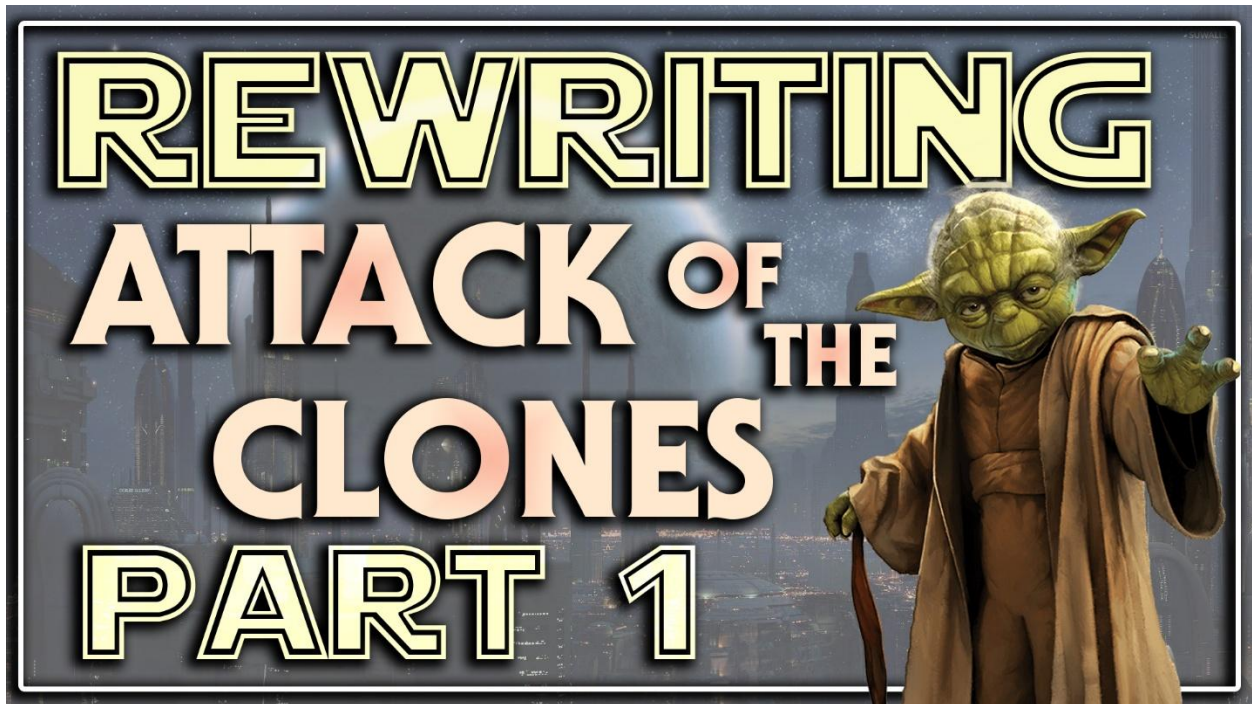


*REWRITING ATTACK OF THE CLONES*  
*PART 1 SCRIPT*



**INTRO:** Welcome to Part I of my long-awaited rewrite for *Star Wars Episode 2: Attack of the Clones*! As with all of my rewrites here on this channel, I want to make a quick disclaimer in that this rewrite is *not* meant to elevate my ego and help me declare myself as a better writer or stronger storyteller than George Lucas, Jonathan Hale or anyone else involved in the making of the prequel trilogy. This rewrite is not meant to be an expression of hate or negative criticism. This is just meant to be a fun writing exercise that gives me the opportunity to play in the world of *Star Wars* and write a story about *Star Wars* characters that I've known and loved for decades. At the end of the day, this Episode 2 rewrite is just a subjective piece of fan fiction and nothing more. So if you think I'm a hack and that there's no need to rewrite *Attack of the Clones*, fair enough. Don't let a hypothetical story that doesn't even truly exist as official canon ruin your day. But if you're a *Star Wars* nerd like me, and you're interested in seeing what an alternate version of Episode 2 may have possibly looked like, then I hope you enjoy what I came up with!

As with most of my rewrites, I like to treat the movie's story as a patient and diagnose it with the areas I aim to focus on and then provide a treatment as to how best to address these effected areas. Yet for this rewrite, I ended up having *a lot* to say in regards to my diagnosis and treatment, so if you're not interested in hearing about my thought process regarding how I prepared for this rewrite and you want to just skip straight ahead to the rewrite itself, go ahead and scroll down to Page 6 and start reading at "Act I – The Opening Crawl". But if you're a nerdy little writer like me, then stick around and hopefully you'll have a good time!

**MY DIAGNOSIS:** For me personally, Episodes 1 and 2 feel very distant from the original trilogy because they completely flip the identity of the *Star Wars* franchise on its head. Up until that point in 1999 when *The Phantom Menace* was released, *Star Wars* had always been a Sword and Sorcery story set in space. It was sci-fi action-adventure mixed in with fantasy and a little bit of space western sprinkled in there as well. *Attack of the Clones* completely trades in the identity of *Star Wars* by switching from the Action-Adventure genre to the Political Thriller genre. The plot of *Attack of the Clones* mostly revolves around the Jedi investigating a bounty hunter trying to murder a senator, and how that assassination attempt ties into a greater conspiracy about secret armies, government espionage and political power struggles.

Which is a far cry from the Hero's Journey Coming-of-Age format of storytelling that audiences were used to with *Star Wars*. That kind of political espionage plot fits in more with spy movies like *James Bond*, *the Bourne Identity* and *Tinker, Tailor, Soldier, Spy*. Which don't get me wrong, there's nothing wrong with spy movies. But that's really not what audiences expect when watching *Star Wars*, especially back in 1999 and 2002 when everyone was still under the impression that *Star Wars* was an action-packed epic about space wizards with laser swords fighting space nazis and monsters.



It would be like if *Conan the Barbarian* had switched from the Sword and Sorcery genre and moved on to the Political Thriller genre. Imagine a 2 hour and 10-minute *Conan the Barbarian* movie that only focused on politics for 2 hours and only included about 10 minutes' worth of action and monsters. It would suck.

Or here's another example. What if your favorite fast-food restaurant like *In-N-Out* had been replaced with a *Starbucks*? There may be some people who equally enjoy both *In-N-Out* and *Starbucks*, or people who equally enjoy both Sword and Sorcery and Political Thrillers. But the target audience would definitely feel alienated because they were expecting one kind of product and ended up with a completely different product instead. You might get lucky with some audiences who like *both* the action-adventure *and* the political thriller genres – and you might even get fans who are just happy to have *Star Wars* content in general, regardless of what it is – but most fans are going to be displeased with the fact that they feel cheated out of a product that they used to enjoy very much. Especially when they ordered a cheeseburger and got a decaffeinated coffee instead. That's honestly the best way to describe the prequel and original trilogies. Episodes 4 – 6 were cheeseburgers. Episodes 1 – 2 were decaffeinated coffees, and Episode 3 was a milkshake. Much better than a decaf coffee but still not a cheeseburger.

**MY TREATMENT:** So, my goal with this rewrite is to help reestablish the *Star Wars* franchise with its roots in Science Fiction and Fantasy by having the prequels stick with the Sword and Sorcery genre like its predecessors in the original trilogy. Politics will still have a role in this version of Episode 2, because politics is just a natural ingredient when it comes to worldbuilding, but the politics will *not* have any priority over the action and adventure. Space wizards fighting monsters and bad guys with laser swords will still be #1 on our list of main concerns.

I will admit that I am of the same mind as other fans who believe that the subtitle *Attack of the Clones* is not a very relevant subtitle for Episode 2 considering that the story is not about the clone troopers themselves, nor is it about any invasion or military strikes they perform. Episode 2 is about the beginning of the Clone Wars and the decline of the Republic. So, with that in mind, I came up with a new subtitle that I think is a bit more relevant to the story Episode 2 is trying to tell and can replace *Attack of the Clones*. This new subtitle being *Twilight of the Republic*, which is a nice thematic segue to my Episode 3 rewrite that I plan on renaming as *Dawn of the Empire*.



The next thing I want to address is Anakin's character arc in this film, as Episode 2 is a crucial turning point in his journey towards becoming Darth Vader and – as many people have accurately highlighted – Anakin's decline to the Dark Side is the whole point of the Prequel Trilogy. Yes, the prequels also feature Palpatine's rise to power, the fall of the Jedi, and the birth of the Empire, but it's ultimately about Anakin's fall from grace. The prequels are *his* story – or at least, they should be. Which is something the original films could've executed more efficiently had Anakin's arc been refined and finessed a bit more. So that's what we're going to do with this rewrite. We'll assign Anakin a Negative Character Arc with the theme of his arc revolving around hubris.

- **ANAKIN'S LIE:** Anakin's Lie is that he believes he does not have to follow the Jedi Code because he thinks he's the exception. Because he outguns several established Jedi Knights through raw strength in the Force, he feels that he is entitled and should be able to progress through his Jedi training faster than the average Padawan. After all, he was



the best pilot in the Republic Academy, it would only make sense that the same would be true when it comes to being a Jedi.

- **ANAKIN'S GHOST:** The Ghosts that support Anakin's Lie are numerous. His streak of victories despite his arrogance strokes Anakin's ego and validates his misconception that he is one of the best Jedi in the Order and should be treated as such. He's so much more advanced than other Padawans who have more experience and seniority than him, such as Barriss Offee. It also doesn't help that Chancellor Palpatine continues to praise Anakin for his brash behavior, showering him with the approval the Jedi Council refuse to grant him.
- **ANAKIN'S WANT:** The Want in Anakin's arc is that he wishes to graduate and become a Jedi Knight, but beyond that, he seeks approval from his mentors. He wants recognition and praise from his authority figures, which is an insecurity that comes from him growing up without a father figure. He doesn't just want to become a Jedi Knight for the sake of the title. What he really wants is the approval of the Jedi Order that comes along with it.
- **ANAKIN'S NEED:** The Need that Anakin must come to terms with is that if he does not embrace humility, then he will never gain the approval he craves. Anakin must learn to sacrifice and surrender the idols he holds close to his heart. He gets overly attached to people and he needs to let his ego die if he is to ever have a chance of winning the admiration of the Jedi Council or anyone else he seeks approval from.



Anakin Skywalker, the Chosen One

So, to sum it all up, the direction I want to go with this rewrite is to blend the visuals of the Prequel Trilogy with the characterization and thematic tone from the Original Trilogy to achieve more tonal consistency between the two trilogies. Especially since in the real world, the OT and the PT feel like

they take place in two completely different franchises and hardly resemble each other in terms of tone. Ok, now that we have that squared away, let's get started with the rewrite!

## ACT 1 – THE OPENING CRAWL:

A year has passed since the invasion of Alderaan. Thanks to the valor of the Jedi, the world has been restored to peace. For his heroism, OBI-WAN KENOBI has been named its new Jedi protector, joined by other Jedi Knights who now help safeguard the system.

Among them is his Padawan, ANAKIN SKYWALKER – a gifted pilot and former cadet whose connection to the Force grows stronger with each passing day. But as Anakin's power rises, so too does unrest across the galaxy.

Though the REPUBLIC secured the secret of the clone formula, its discovery has sown division. Fear and dissent spread throughout the galaxy, and even in the gleaming capital world of CORUSCANT, there are whispers of civil war.

Sensing weakness, the enemies of the Republic move to strike. On the embattled world of KALEE, a ruthless warlord known as GENERAL GRIEVOUS leads a campaign of conquest. To stop him, Obi-Wan, Anakin, and a Republic task force rally to aid the Jedi of Kalee in a desperate bid to turn the tide...

**THE EXPOSITION:** As the opening crawl indicates, the first scene will be the raid on Grievous' castle on the planet Kalee. Obi-Wan and Anakin will be sent as reinforcements to arrest the warlord along with a platoon of Republic troopers. Master Luminara and her padawan Barriss Offee - the Jedi assigned to Kalee - underestimated Grievous and it led to the warlord's revolution being a success and Kalee falling under his iron fist.

General Grievous' Castle



Luminara and Barriss



The Republic Task Force Trooper(s)



Obi-Wan's character design for Episode 2



Also, as a quick side note, I do want to make a point to say that for *Twilight of the Republic*, Anakin will undergo a redesign where he has the same ponytail that was given to him in the concept art of *Revenge of the Sith*. We actually very nearly got this ponytail in the final cut of the Prequel Trilogy, but Hayden Christensen admitted that he didn't feel comfortable with the ponytail after he grew his hair out and he convinced George Lucas that the hairstyle made Anakin look too "pretty". I totally agree with that notion, but only for Episode 3 Anakin, because he is meant to be more of a hardened soldier by this point in his life so the ponytail would have contradicted that more military maverick version of Anakin. But for Episode 2 Anakin who is still in his Padawan days, this ponytail would've been *perfect*!

For this stage in Anakin's life, this hairstyle fits him perfectly because he is meant to be this roguish scoundrel and rebel/bad boy with an attitude problem. For my rewrite, I want to portray Anakin as a cross between Han Solo and Luke Skywalker, a confident, romantic and dangerous prodigy who has Luke's idealism but Han's edge. He dreams of changing the galaxy but isn't afraid to break the rules to do it. He's charismatic and likeable, somebody other Padawans might look up to or who Jedi Knights and Masters might resent because he gets results and has a magnetic presence despite spitting all over tradition. I want my version of Anakin to be rebellious but not immature. Anakin's defiance comes from conviction and passion, not petulance or whininess so that you can see both the hero and the future Vader inside him. As our main protagonist, he'd be emotionally layered as we'd see that Anakin is someone who masks his fear and pain with bravado and detachment. So needless to say, I think the ponytail would've been a perfect design choice for Padawan Anakin in *Twilight of the Republic*, and I would really push for it to stay in the final cut too. Then for *Dawn of the Empire*, General Anakin can go back to his iconic shoulder-length look.

### Anakin's Ponytail & Character Design for Episode 2



Ok, back to the rewrite. So, this hostile takeover of Kalee from General Grievous is what will have prompted Luminara to request the Jedi Council for reinforcements. The two pairs of Jedi teachers and students will serve as foils to one another. Anakin's recklessness and disregard for authority is contrasted by Luminara's strict discipline over her quiet and submissive apprentice. Anakin's overconfidence causes him to set off a trap within the castle that nearly kills all of the Jedi, but they're luckily saved by Obi-Wan's quick reflexes. Said trap will consist of Anakin releasing Grievous' pet Roggwart named Gor, a beastly and mindless monster that attacks anything within sight. Anakin will make up for his blunder by slaying Gor, proving himself to be a powerful warrior.



## Gor the Roggwart



Anakin will then use his victory as an excuse to be cocky and instantly dismiss Obi-Wan's lecture about minding his surroundings. Obi-Wan will yearn for Anakin to show him the same respect that Barriss shows her master, but Luminara tells Obi-Wan that Anakin will never respect him if he does not discipline him, prompting Anakin to roll his eyes at Luminara. He tells Luminara that all of her self-discipline didn't help her stop Grievous from taking over the planet. Instant karma will befall Anakin as his lack of attention to his surroundings causes Anakin to hit his head on a statue and fall. Barriss will giggle at Anakin's clumsiness, and Luminara will snap at her student for losing her composure, forcing Barriss to immediately drop her smile and resume her stoic demeanor.

The Jedi then proceed to storm the rest of Grievous' castle and Obi-Wan engages the general in a duel on the roof of his castle, which also serves as Grievous' hangar for his shuttles and ships. While the rest of the Jedi contend with Grievous' bodyguards, Obi-Wan will best the general in single combat but Grievous will manage to distract Obi-Wan with an underhanded trick and flee to his private shuttle, where he prepares to circle around and finish the exposed and vulnerable Obi-Wan off with his ship's weapons. But he did not account for Anakin, whom he underestimated due to his status as an apprentice. Anakin had hijacked one of the Starfighters from Grievous' hangar and used his extraordinary piloting skills to save his master and shoot Grievous out of the sky. Grievous' ship crashes and burns, and Anakin presumes Grievous to be dead as he flies back to rejoin with Obi-Wan.

### General Grievous, Warlord of Kalee



A handful of Grievous' warriors, including his second-in-command Captain Qalaan manage to avoid the Jedi's warpath and escape with their freedom, coming across the wreckage of their lord's ship. They are astounded to find Grievous critically wounded, but still alive. Qalaan and his remaining warriors carefully retrieve their master and ferry him off to a cave. As Grievous lays dying, he and his men suddenly hear a strange and rhythmic mechanical sound. The sound of a droid walking. A silhouette appears at the mouth of the cave, backlit by light of Kalee's blazing desert sun. The group of Kaleesh are approached by a mysterious hooded figure wearing dark robes, yet from the waist down, his legs are pure metal. A cyborg. The stranger offers his help to the warriors and claims to be able to save the warlord's life. "Who are you?", Captain Qalaan asks defensively. Pulling back his hood, Darth Maul reveals himself and the Kaleesh are unnerved by his demonic appearance, warily keeping their guard up. Maintaining a respectable distance, Maul speaks to Grievous directly and promises an opportunity for revenge against the Jedi in exchange for servitude to the Sith. Desperate to live, Grievous accepts the offer. Darth Maul will give Grievous some painkillers from his belt pouches to dull the warlord's torment, and the Sith will order the surviving warriors to pick up Grievous and follow him. Captain Qalaan and the rest of the Kaleesh are reluctant to obey this mysterious stranger. They hesitate out of a sense of confusion, uneasiness, and distrust. Darth Maul will stop and look over his shoulder. "If you want your master to live, you will do everything I tell you. Now, pick him up, and follow me", says Maul before walking out of the cave. The clansmen look at each other and shrug before gently lifting Grievous and carrying him out of the cave.

We then cut to a montage of Grievous undergoing cybernetic surgery as his burns are treated with droids spraying ointment, his charred and deformed torso is infused with tubes and his body is

layered with plates of droid armor, while his head is inlaid with his iconic mask, all the while the Droid Army soundtrack will play in the background. By the end, Grievous has become completely transformed, and he rises from the surgery table, still covered in shadow, but his silhouette towering over his men, who stare up at him with a mixture of fear and awe as he takes his first ragged breaths and his yellow reptilian eyes glow in the dark. This scene serves as foreshadowing for what will befall Anakin Skywalker in the near future. George Lucas' intention with each of the original prequel villains like Darth Maul, General Grievous and Count Dooku, was to have each of them serve as some sort of predecessor for Anakin, as each of them embodies a certain trait that defines Lord Vader and serve as foreshadowing for his eventual transformation. The concept is really cool, but ultimately, I think the execution fell a little flat in the original films so I want to try to see if I can restore that original idea George had by having Grievous' transformation foreshadow Anakin's.



We cut to the planet of Alderaan, where a militia of troopers are returning to Alderaan's capital city of Aldera with a caravan of prisoners. The militia will be a combined force of Gungan warriors riding kaadu and Alderaanian guards riding STAPs, continuing the alliance between the Gungans and humans of Alderaan that was established at the end of our Episode I rewrite - *Guardians of Peace*. The caravan of prisoners will be escorted through Aldera City, where we see that it has changed since Episode I. Now,



humans and Gungans coexist peacefully on Alderaan as opposed to the humans excluding the Gungans as they used to in the past. Now, it seems that the Gungans have equal citizenship and rights as the Alderaanians, and the interracial citizens of Aldera all turn to look curiously at the prisoners being marched up to the royal palace.

**Militia of Alderaan guards returning with captured bandits.**

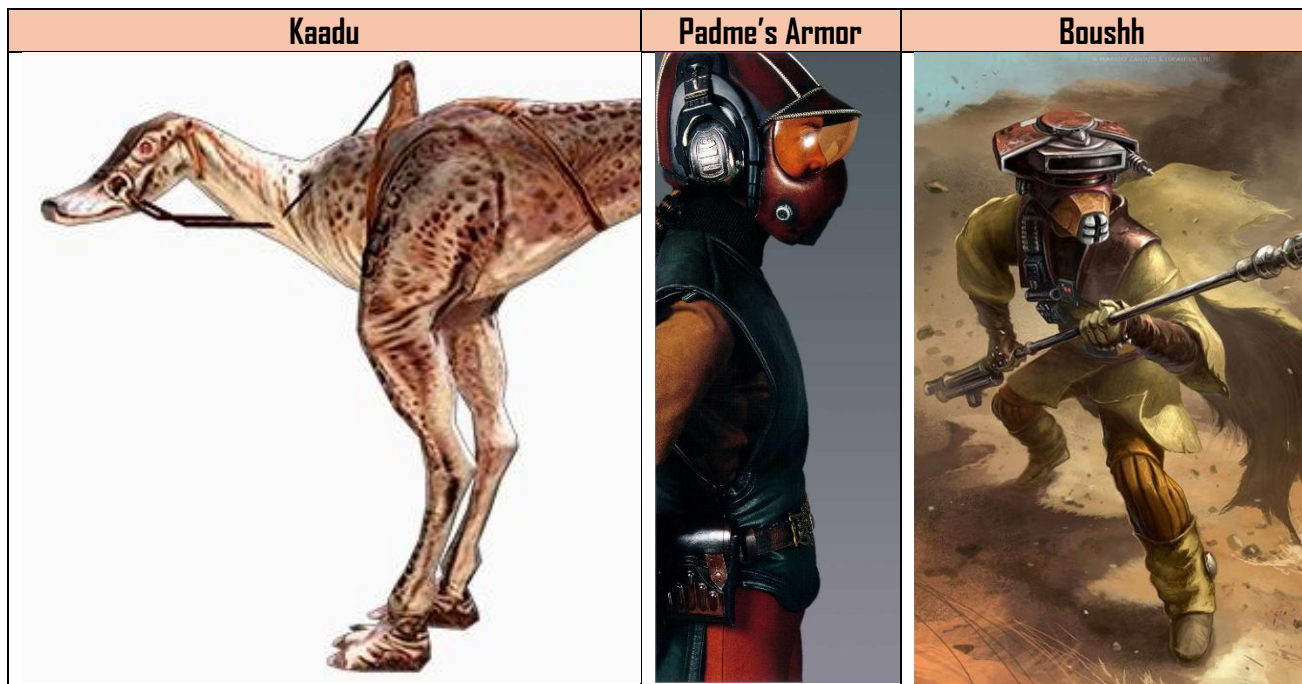


At the head of the militia will be a mysterious woman riding a kaadu. She's dressed in armor, a pistol is at her side, and she has her face covered with a masked helmet – a callback to Leia's disguise as Boushh in Episode 6. The leader will dismount her kaadu to address King Bail, Queen Breha, Captain Antilles, Big Boss Nass and R2-D2, who all await the militia's arrival at the front steps to the royal palace. The militia's leader removes her helmet and reveals herself to be Princess Padme of the House Organa, and she bows respectfully towards her parents and Boss Nass, who all return the gesture with noble courtesy. Padme will report that they finally located the hideout of the bandits who have been harassing their mines and stealing their shipments of synthstone. Both the Organas and Boss Nass thank Padme for securing their finances and Captain Antilles will congratulate the princess on her successful mission. All of Padme's combat and leadership training is paying off.

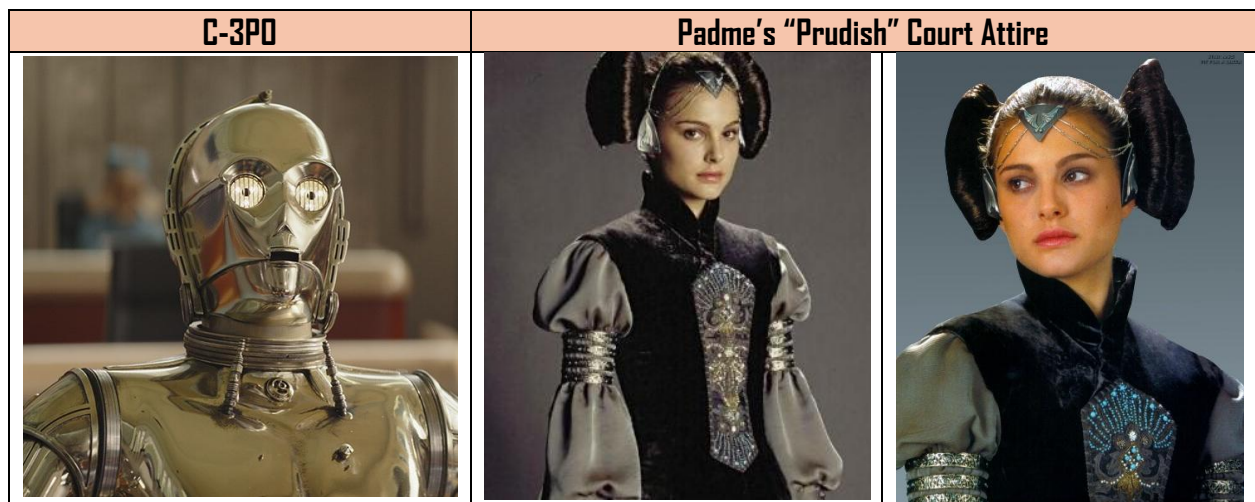
**Aldera City**







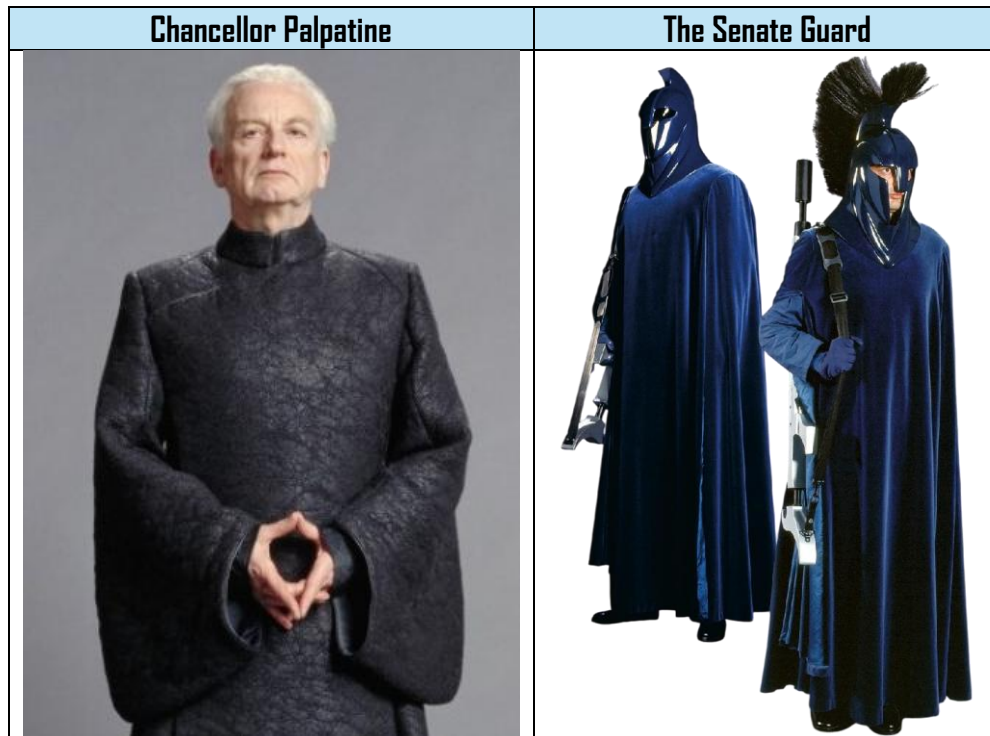
While she's changing out of her armor and into her court attire, Padme will call Anakin over hologram to chat with him. C-3PO will make a cameo here as her handmaiden that assists Padme by selecting the appropriate attire that a Princess of Alderaan must wear for formal events. While Padme changes behind her partition, she'll talk to Anakin as if he were on speaker via hologram. Anakin will flirt with Padme by asking her what she's wearing, to which she replies that he needs to ask C-3PO since he's deciding for her. Anakin will smirk and tell C-3PO to find a dress that doesn't cover too much, which the protocol droid finds to be a rather scandalous remark and encourages Padme to remain prudent. He humorously selects the court dress that covers up the most skin, earning an amusing remark from Anakin, "ah, you're no fun, 3PO", just as Padme emerges with Princess Leia's iconic space buns.



We then cut to the Jedi Temple on Coruscant. While reporting their success on Kalee to the rest of the Council, Luminara snitches on Obi-Wan and tells the Council that Obi-Wan's lack of control over his insubordinate padawan almost jeopardized the mission. Obi-Wan confesses his struggles with Anakin to the rest of the Council, and they all offer advice to their fellow Councilor. But Obi-Wan is stressed out with Anakin and is running out of patience. Yoda dismisses the rest of the Council so that he can talk with his former apprentice one-on-one. Yoda suggests assigning Anakin to temple duty, giving Obi-Wan a much-needed break. Also, as a quick side note, the Jedi Council will have some new faces in *Twilight of the Republic* since half of the Councilors were slain by Darth Maul in my *Guardians of Peace* rewrite. Joining the preexisting Jedi Masters such as Yoda, Mace Windu, Plo Koon, Ki-Adi Mundi, Saesee Tiin and Obi-Wan will be the newly-appointed Kit Fisto, along with Masters Eeth Koth, Shaak Ti, Aayla Secura, Coleman Trebor and last but not least, Count Serenno. Who will be renamed as Master Serenno for this rewrite, but we'll get into that later in this rewrite. (When it came to selecting the Jedi Council roster for *Twilight of the Republic*, I focused on choosing the most visually iconic and unique of the Prequel-era Jedi.)

Grandmaster Yoda	Mace Windu	Obi-Wan Kenobi	Ki-Adi Mundi
			
Plo Koon	Saesee Tiin	Kit Fisto	Eeth Koth
			
Shaak Ti	Aayla Secura	Coleman Trebor	Serenno
			

While the Jedi Council is in session, Anakin waits outside in the hallway and notices there is a stir and a buzz within the Temple. He sees that all of the nearby Jedi's attention is being drawn to the main entrance. Following their example, Anakin quickly sees the source of the commotion as Chancellor Palpatine himself enters the Temple, escorted by a pair of Senate Guardsmen. The Jedi start to murmur to each other with intrigue as everyone is wondering what the Chancellor is doing here, and Anakin is surprised when Palpatine singles him out and approaches Anakin personally.



The old man greets Anakin warmly, congratulating him on his latest victory on Kalee and thanking him for helping keep the Republic's fragile peace during these trying times. Anakin practically glows from this praise – even becoming slightly embarrassed – and he asks the Chancellor what the reason is for this unusual visit. The Chancellor divulges that he has an appointment with Yoda just as the rest of the Jedi Council emerges from the chamber to give Obi-Wan and Yoda some privacy. While they are all waiting in the hallway together, some of the Jedi start mingling with the Chancellor, and Anakin will take turns sharing glances with both Masters Serenno and Windu, nodding in acknowledgment towards them both. But the rest of the Jedi Council start to huddle and murmur suspiciously with one another, occasionally looking over their shoulders at Anakin while they speak. This earns a raised eyebrow from Anakin, but apparently Windu is not a fan of this reaction as he shoots Anakin a stern glare for his insolence. In the background, Palpatine casually picks up on this silent tension and makes a mental note of the interaction.

Once the rest of the Council is called back into the chamber, Anakin is summoned in as well, and Palpatine bids the young man farewell. Once the Council is reassembled, this is where we establish the rivalry between Anakin and Windu as the latter scolds the arrogant Padawan for his actions on Kalee, as



it appears Skywalker has made it a personal mission to dishonor the Jedi Code and everything it stands for. The warrior monk Jedi addresses Anakin's ego and tells Skywalker that he is no better than any other Padawan – or any other Jedi for that matter – because of his talents. He may be skilled, but that doesn't entitle him to special treatment. He cites Anakin's rap sheet from the Republic Academy, displaying his reputation for insubordination and informs Anakin that the Jedi are even less tolerant than the Academy is – and Anakin was nearly kicked out of the Academy. Windu severely reprimands Anakin, warning him that if something like the Battle of Kalee happens again, Skywalker is going to find himself excommunicated from the Jedi Order. Anakin and Windu will stare each other down with cold scowls.



We cut to Obi-Wan sparring with Anakin within the temple dojo to help him blow off some steam while other groups of Jedi spar around them under the watchful eye of Battlemaster Cin Drallig (fun cameo here for Stunt Coordinator Nick Gillard). It's clear that Anakin is very skilled with a blade, almost being better than Obi-Wan, but there is frustration within him. Anakin will ask his master why Windu has always had it out for him.



Also, as a quick side note, the Jedi within the dojo will be using non-lethal practice lightsabers similar to the ones Professor Huyang used to spar with in the *Ahsoka* series. I know this isn't a concept that wasn't invented until 2023 (or maybe it did exist earlier in canon, and I just wasn't aware of it), but it



honestly just makes practical sense to have something like a practice lightsaber in the *Star Wars* universe, since it is way too much of a safety hazard to use a real one for sparring. Seriously, it's already bad enough that most lightsabers don't have crossguards, imagine how many *more* people would be getting their limbs chopped off on accident while practicing?



Obi-Wan will banter with Anakin and tell him that aside from just being an annoying thorn in Windu's side, Windu sees Anakin as a threat because of the Prophecy of the Amethyst Blade. Decades ago, Yoda experienced a vision of the Jedi Order's future and shared it with the rest of the Council. He foretold the coming of a powerful warrior – one who had a strong connection to both the Light and Dark Sides of the Force – and who would ultimately bring balance to the Force. It remained unknown when the arrival of this warrior would come, but the Jedi would know the Promised One was among them when they wielded a lightsaber bearing an amethyst blade. "You mean purple?", Anakin asks. "Yes, well...amethyst does sound better, does it not?", replies Obi-Wan. "I didn't know the Jedi had a taste for the dramatic", Anakin responds teasingly.

Obi-Wan will go on to explain that the color of a Jedi's lightsaber represents their relationship with the Force. Those sabers with a blue blade, such as Anakin's and Obi-Wan's, signify that the wielders have a more active and physical relationship with the Force and prefer to resolve conflicts with action and initiative.

Whereas those who have green sabers, such as Masters Serenno and Yoda, have a more meditative and spiritual relationship with the Force. Both paths are good. Neither is better than other, despite what Master Serenno may say. They are each just different manifestations of the Force's will. Therefore, every Jedi within the Order commonly has either a blue or green blade.

But an amethyst blade signifies moral uncertainty within the one who wields it. For years, everyone believed that Mace Windu was the Promised One the prophecy foretold after he emerged with an amethyst lightsaber as a Padawan. But now that Anakin also wields an amethyst blade, it has caused confusion, doubt, and division amongst the Order. It remains unclear which of the two Jedi is the

promised warrior of which the prophecy speaks of. But what is clear is that Windu resents Skywalker for competing against his title and threatening his position as the Promised One within the Order.



Obi-Wan informs his apprentice of their new arrangement as Anakin is being assigned to temple duty with Master Yoda for the time being. Anakin does not take the news of his reassignment well and becomes even more frustrated with having to be Yoda's personal assistant while Obi-Wan takes a vacation to his home planet of Stewjon to visit his family. (Something I want to establish in this rewrite series is that while the Jedi traditionally renounce their worldly ties – such as family attachments – when they become a new recruit within the order, it doesn't necessarily mean they have to cut off all ties. Just like with Buddhist monks, the Jedi believe that gratitude and care for parents are still important virtues, and some monasteries will even grant its members leave to go visit or care for ill family members. Even if the both the Jedi and the monks themselves are not permitted to marry or have their own children. I personally feel like this Buddhist monk approach to the Jedi's monasticism vs the Knights Templar approach is a more thematically appropriate reference for the characterization of the Jedi Order. Especially since we don't want to dehumanize or vilify the Jedi *too* much to the point where the audience starts to see them as villains. We do want to give the Jedi some positive and humanizing traits after all.)

**REWRITING COUNT DOOKU:** Personally, I always thought the name "Dooku" was ridiculous because it literally just sounds like "doodoo", and I honestly think renaming this character as something like "Master Serenno" for this rewrite would be *so* much better, but I digress. I also didn't want to use the name "Tyranus" because not only would Dooku's original Sith name not be applicable here since Dooku isn't going to turn to the Dark Side in my rewrite, but it also wouldn't be thematically appropriate for the grandfatherly mentor role I am giving Master Serenno in this rewrite. Especially since "Tyranus" literally sounds like "tyrant", and my version of Serenno couldn't be farther from that. I usually always try to keep these rewrites as realistic as possible and knowing George Lucas' preferred style of nomenclature, "Dooku" is probably one of those goofy names he wouldn't have budged on regardless of how many drafts of the script you presented him with. Regardless, I'm sticking with the name, "Master Serenno".

So, for this version of the character, I want to give Master Serenno a slight redesign in that he'll still have the cool brown cape, but I want to replace his original black costume with something that is a little more thematic to his new characterization in this rewrite. I want to give him some light-colored Jedi

robes to help establish his character as a calm and stabilizing presence. While the green blade of his lightsaber signifies that Serenno has reached the point in his career where he relies more on the wisdom of the Force to resolve conflict rather than on physical action like the more adventurous Jedi with blue lightsabers do.

**My references for a Count Dooku redesign.**



Master Serenno will play a critical role in Anakin's character arc for this rewrite, as Dooku's canon origin as a noble Jedi Master with radical philosophies will remain intact. But unlike the original version of Episode 2, Dooku/Serenno will not succumb to the Dark Side and become an agent of the Sith, but he will fill in the role Qui-Gon Jinn held in the original version of the prequel trilogy as the radical Jedi who challenged the Jedi Code and was an advocate for reform. In this version, Serenno will still be a critic of the Jedi Order who firmly believes that the organization needs to be reformed. As an alumni student of Yoda and a Jedi Master in his own right, Serenno is respected by most if not all of the Jedi. He is a wise and noble scholar and warrior, but his integrity and his intellect compel him to voice the Jedi Order's shortcomings as an organization and he advocates for there to be a reform, much to the irritation of Mace Windu. Anyways, back to the rewrite!

Anakin will look across the training grounds and see Master Serenno sparring with both Kit Fisto and Aayla Secura at once. "Who's that? I saw him at the meeting" asks Anakin. "That...is Master Serenno, formerly the Chief Librarian of the Jedi Archives, but after the Battle of Alderaan he's become a master

of the Jedi Council. I must admit that he was Master Yoda's Padawan before me, so naturally we are...competitors...if you will", answers Obi-Wan. Anakin looks at Obi-Wan with surprise. "How many Padawans has Master Yoda had?", he asks. "Well, he is over 800 years old, so I would say quite a lot" responds Obi-Wan sarcastically. Anakin turns back to Serenno and watches the old man defy the limitations of his age by moving and fighting with as much speed and grace as a 20-year-old man, earning compliments from Cin Drallig as he observes the sparring session.

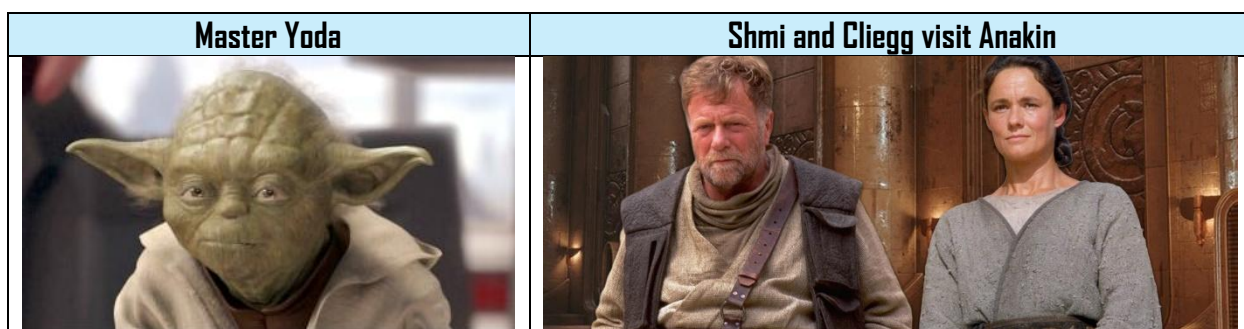
"I want to fight him", announces Anakin bluntly. Obi-Wan is taken aback by his Padawan's boldness. Still trying to process Anakin's audacity, Obi-Wan watches Anakin confidently stride towards the group of sparring Jedi. They all pause at Anakin's approach and Serenno politely dismisses his two partners with a bow before turning to Anakin. "You are Obi-Wan's student, are you not? What can I do for you, young padawan?", asks Serenno. He speaks with the respectful countenance of a high-class aristocrat. Anakin twirls his wooden practice lightsaber, "a match, if you would be so kind, old master" responds Anakin as he brandishes his weapon and flashes Serenno a cocky smile. Serenno looks past Anakin at Obi-Wan and chuckles. "I see your Padawan has inherited your nerve, Master Kenobi...but not your wit, it seems. Come then, Skywalker. Let us see what you can do", Serenno assumes his battle stance, as does Anakin. The two Jedi engage in a duel that is very similar to the one that they share at the end of the original Episode 2, where Serenno insults both Anakin and Obi-Wan while fighting Anakin. But the fight doesn't last long and Serenno wipes the floor with Anakin, disarming him and knocking him on his back. "You have impressive technique, young Skywalker. But you lack patience", critiques Serenno. He holds a hand out to Anakin and pulls him back up to his feet before bowing to the Padawan and leaving. "Well, I hope you're happy now that you've made a proper fool of yourself, Anakin", Obi-Wan says flatly, "now if you must excuse me, I must prepare for my journey". Anakin glares at his master, "funny word for vacation". Obi-Wan delivers a mocking bow, "duty calls".





Anakin becomes extremely irritated with all of the chores Yoda gives him; from cleaning the Grand Master's dorm, washing his clothes, pulling the weeds in the garden, and cooking meals in the kitchen, not to mention being the last one to eat every time. Anakin's mom arrives at the Jedi Temple unannounced with her husband Cliegg to give Anakin a surprise visit. Yoda joyfully invites Anakin's parents to his dorm, and they all chat over tea, where Yoda turns out to be an incredibly polite and pleasant host as he chats with Anakin's family. The Jedi master and Shmi will bond cordially at Anakin's expense, humbling the padawan as Shmi shares embarrassing childhood stories about Anakin with Master Yoda.

Later that night, Anakin starts to experience nightmares of his mother's death, and this does nothing to improve his overall grouchy mood. Yoda senses all this boiling negativity within Anakin and invites him to a duel to help get all of his frustration out. Anakin doesn't want to hurt the frail old Jedi but is spurred into action when Yoda mischievously taunts him with a mocking joke, "embarrass you like Master Serenno, afraid you are". Anakin growls and quickly swings his broom at Yoda and the little green Jedi Master shows off how agile and nimble he really is, dodging and spinning around Anakin, disorienting the padawan into hitting himself with the broom before Yoda floors him with a series of quick punches and kicks. Yoda summons his cane back into his hand and uses the Force to telekinetically help the humbled Anakin back onto his feet. Anakin asks how Yoda is able to be so acrobatic and flexible for one so old, and Yoda will respond with, "a great toll on me, such an effort creates. But the Force is my ally, and a powerful ally it is".



Yoda sits the young student down and while they meditate together, Yoda asks Anakin about what's troubling him. Anakin shares his nightmares with Yoda, along with all of the rest of his anxieties. The Grand Master counsels Anakin to let go of all of his attachments and gives his famous quote from Episode I: "Fear leads to anger, anger leads to hate, hate leads to suffering". Yoda also deduces that Anakin has feelings for Padme and strongly discourages this since love can be the death of duty. This is a hard lesson that nearly every Jedi must learn in order to become an official member of the Order. While they may all come from different backgrounds and different planets, everyone wants to be loved. It's only natural. But to recklessly indulge in that love, to allow yourself to be consumed by lust, can be disastrous. It doesn't even have to be sexual lust. It can be a lust for power or a lust for wealth and status. What Anakin is going through is nothing new for the Jedi Order. To become a Jedi Knight, the trick is not to close yourself off from emotion completely, but to discipline your passions. The trick is to learn how to *control* your emotions rather than let them control *you*. Impulsion and self-gratification are the way of

the Sith, not the Jedi. "All valuable traits, loyalty and love are. But hold on for too long, you do. Care too much. When you do this, invite pain, you do. Learn when to let go, you must. Or all you hold dear, lost it will be". Anakin finds all of this hard to accept and is unsure if he can learn how to let go, but Yoda promises that it is possible, and he vows to help young Skywalker along the way.

Yoda and Anakin meditate together.



**THE KENOBI GALA:** Obi-Wan will be given Count Dooku's backstory, where he was born to a proud and wealthy family of aristocrats who had sent Obi-Wan away to train with the Jedi after it became clear that he was Force-sensitive when he was just a child. We get to see Obi-Wan reunite with his sister Jenza Kenobi, and it becomes clear that a snarky sense of humor runs in the Kenobi family when the two siblings' banter back and forth while playing holographic chess (Dejarik). I feel like either Nicole Kidman, Tilda Swinton or Cate Blanchett would've been perfect for this role, especially since my version of Jenza Kenobi is inspired by Duchess Satine from *the Clone Wars*, who in turn was inspired by Cate Blanchett's performance as Queen Elizabeth the First in the 1998 and 2007 films surrounding the famous Virgin Queen of England.

Obi-Wan is reunited with Jenza.



The Kenobi estate on Stewjon.



Obi-Wan finds himself attending a gala hosted by his parents at their family mansion and he can't help but feel out of place, wearing his humble Jedi robes while all of the stuffy nobles, dukes and duchesses raise their eyebrows at him and look down at him in a condescending manner. A group of nobles groveling to Obi-Wan's parents, Count and Countess Kenobi of Stewjon, will become extremely nosy, and they'll corner Obi-Wan and bombard him with all kinds of personal, offensive, and intrusive questions about both the Jedi Order and what their stance is on the clone formula controversy. It's

pretty evident that the Kenobi family and their social circle are members of the “anti-clone formula” party and want to secede from the Republic. So, they’re trying to trap Obi-Wan in his words and get him to say something negative about the Jedi or the Republic. Obi-Wan is about to snap back at the nobles but is spared by this rude annoyance when Jenza pulls him aside for a dance. She reminds her dear brother “Obi” that the Republic Senate is all in a fuss right now over the Alderaanian cloning formula Obi-Wan helped secure from the Banking Clan in the last film. Things have become rather tense within the political field ever since the formula was introduced to the senate. Such a biological advancement has stirred the hornet’s nest so to speak, and it would not do for Obi to tarnish the family name by talking about his involvement in such a controversial matter, even if everything he said were true. This is a politician’s game, Jenza reminds him, not a Jedi crusade. This is not a battlefield he is used to, so Jenza stresses for Obi to let her do the talking since this kind of political sparring has become second nature to her. There are already talks of certain planets pulling their support from the Republic, which would lead to economic chaos. Everything is very delicate right now, as Jenza explains, to which Obi-Wan replies that he is grateful the Jedi do not live such tedious lives.

Cate Blanchette	Nicole Kidman	Duchess Satine Reference
		
Count Kenobi	Countess Kenobi	
		

Some of the Stewjon nobles attending the Kenobi gala who harass Obi-Wan.



We then cut to the planet of Kamino, where Jango Fett will spar with a clone officer in hand-to-hand combat (it could literally be anybody. It doesn't really matter. It could be Cody, Bly, Fordo, Bacara, Wolffe, Appo, whoever), while the rest of the aforementioned officers stoically observe. Jango and his clone opponent will spar within a circle, with whoever steps out of the circle first losing. The clone officer will start to get an edge on Jango, to which the bounty hunter responds by fighting dirty and cheap, shooting his opponent, allowing him to win the match. We see some of the officers silently paying their colleagues with credits. They've clearly been betting on this fight. Jango will help the defeated commander back up on his feet, giving him feedback on his performance and lecturing him to watch out for his weak spots. This is a lesson Jango reminds the rest of the officers to keep with them forever, otherwise they'll end up dead if they forget it. Jango tells the officers that he handpicked them to be the commanding officers of the greatest army the galaxy has ever seen because he saw potential in them. They're not as ordinary as the standard clone troopers are. He expects more from them because he knows they can achieve it. On this final note, Jango dismisses his men, and they salute him before leaving.

We see a little boy – Boba Fett – walk up to his father and he begins polishing his armor. Jango will quiz Boba and ask him what he learned from studying that fight. Boba replies that honor is an easy weakness to leverage against your opponent. That fighting to win means by default that you cannot follow the rules. In the end, honor won't save your life. Logic, skill, and practice are the tools of a professional. Jango approves of his son's answer as an unexpected visitor arrives.



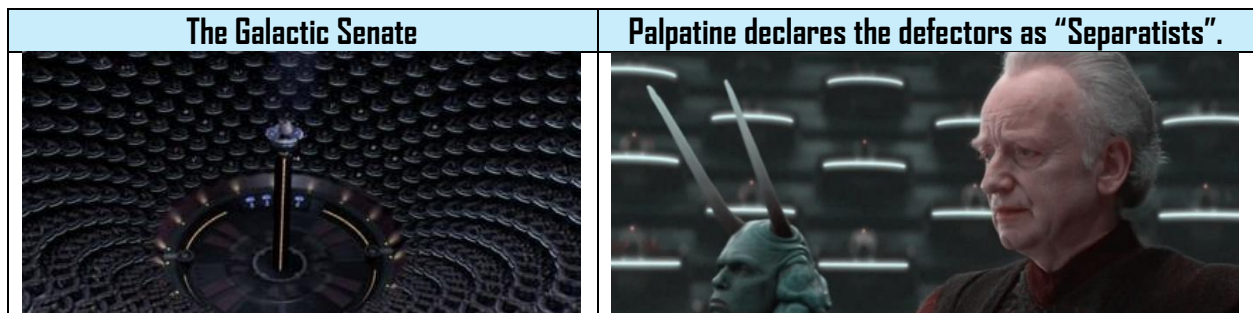
Appo	Fordo	Wolffe
		
Bacara	Cody	Bly
		
Officers observing the sparring session.		Jango Fett lecturing his commanders.
		

Darth Maul enters the room, and we see Boba become intimidated by the menacing, demon-horned Sith Lord and he backs away nervously. Maul tells Jango that he has a job for him, to which Jango replies that he's already fulfilling the first job Maul's master hired him for, and that is to train the clone army. A task which Maul admits Jango has completed well, but there is a more pressing matter that requires the bounty hunter's immediate attention. A special mission from Lord Sidious himself. "Such as?", Jango asks. Maul withdraws a chip from his pocket and with the click of a button, a hologram of a

planet appears. "Coruscant", Jango remarks with indifference. Maul dissipates the image of Coruscant with another click and hands the chip to Jango, informing him that his instructions for the mission are detailed within the drive. With a quick montage, we see Jango Fett prepare for the mission as he dresses himself in his Mandalorian armor and straps on all of his weapons, saving his helmet for last as Jango strides aboard his ship and takes off into the space, while Boba watches him mournfully from a window.



Back on Coruscant, Anakin will also accompany Yoda to a senate meeting and see just how tense and divided the Republic has become. The controversy over the morality of cloning has split their government into two parties. There's the pro-clone advocates, who believe that replacing the Republic military with a clone army will save the Republic from having to sacrifice its own people in times of war. With genetically engineered clones serving as soldiers, wives will no longer become widows and children will no longer become orphans. But, the anti-clone lobbyists believe it is inhumane to breed clones, who are still sentient organic beings, just to press them into service and make them second-class citizens. They'd practically become slaves in all but name. The anti-clone politicians prefer to keep droids for hard labor and for their military, since they are machines who don't have families or futures and there is nothing ethically wrong with creating droids as slaves because they themselves are not real people. The anti-clone senators even go as far as to demand that the perfect clone formula made by Alderaan be destroyed, but Palpatine refuses to go to such lengths. Because of this, a schism occurs, and Anakin and Yoda watch as a number of planets pull their support from the Republic, and Palpatine labels them as Separatists. Half of the Senate leaves their chairs, while the other half stay in their seats and watch the Separatists storm out of the building.



Mon Mothma watches as the Republic splits in two.



While this debate takes place, Yoda and Anakin will watch on from the sidelines, with Anakin shaking his head in criticism. "This is pointless", he grumbles. Yoda's ears perk up with intrigue. He raises an eyebrow and gives Anakin an impish look. "A better proposal, you have? Handle this situation, how would you?", asks Yoda. Anakin crosses his arms and frowns at the politicians, "they spend too much time sitting back and arguing instead of getting up and actually *doing* something. There are too many loopholes in the system. It's too complex, and that's why nothing gets done. It needs to be simplified. The Republic needs one, strong voice with a single purpose. Not thousands of voices trying to shout over each other. It gets too muddled. When I was a cadet in the academy, it was never like this. There's no control. We're too focused on fighting each other when we should be standing together united. We need to stop playing with words. We need order, otherwise it'll just be this...", Anakin gestures at the bickering senators, "...chaos", he says, finishing his sentence. Yoda nods thoughtfully as he rubs his chin. "A monarchy, you are suggesting, Skywalker?", Yoda probes. "Yes, if need be. You want to know how I would handle this, master? I would take charge. I would put my foot down and let everyone know that this kind of nonsense won't get us anywhere. Bureaucracy doesn't work. We need a new system. An easier one. Something simple, but sophisticated", answers Anakin. "A politician, you could become", points out Yoda. Anakin laughs and shakes his head, "I don't have the patience. Personally, I wouldn't mind putting a few more military minds in the senate. I know that's not the popular opinion, but it would definitely help make things easier. Not to mention those soldiers would better represent our government and what we stand for than these fat and greedy aristocrats", Anakin gestures at Senator Orn Free Taa as he says this, and Yoda can't help but chuckle at this comment as they watch the overweight senator move his bulk around as he wildly waves his arms and shouts at the other senators across the room.

This scene will really go a long way in establishing what kind of philosophy Anakin has about politics. The fact that he wants to simplify things and is willing to sacrifice the freedom that comes with democracy in order to achieve efficiency, really shows why Darth Vader is such a strong supporter of the Empire in the original trilogy. Seeing how chaotic and unproductive democracy can be, Anakin loses faith in it. He's a warrior, so his perspective on the world and the way it should work is a bit simplified. The military system is a straightforward and simple one. And Anakin thinks that the Republic should be the same way. He's willing to give up his liberal freedom and submit to a dictator if the end result is a more controlled and secure society.



**THE INCITING INCIDENT:** Padme was present during the senate meeting and witnessed the schism, and she meets up with Anakin in the hallways of the senate building. Yoda advises Anakin to be cautious of his feelings before giving the apprentice permission to go with Padme to a café. Over tea, Anakin contemplates Yoda's advice about caring too much. He is about to break up with Padme when suddenly a number of demolition droids charge into the market district and self-destruct into giant bombs, blowing up a bunch of civilians and buildings throughout the city. Yoda holds back one of the explosions with the Force, saving all of the civilians behind him from a scorching death. But he is wounded and knocked unconscious when a piece of rubble falls on top of him.

Padme's Senate outfit	Demolition Droid
	
Coruscant is bombed.	Yoda holding back the explosions.
	

Anakin and Padme team up to rescue wounded survivors, with Anakin lifting the rubble with the Force while Padme drags the citizens out to the ambulances. Since Jedi are so rare and they hardly ever go out in public, the people of Coruscant are in awe of Anakin. To the public eye, the Jedi are these legendary and mysterious sorcerers who lock themselves up in their temples. The Jedi are put on this pedestal that makes people revere them as ominous superheroes. Once Anakin and Padme have helped everyone that they can, throngs of people start to swarm the couple, and they praise the Jedi for saving them. This amount of worship pleasantly surprises Anakin, and he can't help but feel good in this moment. All of his happiness is dashed away when all of the giant digital billboards in the city switch over to a



livestream from Chancellor Palpatine's office. Palpatine broadcasts throughout all of Coruscant that the bombings were a terrorist strike from the Separatists. Refusing to tolerate the slaying of his people and the loss of innocent lives, Palpatine declares war, and everyone watches in shock.

Over broadcast, Palpatine declares war on the Separatists.



**OUTRO:** And that concludes Part 1 of my rewrite for *Star Wars Episode 2: Attack of the Clones*! If you guys want to know when Parts 2 and 3 of this rewrite will be released, then go ahead and subscribe, so that you can be the first to know when I drop a new script! Leave a comment on the announcement video if you have any thoughts or questions and I will catch you guys next time! May the Force be with you!