

CHANGES TO EPISODE III:

*Padme is not noticeably pregnant, and does not share the news with Anakin.

*The senate moves much earlier in the film for Chancellor Palpatine to be declared Emperor.

*Once word of General Grievous' defeat at the hands of Obi-Wan reaches the senate, the motion for Palpatine's ascension to Emperor is carried. Anakin stands with Palpatine in direct defiance of the Jedi.

*After learning the Emperor is a Sith, Yoda and several other Jedi confront Palpatine. With Anakin's aid, the Jedi are defeated, and only Yoda narrowly escapes with his life. Order 66 is implemented and the Jedi Purge begins. Anakin immediately moves on the Jedi Temple, killing all inside.

*Padme, convinced of Anakin's fall, leaves Coruscant smuggling Yoda to Bail Organa's ship, the Tantive IV, where Obi-Wan Kenobi already awaits. The group learns of her pregnancy. She is taken to a secret base where Yoda and Obi-Wan watch over her.

*Through a succession of scenes, we follow Anakin, now Darth Vader, as he travels the galaxy hunting down the last of the Jedi. He and his Stormtroopers burst into homes, expose secret rooms and passages where sympathizers hide Jedi and Younglings. They execute them all. The series illustrates the passage of time.

*Padme gives birth to the twins. Realizing it's too dangerous to stay together, they agree to disband. Yoda and Obi-Wan sensing Luke's power, decide he needs to go somewhere Vader will not follow. Padme chooses to leave him with the Lars family on Tatooine, the only planet in the galaxy her husband would never wish to set foot on again.

*Yoda is taken to Dagobah, while Obi-Wan chooses to remain with Padme and baby Leia as their protector.

EXT. STAR DESTROYER EXECUTOR - ENTERING ORBIT OF MUSTAFAAR

EST. SHOT - MUSTAFAAR is a green, black and brown world with volcanic ranges covering 90% of the land. The world is pock marked with craters - half are filled with water, where the volcanoes lay dormant. The rest emit enormous plumes of steam - covering much of the sky in gray clouds.

The Venator-class (Clone Wars class) STAR DESTROYER EXECUTOR enters from top frame like an arrow ready to pierce the planet. Unlike its Republic brethren, the EXECUTOR is a dull metallic gray.

INT. STAR DESTROYER EXECUTOR - COMMAND DECK

DARTH VADER, cloaked in black robes complete with upper chest armor and cape, strolls onto the command walkway. He walks with purpose to the viewport overlooking the planet. Command crew attempt to keep their eyes on their duties. MOFF TARKIN takes up a spot next to him. VADER keeps his attention on the planet.

MOFF TARKIN

(Reading from a datapad)

Habitation of this region is sporadic, but our preliminary reports seem to match the old Republic's last census of the area. There are three population centers on the planet inhabited by miners and their families. Scouts were unable to confirm any Jedi presence or that of Senator Amidala.

(He puts the datapad down)

I hate to say it Vader, but I don't believe this is the planet we're looking for.

DARTH VADER

(looking out viewport)

Prepare my SHUTTLE. I'll be going to the planet alone.

MOFF TARKIN

Are you certain about this, Vader?

DARTH VADER

This planet is powerful with the darkside of the force. It was wise to choose it. His presence was almost completely hidden from me. But he is there.

(sensing something)

And he is not alone.

(exiting)

Prepare the SHUTTLE.

MOFF TARKIN

As you wish.

WIPE TO:

EXT. AMIDALA HOMESTEAD - MUSTAFAAR - DAY

EST. SHOT - The sun hangs low in the gray and blue afternoon sky. The volcanic ranges are more condensed than what can be seen from orbit. Many of the volcanoes are connected - some resting against a neighbor, others grow out of larger supervolcanoes.

The AMIDALA HOMESTEAD rests on the ridge of a mid-sized volcano - growing from a SUPERVOLCANO'S 45 degree slope. A small forest runs the length of one side, and a beautiful lake inhabits the crater.

The home isn't much more than a clay hut with bamboo-like roofing. It sits at the bank of the LAKE, overlooking a distant small community in the valley below. A LANDSPEEDER sits next to the home, as well as a water processing hub.

A MINING PLATFORM and MINE SHAFT face the HOMESTEAD from an adjoined supervolcano. The PLATFORM is large enough to accommodate 4 small ships and their supplies. A few crates and barrels litter the area. The MINE SHAFT'S opening is sealed with steel bars. The PLATFORM is old and rusted - as though it has not been used for years, and could collapse at any moment. Similar platforms lay in the distance in varying forms of wear.

OBI-WAN KENOBI, wearing only part of his Jedi robes, stands in front of the HOMESTEAD chopping wood. PADME, still very beautiful, but with lines of worry on her face, sits on the porch with the 1 to 2 year old LEIA resting against her chest. Baby LEIA is playing with the PENDANT around PADME's neck - the one given to her by Anakin. LEIA abruptly begins to wail. PADME attempts to console her, but nothing quiets her.

PADME
(concerned)
Leia, everything's fine, honey.
Mommy's here.

OBI-WAN stops chopping wood. A look of dread crosses his face. Baby LEIA continues to cry in the background.

OBI-WAN
Take Leia and go.

PADME
Ben, what's wrong?

OBI-WAN grabs his robes and lightsaber from a nearby tree-stump.

OBI-WAN

You need to take Leia as we planned. Don't stop, don't come back for anything. I'll find you when I can.

PADME

What? You're sure?

OBI-WAN

You must trust me.

PADME

It's him, isn't it? Anakin -- He's finally found us.

OBI-WAN

Yes, I believe so.

PADME

Maybe I should stay. I should reason with him!

OBI-WAN

There is nothing left to reason with.

PADME

I don't believe that, there is still good in him!

OBI-WAN

I wish that as much as you, but if you stay, you will only put your child in danger.

PADME takes LEIA and moves toward the LANDSPEEDER. She stops. With tears falling down her face she runs back to OBI-WAN. PADME hugs him and kisses his cheek - as if this will be the last time she sees her guardian.

PADME

I can never thank you enough for what you have done for myself and my child.

OBI-WAN

It has been my honor.

PADME takes LEIA to the LANDSPEEDER, and carefully places her inside. As she climbs into the vehicle, she taps a button. A slot opens which holds a small blaster.

She straps it to her leg. Taking one last look at OBI-WAN, PADME speeds away. OBI-WAN turns back to his wood pile.

WIPE TO:

EXT. PADME'S LANDSPEEDER - MUSTAFAAR - DAY

PADME'S LANDSPEEDER streaks down the mountain and into a valley full of brush and dirt. Volcanoes line every side.

INT. PADME'S LANDSPEEDER - MUSTAFAAR - DAY

PADME scrambles for her comlink. She clicks it on.

INT. MINING HOVEL - MUSTAFARR - DAY

A lone comlink chirps on a table. The gloved hand of a one-eyed man picks it up. He's dressed in mining overalls and instead of his once regal eye-patch, he now dons a torn piece of cloth.

PADME
 (from the comlink)
 (static)-- do you read me? Come
 in.

CAPTAIN TYPHO
 Gregar here.

INT. PADME'S LANDSPEEDER - MUSTAFAAR - DAY

PADME seems relieved to hear her old bodyguard's voice.

PADME
 Captain, begin Paolo One Echo.

INT. MINING HOVEL - MUSTAFARR - DAY

TYPHO looks worried for a moment, but it gives way to his resolve.

CAPTAIN TYPHO
 Yes, ma'am. We'll be waiting.

WIPE TO:

EXT. AMIDALA HOMESTEAD - MUSTAFAAR - SUNSET

The sky is an ominous red and gray - a mix of the sunset and the planet's natural steam. A lone pair of black boots, with cape billowing behind, walk past the HOMESTEAD. They stop behind OBI-WAN as he continues splitting wood.

DARTH VADER

Where is she Kenobi?

OBI-WAN takes a look at VADER behind him, then turns back to splitting wood.

OBI-WAN

You'll have to be more specific.
I'm getting old. Memory's not what
it used to be.

DARTH VADER

I'm not here to play games Jedi.
Tell me what you did with her. The
answer may grant you a merciful
death.

OBI-WAN

Well, that's quite the offer, isn't
it? Tell me, Lord Vader, did you
offer the same to all those Jedi
you slaughtered? To the
younglings, perhaps?
(beat)
No. I thought not.

VADER is fuming, and his iris glow with a Sith yellow. He stalks back and forth, eyeing OBI-WAN as though he is the wolf's next meal. OBI-WAN has seen this before, and it does not impress him. However, OBI-WAN does take note of the lake in front of him. It is beginning to bubble and steam.

DARTH VADER

You Jedi are all the same. Lying,
manipulative, destructive to the
very fabric of peace! Leaving one
of you vermin alive only leaves
room to breed more.

OBI-WAN

That's the Emperor talking.

DARTH VADER

Where is she?

OBI-WAN

Did your Emperor tell you he started the war? Did you he tell you he manipulated all of this, including you, so he would gain absolute power?

(awaits an answer)

I thought not.

DARTH VADER

Whatever the Emperor does, he does it for the good of the galaxy. You Jedi, on the other hand, are far too arrogant to even see another point of view. You never leave room for the idea that maybe a new order is needed!

The lake is almost at a boil. OBI-WAN turns to face VADER.

OBI-WAN

As lead by Palpatine? No thank you. I'd rather take my chances with a Hutt.

DARTH VADER

(sincere)

Then with me?

The lake goes from a boil to a slow simmer. The yellow is gone from VADER'S eyes.

OBI-WAN

Excuse me?

DARTH VADER

Together, we could overthrow Palpatine. We could take control of the Galactic Senate. Maintain order in the galaxy.

OBI-WAN

You can't be serious. Besides, I've heard this before.

DARTH VADER

But not from me - your friend. It would be poetic. My old master and I overthrow my new master. With you by my side the galaxy would be forever at peace. I have the power. You have the wisdom. Just think of all that we would accomplish.

OBI-WAN

Anakin-

DARTH VADER

And even the exiled Jedi could return. As long as they accept our rule - and with you at my side I don't see how they wouldn't.

OBI-WAN turns his back on VADER, more out of stunned contemplation than defiance.

DARTH VADER (CONT'D)

Join me, Obi-Wan.

EXT. MAL CARBONERA - MUSTAFAAR - SUNSET

EST. SHOT - The town is made up of about 3 dozen small homes not unlike PADME'S, plus a handful of spaceports and merchants' villas.

PADME'S LANDSPEEER glides through a back alley toward a garage. The door lifts. She barrels through the entrance as the door closes behind her.

INT. GARAGE - MINING HOVEL - MUSTAFAAR - SUNSET

PADME scrambles out of the LANDSPEEDER, and unstraps LEIA. DORME, PADME'S previous handmaiden, greets her.

DORME

My Lady, thank goodness you are safe!

PADME

Oh, Dorme, how I've missed you.
(hugs DORME and hands her
LEIA)
I wish we had more time.

Padme quickly unpacks supplies from the speeder.

DORME

No, Senator, you need not apologize. We could not risk being seen together.

PADME

Where's Captain Typho?

DORME

Gregar is preparing the SHUTTLE.

CAPTAIN TYPHO (O.S)

I was anyway.

TYPHO enters looking exasperated. He's got his blaster drawn. DORME is a mix of surprised and relieved.

DORME

What's wrong?

CAPTAIN TYPHO

The imperials just landed.

EXT. AMIDALA HOMESTEAD - MUSTAFAAR - SUNSET

Anakin stands with his hands on his hips, watching OBI-WAN intently. OBI-WAN faces him.

OBI-WAN

I can't believe you mean this. You could never trust me or the Order again, nor we you.

DARTH VADER

You are right. We will both have to earn that trust. I will earn yours by sparing your life. Now, you must earn mine by telling me where she is.

The realization on OBI-WAN's face quickly turns to disappointment - in himself for entertaining the idea, and VADER for not being truthful.

OBI-WAN

(turning away)

I cannot join you, old friend.

DARTH VADER

(enraged)

TELL ME WHERE SHE IS!

The ground trembles under his voice, and the lake erupts in a boil. OBI-WAN grips his lightsaber tightly in anticipation. VADER'S eyes again glow Sith yellow.

EXT. MAL CARBONERA - ALLEYWAY - MUSTAFAAR - SUNSET

TYPHO leads PADME with baby LEIA and DORME quietly through an ALLEYWAY. TYPHO signals for them to stop. He peers through a doorway into the STREET. PADME hands LEIA to DORME and quickly moves next to him - blaster in hand.

Their transport is only a few meters away in the SPACEPORT, but they must cross the STREET in order to reach it. Six Stormtroopers stand in front of the SPACEPORT.

CAPTAIN TYPHO
There's our transport.

PADME
Well, it could be worse.

The ground trembles beneath them, and dust falls from the buildings.

CAPTAIN TYPHO
It's worse.

EXT. AMIDALA HOMESTEAD - MUSTAFAAR - SUNSET

VADER ignites his ruby red lightsaber. OBI-WAN keeps his back turned. The area is quickly being consumed by a gray haze from the boiling LAKE.

OBI-WAN
(disheartened)
I'm sorry I failed you, Anakin.

Without notice, VADER lunges at OBI-WAN who immediately somersaults over his old padawan, igniting his lightsaber and deflecting blows as he does. One strike crosses the left side of VADER's skull, and cuts a swath through his hair and skin. Pieces of hair fall from his scalp - the ends glowing red like burning embers.

Before OBI-WAN regains his footing, VADER reflexively hits him with a force push. OBI-WAN flies backwards out of control. He plunges his lightsaber into the ground in order to right himself. VADER continues to pour on the push, as OBI-WAN scrambles to one knee - gripping the lightsaber to stay anchored. The attack clears the gray fog between them. The pressure cracks the ground, and shatters the windows in the HOMESTEAD beside them. OBI-WAN'S lightsaber slowly creeps backwards - cutting a line in the dirt. The Jedi holds on with all his strength.

The harder VADER pushes, the more smoke erupts from the volcanoes around them. The sky turns a red-black.

VADER stops short of expending all his energy. He is visibly winded, but attempts to conceal it.

DARTH VADER
You'll see I've learned much since we last met.

OBI-WAN
(straightening his tunic)
Yes, you certainly have learned to
be a cold blooded murderer, Darth.

VADER attacks again with his blade. The battle is fast and ferocious with the power of the force behind every blow. The ground itself trembles and cracks beneath them. Steam and smoke, as well as, an orange-red glow vent from the broken earth. The warriors must watch where they move, as a wrong step will lead them into flesh-peeling steam.

They find themselves caught between two vents. VADER attempts a mid-level attack - OBI-WAN deflects it. VADER twirls around to do the same from the other side - OBI-WAN dodges the blow completely. He kicks VADER in the mid-section as he passes - sending him over one of the vents. VADER'S scream, more maniacal than painful, echoes through the valley.

EXT. MAL CARBONERA - MUSTAFAAR - SUNSET

Miners emerge from their homes. They are equally surprised by the increased volcanic activity and by the Stormtroopers policing their village.

EXT. MAL CARBONERA - ALLEYWAY - MUSTAFAAR - SUNSET

An explosion rocks the town. PADME and TYPHO look over the buildings to see nearby volcanoes erupt with molten lava.

EXT. MAL CARBONERA - MUSTAFAAR - SUNSET

Magma rocks descend upon the village. A siren wails, and a small defense shield is activated. It is too late. The shield encloses over a large molten projectile. The fragment utterly demolishes one building, and sets the homes nearby ablaze. The shield flickers, then fails. Panic ensues.

EXT. AMIDALA HOMESTEAD - MUSTAFAAR - SUNSET

Smoke has consumed the mountain. OBI-WAN, unsure of VADER'S fate, retreats from the HOMESTEAD and toward the nearby MINING PLATFORM.

EXT. MOUNTAINSIDE - MUSTAFAAR - SUNSET

OBI-WAN is roughly 100 meters away when he sees the Imperial Shuttle on the PLATFORM and several Stormtroopers awaiting there. They open fire.

OBI-WAN deflects their attacks with his lightsaber. He moves to get a better angle on the PLATFORM, but finds blaster fire also coming from behind. A dozen troops are at his flank.

STORMTROOPER COMMANDER

Halt, Jedi!

OBI-WAN deflects many of the blaster shots, but he cannot keep up with the overwhelming barrage. Some get through and only miss by inches.

EXT. MAL CARBONERA - ALLEYWAY - MUSTAFAAR - SUNSET

TYPHO and PADME watch as nearly a dozen miners plead with the Stormtroopers guarding the SPACEPORT to let them enter. With fire falling from the sky, the troopers do not welcome the crowd. A blaster shot rings out, and a stormtrooper falls. The crowd screams and scatters. A firefight breaks out between the troopers and armed citizens.

CAPTAIN TYPHO

Well, it's now or never.

EXT. MAL CARBONERA - STREET - MUSTAFAAR - SUNSET

TYPHO and PADME take up positions in the STREET and open fire on the Stormtroopers. One goes down immediately. Two of the troopers open fire on their new assailants. A piece of molten rock slams into the SPACEPORT doorway scattering the troopers. Disoriented, two are immediately cut down by the attacking citizens. PADME and TYPHO dispatch the last two.

Citizens flood into the SPACEPORT. DORME with LEIA joins PADME and TYPHO. They too rush into the SPACEPORT.

CAPTAIN TYPHO

We've got to get out before reinforcements arrive.

INT. MAL CARBONERA SPACEPORT - MUSTAFAAR - SUNSET

The exiled quartet enters the launch bay to find an old MINERAL FREIGHTER. They quickly climb on board.

INT. MINERAL FREIGHTER - COCKPIT - MUSTAFAAR

TYPHO begins preparations for launch.

INT. MINERAL FREIGHTER - GENERAL QUARTERS - MUSTAFAAR

PADME puts LEIA down in a small crib. DORME stands in the hatchway. PADME kisses her daughter on the forehead.

PADME
(tearfully)
I want you to know I'll always love
you. And I'll always be with you.

LEIA plays with PADME's fingers, and PADME strokes her baby girl's hands one last time. She composes herself and moves to the hatchway where DORME awaits.

PADME (CONT'D)
Once you are out of Mustafaar
space, send the signal to Alderaan.

DORME
My lady, please, no!

PADME
He is my *husband*! -- I will meet
you at the rendezvous later.
(beat)
If I'm not --
(looks to LEIA)
--you will relay my wishes to
General Kenobi and Senator Organa.

WIPE TO:

EXT. MOUNTAINSIDE - MUSTAFAAR - SUNSET

Smoke has overtaken the sky. The Stormtroopers form a semi-circle around OBI-WAN and continue to attack as ash and fire rain. An explosion rocks the mountain, and the troopers' aim falter. OBI-WAN is able to take advantage and dispatch some of the troops.

In the short distance behind the Stormtroopers, VADER's silhouette is cast against the fog. He reignites his lightsaber. Using the force, he parts the haze in front of him allowing us a clear view of his injuries. The left side of VADER's face, mainly below his eye, is completely black and charred. The other half of his face is red with black patches from burns. With his yellow eyes wide and full of pain and anger, VADER looks incredibly dangerous.

An ominous orange glow follows him - lava from the volcano they battle atop.

STORMTROOPER COMMANDER
(to DARTH VADER)
Sir, Moff Tarkin sent us down to provide suppor--

VADER does not break stride. Using the force, he chokes the life out of the COMMANDER and flings him from the mountain. The additional troops standing before him continue to fire on OBI-WAN. They are also in VADER's way. VADER, in a sweeping motion with his hands, wipes them from the mountain. He continues his pace.

With at least half the original attackers gone, OBI-WAN simultaneously disengages his lightsaber, and takes a running force leap toward the MINING PLATFORM.

EXT. MINING PLATFORM - UNDERSIDE SUPPORTS

OBI-WAN catches a beam in the piping and supports below the PLATFORM where his assailants cannot see him. He quickly begins to climb, and move through the under-riggings.

EXT. MAL CARBONERA - MUSTAFAAR - SUNSET

Every volcano surrounding the town has erupted and is pouring fire and ash onto the city. Lava creeps down the mountains - ready to consume the village. Ships pour from the SPACEPORT, as residents and Stormtroopers alike scramble to escape the deadly flames. PADME's speeder exits the alley it originally entered, and leaves the city.

INT. PADME'S LANDSPEEDER - MAL CARONERA OUTSKIRT

PADME looks back at the small village one last time. She watches as the last remaining ships depart, including the vessel piloted by TYPHO.

EXT. MAL CARBONERA - MUSTAFAAR

As PADME's speeder leaves the frame, the village is consumed by lava and destroyed.

EXT. MINING PLATFORM - TOP

Four Stormtroopers lean over the edge in search of the Jedi. OBI-WAN stalks up behind them, and with a force push sends 3 flailing off the PLATFORM. The fourth turns and fires, but the Jedi effortlessly bats the shot back to the trooper, killing him. OBI-WAN turns his attention to the MINESHAFT at the other end of the PLATFORM. It's old, like the rest of the PLATFORM, but with metal lashings across it that look newer like someone recently placed them there.

OBI-WAN makes a dash for the door, but is stopped when the PLATFORM is rocked by another eruption. He is distracted, and doesn't notice the black clad figure standing nearby.

VADER, lightsaber ignited, leaps into the air and comes crashing down on OBI-WAN - who senses it just in time and rolls out of the way. VADER's lightsaber impales the metallic landing. The impact shakes the entire PLATFORM, and dislodges a support from the mountain. The PLATFORM shifts and a few boxes and barrels tumble below into the lava that has now engulfed much of the region.

OBI-WAN

We don't have to do this Anakin!

DARTH VADER

No. Just tell me where she is.

Using the force, OBI-WAN grabs the metal lashings from the MINESHAFT, and launches them at VADER. VADER cuts them in two. They pass safely by.

DARTH VADER (CONT'D)

I know all your moves old man!

VADER returns the gesture. With his lightsaber in both hands, he tilts it toward his former master. A barrel flies from the deck and into OBI-WAN - next an old crate, then a tool box, then another and another. For each OBI-WAN dodges or cuts in two, another takes its place, batting him down. He backs away, closer and closer to the MINESHAFT.

VADER yields his assault, and slowly moves in for the kill. Dirty, with visible bruises and gashes, OBI-WAN looks worn down.

DARTH VADER (CONT'D)

(walking toward OBI-WAN)

You should have known this day
would come.

OBI-WAN, still resting, watches VADER intently.

DARTH VADER (CONT'D)
 You could have spared yourself a
 lot of pain had you only told me
 where you've hidden her!

OBI-WAN looks to a specific spot on the PLATFORM, then back
 to VADER as he is about to cross it.

OBI-WAN
 Well, you're right about one thing--

EXT. MINING PLATFORM - UNDERSIDE SUPPORTS

Switches on several explosive devices flip, arming them.
 They are positioned on every support, and some in the center
 of the PLATFORM.

EXT. MINING PLATFORM - TOP

VADER crosses the spot OBI-WAN was looking to.

OBI-WAN
 --I knew this day would come.

VADER's eyes grow wide as he realizes he just stepped into a
 trap. He attempts to leap out of the way, but the explosion
 from the PLATFORM sends him rocketing backward. OBI-WAN
 leaps into the MINESHAFT as the explosives go off in
 succession. First, the explosives in the middle of the
 PLATFORM detonate. The forward half of the PLATFORM, which
 housed the Imperial Shuttle, breaks off and falls into the
 lava below. VADER is nowhere to be seen, but smoke masks
 much of the volcano. Then the secondary explosives tear away
 the supports.

MATCHCUT TO:

EXT. PADME'S LANDSPEEDER - CANYON - MUSTAFAAR

PADME's LANDSPEEDER streaks the canyon which she just
 recently traversed. The sky is black and raining fire and
 ash upon her. In the distance, the second explosion on the
 PLATFORM is seen. The PLATFORM drops into the lava.

INT. PADME'S LANDSPEEDER - CANYON - MUSTAFAAR

Her face is black with ash, but tears streak her face. PADME
 quickly stops the speeder when she sees the explosion.

INT. MINESHAFT - SUPERVOLCANO

The SHAFT is about 10 meters wide, and very steep. The rock walls are smooth, as if cut by laser tools. The supports are metallic and rusted with red and white light fixtures, which are providing no illumination. A small cargo track runs the length on the ceiling.

OBI-WAN rushes to a small box on the side of the SHAFT. He opens the door affixed to it, and pushes a button. The ominous red and white light fixtures come to life. He closes the box. OBI-WAN walks only a few meters when a dark figure silently descends from above the SHAFT's entrance. OBI-WAN senses it. He ignites his lightsaber as he whirls around. VADER's sword springs to life and both sabers clash. VADER's attire is torn and burned, with the cape frayed on the ends, but it is apparent the explosion did not do much else.

The duel is faster than before. Their strikes are nearly a blur. Sparks fly from the walls, and molten swaths are carved in the rock from stray strikes. OBI-WAN backs further down the SHAFT as they battle. They come across an old mine cart attached to the ceiling. It is cut down unintentionally by their blades. VADER takes advantage and hurls it at OBI-WAN who is forced to dodge. When he does, VADER moves on his opponent. OBI-WAN instinctively grabs VADER's hand before the lightsaber can strike. VADER does the same by grabbing OBI-WAN's lightsaber hand. They struggle. Another eruption hits, shaking the cavern, and separating them. OBI-WAN stumbles further into the cavern, while VADER stumbles further away. OBI-WAN seizes the opportunity and cuts two of the supports on the wall. He retreats further into the cavern as the wall comes down, separating him from VADER.

INT. INNER-CHAMBER - SUPERVOLCANO

OBI-WAN exits the MINESHAFT and enters a large chamber inside the volcano. It's circular, with several small platforms and cliffs encircling the room. Stalactites and stalagmites are prevalent. Two small, and one large cave pour lava into a central hole. A pool rests 50 meters below giving the cave an orange glow. An older, but obviously not abandoned, SHUTTLE, sits at the end of the chamber. Its entrance faces the SHAFT. A large man-made vent, leading out of the volcano, sits above it.

With a wave of OBI-WAN'S hand the SHUTTLE comes to life.

EXT. OBI-WAN'S SHUTTLE - INNER-CHAMBER - SUPERVOLCANO

The lights flick on, and the boarding ramp lowers.

INT. INNER-CHAMBER - SUPERVOLCANO

An explosion of debris shoots from the SHAFT. It's followed by VADER, who dashes to OBI-WAN. Again, they clash blades.

INT. PADME'S LANDSPEEDER - SUPERVOLCANO BASE

PADME surveys the area leading to the MINESHAFT. It's quickly becoming consumed by lava. She is concerned, but her decision is apparent. She pushes the throttle down.

EXT. PADME'S LANDSPEEDER - SUPERVOLCANO INCLINE

The speeder glides up the slope, swerving to avoid patches of fire and lava. Fire singes and tears pieces from the hull.

A new, enormous mass of molten lava moves into her path.

INT. PADME'S LANDSPEEDER - SUPERVOLCANO INCLINE

She now has no choice but to drive over the lava in order to reach her destination. She pushes the throttle down hard.

EXT. PADME'S LANDSPEEDER - SUPERVOLCANO INCLINE

The speeder lurches forward and over the lava. Pieces peel, sparks fly, and PADME can barely maintain control.

INT. PADME'S LANDSPEEDER - SUPERVOLCANO INCLINE

PADME nears the entrance. She climbs onto the seat, while keeping the controls as straight as she can. She aims the vehicle to pass directly by the entrance. She leaps.

EXT. MINESHAFT ENTRANCE- SUPERVOLCANO

PADME hurdles through the MINESHAFT door.

EXT. PADME'S LANDSPEEDER - SUPERVOLCANO MINESHAFT ENTRANCE

The LANDSPEEDER sparks and explodes. The final pieces consumed by the magma.

INT. MINESHAFT ENTRANCE - SUPERVOLCANO

PADME picks herself up from the ground, and staggers down the shaft.

INT. INNER-CHAMBER - SUPERVOLCANO

OBI-WAN and DARTH VADER are locked in duel. The fighting is drawing to a stale mate as their saber skills are equaled. VADER attempts to cut OBI-WAN's legs from under him. He somersaults into the air.

OBI-WAN lands on a small platform above. VADER launches his blade at the platform supports.

In a flash of sparks the blade cuts through the support. The small platform buckles and drops. OBI-WAN leaps toward a nearby rock ledge. He doesn't quite make it, and dangles by his arms. VADER uses the force to pull his red blade back to him.

OBI-WAN, hanging from the cliff, relinquishes his grip with one hand, and motions toward VADER'S blade.

The lightsaber flies across the room, and clanks into the rock wall where it deactivates. VADER looks at OBI-WAN as if the childish move were beneath him. VADER moves to go fetch the blade as a familiar figure appears.

PADME

Anakin?

The hate drains from VADER'S face. He is completely taken by surprise, and genuinely happy to see her. For a moment, he is Anakin Skywalker once again. He shakes away his state of disbelief, and rushes to her - embracing her. PADME is somewhat uncomfortable, but allows it.

DARTH VADER

PADME, I thought I lost you. I knew you the Jedi had taken you.
(surrenders the embrace)
I've been searching everywhere.
Where have you been? Are you alright? Did they hurt you?

PADME

Me? Anakin, what's going on?

DARTH VADER

I'm here to save you.

PADME

Save me? Anakin, don't you realize what you've done? What you're doing?

OBI-WAN climbs to the plateau of the ledge.

DARTH VADER

I'm protecting the galaxy.

PADME

You've murdered people, Anakin! You're friends! People who cared about you!

DARTH VADER

Only you mattered. I've done it all for you.

The cave is loud, and VADER cannot hear OBI-WAN leap from the cliff and onto the ground. He skulks up behind VADER. PADME does not give any signs she sees OBI-WAN coming.

PADME

Anakin, I love you, but I don't accept the blood on your hands as my own.

DARTH VADER

But you don't have to. The blood is on my hands. You need only accept me.

(disjointed)

Finally, we can have everything we've wanted! Don't you see - no more hiding - no more secrecy - we can start a family - build a home - a palace - anywhere - we can have sons -- I can teach them the ways of the force - And together -- together we'll rule the galaxy ushering in a new era of peace and prosperity!

A blue blade ignites next to VADER's neck - so close to his skin that any movement would pierce it.

OBI-WAN

I'm sorry, but that will not happen.

DARTH VADER

Do you see now, Padme? Do you see how they are keeping you from me?

PADME
 I'm sorry, Anakin.
 (moves to OBI-WAN's side)
 But Obi-Wan is right. You've
 become something I will not.

DARTH VADER
 (to OBI-WAN)
 This is your doing!
 (to PADME)
 Don't you see how they've twisted
 your mind? How they've turned you
 against me?

PADME turns her back on VADER - who is seething with anger.

OBI-WAN
 On your knees, Anakin.

DARTH VADER
 In the end, Obi-wan, you will pay
 for taking her from me.

VADER slowly gets down on his knees - OBI-WAN's blade
 follows. PADME sobs quietly in the corner.

OBI-WAN
 I'm sorry, my brother. I just wish
 there was another way.

OBI-WAN moves to decapitate VADER. As he does another
 lightsaber drops into VADER'S hand from under his robes. The
 blue blade of Anakin's JEDI LIGHTSABER ignites directly in
 front of OBI-WAN's blade. VADER is to his feet in moments
 and they are dueling once again.

PADME
 (screaming)
 No, Anakin! No, Stop!

Anakin's element of surprise paid off, and he has the upper
 hand. He continues to be beat down OBI-WAN's defenses and
 back him toward the lava pit. PADME follows closely behind.

PADME (CONT'D)
 (screaming)
 Please, Anakin, you must stop!

Once to the edge of the pit, OBI-WAN has nowhere to retreat.
 PADME rushes behind VADER and grabs his arm. VADER pushes
 her away. It gives OBI-WAN just enough time to use the force
 to push VADER'S JEDI LIGHTSABER from his hand. The blade
 lands near OBI-WAN'S SHUTTLE.

DARTH VADER

That trick's getting old OBI-WAN.
How about a new one?

From VADER'S left hand, his human hand, blue lightning shoots from the fingertips. OBI-WAN blocks it with his lightsaber, but the barrage is so powerful that some of the bolts slip through. They lick OBI-WAN's appendages. He drops to one knee, trying desperately to keep up his defenses. The cavern shakes. PADME rushes back to VADER.

PADME

(pleading)

Anakin, please! He's your friend!

VADER has had enough. With his other hand, his metallic hand, VADER grabs PADME with a force choke - his face is more homicidal than ever.

He keeps pouring lightning toward OBI-WAN, but the strain to perform both feats is obvious. VADER relinquishes his hold on PADME. She falls to the ground. OBI-WAN remains on one knee, with barely enough strength to keep his lightsaber up in defense.

PADME draws her blaster on VADER and stands.

PADME (CONT'D)

(regaining her breath)

Anakin, do not make me do this!

ANAKIN

(still attacking OBI-WAN)

I'm sorry, PADME. But if you will
not join me --

With OBI-WAN near defeat, VADER turns his lightning attack to PADME. She is sent hurtling across the chamber - landing next to OBI-WAN's SHUTTLE - electricity sparking through her body.

Still on his knees, OBI-WAN musters all of his strength. Simultaneously standing, and lashing out with an upward lightsaber slash - OBI-WAN cuts VADER'S arm, his last human arm, from his body. Lightning passes from the stump and into the severed hand as it hurdles into the air - sparks emerging from the finger tips. VADER cries out in pain, but immediately whirls on OBI-WAN as if to attack with his remaining robotic arm. OBI-WAN twists under VADER, and using his momentum, strikes low. He cuts VADER'S legs out from under him. Again VADER screams out in pain. VADER'S all but limb-less body falls and rolls over the edge of the lava pool. OBI-WAN is in too much pain, physical and emotional, to watch his old friend fall into the fire below.

Plumes of lava shoot into the air. The cavern shakes, and rocks fall from the ceiling.

OBI-WAN rushes to PADME. She is alive, but unable to move without aid. Blaster bolts suddenly whiz by him.

A garrison of Stormtroopers exit the MINESHAFT.

The barrage is intense. OBI-WAN sees Anakin's JEDI LIGHTSABER deactivated nearby. He summons it with the force, and uses both it and his own blade to fend off the attack. OBI-WAN protects PADME from the laser blasts, as she uses his arm to stand back up. She's very hurt, and must hold onto him for support. They back toward the SHUTTLE.

VADER'S metallic arm claws at the edge of the lava pool. He pulls himself back up, and onto the rock floor. He's charred and smoldering. Much of his skin and hair has burned away.

He see's OBI-WAN trying to escape with PADME, and then takes notice of his red bladed SITH LIGHTSABER sitting deactivated across the chamber. Stretching out his metallic hand he attempts to seize it.

The lightsaber wiggles, but does not lift. VADER tries again, concentrating harder. The lightsaber lifts from its spot and activates.

VADER motions with this arm and sends the blade hurtling toward the escaping Jedi.

OBI-WAN and PADME have made it onto the boarding ramp of his SHUTTLE. OBI-WAN still defends with both blades.

PADME regains her strength enough to realize what's going on. She grabs OBI-WAN's in desperation, unintentionally moving him from where he was standing.

PADME
Ben, where's Anakin?

VADER'S SITH LIGHTSABER plummets into her chest. Sound leaves the film as OBI-WAN, PADME, and VADER realize what has happened. PADME looks down at the blade. It pierced the chain on Anakin's necklace. It falls to the SHUTTLE floor - soon followed by PADME. OBI-WAN can do nothing to save her.

He deactivates Anakin's JEDI LIGHTSABER and tosses it inside the SHUTTLE.

VADER loses what little control he had left. The volcano quakes furiously and larger rocks fall from the ceiling. The lava pool threatens to overtake the chamber.

DARTH VADER
(screaming)
No! PADME! No! No!

Stormtroopers surround the dark lord, and pick him up.

STORMTROOPER
Sir, we must get you out of here!

OBI-WAN kneeling next to PADME's body, deactivates VADER's SITH LIGHTSABER, and tosses it out of the vehicle. The boarding ramp closes.

Stormtroopers fire on the SHUTTLE as it lifts from the ground. Falling rocks and laser fire bounce off the hull. It shoots up the VENT and to freedom as the inner-chamber collapses.

FINALE (following duel)

*Vader's troops load him onto a shuttle hovering outside the mineshaft, placing his recovered Sith lightsaber beside him.

*Obi-Wan rendezvous with Captain Typho, Dorme, and Bail Organa on the Tantive IV.

*Typho and Dorme return Padme's body to Naboo.

*Vader is put in his metallic body (much like the film), and the Emperor is all too pleased to remind him that it is he who killed his beloved Padme.

*Per Padme's final wishes, Senator Organa takes Leia to Alderaan, while Obi-Wan returns to Tatooine to watch over Luke.

*Film ends with OBI-WAN overlooking the 1-2 year old Luke with his Aunt and Uncle watching the two suns set on Tatooine.