

SKY RACER

By

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EXT. SAN JOAQUIN VALLEY - DAY

Farmland stretches as far as the eye can see. The various crop fields separated by roads and paths in a vast multicolored patchwork.

EXT. DIRT ROAD - DAY

Rows of grape laden trellises extend from one side of the road, a tractor plows the vacant field on the other.

WILLIAM "BILLY" MANNING (13), his roils of dark, curly hair in need of a cut, pretends to pilot the wooden model airplane he carries as he walks down the middle of the dusty road.

SUPERIMPOSE: FRESNO COUNTY 1918

His homemade model plane may be sticks of wood nailed together, but in his imagination, he's soaring through the skies of France battling the Red Baron.

The sound of an APPROACHING ENGINE breaks the silence and he looks to the road behind him and then to the sky as a Curtiss JN-4 "Jenny" biplane, bearing the number fifty-nine and the US Air Service insignia, passes overhead.

YOUNG BILLY

Dad!

He breaks into a run, cuts through a field, heads toward a farm house as the Jenny descends for a landing.

EXT. MANNING FARM - LATER

The twenty acre farm is one of many small farms off the main road.

Billy runs past the biplane resting in the drive.

He bounds up the stairs and in through the front screen door.

INT. HOWARD FARM HOUSE - LIVING ROOM - DAY

Billy bursts into the living room, a bundle of expectant energy.

YOUNG BILLY

Daddy!

He stops dead in his tracks at strange sight before him.

GLADYS, his once sturdy mom of 35 sits on the sofa clutching a neatly folded American flag, tears streaming down her face. Dexter, his tow-headed younger brother of 11 tries to console her.

A strange man in a leather flight jacket, rises from beside his mother to meet him. JEB FLINT's scraggly beard and sad eyes make him seem older than his 25 years.

JEB
You must be Billy.

YOUNG BILLY
Who are you? Where's my Daddy?

JEB
I'm lieutenant Flint, Jeb Flint. I
flew with your pappy.

Billy turns to his mother, her face says it all.

YOUNG BILLY
No. He promised. Daddy promised
he'd come home.

Billy runs out of the house. Screen door SLAMS behind him.

INT. BARN - LATER

A steam powered tractor dominates the barn that's used for storing farm equipment. Billy huddles in a corner sobbing, his model plane beside him. Jeb enters, pulls up a crate and sits in front of him.

YOUNG BILLY
He promised me he'd come home.

JEB
I'm truly sorry, Billy, Lord knows
I wish it was me on account of I
ain't got much kin to speak of...

Little consolation. An awkward silence broken only by Billy's sniffles until Jeb notices the crude model plane.

JEB (cont'd)
That's some plane you got there.
Mind if I give it a gander?

Billy hands it to him. Jeb finds it a puzzling design, twin engines, twin booms with an open cockpit in the center.

JEB (cont'd)
I've seen most everything that can fly. Ain't never seen nothing like this? Built it yourself?

YOUNG BILLY
Yup.

JEB
You got some imagination.

YOUNG BILLY
On accident. Tractor ran over my first model. Dog chewed up second. I just put the broke pieces together.

JEB
Some smart fella said necessity is the mother of invention. I'll bet a plug nickel a lot of inventions happened purely by accident.

YOUNG BILLY
You think it could fly for real?

JEB
Don't see why not. That's up to you. Aviation is wide open. This here's a start.

YOUNG BILLY
Daddy said when he got home there weren't gonna be no more wars and there'd be a whole bunch of government planes for sell cheap. Said he'd teach me to fly and...

His voice trails off as the sadness envelops him again.

Jeb removes a black case from his pocket. He opens it revealing a medal, the Distinguished Flying Cross.

JEB
Your pappy wanted me to give you this. The Distinguished Flying Cross. He saved a whole bunch of lives. Including mine.

Billy gingerly removes the medal from the case.

YOUNG BILLY
He was a hero?

JEB

He was more than a hero. He was my friend. Now it's your turn to be a hero for you ma and your brother. You up for it?

EXT. MANNING FARM - LATER

Gladys, Dexter and Billy watch as Jeb taxis the Jenny down the drive toward the road. The Distinguished Flying Cross medal pinned to Billy's shirt.

The biplane accelerates and takes to the sky.

They watch as the biplane circles around towards them. Billy salutes. Dexter emulates his brother. Jeb wags the wings in farewell as it flies overhead. The PUTTERING ENGINE fades then is replaced by the increasing THUNDER of HIGH POWERED AIRPLANE ENGINES as we dissolve to:

EXT. AIR FIELD - DAY

Ten airplanes, a hundred feet from the ground, tear across Mines Airfield where sixty thousand CHEERING FANS fill grandstands and standing room only viewing areas.

SUPERIMPOSE: MINES FIELD, LOS ANGELES CALIFORNIA - 1936

The temporary grandstands flank the white art deco airfield terminal building with rows of airplane hangers and a taxiway to the rear.

INT. ANNOUNCER'S BOOTH - DAY

The racers ROAR past and RATTLE the open windows of the airfield control tower that's been turned into the announcer's booth for the race. BERT BACKSTER, (40s) all 300 pounds of him, speaks rapid fire into a KXRT radio microphone. A SPOTER beside him, binoculars trained on the course.

BERT

Whoa! Another flyby like that and we're gonna need new windows, folks. Three laps left in the race for the Falkland Trophy and the thousand dollar first prize.

RACE COURSE

The planes race toward one of three, fifty foot pylons that mark the ten mile triangular course. Each pylon is adorned with orange and white checkerboard paint, and have an observation deck on top occupied by race officials, reporters and camera crews.

BERT (O.S.) (cont'd)

This is the only race outside of the Thompson Trophy where planes with those humongous 1400 cubic inch engines get to unleash all 800 horses on a closed course.

The planes, their racing positions and maneuvers are as described by Bert's radio broadcast as follows:

BERT (O.S.) (cont'd)

The racers head into turn one. Gordon Laimbeer in his Weddell-Williams holds the lead over Captain Lane Tiller in his Curtiss P-36 Hawk. The two GB Racers seem to be working together to keep the other planes at bay. Frank Brown's black and red protects the high ground while Paul LeRoi keeps any flyer from sneaking past below. The two bi-planes are nipping at their heels and bring up the rear are the Manning brothers Billy and Dexter.

Two Lockheed Air Express planes with "Manning Air Delivery" painted on their sides fly side by side dead last.

The weather-beaten, planes are shoulder-winged with a big radial engine in front, open pilot cockpit in the rear and cargo/passenger compartment in-between.

WILLIAM "BILLY" MANNING (31) occupies the cockpit of the number fifty-nine plane. He has grown to become the aviator he dreamed of and along the way changed into a cocky, brash, self-centered racing pilot. DEXTER (29) his pensive younger brother pilots the number three plane.

INTERCUT: THE FOLLOWING CONVERSATION

As the brothers communicate to each other via cockpit radios.

BILLY

We gotta make our move before the GBs start racing for real.

DEXTER
They're too damn fast.

BILLY
We can take them at the pylons.
They dive into and climb out of
each turn.

DEXTER
What about the Beechcraft and the
Grumman?

BILLY
We're bigger than those biplanes.
They'll get our of our way.

DEXTER
And if they don't?

BILLY
Follow my lead, little brother.

He pushes the throttle and the plane lurches forward.

RACE COURSE

Billy's Lockheed accelerates, catches up with the two bi-planes, turns sideways and splits between them.

The startled bi-plane pilots instinctually steer away making room for Dexter to fly between them.

BERT (O.S.)
Well, looks like the Manning boys
finally woke up. Look at that
Billy go! Don't know what
possessed them to race for the
Falkland Trophy in those cargo
planes, but any pylon polisher
worth his salt will tell you, it
ain't the plane it's the pilot.

Billy and Dexter race on the heels of the two GBs flying above each other. Billy behind the lower one, Dexter above. They approach a pylon and as the GBs dip into the turn Billy and Dexter shoot through the gaps above forcing the GBs to swing wide when they try to ascend.

RACE COURSE

The scoreboard ATTENDANT changes the lap marker to "9."

The two Lockheed's chase down the Weddell-Williams and the Curtiss P-36 while keeping the two GBs from over taking them.

INTERCUT: THE FOLLOWING RADIO CONVERSATION

DEXTER

One lap to go.

BILLY

Laimbeer modified that Weddell himself. And he's no mechanic.

DEXTER

You don't think he trusts it.

BILLY

That's why I'm more worried about Tiller in that P-36. Keep him off me and the race is mine.

DEXTER

How about you keep him off me?

No reply. Then to himself.

DEXTER (cont'd)

Didn't think so.

BILLY

Show time.

RACE COURSE

Billy throttles up, spins the plane several times before leveling off and dipping so to the ground that if there were grass, he'd be mowing it.

The crowd cheers as Billy passes the grandstand flying underneath the Curtiss P-36 and waves until the faster plane pulls away.

SERIES OF SHOTS - RACE COURSE

Billy catches up with P-36 around the first pylon.

They remain even down the straightaway and exchange looks. Billy grins and nods. Captain Tiller glares back.

Billy dips and cuts inside going into the third pylon.

He banks hard over out of the turn - it looks like he's gone too far over - his wing tip nearly touches the ground.

The crowd gasps, expecting the worst.

The Lockheed completes an inside snap roll off the turn and the crowd goes wild.

Billy continues into a barrel roll that takes him completely around the P-36.

Billy completes the roll then an half snap roll that leaves his plane side-by-side with the P-36 only upside down.

They zoom toward the grandstand and the checked flag.

He passes in front of the cheering crowd and takes the checkered flag upside down!

BERT (O.S.)

Holy cow! Billy Manning just won
Falkland Trophy flying upside
down. That was the most amazing
bit of flying I've ever seen in all
my years.

Dexter did his best to fought off the Weddell-Williams and the GBs but crosses the finish line in fourth.

EXT. HANGAR AREA - LATER

A GB Racer and biplane from the race have landed and taxi to the staging area behind the grandstands.

The pilots, Tom MOONEY, (35), a lanky southern gentleman turned aviator, who piloted the Beechcraft bi-plane and ANDY Werner, (29) short and stocky, like his GB racer wait to congratulate the winner.

The Curtiss P-36 taxis up and parks. Dexter's Lockheed follows but rather than park with the other planes he continues past toward a hangar.

Billy taxis up fresh off his victory lap and doesn't even bother to park. He climbs from the cockpit only to be grabbed and thrown to the ground.

Captain Tiller, late 30s, uniform beneath his flight jacket points an angry finger at him.

CAPTAIN TILLER

You're a menace and a disgrace to
every aviator here.

Billy picks himself up from the ground.

BILLY

And you're a sore loser.

Billy charges forward and tries to tackle Tiller at the waist but he's ready for him and uses a Judo throw to take Billy to the ground. Tiller grabs Billy by the front of his shirt and readies a punch but stops when he sees the Distinguished Flying Cross around his neck.

CAPTAIN TILLER

Where'd you get this?

Billy doesn't reply. Tiller grabs him with both and shakes him.

CAPTAIN TILLER (cont'd)

I asked you a question!

BILLY

My father. Ninety-fourth Aero Squadron. Saint-Mihiel. That's in France.

CAPTAIN TILLER

(anger fading)

I know where it is. I was there.

BILLY

My father is still there.

Tiller stands, extends Billy a hand and pulls him to his feet. Andy, Mooney and other pilots arrive.

ANDY

(to Billy)

You alright?

MOONEY

(to Tiller)

That the Army's way of congratulating winners?

Before he can reply, the crowd in the grandstand GASPS in horror. Billy and the other pilots rush to where they can see the race course.

RACE COURSE

A plane lost control around the far pylon and collided with a second plane. Locked together they bank away from the grandstands then plow into the ground. Flames erupt before an explosion seals the pilots fate.

EXT. HANGAR AREA - LATER

Alive with activity as pilots prepare their mono planes, bi-planes and tri-planes for the upcoming series of races.

INT. MANNING HANGER - DAY

The two Lockheed's are staged inside facing the open hangar doors. The Falkland Trophy, a two foot tall bronze winged aviator reaching to the heavens, rests on a work bench. It's the perfect paperweight for bank foreclosure notices and overdue fuel bills.

Dexter sits in the cockpit of his. The engine idles as he checks gauges. He guns the engine before cutting it off and climbing out.

DEXTER

She's as ready as she'll ever be.

Billy works to remove a panel from the wing his plane. Dexter eyes the trophy as his way to joins him.

DEXTER (cont'd)

Ten minutes until the Thompson race. You going to be ready?

BILLY

Aileron seemed a little loose. Get me a half inch open.

Dexter retrieves the wrench from a toolbox and hands it to Billy. He uses it on a turnbuckle that adjusts the tension on aileron cable. Dexter fidgets uncomfortable as he watches Billy work.

BILLY (cont'd)

You gonna tell me what's eating you or do I have to guess?

DEXTER

This is going to be my last race.

BILLY

What?

The wrench slips and hits the floor. Dexter picks it up and hands it to him.

DEXTER

You heard me. I'm done.

BILLY

Because of the crash?

DEXTER

I'm tired of dodging bill collectors and living like a flying hobo.

BILLY

You want to go back to farming? We could be flying passengers around the world. We'll have the money after I win the Thompson trophy race...

DEXTER

That's it right there. After you win the race. I need to be more than Billy's little brother.

An airplane engine throttles up. They turn to the open hanger doors and see a plane taxiing toward the field.

BILLY

Race is going to start. I have to finish this.

Something pops and he jumps back.

BILLY (cont'd)

Aileron cable snapped.

DEXTER

Better down here, than up there.

Dexter takes a look.

DEXTER (cont'd)

You're going to have to replace the whole line.

Billy checks the clock on the wall.

BILLY

Not enough time. Race starts in five minutes.

Dexter grabs a cable splicer one from the toolbox and tosses it to him.

BILLY (cont'd)

A splicer? The way I fly? It won't hold. I need your plane.

DEXTER

What?

BILLY
It'll hold for the way you fly.

DEXTER
(insulted)
What's that supposed to mean?

BILLY
You saw the way I won the Falkland Trophy. The crowd's expecting me to put on another show.

DEXTER
All about you again. Dad gave you that medal. He earned it with his life. You earned it by being born first. Nothing heroic about that.

BILLY
C'mon, Dex. This is important to me.

Dexter stares at his brother in disbelief and disappointment.

EXT. MINES FIELD - DAY

An odd assortment of over a dozen planes - from transport planes to home-built biplanes, taxi toward the starting line at the far end of the runway beyond the pylons.

From the largest, a Ford Tri-motor, to Steve Wittman's miniscule by comparison, home made "Bonzo."

ANNOUNCER'S BOOTH

BERT
Here it is, ladies and gentlemen, the Thompson Trophy race where if you can fly it, you can race it. This race has the biggest cash prize of any race and its the only air race that starts on the ground. The planes are lining up at the starting line and man-o-man what a collection.

RUNWAY

The planes line up wing tip to wing tip where they wait for the starting flag.

BERT (O.S.) (cont'd)
We've got some of the biggest names
in aviation history in this race
including Jimmy Doolittle, last
years Thompson trophy winner.

SERIES OF SHOTS - THE STARTING LINE

BERT (O.S.)
Two time winner Roscoe Turner.

The famous aviator, ROSCOE TURNER waves and blows kisses from
his custom built Weddell-Williams Gilmore racer as his own
films crew films.

The famed French pilot MICHEL DETROYAT in his sleek blue
Caudron c460 is all business.

Andy, in a yellow and black GB R1 racer is pumped and more
than ready.

Mooney, in his Beechcraft bi-plane in deep concentration.

Captain Tiller in his Curtiss P-36 looks to Billy and salutes
in acknowledgement of their rematch.

Billy nods in return. He then looks to his left and gives
Dexter a thumbs up.

Dexter pretends not to notice.

The flag is dropped and the race is on!

The ENGINES ROAR, and the crowd goes wild. The planes gather
speed and take to the air - all except one.

The ENGINE BLOWS in a home-built biplane sending it careening
off the runway and CRASHING into a hanger.

RACE COURSE

The planes with the larger engines take the lead as they zoom
past the cheering fans in the grandstand and head for the
first pylon.

Turner's plane begins to trail oil. The ENGINE SPUTTERS.
He veers off the course and crash lands to the disappointment
of his many fans.

RACE COURSE - LATER

The planes complete the third lap and from this point on, the race gets even more dangerous as the faster planes begin to lap the slower ones.

Dexter gets stuck behind slower planes.

At the front of the race Billy, Tiller and Detroyat jockey for inside position as they round the third pylon.

Tiller begins a roll along the front straightaway. He's trying to barrel roll around Billy.

Billy calmly drifts over leaving him no room to complete the roll.

Tiller breaks from the move too soon, he snap rolls back the other direction, veers off course, over the grandstand - an automatic disqualification.

RACE COURSE

Billy and Detroyat are even going past the grandstand. Two slower planes are in their path.

Detroyat superior speed allows him to fly up and over them and takes the lead.

Billy flips sideways and knifes between them, inches to spare.

INSERT - SPLICER

One end of the cable starts to slide free.

BACK TO SCENE

Detroyat takes the long way around the slower planes rounding a pylon and loses precious seconds.

Billy cuts to the inside of the Ford Tri-motor missing the pylon by inches. He hits the straightaway, accelerates and comes even with Detroyat. Billy begins his now famous barrel roll around the speedy Caudron only something isn't right.

INSERT - SPLICER

The cable slides free.

COCKPIT - LOCKHEED AIR EXPRESS

The control stick doesn't respond. Billy fights to gain control.

RACE COURSE

Billy's plane continues the barrel roll, but instead of looping around, the loop widens and THE PLANE SLAMS INTO THE GROUND.

CRASH SITE

The landing gear crushes and plane plows across the field until the nose digs into the dirt collapsing the fuselage and slamming the engine into the cockpit.

The tail flips over and the plane comes to rest upside down.

Billy hangs from the cockpit, his legs pinned by engine.

RACE COURSE

Dexter sees the crash and circles around for a landing.

HANGAR AREA

An Ambulance and Fire trucks are all ready in motion. SIRENS WAILING.

CRASH SITE

Dexter lands, jumps from his plane and rushes to Billy's wrecked plane. EMERGENCY CREWS are there and hold him back.

INT. HOSPITAL - HALLWAY - DAY

Doors fly open and two ORDERLIES rush Billy down the hall toward the emergency room. He drifts in and out of consciousness. Dexter hurries to keep up.

A uniformed nurse, PENELOPE "PENNY" CHASE (29) brunette, energetic, passionate, immediately takes in the seriousness of the situation and remains calm and reassuring as she falls in stride with them.

PENNY
(to Dexter)
What's his name?

DEXTER
Billy. William Manning. He's my
brother.

PENNY

We're taking him straight into surgery. You'll have to wait in the lobby.

DEXTER

Don't take his leg. You gotta' save his leg.

PENNY

The doctor will if he can. Don't worry.

WILLIAM

Why are you telling him not to worry, I'm the one bleeding...

She can't help but smile as they continue through the double doors leading to the Operating Room leaving Dexter behind.

INT. HOSPITAL - OPERATING ROOM - LATER

An ANESTHESIOLOGIST monitors the gas keeping Billy unconscious on the operating table.

RHONDA (25) a perky, petite red-headed nurse with too much make-up, measures his blood pressure.

The HEAD NURSE, an older woman who hasn't smiled in years and Penny assist a rather cantankerous old DOCTOR as he examines Billy wound and compound fracture.

DOCTOR

More light.

Penny brings over another lamp and trains the light on the operating table.

DOCTOR (cont'd)

I can staunch the bleeding but I'm going to have to amputate.

PENNY

Are you sure?

HEAD NURSE

Penny. You should know better...

DOCTOR

That's all right. Even if I repaired the ligament damage, the bone is severely shattered.

PENNY

So you can repair the torn ligaments?

DOCTOR

Yes, but internal and external fixation won't heal the fracture. The femur will never get enough blood to heal.

PENNY

So there's a chance?

DOCTOR

Do you know this man?

PENNY

Yes.

HEAD NURSE

She just met him today.

DOCTOR

Another damn fool pilot. A racer no less. Taking his leg off just might save his life.

PENNY

But you can't. You just can't...

Her reaction meets disapproving looks from the Doctor and Head Nurse.

TIME CUT TO:

INT. HOSPITAL ROOM - DAY

Billy rests in the bed. Traction bars extend over the length of the bed with a pulley system at the foot.

Penny enters with what's left of his clothes and personal effects. He stirs but remains groggy from the anesthetic.

WILLIAM

Is this heaven?

PENNY

Not quite.

WILLIAM

This must be heaven. You're the prettiest angel I've ever seen.

PENNY
You've seen angels before?

WILLIAM
(alarmed)
My leg. I can't feel my leg! You
said you'd save my leg.

IV lines prevent him from reaching down.

PENNY
I did. It's in the closet. You
can have it when you're discharged.

Billy looks at her in shock.

PENNY (cont'd)
Don't worry, you've still got your
leg. You'll feel it when the
anesthesia wears off.

Penny pulls back the blanket revealing a cast from hip to
ankle with bolts extending out.

PENNY (cont'd)
The doctor will be in to talk to
you.

WILLIAM
(relieved)
How long?

PENNY
Any minute now.

WILLIAM
How long before I can walk?

Penny loops straps from the pulley around his cast at the
ankle.

PENNY
We'll have to define "walk."
You'll need lots physical therapy.
Six months before you can even
start so, maybe a year.

WILLIAM
Six months of you taking care of
me. Just the time I'll need to
convince you to marry me.

PENNY

You sure you want to marry me after
this?

She cranks on the straps. Billy's leg elevates and he lets
out a PAINFULL SCREAM.

EXT. HOSPITAL - GARDEN - DAY

NURSES and PATIENTS enjoy the warmth of the sun, strolling
through the well-manicured garden. Penny pushes Billy in a
wheelchair; his leg heavily bandaged and elevated. He smiles
at a pretty nurse who walks by.

PENNY

Good thing you've got a leg in a
cast, you'd be chasing nurses
through the halls.

WILLIAM

Only one.

PENNY

Well, I hope she gives you a good
run for your money.

He looks at her lovingly.

WILLIAM

So far she has.

Billy realizes he's lost his medal.

BILLY

My medal...

Penny looks around and finds it down on the side of the
chair.

PENNY

Here it is. The chain broke.

She hands it back to him.

WILLIAM

Thanks. It was my Dad's. He was
killed flying for the French Air
Army.

PENNY

You miss him terribly, don't you?

WILLIAM

I wish he could have seen me race.
I was the best they'd ever seen.

PENNY

Maybe he was there. Maybe that's
why you lived through the crash.

He never thought of that.

WILLIAM

What about your father? I'll bet
he was a banker, a captain of
industry.

Penny turns sullen.

PENNY

I don't talk about my father.

Billy senses he's struck a cord, but it's a connection he
needs to make so he continues.

WILLIAM

Well, seeing as we're going to be
married in a year...

Penny takes a few moments to gather herself. The words do
not come easy.

PENNY

He was an automobile designer.
After ten years with Ford he
decided to start his own company.
Mortgaged everything. Oversold to
his investors. When the stock
market crashed so did his dream.
He couldn't live with himself
knowing he'd left his family
penniless. So he...

She fights back the tears.

WILLIAM

I'm sorry.

PENNY

The one thing he left was an
insurance policy.

She wipes away her tears.

PENNY (cont'd)

I have to go.

WILLIAM

Wait.

She walks away.

DEXTER (O.S.)

She's cute. Does she have a sister?

Billy mood turns cold as Dexter walks up.

DEXTER (cont'd)

I came by after the surgery. You were still out of it. Then I figured you didn't want to see me anyway after Manning Air Delivery went bankrupt.

Billy avoids his gaze.

DEXTER (cont'd)

It may not mean much, but I'm sorry for what happened.

BILLY

You're right. It doesn't mean much.

Dexter lowers his head and walks away.

DISSOLVE TO:

MONTAGE: BILLY AND PENNY FALLING IN LOVE

Billy having his cast signed by Andy, and Mooney.

Penny sneaking Billy take-out food.

Penny watches as the doctor examining an x-ray of Billy's leg. The prognosis is good. She hugs him excitedly then runs off to give Billy the good news.

Billy having the cast removed.

Billy in physical therapy trying to lift his leg.

Billy in water therapy. Penny comes to visit and he pulls her into the pool.

Billy in physical therapy now able to lift his leg.

Billy being discharged from the hospital. He's wheeled outside to where Penny waits at her car.

He stands with the aid of crutches and takes his first steps to her waiting arms.

Billy and Penny at a dinner lounge listening to a big band perform. He leads her out onto the dance floor. She's unsure. Billy shows off a few dance moves with the aid of his cane. He falls, she rushes to him but he was faking and he pulls her into his arms and kisses her as he crowd around APPLAUDS.

Billy and Penny take their vows as man and wife inside a small chapel. Andy, Mooney, Rhonda and even the Head Nurse is there but no Dexter.

END MONTAGE

EXT. RESIDENTIAL STREET - DAY

Small Spanish-styled homes and bungalow apartments fill the quiet tree-lined street.

INT. BUNGALOW APARTMENT - LIVING ROOM - DAY

Rhonda helps Penny hang new curtains.

RHONDA

I love this pattern. Did Billy help you pick it out?

PENNY

You're kidding, right?

RHONDA

Yes, I'm kidding.

(beat)

Do you think he has a chance? I mean Howard Hughes is a pilot and even he wouldn't give him a job.

PENNY

I don't know. He wants to fly again so bad.

RHONDA

But why? There isn't a doctor in the world who would approve him to fly. What about that mechanics job at Lockheed?

PENNY

It's his if he wants it.

RHONDA
Why don't you tell him?

PENNY
He knows I don't want him to fly
again.

RHONDA
Tell him that he'll never fly
again?

PENNY
Rhonda I can't. That's something
he'll have to discover on his own.

Rhonda nods in agreement.

INT. US ARMY RECRUITING OFFICE - DAY

Army Air Corps recruiting posters hang from the walls. He waits in line for his turn to see the burly SERGEANT, sitting behind a desk who reviews the applicants.

Billy tries to hide his limp as he steps up to the desk. The Sergeant shakes his head.

SERGEANT
Sorry son, not with that leg.

WILLIAM
What do you mean? I can fly
circles round any of these mugs.

SERGEANT
Yeah, well, they can march circles
around you. Move along, son. It's
1938. Not much need for an army or
an Air Corps right now.

Billy gives him a nod and walks away.

INT. BUNGALOW APARTMENT DINING AREA - EVENING

Billy, sullen picks at his dinner. Penny tries to make the best of his mood. He suddenly rises to his feet and limps out.

INT. BUNGALOW APARTMENT - BEDROOM - MOMENTS LATER

Billy digs through the back of his closet. Penny appears at the doorway as he emerges holding a trio of three-foot long cardboard tubes.

EXT. WOOLRIDGE AVIATION - DAY

One of many drab, airplane manufacturing companies that have sprouted up in Southern California.

INT. WOOLRIDGE AVIATION - RECEPTION AREA - DAY

Billy, dressed in his best wrinkled suit, sits waiting impatiently, a briefcase and the three cardboard tubes by his side. Photos of various Woolridge Aviation planes hang from the walls.

INT. WOOLRIDGE AVIATION - CONFERENCE ROOM - LATER

The tubes contained multi-view drawings and blueprints for a twin engine, twin-tailed plane - a fully rendered design of the wooden model he made as a kid (similar to the Lockheed P38 Lightning). They have been spread out onto the conference table for review.

RICHARD WOOLRIDGE, and other ENGINEERS watch Billy present his design.

BILLY

The twin tail design gives the stability necessary to support larger horsepower engines on a smaller airframe.

WOOLRIDGE

Air speed?

BILLY

With two in-line seven hundred horsepower engines, this plane will cruise at three hundred miles per hour easy and with a top speed of five hundred.

One engineer, an uptight Englishman in his 30s, DUNLOP, eyes him with contempt.

DUNLOP
(disbelief)
Five hundred miles an hour? That's
absurd.

BILLY
Howard Hughes just flew from
Burbank to New York in nine hours.
You build me this plane and I'll do
it in six.

The Engineers scoff at his claim. Billy removes a wooden
model of his plane design from his briefcase. Dunlop and
others laugh. Billy shows it to Woolridge.

BILLY (cont'd)
Extra fuel tanks under the wings
give a range of about thirty-five
hundred miles. Coast to coast
without refueling.

WOOLRIDGE
Twin tails will also add stability
at high-speeds. That's quite an
interesting design...

DUNLOP
Except for the minor fact that it
won't fly.

BILLY
Oh, it'll fly. It'll more than
fly. I'll break every speed and
distance race in existence.

WOOLRIDGE
We're a privately funded company.
I'm afraid our board of directors
wouldn't allow us to undertake the
manufacturing of a plane of such an
experimental design.

BILLY
Did you need approval from a board
of directors when you built your
first plane or second or third?

WOOLRIDGE
Perhaps in a year or so after we
have a few military contracts under
out belt.

BILLY

What happened to you? You were a pioneer. You sold your car to build your first plane.

WOOLRIDGE

Those pioneering days are long gone.

BILLY

Thank you for your time, gentlemen.

Billy rolls up his drawings and puts the model plane back in his briefcase.

EXT. DOWNTOWN OFFICE BUILDING - LATER

Billy steps from the building and shoves the blueprints into a trash can. He takes the wooden model from his briefcase pocket and starts to toss it but he changes his mind and keeps it.

INT. BUNGALOW APARTMENT - NIGHT

Keys jingle outside the front door. Billy, drunk staggers in singing. He drops his keys, knocks over a lamp and apologizes to it.

BEDROOM

Penny pretends to be asleep. Billy stumbles in bed, serenades her, before passing out beside her.

EXT. BUNGALOW APARTMENT - DAY

Swing music drifts from the window of an apartment near the center courtyard.

KITCHEN

Penny dances along to the upbeat tune as she prepares breakfast. A bright flower apron covers her white nurse's uniform.

PENNY

If you don't hurry up you'll have to make these flapjacks yourself.

BEDROOM

Billy limps from the bathroom, wearing boxers and t-shirt. He stops, examines himself in the mirror - the injured leg scarred and thinner.

PENNY (O.S.)
 I spoke to my step-father today.
 He said that with all the work
 you've done on airplane engines...

He tries to support his full weight on it and nearly falls over.

PENNY (cont'd)
 You'll have no trouble getting a
 job at the plant.

She enters wiping her hands with a towel. He continues to stare at the scars on his leg.

BILLY
 You knew.

He turns to her.

BILLY (cont'd)
 That's why you didn't object to my
 looking for a pilot's job. You
 knew I couldn't pass the physical.
 You don't want me to fly.

PENNY
 I want a husband who comes home
 every night. Is that so wrong?

BILLY
 Flying is all I've ever wanted to
 do. Is that so wrong?

Billy takes her in his arms.

BILLY (cont'd)
 Say the words, Penny.

Tears well up in her eyes. She never wanted it to come to this. He hugs her tighter. She finds the words.

PENNY
 I want you to be happy. And if
 flying makes you happy...

He lets her go and looks into her eyes. Her words have given him wings.

PENNY (cont'd)
 But you have to promise me. I just
 couldn't take it. I just couldn't
 take not knowing. Promise me
 you'll always come home.

BILLY

I promise.

They kiss deeply, passionately. She reluctantly breaks it off.

PENNY

I have to get to the hospital.

She removes her apron and leaves. Billy picks up the newspaper and turns to article inside.

"Woolridge Aviation to Unveil New Fighter."

EXT. SANTA MONICA AIRPORT - DAY

Hangers for Woolridge Aviation and other aviation companies line the small airport. A crowd of a few dozen DISTINGUISHED GUESTS and military OFFICERS have gathered in a small grandstand. PRESS and NEWSREEL cameras record the event.

Woolridge and his other company EXECUTIVES sit on a stage in front of the grandstand.

A row of Woolridge Aviation planes, biplanes and mono-wing, radial engine fighters are on display next to the stage.

Dunlop, dressed in a flight suit, sits next to a short, balding military pilot - Lt. Colonel JIMMY DOOLITTLE.

Woolridge takes the podium and speaks into the microphone.

WOOLRIDGE

Ladies and Gentlemen. I want to thank you all for coming here today. The Woolridge F12 Avenger is a culmination of years of research and good old-fashioned hard work.

Billy appears at the side of the grand stand, nonchalantly munching on a bag of peanuts.

WOOLRIDGE (cont'd)

The pilot chosen to demonstrate the Avenger is a winner of both the Thompson and Bendix trophies and was the first pilot to execute the outside loop - Captain James Doolittle.

The crowd erupts with applause. JUAN TRIPPE, a balding, portly man, late 40s eyes the proceedings through dark glasses.

Dunlop is clearly miffed that he was not chosen to demonstrate the flight. Doolittle walks to the podium.

DOOLITTLE

I'm not big on speeches. So let's get to flyin'.

The crowd applauds as the sleek, in-line engine fighter taxis out from the hangar behind the grandstand.

Doolittle and others walk to meet the plane, expecting it to stop - it doesn't.

Woolridge and the others are stunned.

WOOLRIDGE

What is the meaning of this? Stop that plane!

AVENGER

Billy slides the cockpit canopy back. He salutes Doolittle then waves to the bewildered crowd.

STAGE

Dunlop recognizes Manning and his blood boils.

DUNLOP

It's that Manning fellow. Billy Manning!

WOOLRIDGE

Somebody do something! He's stealing my plane!

Dunlop bolts from the stage and climbs into the cockpit of one of the other Woolridge fighters.

Billy whips the plane onto the runway.

STAGE

Woolridge collects himself and takes the podium and tries to make the best of the situation.

WOOLRIDGE (cont'd)

Everything's quite all right folks, there's been a slight change of planes, I mean plans...

AVENGER

Billy guns the engine and the plane is airborne in seconds.

WOOLRIDGE (cont'd)

As you can see, the Avenger needs only two thirds the average runway length to take-off which makes it ideal for use on carriers.

WOOLRIDGE FIGHTER

Dunlop taxis onto the runway and follows.

AVENGER COCKPIT

Billy tests the controls. He likes what he feels. For a moment, Billy is overwhelmed by a sense of peace - he is back in the air for the first time since he crashed.

AVENGER

Billy snap rolls left then snap rolls back right.

STAGE

All eyes stare at the planes above. Woolridge makes the best of the situation

WOOLRIDGE

The controls are ultra responsive making it ideal for combat maneuvers.

WOOLRIDGE FIGHTER

The crowd continues to watch as Dunlop gets right on Billy's tail.

AVENGER

Billy pulls back hard on the stick taking the plane into a vertical climb. Dunlop follows.

Billy whip stalls, letting the plane stop and nose back down. The engine catches, only instead of leveling off, Billy keeps her in a vertical dive.

WOOLRIDGE FIGHTER

Dunlop is not to be undone, he performs the same maneuver and follows Billy in the dive.

STAGE

They continue to watch - some get a little nervous as the Avenger races toward the ground at an incredible speed.

WOOLRIDGE

The reinforced structure allows the Avenger to withstand high stress.

AVENGER

At the last possible moment, Billy pulls back on the stick and the plane noses up and levels off inches from the ground.

STAGE

The crowd APPLAUDS.

Doolittle and the other are impressed.

WOOLRIDGE FIGHTER

Dunlop pulls out of the dive far above where Billy broke his dive. The crowd boos.

Dunlop races after Billy who heads straight for a row of hangars. Billy flies sideways through the narrow gap between the hangars.

Dunlop loses his nerve. He pulls up, misses the hangar but whip stalls. The plane noses down and at this low altitude, there isn't room to recover. The plane levels off and plows into the dirt before coming to a stop.

The canopy flies open and Dunlop shakes an angry fist at Billy who flies by wagging his wings in reply.

INT. POLICE STATION - DAY

Penny waits for Billy to be released. He emerges a man on top of the world. He takes her in his arms, twirls her around and kisses her like a teenager.

EXT. SAN PEDRO HARBOR - DAY

A Siskorsky passenger sea plane circles the harbor on final approach.

EXT. SAN PEDRO HARBOR - DOCK - CONTINUOUS

Billy drives up to the front of a low building where a painter puts the finishing touches on the Pan American Airways logo.

INT. PAN AMERICAN AIRWAYS OFFICE - DAY

Billy fills out an application. The SECRETARY, a middle-aged woman with her hair in a tight bun, pecks away at a typewriter.

Billy finishes, limps over to her desk, offers her the application.

She takes it, shoves it into a drawer without looking at it.

SECRETARY

I'm sorry, Mr. Manning but we have strict physical standards.

BILLY

I understand but I have experience flying single and twin engine planes.

SECRETARY

So does every applicant who walks through that door.

BILLY

I'm also a mechanic. And a designer.

SECRETARY

I'm sorry.

BILLY

(angrily)

Will you at least take a look at it? Can you do me that one favor before you claw my heart out!

She couldn't care less.

EXT. PAN AMERICAN AIRLINE OFFICE

Billy heads for his car but stops at the sound of an AIRPLANE ENGINE. The sound comes from a hangar behind the office building.

INT. PAN AM HANGAR - DAY

The engine sputters and dies as Billy appears at the entrance.

Juan Trippe, the portly man we saw earlier at the Woolridge test flight, tinkers with the engine of an Fairchild FC-2 Float plane with "La Nina" painted beneath the cockpit.

BILLY

Sounds like it's running rich.

The man looks up as Billy walks over to him.

TRIPPE

You a pilot?

BILLY

Not according to that hatchet-faced witch inside.

TRIPPE

That would be my wife.

Billy fumbles for a way to extract his foot from his mouth.

TRIPPE (cont'd)

...but according to you?

BILLY

I'm the best damn pilot this side of the Atlantic. And you?

TRIPPE

I've flown more miles than I care to count. Unfortunately this is all I get to do these days. She was my very first plane. Had her shipped here from Florida.

He cranks the engine and again it sputters and dies.

BILLY

You got a clogged air intake somewhere.

TRIPPE

Your leg. Flying accident?

BILLY

Air Nationals. 1936.

TRIPPE

The Thompson Trophy race. You put
on quite a show that day.

Juan suddenly recognizes him.

TRIPPE (cont'd)

You're him. The one who test flew
the Woolridge Avenger.

BILLY

That was me.

TRIPPE

You should have seen the look on
Woolridge's face...

Billy extends his hand.

BILLY (WILLIAM)

Billy, uh William Manning.

Trippe wipes the grease from his hand and they shake.

TRIPPE

Juan Trippe. Let me show you
something.

INT. HANGAR - OFFICE - DAY

A large globe dominates the room. Tiny flags mark spots in
the Pacific Ocean from the west coast of America to China.

TRIPPE

My dream.

William examines the globe

TRIPPE (cont'd)

A Trans-Pacific air carrier linking
the United States to the Far East
using flying boats.

WILLIAM (BILLY)

You own Pan American?

TRIPPE

Our base in Pearl Harbor, Hawaii
will be operational by the end of
the month. Bases in Midway Island,
Manila, Guam are under
construction.

WILLIAM

An ambitious undertaking.

TRIPPE

To succeed, I need the best. I need pilots like you, Mr. Manning. What do you think?

WILLIAM

Me? A pilot? What about my leg?

TRIPPE

I'm not asking you to walk to the Far East, I'm asking you to fly. We have a one-year training program. My standards are the strictest in the industry. Are you up to it?

William eyes the little flags on the globe.

EXT. PACIFIC OCEAN SKY - DAY

A Pan American Airways Boeing 314 passenger sea plane soars majestically into view and painted beneath her cockpit window, "The Clipper Courageous."

SUPERIMPOSE SUBTITLE: NOVEMBER 24, 1941

INT. CLIPPER - FORWARD CABIN

UPSCALE PASSENGERS recline and relax in the spacious cabin.

DINING SALON

The salon has been set for service for twelve. The tables have been covered with fine linen, fine china and assorted PASSENGERS dine on a brunch equal to the finest restaurant.

LES MOORE, (28), bon vivant, the smoother-than-silk ship's steward serves with flair and a smile. His hair and white waistcoat remain pristine throughout the upcoming adventure. His real last name is Morales and speaks with a slight Puerto Rican accent.

CONTROL CABIN - COCKPIT

Captain William Manning sits at the controls. He, along with his crew, wears the navy blue uniform of Pan American Airlines with unmatched pride. His days as the brash young racing pilot have been replaced by the stern mature countenance of a leader.

CONTROL CABIN - NAVIGATOR'S STATION

The navigator, DEAN QUARRY (36), with premature gray hair, uses parallel rulers to plot their position. He erases an earlier calculation and looks around to see if anyone noticed.

CONTROL CABIN - RADIO CONSOLE

PAUL FISCHETTI (30s), the radio operator listening to the radio through headphones, only it isn't the latest weather report. His fingers drum to the big band beat.

CONTROL CABIN - ENGINEER'S STATION

JASPER VAN VEEDER (40s), the muscular engineer sits staring intently at the various gauges monitoring the condition of his beloved engines.

CONTROL CABIN - COCKPIT

William pilots the craft, at peace with the world.

His co-pilot, ADAM EDWARDS, is a veteran several years his senior.

EDWARDS

The autopilot's working perfectly.
You might give it a try.

WILLIAM

It good but not perfect. Too much
drift. Then it overcompensates.

EDWARDS

We've passed the ETP.

William switches the radio to intercom and picks up his radio microphone.

WILLIAM

This is your captain speaking. We
have just passed the equidistance
point which means we are closer to
our destination than our point of
origin so you can now set your
watches three hours back. Our ETA
to San Francisco is Eleven 03 am.

He removes his head set.

WILLIAM (cont'd)

Take her for a while. Time to go
kiss a few babies.

EDWARDS

You'll be kissing your own, pretty soon. You and the missus picked out names yet?

WILLIAM

Not yet.

EDWARDS

If it's a boy, don't make him a junior. He'll have a tough time living up to the legend of his old man.

William responds politely.

WILLIAM

We'll see.

He walks from the cockpit and into the control cabin.

William pauses by the navigator's station. DEAN senses Robert's presence but keeps working. William notices the open log book on the desk.

Entries have been made for speed, altitude, position and weather at fifteen minute intervals. The last entry has not been entered.

William glances to the Radio Operator's Console.

Fischetti switches his radio from the music station to the weather station.

WILLIAM (cont'd)

Why hasn't our latest status report been transmitted?

DEAN

Ask the radio operator.

WILLIAM

I'm asking you.

DEAN

But it's not my job.

WILLIAM

Your job as navigator is to calculate our air speed, altitude, position and heading.

(MORE)

WILLIAM (CONT'D)

Our job as a flight crew is to make sure that information is transmitted every fifteen minutes. I'm going to have to write you up.

DEAN

(panicky)

But I did my job. What about him?

WILLIAM

He gets written up, too.

FISCHETTI

I'm sorry, Skipper. It was my fault. It won't happen again.

DEAN

William, I get another citation I'm grounded for six months.

WILLIAM

Then I suggest you enjoy the rest of this flight.

Begrudgingly..

DEAN

Yes sir.

DEAN returns to his charts.

Paul's fingers tap out the report in Morse code.

William continues through the control cabin. Engineer's Station. He stops and puts his hand on Jasper's shoulder.

WILLIAM

How's it going?

JASPER

Number 2, the cylinder head temperature's little hot. Nothing to worry about. My automobile should run so smooth.

WILLIAM

Let me know if there are any changes.

JASPER

A bit rough don't you think?

WILLIAM

It's my job to see to it that this plane, its passengers and its crew get to their final destination. I can't do that unless every man on my crew does their job.

Jasper still thinks he was too harsh, shoots him a look.

EXT. SAN FRANCISCO BAY - DAY

The Clipper glides past the Oakland Bay Bridge and touches down on the pristine water of the bay.

EXT. SAN FRANCISCO BAY - TREASURE ISLAND - CONTINUOUS

The Clipper taxis to the end of a jetty where ATTENDANTS wait to secure her.

EXT. SAN FRANCISCO - RESIDENTIAL STREET - DAY

A taxi stops in front. William climbs out with his travel bag and a bouquet of flowers. He slips the cabby a few bills.

INT. MANNING HOME - DAY

William enters. He sets the fresh bouquet down next to a vase containing week-old flowers.

WILLIAM

Honey, it's me!

Silence.

WILLIAM (cont'd)

What time are your parents due in?

More silence.

INT. MANNING HOME - BEDROOM - CONTINUOUS

A form lies motionless beneath the covers. William enters.

WILLIAM

Penny, what's wrong?

He kneels beside the bed.

WILLIAM (cont'd)

Is it the baby?

The form rolls over - it's Mooney!

MOONEY

Yes, I want you to have my baby you
big stud!

WILLIAM

What the...

William whacks him with a pillow as Andy jumps from the closet. William greets his old friends warmly. Penny emerges from the bathroom. She's eight months pregnant.

PENNY

I'm sorry, they made me do it...

WILLIAM

What are you guys doing here?

ANDY

We're shipping out.

MOONEY

We sail on the SS Bloemfontein
Sunday night.

ANDY

Uncle Sam couldn't scare us up a
war.

MOONEY

So we're going to China to fight
the Japanese.

PENNY

Hold on. There's someone else here
to see you.

She looks to the bathroom. William follows his gaze as Dexter steps out.

DEXTER

Hey, big brother. See you grew
some more wings.

All eyes turn to William and wait for his reaction.

WILLIAM

Hey little brother.

He steps forward with open arms and they embrace to the relief of all.

WILLIAM (cont'd)

You're going to be an uncle.

DEXTER
You're going to be a daddy.
Congratulations.

WILLIAM
Tomorrow's Thanksgiving. You guys
have to stay for dinner.

DEXTER
Hey, don't you have to check with
your wife first?

They all turn to Penny.

INT. MANNING HOME - DINING ROOM - NIGHT

Thanksgiving dinner is underway. William and Penny and the boys have been joined by her mother MARGE and step-father EMMET.

The mood is festive in spite of the dryness of Penny's first turkey.

PENNY
More turkey, honey?

WILLIAM
Sure, and more gravy.

EMMET
So you boys managed to find
yourselves a war.

DEXTER
We had to resign from the Army.

MOONEY
This China operation is really hush-
hush.

ANDY
They gave us all fake names. I'm
Bill Whitmore, an architect. I
can't even spell architect.

The table erupts with laughter.

DEXTER
The Chinese want us really bad.

MOONEY
The Burma road is the main supply
route from the port at Rangoon to
Kunming, in China.

ANDY

If the Japs shut it down, the
Chinese are done for.

DEXTER

The Japs are just itching to pick a
fight with the US.

MOONEY

They'd take over the entire Pacific
if they get the chance.

Penny gives William a worried look.

EMMET

Oh, I'm sure it won't come to that.

PENNY

I'm glad to see you boys have found
a worthy cause.

They pause and give her puzzled looks.

PENNY (cont'd)

Helping the Chinese people.

They burst out laughing. Penny can't imagine what she said
that caused this reaction.

ANDY

We're in it for the dough!

DEXTER

They pay us 500 smackaroos a month
just for being there.

ANDY

We get another six hundred bucks
for each Jap plane we shoot down.

MOONEY

According to our recruiter, they're
still flying biplanes.

ANDY

We're gonna' get rich.

DEXTER

We'll have the latest. P40s.

ANDY

Shooting fish in a barrel.

WILLIAM
Anyone for more turkey?

Everyone politely declines.

PORCH

William and Dexter smoke cigars on an old couch.

DEXTER
Billy you have a really nice set-up here. I'm happy for you.

WILLIAM
William. Everyone calls me William now. You were invited to the wedding.

DEXTER
I know. You were ready to forgive me but I wasn't ready to forgive myself.

WILLIAM
I'm the one who needs to be forgiven for being such an ass.

DEXTER
You were an ass. But you were right. I should have...

Andy steps out.

ANDY
Hey guys. Penny's servin' dessert. Apple Pie. Get it while its hot.

They follow him back inside.

EXT. SAN FRANCISCO BAY - TREASURE ISLAND - DOCK - DAY

A brisk breeze whips across the sunlit bay as the last of the passengers board the Clipper.

EDWARDS
The pre-flight check is complete. We are five-by-five.

WILLIAM
Have you met the new navigator?

EDWARDS
You mean junior? We've met. I had to change his diapers.

WILLIAM

All right. If we're checked out
let's take off.

EDWARDS

No, there's one more thing you have
to do.

William can't think of anything. Edwards points behind him.
William turns and sees Penny waiting for him at the top of
the jetty.

William walks to meet her.

WILLIAM

Honey, what are you doing here?

PENNY

If you have to ask...

He doesn't. He takes her in his arms.

WILLIAM

One quick trip to the Philippines
then it's two whole months off.

PENNY

Since when is ten days a quick
trip?

WILLIAM

I'll be back December 8th. Then
it's you and me...

PENNY

And baby makes three. Remember, he
could come early so I don't want
any excuses like typhoons or fog.

WILLIAM

No, he's a Manning. He'll be right
on time. December 15th.

He kisses her again.

WILLIAM (cont'd)

And so will I. I promise.

EXT. SAN FRANCISCO BAY - TREASURE ISLAND - DOCK - LATER

Penny waves a tearful good-bye as the Clipper skims across
the surface of the bay before lifting into the air.

INT. CONTROL CABIN - COCKPIT

William relaxes at the controls and turns toward the navigator's station.

WILLIAM

Lance, get me an ETA to our ETP.

CONTROL CABIN - NAVIGATOR'S STATION

G. LANCE KILROY, 25, is the new navigator. His youth doesn't inspire confidence in the rest of the crew as he plots their position and performs the calculations.

He looks up and sees the concerned faces.

LANCE

I wouldn't be here if I wasn't qualified.

William looks back from the cockpit.

WILLIAM

Relax, kid. They're just giving you a hard time.

JASPER

Oh, no. If we were giving him a hard time I would tell him how I have bunions older than him.

The crew share a laugh.

INSERT - MAP OF SOUTH PACIFIC

An animated Sea plane traces the path of the Pam Am Clipper Courageous from San Francisco, to Hawaii to Wake Island, to Guam, the Philippines, back to Guam then stopping at Wake Island.

EXT. WAKE ISLAND - AFTERNOON

The late afternoon sun hangs low above the sparkling ocean.

The Clipper has been fully prepped for departure. Les stands on the water wing, greeting PASSENGERS as they board.

JOSH POINTSETTIA, 56 and his wife, JOYCE 36, approach.

Les extends a hand to help her onto the wing. The plane rocks slightly and he grabs her by the waist to steady her.

LES
Careful, Miss...

POINTSETTIA
Watch it with those hands, buddy!

LES
But sir, I was...

POINTSETTIA
Just joshing with you, son. Josh
Pointsettia's my name, just like
the flower only I smell much
better. Pretty ain't she?

LES
Why uh, ...

POINTSETTIA
I just love these overnight hops.
I sleep like a baby on these
clippers.

MRS. POINTSETTIA
But you snore like a bear.

Les shakes his head and turns to assist other passengers as they continue on board.

EXT. WAKE ISLAND - MILITARY BASE - LATER

MAJOR BRAUER, (50s), weathered, leads William and Fischetti from the base office toward the dock.

They walk up to where a group of MARINES unload sandbags from a 10-ton truck and place them around an anti-aircraft battery.

WILLIAM
Expecting trouble?

MAJOR BRAUER
We've been put on alert. Seems the
entire Japanese fleet has
disappeared.

WILLIAM
We'll keep an eye out for them.

MAJOR BRAUER
What's your ETA to Pearl Harbor?

WILLIAM

Eight o'clock tomorrow morning.

MAJOR BRAUER

I don't mind telling you, I wish I were going with you. This old soldier's got a bad feeling about all this.

WILLIAM

I wouldn't worry too much. America's done a good job of staying out of the war in Europe, I'm sure we'll manage to avoid war in the Pacific.

MAJOR BRAUER

I hope you're right.

He salutes.

MAJOR BRAUER (cont'd)

God Speed.

William returns the salute.

WILLIAM

Thanks.

EXT. PACIFIC OCEAN SKY - EVENING

The Clipper wings toward Hawaii as the sun sets into the sea.

INT. CLIPPER - DINING SALON - MORNING

Poinsettia, still in his pajamas and robe, is taking full advantage of the Clipper's luxury. His wife sits opposite him, nibbling meekly. She's not sure which is more embarrassing, the way he eats or his lack of dress.

An American sailor named MURPHY, his son, SONNY, 10, and Filipino wife, ANGIE dine at a table near the window. Sonny stares out of the window.

SONNY

Look, ships like yours, daddy.

His father doesn't even bother to look up. After all, it would be unthinkable...

MURPHY

No, son. The Arizona's a battleship. It couldn't be like mine.

SONNY

One of them is bigger. And there's
some with planes on them.

Kids and their imaginations...

ANGIE

Come, finish your breakfast. You
will see many ships when we get to
Pear Harbor.

He turns away from the window.

Through the window we see it was not his imagination. The
thirty-three ships of the Japanese strike force in attack
position.

INT. CONTROL CABIN - COCKPIT - CONTINUOUS

William keeps a steady course. Edwards casually scans the
sky and sea below.

EDWARDS

What did Major Brauer say about the
Japanese navy?

WILLIAM

He said they were missing.

EDWARDS

Not any more.

He points down. William takes a look.

WILLIAM

That does not look like a pleasure
cruise. Fish, see if you can raise
the navy base at Pearl.

William looks back as Fischetti turns the volume up on the
speakers.

CONTROL CABIN - RADIO CONSOLE

Fischetti dials in the frequency.

FISCHETTI

Clipper Courageous to Pearl Harbor
command, do you read me, over.

Sounds of battle fill the air.

RADIO OPERATOR (V.O.)
 Courageous, we're under attack.
 Look out, here comes another one!

An engine roars. Machine guns rattle, bombs explode, men cry out.

Another voice picks up the radio, it's younger than the first and terrified.

RADIO OPERATOR #2 (V.O.)
 Oh Jesus.... Hello? Hello? If
 anyone can hear me. We need help
 real bad. The fleet's been
 destroyed. The Japs are
 everywhere. Turn around. Whoever
 you are, turn around!

More chaotic battle sounds, then static. The control cabin falls silent as each man weighs the impact of what they just heard.

Fischetti is the first to speak.

FISCHETTI
 Want me to try and raise our base?

WILLIAM
 Negative. We're about to have our
 own problems.

Two Japanese fighter planes scream past them then loop around to attack the clipper from behind.

EDWARDS
 They're after us.

FISCHETTI
 They get on our tail we're dead.

WILLIAM
 Not if I can help it. Full Power!

He pulls back on the yoke. Jasper slams all four throttles to full power.

MAIN CABIN

The sudden maneuver tosses and jostles the passengers.

POINTSETTIA
 What in tarnation's going on?

LES

I don't know but I would suggest everyone return to your seats and fasten your seat belts.

He doesn't have to tell them twice.

CONTROL CABIN - COCKPIT

William loosens his tie then grips the yoke tight. Edwards frantically searches the sky for the attackers.

EDWARDS

Head for those clouds. It's our only chance.

William pushes forward on the yoke, putting the Clipper in a steep dive.

EDWARDS (cont'd)

What are you doing?

WILLIAM

That's exactly what they'd expect us to do. We'd never make it. They can out run us and out climb us.

The men in the control cabin exchange worried looks. All except Jasper.

JASPER

Your captain knows, sometimes you have to go down to go up.

He unnerves them with a hearty laugh.

EXT. PACIFIC OCEAN SKY

William was right. The two zeros had expected him to head for the clouds and had set a course to intercept them. His sudden dive causes them to over shoot, giving the Clipper precious time and distance.

The Clipper faces a new set of problems as the war ships below OPEN FIRE with anti-aircraft guns.

CONTROL CABIN - COCKPIT

Edwards jumps from his skin with every exploding shell.

WILLIAM

They don't think much of their fighters.

He points toward a battleship.

WILLIAM (cont'd)
That looks important.

He steers the Clipper directly toward the flagship of the fleet.

Edwards checks the air speed. The needle has gone over the five hundred knots mark.

EDWARDS
You put us in a dive to pick up air speed.

WILLIAM
And if we're lucky....

The battleship looms larger through the windshield. The flack exploding around them rocks the Clipper.

PACIFIC OCEAN SKY

The zeros are back on their tail but they too are caught in the hail of anti-aircraft fire. The closest zero receives a direct hit, blowing it from the sky.

The second zero, not wanting to suffer the same fate, breaks off the pursuit.

BATTLESHIP

The CREW manning the anti-aircraft batteries now believe the Clipper is on a kamikaze mission. They abandon their stations and run for their lives.

CONTROL CABIN - COCKPIT

The airspeed has reached over six hundred knots.

MAIN CABIN

The passengers hold on for their lives. Murphy holds his wife's hand reassuringly while Sonny grins like he's on a roller coaster.

CONTROL CABIN - COCKPIT

At the last possible moment, William pulls back hard on the yoke.

BATTLESHIP

The Clipper roars over the bridge and slingshots back up into the sky.

GUNNERS on the opposite side of the ship open fire but the Clipper disappears safely in the clouds.

CONTROL CABIN - COCKPIT

The Clipper flies straight and level through the welcomed cover of the clouds. William relaxes and turns to Edwards.

WILLIAM

Keep her steady.

Kopeck finally catches his breath.

EDWARDS

I'm sitting in this chair and I still don't believe what just happened.

William climbs from his seat and opens a cabinet, pushes items aside revealing a safe.

He opens it and removes an envelop marked "Top Secret." He opens it and reads, then turns to his crew.

WILLIAM

We've been ordered to transport the passengers to Manila then to take the Clipper back to the states.

EDWARDS

Back to Frisco? We'll never make it.

WILLIAM

Not to Frisco. To New York.

FISCHETTI

New York? That's eighteen thousand miles.

EDWARDS

Around the world the other direction.

LANCE

We don't have charts, maps.

FISCHETTI

No weather reports.

JACOBS
No fuel. No spare parts.

WILLIAM
Those are our orders. And from
this point forward we are to
maintain radio silence. We're on
our own.

The crew exchange worried looks as William pushes past them
toward the main cabin.

MAIN CABIN - MOMENTS LATER

William stands before the stunned, angry and scared
passengers.

POINTSETTIA
What the hell do you mean we can't
go to Pearl? I need to get back to
America.

WILLIAM
My orders are to take you to Manila
where surface transportation will
be made available.

POINTSETTIA
You mean a freighter?

MURPHY
The Japs attacked Pearl Harbor.
There's a war going on.

POINTSETTIA
Don't be ridiculous. It's a
misunderstanding.

WILLIAM
We will be landing back at Wake
Island to refuel.

POINTSETTIA
Yeah, well you do that. I'm going
on to America.

EXT. WAKE ISLAND - HARBOR - DAY

Word of the Pearl Harbor attack has reached the island.
Marines are at full alert.

The Clipper flies over a freighter in the bay as she glides
in for a landing.

WAKE ISLAND - DOCK

Les helps the passengers onto the dock.

LES

We're sorry for the inconvenience.
Please be ready to return to the
Clipper by 4 o'clock.

POINTSETTIA

I'm telling you there's nothing to
worry about. The last thing
America wants is to be at war with
anyone.

WAKE ISLAND - DOCK - MOMENTS LATER

The PASSENGERS walk along the dock toward the hotel.

The ground crew refuels the Clipper. William and Fischetti
trail behind them.

An AIR RAID SIREN pierces the air. The passengers freeze in
their tracks. All eyes scan the skies.

A lone Japanese plane flies lazily overhead before flying
away. The air raid siren winds down.

POINTSETTIA

See. What'd I tell you.

William and Fischetti continue to scan the sky.

WILLIAM

What do you think?

FISCHETTI

Air recon.

WILLIAM

Something is definitely going to
happen.

FISCHETTI

I don't want to be here when it
does.

They hurry to catch up to the passengers who have resumed
their walk to the hotel.

WILLIAM

Ladies and gentlemen.

The passengers stop.

WILLIAM (cont'd)
Change of plans. Everyone must
return to the Clipper. We're
taking off as soon as possible.

POINTSETTIA
I don't know about you folks but
there's no way I'm flying back to
Manila just to catch a boat to the
states.

WILLIAM
It's for your own protection.

POINTSETTIA
I paid good money to fly to San
Francisco and by God I'm going to
get to San Francisco.

FISCHETTI
Sir, our plane is the only way off
this island right now.

POINTSETTIA
No it's not, son. There's a ship
right there.

He points to the freighter in the harbor. They turn and
look. EXPLOSIONS suddenly rock the ship setting it ablaze.

POINTSETTIA (cont'd)
What the hell...

SHELLS WHISTLE over head and EXPLODE in succession inland
from the harbor.

POINTSETTIA (cont'd)
To the hotel, everybody. We'll be
safe in there.

He grabs his startled wife's hand and yanks her toward the
hotel. Other passengers follow.

WILLIAM
No. Back to the plane!

POINTSETTIA
So they can shoot us out of the
sky? Not on your life.

The passengers are torn and begin arguing amongst themselves.
Fischetti pushes them toward the plane.

FISCHETTI
Move it, people. It'll get worse
before it gets better.

Murphy turns to his wife.

MURPHY
Take Sonny and get back on that
plane.

ANGIE
I want to stay with you.

MURPHY
You'll be safer. My place is here.

He turns to William

MURPHY (cont'd)
You'll get them back to Manila.

WILLIAM
You have my word.

He kisses his wife and son and pushes them toward the dock.

MURPHY
Now get on that plane.

Half the passengers run into the hotel.

Les and Jasper help the other passengers on board the
Clipper.

William starts for the hotel but Fischetti grabs his arm.

FISCHETTI
We have to go.

WILLIAM
Not without them.

Bombs begin to fall with greater frequency and closer to the
shore.

FISCHETTI
William, we have to take off.

William realizes he's right and they run down the dock.

WAKE ISLAND - BAY - MOMENTS LATER

The Clipper, with William at the controls races across the
bay and takes off.

EXT. PACIFIC OCEAN SKY - DAY

The Clipper soars through the sky.

PASSENGER CABIN

About half of the original forty passengers remain. All seem lost in the memory of their escape from Wake Island and those who were less fortunate.

CONTROL CABIN - COCKPIT

William and Edwards scan the sky and water surface for would-be attackers.

EDWARDS

Look!

William looks to the surface below and see debris floating in a huge black oil slick.

EDWARDS (cont'd)

Somebody bought it.

He reaches for a pair of binoculars and searches the water surface.

WILLIAM

You're supposed to be on the lookout for Jap planes.

EDWARDS

There might be survivors.

WILLIAM

You don't even know if that ship was one of ours.

EDWARDS

Does it matter?

WILLIAM

My orders are to get these passengers safely to Manila and this plane back to New York.

William realizes Edwards is right.

WILLIAM (cont'd)

We'll make one pass.

He puts the plane in a slow dive.

EXT. PACIFIC OCEAN SKY

The Clipper levels off at a thousand feet as the crew scans the ocean surface for survivors.

CONTROL CABIN - COCKPIT

Edwards sees something through his binoculars.

EDWARDS

There's something on the water.
Thirty points to starboard.

William banks the Clipper to starboard giving Edwards a better angle.

EDWARDS (cont'd)

A life boat! Take her down.

EXT. OCEAN SURFACE

The ragtag SURVIVORS cheer and wave at the approaching plane as it flies overhead and touches down.

MOMENTS LATER

The Clipper taxis near the boat. The engines shut down. Edwards emerges from the anchor hatch at the top of Clipper's nose and lowers the planes anchor.

The lifeboat is filled with a dozen soaked and weary MEN, WOMEN and CHILDREN. Those who are able, paddle towards their rescuers.

The hatch above the water wing opens. William and Jasper step out onto the water wing.

A SURVIVOR shouts a greeting. William doesn't recognize the language.

JASPER

Dutch.

He shouts back a greeting in his native language. Something in the water beyond the lifeboat catches his eye.

JASPER (cont'd)

What is that?

The object moves rapidly below the surface, past the lifeboat and directly for the Clipper.

WILLIAM

A torpedo!

They can only watch and brace for the impact. The torpedo passes beneath the wing and... nothing!

WILLIAM (cont'd)
Our draft is too shallow.

JASPER
They won't make that mistake twice,
that's for sure.

The lifeboat reaches the plane. William and Jasper help the survivors board the water wing where Les helps them into the salon.

WILLIAM
Tell Edwards to weigh anchor and
power up!

OCEAN SURFACE

William and Jasper help the last of the survivors from the life boat.

WILLIAM
Sons of bitches. Can't they see
this is a rescue operation?

His answer comes in the form of a SHELL WHISTLING over head and EXPLODING beyond the Clipper.

JASPER
Do you think they care?

The submarine has surfaced. A GUN CREW reloads the deck gun while others mount and load machine guns along the conning tower.

The engines roar to life. William and Jasper shove the lifeboat away from the ship.

Jasper climbs inside as another shell lands beyond the Clipper rocking the plane and showering it with spray.

JASPER (cont'd)
Edwards get us the hell out of
here!

He turns to help William.

WILLIAM
No. Wait!

A man clinging to a piece of wreckage paddles toward the Clipper with his last bit of strength.

William steps to the edge of the water wing as Jasper appears at the door behind him. An INCOMING SHELL SCREAMS toward them. They brace for the worst but the shell is short and blows apart the lifeboat.

William dives in, grabs the man and pulls him toward the Clipper.

Jasper helps pull him up as tiny splashes streak across the water. They both look back at the submarine.

DECK MACHINE GUNS SPIT FIRE IN THEIR DIRECTION.

Jasper heaves the exhausted survivor into the salon as the engines roar to full throttle.

William grabs hold of a strut as the plane begins to move. He tries to pull himself up onto the water wing but he can't.

The plane picks up speed, dragging him along and making it even harder to climb up.

Jasper steps boldly onto the wing, reaches down and yanks him aboard.

INT. CLIPPER - DINING SALON - CONTINUOUS

The survivors huddle and cling to themselves as Jasper and William tumble inside and Les closes the door.

WILLIAM

How much fuel is in the water wing tanks?

JASPER

Six hundred gallons each.

WILLIAM

Prepare to jettison on my command.

JASPER

But Captain.

WILLIAM

Just do it.

CONTROL CABIN - COCKPIT - MOMENTS LATER

William enters.

EDWARDS

That was close.

WILLIAM

Bring us around and set a course
that'll take us directly over that
sub.

EDWARDS

They'll shoot us down.

WILLIAM

Just take us over that sub!

EDWARDS

Aye aye, Captain.

William opens the utility box marked "Signal Flares" and
takes out a flare gun.

EXT. JAPANESE SUBMARINE

The crew secures the deck gun and prepares to dive. A sailor
sees the Clipper complete its turn and head back in their
direction. He shouts a warning and the crew hurries to
reposition their guns.

CONTROL CABIN - COCKPIT

Edwards aims the Clipper directly over the submarine from bow
to stern.

GALLEY

Jasper has removed the floor panel. He sits with his beefy
hand on two huge levers marked "Emergency Fuel Dump."

JASPER

Ready, skipper.

DINING SALON

William loads the flare gun.

WILLIAM

On my command.

He opens the door. The rush of wind fills the salon and
whips at the survivor's clothes.

William steps out on the water wing. He watches and waits.

WILLIAM (cont'd)

Steady...

Bullets whiz by him as they pass over the submarine.

WILLIAM (cont'd)

Now!

GALLEY

Jaspers pulls the two levers with all his might.

SUBMARINE

The plane passes overhead and drenches the submarine with high octane fuel.

INT. JAPANESE SUBMARINE

Fuel pours in through the open hatch. SAILORS scatter.

CLIPPER

From the water wing door, William takes aim with the flare gun and fires.

EXT. JAPANESE SUBMARINE

The flare streaks toward the sub. The fuel ignites and a HUGE FIREBALL engulfs the submarine.

CONTROL CABIN - COCKPIT

The crew is shocked, surprised and relieved.

PASSENGER CABIN

The passengers gather at the windows stare and the smoke billowing up from the sinking sub. Sonny turns to his mother.

CONTROL CABIN - ENGINEER'S STATION

William steps back inside and is meet by Jaspers glaring eyes.

JASPER

That was a damn fool thing you did.
You risked the lives of your
passengers unnecessarily. When
those passengers tell the home
office what a heroic thing you did
you'll lose your wings for sure.

William accepts the admonishment.

EXT. PACIFIC OCEAN SKY - NIGHT

The night is clear and the sky filled with stars.

INT. CLIPPER - CONTROL CABIN - NIGHT

Lance calculates numbers using a slide rule. He plots intersecting lines on a chart. His frustration mounts as he breaks a pencil while plotting their position.

Fischetti works the tuner on the direction finder. He listens through headphones for the signal.

WILLIAM

Any luck?

FISCHETTI

Not a peep. The antenna must be down.

EDWARDS

Maybe they were attacked.

FISCHETTI

I've been scanning the frequencies.
I haven't heard a thing.

Jasper checks the fuel gauges. All are near the empty mark.

LANCE

We should be there.

EDWARDS

We'd see lights if we were.

WILLIAM

We'll take her down to a thousand feet.

EDWARDS

If we passed the island, we are dead.

LANCE

We didn't pass it.

JASPER

Our fuel is low. We should land for the night.

FISCHETTI

On open sea?

JASPER

We will have better luck finding
Guam in the daylight.

FISCHETTI

Why don't you take another reading?

WILLIAM

That won't be necessary.

Through the windshield, lights flickering on the water form a
landing path to the island.

FISCHETTI

Man, that's beautiful...

EXT. GUAM - NIGHT

The lights are torches held by natives on canoes. The
Clipper glides in for a landing.

The natives douse their torches in the bay as the Clipper
passes.

GUAM - DOCK - NIGHT

Ed HOLMGRIN, the Pan Am operations manager and other
attendants wait in dim lantern light as the door above the
water wing opens and William steps out.

WILLIAM

That was some welcome.

HOLMGRIN

I knew you'd be needing help. Our
direction finder was destroyed in
the bombing.

WILLIAM

We need fuel and repairs.

HOLMGRIN

My crew will do what they can.
You'll want to be on your way as
quickly as possible.

WILLIAM

How are you holding up?

HOLMGRIN

We're scared. Plenty scared. What
have you heard?

WILLIAM
They hit Wake as we left. Hotel
was destroyed.

HOLMGRIN
My God, were there any passengers
inside?

WILLIAM
We saved nineteen.

He pauses and then...

HOLMGRIN
They're coming, aren't they? The
Japanese.

WILLIAM
Yeah, they're coming.

HOLMGRIN
I know you have your orders, but I
need you to do me a favor and bend
the rules a bit.

WILLIAM
I can't make any promises.

HOLMGRIN
The men here, we know our
responsibilities. But our
families...

He studies William's face in the flickering light.

WILLIAM
Have them meet at the Clipper in
one hour.

EXT. PACIFIC OCEAN SKY - MORNING

The first fingers of light extend across the sky as the
Clipper continues eastward.

INT. CLIPPER - PASSENGER CABIN

The cabin is jammed full with the original passengers and the
WIVES and CHILDREN of the Pan Am employees.

EXT. MANILA BAY - DAY

The large US Military presence on the island has given the
people a false sense of security. Life continues as usual as
marines and naval personnel prepare for the unknown.

Passengers deplane from the Clipper at the dock. Sonny and his mother are met by relatives.

William pushes his way past and hurries up the dock. He's met by a Pan Am Official, DRURY who looks like he hasn't slept in days.

DRURY

Welcome back to Manila, William.

WILLIAM

I need to send a message to the states.

DRURY

You and about a thousand others.

WILLIAM

It's my wife. She's expecting.

DRURY

All communications off the island have to go through the military.

WILLIAM

How soon can we be fueled?

DRURY

No can do.

WILLIAM

What?

DRURY

All our aviation fuel has been commandeered by the Army Air corps.

WILLIAM

Who's in charge?

DRURY

No use. FDR declared war on Japan. Hitler's declared war on us. Military's running the show. You need to take off as soon as you can.

WILLIAM

Not with out full tanks. We gotta to make the Pan Am base in Karachi.

DRURY

William, the military's going to confiscated your Clipper.

His words stop William in his tracks.

WILLIAM

With the fuel we have left we can have a range of about a thousand miles.

DRURY

The port at Macao. There's a fuel depot there.

WILLIAM

Macao? That's in China. We don't have charts for this part of the world.

DRURY

You're gonna have to improvise.

EXT. MANILA BAY - LATER

The Clipper soars above the U.S. Military installations on Corregidor Island. Her wings wag in a salute to the US Marines manning the gun emplacements below.

CONTROL CABIN - NAVIGATOR'S STATION

Lance sits before his new navigational aids - a globe and a stack of National Geographic magazines. He takes a measurement from the globe and tries to compute their position.

EXT. TREASURE ISLAND - PAN AM TERMINAL - DAY

The parking lot around the terminal is jammed with military and civilian cars. HORNS honk angrily.

INT. TREASURE ISLAND - PAN AM TERMINAL - DAY

Angry and concerned PEOPLE crowd the terminal seeking word of their relatives traveling in the Pacific.

Penny waddles in along with her step-father Emmet.

EMMET

I knew this wasn't a good idea.

PENNY

I had to come. I can't sit by the phone.

Ned CALLAWAY (40s), balding, a frazzled Pan Am representative, steps from a back door and addresses the crowd.

CALLAWAY

Please, will everyone just calm down.

ANGRY MAN #1

I'll calm down when you tell me where my daughter is.

ANGRY WOMAN

We've been waiting for hours.

ANGRY MAN #1

What are you not telling us?.

ANGRY MAN #2

I'll get him to talk.

The Angry Man#2 grabs Callaway from across the counter and hauls back to punch him when suddenly...

PENNY

LET HIM GO!

Her voice cuts through the din like a knife. The crowd quiets. Callaway is released.

PENNY (cont'd)

Now please. Will everyone just calm down.

ANGRY MAN

He's lying to us.

PENNY

Every Clipper has specific orders to follow in the event of hostilities. Radio silence was one of them.

ANGRY MAN #1

What do you know about it, lady?

PENNY

My husband is the captain of the Clipper Courageous. I'm just as concerned as the rest of you.

(referring to her pregnancy)

Actually I'm doubly concerned.

Callaway recognizes her.

CALLAWAY

Mrs. Manning. You should be back in the employee area.

PENNY

If you have news, even if it's bad, these people have a right to know. I have a right to know.

He studies the expectant faces before continuing.

CALLAWAY

The Anzac Clipper landed safely in Hilo but she was commandeered by the Navy.

ANGRY WOMAN

What about the passengers?

CALLAWAY

We're securing them safe passage back to San Francisco by sea. It will be days before we know anything more which is why you should all go home.

They're not budging.

ANGRY MAN #2

What about the Hong Kong Clipper?

ANGRY MAN #1

And the China Clipper?

CALLAWAY

I'm sorry but we just don't know.

PENNY

But you do know something, don't you?

The crowd falls deathly silent. Callaway sighs. Defeated.

CALLAWAY

The Japanese attacked our bases in Wake, Midway, Guam and the Philippines. We don't know who or how many were killed or captured. We may not know for weeks, even months. Military's controlling information in and out of that whole region.

A gasp erupts from the crowd. Penny remains calm.

PENNY

What about the Clipper Courageous?

CALLAWAY

I'm sorry, Mrs. Manning, but that's classified.

EMMET

Now you listen here, young man. Unless you want me to pick up where that other fellow left off, I suggest you tell her.

CALLAWAY

His orders were to take the surviving passengers to Manila for surface transportation back to America then fly the Clipper Courageous to our Atlantic base in New York City. The Clipper Courageous left Manila yesterday.

EMMET

New York City? That's around the world the other way!

PENNY

He's alive. That means he's alive.

She touches her stomach as the baby kicks in acknowledgement.

EXT. SOUTH CHINA SEA - DAY

The Clipper approaches a group of islands.

CONTROL CABIN - COCKPIT

Lance kneels between William and Edwards studying a geographic magazine.

LANCE

The mainland's just beyond these islands.

WILLIAM

Good work Lance.

EXT. MACAO BASE - DAY

Huge fuel storage tanks dominate the port fueling station with pipes leading to fueling pumps at multiple dock locations. The base is completely empty.

The Clipper taxis up.

MACAO BASE - DOCK

Lance tosses mooring lines from the anchor hatch to Fischetti on the dock who secures them. William, Jasper and Les emerge from the hatch and walk from the water wing onto the dock.

LES

The lights are on...

JASPER

But nobody's home.

WILLIAM

(to Jasper)

Get us fueled. We'll see what's going on.

William and Les head up the long dock toward the buildings that comprise the Pan Am base.

MACAO BASE

William and Les walk toward row of buildings. Les heads toward a supply store while William turns to the Pan American Airways terminal.

INT. MACAO PAN AM TERMINAL

Not a sign of life. William enters. A coffee pot percolates.

A wall safe in the back office has been emptied and its door left open. William stoops to pick up a child's toy.

INT. MACAO SUPPLY STORE - DAY

Les enters but stops at the sight before him - the store has been ransacked.

MACAO BASE - DOCK

Lance kneels on the wing with nozzle in hand pumping fuel into the wing tanks while Fischetti operates the pump on the dock.

The door to the engine mechanic's station on the wing behind the engine is open revealing Jasper inspecting the engine.

Lance looks up at the sound of SMALL PLANE'S ENGINE high above.

MACAO PAN AM TERMINAL

William looks over as the radio behind the counter crackles to life.

MACAO OPERATOR (V.O.)
To the Clipper at the Macao terminal. Japanese navy ships are in route. We've been ordered to destroy the fuel depot. Get the hell out of there!

The toy falls from William's hand.

INT. CLIPPER - CONTROL CABIN

Edwards stares at the radio in disbelief.

MACAO OPERATOR (V.O.)
Repeat, bombers in-bound. Get the hell out of there!

Edwards opens the door leading inside the wing to the engines and shouts.

EDWARDS
Jasper. We gotta go. Now!

MACAO BASE - CLIPPER WING

Jasper turns and yells at Lance and Fischetti.

JASPER
Shut it down. Cast off.

He disappears inside the wing hatch. Lance tosses away the hose and scrambles after Jasper, slamming the hatch closed behind him.

MACAO BASE - CONTINUOUS

Fischetti kills the pump then casts off the lines. The Clipper's ENGINES ROAR to life.

Fischetti sees William exit the Pan Am terminal limping as fast as his injured leg will allow.

High above, An RAF twin-engine bomber makes it's first run.

BOMBS destroy the Pan Am office knocking William to the ground and showering him with debris.

He gets to his feet and tries to limp-run, but more BOMBS explode and he dives for cover.

From the ground, William frantically waves him to take off.

Edwards watches from the cockpit as exploding bombs grow closer.

Les, the white of his waistcoat visible through the smoke, appears behind William pulling him to his feet. William puts his arm around Les's shoulder and together they make a mad dash for the dock.

Fischetti anxiously waits as the water wing door. Les and William dive onto the water wing as the Clipper motors from the dock.

BOMBS fall in succession and march toward the fuel tanks.

The Clipper picks up speed. William and Les hold on for dear life before Fischetti pulls them from the water wing and into the salon.

BOMBS score a direct hit on the fuel storage tanks. The fireball mushrooms in all directions destroying everything in its path.

The fireball shoots across the bay behind the Clipper.

INT. CONTROL CABIN - COCKPIT

The shock wave jolts the Clipper, but they gain enough altitude to avoid the flames.

EXT. CHINA - SUNSET

The Clipper flies across the jungles of southern China.

INT. CONTROL CABIN - SUNSET

Edwards is at the controls. William enters. He's showered and changed out of the blue Pan Am uniform into khaki shirt and pants, leather jacket and St. Louis Cardinals ball cap.

WILLIAM

You're next.

EDWARDS

But regulations state that...

WILLIAM

You stink. Now go get cleaned up.
Les will take care of your uniform.

INT. MANNING HOME - DAY

Madge has prepared breakfast. Emmet sits down for coffee.
He opens the morning paper.

EMMET

Penny, You need to take a look at
this.

The headlines read "Clipper Pilot Sinks Jap Sub" A photo of
William is included in the article.

Penny waddles in looking like she's ready to explode.

EMMET (cont'd)

Seems your husband's been up to no
good.

He shows them the article.

PENNY

That's my Billy.

MADGE

My goodness. I'm sure that's
against company policy.

EMMET

Hard to imagine that boy breaking
company rules.

INT. CONTROL CABIN - COCKPIT - DAY

William at the controls. Edwards, slides into the co-pilot
seat. He has changed out of the Pan Am uniform into shirt,
tie, suspenders and cardigan. William eyes him.

EDWARDS

I feel naked without a tie.

They share a laugh. William looks over his shoulder into
the Control Cabin and the rest of the crew has cleaned up and
changed into more casual clothes.

EDWARDS (cont'd)

You going to let us know where
we're headed?

WILLIAM

We didn't get much fuel at Macao.
I'm counting on my brother helping
us out.

Edwards see something above.

EDWARDS

Bogies at 12 o'clock high!

WILLIAM

They spot us?

EDWARDS

Not yet.

William scans the terrain below.

The green jungles have given way to rugged mountain passes
with the Burma Road snaking its way between the rocky cliffs.

WILLIAM

I'm taking her down.

He pushes forward on the yoke and the plane noses downward
toward the river that twists and turns its way through a
canyon.

WILLIAM (cont'd)

Cliffs should give us some cover.

Edwards looks at the nearby cliffs and then at William like
he's lost his mind.

EXT. BURMA ROAD - CONTINUOUS

VILLAGERS, REFUGEES, supply trucks, ox carts and livestock
moving in both directions along the road.

The Clipper roars over their heads scattering the live stock
as it heads toward the Salween river.

EXT. BURMA - SKY - DAY

A squadron of 6 P40s fly in diamond formation. Their noses
are painted with the familiar snarling teeth of the Flying
Tigers.

INT. P40 - ABLE 6 COCKPIT

Dexter pilots the plane like the bad ass cowboys of the sky
that they are. He glances downward and catches a glimpse of
the Clipper.

DEXTER

Able-6 to Able-leader, thought I saw a bogey near the deck. I'm going down to check it out.

EXT. BURMA - SKY

The P40 on the outer wing rolls off into a dive.

EXT. BURMA ROAD

The P40 swoops down and circles around the river above and to the rear of the Clipper

DEXTER

Able-6 to Able-leader. It's a big one. Four engine job.

INT. P40 - ABLE 6 - CONTINUOUS

Dexter lines the Clipper up in his sites.

DEXTER

I outta' get paid double for shooting it down.

His fingers tighten on the trigger. He's about to open fire when...

ANDY (V.O.)

Hold your fire! Check for markings.

Dexter eases off the trigger.

EXT. BURMA ROAD

The P40 eases up beside the Clipper where he can see the American Flag and the Pan Am insignia.

DEXTER

Able-6 to Able-leader. You're not gonna' believe this. It's Pan Am Clipper hugging the top of the Burma Road like a crop duster. Only one pilot in the world crazy enough to do it.

INT. CONTROL CABIN - COCKPIT

For the first time William is actually having fun at the controls of the Clipper as he wings her above the snaking river, feet above the surface, and narrowly missing the canyon walls.

WILLIAM
Any sign of them?

Edwards scans the skies.

EDWARDS
Not a thing. I think we lost them.

EXT. BURMA ROAD

All six of the P40s trail behind the Clipper like ducklings behind their momma.

INT. CONTROL CABIN - COCKPIT - DAY

The road turns to the left and winds its way across a bridge. William keeps the Clipper over the Salween river.

DEXTER (V.O.)
Able-6 to Clipper Courageous.
You'll find a nice spot on the
river to land just beyond the
bridge.

William looks at the crew. The voice is familiar.

DEXTER
The river turns to the left. We'll
cover your six.

William picks up his radio microphone.

WILLIAM
Dexter?

DEXTER
What's up, big brother?

WILLIAM
Where are you?

DEXTER
Port side.

William looks to the left and sees a P40 with Dexter in the cockpit pull up along side.

EXT. BURMA - SALWEEN RIVER

The Clipper heads straight for the bridge.

SALWEEN RIVER - BRIDGE

It's a tight squeeze between the piles but he threads the needle.

SALWEEN RIVER

The Clipper lands with the current - a current that increases with speed as the water rushes over a steep waterfall.

CONTROL CABIN - COCKPIT

The Clipper slows but doesn't stop and continues toward the edge of the waterfall.

WILLIAM

Rudder hard to port!

William powers the engines on the starboard side, kills the engines on the port side and the Clipper flips a 180 degree turn and heads back up river.

EXT. FLYING TIGER CAMP - DAY

The first squadron of the Flying Tigers have setup their base near the bend in the river. Quonset huts and tents make up their home away from home.

Machine gun emplacement guard the runway and flimsy wooden hangars that shield the P40s from the blistering sun.

A makeshift hospital treats the walking wounded - refugees from the war in China.

Startled GROUND CREW and STAFF watch as the Clipper approaches.

EXT. FLYING TIGER CAMP - LATER

The P40s land in rapid succession. Each plane has the "Adam and Eve" insignia of the 1st squad painted near the pilot's name.

Dexter leaps from his and runs to where the Clipper glides to a stop near a rickety old wooden jetty.

He's joined by Andy and Mooney and they hurry to meet the plane.

FLYING TIGER CAMP - RIVER DOCK

Edwards tosses Lance mooring lines from the anchor hatch and he secures them to the pilings. William steps from the water wing onto the jetty and meets Dexter, Andy and Mooney.

After handshakes and hugs and adlibbed greetings Dexter leads them to the camp.

DEXTER

What you do, get lost?

WILLIAM

No, I was hoping you'd let my fly one of those nifty fighters. What's with the teeth?

MOONEY

Haven't you heard? We're the Flying Tigers!

ANDY

You look like hell.

WILLIAM

You look like you've been on a vacation.

DEXTER

Sure. It's been great. First class accommodations and all the mosquitoes you could ever swat.

WILLIAM

You making big money?

ANDY

Naw, that was a crock.

MOONEY

Tell us, what's going on in the world?

DEXTER

We only get bits and pieces of info from a few truck drivers.

WILLIAM

You heard about Pearl?

MOONEY

Downright unbelievable.

ANDY

We're ready to sign up for the real army.

DEXTER

But we've got a war of our own going on up here.

WILLIAM

Going to get worse before it gets better. We've managed to stay one step ahead of the Japanese. They got Wake, Midway. Wouldn't be surprised if they got the Philippines.

MOONEY

Ha! No way. Not with iron ass Mac Arthur there.

DEXTER

Hey, am I an uncle yet?

WILLIAM

Don't know. Communication blackout. She's not due until the fifteenth. I promised her I'd be there.

MOONEY

You've got four days.

DEXTER

What brings you up here?

WILLIAM

Pit stop. We need fuel. I knew you guys were in Burma.

INT. CAMP HEADQUARTERS - DAY

Headquarters means a larger tent with a table, chairs, maps and a single cot. Major NEAL TOLLIVER, the Squadron Leader sits at the table across from William.

NEAL

Supplies have been tight and if the Japanese have mobilized across the south pacific then we can expect hell to come our way.

WILLIAM

And you can't spare any aviation fuel.

NEAL

The Flying Tigers are the only force keeping the Burma Road open.

William slumps in disappointment. Neal studies the man before him. Then rises.

NEAL (cont'd)
Come with me.

EXT. FLYING TIGER CAMP - MOMENTS LATER

Neal leads William to the camp hospital - tents with red crosses on top tucked away from the airfield. Neal pulls the tent door back.

William sees row after row of cots with wounded soldiers with blood soaked bandages tended to by Burmese aids and an overworked nurse.

NEAL
They don't stand a chance unless
they get to a real hospital.

WILLIAM
The Clipper can fly your wounded
out of here, but not without three
thousand gallons of fuel.

NEAL
Can she fly with automobile petrol?

EXT. FLYING TIGER CAMP - RIVER DOCK- MORNING

The Clipper crew has had a night to clean up and relax.

The fuel truck is there and Jasper and Edwards are on the wing pumping fuel into the tanks.

EDWARDS
Eighty octane gasoline. You sure
she'll fly with this stuff?

JASPER
She will scream and kick and moan,
but she will fly.

Les, Lance, Fischetti load the last of WOUNDED onto the Clipper. Those who can walk are helped across the water wing while others are carried on stretchers.

INT. CLIPPER - AFT CABIN

Wounded occupy the three of the four sleeping births. William and Dexter carry a WOUNDED PILOT on stretcher and place him on the remaining bed.

William, Dexter freeze for a moment as the AIR-RAID SIREN wails.

DEXTER
Time to go to work.

WILLIAM
Time for us to get the hell out of here.

DEXTER
Get yourself home to Penny.

They embrace before hurrying toward the dining salon exit.

EXT. FLYING TIGER CAMP - RIVER DOCK- MORNING

Dexter then joins the other pilots running to their planes.
Machine guns OPEN FIRE from the ground.

INT. CONTROL CABIN - DAY

Edwards, Fischetti and Jasper clamor to their stations.

CONTROL CABIN - ENGINEER'S STATION

Jasper begins the engine start sequence.

SKY ABOVE SALWEEN RIVER

Dexter takes to the sky in his P40, but instead of leveling off, he noses up into a vertical climb.

The first trio of Japanese fighters begin their run.

Dexter enters into a wide loop that takes him up and around an incoming Japanese fighter.

CLIPPER

Lance stands in the anchor hatch at the nose of the Clipper as William casts off the mooring lines.

William pauses to look up.

SKY ABOVE SALWEEN RIVER

Dexter swoops down beside the fighter then barrel rolls around him.

The fighter breaks right, but Dexter is there with guns blazing. The fighter goes down in flames.

CLIPPER

Lance has disappeared into the anchor hatch. Les stands on water wing at the open door.

WILLIAM
Show off....

LES
C'mon, skipper. We gotta go.

William follows him in to the Clipper as one by one Clipper's engines ROAR life. The low octane gasoline causes the engines to SPUTTER, COUGH and BACKFIRE.

INT. CONTROL CABIN - ENGINEER'S STATION

Jasper manually adjusts the air fuel mixture for each of the engines by gently moving the levers then listening for the result.

William hurries past him and into the cockpit.

CONTROL CABIN - COCKPIT

The engines continue to protest as William eases the ship away from the jetty.

EXT. FLYING TIGER CAMP - SKY

The air battle rages on above the Salween river.

JAPANESE FIGHTER COCKPIT

The Japanese fighter pilot sees the Clipper taxiing up river preparing to take off and circles around to attack it head-on.

P40 - ABLE-6 COCKPIT

Dexter sees the fighter targeting the Clipper and races to intercept.

JAPANESE FIGHTER COCKPIT

The JAPANESE PILOT focuses on lining up the Clipper in his gun sight until he gets shredded by a HAIL OF BULLETS from a P40.

SKY ABOVE SALWEEN RIVER

Dexter's P40 swoops over the Japanese fighter.

JAPANESE FIGHTER COCKPIT

The pilot, dead at the stick, but his fighter remains on its head on collision course with the Clipper.

CONTROL CABIN - COCKPIT

William and Edwards look through the windshield and sees the Japanese fighter heading straight towards them.

P40 - ABLE-6 COCKPIT

Dexter looks at the stricken fighter as it trails smoke, but his moment of joy is short lived as he realizes the Fighter's going smash into the Clipper.

He banks hard around lining up the fighter dead ahead and increases speed. The fighter looms large in his windshield.

DEXTER

Now we're even, big brother.

SKY ABOVE SALWEEN RIVER

Dexter's P40 slams into the Japanese fighter from the side.

CONTROL CABIN - COCKPIT

William and Edwards watch through the windshield as Dexter's P40 and the Japanese fighter EXPLODE and crash into the jungle on the far side of the river.

EDWARDS

Skipper.

William sits frozen in shock. Through the windshield the river seems to disappear as the water flows over the falls.

EDWARDS (cont'd)

SKIPPER!

William snaps out of his trance.

Grips the yoke and shoves the throttles to the max.

CONTROL CABIN - ENGINEER'S STATION

The Clipper continues protest against the low octane gasoline. Jasper frantically adjust the air fuel mixture on the four engines.

On the panel above him, engine RPMs and manifold pressure gauges for the four engines creep deeper into the red.

EXT. SALWEEN RIVER

The Clipper breaks the surface for a few moments but splashes back down.

CONTROL CABIN - COCKPIT

EDWARDS
We're too heavy. Abort!

WILLIAM
Climb baby climb...

The waterfall grows nearer.

EXT. FLYING TIGER CAMP

Neal and other ground staff line the dock and pray as the Clipper lumbers down the river toward the waterfall.

EXT. SALWEEN RIVER

The Clipper races toward the waterfall. She barely breaks the surface. Too little too late.

The Clipper plunges over the waterfall and disappears from view.

EXT. FLYING TIGER CAMP

Neal and the others stare in disbelief. A CHEER goes up as the Clipper soars into the air. Going over the falls gave her the lift she needed.

INT. CONTROL CABIN - COCKPIT

William continues to pull back on the yoke as the Clipper gains altitude. Edwards relaxes.

EDWARDS
Sometimes you got to go down to go up, eh Skipper?

WILLIAM
Take over. Have Lance set a course for Karachi.

Edwards grips yoke as William rises from his seat.

CONTROL CABIN

Lance, Fischetti and Jasper exchange worried looks as William leaves the cockpit, makes his way through the control cabin, past the spiral staircase to the deck below and disappears through the rear door.

INT. AFT BRIDGE DECK

William enters the empty cargo area from the control cabin. A sign on the door at the far end reads "Sleeping Quarters." He enters a door to the right marked "Captain's Office."

INT. CAPTAIN'S OFFICE

Just enough room for a small desk, two chairs and short file cabinet. Light streams in from a window. Clouds drift by; mountainous jungle range below.

William enters and slumps into the chair. Despondent. He takes an envelop from the desk drawer. Photos of William, Dexter and Gladys posing with his father, in army uniform. Another photos is of William and Dexter posing in front of their Manning Air Transport plane.

He removes the chain with the Distinguished Flying cross from around his neck

His hand grips it tightly as he stares of the photo with Dexter. Blood drips as the cross pierces his skin. He doesn't notice the first KNOCK on the door but responds to the second.

WILLIAM

Come in.

Les enters carrying a tray with two mugs of coffee.

LES

Capitan, I thought you might need some.

WILLIAM

Coffee.

LES (cont'd)
Company.

*

Les sets the tray on the desk.

LES (cont'd)

Your hand.

William oblivious to the pain. Sees the blood drops and releases the medal. Les uses a linen napkin from the tray to wrap William's hand.

WILLIAM
Thanks. I'm fine.

LES
I also have a cross to bear.

Les takes rosary beads with crucifix from his pocket and sets it next to the Distinguished Cross. They both grab mugs of coffee and sip in silence.

LES (cont'd)
Did you know that you and I are the only Pan Am employees personally hired by Juan Tripp?

William gives him a questioning look.

LES (cont'd)
You because of your leg and me because of my...accent.

Les extends his mug across the table in a toast.

LES (cont'd)
To overcoming handicaps.

William clinks his mug against Les's. They sip, then the silence returns as William's eyes drift down to the photo.

LES (cont'd)
I'm sorry about you brother.
(genuflecting)
May he rest in peace.

WILLIAM
He died a hero. Just like my father.

LES
Heroism runs in your family.

WILLIAM
I'm no hero. I just fly passengers from point A to point B.

LES
Capitan, we have many miles ahead filled unforeseen dangers. We will need you to be the hero you think you are not.

Les sets his mug down, rises and motions for William to follow.

INT. CLIPPER - DINING SALON - DAY

The dining tables have been removed and replaced with seats for fifteen of the ambulatory wounded - a mix of Flying Tiger pilots, Burmese and British soldiers, Villagers and Children, all with blood seeping through bandages around heads, torsos and limbs.

Les and William enter from the galley. A Wounded Pilot struggles to his feet and extends his hand to William.

WOUNDED PILOT

Don't know how you wound up with a flying boat in Burma, but we're all damn glad you did.

WOUNDED BURMESE

(broken English)
God bless you, Captain.

Tears of gratitude flow as those who are able rise to shake William's hand, pat him on the back and ad-lib thanks. Les and William exchange looks as he's hugged by a grateful Burmese woman and her two children.

EXT. KARACHI HARBOR - DAY

The Clipper circles the harbor and lines up for a water landing.

EXT. KARACHI HARBOR - LATER

The British army is on full alert. The Clipper has moored against a dock. British SOLDIERS help remove the wounded passengers from the plane for transport to the hospital.

INT. CLIPPER - CONTROL CABIN - NIGHT

William and his crew meet around the navigator's table. Lance spins the globe until he finds India and points to a spot on coast.

LANCE

We're here, next stop, the Pan Am base in Leopoldville, in the Belgian Congo.

He shows them on the globe.

LANCE (cont'd)
From there, we should be able to
carry enough fuel to make it across
the Atlantic to here, Natu, Brazil.

EDWARDS
Pan Am has a base there.

LANCE
Yes. From there, we stop for fuel
in the Port of Spain and then
its...

FISCHETTI
On to New York City. Man, I
haven't been to New York since...
I've never been to New York.

LANCE
The good news is we're out of harms
way.

FISCHETTI
No Japanese. No Italians. No
Nazis.

WILLIAM
What's the bad news?

Jasper puts his sweaty thumb on Leopoldville and his pinky on
Karachi.

JASPER
Here to there. Too much distance.

WILLIAM
We need a place to refuel.

They study the globe.

WILLIAM (cont'd)
Best bet is Cairo.

FISCHETTI
North Africa? They're Nazis in
North Africa. Skipper we gotta
find another stop.

LANCE
I'm with Fish. We've pushed our
luck the entire way.

(MORE)

LANCE (CONT'D)
We may be out of luck by the time
we get to Egypt.

Worried eyes turn to William.

EXT. NORTH AFRICAN SKY - DAY

The Barren desert of North Africa stretches below the Clipper as far as the eye can see.

INT. CONTROL CABIN - COCKPIT - DAY

The trip thus far has been uneventful. The crew has settled back into their routines.

 EDWARDS
Are we there yet?

Looking out of the cockpit window, suddenly alert.

 EDWARDS (cont'd)
We've got company.

He looks ahead as two German Luftwaffe Messerschmitt MB109s approach head-on and streak past.

 EDWARDS (cont'd)
Whoa.

 WILLIAM
They'll be back.

They check the sky around them.

CONTROL CABIN

Fischetti slumps in despair.

 FISCHETTI
What'd I tell you. Out of luck.

 JASPER
We're going to need a miracle.

 LANCE
Or a white flag.

INT. CONTROL CABIN - COCKPIT - MOMENTS LATER

The MB109s return with one on each side of the Clipper.

The MB109 fires a burst from its machine guns. The pilot motions for them to land.

William begins to motion wildly - gibberish in any sign language.

EDWARDS

What are you doing?

WILLIAM

Stalling for time. The further north we go, the better our chances of getting some air support.

EDWARDS

Sure you're not just pissing them off?

The MB109 pilot fires another warning shot. William gives a few more hand signals that end with flipping the MB pilot the bird.

The two MB109s veer off.

EDWARDS (cont'd)

Yup, you pissed them off.

EXT. DESERT SKY - CONTINUOUS

The first MB109 makes pass and strafes the top of the Clipper.

INT. CLIPPER - CARGO HOLD - CONTINUOUS

Bullets tear in through the top.

INT. CONTROL CABIN - COCKPIT - CONTINUOUS

William banks hard to avoid further damage as the MB 109 roars past.

Suddenly, something streaks toward the MB109 from above. An aircraft of some type with flames spitting from its nose.

The MB109 disintegrates in a huge fireball. The attacking plane disappears from view.

WILLIAM

You see that?

EDWARDS

What the hell was it?

The second MB109 passes over head but instead of attacking, it maneuvers to avoid being attacked. Again, a plane flashes down from above and shreds the MB109.

WILLIAM

Glad they're on our side.

EDWARDS

Look!

They now have a new escort. William looks out of the window and he's overwhelmed by a flood of emotion.

WILLIAM

It flies...

EXT. DESERT SKY - CONTINUOUS

The Clipper is flanked by two British RAF P38 Lightnings. The plane William dreamed of building since he was a kid.

INT. CONTROL CABIN - COCKPIT - CONTINUOUS

A voice with a British accent breaks in over the radio.

PILOT (V.O.)

Foxhound One to civilian flying boat.

WILLIAM

This is the Pan American Airlines, Clipper Courageous, man are we glad to see you.

PILOT (V.O.)

We have orders to escort you to Cairo.

WILLIAM

What's that you're flying?

PILOT (V.O.)

Germans call it "Der Gabelschwanz Teufel," the forked tailed devil. We call it P38 Lightning. The best damn fighter ever designed.

EXT. EGYPTIAN SKY - DAY

The Clipper flies past with the faces of the crew staring out of the windows - eyes wide in amazement.

CREWS POV

The Pyramids of the Giza Necropolis.

EXT. EGYPTIAN SKY - MOMENTS LATER

The Clipper soars past the great Sphinx of Giza.

EXT. CAIRO - DAY

Tanks and anti-aircraft guns are visible as the Clipper circles the sprawling city that's occupied by British and other Allied troops.

EXT. NILE RIVER - DAY

The Clipper lands smoothly on the Nile and taxis past a British RAF Sunderland flying boat and several Royal Navy patrol boats.

EXT. CAIRO PORT - DAY

Gun emplacements guard the port from the air and sea. LIEUTENANT BRUEBAKER, a British army officer and a half a dozen other SOLDIERS wait on the dock as the Clipper glides to a stop. Lance tosses the soldiers a mooring line from the anchor hatch.

William leads the crew from the Clipper and onto the dock where Bruebaker greets him with a handshake.

BRUEBAKER

Captain Manning, welcome to Cairo.
I'm Lieutenant Bruebaker...

An AIR RAID SIREN wails. Port soldiers and workers run for shelters.

BRUEBAKER (cont'd)

And your welcoming committee has arrived. Follow me. Chop Chop. Mustn't get you killed before tea with the Colonel.

Bruebaker leads hurriedly them from the dock toward a low building with its roof and entrance protected by sand bags.

Anti-aircraft guns BLAST away at the bombers above. They file into the air raid shelter with William lingering last. BOMBS explode at the docks behind him. He whirls around and sees smoke, fire and secondary EXPLOSIONS.

WILLIAM

The Clipper!

He instinctively stars toward the dock but is grabbed from behind and pulled into the shelter.

INT. AIR RAID SHELTER

BOMBS explode outside rattling the shelter and shaking loose dust onto the occupants. The British soldiers relax casually while William and his crew huddle on pins and needles.

EXT. AIR RAID SHELTER - LATERLOOKING AT ICAN

The bombing has stopped, but flames and smoke continue to billow from the dock area. The air raid siren goes silent.

The air raid shelter door opens and William is the first to exit, but stops and stares in shock as the swirling smoke reveals the destroyed patrol boats, and the Sunderland flying boat in flames.

The crew follow him as he rushes toward the dock fearing the worst until a gust of wind reveals the Clipper - fully intact.

EXT. CAIRO PORT - LATER

A British patrol boat tows the burned out hulk of the Sunderland flying boat away from the dock.

British soldiers operate a the pump on a fuel truck while Lance pumps fuel into the wing tanks under Jasper's watchful eye.

LANCE

Gotta hand it to the Brits. Not wasting any time getting us fueled and supplied.

JASPER

Suspicious if you ask me.

Les directs other soldiers as they load supplies onto the Clipper from a truck.

EXT. HOTEL - DAY

Sandbags protect the lower floor doors and windows. Soldiers stand guard and check identification of those entering what is now a command post for the British Army.

INT. HOTEL CONFERENCE ROOM - DAY

The conference room has been transformed into an office.

William and Edwards sit at a massive desk belonging to COLONEL Peterson who thumbs through a file folder.

PETERSON

Is it true you were rejected by your Army Air Corps?

WILLIAM

Yes sir.

PETERSON

I dare say they regret that now. I was an airman once. Sopwith Camel. Damn fine aircraft those camels.

WILLIAM

If you excuse me sir, I appreciate your flyboys saving our ass up there, but is there a point to our being here?

PETERSON

You Americans. Always in a hurry except to join this bloody war.

Peterson retrieves a folder marked "Top Secret" from his desk and slides it across the desk to William.

PETERSON (cont'd)

After the Jerry's destroyed our Sunderland we find ourselves in need of you and your flying boat.

William opens the file and glances at the contents.

WILLIAM

Operation Night Owl.

BRUEBAKER

Now that you yanks have joined the war this mission is of the utmost importance.

WILLIAM

Why are you asking me? I'm sure the RAF has more planes and dozens of pilots more qualified.

Peterson and Bruebaker's turn to laugh.

WILLIAM (cont'd)

I say something funny?

Bruebaker picks up the file on William.

PETERSON

You were the first pilot of a commercial airliner to shoot down a Japanese Zero.

WILLIAM

I didn't exactly shoot it down...

PETERSON

You rescued survivors from a sunken freighter, then destroyed a submarine.

WILLIAM

They made me mad.

PETERSON

You navigated by air using a child's globe.

WILLIAM

I've got a great crew.

PETERSON

You flew along the Burma road at an elevation of twenty feet to avoid detection. Flew fifteen hundred miles on automobile petrol.

WILLIAM

Ten.

PETERSON

I beg your pardon?

WILLIAM

The elevation. It was ten feet.

PETERSON

Of course. If you can think of a pilot with better qualifications than these I'd like to meet him.

BRUEBAKER

You're a legend, Captain Manning. Right up there with William Lindbergh. All the world is talking about you.

William lets those words sink in. There was a time when they would have mattered. William slides the top secret folder back to Peterson.

WILLIAM

We're not soldiers. We're civilians trying to get home.

EXT. CAIRO PORT - DAY

William and Edwards walk toward the dock area, but break into a trot as something wrong at the dock catches their eye.

EXT. CAIRO DOCK

Lieutenant Bruebaker along with squad of soldiers block access to the dock with rifles pointing at Clipper crew. William and Edwards arrive.

FISCHETTI

Skipper, they can't do this!

WILLIAM

What the hell's going on?

BRUEBAKER

By order of His Majesty under the War Powers act, this flying boat is hereby commandeered for use by the British Royal Air Force.

INT. HOTEL CONFERENCE ROOM

Peterson, a bemused look on his face, calmly lights a pipe as William bursts in followed by Bruebaker.

WILLIAM

Give us our plane back.

PETERSON
Not possible, I'm afraid.

Peterson slides a large manila envelop across his desk. William picks it up and looks inside.

WILLIAM
What's this?

PETERSON
Travel authorization. A train will take you and your crew across the African continent to Monrovia where a luxurious Liberian freighter will whisk you across the Atlantic to your Pan Am base in Natal, Brazil.

WILLIAM
That'll take two months!

PETERSON
I thought you'd be pleased. As you said yourself, you're civilians who only want to go home.

Peterson puffs his pipe. William seethes before storming out.

INT. HOTEL ROOM - BARRACK - DAY

It's an upper floor room that's been converted into a barrack for officers. Four bunk beds with a square table and chairs in the center. The envelop with the travel documents is visible on the table where Edwards and Lance sit writing a notes.

Fischetti lounges on an upper bunk. Les sits cross legged on a lower bunk playing solitaire. William limps as he paces.

LES
(to William)
Relax Skipper. You'll wear out your good leg.

William glares at him then bursts out laughing. William goes to the window and stares out.

Jasper enters wrapped in one towel, drying himself with another.

JASPER
Ah, feels great to shower.

LANCE
Smells better too.

Jasper throws the towel at Lance as Les joins William at the window.

LES
You thinking about that mission to Malta?

WILLIAM
The promise I made to Penny. To always make it home.

LES
Nice view.

The Clipper can be seen at the dock.

LES (cont'd)
The type of view that gives a man ideas.

EXT. CAIRO PORT - NIGHT

The Clipper rocks gently against her mooring lines. Figures emerge from the Nile and onto the water wing. William leads his water soaked crew inside the Clipper through the water wing hatch.

Edwards emerges from the anchor hatch and cuts the mooring lines. The current slowly and silently pushes the Clipper away from the dock into the center of the Nile.

INT. CONTROL CABIN

The crew has taken their stations. Edwards joins William in the cockpit. William turns on the engine magnetos then motions to Jasper who primes the fuel pumps then turns the four engines.

EXT. CAIRO DOCK

Peterson and Bruebaker watch the Clipper taxi to the center of the Nile then accelerate.

BRUEBAKER
You are taking quite a risk with those yanks.

Peterson puffs on his pipe as they watch the Clipper takes to the sky.

INT. CONTROL CABIN - NIGHT

The crew is at their stations. Les, who looks completely dry, provides towels.

LANCE
Where to, Skipper?

WILLIAM
Pan Am base at Leopoldville.

The crew exchange looks.

JASPER
Awfully nice of those Brits to fuel us up.

LES
They stocked the galley with enough provisions for a month.

FISCHETTI
Come to think of it, it was pretty easy for us to escape.

LANCE
And somebody left charts for the Mediterranean and this.

He holds up the Top Secret folder. William stands and addresses the crew.

WILLIAM
My brother gave his life so we can get home. Not so we can get killed on somebody else's mission.

LES
The mission is to take passengers from point A to point B. Isn't that what we do?

William exits the control cabin through the rear hatch.

INT. CAPTAIN'S OFFICE

William sits at his desk staring at the photos again. He searches Penny's eyes for an answer.

EXT. SKY ABOVE AFRICA - NIGHT

The Clipper flies south beneath a partial moon. A CHEER from the crew is heard and moments later the Clipper banks hard to starboard as she changes course.

EXT. SKY ABOVE MEDITERRANEAN SEA - NIGHT

The Clipper flies dark and low beneath a partial moon. Darkness broken by an occasional flicker of flame from the engine exhausts.

INT. CONTROL CABIN - COCKPIT - CONTINUOUS

The glow from instruments panel the only light. The crew is silent - the tension high.

WILLIAM

Lance, how are we doing?

LANCE

This heading should take us directly towards...

WILLIAM

Nevermind.

Through the windshield they see tracers streaking up into the sky from the anti-aircraft guns, shells exploding in the sky above the island and flashes from exploding bombs on the ground.

EXT. MEDITERRANEAN SEA - NIGHT

The Clipper touches down on the calm sea.

INT. CONTROL CABIN - COCKPIT

William throttles back and kills two engines.

WILLIAM

Slowing to idle speed. Lance, up top.

Lance grabs a pair of binoculars and climbs the stairs leading to the hatch.

EXT. MEDITERRANEAN SEA

The Clipper continues slowly toward the island of Malta where the battle continues to rage.

EXT. MEDITERRANEAN SEA - CONTINUOUS

Lance scans the dark waters around the Clipper. All seems safe.

The CAMERA SUBMERGES and pans on the Clipper as it passes. Beneath the calm waters we see that all is not safe - they are in the middle of a mine field.

The Clipper's shallow draft keeps above some, but they head directly for a mine that's just below the surface.

EXT. MEDITERRANEAN SEA

Lance lowers the binoculars and something in the water off to the side catches his eye.

He looks down as the Clipper taxis past a mine bobbing on the surface of the water.

CONTROL CABIN

Lance slides down the ladder without hitting a step.

LANCE

Stop all engines, we're in a mine field!

Jasper kills both engines.

MEDITERRANEAN SEA

Beneath the sea, the Clipper glides to a stop inches from the submerged mine.

CONTROL CABIN - COCKPIT

William and the others exchange fearful looks.

EDWARDS

What do we do now?

The radio crackles to life and startles them.

MALTA RADIO OPERATOR (V.O.)

Fortress One to Courageous, do you read me, over.

MEDITERRANEAN SEA - NIGHT

William stands in the anchor hatch. Lance continues on the lookout from the wing hatch.

A tugboat slowly tows the Clipper toward the dark side of Malta away from the aerial bombardment.

EXT. MALTA - NIGHT

The Clipper has anchored near sheer cliffs jutting upward from the sea. Crew from the tug boat cover the flying boat with camouflaged netting.

MEDETERRANEAN SEA - LATER

The tugboat chugs along making its way around the island. A SEAMAN on the bow keeps watch with binoculars. He suddenly waves frantically for the captain in the pilot house to kill the engines.

TUGBOAT - AFT DECK

William and the crew sit silently in the dark along with SMITTY, (40s) fisherman's cap, stocky build, the leader of the team. The engines fall silent and Smitty motions for them to keep quiet. And then they hear the sound of an approaching BOAT ENGINE.

Seaman quickly and quietly lower a rubber raft over the side.

SMITTY
(whispering to William's
crew)
In you go.

A seaman climbs in first followed by Jasper, Fischetti, Les, Lance and Edwards.

WILLIAM
(whispering)
What about you?

SMITTY
If we're lucky, that Nazi patrol
boat and this old tug will pass
like two ships in the night.

WILLIAM
If not?

Smitty raises his Sten submachine and quietly racks the bolt. William nods and climbs over the side into the raft.

RUBBER RAFT

Seaman and William's crew paddle away from the tugboat.

TUGBOAT

Smitty and the remaining crew crouch below the gunwale with submachine guns at the ready.

The German Patrol boat approaches in the night like a shark. A search light blazes on piercing the darkness and sweeping wide missing the tugboat.

The light sweeps the other direction, but falls short of the rubber raft as the patrol boat motors away.

EXT. MALTA - NIGHT (ESTAB.)

The city of Valletta sprawls upward from the grand harbor, the main base for the British royal navy.

Fort Saint Elmo, the five-hundred-year-old fortress, has been once again called in to service to repel an attacking force, only this time, its from the sea and the air.

EXT. MALTA - ROCKY SHORELINE - DAWN

The first fingers of morning lights extend across the sky. FALCO a bearded man in his sixties, dark clothes, skull cap watches as the rubber raft approaches.

The seaman jumps from the raft with a line and pulls it forward onto the sand.

William, Edwards, Lance, Fischetti, Les and Jasper jump from the boat and follow the seaman as he leads them to Falco.

FALCO

Welcome to my island. I'm warden
of the ditch you'll be bunking in.

FISCHETTI

The ditch? Not sure I like the
sound of that.

Falco leads them down a well worn path toward the fort.

EXT. THE DITCH - DAWN

The ditch is a stone viaduct that separates Valetta from its neighboring city. The walls extend thirty feet on both sides with a narrow walkway at the base of the "V."

Dim light seep past curtains covering caves that have been carved into the sides of the ditch from the base to the top. A FAMILY huddles together on the bottom level cave.

Falco leads William and crew along the walkway and stops at a rough ladder that has been chipped from the rocks.

FALCO

Up you go, mates. G17 awaits.

William looks up. The caves have numbers above the entrances like regular house addresses. G17 is three levels up.

William begins the climb and the crew follows.

INT. CAVE G17 - DAWN

William and the others enter past a thick dark curtain. The cave, illuminated by the glow of a single kerosene lantern, runs deep into the cliff. Beds have been made from hay and blankets. A few sticks of furniture. Crusty bread, cheese and a bottle of wine visible on a low table.

INT. CAVE G17 - LATER

The crew has settled in.

TOLMAN (O.S.)

Permission to enter?

WILLIAM

Sure.

Felton TOLMAN, (40s), British, balding, bespectacled, parts the curtain and enters.

TOLMAN

My name's Tolman. Felton Tolman.
I'm the reason you are here.

INT. CAVE G17 - MOMENTS LATER

The crew huddle around Tolman as he uses a stick to draw a crude sketch of the Mediterranean sea with Italy to the north, North Africa to the south and the final touch is a small circle between the two.

TOLMAN

The island of Malta is all that's keeping German and Italian forces from conquering North Africa.

LANCE

Which is why the bombardment.

TOLMAN

They send supply ships. British torpedo boats sink them. They send cargo planes. The RAF shoots them down.

WILLIAM

What's that got do with us?

TOLMAN

I'm chairman of the Aeronautical Research Committee. We've developed several technologies that can save lives and shorten this war. Our government had the good sense to agree to share our breakthroughs with our allies.

WILLIAM

You have this technology with you?

TOLMAN

Plans, designs, prototypes. America has the capability to put this technology into production.

WILLIAM

The sooner it gets there the better.

TOLMAN

Precisely.

Rising to leave.

TOLMAN (cont'd)

Get some rest. It's much harder to get off this island than it is to get on.

EXT. GRAND HARBOR - JETTY - NIGHT

CREWMEN help Tolman, his wife MAGGIE and two young sons KYLE and TRENT board a heavily armed British Navy Motor Torpedo Boat (MTB). Crewmen follow with their suitcases.

William and his crew give one last look at Grand Harbor then board. Smitty casts off the final stern line and jumps aboard.

EXT. MEDITERRANEAN SEA - NIGHT

The MTB has tied up along side the Clipper's water wing. The camouflage has been removed and Crewmen transfer Tolman's luggage from the MTB to the Clipper.

CLIPPER AFT CABIN

William leads Tolman and his family through the aft cabin to a door marked "Aft Suite." He opens it and steps aside for them to enter.

AFT SUITE

The suite looks more like an upscale hotel room replete with queen size bed, vanity, chaise lounge and work desk. The two boys rush in and jump on the bed. Tolman and Maggie stare in stunned silence.

MAGGIE

A bed. A real bed.

EXT. CLIPPER

Smitty watches as two Crewmen bring a crate with "STEN" stenciled on its top from the MTB and into the Clipper. They pass William as he exits the Clipper.

WILLIAM

What was that?

SMITTY

A bit of a going away present, if you will. You'll know when to open it.

William extends his hand and they shake.

WILLIAM

Thanks for all your help.

SMITTY

God speed, Captain Manning. God speed.

CONTROL CABIN - COCKPIT

William takes his seat in the pilot's chair.

WILLIAM

Let's go home.

He reaches up and turns on the engine magnetos.

Back in the control cabin, smoke and sparks shoot from the side of the engine control panel. The cabin lights go out and dim emergency lights come on.

Jasper quickly shuts down the engines.

WILLIAM (cont'd)
What the hell happened?

JASPER
Starter relays. Need to be replaced. Won't take me long.

WILLIAM
Are you familiar with the term "sitting ducks?"

JASPER
I'll make it quick.

EXT. MEDITERRANEAN SEA - NIGHT

The silence is broken by the throb of an APPROACHING ENGINE.

A German patrol boat heads towards the Clipper.

CLIPPER - SALON

Fear strikes Tolman, Maggie, Kyle and Trent. Les enters.

LES
Don't worry. Generator fuse. Jasper will have them changed in a jiffy.

Tolman takes Maggie's hand reassuringly.

CLIPPER - CONTROL CABIN

Jasper replace the cover below the engine control panel.

JASPER
She's ready for a try.

William reaches for the magneto switches again when suddenly the night turns into day.

EXT. MEDETERRANEAN SEA

A flare arcs across the sky illuminating the German patrol boat fifty yards off the port side of the Clipper.

Its forward twin 20mm cannons and aft twin .50 Caliber machine guns locked and loaded and ready to shred the Clipper.

CLIPPER - CONTROL CABIN

Les appears at the stairway from below.

LES
We've got company.

WILLIAM
Buy us some time. They won't shoot. They want us alive and the Clipper intact.

Les looks at his fellow crewman.

LES
Whatever you decide I'm in as long as it doesn't include surrender.

He disappears below. William studies the faces of his crew.

EDWARDS
We can't let them take Tolman.

EXT. CLIPPER

The flare fades into the sea and a power spotlight from the Patrol Boat trains on the Clipper.

The water wing door opens and a hand extends waving a white linen napkin. Les slowly steps out with his hands up.

EXT. CLIPPER - OPPOSITE SIDE

A cargo hatch is open. William helps Tolman and his family from the Clipper and into a rubber raft then hands him a suitcase.

WILLIAM
This the one with the secrets?

TOLMAN
And a cavity magnetron.

WILLIAM
That the thing that's going to save lives?

TOLMAN
Countless allied lives.

WILLIAM
Then shove off.

TOLMAN
You're not the type to surrender.

WILLIAM
It's more important for you to make
it to America than me and my crew.
Now go.

CLIPPER - DINING SALON

William joins the crew that have gathered around the STEN crate. Jasper rips the lid off revealing Sten submachine guns and ammunition clips.

WILLIAM (cont'd)
I'm willing to bet those German are
not familiar with the Boeing 314.
That gives us the element of
surprise.

William removes a Sten, inserts a clip then racks the bolt. All are in silent agreement.

WILLIAM (cont'd)
Edwards, into the anchor hatch.
Lance, top side. Fish, into the
engine nacelle. Jasper, you're
with me. Wait for my signal.

EXT. MEDITERRANEAN SEA

Les keeps his hands visible shields as he shields his eyes from the spotlight. An amplified voice booms across the water.

PT BOAT CAPTAIN (O.S.)
(in German)
Passengers off the plane!

Les mimes "I don't understand."

PT BOAT CAPTAIN (O.S.) (cont'd)
(in German)
Tell the pilot. Everyone off the
plane, now!

LES
 (waving, smiling then
 shouting back in Spanish)
 How about you go screw yourself?

Machine gunner FIRES A VOLLEY in the air. Les gets the message. He motions for them to wait then enters the Clipper.

William steps from the salon, his hands raised. The searchlight fixes on him.

PT BOAT CAPTAIN (O.S.)
 (broken English)
 Surrender your plane or you all
 will die.

William suddenly hits the deck. Jasper, who was hidden behind him in the doorway, opens fire. The patrol boat has been taken completely by surprise.

Bullets shatter the searchlight and kill the crew manning the forward cannon.

On the wing, the engine nacelle door flies open followed by a HAIL OF BULLETS as Fish joins in.

Lance pops up through hatch on top of the plane with his GUN BLAZING.

The boat lurches forward to try and escape as Les OPENS FIRE from the mooring locker door.

The patrol boat cuts across the bow where Edwards jumps up from the anchor hatch and rakes the length of the boat with GUNFIRE. Bullets strike the engine compartment and the gas tank explodes.

EXT. CLIPPER - NIGHT - LATER

Tolman and his family are helped back aboard.

CONTROL CABIN - COCKPIT - MOMENTS LATER

William slides behind the yoke as Edwards takes the co-pilot's seat.

WILLIAM
 Let's go home.

He reaches up, switches on the magnetos. Moments later the ENGINES FIRE UP.

EXT. MEDITERRANEAN SEA - MORNING

Dawn begins to break. The Clipper picks up speed, lifts off and disappears in the fog.

EXT. MALTA - MORNING

The sun begins to burn away the fog above the harbor.

EXT. FORT ST. ELMO - MORNING

The GUN CREWS, drained from the nights assault, stir and search the sky for the source of the incoming engines.

They give a rousing CHEER as they recognize the Clipper.

William wags her wings in a final salute as they head across the island and begin the final leg of their journey home.

INT. CLIPPER - CONTROL CABIN - DAY

The crew is relaxed and calm.

EXT. ATLANTIC OCEAN - SKY - DAY

The Clipper flies directly toward a storms' dark clouds and flashing lightning.

EXT. ATLANTIC OCEAN - SKY - NIGHT

The Clipper plows her way through a torrential downpour as LIGHTNING CRACKS above her.

INT. CONTROL CABIN - COCKPIT - NIGHT

William sweats bullets as he grips the yoke and works the pedals as winds gale force winds buffet the Clipper.

INT. CLIPPER - DINING SALON - DAY

Turbulence bucks and rocks the Clipper. Tolman Maggie, Kyle and Trent hold on for dear life. The bumpy ride is fun for the boys, but Maggie keeps a barf bag at the ready.

CONTROL CABIN - COCKPIT

William and Edwards continue to battle the elements.

WILLIAM

Jasper, give me full power. I'm going to try and get us above this stuff.

CONTROL CABIN - ENGINEER'S STATION

Jasper pushes the engine power levers to the max.

EXT. ATLANTIC OCEAN - SKY - CONTINUOUS

The Clipper ascends into the clouds, but not fast enough.

A bolt of LIGHTNING arcs across the sky striking the Clipper sending the plane into a dive.

INT. CLIPPER - CONTROL CABIN - CONTINUOUS

The yoke twists and jerks forward. William pulls back on the yoke leveling her off, but the storm continues to rage.

WILLIAM

That was fun.

Turning to the crew in the cabin behind him.

WILLIAM (cont'd)

Damage report.

Jasper scans the engine gauges.

JASPER

Engines running smooth, but the headwind from that storm costs us a lot of fuel.

WILLIAM

How about the radio?

Fischetti bangs on the side of the radio console.

FISCHETTI

Toast, skipper.

WILLIAM

Well un toast it. We need that navigation homing beacon.

FISCHETTI

On it, Skipper.

WILLIAM

Lets try that again.

He pushes the engine throttles to the max and pulls up on the yoke. The Clipper noses up and the driving rain gives way to dark clouds, lighter clouds and finally blue sky and afternoon sunshine.

INT. CONTROL CABIN - COCKPIT

Sighs of relief.

WILLIAM
Take over.

EDWARDS
Sure Skipper.

William climbs from the cockpit.

EXT. NEW YORK CITY - DECEMBER 1941 (ESTAB.)- DAY

From Long Island to Manhattan, the city is united as never before as city and the nation prepare for Christmas under the specter of war.

INT. HOTEL SUITE - DAY

Pan American Airways has spared no expense for the wife and family of their celebrated hero.

Penny waddles to answer a KNOCK at the door.

She opens it and is meet by two dour faced ARMY INTELLIGENCE OFFICERS.

OFFICER #1
Mrs. Manning? Mrs. William
Manning?

PENNY
Yes.

OFFICER #1
May we come in?

PENNY
Of course.

The two men enter and she closes the door behind them. They fidget nervously before speaking.

OFFICER #1
Mrs. Manning, we're from Army
Intelligence.

She speaks to the baby in her belly.

PENNY

I'll bet these men are here to give mommy some bad news, yes they are, but they don't know your daddy like I do.

Her baby talk drives them crazy.

OFFICER #1

Mrs. Manning, I don't know how to say this but to just say it. We've lost radio contact with your husband's plane.

Penny continues rubbing her belly and talking to her unborn baby.

OFFICER #1 (cont'd)

We expected to hear from him when they reached the ETP point.

PENNY

Your daddy's been out of radio contact before. Haven't these silly men ever heard of radio silence?

She finally turns to them.

PENNY (cont'd)

What was my husband's last reported ETA to New York?

OFFICER #1

Uh, 0800 hours.

PENNY

Then I suggest you prepare for his arrival tomorrow at 8:00 am. I'm sure he's having a grand ole time winging across the Atlantic.

INT. CLIPPER - CONTROL CABIN - LATER

Fischetti and Lance work on the disassembled radio console. Jasper feathers the levers on the engine console to minimize fuel consumption.

William ascends from the deck below and enters the cockpit. The crew take notice of how sharp he looks then down at their grubby clothes.

CONTROL CABIN - COCKPIT

Edwards gives William the once over as he sits in his chair and takes the yoke.

INT. CONTROL CABIN - LATER

The entire crew have changed into their full Pan Am uniforms.

EXT. SKY ABOVE ATLANTIC OCEAN - NIGHT

The Clipper continues to fly above the clouds beneath the light of a partial moon. Lightning flashes are visible through the clouds below them.

INT. CONTROL CABIN - NIGHT

Edwards pilots the Clipper. William stands at the radio console with Lance and Fischetti staring down at the disassembled mess.

FISCHETTI

Sorry skipper. Whole system is
FUBAR,

WILLIAM

How's our fuel?

Jasper checks the fuel gauges.

JASPER

If I were a praying man I wouldn't
be praying just yet, but I'd be on
my knees.

WILLIAM

We know where we are. We know
where we want to go. We don't
know if we're headed in the right
direction or if we have enough fuel
to get there. Does that sum it
up?

The crew exchange worried looks.

WILLIAM (cont'd)

We've been through worse.

EXT. ATLANTIC OCEAN - SKY - DAWN

Dawn begins to break as the Clipper continues her journey west above the clouds.

INT. CONTROL CABIN - DAWN

William and Edwards pilot the Clipper in silence.

Jasper reaches up and taps the four fuel tank gauges. All are in the red and near zero.

WILLIAM

I'm going to take us down for a look. We should be over land by now.

EDWARDS

We go down we won't have the fuel go climb back up if we need to.

WILLIAM

Jasper, cut engines two and three.

Jasper follows the command.

William pushes the yoke forward and the plane descends through the clouds revealing a beautiful sight.

LANCE

Look! Coney Island!

EXT. SKIES OVER BROOKLYN, NEW YORK - MORNING

The Clipper flies over Brooklyn towards Staten Island.

INT. CLIPPER - DINING SALON - MORNING

Tolman and his family stare out of the window at Lady Liberty.

EXT. LAGUARDIA AIRPORT - MARINE AIR TERMINAL - MORNING

GOVERNMENT OFFICIALS, Military Intelligence and a few select PHOTOGRAPHERS wait at the end of the jetty along with Juan Trippe, and FAMILY MEMBERS of the crew.

A CHEER goes up as the Clipper is sighted on approach.

INT. CONTROL CABIN - MORNING

The crew looks down at the welcoming crowd.

FISCHETTI

Look at all those people.

LANCE

You'd think we'd won the world series.

EXT. LONG ISLAND SOUND - MORNING

The Clipper comes in for a perfect landing. A flotilla of boats - all shapes and sizes escorts the flying boat as it taxis toward the LaGuardia Marine Air Terminal.

EXT. MARINE AIR TERMINAL - JETTY - LATER

The Clipper has docked and mooring lines secured. The door above the water wing opens and Les steps out then turns and helps Tolman and his family from the water wing to the jetty.

Military intelligence OFFICERS escort Tolman and his family and their luggage up the jetty and into waiting cars. The motorcade whisks them away amid blaring sirens.

Jasper, Fischetti, Lance, Edwards and finally William join Les on the water wing. They are met with APPLAUSE as they walk up the jetty. Cameras flash. Newsreel cameras roll. Family and well wishers mobbed them when they reach the dock.

William searches the crowd calling out for Penny. Juan Trippe pushes his way through the crowd to him.

TRIPPE

Well done, William. Well done.

WILLIAM

Penny. Where is she?

Trippe grabs him by the arm and pulls him away from the crowd.

TRIPPE

This way. We have a car waiting.

Juan leads him to a car where he's rushed away with a police motorcycle escort.

INT. HOSPITAL - DAY

William rushes down a hall and through doors marked 'Delivery Room.'

HOSPITAL - DELIVERY ROOM

Penny is attended to by a NURSE and a DOCTOR. She brightens when she sees William.

DOCTOR
Congratulations, it's a boy.

WILLIAM
A son....

The nurse wraps the baby and hands him to Penny.

PENNY
Oh, he's beautiful.

WILLIAM
Daddy's little pilot.

PENNY
The only thing he's going to fly is
a kite.

Penny bursts into tears and takes him in his arms.

DOCTOR
Have you named him yet?

DEXTER
Dexter.

PENNY
But Dexter is...

They look into each others eyes. The pain in his tells her something has happened. They embrace.

EXT. MARINE AIR TERMINAL - JETTY - LATER

The crowd has dispersed. A passing tugboat sounds its HORN in a salute to the scorched, scared and bullet riddled Clipper - she's lived up to her name, The Clipper Courageous.

THE END