. Hold me, Chewie.

Lando screams. One of the Sarlacc's tentacles has wrapped tightly around his ankle, dragging him down the side of the pit.

HAN Chewie! Chewie, give me the gun. Don't move, Lando.

LANDO No, wait! I thought you were blind!

HAN It's all right. Trust me. Don't move.

LANDO All right! A little higher! Just a little higher!

Han adjusts his aim as Lando lowers his head, and the fuzzy-eyed pirate fires at the tentacle. Direct hit. The tentacle releases Lando, and Chewie starts to pull them on board the skiff.

HAN Chewie, Pull us up! Come on! Okay... up, Chewie, up!

38 EXT UPPER DECK 38

The deck gunners have Chewie and the desperate dangling human chain in their gun sights when something up on deck commands their attention: Luke, standing before them like a pirate king, ignites his lightsaber. The deck gunners have barely reached for their pistols before the young Jedi has demolished them. Immediately, Luke turns to see two more gunners (who have been uncovering a giant gun at the end of the barge) racing for him, firing their laser pistols.

39 INT SAIL BARGE - OBSERVATION DECK 39

Leia is struggling against her chains in desperation as Artoo zips through the tumult of confused monsters to the rescue; the stubby little droid extends a small laser gun and blasts the chain apart.

LEIA Come on. We gotta get out of here quick.

Artoo and Leia race for the exit, passing Threepio, who is kicking and screaming as Salacious Crumb, the reptilian monkey-monster picks out one of the golden droid's eyes.

THREEPIO Not my eyes! Artoo, help! Quickly, Artoo. Oh! Ohhh! You beast!

Artoo zips over and zaps Salacious, sending him skyward with a scream, crashing into the rafters as Artoo, Leia, and Threepio (with his eye dangling from a wire) hurry off.

40 EXT UPPER DECK - SAIL BARGE 40

Luke is warding off laser blasts with his lightsaber, surrounded by guards and fighting like a demon. Leia emerges onto the deck as Luke turns to face another guard.

LUKE (to Leia) Get the gun! Point it at the deck!

Leia turns toward the barge cannon, climbs on the platform, and swivels the gun around.

LUKE Point it at the deck!

A laser blast hits Luke's mechanical hand and he bends over in pain, but manages to swing his lightsaber upward and take out the last of the guards. He looks at the wounded hand, which reveals the mechanism. He flexes the hand; it still works.

Near the rail of the upper deck, Artoo and Threepio steady themselves as Threepio gets ready to jump. Artoo beeps wildly.

THREEPIO Artoo, where are we going? I couldn't possibly jump.

Artoo butts the golden droid over the edge and steps off himself, tumbling toward the sand.

Luke runs along the empty deck toward Leia and the barge gun, which she has brought around to point down at the deck.

LUKE Come on!

Luke has hold on one of the rigging ropes from the mast. He gathers Leia in his other

arm and kicks the trigger of the deck gun. The gun explodes into the deck as Luke and Leia swing out toward the skiff.

41 EXT SKIFF 41

Han leans panting against the rail as Chewie helps Lando onto the deck. Luke and Leia land on the skiff with flair.

LUKE Let's go! And don't forget the droids.

LANDO We're on our way.

The Sail Barge is exploding in stages in the distance. Half of the huge craft is on fire.

42 EXT SAND DUNE 42

Threepio's legs stick straight up from the dune where he landed. Next to it, Artoo's periscope is the only thing above the sand. The skiff floats above them and two large electromagnets dangle down on a wire. With a loud CLANG, both droids are pulled from the sand.

43 EXT DUNE SEA 43

The little skiff skips around the burning Sail Barge, which continues its chain of explosions. As the skiff sails off across the desert, the barge settles to the sand and disappears in one final conflagration.

44 EXT DUNE SEA - LANDING AREA 44

A ferocious sandstorm blocks our view. Then, through the ROAR, we HEAR THE VOICES of our heroes. They emerge slowly from the veil of sand, pressing on against the wind. First come Artoo and Threepio, followed by Leia guiding Han, then Luke and Lando come into view, each supporting one side of the towering Chewbacca, who hobbles from his wound.

Soon, they can make out some large vague shapes in the blowing sand. It is the Millennium Falcon and, parked beside it, Luke's trusty X-wing and a two-seated Y-wing. They must shout to be heard.

HAN I don't know. All I can see is a lot of blowing sand!

LEIA That's all any of us can see.

HAN (blinking) Then I guess I'm getting better.

As soon as the group huddles under the bulk of the Falcon, the wind dies down to something more describable as a severe weather condition. Threepio hits a switch, and the gang-plank lowers with a HUM.

HAN (turning to Luke) I've got to hand it to you, kid, you were pretty good out there.

LUKE (shrugging it off) I had a lot of help. Think nothing of it.

HAN No, I'm thinking a lot about it. That carbon freeze was the closest thing to dead there is. And it wasn't just sleepin'. It was a big wide awake nothing!

Luke nods, as Chewie growls affectionately at the young Jedi warrior, mussing his hair like a proud uncle. And Leia warmly hugs him.

LUKE (moving to his ship) I'll see you back at the fleet.

HAN Why don't you leave that crate and come with us?

LUKE I have a promise I have to keep first... to an old friend.

Luke and Artoo take off in their spacecraft.

HAN (looking dubiously at Lando, obviously remembering his friend's betrayal and subsequent aide) Guess I owe you some thanks, too, Lando.

LANDO Figured if I left you frozen like that you'd just give me bad luck the rest of my life, so I might as well get you unfrozen sooner or later.

LEIA He means "You're welcome."

LANDO Come on, let's get off this miserable dust ball.

44A EXT SPACE ABOVE TATOOINE 44A

The desolate yellow planet fills the screen, Luke's X-wing appears and peels off to the left. A moment later, the FALCON appears as a dot and grows huge, to roar directly over the CAMERA.

45 INT X-WING - COCKPIT 45

Luke is at the controls, with Artoo attached behind him outside the canopy. Luke speaks into his comlink to the others, in the MILLENNIUM FALCON.

LUKE I'll meet you back at the fleet.

LEIA (over comlink) Hurry. The Alliance should be assembled by now.

LUKE I will.

HAN (over comlink) Hey, Luke, thanks. Thanks for comin' after me. Now I owe you one.

A message from Artoo appears on the small monitor screen in front of Luke. He smiles at the monitor and speaks to Artoo, as he pulls a black glove on to cover his wounded mechanical hand.

LUKE That's right, Artoo. We're going to the Dagobah system. I have a promise to keep... to an old friend.

46 EXT SPACE - DEATH STAR AND ENDOR 46

A Super Star Destroyer and several ships of the Imperial Fleet rest in space above the half-completed Death Star and its green neighbor, Endor. Four squads of TIE fighters escort an Imperial shuttle toward the Death Star.

47 INT DEATH STAR - CORRIDOR TO DOCKING BAY 47

Lord Vader strides down the hallway, accompanied by a very nervous Death Star commander.

48 INT DOCKING BAY - DEATH STAR 48

Thousands of Imperial troops in tight formation fill the mammoth docking bay. Vader and the officer walk to the landing platform, where the shuttle is coming to rest.

The shuttle's ramp lowers and the Emperor's Royal Guards come out and create a lethal perimeter. The assembled troops move to rigid attention with a momentous SNAP.

Then, in the huge SILENCE which follows, the EMPEROR appears. He is a rather small, shriveled old man. His bent frame slowly makes its way down the ramp with the aid of a gnarled cane. He wears a hooded cloak similar to the one Ben wears, except that it is black. The Emperor's face is shrouded and difficult to see, except for his piercing yellow eyes. Commander Jerjerrod and Darth Vader kneel to him. The Supreme Ruler of the galaxy beckons to the Dark Lord.

EMPEROR (to Vader) Rise, my friend.

Vader rises and falls in next to the Emperor as he slowly makes his way along the rows of troops. Jerjerrod and the other commanders stay kneeling until the Supreme Ruler

and Vader, followed by several Imperial dignitaries, pass by; only then do they join in the procession.

VADER The Death Star will be completed on schedule.

EMPEROR You have done well, Lord Vader. And now I sense you wish to continue your search for young Skywalker.

VADER Yes, my Master.

EMPEROR Patience, my friend. In time he will seek you out. And when he does, you must bring him before me. He has grown strong. Only together can we turn him to the dark side of the Force.

VADER As you wish.

EMPEROR Everything is proceeding as I have foreseen.

He laughs to himself as they pass along the vast line of Imperial troops.

49 EXT YODA'S HOUSE - DAGOBAH 49

Once again, Artoo finds himself waiting around in the damp environs of the swamp planet, and he's none too happy about it. He beeps disconsolately to himself and turns to look at Yoda's cottage. Warm yellow light escapes the oddly shaped windows to fight the gloom.

50 INT YODA'S HOUSE 50

The tip of a walking stick taps hesitantly across the earthen floor of the cottage. Our view travels up the stick to the small green hand that clutches it, and then to the familiar face of YODA, THE JEDI MASTER. His manner is frail, and his voice, though cheerful, seems weaker.

YODA Hmm. That face you make. Look I so old to young eyes?

Luke is sitting in a corner of the cramped space and, indeed, his look has been woeful. Caught, he tries to hide it.

LUKE No... of course not.

YODA (tickled, chuckles) I do, yes, I do! Sick have I become. Old and weak. (Points a crooked finger) When nine hundred years old you reach, look as good you will not. Hmm?

Yoda chuckles at this, coughs, and hobbles over toward his bed.

YODA Soon will I rest. Yes, forever sleep. Earned it, I have.

Yoda sits himself on his bed, with great effort.

LUKE Master Yoda, you can't die.

YODA Strong am I with the Force... but not that strong! Twilight is upon me and soon night must fall. That is the way of things ... the way of the Force.

LUKE But I need your help. I've come back to complete the training.

YODA No more training do you require. Already know you that which you need.

Yoda sighs, and lies back on his bed.

LUKE Then I am a Jedi?

YODA (shakes his head) Ohhh. Not yet. One thing remains: Vader. You must confront Vader. Then, only then, a Jedi will you be. And confront him you will.

Luke is in agony. He is silent for a long moment, screwing up his courage. Finally he is able to ask.

LUKE Master Yoda... is Darth Vader my father?

Yoda's eyes are full of weariness and compassion. An odd, sad smile creases his face. He turns painfully on his side, away from Luke.

YODA Mmm... rest I need. Yes... rest.

Luke watches him, each moment an eternity.

LUKE Yoda, I must know.

YODA Your father he is.

Luke reacts as if cut.

YODA Told you, did he?

LUKE Yes.

A new look of concern crosses Yoda's face. He closes his eyes.

YODA Unexpected this is, and unfortunate...

LUKE Unfortunate that I know the truth?

Yoda opens his eyes again and studies the youth.

YODA (gathering all his strength) No. Unfortunate that you rushed to face him... that incomplete was your training. Not ready for the burden were you.

LUKE Well, I'm sorry.

YODA Remember, a Jedi's strength flows from the Force. But beware. Anger, fear, aggression. The dark side are they. Once you start down the dark path, forever will it dominate your destiny.

He beckons the young Jedi closer to him.

YODA Luke...Luke...Do not...Do not underestimate the powers of the Emperor, or suffer your father's fate, you will. Luke, when gone am I (cough), the last of the Jedi will you be. Luke, the Force runs strong in your family. Pass on what you have learned, Luke... (with great effort) There is... another...Sky...Sky...walker.

He catches his breath. A shiver runs through the ancient green creature, and he dies. Luke stares at his dead master as he disappears in front of his eyes.

51 EXT DAGOBAH SWAMP - X-WING 51

Luke wanders back to where his ship is sitting. Artoo beeps a greeting, but is ignored by his depressed master. Luke kneels down, begins to help Artoo with the ship, then stops and shakes his head dejectedly.

LUKE I can't do it, Artoo. I can't go on alone.

BEN (OS) Yoda will always be with you.

Luke looks up to see the shimmering image of BEN KENOBI.

LUKE Obi-Wan! Why didn't you tell me?

The ghost of Ben Kenobi approaches him through the swamp.

LUKE You told me Vader betrayed and murdered my father.

BEN You father was seduced by the dark side of the Force. He ceased to be Anakin Skywalker and became Darth Vader. When that happened, the good man who was your father was destroyed. So what I have told you was true... from a certain point of view.

LUKE (turning away, derisive) A certain point of view!

BEN Luke, you're going to find that many of the truths we cling to depend greatly on our own point of view.

Luke is unresponsive. Ben studies him in silence for a moment.

BEN I don't blame you for being angry. If I was wrong in what I did, it certainly wouldn't have been for the first time. You see, what happened to your father was my fault.

Ben pauses sadly.

BEN Anakin was a good friend.

Luke turns with interest at this. As Ben speaks, Luke settles on a stump, mesmerized. Artoo comes over to offer his comforting presence.

BEN When I first knew him, your father was already a great pilot. But I was amazed how strongly the Force was with him. I took it upon myself to train him as a Jedi. I thought that I could instruct him just as well as Yoda. I was wrong. My pride has had terrible consequences for the galaxy.

Luke is entranced.

LUKE There's still good in him.

BEN I also thought he could be turned back to the good side. It couldn't be done. He is more machine now than man. Twisted and evil.

LUKE I can't do it, Ben.

BEN You cannot escape your destiny.

LUKE I tried to stop him once. I couldn't do it.

BEN Vader humbled you when first you met him, Luke...but that experience was part of your training. It taught you, among other things, the value of patience. Had you not been so impatient to defeat Vader then, you could have finished your training here with Yoda. You would have been prepared.

LUKE But I had to help my friends.

BEN (grinning at Luke's indignation) And did you help them? It was they who had to save you. You achieved little by rushing back prematurely, I fear.

LUKE (with sadness) I found out Darth Vader was my father.

BEN To be a Jedi, Luke, you must confront and then go beyond the dark side - the side your father couldn't get past. Impatience is the easiest door - for you, like your father. Only, your father was seduced by what he found on the other side of the door, and you have held firm. You're no longer so reckless now, Luke. You are strong and patient. And now, you must face Darth Vader again!

LUKE I can't kill my own father.

BEN Then the Emperor has already won. You were our only hope.

LUKE Yoda spoke of another.

BEN The other he spoke of is your twin sister.

LUKE But I have no sister.

BEN Hmm. To protect you both from the Emperor, you were hidden from your father when you were born. The Emperor knew, as I did, if Anakin were to have any offspring, they would be a threat to him. That is the reason why your sister remains safely anonymous.

LUKE Leia! Leia's my sister.

BEN Your insight serves you well. Bury your feelings deep down, Luke. They do you credit. But they could be made to serve the Emperor.

Luke looks into the distance, trying to comprehend all this.

BEN (continuing his narrative) When your father left, he didn't know your mother was pregnant. Your mother and I knew he would find out eventually, but we wanted to keep you both as safe as possible, for as long as possible. So I took you to live with my brother Owen on Tatooine... and your mother took Leia to live as the daughter of Senator Organa, on Alderaan.

Luke turns, and settles near Ben to hear the tale.

BEN (attempting to give solace with his words) The Organa household was high-born and politically quite powerful in that system. Leia became a princess by virtue of lineage... no one knew she'd been adopted, of course. But it was a title without real power, since Alderaan had long been a democracy. Even so, the family continued to be politically powerful, and Leia, following in her foster father's path, became a senator

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as well. That's not all she became, of course... she became the leader of her cell in the Alliance against the corrupt Empire. And because she had diplomatic immunity, she was a vital link for getting information to the Rebel cause. That's what she was doing when her path crossed yours... for her foster parents had always told her to contact me on Tatooine, if her troubles became desperate.

Luke is overwhelmed by the truth, and is suddenly protective of his sister.

LUKE But you can't let her get involved now, Ben. Vader will destroy her.

BEN She hasn't been trained in the ways of the Jedi the way you have, Luke ... but the Force is strong with her, as it is with all of your family. There is no avoiding the battle. You must face and destroy Vader!

52 EXT SPACE - REBEL FLEET 52

The vast Rebel Fleet stretches as far as the eye can see. Overhead a dozen small Corellian battleships fly in formation. Fighters and battlecruisers surround the largest of the Rebel Star Cruisers, the HEADQUARTERS FRIGATE.

53 INT HEADQUARTERS FRIGATE - MAIN BRIEFING ROOM 53

Hundreds of Rebel commanders of all races and forms are assembled in the WAR ROOM. WEDGE is among them. In the center of the room is a holographic model depicting the half-completed Imperial Death Star, the nearby Moon of Endor, and the protecting deflector shield.

MON MOTHMA, the leader of the Alliance, enters the room. She is a stern but beautiful woman in her fifties. Conferring with her are several military leaders, including GENERAL MADINE and ADMIRAL ACKBAR (a salmon-colored Mon Calamari). Lando moves through the crowd until he finds Han and Chewie, standing next to Leia and the two droids.

Han peers at Lando's new insignia on his chest, and is amused.

HAN Well, look at you, a general, huh?

LANDO Oh, well, someone must have told them about my little maneuver at the battle of Taanab.

HAN (sarcastic) Well, don't look at me, pal. I just said you were a fair pilot. I didn't know they were lookin' for somebody to lead this crazy attack.

LANDO (smiling) I'm surprised they didn't ask you to do it.

HAN Well, who says they didn't. But I ain't crazy. You're the respectable one, remember?

Mon Mothma signals for attention, and the room falls silent.

MON MOTHMA The Emperor has made a critical error and the time for our attack has come.

This causes a stir. Mon Mothma turns to a holographic model of the Death Star, the Endor moon and the protecting deflector shield in the center of the room.

MON MOTHMA The data brought to us by the Bothan spies pinpoints the exact location of the Emperor's new battle station. We also know that the weapon systems of this Death Star are not yet operational. With the Imperial Fleet spread throughout the galaxy in a vain effort to engage us, it is relatively unprotected. But most important of all, we've learned that the Emperor himself is personally overseeing the final stages of the construction of this Death Star.

A volley of spirited chatter erupts from the crowd. Han turns to Leia as Chewie barks his amazement.

MON MOTHMA (cont) Many Bothans died to bring us this information. Admiral Ackbar, please.

Admiral Ackbar steps forward and points to the Death Star's force field and the Moon of Endor.

ACKBAR You can see here the Death Star orbiting the forest Moon of Endor. Although the weapon systems on this Death Star are not yet operational, the Death Star does have a strong defense mechanism. It is protected by an energy shield, which is generated from the nearby forest Moon of Endor. The shield must be deactivated if any attack is to be attempted. Once the shield is down, our cruisers will create a perimeter, while the fighters fly into the superstructure and attempt to knock out the main reactor.

There's a concerned murmur.

ACKBAR (cont) General Calrissian has volunteered to lead the fighter attack

Han turns to Lando with a look of respect.

HAN Good luck.

Lando nods his thanks.

HAN You're gonna need it.

ACKBAR General Madine.

Madine moves center stage.

GENERAL MADINE We have stolen a small Imperial shuttle. Disguised as a cargo ship, and using a secret Imperial code, a strike team will land on the moon and deactivate the shield generator.

The assembly begins to mumble among themselves.

THREEPIO Sounds dangerous.

LEIA (to Han) I wonder who they found to pull that off.

GENERAL MADINE General Solo, is your strike team assembled?

Leia, startled, looks up at Han, surprise changing to admiration.

HAN Uh, my team's ready. I don't have a command crew for the shuttle.

Chewbacca raises his hairy paw and volunteers. Han looks up at him.

HAN Well, it's gonna be rough, pal. I didn't want to speak for you.

Chewie waves that off with a huge GROWL.

HAN (smiles) That's one.

LEIA Uh, General... count me in.

VOICE (OS) I'm with you, too!

They turn in that direction and peer into the crowd as there are more cheers. The commanders part, and there at the back stands Luke. Han and Leia are surprised and delighted.

Leia moves to Luke and embraces him warmly. She senses a change in him and looks into his eyes questioningly.

LEIA What is it?

LUKE (hesitant) Ask me again sometime.

Han, Chewie, and Lando crowd around Luke as the assembly breaks up.

HAN Luke.

LUKE Hi, Han... Chewie.

Artoo beeps a singsong observation to a worried Threepio.

THREEPIO "Exciting" is hardly the word I would use.

54 INT HEADQUARTERS FRIGATE - MAIN DOCKING BAY 54

The Millennium Falcon rests beyond the stolen IMPERIAL SHUTTLE, which looks anomalous among all the Rebel ships in the vast docking bay. Chewie barks a final farewell to Lando and leads Artoo and Threepio up the shuttle, crowded now with the Rebel strike team loading weapons and supplies. Lando turns to face Han. Luke and Leia have said their good-byes and start up the ramp.

HAN Look. I want you to take her. I mean it. Take her. You need all the help you can get. She's the fastest ship in the fleet.

LANDO All right, old buddy. You know, I know what she means to you. I'll take good care of her. She-she won't get a scratch. All right?

HAN (looks at him warmly) Right. I got your promise now. Not a scratch.

LANDO Look, would you get going, you pirate.

Han and Lando pause, then exchange salutes.

LANDO Good luck.

HAN You, too.

Han goes up the ramp. Lando watches him go and then slowly turns away.

55 INT IMPERIAL SHUTTLE - COCKPIT 55

Luke is working on a back control panel as Han comes in and takes the pilot's seat. Chewie, in the seat next to him, is trying to figure out all the Imperial controls.

HAN You got her warmed?

LUKE Yeah, she's comin' up.

Chewie growls a complaint.

HAN No. I don't think the Empire had Wookiees in mind when they designed her, Chewie.

Leia comes in from the hold and takes her seat near Luke.

Chewie barks and hits some switches. Han's glance has stuck on something out the window: the Millennium Falcon. Leia nudges him gently.

LEIA Hey, are you awake?

HAN Yeah, I just got a funny feeling. Like I'm not gonna see her again.

Chewie, hearing this, stops his activity and looks longingly out at the Falcon, too. Leia puts a hand on Han's shoulder.

LEIA (softly) Come on, General, let's move.

Han snaps back to life.

HAN Right. Chewie, let's see what this piece of junk can do. Ready, everybody?

LUKE All set.

THREEPIO Here we go again.

HAN All right, hang on.

56 EXT SPACE - THE REBEL FLEET 56

The stolen Imperial shuttle leaves the main docking bay of the Headquarters Frigate, lowers its wings into flight position, and zooms off into space.

57 INT EMPEROR'S THRONE ROOM 57

The converted control room is dimly lit, except for a pool of light at the far end. There the Emperor sits in an elaborate control chair before a large window which looks out across the half-completed Death Star to the giant green moon of Endor.

Darth Vader, standing with other members of the Imperial council, cautiously approaches his master. The ruler's back is to Vader. After several tense moments, the Emperor's chair rotates around to face him.

VADER What is thy bidding, my Master?

EMPEROR Send the fleet to the far side of Endor. There it will stay until called for.

VADER What of the reports of the Rebel fleet massing near Sullust?

EMPEROR It is of no concern. Soon the Rebellion will be crushed and young Skywalker will be one of us! Your work here is finished, my friend. Go out to the command ship and await my orders.

VADER Yes, my Master.

Vader bows, then turns and exits the throne room as the Emperor walks toward the waiting council members.

58 EXT SPACE - DEATH STAR - MOON 58

There is a great deal of Imperial traffic in the area as construction proceeds on the Death Star. Transports, TIE fighters, and a few Star Destroyers move about. Now the huge Super Star Destroyer announces itself with a low roar and soon fills the frame.

59 INT STOLEN IMPERIAL SHUTTLE - COCKPIT 59

Han looks back at Luke and Leia as Chewie flips several switches. Through the viewscreen, the Death Star and the huge Super Star Destroyer can be seen.

HAN If they don't go for this, we're gonna have to get outta here pretty quick, Chewie.

Chewie growls his agreement.

CONTROLLER (over radio) We have you on our screen now. Please identify.

HAN Shuttle Tydirium requesting deactivation of the deflector shield.

CONTROLLER (over radio) Shuttle Tydirium, transmit the clearance code for shield passage.

HAN Transmission commencing.

Leia and Chewbacca listen tensely as the sound of a high speed transmission begins.

LEIA Now we find out if that code is worth the price we paid.

HAN It'll work. It'll work.

Chewie whines nervously. Luke stares at the Huge Super Star Destroyer that looms ever larger before them.

LUKE Vader's on that ship.

HAN Now don't get jittery, Luke. There are a lot of command ships. Keep your distance though, Chewie, but don't look like you're trying to keep your distance.

Chewie barks a question.

HAN I don't know. Fly casual.

LUKE I'm endangering the mission. I shouldn't have come.

HAN It's your imagination, kid. Come on. Let's keep a little optimism here.

Chewie barks his worries as the Super Star Destroyer grows larger out the window.

60 INT VADER'S STAR DESTROYER - BRIDGE 60

Lord Vader stands, back to us, staring out a window at the Death Star. Now, some vibration felt only by him causes him to turn. After a moment of stillness, he walks down the row of controllers to where ADMIRAL PIETT is leaning over the tracking screen of the controller we've seen earlier. Piett straightens at Vader's approach.

VADER Where is that shuttle going?

PIETT (into comlink) Shuttle Tydirium, what is your cargo and destination?

PILOT VOICE (HAN)(filtered) Parts and technical crew for the forest moon.

The Bridge Commander looks to Vader for a reaction.

VADER Do they have a code clearance?

PIETT It's an older code, sir, but it checks out. I was about to clear them.

Vader looks upward, as he senses Luke's presence.

PIETT Shall I hold them?

VADER No. Leave them to me. I will deal with them myself.

PIETT (surprised) As you wish, my lord. (to controller) Carry on.

Piett nods at controller, who switches on his comlink.

61 INT STOLEN IMPERIAL SHUTTLE - COCKPIT 61

The group waits tensely.

HAN They're not goin' for it, Chewie.

CONTROLLER (filtered) Shuttle Tydirium, deactivation of the shield will commence immediately. Follow your present course.

Everyone breaths a sigh of relief. Everyone but Luke, who looks worried. Chewie barks.

HAN Okay! I told you it was gonna work. No problem.

62 EXT SPACE - STOLEN IMPERIAL SHUTTLE - ENDOR 62

The stolen Imperial shuttle moves off toward the green Sanctuary Moon.

63 EXT FOREST LANDING SITE - ENDOR 63

The stolen Imperial shuttle sits in a clearing of the moon's dark, primeval forest, dwarfed by the ancient towering trees.

On an adjacent hill, the helmeted Rebel contingent makes its way up a steep trail. Leia and Han are slightly ahead of Chewie and Luke. The troops of the strike-team squad follow, with Artoo and Threepio bringing up the rear. Artoo beeps.

Up ahead, Chewie and Leia reach a crest in the hill and drop suddenly to the ground, signaling the rest of the group to stop. Han and Luke crawl up to take a look.

THREEPIO Oh, I told you it was dangerous here.

THEIR POV. Not far below them, two IMPERIAL SCOUTS are wandering through bushes in the valley below. Their two ROCKET BIKES are parked nearby.

LEIA Shall we try and go around?

HAN It'll take time. This whole party'll be for nothing if they see us.

Leia motions for the squad to stay put, then she, Han, Luke and Chewie start quietly down.

64 EXT FOREST CLEARING - CAMPSITE 64

The four friends make their way to the edge of the clearing not far from the two Imperial scouts.

HAN Chewie and I will take care of this. You stay here.

LUKE Quietly, there might be more of them out there.

HAN (grins) Hey... it's me.

Han and Chewie turn and start through the bushes toward the scouts. Luke and Leia exchange smiles.

Han sneaks up behind one of the scouts, steps on a twig and the scout whirls, knocking Han into a tree. The scout shouts for his companion.

SCOUT #1 Go for help! Go!

The second scout jumps on his speeder bike and takes off, but Chewie gets off a shot on his crossbow laser weapon, causing the scout to crash into a tree. Han and Scout #1 are in a rousing fistfight.

LUKE (sarcastic) Great. Come on.

Luke starts for the scuffle, followed by Leia with her laser pistol drawn. As they run through the bushes, Leia stops and points to where two more scouts are sitting on their speeder bikes, with an unoccupied bike parked nearby.

LEIA Over there! Two more of them!

LUKE I see them. Wait, Leia!

But Leia doesn't hear him and races for the remaining speeder bike. She starts it up and takes off as Luke jumps on the bike behind her.

LUKE (pointing to the controls) Quick! Jam their comlink. Center switch!

Luke and Leia speed into the dense foliage in hot pursuit, barely avoiding two huge trees.

HAN Hey, wait! Ahhh!

He flips the remaining scout to the ground.

65 EXT FOREST - THE BIKE CHASE 65

The two fleeing Imperial scouts have a good lead as Luke and Leia pursue through the giant trees at 200 miles an hour, the fire from their bike's laser cannon hitting harmlessly near the moving targets.

LUKE Move closer!

Leia guns it, closing the gap, as the two scouts recklessly veer through a narrow gap

in the trees. One of the bikes SCRAPES a tree, slowing the scout.

LUKE Get alongside that one!

Leia pulls her speeder bike up so close to the scout's bike that their steering vanes SCRAPE noisily. Luke leaps from his bike to the back of the scout's, grabs the Imperial warrior around the neck, and flips him off the bike, into a thick tree trunk. Luke gains control of the bike and follows Leia, who has pulled ahead. They tear off after the remaining scout.

LUKE Get him!

The speeding chase passes TWO MORE IMPERIAL SCOUTS. These two swing into pursuit, chasing Luke and Leia, firing away with their laser cannon. The two Rebels look behind them just as Luke's bike takes a glancing hit.

LUKE (indicating the one ahead) Keep on that one! I'll take these two!

With Leia shooting ahead, Luke suddenly slams his steering vanes into the braking mode. Luke's bike is a blur to the two pursuing scouts as they zip by him on either side. Luke slams his bike into forward and starts firing away, having switched places with his pursuers in a manner of seconds. Luke's aim is good and one scout's bike is blasted out of control. It explodes against a tree trunk.

The scout's cohort takes one glance back at the flash and shifts into turbo drive, going even faster. Luke keeps on his tail.

FAR AHEAD, Leia and the first scout are doing a highspeed slalom through the death-dealing trunks. Now Leia aims her bike skyward and rises out of sight.

The scout turns in confusion, unable to see his pursuer. Suddenly, Leia dives down upon him from above, cannon blasting. The scout's bike takes a glancing hit.

Leia moves in alongside him. The scout eyes her beside him, reaches down, and pulls out a handgun. Before Leia can react, the scout has blasted her bike, sending it out of control. Leia dives off as her bike explodes against a tree. The happy scout looks back at the explosion. But when he turns forward again, he is on a collision course with a giant fallen tree. He hits his brakes to no avail and disappears in a conflagration.

ANOTHER PART OF THE FOREST: Luke and the last remaining scout continue their weaving chase through the trees. Now Luke moves up close. The scout responds by slamming his bike into Luke's. A fallen tree forms a bridge across their path. The

scout zips under. Luke goes over the top and crashes his bike down on the scout's. Both riders look ahead - a wide trunk looms directly in Luke's path, but the scout's bike beside him makes it almost impossible for him to avoid it. Luke banks with all his might, leaning almost horizontal over the scout's bike, and is able to make it by, just clipping the tree. When he straightens, he and the scout discover that their two bikes have locked front vanes and are moving as one.

Another big tree looms in Luke's path. He reacts instinctively and dives off his bike. The two bikes come apart a second before Luke's explodes against a tree. The scout sweeps out and circles back to find Luke.

Luke rises from the undergrowth as the scout bears down on him and opens fire with his laser cannon. Luke ignites his laser sword and begins deflecting the bolts. The scout's bike keeps coming and it appears that in a second it will cut Luke in half. At the last instant, Luke steps aside and chops off the bike's control vanes with one mighty slash. The scout's bike begins to shudder, then, pitching and rolling, it rises up to slam directly into a tree in a giant ball of fire.

#### 66 EXT SCOUT CAMPSITE - FOREST 66

Han, Chewie, and the droids, along with the rest of the squad, wait anxiously in the clearing. Artoo's radar screen sticks out of his domed head and revolves, scanning the forest. He beeps.

THREEPIO Oh, General Solo, somebody's coming. Oh!

Han, Chewie, and the rest of the squad raise their weapons.

Luke steps out of the foliage to find the weapons trained on him. He's too tired to care. He plops himself down on a boulder and looks around.

HAN Luke! Where's Leia?

LUKE (concerned) What? She didn't come back?

HAN I thought she was with you.

LUKE We got separated.

Luke and Han exchange a silent, grim look. Luke gets up wearily.

LUKE Hey, we better go look for her.

Han nods, and signals to a Rebel officer.

HAN Take the squad ahead. We'll meet at the shield generator at 0300.

LUKE Come on, Artoo. We'll need your scanners.

Luke, Chewie, Han, and the droids move off in one direction as the squad proceeds in another.

THREEPIO Don't worry, Master Luke. We know what to do.

They move off into the woods.

THREEPIO (to Artoo) And you said it was pretty here. Ugh!

67 EXT FOREST CLEARING - LEIA'S CRASH SITE 67

A strange little furry face with huge black eyes comes slowly into view. The creature is an EWOK, by the name of WICKET. He seems somewhat puzzled, and prods Leia with a spear. The princess groans; this frightens the stubby ball of fuzz and he prods her again. Leia sits up and stares at the three-foot-high Ewok. She tries to figure out where she is and what has happened. Her clothes are torn; she's bruised and disheveled.

The Ewok jumps up and grabs a four-foot-long spear, which he holds in a defensive position. Leia watches him as he circles warily and begins poking her with the sharp point of the spear.

LEIA Cut it out!

She stands up, and the Ewok quickly backs away.

LEIA I'm not gonna hurt you.

Leia looks around at the dense forest, and at the charred remains of her speeder bike, then sits down, with a sigh, on a fallen log.

LEIA Well, looks like I'm stuck here. Trouble is, I don't know where here is.

She puts her head in her hands to rub away some of the soreness from her fall. She looks over at the watchful little Ewok and pats the log beside her.

LEIA Well, maybe you can help me. Come on, sit down.

Wicket holds his spear up warily and growls at her like a puppy. Leia pats the log again.

LEIA I promise I won't hurt you. Now come here.

More growls and squeaks from the little bear creature.

LEIA All right. You want something to eat?

She takes a scrap of food out of her pocket and offers it to him. Wicket takes a step backward, then cocks his head and moves cautiously toward Leia, chattering in his squeaky Ewok language.

LEIA That's right. Come on. Hmmm?

Sniffing the food curiously, the Ewok comes toward Leia and sits on the log beside her. She takes off her helmet, and the little creature jumps back, startled again. He runs along the log, pointing his spear at her and chattering a blue streak. Leia holds out the helmet to him.

LEIA Look, it's a hat. It's not gonna hurt you. Look. You're a jittery little thing, aren't you?

Reassured, Wicket lowers his spear and climbs back on the log, coming to investigate the helmet. Suddenly his ears perk up and he begins to sniff the air. He looks around warily, whispering some Ewokese warning to Leia.

LEIA What is it?

Suddenly a laser bolt comes out of the foliage and explodes on the log next to Leia. Leia and Wicket both roll backwards off the log, hiding behind it. Leia holds her own laser gun ready, while Wicket disappears underneath the log. Another shot, and still no sight of anyone in the forest. Then Leia senses something and turns to find a large IMPERIAL SCOUT standing over her with his weapon pointed at her head. He reaches out his hand for her weapon.

SCOUT #1 Freeze! Come on, get up!

She hands the weapon over, as a second scout emerges from the foliage in front of the log.

SCOUT #1 Go get your ride and take her back to base.

SCOUT #2 Yes, sir.

The second scout starts toward his bike, as Wicket, crouched under the log, extends his spear and hits the first scout on the leg. The scout jumps and lets out an exclamation,

and looks down at Wicket, puzzled. Leia grabs a branch and knocks him out. She dives for his laser pistol, and the second scout, now on his bike, takes off. Leia fires away and hits the escaping bike, causing it to crash into the first scout's bike, which flies end over end and explodes. The forest is quiet once more. Wicket pokes his fuzzy head up from behind the log and regards Leia with new respect. He mumbles his awe. Leia hurries over, looking around all the time, and motions the chubby little creature into the dense foliage.

LEIA Come on, let's get outta here.

As they move into the foliage, Wicket takes the lead. He shrieks and tugs at Leia to follow him.

68 INT DEATH STAR - CORRIDOR TO EMPEROR'S TOWER 68

Darth Vader walks down the corridor to the Emperor's Tower and private elevator. The Emperor's private guard steps in Vader's path.

GUARD Halt! The Emperor does not wish to be disturbed at the moment.

VADER (raising his gloved hand to the two guards and choking them with the Force) The Emperor will see me, now!

GUARD (repeating Vader's command) The Emperor will see you, now.

69 INT EMPEROR'S TOWER - THRONE ROOM 69

Two red Imperial Guards stand watch at the elevator as the door opens to reveal Vader. Vader enters the eerie, foreboding throne room. It appears to be empty. His footsteps echo as he approaches the throne. He waits, absolutely still. The Emperor sits with his back to the Dark Lord.

EMPEROR I told you to remain on the command ship.

VADER A small Rebel force has penetrated the shield and landed on Endor.

EMPEROR (no surprise) Yes, I know.

VADER (after a beat) My son is with them.

EMPEROR (very cool) Are you sure?

VADER I have felt him, my Master.

EMPEROR Strange, that I have not. I wonder if your feelings on this matter are clear,

Lord Vader.

Vader knows what is being asked.

VADER They are clear, my Master.

EMPEROR Then you must go to the Sanctuary Moon and wait for them.

VADER (skeptical) He will come to me?

EMPEROR I have foreseen it. His compassion for you will be his undoing. He will come to you and then you will bring him before me.

VADER (bows) As you wish.

The Dark Lord strides out of the throne room.

70 EXT FOREST CLEARING - LEIA'S CRASH SITE 70

Han, Luke, Chewie, and the two droids are spread out as they move through the heavy foliage near the clearing where we last saw Leia. Luke finds Leia's helmet, picks it up with an expression of concern.

HAN (OS) Luke! Luke!

Luke runs with the helmet to where Han has found the charred wreckage of a speeder bike in the grass.

THREEPIO Oh, Master Luke.

LUKE There's two more wrecked speeders back there. And I found this.

He tosses the helmet to Han.

THREEPIO I'm afraid that Artoo's sensors can find no trace of Princess Leia.

HAN (gravely) I hope she's alright.

Chewbacca growls, sniffing the air, then, with a bark, pushes off through the foliage.

HAN What, Chewie? What? Chewie!

The others rush to keep up with the giant Wookiee. As he scoots along, Artoo whistles nervously.

71 EXT FOREST - DENSE FOLIAGE 71

The group has reached a break in the undergrowth. Chewie walks up to a tall stake planted in the ground. There is a dead animal hanging from it.

HAN Hey, I don't get it.

The rest of the group joins the Wookiee around the stake.

HAN (cont) Nah, it's just a dead animal, Chewie.

Chewie can't resist. He reaches toward the meat.

LUKE Chewie, wa-wait! Don't!

Too late. The Wookiee has already pulled the animal from the stake. SPROOING! The group finds itself hanging upside down in an Ewok net, suspended high above the clearing. Artoo lets out a wild series of beeps and whistles, and Chewie howls his regret. Their bodies are a jumble in the net. Han removes a Wookiee paw from his mouth.

HAN Nice work. Great, Chewie! Great! Always thinking with your stomach.

LUKE Will you take it easy? Let's just figure out a way to get out of this thing. (trying to free an arm) Han, can you reach my lightsaber?

HAN Yeah, sure.

Artoo is at the bottommost point in the net. He extends his cutting appendage and begins slicing at the net. Han is trying to squeeze an arm past Threepio to get at Luke's lightsaber. The net continues to spin.

THREEPIO Artoo, I'm not sure that's such a good idea. It's a very long dro-o-op!!

Artoo has cut through and the entire group tumbles out of the net, crashing to the ground. As they regain their senses and sit up, they realize they are surrounded by dozens of Ewoks, each brandishing a long spear.

HAN Wha-? Hey! Point that thing someplace else.

Han pushes the spear wielded by TEEBO out of his face and a second Ewok warrior comes up to argue with Teebo. The spear returns to Han's face. He grabs it angrily and starts to go for his laser pistol.

HAN Hey!

LUKE Han, don't. It'll be all right.

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The Ewoks swarm through them and confiscate their weapons. Luke lets them take his lightsaber. Chewie growls at the furry critters.

LUKE Chewie, give 'em your crossbow.

Artoo and Threepio are just untangling themselves. Threepio gets free of the net and sits up, rattled.

THREEPIO Oh, my head. Oh, my goodness!

When the Ewoks see Threepio, they let out a gasp and chatter among themselves. Threepio speaks to them in their native tongue. The Ewok nearest him drops his spear and prostrates himself before the droid. In a moment, all the Ewoks have followed suit. Chewie lets out a puzzled bark. Han and Luke regard the bowed creatures in wonder. The Ewoks begin to chant at Threepio.

LUKE Do you understand anything they're saying?

THREEPIO Oh, yes, Master Luke! Remember that I am fluent in over six million forms of communication.

HAN What are you telling them?

THREEPIO Hello, I think... I could be mistaken. They're using a very primitive dialect. But I do believe they think I am some sort of god.

Chewbacca and Artoo think that's very funny. Han and Luke exchange "what next?" looks.

HAN Well, why don't you use your divine influence and get us out of this?

THREEPIO I beg your pardon, General Solo, but that just wouldn't be proper.

HAN Proper?!

THREEPIO It's against my programming to impersonate a deity.

Han moves toward Threepio threateningly.

HAN Why, you—

Several Ewoks' spears are thrust in Han's face at the affront to their god. The Ewoks move in to protect their god and Han is surrounded by a menacing circle of spears, all aimed at him. He holds up his hands placatingly.

HAN My mistake. He's an old friend of mine.

#### 72 EXT FOREST - SERIES OF SHOTS 72

A procession of Ewoks winds through the ever-darkening forest. Their prisoners - Han, Luke, Chewie, and Artoo - are tied to long poles and wrapped in vines, cocoonlike.

Each pole is carried on the shoulders of several Ewoks. Behind the captives, Threepio is carried on a litter, like a king, by the remaining creatures.

#### 73 EXT FOREST WALKWAY - MOON FOREST 73

The procession moves along a shaky, narrow, wooden walkway, high in the giant trees. It stops at the end of the walkway, which drops off into nothingness. On the other side of the abyss is a village of mud huts and rickety walkways, attached to the giant trees. The lead Ewok takes hold of a long vine and swings across to the village square; the other Ewoks follow suit.

#### 74 EXT EWOK VILLAGE SQUARE 74

The procession winds its way into the village square. Mother Ewoks gather their babies up and scurry into their huts at the sight of the newcomers. The group stops before the largest hut.

Han, Luke, Chewie, and Artoo are still bound to their poles. Han is placed on a spit above what looks like a barbecue pit and the others are leaned against a tree nearby. Threepio's litter/throne is gently placed near the pit. He watches with rapt fascination. Han, Luke, and Chewie are less than fascinated.

HAN I have a really bad feeling about this.

Chewie growls his concern.

Suddenly all activity stops as LOGRAY, the tribal Medicine Man, comes out of the big hut. He examines the captives carefully, goes to join Threepio, whose throne has been placed on an elevated platform. A larger, gray-haired Ewok, CHIEF CHIRPA, is examining Luke's lightsaber with great curiosity.

Logray speaks to Threepio and the assemblage of fuzzy Ewoks, pointing to the prisoners tied to the stakes. The Ewoks begin filling the pit under Han with firewood.

HAN What did he say?

THREPIO I'm rather embarrassed, General Solo, but it appears you are to be the

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main course at a banquet in my honor.

The drums start beating, and all the furry heads turn to the large hut. Leia emerges, wearing an animal-skin dress. She sees what's happening at the same moment the prisoners see her.

HAN and LUKE Leia!

As she moves toward them, the Ewoks block her way with raised spears.

LEIA Oh!

THREEPIO Your Royal Highness.

Artoo and Chewie chime in with their welcome. Leia looks at the assembled Ewoks and sighs.

LEIA But these are my friends. Threepio, tell them they must be set free.

Threepio talks to Chirpa and Logray, who listen and shake their heads negatively. The Medicine Man gestures toward the prisoners and barks some orders. Several Ewoks jump up and pile more wood on the barbecue with vigor. Leia trades frantic looks with Luke and Han.

HAN Somehow, I got the feeling that didn't help us very much.

LUKE Threepio, tell them if they don't do as you wish, you'll become angry and use your magic.

THREEPIO But Master Luke, what magic? couldn't possibly –

LUKE Just tell them.

Threepio speaks to the Ewoks. The Ewoks are disturbed. Logray steps forward and challenges Threepio. Luke closes his eyes and begins to concentrate.

THREEPIO You see, Master Luke; they didn't believe me. Just...

Now the litter/throne, with Threepio sitting upon it, rises from the ground. At first Threepio doesn't notice and keeps talking.

THREEPIO ... as I said they wouldn't. Wha-wha-what's happening! Oh! Oh, dear! Oh!

The Ewoks fall back in terror from the floating throne. Now Threepio begins to spin

as though he were on a revolving stool, with Threepio calling out in total panic at his situation.

THREEPIO Put me down! He-e-elp! Master Luke! Artoo! Somebody, somebody, help! Master Luke, Artoo! Artoo, quickly! Do something, somebody! Oh! Ohhh!

Chief Chirpa yells orders to the cowering Ewoks. They rush up and release the bound prisoners. Luke and Han enfold Leia in a group embrace. Luke notices the spinning Threepio, with Artoo beeping up at him, and slowly lowers the golden droid and the throne to the ground. Logray orders the little droid cut down. Artoo crashes to the ground. When the Ewoks set him upright, the little droid is fighting mad. Artoo beeps a blue streak at the nearest Ewok, and begins pursuing him, finally getting close enough to zap him with an electric charge. The Ewok jumps two feet in the air and runs away, screaming. A small group of Ewoks surround the giant Wookiee, scratching their heads and marveling at his height.

THREEPIO Oh, oh, oh, oh! Thank goodness.

LUKE Thanks, Threepio.

THREEPIO (still shaken) I...I never knew I had it in me.

#### 75 INT CHIEF'S HUT - COUNCIL OF ELDERS 75

A glowing fire dances in the center of the spartan, low-ceilinged room, creating a kaleidoscope of shadows on the walls. Along one side, a group of ten Ewok elders flank Chief Chirpa, who sits on his throne. The Rebels sit along the walls of the hut, with Threepio between the two groups and Wicket and Teebo off to one side.

Threepio is in the midst of a long, animated speech in the Ewok's squeaky native tongue. The Ewoks listen carefully and occasionally murmur comments to each other. Threepio points several times at the Rebel group and pantomimes a short history of the Galactic Civil War, mimicking the explosion and rocket sounds, imitating Imperial walkers. Throughout the long account, certain familiar names are distinguishable in English: Princess Leia, Artoo, Darth Vader, Death Star, Jedi, Obi-Wan Kenobi. Artoo begins beeping excitedly at Threepio.

THREEPIO Yes, Artoo. I was just coming to that.

Threepio continues with: Millennium Falcon, Cloud City, Vader, Han Solo, carbonite, Sarlacc, bringing the history up to the present time.

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At the end of it, the Chief, Logray, and the elders confer, then nod in agreement. The Chief stands and makes a pronouncement.

The drums begin to sound, and all the Ewoks stand with a great cheer and screeches.

HAN What's going on?

LEIA I don't know.

Luke has been sharing the joy with smiling visage, but now something passes like a dark cloud through his consciousness. The others do not notice.

THREEPIO Wonderful! We are now a part of the tribe.

Several of the little teddy bears run up and hug the Rebels.

HAN Just what I always wanted.

Chewbacca is being enthusiastically embraced by an Ewok, while Wicket clings to Han's leg.

HAN (chuckles) Well, short help is better than no help at all, Chewie. (to Wicket) Thank you. Okay.

THREEPIO He says the scouts are going to show us the quickest way to the shield generator.

Chewie barks. Luke has drifted to the back of the hut. Now he wanders outside into the moonlight. Leia notices and follows.

HAN Good. How far is it? Ask him. We need some fresh supplies, too. And try and get our weapons back.

Han pulls Threepio back as he keeps trying to translate.

HAN (cont) And hurry up, will ya? I haven't got all day.

76 EXT EWOK VILLAGE - NIGHT 76

The walkway is deserted now. The windows of the little huts glow and flicker from the fires inside. The sounds of the forest fill the soft night air. Luke has wandered away from the Chief's hut and stands staring up at the Death Star. Leia finds him like that.

LUKE Luke, what's wrong?

Luke turns and looks at her a long moment.

LUKE Leia... do you remember your mother? Your real mother?

LEIA Just a little bit. She died when I was very young.

LUKE What do you remember?

LEIA Just...images, really. Feelings.

LUKE Tell me.

LEIA (a little surprised at his insistence) She was very beautiful. Kind, but...sad. (looks up) Why are you asking me all this?

He looks away.

LUKE I have no memory of my mother. I never knew her.

LEIA Luke, tell me. What's troubling you?

LUKE Vader is here...now, on this moon.

LEIA (alarmed) How do you know?

LUKE I felt his presence. He's come for me. He can feel when I'm near. That's why I have to go. (facing her) As long as I stay, I'm endangering the group and our mission here. (beat) I have to face him.

Leia is distraught, confused.

LEIA Why?

Luke moves close and his manner is gentle. And very calm.

LUKE He's my father.

LEIA Your father?

LUKE There's more. It won't be easy for you to hear it, but you must. If I don't make it back, you're the only hope for the Alliance.

Leia is very disturbed by this. She moves away, as if to deny it.

LEIA Luke, don't talk that way. You have a power I-I don't understand and could never have.

LUKE You're wrong, Leia. You have that power too. In time you'll learn to use it as I have. The Force is strong in my family. My father has it...I have it...and...my sister

has it.

Leia stares into his eyes. What she sees there frightens her. But she doesn't draw away. She begins to understand.

LUKE Yes. It's you Leia.

LEIA I know. Somehow...I've always known.

LUKE Then you know why I have to face him.

LEIA No! Luke, run away, far away. If he can feel your presence, then leave this place. I wish I could go with you.

LUKE No, you don't. You've always been strong.

LEIA But, why must you confront him?

LUKE Because...there is good in him. I've felt it. He won't turn me over to the Emperor. I can save him. I can turn him back to the good side. I have to try.

They hold each other close and look at each other, brother and sister.

Leia holds back her tears as Luke slowly lets her go and moves away. He disappears onto the walkway that leads out of the village. Leia, bathed in moonlight, watches him go as Han comes out of the Chief's hut and comes over to her.

Leia is crying, her body trembling. He realizes only now that she is crying.

HAN Hey, what's goin' on?

Leia attempts to stifle her sobs and wipes her eyes.

LEIA Nothing. I - just want to be alone for a little while.

HAN (angry) Nothing? Come on, tell me. What's goin' on?

She looks up at him, struggling to control herself.

LEIA I...I can't tell you.

HAN (loses his temper) Did you tell Luke? Is that who you could tell?

LEIA I...

HAN Ahhh...

He starts to walk away, exasperated, then stops and walks back to her.

HAN I'm sorry.

LEIA Hold me.

Han gathers her tightly in his protective embrace.

77 EXT FOREST - IMPERIAL LANDING PLATFORM 77

An Imperial shuttle floats down from the Death Star and lands gracefully on the huge platform.

Now, an Imperial walker approaches the platform from the darkness of the forest. The whole outpost - platform, walkers, military - looks particularly offensive in the midst of this verdant beauty.

78 EXT IMPERIAL LANDING PLATFORM - LOWER DECK 78

Darth Vader walks down the ramp of the shuttle onto the platform, into an elevator, and appears on a ramp on a lower level. He walks toward another ramp exit and is met by two troopers and a commander with Luke, in binders, at their center. The young Jedi gazes at Vader with complete calm.

COMMANDER This is a Rebel that surrendered to us. Although he denies it, I believe there may be more of them, and I request permission to conduct a further search of the area.

The commander extends his hand, revealing Luke's lightsaber.

COMMANDER He was armed only with this.

Vader looks at Luke, turns away and faces the commander, taking the lightsaber from the commander's hand.

VADER Good work, Commander. Leave us. Conduct your search and bring his companions to me.

COMMANDER Yes, my Lord.

The officer and troops withdraw. Vader and Luke are left standing alone in the oddly tranquil beauty of the place. The sounds of the forest filter in upon them.

VADER The Emperor has been expecting you.

LUKE I know, father.

VADER So, you have accepted the truth.

LUKE I've accepted the truth that you were once Anakin Skywalker, my father.

VADER (turning to face him) That name no longer has any meaning for me.

LUKE It is the name of your true self. You've only forgotten. I know there is good in you. The Emperor hasn't driven it from you fully. That is why you couldn't destroy me. That's why you won't bring me to your Emperor now.

Vader looks down from Luke to the lightsaber in his own black-gloved hand. He seems to ponder Luke's words.

VADER (indicating lightsaber) I see you have constructed a new lightsaber.

Vader ignites the lightsaber and holds it to examine its humming, brilliant blade.

VADER Your skills are complete. Indeed, you are powerful, as the Emperor has foreseen.

They stand for a moment, the Vader extinguishes the lightsaber.

LUKE Come with me.

VADER Obi-Wan once thought as you do.

Luke steps close to Vader, then stops. Vader is still.

VADER You don't know the power of the dark side. I must obey my master.

LUKE I will not turn...and you'll be forced to kill me.

VADER If that is your destiny.

LUKE Search your feelings, father. You can't do this. I feel the conflict within you. Let go of your hate.

VADER It is too late for me, son. The Emperor will show you the true nature of the Force. He is your master now.

Vader signals to some distant stormtroopers. He and Luke stand staring at one another for a long moment.

LUKE Then my father is truly dead.

## 79 EXT ENDOR - RIDGE OVERLOOKING SHIELD GENERATOR 79

Han, Leia, Chewbacca, the droids, Wicket, and another Ewok scout, PAPLOO, hide on a ridge overlooking the massive Imperial shield generator. At the base of the generator is an Imperial landing platform. Leia studies the installation.

LEIA The main entrance to the control bunker's on the far side of that landing platform. This isn't gonna be easy.

HAN Hey, don't worry. Chewie and me got into a lot of places more heavily guarded than this.

Wicket and Paploo are chattering away in Ewok language. They speak to Threepio.

LEIA What's he saying?

THREEPIO He says there's a secret entrance on the other side of the ridge.

## 80 EXT SPACE - REBEL FLEET 80

The vast fleet hangs in space near a blue planet. A giant Rebel Star Cruiser is up at the front, but now the Millennium Flacon roars up to a spot ahead of it, tiny in comparison.

## 81 INT MILLENNIUM FALCON - COCKPIT 81

Lando is in the pilot seat. His alien copilot, NIEN NUNB, takes some getting used to in the familiar environs of the Falcon's cockpit. Lando speaks into his comlink.

LANDO Admiral, we're in position. All fighters accounted for.

ACKBAR (VO) Proceed with the countdown. All groups assume attack coordinates.

Lando turns to his weird copilot.

LANDO Don't worry, my friends are down there. They'll have that shield down on time...(to himself) or this'll be the shortest offensive of all time.

The copilot flips some switches and grunts an alien comment.

ACKBAR (VO) All craft, prepare to jump to hyperspace on my mark.

LANDO All right. Stand by.

He pulls a lever, and the stars outside begin to streak.

## 82 EXT SPACE - REBEL FLEET 82

We are treated to an awesome sight: first the Millennium Falcon, then Ackbar's Star Cruiser, then, in large segments, the huge fleet ROARS INTO HYPERSPACE. And disappears.

## 83 EXT ENDOR - RIDGE OVERLOOKING CONTROL BUNKER 83

Han, Leia, Chewie, the droids, and their two Ewok guides, Wicket and Paploo, have reunited with the Rebel strike squad. The entire group is spread through the thick undergrowth. Below them is the BUNKER that leads into the generator. Four Imperial scouts, their speeder bikes parked nearby, keep watch over the bunker entrance. Chewie growls an observation, and Paploo chatters away to Han in Ewok language.

HAN Back door, huh? Good idea.

Wicket and Paploo continue their Ewok conversation.

HAN (cont) It's only a few guards. This shouldn't be too much trouble.

LEIA Well, it only takes one to sound the alarm.

HAN (with self-confident grin) Then we'll do it real quiet-like.

Threepio explains what is going on to Wicket and Paploo. The Ewoks chatter a moment between themselves. Then Paploo jumps up and scampers into the underbrush.

Threepio asks Wicket where Paploo went and is given a short reply.

THREEPIO Oh! Oh, my. Uh, Princess Leia!

LEIA Quiet.

THREEPIO I'm afraid our furry companion has gone and done something rather rash.

LEIA Oh, no.

## 84 EXT BUNKER - ENTRANCE 84

Paploo has slipped out of the undergrowth near where the Imperial scouts are lounging. He silently swings his furry ball of a body onto one of the scout's speeder bikes and begins flipping switches at random. Suddenly, the bike's engine fires up with a tremendous ROAR. Paploo grins and continues flipping switches. The scouts leap up in surprise.

85 EXT RIDGE 85

Han, Leia and company watch in distress. Chewie barks.

HAN (sighs) There goes our surprise attack.

86 EXT BUNKER 86

The Imperial scouts race toward Paploo just as his speeder zooms into motion. Paploo hangs on by his paws and shoots away into the forest.

SCOUT Look! Over there! Stop him!

Three of the Imperial scouts jump on their rocket bikes and speed away in pursuit. The fourth watches them go from his post at the door.

87 EXT RIDGE 87

Han, Leia, and Chewie exchange delighted looks.

HAN Not bad for a little furball. There's only one left. You stay here. We'll take care of this.

Han and the Wookiee nod at each other and slip down toward the bunker. Threepio moves to stand next to Wicket and Artoo.

THREEPIO I have decided that we shall stay here.

88 EXT FOREST 88

Paploo sails through the trees, more lucky than in control. It's scary, but he loves it. When the Imperial scouts pull within sight behind him and begin firing laser bolts, he decides he's had enough. As he rounds a tree, out of their sight, Paploo grabs a vine and swings up into the trees. A moment later, the scouts tear under him in pursuit of the still-flying, unoccupied bike.

89 EXT BUNKER 89

Han sneaks up behind the remaining Imperial scout, taps him on the shoulder and lets the scout chase him behind the bunker into the arms of the waiting Rebel strike team. Han returns to the front, and taps out a pattern on the bunker door's control panel. Everyone stands out of sight, police-style, as the door opens. Han and Leia peek inside. No sign of life. The group enters the bunker silently, leaving one lookout behind.

## 90 INT DEATH STAR - EMPEROR'S THRONE ROOM 90

The elevator opens. Vader and Luke enter the room alone. They walk across the dark space to stand before the throne, father and son side by side beneath the gaze of the Emperor. Vader bows to his Master.

EMPEROR Welcome, young Skywalker. I have been expecting you.

Luke peers at the hooded figure defiantly. The Emperor then looks down at Luke's binders.

EMPEROR You no longer need those.

The Emperor motions ever so slightly with his finger and Luke's binders fall away, clattering to the floor. Luke looks down at his own hands, free now to reach out and grab the Emperor's neck. He does nothing.

EMPEROR Guards, leave us.

The red-cloaked guards turn and disappear behind the elevator.

EMPEROR (to Luke) I'm looking forward to completing your training. In time you will call me Master.

LUKE You're gravely mistaken. You won't convert me as you did my father.

The Emperor gets down from his throne and walks up very close to Luke. The Emperor looks into his eyes and, for the first time, Luke can perceive the evil visage within the hood.

EMPEROR Oh, no, my young Jedi. You will find that it is you who are mistaken...about a great many things.

VADER His lightsaber.

Vader extends a gloved hand toward the Emperor, revealing Luke's lightsaber. The Emperor takes it.

EMPEROR Ah, yes, a Jedi's weapon. Much like your father's. By now you must know your father can never be turned from the dark side. So will it be with you.

LUKE You're wrong. Soon I'll be dead...and you with me.

The Emperor laughs.

EMPEROR Perhaps you refer to the imminent attack of your Rebel fleet.

Luke looks up sharply.

EMPEROR Yes...I assure you we are quite safe from your friends here.

Vader looks at Luke.

LUKE Your overconfidence is your weakness.

EMPEROR Your faith in your friends is yours.

VADER It is pointless to resist, my son.

The Emperor turns to face Luke.

EMPEROR (angry) Everything that has transpired has done so according to my design. (indicates Endor) Your friends up there on the Sanctuary Moon...

Luke reacts. The Emperor notes it.

EMPEROR (cont) ...are walking into a trap. As is your Rebel fleet! It was I who allowed the Alliance to know the location of the shield generator. It is quite safe from your pitiful little band. An entire legion of my best troops awaits them.

Luke's look darts from the Emperor to Vader and, finally, to the sword in the Emperor's hand.

EMPEROR Oh...I'm afraid the deflector shield will be quite operational when your friends arrive.

91 INT BUNKER - MAIN CONTROL ROOM 91

Han, Leia, Chewie, and the Rebel strike team storm through a door and enter the main control room, taking all of the personnel prisoner.

HAN All right! Up! Move! Come on! Quickly! Quickly, Chewie.

The Rebel troops herd the generator controllers away from their panels. Leia glances at one of the screens on the control panel.

LEIA Han! Hurry! The fleet will be here any moment.

HAN Charges! Come on, come on!

Outside, Threepio watches nervously in the bushes as several more controllers and

stormtroopers run into the bunker, leaving guards at the door.

THREEPIO (to Wicket) Oh, my! They'll be captured!

Wicket chatters in Ewok language, and then takes off full steam into the forest.

THREEPIO Wa-wait! Wait, come back! Artoo, stay with me.

Inside the bunker, Han looks up from setting charges as an Imperial commander enters.

COMMANDER Freeze! You Rebel scum.

Han and Leia spin, to find dozens of Imperial weapons trained on them and their cohorts. A poised force of Imperial troops surround them. Even more pour into the room, roughly disarming the Rebel contingent. Han, Leia, and Chewie exchange looks. They're helpless.

92 EXT SPACE - ENDOR, DEATH STAR, REBEL FLEET 92

The Death Star and its Sanctuary Moon hang distant in space as the Rebel fleet comes out of hyperspace with an awesome roar. The Millennium Falcon and several Rebel fighters are at the front as the space armada bears down on its target.

93 INT MILLENNIUM FALCON - COCKPIT 93

Lando flips switches, checks his screen, and speaks into the radio.

LANDO All wings report in.

WEDGE Red Leader standing by.

GRAY LEADER Gray Leader standing by.

GREEN LEADER Green Leader standing by.

WEDGE Lock S-foils in attack positions.

94 INT REBEL STAR CRUISER - BRIDGE 94

From the bridge of the Rebel Headquarters Frigate, Admiral Ackbar watches the fighters massing outside his viewscreen.

ACKBAR May the Force be with us.

95 INT MILLENNIUM FALCON - COCKPIT 95

Lando looks worriedly at his alien copilot, Nien Nunb, who points to the control panel

and talks to Lando.

LANDO We've got to be able to get some kind of a reading on that shield, up or down. Well, how could they be jamming us if they don't know if we're coming.

Lando shoots a concerned look out at the approaching Death Star as the implications of what he's just said sink in. He hits a switch on his comlink.

LANDO Break off the attack! The shield is still up.

RED LEADER (VO) I get no reading. Are you sure?

LANDO Pull up! All craft pull up!

The Falcon turns hard to the left. Out the window the stars and the Death Star move off right.

96 EXT SPACE - DEATH STAR SHIELD 96

The Falcon and the fighters of Red Squad veer off desperately to avoid the unseen wall.

97 INT REBEL STAR CRUISER - BRIDGE 97

Alarms are screaming and lights flashing as the huge ship changes course abruptly. Other ships in the fleet shoot by outside as the armada tries to halt its forward momentum.

ACKBAR Take evasive action! Green Group, stick close to holding sector MV-7.

A Mon Calamari controller turns away from his screen and calls out to Ackbar, quite excited. The Admiral rushes over to the controller.

CONTROLLER Admiral, we have enemy ships in sector 47.

On the screen can be seen the moon, Death Star, and the massive Imperial fleet. Ackbar moves to the comlink.

ACKBAR It's a trap!

LANDO (over comlink) Fighters coming in.

There is much excitement on the bridge as the attack begins.

The Millennium Falcon and several squads of Rebel fighters head into an armada of TIE fighters. The sky explodes as a fierce dogfight ensues in and around the giant Rebel cruisers.

REBEL PILOT There's too many of them!

LANDO Accelerate to attack speed! Draw their fire away from the cruisers.

WEDGE Copy, Gold Leader.

The battle continues around the giant cruisers.

98 INT DEATH STAR - EMPEROR'S THRONE ROOM 98

Through the round window behind the Emperor's throne can be seen the distant flashes of the space battle in progress.

EMPEROR Come, boy. See for yourself.

The Emperor is sitting in his throne, with Vader standing at his side. Luke moves to look through a small section of the window.

EMPEROR From here you will witness the final destruction of the Alliance, and the end of your insignificant Rebellion.

Luke is in torment. He glances at his lightsaber sitting on the armrest of the throne. The Emperor watches him and smiles, touches the lightsaber.

EMPEROR You want this, don't you? The hate is swelling in you now. Take your Jedi weapon. Use it. I am unarmed. Strike me down with it. Give in to your anger. With each passing moment, you make yourself more my servant.

Vader watches Luke in his agony.

LUKE No!

EMPEROR It is unavoidable. It is your destiny. You, like your father, are now mine!

99 EXT FOREST - GENERATOR BUNKER 99

Han, Leia, Chewie, and the rest of the strike team are led out of the bunker by their captors. The surrounding area, deserted before, is now crowded with two-legged Imperial walkers and hundreds of Imperial troops. The situation looks hopeless.

STORMTROOPER All right, move it! I said move it! Go on!

From the undergrowth beyond the clearing comes a wild series of beeps and whistles. And –

THREEPIO Hello! I say, over there! Were you looking for me?

BUNKER COMMANDER Bring those two down here!

STORMTROOPER Let's go!

Artoo and Threepio are standing near one of the big trees. As six Imperial stormtroopers rush over to take them captive, the two droids duck out of sight behind the tree.

THREEPIO Well, they're on their way. Artoo, are you sure this was a good idea?

STORMTROOPER Freeze! Don't move!

THREEPIO We surrender.

The stormtroopers come around the tree and find the two droids waiting quietly to be taken. As the Imperial troops move to do that, however, a band of Ewoks drops down from above and overpowers them.

THREEPIO Ohhh! Stand back, Artoo.

In a nearby tree, an Ewok raises a horn to his lips and sounds the EWOK ATTACK CALL. All hell breaks loose as hundreds of Ewoks throw their fuzzy bodies into the fray against the assembled stormtroopers and their awesome two-legged walkers.

Biker scouts dart about blasting Ewoks, only to be crushed by a volley of rocks tossed by Ewoks from the trees above.

In the confusion of the battle, Han and Leia break away and dive for the cover of the bunker door as explosions erupt around them. Han goes to the bunker door control panel.

LEIA The code's changed. We need Artoo!

HAN Here's the terminal.

LEIA (into comlink) Artoo, where are you? We need you at the bunker right away.

Artoo and Threepio are hiding behind a log as the battle rages around them. Suddenly the stubby little astrodroid lets out a series of whistles and shoots off across the battlefield. Threepio, panicked, runs after him.

THREEPIO Going? What do you mean, you're going. But— but going where, Artoo? No, what! Artoo! Oh, this is no time for heroics. Come back!

Biker scouts race around and over the two droids, blasting away at the little Ewoks as the furries scurry for cover.

A group of Ewoks have moved a primitive catapult into position. They fire off a large boulder that hits one of the walkers. The walker turns and heads for the catapult, blasting away with both guns. The Ewoks abandon their weapons and flee in all directions. Just as the walker moves in to stomp the catapult, Ewoks drop vines restraining two huge logs that swing down and smash the walker's head flat.

A line of Ewoks hang desperately to a vine that is hooked to a walker's foot. As the walker moves along, the fuzzy creatures are dragged behind.

Two speeder bikes chase Ewoks through the underbrush. As the scouts round a tree, they are knocked off their bikes by a vine tied between two trees.

100 EXT SPACE 100

The Falcon and other Rebel fighters are engaged in a ferocious combat with Imperial TIE fighters, the battle raging around the cruisers of the Rebel armada.

101 INT MILLENNIUM FALCON - COCKPIT 101

Lando is in radio communication with the pilots of the other Rebel squads.

LANDO Watch yourself, Wedge! Three from above!

WEDGE Red Three, Red Two, pull in!

RED TWO Got it!

RED THREE Three of them coming in, twenty degrees!

WEDGE

Cut to the left! I'll take the leader! They're heading for the medical frigate.

Lando steers the Falcon through a complete flip, as his crew fires at the TIEs from the belly guns.

NAVIGATOR Pressure's steady.

The copilot Nien Nunb chatters an observation.

LANDO Only the fighters are attacking. I wonder what those Star Destroyers are waiting for.

102 EXT SPACE - IMPERIAL FLEET 102

The giant Imperial Star Destroyer waits silently some distance from the battle. The

Emperor's huge Super Star Destroyer rests in the middle of the fleet.

103 INT SUPER STAR DESTROYER - BRIDGE 103

Admiral Piett and two fleet commanders watch the battle at the huge window of the Super Star Destroyer bridge.

COMMANDER We're in attack position now, sir.

PIETT Hold here.

COMMANDER We're not going to attack?

PIETT I have my orders from the Emperor himself. He has something special planned for them. We only need to keep them from escaping.

104 INT EMPEROR'S TOWER - THRONE ROOM 104

The Emperor, Vader, and a horrified Luke watch the aerial battle fireworks out the window and on the viewscreens. Another Rebel ship explodes against the protective shield.

EMPEROR As you can see, my young apprentice, your friends have failed. Now witness the firepower of this fully armed and operational battle station. (into comlink) Fire at will, Commander.

Luke, in shock, looks out across the surface of the Death Star to the Rebel fleet beyond.

105 INT DEATH STAR - CONTROL ROOM 105

Controllers pull back on several switches. Commander Jerjerrod stands over them.

JERJERROD Fire!

106 INT DEATH STAR - BLAST CHAMBER 106

A button is pressed, which switches on a panel of lights.

A hooded Imperial soldier reaches overhead and pulls a lever. A huge beam of light emanates from a long shaft. Two stormtroopers stand to one side at a control panel.

107 EXT DEATH STAR 107

The giant laser dish on the completed half of the Death Star begins to glow; Then a powerful beams shoots out toward the aerial battle.

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108 EXT SPACE - AIR BATTLE 108

The air is thick with giant ships. In among them, Rebel X-wings dogfight with Imperial TIE fighters. Now an enormous Rebel cruiser is hit by the Death Star beam and is blown to dust.

The Millennium Falcon roars over CAMERA, followed closely by several TIE fighters.

109 INT MILLENNIUM FALCON - COCKPIT 109

The ship is buffeted by the tremendous explosion of the Rebel cruiser. Lando and his copilot are stunned by the sight of the Death Star firepower.

LANDO That blast came from the Death Star! That thing's operational! (into comlink) Home One, this is Gold Leader.

110 INT REBEL STAR CRUISER - BRIDGE 110

Ackbar stands amid the confusion on the wide bridge and speaks into the comlink.

ACKBAR We saw it. All craft prepare to retreat.

LANDO You won't get another chance at this, Admiral.

ACKBAR We have no choice, General Calrissian. Our cruisers can't repel firepower of that magnitude.

LANDO Han will have that shield down. We've got to give him more time.

111 EXT FOREST - GENERATOR BUNKER 111

Artoo and Threepio make it to the door, as Han and Leia provide cover fire.

THREEPIO We're coming!

HAN Come on! Come on!

THREEPIO Oh, Artoo, hurry!

The little droid moves to the terminal and plugs in his computer arm. A large explosion hits near Artoo, knocking him head over heels, finally landing on his feet. The stubby astrodroid's head is spinning and smoldering. Suddenly there is a loud SPROOING and Han and Leia turn around to see Artoo with all his compartment doors open, and all of his appendages sticking out; water and smoke spurt out of the nozzles in his body. Han rushes to the terminal, as Threepio rushes to his wounded companion.

THREEPIO My goodness! Artoo, why did you have to be so brave?

HAN Well, I suppose I could hotwire this thing.

LEIA I'll cover you.

Ewoks in handmade, primitive hanggliders drop rocks onto the stormtroopers, dive-bombing their deadly adversaries. One is hit in the wing with laser fire and crashes. A walker lumbers forward, shooting laser blasts at frantic Ewoks running in all directions. Two Ewoks are struck down by laser blasts. One tries to awaken his friend, then realizes that he is dead.

112 EXT SPACE - DEATH STAR 112

The Rebel fleet continues to be picked off, from one side by the Death Star's deadly beam, from the other by the rampaging Imperial Star Destroyers.

113 INT MILLENNIUM FALCON - COCKPIT 113

Lando steers the Falcon wildly through an obstacle course of floating giants. He's been yelling into the comlink.

LANDO (desperately) Yes! I said closer! Move as close as you can and engage those Star Destroyers at point-blank range.

ACKBAR At that close range, we won't last long against those Star Destroyers.

LANDO We'll last longer than we will against that Death Star...and we might just take a few of them with us.

The Rebel cruisers move very close to the Imperial Star Destroyers and begin to blast away at point-blank range. Tiny fighters race across the giant surfaces, against a backdrop of laser fire.

The control tower of a Star Destroyer is under attack.

REBEL PILOT She's gonna blow!

Y-WING PILOT I'm hit!

The damaged Y-wing plummets toward the Star Destroyer, and crashes into the control tower, exploding.

114 INT EMPEROR'S TOWER - THRONE ROOM 114

Out of the window and on the view screens, the Rebel fleet is being decimated in blinding explosions of light and debris. But in here there is no sound of battle. The Emperor turns to Luke.

EMPEROR Your fleet has lost. And your friends on the Endor moon will not survive. There is no escape, my young apprentice. The Alliance will die...as will your friends.

Luke's eyes are full of rage. Vader watches him.

EMPEROR Good. I can feel your anger. I am defenseless. Take your weapon! Strike me down with all your hatred, and your journey towards the dark side will be complete.

Luke can resist no longer. The lightsaber flies into his hand. He ignites it in an instant and swings at the Emperor. Vader's lightsaber flashes into view, blocking Luke's blow before it can reach the Emperor. The two blades spark at contact. Luke turns to fight his father.

115 EXT FOREST 115

The battle rages on. Stormtroopers fire on Ewoks with sophisticated weapons while their furry little adversaries sneak up behind the Imperial troopers and bash them over the head with large clubs.

A walker marches through the undergrowth blasting Ewoks as it goes. An Ewok warrior gives the signal, and a pile of logs is cut loose. The logs tumble under the walker's feet, causing it to slip and slide until it finally topples over with a great crash.

A scout bike races past and is lassoed with a heavy vine. The other end of the vine is tied to a tree, and the bike swings around in ever-tightening circles until it runs out of rope and crashes into the trees with a huge explosion.

Chewie swings on a vine to the roof of one of the walkers. Two Ewoks cling to him. They land with a thud on the top of the lurching machine, then hang on for dear life. One of the Ewoks peeks through the window.

WALKER PILOT #1 Look!

PILOT #2 Get him off of there!

The walker pilot opens the hatch to see what's going on. He is yanked out and tossed overboard before he can scream. The two Ewoks jump into the cockpit and knock the second pilot unconscious. The Ewoks are thrown violently as the mighty machine careens out of control. Outside, Chewie is almost knocked overboard; he sticks his head

into the hatch with a series of angry barks. The Ewoks are too busy and frightened to listen to the Wookiee's complaint. Chewie slips inside the walker.

Chewbacca's walker moves through the forest, firing laser blasts at unsuspecting stormtroopers, and destroying other Imperial walkers. The Ewoks shout and cheer as the giant machine helps turn the tide of the battle in their favor.

116 EXT FOREST - GENERATOR BUNKER 116

Han works furiously at the control panel; wires spark as he attempts to hotwire the door. He motions to Leia, who is blasting away at some stormtroopers.

HAN I think I got it. I got it!

The three wires spark as the connection is made. With a LOUD WHOOSH, a second blast door crashes down in front of the first.

Han frowns and turns back to the wires again. Leia exchanges shots with stormtroopers in the bushes, then suddenly cries out in pain, her shoulder hit by a laser blast.

THREEPIO Oh, Princess Leia, are you all right?

HAN Let's see.

LEIA It's not bad.

STORMTROOPER (OS) Freeze!

They freeze.

THREEPIO Oh, dear.

STORMTROOPER Don't move!

Leia holds her laser gun ready, behind Han, out of view of the two stormtroopers moving toward them. Han and Leia's eyes lock; the moment seems suspended in time.

HAN I love you.

Another shared look between them, as she smiles up at Han.

LEIA I know.

STORMTROOPER Hands up! Stand up!

Han stands up slowly and turns, revealing the gun in Leia's hand. She disposes of the

stormtroopers in a flash. As Han turns back toward Leia, he looks up to see a giant walker approach and stand before him, its deadly weapons aimed right at him.

HAN (to Leia) Stay back.

The hatch on top of the walker opens and Chewie sticks his head out and barks triumphantly.

HAN Chewie! Get down here! She's wounded! No, wait.... I got an idea.

117 INT EMPEROR'S TOWER - THRONE ROOM 117

Luke and Vader are engaged in a man-to-man duel of lightsabers even more vicious than the battle on Bespin. But the young Jedi has grown stronger in the interim, and now the advantage shifts to him. Vader is forced back, losing his balance, and is knocked down the stairs. Luke stands at the top of the stairs, ready to attack.

EMPEROR (laughing) Good. Use your aggressive feelings, boy! Let the hate flow through you.

Luke looks momentarily toward the Emperor, then back to Vader, and realizes he is using the dark side. He steps back, turns off his lightsaber, and relaxes, driving the hate from his being.

VADER Obi-Wan has taught you well.

LUKE I will not fight you, father.

Vader walks back up the stairs to Luke.

VADER You are unwise to lower your defenses.

Vader attacks, forcing Luke on the defensive. The young Jedi leaps in an amazing reverse flip up to the safety of the catwalk overhead. Vader stands below him.

LUKE Your thoughts betray you, father. I feel the good in you...the conflict.

VADER There is no conflict.

LUKE You couldn't bring yourself to kill me before, and I don't believe you'll destroy me now.

VADER You underestimate the power of the dark side. If you will not fight, then you will meet your destiny.

Vader throws the laser sword and it cuts through the supports holding the catwalk, then returns to Vader's hand. Luke tumbles to the ground in a shower of sparks and rolls out of sight under the Emperor's platform. Vader moves to find him.

EMPEROR (laughs) Good. Good.

118 EXT SPACE - AIR BATTLE 118

The two armadas, like their sea-bound ancestors, blast away at each other in individual point-blank confrontations. A Star Destroyer explodes. The Rebel victor limps away, its back half alive with a series of minor explosions. The Rebel cruiser manages to move in next to a second Star Destroyer before it explodes completely, taking the Imperial Star Destroyer with it. The Falcon and several fighters attack one of the larger Imperial ships.

LANDO Watch out. Squad at .06.

REBEL PILOT I'm on it, Gold Leader.

WEDGE Good shot, Red Two.

LANDO Now...come on, Han, old buddy. Don't let me down.

119 INT BUNKER - CONTROL ROOM 119

Controllers watch the main viewscreen on which a vague figure of an Imperial walker pilot can be seen. There is a great deal of static and interference.

HAN/PILOT (VO) It's over, Commander. The Rebels have been routed. They're fleeing into the woods. We need reinforcements to continue the pursuit.

The controllers cheer.

CONTROL ROOM COMMANDER Send three squads to help. Open the back door.

SECOND COMMANDER Yes, sir.

120 EXT FOREST - GENERATOR BUNKER 120

As the door to the bunker opens and the Imperial troops rush out, they're surprised to find themselves surrounded by Rebels, their weapons pointed at them. Ewoks holding bows and arrows appear on the roof of the bunker. The Imperial troops throw down their guns as Han and Chewie rush inside the bunker with explosive charges.

121 INT BUNKER - CONTROL ROOM 121

Han, Chewie, and several troops rush into the control room and plant explosive charges on the control panels and rush out.

HAN Throw me another charge.

122 INT EMPEROR'S TOWER - THRONE ROOM 122

Vader stalks the low-ceilinged area on the level below the throne, searching for Luke in the semi-darkness, his lightsaber held ready.

VADER You cannot hide forever, Luke.

LUKE I will not fight you.

VADER Give yourself to the dark side. It is the only way you can save your friends. Yes, your thoughts betray you. Your feelings for them are strong. Especially for...

Vader stops and senses something. Luke shuts his eyes tightly, in anguish.

VADER Sister! So...you have a twin sister. Your feelings have now betrayed her, too. Obi-Wan was wise to hide her from me. Now his failure is complete. If you will not turn to the dark side, then perhaps she will.

LUKE Never-r-r!

Luke ignites his lightsaber and screams in anger, rushing at his father with a frenzy we have not seen before. Sparks fly as Luke and Vader fight in the cramped area. Luke's hatred forces Vader to retreat out of the low area and across a bridge overlooking a vast elevator shaft. Each stroke of Luke's sword drives his father further toward defeat.

The Dark Lord is knocked to his knees, and as he raises his sword to block another onslaught, Luke slashes Vader's right hand off at the wrist, causing metal and electronic parts to fly from the mechanical stump. Vader's sword clatters uselessly away, over the edge of the platform and into the bottomless shaft below. Luke moves over Vader and holds the blade of his sword to the Dark Lord's throat. The Emperor watches with uncontrollable, pleased agitation.

EMPEROR Good! Your hate has made you powerful. Now, fulfill your destiny and take your father's place at my side!

Luke looks at his father's mechanical hand, then to his own mechanical, black-gloved hand, and realizes how much he is becoming like his father. He makes the decision for which he has spent a lifetime in preparation. Luke steps back and hurls his lightsaber

away.

LUKE Never! I'll never turn to the dark side. You've failed, Your Highness. I am a Jedi, like my father before me.

The Emperor's glee turns to rage.

EMPEROR So be it...Jedi.

123 EXT FOREST - GENERATOR BUNKER 123

Han and several of the fighters run out of the bunker and race across the clearing.

HAN Move! Move!

A shock wave knocks them flat as the bunker explodes, followed by a spectacular display as the huge shield-generator radar dish explodes along with the bunker.

124 INT REBEL STAR CRUISER - BRIDGE 124

Ackbar, sitting in his control chair, speaks into the radio.

ACKBAR The shield is down! Commence attack on the Death Star's main reactor.

LANDO We're on our way. Red Group, Gold Group, all fighters follow me. (laughs) Told you they'd do it!

The Falcon, followed by several smaller Rebel fighters, heads toward the unfinished superstructure of the Death Star.

125 INT EMPEROR'S TOWER - THRONE ROOM 125

Luke stands still, as the Emperor reaches the bottom of the stairs. The Emperor's laughter has turned to anger. He raises his arms toward Luke.

EMPEROR If you will not be turned, you will be destroyed.

Blinding bolts of energy, evil lightning, shoot from the Emperor's hands at Luke. Even in his surprise, the young Jedi tries to use the Force to deflect them. At first he is half successful, but after a moment the bolts of energy are coming with such speed and power the young Jedi shrinks before them, his knees buckling. The wounded Vader struggles to his feet, and moves to stand at his master's side.

EMPEROR Young fool...only now, at the end, do you understand.

Luke is almost unconscious beneath the continuing assault of the Emperor's lightning.

He clutches a canister to keep from falling into the bottomless shaft as the bolts tear through him.

EMPEROR Your feeble skills are no match for the power of the dark side. You have paid the price for your lack of vision.

Luke writhes on the floor in unbearable pain, reaching weakly up toward where Vader stands watching.

LUKE (groans) Father, please. Help me.

Again Vader stands, watching Luke. He looks at his master, the Emperor, then back to Luke on the floor.

EMPEROR Now, young Skywalker...you will die.

Although it would not have seemed possible, the outpouring of bolts from the Emperor's fingers actually increases in intensity, the sound screaming through the room. Luke's body writhes in pain.

Vader grabs the Emperor from behind, fighting for control of the robed figure despite the Dark Lord's weakened body and gravely weakened arm. The Emperor struggles in his embrace, his bolt- shooting hands now lifted high, away from Luke. Now the white lightning arcs back to strike at Vader. He stumbles with his load as the sparks rain off his helmet and flow down over his black cape. He holds his evil master high over his head and walks to the edge of the abyss at the central core of the throne room. With one final burst of his once awesome strength, Darth Vader hurls the Emperor's body into the bottomless shaft.

The Emperor's body spins helplessly into the void, arcing as it falls into the abyss. Finally, when the body is far down the shaft, it explodes, creating a rush of air through the room. Vader's cape is whipped by the wind and he staggers, and collapses toward the bottomless hole. Luke crawls to his father's side and pulls him away from the edge of the abyss to safety. Both the young Jedi and the giant warrior are too weak to move.

126 EXT/INT - SPACE BATTLE - FIGHTER AND DEATH STAR 126

Rebel fighters follow the Falcon across the surface of the Death Star to the unfinished portion, where they dive into the super- structure of the giant battle station, followed by many TIE fighters.

WEDGE I'm going in.

LANDO Here goes nothing.

Three X-wings lead the chase through the ever-narrowing shaft, followed by the Falcon and four other fighters, plus TIE fighters who continually fire at the Rebels. Lights reflect off the pilot's faces as they race through the dark shaft.

LANDO Now lock onto the strongest power source. It should be the power generator.

WEDGE Form up. And stay alert. We could run out of space real fast.

The fighters and the Falcon race through the tunnel, still pursued by the TIE fighters. One of the X-wings is hit from behind and explodes.

LANDO Split up and head back to the surface. See if you can get a few of those TIE fighters to follow you.

PILOT Copy, Gold Leader.

The Rebel ships peel off pursued by three of the TIE's, while Lando and Wedge continue through the main tunnel. It narrows, and the Falcon scrapes the side dangerously. Two other TIE fighters continue to blast away at them.

LANDO That was too close.

Nien Nunb agrees. The battle between the Rebel and Imperial fleet rages on. Several cruisers fire at the giant Super Star Destroyer.

127 INT REBEL STAR CRUISER - BRIDGE 127

ACKBAR We've got to give those fighters more time. Concentrate all fire on that Super Star Destroyer.

X-wings pilots head across the surface of the huge battleship.

128 INT VADER'S STAR DESTROYER - BRIDGE 128

Admiral Piett and a commander stand at the window, looking out to the battle. They look concerned.

CONTROLLER Sir, we've lost our bridge deflector shield.

PIETT Intensify the forward batteries. I don't want anything to get through.

The commander is looking out of the window where a damaged Rebel fighter is out of control and heading directly toward the bridge.

PIETT Intensify forward firepower!

COMMANDER It's too late!

The Rebel pilot screams as his ship hits the Star Destroyer, causing a huge explosion. The giant battle ship loses control, crashes into the Death Star, and explodes.

129 INT REBEL STAR CRUISER - BRIDGE 129

There is excitement on the bridge as the battle rages on all sides. They cheer as the giant Star Destroyer blows up.

130 INT DEATH STAR - MAIN DOCKING BAY 130

Chaos. For the first time, the Death Star is rocked by explosions as the Rebel fleet, no longer backed against a wall, zooms over, unloading a heavy barrage. Imperial troops run in all directions, confused and desperate to escape.

In the midst of this uproar, Luke is trying to carry the enormous deadweight of his father's weakening body toward an Imperial shuttle. Finally, Luke collapses from the strain. The explosions grow louder as Vader draws him closer.

VADER (a whisper) Luke, help me take this mask off.

LUKE But you'll die.

VADER Nothing can stop that now. Just for once... let me look on you with my own eyes.

Slowly, hesitantly, Luke removes the mask from his father's face. There beneath the scars is an elderly man. His eyes do not focus. But the dying man smiles at the sight before him.

ANAKIN (very weak) Now...go, my son. Leave me.

LUKE No. You're coming with me. I can't leave you here. I've got to save you.

ANAKIN You already have, Luke. You were right about me. Tell your sister...you were right.

LUKE Father... I won't leave you.

Darth Vader, Anakin Skywalker...Luke's father, dies.

A huge explosion rocks the docking bay. Slowly, Luke rises and, half carrying, half

dragging the body of his father, stumbles toward a shuttle.

131 EXT DEATH STAR 131

The Millennium Falcon leads a swerving bomb run through the immense superstructure of the half-built Death Star. The Rebel Star Cruisers outside continually bombard the huge station. And each direct hit is answered by resonating, chain-reaction explosions within the station itself.

132 INT MILLENNIUM FALCON - COCKPIT AND GUN PORTS 132

Lando's crew fires away at the pursuing TIE fighters as the dashing Baron of Bespin and his alien copilot home in on the main reactor shaft. It is awesome. A lone X-wing is just in front of the Falcon.

WEDGE There it is!

LANDO All right, Wedge. Go for the power regulator on the north tower.

WEDGE Copy, Gold Leader. I'm already on my way out.

The X-wing heads for the top of the huge reactor and fires several proton torpedoes at the power regulator, causing a series of small explosions.

The Falcon heads for the main reactor, and when it is dangerously close, Lando fires the missiles, which shoot out of the Falcon with a powerful roar, and hit directly at the center of the main reactor.

He maneuvers the Falcon out of the winding superstructure just ahead of the continuing chain of explosions.

133 INT REBEL STAR CRUISER - BRIDGE 133

Ackbar and other Mon Calamari lean on the railing of the bridge, watching the large screen showing the Death Star in the main briefing room.

ACKBAR Move the fleet away from the Death Star.

134 EXT DEATH STAR 134

An Imperial shuttle, with Luke alone in the cockpit, rockets out of the main docking bay as that entire section of the Death Star is blown away. But as Luke pilots toward the safety of the Sanctuary moon, his thoughts - enhanced by the Force - turn to his friends aboard the Millennium Falcon.

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The Falcon flies at top speed, with a single X-wing as escort, over the endless surface of the Death Star. A series of explosions within the superstructure follow, then swiftly overtake the small craft as it races for an exit.

135 INT MILLENNIUM FALCON - COCKPIT 135

Lando turns to Nien Nunb and shakes his head.

LANDO (into comlink) Wedge, I don't think we're going to make it.

WEDGE (VO) You'll make it. Just follow me Gold Leader.

LANDO (to himself) I promised to return his ship without a scratch...I sure hope that old pirate forgives me.

135A EXT DEATH STAR 135A

An X-wing, piloted by Wedge Antilles, races out of the exploding superstructure and whizzes toward the Sanctuary Moon. But the Millennium Falcon is not fast enough as it explodes with the Death Star in a supernova of glory.

136 EXT ENDOR FOREST 136

Han and Leia, Chewie, the droids, the Rebel troops, and the Ewoks all look to the sky as the Death Star reveals itself in a final flash of self-destruction. All except Han cheer, as the thirty-year-old starship pilot feels a deep personal loss.

HAN (whispering to himself) Lando...

THREEPIO (misinterpreting Han's reference) They did it!

Han looks down from the sky to Leia, a look of sorrow and regret on his face. He knows he will never see the Falcon and Lando again. His thoughts turn to Leia, as she continues to look at the sky, watching for Luke.

137 EXT ENDOR FOREST - NIGHT 137

Luke sets a torch to the logs stacked under a funeral pyre where his father's body lies, again dressed in black mask and helmet. He stands, watching sadly, as the flames leap higher to consume Darth Vader – Anakin Skywalker.

In the sky above, fireworks explode and Rebel fighters zoom above the forest.

138 EXT EWOK VILLAGE SQUARE - NIGHT 138

A huge bonfire is the centerpiece of a wild celebration. Rebels and Ewoks rejoice in the warm glow of firelight, drums beating, singing, dancing, and laughing in the communal language of victory and liberation.

Lando runs in and is enthusiastically hugged by Han and Chewie. Then, finally, Luke arrives and the friends rush to greet and embrace him. They stand close, this hardy group, taking comfort in each other's touch, together to the end.

Rebels and Ewoks join together in dancing and celebration. The original group of adventurers watch from the sidelines. Only Luke seems distracted, alone in their midsts, his thoughts elsewhere.

He looks off to the side and sees three shimmering, smiling figures at the edge of the shadows: Ben Kenobi, Yoda, and Anakin Skywalker.

FADE OUT

END CREDITS OVER STAR FIELD

THE END