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2nd Draft - January 2019

STAR WARS

- Episode II -

THE CLONE WARS

Opening Crawl:

YEARS HAVE PASSED SINCE THE RETURN OF THE SITH. FEAR AND CHAOS HAVE GRIPPED THE ONCE PEACEFUL GALACTIC REPUBLIC, AS INSURGENTS HAVE INVADDED THE MONTROSS SYSTEM, TERRORIZING THE INNOCENT AND WITH NO END TO THE SLAUGHTER IN SIGHT.

YET THE VIOLENCE HAS REMAINED FAR AWAY FROM CORUSCANT, WHERE OFFICIALS PREPARE TO HONOR THE LONG SERVING AND BELOVED SUPREME CHANCELLOR, WHO HAS BEEN RE-ELECTED TO AN UNPRECEDENTED 7TH TERM.

MEANWHILE YOUNG ANAKIN PREPARES TO JOURNEY TO THE EDGE OF THE GALAXY TO FINALIZE HIS TRAINING AS A JEDI KNIGHT. LITTLE DO THEY KNOW WHAT TREACHERY PLOTS AGAINST THEM....

ACT I

A squad of mercenary Mandalorians break into the Republic's most secure space prison and release the galaxy's worst criminals. At the end of the detention facility lies the most secure cell, sealed with a massive vault door. They blow the gigantic bolts securing the door, and out thunders a huge, brutish, cyborg super-criminal, [Crade Ragnos](#), who is infamous as perhaps the most dangerous being in the galaxy. The Jedi spent years bringing him down and dismantling his criminal organization. As the Mandalorians release him, a figure steps forward from the shadows. Crade asks him what he wants from him. The leader of the Mandalorians, clad in red armor, looks up, offers a blaster and says "I want you to kill Jedi." Crade smiles and takes the weapon. The Mandalorians free all the inmates and the prison is overrun with a full-blown riot,

with blaster bolts flying everywhere, and all the guards overwhelmed. The chaos crescendos with everyone escaping in ships and destroying the prison as they depart.

Coruscant: A celebration honoring the Supreme Chancellor of the Galactic Republic, Vantos Ophuchi, celebrating his re-election to his 7th term as Chancellor, while presiding over an unprecedented period of peace and prosperity. Held in Coruscant's largest square, the festivities are a who's-who of major galactic players, VIPs, leaders, warriors and celebrities. It seems like everyone is here, as well as a few Jedi Knights who are tasked with additional security, including our heroes Obi-Wan Kenobi and Anakin Skywalker. The Alderaanian Royal family arrives and are greeted by Senator Palpatine and the Jedi. Anakin and Aeris' eyes meet and they give each other a very knowing smirk. Everyone notices. A massive, bear-sized creature leaps in front of Anakin and growls at him, startling him. It's Xerp, who has now grown to adult size and has assumed the position of the Royal's personal bodyguard. The Queen whisks Aeris away and Obi-Wan gives Anakin a stern look. Dragging her, the Queen reprimands Aeris and reminds her "that boy" is a slave and that she is not to speak with him, nor be seen anywhere near him. Aeris protests, pointing out that Anakin is an ex-slave who won his freedom, and insists that he is the most talented Jedi in the galaxy. The Queen scoffs, and is noticeably annoyed and angered by her defiance. The Queen says that if she is ever seen publicly with him, her subjects will never fully respect her as their ruler. Meanwhile, Obi-Wan reminds Anakin that it would be a scandal on Alderaan if he is caught with the Princess, and that there is a very strict moral code regarding the Jedi and romantic relationships. A serving Jedi does not put one person's needs above the needs of the people, nor allow oneself to be vulnerable to extortion or blackmail. Anakin responds that he understands, it's just that he can't always control his feelings the way the older Jedi do. Obi-Wan attempts to reassure him and tells him to put his focus into his training and devotion to serving the greater good of the galaxy.

Meanwhile, [Admiral Tarkin](#) is trying to convince members of the Galactic Senate that the terrorists attacking Montross in the mid-rim need to be taken seriously, and that the Republic needs an armada to counter these insurgents. But his war-mongering is dismissed, as everyone insists that the Republic is at peace and the time of the endless wars is in the past. Palpatine interjects to echo Tarkin's concerns. But the Senators are not surprised, as his pro-war reputation in recent years is well-known. One of the senators warns Palpatine to keep his pro-war stance in-check, lest the famously anti-war King Organa replace him.

The Jedi are discussing Anakin, as his performance as a trainee has been stellar, and all the Jedi there agree that he is ready to leave and begin his training as an official Jedi Knight, and away from all these "distractions." Anakin is well-respected as the hero of Alderaan, but Obi-Wan points out that they never discovered who was supporting the mysterious Sith Lord who tried to destroy the city. Just then, the head of the Council, Jedi Master Drayden Kortu, confirms that the council have voted and agreed that Anakin is ready to study under the tutelage of the greatest living Jedi Grand Master. Anakin is thrilled to hear the news, and Obi-Wan and Anakin celebrate with a strong, brotherly hug. Master Kortu elaborates that to become an official Jedi Knight, Anakin must travel to a secret planet, known only to Jedi Knights, to study under

Master Yoda, for as many years as he sees fit. There he will face his greatest fears and weaknesses, construct his own personal lightsaber, and only if he meets Master Yoda's very high standards, will he be allowed to become an official Jedi Knight of the Jedi Order, so that he may dedicate his life to the pursuit of peace and justice in the service of all living things. Obi-Wan takes him aside and gives Anakin some reassuring words of encouragement. Master Kirtu expresses his concern to a fellow council member that one new Knight is hardly ensuring the future of the Jedi Order, and they worry aloud about the fate of the Jedi.

The Supreme Chancellor congratulates Palpatine on his recent ascent to President of the Senate, and it is subtly implied that perhaps he didn't win the vote entirely fairly. Palpatine spots Anakin in the crowd, and signals to him. They sneak over to a corner. Palpatine says that he has a happy surprise for him, and takes Anakin into a back passageway. There, Palpatine opens a door to reveal Atris waiting for him. They rush to embrace, and awkwardly smile and beam at each other, not sure what to do with themselves. Finally, Anakin turns to Palpatine, thanking him genuinely. Palpatine says not to mention it, as he was once young and in love too. He promises them that their secret is safe with him, and closes the door as he leaves. They nervously, but passionately kiss. But then Anakin pulls away. Atris asks him what's wrong, and he explains that he will be leaving soon, and he doesn't know for how long. They discuss the situation, their respective authority figures keeping them apart, and Atris insists that they enjoy what little time they have together, and they embrace again. Atris asks Anakin why he has a jewel around his neck, and he explains it is a Kyber crystal that he retrieved from the planet Illium as part of his preparation, and that he will use it to construct his lightsaber while he finalizes his training as a Jedi Knight.

Back at the celebration, the Jedi and government officials learn the news that all the criminals in the Republic's most secure prison have just escaped, and the station destroyed. Everyone is utterly shocked - but before they can respond, suddenly the celebration is interrupted by a terrorist attack, with the Supreme Chancellor assassinated - turned to vapor in a flash. In the chaos, Xerxes leaps in front of the Royals, saving them, but is severely hit by doing so. We see that a squad of Mandalorians are firing indiscriminately, and the Jedi rush to engage, joined by a few Republic security droids and various personal security. The Mandalorians are using disintegrators, leaving their victims nothing but piles of ash and vapor, a truly terrifying weapon, and one that only the most savage militants dare use. The commotion alerts Anakin and Atris, and they rush back to the square, only to find unspeakable violence everywhere. They painfully look into each other's eyes as they both know they have to separate, as they can't be seen together. Anakin is unarmed, so he yells at the bystanders, ushering them inside. Atris runs to try and find her parents, but is stopped by security personnel, who usher her away, towards an awaiting transport, where she sees her wounded parents being rushed over from another direction. They pile in, and the King yells at the droid pilot to leave. Atris yells "No! We have to wait for Xerxes!" Queen Organa replies that Xerxes is dead. Atris turns to look out the window, mouth agape in horror at the chaotic scene.

The Jedi are driving the Mandalorians back, causing them to flee on both their jetpacks as well as swoop bikes. Obi-Wan pursues and a chase sequence unfolds. During the chase, he places a tracker on one of the Mandalorians. Obi-Wan manages to crash a couple of them. But Obi-Wan is forced to abandon his chase as the Mandalorians dive into a massive chasm and he takes heavy fire from the guns guarding the gaping maw. Obi-Wan is stopped in his tracks, while the camera pans over the gap, and reveals the endless abyss below.

Back at the Jedi temple on Edo, the Jedi regroup and discuss the attack, many of the Jedi say they were wearing Mandalorian armor, a race of fearsome warriors turned mercenaries and assassins. Master Kordu enters and announces that the Supreme Chancellor is dead, and gasps and murmurs fill the room. As they are speaking in the foyer, Anakin approaches the Skywalker saber, and removes the glass casing. Obi-Wan reveals that he placed a tracker on the mercenaries, and that they have fled deep into the underworld. Anakin picks up the saber and unfurls his tool-belt. The Jedi react with noticeable concern, noting that it's too dangerous to pursue. No Republic security goes beyond level -1000, and that no Jedi has been down that far in ages. Anakin opens the lightsaber and starts to tinker with it. Obi-Wan requests permission to pursue the assassins. "By yourself?!" Master Kordu asks. "Out of the question!" Anakin snaps the crystal off his neck. Obi-Wan insists that Anakin is ready for this, and they don't have anyone else able-bodied enough to even think of going down there. Master Kordu refuses. "He doesn't even have a lightsaber." The conversation is silenced by the roar of a lightsaber igniting. Everyone turns around, shocked, and the music swells as Anakin has repaired the legendary lightsaber that hasn't ignited in ages, standing heroically with blade outstretched. Obi-Wan ends the argument: "He's ready."

Obi-Wan and Anakin step into a large elevator, and begin discussing strategy, the attackers, and the peril they face. He explains that the mercenaries are wearing Mandalorian armor, the fiercest and most feared warrior race in the galaxy, despite being believed to have been wiped out in wars long ago. Anakin flippantly retorts, "like the Sith?" Obi-Wan questions that the Sith have returned, as there haven't been any reports of any "dark Jedi" since the battle of Alderaan. While they are speaking, the windows behind them continue to reveal more and more exotic and surprising levels, seemingly never ending. Finally, a massive chasm opens up like a huge cave, revealing another [underground city](#) just as massive and sprawling as on the surface. Obi-Wan describes this as the underworld, and that the multitudes of underclasses live down here. But the elevator just keeps going, to Anakin's surprise. "We're not stopping?" He asks. Obi-Wan sets Anakin straight, telling him that they're not just going deep, they're leaving the civilized world and entering the lawless underworld, where there are no police, no security, and the only law and order is the one that they themselves bring. They continue past the industrial levels that keep the planet alive, as Obi-Wan checks his tracker once again.

Finally, after what seemed like forever, the elevator settles into a hellish, deep underworld, glowing red and more exotic than imaginable. Obi-Wan leads the way. Anakin passes stranger aliens than he has yet encountered, amazed that anything is even living this deep. Here, for the first time, we see Anakin and Obi-Wan working together as an effective team. Eventually, they

find [the trail of the Mandalorians](#). Obi-Wan and Anakin chase the assassins again, but they are not willing to be taken alive. One of them blows himself up, another throws himself into an incinerator, and the one in green escapes with the help of a cloaked figure using the Force, who appears to be a Sith Lord, and Obi-Wan locks eyes with the dark figure as it ascends on an elevator out of reach. Obi-Wan examines the armor of the fallen Mandalorian, looking for clues. He scans the Mandalorian's armor's various markings, recording them in his pocket holo-scanner. Meanwhile, the hooded Sith enters a dark chamber, we know not where, turning to reveal Darth Sidious waiting for them. "You have done well, my apprentice." The figure remains silent. "And now, I have a new task for you..."

ACT II

Palpatine has been named the new Supreme Chancellor, and the Galactic Senate is voting on whether or not to create a standing army and armada to fight the terrorist insurgents from the outer rim that are terrorizing the mid-rim, and have now attacked the capital of Coruscant, assassinating the Supreme Chancellor himself. Palpatine gives an impassioned speech to protect the Republic, preserve Chancellor Ophuchi's legacy, and bring these terrorists to justice once and for all. The Senate erupts in applause as the motion passes overwhelmingly. With this, the Republic agrees to join the fighting in the Montross system.

Captain Owen Lars, who now lives on Coruscant, is packing his gear in his home while he argues with his wife Beru about joining the newly created Republic Starforce. She argues that he'll die out there, and she insists that his place is to stay with his young children, but he argues that he just lost some of his closest friends and best pilots to these savage terrorists, and that he can't stand by and do nothing. He's a pilot, and that's all he's ever been and all he knows how to do. Finally, she relents, and he kisses her goodbye, finishing on a moment of sharp unease and conflicting emotions.

The Jedi council are deeply concerned over the recent passing of the war act, and have misgivings about the galaxy returning to a state of war after so long at peace. Obi-Wan arrives and presents his findings to the Jedi council: He suggests that the Sith may have returned again and may be using the Mandalorians to sow chaos in the galaxy. And that these assassins may have come from Montross, the planet that has been under siege by the insurgent terrorists.

Obi-Wan takes Kirtu aside, shows him a hologram of the symbol he found, says the Republic libraries couldn't identify it and asks him if he recognizes it. Kirtu says "only vaguely," so they decide to ask one of their droids to access the archives and look up the symbol. The droid replies that there is no such symbol on file. Kirtu remarks that is unusual, and he can't remember their archives knowing less than himself. Obi-Wan wonders "Could any archive data have been deleted?" Kirtu replies that only a Jedi could erase data from the Jedi archives. Kenobi: "Could it be possible we have a traitor in our midst?" Kirtu: "I trust these Jedi with my

life and the lives of everyone in the Galaxy. If our records have been tampered with, there's only one person who could have done it without our knowing." Obi-Wan: "Abraxis." Kirtu: "Yes. It's possible he may have deleted things he didn't want us to see before his expulsion." Kenobi: "Espionage records are the most likely to be able to identify this. What if we made a formal request to access government intelligence records?" Kirtu: "Depends on who is in power, the government is not always willing to share classified intelligence with the Jedi Order. This whole situation is unsettling. I can't say who we can trust in the Republic government at the moment. Until we know more about what's going on, I recommend you be careful who you share this with." Obi-Wan gives an agreeable nod. Kirtu: "Try speaking with the Master-at-Arms. He seems to know every militant group in the galaxy." Kenobi: "I was just thinking the same thing."

Admiral Tarkin arrives and requests the Jedi's assistance in the war. Master Kirtu rebuffs him, insisting that the Jedi are peace-keepers, not soldiers and will not serve as pawns of the military. Tarkin insists that the Jedi would not be pawns, but be given the rank of General, and each given their own army to command. They would be giving orders, not taking them, and that this conflict would come to a quick, decisive end with the Jedi's help. This offer causes great divide between the Jedi. Ultimately, Obi-Wan, Anakin and the other younger Jedi accept their offer, with majority older Jedi rejecting it. Obi-Wan requests of the council that Anakin's training be deferred so that he can join the war effort. The council grants his request, but says that as soon as this conflict is over, Anakin should leave for his training.

The Jedi don armor, and as they depart, Master Kirtu warns the Jedi Knights against embracing violence when there are other alternatives available. Obi-Wan promises him that he will not succumb to vengeance, as their transport takes off. Tarkin briefs the Jedi about the situation on Montross as they journey back to Coruscant.

King and Queen Organa argue about the outbreak of war, and worry aloud about the fate of the Republic and fear return of the endless galactic wars, all while mourning Xerp. Ultimately, the King decides that he should try and help the people of Montross, before the fighting spreads any further. Aeris is upset at how fast everything is changing and runs off. She meets up with Anakin in another secret rendezvous. The Princess is scared and vulnerable now that she's lost her bodyguard and best friend, fears her father has turned from anti-war to pro-war, and confides in Anakin. After discussing it, she decides she needs to toughen-up to survive and she attempts to be more like the warriors around her. Aeris is most interested in learning about the mysterious Force. Anakin warns her that most people are not Force-sensitive. Anakin and the Princess bond while he teaches her how to defend herself. First, Anakin shows how to properly fire a blaster, and they share some romantic looks while he holds her hands aiming. She struggles at first, and Anakin grows a bit impatient. So he teaches her a trick he knows – how to use the Force to steady your aim and guide your bolt. She tries it, and it works - she is finally able to bulls-eye the droid practice target. She says that she "felt it," and Anakin reveals that must mean she is Force-sensitive, to their mutual delight. Next, Anakin shows her some basic hand-to-hand combat and defensive techniques, and before long, she is able to flip him and they end up in a compromising position, they pause for a moment, and then they are about to

kiss. But then, Anakin yells "Ouch!" Anakin was hurt by that tumble, and he lifts his shirt to reveal a cut on his side. Aeris caresses his chest, puts on a serious expression as she stares at his wound, then uses the Force to heal his cut, and Anakin is shocked. She asks him what's wrong, and Anakin reveals that she's a Force-healer - one of the few skills that he lacks. Anakin reveals that even the Jedi that have that ability rarely use it, as it drains your life-force and shortens your life-span. If you're not careful, you could die while healing another. Anakin then explains that his training has been deferred and he has to leave to join the war, and Aeris begs him not to go, for fear he will die. Anakin says that he's found a way they could be together forever - and then drops to one knee and proposes to Aeris. Aeris tearfully rejects his offer and insists that she simply can't marry him. Anakin angrily asks if she loves him, and she swears she loves him more than anything, but that she can't marry him because of who they both are. Anakin is visibly crushed, saying he must do his duty as a Jedi and defend the galaxy, even if that means dying, shedding a tear as he leaves.

Obi-Wan consults with the Jedi Master-at-arms while he and the other Jedi prepare for war. The Master confirms the symbol is Mandalorian, tells him what he knows of the lost Mandalorian empire. The surviving Mandalorians became mercenaries and the most fearsome and extremist group is known as "Death Watch" and that is their symbol. He warns Kenobi to be very careful now that the Sith have returned, as the Dark Side clouds everything, as does the fog of war. He advises Kenobi, now that he's a general, he now has the authority to check the Republic's military intelligence archives for any information he's looking for.

Aeris runs back home, to find King Organa preparing to leave to join the fighting in the Montross system. Aeris decides to sneak aboard his ship and brings her personal droid, C-3PO, with her.

A montage sequence begins of citizens enlisting, army volunteers boarding troop carriers, various ships taking off from Coruscant, joining others arriving from hyperspace, and forming an armada in orbit. The music builds as the armada enters hyperspace in formation. Once in hyperspace, the pilots scramble to their fighters. The music climaxes as the capital starships exit hyperspace, only to find themselves in the middle of an already in-progress space battle. The Republic starfighters pour out of the carrier ships. Anakin's squadron is tasked with clearing a way for Obi-Wan's division to land on the surface. Anakin and Captain Lars punch a hole in their blockade to get Obi-Wan through. [Obi-Wan lands his first brigade](#) where the fighting is most intense, and then leads a company to take a village near to their target, the insurgent base. Obi-Wan removes the helmet of one of the fallen enemy soldiers - they are Sith-species. He explains to his captain that the Sith have become an extremely rare and nomadic species, scattered across the galaxy. Then he notices that this is not just a Sith, but a [Sith Massassi, the Sith elite warrior race](#). "But they were wiped out a thousand years ago, and yet we are surrounded by them..." Obi-Wan lines up two other Sith bodies side-by-side, and their faces are identical. Close-up on Obi-Wan: "Clones." Obi-Wan radios to Anakin that the Sith are somehow involved, but he doesn't have time to talk. Anakin continues to take out enemy ships, as the intense space battle rages on.

Obi-Wan leads his brigade to take the insurgent base. He sees a cloaked Sith Lord at a distance, who quickly disappears. He takes a platoon and pursues. They travel deep into the base, where they find that the Sith have been mining for Kyber, and realize that's why they've invaded and occupied Montross.

This time Obi-Wan spots two Sith Lords in the distance, who seem to be in command and giving orders. Obi-Wan continues his pursuit alone, only to find a huge chasm chamber and discovers inside a massive green Kyber crystal, even more massive than the one he saw in the SkyBlade on Alderaan. Obi-Wan notices there are worker droids hauling crystals all around, and hides in cover. The massive crystal has already been extracted and is being prepared to be lifted up back to the surface. Obi-Wan sneaks in close and places a tracker on it. Kenobi sneaks out, and continues his pursuit while he radios to Anakin and informs him what he found - the Sith are back and are trying to build another superweapon with an even more massive Kyber core.

Before he can finish speaking, he is spotted by a Massassi warrior, and is quickly back in the thick of battle. His platoon is quickly whipped out, so he radios for re-reinforcements, and continues on his own alone. Obi-Wan hears loud metal footsteps. He turns, and it's the Sith Lord. He removes his hood, and to Obi-Wan's shock and surprise, it's Darth Maul, seemingly back from the dead. Obi-Wan insists that he's dead, he killed him himself, only for Maul to taunt him: "Your feeble mind cannot comprehend the power of the Dark Side." They engage for a bit, but then more clones join the fight. The Republic re-reinforcements arrive, but Maul begins slaughtering them with ease. Obi-Wan quickly realizes his men are out-matched, and orders them to retreat, and he continues his pursuit of Maul alone. Obi-Wan is hot on his trail, but is stopped by legions of clones. In the distance, Maul jumps on board a ship. We see the other unknown cloaked Sith standing waiting for Maul just inside the ship's door before it closes shut and the ship swiftly departs. Obi-Wan watches as another army of clones lands and reinforces the enemy base.

Meanwhile in orbit, the enemy starfighters suddenly retreat. Anakin and Owen realize that the battle was just a distraction to protect cargo ships departing the planet. Anakin realizes that they must be the Kyber shipments Obi-Wan was talking about.

Once back with his soldiers, Obi-Wan orders his men to halt their advance and hold their ground, as the Sith have a nearly limitless supply of clone reinforcements Kenobi calls Anakin and tells him that they have to warn the council that Darth Maul is still alive.

ACT III

Obi-Wan, Anakin, King Organa, Tarkin and the other leaders meet on King Organa's Alderaanian starcraft carrier, the fleet's flagship. Via hologram, Obi-Wan informs the Jedi council that the Sith have returned and are cloning Sith Massassi warriors, and the Sith Lord who

terrorized Alderaan has somehow survived. The council can scarcely believe it, but grant his request to find the cloning facility and destroy it immediately, before the Republic is overrun by Sith legions. Tarkin reacts to the word “destroy,” shooting Obi-Wan an intense glance. One of the Jedi Masters then interjects, and says she doesn’t like the idea of the Scion of the Force spending so much time on the front lines, risking his life, and that he must complete his training. Obi-Wan begs the council's forgiveness, as Anakin is still very much needed in the war effort, and was essential to the orbital battle. Obi-Wan says he is confident that he can adequately continue Anakin's training while serving in the Republic military. Jedi Master Kordu reluctantly agrees, and signs off - “May the Force be with all of you.” Obi-Wan reveals that he planted a tracker on the giant Kyber crystal they extracted, but that is not likely to lead to their cloning facility. Admiral Tarkin interrupts, and reveals that Republic intelligence has been spying on the insurgents for some time, and have now triangulated the source of their infantry and main base as a station orbiting the gas giant Remex in the mid-rim. Obi-Wan glances at his tracker quickly, then says “Fine. I'll take the next army there immediately.” He turns to one of the other Jedi Generals, and asks him if his army is ready, and he responds that they are, but that it's only a brigade. Kenobi orders him to take command of his division on Montross, and to tell his men to prepare for departure under his command. Obi-Wan takes Anakin aside and reveals that his tracker is pointing towards another sector of remote space known as “The Gaping Maw,” where there is a dangerous nebula, and to go investigate. He warns Anakin that the Sith could be trying to build another super-weapon with the crystal, or that it could be a trap. Kenobi: "So be careful. Do not engage. Just find where they've taken the crystal and report back." Anakin: "What about you?" Obi-Wan: "I'm going after Maul."

Obi-Wan takes a new troop ship carrying another brigade to the gas giant Remex in the remote Xanthos system. Meanwhile, Anakin is prepping his ship to leave for the Maw Nebula, and R2 takes his position in the astromech perch. Once Anakin enters hyperspace, he hears a noise from the ship's hold, and is shocked to find Aeris has stowed-away. Obviously he is surprised and disturbed and warns her where they are going. She explains that she just couldn't sit by while everyone she cares about leaves for war, and that she couldn't stand to be away from him any longer. She refuses to sit around waiting to hear if he is alive or dead, she'd rather die by his side than even think about trying to live without him. Anakin pushes his worries aside for a moment and allows himself to be thrilled to be with her again, and they kiss passionately. C-3PO interrupts, asking “I'm sorry master Anakin, but what was that part about flying into certain death?”

Obi-Wan's ship arrives at Remex and they spot the expected space station in orbit around the gas giant. Captain Lars's starfighter squadron launches to intercept incoming Sith drones and clear a landing path for the troops.

Anakin and Aeris arrive at the Maw, a gargantuan, glowing, nebula that looks like it's made of thorns and storm clouds. Anakin navigates his way in cautiously, until finally they find what they're looking for, a massive construction facility. We see [Corellian freighters towing supply containers](#) around a massively long structure surrounded by a construction drydock. As we

traverse the length of the structure, it's starting to become clear that it's some kind of engine or canon, until we spot the same massive Kyber crystal being slowly dropped into place and it becomes clear – it's a massive superlaser, much larger than the SkyBlade. Anakin and Aeris both share a knowing look, as they know what kind of unspeakable destruction this new weapon could unleash. Anakin says he's not going to let the Sith use this on Coruscant or any other defenseless planet. Aeris insists on going with him to help. Anakin slowly docks at the quietest corner of the structure.

Obi-Wan and his battalion land on the space station and fighting breaks out. They encounter more Sith Massassi, but they are largely getting the drop on them, as many are not fully armored or equipped. They make their way into the cloning facility where we see rows and rows and floors and floors as far as the eye can see of clones in stasis behind glass. The facility is greyish slate and steamy, like an old pumping station. Then, their advance is halted when suddenly they encounter the hulking Crade Ragnos, who traps them inside like he was expecting them. He is now decked in heavy armor and wields a heavy blaster canon.

Anakin, Aeris and C-3P0 sneak into the facility, and we see officers conducting business as they discuss the successful extraction of Kyber from Montross, but fear the Republic's newly formed military and recruitment of the Jedi. [Since Rogue One came out, it would make sense for this discussion to be between Commander Krennic and Lead Designer Galen Erso] They mention something about the “DS-1 Project.” There is a bit of levity as a pair of officers walk by, Anakin and Aeris duck behind some crates, leaving C-3P0 alone in the corridor, but he is ignored by the officers. Anakin and Aeris turn to each other and breathe a sigh of relief.

Obi-Wan's soldiers are slowly defeated by Crade and his Massassi warriors, as more and more of them emerge from their cloning tanks, ripping their own breathing tubes out as they emerge.

As they make their way down the length of the facility, Anakin, Aeris and 3P0 are stopped in their tracks by a huge gap leading directly into open space, with no visible way across. They start to discuss their options, but before they can say much, they are spotted by a squad of Mandalorians. Anakin ignites his saber and Aeris un-holsters her blasters. Anakin does well at first, but more of them show up, and quickly they are overwhelmed. C-3P0 is caught standing in the middle of the cross fire and is in full-blown panic mode, yelling 'we surrender! we surrender!' Anakin Force-pushes him out of an incoming blaster bolt, then in one smooth motion, grabs him by the head and jabs an eject button, expelling a cartridge from C-3P0's back, then he slams in a new cartridge. The droid immediately stands up, his eyes change from yellow to red, and in a totally different, deeply intimidating voice says "[Deadly threats detected. Eliminating targets.](#)" Then, with robotic precision, bull's-eyes one after another. Anakin turns to Aeris and says how he's "always hated 3P0's personality card," then grabs her arm and tells her to “come on, they probably heard the blaster fire.” Anakin takes out space-suits he spotted stored nearby and they quickly put them on while C-3P0 stands guard. As they make their way into the airlock, more Mandalorians and security droids arrive, and 3P0 holds them off. Anakin and Aeris activate their rocket packs and fly around the facility, making their way down the superlaser structure, with

Mandalorians in hot pursuit. After an intense fight, Anakin and Aeris are able to take them all out, with the last one, in green armor, taking a knock-out blow to the helmet, [leaving an infamous dent in the front-left](#). They have arrived at the other end of the superlaser, where the main reactor and crystal core are contained.

Crade and his Massassi close in, forcing Obi-Wan and his soldiers to dig in to make their last stand, setting up turrets and mounted heavy guns.

Anakin and Aeris make their way through the reactor core area, which is dark with eerie red lighting. Just then, we hear the same metal footsteps from earlier, echoing in the distance. Aeris falls back and covers Anakin with her blaster from a distance. As Anakin approaches the green glow of the Kyber core, his advance is interrupted by a cloaked figure. The cloaked man steps forward, this time with his footsteps echoing loudly, filling the chamber. Darth Maul removes his hood, to reveal he has even longer horns than before, then he removes his cloak, revealing a cybernetic lower-body. Anakin ignites his lightsaber. Maul ignites his. Aeris is frozen in fear at the sight of the monster who terrorized her still alive. Anakin says "You're supposed to be dead." Maul retorts, "The dark side sustains me, even in death." They duel. It becomes clear that Maul is toying with Anakin, as he is no match for Maul. Maul taunts him: "You cannot possibly win." If I kill you, I will have proven myself to my master as the worthy heir to the Sith throne. If you kill me, you will turn to the dark side and will serve my master." Anakin insists that he will never fall to the dark side. Maul then becomes more aggressive, as Anakin takes multiple blows. It is an absolutely brutal fight, with both of them taking serious injuries and cuts. Maul steps back, and this time, [his legs unfurl](#), and now he towers over Anakin. The fight becomes even more intense, both of them are now noticeably bleeding. Then, with Anakin straining to hold Maul's saber back, Maul taunts him further: "You have no choice, my master created you. You are born of the Sith." Anakin's face drops: "What?" Maul: "He created you using the dark side. You are as much his servant as I am." Anakin: "You lie!" Maul laughs, cackling in his face. Maul: "The Sith have their own prophecy - A boy will be created by the greatest Sith Lord, using the darkest Force powers, to destroy the Jedi and restore the Sith Empire to its former glory, conquering the entire Galaxy once and for all." Anakin's calm is broken, and he unleashes on Maul with anger. Maul holds his own, then lets Anakin know he means business – slicing off his right arm, losing his saber in the process. Anakin screams. He has never felt pain like this before. Aeris is watching from the gangway above, and grabs her mouth to silence her screams, as tears course down her cheeks. Maul uses the Force to levitate him. Maul: "Why do you think you are an orphan? The greatest Sith Lord, my master, infiltrated the Jedi, learned everything about them...then he created you, the perfect weapon... and when the Jedi found out, they abandoned you on Corellia." Maul drops him and he collapses on the grates. Anakin: "How are you...*gasp*...so powerful...how is this possible?" Maul Force-chokes Anakin. Maul: "Through the dark side, all things are possible." Then Maul recites a Sith litany: "Fear gives me anger. Anger feeds my hate. Hate makes me powerful...hate has made me *very* powerful." Terror and panic grips Anakin's eyes. Just then, Aeris fires at Maul from the rafters, but Maul deflects it in time. Aeris screams: "Get away from him!" She fires a series of bolts at him, and he blocks them in quick succession. Finally, he uses the Force to destroy the gangway, and she comes tumbling down.

Maul grabs her by the throat and picks her up. Maul: "Ah, so you have a little girlfriend...not such a perfect Jedi after all... Allow me to free you of your attachments!" Maul lifts his saber to Aeris' face. And with that, Anakin's eyes switch from fear to absolute fury. With a newfound rage, Anakin uses the Force to crush Maul's legs. Maul is disabled, and Anakin uses the Force to pull his lightsaber back into his good left hand. Aeris crawls away. This time, Anakin has the upper hand, towering over Maul's torso, and Anakin easily disarms him, cutting off his saber hand. Total rage grips both their faces, both of them breathing so heavily they are practically barking at each other. In extreme close-up, we see that Anakin's eyes are now the same glowing red and orange as Maul's. Maul screams: "DO IT!" But before he even finishes yelling, Anakin decapitates him. Anakin falls to his knees, screams in both total physical and emotional anguish and then collapses.

Aeris runs to Anakin, who is bleeding out on the metal grate floor. They are both crying uncontrollably, Anakin asks forgiveness for failing the Jedi order, for failing Obi-Wan. He begs Aeris to tell them and beg their forgiveness. Aeris screams no, he can't leave her. She yells that she loves him, and he coughs and says that he loves her too. They kiss, all while on the verge of hysteria. Aeris panics as she sees how badly he is bleeding, with blood all over her hands as she holds him. Anakin is dying from his wounds. She screams that she refuses to lose him, and she parts his vest and places her hands on his heart and head. Anakin, gasping to speak, protests, saying no! But Aeris closes her eyes, the Force theme swells, and time seems to stop as Aeris uses the Force to heal Anakin's wounds, draining her own life-force, with her hair turning bright white in the process. Anakin gasps and breathes heavily, then sits up, and they look at each other in disbelief and amazement for a moment, before crying and kissing again. Aeris helps Anakin back onto his feet, and they limp out of the chamber.

The last of Obi-Wan's men are killed, and just as it looks like Crade is about to kill Obi-Wan, the sealed door blows open and reinforcements pour in. Admiral Tarkin has sent another brigade to back them up, led by one of the Jedi Generals. The troops rally, and Obi-Wan and the other Jedi General take down Crade, his unconscious body slamming to the ground like a felled tree, but Obi-Wan spares his life. The Republic troops cheer, having taken the cloning facility.

Anakin and Aeris are trying to escape. Anakin pulls out his com-link and radios to R2-D2, telling him to bring the ship as close as he can. As they make their way to the closest docking port, a door blasts open, and Anakin and Aeris both panic, frozen, only to discover that it's C-3P0, who simply walked here through the vacuum of space. Just then R2 arrives, and they all pile in. Anakin yells to R2 to get them the hell out of here, and Anakin and Aeris collapse against one another on the ship's cot in the hold. R2-D2 flies away, evading the Sith drones and the facility's turbolasers, until finally making it to hyper-space. Back inside the superlaser reactor room, the other Sith lord approaches, and we expect it to be Sidious. Instead, the Sith removes her hood to reveal it is [a red-skinned Sith Twi'lek](#), also with black body markings, and she stands over Maul's body and cries a single tear, before looking up and staring with eyes full of rage.

Obi-Wan orders the soldiers to begin placing charges and prepare to destroy the cloning facility. Tarkin orders them to stop. He tells Obi-Wan that this is now a Republic military facility, and will become part of the war effort. Tarkin: "Relax General, we'll take it from here." Obi-Wan gives a concerned look, but walks off. He meets up with Captain Lars on the way out, and they celebrate their surprising victory. Obi-Wan asks if there's word from Anakin, and Lars says they haven't heard from him. Obi-Wan says that he senses something terrible has befallen him. An intelligence officer arrives, salutes Obi-Wan and says that he's pulled all the information he requested, but all data files on Mandalorians have been erased and there's no record of any organization called "Death Watch." Obi-Wan: "Who has authorization to delete intelligence records?" Officer: "I don't know sir, but it could only be done at the highest level." Obi-Wan: "Gentlemen, I fear we have a traitor in our midst..." Just then, they are passed by officers wearing the same flat grey uniforms we saw the officers wearing on board the superlaser facility. They look on, confused as to who they are, as they begin to talk to Tarkin, before the facility's main door quickly slams shut in front of them.

Ending montage: Darth Sidious watches Anakin decapitate Maul via hologram. He smiles, then laughs manically. Captain Lars, General Kenobi and other generals and heroes are pinned with medals by King Organa in a military ceremony after liberating Montross. Tarkin is now using the cloning facility to clone humans, as we see all the glass tubes are now filled with human fetuses. Anakin and Aeris marry in secret on Coruscant, with Anakin now having been fitted with a cybernetic right hand. R2-D2 and C-3P0 are the only witnesses.

END CREDITS