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1st Draft - Dec 2019

STAR WARS

- Episode III -

REVENGE OF THE SITH

Opening Crawl:

WAR has spread throughout the galaxy. Despite millions of recruits, the makeshift Republic military can barely defend against the insurgent clone armies that have overrun the core worlds.

Emboldened by their recent victories, the brutal clone legions have launched their most aggressive offensive yet: a full-scale invasion of the Republic capital of CORUSCANT.

As the space battle rages, a pair of JEDI KNIGHTS have been dispatched on a daring rescue mission high above the planet's surface....

ACT I

As the titles fade into the distance, we tilt down slowly at first, revealing a handful of small fighters engaged in combat, then the camera continues to pan, revealing mid-sized ships, also engaging with each other. The camera continues to pan, revealing larger and larger capital starships, until finally we are facing straight down at the planet of Coruscant, with endless layers of ships of all sizes engaged in point-blank combat. We then

descend into the battle, revealing itself in more and more detail, before finally settling on our heroes, Anakin Skywalker piloting his agile starfighter, with his wise master, Obi-Wan Kenobi in the gunner's seat. They engage with a squadron of Sith starfighters, and Anakin shows off his piloting skills by out-flying them in close-quarters, coming dangerously close to the surrounding ships and debris, but successfully destroying their attackers.

Obi-Wan radios to Captain Owen Lars, asking to confirm the location of the Sith's flagship. Lars assures Kenobi that they are successfully keeping them from escaping to hyper-space, but can't hold them forever. Obi-Wan confirms that he has made visual contact, and tells Anakin to fly in close. Anakin points out that with their shields up, there is only one way in – the main docking bay, but as they get close, they can see that the docking bay is full of Sith fighters, still sitting in reserve, ready to be launched. Obi-Wan radios to Captain Lars to bring his squadron in close and engage with the Sith flagship directly, which successfully draws out their reserves. Anakin flies them in close, slips into the docking bay, and takes out the few remaining enemy starships. They quickly land, and Anakin uses the Force to trigger the nearby control panel, closing the docking bay doors, preventing the starships from returning. Anakin and Obi-Wan approach the nearest dataport, and command R2-D2 to find the captive hostage. R2 reports that there are no such records. Obi-Wan replies "Not surprising, really. We'll have to find another way..." Anakin: "Master, I sense the Dark Side is near. Right here, on this ship."

Wipe to: Elsewhere on the ship, we see from above legions of Sith Troopers marching in-step. We follow in close on a squad of fully-armored guards on patrol. A smaller unit breaks off from the larger group, as we make our way deeper into the ship, until another small squad breaks off again. This time, opening a large door, revealing a very secure holding area, yet with a spectacular view of the battle raging just outside. As we get close, we see the Sith Witch, Darth Talon, watching the battle through the windows. She speaks: "What is it?" The troopers respond, speaking through their helmet's coms: "There's no sign of the Jedi, Mistress." She turns to face them, suspicious. She pauses a moment, then says "Have you searched everywhere?" Trooper: "We're starting our sweep now." Talon: "Go. Find them." The troopers turn to leave, but the ones who spoke stay behind to stand guard. Talon notices: "STOP!" The troops stop mid-march at the threshold of the room. Talon slowly moves towards one of the troopers with an intense glare. Slowly, she uses the Force to remove his helmet. Obi-Wan Kenobi is revealed: "Hello there!" Obi-Wan Force-pushes her back, sending her sliding across the room. Anakin removes his helmet, and moves towards Obi-Wan. The troopers surround them. The tension builds as it seems like they are completely trapped. Talon stands up. Talon: "Kill them." Anakin: "R2! Now!" R2-D2 is revealed to have positioned himself above them, and shoots out their two lightsabers, and Obi-Wan and Anakin use the Force to snap them firmly into their hands. They engage the Sith troopers, and eventually take all of them out.

Lightsabers still drawn, Obi-Wan and Anakin confront Darth Talon, and demand to know: "Where is he?" Talon steps over towards a nearby control panel, presses it, and with a loud pneumatic noise, a cage shoots up in the center of the room, revealing that the hostage is Chancellor Palpatine himself. Palpatine: "Anakin! Help me! Get me out of here!" Obi-Wan: "Let him go." Talon: "Certainly." She presses another button, and the cage falls back into the floor, freeing Palpatine, who collapses to the floor. Anakin rushes to help him. Obi-Wan: "Now - you're coming with me." Palpatine: "Careful! She's a Sith Lord. Don't underestimate her." Anakin turns towards Palpatine: "I think we can handle her, she's unarmed." And with that, Talon uses the Force to take Anakin's lightsaber from him, and she keeps it hovering uncomfortably close to his face. Anakin begins to look scared for the first time. Obi-Wan is also caught off-guard, but inches closer. Obi-Wan: "Release him!" Talon: "As you wish..." Talon presses another button on her control panel, only this time, the large wall behind them is revealed to be a huge door, which opens slowly, revealing a huge, hulking Crade Ragnos, this time fully armored and equipped, who thunders out, while screaming: "KENOBI!" Obi-Wan turns to engage Crade, leaving Anakin to deal with Talon. Anakin spins around and grabs his own lightsaber back during the commotion. An elaborate fight sequence unfolds. Darth Talon unleashes her full powers. Her eyes begin to glow red and she hovers slightly above the floor. She attacks Anakin with Force-generated energy blasts from her palms, and Anakin struggles to dodge and parry her attacks. Meanwhile, Obi-Wan struggles to keep up with Crade's attacks. Eventually, they start working together as a team, and begin to hold their own. But then

they are separated, as Kenobi and Crade's fight spills out of the room and down the corridor. While Anakin fights Darth Talon, Palpatine, cowering from the sidelines, tries to encourage Anakin. Finally, Anakin gets in a few strong blows, knocking her to the ground. Anakin draws close, and says "Yield." She looks up, her eyes filled with rage. Anakin attempts to show some mercy: "I don't want to have to kill you." But with that, Talon Force-chokes Anakin, catching him off-guard. Panic fills his eyes, and without thinking, he swings his saber, striking her down for good. Palpatine: "Good riddance. She would have killed the both of us." Anakin: "I tried to show her mercy." Palpatine: "Mercy can be dangerous Anakin. It can get you killed. The only way to deal with a rabid cur is to put it down...before more people suffer." Anakin: "She was so powerful...I could feel the Dark Side coursing through her." Palpatine: "It seems to have made her very powerful indeed..."

Meanwhile, Obi-Wan finally thinks he has the drop on Crade, only to have him suddenly jump into an escape pod. Anakin rushes to help Obi-Wan, only to find that Crade is already gone. Obi-Wan asks Anakin what happened, and he reveals that he tried to show mercy, but was forced to kill the Sith Witch. Obi-Wan: "Well, if you had to, you had to." But just then, through the windows, they can see that the ship appears to be crashing back down to the planet. Anakin, Obi-Wan and Palpatine rush to the ships' bridge, only to find it abandoned and the controls locked. They slowly realize that it's a trap, and the ship has been abandoned. They search for remaining escape pods, but they have all launched. They rush back to the hangar bay, only to find their starfighter destroyed. Meanwhile, captain Lars and the rest of the Republic armada has successfully repelled the invasion – a major victory in the war. Obi-Wan radios to Captain Lars to save them, and he lands in the hangar bay only just in time for them to make their escape, as the Sith flagship breaks apart in the planet's atmosphere, raining debris down on the planet.

The four of them land near the Republic Senate building, and Palpatine is quickly ushered away by guards, who ignore our heroes. Kenobi, flippantly: "No need to thank us..." Captain Lars is distracted by falling debris and smoke in the distance, and quickly leaves. Wipe to: Owen Lars jumps out of a speeder, at the base of a burning skyscraper. Debris is still raining down from the battle, masses of people are fleeing in all directions. He tries to run into the building, but is stopped by guards and emergency personnel. Lars: "I live here, my family's in there!" The man replies: "There's no way up there, sir. Step back." Lars ignores the man and runs back to his speeder. He flies up to the top penthouses, and jumps out, searching and yelling for his wife and children. Out of the smoke stumbles his wife Beru. She collapses in his arms, coughing. He drags her away from the fire, and he asks her about the children. When she catches her breath, she reveals that they are dead. Owen and Beru cry in each other's arms, mourning their loss.

Wipe to: Princess Aeris speaks with her father, King Bail Organa via hologram transmission. The King is deeply concerned for her safety and wonders if she is still safe on Coruscant after the attempted invasion. They argue with a growing intensity, but Aeris remains firm. She is oddly stubborn and some of her arguments seem unjustified. She refuses to return home to Alderaan and she also doesn't want her father to visit. The King is busy with his obligations in the war, as he commands Republic forces in the Xanthos system, but says that he misses her dearly and will do what he can to see her as soon as possible. The transmission ends, and Aeris stands up, revealing her prominent, very obvious baby bump. Aeris's former handmaiden and now midwife, Sabé, enters the room, and warns Aeris that she can't keep her baby a secret forever, and that eventually her parents will find out. Aeris attempts to justify her deception, but it's not convincing. Sabé says that she can no longer lie for her. She refuses to get caught up in her web of lies. Aeris begins to get upset and tells Sabé that she is her best friend, and begs her to continue helping her. Aeris reveals that despite hiding her fear well, she's actually very scared for the future. The door rings, and Aeris immediately jumps towards the door. Aeris: "Anakin!" Sabé watches the young couple hug each other at a distance with a concerned look on her face, before leaving them alone.

That night, the happy couple are embracing in bed together and Aeris tries to convince Anakin to resign from the military and the Jedi Order as well. Anakin does not take the idea of leaving the Jedi very well, but Aeris replies "Not even if it's the only way we can be together?" Anakin says that he hopes someday that their child would follow in his footsteps and become a Jedi too. Aeris says she dreams of returning to Alderaan with Anakin and raising their family in peace. Anakin doesn't think that's realistic, and doesn't want to settle down.

He promises her that things will be different once the war is over. Cut to: Aeris is yelling at Anakin to wake up, and Anakin quickly sits up, covered in sweat. Aeris says that he was having a nightmare, screaming her name. Anakin is visibly shaken, and puts his face in his hands. He reveals that he saw her dying while his body was being dismantled by darkness and fire, unable to help her. Aeris ask him if it was a vision of the future...through the Force? Anakin says no, it was just a dream. Anakin wanders away to the balcony, refusing to look her in the eye. He stares out at the city while Aeris looks on in fear at her scarred, cyborg husband, who is starting to become less and less recognizable to her.

Wipe to: A fearsome looking starcruiser is traveling through hyper-space. Inside, we see Sith clone guards, as droids pilot the ship, while Crade Ragnos reclines in the command seat. Crade receives a holo-transmission - it is the cloaked visage of the Sith Master, Lord Sidious. Sidious chastises Ragnos for failing to kill Kenobi. Ragnos argues back, spouting excuses. Sidious responds by using the Force to torture him into submission, asking him if he'd rather return to the living-death of the stasis pod. He relents. Sidious orders him to return to their cloning stronghold and begin preparing a counter-offensive against the Republic forces stationed there. A droid approaches and hands Ragnos a Sith Holocron, and Sidious orders him to keep it close and guard it with his life.

Wipe: Anakin and Obi-Wan arrive back at the Jedi Temple on Edo. They are wearing full military dress uniforms, covered in medals from their exploits since the war began. They are greeted by the other Jedi Generals, who then join them in entering the main Jedi Council chamber. The Jedi have gathered to discuss the recent troubling events. Obi-Wan reports that the Sith Witch is dead, killed by Anakin. The Jedi debate if she was the Sith Master they've been looking for or not. Anakin confirms that she was extremely powerful, which convinces some, but others remain skeptical. Obi-Wan and Anakin both think that the Sith Master is still out there somewhere. There is no consensus among the Jedi if she was the Sith Master or not. The Generals then give a briefing on the state of the war and the successful repelling of the invasion of Coruscant. They reveal that the Sith armadas have regrouped in the mid-rim, however the war remains at a stalemate, with the Republic unable to find the clone's stronghold. Some of the generals believe that the Republic is losing a slow war of attrition and will eventually fall unless there is some dramatic reversal of fortune. The older Jedi who abstained from fighting admonish the Jedi Generals that the war was supposed to end quickly, and it has dragged on far too long, claiming too many lives. Obi-Wan insists that the war would end if the Jedi stop Crade Ragnos and find the Sith Stronghold, as without the steady supply of clone reinforcements, the Sith forces will quickly fall. But then the meeting is interrupted, as Jedi Master Kortu says that the Chancellor is making an emergency announcement in the Senate, and he switches on the large main holo-display in the center of the chambers. Chancellor Palpatine announces in response to the sudden attempted invasion and attack on the capital, he is declaring martial law for the time being. The Jedi council chamber descends into loud muttering and outbursts of dissent.

Back on Coruscant, Obi-Wan rushes over to Owen Lars, who is at a spaceport, moving cargo containers into a transport. Obi-Wan says he's been trying to find him as soon as he found out about the fire. Owen is extremely upset, and reveals that his children were killed in the aftermath of the invasion, and that his wife nearly died as well. Obi-Wan tries to console him for his loss, but instead Owen unleashes his anger on Obi-Wan and damns the clones, damns the war, and damns the Jedi. He swears that all this fighting will destroy the entire Republic, and that's why he has sworn off violence and is fleeing as far away from here as possible.

Wipe: Chancellor Palpatine's offices. Anakin Skywalker attempts to enter, but is stopped by increased security. Anakin is suddenly unable to enter at will, and is instead given an extra going-over by Palpatine's security staff. The Chancellor is being briefed by military intelligence, who reveal that they have been unable to track the whereabouts of Crade Ragnos after he fled the battle. Palpatine notices Anakin waiting in the wings, and thanks his advisors and dismisses them, then walks over to greet Anakin. Palpatine easily gets Anakin to admit that the Jedi are not happy about the declaration of martial law. Palpatine: "I'm not surprised. It's the Jedi's job to worry. It's my job to protect the galaxy. I will not allow this Republic that has stood for tens of thousands of years to fall under my watch." Anakin asks for help concealing his affair with Aeris, and Palpatine gets Anakin to admit that he is about to become a father. Palpatine says he's noticed Anakin has been troubled since his

injury, and asks him what's bothering him. Anakin reveals that Darth Maul said his father was a Sith Master and that he was abandoned by the Jedi. Palpatine asks if he has spoken to the Jedi about this, and Anakin says no, he's kept it to himself. Palpatine then starts questioning the motives and methods of the Jedi. "You're right not to trust the Jedi..." Palpatine explains that it could be very dangerous if the Jedi learn of his affair, and promises Anakin that he will do whatever he can to protect Anakin, and that he will always be welcome to serve in his government if the Jedi expel him. Anakin thanks him for his generosity. Palpatine says that he's just been informed that they've learned the location of Crade Ragnos, and that he is guarding the clone stronghold on the Wookiee planet of Kashyyyk, and to inform the Jedi council immediately.

Wipe: King Organa is commanding his capital starship in the Xanthos system, deep in the mid-rim, heavily engaged in the war effort. But his patience has now fully run out, and he abruptly leaves a mission briefing. His staff all turn their heads in surprise at his sudden change in behavior. He activates a holo-communication station and calls his daughter on Coruscant. In Aeris' apartment, King Organa appears via hologram and informs Aeris that he's not willing to wait anymore and is on his way to Coruscant to take her back to safety on Alderaan. She argues with him, but he refuses to listen and ends the transmission. Aeris looks deeply troubled, and anxiously caresses her baby belly.

Anakin arrives aboard the Republic command ship in orbit around Coruscant and informs the gathered generals - some appearing via hologram - that Crade Ragnos has been tracked to the planet of Kashyyyk, where Republic intelligence believes is the most likely location of the Sith clones' stronghold. The generals agree that Obi-Wan Kenobi should be assigned the task of leading reinforcements to join the Jedi general and his troops stationed there to flush out Ragnos and his legions and stop him once and for all, turning the tide in the war and securing the quick victory they have been pursuing. The Jedi also insist that once the war is over, Chancellor Palpatine must give up his emergency powers and restore the suspended freedoms to the Republic. If he doesn't, the Republic could fall into despotism. Another Jedi questions if the Senate has the courage to stand up to the Chancellor. Kenobi, emphatically: "They must. Our very democracy depends on it." Wipe to: Anakin is escorting Obi-Wan to the ship's hangar bay, as he prepares to take his men into battle. They exchange pleasantries, and we are reminded of just how close they are as both allies and friends. Obi-Wan confesses to Anakin that he knows about his affair with the Princess. Anakin is surprised, but Obi-Wan reminds him of just how close they are. Anakin: "Was it that obvious?" Anakin is ashamed and apologizes to Obi-Wan for letting him down. Obi-Wan says he will not reveal Anakin's deception to the Jedi Council if Anakin comes clean to them now. Anakin agrees and says he will admit the truth. They hug, and Obi-Wan departs. Anakin says "May the Force be with you."

Wipe: Jedi Master Korto is consulting with Anakin in a Jedi meditation chamber. Anakin admits that there is something he needs to tell him. Something he hasn't been entirely honest about. Something he's been keeping secret for a long time. Something he has been afraid to face. Anakin tells Korto that when he lost his arm to the Sith Lord Darth Maul, Maul told him he was created by his Sith Master, using the dark side of the Force. Korto asks Anakin if he believes it, and he replies he doesn't know. Anakin asks about the rumors of the Force child from years ago. Korto tells the story – There was a mysterious man named Oswin Abraxis who came to the order long ago, requesting to be trained as a Jedi. He was already skilled in using the Force, and claimed he was trained by errant Jedi Knights from distant systems on the other side of the galaxy that the order had fallen out of contact with. He was an outsider who came to us, not found or recruited by the order, however he showed great skill and was accepted into the order. But one day, one of the Jedi found him engaged in using dark side powers – using the Force to unnaturally create life. In his panic, he fled, but the child remained. Jedi were sent after him, but they were never seen or heard from again. The child caused much controversy, and finally it was decided that he would be placed with a trusted family. Most of the order believe that Abraxis must have died long ago, because there has been no trace of him since. Anakin asks if Abraxis could be the Sith Master they've been looking for, training these new Sith lords? Korto admits he does not know, but it could be possible. The shroud of the Dark Side clouds everything. Anakin asks if he could be the lost child? Korto says, no – it's not possible. We made sure the child was placed in a good home. And you say you were an orphan all your life on Corellia, yes? Anakin says yes, he was. There is a moment of unease, but then Korto thanks Anakin for speaking truthfully with him. He has noticed that Anakin has not been the same since he lost his

arm to the Sith. Kortu asks if there's something else? Anakin hesitates, but says no. Kortu asks him about the rumors about him and Princess Aeris. Anakin says they are just friends. Kortu smiles, and says "Ahh- Well, please be careful Anakin. As a member of the Royal House of Alderaan, she is vulnerable to rumors and public opinion. I trust you will continue to show prudent judgment in this matter, yes?" Anakin: "Yes." Kortu: "Remember your oath to the Jedi code?" Anakin, visibly annoyed: "Yes Master Kortu." Kortu: "Good. Stay here and meditate for awhile. The Force will speak most clearly to you when your mind is at peace." Kortu leaves, and Anakin's pocket communicator beeps. He gets a holo-transmission from Aeris, who is upset. Anakin asks her to please calm down and tell him what's wrong.

Obi-Wan and his reinforcements arrive on Kashyyyk to find the Republic troops are in a hopeless stalemate, dug in deep, unable to get anywhere near the clone's main base. The local Jedi General informs Obi-Wan that they have successfully allied with the local populace – the Wookiees – and that they may know more about the local clone infestation. They take a squad to visit the tree-tops to consult with the Wookiees. The Jedi General explains that their translator droid was destroyed and the Wookiees have been teaching him their language. Eventually, the Jedi get the Wookiees to agree to help, and they take them to their highest vantage point, where they point out the clone's main base, and share what they know about their defenses. Obi-Wan, the troops and Wookiees all agree to mount an offensive against the clone base, believing victory to be possible with the new reinforcements.

Meanwhile, back on Edo, Master Kortu is walking through the Jedi Temple, but then stops himself mid-stride. He turns to one of their droids, and asks the droid to access the Jedi archives. The droid responds that Master Kortu has full access to all records, with highest level clearance. Kortu asks the droid to pull up information on the family Abraxis' Force child was placed with. The droid reports that the family disappeared 4 years after accepting the boy, and there is no record of what happened to them. Kortu is angered: "Why wasn't I told about this?!" The droid responds that he does not have that information. Master Kortu is annoyed. Kortu: "Wait! The name. What did they name the boy?" Information droid: "The couple named the boy...Anakin." Kortu turns white with dread, and runs back to the Jedi meditation chamber, only to find it empty.

Wipe: King Organa exits hyperspace aboard his royal starcruiser to arrive in orbit high above Coruscant. Bail calls the Jedi Temple to assist in securing his daughter's safety. As per their close relationship, the Jedi assign two Knights to serve House Organa.

Wipe: Anakin rushes through the elaborate atrium of a fancy gala deep in the upper-class districts of Coruscant. He arrives at a large, sprawling hall where an elaborate party is taking place. Chancellor Palpatine is there, surrounded by VIPs gathered on a balcony, all busy socializing. Anakin makes his way closer, and asks to speak to him. Palpatine orders everyone to leave them alone together. Suddenly, the crowd drops silent and eerily leave on command. Anakin says that King Organa is on his way, and is going to take Aeris back to Alderaan. He asks Palpatine for his help. Palpatine asks Anakin how much he loves his wife. Anakin is taken back: "How did you know we were married?" Palpatine: "In my position there is little I don't know about, Anakin. What do you think will happen when the Jedi discover your secret?" Anakin: "I...I don't know. But I know I screwed up. Please-please help me." Palpatine begins to chuckle. Palpatine: "Ah, Anakin. It's a thing of beauty what I've done...the wheels I've set in motion, they cannot be undone now. It's too late. I've already won." Anakin: "What are you talking about?" Palpatine smirks: "What would you like me to do? Kill all the Jedi? Is that what you want? Because I could do it, you know." Anakin's confused face turns to incredulity. Palpatine: "We've done it before. Oh yes. The only ones to ever conquer the Jedi – The Sith Empire. And you know how we did it? The dark side...if you only knew the power of the Dark Side, Anakin." Anakin: "You know the Dark Side of the Force?" Palpatine, motioning over the balcony: "Look down there, Anakin. Do you see all those little people down there? Pawns. Insects. Totally oblivious. Most of them have never even heard of the Force. My hatred of them knows no bounds. Now, they are all...mine." Anakin: "How do you know the Dark Side?" Palpatine: "I don't just know the Dark Side, Anakin. I live it. I breathe it. The Jedi...such fools, they have such a limited view of the Force. They don't truly understand it. Only when you allow yourself to fully explore all aspects of the Force, can you truly wield it." Palpatine turns and stares Anakin in the eyes: "Korriban, Anakin. I found it. I summoned the old Sith Lords, and they learned to serve me." Anakin: "You're the Sith Master. The

one we've been looking for...all this time. It was you." Palpatine: "Oh yes-King Organa is coming, Anakin. And the Jedi Order will soon learn of your deception. There is nothing you can do to stop it." Anakin: "No." Anakin starts to move his hand towards his lightsaber. Palpatine: "When they come for you - and they will - there is only one way to beat the Jedi, Anakin. It already saved you once before. When you defeated my apprentice. Embrace your hatred, Anakin. It unleashes your full strength. If you only knew your true power! They won't be able to stop you!" Anakin unhooks his lightsaber from his belt, and raises it towards Palpatine with a tightly clenched fist. Anakin is shaking, unable to activate his saber. The nearby guards start to become suspicious. Palpatine: "You want to kill me, don't you?" Anakin: "You-you're evil!" Anakin activates his lightsaber. The guards draw their weapons and point them at Anakin. Palpatine: "Yes...I can feel the hate flowing through you, Anakin. Embrace it, and you can have everything you've always wanted." Anakin turns towards the guards and sees he is completely surrounded, the gathered crowd is massive, gasping at him. Palpatine: "I know you won't kill me, Anakin." Anakin deactivates his saber and steps away. Palpatine: "Because I'm the one who created you. You were born of the Dark Side. It is your destiny." The guards slowly lower their weapons. Anakin tries to leave, but they hold him. Palpatine: "Let him go. It's alright. It's fine." The guards let him pass. Palpatine can't stop himself from grinning ear-to-ear. His plans have fallen into place all too perfectly.

ACT II

King Bail Organa and his armed guards arrive on the roof of his daughter's Coruscant apartment complex. The door is locked, and he yells for Aeriis to open the door. Inside the apartment, Aeriis is starting to panic. The King orders his men to force open the doors. Bail steps in and confronts Aeriis, who poorly attempts to conceal her baby bump by holding some loose clothing, but her deception is obvious. Her father steps forward and pulls the dress out of her hands, revealing her pregnancy as clear as day. Bail: "I knew it! It's that boy, Anakin. I trusted that little slave rat, and now he betrays me!" Aeriis: "Don't speak of him that way. He's the father of your grandchild!" This only further enrages the King, who orders his men to take his daughter to the ship. Bail: "We're going home. Now!" As they drag her out of her apartment, the door behind them on the other end of the hallway opens, revealing Anakin. Aeriis yells: "Anakin!" Bail: "You! Look what you've done to my daughter! Do you have any idea what this will do to us back on Alderaan?" Anakin: "You can't take her! I love her! She's my wife!" Bail is stunned to hear this. Anakin moves towards Aeriis, grabbing her arm. The King's guard jumps forward, and draws their guns, pointing them at Anakin. Anakin instinctively draws his saber. At that very moment, the doors down the other corridor open, revealing Jedi Master Korto and 3 other Jedi Masters who have just arrived. They draw their sabers. Korto: "ANAKIN! Stop this at once!" Anakin: "No, I've had enough of your lies!" Korto: "What's gotten into you Skywalker?! Enough of this, drop your weapon this instant!" Anakin: "You can't let him take her! He has no right!" Bail: "I have every right!" Korto: "He's right Anakin, there's nothing we can do to stop him. He's well within his rights as King." All the Jedi close in around Anakin, sabers drawn, totally surrounding him. The moment lingers, everyone as tense as can be, fearing even the slightest movement could erupt in total chaos, the hums of a half-dozen lightsabers filling the silence. Anakin shakes, staring at Aeriis' terrified eyes, and a tear streaks down his face. He deactivates his lightsaber, defusing the standoff. One of Organa's men takes Anakin's saber from him. Korto: "We're taking you back to Edo young Skywalker. We'll sort this out there." Anakin and Aeriis reach out to each other as they are both dragged away against their will, both of them now fully in tears.

Back on Kashyyyk, Obi-Wan and his army launches the assault on the Sith Clones' stronghold, with the Wookiee forces allied. A massive battle ensues. One of the commanders of the clones runs to inform Crade Ragnos that the Republic army is launching what appears to be a full-scale offensive. Ragnos appears calm as day: "Just as Lord Sidious said they would. Now we spring our trap." The Republic army seems to be doing well, but then the largest guns open fire on their front lines, halting their advance. Immediately followed by a large gate flooding the battlefield with countless clone legions to their flank. The battle intensifies.

Wipe to Edo: Anakin is being held behind force fields deep inside the Jedi Temple, guarded by four Jedi. Master Korto arrives, and begins to interrogate him. Master Korto explains that this is a special Jedi prison, built to hold Sith Lords, and that he can barely remember the last time it was used, let alone to hold a Jedi. Korto asks Anakin why he deceived the Jedi and was not honest in his relationship with Aeriis. Anakin remains

silent. Korto presses harder, lecturing Anakin on the Jedi code of honesty, selflessness and abstaining from inappropriate relationships. Finally, Anakin snaps: "You don't understand! We're in love! We knew no one would ever let us be together!" Korto again asks when this relationship started, and how long had his deception gone on for, who else knows, etc... But Anakin refuses to answer. Eventually, Korto loses his patience and steps close to Anakin, his arms and legs restrained by force fields. Korto reaches out towards Anakin's face with his hand outstretched, and uses the Force to read Anakin's mind. Anakin tries to resist, but Korto is more powerful. Then suddenly, Korto's face drops. "Palpatine! Palpatine is a Sith Lord! The Chancellor is the Sith Master we've been looking for!" The other Jedi look around in confusion, but Korto snaps into action, ordering them to stay there and guard Anakin, while he runs back to the main floor. There, Korto reveals the truth to a shocked Jedi order. He orders his best men to accompany him on a mission to immediately arrest the Chancellor. The Jedi grab their lightsabers and jump into a shuttle to return to Coruscant. While en-route, Korto briefs them on his plan. He wants Palpatine alive to stand trial. Another Jedi Master questions him: "And if we cannot?" Korto: "We will do our best. May the Force be with us." Most of them have never faced a Sith Lord, let alone a Sith Master, and the Jedi's normally positive attitude is noticeably absent, replaced with silence and blank faces of dread.

Meanwhile, a distraught Anakin is struggling in his cell. The Jedi guarding him tell him to stop struggling. But Anakin's rage is only growing in intensity. In a burst of energy and fury, Anakin destroys his arm restraints, then quickly his leg restraints. The Jedi guarding him immediately activate their lightsabers and yell: "Anakin! Stop this at once!" Anakin uses the Force to try and destroy the main force-field holding him, but it doesn't yield. He tries again, and the entire room shakes. The Jedi look at each other with increasing worry in their eyes. This time, Anakin in a full rage uses his power to destroy the walls of the prison surrounding them, and the Jedi are crushed in the rubble. When the dust clears, we can see that Anakin used the Force to keep the debris above him from crushing him. Anakin Force-pulls a spare saber to his hand, and then flees down the corridor towards the nearest landing pad.

The Jedi arrive at the office skyscraper of the Supreme Chancellor, landing on its roof. They are stopped by armed, armored guards who demand to know their business. Master Korto announces they intend to arrest the Supreme Chancellor. The guards try to stop them, but the Jedi subdue them. The Jedi arrive at Palpatine's main chamber, and Master Korto and the other Jedi ignite their lightsabers and announces that under the authority given to the Jedi by the founding document of the Republic, the Jedi are arresting him for crimes against the Republic. Palpatine stands, feigning outrage, and demands to know the charges. Korto replies: "Murder of Jedi Knights, Conspiracy to assassinate Chancellor Olphuci, and treason against the Republic. But Palpatine refuses to go quietly. He questions Korto's source: "Why? Because of something a scared little boy told you? Now you all think I'm some kind of monster?" Korto: "You are the Sith Lord we've been looking for. I can sense it. We all can." Palpatine: "You have no authority or jurisdiction. The Jedi are an ancient relic of an era that ended long ago. Under the marshal law order that I signed right in this very room, all of you answer to me and this attempted arrest is illegal. I order you to stand down immediately." Korto: "You're not the first Sith Lord I've had to dispose of..." Palpatine quickly opens his robe, and all in one continuous motion, Force-pulls his Saber-hilt into his hand, it ignites to a bright crimson red and immediately slashes at the Jedi. For a moment, Palpatine holds his own, despite being surrounded by Jedi Masters, but eventually, one quick slash cuts him down in an instant. One of the Jedi remarks: "Well...I guess that was easy after all." Korto: "Too easy." There is a moment of drawn-out unease, then the Jedi's attention is drawn to a small metal cylinder that hovers off the shelf of the wall decorations, and begins to move towards them. The Jedi are alarmed, not sure how to react, but hold their defensive stances. The ends of the cylinder ignite with red light blades, like a double-bladed dagger, and then before the Jedi can react, flies right through one of them, instantly killing one of the Jedi Masters. The blade leaps to its next target, striking down another Jedi Master just as quickly. The dagger leaps to the next Jedi, but they deflect the attack, then Korto quickly lunges over and cuts the weapon in half, and the halves drop to the floor. Behind the Jedi, emerging from the wings, steps out a cloaked figure, covered in black and walking slowly around the perimeter of the office. It's a Sith Lord, wrinkled, old and wearing a black cloak and hood. He speaks: "You didn't think it would be that easy, did you Master Korto?" As he speaks with his elder voice, we realize that this is the same Lord Sidious we've seen via hologram throughout the trilogy so far, with the same old and wrinkled visage, much older than the Palpatine we've seen. Sidious: "I've been waiting a very long time

for this my Jedi friend.” The lightsabers of the two fallen Jedi begin to levitate around the surviving Jedi Masters, and then ignite, flying and spinning full speed at the Jedi. The Jedi dodge, block and defend against the sabers, but then Palpatine uses the Force to pull the Jedi's lightsabers right out of their hands. Only Master Kortu's grip remains strong enough, and the last of the other two Jedi, now defenseless, fall under the barrage of flying, spinning sabers. Kortu leaps into action, skillfully dodging the sabers, and slashing them down one-by-one. But then, Anakin appears at the far end of the corridor, and grabs Kortu's attention. Kortu: “No...Anakin-” Suddenly, Kortu is stuck in a Force-choke, while being slowly levitated upwards, and now distracted and struggling, Sidious successfully disarms him this time. Sidious rotates Kortu in mid-air to face him. Sidious: “You should have killed me when you had the chance.” And with that, Sidious uses the Force to snap his neck, and his limp body falls to the floor. Anakin steps forward, stepping through the bodies with trepidation and unease, but never-the-less driven by his curiosity. Anakin asks, what are you? Palpatine replies: “Don't you recognize me?” He then walks over to Master Kortu, his body still twitching, leans over, places his hand on his face and absorbs his life-force. Kortu's skin shrivels and wrinkles like a raisin in the sun, sucked dry, while Sidious' wrinkled appearance fades, and now resembles Palpatine's more youthful face as we have seen it up to this point. Sidious turns back towards Anakin with his piercing eyes: “Now do you see the power of the Dark Side?” Sidious steps over the corpse of his double. “Clones are very useful tools, the Republic was foolish to prohibit them.” Anakin asks how old he is, and he replies “Older than you would believe.” The extent of his power is only now starting to become clear to Anakin. Anakin motions to the bodies: “They knew where Aeris was taken.” Sidious moves to sit in his office chair, and the fallen lightsabers rise to the air again and start to hover towards Anakin. Sidious: “And do you wish to join them?” Anakin, saber hilt clenched in his fist, tenses up and instinctively takes a defensive stance while his eyes dart around at the saber hilts closing in. Anakin: “No.” He throws his lightsaber hilt to the ground, and kneels. Anakin: “I'm not like them. You are my Master now. I serve you...my Lord.” Palpatine raises his chin and gives a suspicious look. Anakin: “Just...PLEASE...help me save my wife...” Anakin looks up: “...and I will serve you forever.” Palpatine cackles a small, creepy laugh. “Good...good. I will help you find your wife, Anakin. This I promise you.” Palpatine levitates the lightsaber of his dead clone and puts it in Anakin's hands and tells him to fully embrace and unleash his anger, hunt down the Jedi who took his wife and take his revenge.

We cut back to where the subdued guards are piled up, and we find that there was another Jedi left guarding them. He is drenched in sweat, panicking - he heard the chaos of what happened from down the hall. He tries to get away and pulls out his communicator. He tries to radio the Jedi on Edo to warn them, when he spots a Republic naval officer from behind. “Admiral! It's Palpatine! He's the Sith Lord!” The officer turns suddenly, and immediately guns the Jedi down – point-blank. It's Admiral Tarkin, who states plainly: “I know.” Tarkin walks back to Palpatine's office, where he re-assures him that he took care of the last of the Jedi sent to arrest him. Palpatine orders Tarkin to rendezvous with the prototype weapon and use it on Edo.

Anakin arrives at a docking bay, and the camera pulls back to reveal The Nova Rider, the first time we've seen it since the climax of Episode II. He ignores R2-D2 as he marches towards the cockpit, then fires up her engines and takes off.

Back on Edo, the Jedi figure out that something is very wrong, as Kortu and his compliment haven't returned, can't be reached and the only transmission they received was interrupted, but clearly something had gone very wrong. The Jedi temple quickly descends into panic, as all the Jedi scramble to warn other Jedi across the galaxy, while others prepare to take on Palpatine, knowing that they had already sent their best. A group of Jedi head to rendezvous with the Master-at-arms at the Jedi armory on Coruscant in order to take on Palpatine again. The Jedi send an emergency signal to all Jedi that Master Kortu and a half-dozen Jedi are believed dead, at the hands of a Sith Master. One of the Jedi reaches Obi-Wan, and tells him what happened with Anakin and that he broke out and disappeared. Obi-Wan is forced to leave his assignment on Kashyyyk, the other Jedi General assures him that they'll be able to carry on without him, but to return as they'll need his help taking down Crade.

Palpatine announces to the Republic Senate that the Jedi have attempted a coup, shows edited video of his attack, and declares the Jedi enemies of the people. Meanwhile, his speech is inter-cut with the superlaser

prototype exiting hyper-space above Edo. Tarkin gives the order: "You may fire when ready." The men on board scramble to prime the weapon and execute the firing sequence. Obi-Wan's ship exits hyperspace, while back on the surface, just outside the Jedi temple, some of the Jedi look up to see the superlaser eclipsing the sun, while we see the remaining Jedi scrambling in the background. Palpatine declares himself emperor of the new Galactic Empire to roaring cheers, as the superlaser fires on the surface of Edo. Obi-Wan watches in horror as the lush moon's surface is consumed in a tsunami of fire, and we see the Jedi temple explode as the gargantuan wave sweeps across the entire moon's surface, from one side to the other, until finally the entire moon is nothing but a cold, dead rock. Tarkin, pithily: "So it does work after all... Set course to return to Remex immediately. The test was successful, we shall continue to phase 3." We can hear in the background that Obi-Wan was listening to Palpatine's speech over his ship's communicator, and Kenobi immediately turns around and flees back into hyperspace.

Back on the front lines of the wars, the Republic troops receive radio orders to arrest or kill their Jedi generals as supposed traitors. In montage, we see some of them arrested, some killed, but on Kashyyyk, Montross and Xanthos, honorable Republic troops allow their Jedi to escape.

Meanwhile, back on Coruscant, we see an elite squad of troopers land and storm out, and as the camera tracks back, we see more and more troops, battle droids and armored mercenaries land and empty out, surrounding the Jedi Armory. We cut inside to see the Jedi, including the hulking Master-at-arms, are now all armed to the teeth, but they can see from their security displays that they're completely surrounded. The Jedi dig in and mount a last stand. From inside, we see that they are starting to cut their way inside.

Back on Kashyyyk, the Wookies and the Republic troops, now without their Jedi, meet heavy opposition, and realize they've been led into a trap. They are now surrounded, and are also forced to mount a last stand as well.

The Jedi in the armory mount a heroic fight to the death, but are eventually overwhelmed. The Master-at-arms is the last holdout, as he continues to swing his 4 arms, all holding lightsabers, taking out wave after wave of elite squadrons, but when all hope is lost, finally chooses to blow himself and his enemies to high hell, going out in a final blaze of glory.

ACT III

Obi-Wan finally is able to get in touch with Bail Organa and they rendezvous in deep space. Kenobi warns Organa that he is now a fugitive for helping rogue Jedi, but Bail will hear nothing of it, and assures Kenobi that he is loyal to the Jedi, not Palpatine. Organa tells Kenobi what happened with Anakin, and they discuss the massacres and the coup, until finally Bail breaks down, and says that he never wanted any of this to happen, and regrets losing his temper and separating them. The King informs Kenobi that Aeris is inconsolable and seems to have fallen ill. He is worried for both her and her child. For the first time, we see Kenobi lost and useless.

On a distant planet, we see one of the Jedi Generals who has been arrested thrown into a prison cell. The Jedi acts despondent, but as soon as they close the door, he snaps into action and escapes. As he is attempting to sneak away, he bumps into someone without looking. "Skywalker!" the Jedi exclaims in surprise. Anakin says he's here to rescue him, and that there's been an attempted coup, and asks the Jedi if he was told where they took Princess Aeris. The Jedi's attitude changes, and he realizes what's happening. He raises his hands and swears he doesn't know where they took her. We see Anakin begin to lose his temper, as the Jedi can't answer him. His eyes turn orange-red, and we see Anakin use the Dark Side for the first time, as he Force-chokes the Jedi. The Jedi chokes to death on the ground as Anakin stands over him.

Meanwhile back on the Organa's ship, Aeris suddenly seems to be getting worse. Aeris continues to scream for Anakin, while their on-board medical droid says that she is entering labor. Sabé says to Queen Breha that she's not due yet. The droid says that the stress and trauma must be forcing her into premature labor. Aeris

tells Sabé that she can feel Anakin's pain through the Force. Obi-Wan and the Jedi assigned to the Organas take Bail aside and inform him that they've decided they must leave, lest they draw Anakin towards Aeris and put her in danger. They convince Bail to stay hidden until they can find Anakin. Obi-Wan and the other Jedi split up and leave on separate ships to go hunt down Anakin.

In a montage, we see Anakin hunting down, torturing and killing Jedi Knights across the galaxy, while we see his rage consume him. Meanwhile, Aeris' condition only seems to worsen as Anakin falls fully to the Dark Side. One of the Jedi who was with the Organas attempts to take Anakin head-on only to be killed. The other Jedi Knight tries to lay a trap for Anakin, but also fails, but not before placing a tracker on Anakin's ship, allowing Obi-Wan to close in on The Nova Rider.

Unable to learn anything, Anakin becomes frustrated, and calls Palpatine with the ship's holo-communicator. Anakin complains that the Jedi refuse to tell him anything, and that he isn't powerful enough to find his wife. Palpatine says that he is ready to learn the full power of the Dark Side, and reveals to him the location of the Sith homeworld of Korriban, where Anakin can learn all the secrets of the Sith. Anakin enters hyperspace, and we see Obi-Wan in pursuit.

Without any Jedi to help them, we see the Republic armies across the galaxy losing ground and the clones are closing in for the kill.

Anakin exits hyper-space at Korriban and descends towards the planet. But suddenly, his console beeps, and he takes a barrage of heavy blaster fire, followed immediately by a missile striking the rear of The Nova Rider. Anakin loses control and crash-lands on the red planet of Korriban. Anakin quickly gets out, and we can see that The Nova Rider has been totaled. He explores the ruins of the Sith temples, while we hear the eerie, haunted chorus of dead Sith lords echoing louder and louder. Eventually, Anakin reaches the deepest altar at the heart of the largest temple, and approaches what seems to be a large, ancient, ornately decorated ark. He cautiously opens it, only to have dust billow out. "There's nothing here Anakin!" Obi-Wan's voice booms from the other side of the temple. "These ruins have long since been plundered and decayed." Anakin says that Obi-Wan knows where Aeris is, but Kenobi refuses to say, and attempts to reason with Anakin, but he isn't having it. Anakin is nothing but a ball of rage, and vents all his grievances. He says that the Jedi lied to him his whole life, that they abandoned him in the outer-rim, accuses them of kidnapping his wife and blames them for the ensuing slaughter. Obi-Wan attempts to defend the Jedi, but this just makes Anakin pour all his anger and frustrations into him. Eventually, his rage boils over and Anakin ignites his crimson blade and leaps at Obi-Wan, and their epic duel begins as the haunted Sith chorus swells and blends with the operatic soundtrack. As their battle intensifies, the ruins around them shake more and more violently, and begin to crumble and fall around them, as their fight spills outside. Meanwhile, their duel is inter-cut with Aeris entering a very painful, distressed labor. Anakin and Obi-Wan's fight continues over ancient stone bridges, and then through chasms, until finally they are fighting among lava flows. R2-D2 escapes the wreck of The Nova Rider, just in time before it starts to sink into the lava. We see Anakin's power reaching new levels, as the pebbles levitate around him as he moves and his eyes glow red. Aeris and Anakin's bond is so deep and connected, she can feel his pain through the Force, and screams in pain from across the galaxy. As their fight reaches a fever pitch, lava violently erupts around them. Meanwhile, we cut back to the clone wars, and see the clones are closing in on the Republic, as more and more Republic troops fall in battle. It's starting to look like the Republic will lose the war. Finally, Anakin and Obi-Wan's fight spills into the caldera of the nearby volcano. Obi-Wan admits to Anakin that he has failed him, but Anakin refuses to listen, his rage has blinded him. Obi-Wan says that he'll never see Aeris again, and that he'll raise the child as his own. This sends Anakin into a rage, leaping at him, and Obi-Wan takes advantage and cuts his legs off. Anakin loses his saber into the lava, and tumbles down towards the mouth of the volcano. Obi-Wan yells that Anakin took up the Skywalker saber, and that he was supposed to be the Scion of the Force, and light the galaxy's darkest hour, not leave it in darkness. Anakin only screams back. Kenobi looks around himself, feeling totally lost and drowning in pain and surrounded by disrepair. But then Anakin starts to lose his grip and is now dangling over the cliff, just barely holding on for dear life – causing Obi-Wan to holster his saber and reach out to try to save Anakin. But Anakin refuses to grab his hand and instead screams: "I HATE YOU!" But Obi-Wan doesn't give up, and still

tries to save him, only for a sudden explosion of smoke and ash to consume them. Kenobi coughs and coughs, and when the smoke finally clears, he sees that Anakin is gone, nowhere to be seen.

Back with the Organas, we see that Aeris has successfully given birth to a crying baby, but there is no rejoicing to be had, and instead the moment is filled with a somber silence. The medical droid then reveals that they've analysed her vitals, and discovered that she is aging at an unnatural rate, and she only has a few short years to live. Breha and Sabé react in shock.

On the front lines of the war, the Republic troops have been backed into a corner and have lost all hope. But then, legions of clone trooper reinforcements arrive en-mass on Kashyyyk, Montross and the other besieged planets. These new clonetroopers, clad in white armor, successfully repel the Sith Clone armies. The Republic forces rally, and the Sith Clones are slaughtered. The Republic troopers cheer, thinking victory in the war is now assured. On Kashyyyk, Crade watches his armies collapse, panics, and rushes back to his command room. He calls Sidious, who assures him that he has taken care of such an eventuality, and to simply open the holocron he entrusted him with. Sidious' hologram dissolves, and Crade slowly walks over to his holocron, eyeing it with suspicion. He hits the switch on the front, and the red and black, pyramid-shaped object opens. He leans in close, and a puff of red vapor hits him right in the face. Crade makes a noise like his tongue is trying to escape down his throat, and then falls on his face like a lifeless sack of mud. The clone troopers take over the base and find his dead body.

Obi-Wan Kenobi rendezvous with the Organas' starcruiser once more. Stumbling on board, his failure apparent. But this time, Aeris is there to face him. She asks with just one word: "Anakin?" But Kenobi can't even bring himself to look at her, and sulks away. Aeris turns and sobs. Bail sits Kenobi down at their conference table and discuss the fate of the galaxy. Despite everything that has happened, the King finds his resolve, and swears that he will resist this new tyranny. Kenobi says he wishes he could help, but he is now a fugitive and would only bring danger to him and his family. Bail requests Obi-Wan be entrusted with the child, but Obi-Wan doesn't want the responsibility. Bail insists, pointing out that this boy just might be the last hope of the galaxy, as he takes out from his cloak the Skywalker saber, and hands it to Kenobi. Kenobi looks despondent and refuses, saying that he can't in good conscience take on a new ward. Bail: "Then find someone who can," as he places the baby in Obi-Wan's arms. Kenobi looks up, down the corridor to see Aeris, Breha and Sabé looking on. Aeris turns to leave, as Sabé, subtly standing in the far back, appears to be holding some kind of sack. Kenobi's ship departs, and the Organas' starcruiser enters hyperspace.

Bail Organa's ship arrives on the remote outer-rim planet of Dantooine, and lands in a hanger of a small assemblage of ships, forming a small, meager fleet. He steps out and meets with his closest, most trusted allies – the leaders of Mon Calmari and Senator Mon Mothma of Chandrila. King Organa thanks them for answering his call, and states plainly that the Galactic Republic is no longer a functioning democracy, as the Supreme Chancellor has declared himself Emperor for life of a new Galactic Empire. He also reveals that he's just been informed that his armada has been commandeered by the Empire, and he now only has his own private ships. In response, Organa proposes a rebellion – an armed resistance – that they found right here and now. They question the feasibility of such a proposal, and point out that the Republic navy will soon have an armada of capital starships of unprecedented size, and with their new clone army, an unlimited supply of troops for their army. King of the Mon Calmari: "It could take decades to build up a fleet that could stand any chance against this new Empire." Organa: "Then so be it." King Organa swears them to secrecy, then orders the droids accompanying them, including C-3P0, to be memory-wiped.

The final, wordless montage: On Kashyyyk, the Wookiees are enslaved by the clone troopers and marched into the Sith base they just conquered, now converted into an internment camp. We see the same subjugation on Montross and Xanthos. The Tantive IV brings Breha, Aeris and Sabé back to Alderaan. Aeris returns to her room, which we haven't seen since Episode I. There, she finds the Kyber necklace that Anakin gave her, causing her to shed a single tear. Palpatine is crowned Emperor in a grand fascist ceremony in the familiar massive Coruscant courtyard, but this time with huge red and black imperial banners unfurled, and filled with legions of officers and clone troopers saluting him. Finally, deep in the remote outer-rim, on the planet of

Tatooine, Obi-Wan arrives on the homestead and gives the newborn baby to Owen and Beru Lars, who have come here to start a new life. They smile at the joy of becoming a family once again, as they watch the twin sunset.

END CREDITS

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