

HINDENBURG

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FADE IN:

EXT. NUREMBURG - DAY

Title: Nazi Party Rally, Nuremburg, Germany - 1936

A giant Coliseum, 1/4 mile*wide, brims with blood red swastika flags and over 100,000 GERMAN SOLDIERS. The soldiers stand in neat rectangular formations, rifles pressed against their sides. The men's eyes focus on a tiny spot at the front. From loud speakers, a mesmerizing voice booms in German.

HITLER (subtitles)

... The most valuable possession on earth is one's people. And for this people we will strive and we will fight ...

The tiny spot is a podium where a single man speaks into a microphone. He is Reich Chancellor ADOLF HITLER*, a man with the burning intensity of a messiah.

HITLER (subtitles)

... I don't believe that those opponents who laughed before are laughing today! We will never grow tired, never lose heart and never despair ...

A rumble, like deep thunder, approaches from the distance. The soldiers ignore it, their gazes transfixed by their leader's charisma. Hitler's voice builds in intensity.

HITLER (subtitles)

... Our movement lives, founded firmly as a rock. And the command did not come from an earthly power... but from the God who created our people ...

A shadow slowly sweeps across the coliseum. It's like a passing cloud, casting the men in darkness. A few eyes ... away to glance up. They widen in awe, then quickly look ... lest they be caught ignoring their leader.

SUBTITLES (subtitles)

... We shall think only of Germany. The people, our Reich, the German nation. United, superior, the envy of all humanity. We can rejoice that the future is entirely ours ...

Hitler stops, letting the words linger like a spell. He looks up. Thousands of eyes follow his to the rumbling ... which blots out the sun above...

It's THE HINDENBURG, 300 feet above and mind-blowingly big; twenty times the size of the Goodyear blimp; larger than two football stadiums laid end to end. Hitler raises his hands into the air.

HITLER (subtitles)

... Look upon the pride and power
of the great German people. She
is a light onto the world ...

The great zeppelin floats slowly with angelic ease, propelled by four thundering engines. A collective exhale of awe escapes the masses. Hitler reaches a frenzy.

HITLER (subtitles)

... A light that shows what German
will can achieve. A German will
that demands peace for all
Germans. A German Will that
demands respect for all Germans!
Hail Victory!

The soldiers roar with one thundering, collective, never ending voice. It even drowns out the Hindenburg's engines.

SOLDIERS

ZEIG HEIL! ZEIG HEIL! ZEIG
HEIL!...

Hitler proudly gazes over the might he has created. He looks up at the largest aircraft ever to fly. The spectacle is terrifying.

INT. ELEGANT BALLROOM - NIGHT

Title: American Embassy, Berlin - December 1

A lavish party in an oak-paneled room. The tall, lanky AMERICAN AMBASSADOR chats with several society women. When he sees HUGO ECKNER - 50's, plumb, silver goatee - approach with a grave look. The Ambassador steps towards Eckner.

AMBASSADOR

Dr. Eckner, pleasure to see you.

ECKNER

Thank you, Mr. Ambassador.

AMBASSADOR

(quietly)

I was a bit concerned. I heard
you will no longer be heading the
Zeppelin company.

ECKNER

I may have created her, but now
she belongs to the Propaganda
Ministry...

(sighs)

All this time on my hands...

AMBASSADOR

Perhaps some travel would be a
good idea.

ECKNER

My thoughts exactly. I think I'll
take a steamer though,

(with hidden meaning)

... so many things have changed on
the Hindenburg lately.

AMBASSADOR

You don't say.

ECKNER

You know how important tourism is
to the SS. An ObenFuehrer named
Brunder runs the operation.

The American Ambassador tries to keep his smile, but the news
worries him.

AMBASSADOR

Thank you Dr. Eckner. It's
been... enlightening.

INT. WHITE HOUSE, WASHINGTON DC. - DAY

Title: Oval Office, Washington D.C. - December 4

Army Colonel "WILD BILL" DONOVAN* projects slides of the
Hindenburg while talking with PRESIDENT ROOSEVELT* and a few
Cabinet members.

WILD BILL

The Hindenburg is the largest
zeppelin ever built, four times
larger than any previous airship
including ours, the USS Macon.
The Hindenburg's roughly the size
of our aircraft carriers. She's
the first of a fleet the Germans
have in construction. She cruises
at ninety miles per hour and she
can transport a hundred twenty
tons of payload from Germany to
America in two days and return
without refueling.

A few gasps can be heard. The next slides show rich travelers partying inside the zeppelin.

WILD BILL

She's built as a passenger airliner, carries wealthy people, celebrities, royalty, like they're in a grand hotel. Last year, she flew to America ten times, logged over a hundred thousand miles.

HAROLD ICKES*, Secretary of the Interior, grumbles.

ICKES

This is impressive, Mr. President, but a waste of time.

Roosevelt quiets him with a motion of his hand. The next slide shows a grim SS officer; black uniform, stern features. a born psychopath.

WILD BILL

SS ObenFuhrer Axle Brunder. British Intelligence suspects he's a principal in the Special Weapons Unit and now in charge of alterations to the Hindenburg.

ROOSEVELT

What alterations?

WILD BILL

That's what we don't know, sir. That's why we need Intelligence.

ICKES

You're not even sure there are changes!

WILD BILL

No. But, Hugo Eckner, the zeppelin's builder implied there are.

The President waves for two assistants to help him into leg braces. He looks to CORDELL HULL, Secretary of State.

HULL

We can't ignore the world, Mr. President. Hitler, Mussolini, Tojo could all end up giving us headaches. But I'm most concerned with Germany. Hitler's tripled the size of his army, and his navy's not far behind.

ICKES

Hitler's a peaceful man, building his economy. We should be doing so well.

ROOSEVELT

Don't judge his motivation by his rhetoric, Harold.

WILD BILL

The German's used zeppelins to bomb England in the Great War.

ICKES

Eighteen years ago! The world has changed.

The assistants clamp Roosevelt's legs into their braces. Ickes looks to WOODRING, Secretary of War, for support.

WOODRING

(jumps in)

Mr. President. We're barely out of the Depression. Congress and the Nation are in no mood for foreign affairs. Leave Europe to the Europeans.

ROOSEVELT

(to Donovan)

Billy, don't we have any operatives in Germany?

WILD BILL

One. Naval Intelligence. He's there from before the Great War. Well placed, but probably too old to be much help.

HULL

The Senate'll kill us on this. They want to believe Hitler's a pussycat.

Donovan looks pained, he's losing.

WILD BILL

Mr. President. The world is far too volatile for us to be sitting in the dark.

ROOSEVELT

Here's the dilemma, my friend. The country's got no taste for war. We've cut our Army and Navy to nearly nothing.

(more)

ROOSEVELT (cont'd)
Congress wouldn't give me two
nickels to help you.

WILD BILL
One chance. I won't disappoint
you.

The President struggles to his feet - a warm, regal man - he
stands and smiles at Donovan.

ROOSEVELT
(to Woodring)
Does the Secretary of War think he
can spare a few men...
unofficially?

Ickes throws his papers down on the coffee table.

EXT. SKY - DAY

Title: Somewhere over the United States - December 10

An old Navy Sparrowhawk biplane shoots out of a cloud and
sweeps into a wide turn. It lines up with the rear of a
small zeppelin flying at 3,000 feet. The zeppelin is 1/4 the
size of the Hindenburg; has American Navy markings on the
rudder fins.

Title: USS Macon - Air Docking Trials

Like a bomb bay on a bomber, the zeppelin has large bay doors
under its belly. What looks like an upside down crane
descends from it.

INT. BAY, USS MACON -

DAMON WEST - 20-30's, American good looks, devilish charm
that hides extraordinary intelligence, dressed in Navy flight
suit with Lieutenant insignia - leans over the bay, watches
the crane lock into position 15 feet below him. Beside him,
COMMANDER TURNER supervises. Navy AIRMEN work the crane
controls.

DAMON
(worried, yells over
the wind)
Too much wind. She's gonna to
resonate.

TURNER
(firm)
Bring her in.

DAMON
(worried)
Sir...

TURNER

It's safe. I did the calculations.

DAMON ♦

So did I, Sir.

TURNER

Bring her in, Lieutenant West!

DAMON

(reluctant, into a
microphone)

Come on in.

EXT. SKY -

The biplane maneuvers underneath the bay.

INT. BAY, USS LOS ANGELES. -

Damon guides in the biplane, signaling with green flags in his hands. The PILOT tries to get a hook mounted on the biplane's upper wing to catch the horizontal bar fixed to the end of the crane.

On the second try, the hook grabs the bar.

TURNER

Now.

An Airman hits a switch - locking bolts on the crane secure the biplane's hook. Turner smiles. But the crane starts vibrating, intensity grows.

TURNER

It'll pass.

The crane starts lifting the biplane, but the vibrations get worse. The biplane starts swinging beneath the hook like a chandelier.

DAMON

Let her go.

Turner sees the situation worsening, waves his hand. The Airman hits the release lever. The pilot guns his engine. The crane stops lifting, but the locks won't open.

AIRMAN

Won't release!

The Airman panics, jams on the release lever. The plane swings violently, its propeller nearly hitting the zeppelin. The whole bay shakes. Turner realizes the growing danger.

DAMON

She's gonna take the zeppelin with her.

♦ ♦

The suspension snaps. The biplane's propeller rips into part of the bay. Sparks fly.

Damon grabs a grappling hook, leaps onto the biplane's wing - as it swings on the hook.

He wraps his hand around the crane, lodges the grappling hook between the crane's locks and the wing. When the wing swings around, it slams the grappling hook. The hook shatters the crane's locks.

The biplane plummets, taking Damon with it. He flattens himself on the wing, holds on for dear life. Tossing about for a few thousand feet, the biplane regains control.

EXT. AIRFIELD - LATER

The USS Los Angeles is towed towards its hangar by a docking tower attached to its bow. The biplane sits on the airfield nearby.

INT. LOCAL BAR -

A jazz band plays. Capt. Turner grabs a round of beers from the bar, turns to Damon and the airmen. They're dressed in civilian clothes and drunk. The biplane's pilot recites the story to BECKY, a pretty girl clinging to Damon's arm.

PILOT

... I think, oh shit, I'm dead.
My propeller rips into the hull.
Sparks are flying....

DAMON

Thank God we don't use hydrogen.

TURNER

To the champ! Damon West.

They grab the beer, toast Damon.

PILOT

So I'm thinking not only am I gonna die, but the zeppelin's gonna crash, too. Then I see this maniac jumping on my plane. Damn bravest thing I've ever seen.

DAMON

(humble)

Just gettin' the job done.

PILOT

Next rounds on me.

A BAR MAID walks up to Damon.

BAR MAID

Hey, hero, there's a limo wait'n
outside for you.

TURNER

Uh-oh, mommy's here.

They laugh.

EXT. LOCAL BAR - NIGHT

Damon runs out of the bar towards a waiting 1935 Cadillac
limousine. It stands out against the other dirty old cars.

INT. CADILLAC -

He opens the door and slides into the back seat. His smile
disappears when he sees ADMIRAL HALLMAN and Wild Bill Donovan
sitting inside.

DAMON

Oops. Wrong car.

He's about to rush out, when Admiral Hallman barks an order.

ADMIRAL HALLMAN

Lieutenant West, stand firm.
Close the door.

Damon does so immediately.

DAMON

What did I do, now?

ADMIRAL HALLMAN

This is Colonel Donovan.

Damon shakes the man's hand.

WILD BILL

Wild Bill Donovan. We're take'n
you for a little ride.

DAMON

This about the trials today? We
can make it work. We just...

ADMIRAL HALLMAN

(cuts him off)

Lieutenant West. You're about to be given a very unique opportunity. If you accept Colonel Donovan's offer, you leave on assignment right now. If you decline, we'll drop you off at your bar and this meeting never took place. Understood?

Damon nods. The Admiral knocks on the glass separating them from the chauffeur. The cadillac glides forward.

EXT. STREETS - NIGHT

The cadillac streaks through.

INT. CADILLAC -

ADMIRAL HALLMAN

Colonel Donovan wants you for important work in Europe.

Damon's smile grows....

DAMON

What kind of work?

WILD BILL

Intelligence.

... then disappears as fast.

DAMON

Garbage pickers?

ADMIRAL HALLMAN

(pissed)

West!

WILD BILL

It's alright, Admiral.

(to Damon)

I know Intel's the runt of the Navy, not a career maker, but times are changing, and national security's at stake. We need good men.

DAMON

Thank you, sirs, but I've gotta do more than peek through key holes.

ADMIRAL HALLMAN

I understand son. I had family legacy too. But this is your chance to stand out.

WILD BILL

You're smart, you think on your feet, and have extensive training in engineering. The education abroad is invaluable. You speak four languages for Christ's sake.

DAMON

Which language are we talking about?

WILD BILL

(smiles)

That's privileged information. We'll train you for a couple of months, then send you overseas.

DAMON

(thinks; smiles)

Hindenburg, isn't it?

Wild Bill doesn't answer.

DAMON

Tempting, but I'm not your man. Looks to me like my work here is more important.

WILD BILL

Looks aren't everything, kid.

Damon and Wild Bill have a connection.

ADMIRAL HALLMAN

You're wasting your time, Colonel. This silver spoon brat just wants an easy commission till he goes back to the family business... he's probably not cut out for it anyway.

The intercom rings, Hallman picks it up.

WILD BILL

(to Damon)

Prove 'em wrong, Damon.

ADMIRAL HALLMAN

(to intercom)

Thank you.

(to Damon)

We're at the bar, West. You are under direct orders never to speak of this meeting.

Damon glares at Hallman for a second, then looks to Wild Bill.

DAMON

You're asking me to disappear, right now. I've got friends waiting.

(looks out the window)

I've got Becky.

WILD BILL

(smiles softly)

Maybe you're not the man for us. The man we need has to be willing to turn on a dime. Balls to the wall.

Hold on Damon. The decision can change his life. ;

EXT. LOCAL BAR -

A half-block away from the bar. The Cadillac pulls a U-turn and disappears into the night.

INT. ZEPPELIN CONSTRUCTION HANGAR - NIGHT

Title: Friedrichshafen, Germany - March 28, 1937 - 3AM.

The hangar's interior could easily hold an ocean liner. Instead, it's filled with the massive skeleton of a new zeppelin being assembled.

Title: Graff Zeppelin II - Hindenburg's First Sistership.

Steel rings, 14 stories in diameter, are held together by an 800 foot long steel axis and an intricate web of high tension cables. Welders working inside, send showers of sparks onto the floor below.

EXT. ZEPPELIN CONSTRUCTION COMPOUND -

We scan the rooftops of buildings next to the massive hangar. Two dark clothed FIGURES quietly run across a rooftop. Their movements are calm, professional.

They glide past chimneys and vault across the chasm of an alleyway. With the grace of cats, they land on a new rooftop and proceed.

The next jump is long, heart-stopping, but doesn't slow them down.

At last they stop at the third rooftop's edge. The first figure drops to his stomach and inches his head over the edge. Looking down, he spots a window two stories down. He watches the alley - all is quiet. In the distance, a few SS GUARDS patrol.

The second man drops a small microphone down the chimney.

The first man crawls back a few feet and flips his face mask up slightly. We instantly recognize it's Damon.

DAMON

Lights off.

The second figure (FRANK) presses a small earplug into his ear. The plug is connected to the microphone down the chimney.

FRANK

Nothing.

Damon quickly uncoils a thin black rope from around his shoulder. Frank wraps one loop of the rope around his waist, lays the slack behind him, and lodges his feet firmly against a chimney. Damon ties the other end around his right ankle.

They check their watches.

DAMON

Like ghosts ...

FRANK

... no trace. Go.

Damon snakes over the roof's edge, head first, suspended by the rope, upside down. Frank gradually lowers him.

Like Spiderman slipping down the side of the building, Damon uses his hands to guide him until he reaches the window. He uses his free foot to kick the rope.

On the roof, Frank feels the jolt, stops releasing the rope.

Damon's body is slightly bent, keeping his head just above the top frame of the window. Gradually straightening out, his head lowers and his eyes are able to peek into the top of the window without his body being visible inside the building.

Looking inside, Damon finds the room dark and empty. He kicks the rope twice and is instantly lowered another four feet.

Working upside down, he expertly bypasses the wires of the window's alarm.

INT. OFFICE, CONSTRUCTION COMPOUND -

Damon jimmies a thin blade between the window frames and lifts up the latch. In seconds, the window opens and he's in. He pulls twice on the rope.

EXT. ROOF, CONSTRUCTION COMPOUND -

Frank ties the rope around the chimney.

INT. OFFICE, CONSTRUCTION COMPOUND -

Damon slips quietly to the room's single door, listens. Behind him, Frank climbs through the window and closes the curtains.

Frank turns on a flashlight, slowly scans the room. Several photographs of Hitler and Himmler decorate the walls. As does a movie poster - prominently showing a German movie star: GWEN ZUMMER.

Damon moves to the desk, flips on his own flashlight. Stacks of film cans lay next to the desk. Damon looks for writing on the cans.

FRANK
Trainin' films?

DAMON
(smiles)
Nazi home movies.

Damon searches the drawers, pulls out a small folder of blueprints.

DAMON
Here we go.

Damon pushes aside some items on top of the desk: picture of SS ObenFuehrer Brunder with other high ranking officers, another picture, the actress, Gwen, poses with Hitler and Himmler, obviously a party favorite.

He opens the blueprint folder. Printed at the bottom: 129 - HINDENBURG.

Damon pulls out a tiny camera and photographs each page

FRANK
Pssst.

Damon glances up. Frank's found a small safe hidden in a cabinet.

DAMON
Not what we came for.

FRANK

Bonus.

DAMON

You have a blowtorch, Frank?

Disappointed, Frank shakes his head "no". Damon gets back to photographing the Hindenburg blueprints. He stops cold.

DAMON

Oh, brother.

Frank rushes over. In the margin of one of the Hindenburg blueprints, a safe combination number is jotted down. Both men glance at the safe in the cabinet.

DAMON

What do you think?

FRANK

I think hell yeah.

DAMON

(unsure)

Pretty stupid leaving the number written down. This guy's not stupid.

FRANK

All these Nazis are anal fanatics. They write everything down.

Damon takes the blueprint, carries it to the safe. It's tempting as hell.

FRANK

This prick's in weapons research. Who knows what's in there?

DAMON

We got the blueprints. Mission accomplished.

FRANK

She's sittin' there, legs wide open, pal. You gonna fuck her or am I?

Frank waits. Damon nods, "ok". Frank licks his fingers and slowly dials in the number.

DAMON

May not even be for this safe.

FRANK

Come on, honey, open up for Frankie.. Come on...

He reaches for the handle and turns. Click, the handle drops and suddenly, LIGHTS TURN ON. ALARMS RING.

DAMON *

Damn.

INT. ZEPPELIN CONSTRUCTION HANGAR -

SS ObenFuehrer AXLE BRUNDER dashes from a design table, leaving several bewildered engineers behind. He whips out his Luger.

EXT. CONSTRUCTION COMPOUND -

A half dozen SS guards sprint from the hangar. People yelling "ALARM" can be heard in the distance.

INT. OFFICE, CONSTRUCTION COMPOUND -

Frank grabs Damon's camera, climbs out the window. Damon pulls on his face mask, sprints for the window, then turns, grabs one of the 16mm film canisters. He stuffs the film in the small of his back and climbs out.

DAMON

Move!

Seconds later, Axle bursts into the room, sees the open window. Axle runs to it, looks down, then up - sees Damon nearing the roof. From his angle, Axle can't get a good shot.

EXT. ROOF, CONSTRUCTION COMPOUND -

Damon lunges over the roof's edge.

INT. OFFICE, CONSTRUCTION COMPOUND -

Axle thinks for a split second, runs for the door.

EXT. ROOF, CONSTRUCTION COMPOUND -

Damon and Frank sprint across the roof. Down the alley, the SS guards run towards the building.

Damon leaps across the alley. Below him Axle appears in a window. He whips open the glass panes and aims his Luger high - but too late to catch Damon. A second later, Frank leaps above him.

Like a skeet shooter, Axle fires eight quick rounds - three catching Frank in mid air. Frank slams against the next roof's edge, hard. He hangs on, almost falling.

Damon turns back, grabs him. Axle tries to fire again, but the gun is empty. Axle pulls the magazine out of the Luger.

Damon grabs his partner's hand, desperately tries to lift him onto the roof. Frank's other hand holds the camera.

DAMON ♦
Give me your hand.

FRANK
Take the camera.

Axle slams a new clip into his Luger, fires three shots. The bullets graze by Damon's head.

FRANK
I'm not dyin' for nothin'.

Damon releases one hand from holding his partner. Frank slams the camera into Damon's palm. Axle fires four more shots. Frank's body takes two more hits, protecting Damon. Frank lets go. He plummets to the alley below.

For a split second, Axle stares at the masked figure on the roof. Their eyes catch each other. Axle fires as Damon rolls. The shots ricochet, but miss. Damon disappears.

The SS guards arrive below, fan out.

EXT. ALLEYWAY - LATE

Axle searches the dead man's body, bloodies his own hands.

AXLE
(frustrated)
No papers.

Around him, other SS men keep guard. SS CAPTAIN OSSMAN runs up to Axle, salutes.

SS CAPTAIN OSSMAN
ObenFuhrer. He is gone.

Fury flashes across Axle's face. The captain nearly shakes in his boots.

AXLE
I booby-trap my safe and you
idiots let him escape?

Axle explodes, violently kicking Frank's dead body several times.

AXLE
(venting)
There are so few geniuses in this
world.

Axle calms a bit, wipes his bloody hands on the front of the captain's uniform.

AXLE

Cut him up. Maybe what's inside
will tell us something.

♦

EXT. HITLER YOUTH SCHOOL - NIGHT

Title: Hitler Youth Academy, Berlin - March 30

A locomotive thunders past the FOREGROUND. In a wide field, dozens of nubile Aryan teens do gymnastics in unison. Nazi banners flutter around them. Behind them lies the school.

INT. SUPERINTENDENTS OFFICE, HITLER YOUTH SCHOOL - DAY

Covered with pictures of school children, Nazi paintings of proud Aryan knights, and loads of books. The drapes are closed.

Damon uses a magnifying glass to examine the negatives of the pictures he took of the Hindenburg's blueprints.

DAMON

Hope this was worth Frank's life.

DR. ALFRIG - 60's, balding, with a wise looking face - looks at a frame of the 16mm film Damon stole from ObenFuhrer Brunder's office, while he loads it into a film projector.

DR. ALFRIG

Whatever interests SS Special Weapons, interests us. And right now, the Hindenburg's a top priority. If they're using her to deploy weapons, a lot more than Frank's life could be at stake.

BARONESS

Why, William, you're becoming more German with every passing year.

Damon turns to the third person in the room - a German BARONESS. Late 30's - 40's, sophisticated and beautiful. She reclines on a chair, flips through a French fashion magazine.

DAMON

Was that supposed to be a compliment, Baroness?

BARONESS

Of course, my young sweetheart.

She smiles teasingly. Damon slips the microfilm into the hollowed-out end of a half burned candle, smears the wax to cover it.

DAMON

Maybe the Navy's lab can figure out what these modifications are. A weapon? Some kind of room? I can't.

DR. ALFRIG

(to Baroness)

Any gossip on what a high ranking officer in Special Weapons would be doing with the zeppelin?

BARONESS

Not a peep.

DAMON

After the other night, Brunder's security's gonna be impossible.

DR. ALFRIG

The Hindenburg's only weeks away from its new season. We've got to find out what they're up to before she flies to America.

DAMON

(to Baroness)

You could get to Brunder, couldn't you?

DR. ALFRIG

Can't risk it, Damon. She's gambling enough already.

Dr. Alfrig takes the candle from Damon, places it into a candelabra.

BARONESS

What I hear is Axle Brunder has only three obsessions. Adolf Hitler, that silly religion of the SS... and an actress. The one who does the propaganda films.

DR. ALFRIG

Which would explain this.

Dr. Alfrig starts the film. Projected on the opposite wall, Gwen appears - a stunning, lithe 20-something bombshell bravely fighting off cruel Gypsies.

BARONESS

That's the one.

Damon walks to the wall, watches Gwen. Part of the film projects on his body.

DAMON

His office was plastered with her pictures. What if I ...

BARONESS

Darling. Every high ranking officer and confident businessman in Germany has tried and failed to charm her. She rejects them all.

DAMON

Maybe she's just got good taste.

BARONESS

Maybe too good for you.

Damon turns around.

DAMON

Everyone's got a weakness.

DR. ALFRIG

I don't see one.

BARONESS

I hear she's not too happy doing propaganda films.

DAMON

(smiles)

Really?

QUICK MONTAGE -

Damon gathers news clippings about Gwen: her films; social gossip; visiting children; photos of her with Nazi bigwigs at parties.

INT. CORONER'S OFFICE - DAY

Title: Medical Examiner's Office, Friedrichshafen - April 1

Franks body's been carved up. The MEDICAL EXAMINER shows Frank's opened stomach to SS Captain Ossman.

MEDICAL EXAMINER

He ate Frikadelle two days prior to death. There's only one city...

SS CAPTAIN OSSMAN

(smiles)

Berlin.

EXT. SOUND STAGES - NIGHT

Title: UFA Film Studios - April 4

Sound stages glitter with thousands of tiny lights strung in trees. Behind them, fireworks explode. The party reeks of money. Swastikas hang from every conceivable edifice.

We focus on a movie poster - "Die Walkriye". Gwen's sexy face is framed by wings of an angel. Her costume has swastikas sewn in.

INT. SOUND STAGE, UFA FILM STUDIOS -

A flutter of FLASH BULBS as the media photographs GWEN. Nazi party hotshots fawn over her. Gwen is polite, but clearly not thrilled to be there. Men in black-tie mingle with women dressed in the latest fashions. All haute couture.

Damon sips champagne with the Baroness. She exchanges nods of recognition with various people passing by. Damon watches Gwen discreetly.

Gwen sees a group of children try to push their way to see her. They're blocked by the adoring crowd. Gwen pulls away in mid-conversation and pushes through the crowd to reach the kids. She kneels down next to them. Their smiles stretch from ear to ear - as does Gwen's.

The Baroness spots an elderly Wermacht GENERAL, whispers in Damon's ear.

BARONESS

Chat time. Don't get into trouble.

We follow the Baroness as she charms the General.

GENERAL

I see you've found another young man.

BARONESS

Unfortunately their brains don't develop as fast as their other parts. Now, you must fill me in on the latest gossip...

LATER -

Damon spots Gwen slipping away towards the ladies room.

INT. POWDER ROOM -

Packed with ladies fixing their hair, exchanging secrets about the men outside.

Gwen takes a breather near a mirror. She's startled by Damon's reflection behind her.

GWEN

Who the hell are you?

DAMON

Ms. Zummer, I'm Jon Bass,
Associated Press. I've been
trying to get an interview with
you and...

Gwen looks around. The other women pretend not to listen,
but their ears practically stretch to catch every word.

GWEN

Don't tell me America's really
interested in our little movies,
Mr. Bass.

DAMON

(smiles)

I won't. They're not. But I'm
interested in you.

GWEN

(sarcastic)

How novel.

DAMON

I'm interested in how you feel
about doing these films.

GWEN

I love them, can't you tell?
(as if reading)

I'm proud our films show the true
spirit of the German people.

(bitchy)

Happy?

DAMON

So many German filmmakers left.
Fritz Lang. Billy Wilder.
Wouldn't you rather be working on
real movies? In America?

GWEN

You got your quote, mister. Now
why don't you leave before I have
you thrown out?

She turns away.

DAMON

Cause maybe I can help.

Gwen turns back towards him and digs in.

GWEN

Typical arrogant American.
Probably just running around
Europe picking up girls with your
parent's money. Well, I'm not
interested.

Gwen proudly stands to walk away.

GWEN

So take your little stories and
pretty smile and go home.

Damon stares at her, then smiles.

DAMON

At least you like my smile.

She storms off, infuriated.

INT. SOUND STAGE -

Damon finds the Baroness, who watches Gwen walk away in a
huff.

BARONESS

Swept her off her feet, huh?

DAMON

There's a thin line between love
and hate. Now I just have to
cross it...

(thinks)

...Your society friends have any
pull in this town?

EXT. HOSPITAL - DAY

Title: Richter Hospital for Retarded Youth - April 6

A large Bavarian mansion nestled in the woods. Gwen drives
her car up the driveway, past some swings and sandboxes.

She gets out of her car, heads for the front door. Standing
in the doorway is Damon.

GWEN

Don't tell me you're my interview.

DAMON

I was a jerk. I wanted to
apologize.

GWEN

No. You are a jerk and I don't
accept.

She turns to leave.

DAMON

Wait. Just talk to me for a second.

GWEN

I just did.

She keeps walking.

DAMON

There's about 60 mentally retarded children in there. I know you love kids and I told them you'd visit for the interview.

She stops, turns.

GWEN

How dare you!

DAMON

I thought you'd like it...
(conceding)
I was presumptuous.

GWEN

To say the least. You were stupid too. And you lied, 'cause I'm not going.

DAMON

I told them Gwen Zumner, the star of German cinema, the sweetheart of the National Socialist party would visit them. Think what a great story about the new Germany it would make.

GWEN

What makes you think I care about a story?

DAMON

Nothing... that's why I'm interested.

GWEN

Fuck you.

She's totally exasperated. Damon stops her.

DAMON

Look. How about we just go see the kids for a few minutes?
(more)

DAMON (cont'd)

After, you either do the interview
or you don't... I won't even ask.

She takes a deep breath.

GWEN

You don't deserve to get your way,
you know...

DAMON

I know.

GWEN

... and I won't do the interview.

Damon holds up his hands.

DAMON

Your choice.

Gwen grimaces, but nods okay. She looks around. The place
seems strangely quiet.

GWEN

How did you find this place?

DAMON

There's a lot going on in Germany
people don't know about.

INT. HOSPITAL FOYER -

The foyer is empty. Dust hasn't gathered yet.

GWEN

I don't hear any children.

DAMON

The ward's upstairs. Must be nap
time.

Damon climbs the stairs. Gwen's nervous about following.

DAMON

Come on. This is the new Germany,
remember? Hitler's solved crime,
corruption. And you helped. So
come up and greet the children you
inspire with your work.

She climbs the stairs.

INT. WARD ROOM, HOSPITAL -

Damon leads her in. The hall stretches the length of the building, with children's beds tightly packed together. Except for a few toys, the ward is barren.

GWEN

What kind of joke is this?

DAMON

They were here last week. You can still smell it - clean soap. That hospital antiseptic.

GWEN

And they disappeared?

DAMON

They're doing their part to solve Germany's food shortage.

Damon walks to the window sill and leans against it. A sense of apprehension grows in Gwen.

DAMON

You're not stupid. You know what the Nazi's are like. I can see it in your face.

GWEN

They do what's necessary.

DAMON

Really? Come take a look. The children are outside. The SS moved them last week.

Gwen hesitantly walks past the empty beds, toward the window.

DAMON

In Hitler's new Germany there's no room for invalids. Or weak people, or anyone else that doesn't meet his standards.

Gwen reaches the window. Outside is a garden of freshly dug graves - tiny and sixty in number. She turns back to the empty beds, tears forming in her eyes.

GWEN

It's horrible.

DAMON

That's what your leaders do. And they use your beautiful face to hide how ugly they really are.

She's frozen, stares at a child's toy laying on the floor.

DAMON

I can offer you a way out. A way to help stop this.

GWEN

People who stand against them don't live very long.

DAMON

Help me and I'll get you to America.

GWEN

Getting to America is easy. But without a Visa, they'll just throw me on the next boat back.

DAMON

I promise. You help me, I'll get you to America and you'll get a permit to stay.

GWEN

What would I have to do?

DAMON

I can't tell you 'till you say you're in.

GWEN

I knew you weren't a reporter.

Damon smiles.

DAMON

Take the chance, Gwen. You may not have another.

Gwen nervously stares out the window at the children's graves. She turns to Damon.

GWEN

Okay. I'll help you.

They share the moment.

DAMON

Good.

(offers his hand)

Damon West. United States Naval Intelligence.

GWEN

Now tell me.

DAMON
When we get to Berlin.

EXT. PATIO, EAGLES NEST - DAY

Title: Berdesgarden, Hitler's Summer Retreat, Germany - April 19

High in the Bavarian mountains. Hitler returns a salute to SS GENERAL VON GRAFMAN - an old aristocrat, straight back and gentle face. Von Grafman quickly heads for the stone steps leading down. Whatever he told Hitler couldn't have made the dictator any giddier. Hitler starts laughing and clapping gleefully with his sycophants - several GENERALS, mousey HEINRICH HIMMLER*, and lapdog EICHMAN*. Behind them, stretched on a sofa, a corpulent GOERING* shoots up heroin.

EXT. BERDESGARDEN -

Two stories below, at the retreat's main entrance, the General rushes towards a waiting motorcade. At its center is a Mercedes limo adorned with SS flags. An SS CAPTAIN opens the door, still hearing the joviality above.

SS CAPTAIN
The Fuhrer enjoyed your visit.

Von Grafman slides into the limo.

VON GRAFMAN
Have Axle Brunder sent to my office.

SS CAPTAIN
Yes, sir.

VON GRAFMAN
And have him ready to travel.

INT. SUPERINTENDENT'S OFFICE, HITLER YOUTH SCHOOL - DAY

Dr. Alfrig and Damon look over photo prints of the Hindenburg blueprints with a magnifying glass. The prints are tiny, in the shape of playing cards.

DR. ALFRIG
Here's what the Navy boys found.

The blueprint shows a room with SS special markings noted on it.

DAMON
The SS built this room?

DR. ALFRIG

SS Special Weapons Unit. What the room is, and where it is on the Hindenburg, we 'still don't know... Navy thinks they could be rigging the ship as a first strike weapon.

Dr. Alfrig sticks false fronts on the blueprint photos. The fronts make the photos appear like ordinary playing cards.

DR. ALFRIG

That's what you and Ms. Zumner need to find out. How's it going?

DAMON

Good. But she's a live wire. I don't know if she's reliable yet.

EXT. AMUSEMENT PARK - DAY

Title: Hitler's Birthday - April 20

Beer, bands, a ferris wheel and merry-go-round entertain Berliners. A huge banner reads "Herzlichen Glückwunsch zum Geburtstag an unseren Führer, Adolf Hitler". (Happy Birthday to our Leader, Adolf Hitler). Large posters of Hitler sway in the breeze.

Damon and Gwen walk through the crowd, drinking two large glasses of beer. She wears dark sunglasses.

GWEN

We've been "getting to know each other" for a week now.

DAMON

You're not ready yet.

GWEN

But I am ready.
(defiant)

At least tell me when.

Damon shakes his head "no" and smiles at her. She grimaces, dying with curiosity.

They pass three LITTLE GIRLS playing together. One of them holds a balloon by a string.

Gwen takes a sip of her beer, leaving a foam mustache on her lips. Damon wipes it off. The little girls giggle and look at them.

LITTLE GIRL #1

They're in love.

LITTLE GIRL #2

(to Damon and Gwen)

Are you in love?

..

Damon kneels next to them.

DAMON

Now I if we were in love, wouldn't
we be kissing and holding hands?

The little girls become shy. They shrug their shoulders, but don't say anything.

DAMON

Would some cotton candy help you
two think?

The girls nod, excited. Gwen watches Damon during the exchange - it warms her heart. Damon quickly goes to a cotton candy vendor, pulls out some cash.

DAMON

Two please.

He takes two sticks of cotton candy and hands them to the little girls. He looks up to see Axle approaching Gwen.

DAMON

Uh-oh.

Damon keeps his distance.

AXLE

(to Gwen)

What a pleasure to find the
Fuhrer's favorite film actress
enjoying his birthday.

Gwen is obviously not pleased to see him.

AXLE

My dear Mademoiselle, why do you
never return my phone calls...

GWEN

Maybe because you call so often,
ObenFuhrer.

Axle takes her hand and kisses it. She pulls it away. Axle turns to the crowd. He puts his arm around her.

AXLE

Ladies and Gentlemen. We are
honored by the presence of the
illustrious...

Axle stops as he realizes Gwen is pouring her beer on his pants and shoes. Everyone watches in shocked silence, except for the children who giggle. Damon slips into the shadows.

Axle becomes a mixture of embarrassed and angry. He stares down at Gwen until a thundering roar overcomes the silence.

Everyone looks up in awe. The small girl with the balloon lets it slip out of her hand. We follow the balloon up to see it disappear under...

...the enormity of the Hindenburg. The zeppelin showers propaganda leaflets on the festival like snow on a small village. The people celebrate. Gwen steps away from Axle.

Damon looks up at the magnificent airship with wondrous awe in his eyes.

One of the leaflets falls into his hand. It reads: Herzlichen Glückwunsch zum Geburtstag... (Happy Birthday.

EXT. BERLIN STREET - NIGHT

The cobblestone street glistens from falling rain. Damon leads Gwen out of a beer hall, covers them with a newspaper. He's pissed. She grabs his hand.

GWEN

Why the mood, today. What did I do?

DAMON

(serious)

Nothing.

GWEN

(mimics him)

Nothing.

(teasing)

Typical man. You're the same no matter where you're from.

Beside them, a car drives through a puddle, sending a spray of water against them. Without thinking, Gwen spins to scream at the departing car.

GWEN

JERKS!

The car pulls a U-turn to come back after them. It's a police car.

DAMON

Come on.

Damon grabs her arm, runs onto a side street.

EXT. BERLIN SIDE STREET -

They splash down the cobblestone street. Far behind them, the police car turns onto the street. Damon pulls her into a tiny alley.

EXT. BERLIN ALLEY

But the alley's a dead end. A wooden wall blocks them.

DAMON

There.

He starts climbing onto garbage bins to get over the wooden wall. She follows, nearly screams as he helps her over to the other side. The police car turns in, but they're gone.

EXT. BERLIN ALLEY, OTHER SIDE -

They race through the rain. Damon pulls her into a building alcove. They're soaked. They look back - the police car hasn't followed them. Gwen laughs, excitedly.

DAMON

(panting)

You are too much trouble.

GWEN

If you didn't want trouble mister,
you shouldn't have become a spy.

They look at each other seriously until she cracks up again.

Their eyes lock. Soaked, clothes cling to their bodies. The attraction between them flares. Damon breaks it off.

DAMON

Way too much trouble.

(motions to her)

C'mon... let me make sure you get
home okay.

INT. ENTRANCE, GWEN'S APARTMENT BUILDING -

A staircase snakes around a narrow wrought iron elevator shaft. Damon and Gwen squeeze together inside the tight elevator cage.

INT. IRON ELEVATOR -

The elevator starts up. Inside the iron cage, they're wet, facing each other, bodies touching, feeling each other's breath. As the floors pass, the sexual tension mounts again.

Gwen looks up at him, her body pressed against his. With his arms stuck at his sides, she stretches up, kisses him on the lips. He hesitates for a second, but she's hard to resist. He kisses her back. Their kissing intensifies.

Through the passing windows, we spot the distant moon. It's eclipsed by the passing of the Hindenburg.

EXT. RESTAURANT, BERLIN - DAY

A sign in the restaurant window reads: Frikadelle.

SS Captain Ossman shows photographs of Frank's dead face to a group of HITLER YOUTH. One of the kids points to the Hitler Youth Academy down the street - where Dr. Alfrig has his office.

EXT. GATES, AHNENERBE OFFICE - DAY

Title: SS Special Weapons Research Complex, Berlin - May 1

At the heavily guarded gate outside the compound, Axle's car waits to enter. Armed SS guards search it thoroughly.

INT. FOYER, AHNENERBE OFFICE -

Axle is frisked and his briefcase examined.

INT. GENERAL VON GRAFMAN'S OFFICE, AHNENERBE OFFICE -

The decor is dark and heavy. Axle enters, snaps his boots together and salutes.

AXLE

Heil Hitler.

VON GRAFMAN

Axle, my boy.

The men hug like father and son. Axle notices the General's forced smile.

AXLE

You seem troubled.

Von Grafman sighs, sits down. Axle sits across from him.

VON GRAFMAN

The security is smothering me.
The Gestapo watch me as if I were
the enemy.

AXLE

Even secret police must do their
job.

VON GRAFMAN

Gestapo are hoodlums. Hatchet men. Not officers like us.

AXLE

Forgive me General, I am eager to hear of your meeting at Brundergarten.

VON GRAFMAN

(smiles)

The Fuhrer was singing our praises. Jubilant. And he wants more weapons immediately.

AXLE

Good. Good.

VON GRAFMAN

I keep telling him research takes time. It took four years to develop nerve gas.

(smiles)

I mentioned your work. He was very pleased.

AXLE

Thank you.

VON GRAFMAN

Now he wants atomics...

(laughs)

Who knew that little Jew Einstein would be right.

AXLE

He stole his science from a German.

VON GRAFMAN

Never underestimate the enemy.

(thinks for a moment)

What do you think of America?

AXLE

Weak, self-centered country. If they had the will of the German people, they could do something with their resources.

VON GRAFMAN

They have massive industrial power protected by two great oceans no planes can cross.

AXLE

(smiles)

But we have our zeppelins.

Von Grafman hands Axle orders. As Axle reads them, his eyes widen in shock then pleasure.

VON GRAFMAN

The Fuhrer himself entrusted me with this crucial mission. I, in turn, entrust my finest officer ... you.

Axle jumps up to straight attention. Pride and fanaticism emanate from every pore.

AXLE

General. It is an honor to be chosen.

VON GRAFMAN

No one is to know about this. No one can be trusted. Not your friends. Not your family. And especially not the Gestapo. They may try to stop you.

AXLE

Nothing will stop me.

Axle snaps a sharp salute, hugs his mentor.

VON GRAFMAN

May the gods guide you.

AXLE

Thank you, sir.

Axle leaves. Von Grafman walks to the window and watches Axle enter his car.

VON GRAFMAN

(whispers)

Lord forgive me for what I have done.

INT. DR. ALFRIG'S CAR - NIGHT

Title: Berlin - May 2, 10PM.

Damon hops into Dr. Alfrig's car. The old agent is a ball of anxiety, drives the car into Berlin's dark streets.

DR. ALFRIG

We learned Axle Brunder is flying on the Hindenburg tomorrow.

DAMON

That's a first.

DR. ALFRIG

So is the Zeppelin Company loading
all their captains on one flight.

DAMON

The room the SS built. It must be
operational.

DR. ALFRIG

You and the girl have to be on
that flight. I assume she's fully
recruited?

DAMON

(shakes his head)

Oh, she's recruited, alright.

Dr. Alfrig hands Damon three tickets.

DR. ALFRIG

One for the actress. Two for you
and the Baroness.

DAMON

The Baroness'll be on the flight?

DR. ALFRIG

She understands the importance ...
You'll be her boyfriend again.
That'll explain how you can afford
it.

DAMON

What about Gwen's Visa?

DR. ALFRIG

Don't worry about the Visa. This
is an emergency, Damon.

Dr. Alfrig gives Damon the fake deck of cards.

DR. ALFRIG

Blueprints. They might help.
When you find the hidden room,
communicate with us - we'll tell
you what to do.

DAMON

And if I can't?

Dr. Alfrig stares Damon in the eyes.

DR. ALFRIG

The Hindenburg reaches America in
two and a half days.

(more)

DR. ALFRIG (cont'd)
If this is some kind of first
strike with a new weapon, you'll
do what you have to.

INT. HALLWAY, GWEN'S APARTMENT BUILDING - NIGHT

Damon steps out of the iron elevator, walks up to Gwen's door. Pulls out a key. He takes a deep breath - this is going to be hard.

EXT. HITLER YOUTH SCHOOL - NIGHT

Dr. Alfrig drives up to the school. In the distance, a car waits in the darkness. Inside it, SS Captain Ossman watches.

INT. GWEN'S APARTMENT - NIGHT

Elegantly decorated. Having unlocked the door, Damon enters.

GWEN (O.S.)
(from another room)
Hi... what's the big surprise?

She steps in wearing an open robe. Nude underneath, she's stunning. Damon has trouble looking her in the eye. He puts a ticket in her coat pocket.

GWEN
Something wrong?

DAMON
I'm gonna tell you the mission.

She jumps up in excitement, not aware of the distance that's been created between them.

GWEN
Finally.

DAMON
We're leaving on the Hindenburg
tomorrow. We're going to America.

She hugs him. Then stops. Looks at his face.

GWEN
There must be a big catch?

DAMON
I want to start this slow.

GWEN
(eyeing him)
The catch?...

DAMON

The SS Special Weapons Unit built a hidden room on the Hindenburg. My job is to find it and learn its purpose before the Hindenburg reaches America.

GWEN

And mine?

DAMON

The SS officer who built the room is running the flight. You have to get close to him.

GWEN

Close?

DAMON

Close enough for him to trust you.

GWEN

(getting pissed)
How close is that?

DAMON

Whatever it takes.

Gwen is thrown.

GWEN

Wait a second. You want me to...
how do you feel about this?

DAMON

We've got a job to do.

GWEN

You don't even care!?

She dresses hastily.

GWEN

Damn it, Damon.

DAMON

I can't care. And you can't either.

GWEN

So I'm the whore you found for the job and now it's work time?

He doesn't answer. Damon knows anything he says will just make things worse. Bang, she smacks him across the face.

GWEN

You've been using me all along.

DAMON

That's not true.

He looks away. Gwen gets in his face.

GWEN

What? Don't tell me there's more.

DAMON

(without looking up)

The officer is Axle Brunder.

Gwen is stunned.

GWEN

Oh my God.

Crying, she grabs her coat and runs out the door. Damon follows.

INT. STAIRS, GWEN'S BUILDING -

She tears down the stairs. Damon tries to catch up.

DAMON

WAIT! COME HERE!

EXT. GWEN'S APARTMENT BUILDING -

Damon bursts out the door, but Gwen is gone.

DAMON

Shit.

He runs around the block looking for her. The street is empty. Damon stops, catches his breath. He's screwed.

EXT. RHINE-MAIN AIRPORT, FRANKFURT - EVENING

Title: Rhine-Main Airport, Frankfurt - May 3, 8PM

A colossal hangar looms over a flat grassy terrain. A procession of elegant limousines and taxis from the Hof Frankfurt Hotel, brings the Hindenburg's wealthy passengers.

INT. RHINE-MAIN ZEPPELIN TERMINAL -

The air of elegance; freshly cut flowers, ceiling high windows, beautiful posters touting the majesty of zeppelin travel. Dozens of security officials check luggage while Deutsche Zeppelin-Reederei Officials tend to the excited passengers.

Sporting an elegant suit, Damon waits with the Baroness while their valises are inspected.

HEAD SECURITY OFFICIAL

(closing a valise)

Thank you for your patience,
Baroness. We've had bomb threats.

BARONESS

How reassuring.

Damon scans the passengers: an international mix of families, businessmen, vacationers - all rich and all wearing their finest clothes. But no Gwen.

BARONESS

(to Damon)

Missing something?

Damon smiles, but he's not amused.

DAMON

Better not be.

EXT. RHINE-MAIN HANGAR, FRONT - EVENING

The Baroness and Damon reach a group of excited passengers' chatting next to the hangar. A brass band plays the German national anthem and the Nazi rallying song, "Horst Wessel Lied" into the festive night air. Freight (beer barrels, mail, a coffin, storage trunks) destined for America waits in neat stacks nearby.

One passenger, JOSEPH SPAH*, 30-ish and wiry, runs to the stacks of cargo. Nervous security personnel swarm him.

SPAH

My dog.

He reaches through a small cage and pets his prize German shepherd, ULLA*.

CAPT. PRUSS*, with his ever present unlit tobacco pipe in hand, calls everyone's attention with crisp diction.

CAPT. PRUSS

Ladies and Gentleman....I'm Capt.
Pruss, the commanding officer of
the zeppelin Hindenburg's first
flight of 1937. On behalf of the
Deutsche Zeppelin-Reederei
Company, I wish to extend our
warmest welcome.

(more)

CAPT. PRUSS (cont'd)
(smiles)

And now, may I present to you the
pride of the German nation, and
the greatest aircraft ever created
by the hand of man.

On cue, the massive hangar doors begin to open. Rumbling can be heard as the shadow of a titan moves inside.

CAPT. PRUSS
Ladies and Gentleman... the
Zeppelin Hindenburg.

The band whips into the German National Anthem. An eight story docking tower emerges on railroad tracks, slowly pulls out the Hindenburg. A collective sigh of awe spreads among the crowd.

The Hindenburg is spectacular as multicolored spotlights weave around her silvery mass. Her size is astounding. Six dozen ground crewmen escort the floating colossus, holding its docking ropes in their hands. Another four dozen ground crew hold the Hindenburg's landing cable - strung along the belly of the airship. Relative to the Hindenburg, the ground crew look like tiny ants. Damon's awed by the sight.

Free of the hangar, the airship slows to a stop. Three staircases fold out from its belly. Porters and crew begin loading.

CAPT. PRUSS
Ladies and Gentleman, we are ready
to board.

Damon and the Baroness reach the passenger staircase. The bottom rung floats gently a few inches off the ground.

DAMON
(amazed)
What a machine.

Zeppelin-Reederei officials search the passengers again. In front of Damon, PETE LEMONT BELIN JR*, 24, a flamboyant American, has his lighter taken. The airship's Head Steward HOWARD KUBIS* - 40's, a man possessing charm wrought from years at the most elegant hotels - deposits the lighter in an envelope.

PETE
(protesting)
Hey, buddy, that's my lucky
lighter.

HEAD STEWARD KUBIS

Pardon me, sir, but hydrogen needs to be taken very seriously. Your lucky lighter will be gladly returned on arrival in America.

Pete shakes his head and starts up the stairs, Head Steward Kubis approaches Damon.

HEAD STEWARD KUBIS

Do you have any lighters, matches, any items that could create a spark?

Damon shakes his head "no".

INT. OFFICE, ZEPPELIN HANGAR -

The glow of candles flicker on 20 SS troopers kneeling inside. Like all SS, they're over 6 feet and strong. They wear solemn faces of men preparing for battle.

Acting as high priest, Axle leads them in an SS religious ceremony. He stands at a small altar: Mien Kampf on the left, sword on right, a black SS flag neatly folded in the center.

AXLE

Songs will be written. Your names will go down in history....

One by one, the men ceremoniously touch their small SS flags to the large flag in the room.

INT. FOYER, A DECK -

Damon escorts the Baroness up the stairs to the A deck, the upper of the Hindenburg's two passenger floors. Stewards carry their belongings. Elegant yellow silk, framed with perfectly shined aluminum trim, form the walls. Unlike what we've seen in Germany and America to this point, the zeppelin's decor is light and sleek - space age before there even was a space age.

STEWARD

Drinks will be served in the lounge at your convenience.

DAMON

(whispers to Baroness)

I'll look around. Meet me in the lounge.

Behind them, MR. and MRS. DOEHNER* try to calm their three excited children - WERNER* (6), WALTER* (8), and IRENE* (10).

INT. OFFICE, ZEPPELIN HANGAR -

Ceremony over, Axle's men replace their uniforms with mechanic's overalls.

INT. REAR ENTRANCE, HINDENBURG -

The ground crew finish loading freight into the ship. Axle's troops quickly rush up the rear staircase.

INT. PORTSIDE PASSENGER CORRIDOR, B DECK -

Damon watches Head Steward Kubis climb the stairs. They lift up, closing, as he reaches the top.

DAMON

No more passengers?

HEAD STEWARD KUBIS

Afraid that's everyone.

DAMON

Thanks.

INT. LOUNGE, A DECK -

The walls have exquisitely embroidered drawings documenting the history of airships. Tables dot the room. Across from the entrance, a promenade with large picture windows allows passengers to gaze out.

Damon sees the Baroness on the promenade. She looks at him and shakes her head "no". He takes off again.

INT. DINING AREA, A DECK -

Similar to the lounge except larger, the room has long, narrow cables. Damon peeks in, two stewards lay out beautifully quilted tablecloths.

EXT. RHINE-MAIN AIRPORT, FRANKFURT -

With a mechanical THUD, the metal anchor, which forms the first 6 feet of the Hindenburg's bow, releases from the docking tower's top. The great airship is free. Capt. Pruss has calculated its weight perfectly, and the ship suspends in air, neither rising nor falling. He yells out from the control gondola suspended underneath the front of the Hindenburg.

CAPT. PRUSS

Release the lines!

The ground crew let go of the airship's ropes. The docking tower moves away, giving the Hindenburg more space.

CAPT. PRUSS
(yells)

UP SHIP!

The call goes down the line. Each foreman on the ground urges his men on. The ground crew push gaffing poles against the zeppelin's belly and heave the gigantic craft toward the heavens. The men cheer jubilantly. The brass band plays the anthem again.

At 300 feet, the Hindenburg's four massive diesel engines rumble to life, drown out the music, and push the airship forward.

INT. LOUNGE, A DECK -

Passengers wave excitedly from windows. Damon's deep in thought. The Baroness hands him a glass of champagne.

BARONESS
I thought she was all set.

DAMON
She didn't respond well to the mission.

BARONESS
Then this is where your famous American ingenuity comes into play, no?

DAMON
I was hoping I wouldn't need it so soon. How about our other friend?

BARONESS
Haven't seen him either.

DAMON
(raising his glass)
... two and a half days.

EXT. DACHAU CONCENTRATION CAMP - NIGHT

Title: Over Southern Germany

The camp gate reads: Arbeit Macht Frei (Work Makes You Free) Gaunt prisoners gaze up. High above, the Hindenburg speeds by at 90mph.

INT. DINING ROOM, A DECK - NIGHT

If the world wasn't passing by the windows, you'd swear this was a five-star restaurant in the heart of Europe. A four-course dinner is served on fine china by waiters in crisp white jackets. From a piano, a CHAUNTRESS and PIANIST entertain with Parisian songs.

Near the dining room's entrance, the Doehners eat with their three children. Werner lifts his chair like it was a feather.

WERNER

Uberboy.

MRS. DOEHNER

Werner Doehner!

Axle, wearing a crisp SS dress uniform, steps out from the doorway and pats the young boy's blonde hair, smiling.

AXLE

Good German bloodlines.

The boy beams proudly. His mother smiles politely. Axle spots Capt. Pruss, a senior Luftwaffe, MAJOR WITT*, and a GERMAN MILITARY ATTACHE, dining. He saunters toward them.

Across the room, Damon dines with the Baroness.

BARONESS

Guess what slithered out to feed?

Axle greets the others and takes his seat. A nervous steward hands him a menu. Axle's eyes glance at it, then narrow as he spots someone entering the dining room. Damon looks over to see Gwen walk in and sit at an empty table. Axle seethes at her presence.

BARONESS

Your work's cut out for you.

DAMON

Our work. Can you get Axle to give us a tour?

The Baroness smiles, folds her napkin on the table, and heads for Axle's dinner group.

Damon grabs a pen and paper from his jacket, makes his way to Gwen. She's alone, sipping tea, looking out the window.

DAMON

Ms. Zumner. Would you honor me with your autograph?

Without looking up, she takes the pen and paper from him.

GWEN

(quietly)

You don't deserve it.

Damon looks to the Baroness - Axle's whole table is on their feet, clicking their heels, and kissing the Baroness' hand.

DAMON

(whispers)

Where the hell were you?

GWEN

(curt)

My stateroom. I pre-boarded.

DAMON

They don't let passengers pre-board.

GWEN

Well, they made an exception. Some people know how to treat a lady...

DAMON

C'mon Gwen.

GWEN

... and some don't.

DAMON

Look. Axle's gonna show us the ship. Come. You know what to do.

GWEN

(biting)

You know I know what to do.

That hurts, but Damon hides it. He takes back the autograph, takes her hand, holds it firmly.

DAMON

This isn't a game.

Gwen snatches her hand back and glares at him. The last thing he needs is a scene. He stands up and rejoins the Baroness, who's now back at their original table.

BARONESS

Well?

DAMON

I think she's okay. You?

BARONESS

He couldn't refuse. We'll meet after dinner.

Damon relaxes..

DAMON

Now we're getting somewhere.

INT. DR. ALFRIG'S OFFICE, HITLER YOUTH ACADEMY - NIGHT

SS Captain Ossman sits in Dr. Alfrig's seat. The doctor's nervously seated across from him. Around them, SS investigators search the room.

SS CAPTAIN OSSMAN
We've traced this man to you.

He shows Dr. Alfrig a picture of Frank, Damon's dead partner.

DR. ALFRIG
He does not appear familiar.

SS CAPTAIN OSSMAN
Of course not. Why should he?
You are well known for your great
patriotism, a teacher of our
youth, and this man was a
criminal. But... our trail still
does lead to you.

Ossman slides out a stack of Dr. Alfrig's papers.

SS CAPTAIN OSSMAN
Hindenburg time schedules. Train
schedules to Munich. Tell me
Doctor, who did you send aboard
the Hindenburg?

Dr. Alfrig's cornered. He wipes his sweating forehead with a handkerchief and rises feebly to his feet.

DR. ALFRIG
You must excuse me. Nerves have
an unfortunate affect on men of my
age.

EXT. BUILDING, HITLER YOUTH ACADEMY -

Outside Dr. Alfrig's bathroom window, an SS Private hides behind a stone outcropping, waiting. The window opens, Dr. Alfrig struggles through. The SS Private smashes a rifle butt across Alfrig's shoulders. The doctor crumbles into the mud. The SS Private's boot slams down on the doctor's neck.

SS PRIVATE
Captain!

Ossman appears at the window, shakes his head.

SS CAPTAIN OSSMAN
You intellectuals always think
you're smarter.
(to the Private)
Throw him in my car.

The Private helps Dr. Alfrig to his feet. Alfrig jams his fist into the Private's crotch. The Private hits the ground in pain. Dr. Alfrig runs for the forest. The Private struggles up and chases after him.

SS CAPTAIN OSSMAN

(screams)

DON'T KILL HIM!

Not much of a contest, the younger man quickly gains.

Dr. Alfrig runs across the railroad tracks. A WHISTLE SCREAMS. The last thing he sees is a swastika flying at him with 34 tons of locomotive behind it. The train screeches to a halt, its wheels grinding a shower of sparks into the night air, but Dr. Alfrig is already a mangled mess underneath.

SS CAPTAIN OSSMAN

IDIOT! HOW AM I TO INTERROGATE HIM NOW?!

INT. DR. ALFRIG'S OFFICE, HITLER YOUTH ACADEMY -

Ossman's on the phone.

SS CAPTAIN OSSMAN

...Telegram the Hindenburg.
ObenFuehrer Axle Brunder. Ready?...
Possible saboteur on board...

EXT. WESTERN GERMANY - NIGHT

Title: Over Northern Germany

A pale moon watches over an endless plain of white clouds. A bump moves under the clouds, like a fish skimming beneath the water's surface. The Hindenburg rises.

INT. CORRIDOR TO SMOKING ROOM, B DECK - NIGHT

Located below the A deck, this deck has windows lining the floors. Axle waits in the hallway as Damon and the Baroness approach.

AXLE

Baroness.

BARONESS

ObenFuehrer Brunder, may I present
to you my escort, Damon West.

Damon offers his hand. Axle shakes it politely, eyes Damon suspiciously - is there something he recognizes?

DAMON

Glad to meet ya.

AXLE

(cold)

American informality... charming.

(to the Baroness)

Shall we begin?

DAMON

You forgot one.

Damon directs Axle's attention to Gwen, who descends from the A deck. If Axle was a dog, his neck hair would be prickling. He glares at the Baroness.

BARONESS

My dear ObenFuhrer, surely you
know Gwen Zummer...

AXLE

Surely I do.

Axle turns and opens a door just as Gwen approaches.

AXLE

Let us begin. This leads to the
Hindenburg's bar and smoking
lounge. It's the only pressurized
room on the ship and has one
electric lighter which cannot be
removed. The double doors prevent
stray hydrogen from entering.
Only one door can be open at a
time.

Gwen rolls her eyes.

DAMON

And this one?

AXLE

To the zeppelin's interior.

Axle opens it. He glances at Gwen - who glares at Damon. Axle proceeds inside. Damon pushes Gwen in front of him and the Baroness. The Baroness watches the whole interaction.

DAMON

(whispers)

You're an actress. Act.

INT. KEEL CORRIDOR -

Axle leads his little tour onto the narrow catwalk of the corridor, which seems to stretch forever.

AXLE

The Keel Corridor runs the length of the Hindenburg. All storage rooms, passenger and crew areas are to it's sides and only occupy some five percent of the zeppelin's volume. Another corridor runs through the zeppelin's axis. The corridors are connected by ladder shafts used by crew and to vent gasses.

DAMON

What kind of gasses.

AXLE

The Hindenburg was originally designed to fly on helium, but the United States has the world's monopoly, and chooses not to sell us any.

BARONESS

I thought this part of the ship was where the hydrogen was.

AXLE

She's divided into 16 main chambers, each holding a separate gas cell. Total gas volume is 3 million cubic meters.

Damon nudges Gwen.

GWEN

(barely trying)
How exciting.

Axle doesn't notice. The Baroness takes Damon's arm into hers and sneaks a kiss onto Damon's neck.

BARONESS

(sexy)
Excites me.

Gwen fumes. Axle turns, disgusted, and resumes his tour.

INT. KEEL CORRIDOR, AT BOW -

They reach the zeppelin's front. Behind them, the keel corridor curves down, following the contour of the ship's bow.

AXLE

This is the bow. My favorite part.

He points to the windows of the bow, which part clouds as the airship flies through.

BARONESS

Certainly romantic. Don't you think?

• •

She folds her arm into Damon's and snuggles. Gwen turns to Axle.

GWEN

(leading him on)

What about you, ObenFuhrer?

Axle's uncomfortable, not used to this attention from Gwen.

AXLE

Yes, I do, Mademoiselle.

GWEN

Please... Gwen.

AXLE

Very well.

(beat)

That is all you probably care to see of the ship's innards. I'll lead you back now.

DAMON

Thank you, ObenFuhrer. What'ya say we all have a drink together this evening? All of us.

Axle hesitates, looking for words to back out with. The Baroness grabs his arm and leads him down the corridor

BARONESS

I insist, ObenFuhrer.

(whispers in his ear)

I think you've caught Ms. Zummer's interest.

Damon looks at Gwen, she glares at him - just as Axle looks to see. Gwen smiles at Axle, like a caught school girl.

INT. BARONESS'S STATEROOM. A DECK -

A six foot by ten foot room with two beds, a vanity mirror, air-conditioning (in 1937!), and a hot and cold water tap.

Damon throws his shirt on the bunk, pissed.

DAMON

What the hell were you doing out there?

BARONESS

Saving our asses, that's what.
There's obviously more going on
between you and Gwen than I knew
about.

DAMON

So why make it worse?

BARONESS

Because a little jealousy'll get
her into Axle's arms faster than
anything else at this point...
That is what you want?

DAMON

(reluctant)

Of course.

BARONESS

Then you should be thanking me.
I set the stage.

DAMON

Fine.

(beat)

We'll let them meet alone tonight.
I'll check the ship's intercom and
power lines, see if I can trace
them to the room.

BARONESS

And me?

DAMON

Talk to the other passengers. See
what you can find out.

INT. KEEL CORRIDOR -

The door from the passenger area to the ship's innards creeps
open. Damon peers in, no one's there. He quietly slips
inside.

Where the crew quarters end and the gas cells and girders lay
exposed, Damon steps off the catwalk... just as MS. IMHOFF,
the Hindenburg's maid, steps into the hallway.

Damon climbs up a girder, away from the catwalk, and squeezes
between the gas cell and the ship's exterior skin. Moving is
slow, but he's hidden from the catwalk.

INT. AXLE'S STATEROOM, NEXT TO KEEL CORRIDOR - NIGHT

Axle grooms himself. He sits at a makeshift SS altar - a
smaller copy of what we saw at the airport hangar. KARL,
Axle's right hand man, enters.

KARL

Telegram from Capt. Ossman.

Axle reads it, hands it back to Karl.

AXLE

(annoyed)

Get the ship's manifest. I want a list of all passengers and crew who could be suspects. Start patrols, too. But, out of sight of the passengers. I don't want them getting word of this.

KARL

Yes, ObenFuhrer. Will you want to speak to the men?

AXLE

I have other responsibilities tonight.

KARL

Ah, yes, with Ms. Zummer?

AXLE

She's there by Baroness von Tier's invitation, not mine.

INT. SMOKING ROOM, B DECK - NIGHT

Night owls drink and smoke. Pete's at the bar. Axle waits on the couch. As Gwen enters, everyone's attention turns to her.

PETE

Hello...

(catches Axle's glare)

...Good-bye.

Pete returns to his drinking buddies. Gwen sits down next to Axle on the couch that circles the room.

AXLE

They must be late.

GWEN

Good. The American's a bore.

AXLE

You seemed to know each other.

GWEN

He asked for my autograph at dinner. Those Americans think the world exists to entertain them.

Axle can't help but smile.

INT. KEEL CORRIDOR, NEAR BOW -

Damon slips down onto the catwalk. He pops open the Hindenburg's telephone distribution panel, keeps a wary eye on the empty corridor. Disappointed by not finding anything unusual, he closes the panel.

INT. KEEL CORRIDOR, CENTER OF AIRSHIP -

The roar of the engines is significantly louder here. Built astride the catwalk are a series of rooms. Damon slips through the door labeled: Elektr. Kraft Anlange. (Electric Power Engine).

INT. ELECTRICAL ROOM, NEXT TO KEEL CORRIDOR -

Two 50 horsepower diesel engines purr, driving electric turbines. Damon ducks in and closes the door behind him.

Checking the electric transformers, a smile breaks on his face.

DAMON

Bingo.

A new set of cables run from the generators into the corridor. Whatever's at the end of these cables eats a . . . of power.

INT. KEEL CORRIDOR, CENTER OF AIRSHIP -

An SS man patrols the corridor. Behind one of the oil . . . lining the sides, Damon waits.

When the man is gone, Damon quietly moves toward the ship's rear. His eyes follow the new cables.

EXT. HINDENBURG - DAWN

Title: Near the Coast of England - 6AM

6,000 feet below, sea waves tumble upon each other. The Hindenburg speeds by.

INT. KEEL CORRIDOR, NEAR BACK -

The cables veer up the wall of a ladder shaft. Damon is exhausted, he's been searching all night. He gazes up 11 stories to the top of the Hindenburg, starts to climb.

INT. CONTROL GONDOLA -

The quiet work of the three men on duty is broken by a sudden surge of activity. Capt.

Pruss climbs down the stairs, followed by two other zeppelin captains, LEHMANN and SAMMT. Last one down is Axle.

AXLE

Location?

NAVIGATOR

30 minutes from range, sir.

INT. LADDER SHAFT, NEAR ROOF -

Damon's traced the cables up the entire 13 stories. Above him, the shaft divides into two tunnels, each topped with a large open gas vent. The cables disappear behind one of the forward hydrogen cells. He looks for a way to follow them and spots a zipper which seals a large flap - a camouflaged entrance.

HANS

ALARM!!! ALARM!!!!

12 stories below, one of the SS men (HANS) climbs the ladder. He's spotted Damon.

For Damon, the only escape is up.

INT. KEEL CORRIDOR -

A RIGGER looks up the shaft. He grabs a nearby phone.

RIGGER

Intruder. Cell 6.

EXT. TOP OF HINDENBURG -

Damon crawls out of one vent and runs through the wind towards another. A pregnant orange sun peeks over the horizon. The white cliffs of Dover appear below.

Two British Spitfires thunder over the airship.

Damon drops to his stomach, crawls the rest of the way.

Hans pops his head out the vent, but Damon's already disappeared. The Spitfires roar overhead again.

INT. LADDER SHAFT -

Hans slides down the original ladder like a fireman, screaming.

HANS

ALARM!! ALARM!!! INTRUDER!!!!

INT. DIFFERENT LADDER SHAFT -

Damon quickly climbs down.

INT. KEEL CORRIDOR, NEAR CREW QUARTERS -

SS men pour out of the crew quarters. Their sergeant screams.

SS SERGEANT
Cell 6. In the rear.

INT. CONTROL GONDOLA -

A British PILOT'S VOICE crackles over the short range radio.

BRITISH PILOT (O.S.)
Airship Hindenburg. You are
violating British military
airspace. Turn to a heading South
West one hundred forty degrees.

Capt. Pruss holds the microphone in his hand.

CAPT. PRUSS
My sincerest apologies. We are an
airship. The wind has blown us
off course.

He clicks off the mic, grimaces at Axle.

AXLE
Let them whine. Proceed on course.

RADIO OPERATOR
ObenFuehrer, intruder. Cell 6.

Axle jolts up the ladder.

INT. CENTRAL CORRIDOR, -

Damon races through the center of the Hindenburg, toward the bow.

INT. KEEL CORRIDOR -

Four SS men run down the catwalk, eyes scanning the ceiling and walls. They pass Hans as he sprints for the bow.

HANS
Spread out!!

Underneath the catwalk, Damon hides. He's making his way forward. Down the corridor we hear Axle screaming.

AXLE
WATCH THE PASSENGER DOORS. COUNT
THE CREW.

INT. KEEL CORRIDOR, NEAR CREW QUARTERS -

Axle and Hans run up to each other. Karl catches up.

HANS
(quick; out of breath)
He was dark haired. About one
- point eight meters tall. Well
built.

AXLE
Cut face?

HANS
Sir, I did not get a good look.

Axle turns, heads for the door to the passenger quarters.
Four SS men follow.

AXLE
(to Karl)
The Baroness' young American.

Karl nods.

INT. KEEL CORRIDOR -

Damon slips along the girders, heading for the passenger
quarters.

INT. DINING ROOM, A DECK -

Axle glances in on the passengers taking breakfast. The
Baroness eats alone. Axle straightens his uniform,
approaches her.

AXLE
Excuse me Baroness. I would like
a word with your American escort.

BARONESS
He's asleep.

INT. STARBOARD PASSENGER CORRIDOR, A DECK -

Axle, Karl, and Head Steward Kubis stand at the Baroness'
door. Axle knocks.

AXLE
Mr. West. This is ObenFuhrer
Brunner. May I speak with you?

No response.

INT. KEEL CORRIDOR -

Damon looks from behind a water tank. Down the catwalk are
the two entrances to the passenger area - both have men
posted at them. Access to the passenger area is cut off. He
takes out the deck of playing cards.

INT. STARBOARD PASSENGER CORRIDOR, A DECK -

Axle knocks again.

AXLE

Mr. West. Are you there?

(to Kubis)

Open it.

INT. KEEL CORRIDOR -

Hiding behind a bulkhead, Damon frantically looks through the cards - there's got to be another way in. Around him, SS men comb the keel corridor.

INT. STARBOARD PASSENGER CORRIDOR, A DECK -

Head Steward Kubis pulls out his master key and twists the lock open. The lock clicks. He starts sliding the door open.

BARONESS (O.S.)

HOW DARE YOU!

The men turn to find the Baroness storming down the corridor.

INT. CRAWL SPACE, A DECK LEVEL -

Damon's above the keel corridor, between the walls of the A deck. He pulls open a wall panel under an air-conditioning duct.

INT. STARBOARD PASSENGER CORRIDOR, A DECK -

BARONESS

What are you doing entering my room?

AXLE

Business of the Third Reich.

Excuse me, Baroness.

Axle slides open the door.

INT. BARONESS' STATEROOM, A DECK -

Axle peers inside. A figure lays under the blanket. Axle steps in, touches the blanket. Damon jumps.

DAMON

What the hell?!

Axle's stunned.

AXLE

I ... apologize, Mr. West. I needed to speak with you. There was no answer.

The air-conditioning blowing through the vent, starts pushing open the wall panel that Damon removed. The panel leans forward a few inches, teetering on falling open. Damon is the only one who sees it! ♦

DAMON

(pissed)

So you barge into my room. Nice hospitality.

BARONESS

(from the doorway)

I thought the SS had better manners.

AXLE

Again, I apologize. When you are ready, I would still like a word with you. The steward can lead you to me.

As Axle walks to the door, the wall panel falls open even wider. If he turns around, Damon's nailed. The Baroness sees it too. As soon as Axle's out in the hall with her, she quickly slides the door closed behind him.

Damon hops out from under the sheets, still fully dressed. He grabs the panel just before it collapses to the floor. Behind it, a crawl space descends down to the keel corridor.

INT. STARBOARD PASSENGER CORRIDOR, A DECK -

BARONESS

My good friend, ReichFührer
Himmler would certainly not
approve of your behavior.

Axle ignores her, walks away with Karl.

AXLE

(quietly to Karl)

This isn't over yet. Get Hans.

INT.. FOYER TO SHOWER ROOM, B DECK -

A small room decorated with flower prints. Behind the next door, we hear the shower running. Damon enters and closes the door behind him. He carries a small toiletry bag.

Leaning against the shower door, he knocks.

DAMON

It's Damon.

GWEN (O.S.)

You lost your shower privileges.

Damon pulls a lock pick from the sole of his shoe and jimmies the lock.

INT. SHOWER ROOM, B DECK 6

Damon slides the door open. Gwen's wearing a towel, about to step into the shower. Seeing him, her eyes could be daggers.

DAMON

Thanks, I'd love to come in.

GWEN

Asshole.

She turns away from him, steps into the shower and pulls the curtain closed.

DAMON

How did it go last night with Axle?

GWEN

How did it go last night with the Baroness?

DAMON

She works for Naval Intelligence.
How did it go?

GWEN

He showed up.

DAMON

And.

GWEN

We talked.

DAMON

(getting irritated)

And.

GWEN

What if I told you he took me to his room last night?

Damon pauses.

GWEN

What if I told you I was washing his sweat from my body.

Waits for that to sink in.

GWEN

Well, I'm not, and he didn't. I'm not nearly as convincing an actor as you.

Damon whips open the shower curtain.

DAMON

- Look, Gwen. What happened between us happened. I'm sorry. I tried to stop it, but I couldn't.

GWEN

You should have told me up front.

DAMON

In this business you're told what and when you need to know.

GWEN

When we were in bed, I needed to know.

She whips the curtain back closed again. Damon leans against the wall.

DAMON

Please. We've got a job. I do mine. You do yours. We both get what we want.

GWEN

Right.

DAMON

I think I found the room... or at least some kind of a hidden door. I still need your help.

She hops out of the shower, throws on her bathrobe.

GWEN

Well if he tells me anything, I'll let you know.

DAMON

Thank you.

She grabs her belongings and slides open the door. As she leaves-

DAMON

Did he take you to his room?

Gwen stops.

GWEN

No. He's not as naive as me.

She slides the door closed. Damon locks it. He pulls a camera out of his bag.

Opening the camera's film compartment, he removes telegraph equipment and connects a wire to a metal frame of the shower - starts tapping. Waits for a response... Nothing.

INT. DR. ALFRIG'S OFFICE, HITLER YOUTH ACADEMY - DAY

Children look into the office. The place has been cleaned out - empty. Not even the desk is left.

INT. OFFICER'S MESS, NEXT TO KEEL CORRIDOR - DAY

Small, with two tables and a row of windows on the floor. Axle sits, examining the passenger manifest. Damon's let in by Head Steward Kubis.

DAMON

Now what was so important that you broke into my room?

AXLE

We have a surprise for you. An old friend is on board.

DAMON

Of mine or yours?

AXLE

Perhaps both.... Hans?

Karl steps into the room with Hans. Damon immediately recognizes Hans but plays it cool while Hans looks him over.

AXLE

Ah, Hans. Good of you to come.

(to Damon)

Do you remember Hans?

Axle gets up, leads Hans to Damon. The men face each other.

AXLE

Hans here told me you look like an American he met in Dusseldorf. He was very excited to make your acquaintance again.

DAMON

(offers his hand)

I don't believe I've had the pleasure. Good to meet you though.

Hans studies Damon carefully, shakes his hand.

HANS

Greetings.

AXLE

So tell me Hans, is this the American you met?

HANS

It's hard to say, ObenFuhrer.

DAMON

Dusseldorf? I was there last spring.

AXLE

Think, Hans. You were so excited. We want to be sure.

Hans eyes Damon, but shakes his head.

HANS

It could have been.

AXLE

There are no other passengers on board who resemble your old friend.

HANS

I'm sorry ObenFuhrer.

AXLE

(not pleased)

Very well. You are dismissed.

HANS

Heil Hitler.

As Hans steps out, Karl leans in, hands Axle a note.

KARL

(whispers)

This was delivered to you. It's from a certain actress.

Axle reads the note, a slight smile crosses his face, he becomes distracted.

DAMON

We through here, buddy?

Axle looks up at him.

AXLE

Mr. West, I am not your "buddy". We are through for now.

INT. KEEL CORRIDOR -

The steward leads Damon back to the passenger area. Far. Axle watch from the officer's mess door.

KARL

There are other Americans on board.

AXLE

No. I am certain it was him. If I knew how he got in and out of the passenger quarters, he would be dead already.

(thinks)

Stay close to him, Karl. Let's see how he handles pressure.

INT. HALL, AHNENERBE OFFICE - EVENING

Five grim faced GESTAPO AGENTS, dressed in trench coats, storm past the secretaries.

INT. VON GRAFMAN'S OFFICE, AHNENERBE OFFICE -

Von Grafman checks the bullets in his Luger, returns it to its holster and pours himself a glass of Schnapps. The Gestapo enter.

GESTAPO CAPTAIN

General Wheilam von Grafman?

GENERAL VON GRAFMAN

Yes.

GESTAPO CAPTAIN

Your presence is requested at 1343 Studen Strasse.

GENERAL VON GRAFMAN

And why would that be?

GESTAPO CAPTAIN

Questions on ObenFuhrer Brunder and the flight of the Hindenburg.

Von Grafman sips on the Schnapps, smiles.

GENERAL VON GRAFMAN

Tell your masters I am an SS officer and I don't wallow with swine.

The Gestapo Captain motions to his men, who move towards Von Grafman.

GESTAPO CAPTAIN

By Reich Order seven thirty six, any German citizen refusing will be arrested..

Von Grafman pulls out his Luger. The men step back.

GENERAL VON GRAFMAN

Tell your master I'll answer his
questions in Hell.

The old General puts the Luger into his own mouth and pulls the trigger. His head explodes across the back wall.

The Gestapo are stunned. Von Grafman's SECRETARY runs to the door, screams. The Gestapo Captain walks over and smacks her, hard. She shuts up quick.

GESTAPO CAPTAIN

This office is under Gestapo
control. No one enters or leaves
without my permission.

Dazed, the woman goes back to her desk, gets on the phone. People gather in the doorway, horrified. The door's slammed shut in their faces.

GESTAPO CAPTAIN

(to the two men)

Tear this place apart. Find me
what he's hiding.

(beat)

And telegraph our agent on the
Hindenburg. See if you can find
out what Brunder and Von Grafman
are doing.

The Gestapo men start digging through Von Grafman's files.

EXT. HINDENBURG - NIGHT

Title: Over the Atlantic Ocean

10,000 foot columns of clouds fill the sky. Against them, even the enormous Hindenburg appears meager.

INT. TELEGRAPH ROOM, NEXT TO KEEL CORRIDOR -

Telegraph operator SCHWIEKART* receives a telegram. He yells down the hall.

SCHWIEKART

Get a steward. I have a telegram.

INT. LOUNGE, A DECK -

The black-tie party rages. Axle rings his pen against the crystal glass in his hand. All music and conversation stops.

AXLE

Ladies and Gentleman. It is our
privilege to have a star of German
cinema in our company.

(more)

AXLE (cont'd)

To honor her, I have prepared a special surprise.

(a teasing smile)

If you could all look out the promenade windows.

He takes Gwen's hand and escorts her to the window. The passengers eagerly line the glass.

Karl keeps an eye on Damon, who's with the Baroness. Damon whispers to her.

DAMON

What now?

Axle smiles at Gwen. He waves his hand. At the door, Head Steward Kubis passes on the signal. All A-Deck lights go off.

EXT. HINDENBURG -

One by one, all the Hindenburg's lights turn off, interior and exterior. The engines shut down.

Surrounded by gigantic clouds and thousands of miles of ocean, the Hindenburg floats in silence and darkness.

INT. LOUNGE, A DECK -

Axle whispers in Gwen's ear.

AXLE

For you, my dear.

On cue, music pierces the silence - Wagner's "Ride of The Walkries" plays from loud speakers.

EXT. HINDENBURG -

The deep dark Atlantic is filled with music. Gwen's propaganda films flicker onto the passing clouds, projected 20 stories high. German troops march like giants. Gwen heroically waves at them. It's beautiful, powerful.

INT. LOUNGE, A DECK -

Passengers gasp, some clap. Axle turns to Gwen. What can she say - she hates her films, but it's an awe inspiring sight and a wonderful gesture. Axle kisses her. She doesn't pull away.

Damon watches, his insides churning. In the background, Karl's suspicious gaze has switched from Damon to Axle. When Karl looks back, Damon is gone.

INT. FOYER, A DECK -

Damon heads for the foyer. Karl catches up, shadowing him.

INT. STARBOARD PASSENGER CORRIDOR, A DECK -

Karl sees Damon turn the corner and disappear into the stateroom corridor. He hurries to catch up. As he turns the corner, Damon's right in his face.

DAMON

Do we have a problem?

Karl stares at him, you can feel the tension. Then, without a word, Damon walks away.

INT. LADDER SHAFT -

Damon reaches the top of the ladder shaft. He finds the flap door in the gas cell wall.

INT. HIDDEN TUNNEL, INSIDE GAS CELL -

Damon pulls down the zipper, sees a suspended bridge leading into the gas cell. He hops in and hurries through it. The bridge swings under his steps.

Damon finds a locked door at the end of the bridge. He pulls out his lock pick and goes to work.

INT. CONTROL GONDOLA -

Axle walks the promenade with Gwen, watching the clouds. Karl, appearing sanguine, pulls him aside.

KARL

(quietly)

Word from Berlin. General Von Grafman has taken his own life. The Gestapo went to interrogate. The General pulled his gun before they could talk to him.

Gwen sees Axle stiffen, the emotional blow registers on his face.

INT. SECRET RADIO ROOM, INSIDE GAS CELL -

Damon enters the room, it's packed with radio equipment. He steps over to a control panel and sees a map of the Hindenburg's trans-Atlantic flight. American and British military radio stations, their frequencies and ID's are clearly marked.

Damon's puzzled by a device with a thin metal wire spooled from one reel to another. He hits a button.

The reels pull the wire through a magnetic reader; voices of British pilots crackle from a speaker

PILOTS*

... Mary Six, Dublin Dublin.
Patrol one, one zero, returning to
base...

Damon looks at the map, finds "Mary One, Dublin Dublin" listed. It's in Ireland. Over 600 miles away off the Hindenburg's flight path. The airship's ability to intercept radio traffic is astounding.

DAMON

Jesus, that's far.

Two crates catch Damon's attention. They have SS markings on them.

Damon opens the crates. What's inside horrifies him....

Gas masks. Dozens of them. Plus protective suits used by soldiers in biochemical warfare.

EXT. OCEAN - DAY

Title: Presidential Yacht, Atlantic Ocean

The President's 200 foot schooner, U.S.S. Potomac, bobs in the quiet waves.

INT. U.S.S. POTOMAC -

With the shades drawn, President Roosevelt and a few members of his cabinet watch Movietone News clips (Actual Newsreel footage).

On the screen, an AMERICAN WOMAN bubbles enthusiastically into the camera.

AMERICAN WOMAN

I think the Hindenburg's
marvelous. It's a floating Plaza
Hotel, I just love it.

A WELL HEELED MAN guffaws.

WELL HEELED MAN

Mr. Hitler got this one right,
alright. It's amazing what those
Germans can do.

Roosevelt puffs on his long cigarette.

ROOSEVELT
They can build a hell of a
propaganda machine, that's for
- sure.

CORLAND HULL
Smart man.

ROOSEVELT
Devious little bastard. I don't
trust him. And I don't trust
those balloons flying over our
heads either.
(looks to Marshall)
What's the latest from Donovan.

MARSHALL
He's got a man on the Hindenburg.

ROOSEVELT
And?

MARSHALL
So far we haven't heard anything.

EXT. HINDENBURG - MORNING

Title: South of Greenland

Three albatrosses glide majestically in the Hindenburg's slip
stream.

INT. BARONESS' STATEROOM, A DECK -

Damon taps away on the telegraph hidden in the camera. No
response. Frustrated, he wraps it up.

INT. LOUNGE, A DECK -

The Baroness and Gwen pass each other.

BARONESS
(whispers)
Meet Damon in the smoking room.

INT. SMOKING ROOM, B DECK -

Gwen opens the inner air-lock door. Damon's sitting in the
smoking room, motions clandestinely for her to wait.

INT. SMOKING ROOM AIR LOCK, B DECK -

Damon enters the air-lock, keeps the smoking room door
slightly ajar. They talk quickly and quietly.

DAMON

I found the room. We're on the biggest flying antenna in the world.

(beat)

I also found gas masks and body suits. The kind used for chemical warfare.

GWEN

(stunned)

Hitler doesn't want war.

DAMON

Fact is, Axle's got chemical warfare gear on board. You could carry a lot of gas on a ship like this.

GWEN

You can't be right.

DAMON

What if I am? We're a day away from landing. I can't even communicate with my superiors.

Somebody tries to open the room's outer door. It won't because the inner door is still ajar.

GWEN

So it's back on us.

DAMON

I gotta buy time. You need to get from Axle where he's keeping the gas... I don't know how, but you have to. Then just get the information to me. I'll handle it from there.

She looks deep into his eyes, then down.

GWEN

I'll get it.

She looks back up, their eyes lock. It's an identical room to the elevator in Berlin. The first time they've really, really looked at each other in days. Damon gently touches her face. The door knocks. Damon breaks off, then closes the inner door. The outer door opens.

Axle stares at them from the doorway. Karl's behind him.

AXLE

(instantly livid)

I'm obviously intruding.

But he doesn't move. The tension's thick. Damon steps into the corridor, turns to Gwen.

DAMON ♦
(incredulous)
This is the man you want?

Gwen lunges forward, spits in Damon's face.

GWEN
You wish you were that kind of man.

INT. PORTSIDE PASSENGER CORRIDOR, B DECK -

She slams the door. Axle's eyes are almost bloodshot in rage. He stares at Damon.

DAMON
Bitch. I'll tell ya what, pal.
You can have her.

Axle grabs Damon's neck, slams him against the wall. Damon shoves him off. Axle's like a pit bull ready to lunge again.

He controls himself. Damon straightens his own clothes and steps away from Axle. The men eye each other until Damon leaves, disappears up the stairs. Karl follows him.

INT. SMOKING ROOM, B DECK -

Axle enters. Gwen hugs him.

EXT. STERN PORT ENGINE POD -

The pod is suspended 25 feet out and down from the side of the ship's hull. At the rear spins a 40 foot propeller.

Damon descends the dangerously narrow ladder connecting the Hindenburg to the pod. 90mph wind nearly blows him off.

INT. STERN PORT ENGINE POD -

Damon slips through the hatch and into the cramped compartment surrounding the massive Daimler-Benz diesels.

He pulls the oil hoses from the engine. In seconds, its unlubricated crankshaft overheats and seizes. He climbs up the ladder.

INT. CONTROL GONDOLA -

An alarm rings on the engine control panel. CAPT. SAMMT - plump, acting as the Hindenburg's 1st Officer - picks up the phone.

CAPT. SAMMT
Engine two is down.

INT. AXLE'S STATEROOM, NEXT TO KEEL CORRIDOR -

Gwen looks nervously at the miniature SS altar Axle's assembled in his room; *Mein Kampf*, sword, SS flag, and unlit candles. It creeps her out.

AXLE

It was foretold. We are fated.

He approaches. Gwen looks at Axle's notes and letters neatly placed on his writing table.

Axle begins to kiss her neck. We read the apprehension in her eyes.

GWEN

Axle... we, uh...

EXT. STERN STARBOARD ENGINE SUPPORT ROOM -

Damon looks through the open door to the engine pod below. The mechanic is not there. Damon descends the ladder... just as an SS man enters, making his patrol rounds. The SS fails to see him.

The man checks the tanks filling the room, then glances through the window.

At the engine pod's exposed rear, Damon can be seen pulling out lubrication lines.

INT. STERN STARBOARD ENGINE POD -

Damon moves to the front of the diesel, to another set of lubrication lines. He takes a cautionary glance up the ladder hatch - the SS man jumps through the hatch, slamming his feet against Damon's chest. Damon's thrown against the engine.

The men wrestle, stumble backwards toward the rear - which is open to the world and the spinning propeller.

Damon's back presses against the crankshaft. The SS man climbs on top of him. Damon's shirt gets caught and rips off his back, coiling around the shaft. Sparks fly.

Damon brings his knees under the man's belly, and pushes out.

The man's grip breaks, his head and shoulders fall back into the propeller and instantly shred. SPLAT - red guts spray the silvery skin of the airship. The remaining body bounces off the wall.

Damon turns to run out, but sees the sparks have ignited the spilled lubrication oil. The engine's on fire. It spreads quickly. Damon tries to smother the fire, but it spreads too fast.

EXT. STERN STARBOARD ENGINE STAIRS -

Mechanic BAHACHOIZER* descends the stairs, horrified to see the engine aflame.

INT. STERN STARBOARD ENGINE POD -

Bahachoizer jumps in. Both men look at each other, realize the greater danger is the fire. Bahachoizer grabs a rag, helps Damon beat out the fire.

INT. CONTROL GONDOLA -

Capt. Pruss is on the phone. He stares out the window at the burning pod.

CAPT. PRUSS
Fire in engine one!

INT. MECHANIC'S QUARTERS, NEXT TO KEEL CORRIDOR -

Mechanic SCHREIBMULLER* runs in, screaming.

SCHREIBMULLER
Engine one's on fire.

Mechanics and Riggers race out of the room.

INT. AXLE'S STATEROOM, NEXT TO KEEL CORRIDOR

Axle's kissing becomes more frantic, like a shark at a feeding frenzy. Gwen tries to control him.

INT. STERN STARBOARD ENGINE POD -

The fire is extinguished and the engine is dead. Damon grab's hold of Bahachoizer, ready to snap his neck - but can't kill a terrified, defenseless man.

DAMON
Don't follow me.

Damon lets him go and scrambles up the stairs.

INT. STERN STARBOARD ENGINE SUPPORT ROOM -

Mechanics race in. Six SS men follow. They look down stairs, find Bahachoizer pointing up.

SS MAN
He can't be far. Start searching.

They scour the room. Two SS men run back up the engine catwalk towards the keel corridor.

Unseen by them, Damon has squeezed himself between the Hindenburg's exterior skin and the wall of a gas cell. It's tight, almost suffocating. Damon inches toward the bow.

INT. AXLE'S STATEROOM, NEXT TO KEEL CORRIDOR -

Axle nearly has Gwen's clothes off, forcing himself on her. She's trying to resist without pissing him off. Frantic footsteps run to their door - a knocking sounds.

KARL (O.S.)
ObenFuhrer!

Axle stops.

AXLE
Not now!!

KARL (O.S.)
The intruder set an engine on fire.

Axle goes pale, as does Gwen..

AXLE
(to Gwen)
Stay here.

He opens the door barely enough to get out.

INT. KEEL CORRIDOR -

Axle throws on his jacket. Karl catches a glimpse of Gwen through the door.

KARL
(cold)
Excuse the interruption.

AXLE
Status.

KARL
Rear starboard engine sabotaged.
Rear portside engine set on fire.
We nearly caught fire. We could
have been destroyed.

AXLE
But we weren't. And Huberman will
get to America. That's all that
matters... anybody see him this
time?

KARL
He fought an engineer, didn't kill
him when he had a chance.

AXLE

Interesting...

(points to his room)

- Escort her back. Then put guards on the doors between passenger areas and the rest of the zeppelin. Issue the men battle knives.

EXT. HINDENBURG -

Riggers dangle from ropes, washing the blood from the airship's skin.

INT. STERN STARBOARD ENGINE SUPPORT ROOM -

Axle paces the grated floor, furious, while the mechanic describes Damon.

BAHAHOIZER

Medium build, brown hair. He helped me put the fire out.

AXLE

Damon West.

Capt. Pruss climbs up from the engine pod.

AXLE

(to Pruss)

You. How long till they're fixed?

Capt. Pruss is incensed by Axle's tone, but holds his anger.

CAPT. PRUSS

Not long, but we'll be a half-day or more behind.

AXLE

Unacceptable. Fix them now and get back on schedule.

(to Hans)

Get the Hindenburg's blueprints. We're going to learn how this rat gets around.

(turns to the men)

We have an American agent on board as a passenger. We will hunt him down and exterminate him.

CAPT. PRUSS

This is a big airship, ObenFuhrer. You may overestimate your chances.

INT. HINDENBURG - MONTAGE

Karl hands out battle knives to his men, then leads them through the airship, searching everywhere.

INT. CENTRAL CORRIDOR -

An SS man ties a trip wire across the catwalk, attaches two spoons to it. Behind him, two SS men wait at a ladder shaft junction. They look down until another SS man pops his head out 8 stories below in the keel corridor. He yells.

SS MAN

Clear.

The SS men move back, continuing with their sweep.

INT. CARD ROOM CRAWL SPACE, A DECK -

A foot of space between the gas cell and the card room wall allows air to circulate from the Hindenburg's interior, through a vent, and into the card room. Damon's squeezed into it, looks through the vent. In the card room, Gwen reads. She looks like an emotional wreck.

He pulls a business card from his wallet.

INT. CARD ROOM, A DECK -

The crumbled ball of paper lands next to Gwen. She doesn't notice. Then another smacks her head.

She finds the ball, unwraps it. It's a torn business card. It reads ...ssociated Press

Gwen glances around, spots the rest of the card by the vent.

She walks over to pick it up.

DAMON (O.S.)

You okay?

GWEN

(surprised; lies)

Yeah.

She looks at the vent, grabs a seat near it, pretending to read.

INTERCUT BETWEEN DAMON AND GWEN -

GWEN

Axle and one of his goons talked about getting someone named "Huberman" to America. It seemed important.

DAMON

Passenger? Crew member?

GWEN

I don't know.

DAMON

Maybe he's carrying the nerve gas.

GWEN

They said they'd be okay as long
as Huberman got to America.

DAMON

Maybe the ship's manifest'll tell
me who this guy is.

(beat)

Hang in there.

INT. OFFICER'S MESS, NEXT TO KEEL CORRIDOR -

Axle carefully examines the Baroness' passport. Damon's
camera lays on the table, open, its telegraph wires exposed.

BARONESS

(shocked)

That bastard. How was I to know?

AXLE

Such an intelligent woman, how
could you not know? You couldn't
get closer to him!

BARONESS

I don't have to put up with this.
You will be reported when we
return.

Axle smiles politely.

AXLE

Many things will happen before we
return. Go back to your quarters.

INT. SOMEWHERE IN THE HINDENBURG -

Damon cuts off one of the thin wire cords which bind the gas
cells. He ties knots at each end of the 3 foot section of
wire.

INT. KEEL CORRIDOR -

An SS man guards the doors leading to the petty officers
quarters. Down the catwalk, past the rooms, are the gas
cells.

Hiding his body behind the room wall, Damon watches the guard. Damon rolls a coin down the catwalk.

Following the tilt of the catwalk, the coin rolls between the guards legs and JINGLES when it loses speed.

The guard turns, away from Damon, to see the source of the sound. The coin laying on the floor puzzles him. Damon steps up behind him, whips the wire around the man's neck, garroting him. Two seconds of desperate struggle, and it's over. The SS man is dead.

INT. STEWARD'S QUARTERS

Damon pulls the dead man's body into the corner. He grabs the manifest list from a wall shelf.

Flipping through the pages, Damon looks for Huberman's name. It's nowhere to be found. If Damon could curse out loud, he would.

Damon glances at the shelf, grabs the cargo manifest. He scans the pages. Finally, Huberman's name appears. The translation reads:

Transport: Coffin ... Deceased: Otto Huberman.

INT. ENGINE POD -

Four Mechanics covered with grease, smile. The engine rumbles to life; the propeller starts spinning.

EXT. WHITE - MORNING

The Hindenburg flies through dense white mist; no horizons, no sky.

Title: Over the coast of Maine

INT. DINING ROOM, A DECK -

Ms. Imhoff pours coffee for Spah and a few early bird passengers. Spah nervously checks his watch.

MS. IMHOFF

Headwinds over the Atlantic
delayed us, sir. Looks like we'll
arrive in Lakehurst six hours late.

SPAH

That's seven PM!? I'm playing
Radio City tonight!

INT. KEEL CORRIDOR -

A series of rooms marked "Fracht Räume" (Storage Rooms) line the catwalk.

INT. AFT STORAGE ROOM, NEXT TO KEEL CORRIDOR -

Crammed with luggage. Damon examines a coffin laid on top of several shipping crates. The coffin is long, oak, and tightly sealed. Otto Huberman's name is on the customs form attached on the side. Ulla, Spah's German Shepherd, WHIMPERS from her cage - wants Damon's attention.

DAMON

Shhhh.

Ulla stops. Damon removes the knife hidden in his shoe, uses it to pry open the coffin's seals. WHOOSH, the putrid smell of decay escapes. Damon nearly pukes.

DAMON

Ughhh.

Damon covers his nose with one hand, uses the other to lift the lid.

The body is inside a rubber body bag sealed with a zipper. The rest of the coffin is empty. Damon slowly peels open the zipper, revealing the head and torso of a middle aged man. Everything seems normal. Damon grimaces as he reaches under the body to see if anything's hidden. There's nothing under there, but Damon notices that when he turns the upper body, the legs don't move with it. His eyes tearing from the stench, Damon unzips the body bag further.

He finds a few clumps of rotting meat squirming with maggots. The bottom half of Otto Huberman's body has been replaced with paper wrapped packages. They're addressed and have U.S. First Class postage on them.

INT. CONTROL GONDOLA -

Capt. Pruss descends the ladder. Through the dense mist, the airship's body is barely visible through the windows. The radar altimeter lets out two beeps.

Capt. Sammt paces the floor, nervously watching the Helmsman steer.

CAPT. SAMMT

Morning Captain. We're over the
Camden Hills forests of Maine.
Altitude...

Glances warily at the radar altimeter. It lets out two beeps, a second and a half apart.

CAPT. SAMMT

240 meters. Our hosts insisted we
maintain top speed.

Sammt points to Karl, who's keeping an eye on the place.
Capt. Pruss looks to the white mist ahead. It worries him.

CAPT. PRUSS

I don't trust the altimeter. Keep
your eyes sharp.

INT. KEEL CORRIDOR -

Four SS men patrol the corridor, checking the oil tanks.
They're a few yards away from the aft storage rooms.

INT. AFT STORAGE ROOM, NEXT TO KEEL CORRIDOR -

Damon scans the packages in Huberman's coffin. One is
addressed to someone in New York; one to Pearl Harbor; one to
Detroit. The last one, addressed to Washington DC, stops
Damon cold.

It's addressed to William J. Donovan.

DAMON

(gasps)

Wild Bill?

INT. KEEL CORRIDOR -

The smell reaches the SS men. They grimace.

SS MAN #1

What the hell did you eat?

SS MAN #2

Your mother. She forgot to bathe
again.

The men chuckle for a second, then the realization hits.
They rush towards the aft storage room.

INT. AFT STORAGE ROOM, NEXT TO KEEL CORRIDOR -

Damon rips open the package.

Inside is a terrorist gas device: small, portable, a
mechanism connecting a plastic gas container with a
fan.

Ulla GROWLS. Damon glances back to her. She's growling;
the door - as the handle turns.

SS men burst into the room, knives drawn. They cover
noses.

SS MAN #1

Oh God ... search the room.

They split and look around the luggage. One of them passes the dog. Ulla lashes out at him. SS Man #1 checks the coffin.

SS MAN #1

It's open. He's been here.

But Damon's nowhere to be found.

SS MAN #3

He's not now.

SS MAN #1

Find him!

They step over an air vent on the floor.

EXT. HINDENBURG, BOTTOM -

Damon grasps for dear life to the ropes slung under the airship's belly. Through the vent above, he sees the men moving in the storage room.

CRACK. A leather joint nearest to him can't hold the rope, it snaps. Damon drops 15 feet down.

INT. CONTROL GONDOLA -

The radar altimeter beeps. The crew's attention is focused on the mist ahead. Through the rear windows, we see Damon dangling underneath the airship.

The intervals between the radar altimeter's beeps quicken drastically. The control crew tenses.

CAPT. PRUSS

(rapid fire)

Thirty degree up elevator. Flank speed. Prepare ballast.

The elevator man spins the rudder wheel.

KARL

What's happening?

CAPT. PRUSS

Pull her up!

The radar altimeter goes wild. BEEP.....BEEP, BEEP.BEEP, BEEEEEEEEEEEEEEEEEE - becomes a continuous tone. The crew's tense eyes peer out in front of the Hindenburg.

EXT. HINDENBURG, BOTTOM -

SNAP, another strap breaks. Damon drops to 30 feet below the Hindenburg.

He tries to climb faster than the leather straps break. Next to him, the engine howls to push the zeppelin higher.

From the mist ahead, A TREE TOP HURLS TOWARDS HIM.

He swings his body, barely escapes crashing into it.

INT. CONTROL GONDOLA -

More trees careen towards the airship. The Hindenburg is skimming over a forest.

CAPT. PRUSS

(calm, fast)

Sixty degrees up elevator. Drop
forty kiloliters ballast.

The crew reacts fast - scared, but efficient. The altimeter screams.

EXT. HINDENBURG, BOTTOM -

Damon swings, frantic to avoid the trees barreling at him at 90mph. He's slammed by water ballast dumped from midship.

INT. CONTROL GONDOLA -

CAPT. SAMMT

(tense)

Come on. Lift.. Lift.

The trees start dropping away. The Hindenburg rises.

CAPT. PRUSS

(relieved)

We've got it. Good...

Radio Officer SPECK watches a tall tree pass below. His eyes follow it toward the tail - where Damon hangs.

SPECK

Captain!

They all turn and spot Damon swinging.

KARL

(fast; to Speck)

Call the ObenFuhrer. We have the
American.

(to Pruss)

Lower the ship. Swipe him off
like a spider.

CAPT. PRUSS

I refuse. It's too dangerous.

Karl moves towards the helmsman. Capt. Pruss steps in and takes the wheel.

CAPT. PRUSS

Alright. Five degrees down
elevator. Maintain speed.

EXT. HINDENBURG, BOTTOM -

The airship descends. Exhausted, Damon twists his body, barely slides between a group of tall trees. Branches rip at him - like a thousand lashes. One hand slips, the other barely hangs on. Another hit and Damon's history.

INT. CONTROL GONDOLA -

Axle scrambles down the access ladder, Gwen follows.

AXLE

What the hell's going on?

KARL

(points to Damon)
ObenFuhrer. We almost have him.

Axle glances out the window, then barks to Capt. Pruss.

AXLE

Lift the ship!

CAPT. PRUSS

(relieved; fast)
Twenty degrees up elevator.

AXLE

(pissed, to Karl)
I want him alive! Go get him! Go!

Karl salutes, sprints up the ladder.

AXLE

Captain, is the American under the
rear storage room?

CAPT. PRUSS

That's about right.

Axel turns, catches Gwen's expression - her pain in seeing Damon so near death.

AXLE

Troubled my dear?

GWEN

(covering up)
Not in the least.

AXLE

(not convinced)

- Good. I'll have you escorted to
the passenger area. My duty calls.

He leads her to the ladder, a suspicious look in his eyes.

INT. AFT STORAGE ROOM, NEXT TO KEEL CORRIDOR -

Axle checks the nerve gas packages. They're all there, but
one has been opened. He re-seals the coffin.

INT. STERN ENGINE COMPARTMENT -

The engine rumbles loudly. Legs bound with cable, Damon
kneels on the catwalk. Welts, cuts, bruises cover his
body - the trees beat him badly. A BIG SS GUY holds Damon's
hair, pulling his head back. Axle rolls up his sleeves.

DAMON

Trying to start a war, Axle?
Smuggling nerve gas to America.

AXLE

(smiles)

Nerve gas? Nerve gas is against
the Geneva Convention. Germany is
a peaceful nation.

DAMON

(sarcastic)

Good. For a second there, I
thought you peaceful Germans were
gonna torture me.

Axle pulls out his skull encrusted officer's knife.

AXLE

Always joking.

(beat)

You know, my father was a butcher.
I used to love watching him work.

(to his men)

Two fingers, please.

Karl pries Damon's index and ring finger toward Axle. Axle
slips the blade against the soft skin where the fingers meet.
He cuts slowly. The pain is excruciating, Damon only winces.

DAMON

What's the question?

AXLE

(smiles)

No question.

He digs the knife in more.

DAMON

Ahhhh. God damn it! What's the
fucking question??

AXLE

Well, if you insist. Who are you
working with?

DAMON

Nobody.

Axle cuts in deeper. Blood seeps down the blade. Damon
holds in a scream.

AXLE

Please... I'd love to hear another
joke.

DAMON

Just me, I said!

Axle cuts again. Damon shakes from the pain.

DAMON

I used the core space between
staterooms. Didn't need help.

AXLE

Interesting.

(beat)

Was it a woman?

DAMON

Do you want it to be?

Another cut. Blood pours steadily from his hand to the floor.

AXLE

I know about the Baroness. Who
else?

DAMON

My fairy godmother.

AXLE

Come now. Save yourself the pain.
You know I won't stop.

DAMON

(softly singing)

Ohh say can you see, by the dawn's
early light...

Axle slices the knife in deeper. Damon screams out the song.

DAMON

What so proudly we hail... as the
twilights...

AXLE

The Baroness... Peter, the
American?... The acrobat, Spah?

KARL

Gwen Zummer?

Axle glares at Karl. Damon keeps singing, slurring the words.

AXLE

Next finger.

EXT. HINDENBURG -

The roar of the engines drown out Damon's singing.

INT. AXLE'S STATEROOM, NEXT TO KEEL CORRIDOR -

Axle washes blood off his soaked hands. He's in inner
turmoil. Karl waits, burying his anger.

AXLE

Tell Capt. Pruss we depart
immediately after landing.
None of the crew are allowed off
the Hindenburg.

KARL

West may have communicated to
other passengers.

AXLE

Doesn't matter. Once Huberman is
off, he won't be found.

KARL

Sir. You have been distracted the
whole mission. I believe your
distraction is probably West's
accomplice.

Axle stares in the mirror.

KARL

You have been tricked... The woman
has eyes for the American.

AXLE

Karl!

He grabs his Luger. Karl stands back.

AXLE

Get what's left of him!

INT. GENERAL VON GRAFMAN'S OFFICE, AHNENERBE OFFICE -

Every file, every document, every piece of furniture Von Grafman had laid pulled apart, examined. Even the phone. Two Gestapo men call in panicked voices to the rest of the investigative team.

GESTAPO

(horrificed)

Sir!! Sir!!! This is what
General Von Grafman sent to
America!

The Gestapo Captain grabs the paper they offer him. His eyes pop in terrible amazement.

GESTAPO CAPTAIN

Order the Hindenburg back
immediately!

He hands the paper to Gestapo #2, who reads it.

GESTAPO #2

(also horrified)

Von Grafman sent Brunder.
Brunder's running the ship.

Gestapo #2 races out of the room.

GESTAPO CAPTAIN

The Fuhrer must be notified.

(beat)

But first, contact our agent. The
Hindenburg cannot land! It cannot
land!

In fury, he smashes the desk with his fist.

GESTAPO CAPTAIN

Von Grafman, may you burn in hell!

EXT. HINDENBURG -

Title: Over Long Island Sound, USA - May 6

A group of fisherman stop their work on a trawler and wave up at the Hindenburg. They're amazed something that big can move so fast.

INT. TELEGRAPH ROOM, NEXT TO KEEL CORRIDOR -

The Hindenburg's telegraph operator nervously seals a telegram in an envelope, hands it to a waiting steward.

TELEGRAPH OPERATOR
Deliver immediately. Run!

INT. KEEL CORRIDOR - ♦

The steward moves as fast as his legs can carry him. Ahead of him, Karl opens the door leading into the passenger area.

STEWARD
Sir!

Karl stops halfway through the door. The steward runs past him, through the open door, tips his head in deference.

STEWARD
Thank you.

INT. FOYER AND LOUNGE, A-DECK -

The steward passes by some of the people we've met on the flight... Pete.... Mr. Koehner...

INT. CARD ROOM, A DECK -

He races past the Baroness, who plays cards with Mr. Doehner, Major Witt and the Swedish Journalist, Brink. The steward stops, turns and approaches the Baroness' table.

STEWARD
(panting)
Baroness. A telegram from Berlin,
of the highest urgency.

She's the Gestapo agent! She takes the envelope, pulls out the telegram and reads. We catch the lines that make her fingers tremble: HINDENBURG KANN NICHT LANDEN - KEHREN SIE SOFORT UM UM JEDEN PREIS (HINDENBURG NOT TO LAND - RETURN IMMEDIATELY AT ALL COST)

INT. CORRIDOR TO SMOKING ROOM, B DECK -

Head Steward Kubis blocks Pete from entering the smoking room.

PETE
What'cha havin', a private party
in there?

HEAD STEWARD KUBIS
Checking the pressure system, sir.

INT. SMOKING ROOM, B DECK -

Hans ties Damon to the window railing. Damon's left hand is hastily bandaged, soaked with blood and tied behind his back with his other hand. Six SS men enter the room through the air-lock, two at a time.

Hans finishes, steps to the bar.

DAMON

Thanks, I'll have a martini.

Hans chuckles. Axle steps through the air-lock with Gwen. She hides her shock at seeing Damon.

AXLE

(to Gwen)

This filthy American tried to destroy our ship and our lives. Do you know what the Reich does with spies?

(she barely nods)

He is also the man who insulted and harassed you, is he not?

GWEN

(quietly)

Yes.

Axle pulls out his Luger

AXLE

Well, my dear. I give you his life.

He hands her the gun. She takes it reluctantly.

GWEN

What about the hydrogen?

AXLE

We're in an airtight room. Not to worry.

DAMON

(to Axle)

You sick bastard.

Gwen tries to give the gun back to Axle.

AXLE

Come, now. Some people suspect you. But not me. I know your emotions are true.

He orients the gun in her hand towards Damon. Axle leads her until the barrel points down at Damon's forehead.

AXLE

Here... Make sure to shoot down. It's not so messy that way.

GWEN

I... I...

Axle pushes her reluctant finger over the trigger.

AXLE

Go on. Shoot him!

Her hands tremble. Damon looks up at her.

DAMON

Go ahead. Do it.

She can't.

AXLE

Shoot him!

She wrests her hands from him, nearly drops the gun. Axle catches it. He casually aims the Luger at Damon's forehead; pulls the trigger. Click. Click. The gun was empty.

Rage, betrayal, hatred - the emotions boil inside Axle. He can explode at any moment.

AXLE

(to Gwen)

You... Whore!

He smashes her face with the back of his hand. Sends her flying against Hans' knees.

DAMON

Leave her alone!

Damon strains at his binds. Axle kicks him in the stomach then in the back.

Axle regains his composure. He loads a new clip into the Luger, bends down to Damon.

AXLE

You will be hanged in Germany.
Too bad our great actress won't
live to see it.

(to men)

Take him back.

(to Gwen)

Now, let's retire to my stateroom.

He drags Gwen out of the room by her hair.

DAMON

I'll kill you.

Through the glass windows on the floor, New York City appears in the distance.

EXT. NEW YORK CITY -

The 1930's gleaming NY skyline, Fritz Lang's inspiration for "Metropolis". The Hindenburg approaches.

INT. CONTROL GONDOLA -

Capt. Pruss looks out to the city.

CAPT. PRUSS

Gentlemen. Let's give our passengers a sight not to forget, and the Americans... a taste of German pride. Helmsman, steer for Manhattan.

He looks to Karl - even he smiles.

INT. KEEL CORRIDOR -

Axle drags Gwen to his quarters.

INT. BARONESS' STATEROOM, A DECK -

From a hollowed out book, the Baroness pulls open her Gestapo identification papers. The seal on it reads: Gheime Staatspolizei.

INT. SMOKING ROOM, B DECK-

Hans pulls Damon into the air-lock. The rest of the SS have to wait their turn.

INT. SMOKING ROOM AIR LOCK, B DECK -

The locks seal. Damon faces the outer door, Hans is behind him. The outer lock opens. With blinding speed, Damon leans forward, then back, slams the back of his head into Hans' nose.

INT. SMOKING ROOM, B DECK -

The SS can't get the inner door open.

SS MAN

Other door is open!

INT. SMOKING ROOM AIR LOCK, B DECK -

Damon whips his head back again, hitting Hans' head as it's pressed against the door. Hans' head cracks like a coconut between a hammer and an anvil, eyes roll back in his head.

The outer door whips open. A waiting SS reaches for Damon, who leans against the back door and kicks him in the chest.

INT. CORRIDOR TO SMOKING ROOM, B DECK -

The SS man crashes against the wall. Damon whips his knee into the man's groin. The man crumbles to the ground, his feet keep the outer door open. Damon picks up the man's knife and runs down the hall. We hear smashing at the door behind him.

INT. LOUNGE, A DECK -

Passengers eagerly line the windows. Stewards hand out champagne.

EXT. BROOKLYN -

An outdoor fruit market; push carts, awnings. A mass of noisy immigrants silences as the Hindenburg appears over the brownstones.

INT. CONTROL GONDOLA -

The Baroness flashes her Gestapo ID at Capt. Pruss.

BARONESS

Captain Pruss. By the authority of the Gestapo, you are ordered not to land. Turn the Hindenburg around. Return to Germany.

CAPT. PRUSS

Baroness?

BARONESS

Turn the Hindenburg back to Germany or be arrested.

Capt. Pruss doesn't know how to respond.

INT. AXLE'S STATEROOM, NEXT TO KEEL CORRIDOR -

Axle beats the shit out of Gwen.

AXLE

Treacherous whore! I loved you!

She tries to put up a fight, but he overwhelms her.

AXLE

The old General was right. Trust no one.

The door flies open. Axle turns - he's blinded by a blast of water. Damon jumps in, slams a fire extinguisher into Axle's head. Axle hits the rear wall so hard, he dents it. He falls to the floor.

GWEN

Is he dead?

DAMON *

Doubt it. We gotta get out of here.

GWEN

Finally we agree.

She heads for the door.

DAMON

Only half of Otto Huberman was in his coffin. There's nerve gas hidden inside. I've got to disable it before we land.

They head out the door.

INT. KEEL CORRIDOR -

Damon and Gwen race toward the storage rooms.

INT. CONTROL GONDOLA -

CAPT. PRUSS

I'm sorry, Baroness.

BARONESS

You are under arrest.

CAPT. PRUSS

Do you intend to arrest the SS?

He looks past the Baroness. She follows his gaze. Karl stands in the rear doorway, smiling.

KARL

Baroness von Tier, a spy and traitor to the Fatherland?

BARONESS

I was undercover, watching Damon West, the American agent.

KARL

(grabs her)

Sure you were.

BARONESS

Capt. Pruss, you will be shot for this.

CAPT. PRUSS

Until I have proof otherwise, I must obey the SS.

KARL

(to Baroness)

When you are shot, Baroness, I'm
sure it will be a social event.

Karl drags the screaming Baroness out.

CAPT. PRUSS

(to Sammt)

Telegraph Berlin. Find out who's
who.

EXT. HUDSON RIVER -

Through the cables of the Brooklyn Bridge, we see the
Hindenburg dropping altitude. Traffic on the bridge slows at
the sight. Ship's sirens blare in greeting.

INT. AFT STORAGE ROOM, NEXT TO KEEL CORRIDOR -

Otto Huberman's coffin lies open. Damon zips open the body
bag. Gwen chokes, covers her nose.

GWEN

The stench!

DAMON

Nice trick. Who'd wanna examine
a body that smells like that.

He pulls out the gas device addressed to Wild Bill Donovan.
He jimmies open the fan box with his knife.

GWEN

How are you going to disable...

Damon's damaged hand falters - a spring release triggers.
The nerve gas box pops open.

Liquid sprays over them.

DAMON

Booby-trapped!

GWEN

Oh God!!

Damon scrambles back, looks at his skin. He breaths.

DAMON

Why aren't we dying?

GWEN

You're complaining?

DAMON

Nerve gas kills instantaneously.

He looks back at the open gas box. A rubber envelope lays inside.

DAMON *

What the...?

There's writing on the envelope in English: Col. Donovan,
Please deliver to President Roosevelt.

Damon rips open the envelope. There's a letter inside.
Again, written in English.

DAMON

It's in English. From General von
Grafman.

(reading)

Dear Mr. President. By now, you
know the nerve gas is fake.
When your Intelligence officer,
William Donovan delivers this
letter, he will attest to my
position in German Weapons
Research, and therefore the
accuracy of the information I
provide. Reich Chancellor Hitler
claims desire for peace. In fact,
he is planning war on the entire
continent. America's industrial
might is the only power able to
stop his aggression. When war
starts, he plans to neutralize
your industrial cities with nerve
gas...

GWEN

Jesus.

DAMON

... You must stop him before the
war starts, millions of Poles,
Frenchman, Englishman, Americans,
and Germans will perish needlessly.

(looks to Gwen)

Von Grafman tricked Axle. Axle
thinks he's delivering a weapon.

INT. KEEL CORRIDOR -

Two SS men revive Axle. He tears out of the room, screaming.

AXLE

You.. get more men. And you, tell
Karl nothing stops the landing.

INT. LOUNGE, A DECK -

Passengers gather at the window, excited by the sights below.

INT. AFT STORAGE ROOM, NEXT TO KEEL CORRIDOR -

DAMON

(reading again)

... To that intent, I have
betrayed my oath by warning you
and have supplied you with
Hitler's time-table of attack.

(to Gwen)

This letter will destroy Hitler
and his Third Reich.

Damon flips it, reads the timetable on the other side.

DAMON

(reading)

Invade Poland, 1939. Belgium...
France...

Axle bursts into the room. He skids to a halt when he sees
the open nerve gas box and Damon covered with liquid. Panic
flashes across his face.

AXLE

You should be dead.

He spots the letter Damon's holding.

AXLE

What is that?

Damon hesitates. Axle points the Luger at Damon's head.

AXLE

Slide it to me ... NOW!

Damon slides the letter over. Axle grabs and reads it. The
betrayal hits him like a ton of bricks. This was the man who
treated him like a son.

DAMON

He's not like you, is he?

Axle's almost shaking, dazed. Damon charges him, knocks him
down. The gun flies from Axle's hand.

Axle rolls for it. Damon grabs the letter, sprints for the
door with Gwen.

INT. KEEL CORRIDOR -

Damon and Gwen run aft through the catwalk.

DAMON

This letter has Hitler's war
plan. We get it to Roosevelt. we
prevent war.

GWEN
Axle'll catch us.

DAMON
We've got to get a message out.

GWEN
Radio room.

DAMON
It's guarded.

GWEN
Then how?

DAMON
I don't know.

GWEN
That gives me a lot of confidence.

They run past the crew cabins. Damon stops. He runs back and pulls a crewman's mirror off the wall.

Behind them, Axle runs out. He aims the Luger, but thinks; twice, lowers it. More SS men run up the corridor.

AXLE
GET THEEEEEEM!!!!

INT. CREW'S MESS, NEXT TO KEEL CORRIDOR -

The Baroness is brought in. An SS man guards the door.

INT. CONTROL GONDOLA -

Capt. Pruss glows with pride. The dense maze of Gotham buildings pass beneath the Hindenburg.

HELMSMAN
Passing over Harlem.

CAPT. PRUSS
Helmsman. Elevatorman. Take her
slow and low... straight down 5th
Avenue.

Both crewmen spin their wheels. The Hindenburg...

EXT. 5TH AVENUE AT CENTRAL PARK -

... turns to float down the famous avenue, barely skimming the rooftops. Traffic stops. People run out of office buildings. Cars honk.

Title: Fifth Avenue, New York City - 3PM

INT. LADDER SHAFT -

Damon struggles up, followed by Gwen. They hear horns honking.

DAMON

Cars. Must be over Manhattan.

GWEN

What are you gonna do, yell at them?

DAMON

New York's the largest port on America's east coast. And where there's ships, there's the Navy.

Four stories below, Axle climbs with four SS men.

AXLE

Cut him off at the other vent!

INT. LOUNGE, A DECK -

The passengers party, drink champagne, wave to the New Yorkers below.

PETE

(a bit drunk)

Hey, it's a party!

EXT. TOP OF HINDENBURG -

Damon and Gwen scramble out a vent and along the airship's spine. New York's skyscrapers pass around them. The city rings with sirens and car horns - the Hindenburg's a show-stopper.

GWEN

Throw the damn paper.

DAMON

To who? Who'll believe it?....
There!

Behind the passing building, he points out two Navy ships moored at the 45th street dock. He gauges the sun.

GWEN

No way.

DAMON

It'll work. Hold me steady.

She grabs his waist. Axle and his men scramble to the airship's surface. Damon wiggles the mirror.

EXT. THE BATTLE SHIP U.S.S. PERRY -

Four Navy men watch the Hindenburg fly over the city. Through binoculars, they see groups of men run from the bow towards two people at the airship's center. They see the flashes of light.

NAVY OFFICER #1
Fucking krauts. It's a flying
circus?

NAVY OFFICER #2
(amazed)
Wait a minute. That flashing's
morse code?! In English!
(translating)
...CONTAIN ...SH -- Damn, it
stopped.

The flashes are cut off as Damon has to make a run for it.

NAVY OFFICER #1
Contain? Contain ship? Container?

EXT. TOP OF HINDENBURG -

Axle tackles Damon. They swing at each other as the airship passes the Empire State Building.

INT. LOUNGE, A DECK -

Passengers oooh and aaah. The Hindenburg is so low, they can see tourists smiling in the Empire State Building's observation platform.

EXT. TOP OF HINDENBURG -

Damon and Axle battle hand-to-hand on top of the Hindenburg. More SS men approach.

Axle's foot loops under the cable running the length of the airship's spine. Gwen janks it, pulling Axle's legs out from under him. Axle topples, slips down the side of the airship. The SS men toss a rope to him.

Damon and Gwen run for the rudder.

AXLE
After them!

Two SS men continue the pursuit. Two others quickly pull Axle up.

EXT. THE BATTLE SHIP U.S.S. PERRY -

The two officers watch through binoculars.

NAVY OFFICER #1
If that's a show, my mother has
balls. That's a fight.

NAVY OFFICER #2
Maybe we should call it in.

EXT. NEW YORK CITY -

The Hindenburg passes over Battery Park, the end of Manhattan.

EXT. TOP OF HINDENBURG -

Damon runs for the last vent on the airship, but more SS men emerge from it. Damon glances behind - Axle and the three men catch up.

DAMON
(to Gwen)
. How's your luck?

GWEN
Better before I met you.

He grabs her hand and jumps, slides down the side of the Hindenburg, to what looks like certain death hundreds of feet below on the streets of Battery Park. Gwen screams.

As they slide over the side, the edge of the Hindenburg - horizontal side fin slips into view. They fall onto, and tear through, the skin.

INT. HINDENBURG'S HORIZONTAL FIN -

They drop down through the hollow interior, nearly hitting girders, and land on the fin's bottom skin.

EXT. TOP OF HINDENBURG -

The men stop, scared to follow.

AXLE
(screams)
AFTER THEM, COWARDS!!

The men have no choice. Two slide down the side of the Hindenburg, aiming for the hole Damon made in the fin.

INT. HINDENBURG'S HORIZONTAL FIN -

Damon and Gwen scramble for the girders. Two SS men smash down, rip the fabric from their impact, and plummet through.

EXT. NEW YORK CITY -

The men plunge down from the Hindenburg's fin as the airship edges over the Hudson. They hit the water flat, bounce in a bloody mist.

INT. HINDENBURG'S HORIZONTAL FIN -

The rips in the bottom skin spread fast. Damon and Gwen try to out race it to the edge. Gwen grabs a girder. Damon's feet fall through the fin's bottom as the rip catches up. His torso hangs over the girder.

EXT. TOP OF HINDENBURG -

Axle yells to his other men.

AXLE

INSIDE!

They head for the vent. In front of the Hindenburg's bow, the Statue of Liberty appears.

INT. STATUE OF LIBERTY, OBSERVATION PLATFORM -

Tourists stare in awe at the approaching behemoth.

INT. LADDER SHAFT -

Damon and Gwen scramble down.

GWEN

Jump? Are out of your mind?

DAMON

Like a high dive. We're low enough.

GWEN

It killed those guys.

DAMON

Don't land flat. Jump straight down, let your feet absorb the impact.

GWEN

How about we jump together and let you absorb the impact?

INT. CONTROL GONDOLA -

The Elevatorman turns to Capt. Pruss.

ELEVATORMAN

Sir. We're getting more crosswinds.

CAPT. PRUSS

Take her up.

INT. KEEL CORRIDOR, NEAR REAR ACCESS STAIRS -

Damon hits the release lever for the rear staircase. The back of the staircase, supported by two cables, descends. Hudson waters pass below.

GWEN

I really hate you for this.

DAMON

Oh, c'mon, you hated me way before this.

They see Axle and his men converging from both sides. They're trapped.

DAMON

Now or never.

They run down the staircase before it's fully deployed.

EXT. BOTTOM OF HINDENBURG -

They reach the stairs bottom and are about to jump. At the last minute, Damon grabs onto the staircase and to Gwen and pulls her back from jumping.

DAMON

WAIT!!

Gwen looks down. The airship has quickly climbed to slightly above the Statue of Liberty's height. Way too high to jump.

DAMON

They changed altitude. It's too high.

GWEN

Thanks.

DAMON

You owe me one.

GWEN

Consider us even.

Above them, Axle reaches the staircase's top. Damon whips out his belt and flips it over a cable running from the bottom of the zeppelin to the bottom rudder fin.

DAMON

Hold on.

She wraps her hands around Damon as Axle sprints down the staircase. With one hand, Axle holds the staircase support cable, with the other he reaches for Gwen's hair... almost has it... it slips through his fingers... as she and Damon slide down the cable.

INT. STATUE OF LIBERTY -

Tourists inside can't believe it. Two tiny dots slip along the the cable as the airship flies around the Statue.

EXT. BOTTOM OF HINDENBURG -

Damon and Gwen hurl toward the rudder fin. In front of them, the cable ends above the auxiliary control room. Damon lifts his legs and smashes through the window, feet first.

INT. AUXILIARY CONTROL ROOM, BOTTOM RUDDER FIN -

They tumble in. Damon looks through the broken windows and smiles.

DAMON

Never thought I'd be happy to see
New Jersey.

EXT. LAKEHURST -

Title: Lakehurst Naval Air Station, New Jersey

A flat, sandy, scrubland near New York City. Weary newsmen kill time near a zeppelin hangar that dominates the landscape. To the west, spectators press against the fence.

SPECTATOR

There she is!

A jolt of excitement races through the crowd - in the distance, the Hindenburg appears like a fat, silver monster.

INT. KEEL CORRIDOR -

Axle runs toward the rear. More SS follow him. Axle reports to Capt. Lehmann, who runs up from the bow.

AXLE

DELAY THE LANDING! KEEP THE
PASSENGERS HAPPY!

INT. NAVAL CONTROL ROOM, LAKEHURST -

A Navy telegraph OPERATOR reads a message to Navy COMMANDER ROSENDAHL, the officer in charge of Lakehurst.

NAVY TELEGRAPH OPERATOR

... Storm front approaching.
Will fly down New Jersey coast.

Rosendahl looks through the window at the lurking rain clouds. They don't look so bad.

COMMANDER ROSENDAHL

Damn, cautious, those Germans.

EXT. NEW JERSEY SHORE -

The Hindenburg flies over empty beaches.

INT. CENTRAL CORRIDOR -

Damon runs past the ladder shaft openings.

GWEN

What are you looking for?

DAMON

The Nazis use the ship as a huge radio antenna, maybe I can too.

INT. DINING ROOM, A DECK -

The bored passengers lounge around. Lehmann tries to entertain them by playing an accordion. Spah and Mr. Mangone lean on the windows.

SPAH

My wife and kids should be there.

MR. MANGONE

Hope she's more patient than mine.

INT. HIDDEN TUNNEL -

One of Axle's SS men hears CLANKING from the ladder shaft. He pulls out his knife, opens the hidden flap. The clanking comes from the ladder below.

INT. LADDER SHAFT -

Looking down, the man spots Gwen climbing up. She's caught. WHAM, WHAM. Damon's boot SLAMS repeatedly into the man's head from above - Damon clings to the ladder above the hidden flap. The man loses his balance, plummets down the shaft, bouncing off the walls as he falls 13 stories.

INT. HIDDEN TUNNEL -

Damon jimmies the door to the secret radio room. Gwen looks down the ladder shaft. Axle and at least three men are climbing.

DAMON

See anybody?

GWEN

Oh, yeah.

INT. SECRET RADIO ROOM - 1. 4

Damon runs for the radios. Gwen looks around, there are no other exits.

GWEN

We're trapped.

DAMON

Then you better close that door.

She slams the door and seals the lock as best as she can. Damon rips open one of the receivers.

INT. HIDDEN TUNNEL -

Axle yanks at the door.

AXLE

Get this door open!

INT. SECRET RADIO ROOM -

Damon works on a confused mess of wires in the receiver.

DAMON

I used to like spaghetti.

Damon ties two wires together, hit's the power switch. The dials light up.

DAMON

Come on, baby.

Then dim. Suddenly the room lights turn off.

INT. ELECTRICAL ROOM, NEXT TO KEEL CORRIDOR -

A mechanic has pulled out power cables. An SS man stands by.

INT. HIDDEN TUNNEL -

An SS man runs in with a crowbar. A voice screams from the ladder shaft.

VOICE (O.S.)

Power's off.

Axle nods, sees Karl climb in from the ladder shaft.

KARL

The Baroness showed her true colors. Tried to stop us from landing. I have her locked down.

AXLE

Von Grafman tricked us. There is no nerve gas. He sent us to deliver the Fuhrer's war plans to the Americans.

KARL

(shocked)

Fucking aristocrats.

AXLE

Land the ship. Get the passengers off, then we head back to Germany immediately.

INT. NAVAL CONTROL ROOM, LAKEHURST -

Navy COMMANDER ROSENDAHL is handed another telegram.

COMMANDER ROSENDAHL

About time.

(turns to his men)

Zero hour.

EXT. LAKEHURST -

Title: Lakehurst, 7PM

A fog horn blasts nine times through the light drizzling rain. The airfield becomes alive with preparation - Navy men run for the field; hired civilians are brought through the fence. Led by the booming voice of CHIEF FRED "BULL" TOBIN*, they split into organized units.

In front of the newsreel cameramen, WLS Radio Reporter HERB MORRISON* sets up a microphone.

INT. SECRET RADIO ROOM -

Gwen re-bandages Damon's bloody hand, he examines the room.

GWEN

Any other ideas?

DAMON

Plenty. Just trying to choose one that'll work.

GWEN

Well, if it helps, I believe in you.

DAMON

It helps more than you know.

He stares at the floor, a smile crosses his face. He grabs some electrical cable, hands it to Gwen.

DAMON
Start tying these together.

INT. FOYER, A DECK - ♦ ♦

Stewards neatly pile personal baggage beside the stairs.
Head Steward Kubis walks amongst the excited passengers,
handing out forms.

HEAD STEWARD KUBIS
Please have passports and
declarations ready for United
States customs.

PASSENGER
Boy, they want us off fast.

Another steward hands out the passenger's confiscated
belongings. Pete grabs his lighter.

PETE
(teasing)
Better still work. I'm gonna try
it.

Kubis is not amused. Pete mimes the response with Kubis.

HEAD STEWARD KUBIS/PETER
We German's take hydrogen very
seriously.

EXT. LAKEHURST -

Dusk is setting. Radio reporter Morrison talks calmly into
his microphone.

MORRISON
Here it comes ladies and
gentlemen, and what a sight it is,
a thrilling one...

The Hindenburg descends over the docking tower starts a
sharp circular turn.

The waiting crowd presses against the fence. MRS. SPAH*
holds her CHILDREN*, attempting to spot her husband in the
Hindenburg's windows.

INT. DINNING ROOM, A DECK -

Spah films the waiting crowd below with his tiny Bell and
Howell film camera.

The other passengers try to get a view.

EXT. LAKEHURST -

The Hindenburg completes its turn. On the zeppelin's bow, two bright spotlights turn on, illuminating the drizzling rain and the docking tower a thousand feet away.

The airship drops to 200 feet, its engines slow.

MORRISON

...It's coming down, pointed at us, and heading toward the mooring mast...

INT. SECRET RADIO ROOM -

Damon rips out of the walls and equipment every electrical cable he can find. Gwen ties them together. The distant rumble of the engines lessens.

DAMON

They've reversed the engines.
We're landing.

He starts ripping apart the floorboard.

INT. HIDDEN TUNNEL -

Hans hears the board cracking.

HANS

(to Axle)

ObenFuhrer. They're doing something.

AXLE

They're trying to deflate us. Two axes. Fast!

EXT. LAKEHURST -

The zeppelin slows to a hover.

MORRISON

... No one wonders that this floating palace can travel through the air at such a speed with these powerful motors behind it...

Ropes spill from the zeppelin into the waiting hands of the ground crew.

INT. CONTROL GONDOLA -

Karl gazes through the rain drizzled windows. He sees shadows in the woods lining the landing site.

KARL
(to Capt. Pruss)
Captain. Get the passengers off
fast.

Capt. Sammt watches the ground crew pull on the ropes.

CAPT. SAMMT
Captain, ropes are secure.

CAPT. PRUSS
Very good. Drop Anchor.

KARL
HOLD!!

Karl lowers a pair of binoculars from his eyes and staggers back, like he just saw a ghost. He grabs the phone.

KARL
Tell ObenFuhrer.... American
military.. in the woods.

EXT. LAKEHURST, NEAR THE FOREST RIM -

80 American Navy soldiers, geared for battle with M1 rifles, assault ladders and long ropes, stand around Jeeps with mounted sixty caliber machine guns.

Watching through binoculars is Wild Bill Donovan.

WILD BILL DONOVAN
Drop the anchor, folks.

INT. HIDDEN TUNNEL -

A Rigger runs up with two fire axes. Axle grabs one, Hans the other.

The voice screams up from the Ladder shaft. It's passed along to the next man.

SS MAN
ObenFuhrer. American military are
in the woods. About a hundred men.

Axle goes pale, screams back down the ladder shaft.

INT. SECRET RADIO ROOM -

AXLE (O.S.)
ABORT LANDING! EMERGENCY! ABORT
LANDING!

DAMON

Sounds like the cavalry came.

(beat)

- Got the cables ready?

Gwen tests the coiled electric cables she's tied to a girder. Damon stares down at the hole in the floor. The gas cell wall lays exposed.

GWEN

That's your brilliant plan? Make the ship loose lift and kill us at the same time.

DAMON

Not exactly.

INT. CONTROL GONDOLA -

Speck listens on the phone.

SPECK

Captain. ObenFuhrer orders emergency abort of landing.

Capt. Pruss looks to Karl - is this for real?

KARL

Order it or I will.

CAPT. PRUSS

Retrieve anchor. Drop 400 liters ballast.

EXT. LAKEHURST -

The Hindenburg dumps water onto the ground. It starts lifting very slowly. The ground crew strain to hold :*

INT. SECRET RADIO ROOM -

DAMON

Take a few deep breaths to expand your lungs.

They both inhale to their lungs limit, then exhale.

GWEN

You're crazy.

DAMON

They'll break in and kill us.

GWEN

You're still crazy.

They inhale again, then exhale.

DAMON

I know.

Damon rips open the gas cell. Hydrogen blasts out, almost knocking them over.

EXT. HIDDEN TUNNEL -

Axle brings the axe up, ready to swing. Hans does the same. Hydrogen screams out of the crevasses in the door.

HANS

(panicked)

They've opened the hydrogen cell.

AXLE

STOP!

(They lower their
axes.)

Keep as much gas in there as you
can.

HANS

They're killing themselves.

Axle's eyes widen. He motions to the SS man with the Axe.

AXLE

Not him. Follow me.

He thrusts his axe into the hands of the other SS man.

AXLE

(to other SS man)

If they come out - kill them.

INT. HYDROGEN CELL -

It's dark and cavernous. 10 stories in diameter. Suspended from wires and girders near the top is the secret radio room.

Damon and Gwen dangle beneath the radio room like tiny spiders. They slide down to the bottom of the tied cables, but they're still 8 stories above the floor.

Damon has trouble holding on, his bandaged hand slips on the cable. He glances down. It's a long fall. He crosses himself with one hand and lets go with the other...

He falls backwards spread eagle. Gwen's horrified, but what else can she do. She lets go.

They both fall for what seems an eternity.

... and bounce off the soft bottom of the gas cell like pebbles on a giant trampoline.

They spring twice and settle at the center of the soft cell floor. Both lost air upon impact.

Their bodies starve for ~~oxygen~~. Damon looks to Gwen - she gasps. She's not gonna make it. He grabs her, locks his lips onto hers and exhales into her mouth.

They exchange two breaths before Damon breaks off. He whips out his knife again, cuts the cell floor. Hydrogen pressure rips open the cut, thrusting them out through the hole.

INT. HINDENBURG, NEAR KEEL CORRIDOR -

They're shot out against the inside of the Hindenburg's outer skin. Escaping hydrogen howls around them.

INT. CONTROL GONDOLA -

The needle in gas cell #4's pressure gauge plummets to zero.

ELEVATORMAN

Captain! Cell four is dead.

Capt. Pruss runs to the board, sees the needle.

CAPT. PRUSS

What are they doing? Prepare to drop 400 liters more...

KARL

(to Sammt)

We have enough lift left?

CAPT. SAMMT

For now we do.

INT. KEEL CORRIDOR -

Damon and Gwen roll onto the catwalk.

DAMON

Rear rope room. We'll slide down.

Down the corridor, toward the tail, they spot Axle and three men racing at them.

EXT. HINDENBURG -

The Hindenburg loses its climb, becomes motionless in the air. The ground crew scrambles to tie the ropes to the railcars placed around the landing site.

MORRISON

... the Hindenburg floats like some great feather. Passengers are looking out the windows waving...

INT. ROPE ALCOVE, NEXT TO KEEL CORRIDOR -

Damon and Gwen run into the room, Damon armed with his knife. The Rigger takes one look at them, sprints down the corridor.

Damon glances back to Axle, who's gaining but won't make it in time. Damon grabs the rope, looks down through the hole in the floor, to the ground, to freedom, and the success of his mission.

He checks his pocket - Von Grafman's letter is still there.

Racing down the corridor, Axle sees Damon and the letter. In seconds, everything Axle's worked for will be ruined. Axle looks through a porthole, sees American soil nearing.

AXLE
NOOOOOOOOOOOO!!!!!!

DAMON
(yells)
I'll send your regards to
Roosevelt.

Axle pulls out his knife, rips open a hydrogen cell wall. A
blast of hydrogen thunders down the hall.

Damon turns to see Axle flip open his lighter.

Axle throws the burning lighter into the hydrogen stream.

.... THE GAS IGNITES.

A fireball blasts towards Damon and Gwen. They dive out the way. The rope incinerates. Axle's thrown back by explosion.

INT. DINING ROOM, A DECK -

The bewildered passengers feel the ship jolt. Ms. Doan falls to the ground.

PETE
(joking)
Hey... did we hit an iceberg?

INT. CONTROL GONDOLA -

The crew looks around, confused.

CAPT. PRUSS
What the hell was that?

CAPT. SAMMT
Felt like the line broke.

INT. KEEL CORRIDOR -

The fireball impacts another gas cell. The cell ruptures, fuels another explosion. It's now a chain reaction moving towards the front of the Hindenburg.

Damon grabs Gwen, runs toward the bow.

INT. LADDER SHAFT -

The fire explodes up, incinerating the surrounding gas wall, then hurls toward the vents like an angry demon escaping from hell.

EXT. LAKEHURST -

The airship slowly drifts down, almost imperceptibly.

MORRISON

... The motors are just holding it,
enough to keep it from....

His words freeze, he sees a mushroom of fire blossom from the back of the zeppelin.

MORRISON

(horrificed)

... It's broken into flames! It's
flashing -- flashing!. It's
flashing terrible...

The waiting crowd screams. Mrs. Spah nearly faints.

INT. DINING ROOM, A DECK -

The passengers see a red glow reflect off the wet earth, silhouetting the Hindenburg's vast bulk. The airship jolts violently again and again. Irene starts screaming.

IRENE

Oh my God!

PETE

We're on fire!

Mr. Doehner runs toward the stable rooms.

MR. DOEHNER

Our passports!

MRS. DOEHNER

Forget the passports!

But he's gone in the stampede of panicking passengers.

INT. KEEL CORRIDOR -

Luger drawn, Axle sprints to the bow, barely outrunning the gas cells as they explode in a chain reaction behind him.

The men behind him are not as fast. The fire engulfs them.

INT. OFFICER'S MESS, NEXT TO KEEL CORRIDOR -

The Baroness' guard runs out the door. She follows.

INT. CONTROL GONDOLA -

Speck sees fire licks under the zeppelin's belly.

SPECK

FIRE!!!!

All eyes turn to the stern. They're horrified.

EXT. LAKEHURST -

Ground crews scatter in terror. A second blast rocks the rear of the ship. The concussion knocks people to the ground. Cameramen scramble to record it.

EXT. LAKEHURST, NEAR THE FOREST RIM -

Donovan's mouth drops.

WILD BILL DONOVAN

Good God.

INT. KEEL CORRIDOR -

Through the bright flames, Damon sees Axle tearing towards them. He's half a football field away.

EXT. LAKEHURST -

The burning gas cloud is now twice the size of the ship, sucking air to fuel its fire, creating wind on the ground like a small tornado. Commander Rosendahl watches men on the airship jump to their deaths rather than burn alive...

Until he realizes the airship's rear is dropping. He's going to get crushed. Rosendahl sprints in the wet sand, away from the airship.

INT. CORRIDOR TO SMOKING ROOM, B DECK -

Damon and Gwen run up the stairs.

INT. DINNING ROOM, A DECK -

Spah smashes open a window with his film camera and tries to climb out.

Two panicked passengers climb over him, pushing him to the ground.

Damon runs in, spots the Baroness. He grabs her, stuffs Von Grafman's letters into her hand. He doesn't know she's the Gestapo agent.

DAMON

This is a letter from General Von Grafman to Roosevelt. It's got Hitler's war plans. Get it to Colonel Bill Donovan.

BARONESS

(stunned)

Colonel Donovan... I'll... I'll make sure.

The airship shakes with explosions.

DAMON

Axle'll follow me. Get off the ship fast.

Axle runs in. Across the dining area, he sees Damon and Gwen running in one direction, the Baroness towards the stairs.

He's about to run after Damon when he spots Von Grafman's letter in the Baroness' hand. Axle doesn't know she's a Gestapo agent either. He points his Luger.

She turns, yells to him.

BARONESS

ObenFuehrer!

BANG. He fires a bullet through her head. The Baroness tumbles to the floor.

EXT. LAKEHURST -

Civilians scatter. Mrs. Spah hides her children's faces in her dress. Herb Morrison shields himself from the blistering heat. The flames reach 600 feet into the air.

A woman plummets from the passenger windows, 6 stories down, and splatters on the field.

MORRISON

... This is one of the worst catastrophes in the world... Oh, it's four, five hundred feet into the sky...

The Hindenburg's burning tail collapses to the earth, crushing a Navy man trying to run away. The bow shoots up into the air.

MORRISON

It's a terrific crash, ladies and gentleman... Oh, the humanity and all the passengers!! ...

Navy men scatter in different directions, running for their lives.

CHIEF TOBIN

(shouts out)

NAVY PERSONNEL STAND DOWN!!!

The Navy men stop on a dime and turn back to help victims.

INT. DINNING ROOM, A DECK -

Damon turns to see the Baroness dead and Axle running for the letter. Just as Axle reaches for it, the whole room violently tilts up 50%. Axle's flung backwards against the wall. The piano slams against him.

EXT. LAKEHURST -

The back of the Hindenburg hits the ground, its front tilts into the air.

INT. BOW OF AIRSHIP -

The world has pivoted sideways. Riggers hang on to the catwalk like it was a wall. Their feet dangling into the abyss below.

They stare down. It's like gazing into the mouth of an exploding volcano as the fire rushes up. There's no escape. The inferno reaches them...

EXT. LAKEHURST -

The Hindenburg's bow erupts, spewing fire hundreds of feet into the air.

INT. DINING ROOM, A DECK -

The ceiling explodes from the pressure of burning gas above it. Damon and Gwen fall back - away from the letter. Axle falls through a hole in what used to be the wall and now is the floor.

INT. CONTROL GONDOLA -

Capt. Pruss holds onto the helmsmen's station. The helmsman crashes through the rear window, plummets to his death below.

EXT. HINDENBURG -

Flames on the airship's bow spread. The bow loses lift, and plunges down.

The bright red gothic letters spelling HINDENBURG incinerate letter by letter.

Spah, who's been clinging to the window ledge with one hand, jumps to the ground.

INT. DINNING ROOM, A DECK -

Slams down horizontal again. Tables, chairs tumble like bowling pins. The whole room is ablaze. Damon crawls toward the Baroness' burning body, towards the letter. But fire sucks air out of the room, whisks the letter away from his grasp. It settles near the back wall.

In panicked desperation, Mrs. Doehner drops Werner through a broken window. She picks up Walter.

IRENE

Dadeeeeeee!

Letting go of Walter, she turns to see Irene running down the burning hall her father disappeared into.

MR. MANGONE

I'll get her.

Mangone sprints down the corridor after her. But he only makes it a few yards. The walls implode.

Burning ceiling panels fall. Damon rolls to avoid them.

EXT. HINDENBURG -

Men run out of the control gondola. The Hindenburg's metal skeleton collapses in a SCREECHING twist of girders.

A burning slab of the Hindenburg's skin drops on Speck. Capt. Pruss fries his own hands lifting it off of his radio officer. Pruss throws Speck over his shoulder and stumbles toward safety.

INT. DINING ROOM, A DECK -

Damon gets his footing. The floor shifts underneath him. Through the blaze, he spots Gwen, choking in the black smoke, trapped under a girder, flames licking at her. In the other direction, he sees the Baroness' burning body.

A few feet away from her is Von Grafman's letter, its edges beginning to burn. Damon has a choice. Both will burn in seconds. He can only save one.

Damon lunges toward Gwen. Shoving his shoulder against the burning girder. His shirt sizzles, face twists with pain. The girder slips.

He frees her. Turns to see the letter. It's history.

The whole floor collapses, spills them backwards through the remains of the smoking room. They tumble into the exposed keel corridor, into a maze of glowing red girders and dense black diesel oil smoke. "♦"

EXT. LAKEHURST -

The Hindenburg is completely on the ground - a massive burning cauldron the size of Shea Stadium. Its metal frame crumbles.

Two Navy men pull Speck from Capt. Pruss' shoulders. Both are burning. The Navy men roll them in sand.

CAPT. PRUSS

The passengers.

Before the Navy men can stop him, the captain runs back into the massive inferno. He's still on fire.

INT. SOMEWHERE IN THE HINDENBURG -

A Rigger buries himself under the wet sand. Better to suffocate than burn. His blistered hands sweep more sand over his head.

INT. KEEL CORRIDOR/STORAGE ROOMS -

Dense twists of girders, tanks, flames, and smoke. Metal bends and breaks around Damon and Gwen. Fire singes their hair. They look around. It's the center of Dante's inferno. Death is seconds away.

EXT. HINDENBURG

Morrison, nearly in tears, stumbles back. The heat is unbearable. Thick black smoke swirls around in the rain. He chokes out a few last emotional words.

MORRISON

... I can hardly breath... I'm gonna step inside... I'm gonna have to stop... this is the worst thing I've ever witnessed...

He runs away.

INT HINDENBURG, NEAR STERN -

A group of SS men run through the mangled burning girders, past a diesel tank that glows white hot. It explodes, drenching them with oil - which instantly ignites.

INT. HINDENBURG -

Damon and Gwen can't breath. There's no way out. Gwen holds Damon tight. Their clothes catch fire. Damon keeps searching the fire.

DAMON

I'm sorry, Gwen.

Gwen closes her eyes, preparing for the inevitable.

DAMON

Wait a second.

Damon looks up. He pulls out his knife again, holds it in his damaged hands. He jumps up, grabs onto a massive tank above them. He digs the knife in the edge of the inspection cap, hangs his whole weight on the knife.

The blade breaks. He falls to the floor.

DAMON

Damn...

BOOM! HUNDREDS OF GALLONS OF WATER EXPLODE OUT OF THE TANK. A torrent grabs them, carries them through the burning zeppelin. It tumbles them like roaring rapids. They struggle to hold on to each other, but Damon loses his hold.

EXT. HINDENBURG -

Karl struggles out of the fire. His skin is black, peeling. His clothes burned off -- he's beyond pain.

Navy men try to move forward but the heat is too intense. When Karl reaches them, they grab his arm, which falls off like cooked meat.

INT. HINDENBURG -

The water dissipates. Becomes knee-deep.

Damon catches his balance, sees Gwen, she seems immobilized. From the flames behind her, Axle stumbles up. He's on fire.

Damon tackles him. They both land against a girder. The knife disappears under the water.

Axle grabs a burning girder. Like a flaming antichrist, swings the girder at Damon's head. Damon ducks, rolls. Axle follows with his feet at Axle's shins. Axle loses his balance, falls to the water. Damon grabs Axle's head, shoves it under water. Axle struggles, claws at Damon's face, at his eyes. Damon holds Axle's head under the water until Axle's frantic clawing stops. Damon continues to strangle him, Gwen finally pulls him back.

Damon releases his grip.

INT. SOMEWHERE IN THE HINDENBURG -

The Rigger digs himself out of the heat baked sand. He runs toward the distant docking tower.

EXT. LAKEHURST -

Navy ground crew watch the smoldering wreck. A dark shape moves between the smoke filled girders... Ulla, the German Shepherd comes pounding out, and dives under the legs of the Navy men.

INT. LAKEHURST HANGAR -

Mrs. Doehner, her hair nearly burned off, clutches her two children, staring aimlessly like a terrorized animal. Around them Navy men and civilians do their best to take care of her, Pete, Capt. Pruss, Capt. Lehmann and other survivors. Reporters argue over the single phone in the building. Mrs. Spah still waits in fear.

A pretty NURSE tends to a burned man. His clothes and face are so incinerated you can't identify if he's a passenger or crewman. She tries to be as gentle as possible. He whispers barely audibly in a heavy accent. We realize he's the engine mechanic.

BAHAHOIZER

Speak German?

NURSE

(leaning in)

No.

He puts his charred hand on her cheek and tries to smile.

BAHAHOIZER

Sweet.

Then dies.

EXT. HINDENBURG -

The Navy men see two figures stumble out - Damon and Gwen. When they reach the Navy men, jackets are thrown around their wet bodies.

DAMON

Col. Donovan... Col. Donovan.

The rescuers lead them away from the fiery wreckage. One of them sprints off.

INT. LAKEHURST HANGAR -

Mrs. Spah screams as her tattered husband is brought in. With him is Ulla. Spah hugs his wife, their children. Ulla licks their faces.

Wild Bill searches through the survivors. A Navy man runs up.

NAVY MAN

Sir, we found them.

EXT. HINDENBURG -

Damon holds Gwen as a Medic tends to their burns. Damon stares soberly at the great airship burning brightly. The sight is devastating for him. Donovan runs up.

WILD BILL DONOVAN

(smiles)

West, thank God you made it.

DAMON

We've got a lot to talk about.

EXT. NEW YORK CITY -

In the distance, the fiery glow of the Hindenburg is easily seen. The inferno lights the skies for 150 miles.

MOVIETONE: "NEWS ON THE MARCH" -

Actual news reel footage documents the Hindenburg disaster. Voice Over will be the real newsreel as well.

-- Black/White footage of it burning.

-- Shots of American and German military personnel inspecting the smoldering wreckage under daylight.

The VO tells that no evidence was found of its cause, but that a Luger was found with one bullet discharged.

-- Pier 86 at New York's 46th street. 10,000 mourners and thrill seekers gather to watch the Nazis give last rights for the German dead. The dead's caskets are draped in Nazi flags. A long line of mourners stroll past, their hands up in Nazi salute.

VO tells that Roosevelt sent his condolences to Hitler. Hitler thanked him.

INT. OVAL OFFICE, WHITE HOUSE -

President Roosevelt and the whole cabinet are gathered, enraptured by Damon's report.

Dressed in Navy Whites and some bandages, Damon finishes his report. Wild Bill Donovan stands beside him.

DAMON⁶*

... In conclusion, the letter detailed Reich Chancellor Hitler's plans for attacking Europe. The letter perished.

PRESIDENT ROOSEVELT

(to Damon and Donovan)

You both did a damn good job.

ICKES

We certainly can't tell the American people. We don't have a shred of proof.

HULL

Mr. President, Congress won't believe it.

Roosevelt thoughtfully pulls the cigarette holder from between his lips. Looks to his cabinet.

PRESIDENT ROOSEVELT

Gentlemen. I believe it's time for us to take action.

EXT. WHITE HOUSE -

An Honor Guard opens the door to a waiting limo. Damon slips inside, greeting Gwen with a warm smile.

DAMON

How'd you like to see Hollywood?

As the car drives off, we tilt to the sky.

Title:

History records that after the Hindenburg's destruction President Roosevelt made his first public stand against foreign aggression. Congress remained opposed to American involvement overseas. Despite this, President Roosevelt began to secretly prepare America for the coming war.

When the United States entered the Second World War in 1942, Roosevelt charged "Wild Bill" Donovan with creating America's first spy agency - the Office of Strategic Services, the OSS.

After the war, the OSS grew into the Central Intelligence Agency.

FADE OUT: