

1. EXT PLAIN OF HOTH – HELICOPTER SHOT – DAY

A white snowscape races toward camera... the MAIN TITLE quickly recedes, followed by a roll-up.

Episode V: THE EMPIRE STRIKES BACK... After the destruction of its most feared battle station, the Empire has declared martial law throughout the galaxy.

A thousand worlds have felt the oppressive hand of the Emperor as He attempts to crush the growing rebellion.

As the Imperial grip of tyranny tightens, Princess Leia and the small band of freedom fighters search for a more secure base of operations...

The roll-up disappears into the bleak horizon. 2. EXT PLAIN OF HOTH – HELICOPTER SHOT – DAY

The camera tilts down bringing into view a small figure galloping across the windswept ice slope. 3. EXT PLAIN OF HOTH – DAY

A closer panning shot reveals a bundled rider on a large gray snow lizard, called a TAUNTAUN. Curving plumes of snow rise from beneath the speeding paws of the two-legged beast. 4. EXT PLAIN OF HOTH – SLOPE – DAY

The rider gallops up a slope and reins his lizard to a stop. 5. EXT PLAINS OF HOTH – SLOPE – DAY

He pulls off his protective goggles. It is LUKE SKYWALKER. He notices something in the sky and takes a pair of electro-binoculars from his utility belt. 6. EXT PLAIN OF HOTH – LUKE'S POV – DAY  
From LUKE'S POV, we follow a bright object as it falls to the ground. On the distant horizon, an explosion marks the point of impact. 7.

EXT PLAIN OF HOTH – SLOPE – DAY

The wind whips at Luke's fur-lined cap as he activates a com-link transmitter. His lizard is nervous.

LUKE (to the Tauntaun) Easy girl, it's just another meteorite. (into com-link) Han... Han ol' buddy, do you read me?

After a little static a familiar voice is heard.

HAN (OS) (filtered) Loud and clear, kid. What's up?

LUKE I've finished my circle and I haven't picked up any life readings.

HAN (OS) (filtered) There isn't enough life on this ice cube to fill a space cruiser. My sentry markers are placed. I'm heading back to the base.

LUKE I'll see you shortly. A meteorite just hit the ground near here and I want to check it out... Won't be long. 8. EXT PLAIN OF HOTH – SLOPE – DAY

Luke clicks off his transmitter and reins back on his lizard, which seems frightened. Luke pats the beast on the head to calm it. LUKE Weeho, girl! What's the matter... you smell something? There's nothing out there. I'll check again...

Luke takes a small device from his belt and starts to adjust it when suddenly a large shadow falls over him from behind, followed by a monstrous HOWL. Luke turns and looks up at an eleven foot high shape towering over him.

LUKE Son of a jumping...!!!

He grabs for his pistol, but is HIT flat in the face by a huge, white claw, knocking him into the snow, bloody and unconscious. 9.

CLOSE-UP LUKE

Luke falls unconscious into the snow. The terrified screams of the Tauntaun are cut short by the horrible snap of a neck being broken. 10. EXT PLAIN OF HOTH – SLOPE – DAY

The WAMPA ICE MONSTER grabs Luke by one ankle and drags him away. 11. EXT METEORITE CRATER – SNOW PLAIN – DAY

A WEIRD MECHANICAL SOUND is heard over the whining of the wind. A strange PROBE ROBOT, with several extended sensors, emerges from the smoke-shrouded crater. The ominous robot FLOATS across the snow plain, and disappears into the distance. 12. EXT ICE CAVES – REBEL BASE ENTRANCE – DAY

A stalwart figure rides his Tauntaun up to the entrance of an enormous ice cave. 13. INT MAIN HANGAR DECK – REBEL BASE  
Rebel troopers are rushing about unloading supplies and otherwise securing their new base. The rider swings rakishly off his lizard and pulls away his goggles: HAN SOLO. He walks briskly into the main hangar deck toward the MILLENNIUM FALCON, which is parked among several fighters. Mechanics, R-2 units and various other droids hurry about. Han stops at the Millennium Falcon. His Wookiee co-pilot is welding on the back of a central lifter. Now he stops work and lifts his face shield; CHEWIE growls a greeting to his boss.

HAN Cold isn't the word for it, Chewie. I'll take a good fight any day over all this hidin' and freezin'!... How you coming with those lifters? The Wookiee GRUMBLES a reply.

HAN All right. I'll go report then I'll give you a hand with them. Soon as those lifters are fixed, we're out of here.

Chewbacca lets out with a joyful CHUCKLE and returns to his work as Han leaves. 14. INT COMMAND CENTER – ICE CAVE

A makeshift command center has been set up in a blaster area of thick ice. The low-ceilinged room is a beehive of activity. Controllers, troopers, and droids move about setting up electronic equipment and monitoring radar signals. GENERAL RIEEKAN straightens up from a console as Han approaches.

RIEEKAN Captain Solo. What's the situation?

HAN There isn't a hint of life in the area. But all the perimeter markers are set, so you'll know if anyone comes calling.

RIEEKAN Good, and Commander Skywalker?

HAN He's checking out a meteorite that hit near him. He'll be in soon. RIEEKAN (indicates radar screen) With all the meteor activity in this system, it's going to be difficult to spot approaching ships.

HAN The Empire won't look for you out here. I'd say you're all set... which means it's time for me to get going.

LEIA (OS) You're leaving?

The two men turn to see PRINCESS LEIA, dressed in a short white combat jacket and pants. She is upset by Han's news. Her hair is braided and tied across her head in a "30's" Nordic fashion...

HAN That's right.

RIEEKAN You're an extraordinary fighter. I hate to lose you.

HAN Thank you, General. But there's a price on my head. If I don't pay off Jabba the Hutt, I'm a walking dead man.

RIEEKAN I understand. A death mark is not an easy thing to live with... Until our paths cross again, may the force be with you.

Rieekan touches Han and moves away. Han turns to Leia.

HAN (with feeling) I guess this is it, Your Highness.

Leia is angry. Han sees she has no warmth to offer him. He shakes his head and adopts a cooler tone.

HAN Well, don't get all mushy on me. So long, Princess. Han walks away. Leia stewes a moment, then follows him. 15. INT ICE

CORRIDOR – REBEL BASE – HOTH

Han strides down a corridor carved from the ice. Leia follows quickly, agitated. Behind them, unnoticed, an appendage of a Wampa Ice Monster suddenly detaches from a seemingly solid section of ice wall.

LEIA Han!

Han stops in the quiet corridor and turns to face Leia.

HAN Yes, Your Highness?

LEIA You said you were going to stay. What happened?

HAN That bounty hunter we ran into on Ord Mantell changed my mind.

LEIA Does Luke know?

HAN He'll know when he gets back... Don't give me that look. Every day more bounty hunters are searching for me. If I don't pay off Jabba soon, there'll be too many to stop... Remotes, Gank killers, and who knows what else. I've got to get that price off my head while I still have a head.

LEIA Han, we need you here.

HAN We?

LEIA Yes.

HAN Not you? LEIA (mystified) Me? I don't know what you mean.

HAN (shakes his head, fed-up) You probably don't. How could you? You're so terrified of your own emotions...

LEIA And what are they, pray tell?

HAN You want me to stay because of the way you feel about me.

LEIA I respect you. You're a bold fighter, maybe not the brightest, but...

HAN No, your worship.. That's not what I'm talking about.

Leia stares at him, understands, then laughs.

LEIA You're imagining things.

Han has had it with this broad. He steps closer. Leia is almost against the wall. Han puts a hand against the wall to cut off any retreat.

HAN Am I? I say you came running after me because you were afraid I was leaving you without even a kiss.

LEIA I'd just as soon kiss a wookiee. HAN There's no accounting for taste. Believe me, you could use a good kiss. (warming to the subject) You've spent so much time doing your duty and giving orders you've never learned how to be a woman. It's a shame, because you've got all the makings for one. I could have helped you plenty in that department... if you'd have let go for a minute. But it's too late now, sweetheart. Your big opportunity is flying out of here. LEIA We are fighting for a cause much...

HAN Spare me please! Don't tell me about the Rebellion again. I've had it with your noble mission. All you let yourself think about is the Rebellion. The result is you're as cold as this planet.

LEIA And you think you're the one to apply some heat?

HAN Sure... If I were interested. But I don't think it'd be much fun. He steps away from her, takes a last cool appraisal.

HAN (Continued) We'll meet again. Maybe you'll have grown up a little by then.

LEIA You have all the breeding of a Bantha, but not as much class...

Enjoy your trip, hot shot!

Leia walks away. 16. EXT ICE PLAIN OF HOTH – DAY

Track with the sinister, probe robot as it moves across the vast frozen wilderness. One of its extended sensors detects something and the robot stops, turns and heads off in another direction, at high speed. 17. EXT MOUND OF SNOW – ICE PLAIN – HOTH – DAY

The robot stops before a large mound of snow about twenty feet long and six feet high. It circles the mound, then shoots a thin laser bolt at the snow drift. 18. CLOSE-UP MOUND OF SNOW

The mound shakes a little bit and two large eyes appear at one end, staring directly at the robot. A primeval BELLOW issues forth from the mound. 19. EXT MOUND OF SNOW – ICE PLAIN – HOTH – DAY

The robot backs off a few feet, then blasts the mound with a heavy laser bolt that disintegrates the snow-covered creature in a cloud of smoke and flame. 20. EXT ICE PLAIN – HOTH – DAY

The evil robot moves off toward the horizon. 21. EXT ICE GORGE – HOTH – DUSK

The jagged face of a huge ice wall sits gloomily in the dim twilight of a Hoth day. Luke hangs spreadeagle upside down, ankles tied by hide thongs to ice stalactites, his extended arms within a meter of the snow floor. His face is covered in dried frozen blood on one side. He opens his eyes as a chilling MOAN of the hideous ice creature echoes off the gorge walls. 22. EXT ICE GORGE – MED SHOT  
LUKE – DUSK

Luke pulls himself up, grabs hold of his ankles, and futilely tries to unfasten the thongs. Exhausted, he drops back into the hanging position.

LUKE (to himself) Relax. Relax.

Luke spies his laser sword lying near a pile of his discarded gear about three feet out of reach. Reverberating through the gorge, the growling and crunching sounds of the approaching ice monster can be heard. Luke desperately strains for his sword. Quietly, almost a whisper, Luke hears old BEN'S CALM VOICE.

BEN (Voice Over) Luke, think the saber in your hand. Luke focuses on the saber as the huge monster's feet crunch closer. Luke's hand strains toward the weapon, his eyes squeeze tight in concentration.

LUKE Gotta relax, relax...

BEN (Voice Over) Let The Force flow, Luke.

Just as the ice monster looms over Luke, the light saber suddenly jumps three feet into Luke's hand. The young warrior instantly ignites

the sword, swings up and cuts both of his bindings. He drops to the snow in a heap. The startled ice monster moves back, his giant yellow eyes blinking. The most that can be discerned of the creature is a shape, and those two perplexed eyes. Luke scrambles to his feet. He swings his light saber and the monster screams in pain. 23. EXT ENTRANCE TO ICE GORGE – HOTH – DUSK

Luke staggers out of the gorge and stumbles down a snow bank. 24. INT MAIN HANGAR DECK – MILLENNIUM FALCON – DUSK

The hangar is full of activity. We hear a familiar stream of beeps and whistles a moment before catching sight of ARTOO and THREEPIO, who appear from a corridor and move along an ice wall toward the Millennium Falcon. Behind them, in the ice, two large yellow eyes blink open.

THREEPIO It is not my fault, you malfunctioning twerp. I merely commented that it was freezing in her chamber. But it's supposed to be freezing. I did not ask you to turn on the thermal heater. I don't know how we'll get all her things dried out... Ah. Here we are.

The two robots stop at Han Solo's space freighter. Han and Chewie are still struggling with their central lifters. THREEPIO Captain Solo, sir. Might I have a word with you?

HAN What is it?

THREEPIO Mistress Leia has been trying to reach you on the communicator, but either you have it turned off, or it is malfunctioning... if it's damaged, Artoo, could fix it, if you like.

HAN I shut it off. What's her royal holiness want?

THREEPIO She is looking for Master Luke, and assumed he would be here with you. No one seems to know...

Han glances at the fading light at the entrance of the ice cave as night slowly begins to fall on the planet.

HAN (concerned) Luke's not back yet? It's almost night out there!

Han jumps down off the lift.

HAN Bolt it down, Chewie... (yelling) Deck Sergeant! (into com-link) Control, has Commander Skywalker reported in yet?

He gets a negative reply as the DECK SERGEANT and an AIDE rush up to Han.

DECK SERGEANT Yes sir!

HAN Sergeant, is Commander Skywalker back yet? DECK

SERGEANT I haven't seen him. He probably came in through the south entrance.

HAN Probably isn't good enough, Sergeant. Check on it!

The Deck Sergeant and his aide turn and rush off. Artoo lets out a confused whistle.

THREEPIO I don't know, Artoo. (to Han) Sir, might I inquire what's going on?

HAN Go tell your precious Princess... Luke is dead unless he shows up soon.

Artoo lets out with a hysterical whistle.

THREEPIO Oh no! 25. INT MAIN HANGAR DECK – TAUNTAUN CORRAL – NEAR ENTRANCE – DUSK

The Deck Sergeant and several Troopers inspect the mangled remains of three dead Tauntauns. Some of the hardware nearby has also been brutally pulled out of shape. Several surviving Tauntauns shuffle nervously nearby. Outside the light is slowly fading.

TROOPER (to Deck Sergeant) ... I can't imagine, sir. Their necks are broken.

The Deck Sergeant nods, then notices Han running up and steps out of the group to meet him.

DECK SERGEANT Commander Skywalker hasn't come through the south entrance, sir. Maybe he slipped by without checking in. HAN Not likely! Where are the speeders?

DECK SERGEANT We haven't got them adapted to this cold yet...

HAN We'll have to go out on Tauntauns.

DECK SERGEANT The temperature is dropping too fast.

HAN You bet it is... and Luke's out in it.

Han pushes through the troops and mounts a snow lizard. Huge monster feet move into the shadows of one of the X wing bays.

DECK SERGEANT The night storms will start before you can reach the first marker.

HAN Then I'll see you in Hell. 26. EXT SNOW CAVE ENTRANCE – REBEL BASE – DUSK The small, lone figure riding a snow lizard races off into the hostile vastness of snow and cold. The slightest hint of wind blows up the snow behind the Tauntaun. 27. EXT PLAIN OF HOTH – DUSK

The dark, evil probe robot moves across the frozen floor of the Hoth plain. The wind is beginning to pick up, and snow starts to cake on the front of the robot. It stops, hovers, then drops to the ground.

Several probes emerge from its metal hull and a dome shaped force field around the robot begins to glow. Eventually, the force field becomes a solid shape and is quickly covered with the blowing snow. 28. EXT PLAIN OF HOTH – DUSK

Han rides across the plain on his Tauntaun. 29. EXT PLAIN OF HOTH – CLOSE-UP HAN – DUSK

He reigns his mount to a stop, looks around and listens. It's almost as if he hears something. He turns and looks in one direction, then spurs his lizard in that direction. 30. EXT PLAIN OF HOTH – DUSK

Han rides off across the plain on his Tauntaun. 31. EXT SNOW DRIFT – HOTH – DUSK

The wind is blowing quite strong now. Luke struggles to stay upright, but a blast of freezing snow knocks him over. He struggles to get up, but can't. The young warrior from Tatooine drags himself a couple of feet and then collapses.

LUKE I can't...

BEN You must. Luke, look at me!

Luke looks up and sees old BEN KENOBI standing not ten feet away. Luke strains to lift himself up. He is speechless.

BEN You must survive, Luke.

LUKE I'm cold... so cold...

BEN You must go to the Dagobah System... There you will learn from one who taught me: Yoda, the Jedi Master.

LUKE (reaches out weakly) Ben... Ben...

BEN Luke... you are the only hope. The image of Ben fades, revealing a lone rider on a Tauntaun in the windswept horizon.

LUKE Ben!?

Luke drops into unconsciousness. 32. EXT SNOW DRIFT – HOTH – DUSK

Han pulls up, leaps off his lizard. He goes to his snow-covered friend and cradles him in his arms. Han's Tauntaun lets out a low, pitiful bellow. There is real fear in Han's face as he shakes Luke.

HAN Come on, buddy, you aren't dead yet. Give me a sign here.

Luke doesn't respond. Han begins frantically rubbing Luke's wounded face. Soon he is slapping him.

HAN Don't do this, Luke, it's not your time...

Luke responds to a slap. Han is joyous.

HAN All right! I knew you wouldn't leave me out here all alone!

Han glances over toward his Tauntaun with concern as he starts to lift Luke.

HAN (to Luke) We've got to get you out of here before our transportation freezes. 33. EXT SNOW DRIFT BY TAUNTAUN – HOTH – DUSK

Han has carried Luke almost to the lizard when the Tauntaun dies



with a moan. Han checks the lizard.

HAN Blast! Deader than a Triton moon. We haven't got much time. Han ignites Luke's light saber and cuts the beast from head to toe. He quickly shovels the steaming innards of the beast into the snow. Then he lifts Luke's inert form and stuffs him inside the carcass.

HAN I know this doesn't smell so good, Luke, but it'll keep you from freezing. I'm sure this Tauntaun wouldn't hesitate if it were the other way around. (Han gets an awful whiff of the insides) Whew! It's just as well you're out, pal.

Han starts pulling things out of a pack on the dead lizard's back.

HAN (into com-link) Base one, do you copy?... This com-link is useless.

The wind has picked up considerably and Han is beginning to find it difficult to move. He struggles with the shelter container, opens it and starts constructing it.

HAN If I don't get this shelter up fast, Jabba the Hutt won't need those bounty hunters. 34. SNOW DRIFT – HOTH – DUSK

A veil of icy snow flows across the snow drift obscuring the doomed warriors. 35. INT MAIN HANGAR DECK – ENTRANCE – NIGHT

Princess Leia and her two robots stand before the dark entrance to the rebel base, waiting for a sign of the two rebel heroes. Leia shivers as the cold wind blows in on her. Artoo beeps a mournful tone.

Chewie is sitting nearby with his head in his hands.

THREEPIO Artoo can pick up no signals, although he feels his range is probably too limited to give up hope. Leia nods an acknowledgement, but she is lost in thought that is only broken when General Rieekan approaches.

RIEIKAN Nothing more can be done tonight. The shield doors must be closed. I can't wait any longer. I'm sorry.

LEIA (resigned) I understand.

Chewie lets out a long, mournful howl, somewhat like a coyote.

RIEIKAN The speeders should be ready in the morning. They'll make the search easier.

LEIA Is there any chance of them surviving out there?

RIEIKAN Slim, but yes, there's a chance. They have a shelter. It's not much, but...

Artoo lets out with a complex series of efficient beeps.

THREEPIO Beggin' your pardon, ma'am, but Artoo says the chances of survival are one thousand, seven hundred twenty-seven to one. (to

Artoo) Actually, I don't think we needed to know that.

Leia stands praying to herself as the huge metal doors slam across the entrance of the ice cave. The loud BOOMS echo through the huge cavern. Chewie lets out another howl. 36. EXT ICE PLAIN – HOTH – DAWN

The huge dim sun of Hoth crawls lazily over the horizon in the North as a spurt of snow shoots skyward revealing the dark probe robot. The sinister object pulls in several of its extended arms, hovers for a few moments, then starts off across the bleak Hoth plain. 37. EXT SNOWDRIFT – HOTH – DAY

A small, snub-nosed, armored landspeeder races across the white landscape. 38. INT ARMORED SNOWSPEEDER – HOTH SNOWDRIFTS – DAY

There is only one PILOT, ZEV, in the enclosed two-man craft. He concentrates on the scopes which ring his cockpit. A low beep can be heard.

ZEV (excited) I've got something! Not much but it could be a life form FTC 2321 by TRX 1173. I'm closing in... 39. EXT ARMORED SNOWSPEEDER – HOTH SNOWDRIFTS – DAY

The small craft banks and makes a slow arc racing off in a new direction. 40. INT ARMORED SNOWSPEEDER – HOTH SNOWDRIFTS – DAY

The pilot switches over to a new transmitter.

ZEV This is S-122 calling Captain Solo, Commander Skywalker. Do you copy? This is S-122...

There is a sharp crackle of static then a faint voice.

HAN (OS) (filtered) Nice of you guys to drop by. Hope we didn't get you up too early.

ZEV (switching transmitters) Base One, I found them, Repeat, I found them... 41. EXT SNOWDRIFT – HOTH – DAY

The small shelter is covered with snow on the windward side. Han has made a makeshift antenna which rests gingerly on top of the snowdrift. The small armored speeder can be seen approaching in the distance as Han waves frantically in the foreground. 42. INT MEDICAL CENTER – REBEL BASE

Strange ROBOT SURGEONS adjust a mass of electronic equipment. A switch is thrown and a sudden blinding flash obscures Luke in a chamber filled with a thick, gelatinous red slime. Luke begins to thrash about, raving in his delirium. 43. INT MEDICAL CENTER OBSERVATION ROOM – REBEL BASE

Leia, Threepio, and Chewbacca are watching from a glassed-off room next door, where Han is resting on a cushioned medical table. They can hear the mechanical surgeons working and Luke's ravings on a speaker in the room.

LUKE Watch out... snow creatures... dangerous... Yoda... go to Yoda... only hope... must survive...

Han raises himself on the table, listening to Luke. Chewbacca makes him lie back down, then BARKS a comment in reference to Luke.

HAN He doesn't make sense to me either, Chewie.

THREEPIO I do hope he's all there... if you take my meaning. I would hate to see Master Luke develop a short circuit...

HAN The kid ran into something mean, and it wasn't the cold.

LEIA Those creatures he keeps talking about... we'd better double the security... Han, I don't know how...

HAN Forget it.

TOO-ONEBEE (2-1B), a surgeon droid, enters the room.

TOO-ONEBEE He had gone into dormo-shock, almost hibernation. But he's responding to the Bacta. We'll bring him through. Leia breathes a sigh of relief. Chewie lets out a long GRUNT of approval.

LEIA Now all we've got to worry about is what attacked him.

HAN No kidding. If this snowball's got nasty natives, they could be anywhere.

Chewie WHINES, looks around.

HAN That's right, Chewie, inside the base. 44. INT CORRIDOR – REBEL BASE

The drip, drip, drip of melting ice echoes throughout the long eerie corridor. A trooper walks by, followed at a short distance by Artoo, who rolls along whistling to himself. Behind him, a Wampa Ice Monster suddenly appears from out of the wall and begins following the little droid. Up ahead Artoo sees several troopers begin to act rather strangely, pointing at him and yelling. This puzzles Artoo, and he stops for a moment to figure it out. Far in the distance, alarms begin to go off.

Artoo comes to a conclusion, spins his head around and sees the Ice Monster staring down at him. The droid lets out a screech and races down the hall at full tilt ahead of the advancing monster.

A small troop of soldiers has gathered at the end of the hallway with weapons. Artoo races through the armed gathering as the creature screams and charges the troopers, laser bolts exploding around him. Artoo peeks from around a corner in time to see several troopers

hurled against the walls like rag dolls. Two soldiers fire a laser bazooka at the monster and it is obscured by an enormous explosion. The smoke clears. The silence is spooky. The Ice Monster stands seemingly dumbstruck. Artoo gives a short, worried beep. The creature topples over in a dead heap. A cheer goes up from Artoo and the troopers as they converge to inspect the fallen creature. A young CORPORAL pulls his com-link off his belt and speaks into it. CORPORAL We got it, sir, but there may be more. 45. INT COMMAND CENTER – REBEL BASE

Alarms buzz softly in the background. The entire command center is on full alert. General Rieekan is conferring with the HEAD CONTROLLER as Han and Leia enter the room. Threepio and Chewie follow.

LEIA Have they analyzed the one that was killed?

RIEEKAN Not yet. They're working on it now.

Another alarm goes off at a console behind them and the SENSOR CONTROLLER at that spot calls across the room.

SENSOR CONTROLLER General!

Rieekan leaves the group as they continue...

HEAD CONTROLLER It won't be long before our sensors will be able to track them.

THREEPIO It figures Artoo would be in the middle of this.

HAN It's going to be a little tricky around here until we know where they're coming from. 46. INT COMMAND CENTER BY CONSOLE – REBEL BASE

Rieekan looks up grimly from the console in the background. He calls over to Leia and Han.

RIEEKAN We have a visitor.

The group hurries over to Rieekan. RIEEKAN We've picked up something outside the base in zone one, moving East.

LEIA What is it?

SENSOR CONTROLLER Can't tell yet... Metal.

HAN Then it's not one of those creatures.

LEIA Could it be one of ours? A speeder?

SENSOR CONTROLLER I'm getting no signal. Wait, something very weak.

Threepio steps up to the control panel and listens to the strange signal intensely.

THREEPIO I must say, sir, I'm fluent in over six million forms of communication, but this is something new... must be in code or...

A new VOICE comes over the com-link.

TROOPER VOICE This is station five and we have your object on our scopes... It's just over the ridge, we should have visual contact in about... What the?... Oh no!

The transmission ends in static.

HAN Whatever it is, it isn't friendly. I'm going to have a look. Come on, Chewie.

RIEEKAN Wait. I'll send a patrol with you.

HAN (over his shoulder) Fine. But they'll have to take care of themselves. 47. EXT SNOW PLAIN – OVER REBEL BASE – HOTH – DAY

The dark probe robot moves past the smoldering ruins of the station fire and down a ridge toward the rebel base. 48. EXT SNOW PLAIN – SPEEDER – OVER REBEL BASE – HOTH – DAY

The robot stops when it sees in the distance a tiny speeder racing toward it followed by several other speeders. A large antenna projects skyward from the robot's top and it begins to send out a PIERCING SIGNAL. 49. EXT SNOW DUNE – SPEEDER – HOTH – DAY

The speeder disappears behind a snow dune. 50. EXT SNOW PLAIN – OVER REBEL BASE – HOTH – DAY

The sinister robot continues to send out its high pitched signal while frantically searching the landscape for the rebel speeders. 51. EXT SNOW PLAIN – OVER REBEL BASE – HOTH – DAY

Shortly, Chewbacca pops his head over a snow bank not thirty feet away. The robot swings around, its deadly ray ready to fire. But before it can get a shot off, it is hit from behind by a laser bolt, and explodes in a million pieces. 52. EXT SNOW PLAIN – OVER REBEL BASE – HOTH – DAY

Han Solo rises from the direction of the deadly bolt and walks over to the spot where the robot was a moment before, taking out his com-link. 53. INT COMMAND CENTER – REBEL BASE

Princess Leia and Rieekan listen to Han on the com-link.

HAN (OS) (filtered) ... I'm afraid there's not much left.

LEIA What was it? HAN (OS) (filtered) Droid of some kind. I didn't hit it that hard. It must have had a self-destruct...

LEIA An Imperial probe droid.

HAN (OS) (filtered) Now don't panic. We don't know that.

RIEEKAN But, we don't know it wasn't. 54. SPACE – IMPERIAL FLEET

Darth Vader's Star Destroyer, larger and stranger than the five Imperial Star Destroyers that surround it, sits in the vastness of space. The six huge ships are surrounded by a convoy of smaller spacecraft. Tie fighters dart to and fro. 55. INT BRIDGE – MAIN CONTROL DECK – VADER'S STAR DESTROYER

Controllers working the vast complex of electronic controls hear ominous, approaching footsteps and look up from their controls. The squat, evil-looking ADMIRAL OZZEL and the young, powerfully-built GENERAL VEERS, who have been conferring near the front, also feel the approaching presence and turn that way. DARTH VADER, Lord of the Sith, enters like a chill wind. As he moves across the wide bridge, CAPTAIN PIETT hurries up to Ozzel.

PIETT I think we've found them, Admiral.

OZZEL Are you sure, Captain?

PIETT Well, the report we have is only a fragment, from a probe droid in the Hoth System, but it's the best lead we've had

in... OZZEL (angry) We have millions of probe droids searching the galaxy... I want proof, not leads. I don't intend to continue to chase around from one side...

VADER (looming over the group) The Hoth System?

PIETT Yes, Sir... we have visuals... the System is supposed to be devoid of human forms...

On a large screen, an image of the rebel snow base appears surrounded by complicated computer readouts. The rebel speeders can be seen approaching in the distance. Vader studies the image.

VADER That's it. That's the one.

OZZEL My Lord, how do you know it's them? There are so many uncharted settlements. It could be smugglers...

VADER I know. And I know young Skywalker is with them. Bring in the patrol ships, Admiral, and set your course for the Hoth System.

General Veers prepare your men... 56. INT ICE CORRIDOR – REBEL BASE – HOTH

Artoo and Threepio are moving by a steel door on which an X had been painted. From behind it come intermittent THUMPS and ROARS.

THREEPIO ... It seems the snow creatures are attracted to a high-pitched whistle. That's how they're being drawn to this trap.

Artoo WHISTLES his understanding as he stands before the door. Immediately the THUMPING on the door picks up. Artoo beeps a question. THREEPIO See your whistles upset them. No, I told you

they can't get out! Now will you hurry up? I don't know why I bother... Threepio moves around a corner. Artoo stares at the door another moment, then proceeds to tell the Ice Monsters off in a burst of beeps and whistles. The THUMPING picks up as Artoo moves casually away. 57. INT MEDICAL CENTER – REBEL BASE

Luke is out of the chamber, lying on the bed previously occupied by Han. Leia is at his side. She brushes the hair out of his eyes and runs her fingers along the scar on his face.

LEIA The Bacta are growing well. The scars should be gone in a day or so. Does it still hurt?

LUKE I'm fine. Really. Leia... when I was out there and it looked pretty bad... well, it made me think about things.

LEIA Me too. I was afraid.

Their eyes meet. Luke touches her cheek with his hand.

LUKE I don't really know how to say this... I never have before...

Leia, you know how I feel about you...

She does and it's confusing. Their lips are very close. About to kiss.

The door opens noisily and Threepio enters with Artoo. Leia pulls back, startled. Luke realizes the moment has been lost. His mind races for a way to regain it as Leia takes on her more formal manner. The droids are a bothersome distraction; Luke's concentration is on Leia. Artoo beeps a cheerful greeting.

THREEPIO Master Luke, it's so good to see you functional again. LUKE Thanks, Threepio. Leia...

Artoo beeps and whistles.

THREEPIO Artoo expresses his relief also.

LUKE Good. Thanks, Artoo.

LEIA (about to leave) You rest now.

THREEPIO So much has happened during the period of your indisposition, sir.

LEIA I'll be back later.

LUKE (anxious to keep her) Leia... What would you think if I went away for a while?

LEIA What did you say?!

Leia's reaction is so much bigger and more vociferous than Luke expected, it starts what is to become a growing snowball of confusion for him.

LEIA Where are you going?

LUKE I have this... feeling. I'm not sure, really...

LEIA That's just great. Why doesn't everyone just take off?

LUKE What are you talking about?

LEIA First Han, now you. When am I going to learn not to count on anyone but myself?... LUKE Han's leaving?

LEIA ... I was getting along just fine before I met you two moon jockeys.

LUKE Calm down, will ya? Tell me about Han.

LEIA He wants to pay off that criminal he's in hock to.

LUKE Jabba the Hutt?

LEIA (back to her tirade) I could get more loyalty if I went down the hall and recruited some of those snow creatures.

LUKE Snow creatures... they're here?!

THREEPIO Yes, sir. But they're being trapped quite cleverly.

Artoo beeps and whistles proudly.

THREEPIO (to Artoo) What do you mean, you took care of that? I would hardly call your part in that matter great...

Luke's head is spinning as Han and Chewie make a vigorous entrance. The Wookiee GROWLS a greeting.

HAN Hi kid, you look strong enough to wrestle a Gundark.

LUKE Thanks to you.

HAN That's two you owe me, junior. Han turns to Leia with a big, devilish grin.

HAN Well, your worship, it looks like you arranged to keep me close by for a while longer.

LEIA I had nothing to do with it. General Rieekan thinks it's dangerous for any ships to leave the system until we know where that probe came from.

LUKE Probe? What probe?

HAN That makes a good story. But I think you just can't bear to let me out of your sight.

LEIA I don't know where you get your delusions, laser brains.

Chewie is amused; he LAUGHS in his manner. Han is enjoying this. He regards Chewie good-humoredly.

HAN Laugh it up, fuzz ball. You didn't see her alone with me in the south passage.

Luke sparks to this; he looks at Leia.

LEIA (to Luke) I don't know what he's talking about.

HAN Oops! I guess you haven't told Luke about that yet.

LUKE About what?

HAN Now don't get the wrong idea, pal. She was just trying to

express her true feelings for me. LEIA (to Han) You must have gone



completely out of your feeble mind.

HAN Come on, your highness, are you telling me you haven't been thinking about that kiss?

Leia is flushed, eyes darting between Luke And Han.

LEIA Why you low-down, stuck-up, half-witted, scruffy-looking nerf-herder.

HAN Who's scruffy-looking? (a big grin) I tell ya' sweetheart, I must've hit pretty close to the mark to get you hoppin' like this.

Doesn't it look that way to you, Luke?

LUKE (staring at Leia) Yeah... it does... kind of.

Leia looks vulnerable for a moment, then the mask again, focusing on Luke.

LEIA Oh it does, does it? Well, I guess you don't understand everything about women yet... do you, sonny?

With that Leia leans over and kisses Luke on the lips. Then she stands and walks out. Everyone is dumbstruck. The door closes behind Leia and they all look at each other in silence.

In the distance, the muffled sound of an alarm is heard. 58. SPACE – IMPERIAL FLEET

Six huge star destroyers rest in the Hoth System. 59. INT STAR DESTROYER – VADER'S CHAMBER

A dark cubicle is illuminated by a single shaft of light from above. The brooding Dark Lord sits on a raised meditation cube. General Veers enters the room and approaches Vader. Vader doesn't move. Veers, although seemingly very sure of himself, is still not bold enough to interrupt the meditating Lord. The young general stands quietly at attention until the evil presence speaks.

VADER What is it, Veers?

VEERS My Lord, the fleet has moved out of light speed. Com-Scan has detected an energy field protecting an area on the sixth planet in the Hoth System. The field is strong enough to deflect any bombardment.

VADER (angry) The rebel scum is alerted to our presence. I told Admiral Ozzel not to go out of light speed so close to the system.

VEERS He felt surprise was a wiser...

VADER He's as clumsy as he is stupid. A clean bombardment is impossible with that energy shield up. Prepare your troops for a surface attack.

Veers turns smartly and leaves as Vader activates a large view-screen showing the bridge of the mighty space cruiser. Admiral Ozzel

appears, with Captain Piett in the background.

OZZEL Lord Vader, the fleet has moved out of light...

VADER Captain Piett!

The Captain steps forward, as the Admiral moves away slightly confused, touching his throat as it begins to constrict. PIETT Yes, My Lord.

VADER Make ready to land General Veers' assault troops on the surface. Then deploy the fleet so that nothing can get off that system. You're in command now, Admiral Piett.

Piett is as pleased as he is surprised. Admiral Ozzel has been struggling to breathe in the background and now with a final choke, he dies. 60. INT MAIN HANGAR DECK – REBEL BASE

Alarms sound. Troops, ground crews and droids rush to their alert stations. Armored landspeeders are lined up in attack formation near the main entrance. Leia is briefing a group of pilots gathered in the center of the hangar. Beyond them Han can be seen doing some frantic welding on the lifters of the Millennium Falcon.

LEIA ... the large transport ships will leave as soon as they've loaded. Only two fighter escorts per ship. The energy shield can only be opened for a split second at a time, so you'll have to stay very close to the transports.

PILOT What about those Imperial ships out there?

LEIA The ion cannon will fire two blasts which will destroy any enemy ships in your flight path. Then proceed to the rendezvous point. Good luck.

The pilots hurry away. 61. INT MAIN HANGAR DECK –  
MILLENNIUM FALCON – REBEL BASE

Han finishes his work and hops down to the hangar floor. He pulls out his com-link, all the time eyeing the lifters. HAN (into com-link) All right, Chewie, give it a try.

Leia passes, giving Han a dirty look. A mechanism on the pirate's ship makes a noise and the lifters begin to rise. Suddenly there is a malfunction and the right lifter breaks partially loose, swinging down with a crash. Han winces. Leia, across the hangar, turns at the sound and shoots Han a "What a screw-up!" look, then goes out.

HAN (into com-link) Hold it, Chewie. 62. INT COMMAND CENTER –  
REBEL BASE – HOTH

The command center is quiet but tense, a marked contrast to the rushing about on the hangar deck. Only the buzz of complicated electronic equipment overrides the silence. General Rieekan watches

over the shoulder of a RADARMAN as hundreds of small dots dance across a scope readout. Leia joins him.

RADARMAN Imperial assault craft have landed on the far side.

RIEEKAN If they reach the power generators, that will be the end of our energy shield.

LEIA We must hold them off until all our ships are safely away.

CONTROLLER The first transport is ready... Stand by to fire the ion cannon. 63. EXT IMPERIAL STAR DESTROYER – SPACE

FULL SHOT – A huge Imperial Star Destroyer rests against a sea of stars with the white surface of the planet Hoth far below in the left part of the frame. 64. INT IMPERIAL STAR DESTROYER NO. 1 BRIDGE

FULL SHOT – Interior Imperial Star Destroyer. Out window stars and the white planet on the left side of the frame. CONTROLLER Sir... rebel ship coming into our sector.

CAPTAIN Good, our first catch of the day. Close in... 65. COMMAND CENTER – REBEL BASE

The long line of rebel controllers are tense, as are Princess Leia and General Rieekan, although they try not to show it. R-2 scoots by in the background followed by Threepio; they leave the room.

CONTROLLER Our transport is approaching the shield.

RADARMAN Open the shield and fire. 66. EXT ION CANNON – REBEL BASE ICE COVE

FULL SHOT – Giant ball-shaped ion cannon as it rotates into position and blasts two red energy beams skyward. 67. SPACE – HOTH REBEL TRANSPORT

FULL SHOT – SPACE – The planet Hoth covers two-thirds of the frame, left and lower. A medium rebel transport races away from the planet, followed by the two red energy beams. All race over camera. 68. SPACE – IMPERIAL STAR DESTROYER – REBEL TRANSPORT

FULL SHOT TRUCKING as the rebel transport races over the camera toward the waiting Imperial Star Destroyer, followed, then overtaken by the two red energy bolts. The Imperial Star Destroyer is hit in the conning tower by the bolts, causing great explosions. 69.

SPACE – IMPERIAL STAR DESTROYER – REBEL TRANSPORT

FULL SHOT – Imperial Star Destroyer as a series of explosions rock the ship causing it to veer, then spin wildly out of control. SIDE VIEW of Star Destroyer right to left as it careens into deep space, and the rebel transport moves across the screen left to right. PAN with the

rebel ship as it races away to safety. 70. MAIN HANGAR DECK – REBEL BASE – HOTH

Pilots, gunners and R-2 units hurry about. Luke, pulling on his heavy weather gear, is headed toward a row of armored speeders. He stops at the back of the Millennium Falcon, where Han and Chewie are trying to repair the right lifter with even more haste than before. Luke speaks up to them. LUKE Looks like this'll be it for awhile. Chewie, take care of yourself... and watch over this guy, will ya.

Chewie BARKS a farewell and returns to his work. Han and Luke exchange warm looks.

LUKE I hope you make your peace with Jabba.

HAN Don't worry. You haven't seen the last of us.

Han swings down by one arm like a monkey and clasps Luke's hand. They hold for a long moment, then break. Luke nods and moves away. Han watches him go.

HAN Give 'em hell, kid.

He goes back to work. Everyone cheers at the announcement which echoes through the hangar.

ANNOUNCER (OVER PA) First transport is clear and away.

Luke hurries up to his landspeeder. His gunner, DACK, a fresh-faced, eager kid, is glad to see him. They climb in.

DACK Are you feeling all right, sir?

LUKE Like new, Dack. How 'bout you? Ready to try some real fighting?

DACK Yes, sir! Right now I feel like I could take on the whole Empire myself. You know what I mean, Commander?

LUKE (quietly, strapping in) Yeah, I know... I know.

Leia's voice comes over the PA system. LEIA (OVER PA) Speeder pilots... Your fighters are being towed to the south slope. They should be safe there. You'll get a signal when the evacuation is complete. 71. ICE CORRIDOR – REBEL BASE – HOTH

Threepio and Artoo stand in the middle of the corridor as troops and aides rush past them.

THREEPIO Why is it when things seem to get settled, everything falls apart. Well, I guess it's goodbye then... Take good care of Master Luke... and take good care of yourself, too. Until we meet again...

Artoo replies with a whistle and a toot, turns and speeds down the hallway. Threepio waves, then turns and moves off in the opposite direction. 72. EXT ICE CAVE (MATTE)

With gun tower in the foreground, men rush about getting ready for

the battle. The giant gun swings around pointing to camera slightly left to right. 73. EXT ICE PLAIN – SNOW TRENCH – HOTH  
MED SHOT – Rebel troops carry heavy bazooka-type weapons into position along a snow trench. Men rush about as officers yell orders and brace themselves against the rhythmic gusts of wind. 74. EXT ICE PLAIN – GUN TOWERS  
MED SHOT – Rebel troops load power packs into a gun turret and swing its guns into position. 75. EXT ICE PLAIN – POWER GENERATORS – GUN TOWERS  
MED SHOT – Rebel troops move a dish-like ray gun into position. The huge power generator can be seen in background against the ice cliffs. 76. EXT ICE PLAIN – POWER GENERATORS – GUN TOWERS  
MED SHOT of generator, as men scurry about in the foreground carrying equipment. The loud buzz and popping of the generator is deafening. Long fingers of energy fly off the huge cores every so often. One trooper moves into the foreground as he hears something but can't quite make out what it is. 77. EXT ICE PLAIN – POWER GENERATORS – GUN TOWERS  
MED CLOSE-UP – An officer in the trench hears the sound also. He turns toward the ice plain horizon. All work stops as the men listen to the distant, thump, thump, thump sound. The officer squints to see something. 78. EXT ICE PLAIN – HOTH – POV  
WIDE SHOT – A thin horizon line cuts across the bleak landscape. Small dot-sized objects begin to appear on the horizon: the wind begins to pick up. 79. EXT ICE PLAIN – HOTH  
EXTREME CLOSE-UP – The giant foot of an Imperial snow walker crashes thru frame, kicking up snow and ice. It rises out of frame. 80. EXT ICE PLAIN POWER GENERATOR – GUN TOWERS  
MED SHOT – The rebel officer lifts a pair of electrobinoculars to his eyes. 81. EXT ICE PLAIN – HOTH – POV  
ELECTRO-BINOCULAR POV of very close view on a giant walker, the view ZOOMS back to reveal a full shot of three approaching walkers. Small flashes appear around the guns of the lumbering monsters. 82. EXT ICE PLAINS – POWER GENERATORS – GUN TOWERS  
MED SHOT – The officer drops his binoculars as the regular rhythmic pounding begins to vibrate the ground. It grows louder, with a high-pitched, metallic rattling. He speaks into a com-link. LIEUTENANT Incoming! Open up... they're point 03,

Commander Skywalker

LUKE We're on our way.

The ice and snow explode around the officer and his men. 83. EXT

ICE PLAIN – POWER GENERATORS – GUN TOWERS

MED SIDE ANGLE – The rebel troops aim their weapons at the horizon as explosions erupt all around them. They are nervous, and tighten their weapons from the cold or fear. Behind the troops a dozen speeders race screen left to right. 84. EXT ICE PLAIN –

BATTLEFIELD – HOTH

MED FULL SHOT – Four speeders race over camera at full throttle.

Slight left to right angle. 85. EXT ICE PLAIN – BATTLEFIELD – HOTH

HIGH ANGLE – Trucking with speeders as they accelerate away from camera toward the distant walkers. 86. EXT ICE PLAIN –

BATTLEFIELD – HOTH

MED CLOSE-UP – Walker head fires at speeders. Second walker in background. Moving right to left. 87. EXT ICE PLAIN –

BATTLEFIELD – HOTH

MED FULL SHOT – Two speeders going left to right across ice plain.

The one in the foreground explodes in a ball of flames. Camera trucking with ships. 88. INT LUKE'S SNOWSPEEDER – ROGUE LEADER

INT SPEEDER OVER-SHOULDER – Pilot (Luke) works his controls as he fires at the approaching walkers. The monstrous machines fire back, shaking the speeder in a hail of flack. 89. EXT ICE PLAIN – BATTLEFIELD – HOTH

MED SHOT – Side view looking forward along head of walker as two speeders race toward it, split and fly past. One speeder on the far side of the head, the other to camera. 90. EXT ICE PLAIN – BATTLEFIELD – HOTH

FULL SHOT – Two speeders going away, race over camera past walker and bank to the right. Camera trucks in at slower speed toward flank of walker during shot. 91. INT LUKE'S SNOWSPEEDER – ROGUE LEADER

INT PILOT POV – Speeder cockpit. Speeder turns, approaching walker number one, and flies through the legs of the monstrous machine. The horizon twists as the speeder banks through the legs. Second walker in background.

LUKE Rogue Leader to Rogue Three.

WEDGE Copy, Rogue Leader. 92. INT LUKE'S SNOW SPEEDER –

ROGUE LEADER

CLOSE-UP LUKE – Looking back to the speeder cockpit. The horizon twists and shakes behind Luke's head as he swings the tiny craft around for another run.

LUKE Wedge, split your squad into pairs... 93. EXT ICE PLAIN – BATTLEFIELD – HOTH

FULL SHOT – Pan through foreground legs of walker as speeder banks and turns away. Two other speeders pass the first speeder going in the opposite direction. 94. EXT ICE PLAIN – BATTLEFIELD – HOTH

MED FULL SHOT – Three walkers marching right to left firing all cannons. 95. INT LUKE'S SNOWSPEEDER – ROGUE LEADER

CLOSE-UP LUKE – Luke speeds towards approaching snow walkers. 96. INT WALKER NO. 3 COCKPIT

Two pilots watch the distant gun emplacements as they maneuver their war machine forward.

PILOT On the right!

Luke's speeder banks in from the side and heads straight for the viewport, blasting away. A huge explosion hits the window and dissipates. The speeder roars over the window. 97. EXT ICE PLAIN – BATTLEFIELD – HOTH

FULL SHOT – Moving across the top of the walker as Luke's speeder skims across it. Trucking with the speeder then it flies overhead. 98.

INT LUKE'S SNOWSPEEDER – ROGUE LEADER

CLOSE-UP LUKE LOOKING BACK as the walker grows small in the distance.

LUKE That armor is too strong for blasters. 99. EXT ICE PLAIN – BATTLEFIELD – HOTH

OVERHEAD TWISTING FULL SHOT WALKER – Luke's speeder banks up toward camera and turns. 100. INT LUKE'S SNOWSPEEDER – ROGUE LEADER

SIDE VIEW CLOSE-UP LUKE – On the horizon a walker moves up past the cockpit window twisting as Luke banks and starts another run.

LUKE Rogue Group use your harpoons and tow cables. Go for the legs. It's our only hope of stopping them. Hobbie, are you still with me? 101. INT HOBBIIE'S SNOWSPEEDER – ROGUE FOUR

CLOSE-UP FRONT HOBBIIE as the horizon twists then rights itself in the background. Hobbie, a tanned-skin vet of many battles, expertly works his controls.

HOBBIE Yes, sir.

LUKE (VO) Well stick close now. 102. EXT ICE PLAIN –  
BATTLEFIELD – HOTH

FULL OVERHEAD TRUCKING – Luke's speeder races into the frame from the left in full bank, then straightens out. Hobbie's ship comes in from the left and moves in next to Luke's ship in a tight formation.

They bank in unison and drop closer to the ice surface. 103. INT  
LUKE'S SNOWSPEEDER – ROGUE LEADER

SIDE CLOSE-UP DACK – Struggles with his harpoon gun as he bounces around in the tumbling ship.

DACK Whoea! Luke, I can't seem to find my restraints...

Explosions flash outside the window. As the ship moves left to right they pass a walker in the distance. 104. INT LUKE'S

SNOWSPEEDER – ROGUE LEADER

INT PILOT'S POV – Over the shoulder of Luke as he swings the speeder around and aims it at the oncoming walker. Laser bolts and flack create a deadly wall the speeder must pass through.

LUKE Just hang on Dack, and get ready to fire that tow cable...

A huge explosion engulfs Luke's speeder, the battered craft wobbles a bit. 105. INT LUKE'S SNOWSPEEDER – ROGUE LEADER

FRONT CLOSE-UP LUKE – As the speeder shudders under the impact of the explosion, but he manages to regain control of the craft.

The horizon twists in the background. LUKE Stand by, Dack, we're almost there. Are you okay, Dack? 106. EXT ICE PLAIN –

BATTLEFIELD – HOTH

FULL LOW ANGLE – The speeders fly in a tight formation toward the camera as explosions burst all around the craft. The speeders fly right over the camera. 107. INT LUKE'S SNOWSPEEDER – ROGUE

LEADER

SIDE CLOSE-UP LUKE – Interior speeder as Luke struggles to turn around to see if Dack is alright. In the background the giant legs of the walker pass by as Luke banks under the monstrous machine.

LUKE Dack! 108. INT LUKE'S SNOWSPEEDER – ROGUE LEADER

CLOSE-UP DACK FROM LUKE'S POV – Dack is lost, blood streams down his forehead which rests on his smoldering controls. Out the back window the receding walker can be seen in the distance. 109.

EXT ICE PLAIN – POWER GENERATORS – GUN TOWERS

MED SHOT – Rebel troops fire their strange weapons at the oncoming walker. Explosions burst all around them. A gun turret explodes in the foreground. 110. EXT ICE PLAIN – POWER



GENERATORS – GUN TOWERS

MED SHOT – Rebel troops fire at camera with the generator visible in the distance. Explosions erupt in the foreground. 111. EXT ICE

PLAIN – POWER GENERATORS – GUN TOWERS

MED SHOT – The rebel officer we had seen earlier is hit by laser fire. Troops rush to his aid. 112. EXT ICE PLAIN – POWER

GENERATORS – GUN TOWERS

MED SHOT – Rebel troops fire the dish-like ray gun. The generator is seen in the background. 113. EXT ICE PLAIN – BATTLEFIELD – HOTH

FULL SHOT – Two walkers (one near, one far) lumber on toward camera as a speeder between them explodes in a ball of flames going left to right. 114. INT MAIN HANGAR DECK – HOTH

Muffled explosions create ear-shattering cracks in the ice roof of the hangar. Han and Chewie look up from their frantic welding to see the gap in the ceiling grow wider. Han makes a final weld.

HAN First chance we get, we're giving this crate a complete overhaul... That's tight enough. Let's get out of here before we become permanent residents. 115. COMMAND CENTER – REBEL BASE – HOTH

Large chunks of snow tumble into the command center. Leia seeks shelter.

LEIA Two transports at a time is awfully risky.

RIEKKAN We have no choice. Send them up... and start clearing everyone out. 116. INT IMPERIAL WALKER NO. 1

COCKPIT – Over the shoulder of the pilots to the power generator in the distance. Explosions all around. Two speeders race by right to left. The pilots fire at the gnat-like attackers. General Veers moves in between the pilots.

VEERS What's the range to the power generators? PILOT Six twenty one... still too far out of range, but it won't be long. 117. INT IMPERIAL WALKER NO. 1 COCKPIT

CLOSE-UP VEERS – As he bounces along, he pulls down an electro-telescope and studies the rebel positions.

VEERS We have that line of gun emplacements to get through...

PILOT No problem...

Suddenly, the huge vehicle rocks violently. The pilots scramble over their controls to level the crafts.

VEERS What's that? 118. EXT BATTLEFIELD – HOTH

HIGH SHOT – Side view of a speeder going left to right as it banks

sharply and dives away from camera toward the fast rushing surface. 119. INT WEDGE'S SNOWSPEEDER – ROGUE THREE CLOSE-UP FRONT – Wedge lets out a rebel yell, the horizon twisting behind him. 120. EXT BATTLEFIELD – HOTH FULL SHOT TRUCKING – Panning with the speeder as it turns around and races under camera. Starts going left to right, turns to go overhead. 121. INT WEDGE'S SNOWSPEEDER – ROGUE THREE OVER THE SHOULDER POV of Wedge as he heads toward Walker No. 3, going almost to where it passes between the legs. 122. INT WEDGE'S SNOWSPEEDER – ROGUE THREE CLOSE-UP SIDE SHOT of the gunner as he passes the legs. He reaches for the firing switch. WEDGE Activate harpoon. 123. EXT BATTLEFIELD – HOTH MED FULL SHOT of the speeder racing to camera through the legs of Walker No. 3. 124. INT WEDGE'S SNOWSPEEDER – ROGUE THREE CLOSE-UP HAND pushes button that fires harpoon. 125. INT WEDGE'S SNOWSPEEDER – ROGUE THREE BACK POV from gunner as the harpoon flashes and fires at the receding legs. ROGUE THREE GUNNER Cable out! Let her go... 126. EXT BATTLEFIELD – HOTH MED SHOT of the harpoon going right to left and embedding itself in one of the legs of Walker No. 3. 127. INT WEDGE'S SNOWSPEEDER – ROGUE THREE CLOSE-UP SIDE WEDGE as he checks his controls, and banks around the walker's front. Left to right. 128. EXT BATTLEFIELD – HOTH FULL SHOT SPEEDER as it races left to right around one of the giant walker feet, trailing the cable behind it. The speeder continues around the back foot going right to left. Truck with the Walker No. 3. 129. EXT BATTLEFIELD – HOTH HIGH OVERHEAD MOVING SHOT of speeder as it circles the walker moving around the tail end. A second speeder passes in the foreground with the cable in tow. 130. EXT BATTLEFIELD – HOTH FULL PANNING SHOT of speeder moving left to right in front of the giant legs of the walker towing the cable. 131. INT WEDGE'S SNOWSPEEDER – ROGUE THREE CLOSE-UP OF WEDGE as he swings the speeder between the legs of the giant walker. 132. INT WEDGE'S SNOWSPEEDER – ROGUE

THREE

PILOT'S POV of walkers legs as the speeder races along the side close to the lumbering machine.

ROGUE THREE GUNNER Cable out! 133. EXT BATTLEFIELD – HOTH

FULL SHOT panning with the speeder as it zooms behind the legs moving right to left. 134. INT WEDGE'S SNOWSPEEDER – ROGUE THREE

CLOSE-UP HAND pushes button on cable release inside speeder cockpit. 135. EXT BATTLEFIELD – HOTH

CLOSE-UP CABLE RELEASE on back of the speeder as it snaps loose and the cable drops away. 136. EXT BATTLEFIELD – HOTH  
FULL SHOT OF THE SPEEDER zooming over camera and away into the distance moving slightly right to left. Low angle, no horizon. 137. EXT BATTLEFIELD – HOTH

MED SHOT of the tangled legs and feet of Walker No. 3 coming to camera. The monster begins to stumble. 138. EXT BATTLEFIELD – HOTH

EXTREME LONG SHOT OF WALKER NO. 3 through the legs of a foreground walker. The giant Imperial assault machine stumbles and starts to fall to the ground. Side angle moving right to left. 139. EXT BATTLEFIELD – HOTH

CLOSE FULL SHOT of Walker No. 3 coming to camera crashing into the snow which flies in all directions. 140. INT LUKE'S SNOWSPEEDER – ROGUE LEADER

CLOSE-UP LUKE FRONT with twisting horizon background.

WEDGE (VO) Rogue Leader... One down, Luke.

LUKE I see it Wedge... good work. 141. EXT ICE PLAIN – SNOW TRENCH – GUN TOWERS

MED SHOT OF TROOPS in the trenches cheering at the fallen walker. A damaged gun turret smolders in the background. An officer gives a signal in the foreground and the rebel troops charge the fallen walker moving left to right. 142. EXT ICE PLAIN – POWER GENERATORS – GUN TOWERS

FULL SHOT of the troops jumping out of the trenches running to camera. The main power generator can be seen in the distance. 143. EXT EXT BATTLEFIELD – HOTH

FULL SIDE TRUCKING SHOT of rebel troops running left to right as two speeders race overhead going in the same direction. 144. EXT BATTLEFIELD – HOTH

FULL SHOT of downed Walker No. 3 as Imperial Snow Stormtroopers climb out of the smoldering walker and start firing at the coming rebels. The rebel troops run over the camera toward the Imperial forces, followed by two rebel speeders flying low overhead. 145. EXT BATTLEFIELD – HOTH  
CLOSER ANGLE – Troops rush and fire at the fallen walker as a speeder banks low overhead, blasting away, causing great explosions around the walker. 146. EXT BATTLEFIELD – HOTH  
FULL SHOT of Luke and Rogue Two's speeder flying in formation, banking from right to left and flying overhead. Low angle, no horizon. Flak bursts all around them. 147. INT LUKE'S SNOWSPEEDER – ROGUE LEADER  
CLOSE-UP OF LUKE from the front. He looks over to Rogue Two on his left. The horizon levels out behind him. The ship shudders as flak bursts all around his speeder.  
LUKE Steady, Rogue Two, I'll cover for you. 148. INT ZEV'S SNOWSPEEDER – ROGUE TWO  
SIDE CLOSE-UP ANGLE on Rogue Two. Luke's speeder can be seen in the background. The speeders are moving left to right. Rogue Two is wounded in the face.  
ROGUE TWO (ZEV) It's no good, I can't see.  
LUKE (VO) Steady, just keep it steady.  
The ship bounces under the constant impact of flak. 149. INT LUKE'S SNOWSPEEDER – ROGUE LEADER  
LUKE'S POV OUT THE SPEEDER window at the distant oncoming walker as flak bursts on all sides. Laser bolts streak past.  
LUKE I'll lead you in. 150. INT LUKE'S SNOWSPEEDER – ROGUE LEADER  
CLOSE-UP FRONT LUKE works his controls, as the ship shudders under the impact. He keeps looking screen left to Rogue Two.  
LUKE Is your gunner alright?  
ROGUE TWO GUNNER (VO) I'm O.K., sir.  
LUKE Just keep it steady. Don't try to...  
Luke's speeder is rocked by a huge explosion, and a loud metal scream drowns out Luke's sentence. He struggles with the controls as a look of terror crosses his face. Smoke pours out the back and the horizon twists. 151. EXT BATTLEFIELD – HOTH  
FULL SHOT of oncoming walkers in distance as Luke's speeder races over camera moving left to right trailing smoke and flames. The speeder crashes into the snow a few yards in front of the walker. 152.

INT LUKE'S SNOWSPEEDER – ROGUE LEADER

INT CLOSE-UP inside Luke's cockpit as he struggles to get out. He gets desperate as he looks out the cockpit window. 153. INT LUKE'S SNOWSPEEDER – ROGUE LEADER

LUKE'S POV out cockpit window of giant walker feet crunching even closer. The ship shudders under the impact of the huge metal feet pounding the ice plain. 154. INT ZEV'S SNOWSPEEDER – ROGUE TWO

CLOSE-UP FRONT Rogue Two, blood streaming down his face, struggles with his controls. The flack is murder.

ROGUE TWO (ZEV) Luke... What happened, I can't...

The cockpit explodes in a ball of flames. 155. EXT BATTLEFIELD – HOTH

FULL SIDE SHOT of Rogue Two's speeder in a ball of flames going left to right. 156. INT LUKE'S SNOWSPEEDER – ROGUE LEADER

SIDE ANGLE CLOSE-UP from inside the cockpit as Luke manages to get the hatch open and pulls himself out. The ship shakes from the approaching walker. 157. EXT BATTLEFIELD – HOTH

EXTREME CLOSE-UP of giant walking foot as it comes crashing to the ground, sending snow in all directions. 158. EXT BATTLEFIELD – HOTH

MED FULL SHOT (looking back at Luke, away from walker) as Luke climbs out of the speeder and starts to run forward. The ominous shadow of the huge Walker No. 2 falls over him as he looks up at the approaching monster. The ground shakes under the impact of the pounding feet. Luke gets an idea and runs back to the speeder, reaching inside the cockpit for something. 159. EXT BATTLEFIELD – HOTH

EXTREME CLOSE-UP of the giant walker's foot as it comes crashing to the ground, sending snow in all directions. 160. EXT BATTLEFIELD – HOTH

MED CLOSE-UP as Luke rummages through the smoldering speeder and comes up with a climbing gun. Luke looks up, and ducks as the front foot of the walker comes crashing down right behind him, shaking the speeder violently. He reaches back in the cockpit for something else, glancing up with a worried look. 161. EXT BATTLEFIELD – HOTH

LUKE'S POV of the moving underbelly of the huge Walker No. 2 as it passes over his head. 162. EXT BATTLEFIELD – HOTH

CLOSE-UP of Luke outside the speeder as he searches the cockpit,

straining to reach inside. 163. INT LUKE'S SNOWSPEEDER –  
INSERT

CLOSE-UP Luke's arm inside the speeder. He grabs a hold of a large landmine-type bomb and pulls it out of the speeder cockpit. 164. EXT BATTLEFIELD – HOTH

MED FULL SIDE VIEW as Luke pulls the landmine out of the cockpit and leaps away just as the huge black foot of Walker No. 2 comes crashing down on the tiny speeder. The rebel vehicle is crushed flat by the powerful walker. 165. EXT BATTLEFIELD – HOTH

MED CLOSE-UP of Luke as he stumbles up out of the snow and runs toward camera slightly left to right chasing after the lumbering walker. He hooks the landmine around his neck. 166. EXT BATTLEFIELD – HOTH

CLOSE-UP LUKE as walker foot raises in background. 167. EXT BATTLEFIELD – HOTH

MED PAN PAST the back legs of Walker No. 2 following Luke as he runs under the monstrous machine and fires the gun at the underbelly of the walker, directly above him. A thin cable follows the projectile from the gun. Another walker can be seen in the background moving left to right. 168. EXT BATTLEFIELD – HOTH

CLOSE-UP OF MAGNETIC head and cable attaching itself on the underbelly of Walker No. 2. The cable is pulled tight as Luke tests it. 169. EXT BATTLEFIELD – HOTH

MED SHOT of Luke running and climbing up the cable. The second walker can be seen left to right in the background. 170. EXT BATTLEFIELD – HOTH

EXTREME LONG SHOT of Luke dangling from the underbelly of Walker No. 2, moving right to left. The giant legs of a second walker move through the foreground. 171. EXT BATTLEFIELD – HOTH

MED CLOSE-UP of Luke climbing the cable to the underbelly of Walker No. 2 going right to left. The two rebel speeders pass in the background. Flack burst in the distance. 172. EXT BATTLEFIELD – HOTH

HIGH ANGLE LOOKING down at Luke as he climbs the cable into a close shot. The walker's giant feet are seen pounding across the moving snow. Stray laser bolts pass him as he swings. 173. EXT BATTLEFIELD – HOTH

MED SIDE SHOT of Luke as he reaches the hull of Walker No. 2, next to a small hatch. Luke, hanging precariously, cuts the solid metal hatch with his lightsaber. 174. EXT BATTLEFIELD – HOTH

CLOSE SIDE ANGLE of Luke taking the landmine from around his neck and placing it inside the Imperial machine. He closes the hatch and starts sown the cable, fast. 175. EXT BATTLEFIELD – HOTH LOW ANGLE looking up at Walker No. 2 as Luke slides down the cable, then drops past camera. 176. EXT BATTLEFIELD – HOTH SIDE MED SHOT of Luke falling, then drops out of the frame. 177. EXT BATTLEFIELD – HOTH

3/4 REAR LOW ANGLE SHOT of the giant Walker No. 2. It stops in mid-step. A muffled explosion is heard, then the insides of the giant walker come blasting out every conceivable opening. It sits dead in its tracks, smoking like a locomotive on stilts. 178. COMMAND CENTER – REBEL BASE

The command center is a shambles. The continual explosions outside have caused a massive cave-in. A lone controller works at the remaining computer board, while Leia, Threepio and another controller attempt to move a cake of ice off of General Rieekan. Finally, the ice tumbles to one side and Leia goes to the General, but it's too late. Threepio inspects the General's pulse.

THREEPIO I'm afraid he's no longer functioning.

Leia is truly sorrowful. She holds the General's hand a moment and regards him reflectively.

CONTROLLER (urgent) The last transport is waiting.

Another explosion rocks the area.

THREEPIO Beg your pardon, ma'am, but our possible avenues of exit are being rapidly reduced.

Leia nods, stands, and speaks to the controller with renewed authority.

LEIA Tell the ship we're on our way, and signal the troops in the field to retreat to their fighters. 179. INT ICE CORRIDOR – REBEL BASE – HOTH

Apart from the distant thunder of laser blasts, the corridor is strangely quiet and empty. Running footsteps echo through the freezing hallway, then Han appears. He hurries toward the Control Center just as Leia, Threepio and the two controllers exit the room. Leia is surprised to see him. Han is greatly relieved to see her.

HAN ... I heard on the com-link the command station was destroyed. You all right?

Leia nods, still a little confused. LEIA General Rieekan's dead.

Han grimaces at the news, then looks them over.

HAN This all that's left of your unit? You'd better hurry, the transport's

waiting for you.

180. INT ICE CORRIDOR – REBEL BASE – HOTH

With 3PO trailing behind, they race down the corridor to where it ends in a T and round the corner only to find it blocked with ice and snow. They start back the other way when Han stops at a door with a big cross on it.

HAN That way is going to take too long. Let's go through these storage rooms.

He starts for the door and hears a faint banging.

HAN Hey! Someone's still in here.

LEIA Wait, don't open it... that's one of the traps for the ice creatures. The pounding increases.

THREEPIO Oh my, there must be a hundred of them in there.

They race down the corridor. 181. INT COCKPIT – REBEL TRANSPORT

The pilots are getting nervous, the captain leans over one.

CAPTAIN I don't know if there's anyone left alive in there. Give it one more try. PILOT Control unit 33, this is transport XJ... we can't wait any longer... 182. INT ICE CORRIDOR

Han pulls his com-link out and talks as he runs.

HAN Hello, XJ! They're coming now...

Suddenly there is an explosion, a loud crack. Han turns, grabs the Princess and pulls her to the wall as a giant cave-in smothers the two controllers.

Han grabs his com-link as Leia helps Threepio dig himself out of the snow.

HAN Transport XJ. get out of here. Go!

THREEPIO The energy shield is down. We'll be stuck here forever. 183. EXT REBEL GUN EMPLACEMENT – HOTH

The icy wind picks up as the battle rages. Rebel and Imperial troops are firing at each other at point blank range. 184. EXT SNOW BY REBEL GUN EMPLACEMENT – HOTH

A walker steps on several rebel troops as they attempt to flee. 185. EXT REBEL GUN EMPLACEMENT

A rebel officer puts his hand to his helmet earphone in an attempt to hear his com-link.

COM-LINK Disengage – Disengage – Ships away. Begin retreat action.

The officer flips a switch on his com-link and a loud whistle is heard. He signals his men to retreat. 186. EXT BATTLEFIELD – HOTH



LOW ANGLE MEDIUM SHOT of Walker No. 1 as it advances at camera, going slightly right to left. The smoldering walker that Luke just blasted stands dead in its tracks in the background. 187. INT IMPERIAL WALKER NO. 1 – COCKPIT

CLOSE over the shoulder of walker pilot. POV of rebel troops and power generators. Veers steps into the frame. 188. INT IMPERIAL WALKER NO. 1 – COCKPIT

REVERSE CLOSE-UP of Veers as he studies various readouts.

PILOT All resistance is fading.

VEERS Good, we have them now. Prepare to target the main generator. 189. EST REBEL GUN EMPLACEMENT – HOTH

MED SHOT – Rebel troops retreat under the onslaught. 190. EXT REBEL GUN EMPLACEMENT – HOTH

ANOTHER ANGLE – Rebel troops retreat as a walker looms in the background. Pan down to troops as an explosion hits. 191. EXT BATTLEFIELD – HOTH

HIGH ANGLE of troops fleeing and firing back toward camera. 192. EXT BATTLEFIELD – HOTH

LOW ANGLE FULL SHOT of three of the giant walkers advancing to camera, firing lasers, with troops in foreground running toward and over camera as the snow erupts all around them. A lone rebel speeder is in the background. 193. EXT BATTLEFIELD – HOTH

BACK CLOSE-UP of guns on walker-head, firing. 194. EXT BATTLEFIELD – HOTH

MED BEHIND TROOPS fleeing over camera, the ground explodes around them. 195. INT WALKER NO. 1 – COCKPIT

CLOSE-UP VEERS inside Walker No. 1 cockpit. He speaks over the com-link as he studies various readouts.

VEERS ... yes, Lord Vader. I've reached the main power generators and I'm destroying them now. The shield will be down in moments. You may start your landing...

PILOT Look out!

Veers looks out the cockpit window. 196. EXT BATTLEFIELD – HOTH

FULL SHOT of Hobbie's speeder, Rogue Four, as it races over camera right at the head of the oncoming walker. 197. INT WALKER NO. 1 – COCKPIT

OVER THE SHOULDER of Veers and his pilots as the speeder crashes into the front window.

PILOT He's going to...

Impact, huge explosion. 198. EXT BATTLEFIELD – HOTH  
FULL SHOT of Walker No. 1 with head exploding and frying into a million pieces. 199. EXT BATTLEFIELD – HOTH  
FULL SHOT Walker No. 1. After a few moments the headless walker topples over on its side in a cloud of snow. 200. EXT BATTLEFIELD – HOTH

The clamor of battle is heard in the distance. Stray laser bolts whiz past. Debris and rubble are scattered everywhere. Nearby stands the burned-out hulk of No. 2 Walker Luke destroyed, hatches and metal parts clanking in the chilly Hoth wind. 201. EXT BATTLEFIELD – SNOWDRIFT – HOTH

Luke pops his head out of a hole in the snow. Still a little shaken, he tries to stand up, but can't. His com-link whistles.

COM-LINK ... ships away. Begin retreat action. All troops begin retreat action.

Luke musters all his strength and starts off through the snow toward a distant ice formation. 202. INT MAIN HANGAR – REBEL BASE – HOTH

A distant, huge explosion rocks the hangar deck. Ice cakes come crashing down on the Millennium Falcon. Chewie is pacing under the safety of the ship's landing gear. The giant Wookiee pats the underbelly of his beloved ship and barks a few reassuring words. Chewie searches in vain for his captain. Something catches the Wookiee's eye and he lets out a loud SHRIEK.

It is Han and Leia running toward the ship. Chewie runs out into the falling ice, lets out another SHRIEK, then runs up the ship's ramp.

Han and Leia run up the ramp after Chewie. Threepio is not far behind. 203. INT MILLENNIUM FALCON COCKPIT – INT ICE CAVE  
Ice batters the cockpit windows as Chewie works at the controls. Han rushes in and sits in the pilot's seat. Chewie barks a blue streak at his friend. HAN I couldn't get back any faster. It's pretty shaky out there. Chewie starts chattering a mile a minute about something and points to one of the gauges. Han looks worried.

HAN I know... I know. It's not good. But cheer up... one way or another it will be over soon 204. SCENE MOVED 204X. INT ICE CORRIDOR – REBEL BASE – HOTH

Imperial troops appear pushing through an ice blockage. Vader is revealed. 204Y. INT COMMAND CENTER – REBEL BASE – HOTH  
Imperial troops come rushing through. Vader surveys the place. A huge ice chunk falls, almost hitting him. He continues around it. 205.

INT MAIN HOLD MILLENNIUM FALCON – MAIN HANGAR – HOTH.  
Han standing before a control panel, is busy flipping switches as Chewie watches the troublesome gauge. Leia worriedly watches their efforts.

HAN How's that, Chewie?

The Wookiee barks a negative reply.

LEIA Would it help if I got out and pushed?

HAN Don't worry, your holiness, I'll get her started.

Threepio clanks into the hold.

THREEPIO Sir, I was wondering if I might... [Han gives the gold robot a devastating look.]

THREEPIO (Continued) It can wait

Threepio turns and makes a hasty retreat.

LEIA This bucket of bolts is never going to get us past that blockade.

HAN This baby's got a few surprises left in her.

LEIA I'll be surprised if we ever start moving.

Chewie lets out a loud WHELP as laser bolts begin to hit the cockpit window. 206. INT COCKPIT – MILLENNIUM FALCON – MAIN

HANGAR – HOTH.

SIDE VIEW – Han and Chewie look out the window and see a squad of stormtroopers rushing into the hangar deck, firing. Han makes a final panel adjustment.

HAN Well, I've tried everything, Chewie... You'll just have to switch over, and hope for the best.

Chewie pulls back on the controls and the first stage of engine fire can be heard. Han flashes a big grin at Leia as he swings past her into the pilot's seat.

Leia straps herself into one of the navigator's chairs.

LEIA Someday you're going to be wrong, and I just hope I'm there to see it.

Han sets himself, looks at Chewie.

HAN Punch it!

The roar of the Falcon's main engines blast out everything as the ice cave wall rushes by outside the cockpit window, moving right to left. HAN (shouts) Chewie!

Han straps himself into the seat. Leia gets into the navigator's chair. 206W. INT MAIN HANGAR DECK – HOTH

Stormtroopers are setting up a large Bazooka-like weapon. Behind them the giant hangar doors are opening. 206X. EXT MILLENNIUM FALCON – MAIN HANGAR – HOTH

A laser gun appears and swings around. 206Y. EXT MILLENNIUM FALCON – MAIN HANGAR – HOTH

Long shot main hangar. Angle behind Stormtroopers with Millennium Falcon in background.

The Stormtroopers are preparing to fire their Bazooka cannon when they are hit by the gun on the Millennium Falcon. They are thrown about in all directions. 206Z. INT MILLENNIUM FALCON – MAIN HANGAR – HOTH

Chewie comes dashing into the cockpit.

HAN We'll just have to switch over, and hope for the best.

A laser hits the window near Chewie as he is settling into his chair.

He lets out a loud WHELP. Chewie pulls back on the controls and the first stage of engine fire can be heard. Han flashes a big grin at Leia.

LEIA Someday you're going to be wrong, and I just hope I'm there to see it.

Han looks at Chewie.

HAN Punch it!

The roar of the Falcon's main engines blast out everything as the ice cave wall rushes by outside the cockpit window, moving right to left. 207. OMIT 207X. INT MAIN HANGAR – HOTH

Stormtroopers run into hangar. Vader comes out of an ice corridor.

The roar of the Millennium Falcon engines is very loud. He stops. 207Y. POV VADER – INT MAIN HANGAR – HOTH

Shooting toward the main hangar doors as the Millennium Falcon (which is now through the door) lifts up and disappears. 208. EXT ICE SLOPE – MILLENNIUM FALCON – HOTH

FULL SHOT of Luke and two other pilots looking up in the snowstorm as the Millennium Falcon races from the distance and over the camera. The ship is flying very close to the ground. 209. EXT SKY OVER ICE SLOPE – HOTH

Luke's POV Millennium Falcon racing skyward. 210. EXT ICE SLOPE – X WING – HOTH

Luke, Wedge, and the pilot trudge onward toward the outline of an X wing fighter.

LUKE There goes the Falcon. At least Han got away. Wedge, that looks like yours over there.

WEDGE Right. Good luck, Luke.

The pilots split up. Luke waves as the others disappear in the windblown snow. He walks on, and hears a familiar whistle coming from the vague silhouette of a fighter.

LUKE Artoo, is that you?!

Artoo chirps an excited acknowledgement as Luke climbs aboard the snow-covered spacecraft. Artoo beeps his relief. The roar of the departing X wings can be heard in the distance.

LUKE Don't worry, we'll be airborne in a second. Open the cockpit and activate the power. 211. INT MAIN HANGAR DECK – REBEL BASE – HOTH

Darth Vader strides through the remains of the rebel fortress. Two stormtroopers struggle to keep up with the giant presence. Admiral Piett catches up with the Dark Lord.

PIETT Seventeen ships destroyed, we don't know how many got away.

VADER Anything on the Millennium Falcon?

PIETT It won't get through the blockade.

VADER I want that ship. 212. EXT MILLENNIUM FALCON – TIE FIGHTER – STAR DESTROYER – SPACE

FULL SHOT, SPACE, with the white planet of Hoth in the lower part of the frame. The Millennium Falcon speeds away from the planet and over camera, closely followed by one huge Star Destroyer and six tiny Tie fighters which also race past camera. The slow moving Star Destroyer fills the frame as it plows ever forward. 213. EXT MILLENNIUM FALCON – TIE FIGHTERS – STAR DESTROYER – SPACE

FULL SHOT, SPACE. The Falcon races low over camera toward two very bright star-sized objects. The six Tie fighters zoom overhead in pursuit followed by a huge Imperial Star Destroyer. 214. INT COCKPIT – MILLENNIUM FALCON – SPACE

OVERSHOULDER HAN AND CHEWIE. Inside the cockpit Chewie lets out a loud howl. Han checks the deflectors as the ship begins to get buffeted by exploding flak. He appears to be doing six things at once.

HAN (harried) I know, I know, I see them...

LEIA See what?

HAN Two more Star Destroyers heading right at us.

LEIA I'm glad you said there was going to be no problem, or I'd be worried.

Threepio bumps and bangs his way into the cockpit.

THREEPIO Sir, I was wondering...

HAN Sit down, and shut up!

THREEPIO It can wait. 215. INT COCKPIT MILLENNIUM FALCON –

SPACE

FULL SHOT INT MILLENNIUM FALCON. POV out window at two approaching Star Destroyers as they grow larger. Small flashes of light on the oncoming Star Destroyers turn into large flak bursts which rock the Falcon. The Star Destroyers grow larger as they get ever closer.

HAN Chewie, how's the deflector shield holding up?

Chewie barks a reply as he readjusts an overhead switch.

HAN Good... at sub-light, they may be faster, but we can still outmaneuver them. Hold on! 216. INT COCKPIT MILLENNIUM

FALCON – SPACE

CLOSE POV – out the Falcon cockpit window as the stars and looming Star Destroyers suddenly shift radically, rising through the top of the cockpit window as the Millennium Falcon starts into a steep dive. Everyone's stomach is in their throat as Han makes a ninety degree dive straight down. 217. EXT MILLENNIUM FALCON – STAR DESTROYERS – SPACE

FULL SHOT underneath one of the huge oncoming Star Destroyers as the Millennium Falcon races toward it. Suddenly the Falcon starts into a steep dive straight down toward camera. The Falcon races over camera followed by four Tie fighters. The bottom side of the Star Destroyer continues on a collision course. 218. EXT STAR DESTROYERS – SPACE

A huge Star Destroyer in the foreground heads right at two oncoming Star Destroyers and slowly starts to veer to the left. 219. INT STAR DESTROYER NO. 2 BRIDGE – SPACE

INT IMPERIAL STAR DESTROYER – Out the front window the two oncoming Star Destroyers can be seen veering to the left.

Alarms, panic. Pilots are abandoning their posts as the Imperial Star Destroyers on the view-scanner get closer. The Captain tries to keep control of the situation.

CAPTAIN NEEDA Turn it! Turn it! 220. EXT SPACE – MILLENNIUM FALCON – TIE FIGHTERS

FULL SHOT, SPACE – The Millennium Falcon races to camera followed by four Tie fighters with laser bolts. 221. INT COCKPIT – MILLENNIUM FALCON – SPACE

Things have calmed down a bit, but the race isn't over yet. Chewie barks at Han. Leia is still trying to find her stomach. The ship is buffeted by laser blasts.

HAN That slowed them down a bit. Chewie stand by to make the

jump to light speed.

The buffeting of the lasers becomes louder and stronger.

LEIA They're getting awfully close...

With a gleam in his eye.

HAN Oh yeah... Watch this. 222. INT MILLENNIUM FALCON – COCKPIT

REVERSE POV over shoulder out cockpit window as stars DO NOT go into hyperspace, but just sit there. 223. INT MILLENNIUM FALCON – COCKPIT

Han and Chewie look at each other and are thrown into an acute state of concern.

LEIA Watch what?

Han tries again... nothing.

HAN I think we're in trouble.

THREEPIO If I may say so, Sir, I noticed earlier that the entire main paralight system seems to be damaged.

HAN We're in trouble!

The explosions become heavier. 224. EXT MILLENNIUM FALCON – TIE FIGHTERS – STAR DESTROYER SPACE

FULL SHOT – The Falcon races over camera into the starry vastness followed by six Imperial Tie Fighters and an Imperial Star Destroyer. 225. EXT SPACE LUKE'S X WING – HOTH

FULL SHOT, HOTH – Luke's fighter speeds away from the tiny planet, wings closed. 226. EXT LUKE'S X WING – SPACE

FULL SHOT – Luke's fighter over camera, wings closed disappears into stars. 227. INT COCKPIT – LUKE'S X WING – SPACE

CLOSE SHOT Luke's interior fighter, very small planet in background. He makes a decision and flips several switches. 228.

INT COCKPIT – LUKE'S X WING – SPACE

LUKE'S POV – Stars shift right to left as Luke banks his fighter into a steep turn. 229. EXT LUKE'S X WING – SPACE

FULL SHOT – Fighter comes to camera, banks sharply to left. PAN with ship flying away in a new direction. 230. EXT LUKE'S X WING – SPACE

OVER ARTOO looking forward as the stars continue to move right to left, then stop as the fighter pulls out of its bank. 231. INT LUKE'S X WING – SPACE

INT CLOSE-UP LUKE, stars in background slowly moving from the bottom of the frame to the top.

The monitor screen on Luke's control panel prints out R-2's

question. LUKE There's nothing wrong, Artoo. I'm just setting a new course... (Artoo beeps) No, we're not going to regroup with the others. 232. EXT LUKE'S X WING – SPACE

SIDE VIEW of Artoo as he begins his protest. Artoo whistles an unbelieving: "What?" 233. INT LUKE'S X WING – SPACE

Luke reads Artoo's exclamation on his control panel.

LUKE We're going to the Dagobah System. (Artoo beeps) We have enough power. (Artoo sing-songs a bit of chatter) They don't need us there. (Artoo beeps) I'm countermanding the order... I'm a commander, remember.

Luke checks his readouts and makes a few adjustments. He rides along with only the soft hum of the instruments to break the silence. Finally, Artoo chirps up.

LUKE Yes, Artoo.

Artoo answers with a soft carefully-put phrase of whistles.

LUKE Yes, Artoo, I know the Dagobah System doesn't appear on any of our navigational charts. But, don't worry, it's there. (Artoo beeps a worried beep) I'm very sure... trust me.

Artoo lets out a limp little sigh. The little droid is silent for a moment, as though thinking. Then another beep. LUKE Yes, Artoo? (a carefully-put sentence of whistles) No... no headache, I feel fine...

Why? (Artoo chirps an innocent phrase) No dizziness, no drowsiness, the scars are even gone... (Artoo whistles a question) No, that's all right, Artoo, I'd rather keep it on manual control for awhile.

Artoo lets out a defeated whimper. Luke just smiles at his worried little friend.

LUKE Trust me, Artoo. I know where I'm going and I'll get us there safely... it's not far. 234. EXT IMPERIAL STAR DESTROYER – TIE SHIPS – MILLENNIUM FALCON

The Falcon races to camera followed by four Tie fighters. The Falcon flies under camera, the Tie fighters fly over camera followed by Star Destroyer No. 2 in the distance. 235. INT COCKPIT – MILLENNIUM FALCON – SPACE

SIDE VIEW INT COCKPIT right to left. Stars race by left to right as flak bursts outside the window. 236. INT COCKPIT – MILLENNIUM FALCON – SPACE

Han works furiously at his controls while giving various orders to Chewie.

HAN Horizontal booster... (Chewie barks) Alluvial damper... (Chewie barks) I don't know how we're going to get out of this one.



He gives Leia a glance, then a double take. LEIA I didn't say anything...

Suddenly, a loud thump hits the side of the Falcon, causing it to lurch radically. Chewie barks louder.

HAN That was no laser blast... something hit us...

LEIA Or you ran into something... 237. INT COCKPIT – MILLENNIUM FALCON

POV out front cockpit window as asteroids race by right to left. 238.

INT COCKPIT – MILLENNIUM FALCON – ASTEROID BELT

Han continues to work his ship controls as a chunk of rock crosses in front of the ship.

HAN Asteroids! Chewie, bank left, let's find out where they're coming from...

LEIA Probably an asteroid field...

HAN Let's hope so... it's just the chance we need.

LEIA To get killed... you're not seriously going into an asteroid field?

HAN Aren't I? Hang on, sweetheart. We're gonna do some flyin'.

Another asteroid thumps against the ship. Leia winces. LEIA You don't have to do this to impress me.

THREEPIO If I might remind you, sir, the probability of successfully navigating through an asteroid field is approximately 365,000 to one... a graceful surrender might not be...

Chewie turns and barks at Threepio, who immediately shuts up. 239.

INT COCKPIT – MILLENNIUM FALCON – ASTEROID BELT

OVER SHOULDER POV as stars move right to left as the Falcon turns into the asteroid storm. Once the stars stop moving right to left and the ship completes its turn, asteroids start coming toward the cockpit window from the distance. 240. EXT MILLENNIUM FALCON – TIE FIGHTERS – ASTEROID BELT.

CLOSE-UP of asteroid as it tumbles away from the camera a fast speed. When about 40 per cent of the screen is filled with the asteroid, several smaller asteroids crash into it from the side, creating small explosions on the surface. Other asteroids in many sizes pass by in all directions, some colliding and creating explosions. When the big asteroid is 20 per cent of the screen, the tiny Millennium Falcon appears from behind it, veers around the right side and races past camera on the left side through the rain of rocks, followed by the four Tie fighters, bobbing and weaving around the asteroids. 241. EXT MILLENNIUM FALCON – TIE FIGHTERS – ASTEROID BELT.

FULL SIDE VIEW, TRUCKING with the Falcon as it dodges an

asteroid. Several smaller asteroids explode as they collide with the hamburger-shaped ship. PAN with the ship as it banks away from the camera. Four Tie fighters follow, one of which connects with an asteroid and explodes. The other Tie Fighters are pelted with smaller explosions. 242. EXT. SPACE – IMPERIAL STAR FLEET

FULL SHOT – Vader's Star Destroyer and two others flanked by several smaller Imperial warships move out of Hoth's orbit and over camera. 243. OMIT 244. INT VADER'S STAR DESTROYER – VADER'S CHAMBER

ADMIRAL PIETT hesitates in the entryway to Vader's private cubicle. ADMIRAL PIETT My lord.

VADER (OS) Come in, Admiral.

Admiral Piett steps into the room and pauses at the sight of...

Darth Vader, his back turned, is silhouetted in the gloom on the far side of the chamber. A black, insectlooking droid attends him. Among the various apparatus surrounding them, a respirator tube now retracts from Vader's uncovered head. The head is bald with a mass of ugly scar tissue covering it. The black droid then lowers Vader's mask and helmet onto his head. When it is in place, he turns.

ADMIRAL PIETT Our pursuit ships have sighted the Millennium Falcon, My Lord. It has entered an asteroid field.

VADER Asteroids don't concern me, Admiral. I want that ship, not excuses. How long until you can have Skywalker and the others in the Millennium Falcon before me?

ADMIRAL PIETT (worried) Soon, Lord Vader.

VADER (ominous) Yes, Admiral... soon. 245. EXT MILLENNIUM FALCON – TIE FIGHTERS – ASTEROID BELT.

FULL SHOT of two huge asteroids tumbling toward camera as the Millennium Falcon banks around both of them and over camera as a third asteroid barely misses the ship as the three Tie fighters follow in hot pursuit. One Tie fighter scrapes an asteroid and tumbles over camera out of control. 246. EXT STAR DESTROYER NO. 2 – ASTEROID BELT

FULL SHOT Star Destroyer coming to camera blasting oncoming asteroids as it goes. Smaller asteroids explode across its massive surface. 247. EXT MILLENNIUM FALCON – TIE FIGHTERS – ASTEROID BELT.

FULL TWISTING SHOT of the Falcon on its side as it races under camera and around an oncoming asteroid tumbling over camera, revealing the Falcon still twisting and ending right side up. Two Ties

follow in the distance, coming from either side. 248. INT

MILLENNIUM FALCON – ASTEROID FIELD

Asteroids race by the cockpit window as Han pilots his trusty craft through the dangerous field. 249. INT COCKPIT – MILLENNIUM

FALCON – ASTEROID BELT

INT POV out cockpit window as a big asteroid drops past the window, narrowly missing the Falcon. 250. INT COCKPIT – MILLENNIUM

FALCON – ASTEROID BELT

Chewie barks in terror as a small asteroid comes especially close... too close... and bounces off the Falcon with a loud crunch.

Threepio's hands cover his eyes. He manages a short peek at the cockpit window. Princess Leia sits stone-faced, staring at the action. Han gives her a quick look.

HAN Well, you said you wanted to be there when I was wrong.

LEIA I take it back.

HAN That Star Destroyer is slowing down.

LEIA Good. 251. INT COCKPIT – MILLENNIUM FALCON –  
ASTEROID

SIDE VIEW INT FULL SHOT of group as asteroids race by outside the window. HAN But we're going to get pulverized if we stay out here much longer.

LEIA I'm against that.

HAN We've got to get out of this shower.

LEIA Now you're making sense.

HAN Right. I'm going to get in closer to one of these big ones...

THREEPIO Closer?!

LEIA Closer?!

Chewbacca BARKS the same word, only louder. 252. INT COCKPIT – MILLENNIUM FALCON – ASTEROID BELT

INT OVER THE SHOULDER POV of the dense asteroid field as a giant asteroid comes right at the Falcon and it banks sharply around it. 253. EXT MILLENNIUM FALCON – TIE FIGHTERS – ASTEROID BELT.

FULL MOVING SHOT as the Millennium Falcon dives away from camera toward the surface of one of the moonsized asteroids. There is a continued display of explosions across the surface as smaller asteroids collide with the larger chunks of rock. Two Ties follow the Falcon to the surface. 254. EXT MILLENNIUM FALCON – GIANT ASTEROID

FULL OVERHEAD VIEW as the Falcon moving right to left skims the

surface of the giant asteroid. Small asteroids explode on the surface of the ship. 255. EXT MILLENNIUM FALCON – TIE FIGHTERS – GIANT ASTEROID.

LOW TRUCKING across surface as the Falcon and Ties race to camera and zoom overhead under a hail of asteroids. 256. EXT MILLENNIUM FALCON – TIE FIGHTERS – GIANT ASTEROID. REVERSE LOW TRUCKING as the Falcon and the two Tie fighters race over camera and into the distance. 257. INT COCKPIT – TIE FIGHTER – GIANT ASTEROID

Stars whip by in the background. Pilot looks up screen left. PILOT Look out. 258. INT COCKPIT – TIE FIGHTER – GIANT ASTEROID POV of giant asteroid racing to camera from out of the starry sky, slightly left to right. 259. EXT MILLENNIUM FALCON – TIE FIGHTERS – GIANT ASTEROID.

LOW TRUCKING SHOT of the Falcon as it races toward camera and past. The Tie fighters approach in the distance, but as the Falcon passes, a giant asteroid intersects the frame in front of the Tie fighters creating a silhouetted explosion. As the asteroid continues on its way, it leaves the remains of two explosions. 260. INT COCKPIT – MILLENNIUM FALCON – SPACE

Han notices something on his main scope and nudges his faithful Wookiee, pointing.

HAN There, there. Chewie get a reading on that. Looks pretty good. LEIA What is it?

HAN That should do nicely. 261. INT COCKPIT – MILLENNIUM FALCON – GIANT ASTEROID POV OVER THE SHOULDER out cockpit window, skimming the surface of the asteroid as a large crater approaches. 262. EXT MILLENNIUM FALCON – GIANT ASTEROID FULL SHOT of the Millennium Falcon as it dives into the huge crater and disappears. 263. EXT MILLENNIUM FALCON – ASTEROID SURFACE AND CRATER

FULL SHOT of Falcon racing over camera and down into crater. The walls are barely visible as the camera TRUCKS with the Falcon, but at a slower speed. A small cave appears on one side of the crater in the distance. The Falcon turns, slows and scoots into the smaller cave. 264. EXT LUKE'S X WING – SPACE

FULL SHOT X WING over camera and away toward the cloud cover of Dagobah. Half the planet is seen. 265. EXT LUKE'S X WING – ARTOO – SPACE

CLOSE SIDE VIEW of R-2 as he rides on the back of the X

wing. 266. INT COCKPIT – LUKE’S X WING – SPACE – DAGOBAN  
CLOSE-UP LUKE FRONT with stars moving right to left in  
background.

Luke watches Artoo’s words translated on the computer scope.

LUKE Yes, that’s Dagobah, Artoo... looks a little grim doesn’t  
it... (Artoo beeps) ... No, I don’t want to change my mind about this...  
I’m not picking up any cities or technology... (a little nervous) ...

Massive life form readings though. There’s something alive down  
there... (Artoo beeps a worried query) ... Yes, I’m sure it’s perfectly  
safe for droids. Will you take it easy?... I guess I imagined that  
landing beacon. We’ll just have to go in and see what  
happens. (Artoo whimpers) Don’t worry! 267. EXT LUKE’S X WING –  
SPACE – PLANET DAGOBAN

X wing to camera flying through twilight between space and  
planet. 268. EXT LUKE’S X WING – SPACE – PLANET DAGOBAN  
CLOSER VIEW as the X wing races over camera and dives into the  
cloud cover and disappears. 269. INT COCKPIT LUKE’S X WING –  
CLOUDS

SIDE VIEW LUKE as the clouds race by in the background, bottom to  
top. 270. INT COCKPIT LUKE’S X WING – CLOUDS

Luke works desperately at his controls. The cloud cover had  
completely obscured his vision. An alarm buzzes in the background.  
Artoo beeps and whistles frantically.

LUKE I know, I know! All the scopes are dead! I can’t see a thing...  
Hang on, I’m going to start the landing cycle... Let’s just hope there’s  
something underneath us...

The blast of the retro rockets is deafening. Artoo’s squeals are barely  
heard. Suddenly, there is a CRACKING sound as if limbs were being  
broken off trees and then a tremendous splashing jolt as the  
spacecraft hits the surface. Luke is considerably shaken, but all right.  
Artoo lets out a rattled little beep which shows up on the view screen.  
LUKE Yeah, I’m all right... You still in one piece? (CLOSE-UP Artoo  
beeps affirmative. Good. Come on, I think we’re sinking.

Luke pulls a switch and his canopy pops open. 271. EXT BOG –  
SWAMP – DUSK – DAGOBAN

The mist-shrouded X wing fighter is barely visible, half buried in the  
murky swamp. Luke climbs out onto the long nose of the spacecraft  
as Artoo pops out of his cubbyhole on the back. The young warrior  
surveys his hostile new environment. Huge, twisted trees covered  
with vines and moss outline the misty landscape.

LUKE Artoo, I wonder if that water is safe?

Artoo lets out a short beep, then steps forward, loses his balance and disappears with a splash into the water.

LUKE Artoo! 272. EXT SWAMP – DUSK

Luke dives in near the spot where Artoo fell. He surfaces and scans the water frantically until he sees a small periscope pop up. The periscope turns until it gets a fix on Luke, then lets out a bubbling beep, and starts through the water toward the muddy beach. Luke follows. 273. EXT SWAMP – DUSK

We see the POINT OF VIEW of an underwater swimming “thing” as it watches R-2 and his young master struggling toward shore. R-2 is powered by two bubbling jets. 274. EXT SWAMP – DUSK

A dark, ominously finned back breaks the surface. Luke stops swimming for a second and sees the disturbing shape swimming toward him. Luke swims for his life, racing past Artoo and finally scrambling up on shore.

LUKE Hurry, Artoo! 275. EXT SWAMP – DUSK

The thing swims up behind the little droid and dives, creating a loud clunk. Artoo’s periscope disappears as he lets out a pathetic electronic scream. Luke wades a few feet into the murky pool looking for any sign of his little friend. The black surface is as still as death itself... a few bubbles begin to appear, then PHHEEWAATT! The runt-sized robot is spit out of the water, makes a graceful arc and comes crashing down in a patch of moss. LUKE Artoo, are you okay? Artoo responds with a series of feeble whistles and tones.

LUKE If you said you thought coming here was a bad idea, I’m beginning to agree with you. 276. EXT SWAMP – BEACH – DUSK

Luke is shivering cold as the fog begins to close in. He helps little Artoo upright and starts to clean him off. All is quiet except for an eerie and inhuman cry every once in awhile in the distance. Both the robot and the boy glance around at the spooky swamp-jungle that surrounds them. Sinister shadows move among the trees, as Luke notices a tiny, but vicious pair of eyes wink out and disappear in a scutter of feet.

LUKE I’m sorry Artoo, I can’t explain the urge that made me come here. It was part of a dream... or... maybe I’m just going crazy. 277.

EXT SWAMP – POV – DUSK

Luke looks back at the slowly sinking spacecraft. 278. EXT SWAMP – BEACH – DUSK

Artoo bubbles electronic profanity and ejects a stream of muddy

water from one of the ports in his head.

LUKE How are we going to get that thing flying again? What am I doing here?

Artoo beeps a short, "Got me boss." 279. EXT IMPERIAL FLEET – SPACE – ASTEROID FIELD

FULL SHOT – Fleet around Vader's ship in the asteroid storm.

Asteroids big and small begin to pelt the huge surface of the ships.

One of the smaller Imperial vessels in the foreground gets hit by a huge asteroid and explodes. 280. INT BRIDGE – VADER'S STAR DESTROYER – MAIN CONTROL DECK

INT FULL SHOT – Asteroids collide, creating fireworks display out bridge window.

Darth Vader stands in the hologram cage above the control deck.

Before him are the hologram images of twenty Battleship

Commanders. One of these images, the Commander of the ship just exploded, is fading quickly away at this moment. Another image, in the center and a little apart from the others, is faded and continually disrupted by static. It is the Captain Needa of the Star Destroyer which was most hotly on the tail of the Millennium Falcon. Admiral Piett and an aide stand behind the Dark Lord.

CAPTAIN NEEDA (IN HOLOGRAM) ... which was the last time they appeared in any of our scopes. Considering the amount of damage we've sustained, they must have been destroyed...

VADER They're alive, Captain. I know it and I want every ship available to sweep the asteroid field until they're found.

The Imperial Star Captains fade off one by one as Vader turns to Admiral Piett.

VADER Now what's so important it couldn't wait, Admiral? Speak up!

The Admiral is scared white as a sheet. He's shaking.

ADMIRAL It was... the Emperor...

VADER The Emperor?

ADMIRAL Yes, he commands you make contact with him...

VADER Move this ship out of the asteroid field and into a position where we can send a clear transmission.

ADMIRAL Yes, My Lord. VADER And code the signal to my private chamber. 281. EST MILLENNIUM FALCON – ASTEROID CAVE

The pirate starship rests in a dark, dripping asteroid cave. It is so dark, the exact dimensions are impossible to determine. 282. INT COCKPIT – MILLENNIUM FALCON – CAVE

Han and Chewie are busy shutting down the engine and the

electronic systems. Threepio and Leia watch worriedly as all the service lights go out. Han glances from the dimming lights to Leia with a quick grin.

HAN Getting kinda romantic in here.

Chewie suggests with a GROWL that Han pay attention to the business at hand. Han returns to work.

HAN (to Chewie) What are you so grouchy about?

THREEPIO Sir, I'm almost afraid to ask, but does shutting down all but emergency power systems include me?

Chewie BARKS yes, but Han think otherwise.

HAN No, we're going to need you to talk to the ship and find out what happened to our hyperdrive... How good are you with a macrofuser, Your Holiness?

Suddenly the ship lurches, causing all the loose items in the cockpit to go flying. Chewie HOWLS.

LEIA A tremor!

THREEPIO (to Han) Sir, it's very possible this asteroid is not stable. HAN I'm glad you're here to tell us these things...

The ship begins a violent motion. Chewie HOWLS.

HAN Hang on! Watch out.

The jolting movement throws Leia across the cabin into Han's arms. The motion stops as suddenly as it started. Han and Leia realize they are in each others arms. The pirate grins down at the girl. Chewie watches the embrace with inscrutable interest.

HAN Why, Princess, this is so sudden.

LEIA Very funny. You can let go now... I'm getting angry.

HAN You don't look angry.

LEIA How do I look?

HAN (with feeling) Beautiful.

Leia flushes, averts her eyes. She's not exactly fighting to get free. But, of course, Han blows it...

HAN And excited.

The anger rises in Leia.

LEIA Sorry, Captain, being held by you isn't enough to get me excited.

HAN Well, I hope you don't expect more.

LEIA I don't expect anything, except to be left alone.

HAN Fine with me. But I'm afraid you'll have to let go. Han has lifted his arms lightly away, which makes it very clear that Leia has, in fact, been returning his embrace. Leia realizes this and steps back,



embarrassed and angry. Her words are measured.

LEIA Don't you think it's time we got to work on your ship...

She turns and leaves the cockpit. Han turns to his faithful Wookiee, who's been watching all this with Threepio.

HAN Come on, Chewie, let's tear into this flying short circuit before we get hit with another tremor.

Chewie BARKS and starts out of the cockpit with Han.

HAN You, too, golden rod.

THREEPIO I must admit there are times I don't understand human behavior. 283. EXT BOG CLEARING – DUSK

The mist has disappeared a bit, but it is still a gloomy looking swamp. The X wing fighter has stopped sinking and is now only about one third above water. A transfer cable has been rigged between the starfighter and the shore. Artoo is on the back of the fighter sending a power case to Luke on the edge of the swamp.

LUKE I think that will do it, Artoo. Come on back.

Luke hears a loud snapping crash in the dense jungle right behind him. It is too dark to see anything, but Luke already has his light saber in his hand, waiting to be ignited. Nothing emerges from the obscure foliage so Luke clips his weapon back to his utility belt and continues to unpack the gear. Meanwhile, Artoo has hooked a pulley from his midsection to the transport cable and is whizzing toward his master. The stubby little droid lands with a beep.

LUKE You ready for some power? Luke has ignited a little fusion furnace which throws off a warm glow. He warms his hands, then plugs a power cable into Artoo's nose. The droid whistles his appreciation. Luke opens a container of processed food and sits before the thermal heater.

LUKE Now all I have to do is find this Yoda... if he even exists.

Artoo beeps and Luke nervously looks around at the foreboding jungle. He grimaces as he forces down the ill-tasting food.

LUKE This seems like a strange place to find a Jedi master... Gives me the creeps. (Artoo beeps "I'm with you") ... There's something familiar about this place... I feel like...

STRANGE VOICE You feel like what?

Luke jumps out of his skin. Artoo screeches in terror. The young warrior grabs for his light saber as he spins around, looking for the speaker. Mysteriously, standing right in front of Luke is a strange, blue creature, not more than two feet tall. The wizened little thing is dressed in rags. It motions toward Luke's sword.

LUKE (looking at creature) ... Like we're being watched.  
CREATURE Away put your weapon. I mean you no harm.  
After some hesitation, Luke puts away his weapon, although he really doesn't understand why. Artoo watches with interest.  
CREATURE (Continued) I'm wondering... why are you here?  
LUKE I'm looking for someone. CREATURE Looking? Looking?  
You've found someone I'd say. Heh? Yes!  
LUKE (trying to keep from smiling) Yeah...  
CREATURE Help you I can... yes... yes.  
LUKE I'm looking for a great warrior.  
CREATURE A great warrior? (shakes his head) Not many on those.  
Wars don't make one great.  
Yoda jumps and lands on one of the cases of supplies. He begins to rummage around.  
LUKE Get away from there.  
Artoo moves to the edge of the case (almost eye level to the creature who is carelessly handling the supplies) and squeaks his disapproval.  
The creature picks up the container of food Luke was eating from and takes a bite.  
LUKE Hey, that's my dinner!  
The creature spits out the bite he has taken. He makes a face.  
CREATURE Peewh! Awful, awful. Thank you, no. How get you so big eating food of this kind?  
He flips the container in Luke's direction and reaches into one of Luke's supply cases.  
LUKE Listen, friend, we didn't mean to land here, and if I could get my fighter out of this puddle I would, but I can't. So...  
CREATURE Can't get your ship out? Have you tried? Have you tried? The creature spots something of interest in Luke's case; Luke loses patience and grabs the case away. The creature retains his prize... a tiny power lamp. The creature examines it with delight.  
LUKE Give me that!  
CREATURE (retreating with it) Mine! Mine! Or I'll help you not.  
Clutching the lamp, the creature backs away from Luke right into Artoo, who the creature barely recognizes as animate. But as the following exchange takes place, one of Artoo's little arms slowly moves out toward the power lamp, completely unnoticed by the creature.  
LUKE I don't want your help. I want my lamp back. I'll need it in this slimy mudhole.

CREATURE Mudhole? Slimy? My home this is.

Artoo grabs hold of the lamp and the two little figures are immediately engaged in a tug-of-war over it.

ARTOO Beeps a few "gimme thats."

CREATURE Mine, mine. Give it back.

The creature lets go with one hand and pokes Artoo lightly with one finger.

Artoo reacts big with a squeal, and lets go.

CREATURE Mine, mine.

LUKE (fed up) Okay, Artoo, let him have it. Now get out of here, little fellow, we've got things to do. CREATURE No, no! I'll stay and help you find your friend.

LUKE I'm not looking for a friend. I'm looking for a Jedi Master.

CREATURE Oh, a Jedi Master. Different altogether. Yoda you seek, Yoda.

LUKE (surprised and skeptical) You know the Jedi Master?

CREATURE Of course, yes. But now eat we must. Good food, I have good food. Come, come.

With that, the creature scurries out of the clearing and down a path which is suddenly more apparent than before. Luke looks after him, thinking, then starts that way.

ARTOO (quite upset) Whistles a blue streak.

LUKE (to Artoo) You'd better stay here and watch over the camp.

ARTOO Beeps even more frantically.

Luke is almost out of sight. He yells back.

LUKE Artoo, now settle down... I can take care of myself... I'll be safe... okay?

The little droid grows quiet as Luke disappears from view. 284. EXT BOG TRAIL – DUSK – DAGOBAH

Down the misty trail, the creature moves along alone.

CREATURE Heh... safe... heh... quite safe (laughs) ... yes, of course. 285. EXT VADER'S STAR DESTROYER – SPACE

FULL SHOT – Vader's Imperial Star Destroyer floats against a vast sea of stars. 286. INT VADER'S STAR DESTROYER – VADER'S CHAMBER

Darth Vader stands before a shimmering holographic image which slowly comes into focus. The image is that of SATE PESTAGE, Grand Vizier to His Eminence, Emperor.

VADER Sate Pestage, I would see the Emperor. He commands it.

PESTAGE I must warn you, Lord Vader, The Emperor is in a foul

mood. He bids you wait. Have you any progress to report?

VADER The rebel base on Hoth has been destroyed. I am tracking down the survivors.

PESTAGE The Emperor will be with you in time.

VADER I wait at his convenience. 287. EXT IMPERIAL CRUISER – ASTEROID BELT – SPACE

FULL SHOT – Looking down on two medium-sized Imperial cruisers moving across the surface, dropping bombs which create powerful shock waves centered around blue explosions. 288. EXT IMPERIAL CRUISERS – CRATER – GIANT ASTEROID – SPACE

The ships move over the crater in which the Millennium Falcon is hiding. A faint ball of light emerges from the crater as a bomb hits bottom. 289. INT MAIN HOLD AREA – MILLENNIUM FALCON

The ship rattles and vibrates. Threepio is sitting at the main control panel. The flooring and part of the ceiling have been removed revealing a section of the complex powertrain. Chewie's head pops upside-down out of a bundle of wires in the ceiling. He BARKS. Han looks up from where he's working in one of the floor compartments. Princess Leia, who is welding something nearby, also stops working and looks up at Chewie.

HAN That was no earthquake.

LEIA Felt like a hydro concussion... an Imperial Cruiser.

THREEPIO Oh my, they've found us.

Everyone is quiet for a moment, waiting for a second blast. A very slight vibration is felt.

LEIA They're moving away.

HAN They're just trying to see if they can stir something up... we're safe.

LEIA Where have I heard that before?

Han ignores her sarcasm and moves past her, rubbing against her in the tight quarters, to continue his work. She watches him for a moment, then goes back to her welding. Threepio whistles and beeps into the control panel in front of him and the control panel whistles back. THREEPIO Where is Artoo when I need him? I don't know where your ship learned to communicate, but its dialect leaves something to be desired. It says the power coupling on the negative axis has been polarized. You'll have to replace it, I'm afraid.

CHEWIE Barks his understanding and returns to his wires.

Leia finishes welding the valve she's been working on. She attempts to reengage the system by pulling on a lever attached to the valve. It

doesn't budge. Han notices her struggle, and moves to help her. She rebuffs him.

HAN Easy, your worship. Only trying to help.

LEIA (still struggling) Would you please stop calling me that?

Han hears a new tone in her voice. He watches her pull on the lever.

HAN Sure. I guess I make it difficult sometimes.

LEIA Yes, you do.

HAN You could be a touch warmer, though. (he watches her reaction) Admit it, against your better judgment you think I'm all right. She lets go of the lever and rubs her sore hand.

LEIA (a little smile, haltingly) Sometimes, maybe... occasionally, when you aren't acting like a scoundrel. HAN (laughs) That's quite a compliment.

With that, Han takes her hand, turns it over and presses his lips into her palm.

LEIA Stop that.

HAN Why?

Leia is flushed, confused.

LEIA My hands are dirty.

Han kisses her hand again. Leia yanks it away and steps back. She can only move a few feet in the cramped space, but Han does not follow her.

HAN What are you afraid of?

LEIA Afraid of? Certainly not you Captain Solo... or any other man in this galaxy.

Han looks at her with a piercing look. He's never looked handsomer, more dashing, more confident. He reaches out slowly and takes Leia's hand again from where it is resting on a console. He draws it toward him.

HAN Then why are you trembling?

Then, with an irresistible combination of physical strength and emotional power, the space pirate begins to draw Leia toward him... very slowly.

HAN You know what I think? I think you like me because I'm a scoundrel. I think you haven't run into enough scoundrels in your life. Leia is now very close and the following exchange takes place as their faces draw even nearer. Leia's voice is an excited whisper, in complete opposition to what she's saying. LEIA Don't count on it. I happen to like nice men.

HAN Sure, they're safer. You always know what they're going to do.

Trouble is, it gets a little dull.

LEIA There's nothing dull about a man I can depend on to be civilized.

HAN You mean a man you can control.

LEIA I do not!

HAN Try and control this...

He kisses her now, with slow hot lips. He takes his time, as though he had forever, bending her body backward. She has never been kissed like this before, and it almost makes her faint. When he stops, she regains her breath and tries to work up some indignation, but finds it hard to talk.

LEIA You're wrong... This isn't what... (he begins to kiss her again) ... not what I... want...

His mouth stops her. A swimming giddiness spins her around until, before she knows it, she is kissing him back. Finally, Han breaks the kiss and looks at her. They stand there for a moment looking at each other. Leia is totally, frantically confused by her feelings. First with her eyes, then with her body, she withdraws, detaches from Han. She slips from his arms and hurries from the cabin.

Han stares after her thoughtfully, then turns his attention to the stuck lever. He gives it a confident, mighty pull. It doesn't budge.

HAN Chewie! Gimme a hand with this. 290. EXT BOG – EDGE OF SWAMP CAMP – DUSK A slight breeze moves the fog around in swirls. Artoo is all alone. The swamp had become even more foreboding. A light slapping sound can be heard across the water. The tiny droid's head zips around looking for danger in every direction. He feels very alone, and attempts to warm several of his utility arms in front of the thermal heater. He whimpers a nervous little whistle. 291. EXT BOG MEADOW – CREATURE'S HOUSE – DUSK The gnarled trees thin out around a small moss-covered knoll where a strange, baroque mud house is built. The small, gnomish structure radiates a warm glow from its thick-glassed windows. 292. INT CREATURE HOUSE

The inside of the house is very plain, but cozy. Everything is in the same scale as the creature. The only thing out of place in the miniature room is Luke, who is cramped by the four foot ceiling. He sits crossedlegged on the floor of the living room.

The creature is in an adjoining area, which serves as the kitchen, cooking up some incredible meal. The stove is a steaming hodgepodge of pots and pans. The wizened little creature scurries

about chopping this, shredding that and showering everything with exotic herbs and spices. He rushes back and forth putting platters on the table in front of Luke, who watches the creature impatiently.

LUKE ... I told you, I'm not hungry.

CREATURE Patience. It's time to eat.

LUKE Look, it smells good. I'm sure it's delicious But I don't know why we can't see Yoda now.

CREATURE It's the Jedi's time to eat, too.

LUKE Will it take long to get there? How far away is

he? CREATURE Not far, not far. Be patient. Soon you will see him.

Why wish you become a Jedi?

LUKE Because of my father, I guess.

CREATURE (placing food on the table) Oh, your father... a powerful Jedi was he, powerful Jedi.

LUKE (a little angry) How could you know my father? You don't even know who I am. (fed-up) Can't we get on with this already?

The creature turns away from Luke and speaks to a third party.

CREATURE (irritated) No good is this. This will not do. I cannot teach him. The boy has no patience!

Luke's head spins in that direction. He is startled to see the shimmering image of Ben Kenobi.

LUKE Ben!

Ben is focused on the creature. They ignore Luke for the moment.

The boy is bewildered, but over the next few exchanges it dawns on him that the little creature is YODA, the Jedi Master.

BEN He will learn patience.

YODA Much anger in him, like in his father.

BEN We've discussed this before.

LUKE I can be a Jedi. I'm ready. Yoda sits across the table from Luke.

YODA Ready are you? What know you of ready? I have trained Jedi for 800 years. My own counsel I'll keep on who is to be trained.

LUKE Why not me?

YODA To become a Jedi takes the deepest commitment, the most serious mind.

BEN He can do it.

YODA (to Ben, indicating Luke) This one I have watched a long time. All his life has he looked away... to the horizon, to the sky, to the future. Never his mind on where he was, on what he was doing.

Adventure, excitement... (turning to Luke) A Jedi craves not these

things!

Luke looks down, knows it's true.

LUKE I have followed my feelings.

YODA You are reckless!

BEN He'll learn.

YODA He's too old. Yes. Too old to start the training.

Luke thinks he hears a tiny softening.

LUKE But it hasn't been wasted time. I've learned much already.

Yoda turns his piercing gaze on Luke, as though the Jedi Master's huge eyes could somehow determine how much the boy has learned. After a long moment, the little creature turns toward Ben, who meets his look evenly and seems almost to nod. YODA Will he finish what he begins?

BEN We've come this far... He is our only hope.

Yoda concedes with a resigned look and Ben's image fades away.

Yoda continues to stare at the spot for a long time.

LUKE I will not fail you. I'm not afraid.

YODA (turns slowly toward him) You will be, my young one. Heh. You will be. 293. EXT VADER'S STAR DESTROYER – SPACE

FULL SHOT – Vader's Imperial Star Destroyer floats against a vast sea of stars. 294. INT VADER'S STAR DESTROYER – VADER'S CHAMBER

The Dark Lord, Darth Vader, is alone in his chamber. A STRANGE SOUND is heard and light begins to play across Vader's black figure. He looks up and bows quickly.

A twelve foot hologram of the GALACTIC EMPEROR materializes before Vader. The Emperor's face cannot be seen, for it is shrouded in dark robes with a monk's hood, reminiscent of the cloak worn by old Ben Kenobi. His voice is even deeper and more frightening than Vader's.

EMPEROR You may rise, my servant.

Vader rises, but he is afraid of his master and continually looks at his feet.

VADER What is thy bidding, My Master?

EMPEROR There is a grave disturbance in The Force.

VADER I have felt it. EMPEROR Our situation is most precarious. We have a new enemy who could bring about our destruction.

VADER Our destruction? Who?

EMPEROR The son of Skywalker. You must destroy him... or he will be our undoing.



VADER He's not a Jedi, he's just a boy. Obi-wan could not have taught him so much that...

EMPEROR You are weak! I have seen it. The Force is strong with him. He must be destroyed.

VADER But, if he could be turned, he would be a powerful ally.

EMPEROR (a long pause) Yes... yes. That would be a great asset.

VADER He will join us or die, My Master.

Vader kneels. The supreme Emperor passes a hand over the crouched Lord of the Sith and fades away. 295. EXT MILLENNIUM FALCON – ASTEROID CAVE

The pirate starship rests in a dark, dripping asteroid cave. It is so dark, the exact dimensions are impossible to determine. 296. INT

COCKPIT – MILLENNIUM FALCON

The cockpit is quiet and lit only by the indicator lights on the control panel. Princess Leia is sitting alone in the pilot's seat. She runs her hand across the control panel as she thinks of Han, and the confusion he's created within her. Something catches her eye outside the cockpit window. With the reflection of the dash lights, it's hard to make out what it is. She moves closer to the glass and peers into the gloom. Suddenly, there are two large yellow eyes staring back at her. Leia is startled and jumps back into her seat, her heart pounding. There is a SCURRY of feet and a loud SCREECH, the eyes are gone.

The young Princess catches her breath, jumps out of her chair and races from the cockpit. 297. INT MAIN HOLD AREA

The lights go bright for a second, then go out again. Threepio turns to Chewbacca who is looking over his shoulder at the control panel. Han finishes with some wires.

THREEPIO Everything checks out here. If I might say so, I believe that should do it.

The Wookiee BARKS and turns as Leia rushes into the cabin. Han drops the final floor panel into place.

LEIA There's something out there!

HAN Where?

LEIA Outside, in the cave.

There's a sharp BANGING on the hull. Chewie looks up and BARKS.

THREEPIO It sounds like it's trying to get in.

HAN I'm going to see what it is.

LEIA Are you crazy!

HAN Look, we just got this bucket going again. I'm not about to let

some varmint tear it apart... He grabs a breath mask off a rack and the Wookiee does likewise. Leia follows.

LEIA If there's more than one, you're going to need help.

Threepio looks around and sees that he's been deserted.

THREEPIO But that leaves me here all alone! 298. EXT

MILLENNIUM FALCON – ASTEROID CAVE It is very dark and dank inside the huge asteroid cave. Too dark to see what is tearing apart the ship. Chewie BARKS through his face mask, and points over the jutting cockpit. A five foot shape can be seen moving across the top of the Falcon. The leathery creature lets out a screech as Han blasts it with a laser bolt. The black shape stumbles, then tumbles off the spaceship and lands at the feet of the Princess. She leans over and studies the thing.

LEIA Looks like some kind of Mynock.

HAN (looking around) There will be more of them. They always travel in groups. And there's nothing they like better than to attach themselves to ships. Just what we need right now.

Leia stamps her foot on the floor of the cave.

LEIA This asteroid has the strangest consistency... Look at the ground, it's not like rock at all.

Han kneels and studies the ground, then attempts to study the outline of the cave. There is a Mynock screech in the distance.

HAN There's an awful lot of moisture in here.

Han unholsters his blaster and fires at the far side of the huge cave. Moments later the cavern begins to shake and the ground begins to buckle. HAN I was afraid of that...

Chew BARKS and starts for the ship. Leia and Han follow quickly. 299. INT MILLENNIUM FALCON ENTRY – HOLD AREA

As soon as Han and Leia are on board, Chewie closes the main hatch. The ship continues to shake and heave.

HAN Chewie, fire her up! We're getting out of here.

Threepio and the Wookiee head for the cockpit as Han rushes to the control panel in the hold area and checks the scopes. Leia follows.

LEIA It's just another tremor the Empire is still out there. I don't think it's safe to.

Han rushes past her and heads for the cockpit.

HAN There's no time to discuss this in committee.

And with that he's gone. The main engines of the Falcon begin to whine. She races after him, bouncing around in the shaking ship.

LEIA (angry) I am not a committee! 300. INT COCKPIT –

MILLENNIUM FALCON – CAVE Han is already in the pilot's seat pulling back on the throttle. The earthquake begins to stop. Leia enters.

LEIA Those Star Destroyers will spot us long before you can get into light speed. You can't make the jump in this asteroid field.

HAN Strap yourself in, sweetheart, we're taking off! LEIA But the tremors have stopped.

The ship begins to move forward, the sides of the cave move away. Chewie barks as he notices something out the window ahead. 301.

INT COCKPIT – MILLENNIUM FALCON – CAVE – POV

INT MILLENNIUM FALCON COCKPIT, POV out window of row of jagged white stalagmites and stalactites surrounding the entrance.

The entrance of the cave is growing smaller. 302. INT COCKPIT – MILLENNIUM FALCON – CAVE

Han pulls hard on the throttle as the ship surges forward.

HAN I see it Chewie, hang on.

LEIA The entrance is collapsing!

THREEPIO We're doomed. Goodbye, Mistress Leia. Goodbye, Captain...

HAN Not collapsing, honey. It's closing! This is no cave...

LEIA What??

THREEPIO Oh my, no!

Leia's mouth drops open as the rocks of the cave entrance are revealed to be giant teeth quickly closing around the tiny ship.

Chewie HOWLS.

HAN Bank, Chewie! 303. EXT MILLENNIUM FALCON – INT MONSTER MOUTH

FULL SHOT inside monster's mouth as the Millennium Falcon rolls on its side and barely makes it between two of the monster's teeth before the huge jaw slams closed. 304. EXT CAVE ENTRANCE – ASTEROID CRATER

FULL SHOT – The monstrous slug-type creature moves its head out of the cave as the Falcon flies out of its mouth into relative safety.

The monster tilts its head as it watches the starship fly away. 305.

EXT MILLENNIUM FALCON – GIANT ASTEROID

FULL SHOT – The Falcon races out of the asteroid crater into the deadly rain of the asteroid storm. From monster's POV. 306. EXT YODA'S BOG (MONTAGE) – DAY – DAGOBAH

Yoda is sitting on a branch high in one of the bog's weird trees. His legs straddle the branch and clasped in his webbed feet is Luke's

laser sword. On the ground below, Luke sets himself up and jumps toward Yoda. He jumps incredibly well for a human, but it doesn't bring him close to his object. 306X. EXT BOG CLEARING – SWAMP – DUSK – DAGOBAH (formerly part 310)

Luke runs through the dense jungle on the last leg of what must have been quite a marathon. Yoda rides in a pouch on Luke's back. The young apprentice is sweaty and exhausted. He stumbles into the clearing where Artoo has been patiently waiting. As Luke is about to collapse, Yoda throws a small metal bar in front of him. Luke ignites his laser sword and swings at it. He missed and the bar falls to the ground. Luke does too.

LUKE (breathless) I can't... Too tired.

YODA It would be in seven pieces, were you a Jedi.

LUKE (gasping) I thought I was in good shape.

YODA Yes, but by what standard, ask I? Forget your old measures.

Unlearn, heh, unlearn. 307X. EXT YODA'S BOG (MONTAGE) – DAY – DAGOBAH (formerly 308)

At the edge of a wide pond, Yoda sits on a log. In his mouth is a Gimer Stick, a short twig with three little branches at the far end. Luke is nowhere in sight, but now we begin to hear the sound of someone crashing through the foliage. Suddenly Luke appears on the far side of the pond at a run and leaps out toward Yoda. It's an extraordinary leap, but he falls short by six feet, creating a huge splash, which drenches Yoda and his Gimer Stick. 308X. EXT YODA'S BOG (MONTAGE) – DAY – DAGOBAH (formerly 307)

In the bog clearing, Yoda and Luke sit facing two bowling ball-size rocks. Artoo observes from the side. Luke stares at the rocks, Yoda stares at Luke. Slowly, one of the rocks lifts from the ground and floats up to rest on the other. Luke smiles with satisfaction and turns to Yoda for approval. The floating rock tumbles off. Artoo beeps his review. 309X. EXT YODA'S BOG (MONTAGE) – DAY – DAGOBAH (formerly 309 and part 310)

Luke's face is upside-down and showing enormous strain. Soon we see why. He is standing on his hands and Yoda is perched up on Luke's feet. Yoda taps Luke's leg. Luke focusing and quickly removes one hand. His body wavers, but he maintains his balance.

Artoo races up to his master whistling and beeping like mad. Luke is trying to maintain his balance, desperately and finally collapses. Yoda jumps clear.

LUKE (a little annoyed) Oh, Artoo, what is it? 310X. EXT BOG

CLEARING – SWAMP – DUSK – DAGOBAH (formerly part 310)

Artoo runs around in circles, chirping frantically, then scoots over to the edge of the swamp where the X wing fighter has sunk almost from sight. Luke rushes to the water's edge. LUKE Oh no. We'll never get it out now.

Yoda stamps his foot in irritation.

YODA So sure are you? Tried have you? Always with you it can't be done. Hear you nothing that I say?

Luke looks uncertainly out at the ship.

LUKE Master, moving rocks is one thing, but this is a little different. YODA (irritated) No! No different! The differences are in your mind. Throw them out! No longer of use are they to you.

LUKE (focusing, quietly) Okay. I'll give it a try.

YODA No. Try not. Do, do. Or do not. There is no try.

Luke closes his eyes and tries to think the ship out. 311. EXT

SWAMP – X WING FIGHTER – DUSK

The fighter begins to shake a little, but doesn't rise. 312. EXT BOG

CLEARING – SWAMP – DUSK

Luke tries as hard as he can.

LUKE I can't. It's too big.

YODA Size has no meaning. It matters not. Look at me. Judge me by my size do you?

Luke shakes his head no.

YODA And well you shouldn't. For my ally is The Force. And a powerful ally it is. All of life feeds it and makes it grow. Its energy surrounds us and binds us. Luminous beings are we... (Yoda pinches Luke's skin) ... not this crude matter. (a sweeping gesture) Feel it you must. Feel the flow. Feel The Force around you... (gesturing) ...

Here, between you and I and that tree and that rock...

Yoda indicates the vicinity of Artoo, whose head spins around looking for The Force. YODA ... Yes, everywhere, waiting to be felt and used... Yes, even between this land and that ship! 313. EXT SWAMP

– BEACH – X WING FIGHTER – DUSK

With that, Yoda, Jedi master, raises his arm. The huge X wing fighter moves magically out of the muddy swamp and lands gently on the shore. 314. EXT BOG CLEARING – SWAMP – DUSK

Artoo runs behind some barrels in terror. Luke is amazed.

LUKE I don't believe it.

YODA That is why you fail. 315. EXT VADER'S STAR DESTROYER – SPACE

FULL SHOT – Vader’s Imperial Star Destroyer in space with Tie Fighters buzzing around. 316. INT VADER’S STAR DESTROYER – BRIDGE – SPACE

INT BRIDGE – Starfield, Tie fighters in background.

Vader stands in the back control area of the bridge with a motley group of men and creatures. Admiral Piett and one of his star captains stand at the front of the bridge and watch the group with scorn.

ADMIRAL PIETT Bounty hunters! Why should he bring them into this? The rebels won’t escape us...

A CONTROLLER interrupts.

CONTROLLER Sir, we have a priority signal from the Star Destroyer Vengeful.

The group standing before Vader is a bizarre array of galactic fortune hunters: there is BOSSK, a slimy, tentacled monster with two huge, bloodshot eyes in a soft baggy face; TUCKUSS and DENGAR, two battle-scarred, mangy human types; IG-88, a battered, tarnished chrome war droid; and BOBA FETT, a man in a weapon-covered armored space suit. VADER ... there will be a substantial reward for the one who finds the Millennium Falcon. You are free to use any methods necessary, but I want proof... no disintegrations.

At that moment, Admiral Piett approaches Vader in a rush of excitement.

ADMIRAL PIETT My Lord, we have them! 317. EXT MILLENNIUM FALCON – STAR DESTROYER – ASTEROID BELT

FULL SHOT, asteroid field, of the Millennium Falcon followed by a firing Imperial Star Destroyer, head to camera. A large asteroid about the same size as the Falcon tumbles over camera and toward the Falcon, covering it from view. The tiny starship banks to miss the giant asteroid as smaller rocks pelt its surface and it roars under camera. The asteroid grows small in the distance as it explodes harmlessly on the Star Destroyer. 318. INT COCKPIT –

MILLENNIUM FALCON – ASTEROID BELT

INT COCKPIT, OVER THE SHOULDER, of the asteroid storm and flak. 319. INT COCKPIT – MILLENNIUM FALCON – ASTEROID FIELD

The ship shudders as flak explodes near the cockpit window.

Threepio is watching a tracking scope of the side control panel. Leia watches tensely out the window.

THREEPIO I can see the edge of the asteroid field, sir.

HAN Good. Soon as we're clear, we'll kick this baby into hyperdrive. 320. EXT MILLENNIUM FALCON – STAR DESTROYER – SPACE

FULL SHOT – The Millennium Falcon races past camera, right to left, followed by the Star Destroyer, firing away. 321. INT COCKPIT – MILLENNIUM FALCON – SPACE

Chewie BARKS excitedly as the rain of asteroids begins to subside. A bolt from the Star Destroyer creates a huge explosion on the back side of the Millennium Falcon. The ship lurches to one side. 322. EXT MILLENNIUM FALCON – STAR DESTROYER – SPACE

FULL SHOT – The Falcon going from camera is hit by a bolt from the Star Destroyer, creating a huge explosion on the back side of the Falcon. The ship lurches to one side, then rights itself. End asteroid storm. 323. INT COCKPIT – MILLENNIUM FALCON – SPACE

Han corrects the attitude of the ship. Chewie WHINES.

HAN I'm with you, Chewie. Let's vacate the area. Stand-by for light speed. This time they get the surprise. Hang on... 324. INT COCKPIT – MILLENNIUM FALCON – SPACE

INT COCKPIT, OVER THE SHOULDER – Han pulls back on the hyperspace throttle and nothing happens. Flak bursts continue outside. 325. INT COCKPIT – MILLENNIUM FALCON – SPACE

Han is frantic.

HAN This isn't fair!

Chewie is very angry and starts to GROWL and BARK at his friend and captain. Han desperately pulls back on the throttle again.

HAN (sheepish on the defensive) Couldn't be, I checked the transfer circuits, just like you said!

HAN (Continued) (Chewie barks) I tell you this time it's not my fault. I'm sure I checked it.

LEIA (almost expecting it) No lightspeed?

HAN It's not my fault. I can't understand it!

THREEPIO Sir, we've lost the rear deflector shield. One more direct hit on the back quarter and we're done for.

LEIA Well, what now?

Han thinks for a moment, makes a decision and pulls back on a lever.

HAN Sharp bank, Chewie. Let's turn this bucket around. (Chewie puzzled, barks) You heard me, turn around! Full power on the front shield.

LEIA You're going to attack them?!!!

THREEPIO Sir, if I might point out, the odds of surviving a direct

assault on an Imperial Star Destroyer are...

Chewie BARKS and the golden droid shuts up. 326. INT COCKPIT – MILLENNIUM FALCON – POV – SPACE

INT COCKPIT, POV of flak, banking as the Falcon makes a steep turn. 327. EXT SPACE – MILLENNIUM FALCON – STAR

DESTROYER

FULL SHOT – The Falcon races past camera, right to left. Pan as the starship does a twisting turn and heads back over camera. 328. EXT SPACE – MILLENNIUM FALCON – STAR DESTROYER

FULL SHOT – Moving toward the Star Destroyer as the Falcon races over camera and away, becoming very small against the massive surface of the Star Destroyer. Flak. 329. EXT MILLENNIUM FALCON – STAR DESTROYER SURFACE – SPACE

FULL SHOT – TRUCKING with the Falcon across the surface of the Star Destroyer as it is bobbing and weaving to avoid the numerous flak bursts. The Falcon flies over camera. 330. INT IMPERIAL STAR DESTROYER NO. 2 BRIDGE

INT STAR DESTROYER BRIDGE, POV of stars as tiny Falcon heads at camera, stars and window in foreground. Lots of excitement on the bridge of the Star Destroyer as the tiny spaceship races low across the hull headed directly at the huge windows of the bridge area.

Alarms go off everywhere.

DECK OFFICER He's coming in too low to hit!

TRACKING OFFICER We're going to collide!

CAPTAIN NEEDA Shields up? He's insane!

DECK OFFICER Look out! 331. INT IMPERIAL STAR DESTROYER NO. 2 – BRIDGE – ANOTHER ANGLE

INT BRIDGE, window with the Falcon racing at the window as the officers duck. At the last minute, the Falcon veers off and out of sight. Stars, all is quiet.

CAPTAIN NEEDA Track them, they may come around for another pass.

TRACKING OFFICER That's strange.

CAPTAIN NEEDA What is it? TRACKING OFFICER The ship doesn't appear on any of our scopes.

CAPTAIN NEEDA It couldn't have disappeared... Could a ship that small have a cloaking device?

DECK OFFICER No, sir... Maybe they went into light speed at the last minute.

CAPTAIN NEEDA Then why did they attack? They could have gone



into hyperspace when they cleared the asteroid field.

TRACKING OFFICER Well, there's no trace of them, sir, no matter how they did it. The only logical explanation is that they went into lightspeed...

DECK OFFICER Sir, Lord Vader demands an update on the pursuit... What should he be told?

The captain looks at his aide with a resigned expression.

CAPTAIN NEEDA I am responsible for this. Get the shuttle ready.

When we rendezvous with Lord Vader, I will apologize to him myself... Turn around and scan the area one more time. 332. EXT

SWAMP – BOG – DUSK

Luke lies motionless in the mud with Artoo leaning over him. Two glowing balls about the size of baseballs hover above them like mosquitoes and occasionally the angry Artoo swats at them; they move just out of the stubby droid's reach. Artoo whistles to his master several times, but gets no response. Artoo turns toward Yoda, who is sitting quietly nearby chewing on his Gimer Stick, and begins to furiously beep and scold the little Jedi Master. Artoo turns back to Luke. A small metal electrode projects out of Artoo and rests on Luke's chest. There is a concerned whistle from the droid, a short electronic yap, and Luke jumps awake with a start. The young Jedi shakes his head clear and rubs his shoulder. He is very angry; his glare moves between Yoda and the two glowing balls.

YODA (jovial) Concentration. Heh? Concentration.

LUKE (pissed) I thought those seekers were set for stun!

YODA That they are.

LUKE They're a lot stronger than I'm used to.

YODA That would matter not were The Force flowing through you. Higher you'd jump! Faster you'd move! Open yourself to The Force you must.

Artoo scoots away as the fed-up Luke grabs his laser sword from the mud, ignites it and jumps up.

LUKE I'm open to it now! I feel it. Come on you little flying blasters!

As he moves toward the hovering balls with a poised saber and ferocious look, they draw away, retreating to the area around Yoda's head.

YODA No, no. This will not do. Anger is what you feel.

LUKE But I feel The Force flowing!

YODA Anger, fear, aggression! The dark side of The Force are they. Easily they flow... quick to join you in a fight. Beware, beware,

beware of them. A heavy price is paid for the power they bring. Luke lowers his light saber, confused.

LUKE Price? What do you mean?

YODA The dark side beckons. But if once start down the dark path, forever will it dominate your destiny. Consume you it will... as it did Obi-wan's apprentice.

LUKE Lord Vader... Is the dark side stronger?

YODA No, no. Easier, quicker, more seductive.

LUKE But how am I to know the good side from the dark?

YODA You will know. When you are at peace... calm... passive. A Jedi uses The Force for knowledge and defense. Never for attack.

LUKE But tell me why...

YODA No! Nothing more will I tell you now. Clear your mind of questions... Quiet now be... at peace...

Luke stops protesting, relaxes his body.

YODA ... Yes... calm...

Luke closes his eyes, tries to clear his thoughts.

YODA (soothing) ... passive... Let yourself go...

After a long moment, Yoda makes the tiniest little gesture and the two glowing balls near his head race toward Luke, firing stun bolts. Luke immediately springs to life, but in a lovely, graceful way. He moves incredibly fast, deflecting bolts thrown at him from all directions, jumping incredibly high. The seeker attack stops as suddenly as it started and the two balls retreat to either side of Yoda's head. Artoo lets out a sigh and shakes his head. Luke grins proudly at Yoda who continues to chew away.

YODA Much progress do you make, young one. Stronger do you grow.

Luke is bursting with his achievement as two more glowing seekers float into view from behind Yoda's back, making a poised line of four above Yoda. Luke's grin melts away. 333. EXT VADER'S STAR DESTROYER – SPACE

FULL SHOT – Fleet around Vader's Star Destroyer with second Star Destroyer in the foreground. 334. INT VADER'S STAR DESTROYER BRIDGE – CONTROL DECK

The dead body of Captain Needa lies at the feet of Darth Vader. Two stormtroopers pick it up and carry it quickly away as Admiral Piett and two of his captains hurry up to the Dark Lord.

ADMIRAL PIETT Lord Vader, our ships have completed their scan of the area and found nothing. The Millennium Falcon definitely went

into lightspeed. It's probably on the other side of the galaxy by now. VADER Alert all commands. Calculate every possible destination along their last known trajectory and disburse the fleet to search for them. Don't fail me again, Admiral, I've had quite enough!

ADMIRAL PIETT Yes, My Lord. We'll find them.

The Admiral turns to and aide, a little more worried than when he arrived. ADMIRAL PIETT Deploy the fleet. 335. EXT IMPERIAL FLEET – SPACE

FULL SHOT – Imperial fleet as Vader's ship moves away with the smaller ships. Into the foreground, from the bottom, comes a huge Star Destroyer which moves into the distance. 336. EXT STAR DESTROYER SURFACE – MILLENNIUM FALCON – SPACE

MED SHOT of Star Destroyer bridge as camera trucks into the Millennium Falcon, clinging to the side of the ship. 337. INT COCKPIT – MILLENNIUM FALCON – SPACE

INT FALCON COCKPIT, stars moving slowly.

Everyone is hanging in their chairs sideways. Threepio is shut down. Leia glances at him.

LEIA You could have warned him before you shut him off.

HAN Oh, so sorry! Didn't mean to offend your droid. You think braking and shutting down in that amount of time is easy?

LEIA I'm still not sure what you've accomplished.

HAN Chewie, check the manual release on the landing claws.

Chewie BARKS, struggles from his seat, and climbs out of the cabin.

LEIA What'd you have in mind for your next move?

HAN (pointing out window) The fleet is finally breaking up. I'm hoping they'll follow standard Imperial procedure and dump their garbage before they go into light speed. Leia gets it after a moment. She smiles and pats Han like a puppy.

LEIA Not bad, hot shot, not bad. Then what?

HAN Then we have to find a safe port around here. Got any ideas?

LEIA That depends. Where are we?

HAN Here... near the Anoat system.

Han points to a configuration of small light points on a computer map screen on the control panel. Leia slips out of her chair and moves next to the handsome pilot. Several systems flash by on the computer screen.

HAN Funny, I have the feeling I've been in this area before. Let me check my logs.

LEIA You keep logs? My, how organized.

HAN Well, sometimes... Ah-hah, I knew it! Lando Calrissian.

LEIA Never heard of that system.

HAN Lando's not a system, he's a man. A gambler, con-artist...  
allaround scoundrel... (winks at Leia) ... your kind of guy. The system  
is called Bespin. It's a ways from here, but reachable.

LEIA (reading from the computer) A mining colony. HAN A Tibanna  
gas mine. Lando won it in a sabacc match, or so he claims. Lando  
and I go way back.

LEIA Can you trust him?

HAN No. But he has no love for the Empire, that much I know...

Chewie BARKS something on the intercom. Han quickly changes his  
readouts and stretches to look out the cockpit window.

HAN I see it, Chewie, I see it... Prepare the manual release. (turns to  
Leia) Here goes nothing, sweetheart.

Han leans back in his chair and gives her an inviting smile. She thinks  
for a moment, shakes her head; a grin creeps across her face and  
she gives him a quick kiss.

LEIA You do have your moments... Not many, but you do have them.

HAN Let 'er go, Chewie. 338. EXT IMPERIAL STAR DESTROYER –  
SPACE

FULL SHOT – Space and Star Destroyer moving slowly away from  
camera. Junk begins to trail out of the ship and float over camera as  
the Falcon tumbles by. The Star Destroyer roars and zooms into  
hyperspace. 339. EXT MILLENNIUM FALCON – JUNK – BOBA  
FETT SHIP – SPACE.

FULL SHOT – Junk over camera. Going away, the Falcon starts  
engines and races off into the distance. The junk slowly drifts away.

Boba Fett's ship appears in the foreground and moves after the  
Falcon. 340. EXT BOG TRAIL – DUSK

Luke runs through the Bog, jumping incredibly high over roots, doing  
amazing double flips across mud holes, racing in and out of the  
heavy ground fog. Yoda again rides on Luke's neck. Yoda tosses a  
silver bar high above Luke, but behind him. The young warrior  
instantly turns and cuts the bar into four pieces. Yoda is pleased, but  
Luke is suddenly distracted, wary.

YODA Four this time! The Force you feel.

LUKE Yes... I also feel danger... death. Something's not right.

Luke turns to see a huge, tangled, dead black tree. It's base is  
surrounded by a few feet of water. Giant, twisted roots form a dark  
and sinister cave near one side. Luke lets Yoda down to the ground.

He stares at the tree, breathing hard.

LUKE You brought me here purposely.

Yoda sits on a large root, pulls out his chew stick.

LUKE I feel cold.

YODA This tree is strong with the dark side of The Force. A servant of evil it is. Into it you must go.

LUKE What's in there?

YODA Only what you take with you.

Luke looks warily between the tree and Yoda. He ignites his light saber and steps into the water.

YODA Your weapon... you won't need it.

Luke gives the tree a long look, then shakes his head "no." Yoda shrugs. Luke wades across the water and steps into the darkness of the cave. 341. INT TREE CAVE – DAGOBAH

Luke moves into almost total darkness. It's wet and slimy. The young Jedi can barely make out the edge of the passage. Suddenly, he is enveloped by a thick spider web-like membrane. He thrashes to clear himself and cuts through it with his laser sword. When he is free of it, he holds the saber out before him. Five inches from his face, a beetle the size of Luke's hand scurries up the wall to join its mates. Luke draws back only a moment, then pushes deeper into the cave.

The space widens around him, but he can feel that rather than see it. His sword casts the only light. Luke peers into the darkness. It has become very quiet here. There is a long, long beat.

A loud HISS! Darth Vader appears across the blackness, illuminated by his just-ignited laser sword. Immediately, he charges Luke, saber before him. He is upon him in seconds, but Luke sidesteps perfectly and slashes at Vader with his sword.

Vader is decapitated. His head and helmet fly from his shoulders as his body disappears into the darkness. The metallic BANGING of the helmet fills the cave as Vader's head spins and bounces, smashes on the floor and stops. For one instant it sits whole on the floor. Then it cracks vertically. The black helmet and breath mask fall away to reveal... Luke's head.

Across the space, the standing Luke gasps at the sight, wide-eyed in terror.

The decapitated head fades away, as in a vision. 342. EXT OUTSIDE THE TREE – DUSK

Yoda sits on the root, calmly chewing on his Gimer Stick. 343. EXT MILLENNIUM FALCON – BESPIN SYSTEM

FULL SHOT – The powerful pirate starship over camera as it heads toward the soft pink planet of Bespin. Planet is about 25 per cent of frame – moons. 344. EXT MILLENNIUM FALCON – BESPIN SURFACE

FULL SHOT, TRUCKING – Bespin's surface. It is dawn on the gaseous planet. Huge billowing clouds form a canyon as the ship banks around them and past camera. 345. EXT MILLENNIUM FALCON – TWIN CARS – CLOUDS – BESPIN TRUCKING, FULL SHOT of Falcon moving right to left in distance as a twin pod cloud car races over camera and toward the Falcon. 346. EXT MILLENNIUM FALCON – TWIN CAR – CLOUD CITY – BESPIN FULL SHOT, TRUCKING with the Falcon coming to camera as the cloud car banks in from the right and pulls along side on the left. Falcon slowly gains on camera and goes overhead. 347. INT COCKPIT – MILLENNIUM FALCON – CLOUDS – BESPIN SIDE ANGLE

INT SIDE VIEW from Falcon cockpit of clouds and cloud car outside, clouds move left to right. Wookiee in foreground. FLAK rocks ships. Chewie barks his concern.

HAN (O.S.) No... I do not have a landing permit... my registration is... (static)... 348. INT COCKPIT – MILLENNIUM FALCON – CLOUDS – BESPIN

Flak bursts outside the cockpit window and rattles the ship's interior. Leia looks worried.

INTERCOM (O.S. Voice) Standing by... any aggressive move will bring about your destruction.

THREEPIO Rather touchy, aren't they.

LEIA I thought you knew this person.

HAN Well, it's been awhile.

CHEWIE Barks and growls at his boss.

HAN That was a long time ago. I'm sure he's forgotten all about it, and so should you. INTERCOM (O.S.) Permission granted to land on platform 327... any deviation of flight pattern will bring about your...

Han snaps off intercom. He is angry. The giant Wookiee turns to Han and grunts. Han turns to the worried Princess and her droid.

HAN He'll help us... We go way back... really. Don't worry. Leia doesn't look convinced.

LEIA Who's worried? 349. EXT MILLENNIUM FALCON – CLOUD CAR – CLOUD CITY

FULL SHOT – Camera moves through clouds to reveal the city in a

long shot. We see the ball at the bottom as it bobs in and out of the cloud surface. The cloud car and the Falcon pass over camera and head for the city. 350. EXT MILLENNIUM FALCON – CLOUD CAR – CLOUD CITY – PANNING SHOT

FULL SHOT – Ships come to camera, PAN as they pass on left to closer view of city as ships grow small. 351. EXT LANDING PLATFORM – MILLENNIUM FALCON – CITY

HIGH ANGLE – With cloud car near camera and Falcon dives into the distance, landing on one of the tiny city platforms. Several ships in background. 352. INT CORRIDOR – CLOUD CITY – DAY – BESPIN

LANDO CALRISSIAN, a suave, dashing black man in his thirties leads a group of aides and bodyguards toward the landing platform. The group, like the other citizens of the city, is a motley collection of aliens, blacks, humanoids, whites and Orientals. Lando has a grim expression on his face as he exits onto the landing platform. 353. EXT LANDING PLATFORM – DOOR OF MILLENNIUM FALCON – CLOUD CITY – BESPIN

Han and Leia stand at the open door, armed. Behind them stands Chewie, also armed. They survey the scene warily. A dawn wind whips at Lando and his troops as they march across the narrow bridge leading to the landing platform.

LEIA (to Han, low) I don't like this.

HAN (uncertain) It'll be all right. Trust me. (pause) And keep your eyes open. You wait here.

Han walks down the ramp, followed by Chewie. Lando has a pleased, proprietary look on his face as he gazes at the ship, which fades to a neutral look as he stops ten feet from Han. The two men eye each other carefully. Lando just shakes his head.

LANDO Why you slimy, double-crossing no-good swindler... am I glad to see you.

HAN (skeptical) No hard feelings?

LANDO Are you kidding?

HAN I always said you were a gentleman.

LANDO I'll bet.

The two old friends embrace, laughing and chuckling.

LANDO How you doing, Chewbacca? Still wasting your time with this clown, eh?

CHEWIE Growls a reserved greeting. LANDO (not understanding) Right.

Leia starts down the ramp, followed by Threepio. Lando glances up at her and does a slow take.

LANDO Hello! What have we here? Welcome, I am Baron Lando Calrissian, Administrator of this facility... and who might you be?

LEIA You may call me Leia.

Lando bows before Leia and kisses her hand.

THREEPIO And I am See-Threepio, human-cyborg relations, at your...

Before Threepio can finish his introduction, Han has put his arm around Lando and steered away from Leia, back toward the city.

HAN She's traveling with me, Lando and I don't intend to gamble her away, so you might as well forget she exists.

Lando glances longingly over his shoulder at Leia who is following behind the two old friends.

LANDO That won't be easy, my friend... What brings you here, anyway?

HAN Repairs...

LANDO (mock panic) What have you done to my ship?

Han smiles, explains over his shoulder to Leia.

HAN Lando used to own the Falcon. And he sometimes forgets that he lost it fair and square. Lando concedes this with a little gesture, speaks to Leia.

LANDO That ship saved my life a few times. It's the fastest hunk of machinery in the galaxy. (to Han) What's wrong with her?

HAN Hyperdrive.

LANDO I'll have my people get to work on it right away. Hate the thought of the Millennium Falcon without her heart. 354. INT

CORRIDOR – CLOUD CITY

The group has crossed the narrow bridge and entered the city. They walk down the lovely art-deco passageway, rounding several corners and passing many small plazas as they go. Threepio legs a bit behind.

HAN How's your mining operation going?

LANDO Not as well as I'd like. We're a small outpost and not very selfsufficient. I've had supply problems of every kind and... (catches Han grinning at him) What's so funny?

HAN Nothing. I never would have guessed that underneath that wild schemer I knew was a responsible leader and businessman... But you wear it well.

Lando is reflective, he looks at Han a moment.



LANDO Seeing you sure brings back a few things... (shakes his head) Yeah, I'm responsible these days. It's the price of success. And you know what, Han, you were right all along. It's over-rated. Han and Lando laugh together. As the lagging Threepio passes a doorway, he hears the muffled beeping and whistling of an R-2 unit. 355. INT SIDE CORRIDOR – CLOUD CITY

Threepio enters the off-shoot corridor.

THREEPIO Oh, an R-2 unit, I'd almost forgotten what they sound like...

As Threepio is about to reach another doorway, the door to the main passage closes behind him. He looks into the room.

THREEPIO Oh my!... Those look like...

A laserbolt to Threepio's chest sends him flying in twenty directions. Smoldering mechanical arms and legs bounce off the walls. 356. INT CORRIDOR – CLOUD CITY

Lando, Han and Leia continue down the corridor unaware of Threepio's demise. Chewbacca glances around, sniffs the air, but shrugs his shoulders and follows the group. 357. EXT YODA'S BOG (MONTAGE)

Again Yoda sits on the high branch with Luke's laser sword clasped in his webbed feet. Far below, Luke sets, then jumps. This time he not only grabs the sword but soars an extra couple feet, high enough to flash a quick grin at Yoda, eye to eye. 358. EXT YODA'S BOG (MONTAGE)

Luke is standing on one hand again, with Yoda perched up on his feet. But now Luke's face shows less strain, more concentration. Suddenly, Luke holds his four fingers off the ground. He is balancing on his thumb. 359. EXT BOG – SWAMP – DUSK – DAGOBAH

Artoo is busy washing down the X wing fighter. A powerful stream of water sprays from a nozzle in the droid's side, while a hose from his other side trails off into the watery swamp. Luke and Yoda are sitting in the camp facing each other. The young warrior's eyes are closed. YODA Be calm. Through The Force, things you will see: other places, other thoughts, the future, the past, old friends long gone.

BEN'S VOICE How's the boy doing?

YODA A most gifted apprentice... if concentrate he would!

Luke turns to see the image of Ben fade away.

LUKE Ben? Ben?

YODA Free your mind and return he will.

LUKE My mind fills with so many images.

YODA Control, control you must learn of what you see. Not easy, not fast.

LUKE I see a city in the clouds.

YODA Bespin. I see it too... Friends you have there, heh?

Concentrate and see them you will.

LUKE I see them!... They're in pain... they're suffering.

YODA It is the future you see. As Luke moans, Artoo stops his work and rushes over to his master and starts beeping angrily at Yoda, crowding him.

LUKE Will they die?

YODA Difficult to see. Always in motion is the future... Back away, little machine!

Yoda lifts his hand towards the pushing droid and Artoo lets out a quick shriek of shock and moves away, mumbling and looking back at Yoda. Luke has started to gather up his things.

LUKE They're my friends.

YODA Foreknowledge is helpful, but painful sometimes and dangerous too. You have far to go in your training.

Luke is stopped cold by Yoda's words. Gloom shrouds him as he plops down and Artoo comes over to comfort him. 359X. INT JUNK ROOM – CLOUD CITY – BESPIN

A room piled high with broken or discarded parts. Chewie is poking around... seems to find a piece that pleases him... tosses another part away. Moves around a large piece, which partially obscures him – he lets out a savage growl at what he sees. 360. INT LIVING QUARTERS – CLOUD CITY – DAY – BESPIN

Sunlight pours through the skylight in a large art-deco living area onto which four apartments open. Han slouches in a lounge chair with his feet on a table. He aims his blaster at a glow globe and makes a firing sound with his tongue. He turns to see Leia standing in the doorway to her apartment. Han is knocked out by the sight. He holsters his blaster distractedly as he ogles the radiant Leia. She has changed from her cold weather pants and jacket to a lovely dress. Her hair is up, tied with ribbons. LEIA What are you staring at?

HAN (ga-ga) Who's staring?

LEIA You look silly.

HAN You look great.

LEIA (embarrassed) Has Threepio turned up yet?

HAN Huh? Oh. Your droid's been gone too long just to be lost. He may have gotten into some trouble. Chewie went to look for him. (he

pats a spot on his lounge) Come over here. I want to check this out. Leia thinks it over a moment, then walks over and settles next to Han, who's overjoyed with her apparent pliancy. he's about to envelop her when she throws on the ice water...

LEIA I hope Luke made it to the fleet all right.

HAN Luke! I'm sure he's fine. Probably sitting around wondering what we're doing right now.

Han puts his arm around her. They are ready to kiss. The door zaps open. Chewbacca walks in carrying a packing case of Threepio, arms and legs hanging over the edge. He drops the box on the table.

CHEWIE Barks at his master.

LEIA What happened?

HAN He found him in a junk pile... LEIA Something's wrong here. Your friend Lando is very charming, but I don't trust him.

HAN Well, I do trust him. Lando's an old friend. Must have been an accident. LEIA Chewie, do you think you can repair him?

The giant Wookiee has been studying the array of robot parts. He looks at the Princess.

CHEWIE Howls and shrugs his shoulders.

HAN Why don't we just turn him over to Lando to fix?

LEIA No thanks.

HAN Look, sweetheart, I'm not going to have you accusing my friend of...

There is a BUZZ and the door slides open revealing Lando and a pair of body guards.

LANDO Sorry, am I interrupting anything?

LEIA Not really.

LANDO I must say, your beauty is unparalleled. Truly you belong here with us among the clouds.

LEIA (icy) Thanks.

LANDO Would you care to join me for a little refreshment?

Han looks at Lando suspiciously.

CHEWIE Barks at the mention of food. Licks his lips.

LANDO Everyone's invited, of course.

Leia takes Lando's proffered arm and the group turns to go. Lando spots Threepio's remains. LANDO Having problems with you droid?

Han and Leia exchange a quick glance.

HAN An accident. Nothing we can't handle.

The door slides closed behind them, leaving the battered droid on the table. 361. INT CORRIDOR – CLOUD CITY – DAY

Leia walks between Han and Lando as Chewie and the two bodyguards follow a short distance behind. Long shafts of light pour across the corridor between tall columns.

LANDO ... We are a free station and do not fall under the jurisdiction of the Empire.

LEIA You're part of the mining guild then?

LANDO Not actually... Our operation is small enough not to be noticed, so you might say we're enterprisers. Most of our trade is, well... unofficial. 362. EXT VERANDA – CLOUD CITY – DAY

The corridor opens onto a veranda which overlooks the spiraled top of the city.

City Plaza – as Lando and group pass. City in background with several cloud cars flying around.

LEIA It's a lovely outpost.

LANDO Yes, we keep pollution down by having the power reactor far below the city. It's connected by a transfer shaft. 363. INT

CORRIDOR – CLOUD CITY – DAY

They re-enter the corridor and head for a huge doorway at the far end. Chewie begins to sniff something.

CHEWIE Barks at Han.

HAN Not now, Chewie. Lando, aren't you afraid the Empire might discover this little operation and shut you down?

LANDO That's always been the danger. It's loomed like a shadow over everything we've built here. But circumstances have developed which will insure security. You see, I've just made a deal that will keep the Empire out of here forever... 364. INT DINING ROOM – CLOUD CITY – DAY

The mighty doors to the dining room slide open and the group enters the elegant room. At the far end of a huge banquet table sits, Darth Vader. At his side and slightly behind him is standing Bobo Fett, the bounty hunter. Han gives Lando a mean look.

LANDO Sorry friend, I had no choice. They arrived right before you did.

HAN I'm sorry too.

Faster than the wink of an eye, Han has drawn his blaster and popped off a couple of quick shots directly at Vader. The Dark Lord quickly raises his hand, deflecting the bolts into one of the side walls, where they explode harmlessly. Just as quickly, Han's weapon zips out of his grip and mysteriously flies across the room into Vader's hand. The evil presence calmly places the gun on the table in front of

him.

VADER I'm glad you could join us. Have some nourishment, for it will be your last meal. 365. EXT YODA'S BOG (MONTAGE) –

DAGOBAH

In the bog clearing, Yoda watches as Luke stares at two equipment cases from the supplies of his fighter. Artoo watches from nearby. Now the two cases lift into the air and exchange places. Luke smiles to himself feeling strong and playful. Now he lifts the two equipment cases again, plus a bewildered, beeping Artoo, who is roughly the same size. 366. EXT YODA'S HOUSE (MONTAGE) – DAGOBAH

Luke is squatting before Yoda's little stove, working over a chaos of steaming pots, chopping, stirring and sprinkling in a manner strongly reminiscent of Yoda, who, by the way, is not around. Suddenly a painful vision fills Luke's mind; he winces and stops his cooking for a few moments. It passes away, Luke shakes it off and goes back to his cooking. After a few long beats, behind Luke's back and unseen by him, three of Yoda's glowing-ball seekers float quietly into view. They pause, then race toward Luke firing stun bolts. The young Jedi instantly twists to face them, deflecting all the bolts with the pot lid in his left hand and the spoon in his right. 367. EXT YODA'S HOUSE – DUSK – DAGOBAH

It is almost dark... in the woods a tiny light moves towards us... finally we see it is Artoo... he stops within sight of Yoda's house. A warm light pours out of the house illuminating Luke who is asleep on the ground. A blanket lies half-off Luke; Artoo carefully pulls it up to fully cover Luke. As Artoo moves away Luke begins reacting to a nightmare. He moans... opens his eyes wide and sits up. Yoda comes to the doorway and looks out.

LUKE (to Yoda) I can't keep the vision out of my head... My friends... they're in trouble... I feel that...

Suddenly the shimmering image of Ben Kenobi appears before Luke.

BEN ... Luke, you must not go.

LUKE But Han and Leia will surely die. BEN You don't know that.

Even I cannot see their fate.

LUKE I can help them!

BEN You're not ready yet. You still have much to learn.

LUKE I feel The Force.

BEN But you cannot control it. This is a dangerous time for you, Luke. You are now most susceptible to the temptations of the dark side.

YODA Yes, yes. To Obi-wan you listen young one. The tree.

Remember your failure at the tree! Heh?

LUKE I've learned so much since then. And I'll return to finish... I promise that, master.

BEN Will you? You underestimate The Emperor. It is you he wants... that is why your friends suffer.

LUKE And that is why I must go.

BEN Luke, I will not lose you to the Emperor, as I lost Vader.

LUKE You won't.

BEN Only a fully trained Jedi Knight, with The Force as his ally, will conquer Vader and his Emperor. If you end your training now, if you choose the quick and easy path... as Vader did... you will become an agent of evil... and the galaxy will be plunged deeper into the abyss of hate, despair and pain that you feel your friends suffering now. YODA Stopped they must be. Do you hear? On this all depends.

BEN You are the last Jedi, Luke. You are our only hope. Be patient.

LUKE And sacrifice Han and Leia?

YODA If it must be. Yes.

Luke is in great anguish. He struggles with the dilemma, a battle raging in his head. But then there is a clearing in his expression, a choice made.

LUKE I cannot. Ben, I must go. Now that I can see their suffering, I must help...

Luke looks for a long moment at Ben and Yoda. Then he turns and starts toward his ship followed by his faithful droid. Yoda looks at Ben with a certain irritation, but Ben is focusing on Luke. The old man's expression is resigned. 367X. EXT X WING FIGHTER – EDGE OF WATER – DUSK – DAGOBAH

The fighter's lights come on. Luke is in the process of hoisting a heavy case into the belly of the ship by a cable. Artoo is on top of the ship settling down into his place. Luke stops what he is doing as Ben appears. Yoda steps into the light.

BEN I cannot protect you, Luke. If you choose to face Vader, you will do it alone. Once you've made this decision, I cannot interfere.

Artoo unfastens power couplings on the ship. LUKE I understand. (to Yoda) I'll be back, Master Yoda. I will finish what I have begun I give you my word. Artoo, fire up the power converters.

ARTOO Whistles a happy reply.

BEN Luke, use The Force only for knowledge and for defense, not as a weapon. Don't give in to hate or anger or fear... they lead the way

to the dark side...

Luke nods and climbs back into his ship.

YODA Strong is Vader. Clouded is your fate. Mind what you have learned... Notice everything, everything! It can save you.

LUKE I will, master, I will!

Artoo closes the cockpit. Ben and Yoda stand watching as the roar of the engines and the wind engulfs them.

YODA Told you, I did. Reckless is he... Now things are going to worse.

BEN The boy is our last hope.

YODA No... there is another. 368. EXT PLANET DAGOBAH – SPACE

FULL SHOT – Luke's tiny X wing rockets to camera, left to right, away from the green planet of Dagobah. 369. EXT LUKE'S X WING – SPACE

FULL SHOT – X wing, over camera and into space. 370. INT LARGE CELL – CLOUD CITY – BESPIN

Chewie, huffing and puffing, paces the cell in anger. He puts his ear to the wall, hears nothing and goes back to an area where there are four beds. A disassembled Threepio rests on one of the beds. The Wookiee picks up the golden droid's head and meditates on it a few moments. CHEWIE Barks a few remarks of a philosophical nature. Chewie sticks the robot's head on its torso and starts adjusting wires and circuits. Suddenly, the lights in Threepio's eyes spark to life as Chewie touches two connectors together. Threepio immediately begins to speak, but his voice is so slow and so low as to be unintelligible.

THREEPIO Immmm-peer-eee-alll-storrr-mmmm-trooo...

Chewie looks at Threepio in bewilderment, then scratches his furry head, gets an idea and adjusts some connections. Threepio immediately begins speaking normally.

THREEPIO Stormtroopers! Help! Oh, my head... Where am I?

Chewie barks with glee at the robot's return to life.

THREEPIO Chewbacca! Watch out, there are Imperial Stormtroopers hidden in... Oh no, I've been shot! 371. INT PRISON AREA – CLOUD CITY

The door to another cell slides open and the muffled yells of Han Solo become sharp, piercing screams of agony and pain. Darth Vader exits the cell and is approached by Lando, Lando's aide, and Boba Fett.

VADER Bounty hunter, if you are waiting for your reward, you will wait until I have Skywalker.

BOBA (a very tough customer) I am in no hurry, Lord Vader. My concern is that Captain Solo not be damaged. The reward from Jabba the Hutt pays double if he's alive.

VADER His pain is considerable, bounty hunter, but he will not be harmed. LANDO What about Leia and the Wookiee?

VADER You will find them well enough. But they must never again leave this city.

LANDO That was never mentioned. Neither was this bounty hunter taking Han. I hope you haven't forgotten our bargain.

VADER I forget nothing, Calrissian. Perhaps you think you're being treated unfairly.

LANDO (glances at his aide) No.

VADER Good. It would be most unfortunate if I had to leave a permanent garrison here.

Vader turns and sweeps into the elevator with Boba Fett. Lando turns with his aide and walks swiftly down another corridor.

LANDO This deal's getting worse all the time.

AIDE Maybe you should have argued with him.

Lando gives his aide a look that speaks volumes, then walks a few steps in silence, thinking.

LANDO (finally) I've got a bad feeling about this. 372. INT LARGE CELL

Chewie now has a little more of Threepio back together. One arm is connected, but his legs have yet to be attached. There is one small problem, however; it appears the Wookiee has managed to put the droid's head on backwards. THREEPIO Well, something's not right because now I can't see. (Chewie barks and adjusts a wire) There now, that's better, wait... Oh, my. What have you done? I'm backwards! You flea-bitten furball! Only an overgrown mophead like you would be stupid enough to put my head...

Threepio is cut off in mid-sentence as Chewie deactivates a circuit and the droid shuts down. The Wookiee smells something and sits up. The door to the chamber slides open and a ragged Han Solo is helped into the room by two Stormtroopers. The huge Wookiee gives him a hug as the Stormtroopers leave. Han is very pale, with dark circles under his eyes.

CHEWIE Barks his concern.

HAN No, I'm alright. I'm alright.



Chewie BARKS again as the door slides open revealing Leia. She looks a little worse for war also. The troopers shove her into the cell, and the door slides closed. Chewie helps her up and over to Han.

The two lovers embrace, kiss.

HAN I was worried about you.

LEIA I'm worried about all of us. I can't figure out what they're up to.

HAN Me either. They had me howling on the scan grid, but they never asked me any questions.

The cell door slides open. Lando and two Bespin troops enter.

HAN Get out of here, Lando! LANDO Shut up a minute and listen. I'm doing what I can to make this easier for you.

HAN This ought to be good.

LANDO Vader agreed to turn Leia and Chewie over to me. They'll have to stay here, but at least they'll be safe.

LEIA What about Han?

LANDO (to Han) I didn't know you had a price on your head. Vader has given you to the bounty hunter.

Leia looks with concern to Han.

HAN You don't know much about much if you think Vader won't want us dead before this is over.

LANDO He doesn't want you at all. He's after someone named Skywalker.

HAN Luke? I don't get it.

Leia's mind is racing.

LANDO Lord Vader has set a trap for him and...

LEIA ... we're the bait.

HAN All this just to get the kid? What's so important about him?

LANDO Don't ask me, but he's on his way. LEIA Luke's coming here?

Lando nods. Han's rage peaks.

HAN You fixed us all pretty good... (spits it out) ... friend!

Han hauls off and punches Lando. The two friends are instantly engaged in a frantic close quarters fight. The guards hit Han with their rifle butts and he flies across the room. Chewie GROWLS and starts for the guards. They point their laser weapons at the Giant Wookiee, but Lando stops them.

LANDO Don't shoot! I've done what I can for you. I'm sorry it's not better, but I've got my own problems. (turns to leave) I've already stuck my neck out further than I should...

HAN Yeah, you're a real hero.

Lando and the guards leave. Han wipes the blood from his chin as

Leia and Chewie help him onto one of the bunks.

LEIA (dabs at his wound) You certainly have a way with people. 373.

EXT LUKE'S X WING – SPACE – BESPIN SYSTEM

FULL SHOT – X wing, past camera toward Bespin in the distance. 374. INT COCKPIT LUKE'S X WING – SPACE – BESPIN SYSTEM 374 Luke is grim-faced as he pilots his course to Bespin.

Artoo beeps and whistles to Luke which reads out on the scope. LUKE Yes, I'm sure Threepio is with them. (Artoo whistles excitedly) Just hold on, we'll be there soon. 375. EXT LUKE'S X WING – BESPIN SYSTEM – ARTOO – SPACE

CLOSE-UP side R-2, stars left to right. 376. INT CARBON-FREEZING CHAMBER – CLOUD CITY – BESPIN

Armor-suited Stormtroopers rush about the large chamber, which is filled with pipes and chemical tanks. In the middle of the room is a square pit housing a hydraulic platform. Darth Vader and Lando stand near the platform.

VADER The facility is crude, but it should suit our needs.

An Aide appears.

AIDE We have a ship approaching of the X wing class.

VADER Good. Monitor Skywalker's progress and allow him to land. We'll have the chamber ready for him shortly.

LANDO We only use this chamber for carbon freezing. If you put him in there, it'll kill him.

VADER I think not. But I don't wish my prize to be damaged. We'll test it first. (to a Stormtrooper) Bring in Captain Solo.

Lando's face registers his dismay. 377. EXT LUKE'S X WING – CLOUD CITY – SPACE

FULL SHOT – X wing, through clouds, side-trucking PAN as ship approaches city. 378. INT COCKPIT LUKE'S X WING – BESPIN SYSTEM – SPACE

Luke scans his display panels with concern.

LUKE (to Artoo) You haven't picked up any patrol ships?

ARTOO Beeps a "negative" which prints out on a panel. 379. INT CARBON-FREEZING CHAMBER – CLOUD CITY – BESPIN

With Boba Fett in the lead, a squad of Stormtroopers bring in Han, Leia and Chewie. Strapped to Chewie's back, with only his head, torso and one arm assembled is Threepio. Threepio's head faces the opposite direction from Chewie's and the droid is constantly twisting around in a vain effort to see what's happening. His one attached arm is animate and expressive, intermittently pointing, gesturing and

covering his eyes. The remaining pieces of his body are roughly bundled. to the Wookiee's back. His legs and other arm stick out at odd angles from the pack.

Vader turns to Boba Fett.

VADER I'll make your goods easier for you to transport. Put Captain Solo in the zero-cold chamber.

BOBA But the chamber is for power goods. What if he doesn't survive? This slime is worth a lot to me...

VADER The Empire will pay for the loss. Bring him forward!

LEIA No!

Chewie lets out a wild HOWL and attacks the Stormtroopers surrounding Han. Within seconds many Imperial reinforcements have joined the scuffle. The giant Wookiee is clubbed with laser weapons. From the instant of Chewie's first move, Threepio is screaming in panic while he tries to protect himself with his one arm... THREEPIO Wait! What are you doing?... Oh, no... Don't hit me! No! He doesn't mean it!... Calm down, you hairy fool!... Ouch! I didn't do anything...

The Stormtroopers are about to bash Chewie in the face.

HAN Chewie, no! Stop it, Chewbacca!

Han breaks away from his captors. Vader nods to the guards to let him go and the pirate breaks up the fight.

THREEPIO Oh, yes... stop, stop. Thank heavens...

Han gives the Wookiee a stern look, then a big hug.

HAN Save your strength for another time, Chewie, when the odds are better.

Han winks at the Wookiee.

CHEWIE Barks a doleful farewell.

HAN I'm sure I'll see you again, too. Keep well. (turns to guard) You'd better chain him until it's over.

In a flash the guards have slipped binders on Chewbacca, who is too distraught to protest. Han gives his furry friend a final hug and turns to Princess Leia. He takes her in his arms and she gives him a passionate kiss.

LEIA ... I love you. I couldn't tell you before, but it's true.

HAN ... just remember that, 'cause I'll be back... He sheds his cocky smile and gives her a soft kiss on the forehead. Tears roll down Leia's face as she watches the dashing pirate walk to the hydraulic platform. Lando, too, watches with anguish.

Imperial guards position Han on the platform and quickly bind his

arms and legs. They step back. Han looks one final time at his friends and suddenly the platform drops. Han disappears into the steaming vat of sub-zero cold. Chewie HOWLS. Leia turns away in agony. Lando winces in sorrow; it makes a life-changing impression on him. Instantly, a ladle of fiery liquid moves over the vat, tilts and pours, creating a shower of sparks and fluid as great as any steel furnace. Chewie has half turned away from the sight, giving Threepio a view of the procedure.

THREEPIO They're encasing him in carbonite. It's high quality alloy. Much better than my own. He should be quite well protected... if he survived the freezing process.

Chewie is in no mood for technical discussions; he gives the droid an angry glance.

A huge mechanical tong lifts the metal encased space pirate out of the vat and places him before Vader, Boba Fett and Lando.

Technicians inspect the metal mummy with various electronic probes, drilling holes and attaching hoses.

TECHNICIAN He's alive and in perfect hibernation.

VADER He's all yours, bounty hunter. Reset the chamber for Skywalker.

AIDE He's just landed, My Lord.

VADER See to it that he finds his way here.

LANDO I'll take what's mine now. VADER Take them, but I'm keeping a detachment of troops here to watch over them.

LANDO That wasn't the bargain. You said the Empire wouldn't interfere in -

VADER I'm altering the bargain. Pray I don't alter it any further.

Lando's hand instinctively goes to his throat as he turns back to Leia, Chewie and Threepio. 380. INT CORRIDOR – CLOUD CITY

Luke and Artoo move carefully down the deserted corridor. Luke stops as he hears a group of people coming down a side hallway.

Artoo lets out an excited series of beeps and whistles. Luke glares at the tiny droid, who stops in his tracks with a feeble squeak.

Boba Fett enters from a side hallway followed by two guards carrying the encased body of Han Solo and two Stormtroopers, who

immediately start firing on the young warrior. Luke draws his weapon and blasts the two stormtroopers before they can get off a second

shot. The two guards whisk Han into another hallway as Boba lowers his arm and fires a deadly laser at Luke, which explodes to one

side. 381. INT SIDE HALLWAY – CLOUD CITY – DAY

By the time Luke reaches the side hallway, Boba, Han and the guards are gone. A thick metal door blocks the passage. Luke turns to see Leia, Chewie, Threepio, and Lando being herded away by several other Stormtroopers down a second hallway.

LUKE Leia!

LEIA Luke, no! It's a trap.

Before she can finish, the group turns a corner and is gone. Luke races after them, leaving little Artoo trailing behind. 382. INT CARBON-FREEZING CHAMBER – CLOUD CITY – BESPIN

Luke runs into the zero-cold chamber and stops for a second to get his bearings. Leia and the others are nowhere in sight. Behind Luke, Artoo is whistling down the corridor to the chamber when a giant metal door comes slamming down with a loud CLANG (seemingly on top of the stubby droid), cutting off Luke's exit. Several more doors CLANG shut, echoing through the chamber. 383. INT HALLWAY LEADING TO CHAMBER – CLOUD CITY – BESPIN

Artoo is standing with his nose up against the giant metal door. He whistles a long sigh of relief and, a little dazed, wanders off in the other direction. 384. INT CARBON-FREEZING CHAMBER – CLOUD CITY – BESPIN

Luke searches the complex chamber for any sign of an enemy. There is nothing. He walks forward toward the hydraulic platform, then stops, holstering his gun.

LUKE I know you're with me, Lord Vader, I can feel your presence. Show yourself, or do you fear me?

Vader steps into view behind Luke. the young Jedi turns instantly to face his opponent.

VADER The Force is with you young Skywalker, but you are not a Jedi yet. 385. INT CORRIDOR – CLOUD CITY – BESPIN – DAY  
Leia, Lando, Chewie and Threepio march along between four Stormtroopers. They reach an intersection where a dozen of Lando's guards are standing at attention. Lando stops before the sergeant of the guard.

LANDO Code force seven.

The guards immediately aim their weapons at the startled Stormtroopers. The sergeant takes the Stormtroopers weapons from them, handing one to Lando, the others to Chewie and Leia. They release Chewie's binders. LANDO Hold them in the north tower.

Quietly! No one must know.

Lando's guards march the Stormtroopers away.

LEIA What's going on?

LANDO I'm coming over to your side, that's what. And I have a feeling I'm making a big mistake.

LEIA And when do you betray us again?

Lando has to take another look at this broad. She doesn't seem very appreciative.

LANDO Look, I stand to lose everything by this.

LEIA We have no use for your kind.

LANDO This is no time to be choosy, honey. What do you say we debate this later? There's still a chance I can get you out of here.

CHEWIE Barks a blue streak.

LANDO What's wrong with him?

THREEPIO (Very worried) Oh my. Oh no. He's not interested in escape. He wants to go after Captain Solo... Artoo!!

In the distance, down a long hallway in the direction that Threepio is facing, a familiar whistling can be heard. Artoo appears and zips up toward the group. Chewie turns to see the stubby droid, causing Threepio to be spun away from his little friend.

THREEPIO Wait! Where'd he go? Turn around, you woolly... Ah, Artoo! Artoo has managed to get under Threepio.

ARTOO Beeps a wild series of exclamations about his friend's condition.

THREEPIO Don't ask.

LEIA Chewie's right. We must try to save Han.

LANDO (thinking fast) There's not much chance, but the bounty hunter's ship is on the East Landing Platform.

Lando leads the others quickly down a hall.

ARTOO Beeps wildly.

THREEPIO I'm afraid Lord Vader has Master Luke. There's no hope of saving him. 386. INT CARBON-FREEZING CHAMBER – CLOUD CITY – BESPIN

Vader ignites his powerful light saber. Luke takes a step back and one foot rests on the cold chamber platform. He lights his laser sword and sets himself to face the Dark Lord.

VADER The fear does not reach you. You have learned more than I anticipated.

LUKE You'll find I'm full of surprises.

VADER And I too.

Vader brings his mighty sword down on Luke, who deftly blocks the attack, but moves another step back in the process. He is now

standing squarely on the hydraulic platform. VADER Your future lies with us, Skywalker. Now you will embrace the dark side. Obi-wan knew this to be true.

LUKE No!

VADER There is much Obi-wan did not tell you. Come, The Emperor will complete your training.

LUKE I'll die first.

VADER That won't be necessary.

With that, there is a slight rumble and the hydraulic platform disappears into the vat of freezing steam, which rises to obscure Vader's vision. He looks down into the steam.

VADER All too easy. Perhaps you are not as strong as The Emperor thought.

LUKE (OS) Time will tell.

Vader looks up in surprise to see that Luke has leapt fifteen feet straight up and is now hanging from some of the hoses on the carbonite ladle. Luke yanks one of the hoses loose and swings to safety on the far side of the platform. Vader moves toward Luke with overwhelming menace, his laser sword flaring.

VADER Your agility is impressive. Let's see what other skills you've learned.

A section of pipe tears loose from the wall and flies toward Luke.

Luke cuts it into five pieces, which bounce around the chamber.

VADER I feel it now... your fear, your anger. Good. Let The Force flow. Hate me. I'm the one who destroyed your family. Cases, tools, bits of pipe begin to fly at Luke. He cuts down or deflects them, but is driven back by their onslaught.

VADER Attack. Take your revenge. Destroy me.

Luke looks around for a means of escape. There is only one... a round tunnel with pipes and conduit running through it. He makes his way for it as Vader continues to hurtle objects at him.

VADER There is no escape. You will use the dark side of The Force... or perish. Let your hate flow and save yourself.

Luke backs into the tunnel followed by Vader. 387. EXT BOBA'S SHIP – EAST LANDING PLATFORM

Imperial Stormtroopers slide Han's encased body into an opening in the side of the bounty hunter's ship. Boba climbs aboard on a ladder next to the side opening.

BOBA Seal it. 388. EXT EAST LANDING PLATFORM – SIDE BAY  
An elevator slides open and Lando, Leia and Chewbacca race for a

large bay overlooking the East Landing Platform. 389. EXT EAST LANDING PLATFORM – CLOUD CITY

FULL SHOT, INT EAST LANDING PLATFORM – Boba Fett's ship takes off against cloud sky at sunset. 390. EXT EAST LANDING PLATFORM – SIDE BAY

Chewie HOWLS and starts firing at the ship.

LANDO It's no use, they're out of range.

THREEPIO Oh my, no! A laser bolt explodes near the Princess and everyone turns to see what Threepio has already spotted coming from the other direction: a squad of Stormtroopers running toward them. Artoo peeks out from the elevator.

LANDO Come on, let's move!

Leia and Chewbacca start firing at the troopers as Lando makes a break for the elevator. Laser bolts continue to explode around the Princess and the Wookiee, but they refuse to budge. Lando sticks his head out of the elevator and motions for the pair to run. But they barely notice. They seem possessed, transported, as all the frustration of captivity and anger of loss pour out through their death-dealing weapons. Threepio, at the center of all this, is frantic.

THREEPIO Artoo, help me! How did I get into this?... What a fate worse than death is to be strapped to the back of a Wookiee!

LANDO Get in here! Now! Both of you, hurry up!

Reluctantly, Leia and Chewbacca move through the rain of laserfire toward the elevator. Once they're inside, the door slams shut and the Stormtroopers race forward. 391. INT ELEVATOR – CLOUD CITY – BESPIN

Leia is out of breath as the levels slowly pass outside the translucent windows. Lando watches the display panel.

LANDO You're nuts!

THREEPIO With all respect, I'm tempted to agree...

LEIA We should have stayed and finished them off.

CHEWIE Barks his agreement.

LANDO You two almost signed off out there. THREEPIO Three! I count three of us...

LEIA I don't care. It would've been worth it... for Han.

CHEWIE Barks his "right on!"

LANDO Very noble. Not smart, but noble.

LEIA You've probably never done an honorable thing in your life.

LANDO Sure I did... once. It turned out lousy.

LEIA What chance have we got in here? What are we going to do



when they cut...

Suddenly, the elevator stops with a jolt and the main lights go out, leaving only the running lights.

LEIA ... the power?

CHEWIE Howls.

ARTOO Whistles. 392. INT REACTOR CONTROL STATION

Vader's powerful thrust and parry continues as Luke is forced back into the cluttered control area of the monstrous reactor that powers the city. Luke is obviously outmatched by the powerful Dark Lord of the Sith; he must struggle to avoid Vader's slashing sword. The laser weapon cuts through pipes and wires, causing steam, fluid and sparks to fly everywhere. Luke moves behind a tall storage case, which is neatly cut in two by one of Vader's blows. Several electronic tools sitting on the control panel fly at Luke. He manages to deflect the projectiles and, at the same time, hold off his awesome opponent. But he is battered cut in several places, tired and somewhat dazed. He stumbles and can't catch his breath.

VADER You are beaten. It is useless to resist.

Luke lunges at Vader and attempts to put the Dark Lord on the defensive. He succeeds in nicking the giant warrior on the shoulder. Vader reacts, but is quite unhurt.

VADER Don't let yourself be destroyed as Obi-wan did.

Luke is breathing hard but the mention of Ben has a curious effect on him. He stands motionless for a moment, thinking. He closes his eyes.

LUKE (to himself) Knowledge and defense.

A calm comes over Luke, as Vader raises his sword and starts another attack. Using The Force, Vader hurtles large objects at Luke, but the boy deflects them with the good side of The Force.

Luke is backed up against a large round window. It over-looks a narrow scaffold and, beyond, an awesome abyss that drops away to the glowing reactor many miles below.

VADER You will join me, or you will join Obi-wan in death!

A large tool case rises and speeds toward Luke. He deflects it slightly, and it smashes through the window creating a massive rush of air. The gust knocks Luke off balance and sends him flying out the window after the tool case. 393. INT ELEVATOR SHAFT

Lando climbs into the dimly lit elevator shaft from a door in the top of the elevator. There is no cable, but a great deal of mechanical and electronic gadgetry. Leia and Chewie can be seen inside the elevator

looking at him. Lando fiddles with several large braking devices and then starts banging one with his weapon. LEIA You'd better know what you're doing, or this is going to get very messy.

LANDO (completely dumbfounded) Don't worry about a thing. I'll get us going. 394. INT ELEVATOR

Artoo has found a computer outlet in the side of the elevator control panel. Beeping and whistling madly, he inserts his control arm in the socket.

THREEPIO Artoo can release the brakes through the central controls.

Lando pops his head in as a loud clanking echoes through the shaft.

LANDO Then do it! They're breaking in!

ARTOO Beeps a snappy okay.

With a jolt, the brakes release and the elevator rockets into oblivion.

Leia, Chewie and Threepio are smashed to the ceiling. 395. INT ELEVATOR SHAFT

Elevator races away from camera with Lando hanging on the back.

LANDO Reverse! Stop it! Stop! 396. INT ELEVATOR

Artoo whistles madly, but the elevator doesn't stop.

THREEPIO Oh my, he's lost contact. 397. INT ELEVATOR SHAFT

Lando manages to hang on with one hand and fire his laser pistol at the huge brake with the other. A direct hit and the brake snaps closed, stopping the elevator instantly with a loud, horrible

SCREECH. 398. INT GANTRY OUTSIDE CONTROL ROOM – REACTOR SHAFT

The shaft is noisy with wind. Then, the wind stops and all that can be heard is the echoing footsteps of the Dark Lord. A haggard Luke is dangling over the abyss, struggling to climb back on to the gantry before Vader arrives. He still holds his light saber as he hoists himself back onto the metal walkway.

Vader brings his sword down before Luke can stand, but the young Jedi manages to block the blow. He scrambles backwards down the ramp, with Vader following, slashing at the youth. In the distance, the muted roar of the wind blast can be heard getting ever closer, until the two warriors are engulfed in blast of wind that almost knocks them off the gantry. Luke manages to stand in the wind and return Vader's powerful blows. The two battle furiously along the gantry. Vader cuts away part of the railing that Luke is holding. Luke notices with awe as the railing is lifted by the wind. He lets go and the metal floats away. The wind stops and the fighting becomes even more intense. The deadly buzz of the laser swords reverberates through the vast power

shaft. An alarm sounds and the public address system inside the control room crackles.

ADDRESS SYSTEM Fugitives heading for transport Platform Southwest-One. Secure all transport.

VADER Your friends may escape, but you are doomed.

LUKE Not yet.

Luke slashes at Vader again, renewing the fight. Luke's sword whistles past Vader and the young warrior is thrown off balance, his guard down. Vader's light saber flashes out with deadly skill and cuts Luke, almost forcing him over the edge. He can barely stand. He wipes the tears from his eyes, but still can barely focus on his massive opponent. 399. INT CORRIDOR LEADING TO LANDING PLATFORM – BESPIN

The Millennium Falcon can be seen for a moment before the main door leading to the landing platform slams shut. Leia, Lando, Chewie and the droids round a corner. They duck into the alcove at the main door just as Stormtroopers arrive at both ends of the hall and start firing. The band of rebels squeeze into the little alcove as a rain of laser bolts stream past and explode around them. Chewie blasts away at the Stormtroopers. Leia punches buttons on the door's control panel.

LEIA We've got to find Luke.

LANDO His fate is sealed. You'll be lucky to get out yourself. All systems are on alert. everything's locked.

THREEPIO Artoo! The control panel. You can override the alert system.

Threepio points to a computer socket on the control panel. Little Artoo beeps and scoots over to the panel and sticks his computer arm into the socket.

ARTOO A short beep turns into a wild scream!

Artoo's circuits light up, his head spins around wildly and he begins to smoke. Lando pulls him away.

ARTOO (cooling away) Lets out a few wilted beeps.

THREEPIO Well, next time you pay more attention. I'm not supposed to know power sockets from computer feeds, I'm an interpreter...

LEIA (firing at the Stormtroopers) Anybody else got any ideas? 400.

INT GANTRY OUTSIDE CONTROL ROOM – REACTOR SHAFT – BESPIN

The guard rail has been cut to ribbons. Luke has been driven to the edge of the jutting platform; he is ready to collapse under Vader's

powerful blows. A continual rain of sparks showers down on the young warrior from a severed power cable on the instrument stand. The noise of clashing laser swords is now covered by the roar of wind working its way up the shaft. Luke almost loses his balance and goes over the edge, but the wind props him up enough for him to regain his balance. He attacks Vader again, with a vengeance, using his last reserves of strength. The wind fades away again.

VADER The Force runs strong in the Skywalker line. You will achieve great power... Come, join with me! Together we will be the most powerful... even stronger than The Emperor.

(INSERT B – DIALOGUE ADDED HERE)

LUKE No!... Never...

Luke starts backing away from Vader, his strength gone at last.

VADER There is no escape. You must join me or die. Don't make me destroy you here... The Emperor is strong with The Force. But if you join me, together we could overthrow Him. Do not resist. It is our destiny!

LUKE Never.

Luke lunges for Vader with his laser sword, but misses. He stumbles to the other side of the platform. In the distance, the wind can be heard working its way up the long shaft. Luke is out of breath, exhausted, bleeding. He hears the wind rising and gives Vader a long, hard look.

LUKE Never!

Luke staggers to the edge of the platform and jumps off into the endless abyss. Vader rages in disbelief.

VADER No! The Dark Lord looks over the platform and sees Luke falling far below. The wind begins to blow at Vader's cape and the torrent finally forces him back, away from the edge. He looks out and sees Luke floating upward past him with the force of the wind.

Spread-eagle, skydiver-style, Luke attempts to maneuver himself closer to the side of the shaft. He has hooked his laser sword to his belt. The wind begins to fade and the wounded Jedi begins to fall fast, unable to grab onto anything. 401. INT – SHAFT – SMALL EXHAUST PIPE

Suddenly, Luke is sucked into a small exhaust pipe in the side of the shaft. Vader sees this. He turns and hurries off the platform. 402. INT EXHAUST PIPE

TRUCKING FULL SHOT as Luke tumbles through the exhaust pipe. 403. EXT BOTTOM OF CITY – EXHAUST PIPE – DUSK

Luke is spit out of the exhaust pipe on the underside of the city. He manages to grab a protruding weather vane at the exterior mouth of the pipe. 404. EXT BOTTOM OF CITY – EXHAUST PIPE – DUSK  
FULL SHOT – Luke hanging on weather vane on bottom of the city. Dangling helplessly above the awesome cloud sea hundreds of miles below, he struggles in vain to pull himself to safety. Finally, he closes his eyes and begins to concentrate.

LUKE Leia, Leia... Leia, I need you.

Luke swings in the gentle breeze of the cloud planet. 405. INT  
CORRIDOR LEADING TO LANDING PLATFORM

Artoo has dismantled the control panel next to the service door and is working with the wires. His work has enabled Lando to hook into the public address system. Now he yells into a microphone over the din of the continuing battle with the Stormtroopers.

LANDO This is Baron Calrissian. The Empire is taking control of the city. Evacuate immediately. Leave before more Imperial troops arrive. An explosion hits nearby. Artoo touches two wires together and the door slides open. Artoo whistles. Lando, Chewie, Leia and Threepio are ecstatically surprised.

THREEPIO Artoo, you did it! I never doubted you for a second...

LEIA Let's go.

Artoo lays down a cloud of fog, obscuring everything, as the group dashes outside. 406. EXT LANDING PLATFORM – CLOUD CITY – DUSK

The group races for the Millennium Falcon as Stormtroopers reach the main door. Lando and Leia hold off the troops as Chewie and the droids get on board. Chewie starts up the ship. As the giant engines start to whine, Lando and Leia jump on board. 407. EXT BOTTOM OF CITY – EXHAUST PIPE – DUSK

MED SHOT – Luke hanging on weather vane on bottom of the city. He has attained a better position on the weather vane and managed to hook one of his legs around the fragile instrument.

LUKE Leia... Leia...

There is an ominous CRACKING sound from the base of the weather vane and a piece breaks off, falling into the clouds far below. A rush of air is constantly blowing from the pipe. 408. INT COCKPIT –  
MILLENNIUM FALCON – CLOUD CITY – DUSK

Chewie pulls back on the controls as Leia and Lando make their way into the cabin. Lando sits in the co-pilot's seat. Leia sits next to one of the control panels. Suddenly, Leia seems to hear something. She

turns to Lando with a quizzical look.

LEIA What'd you say?

LANDO I didn't say anything.

Leia shrugs and turns back to Chewie. 409. EXT LANDING

PLATFORM – CLOUD CITY – DUSK

The Millennium Falcon lifts gracefully into the twilight sky as the squad of Stormtroopers vainly fires away. STORMTROOPER Save your fire, the patrol ships will get them. 410. EXT LANDING

PLATFORM – CLOUD CITY – HIGH ANGLE – DUSK

FULL SHOT – Looking down on the landing platform as Falcon roars up and away past camera at dusk. 411. INT COCKPIT –

MILLENNIUM FALCON – CLOUD CANYON

INT COCKPIT, SIDE as Falcon moves through cloud canyon. 412.

EXT BOTTOM OF CITY EXHAUST PIPE – DUSK

MED SHOT of Luke dangling from weather vane. The weather vane makes another terrifying CRACK and lurches a little more to one side. Luke is so weary and in such pain, he almost doesn't notice. He is concentrating on The Force.

LUKE Leia, help. Please, Leia. Hear me. 413. INT COCKPIT –

MILLENNIUM FALCON – CLOUDS – POV

OVER THE SHOULDER POV of cloud through cockpit window in Millennium Falcon. 414. INT COCKPIT – MILLENNIUM FALCON – CLOUD CITY – DUSK

Leia seems to be lost in a fog, her expression troubled. Everyone else is busy operating the ship.

LANDO I knew that set-up was too good to last... I'm going to miss it.

LEIA Luke!

LANDO What?

LEIA Luke needs help. We must go back.

CHEWIE Barks his consternation.

LEIA Chewie, head for the bottom of the city.

LANDO Three patrol ships are heading our way.

CHEWIE Barks an argument and shakes his head.

LEIA No argument, just do it. That's a command!

LANDO Wait a minute. We're not going back there.

CHEWIE Turns on Lando, the newcomer, with an ominous growl.

LANDO Okay, okay. 415. EXT MILLENNIUM FALCON – CLOUD CITY – BESPIN – DUSK

FULL SHOT TRUCKING of the Falcon making a graceful banking turn over camera. Clouds at dusk. 416. EXT MILLENNIUM FALCON

– UNDERSIDE CLOUD CITY – DUSK

FULL SHOT as Falcon dives to the underside of the floating city. 417.

INT MILLENNIUM FALCON – HOLD

Artoo is busy trying to re-assemble his friend Threepio. He adjusts the connections to the golden droid's second arm.

ARTOO Beeps some news.

THREEPIO Turning around? Oh, no! I knew we'd never

escape... 418. EXT BOTTOM OF CITY – EXHAUST PIPE – DUSK

FULL SHOT – Luke on weather vane. He is almost unconscious, but he hears the familiar whine of the approaching Millennium Falcon. As his body shifts, the weather vane breaks, sending Luke

tumbling. 419. INT COCKPIT – CLOUD CITY UNDERSIDE – DUSK

Leia tries to remain calm in the midst of everyone's amazement.

LANDO Someone's falling.

LEIA It's Luke. Get under him. Slow down. Easy Chewie. Line up your tracking system. Lando, open the hatch. 420. INT COCKPIT – MILLENNIUM FALCON – POV

POV out Falcon cockpit window as Luke falls into the clouds in the distance. 421. INT COCKPIT – MILLENNIUM FALCON – CLOUD CITY

Leia watches anxiously.

LEIA Slower, Chewie, slower. 422. INT COCKPIT – MILLENNIUM FALCON – CLOUD CITY – POV

CLOSER POV out cockpit window of Luke getting bigger as the Falcon closes on him, until his falling body skims the cockpit window and lands with a thud on the outside hull of the ship. 423. EXT MILLENNIUM FALCON HULL – CLOUD CITY – DUSK

The hatch pops open with a hiss of pressure. Lando reaches out to help the battered warrior inside the ship. Suddenly, there is a huge explosion near the ship causing it to lurch wildly. Luke is almost thrown overboard, but Lando grabs his hand in time. 424. INT

COCKPIT – MILLENNIUM FALCON – CLOUD CITY – POV

OVER THE SHOULDER POV – Clouds and flak bursts as the Falcon banks away from the city. Dusk. 425. EXT UNDERSIDE OF CLOUD CITY – DUSK

Three Imperial Patrol ships are firing on the Falcon as they speed into pursuit. 426. INT COCKPIT MILLENNIUM FALCON – CLOUD CITY – DUSK

Explosions begin to erupt all around the cockpit, buffeting the ship wildly. Chewie HOWLS as he frantically tries to control the ship.

LEIA The hatch is closed. Full speed. Two more ships are closing.  
Leia reaches over and speaks into the com-link.

LEIA Lando, is he alright?... Lando? Are you there? How's Luke?

LUKE (OS) He'll survive.

Leia and Chewie turn to see the bloody and battered Jedi, supported by Lando in the cockpit entry. Lando has wrapped a blanket around him. Leia jumps up and gives him a giant hug.

CHEWIE Howls. LANDO (climbs into the co-pilot's seat) We're not out of this yet.

A huge flak burst rocks the ship. 427. EXT MILLENNIUM FALCON – SPACE – PLANET BESPIN

FULL SHOT – The Falcon speeds away from the planet and over camera followed by two Imperial ships. 428. EXT MILLENNIUM FALCON – SPACE

FULL SHOT – The Falcon away from camera and into space, followed by two Imperial ships. 429. INT COCKPIT – MILLENNIUM FALCON – SPACE

Lights flash and muted alarm BUZZERS sound. Threepio leaves the cockpit. Luke is strapped into the seat across from Leia.

LANDO The deflector shields are gone.

LEIA (to Chewie) Are the coordinates set?

Chewie nods. Leia looks at the control panel warily.

LEIA This hyperdrive had better work.

LUKE I've never seen it fail.

Leia and Chewie exchange a look.

LANDO I'm sure my men fixed it. We've got nothing to worry about.

LEIA That sounds familiar.

Another explosion rocks the ship.

LEIA Okay, Chewie, it's now or never. CHEWIE Barks his agreement.

The Wookiee shrugs and pulls back on the lightspeed throttle. 430.

INT COCKPIT – MILLENNIUM FALCON – SPACE – POV

FULL SHOT, OVER THE SHOULDER POV out cockpit window, stars that streak and go into hyperspace. 431. EXT MILLENNIUM FALCON – SPACE

FULL SHOT, SPACE – The Falcon speeds away from camera and disappears into nothingness. 432. EXT SPACE – REMAINS OF REBEL FLEET – STAR CRUISER

FULL SHOT – Motley rebel fleet in space. The Millennium Falcon is attached to a huge rebel cruiser by a docking tube. A large star is nearby. 433. INT BRIDGE AREA – STAR CRUISER



The bridge area of the Star Cruiser is relatively quiet. Most of the crew is busy working at their control panels. Several Generals are gathered around Lando and Chewie and one by one bow before them. Luke and Leia are standing nearby.

Leia bows before Lando and Chewie, then gives the large Wookiee a big bear hug. Luke shakes Lando's hand and pats him on the shoulder. He then moves to Chewie and starts scratching his chest vigorously; which the Wookiee loves. He BARKS his enjoyment.

Lando and Chewie start to leave the bridge, stopping only when little Artoo races up and tugs at the furry giant with one of his claw arms and whistles. Chewie turns and is hugged by Threepio. The Wookiee is embarrassed, but manages a friendly pat on the droid's back and another on little Artoo's dome head. the robots wave as the two adventurers leave the bridge. 434. INT STAR CRUISER BY VIEW PORT

Luke and Leia stand alone before a giant view port – stars and distant suns move through window. Luke smiles and gives Leia a kiss on the forehead as she puts her arm around him.

LUKE I want to go with them, but I have a promise to keep. They'll find Han. I know they will...

The tall, golden robot, and the stubby Artoo-droid join the young Jedi and the Princess. They gaze out the view port as the Millennium Falcon pulls gracefully away. 435. INT BRIDGE – STAR CRUISER – VIEW PORT – POV – SPACE

POV of distant sun. The Falcon does a spectacular flip and fly-by, and banks off into the stars. ROLL UP

**END CREDITS**