

STAR WARS: THE FORCE AWAKENS

Written by

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Based on characters created by George Lucas

A long time ago in a galaxy far, far away...

STAR WARS

EPISODE VII

THE FORCE AWAKENS

Luke Skywalker has vanished. In his absence, the sinister FIRST ORDER has risen from the ashes of the Empire and will not rest until Skywalker, the last Jedi, has been destroyed. With the support of the REPUBLIC, General Leia Organa leads a brave RESISTANCE. She is desperate to find her brother Luke and gain his help in restoring peace and justice to the galaxy.

Leia has sent her most daring pilot on a secret mission to Jakku, where an old ally has discovered a clue to Luke's whereabouts....

PAN across the star field to a bright moon. A RUMBLING is FELT. A VAST STAR DESTROYER -- unlike any we have seen --

HURTLES PAST US, of seemingly endless length, eclipsing the moon. After a long beat, FOUR TRANSPORT SHIPS fly from a hangar. We HOLD ON THEM NOW, as they fly off toward a distant planet. Jakku. MUSIC BUILDS AND WE...

CUT TO BLACK.

A GROWING ROAR of MEAN ENGINES -- gnarled RADIO CALLS, the SHUDDERING of a ship's hull. Then FLASHES OF LIGHT: for an instant we see a STORMTROOPER -- then BLACKNESS. Then ANOTHER STORMTROOPER, then it's gone.

The FLICKERING CONTINUES until the LIGHTS ARE CONSTANT. We

ARE IN:

INT. TROOP TRANSPORT VEHICLE - NIGHT

TWENTY STORMTROOPERS. Holding on at attention, moving to the ship's rhythm, in the tense moments before a raid. A FILTERED COMMAND and they LOCK AND LOAD their heavy blaster rifles. The BRUTAL NOISE is replaced by SUDDEN, SHOCKING

QUIET:

EXT. JAKKU VILLAGE - NIGHT

WIDE SHOT of a small, peaceful village. Distant sounds of native animals. A single wind chime. Suddenly a DROID RISES INTO FRAME, CLOSE: ROUND and SKITTERY, orange and white, this is BB-8. Focuses on something past camera. He BEEPS -- FAST, MORSE CODE-LIKE SOUNDS, clearly worried. Moves EVEN CLOSER TO CAMERA -- is MORE worried -- BEEPS more -- then TURNS AND

ROLLS OFF FAST --

INT. LARGE HUT - NIGHT

CLOSE ON A HAND: a small LEATHER SACK is placed in the palm. The hand closes. Another OLDER HAND covers it. In a primitive HUT, an old explorer, LOR SAN TEKKA, (rugged, kind) has handed the mysterious sack to POE DAMERON (32, in a pilot's jacket). Poe has charisma, a natural spark:

LOR SAN TEKKA

This will begin to make things right. I've traveled too far, and seen too much, to ignore the despair in the galaxy. Without the Jedi, there can be no balance in the Force.

POE

Well, because of you now we have a chance. The General's been after this for a long time.

LOR SAN TEKKA

"The General." To me, she's royalty.
Well, she certainly is that.

POE

BB-8 ENTERS FRANTIC, BEEPS. Concerned, Poe turns to Lor San Tekka.

POE (CONT'D)

We've got company.

EXT. LARGE HUT - NIGHT

The men exit fast. Poe moves TO CAMERA, raises QUADNOCLARS.
POE'S POV: LIGHTS on the horizon -- approaching ENEMY SHIPS.
POE lowers the quadnocs -- PUSH IN ON HIS UNNERVED EYES. A

GROWING, FRIGHTENING THUNDER.

POE

You have to hide.

LOR SAN TEKKA

You have to leave. Go!
Poe turns to him. Conflicted. Finally nods, hurries off.
BB-8 follows.

EXT. JAKKU VILLAGE - NIGHT

TRACK FAST with Poe as he and BB-8 hurry through the village,
various ARMED VILLAGERS taking position, prepared to defend.

EXT. JAKKU VILLAGE - NIGHT

A ROAR of WIND and DUST: the TRANSPORTS LAND. Stormtroopers
come out FIRING BLASTERS -- the VILLAGERS FIRE BACK -- many
are HIT!

EXT. RISE ADJACENT TO VILLAGE - NIGHT

Poe runs to an X-WING fighter, parked at a distance from the
village, hidden behind a ROCK OUTCROPPING.

POE

Come on, BB-8! Hurry!
Poe sends BB-8 into the droid socket / co-pilot seat -- he
moves to the cockpit -- the CONTROLS COME TO LIFE. As the
CANOPY CLOSES, Poe shoots a quick look back: the ENEMY ARRIVES

IN THE DISTANCE.

Poe urgently works the controls -- BB-8 BEEPS.
The X-WING LANDING LIGHTS COME ON, ENGINES WHINE TO LIFE!
But just then:
Poe's ship is suddenly HIT BY BLASTERFIRE! Poe turns to
look: two STORMTROOPERS CHARGE HIS WAY, FIRING!

POE (CONT'D)

I see 'em!
BB-8 BEEPS nervously as Poe GRABS HIS CONTROLS and FIRES AT THEM, using the X-wing's drop-down antipersonnel blaster! The two Troopers are BLOWN AWAY in the large BLAST HITS! Poe tries to start the ship now, but the ENGINES SPUTTER. Concerned, he opens his canopy, jumps down, moves to the back of his ship: BAD DAMAGE ON THE REAR ENGINE PANEL. They're in trouble.

EXT. JAKKU VILLAGE - NIGHT

Lor San Tekka moves sadly through the village as STORMTROOPERS wielding FLAME THROWERS destroy structures. Surrendering Villagers are ROUNDED UP. Pinned ANIMALS panic.

EXT. RISE ADJACENT TO THE VILLAGE - NIGHT

Back at the X-wing, Poe kneels beneath his ship, pulls from the leather sack a SMALL, OLD ARTIFACT which he inserts into BB-8 -- the droid's MULTI-READER ENVELOPS it.

POE

You take this. It's safer with you than it is with me. You get as far away from here as you can. Do you hear me?
(BB-8 BEEPS, hesitates)
I'll come back for you! It will be alright.

BB-8 watches Poe run off. BEEP-WHINES nervously, then turns and heads off. Turns back once to look at Poe, then ROLLS AWAY. Poe uses his blaster rifle to fire at incoming troopers from cover.

EXT. JAKKU VILLAGE - NIGHT

The Troopers and villagers in battle -- as one Trooper is HIT and goes down. Another -- OUR TROOPER -- KNEELS to help. The hit trooper raises a torn, bloody glove -- his HUMAN HAND visible -- and MARKS OUR STORMTROOPER'S MASK WITH BLOOD just before he dies. Our Trooper, stands -- overwhelmed by the battle.

AN IMPOSING SHUTTLE CRAFT -- VERTICAL WINGSPAN 90 FEET TALL --

LANDS NEAR THE TRANSPORT VEHICLES.

The shuttle craft door OPENS -- through the wind and smoke, KYLO REN exits the ship: a TALL, DARK FIGURE, he strides through the chaos toward San Tekka. A senior Trooper moves to our blood-marked Trooper, and orders

HIM:

SENIOR TROOPER

Stay here.
Our Trooper nods.
Kylo Ren stops before the outraged Lor San Tekka, dwarfing him. Only now does it become apparent that Kylo Ren wears a DARK MASK, marked by battle. Inset metal lines reflect FIRE.

KYLO REN

Look how old you've become.

LOR SAN TEKKA

Something far worse has happened to you.
Our blood-marked TROOPER is placed in line with other stormtroopers.

KYLO REN

You know what I've come for.

(CONTINUED)

CONTINUED: LOR SAN TEKKA

I know where you come from. Before you called yourself Kylo Ren.

KYLO REN

The map to Skywalker. We know you've found it, and now you're going to give it to the First Order.
Adjacent to the village, Poe enters frame -- sees the Ren/San Tekka exchange continue.

LOR SAN TEKKA

The First Order rose from the dark side... you did not.

KYLO REN

I'll show you the dark side.

LOR SAN TEKKA

You may try, but you cannot deny the truth that is your family.
Suddenly Kylo Ren raises his LIGHTSABER -- IGNITES IT --

PERPENDICULAR SMALLER BLADES AT THE HILT, A UNIQUE BUZZ --

YELLOW/RED ENERGY, SPITTING SPARKS AND SMOKE --

KYLO REN

You're so right.
And as he RIPS IT DOWN ACROSS SAN TEKKA!
Poe, RUNNING, SEES THIS AND YELLS, AIMS HIS BLASTER AND FIRES
AT KYLO REN! Instantly:
Kylo Ren RAISES HIS HAND -- POE'S BLAST FREEZES -- THE BOLT

OF ENERGY STRAINING AND VIBRATING IN MID AIR!

Kylo Ren sees Poe, who suddenly CANNOT MOVE, but strains to.
He is grabbed by Stormtroopers who drag him past the
VIBRATING, FROZEN BLAST, to Kylo Ren.
A Stormtrooper begins a brutal PAT DOWN. Kylo Ren moves
closer. Poe just glares. The Stormtrooper KICKS OUT Poe's
legs -- he lands hard on his knees.
Kylo Ren kneels to look at Poe.

POE

So who talks first? You talk first?

KYLO REN

The old man gave it to you.

POE

(INDICATES KYLO'S

MASK)

It's just very hard to understand
you with all the...

(CONTINUED)

CONTINUED:

KYLO REN

(TO TROOPERS)

Search him.

POE

... Apparatus.
The Troopers roughly pull Poe away. A Stormtrooper begins a
brutal PAT DOWN. Kylo Ren moves closer.
Poe just glares as the pat down ends.

STORMTROOPER #1

Nothing, sir.

KYLO REN

Put him on board.
Kylo Ren regards the Stormtroopers with the rounded up

Villagers, then turns to the CHROME-SKINNED, FEMALE BLACK-
CAPED HEAD STORMTROOPER, CAPTAIN PHASMA.

CAPTAIN PHASMA

Sir, the villagers.

KYLO REN

Kill them all.
Phasma nods, steps forward:

CAPTAIN PHASMA

On my command!
The Troopers, including OURS, aim at the Villagers.

CAPTAIN PHASMA (CONT'D)

Fire!
Poe is roughly PULLED into a transport ship, the ramp LIFTS.
All around our Trooper BLASTERFIRE ERUPTS -- but we're WIDE
ENOUGH to see he ISN'T FIRING. PUSH IN until the FIRING
STOPS. All the Stormtroopers SPREAD OUT TO SEARCH -- except
ours.
Kylo Ren heads back toward his ship. But then he STOPS.
Feels something. TURNS AND LOOKS AT OUR STORMTROOPER for a
LONG MOMENT. Our Trooper can barely meet his gaze; knows
he's doomed.
Kylo Ren then heads off -- passes the FROZEN BLAST, which,
after a beat, GOES FREE AND SLAMS INTO A NEARBY STRUCTURE,
scaring the hell out of our Stormtrooper.

EXT. EDGE OF JAKKU VILLAGE - NIGHT

A Stormtrooper climbs down from the cockpit of Poe's X-wing,

BACKS AWAY:

(CONTINUED)

CONTINUED:

STORMTROOPER #2

Nothing here. Go ahead!
Three other Stormtroopers FIRE LASER CANNONS at the X-wing --
destroying the ship in a LARGE EXPLOSION.

EXT. OUTSKIRTS OF JAKKU VILLAGE - NIGHT

BB-8 rolls across the sand, looks back: the X-wing FIREBALL.
BB-8, afraid, continues on his own in a mysterious, dark
desert. We see a FORM -- an animal, its RED EYES LIFTING
from the sand, watching the rolling droid, who just keeps
going.

In a WIDE SHOT, we HEAR HIM BEEPING to himself, lonely and frightened.

EXT. SPACE - NIGHT

With the SANDY PLANET OF JAKKU as backdrop, Troop Transports and Kylo Ren's Shuttle approach a massive STAR DESTROYER.

INT. STAR DESTROYER HANGAR - NIGHT

Poe, shackled, is ushered from the transport through the hangar. He is awed by the imposing space.

POE

All right. All right!
Our Stormtrooper passes, moves fast:

INT. TROOP TRANSPORT VEHICLE - NIGHT

Our Stormtrooper enters the dark, vehicle. He removes his helmet. His head comes up and we PUSH IN ON HIS FACE FOR THE FIRST TIME. This is FN-2187. He is 23, likable. But in this moment, terrified, desperate.
After a beat, behind him, CAPTAIN PHASMA enters. FN-2187 knows he's in trouble.

CAPTAIN PHASMA

FN-2187. Submit your blaster for inspection.

FN-2187

Yes, Captain.

CAPTAIN PHASMA

And who gave you permission to remove that helmet?

FN-2187

I'm sorry, Captain.

CAPTAIN PHASMA

Report to my division at once.

(CONTINUED)

CONTINUED:

Phasma heads off. Shattered, FN-2187 replaces his helmet.

CUT TO:

INT. JUNKED VESSEL CORRIDOR - DAY

A metal sheet is pulled open to reveal the wrapped up face of A SCAVENGER, perhaps alien, in GOGGLES, FACE MASK and GLOVES. Backpack with a STAFF strapped to it. Uses TOOLS to remove various MECHANISMS from inside the wall. We are in an upside-down, canted CORRIDOR. The Scavenger finds a valuable piece, drops it in a SATCHEL. Swings the bag back and begins CLIMBING DOWN on a cable, between treacherous WALLS OF MACHINERY, headed to:

INT. JUNKED VESSEL - LARGER SPACE - LATER

Alone and tiny in this massive, sideways wreck, the Scavenger descends, climbing down a two-hundred foot-long cable. LANDS HARD onto rusty metal.

INT. JUNKED VESSEL - ENGINES - DAY

The Scavenger carries the satchel and another large, found piece, over enormous pipes in the vast space, heads through the dust toward a distant SLIT OF SUNLIGHT.

EXT. JUNKED VESSEL ENGINE - DAY

The Scavenger arrives from the darkness and pulls off goggles and gear, revealing the grimy face of a beautiful, young WOMAN. This is REY, 19.

She opens her canteen, shakes out the two final drops into her mouth. HITS THE SIDE of the canteen again and again for whatever she can get. CUT WIDE:

Rey is rendered minuscule, standing at the bottom of an EPIC

ENGINE OF A DECAYING, CRASHED STAR DESTROYER -- DISTANT SOUND of her canteen-hitting. She sets her things on a piece of sheet metal and sits next to it, sliding down the sand dune. She RIDES DOWN THE MOUNTAIN OF SAND. WE HOLD FOR A LONG TIME, looking down, as she recedes from us, toward the distant SALT FLATS below. Random SCATTERED DEBRIS. Her SPEEDER, tiny from here.

Rey moves to her junker SPEEDER, jumps on, fires the sputtery engine and DRIVES OFF.

EXT. DESERT - SPACESHIP GRAVEYARD - DAY

Rey races along the desert floor: a GRAVEYARD OF CRASHED

SPACESHIPS.

EXT. NIIMA OUTPOST - DAY

Rey's speeder PASSES us, heading for a dusty, desert town. Refueling, small trade, scavengers.

(CONTINUED)

CONTINUED:

CRASH! Rey's sack carrying her heavy FOUND OBJECTS hits the sand. Working like a tough seaman, Rey hauls the sack from her speeder toward the town.

EXT. NIIMA OUTPOST - CLEANING TABLE - DAY

TIGHT ON REY'S HANDS as she SCRUBS CLEAN her day's salvage. Rey glances up: she looks at an old woman, also cleaning some salvage.

Rey watches her, gets lost in the simple moment. A small, passing alien UNDERLING barks something to her in another language. She returns to work.

INT. NIIMA TRADING STRUCTURE - DAY

Rey looks up to a SERVICE WINDOW: two feet above her, behind a protective screen, is her boss, UNKAR PLUTT (50, blobfish, unclean). He examines her pieces. Then he offers:

UNKAR

What you've brought me today is worth... Hmmm... One quarter portion.

Though disappointed, Rey barely shows it. She nods thanks. Unkar pushes through his transfer drawer a SEALED PACKET: DRIED GREEN MEAT in one section, BEIGE POWDER in another. She takes it.

She swallows her resentment and heads off.

EXT. NIIMA OUTPOST - DAY

The IMMENSE SETTING SUN against the FLAT TERRAIN. Rey's SPEEDER races, almost insignificant, across frame.

INT. REY'S DWELLING - DAY

She SCRATCHES MARKS into the rusty wall. Another MARK; another DAY. And there are THOUSANDS of marks. A SIZZLING SOUND over: A DRIED DESERT FLOWER in a rusty ENGINE PIECE. A rough, stuffed HANDMADE DOLL, made from what looks like orange Rebellion flight suit material and twine. Rey's lonely, ramshackle dwelling. Everything reclaimed. She cooks for one. Does everything for one. She opens the POWDER, moves to the makeshift WOK, where the GREEN MEAT SIZZLES. Pours the powder into milky WATER in a tin. Stirs it. It GROWS INTO A LOAF as she puts the meat on an old plate. Grabs the loaf.

EXT. REY'S DWELLING - DUSK

Rey sits, eats like a starving child. Every last drop. Licks the metal plate. Looks out at the horizon. A single silent ship heads off, a shimmering, thin contrail. She wipes her mouth. Picks up an old, broken REBELLION HELMET.

(CONTINUED)

CONTINUED: just 'cause.

Puts it on,

WIDE SHOT of Rey sitting, alone and isolated, on the leg of an ANCIENT, FALLEN AT-AT in which she lives.

Then, a distant ELECTRONIC SQUEAL -- instantly she's up, helmet too big, she rips it off. Hears ANOTHER BEEPING SQUEAL. She hurries to her QUARTERSTAFF and runs off.

Rey climbs a dune. RISE WITH HER, revealing BB-8, caught in a NET but fighting back, being held by a TEEDO (a small, brutish desert tyrant), who rides a LUGGABEAST. The teedo YELLS at BB-8, who BEEPS madly, struggling to free himself. Rey watches this injustice for a beat, finally YELLING OUT:

REY

Tal'ama parqual!

The Teedo and BB-8 STOP, GO SILENT, turn to her.

REY (CONT'D)

Parqual zatana!

A half beat and the Teedo YELLS SOMETHING BACK, threatening. BB-8's head swivels to him, then back to Rey, like watching a tennis match.

Rey angrily moves to them, pulling a knife from her pouch. Rey starts CUTTING BB-8 out of the netting. The Teedo freaks out, YELLING. Rey suddenly stands, turns to the Teedo and says, fiercely:

REY (CONT'D)

NOMA.

The Teedo barks a sort of "AHHHHH!" (As if to say, "GO TO HELL!"), Then heads off on his beast. This prompts BB-8 to start BEEP-YELLING at the departing bully, provocatively.

REY (CONT'D)

Shhhh.

BB-8 quiets instantly. The two watch the Teedo head off. Finally, BB-8 BEEPS a question. She KNEELS to him.

REY (CONT'D)

That's just Teedo. Wants you for parts. He has no respect for anyone.

Your antenna's bent.

(considers BB-8 for the first time,

STRAIGHTENS THE

ANTENNA)

Where do you come from?

(BB-8 BEEPS)

Classified. Really? Me too. Big

secret.
(points to horizon)
Niima Outpost is that way, stay off
Kelvin Ridge.

(MORE)

(CONTINUED)

CONTINUED:

REY (CONT'D)

Keep away from the Sinking Fields in
the north, you'll drown in the sand.
(stands, heads off)

BB-8 starts after her, BEEPS. She turns sharply, he stops.

REY (CONT'D)

Don't follow me. Town is that way.
(he BEEPS again)
No!

She heads off again. Finally he BEEPS to her -- something
SWEET this time. That he is alone, scared, has no one else.
This makes her stop. She turns and looks at him. Not liking
him. But a gesture of her head says, reluctantly, "Come
on." BB-8 quickly moves to her. They head off together.

REY (CONT'D)

In the morning, you go.

(HE BEEPS)

You're welcome.
The two disappear behind a dune.

EXT. STAR DESTROYER - DAY

Three TIE fighters head to the massive ship high above Jakku.

INT. STAR DESTROYER HOLDING CELL - DAY

POE, shackled to a chair, BEATEN, wakes up.

KYLO REN

I had no idea we had the best pilot
in the Resistance on board.
Comfortable?
Through battered lips:

POE

Not really.

KYLO REN

I'm impressed. No one has been able to get out of you what you did with the map.

POE

Might wanna rethink your technique. Kylo Ren says nothing, reaches out to him. Poe flinches in the chair as Kylo Ren reaches for his face, not touching him. Poe is soon in agony, remains in horrible silence --

KYLO REN

Where is it?

(CONTINUED)

CONTINUED:

POE

The Resistance will not be intimidated by you.

KYLO REN

Where... is it?
Poe can't take it -- he BEGINS TO SCREAM and we CUT TO:

INT. STAR DESTROYER CORRIDOR - DAY

WHOOOSH! The cell door SLIDES UP. Kylo Ren exits, fierce, confronts GENERAL HUX (34, scary) who awaits him:

KYLO REN

It's in a droid. A BB unit.

GENERAL HUX

Well then. If it's on Jakku, we'll soon have it.

KYLO REN

I leave that to you.

EXT. NIIMA OUTPOST - DAY

BB-8 is dropped to the sand.

REY

Don't give up. He still might show up. Whoever it is you're waiting for. Classified. I know all about

waiting.
BB-8 BEEPTALKS a question.

REY (CONT'D)

For my family. They'll be back.
One day. Come on.
She tries to force a smile, but can't, really. She heads
off. BB-8 BEEPS... then heads after her.

INT. NIIMA TRADING STRUCTURE - DAY

Rey stands with BB-8 in front of Unkar Plutt, at his window.
He reviews her goods. He glances quickly at BB-8.

UNKAR

These five pieces are worth... Let
me see here... One half portion.

REY

(OBJECTS)

Last week they were a half portion
each.
She hates him. He leans forward.

(CONTINUED)

CONTINUED:

UNKAR

What about the droid?

REY

What about him?

UNKAR

I'll pay for him.
BB-8 doesn't like this at all. Rey is awkward, but curious.

UNKAR (CONT'D)

Sixty portions.
CLOSE ON HER. Stunned. Literally hungry for this amount of
food, her stomach practically rumbles.
BB-8 sees her interest and BEEPS furiously, not liking this
conversation at all.
She looks at Unkar. Looks down at BB-8. Considers it all.
Finally, she hears herself say:

REY

Actually... the droid's not for sale.

(TO BB-8)

Come on.
Unkar furious. Rey, then BB-8, head out. Recovering, Unkar watches her go with dark eyes. He picks up a communicator:

UNKAR

Follow the girl and get that droid.
He SLAMS the service window door SHUT.

INT. STAR DESTROYER HOLDING CELL - DAY

The cell door WHOOSHES OPEN -- a STORMTROOPER enters. Poe remains shackled, worse for wear. A TROOPER GUARD here.

STORMTROOPER

Ren wants the prisoner.
TIGHT ON POE, in pain, drained, as the Guard unshackles him.

INT. STAR DESTROYER CORRIDOR - DAY

An exhausted, handcuffed Poe is walked down the corridor by the Stormtrooper, who holds a blaster at Poe's body.

STORMTROOPER

Turn here.
Poe turns into a narrow passageway --

INT. STAR DESTROYER NARROW PASSAGEWAY - DAY

Heading down the narrow hall the Stormtrooper stops Poe.

(CONTINUED)

CONTINUED:

STORMTROOPER

Listen carefully: you do exactly as
I say, I can get you out of here.

POE

(COMING TO)

If -- what--?
The Stormtrooper pulls off his helmet: IT IS FN-2187.

FN-2187

This is a rescue, I'm helping you
escape. Can you fly a TIE fighter?

POE

You with the Resistance--?!

FN-2187

What?

(THAT'S CRAZY)

No no no! I'm breaking you out.
Can you fly a TIE fighter?

POE

I can fly anything. Why, why are
you helping me?

FN-2187

Because it's the right thing to do.

POE

(it hits him)
You need a pilot.

FN-2187

I need a pilot.
And Poe, seeing this is for real, smiles a hero's smile.

POE

We're gonna do this.

FN-2187

(unsure but hopeful)
... Yeah?

INT. STAR DESTROYER HANGAR - DAY

WIDE SHOT ESTABLISHING the hangar. Find FN-2187, again
masked, walking with Poe. By all appearances he's escorting
a prisoner. A group of OFFICERS passes in the opposite
direction.

FN-2187

Okay, stay calm, stay calm.

POE

I am calm.

(CONTINUED)

CONTINUED:

FN-2187

I'm talking to myself.

(BEAT)

Not yet. Okay, go. This way.
FN-2187 walks quickly toward the far wall -- Poe follows --
up the stairs to a two-man SPECIAL FORCES TIE FIGHTER --

INT. TIE FIGHTER - DAY

FN-2187 and Poe (wincing, sore) drop into the back-to-back cockpit. FN-2187 pulls off his helmet as Poe removes his cuffs and jacket, fires up the ship with excitement.

POE

I always wanted to fly one of these things. Can ya shoot?

FN-2187

Blasters, I can!

POE

Okay, same principal! Use the toggle on the left to switch between missiles, cannons, and mag pulse -- use the site on the right to aim, triggers to fire!

FN-2187

This is very complicated
FWOOOOOOM! The TIE FIGHTER LURCHES FORWARD --

POE

I can fix this.

INT. HANGAR SIX CONTROL ROOM - DAY

WIDE: see the ship STRUGGLE TO RISE, CABLES connected to it --
PULL BACK FAST to REVEAL we're inside the main control room.

STAR DESTROYER TECHNICIAN

We have an unsanctioned departure
from bay two.

WHIP TO a FIRST ORDER COLONEL, who responds:

FIRST ORDER COLONEL

Alert General Hux and stop that
fighter.

INT. STAR DESTROYER HANGAR - DAY

The TIE Fighter LIFTS OFF from the bay, rips CHARGING cables!
Stormtroopers UNPACK and aim MEGABLASTERS.

INT. TIE FIGHTER - DAY

FN-2187 opens fire.

INT. STAR DESTROYER HANGAR - DAY

FN-2187 TEARS UP PARKED TIE FIGHTERS and GUN EMPLACEMENTS
WITH WELL-AIMED, STRATEGIC LASER BLASTS! Hits the CONTROL

ROOM!

INT. HANGAR SIX CONTROL ROOM - DAY

THE WINDOWS ARE BLOWN IN BY LASER BLASTS!

INT. TIE FIGHTER COCKPIT - DAY

POE

I got it!

EXT. STAR DESTROYER - DAY

The TIE Fighter blasts from the ship --

INT. TIE FIGHTER - DAY

Poe pilots -- amazed, almost enjoying it.

POE

Wooahhh! This thing really moves.
All right, we gotta take out as many
cannons as we can or we're not gonna
get very far!

FN-2187

All right!

POE

I'm gonna get us in position, just
stay sharp!

EXT. STAR DESTROYER - DAY

The TIE Fighter ARCS BACK, DIVES THROUGH THE OPENING BETWEEN
THE LEVELS OF THE MASSIVE SHIP, then FLIES DOWN AND BACK,
along the ship's belly --

INT. TIE FIGHTER - DAY

Poe flies toward the CANONS --

POE

Up ahead! Up ahead! You see it?
I've got us dead centered. It's a
clean shot.

FN-2187

Okay, got it.
FN-2187 gets a target, FIRES!

EXT. STAR DESTROYER - DAY

LASERS BLAST from the TIE Fighter -- A SERIES OF CANNONS
EXPLODE! Our TIE Fighter SLICES THROUGH the debris!

INT. TIE FIGHTER - DAY

FN-2187 YELLS in celebration:

FN-2187

YES! You see that?! DID YOU SEE

THAT?

POE

I saw it! Hey, what's your name?

FN-2187

FN-2187!

Poe reacts, this tells him volumes about FN-2187's history.

POE

FN-whaa?

FN-2187

That's the only name they ever gave me!

POE

Well I ain't using it! FN, huh?

Finn. I'm gonna call you Finn!

That all right?

Even in the madness, Finn can't suppress his smile.

FINN

"Finn." Yeah, "Finn", I like that!

I like that!

POE

I'm Poe. Poe Dameron.

FINN

Good to meet you, Poe!

POE

Good to meet you too, Finn!

INT. STAR DESTROYER MAIN BRIDGE - DAY

General Hux looks over the shoulder of LIEUTENANT MITAKA, at a console.

LIEUTENANT MITAKA

Sir, they've taken out our turbolasers--

GENERAL HUX

Use the ventral cannons.

(CONTINUED)

CONTINUED:

LIEUTENANT MITAKA

Yes, sir. Bringing them online --

KYLO REN (O.S.)

General Hux. Is it the Resistance pilot?

Hux turns: Kylo Ren enters fast, looms large, angry.

GENERAL HUX

Yes, and he had help.

(VEXED)

From one of our own.

PUSH IN ON REN as Hux says:

GENERAL HUX (CONT'D)

We're checking the registers now to identify which Stormtrooper it was.

KYLO REN

... The one from the village. FN-

2187.

Hux is unnerved that Ren knows -- he chalks it up to Ren's Force ability. Kylo Ren heads off.

LIEUTENANT MITAKA

Sir. Ventral cannons hot.

GENERAL HUX

Fire.

EXT. STAR DESTROYER - DAY

Massive WARHEAD LAUNCHERS SPIN and FIRE BLASTS toward the TIE fighter, which flies EVASIVE MANEUVERS -- most blasts hit the DEBRIS from the TURBOLASER DESTRUCTION.

The TIE fighter then PULLS A BIG TURN, BACK TOWARD JAKKU,

THE SANDY PLANET WHERE POE LEFT BB-8.

INT. TIE FIGHTER - DAY

POE

One's coming towards you. My right, your left. Do you see it?

FINN

Hold on! I see it!

POE

Nice shot.
Finn looks up suddenly in alarm --

FINN

Where are you going?

(CONTINUED)

CONTINUED:

POE

We're going back to Jakku. That's
where.

FINN

No no no! We can't go back to Jakku!
We need to get outta this system!
NEAR-MISS LASER BLASTS as Poe pilots aggressively.

POE

I got to get to my droid before the
First Order does!

FINN

What - a droid?!

POE

That's right. He's a BB unit! Orange
and white: one of a kind.

FINN

I don't care what color he is! No
droid can be that important!

POE

This one is, pal.

FINN

We need to get as far away from the
First Order as we can! We go back
to Jakku, we die!

POE

That droid's got a map that leads
straight to Luke Skywalker!

FINN

Oh, you gotta be kidding me!!! I--
Suddenly BAM! THEY ARE HIT!

EXT. TIE FIGHTER - DAY

The TIE FIGHTER SPARKS AND SMOKES, SPIRALING out of control toward the surface of Jakku!

INT. STAR DESTROYER MAIN BRIDGE - DAY

Captain Phasma and General Hux stand before a holographic projection detailing FN-2187's service records.

CAPTAIN PHASMA

FN-2187 reported to my division, was evaluated and sent to Reconditioning.

GENERAL HUX

No prior signs of non-conformity?

(CONTINUED)

CONTINUED:

CAPTAIN PHASMA

This was his first offense.
A technician checks her readings, reports to General Hux.

TECHNICIAN #1

General. They've been hit.

GENERAL HUX

Destroyed?

TECHNICIAN #1

(GETTING READINGS)

Disabled. They were headed back to Jakku -- the fighter's projected to crash in the Goazon badlands.

GENERAL HUX

They were going back for the droid -- send a squad to the wreckage.

EXT. JAKKU DESERT - DAY

TIGHT ON FINN'S FACE: His EYES OPEN. He goes from unconscious to terrified, fast. He sits up, looks around. CUT BACK WIDE: he sits in the middle of an EPIC DESERT, DUNES FOREVER. A BLACK CHUTE blows in the wind behind him, scattered debris. Then he sees, over distant dunes, RISING BLACK SMOKE. He gets up -- moves toward it, calling out:

FINN

Poe! Poe!
Finn scrambles over the massive dune to the TIE FIGHTER, SMOKING AND ON FIRE, small debris around it. He thinks he sees POE'S ARM -- he pulls on it, but it's JUST POE'S JACKET. He throws that off and tries to find a way in -- even a way to LOOK INSIDE, but the smoke and heat make it impossible.

FINN (CONT'D)

Poe!!! POE!
Suddenly the ship BEGINS TO SINK -- like it's being CONSUMED INTO QUICKSAND -- Finn is slipping in too --

FINN (CONT'D)

POE!!! POE!!!
It becomes clear fast: if Finn doesn't get away, he's gonna get sucked in too! So Finn scampers away from the TIE FIGHTER as it SINKS INTO THE SAND! We're in the Sinking Fields. A few moments and IT'S GONE.
Finn's out of breath. Horrified. Then A GIANT EXPLOSION ERUPTS FROM below, SENDING SAND AND DEBRIS EVERYWHERE! Finn sees this, disoriented, scared, exhausted and defeated. And all alone.

EXT. DESERT - DAY

ENDLESS DUNES BEHIND HIM, Finn walks, removing pieces of his Stormtrooper gear, using Poe's FLIGHT JACKET for shade.

EXT. DESERT - DAY

Exhausted, Finn continues his trek across the endless, sandy nothingness.

EXT. DESERT - DAY

Finn, parched and losing hope, he walks to the edge of a massive dune, looks out into the epic valley below. Miles ahead: NIIMA OUTPOST.

INT. STAR DESTROYER - BRIDGE - DAY

General Hux and Kylo Ren walk the length of the bridge.

GENERAL HUX

Supreme Leader Snoke was explicit.
Capture the droid if we can, but
destroy it if we must.

KYLO REN

How capable are your soldiers,
General?

GENERAL HUX

(WITH VITRIOL)

I won't have you question my methods.

KYLO REN

They're obviously skilled at committing high treason. Perhaps Leader Snoke should consider using a clone army.

GENERAL HUX

(YOU SON-OF-A-BITCH)

My men are exceptionally trained -- programmed from birth--

KYLO REN

Then they should have no problem retrieving the droid. Unharmed.

GENERAL HUX

Careful, Ren. That your "personal interests" not interfere with orders from Leader Snoke.

KYLO REN

I want that map. For your sake, I suggest you get it.
Ren heads off. Hux hates him.

EXT. NIIMA OUTPOST - DAY

Sun-scorched and exhausted, Finn stumbles out of the desert into the Outpost. In a heatstroke daze he moves past enormous old SHIP PARTS, MERCHANTS, SCAVENGERS and TENTED STALLS.

FINN

Water... water... water..
He sees a WATER TROUGH where a filthy, slobbering hippo-like creature (a HAPPABORE) DRINKS. Finn moves to it, uses his hands to desperately DRINK the filthy water. After a couple swallows he SPITS IT OUT, disgusted.

FINN (CONT'D)

-- Awgh, GAH!
But he's parched and immediately RETURNS FOR MORE.
ACROSS THE MARKETPLACE, REY kneels with an emphatically

BEEPING BB-8.

Just then, TWO of UNKAR'S THUGS approach and stop her. One clearly tells her that they're taking the droid. BB-8 reacts nervously as Rey resists them -- one pulls a SACK over BB-8 while the other grabs Rey's arm -- in the tussle, Rey KNOCKS OVER METAL URNS for sale --
Finn, still drinking, is PUSHED OVER by the happabore. He falls to the ground, then turns to look when he HEARS CRASHING. He sees, through the tents, REY FIGHTING.
He moves UP CLOSER to help this young woman being accosted --

but he STOPS when Rey begins to FIGHT BACK -- scrappy and feral, she KICKS, BITES and HITS. Finn is taken aback as she DEFEATS the attackers, who hit the sand, hard. Finn just watches, stunned. Rey moves to the COVERED BB-8 -- PULLS THE SACK OFF OF HIM. Finn cannot believe his eyes. IT'S POE'S DROID! Rey talks to BB-8, who, nervous now, looks around and... SEES FINN! BB-8 STARTS BEEPING like crazy. Then something insane happens: REY LOOKS AT FINN.

REY

(To BB-8) Who? Him?
Finn is confused. Rey stands, staring at Finn, defiant. Finn can feel trouble coming -- and Rey begins CHARGING AT HIM, quarterstaff in hand. Realizing he's the target, Finn begins to RUN -- away from her, through the tent marketplace. Rey goes after him -- he turns a corner -- then another -- then BAM! She's got ahead of him and SLAMS HIM TO THE GROUND WITH HER STAFF! Finn is on his back, out of breath and freaked out. She holds the staff on him threateningly:

REY

What's your hurry, thief?

FINN

What--?! Thief?
BB-8 ROLLS UP FAST, MOVES TO FINN -- a WELDING ARM TELESCOPES FROM HIS BODY AND SHOCKS FINN!

FINN (CONT'D)

OW! HEY! What?!

REY

The jacket! This droid says you stole it!

FINN

I've had a pretty messed up day, alright?! So I'd appreciate it you stop accusing me -- OW!!!
(BB-8 has ZAPPED him

AGAIN)

STOP IT!

REY

Where'd you get it? It belongs to his master.
Finn looks at her -- then the agitated droid, Finn's mind racing. He puts it all together. Frustrated, but sighs heavily, needing to respond somehow. So he makes a hard decision: to tell the truth.

FINN

It belonged to Poe Dameron. That was his name, right?
Rey and BB-8 react, surprised and wanting more.

FINN (CONT'D)

He was captured... by the First Order!
I helped him escape but our ship crashed.

(RELIVING IT)

Poe didn't make it.
(sees BB-8 is sad,

ROLLS OFF)

Look, I tried to help him. I'm sorry...
BB-8 heads off to the side, depressed. Rey watches BB-8, then considers Finn again. Says, a bit impressed:

REY

So you're with the Resistance?

(CONTINUED)

CONTINUED:

Finn's mind races again. He makes an easy decision: to lie.

FINN

Obviously. Yes. I am. I'm with the Resistance, yeah.

(WHISPERS)

I'm with the Resistance.
Rey lowers her staff, Finn stands. Rey studies him:

REY

I've never met a Resistance fighter before.

FINN

Well, this is what we look like. Some of us. Others look different.

REY

BB-8 says he's on a secret mission, he has to get back to your base.

FINN

Apparently he's carrying a map that leads to Luke Skywalker, and everyone's after it.
She turns to him, concerned, curious. And asks:

REY

Luke Skywalker? I thought he was a myth.
Just then BB-8 BEEPS MADLY at something he sees.

REY (CONT'D)

What is it?
Rey moves to him, peeks around a tent corner. Now Finn moves to see: at a distance, TWO STORMTROOPERS TALKING TO UNKAR'S THUGS -- who POINT THEIR WAY!
Finn urgently grabs her hand and heads for the tents:

REY (CONT'D)

(re: her hand)
What are you doing?!

FINN

Come on!
Suddenly LASER BLASTS RIP PAST THEM, HIT THE CLEANING UNIT, SPEWING STEAM! Rey SCREAMS -- MORE BLASTS as they run!

EXT. NIIMA OUTPOST - DAY

Finn and Rey holding hands, the three race, ZIGZAGGING through a maze of tents:

(CONTINUED)

CONTINUED:

FINN

Come on, BB-8!

REY

Let go of me!

FINN

No, we gotta move!

REY

(pulls her hand back)
I know how to run without you holding my hand! BB-8 stay close! This way!
Now Finn and BB-8 follow Rey -- ANOTHER BLAST just missing them! They disappear through a tent.
TRACK FAST WITH STORMTROOPERS, through the tent maze. They come out of a tent, HAVING MOMENTARILY LOST THEIR TARGET.

STORMTROOPER

Call in the air strike!
REY, FINN AND BB-8 duck into another tent:

INT. NIIMA OUTPOST - TENT - DAY

Rey, Finn and BB-8 move through RUSTY WARES and take cover.
Quiet, urgent:

REY

They're shooting at both of us!

FINN

Yeah, they saw you with me! You're marked!

REY

Well, thanks for that!

FINN

I'm not the one who chased you down
with a stick! Does anyone have
blasters around here?!

REY

(TO BB-8)

Are you okay?
Finn QUIETS HER WITH A GESTURE, HEARING SOMETHING.
PUSH IN ON FINN -- whatever he hears alarms him greatly --
he GRABS HER HAND AGAIN -- PULLS HER AWAY --

REY (CONT'D)

Stop taking my hand!

EXT. NIIMA OUTPOST - TENT - DAY

Finn pulls Rey from the tent -- BB-8 FOLLOWS --
As they race from the tent a TIE FIGHTER SCREAMS INTO VIEW
**FROM BEHIND THE TENTS! A SECOND FOLLOWS CLOSE BEHIND. IT
FIRES AT THEM -- A MASSIVE BLAST SENDS REY AND FINN FLYING --
BB-8 ROLLING!**

WIDE SHOT: TWO TIE FIGHTERS SCREAM OVER the town, the
EXPLOSION throws sand and debris fifty feet into the air.
Rey is thrown HARD to the ground -- she is rattled, truly
afraid. Then she turns: FINN lies nearby, unconscious.
Suddenly afraid, she scrambles to him, rolls him over. BB-8
ROLLS OVER, BEEPING in concern.

REY

Hey!
As Finn comes to, he sees her. Through his fog:

FINN

-- Are you okay?
And that very question touches her -- having never in her life been asked it.

REY

Yeah.
(extends her hand)
Follow me.
Grateful, Finn takes it. They're off.
LOCALS run amok as TIE fighters DIVE BOMB. REY, Finn and BB-

8 SPRINT, BLASTER EXPLOSIONS GET CLOSER AND CLOSER!

EXT. NIIMA OUTPOST - SPACEPORT - DAY

Rey, STAFF strapped to her back, leads the way as she, Finn and BB-8 race into the spaceport. Finn glances back: TWO TIE FIGHTERS BANK their return. They YELL:

FINN

We can't outrun them!
Rey POINTS to a parked, four-engine SHIP ahead:

REY

We might in that quad-jumper!

FINN

We need a pilot!

REY

We've got one!

(CONTINUED)

CONTINUED:

FINN

You?!
(then, indicates one

OFF-CAMERA)

What about that ship?

REY

That one's garbage!
They run for the JUMPER but the passing TIE FIGHTERS FIRE AT IT, BLOWING IT APART IN A HUGE FLAME BALL! Rey, coming to a quick stop, RIGHT UP TO CAMERA:

REY (CONT'D)

The garbage'll do!
She turns and runs back -- Finn and BB-8 follow as they all run toward the piece of junk -- and we see it for the first time: THE MILLENNIUM FALCON!
TIE fighters BANK AROUND AGAIN. Finn, Rey and BB-8 run up the ramp of the semi-tarped Falcon.

INT. MILLENNIUM FALCON - DAY

Finn, Rey and BB-8 enter the ship -- she hits a control and the door DESCENDS CLOSED as she races to the cockpit:

REY

Gunner position's down there!

FINN

(CLIMBS DOWN)

Y'ever fly this thing?

INT. MILLENNIUM FALCON - COCKPIT - DAY

Rey tosses her staff aside, jumps into the pilot's seat, frantically flips switches. BB-8 rolls in behind her as the ENGINES WHINE to life:

REY

No! This ship hasn't been flown in years!

INT. MILLENNIUM FALCON - GUNNER POSITION - DAY

Finn buckles into the gunner seat -- to his shock the SEAT WHIPS TO THE LEFT, startling him -- he grabs the controls to steady himself.

FINN

Great.
(reacts to seat)
Whoa! I can do this, I can do this--

INT. MILLENNIUM FALCON - COCKPIT - DAY

Rey bucks herself up. Doesn't believe her quick words:

(CONTINUED)

CONTINUED:

REY

I can do this, I can do this--
Rey pulls the yoke:

THE FALCON ENGINES LIGHT UP BRIGHT!

EXT. NIIMA OUTPOST - SPACEPORT - DAY

The FALCON RISES, WILDLY -- ITS TARPS FLY OFF -- THE SHIP

SPINS AND TILTS, SLAMS INTO AND CRUMBLES THE TOWN'S ARCHWAY!

From the tents, Unkar Plutt runs out, SCREAMS:

UNKAR

HEY!!!! THAT'S MIIIIIIINE!!!

The Falcon BLASTS AWAY, two TIE FIGHTERS chase it, fast!

INT. MILLENNIUM FALCON - DAY

Rey pilots, headed for the sky!

Finn SWINGS into frame, trying to work the GUNS.

FINN

Whoa! Hey! Oh! Stay low! Stay
low!

REY

WHAT?

FINN

Stay low! It confuses their tracking!
For a crazy instant Rey LETS GO OF THE YOKE, stretches to
the co-pilot controls -- THE FALCON CANTS!

REY

BB-8, hold on!
Rey finally REACHES the switches, returns to the yoke,
stabilizing the ship, afraid of this next move.

REY

I'M GOING LOW!!!

EXT. DESERT - DAY

BEHIND THE FALCON as it DRAMATICALLY BANKS AT AN UPWARD ARC,
UPSIDE-DOWN, then SWOOPS PERILOUSLY LOW across the sand.
Two TIE FIGHTERS SCREAM past us!

INT. MILLENNIUM FALCON - DAY

In the cylindrical corridor, BB-8 ROLLS TO THE CEILING!
Rey looks back for a flash as the TIE Fighters pass -- They
are ROCKED BY A BLAST!

(CONTINUED)

CONTINUED:

REY

What are you doing back there? Are you ever gonna fire back?!

Finn flicks switches -- The GUN TARGETING LIGHTS UP:

FINN

I'm working on it! Are the shields up?
Rey strains, reaching for something in the co-pilot seat.

REY

Not so easy without a co-pilot!
Finn struggles with the gun controls and SWEEPING CHAIR:

FINN

Try sitting in this thing!
Finn finally FIRES BACK at the two TIE FIGHTERS!

EXT. DESERT - DAY

Finn's shots MISS. The TIE FIGHTERS ARC BACK IN PURSUIT and SCREAM PAST US toward the Falcon! Both TIES FIRING!

INT. TIE FIGHTER COCKPIT - DAY

The BLACK-SUITED PILOT FIRES at the Falcon.

INT. MILLENNIUM FALCON - GUNNER POSITION - DAY

The Falcon is ROCKED by another BLAST!

FINN

We need cover, quick!

INT. MILLENNIUM FALCON - COCKPIT - DAY

Rey HITS SWITCHES, pilots the best she can:

REY

We're about to get some!

(TO HERSELF)

I hope.

EXT. DESERT - DAY

The Falcon speeds through a ROCK FORMATION, GRAZING THE ROCK, TAKING OUT A CHUNK -- the two TIE Fighters in pursuit, FIRING! The Falcon BANKS SO HARD, the edge of the ship RIPS A LINE IN THE SAND as it turns, REVEALING THE SHIP GRAVEYARD AHEAD.

INT. MILLENNIUM FALCON - DAY

BB-8 EXTENDS MAGNETIC CABLES to brace himself in a corridor.

(CONTINUED)

CONTINUED:

Finn continues to fire at the TIE fighters, narrowly missing them.

FINN

Damn it!
Rey maneuvers the ship deeper into the graveyard.

INT. MILLENNIUM FALCON - GUNNER POSITION - DAY

Finn SWOOPS into frame, FIRES --

FINN

Come on... come on...
-- HITS AND SHATTERS the TIE FIGHTER!

REY

Nice shot!

FINN

I'm getting pretty good at this!

EXT. DESERT - SPACESHIP GRAVEYARD - DAY

The TIE FIGHTER CRASHES amid the DEBRIS, THREE SCAVENGERS instantly there to consume the new bounty. The Falcon, pursued by the ONE REMAINING TIE FIGHTER, slaloms through the MASSIVE WRECKAGE, GRAZING THE OLD SHIPS as she goes, pieces flying. The TIE FIGHTER FIRES -- HITTING THE FALCON'S LOWER TURRET,

SPINNING IT, JAMMING IT INTO FORWARD POSITION!

INT. MILLENNIUM FALCON - GUNNER POSITION - DAY

ALARMS BLARE --

FINN

The cannon's stuck in forward position, I can't move it! You gotta lose 'em!

INT. MILLENNIUM FALCON - COCKPIT - DAY

The ship is HIT AGAIN -- afraid, Rey's mind races as she scans the area -- and gets an idea.

REY

Get ready!

FINN

Okay! For what?

EXT. DESERT - SPACESHIP GRAVEYARD - DAY

Rey pilots the ship up AND INTO THE REAR OF A CRASHED SUPER STAR DESTROYER! The final TIE FIGHTER FOLLOWS!

INT. MILLENNIUM FALCON - DAY

Finn peers out the window, realizing where they are:

FINN

ARE WE REALLY DOING THIS?!

INT. WRECKED SUPER STAR DESTROYER - DAY

The two ships slalom debris inside the giant ship -- the Falcon GRAZING ONE SIDE, THEN THE OTHER, SPITTING SPARKS!

INT. MILLENNIUM FALCON - DAY

Rey, scared, girds herself as she quickly runs out of space in the wreck.

REY

Oh no!
Just as the TIE PILOT GETS A LOCK,
Rey YANKS THE YOKE --

EXT. DESERT - SPACESHIP GRAVEYARD - DAY

The Falcon makes a HARD RIGHT TURN out of the Destroyer.
Rey then CUTS POWER AND FLIPS THE SHIP SO BACK FACES FRONT!
FINN CAN NOW SEE THE PURSUING TIE FIGHTER! He FIRES,

DESTROYING IT!

REY GUNS THE ENGINES again, FLIPS THE FALCON and FLIES AWAY
as the TIE FIGHTER CRASHES!

FINN

Whooo!
The Falcon ROARS OFF, victorious, leaving the ship graveyard
and disappearing into the clouds.

EXT. SPACE - DAY

The Falcon ROARS from Jakku off to space.

INT. MILLENNIUM FALCON - COCKPIT - DAY

Rey excitedly unbuckles her seatbelt and hurries back.

INT. MILLENNIUM FALCON - CORRIDOR - DAY

Rey races past BB-8, who is RETRACTING his safety restraints. Finn, adrenalized, climbs from the turret, meets Rey in the corridor, the LOUNGE in the b.g..

(CONTINUED)

CONTINUED: REY

FINN Good shooting! Thanks! I--
Now that was some I don't know! -- I've
flying! How did you flown some ships but I've
do that?! No one never left the planet!
trained you? No one? Your last shot was dead
That was amazing! on. You got him with one
(beat) blast!
You set me up for it! (laughs)
(cocky) It was perfect!
That was pretty good.
They're just staring at each other now, seeing something odd
and weird and wonderful -- two people totally inexperienced
in joy and camaraderie.
Bb-8 BEEPS something urgent -- she turns to the droid, kneels.

REY (CONT'D)

You're ok. He's with the Resistance.
He's going to get you home. We both
will.

(TO FINN)

I don't know your name.

FINN

Finn. What's yours.

REY

I'm Rey.
BB-8 looks at him: really? Finn is reminded: HE'S LIED TO
HER. She looks at Finn with a sweet smile.

FINN

Rey...
But before Finn can say anything they JUMP: across the lounge,
STEAM BURSTS from under the grating.

REY

Help me with this! Quick!
They hurry to the grating, PULL IT UP together. BB-8 rolls over, watches.

FINN

Whoa! What's going on?
She goes below as BB-8 BEEPS concern.

EXT. SPACE - DAY

The First Order Star Destroyer above Jakku.

INT. STAR DESTROYER BRIDGE - DAY

Lieutenant Mitaka moves to Ren, who looks out across the star field. Mitaka swallows, uneasy with his task.

(CONTINUED)

CONTINUED:

LIEUTENANT MITAKA

Sir. We were unable to acquire the droid on Jakku.
Ren turns to look at him, he says nothing.

LIEUTENANT MITAKA (CONT'D)

It escaped capture aboard a stolen Corellian YT model freighter.

KYLO REN

The droid... stole a freighter?

LIEUTENANT MITAKA

Not exactly, sir. It had help.
Ren says nothing. Which says everything. Mitaka sweats.

LIEUTENANT MITAKA (CONT'D)

We have no confirmation, but we believe FN-2187 may have been helped in the escape--
Ren IGNITES HIS LIGHTSABER, TURNS AND SLASHES AT THE CONSOLE BEHIND HIM! HOLD ON Mitaka, who reacts, looks away -- winces. The horrible SOUNDS of Ren's rage continues. Finally Mitaka looks up. The metallic wall behind Ren is RIPPED with glowing scars.

KYLO REN

Anything else?
Mitaka hates to say the following, but:

LIEUTENANT MITAKA

The two were accompanied by a girl.
Ren reaches out -- Mitaka is suddenly, violently PULLED TOWARD
REN, into his black glove:

KYLO REN

What girl?

INT. MILLENNIUM FALCON - LOUNGE AREA - DAY

Rey's head POPS up from under the grating, surrounded by
STEAM. An EMERGENCY ALARM BLARES.

REY

It's the motivator! Grab me a Harris
wrench -- check in there!
As he checks a storage box, she disappears down below,
overwhelmed by the technical issues --

FINN

How bad is it?!

(CONTINUED)

CONTINUED:

REY

If we wanna live, not good!
BB-8 watches as Finn searches A SELECTION OF TOOLS:

FINN

They're hunting for us now, we gotta
get outta this system!
Rey re-emerges, Finn hands her the wrench.

REY

BB-8 said the location of the
Resistance Base is "need to know" --
if I'm taking you there, I need to
know!

FINN

(Throws a tool)
This?
She catches it and goes under again, leaving Finn and BB-8
alone. He contemplates telling her the truth. This is his
moment. But instead he knees to BB-8, says quietly, urgently:

FINN (CONT'D)

You gotta tell us where the base is.

(BB-8 BEEPS)

I don't speak that. Alright, between us, I'm not with the Resistance, okay?

(BB-8 backs up)

-- I'm just trying to get away from the First Order -- but you tell us where your base is, I'll get there first -- deal?!

(BB-8 COCKS his head)

Droid, please.

Rey pops up again:

REY

Pilex driver, hurry!

Finn moves for the tool.

REY (CONT'D)

So where's your base?

FINN

(searching, to BB-8)

Go on BB-8, tell her.

(QUIETLY)

Please!

She and Finn look to BB-8 -- who considers the whole situation, then BEEPS.

(CONTINUED)

CONTINUED:

REY

The Ileenium system?

Finn hands her the tool, surprised but thrilled -- Rey disappears below again.

FINN

Yeah, the Ileenium system, that's the one -- get us there as fast as you can.

A smiling Finn gives BB-8 a THUMBS UP. BB-8 quickly extends his WELDING TORCH and TURNS IT UPWARD, then retracts it.

REY

I'll drop you two at Ponemah Terminal.

I need the bonding tape, hurry!

FINN

(searching for tape)
What about you?

REY

I gotta get back to Jakku!

FINN

(loses his mind)
BACK TO JAK--?! Why does everyone
always wanna go back to Jakku?! !

REY

No, that one! No. No. The one I'm
pointing to! No. NO. NO. If we
don't patch it up, the propulsion
tank will overflow and flood the
ship with poisonous gas!
Bb-8 has moved to Finn -- TIPS HIS HEAD, shows him the tool.
He throws her the tape, she disappears below:

FINN

This?

REY

Yes!

FINN

Hey. Rey. You're a pilot -- you
can fly anywhere! Why go back?!
You got a family? You got a
boyfriend? Cute boyfriend?
The STEAM and ALARM STOP as Rey pops up, annoyed:

REY

None of your business, THAT'S WHY!
But then: ALL THE SHIP POWER GOES OUT. BB-8 is nervous.

(CONTINUED)

CONTINUED:

FINN

... That can't be good.

REY

(HEADS OFF)

-- No it can't be --

FINN FOLLOWS REY TO:

INT. MILLENNIUM FALCON - COCKPIT - DAY

They plop into the seats, in a panic. She checks the dead

INSTRUMENTATION PANEL:

REY

Someone's locked onto us -- all
controls are overridden.
Finn quickly, awkwardly climbs up, looks out.

REY (CONT'D)

Get off. Get off! See anything?

FINN

... Oh no.

EXT. SPACE - DAY

The Millennium Falcon, powerless, is a sitting duck.
SOMETHING EPIC appears from ABOVE: THE ANTENNA ARRAY IS THE

**FIRST WE SEE OF A MASSIVE FREIGHTER, ITS GIANT HANGAR OPEN
LIKE A HUGE MOUTH WHICH SWALLOWS THE FALCON LIKE A WHALE!**

INT. MILLENNIUM FALCON - COCKPIT - DAY

Finn PLOPS into his seat, horrified.

FINN

It's the First Order.

REY

What do we do-- there must be

SOMETHING --

Finn's mind races -- then:

FINN

You said poisonous gas --

REY

-- Yeah, but I fixed that --

FINN

Can you unfix it?
Rey stares at him -- and gets his plan! They head off --

INT. MILLENNIUM FALCON - LOUNGE AREA - DAY

The GAS MASKS hanging in the lounge are GRABBED.

(CONTINUED)

CONTINUED:

Finn and Rey, gas masks on, quickly climb into the open

grating area.

REY

C'mon BB-8.
They help BB-8 down, too: they both struggle like crazy, he weighs a TON.

FINN

I got it.

REY

Ooh...

FINN

I'm okay. BB-8 get off me...

UNDER THE GRATING

Finn pulls the grating over them as Rey works on the controls.

REY

You think this'll work on the Stormtroopers?

FINN

Yeah. Their masks filter out smoke, not toxins.
LIGHTS COME ON! SOUND of the SHIP RAMP LOWERING! Finn PULLS THE GRATING CLOSED as he says:

FINN (CONT'D)

Hurry!

REY

I'm hurrying!
Suddenly the FALCON DOOR OPENS -- AND HAN SOLO AND CHEWBACCA BOARD THE FALCON, weapons at the ready. PUSH IN ON THEM, ready for combat, operating silently, with hand signals only.

HAN

Chewie, we're home.
Han gives Chewie a nod to check out the ship. Chewie heads off one way, Han in another.
The grating above LIFTS OFF -- hands in surrender, they look up at Han, who's training his blaster on them, threatening. They're SCARED.

HAN (CONT'D)

Where are the others? Where's the pilot?

REY

...I'm the pilot...

(CONTINUED)

CONTINUED:

HAN

You?
Chewie MOAN-TALKS. Rey responds to him --

REY

No, it's true: we're the only ones
on board.

FINN

You can understand that thing?

HAN

And "that thing" can understand you
too, so watch it. Come on outta
there.
They climb up -- BB-8 uses his magnetic arm to quickly pull
himself out.

HAN (CONT'D)

Where'd you get this ship?

REY

Niima Outpost.

HAN

Jakku?! That junkyard?

FINN

Thank you! Junkyard!

HAN

(TO CHEWIE)

Told ya we should've double-checked
the Western Reaches!

(TO REY)

Who had it, Ducain?

REY

I stole it from Unkar Plutt. He
stole it from the Irving Boys, who
stole it from Ducain.

HAN

Who stole it from me! Well, you
tell him Han Solo just stole back
the Millennium Falcon for good.
Han walks away, takes in the ship: it's his again. Doesn't
see that Rey is awed. His back to all of them, he smiles.
Chewie responds as Han heads toward the cockpit.

REY

This is the Millennium Falcon? You're
Han Solo?

(CONTINUED)

CONTINUED:

HAN

I used to be.

FINN

Han Solo? The Rebellion General?

REY

No, the smuggler!

FINN

(TO CHEWIE)

Wasn't he a war hero?!

Chewie replies: "Yeah, I guess, kinda..." Rey calls out:

REY

This is the ship that made the Kessel
Run in fourteen parsecs...!

INT. MILLENNIUM FALCON - COCKPIT - SAME

Han enters the cockpit.

HAN

Twelve! Fourteen.

A moment of private joy. Then he sees something that ANNOYS

HIM:

HAN (CONT'D)

Hey! Some moof-milker put a
compressor on the ignition line!
Han moves to the corridor.

INT. MILLENNIUM FALCON - LOUNGE AREA - DAY

REY

Unkar Plutt did. I thought it was a
mistake too, puts too much stress on

THE HYPERDRIVE--

HAN

(OVERLAPPING HER)

-- Stress on the hyperdrive--
(who is she? Then:)
Chewie, throw 'em in a pod, we'll
drop them at the nearest inhabited
planet.

REY

Wait! No -- we need your help!

HAN

My help?

REY

This droid has to get to the
Resistance base as soon as possible!

(CONTINUED)

CONTINUED:

FINN

He's carrying a map to Luke Skywalker.
Yup: Han stops in his tracks.

FINN (CONT'D)

You are the Han Solo that fought
with the Rebellion. You knew him.
The mention of Luke has really hit Han. He turns to Finn.

HAN

Yeah, I knew him. I knew Luke.
Suddenly: a distant, METALLIC KA-CHUNK!

HAN (CONT'D)

Don't tell me a Rathtar's gotten

LOOSE--

Han hurries out -- they all follow, (Chewie, Rey, Finn, then
BB-8), Finn with WILD CONCERN:

FINN

Wait -- a what?! Did you just say
Rathtars? Hey!

INT. CARGO SHIP - HANGAR - DAY

The Falcon is parked in this giant freighter's hangar. Han
moves to a CONTROL PANEL, they all follow him.

FINN

You're not hauling Rathtars on this freighter, are you?

HAN

I'm hauling Rathtars.
On the CONTROL PANEL: IMAGES ON SCREENS FROM ALL AROUND THE SHIP. Including the EXTERIOR, where a TRANSPORT SHIP is LANDING ON THE FREIGHTER. Han is fearful.

HAN (CONT'D)

Oh great. It's the Guavian Death Gang -- they must've tracked us from Nantoon.
Han heads off as:

REY

What's a Rathtar?

INT. CARGO SHIP - CARGO CONTAINER CORRIDOR - DAY

Han leads our group down a LONG NARROW HALL lined with cargo containers.

(CONTINUED)

CONTINUED: HAN

They're big and dangerous...

FINN

Y'ever heard of the Trillia Massacre?!

REY

No.

FINN

Good.
They turn a corner:

HAN

I got three of 'em going to King Prana.

FINN

THREE?! How'd you get them on board?

HAN

I used to have a bigger crew.

Chewie GROAN-TALKS, concurring.

**CUT TO: LOOKING UP AS A HATCH OPENS IN THE FLOOR. HAN AND
CO. ARE THERE.**

HAN

Get below deck and stay there until
I say so -- don't even think about
taking the Falcon.

REY

What about BB-8?

HAN

He stays with me -- until I get rid
of the gang, then you can have him
back and be on your way.

FINN

What about the Rathtars... where are
you keeping them?

A TERRIFYING BAM: a GROTESQUE RATHSTAR GIANT TONGUE SLAMS
into the CARGO CONTAINER window behind Finn, whose heart
stops.

HAN

There's one.

REY

What are you gonna do?

HAN

Same thing I always do: talk my way
out of it.

(CHEWIE MOAN-TALKS)

Yes, I do. Every time.

INT. CARGO SHIP - NARROW CORRIDOR - DAY

A PORTAL opens. The GUAVIDIAN DEATH GANG enters. One man in
a SUIT (BALA-TIK), and five SECURITY SOLDIERS in badass
UNIFORMS with ROUND-FACE HELMETS. They turn into and stop
at one end of the corridor. Han, Chewie and BB-8 forty feet
away in the middle of the long hall.

BALA-TIK

Han Solo. You are a dead man.
Han smiles innocently, friendly. BB-8 nervously looks back
and forth at the gang, and Han.

HAN

Bala-Tik. What's the problem?

BALA-TIK

The problem is we loaned you fifty thousand for this job.

INTERCUT WITH:

INT. CARGO SHIP - BELOW FLOOR GRATING - DAY

They look up, trying to get a view.

REY

Can you see them?

FINN

No.

They start crawling down the crawl space.

BALA-TIK

I heard you also borrowed fifty thousand from Kanjiklub.

HAN

You know you can't trust those little freaks! How long've we known each other?

Rey and Finn arrive under the gang. They WHISPER:

REY

They have blasters...

FINN

A lot of 'em.

We RISE THROUGH THE FLOOR to see the GANG and Han and company in the distance.

BALA-TIK

The question is how much longer will we know each other? Not long. We want our money back now.

(CONTINUED)

CONTINUED:

HAN

Ya think hunting Rathtars is cheap? I spent that money.

BALA-TIK

Kanjiklub wants their investment back, too.

HAN

I never made a deal with Kanjiklub!

BALA-TIK

Tell that to Kanjiklub.
The SOUND of a PORTAL OPENING. Han's face GOES WHITE as he turns to the OTHER END OF THE CORRIDOR, where KANJIKLUB MEMBERS APPEAR. A GANG in a MEDIEVAL BANDITO style. Han smiles uncomfortably at the Kanjiklub members. Its LEADER, TASU LEECH, out front. Han tries to play it off:

HAN

Tasu Leech. Good to see you.
Tasu speaks an alien language, we SUBTITLE:

TASU LEECH

Wrong again, Solo. It's over for you.
Tasu COCKS HIS WEAPON, there for blood. BB-8 is nervous. Finn and Rey react to the sounds of the new gang -- start CRAWLING BACK the other way to see them.

HAN

Boys. You're both gonna get what I promised! Have I ever not delivered for you before?

BALA-TIK

Yeah.

TASU LEECH

Twice!
Han realizes he's right.

HAN

What was the second time?

BALA-TIK

Your game is old. There's no one in the galaxy left for you to swindle.

TASU LEECH

Nowhere left for you to hide.

(CONTINUED)

CONTINUED:

BALA-TIK

That BB unit... the First Order is looking for one just like it. And

two fugitives.
Finn and Rey SUDDENLY STOP CRAWLING, tense.
BB-8 hides behind Han's leg. PUSH IN ON Han as he realizes:
Finn and Rey are in real trouble.

HAN

First I've heard of it.
Below the grating, Finn and Rey look at each other, afraid.
Above, another Kanjiklubber (RAZOO QIN-FEE) says (SUBTITLED):

RAZOO QIN-FEE

Search the freighter.
One of the Kanjiklubbers begins moving down the corridor,
AIMING A FLASHLIGHT DOWN BELOW, searching for:
FINN AND REY, in a QUIET PANIC BELOW: THEY START CRAWLING
FAST in the opposite direction they came.
Rey crawls off fast, Finn follows. They quickly arrive at
a JUNCTION BOX AREA, Rey looking at the controls.

REY

Wait wait wait wait. If we close
the blast doors in that corridor, we
can trap both gangs!

FINN

Close the blast doors from here?

REY

Resetting the fuses should do it.
Rey begins RESETTING the FUSES, SPARKS shooting from them as
they do. Finn quickly joins in.
Rey and Finn FINISH resetting the fuses boxes. Rey smiles
optimistically. Finn looks hopeful too.
DOWN AN EMPTY ROW OF LARGE CONTAINERS, which OPEN -- and a
GIANT RATHSTAR -- an ENORMOUS, FIERCE AND RAVENOUS LAND OCTOPUS --

SLITHERS OUT OF ITS CAGE!

BACK UP TOP as BANKS OF LIGHTS BEGIN GOING OFF, ONE BY ONE.
The GANGS look around.
Han's eyes go wide -- he gets it -- and it's bad. QUIETLY:

HAN

... I got a bad feeling about this...
Suddenly all the LIGHTS COME ON AGAIN -- even down below,
where Rey realizes it hasn't gone as planned.

REY

Oh no.

FINN

Oh no, what?

REY

(PALE)

Wrong fuses.

IN ANOTHER CORRIDOR, BACK WITH THE GANGS:

BALA-TIK

Kill them! And take the droid!
The gangs AIM THEIR WEAPONS JUST AS A RATHTAR APPEARS BEHIND

THE GUAVIAN DEATH GANG, GRABBING TWO MEMBERS! THE OTHERS SCREAM AND RUN! The gang FIRES BACK -- BLASTS FLY!
Han and Chewie react, flinching -- then turn to Kanjiklub as a RATHTAR APPEARS BEHIND THEM, ROARING DEAFENINGLY! The Gang turns -- others run, FIRE AT IT.

INT. CARGO SHIP CORRIDOR A - DAY

Han, Chewie and BB-8 race down the hall -- A MEMBER OF THE KANJIKLUB GANG comes around the corner. Han PUNCHES him with one blow, throws him toward the Rathtar. They keep steppin....

INT. CARGO SHIP - BELOW FLOOR GRATING - DAY

Rey and Finn hurriedly crawl through the space below decks.

FINN

This was a mistake!

REY

Huge!

INT. CARGO SHIP CORRIDOR A - DAY

Two Guavian Death Gang members run through the ship -- passing Tasu Leech, who sees another Kanjiklub member down the corridor -- who gets GRABBED BY A TENTACLE! Tasu tries to help him, but he gets PULLED UP AND AWAY! Tasu hears a distant terror-scream of a Rathtar, and runs the other way. Other Kanjiklub members YELL at him to avoid that direction -- they all turn a corner -- a RATHTAR IS THERE AND GRABS THE TWO OTHERS! Tasu FIRES at the beast and RUNS OFF -- and we land on a FLOOR HATCH, which opens. Rey and Finn climb out, quickly.

They turn a corridor --

REY

What do they look like?

(CONTINUED)

CONTINUED:

Another corner -- and GANG MEMBERS ARE BATTLING A HORRIBLE RATHTAR! Rey COVERS HER MOUTH.

FINN

They look like that.
Finn yanks her away. They race around another corner -- a

RATHTAR IS THERE!

FINN (CONT'D)

This way!

REY

Are you sure?
They scream and run off -- but Finn is GRABBED, PULLED AWAY

FAST!

REY (CONT'D)

FINN!

But the Rathtar's fast and TURNS A CORNER, losing Rey --

FINN

REY!

INT. CARGO SHIP CORRIDOR E - DAY

TIGHT ON FINN as he's being yanked down the hall, SCREAMING as he struggles to get loose!
Rey turns the corner -- Finn is gone -- nowhere to be seen.

REY

FINN!!!!

Without Finn, she is instantly distraught -- then she realizes: SHE'S JUST PASSED A CONTROL PANEL! Her eyes light up as she moves to it: a BANK OF VIDEO MONITORS OF THE SHIP -- and there's Finn, being dragged by a Rathtar toward an OPEN BLAST DOOR. Rey's hand on the button, she waits... then

SLAMS THE BUTTON!

INT. CARGO SHIP CORRIDOR B - DAY

The BLAST DOOR INSTANTLY CLOSES ON ONE OF THE RATHTAR'S TENTACLES! It SCREAMS IN PAIN, ITS SEVERED TENTACLE STILL WRAPPED AROUND FINN'S LEG! Finn scrambles up, desperately shaking the sticky tentacle off his leg!
Rey arrives, runs to Finn, beaming to see him alive -- he is adrenaline-rushed, in shock:

REY

Finn!

FINN

It had me! But the door--!

(CONTINUED)

CONTINUED:

REY

That was lucky!
ANOTHER CORRIDOR - Finn and Rey run towards the Falcon.

INT. CARGO SHIP CORRIDOR D - DAY

Han, Chewie and BB-8 take cover, Han exchanging BLASTER FIRE with GANG MEMBERS AT THE OTHER END OF THE HALL.

HAN

I got the door. Cover us!
Chewie GROAN-AGREES. Chewie FIRES DOWN THE HALL as Han CROSSES THE CORRIDOR, BB-8 following nervously. As Chewie exchanges blaster fire, Han works the controls. THE HATCH OPENS (FALCON in the distance) -- just as CHEWIE IS HIT IN THE SHOULDER BY ENEMY FIRE! He goes down with a

LOUD GROAN!

HAN (CONT'D)

Chewie! You okay?
Han GRABS CHEWIE'S BOWCASTER, FIRES at the DOOR CONTROLS,

BADASS!

HAN (CONT'D)

(looks at bowcaster)
Wow. Come on! Come on!

INT. CARGO SHIP HANGAR - DAY

Run with Finn and Rey as they turn into the hangar, toward the Falcon. Han helps WOUNDED CHEWIE up the ramp, sees them.

REY

Han!
Finn and Rey race past BB-8 -- as they go up the ramp, Han says to Rey:

HAN

You, close the door behind us!

(TO FINN)

You take care of Chewie!
Han and Rey race up the ramp as Finn heads up with Chewie, who SCREAMS WILDLY IN PAIN!

INT. MILLENNIUM FALCON - COCKPIT - DAY

Han stands at the navicomputer, hitting switches. Rey enters fast, moves past him to Chewie's seat.

HAN

Hey, where are you going?

(CONTINUED)

CONTINUED:

REY

Unkar Plutt installed a fuel pump too -- if we don't prime that we're not going anywhere.

HAN

I hate that guy.
Han sits as, Rey hitting buttons:

REY

And you could use a co-pilot.

HAN

I got one, he's back there.

IN THE LOUNGE, CHEWIE IS IN PAIN --

INT. MILLENNIUM FALCON - COCKPIT - DAY

Han and Rey in the seats:

HAN

Watch the thrust, we're goin' out of here at lightspeed --

REY

(SHOCKED)

From inside the hangar? Is that even possible?

HAN

I never ask that question until after I've done it.

A RATHSTAR JUMPS ONTO THE WINDSHIELD -- REY SCREAMS! Its GIANT MOUTH CHEWING AT THE GLASS! Han works the controls:

HAN (CONT'D)

This is not how I thought this day
was gonna go -- angle the shields --
Hang on back there!

IN THE LOUNGE, Chewie is in pain -- Finn going through a
first aid kit -- the ship is HIT again --

FINN

(HUGE PROBLEM)

No problem!

INT. CARGO SHIP - HANGAR - DAY

Three GANG MEMBERS race out here and FIRE AT THE FALCON --
hitting FUEL LINES, BLASTING THE SHIP HARD!
The ship is hit.

INT. MILLENNIUM FALCON - COCKPIT - DAY

HAN

Come on baby, don't let me down!
He hits a switch -- but NOTHING.

HAN (CONT'D)

What?!
But Rey reaches over, hits a switch, matter-of-factly.

REY

Compressor.
Han doesn't like it but she's right -- he hits the switch
again and the HYPERDRIVE FIRES! The hangar is FILLED WITH
LIGHTSPEED BLAST as the ATTACKING GANG MEMBERS ARE BLASTED
BACK LIKE DRY LEAVES. In the cockpit the RATHTAR RIPS AWAY
as THE STARS STRETCH LIKE ELASTIC and we CUT TO:

EXT. CARGO SHIP - DAY

Camera ROTATES as the Falcon DISAPPEARS IN A STREAK, leaving
the cargo ship behind.

INT. CARGO SHIP - DAY

PUSH IN on a HANGAR DOOR where Bala-Tik arrives at the window,
SEETHING. Makes a CALL:

BALA-TIK

Inform the First Order that Han Solo
has the droid they want. And it's
aboard the Millennium Falcon.

EXT. STARKILLER BASE - DAY

A pair of TIE fighters roar towards a magnificent PLANET,

frozen WHITE. This is the STARKILLER BASE, a natural planet that has been hacked and modified into something sinister. Over this we HEAR a DEEP, almost SOOTHING VOICE. A voice very much in control, of power:

SNOKE (V.O.)

The droid will soon be delivered to the Resistance...

INT. STARKILLER PLANET - ASSEMBLY ROOM - NIGHT

KYLO REN and General Hux in a dark space, looking UPWARD at someone addressing them.
We're in a massive and dark ASSEMBLY ROOM. Hundreds of DESKS in a stadium arc, focused on a platform where we see SUPREME LEADER SNOKE. Not entirely human, at nearly twenty-five feet tall. All of him a STONY GREY. Old, wounded, fragile and powerful, all at the same time.

(CONTINUED)

CONTINUED:

SNOKE

... Leading them to the last Jedi. If Skywalker returns, the new Jedi will rise.

GENERAL HUX

Supreme Leader, I take full responsibility for th--

SNOKE

General! Our strategy must now change.

GENERAL HUX

The weapon. It is ready. I believe the time has come to use it. We shall destroy the government that supports the Resistance, the Republic. Without their friends to protect them, the Resistance will be vulnerable, and we will stop them before they reach Skywalker. Snoke considers. Almost seems to die for a moment. Then:

SNOKE

Go. Oversee preparations.

GENERAL HUX

Yes, Supreme Leader.

General Hux, proud, cocksure, exits. Kylo Ren watches him go. Snoke SITS. A new intimacy in his voice.

SNOKE

There's been an awakening. Have you felt it?

KYLO REN

Yes.

SNOKE

There's something more. The droid we seek is aboard the Millennium Falcon. In the hands of your father, Han Solo.
Kylo Ren reacts with subtle, but real, surprise.

KYLO REN

He means nothing to me.

SNOKE

Even you, master of the Knights of Ren, have never faced such a test.

(CONTINUED)

CONTINUED:

KYLO REN

(STEELY RESOLVE)

By the grace of your training, I will not be seduced.

SNOKE

We shall see. We shall see.
A gentle, satisfied nod from Snoke, and Kylo Ren, obsessed, filled up, exits. Snoke watches him disappear, a grotesque evil SMILE growing -- as he DISINTEGRATES -- Snoke has been a HOLOGRAM all along.

EXT. LIGHTSPEED SPACE - DAY

RACING with the Falcon through the STRINGLIGHT of lightspeed.

INT. MILLENNIUM FALCON - DAY

CHAOS: INTERCUT between the COCKPIT where Han and Rey pilot,

ALARMS SOUNDING, problems everywhere, and the LOUNGE where CHEWIE YELPS as Finn nervously works to BANDAGE HIS SHOULDER.

SPARKS!

HAN

Electrical overload!

REY

I can fix that!

HAN

The coolant's leaking!

REY

Try transferring auxiliary power to the secondary tank--

HAN

-- Secondary tank, I got it!

INT. LOUNGE:

CHEWIE HOWLS IN PAIN! Finn hangs in there, wraps a bandage on Chewie's shoulder: Chewie ROARS. BB-8 scurries off.

FINN

Chewie, come on! I need help with this giant hairy thing! Stop moving! Chewie!

INT. FALCON COCKPIT:

HAN

You hurt Chewie, you're gonna deal with me!

INT. LOUNGE:

As Finn struggles to bandage the Wookiee:

FINN

Hurt him?! He almost killed me six times!
(Chewie GRABS HIM by the collar, ROARS)
Which is fine.

INT. FALCON COCKPIT:

HAN

This hyperdrive blows there's gonna be pieces of us in three different systems.

Han at the controls when all the alarms STOP. Rey, satisfied, sits in the co-pilot seat. Han is confused.

HAN (CONT'D)

What'd you do?

REY

I by-passed the compressor.
He looks at her. A little, appreciative laugh. Han exits, walking past BB-8.

HAN

Move, Ball.

INT. MILLENNIUM FALCON - LOUNGE AREA - DAY

Han kneels at Chewie, who lies awake but recovering. Han checks his friend's wound with care. Chewie MOAN-TALKS.

HAN

Nah, don't say that, you did great.
Just rest.

Han turns to Finn, who sits at the HOLOCHESS set, BB-8 beside him. This is awkward for Han, but damn, he means it:

HAN (CONT'D)

Good job, kid. And thanks.

FINN

You're welcome.
Finn has accidentally hit a button on the chess set, and the PIECES appear, looking up at Finn, curiously. The pieces start to FIGHT as Finn fiddles with the controls, trying to turn it off.

HAN

So, fugitives, huh?

REY

The First Order wants the map.

(MORE)

(CONTINUED)

CONTINUED:

REY (CONT'D)

(re: Finn and BB-8)
Finn is with the Resistance...

(SHRUGS)

... I'm just a scavenger.
Han gives Finn a skeptical once-over as Finn finally manages to TURN THE CHESS SET OFF as Rey enters. Han looks to BB-8.

HAN

Let's see whatcha got.

REY

(TO BB-8)

Go ahead.

BB-8 rolls forward -- and suddenly PROJECTS A HOLOGRAPHIC

MAP, FILLING THE ROOM. PLANETS, STARS, SYSTEMS.

They all react. Chewie sits to look up. Han moves through stars, becomes reflective.

HAN

This map's not complete. It's just a piece. Ever since Luke disappeared, people have been looking for him.

REY

Why'd he leave?

HAN

He was training a new generation of Jedi. One boy, an apprentice turned against him, destroyed it all. Luke felt responsible... He walked away from everything.

FINN

Do you know what happened to him?

HAN

There're a lot of rumors. Stories. The people who knew him the best think he went looking for the first Jedi temple.

REY

The Jedi were real?

HAN

I used to wonder that myself. Thought it was a bunch of mumbo-jumbo -- magical power holding together good, evil, the dark side and the light.

(BEAT)

'Crazy thing is, it's true. The Force, the Jedi, all of it. It's all true.

(CONTINUED)

CONTINUED:

An alarm rings on the control station, prompting Han to toggle some switches. BB-8 cuts off the hologram. Chewie rises and moans to Han, but Han motions for Chewie to lay back

DOWN:

HAN (CONT'D)

No, you rest.
(To Rey and Finn)
You want my help? You're getting it. Gonna see an old friend. She'll get your droid home. This is our stop.

Han leaves towards the cockpit, Rey and Finn following.

EXT. LIGHTSPEED TO SPACE - DAY

BEHIND THE FALCON as it DROPS OUT OF LIGHTSPEED, revealing a BEAUTIFUL GREEN PLANET ahead, TAKODANA.

INT. MILLENNIUM FALCON - COCKPIT - DAY

Han pilots. Finn and BB-8 beside him, Rey as co-pilot. Han notices Rey looking out the windshield, almost in tears.

REY

(QUIETLY)

... I didn't know there was this much green in the whole galaxy...
Han watches her -- sees a vulnerability that touches him.

EXT. TAKODANA PLANET - DAY

The Falcon CRESTS OVER an ENDLESS GREEN FOREST TO REVEAL a CASTLE on a picturesque LAKE.
The Falcon lands near the castle, among dozens of WORN, smallish freighters.

EXT. LANDING PAD - NEAR MAZ'S CASTLE - DAY

Rey steps off the Falcon, UP TO CAMERA, BB-8 at her side. She takes in the towering stone CASTLE, FOREST to one side, LAKE to the other. Serene, beautiful, all new to her.

INT. MILLENNIUM FALCON - LOUNGE AREA - DAY

From BLACKNESS: a storage unit opens. Han rummages, retrieving old BLASTERS. Finn arrives behind him, concerned.

FINN

Hey, Solo -- I'm not sure what we're walking into here --

HAN

D'you just call me "Solo"?

(CONTINUED)

CONTINUED:

FINN

Sorry. Han-- Mr. Solo. You should know, I'm a big deal in the Resistance. Which puts a real target on my back. Are there any conspirators here? First Order sympathizers?

HAN

Listen big deal, you've got another problem. Women always figure out the truth.
Hands him a BLASTER.

HAN (CONT'D)

Always.
Han walks off. Finn watches him go, wracked with guilt.

EXT. MAZ'S CASTLE - DAY

Han hands Rey a blaster pistol as she stands at looks at the castle.

HAN

You might need this.

REY

I think I can handle myself.

HAN

I know you do. That's why I'm giving it to you. Take it.
Rey picks it up. Grips it.

HAN (CONT'D)

You know how to use one of these?

REY

Yeah, you pull the trigger.

HAN

There's a little bit more to it than that. You got a lot to learn. You got a name?

REY

Rey.

HAN

Rey. I've been thinkin' about bringing on some more crew, Rey. A second mate. Someone to help out. Someone who can keep up with Chewie and me, appreciates the Falcon.

(CONTINUED)

CONTINUED:

REY

Are you offering me a job?

HAN

I wouldn't be nice to you. It doesn't pay much.

REY

You're offering me a job.

HAN

I'm thinking about it.
Rey wants to say yes. But something stops her. A line she can't cross.

HAN (CONT'D)

Well?

REY

If you were, I'd be flattered. But I have to get home.
Han looks at her, questioningly.

HAN

Jakku?
Rey looks off, in thought. Yeah, Jakku.

REY

(BEAT)

I've already been away too long.

HAN

(TO CHEWIE)

Chewie, check out the ship as best

you can.

HAN (CONT'D)

It's too bad. Chewie kind of likes you.

Han heads off. HOLD on Rey.

EXT. MAZ'S CASTLE - DAY

Han walks them to the castle.

FINN

Solo, why are we here again?

HAN

To get your droid on a clean ship.

REY

Clean?

(CONTINUED)

CONTINUED:

HAN

Do you think it was luck that Chewie and I found the Falcon? If we can find it on our scanners, the First Order's not far behind. Want to get BB-8 to the Resistance? Maz Kanata is our best bet.

FINN

We can trust her, right?

HAN

Relax, kid. She's run this watering hole for a thousand years. Maz is a bit of an acquired taste, so let me do the talking. And whatever you do, don't stare...

REY AND FINN

At what?

HAN

Any of it.
The door opens. Music. Madness. And...

INT. MAZ'S CASTLE - MAIN ROOM - DAY

We ENTER THE LOUD, CROWDED MESS of a hall -- PUSHING PAST a room full of rough and odd ALIENS AND HUMANS, who gamble, drink, scheme, negotiate, argue -- until we end up on the BACK of a tiny, thousand year-old, four foot tall ALIEN, who suddenly STARTS, as if SENSING something -- the Alien TURNS TO US: she is FEMALE, wearing large ADJUSTABLE GOGGLES. This is MAZ KANATA.

MAZ

Han Solo!
Everyone turns to look. It's ALL QUIET in here.

HAN

(Sotto) Oh boy. (Louder, waving)
Hey, Maz!
NOISE returns. Maz walks to them, pushes someone away.

MAZ

Where's my boyfriend?

HAN

Chewie's working on the Falcon.

MAZ

I like that Wookiee. I assume you need something. Desperately. Let's get to it.

(CONTINUED)

CONTINUED:

Maz walks off, gesturing for them to follow. Finn and Rey are confused. Han indicates for them to follow. They do -- passing the enormous GRUMMGAR, who sits with vixen BAZINE NETAL, who watches them suspiciously. A SMALL DROID (GA-97), who turns its head to see BB-8 following Rey across the room. GA-97, now animated, makes a small TRANSMITTING SOUND, which is subtitled.

GA-97

Alert the Resistance. Their missing droid is here!
And we CUT TO:

IN A DARK ALCOVE - MOMENTS LATER

Bazine enters a shadowy space, stealthily makes a call on a communicator. Clearly, BAZINE IS A SPY. Subtitled:

BAZINE

Inform the First Order... I've found the droid.

EXT. STARKILLER BASE - DAY

A massive Star Destroyer hovers over the hacked ice planet.

INT. STAR DESTROYER - KYLO REN'S CHAMBERS - DAY

A dark space. Kylo Ren, CLOSE TO CAMERA, addresses someone OFF-CAMERA whom we do not see.

KYLO REN

Forgive me. I feel it again. The pull to the light. Supreme Leader senses it. Show me again, the power of the darkness, and I will let nothing stand in our way. Show me, Grandfather, and I will finish what you started.

As his emotion builds, he stands and heads off -- we FOLLOW HIM, PIVOTING TO REVEAL who he was talking to: THE BURNT,

ASHEN, GHOSTLY DEFORMED MASK OF DARTH VADER.

CUT TO:

INT. MAZ'S CASTLE - TABLE - DAY

Maz is putting together some FOOD as she says:

MAZ

A map to Skywalker himself? You're right back in the mess.

HAN

Maz, I need you to get this droid to Leia.

(CONTINUED)

CONTINUED:

MAZ

Hmm. No. You've been running away from this fight for too long. Han, nyakee nago wadda. Go home!

HAN

Leia doesn't want to see me.

FINN

Please, we came here for your help.

REY

What fight?

MAZ

The only fight: against the dark side. Through the ages, I've seen evil take many forms. The Sith. The Empire. Today, it is the First Order. Their shadow is spreading across the galaxy. We must face them. Fight them. All of us.

FINN

There is no fight against the First Order! Not one we can win. Look around. There's no chance we haven't been recognized already. I bet you the First Order is on their way right--
Finn stops, seeing Maz adjusting her goggles, scrutinizing him -- her eyes get HUGE.

FINN (CONT'D)

What's this? What are you doing?
Maz adjusts the goggles again. Her eyes get impossibly BIGGER. She grunts recognition. She hoists herself on the tabletop, knocking over food and plates, crawling towards Finn.

FINN (CONT'D)

Solo, what is she doing?

HAN

I don't know, but it ain't good.

MAZ

If you live long enough you see the same eyes in different people. I'm looking at the eyes of a man who wants to run.

FINN

(eyes on Maz)
You don't know a thing about me.
Where I'm from. What I've seen.

(MORE)

(CONTINUED)

CONTINUED:

FINN (CONT'D)

You don't know the First Order like I do. They'll slaughter us. We all

need to run.
Rey is stunned. Maz, not so much. She crawls back to her chair. She points to some pirates in the corner.

MAZ

You see those two? They'll trade work for transportation to the Outer Rim. There, you can disappear.
Finn sees them. Considers.

REY

Finn!

FINN

Come with me.

REY

What about BB-8? We're not done yet. We have to get him back to your base.

FINN

I can't.
Finn stands to leave. He offers the gun back to Han.

HAN

Keep it, kid.
Finn heads off. Rey gets up to follow. Maz dials her lenses back to normal, and turns to Han.

MAZ

Who's the girl?

ON FINN

Who has arrived at the table with the ALIEN SMUGGLERS.

FINN

I was told you could get me to the Outer Rim.
Rey barges into the conversation, interrupting.

REY

What are you doing?
Finn gets up to talk to her.

FINN

(to Big Head)
Don't leave without me.

(CONTINUED)

CONTINUED:

Embarrassed, Finn moves her away.

REY

You can't just go. I won't let you.

FINN

I'm not who you think I am.

REY

Finn, what are you talking about?

FINN

I'm not Resistance. I'm not a hero.
I'm a Stormtrooper.

(STOPS HER)

Like all of them, I was taken from a family I'll never know. And raised to do one thing...

(EMOTIONAL)

But my first battle, I made a choice. I wasn't going to kill for them. So I ran.

FINN (CONT'D)

Right into you. And you looked at me like no one ever had. I was ashamed of what I was. But I'm done with the First Order. I'm never going back. Rey, come with me.

REY

Don't go.

FINN

Take care of yourself. Please.
Rey looks at him, crushed. With quiet resignation, Rey watches Finn return to the aliens...
And all three head off. He gets to the front door and walks through it.
Rey is heartsick, but she turns as she hears the sound of a young girl in anguish, crying. She follows the sound into the castle, turning so she can't see that Finn has looked back at her one last time.

INT. MAZ' CASTLE - BASEMENT CORRIDOR - DAY

Rey steps down into the basement corridor. BB-8 follows her. Walking carefully and confused, she is not sure why she's down here. She can hear the echoing sounds of a young girl crying. She heads down the hall... to the very end, where there is a door. It is almost as if a SOULFUL VIBRATION draws her closer. She looks at the door lock -- AND THE

DOOR OPENS.

Hesitant, Rey enters.

INT. MAZ'S CASTLE - CRYPT ROOM - DAY

Rey moves into the dark, small, vaulted storage room. Old treasures line the floors and walls, but there is something specific Rey is drawn to: on a table, an old wooden BOX. She moves to it, unsure, afraid, as if an energy from inside the box has been calling her here. BB-8 nervously follows. Rey reaches out, very slowly, to touch the box. A moment heavy with tension.

Rey OPENS THE BOX and sees inside Luke Skywalker's original lightsaber. With hesitation, she reaches towards it, but she cannot resist. As her hand makes contact with it, there is the piercing sound of a lightsaber igniting. She moves her hand away, as REY HEARS A MECHANICAL BREATHING sound. The CAMERA MOVES, LIGHTING CHANGES -- and we see behind her something impossible: a HALLWAY OF FROM DEEP INSIDE CLOUD CITY. Disembodied voices fill the air.

YOUNG GIRL

NO!

She stands -- looks around, confused by all she sees and hears. -- Turns and sees, through a DOORWAY. We follow Rey and she runs down the corridor, but it all TILTS -- TURNS -- and she lands on the WALL -- which is now the GROUND -- dried GRASS. She turns to look -- we PIVOT -- and see a BURNING TEMPLE AT NIGHT. We PAN to: R2-D2 -- who watches the flames -- and a MAN appears (LUKE, whose face we do not see). He falls to his knees, reaches out to the droid -- with a MECHANICAL RIGHT HAND. We PUSH IN ON REY as RAIN BEGINS -- and DAY TURNS TO NIGHT -- and she LOOKS UP -- we TILT UP -- To see we're LOOKING UP AT A WARRIOR as he is STABBED BY A FIERY LIGHTSABER! He screams and falls to the ground -- we FOLLOW HIM, revealing Rey again, now in a nighttime battlefield. She gets to her feet, frightened by what she sees. We PIVOT AROUND HER to REVEAL KYLO REN, and the six other KNIGHTS OF REN, who flank him! Come back around to Rey, soaking now, as the RAIN STOPS and SUNLIGHT illuminates her -- she turns to look -- we PIVOT -- and see... A little girl. Rey as a child. She is sobbing, hysterical. Unkar Plutt's meaty hand holds her thin arm. She is on Jakku, watching a starship fly into the sky, abandoning her.

YOUNG GIRL

No, come back!

(CONTINUED)

CONTINUED:

UNKAR PLUTT

Quiet, girl!

The ship flies towards the desert sun, which is strangely eclipsed, as if being eaten by darkness. Rey looks around her to see she is..

In a NIGHTTIME, BARREN, SNOWY WOODS. She's losing her mind, confounded and lost and she gets to her feet, her breath seen in the frigid air -- and then: THE SOUND OF CLASHING LIGHTSABERS! She moves through the woods, toward the sound. Rey runs, heart pounding, when KYLO REN EMERGES FROM BEHIND A TREE! She stops, SCREAMS, FALLS BACK and LANDS IN:

INT. MAZ' CASTLE - BASEMENT CORRIDOR - DAY

She falls back, out of the room, suddenly sitting in the hall, out of breath, alarmed and perplexed.

She HEARS something and turns to look.

Maz stands at the end of the corridor, realizing what has just happened.

REY

What was that? I shouldn't have gone in there.

MAZ

That lightsaber was Luke's. And his father's before him and now, it calls to you!

Rey stands, fast. Still overwhelmed, emotional, speechless.

REY

I have to get back to Jakku.

MAZ

Han told me.

(reaches out, hold

REY'S HAND)

Dear child. I see your eyes. You already know the truth. Whomever you're waiting for on Jakku, they're never coming back. But... there's someone who still could.

REY

Luke.

MAZ

The belonging you seek is not behind you. It is ahead. I am no Jedi, but I know the Force. It moves through and surrounds every living thing. Close your eyes. Feel it.

(MORE)

(CONTINUED)

CONTINUED:

MAZ (CONT'D)

The light. It's always been there.
It will guide you. The saber. Take
it.
Rey suddenly stands.

REY

I'm never touching that again. I
don't want any part of this.
And Rey runs off, passing Maz.
Rey's mind is spinning -- she can't take it -- she turns and
heads off, fast. BB-8 follows her. TIGHT ON MAZ, watching
her go. Maz SIGHS, feeling for the young girl.

EXT. MAZ'S CASTLE - DAY

Rey exits the castle, needs to run, but doesn't know where.
Heads toward the woods.

EXT. FOREST - DAY

Rey moves through the foliage, heart racing. Over this, we
HEAR a RUMBLING -- intense, an OMEN of something horrible to
come.

EXT. STARKILLER BASE - ASSEMBLY AREA - DAY

A massive rally: a thousand STORMTROOPERS, TIE FIGHTERS,
OFFICERS and VEHICLES. BRUTALIST STRUCTURES, mountainous
SNOWY LANDSCAPE. Addressing them at a podium, flanked by
RED FIRST ORDER BANNERS, is HUX. His voice ECHOES:

GENERAL HUX

Today is the end of the Republic!
The end of a regime that acquiesces
to disorder! At this very moment,
in a system far from here the New
Republic LIES to the GALAXY while
secretly supporting the treachery of
the loathsome Resistance. This fierce
machine which you have built, upon
which we stand, will bring an end to
the Senate! To their cherished fleet!
All remaining systems will bow to
the First Order! And will remember
this... as the last day of the
Republic!

INT. STARKILLER BASE - CONTROL ROOM - DAY

ENGINEERS perform FINAL FIRING PROTOCOL. There's a sense of nervousness -- WILL THIS MASSIVE WEAPON ACTUALLY WORK?

EXT. STARKILLER BASE - ASSEMBLY AREA - DAY

GENERAL HUX

FIRE!

And Hux TURNS to give the signal as we CUT BACK WIDE -- a ROAR OF BOOTS ON PAVEMENT as the thousand Stormtroopers TURN to face an endless snowy landscape. WHAT IS ABOUT TO HAPPEN?!

EXT. STARKILLER BASE - DAY

A view PAST THE RALLY. For a moment, nothing. Then, eerily

SILENT, AN IMPOSSIBLE BLAST OF FIRE LIGHT -- LIKE AN ATOMIC

BOMB TEST TIMES A ZILLION -- BLASTS FROM MILES AWAY, INTO THE SKY! Seconds later, a TERRIBLE EXPLOSIVE ROAR! The Troopers -- everyone -- is nearly PUSHED BACK by the FORCE of it -- the magnitude! Many have to COVER THEIR EYES! For MILES around the FIREBEAM, ICE AND SNOW MELTS INSTANTLY! Runoff tunnels FLOODED with AN OCEAN OF FRESH WATER. AIRBORNE CREATURES by the thousands burst from trees and take flight. Hux watches, his eyes WILD WITH POWER AND EVIL. From HIS eyes, CUT TO:

INT. STAR DESTROYER BRIDGE - DAY

TIGHT ON KYLO REN as he watches the Starkiller firing.

EXT. MAZ' CASTLE - DAY

Finn boards the Alien Freighter. The SOUND FROM THE SKY makes him turn back. He sees the PATH OF FIRE and his blood runs cold, his heart sinks.

EXT. REPUBLIC SYSTEM - NIGHT

At a massive distance we see PLANETS THE REPUBLIC CAPITAL

SYSTEM -- INCREASINGLY LIT, THEN POWERFULLY HIT BY THE VAST

FIREBLAST WHICH OBLITERATES IT ALL!

EXT. REPUBLIC CITY - NIGHT

The galaxy CENTER OF GOVERNMENT at NIGHT. Impressive structures. Senators and dignitaries look in uncomprehending

horror to the night sky. LIGHT GROWING --
FROM A GREAT DISTANCE a CIRCLE OF FIRE -- LIKE A SMALL SUN

**APPEARING FROM NOWHERE AND GROWING CLOSE AND MASSIVE, TURNING
NIGHT TO DAY!** And in seconds THE FIRE BLOCKS OUT EVERYTHING

ELSE, AND THE ENTIRE PLANET OF HOSNIAN PRIME IS INCINERATED!

EXT. MAZ'S CASTLE - DAY

A crowd of ALIENS files out from inside, all eyes on the
FIRE IN THE SKY. Dozens of LANGUAGES exclaiming fear and
horror. Find Han and Chewie moving out, looking up.

(CONTINUED)

CONTINUED:

FINN (O.S.)

It was the Republic.
Han and Chewie turn as Finn arrives, moving quickly through
the crowd. With dread:

FINN (CONT'D)

The First Order, they've done it.
Where's Rey?

EXT. FOREST - DAY

Rey races through the forest and finally comes to a stop,
overwhelmed and exhausted. At an emotional breaking point,
she has no idea where to go, who to turn to. Then she HEARS
A BEEP -- turns to see BB-8, catching up with her.

REY

What are you doing?

(HE BEEPS)

You have to go back.
(he BEEPS again)

REY (CONT'D)

BB-8. No, you can't -- you have to
go back, you're too important.
They'll help you.
Then, ANOTHER SOUND -- LOUDER NOW -- they LOOK UP AGAIN: in
front of the system attack, A FLEET OF FIRST ORDER SHIPS
ROAR OVERHEAD, TOWARD THE CASTLE! Rey's heart sinks: HER

FRIENDS ARE IN DANGER!

INT. MAZ'S CASTLE - BASEMENT CORRIDOR - DAY

Maz leads Han, Finn and Chewie down the hall, fast:

MAZ

I've had this for ages...

MAZ'S CASTLE - TREASURE ROOM - DAY

Maz opens the box -- holds out the lightsaber to Finn:

MAZ

Kept it locked away.

HAN

Where'd you get that?

MAZ

A good question for another time.

(TO FINN)

Take it! Find your friend!

Finn grabs it as the room is SHAKEN by an above ground attack.

MAZ (CONT'D)

Those beasts! They're here!

EXT. FOREST - DAY

Rey and BB-8 race fast back toward the castle -- EXPLOSION
SOUNDS can be HEARD from the direction they're headed!

EXT. FOREST - DAY

Rey races through the trees -- sees Maz' castle -- BEING
DESTROYED BY FIRST ORDER SHIPS! Aliens RUNNING, GETTING
OBLITERATED by SCREAMING TIE FIGHTERS! Other TIE FIGHTERS
and TRANSPORTERS LAND, STORMTROOPERS in attack.
Just then, filtered RADIO CALLS get Rey's attention: nearby
STORMTROOPERS have spotted her, AND FIRE!

STORMTROOPER

FN-417, hold position!

Rey takes cover, grabs her BLASTER -- but IT WON'T FIRE!

She panics, then realizes:

REY

Safety!

SHE SWITCHES OFF THE SAFETY and FIRES BACK! HITS TWO TROOPERS
and retreats, calls to BB-8:

BB-8 follows Rey AWAY FROM THE CASTLE, firing back at more
chasing Troopers!

EXT. MAZ' CASTLE RUINS - DAY

Kylo Ren moves through the DEBRIS. A Stormtrooper approaches:

STORMTROOPER #4

Sir, the droid was spotted heading west, with a girl.
Kylo Ren LOOKS BACK SHARPLY, in Rey's direction --

EXT. FOREST - DAY

Rey and BB-8 move swiftly, terrified -- she stops them:

REY

You have to keep going, stay out of sight, I'll try to fight 'em off.

(BB-8 BEEPS; bravely through her fear)

I hope so, too.

BB-8 BEEPS and heads off -- Rey RUNS and TAKES COVER behind a massive, mossy tree. TIGHT on her TERRIFIED FACE --

EXT. CASTLE DEBRIS - DAY

Han, Chewie, Finn and Maz, exhausted, CLIMB UP, peek through debris.

(CONTINUED)

CONTINUED:

HAN

Come on, Chewie!

Maz turns to Finn:

MAZ

Rey and BB-8, they need you. Now go.

FINN

I need a weapon.

Maz grabs his wrist -- holds up his hand -- THE SABER.

MAZ

You have one!

He looks at her questioningly -- he's supposed to use the lightsaber?! He TURNS IT ON.

HAN AND CHEWIE RUN, TAKE COVER from BLASTS, FIRING BACK at Stormtroopers, taking some out!

HAN

Hey, can I try that?

Han borrows Chewbacca's bowcaster, fires on Stormtroopers and sends them flying.

HAN (CONT'D)

(TO CHEWBACCA)

I like this thing.
FINN SURPRISES A STORMTROOPER WITH THE LIGHTSABER, then another! Untrained, he's athletic, brave, impressive. One Stormtrooper has a MACE --

STORMTROOPER

Traitor!
FINN and the TROOPER WITH THE MACE battle. The Mace Trooper KNOCKS FINN DOWN! The Stormtrooper is about to end him, when THE STORMTROOPER IS SHOT AND FALLS!
Wide-eyed Finn sees Han run over, having fired the blast!
Han helps him up.

HAN

You okay, Big deal?

FINN

Thanks!
But TEN STORMTROOPERS come over a RISE, BLASTERS AIMED.

STORMTROOPER

Don't move! TK-338, we have targets in custody!

(CONTINUED)

CONTINUED:

No way out, they DROP THEIR WEAPONS: TIGHT on the LIGHTSABER as it HITS THE GROUND. A STORMTROOPER HAND picks it up. Han's MIND RACES as a SQUAD OF TROOPERS appears behind them. Finn, Han and Chewie are MARCHED by Stormtroopers back toward a transport, hands on their heads.
But then -- A FAMILIAR ROAR RIPPING ACROSS THE LAKE -- Han turns -- they all do: coming toward them across the water, X-

WINGS AND RESISTANCE SPACECRAFT APPEAR, BEGIN FIRING AT THE

FIRST ORDER SHIPS!

PUSH IN ON HAN, HOPE SURGING -- CHEWIE TALKS.

STORMTROOPER (CONT'D)

We have incoming at two-eight-point-six! Move! Dispatch! Move!
Scramble all squads! Repeat, scramble all squads! Anti-air cover en route to our position!

HAN

It's the Resistance.
One X-WING in particular -- MARKED IN BLACK -- SWOOPS DOWN

and takes out the parked TIE FIGHTERS and Troopers!

INT. POE'S X-WING - DAY

It's Poe Dameron at the stick of his X-wing.

POE

Go straight ahead and don't let these
dogs scare you!

JESS (V.O.)

Copy that!

SNAP (V.O.)

We're with you, Poe!
The Stormtroopers around Finn, Han and Chewie SCATTER, TOSSED
in EXPLOSIONS! The LIGHTSABER LANDS AGAIN -- FINN PICKS IT

UP.

HAN

Quick!
Chewie picks up his Bowcaster, Han takes the blaster. Shoots
a Trooper.

FINN

Woohoo! YEAH! That's one helluva
pilot!

INT. POE'S X-WING - DAY

POE

WOOHOO!

EXT. FOREST - DAY

In the darkened woods, Rey, terrified, keeps her blaster
aimed. Her eyes dart around for her pursuer.
And then: THE UNIQUE SOUND OF KYLO REN'S RASPING LIGHTSABER
COMING TO LIFE -- A SOUND she's HEARD BEFORE in the FORCEBACK.
Rey's heart skips a beat: she's even more scared now.
Kylo Ren appears from behind a tree -- Rey FIRES again and
again -- Kylo Ren moves toward her, USING HIS LIGHTSABER TO

DEFLECT EVERY BLAST.

She FIRES ferociously, but Kylo Ren keeps coming! His hand
rises -- Rey suddenly STOPS -- GASPS -- UNABLE TO MOVE.

KYLO REN

The girl I've heard so much about.
He walks AROUND HER, slowly, she won't let herself cry.

KYLO REN (CONT'D)

The droid.

He comes around to see her face. After a scary beat he WHIPS HIS SABER UP TO HER EYES, ILLUMINATING HER FACE.

KYLO REN (CONT'D)

Where is it?

WIDE SHOT: THE EPIC BATTLE BETWEEN RESISTANCE AND FIRST ORDER TROOPS, REFLECTED IN THE STILL LAKE.

STORMTROOPER

Request air support!

EXT. FOREST - DAY

Kylo Ren TURNS OFF HIS SABER, reaches up... and REACHES TOWARDS REY'S FACE. She can't move, strains in agony. After a beat, surprised by what he finds, he removes his hand. She is relieved but still afraid.

KYLO REN

The map. You've seen it.
Rey is horrified. He TOUCHES HER FACE again: the pain, tears stream. Kylo Ren, taking more from her mind...
She stares at him, TERRIFIED, straining in agony --
Kylo Ren, mid-interrogation, TURNS TOWARD THE SOUND OF THE EXPLOSIONS. Stormtroopers APPROACH through the woods.

STORMTROOPER #5

Sir, Resistance fighters! We need more troops.
Kylo Ren TURNS BACK TO Rey, his hand still on her face.

(CONTINUED)

CONTINUED:

KYLO REN

Pull the division out. Forget the droid. We have what we need.
A GESTURE from Kylo Ren and REY LOSES CONSCIOUSNESS, FALLS

FROM FRAME!

EXT. CASTLE DEBRIS - DAY

The BLACK-MARKED X-WING SWOOPS DOWN again, FIRING, EXPLODING another TIE Fighter! On the ground:

STORMTROOPER

Pull back the tree line!
Han and Chewie dodge debris, FIRING and TAKING OUT TROOPERS.
FINN takes out 2 TROOPERS with the blaster, then, out of

breath, turns to see: Kylo Ren in the forest, CARRYING REY IN HIS ARMS, INTO HIS SHUTTLE! Finn's heart SHATTERS -- Han stops -- turns -- sees Kylo Ren entering his shuttle. Han is ROCKED.

FINN

NO!! REY!!!

Heroically, Finn runs toward the shuttle through LASER BLASTS AND EXPLOSIONS, but the shuttle TAKES OFF -- Finn irrationally

CHASES IT, SCREAMS DESPERATELY:

FINN (CONT'D)

No, no, no, no... REY!!
In crazed frustration, Finn stops running, watches the receding First Order ships, Rey their captive.

EXT. FOREST - DAY

BB-8 moves fast, then stops and looks up as the First Order ships RETREAT, OFF PLANET. A considered beat, and BB-8 heads

BACK FOR THE CASTLE.

EXT. MAZ'S CASTLE RUINS - DAY

Post battle. Finn runs to Han:

FINN

He took her! Did you see that? He took her. She's gone!

HAN

(WALKS PAST)

Yeah, yeah, I know...
And he and Chewie head off.

EXT. MAZ'S CASTLE RUINS - DAY

Han moves toward a RESISTANCE TRANSPORT landing in the debris. BB-8 rolls up beside him, in wait for the transport. ON HAN'S FACE, knowing exactly what's about to happen. Finally, the transport door opens. And standing there is LEIA. She sees Han and is stunned. A silent beat, husband and wife reunited for the first time in years. In the smoke and embers, no one says a word. Then C-3PO walks out from the transport, into the field:

C-3PO

Goodness! Han Solo! It is I, See-
Threepio!
(sees Han, stops)
You probably don't recognize me

because of the red arm.
(sees Leia,

INCREASINGLY AWKWARD)

Look who it is! Did you see who?
Oh. Excuse me, Prin-- uh, General.
Sorry. Come along, BB-8. Quickly.

(BB-8 BEEPS)

Yes, I must get my proper arm
reinstalled.
He hurries off. Finally, alone again.

HAN

You changed your hair.

LEIA

Same jacket.

HAN

No, new jacket.
Chewie glad to see Leia, greets her with a hug. Chewie MOANS
a few words, looks at Han then boards the ship.
It is complicated and loving and painful. Han says, quietly:

HAN (CONT'D)

... I saw him. Leia, I saw our son.
He was here.
Leia hears this.
Maz watches through the smoke.

EXT. SPACE - DAY

The FALCON and surviving X-WINGS ROAR past camera toward a
PLANET WITH GREEN FLORA AND A RING OF ASTEROIDS.

(CONTINUED)

CONTINUED:

This is D'QAR.

EXT. D'QAR - DAY

The SHIPS DESCENDING among grassy mounds and sunken
structures.

EXT. RESISTANCE BASE - DAY

LARGE GRASS MOUNDS cover HANGARS, beneath the odd, giant
trees. BOOM DOWN as RESISTANCE GROUND CREW direct an X-WING
to a LANDING. In the FOREGROUND, another X-wing canopy OPENS,
a PILOT climbs out. PAN TO REVEAL the landed Millennium
Falcon. Finn runs down the ramp, UP TO CAMERA, desperate,

searching.

Then BB-8 SPEEDS RIGHT PAST HIM, almost knocking him down -- Finn watches as BB-8 rolls over to the PILOT GETTING OUT OF THE BLACK-MARKED X-WING. The Pilot's helmet comes off.

IT IS POE!

Finn can't believe what he's seeing. And Poe, kneeling in WARM REUNION with BB-8, listens and reacts to something the droid tells him. Poe looks up and sees Finn -- and he can't believe it either! Poe smiles, points at Finn. From a distance, Finn gestures in sheer amazement that Poe is alive.

FINN

Poe. Poe Dameron.
They move to each other -- and embrace.

FINN (CONT'D)

You're alive!

POE

So are you!

FINN

What happened to you?

POE

What happened? I got thrown from the crash, woke up at night -- no you, no ship, nothing--
BB-8 BEEPS -- Poe listens, turns to Finn.

POE (CONT'D)

BB-8 says that you saved him.

FINN

No, no, no. It wasn't just me.

POE

You completed my mission, Finn.
That's my jacket?

(CONTINUED)

CONTINUED:

FINN

Oh here.

POE

No, no, no. Keep it. It suits you.
You're a good man, Finn.

FINN

Poe -- I need your help.

INT. RESISTANCE BASE - DAY

MOVE FAST with Finn and Poe. Finn takes in this makeshift command center, buried deep among vines and roots. They arrive at Leia, who stands with a group of Resistance Officers, including ADMIRALS ACKBAR and STATURA:

POE

General Organa. Sorry to interrupt, this is Finn, he needs to talk to

YOU --

LEIA

(takes Finn's hand)
And I need to talk to him. That was incredibly brave, what you did. Renouncing the First Order, saving this man's life --

FINN

(surprised she knows)
Thank you, ma'am -- but a friend of mine was taken prisoner--

LEIA

Han told me about the girl, I'm sorry. Finn is startled -- Poe jumps in:

POE

Finn's familiar with the weapon that destroyed the Hosnian system. He worked on the base.

LEIA

We're desperate for anything you can tell us.

FINN

That's where my friend was taken -- I've got to get there, fast.

LEIA

And I will do everything I can to help, but first you must tell us all you know.

INT. RESISTANCE BASE - DAY

Chewbacca sits on a bed in the med bay. DR. KALONIA uses a device to help heal his shoulder. Chewie TALKS.

DR. KALONIA

(CHEWIE TALKS)

That sounds very scary.

(CHEWIE TALKS)

You must be so brave.
Chewie agrees.

INT. RESISTANCE BASE - DAY

C-3PO takes the DATA DEVICE from BB-8 and inserts it into a BASE COMPUTER. THE PROJECTED MAP APPEARS in HOLOGRAM. Leia enters, studying it, dispirited. PAN as she moves, REVEALING HAN. C-3PO is here and some others.

C-3PO

General, I regret to inform you, but this map recovered from BB-8 is only partially complete. And even worse, it matches no charted system on record. We simply do not have enough information to locate Master Luke.

LEIA

I can't believe I was so foolish to think that I could just find Luke and bring him home.

HAN

Leia...

LEIA

Don't do that.

HAN

Do what?
She heads off.

LEIA

Anything.
Flummoxed, Han follows looking at C-3PO.

C-3PO

Princesses.
Han follows Leia across the base floor:

HAN

I'm trying to be helpful!

(CONTINUED)

CONTINUED:

LEIA

When did that ever help? And don't say the Death Star.

HAN

(SIGHS)

INT. RESISTANCE BASE - DAY

LOW WITH BB-8 as he rolls over and finds, under a dark and dusty tarp in a corner, R2-D2. BB-8 BEEPS at R2, pulls off the tarp and tries to start a conversation. But R2 DOESN'T RESPOND AT ALL. BB-8 tries again. Nothing. BB-8 NUDGES R2. Nothing. Then:

C-3PO (O.S.)

BB-8. You're wasting your time.
BB-8 looks up at C-3PO, who stands there. C-3PO SIGHS.

C-3PO (CONT'D)

It is very doubtful that R2 would have the rest of the map in his backup data.

(BB-8 BEEPS)

I am afraid not. R2-D2 has been in low power mode ever since Master Luke went away. Sadly, he may never be his old self again.

INT. RESISTANCE BASE - DAY

Leia hears the change in Han's voice and softens. She turns.

HAN

Listen to me, will you? I know every time you... every time you look at me, you're reminded of him.

LEIA

You think I want to forget him? I want him back!
Han looks at her with sympathy.

HAN

There was nothing we could've done.
(hard for him to say)
There was too much Vader in him.

LEIA

That's why I wanted him to train with Luke. I just never should have sent him away. That's when I lost him. That's when I lost you both.

(CONTINUED)

CONTINUED:

HAN

We both had to deal with it in our own way. I went back to the only thing I was ever good at.

LEIA

We both did.

HAN

We lost our son, forever.

LEIA

No.

(LONG BEAT)

It was Snoke.
Han takes this in.

LEIA (CONT'D)

He seduced our son to the dark side.
But we can still save him. Me.
You.

HAN

If Luke couldn't reach him, how could

I?

LEIA

Luke is a Jedi... you're his father.
There's still light in him. I know it.

GENERAL STATURA

General, the reconnaissance report on the enemy base is coming.

INT. STARKILLER BASE - HOLDING CELL - DAY

Rey wakes, disoriented. She is in an angled, upright restraining rig. Looks over, startled to see Kylo Ren, mask in place, standing there.

REY

Where am I?

KYLO REN

(LONG BEAT)

You're my guest.

REY

Where are the others?

KYLO REN

You mean the murderers, traitors and thieves you call friends?

(Rey stares at him)

You'll be relieved to hear that I have no idea.

(CONTINUED)

CONTINUED:

Rey studies him. She's fearful... but curious.

KYLO REN (CONT'D)

You still want to kill me.

REY

That happens when you're being hunted by a creature in a mask.

Kylo Ren stops, considers her... then reaches up, unlatches and REMOVES HIS MASK. Rey reacts, stunned. It takes a moment before she regains her own mask of defiance.

KYLO REN

Tell me about the droid.

REY

(a nervous beat)

He's a BB unit with a selenium drive and a thermal hyperscan vindicator --

KYLO REN

He's carrying a section of a navigational chart. We have the rest, recovered from archives of the Empire. We need the last piece. And somehow, you convinced the droid to show it to you. You. A scavenger --

Rey reacts -- afraid -- how does he know?

KYLO REN (CONT'D)

You know I can take whatever I want.
Trepidation flashes across Rey's eyes. Kylo Ren moves closer,
his hand rising toward her. She recoils, but has nowhere to
go. Kylo Ren nearly TOUCHES HER FACE...
THEY'RE BOTH SURPRISED: they react to a feeling that passes
between them -- AN ENERGY THEY RECOGNIZE IN EACH OTHER.
And then it's gone. Adversaries again. Rey can't move,
quietly strains in agony, trying to resist Ren's probing.

KYLO REN (CONT'D)

... You're so lonely... so afraid to
leave...
(then, slight smile)
At night, desperate to sleep... you
imagine an ocean. I see it -- I see
the island...
Tears stream down her face as she resists. She tries to
break free, but can't budge.

KYLO REN (CONT'D)

And Han Solo. You feel like he's
the father you never had. He would've
disappointed you.

(CONTINUED)

CONTINUED:

His hand still on her face, her eyes fierce through the agony:

REY

-- Get out of my head --
But this just makes Kylo lean closer.

KYLO REN

I know you've seen the map. It's in
there... and now you'll give it to
me. Don't be afraid. I feel it
too.
Where her strength comes from, she doesn't know, but:

REY

I'm not giving you anything.

KYLO REN

We'll see.
He peers into her eyes intensely. She meets his gaze --

DESPITE THE PAIN SHE IS STRONG.

On Ren's face as HIS CONFIDENCE BEGINS TO MELT AWAY. He has
slammed up against a barrier in her mind. He looks less
certain by the moment as Rey seems to GROW IN STRENGTH. The

FEROCITY of confrontation builds until it hits critical mass

AND REY DOES THE UNTHINKABLE! SHE ENTERS HIS HEAD, AMAZED

AT WHAT SHE IS SEEING!

REY

... You... you're afraid... that you
will never be as strong as... Darth
Vader!

KYLO REN SUDDENLY WITHDRAWS HIS HAND, as if her face were
FIRE HOT. TAKES A STEP BACK, CONFUSED, RATTLED. Rey's body
is released, she breathes deeply, her powerful eyes still on
Kylo Ren, who starts to leave.

And we PRELAP:

SNOKE (V.O.)

This scavenger, resisted you?

INT. STARKILLER PLANET - ASSEMBLY ROOM - NIGHT

Kylo Ren, mask off, stands before Snoke.

KYLO REN

She's strong with the Force, untrained
but, stronger than she knows.
And while Ren's mind no doubt goes to Luke:

SNOKE

And the droid?

(CONTINUED)

CONTINUED:

Kylo Ren hesitates to reveal the truth. Then:

GENERAL HUX (O.S.)

Ren believed it was no longer valuable
to us.

Ren turns back -- Hux enters the large space, moves to the
platform beside Ren.

GENERAL HUX (CONT'D)

That the girl was all we needed. As
a result, the droid has most likely
been returned to the hands of the
enemy. They may have the map already.
Snoke is visibly furious.

SNOKE

Then the Resistance must be destroyed
before they get to Skywalker.

GENERAL HUX

We have their location. We tracked their reconnaissance ship to the Ileenium system.

SNOKE

Good. Then we will crush them once and for all. Prepare the weapon. Kylo Ren is stunned by the moment -- that isn't what he meant at all --

KYLO REN

Supreme Leader. I can get the map from the girl. I just need your guidance.

SNOKE

If what you say about this girl is true, bring her to me.

INT. STARKILLER BASE - HOLDING CELL - DAY

SLOW PUSH IN ON REY, shackled, mind still racing over what's happened between her and Kylo Ren. She is flooded with emotions, feeling her potential, her strength, that in this moment of being restrained, perhaps anything is possible. She turns to the Stormtrooper Guard. Studies him for an intense beat. Then says:

REY

You will remove these restraints. And leave this cell, with the door open.
The Stormtrooper Guard looks at her. A beat.

(CONTINUED)

CONTINUED:

TROOPER GUARD #2

What did you say?
Rey's eyes stay trained on him. She shifts in her seat, her confidence wavering, but she repeats, with authority:

REY

You will remove these restraints. And leave this cell, with the door open.
The Stormtrooper Guard, rifle aimed, MOVES FOR HER. Rey's heart pounds -- is she about to be killed, freed, or laughed at? The tension unbearable when the Guard says:

TROOPER GUARD #2

I'll tighten those restraints,
scavenger scum!

INT. STARKILLER BASE - CORRIDOR 1 - DAY

LOW ANGLE: Kylo Ren, masked, rounds a corner, PASSES US.

INT. STARKILLER BASE - HOLDING CELL - DAY

Rey stares intently at the trooper. Calms herself. And tries again.

REY

You will remove these restraints.
And leave this cell, with the door
open.

TROOPER GUARD #2

I will remove these restraints. And
leave this cell, with the door open.
He reaches down and UNLATCHES THE RESTRAINTS. HE THEN TURNS
AND STARTS TO HEAD OUT, her back to him as he exits. SHE IS
IN SHOCK. Then tries, quickly:

REY

And you will drop your weapon.

TROOPER GUARD #2

And I'll drop my weapon.
The Trooper Guard DROPS HIS WEAPON without turning back --
Rey HEARS the gun fall. She's incredulous. The guard has

LEFT THE CELL, ITS DOOR OPEN.

REY, in ABSOLUTE DISBELIEF, MOVES QUICKLY OUT OF FRAME!

INT. STARKILLER BASE - HOLDING CELL - DAY

Kylo Ren enters the cell -- we PUSH IN ON HIM as he takes in
the empty cell -- AND IMMEDIATELY UNDERSTANDS WHAT HAS

HAPPENED.

(CONTINUED)

CONTINUED:

KYLO REN

NO!

Enraged, he RIPS OUT HIS SABER and --

EXT. STARKILLER BASE - CORRIDOR 1 - DAY

WIDE ANGLE, empty corridor, toward the cell: we only HEAR the horrible SOUNDS. DESTRUCTION. YELLING. A few pieces of red hot DEBRIS BOUNCES into the corridor. Two STORMTROOPERS, crossing at the far end of the hall, STOP TO WATCH this display of pure FURY. They retreat, and fast.

INT. STARKILLER BASE - CONTROL ROOM - DAY

Workers at their controls. Vast snowy landscape seen outside. Their GAUGES RISE -- THE WEAPON CHARGING SLOWLY --

GENERAL HUX

Begin charging the weapon!

STARKILLER TECHNICIAN

Yes, sir. Weapon charging.

EXT. STARKILLER BASE PLANET - DAY

A vast view of the planet -- a MASSIVE SOLARVAC ARRAY surrounds a port TEN MILES IN DIAMETER. MILLIONS OF PANELS turn on the ARRAY -- a wave of BRILLIANT REFLECTIONS. Suddenly, like a planetary-scale TESLA COIL LINE OF ENERGY, THE POWER OF THE SUN begins to TRAVEL DOWN to the Starkiller Base planet.

INT. RESISTANCE BASE - DAY

Finn, now a member of the inner circle of the Resistance, is huddled with the group around the MAP TABLE, which displays a WIREFRAME HOLOGRAM of a ROLLING VIEW OF THE SURFACE OF STARKILLER BASE. With Finn are Han, Leia, Poe, C-3PO, Statura, Ackbar, Brance, SNAP, MAJOR EMATT (60), NIEN NUNB, and others. An urgent, messy strategy session --

POE

The scan data from Snap's reconnaissance flight confirms Finn's report.

SNAP

They've somehow created a hyper lightspeed weapon built within the planet itself.

BRANCE

A laser cannon?

(CONTINUED)

CONTINUED:

SNAP

We're not sure how to describe a weapon of this scale.

MAJOR EMATT

(HORRIBLE MEMORIES)

It's another Death Star.

POE

I wish that were the case, Major.
Poe hits a control. A WIREFRAME OF THE DEATH STAR APPEARS.

POE (CONT'D)

This was the Death Star.
Poe hits another control -- the Death Star SHRINKS -- AND SHRINKS AND SHRINKS, as the SURFACE AREA OF THE STARKILLER

BASE IS DRAWN INTO A LARGER IMAGE, REVEALING THE ENTIRE BASE PLANET. The Death Star is a minuscule SATELLITE in comparison.

POE (CONT'D)

This is Starkiller Base.
This is news to many here, and they're stunned.

HAN

So it's big.

ADMIRAL ACKBAR

How is it possible to power a weapon of this size?

FINN

It uses the power of the sun. As the weapon is charged, the sun is drained until it disappears.
An OFFICER runs up, hands Leia a DATACARD.

LEIA

(eyes on datacard)
The First Order: they're charging the weapon again, now.
(then, heart sinking)
Our system is the next target.

C-3PO

Oh my. Without the Republic fleet, we're doomed.
They all react to this horrible news.

HAN

Okay, how do we blow it up?
(all eyes on him)
There's always a way to do that.

(CONTINUED)

CONTINUED:

But no one has anything. Leia watches the silence, frustrated. Finally, rallying them:

LEIA

Han's right.
Han is surprised.

ADMIRAL STATURA

(at first hesitant)
In order for that amount of power to be contained, that base would need some kind of thermal oscillator...

FINN

There is one.
All eyes on Finn as he moves around the hologram to a location on the Starkiller Base -- it is ZOOMED IN: A GIANT BLACK

HEXAGONAL STRUCTURE.

FINN (CONT'D)

Precinct 47. Here.

ADMIRAL STATURA

(HYPOTHESIZING)

If we can destroy that oscillator, it might de-stabilize the core and cripple the weapon.

MAJOR EMATT

... Maybe the planet.
Poe then tries to bolster spirits, looking at the BIG HEXAGONAL STRUCTURE: the Oscillator.

POE

We'll go in there and we'll hit that oscillator with everything we got.

ADMIRAL ACKBAR

They have defensive shields that our ships cannot penetrate.

HAN

We disable the shields.

(TO FINN)

Kid, you worked there, what do you got?

FINN

(beat, then:)
I can do it.

HAN

I like this guy.

(CONTINUED)

CONTINUED:

FINN

I can disable the shields. But I have to be there, on the planet--

HAN

We'll get you there.

LEIA

Han, how?

HAN

If I told you, you wouldn't like it.

POE

So we disable the shields, take out the oscillator and we blow up their big gun. All right. Let's go!
And everyone splits.

EXT. HANGARS, RESISTANCE BASE - DAY

SERIES OF SHOTS: THE RESISTANCE FLEET PREPARES FOR ITS MISSION. Pilots inspect crafts, including Snap, Nien Nunb, and Poe at his black-marked X-wing. Mechanics make adjustments as Crews fuel the jets. Ground controllers move ships into takeoff formation. Pilots prep their ships, including BB-8, who is PULLED INTO Poe's black X-wing. Finn approaches Poe wearing the jacket. Poe slaps Finn's shoulder as he heads off. Finn watches Poe, despite it all, a little laugh. Over this:

EXT. RESISTANCE BASE - DAY

Chewie and Finn follow Han's orders as they prepare the Falcon for one more daring run, maybe its last:

HAN

Chewie, check that donal capitator.
Come on. Let's go. -- Finn, be
careful with those - they're
explosives.

FINN

Now you tell me?

LEIA

No matter how much we fought, I've
always hated watching you leave.
Han looks over, there's Leia.

HAN

That's what I did it. So you'd miss
me.
She laughs, moves up close to him.

(CONTINUED)

CONTINUED:

LEIA

I did miss you.
He looks at her, says sweetly, out of the blue:

HAN

It wasn't all bad, was it? Huh?
Some of it was...good.

LEIA

... Pretty good.

HAN

Some things never change.

LEIA

(SMILES)

True. You still drive me crazy.
Han places his hands on her shoulders. It could be thirty
years ago.
They both know there's a good chance he won't make it back.
They pull each other tight, holding for dear life. Quietly,

LONGINGLY:

LEIA (CONT'D)

If you see our son again, bring him home.

INT. STARKILLER BASE - DAY

STORMTROOPER

Sir, sensors triggered in hangar 718. We're searching the area.

KYLO REN

She's just beginning to test her powers. The longer it takes to find her, the more dangerous she becomes. Kylo exits.

INT. STARKILLER BASE - ATRIUM AREA - DAY

TIGHT ON REY'S FACE as she peers nervously around a corner. Rey runs down a long, glossy hall, taking cover in an alcove, the Trooper Guard's rifle HELD TIGHT.

EXT. LIGHTSPEED SPACE - DAY

The Falcon SCREAMS PAST --

INT. MILLENNIUM FALCON - COCKPIT - DAY

Flying at LIGHTSPEED, Finn, with Han and Chewie.

(CONTINUED)

CONTINUED:

FINN

How are we getting in?

HAN

Their shields have a fractional refresh rate. Keeps anything traveling slower than lightspeed from getting through. Finn is suddenly filled with dread.

FINN

We're gonna make our landing approach at lightspeed?! Chewie, thinking it's crazy too, says: HELL YES WE ARE!

HAN

Alright, Chewie, get ready.
Chewie GROANS: he's ready. Han studies the PANEL INDICATORS.

HAN (CONT'D)

And Now!
Chewie and Han hit switches --

EXT. LIGHTSPEED SPACE/STARKILLER BASE - DAY

The Falcon's ENVIRONMENT SHIFTS INSTANTLY FROM LIGHTSPEED TO PLANET ATMOSPHERE -- it's suddenly FLYING 100 FEET ABOVE THE

SNOWY, ROCKY GROUND, HEADED FOR A THICK FOREST!

INT. MILLENNIUM FALCON - COCKPIT - DAY

CHEWIE GROANS:

HAN

I AM PULLING UP!!!

EXT. STARKILLER BASE - DAY

But the Falcon has no time -- it PLOWS through the trees!
It then RISES --

INT. MILLENNIUM FALCON - COCKPIT - DAY

ALARMS BLARE as the ship SLAMS THROUGH BRANCHES, SHOOTS TOWARD SKY! Han does his best to steer -- Chewie GROANS -- in the madness Han YELLS:

HAN

I get any higher, they'll see us!
And the ship DIVES again, back into the trees!

EXT. STARKILLER BASE - CLEARING - DAY

A quiet CLEARING on the forest TREELINE. Suddenly the MILLENNIUM FALCON HURTLES OUT OF THE FOREST! From an eruption of BRANCHES and PINE, the ship DIVES -- SLAMS INTO THE SNOW! It DIGS THROUGH A THOUSAND YARDS OF WHITE until it finally comes to a canted stop, half buried in the snow!

INT. STARKILLER BASE - DAY

OFFICER

Sir, she was not found in hangar 718
but all troops are on alert.

KYLO REN

Put every hangar on lock-down. She's going to try to steal a ship to-- Suddenly, Kylo senses something. Something familiar.

KYLO REN (CONT'D)

Han Solo...

EXT. STARKILLER BASE - DAY

MASSIVE WIDE SHOT of an EPIC SNOWSCAPE. Han, Finn and Chewie cross the terrain. WALKERS appears on the horizon. Han, Finn and Chewie take cover behind a base structure. Chewie carries a BLACK DUFFEL of EXPLOSIVES.

FINN

The flooding tunnels are over that ridge. We'll get in that way.

HAN

What was your job when you were based here?

FINN

Sanitation.

HAN

Sanitation? Then how do you know how to disable the shields?

FINN

I don't. I'm just here to get Rey.

HAN

People are counting on us! The galaxy is counting on us--!

FINN

Solo, we'll figure it out! We'll use the Force!

HAN

That's not how the Force works--!

(CONTINUED)

CONTINUED:

Chewie MOANTALKS.

HAN (CONT'D)

Oh really, you're cold?

FINN

Come on!

They follow Finn on the snowy hike. On the horizon, THE
**LASER SIPHON SHOOTING INTO THE SKY, SLOWLY SUCKING THE SUN
DRY.**

INT. STARKILLER BASE - CONTROL ROOM - DAY

Technicians at work, the SUN SUCKING seen in the window behind him.

GENERAL HUX

Report.

FIRST ORDER OFFICER

Weapon charged in fifteen minutes,
sir.

INT. STARKILLER BASE - CORRIDOR 4 - DAY

A STORMTROOPER waits to board a Transport Compartment. The door WHOOSHES open -- HAN, FINN and CHEWIE are there!

STORMTROOPER FN-9330

Hey!

He fumbles for his blaster but Chewie shoots first. WIDE ANGLE of the corridor as the Trooper flies back, dead. Chewie drags him out of sight. Han and Finn peer around a corner, wary.

HAN

The longer we're here, less luck
we're going to have. The shields?

FINN

I have an idea about that.
Han and Chewie follow Finn.

INT. STARKILLER BASE - CORRIDOR - DAY

Captain Phasma heads down a corridor, distant Stormtroopers. Suddenly Phasma is T-BONED HARD AND FAST -- SHOVED OUT OF

FRAME BY CHEWIE!

And now we're in a NARROW CROSS-CORRIDOR, CHEWIE WITH HIS

**ARMS AROUND PHASMA, FORCED TO FACE FINN, WHO HOLDS HIS BLASTER
ON HIS FORMER CAPTAIN.** Han stands behind Finn.

FINN

Remember me?

(CONTINUED)

CONTINUED:

CAPTAIN PHASMA

FN-2187.

FINN

Not anymore. The name's Finn, and I'm in charge. I'm in charge now, Phasma. I'm in charge.

HAN

Bring it down. Bring it down.

FINN

Follow me.
Finn SMILES as we CUT TO:

INT. STARKILLER BASE - ATRIUM AREA - DAY

TIGHT ON REY'S FACE as she peers nervously around a corner. Rey runs down a long, glossy hall, taking cover in an alcove, the Trooper Guard's rifle HELD TIGHT. From this alcove, she can see down another LONG, PERPENDICULAR WALKWAY -- on one side, a STONE AND STEEL WALL. On the other side, a VAST ATRIUM, with a railing-free DROP OFF, the white pill-light design descending HUNDREDS OF FEET. At the end of this walkway is an OPEN HANGAR DOOR, revealing HUNDREDS OF TIE FIGHTERS parked outside. TIGHT on Rey's face as her plan is clear. But the problem: between her and the ship she wants to steal, is a GROUP OF STORMTROOPERS. Guards, in conversation. As she tries to think about what to do next, we see, FAR BEHIND HER in the perpendicular hall, ANOTHER GROUP OF STORM- and SNOWTROOPERS headed her way! Rey's mind races -- another peek out and she RUNS FAST, across the walkway, and CLIMBS DOWN -- her fingertips disappearing over the edge just as the Troopers approach and continue. WIDE SHOT as Rey holds on carefully as the guards walk off, not seeing her over the edge, a death drop below her. But then she SEES SOMETHING and has a brainstorm. She strenuously cross-climbs to an invisible SERVICE HATCH, which she opens, and climbs INSIDE THE WALL, closing the hatch behind her.

INT. STARKILLER BASE - INSIDE THE WALLS - DAY

A REMARKABLE IMAGE, inside the inner workings of the base. Tiny by comparison, Rey climbs amid the incredible infrastructure, a drop to infinity beneath her. She is between the LIGHT SOURCE and the WHITE PILL SHAPES, as she makes her way ACROSS.

INT. STARKILLER BASE - ATRIUM AREA - DAY

WIDE SHOT of the Stormtrooper GUARDS, above the drop off

into the atrium. What they cannot see is a SHADOWED SILHOUETTE OF REY against the ENDLESS WHITE PILL LIGHTS as she climbs across the space, beneath them, toward her exit!

INT. STARKILLER BASE - CONTROL ACCESS POINT - DAY

CLOSE AS PHASMA SITS INTO FRAME in front of a WORKSTATION -- Finn, Han and Chewie, blasters aimed. Phasma reluctantly works controls on the workstation.

FINN

You want me to blast that bucket off your head? Lower the shields.

CAPTAIN PHASMA

You're making a big mistake.

FINN

Do it.
Chewie MOAN/TALKS. Phasma hits a few more buttons -- the controls BEEP-CLICK. "SHIELDS DISABLE INITIATE". Eyes on

THE WORKSTATION:

FINN (CONT'D)

Solo, if this works, we're not going to have a lot of time to find Rey.

HAN

Don't worry kid, we won't leave here without her.
The controls BEEP-CLICK. "SHIELDS DISABLED".

CAPTAIN PHASMA

(to Finn, cruel)
You can't be so stupid as to think this will be easy. My troops will storm this block and kill you all.

FINN

I disagree. What do we do with her?

HAN

Is there a garbage chute? Trash compactor?

FINN

Yeah, there is...

INT. RESISTANCE BASE - DAY

An ALERT: OFFICERS at their consoles, OVERLAPPING, urgent.

(CONTINUED)

CONTINUED:

OFFICER

General, their shields
are down!

C-3PO

Thank the Maker!

LEIA

Han did it! Send them
in!

ADMIRAL STATURA

Give Poe full authorization
to attack.

REAR ADMIRAL

GULCH

Black Leader, go to
sub-lights. On your
call.

INT. X-WING - DAY

At LIGHTSPEED, Poe pilots:

POE

Roger, base -- red squad, blue squad,
take my lead.

INT. X-WING - DAY

Nien Nunb pilots, acknowledges order in alien language.

INT. X-WING - DAY

Another pilot, ZOLO ZIFF.

ZOLO ZIFF

Dropping out of lightspeed.

EXT. SPACE/STARKILLER BASE - DAY

With CONCUSSIVE BLASTS, the X-WINGS APPEAR and ROAR PAST
CAMERA toward the Starkiller Base planet!

EXT. STARKILLER BASE - CLEARING - DAY

The CRASHED FALCON, two parked TIE FIGHTERS and a TROOP TRANSPORT VEHICLE beside it.

EXT. STARKILLER BASE - CLEARING - DAY

At a distance, the X-WINGS DROP FROM THE SKY, TOWARD THE
HEXAGONAL OSCILLATOR STRUCTURE IN THE DISTANCE!

EXT. STARKILLER BASE - ABOVE OSCILLATOR - DAY

The squad of X-wings DIVE BOMBS the Oscillator, the Black Falcon leads. INTERCUT BETWEEN THIS AND VARIOUS X-WINGS.

INT. X-WING - DAY

POE PILOTS:

POE

Almost in range! Hit the target
dead center, as many runs as we can
get!

INT. X-WING - DAY

Snap pilots.

SNAP

Approaching target.

INT. X-WING - DAY

Nien Nunb acknowledges.

INT. STARKILLER BASE - CONTROL ROOM - DAY

LARGE EXPLOSIONS atop the DISTANT OSCILLATOR, seen through the large windows! ALARMS BLARE in here -- we PULL BACK as Hux moves quickly to see the damage, he turns sharply to a First Order Officer:

GENERAL HUX

Dispatch all squadrons...

COLONEL DATOO

Yes, General.

INT. X-WING - DAY

POE

Let's light it up!

DIVE BOMBING THE OSCILLATOR, HITTING IT DEAD CENTER IN QUICK

SUCCESSION!

INT. X-WING - DAY

LT. BASTIAN

Direct hit!

ELLO ASTY

But no damage!
Jess reacts.

POE

Yeah, we gotta keep hitting it!
Another bombing run! Remember, when
that sun is gone, that weapon will
be ready to fire! But as long as
there's light, we got a chance.

INT. X-WING - DAY

A BEEPING from BB-8, riding in the back of his X-wing, and
Poe looks out -- can't believe what he's seeing: DOZENS OF

TIE FIGHTERS!

POE

Guys, we got a lot of company!

INT. STARKILLER BASE - JUNCTION AREA - DAY

Finn, Han and Chewie take cover, Chewie pulling some
EXPLOSIVES out of the duffel. Blast doors nearby.

FINN

We'll use the charges to blow that
blast door. I'll go in and draw
fire, but I'm gonna need cover.

HAN

You sure you're up for this?

FINN

Hell no -- I'll go in find and try
to find Rey --
(improvising, fast)
-- The troopers'll be on our tail.
We have to be ready for that. There's
an access tunnel that'll leads --
(Han starts pointing
with his chin to

SOMETHING BEHIND

FINN)

Why are you doing that? Why are you doing -- this? I'm trying to come up with a plan.

Finn turns -- AND SEES REY, CLIMBING OUT FROM INSIDE THE WALL, carefully climbing back up to the main level! He can't believe it! Chewie MURMURS his relief. Han is maybe more grateful than anyone.

INT. RESISTANCE BASE - DAY

A Resistance Technician turns to Leia:

ADMIRAL ACKBAR

The Oscillator's still standing.

OFFICER

X-wings coming back for another round of attacks!

INT. STARKILLER BASE - CORRIDOR 6 - DAY

Rey climbs up to the corridor, vigilant. She hears a SOUND, SWOOPS her rifle at -- Finn, Han and Chewie! She cannot believe it! All Finn wants to do is hug her -- and she him.

(CONTINUED)

CONTINUED:

HAN

Are you all right?

REY

Yeah.

HAN

Good.

FINN

What happened -- did he hurt you?

REY

Finn. What are you doing here?!

FINN

We came back for you. She is speechless -- this is all she's ever wanted anyone to do. Chewie TALKS -- and Rey's eyes nearly tear up.

FINN (CONT'D)

What'd he say?

REY

(shrugs, smiles, though
nearly in tears)
... That it was your idea.
Finn awkwardly smiles. It's his nature. They embrace.

REY (CONT'D)

Thank you.

FINN

How did you get away?

REY

I can't explain it. And you wouldn't
believe it.

HAN

Escape now. Hug later.

EXT. STARKILLER BASE - DAY

The X-Wings DOGFIGHT with the TIE Fighters on the surface of
the snowy planet. INTERCUT BETWEEN the ships SCREAMING past
each other, and the COCKPITS of the Resistance and First
Order fighters. Poe's fighter NEARLY COLLIDES with a close-
passing TIE Fighter!

SNAP

I got one behind me. See it?

JESS

Yeah, I'm on it!

(CONTINUED)

CONTINUED:

A heavy cannon emplacement launches a missile that shreds an
X-wing fighter.

JESS

Furillo's been hit!

SNAP

Watch out for ground fire!

EXT. STARKILLER BASE - DAY

The X-wings ROAR across the sky, BLASTING and DODGING the
TIE Fighters and missiles.
PULL BACK TO REVEAL Han, Finn, Rey and Chewie, who run out

here, into the snow, stopping, eyes on the sky, watching the lop-sided battle.

THE FOUR HEROES TURN TO EACH OTHER, RESOLVE IN THEIR EYES.
A long moment of communication.

HAN

They're in trouble. We can't leave.
(to Finn, re: Chewie)
My friend here has a bag full of
explosives. Let's use 'em.

INT. RESISTANCE BASE - DAY

A Resistance Technician turns to Leia:

KAYDEL KO CONNIX

General, are you seeing this?

VOBER DAND

Two more X-wings down. That's half
our fleet destroyed.

C-3PO

And their weapon will be fully charged
in 10 minutes! It would take a
miracle to save us now.

INT. STARKILLER BASE - OSCILLATOR STRUCTURE - NEAR DARKNESS

Han and Chewie arrive here to find THREE SECURITY
STORMTROOPERS approaching a Maintenance Hatch. Instantly,
Chewie takes out the middle one with his Bowcaster. Han and
the other two Stormtroopers OPEN FIRE, but Han's aim is true.

ALARMS START BLARING!

INT. JUNCTION STATION - NEAR DARKNESS

Running inside from a parked snowspeeder, Rey opens a service
hatch. Finn behind her, as she reaches into the mechanics
of the place, very much like the very first shot we saw of
Rey.

And she YANKS a piece of TECH from the machinery and:

INT. STARKILLER BASE - OSCILLATOR STRUCTURE - NEAR DARKNESS

The HATCH OPENS! Han and Chewie, having been on the lookout,
step inside, weapons poised. Chewie MOANS.

HAN

That girl knows her stuff.

INT. STARKILLER BASE - OSCILLATOR STRUCTURE - NEAR DARKNESS

Han and Chewie divide the explosives. Talk in hushed tones.

HAN

We'll set the charges at every other column.
He GROAN/TALKS to Han, who looks around, reconsiders.

HAN (CONT'D)

You're right. That's a better idea.
(checks his detonator)
You take the top.

(CHEWIE DOES)

I'll go down below. Detonator.
We'll meet back here.
They head off in opposite directions.

INT. OSCILLATOR STRUCTURE - NEAR DARKNESS

Han finishes placing an explosive. Checks he's all-clear and hurries down to the next level. Chewie climbs up a level.

INT. OSCILLATOR STRUCTURE - MAIN ENTRANCE - NEAR DARKNESS

A SQUAD of Stormtroopers SNAP to alert as Kylo Ren approaches. CONTROLS ARE HIT and the huge DOOR OPENS. Without hesitation, Kylo walks INTO THE OSCILLATOR.

INT. OSCILLATOR STRUCTURE - NEAR DARKNESS

A COLOSSAL CYLINDRICAL STRUCTURE. DARK CORRIDORS and CATWALKS. Kylo Ren comes to a stop. Scans the structure. SENSING SOMETHING, he motions the Stormtrooper Squad upwards.

KYLO REN

Find them.
They rush past him. Kylo Ren turns slowly, and HEADS DOWN.

INT. STARKILLER BASE - OSCILLATOR STRUCTURE - NEAR DARKNESS

The Stormtroopers move up the ramp, weapons ready, checking carefully where blind corners intersect from the perimeter. They come round to the next higher level and PASS CLOSE TO CAMERA. When they've passed, TILT to find CHEWIE, in the shadows of the grillwork.

(CONTINUED)

CONTINUED:

Once they're gone, he plants another charge.

EXT. STARKILLER BASE - OSCILLATOR STRUCTURE - NEAR DARKNESS

The Snowspeeder comes to a stop outside the structure. Finn and Rey stop for a moment, look to the sky: THE SUN IS NEARLY

GONE.

INT. OSCILLATOR STRUCTURE - LOWER LEVEL - NIGHT

Han finishes setting a charge and is about to move on when he HEARS SOMETHING and conceals himself behind a wide, vertical support. He peaks around the edge and his whole demeanor changes --

HAN'S POV: Kylo Ren appears and stops at the railing, looking down into the filter.

Han looks at his son with a tortured storm of feelings.

WE'RE WITH KYLO REN as he resumes his hunt. He heads directly toward WHERE HAN IS HIDING! Kylo Ren has an INCREASING SENSE OF HAN'S PRESENCE as he moves closer. He comes to where Han was hiding -- but HAN IS NOWHERE TO BE SEEN.

From his hiding place in a narrow, POWER CHAMBER in the wall,

HAN WATCHES HIS SON PASS ONLY A FEW FEET IN FRONT OF HIM.

Han SHIFTS HIS POSITION in the tight compartment, so he can watch Ren's progress. Kylo Ren turns onto a FLAT BRIDGE THAT BISECTS the open space.

Unaware of his father, Kylo Ren walks purposefully across to the opposite side. Han watches his son walk off -- the CLANK-CLANK of Kylo Ren's boots receding.

This is Han's opportunity to escape but Leia's words echo through his mind. He makes a decision and moves out, to the edge of the catwalk. He calls out, strongly:

HAN

Ben!

The name ECHOES as Kylo Ren STOPS, far across the vast catwalk. He turns.

KYLO REN

Han Solo. I've been waiting for this day for a long time.

Finn and Rey make their way into the space, opening a HATCH that allows A BEAM OF PRECIOUS SUNLIGHT to stream down like a spotlight on Han and his son. Finn and Rey get to a railing and look down. They can SEE and HEAR Han and Kylo Ren on the catwalk below.

(CONTINUED)

CONTINUED:

HAN

Take off that mask. You don't need it.

KYLO REN

What do you think you'll see if I do?
Han moves toward Kylo Ren.

HAN

The face of my son.
Kylo TAKES OFF HIS MASK. Han is JOLTED -- seeing the face of his son for the first time as a man.

KYLO REN

Your son is gone. He was weak and foolish, like his father. So I destroyed him.

HAN

That's what Snoke wants you to believe but it's not true. My son is alive.
SEVERAL LEVELS BELOW them, CHEWIE comes to the rail to watch.

INT. OSCILLATOR STRUCTURE - LOWER LEVEL - NEAR DARKNESS

Kylo flares.

KYLO REN

No. The Supreme Leader is wise.
UP ABOVE, Finn, Chewie and Rey watch, rapt. Stormtroopers dot the perimeter of the structure, watching the scene.
ON THE BRIDGE, Han moves closer, stern:

HAN

Snoke is using you for your power. When he gets what he wants, he'll crush you -- you know it's true.
Kylo hesitates. Somehow, he does know it.

KYLO REN

It's too late.

HAN

No it's not. Leave here with me. Come home. We miss you.
For the first time, Kylo Ren seems truly conflicted. Tears flood his stoic eyes...

KYLO REN

I'm being torn apart. I want to be free of this pain.

INT. OSCILLATOR STRUCTURE - DARKNESS FALLS

Han takes one step toward his son, but stops himself.

KYLO REN

I know what I have to do, but I don't
know if I have the strength to do
it. Will you help me?
Han hears his son's voice again, pained and vulnerable.

HAN

Yes. Anything.
Kylo Ren unholsters his lightsaber and SLOWLY EXTENDS IT to
Han, within a foot of Han's chest. Han almost can't believe
it. The moment seems to last forever. And just then, the
LAST BEAM OF SUNLIGHT streaming through the open hatch

VANISHES.

Han actually smiles -- and reaches out for the dark weapon --
but with the light now gone, KYLO REN'S EYES FILL WITH

**DARKNESS, HE IGNITES THE LIGHTSABER -- THE FIERY BLADE SHOOTS
OUT, RIGHT THROUGH HAN'S CHEST AND BACK!**

KYLO REN

Thank you.
ABOVE, Finn and Rey GASP -- SCREAM --

FINN

(PANTING)

Solo.

REY

(ALSO PANTING)

No, no.
Han's last moment is looking into his son's face. HAN'S
KNEES BUCKLE. The blade tilts down with him... until KYLO
REN EXTINGUISHES IT AND HAN HOLDS onto the catwalk -- his
life slipping away.
Finally Han FALLS BACK, OFF THE CATWALK, INTO THE DEPTHS OF

THE STRUCTURE!

INT. RESISTANCE BASE - DAY

Leia, feeling it instantly -- knowing -- drops into a seat,

DEVASTATED.

INT. OSCILLATOR STRUCTURE - NIGHT

Kylo Ren is somehow WEAKENED by this wicked act. Himself
horrified. His SHOCK is broken only when --
CHEWIE CRIES OUT IN AGONY! Chewie furiously FIRES AT KYLO
REN, HITTING HIM IN THE SIDE! Kylo Ren falls back, stunned.

(CONTINUED)

CONTINUED:

Our MUSIC TAKES OVER, EPIC AND HEARTBREAKING as Stormtroopers FIRE AT CHEWIE, who is forced to retreat down a corridor, where he holds the EXPLOSIVE REMOTE -- he PUSHES THE BUTTON! Hearing ONLY OUR SCORE, FIRST ONE, then TWO, then FOUR, then SIX EXPLOSIONS rock the structure -- CATWALKS FALL as the walls CAVE IN!

Kylo Ren SEES REY AND FINN, WATCHING THE EXPLOSIONS IN SHOCK -- then they SEE KYLO REN, WHO RECOGNIZES THEM BOTH, WITH ASTONISHMENT. He rises to his full height and heads for them with long strides.

Stormtroopers begin to BLAST AWAY AT REY AND FINN! CRAZED,

REY FIRES BACK AS BLASTS HIT AROUND HER. FINN WRAPS AN ARM AROUND HER AND DRAGS/CARRIES HER OUT OF SIGHT!

INT. RESISTANCE BASE - DAY

ADMIRAL ACKBAR

The Oscillator's been damaged but is still functional.
COMMODORE META reacts.

OFFICER TABALA ZO

Admiral, their weapon will fire in two minutes.

EXT. FOREST - NIGHT

From a distance the oscillator is ablaze and fractured from the explosives. Then Rey and Finn appear, coming over a rising, running into a bare-tree snowy forest.

FINN

The Falcon's this way.
Finn and Rey, overcome with emotion, race through the snowy forest -- until Finn SLOWS AND STOPS. Rey stops too, both out of breath. They look at each other. They both know: they can't run.

EXT. STARKILLER BASE - FOREST - NIGHT

Kylo Ren moves through the trees -- until he STOPS. Takes out the saber, ignites it.
A still figure amidst the gusts of wind and snow.

STANDING THIRTY FEET AWAY, FACING HIM, ARE FINN AND REY.

Finn holds LUKE'S LIGHTSABER, Rey the Stormtrooper BLASTER.

KYLO REN

We're not done yet.

REY

You're a monster!

(CONTINUED)

CONTINUED:

KYLO REN

It's just us now. Han Solo can't save you.

After a beat, Rey moves forward with the blaster -- AIMS IT! Kylo Ren RAISES A HAND -- Rey struggles under his FORCE POWER -- she can't fire -- he strains too, especially with the WOUND Chewie inflicted. Kylo Ren GESTURES POWERFULLY -- Rey's BLASTER FLIES OUT OF HER HAND -- another GESTURE and Rey FLIES BACK and SLAMS INTO A TREE thirty feet away! She drops -- LANDS HARD in the snow. Dazed, hurt.

FINN

Rey! Rey! Rey... Rey... Oh no. Oh no no no...

Finn turns to her, afraid and concerned. But the SOUND OF KYLO REN'S LIGHTSABER moving makes Finn TURN BACK TO KYLO REN, lit by the glowing YELLOW AND RED BLADE.

KYLO REN

TRAITOR!

In reply, Finn TURNS ON LUKE'S LIGHTSABER -- upon seeing the weapon, Kylo Ren REACTS IN SHOCK.

KYLO REN (CONT'D)

That lightsaber. It belongs to me!

FINN

Come get it.

Despite his fear, Finn raises his blade in welcome. Kylo Ren CHARGES at him - Finn terrified -- Kylo Ren LUNGES but Finn DEFLECTS Ren's SPARK-SPITTING blade! Kylo Ren TURNS, ATTACKS, CUTS -- amazingly Finn BLOCKS, COUNTER-ATTACKS -- clearly IMPRESSES KYLO REN, who only enjoys this challenge more! Rey RECOVERS, gets her bearings. Her eyes focus on the two men fighting, through the trees. Kylo Ren is obviously hampered by his wound, yet he attacks with a primal SAVAGERY -- Finn BLOCKS, turning DEFENSIVE moves into OFFENSIVE ones. And he ACTUALLY GETS A HIT IN!

LUKE'S SABER GRAZING KYLO REN'S ARM! Kylo MOVES BACK -- wounded, but more enraged than weakened. Kylo Ren CHARGES AGAIN -- their WEAPONS POUND, SPARKS FLY, their blades LOCK, the men are CLOSE, LIT BY the powerful, CRASHING sabers: And Kylo Ren PUSHES FINN BACK, attacks with pure ferocity -- Finn is stunned -- unprepared for this fierceness. Rey sees this -- Kylo Ren unleashes a MERCILESS SERIES OF BLOWS, pushing Finn further and further back until he loses balance.

(CONTINUED)

CONTINUED:

That's when KYLO REN STRIKES: HE LANDS A BLOW TO FINN'S TORSO --

LUKE'S LIGHTSABER FLIES FROM FINN'S HAND, THROWN TWENTY FEET!
Kylo Ren TURNS OFF HIS LIGHTSABER and REACHES FOR LUKE'S

LIGHTSABER -- BECKONING IT WITH THE FORCE.

LUKE'S LIGHTSABER VIBRATES IN THE SNOW.

Kylo Ren GESTURES, INCREASES HIS POWER -- LUKE'S LIGHTSABER

FINALLY FLIES OUT OF THE SNOW, BULLETS TOWARD KYLO REN --

-- AND SPEEDS PAST HIM!

KYLO REN TURNS TO SEE LUKE'S LIGHTSABER LAND IN THE HAND OF

REY, WHO STANDS, FACING HIM, HAVING REACHED FOR IT HERSELF,

BUT UTTERLY STUNNED THAT IT LANDED IN HER HAND! SHE IS

SHOCKED -- AND SO IS KYLO REN!

Holding it with both hands, SHE IGNITES LUKE'S LIGHTSABER

FOR THE FIRST TIME, HER EYES BLAZING.

Kylo Ren IGNITES HIS SABER.

It's REY who charges now -- Kylo Ren immediately on the defensive. They BATTLE POWERFULLY -- He is clearly rocked by her raw, innate skill.

INT. X-WING - NIGHT

NIV LEK

We just lost R-1!

JESS

We're overwhelmed! What do we do?

It isn't working!

Another pilot looks down -- SEES THE EXPLOSION -- coming from the OSCILLATOR. Relatively small, it's an opening:

YOLO ZIFF

Black Leader, there's a brand new
hole in that oscillator. Looks like
our friends got in!

POE

Red Four! Red Six! Cover us!

LT. BASTIAN

I'm on it!

ELLO ASTY

Roger!

POE

Everybody else, hit the target hard!
Give it everything you got!
And the X-WINGS DIVE and BLAST the OSCILLATOR --

EXT. STARKILLER BASE - OSCILLATOR - NIGHT

Another two X-wings -- including Poe's -- soar through the
trench leading to the oscillator structure!

POE

I need some help here! I need some
help!

LT. BASTIAN

I'm coming in!

JESS

Watch out!

ELLO ASTY

I'm hit!
The alien pilot's X-wing is blasted to pieces.

POE

All teams - I'm going in! Pull up
and cover me!

NIV LEK

Copy that, Black Leader! Good luck,
Poe!
The trailing X-wings peel off as Poe's black fighter darts
into the fiery breach.

INT. STARKILLER BASE - CONTROL ROOM - NEAR DARKNESS

Outside, the SUN ALMOST COMPLETELY GONE -- PULL BACK THROUGH

THE WINDOW TO REVEAL A STARKILLER TECHNICIAN:

STARKILLER TECHNICIAN

Weapon at full capacity in thirty

seconds.

GENERAL HUX

Prepare to fire.

EXT. STARKILLER BASE - OSCILLATOR - NIGHT

Poe's X-wing weaves through the breach. A pursuing TIE fighter does not clear the gap, leaving Poe to circle the interior of the unguarded structure, firing volley after volley of torpedoes.

EXT. STARKILLER BASE - OSCILLATOR - NIGHT

The remaining X-Wings -- including Poe's -- BLAST the place -- and the structure begins to CRATER, deep underground

EXPLOSIONS!

EXT. FOREST - NIGHT

Amid the BARE WHITE TREES, ONLY TWO LIGHTSABERS -- LUKE'S BLUE AND REN'S YELLOW-RED -- ILLUMINATE the FLURRIES OF SNOW as Rey and Kylo Ren BATTLE HARD. She seems to be, impossibly, STRONGER THAN HE IS for half a dozen blows -- until he FINDS HIS STRENGTH and FIGHTS BACK -- MOVING FORWARD and PUSHING REY BACK, into the forest. Suddenly a COLOSSAL CHUNK OF THE FOREST RIGHT BEHIND REY DROPS AWAY! Rey is suddenly fighting on the EDGE OF A

MASSIVE, BRAND NEW CLIFF!

KYLO REN

You need a teacher! I can show you the ways of the Force!

REY

The Force.

Rey closes her eyes for a long beat. When Rey opens them, she is centered, fortified, and she POUNDS BACK, SINGLE HANDED SWIPES, hitting Ren's gnarly, spitting saber with incredible FORCE. It's so fast now, so furious, that Kylo Ren FALLS BACK -- She ATTACKS HARDER!

Ren gets up again but she HITS HIS SABER'S HILT -- HIS BLADE GOES FLYING OFF, TUMBLING INTO THE SNOW -- and she SLASHES

AGAIN AND AGAIN AND HITS KYLO REN SQUARE IN THE HEAD AND

CHEST. HE GOES DOWN, SUDDENLY A FEARFUL MAN, A LARGE BURN SCAR SLASHED ACROSS HIS FACE! He still reaches for his saber. And she could kill him -- right now, with ONE VICIOUS STRIKE! But she stops. Realizing she stands on a greater edge than even the cliff -- the edge of the dark side. The earth SHAKES. The earth splits. A gully forms.

INT. STARKILLER BASE - CONTROL ROOM - NIGHT

The area where the RALLY was held is now COLLAPSING into a giant sink hole! We WHIP PAN to a YOUNG TECHNICIAN, who watches this out the control room window in horror. He hurries off, passing COLONEL DATOO, who admonishes:

COLONEL DATOO

Lieutenant, get back to your station!

YOUNG TECHNICIAN

(stops, fleetingly)
Just look. We won't survive -- even
Hux has gone!
As he hurries off, WE HEAR:

GENERAL HUX (V.O.)

Supreme Leader.

INT. STARKILLER BASE - ASSEMBLY ROOM - NIGHT

Hux stands before SNOKE'S IMAGE. Relative quiet here, but distant SOUNDS OF DESTRUCTION. Hux tries to keep it together but is horrified, heartsick:

GENERAL HUX

The fuel cells have ruptured. The
collapse of the planet has begun.
Snoke takes this in. Furious, desolate... knowing.

SNOKE

Leave the base at once and come to
me with Kylo Ren.

(GRIM)

It is time to complete his training.

EXT. FOREST - NIGHT

Rey turns, runs a hundred feet through the forest to:
FINN, who lies, near death, not far from where the GROUND
FELL AWAY. Rey falls to her knees near him, turns him over,
sees his cauterized but possibly fatal wound.

REY

Finn! Finn...
Tears come to her eyes as she lifts him, holds his lifeless
body in her arms. Snow flurries around them as she cries,
holding this boy who she just met, who she already adores.
They are left here to die -- nearby MORE TREES DROP as the
planet continues to COLLAPSE. And just as it seems like all
is lost... Her wet eyes look up to see:

**LIGHTS RISE FROM THE NEWLY-FORMED CANYON -- IT'S A SHIP WE
KNOW -- IT'S THE MILLENNIUM FALCON -- and its lights**

ILLUMINATE REY, WHOSE FACE FILLS WITH HOPE!

CHEWIE IS AT THE CONTROLS. He ROARS to them!

EXT. FALCON - NIGHT

Chewie exits the ship.

MOMENTS LATER Chewie CARRIES FINN up the ramp. Rey hurries with them back into the ship --

INT. FALCON - NIGHT

Chewie carries Finn inside, followed by Rey.

EXT. SPACE - NIGHT

And we FLY WITH THE FALCON as it leaves the planet -- we can see CHEWIE AND REY PILOTING, the COLLAPSING PLANET BEHIND US. The Resistance X-wings, led by Poe, follow the Falcon.

INT. X-WING - NIGHT

POE

All teams! I got eyes on them!

SNAP

Yes!

The X-wings ROAR OFF, skyward as the MUSIC SOARS, the PLANET IMPLODES -- THE SUNLIGHT IT CONTAINS BURSTS FORTH, and as we get further and further distance from what was Starkiller Base, we witness the REBIRTH OF A SUN. Light restored to a corner of the galaxy.

The Millennium Falcon and the X-wings RIP THROUGH SPACE, headed home.

POE

Our job's done here. Let's go home!

EXT. D'QAR - DAY

ESTABLISHING SHOT as the Falcon on the landing strip.

EXT. RESISTANCE BASE - DAY

The Falcon has landed among the remaining Resistance ships. Poe is there, watching as Chewie scuttles down the ramp carrying an unconscious Finn. Medical Personnel and Officers, meet them, usher them inside.

MEDIC

Easy, easy. He's hurt. We've got a heartbeat.

Rey walks down the ramp and sees, for the first time, Leia. C-3PO and BB-8 behind her. The crowds are cheering.

Rey is so sad for Leia, so sorry.

The two women move for each other. And Leia takes Rey's face in her hands. Despite her heartbreak, she is grateful.

She embraces Rey. A mother's embrace.
Rey cries, too, in this emotional first meeting.

INT. RESISTANCE BASE - DAY

Chewbacca sits quietly, as do many in the base, mourning their losses.
As BB-8 approaches R2-D2, the long dormant droid suddenly stirs. The droids beep at each other.

C-3PO

R2-D2! You've come back! You found what? How dare you call me that!

(MORE)

(CONTINUED)

CONTINUED:

C-3PO (CONT'D)

(he swats R2-D2, who

CONTINUES BEEPING)

Find Master Luke how? Come, R2! We must go tell the others at once!

INT. RESISTANCE BASE - DAY

Leia stands alone and in silence, heartbroken.

C-3PO (O.S.)

General? Excuse me, General?
Leia turns to see droids.

C-3PO (CONT'D)

R2-D2 may contain some much needed good news.

LEIA

Tell me.
Rey stands with Leia, Poe C-3PO, BB-8 and a handful of Resistance Officers. Suddenly R2-D2 PROJECTS A HOLOGRAM! A

LARGE NAVIGATIONAL MAP WITH A SPECIFIC MISSING CHUNK!

BB-8 BEEPS -- Poe turns to him --

POE

Yeah, all right, buddy, hold on --
Poe runs over -- removes the ancient data device that Lor San Tekka had given him from a base computer. He inserts it back inside BB-8, who then PROJECTS HIS MAP -- which he

SHRINKS DOWN TO SIZE -- and the two droids MOVE SLIGHTLY --
**TOGETHER -- THE TWO HOLOGRAMS UNITE, BB-8'S PIECE FILLING IN
R2-D2'S PERFECTLY!**

Everyone REACTS -- amazed --

C-3PO

Oh! The map! It is complete!

LEIA

(hand on her heart)

-- Luke --

Suddenly there are CHEERS AND EMBRACES.

C-3PO leans down to R2-D2 and says, quietly, sweetly:

C-3PO

(to R2-D2)

Oh my dear friend. How I've missed
you.

INT. RESISTANCE BASE - I.C.U. - DAY

A NEW DAY. Finn, unconscious in an I.C.U. POD. His fate uncertain. Rey sits with him. Deeply worried. Finally she leans in, close to him. She kisses him and says, quietly, despite her fear:

REY

We'll see each other again. I believe
that. Thank you, my friend.

EXT. D'QAR - DAY

Chewie does last minute checks of the Falcon. Rey stands with Leia a beat and then turns to head to the Falcon. As Rey walks off, she hears Leia call out:

LEIA

Rey.
Rey turns around.

LEIA (CONT'D)

May the Force be with you.
This fills Rey up. She smiles gratefully. Rey crosses to the Falcon.

INT. MILLENNIUM FALCON - COCKPIT - DAY

Rey sits in the pilot seat, Chewie as co-pilot. Rey looks at him compassionately.
Rey FLICKS SWITCHES and --

EXT. D'QAR - DAY

The Millennium Falcon RISES.

Leia, with Poe, BB-8, and C-3PO (with his proper arm replaced), watches the next generation of Jedi begin her journey.

EXT. SPACE - DAY

The Falcon FLIES through space and BLASTS to LIGHTSPEED.

EXT. AHCH-TO - DAY

A pristine and mighty OCEAN. Endless BLUE, dotted with random, beautiful, mountainous BLACK ROCK ISLANDS, dotted with countless GREEN TREES. The Millennium Falcon FLIES INTO VIEW, BANKS toward one of the ISLANDS.

EXT. AHCH-TO ISLAND - DAY

Rey, her staff strapped to her back, begins her hike up the considerable mountain, glancing back at Chewie and R2-D2, who watch her from the bottom of the ramp. A deep breath and Rey continues her journey.

EXT. AHCH-TO ISLAND - STONE STAIRS - DAY

Built within the rock and foliage of this idyllic island are seemingly endless ANCIENT STONE STEPS. Rey continues to climb them, determined, despite her fatigue.

EXT. AHCH-TO ISLAND - STONE STRUCTURES - DAY

Rey arrives at a clearing. Small, modest, primitive stone structures. But no one around. Rey walks past them, sees, senses no one.

And then she stops. Feels something. She turns. Standing forty feet away from her, his back to us, is a MAN, in a CLOAK AND ROBE.

Rey stares, knowing exactly who it is. But she just stares for what seems like forever. Until he finally TURNS, SLOWLY, to her. Pulls back his hood.

IT IS LUKE SKYWALKER.

Older now, white hair, bearded. He looks at Rey. A kindness in his eyes, but there's something tortured, too. He doesn't need to ask her who she is, or what she is doing here. His look says it all.

In response, Rey pulls something from the pack.

LUKE'S LIGHTSABER.

And she holds it out to him. An offer. A plea. The galaxy's only hope.

HOLD ON LUKE SKYWALKER'S INCREDIBLE FACE, amazed and
conflicted at what he sees, as our MUSIC BUILDS, the promise
of an adventure, just beginning...

THE END