



A possible screenplay for Star Wars: Episode II

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Star Wars C Episode II C Descent into Darkness

Act: Naboo

Scene A-1: *Palpatine and clone master. This scene introduces us to Palpatine's evil plan regarding the clones. Dressed as SIDIOUS, he appears as a holo-image on the Clone Masters's ship. The clone masters are facing the image directly. In the shadows, waiting for the cue at the end of the scene, is our villainess, Nerez, perhaps with her features disguised.*

SIDIOUS: I trust all is going according to plan.

CLONE MASTER #1: Yes, Lord Sidious. No one will suspect that anything is amiss.

CLONE MASTER #2: The flash memories that you gave us seem to have taken perfectly.

CLONE MASTER #1: We are anxious to move to stage two.

SIDIOUS: *An evil smile.* Let us see how well this plan works before we make further clones.

CLONE MASTER #2: *Eager to please.* Yes.

CLONE MASTER #1: Of course. As is we have more than enough for a full planetary invasion.

SIDIOUS: Good. Good. We may need them soon. *Pause.* You have done well. Contact me should you encounter any difficulties.

CLONE MASTER #1: Of course, Lord Sidious.

CLONE MASTER #2: We await your command, my lord. *They bow and leave.*

Nerez steps forward.

SIDIOUS: Do you foresee any difficulties with the Naboo?

NEREZ: None. Those clones we planted have not been noticed. I see no reason for the next step to create any difficulties. They will be completely surprised.

SIDIOUS: Just make certain you leave enough to lead the Jedi astray, should your trap fail. Skywalker must not see my hand in this.

NEREZ: *She grins.* My traps don't fail.

SIDIOUS: *A snarl.* See to it anyway.

NEREZ: *Bows.* Yes, Lord Sidious.

She stays bent until the image disappears, then straightens. The grin is replaced by a look of hatred.

NEREZ: Skywalker.

Scene A-2: *The clone ship heads for Naboo.*

Scene AB-1: *Artoo's action sequence. (It's about time he had one.) The scene is a security room of some sort. There are monitors showing a variety of different palace scenes. ARTOO is jacked in somewhere, humming something to himself. The screen he is using flips through a variety of scenes very quickly and then suddenly stops on a scene of a group of cloaked figures entering the palace. ARTOO stops humming, and he calls out a few danger beeps. A guard-type person walks up to him.*

NABOO GUARD #1: What are you doing here? *He doesn't like droids.* This is a restricted area.

ARTOO is beeping impatiently, flashing the screen.

NABOO GUARD #1: *Taking a quick glance at the screen. His eyes seem to tighten.*

NABOO GUARD #2: *Coming forward.* Is there a problem?

NABOO GUARD #1: *Waving her off.* No. It's just a repair crew. *He focuses on Artoo.* Just a repair crew. Now, get out. *His attention goes to another pad for a moment.*

ARTOO gives off a solid stream of droid curses. Flashes the screen to a scene of Amidala's room when the guard isn't looking and then brings it back.

NABOO GUARD #1: *Bringing his attention back to Artoo.* I told you to leave.

He watches as ARTOO leaves, still cursing, then looks back on the screen. The last of the

cloaked figures has entered the palace. He looks around and pulls out a hidden com-device.

NABOO GUARD #1: You're clear.

Scene AB-2: *Nerez is among the cloaked forms. She puts away her own com-device and then signals for the group to move out.*

Scene AB-3: *Queen Amidala's dining room. (I think it is important to show people eating in Sci-Fi movies. It gives a greater feeling of realism.) AMIDALA and several of her handmaidens are eating at a not-quite formal dining setting. One of the queen's advisors is trying to discuss something with Amidala while she is eating.*

QUEEN'S ADVISOR: . . . And the Star Guild would like to . . .

AMIDALA: *She cuts him off.* Would it be possible for me to finish my meal before we start into my day?

QUEEN'S ADVISOR: *This is a common interruption.* Please, Your Highness, our schedule is quite busy this morning. The Star Guild. . .

AMIDALA has raised her hand to stop the advisor.

AMIDALA: Give me enough time to finish my breakfast, and I will be all yours. I just need these few moments, please.

The queen's advisor sighs, gathers papers or something and begins to leave.

QUEEN'S ADVISOR: Very well, Your Highness. *Smiling, as the advisor doesn't really want to be working right now either.* Enjoy your meal.

AMIDALA: *Smiling widely.* Oh, sit down and join us.

AMIDALA menacingly gestures with a fork as the advisor sits down.

AMIDALA: Just don't mention anything. . .

She trails off as ARTOO rushes into the room with his warning siren going off. Several of the hand-maidens are on their feet, they have weapons in their hands and have gone quickly from

jovial to deadly. They are examining all of the entrances. ARTOO clasps on and starts pulling at Amidala.

AMIDALA: What is it Artoo?

Sounds of fighting come from the hall. All attention goes to it, as the advisor and one of the handmaidens pull weapons on the good guys. That the advisor has a gun pointed at Amidala convinces the other handmaidens to drop their weapons.

QUEEN'S ADVISOR: You will need to cooperate now, Your Highness.

The advisor motions the traitor handmaiden to the door. Before she can get there, ARTOO gives a massive shock to the advisor. AMIDALA takes the weapon and the good handmaidens jump the two traitors. ARTOO ushers AMIDALA out as one of the doors bursts open. Nerez callously kills one of the handmaidens and points to Amidala. A clone of Amidala lowers her hood and points a weapon at the real Amidala. ARTOO pulls out his shocking device again and shorts the door closed before the stun-beam can reach Amidala.

Scene AB-4: *In the locked room. The door sounds like it is being beaten upon. There doesn't seem to be any other exit. ARTOO rolls to a window, blows it out, and whistles impatiently. AMIDALA runs to him and looks down.*

AMIDALA: Now what?

Rocket boosters pop out of ARTOO (I got the idea from an action figure) along with a foot pad and handles. ARTOO makes a heroic sounding noise. AMIDALA gets on ARTOO and he takes off, but there is more weight than he thought and he starts going down instead of up. He makes a worried sound.

The door bursts open and the traitors are searching around the room. We can see a few prisoners being moved about. Nerez steps in and looks to the window, followed by Amidala's clone. Nerez turns to the clone.

NEREZ: Cut off all communication junctions to which the queen might gain access.

AMIDALA'S CLONE: That will take some time. *A pause.* Should we hunt her down?

NEREZ: Yes, but be careful. We cannot risk raising people's suspicions. See to it that

everything is put back to the way it was. This is already messier than we should have allowed.

AMIDALA'S CLONE: No one will suspect. *She bows.*

Scene BA: *A practice room somewhere deep within the walls of the Jedi temple of Coruscant. A diffused light fills the room and accents the rough hewn stone walls and their ancient carvings in earthy tans and rusty tones. The room is large and vacant except for ANAKIN who is occupying the center with three floating remote balls surrounding him. OBI-WAN walks through the door while ANAKIN is fighting the three remotes. OBI-WAN's face twitches in a smile and he waves his hand. Suddenly, ANAKIN's lightsaber flies from his hand, deactivating it. ANAKIN reacts immediately, flowing over and around the remotes' stun shots and "tagging" each remote to shut it down. After shutting down the last remote, ANAKIN turns to Obi-Wan, breathing a little heavily.*

OBI-WAN: I am impressed, Young Padawan. You did not do so well the last time I did that.

ANAKIN: I've been practicing, Old Man. *He smiles.* I wouldn't want to be caught off guard.

Before he finishes the sentence, he "calls" Obi-Wan's lightsaber to his own hand and ignites it.

Not missing a beat, OBI-WAN calls Anakin's lightsaber which was still laying on the floor. He ignites it in time to parry ANAKIN's attack. A mild battle ensues. OBI-WAN manages to disarm ANAKIN and then use the force to knock him off his feet. ANAKIN puts up his hands in surrender. OBI-WAN shuts down his saber, then grabs one of Anakin's outstretched hands, and lifts him to his feet. He is the teacher again.

OBI-WAN: Anakin. You are exceptionally strong in the Force, but you tend to rely on that strength too heavily. You must be mindful of the living Force, willing to listen to its voice.

ANAKIN: I do listen. *OBI-WAN gives him a doubtful look.* I do. It's just that I have a hard time letting it guide my actions. I don't like losing control.

OBI-WAN: *Mild sarcasm.* Really? *He shakes off the question, smiling.* We need to begin the lesson.

The two seat themselves in the middle of the floor, facing each other. Their lightsabers sit off to the side.

OBI-WAN: I want you to relax your mind. Feel the ebb and flow of the Force. Good. Now surrender your will to that river. Allow it to take you to places you have seen and people you know.

A smile creeps to ANAKIN's face, but is suddenly wiped away. Startlingly, he jumps to his feet, lightsaber in hand and ignited. He is looking around. OBI-WAN is standing now too. His lightsaber is in his hand, but not ignited.

OBI-WAN: What is it?

ANAKIN: I'm not sure. I just felt something. Like a storm about to hit.

ANAKIN shuts down his lightsaber and gets an embarrassed look.

ANAKIN: So much for controlling my emotions. I guess that I . . .

A beep from an incoming communication interrupts Anakin.

DISEMBODIED VOICE: Jedi Kenobi. You have an urgent message from Naboo.

Scene B: *Call for help. The chamber looks much the same as it did during Episode I. OBI-WAN and ANAKIN enter through the main doors. The council appears surprised.*

MACE: Obi-Wan. This is very unexpected.

OBI-WAN: *Bowing.* Please excuse this interruption, but we seek permission to leave for Naboo immediately.

MACE: Naboo?

OBI-WAN: We just received a transmission from Queen Amidala. She requested my presence specifically. Anakin has nearly completed his training. He could even face the trials, if it pleased the council.

MACE: What was the message?

For an answer, OBI-WAN produces a projection device or something and a life-size holo-image of AMIDALA appears.

AMIDALA: *A hologram.* Jedi Kenobi. Treason has erupted in Naboo. I barely managed to escape, and I am still in great danger.

The hologram of AMIDALA looks over her shoulder as though she hears something.

AMIDALA: You must come to Naboo immediately. I'm not certain who I can trust. Help me, Obi-wan Kenobi. You're my only hope.

The hologram disappears. The council shifts in their seats. Murmurings through the chamber.

YODA: Yes. Help we will send. Still, sure I am not that Skywalker is ready.

ANAKIN: I believe that I am ready.

YODA: Are you? Place of Qui-gon's death, Naboo is. He meant a great deal to you, yes? Yet your emotions still covered are. Festering, yes?

MACE: I am more concerned about the Sith. Naboo was their last sighting. I sense that this trouble may lead back them again.

OBI-WAN: We have both dealt with the Naboo before. They know us. If you are concerned for our safety, send another Jedi with us.

ANAKIN: Please. We cannot continue to debate this while lives might be at stake.

SICHA: *Stands.* I will accompany them. *A look passes between Yoda and MACE.*

MACE: *Stands.* If this leads to the Sith, I should go as well.

YODA: Your decision it is. *Looks back at Anakin and Obi-Wan.* Our permission you have. Quickly, you must go. May the Force be with you.

MACE, OBI-WAN, Sicha, and ANAKIN begin to leave.

YODA: Padawan Skywalker.

ANAKIN turns sharply, but still respectfully as the others leave. OBI-WAN stops and waits at the

door.

YODA: Watch your feelings you must. Great potential you have, for darkness as well as light. Beware of anger and hate. Lead to evil they do.

ANAKIN: *Both respectful and eager, he bows.* I will not fail you. Thank you, Master Yoda.

ANAKIN leaves with OBI-WAN behind him.

OTHER JEDI #1: The Force is strong in him. I had my doubts before, but he is the chosen one. The one to bring balance to the Force.

YODA: *Quietly, shaking his head.* Fear for him I do. *Pause. He looks up.* Fear for us all I do.

Scene C-1: *A Jedi ship coming to the planet Naboo. ANAKIN, OBI-WAN, MACE Windu, and the Sicha are on the ship, receiving a message from a holo-image of Jar-Jar.*

JAR JAR: Yousa be comin jussa in time.

OBI-WAN: What is happening there?

JAR JAR: Oooo. Issa bad happinins. Queen Amidala, she speakin war agains Gungans.

ANAKIN: *Quickly, defensively.* That can't be right.

OBI-WAN: *Placing a reassuring hand on Anakin to calm him.* Anakin is right, General. This sounds nothing like the Queen Amidala we know.

JAR JAR: Don'na messa know. Messa gone see Amidala cause messa not believe it true. Shessa jussa sit dere and try to have messa killed righta on that spot. Righta in front of her. Saysa I be doin some badda stuff. Wessa had to fight our way out. Badda business, that.

OBI-WAN: What charges did she accuse you of?

JAR JAR: Shessa says messa lead Gungans in attackin the Naboo. Destroyin tings. Killin people.

SICHA: None of these things are true. *She states this as a fact, not a question.*

JAR JAR: *Answering it as a question.* No. Notta ting is true. Dis jus makes her give more an more orders. Now they jussa arrest Gungans with no warnin.

MACE: *Leans forward, this might be the first we see of him.* How are the Naboo taking these orders?

JAR JAR: Some Naboo follow, anna do some badda tings. Some Naboo wanna be fightin with us Gungans. Mos Naboo don'na know what to tink.

MACE: We will be arriving at Naboo shortly, General. We will escort you and a small group of Gungan delegates to meet with Queen Amidala. Together, we will find the source of this problem.

JAR JAR: Thanka youssa. Wessa will be expectin youssa.

The image fades out and the Jedi turn to face each other, a little worry breaking through the Jedi calm.

MACE: *Speaking over his shoulder to a microphone on a control board.* Please contact the Naboo government for us. Let us know when you have a connection ready.

PILOT: *Electronic voice.* Yes, Master Windu.

MACE turns to face the other Jedi.

ANAKIN: *shaking his head.* Something does not feel right about this.

Sicha eyes him curiously.

OBI-WAN: Well, this certainly does not match with our earlier message from Amidala.

ANAKIN: That's not what I mean. I feel like we're walking into danger, into a trap.

MACE: Then we had better be on our guard.

Scene C-2: *The Jedi ship heads toward the planet. Then, a picture of the outside of the Naboo palace.*

Scene D: *The Queen's audience chamber, remembered from the last movie. The advisors are sitting in their normal positions, circled around a holo-image of MACE which is facing Queen Amidala (actually a clone). Nerez is somewhere in the background.*

MACE: ... will be landing shortly.

AMIDALA'S CLONE: We look forward to your arrival.

MACE's image fades out. The clone's gaze turns toward her advisors.

AMIDALA'S CLONE: Please make the arrangements for our guests to be as comfortable as possible. We must make ready to receive them.

She stands and the rest of the advisors stand and take their leave. Nerez steps out as they go. Amidala's smile turns to a scowl.

NEREZ: Events are moving too fast. Why are the Jedi here now?

AMIDALA'S CLONE: She must have been able to release a message. *She looks a little worried.* What should we do?

NEREZ: We stick to the plan, even if it is ahead of schedule. Already, few Naboo trust the Gungans. An attack upon the Jedi will add even more support to our cause.

AMIDALA'S CLONE: *Nervous.* Are you sure this will work? Jedi are not easy to fool, or to kill.

NEREZ: *a wicked smile* Trust me. They can be killed.

Nerez looks around.

NEREZ: I need to leave before I am seen. The next step must be readied before events outpace us. I have been here too long as is.

Nerez smiles at Amidala and strokes her hair fondly, though there is menace in her voice.

NEREZ: Try to see if you can find our little run-away. *A deadly pause.* I will not tolerate

any more mistakes.

Scene E-1: *The Jedi craft comes in for a landing. A Naboo party of greeters escorts the Jedi into the Palace. Then another shot of the palace as night begins to fall.*

Scene E-2: *A regal-looking sitting room attached to several bed chambers. The door opens and Skywalker, Kenobi, and Binks walk in looking a little rough around the edges. They sit at a small conference table.*

ANAKIN: I can't believe this is happening. Amidala seems to be a completely different person.

JAR JAR: Youssa tink dat? Youssa not the one she be wantin to kill.

OBI-WAN: *A hand on Jar Jar's shoulder.* We will find the source of this. At least we were able to convince them to keep you with us rather than in a prison.

Jar Jar nods, relieved.

OBI-WAN: What do you think of the charges, young Padawan?

ANAKIN: They're ridiculous, old man. *At least he's smiling now. Then he gets serious again.* Attacking Naboo citizens? Destroying homes and food centers? It just doesn't sound like the Gungans.

JAR JAR: Issa not us Gungans. Wessa been livin in peace since wessa fought for the Naboo.

OBI-WAN: We don't believe it to be your people, but someone has been doing this. We saw the devastation ourselves.

The other Jedi walk in.

SICHA: *She's talking with MACE as she enters. . . .* tension is too high. I cannot shake the feeling that something else is going on.

MACE nods to the three in the room. Sicha and MACE sit, weary.

MACE: I feel it too. I could find no evidence of the Sith on our tours, but that doesn't mean it is not to be found.

Jar Jar yawns. MACE watches him with a smile.

MACE: We will all do better with some rest. Perhaps the morning will shine a different light on the situation.

Scene F-1: *Outside Naboo with various night shots. Shadows are moving through the palace. The room from the previous scene is dark. A hidden door slowly opens from a section of one of the walls. A shadowed form with a gun is seen coming through. This is the true AMIDALA, but we shouldn't be able to recognize her yet.*

Scene F-2: *Anakin's bedchamber. Jar-Jar is snoring in a chair. ANAKIN is sleeping in a bed. He is resting comfortably, then he suddenly tosses his head to the side, opens his eyes, and then quickly and quietly jumps out of bed. (This would be a good time to show some Jedi muscle by having Anakin shirtless.) He calls his lightsaber to his hand, but doesn't activate it. He then glides to the door and peers out.*

Scene F-3: *Back in the sitting room, we see the shape look towards one of the rooms. Behind it, ANAKIN ignites his saber. You cannot really tell his face. AMIDALA swirls to face him. Neither says anything for a moment.*

AMIDALA: *A breathless question.* Obi-wan?

ANAKIN: No. I'm. . .

ANAKIN turns to meet a third shadow (Sicha) who illuminates the room with a glowing sphere which floats above her hand. She walks in from her room, obviously fully dressed and unsurprised. You know, walking casual. ANAKIN turns his attention back to Amidala as sounds of movement and lightsabers come from the other rooms. MACE and OBI-WAN appear with their tunics barely on but lightsabers ready. Jar Jar has an odd device in his hand.

SICHA: *Oblivious to any tension.* Right on time, Your Highness. *There is a confused pause. Sichu prompts Amidala.* You are about to tell us that we are in danger and must follow you?

AMIDALA: *She is very confused. How. . . ?*

SICHA: I only knew a moment ago.

ARTOO beeps his way into the room. Anxious as anything.

MACE: You brought an astro-droid?

ARTOO gives an indignant squawk.

AMIDALA: *A little defensive.* If it was not for Artoo, I would not be alive.

SICHA: Please, Your Highness, you know how little time we have.

Sicha indicates the secret passage. AMIDALA regains her composure; we remember she's a queen.

AMIDALA: Of course. Follow me.

Scene F-4a: *The shadows outside the palace are still moving. We see the surface of one of the nearby rivers or aqueducts disturbed and then a Gungan vessel rise out of it. The shadows are shown to be attached Gungans galloping on Kaadu through the streets. They begin to launch their boom-ba through the air and into buildings. The larger vessels are also hurling the boom-ba, but those are much larger and are shot faster. One hits the palace.*

Scene F-4b: *The sitting room. It gets hit and destroyed by one of the Gungan weapons.*

Scene F-5: *A secret passageway. ANAKIN is still wrestling a bit with his robes as they move through the passageway. The party stops as an explosion rocks the palace. They look back the way they came. There is another shudder.*

ANAKIN: That came from our room.

JAR JAR: *Covering his head in confusion, fear, and shame.* Thosa are boom-ba. Gungans issa attackin the Naboo.

AMIDALA: Yes, and no. Those are Gungans, but they are not any of your people.

MACE: Just as you are Amidala, yet are not the Amidala we spoke with earlier today.

AMIDALA: Exactly so.

OBI-WAN: How do we know you are the true queen?

AMIDALA: You don't.

ANAKIN: *Almost at the same time as Amidala's statement and a confirming beep from ARTOO he says:* She is.

AMIDALA looks at him strangely, she is trying to place his face.

OBI-WAN: Was the other one of your body-doubles then?

AMIDALA: *She has to stop herself from looking at Anakin to answer.* No. She is a clone, but I do not know where she came from. *A pause.* I do know that she is not alone.

MACE: The Gungans.

AMIDALA: *She nods.* Among others. I believe that a few of my councilors have been switched as well. I am not completely certain who I can trust.

OBI-WAN: *A wry grin.* You certainly tend to have interesting problems.

ANAKIN: *To Obi-wan.* Remind me not to accept any appointments to royalty.

OBI-WAN: *A bantering smile.* I don't think you have. . .

Another rumble stops OBI-WAN from replying further.

OBI-WAN: *He changes his mind and instead says:* We must put a stop to this.

MACE: *Turning to look at Amidala.* Do you have any proof of your identity?

AMIDALA: *Shaking her head.* Only Artoo's testimony and this.

She pulls out the neckless? which Anakin gave her the last movie.

AMIDALA: I don't know how, but this clone seems to know almost everything I have said or done. *She pauses.* Except for my time on Tatooine.

SICHA: *Did you forget that she was there too?* Flash memory. *The rest of the characters remember that she exists and turn to look at her.* It is a process in which a memory can be extracted from one person and then shared with a clone. It is most often used for learning skills, like piloting or diplomacy, but I have heard it can be used to share personal experiences as well.

MACE: Very likely, the memories of this clone come from some of your missing advisors.

AMIDALA: *She nods.* And some of my handmaidens. They know nearly everything I have done.

ANAKIN: Except you were alone on Tatooine. *He takes a breath.* And when I gave that to you.

AMIDALA: *Realization dawning.* Anakin?

ANAKIN nods.

MACE: Let us hope this is enough evidence to convince your people. We have to stop them from retaliating against the Gungans.

AMIDALA: *Her mind back on the task.* Actually, I can do a little better. I know where they are making the Gungan clones.

JAR JAR: Then whata wessa waitin for?

Scene F-6: *Groups of Naboo guards are moving around the palace, fighting off Gungan intruders. The Jedi protect AMIDALA on their way through the confusion by blocking stray shots. The party avoids the combat. They enter the cloning room.*

Scene G: *The cloning room. Somehow, the white starkness of the Clone Masters' ship is combined with the elegance of Naboo architecture. There are two levels to this small lab. The party comes through a door on the top level. There are stairs which lead down to a control station where the clone of Amidala is sitting (we*

cannot see here yet as the high-backed chair is facing the other way). Cloning tubes line the walls. ANAKIN appears transfixed by an antenna, or something, which is coming out of the control station. OBI-WAN and Jar Jar are moving with purpose towards a cloning container.

OBI-WAN: We need to shut these down.

AMIDALA: No!

Everyone turns towards her.

AMIDALA: These are living beings. Shutting down the cylinders will kill them. Even though their bodies have matured and they may possess the knowledge to fly a starship or pilot a speeder, they are still only children. They can still be taught what is right and wrong. We must give them that chance.

AMIDALA'S CLONE: How noble.

The clone's chair swivels around.

AMIDALA'S CLONE: Maybe they don't deserve the chance. Maybe all they will ever know is how to kill and destroy.

ANAKIN: *To Obi-wan.* I guess this saves us from having to look for her.

AMIDALA: *Her full intensity is on the clone.* You have much to answer for.

MACE: Come with us. It is time to put an end to this.

AMIDALA'S CLONE: My dear Jedi. I fear this is only the beginning. As for my coming with you, I don't think that she would let. . .

Her confidence melts to terror. She looks to be in pain. She stands and reaches out to the Jedi.

AMIDALA'S CLONE: Please. Save. . .

She falls to the floor. Some sort of sound, such as a heart monitor, tells us that the clones in the tubes are dying too.

Sicha has quickly moved and grabbed hold of the clone. She is doing something, but it obviously

isn't working. She looks to MACE who is now kneeling beside her.

SICHA: The damage is too great. I can't. . .

AMIDALA'S CLONE: *Her eyes open but with pain. She's waiting. . . On. . . Tatooine. . . Amidala's clone dies. The sound indicates that the other clones have died as well.*

OBI-WAN: They are all dead. How. . . ?

ANAKIN is standing in front of the antenna-thing.

ANAKIN: A slave-binder. This is the same type of array which is used by slave-binders to kill run-away slaves. All of the clones must have had them implanted in their bodies. Someone must have set them off.

Scene H-1: *On the clone ship bound for Tatooine. Nerez is watching intently as others are piloting the vessel. The clone masters are standing nearby.*

CLONE MASTER #1: I don't like leaving things unfinished.

CLONE MASTER #2: We were not able to complete the Naboo batch to our satisfaction.

NEREZ: *Turning to them part-way. Not veiling her contempt. I'm certain the Jedi would be happy to explain why they interrupted your training program. Why don't you go back. . .*

She is interrupted by a sound which indicates an incoming transmission. She hits a few buttons and stands to face SIDIOUS's holo-image.

CLONE MASTER #2: *Bowing.* Lord Sidious.

CLONE MASTER #1: *Also bowing.* How may we serve you, my lord?

SIDIOUS: Is the next batch of clones ready?

CLONE MASTER #1: They will be shortly, my lord.

CLONE MASTER #2: There have been some problems with your special order, my lord.

SIDIOUS: Explain.

CLONE MASTER #1: It seems that force sensitivity cannot be cloned.

CLONE MASTER #2: The flash memories are holding, and the training seems to still work well.

CLONE MASTER #1: But they will never be as powerful as the original.

SIDIOUS: *He seems to dismiss the project. I have no use for them then. Do with them as you will. Be certain that the invasion force is ready. It is clearly a dismissal.*

CLONE MASTERS #1 & #2: Yes, Lord Sidious. *They leave.*

SIDIOUS: *His focus completely on Nerez. Your trap failed. The last is a snarl.*

NEREZ: Your clones allowed Amidala to escape. *It is not an excuse but an accusation.*

SIDIOUS: They have paid the price for their failure, and served a purpose in doing so. *The suggestion is that she may have to pay a similar price. The silence lingers for a hostile moment.* The Jedi will closely follow your trail. Let them find what they need on Tatooine, but see that they pay dearly for it.

NEREZ: All has been prepared, my lord.

SIDIOUS: Be mindful of Skywalker. He is more powerful than you may suspect.

NEREZ: Yes, my lord.

The image vanishes while she is still bowed.

NEREZ: Skywalker will pay your price.

Scene H-2: *The clone ship heads for Tatooine.*

Scene I-1: *The Naboo hanger. People are moving about the Jedi ship. AMIDALA is speaking with her people, Jar Jar is speaking with a few of his.*

QUEEN'S WORRIER #1: Your Highness. I cannot see any justification for you putting yourself in danger like this.

AMIDALA: I know your objections, I will not let this happen to another planet of the Republic. I go personally and discover a threat on Tatooine, the Sante may believe that the threat is real. Otherwise, they will debate it in council until they are entirely replaced by these clones.

QUEEN'S WORRIER #2: Then send someone else with the Jedi while you leave for Coruscant now. Your Highness, your life is too important to be needlessly risked.

AMIDALA: I will not continue to discuss this. I must know how deep this problem lies. Our planet's future may depend upon it.

QUEEN'S WORRIER #1: At least let us send a larger escort with you.

AMIDALA: I do not wish to alert everyone to our investigation. I dare not bring more than I have. Besides, the Jedi should be able to provide ample protection. *She sighs.* I thank you for your intentions, but we must leave immediately.

She turns and leaves. OBI-WAN appears at her side.

OBI-WAN: I see you left out your true reason.

AMIDALA: *She looks back at the groupies for a moment.* That I do not know which one them I can trust? *She gives Obi-wan a wry look.* I wish to leave my planet in one piece.

They walk by Jar Jar's group.

JAR JAR GROUPIE #1: Itin looksa liken theysa be leavin. Yousa done us Gungans proud, Bom-Bad Binks. Yousa find themsa that tryin to hurt us Gungans.

JAR JAR GROUPIE #2: Wessa will staya an makea certain that them Naboo no accusen us again.

JAR JAR: Okey-day. Pleasa be takin good care.

Jar Jar walks back to the ship. ANAKIN is looking out into the sky. ARTOO nudges him and beeps questioningly.

ANAKIN: Home, Artoo. I'm going home.

Scene I-2: *The Jedi ship flies away from Naboo.*

Act: Tatooine

Scene A: *Inside the Jedi transport ship. Same interior as seen from Act Naboo. ARTOO is in the back just swiveling his head around. Jar Jar is walking around looking at a variety of different things. ANAKIN is sitting, apparently deep in thought. AMIDALA and OBI-WAN are also seated and in a discussion.*

OBI-WAN: Your body double was a clone?

AMIDALA: It seemed a sensible precaution for our government to take. Before my election, Senator Palpatine suggested that all possible candidates have a clone made of them. Once the clone had matured to my age, she was released from the growth cylinder to spend the rest of her time with me. We grew up together and became friends.

OBI-WAN: And she turned on you?

AMIDALA: *Defensively.* That clone we faced was not my body double. *Explaining.* When a clone is given its flash memory, its loyalty is also programed. She was created to always be loyal to me, to do what was best for me. *A little sad.* Besides, she was my friend, my sister. *Looking away.* For that clone to know what it did, they must have obtained a flash memory from my double. She would not have done so willingly.

OBI-WAN has walked over and put a hand on her shoulder.

OBI-WAN: I'm sorry.

The door behind them opens. MACE and Sicha enter the room and sit down. OBI-WAN returns to his seat and ANAKIN seems to come out of his daze.

MACE: The rest of the council has agreed that we must investigate further. We are to find the source, and more importantly, the purpose of these clones. Naboo may not have been the only planet affected.

SICHA: We will contact with the Hutts. If anyone would have information about these slave-binders, it would be them.

ANAKIN: I think I know a way that we can free the slaves.

- MACE: *Shaking his head.* I am sorry, Paduwan. This problem with the clones must be our first priority.
- ANAKIN: *Ignoring Mace's statement.* The main array is the key. A slave binder cannot be activated unless a signal is sent by the array. It ensures that stray signals won't kill a slave unnecessarily.
- OBI-WAN: How do the slave owners use the slave binders then?
- ANAKIN: They have a remote unit for each slave binder. Activating it sends a signal to the array. *Back to the plan.* If we were to enter a destruct code in the main array, it could send a signal to every slave binder that would make them shut down permanently, freeing the slaves.
- MACE: That array would be heavily guarded, and would take time which we do not have.
- SICHA: Who knows which governments could be infiltrated by clones at this moment? We need to find out more about these clones, and we need that information now.
- ANAKIN: You want me to leave her behind again? To leave people in bondage?
- MACE: These clones may have already committed an untold amount of deaths. Are you willing to risk even more? *He takes Anakin's silence as acceptance. He looks to Sicha.* When we land, we will meet with the Hutts. *Looking back to Anakin.* We need the you to get in contact with your mother to see if there is any other information to be found.
- SICHA: *Truthfully, regretfully.* She might be the only one friendly to the Republic on the planet.

Scene A-2: *The Jedi ship approaches Tatooine.*

Scene B: *Gardula the Hutt's audience chamber. This room is dark, but comfortable. Unlike Jabba's palace in Return of the Jedi, Gardula's chamber shows that she prefers the soft comforts. There are pillows and cushions aplenty. Gauzy material floats over the walls. One slave is fanning her with a massive feathered thing. For a sense of irony, Gardula has a well-muscled, scantily clad male dance slave sitting on the throne in front of her, a leash around his neck. Her plump*

advisor leads MACE and Sicha into the room. They stop a few paces away from the throne while the advisor places herself to the side of the throne which Gardula's head resides. She whispers into Gardula's ear, then straightens. Gardula always speaks in Huttese, or whatever it's called, with a translation appearing at the bottom of the screen. The Jedi understand though.

GARDULA: It has been quite some time since Jedi last came to see me. What brings two masters to me now?

MACE: We are seeking information.

GARDULA: Information always has a price. The price depends on the information.

SICHA: We know someone on Tatooine has supplied a large number slave binders to an outside buyer. We want to know who that buyer is.

GARDULA: I am afraid you have come a long way for nothing. The Hutt Syndicate does not permit any sale of slave binders to any off-worlders. It would disrupt their monopoly.

MACE: Not to mention that it would break several agreements with the Republic.

GARDULA: Of course.

MACE: Yet someone has done just that. We know that she is here, on Tatooine.

GARDULA: I will tell my people to look for this information.

SICHA: *Bowing.* Then we will return to you later. Thank you for your time.

GARDULA: It has been my honor.

The Jedi are escorted out. Nerez walks up to stand next to Gardula in the space the advisor once held.

GARDULA: They know I was lying.

NEREZ: Of course they do.

GARDULA: This is a dangerous game you have me playing. Should any of the Syndicate suspect my involvement, my entire position here would be destroyed. Jabba

would use any excuse to take control himself. Perhaps even have me killed.

NEREZ: All games have risks.

Nerez pulls out a slave binder and stokes it fondly.

NEREZ: It is too late for you to back out now. What Jabba would do to you is nothing compared to your fate in my hands. Remember that.

GARDULA: Yes, mistress.

NEREZ: Still, it might be time to increase security around the facility. Be a good slave, and do that for me.

She leaves without waiting for a response.

GARDULA: *Looking furious.* Music!

Music begins to play, a light, bird-like melody. Gardula whips the chain that holds her dancer.

GARDULA: Dance!

The male dancer begins to dance.

Scene C-1: *The street outside Watto's shop. This place is the same as the last movie. The street is quite busy, with a variety of creatures and peoples walking by. Jar Jar, OBI-WAN, AMIDALA, ANAKIN, and ARTOO are walking, the humans are slightly wearing desert outfits to blend in better.*

JAR JAR: Maybes shessa out visitin relatives or someting.

ANAKIN: I doubt it. We don't have any. Watto should be able to tell us where she is.

AMIDALA: I don't think it is a good idea for you to come in, Anakin. Your feelings about being owned are quite strong.

OBI-WAN: Besides, he will recognize you. For that reason, it might be best if Jar Jar remains out here too. Knowing your need will certainly raise his price. Mind tricks do not work on him, remember?

ANAKIN: I can be patient.

JAR JAR: Messa too. *To Anakin.* Messa saw some gooda eatin over dere.

ANAKIN and Jar Jar walk off. OBI-WAN and AMIDALA duck into the store. ARTOO follows behind.

Scene C-2: *Inside Watto's shop. Much the same as in the last movie (I seem to say that a lot). Watto flies from behind the counter as OBI-WAN and AMIDALA enter. ARTOO rolls his way past them and out the arch which leads to the junk area.*

WATTO: *translated from Huttese.* Welcome to my store. What can I help you find?

OBI-WAN: I was told that you might own the slave Anakin Skywalker and his mother. He was supposed to be the only human pod racer.

WATTO: *Now in accented English.* You are a fan of-a the pod races, eh? He was-a a pretty good racer, no?

OBI-WAN: So you do own them?

WATTO: Not-a anymore. You are-a way too late for them. I do have a good pod-racer just-a waiting for the right pilot. You might-a want to take a look.

OBI-WAN: I'm sorry, but I was only interested in the boy and his mother. Are you certain you don't know where they are? I am willing to pay for the information.

WATTO: The boy was taken by some off-worlders. I do not-a know where they went.

OBI-WAN: And the mother?

OBI-WAN reaches out and places a handful of money on the counter. Watto eyes it greedily. He then flies behind the counter and rummages through something.

WATTO: I had to sell her to Gardula the Hutt to-a pay for my racing debts. I know where she lives, though. I can give-a you a map to find her.

He flies back to OBI-WAN and holds out the map, then snatches it back before OBI-WAN can take it. OBI-WAN understands and puts out a few more credits on the counter. Watto hands over

the map. ARTOO peeks in from the arch. AMIDALA motions to him.

AMIDALA: It is time to leave, Artoo.

ARTOO shakes his head and whistles back, then he disappears again. AMIDALA looks at Obi-Wan.

AMIDALA: I'll get him.

She heads to the arch with Watto following, curious.

Scene C-3: *At a cafe type area. This open-air eating establishment does not seem to serve that many appetizing things. Still, ANAKIN and Jar Jar are eating something. (I'm telling you, it's important.) Jar Jar is the more enthusiastic of the two. OBI-WAN and AMIDALA round a corner and find them. AMIDALA has a large smile on her face. ANAKIN stands up.*

ANAKIN: Did you find her?

OBI-WAN: *He smiles.* Watto even gave me a map. She lives on the other side of the settlement.

AMIDALA: *Barely containing her excitement.* I bought you something.

She smiles more at Anakin's confusion, and motions around the corner. ARTOO leads in a still-uncompleted THREEPIO. ANAKIN is dazed.

ANAKIN: Threepio?

THREEPIO: Master Anakin? You have changed your appearance.

ANAKIN: Where did you find him?

AMIDALA: Watto had him in the back of his store, programing binary load lifters. He was almost anxious to sell him.

ANAKIN's next question is interrupted by a beep from Obi-Wan's comlink. OBI-WAN pulls it out and speaks into it.

OBI-WAN: Did you find anything?

MACE: *A static-filled voice.* It appears to be a dead end. The Hutts are obviously hiding something though. Were you able to locate Anakin's mother?

OBI-WAN: Yes. We were just about to go to her home. I am sending the location to you.

MACE: We'll meet you there.

Scene D-1: *Outside Shmi's house. This is a quiet street with dwellings literally packed on top of one another. ANAKIN, OBI-WAN, AMIDALA, Jar Jar, ARTOO, and THREEPIO are walking down it.*

JAR JAR: Alla dese street look da same. Are yousa certain wessa not lost?

They stop in front of a door. ANAKIN hesitates. AMIDALA touches his arm.

AMIDALA: A little nervous?

ANAKIN gives her a weak smile and knocks on the door. There is a short moment until Shmi opens the door. She looks around questioningly. ANAKIN just stares. She looks up into his face and steps back. Shock turns to massive pleasure.

SHMI: *very hesitant, this is a dream she does not want to wake from.* Ani?

ANAKIN: *It's his dream too.* Mother?

Schmi and ANAKIN embrace as the others smile on.

Scene D-2: *Inside the clone ship. Nerez is facing a hologram of SIDIOUS.*

SIDIOUS: I trust everything is going according to plan?

NEREZ: The Jedi spoke with Gardula. They are close to discovering everything.

SIDIOUS: *He's very pleased.* Excellent.

Scene D-3: *Inside Shmi's home, in the dining room/kitchen. This place is small. A small table with three chairs fills about half the room. Shmi, AMIDALA, and Sicha are sitting. MACE, OBI-WAN, and ANAKIN are standing. Jar Jar is seen walking around. The droids are not there, but ARTOO can be heard beeping from another room.*

MACE: You are certain they were clones?

SHMI: *looking at Mace and nodding.* Absolutely. I was able to get a very good look at them.

SICHA: This Afactory,@ where is it?

SHMI: It is built beneath the primary slave array. I thought it an odd place to do this.

OBI-WAN: Gardula is hiding her treason right under the Syndicate's nose.

MACE: And you can get us in?

SHMI: Yes. I know where to go.

MACE: *Looking at Anakin.* It looks like you will get your wish. The clones are our first concern, but if we can get that far, we might as well carry out your plan.

ANAKIN: *Excited, yet concerned.* Mother. This is going to be dangerous.

SHMI: *A knowing smile.* No more than pod racing, I think. I have worked there for several years now. I am well known.

SICHA: You only saw this cloning area a few days ago?

SHMI: *Nods.* I was asked to deliver something. I am usually not allowed in that part of the facility.

OBI-WAN: Could this be a trap?

MACE: Let us hope not. Nonetheless, we should be prepared for anything.

SICHA: General Binks should remain on the ship with Skywalker's protocol droid. The rest of us will need something to make us look like slaves.

SHMI: I know where I can get some clothes.

ANAKIN: *Smiling and shaking his head.* It will take more than clothes to make them look like slaves.

Scene E-1: *The massive tower which holds the array stands in the middle of the desert. Several transport ships are moving to and from it.*

Scene E-2: *The docking hanger. A transport ship pulls into it and opens its doors. A variety of slaves and droids come out before other slaves and droids board the ship. It departs again.*

Scene E-3: *At a junction of hallways. Shmi, AMIDALA, and MACE, all looking like slaves, head off in one direction with ARTOO, looking beaten up, following them. OBI-WAN, ANAKIN, and Sicha, also disguised, head in another. They enter an elevator.*

Scene E-4: *A control room. Plenty of buttons, knobs, switches, and screens. A guard is looking over something. He nods at a data pad in his hand and walks to the door. Shmi, AMIDALA, MACE, and ARTOO are right there when it opens.*

GUARD #1: What are you doing here?

SHMI: I am training these two. They need to learn how to use a droid to gather data.

GUARD #1: I wasn't informed of any new workers. Where is your authorization pad?

MACE: *doing the hand wave thing.* Surely you were just notified of a few new workers.

GUARD #1: I did just receive notification of a few new workers.

MACE: *still hand waving.* You seem to be busy. I know you have more important things to do.

GUARD #1: Well, stand out of my way. I'm quite busy. I have some very important things to do.

They get out of the way and he leaves. The door shuts, they seem to lose their dejected looks.

AMIDALA: That was close.

SHMI: Normally this room is empty. I hope nothing else has been changed.

Shmi points to a socket.

SHMI: Artoo?

ARTOO beeps in answer.

SHMI: You should be able to access the main computer from here.

ARTOO wheels over and jacks in.

AMIDALA: Should we look for a way to shut this factory down?

MACE: *Shaking his head.* There is no need to. Once we provide this information to the Syndicate, they will shut it down.

SHMI: They don't really care for treason.

Scene E-5: *In another hallway. OBI-WAN, ANAKIN, and Sicha are walking down the hall, following Guard #2. This is a different guard from an alien race.*

GUARD #2: *He's just chatting away as they walk.* Since they added all the new passages, slaves and droids keep getting lost up here. It's a nightmare. I'm never sure who's up here legit, who's up here lost, and who's up her to break things. I tell you. If I hadn't found you slaves, you might still be wandering around the incubation area. How could you miss the door?

ANAKIN: We thought it might be quicker to go left.

GUARD #2: *Laughing.* And right you were! But only since you happened to run into the only one who seems to know all the ins and outs of the new system here.

OBI-WAN: We are certainly indebted to you.

They reach a door.

GUARD #2: Well, this is your lift. Just take it all the way up.

He hands them a pad.

GUARD #2: This map will show you where to go from there. Well, I've gotta go finish my rounds now. You slaves have put me behind.

SICHA: Thank you for helping us.

GUARD #2: *Clears his throat.* Don't mention it.

He assumes a more military posture and begins marching off. The Jedi watch him go then enter the elevator.

ANAKIN: That certainly made this easier.

SICHA: It is the will of the Force that your people should be set free.

The doors of the elevator shut.

Scene E-6: *Back in the first control room. Shmi, AMIDALA, and MACE are standing looking anxious. ARTOO gives a beeping sound and removes his plug-in.*

AMIDALA: He's got it.

MACE pulls out his comlink.

MACE: The download is completed. We are on our way out.

Scene E-7: *Another hallway. Sicha is talking into a communicator as her, OBI-WAN and ANAKIN walk down the hall.*

SICHA: Excellent. *She pauses, thinking.* You might have to bring the ship here to get us out. I have a feeling that we are going to be making some noise pretty soon.

MACE: *with an electronic sounding voice.* Understood. We will meet you at docking bay

six. May the Force be with you.

Sicha puts away her comlink.

SICHA: We need to hurry.

Scene E-8: *The previous docking bay. We see a transport come in and open its doors. Slaves and droids pile out. Slaves and droids then go in, ARTOO noticeable among them, the doors close, and the transport leaves.*

Scene E-9: *The Main Control Room is a room with a lot of monitors. The room is fairly large with a raised area in the center which someone can supervise from. Some of the work stations appear to have been designed for Hutts. There a couple of doors which lead out. Nerez is sitting at one of the workstations smiling at the screen. No one else is in the room. She presses a few buttons.*

NEREZ: We have intruders in section 73-J.

Scene E-10: *In yet another hallway. OBI-WAN, ANAKIN, and Sichu are heading purposefully down the hall. Just before they get to a junction, Sichu pulls out the pad and looks at it for a moment. Then she points towards one of the branches.*

SICHA: The main control room should be the third door on the left in that hall.

As they reach the junction, several guards with weapons drawn can be seen running down the hall which she didn't point to. They begin to open fire. OBI-WAN, ANAKIN, and Sichu all ignite their lightsabers and begin deflecting, hitting a few guards.

SICHA: I can hold them. Get to the control room.

ANAKIN and OBI-WAN go to the door. OBI-WAN enters it first, followed by ANAKIN. Sichu starts backing up.

Scene E-11: *The Main Control Room. This room is the one Nerez was in earlier. Actually, it's the room she is still in. As OBI-WAN enters the room, she moves her hand and an object smashes him in the head. He is then picked up and tossed against a wall, unconscious. ANAKIN has his saber ready in time to block the attack sent to him.*

NEREZ: Skywalker. I've been told a lot about you.

An object flies up and smashes the door control just as Sicha can be seen approaching the door, still fighting. The door slams shut.

NEREZ: Let's keep this just between us.

She pulls out two saber handles, one for each hand and ignites them. They are about half to two-thirds the length of a normal lightsaber.

NEREZ: I want to know if you are as good as he says.

She attacks. ANAKIN defends. Her attack style is fast. She alternates the blade in her left hand between holding pointing out and holding it parallel to her forearm. ANAKIN's reach is longer, so he tries to stay farther back.

Scene E-12: *The Jedi ship cockpit. MACE enters. Shmi and AMIDALA can be seen in the background getting ready. A pilot and co-pilot are sitting in their respective chairs.*

MACE: We are ready, Captain. We need to hurry.

PILOT: Prepare for lift-off.

CO-PILOT: All systems check out.

The pilot pulls a lever.

Scene E-13: *The Jedi ship takes off.*

Scene E-14: *The Main Control Room. Nerez and ANAKIN continue to fight. They get to a stand-off point where they are staring at each other. Nerez shifts her eyes for a moment and an object lifts and hits ANAKIN in the back. She takes advantage of the distraction and disarms him. She then shuts down one of her sabers and uses a hand to throw him into the supervisor's chair. He hits and falls to the floor. He rolls on his back just as she sits on his chest. Her blade is an inch from his neck.*

NEREZ: Pathetic. It's a shame I'm not allowed to kill you. *She smiles.* I'll just have to settle for making you wish you were dead. You see, it's you who I want to feel pain.

Nerez's eyes tighten and ANAKIN shifts his body as though in pain.

NEREZ: *Reproving.* Now, now. Mind the blade.

Nerez concentrates and ANAKIN jerks again. Nerez is still smiling.

NEREZ: Now, I would love to continue this, but I have important things to do. I do have a present for you though. Something to remember me by.

She pulls out a slave binder with her free hand.

NEREZ: It won't be good for much longer, so I have to give it to you now. It was easy to talk Gardula into letting me have your mother's life in my hands. I put a timer on to make things interesting. I wonder if you can shut down the array in time.

ANAKIN: Please. No.

NEREZ: I think I like you begging.

Suddenly the glass above erupts and Sicha come flipping down, her lightsaber out. She lands, and uses a motion of her spare hand to throw Nerez off of Skywalker and into a wall. Nerez lands on the wall with her feet and runs down to the floor.

NEREZ: It's the thought that counts.

Nerez tosses the slave binder and goes out the door. Sicha start to go after her.

ANAKIN: No!

ANAKIN runs to the control panels and starts flipping switches.

ANAKIN: You have to help me. I can't do it alone.

Sicha calls the slave binder to her hand and looks at it. Her face fills with sorrow.

SICHA: It's too late, Anakin. She already activated it.

Scene E-15: *The Jedi ship's passenger room. Shmi and AMIDALA are sitting. MACE comes in and sits down.*

MACE: We will be there shortly.

SHMI: *She has a sudden, shocked look on her face.* Oh, no.

Shmi falls forward. AMIDALA is beside Shmi instantly.

AMIDALA: No. This can't be happening.

MACE is also there. He concentrates, then looks at Amidala and shakes his head.

SHMI: *Looking up at Amidala.* Take care of him. Tell him that he has . . . already. . . set. . . me. . . free. . .

Shmi dies.

AMIDALA: No.

Scene E-16: *The Main Control Room. The instant we left it. ANAKIN is still working.*

ANAKIN: No. She said there was a timer.

Sicha holds up the slave binder.

SICHA: She lied.

ANAKIN turns, pure fury on his face. He is jogging for the door Nerez went out. He holds up one hand and crumples the door, the other hand calls his saber to him.

SICHA: Anakin. You must not!

Her cry is broken into by the door to the hall blowing in. Guards begin to come in shooting. Sichu sees Obi-Wan in the corner and turns to face the guards, deflecting their shots back at them.

Scene E-17: *Yet another hallway. ANAKIN is running down the hall, hacking all of the guards in his path. One that tries to get him from the side has a large object launch into him. ANAKIN does not slow down or even seem to notice. The guards are mowed down before him. A group of guards is in his way. He crushes with his fist and they all fall, choking.*

Scene E-18: *A docking pad. Nerez's shuttle is sitting on it. The ship takes off. ANAKIN enters the pad, killing the few guards in his way. With no more enemies to fight and the ship too far away, he watches as it leaves for space.*

Scene E-19: *Main Control Room. The guards are gone or down. Sicha moves to one of the councils and pulls two levers. The panels all light up. She then goes and lays her hands on Kenobi. He opens his eyes. She helps him up.*

OBI-WAN: Did we do it?

SICHA: *A hollow sound to her voice.* I sent out the signal. The slaves are free.

Scene F-1: *On a Tatooine street. There are several children working. They look up as another child runs into the street.*

SLAVE CHILD: Someone broke the binders. We're free.

Confused looks turn to looks of joy. Suddenly they are cheering.

Scene F-2: *In a Tatooine bar or something. Some men are arguing. A slave enters, ecstatic.*

SLAVE MAN: Someone broke into the array and sent the destruct signal. The binders are broken! We're free.

The silence turns to cheering and they start hugging each other.

Scene F-3: *In a home in Tatooine, by a window. A mother is holding her child and crying for joy.*

Scene F-4: *A slightly removed shot from a city shows people cheering everywhere.*

Scene F-5: *At the docking bay. It is crowded with slaves cheering and dancing.*

Scene F-6: *At a docking pad. The Jedi ship has landed. OBI-WAN is led by Sicha onto the ramp. ANAKIN is walking behind. AMIDALA walks down to him. He walks leadenly by her. She looks to the array for a moment before getting back on. The ramp raises and the ship takes off.*

Scene F-7: *Gardula the Hutt's audience chamber. It is in a state of jubilation. Her aide walks up to her. She looks worried. Gardula is ecstatic.*

GARDULA: I'm free of her. Finally free. Come on. Join in the festivities.

GARDULA'S ADVISOR: Mistress. Jabba the Hutt is here to see you.

Gardula begins to look worried. Jabba the Hutt enters the room with several henchmen. He has a data pad in his hand.

JABBA: You would never believe what sort of information Jedi can find. All they wanted was my assurances that I would not reactivate the slave binders. The Syndicate was not happy with you to say the least. At least they were merciful enough not have you executed.

Gardula has been looking worse and worse until the last. She begins to look hopeful.

JABBA: Instead they left you to my care.

We get to see what a Hutt looks like when terrified.

Scene G-1: *On the Jedi ship. OBI-WAN, ANAKIN, AMIDALA, Jar Jar, MACE, Sicha, ARTOO, and THREEPIO are all seated, looking glum (to say the least).*

MACE: *Looking at a pad.* There were enough clones produced to launch a planetary invasion. And we do not know where any of them went.

AMIDALA: There also are not any records as to what races were clones, let alone which specific people. They could be anyone, anywhere.

OBI-WAN: And we have no means to detect them.

ANAKIN: That's not true. *Everyone is startled that he spoke.* Do you remember that feeling we each mentioned after meeting Amidala's impersonator?

OBI-WAN: That feeling that something was not right?

ANAKIN: *Nods.* I noticed it again in the factory. When I met Her, I thought she might have been the cause. Except after she left, I still felt it.

SICHA: *Nodding in agreement.* It seems that your head has cleared. How do you feel?

ANAKIN: Like I wish I was dead. Just as She wanted. *No one knows what to say.* Master Windu, what is going to happen to me now?

MACE: You gave into your hatred and touched the dark side. Your fate is for the council to decide.

Scene G-2: *The Jedi ship flies through space.*

Scene H: *The clone ship. Nerez is facing an image of SIDIOUS.*

SIDIOUS: You have done well. Very well indeed.

NEREZ: I live but to serve you.

SIDIOUS: Do you? I have another task for you. One I think you will enjoy.

NEREZ: How may I serve?

SIDIOUS: I want you to meet with the fleet I have found for you. News of the clones will spread quickly. I want you to be ready to take advantage of their terror.

NEREZ: As you wish, my lord.

Act: Coruscant

scene A: *The Jedi council chamber. This scene shows the Jedi discussing Anakin's trip to the dark side and also shows the loyalty of Obi-wan to his friend. Things are back to the way which we had seen them last. MACE again sits at Yoda's left and Sicha has resumed her place as well. ANAKIN stands in the middle with OBI-WAN just off and behind his right shoulder. The air is tense. ANAKIN is a little more than angry but is holding it in check.*

YODA: Know you do the dangers of the Dark Side, yet embraced it you did.

ANAKIN: *Interrupting the next sentence.* Master Yoda, it was just a moment. I did it without thinking and stopped when I knew what I did.

YODA: *Pointing at Anakin.* Still this hostility you show. Still this anger we see. *Mocking questions.* You did not think? You did not know? *Back to lecturing.* More terrifying is that, I think. More dangerous is that, I know.

OTHER JEDI #2: Your potential is beyond anything we have seen before. How can we be sure that it will not be used for destruction, for chaos, for death?

OTHER JEDI #3: And how did you learn this skill? Where did this power come from?

ANAKIN: *Head down.* I don't know. It was just there, ready to be used. Begging to be used. *A whisper, but loud enough that it is meant to be heard.* And I did not want to stop it. *He looks up and around the room.* Am I now evil then? I don't feel any change. Have I been evil forever? I don't wish to be. *His gaze falls back on Yoda.* Shouldn't I be able to tell?

OTHER JEDI #1: The dark path has no chart. We do not know how far one can travel down it without being consumed wholly.

YODA: A Jedi you were to become. What are you to become now?

OBI-WAN: *Stepping forward.* You must not stop his training for this. This incident should be reason enough to continue it.

MACE: Explain.

OBI-WAN: He needs to learn control. He was not taught to use the dark side, yet it came to him anyway. What if it happens again? What if he comes by something even more powerful, more deadly? Will we leave him helpless against it? Do we just cut him off and hope that what he knows is enough to save him and those around him?

YODA: What if our teachings are what leads him to that path? What if we give him knowledge that could be vilely twisted by the dark side? Comfortable are you with that risk? His training completed is. What other control can we teach him than what already he has learned?

ANAKIN: I will learn control. I have no desire to become something evil.

SICHA: We must consult on this matter. It will not be an easy decision.

MACE: Do either of you have anything to add?

ANAKIN: *Looking up again.* I wish to be a Jedi. I have done all I could to fulfill your requirements, to meet your expectations. All I ask of you is to trust me.

Scene B-1: *Various locations on Alderaan. We see a peaceful scene on the planet of Alderaan. The planet itself is mostly ocean with many volcanic islands sprinkled about it. (Any excuse to shoot on location in Hawaii.) The cities are fantastic structures crossed between science fiction and fairy tale. Many of them float on the oceans, still situated close to the islands. We watch as people are going on with their very happy lives. Beru, a young and pretty woman, is teaching a class of children on a field trip to one of the islands.*

Scene B-2: *Nerez' ship. She sits comfortably in her chair facing a screen which shows the planet. Other people are working on the ship around her. A military-looking man approaches her.*

BAD GENERAL: All ships have entered the system safely and show battle ready.

NEREZ: Launch the fighters.

Bad General bows to leave, but before he can go Nerez turns to him.

NEREZ: And General.

Bad General stops for a moment.

NEREZ: See to it that their cry for help is deserved.

Scene B-3: *The fighters swarm out from the larger ships and make a run on the planet.*

Scene C-1: *Outside the council room. While there are comfortable seats available, no one seems to be using them. ANAKIN is standing sullenly in the corner; OBI-WAN is whispering to AMIDALA, and Jar Jar is pacing back and forth.*

JAR JAR: *Throwing his hands up in the air.* Messa can no take any more waitin. What be takin thema so long?

A side door opens and Chancellor PALPATINE enters. Royal guard are seen through the door as it shuts. He looks to Anakin first, then addresses Amidala.

PALPATINE: Your highness. I just received word that you had arrived. Had I known earlier, I would have put together a proper reception for you.

AMIDALA: *Turning from worried to regal.* Chancellor Palpatine, you have my thanks for the intention, but I assure you that I need no ceremony. You have received word about the clone crisis?

PALPATINE: *His face becomes concerned.* Yes, I have. Unfortunately, so have most of the senators.

AMIDALA: Unfortunately?

PALPATINE: Yes. I fear the news has created more suspicion in the senate. The delegates do not know who to trust, and so they trust no one. Everyone suspects the others of plotting, and in this case, they may be right.

AMIDALA: *Laying a hand on Palpatine's arm.* I am certain that you will put this to rights, Chancellor. You have my and Naboo's full support.

PALPATINE: Thank you.

PALPATINE turns his attention to fully rest on Anakin.

PALPATINE: Jedi Skywalker. The news I received also sent word of your loss. If there is anything I can do. . .

ANAKIN holds up his hand and interrupts Palpatine.

ANAKIN: Thank you, Chancellor.

The council doors open before Palpatine can reply, he leaves it as a short bow, and Sicha motions them inside.

SICHA: The council has made its decision.

She lets ANAKIN and OBI-WAN through and then the door shuts with her watching those still in the waiting room.

Scene C-2: *Back to the Jedi council. Same places as the beginning of scene A. Yoda does not look happy. Sicha moves from the door to her seat.*

MACE: It seems that you do bring change. This is one of the first matters which I have ever witnessed were the council did not agree unanimously. *There is a pause.*

OTHER JEDI #2: This Council confers on Anakin Skywalker the rank of Jedi Knight.

There is an odd moment when no one knows what to say. ANAKIN looks around the room, and several times at a smiling Obi-wan, in joyful amazement. Then a clapping begins slowly. After a moment MACE stands up, followed by the other Jedi (except Yoda). The clapping dies down.

MACE: We have a few conditions which must be met.

OTHER JEDI #1: We ask that Jedi Kenobi continue to act as an instructor for you. We have paired Jedi in the past, and we wish to do so with you. What say you, Jedi Kenobi?

OBI-WAN: I can think of no greater privilege than to work with this young Jedi.

ANAKIN: *Smiling.* Or me with you, old man.

OTHER JEDI #1: *Bringing back a serious tone. Heed his council. This might be whispered.*
It may save us all.

SICHA: We ask that you continue in your position as liaison to Chancellor Palpatine.
Especially in this current crisis, it is essential that the Republic and the Jedi work together.

ANAKIN smiles and nods in acknowledgment.

YODA: And we ask that you not seek revenge for your mother's death. *A few of the Jedi seem surprised that Yoda has spoken.* Most important this is. Her murderer we will punish. Let go of your hate you must. Avoid any opportunities for vengeance you will.

ANAKIN's nod is more hesitant. The moment of tension over, MACE is the first to smile at Anakin and do the secret Jedi handshake, or whatever. The rest of the Jedi follow suit as Yoda looks on. OBI-WAN clasps Anakin on the shoulder and leads him out. The Jedi return to their seats.

YODA: Abide this I cannot. Sit and watch the fall of this council I will not.

OTHER JEDI #3: Master Yoda, he is the chosen one. We must be here to guide him.

YODA: My warnings you have forgotten. Suffering will this Skywalker bring. *To Mace.* Your hands this rests in now. Know you what must be done.

Scene CD-1: *Back to the surface of Alderaan. People in one of the cities are running in terror as fighters fly around destroying buildings. Some of the bombardment comes from the orbiting ships.*

Scene CD-2: *Beru is hurriedly leading her children into a protected cave on the island. From the cave, she can see as the closest city becomes little more than rubble, sinking beneath the ocean.*

Scene CD-3: *We see some of the cities get shields up to block the bombardment.*

Scene D: *Palpatine's chamber. Elegant furnishings are on the edges, though a good deal of*

space remains open. A chime sounds on the door.

PALPATINE: Enter, Jedi Skywalker.

ANAKIN enters the room, brimming with enthusiasm. PALPATINE gestures to the guards.

PALPATINE: Leave us.

The Royal Guards file out and the door shuts.

PALPATINE: How did the proceedings go?

ANAKIN: They raised me to Jedi Knight.

PALPATINE: They should not have. *There is some anger in his tone, all the more menacing since he does not raise his voice.* What you did was beyond dangerous.

ANAKIN: Chancellor?

PALPATINE: Perhaps the Council was correct in not trusting you. You have no control and are dangerous because of it. You lashed out wildly in anger as no Jedi should. Can you not see that path leads to evil?

ANAKIN: *Deeply disturbed.* She died because I couldn't save her. I couldn't think of anything except striking back.

PALPATINE moves forward and puts a hand on Anakin in a fatherly manner.

PALPATINE: Your hatred can consume and destroy you. You must not let your emotions take control. *Pause for emphasis.* You must take control of them. You must learn to take your anger and concentrate it, to sharpen your hatred to a keen edge which you can use. Your emotions are a tool, and a powerful one. With them you can accomplish anything.

ANAKIN: *He seems caught in the emotion of Palpatine's speech, but he stops himself and shakes his head.* I can feel that power. *He returns Palpatine's gaze.* But none of the Jedi, *He realizes that he is a Jedi.* . . of the other Jedi, have made any mention of this. Anger, fear, aggression are tools of evil and must be avoided at all costs.

PALPATINE: That is an effective mantra for the ignorant and the weak. It keeps them safe from

themselves. The dark side is not evil. *He has thought of an example.* Can you stop yourself from hating? From becoming angry? From laughing? *He smiles widely.* From loving? *A pause.* Of course not, these emotions are all a part of you, a part of each of us. Just as the Force is in each of us. The Council knows this to be the truth.

ANAKIN: *Introspective.* They hide this from me because they fear me.

PALPATINE: And well they should. The dark path is dangerous, and not for the weak. One must ride the razor's edge to survive. If you allow your emotions to carry you away, you will be lost forever. Focus. Focus is needed.

PALPATINE walks to a window and looks out, he is smiling when Skywalker cannot see him.

PALPATINE: I understand the council's hesitation, but you are the chosen one. You, of all Jedi, must know the true nature of the Force. That is why I have trained you in secret.

PALPATINE turns back to Anakin. His face regal.

PALPATINE: You have a grand destiny ahead of you. *Pause.* I have foreseen it.

A pause in the conversation is followed by a noise which indicates an incoming transmission.

DISEMBODIED VOICE: Chancellor Palpatine, we have received an urgent message from Alderaan! They are under attack!

ANAKIN and PALPATINE look at each other.

Scene DE-1: *Again the world of Alderaan is shown. The bombardment is not able to penetrate the shields that remain. One large bolt is traced back into space, to Nerez's ship.*

Scene DE-2: *Nerez seems to be enjoying the view. The Bad General returns to stand by the command chair.*

BAD GENERAL: Your orders?

NEREZ: Send the landing parties. Some of those shields need to come down.

BAD GENERAL: What of their distress call?

NEREZ: Yes, I think it is time to let them send another one.

Scene DE-3: *The planet is continuing to be bombarded. The image takes on a holo-image type look.*

Scene E: *The Republic's Senate Chamber. The massive room is similar to how it appeared in the last movie with the exception of the Chancellor's seating area which is noticeably larger and has several of the Chancellor's guards stationed around it. The room is filled by the projection from Alderaan. It shows one of the cities' shields fail and the city starting to take damage. A panicked voice resounds through the chamber.*

PANICKED VOICE: They have begun to land soldiers to enter the shields and shut them down.
We have no weapons. We need help. . .

The image and the voice die off in static. ANAKIN is standing off to PALPATINE's side on the Chancellor's platform. OBI-WAN is nearby. On a different platform is Bail Organa (or Antilles, if that is his name. Whoever is to become Leia's adopted father.) There is worried murmuring throughout the chamber.

DISEMBODIED VOICE: The transmission seems to be jammed at the source. I will try and raise them again.

PALPATINE: *Bringing his attention to the delegates.* The attack appears to come from the Mandalorians.

An outraged Mandalorian senator brings his platform up.

MANDALORIAN SENATOR: We have made no such attack. I was just in communication with our Prime Minister. Several of our shipyards were raided, our fleet stolen.

A Bothan senator brings up his platform.

BOTHAN SENATOR: How do we know you are not lying? That your Prime Minister is not lying?

MANDALORIAN SENATOR: You have my word that this. . .

BOTHAN SENATOR: What is your word worth, today? Maybe you were lied to. Maybe it was a clone you spoke with.

The senate erupts in shouts and accusations.

BAIL: I believe the Mandalorian. *His soft words are enough to silence the entire senate.* We knew there was an army of clones out there. Besides, who attacked my people is irrelevant. This invasion must be stopped. My people have no weapons with which to defend themselves. They will be slaughtered if no one intervenes.

PALPATINE: Agreed. This is not the time for accusations, but for action. The Jedi have agreed to keep as many cities safe as they can, but they cannot end this conflict alone. They will need help in this. *There is an uneasy silence.*

The Naboo floater comes forward. AMIDALA and Jar Jar are on it.

AMIDALA: The Naboo and the Gungan people (*She indicates Jar Jar*) are willing to send whatever help we can.

Bail sends a grateful look. The silence reigns.

PALPATINE: No others? Has the Republic become severed this far? Mandalorians?

MANDALORIAN SENATOR: *Grimacing.* Our fleet is already there. We have no other.

PALPATINE: Bothans?

BOTHAN SENATOR: And leave our own system undefended? Who might take advantage? Maybe other clones are waiting for this chance.

There are murmurs of agreement through the chamber.

PALPATINE: *Disgusted.* We have fallen a long way it seems. We do not have the luxury of time. We will discuss this matter later. Any who would send help are welcome to do so.

A gavel or something ends the session.

Scene F: *Outside the Senate in the Grand Corridor. This is a large, beautiful, lit room. Massive vaulted ceilings have light streaming through them. (I have in mind a grand railroad station.) There are Ch'hala trees which are plentiful throughout the hall. (These are Timothy Zahn's trees which ripple with color when touched. They are also supposed to be Palpatine's method of spying on the private conversations of senators, though that should not be explained in this movie.) Stairs and elevators lead from the Senate chambers to this main hall. A wide variety of species are walking around. PALPATINE is flanked by ANAKIN and OBI-WAN as well as his royal guards. They are walking out of an elevator. In another group, Bail seems to be thanking AMIDALA and Jar Jar.*

OBI-WAN: The Jedi fleet will be ready to leave shortly. We should hurry.

PALPATINE: *Before Anakin can reply.* I would like a moment with Jedi Skywalker, please. He will meet you there.

OBI-WAN looks for a moment and then bows and walks off.

PALPATINE: Well, what did you think of the proceedings?

ANAKIN: They have reason to be scared. They know what happened to Naboo. *He pauses and shakes his head.* Still, they should see that this suspicion just falls into Her hands. They need to unite, not divide further.

PALPATINE: I'm still not certain your mother's attacker is the only one behind this.

ANAKIN: *In a lowered voice.* She is the only one which matters to me.

ANAKIN sees AMIDALA's group is starting to split up and walk away.

ANAKIN: If you would excuse me Chancellor, I would like a private word with Queen Amidala.

PALPATINE: Of course. *He smiles.* Some conversations require privacy.

PALPATINE stops and watches Anakin walk to Amidala. AMIDALA has stopped and turned to wait for him. PALPATINE continues to smile as he strokes a Ch'hala branch. Color flashes

across it from red to purple. PALPATINE then turns and walks off, hounded by the royal guard.

BAIL: I fear I must leave now. The Jedi have asked me to give them information to help with Alderaan's defense. I must prepare. *He stops just before going.* Again, thank you.

Bail bows deeply and leaves. AMIDALA bows her head in return and turns her attention to Anakin.

AMIDALA: How are you feeling?

ANAKIN: *A little hesitant.* I am. . . concerned for you.

AMIDALA: *Her laugh startles him.* You are concerned for me? *Her tone becomes icy.* I am fed up with people concerned for my safety. I think I have proven my ability to act for myself. I would hope that you would respect that.

ANAKIN: *Taken aback.* I . . .

AMIDALA: Take Artoo with you. I'm sure Threepio would be lonely without him.

ANAKIN: *He is composed again. His anger, and sarcasm, is showing.* Thank you. I needed someone else to be watching my every movement. By your leave, Your Highness. *Special emphasis on the last word.*

ANAKIN bows and leaves. It would have been graceful had ARTOO not bumped into him. ARTOO's tirade fades as they walk off.

AMIDALA: Impossible man.

AMIDALA shakes her head and heads to her ship.

Scene G-1: *Boarding the ship. ANAKIN and ARTOO board a shuttle which is already carrying OBI-WAN, THREEPIO, and Bail, as well as other Jedi. ANAKIN settles into a seat across from OBI-WAN with a serious look on his face. ARTOO rolls to THREEPIO and starts beeping. THREEPIO is covered in the golden plating which he made the so popular.*

THREEPIO: Master Anakin, are you feeling alright?

ANAKIN: *Staring at nothing.* I'm fine, Threepio. Thanks. . .

ANAKIN turns to face Threepio. The shock on Anakin's face is plain.

ANAKIN: Threepio? Is that you?

THREEPIO: At your service, sir. Do you like these coverings, sir?

ARTOO makes an insulting beep.

THREEPIO: I did not ask for your opinion. And they are not gaudy. Are they?

ANAKIN: You look great, Threepio.

THREEPIO: Mistress Amidala was most kind to have me completed.

ANAKIN: *He groans.* Does that woman involve herself in everything?

Bail chuckles. ANAKIN gives him a sour look. Realizes who it is, and then shifts the look to Obi-wan.

OBI-WAN: She can have that effect, can't she?

ANAKIN: *He sighs and chuckles a bit to himself.* She certainly can.

Scene G-2: *The shuttle lifts off and sweeps through the city and up into space.*

Act: Alderaan

Scene A-1: *Nerez's ship. She is standing by one of the front view-ports, enjoying the scene. Bad General walks up to her.*

NEREZ: *Without turning.* Yes, General. What is it?

BAD GENERAL: We have an incoming transmission from Lord Sidious.

NEREZ: Send it through. *Nerez turns to the projection spot. Bad General signals someone and SIDIOUS's image appears before the two of them.*

SIDIOUS: I see that the invasion is going well.

NEREZ: Yes, my lord. How has the Senate responded to our attack?

SIDIOUS: Nearly exactly as expected. The one surprise was the courage of the Naboo.

NEREZ: *She looks just a little worried.* The Jedi will not be defending alone?

SIDIOUS: It will take some time before the Naboo can gather their forces and arrive there. You should not bother yourself with that concern.

NEREZ: I still don't like. . .

SIDIOUS: Follow the plan! Kill as many Jedi as possible.

NEREZ: *She's taunting him.* Including your precious Skywalker?

SIDIOUS: *He grins. He knows this will tick her off.* I don't believe you can harm him.

NEREZ: I have had him under my blade before.

SIDIOUS smiles and the image fades away.

NEREZ: And I will again.

Scene A-4: *The Jedi command ship's hanger bay. Bail is leading a military outline of the defense with the council members, including MACE, off to the side, and the rest of the Jedi sitting in front of the view-screen which holds the graphics of this*

mission. The graphics will visually express Bail's tactical plan. (I love these kinds of scenes.)

BAIL: We need to divide our force into several groups to succeed in this rescue. Our primary objective is to activate the planetary shield. Whoever began this assault saw to the destruction of our primary generators. Our secondary generators may have survived the assault. Unfortunately, the area holding these generators is not shielded, and will need continual air support.

JEDI GENERAL: We have assigned the land assault group Saber, headed by Master Windu, to this mission.

BAIL: Our secondary objective is to keep the city shields from sabotage. Before losing communication, we learned that a land based assault had begun against several cities. Do not underestimate these troops, Mandalorian armor is shielded and they are trained to fight with or without their blasters. There is no doubt that the flash memory for these clones included that kind of combat training.

JEDI GENERAL: Assault group Lance will be divided into colors depending on city. Fighter group Guardian will protect the transports and ground forces. Fighter group Nova will see to the distraction of the Mandalorian capital ships, while Nebula group will stay back to protect our own.

BAIL: Battle is a fluid environment. For that reason we are keeping a reserve to care for any problems we have not anticipated. Land force Hammer will stay aboard Command One until we know where to commit them. Rogue group will hold with Nebula group until notified otherwise.

BAIL: You are being distributed cards which list what group you are in. Please report to your respective areas to receive specific instructions.

Cards are handed out by uniformed people. ANAKIN looks over his card before turning it over.

ANAKIN: Go figure.

Scene A-5: *Outside of Anakin's ship. THREEPIO and ARTOO are there. ARTOO is lifted into the ship.*

THREEPIO: What do you mean exciting?

ARTOO beeps something insulting.

THREEPIO: I am no such thing. I just think bravery is overrated.

ANAKIN comes up and gets into his fighter. Any lack of enthusiasm is gone. He is ready to go.

ANAKIN: Are you strapped in tight, Artoo?

THREEPIO: Do be careful, Master Anakin.

ARTOO beeps.

THREEPIO: What do you mean they might attack the command ships? No one said anything about being in danger. I don't. . .

The sound of the engines drown his complaints.

Scene A-6: *Inside Anakin's ship. You can hear ARTOO's chortling in here. The cockpit is made to accommodate a variety of alien forms, but is set for a human design. Any voices other than Anakin's are heard through an electric signal.*

BAIL: We are about to come out of hyperspace. Place your engines on standby.

OBI-WAN: Be careful Anakin.

ANAKIN: May the Force be with you.

BAIL: Begin launch.

Scene B-1: *In space around Alderaan. The Jedi ships come out of hyperspace and almost immediately launch their fighters and transports. They seem determined to plow through the Mandalorian ships.*

Scene B-2: *Nerez's ship. She's back in her command chair.*

BAD GENERAL: The Jedi ships have come out of hyperspace and launched their fighters. Several transports are being escorted to the surface.

NEREZ: *To the herself.* Right on schedule. *To the general.* Tell First Flight to concentrate on the transports. *A smile.* Launch Second Flight.

Scene B-3a: *The large Mandalorian ships start launching fighters like insects. We see a transport destroyed.*

Scene B-3b: *A command center of one of the large Jedi ships. Bail is seated in a control chair. Other people are moving about behind him.*

BAIL: They are concentrating on the transports. Rogue squadron, we need you to help Guardian by running interference. Nova, concentrate on target M-6.

Scene B-3c: *Inside Rogue Leader's cockpit. Rogue leader is an experienced Jedi, preferably from another race.*

ROGUE LEADER: Copy Command. Rogues, we've already got a job.

Scene B-3d: *Space. The Rogue group splits off and begins a devastating assault on the Mandalorians. Nova is seen flying around a capital ship, picking off the large guns. Standard space fighting stuff. The Jedi should be able to do some great flying.*

Scene B-3e: *The Jedi command center.*

BAIL: Good work, Rogues. Let Guardian guide them down and help Nova out in section T-19.

Scene B-3f: *Rogue leader's cockpit.*

ROGUE LEADER: Copy Command. Rogue 5 and 6, concentrate on incoming fighters.

Scene B-3g: *Anakin's cockpit.*

ANAKIN: Copy, Rogue Leader.

Scene B-3h: *Obi-Wan's cockpit.*

OBI-WAN: Copy, Rogue Leader.

Scene B-3i: *Space. Rogue Squadron swings up into the attack. Most of the ships concentrate on the large Mandalorian vessel. Anakin's and Obi-Wan's go after the fighters.*

Scene B-3j: *The Jedi transports fly through the atmosphere, protected by their escorts. One lands in a city.*

Scene B-3k: *The city. Jedi pile out of the open transports, lightsabers ready. They are almost instantly engaged by Mandalorian clones. Blaster shots which are sent back to the clones are reflected much like with the Destroyer droids from Episode I. The combat gets close. The clones have a hand-to-hand weapon which can fight the Jedi.*

Scene B-3l: *MACE's group comes out of their transport. They are on an island instead of in a city. They also begin fighting clones immediately. They are holding their own until large cannon shots begin to rain down. MACE steps back and pulls out a comlink.*

Scene B-3m: *The Jedi command ship. We hear MACE's voice.*

MACE: *Electronic voice.* Command, this is Saber leader. They have mounted blasters here. We need someone to take them out.

BAIL: Copy, Saber leader. We're sending in the Rogues.

Bail hits a button.

BAIL: Rogue leader.

Scene B-3n: *Back to space. Ships are flying around.*

Scene B-3o: *Anakin's cockpit.*

ANAKIN: Rogue leader is down, Command.

BAIL: *Electronic voice.* Anakin, we need you to take Rogue group to cover Saber. You must remove those blaster emplacements.

ANAKIN: Copy, command.

Scene B-3p: *Space. Rogue squadron flies into the atmosphere, chased by some Mandalorian fighters. The Rogues do some island flying, showing their accuracy by shooting only one shot per gun, and destroying each one. Then they turn to the fighters.*

Scene B-3q: *The Jedi command center. Bail is directing something by tapping on a screen.*

MACE: *Electronic voice.* We're in.

BAIL: Copy, Saber leader.

Scene C-1a: *Inside the shield generator place. There is not a lot of talking as MACE and company clear a way to the generators through the clones.*

MACE: *Looking at the generators and growling, he takes out his comlink.* It was a decoy. These generators have already been destroyed.

BAIL: *Electronic voice.* We copy, Saber. Let's hope the Naboo arrive soon.

Scene C-1b: *Space. There is fighting around Bail's command ship.*

Scene C-1c: *In a city. A group of clones are running from a shield generator. It blows up as they get away.*

Scene C-1d: *Outside the city. The shield flickers and is gone. The bombardment starts raining*

down, destroying buildings.

Scene C-2: *Nerez's ship. She seems very happy. A Jedi fighter is seen flaming across the front screen.*

NEREZ: This seems to be going nicely.

Something shudders the ship.

NEREZ: What?

BAD GENERAL: The Naboo have arrived.

Scene D-1a: *Space. Naboo capital ships are releasing their smaller vessels and plowing into the attack. The familiar Naboo starfighters join in the chaos.*

Scene D-1b: *Around the islands. Anakin's fighter is flying around, trying to avoid being hit by a Mandalorian fighter.*

Scene D-1c: *Anakin's cockpit.*

ANAKIN: This guy is good.

ARTOO whistles acknowledgment.

Scene D-1d: *Around the islands. A Naboo fighter flies in, loops through some trees, and blasts the Mandalorian out of the sky.*

Scene D-1e: *Anakin's cockpit.*

ANAKIN: Thank you.

AMIDALA: *Electronic voice.* Don't mention it.

ARTOO whistles a question.

ANAKIN: *Shocked.* Amidala?

Scene D-1f: *Amidala's cockpit. She's in that Naboo starfighter.*

AMIDALA: It looks like you did need someone to look after you.

ANAKIN: *Electronic voice. Dry.* Thanks.

Scene D-1g: *Obi-Wan's cockpit.*

OBI-WAN: We are happy to have you join us. Do you have any other surprises?

Scene D-1h: *Amidala's cockpit.*

AMIDALA: No. But the Gungans do.

Scene D-2a: *A mid-sized Naboo ship flies in from space and through the atmosphere until it lands and releases a variety of Gungans and Gungan vessels. Some of their large beasts are carrying generators.*

Scene D-2b: *Jar Jar is riding a Kaadu next to one of the larger beasts. He has a hand-shield and is stopping the clones' blaster fire from hitting him or the beast.*

JAR JAR: Let'sen be gettin up dem shields.

The generator on the large beast charges up and places a shield around the damaged city.

Scene D-2c: *Similar beasts are setting up shields over the other cities. Anakin's ship flies by one as the shield kicks in, stopping the bombardment from hitting the city.*

Scene D-2d: *Anakin's cockpit.*

ANAKIN: That's impressive.

Scene D-2e: *Amidala's cockpit.*

AMIDALA: *Smiling.* It gets better.

Scene D-2f: *A massive Naboo / Gungan vessel lands and opens up. It syphons power from the smaller generators in the cities and then shoots up a shield to cover the entire planet.*

Scene D-3a: *Anakin's cockpit.*

ANAKIN: We still need to knock out those capital ships. Rogues, concentrate on their engines. We want them disabled, not destroyed.

Scene D-3b: *Obi-Wan's cockpit.*

OBI-WAN: Sure thing, Rogue leader.

Scene D-3c: *Amidala's cockpit.*

AMIDALA: We'll follow you up, Rogue Leader.

Scene D-3d: *Jedi and Naboo starfighters fly up into space.*

Scene D-3e: *Back in Anakin's cockpit.*

NEREZ: Are you certain about not wanting to destroy the command ships, Skywalker? *A quiet laugh.* Not that I'm going to give you the chance.

ANAKIN's face drains and he looks around to see Nerez's ship leave for hyperspace.

Scene E: *Nerez's ship. She was smiling for a moment, but it fades from her face and she broods in anger. An image of SIDIOUS appears on the pad in front of her.*

NEREZ: You were wrong about the Naboo.

SIDIOUS: *A smile touching his lips.* Was I?

NEREZ: I'm taking over your clone project. I won't let you destroy me out of hand.

SIDIOUS: Oh, I assure you, I don't want you to die a needless death.

NEREZ: *He didn't react to her taking control or accusing him. She wants to rattle him.*
Our losses were substantial.

SIDIOUS: Really? *He pauses.* They weren't my ships. They were manned entirely by clones, of which I am making many more.

NEREZ: Their losses were not nearly what we projected. *She is trying to get him to crack.*
Most of the Jedi escaped.

SIDIOUS: But not all. There will be other battles. *He is evil.* This war has just begun.

Scene F-1: *On a beach, near one of the cities. A beautiful sunset lowers into the ocean. ANAKIN is leaning back, propped by his elbows, on the beach, watching the waves. OBI-WAN walks up to him.*

OBI-WAN: They are about to start the celebration.

ANAKIN: *Distant.* I have never seen this much water before. I thought what they had on Naboo was large. It holds nothing to this.

OBI-WAN: *Sitting down.* We did not get to see much during your training, did we?

ANAKIN: *Looking up at the stars.* I told Qui-gon that I'd see them all. *He turns inward again and brings his head down.* Now I only want to find one.

There is a long pause. They are listening to the waves.

ANAKIN: I wonder if my mother ever saw an ocean. There seems to be much I didn't know about her.

OBI-WAN: She is with you, Anakin. I can see her as a part of you.

The ocean keeps rolling. THREEPIO and ARTOO can be heard coming

THREEPIO: I will never get this sand out. I thought I was done with sand.

ARTOO beeps.

THREEPIO: I am not prissy.

OBI-WAN turns his head to watch them come.

OBI-WAN: I will never own a droid.

ANAKIN laughs.

THREEPIO: Master Anakin. Master Kenobi. Senator Organa requests that you join the festivities.

ARTOO makes a chortle. THREEPIO looks at him.

THREEPIO: No. I will not tell him. Besides, he's not sulking. *THREEPIO realizes what he said and quickly looks up at Anakin.* I mean. . . *He lowers his head.* Oh, dear. Oh, dear.

ANAKIN: *Standing while he laughs.* Don't worry, Threepio. I have only myself to blame.

ANAKIN continues to smile as he gives ARTOO a good-natured kick, causing the droid to give an indignant squawk. ANAKIN and the droids begin to head back. OBI-WAN takes a moment to watch the ocean before turning to join them. Fireworks begin overhead as they walk back to the city.

Scene F-2: *The scene pans from the fireworks into a city of celebration. There are lots of lights and people. Many of the people are dancing. The scene shifts to settle on a*

large building which over-looks the island and the ocean.

Scene F-3: *The ballroom scene. Inside the building which the last shot ended on. This is a classic ballroom type arrangement. Massive windows show the island on one side, the city near the entrance, and a wide view of the ocean everywhere else. People are dressed in elegant, yet functional clothing. Many are dancing. Those that aren't are standing to the sides or on the balcony in conversation. Even the Jedi are dressed up. The party is a mixture of Alderaanians, Naboo, Gungans, and the many races which the Jedi represent. Several Jedi, including MACE and Sicha, are talking in one group. AMIDALA is talking and laughing with Bail, Jar Jar, and a few others.*

MACE: And there has been no contact with him since?

OTHER JEDI #1: No, Mace. No one has heard from Master Yoda since Skywalker's raising.

OTHER JEDI #2: Jedi Skywalker performed most admirably today. Perhaps Master Yoda overreacted.

SICHA: *She gives a meaningful look to Mace.* Let us hope so. I fear the worst is far from over.

With AMIDALA's group.

JAR JAR: *In answer to a question.* Messa tink dis is a grand party.

BAIL: *graceful acceptance.* Thank you, General Binks.

AMIDALA: I am pleased to see with how well your people have recovered. Already, I have seen the beginnings of new construction.

BAIL: We are a resilient people, Your Majesty. We have had much experience in rebuilding after a war.

AMIDALA: *A little taken aback:* I thought your people abhorred weapons and combat.

BAIL: Only because we know all too well the devastation they bring. *He sees someone. He bows to Amidala.* By your leave, Your Majesty?

She smiles and bows or curtsies in response. Bail walks off to discuss something with an Alderaanian who pulls him aside. She looks over the crowd and catches as ANAKIN and OBI-WAN (they are now in clothes suiting a ball) enter the room, with THREEPIO and ARTOO well behind them. They are both walking purposefully towards her. ANAKIN is stopped by the group of Jedi. He turns and bows to them. OBI-WAN stops for a moment, then continues on to Amidala. When he reaches her, the music stops. People are applauding the orchestra. AMIDALA bows her head in greeting.

AMIDALA: Jedi Kenobi.

OBI-WAN: *He bows in return. Your Majesty. Then to Jar Jar. General.*

Jar Jar receives the bow and OBI-WAN turns back to Amidala. The music begins again.

OBI-WAN: Would Your Majesty care to join me in a dance?

AMIDALA: A dance? *She is teasing him.* They teach Jedi how to do that?

AMIDALA laughs and takes Obi-Wan's hand. OBI-WAN leads her onto the dance floor. Jar Jar is reluctantly led out onto the floor by an enthusiastic dancer.

Back with the Jedi. ANAKIN watches as OBI-WAN and AMIDALA begin to dance. Sicha has a thoughtful expression on her face.

SICHA: *Her voice is pleasant.* Jedi Skywalker.

ANAKIN turns his full attention to her.

SICHA: Would you give me the honor of this dance?

ANAKIN: *A wide, friendly smile.* The honor is entirely mine.

ANAKIN and Sicha head out to the dance floor as the some of the other Jedi look on, and some are led to dance themselves. THREEPIO is led to the floor by a spirited Gungan. ARTOO chortles his pleasure.

The first dance. This dance is a partners dance in which everyone stays with the partner they started with. There are amusing moments as we catch glimpses of Jar Jar and THREEPIO. Jar Jar is happy to dance, but not good at it. THREEPIO is constantly trying to get away. The majority of the dance centers on ANAKIN with Sicha and AMIDALA with OBI-WAN. In both cases, they keep watching the other pair, but every time they look, that pair seems focused in on

themselves. The camera usually follows whoever is speaking, though it tries to keep the other pair in the background. (Yeah, piece of cake.)

AMIDALA is watching at Anakin who seems deep in conversation with Sicha. She focuses back on Obi-wan. She gives an apologetic smile.

AMIDALA: I seem to have let my mind wander.

OBI-WAN: *A knowing smile, he takes a quick look at Anakin.* Don't worry. I think I know where it goes.

We move to ANAKIN and Sicha.

SICHA: You appear to be holding up well.

ANAKIN: *He brings his gaze to settle on her. He's not pulling punches.* The council seems very satisfied with me. I am starting to feel like the obedient pet.

SICHA: *Sighs.* We have not handled this situation well. *The statement draws his gaze back to her again.* When you are unused to change for over a thousand generations, you begin to fear the one that brings it.

ANAKIN: *Taken back by her honesty.* I don't wish to bring change.

SICHA: *A meaningful look.* One cannot always have what one wishes.

We move to AMIDALA and OBI-WAN.

AMIDALA: *Watching Anakin again.* I am concerned about him.

OBI-WAN: You too?

AMIDALA: *Looking seriously into Obi-Wan's face.* The death of my friends is still tearing me apart. I fear what his mother's death is doing to him.

OBI-WAN: *Nodding agreement.* He needs to let himself grieve.

The dance comes to an end and they applaud the orchestra. OBI-WAN bows in thanks to Amidala and hunts a different partner. Having acknowledged their partners, ANAKIN and

AMIDALA turn and face each other. The music starts up and they move purposefully towards each other, but each are swept up by other partners before they reach each other.

The second dance. This dance holds more movement, and fits more into the celebration. While AMIDALA begins this dance with Bail and ANAKIN begins the dance with someone he doesn't know (this is supposed to be Beru Lars from Episode IV) the dance continually switches partners. Again, the camera is usually focused on those that are speaking. Everyone should have the same partner twice in the dance.

BERU: You're in pain. *There is bite in her words.* Perhaps you deserve it.

ANAKIN: *Stops staring after Amidala and looks to Beru in confusion. He collects himself.* I take it you don't like me.

BERU: I don't like the violence which you bring. I can almost see it flowing off of you.

ANAKIN: It wasn't I who brought violence to your planet.

BERU: But you harbor it still, now that those who brought it have left.

The partners switch and ANAKIN looks after Beru in confusion, before being swept up. The dancers weave from one to another for a little bit before the partners settle again. AMIDALA now dances with OBI-WAN.

OBI-WAN: *With an amused smile.* I see that your mind is wandering again.

AMIDALA: *Still concentrating on Anakin. Going through the motions without her mind on it.* He looked as though his last partner stabbed him.

OBI-WAN: *A secret chuckle.* Knowing her, she probably did.

AMIDALA: *Looking up at Obi-wan.* You know her?

The partners swirl again before Obi-wan can answer her. This time OBI-WAN partners with Beru.

OBI-WAN: I hear that you are making friends again, Beru.

BERU: *Smiling.* You know me, Ben. Always ready to pick a fight.

OBI-WAN: I would almost prefer it if you loosed your venom on me.

BERU: But you already know the antidote, and what fun would that be?

Another switching of the partners. ANAKIN and AMIDALA finally meet.

ANAKIN: Any biting words from you, Your Highness?

AMIDALA: *Angering.* No, but I can come up with some if you wish.

ANAKIN: *To himself.* He doesn't want her to hear, but he does at the same time. You have already stung my heart.

AMIDALA: *Switching topics to keep her balance.* Did you ever go to the moons of Iago to see the angels there?

ANAKIN: *His eyes are full of her.* I never had the need to.

The partners switch with her eyes firmly locked on him, causing her to stumble. She is partnered with Bail again.

BAIL: *A slight laugh.* This dance can be a bit confusing, can't it?

AMIDALA: *Regaining her composure.* More so than I could ever believe.

We're looking at ANAKIN and Beru again.

BERU: We have found a way past our violence. We live in peace now.

ANAKIN: *He's holding his own now.* And you can see what that brought you. There are times when you must fight back.

This time as the partner's switch, it is her turn to look stabbed. OBI-WAN and AMIDALA are partnered.

AMIDALA: I'm keeping my attention on you this time.

OBI-WAN: *He seems to find this funny and frustrating at the same time.* Afraid that if you wander, you'll find yourself lost?

AMIDALA: I have called for your help before. . .

OBI-WAN: This is something which you must deal with on your own, Your Majesty.

They switch again. AMIDALA has a determined set to her face, though she smiles for her next partner. OBI-WAN and Beru meet again.

OBI-WAN: He didn't back down this time, I take it.

BERU: It was almost as if you warned him.

OBI-WAN: *A chuckle.* He is quite capable of holding his own.

BERU: I believe you have chosen a good friend, Ben.

OBI-WAN: *Maybe just a little bit of sarcasm.* It is always nice to have your sister's approval.

The partners switch and ANAKIN and AMIDALA find themselves together again. They finish the dance without a word. (This would be a good time to see Jar Jar.) The music ends and they applaud the orchestra with their eyes on each other. The music starts again. ANAKIN bows to Amidala.

ANAKIN: May I have this dance, Your Majesty? *AMIDALA accepts in silence, not trusting her voice.*

The third dance. This is relatively simple. It keeps to the same form as the first dance, but this time all of the focus can be on Anakin and Amidala. We would like to see sweeping movements from the camera. It can pass overhead or through the dancers while keeping the main focus on our couple. Keep Jar Jar's humor to the edges. ARTOO will be swirling around a bit on his own. Have MACE and Sicha as partners. OBI-WAN is dancing with Beru. The dance continues for a bit before Anakin and Amidala can bring themselves to speak.

AMIDALA: Are you going to say anything?

ANAKIN: Can I kiss you? *That was not what she expected.*

AMIDALA and ANAKIN continue to circle around each other in silence for a moment.

AMIDALA: I'm afraid that I'll lose myself. *But she moves forward anyway.*

ANAKIN: I would find you. *He realizes what he is saying and gets an embarrassed look.*

Could a queen love a slave?

AMIDALA moves herself closer.

AMIDALA: Love sees only people.

AMIDALA brings them really close now.

Not titles.

AMIDALA and ANAKIN KISS, while still dancing. Sicha notices them.

SICHA: *to herself, a small smile.* The light in the darkness.

MACE hears her and looks to find Anakin and Amidala. His look is a little worried or sad. OBI-WAN notices Amidala and Anakin and has the smile of a caring friend who has given something up. Beru looks up at Obi-wan and turns her head to see what he is looking at. Beru then gives him a sharp jab in the side.

BERU: *Whispered intensely.* You could have warned me.

The music and the kiss stop. Everyone applauds the orchestra, again. There is a brief moment. Before Anakin or Amidala can say anything, Bail is there. If he saw the kiss, he shows no sign.

BAIL: Pardon me, Your Majesty, but Jedi Skywalker has a communication from the Supreme Chancellor. *He has a warm smile.* He wishes to congratulate you, no doubt.

ANAKIN smiles, bows to Amidala and follows Bail. ARTOO, ever curious, follows them.

Scene G-1: *The communications room. Bail shows ANAKIN in. It is dark compared to the ballroom. PALPATINE's smiling image appears.*

PALPATINE: *To Bail.* Thank you, Senator. I know you would like to return to the celebration.

BAIL: *Bowing.* Chancellor.

Bail turns and leaves. ARTOO sneaks in the door.

PALPATINE: The council is certain to find out soon, but we have learned the location of the

main cloning facility.

ANAKIN: *His joy is gone.* My mother's killer?

PALPATINE: *He nods.* I know of the council forbidding you to seek vengeance, but I do not believe that this information should be kept from you. I am sending you the coordinates. What you do with it is up to you.

ANAKIN: *Distant.* I trust your advice. *Pause.* You were right. I cannot stop myself from loving.

PALPATINE: *A smile.* May the Force be with you. *There is an odd emphasis to how he says it.*

Scene G-2: *ANAKIN and ARTOO are walking through a sparsely populated hallway. ANAKIN has taken the lead and is unintentionally putting some distance between himself and the droid. ANAKIN has a determined look on his face. THREEPIO is backing his way through a door and bumps into ARTOO.*

THREEPIO: *He looks worn out and near panic.* Artoo, please, you must save me. They're about to start another. . .

ARTOO cuts him off with a series of warbles while still following behind Anakin.

THREEPIO: Leaving? *He's shocked.* Alone? Without Master Kenobi?

ARTOO's warbles are lost as he turns a corner.

THREEPIO: Oh dear. Oh dear.

Scene G-3: *OBI-WAN and MACE are talking quietly in a corner of the ballroom. MACE has just put a comlink away.*

MACE: *Looking very serious.* The Republic's scouts have found the location of the main cloning facility.

OBI-WAN: *Looking around the ballroom.* Should we tell Anakin?

MACE seems to think about it, then shakes his head.

MACE: It is too risky. The dark side can be very seductive in this situation. We should wait until. . .

MACE is interrupted by THREEPIO, who is scuttling to the Jedi as fast as he can.

THREEPIO: Master Kenobi. I fear Master Anakin has done something rather rash.

At a signal from OBI-WAN he lowers his voice.

THREEPIO: Artoo said something about leaving, and about clones.

MACE and OBI-WAN exchange looks.

OBI-WAN: We must go after him.

MACE: Agreed. *He sighs.* The council is not going to like me for this. *To Threepio.* Tell no one else what you know. If anyone asks, you don't know where we are.

Scene G-4: *ANAKIN and ARTOO take off in their ship.*

Scene G-5: *AMIDALA and the Sicha are talking something over with Jar Jar in another area. Jar Jar looks stunned.*

JAR JAR: Messa? A hero?

AMIDALA: *Smiling widely.* Again, Jar Jar. You are a hero again.

Bail walks up to them.

BAIL: *A confused look.* Pardon my intrusion, but perhaps you can explain something to me.

AMIDALA: How can we help you?

BAIL: Jedi Skywalker recently requested permission to take off. That was followed shortly by a similar request from Master Mace and Jedi Kenobi.

Sicha looks sharply at Bail. The color has drained from her face.

SICHA: Do you know where they went?

BAIL: Yes. *Another point of confusion.* It seems Jedi Skywalker's astro-mech left a flight plan.

SICHA: *Completely serious.* I will need that Senator, but I must ask that you tell no one else of what has happened or where we went. If they ask, tell them we went for a walk, or a maybe a swim.

Bail arches an eyebrow. AMIDALA touches Sicha's arm

AMIDALA: I'm going too. *Before Sicha can say anything, AMIDALA says loud enough for several people to hear.* Yes, I could use some fresh air.

AMIDALA gives a confident smile.

SICHA: *Grimacing.* You are just going to make my job that much harder. *She then arches an eyebrow at Jar Jar.*

JAR JAR: *Making a little too much of a show of it.* Messa tink's dis is a great night to be swimmin'.

SICHA: Very well. *Her tone has gone serious.* We may need a hero.

Act: Volnos

Scene A-1a: *Landings. The planet is one of massive mountains and canyons. Anakin's ship flies towards the planet.*

Scene A-1b: *Anakin's cockpit.*

ARTOO beeps a question.

ANAKIN: No, Artoo. This is something that I have to handle alone.

Scene A-1c: *The ship flies through canyons and around mountains until it comes to a mountain laboratory. This is a massive, isolated place.*

Scene A-1d: *Anakin's cockpit. He's looking at his flight panel.*

ANAKIN: I'm reading defensive systems, but none of them are armed.

ARTOO twitters something.

ANAKIN: Yes, it could very well be a trap.

Another series of beeps.

ANAKIN: I'll just have to do the unexpected.

ANAKIN pulls a trigger a few times.

Scene A-1e: *The ship blasts several torpedoes into the side of the fortress, boring a hole into it. ANAKIN lands the craft inside.*

Scene A-1f: *Inside the fortress. The walls here are a smooth, dark grey. Anakin's ship sits in the middle of the room. The mountains can be seen through the hole he has made in the wall. The cockpit opens and ANAKIN jumps out, lightsaber ready. He*

looks around for a moment and then takes off down a hall.

Scene A-2: *A clone control room. Both clone masters are there with Nerez. They are supervising the movement a several cloning containers to the clone master ship. Nerez seems impatient. Suddenly she stops and looks around.*

NEREZ: Skywalker.

The room shakes from Anakin's landing blast. She punches up the proper screen, and smiles.

NEREZ: And he's alone. *Turning to the clone masters.* See to it that he makes his way to the bottom level of Processing Room Four. I will deal with him.

CLONE MASTER #1: What if other's come?

CLONE MASTER #2: Our defenses are lowered for the transfer.

NEREZ: *She's eager to face Anakin.* I do not believe anyone else will be coming. If they do, use your special projects. That should keep even full Jedi busy.

Nerez begins jogging down the hall and calls back.

NEREZ: Finish the loading, we may have to leave quickly.

After she's gone, the clone masters look at one another.

CLONE MASTER #2: I think we should leave now.

CLONE MASTER #1: But if we do not complete our job, Lord Sidious would find us.

CLONE MASTER #2: *resigned.* And destroy us.

The clone masters continue packing.

Scene A-3a: *Two Jedi ships fly along the approach to the fortress. One is piloted by OBI-WAN, the other by MACE.*

Scene A-3b: *Obi-Wan's cockpit.*

OBI-WAN: There is a hole blasted into the side of that fortress.

Scene A-3c: *Mace's cockpit.*

MACE: It appears that Skywalker landed his flyer in there. There won't be enough room for us.

Scene A-3d: *Obi-Wan's cockpit.*

OBI-WAN: There is a landing pad on the other side of that large ship. *He pauses.* It might be a trap. . .

Scene A-3e: *Mace's cockpit.*

MACE: But we have little choice.

Scene A-3f: *The ships move in to land.*

Scene A-4: *ANAKIN is moving around the halls of the facility. He walks into one room and the door shuts behind him. On the other side of the door, ANAKIN finds himself in a completely dark room. He lights his saber in time to see the floor open up beneath him. He turns his saber off before he slides down a chute. He lands in a massive chamber filled beyond our vision with cloning pods. He is on the bottom floor. Nerezh is waiting.*

Scene A-5: *The cloning control room. The sound of blaster fire makes the clone masters look up from their work. OBI-WAN appears first, saber ready. There is another sound and MACE appears.*

MACE: I don't suppose you know who's in charge here?

CLONE MASTER #1: Actually, we are.

CLONE MASTER #2: If you'll excuse us, you are going to be quite busy.

MACE and OBI-WAN look at each other for a moment and then see the Maul clones come into the room. They have Maul's face, but not his twin-bladed lightsaber. They are dressed in white uniforms similar to the clone masters' and carry standard red lightsabers. The clone masters have left the building.

OBI-WAN: Oh, that kind of busy.

Scene A-6a: *A different configuration of ship, perhaps a cross between the Naboo starfighter and the royal starship. It is large enough to hold several people.*

Scene A-6b: *Inside the cockpit of this new ship. AMIDALA is piloting with Jar Jar playing navigator and the Sicha sitting calmly behind them.*

JAR JAR: Issa big bad place, but messa seein no weapons.

SICHA: It appears Anakin landed within the fortress.

AMIDALA: *She's worried and makes a joke from the tension.* Must he always do things the hard way? *Looking around.* I'm going to have to land outside the fortress. Jar Jar?

JAR JAR: Messa found jussa the place.

Scene B-1: *Battle. Anakin's problem. Nerez moves towards ANAKIN calmly. He ignites his saber and she laughs.*

NEREZ: You didn't last long the last time.

ANAKIN: *Grim determination.* I will not let you get away.

NEREZ: *She seems to think about it, then brightens.* I see. You're an optimist.

She ignites her blades, and he attacks. The sword play should be fierce and over as many levels

as needed. She alternates in how she holds her blades, just like in Tatooine. Also like Tatooine, she doesn't necessarily fight fairly.

Scene B-2: *MACE and OBI-WAN's problem. Each are engaged with a Maul clone.*

OBI-WAN: These clones are not as strong as the Sith Lord I met before.

MACE: Good. You need to find Skywalker. I'll hold these two.

OBI-WAN: They're not that much weaker.

MACE: I said go! He is too important.

OBI-WAN is hesitant, but leaves. When one of the Maul clones tries to go after him, MACE uses a hand gesture which throws it back into a wall. Its full attention rests on Mace.

MACE: I was not talking to you.

Scene B-3: *At the fortress entrance. As Sicha, Jar Jar, and AMIDALA start walking in, two of the Mandalorians come out and put up their shields.*

Sicha ignites her lightsaber and motions the other two behind her.

SICHA: Stay behind me.

Sicha begins deflecting the barrage, but is not getting any headway.

JAR JAR: Messa gotta dis one.

Jar Jar pulls out two boom-bas.

JAR JAR: Here ya go, boyos.

Jar Jar tosses the boom-bas. They slide through the shields and hit the Mandalorians, taking them out.

JAR JAR: Boom-ba have many uses.

AMIDALA smiles at him. Sicha puts away her saber, and they walk in.

Scene B-4: *Anakin's problem. He is really having to work while she laughs off some of his attacks. He is knocked down and his saber slides away. She is a level above him for whatever reason. She shuts down her sabers and leans on the railing.*

NEREZ: I really don't know what he sees in you. You are weak, frail.

Nerez straightens up.

NEREZ: And I'm getting bored with you.

Nerez's sabers reignite and she flips down from her perch. ANAKIN calls his saber and readies his defense just in time.

Scene B-5: *OBI-WAN. He has reached one of the higher levels of the cloning room. He sees Anakin below, so he turns around. Only to find another Maul clone.*

OBI-WAN: How many of you are there?

OBI-WAN and the clone begin to fight.

Scene B-6: *AMIDALA's problem. This group turns a corner and finds another set of Maul clones. Jar Jar looks at Amidala.*

JAR JAR: Messa no tink the boom-ba gonna work onna them.

SICHA: Let me handle this.

Sicha creates a sphere of light above her hand. It shoots forward and one Maul clone has to fend it off. She ignites her own lightsaber and attacks, while calling back to Amidala and Jar Jar.

SICHA: Find another way around.

AMIDALA heads one way, Jar Jar another until he realizes she's going the other way and then he follows her.

Scene B-7: *Anakin's problem. ANAKIN is holding his own again, so Nerez begins to cheat. Different things begin to fly at him. ANAKIN is beaten down, his saber knocked from his hand. Nerez pushes him back with the Force, and sits on his chest in the familiar position. Nerez's sabers cross just above Anakin's throat.*

NEREZ: I think I like you this way.

Scene B-8: *OBI-WAN is fighting his Maul clone. He beats the clone cleanly. He takes a breath and runs off again.*

Scene B-9: *Sicha's problem. We see it from the reverse angle, behind the clone's backs. AMIDALA comes up from behind and shoots one of the clones. The clone turns. Jar Jar is suddenly in the clone's face.*

JAR JAR: Hello.

Jar Jar smacks the Maul clone with a boom-ba. The clone goes down.

JAR JAR: Wow. Boom-ba do work on dem fellos.

Sicha shuts down her saber and the ball disappears.

SICHA: I thought I told you to find another way.

AMIDALA: *All innocence, not to be believed.* We did; it just led here. *She turns serious.* I was not going to leave another Jedi to die.

SICHA: *She looks deep into Amidala's eyes.* Thank you. Let's find your Anakin.

Scene B-10: *Anakin's problem. He is where we saw him last.*

NEREZ: It is a pity I can't keep you. You seem to need a mother.

Nerez is tossed off Anakin. Suddenly objects begin to fly at Nerez. She is taken by surprise, and puts up a weak defense. ANAKIN stands with a look of concentration and then seems to mellow. The onslaught slackens.

NEREZ: *trying to taunt him.* Is that the best that you can do?

ANAKIN: *simply.* No.

The deluge includes some very big objects now (entire cloning tanks). Suddenly Nerez is picked off her feet, then thrown against the wall. Nerez tries to stand, then is picked up and thrown again. She falls limply to the floor. ANAKIN walks over to her.

NEREZ: *She puts up a weak smile.* Are you going to bring me to your Jedi court now?

ANAKIN: *ANAKIN nods to her. His face of fury becomes cold hate.* Guilty.

ANAKIN calls his lightsaber, ignites it, and slices. He can't see what he has done (need to keep it PG) but we know he beheaded her. He is shaking as looks up and sees OBI-WAN staring at him. He falls to the floor, weeping. A side door opens and AMIDALA runs in and holds him. Sicha walks into the room and shakes her head. She looks up and the camera follows her gaze to where MACE had witnessed the whole thing. Jar Jar is looking around the room with a look of concern.

JAR JAR: Uh-oh. Dey are gone. All of dem. Wheresa have dem clones gone?

Sicha looks at Jar Jar, her eyes widening.

SICHA: All of them?

The real size of this cloning chamber is shown. All of the pods are empty.

SICHA: *A revelation.* The worst is yet to come.

Pan into space.

Scene C: *Epilogue. A flash of lightning and we are in Yoda's hut on Dagobah. Thunder is crashing around on the outside. Yoda is sitting with his eyes shut as MACE enters the home, stooped over. Yoda opens his eyes.*

MACE: You are not easy to find. I do not believe many remember this place, or want to at any rate.

YODA: That is the point, I think. *Cutting right to the chase.* Touched the dark side again, has he?

MACE: *nods.* I could not get to him in time. *He shifts in frustration.* I don't know if it would matter. It seems as though he has been Sith trained.

YODA: Certain, are you? *It was a dumb question.* Of course you are, else be here you would not. *To explain his anxiety.* This future is not one I can face calmly.

MACE: *a bit angry.* Who could have taught him?

YODA: My suspicions, I have. Yet too late has it become to accuse. The damage has been done.

MACE: Skywalker still might not turn. There is hope for him.

YODA: Hands stronger than mine must take the task. Closely watch him you must. His shadow you will become. Lead us to the Sith this will.

MACE: We are risking everything.

YODA: To save the galaxy, we must risk no less.

Scene D: *Epilogue. A dark room where SIDIOUS stands in body. Projections of the clone masters are in front of him.*

CLONE MASTER #1: Nearly all of the clones were moved.

CLONE MASTER #2: Our facilities on Trau still remain unnoticed.

SIDIOUS: Excellent.

The silence goes on. The clone masters become uneasy.

CLONE MASTER #1: The Jedi were everywhere, Lord Sidious.

CLONE MASTER #2: We barely made it out ourselves.

CLONE MASTER #1: She had wanted to face Skywalker.

SIDIOUS: Good. I wanted her death to serve a purpose. *He focuses again on the holo-images.* Find another site for a facility. Your clones have performed above my expectations. We will move on to stage two.

CLONE MASTER #1: *Excited they bow to leave.* Of course, Lord Sidious.

CLONE MASTER #2: As you command.

The images fade and a sound announces someone at the door. SIDIOUS smiles and removes his cowl, revealing himself to be PALPATINE.

PALPATINE: Enter Jedi Skywalker.

ANAKIN comes in. He is serious.

PALPATINE: You have made a decision then?

ANAKIN: I wish to learn the truth about the Force.

PALPATINE's smile is triumphant.

Scene E: *Epilogue. Somewhere in Coruscant, maybe out on one of the walks. OBI-WAN and AMIDALA are talking.*

AMIDALA: *Answering a question.* Chancellor Palpatine requested a word with him.

OBI-WAN: There is something wrong. He has changed. I can feel it.

AMIDALA: He will come back to us, Obi-wan. He needs some time to recover. All that grief has been building within him for some time.

OBI-WAN: *Shaking his head.* I don't know what to think.

AMIDALA lays a hand on Obi-Wan's arm.

AMIDALA: We will be here for him. Our love for him will keep him from falling. You will see.

Scene F: *In a dark room. PALPATINE has placed on his cowl. ANAKIN stands behind him.*

PALPATINE: The Jedi have lied for so long to keep their power, that they fear the truth. Only the strong can survive the razor's path, yet they harbor weakness. Life and death are part of the same circle. This is our faith. The faith of those who have been persecuted by the weak for a millennia.

ANAKIN: We will break that circle.

PALPATINE: *Immensely pleased.* Yes. Do you wish to be a part of the new order?

ANAKIN: With my soul.

PALPATINE: Then meet your people. Meet the Sith.

The door opens and a throng has gathered in an underground cave which seems to be lit by magma. They cheer as PALPATINE and ANAKIN leave the elevator and step onto the raised platform. PALPATINE addresses them.

PALPATINE: The time is at hand for our return. The chains created by the Jedi have been broken. It is time for us to bring a new order to the galaxy.

The SITH are cheering madly.

PALPATINE: My Sith, I have named a new apprentice.

ANAKIN walks forward to thunderous cheering.

End: Descent into Darkness