

REVENGE OF THE SITH

(THE NON-CANON DRAFT)

EXT. SPACE

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

A vast sea of stars serves as the backdrop for the Main Title, followed by a rollup, which crawls into infinity.

War! The Republic is crumbling under attacks by the ruthless Sith Lord, Count Dooku. There are heroes on both sides. Evil is everywhere.

In a stunning move, the fiendish droid leader, General Grievous, has swept into the Republic capital and kidnapped Chancellor Palpatine, leader of the Galactic Senate.

As the Separatist Droid Army attempts to flee the besieged capital with their valuable hostage, two Jedi Knights lead a desperate mission to rescue the captive Chancellor....

PAN DOWN to reveal a REPUBLIC ATTACK CRUISER. Continue to PAN with the Cruiser as TWO JEDI STARFIGHTERS enter and head toward an enemy Battle Cruiser.

TRUCK with the Jedi Fighters as they maneuver in unison, dodging flack and enemy laser fire.

R2-D2 is on ANAKIN'S ship. R4-P17 is on OBI-WAN'S ship.

A giant space battle is revealed as the tiny Jedi ships continue their assault in a synchronous ballet.

INT. OBI-WAN'S STARFIGHTER COCKPIT - SPACE

OBI-WAN bounces through the flack with a frown. His ship rocks violently.

INT. ANAKIN'S STARFIGHTER COCKPIT - SPACE

ANAKIN smiles as he blasts a TRADE FEDERATION DROID DROP FIGHTER.

ANAKIN

There isn't a droid made that can out fly you, Master, and no other way to get to the Chancellor...

OBI-WAN

Look out, four droids inbound...

EXT. CORUSCANT - SPACE BATTLE

The TWO JEDI FIGHTERS swerve in unison as FOUR TRADE FEDERATION DROID DROP FIGHTERS attack.

After several clever moves by the Jedi, two of the FEDERATION DROID DROP FIGHTERS collide with each other in a ball of flame.

INT. OBI-WAN'S STARFIGHTER COCKPIT - SPACE

Obi-Wan struggles to maintain control of his ship.

OBI-WAN

We've got to split them up.

ANAKIN

Break left, fly through the guns on that tower.

Obi-Wan flies to the left of a huge tower on a REPUBLIC CRUISER. The TWO DROID DROP FIGHTERS follow.

OBI-WAN

Easy for you to say. Why am I always the bait?

ANAKIN

Don't worry. I'm coming around behind you.

Obi-Wan deftly maneuvers around a large Starship's superstructure, but the TWO DROID FIGHTERS stay on his tail, BLASTING him with intense laser fire.

OBI-WAN KENOBI

Anakin, they're all over me!

ANAKIN

Dead ahead! Closing... lock onto him, Artoo.

Artoo BEEPS his reply as Anakin swoops in for the kill. He BLASTS one of the DROID DROP FIGHTERS. It EXPLODES.

ANAKIN

(laughs)

We got him, Artoo!

Anakin BLASTS away at the second DROID DROP FIGHTER as Artoo BEEPS an angry warning.

ANAKIN

I copy, Artoo.

OBI-WAN

I'm going down on the deck.

ANAKIN

Good idea... I need some room to maneuver, though.

Obi-Wan dives toward the surface of one of the larger TRADE FEDERATION BATTLESHIPS and is forced to fly through a maelstrom of laser flack. He skims the surface, followed by the DROID DROP FIGHTER, which is followed by Anakin.

ANAKIN

Cut right. Do you hear me? Cut right. Don't let him get a handle on you. Come on, Artoo, lock on! Lock on!

Artoo BEEPS. The crosshairs merge on the DROID DROP FIGHTER.

OBI-WAN KENOBI

Hurry up! I don't like this!

Obi-Wan flies through a narrow gap between two towers on a Battleship.

The DROID DROP FIGHTER hits one of Obi-Wan's wings with a laser blast, parts of the ship go flying around Obi-Wan's Astro Droid, R-4.

OBI-WAN KENOBI

Ouch!

R-4 BEEPS a blue streak.

OBI-WAN KENOBI

Don't even try to fix it, Arfour. I've shut it down.

ANAKIN

We're locked on... we've got him.

Anakin drops in behind the DROID DROP FIGHTER and blows him apart. Artoo SQUEALS with delight.

ANAKIN

Yeah! We got him... good going, Artoo.

OBI-WAN KENOBI

Next time you're the bait... Now let's find the Command Ship and get on with it.

R-4 BEEPS a blue streak.

ANAKIN

Lock onto them, Artoo. Master, General Grievous's ship is directly ahead.

Artoo BEEPS a reply, and it reads out in Anakin's cockpit.

ANAKIN

The one crawling with vulture droids.

INT. OBI-WAN'S STARFIGHTER COCKPIT

OBI-WAN KENOBI

I see it. Oh, this is going to be easy.

Ahead is a TRADE FEDERATION CRUISER with bat-like DROID VULTURE FIGHTERS stalking around on the hull.

The VULTURE FIGHTERS transform into flight configuration, lift off the CRUISER, and attack the JEDI STARFIGHTERS.

ANAKIN

Come on, Master.

OBI-WAN KENOBI

Not this time. There's too much at stake. We need help. Odd Ball, do you copy?

ODD BALL (OS)

Copy, Red Leader.

OBI-WAN KENOBI

Mark my position and form your squad up behind me...

INT. ODD BALL'S FIGHTER COCKPIT

ODD BALL

We're on your tail, General Kenobi. Set
S-foils in attack position.

The protective ray shield lowers on the main hangar of the TRADE FEDERATION CRUISER, and six new DROID TRI-FIGHTERS emerge and join the DROID VULTURE FIGHTERS heading toward the Jedi.

The JEDI STARFIGHTERS extend the stability foils on the ends of their wings.

INT. ANAKIN'S FIGHTER COCKPIT

ANAKIN

This is where the fun begins. Ten
Vulture Droids straight ahead, coming
down the left side.

Artoo BEEPS a worried message.

OBI-WAN KENOBI

Add five Tri-fighters on the right...

ANAKIN

I'm going head to head. See you.

OBI-WAN KENOBI

Take it easy, Anakin.

Four Clone Fighters move into formation behind the Jedi.

ODD BALL

I'm on your right, Red Leader.

ANAKIN

Incoming!!

Artoo SQUEALS as five DROID TRI-FIGHTERS pass by at high speed on the right.

OBI-WAN KENOBI

Five more on the right!

Four more VULTURE DROID FIGHTERS pass at high speed from the left. All hell breaks loose.

Obi-Wan and Anakin continue to fly in unison, backing up each other. Artoo SQUEALS as usual.

ANAKIN

Here we go.

The Jedi ships split up and make a quick loop around the DROID TRI-FIGHTERS, ending up behind them. BLASTING away. The DROID TRI-FIGHTERS EXPLODE.

OBI-WAN KENOBI

I'm going high and right.

ANAKIN

Hang on. There are four more of them.

OBI-WAN KENOBI

Stay with me... swing back and right... help me engage. Now back off... Let them pass between us.

ANAKIN

I'm coming around on your tail.

OBI-WAN

All right, engage... and hurry. These droids are over me.

In one incredible move, ANAKIN swings in behind the DROID TRI-FIGHTERS, blowing them away one by one until there is only one left. ARTOO CHIRPS.

Artoo lets out a HOWL as ANAKIN accelerates past the last DROID TRI-FIGHTER, slams on his brakes, flips the Fighter around, and BLASTS the Fighter from the front.

Artoo BEEPS frantically as they fly through the debris of the destroyed ships. Anakin looks behind him.

ANAKIN

How many back there. Artoo?
(Artoo beeps)
Three... Four... that's not good.

OBI-WAN KENOBI

Anakin, you have four on your tail.

ANAKIN

I know, I know.

OBI-WAN KENOBI

Four more closing from your left.

ANAKIN

I know, I know!

OBI-WAN KENOBI
Break right and go high.

ANAKIN
I'm going low and left.

Obi-Wan shakes his head.

OBI-WAN KENOBI
(to himself)
He still has much to learn.

Anakin swoops low and skims across a TRADE FEDERATION BATTLESHIP, dodging flack as Artoo bounces along, trying to get out a sentence.

ANAKIN
Hang on, Artoo. Obi-Wan, do you copy?
I'm going to pull them through the
needle.

OBI-WAN KENOBI
Too dangerous. First Jedi rule:
"Survive."

ANAKIN
Sorry, no choice. Come down here and
thin them out a little.

Obi-Wan drops in behind the DROID VULTURE FIGHTERS chasing Anakin. Arfour BEEPS to his Master.

OBI-WAN KENOBI
Just keep me steady... hold on... not
yet... now break left.

Obi-Wan fires as he swings across the back of the VULTURE DROIDS, BLASTING four of them away.

Anakin heads for a trench along the surface of one of the Trade Federation Battleships. He flies into the trench, which ends in a conning tower with a small slit between two main struts.

OBI-WAN KENOBI
You'll never get through there, Anakin.
It's too tight.

Artoo BEEPS nervously.

ANAKIN
Easy, Artoo... we've done this before.

OBI-WAN KENOBI
Use the Force, think yourself through,
the ship will follow.

Artoo SQUEALS in a panic. On the view screen Artoo's squeal reads out, "WE'RE NOT GOING TO MAKE IT."

ANAKIN
Wrong thought, Artoo.

Anakin slips through the narrow gap. The trailing Vulture Droid Fighters CRASH!

ANAKIN
I'm through.

Obi-Wan continues firing on the VULTURE DROID FIGHTERS, driving them into the EXPLOSION.

A CLONE fighter is hit and explodes, spewing debris. The CLONE PILOT spins off into space.

Finally, Obi-Wan peels off and swings around, pulling up alongside Anakin.

CLONE FIGHT SQUAD SEVEN battles the Droids.

ODD BALL
There are too many of them.

CLONE PILOT 2
I'm on your wing. Break left. Break left. They're all over me. Get them off my...

The Clone's ship EXPLODES.

ANAKIN
I'm going to go help them out!

OBI-WAN KENOBI
No, no! They are doing their job so we can do ours. Head for the Command Ship!

Another CLONE fighter is hit, bursts into flames, and spins off into space.

A VULTURE DROID FIGHTER raises its head to locate its target and fires missiles at them.

ANAKIN
Missiles! Pull up!

Anakin and Obi-Wan break right and left, and the missiles follow them. Anakin does a barrel roll spin, causing the missiles following him to collide and EXPLODE.

Two missiles continue to chase Obi-Wan. He banks sharply to the right, then to the left, causing one of the missiles to overshoot.

OBI-WAN KENOBI

They overshoot us...

The second missile streaks next to Obi-Wan's Fighter and EXPLODES.

Obi-Wan's ship rocks, and Arfour, SCREAMS as the Starfighter rips through the explosion. Debris flies all around them.

ANAKIN

They're coming around!

OBI-WAN KENOBI

All right, Arfour. No, no. Nothing too fancy.

ANAKIN

Surge all power units, Artoo! Stand by the reverse thrusters.

Anakin spins his starfighter. The missiles spin and collide.

ANAKIN

We got 'em, Artoo!

Two missiles continue to track Obi-Wan.

OBI-WAN KENOBI

Flying is for droids.

Suddenly, OBI-WAN shudders, and his ship starts to plummet toward the surface of the Trade Federation Cruiser.

The trailing missiles fly into what looks like debris, and detonate. Five silver balls fly out of the debris and attach themselves to the ship. The balls pop open, revealing SMALL BUZZ DROIDS that begin to crawl across the surface like spiders.

OBI-WAN KENOBI

I'm hit! Anakin?

ANAKIN

I see them... Buzz Droids.

The BUZZ DROIDS crawl across Obi-Wan's ship and start to tear it apart.

SPARKS ERUPT where the BUZZ DROIDS break into the wiring. One of the BUZZ DROIDS goes after Arfour.

OBI-WAN KENOBI

Arfour, be careful. You have one...

Aefour's head gets ripped off and flies away.

OBI-WAN KENOBI

Oh, dear. They're shutting down all the controls.

ANAKIN

Move to the right so I can get a clear shot.

OBI-WAN KENOBI

The mission. Get to the Command Ship. Get the Chancellor! I'm running out of tricks here.

Anakin moves into position just off Obi-Wan's left side and angles his ship so his guns are pointing at the DROIDS crawling over Obi-Wan's Starfighter.

Anakin fires and vaporizes the TWO BUZZ DROIDS, along with the left wing of Obi-Wan's ship.

OBI-WAN KENOBI

In the name of...

ANAKIN

Steady, steady...

OBI-WAN KENOBI

Anakin, hold your fire, hold your fire. You're not helping here.

ANAKIN

I agree, bad idea. Swing right, ease over... steady...

OBI-WAN KENOBI

Wait, wait, I can't see a thing! My cockpit's fogging. They're all over me, Anakin.

ANAKIN

Move to the right.

OBI-WAN KENOBI

Hold on, Anakin. You're going to get us both killed! Get out of here. There's nothing more you can do.

ANAKIN

I'm not leaving without you, Obi-Wan.

Anakin moves his ship next to Obi-Wan's and tries to physically knock the BUZZ DROIDS off. Five are left. He manages to get one off, but badly dents Obi-Wan's ship in the process.

One of the BUZZ DROIDS tears a piece off of the front of Obi-Wan's ship. Flames burst, more smoke billows out, obscuring the Jedi's view.

Anakin knocks off three of the BUZZ DROIDS and the fourth crawls out onto Anakin's ship and starts attacking Artoo. fights the BUZZ DROID.

OBI-WAN KENOBI

Blast it... I can't see... my controls are gone.

ANAKIN

Get 'em, Artoo. Watch out!

OBI-WAN KENOBI

Artoo, hit the buzz droid's center eye.

Artoo extends an arm and aims a stream of electricity at the swerving BUZZ DROID. The BUZZ DROID is hit squarely in the eye and falls off the ship.

ANAKIN

Yeah, you got him!

OBI-WAN KENOBI

Great, Artoo.

ANAKIN

Stay on my wing, the General's Command Ship is dead ahead. Easy, pull up... Head for the hangar.

OBI-WAN KENOBI

Have you noticed the shields are still up?

ANAKIN

Oh! Sorry, Master.

Anakin streaks ahead of Obi-Wan's disintegrating Jedi Fighter and blasts the shield generator. It SPARKS and EXPLODES.

OBI-WAN

Oh, I have a bad feeling about this.

INT. MAIN HANGAR-TRADE FEDERATION CRUISER

The shield door drops away, and Obi-Wan crashes on the deck of the hangar bay, engulfed in a FANTAIL OF SPARKS.

A set of blast doors starts SLAMMING shut across the hangar opening, as material is sucked into space.

Anakin, as only he can, maneuvers around the oncoming junk and flies into the hangar just as the blast doors SLAM shut.

Obi-Wan ignites his light saber and cuts his way out of the cockpit. He jumps dear just as his ship EXPLODES. BATTLE DROIDS rush at him from all directions.

Anakin jumps out of his ship and cuts his way through the BATTLE DROIDS to where Obi-Wan is fighting.

Artoo pops out of the ship and follows Anakin.

OBI-WAN KENOBI

Artoo, locate the Chancellor.

ANAKIN

Tap into the ship's computers.

They cut down the last of the droids and follow Artoo over to a computer wall socket. The two JEDI fight off FOUR MORE DROIDS as Artoo tries to find the Chancellor.

Finally, a HOLOGRAM of the Trade Federation ship appears.

OBI-WAN KENOBI

The Chancellor's signal is coming from right there. The observation platform at the top of that spire.

ANAKIN

I sense Count Dooku's presence.

OBI-WAN KENOBI

I sense a trap.

ANAKIN

Next move?

OBI-WAN KENOBI

Spring the trap.

The JEDI start to leave, Artoo follows.

ANAKIN

Artoo, go back. I need you to stay with the ship.

OBI-WAN KENOBI

Here, take this, and wait for orders.

Obi-Wan tosses the comlink to Artoo.

INT. BRIDGE - TRADE FEDERATION CRUISER

GENERAL GRIEVOUS enters the bridge of the cruiser followed by his TWO BODYGUARDS. He walks to the front of the bridge and stands in front of the NEIMOIDIAN CAPTAIN.

GENERAL GRIEVOUS

What's the situation, Captain?

CAPTAIN

Two Jedi have landed in the main hangar bay.

GENERAL GRIEVOUS

Just as Count Dooku predicted. See to it they find their way to him.

INT. HANGAR - TRADE FEDERATION CRUISER

Anakin and Obi-Wan head for the elevator. A door opens in the hallway and two of GENERAL GRIEVOUS's BODYGUARDS confront the JEDI.

OBI-WAN KENOBI

Anakin...

ANAKIN

Ready.

They use their lightsabers to cut a large circle in the floor.

INT. GENERATOR ROOM - TRADE FEDERATION CRUISER

The TWO JEDI cut their way down several floors into a large generator room.

Huge EXPLOSIONS outside the ship have caused several large pipes overhead to break, and fluid is spewing everywhere.

The Jedi get up and turn off their light sabers.

Kenobi dips his hand into the fluid and sniffs it.

OBI-WAN KENOBI

Fuel. The slightest charge from our sabers will send this ship into oblivion. That's why they've stopped shooting.

ANAKIN

Well then, we're safe for the time being.

OBI-WAN KENOBI

Your idea of safe is not the same as mine.

They run, EXPLOSIONS rattle the ship, and pipes continue to burst around them, spilling more fuel into the hallway.

At the far end, SIX SUPER BATTLE DROIDS drop into the fuel. The SOUNDS OF SHIELD DOORS CLOSING AND LOCKING ECHO throughout the hallway.

They pass several large power generators, which are topped with SPARKING excess power dischargers.

ANAKIN

They're sealing this section off.

OBI-WAN KENOBI

Six droids coming our way!

The last of the DOORS CAN BE HEARD CLOSING in the distance.

The TWO JEDI pull themselves through the narrow vent shaft until they reach a small hatch in the side of the tube.

ANAKIN

Here's a way out.

As the SUPER BATTLE DROIDS reach the opening in the ceiling and the fuel gets to within a few feet of the power generator sparks.

The JEDI work the keyboard on the pressure lock, opening the latch.

INT. SMALL PASSAGEWAY - TRADE FEDERATION CRUISER

The TWO JEDI climb into a small passageway and slam the hatch shut. They make their way through the ever-shrinking shaft until they reach the end.

INT. WIDE HALLWAY - TRADE FEDERATION CRUISER

The two JEDI wait for an elevator to arrive. They turn around and see they're face to face with THREE DESTROYER DROIDS.

The DROIDS start blasting away. Anakin deflects the bolts. Obi-Wan frantically pushes the elevator button several more times.

ANAKIN

Destroyers!

Finally the door opens, and they rush inside under a hail of laser bolts. The elevator door slides shut.

The JEDI turn to see BATTLE DROIDS standing behind them.

BATTLE DROID

Drop your weapons!

The JEDI activate their light sabers and destroy all the BATTLE DROIDS.

INT HANGAR - TRADE FEDERATION CRUISER

R2-D2 notices two SUPER BATTLE DROIDS entering the hangar. He moves and hides behind Anakin's Starfighter.

INT. ELEVATOR - TRADE FEDERATION CRUISER

The elevator begins to move and screeches to a stop.

ANAKIN

Well, there's more than one way out of here.

Anakin ignites his lightsaber.

OBI-WAN KENOBI

We don't want to get out, we want to get moving. Artoo, Artoo. Do you copy? Activate elevator...

(looks at control panel)

31174.

The elevator begins moving.

INT. GENERAL'S QUARTER'S - TRADE FEDERATION CRUISER

The elevator door opens and the TWO JEDI carefully make their way into the main room of the General's Quarters.

At the far end sits SUPREME CHANCELLOR PALPATINE.

Anakin and Obi-Wan move towards the Chancellor. As they get closer, they see a very distressed look on the Chancellor's face.

OBI-WAN KENOBI

Chancellor.

ANAKIN

Are you all right?

PALPATINE

(quietly)

Count Dooku.

Palpatine makes a small gesture with his hand.

Obi-Wan and Anakin turn around.

The elevator doors open as COUNT DOOKU strides into the room. He's on a balcony above the Jedi, with two SUPER BATTLE DROIDS.

Dooku executes a forward flip down to the main level like a man half his age.

Obi-Wan and Anakin throw off their cloaks and ignite their lightsabers.

COUNT DOOKU

The Master and his apprentice. How little things have changed.

Obi-Wan and Anakin move toward the wily Count.

OBI-WAN KENOBI

You won't get away this time, Dooku.

Obi-Wan and Anakin charge Count Dooku. A great sword fight ensues.

COUNT DOOKU

I've been looking forward to this.

ANAKIN

My powers have doubled since the last time we met.

COUNT DOOKU

Good. Twice the pride, double the fall.

Dooku lunges at the JEDI and they fall back.

COUNT DOOKU

Your moves are clumsy, Kenobi, too predictable. You'll have to do better.

As the battle proceeds, Obi-Wan and Dooku are tired.

Anakin grows stronger as he becomes angry. He takes the attack to Dooku. The Count throws Obi-Wan back using the Force.

Anakin and Dooku move up the stairs. As they reach the upper landing of the General's Quarters, Anakin leaps over the Count.

Obi-Wan reaches the top of the stairs, destroying TWO SUPER BATTLE DROIDS.

Dooku holds Obi-Wan in the air using the Force, turns and kicks Skywalker out of frame.

Obi-Wan is choking. Anakin hits the archway.

Dooku sends Kenobi flying. The Jedi tumbles to the lower level unconscious.

Dooku spins around again, and using the Force, collapses a section of the balcony onto Obi-Wan.

Anakin spins and kicks the Count, sending him over the balcony. Anakin Jumps, following him down to the main floor.

They continue their vicious fight.

COUNT DOOKU

I sense great fear in you, Skywalker.
You have hate, you have anger, but you
don't use them.

Anakin regains his composure and attacks Dooku as the Dark Lord continues his spin to meet him head on.

Anakin attacks Dooku with a new ferocity. Their fighting becomes even more intense.

Finally, in one last energized charge, Anakin cuts off both Dooku's hands! The Jedi catches the lightsaber as it drops from the Sith Lord's severed hand.

Dooku stumbles to the floor in shock as Anakin puts the two lightsabers to his neck.

Palpatine is grinning as he watches the evil Count's defeat.

PALPATINE

Good, Anakin, good. I knew you could do
it. Kill him. Kill him now!

Dooku is bewildered by the Chancellor's vicious order.

ANAKIN

I shouldn't...

PALPATINE

(sternly)

Do it!

The helpless Count's eyes widen, he cannot believe his legendary life will end like this.

Anakin cuts off Dooku's head. A huge EXPLOSION somewhere deep in the ship rattles everything.

ANAKIN

I, I couldn't stop myself.

PALPATINE

You did well, Anakin. He was too
dangerous to be kept alive. Believe me,
the galaxy will be a much better place
without him.

Anakin tosses Dooku's lightsaber to the floor.

ANAKIN

Yes, but he was an unarmed prisoner.

He raises his hand towards the Admiral's Chair, the Chancellor's restraints pop loose.

ANAKIN

I shouldn't have done that, Chancellor.
It's not the Jedi way.

Palpatine stands up, rubbing his wrists.

PALPATINE

It is only natural. You wanted revenge.

ANAKIN

No... it wasn't like that this time.

Palpatine places his hands on Anakin's shoulders.

PALPATINE

It wasn't the first time, Anakin.
Besides, he was threatening the life of
the Supreme Chancellor of the Republic.

ANAKIN

(beat)
I suppose.

PALPATINE

Should there be an inquiry I shall vouch
for your bravery. Now, we really must
leave before more security droids arrive.

The ship begins leaning to one side.

Anakin rushes over to Obi-Wan, lifts the control console from on top of him, and pulls him free. He kneels down and checks his unconscious friend.

Palpatine heads for the elevators.

PALPATINE

Anakin, there isn't any time. We must
get off the ship before it's too late.

ANAKIN

He seems to be all right.

PALPATINE

Leave him, or we'll never make it.

ANAKIN

His fate will be the same as ours.

He picks up Obi-Wan, slings him over his shoulder, heads for the elevators.

INT. BRIDGE - TRADE FEDERATION CRUISER

GENERAL GRIEVOUS
Prepare for attack.

PILOT
All batteries fire! Fire!

INT. BATTLESTATIONS - REPUBLIC CRUISER

Clone gunners fire on the Trade Federation cruiser and take fire in return. Gun emplacements are destroyed. Clone troopers go flying.

INT. ELEVATOR LOBBY - TRADE FEDERATION CRUISER

Anakin, Obi-Wan and Palpatine enter an elevator.

INT. ELEVATOR

Anakin lays Obi-Wan down, contacts Artoo via comlink.

ANAKIN
Artoo, we're in the same elevator as before. Get us back down to the hangar.

PALPATINE
(re: Obi-Wan)
We're taking an awful risk lugging him around.

ANAKIN
(firmly; irritated)
The burden is all mine, and I don't want to hear to any more talk of it.

The elevator starts moving.

PALPATINE
I apologize, Anakin. I just want this ordeal to be over with.

ANAKIN
You'll be back in the Senate in no time.

Obi-Wan snaps back into life.

OBI-WAN KENOBI
Where are we?

Anakin helps him to his feet.

ANAKIN

On our way out of here.

PALPATINE

How good to have you back with us, Master Kenobi.

OBI-WAN KENOBI

It's good to be back, Chancellor.

(to Anakin)

And Dooku?

ANAKIN

He's dead.

OBI-WAN KENOBI

Dead? Our plan was to return with him as our prisoner, Anakin.

ANAKIN

Well, things didn't go that smoothly. He wasn't exactly willing to surrender.

OBI-WAN KENOBI

(upset)

How are we going to explain this to the Council? Dooku would've been a wealth of information to us.

ANAKIN

He never would have talked, Master.

PALPATINE

Master Kenobi, if I may intervene. I witnessed the entire event. Lord Tyranus left Anakin no alternative but to kill or be killed.

Obi-Wan looks at Anakin.

OBI-WAN KENOBI

Is this true, Anakin.

ANAKIN

Yes, Master.

OBI-WAN KENOBI

Then the word of the Supreme Chancellor is good enough for me.

The elevator stops. The door opens.

INT. HANGAR

The Jedi are now back where they began. Both of their starfighters still intact.

ANAKIN

Here we are.

The three of them exit the elevator.

OBI-WAN KENOBI

It simply can't be this easy.

ANAKIN

Try and keep a positive outlook, Master.

(comlink)

Artoo, we're here.

Artoo moves out into the open, rolls towards Anakin's Starfighter.

Obi-Wan and Palpatine jog towards his ship when...

The main blast door opens, revealing General Grievous and his two Bodyguards.

GENERAL GRIEVOUS

Leaving so soon, Jedi?

Anakin ignites his lightsaber, moves towards Grievous.

OBI-WAN KENOBI

Anakin, wait.

PALPATINE

Is he always this forceful?

OBI-WAN KENOBI

I'm afraid so. Wait here, Chancellor.

Anakin is almost upon Grievous

GENERAL GRIEVOUS

(to his Bodyguards)

Kill him!

The Droid Bodyguards whirl their electro-staffs as they charge Anakin.

Anakin grins, waits for them to get closer, then flips over them.

ANAKIN

Master!

Obi-Wan is in front of the Bodyguards now.

OBI-WAN KENOBI
I've got them!

Obi-Wan fights the two Bodyguards.

Anakin is free to challenge Grievous.

ANAKIN
You're all mine, General.

GENERAL GRIEVOUS
(coughing)
Pitiful Jedi!

Grievous ignites two lightsabers and engages Anakin.
They take the fight inside the hangar.

Obi-Wan destroys the Droid Bodyguards within a few moves.

Anakin and Grievous are locked in mortal combat. The
Cyborg General is the weaker of the two, but he's filled
with tricks.

As Anakin forces him against the wall, Grievous uses his
feet claws and scales the wall.

ANAKIN
Coward!

GENERAL GRIEVOUS
Come and get me, Jedi!

He gets his wish. Anakin uses the Force to toss a crate
at Grievous, knocking him down from the wall.

Grievous lands on top of a Vulture Droid, smashing it to
pieces.

ANAKIN
You keep on running, Grievous...

Grievous scurries away like an insect using his four arms
and two legs.

Anakin catches up to him, cutting off one arm.

Grievous doesn't want to fight, he's looking for an
escape.

ANAKIN
There's nowhere to run. I'm gonna take
the rest of your arms now!

Grievous scales the wall again, this time squeezing into an Exhaust Port, where he disappears.

OBI-WAN KENOBI

He's gone, Anakin. We've got what we came for, so let's get out of here.

Anakin is frustrated, wanting so badly to finish off the droid General.

OBI-WAN KENOBI

This ship is on its last leg. We best be going.

Obi-Wan climbs into his Starfighter, taking Palpatine with him. Anakin and Artoo get into their Starfighter.

Both Jedi take off as a random EXPLOSION rattles the big Cruiser's hangar.

INT. EXHAUST PORT - TRADE FEDERATION CRUISER

General Grievous scurries down the tiny shaft, coughing all the way.

INT. POD BAY

Grievous enters the escape pod bay through the hatch. He goes to a control panel and opens an escape pod. The Droid General pulls a row of switches, and one by one the remaining pods are jettisoned.

INT. ESCAPE POD - SPACE

He climbs inside one, the hatch closes, and the escape pod blasts away from the damaged Cruiser.

EXT. SPACE

Anakin and Obi-Wan's Starfighters speed out of the severely damaged Trade Federation Cruiser in the nick of time.

Numerous EXPLOSIONS rock the heavy Cruiser, causing it to nosedive towards the planet surface.

INT. OBI-WAN'S STARFIGHTER

Obi-Wan steers clear of incoming Droid fighters,
Palpatine sees the sinking Cruiser.

PALPATINE

Oh my, that's a disaster in the making.

OBI-WAN KENOBI

The Chancellor's right, Anakin. If
Grievous's ship hits the surface...

ANAKIN

(finishing)

Massive casualties, I know.

OBI-WAN KENOBI

Any suggestions?

ANAKIN

Finish it off up here.

OBI-WAN KENOBI

That requires too much firepower.
Besides half the fleet would have to
chase it down.

ANAKIN

Right.

OBI-WAN KENOBI

Well, we have to do something.

PALPATINE

You're Jedi. Why don't you use the
Force?

Obi-Wan thinks a moment, makes perfect sense.

OBI-WAN KENOBI

Anakin?

ANAKIN

Seems reasonable... I think.

OBI-WAN KENOBI

Squad Seven can mop up here. We can beat
the ship to the surface.

ANAKIN

I'm following your lead, Master.

EXT. SPACE BATTLE - ABOVE CORUSCANT

Obi-Wan and Anakin's Starfighters pull away from the congestion of the battle, nosedive after the crashing Cruiser.

INT. ANAKIN'S STARFIGHTER

ANAKIN

Artoo, see if you can increase the power.

Artoo BEEPS his reply.

INT. OBI-WAN'S STARFIGHTER

OBI-WAN KENOBI

This is going to be close.

ANAKIN

Just remember, this was your idea.

OBI-WAN KENOBI

Actually, it was the Chancellor's, but point taken.

EXT. SKIES ABOVE CORUSCANT - DAY

It's early morning on the planet and the sky is a brilliant blue as the burning Trade Federation Cruiser plummets towards the ground.

Obi-Wan and Anakin's Starfighters are now passing the Cruiser.

INT. OBI-WAN'S STARFIGHTER

OBI-WAN KENOBI

We are going to make it.

ANAKIN

But that's only part of the problem solved. We still have to stop its momentum.

OBI-WAN KENOBI

We've trained all our lives for a moment such as this, Anakin.

EXT. INDUSTRIAL DISTRICT - CORUSCANT

As luck would have it the Cruiser is headed for a less populated area of the city planet.

Anakin and Obi-Wan land their Starfighters on a deserted stretch of warehouses.

Obi-Wan and Anakin pick a spot and gaze up at the incoming disaster.

ANAKIN

You may want to step aside for this, Chancellor.

PALPATINE

Oh, yes, of course. Good luck to you both.

OBI-WAN KENOBI

There is no such thing as luck where the Force is concerned.

Palpatine hurries off to the shelter of a nearby warehouse as our two Jedi take their places in the center of the warehouse row.

OBI-WAN KENOBI

Are you ready, Anakin?

ANAKIN

Ready as I'll ever be, Master.

OBI-WAN KENOBI

Then let's begin.

The two Jedi close their eyes, extend their arms outward, connecting deeply with the Force. What they're about to attempt is a feat very few Jedi have accomplished.

The damaged Cruiser looms large in the sunlit sky, out of control and certain to destroy.

Obi-Wan and Anakin slowly move their arms to the right, guiding the burning behemoth towards the warehouses.

The Cruiser obeys their powers, shifts in the sky away from the skyscrapers and towards the Industrial sector.

We see Grievous's ship coming towards us, massive and bulky, completely on fire as well. It dives at a sharper angle with every second that passes.

Obi-Wan and Anakin grimace under the incredible strain to maintain the Force on an object so large.

The Cruiser is in front of them, lined up perfectly with the strip of ground the Jedi are standing on. The Cruiser comes in fast, its nose about to make contact and...

SMASH! The fiery ship impacts the ground, skidding forward at high speed.

Obi-Wan and Anakin YELL as they counter the ship's momentum, using all of their powers in the Force to achieve their goal.

Finally the bulk Cruiser comes to a stop, burning like a massive fireball amongst the tiny warehouses.

Chancellor Palpatine emerges from his hiding place.

PALPATINE

(amazed)

I, I don't believe it. You did it!

Artoo SQUEALS with excitement.

Anakin and Obi-Wan collapse to their knees, completely exhausted from the ordeal.

PALPATINE

Even though I suggested it, I never thought it possible.

OBI-WAN KENOBI

(catches his breath)

And that, Chancellor, is an example of the power of the Force.

PALPATINE

(grinning)

So it is.

EXT. PLAZA - JEDI TEMPLE - CORUSCANT - DAY

Obi-Wan walks with YODA and MACE WINDU in front of the massive Temple.

YODA

A job well done, Master Kenobi.

OBI-WAN KENOBI

It is Anakin you should be thanking. He was the hero yet again.

MACE WINDU

But the death of Count Dooku is an unfortunate occurrence.

OBI-WAN KENOBI

Chancellor Palpatine assured me that it was in self-defense.

MACE WINDU

And I trust Palpatine as much as a Trandoshan slaver.

OBI-WAN KENOBI

Then you do not believe Anakin? Is that what you're saying?

They stop walking.

YODA

It is the Chancellor that mistrust breeds.

OBI-WAN KENOBI

That reminds me, Palpatine did say something rather strange to me. He referred to Count Dooku as Lord Tyranus.

MACE WINDU

His Sith title.

OBI-WAN KENOBI

Is it possible the Chancellor could have heard this name elsewhere?

YODA

Strange that the name he would know.

OBI-WAN KENOBI

Only amongst the Council have we ever called Dooku Tyranus, and even then, not often.

MACE WINDU

I don't think we have anything to worry about when it comes to Palpatine but mere political chicanery.

OBI-WAN KENOBI

Oh, is that all?

YODA

Ponder this more, we will. Savor this temporary victory, we must.

EXT. NABOO GARDENS - CORUSCANT - DAY

Anakin meets with his wife PADME in secret. It's the first time they've been together in over two months.

They kiss passionately.

ANAKIN

I've missed you so much.

PADME

(softly)

Anakin.

Anakin looks down at her pregnant belly.

ANAKIN

How many months?

PADME

Eight. I'm so excited.

Padme stares at Anakin strangely.

ANAKIN

What is it?

PADME

Another scar.

She refers to the light vertical scar on the right side of Anakin's face.

ANAKIN

That's nothing. I've already forgotten how I got it.

PADME

How much longer is this senseless war going to drag on?

ANAKIN

Sooner than expected now that Count Dooku is out of the picture.

They sit down on a bench next to a fountain in the grandiose style of Padme's lush home planet.

PADME

Once our child is born you can't travel all over the galaxy, Anakin. I need you here with me.

ANAKIN

And I will be, Padme, I promise. Is that why you're so nervous lately?

PADME

Of course it is. You're a Jedi, Anakin, and that means you have to go whenever they call.

ANAKIN

I know.

PADME

Don't forget, you're not even supposed to be in love with me, much less be my husband.

Anakin strokes her long wavy hair.

ANAKIN

One day things will be different. We'll be able to live out in the open.

PADME

Once this child is born, every thing will change, Anakin. Are you ready?

ANAKIN

(smiling)

I'm ready.

EXT. UTAPAU - LANDING PLATFORM - DAY

A small NEIMOIDIAN SHUTTLE lands. BATTLE DROIDS surround the ramp as General Grievous descends onto the platform.

SUPER BATTLE DROID G21 approaches.

SUPER BATTLE DROID G21

The planet is secure, sir. The population is under control.

GENERAL GRIEVOUS

Good. Where is the Separatist Council?

SUPER BATTLE DROID G21

This way, sir...

Grievous takes the elevator to an upper level. He enters a conference room and presses a series of buttons on the table, and bows.

INT. UTAPAU - CONFERENCE ROOM - GRAND CHAMBER

A hologram of Darth Sidious appears.

GENERAL GRIEVOUS

Yes, Lord Sidious.

DARTH SIDIOUS

General Grievous, I suggest you move the Separatist leaders to Mustafar.

GENERAL GRIEVOUS

It will be done, My Lord.

DARTH SIDIOUS

The end of the war is near, General, and I promise you, victory is assured.

GENERAL GRIEVOUS:

But the loss of Count Dooku?

DARTH SIDIOUS

His death was a necessary loss, which will ensure our victory. Soon I will have a new apprentice, one far younger and more powerful than Lord Tyranus.

INT. BAIL ORGANA'S OFFICE - CORUSCANT - DAY

Padme, BAIL ORGANA, and SENATORS MON MOTHMA, FANG ZAR, TERR TANEEL, and GIDDEAN DANU sit in Senator Organa's office.

BAIL ORGANA

Now that he has control of the Jedi Council, the Chancellor has appointed Governors to oversee all star systems in the Republic.

FANG ZAR

When did this happen?

BAIL ORGANA

The decree was posted this morning.

PADME

Do you think he will dismantle the Senate?

MON MOTHMA

Why bother? As a practical matter, the Senate no longer exists.

GIDDEAN DANU

The constitution is in shreds. Amendment after amendment, executive directives, sometimes a dozen in one day.

BAIL ORGANA

We can't let a thousand years of democracy disappear without a fight.

EVERYONE looks at each other, a little worried at the implications of what was just said.

TERR TANEEL

What are you suggesting, Senator Organa?

BAIL ORGANA

I apologize. I didn't mean to sound like a Separatist.

MON MOTHMA

We are not Separatists trying to leave the Republic. We are loyalists, trying to preserve democracy in the Republic.

BAIL ORGANA

It has become increasingly clear to many of us that the Chancellor has become an enemy of democracy.

PADME

I can't believe it has come to this! Chancellor Palpatine is one of my oldest advisors. He served as my Ambassador when I was Queen.

GLDDEAN DANU

Senator, I fear you underestimate the amount of corruption that has taken hold in the Senate.

MON MOTHMA

The Chancellor has played the Senators well. They know where the power lies, and they will do whatever it takes to share in it. Palpatine has become a dictator and we have helped him to do it.

BAIL ORGANA

We can't sit around debating any longer, we have decided to do what we can to stop it. Senator Mon Mothma and I are putting together an organization...

PADME

Say no more, Senator Organa. I understand. At this point, it's better to leave some things unsaid.

BAIL ORGANA

Yes. I agree and we must not discuss this with anyone, without everyone in this group agreeing.

MON MOTHMA

That means those closest to you, even family... no one can be told.

They ALL nod their heads.

PADME

(thinking)

Agreed.

INT. CORUSCANT - JEDI TEMPLE - HALLWAY - DAY

Anakin hurries down a temple hallway, heading toward a Jedi Briefing Room. SEVERAL JEDI are exiting.

INT. JEDI TEMPLE - BRIEFING ROOM

Anakin rushes into the room. By the time he reaches the Chamber, the last of the Jedi are leaving.

Only Obi-Wan remains at the front of the lecture hall. He's shutting off some holograms, electronic charts and maps.

OBI-WAN KENOBI

You missed the report on the Outer Rim sieges.

ANAKIN

I'm sorry, I was held up. I have no excuse.

OBI-WAN KENOBI

In short, they are going very well. Saleucami has fallen, and Master Vos has moved his troops to Boz Pity.

ANAKIN

What's wrong then?

OBI-WAN KENOBI

The Senate is expected to vote more executive powers to the Chancellor today.

ANAKIN

Well, that can only mean less deliberating and more action. It will make it easier for us to end this war.

OBI-WAN KENOBI

Anakin, be careful of your friend Palpatine.

ANAKIN

Be careful of what?

OBI-WAN KENOBI

He has requested your presence.

ANAKIN

What for?

OBI-WAN KENOBI

He would not say.

ANAKIN

He didn't inform the Jedi Council? That's unusual, isn't it?

OBI-WAN KENOBI

All of this is unusual, and it's making me feel uneasy. You're probably aware that relations between the Council and the Chancellor are stressed.

ANAKIN

I know the Council has grown wary of his power, mine also for that matter. Aren't we all working together to save the Republic? Why all this distrust?

OBI-WAN KENOBI

The Force grows dark, Anakin, and we are all affected by it. Be wary of your feelings.

INT. CHANCELLOR'S OFFICE - DAY

Anakin stands with Palpatine at his window overlooking the vastness of Coruscant. Several buildings have been destroyed. A brown haze hangs over the landscape.

PALPATINE

Anakin, this afternoon the Senate is going to call on me to take direct control of the Jedi Council.

ANAKIN

The Jedi will no longer report to the Senate?

PALPATINE

They will report to me... personally. The Senate is too unfocused to conduct a war. This will bring a quick end to things.

(beat)

There are times when we must all endure adjustments to the constitution in the name of security.

ANAKIN

With all due respect, sir, the Council is in no mood for more constitutional amendments.

PALPATINE

Anakin, I've known you since you were a small boy. I have advised you over the years when I could ... I am very proud of your accomplishments. You have won many battles the Jedi Council thought were lost... and you saved my life. I hope you trust me, Anakin.

ANAKIN

Of course.

PALPATINE

I need your help, son. I fear the Jedi. The Council keeps pushing for more control. They're shrouded in secrecy and obsessed with maintaining their autonomy. Ideals I find simply incomprehensible in a democracy.

ANAKIN

I can assure you that the Jedi are dedicated to the values of the Republic.

PALPATINE

Nevertheless, their actions will speak more loudly than their words. I'm depending on you.

ANAKIN

For what? I don't understand.

PALPATINE

To be the eyes, ears, and voice of the Republic.

Anakin thinks about this.

PALPATINE

I'm appointing you to be my personal representative on the Jedi Council.

ANAKIN:

Me? A Master? I'm overwhelmed, sir, but the Council elects its own members. They will never accept this.

PALPATINE

Oh, I think they will... they need you more than you know.

INT. COUNCIL CHAMBERS - JEDI TEMPLE - DAY

Anakin enters and stands in the middle of the room. He is surrounded by the Jedi Council Mace Windu, EETH KOTH, Obi-Wan, Yoda and the HOLOGRAMS of PLO KOON and KI-ADI-MUNDI.

MACE WINDU

Anakin Skywalker, we have approved your appointment to the Council as the Chancellor's personal representative.

ANAKIN

I will do my best to uphold the principles of the Jedi Order.

YODA

Allow this appointment lightly, the Council does not. Disturbing is this move by the Chancellor.

ANAKIN

I understand.

MACE WINDU

You are on this Council, but we do not grant you the rank of Master.

Anakin reacts with anger.

ANAKIN

What?! How can you do this? It's outrageous, it's unfair... How can one be on the Council and not be a Master?

MACE WINDU

(sternly)

Take a seat, young Skywalker.

ANAKIN

(beat)

Forgive me, Master.

Anakin sits in one of the empty chairs. Everyone is embarrassed by his behavior.

Ki-Adi-Mundi, who appears as a hologram, speaks.

KI-ADI-MUNDI

We have surveyed all systems in the Republic and have found no sign of General Grievous.

YODA

Hiding in the Outer Rim, Grievous is. The outlying systems, you must sweep.

OBI-WAN KENOBI

It may take some time. We do not have many ships to spare.

MACE WINDU

We cannot take any more ships from the front line. We're spread too thin as it is.

OBI-WAN KENOBI

And yet, it would be fatal for us to allow the droid armies to regroup.

YODA

Master Kenobi, our spies contact, you must, and then wait.

KI-ADI-MUNDI

What about the droid attack on the Wookiees?

MACE WINDU

It is critical we send an attack group there, immediately!

OBI-WAN KENOBI

He's right, that is a system we cannot afford to lose. It's the main navigation route for the southwestern quadrant.

ANAKIN

I know that system well. It would take us little time to drive the droids off that planet.

MACE WINDU

Skywalker, your assignment is here with the Chancellor, and Kenobi must find General Grievous.

YODA

Go, I will. Good relations with the Wookiees, I have.

MACE WINDU

It is settled then. Yoda will take a battalion of clones to reinforce the Wookiees on Kashyyyk. May the Force be with us all.

INT. HALLWAY AND ALCOVE OUTSIDE COUNCIL CHAMBERS

Anakin and Obi-Wan walk through one of the massive Jedi Temple hallways. Anakin is furious with the Council's decision.

ANAKIN

I knew it. Master Windu has always opposed me. Can't you see it?

OBI-WAN KENOBI

Not that argument again, Anakin. I've told you time and time again to get rid of such foolishness. You're angry and you're lashing out.

ANAKIN

Then what kind of nonsense is this, put me on the Council and not make me a Master? That's never been done in the history of the Jedi.

OBI-WAN KENOBI

Calm down, Anakin. You have been given a great honor. To be on the Council at your age... it's never happened before. Listen to me, Anakin.

(MORE)

OBI-WAN KENOBI (CONT'D)

The fact of the matter is you're too close to the Chancellor. The Council doesn't like it when he interferes in Jedi affairs.

ANAKIN

I didn't ask to be put on the Council.

OBI-WAN

But it's what you wanted. Your friendship seems to have paid off. And regardless of how it happened, Anakin, you find yourself in a delicate situation.

ANAKIN

You mean divided loyalties.

OBI-WAN KENOBI

I warned you there was tension between the Council and the Chancellor. I was very clear.

ANAKIN

The Council is only upset because I'm the youngest to ever serve.

OBI-WAN KENOBI

No, it is not, Anakin. I worry when you speak of jealousy and pride. Those are not Jedi thoughts. They're dangerous, dark thoughts.

ANAKIN

Master, you of all people should have confidence in my abilities. I know where my loyalties lie.

OBI-WAN KENOBI

I certainly hope so.

ANAKIN

I sense there's more to this talk than you're saying.

OBI-WAN KENOBI

Anakin, the only reason the Council has approved your appointment is because the Chancellor trusts you.

ANAKIN

And?

OBI-WAN KENOBI

Anakin, look, I am on your side. I didn't want to see you put in this situation.

ANAKIN

(frustrated)

Just say what you have to say, Obi-Wan.

OBI-WAN KENOBI

(takes a deep breath)

The Council wants you to report on all of the Chancellor's dealings. They want to know what he's up to.

ANAKIN

They want me to spy on the Chancellor? That's treason!

OBI-WAN KENOBI

We are at war, Anakin. The Jedi Council is sworn to uphold the principles of the Republic, even if the Chancellor does not.

ANAKIN

Why didn't the Council give me this assignment when we were in session?

OBI-WAN KENOBI

This assignment is not to be on record. The Council asked me to approach you on this personally.

ANAKIN

The Chancellor's not a bad man, Obi-Wan. He's watched out for me ever since I arrived here.

OBI-WAN KENOBI

And that is precisely why you must help us, Anakin. Our allegiance is to the Senate, not to its leader, who has managed to stay in office long after his term has expired.

ANAKIN

The Senate demanded that he stay longer.

OBI-WAN KENOBI

Yes, but use your feelings, Anakin. Something is out of place.

ANAKIN

You're asking me to do something against the Jedi Code. Against the Republic, against a mentor, and a friend. That's what's out of place here. Why are you asking this of me?

OBI-WAN KENOBI

The Council is asking you.

EXT. CORUSCANT - CLONE LANDING PLATFORM - DAY

A JEDI GUNSHIP heads for the huge Clone landing platform.

INT. CORUSCANT - JEDI GUNSHIP

Yoda, Mace, and Obi-Wan ride in the GUNSHIP as it heads for the Clone landing platform.

OBI-WAN KENOBI

Anakin did not take to his assignment with much enthusiasm.

YODA

Too much under the sway of the Chancellor, he is. Much anger there is in him. Too much pride in his powers.

MACE WINDU

It's very dangerous, putting them together. I don't think he can handle it, and I don't trust him.

OBI-WAN KENOBI

He'll be all right. I trust Anakin with my life.

MACE WINDU

Unfortunately, I cannot say the same.

OBI-WAN KENOBI

With all due respect, Master, is he not the Chosen One? Is he not to destroy the Sith and bring balance to the Force?

MACE WINDU

So the prophecy says. But this notion has filled Skywalker's head with pride and delusion.

YODA

A prophecy that misread, could have been.

OBI-WAN KENOBI

He will not let me down. He never has.

YODA

I hope right you are. May the Force be with you.

The Gunship lands and Yoda exits the lowered ramp.

Mace and Obi-Wan stand and give him a brief bow then take off in the Gunship.

INT. CONFERENCE ROOM - UTAPAU - NIGHT

General Grievous lies on a metal table as a SURGICAL DROID replaces his severed mechanical limb.

In moments the repairs are done, Grievous rises from the table and tries out his new arm. He grabs a lightsaber, ignites it, rotates the new arm in every direction.

Grievous laughs his sinister laugh until it morphs into his ever-present cough.

INT. GALAXIES OPERA HOUSE - CORUSCANT - NIGHT

Anakin lands his speeder and exits. He runs up the stairs at the Galaxies Opera House.

Anakin runs through the hallway and enters Palpatine's box, where Palpatine is sitting with Mas Amedda and Sly-Moore, watching the Man Calamari Ballet "Squid Lake."

ANAKIN

You wanted to see me, Chancellor.

PALPATINE

Yes, Anakin! Come closer. I have good news. Our Clone Intelligence Units have discovered the location of General Grievous. He is hiding in the Utapau system.

ANAKIN

At last, we'll be able to capture that coward and end this war.

PALPATINE

I would worry about the collective wisdom of the Council if they didn't select you for this assignment.

(MORE)

PALPATINE (CONT'D)

You are the best choice by far, but, they can't always be trusted to do the right thing.

ANAKIN

They try.

PALPATINE

Yes, how the do. Sit down,
(to his aides)
Leave us.

The aides exit the box without a word.

Anakin sits next to Palpatine. The Chancellor leans over to him.

PALPATINE

Anakin, you know I'm not able to rely on the Jedi Council. They simply oppose me at every turn. If they haven't included you in their plot, they soon will.

ANAKIN

I'm not sure I understand.

PALPATINE

You must sense what I have come to suspect... that the Jedi Council want control of the Republic. And they're planning to betray me.

ANAKIN

I don't think...

PALPATINE

Anakin, search your feelings. You know, don't you?

ANAKIN

You speak like a Jedi, Chancellor.

PALPATINE

(grinning)
Hardly, but you were saying...

ANAKIN

I know they don't trust you.

PALPATINE

Or the Senate, the Republic... or democracy, for that matter.

ANAKIN

I have to admit that lately my trust in them has been shaken.

PALPATINE

They asked you to do something that made you feel dishonest, didn't they?

Anakin doesn't say anything. He simply looks down.

PALPATINE

They asked you to spy on me, didn't they?

ANAKIN

I don't know what to say.

PALPATINE

Remember back to your early teachings, Anakin. "All those who gain power are afraid to lose it." Even the Jedi.

ANAKIN

The Jedi use their power for good.

PALPATINE

Good is a point of view, Anakin. And the Jedi point of view is not the only valid one. The Dark Lords of the Sith believe in security and justice also, yet they are considered by the Jedi to be...

ANAKIN

(finishing)

...evil.

PALPATINE

Yes. From a Jedi's limited point of view. The Sith and the Jedi are similar in almost every way, including their quest for greater power. The difference between the two is the Sith are not afraid of the dark side of the Force. That is why they are more powerful.

ANAKIN

The Sith rely on their passion for their strength. They think inwardly, only about themselves.

PALPATINE

And the Jedi do not?

ANAKIN

The Jedi are selfless... they only care about others.

PALPATINE

(smiling)

Or so you've been trained to believe. Why is it, then, that they have asked you to do something you feel is wrong?

ANAKIN

I'm not sure it is wrong.

PALPATINE

Have they asked you to betray the Jedi code? The Constitution? A friendship? Your own values? Think. Consider their motives. Keep your mind clear of assumptions. The fear of losing power is a weakness of both the Jedi and the Sith.

Anakin is deep in thought.

PALPATINE

Did you ever hear the tragedy of Darth Plagueis "the wise"?

ANAKIN

No. Should I have?

PALPATINE

Not exactly. It's a Sith legend. Darth Plagueis was a Dark Lord of the Sith, so powerful and so wise he could use the Force to influence the midi-chlorians to create life... He had such a knowledge of the dark side that he could even keep the ones he cared about from dying.

ANAKIN

He could actually save people from death?

PALPATINE

The dark side of the Force is a pathway to many abilities some consider to be... unnatural.

ANAKIN

What happened to him?

PALPATINE

He became so powerful the only thing he was afraid of was losing his power, which eventually, of course, he did.

Unfortunately, he taught his apprentice everything he knew, then his apprentice killed him in his sleep.

(smiles)

It's ironic, isn't it? Lord Plagueis could save others from death, but not himself.

ANAKIN

Is it possible to learn this power?

PALPATINE

(ominously)

Not from a Jedi.

EXT. KASHYYYK - DAY

A WOOKIEE CATAMARAN flanked by WOOKIEE HELICOPTERS approaches the tree housing the HOLOGRAM AREA.

INT. KASHYYYK/JEDI COUNCIL CHAMBERS - HOLOGRAM AREA - DAY

Yoda and various JEDI speak via hologram. The discussion includes Obi-Wan, Mace, AGEN KOLAR, Ki-Adi-Mundi and PLO KOON.

KI-ADI-MUNDI

(holo)

Palpatine thinks General Grievous is on Utapau. We have had no reports of this from our agents.

MACE WINDU

(holo)

How could the Chancellor have even come by this information and we know nothing about it? We have had contact with Baron Papanoida and he said no one was there.

ANAKIN

A partial message was intercepted in a diplomatic packet from the Chairman of Utapau.

YODA

Act on this, we must. The capture of General Grievous will end this war. Quickly and decisively we should proceed.

OBI-WAN KENOBI
Does everyone agree?

All the JEDI concur.

ANAKIN
The Chancellor has requested that I lead
the campaign.

They all look at ANAKIN a bit disturbed.

MACE WINDU
(a little peeved)
The Council will make up its own mind who
is to go, not the Chancellor.

KI-ADI-MUNDI
Yes, this decision is ours to make.

Anakin is embarrassed, becomes sullen.

YODA
A Master is needed, one with more
experience.

MACE WINDU
Given our resources, I recommend we send
only one Jedi... Master Kenobi.

ANAKIN
He was not so successful the last time he
met Grievous.

Obi-Wan throws Anakin a dirty look.

ANAKIN
(to Obi-Wan)
No offense, Master, but I'm only stating
a fact.

OBI-WAN KENOBI
Oh no, you're quite right, but I do have
the most experience with his ways of
combat.

YODA
Obi-Wan, my choice is.

KI-ADI-MUNDI
I concur. Master Kenobi should go.

YODA
I agree.

All the JEDI concur.

MACE WINDU

Very well. Council is adjourned.

Anakin is angry with the decision.

MACE WINDU

Obi-Wan, prepare two clone brigades as quickly as you can. If this report is true, there's no telling how many battle droids he may have with him.

INT. KASHYYYK - HOLOGRAM AREA - DAY

Yoda gets out of his chair and walks to the edge of the platform.

CLONE COMMANDER GREE

The droids have started up their main power generators.

YODA

Then now the time is, Commander.

CLONE COMMANDER GREE

Yes, sir.

The battle between the Droid Army and the Wookiees begins.

EXT. KASHYYYK - BEACH HEAD - DAY

A WOOKIEE CHIEFTAIN lets out a roar as the Wookiee army rushes to face the DROID ARMY.

CORPORATE ALLIANCE TANK DROIDS race across the water against the WOOKIEES and CLONE TROOPERS on the beach. DROID GUNSHIPS provide air support, while a SPIDER DROID emerges from the watery depths.

A brave WOOKIEE places an explosive on a SEPARATIST TANK and jumps off just before the Tank EXPLODES.

From the Hologram Area, Yoda observes the ongoing battle.

EXT. CORUSCANT - PADME'S APARTMENT - EARLY MORNING

Padme's apartment building is surrounded by the smog-shrouded city of Coruscant.

Padme, Mon Mothma, Bana Breemu, Fang Zar, Giddean Danu, Bail Organa and CHI EEKWAY sit in Padme's living room.

C-3PO serves drinks to the guests.

PADME

We cannot let this situation turn into yet another war.

BAIL ORGANA

Absolutely, that is the last thing any among us wants.

MON MOTHMA

We are hoping to form an alliance in the Senate to stop the Chancellor from further subverting the constitution, that's all.

PADME

I know a Jedi I feel it would be wise to consult.

BANA BREEMU

That could prove dangerous, Senator.

MON MOTHMA

What he means to say is that we do not know where the Jedi stand in all this.

PADME

I only wish to discuss this with one... one I trust.

GIDDEAN DANU

Going against the Chancellor without the support of the Jedi is risky.

PADME

In truth, the Jedi aren't any happier with the situation than we are...

CHI EEKWAY

Patience, Senator.

FANG ZAR

We have so many Senators on our side, surely that will persuade the Chancellor.

BANA BREEMU

When you present the "petition of the two thousand" to the Chancellor, things may change.

BAIL ORGANA

Let us see what we can accomplish in the Senate, before we include the Jedi.

Padme takes a deep breath in frustration and disappointment.

EXT. CORUSCANT - CLONE LANDING PLATFORM - DAY

Anakin and Obi-Wan walk onto a landing platform overlooking a docking bay where THOUSANDS OF CLONE TROOPS and armored weapons, tanks, etc., are being loaded onto a massive REPUBLIC ASSAULT SHIP.

ANAKIN

You're going to need me on this one, Master.

OBI-WAN KENOBI

Oh, I agree. However, it may turn out just to be a wild bantha chase.

Obi-Wan starts to turn and leave.

ANAKIN

Master!

Obi-Wan stops and Anakin walks over to him.

ANAKIN

Master, I've disappointed you. I haven't been very appreciative of your training. I've been arrogant and I apologize. I've just been so frustrated with the Council. But your friendship, it means everything to me.

OBI-WAN KENOBI

You are strong and wise, Anakin, and I am very proud of you. I have trained you since you were a boy. I have taught you everything I know, and you have become a far greater Jedi than I could ever hope to be... and you have saved my life more times than I can remember. But be patient, Anakin. It won't be long before the Council makes you a Jedi Master.

Obi-Wan starts down the ramp, then turns back.

OBI-WAN KENOBI

Don't worry. I have enough Clones with me to take three systems the size of Utapau. I think I'll be able to handle the situation, even without your help.

ANAKIN

Well, there's always a first time.

Obi-Wan laughs. They talk for a few more minutes before Anakin watches Obi-Wan depart.

ANAKIN

Obi-Wan, may the Force be with you.

OBI-WAN

Good-bye, old friend. May the Force be with you.

Obi-Wan heads down a ramp toward the waiting Republic cruiser.

EXT. CORUSCANT - CLONE LANDING PLATFORM - DAY

The Republic cruiser lifts off and heads for space.

INT. REPUBLIC BATTLE CRUISER - HANGAR -SPACE

CLONE TROOPERS stand at attention in rows on the floor of the hangar deck, waiting to board landing craft.

Obi-Wan stands next to his BLUE JEDI FIGHTER talking to SEVERAL CLONE COMMANDERS with their helmets off.

A hologram of the planet Utapau is projected by R4-G9 into the middle of the hangar.

CLONE COMMANDER CODY

Fortunately, most of the cities are concentrated on this small continent here... on the far side.

OBI-WAN KENOBI

I'll keep them distracted until you get there. Just don't take too long.

CLONE COMMANDER CODY

Come on, boss, when have I ever let you down?

They laugh.

OBI-WAN
Cato Nemoidia... for starters.

Obi-Wan climbs into his Jedi Fighter.

CLONE COMMANDER CODY
That was Anakin who was late, I believe.

OBI-WAN
Very well, the burden is on me not to
destroy all the droids before you get
there.

CLONE COMMANDER CODY
I'm counting on it, sir.

EXT. JEDI FIGHTER - SPACE

Obi-Wan blasts the BLUE JEDI FIGHTER out of the Republic
Battle Cruiser and into the hyperspace ring. He heads
for the planet Utapau.

EXT. UTAPAU - SPACE

Obi-Wan blasts out of his Starfighter's hyperspace ring
and heads for the planet Utapau. The Blue Fighter skims
over the planet's surface, flat except for a few giant
sinkholes.

INT. UTAPAU-LANDING PLATFORM-DAY

Obi-Wan lands his ship on a Platform projecting out of
the side of a giant sinkhole.

All is quiet. A local administrator, TION MEDON, comes
out to greet the ship.

Obi-Wan climbs out of his Fighter as a SHORT GROUND CREW
looks over his ship.

On a ledge above the landing platform, GRIEVOUS's
BODYGUARDS watch as Obi-Wan talks to Tion Medon.

TION MEDON
Greetings, young Jedi. What brings you
to our remote sanctuary?

OBI-WAN KENOBI
Unfortunately, the war.

TION MEDON

There is no war here unless you've brought it with you.

OBI-WAN KENOBI

With your kind permission, I should like some fuel and to use your city as a base as I search nearby systems for General Grievous.

A GROUND CREW rushes out and refuels Obi-Wan's Fighter.

Tion Medon leans close to Obi-Wan and speaks quietly.

TION MEDON

He is here! We are being held hostage. They are watching us.

OBI-WAN KENOBI

I understand.

TION MEDON

The tenth level... thousands of Battle Droids.

OBI-WAN KENOBI

Tell your people to take shelter. If you have warriors, now is the time.

Obi-Wan starts back toward his Starfighter as Tion Medon leaves the platform.

GRIEVOUS'S BODYGUARDS retreat to the overhead platform.

Obi-Wan climbs back into his BLUE JEDI FIGHTER. His Astro Unit (R4-G9) turns to him.

OBI-WAN KENOBI

Geenine, take the Fighter back to the ship. I'm staying here. Tell Cody I've made contact.

The little Astromech BEEPS a reply.

EXT. OBSERVATION DECK - UTAPAU

On a high balcony, Tion Medon looks down on the landing platform.

A few steps behind him stands one of Grievouu's Bodguards. They watch the canopy lower.

TION MEDON

I told you, all he wanted was fuel.

BODYGUARD

What was his name?

TION MEDON

He did not say.

They watch as the BLUE JEDI FIGHTER takes off.

INT. LANDING PLATFORM - HALLWAY- UTAPAU

Obi-Wan also watches his ship take off. He's hiding in the hallway. He quietly moves farther into the city.

EXT. UTAPAU STAIRWAY - SINKHOLE RIM

Obi-Wan quickly rushes up a stairway cut into the side of the sinkhole. From an alcove he carefully surveys the city, then quickly moves on.

INT. CONFERENCE ROOM - GRAND CHAMBER - UTAPAU

General Grievous stands before the COUNCIL OF SEPARATISTS, including NUTE GUNRAY, RUNE HAAKO, POGGLE THE LESSER, SHU MAI, SAN HILL, PO NUDO, WAT TAMBOR, and PASSEL ARGENTE.

Obi-Wan hides above the assembly and watches intently.

GENERAL GRIEVOUS

It won't be long before the armies of the Republic track us here. I am sending you to the Mustafar system in the Outer Rim. It is a volcanic planet which generates a great deal of scanning interference. You will be safe there.

NUTE GUNRAY

Safe? Chancellor Palpatine managed to escape your grip, General, without Count Dooku. I have doubts about your ability to keep us safe.

GENERAL GRIEVOUS

Be thankful, Viceroy, you have not found yourself in my grip. Your ship is waiting.

Obi-Wan is deep in thought about what action to take.

INT. TENTH LEVEL - CONTROL CENTER

The JEDI removes his cloak and jumps down behind the cyborg GENERAL.

OBI-WAN

Hello, there!

GENERAL GRIEVOUS

General Kenobi, you are a bold one. I find your behavior bewildering. Surely you realize you're doomed.

(to his droids)

Kill him!

About a HUNDRED BATTLE DROIDS surround Obi-Wan, Grievous and his Bodyguards.

Obi-Wan looks around, then walks right up to the General. They stare at each other for a moment.

GENERAL GRIEVOUS

Enough of this.

The Bodyguard's raise their power staffs to knock Obi-Wan away, but he ducks as the deadly staffs whistle over his head.

The Jedi's lightsaber ignites, and Obi-Wan deftly cuts one BODYGUARD in two. His staff flies into the air and is caught by Grievous.

The other THREE BODYGUARDS attack Obi-Wan with an intense fury.

Obi-Wan uses the Force to release a piece of equipment from the ceiling. It drops on the Bodyguards, smashing them.

Obi-Wan walks toward Grievous, slashing the last Bodyguard to pieces. BATTLE DROIDS move towards him.

GENERAL GRIEVOUS

Back away. I will deal with this Jedi myself.

OBI-WAN

Your move.

GENERAL GRIEVOUS

You fool, I have been trained in your Jedi arts by Count Dooku himself.

His cybernetic arms separate, grab all four lightsabers on his belt. His four arms create a flashing display of swordsmanship.

OBI-WAN

And I trained the Jedi who defeated Count Dooku.

Obi-Wan is hard-pressed to defend himself against the deadly onslaught.

They fight across the control room as the BATTLE DROID SHARPSHOOTERS try to pick off the Jedi.

Obi-Wan mounts a ferocious counterattack and cuts off one of Grievous's hands.

A loud EXPLOSION is heard echoing throughout the sinkhole. Grievous and Obi-Wan glance to the entrance of the control center and see CLONE TROOPS in the distance, attacking DROIDS in the sinkhole.

On the far wall of the sinkhole, Clones are rappelling onto balconies.

OBI-WAN

I may not defeat your droids, but my troops certainly will.

GENERAL GRIEVOUS

Army or not, Kenobi, you must realize you are doomed.

TWENTY CLONES suddenly rappel into the entrance of the control center, ray guns blazing. Chaos. Laser bolts fly everywhere as the DROIDS return fire.

Obi-Wan attacks Grievous, who defends himself rigorously with one of his bodyguard's electro-staffs.

Kenobi uses the Force to hurl the General backwards. He falls onto a lower platform, Obi-Wan jumps down after him.

INT. TENTH LEVEL - CONTROL CENTER

More Clones rappel into the control center and blast away at the remaining Droids.

The JEDI cuts down several Droids as he races to the entrance of the control center.

Obi-Wan spots Grievous racing toward one of the landing platforms in the midst of the battle.

General Grievous jumps onto a menacing looking WHEEL SCOOTER and takes off down the wall of the sinkhole.

Obi-Wan, summoning the Force, leaps down into the sinkhole after him.

EXT. SENATE OFFICE BUILDING - CORUSCANT - SUNSET

The sun is setting as the lights come on inside the massive building. The sky is an ominous red.

INT. CHANCELLOR'S OFFICE

Palpatine listens to a delegation from the Senate, which includes Padme and five other Senators; NEE ALAVAR, Fang Zar, MALEDEE, SWEITT CONCORKILL and MON CALAMARI.

Anakin stands to one side of the Chancellor.

PALPATINE

I understand your reservations completely, Senator, and I assure you the appointment of Governors will in no way compete with the duties of the Senate.

PADME

May I take it then, that there will be no further amendments to the Constitution?

PALPATINE

I want this terrible conflict to end as much as you do, My Lady, and when it does I guarantee an immediate return to democracy.

PADME

You are pursuing a diplomatic solution to the war, then.

PALPATINE

You must trust me to do the right things, Senator. After all, that is why I am here.

FANG ZAR

But surely...

The Chancellor turns on Fang Zar.

PALPATINE

I have said I will do what is right, that should be enough for your . . . committee.

PADME

On behalf of the "delegation of two thousand," I thank you, Chancellor.

PALPATINE

I thank you for bringing this to my attention, Senator.

Padme gives Anakin a frustrated look, then turns and exits with the other FIVE SENATORS.

PALPATINE

(to Anakin)

Their sincerity is to be admired, although I sense there is more to their request than they are telling us.

ANAKIN

What do you mean?

PALPATINE

They are not to be trusted.

ANAKIN

Surely Senator Amidala can be trusted.

PALPATINE

These are unstable times for the Republic, Anakin. Some see instability as an opportunity. Senator Amidala is hiding something. I can see it in her eyes.

ANAKIN

I'm sure you're mistaken.

PALPATINE

I'm surprised your Jedi insights are not more sensitive to such things.

ANAKIN

I simply don't sense betrayal in Senator Amidala.

Palpatine studies Anakin carefully and gives him a skeptical look.

PALPATINE

Yes, you do, but you don't seem to want to admit it. There is much conflict in you, Anakin.

ANAKIN

It's nothing, Chancellor.

INT. JEDI WAR ROOM - CORUSCANT - EARLY EVENING

Ki-Adi-Mundi, Anakin, Yoda, Mace, Commander Cody, and AAYLA SECURA talk via holograms.

CLONE COMMANDER CODY

Master Windu, may I interrupt? General Kenobi has made contact with General Grievous, and we have begun our attack.

MACE WINDU

Thank you, Commander. Anakin, deliver this report to the Chancellor. His reaction will give us a clue to his intentions.

ANAKIN

Yes, Master.

Anakin leaves the room. Commander Cody's hologram disappears.

MACE WINDU

The dark side of the Force surrounds the Chancellor. I sense that he's a puppet being controlled from the shadows.

KI-ADI-MUNDI

If he does not give up his emergency powers after the destruction of Grievous, then he should be removed from office.

MACE WINDU

That could be a dangerous move. The Jedi Council would have to take control of the Senate in order to secure a peaceful transition.

KI-ADI-MUNDI

...and replace the Congress with Senators who are not filled with greed and corruption.

YODA

To a dark place this line of thought will carry us. Hmmmmmm... great care we must take.

MACE WINDU

With great respect, Master Yoda, I think we must confront this sooner rather than later. Who knows what deals are being made behind Palpatine's closed doors.

YODA

Then appoint you I do to shadow both Anakin and the Chancellor.

MACE WINDU

It is done.

EXT. CLIFF AND LANDING PLATFORM - UTUPAU - DAY

As General Grievous reaches the landing platform where his shuttle is waiting. Obi-Wan drops onto the top of the starship.

Grievous spins his scooter around and takes off up the vertical cliff face with Obi-Wan.

The sinkhole is engulfed in a great battle between CLONES and DROIDS.

The PEOPLE OF UTAPAU cower in whatever shelter they can find.

EXT. MAIN CITY PLAZA

A LARGE GROUP OF UTAPAUAN TROOPS on LIZARDS attack the DROID ARMY.

The General accelerates off the edge, drives straight towards Obi-Wan.

GENERAL GRIEVOUS

Prepare to move out of orbit. I will be up in a few moments.

Obi-Wan sizes up the situation, looking for a way to get to Grievous. He uses the Force to destabilize the Wheel Scooter as Grievous charges at him.

Grievous loses control of the Wheel Scooter, leaps out as it races towards Obi-Wan. Obi-Wan dives out of the way of the Scooter and it rolls off the edge of the platform.

The two engage in hand-to-hand combat. OBI-WAN struggles to avoid the deadly blows of the brutal, unstoppable Droid.

Obi-Wan ignites his lightsaber, Grievous ignites three of his blades, and the two warriors fight furiously. Obi-Wan hacks off one of Grievous's arms but the droid continues fighting.

Using the Force, Obi-Wan damages Grievous's stomachplate, revealing the alien life form's guts encased in a bag inside the Droid's chest.

The wounded Grievous lunges forward grabs Obi-Wan, hoists him over his head, and tosses him across the platform. Obi-Wan dangles off the edge of the platform. He clutches the rim, trying to hold on.

Obi-Wan gets back on to the platform. Grievous is wounded badly, and he must now protect his exposed organs. Obi-Wan sees his chance, uses the Force again to pressure Grievous's mechanical shell.

Grievous GROWLS in pain. He may be a deadly swordsman but he has no Force abilities whatsoever. Obi-Wan charges forward and in one stroke slices the droid's legs off at the waist.

The pathetic form of Grievous lies defenseless on the ground, a single handless arm remaining of his cyborg carcass.

Obi-Wan stands over him, victorious at last.

GENERAL GRIEVOUS

(coughing)

This is not the end, Kenobi. The Droid Armies will never stop.

OBI-WAN KENOBI

Not to worry, General. That is my problem.

Obi-Wan calls upon the Force, crushes the organ bag inside the torso's chest cavity.

Grievous GROWLS one last time, his lifeforce literally crushed. The General closes his alien eyes.

EXT. LANDING PLATFORM - SUNDOWN

Anakin meets with Padme in the tunnel of a covered landing platform.

PADME

Anakin, I'm so tired of meeting like this.

ANAKIN

I hate it just as much as you do.

PADME

How are we supposed to carry on like this? Meeting in alleyways and tunnels for the rest of our lives? What do we do when our child is born.

ANAKIN

I know, Padme. I'm looking for a solution.

PADME

Why don't you leave the Order.

ANAKIN

Don't talk like that.

PADME

It's the only way. Because of their rules, their dogmas, we can't be together, Anakin.

ANAKIN

I am a Jedi Master.
(angrily)

I've trained most all of my life to achieve this position and you want me to throw it all away?

PADME

For us, yes, not just for me. Eventually they're going to learn the truth.

Anakin and Padme walk out onto the open section of the landing platform.

ANAKIN

I can prevent that from happening.

PADME

No, no you can't, Ani. Not even your powers are that strong.

ANAKIN

This conversation is over for now. I'll see you later tonight.

Anakin walks away back into the covered tunnel of the platform. Padme sobs as she returns to her Speeder Car.

As Anakin walks towards the elevator, a hooded figure emerges from behind the support beams.

MACE WINDU

Wait right there, Skywalker.

Master Windu throws his hood back.

ANAKIN

(shocked)

Master Windu...

MACE WINDU

I'm the last person you ever expected to discover your secret, aren't I?

ANAKIN

You don't understand, Master.

MACE WINDU

I understand very well, Skywalker. And I heard every thing.

ANAKIN

What are you going to do now?

MACE WINDU

The only thing there is to do. Turn you in to the Council and let them decide your fate.

ANAKIN

They will expel me, Master Windu.

MACE WINDU

Oh, I know they will. I'm counting on it.

ANAKIN

You've never like me. You were always set against me.

MACE WINDU

From the very first time I met you I knew there was something wrong with your path. Your pride was always there and your destiny has always been clouded in doubt and fear. I hid my true feelings from the Council but now I see my instincts were correct.

ANAKIN

Tread carefully, Master Windu. I am a Jedi Master as well.

MACE WINDU

Not any more, in my eyes.

Anakin and Windu lock eyes, each trying to guess the others next move.

ANAKIN

Then I take that as a threat on my...

(ignites his lightsaber)

Life!

Anakin charges his fellow Master. Mace Windu ignites his distinctive purple blade and parries the blow.

Mace and Anakin have never even sparred, so they briefly feel each other out.

Padme hears the clashing of the lightsabers, walks back towards the covered tunnel.

Anakin and Mace fight viciously inside the tight space, slashing the support beams as they fight off each others strikes.

MACE WINDU

You finally crossed the line, Skywalker!
I always knew you weren't cut out to be a Jedi.

ANAKIN

You've made a big mistake, Master Windu.

MACE WINDU

You pride knows no bounds.

Anakin moves away, puts several feet of space between him and Windu.

ANAKIN

No, my power knows no bounds.

Anakin summons the Force and throws Mace backwards into the tunnel wall, smashing the glass.

The tunnel rocks as the wind whips in through the opening. The damaged support beams give way and the tunnel starts to lean downward.

Mace gets to his feet, but he's on the lower ground, sliding downward. He grabs hold of the last beam inside the structure.

ANAKIN

I'm sorry, Master Windu. But it's either you or me.

Padme runs over, holds on to one of the beams.

PADME

Anakin, what are you doing?

ANAKIN

Stay out of this, Padme.

MACE WINDU

Don't let this happen, Senator!

Anakin Force pushes the beams, bending them further until they break. Without hesitation, Anakin swings his lightsaber one last time against the wall, severing the tunnel in half.

The tunnel falls down towards the endless city of Coruscant, taking Master Mace Windu to his death.

PADME

Anakin!

Anakin rushes over to console Padme. At first, she tries to break free from his grasp.

ANAKIN

Stop fighting me, Padme!

PADME

(sobbing)

Let go of me!

ANAKIN

Stop it!

Anakin uses the Force to immobilize her. He backs away, trying to catch his breath.

Padme is frozen still, seized by the power of the Force.

ANAKIN

He was going to expose me, Padme.

He releases Padme.

ANAKIN

You saw how he threatened me?

Padme gasps for air.

ANAKIN

I'm sorry, are you alright?

Anakin hugs Padme, kisses her hair.

ANAKIN

I'm so sorry.

PADME

What are we going to do now?

ANAKIN

Leave that to me. I'll take care of this.

EXT. SPACEPORT - CORUSCANT - DAY

A Republic Transport lands.

Obi-Wan and his remaining Clone Troopers exit the ship.

OBI-WAN KENOBI

Home sweet home.

CLONE COMMANDER CODY

But for how long. Sir?

OBI-WAN KENOBI

We shall leave that up to destiny, Cody.

(pats Cody's shoulder)

You and your men get some rest. You deserve it.

CLONE COMMANDER CODY

Will do, sir.

Obi-Wan breathes in the morning Coruscant air, just content to be out of the warzone for once.

INT. HALLWAY - CHANCELLOR'S QUARTERS - EVENING

Anakin is distressed!

And rightly so. He paces back and forth, his anger and guilt dueling for control of his emotions. The inner turmoil breaks free. With his mechanical right arm he punches a hallway column, shattering it with his fury.

Palpatine emerges from the shadows, as he always does, rushes over to comfort the troubled Jedi.

PALPATINE

Anakin, what's the matter?

Anakin continues pacing madly, the only way to sate the adrenaline still rushing through his system.

ANAKIN

Something's happened.

PALPATINE

What happened. Tell me?

Palpatine cautiously advances toward Anakin.

ANAKIN

They will never forgive me for this.

PALPATINE

Forgive you for what? Anakin, I can't help you if you don't tell me what's wrong.

Anakin slows down his pacing, takes several deep breaths.

ANAKIN

I've done something terrible, Chancellor.

He leans his back against the wall, slides his body down until he's sitting on the floor.

Only now does Palpatine approach him.

ANAKIN

(looking at Palpatine)

I killed someone, an innocent man.

PALPATINE

I see.

ANAKIN

They'll never forgive me. I'll be expelled from the Order!

PALPATINE

But you are a Jedi. What is it in self-defense?

Anakin looks up, his eyes bloodshot and red, shakes his head, no.

ANAKIN

No.

PALPATINE

Who was it, Anakin?

ANAKIN

Master Windu.

PALPATINE

Oh, dear. Does anyone else know about this?

ANAKIN

I came here straight away. I didn't know where else to turn.

PALPATINE

And you did the right thing. Come with me.

INT. PALPATINE'S OFFICE - EVENING

Anakin sits with his face buried in his hands. Now it is Palpatine who paces, slowly in front of his lengthy office window.

PALPATINE

I must ask you what happened, Anakin. I need the facts if I'm to protect you.

ANAKIN

All this time the Jedi Council has been watching me... watching us. Master Windu had been following me for days.

PALPATINE

Go on.

ANAKIN

He confronted me about my relationship to you. He said I was being corrupted by your influence.

PALPATINE

And how did you respond to him?

ANAKIN

I told him he didn't understand, and that he was suspicious out of pure jealousy.

Palpatine grins, he was never a fan of Master Windu.

PALPATINE

Yes, Master Windu and I never did see eye to eye.

ANAKIN

He began accusing me of treason to the Republic, and betrayal of the Jedi. He knew about Padme.

PALPATINE

It was only a matter of time before that secret became known.

ANAKIN

He would have exposed me. He was going to tell the Council everything. Master Windu always doubted me, ever since I was a child!

(angrily)

He never wanted to allow me into the Order in the first place!

PALPATINE

Yes, I know. He doubted the idea of you being the Chosen One.

Anakin stands up, walks toward Palpatine.

ANAKIN

Chancellor, what am I going to do?

PALPATINE

You are not alone, Anakin. We are going to handle this... together.

ANAKIN

I can't involve you in this. You've done so much for me already.

Palpatine moves in close, places his hands on Anakin's broad shoulders.

PALPATINE

Anakin, I have always looked after your best interests, and I shall not abandon you now in the time of your greatest need.

ANAKIN

Thank you, Chancellor. You're the only one who understands me.

INT. YODA'S QUARTERS - JEDI TEMPLE

Yoda is meditating as Obi-Wan enters.

OBI-WAN KENOBI

Something is wrong, Master Windu has yet to return.

YODA

Feel a sudden disturbance, I do. At the Chancellor's office.

OBI-WAN KENOBI

What is it?

YODA

In grave trouble, Master Windu is. No longer his Force energy do I feel.

OBI-WAN KENOBI

I'll go and round up others to accompany me.

YODA

Spread thin are our numbers, Obi-Wan. Lifted now is the Dark Side's veil.

EXT. SKIES OVER CORUSCANT - NIGHT

Padme's Speeder Car zooms amongst the endless traffic of the planet.

INT. PADME'S SPEEDER CAR

Padme cries as she navigates through the heavy traffic.

EXT. JEDI TEMPLE - NIGHT

Obi-Wan and Jedi Masters KIT FISTO, Agen Kolar and SAESEE TIIN exit the massive front doors of the temple and stride down the equally massive causeway.

INT. CHANCELLOR'S OFFICE - CORUSCANT - NIGHT

Anakin brings news to Palpatine.

ANAKIN

Chancellor, we have just received a report from Master Kenobi.

(MORE)

ANAKIN (CONT'D)

He has killed General Grievous. I should be there fighting with him.

PALPATINE

It is upsetting to me to see that the Council doesn't seem to fully appreciate your talents. Don't you wonder why they won't make you a Jedi Master?

ANAKIN

I wish I knew. More and more I get the feeling that I am being excluded from the Council. I know there are things about the Force that they are not telling me.

PALPATINE

They don't trust you, Anakin. They see your future. They know your power will be too strong to control. Anakin, you must break through the fog of lies the Jedi have created around you. Let me help you to know the subtleties of the Force.

They walk into the hallway.

ANAKIN

(surprised)

How do you know the ways of the Force?

PALPATINE

My mentor taught me everything about the Force... even the nature of the dark side.

They stop.

ANAKIN

You know of the dark side?

PALPATINE

Anakin, if one is to understand the great mystery, one must study all its aspects, not just the dogmatic, narrow view of the Jedi. If you wish to become a complete and wise leader, you must embrace a larger view of the Force. Be careful of the Jedi, Anakin.

(pausing)

They fear you. And in time they will expel you.

ANAKIN

Expel me, for what?

PALPATINE

Come now, Anakin, I know that Senator Amidala is in fact your beloved wife.

Anakin is surprised, a bit angry.

ANAKIN

How do you know this? Who told you?

PALPATINE

Don't worry, your secret is safe with me. But if the Jedi, or your dear friend, Obi-Wan, were ever to find out, the Jedi would be forced to expel you from the Order.

Anakin walks over to the massive window, gazes out at the sky traffic.

ANAKIN

I want the world to know that I love her, and that we are married.

PALPATINE

I know you do, Anakin. But at what cost?

ANAKIN

Why are you confronting me like this?

PALPATINE

Because I want to help you.

ANAKIN

(looks at Palpatine)

How?

PALPATINE

Let me train you.

ANAKIN

(snickering)

Train me? You're not a Jedi.

PALPATINE

Oh, no. I am something far more powerful.

Palpatine turns and walks to the center of the room.

Anakin turns away from the window.

PALPATINE

Only through me can you achieve a power greater than any Jedi.

Palpatine turns around, reveals his true face. His eyes glow bright yellow, his voice deepens...

PALPATINE

Learn to know the dark side of the Force, Anakin, and you will become its most powerful practitioner.

ANAKIN

You... you're a Sith.
(it dawns on him now)
You're Lord Sidious!

PALPATINE

(grinning)

There is none higher, Anakin.

Anakin cannot believe what he's hearing, or seeing.

ANAKIN

But Count Dooku?

PALPATINE

Darth Tyranus was merely my apprentice. And a rather convenient means to an end.

Anakin walks away from the window, paces back and forth.

ANAKIN

Then this entire war, all of it, this was your plan from the beginning!

PALPATINE

Yes, it required years of manipulation to bring events to where they stand now. And all the while, underneath the careful watch of the supposedly wise Order of the Jedi.

ANAKIN

Then it's true, the dark side is stronger.

PALPATINE

More than you could ever imagine.

ANAKIN

I don't know what to think!

PALPATINE

Erse your mind's questions and search your feelings. What do they tell you?

ANAKIN

I can feel your power surging throughout the room.

PALPATINE

Yes, now seize it and make it yours. Use my knowledge, I beg you!

ANAKIN

And what happens to Padme?

PALPATINE

She comes with us. Soon the war will be over, and the Republic must come to an end.

ANAKIN

And in its place?

PALPATINE

A Galactic Empire, ruled by me and my apprentice.

Palpatine walks over to Anakin, touches his face. BLUE STREAMS of Dark Side energy flow from Palpatine's fingers into Anakin's face and body.

ANAKIN

No, what are you doing?

PALPATINE

How does it feel, Skywalker?

Anakin is afraid but he doesn't resist. The surging Dark Side power gives him an intoxicating sensation.

ANAKIN

It's unlike anything I've ever known.

PALPATINE

This is just the beginning. Oh, the things I shall teach you.

ANAKIN

What must I do?

PALPATINE

You have already done what I have asked of you, and more. By killing Master Windu you removed the one Jedi who harbored suspicions about me. His meddling was growing tiresome, and as for Master Yoda...

ANAKIN

He is harmless.

PALPATINE

There you are wrong, Anakin. As we speak, your friends are on their way to investigate Master Windu's disappearance.

ANAKIN

Is Obi-Wan with them?

PALPATINE

Indeed he is.

EXT. SENATE OFFICE BUILDING - LANDING PLATFORM - NIGHT

The sky is dark as a JEDI GUNSHIP lands on the Senate Office Building landing platform.

FOUR JEDI exit the SHUTTLE and enter the Senate Office Building. Obi-Wan, Agen Kolar, Kit Fisto, and Saesee Tiin, like gunfighters out of the Old West, walk through the massive hallway, four across.

INT. LOBBY TO CHANCELLOR'S OFFICE

The Four Jedi enter the lobby, raising their arms, and send the Chancellor's aide, DAR WAC, flying against the wall, along with TWO REPUBLIC GUARDS. They storm into the Chancellor's office.

Palpatine spins around in his chair.

PALPATINE

Master Kenobi, congratulations on your defeat of General Grievous. How can I help you?

OBI-WAN KENOBI

Where is Master Windu?

PALPATINE

I'm afraid I do not know. He certainly isn't here.

OBI-WAN KENOBI

In the name of the Galactic Senate of the Republic, you are under arrest, Chancellor.

PALPATINE

On what charge?

OBI-WAN KENOBI
Treason against the Republic.

PALPATINE
(laughing)
Master Kenobi, without me the Republic
would fall completely apart.

OBI-WAN KENOBI
That's a risk the Senate and the Jedi
Council are willing to take.

PALPATINE
(sighs)
So be it.

Palpatine stands, a laser sword appears out of his cloak sleeve, and he spins toward the Jedi.

PALPATINE
It's treason, then.

Palpatine darts forward with unbelievable speed and kills Saesee Tiin before the Jedi can even raise his lightsaber!

Obi-Wan is gobsmacked by Palpatine's speed and ability, always viewing him as a weak old man. But now isn't the time to underestimate an opponent.

The Jedi spread out, Agen Kolar and Kit Fisto the closest to Palpatine.

Obi-Wan cannot engage due to the restricted space, but this is Palpatine's plan, knowing Master Kenobi to be a superior swordsman to the others.

Palpatine easily holds his own against the two Jedi Masters, forcing them into the narrow hallway where...

Anakin appears, lightsaber in hand, he strikes down Agen Kolar with a sweeping blow!

Palpatine then quickly moves towards Obi-Wan as Anakin fights Kit Fisto.

The Jedi Master and the Sith Lord fight their way down the hallway and into the main office area.

IN THE LOBBY

Kit Fisto is disoriented, finding it hard to believe he's fighting the friend and fellow Jedi he's accompanied on countless missions.

But this is weakness, and Anakin overpowers him, killing Master Kit Fisto in a flurry of strikes.

BACK IN THE CHANCELLOR'S OFFICE

Obi-Wan and Palpatine exchange vicious blows, but Palpatine is faster, almost superhuman.

Palpatine uses the Force to slam Obi-Wan against the wall, but he recovers before the Chancellor can cut him down.

Anakin enters the office, hesitates to engage his Master.

OBI-WAN KENOBI

(confused)

Anakin, what are you doing?!

Anakin doesn't answer, his guilt is overwhelming. His soul in conflict between the dark side and the light!

PALPATINE

(to Anakin)

I told you it would come to this. I was right. The Jedi are taking over!

OBI-WAN KENOBI

You old fool. The oppression of the Sith will never return. Your plot to regain control of the Republic is over!

PALPATINE

For two-thousand years the Sith have waited for their chance, and now we rise to rule forever!

Palpatine charges Obi-Wan overpowering him with a series of blows.

In the heat of battle, Obi-Wan cuts the window behind the Chancellor's desk, and it crashes away!

Obi-Wan is forced out onto the ledge, which is twenty stories up. They fight over the narrow precipice.

They stop as Obi-Wan forces Palpatine to drop his saber.

OBI-WAN KENOBI

Anakin, help me! We can put an end to
the Sith scourge, once and for all!

Anakin puts his hands on his face, his inner conflict
still brewing.

OBI-WAN KENOBI

Anakin, please!

PALPATINE

(chuckling)

The Republic is finished, Master Kenobi!

Palpatine raises his hands, and FORCE LIGHTNING bolts
shoot out. They're blocked by Kenobi's lightsaber.

OBI-WAN KENOBI

I will kill you myself!

PALPATINE

No! You will die!

Obi-Wan summons all the Force he can, pushes Palpatine
out to the edge of the ledge.

As the Jedi moves closer, the bolts from Palpatine's
hands begin to arch back on him!

The Chancellor's face begins to twist and distort. His
eyes become yellow as he struggles to intensify his
powers.

PALPATINE

He is a traitor, Anakin, help me!

Obi-Wan realizes Anakin is not going to intervene. He
moves in closer, every step redirecting the Force
Lightning back onto Palpatine.

PALPATINE

(to Anakin)

Come to your senses, boy. The Jedi are
in revolt. They will betray you, just as
they betrayed me!

Anakin Force pushes Obi-Wan backwards on the window sill.

Obi-Wan drops his lightsaber out the open window. As Obi-
Wan stares at Anakin in shock, Palpatine springs to life.

The full force of Palpatine's powerful Bolts blasts
Kenobi. He attempts to deflect them with his hands, but
the force is too great.

OBI-WAN KENOBI
Aarrrrrggghhhh...

Palpatine's face has changed into a horrible mask of evil. Anakin looks on in horror while Palpatine cackles.

Obi-Wan is near death. The Dark Side magic too strong to stop. He reaches out to Anakin one last time.

OBI-WAN KENOBI
Anakin, please!

Anakin is immobile, uncaring, unable to reconcile his own emotions, let alone those of his friend and Master.

But the shred of good still left in Anakin emerges. He tosses his lightsaber to the floor.

Palpatine doesn't see this treachery, but Obi-Wan does.

Shifting his focus, Obi-Wan calls Anakin's saber to him and once again blocks the Force lightning.

Anakin isn't finished yet. He then Force pushes Obi-Wan out of the window!

Unbeknownst to the weakened Palpatine, Anakin does this to save Obi-Wan's life.

EXT. PLATFORM LEDGE BELOW CHANCELLOR'S OFFICE

An exhausted Obi-Wan hangs perilously onto a gantry connected to a platform, twenty stories above the city below.

The strong winds HOWL, fighting him as he struggles to lift himself onto the platform.

INT. CHANCELLOR'S OFFICE

Anakin helps the weary Palpatine to his feet. His face deformed by direct contact with the Force Lightning.

PALPATINE
You have done well, my young apprentice.

ANAKIN
He is my friend, but he was a threat to us all.

PALPATINE

Yes, this was a difficult test for you, I know.

Anakin fights to hide his real feelings over Kenobi's fate. He can only hope that his Master somehow survived the fall.

PALPATINE

Come here, my apprentice.

Anakin obeys, kneels before Palpatine.

ANAKIN

I pledge myself to your teachings. To the ways of the Sith.

PALPATINE

Arise, Darth Vader.

Anakin stands, now knighted as a Dark Lord of the Sith.

EXT. PLATFORM

Obi-Wan lies on his back, exhausted and confused, the heavy wind gusts swirling around him.

EXT. KASHYYYK - MEETING HALL - DAY

Yoda winces, closes his eyes, and holds his head. He feels a disturbance in the Force.

INT. CHANCELLOR'S OFFICE - EVENING

Palpatine is putting on his dark cloak. He is now fully DARTH SIDIOUS, no longer having to conceal his true identity.

DARTH SIDIOUS

Because the Council did not trust you, my young apprentice, I believe you are the only Jedi with no knowledge of this plot. When the Jedi learn what has transpired here, they will kill us, along with all the Senators.

DARTH VADER

I agree, Master. The Jedi's next move will be against the Senate.

DARTH SIDIOUS

Every single Jedi, including your friend Obi-Wan Kenobi, is now an enemy of the Republic. You understand that, don't you?

DARTH VADER

I fully understand, my Master.

DARTH SIDIOUS

We must move quickly. The Jedi are relentless. If they are not all destroyed, it will be civil war without end. First, I want you to go to the Jedi Temple. We will catch them off balance. Do what must be done, Lord Vader. Do not hesitate. Show no mercy. Only then will you be strong enough with the Dark Side.

DARTH VADER

What about the other Jedi spread across the galaxy?

DARTH SIDIOUS

Their betrayal will be dealt with. After you have killed all the Jedi in the Temple, go to the Mustafar system. Wipe out Viceroy Gunray and the other Separatist leaders. Once more the Sith will rule the galaxy, and we shall have peace.

(beat)

But first, I have something to give you.

EXT. MYGEETO - DAWN

The sky slowly awakens on the crystal world of Mygeeto.

A battle rages. Clone troops battle the massed droid armies across a long bridge.

Ki-Adi-Mundi uses his lightsaber to deflect enemy fire.

CLONE COMMANDER BACARA (1138) exits a Gunship near the city entrance. He rallies his TROOPS to attack the city, then gets a message on his comlink. He stops, moves into the shadows as a HOLOGRAM OF Darth Sidious appears on the comlink in the palm of his hand.

DARTH SLDIOUS
 Commander 1138...

CLONE COMMANDER BACARA
 Yes, sir.

DARTH SLDIOUS
 The time has come. Execute Order Sixty-Six.

CLONE COMMANDER BACARA
 Yes, My Lord.

Darth Sidious fades, and Bacara snaps the comlink closed and looks to the main plaza of the city, where Ki-Adi-Mundi is leading the charge. The clones stop.

Ki-Adi-Mundi turns around and is blasted by clone fire. He's killed before he can defend himself.

EXT. FELUCIA - FOREST - DAY

A column of CLONE WALKERS marches across the forest floor. The STRANGE CALLS of the alien forest creatures of Felucia suddenly stop.

The Jedi Aayla Secura and her Clones brace for an ambush.

AAYLA
 Steady... steady...

They all look around for signs of the enemy. CLONE COMMANDER BLY moves up behind the Jedi.

AAYLA
 Bly, do you think they're Droids?

Bly blasts Aayla in the back. The OTHER CLONES fire on her as she hits the ground.

Another Jedi, BARRISS OFFEE, is cutting down a patrol of DROIDS when a CLONE WALKING TANK and SEVEN CLONE TROOPERS round a corner and blast the Jedi away.

EXT. KASHYYYK - MEETING HALL - DAY

Yoda drops his gimer stick, clutches his chest, and rests against a wall. Through the Force he feels the tragedy of the Jedi deaths.

EXT. KASHYYYK - EDGE OF VILIAGE - DAY

The battle appears to be over.

WOOKIEES stack destroyed Droids while CLONES assess the damage to their equipment.

A Jedi, LUMINARA UNDULI, talks with EIGHT CLONE OFFICERS standing in a circle around her. Suddenly they reveal their hidden pistols and blast her before she can react.

The Jedi QUINLAN VOS is riding on top of a CLONE TURBO TANK. The main cannon of a second tank slowly swings to point right at him and a couple of Clones.

The cannon fires, and Quinlan Vos and the CLONES disappear in a huge EXPLOSION.

INT. SITH SANCTUARY - UNDERNEATH THE SENATE BUILDING - NIGHT

Darth Sidious and Darth Vader enter the Sith Lord's secret hideout directly beneath the Senate House.

They enter a small chamber where a BLOOD-RED CRYSTAL glows brightly, providing light to the chamber.

DARTH SIDIOUS

With this crystal shall you forge a new lightsaber.

DARTH VADER

Thank you, Master.

Vader takes the crystal from its display stand, studies it intensely.

DARTH SIDIOUS

The Sith grew past the use of lightsabers. But we continue to use them, if only to humiliate the Jedi.

INT. CATO NEIMOIDIA - COCKPIT CLONE FIGHTER - DAY

The CLONE PILOT watches a hologram of Darth Sidious.

DARTH SIDIOUS

Execute Order Sixty-Six.

CLONE PILOT

It will be done, My Lord.

INT. CATO NEIMOIDIA - JEDI STARFIGHTER - DAY

Plo Koon heads his ship toward a battle on a landing platform.

PLO KOON

There they are. Land on the nearest platform.

EXT. CATO XEIMOIDIA - JEDI STARFIGHTER - DAY

The FOUR CLONE PILOTS with Plo Koon drop back and blast him out of the sky.

EXT. SALEUCAMI - FOREST

Three Speeder Bikes race through the forest.

A Jedi, STASS ALLIE is in the lead.

The TWO CLONES following her drop back and blast her, causing her to crash in a huge EXPLOSION.

INT. CORUSCANT - CHANCELLOR'S OFFICE - NIGHT

Darth Sidious stands alone in his private office, illuminated only from a hologram projector beam from above.

A small HOLOGRAM OF COMMANDER GREE stands in front of him.

CLONE COMMANDER GREE

Yes, My Lord.

DARTH SIDIOUS

The time has come. Execute Order Sixty-Six.

INT. SITH SANCTUARY

Darth Vader holds his newly finished lightsaber hilt. He makes one final adjustment then ignites his new blade for the first time.

The bright crimson hue of the plasma illuminates the chamber and Vader's yellow eyes.

EXT. KASHYYYK - MEETING HALL BALCONY - DAY

A vista of waterways, high green mesas, and giant tree cities serves as a backdrop for the fierce battle,

CLONES AND WOOKIEES against TRADE FEDERATION DROID ARMIES, with treaded tank-like vehicles.

Commander Gree holds his comlink.

CLONE COMMANDER GREE

It will be done, My Lord.

Gree snaps his comlink shut, Yoda watches from the balcony.

The battle rages as CLONES and WOOKIEES attack DROIDS coming across the water on CORPORATE ALLIANCE TANK DROIDS.

Chewbacca and Tarfful stand on either side of the Jedi Master as he watches the battle below.

Gree and ONE OFFICER walk onto the balcony toward Yoda.

Yoda stands looking over the battlefield below. When they are close enough, the CLONES reveal their weapons and fire.

But faster than the CLONES can reveal their weapons, Yoda ignites his lightsaber, leaps in the air, and beheads both Clones.

Chewbacca and Tarfful fire their weapons as more Clones enter the hall.

The Wookiees call out to Yoda to follow them. Chewbacca picks Yoda up and carries him away.

EXT. PLAZA - JEDI TEMPLE - CORUSCANT - NIGHT

All is quiet and peaceful as FOUR JEDI TEMPLE GUARDS stand at watch.

In the distance, however, something grabs the attention of one Guard. He moves from his station out into the greater plaza of the Temple complex, the distinctive yellow light of his LIGHTSABER PIKE glowing bright in the darkness.

The other Guards exchange looks, but stay in their places even as the object of curiosity for their comrade comes closer into view.

Now we see it too...

A Republic Gunship flying at full speed... and headed straight towards the Jedi Temple!

FIRST JEDI TEMPLE GUARD
(to the others)
Sound the alarm!

INT. JEDI TEMPLE

The alarm SOUNDS and instantly several Jedi scramble down to the main floor.

SECOND LEVEL - JEDI TEMPLE

CIN DRALLIG, the head of the Jedi Guards and Temple security, looks down at few Jedi available for defense from the second level balcony. The vast majority of the Jedi are spread throughout the galaxy fighting the Droid Armies.

EXT. PLAZA - JEDI TEMPLE

The Republic Gunship drops lower in the sky, aiming for the massive front doors of the Temple!

FIRST JEDI TEMPLE GUARD
(to the others)
Inside the Temple!

The Jedi Guards retreat to their hidden entrances at the front of the Temple.

Moments later the speeding Gunship FIRES its front laser cannons then smashes into the Temple doors, taking out a large portion of the Temple structure with it.

INT. MAIN FLOOR - JEDI TEMPLE

The Gunship skids several hundred feet into the Temple interior, knocking out several columns and support beams with its wings.

As the Gunship comes to a stop, its doors burst open and Clone Troopers emerge blasting everything in sight.

Anakin, now knighted as Darth Vader, leaps out of the Gunship donning a long black robe and a RED LIGHTSABER for the very first time.

Cin Drallig leaps from the second level balcony onto the Temple floor beside several Clone Troopers. He swiftly dispatches three Clones with his lightsaber but sets his sights on the mysterious robed figure engaging the Temple Guards in combat.

Behind the Gunship Darth Vader takes on all four Temple Guards! They attack two at a time with their lightsaber pikes but they've never met a foe like this one.

Darth Vader is already one of the most formidable of the Jedi warriors but the infusion of Dark Side energy has made him an absolute hurricane of ferocity and skill.

For a moment the Temple Guards keep Vader detained but he then unleashes his fury and slashes one of them down. A second Guard moves in and Vader breaks his pike with a deft blow from his new lightsaber.

The Clone Troopers swiftly occupy the main floor and send another unit up to the second level to exterminate the remaining Jedi.

BALCONY - SECOND LEVEL

Cin Drallig leaps over a pile of rubble to enter the fray just as Vader kills a second Temple Guard.

Now it's three against one and Vader couldn't be more delighted.

DARTH VADER

Is this the best you can do!

Despite the robe and the hood, despite the deepening of the voice, Cin Drallig knows this face, knows this voice.

CIN DRALLIG

Anakin...

In the moment of his revelation Cin Drellig briefly lets his guard down and Vader makes sure not to lose the advantage.

Vader rapidly engages Drallig forcing him on the defensive. The other two Guards engage Vader from his flanks but his lightsaber skills are well beyond theirs.

Cin Drallig holds his own but he's constantly being forced backwards, never a chance to go on the offensive.

Vader regards the two remaining Temple Guards as pesky at best.

He ceases his attack on Drellig, engages them both with a Force push on both of them that sends them crashing into the Temple columns.

SECOND LEVEL

It's an absolute massacre!

The Clone Troopers enter various rooms, FIRING indiscriminately as they go.

Several Clones blast open a door with explosives to reveal a dozen or more defenseless YOUNGLINGS hiding from the attack.

The heartless Clones enter the room and FIRE!

MAIN FLOOR - JEDI TEMPLE

Cin Drallig comes at Vader with his lightsaber held high.

DARTH VADER

Now you're all mine.

CIN DRALLIG

Anakin, I know that is you!

Drellig and Vader clash like two titans, their blades a flurry of movement.

DARTH VADER

Anakin Skywalker is dead!

Vader delivers a blow so powerful it knocks Drellig backwards over a pile of rubble.

Drellig gets to his feet quickly as another powerful blow is already raining down.

CIN DRALLIG

No, he's not dead, he's still you! What has happened to you?

Vader is unmoved by Drellig's talking, focused solely on destroying the Temple.

DARTH VADER

Your vain pleas will not save you from me, Cin Drellig. The Jedi Order is no more!

They lock blades once again. Drellig is losing strength, unable to endure the onslaught Vader's Dark Side fury.

CIN DRALLIG

Don't do this, Anakin. Don't let yourself be consumed by the Dark Side!

DARTH VADER

(grinning)

Misguided fool, there is only the Dark Side of the Force!

Vader initiates another brutal attack of swift but powerful blows.

Drellig's ability to deflect and parry becomes less and less with every stroke.

DARTH VADER

This is the end for you, Cin Drellig.

Vader severs Drellig's lightsaber arm at the shoulder. Drellig falls to the floor in agony.

DARTH VADER

Your faithful service has been appreciated.

Vader swings his fiery red blade and strikes Drellig across his torso, killing the dedicated Jedi.

JEDI ARCHIVES

Clone Troopers move throughout the enormous chamber, searching for survivors.

MAIN FLOOR - JEDI TEMPLE

Darth Vader walks the length of the main floor past the Gunship wreckage where he encounters Jedi Master SHAAK TI.

Shaak Ti ignites two lightsabers as Vader approaches her. She immediately recognizes her former fellow Jedi Master.

SHAAK TI

Anakin!

Vader says nothing, delivers a Force push that throws Shaak Ti back against the Temple's rear wall.

SHAAK TI
Why are you doing this?

DARTH VADER
It is better that you save your words and
concentrate on fighting, Jedi.

SHAAK TI
I sense the Dark Side surrounding you!

DARTH VADER
How wise of you.

Shaak Ti advances and they lock blades.

JEDI ARCHIVES

The Clone Troopers continue their search for the Jedi.

Jedi archivist JOCASTA NU emerges from a hidden alcove and moves stealthily behind the clueless Clones. She enters a smaller room where she activates a HOMING BEACON for the Jedi.

EXT. CITYSCAPE - CORUSCANT - PRE-DAWN

The city planet is covered in a hazy glow. A column of black smoke can be seen rising in the distance.

Bail Organa's Speeder flies overhead, straight toward the smoke.

EXT. JEDI TEMPLE - LANDING PLATFORM

The Jedi Temple is on fire!

Large plumes of smoke billow toward the sky as Bail lands his Speeder on a Jedi Temple platform.

FOUR CLONE TROOPERS stand guard at the entrance to the Temple. They lower their guns as Bail gets out of his Speeder and walks toward them.

BAIL ORGANA
What's happened here?

CLONE SERGEANT
There's been a rebellion. Don't worry,
sir, the situation is under control.

The Clones bar the Senator from entering the Temple.

CLONE SERGEANT

I'm sorry, sir. No one is allowed entry.

The Clones point their guns at Bail and cock them.

CLONE SERGEANT

It's time for you to leave, sir.

BAIL ORGANA

(reluctantly)

And so it is.

Bail saunters hack toward his Speeder, suspicious of what's taking place.

Suddenly, several SHOTS RING OUT!

Bail turns and sees a ten-year-old Jedi, ZETT JUKASSA, fighting the Clones.

Several more CLONES join in the fight, followed by CLONE COMMANDER APPO (1119), who points at Bail.

CLONE COMMANDER APPO

Don't let him get away! Shoot him!

Several Clones start FIRING at Bail.

The Senator jumps for cover behind his Speeder, starting the engines and pulling out his laser pistol.

The brave YOUNG JEDI cuts down several Clones, including Appo, before he's overrun and shot.

BAIL ORGANA

No!

The Speeder takes off with Bail clinging to the side. The Clones FIRING at it as it disappears into the cityscape.

EXT. CITYSCAPE

Bail struggles to pull himself into the Speeder as it races along through the cityscape. Finally, he climbs in, just as the Speeder is about to hit a building. He steers clear of the building and races away.

INT. MAIN FLOOR - JEDI TEMPLE

Darth Vader and Shaak Ti are locked in battle. The intensity is magnified as the Togruta Master wields two lightsabers.

DARTH VADER

There is no escape from this Temple.

SHAAK TI

I cannot believe what's happened to you, Anakin.

Hearing his true name only further enrages Lord Vader's immense anger.

DARTH VADER

Anakin was a fool! I am a Lord of the Sith!

SHAAK TI

Yes, only a fool would follow the path of darkness.

Shaak Ti manages to drive Vader backwards for the first time in the duel. She is a formidable swordsman even amongst the Jedi.

Vader is backed against a column and Shaak Ti doesn't hesitate to charge, but Vader is as strong with one hand as he is with two because of his mechanical enhancement.

SHAAK TI

I can feel all the fear and anger that you've kept inside all these years. Let me help you, Anakin, it's not too late.

DARTH VADER

I no longer need the help of the Jedi!

Vader Force chokes Shaak Ti, lifts her ten feet into the air!

DARTH VADER

I am now more powerful than you could ever imagine!

From the shadows emerges another Jedi, SHA KOON, niece of the dead Master Plo Koon, rushes towards Vader with her lightsaber in hand.

SHA KOON

Stop!

Sha Koon distracts Vader long enough for him to release Shaak Ti. She attacks him with more ferocity than any of the previous combatants.

Shaak Ti falls hard to the ground, injuring her leg.

Vader and Sha Koon go at it like seasoned masters of a hundred battles.

Shaak Ti gets to her feet and joins the fight. Now it's three lightsabers versus one!

JEDI ARCHIVES

Jocasta Nu is nearly to safety when she's spotted by a Clone.

CLONE TROOPER

I found one!

Jocasta Force pushes the Clone out of the way and heads for the exit. When she opens the blast door a platoon of Clones are standing there, blasters at the ready.

We hear the laser FIRE of their blasters as Jocasta Nu is gunned down.

MAIN FLOOR

The battle rages on between Darth Vader, Sha Koon and Shaak Ti. Incredible lightsaber skills are on display by the three Masters.

DARTH VADER

Enough of this!

Vader summons the Force, pulls Shaak Ti towards him and impales her on his red blade.

Sha Koon then slices Vader's shoulder while his lightsaber is indisposed.

Before Vader can get to her Sha Koon flees the Temple.

EXT. JEDI TEMPLE

Sha Koon kills several Clone Troopers as she escapes the massacre.

INT. MAIN FLOOR - JEDI TEMPLE

The Clone Troopers report to Darth Vader, who stands over the body of Shaak Ti.

DARTH VADER

Did you kill them all, Sergeant?

CLONE SERGEANT

Yes, Lord Vader.

DARTH VADER

Good. Burn the Temple to the ground.

EXT. JEDI TEMPLE

Darth Vader and the Clone Troopers walk down the main promenade of the plaza as the Temple burns in gigantic flames behind them.

EXT. KASHYYYK - LAKE ON VILLAGE EDGE - DUSK

Clones in modified one-man AT-ST's and Swamp Speeders flash their searchlights across the gloomy lake. The light of one of the AT-ST's spots something floating in the water.

It's what's left of a Wookiee catamaran. The Wookiee Tarfful, lies across the stern of the wreckage of the flying boat. There is some movement on the boat.

The CLONE SERGEANT on the AT-ST fires a warning shot past the boat.

AT-ST CLONE SERGEANT

Everyone out of there!

CLONE SERGEANT

Did you find something?

CLONE TROOPER

It's nothing, nothing. All these Wookiees are dead.

CLONE SERGEANT

Move to the east.

CLONE TROOPER

Yes, sir.

Suddenly, Chewbacca climbs up behind the AT-ST CLONE, dripping wet, and throws the CLONE SERGEANT into the water. Chewie BARKS.

Tarfful jumps up in the boat, Yoda pops up from underneath a tarp.

YODA
Safe to leave now, it is.

Tarfful climbs onto the AT-ST with Chewie.

YODA
Not far, are we, from the emergency ship.
Quickly...

The Wookies follow on the AT-ST.

The Clones continue to search the swamp.

EXT. SENATE OFFICE BUILDING - UNDERGROUND STARSHIP
LANDING PLATFORM - DAY

Bail Organa walks out of a tunnel onto a huge platform with two of his AIDES. He's stopped by TWO ROYAL GUARDS.

ROYAL GUARD
Identification.

BAIL ORGANA
Senator Bail Organa of Alderaan.

Bail and his Aides hand them their ID cards.

The ROYAL GUARDS check them over and give them back, then Bail and his Crew walk on board his Starship.

EXT. SENATE OFFICE BUILDING - UNDERGROUND LANDING
PLATFORM

The platform rises to the surface of the Office Building.

The ALDERAAN STARCRUISER takes off and disappears into the crisp morning sky.

INT ALDERAAN STARCRUISER - HALLWAY

Bail is greeted by CAPTAIN ANTILLES and TWO ALDERAAN TROOPERS.

BAIL ORGANA
Were you able to get hold of a Jedi
homing beacon?

CAPTAIN ANTILLES

Yes, sir. We've encountered no opposition. The clones are still a bit confused. It appears no one is in command.

BAIL ORGANA

That will change soon. Hopefully we will be able to intercept a few Jedi before they walk into this catastrophe.

INT. PADME'S APARTMENT - NIGHT

Anakin enters, Padme runs to his arms.

PADME

I was worried about you. I heard news that there was fighting at the Temple.

She notices the gash on his shoulder.

PADME

You've been injured.

ANAKIN

It's nothing. You'll want to sit down to hear this.

They sit down on the large sofa.

ANAKIN

There was an insurrection. The Jedi turned against the Chancellor.

PADME

(shocked)

I can't believe it.

ANAKIN

Neither could I, until I saw it with my own eyes.

PADME

Is it because of what happened between you and Master Windu?

ANAKIN

They were upset the Chancellor put me on the Council, but the division was there long before these troubles.

PADME

Then what does this mean for the Republic, for you?

ANAKIN

It means I'm no longer a Jedi. Now we're free like we'd hoped to be.

PADME

And Obi-Wan? What happened to him?

ANAKIN

I don't know. He disappeared once the Clones were called in.

Padme gets up, paces in front of Anakin.

PADME

This is all so much to take in.

(upset)

Master Kenobi was your best friend, our friend.

ANAKIN

No one could have foreseen this happening. Perhaps it's best in the meantime that you go home to Naboo until this all settles down.

He stands, holds Padme's hands.

ANAKIN

Let our child be born there instead of here where there's so much turmoil.

PADME

How soon will you be able to join me?

ANAKIN

Just as soon as I'm able. Certainly the Chancellor will allow me to leave.

PADME

Then it's settled.

They kiss.

PADME

What are you If you're no longer a Jedi?

ANAKIN

I'm my own master now.

EXT. JEDI TEMPLE - DAY

The injured Obi-Wan limps towards the burning building.

Several Clones stand guard outside. The occupying Clones belong to Ghost Company, who Obi-Wan personally commanded as General throughout the war.

Obi-Wan distracts with a Jedi trick, creating a noise ripple with the Force, then sneaking inside.

INT. JEDI TEMPLE - LATER

Obi-Wan enters what's left of the Temple, large portions of the building are still on fire.

Clones patrol the ruins looking for survivors or returning Jedi.

Two Clones guard the entrance to the Jedi Archives. Obi-Wan sneaks up and swiftly kills them.

As Obi-Wan enters, another Clone watches him down the hallway.

JEDI ARCHIVES

Obi-Wan navigates through the burning library towards the records room.

Thousands of years worth of artifacts and data are up in flames!

Obi-Wan activates the homing beacon. A Hologram of Bail Organa appears.

OBI-WAN KENOBI

Senator, this is General Kenobi. Are you alright?

BAIL ORGANA

(holo)

Is it ever good to hear your voice, General. Thank goodness you're alive.

OBI-WAN KENOBI

I don't have much time. The Temple is close to collapsing.

BAIL ORGANA

(holo)

Stay put, I'm on my way to get you.

The ceiling collapses inside the library. Obi-Wan rushes to safety before the entire Archive chamber is engulfed in flames.

HALLWAY OUTSIDE ARCHIVES

Obi-Wan enters the hallway where Commander Cody is waiting, his blaster aimed at his former General.

CLONE COMMANDER CODY

Stop right there, Jedi.

Obi-Wan stops, shows he has no visible weapon.

OBI-WAN KENOBI

Cody, it's me, General Kenobi. Surely you remember me?

CLONE COMMANDER CODY

I don't know what you're talking about. All I see is a Jedi, and that makes you a traitor.

Burning debris falls from the ceiling around them.

Obi-Wan uses a mind trick to delay the Cody's actions since the Clones are programmed to kill all Jedi on sight.

OBI-WAN KENOBI

We're both going to die if we don't leave here now.

CLONE COMMANDER CODY

I laugh at death. Ghost Company Clones were born to die.

Cody raises his blaster for a head shot.

OBI-WAN KENOBI

Very well...

He Force chokes Cody, who drops his blaster.

The falling debris intensifies, intense fires all around them now.

OBI-WAN KENOBI

I'm sorry, Cody.

Obi-Wan Force pushes his Clone friend backwards into the fire. The flames swiftly engulf and kill him.

INT. PALPATINE'S OFFICE - NIGHT

Darth Vader reports to his new master.

DARTH SIDIOUS
Was your mission accomplished, Lord
Vader?

DARTH VADER
Yes, my Master.

DARTH SIDIOUS
And yet I sense the presence of some
Jedi.

DARTH VADER
The niece of Plo Koon escaped during the
fight, but she is of no consequence. I
will hunt her down as I do the others.

DARTH SIDIOUS
Excellent. Reports are coming in from
the furthest reaches of the galaxy. The
Jedi have been defeated.

DARTH VADER
Good. Let the rule of the Empire
commence.

EXT. LANDING PLATFORM - JEDI TEMPLE

Obi-Wan waits as Bail Organa's Starcruiser lands.

INT. ALDERAAN STARCRUISER

The door to the main hallway slides open.

Obi-Wan enters and is greeted by Yoda and Bail. The
three of them walk down the hallway.

BAIL ORGANA
You made it. We feared the worst.

YODA
Master Kenobi, dark times are these.
Good to see you, it is.

OBI-WAN
You were attacked by your Clones, as
well?

YODA

With the help of the Wookiees, barely
escape, I did.

OBI-WAN KENOBI

How many other Jedi managed to survive?

YODA

Heard from no one, have we.

BAIL ORGANA

I saw hundreds of troops attack the Jedi
Temple. That's why I went looking for
Yoda.

OBI-WAN KENOBI

Have we had any contact from the Temple?

YODA

None.

OBI-WAN KENOBI

I saw no survivors there. The Clones
killed everybody. I'm afraid the Temple
is destroyed.

BAIL ORGANA

I was denied entry to the Temple. The
Clones killed Younglings while I was
there.

OBI-WAN

Anakin has turned to the Dark Side. He
is now a slave to Palpatine.

YODA

Darth Sidious, you mean.

OBI-WAN KENOBI

I failed with Anakin, Master Yoda. This
is partly my failure.

YODA

Our failure, this is not. Chose his own
path, did he.

OBI-WAN KENOBI

But how could Anakin have fallen so
quickly and completely?

YODA

Tempted by the Dark Side has he always
been. Promised him unlimited power,
Darth Sidious has.

BAIL ORGANA

Where do we go from here?

OBI-WAN

There is too much at stake here, and we need a clearer picture of what has happened.

YODA

I agree. In a dark place we find ourselves. More knowledge, do we need.

BAIL ORGANA

In the meantime I need to contact my allies in the Senate. Palpatine's next move could prove crucial to the future of the Republic.

EXT. MUSTAFAR - LAVA FIELDS - DAY

Workers move across the lava beds, gathering the magma. A column of aliens riding giant MUSTAFAR FLEAS marches forward.

INT. MUSTAFAR - MAIN CONTROL CENTER - DAY

A HOLOGRAM of Darth Sidious is in the center of the room.

Nute Gunray and the REST OF THE SEPARATIST COALITION watch Sidious.

NUTE GUNRAY

The plan has gone as you had promised, My Lord.

DARTH SIDIOUS

You have done well, Viceroy. When my new apprentice, Darth Vader, arrives, he will take care of you.

The hologram disappears.

INT. ALDERAAN STARCRUISER - COCKPIT

The Republic Cruiser heads toward Coruscant.

Obi-Wan, Bail, Yoda, and TWO PILOTS sit in the cockpit.

PILOT

We are receiving a message from the Chancellor's office, sir.

BAIL ORGANA

Send it through.

PILOT

Yes, sir.

The Pilot pushes some buttons.

MAS AMEDDA appears on screen.

MAS AMEDDA

Senator Organa... the Supreme Chancellor of the Republic requests your presence at a special session of Congress.

BAIL ORGANA

Tell the Chancellor I will be there.

MAS AMEDDA

Very well. He will be expecting you.

Mas Amedda's image disappears from the screen.

BAIL ORGANA

It could be a trap.

OBI-WAN KENOBI

No, I don't think so. The Chancellor will not be able to control the thousands of star systems without keeping the Senate intact.

BAIL ORGANA

I've arranged a secret meeting with Mon Mothma and Garm Bel Iblis. In the Senate I must act as if nothing's happened and I am not sympathetic towards the Jedi.

YODA

Right you are. Branded traitors, all allies of the Order will be.

EXT. CORUSCANT - SENATE LANDING PLATFORM - LATE DAY

Obi-Wan, Bail, and Yoda land on Coruscant. The elevator door opens, and they step out.

GUARD

Welcome back, Senator. May I see your clearance?

BAIL ORGANA

Certainly.

GUARD

Thank you, you may proceed. We will take custody of the Jedi.

Obi-Wan utilizes the Jedi mind trick.

OBI-WAN KENOBI

It would be better if we stayed with the Senator.

GUARD

It would be better if they stayed with you.

Bail nods to Obi-Wan, then he and his Aides enter the Senate Building.

Yoda and Obi-Wan head for the Jedi Temple.

EXT. MUSTAFAR - JEDI STARFIGHTER - SPACE

Vader's Jedi Starfighter heads for the hazy blood-red volcanic planet of Mustafar.

EXT. MUSTAFAR - LANDING PLATFORM - DAY

Vader flies over the volcanoes of Mustafar, lands his Jedi Starfighter on a complex of platforms. His cockpit opens as R2-D2 pops from the ship with a BEEP.

DARTH VADER

Artoo, stay with the ship.

Artoo lets out a sad little BEEP and moves back toward the ship.

EXT. MUSTAFAR - LANDING PLATFORM - DAY

Vader pulls on his hood, walks across a lengthy walkway.

INT. MUSTAFAR - MAIN CONTROL CENTER

Vader appears in the doorway of the control center.

NUTE GUNRAY

Welcome, Lord Vader. We've been expecting you.

Everyone in the room looks to him as he raises his hand towards a control panel, and all the exits close.

The confused SEPARATISTS look around in bewilderment.

EXT. JEDI TEMPLE - LATE DAY

Thick smoke from the smoldering shell of the Jedi Temple fills the air with a brown haze.

INT. JEDI TEMPLE - MAIN ENTRANCE

A DOZEN Clone Troopers stand guard at what used to be the entrance of the Temple.

Suddenly there is a flash of a lightsaber, a flurry of confusion, and all the Troopers are dead on the floor.

Yoda and Obi-Wan stand in the middle of the carnage.

OBI-WAN

There are Clones on every level. They're looking for survivors

YODA

Nothing more for us here, there is.
Rebuild one day, we will.

EXT. CORUSCANT - SENATE BUILDING - SUNSET

The awesome Senate Building looms over the city. The endless traffic continues to clutter the skyline.

INT. SENATE CHAMBER

The Chancellor is in the podium in the center of the vast arena giving a speech.

Mas Amedda stands to the right of SIDIOUS.

Bail Organa walks through the hallway of the Main Senate Chamber. He enters the Senate Pod of Naboo and sits next to Padme and her Handmaidens.

Bail doesn't reveal to her that he knows Anakin has turned to the Dark Side.

PALPATINE

...and the Jedi Rebellion has been foiled.

BAIL ORGANA

I was detained. What's happening?

PADME

The Chancellor has been elaborating on a plot by the Jedi, to overthrow the Senate.

BAIL ORGANA:

That's not true!

PADME

He's been presenting evidence all afternoon.

BAIL ORGANA

And the Senate will go along with it, just like they always do.

PALPATINE

The remaining Jedi will be hunted down and defeated.

(applause)

Any collaborators will suffer the same fate.

(applause)

These have been trying times, but we have passed the test.

INT. MUSTAFAR - MAIN CONTROL CENTER

Lord Vader ignites his lightsaber, Nute and the OTHERS panic.

The DROIDS at the controls and the GUARDS grab their weapons, but it is too late. They are cut down in a flash.

The Separatists bang on the doors, and Nute and Rune Haako flee under a table.

Vader, stone-faced, moves through the room like the grim reaper. Bodies drop everywhere. SCREAMS are cut short as the head of the Banking Clan dies.

Then Poggle The Lesser loses his head. Wat Tambor, Shu Mai, and the remaining Separatists run into the conference room.

INT. SENATE CHAMBER - CORUSCANT

Darth Sidious in the guise of the Chancellor continues his diatribe.

PALPATINE

The attempt on my life has left me
scarred and deformed, but I assure you my
resolve has never been stronger.

Applause from the Senate.

INT. MUSTAFAR - MAIN CONTROL CENTER

In the hallway, Vader cuts down Droids and Separatists
alike. He is unstoppable. Vader turns his head, his
eyes are yellow, the mark of a Sith.

INT. SENATE CHAMBER

Palpatine continues his speech at the podium.

PALPATINE

The war is over.
(applause)
The Separatists have been defeated,
(applause)
and the Jedi rebellion has been foiled.
We stand on the threshold of a new
beginning.

There is a long period of APPLAUSE.

PADME

Well, this is the moment we discover if
he intends to return the Republic to a
democracy.

PALPATINE

In order to ensure our security and
continuing stability, the Republic will
be reorganized into the first Galactic
Empire, for a safe and secure society
which I assure you will last for ten
thousand years.

There is a loud, sustained CHEER from the Senate.

Bail and Padme sit, dumbfounded by Palpatine's rabid
support.

PALPATINE

An empire that will continue to be ruled
by this august body, and a sovereign
ruler chosen for life...

The Senate CHEERS again. Bail and Padme are devastated.

PALPATINE

An empire ruled by the majority... ruled
by a new constitution...

The Senate APPLAUDS.

PADME

So, this is how liberty dies, with
thunderous applause.

BAIL ORGANA

We cannot let this happen.

PADME

There will be another time, Bail.

BAIL ORGANA

And that time is now. Come with me.

INT. MUSTAFAR - MAIN CONTROL CENTER - CONFERENCE ROOM

After everyone in the Main Control Room is dead, Vader
moves to the small conference room where Wat Tambor, Shu
Mai, and some OTHER SEPARATISTS are hiding.

Rune Haako tries to run but is trapped by a dead-end as
Vader advances.

RUNE HAAKO

Stop! Enough, this is not right!

Rune is cut down. Nute Gunray crawls out from under the
table and opens the Main Door, allowing DESTROYER DROIDS
to enter.

Wat Tambor is cut down, along with Shu Mai.

DESTROYER DROIDS appear in the doorway and blast away,
causing total destruction.

When the firing is over, Vader is gone.

Blown away? No. Vader drops from the ceiling behind the
Two Droids and cuts them to pieces.

INT. MAIN CONTROL CENTER - HALLWAY

Nute Gunray is the last Separatist leader alive.

Vader moves on to find Gunray cowering in an alcove.

NUTE GUNRAY
(terrified; pleading)
The war is over. Lord Sidious promised
us peace... we only want...

Gunray is cut down in mid-sentence by the red lightsaber.

INT. MAIN CONTROL CENTER

Darth Vader surveys the slaughter with a crazed look in
his eyes.

INT. CONTROL CENTER - BALCONY

Vader stares out at Mustafar, standing on the control
room balcony.

INT. PADME'S APARTMENT - EVENING

Padme, Bail, Yoda and Obi-Wan meet in her apartment.
Threepio brings them all refreshments.

OBI-WAN KENOBI
What we're about to tell you, Padme, will
come as a great shock. Anakin has turned
to the Dark Side.

PADME
The Dark Side?

OBI-WAN KENOBI
Of the Force.

BAIL ORGANA
And Chancellor Palpatine has revealed
himself to be a Sith Lord.

PADME
I, I don't know how to take all of this.

OBI-WAN KENOBI
Where is Anakin?

PADME
I don't even know. He said he was going
to handle some business for the
Chancellor.

BAIL ORGANA
When was the last time you saw him?

PADME

I'm not sure... I don't see him all the...

OBI-WAN KENOBI

Padme, it's alright. We know your secret.

Padme sighs, almost relieved to get it off her chest.

PADME

A couple of days ago.

OBI-WAN KENOBI

And you didn't notice anything strange about his behavior?

PADME

No, nothing. He was just happy to have his new position.

Yoda sits quietly, studying Padme's every word and nuance.

PADME

I'm sorry, you'll have to excuse me.
(standing)
This is all too much.

Padme leaves the room, Threepio follows after her.

Bail and Obi-Wan exchange worried looks.

YODA

Strange, this is.

OBI-WAN KENOBI

What is it, Master?

YODA

Hiding something, she is. Knows where Anakin is, she does.

BAIL ORGANA

I've known her all these years.
(gets up, paces)
I can't believe she'd lie to our faces like this.

YODA

Lying, she is.

OBI-WAN KENOBI

You have to remember, Senator, under the circumstances her loyalty would be to Anakin first and foremost.

YODA

Precisely the reason forbidden attachment is for a Jedi.

BAIL ORGANA

How do we handle this?

OBI-WAN KENOBI

We wait. She will lead us straight to Anakin sooner or later.

PADME'S ROOM

Padme's ear is against the door.

OBI-WAN KENOBI (O.C.)

Thank you for your time, Senator. We will show ourselves out.

PADME

Threepio, have the crew prepare my ship for immediate departure.

C-3PO

As you wish, my Lady.

INT. SENATE ARENA - CHANCELLOR'S HOLDING OFFICE - SUNSET

A HOLOGRAM OF Vader appears before Palpatine in his office at the bottom of the Senate Arena.

DARTH VADER

The Separatists are taken care of, My Master.

DARTH SLDIOUS

It is finished, then. You have restored peace and justice to the galaxy. You have done well, Lord Vader.

DARTH VADER

Thank you, My Master.

INT. MUSTAFAR - COXFERENCE ROOM - DAY

A Hologram of Sidious speaks with Vader in the Mustafar control room.

DARTH SLDIOUS

Send a message to the ships of the Trade Federation. Tell them the Separatist leaders have been wiped out. Grievous and Dooku have been destroyed. All droid units must shut down immediately.

DARTH VADER

Very good, My Lord.

EXT. ENTRANCE TO UNDERGROUND LEVELS - CORUSCANT - DAY

A taxi skiff descends into a massive circular pit on the surface of the city.

Numerous other transports descend and ascend into Coruscant's notorious underworld levels.

INT. SMUGGLER'S TAVERN - LEVEL 333

Bail meets with Mon Mothma and the Corellian Senator GARM BEL IBLIS inside a seedy dive for smugglers and bounty hunters, 333 levels beneath the city surface.

GARM BEL IBLIS

Could you have picked a more out of the way place, Bail?

BAIL ORGANA

We can't afford to take any chances. A purge by the Chancellor has already begun.

MON MOTHMA

He speaks the truth, Garm. The mere subject of this discussion would be enough to have us arrested for high treason.

GARM BEL IBLIS

Treason, you say? I'm all ears.

BAIL ORGANA

Firstly, I fear for the future of the Senate based upon the present situation. Palpatine ordered the termination of the Jedi Order.

MON MOTHMA

Such an extreme policy cannot go unheeded.

GARM BEL IBLIS

I don't disagree with you there.

BAIL ORGANA

Then join with us, Garm, in the formation of a galactic rebellion.

GARM BEL IBLIS

A rebellion? With what resources?

MON MOTHMA

This would be our second order of business. No one says there will be an immediate result.

GARM BEL IBLIS

Time is against us all, Mon Mothma. I'm sure I could muster my fair share of logistical equipment and such, but for the long haul? Who else stands with you?

Bail and Mon Mothma exchange looks.

BAIL ORGANA

(beat)

I'm afraid our alliance is limited to the three persons present at this table.

Bel Iblis belts out a hearty ROAR of laughter.

GARM BEL IBLIS

Are you mad? This is no rebellion!

BAIL ORGANA

Keep your voice down.

GARM BEL IBLIS

I'm afraid you'll have to do much better than this. Corellians are a people of action, and this is all talk.

He gets up to leave.

MON MOTHMA

Garm, please hear us out...

GARM BEL IBLIS

I've heard my fill. Come to me when you have something more substantial to offer.
(MORE)

GARM BEL IBLIS (CONT'D)

Until then, I see no reason to leave the Republic.

BAIL ORGANA

Fine. But what you don't understand is that there is no more Republic, you just don't realize it.

Garm leaves the tavern.

EXT. MUSTAFAR - LANDING PLATFORM - DAY

Vader sees Padme's ship arriving on the screen and goes out to meet her.

The sleek NABOO SKIFF lands on the Mustafar landing platform near Vader's GREEN STARFIGHTER.

Vader runs up to the SKIFF as the ramp lowers. Padme runs to him.

DARTH VADER

Padme, I saw your ship...

They embrace.

PADME

Oh, Anakin!

DARTH VADER

It's all right, you're safe now. But I told you to go to Naboo. This changes everything.

PADME

I was scared, I didn't know what to do. Obi-Wan came to see me, with Master Yoda and Senator Organa.

DARTH VADER

Obi-Wan? He's alive?

PADME

Yes. They were trying get information from me, about you.

DARTH VADER

And what did you tell them?

PADME

Nothing. But they know that we're married.

DARTH VADER

(snickering)

It doesn't even matter now. Things are going to be completely different for us.

Padme hugs him tightly.

PADME

So, what do we do now?

DARTH VADER

We're free to live our lives now, like we've always wanted.

Out of nowhere, we hear a familiar voice...

OBI-WAN KENOBI (O.C.)

What happened, Anakin?

Vader turns and sees Obi-Wan saunter down the ship's ramp! He snuck on board knowing Padme would lead him right to Anakin.

OBI-WAN KENOBI

Where did it all go wrong?

Padme pulls away from Anakin, surprised to see the Jedi.

DARTH VADER

What are you doing here?

PADME

He must have stowed away. I swear I didn't know he was on board, Anakin!

DARTH VADER

Go to the control tower, Padme.

OBI-WAN KENOBI

No, why don't you stay and listen to what your husband has become.

DARTH VADER

Shutup, Obi-Wan. Padme, do as I say.
(angrily)

Now!

Padme hesitates, part of her desperately wants to hear what Obi-Wan has to say.

OBI-WAN KENOBI

How many lives have you taken, Anakin?
How many lives did it take for your get what you wanted?

DARTH VADER

I have chosen my own path, Not the one
you would have me take.

Obi-Wan walks towards his former apprentice.

OBI-WAN KENOBI

That much is for certain. Master Windu
was right about you. About your
overwhelming pride and arrogance. Did
you feel any guilt after you killed him?

DARTH VADER

Master Windu attacked me. I had no
choice.

OBI-WAN KENOBI

There is always a choice, Anakin.

DARTH VADER

I spared your life at the Chancellor's
office. You shouldn't have come back.

OBI-WAN KENOBI

Unlike you, I do feel guilty, about the
way I failed you. I thought I could
train you as well as Yoda himself.

DARTH VADER

I absolve you of your guilt, Obi-Wan, but
I have a new master now.

OBI-WAN KENOBI

Yes, I know.

DARTH VADER

You've left me no choice but to kill you.

Obi-Wan cannot believe how far his student has fallen.

OBI-WAN KENOBI

We were friends, Anakin, fellow Jedi
serving a greater purpose than ourselves.
Doesn't that mean anything to you?

DARTH VADER

(beat)

My name is Darth Vader.

Vader ignites his lightsaber.

Obi-Wan knows now there is no turning back. Either he or
Anakin will die on this obscure, out-of-the-way rock of a
planet.

Padme intervenes, stands in between Vader and Obi-Wan.

PADME
(pleading)
Anakin, stop! Things don't have to end
this way.

DARTH VADER
That's where you're wrong.

Obi-Wan ignites his lightsaber.

PADME
No more fighting, please!

Padme tries to hold her husband back as moves towards his
foe.

DARTH VADER
Get out of my way.

Vader shoves Padme to the side.

OBI-WAN KENOBI
Leave her out of this!

Vader becomes so enraged that he inadvertently Force
chokes his own wife!

DARTH VADER
This is all your fault, Obi-Wan!

Padme struggles to breathe.

OBI-WAN KENOBI
Let her go! It's me you want!

Vader realizes what he's done.

DARTH VADER
Padme!

Padme is unconscious now, lying on the platform.

Obi-Wan makes the first move, charges Vader while he's
distracted.

They begin a ferocious sword fight. Vader throws
CONTAINERS at Obi-Wan using the Force.

They work their way off the landing platform and into the
main entry hallway. Vader kicks Obi-Wan, dropping him to
a lower level.

Artoo BEEPS his concern and rushes to the unconscious Padme's aid.

INT. CORRIDOR - SENATE ARENA - CHANCELLOR'S HOLDING OFFICE - NIGHT

Yoda enters, using the Force to throw two RED GUARDS against the wall, knocking them unconscious.

Darth Sidious turns his chair toward Yoda.

Mas Amedda stands behind Sidious's desk.

YODA

I hear a new apprentice, you have, Darth Sidious.

DARTH SIDIOUS

Master Yoda, you have survived.

YODA

Surprised, are you?

DARTH SIDIOUS

Your arrogance blinds you, Jedi. Now you will experience the full power of the dark side.

The Dark Lord raises his arms, and FORCE LIGHTNING shoots out, surrounding Yoda. Only the Sith can conjure Force lightning.

Yoda is picked up and thrown across the room, hitting the wall and sliding down in a crumpled heap as Darth Sidious chuckles.

INT. MUSTAFAR - PASSAGES TO MAIN CONTROL CENTER

Darth Vader and Obi-Wan move their fight toward the main control center. As the laser swords fly, bits of the hallway are cut up.

Obi-Wan and Vader jump and use every trick in the Jedi book.

INT. CORRIDOR - SENATE ARENA - CHANCELLOR'S HOLDING OFFICE

Mas Amedda swiftly leaves the room.

Darth Sidious approaches a stunned Yoda.

DARTH SIDIOUS

I have waited a long time for this moment. At last, the Jedi are no more.

YODA

Not if anything I have to say about it.

Yoda uses the Force to throw Sidious back, knocking him clear over his desk and onto the floor in a heap.

YODA

At an end your rule is and not short enough it was.

Darth Sidious flies through the air, cape flapping, heading toward the exit.

At the last second, Yoda flies into the exit and stops the Dark Lord.

YODA

If so powerful you are, why leave?

Yoda ignites his lightsaber.

DARTH SIDIOUS

You will not stop me. Darth Vader will become more powerful than either of us.

Darth Sidious ignites his lightsaber.

DARTH SIDIOUS

The glorious Sith shall rule the galaxy again!

YODA

Faith in your new apprentice, misplaced may be, as is your faith in the dark side of the Force.

Their lightsabers CLASH. The battle is extremely fast and furious.

INT. MUSTAFAR - MAIN CONTROL CENTER - DAY

View screens EXPLODE around Vader and Obi-Wan as they work their way into the Control Room. The fighting is intense.

Obi-Wan is on the defensive as he jumps up on the table view screen in the center of the room.

ANAKIN

You're no match for the dark side,
Master.

OBI-WAN

I've heard that before, Anakin... but I
never thought I'd hear it from you.

Vader forces Obi-Wan back into the Conference Room where
the quarters are much closer. Sparks fly everywhere.

The agile Vader jumps onto the conference table.

Obi-Wan slides across the table, knocking Vader over. Obi-
Wan grabs Vader's lightsaber as he falls. Obi-Wan uses
the Force to summon his dropped lightsaber, Vader does
the same.

INT. CORUSCANT - SENATE CHAMBER - MAIN ARENA

Darth Sidious seeks refuge in the vast Senate Chamber.
He gets into the Chancellor's Podium and it starts to
rise up into the Arena.

Yoda makes a giant leap into the control pod. The sword
fighting is intense in the confined space.

INT. MUSTAFAR - MAIN CONTROL CENTER

The battle intensifies!

Obi-Wan stands looking at his former apprentice for a
moment, then they lock sabers.

Obi-Wan puts out his hand to use the Force to push Vader
away.

Vader puts out his hand to block Obi-Wan. Both
combatants are blasted backwards onto the control panels.

They regain their footing and the battle continues.
Vader kicks Obi-Wan away.

They battle around the room, and eventually the door to
the exterior is knocked open. They continue battling out
onto the balcony.

INT. CORUSCANT - SENATE CHAMBER - MAIN ARENA

Yoda unleashes a ferocious assault on Sidious, causing
him to almost go over the edge.

The Dark Lord drops his lightsaber but recovers with a BLAST OF ENERGY from his hands that surrounds Yoda.

Yoda is deflecting the Sith Lord's lightning bolts. The energy bolts begin to arc back on the Emperor. It looks as if the Dark Lord is doomed.

YODA
Destroy you I will.

Yoda jumps to a lower Senate Pod.

Darth Sidious reaches out with one hand, and a Senate pod is released from its mooring and heads toward the Podium.

Sidious uses the Force to hurl pod after pod at Yoda, who ducks and jumps from one flying pod to another.

Yoda leaps away from the pods. He uses the Force to hold one pod suspended in the air. The pod spins and Yoda throws it back at Sidious, who leaps away at the last moment.

Yoda leaps after him, but Sidious quickly turns and aims the full force of his energy bolts at the tiny Jedi, catching him in mid-air and throwing him back hard against the Podium.

The force causes Yoda to drop his lightsaber.

Yoda blocks the Force lightning and throws Sidious backwards off the podium. Yoda is knocked off the Podium and falls several hundred feet to the base of the Podium.

Darth Sidious follows in his pod, searching for Yoda.

EXT. MUSTAFAR - MAIN CONTROL CENTER BALCONY

Vader forces Obi-Wan down a narrow balcony outside the Control Room. He rips objects off the wall and throws them at Obi-Wan as he pushes him further and further along the walkway.

The balcony ends, and Obi-Wan is trapped. He looks over the balcony and into a river of lava.

Vader cuts a piece of the balcony railing off, along with a control panel.

ALARMS SOUND, and a protective ray shield around the superstructure disappears. It tumbles into the molten abyss, disappearing in a puff of smoke. A small pipe connects the Control Center to the Main Collection Plant.

Obi-Wan has no choice but to tightrope-walk out across the lava river while fighting Vader.

EXT. MAIN CONTROL CENTER BALCONY/PIPE ACROSS LAVA RIVER/
MAIN COLLECTION PLANT

Vader, following Obi-Wan, jumps down onto the flexing pipe, lands, and resumes fighting.

INT. MUSTAFAR - PIPE ACROSS LAVA RIVER

Obi-Wan and Vader work their way across the small pipe, fighting ferociously as they go.

Obi-Wan slips, throws his lightsaber up in the air, grabs on to the pipe, swings around, grabs on to an upper pipe, retrieves his lightsaber, and lands back on the original pipe.

They continue to fight across the pipe until they reach the Main Collection Plant.

INT. SENATE OFFICE BUILDING - WIRING CHUTE - CORUSCANT

Yoda squishes his way through a mass of wires in a small chute.

INT. SENATE CHAMBER - MAIN ARENA

A Senate pod with COMMANDER THIRE (4477) and SEVERAL OTHER CLONE TROOPERS climb up to where Mas Amedda and Sidious are waiting.

Beneath the Main Podium, TWENTY CLONE TROOPERS search for Yoda 's body.

CLONE COMMANDER THIRE
There is no sign of his body, sir.

MAS AMEDDA
Then he is not dead.

DARTH SIDIOUS
Double your search.

CLONE COMMANDER THIRE
Right away, sir.

DARTH SIDIOUS

(to Mas Amedda)

Tell Captain Kagi to prepare my shuttle
for immediate takeoff.

MAS AMEDDA

Yes, my Lord.

DARTH SIDIOUS

I sense Lord Vader is in danger.

Lord Sidious walks into the Arena hallway.

Commander Thire descends down to the floor of the Arena,
where an intense search is taking place. SEVERAL CURIOUS
SENATORS rubberneck in scattered pods.

EXT. MUSTAFAR - COLLECTION PANELS

Obi-Wan and Vader battle on the top of the multi-spired
collection panels, jumping from one to the other. At the
end of the collection cluster, a huge spray of lava
covers the attachments that hold up the collectors. The
frame begins to melt.

It's raining lava!

Both Vader and Obi-Wan run for cover under the collection
cluster. They continue to fight in the lava rain,
darting from cover to attack, then quickly retreating to
cover.

Support for the entire structure begins to fall away, and
the collection cluster falls into the lava river.

The Jedi continue their fight, climbing to the highest
point on the tower as the rest begins to melt away,
riding the swift current down the river. It bends toward
the lava as they get out toward the end.

The fighting gets fierce again.

Obi-Wan gets to the end and is trapped. The tower slowly
starts to sink under the lava.

EXT. CORUSCANT - SENATE OFFICE BUILDING

Bail Organa, in his open Cockpit Speeder, flies along
next to the roof eave of the huge Senate Building. He
slows and moves closer to a long row of recessed lights.

Suddenly Yoda falls out of one of the light recesses and lands in the Speeder. Bail guns it and speeds away from the Senate Building.

INT. BAIL ORGANA'S SPEEDER

Yoda straightens himself out.

YODA

Into exile I must go. Failed, I have.

Yoda and Bail fly into the traffic of the city.

EXT. MUSTAFAR - COLLECTION PANELS

Obi-Wan realizes he is getting very close to the edge of the lava falls. He grabs a rope and leaps from the collection arm. Vader follows.

Vader and Obi-Wan continue their sword fight hanging from cables as they swing past each other.

EXT. LANDING PLATFORM - NABOO SKIFF

C-3PO carefully lifts Padme into his arms. R2-D2 nervously looks on. BEEPING.

C-3PO

I am being careful. I've got a good hold on her.

C-3PO carries Padme into the Naboo Skiff.

EXT. COLLECTION PANELS

From their cables, Vader and Obi-Wan both spot something that causes them to stop fighting. The lava river ahead drops off in a tremendous lava fall.

SNAPPING AND METAL GROANS are heard as the main part of the collector starts to break away and move toward the lava fall. Obi-Wan looks around and sees a small floating platform making its way toward the tower.

Obi-Wan does a double back-flip and lands squarely on the floating platform. He immediately leans to one side and moves away from the tower.

Vader realizes he is doomed as the entire tower heads for the falls.

In the distance he sees some CONSTRUCTION DROIDS. He swings back to the tower, climbs up and makes a running leap and miraculously lands on A WORKER DROID.

The DROID is confused and chatters to his CO-WORKER. The giant collector goes over the lava flow and disappears in the mist of sparks below.

Obi-Wan heads for the bank of the lava river, but Vader's DROID is faster. He catches up with his old Master.

Obi-Wan and Vader continue the swordfight. They battle away, balancing on the tiny platform and puzzled DROID. Vader, standing on the Droid, approaches Obi-Wan on the work platform.

DARTH VADER

This is the end, Obi-Wan. You should have vanished when I gave you the chance.

OBI-WAN KENOBI

I refused to give up on you, Anakin. That is what it means to be good and just.

DARTH VADER

Such foolish compassion only makes you weak. I have had enough of your rules and righteousness!

OBI-WAN KENOBI

Then you truly are beyond saving.

There is a pause as ObiWan contemplates his next move.

Vader reads his thoughts, his old Master has nowhere left to go.

Obi-Wan leaps, Vader follows him, and they both flip in the air, landing on the sloping banks of the torrential lava river.

Obi-Wan is drained mentally and physically, completely out of options.

DARTH VADER

Goodbye, old friend.

As Vader lifts his red lightsaber high for another attack, a plume of lava erupts from the river, spewing boiling magma all over Vader's head and torso!

Lord Vader HOWLS in ungodly agony!

Obi-Wan is merciless in this moment, sees the only chance he'll get. He charges forward and slashes, severing Vader's left arm!

Vader loses his balance on the slope, falls downward as Obi-Wan strikes again, severing both of Vader's legs at the knees!

The crippled body of Vader slides down towards the lava river, but Obi-Wan summons the Force and halts his former Padawan's descent to certain death.

Vader lies flat on stomach, his face is burned almost beyond recognition, all his hair gone! Every inch of his youthful frame's skin is charred and ruined. His very clothing melted onto his burnt flesh. All that remains of use is his right arm, and half of that is his artificial forearm and hand.

OBI-WAN KENOBI

I loved you, Anakin! You were my brother!

All the helpless Vader can do is SCREAM from the unbelievable pain as what's left of his body is covered in third degree burns.

The river is unstable, spewing more and more lava into the air.

Obi-Wan's clothing is tattered, singed by the heat and fire of this cursed planet. He gazes one final time down at the man he's known since he was a young boy. Anakin, or even Darth Vader, will never be the same again.

As the lava plumes intensify, Obi-Wan turns and abandons the near-death Vader on the slope.

EXT. LANDING PLATFORM - NABOO SKIFF

Obi-Wan makes his way to the SKIFF. He looks for Padme. Threepio sticks his head out the door of the SKIFF.

C-3PO

Master Kenobi! We have Miss Padme on board. Please, please hurry. We should leave this dreadful place.

Obi-Wan runs on board the Naboo Skiff

INT. NABOO SKIFF

Padme lies on a cot inside the ship.

Obi-Wan walks over and checks on her.

Padme opens her eyes, struggles to speak. Her voice a mere whisper.

PADME

Obi-Wan? Where's Anakin? Is he all right?

Obi-Wan looks at her sadly and does not answer. He brushes her hair back.

OBI-WAN KENOBI

Save your energy, Padme. We're on our way to get you help.

Tears stream down Padme's cheeks, she drops back into unconsciousness. Artoo watches over her.

Obi-Wan rides in the co-pilot's station. He sits looking pensive. Threepio drives.

EXT. VOLCANO EDGE

Darth Vader, left for dead, GRUNTS and GROANS, uses his last ounce of energy in his right arm to pull his paralyzed heap up the bank, his body still smoking.

A shuttle flies overhead and lands.

EXT. LANDING PLATFORM

The shuttle closes its wings and settles on the highest of the Landing Platforms.

A PLATOON OF CLONE TROOPERS exits the craft, followed by Darth Sidious.

INT. MUSTAFAR - VOLCANO PIT

Darth Sidious walks in front of the CLONE TROOPERS on his way to get to Vader at the edge of the lava pit.

EXT. VOLCANO PIT

Darth Sidious discovers what remains of Vader and checks him out. He turns to the CLONES.

DARTH SIDIOUS

Anakin! Anakin! There he is. He's still alive. Get a medical capsule, immediately.

CLONE CAPTAIN

Yes, sir.

Several of the CLONES rush off as Sidious puts his hand on Anakin's forehead.

DARTH SIDIOUS

My apprentice. What have you become?

What was once a perfect and all-powerful weapon in Lord Sidious's hands is now disabled and ruined. Sidious looks at Vader and wonders what can be salvaged from such damage.

INT. POLIS MASSA-OBSERVATION DOME - NIGHT

On the isolated asteroid of Polis Massa, YODA meditates.

YODA

Failed to stop the Sith Lord, I have. Still much to learn, there is...

QUI-GON JINN (V.O.)

Patience. You will have time. I did not. When I became one with the Force I made a great discovery. With my training, you will be able to merge with the Force at will. Your physical self will fade away, but you will still retain your consciousness. You will become more powerful than any Sith.

YODA

Eternal consciousness.

QUI-GON JINN (V.O.)

The ability to defy oblivion can be achieved, but only for oneself. It was accomplished by a Shaman of the Whills. It is a state acquired through compassion, not greed.

YODA

To become one with the Force, and
influence still have... a power greater
than all, it is.

QUI-GON JINN (V.O.)

You will learn to let go of everything.
No attachment, no thought of self. No
physical self.

YODA

A great Jedi Master, you have become, Qui-
Gon Jinn. Your apprentice I gratefully
become.

Yoda thinks about this for a minute, then Bail Organa
enters the room and breaks his meditation.

BAIL ORGANA

Excuse me, Master Yoda. Obi-Wan Kenobi
has made contact.

EXT. LANDING PLATFORM - MUSTAFAR - DAY

The Clones have placed Anakin in a medical capsule. They
float the wounded Sith Lord into the belly of the
IMPERIAL CRUISER.

Darth Sidious follows the capsule into the ship. The
ship takes off.

EXT. POLIS MASSA - LANDING PLATFORM - NIGHT

Obi-Wan lands the Naboo Cruiser on the landing platform
of the isolated post of Polis Massa.

Yoda and Bail Organa, along with a FEW GROUND CREW, are
waiting as the ramp lowers and Obi-Wan emerges, carrying
the unconscious Padme in his arms, followed by Artoo and
Threepio.

EXT. LANDING PLATFORM - CORUSCANT - IMPERIAL REHAB CENTER

The shuttle lands. Darth Sidious and Clone Troopers
leave the shuttle.

Vader's body is carried along in a floating medical
capsule.

INT. POLIS MASSA - MEDICAL CENTER - NIGHT

Polis MEDICS work, on Padme in an operating theater.

Obi-Wan and one of the MEDICAL DROIDS enter an observation room where Bail and Yoda are waiting.

MEDICAL DROID

Medically, there is nothing we can do for her.

OBI-WAN KENOBI

What happened to her?

MEDICAL DROID

I'm afraid her windpipe has been crushed. She is dying.

Obi-Wan looks worryingly at Bail.

OBI-WAN KENOBI

What can be done for her?

MEDICAL DROID

We need to operate quickly if we are to save the babies.

BAIL ORGANA

Babies?

MEDICAL DROID

She's carrying twins.

YODA

Save them, we must. They are our last hope.

The Medical Droid rushes back to the operating room. Artoo and Threepio watch, greatly puzzled. Artoo BEEPS.

C-3PO

It's some kind of reproductive process, I think.

INT. IMPERIAL REHAB CENTER - CORUSCANT

Vader, in the medical capsule, is lifted onto a table in the Rehab Center.

Droids go to work on him. In moments Vader has new artificial legs and a new prosthetic arm.

INT. POLIS MASSA - MEDICAL CENTER

The TWINS are being delivered as Bail Organa, Yoda, Artoo, and Threepio watch.

Obi-Wan is in the operating theater with Padme. He takes her hand.

OBI-WAN KENOBI

Don't give up, Padme. We need you to be strong for your babies.

Padme winces from the pain. The MEDICAL DROID is holding the BABY.

MEDICAL DROID

It's a boy.

Padme looks at her firstborn child.

PADME

I'll call him Luke...

Padme can only offer up a faint smile. She struggles to touch the baby on the forehead.

MEDICAL DROID

...and a girl.

PADME

Leia.

OBI-WAN KENOBI

They're beautiful, Padme.

PADME

(struggling)

Thank you, Obi-Wan.

OBI-WAN KENOBI

You're most welcome.

R2-D2, Threepio and Bail Organa watch from an adjoining space.

INT. IMPERIAL REHAB CENTER

VADER, dressed in his black body armor, lies on the table. Nose plugs are inserted and the mask drops from above, sealing tightly. The helmet is fitted and Vader begins breathing.

INT. POLIS MASSA-MEDICAL CENTER

Obi-Wan leans over Padme and softly speaks to her.

OBI-WAN KENOBI

I don't know if you can hear me, Padme.
You have given birth to healthy twins.

Padme struggles to speak. Her voice still a whisper.

PADME

Take care... of them. I beg you.

OBI-WAN KENOBI

No harm shall befall them. I swear it.

PADME

I could have... saved him, but... I was
weak.

OBI-WAN KENOBI

It's not your fault or mine, Padme.
Anakin chose his own path. We all tried
to reach him and reason with him.

Padme winces again and takes Obi-Wan's hand. She's
clutching Anakin's japor snippet.

PADME

I can't... believe... what's happened.

OBI-WAN KENOBI

Save your energy.

PADME

Obi-Wan... there is good in him. I know
there is... still...

A last gasp, and she dies. Obi-Wan studies the necklace.

INT. IMPERIAL REHAB CENTER

Darth Sidious hovers around the periphery of a group of
MEDICAL DROIDS operating on his apprentice. Even his
extraordinary powers cannot make Vader whole again, but
the technologies available to the Dark Lord can help make
Vader into something else altogether...

A DROID approaches the Dark Lord.

MEDICAL DROID

My Lord, the reconstruction is finished.

DARTH SIDIOUS

Good.

The DROID moves back to the table where Darth Vader lies. The table begins to move upright.

Sidious moves in next to Vader.

DARTH SIDIOUS

Lord Vader, can you hear me?

Darth Vader, with his dark mask and helmet, moves up into the frame until he is in a CLOSEUP.

DARTH VADER

Yes, My Master.

Darth Vader looks around the room.

DARTH VADER

Where is Padme? Is she safe, is she all right?

Darth Sidious moves closer to the half droid/half man.

DARTH SIDIOUS

I'm afraid she died. In your great anger, you killed her.

A LOW GROAN emanates from Vader's mask. Suddenly everything in the room begins to implode, including some of the droids under the awesome power of Vader's Force abilities.

Vader SCREAMS, breaks his bonds to the table, and steps forward, waving his hands, causing objects to fly around the room.

Sidious deflects the objects, but some of the droids aren't so lucky.

Lord Vader's PAINFUL SCREAMS echo throughout the Center. He is now more machine than man, an unfortunate result of his tremendous pride and overconfidence.

Darth Sidious grins a wicked grin, satisfied his new apprentice is alive. Yet even the Dark Lord now has doubts as his vision of what would be his apprentice is greatly altered.

EXT. NABOO - ALDERAAN STARCRUISER

Bail Organa's Starcruiser approaches the city of Theed.

INT. ALDERAAN STARCRUISER - CONFERENCE ROOM

Bail, Yoda, and Obi-Wan sit around a conference table.

YODA

Pregnant, she must still appear. Hidden, safe, the children must be kept.

OBI-WAN KENOBI

We must take them somewhere the Sith will not sense their presence.

YODA

Split up, they should be.

BAIL ORGANA

My wife and I will take the girl. We've always talked of adopting a baby girl. She will be loved with us.

OBI-WAN KENOBI

And what of the boy?

YODA

To Tatooine. To his family, send him.

OBI-WAN KENOBI

I will take the child and watch over him. Master Yoda, do you think Anakin's twins will be able to defeat Darth Sidious?

YODA

Strong the Force runs, in the Skywalker line. Hope, we can... done, it is. Until the time is right, disappear we will.

Bail leaves the conference room. Yoda stops Obi-Wan.

YODA

Master Kenobi, wait a moment. In your solitude on Tatooine, training I have for you.

OBI-WAN KENOBI

Training?

YODA

An old friend has learned the path to immortality.

OBI-WAN KENOBI

Who?

YODA

One who has returned from the netherworld of the Force to train me... your old Master, Qui-Gon Jinn.

OBI-WAN KENOBI

Qui-Gon? But, how could he accomplish this?

YODA

The secret of the Ancient Order of the Whills, he studied. How to commune with him. Teach you, I will.

OBI-WAN KENOBI

I will be able to talk with him?

YODA

How to join the Force, he will train you. Your consciousness you will retain, when one with the Force. Even your physical self, perhaps.

INT. ALDERAAN STARCRUISER - HALLWAY

Bail Organa, followed by Artoo and Threepio, approaches Captain Antilles and TWO CREW MEMBERS.

BAIL ORGANA

Captain Antilles.

CAPTAIN ANTILLES

Yes, Your Highness.

BAIL ORGANA

I'm placing these droids in your care. Treat them well. Clean them up. Have the Protocol Droid's mind wiped.

C-3PO

Oh, no.

EXT. NABOO - MAIN SQUARE - DAWN

Padme's funeral procession.

LARGE CROWDS line the street as a flowered, covered coffin is drawn by SIX BEAUTIFUL WHITE BEASTS.

SIO BIBBLE walks with other MOURNERS.

SOLDIERS, FAMILY and DIGNITARIES follow the casket.

Padme's hand clutches the japor snippet.

A MAN standing in the crowd swiftly departs as the procession passes.

EXT. DAGOBAH - DAY

A small escape pod hurls toward the swamp planet and disappears in the mist. The pod has landed, and Yoda descends the ramp, surveying the unfamiliar terrain.

INT. DARTH VADER'S QUARTERS - STAR DESTROYER

Lord Vader sits in a command chair, his helmeted head hanging low.

DARTH VADER

Padme, forgive me. I never meant to harm you.

There's a BEEP that gets Vader's attention

DARTH VADER

Enter.

The Man from Padme's funeral enters, he's actually an IMPERIAL AGENT.

IMPERIAL AGENT

I attended the funeral as you asked, Lord Vader. And I saw the body.

DARTH VADER

Was Padme still with child?

IMPERIAL AGENT

Yes, my Lord.

DARTH VADER

That will be all.

The Imperial Agent exits the chamber.

EXT. IMPERIAL STAR DESTROYER - SPACE

A Star Destroyer is surrounded by ATTACK CRUISERS.

On the bridge of the Star Destroyer stands the EMPEROR and GOVERNOR TARKIN.

Darth Vader walks along the bridge to join the Emperor and Governor Tarkin.

The camera PANS to reveal the huge frame structure which is the beginning of the DEATH STAR.

EXT. ALDERAAN - STARCRUISER - SPACE

The ship approaches the surface of Alderaan.

EXT. ALDERAAN - LATE AFTERNOON

The QUEEN OF ALDERAAN sits on a balcony looking out over the awesome mountains of Alderaan.

Bail Organa brings a small baby to her. She takes her and rocks her.

EXT. TATOOINE - SUNSET

Obi-Wan rides up to the moisture farm homestead on an EOPIE. He dismounts, takes BABY LUKE out of a papoose on his back, and walks toward AUNT BERU, who walks over to greet him.

They talk for a moment, and Obi-Wan turns the baby over to the young homesteader.

Beru walks to UNCLE OWEN who is standing on the ridge near the homestead.

Obi-Wan leaves as Owen, Beru, and Baby Luke watch the twin suns set.

IRIS OUT.

THE END