

MEMPHIS BELLE

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FOR EDUCATIONAL
PURPOSES ONLY

MEMPHIS BELLE

FADE IN:

1 EXT. FIELD - DAY

A football game is in progress. Six guys on each side, all in their late teens and early twenties, wearing khaki pants, work shirts, T-shirts. OVER, we hear the voice of BRUCE DERRINGER. The first player we see is VIRGE HOOGESTEGER.

BRUCE (V.O.)

Virge Hoogesteger., What kind of name is that? Nicknamed 'The Virgin.' Well, look at him. Poor kid probably tries to get a girl into bed and she wants to make him brush his teeth and wash behind his ears.

Then we see JACK BOCCI bulldozing down one of the defense players.

BRUCE (V.O.)

Look at this goon. Jack Bocci from Brooklyn. He's a magician. Wants to be the next Houdini. Well, he's escaped twenty-four missions. Not bad for an amateur.

Next, EUGENE McVEY nervously making a play.

BRUCE (V.O.)

This is the religious one. There's always a religious one. Eugene McVey. Nineteen from Cleveland. There's always one from Cleveland. High strung, nervous, always coming down with something. How'd he get in this bunch?

Next, we see RICHARD "RASCAL" MOORE showing off.

BRUCE (V.O.)

Rascal? That can't be his real name. Here we go. Richard Moore, but called the Rascal. Thinks he's a real ladies man. Talks dirty, the whole bit. Well, he'll grow out of it. If he grows at all.

Then we see CLAY BUSBY, coolly running with the ball.

(CONTINUED)

1 CONTINUED:

BRUCE (V.O.)

Clay Busby, a farmer's son from Louisiana. Plays piano and sings. Listen to this. Learned piano in a New Orleans whorehouse. Better keep that out of the papers.

Last, we see DANNY DALY. He has the ball and is going for the touchdown as his team urges him on.

BRUCE (V.O.)

Oh boy, this kid couldn't be more Irish if he tried. Even his name, Danny Daly. He's the intellectual. Writes poetry. Likes to read. Hates sports.

Danny makes the touchdown. He shouts with exhilaration and raises the ball in triumph. Just then, a huge olive drab B-17 bomber appears out of nowhere and roars directly overhead. The game is forgotten and everyone starts running towards a short, boxy control tower. Now we see that the football field is a grassy area on the side of an air field with three intersecting runways. Men are coming from all over the base, on foot and bicycle, shouting out the number of planes: five, seven, nine, twelve! Planes are appearing all over the sky.

EUGENE

Fifteen, sixteen!

JACK

How many went out?

DANNY

Twenty-one.

VIRGE

There's another!

We MOVE UP TO the control tower. The balcony is crowded with men. THROUGH the window we see the CO (Commanding Officer) on the phone.

1A INT. CONTROL TOWER - DAY

The CO is in his early thirties, impeccably-dressed. He's in charge and handles his many responsibilities efficiently -- no detail is too small. In the b.g. are the adjutant and other personnel.

(CONTINUED)

1A CONTINUED:

CO

Sir, they're still coming in.
How can I promise you 24 planes
tomorrow when they're not even
back?

The adjutant comes up to him with some papers, the CO
grabs them and motions the adjutant away. The CO is
shocked by what he hears. He speaks quietly.

CO

Where? But we hit that target a
month ago, sir. I thought...

The voice on the other end interrupts.

CO

I know we have to put the pressure
on, but I almost lost a quarter of
my...

The S-2, a scholarly, bespectacled young man, comes in
from the balcony and waits to get the CO's attention.
Frustrated, exasperated, the CO listens to the voice on
the other end.

CO

Yes, sir. Yes, sir, I'll have my
ground crews work all night. I
was hoping to give them a little
break. We're having a dance
tonight in honor of the Group's
first anniversary...

(interrupted again)

Yes, I'll give you an update as
soon as I know more. Thank you,
sir. Goodbye.

He hangs up. He's shaken by the news he's received.

S-2

Sir, eighteen planes. Three still
out.

He nods, then hurries out the door to the balcony.

2 EXT. CONTROL TOWER BALCONY - DAY

On the balcony, COLONEL BRUCE DERRINGER. Bruce is in
his mid-thirties, has all-American good looks and an
easy-going charm that he can turn on and off at will.
Bruce isn't watching the planes landing. He's looking
down at the lawn below. The CO comes out on the balcony
with the S-2.

(CONTINUED)

2 CONTINUED:

BRUCE

So that's them.

CO

Those are the enlisted men.
You're meeting the officers
this afternoon.

BRUCE

They must be the ten luckiest
sons of bitches in the world.

CO

They're ordinary men, Bruce.

2A BRUCE'S POV

FROM the balcony DOWN TO the control tower lawn where
our six boys are just joining the crowd below.

BRUCE (O.S.)

Are you kidding? First, they
volunteer for this, then they
do 24 missions without a scratch.
They don't sound very ordinary
to me.

S-2

Two more, sir.

2B EXT. CONTROL TOWER BALCONY - DAY

The CO looks out at arriving planes through his
binoculars.

BRUCE

You know, people at home are
getting pretty discouraged by our
losses. They're starting to think
daylight bombing is a mistake.

CO

It's the only way we're going to
win this war.

BRUCE

You're right, and we've got to
get that message across. That's
where I come in. The nation's
going to fall in love with those
boys. The first crew in the
Eighth Air Force to complete their
tour of duty.

(CONTINUED)

2B CONTINUED:

CO
They haven't done it yet.

BRUCE
They will. You'll make sure of
it.

He leans on the balcony and looks down at the crew. We
MOVE DOWN TO them.

3 EXT. CONTROL TOWER LAWN

The six boys anxiously watch for the last plane.

DANNY
One more. It'd be great if
everyone came back today. With
the dance and everything.

CLAY
I give them four to one. Any
takers?

JACK
Me.

CLAY
Show me your money, Jack.

JACK
Gene, lend me some money.

EUGENE
What do I look like, Wells Fargo?

DANNY
There they are!

Danny points out at the horizon. The boys are relieved.
They push each other around a little, then turn and start
walking across the field towards the barracks. SOUND:
ENGINE SPUTTERING. (The following dialogue can be used
as the men walk away, if needed.)

VIRGE
I heard they brought in a swell
band for the dance tonight.

DANNY
Clay, maybe they'll let you sing
with them.

CLAY
No siree.

(CONTINUED)

3 CONTINUED:

EUGENE

You sing to us in the plane all the time.

CLAY

Yeah, but you guys ain't got no taste.

4 OMITTED

&

5

5A EXT. BASE - DAY

The plane is coming in to land. It has two feathered props and only the left front wheel is down. The wheel touches the runway and the plane immediately tips to the right. It pivots on its single wheel, scraping its belly on the runway. The props on the right side bend back, slowing the PLANE's spin. It starts to come to a halt, but just as it looks like it's safe, it EXPLODES in a sudden fiery blast.

5B EXT. CONTROL TOWER LAWN - DAY

The six boys recoil with shock and disbelief. Danny watches as long as he can, then turns away -- he can't stand it anymore.

6 EXT. CONTROL TOWER BALCONY - DAY

Bruce is also looking at the burning plane with horror. The CO is stony-faced. He shows no surprise and little emotion -- he's seen it too often before.

CO

Come on, Bruce, you wanted to meet the officers of the Southern Belle.

BRUCE

Jesus, what happened? They were almost home.

CO

Almost. The pilot came in on one wheel. He should have belly landed.

(CONTINUED)

6 CONTINUED:

BRUCE

Are they all... ?

CO

What do you think? Let's go,
Bruce.

He starts off the balcony. Bruce follows, but looks over his shoulder once more at the burning plane.

6A EXT. BASE - DAY

The PLANE continues to burn. There's another small EXPLOSION inside the plane and this BECOMES the white flash of a photographer's camera.

7 OMITTED

thru
10

11 INT. MESS HALL - DAY

DENNIS DEARBORN is sitting stiffly in a chair, the bomb group symbol behind him on the mess wall. Dennis, at twenty-six, is the oldest of the crew. He's a serious young man -- you never catch him smiling or relaxing. His photo has just been taken by a Life Magazine photographer. Bruce is behind the camera, interviewing Dennis.

BRUCE

You named the plane after your girl back home, that's a great angle. You don't sound like you're from the South, Captain Dearborn.

DENNIS

I met her when I was in Memphis on business.

BRUCE

I bet she's a living doll, huh, Dennis?

Dennis looks up at Bruce -- he doesn't like his tone at all.

DENNIS

She's a very fine woman, sir.

(CONTINUED)

11 CONTINUED:

Flash. Now LUKE SINCLAIR, the co-pilot, is in the chair. Luke is twenty-five and about as handsome as they come. He's relaxed, smiling. He loves the attention.

BRUCE

A lifeguard. That's a pretty responsible job, Luke.

LUKE

Yeah, it's rough basking in the sun all day, having girls swarm all over you. That's why I joined up. Had to get away from all that.

Flash. Now VAL KOZLOWSKI the bombardier, is sitting in the hotseat. Val has Latin good looks and a street fighter's body. He's a pretty intense guy. He squirms, pushes at his hair, tries to loosen his collar, straighten his tie.

BRUCE

Val. What's that short for, Valentine? I bet the women love that. You're the bombardier and I understand you've got four years of medical school under your belt.

VAL

Yeah. Well, something like that.

BRUCE

(interrupting)

Believe me, when your picture comes out in Life Magazine, every man, woman and child in America is going to want you to be their doctor.

Val brightens at this. Flash. Now PHIL LOWENTHAL is in the chair. Phil's in his early twenties, with a lot of hair and a lot of teeth. He slumps in the chair, moody and gloomy. He'd like to be anywhere but here.

BRUCE

Phil, look at the camera. Sit up straight. Smile.

PHIL

What's there to smile about, sir?

BRUCE

You guys have finished 24 missions.

(MORE)

(CONTINUED)

11 CONTINUED: (2)

BRUCE (CONT'D)

One more and you get to go home.
That would sure make me smile.

PHIL

Well, you're not me, sir.

(to the
photographer)

Please just take the picture.

He looks up at the camera, a big cloud over his head.
Flash.

12 INT. MESS HALL - DAY (LATER)

Dennis, Luke, Phil and Val are sitting at a table as
Bruce addresses them.

BRUCE

You'll go back home in your own
plane and fly all over the States,
making speeches, getting people to
buy more war bonds, work longer
hours, turn out more planes. And
believe me, you'll be wined,
womened and songed from one end of
the U.S. to the other. It'll be
tough, but we all have to make
sacrifices.

He laughs.

LUKE

Sir, you mean we're going to be
famous?

BRUCE

Afraid so, Luke.

Luke whoops. He pounds on Val and Phil a little. Val
pushes him away. Phil is hunched over, miserable.

DENNIS

Colonel Derringer...

BRUCE

Bruce.

DENNIS

We'll follow your orders to the
best of our...

(CONTINUED)

12 CONTINUED:

BRUCE
 (interrupting)
 It's not an order, Dennis. We're
 working together.

DENNIS
 Yes, sir, but I don't want the
 other men finding out about this
 yet.

LUKE
 Their pictures in Life? Wine,
 women and song? You've got to
 tell them! They'll go nuts!

DENNIS
 I don't want them going nuts.
 Right now I want them thinking
 about their jobs and that's all.

LUKE
 Come on, we could do our jobs in
 our sleep! Why can't they know?

DENNIS
 Because I said so.

LUKE
 My father used to say that.

Dennis and Luke glare at each other.

BRUCE
 Dennis, you're the boss. Tell
 your crew when you think it's
 right. Gentlemen, thank you for
 your time.

Dennis, Luke, Phil and Val start getting up from the
 table.

13 INT. BARRACKS - NIGHT

A big tin-roofed Nissen hut, six beds on each side and a
 HISSING potbellied STOVE in the center. Two crews bunk
 in here, our enlisted men and another crew. In the b.g.,
 a NEWS REPORT is heard on the RADIO, then MUSIC begins.
 There's lots of activity as men get ready for the dance.
 Jack is involved in a poker game at one end of the room.
 At the other end, Clay is wrenching off the padlock on a
 locker at the foot of a stripped bunk.

(CONTINUED)

13 CONTINUED:

Danny is loading film in his box camera. (This whole scene seesaws between the ominousness of sorting through the dead man's things and the fun and excitement of getting ready for the dance.)

DANNY

Clay, shouldn't you let the sergeant go through Becker's stuff?

EUGENE

The sergeant'll just send it all to Becker's widow. We don't want her getting anything embarrassing, Danny.

The lock comes off, Clay opens the locker and starts sorting through the contents. Eugene is putting on his socks. He sniffs them and gags.

EUGENE

Anyone got any clean socks?

CLAY

Hershey bar.

VIRGE

Me, me!

Clay tosses it to him. Virge rips it open and starts eating it. Around Virge's bunk are drawings of a restaurant. As he munches the candy bar, he studies them.

VIRGE

Anyway, Danny, then I'm going to open a whole bunch of restaurants, exactly like the first one. So you can go to Detroit and get the exact same hamburger you got in Baltimore.

DANNY

Virge, nobody wants the same old food everywhere they go.

VIRGE

Sure they do. It's comforting.

CLAY

Love letters.

EUGENE

Wife or girl friend?

(CONTINUED)

13 CONTINUED: (2)

Clay opens one and reads it.

RASCAL

Read 'em out loud! Get me in the mood for tonight.

CLAY

Girl friend.

He tosses the letters to Virge, who puts them in the stove.

EUGENE

Does Becker have any clean socks in there?

Eugene goes over to the locker, searches for socks. Clay puts the next few items in a pile on the bed.

CLAY

Air medal, photos, pocket knife. Dirty book!

DANNY

I'll take it.

Clay tosses the paperback to Danny: God's Little Acre, with a lurid cover. Danny flips through it. In the middle is stuck: a four-leaf clover wrapped in cellophane.

DANNY

Look. Becker forgot his good luck charm.

VIRGE

Poor slob.

EUGENE

He should of worn it around his neck. Then you never lose it.

He kisses his St. Anthony medal.

CLAY

Rubbers.

RASCAL

Dibs!

Clay tosses them to him. Then puts some other things on the bed in the widow's pile: money, a compass, a diary.

(CONTINUED)

13 CONTINUED: (3)

RASCAL

We know Virge the Virgin won't need them. Virge, you gotta promise if you ever lose your cherry, you'll tell me about it.

VIRGE

I'll send it to you. C.O.D.

Eugene starts searching his bunk area. Jack comes running up and takes some money from the pile on Becker's bunk.

JACK

Becker owed me ten.

DANNY

Jack, don't take his money!

JACK

He owed it to me! Hey, what do you guys know about Germany?

EUGENE

Pretty women.

DANNY

Good beer.

VIRGE

The hamburger's named after a town there.

JACK

Well, a little bird told me that's where they're sending us tomorrow.

The men react with disbelief and shock.

EUGENE

You sure?

RASCAL

We ain't going to Krautville. Our plane's broke.

VIRGE

No, it's fixed.

RASCAL

Christ, let's go break it!

(CONTINUED)

13 CONTINUED: (4)

VIRGE

Anybody want the rest of this
stuff?

Virge, Danny, Rascal, Jack and Eugene start towards the
bunk.

SHOT FROM ABOVE

Clay dispenses the rest of Becker's possessions with the
other men standing around the bunk.

CLAY

Deck of cards. Razor blades.
Lucky Strikes. Shoelaces. Pack
of Doublemint...

Rascal takes the cards, Jack the razor blades, Danny the
cigarettes, Eugene the shoelaces, Virge the gum. We
start to hear BIG BAND MUSIC and we're in --

14 INT. AIRPLANE HANGAR - NIGHT

It has been turned into a dance hall for the night:
streamers, a mirror ball, a bar and a big band. The
dance is in full swing. Jack is dancing with a shy
skinny girl and Eugene is dancing with a boisterous big
girl. It looks like they're with the wrong partners.
Eugene swings under the big girl's arm, kicks Jack in
the butt when his back is turned, then quickly swings
back into the big girl's arms. Jack looks around, but
has no idea where the kick came from.

ON DANNY

He snaps a picture of them.

CUT TO:

RASCAL

talking to a pretty English girl, FAITH. He's really
milking this for all the sympathy he can get.

RASCAL

Now they're saying maybe we're
going to Germany tomorrow... my
short, young life could just be
snuffed out in an instant.

(MORE)

(CONTINUED)

14 CONTINUED:

RASCAL (CONT'D)

I volunteered 'cause I thought it would be fun. I never thought I could get...

He chokes up. Faith looks away.

FAITH'S POV - VIRGE

standing across the room, alone, shy and very cute.

CUT TO:

RASCAL

is so wrapped up in his pitch he doesn't realize Faith's attention has wandered.

RASCAL

Oh, Faith, when I think I might never see the stars again or hear good music or talk to a beautiful girl like you...

(wipes away a tear)

Sorry. You need a drink. I'll be right back.

He takes her glass and hurries over to the bar. It's packed. Val is there, checking out the girls on the dance floor.

RASCAL

She's crazy about me. She's going to jump on me any second.

He burrows his way into the crowd. Phil comes up with a brimming glass of whiskey. He's already a little drunk.

VAL

Phil, come on, you've had enough.

PHIL

How come they brought Life Magazine over and everything? Are they trying to jinx us?

VAL

Just forget it. Let's find us a couple girls.

Val looks out at the dance floor. Phil comes up to him, close.

(CONTINUED)

14 CONTINUED: (2)

PHIL

Val, tell me the truth. The truth.
Are you scared?

VAL

I'm Val. Come on.

He takes Phil's glass from him, sets it down on a nearby table and pulls Phil toward the dance floor.

CUT TO:

FAITH

is with Virge. He's excitedly talking about his restaurant.

VIRGE

You've never had a hamburger?
That's unbelievable. You don't
know what you're missing.

FAITH

They sound wonderful. It's been
so long since I've had any meat.

Virge takes Faith's hand and demonstrates his technique. He has no idea he's turning her on.

VIRGE

See, I work the meat very slowly,
very tenderly. That's the secret.
Rub in a little Worcestershire, a
little garlic, a little thyme.
Then ease it into a patty...
gentle, gentle, so I don't bruise
the meat.

FAITH

Virge, you're making me so hungry!

CUT TO:

RASCAL

comes out of the mob at the bar with Faith's drink. He looks around to where Faith was waiting, but she's not there. She's nowhere to be seen.

CUT TO:

(CONTINUED)

14 CONTINUED: (3)

BRUCE AND LUKE

sitting at a table with a couple of girls. They've obviously become the best of buddies.

BRUCE

Ever done any public speaking, Luke?

LUKE

A little acting. Amateur stuff.

BRUCE

I bet you were good. We're going to have to excite people on this bond tour. Inspire them. Dennis is a fine man, but he doesn't have your enthusiasm.

LUKE

I'm a qualified pilot, same as him. They just didn't have a plane for me. So, he's the big shot pilot and I'm sitting in the dummy seat.

BRUCE

You're no dummy, Luke. We both know that.

Bruce puts a hand on Luke's shoulder.

CUT TO:

DENNIS

standing with the ROOKIE LIEUTENANT, a fresh-faced, very naive young man. Dennis is trying to describe the excitement and responsibility of being a pilot, but he's inarticulate. The Rookie Lieutenant has no idea what he's talking about.

DENNIS

Just wait till you go up for the first time. You've got four thousand pounds of bombs in your belly, nine other men are depending on you to make the right decision. It's...

(beat)

Everything you ever did before seems so...

(MORE)

(CONTINUED)

14 CONTINUED: (4)

DENNIS (CONT'D)

(beat)

You're really alive up there,
that's what I'm getting at.
You'll see what I mean.

ROOKIE LIEUTENANT

Well, uh, thanks a lot, Captain.
I've got to get a refill.

The Rookie Lieutenant hurries off, anxious to get away from Dennis. Dennis looks across the room.

DENNIS'S POV

Bruce and Luke at the table with with the girls, having a great time, laughing, chatting.

ON DENNIS

Feeling alienated, alone, he turns and walks out the door.

15 EXT. BASE - NIGHT

It's dark, foggy. Dennis walks across the field toward another hangar, a beer in his hand. The BAND can be heard in the DISTANCE.

16 INT. SECOND HANGAR - NIGHT

It is brightly, starkly lit with floodlights. There are planes and parts of planes crowded in here with ground crews crawling over them. It is an epic sight, showing the huge scale of the air war and the number of men required to sustain it. In the f.g. is a plane, "Is You Is Or Is You Ain't My Baby?" The pilot's window is shattered, a front tire is flat, a chunk has been taken out of the tail, the ball turret is broken in half and what remains is covered in dried blood. A mechanic is hosing it out. LES ENRIGHT, a stocky man in his mid-thirties, wearing grease-stained coveralls, is helping carry a new ball turret over to the plane. Dennis goes over to him.

DENNIS

Les, what are you doing here?
You're my ground crew chief.
You're supposed to be working on
my plane.

LES

Sir, I'm just helping out...

(CONTINUED)

16 CONTINUED:

DENNIS

You should be giving the supercharger on Number One your...

LES

Supercharger's fixed.

DENNIS

Okay, but how about the cowl flaps on...

LES

Number three's fixed. It's all fixed. You don't have to tell me my job, Captain. Watch your feet.

A dark red pool is gathering right at Dennis feet. Dennis looks down, sees it and steps away.

LES

The Belle's in mint condition. If you don't believe me, go look at her. She's out on the apron, Sir.

Les turns back to work. A moment. Dennis knows he jumped on Les a little too fast, but he also doesn't want to apologize. He turns and goes out the door.

17 EXT. MEMPHIS BELLE - NIGHT

We see only the vague outline of the Belle through the fog as Dennis approaches. He stops in front of the nose and speaks to the plane.

DENNIS

Well, I'm going to miss you, girl. We've been together a long time and you've never let me down. I can't say that about many people. You know how to take care of your man and that's just about the best thing a fellow can say about a girl, I guess. Maybe we'll be going back to the States together, but it won't be the same, will it? It won't have the same...

He searches for the word, can't find it, then starts to take a drink. But he decides he's had enough and pours the rest of the beer on the ground. He turns and walks back across the field to the dance. Then a head pops up and looks out through the nose of the plane: Virge.

FAITH (O.S.)

I wish you'd talk to me like that, Virge.

18 INT. NOSE - NIGHT

Looking forward, we see Virge and Faith in silhouette. They've put something down on the floor of the plane as a makeshift bed, perhaps some parachutes.

VIRGE

You know what the captain would do if he caught us in here? He'd murder me. Come on, Faith, let's get this over with and get back to the dance.

They try to get it going again.

FAITH

Wait, there's something... Hold on. There! Sorry.

Faith pulls something out from under her. Virge grabs it.

VIRGE

My wrench! I've been looking for that all over! Where'd you find it?

FAITH

Under my bum.

VIRGE

Oh, thanks. Boy, I thought someone stole it.

FAITH

Virge, forget the bloody wrench.

She grabs him and kisses him. A CLUNK as he drops the WRENCH and kisses her back.

FAITH

You've never done this before, have you?

VIRGE

Why, am I doing something wrong?

FAITH

No. You're doing everything just right.

He embraces her and kisses her.

18A EXT. HANGAR - NIGHT

Virge and Faith are near the hangar door. He kisses her.

(CONTINUED)

18A CONTINUED:

FAITH

That was...

VIRGE

Yeah, it really was.

Awkward pause.

FAITH

I wouldn't want this to get around.

VIRGE

Around?

FAITH

I know what you Yanks are like,
always bragging about your women.

VIRGE

Oh, no! Gosh, I wouldn't... Not
if you...

FAITH

Thanks. Well...

She smiles, touches his face.

FAITH

Maybe I'll pop 'round for a
hamburger some day.

She turns and goes back into the hangar. Virge starts
to go with her. She puts a hand on his arm.

FAITH

I'll go in first, if that's...

VIRGE

Oh, sure! Go right ahead.

She smiles at him, then goes into the hangar. Virge
watches her go in. Then, when he's alone, he takes a
deep breath, then howls at the moon.

19 INT. HANGAR - NIGHT

The party is in full swing. Everyone's having a great
time.

CUT TO:

(CONTINUED)

19 CONTINUED:

CO

sitting at a table with his men -- but he's remote, lost in his own thoughts. He knows that some of these men will die over Germany tomorrow and the thought makes it impossible for him to join in the fun.

CUT TO:

BUFFET TABLE

Food and coffee are set out. Danny, Jack and Eugene are eating while Rascal holds court with a group of fresh-faced rookies. One of them, the ROOKIE, is their spokesman.

RASCAL

That yours, that brand new plane out there?

ROOKIE

Yeah. Mother and Country.

RASCAL

(patronizingly)

Mother and Country.

He looks at Jack and Eugene and they sigh.

RASCAL, JACK & EUGENE

Ahhh...

JACK

Ain't that sweet?

EUGENE

Brings a tear to the eye.

ROOKIE

We had our first practice today.

DANNY

How'd it go?

ROOKIE

(smiles)

We need a couple more. If you guys have any advice for us or anything...

JACK

Get a gun, shoot your big toe off and go home.

(CONTINUED)

19 CONTINUED: (2)

EUGENE

That's good advice.

RASCAL

Hallelujah, brother.

DANNY

Come on, guys.

Rascal puts an arm around the Rookie and looks down at the Rookie's shiny shoes.

RASCAL

Are those size eight? How about leaving a little will saying when you get your ass shot off on your first mission, those nice shiny new pumps come to me?

The Rookie turns pale and breaks away from Rascal. He runs out the door. Rascal chuckles.

DANNY

Rascal...

20 INT. LATRINE - NIGHT

Danny comes into the latrine. The fresh-faced Rookie is bent over one of the toilet bowls, having just thrown up. He's pale and woozy.

DANNY

You okay?

ROOKIE

Yeah. Nerves, I guess.

Danny fills a tin cup with water and takes it over to him.

DANNY

They were just fooling around. Don't worry about it. Everyone gets kidding like that at first.

ROOKIE

I give anything to be in your shoes. One more and you get to go home.

(CONTINUED)

20 CONTINUED:

DANNY

Sometimes I wish I could stay.
Sounds crazy, but I'm used to it
here. And the guys are like
brothers to me. I never had
brothers. Four sisters.

(laughs)

When we go back home, I don't know
when we're going to get together
again. We come from all over. I
guess that's why I keep taking
their pictures.

He looks down at his camera, winds it.

DANNY

That's the way you'll be with your
crew. Here.

Danny reaches into his breast pocket and takes out the
four-leaf clover and holds it out to the Rookie. He
takes it.

21 INT. AIRPLANE HANGAR - NIGHT

Danny and the Rookie join Jack, Eugene, Rascal and
Clay just as the band is ending a number.

DANNY

Clay, now's your chance! Get up
there and sing!

CLAY

Uh-huh. I'm not gonna make a
fool of myself in front of all
these folks.

EUGENE

Come on, you're a great singer.

There's a fanfare from the band. Bruce gets up onstage
and speaks into the microphone. He's enthusiastic and is
blind to the fact that what he's saying is bad luck.

BRUCE

Ladies and gentlemen... There's
ten very special men here tonight.
I'm sure you know who I mean. The
crew of the Memphis Belle.

(MORE)

(CONTINUED)

21 CONTINUED:

BRUCE (CONT'D)

They're just about to become the first crew in the Eighth Air Force to fly their twenty-fifth and final mission. Let's hear it for them! Hip hip...!

CUT TO:

DANNY, CLAY, JACK AND EUGENE

unhappily watching Bruce. The Rookie starts to complete the cheer.

ROOKIE

Hooray...

Danny grabs his arm to stop him. A couple of other rookies have started to cheer, but they also quickly shut up. A grim silence falls over the hangar. Bruce is embarrassed and doesn't know what to do. Danny looks at Clay -- a look saying "Do something." Clay quickly goes through the crowd and steps up onstage and takes the microphone.

CLAY

This buddy of mine keeps begging me to sing and I guess I ain't gonna get out of it this time.

Clay says a few words to the band leader, then turns back to the microphone. In the meantime, Bruce quietly leaves the stage. The band begins.

CLAY

(sings)
'Oh, Danny Boy,
The pipes, the pipes are
calling...'

ON DANNY

He blushes and tries to escape. Jack and Eugene grab Danny and force him to stay. The Rookie smiles, enjoying this -- this is what Danny was talking about.

CLAY

'From glen to glen,
And down the mountain side...'

Then suddenly, without warning, Clay and the band go into an up-tempo, jazzy version of the song. Clay's good -- he's a natural. Everyone starts to dance. In no time at all the hangar is swinging again.

22 EXT. BASE - NIGHT

Phil is alone out in the middle of the field. The SONG can be heard IN the DISTANCE. Phil holds a nearly full bottle of Scotch. He looks up at the moon, diffused through a layer of fog. He shouts.

PHIL

I don't want to die, I don't want
to die, I don't want to die...

His call fades away. He takes a long drink from the bottle. He stumbles a little, then wanders off, disappearing into the fog.

23 EXT. BASE - DAWN

The horizon is just starting to fill with light. The fog is gone and the clouds are breaking up.

CUT TO:

MEMPHIS BELLE

The Plexiglas of the nose, top turret and ball turret reflect the bright sunrise. It's a B-17F, olive green with a grey belly. On the nose, there's a painting of a leggy woman in a bathing suit. Also, twenty-four yellow bomb emblems and eight swastikas. The big forward landing gear gives it a wide stance and the nose points into the air, as if eager to take off. The plane is huge, so huge it doesn't look like it could ever get off the ground. It's a dramatic sight, the sun coming up yellow and hot behind this 30 tons of machine. Men are feverishly working on the plane, getting it ready, loading the bombs, checking every detail again and again.

23A INT. ENLISTED MEN'S BARRACKS - DAWN

The barracks is dark. Danny is in bed, asleep. Suddenly, a flashlight is flipped on, right in his face.

SERGEANT

Daly, rise 'n' shine. Mission
oh-eight-hundred.

Danny squints up at the pie-faced SERGEANT.

DANNY

Okay.

The Sergeant shines the flashlight in Rascal's face.

(CONTINUED)

23A CONTINUED:

SERGEANT
Moore. Up and at 'em.

RASCAL
I just went to sleep!

He pulls the covers over his head. Other men are starting to wake up, groaning, hacking.

SERGEANT
Alla yous guys, get crackin'!

Clay sits up and starts to sing.

CLAY
(sings)
'Oh, how I hate to get up in the morning...'

24 INT. OFFICERS' BARRACKS - DAWN

It is identical to the enlisted men's Nissen hut, but less crowded with six bunks, rather than twelve. The Sergeant shines the light in Dennis's face.

SERGEANT
Captain Dearborn, mission today.
Breakfast oh-six-hundred, briefing,
oh-six-forty-five.

Dennis wakes and looks at his wristwatch.

DENNIS
Thanks, Sergeant.

SERGEANT
Lieutenant Sinclair.

In the bed next to Dennis's Luke is already starting to awake. His dog is sleeping beside him on the bunk.

LUKE
I'm up.

The Sergeant moves his flashlight across the aisle to Phil's bed. It's empty.

SERGEANT
Where's Lieutenant Lowenthal?

DENNIS
Phil? I don't know. Val, where's
Phil?

(CONTINUED)

24 CONTINUED:

The Sergeant moves the flashlight to Val. Val quickly improvises.

VAL

He's in the can. Couldn't sleep.
Nerves.

SERGEANT

I don't blame him. Give 'em hell
today.

DENNIS

Will do.

Dennis starts to get up. Behind his back, Val and Luke exchange a glance. They have no idea where Phil is.

25 EXT. BARRACKS - DAWN

Val, dressed, comes out of the barracks. It rained during the night and the ground is muddy. Men are hurrying for the latrine and mess hall. Jeeps go by, splashing mud. Val starts jogging.

26 EXT. BASE - DAWN

Val jogs around the perimeter track. Planes are on their individual hardstands, with ground crews crawling over them. Gas trucks and bomb carts come and go. Ordnance crews are loading fat olive drab bombs into the bellies of the planes. Armament crews are putting boxes of ammunition in the planes and checking the gun turrets. Val looks around for Phil, but there's no sign of him.

27 EXT. AIRPLANE HANGAR - DAWN

All that remains of the dance is some beer bottles, playing cards and cigarettes on the ground. The hangar door is open and we can see that it has turned back into a repair shop. A damaged B-17 is being cannibalized for its parts. Val looks around, stumped. Suddenly, a voice cries out.

PHIL

Bogey, six o'clock low!

Phil tackles Val from behind and knocks him to the ground. Val scrambles out from under Phil and gets to his feet. Phil sits in the mud, laughing.

VAL

You're drunk!

(CONTINUED)

27 CONTINUED:

PHIL
 (deliberately
 slurring)
 I rethent that inthination!

He takes a drink from his bottle of Scotch -- it's almost empty.

VAL
 Are you crazy? We've got a mission!

Val grabs the bottle away from Phil, then tries to pull Phil up. He's wasted.

PHIL
 I know, that's why. I'm gonna get it today, Val. My luck's up, my number's run out. I mean...
 (giggles)
 I'm gonna die and I want to give you something to remember me by.

He takes off his watch.

VAL
 I don't want that piece of crap. You've got to get hold of yourself. Everybody's counting on you...

Arm around Phil, he starts leading him back to the barracks.

PHIL
 You want my cufflinks? They've got my initials.

VAL
 Phil, you're going to let everyone down...

PHIL
 How about my whole set of New York Yankee baseball cards? Nah, then you'll just remember the Yankees and forget about me.

Phil continues to ramble as Val leads him away.

PHIL
 I know, my fountain pen! You could use it to fill out prescriptions and stuff. Or you name it, Val. Anything you want. My dog tags? You want my dog tags or my Boy Scout knife?

28 INT. LATRINE - DAY

There are men in here, shaving, sleepily getting ready for the mission. Val and Luke watch Phil weave towards a stall. He misses the door and bumps into the doorjamb.

LUKE

That's our navigator.

Phil disappears into the stall.

VAL

We better tell Dennis he's sick and get someone else.

LUKE

We can't! A new man's bad luck.

VAL

What's a drunk navigator, good luck?

LUKE

So, you're the doctor. Sober him up.

VAL

He's going to endanger every man in that...

LUKE

Come on, he's not so bad. He's just a little high.

Sound of a TRICKLE from the stall. Val glances at his watch.

VAL

I timed that. Forty-five seconds to find his own dick.

Val and Luke look at each other.

29 INT. LATRINE STALL

Val bends Phil over the toilet.

VAL

Stick your finger down your throat.

Phil shakes his head.

VAL

Do it or I'll do it for you.

(CONTINUED)

29 CONTINUED:

Phil tries to get away. Val shoves him up against the wall, pries open his mouth and sticks his own finger down Phil's throat. Phil gags and vomits, right on Val's shirt and tie.

30 INT. ENLISTED MEN'S BARRACKS

The enlisted men are getting dressed and shaving. Danny takes a picture of the hut, and the men groan. The men are tense, nervous, but they cover their anxiety with jokes and foolishness.

JACK

I can see it. I get back home,
I'm making love to my wife, the
door breaks open and it's Danny,
taking a fucking picture!

Danny laughs. He turns his camera on Eugene, who's searching his bunk, in a state of near panic.

EUGENE

Anybody seen my St. Anthony medal?

DANNY

Isn't he the patron saint of
missing things?

EUGENE

Yeah, I can't find him!

Danny takes the picture.

31 INT. LATRINE

Val is shaving Phil, who's shivering, a wreck. Val's shirt is wet -- he has washed off the vomit. Luke comes in.

LUKE

Coast's clear. Dennis went for
chow.

Phil pulls a Boy Scout knife out of his pocket.

PHIL

Luke, I want you to have my
penknife. It's real nice.

LUKE

Keep it. If Dennis sees you like
this, you'll need it to cut your
throat with.

(CONTINUED)

31 CONTINUED:

Luke rips open a little packet and empties it in Phil's mouth.

LUKE

Sen-sen.

32 INT. BARRACKS

Danny takes the bottle of champagne from his locker. Rascal snatches it away from him.

RASCAL

You're not thinking of sneaking this on the plane, are you? Danny, I am shocked. And Virge goes out for the pass!

He tosses it across the room to Virge.

DANNY

Don't!

JACK

Hey, wiseguys, cut the crap!

EUGENE

I found it!

He finds his St. Anthony medal under his bed. He slips the chain over his head, kisses the medallion and falls to his knees to say a little prayer. Rascal and Virge continue to play keepaway from Danny, annoying the other men.

33 INT. OFFICERS' BARRACKS

Phil is dressed and Val is tying his shoes. Phil hiccups.

VAL

Stop it!

Phil hiccups again. Just then, a quick KNOCK, the door opens and Dennis comes in.

DENNIS

There you are, Phil. I just want to remind you both to keep quiet about you know what.

VAL

What? Oh, sure.

(CONTINUED)

33 CONTINUED:

Phil nods.

DENNIS

Okay. See you at briefing.

He goes out, closing the door behind him.

VAL

(to Phil)

You did good.

Phil lets out a loud hiccup he'd been saving up.

34 INT. MESS HALL

It's crowded and smoky. The enlisted men are jammed together on one side of the hall. The officers have more space on their side. Val and Phil are going down the line. A tough Army COOK is serving eggs, bacon and pancakes.

COOK

We're counting on you today, sirs.
Kick Hitler's butt.

VAL

Give him extra. He's real hungry.

The Cook heaps some more eggs on the plate. Phil watches, nauseated.

CUT TO:

CLAY, VIRGE, EUGENE, JACK, RASCAL AND DANNY

are crowded at a table, all smoking and drinking coffee. Jack is the only one eating.

JACK

These powdered eggs would gag a
buzzard.

He takes Virge's plate and scrapes the eggs onto his plate and eats those, too. Luke and Dennis come over.

DENNIS

How are we doing this morning,
men?

Luke puts a hammerhold on Rascal's neck.

(CONTINUED)

34 CONTINUED:

RASCAL

Stop it! You won't have a chance
to do that after today, Luke, sir.

LUKE

I wouldn't be so sure. Right,
Dennis?

Suddenly, across the room, a CRASH and CLATTER. Everyone
looks. Val is scurrying to retrieve a box of silverware
Phil knocked over. Dennis watches. Luke watches Dennis.

DENNIS

I guess we've all got the jitters
this morning. See you after
briefing.

Dennis walks off. Luke breathes a sigh of relief.

35 INT. BRIEFING ROOM

Up front, a small stage. On stage, a board covered by
a curtain. On the left side, a spool of red yarn, the
yarn leading behind the curtain. The room is crowded,
noisy and smoky. Val escorts Phil to a seat in the
back. He's nearly comatose. Luke comes up to them,
holding his dog, a brown and white speckled mutt.

LUKE

How the hell's he going to get
through the navigator's briefing
afterwards?

VAL

On a wing and a fucking prayer.

Val and Phil sit. Luke leaves them to take his seat
down front with Dennis.

CUT TO:

DANNY AND ROOKIE

sitting across the aisle with the other radio operators.

ROOKIE

I thought we'd have a little more
practice before we went up.

DANNY

You'll do fine.

(CONTINUED)

35 CONTINUED:

Danny takes out a couple of pencils and gives the Rookie one, then turns to a fresh sheet in his notebook. Suddenly, a sharp voice calls out.

VOICE (O.S.)

Tenn-hut!

Everyone rises to attention. The CO steps up on stage.

CO

At ease, gentlemen.

Murmuring and shuffling as everyone sits.

CO

I hope you all had a good time last night. But now it's back to business. The target for today is...

The S-2 pulls back the curtain to reveal a map of Northern Europe. The red yarn extends from East Anglia all the way across the North Sea, then turns sharply and penetrates into Germany.

CO

Bremen.

The room erupts into disbelief, gasps, groans, nervous laughter. First we see Dennis and Luke, then Phil and Val, then Danny and the Rookie, all looking at the map in shock. They weren't expecting this.

36 EXT. BRIEFING ROOM

The CO hurries out of the briefing room. Bruce is waiting for him.

BRUCE

(angrily)

Are you crazy? Bremen's one of the most heavily-defended cities in Germany! They'll get blown out of the sky. You've got to pull the Memphis Belle from this mission.

CO

No.

BRUCE

I need those men. This whole public relations junket depends...

(CONTINUED)

36 CONTINUED:

CO

(interrupting)

I have orders to put every plane in the sky that I can.

BRUCE

Craig, if we present a united front, the two of us, we can get the Belle pulled. You talk to H.Q. I'll talk to Washington.

CO

I promised General Eaker 24 planes today. I lost one yesterday. The Memphis Belle has to go.

BRUCE

You don't really care if those men live or die, do you? They're just another plane to you. Just so you can reach your quota.

CO

Colonel, I'm in command here and I've made my decision!

BRUCE

Your decision is inhuman and irresponsible, and I'm going to make sure everybody knows about it, starting with General Eaker.

Bruce turns and jogs across the base, dodging a Jeep as he goes. The CO watches him go.

37 INT. BRIEFING ROOM

The lights are off. A large blown-up photograph is projected on the screen: an aerial view of a railyard, a river snaking through, some trees and houses. The S-2 taps a large, square building in the center of the photo with his pointer. He taps it three times.

S-2

This is our target right here. It's a square building, the only square one in the area, so you can't miss it. Note these railroad tracks on the east and this long, rectangular building on the north. That's a hospital. These are houses here. This is a school and a playground.

(CONTINUED)

37 CONTINUED:

ON VAL

He's watching very carefully. This is his department. He stares at the picture, trying to memorize every detail. Beside him, Phil is fast asleep.

38 EXT. LOCKER ROOM

The room is filled with men in various stages of dress, Rascal, Clay, Jack, Eugene and Virge among them. They wear long underwear next to their skin, then bright blue heated suits over that. Pants and blouse over that. Then a leather flight jacket with a long extension cord sticking out. The blue bunny suits plug into the waist of the flight jacket. Thick, fleece-lined boots and gloves are next, a wool scarf, a helmet, and, finally, a Mae West, a deflated yellow life jacket. Rascal is fully-dressed and looks a little stocky with all these clothes on. Clay is just pulling on his long underwear and he sings as he does it.

CLAY

(sings)

'I'm putting on my top hat,
Tying up my white tie,
Brushing off my tails...'

RASCAL

There he goes, the human jukebox.

Clay buttons up the front of his underwear.

CLAY

(sings)

'I'm duding up my shirt front,
Putting in the shirt studs,
Polishing my nails...'

39 INT. BRIEFING ROOM

The CO is now standing on the stage. The room is silent. He speaks with quiet force and feeling, but careful not to let his anxiety and anguish show.

CO

Today they've given us a chance to really make a difference in this war. Let's do this job the best we can and leave the rest in the hands of God.

(MORE)

(CONTINUED)

39 CONTINUED:

CO (CONT'D)

With luck it'll all be over soon and we can go back home to our families. My thoughts will be with you and I won't rest until you're back. Each and every one of you. Dismissed.

40 INT. CO'S OFFICE

Bruce is yelling into the phone.

BRUCE

I've talked to six different people and been cut off twice! I want General Eaker on this phone now or I want your name, Corporal. I'll hold, but you better not cut me...

A second, then he jiggles the cradle. He's been cut off.

41 INT. BRIEFING ROOM

The navigator's briefing is in progress. In the back, two lines: one for radio operators (Danny and the Rookie in this one) and one for bombardiers. Val is lined up to receive his flimsies, Luke with him. They're both watching Phil. The GROUP NAVIGATOR drones on in the b.g.

GROUP NAVIGATOR

You'll have nil to 3/10 low clouds at takeoff with visibility one to two miles. You'll assemble over the field at 3,000 feet...

VAL

So far, so good.

ON PHIL

He's awake and paying attention. Then we see why. He's jabbing the sharp point of his compass into his forearm. It's spotted with blood.

42 EXT. BASE

Clay, Eugene, Jack, Virge and Rascal are piled into the back of a Jeep parked on the edge of the perimeter track. They stare at Danny in shock.

(CONTINUED)

42 CONTINUED:

RASCAL

Bremen! We're dead men! We're
dead!

VIRGE

Shut up, Rascal!

RASCAL

You shut up, Virgin!

EUGENE

Cut it out. Clay, what're the
odds today?

CLAY

(calmly, objectively)
Well, they'll overload us with
bombs, so it's about thirty to
one we'll crash and blow up on
takeoff. Then, they're going to
throw every fighter they've got at
us, so, five to one against us
even getting to Bremen. Then,
you've got your flak batteries...

JACK

Skip the gory details.

CLAY

Basically, we're fucked.

Then Dennis walks up, Luke, Val and Phil behind him. As soon as the enlisted men see Dennis they smile and try to look innocent and happy to be going to Bremen. Without a word, Dennis gets in the front seat of the Jeep and the enlisted men make room for the other officers.

43 EXT. FIELD

They're all in the Jeep, some seated, others hanging on to the back or sides. They're being driven across the field. Luke's DOG runs along with the Jeep, BARKING.

44 EXT. SOUTHERN BELLE

The Jeep halts at the plane. The crew gets up and starts for the hatches. The ground crew is doing a final check, crawling all over the plane. Les is supervising.

45 INT. COCKPIT

Hundreds of dials and switches on the instrument panel. More gadgets on the left and right walls. Between the pilot and co-pilot seats is a pedestal with the ignition switches, engine controls and throttles. Below that, another box with switches and wheels controlling the trim tabs, elevators and rudders. Luke sits in the co-pilot seat. He plugs in his intercom and speaks.

LUKE

Soon as you're ready, call in.

46 INT. NOSE

The front of the nose is Plexiglas. There are two guns on the sides, right and left. Under the right gun, an intricate panel of bombing instruments. There are more instruments, dials, gauges and buttons -- including the bomb release switch -- on the left. Val takes the canvas cover off a complicated device in the very tip of the nose: the Norden bombsight. He wipes it carefully with a cloth.

VAL

Bombardier checking in.

Phil is behind him at a little desk that juts out of the left wall. Above and behind his desk is more equipment: hoses, gauges, compasses. In the ceiling, a small Plexiglas dome. Phil very neatly arranges his pencils, compasses, rulers, maps, flimsies, log book -- everything in its place.

PHIL

Navigator checking in.

47 INT. TOP TURRET

Directly behind the cockpit is a small platform where Virge stands. He's checking his twin .50 caliber machine guns in the top turret. They stick out of a small Plexiglas bubble in the roof. The TURRET is hydraulically-operated with hand controls; it WHINES and CLANKS as it rotates. Directly behind the top turret is the bomb bay.

VIRGE

Top turret checking in.

48 INT. RADIO ROOM

Behind the bomb bay is Danny's radio room. He has a desk against the left forward bulkhead.

(CONTINUED)

48 CONTINUED:

His radio receivers, transmitters and Morse code key are on the desk. Additional equipment is on little shelves bolted to the right bulkheads, fore and aft. A .50 caliber machine gun points out of a small window in the ceiling -- Danny's gun. Danny has his headphones on, his codebooks open, and is making notations in his log book. His box camera is also on the desk. On his wrist he wears a big red rubber band.

DANNY

Radio operator checking in.

49 INT. BALL TURRET AREA

An area that contains the top of the ball turret. Rascal is checking his ammunition boxes.

RASCAL

Ball turret checking in.

50 INT. WAIST

There are two large open windows on either side of the plane. The plane has tapered and is much narrower towards the back. Jack and Eugene are on their respective sides of the fuselage, checking their guns and ammo. When in action, Jack and Eugene are hip to hip, with no room to spare.

EUGENE

Right waist gunner checking in.

JACK

Left waist checking in.

51 INT. TAIL

The tail gun position is very cramped. There's only room for one man and he has to kneel in front of his twin .50s. His head sticks up into a rectangular box with small windows in it, providing maximum view and minimum protection. Clay adjusts the rope of ammunition which leads from the ammo box to the guns. Clay's lucky horseshoe hangs on the left.

CLAY

Tail gunner checking in.

In this section we should have the sense that each crew member knows his job inside out and gives it his fullest attention. No horsing around now.

52 INT. COCKPIT

Dennis and Luke are in their seats. Dennis checks off items on a clipboard.

DENNIS
Auto pilot.

LUKE
Off.

DENNIS
De-icers, anti-icers.

LUKE
Off.

DENNIS
Generators.

LUKE
Off.

DENNIS
Good. Crew, assume positions for takeoff.

Virge jumps down from the top turret and crouches behind the control box. Then he taps Dennis on the shoulder and points. Racing towards them across the tarmac is a Jeep. Dennis opens his side window. The Jeep slows and a LIEUTENANT yells up to Dennis.

LIEUTENANT
Captain, there's a delay. We've got a 9/10ths cloud cover over the target. But there's a strong wind and we're hoping it'll blow over. Stand by your plane until further notice.

DENNIS
How long?

LIEUTENANT
They don't tell me doodly, sir.

The Jeep pulls away. Luke pounds the control column in frustration.

LUKE
Damnit! They always do this!

Dennis speaks over the interphone.

(CONTINUED)

52 CONTINUED:

DENNIS

Men, we're delayed. There's cloud over the target. They're asking us to stand by until further notice. Danny, tell the others.

53 OMITTED

&
54

55 INT. RADIO ROOM

Danny turns around and speaks to Jack, Eugene, Rascal and Clay.

DANNY

The target's clouded up. We're delayed.

The other guys look at each other, disappointed and relieved at the same time.

RASCAL

Snafu.

JACK

Situation normal...

RASCAL, JACK, EUGENE, CLAY

All fucked up!

56 INT. COCKPIT

Luke is unplugging his interphone cord and taking off his headset. Virge is still crouched behind the control box. Dennis speaks over the interphone.

DENNIS

Gentlemen, we're stood down for a while. Let's take the extra time to double-double check everything. Let's make this mission our best one yet.

Virge steps up into the top turret. Luke starts getting up from his seat.

DENNIS

Okay, Luke, let's do the pre-flight check again. Fuel Transfer Valves.

(CONTINUED)

56 CONTINUED:

LUKE

Did you hear? There's a complete
cloud cover over Bremen. We're
not going anywhere!

DENNIS

Fuel Transfer Valves.

LUKE

Off! They were off before!
They're still off!

DENNIS

Intercoolers.

57 EXT. MEMPHIS BELLE

Phil drops out of the forward hatch and walks under the belly of the plane. He hoists himself up onto the left wing, lies down, puts a parachute under his head as a pillow and closes his eyes.

58 EXT. FARM

At the edge of the airfield, a hedgerow and beyond it, a farmhouse, crops, some sheep grazing. Clay calls across to a ruddy FARMER, who's trying to repair an ancient horse-pulled combine baler.

CLAY

Busted?

FARMER

It's no use, Yank. This thing's
old as the hills and there's not
a spare part to be found these
days.

CLAY

I've got one just like it at
home. Let me take a look.

Clay goes to a gap in the hedgerow where part of a roll of barbed wire is stuck. Clay pulls it out and steps through the hedge.

59 INT. CO'S OFFICE

Bruce is on the phone as the CO comes in. Bruce is really wound up.

(CONTINUED)

59 CONTINUED:

BRUCE

Well, wake him up at home!
 (covers phone, then
 to CO)
 Washington.

CO

Bruce, I won't tolerate this. If
 I have to, I'll have you arrested
 and locked up until takeoff.

BRUCE

Craig, there won't be any more
 takeoffs if we can't convince
 people back home daylight
 bombing makes sense. With the
 Belle I can say, look, they made
 it, they survived 25...

CO

Bruce, if the weather changes,
 they're going.

The door opens and the S-2 enters.

S-2

Sir, it looks like that cloud
 cover is breaking up. H.Q. will
 make a decision in the next ten,
 fifteen minutes.

CO

Thank you, Corporal.

The S-2 leaves. The CO and Bruce look at each other.

BRUCE

A lot can happen in fifteen
 minutes.

(in phone)

Yes, I'm still here! Great! You
 bet I'll hold.

60 OMITTED

61 EXT. FARM

The baler is fixed and Clay is riding it. Luke walks
 alongside and throws a stick to his dog, who chases it.
 Luke is frustrated and impatient with the stand-down.
 This whole section has anxiety and tension to it. Are
 they going up or not? Why is it always "hurry up and
 wait?"

(CONTINUED)

61 CONTINUED:

LUKE

All you do is call up on the intercom and say you're having trouble in the tail. I'll come back and you let me have the gun for five minutes.

CLAY

It's against regulations.

LUKE

Screw regulations. This is my last chance. How am I going to get girls when I go back home if I haven't killed a single Nazi?

CLAY

If they found out, they'd put my hot dog in a bun and chow down.

LUKE

Nobody's going to find out. It's just between us. I'll do anything you say. Name your price.

The dog charges back with the stick and jumps into Luke's arms.

CLAY

Give me your dog.

Luke looks at Clay, speechless.

62 EXT. MEMPHIS BELLE

Virge and Rascal by the ball turret. Virge is putting his tools back in the toolbox. Frustrated by the hiatus, Virge and Rascal are on each other's nerves more than ever.

RASCAL

You're flight engineer...

VIRGE

I'm flight engineer when we're in flight. Les is ground crew chief and he checked it out and it's okay.

RASCAL

I know, but look at it.

(CONTINUED)

62 CONTINUED:

VIRGE

I just did! Rascal, how many times...? You're just nervous.

RASCAL

I'm not just nervous! It jammed last mission! I'm the one who has to sit in this rat trap!

VIRGE

I checked it, top to bottom. It's okay. Take it easy, Rascal.

Virge picks up his toolbox and starts to walk away.

RASCAL

Gee, thanks, Virgin.

VIRGE

The name is Virgil.

RASCAL

Not to me.

VIRGE

You know, Rascal, I could tell you something.

RASCAL

What? Tell me, Virgin.

Virge hesitates. He'd love to tell Rascal and get him off his back. But he can't -- he promised Faith.

VIRGE

Nothing.

He walks away. Rascal continues worrying over the turret.

63 OMITTED
thru
65

66 EXT. MEMPHIS BELLE

It has clouded up a bit. It's quiet. The crew is gathered on the left side of the plane. Phil is still asleep on the wing. Dennis is looking over his flimsies and Clay is whittling a model of the Belle out of soft, white wood. The other guys are nervous, anxious, jumpy. Val is compulsively doing sit-ups, one after another.

(CONTINUED)

66 CONTINUED:

Rascal can't keep still, he's drumming his fingers on his knees, bouncing his legs up and down, etc. Eugene is running his St. Anthony medal up and down its chain while Jack is doing sleight of hand, pulling sticks of gum out of Eugene's nose and ears. Luke is fooling around with his dog. Danny is writing in a composition book. Virge is oiling and cleaning the tools in his toolbox. One slips out of his hand and drops into the box with a clang. Eugene, Jack and Rascal jump.

RASCAL

Jesus!

EUGENE

Virge, do you have to?

VIRGE

Sorry, I just...

EUGENE

(to Jack)

Stop it! Leave me alone!

CLAY

Seven to one we're not going.

VAL

Let's just go. Just get it over with.

JACK

I'd rather get it over by going to a nice little French target.

RASCAL

Yeah, so if we have to bail out, we could hide in some little French girl's hayloft.

VIRGE

Is that all you think about, Rascal?

RASCAL

Gotta make up for you, Virgin. Take up the slack.

Virge shoves him. Rascal goes for him. Eugene grabs Rascal, Clay grabs Virge.

DENNIS

Okay, men, calm down. Getting excited isn't going to do any good. Relax. Be more like Phil.

(CONTINUED)

66 CONTINUED: (2)

Luke and Val exchange a look -- if Dennis only knew.
Then Jack grabs Danny's composition book.

JACK

What're you writing, Danny Boy?
Poetry! We have a poet on the
plane!

EUGENE

Give it back, King Kong.

Eugene snatches the book from Jack, tosses it to Clay,
who tosses it to Virge, who gives it back to Danny.

VAL

Read us something you wrote, Danny.

DANNY

No...

RASCAL

I wanna hear some poetry!

VIRGE

Come on, come on.

DANNY

Nothing's finished.

DENNIS

Don't be shy, Danny.

Jack takes out his harmonica and starts playing a little
of "Danny Boy." Danny blushes. They all look at him,
waiting. Reluctantly, Danny opens his book.

CLOSE SHOT - NOTEBOOK

Everything is crossed out. He turns a page or two. Same
thing, everything is crossed out.

ON DANNY

Everyone is watching him. He looks down at the book and
pretends to read. He starts nervously.

DANNY

'I know that I shall meet my fate
Somewhere among the clouds above;
Those that I fight I do not hate,
Those that I guard I do not
love...'

(CONTINUED)

66 CONTINUED: (3)

He hesitates. They're listening. It's very quiet, just the harmonica. Danny recites from memory.

DANNY

'Nor law, nor duty bade me fight,'
 'Nor public men, nor cheering
 crowds,
 A lonely impulse of delight
 Drove to this tumult in the
 clouds;
 I balanced all, brought all to
 mind,
 The years to come seemed waste of
 breath,
 A waste of breath the years behind,
 In balance with this life, this
 death.'

Long, long silence. The words have expressed the feelings of each of these men, the attraction to the fight and the fear of it; the threat of death and the excitement of its closeness. We FOCUS ON Dennis -- he's particularly struck by the poem. This is a moment suspended in time -- then it's abruptly broken when the JEEP races up, SKIDS to a halt and the Lieutenant yells to Dennis.

LIEUTENANT

Captain, you're going up!
 Takeoff's in five minutes!

The Jeep speeds away. The men quickly grab their clothes and equipment and start towards the hatches. Val shakes Phil awake and helps him down from the wing. Clay pulls on his jacket and speaks to Luke.

CLAY

Okay, Lieutenant, it's a deal.

LUKE

I'm not giving you my dog.

CLAY

I don't want that flea-bitten,
 mangy pooch anyway.

Clay jogs off to the waist hatch. Luke puts the dog down, pats him, then also heads for the waist hatch. The dog watches him go, then charges across the field toward the control tower.

67 INT. COCKPIT

Luke climbs into his seat and plugs himself in.

(CONTINUED)

67 CONTINUED:

LUKE

Let's do the preflight check again
for good luck.

Dennis picks up his clipboard and pencil, then hesitates.

DENNIS

Luke, if we could decide right now,
do we go or do we stay... what
would you choose?

LUKE

Are you kidding? Go! I can't
wait!

He grabs the clipboard and pencil from Dennis.

LUKE

Fuel transfer valves. Open.

He starts going through the checklist for the third time.

68 EXT. CONTROL TOWER BALCONY

The CO nods to the S-2, who points a flare GUN in the air
and FIRES. A green flare shoots up.

69 INT. COCKPIT

Dennis flips a switch on the pilot's control panel.

70 EXT. MEMPHIS BELLE

The prop on ENGINE one begins turning, then COUGHS and
BELCHES a white cloud of smoke. The prop whirls into
invisibility.

71 INT. RADIO ROOM

Danny is sitting at his desk, tuning his radio, making
notes and eating a candy bar. Rascal and Clay are sit-
ting on the floor against the left aft bulkhead. Rascal
compulsively shuffles a deck of cards. Clay is whittling
again. Jack and Eugene sit against the right aft bulk-
head. Jack practices his magic on Eugene, making a coin
disappear, then pulling it out of Eugene's nose. Eugene
is praying and tries to brush Jack away. But Jack per-
sists, pulling a piece of gum out of Eugene's ear.

72 EXT. MEMPHIS BELLE

ENGINE TWO COUGHS and STARTS UP.

73 INT. NOSE

Phil's desk is vibrating so much it's hard to keep things in order. His maps slide onto the floor. He picks them up, then his compass falls off, then his ruler. He picks them up and puts them in place, then his maps slide to the floor again.

74 EXT. MEMPHIS BELLE

ENGINE THREE WHIRLS into action. Then ENGINE FOUR STARTS UP. ENGINES are POUNDING, rattling the ground all over the field.

75 OMITTED

&
76

77 EXT. CONTROL TOWER BALCONY

The CO is on the control tower balcony, watching the scene through binoculars. Bruce comes out of the control room, steamed that his efforts to stop the Belle have failed.

78 EXT. MEMPHIS BELLE

Les signals to the ground crew to pull the chocks out from under the front wheels. As two members of the ground crew do it, we see them up CLOSE, then we PULL BACK WITH them and the plane is revealed with all four ENGINES POUNDING, props whirling with tremendous speed and power. The plane begins to move forward.

78A EXT. BASE

The ROAR of ENGINES is deafening as twenty-two planes start moving off the hardstands onto the runways, getting into position for takeoff. There's no turning back now. The sheer mechanical and human effort to get to this point is monumental, exciting. Once they're in line, we see them FROM ABOVE -- plane after plane after plane after plane, ENGINES ROARING, the air wrinkled with their fumes, waiting to go.

79 INT. COCKPIT

Luke looks down at his watch.

CLOSE SHOT - WATCH

It is exactly 9:00.

80 EXT. CONTROL TOWER BALCONY

The S-2 FIRES a second flare: this one splits into two green prongs.

81 EXT. RUNWAY

The lead plane, Windy City, opens its throttles and hurtles down the runway and soars into the sky, surprisingly graceful. Then another plane, Mama's Boys, charges down the runway and takes off. Then a third plane, C CUP, ROARS down the runway and takes off.

82 OMITTED

thru
92

93 EXT. RUNWAY

The Memphis Belle starts down the runway. We TRACK WITH it, keeping pace as it picks up speed, steadily, smoothly. The wheels start to lift off the runway. The plane, which has seemed too heavy to ever get off the ground, takes to the air gracefully, naturally. It soars. Finally, we can't keep up with it and we watch as it flies off into the horizon, its ROAR DIMINISHING and leaving us with silence and an empty feeling. We can't help them now. They're on their own.

94 EXT. HARDSTAND

Les and the ground crew watch the plane until it's gone. They feel helpless. Les, exhausted from working twenty-four hours to get to this moment, turns away and picks up his bicycle from the ground. He starts to ride back to the barracks.

95 OMITTED

thru
103

104 INT. COCKPIT

We're inside now. We're rising fast and flying towards a huge, dense cloud.

DENNIS

Wheels!

LUKE

I know.

He flips a switch on the throttle box. There's an ELECTRIC WHINE as the LANDING GEAR retract.

(CONTINUED)

104 CONTINUED:

DENNIS

Watch the cowl flaps.

LUKE

(annoyed)

I know!

And we enter the cloud. Visibility is gone. There's nothing but white blankness. It's like suddenly becoming blind. It's terrifying. There's silence, just the ROAR of the PLANE. Then, abruptly, without warning, another huge B-17 appears right in FRONT of us! We're going to crash into its left wing. There is no way to avoid the collision.

LUKE

Look out!

Luke ducks. Dennis pushes on the control wheel. He does this calmly, without panic. The nose of the Belle suddenly drops down and Virge is thrown off-balance and falls hard to the floor. The other PLANE ROARS directly overhead. When it's clear, Dennis straightens out the plane. This all happens so fast, it's over before we know it -- but it's hair-raising and an ominous premonition of what's to come. Luke comes up from his tuck, amazed they're still in the air. Virge picks himself up then touches his forehead. There's a little gash and he gets blood on his fingers.

105 OMITTED

&

106

107 EXT. MEMPHIS BELLE

The plane breaks out above the clouds into dazzling blue sky and bright sun. It's spectacularly beautiful. Another plane comes up on its left: Baby Ruth.

108 INT. COCKPIT

Luke looks out the left window at the left wingman.

LUKE

Baby Ruth. Who's our right wingman?

DENNIS

Mother and Country.

LUKE

Swell. The rookie crew.

(CONTINUED)

108 CONTINUED:

DENNIS

Luke, take over for a second.

Luke puts his hands on the control wheel. Dennis picks up a Thermos from the floor, unscrews the lid and pours hot liquid into the cup. Dennis offers the cup to Virge.

DENNIS

Soup?

Virge shakes his head. The cut on his forehead has dried.

109 INT. WAIST

A fierce WIND BLOWS in constantly through the open waist windows. Jack unlashes his gun and strokes it, fondly.

JACK

Okay, Mona, let's get us a nice little 109 today. We got one, let's do it again.

EUGENE

Sweet-talking your gun won't help, Jack. Just straight shooting.

JACK

Butt out, Gene.

EUGENE

You know, when I got my two Nazi fighters...

JACK

You're asking for it!

Eugene turns to his side, chuckling. Jack clips him in the back of the legs with his knees, making Eugene crumple and stagger. Jack laughs.

110 INT. BARRACKS

The room is a mess. Les looks around. He closes a locker that was left ajar. He picks up an undershirt lying on the floor, folds it and places it on a bed. Picks up a pair of boots and sets them under another bunk. He starts tucking in the rumpled covers of another bed.

111 EXT. MEMPHIS BELLE

Baby Ruth is flying tight on the left and now the brand new plane, Mother and Country, comes up on the right.

112 INT. NOSE

Val is making adjustments to his bombing instruments on the left side of the nose.

VAL
Captain, okay if I arm my bombs?

DENNIS (V.O.)
Go ahead.

Val yanks out his intercom cord and starts towards the back of the nose. Phil pulls off a class ring from his finger and holds it out.

PHIL
Val, take this.

VAL
Phil, you're not going to die.

PHIL
Just in case.

VAL
You're flak happy. We took a big chance on you. Just do your job and shut up!

He doesn't take the ring. He brushes past Phil and goes up the hatch to the cockpit.

113 INT. BOMB BAY

Val stands on the narrow catwalk running the length of the bay. There are eight bombs, four on each side -- olive drab bombs with three thin yellow bands. Val eases the cotter pin from the nose of one of the bombs. He looks at the bomb, then pats it a little as if to calm it down.

114 INT. BALL TURRET AREA

Virge is helping Rascal drop down into the ball turret through the entry hatch.

VIRGE
Rascal, there's nothing wrong with the turret.

RASCAL
Don't worry your pretty head about it, Virge.

VIRGE
I'm just doing my job.

(CONTINUED)

114 CONTINUED:

RASCAL

Now you do it. Thanks a lot.

Rascal disappears into the turret. Virge closes the hatch on his back.

115 INT. BALL TURRET

Rascal is curled into the womb-like turret. His legs are spread and his feet are set on pedals which control the movement of the turret. There are small windows on each side and one large circular window of armored glass in front. He has no room at all. It's claustrophobic. At the same time, the turret is insubstantial, as if Rascal weren't in the plane at all, just tenuously clinging to its belly. He presses the foot pedals, spinning the turret around, testing it.

116 INT. COCKPIT

Ahead and slightly above the Belle is the first flight: Windy City in the center, Mama's Boys on its left, C Cup on its right. Luke is fastening his oxygen mask.

LUKE

We're at ten thousand feet. Let's hear your oxygen checks. Clay, how are you doing back there?

117 INT. TAIL

Clay is kneeling in front of his twin guns, looking down on the formation spread out above and below. Planes for miles. He fastens his oxygen mask tight over his nose and mouth, then checks the gauge to make sure oxygen is flowing.

CLAY

(sings)
'Don't worry 'bout me, I'll get along...'

118 OMITTED

119 INT. NOSE

On his map, Phil has drawn a line from Bassingbourn, near Cambridge, northeast to Swaffham. Now he extends the line from Swaffham east to Great Yarmouth, on the British coast.

(CONTINUED)

119 CONTINUED:

PHIL

Captain, we're exactly five miles south southwest of Great Yarmouth. This is the rally point. We're in formation.

DENNIS (V.O.)

Okay, boys, we're on our way.

120 EXT. MEMPHIS BELLE

First we see the Memphis Belle, flying steady and level. Then we PULL BACK to see its two wingmen, Baby Ruth and Mother and Country flying tight on the left and right. We CONTINUE PULLING BACK FURTHER AND FURTHER, REVEALING more and more planes -- B-17s stacked up all over the sky. The formation is composed of three groups, each group containing eighteen planes. Memphis Belle is in the first group. Within the first group there are three squadrons: high, lead and low. Memphis Belle is in the lead squadron. The high squadron is above it, behind and to the left. The low squadron is below and to the right. Each squadron consists of six planes, divided into two flights. The first flight flies above and ahead of the second. In our squadron, the first flight is Windy City, Mama's Boys and C Cup. Memphis Belle is the lead plane of the second flight, with Baby Ruth and Mother and Country as its left and right wingmen. Altogether, there are nearly 300 planes in the air, a majestic sight. Contrails -- wide, beautiful strips of vapor -- are streaming from their engines. Below, the deep green land ends in a white coastline. From then on, nothing but grey sea.

121 INT. WAIST

Jack and Eugene are at their guns, watching the sky tensely for fighters. Dennis's voice comes over the INTERCOM.

DENNIS (V.O.)

Listen, men, I'm showing thirty below zero up here, so keep your gloves on. Don't touch your gun with your bare hands or you'll freeze right to it. I don't want anyone losing any fingers.

122 INT. RADIO ROOM

Danny carefully wraps the champagne bottle in an extra blue heated suit, sets it carefully on the floor under his desk, and plugs the socket into the outlet on the wall.

(CONTINUED)

122 CONTINUED:

DENNIS (V.O.)

And keep checking your masks for frozen saliva. That stuff gets down there and blocks up your oxygen flow. The last thing I need is someone passing out on me.

123 INT. BALL TURRET

Rascal spins the TURRET around, testing it. It turns smoothly, with a high HYDRAULIC WHINE. He raises and lowers his guns. He's still worried about the turret, almost trying to find something wrong.

RASCAL

In short, don't drool.

DENNIS (V.O.)

In short, check your masks.

124 INT. NOSE

Phil takes off his watch and sets it down on top of his maps, where other items are laid out: his dog tags, rabbit's foot, class ring and baseball cards which have black and white photos of the Yankees on them. He's trying to decide who gets what. Val is in the front of the nose, checking the bombsight.

DENNIS (V.O.)

Keep the intercom free and call out those fighters. Make it short and sweet.

PHIL

(to himself)

This is for Virge. No, Clay.
This is for Virge.

DENNIS (V.O.)

And don't shout. We can hear you loud and clear. Let's make this our best run yet. One we can really be proud of.

VAL

Right in the pickle barrel, huh, Dennis?

DENNIS (V.O.)

Only in the pickle barrel. Keep your minds on your job, work together and stay alert.

125 INT. TAIL

Clay has dropped off to sleep. He has fashioned a little pillow from an extra pair of long johns and lodged it between his head and the fuselage wall.

126 INT. RADIO ROOM

Danny is tuning his RADIO.

DANNY
Captain, I'm getting Gracie Allen here. Can I put her on?

RASCAL (V.O.)
Yeah, yeah!

VIRGE (V.O.)
Please, sir!

DENNIS (V.O.)
All right, Dennis. But when I say that's enough...

Danny flips a switch. The voices of GEORGE BURNS and GRACIE ALLEN are clear.

GRACIE (V.O.)
... My family is putting on a back yard circus, just like we did when I was a kid.

GEORGE (V.O.)
Every spring you kids used to put on your own circus?

GRACIE (V.O.)
Yes. Of course, admission was free, but that was only for people who could afford it.

Audience laughter. Danny laughs, too.

127 INT. NOSE

Phil is still trying to figure out who gets what. He has added a fountain pen and an air medal to the collection.

GRACIE (V.O.)
Aunt Gertrude was the snake charmer.

GEORGE (V.O.)
Aunt Gertrude? The one who's so nearsighted?

(CONTINUED)

127 CONTINUED:

PHIL
Clay... Eugene... Jack...

128 INT. TOP TURRET

Virge is slowly rotating his turret, anxiously watching the blue sky through the Plexiglas bubble.

GRACIE (V.O.)
Yes. She had a little snake and she was supposed to put it in a basket and then blow on a flute until the snake stuck its head up.

129 INT. WAIST

Jack is behind his gun, watching the sky and eager to get into action. Eugene has made a sign on the back of an old flimsy and now puts two pieces of electrical tape on it.

GRACIE (V.O.)
And what do you suppose happened one Saturday afternoon?

GEORGE (V.O.)
She put the flute in the basket and blew on the snake.

GRACIE (V.O.)
Wasn't that awful!

Jack laughs. Eugene laughs with Jack and slaps him on the back, attaching the sign without Jack knowing it. It reads, "COULDN'T GET LAID LAST NIGHT!"

130 INT. RADIO ROOM

A loud burst of STATIC. Danny adjusts the RADIO, but the static won't go away.

GRACIE (V.O.)
I was the lion tamer. Of course, I just used our house cat...

The voice disappears. Danny fiddles with the dials some more. The signal returns, but very faintly.

GRACIE (V.O.)
... But when she got in front of the audience she forgot all her tricks and just had kittens...

(CONTINUED)

130 CONTINUED:

The voices disappear again. This time Danny can't get them back -- there's only STATIC. Disappointed, Danny switches the RADIO OFF. Silence.

DENNIS (V.O.)

Okay, test your guns.

131 INT. BALL TURRET

Rascal spins the turret as he FIRES. The vibration of the GUNS rattles the turret and goes right through him.

132 INT. WAIST

Eugene and Jack FIRE out of their two open windows. SHELL CASINGS SPIT out onto the floor.

133 INT. NOSE

Phil and Val FIRE their GUNS -- Phil on the left side, Val on the right.

134 INT. TAIL

Clay wakes up in a panic. He grabs his gun and looks around for fighters.

135 INT. TOP TURRET

Virge stops firing his guns. He puts up a hand to shield his eyes from the bright sunlight.

VIRGE

Little friends, three o'clock high!

136 EXT. MEMPHIS BELLE

P-47 Thunderbolts streak across the sky above the formation, like fat hummingbirds. They're careful not to point their noses at or fly directly into the formation to avoid being mistaken for enemy aircraft. These one-seat fighters have a single propeller mounted in a round, blunt nose with a white ring around the cowling. They have eight machine gun barrels, four on each wing. They zoom effortlessly through the air at 300 m.p.h. and can perform dazzling acrobatics.

137 INT. COCKPIT

Luke watches as one of the Thunderbolts zips by on the far side of Mother and Country.

(CONTINUED)

137 CONTINUED:

LUKE

I'd give anything to fly a
Thunderbolt. You're all alone,
you can do anything you want.
That's flying.

138 INT. WAIST

Phil is here, with Jack and Eugene. He has a small, light oxygen tank slung over his shoulder on a strap. It has eight minutes of air in it. Whenever the men move around the plane for any length of time, they use these little tanks, taking a hit of oxygen when they need it. Both Jack and Eugene have their masks off to talk. Phil hands Eugene a fountain pen.

PHIL

It's the best pen money can buy.

EUGENE

Why can't I have the baseball
cards?

PHIL

They're for Jack. Here, Jack.

He hands Jack the baseball cards. Jack looks longingly at the fountain pen.

JACK

I'm really more of a football
fan myself.

Angrily, Phil grabs the pen from Eugene, thrusts it at Jack, then takes the cards and gives them to Eugene. He shouts at them.

PHIL

Happy?

He turns and stomps out of the room.

139 INT. RADIO ROOM

Danny is changing the film in his camera when he hears the ROOKIE'S VOICE on the RADIO.

ROOKIE (V.O.)

Mother and Country calling
Memphis Belle. Come in.

Danny flips a switch on the radio.

(CONTINUED)

139 CONTINUED:

DANNY

Read you, Mother. What's wrong?

Danny looks out his right window. Mother and Country can be seen, flying very close. We might even see the Rookie's head.

ROOKIE (V.O.)

Nothing, Danny, I just had a question.

DANNY

We're not supposed to use the radio unless it's an emergency.

ROOKIE (V.O.)

Oh, sorry. It was just about my log book, whether I should write down every radio communication I hear or just...

DANNY

Write down everything at first. Then later on... Look, we better sign off.

ROOKIE (V.O.)

Okay. Thanks, Danny. I won't bother you again.

Danny has wound his camera. He stands up and aims it out the right radio room window.

DANNY

I'm taking your picture. Smile.

Danny snaps the picture.

140 INT. NOSE

Phil extends the line on his map out across the North Sea. His hand shakes and the line goes wobbly.

DENNIS (V.O.)

We're getting close to enemy territory. Be on guard. Call out those fighters soon as you see them.

141 INT. WAIST

Jack is alert, tense, checking the sky for fighters.

(CONTINUED)

141 CONTINUED:

He checks from eight to ten o'clock, high and low. He still isn't aware of the sign on his back. Eugene also watches the sky, nervously. His duty is two o'clock to four o'clock, high and low.

EUGENE

Clay, you really sang great last night. You should do like we keep saying. After the war go to Hollywood and get a record contract like Frank Sinatra.

JACK

Yeah, so we can say we knew you when.

142 OMITTED

143 INT. TAIL

Clay has a bird's eye view of the formation, spread out in perfect "Vs" across the sky. It's a spectacular sight. Clay is whittling his model plane. He looks up occasionally for fighters -- his area is mainly four to eight o'clock low.

CLAY

Nah. I'm gonna get a nice little farm and a nice little wife and settle down.

143A INT. COCKPIT

Dennis is intently flying the plane. Luke is, as usual, sitting beside him with nothing to do.

CLAY (V.O.)

Luke's the one should go to Hollywood. He could star in the movies.

LUKE

Maybe, maybe. I don't know what I'm going to do after the war. Except not work.

RASCAL

Yeah, Luke, why go back to the daily grind of being a lifeguard? Take it easy!

(CONTINUED)

143A CONTINUED:

VIRGE (V.O.)

I know exactly what I'm going to do.

RASCAL

Virge, if I hear one more word about that stupid restaurant...

144 OMITTED

145 INT. TOP TURRET

Virge is slowly turning in his turret, watching the upper sky, all hours of the clock.

VIRGE

It's not stupid! At least I've got a plan. What are you going to do after the war, Rascal?

RASCAL (V.O.)

Come to your restaurant and rob it!

145A INT. NOSE

Val is behind his gun on the right front side of the nose. He's searching the sky, twelve to three o'clock high and low. Phil is on his gun on the left side, checking the sky nine to twelve, high and low.

JACK (V.O.)

Val's the smart one. He's almost a doctor already. What kind of doctor are you going to be, Val?

VAL

A rich one. What about Phil? What should he be after the war?

Nerves on edge, Phil looks at Val.

VAL

Wait. I've got it. A mortician!

Val cackles with laughter. Phil doesn't think it's funny at all. He turns away.

146 INT. COCKPIT

Above and ahead, the first flight can be seen, still streaming contrails from their engines.

DENNIS

Fellas, think about this. My family has a furniture business. We make furniture, sell it. You can all come work for me.

Silence.

DENNIS

Like I said, don't give it a thought.

LUKE

That's just what we need, you ordering us around the rest of our lives. 'Do the pre-flight check!'

RASCAL (V.O.)

'Don't hog the intercom!'

VIRGE (V.O.)

'Keep your gloves on!'

DANNY (V.O.)

'Check your masks!'

JACK (V.O.)

'Call out those fighters!'

CLAY (V.O.)

'Let's make this our best one yet!'

VAL (V.O.)

'Right in the pickle barrel!'

Laughter all around the plane.

DENNIS

I'm not that bad.

147 INT. RADIO ROOM

Danny is behind his gun. He watches the sky from four to eight, high.

CLAY (V.O.)

Danny boy, you didn't say what you're gonna do when it's all over.

(CONTINUED)

147 CONTINUED:

DANNY

(hesitantly)

Clay, I don't really like talking about it. I mean, what if something happens...

(hesitates)

What I mean is, it just seems so far away, that's all.

A silence as the men think about how far away the end of the war really is. Now Danny feels bad for spoiling the mood.

DANNY

I'm sorry, guys.

Suddenly, Eugene's voice calls out, sharply.

EUGENE (V.O.)

Bandits, five o'clock high!

148 INT. WAIST

Eugene swings his gun towards the rear and aims at two tiny specks in the sky. He's already nervous, jumpy.

149 INT. TOP TURRET

Virge spins his turret to five o'clock and sights in the fighters with his two big .50 calibers, excited and anxious.

150 INT. TAIL

Clay, calm as ever, puts down his penknife and model plane, takes hold of his guns and aims them at five o'clock.

151 INT. COCKPIT

Luke looks out his window. The Thunderbolts are peeling off to chase the fighters.

LUKE

Go get 'em, little friends!

DENNIS

Hold your fire till Gerry's in range. Don't waste ammunition.

152 INT. WAIST

Eugene OPENS FIRE at the fighters, still far away.

DENNIS (V.O.)

I said, hold your fire!

Eugene stops firing.

JACK

That was Geenie the weenie.

Jack laughs and looks at Eugene. Eugene fakes a kick to Jack's groin. Jack doesn't even flinch, he just laughs.

153 EXT. MEMPHIS BELLE

The Thunderbolts and German fighters rush at each other at a combined speed of over 600 m.p.h., FIRING away. Just when the fighters seem about to collide, the Thunderbolts peel away and soar off into the sky. The M-109s keep coming. They're smaller and more sleek than the Thunderbolts, like cigars with wings. They can do anything they want.

154 INT. WAIST

Jack is excited and eager; Eugene nervous and jittery.

CLAY (V.O.)

They're a-comin'.

DENNIS (V.O.)

Call them out.

VIRGE (V.O.)

Six o'clock high!

JACK

Nine o'clock high!

PHIL (V.O.)

Ten o'clock high!

EUGENE

Three o'clock high!

Jack OPENS FIRE. So does Eugene. The room throbs from the vibration of the GUNS. SHELLS SPIT out onto the floor.

155 INT. RADIO ROOM

Danny FIRES out of his little opening in the roof. He can't see much, just a piece of bright sky.

156 INT. COCKPIT

Right behind the cockpit, Virge is FIRING his twin .50 calibers. The sound is deafening. Luke twists anxiously in his seat, trying to see what's happening.

DENNIS

Luke, do your job. The gunners will do theirs.

EUGENE (V.O.)

Breaking low to five o'clock!
Ball turret, look out!

157 INT. BALL TURRET

Rascal spins the turret and FIRES at a fighter zipping by at an incredible speed.

RASCAL

That guy had blue eyes.

158 EXT. MEMPHIS BELLE

There are planes all over the sky. It's hard to tell who is who. Tracers streak the air. B-17s FIRE back. It's chaotic. The fighters are dazzling, flying rings around the bigger planes.

DENNIS (V.O.)

Keep calling them out!

EUGENE (V.O.)

They're leaving us alone.

VIRGE (V.O.)

They're going after the first flight.

159 INT. COCKPIT

Fighters are converging on the three planes above, really giving them hell. Engine two of the lead plane bursts into flame.

LUKE

Windy City's on fire!

160 OMITTED

161 INT. NOSE

THROUGH the nose we can see the German fighters soaring off into the sky, fleeing from the burning plane.

PHIL
Why aren't they doing something?
Are they asleep?

VAL
Bail out, you guys!

PHIL
Come on, get out of there!

VAL
Jesus, there's a hole in the
pilot's window!

Suddenly, WINDY CITY EXPLODES in a huge ball of flame.

162 INT. COCKPIT

The ball of flame becomes a massive black cloud straight ahead.

LUKE
Watch out!

DENNIS
Hold on, everyone!

Luke braces himself. Dennis grips the control column as we fly straight into the huge black cloud.

163 INT. WAIST

The room is filled with smoke, getting in Jack and Eugene's eyes. Eugene cries out.

DENNIS (V.O.)
Call in!

CLAY (V.O.)
Tail.

EUGENE
Right waist.

JACK
Left waist.

164 INT. BALL TURRET

Smoke fills the ball turret. BITS of metal are PINGING against the Plexiglas. Rascal is jumping out of his skin.

RASCAL
Ball turret! Get us out of here!

165 INT. COCKPIT

Dennis is gripping the wheel, trying to control the plane as it's buffeted around in the black cloud.

DANNY (V.O.)
Radio operator.

VIRGE (V.O.)
Top turret.

There is a LOUD THUNK and the plane rocks.

DENNIS
Keep calling in!

Suddenly, we come out of the black cloud into sunshine that seems twice as bright as before.

LUKE
Copilot.

VAL (V.O.)
Bombardier.

Beat.

DENNIS
Navigator, call in! Navigator!

166 INT. NOSE

Phil is paralyzed, staring at the nose. It's covered in blood and the blood is streaming back from the tip in rivulets and freezing. Val hasn't seen it yet.

VAL
Phil! Phil!

PHIL
Navigator. Sorry. I'm fine.

DENNIS (V.O.)
When I say call in, I mean right away.

(CONTINUED)

166 CONTINUED:

Val shakes his head in annoyance of Phil, then turns around and sees the blood.

VAL
Fuck! Somebody's guts are all
over the nose!

DENNIS (V.O.)
Any damage? Crew, check your
stations.

The blood has frozen in a ring around the nose. It glints in the sun, horrible, but also weirdly pretty. Phil can't take his eyes off it.

VAL
Nose okay.

DANNY (V.O.)
Radio room okay.

JACK (V.O.)
Waist okay.

CLAY (V.O.)
Tail okay.

Phil shakes himself out of his trance and turns back to his gun.

DENNIS (V.O.)
Call out those bandits.

167 INT. TOP TURRET

Virge spins his turret, checking the sky. It's peaceful, as if nothing had happened.

VIRGE
They're gone.

CLAY (V.O.)
Hit and run.

168 INT. COCKPIT

Ahead, C Cup and Mama's Boys draw closer together. Friendly fighters patrol the sky in the b.g.

DANNY (V.O.)
Captain, I just heard from C Cup.
They're taking over the lead.

(CONTINUED)

168 CONTINUED:

DENNIS

Hear that, Val?

VAL (V.O.)

Roger.

DENNIS

C Cup is lead plane now. When they drop their bombs, so do we.

VAL (V.O.)

Got it.

Pause, then Dennis looks at Luke.

DENNIS

Any chutes from Windy City?

169 INT. WAIST

Eugene and Jack's faces are smudged with soot. Eugene's eyes are watering and he rubs them.

JACK

Those guys didn't have time to pee their pants.

CLAY (V.O.)

If you gotta go, that's the way.

VIRGE (V.O.)

Here one minute, gone the next.

PHIL (V.O.)

Do we have to talk about it?

170 INT. BALL TURRET - RASCAL'S FACE

is also greasy from the soot and he wipes it with his scarf.

RASCAL

Hey, I heard a good one from the waist gunner on Windy City. What was his name?

JACK (V.O.)

Cooley.

RASCAL

I mean the left one.

(CONTINUED)

170 CONTINUED:

JACK (V.O.)

Cooley!

RASCAL

I mean the right one.

VIRGE (V.O.)

I know the guy.

RASCAL

Tall guy.

CLAY (V.O.)

Not so tall.

RASCAL

Everyone's tall to me.

171 INT. NOSE

Phil extends the penciled line across the North Sea and above a string of islands skirting the northern coast of Holland, the Frisian Islands. We're approaching Germany fast. Again, Phil's hand shakes and his line isn't as straight as it should be.

VIRGE (V.O.)

Lindquist.

RASCAL (V.O.)

No, no, no.

VIRGE (V.O.)

Something like that.

RASCAL (V.O.)

Virge, you're not even close.

We DISSOLVE FROM the map TO --

172 EXT. MEMPHIS BELLE

The real coastline, matching the map perfectly: the curve of Holland's coastline and the Frisian Islands.

RASCAL (V.O.)

Anyway... a plane gets shot down. This guy bails out. The Gestapo gets him. His leg's broken and they have to amputate...

173 INT. BALL TURRET - RASCAL

turns slowly in the turret, searching the sky below for fighters as he speaks.

RASCAL

He says, 'Do me a favor. After you cut it off, give it to one of your pilots and have him drop it over my base in England.' So they do it.

DENNIS (V.O.)

Rascal, don't tie up the intercom.

RASCAL

This is real quick.

174 INT. TOP TURRET - VIRGE

slowly revolves in the top turret, carefully watching the sky, listening.

RASCAL (V.O.)

A week later they have to take off the guy's other leg. Same thing. 'Could you have someone drop it over my base in England?' And they do it.

175 INT. RADIO ROOM - DANNY

notices that his camera has moved to the edge of his desk and is about to fall off. He grabs it just in time and pushes it to safety.

RASCAL (V.O.)

Next week, they've got to cut off his arm. He asks them again, 'Could you please have someone drop it over my base in England?' This time they say,
(German accent)
'Nein. Zis ve can't do anymore.'

176 INT. BALL TURRET - RASCAL

sits a little forward to deliver the punchline.

RASCAL

The guy says, 'Why not?' And they say,
(German accent)
'Ve sink you're trying to escape!'

177 INT. COCKPIT

The sound of LAUGHTER from all over the plane. Luke is now flying the plane. Dennis is having more soup.

LUKE

Pretty good, Rascal. I think even Dennis liked that one.

EUGENE (V.O.)

Stoller! That's his name.

JACK (V.O.)

No... no...

VIRGE (V.O.)

Stoller wasn't on Windy City.

EUGENE (V.O.)

You sure?

JACK (V.O.)

Wait, it'll come to me.

CLAY (V.O.)

I can see the guy's face.

VIRGE (V.O.)

Me, too.

A long, bleak pause as they think about it. Then Rascal breaks the silence.

RASCAL (V.O.)

Well, whatever his name was, it's a good joke.

DENNIS

Okay, men, let's stop fooling around. The Gerries are out there. Let's look sharp.

In the b.g., the Thunderbolts peel off from the formation.

LUKE

Damn, are the little friends leaving already?

VIRGE (V.O.)

They sure know when to run out of fuel.

CLAY (V.O.)

They ain't dumb.

178 EXT. MEMPHIS BELLE

The Thunderbolts gather in a squadron above the formation.

(CONTINUED)

178 CONTINUED:

Below, the grey sea ends in brown and green countryside. The Thunderbolts wiggle their wings, then drop away from the formation, one by one.

DENNIS (V.O.)
Navigator, give me a position.

179 INT. NOSE - PHIL

starts to draw a line south-southeast, right into Germany.

PHIL
Sir, that's the Third Reich down there.

JACK (V.O.)
Now the shit really hits the fan.

180 OMITTED

181 INT. CO'S OFFICE

The office is scrupulously neat, the desk clean and clear. There's the loud TICKING of a CLOCK. It's unnaturally quiet -- none of the usual hustle and bustle of the base. The CO is sitting at his desk, sharpening pencils. The pencils are already as sharp as can be, but he continues to sharpen them, one after another. Suddenly, a RAP on the door and the S-2 enters.

S-2
Sir, you'd better come take a look.

182 INT. MESS HALL

Preparations are underway for a party. A banner is being hung from the ceiling: "CONGRATULATIONS MEMPHIS BELLE! 25 MISSIONS!" A stage is being set up, tables are being arranged, streamers are being strung. Bruce is arranging it all. The CO comes up to him.

CO
What's the meaning of this?

A couple of men are rolling in a piano.

BRUCE
On the stage. Thanks. Just a little party, Colonel.

(CONTINUED)

182 CONTINUED:

CO
I didn't order this.

BRUCE
Leave this stuff to me. The
Memphis Belle's my job.

CO
And my job is to approve
everything on this base. I did
not authorize a homecoming...

BRUCE
Craig, you work too hard at being
a hardass. What's the harm in a
little party in honor of these
guys? They're special.

CO
I have twenty-four crews up there.
They're all special to me.

BRUCE
That's great story, but bullshit's
my business and I know it when
I see it. All you care about is
putting planes in the air.
Results. Brown-nosing H.Q. The
only man...

The CO interrupts, grabbing Bruce's arm.

CO
Come with me!

183 INT. CO'S OFFICE

The CO comes in, Bruce behind him. The CO is trembling
with anger. He shouts at Bruce.

CO
Sit down!

BRUCE
Craig, look...

CO
Sit down!

Bruce sits. The CO opens a bottom drawer and takes out a
handful of letters. He puts them on his clean desk top.

(CONTINUED)

183 CONTINUED:

CO

Start reading. This one's from the mother of a boy who got his head blown off over Lorient. Start with that.

BRUCE

Craig, I think you're cracking up.

CO

Read it!

The CO gives him the letter. Bruce starts to read it. OVER, we hear the letter read by the voice of a FATHER. Bruce reads it casually at first, then little by little it gets to him, moves him. The CO puts another pile of letters on the desk, then another. They start to spill over onto the floor.

FATHER (V.O.)

Dear Colonel Harriman, I want to thank you for your letter of sympathy about my son Tommy. He was only at your base a month, but he must have made a big impression because you described him right down to his boots. I wish you could have told me how Tommy died, but I understand we have to be careful about security these days. I'm glad he was brave and did his job to the end. Maybe his mother and I raised him right after all. I guess we'll get used to him being gone, but not too soon, I hope. Well, I can always read your letter and that will bring him back. Sincerely,
Thomas R. Maguire.

During the reading we --

CUT TO:

184 INT. NOSE

Phil behind his gun, watching for fighters, sweat dribbling down the side of his face and freezing. OVER, we continue to hear the LETTER READ, and then hear a second voice, VOICE of a SISTER READING another LETTER.

185 INT. BALL TURRET

Rascal, on edge, cold, waiting for fighters. Another voice, VOICE OF A BROTHER, begins. The VOICES are LAYERED on top of each other. Now we can only pick up a word here, a phrase there.

186 INT. RADIO ROOM

Danny, behind his gun, worried, tense, looking up into his piece of sky for enemy aircraft. Then we --

CUT TO:

187 EXT. MEMPHIS BELLE

Outside of the plane. The Memphis Belle and its two wingmen. Then, as more and more VOICES spill on top of the others the way the letters spilled on top of the CO's desk. We CUT WIDER AND WIDER until the SCREEN is FILLED with the entire formation and the SOUNDTRACK is filled with the VOICES READING their LETTERS to the Commanding Officer, conveying the enormity of the air war -- each plane contains ten young, fragile lives, heading into battle.

Abruptly, the SEQUENCE ENDS with --

CUT TO:

GERMAN FIGHTERS

shoot through the formation like a swarm of angry bees. There are ME-109s and also FW-190s. These are fatter than the 109s and have blunt, snub noses similar to the Thunderbolts.

CLAY (V.O.)

Bandit, five o'clock low!

EUGENE (V.O.)

Three o'clock high, too!

VIRGE (V.O.)

They're all over the place!

DENNIS (V.O.)

Don't yell on the intercom.

RASCAL (V.O.)

See this guy at eight level?
Left waist, see him?

188 INT. WAIST

Jack eagerly aims at the fighter. One side of the sign on his back is unstuck and is hanging from his shoulder.

JACK

I see him! Come to daddy!
That's the way. That's the...

He OPENS FIRE at the fighter coming in from the rear of the plane. As Jack swings his gun to the right to follow it, the wind catches the sign on his back and it flaps up into his face.

JACK

What the fuck? I had him! He
was right there! Goddamit!

He rips the sign off his shoulder and reads it. He can't believe it. He turns to Eugene, who is FIRING out his side and hasn't seen this. Jack's about to grab Eugene when Rascal's voice interrupts him.

RASCAL (V.O.)

Here he comes around again, left
waist! Jack, get the greedy
bastard!

Jack turns back to his GUN and FIRES.

189 OMITTED

189A INT. TOP TURRET

Virge pounds his GUNS at the fighters.

189B INT. TAIL

Clay rattles his GUNS at a fighter up in the sky.

189C INT. NOSE

Val and Phil are both FIRING out of their sides of the nose.

190 INT. WAIST

Eugene reaches up to touch his St. Anthony medal, but it's not there. Alarmed, he pulls off his oxygen mask and speaks to Jack.

EUGENE

My medal! Have you seen it?

(CONTINUED)

190 CONTINUED:

Jack spies it on the floor, reaches down and picks it up -- the chain has broken.

EUGENE

Thanks.

Eugene reaches for it. But instead of giving it to him, Jack angrily throws it out the window. Eugene screams.

EUGENE

Why'd you do that?

JACK

Now we're even!

Jack turns back to his gun.

DENNIS (V.O.)

Right waist? Right waist, call in! Radio operator, get back there and see what's happening!

191 INT. RADIO ROOM

Danny pulls off his oxygen mask and pulls out his intercom cords.

192 INT. WAIST

Danny comes into the waist and Eugene grabs him. He's frantic.

EUGENE

My medal, it's gone! I'm finished, Danny, I'm finished!

DANNY

Stop it, Gene! Wait!

Danny quickly pulls off his glove and takes off the big red rubber band around his wrist.

DANNY

Take my lucky rubber band. It really works.

He puts it on Eugene.

DANNY

You're okay now. Go get 'em.

(CONTINUED)

192 CONTINUED:

Danny pats him on the back, then goes back through the forward bulkhead. Eugene looks at the rubber band and decides it's better than nothing. He puts his oxygen mask back on, gives Jack a kick in the butt, grabs his gun, sights in a fighter and starts FIRING.

193 EXT. MEMPHIS BELLE

A fighter swoops down from above, FIRING away. C Cup is all that remains of the first flight.

VAL (V.O.)
190, twelve o'clock high!

LUKE (V.O.)
He's going for C Cup. Look out,
look out!

The NOSE of C Cup SHATTERS. A man is blown out and starts to fall. No parachute opens.

194 INT. NOSE

Val and Phil look down through the nose at the falling man.

PHIL
Jesus, he doesn't have a parachute.
How long would it take to fall?

VAL
Too long.

Somehow, C Cup remains above. But the nose is gone and wires and equipment dangle from it.

DENNIS (V.O.)
Everybody, make sure you've got
your parachutes.

Phil reaches under his desk for his parachute.

195 INT. BALL TURRET

Rascal spins in the turret, looking for fighters.

RASCAL
Parachute? There isn't room for
a hard-on in here!

DENNIS (V.O.)
I know, ball turret, but put your
safety strap on.

(CONTINUED)

195 CONTINUED:

RASCAL

It hurts.

DENNIS (V.O.)

Put it on!

Rascal takes the strap, a thin strip of canvas, and puts it between his legs. He snaps it into place above. It's tight and uncomfortable.

196 INT. RADIO ROOM

Danny is at his radio.

DANNY

Captain, I just got word from C Cup. They're dropping out of formation. We're in the lead now.

197 INT. COCKPIT

C Cup is losing speed and altitude. We start to pass it. It looks like a ghost ship. Dennis has again taken control of the plane.

DENNIS

Okay, Danny. Give me C channel to talk to group.

LUKE

Poor bastards.

VIRGE (V.O.)

They're dead meat.

CLAY (V.O.)

The bogeyman will get them.

EUGENE (V.O.)

Bye-bye, C Cup.

There is a sharp CRACKLE on the INTERCOM.

DANNY (V.O.)

Sir, you're on to group.

DENNIS

This is the Memphis Belle.

198 EXT. MEMPHIS BELLE

The Belle is now the lead plane, leading the entire group.

(CONTINUED)

198 CONTINUED:

Dennis is sobered by the responsibility of what he has to do. He speaks quietly, with humility, to the other captains.

DENNIS (V.O.)

We're lead plane now. I'll try my best to put those bombs right in the pickle barrel and get us out of here safe. I'm going to need all the help you can give me. Let's tighten up out there and be on our toes. We're three minutes, thirty seconds from the bomb run.

199 INT. NOSE

Val FIRES at a fighter coming in a little to the right.

VAL

Bloodsucker, nine o'clock level!
Ball turret, watch out!

Rascal starts to spin the turret around, but suddenly it sticks and won't move.

RASCAL

I'm jammed! He's coming right
at me! Virge, help!

He stomps on the control pedal, but nothing happens.

200 INT. TOP TURRET

Virge pulls off his oxygen mask, yanks out his intercom cords and jumps down from the turret.

201 INT. BOMB BAY

Virge runs down the narrow catwalk through the bomb bay.

202 INT. RADIO ROOM

Danny is SHOOTING his GUN into the sky as Virge runs past him and through the aft bulkhead doorway.

203 INT. BALL TURRET

Rascal stomps on the pedal again and again. Suddenly the turret unsticks, whirls around and Rascal FIRES.

204 EXT. MEMPHIS BELLE

The FIGHTER EXPLODES in a ball of flame.

205 INT. BALL TURRET

Rascal screams at the fighter.

RASCAL
And your mother, too!

206 INT. BALL TURRET AREA

Virge drops to his knees beside the turret, breathing hard. He looks at the top of the turret -- it's turning smoothly.

VIRGE
What's his problem?

Virge shakes his head in annoyance, then starts back towards the front of the plane.

207 EXT. MEMPHIS BELLE

A FIGHTER appears out of nowhere, BUZZING down on the left, MACHINE GUNS BLASTING.

208 INT. WAIST

BULLETS RIP through the waist and Jack is knocked to the floor. His oxygen mask is ripped from his face.

EUGENE
Jack's hit!

209 INT. NOSE

Val is doing some adjustments to his instrument panel. Phil is FIRING out his side of the plane.

DENNIS (V.O.)
Val, run back and look at Jack.

VAL
Captain, I'm two minutes from the bomb run!

DENNIS (V.O.)
Okay. Gene, you're going to have to take care of him.

Val is very relieved.

210 INT. WAIST

Eugene kneels beside Jack, who is squirming and yelling. Eugene tears open Jack's pant leg around the wound on his left thigh. Eugene pulls off his oxygen mask to talk.

(CONTINUED)

210 CONTINUED:

EUGENE

Jack, hold still! Let me look!

Blood is already freezing around the wound. Eugene examines it. Then he starts to laugh.

JACK

Would you help?

EUGENE

It's a scratch! Look! It's nothing, and you're screaming like a stuck pig!

Jack looks at his leg. Eugene's right, it's nothing. Then Jack sees his harmonica sticking out from his torn pant leg pocket. It's bent -- clearly it deflected the bullet.

JACK

My harmonica! Goddamnit, my favorite harmonica!

Laughing, Eugene quickly wraps his flight scarf around Jack's leg, ties it, then pulls Jack to his feet. Then Jack reaches behind Eugene's ear and pulls out the St. Anthony medal. Eugene looks at it, astonished.

EUGENE

How'd you do that?

Jack smiles, sheepishly.

JACK

Magic.

Eugene takes the medal and beams at Jack.

211 EXT. MEMPHIS BELLE

The fighters have disappeared. Everything is peaceful.

DENNIS (V.O.)

Keep calling 'em out.

VIRGE (V.O.)

They're gone.

RASCAL (V.O.)

Christ, you know what that means.

CLAY (V.O.)

Flak, nine o'clock level!

(CONTINUED)

211 CONTINUED:

RASCAL (V.O.)
That's what I was afraid of.

Black PUFFS start to blossom in the sky around the planes. They make a soft POOF as they EXPLODE. A red flame can be seen for a brief second in the center of each explosion. No sooner does the smoke start to dissipate than fresh puffs appear.

LUKE (V.O.)
They've got something like 500
flak batteries around Bremen.

VIRGE (V.O.)
I could live without knowing that,
Lieutenant.

211A INT. TAIL

Clay is writing in the frost that has collected on the inside of his left window.

JACK (V.O.)
Clay, what're the odds of us
getting out of here alive?

CLAY
I was just figuring that out.

He writes "Three to One."

212 INT. BALL TURRET

A black PUFF EXPLODES not far from the turret and there's a SHARP BANG on the side of the turret. Rascal jumps.

RASCAL
Jesus!

DENNIS (V.O.)
Ball turret, what's wrong?

RASCAL
A big piece of ass fucking Nazi
flak just hit my turret!

DENNIS (V.O.)
Are you okay?

RASCAL
I guess.

DENNIS (V.O.)
You guess or you are?

(CONTINUED)

212 CONTINUED:

RASCAL

I am.

One of the little windows on the side of the turret has been knocked out. A frigid wind blows in. Rascal tries to plug it up with his flight scarf.

213 INT. COCKPIT

The constant PATTERNING CONTINUES, like metal rain.

DENNIS

I hope we're all wearing our flak jackets.

214 INT. WAIST

Eugene and Jack grab their heavy, bib-like flak jackets from the floor and struggle into them.

215 INT. RADIO ROOM

Danny is putting on his flak jacket when the Rookie's voice comes OVER the RADIO. Danny glances out his right window at Mother and Country.

ROOKIE (V.O.)

(nervously)

Danny, quick question. This flak, it's not like I expected. Can't the captain do something, avoid it or something?

DANNY

Not this close to the bomb run. You have to fly straight through or you'll be off target. It's just four minutes.

ROOKIE (V.O.)

(nervous laugh)

Just.

Suddenly, a BANG and a hole opens in the left wall of the radio room and a small, SIZZLING piece of FLAK skates across Danny's desk, digs a scar in the wood and lands on top of his log book. It burns a little hole in the top page. Danny brushes the jagged, black piece of shrapnel away.

216 INT. COCKPIT

We're flying through a massive flak barrage. Constant PINGING and RATTLING on the outside of the plane. It's incessant, unnerving.

(CONTINUED)

216 CONTINUED:

PHIL (V.O.)

This is the bomb run. We're exactly four minutes from target.

Dennis puts his finger on the automatic pilot switch. It's on the control box below the throttles.

DENNIS

Bombardier, I'm turning on the auto pilot. You're flying the plane from here to delivery.

He flips the switch. Lights flicker on the instrument panel.

217 INT. NOSE

Val is bent over the bombsight, making careful adjustments. He works with great concentration, ignoring the flak barrage that can be seen directly ahead through the nose.

DENNIS (V.O.)

Seventy thousand pounds of bombs are going to drop on your command. I want pinpoint bombing.

VAL

Yes, sir.

DENNIS (V.O.)

Pinpoint.

218 INT. COCKPIT

Black smoke is smeared all over the sky. Puffs appear constantly. The RATTLING on the outside of the plane has grown LOUDER. It doesn't give you a moment's peace.

LUKE

Christ, I've never seen it this thick before.

Suddenly, a LOUD BANG and blood sprays all over the cockpit. The instrument panel, windshield, Dennis and Luke are drenched.

VIRGE (V.O.)

What was that?

DENNIS

Luke's hit!

(CONTINUED)

218 CONTINUED:

LUKE

Dennis is hit!

Virge rips off his oxygen mask and jumps down from the top turret to look at them.

VIRGE

Jesus!

Dennis and Luke examine themselves: Dennis rationally, Luke in a panic.

DENNIS

It's not me. It must be you.

LUKE

It isn't me!

DENNIS

(to Virge)

I think he's in shock.

LUKE

I'm not in shock! You're in shock!

VIRGE

Val, you better get up here fast.

VAL (V.O.)

I'm on the fucking bomb run!

Virge sees something on the floor and reaches for it.

DENNIS

It's not me.

LUKE

Me, either!

DENNIS

It's got to be somebody. There's blood all over the cockpit.

Virge picks up Dennis's Thermos off the floor, cut in two.

VIRGE

Tomato soup.

He starts to laugh. It takes Luke a moment to get over his terror, but then he starts laughing, too. Dennis is relieved. Then, suddenly, an incredible BANG and the plane rocks violently.

(CONTINUED)

218 CONTINUED: (2)

DENNIS

What was that?

RASCAL (V.O.)

There's a hole as big as my dick
in the left wing!

219 EXT. MEMPHIS BELLE

The hole is about two feet in diameter. It's between
engines one and two. Gas is leaking.

220 INT. COCKPIT

The needle on one of the fuel gauges is sinking.

LUKE

We're losing fuel!

DENNIS

Virge, get on the fuel transfer
pump.

Virge turns around, bends down and flicks the transfer
levers.

LUKE

Hurry!

VIRGE

The electrics must be out on the
left side. The pumps aren't
responding. I'll do it by hand.

DENNIS

Luke, work with him. We've got to
save as much fuel as we can.

Virge runs into the bomb bay.

VAL (V.O.)

Two minutes to target.

CLAY (V.O.)

Let's drop those bombs and get out
of here!

221 INT. NOSE

Val pulls a lever on his control panel on the left side
of the fuselage.

VAL

Bomb bay doors open.

222 INT. BOMB BAY

Virge is standing on the narrow catwalk at the front end of the bomb bay, working the fuel transport pump switches when the bomb bay doors start to open. He looks down at the ground, so far below. Suddenly, a flak SHELL BURSTS right below the bomb bay. There's a frantic CLICKING as pieces of SHRAPNEL HIT the bombs. Virge looks through the bomb bay into the radio room and meets Danny's eyes.

223 INT. NOSE

Val takes his eye from the bombsight and looks out the nose. Although the day is perfectly clear, the ground ahead is covered with low-lying white smoke.

VAL

Bombardier to Captain. The target's covered. Looks like a smoke screen.

Val flips down the safety latch on the bomb release button. It's on the left side, next to the bomb bay door control.

224 INT. COCKPIT

Virge comes out of the bomb bay.

VIRGE

Fuel transport complete. We saved some of it.

DENNIS

Bombardier, how's that target?

225 POV THROUGH BOMBSIGHT - TARGET

Houses, a river and the beginning of the smoke screen. There are two crosshairs which Val manipulates with course knobs on either side of the bombsight.

VAL (O.S.)

Target totally obscured.

226 INT. NOSE

Val flips some switches and sets a couple of dials on the control panel. He does this with quick precision, then looks through the sight again.

VAL

Thirty seconds to delivery.

227 INT. COCKPIT

Flak is still pummeling the outside of the plane. Black smoke is smeared all over the sky. The plane wobbles.

DENNIS

Bombardier, I need those bombs on target. The whole group is bombing with us.

VAL (V.O.)

If I can't see, I can't see.

Dennis reaches down and puts his hand on the auto pilot. Luke looks at him in shock.

LUKE

What do you think you're doing?

DENNIS

We came here to bomb a factory. We're going to bomb a factory even if it means going around again.

LUKE

Are you crazy? You go around on a bomb run, that's like sending out an engraved invitation to the Nazis to blow us away!

DENNIS

Luke, I'm in command!

228 INT. NOSE

Val puts his finger on the bomb release button.

VAL

Dennis, what do you want me to do?

ON PHIL

At his desk, watching Val, terrified.

229 INT. COCKPIT

Dennis has taken his finger off the auto pilot switch.

DENNIS

Bombardier, give me a report.

VAL (V.O.)

Visibility zero.

(CONTINUED)

229 CONTINUED:

Dennis reaches for the switch.

LUKE

You do it and we're dead.

Dennis flips the auto pilot to "off."

DENNIS

We're going around again.

LUKE

Fuck!

DENNIS

Danny, give me C channel again.

230 INT. NOSE

Val takes his finger off the bomb release button and adjusts the bombsight. Phil lunges for the button. Val sees him out of the corner of his eye and grabs Phil's hand just before he can push it. He shoves Phil back, then snaps the safety catch back on the button. Phil sits in his chair, shaking.

231 EXT. MEMPHIS BELLE

The Belle banks into a sharp turn to the left. Baby Ruth and Mother and Country follow.

DENNIS (V.O.)

It'll take us five minutes to get back to the start of the bomb run. Navigator, give me a postition.

232 INT. NOSE

Phil is sitting at his table, but unable to work, to focus.

DENNIS (V.O.)

Navigator, did you hear me?

Phil looks up and meets Val's gaze. They look at each other a long moment. Then Phil turns back to his maps.

PHIL

Yes, sir.

He tries to pull himself together and begin to work.

233 INT. COCKPIT

Dennis banks out of the turn and straightens out the plane.

DENNIS

Everybody listen. I know you want to drop the bombs and get the hell out of here. But there's civilians down there, there's a school right next door and if we don't get these bombs right in the pickle barrel, a lot of innocent people are going to be killed.

LUKE

They're all Nazis, what difference...?

DENNIS

Luke, shut up!

Luke glares at him.

234 INT. WAIST

Jack and Eugene are both listening. Eugene clutches his St. Anthony medal, the broken chain dangling.

DENNIS (V.O.)

I don't want to go around again any more than you do. But we were sent here to bomb a factory and if we don't do it, somebody's going to have to come back here again and do it for us.

235 INT. BALL TURRET

FLAK is BURSTING right outside Rascal's turret and PATTERNING against it. He's shivering from the cold blowing in the broken window.

DENNIS (V.O.)

Nobody promised us it would be fun and games. It's our job. Ours, nobody else's.

236 INT. TAIL

Clay looks at the odds he wrote on the condensation on his side window: 3 to 1.

(CONTINUED)

236 CONTINUED:

DENNIS (V.O.)

If we do it right, it's something we can be proud of our whole lives. That's all I want, believe me.

With a swipe, he wipes them away. All bets are off now.

237 INT. COCKPIT

Luke has not taken his eyes off Dennis.

DENNIS

Now, let's get back to work, stay alert and call out those fighters soon as you see them.

Silence. The flak has stopped. Dennis feels Luke's stare and looks over at him. They exchange a long, long look, then Dennis breaks it. Suddenly, Virge calls out.

VIRGE (V.O.)

Bandits, three o'clock high!

238 EXT. MEMPHIS BELLE

The plane has straightened and Baby Ruth and Mother and Country have closed in tight beside it. A squadron of fighters appears high in the sky, queued up, ready to come in. They dive down at the formation, one after another.

EUGENE (V.O.)

Ten o'clock, too!

JACK (V.O.)

Two of them, coming in at eight.

RASCAL (V.O.)

I don't like being in the lead.

CLAY (V.O.)

Yep, we're the piece of shit the flies are headin' for.

VIRGE (V.O.)

Here they come, here they come!

239 INT. BALL TURRET

Rascal spins the turret and starts FIRING.

240 INT. WAIST

Both Eugene and Jack open up, FIRING out of their sides of the plane.

241 INT. COCKPIT

GUNS are FIRING all over the plane. Virge's GUN throbs right behind the cockpit. Luke is jumpy.

VIRGE (V.O.)

Bandit, twelve o'clock high!
Cockpit, look out, he's heading
straight for you!

Luke looks up in terror at the fighter zooming in at him, FIRING away.

LUKE

What am I supposed to do, spit at
him?

Luke ducks his head down, as the FIGHTER BUZZES right at them. Dennis doesn't even glance up. The fighter passes overhead. Luke comes up from his tuck. He's jumping out of his skin.

LUKE

Tail gunner, how are you doing
back there?

CLAY (V.O.)

Jus' fine, Lieutenant.

LUKE

Let me know if you need help.

242 INT. TAIL

Clay calmly FIRES at a fighter barrel-rolling under the Belle. It's already on fire.

CLAY

Sure will. But I'm doin' just...

He hesitates. He remembers. Then, a little too obviously:

CLAY

Oh, right, Lieutenant! I do
need some help back here!

243 INT. COCKPIT

Luke pulls off his oxygen mask, yanks out his intercom cord and starts to get up.

DENNIS

Tail gunner, what's wrong?

CLAY (V.O.)

I'm runnin' out of ammo.

LUKE

I'll take care of it.

DENNIS

Can't somebody else do it? Right waist, left waist?

JACK (V.O.)

Captain, we got fighters all over us back here.

LUKE

Dennis, I'm the only one not doing anything.

DENNIS

(a beat; then)

Okay, but make it fast.

Luke steps over the control box, squeezes past Virge and heads into the bomb bay.

244 INT. RADIO ROOM

Luke goes past Danny, who's FIRING up into the sky, then through the aft bulkhead doorway. From here we see Luke go the length of the plane to the tail.

245 OMITTED

246 INT. NOSE

Val is bent over the bombsight, making adjustments, turning dials. Phil takes off his mask to talk. So does Val.

PHIL

Val, I'm sorry. I don't know what's wrong with me.

(CONTINUED)

246 CONTINUED:

VAL

You're a coward, that's what's wrong. A big fucking coward and you're in real trouble when we get back down on the ground. Now leave me alone and let me do my job!

Val refastens his mask and turns back to the bombsight. Phil turns back to his maps.

247 INT. TAIL

Luke comes into the tail and changes places with Clay. He kneels in front of the guns with Clay behind him, watching over his shoulder.

JACK (V.O.)

190 breaking to ten o'clock.

VIRGE (V.O.)

Another one, high at three. Radio operator, hear me?

DANNY (V.O.)

Gotcha. Thanks, Virge.

Luke looks around for fighters, but none are in sight.

LUKE

Come on, come on...

248 EXT. MEMPHIS BELLE

A speck appears way down below, dodging through the formation at a fantastic speed. Fortresses FIRE at it, but it keeps coming.

RASCAL (V.O.)

Tail gunner, see that bandit at seven low? He's all yours, Clay.

249 INT. TAIL

Luke eagerly aims his guns down at the approaching plane.

250 EXT. MEMPHIS BELLE

The fighter keeps coming. It flips over on its back and zooms toward the Belle's tail, MACHINE GUNS BLASTING.

251 INT. TAIL

Luke OPENS FIRE. He follows the fighter up past the tail. At first it looks like Luke missed it. Then the FIGHTER STALLS, stopping dead in the air above. Smoke starts streaming from its belly, its nose drops down and it starts a slow fall to the right.

LUKE

I got him! I got him! Whooo!

252 EXT. MEMPHIS BELLE

The fighter falls right into Mother and Country. The fighter's left wing slices off the B-17's tail.

253 INT. TAIL

Luke watches with horror.

LUKE

No!

254 EXT. MEMPHIS BELLE

Mother and Country's tail section tumbles toward the ground with the fighter.

RASCAL (V.O.)

It's the rookies! They got the rookies!

255 INT. RADIO ROOM

Danny looks out the right side window, alarmed. Then he flips a switch on his radio.

DANNY

Memphis Belle to Mother and Country! Come in, come in!

256 EXT. MEMPHIS BELLE

The back of Mother and Country drops down and two men roll out. For a moment, Mother and Country hangs in the air like a big cross. Then it plunges toward the ground.

257 INT. RADIO ROOM

Danny frantically works the radio.

(CONTINUED)

257 CONTINUED:

DANNY
Mother and Country come in!

He flips a switch. On the RADIO, we hear SHOUTING and SCREAMING, complete chaos. Danny listens with horror.

258 INT. TAIL

Luke watches, horrified, as Mother and Country falls. He's stunned, paralyzed by what he did.

259 EXT. MEMPHIS BELLE

Mother and Country plummets to the ground, spinning as it goes, like a giant arrow. Then it hits the ground with a quick flash and a little plume of smoke. When it hits, the RADIO GOES DEAD. Silence.

260 INT. RADIO ROOM

Danny sits there a moment, shocked by the suddenness of it. Then he starts to move to his position behind his gun.

261 INT. TAIL

Clay grabs Luke by the back of his jacket and pulls him up and shoves him out of the way. Then Clay falls to his knees before his GUNS and STARTS FIRING.

DENNIS (V.O.)
How many chutes from Mother and
Country?

EUGENE (V.O.)
I saw two.

RASCAL (V.O.)
Yeah, two.

CUT TO:

CLAY'S WHITTLED MODEL PLANE

sitting in a sea of spent cartridges. It's crushed. In the b.g. we see Luke's back as he starts slowly toward the front of the plane.

261A INT. TAIL WHEEL

As soon as he's out of the tail and into the tail wheel area, Luke stops and leans against the fuselage wall. Tears come to his eyes. He tries to hold them back, but can't. He's overcome with remorse for what he has done. He finally realizes the horror of war. He struggles to pull himself together. Then he starts towards the cockpit.

262 INT. COCKPIT

Dennis is alone in the cockpit. PHIL'S VOICE comes over the INTERCOM.

PHIL (V.O.)

Captain, this is the bomb run.

DENNIS

Bombardier, I'm turning it over to you.

VAL (V.O.)

Roger.

Dennis flips the auto pilot switch to "On." Dazed, Luke squeezes past the top turret, climbs into the cockpit and sits in his seat. Dennis pulls off his oxygen mask to talk.

DENNIS

Luke, right after delivery, on our way to the rally point, I'm going to take some evasive action and try to avoid this flak. Be ready on rudder.

LUKE

Whatever you say, Dennis. You know what you're doing.

Dennis looks at him, astonished by this response. Luke turns away to hide his face.

263 POV THROUGH BOMBSIGHT - TARGET

The ground is almost visible, still covered with smoke. A patch of green or a piece of river can be seen for an instant, but that's all.

DENNIS (V.O.)

Bombardier, how does the target look?

VAL (O.S.)

Like shit.

264 INT. NOSE - VAL

takes his eye from the bombsight, pulls the bomb bay door lever, then flips up the latch on the bomb release button. He catches Phil's eye, who is on his gun, very near the button. Phil looks at Val a moment, then turns back to watch for fighters. Val looks through the bombsight again.

VAL

Captain, I still can't see a thing.

265 INT. COCKPIT - DENNIS

his finger hovers over the auto pilot switch.

EUGENE

Bandit, three o'clock high. Top turret, see him?

VIRGE (V.O.)

I see him. He's a dead man.

JACK

Ball turret, watch this guy on the left. He wants your ass.

RASCAL (V.O.)

He ain't going to get it.

266 INT. NOSE - VAL

puts his finger on the bomb release button.

VIRGE (V.O.)

Bandit coming in twelve level.
Coming right at the nose!

PHIL

I'm on him.

EUGENE (V.O.)

'Nother one at two low, Phil.

PHIL

Thanks, Gene.

266A OMITTED
&
266B

267 POV THROUGH BOMBSIGHT - TARGET

The only thing we can see is thick, rolling smoke. The crosshairs intersect at perfect right angles.

 VAL (O.S.)

Dennis, my sight says we're over the target. I've got to do something. What do you want me to do?

268 INT. COCKPIT

Dennis's finger is on the auto pilot switch. His hand trembles.

269 INT. TAIL - CLAY

FIRES his GUN with one hand and rubs his lucky horseshoe with the other.

270 INT. WAIST - EUGENE

kisses his St. Anthony medal as he FIRES at a FIGHTER BUZZING in on the right.

271 INT. RADIO ROOM - DANNY

finishes firing off a round, then reaches inside his cuff for his lucky rubber band, but it isn't there. A flash of panic. Then he remembers he loaned it to Eugene. He looks through the rear bulkhead door and can see Eugene. Danny's relieved his rubber band isn't far away.

272 INT. NOSE - VAL

is frozen, eye to the bombsight, finger on the bomb release button.

273 POV THROUGH BOMBSIGHT - TARGET

Suddenly the smoke thins a little, revealing the top of a square grey building, directly at the intersection of the crosshairs.

274 FLASHBACK - INT. BRIEFING ROOM

To the briefing where the target photo is projected large on the screen. The S-2's pointer taps the factory three times. It's the same building.

275 INT. NOSE - VAL

jerks his head up from the bombsight and shouts, excited.

VAL
That's it! That's it! Bombs away!
(presses the bomb
release button)
Right in the pickle barrel!

276 INT. BOMB BAY

Bombs start dropping from the racks.

277 EXT. MEMPHIS BELLE

The bombs fall from the bottom of the Belle. Bombs also start to fall from Baby Ruth and the other planes in the group. Bombs are dropping all over the sky. Then they hit the ground. Flashes, then billowing clouds of grey-black smoke. It's an unforgettable, frightening sight.

278 INT. COCKPIT

Dennis watches the delivery from his side window. Then he reaches down and flips off the auto pilot.

DENNIS
Okay, boys, we've done our job for
Uncle Sam. Now we're flying for
ourselves.

He turns the control wheel. There are WHOOPS of joy all over the plane -- they did it.

279 INT. WAIST - EUGENE AND JACK

holding on as the plane tips into its turn. Eugene holds up his St. Anthony medal. Jack gives him the thumbs-up sign.

280 INT. NOSE

Phil reaches out and pats Val on the back, but Val angrily shakes him off.

281 EXT. MEMPHIS BELLE

Bombs are still falling. The target is a mass of fire and smoke. The Belle banks into a turn. Baby Ruth follows.

282 INT. WAIST

GUNS are again POUNDING all around the plane. Jack is FIRING, following a fighter from ten o'clock high to nine low.

JACK

Gerry breaking low to nine o'clock. Ball turret, watch it, watch it!

283 INT. BALL TURRET

Rascal pushes on the foot pedal to swivel the turret, but nothing happens.

RASCAL

I'm stuck! Virge! He's coming right at me! Virge! Virge!

The fighter is zooming in right at him, firing. Rascal stomps on the pedal, but still nothing happens. The fighter keeps coming, keeps firing. Rascal's eyes widen in horror.

284 INT. COCKPIT

Suddenly, a HUGE EXPLOSION and the plane rocks violently.

DENNIS

Call in!

Virge pulls off his oxygen mask, yanks out his intercom cord, jumps down from the top turret and charges into the bomb bay.

CLAY (V.O.)

Tail.

EUGENE (V.O.)

Right waist.

JACK (V.O.)

Left waist.

285 INT. RADIO ROOM - DANNY

is frantically FIRING up into the sky as Virge comes running through.

DENNIS (V.O.)

Ball turret! Ball turret, call in!

286 OMITTED

287 INT. BALL TURRET AREA

Panicky, Virge falls to his knees beside the ball turret, opens the hatch and looks down into it.

287A VIRGE'S POV

down into the turret. The bottom of the turret is gone and Rascal is dangling twenty thousand feet above the ground, held by just the strap between his legs. He's holding onto the top of the turret and the force of the slipstream is blowing his legs toward the back of the plane. He's out of his mind with terror. He reaches for Virge. Virge grabs his hands and pulls him, with difficulty, out of the narrow hatch on the top of the turret. Rascal is shot up a little. Virge quickly checks him, but the wounds look superficial. Rascal is shaking and crying.

VIRGE

You're okay, Rascal. You're safe.
You're okay.

Rascal grabs Virge and hangs onto him. Virge holds him, pats his back, trying to comfort and calm him down.

288 INT. WAIST - EUGENE AND JACK

are FIRING frantically out of their sides of the plane.

289 INT. TAIL - CLAY

is FIRING, too, humming a little as he does.

290 INT. RADIO ROOM - DANNY

finishes FIRING around, then swings his gun around to fire at another fighter. As he does, he sees that his camera has again moved to the edge of the desk and is just about to fall. Quickly, Danny reaches for it and catches it just as the camera falls off the edge. Relief. Just then, a CANNON SHELL bursts through the roof of the radio room and EXPLODES.

291 INT. COCKPIT

The plane is jolted harder than ever.

(CONTINUED)

291 CONTINUED:

LUKE

Now what?

DENNIS

Call in!

CLAY (V.O.)

Tail.

292 INT. BALL TURRET AREA

Virge and Rascal have been thrown to the deck by the explosion. They scramble to their feet and go through the forward doorway into the radio room.

EUGENE (V.O.)

Right waist.

JACK (V.O.)

Left waist.

293 INT. RADIO ROOM

The room is on fire. Danny lies face-down on the floor. Virge pulls him away from the flames while Rascal grabs a fire extinguisher and turns it on the flames.

294 INT. COCKPIT

Fighters are everywhere. FLAK is still PUMMELING the outside of the plane. Virge comes out of the bomb bay and crouches down behind Dennis and Luke.

VIRGE

Danny's hurt.

DENNIS

Val, Danny's hurt. Get back there right away and see what you can do.

295 INT. NOSE - VAL

STOPS FIRING his GUN. He hesitates.

VAL

How bad is it?

DENNIS (V.O.)

I guess he needs help pretty badly.

(CONTINUED)

295 CONTINUED:

But Val doesn't go. He hangs onto his gun. Phil rips off his oxygen mask and yells at Val.

PHIL
What are you doing? It's Danny!

VAL
I can't. There's fighters all over.

PHIL
I'll cover your gun. Just go!

VAL
(hesitantly)
Maybe somebody in the back of the plane could...

PHIL
You're the fucking doctor!

VAL
(panicky)
That's just it. I'm not. Phil, I lied about it. I only had two weeks of medical school before I enlisted. I don't know anything.

Phil drags him toward the back of the nose, grabs the first aid kit off the wall and shoves it into Val's hands.

PHIL
Just do it!

Val starts to go up the hatch to the cockpit.

296 OMITTED

296A INT. COCKPIT

FIGHTERS are still BUZZING around. Luke is silent and grim.

DENNIS
Luke, don't worry. Danny'll be okay.

LUKE
It's such a waste. The whole fucking...

(CONTINUED)

296A CONTINUED:

He stops, unable to put into words his feelings. Dennis tries to think of something to say to make him feel better.

297 OMITTED

298 INT. RADIO ROOM

The fire is out. Val, Virge and Rascal gently turn Danny over. His oxygen mask was ripped off in the explosion. He's pale and still. Val opens his jacket. There is an ugly, open wound in his upper chest below his shoulder. Val stares, paralyzed with fear. Then he opens the first aid kit and takes out a syringe.

298A INT. COCKPIT

Dennis speaks quietly, comfortingly to Luke.

DENNIS

Luke, don't take the world on your shoulders. You didn't start the war. All we can do is try to do our best. We're not perfect. When this is all over, we'll go back home...

LUKE

(looking out
window)

Fire on number three!

DENNIS

Cut fuel, feather prop. Fire extinguisher.

Luke quickly turns the engine three feathering switch on the instrument panel, then pulls the turbo supercharger control and closes the throttle, both on the control box. Suddenly, BULLETS RAKE across the instrument panel. GLASS and sparks fly as Dennis and Luke cringe. Half the instrument panel is shot out.

DENNIS

Call out those fighters!

299 EXT. MEMPHIS BELLE

The prop on engine three slows, then stops, edges facing into the wind. But the fire still burns and now it's spreading to the wing itself.

300 INT. COCKPIT

Virge is again crouched behind Dennis and Luke. Luke is finishing the feathering procedure, flipping the shutoff valve to closed and the booster pump to off.

VIRGE

Danny's in bad shape.

DENNIS

How's Rascal?

VIRGE

He's okay.

LUKE

Prop feathered, but the extinguisher's not working. If we don't do something quick we're going to lose the wing. Dive!

DENNIS

Okay, but I'm going to need you to pull out of it.

LUKE

I'm not going anywhere.

DENNIS

Crew, I'm going to dive and try to blow this fire out. Everybody hang on!

He depresses the control wheel.

301 EXT. MEMPHIS BELLE

The plane begins to plunge, leaving Baby Ruth behind.

302 INT. WAIST

Jack's and Eugene's feet go out from under them. They're suddenly weightless. Eugene hangs on to his gun, but Jack loses his grip and is slammed against the ceiling. Shell casings fill the air.

303 INT. NOSE

Phil is lifted up along with anything that isn't nailed down: his log book, pencils, compass, maps, ammunition.

304 INT. RADIO ROOM

The floor is tipped at a forty-five degree angle. Rascal holds Danny. Val has the needle in Danny's upper arm. The plane is vibrating violently. The needle breaks.

304A CLOSE SHOT

of the airspeed indicator as the needle creeps toward 300 m.p.h.

304B INT. COCKPIT

Dennis and Luke are both holding their control wheels. Dennis is monitoring the airspeed, Luke watching the burning engine.

DENNIS

275. We're exceeding maximum diving speed. We better level her.

LUKE

The fire's not out. Just a little more.

DENNIS

A little more and we could lose the windshield.

LUKE

Trust me. A few seconds more.

305 EXT. MEMPHIS BELLE

Suddenly the flame on engine three blows out.

LUKE (V.O.)

It's out!

306 INT. COCKPIT

Dennis and Luke pull back hard on their control wheels. The plane shudders violently as if it's going to rip apart. Luke and Dennis strain to control it. They're working together now as partners, no need for words. The plane starts to pull out of the dive. After it levels, Dennis pulls off his oxygen mask and takes a deep breath.

DENNIS

Crew, we're at ten thousand feet. We can come off oxygen.

(CONTINUED)

306 CONTINUED:

Luke pulls off his mask.

DENNIS

Thanks, Luke.

LUKE

Once in a while I do something right.

307 OMITTED

308 INT. RADIO ROOM

Val is just finishing injecting Danny with morphine. He pulls out the needle. Rascal, Virge and Eugene are gathered in the radio room. Danny is still unconscious and his breathing is shallow. There are occasional BURSTS OF GUNFIRE from the front and rear of the plane.

VAL

I don't know what else to do.
He's lost a lot of blood.

EUGENE

How far is it to base?

VIRGE

On three engines? Two hours,
maybe two and a half.

VAL

Two and a half hours! He'll
never make it.

RASCAL

Val, help him!

VAL

(panicked)

What do you want from me? He
needs a hospital! I've got a
stupid first aid kit!

Val turns away.

ON EUGENE

Eugene suddenly sees that he still has Danny's lucky rubber band on his wrist. He never gave it back.

(CONTINUED)

308 CONTINUED:

He leans against the doorway, trying to hold back his tears.

CUT TO:

VAL

turns back to the others. He's very frightened. He's grasping at straws and trying not to lose control.

VAL

There's one more thing we can do.

RASCAL

What? Let's do it!

VAL

We can put a parachute on him...
and push him out.

The others react with shock.

VIRGE

Jesus Christ, Val!

VAL

It's crawling with Germans down there. He'll get picked up by the Germans and they'll take him to a hospital.

RASCAL

If they don't kill him for fun first!

VAL

Rascal, it's his only chance! Another crew did it. This gunner lost an arm...

VIRGE

Yeah, but that guy was conscious.

EUGENE

Danny couldn't even pull the cord.

VAL

We can pull it first and put the chute under his arm.

RASCAL

He could fall in a lake and drown!

EUGENE

Val, can't we wait?

(CONTINUED)

308 CONTINUED: (2)

VIRGE

We'll be over the North Sea in ten minutes. Then it'll be too late.

VAL

If we're going to do it, we've got to do it now!

309 OMITTED

310 INT. COCKPIT

Luke is flying the plane. Phil and Val are in the cockpit, crouched behind Dennis's and Luke's seats. Val is fighting down his hysteria.

DENNIS

Val, I'll go along with anything you say. You're the doctor.

Phil looks at Val. Val avoids his glance.

VAL

We just don't have a choice, Dennis. We've got to do it.

PHIL

No!

DENNIS

All right. Tell the men that's my decision and I don't want any argument.

Val starts to return to the bomb bay. Phil follows him through the top turret and stops him on the threshold of the bomb bay. The bomb bay doors open, revealing the ground so far below. The enlisted men are gathered around Danny at the other end of the bay. They have put a parachute on him and tucked the chute under his arm.

PHIL

Please don't do it, Val.

VAL

It's his only chance.

PHIL

No, you're his only chance, but you're too goddamn chicken to help him.

(CONTINUED)

310 CONTINUED:

VAL
If he stays on board, he'll die.

PHIL
He's going to die if you throw
him out. And you know that.

A long pause. Val is trembling with fright. He looks at
Danny. Phil pleads with him, desperately.

PHIL
Val, you can save him! So, you're
not a doctor, so what? You can
help him, I know you can. Don't
give up.

VAL
Phil, I'm scared!

PHIL
No, you're not. You're not
scared.

Phil turns Val around and looks him in the eye.

PHIL
You're Val.

Val looks at him a long, long moment.

PHIL
Now go help Danny.

Val takes a breath, nods and starts toward Danny.

311 EXT. BASE

Some SOFTBALL PLAYERS are playing a game. There are men
on second and third. The batter steps up to the plate
and the pitcher pitches. The ball is right over the
plate, but the batter doesn't even try to swing. His
teammates yell at him, angrily. He points out at the
horizon.

FIRST SOFTBALL PLAYER
There they are!

312 EXT. BASE (HORIZON)

The first three planes appear in the distance.

313 EXT. CONTROL TOWER LAWN

Men are starting to gather on the lawn in front of the control tower. Bruce is giving instructions to the Life photographer.

BRUCE

What I want is a picture of them running towards the camera, throwing their hats in the air, going crazy, the plane in the background. We might have to do it a few times to get it right.

314 INT. BARRACKS

Les wakes at the sound of a PLANE ROARING overhead. He looks at his watch. It's 4:45. He gets up and starts pulling on his boots.

315 EXT. RUNWAY

The first plane is landing. A two-pronged red flare pops out of the cockpit.

316 OMITTED

317 EXT. CONTROL TOWER LAWN

Les joins the rest of his ground crew. The Softball Players are counting the planes as they appear.

SOFTBALL PLAYER

Seven!

SECOND PLAYER

Eight, nine!

THIRD PLAYER

Did'ja get that one?

We MOVE UP TO the control tower balcony.

318 EXT. CONTROL TOWER BALCONY

The CO joins the S-2 on the balcony. The S-2 is watching the sky with binoculars.

CO

How many so far?

(CONTINUED)

318 CONTINUED:

S-2
 Nine, sir. There's another one.
 Ten.

CO
 The Belle?

S-2
 Not yet, sir.

319 EXT. MEMPHIS BELLE

The plane is alone over grey sea. Oil is spitting out of the first engine on the left side of the plane and heavy, dark smoke is twisting out of it. The propeller reverses directions, slows, then stops.

DENNIS (V.O.)
 We're running on two engines now.
 Let's lighten up. Throw out
 everything you can. We're close
 enough to home so you can lose
 your guns.

320 INT. WAIST

Jack takes out the bolt that attaches his machine gun to its mounting, then picks up the gun.

JACK
 Well, Mona... we didn't get a
 fighter after all.

Eugene picks up his gun and looks at Jack for a long moment. Then Eugene throws his gun out the window. Then Jack throws his out and watches it fall. Clay comes in from the tail with his guns slung over his shoulder.

321 INT. NOSE

Phil throws some flak jackets out of the nose hatch.

322 INT. RADIO ROOM

Danny is very pale. His eyes flutter a little.

323 FLASHBACK - EXT. BASE (THAT MORNING)

The Belle is sitting on the ground. Phil is asleep on the wing.

(CONTINUED)

323 CONTINUED:

The other guys are listening to Danny recite his poem.

DANNY

'I balanced all, brought all to
mind,
The years to come seemed waste of
breath,
A waste of breath the years
behind,
In balance with this life, this
death.'

324 INT. RADIO ROOM

Danny suddenly opens his eyes. He's panicked. Val leans over him.

DANNY

Yeats!

VAL

It's okay, Danny.

DANNY

I didn't write that. It's by
W.B. Yeats. I couldn't write
that.

Val strokes Danny's forehead. He doesn't know what Danny's talking about.

VAL

Take it easy.

Danny becomes calmer. He closes his eyes. Then he starts to shake. Val tucks Danny's jacket around him tighter, but the convulsions only get worse. Val feels Danny's pulse, then lifts one of his eyelids. Danny's eye is turned up into his head.

VAL

Danny!

Danny suddenly stops shaking. He lies still. Val pulls the jacket away and puts his head down to Danny's chest.

VAL

No!

Panicked, Val doesn't know what to do. Out of desperation, he pounds Danny in the chest with his fist.

(CONTINUED)

324 CONTINUED:

VAL

Don't do this! Goddamnit, Danny!
Don't do it to me!

He pounds him again. Danny gasps.

VAL

One more! Give me one more!

Danny gasps again and starts to breathe. Val listens to his chest. He hears a heartbeat. Val looks at him.

VAL

You try that again and I'll kill
you.

He puts Danny's jacket over him again and tucks it in tight.

325 INT. COCKPIT

Ahead we can see the white coastline of England. Virge crouches down behind the control box.

VIRGE

Ain't that a pretty sight?

LUKE

How's Danny?

Virge crosses his fingers. Then Virge looks up in the sky and gasps.

VIRGE

Oh my God! Fighters! A whole
squadron, twelve o'clock high!

A squadron of fighters have appeared directly ahead, aimed straight for the Belle.

DENNIS

Look alive, men. Fighters,
twelve o'clock high!

CLAY (V.O.)

(calmly)

What do you want us to do about
it, Captain? You had us throw
out our guns.

A flicker of panic in Dennis's eyes. Then Luke puts a hand on Dennis's shoulder.

(CONTINUED)

325 CONTINUED:

LUKE

Relax, Dennis. They're little friends.

Dennis looks up at the fighters, then breathes a sigh of relief. The sound of the other crew members WHOOPING with delight all around the plane.

326 OMITTED

&
327

328 EXT. MEMPHIS BELLE

The furthest ENGINE on the right side of the plane starts CHOKING and the propeller begins to slow.

329 INT. COCKPIT

Luke sees this out his window.

LUKE

We're losing number four.

DENNIS

Are we out of fuel?

Luke looks at the shattered instrument panel.

LUKE

The gauge is shot out. How long can we fly on one engine?

DENNIS

I don't know. I guess we'll find out.

330 EXT. CONTROL TOWER - LAWN

The sky is clear of planes. Les is still standing with the ground crew, but other men have given up hope and are walking back to the barracks.

331 OMITTED

&
332

333 EXT. CONTROL TOWER - LAWN

Luke's DOG is lying on the grass. Bruce is patting him on the head, but the dog isn't interested. Then suddenly, it raises its head and BARKS. Bruce jumps back, afraid he'll get bit. The DOG runs past Bruce and BARKS out at the horizon.

CUT TO:

LES

with the ground crew, looking anxiously out at the horizon.

334 EXT. CONTROL TOWER - BALCONY

CO is on the balcony with the S-2. The ADJUTANT comes up to the CO.

ADJUTANT

Sir, Headquarters on the phone.

CO

I'll call them back.

ADJUTANT

Sir, it's General...

CO

I don't care who it is, I'll call them back!

The CO raises his binoculars and looks out at the plane.

335 CO'S POV - THROUGH BINOCULARS

The Belle, flying very low, barely clearing the treetops, just Engine One still turning.

336 INT. COCKPIT

The base is visible ahead. Virge is crouched between Dennis and Luke.

DENNIS

Landing gear.

Luke flips a switch on the control box, but there's no electric whine. He looks out his window.

(CONTINUED)

336 CONTINUED:

LUKE
 Something's wrong. My wheel
 didn't come down.

DENNIS
 (hesitates, then)
 Okay, pull them back up again and
 we'll belly land.

Luke flips the switch again, but there's silence -- no electric whine.

LUKE
 Nothing's happening.

He flicks the switch back and forth. He looks out his window again.

LUKE
 Nothing's coming up, nothing's
 going down.

VIRGE
 The electrics must be totally out!

A moment of terror as the three men look at each other. They remember the plane the day before that landed with one wheel -- and blew up.

DENNIS
 Can you lower the wheel by hand?

VIRGE
 Yeah.

DENNIS
 Okay. Get some of the other men
 to help you. Luke, monitor the
 wheel and tell me when it's down.

Virge runs through the top turret and into the bomb bay. Dennis flips a switch on the lower wall by his knee. A loud ALARM BELL RINGS. Luke loads a flare gun.

DENNIS
 Take positions for crash landing.

336A INT. RADIO ROOM

Eugene and Rascal are gently moving Danny into a position so that Val can protect him from the crash. Jack and Clay are taking crash landing positions. Virge rushes in.

(CONTINUED)

336A CONTINUED:

VIRGE
Jack, help me!

He grabs a small handcrank from the aft bulkhead wall and then runs into the bomb bay, Jack and Clay right behind him.

337 INT. BOMB BAY

Virge is straddling the bomb bay catwalk and turning the landing gear hand crank quickly. Jack and Clay are standing on the catwalk behind him, each waiting his turn.

338 OMITTED

338A EXT. MEMPHIS BELLE

The right wheel slowly starts to descend from the belly of the plane.

339 OMITTED

339A INT. COCKPIT

Dennis is holding the control wheel tightly as he starts to point the plane towards the base.

340 OMITTED

341 EXT. MEMPHIS BELLE

The plane brushes the tops of the trees at the end of the runway. A two-pronged red FLARE SHOOTS out of the Belle's cockpit.

342 EXT. BASE

The AMBULANCE DRIVERS are standing by their ambulance. They see the flare.

AMBULANCE DRIVER
Wounded aboard! Let's go!

They quickly hop into the ambulance cab.

343 EXT. CONTROL TOWER - LAWN

Les, with the ground crew. In the background, men are coming from all over the base to watch the plane land.

LES

My God, they've only got one
wheel down!

344 INT. BOMB BAY

Virge is exhausted from turning the crank. He steps aside and Jack takes over.

344A EXT. MEMPHIS BELLE

The right wheel is very slowly creeping down. It has a long way to go.

345 INT. COCKPIT

The runway is ahead. Dennis is gripping the control wheel tight as he aims the plane for the runway. Luke is fastening his seat belt when there's a sudden jolt, then complete silence. Luke looks out the left window.

LUKE

We lost Number One!

The plane suddenly loses altitude, the nose dips down and points straight at the runway. Dennis pulls at the control wheel.

DENNIS

Flaps!

Luke spins the flap controls.

346 INT. BOMB BAY

Virge hears the silence and knows what happened. He shouts at Jack.

VIRGE

Hurry!

Jack turns the crank faster.

346A EXT. MEMPHIS BELLE

The wheels are extended further, but still not enough to land on.

347 INT. RADIO ROOM

Val is cradling Danny, to protect him from the crash. The others are braced against the bulkhead walls. Eugene's praying as fast as he can.

348 EXT. RUNWAY

The Belle dives for the runway.

349 EXT. CONTROL TOWER - LAWN

Les watches, muttering under his breath.

LES

Come on, baby, come on...

350 EXT. CONTROL TOWER BALCONY

The CO grips the railing, with white knuckles.

350A INT. COCKPIT

Dennis is gripping the control wheel as the plane dives.

351 OMITTED

352 INT. BOMB BAY

Jack is exhausted, out of breath. He's turning the crank slower and slower. Phil shoves him out of the way and takes over the crank, turning it as fast as he can. He talks to himself as he does.

PHIL

We're not going to die. It's okay. We're not going to die!

353 EXT. RUNWAY

Just when it looks certain to crash, the nose of the Belle lifts, the landing gear pop out with an audible CLICK and hit the runway, hard. The plane bounces into the air.

354 INT. RADIO ROOM

The crew is jolted. Danny wakes. He looks up at Val, panicked, not knowing where he is or what's happening.

355 EXT. MEMPHIS BELLE

The plane tips to the right and looks like it'll come down on its right wing.

356 INT. COCKPIT

Dennis wrestles with the control column. Luke works the flap controls. They're instinctively a team.

357 EXT. MEMPHIS BELLE

The plane straightens and lands. The flaps come up and the plane goes onto the grass, throwing dust into the air.

358 EXT. CONTROL TOWER - LAWN

The men on the lawn cheer. They surround Les and the ground crew and congratulate them.

359 INT. RADIO ROOM

Clay, Rascal and Eugene cheer and ruffle Danny's hair.

359A INT. BOMB BAY

Virge, Jack and Phil realize that they made it and shout with excitement.

360 EXT. RUNWAY

The plane comes to a stop at the far end of the runway. The ambulance races towards it.

361 EXT. CONTROL TOWER BALCONY

The CO lets go the railing, relieved. He turns to go back inside. The Adjutant takes a step back, a little afraid of him. But the CO smiles, pats the Adjutant's arm affectionately, then goes inside -- back to work.

362 INT. WAIST

Rascal opens the waist door. The Ambulance Drivers are there. He steps aside and they enter the plane, carrying a stretcher, a medical kit, an IV bottle.

363 EXT. CONTROL TOWER - LAWN

The photographer is snapping pictures. Bruce yells at him.

BRUCE
I don't want that Goddamn
ambulance in there!

364 INT. COCKPIT

Dennis and Luke quickly flip off the power and fuel controls.

DENNIS
Wing flaps.

LUKE
Up.

DENNIS
Tail wheel.

LUKE
Unlocked.

DENNIS
Generators.

LUKE
Off.

They're finished. Silence. They don't know what to do with themselves. Then Luke unhooks his seat belt and gets up and goes through the top turret into the bomb bay. But Dennis just sits there.

365 EXT. RUNWAY

Danny is conscious, pale, but looking better. He's hooked up to an IV, which Val holds. The rest of the crew is with them, under the nose of the plane. Danny clutches his camera.

VAL
One picture, Danny, then straight
to the hospital.

DANNY
(weakly)
You're the doc.

Val smiles. Bruce starts arranging their positions while the photographer sets up his tripod.

(CONTINUED)

365 CONTINUED:

BRUCE

Let's have the officers in the center. Luke, I want you down front...

LUKE

Bruce, just take the picture.

He takes Danny's camera and tosses it to Bruce. Bruce catches it, too surprised to object.

DANNY

Where's the captain?

PHIL

Yeah, where is Dennis?

RASCAL

We've got to have Dennis in the picture.

Dennis appears around the nose of the plane. He holds the bottle of champagne. He walks towards the crew, a grim expression on his face. The crew shifts uneasily. Dennis stops right in front of Danny and looks at him. Danny thinks he's in big trouble. Then, suddenly, Dennis whoops with joy and pops the cork. Champagne spurts out and Dennis douses the crew with it. The crew is amazed -- this is a new Dennis. They laugh, try to duck the suds, and Bruce takes the picture. FREEZE FRAME. The picture FADES TO black and white as a LEGEND ROLLS OVER it.

LEGEND

The air war over Europe lasted six years. 353,000 young men lost their lives.

OVER the credits we see more of the pictures Danny took: at the dance, in the barracks, in the plane -- his permanent record of the last mission.

FADE OUT.

THE END