

"1941"

Screenplay by
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Based on the story
"THE NIGHT THE JAPS ATTACKED"

by
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and
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FADE IN:

COLUMBIA PICTURES LOGO

The Lady with The Torch -- proud, heroic.

We HEAR the sound of an air raid siren... and then the voice of EDDIE DEEZEN, yelling!

DEEZEN (v.o.)
It's an air raid! Lights out!
Lights out!

Of course, the Lady With The Torch is immobile.

DEEZEN (v.o.)
Hey, you crazy broad, put that
light out!!!

The Lady immediately reacts -- she blows out her torch
and the screen goes pitch black!

FADE OUT.

FADE IN:

1 EXT. NORTHERN CALIFORNIA COAST - DAY 1

Grey fog shrouds the coast. A rock jetty extends out into the Pacific -- waves crash against it, punctuated by an occasional distant FOGHORN. It is lonely, secluded.

SUPERIMPOSE TITLE

Saturday, December 13, 1941. 7:00 a.m.

The Northern California coast.

6 Days After the Japanese Attack on Pearl Harbor.

A 1940 Packard approaches, drives out onto the jetty, stops.

2 INT. PACKARD - DAY 2

A lovely WOMAN in her early 20's with beautiful blonde hair is behind the wheel. She looks into the rearview mirror as she pushes her hair under a rubber bathing cap.

3 EXT. THE JETTY - DAY 3

The Woman gets out of the car, wearing a terrycloth robe. Lettering on the back proclaims "Polar Bear Club, California." She runs to the end of the jetty and removes the robe: she is STARK NAKED! She dives into the cold Pacific.

4 IN THE OCEAN - DAY 4

The Woman is swimming far from the shore. She treads water, lifts one leg, then the other, does a surface dive, comes up and treads again. She enjoys the invigorating cold.

5 IN THE OCEAN - DAY 5

Suddenly, air bubbles erupt in the water around her! She turns around in astonishment as the water becomes more turbulent. Then, without warning, the BLACK SHAFT of a SUBMARINE PERISCOPE rises out of the ocean, right between her legs!

(CONTINUED)

She beings rising quickly out of the ocean! She grabs the periscope to regain her balance only to find herself perched on the CONNING TOWER, just above the painted rising sun insignia of the IMPERIAL JAPANESE NAVY! The entire sub surfaces!

Now the hatch of the sub opens and members of the crew climb onto the bridge. Among them: ITO, the navigator; COMMANDER MITAMURA, a model Japanese Captain -- perfectly groomed, intelligent, efficient, and LIEUTENANT VON KLEINSMID, a German Naval Officer, cold, aloof, devious.

The Woman on the conning tower looks down on the crew members, scared speechless, but they are completely oblivious to her presence.

Mitamura raises his binoculars and looks over the fog shrouded coast. He turns to Ito who displays a nautical map to the Captain. Ito indicates a point close to Los Angeles on the chart, and Mitamura nods his approval. Von Kleinsmid has to look and is clearly dissatisfied. He speaks Japanese with a German accent.

VON KLEINSMID

Captain, we must turn back at once! We are far too deep in American territorial waters!

MITAMURA

Lieutenant, your position on board as an observer gives you no preogrogative to question my orders! We have not shared in the glorious victories of our Imperial Navy. Therefore we shall destroy something honorable on the American Mainland.

VON KLEINSMID

Ha! What do you expect to destroy? American Naval vessels in Los Angeles Harbor?

MITAMURA

(proudly)

Our Imperial Forces have already destroyed the American Navy -- six days ago, at Pearl Harbor.

Co-Naviagtor ASHIMOTO now speaks up with worry.

(CONTINUED)

ASHIMOTO

Captain: do they have anything
honorable to destroy in Los
Angeles?

The crew members suddenly exchange concerned glances.
Then Ito speaks up proudly.

ITO

Hollywood!

The crew members react with joy, shouting "Hollywood!"
Von Kleinsmid shakes his head and scowls.

VON KLEINSMID

Hollywood is inland.

Mitamura returns the German's scowl, then turns to Ito.

MITAMURA

A blow struck at the heart of
Hollywood would serve no military
purpose. However, it would
sufficiently demoralize the
American's will to fight and
permit us to return to Tokyo with
honor.

VON KLEINSMID

This crew will never find Hollywood.
I worry, they will not find their
way back to Japan.

MITAMURA

We shall see. Ito, set a course
for Los Angeles. Lookouts below.
Clear the bridge... prepare to dive.

Ito repeats the order into the bridge intercom. As
the Warning Siren SOUNDS, Mitamura and Von Kleinsmid
descend through the hatch. The vessel begins to
submerge. Now Ito descends. He reaches up to close
the hatch and promptly FREEZES IN SHOCKED AMAZEMENT!

ITO'S POV

He is staring directly up at the NUDE WOMAN, the twin
cheeks of her buttocks quivering!

ITO

Cannot move -- he's transfixed! Eyes open wide, jaw
hanging open -- then a word begins to form on his lips.

(CONTINUED)

5 CONTINUED: (3)

5

ITO

Holly-wood! Holly-wood!

The sub descends -- water covers the bridge, then begins pouring down the open hatch around Ito's waist! Finally the pouring water forces the hatch shut -- and it slams down hard on Ito's head! He howls in pain!

As the conning tower submerges, the terrified woman dives into the ocean and swims madly toward shore.

CUT TO:

6 EXT. ABANDONED BAIT SHOP - DAY

6

The 1940 Packard SCREECHES up to a phone booth! The Woman is into the booth in a flash, throws change into the phone and furiously pumps the cradle.

WOMAN

JAAAAPPPSSSS!!!!

CUT TO:

7 EXT. A HIGHWAY AND GAS STATION/GENERAL STORE - IN THE DESERT - DAY

7

Off the road is a RICHFIELD GAS STATION with GENERAL STORE which looks more like a rickety prospector's shack than a service station.

The ATTENDANT, a white-haired old man with wind-swept features, sits in a rocking chair, whittling. His old hound dog lies nearby.

Superimpose: DEATH VALLEY, CALIFORNIA - 7:20 A.M.

Now, from a distance, comes a SOUND which disturbs the dead quiet of the scene: a buzzing sound - the drone of an airplane. A dot appears in the desert sky, gradually becoming bigger and bigger until it takes the form of a P-40 FIGHTER PLANE! The P-40 makes a perfect 3-point landing on the highway, and taxis right up to the gas pumps of the Richfield Station! The Attendant stares at the bizarre sight with amazement.

Now the PILOT throws open the canopy and steps out onto the wing. This is WILD BILL KELSO, and he is the embodiment of that classic American type, the hot-shot flyer. Kelso wears a leather flying jacket, aviator cap, has a 2-day growth of beard, and is about the most intense pilot you ever saw! He leaves his engine running and he has to scream to be heard over the noise.

(CONTINUED)

7 CONTINUED:

7

KELSO

You got a bathroom here?!

The Attendant still can't believe what he is seeing.

KELSO

Are you deaf, old man?! I gotta go to the bathroom!!

Kelso grabs his groin, trying to hold it in. The Attendant slowly approaches the P-40 and points toward the rest room.

ATTENDANT

'Round the back.

Kelso uncaps the fuel tank outlet in the wing and hops down.

KELSO

And put some gas in there! Ethyl!

Kelso heads quickly toward the bathroom, leaving the engine still running and the Attendant only to scratch his head before sticking the gas hose into the P-40's fuel tank.

CUT TO:

8 INT. GENERAL STORE - DAY

8

Several local characters are seated around the checker game at the cracker barrel. One guy is eating cold spaghetti and meatballs out of the can. Suddenly the door bursts open and Kelso rushes in, brandishing his .45 automatic!

KELSO

Everyone stay where they are!
Air Corps alert!!

He begins looting food from off the shelves and tables -- canned goods, dry goods, anything edible, stuffing it into his flying jacket.

KELSO

Now you listen to me. My name is Captain Wild Bill Kelso, United States Army Air Corps and you remember it!! I ain't had no food or water in two days but I intend to be the first American to shoot one of those little monkeys down.

(MORE)

(CONTINUED)

KELSO (cont'd)

(grabs a plate of
food off the
counter)

I'm taking this in the name of
the Fifty-First Pursuit Squadron!

He shoves two raw eggs into his mouth -- the shells
crunch as he bites down on them! Then he grabs the
coffee pot off the pot-bellied stove and pours
scalding coffee down his gullet to wash them down!

KELSO

You seen any Japs around here?!?

He grabs a raw onion and takes a bite.

PATRON

Japs? What would Japs be doin'
in these here parts?

KELSO

Sneaky little bastards tried to
bomb San Francisco last night --
lemme see one of those flap-japs
-- two squadrons of 'em! I been
trackin' 'em ever since, but I
lost 'em somewhere over Fresno!
-- Pass the syrup -- pass that
cream!

Out the window, Kelso's P-40 starts to move away from
the pumps, pilotless. Kelso is now stuffing canned
goods into his jacket.

PATRON

Hell, I don't even know what a
Jap plane looks like!

KELSO

Well, I'll tell you what it looks
like! It's got big red meatballs
painted on the wings -- just
like the rising sun!

With that, Kelso grabs the man's forkful of spaghetti
and meatballs and flings it at the window: it splatters
into a crude representation of the Jap flag! Now his
P-40 cuts loose from the gas pump, leaving the hose
spewing gasoline all over the place! His plane starts
to leave without him!

KELSO

Oh, shit -- I gotta go!

9 EXT. GAS STATION - DAY

9

Kelso runs outside, pointing his .45 in the air and FIRING a warning shot!

KELSO

Stop that plane!!

The bullet hits an electrical wire above -- sparks arc, the wire falls into the pool of gas... the GAS PUMPS EXPLODE!

Kelso chases his runaway P-40 down the highway, leaving havoc and mayhem behind!

9A OMITTED

9A

10 INT. GREASY SPOON CAFE - DAY

10

"IN THE MOOD" is blaring from a jukebox. A plate is spinning to the music, being polished by a dishrag and instantly tossed in perfect timing across the room and into the hands of WALLY STEPHANS, a dark, carefree kid just shy of twenty-one. Wally is surrounded by an inordinate amount of dishes. He scrapes, splashes and dries in perfect bop-jive-rhythm, flips up a cup and backhands it to his partner and sidekick DENNIS DESOTO who automatically and with great flare, fills the cup with hot java and scoots it onto a tray.

Wally turns back to his dishes, whistling and humming to himself, his feet tap-dancing in place. Wally begins crooning like Bing Crosby to an 8 by 10 photograph hanging over the sink, of a very lovely girl. It carries the written inscription, "To Wally, I'll be waiting for you when you get out. Love, Betty."

Now Wally fumbles a dish and barely manages to catch it before it hits the floor. Dennis throws him a look and shakes his head.

DENNIS

Get your mind off that dame and back on the job, Wally, or we'll never get outta here.

WALLY

Just keep slingin' that hash, Dennis. Nothin's gonna keep me from bein' at that dance tonight!

DENNIS

The hell you say! They probably won't even let you in -- that Crystal Ballroom's a class joint!

(CONTINUED)

WALLY

Hey -- I'm a class guy! I got the prettiest girl in the world, I been gettin' personal dancin' lessons from Fred Astaire, and come quittin' time, I got sixty smackers comin' to me... And that's gonna buy me the sharpest set of drapes this side of Alvarado Street.

As Wally says this, he backspins a clean plate, fumbles it, and it smashes on the floor! At the same time, a wild-eyed old man, MR. MALCOMB, storms in. He's wearing an apron and an American Legion hat, and he's covered with bacon fat. He's the proprietor.

MR. MALCOMB

Sixty smackers? You gonna get a smack in the kisser if you don't quit fartin' around! Look at this mess!

He pulls an intact fried egg out of the garbage.

MR. MALCOMB

Look at this egg! You're throwin' away perfectly good food!

(throws it on
the grill)

Reheat it and serve it to them boys out there! What kinda place you think this is?

DENNIS

It' ain't the Brown Derby!

MR. MALCOMB

What are you -- a smartass? I suppose you jailbirds ate better food in Reform School!

(to Wally)

And you, what are you grinnin' at, you damn hoodlum?

DENNIS

Hey, Pops, he's in love!

MR. MALCOMB

Love? Love my ass!

He looks at picture of Betty, giving it a nod of approval, then to Wally.

(CONTINUED)

10 CONTINUED: (2)

10

MR. MALCOMB

You just remember what side of
the tracks you come from!

But, now, a SOLDIER seated at a table calls out.

SOLDIER

Hey! How about some coffee out
here!

WALLY

Comin' right up!

Wally dances over to the coffee pot and picks it up, keeping time to the music as best he can. Wally dances out to a table, not watching where he's going, until finally he turns and sees who is seated there: FIVE STONEFACED SOLDIERS, giving him varying looks of disapproval. Wally abruptly stops his dancing, sobers up, and pours coffee.

The soldier who called out, CORPORAL CHUCK SITARSKI, is a chunky wise-ass who looks like trouble. He gives Wally a look that could kill flowers.

SITARSKI

What's your problem, kid? You
got ants in your pants?

WALLY

I was just kinda practicin' some
dance steps...

SITARSKI

Dance steps? You got somethin'
to be dancin' about, bub?

WALLY

Maybe I do.

Wally starts picking up dirty dishes from the table.

SITARSKI

Yeah, well there's a war on pal,
and I wanna know why you ain't
in uniform! I wanna know what
you're doin' dancin' around
tables! Why ain't you in the
Army?

WALLY

'Cause I don't take orders from
nobody.

(CONTINUED)

10 CONTINUED: (3)

10

This remark hits Sitarski right where he lives -- he becomes livid.

SITARSKI

Tough guy, huh?

With that, Sitarski sticks his foot out and trips Wally! Wally goes down, dropping the coffee pot and breaking all the dirty dishes! He falls headlong into another table and catapults the remains of food back at the soldiers!

The food narrowly misses hitting them and they all laugh -- all except SGT. FRANK TREE, 30, who just shakes his head. Sitarski laughs loudest of all -- until he notices that a tiny speck of egg has splattered on his sleeve.

SITARSKI

Why, you little son of a bitch!
You got egg on my uniform! I
hate eggs! I can't stand eggs!

Sitarski jumps to his feet and grabs Wally by the shirt -- he looks like a maniac, ready to bust Wally's jaw... but Wally's ready for him and puts up his dukes.

WALLY

How'd you like egg on your face,
wise guy?

But before any punches are thrown, Tree leaps to his feet, angry, and separates the two.

TREE

Can it, Sitarski! Save it for
the Japs!

SITARSKI

For cryin' out loud, Sarge, look
at this jerk!

(indicates Wally)

Anybody who wears a shirt like
that is askin' for it!

TREE

He's an American, Sitarski, and
if there's one thing I can't stand,
it's seeing Americans fighting
Americans. I won't stand for that
-- not here, not anywhere. All
right, you foul-ups, you had your
chow... now move out!

Tree picks up the check. The other soldiers start to leave.

(CONTINUED)

10 CONTINUED: (4)

10

SITARSKI

(indicating Wally)

You ain't gonna tip him, are you,
Sarge?

WALLY

That's all right. I don't need
your lousy tip.

TREE

I think you do: get rid of that
shirt! It's in bad taste!

Tree leaves the money on the table and leaves. Wally
turns, and for the first time we see the back of his
shirt. It says: "Visit Beautiful Hawaii."

Wally finds himself facing Old Man Malcomb, who is
totally irate.

MR. MALCOMB

You're fired!

WALLY

But, Pops -- it wasn't my fault!
I was tripped!

MR. MALCOMB

You're bad for business! Now
scram!

Malcomb shoves him back into the kitchen, toward the
back door.

WALLY

Pops -- look -- I'll pay for the
dishes!

MR. MALCOMB

Damn right you will -- it's comin'
outta your pay! I owe you sixty
dollars and figure them busted
dishes is worth seventy-five!
You owe me fifteen!

WALLY

Pops -- you can't do this to me --
I'll do anything! I'll work
Sundays -- I'll work for free --
anything -- as long as I get that
sixty bucks! I gotta have that new
suit!

(CONTINUED)

10 CONTINUED: (5)

10

MR. MALCOMB

The only way you're gonna get a
new suit is to steal one! Now
scram!

With that, Malcomb shoves him out the back door!

10A EXT. ALLEY - REAR OF CAFE - WALLY, DENNIS

10A

Dennis is already out there. He looks at Wally for a
long moment.

DENNIS

Easy come, easy go.

WALLY

You think he's gonna stop me?
Nothin's gonna stop me from
dancing with Betty tonight!

Now the picture of Betty comes sailing out the door,
and into the street -- before Wally can pick it up, it
is run over by the wheels of a 40mm Anti-aircraft gun
hitched to the back of an Army truck.

Sitarski, on the back of the truck, throws an empty
beer bottle at Wally -- Wally ducks -- it hits Dennis
in the back of the head!

11 INT. CRYSTAL BALLROOM - DAY

11

BETTY DOUGLAS is sitting in a folding chair, wearing a
U.S.O. nametag with her name on it. Betty is a lovely
girl, soft eyes, ripe figure, a wholesome beauty. She
is sitting amidst a whole group of girls, and she raises
her hand to ask a question.

She is recognized by the OFFSCREEN VOICE of MISS FITZROY.

MISS FITZROY (o.s.)

Yes, Miss Douglas?

BETTY

(hesitant)

Does that mean we won't be allowed
to dance with civilians tonight?

11A ANOTHER ANGLE

11A

Showing the Crystal Ballroom Dance Hall which is being
converted into a U.S.O.

(CONTINUED)

11A CONTINUED:

11A

Betty is among a large group of girls between 16 and 22... later on in the war they will be known as "V-GIRLS". Next to Betty is her best friend MAXINE DEXHEIMER. They are all listening to Miss Fitzroy, a middle aged woman in full dress U.S.O. uniform, pacing back and forth. She is the embodiment of the same qualities that make up the huge poster of Uncle Sam that hangs behind her. You might say she is Uncle Sam's wife.

MISS FITZROY

That is correct. You will not be allowed to dance with civilians. In fact, civilians will no longer be admitted to this facility. The world is changing, girls, and we all have to change with it. Therefore, I don't want to hear any talk about precious morality -- that is a luxury that you don't have in wartime -- Morale -- that's what's important. If you think you're saving yourself for that right Joe -- just remember he may never come along and those boys you turned a cold shoulder to may end up on some bayonet. You will have to smile at men to whom you'd never give a second glance in peacetime. You will have to make polite conversation with men whose minds are in the gutter. You will even have to dance with men who are repulsive to you...

Betty looks toward the window.

Every inch of window space is filled with burley savages with sandpaper complexions, steel stubble, red pig eyes and leather testicles. In the background is even what looks to be a lower primate. All share one thing in common: they're all in uniform.

Betty turns back, glistening with perspiration. She looks like she's ready to lose it.

MISS FITZROY

But a month from now, when that young man is crawling across some blood drenched battlefield in a place with a name you can't pronounce, the thing he may be thinking about is the time he spent with you... here... at the U.S.O.

(MORE)

(CONTINUED)

11A CONTINUED - 2

11A

MISS FITZROY (cont'd)

(pause)

I hope you will make it a pleasant
memory for him.

Betty shuts her eyes and bites her lip.

CUT TO:

12
thru
14

OMITTED

12
thru
14

14A . INT. DEPARTMENT STORE - MEN'S DEPARTMENT

14A

A triple mirror unfolds and we see 12 images of Wally dressed in an incredible ZOOT SUIT, complete with padded shoulders, watch chain, and hat. Wally is quite pleased at how he looks. He puts down a wrapped package to try a few dance steps. (X)

Dennis stands nearby. He shakes his head.

DENNIS

(X)

(looks around nervously)

I don't know Wally, maybe we'd
better think this over.

WALLY

(X)

What's to think about? It's got
a reat pleat, a stuffed cuff and
a reave sleeve. What more could
you ask for?

DENNIS

(X)

What's Betty gonna think if she
finds out? You told her you were
goin' straight!

WALLY

(X)

What's she gonna think if I show
up at that dance lookin' like a
degenerate slob? This girl means
a lot, Dennis. She's the first clean
and decent thing that ever happened to
me. Tonight... I'm turning my whole life
around.

DENNIS

(X)

But what if we get nabbed? Then
what?

CONTINUED

WALLY

We won't get nabbed! This plan
is foolproof!

DENNIS

Listen, Wally, I know where you
can get a swell suit---free---and
there's no risk!

WALLY

Dennis...I hope you're not thinkin'
what I think you're thinkin'...

DENNIS

We could join up---go fight the Japs---
we could be big heroes! Instead of
stealing jalopies for junk it'd be German
Tanks for our country. We could win this
war today!

WALLY

I'm not joinin' nothin' where I gotta
take orders. I'm sick of takin' orders.
And I'm sick of uniforms--I hadda wear
uniforms my whole life--I wore a uniform
in reform school, I wore a uniform in
Catholic school, I hadda wear a uniform when
I was in the cub scouts! For just once in
my life I'd like to wear some normal clothes!

DENNIS

Yeah, but Wally, dames go for uniforms!
I been noticin'!

(looks around, then points)

Look at that!

Wally looks: an UGLY SOLDIER is walking through the store
with an incredibly beautiful GIRL on his arm. Wally isn't
quite sure what to make of this--he considers it, then shakes
his head.

WALLY

It's gotta be his sister.

(picks up package, shoves it in
Dennis' hands)

Look--take this--go into the dressing room.

DENNIS

It's not gonna work, Wally. That salesman's
suspicious. Besides, these people aren't
nervous enough.

WALLY

Oh no? Look around.

Dennis looks around and sees:

14B THE RADIO DEPARTMENT

14B

where a group of concerned citizens are huddled around a radio, listening to the grim news.

NEWSCASTER (v.o.)

(on radio)

...was reported that two squadrons of Japanese planes flew over the city of San Francisco last night. U.S. Army General John DeWitt confirmed the sighting and attacked skeptical city and police officials who believed the incident to be nothing more than a case of war nerves...

HYSTERICAL WOMAN

Oh my God!! Oh my God!!

Her husband pulls her away from the group and tries to quiet her.

14C THE SPORTING GOODS DEPARTMENT

14C

where a mob of men are fighting over the right to buy one of the last few guns in the store.

14D THE STORE SANTA CLAUS

14D

who has an excited 6-year-old on his lap.

SANTA

Ho-ho-ho! And what would you like for Christmas?

BOY

I wanna machine gun!

SANTA

And what would you do with a machine gun?

BOY

Kill some Japs!

15 OMITTED

15

15A DENNIS

15A
(X)

turns back to Wally.

CONTINUED

15A CONTINUED

15A

DENNIS

(X)

All right, Wally. I ain't
a guy to let you down.

WALLY

(X)

Now you're talkin'!

Dennis heads for the fitting room with the package.

Wally continues to admire himself in the mirror--now a
SALESMAN steps over. He's an effeminate, superior type.
Wally gets a bit apprehensive.

SALESMAN

That's a fine garment. It's
very expensive, you know.

WALLY

What's that supposed to mean,
bud?

SALESMAN

Well, I couldn't help noticing
the clothes you had on when you
came in...

WALLY

Are you accusin' me of not having
enough dough to pay for this?
(more)

CONTINUED ON
PAGE 17 AS WRITTEN

15A CONTINUED:

15A

WALLY (cont'd)
 What kinda clip joint are you
 runnin' here? I oughta walk
 outta here right now!

SALESMAN
 I beg your pardon, sir... I'll
 get my tape measure.

He hurries off. Wally sighs relief.

16 OMITTED

16

17 INT. THE DRESSING ROOM

17

Dennis is ripping open his wrapped package, laughing
 to himself.

17A IN FRONT OF THE MIRROR

17A

Wally looks around nervously, models the suit, then
 looks around again. The Salesman is returning with
 his tape measure. Suddenly, a SIREN SOUNDS!

18 DEPARTMENT STORE - REACTION SHOTS

18

Everyone in the store freezes! The siren SOUND grows
 steadily louder!

The Salesman cocks his head, trying to figure out where
 the sound is coming from.

Several nervous heads in the Radio Department look
 around with uncertainty.

Christmas shoppers stop in their tracks as the siren
 wail increases!

Even Santa Claus doesn't know what to think!

18A IN THE FITTING ROOM

18A

Dennis is cranking madly on a hand crank air raid siren!

18B IN THE MEN'S DEPARTMENT

18B

The Salesman can't figure out what the siren means --
 he looks at Wally -- and Wally looks him straight in
 the eye.

(CONTINUED)

18B

CONTINUED:

18B

WALLY

(cooly)

Japs.

The Salesman's eyes open in stark raving terror!

SALESMAN

JAPS!! JAAAPPPSSSSS!!!!

The cry spreads through the store like a brush fire!
Shoppers run wildly around, many of them upsetting and
breaking merchandise!

Women scream, little children cry!

People take refuge behind store counters.

A MAN pulls the fire alarm and the LOUD BELL CLANGING
adds to the noise and hysteria!

Dennis bolts out of the dressing room. He makes sure
no one is watching him, then helps himself to clothes
off the rack.

Men at the sporting goods counter grab guns!

Santa Claus throws a little girl off his lap -- he looks
completely insane!

Dennis and Wally charge for an exit.

Santa Clause reaches into his toy bag and pulls out a
Civilian Defense Armband, a helmet and a gas mask, puts
them on, then yanks out a .45 automatic!

19
thru
21

OMITTED

19
thru
21

22

THE OCEAN

22

A wave breaks---but there is no sound. Another wave
breaks...still no sound. Suddenly, a black streak blots
out part of the sea!

PULL BACK TO REVEAL

WARD DOUGLAS, 43, middle class family man, who is slopping
black paint over his ocean-view picture window.

WARD

(muttering to himself)

Lousy little sneaks aren't gonna
spot this house at night!

CONTINUED

22

CONTINUED:

22

Suddenly, JOAN DOUGLAS, his wife, rushes in carrying a WINCHESTER double-barreled shotgun by the tip of the barrel.

JOAN

Ward Douglas! Where did this come from?

WARD

I picked it up on my way home. Good thing, too---it's the last one they had!

JOAN

You know how much I hate guns! I forbid you to keep this in the house! Just what did you think you were going to do with this?

Ward takes it away from her defiantly.

WARD

Defend my home!

23

EXT. THE DOUGLAS HOME - DAY

23

A car full of U.S.O. girls pulls up to the house and drops off BETTY and MAXINE. They walk toward the house.

BETTY

I can't do this to Wally. He's been waiting a long time for tonight. He's even learning how to dance!

MAXINE

Forget Wally! Just think about all those soldiers and sailors you'll get to dance with!

BETTY

I can't forget Wally!

MAXINE

What are you gonna do? Turn your back on our men in uniform just so you can go out with a criminal?

BETTY

Wally's not a criminal---he's just...
(groping for a word)
original!

MAXINE

Well, he stole your father's car, didn't he?

CONTINUED

23 CONTINUED:

23

As they pass the back door of the garage, a hand suddenly reaches out and pulls Betty inside.

24 INT. THE GARAGE

24

The hand belongs to WALLY. He is dressed in a terrific looking Zoot Suit. Wally dips Betty down in dance form. Betty is surprised, to say the least.

BETTY

Wally! What are you doing here?
If my father finds you here, he'll
kill you!

Now Maxine enters. She doesn't think too much of Wally.

WALLY

I had to show you the new drapes
I picked up for the dance tonight!
(models the suit for her)
Look at this! A reet pleat, stuffed
cuff, and a reave sleeve! Pretty
snazzy, huh? And watch these new
steps I've been practicing!
(Wally throws down his
white cardboard dancin'
footsteps)

Wally does a few steps and a spin-out...and falls on his
face!

WALLY

Well, it works better on a wooden
floor.

Betty doesn't know what to say, or how to break the news
to him, but Maxine does.

MAXINE

You can forget about the dance
tonight. They won't let you near
the place dressed like that! It's
a U.S.O. club now, for Servicemen
Only...

(shows him her nametag)
...and we're hostesses!

Wally notices Betty's nametag too...he doesn't understand.

WALLY

What do you mean, hostess? Is
that a waitress or something?

Betty drops her head. She can't look Wally in the eye.

CONTINUED

BETTY

It means we're supposed to dance
with men in uniform.

MAXINE

Real men!

WALLY

What do you mean? You enlisted in
some screwy organization that tells
you who you can and can't dance with?

BETTY

(Shocked)

You're talking about the U.S.O.!

WALLY

Where does that leave us, Betty? I
mean, what am I supposed to do?

MAXINE

Get a uniform.

WALLY

(pointing to his Zoot Suit)

This is my uniform!

BETTY

Wally--I'm an American too...There's
not a lot of things a woman can do
in a war but there's a lot of things
a woman can do in a war if she puts
her face to the grindstone. They also
serve who sit and wait but I'm not
going to be sitting and waiting I'm
going to be dancing! After all, we're
in a woman and I'm a war!

WALLY

Betty: do you want to go out with
me tonight? Yes or no.

BETTY

(completely baffled)

I don't know...

WALLY

Look---I'll meet you in front of the
Dance Hall at eight. If they won't
let me in, we can go to a movie or
something. There's that new Walt
Disney cartoon...

(to Maxine as if to imply
she's Dumbo.)

Dumbo!

24

CONTINUED

24

Through the window in the door, Betty sees that Ward is approaching the garage, carrying the shotgun!

BETTY

Sssshhhhh! Oh God---here comes my father! And he's got a gun!

(to Wally)

Quick, go out the other door!
I'll stall him!

Wally starts to run for the carport door, then runs back over to Betty and kisses her.

Betty starts out the back door with Maxine.

BETTY

If you say one word, I'll brain you!

They go out the back door. Through the window we can see her exchanging small talk with her father.

Wally runs around the car to the carport door---he tries to slide it open, but it won't budge!

A-24 EXT. THE GARAGE DOOR

A-24

There's a hasp with a padlock on it, keeping the door locked!

B-24 INT. GARAGE - WALLY

B-24

Wally tries again --- it's hopeless. He looks around for another way out. He tries the car door: locked. There's nothing else in the garage except a work bench, some tools and a few other garage items.

C-24 EXT. THE DOUGLAS YARD - WARD, BETTY, MAXINE

C-24

Ward has been talking with Betty.

WARD

It makes me proud to know you'll be spending your time with servicemen instead of that car thief you've been running around with.

MAXINE

You can say that again!

Now Ward enters the garage through the back door. Betty swallows, expecting the worst.

D-24 INT. GARAGE

D-24

Ward enters, without suspecting a thing. There is no sign of Wally anywhere! Ward walks over to his work bench: underneath it, a large tarpulin is laying on top of something that looks very much like a human body. Ward yanks the tarp off...revealing dozens of cans of paint, varnish, and shellac!

E-24 IN THE RAFTERS

E-24

is WALLY! He's sitting on a shelf made up of several wooden planks thrown across two rafters, with some fertilizer. It doesn't look very sturdy. Wally watches as Ward shakes out the dusty tarp--the dust rises, and seems to concentrate right around Wally! Wally can feel a sneeze coming on--he tries to restrain it, fighting it, fighting it...he succeeds! Ward picks up a can of black paint.

F-24 EXT. IN THE YARD - BETTY, MAXINE

F-24

Betty and Maxine have been listening for some sound from the garage.

MAXINE

Shit! I didn't hear any gunshots.

I guess he got away...

(to Betty)

...traitor!

Now Betty notices that a worn-out, old European style rug is laying on the ground in a corner of the yard. In the middle of it is a blue woman's hat.

BETTY

What's that rug doing out here?

My hat! My brand new hat!

Betty rushes over to it, followed closely by Maxine. As soon as they step onto the rug, it gives way and they both fall into a huge deep hole in the ground! They scream!

Now MACEY DOUGLAS, age 10, and his younger brothers, STEVIE and GUS charge out of the bushes wearing scout uniforms, pots on their heads and carrying baseball bats with huge nails pounded through the end. They surround the hole, laughing.

MACEY

Surrender! Surrender!

BETTY

Macey Douglas, what is the meaning of this?!!

CONTINUED

F-24 CONTINUED

F-24

MACEY

Jap Trap! We're gonna cover it over with sticks and junk and Dad says when the Japs sneak up, they'll fall in!

GUS

(draws imaginary knife across throat)

Then it's curtains!

STEVIE

Dad says they're real short so they can't get out!

MACEY

We're gonna put 'em all over the neighborhood!

BETTY

Does Dad know about this?

MACEY

Sure! He thunked it up!

The kids run away, leaving Betty and Maxine trapped in the hole.

25 INT. DOUGLAS LIVING ROOM - JOAN

25

Joan is dusting the sofa. She moves a cushion and discovers a .44 Revolver hidden behind it! She is shocked, and she picks it up like a dead fish.

JOAN

I will not have guns in this house!

She goes to the front door and opens it, ready to toss the gun out as if it was garbage---suddenly she SCREAMS! Pointing directly at her face is a BOFORS 40mm ANTI-AIRCRAFT GUN!

SGT. FRANK TREE is at the door, along with Sitarski and his other men.

TREE

(to his men)

Back it up, back it up.

The men begin pulling the gun back. Tree turns to Joan.

TREE

Excuse us, ma'am...gun sorta got away from us there.

A-25 EXT. THE DOUGLAS YARD

A-25

As Tree's men pull the gun back, Joan steps out, nearly hysterical! Ward runs over from the garage. The kids also come running over.

WARD

What's going on here, Sergeant?

TREE

Sir, Sergeant Frank Tree, United States Army 10th Armored Division. The Coast Artillery Command has determined your property to be stratagically advantageous for the installation of an aircraft defense battery.

WARD

A what?

TREE

This 40mm anti-aircraft gun, sir. We'd like to put it in your yard.

Ward grins.

B-25 INT. THE GARAGE

B-25

Wally watches from the upper window---and reacts to the sight of Sitarski and the men from the cafe. He starts to climb down from the rafters.

C-25 EXT. THE DOUGLAS YARD

C-25

WARD

Son, I'll be proud to have this gun in my yard!

TREE

That's the spirit, sir! We'll just put it over here for the time being. The gun crew arrives Monday.

MACEY

Oh boy! Look what we got!

CONTINUED

C-25 CONTINUED

C-25

JOAN

No! Absolutely not! I won't have it! I won't let you bring the war into my own front yard!

WARD

That's just the point! Whose front yard is it? Tojo's? Hirohito's? NO! It's my front yard, an American front yard bought and paid for on the free market -- and I'm gonna defend it!

JOAN

Then join the Civilian Defense. You could become a block warden!

WARD

I'm not gonna run around like Angelo Scioli with a whistle and a flashlight yelling 'Lights Out'! That's not defense! You look at that!
(points to the cannon)
That's defense!

Ward and Joan are about to come to blows, but Tree intercedes.

TREE

Please---sir! Ma'am! Let's not fight! If there's one thing I can't stand, it's seeing Americans fighting Americans! I can't stand that!

JOAN

Ward Douglas, if we have that gun in this yard, it'll make our home a target!

WARD

We're all targets in this war! At least I'll be able to shoot back!

The soldiers are pushing the gun away from the house. Sitarski is on the hitch, walking backward, pulling, while the others are pushing the front end. Sitarski is heading backward toward the Jap Trap! He stops mere inches away from the edge---suddenly, a hand reaches up from the hole and grabs his ankle! He's momentarily startled and he releases the gun---it's too much for the other guys to restrain, and the cannon goes rolling back toward the house! The soldiers chase after it again!

CONTINUED

C-25 CONTINUED:

C-25

Sitarski turns and looks into the Jap Trap.

D-25 SITARSKI'S P.O.V. OF THE HOLE .

D-25

Betty is standing on Maxine's shoulders, trying to climb out. One foot keeps mashing Maxine in the face!

E-25 BACK TO SHOT

E-25

as Sitarski reaches down for Betty and gently lifts her into the sunlight. In his arms, she seems to weigh nothing. For him, it's lust at first sight.

SITARSKI

(always the womanizer)

I always imagined an angel like
you coming from up there.

He nods toward heaven, then puts a hand on her ass.

F-25 INT. GARAGE

F-25

Wally, now on ground level, and watching out the window in the back door, is outraged by this!

WALLY

Bastard!

G-25 IN THE YARD

G-25

BETTY

(irate)

What do you think you're doing?
Practicing the Manual of Arms?
Let go of me!

SITARSKI

Whatever you want, doll!

Sitarski drops her back in the hole and laughs.

H-25 IN THE HOLE

H-25

Maxine has just fallen in love with Sitarski!

MAXINE

Remember, I saw him first!
He's mine!

J-25 IN THE YARD

J-25

Tree yells at Sitarski.

TREE

Sitarski! Quit goldbrickin! Get a cement block out of the garbage and stabilize that ordnance.

Sitarski grumbles and heads for the garage.

K-25 INT. THE GARAGE

K-25

Wally, at the window, sees Sitarski approaching. He scrambles back up into the rafters!

L-25 EXT. THE YARD

L-25

as a very strange looking vehicle pulls up to the house: it's a homemade tank!

TREE

What in God's name is that?

MACEY

That's our neighbor, Mr. Scioli. He turned his car into a tank!

Ward, not to be outdone, jumps onto the seat of the 40mm gun and cranks the barrel around toward Scioli's tank!

Claude, a passenger, yells and ducks. Claude, 50, is a slightly overweight nervous worrier.

WARD

Hey, Scioli! Get a load of this!

SCIOLI

Listen, Ward, I still need extra men at the Amusement Park for spotting aircraft. I want to put two men on the Ferris Wheel, but Claude here's afraid of heights.

WARD

Sorry, Scioli, I'm in artillery now! You spot 'em and I'll blast 'em!

Ward cranks the gun around again---and again the gun starts to roll right for his house! The soldiers manage to stop it before it can do any damage!

26

INT. THE GARAGE

26

Wally watches from the rafters as Sitarski enters and starts looking for a cement block. He works himself up into a psychotic rage!

SITARSKI

Goddamn son-of-a-bitch! Goddamn
this army shit!

He picks up a fishing pole and snaps it in two!

SITARSKI (CONT'D)

That's not a block of cement...god-
dammit! I hate this Army shit!

Then he picks up a rake and snaps it in two!

SITARSKI (CONT'D)

--And That's no goddamn cement block
either...

Then he starts kicking the family car! Wally can't believe what he's seeing.

SITARSKI (CONT'D)

Do this!! Do that!! Stabilize
that ordnance!! The hell with you
Sarge! You can stabilize your god-
damn ordnance yourself!

Sitarski picks up the cement block and slams it down on the hood of the car, putting a dent in it! He picks up the block again---then he sees Betty enter, covered with dirt. She hasn't seen his rage. Sitarski gets a grip on himself.

BETTY

Don't they teach you manners in the
Army? You know, there are proper
ways to introduce yourself!

Sitarski smiles a totally disarming, charming---and to us, phony---smile. He speaks in his best lady-killing Bing Crosby crooning tone.

SITARSKI

You're right. How do you do.
(puts down the block,
extends his hand)
Corporal Chuck Sitarski, United
States Army. My friends call me
Stretch.

But Betty's still fuming. She doesn't shake his hand.

SITARSKI

Of course you have every right to
be angry. If it'll make you feel

(CONTINUED)

SITARSKI (CONT'D)

better, why don't you haul off and slug me.

(he turns his jaw toward her)

Go ahead, plant one right on the kisser. I deserve it.

Betty is totally disarmed by this. There's certainly no way she can argue with him now.

BETTY

Don't be ridiculous. I'm not going to hit you.

SITARSKI

(smiles)

I'm glad to hear that. I didn't figure you for that kinda girl.

Sitarski gently brushes dirt off Betty.

BETTY

What kind did you figure me for?

Up above Wally watches and listens with increased interest.

Up above, a rafter creaks---there's a crack in it, and it's starting to give under Wally's additional weight.

SITARSKI

You're the kind of girl a guy could get serious about. Shake your hair out.

(Betty does and dust rises)

You're the kind of girl we're fighting this war for.

Wally shakes his head---it's the biggest load of bullshit he's ever heard.

BETTY

(she's buying it)

I am?

SITARSKI

Absolutely.

(notices her U.S.O. Badge)

And I'd say you're the kind of girl who's interested in doing her part.

Betty is reacting.

SITARSKI (CONT'D)

And I'll bet that's why you joined the U.S.O. isn't it, Betty?

Above the rafter gives way a little more---it's hanging on by mere splinters!

CONTINUED

BETTY

How'd you know that? How'd you
know my name---

(she notices her badge
and turns red)

Oh.....!

SITARSKI

Betty...Don't move..

(he picks a blade of
grass from her eyebrow

...they share a laugh)

If an ordinary Joe like me wandered
into a U.S.O. Club and asked a girl
like you to dance...do you think she'd
say yes?

BETTY

(smiles)

It's possible....

-SITARSKI

(he smiles)

What U.S.O. Club do you work at?

Suddenly the rafter gives way, and Wally falls to the floor,
followed by a 100 pound bag of Horse Manure which covers him
with shit! Betty and Sitarski are stunned and shocked!

BETTY

Wally!!

SITARSKI

You!!

Wally gets to his feet and brushes off the fertilizer.

BETTY

Wally Stephans, what in the world
were you doing up there?? You
were spying on me, weren't you??

WALLY

Betty, you can't listen to this
joker! He's no good, believe me---
he's just a smooth talker! All he
wants is---

BETTY

(cuts him off)

This is the most disgusting, disgrace-
ful thing you've ever done! I never
want to see you again!

(Betty changes like Sitarski)

Oh, by the way, Stretch, I'll be at the
Hollywood U.S.O. tonight.

CONTINUED

26

CONTINUED

26

She exits. Sitarski looks at Wally.

SITARSKI

This isn't your day, is it? Say,
that suit of yours looks real nice
with all that horseshit on it!

A fish hook catches in Wally's shirt. Sitarski starts advancing on Wally---Wally retreats...click, click, click...just then Tree and Ward enter and Wally bumps into Tree.

TREE

You do have a serious wardrobe
problem, kid.

WARD

That'll be the least of your problems
when I get through with you!
(he grabs the fishing
rod and reels Wally in...)

TREE

No need for that, sir. My men are
trained for this sort of thing.
Reese! Hinshaw! Extract this trans-
gressor!

A-26

EXT. THE GARAGE AND STREET

A-26

as Reese and Hinshaw carry Wally out toward the street.

WALLY

Betty! You gotta listen to me!
I can explain! Betty! Betty!

Reese and Hinshaw throw Wally into the rear of a passing
1941 vintage garbage truck!

- 27 OMITTED 27
- 28 EXT. P.O.V. THROUGH BINOCULARS 28
of the foggy, tree-lined California coast.
- 29 EXT. ON DECK OF THE JAPANESE SUBMARINE - DAY 29

Captain Mitamura lowers the glasses and angrily turns to Ito.

MITAMURA

Ito! This is not Los Angeles!
You assured me we were facing
Los Angeles Harbor.

Ito confers with the other navigator, ASHIMOTO, studying their map, and banging the compass on the bridge.

CONTINUED

29 CONTINUED:

29

ITO

Captain, it appears we are lost.
The compass is not functioning properly.

Mitamura has a look at the compass.

29A INSERT - COMPASS

29A

It is spinning around continuously, never stopping for a moment.

29B BACK TO SHOT

29B

MITAMURA

All of the navigational equipment on this vessel is inoperable.

(to Von Kleinsmid)

Lieutenant, what kind of submarine did your government sell us?

VON KLEINSMID

The navigational instruments on this vessel are the finest Swissmade. The problem is with your crew. Even children in the Hitler youth learn by the age of ten how to properly operate and maintain a device as simple as a compass.

Mitamura glares at the Nazi.

VON KLEINSMID

I suggest you return to your homeland and leave the American continent to our superior Reich Navy.

MITAMURA

We shall not return to Japan until we attack the American mainland. Ito, take a landing party ashore and determine our exact position!

Ito nods agreement and salutes.

VON KLEINSMID

You are insane, Captain. Your men will be spotted.

(CONTINUED)

29B CONTINUED:

29B

MITAMURA

These men are the descendants of
Ninja Assassins. They will not
be seen.

CUT TO:

30 EXT. HIGHWAY 1 - SHACK

30

A roadside shack lost in the shadows of the pines -- a sign reads: "Christmas Trees -- Inquire at Gas Station." The shadows stretch across the empty highway as the sun goes down and something moves -- a Christmas tree! The tree simply moves away from the lot where 15 or 20 others sit and starts down the highway briskly -- suddenly 7 more trees get up and follow -- some are short -- some taller.

30A DIFFERENT ANGLE - HIGHWAY

30A

The trees run toward us along the sides of the highway with perfect precision -- four on one side -- four on the other. Suddenly, they freeze -- a car goes by -- when it's out of sight they resume their run and stop at a road sign which advertises "PINWOOD MOTOR LODGE - 49 MILES." They cluster around the sign excitedly -- Ashimoto pointing to the word "PINWOOD."

ASHIMOTO

Hollywood!

ITO

No -- Pinewood.

Suddenly, an old pick-up truck heaves into view, driving erratically toward them. They separate and freeze. The truck pulls to a stop -- the back of it is loaded with more Christmas trees. The lettering on the door reads: "Hollis Wood - CHRISTMAS TREES."

Ito sees this and mumbles excitedly to himself.

ITO

Hollywood...!

Now HOLLIS WOOD himself stumbles out of the truck -- he's a middle-aged farmer, and he's drunk. He stares at the trees and scratches his head.

WOOD

Well, I'll be doggonned! Where'd
you little bastards come from?
Thought you could hide from ol'
Holly, did you?

(CONTINUED)

30A CONTINUED:

30A

He takes a snort from a bottle, then pulls a two-bladed ax off his front seat, lying next to a large Cathedral Radio. Wood approaches a tree which is separated from the rest of the group.

He spits on one hand, then the other, belches, and spits on the ax blade. He winds up and takes a mighty swing at the base of the tree -- it simply jumps up and the ax whizzes by underneath! Wood stares at the tree in disbelief.

WOOD

Wait one dag-blasted minute!
We're gonna try that again!

He winds up for a second swing and the tree behind him reaches out and takes the ax out of his hand. He swings anyway with nothing -- then looks around.

WOOD

Jesus Palomino -- walking trees!

The trees are closing in around him!

WOOD

Whooooaaaaaaaaa!!!!

A tree grabs him and neatly flips him through its branches -- he lands on his back with a resounding THUD! Another tree delivers a karate chop which knocks him unconscious -- and all the trees surround him!

31 OMITTED

31

31A OMITTED

31A

(CONTINUED)

CONTINUED:

OMIT YELLOW PAGES: 33, 34, 35, 36, and 37

TO OMIT THE FOLLOWING SCENES:

31A CONTINUED

31B

31C

31D

31E

31F

31G

31G CONTINUED

31H OMITTED

31H

32 EXT. JAPANESE SUBMARINE

32

The submarine is surfaced, and on deck, the Japanese are marching their prisoner, Hollis Wood, to the open hatch. Ito carries Wood's cathedral radio. Wood is forced into the hatch -- he sneers at his captors, then attempts to drop through. The hatch is so small that he gets stuck! The Japanese push down on his head -- Wood HOWLS in pain -- and finally he goes through the open hole.

The others drop through the hatch, but Ito has difficulty getting the radio through -- it simply won't fit. He tries every possible way to get it through but to no avail. He shakes his head.

ITO

We must find a way to make these
smaller...

Finally he begins unscrewing the chassis from the wood cabinet.

32A INT. JAPANESE SUBMARINE

32A

Wood has been put into a chair and is surrounded by Mitamura, Ashimoto, Von Kleinschmidt and the others. It's an interrogation set-up, but Wood is cocky and irreverent.

WOOD

You little sneaks ain't gettin'
shit from me, except my name,
rank and social security number!

The Japanese talk amongst themselves in Japanese. Wood answers them.

WOOD

Wood, Hollis P. Lumberjack.
Social Security 106-43-2185.

The Japanese again converse amongst themselves, then Mitamura steps forward and addresses him in broken English.

MITAMURA

Where Hollywood?

(CONTINUED)

32A CONTINUED:

32A

WOOD

(indicates himself)

Right here.

Of course, Mitamura doesn't realize this is his name.

MITAMURA

Where?

WOOD

You're talkin' to him.

MITAMURA

Who?

WOOD

Holly Wood!

MITAMURA

Where? Where Hollywood?

WOOD

I'm right here. Can't you understand plain English?

MITAMURA

Hollywood!

WOOD

What?

MITAMURA

Where?

WOOD

Here!

Exasperated, Mitamura grabs the nautical map and waves it at Wood.

MITAMURA

Where Hollywood?!? North?
South?

WOOD

(finally understands)

Oh -- you want me to tell you
where Hollywood is! Why didn't
you say so? That's easy --
Hollywood is --(suddenly catches
himself)Oh, no, you don't! You thought
you were gonna get me to tell
you where Hollywood is, huh?

(MORE)

(CONTINUED)

32A CONTINUED: (2)

32A

WOOD (cont'd)

Sneakin' up on me, just like you
done at Pearl Harbor, huh?
Plannin' to bomb John Wayne's
house, ain't chay

Ashimoto picks up on the one word he understands.

ASHIMOTO

John Wayne!

WOOD

I knew it! Well, I ain't tellin'
you nothin'! You can torture me
or do anything you want, but my
lips are sealed! Mum's the word!

(he notices Von
Kleinsmid)

Jesus Palomino, a Nat-see!
You're all in cahoots! Well,
I'll tell you somethin', Mister
Heinie, I fought your kind in
the Great War, and we kicked the
livin' hell outta youse!

(stands up and
sings)

It's a long way to Tipperari...

Wood keeps on singing, loudly, proudly, (and out of
tune) until an irate Von Kleinsmid slaps him and shoves
him back down in the chair. At that moment, Ito comes
walking past with the radio chassis, minus the cabinet.
Again Wood jumps to his feet.

WOOD

Hey! What'd you bust up my
radio for?! What's the big idea?

Several Japanese restrain him.

MITAMURA

(in Japanese)

Search him!

Three Japanese begin to go through Wood's pockets --
he starts to resist, but he's clearly outnumbered.

WOOD

Aw, go ahead and search me if
you want. I ain't got nothin'
of any use to you!

Ashimoto begins removing items from Wood's pockets.
First, a rabbit's foot.

(CONTINUED)

32A CONTINUED: (3)

32A

WOOD

One genuine American jackrabbit's
foot...

The Japanese examine each item they find -- and Wood describes it for them, even though they don't know what he's saying. Next comes a set of keys.

WOOD

One set of genuine United States
steel truck keys to one General
Motors truck made in Detroit
city, U.S.A.

A pocket knife.

WOOD

One authentic early American
Harry Carey knife.

A hip flask of booze.

WOOD

One bottle of Grade A American
moonshine...

ASHIMOTO

(in subtitles)

A fellow could have a pretty
good weekend in Kyoto with all
this stuff.

Mitamura takes the bottle, opens it, smells it, then takes a taste. He spits it out with revulsion! Wood grabs it away from him and takes a long belt himself. He sighs pleasure.

Ashimoto finds an unopened box of Crackerjacks.

WOOD

One ten cent box of delicious
nutritious caramel coated
Crackerjack.

The Crackerjacks puzzle the Japanese -- they've never seen a box like this before. They study it, discussing among themselves what it might be -- they shake it, scratch their heads, then Ashimoto bravely decides to open it. He does so and spills the contents out onto the table. The Japanese react with awe -- they pick at the caramel corn and peanuts, sniffing them, even venturing a taste. Now Ito comes over to see what is going on. He pours out the rest of the contents and discovers the prize package. He holds it up for all to see with an exclamation, then very cautiously opens it.

(CONTINUED)

32A CONTINUED: (4)

32A

It is a tense moment -- everyone watches, not knowing what to expect.

Ito's eyes light up -- it's a tiny TOY COMPASS, the size of a nickel! He shows it to Mitamura, shouting with glee!

ITO

Aikee!! Aikee!!

Mitamura takes it -- he's delighted. As he examines it, the rest of the crew take up the joyous cheer!

JAPANESE CREW

AIKEEEE!!! AIKEEEE!!!!!!

But Wood immediately picks up on the situation -- he leaps up and grabs the compass from Mitamura -- and SWALLOWS IT!

Wood starts choking on it -- it didn't go down right -- he grabs his moonshine and finishes it off, finally getting the compass down his gullet!

The Japanese react with horror and anger -- Wood grins widely.

WOOD

Let's see you find Hollywood now!

The Japanese confer amongst themselves again -- the talk is sharp, quick, angered. Finally Mitamura barks an order to Ashimoto -- Ashimoto runs off quickly. Mitamura calms down, more assured.

Wood just sneers at them all.

Then Ashimoto returns carrying a bottle full of brown liquid. He unscrews the cap.

WOOD

What's that?

Ashimoto shoves it at Wood, trying to get him to drink ... Wood smells it -- then reacts immediately.

WOOD

Prune juice! Oh, no, you don't!
Oh, no, you don't!

The Japanese grab his head and start trying to pour the prune juice down his throat!

33 EXT. AN AIRFIELD - DAY

33

Several B-17's and various other planes are parked on the tarmac. Off to one side are a group of civilian vehicles and REPORTERS, more males than females, milling around. Off to the other side are several military vehicles and Army soldiers, M.P.'s and N.C.O.'s.

One Army Staff Car is parked away from all the others. It appears to be bouncing up and down slightly.

33A INT. ARMY STAFF CAR (AIRFIELD)

33A

PFC. LAURENCE DuBOIS is in the driver's seat, just sitting there. We can HEAR the squeaking of bouncing springs -- yes, the car is indeed bouncing, and now we HEAR some human groans, male and female. DuBois glances into the rearview mirror... his eyes open wide.

Now we HEAR the sound of an approaching motorcade, with sirens -- it passes the car. Suddenly, a WOMAN frantically starts to climb out of the car, pulling up her skirt at the same time -- she's a reporter, and very good looking. CAPTAIN LOOMIS BIRKHEAD, a very handsome, smooth operator, tries to stop her.

BIRKHEAD

Hey -- what are you doing? I'm not finished yet!

WOMAN REPORTER

I'm sorry, Captain -- Captain -- what's your name again?

BIRKHEAD

Birkhead. Loomis Birkhead.

WOMAN REPORTER

Sorry, Captain Birkhead, but that's General Stilwell. I've gotta get my story!

BIRKHEAD

I was just giving it to you!

She runs out of the car, slightly disheveled, heading for her fellow members of the Fourth Estate.

Birkhead sighs, then starts straightening himself up, buttoning his shirt, doing his tie, etc.

BIRKHEAD

I'll tell you, DuBois, being a General's aide has got its advantages and disadvantages. Why couldn't the old man be a few more minutes late?

(CONTINUED)

33A CONTINUED:

33A

DuBOIS

Well, sir, it's wartime. We all
have to make sacrifices.

BIRKHEAD

I guess so.

Through the windshield, Birkhead can see General Stilwell's car ahead. GENERAL JOSEPH W. "VINEGAR JOE" STILWELL, 58, a thin, but authoritative, sober man, steps out of his car and promptly barraged by military men with various reports, papers, etc. Accompanying Stilwell is his secretary, DONNA STRATTON, a gorgeous young woman in her 20's.

Birkhead does a doubletake upon seeing her.

BIRKHEAD

Good Christ -- is that the
General's new secretary?

DuBOIS

Yes, sir. She was transferred
in from G-2 this morning. Not
bad, huh?

BIRKHEAD

Not bad?!? She's a goddamn
goddess, Dubois! That's Donna
Stratton -- I knew her back in
Washington. She's got this
thing for airplanes -- used to
be -- what do you call it? --
one of those waitresses on an
airplane....

DuBOIS

One of those real high flying
types, huh, sir?

BIRKHEAD

No, this is like nothing you've
ever seen before. She's got
planes on the brain!

DuBOIS

You must have really scored big
with her, huh, sir?

BIRKHEAD

(embarrassed)

I'd rather not discuss it.

(CONTINUED)

33A CONTINUED: (2)

33A

DuBOIS

(disbelief)

You mean, you struck out, sir?
You?

BIRKHEAD

Well, let's just say I bunted
foul. But I think this game's
about to go into extra innings....!

33B EXT. AIRFIELD - ON STILWELL AND ENTOURAGE

33B

Stilwell signs a few orders that are shoved in his
face, then turns to LT. BRESSLER.

STILWELL

All right, where are these
reporters I'm supposed to talk
to?

BRESSLER

Over there, sir. But I think
you'd better read this telegram
first. It's from Colonel Maddox,
sir.

STILWELL

Madman Maddox? What does he
want?

BRESSLER

Troops, sir.

STILWELL

Troops?!? He runs a practice
bombing range out in Barstow --
that's in the middle of the
desert! What does he need troops
for? Give me that!

(takes telegram and
reads)

'Request emergency troops.
Invasion imminent. Suspect
hidden Jap airfield in Pomona
Alfalfa Fields.'

(sighs)

Well, I blame myself. I put
that lunatic out there. I
thought it was the one place
where he'd stay out of trouble.
I should have put him in front
of a firing squad after that
stunt he pulled with that
armored cavalry division down on
the border --

(MORE)

(CONTINUED)

33B CONTINUED:

33B

STILWELL (cont'd)

-- almost got us into another war with Mexico! Well, there was nothing else I could do, with his brother having all those political connections in Georgia... Tell him to hold his position. I'll have to send somebody out there later. Where's Birkhead? He was supposed to have my lunch here.

Donna reacts with sudden worry upon hearing this name.

DONNA

Birkhead? Not Loomis Birkhead...?

STILWELL

Yes, Loomis Birkhead. He's my aide. You know him?

DONNA

Well, I -- uh --

STILWELL

Of course you know him. Every woman in the war department knows Loomis Birkhead.

(to Bressler)

Let's talk to these reporters.

Stilwell and his entourage head toward the group of reporters. As Donna turns, she suddenly lays eyes on a B-17. She stares at it, transfixed -- then glides toward it, almost as if she were floating. It's the opposite direction that Stilwell went.

33C INT. BIRKHEAD'S CAR (AIRFIELD)

33C

Birkhead has just seen this.

BIRKHEAD

You see that, DuBois? That plane's attracting her like a magnet!

DuBOIS

Are you sure you want to go through with this, sir? Remember what happened to the General's last secretary...

(CONTINUED)

33C CONTINUED:

33C

BIRKHEAD

This is different, DuBois. I've got to have her! My reputation is at stake!

He exits the car and goes after her.

33D EXT. AIRFIELD - AT THE B-17

33D

Donna is caressing one of the propeller blades with her hand in a rather suggestive manner. She is drooling as well... she might be in heat.

Birkhead quietly comes up behind her and watches for a few moments. Finally he grins widely and steps forward.

BIRKHEAD

Well, well, well! If it isn't Donna Stratton! After all this time! How long has it been?

DONNA

(turning to ice)

Not long enough.

BIRKHEAD

Aw, come on, Donna, you're not still sore, are you?

DONNA

Yes. In a number of places.

BIRKHEAD

(chuckles)

Same old Donna! Always so -- so -- whimsical...! Why don't we kiss and make up? Whaddaya say?

DONNA

Same old Birkhead. Always so... subtle.

BIRKHEAD

I've got an idea -- why don't we go out for dinner tonight? We've got a lot to talk about!

DONNA

What could you and I possibly have to talk about, Captain?

BIRKHEAD

Well... we could talk about... uh... the weather!

(MORE)

(CONTINUED)

33D CONTINUED:

33D

BIRKHEAD (cont'd)

Or... we could talk about... the war! Hey -- we could talk about planes! I seem to recall you always had a keen interest in aircraft. Take this B-17 for example. A woman like you is bound to appreciate a plane like the 17. After all, it's big. Big and long.

He is of course talking about himself. She walks away from him... he follows.

BIRKHEAD

And you know what else? It's got a lot of range. You know what I mean by range, don't you? I mean it can stay up for a long time. A very long time...
(he slaps the side of the fuselage)

And it's built firm -- it has to be firm and solid -- because of it's tremendous forward thrust.

She does not pay him the slightest attention.

BIRKHEAD

And when it delivers its payload ... devastating!

Suddenly she turns and looks right at him.

DONNA

Captain Birkhead, let's get something straight. I don't like you. I don't like the way you act. And I especially don't like your immature sexual innuendos. The B-17 happens to be the most valuable strategic long range air bomber in the United States Army Air Corps, and I would appreciate it if you would treat both it and myself with a little bit more respect.

Birkhead is truly taken aback -- for the first time he realizes that here is one girl that is not going to fall for him.

BIRKHEAD

I'm sorry, Donna, I didn't realize you felt that way.

(CONTINUED)

33D CONTINUED: (2)

33D

He doesn't know what else to say, so he backs away, then turns and walks under the plane toward the hangar. But as he brushes against the hatch, it falls open and the door bangs him on the head!

BIRKHEAD

Ow -- Goddammit!

(to himself)

When I went to flying school, we were taught to secure these things!

But Donna has heard this and she suddenly heats up. She throws herself at him.

DONNA

Loomis....! You never told me you went to flying school!

BIRKHEAD

(quite taken aback)

Huh?

She moves very close to him -- she's now oozing with sexuality.

DONNA

I didn't know you were a pilot!
Can you fly the 17?

BIRKHEAD

Well, actually, I only logged a few hours in a little Beechcraft before I got kicked out--- uh -- upstairs and became the General's aide...

She's cooling off and he realizes it -- so he changes his style...

BIRKHEAD

-- but, uh, as far as a 17 goes, Well, hell, a plane's a plane, and if you can fly one, you can fly 'em all.... sure, I could fly this 17...

DONNA

And here I thought you were just making a play for me...! I didn't realize you had a serious interest in strategic bombers.

BIRKHEAD

Oh, my interest is very strategic.
(looks around to be sure no one is watching)

How'd you like me to show you the cockpit?

She smiles. He gives her a boost up through the hatch.

33E EXT. TARMAC AIRFIELD - ON STILWELL AND THE REPORTERS

33E

Stilwell is fielding questions from the press.

REPORTER

Sir, would you comment on the two squadrons of Jap planes that flew over San Francisco last night?

STILWELL

There were no bombs dropped in San Francisco last night.

REPORTER

Then you're suggesting, sir, that there were no planes?

STILWELL

If you were going to fly two squadrons of planes five thousand miles to a port city in an enemy nation, wouldn't you bring a few bombs along? What happened in San Francisco last night was a simple case of war nerves. Nothing more.

REPORTER #2

What about this city, General? What kind of precautions have been taken in case the Japs try to bomb us?

STILWELL

First let me say that the possibility of the Japs bombing us is at best remote. However, we are installing anti-aircraft batteries all over town. In addition, we have a vast network of Civilian Defense volunteer aircraft spotters keeping a constant vigil. They report aircraft sightings directly to Interceptor Command Headquarters. In the event that a sighting comes through that cannot be immediately identified by Headquarters, we go to a condition yellow as a precaution. If the unidentified aircraft continues its course, and attempts to identify it fail, we go to a condition blue. And if the situation persists and radio contact cannot be established, we go to a red alert. During a red alert, air raid sirens will sound, all lights must be turned out, searchlight crews will scan the skies for hostile aircraft, and gun crews will stand at readiness.

(MORE)

(CONTINUED)

33E CONTINUED:

33E

STILWELL (cont'd)

(pause)

I hope.

33F INT. B-17 AIRFIELD

33F

Birkhead escorts Donna into the plexi-glass nose of the aircraft.

BIRKHEAD

This is where the bombardier sits.
Now you just sit right here --- get
nice and comfortable.

He helps her into the seat.

BIRKHEAD

Now close your eyes and imagine the
powerful engines starting up...

(he makes his
own sound effects)

Va-roooooooooo-roooooooooo-roooooooooo!

Can you feel those vibrations?

(shakes the chair)

Are your engines starting up?

DONNA

(she's getting
into it)

Yes --- they're starting up!

BIRKHEAD

Am I cleared for takeoff?

DONNA

You're cleared!

BIRKHEAD

Now imagine we're taxiing ---
taxiing down that runway --
accelerating faster and faster...
and then... lift off!

DONNA

I don't feel any thrust!

BIRKHEAD

Don't worry -- you will!

(he unbuttons one of
her blouse buttons)

We're airborne -- and climbing --
higher and higher... ten thousand
feet...

(MORE)

(CONTINUED)

33F CONTINUED:

33F

BIRKHEAD (cont'd)

(unbuttons another
button)

... twenty thousand feet...

(and another button)

... thirty thousand feet -- now we're
cruising at thirty thousand feet...(he can't get the
last button undone)... Thirty thousand feet... at the
incredible speed of three hundred
fifty miles per hour... can you
imagine that? Are you with me?He still can't get the last button undone. Donna's
really getting into this and getting hot.

DONNA

Yes, yes! I'm with you!

Finally he yanks on her blouse to get the last button
out -- he shakes her.

DONNA

What was that?

BIRKHEAD

Just a little turbulence -- we hit
an airpocket -- nothing to worry
about!

DONNA

How are we doing, Loomis?

BIRKHEAD

(opens her blouse)

Objective in sight. We're right
on target!(he quickly undoes
his own shirt)

You peer down the bombsight...

(he looks down
her cleavage)There it is! We open the bomb bay
doors!He unzips his fly. At the same time, unseen by Birkhead,
Donna's hand unconsciously goes to the bomb bay door
switch and pushes it to the OPEN position!

33G EXT. THE B-17 AIRFIELD

33G

as the bomb bay doors silently open!

33H INT. B-17 AIRFIELD - BIRKHEAD AND DONNA

33H

BIRKHEAD

Approaching target... we're almost there...

He's bringing his mouth close to hers... but her hand has now taken the bomb release control! He's almost on her -- her finger is going for the switch...

BIRKHEAD

... here we go... bombs awa--

A CAR HORN outside and a CAR ENGINE GUNS -- totally destroying the fantasy. Donna immediately turns to ice -- she's out of her trance, drops the bomb release control and pushes Birkhead aside.

DONNA

Mission scrubbed.

BIRKHEAD

(stunned)

Donna!

DONNA

Sorry to have to bail out, Loomis, but it just doesn't work on the ground. I tried it once in a simulator and it was no good there either. We've got to be airborne.

He grabs her arm.

BIRKHEAD

But wait a minute -- we were almost there -- we were right over the target area!

DONNA

Sorry, Loomis, it just won't work. Leave me alone.

She shakes her arm free of him -- he grabs it again.

BIRKHEAD

We'll try it again -- I'll use a different flight plan!

DONNA

No, Loomis, it won't work. Get your hands off me -- let go!

She's struggling to get free.

33J EXT. TARMAC AIRFIELD - STILWELL AND REPORTERS

33J

Stilwell is answering the last question.

STILWELL

Let me say one final thing about bombs. The eventuality of an air raid on this city is highly unlikely. However, speaking for myself and my entire staff, we are doing everything humanly possible to defend this city against an enemy attack...

33K IN THE B-17 AIRFIELD

33K

Donna is still struggling with Birkhead.

BIRKHEAD

You can't do this to me, Donna!

She wrestles free of him -- she's really getting tough now. But he persists in trying to grab her.

DONNA

Loomis -- my father was a drill sergeant in the Marine Corps and he taught me how to defend myself -- now get your hands off me!

BIRKHEAD

Donna -- please!

With that, she immediately socks him in the eye -- a terrific punch! Birkhead falls backward and lands right on the BOMB RELEASE SWITCH!

33L EXT. TARMAC - AIRFIELD - ON STILWELL AND THE REPORTERS

33L

Stilwell is finishing up. The B-17 is in the background.

STILWELL

... and I can assure you, there will be no bombs dropped here.

With that, a five hundred pound bomb falls out of the bomb bay and CLANGS onto the Tarmac -- it goes rolling right toward Stilwell and the reporters! Everyone scatters! The bomb rolls right into an Army staff car and BLOWS IT TO SMITHEREENS!

The smoke clears. Everyone exchanges worried looks, and a reporter turns to Stilwell.

(CONTINUED)

33L CONTINUED:

33L

REPORTER
You were saying, General?

STILWELL
I meant Jap bombs.

34 OMITTED

34

34A EXT. JAPANESE SUBMARINE - ON DECK - DAY

34A

The coast is still fogged in -- if anything, the fog is thicker.

Ito is attempting to repair the compass on the bridge under the anxious eye of Mitamura. Ito adjusts a screw -- a spring flies out! Ito drops to the deck to find it. Mitamura shakes his head.

MITAMURA
It is hopeless! We must have the American's compass. Prepare to dive!

Mitamura goes down the hatch. -

34B INT. SUBMARINE - THE HEAD

34B

Hollis Wood is seated on the toilet at bayonet point of two sentries. His pants are around his ankles. Ashimoto Von Kleinschmidt and others stand nearby, watching him. But Wood isn't about to cooperate.

WOOD
You ain't gettin' shit from me!
I been constipated all week, and
there ain't nothin' you can do
about it!

Von Kleinschmidt steps forward and speaks in English.

VON KLEINSCHMIDT
If it is problems of ze digestion,
zere are other ways to make quickly
your relief.

With that, he draws his Nazi dagger and picks his fingernail with it. Wood gulps, then raises his arms in surrender.

WOOD
All right, all right, I'll give it
my best shot --
(MORE)

(CONTINUED)

34B CONTINUED:

34B

WOOD (cont'd)

-- but you guys are askin' for an awful lot! I mean, Christ, look at the conditions here! You call this thing a toilet? Back home, we call this a potty! A little baby's potty!

Mitamura now arrives to see what is going on. He confers with Von Kleinschmidt and the others. In the back-ground the DIVE SIGNAL sounds. Von Kleinschmidt points to Wood and gestures with his knife to Mitamura. Wood, nervous, speaks up to Mitamura.

WOOD

Now wait a minute there, General, I'm trying the best I can, but tell 'em I'm gonna have to have some privacy! I mean, how's a fella supposed to have a bowel movement with a buncha buffalo rifles pointin' at him? Shoot! I got enough trouble pissin' in the public restrooms!

Mitamura and the others confer in Japanese, discussing the situation, nodding. Finally Ashimoto removes the flush chain from the toilet and they all exit and close the door on Wood.

34C INT. SUB - OUTSIDE THE HEAD

34C

The Japanese stand at the door of the head, listening. We hear Wood groaning from inside.

WOOD (o.s.)

UUUUUUUhhhhhhh! OOOOO-uuuuuhhhh!
Eeeeeee uuuuuhhhh! I'm pushing,
boys! Uhhhhhheeeehhhh!

MITAMURA

This has not been honorable.

Mitamura turns and leaves the area.

34D IN THE HEAD

34D

Wood is certainly not "pushing." He puts his own ear to the door to listen for anything unusual from outside, hears nothing, and proceeds to remove a shoe. Again he "groans."

34E OUTSIDE THE HEAD

34E

The Japanese continue listening.

WOOD (o.s.)
Eeeeeaaaayoooouuuhhh!!! Ohhhh-
hhhhhhuhhhh!

Then --- SPLASH --- KER-PLUNK!

The eyes of the Japanese light up!

WOOD (o.s.)
Oooooohhhh! Uhhhh-oh-eehhhh!
Uuuuuuuuhhhhhh! Better out than in!

SPLASH! KERPLUNK!

WOOD (o.s.)
(great relief)
Aaaaahhhhhhhh!

The sentries bust open the door and charge into the head
-- it's empty! Wood has vanished! They look into the
toilet!

34F IN THE TOILET

34F

is a pair of shoes!

34G ANOTHER ANGLE

34G

Wood is up on the ceiling, grabbing onto some pipes!

WOOD
Wah-hooooo!!!!!!

With that he drops down and takes the sentries by
surprise, slamming their heads together and shoving
them in the toilet!

He slams the toilet seat down on their heads, then
bolts the hell out of there!

34H IN THE SUB

34H

Woods runs through the sub like a maniac, pushing
sailors out of his way, decking them whenever necessary,
slamming heads into walls!

Wood runs toward the hatch ladder.

(CONTINUED)

34H CONTINUED:

34H

Ito has just climbed down through the hatch and is now sealing the hatch shut. Wood scrambles up the ladder, throws Ito down and starts unscrewing the hatch!

Japanese sailors dash down the sub corridor in pursuit!

Wood throws open the hatch and starts climbing out! Once again, his gut gets stuck going through!

34I EXT. THE SUB

34I

The sub is rapidly submerging -- Wood is stuck at waist level and can't free himself! Water begins pouring over the deck and splashing around Wood!

34J IN THE SUB

34J

Ito has grabbed Wood's dangling legs and tries to pull him back down! Wood tries to kick him away! Ito grabs onto his pants.

34K WOOD

34K

is straining like hell, but he still can't free himself -- the water is up to his shoulders now!

34L IN THE SUB

34L

One of the sentries scrambles up the ladder with his rifle! He accidentally jabs Wood's ass with the bayonet point!

34M WOOD

34M

HOWLS in pain and leaps out of the hatch!

34N IN THE SUB

34N

Ito falls backward, holding Wood's empty pants! Tons of water pour through the open hatch -- one of the sailors manages to get it shut.

34P IN THE OCEAN - DAY

34P

Wood swims away, bare-assed. The shell of his Cathedral radio which Ito discarded earlier is floating nearby. Wood grabs onto it, and using the wooden cabinet as a float, swims for shore.

The sub has disappeared.

34Q EXT. THE AMUSEMENT PIER ON THE OCEAN - NIGHT

34Q

The ferris wheel faces the wooden pier and ocean.

Mr. Scioli pulls up in his homemade tank, and Herb and Claude get out with him. All of them wear Civilian Defense helmets and armbands. Herb and Claude have a lot of "equipment" with them -- flashlights, lunch boxes with thermoses, binoculars. Claude has a .30-.06 Winchester lever action rifle; Herb has a .44 Magnum pistol shoved in his belt, and carries a gunny sack with who-knows-what inside.

Herb excitedly runs over to the ferris wheel.

HERB

Oh, boy! A ferris wheel! I love ferris wheels! We get to stay up there all night, huh? Hey -- wait a minute -- we're not gonna have to pay, are we? I mean, we're workin' for the government now!

Scioli looks completely exasperated -- this is only the eighth time he's had to answer the same question.

SCIOLI

No, Herbie, you do not have to pay.

Scioli unlocks the padlock on the master control box and opens it, revealing at least three dozen double-knife switches. Herb runs over to have a look.

HERB

Hey -- how do you turn this thing on anyway? I always wanted to run one of these things!

Herb reaches for a switch, but Scioli slaps his hand out of the way.

SCIOLI

Don't touch that! These are the master control switches! You start fooling around with these, and you'll turn on the whole park!

Scioli motions them over to the ferris wheel. He lifts the safety bar and Herb and Claude take their places in the bottom gondola. Claude looks very nervous. Scioli hands him a telephone with an extremely long cord.

SCIOLI

Now remember what you're supposed to do.

(MORE)

(CONTINUED)

34Q CONTINUED:

34Q

SCIOLI (cont'd)

If you see or hear any planes, pick up the phone and yell 'Army Flash!' That will connect you directly to the Interceptor Command. Then you report what you saw, and where.

HERB

Hey, Mr. Scioli, just how high up is this thing anyway? Is that cord gonna reach all the way to the top?

SCIOLI

The phone company installed it special.

HERB

I guess that means all our calls are gonna be long distance!

(elbows Claude)

Get it? Long distance!

CLAUDE

What if we see something? I'm shaky in high places as it is -- I don't want to be stuck up there in an air raid...

(confidentially
to Scioli)

... with him!... Jesus Christ, Dominic, they gave him a gun!

SCIOLI

Believe it or not, the kid's a crack shot.

(confidentially)

Just do the best you can, Claude -- I'll try to find a replacement for you.

He lowers the safety bar on them.

HERB

Hey, we don't have to use the safety bar, do we? What if we have to jump?

Again Herb elbows Claude -- but Claude clearly doesn't appreciate Herb's sense of humor.

SCIOLI

The safety bar remains down at all times!

(MORE)

(CONTINUED)

34Q CONTINUED: (2)

34Q

SCIOLI (cont'd)

And another thing, Herbie -- I don't want you acting up like you did last summer! No standing, and no rocking!

CLAUDE

You mean this thing rocks?

Scioli hits the switch and the ferris wheel jerks into motion -- indeed it does rock!

SCIOLI

Just don't look down, Claude, and you'll be fine!

Claude immediately looks up -- and keeps looking up no matter what!

SCIOLI

I'll be back for you at the end of your shift!

34R ANOTHER ANGLE - FERRIS WHEEL

34R

as Herb and Claude ride to the top.

HERB

Believe me, you got nothin' to worry about! Nothin' can happen to you up here! I once rocked one of these cars 180 degrees and I didn't fall out! These things are completely safe -- there's no way you can fall out -- unless you really want to. I was here a couple of years ago when that guy committed suicide from the top of this -- he just stood up in the car, spread his arms out -- and did a swan dive!

Herb stands up and waves his arms to demonstrate -- Claude is shitting bricks the whole time.

HERB

(continuing)

Who knows -- maybe he thought he was gonna hit the ocean?

CLAUDE

Just sit down, please!

Herb sits down again.

(CONTINUED)

34R CONTINUED:

34R

HERB

He was splattered all over the pavement -- what a mess!

They've reached the top now and have stopped. Herb opens his picnic basket and starts eating. Claude, still looking up, sticks a cigarette in his mouth and fumbles with his matches, trying to get it lit.

HERB

(looking down)

Say! Look how little Mr. Scioli is! He looks like an ant! How high up do you think we really are? It looks like about a mile! Hey -- do you think if I dropped a penny off of here and it hit Mr. Scioli in the head, it'd kill him?

Claude's eyes are closed -- he perspires gallons of sweat -- still trying to light his cigarette with his umpteenth match-- he'll say anything to shut Herb up.

CLAUDE

Yes!

HERB

Really?

CLAUDE

No! I don't know!

Herb pulls a grapefruit out of his picnic basket. He examines it, then looks over at Claude.

HERB

Hey -- this grapefruit is rotten! Is it okay if I throw it over the side? You don't mind, do you? I just want to see how long it takes to hit the ground!

But Claude never looks at him. Herb smiles to himself, then holds the grapefruit over the side.

HERB

Here goes!

But he doesn't let go of it -- he just watches Claude.

HERB

Wow -- look at that! Look at it go -- going -- going -- going --

(CONTINUED)

34R CONTINUED: (2)

34R

Finally he lets go of it!

HERB

-- going -- gone!

We hear the SPLAT of its impact! Claude's eyes completely bug out! He turns bright green with terror.

HERB

I didn't think we were this high up! Aw -- I forgot to time it! I shoulda timed it -- then I coulda figured out exactly how high we are, because objects fall at thirty-two feet per second! Then I'd have known for sure!

Finally Claude explodes.

CLAUDE

Would you just shut up about heights? I don't want to hear another word about heights!

There is a long moment of silence... then Herb licks his finger and checks the wind.

HERB

I sure hope the wind picks up.

CLAUDE

Just shut up! Don't say another word!!

Herb shuts up. He bends down and reaches into his gunny sack and fumbles around -- we can't see what he's doing.

34S ANOTHER ANGLE - FERRIS WHEEL - FAVORING CLAUDE

34S

as he keeps looking up, finally managing to get his cigarette lit. Now, slowly, quietly, a THIRD HEAD appears between Claude and Herb -- it's a ventriloquist's DUMMY, dressed in a sailor's suit, with a Civilian Defense armband! Herb, of course, is controlling it, and the Dummy looks around and then just stares at Claude, its eyes clicking back and forth.

Finally, Claude turns and sees the new occupant -- the cigarette falls out of his mouth -- he stares dumbfounded at the bizarre sight. There is a long moment of dead silence -- finally the Dummy speaks. (Herb's not very good - his own lips move.)

(CONTINUED)

34S CONTINUED:

34S

DUMMY
(to Claude)

Afraid of heights, huh? Me too!

Claude tries to light another cigarette! The Dummy immediately turns to Herb, irate.

DUMMY

What'd you drag me up here for, huh? You know I'm afraid of heights! I've got better things to do than to spend all night on a stupid ferris wheel with you! What do you got -- sawdust for brains?

Claude drops another lighted match.

DUMMY
(to Claude)

Hey! Watch where you're throwin' those matches!

Claude looks around for help.

CUT TO:

34T EXT. THE PACIFIC OCEAN - NIGHT

34T

The periscope and radio antenna of the Imperial Japanese U-boat cut through the dark waters of the Pacific, illuminated by the moonlight.

35 INT. SUBMARINE - NIGHT

35

Ito has jury-rigged the guts of Wood's Cathedral radio into the instrument panel. He turns it, cutting through static, until he hears...

RADIO ANNOUNCER (v.o.)
... this is KMPC, broadcasting live from the Crystal Ballroom in downtown Hollywood...

ITO
Hollywood! Captain! Listen!
Hollywood!

Mitamura listens as swing music starts -- "One O'clock Jump." He nods, pleased.

MITAMURA
Lock in on that signal!
(MORE)

(CONTINUED)

35 CONTINUED:

35

MITAMURA (cont'd)

We'll follow it to Los Angeles and
find something honorable to blow up!

Ito nods.

35A INT. THE DOUGLAS HOME - DINNER TABLE - NIGHT

35A

Ward, Joan, Macey, Stevie and Gus are seated at the dinner table, having lima bean soup. KMPC is on in the background. Macey is wearing a gas mask, and the snout of it is dangling in his bowl. We hear SLURPING and suction noises coming from it. Joan looks at him with disgust.

JOAN

Macey, take that gas mask off!!
That's no way to eat your soup!

Macey mumbles something unintelligible through the mask.
Stevie translates it.

STEVIE

He likes it that way! No lima
beans can get through!

JOAN

Ward...!

WARD

Macey, you heard you Mother!

Macey continues to slurp.

Ward reaches over and yanks the gas mask off his face
-- about a quart of thick gooey green lima bean soup
pours out all over the place!

Now Betty sticks her head in.

BETTY

Mom, Dad, I'm leaving now.

JOAN

Have a good time, dear.

Betty starts to leave.

WARD

Just a minute, Betty.

He gets up from the table and follows her into the
living room.

As they enter the living room, Ward is about to speak -- then he thinks better of it, and quietly closes the door to the dining room. Ward looks at Betty. This is going to be important.

WARD

Betty, you and I have never had much of a chance to talk... you know, a real father-daughter kind of talk. You see, Betty, I'm too old to get into this war... and hell, Macey and the kids, they're too young. You're the only one... you're the only one I've got left. Now, I don't know what they told you over at the U.S.O. about how you're supposed to act tonight. But you're going to be meeting a lot of strange men, men in uniform, far away from their homes, lonely men, desperate men... men with one thing on their minds...

(long pause)

Show 'em a good time.

Betty gulps.

Tree's men, Quince, Reese and Foley, are getting ready to go to the U.S.O. -- putting on Old Spice, tying their ties, adjusting their hats, etc. Their open lockers are lined with pin-up girls and the RADIO is tuned to the same broadcast Mitamura is listening to.

Now Tree enters, all business, carrying MP helmets, armbands and batons.

TREE

All right, you lovers, you can quit getting dolled up -- you're not going to any dance! We've got M.P. duty!

QUINCE

M.P. duty?!

TREE

That's right! We've gotta play wet nurse to a bunch of tanks! Hey -- where's Sitarski?

(CONTINUED)

37 CONTINUED:

37

QUINCE

Well, you see, Sarge, he had to --
well, he said he was -- well, he
was gonna --

TREE

Dammit, if that goldbrick went
AWOL, I'll ream his ass!

CUT TO:

38 INT. DANCE HALL - THE DANCE - NIGHT

38

IN TIGHT on a TRUMPET PLAYER who has a double mute on his horn. He stands and blows a few bars solo, then we PULL BACK to reveal the rest of the orchestra as they join in together. This is SAL STEWART AND HIS SERENADERS, a swing orchestra in Glenn Miller Gold. The decor is a combination of Christmas and patriotic. Christmas decorations abound and a fifteen foot Christmas tree with blazing lights is eye grabbing. There is a large hanging sign which reads: "WELCOME TO OUR FIGHTING MEN."

The dance floor is full of dancers doing the "Lindy Hop."

Not a civilian is in sight. But the NAVY, ARMY, AIR CORPS, and MARINES are divided into tight cliques. Occasionally small brouhahas erupt between the different service branches.

On one part of the dance floor, an artistically minded fellow has drawn chalk caricatures of Tojo and Hitler on the floor. The servicemen and their partners take turns dancing on their heads.

39 U.S.O. HOSTESS AREA - NIGHT

39

A group of hostesses are seated in chairs at one side of the dance floor, available for dancing. Among them is MAXINE. Sitarski comes up to her looking totally the lady-killer. Maxine smiles warmly.

SITARSKI

Say, where's your friend Betty?

MAXINE

Oh, she'll be here pretty soon.

(hopefully)

Wanna dance?

(CONTINUED)

39 CONTINUED:

39

SITARSKI

Sure -- when she gets here.

He walks away, leaving Maxine crestfallen.

Now Maxine watches as the lovely hostesses nearby are one by one forced to dance with servicemen each more ugly than the one before. Then a male shadow falls across her, masking everything but her big white eyes. Maxine looks up with trepidation.

39A UP ANGLE - SAILOR

39A

Surprise -- he's a very good looking young man, tall and lean. Maxine lights up with interest. Then he speaks -- and spits huge globs of saliva! He sounds like Daffy Duck!

SAILOR

'P'leas'd ta meet 'ch'ya!
'S' eaman 'F'irs't' cla'ss' --

MAXINE

(interrupting)

Save it, sailor.

She takes a handkerchief from her purse and prepares to engage the enemy.

CUT TO:

40 EXT. MOVIE THEATRE - NIGHT

40

Down the street from the U.S.O. is the HOLLYWOOD STATE MOVIE THEATRE. An Army staff car pulls up to the front of it, and Captain Birkhead steps out and opens the door for General Stilwell. Donna follows him... A Personnel Carrier follows the staff car and a dozen bodyguards, armed with submachine guns, accompany Stilwell to the theatre. Stilwell just shakes his head.

Stilwell steps into line at the ticket booth behind several KIDS. The kids turn and stare at the armed M.P.s.

STILWELL

It'll sure be good to get my
mind off things for a while.

Birkhead gives Donna a big smile -- she gives him a big cold shoulder.

(CONTINUED)

Now a motorcycle ROARS up to the theatre. It is an Army cycle, a Harley, and the driver, CORPORAL MIZERANY, is covered with dust, dirt and muck. He wears a helmet and goggles and has a machine gun slung over his back. Mizerany jumps the curb and people scatter wildly! He pulls right up to Stilwell and salutes. He has an insane look about him.

MIZERANY

General Stilwell, I have an urgent message from the 501st Bomb Disbursement Unit, Barstow, sir.

STILWELL

You mean from Colonel Maddox, son?

BRESSLER

Sir, they're worried about an invasion.

STILWELL

Christ, I thought I told Maddox to hold his position, Birkhead... see what he wants!

MIZERANY

I'm sorry, sir. My orders are to give this message directly to you.

STILWELL

(takes message)

'Request relief column. Invasion imminent. Murderers parachuting in from the skies.'

(pause)

Son, are these Jap murderers or Kraut murderers?

MIZERANY

The Colonel didn't specify, sir. He believes they're coming from hidden air strips in Pomona alfalfa fields, sir.

STILWELL

You've seen these murderers, son?

MIZERANY

No, but Colonel Maddox sees lights in the hills after dark. This leads Colonel Maddox to believe they're dropping them in at night.

(CONTINUED)

STILWELL

You know, son, Colonel Maddox is mad.

MIZERANY

If you say so, sir.

STILWELL

(shakes head, can't
take much more)

I'm getting that old sinking feeling...

Birkhead has been listening to this with increasing interest. He checks to see that Donna is listening, then steps forward.

BIRKHEAD

Uh, excuse me, sir, but doesn't Colonel Maddox have some planes out there? I mean, after all, it is a bombing range.

Donna's eyes light up upon hearing this which is exactly the reaction Birkhead expected.

STILWELL

Well, he might have some planes out there... so what?

BIRKHEAD

Well, sir, I seem to recall that Maddox has a huge stockpile of bombs out there. Now, given the man's psychological profile, there's no telling what he might do. Perhaps it would be wise for me to take a jaunt out there and see if I can appease the Colonel... with your permission, of course, sir.

Stilwell can't help thinking that Birkhead is up to something... he eyes him suspiciously, then nods.

STILWELL

All right, Loomis. Take my car - get out there and keep that maniac at bay... and don't let him get his hands on an airplane!

BIRKHEAD

Yes, sir!

Birkhead passes Donna muttering about Beechcrafts.

(CONTINUED)

40 CONTINUED: (3)

40

She watches him as he goes to the car, then follows Stilwell to the theatre. Birkhead opens the passenger door and just stands there coolly, waiting.

40A ON DONNA

40A

as she comes up to Stilwell.

DONNA

Excuse me, sir, but I'm going to take a rain check on the movie. I've got a splitting headache and...

STILWELL

Why, that's a shame, Donna. Would you like me to call a car for you?

DONNA

No, sir, that won't be necessary. I think I can persuade Captain Birkhead to give me a lift.

ON BIRKHEAD

Triumphant. He's still waiting at his car with the door open. In a moment Donna enters the car. Birkhead immediately slams the door shut, hurries around into the driver's seat and peels out at about eighty miles an hour!

CUT TO:

41 EXT. U.S.O. DANCE HALL

41

A city bus drives by and Wally leaps off the back, right in front of the dance hall. He looks terrific in his zoot suit.

A dozen MEXICAN-AMERICAN YOUTHS are milling around the front. All are wearing splendid zoot suits, and all of them are pissed off. Their girl friends are with them. Martinez spots Wally.

MARTINEZ

Hey, Wally! They took over our dance hall -- the Army! They won't let nobody in without a uniform!

WALLY

Is Betty in there?

(CONTINUED)

41 CONTINUED:

41

MARTINEZ

(shrugs)

We only been here ten minutes.

Wally walks up to the entrance where VITO, the Shore Patrolman is on duty at the door, next to a sign that says, "SERVICE MEN ONLY." Vito is a mean-looking son of a bitch -- he wears a helmet and carries a baton. As Wally tries to walk past him, he pokes the baton in Wally's gut.

VITO THE S.P.

What army you think you belong to, kid? The Salvation Army?

Vito laughs at his own jokes.

WALLY

I'm lookin' for somebody.

VITO THE S.P.

You're lookin' for a fat lip!
Now, beat it!

Wally stares at him for a moment, then act like he's going to walk away -- suddenly, he whirls around and charges through the door! But Vito's long arm is just as quick and yanks Wally back outside, roughly shoving him out into the street.

VITO THE S.P.

I said, beat it, jackass!
(to the entire group)
Why don't you bean pickers go back
to the barrio where you belong?

The Zooters just glare at Vito.

Wally maneuvers himself so he can peer through the doorway, searching for some sign of Betty. A SAILOR walks out of the U.S.O., passes Wally and does a double take.

SAILOR

Say, kid, I like that suit you're wearin'. How far'd you have to chase a nigger to get it?

The Sailor laughs. Vito laughs even louder. Wally ignores the humiliation. Now a SOLDIER comes out of the U.S.O. -- he's not watching where he's going and he steps on Wally's foot.

WALLY

Hey! Watch it, bud!

(CONTINUED)

X 41 CONTINUED: (2)

41 X

The Soldier turns around: it's Sitarski! Wally gulps
-- recognition is immediate. Sitarski grabs him.

SITARSKI

You little son of a bitch! You got
a lot of nerve showing up here! I'll
bet you think you look like hot shit
in that fancy new suit, dontcha? Well,
personally, I don't like the color.
I think it could use a little red,
sorta drippin' down the front.

Just as Sitarski is about to bust Wally's face, the 12
ZOOTERS step in behind Wally. Not even Sitarski wants to
risk these kind of odds...his manner immediately changes.

SITARSKI

Oh, hi there, fellas. Me and him are
just having a friendly talk here, you
see, we're old pals...

Sitarski puts his hands in his pockets, then puts an arm
around Wally. In his hand is his cigarette lighter.

SITARSKI

...but since I'm obviously interrupting
something, I'll let you have him.

No one notices as Sitarski lights the back of Wally's suit
on fire!

The Zooters glare at Sitarski as he walks back over toward
the entrance. Now Martinez sniffs the air.

MARTINEZ

I smell something burning...

Wally smells it too.

WALLY

Yeah...smells like garbage...

42 INSERT - WALLY'S ZOOT SUIT FROM THE REAR

42

The material is burning! Black smoke rises!

42A BACK TO SHOT

42A

as an OLD WOMAN walks down the street carrying packages.
She sees that Wally is on fire and starts SCREAMING, dropping
her packages! Wally turns around.

(CONTINUED)

X 42A CONTINUED:

42A X

WALLY

Look, lady, I've had it up to here
about my clothes! I don't want to
hear about it anymore---

MARTINEZ

Wally!! It's your zoot!!! You're
on fire!!!

WALLY

I'm on --- YEOWWWW!!!!

The Zooters throw Wally into the gutter! Wally writhes around
in the slime and sewer water to extinguish the flames!

Sitarski and Vito are laughing so hard, they've got tears in
their eyes!

The Zooters glare at them---the battle lines have clearly
been drawn.

Wally starts to get up---he looks fine from the front, but
there is no back to his suit---only a T-shirt and underwear.
Then, Wally is hit by a pair of white headlights---he turns
and sees:

BETTY DOUGLAS getting out of the car, looking like an angel
in her white dress.

Betty smiles.

Wally smiles back---and then sees that the smile is not for
him, but for Sitarski. Sitarski takes her arm and they walk
toward the doorway. Wally runs after them and grabs Betty's
other arm.

WALLY

Betty---wait! I have to talk to
you!

BETTY

We've got nothing to talk about.

SITARSKI

Beat it, bird brain.

Sitarski pulls Betty toward the U.S.O. ---Wally pulls her
toward him. It becomes a tug of war!

WALLY

Betty, I want to apologize for this
afternoon.

(CONTINUED)

X 42A CONTINUED: (2)

42A X

SITARSKI

She said she didn't want to talk to you, pal.

Sitarski coolly delivers a swift kick into Wally's balls! Wally falls back into the gutter in pain. Sitarski turns around and takes Betty's arm, crooning in his best Bing Crosby voice.

SITARSKI

Shall we?

Betty looks back at Wally in horror -- it begins to occur to her that she might be with the wrong guy. Sitarski pulls her into the U.S.O.

42B WALLY

42B

in the gutter, picks up a broken bottle and is about to rush after Sitarski when suddenly the hand of a MARINE grabs his arm and restrains him.

WALLY

Look, you, it's none of your -- Dennis!

Yes, it's Dennis in a Marine Sergeant's uniform -- with two GORGEOUS GIRLS flanking him.

DENNIS

Take it easy, Wally! You want him to put your lights out for good?

WALLY

Dennis -- what the hell are you wearing?

DENNIS

I'm tellin' you, Wally, these uniforms work like a son-of-a-bitch!

(CONTINUED)

42B CONTINUED:

42B

He puts an arm around each girl. Wally can't believe it.

WALLY

I can't believe it! You joined up...?!

DENNIS

Who said anything about joining up?
I just got me a uniform.
(confidentially)
Western Costume -- two bucks!

Wally looks at the U.S.O. hall, then at Dennis.

WALLY

Well... have a good time, Dennis.

Dennis is about to start in, but then thinks better of it.

DENNIS

Look, Wally, you want this uniform?
I'll give it to you -- you can owe me the two bucks.

Wally considers this a moment, then shakes his head.

WALLY

Forget it, Dennis. It's all over.

And Wally sits down in the gutter, his life a shambles.

43 INT. BIRKHEAD'S MOVING CAR -- NIGHT

43

Birkhead seems a bit apprehensive about the situation he's in. He looks over at Donna.

BIRKHEAD

Sure is dark out here.

She doesn't react at all.

BIRKHEAD

You look out the windows and you can't see a thing... just like flying at night... Isn't it?

Again he looks over at her for some kind of response. There is none.

BIRKHEAD

Well, I'll tell you this:
(MORE)

(CONTINUED)

BIRKHEAD (cont'd)

It's sure a whole heckuva lot safer than flying at night. In fact, if I didn't know better, I'd swear we were flying. This car feels just like an airplane, doesn't it? What does this feel like?

He pops the clutch in and out -- the car jerks and accelerates several times.

BIRKHEAD

Forward thrust, right? It feels just like forward thrust, doesn't it?

DONNA

You just get me up in that trainer, Loomis. Then maybe I'll feel some forward thrust.

Birkhead gulps, then floors the accelerator.

44 EXT. THE ROAD - NIGHT

44

Birkhead's car zooms off into the night, going at least a hundred and twenty miles per hour!

44A OMITTED

44A

45 INT. U.S.O. - REFRESHMENT AREA - NIGHT

45

Betty and Sitarski are waiting behind a lot of hungry servicemen and U.S.O. hostesses. Sitarski elbows through the crowd, shoving excess humanity aside.

SITARSKI

Punch and cookies before we dance?

BETTY

Oh... thank you, but... no...

It doesn't matter -- Betty is cut off by a cup of punch and a hand full of chocolate chip cookie crumbs.

A SAILOR WITH GLASSES leans over Betty's shoulder to check her U.S.O. Hostess Badge. He smiles, seeing it, and scrunches in between her and Sitarski.

(CONTINUED)

GLASSES

Miss Betty, would you care to dance?

SITARSKI

You don't know her well enough to
call her by her first name!

GLASSES

... Excuse me?

Sitarski flips into a psychotic rage, without warning
-- his violent streak is showing as he turns beet red.

SITARSKI

You don't first name her! You don't
dance with her! You don't even look
at her! Now ship out, swabbie!

(to Betty, in his
Bing Crosby voice)

A napkin?

Betty is becoming terrified -- she takes the napkin,
then drops it. As Sitarski bends down to pick it up,
a MARINE, no more than a kid, steps up to Betty who
appears to be alone.

BABYFACE

Hi, babe! Wanna cut a rug?

The back of Sitarski's head rises monstrosly, his
neck muscles quivering in rage. The boy's jaw drops:
only he can see Sitarski's face. He turns away,
scared shitless! Sitarski turns back to Betty, smooth
and gracious. There are beads of sweat on his face
and he breathes heavily.

SITARSKI

You dropped this, Betty.

He hands her the napkin, squeezed into a ball of refuse,
Betty flinches. Her shaking hand reaches out for it.

BETTY

Uh... thank you.

Wally dejectedly ambles along the side of the building.
He pauses to look into the window.

He stares as he sees Betty dancing with Sitarski --
that is, if you can call it dancing.

(CONTINUED)

46A CONTINUED:

46A

It's more like Sitarski is dragging her around on the dance floor, his hands all over her, trying to feel her up.

47 EXT. AT U.S.O. WINDOW - NIGHT

47

Wally is sickened. He talks to her, through the glass -- but of course, she can't hear him.

WALLY

Betty! Betty!

CUT TO:

47AA WALLY'S POV

47AA

He watches as they turn -- now he can see Betty's face. She's plainly not enjoying herself at all -- she looks like she's in pain. Now a SAILOR tries to cut in -- Sitarski's answer is to slug him in the groin! Betty tries to use the opportunity to get away, but Sitarski grabs her and continues his disgusting conduct.

47BB EXT. AT U.S.O. WINDOW

47BB

Wally presses his face against the glass and bangs on it.

WALLY

Betty!

CUT TO:

47CC INT. U.S.O.

47CC

Suddenly, Betty turns -- it's as if by magic she's heard Wally. Their eyes meet -- Betty's face lights up and again she tries to escape from Sitarski... but he won't let her go. She looks at Wally -- it's as if her tortured expression is saying, "I love you, Wally, please help me!"

47DD EXT. U.S.O.

47DD

Wally's face lights up -- he knows he's got to do something. He runs to the corner of the building and around it, heading from the main entrance. But as he rounds the corner, he stops short: he sees:

47A VITO THE S.P.

47A

dragging an innocent looking SAILOR out the door. The Sailor has a bottle of booze in his hand. Vito grabs it away from him.

VITO

You little son-of-a-bitch! I'll teach you to drink in here! I'm gonna beat your brains out, that's what I'm gonna do!

Vito is coming toward Wally, dragging the Sailor along with him!

47B WALLY

47B

runs back along the side of the U.S.O. -- Vito's voice is getting louder! Wally looks around for some place to go and then spots the fire escape nearby. Wally scrambles up the ladder just as Vito rounds the corner! Wally climbs over the ledge onto the roof, getting out of sight just in time!

47C ON THE ROOF

47C

As Wally scrambles over the ledge onto the roof, he stubs his toe on a case of 40mm ammo shells.

WALLY

Oww!

Wally looks around to see if he's been heard: on the roof is a 40mm anti-aircraft gun emplacement manned by two artillery men, WILLY and JOE. They're surrounded by crates of ammo, and they're completely abosrbed in the gun. Willy cranks it up and aims at the moon.

WALLY

Boy, I could knock that moon right out of the sky!

JOE

Aw, leave it alone. I got leave tomorrow. I'll need that moon.

Wally looks at them a moment, then peers down over the edge of the roof.

47D IN THE ALLEY BELOW

47D

Vito is cruelly poking his baton into the young seaman's gut. The words "No Parking" are stencilled on the brick wall.

(CONTINUED)

47D CONTINUED:

47D

VITO

No drinkin' allowed! Can't you
read the sign?

KID SAILOR

But it says 'No Parkin'!'

Vito slams the kid's head into the bricks.

VITO

You're drunk! Read it again!

KID SAILOR

No parkin'! No parkin'!

Again Vito slams the kid's head into the wall.

47E WALLY

47E

watches for a moment, then looks at the ammo crate at
his feet.

47F WALLY'S POV

47F

of the ammo crate full of 40mm shells.

47G WALLY

47G

is getting an idea! He looks at his zoot suit, looks
over the edge of the roof, then again at the case of
shells. He quietly removes two shells from the crate.

47H IN THE ALLEY BELOW

47H

Again Vito slams the Sailor's head into the brick wall!

VITO

G'wan! Read it again!

KID SAILOR

You're right... you're right! No
drinking!

VITO

Don't crack wise, you little runt!
It says 'No Parking!'

47J WALLY

47J

tests the weight of a shell, looks down, then looks right
at the CAMERA with an "Ain't I a stinker" look. He
leans over the roof, takes aim, and lets it drop!

47K IN THE ALLEY

47K

The shell narrowly misses Vito -- he quickly looks up!

VITO

Hey!

He is answered by the second shell -- it strikes him right between the eyes! Vito goes down for the count! The kid Sailor runs off!

47L WALLY

47L

grins. In a flash, he's over the ledge, climbing down the fire escape.

48 INT. U.S.O. - NIGHT

48

The ANNOUNCER comes out on stage as the number ends and everyone applauds.

ANNOUNCER

Ladies and gentlemen, we're about to start our Jitterbug Contest, and I'd like to introduce our judge, Meyer Mishkin of R.K.O. Pictures...

MEYER MISHKIN steps out on stage and everyone APPLAUDS.

ANNOUNCER

(continuing)

As you know, our first prize is a movie contract with R.K.O.!

49 EXT. IN THE ALLEY

49

Wally runs over to the unconscious Vito and begins removing his S.P. uniform.

49A INT. U.S.O. - NIGHT

49A

ANNOUNCER

... so if you haven't got a partner yet, now's the time to find one!

Sitarski is dragging Betty across the dance floor toward an exit. Betty literally drags her feet, terrified.

SITARSKI

Look, I got us a cab. I know a place we can go where these slobs'll stop bothering you.

(CONTINUED)

49A CONTINUED:

49A

Betty grabs at every serviceman she can get her hands on.

BETTY

You wanna dance, Sailor? Please
dance with me, Soldier!

CUT TO:

49B EXT. ALLEY - NIGHT

49B

Wally has now taken off Vito's uniform.

50 INT. THE U.S.O.

50

Sitarski drags Betty toward the exit -- outside we can see the waiting cab. Now Maxine sees Betty -- she comes to the rescue and grabs Betty's free hand... and is pulled right along with Betty! Maxine slips to the floor, grabs Betty's ankle and is dragged along behind!

MAXINE

Help!! Help us!!!

51 EXT. IN THE ALLEY OF THE U.S.O.

51

Wally has the S.P. uniform on now, but Vito, lying in his underwear, groans -- can he be returning to consciousness? Wally can't take the chance -- he ties him to the nearby telephone pole with his belt!

52 INT. THE U.S.O.

52

Sitarski drags Betty who drags Maxine who grabs a refreshment table -- and it too is dragged along!

ANNOUNCER

Mr. Music, are you ready?

A DRUM ROLL begins.

ANNOUNCER

Grab your partners...

A PIMPLE-FACED SAILOR who hasn't yet found a partner now spots Maxine being dragged along the floor! He grabs her -- she lets go of Betty, just as Sitarski reaches the exit doors...

ANNOUNCER

... and take it away!

(CONTINUED)

52

CONTINUED:

52

Wild swing music begins -- the contest starts -- Sitarski swings open the exit door and flings Betty out... but she magically sails back in, towed by Wally, in the S.P. uniform!

Wally spins her out onto the dance floor, and it takes her several moments to realize who it is -- when she does, total joy illuminates her lovely face.

BETTY

Wally!

She starts to hug him and kiss him but Wally sees Sitarski coming and breaks away.

WALLY

Not now -- we gotta dance!

Wally and Betty start jitterbugging -- but now, here comes Sitarski, fists clenched -- Wally realizes he's now literally dancing for his life! Sitarski throws a punch -- Wally ducks under someone's arm and Sitarski's fist slams right into a support post! He howls in pain, then chases Wally, screaming:

SITARSKI

Stop him! He's a fake! He's a civilian!

The dance continues, with Wally doing the most incredible steps and moves to escape Sitarski -- going in and out of other dancers, dancing across tables and chairs, flinging other partners into Sitarski's path to slow his maniacal advance! Betty seems to be spending more time in the air than on the ground -- and she loves it! And everything is in perfect time to the music! Sitarski can't keep up -- several Navy men push him around as he tries to tell everyone that Wally's an imposter -- but he's no fake on the dance floor! The man has wings on his feet -- he's become the center of attention!

Wally realizes this -- and in a total act of defiance rips off the S.P. uniform, revealing the splendid zoot suit underneath!

Meyer Mishkin watches with excited amazement.

Dennis too watches Wally with pride.

Maxine cuts away from her partner and grabs Sitarski's fists as if they were dancer's hands. She jitterbugs him away from the center of the floor.

53 EXT. OUTSIDE U.S.O. - NIGHT

53

Vito revives and discovers he's tied to the telephone pole. He curses and begins to free himself.

54 INT. U.S.O. - NIGHT

54

Wally and Betty are really cooking, doing jig-walks and 'round the backs!

Sitarski dumps Maxine in a trashcan, then wades back toward Wally -- and Wally doesn't see him because he's too absorbed in the number -- as Sitarski's about to nail him, Maxine dives on his back! They drop out of sight into the crowd!

55 EXT. U.S.O. - NIGHT

55

Vito's about to run inside when he realizes he's got no clothes on! There's nothing to wear except a nearby garbage can!

56 INT. U.S.O.

56

Everyone is watching Wally and Betty now -- there can be no doubt that they're the best dancers here! Wally sends Betty between his legs, then into a spin-out and another spectacular 'round the back! The audience is going wild! A crazy variation of the "Shorty George" then leads Wally into a back flip -- he whirls around and --

BLAM!! Right into Sitarski's fist! Maxine is still on Sitarski's back, biting his ear! Wally goes reeling backward, right into the arm of a walking garbage can -- It's Vito!

VITO

You!!!

BLAM!!! Vito slugs Wally across the hall -- Betty rushes to his crumpled form -- but now Sitarski is rushing for Betty -- just as he gets there, Dennis slams his fist into Sitarski's jaw! Dennis is in a Marine uniform -- so it looks like the Marines have hit the Army -- so the Soldiers start slugging it out with Marines.

The Sailors start slugging Soldiers -- and Vito is assaulted by three Shore Patromen!

VITO

Hey fellas, it's me! It's me!

(CONTINUED)

56 CONTINUED:

56

Too late -- three batons lay Vito out!

Wally leaps to his feet and starts slugging -- but his suit makes him an easy target. In moments, a fist sends Wally flying out the main entrance!

57 EXT. U.S.O. - NIGHT

57

The Zooters outside see Wally in the zoot suit sailing out -- they all charge inside for vengeance!

58 INT. U.S.O. - NIGHT

58

Zooters start slugging everybody -- and soon it doesn't matter who anybody is -- everyone is fighting everyone else! Bottles fly, tables break, girls and women SCREAM -- pandemonium reigns supreme! Thus begins the GREAT RIOT OF DECEMBER 13!

59 EXT. AN AIRFIELD IN BARSTOW - NIGHT

59

The airfield consists of one block tower -- one runway. Everything is dark, illuminated only by the moonlight. There is a strange dead stillness to everything. Birkhead's car approaches. The headlights illuminate huge piles of bombs all round the airfield -- all kinds of bombs, from the giant five hundred pounders to the little two pound bombs.

60 INT. BIRKHEAD'S CAR - BIRKHEAD, DONNA

60

Birkhead looks for some sign of life -- there is none. He slows the car to a stop. Donna is also looking around -- but something else is on her mind.

DONNA

I don't see any planes here!

BIRKHEAD

I think I'd better have a look around.

61 EXT. THE AIRFIELD - NIGHT

61

Birkhead gets out of the car and walks slowly, looking for anything that might indicate the presence of a human being.

(CONTINUED)

61 CONTINUED:

61

Suddenly, a bright spotlight hits Birkhead, blinding him -- at the same time, automatic weapons open up and bullets strafe the ground at his feet! Birkhead raises his hands, waving frantically.

BIRKHEAD

Don't shoot! Don't shoot!

Several SOLDIERS, armed with machine guns approach Birkhead, keeping their weapons trained on him at all times. From their midst comes an imposing figure of an insane man: COLONEL "MADMAN" MADDOX! Maddox has a .45 automatic -- he pokes it straight at Birkhead, and it looks like he just might use it!

MADDOX

Identify yourself!

BIRKHEAD

Captain Loomis Birkhead, United States Army! General Stilwell sent me!

Maddox looks at him with suspicion.

MADDOX

Birkhead, huh? What kinda name is that? Just hold it right there!

Maddox turns to his aide, CAPTAIN WINOWSKI.

MADDOX

Whaddaya think, Winowski? Is he legit?

WINOWSKI

I wouldn't trust him, sir.

Maddox eyes Birkhead again, then turns to Winowski.

MADDOX

Kinda tall for a Jap, though, wouldn't you say?

WINOWSKI

Yeah, but those Japs are sneaky little bastards... you just never know.

Maddox considers this, then nods.

MADDOX

You're right. Check him for stilts.

(CONTINUED)

61 CONTINUED: (2)

61

Winowski steps up to Birkhead, looks him over, then proceeds to kick him in the sins! Birkhead howls in pain and hops around like a toad.

WINOWSKI

(to Maddox)

He's on the level, Colonel!

Maddox lowers his weapon, greatly relieved. His men do the same. Maddox goes over to Birkhead.

MADDOX

Thank God, Captain! Thank God you were able to get through.

(looks over Birkhead's

shoulder into the night)

But my troops, man, where are my troops? I asked Stilwell for troops!

BIRKHEAD

Well, we're short-handed. Stilwell's trying to hold L.A.

MADDOX

My God, doesn't he realize how desperate our situation is? Murderers! They're parachuting into the hills! We've got reports of a secret airstrip hidden in the alfalfa fields of Pomona!

Birkhead throws Donna a hot look, then pops the important question.

BIRKHEAD

Colonel, have you got any bombers here?

MADCOX

If I had bombers, I'd be bombing the hell out of 'em right now! All I've got is that trainer over there!

He points out a twin-engined Beechcraft parked off the runway.

BIRKHEAD

Colonel, I just happen to have a Reconnaissance Expert from our Intelligence office in Washington in the car with me.

(MORE)

(CONTINUED)

61 CONTINUED: (3)

61

BIRKHEAD (cont'd)

With your permission, sir, we'd like to take that trainer up and see if we can spot that enemy airfield.

MADDOX

My God, man, that plane hasn't got any guns! You're talking suicide!

BIRKHEAD

(bravely)

I haven't any other choice, sir.

CUT TO:

62 EXT. AIRFIELD AIRPLANE PROPELLER, STARTING UP

62

PULL BACK to reveal the Beechcraft trainer, Birkhead in the pilot's seat.

Donna gets into the cockpit and snuggles up next to him -- she's getting very excited, and she can't keep her hands off him. Birkhead is trying to recall takeoff procedure and mutters the basic instructions out loud.

BIRKHEAD

Let's see... landing gears are locked, stabilizers...

(angrily, to Donna)

Donna, please! I'm trying to remember what I'm supposed to do!

DONNA

Don't worry, Loomis -- I know my way around a cockpit.

She grabs at the joystick -- Loomis pushes her away.

BIRKHEAD

Don't touch that!

He looks over the control panel and comes to a shocking realization.

BIRKHEAD

Jesus Christ! Colonel! This thing hasn't got a radio! I've got to let Interceptor Command know I'm up there! I don't want to get my ass shot down!

MADDOX

Don't worry! I've got a phone! I'll call 'em for you!

(CONTINUED)

62 CONTINUED:

62

BIRKHEAD

Colonel -- which way is Pomona?

Maddox points.

MADDOX

That way! Toward L.A.

The runway lights come on.

MADDOX

You're cleared for takeoff! God
bless you, son! The whole country's
countin' on you.

Maddox gives Birkhead a "thumbs up." Birkhead returns it and closes the cockpit. The Beechcraft jerks into motion and taxis erratically down the runway -- obviously Birkhead doesn't know what the hell he's doing. The trainer finally straightens out, jerking first one way, then the other -- then almost crashing into a pile of bombs! It is heading straight toward the spotter's tower. The wingtip clips off one of the supports and the spotter's tower crashes to the ground. A telephone wire attached to the wind sock of the tower pulls taut, and jerks down a neighboring telephone pole. A final wire trails from the telephone pole to the radio transmitting equipment in the control bunker. An on-duty operator is requesting reinforcements when -- ZAP! -- all of his equipment -- microphone and headsets -- disappear from the table in front of him.

63 INT. THE CONTROL BUNKER -- MADDOX - NIGHT

63

Maddox has run to his telephone in the control bunker unaware that the wire has been cut. He picks it up and pounds frantically on it.

MADDOX

Hello -- hello!

He realizes the phone is dead -- he throws it down, draws his .45 and runs to the doorway, shouting orders.

MADDOX

We've been cut off -- they've cut
us off! They must be ready to
launch their attack. Get ready!
Get to your positions! Make every
shot count! Don't fire until you
see the slant of their eyes!!!

CUT TO:

64 INT. DANCE HALL - RIOT - NIGHT

64

The riot has gone further out of control: Christmas decorations have been ripped down or destroyed. Rioters are lying on the floor, surrounded by broken chairs and other debris.

On stage, fighting has developed around the orchestra. Servicemen and Zooters grab musical instruments and swing them at each other. A Sailor breaks a clarinet over a Zoot Suiter's head. Band members fight for their instruments, but get knuckles in the jaw. Several are knocked off stage. A Soldier picks up a cymbal and throws it like a frisbee -- it hits Miss Fitzroy right in the ass!!

The Radio Announcer is at his microphone, giving a running play-by-play account of the riot!

ANNOUNCER

Ladies and gentlemen, the incredible scene before me can only be described as pure pandemonium. Everywhere people are fighting or running for cover. To my right, there's a sailor strangling a soldier. To my left, there's a zoot-suiter beating up a member of the orchestra. Directly in front of me, I see innocent young girls cowering with fear under refreshment tables. I don't know how else to put this, ladies and gentlemen, but this is a full scale riot!

65 INT. GARAGE - TREE, QUINCE, SOLDIERS - NIGHT

65

Tree and his men are in their M.P. helmets on duty at the motor pool garage where various military vehicles are in various states of repair. Quince and the others have been playing cards, and Quince has stopped because of what he has heard on KMPC.

QUINCE

You hear that, Sarge? There's a riot at the U.S.O.! We'd better get over there!

Tree has been cleaning his .45 and paying no attention to the radio.

TREE

Knock it off, Quince. You're not going to that dance.

(CONTINUED)

65

CONTINUED:

65

QUINCE

But Sarge -- this is on the level!
Listen!

Tree listens.

RADIO ANNOUNCER (v.o.)

I just can't believe what I'm
seeing here, ladies and gentlemen!
Our own boys, Americans... fighting
other Americans, at a time when our
nation is facing her darkest hour...

These words strike a deep chord within Tree: his brow
tightens, his chin and cheeks quiver with rage, his
eyes burn with the intensity of a thousand fires from
hell!

TREE

Hinshaw! Anything around here
run?

HINSHAW, the mechanic, rolls out from under a truck and
looks over at one particular vehicle.

HINSHAW

Well, there's that tank over there...

It is an M-3 "General Grant" tank, with a .50 caliber
machine gun mounted on the cupola. Tree stares at it
for a moment, then holsters his pistol.

TREE

Mount up!

The soldiers rush for the tank.

66

INT. DANCE HALL RIOT - NIGHT

66

As the Radio Announcer continues his play-by-play
description of the riot, a Sailor rushes up behind him,
yanks him away from the microphone and lays him out
with a solid fist to the jaw! The Sailor grabs the
microphone and yells into it:

SAILOR

Calling all seamen! We got
ourselves a buncha greasy-haired
queers runnin' around in Zoot
Suits! Get your asses down here
and help us kick hell out of 'em!

(CONTINUED)

66 CONTINUED:

66

A Soldier breaks a chair over the head of the broadcasting Sailor! He grabs the microphone!

SOLDIER

Any of you dogfaces from the
451st! We need reinforcements!

A little Mexican ZOOT SUITER swings a huge bass fiddle into the head of the broadcasting Soldier! The Zooter grabs the microphone and starts screaming at the top of his lungs in Spanish!

ZOOTER

Attencion mis hermanos del Barrio!
Necisitamos su ayuda muy pronto!

67
thru 71 OMITTED

67
thru 71

72 EXT. THE BARSTOW AIRFIELD - NIGHT

72

The DRONE of an airplane gets louder and louder and a familiar P-40 fighter plane dips down and bounces along the runway, finally screeching to a maniacal halt.

At the same time, Colonel Maddox and his men run out onto the field, weapons poised, ready for action.

MADDOX

Hold your fire, men -- it's one of
ours!

The pilot of the plane throws open the canopy and stands up on the seat. It's Wild Bill Kelso, and he looks even more intense and wild-eyed than he did this morning! He looks down at Maddox and his men. Again, he's left the engine running.

Maddox levels his .45 at him.

MADDOX

Identify yourself!

Maddox and Kelso have to scream to be heard over the fighter's engine.

KELSO

I'm Captain Wild Bill Kelso, United
States Army Air Corps! Where the
hell am I?!

(CONTINUED)

72 CONTINUED:

72

Maddox lowers his pistol.

MADDOX

Barstow! Where you comin' from?

KELSO

San Francisco! I been trackin' a Jap squadron for a day and a half, but I lost 'em somewhere over Fresno! You seen any Japs around here?

MADDOX

Hell, boy, they're all over the place! They got a secret airfield in Pomona -- that's where they're all coming from!

KELSO

How do I get to Pomona?

Maddox points.

MADDOX

That way! Toward L.A.!

KELSO

(screaming at the
top of his lungs)

Now you men listen to me! My name is Wild Bill Kelso and you remember it! I ain't had no food or water in two days, but I intend to be the first American to shoot one of those little yellow monkeys down!!

Maddox is really getting excited! He screams back!

MADDOX

You tell 'em, boy! That's the kinda talk I like to hear! Now lemme hear your guns!

KELSO

My guns?

MADDOX

Yeah! Lemme hear 'em, boy! I just want to hear 'em!

Wild Bill Kelso grins a maniacal grin -- he climbs back into his seat and FIRES A SHORT BLAST from his wind mounted .50s! The kick of the guns actually lifts the front of the plane a foot off the ground, and bright tracer bullets fade quickly out into the black desert horizon.

(CONTINUED)

72 CONTINUED: (2)

72

MADDOX

That's music to my ears, boys!
 Lemme hear 'em again!

Wild Bill laughs as he FIRES another burst!

Maddox hoots and hollers like a cowboy! He raises his .45 automatic into the air, and his left hand pulls another .45 out of the back of his pants -- he FIRES both of them into the sky, still whooping it up! His behavior is contagious -- all of his men begin FIRING their machine guns and rifles into the air, hooting and hollering just like Maddox!

Wild Bill laughs loudly, FIRES one last burst of his guns, then closes his canopy and takes off amidst the SOUND of automatic weapons fire! No American pilot ever had a more glorious send-off!

73 EXT. IN THE NIGHT SKY

73

The Beechcraft trainer is flying West.

74 INT. TRAINER COCKPIT - BIRKHEAD, DONNA - NIGHT

74

Donna is really getting hot now -- but Birkhead isn't paying much attention to her -- it's all he can do to just fly the plane.

BIRKHEAD

Say -- this thing handles pretty well -- even if it's not a B-17.

DONNA

(blows in his ear)

But does it have as much range,
 Loomis?

BIRKHEAD

Huh?

DONNA

(low and sexy)

Do you think it'll stay up for a
 long time?

BIRKHEAD

(on a different wave-
 length entirely)

Oh -- sure! We've used less than
 a quarter of a tank and look --

(MORE)

(CONTINUED)

74 CONTINUED:

74

BIRKEAD (cont'd)
(points out the
window)
-- we're already over the Riverside
County Reservoir!

She nibbles his ear.

75 EXT. RIVERSIDE COUNTY RESERVOIR

75

Two Civilian Defense AIRPLANE SPOTTERS are on duty here.
One of them cocks his head, hearing the sound of a
plane.

SPOTTER #1
Is that one plane with two motors,
or two planes with one motor?

SPOTTER #2
(looks up)
I don't know! I can't see 'em!
But it sounds like three planes to me!

SPOTTER #1
(picks up phone)
Army Flash! Army Flash! Post,
Riverside County Reservoir, code
name Strawberry!

76 INT. INTERCEPTOR COMMAND - MAP ROOM

76

A huge map of Southern California is laid out on the
floor, covered with various types of markers. A number
of military and Civilian Personnel surround it, at
desks, phone posts, etc. A Woman at a telephone calls
out a bulletin.

WOMAN
Strawberry! Three single engine, high,
heard! Northeast of five west!

SUPERVISOR
Three single engine aircraft heard at
five miles northeast of Strawberry,
proceeding west! High altitude!

WOMAN #2
Strawberry is in Sector Fourteen!

A man at the map moves a marker to the correct position.

CONTINUED

76 CONTINUED:

76

ARMY OFFICER

No Clearance for aircraft in fourteen!
Repeat, no clearance!

MAN

Request visual information!

WOMAN #1

Visual information not available!

ARMY OFFICER

Attempt to establish radio contact
with aircraft!

PHONE WOMAN #2

Tangerine confirms Strawberry!
Aircraft proceeding west!

SUPERVISOR

(picks up phone)

Attention all units! Condition yellow!
I repeat, yellow alert!

Yellow lights are switched on all the walls.

77
thru OMITTED
80A

81 INT. TRAINER COCKPIT - BIRKHEAD, DONNA - NIGHT

81

Donna is becoming more and more like a wild animal -- she is practically attacking Birkhead, trying to get her hand in his pants. But all Birkhead wants to do is fly the plane!

BIRKHEAD

Hey! Lay off, would you? I'm trying to steer!

She puts her hand on his crotch

DONNA

Loomis -- what's wrong? You're not airborne yet.....!

BIRKHEAD

What are you talking about? Look out the window! Of course we're airborne

DONNA

We are --- but you're not!

She climbs on him and smothers him with a kiss.

81A EXT. THE GROUND BELOW - ROOF OF A HOUSE - NIGHT

81A

A C.D. AIRPLANE SPOTTER sights the plane and picks up his phone.

SPOTTER

Army flash! Army flash!

82 INT. INTERCEPTOR COMMAND

82

Another woman calls out a bulletin from her telephone post.

PHONE WOMAN #2

Post - Code name Lima Bean Reporting!
Aircraft engines heard east, proceeding west! Altitude - high!

SUPERVISOR

Request visual information!

PHONE WOMAN #2

Negative visual information!

CONTINUED

82 CONTINUED:

82

MAN AT ANOTHER PHONE

Weather service reports low cloud bank
east of Los Angeles!

WOMAN

Lima Bean is Sector thirteen!

ARMY OFFICER

No clearance in thirteen! Repeat, no
clearance!

SUPERVISOR

Request status on radio contact!

MAN

Sir! Negative radio contact!
Bandit aircraft refuses to respond!

ANOTHER MAN

Area airport activity negative!

SUPERVISOR

Go to Blue! Condition Blue!

All the yellow lights turn to blue!

83 EXT. OCEAN - SANTA MONICA - NIGHT

83

The Japanese sub surfaces! There is light patchy fog,
but the city glows in the distance. Its outline is
barely discernible in the night.

84 INT. DOUGLAS HOME

84

Ward, shotgun in hand, opens his ocean front door. He's heard something. He looks out to sea. The only thing that can be heard is the CLANGING of a BUOY.

MACEY

What is it, Dad?

WARD

Thought I heard something out there.
Macey, bring me my field glasses!

Macey takes off.

84A EXT. FERRIS WHEEL - HERB, CLAUDE, THE DUMMY - NIGHT

84A

It's dinner time. Herb is wolfing down food like a garbage disposal. Claude, however, looks very ill. He dumps some Bromo Seltzer into his canteen. We hear it FIZZ. Herb looks over at him.

HERB

If your stomach's upset, you should
drink some of this -- it'll make you
feel a lot better!

Herb offers him his thermos.

CLAUDE

What is it?

HERB

Buttermilk.

Claude's face contorts and he quickly downs some Bromo. The Dummy turns to Herb.

DUMMY

Well, if he's not gonna drink it,
give it to me. My stomach's upset
too!

Herb proceeds to pour buttermilk into the Dummy's mouth. Of course, none of it goes down -- it comes pouring out all over the place, from the Dummy's mouth, nose, ears... When the buttermilk is finished, the Dummy's mouth stays open as wide as it goes. The Dummy's head turns one way, then the other, mouth still agape -- groaning. Herb stares at is a moment, then realization lights his face.

HERB

Lockjaw again, huh?

(CONTINUED)

84A

84A

Herb grabs the Dummy's head and proceeds to bang his jaw against the gondola safety bar! The mouth still stays open, so Herb slams it down still harder. More butter-milk splashes out of the Dummy's mouth. Claude is appalled.

CLAUDE

Hey -- kinda hard on the little fella,
aren't you?

CUT TO:

85

EXT. SUBMARINE - ON DECK - OFFICERS

85

Ashimoto is watching the coast through binoculars. Suddenly he yells and points toward the shore. Mitamura and Ito quickly raise their binoculars. They look, then begin to chuckle with subdued pleasure.

THROUGH THE BINOCULARS - MITAMURA'S POV

They have a clear view of a WOMAN undressing through a bedroom window. She removes her bra.

BACK TO SHOT

The Japanese are enjoying the view.

MITAMURA

(smugly)

Von Kleinschmidt, take a look at
the size of these American torpedoes.

He hands Von Kleinschmidt the binoculars. The German looks for a moment, then lowers them. He scowls at Mitamura. The Japanese snicker.

86

EXT. THE DANCE HALL AND STREET _ NIGHT

86

An incredible mob of RIOTERS comes pouring out of the U.S.O. into the street -- we CRANE UP as the riot spreads out all over the street! Vehicles screech on their brakes -- rioters pull occupants out of them and start slugging away! At the same time, reinforcements arrive -- cabs full of Sailors, trucks full of Soldiers and Marines, low-riders full of Zooters -- everyone getting into the fray!

Now a new SOUND gradually arises out of the din... a low rumbling which gets louder and louder and finally gets so loud that it cannot be ignored.

(CONTINUED)

86

CONTINUED:

86

Heads turn to see what the SOUND is. Astonishment and amazement light the faces of many.

It is the M-3 ARMY TANK with Sergeant Tree and his men aboard! Tree is totally intense -- he grabs the .50 caliber machine gun and BLASTS a number of rounds into the air! The combined effect of the image of the tank and the SOUND of the machine gun is immediately sobering to the rioters! The commotion dies down and all attention is turned to the tank. Tree stands atop the turret and speaks out with total outrage.

TREE

What the hell do you think you're doing? You people are acting like a bunch of Tojo stooges! What are trying to do, put Yamamoto in the White House?! We've got the Nips to fight!

87

INT. INSIDE DANCE HALL - U.S.O. - DEBRIS - NIGHT

87

Betty Douglas peeks her head out of the ladies room. The Crystal Ballroom looks like the end of the world. Everywhere she looks she sees broken tables and chairs, glass Christmas decorations, musical instruments, food and bodies. Betty calls for Wally.

BETTY

Wally? Wally?

Betty cautiously moves for the front door. And she has almost made it when the heel of her shoe hooks onto a piece of Christmas garland. She jerks her leg and pulls the garland, still attached to the cornice of the ceiling.

SERIES OF EVENTS:

- a) The garland pulls down the U.S.O. banner that is strung across the top of the stage.
- b) The 2 x 4 which is attached to the U.S.O. banner smashes into the drum set on the bandstand.
- c) The basedrum rolls off the stage and down the stairs, then all the way across the dance floor.
- d) It strikes a stack of folding chairs creating a NOISY domino effect.
- e) The last chair to topple has an unconscious sailor in it with a string of lit Christmas tree lights wrapped around him. The lights are still attached to a fifteen foot tree.
- f) The sailor falls off the chair and pulls over the Christmas tree.

(CONTINUED)

87 CONTINUED:

87

- g) The Christmas tree hits a damaged refreshment table resting on a delicate folcrum.
- h) The table catapults a large bowl of cold punch through the air and across the ballroom.
- i) It lands in a crystal chandelier. The chandelier, sideheavy now, tilts to the right and we think it's all going to capsize -- instead, a single drop falls fifteen feet.
- j) The drop lands on STRETCH SITARSKI's unconscious face.
- k) His eyes pop open just in time to see Betty Douglas leaving the U.S.O.
- l) He staggers up after her, falls, rises again.

Now Wally comes to, wearing an S.P. top and his underpants. He opens his eyes just in time to see Sitarski stagger out. Wally limps after him, passing the spot where the punch woke Sitarski. Wally stops.

WALLY

Hey, wise guy!

The entire chandelier comes loose, shattering over Wally's head with red punch and 10,000 sparkling crystals.

87A WALLY

87A

is unconscious under the fallen Christmas tree, hidden from view from Betty.

87B INT. U.S.O. - WIDER ANGLE

87B

As Betty moves for the front door, the heel of her shoe hooks onto a piece of fallen Christmas garland. She jerks her leg and pulls the garland, which has gotten wrapped around the leg of a refreshment table -- the table leg gives way and a bowl of punch falls off, spilling right onto the unconscious face of STRETCH SITARSKI, who lies under the table. Sitarski stirs, and comes to just in time to see Betty leaving the U.S. O. Sitarski staggers to his feet and starts after her.

88 EXT. THE SKY - NIGHT

88

The Trainer is still flying alone westwardly.

89 INT TRAINER COCKPIT -BIRKHEAD, DONNA -NIGHT

89

Birkhead has finally gotten into the spirit of things, his shirt is off and he is going at Donna hot and heavy -- her blouse is off and she loves it. She groans with pleasure.

DONNA

Is the target in sight yet?

BIRKHEAD

(trying to undo
her bra)

It will be -- as soon as I make it
through these hills!

90 OMITTED

90

91 INT. INTERCEPTOR COMMAND

91

Another woman at the telephone calls out a bulletin!

PHONE WOMAN #3

Post -- Cauliflower! - Aircraft twelve
o'clock, proceeding west!

MAN

That's sector 12, sir! They're heading
for L.A.!

ANOTHER MAN

Sir, still negative radio contact!
Aircraft refuse response! Behavior
presumed hostile!

ARMY OFFICER

What about visual information?

SUPERVISOR

The hell with visual information! They're
Japs! Let's go to red! Red Alert for
Los Angeles! RED ALERT!

Red lights are now switched on!

92 EXT. THE TANK ON THE STREET - TREE, THE CROWD - NIGHT 92

Tree is continuing his speeck, and he is really going strong -- his tone and gestures are flawless -- he knows how to tear right in. Tree obviously missed his calling in life: he should have been a politician.

TREE

Make no mistake about it -- the

CONTINUED

92

CONTINUED:

92

Japs have only one idea: to kill!!
To kill you and to kill your
families and to keep on killing
until they conquer the world! If
they win, you won't be able to
speak your mind or worship God in
your own way. This isn't any
ordinary war! The Japs aren't just
people with the wrong idea. This
time, we win or die! This time,
we get no second chance! This
time, we free the world, or lose it!

92

CONTINUED:

92

In answer to Tree's speech, SIRENS are heard! The AIR RAID SIRENS, loud and clear!

Tree looks up into the sky, his eyes full of intensity. Faces in the crowd turn their gaze skyward with expressions of fear, shock, terror and panic.

TREE

(continuing;
screams)

This is it! Now let's show those lousy Nip bastards what we can do!

The crowd begins to scatter every which way -- it is pure pandemonium.

Betty starts running, terrified.

Betty dives for the first cover she sees -- underneath a panel truck which is parked on the street. Sitarski sways in the night air -- looking for both Betty and his balance.

93

INT. STATE THEATRE - THE AUDIENCE - DUMBO - NIGHT

93

Walt Disney's DUMBO, the elephant, is flying through the sky. We PULL BACK to reveal the Hollywood State Theater screen and audience.

General Stilwell, Bressler and the MP's are enjoying the picture immensely, along with the rest of the crowd. Now a strange SOUND begins to accompany the Dumbo soundtrack -- the SOUND of air raid sirens! People in the audience begin fidgeting nervously, not sure what they are hearing or what it means. Lt. Bressler turns to Stilwell.

BRESSLER

Sir, it sounds like an air raid!

The comment sparks an explosion: cries of "Air raid!" and "Jap attack!" spread through the audience -- frightened people jump out of their seats and charge for the exits! Children are trampled! It's a complete mob reaction!

Stilwell alone keeps a level head as he barks orders to his men.

STILWELL

Keep everybody inside, out of the street! Get 'em downstairs! Get 'em in the lounges! And tell the manager to get his lights out!

94 OMITTED

94

95 SERIES OF SHOTS

95

At VARIOUS LOCATIONS in the city are anti-aircraft searchlight units: Three-man teams who operate 800,000,000 candlepower Carbon Arc lamps to illuminate and search the sky for enemy aircraft. In rapid succession, several crews light up!

ARMY GUN CREWS all over town prepare for action. Some have 5 inch guns, some have 40mm guns, some have 20mm guns.

CANVAS COVERS are ripped off the various guns.

SOLDIERS break open crates of ammunition.

GUN BREECHES are thrown open and shells loaded in.

GUNNERS spin cranks and aim guns at the sky. No one fires.

CIVILIAN DEFENSE WARDENS with helmets, armbands, and flashlights run down streets screaming "Lights out!" And the lights go out.

95A EXT. FERRIS WHEEL - HERB, CLAUDE

95A

Despite the blackout, the lights in the amusement park are still on. Both Herb and Claude look down in alarm.

CLAUDE

What the hell's going on around here? The lights are still on!

HERB

Yeah -- even the shooting gallery lit up!! They're sitting ducks down there!

96 EXT. THE SUBMARINE - ON DECK

96

The Japanese officers and Von Kleinschmidt are watching as the coast blacks out.

VON KLEINSCHMIDT

A blackout! We must have been spotted! There is still time to retreat before the Americans destroy us!

(CONTINUED)

96 CONTINUED:

96

MITAMURA

We shall remain here and fight
with honor.

VON KLEINSCHMIDT

That is absurd! No officer in our
Reich Navy would ever consider
jeopardizing his equipment for
the sake of some abstract concept!

Mitamura ignores the insult.

97 EXT. HOLLYWOOD STATE THEATRE

97

Stilwell stands in front of the theatre. The SIRENS are dying out and there is a terrific tenseness in the air. The lights on the Boulevard are all going out; people lie face down on the sidewalks, covering their heads; there is no traffic. Stilwell grimly surveys the scene. Lt. Bressler steps out of the darkened theatre and hands Stilwell a pair of binoculars. Stilwell takes them and climbs onto the roof of a nearby car. The last of the lights go out... Stilwell raises the field glasses and scans the western sky as ribbon-like searchlight beams cut silently across the darkness behind him. Stilwell is calm, assured, intent ... a figure of defiance standing in the night.

98 SERIES OF SHOTS - THE CALM BEFORE THE STORM

98

as we CUT AROUND to various locations in the city, the mood is the same; a strange stillness, a sense of impending doom.

98A SEVERAL GUN CREWS

98A

stand ready, positioned to fire.

98B IN FRONT OF THE U.S.O. - SGT. TREE

98B

is atop his tank, aiming his .50 caliber machine gun at the sky.

98C UNDER THE PANEL TRUCK

98C

Betty lies on the pavement, listening.

98D AT THE DOUGLAS HOME - WARD 98D

stands on his porch, scanning the sky with his field glasses.

98E ON THE FERRIS WHEEL - HERB, CLAUDE AND THE DUMMY 98E

watch the sky. Claude sneaks a glance at the Dummy... the Dummy winks back at him.

98F EXT. ROOFTOP NEAR U.S.O. AND BILLBOARD - WILLY AND JOE 98F

at their 40mm gun watch and listen for any sign of a plane. All is deadly quiet. Then from a great distance, they barely discern the weak sickly SPUTTER of a plane. Willy cocks his head.

WILLY

(whispers)

You hear that, Joe?

JOE

Yeah...

Joe arms the 40mm. CLICK!

99 INT. TRAINER COCKPIT - BIRKHEAD, DONNA - NIGHT 99

Birkhead is on top of Donna -- it looks like the mission is about to reach its climax -- Donna is in ecstasy.

DONNA

More thrust, Loomis, more thrust!

(she groans)

You're right on target!

100 INT. P-40 COCKPIT - KELSO 100

Kelso's radio is BLARING.

RADIO (v.o.)

Unidentified aircraft spotted in Sector 12, coordinates two-zero-niner, tango-ocean-delta.

KELSO

I see the son of a bitch!

101 EXT. KELSO'S FIGHTER 101

The P-40 dives 85 degrees downward, right at the Beechcraft!

101A INT. TRAINER - BIRKHEAD, DONNA

101A

DONNA
Give it to me, Loomis, give it to
me!

101B INT. P-40

101B

Kelso grabs the machine gun switch and FIRES!

101C INT. TRAINER

101C

Machine gun bullets rip through the Beechcraft which
cause it to drop 1000 feet in altitude! Birkhead and
Donna are thrown up to the ceiling of the cabin!

DONNA
(in orgiastic
delight)
Oh, my God...!

BIRKHEAD
(in total terror)
OH, MY GOD!!!!

DONNA
I've never felt anything like that
before!

BIRKHEAD
You're damn right! They think
we're Japs!

101D INT. P-40

101D

Kelso FIRES again and laughs maniacally.

KELSO
Take that, Tojo!

102 INT. TRAINER

102

More bullets rip through the cabin! Birkhead covers
his eyes in fear. Donna comes to her senses.

BIRKHEAD
Oh, God, am I in trouble now!
Am I in trouble now!

DONNA
Loomis! Take evasive action!

(CONTINUED)

102 CONTINUED:

102

BIRKHEAD

God, am I in trouble now!

Donna pushes him aside and takes over the controls!
She jerks all the way up on the joystick!

103 EXT. THE SKY - THE PLANES

103

The P-40 dives at the trainer with the .50 caliber
MACHINE GUNS spitting fire and lead! The trainer moves
upward in an evasive action -- Kelso keeps on firing!

104 EXT. ROOFTOP NEAR U.S.O. AND BILLBOARD

104

Willy and Joe are strafed by Kelso's machine gun FIRE!
They dive for cover, then Willy picks himself up and
runs to the gun, yelling at the top of his lungs.

WILLY

JAAAAAPPPPPPPSSSSSSS!!!!!!

He starts BLASTING 40mm shells into the sky!

105 EXT. SERIES OF SHOTS - THE BIG GUNS IN ACTION

105

ANTI-AIRCRAFT GUNS everywhere now ROAR to life!

FIVE-INCH GUNS recoil violently as they BLAST shells
into the night!

20 and 40mm GUNS spray bullets and tracers into the air!

THE SKY is illuminated with EXPLOSIONS of flak!

ROUNDS AND ROUNDS OF AMMUNITION are FIRED upward!

AT THE HOLLYWOOD SIGN, anti-aircraft guns FIRE from
the twin "o"s.

106 EXT. ANOTHER 40MM GUN

106

One soldier BLASTS away while another looks on incred-
ulously. Other guns BLAZE in the background.

HANLEY

What are you shootin' at?

SAUNDERS

Whatever they're shootin' at!

Saunders keeps FIRING at the FLAK of other guns!

107 EXT. ANTI-AIRCRAFT BATTERY NEAR THE U.S.O.

107

Willy and Joe FIRING gun.

WILLY

Pass me some of that 40 millimeter!

108 EXT. AT A 20MM GUN

108

MAXINE has donned an Army helmet and is FIRING maniacally at the sky!

EVERY GUN CREW IN LOS ANGELES continues BLASTING AWAY!
THE NOISE IS INCREDIBLE!

109 EXT. PANORAMIC VIEW OF LOS ANGELES FROM A DISTANCE

109

The entire city is SHOOTING at non-existent Japs in the sky! Searchlight beams scan the heavens while shells EXPLODE around them -- it's like an outrageous Fourth of July celebration!

110 EXT. STREET IN FRONT OF THE U.S.O. - NIGHT

110

The street is deserted, except for the soldiers on the M-3 tank. And the lights on the Crystal Ballroom Marquee as well as the street lights are all still on. The men yell at each other to be heard above the SHOOTING and NOISE.

QUINCE

Sarge! Why are all these lights on?!

TREE

Must be a foul-up somewhere! We'll have to put 'em out ourselves!
Quince, drive her slowly down the street and I'll knock out the lights.

111 INT. U.S.O.

111

Wally is unconscious in a pool of punch, the remnants of the shattered chandelier all around. Now, two hands with huge pinky rings start slapping his face, and cigar smoke is blown into his face: MEYER MISHKIN is trying to revive him. Wally coughs and comes to.

MEYER MISHKIN

Kid, you're the greatest trick foot I've ever seen, and I've seen 'em all over the world!

(MORE)

(CONTINUED)

111 CONTINUED:

111

MEYER MISHKIN (cont'd)
(sticks a contract
in his face)

Just sign right here -- seven year
contract, we'll start you off at
seventy-five bucks a week!

Wally climbs to his feet and looks around.

WALLY
Where's Betty?

MEYER MISHKIN
Betty? You mean that dame you
were dancing with? She took a
powder!

Wally starts to run for the door.

MEYER MISHKIN
Listen -- I gotta talk business
with you --

Meyer slips on a pool of punch and falls flat on his ass!

112 EXT. STREET IN FRONT OF U.S.O.

112

Quince revs up the tank and starts driving -- Tree opens
up with a .50 and starts BLASTING out the lights.

113 UNDER THE TRUCK

113

Betty covers her ears and shuts her eyes.

114 IN THE STREET

114

Tree aims at the lighted marquee of the Crystal Ballroom,
just as Wally comes running out.

WALLY
Betty!

He stops short and stares incredulously at the tank and
the entire bizarre scene before him.

WALLY
(a grim realiza-
tion)
My God -- it's for real!

TREE
Hit the dirt, Zoot!

(CONTINUED)

114 CONTINUED:

114

Wally sees that the .50 is aiming toward him -- he dives out of the way as Tree opens up and rips the entire marquee to shit!

Suddenly, Tree's gun jams -- he can't fire it, so he pulls off the ammo cannister and the belt of bullets spills out. Tree is disgusted. He calls to Wally.

TREE

Hey, you! Gimme a hand with these belts!

WALLY

But I don't know anything about --

TREE

Get up here! That's an order!

Wally doesn't think -- he climbs up on the tank and helps Tree. Tree gets the gun FIRING again and continues to shoot out lights.

115 EXT. THE SKY - THE PLANES

115

Wild Bill Kelso is still hot on the tail of the Trainer! Kelso's wings are lit with machine gun FIRE and both planes are doing some incredibly wild flying!

KELSO

Look at that Skibbee! He's climbin' like a homesick angel!

116 INT. THE TRAINER

116

Donna is handling the controls like a pro -- and Birkhead is scared shitless!

BIRKHEAD

Oh, God. Am I in trouble now!

DONNA

Shoot back, Loomis! Shoot back!

BIRKHEAD

We haven't got any guns!

DONNA

Use your service pistol!

Birkhead pulls his Army issue .45 and stares at it with fright.

(CONTINUED)

116 CONTINUED:

116

BIRKHEAD

This? I've never fired a gun
before in my life!

DONNA

Give me that!

BIRKHEAD

What d'ya want me to do?

DONNA

Blow him a kiss, why don't ya.

Donna grabs the gun from him, cocks it, then jerks
hard on the joystick.

117 EXT. THE SKY

117

as the trainer tries to get into a firing position
around the P-40. The planes pass in and out of
searchlight beams as flak explodes around them.

117A INT. P-40 - ON KELSO

117A

KELSO

Try this on for size, you yellow
monkey!

He fires a long burst!

118 INT. TRAINER

118

Machine gun bullets shatter one of the front windows!
Donna thrusts the .45 through it and fires back!

DONNA

Have some of your own medicine!

119 INT. P-40 - KELSO

119

A bullet slices through the canopy!

KELSO

All right! That's it! This is
war!

He sticks his finger in the hole -- and it gets stuck!
Try as he can, he can't get it out! Kelso has to
take his other hand off the controls to try to pull
it out!

120 EXT. IN THE SKY 120

With no hands on the controls, the P-40 dives sharply in an insane move! The machine guns are still firing!

121 EXT. THE "HOLLYWOODLAND" SIGN 121

The P-40 is heading straight for the "Hollywoodland" sign in the hills. Machine gun bullets rip through the "LAND" and the four letters fall down like dominoes! At the last minute, the P-40 pulls out of its dive and climbs again!

122 EXT. ROOFTOP NEAR U.S.O. AND BILLBOARD 122

Joe cranks the gun around, trying to find the planes -- the view is obscured by the back of a huge billboard.

JOE

I can't see the lousy meatballs --
damn sign's in the way!

WILLY

So what!

Willy gives the crank a hard turn and the gun barrel rips through the corner of the sign!

122A ANOTHER ANGLE - BACK OF BILLBOARD (Stage) 122A

The other side of the billboard shows Santa Claus holding a bottle of Coca Cola! The gun breaks through where the Coke bottle is, and starts firing!

122B ANOTHER ANGLE - FRONT OF BILLBOARD (Hollywood Blvd. Set) 122B

It looks like Santa himself is firing at Japs with a yuletide vengeance!

122C EXT. PANTAGES THEATRE - STILWELL 122C

Stilwell is still standing atop the roof of the car, watching the skies. He is beginning to get suspicious about this "Air Raid." All around, flak continues to BURST in the night. Lieutenant Bressler is nearby -- he too is trying to understand the situation. He cocks his head, listening.

BRESSLER

Sir, those are planes up there!

(CONTINUED)

122C CONTINUED:

122C

STILWELL

Planes, maybe, but no bombs. I haven't heard a single bomb. Don't you think they'd bring a few bombs along?

Stilwell looks around again, sighs and turns back to the theatre.

BRESSLER

Sir, where are you going?

STILWELL

Going back to finish the movie.

123 EXT. JAPANESE SUB - ON DECK

123

The bewildered Japanese are watching the bursts of flak through their binoculars, unable to comprehend what is going on. They turn around to check the western sky.

ASHIMOTO

Nothing comes from the west. What can they be shooting at?

The Japanese officers shrug.

VON KLEINSCHMIDT

Probably Stukas.

He chuckles at his own joke. But no one else does ... they all just glare at him.

Suddenly the buoy starts CLANGING loudly -- the sub has drifted into it!

124 EXT. THE DOUGLAS HOME

124

Ward, who has been looking up, now reacts to the CLANGING of the buoy -- he focuses his binoculars out at the sea. He hears German and Japanese voices arguing in the fog.

WARD

What the hell is that?

He hears it again -- somewhat clear through the fog. Von Kleinschmidt saying "dumkoft" and arguing. He hears Mitamura grunt in Samurai.

124A POV THROUGH THE BINOCULARS

124A

The view is obscured by fog.

124B EXT. SUB

124B

Mitamura and his crew are scanning the coast with their binoculars. Again, the patchy fog obscures their view.

124C WARD'S POV

124C

The fog dissipates -- he sees the sub and Mitamura, looking right at him!

124D EXT. DOUGLAS HOME

124D

Ward goes insane!

WARD

JAAAAPPPSSSSSS!! JAAAAAPPPPPSSSSSS!!!

124E EXT. SUB

124E

MITAMURA

YANKEEEEEEE!!!!!!

124F EXT. DOUGLAS HOUSE

124F

Ward grabs his shotgun and yells into his house.

WARD

Joan!! Go next door and get Scioli!
It's an invasion! Japs!!!

Joan comes out in her bathrobe, oblivious to it all.

JOAN

Ward Douglas, I think you're taking
this war a little too seriously!

WARD

Just shut up and do what I tell
you! Get Scioli over here, God
damnit!

124G EXT. SUB

124G

The officers are all watching Ward through their binoculars.

(CONTINUED)

124G CONTINUED:

124G

VON KLEINSCHMIDT

We've been spotted! We must shell that house, murder the witness and retreat!

MITAMURA

That would not be honorable. He cannot harm us with a useless shotgun. And his home is of no military value!

VON KLEINSCHMIDT

Dumbkopf!

125 EXT. DOUGLAS YARD - NIGHT

125

Joan has been screaming at Scioli's house next door.

JOAN

Dominic, come quick! My husband's gone mad! He thinks he sees Japs!

Scioli comes running out, following her as she runs back into her yard.

Ward is running around, too, binoculars in hand, looking for the best vantage point to watch the sub. He stops, standing right on top of the sticks and leaves which are covering the now-completed Jap trap!

Macey, Gus and Stevie, nearby, react with horror, exchanging looks of shock!

Ward just stands there, looking out to sea. He may as well be on solid ground. Now Scioli runs up to him and he too stands on the sticks. Again, nothing happens.

SCIOLI

Ward, are you out of your mind?
There isn't a plane in the sky!

WARD

There's a Jap sub out there, Scioli!
Probably planning to torpedo my house!

Now Joan comes running over, and she too stands on the camouflaged Jap trap.

The kids exchange a really worried look now!

(CONTINUED)

125 CONTINUED:

125

JOAN

Ward Douglas, I demand you cease
this idiotic behavior this instant!

With that, the sticks give way and all three of them
fall into the Jap trap!

The kids now exchange a look of relief.

MACEY

It works!

126 ON THE STREET NEAR THE U.S.O.

126

Tree is now shooting down lit Christmas decorations!
His bullets rip through a light standard and it topples,
sending a translucent Santa smashing right into Tree's
head! Tree falls over, and Wally tries to revive him.

TREE

Get the lights, kid... K-knock...
'em... outttt...

Tree passes out. Wally takes Tree's helmet and puts it
on.

Now Meyer Mishkin comes running out of the U.S.O. and
spots Wally.

MEYER MISHKIN

Kid! Forget about what I said
back there -- I'll make it a hundred
twenty-five a week! Just sign here!

Meyer Mishkin is tugging at Wally's leg! Wally is try-
ing to kick loose.

WALLY

What's the matter with you?!
Can't you see there's a war on?!

Wally kicks him away and starts BLASTING the lights of
the Hollywood State Theatre with the machine gun!
Meyer Mishkin runs like hell for shelter! Tree begins
babbling incoherently regressing to his boot camp days,
half singing the "Jody" chant. "You had a good home
when you left -- You're right!"

127 INT. HOLLYWOOD STATE THEATRE - STILWELL

127

ANGLE - Mrs. Jumbo incarcerated in the mad elephant
cage snuggles her trunk around her child Dumbo.

(CONTINUED)

127 CONTINUED:

127

CLOSE - Stilwell misting at this, wipes away a tear. His guards aren't paying attention to the movie. They are reacting to the gunfire outside tense and ready to serve.

128 EXT. THE SKY - THE DOGFIGHT

128

Wild Bill's P-40 is above and behind the trainer -- in perfect position for a kill.

129 INT. P-40 COCKPIT - WILD BILL

129

Wild Bill is completely insane as he FIRES his guns!

KELSO

Eat lead, slant!!

130 EXT. THE SKY - THE PLANES

130

Machine gun BURSTS tear into the trainer's engine -- and it bursts into flame!!

131 INT. TRAINER COCKPIT - BIRKHEAD AND DONNA

131

Birkhead screams upon seeing the flames -- smoke begins to fill the cockpit. Donna coughs as she tries to maintain some control... but the plane begins to plummet.

132 EXT. SKY - THE PLANES

132

The P-40 remains aloft while the trainer goes into an angular nose dive with engine afire.

133 INT. P-40 COCKPIT - WILD BILL

133

Wild Bill laughs maniacally!

KELSO

How's about it! Spurtin' oil like your heart's busted! Sayonara, you sucker!

134 EXT. FROM GROUND LEVEL - THE TRAINER

134

The burning plane goes down, down, down toward the earth -- but the impact is hidden by a rise in the land.

(CONTINUED)

134 CONTINUED:

134

Oddly enough, there is no explosion of any big burst of fire -- only a strange sounding THUD.

135 EXT. LA BREA TAR PITS - ALMOST PITCH BLACK

135

The scene is so dark that it is almost impossible to tell what it is. But there are voices:

BIRKHEAD'S VOICE

Donna! Donna! Are you all right?

DONNA'S VOICE

I -- I think so -- Oh, God! What is this stuff -- eecch! Where are we?

BIRKHEAD'S VOICE

Wait a minute -- I think I can get the flashlight.

A beam of light comes out of the black and illuminates a prehistoric wooly mammoth! A moment more reveals that it is only a full scale replica. The beam of light moves across it and falls upon a sign on a fence: "RANCHO LA BREA TAR PITS... Prehistoric Fossil Site."

Now Birkhead hits her with the light -- holding onto the wing of the plane, and covered with gooey black tar!

BIRKHEAD

Oh, God -- are we in trouble now!

A136 ANGLE - U.S.O. ROOFTOP - BILLBOARD

A136

Santa looks mean as hell as he fires his 40mm at the P-40!

136 INT. P-40 COCKPIT - KELSO

136

Wild Bill is looking for some trace of his kill. Santa's flak explodes in the air next to him.

KELSO

What the hell you shooting at me for?! I'm an American!

BLAM! More flak near the plane.

KELSO

Jesus! I better get my ass out over the ocean!

Wild Bill banks and heads west as more flak EXPLODES near him.

137 EXT. DOUGLAS HOUSE

137

From the nearest Jap trap to the beach, first Ward's head appears, then Scioli, and the kids -- Joan is last. They peer over the edge -- Ward passes the field glasses to Scioli..

SCIOLI

There's a Kraut on board too --
We've got the whole damn Axis here!
Mama mia, what are we gonna do?

WARD

Only one thing we can do: Sink it!

SCIOLI

Sink it? How can we do that?

WARD

The Army gave me a gun -- let's use
it! Macey! Round up the neighbors!

Macey and the kids go running off, spreading the alarm.

Ward and Scioli have to climb on Joan's head to get
out of the Jap trap!

138 EXT. ON THE FERRIS WHEEL - HERB, CLAUDE, DUMMY - NIGHT

138

Claude is looking up, scared to death -- Herb is on the
phone, and the Dummy is looking out to sea. Flak
EXPLODES in the sky constantly and stray tracer bullets
zip dangerously close to their heads! Herb hangs up
the phone with disgust.

HERB

Scioli doesn't answer!

Now the Dummy blinks several times as it stares out to
sea.

138A POV FROM THE FERRIS WHEEL

138A

The outline of the Japanese sub, lit by the moon, is
visible.

138B BACK TO SHOT

138B

The Dummy screams loudly!

DUMMY

Jesus Christ -- it's a sub!
Look, you guys -- a Jap sub!

(CONTINUED)

138B CONTINUED:

138B

Claude raises his binoculars and has a look.

CLAUDE

Holy shit, Herb -- the dummy's right!
Japs! It's a full scale invasion!

Herb picks up the phone again.

HERB

Army flash! Army flash!

Now from the east comes the drone of a P-40 fighter plane -- Wild Bill Kelso is coming out over the ocean, and he's flying pretty damn low!

The Dummy looks up and spots him.

DUMMY

Herb! Look out!!!

The plane swoops down low -- Herb and Claude duck, and Herb drops the phone.

DUMMY

You stupid blockhead! You dropped the phone! You dropped the phone!

HERB

I couldn't help it! I've only got one free hand!

Claude cocks his Winchester and Herb pulls out his pistol.

139 INT. P-40 COCKPIT - WILD BILL

139

Wild Bill can see the Japanese sub through the canopy.

KELSO

Hell and red niggers -- JAPS!
(into radio)

Magenta Four to Home Plate! Bandit sub -- Japs on deck! Coordinates 2-6-3 for seventy, V.O.R. I'm goin' down for a look!

140 EXT. JAPANESE SUB - CAPTAIN AND CREW

140

Wild Bill's P-40 approaches. Every man on deck looks up!

(CONTINUED)

140 CONTINUED:

140

VON KLEINSCHMIDT

He's seen us!

Everyone hits the deck as the fighter swoops over for a buzz, then banks around for the coast.

MITAMURA

Fire at him when he returns!

The gun crew scrambles for the machine guns on deck.

VON KLEINSCHMIDT

There isn't time! Submerge --
before more planes arrive!

141 THE P-40

141

is heading back for the ferris wheel.

142 EXT. FERRIS WHEEL

142

Herb and Claude follow the plane with their weapons --
it's going to fly practically right on top of them!

CLAUDE

I can't find him!

But Herb can -- he fires several rounds right into
the fuselage! The recoil rocks the seat!

143 INT. THE P-40 COCKPIT

143

The engine starts to miss!

KELSO

I'm hit! My God, I'm hit! Mayday!
Mayday!

144 EXT. FERRIS WHEEL - HERB, CLAUDE, DUMMY

144

HERB

I hit him! I hit that goddamn
Jap!

DUMMY

You sap! That was no Jap!

Claude has a look through his binoculars.

CLAUDE

I think he's right, Herb...

145 EXT. SKY - P-40

145

The fighter plane tries to straighten out, but it can't!
Wild Bill is going down!

146 INT. COCKPIT - P-40

146

Wild Bill is trying to regain control of the plane --
he can't! Smoke begins coming into the cockpit!

KELSO

I'm gonna have to ditch it!

147 EXT. UNDER THE PANEL TRUCK - HOLLYWOOD BOULVDARD

147

Betty is still cowering with fear from the noise and
shooting. Suddenly Sitarski's face appears!

SITARSKI

Hiya, doll!

BETTY

Oh God -- no!

Sitarski climbs under the truck and starts ripping at
her clothes! She tries to crawl out in the street but
he pulls her back!

SITARSKI

C'mon, baby, there's a war on!
Those are Jap bombs falling -- it's
the end of the line! It's gonna be
the last chance you'll ever have!
So come over here and crowd me,
babe!

He tries to kiss her -- Betty bites his nose! She
sticks her head from under the truck!

BETTY

Help! Somebody please -- help!!

148 ON THE TANK - HOLLYWOOD BOULEVARD

148

Wally is recocking the machine gun when he hears
Betty's cry! He turns in the cupola and sees Betty
crying just as she's yanked back under the truck by two
hairy hands.

WALLY

(to Quince)

Back this heap up! Now!!!

Quince puts the tank in gear -- it lurches into reverse,
picking up speed as it heads for the panel truck.

149 UNDER THE TRUCK - HOLLYWOOD BOULEVARD

149

Sitarski is struggling with Betty. She's screaming and beating on him!

SITARSKI

You got it all wrong -- this ain't
a drill -- I'm using live ammo!
Now shut up and do your part!

The noise of the tank gets louder and the pavement
shakes!

150 THE STREET - HOLLYWOOD BOULEVARD

150

With a horrible CRUNCH, the M-3 tank rams the paneled
truck, flipping it off Betty and Sitarski and onto
its side! Sitarski jumps off Betty pointing at Wally!

SITARSKI

That's my tank!
(he recognizes the
zoot suit)

YOU!!

Betty is running down the street for her life.

Wally grabs a .50 caliber ammo belt and leaps off the
M-3! He charges Sitarski like a madman swinging the
belt over his head! Sitarski starts to run -- Wally
cracks him over the back of the head! Sitarski goes
down for the count!

CLOSE - WALLY

His eyes are afire, lit with the thrill of victory! He
spies Betty racing away. Wally leaps aboard, pointing
at her down the barrel.

WALLY

(to Quince)

Follow that girl!

The tank hauls ass after her down the Hollywood street.
Wally leans over the starboard treads, extends one
arm, and as the tank overtakes her, he hooks her neatly
and heroically swings her into his arms and onto the
turret! Betty just looks at him for a moment with no
recognition. She throws her arms around him!

BETTY

Wally!

They come together for a WWII kiss.

151 EXT. THE SKY - KELSO'S P-40

151

Black smoke is pouring out the fighter as it screams toward earth in a long diagonal!

152 IN THE COCKPIT

152

Ahead and below can be seen a single line of lights -- street lights! The street looks like a runway in the darkness.

KELSO

Jesus! It's gonna be rough!!
It's gonna be rough!!

153 EXT. STREET - HOLLYWOOD BLVD. - THE TANK

153

The P-40 angles in. Wally breaks the kiss when he hears the ROARING plane!

WALLY

Get down!

Betty ducks and Wally swings his machine gun around at it and FIRES.

QUINCE

Don't shoot -- he's one of ours!

154 INT. P-40 COCKPIT - KELSO

154

KELSO

I'm an American, you asshole!

Kelso FIRES his wing mounts.

155 OMITTED

155

156 EXT. THE STREET AND TANK

156

Kelso's P-40 is on a direct collision course with the M-3 tank! Wally, Betty and the others scatter! The P-40 comes in lower, lower -- then at the last second, it lifts over the tank, missing it by about ten inches! The P-40 drops down into the street -- its landing gear collapses, and it careens into a store front with a huge crash! A destroyed fire hydrant sprays water over everything!

Kelso leaps out of the burning cockpit -- he's both limping and on fire, but it doesn't seem to faze him.

(CONTINUED)

156 CONTINUED:

156

The P-40 EXPLODES several times in the b.g., showering debris over everyone! Kelso runs over to the tank where Wally and the tank crew are gathered.

KELSO

The sub! The sub! Go get the sub!

WALLY

What sub?

KELSO

The Jap sub!

WALLY

Where?

KELSO

In the ocean! Off shore from some amusement park!

WALLY

The Japs are at Ocean Amusement Park?!

BETTY

Oh my God -- that's right next to my house!

KELSO

Don't just stand there! Get out there and sink it!!

WALLY

Let's go! Move out!!

157 ANOTHER ANGLE

157

Stilwell's motorcade comes SCREECHING around the corner, and Stilwell sees an M-3 tank ROARING down the street, commanded by a Zooter in a helmet with a beautiful girl beside him, and a delirious Frank Tree wading through verse number three of "Jody." Then he sees Meyer Mishkin chasing the tank a fold of legal documents over his head. Then he sees the burning P-40 and the fountain of city water! And then he sees Wild Bill Kelso running around like a maniac, trying to extinguish his burning leather flying jacket with spray from the water!

Stilwell rushes over to Kelso, followed by his entourage.

STILWELL

Soldier! Are you the pilot of this plane?

(CONTINUED)

KELSO

(salutes, proudly)

Yes, sir! Captain Wild Bill Kelso,
United States Army Air Corps, sir!
I am proud to report that I am the
first American flyer to shoot down
a Jap!

STILWELL

(disbelief)

You shot down a Jap...?

KELSO

Yes, sir! A Zero! I saw the bastard
go down -- blew the livin' hell out
of 'im! Blew 'im right into the
Stone Age!

Bressler runs up to Stilwell, along with a man carry-
ing a field radio.

BRESSLER

Sir! We just got a report that a
plane went down in the La Brea
Tar Pits!

KELSO

That's him! That's gotta be the one!
I told you I shot him down!

STILWELL

(to Bressler)

Was that a Jap plane, Lieutenant?

BRESSLER

They don't know, sir.

KELSO

Of course it's a Jap! You don't
think I'd shoot down one of ours,
do you?

STILWELL

(gives him a look)

I'm not so sure.

KELSO

Forget about the plane! Get the
sub! The sub's more important!

STILWELL

A submarine? You shot down a Jap
sub, too?

KELSO

No, sir -- I could have, though --
I had the son of a bitch in my sights
-- then I caught it in the radiator!
It's still out there!

(CONTINUED)

157 CONTINUED: (2)

157

STILWELL
 (to Bressler)
 Bressler, what about this plane?
 Wasn't there a pilot?

At that moment, vehicles full of M.P.s arrive and Birkhead and Donna are ushered out by armed guards. Birkhead and Donna are both covered in tar, and Birkhead is handcuffed.

Stilwell looks at Birkhead for a long moment.

STILWELL
 Is that tar, Loomis?

BIRKHEAD
 Yes, sir.

STILWELL
 La Brea tar?

BIRKHEAD
 I'm afraid so, sir.

STILWELL
 How's your headache, Donna?

DONNA
 Awful, sir.

BIRKHEAD
 Sir, I can explain -- really, I can --

STILWELL
 Loomis, is this a long story?

BIRKHEAD
 Uh, yes, sir...

STILWELL
 Then save it.
 (turning back
 toward Kelso)

As for you --

He stops short upon seeing Kelso -- he's revving up a motorcycle with a sidecar, and kicks an M.P. in the chest! Kelso zooms off into the night, a screaming maniac!

KELSO
 It's a Jap Sub, goddammit, and I'm
 gonna sink the bastards!!!

158 EXT. THE DOUGLAS HOME - NIGHT

158

Ward, Scioli and some neighbors are around the 40mm gun. Joan, Macey and the kids are nearby. Ward points to where he wants to move it.

(CONTINUED)

158 CONTINUED:

158

WARD

Let's move it over there!

JOAN

Leave it alone, Ward! Let's call the Army!

WARD

The Army doesn't know what they're doing! Now I can handle this -- you just get in the house!

Scioli suddenly hits himself in the head, in a startling realization.

SCIOLI

Jesus Christ -- I just remembered! I've got two men stuck on top of my ferris wheel! Somebody's gotta get 'em down!

WARD

Macey! Take your bike and get over to the amusement pier!

MACEY

But, Dad! I gotta watch you sink the sub!

WARD

Macey, that's an order!

MACEY

Yes, sir!

Macey gives his father the boy scout salute.

SCIOLI

Here, kid -- you'll need this to unlock the controls!

Scioli hands him the key. Macey hops on his bike and pedals off. Ward and Scioli pull the cement blocks out from under the wheels and everyone starts pushing the gun. It's harder than hell to move.

159 EXT. THE STREET NEAR THE U.S.O.

159

Sitarski revives, gets up, looks around and starts screaming.

SITARSKI

My tank! That little bastard stole Lulubelle!

160 EXT. STREET - THE TANK

160

The tank barrels along the street, with Wally and Betty atop the turret. Wally is having a great time. BLASTING out any street lights that are still on with the .50.

The tank enters an intersection which is full of abandoned cars -- the M-3 simply plows ahead, rolling right up onto them and flattening them like pancakes! It is an incredible sight to behold, and Wally is extremely impressed. He fires at a police car whose lights are on. The cops jump back, having collared some looters, as the .50 caliber slugs emulsify the Ford leaving nothing standing but headlights -- still on!

WALLY
How'd ya like that?

BETTY
Liked it just fine!

161 EXT. RESIDENTIAL STREET - MACEY

161

Macey is riding the bicycle, pedalling fast and steering madly to avoid being hit by pieces of falling SHRAPNEL!

162 EXT. FERRIS WHEEL

162

Herb and Claude have their weapons aimed out at the sub.

CLAUDE
I know there's Japs on that thing
... just wish I could see 'em...
Hey! Quit rockin' the car!

DUMMY
(to Herb)
Yeah! Quit rockin' the car!

HERB
I wasn't rocking it!

DUMMY
You were too!

HERB
I wasn't rocking it!

Everyone is suddenly silent -- they all look at each other, but Claude most suspiciously at Herb and the Dummy who have just spoken at the same time. After a long moment, Claude raises his rifle again and fires.

163 EXT SUBMARINE - ON DECK

163

Herb and Claude's gun fire have the Japanese and Von Kleinschmidt pinned down on the deck.

(CONTINUED)

163 CONTINUED:

Bullets ricochet off the deck and tempers are wearing thin.

VON KLEINSCHMIDT

Dumbkopf! If you would have listened to me, we would not be in such a hopeless situation! The Fuehrer is right: There is no place in the Reich for you yellow swine! Only the Aryan race can ever rule the world!

MITAMURA

You want to know what you can do with your Third Reich, Lieutenant? Stick it up your ass!

Another bullet hits into the deck.

164 OMITTED

164

164A EXT. ON A RESIDENTIAL STREET

164A

The M-3 tank barrels down the street, as FLAK continues to explode in the sky! Suddenly, sizzling hot shrapnel rains down on the tank like a meteor shower -- narrowly missing Wally, Betty and Tree on the cupola, and Quince's head, sticking out of the driver's hatch!

WALLY

Everybody inside! Button it up!

Quince drops down through his hatch; Betty and Wally get the still unconscious Tree into the cupola, then climb in themselves.

165 EXT. DOUGLAS YARD

165

The 40mm gun has been moved into position. Scioli breaks the padlock on an ammo case with a shovel and hands a shell to a neighbor. Ward opens the breech and the neighbor shoves in the shell. Stevie and Gus watch excitedly.

Ward sits down on the cannon and starts turning the cranks, moving the barrel around toward the sub. Ward's eye is tight against the sight.

165A WARD'S POV - THROUGH THE SIGHT

165A

The cross-hairs move over the ocean... the Japanese sub comes right across, into the center.

165B WARD

165B

is totally occupied in what he is seeing.

WARD

All right, you bastards, just
hold it right there...

(yells)

Stand clear!

165C WIDER ANGLE ON GUN

165C

The gun has a displaced sight, so Ward isn't seeing exactly what the gun barrel is pointing at: it's point-blank into the corner of his house! Stevie and Gus suddenly notice this!

STEVIE

Dad -- !

WARD

Shut up!

GUS

Dad -- I don't think you're gonna
hit 'em!

WARD

Shut up! I got 'em right in my
sight! Now stand clear!

Ward has kept his eye to the sight the whole time, and there's nothing anyone can do about it. They all stand back.

Ward FIRES the gun!!!

166 INT. DOUGLAS LIVING ROOM - JOAN

166

The 40mm shell rips a 40mm hole through one wall and out the other! The shell narrowly misses Joan, and the gun BLAST SHATTERS all of the windows! Joan is stupefied!

167 EXT. JAPANESE SUB

167

The shell EXPLODES in the sea and BLASTS a tremendous waterspout into the air, right next to the sub!

168 EXT. DOUGLAS YARD

168

The gun has crashed through the fence and is sitting halfway in Scioli's yard -- the recoil sent it backwards! (It's on wheels, remember.) Ward still sits on it.

(CONTINUED)

168 CONTINUED:

168

WARD

Did I get 'em? Did I get 'em?

SCIOLI

Close, Ward, close!

WARD

All right, let's move this thing
back and we'll blast 'em again!

They all start trying to push the gun.

169 EXT. THE JAPANESE SUB

169

Mitamura and Von Kleinschmidt are standing on the bridge,
looking at Ward's house. Rifle BULLETS continue to hit
onto the deck, and everyone else on deck remains prone,
taking cover. Von Kleinschmidt is livid.

VON KLEINSCHMIDT

I suppose that's buckshot!!

He pulls his Luger on Mitamura.

VON KLEINSCHMIDT

Captain, this insanity has gone
far enough! I'm taking command!
Order your men to submerge! Sound
the diving alarm! Open all vents!

Mitamura stares at him coolly.

MITAMURA

Don't be foolish, Lieutenant.

VON KLEINSCHMIDT

I'm not about to lose my life
because of some crazy Jap ideals!
Now give the order, or I shall
kill you!

170 EXT. THE DOUGLAS YARD

170

Ward sits on the gun, eye still to the sight, while the
others try to push the gun out. They can't.

SCIOLI

It won't budge!

WARD

Do something! We gotta get it
out!

(CONTINUED)

170 CONTINUED:

170

Scioli looks around. He spots his homemade tank in his driveway.

SCIOLI

I got an idea! I can push it
out with my tank!

He runs to it.

171 EXT. ON A STREET

171

The dark street is full of abandoned cars -- Kelso suddenly comes swerving around a corner, driving the motorcycle the way he flies! He goes right up the back of an old sedan and jumps onto the street -- then careens around two more cars! Ahead, a running man waves him down -- Sitarski! Kelso screeches to a halt! Sitarski is raving like a lunatic!

SITARSKI

The son of a bitch stole my tank!
First he gets egg on my uniform,
then he steals my tank!

KELSO

That's the tank I sent to get
the sub! Out at some amusement
park! You know where that is?

SITARSKI

Sure I do!

KELSO

Get in!

Sitarski gets in the sidecar and Kelso ZOOMS off like
a maniac!

172 IN THE DOUGLAS YARD

172

Scioli drives his "tank" up against the gun and starts pushing it with Ward still on it! He pushes and pushes and finally, in a burst of power, the gun is shoved back through the broken fence! It rolls out and down the grade toward Ward's house, breaking away from the "tank."

173 INT. DOUGLAS HOUSE - JOAN

173

At this moment, Joan decides to open the door to have
a look at what is going on.

(CONTINUED)

173 CONTINUED:

173

She opens it and becomes immediately terror-stricken! The 40mm gun is rolling right for the open door! Joan quickly slams the door shut -- the gun CRASHES right through the door and wall and rolls into the living room! And Ward is still on it!

Scioli, Stevie and Gus run into the house after it!

174 INT. LIVING ROOM - DOUGLAS HOUSE

174

Ward starts cranking the gun again! The barrel knocks over lamps and furniture! Ward has a view of the sea through a large broken window. Joan is shocked!

WARD

All right, re-load!

Gus runs back outside.

175 EXT. SUBMARINE - THE BRIDGE

175

Von Kleinschmidt still faces Mitamura with the Luger pointing right at him.

VON KLEINSCHMIDT

I'm not going to repeat myself!
Give the order!

Mitamura's eyes narrow. There is a moment of extreme tension; then Mitamura moves like lightning -- he is a jui-jitsui master! He grabs Von Kleinschmidt's arm and flips him up and over the railing, and off the bridge!

MITAMURA

HEEEEEEEYYYYYYY-YAAAAAHHHHHHHHHHH!

The German hits the water with a splash and is swallowed up by the black sea! Mitamura steps over to the rail and looks down.

MITAMURA

Serves you right, you goddam
Kraut!

176 INT. DOUGLAS LIVING ROOM

176

Gus runs in carrying a shell. He shoves it into the gun and Ward closes the breech.

WARD

Stand clear!

(CONTINUED)

176 CONTINUED:

176

JOAN

Ward!! Don't you dare fire that
gun in the house!

Ward FIRES the gun! The recoil shoots him and the
gun backward, through the interior wall into the
bedroom, and through the next wall into the bathroom!

A huge section of ceiling collapses, burying Joan,
Scioli, and the kids under rubble!

177 EXT. THE SUB

177

The second shell also blows into the water near the
sub! Mitamura yells from the bridge, pointing at the
house.

MITAMURA

Fire at that house!

The gun crew gets up off the deck and hurries to the
75mm cannon!

178 CLOSE UP - TANK

178

The tank rumbles on -- over lawns -- through fences --
garages!

179 CLOSE UP - MOTORCYCLE

179

Kelso drives like a fiend. Sitarski holds on in the
sidecar -- his face drained of all color. He is
horrified.

KELSO

Which way?! Which way?!

SITARSKI

Left!! Left!!

He throws his hands over his face.

180 EXT. ON THE FERRIS WHEEL - NIGHT - HERB AND CLAUDE

180

HERB

Here goes the last shot!

He FIRES. Then from below they hear a boy's voice,
YELLING.

(CONTINUED)

180 CONTINUED:

180

MACEY'S VOICE

Hey!! Hey, you guys!

They look down.

THEIR P.O.V. OF MACEY

Macey is right below, climbing off the bike. He waves at them.

MACEY

Hey! I'm supposed to get you down!

CLAUDE

Thank Christ!

181 EXT. THE SUBMARINE - NIGHT

181

The gun crew is swinging the cannon around to aim at Ward's house.

182 EXT. THE FERRIS WHEEL - NIGHT

182

Macey unlocks the control box. He has no idea what to do!

MACEY

(yells up)

Which one do I pull?

DUMMY

The one on the right!

HERB

No -- it's the one on the left!

Macey looks over the controls, trying to figure them out. Finally, he throws the left switch; the wrong one! Sparks shoot out as the contact is made!

The ferris wheel lights up!

183 ON DECK OF THE SUB

183

Mitamura sees the brightly lit ferris wheel! He points!

MITAMURA

Fire at that industrial structure!!!

184 EXT. ON A STREET - NIGHT

184

Kelso is driving like a maniac with Sitarski in the sidecar! Way off in the distance can be seen the lit Ferris Wheel!

KELSO

I see it!!!

(to Sitarski)

Thanks for the directions!

Kelso pulls out the pin holding the sidecar on!

SITARSKI

No! Don't do it! Take me with you!!

But it's too late! Kelso turns, heading for the Amusement Park, while Sitarski keeps going!

KELSO

Sayonara, you sucker!

ON SITARSKI

scared to death!! The sidecar is going about 60mph -- and there's no way to steer it!

THE SIDECAR

is heading off the road as an intersection looms ahead! It hits a ditch and is sent flying into the air -- right into the back of a passing PICKUP TRUCK! The truck passes CAMERA and we read the side of it. "ANDY'S FARM FRESH EGGS." As it disappears down the road, we hear Sitarski SCREAMING in psychotic horror!

185 THE BIG ACTION CLIMAX SEQUENCE - EXT. SUBMARINE

185

The Japanese gun crew moves the cannon into position.

186 ON THE FERRIS WHEEL

186

Herb, Claude and the Dummy yell down at Macey.

CLAUDE

Try another switch!

187 EXT. SUBMARINE

187

Mitamura takes his place next to the gun crew.

MITAMURA

FIRE!!

The Japanese cannon FIRES with a tremendous BOOM!!!

188 EXT. AMUSEMENT PARK

188

The shell EXPLODES only a few yards away from Macey.
The boy runs like hell for cover!

HERB

They're gonna kill us!

The gun crew FIRES AGAIN!!

CLAUDE

Oh Christ! Oh Christ!

The first shell hits off to one side of the Ferris
Wheel, the second shell hits off to the other side...

CUT TO:

189 EXT. SUBMARINE

189

The gun crew makes the final adjustment on their gun
and fires!

190 EXT. FERRIS WHEEL

190

The shot slams right into a seat near the bottom of the
Ferris Wheel and starts it spinning like a shooting
gallery pinwheel!

Herb, Claude and the Dummy hang on for dear life!

191 EXT. AMUSEMENT PARK

191

Macey sticks his head out from behind a ticket booth to
see. He can't believe it!

192 EXT. FERRIS WHEEL

192

Another cannon SHOT! It hits into another Ferris Wheel
seat, making it spin even faster! Herb, Claude and the
Dummy SCREAM!

193 EXT. SUBMARINE

193

MITAMURA

FIRE!!

The gun crew FIRES AGAIN!!

194 EXT. FERRIS WHEEL

194

The shell EXPLODES into one of the Ferris Wheel supports
and destroys it!

(CONTINUED)

194 CONTINUED:

194

The Ferris Wheel rolls off the other support and straight down the pier, with Herb and Claude still on it!! It keeps rolling straight down the pier to the edge, and then off it falls into the Pacific Ocean! Herb, Claude and the Dummy yell all the way down!

195 EXT. SUB

195

The Japanese crew members are ecstatic! They jump and APPLAUD and CHEER, screaming "BANZAI!" "BANZAI!"

196 EXT. THE OCEAN

196

In the ocean, the Dummy surfaces first, then Herb and Claude! They're barely treading water! The Dummy spits water out as he chastises Herb.

DUMMY

I told you it was the switch on the right!

197 EXT. SUB - ANGLE - ITO

197

He shouts something and points toward the Douglas home. The entire Japanese crew tenses.

198 EXT. DOUGLAS HOUSE - ANGLE

198

Ward, Joan and the kids have just made it through the hole in the wall to safety as --

199 EXT. DOUGLAS HOUSE - ANOTHER ANGLE

199

The cantilever supports give way and Ward's home falls fifty feet through the air and into the crashing waves below.

200 EXT. SUB - ANGLE - JAPANESE CREW

200

After a stunned beat they erupt with hysterical glee renewing the cry of "BANZAI!" "BANZAI!"

201 EXT. PIER - ANGLE

201

Macey stands there, looks, his mouth open, speechless. Then, a low RUMBLE is heard from behind... it gets louder, louder, louder... and Macey turns around and he sees:

(CONTINUED)

201 CONTINUED:

201

The M-3 Tank rolling towards him and the pier with Tree, Betty and Wally on the turret! Tree is babbling more than ever, this time, it's close order drill.

MACEY

Betty!

Wally turns to her.

WALLY

This is where you get off! Take cover!

She kisses him and jumps off joining her brother. They both run for it! The tank heads out onto the pier.

202 EXT. SUB

202

Mitamura spots the tank through his binoculars.

MITAMURA

A tank! Prepare to fire torpedoes!
86 Degrees starboard! Forward
tubes ready tubes for firing!!

Several crew members hurry below. The sub begins to adjust its position.

203 EXT. PIER

203

The tank reaches the end of the pier and stops. The big 75MM gun on the tank lowers and aims at the sub.

WALLY

Fire!

The tank cannon BLASTS a shell out at the sub -- it misses, but sends a geyser of water into the air which sprays some of the crew members on deck!

204 EXT. SUB

204

MITAMURA

Fire one!

The sub FIRES a torpedo! It hums along the water, almost breaking the surface!

205 EXT. OCEAN

205

In the ocean, Herb and Claude are splashing around.

(CONTINUED)

205 CONTINUED:

205

They see the torpedo zipping toward them!! They quickly splash in opposite directions and the projectile glides between them!

206 EXT. PIER

206

Wally can see the torpedo zooming along from the turret.

WALLY

They're firing torpedoes!!

The torpedo shoots out of the water, up onto the beach and BLOWS UP a lifeguard tower!!

WALLY

Fire!!

The big gun BLASTS again -- this shot comes extremely close, spraying water on Mitamura!

207 EXT. SUB

207

MITAMURA

Two degrees port!

The submarine shifts its position slightly.

The cannon on the tank shifts its position slightly.

MITAMURA

Fire two!!

Another TORPEDO shoots out of the sub, straight like an arrow! It HUMS directly toward the pier!

208 EXT. PIER

208

Wally sees it and there is nothing he can do about it!

The torpedo hits directly into the front pier post with a MIGHTY EXPLOSION!! Wood cracks apart into splinters -- the whole front end of the pier blows into the air! And the tank drops straight down into the ocean, FIRING one last wild shot!

209 EXT. PIER

209

Now Kelso comes zooming down the pier at top speed, screaming a crazed battle cry as he sees the Sub in front of him! Kelso's motorcycle flies right off the end of the pier, way past the tank, and into the ocean!

210 EXT. ON DECK OF THE SUB

210

Mitamura lowers his binoculars, extremely pleased. He makes an announcement over the vessels P.A.

MITAMURA

We have engaged the Military Forces of the United States and we have inflicted heavy damage! We can now return home with honor! Prepare to dive!

ON THE SUB

Every member of the crew cheers and applauds in total ecstasy, shouting "Banzai!!"

211 EXT. IN THE OCEAN

211

Wally and the tank crew members emerge from underwater, heads bobbing in the ocean. Now Tree appears as well, spitting out water, dazed, trying to figure out what happened.

QUINCE

Did we hit 'em!? Did we hit 'em?

Wally treads, trying to see above the water.

WALLY

I think so -- it's going down!

WALLY'S P.O.V. - THE OCEAN

Yes, indeed, the submarine is going down... but a lone man is swimming after it: WILD BILL KELSO! Water runs over the main deck of the sub -- Kelso grabs onto it and mounts the bridge! As the sub drops lower and lower, Kelso attacks the hatch with an unholy vengeance and turns the hatchwheel! It opens, and a harsh red light illuminates his contorted face: Kelso is possessed! He dives through the hatch head first, and it closes behind him. As the periscope submerges, we can barely make out a single word being screamed...

KELSO

JAAAAAAAAAAAAA!!!!!!!!!!!!

212 EXT. THE RISING SUN IN THE EASTERN SKY - MORNING

212

The round orb of the rising sun shines a brilliant reddish orange... the beginning of a beautiful new morning.

212 CONTINUED:

212

SUPERIMPOSE TITLE:

SUNDAY, DECEMBER 14, 1941
7:20 A.M.

213 INT. THE DESTROYED DOUGLAS HOME - LIVING ROOM

213

Nothing remains of the Douglas home except for the foundation, fireplace, and plumbing. What is left is cracked, or charred black from the fire. Rubble covers the floor. Refusing to believe that she has become a disaster victim, Joan is actually making breakfast on the stove that sits in what once was the kitchen. Likewise, Macey stands a few yards away in the morning sunlight brushing his teeth in the medicine chest mirror over the only surviving sink on the foundation. Ward is still asleep in his three-legged bed. Bodies are huddled on the furniture in towels -- shivering bodies, wet bodies, bodies half asleep and half awake. These are Tree, Wally, Betty and the rest of the tank crew; Herb with his Dummy, Claude, Scioli and the kids. No one says anything. What could there be to say?

214 EXT. THE DOUGLAS HOME

214

Several vehicles roll up to the front of the "house"; Army staff cars, two trucks of M.P.'s -- Stilwell's entourage. Stilwell gets out of his car and walks to the open wall of the Douglas home, followed by Birkhead, Donna, Bressler and some M.P.'s. Stilwell looks over the damage and shakes his head -- he walks through the hole in the wall and into the house.

215 INT. THE DESTROYED LIVING ROOM

215

Stilwell looks over the destruction. Now Tree becomes aware of the visitors; he jumps to his feet.

TREE

Ten-hut!

The other soldiers snap to attention. Wally, Claude, Herb with the Dummy, Scioli and the kids also stand. Tree salutes. Herb turns the Dummy's head -- 2 quarts of salt water spill out. Stilwell shakes his head.

Stilwell turns to Tree.

STILWELL

Sergeant, what happened here?

(CONTINUED)

214 EXT. THE DESTROYED DOUGLAS HOME - MORNING

Ward Douglas is nailing up the front door to what is left of his home. There's not much left---in fact, there are huge gaping holes on either side of the door frame.

We PULL BACK to reveal the stirring bodies of the awakening veterans of the night before, scattered about the front yard along with the furniture: Wally, Dennis, Betty; Frank Tree and the tank crew; Herbie and Claude; Scioli, his wife, and the neighbors; Joan, Macey, Stevie and Gus; Meyer Mishkin.

We PULL BACK further to reveal GENERAL STILWELL standing there, surveying the damage.

215 ANGLE ON STILWELL,

shaking his head, unable to find the words for any of this. Behind him, his entourage, and arriving vehicles. A car pulls up, and several M.P.s escort Birkhead and Donna, still covered with tar, and Sitarski and Maxine to the gathering. Sitarski and Maxine still have eggs all over them. Now Tree becomes aware of Stilwell--he jumps to his feet.

TREE

Ten-hut!

The other soldiers snap to attention. Stilwell faces Tree.

STILWELL

Sergeant, what happened here?

TREE

Sir, while quelling a riot in our tank last night, I was struck unconscious. My men received a report of a Jap sub off Santa Monica Pier from an Air Corps Captain, proceeded to the objective, and at approximately 23:30 hours, engaged the enemy.

STILWELL

Damage?

TREE

They sunk both our tank, and the Ferris Wheel, sir.

STILWELL

Casualties?

CONTINUED

TREE

Just the Dummy, sir.

Herbie jumps up with the Dummy--it's missing an arm. He tilts the dummy's head and two quarts of salt water pour out.

Stilwell shakes his head.

STILWELL

I don*t want to hear about it.

Now Wally gets to his feet and addresses Stilwell.

WALLY

Sir, I think we hit the sub.
I saw it go down.

STILWELL

You? Who are you? And what kind of uniform do you call that, son? Are you in the Army, or what?

WALLY

Well, you see, sir, last night I wore a Zoot Suit to the dance at the Crystal Ballroom, only they wouldn't let me in because they changed it to a U.S.O. But my girl friend was inside because----

STILWELL

Then, save it.

Now Ward speaks up.

WARD

Just a minute, General. There's something I want to say. We went through a lot last night, all of us. For the first time, we came face to face with the enemy right here in our own back yard. But we all came together, put our differences aside, and carried on in the true spirit of America. And no matter what happens, no matter what sacrifices have to be made, we're prepared to carry forward like Americans.

Ward picks up the Christmas wreath from out of the debris and shakes the dirt out of it.

CONTINUED

STILWELL
(interrupting)
Son, is this a long story?
WALLY
Yes, sir.

CONTINUED

WARD (cont'd)

This wreath is the symbol of Christmas, the symbol of peace. I'm going to hang this wreath on my door to remind us that no matter what else may happen, we're not going to let a bunch of treacherous enemy killjoys ruin our Christmas.

With that, Ward takes his hammer and prepares to nail the wreath on his door. He gives it one good whack... and HIS ENTIRE HOUSE SLIDES BACKWARD OFF THE CLIFF!!!! All that's left standing is the door with the wreath on it!

Everyone is completely speechless for several moments, exchanging incredulous looks of astonishment. One by one, all heads turn to Stilwell, waiting for some statement of importance.

STILWELL

I don't want to hear about it.

With that, Stilwell turns around and walks back toward his car. Bressler, DuBois and the MP's follow. But before Sitarski can be dragged off, he trips Wally! Wally immediately slugs Sitarski! Sitarski chases Wally, but Maxine chases Sitarski and jumps on his back! Meyer Mishkin goes after Wally, waving the contract. One by one, everyone else begins brawling with one another: Claude strangles Herbie; Quince and Ogden start trading blows; Joan beats on Ward; the kids start fighting with each other...and finally, a soaking wet Von Kleinschmidt comes running by, chased by Hollis Wood, still in his underwear!

Stilwell takes one glance back at this, shakes his head and mutters to himself.

STILWELL

It's going to be a long war.

END TITLES