

**MIDWAY**

written by

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Centropolis Entertainment  
The Mark Gordon Company

This is a true story.

Even the parts that seem like Hollywood bullshit.

OVER BLACK:

Faint splashes and the soothing sound of water lapping against a shore. We slowly FADE IN to...

**EXT. LAKE - DAY**

Imagine a Japanese woodblock painting brought to life. Two ducks bob in the water, a spectacular thatched pagoda rising behind them. The trees blaze with the colors of late autumn.

Everything is peaceful and placid until --

*SPLASH!* Nets slam down between the ducks. As the birds burst into flight, honking their displeasure, we realize that the nets are connected to long bamboo handles.

Four men in military uniforms wield the odd contraptions: two wear the blue of the Japanese navy and two are westerners.

SUPER: "HAMARIKYU DETACHED PALACE - NOVEMBER, 1937"

As the Japanese officers advance on a new pair of ducks, CAPTAIN BERNARD RAWLINGS, 48, gives his net a disgusted look. He speaks with an English accent.

CAPTAIN RAWLINGS  
This is bloody ridiculous.

His companion, EDWIN LAYTON, 34, wears the uniform of a lieutenant commander in the US Navy. Layton has a dry sense of humor and a perpetual worried squint -- he sees trouble lurking behind every corner.

LAYTON  
Wasn't your empire built on ridiculous traditions?

CAPTAIN RAWLINGS  
Don't defend them, Layton. You might speak their language, but they still think you're a barbarian.

Layton gestures at their idyllic surroundings.

LAYTON  
Be honest... won't you miss this place when you're gone?

Rawlings snorts.

CAPTAIN RAWLINGS  
The next time I see the little buggers, I hope it's through the sights of a fourteen-inch gun.

A HONK from the lake catches their attention -- one of the Japanese officers has successfully netted a duck. Layton shouts in subtitled Japanese.

LAYTON  
Well done, Kimura-san.

The officer turns and stiffly bows. Layton bows back and then glances at Rawlings.

LAYTON (CONT'D)  
If things keep heading in this direction, you'll get your wish.

**INT. HAMARIKYU DETACHED PALACE - BANQUET ROOM - NIGHT**

Waiters carve raw duck in the corner as a group of Japanese and foreign officers eat *sukiyaki* at a traditional table. A Japanese OFFICER is concluding a fiery toast. He turns toward the Emperor's portrait and raises his glass.

JAPANESE OFFICER  
Banzai! Banzai! Banzai!

The officer drains his glass in a gulp, and the other men immediately follow his lead. It's impossible to miss the naked machismo in this room: no Japanese officer is going to be shamed in front of a foreigner and vice versa.

As the men refill their glasses with scotch from ceramic jugs, Rawlings stands to toast. His face is flushed.

CAPTAIN RAWLINGS  
On behalf of the British Empire, I want to thank Admiral Yamamoto for this invitation. May our nations forever remain partners on the seas.

All eyes swing to the head of the table where the handsome and charismatic ADMIRAL YAMAMOTO, 52, sits. The words hang in the air for a long moment before Yamamoto raises his own sake glass and drains it.

The other men practically trip over each other to match him. Layton, however, just touches the glass to his lips -- seemingly impervious to the social pressure of the situation.

As Layton sets down the glass, he notices Yamamoto staring at him. Their eyes meet for an awkward moment.

**INT. HAMARIKYU DETACHED PALACE - SHOIN ROOM - NIGHT**

The sounds of the party spill through the thin paper of a *shoji* door as Layton examines a set of woodblock prints.

Yamamoto enters, sliding the door closed behind him. He glances at Layton and then speaks in subtitled Japanese.

YAMAMOTO  
You don't like whiskey?

Layton turns, caught off guard. But he recovers quickly.

LAYTON

I could ask you the same question, admiral. I have it on good authority that your glass is filled with tea.

Yamamoto is briefly taken aback -- he's rarely challenged -- but then he gives Layton a wry smile.

YAMAMOTO

An old Chinese trick.

(beat)

What else have you learned during your time in Japan?

Layton hears the dangerous subtext in that question: *are you a spy?* He therefore does his best to shrug it off.

LAYTON

I'm just the assistant naval attaché.

YAMAMOTO

Which is why I know that you must have an opinion. I was once our naval attaché in Washington.

LAYTON

After your years at Harvard.

Yamamoto smiles again -- impressed that Layton has done his homework. He responds in fluent English.

YAMAMOTO

Like you, I thought there was value in studying a potential adversary.

LAYTON

(also English)

And what did you learn?

YAMAMOTO

Do you know the Japanese nickname for America?

LAYTON

*Beikoku.*

YAMAMOTO

Exactly. 'Rice country.' A place of endless resources. And I saw with my own eyes the vast oilfields of Texas. The steelyards of Pittsburgh. The factories of Detroit.

LAYTON

I heard you told the prime minister that Japan can't win a war with the United States.

YAMAMOTO

Not exactly. I said that we couldn't win a long war.

LAYTON

I heard another rumor that your life might be in danger. The Nationalists think you're too moderate.

Yamamoto is silent for a long moment, and Layton wonders if he has pushed his luck too far. Finally --

YAMAMOTO

Japan is at a crossroads. We are eager to become a world power, yet we are dangerously reliant on outside forces. We get 80 percent of our oil and scrap metal from your country. If that supply is threatened, it will force us into drastic measures.

Layton knows exactly what Yamamoto means by "drastic measures," and the purpose of their conversation abruptly becomes clear to him.

LAYTON

You want me to pass this information along to Washington.

YAMAMOTO

Tell them not to push us into a corner. Your government must give those of us who are more reasonable a chance to carry the day.

LAYTON

Nobody wants a war.

Yamamoto shakes his head, expression grim.

YAMAMOTO

I wish that were true.

Yamamoto sticks out his hand, and the two men shake. As the admiral starts back toward his party --

YAMAMOTO (CONT'D)

Sayonara, Layton-san.

And then the door slides shut and he's gone. As Layton stares after him, lost in thought, the rising GROWL of engines begins to pound at our ears...

CUT TO:

**EXT. USS ENTERPRISE - FLIGHT DECK - DAY**

The stiff ocean breeze almost knocks us sideways as the vast teak deck pitches up and down in the steady rollers of the Pacific. We're aboard...

...the aircraft carrier USS ENTERPRISE. Mankind's latest and greatest superweapon.

It's been barely three decades since the Wright Brothers went aloft in their glorified kite, and now this ship -- 20,000 tons of American steel -- can attack a target with 80 warplanes, escape at 30 knots, and hit a new target the next afternoon a thousand miles away.

At least that's the theory. It has never been tested.

SUPER: "FOUR YEARS LATER. 175 MILES WEST OF PEARL HARBOR."

The relentless GROWL is coming from four Douglas SBD Dauntless dive bombers, which are warming up their engines. The SBDs are built for war with snub wings and a sturdy airframe.

We PUSH past the planes until we reach a lone figure staring out at the ocean. DICK BEST, 31, wears the leather bomber jacket of a pilot and oozes from every pore with what Tom Wolfe will someday call "the right stuff." He might be the top pilot in the whole damn Navy -- and he knows it.

Best remains locked on the ocean as another pilot strides up behind him. CLARENCE DICKINSON, 29, is the Goose to Best's Maverick. He's lanky with a northern Florida drawl.

Best speaks without looking at Dickinson.

BEST  
War is coming.

DICKINSON  
You've been saying that for years.

BEST  
Yeah, but now I mean it.

Best flicks his head at the bridge behind them.

BEST (CONT'D)  
The old man feels it too. That's why we've been flying double scouting missions this whole trip.

DICKINSON  
Then we better get in some R&R while we can. I'm going to haul ass into Pearl this morning ahead of the fleet and hit the beach with Cliff.

BEST  
I can't go with you boys.  
(off Dickinson's look)  
They're holding back Scouting Six.  
Just in case.

DICKINSON  
Well, I'd hate to be you.

Dickinson grins, sticking it to his friend. Best is about to reply, but they're interrupted by the arrival of BILL MILLER, 24, Dickinson's radioman. He salutes the pilots, eyes locked on his commander.

MILLER

Morning, sir. The aircraft is spotted.

Best gives Miller a long look -- he seems jumpy.

BEST

You okay, Miller?

MILLER

It's my last day of sea duty, sir.  
And I'm the only one from my radio  
class who hasn't crashed.

BEST

Don't worry, Miller. Even Mr.  
Dickinson can fly from here to Pearl  
Harbor without getting you wet.

Dickinson snorts at the jab and then starts toward the waiting planes. But then he glances back.

DICKINSON

Me and Cliff will be thinking of you  
when we're lying on the beach.

BEST

I hope a shark bites your dick off.

Dickinson smiles to himself as he continues to his SBD.

**EXT. USS ARIZONA - FANTAIL DECK - DAY**

The battleship gleams on a gorgeous Sunday morning in Pearl Harbor. A bleary-eyed band gathers around the flag to raise the colors while a crew of sailors put out folding chairs.

LT. CLIFF JANZ, 31, emerges onto the deck. He looks like a Navy recruiting poster with blue eyes and a square jaw. One of the men setting up the chairs (SULLY) catches his eye.

SULLY

Hey, lieutenant. How come I've got  
to set up the chairs for church even  
though I don't believe in God?

Cliff gives Sully a dry look.

CLIFF

Because your only religion is chasing  
girls. And the Navy isn't going to  
pay you for that.

As the other men smile, Cliff continues toward the flag.



CLIFF (CONT'D)

Let's hurry this up, gentlemen. I've got a date with a beach and a beer.

The drone of an engine abruptly catches Cliff's attention: a plane is approaching the ship at a high speed.

Cliff stares at the aircraft, his brain processing the shape of the wings. And then he shouts --

CLIFF (CONT'D)

Get down!

*RAT-TAT-TAT!* Bullets PING off the battleship's armor. Cliff catches a glimpse of the plane's insignia as it passes: the red emblem of the rising sun.

As the men scramble back to their feet, Cliff scans the skies. And that's when he sees a squadron of high-altitude bombers approaching battleship row. Dozens and dozens of planes.

Sully glances at Cliff, fighting his rising panic.

SULLY

Is it the Japs?

But Cliff is already dashing toward the ladder that leads up to the next deck. He shouts over his shoulder --

CLIFF

Sound general quarters.

And then he's climbing. We stay TIGHT on Cliff as he reaches the top of the ladder and sprints down the exposed corridor that runs along the port side of the ship.

General quarters abruptly BLARES and confused men begin to emerge from various hatches. Cliff bowls past a few of them, already sweating in the heat, and then --

*BOOM!* A near miss shakes the deck. The percussion wave slams Cliff against the rail, and he falls, one hand clutching a broken rib. But he immediately scrambles to his feet, eyes locked on a ladder that leads upward.

An instant later Cliff is climbing again. Bullets PING off the metal around him, but he keeps moving. He finally shoves open a hatch and pulls himself into --

**INT. USS ARIZONA - GUN DIRECTOR - CONTINUOUS**

The ten-man crew stares at Cliff as he enters, white-faced in the darkness.

CLIFF

We gotta get those planes off us.  
Why the hell aren't you firing?

The young ENSIGN spreads his hands, helpless.

ENSIGN

The ammo boxes are locked.

Cliff grabs a fire ax from the wall and smashes it into the lock. As the door pops open, he points at the rounds inside.

CLIFF

All right. Get the --

*BOOM!* The men are tossed to the deck as a bomb detonates somewhere on the ship. The sound is deafening in the enclosed space. Cliff is the first to recover.

CLIFF (CONT'D)

Start firing!

As Cliff turns to exit, the ensign desperately clutches his arm. His voice is distorted by Cliff's ringing ears.

ENSIGN

Where are you going?

CLIFF

We've gotta get this ship moving.  
We're a sitting duck.

And then Cliff drops through the hatch and disappears.

**INT. LAYTON HOUSE - DINING ROOM - DAY**

EDWIN LAYTON, now 39, reads the paper as he eats breakfast with his prim wife MIRIAM, 37. The house is decorated with knickknacks from a dozen different naval posts. Miriam glances at Layton as she stands to clear the breakfast plates.

MIRIAM

Are you coming to church?

LAYTON

I have to go into the office.

MIRIAM

It's Sunday.  
(off his look)  
You work too hard.

*RING! RING!* Layton's head whips around and he stares at the phone on the wall with transparent dread. It's as if he's expecting bad news. Miriam gives him a look.

MIRIAM (CONT'D)

Want me to get it?

Layton shakes his head and then stands and warily crosses to the phone. He answers and listens for a beat. Miriam watches him, transfixed by the expression on his face.

LAYTON

Tell them I'm coming.

Layton hangs up the phone, his hand shaking slightly.

MIRIAM  
Edwin, what's happening?

LAYTON  
The Japanese are attacking us.

Her hand flies to her mouth.

MIRIAM  
Oh my God. Where?

LAYTON  
Here.

**EXT. LAYTON HOUSE - DAY**

Layton hurries out the front door, now wearing his uniform and carrying a briefcase. A Cadillac ROADSTER skids to a halt in front of the house and LIEUTENANT PAUL CROSLY, 28, frantically waves from the front seat.

CROSLY  
Come on. I'll give you a lift.

**EXT. ROAD - DAY**

The Cadillac speeds toward the promontory of Diamond Head, which conceals Pearl Harbor from view. Lights flash behind them and Crosley glances in his rear-view mirror.

CROSLY  
Oh, Christ.

A motorcycle COP is trailing them. Layton turns around in his seat to look. Then --

LAYTON  
Pull over.  
(off Crosley)  
He's going to kill himself.

Crosley hits the brakes and the Cadillac rumbles to a stop. The cop gets off his bike and ambles toward them.

COP  
Bit fast for a Sunday --

LAYTON  
The Japs are attacking Pearl Harbor.

The cop stares at them, confused -- this seems like an impossible lie. Crosley raises a hand as if swearing an oath.

CROSLY  
It's the God's honest.

**INT. USS ARIZONA - BRIDGE - DAY**

Cliff bursts onto the bridge, breathing hard. He locks on a cluster of panicked junior officers.

CLIFF

We've got to get underway.

An ENGINEERING OFFICER stares at Cliff's leg.

ENGINEERING OFFICER

Jesus, Cliff. You've been hit.

Cliff glances down and sees that blood has soaked his right pant leg -- he's been shot in the calf. But he shrugs it off and limps over to the set of gauges that register the steam pressure. He stares at them as if he's been betrayed.

CLIFF

Goddammit.

ENGINEERING OFFICER

We just need five minutes.

CLIFF

We don't have --

*KABOOM!* Cliff glances out the front window of the bridge just as the Arizona's forward magazine detonates. The deck ripples with the force of the blast, and the bridge tilts as the massive battleship's bow rises twenty feet in the air.

An instant later the white-hot flash of the explosion surges through the bridge, briefly blinding us.

**EXT. ROAD - DAY**

The Cadillac barrels down the road -- now escorted by the motorcycle cop -- until Crosley abruptly stands on his brakes. He's staring through the windshield, transfixed by something, and we REVERSE to reveal...

...the iconic image for the first time: towering columns of smoke rise from Battleship Row as Japanese bombers attack.

A giant mushroom cloud rises from Arizona, followed by a blast wave racing toward us across the water. It seems impossible that anyone could survive that explosion.

As Crosley ducks for cover, we go CLOSE on Layton. The massive fireball is reflected in his glasses, and his expression is difficult to decipher.

He's horrified, of course. But not surprised.

**EXT. SKY - DAY**

Two SBDs fly in formation above Barbers Point. Smoke rises in the distance from Pearl Harbor.

**INT. DICKINSON'S SBD - DAY**

Dickinson is on the stick. Miller is seated behind him facing backwards -- he's responsible for both the radio equipment and operating the .30 caliber Browning tail gun.

As Dickinson squints at the distant smoke, Miller's voice echoes through the intercom.

MILLER  
What is it, sir?

DICKINSON  
Looks like Coastal Artillery went stark mad. Bet you someone's going to catch hell for it.

A FLASH of metal near the sun catches Dickinson's attention, and his instincts lead him to yank on the stick. As the SBD lurches, he shouts into the radio --

DICKINSON (CONT'D)  
Incoming!

The warning is too late for their wingman, who catches a full broadside of cannon fire. As his SBD explodes into flame, two Japanese Zero fighters scream past us.

Dickinson, meanwhile, continues his roll and fires with his fixed guns. He swears, realizing that he has missed, and then yells into the intercom --

DICKINSON (CONT'D)  
Miller. Break radio silence. And get that damn gun working!

Miller flips the transmit key on his radio.

MILLER  
Pearl Harbor under attack by Japanese aircraft. This is no shit!

And then Miller is slammed into his seat as Dickinson takes wildly evasive action. He nevertheless manages to pull a string of ammo from a box and feed it into the Browning.

DICKINSON (V.O.)  
On our six!

*RAT-TAT-TAT!* Miller fires in long bursts, swinging the gun from side to side, until --

*BOOM!* Their right wing explodes into flame as a round of cannon fire riddles the SBD. The fucking Zeros are everywhere. Dickinson yanks on the stick...

...but it's dead. The plane goes into a right spin, and Dickinson glances at the altimeter. They're just a thousand feet above the ground.

DICKINSON (CONT'D)

Miller! Bail out!

As Dickinson pushes himself out of the cockpit, he catches a glimpse of a lifeless Miller in the back seat --

-- and then Dickinson is tumbling in the sky. He desperately fumbles with his ripcord, the ground rushing up at him --

KABOOM! His abandoned SBD explodes in the field beneath him just as his parachute catches the air. Dickinson has only a second or two to brace himself before he slams onto a dirt road, hard enough that his knees buckle.

He collapses to the ground and lies still for a moment -- stunned to be alive -- before rolling over and freeing himself from the silk parachute.

As Dickinson orients himself, he realizes that guns are firing nearby. It's a platoon of Marines lined up in formation on a hilltop a hundred yards away, shooting with their rifles at the Japanese planes like vestiges from an earlier war.

Their SERGEANT, meanwhile, is jogging down the hill toward Dickinson. He gives the pilot a long look.

SERGEANT

You all right, sir?

Physically, yes -- by some miracle the total of Dickinson's wounds is a skinned elbow. But he's hopping mad.

DICKINSON

Get me to Hickam Field.

The sergeant stares at this angry man who just fell from the sky. All he can think to say is...

SERGEANT

Why?

Dickinson looks at the sergeant as if he's a complete idiot.

DICKINSON

So I can get in another goddamned plane and get back up there.

**INT. USS ENTERPRISE - RADIO ROOM - DAY**

Two RADIOMEN listen through headphones, frantically transcribing chatter as a nervous ENSIGN paces behind them. Best bursts into the room.

BEST

What the hell is going on?

The ensign turns to him, relieved to see a superior officer.

ENSIGN

Pearl is shooting at our guys, sir.  
I guess they didn't know that we  
were sending a squadron ahead.

BEST

Maybe it isn't Pearl.

The words hang in the air. *If it isn't Pearl, then who?* Best glances at one of the RADIOMEN.

BEST (CONT'D)

Call Dickinson.

RADIOMAN

I tried. He isn't responding.  
(off Best)  
We got a garbled transmission that  
he was under attack. And then nothing.

The words land hard on Best. *Has his friend been shot down? What the hell is happening?* But he has no time to dwell on those questions because the other RADIOMAN tears off his headphones and snaps to attention.

RADIOMAN #2

Sir! Look at this.

He holds out a decoded message. Best snatches it and reads...

"URGENT XX AIR RAID ON PEARL HARBOR XX THIS IS NOT A DRILL."

Best feels the eyes of the other men on him, so he keeps his face expressionless. He hands the message to the ensign.

BEST

Take this to the admiral.

The ensign starts toward the door -- too slowly for Best. He conveys the urgency of the situation in a single word.

BEST (CONT'D)

Run.

**EXT. PEARL HARBOR - PACIFIC FLEET HQ - DAY**

The Cadillac roars up to a large brick building across the loch from the dry dock. Thick black smoke shrouds everything as anti-aircraft fire RATTLES the windows.

Layton emerges from the car and dashes into the building.

**INT. PACIFIC FLEET HQ - COMMUNICATION'S ROOM - DAY**

Layton enters and finds ADMIRAL KIMMEL (commander-in-chief of the Pacific Fleet) standing in a horrified huddle with his FLAG OFFICERS. Kimmel immediately fixes on Layton.

ADMIRAL KIMMEL

Here's the man who tried to warn us.  
If it's any satisfaction to you, Layton,  
you were right and we were wrong.

LAYTON

Sir, it's no satisfaction to me  
whatsoever.

The room TREMBLES with an explosion. Kimmel stares out the window at a fireball from the drydock, clearly in shock. But he gathers himself and then turns back to Layton.

ADMIRAL KIMMEL

You need to locate the Japanese  
carriers. We can't let them do this  
and get away scot free.

LAYTON

I know the man who can find them.

**INT. PACIFIC FLEET HQ - LOBBY - DAY**

The PETTY OFFICER at the desk holds a rifle in nervous hands, a flak helmet on his head. Layton hurries up to him.

LAYTON

Where's Rochefort?

PETTY OFFICER

On the roof, sir.

Layton stares at him, confused. *The roof?*

**EXT. PACIFIC FLEET HQ - ROOF - DAY**

Spent anti-aircraft bullets PING off the tin of the roof in a steady (and potentially deadly) rain. But the birdlike and brilliant JOSEPH ROCHEFORT, 40, ignores the danger and carefully affixes wires to a makeshift antenna.

Layton bursts out of a stairwell and locks on Rochefort. The camera CIRCLES them as they talk, revealing the devastating panorama in the background.

LAYTON

What the hell are you doing? We need  
to find the Japanese fleet.

ROCHEFORT

That's what I'm trying to do. Those  
Army idiots think we're about to get  
invaded, so they shut down the phones.  
We can't communicate with our radio  
direction finder.

Layton quickly does the math.

LAYTON

You're building another one?



As Rochefort shrugs, a flaming chunk of metal THUDS into the roof. Layton gives Rochefort a look.

LAYTON (CONT'D)

Don't get killed up here. The Navy's going to need you to win this war.

Rochefort ignores him, once again locked on his work. Layton nods to himself -- these men understand each other -- and then ducks back into the building.

**INT. USS ENTERPRISE - FLAG BRIDGE - DAY**

The modest-sized flag bridge is at the top of the carrier's island, giving it a view of the flight deck. ADMIRAL WILLIAM "BULL" HALSEY, 62, enters. He's a rugged bowling ball of a human being who is beloved by his men for his honesty.

Halsey glances at CAPTAIN MILES BROWNING, his operations and war plans officer.

HALSEY

Pearl found something?

CAPTAIN BROWNING

Yes, sir. Intelligence managed to get a radio fix on the attacking fleet. Unfortunately, it's a bilateral reading. Meaning the Japs are either at 363 degrees...

Browning points down at the map table, his finger tracing a line due north of Pearl Harbor on the chart.

CAPTAIN BROWNING (CONT'D)

...or 163 degrees.

Browning traces a second line heading due south. Halsey's face wrinkles in disgust.

HALSEY

For Christ sake... Pearl is under attack, and we don't even know if the bastards are north or south?

Browning is accustomed to tough questions from his admiral. He taps a point near the southern line, unruffled.

CAPTAIN BROWNING

Army bombers also reported a possible ship sighting here.

Halsey stares at the spot. Then:

HALSEY

That's where we place our bet. What do we have left aboard?

CAPTAIN BROCKMAN

Lindsey and his torpedo squadron.

HALSEY

What about dive bombers?

CAPTAIN BROCKMAN

Most of them went into Pearl this morning, but we've got five left. The senior pilot is Dick Best. The XO of Bombing Six.

HALSEY

Good. That kid is full of piss and vinegar.

(beat)

Launch everything we've got.

**INT. USS ENTERPRISE - PILOT READY ROOM - DAY**

A chalkboard identifies the squadron's planes and their operational status. Best and his four fellow dive bomber pilots sit on one side of the room wearing brown leather jackets. Eighteen torpedo bomber pilots sit on the other, dressed in olive drab flight suits with ties.

LT. COMMANDER WADE MCCLUSKY, 39, delivers the briefing. He runs the air wing and is good friends with Best -- probably because they are both consummate professionals.

MCCLUSKY

We have a possible location on the Jap fleet, so we're launching a strike. Lindsey has command.

McClusky looks at LT. EUGENE LINDSEY, 36, who sits in the front row. Lindsey commands Torpedo Six and is a bit of a dandy -- his men call him Errol Flynn behind his back.

As Lindsey nods, McClusky traces a line on the giant map.

MCCLUSKY (CONT'D)

Fly a grid on this bearing. If you make contact, Best and his men will put down a smokescreen and then the torpedo bombers will go in.

BEST

The hell with smoke. Let me go after those carriers with a real bomb.

LINDSEY

Torpedoes sink carriers, not bombs. And my men need a screen.

Best gives Lindsey a cold look.

BEST

You need a screen because your planes are slow. And even if you get close enough, your torpedoes don't work.

Most of the torpedo pilots bristle. But Lindsey shrugs.

LINDSEY

That's a rumor.

BEST

It's a rumor because the damn things  
have never even been tested.

(to McClusky)

The Japs are out there killing our  
friends. In a sneak attack. Let me  
put a 500-pound bomb right down their  
goddamned smokestack.

LINDSEY

You have your orders, lieutenant.

Best is about to respond, but McClusky steps forward to quell  
the disagreement.

MCCLUSKY

We're all frustrated. But we have to  
go by the book today.

Best doesn't like it -- at all -- but he respects McClusky  
enough to stand down.

BEST

Yes, sir.

**EXT. USS ENTERPRISE - FLIGHT DECK - DAY**

Best strides toward his waiting plane. He's intercepted by  
his radioman, JAMES MURRAY (25, lanky). Murray has a laconic  
North Carolina drawl, but the accent lies -- he's perpetually  
a bundle of raw nerves.

MURRAY

Are we going after the Japs, sir?

BEST

Yeah, we're going to smoke 'em to  
death.

Best glances at Murray.

BEST (CONT'D)

You look like you're going to puke.

The assessment is correct; Murray scared out of his mind by  
the prospect of going out to find the Japanese fleet. But he  
can't admit that to his pilot.

MURRAY

I'm all right.

(changing the subject)

Any word from Mr. Dickinson?

BEST

Not yet.

Which means that his friend is likely dead. But Best just continues toward his plane; he has a job to do.

The deck loudspeaker BLARES:

LOUDSPEAKER (V.O.)  
Start engines!

**EXT. USS ENTERPRISE - FLIGHT DECK - DAY**

One by one the 30-odd planes of the strike force rumble down the deck. The fighters and SBDs are nimble compared to the torpedo bombers, which struggle into the air -- slowed even further by the one-ton torpedo strapped to their belly.

**EXT. PACIFIC OCEAN - DAY**

The planes are framed by the sunset. The SBDs do lazy half-circles to keep from outpacing the ponderous torpedo bombers.

**INT. BEST'S SBD - DAY**

Best scans the horizon, frustration etched in his expression. Murray's voice echoes through the intercom.

MURRAY  
See anything, sir?

BEST  
Not even a goddamned whale.

**INT. LINDSEY'S TBD - DAY**

Lindsey is at the controls with his two CREWMEN behind him. He peers down at a map in his lap, but the fading sun has made it hard to decipher anything.

Lindsey takes a deep breath and then speaks into his radio.

LINDSEY  
Six baker ten, this is six torpedo  
one. Lead us back to *Enterprise*.

**INT. BEST'S SBD - DAY**

Best stares at his radio, incredulous. He lifts the receiver to his mouth and speaks with a clear edge.

BEST  
Six torpedo ten, your pilots aren't  
trained for a night carrier landing  
with live ordinance. Go land at Pearl.

LINDSEY (V.O.)  
We can't clear the mountains. Take  
us back to *Enterprise*, lieutenant.  
That's a direct order.

Best fumes for a long moment as the plane's engine drones in the background. He finally toggles the intercom switch.

BEST

Hey, Murray. Do we have a homing signal on the ZB?

Murray glances down at a black box, which is showing a solid red light. He shakes his head.

MURRAY

We're too far out.

BEST

Unbelievable.

Best thinks for a moment and then toggles back to the radio.

BEST (CONT'D)

Six torpedo one. I'm dropping my smoke bombs, turning on my running lights, and returning to *Enterprise*. Follow me if you want.

Best yanks a lever and the plane lurches as the bombs release. Murray's nervous voice rings through the intercom.

MURRAY (V.O.)

Do you know the way home, sir?

BEST

You better hope so. Because otherwise we're all going for a swim.

We catch a glimpse of Murray's pale face in the back; he doesn't like the sound of that at all.

**INT. USS ENTERPRISE - FLAG BRIDGE - NIGHT**

The RADAR OFFICER peers into his rudimentary set as a smudge of green lights appears at the edge of the scope.

RADAR OFFICER

Sir! Numerous bogies inbound.

HALSEY

Friendlies?

The question hangs in the air -- the green dots on the scope reveal nothing. The RADIO OFFICER speaks into his set.

RADIO OFFICER

Incoming aircraft, identify yourself.

Static crackles in response. Tension builds on the bridge: *Have the Japanese found them first? Are they about to suffer the same fate as Pearl Harbor? Finally --*

BEST (V.O.)

This is six baker ten. Requesting night landing.

Everyone on the bridge breathes a deep sigh of relief.

**EXT. USS ENTERPRISE - FLIGHT DECK - NIGHT**

The LANDING SIGNAL OFFICER waves his green wands at the end of the illuminated flight deck. An SBD expertly catches the number one arresting wire and slams to a halt.

The SBD taxis to the elevator, and Best swings out of the cockpit. McClusky emerges from the shadows to meet him.

MCCLUSKY

We got word from Pearl. The Jap fleet was north, not south.

This is the cherry on the shit sundae for Best.

BEST

Those bastards in intelligence couldn't find their ass with two hands and a flashlight.

*WHAM!* The next plane to land is a torpedo bomber. It hits the deck so hard that the deck vibrates. Even worse, the impact detaches the plane's torpedo.

The deadly "fish" skids across the deck toward the ship's island, a thousand pounds of TNT connected to a percussive cap. Halsey and his staff are about to be immolated.

At the last moment a lone figure runs out of the darkness and leaps onto the deadly weapon. This is SLIM TOWNSEND, the deck officer. He rides the torpedo like a bull, feet working as brakes, until it finally comes to a stop.

As men rush to Slim's side to secure the torpedo, Best crosses the deck in a cold fury. He marches up to Lindsey, who is smoking with a few of his pilots.

Best jabs a finger at him.

BEST (CONT'D)

You get yourself lost, expect me to bail you out, and now one of your men almost blows up the damn carrier because you were too chickenshit to fly into Pearl.

LINDSEY

I told you. We couldn't clear the --

BEST

I know what you told me. But I bet you heard that Pearl is firing at everything in sight and were worried about your own ass.

LINDSEY

Do I have to remind you that I'm your superior officer?

BEST

Don't hide behind your rank. At least pretend to be a goddamned man.

Lindsey feels the eyes of his fellow pilots and feels obligated to step toward Best. But before it can escalate into a fight, McClusky runs up and shoves them apart.

MCCLUSKY

Jesus Christ! We're all frustrated. But save it for the Japs.

Best stares past McClusky at Lindsey. Still seething.

BEST

We're at war now, Lindsey. Get your shit together.

And then Best turns on his heel and strides away.

**INT. PEARL HARBOR - KIMMEL'S OFFICE - NIGHT**

Admiral Kimmel sits at his desk, his head in his hands. Layton enters and closes the door behind him.

LAYTON

The Japanese are attacking on all fronts. Singapore, the Philippines, Guam, Thailand...

No response from Kimmel. Layton forces himself to continue.

LAYTON (CONT'D)

We captured a radio log from a downed Japanese plane. They hit us with all six of their fleet carriers.

Kimmel looks up at Layton as if seeing him for the first time. He picks up a jagged piece of metal from the desk and holds it up to the light.

ADMIRAL KIMMEL

A spent .50 cal. It crashed through the window this afternoon and hit me square in the chest. Left a bruise.

(beat)

I wish it had killed me.

Layton has no idea what to do with this confession. He swallows hard. Finally --

ADMIRAL KIMMEL (CONT'D)

You're the best intelligence officer I've ever known, Layton. They'll probably burn you for this too, but if they don't... swear to me that you will make the next man in this chair listen to you. Because this can never happen again.

The words land hard on Layton; he already feels the immense weight of this failure. He draws himself up in a salute.

LAYTON

Yes, sir.

**EXT. PEARL HARBOR - DAY (TWILIGHT)**

The *Enterprise* enters the main channel. Her prow cuts through water black with bunker oil, and smoke from the still-burning wreckage shrouds everything.

Makeshift AA emplacements line the banks on either side of the channel. A SOLDIER shouts from the shore.

SOLDIER (O.S.)

You better get the hell out of here  
or the Japs will nail you too!

The words carry clearly across the water to Best and McClusky, who are standing amid a group of men silently taking in the devastation. Best is locked on the still-burning *Arizona*, eyes hollow. McClusky glances at him.

MCCLUSKY

Think Cliff was aboard?

BEST

I don't know. He liked to sleep at  
home when he was in port.

MCCLUSKY

You were roommates at Annapolis?

BEST

Three years.

*And now he might be dead -- along with thousands of other good men.* The duo stands in silence for a long moment. And then Best flicks his head up at the bridge behind them.

BEST (CONT'D)

Look at the old man.

Halsey stands outside on the flying bridge, his jaw clenching in a furious rhythm as he takes in the scene. He finally turns to his flag officers, speaking to nobody in particular.

HALSEY

I promise you... by the time we're  
through with them, the Japanese  
language will be spoken only in hell.

**EXT. NAVAL STATION PEARL HARBOR - WHARF - NIGHT**

The still-burning *Arizona* casts a red glow on the scene as an oil tanker pumps fuel into the berthed *Enterprise*.

Best strides down the gangway onto the wharf. When he sees Dickinson waiting at the bottom, Best half-smiles with relief.



But then he straps on a poker face.

BEST

I heard that you jumped out of a perfectly good plane.

DICKINSON

It was on fire. And the controls were dead.

BEST

I would have landed it.  
(beat)  
Where's Miller?

Dickinson's expression answers him. Best's face falls.

BEST (CONT'D)

Ah, hell.

They share a moment of pained silence for their fallen comrade. And then Dickinson points down the wharf.

DICKINSON

Ann is over there.

**EXT. NAVAL STATION PEARL HARBOR - WHARF - NIGHT**

Civilians stand behind a waist-high metal fence, overseen by MPs. Best approaches from the other side, eyes searching the crowd, until he locks eyes with ANN BEST, 28. She's a sharp-tongued firecracker who shares his Jersey accent.

They rush to each other and embrace over the fence, holding each other tightly. She whispers in his ear.

ANN

Come home tonight.

He pulls back, apologetic.

BEST

I wish. But we sail as soon as we're refueled. They don't want us in port until they're sure the Japs are gone.

ANN

I saw the first attack. Before I realized what was happening and got Barb down in the cellar. Dive bombers from the north.

BEST

Were they any good?

ANN

Not bad. But they didn't dive as steeply as your squadron.

Best shakes his head, incredulous.

BEST

You're one hell of a Navy wife. Bombs falling and you keep your head.

(beat)

Any word from Cliff?

ANN

He was on duty. We checked all of the hospitals, but nothing yet.

The news is like a punch into Best's gut -- he knows that Cliff is likely dead. In the wake of that revelation the full weight of this awful day abruptly lands on him.

BEST

Goddammit!

Ann feels the anger and pain and frustration behind that one ferocious word, and she takes her husband's hand. Her touch settles him, and Best takes a slow breath. Finally --

BEST (CONT'D)

How's Sarah holding up?

ANN

You know Sarah. Tough as nails. But...

Yeah. They're silent for a moment, imagining themselves in Sarah's shoes. Best finally looks at her.

BEST

I want you and Barb to go back to your parents' place in Jersey.

ANN

No.

Best blinks, caught off-balance by her flat denial.

BEST

It isn't safe here.

ANN

Everyone is saying this will be a long war, and I refuse to go years without seeing you. And neither will your daughter.

BEST

But what if --

She cuts him off, tone firm.

ANN

You're not shipping me off to Jersey. And that's final.

Best stares at his wife, simultaneously frustrated by her obstinacy and impressed by her resolve. He finally nods.

BEST

Okay.

**INT. UNITED STATES CAPITAL BUILDING - HOUSE CHAMBER - DAY**

PRESIDENT ROOSEVELT addresses a joint session of Congress. His nasally voice is braced with a steely resolve.

PRESIDENT ROOSEVELT  
 Yesterday, December 7, 1941 -- a  
 date which will live in infamy --  
 the United States of America was  
 suddenly and deliberately attacked  
 by the naval and air forces of Japan.

**EXT. TOKYO - ASAKUSA DISTRICT - DAY**

Traditional geisha houses line the street. Incongruously, a broadcast of Roosevelt's speech echoes from an open window.

PRESIDENT ROOSEVELT (V.O.)  
 The United States was at peace with  
 that nation and still in conversation  
 with its government for the  
 maintenance of peace in the Pacific.

**INT. GEISHA HOUSE - PRIVATE ROOM - DAY**

Yamamoto, now 56, sits at a tea table. He is naked except for a towel, revealing that he is in excellent shape for a man his age. A radio broadcasts Roosevelt's words.

A GEISHA sits across from Yamamoto, wearing a silk kimono.

PRESIDENT ROOSEVELT (V.O.)  
 No matter how long it may take us to  
 overcome this premeditated invasion --

*CLICK!* Yamamoto twists the volume control of the radio. The geisha gives him a curious look.

GEISHA  
 What was the *gaijin* saying?

YAMAMOTO  
 Our ambassador in Washington failed to  
 deliver our declaration of war on time.  
 So the Americans think that Pearl Harbor  
 was a sneak attack.

GEISHA  
 What does that mean?

Yamamoto stands, his expression grim.

YAMAMOTO  
 It means that we have awakened a  
 sleeping giant and filled him with  
 terrible resolve.

**EXT. IMPERIAL GENERAL HEADQUARTERS - DAY**

The brick and stone building looks as if it should be in London. Yamamoto emerges from his staff car, now resplendent in his dress uniform.

REAR ADMIRAL TAMON YAMAGUCHI, 49, a fiery and brilliant rising star in the Imperial Navy, strides up to meet him. Yamamoto is Tamon's mentor, and the two men share an understanding of American culture -- Tamon studied at Princeton. But Tamon retains the bluntness of a soldier.

YAMAMOTO

Did you enjoy your visit to Hawaii?

TAMON

I told Nagumo that we needed to destroy the fuel tanks. But he refused to launch a third strike.

YAMAMOTO

That was a devastating mistake. It would have taken the Americans a year to resume operations at Pearl.

TAMON

When are you going to remove Nagumo from command?

YAMAMOTO

How can I remove him? Nagano sunk the American battleships. Everyone thinks that he's a hero.

TAMON

Someday that old fool will make an even bigger mistake.

Yamamoto flicks his head at the General Headquarters.

YAMAMOTO

None of that talk inside. We must have a united front against the Army.

Tamon gives him a look.

TAMON

I'm not Nagumo. You don't have to instruct me in the obvious.

**INT. IMPERIAL GENERAL HQ - SUPREME COUNCIL HALL - DAY**

Two long tables face each other in the imposing room. Naval officers, marked by their blue uniforms, line one side. Army officers, wearing brown, are on the other.

PRIME MINISTER TOJO sits at a dais between them, wearing the brown of the Army. His cold eyes are locked on Yamamoto, who sits at the end of the naval table next to Tamon.

YAMAMOTO

Pearl Harbor was a great victory. But if we give them time, the Americans will overrun us. We therefore must land the knockout blow by destroying the rest of the American fleet.

Tojo stares at Yamamoto, calculating. Finally --

TOJO

Our priority must be seizing the resources that we need, which is a job for the Army. The Navy's job is to get us there and back.

Yamamoto disagrees with this theory down to the very core of his soul. But he forces himself to stand and salute.

YAMAMOTO

So it shall be.

**INT. STAFF CAR - DAY**

Yamamoto and Tamon ride in the back of a large sedan. Tamon shakes his head, simmering.

TAMON

The Army got us into this war, and now they expect us to just ferry them around?

Yamamoto shrugs, resigned to the situation.

YAMAMOTO

For now. But circumstances will change. Which is why I want you to start drawing up plans for the operation we discussed.

Tamon's eyes light up.

TAMON

Midway.

Yamamoto nods. The word hangs in the air as he stares out the window, once again lost in thought.

**INT. WHITE HOUSE - OVAL OFFICE - DAY**

President Roosevelt signs a formal document at the desk, an array of politicians behind him. Bulbs flash as mob of reporters and photographers jockey for prime position. As Roosevelt lifts his pen, SENATOR CONNALLY glances down at the watch that he is holding in his hand.

SENATOR CONNALLY

As of 3:05 PM on December 11, 1941, the United States is officially at war with Germany.

Roosevelt and Connally awkwardly hold their pose as another round of bulbs pop. A REPORTER pushes his way forward to the front of the scrum.

REPORTER

Mr. President! The Japs have us on the run, and people are worried that the West Coast is at risk. How is the Navy going to keep us safe?

The panic in the reporter's voice infects most of the room. But not Roosevelt. He stares at the reporter.

PRESIDENT ROOSEVELT

It's going to require strong leadership from Pearl. An admiral who can rebuild morale.

REPORTER

Do you have a candidate in mind?

Roosevelt just smiles to himself, revealing nothing.

**EXT. WASHINGTON, DC - NATIONAL MALL - DAY**

A black sedan pulls up in front of the utilitarian Main Navy Building. ADMIRAL CHESTER NIMITZ, 59, emerges wearing his dress uniform. He is tall with patrician features and piercing blue eyes that accurately forecast his ferocious intelligence.

**INT. MAIN NAVY BUILDING - MAIN OFFICE - DAY**

A SECRETARY ushers Nimitz through a bustling main office. She opens a door marked: "Admiral Ernest King, COMINCH."

**INT. MAIN NAVY BUILDING - KING'S OFFICE - CONTINUOUS**

ADMIRAL KING, 63, stands with his back to us, clutching a phone. The enormous office contains just a card table and two folding chairs. The secretary glances at Nimitz.

SECRETARY

Don't mind the office, Admiral. It's a work in progress.

NIMITZ

Like our fleet.

The secretary smiles and exits, closing the door behind her. King growls into the phone -- as Roosevelt himself once said, "he's a man who shaves with a blowtorch."

ADMIRAL KING

I need an answer today, dammit.

The phone slams back onto its receiver. King turns toward Nimitz, who greets him with a salute.

NIMITZ

Congratulations, sir. You were the right choice for commander-in-chief of the Navy.

ADMIRAL KING

When they get in trouble, they send for the sons of bitches.

(beat)

Sorry about the Arizona. She was your flagship, wasn't she?

NIMITZ

Yes. A lot of good men on that ship.

We hear the pain in Nimitz's tone: he's lost countless friends. King waves at the folding chairs. As they sit --

ADMIRAL KING

The situation in the Pacific is even worse than has been reported. We have three carriers, the Japs have ten. We have zero functional battleships, they have nine. They have more cruisers, more bombers, more fighters, and much of their equipment is more modern.

NIMITZ

Can we shift resources from the Atlantic?

ADMIRAL KING

The President has decided that Germany must be the priority of the war effort. If England and Russia fall...

The enormity of the challenge weighs on both men. Finally --

ADMIRAL KING (CONT'D)

It will take at least a year to build new ships and train more men. In the meantime we'll just have to count on the boys we have to hold the line.

NIMITZ

I don't envy the new commander.

King stares at him, flat. Nimitz does the math.

NIMITZ (CONT'D)

It's me, isn't it?

ADMIRAL KING

The President asked for you himself. He said that you should get the hell out to Pearl and stay there until our ships sail into Tokyo Bay.

(MORE)

ADMIRAL KING (CONT'D)

(beat)

Welcome to the most difficult job in  
the world.

We go CLOSE on Nimitz as he processes the words. This is the greatest opportunity -- and responsibility -- of his life.

**EXT. PEARL HARBOR - DAY**

The crumpled remains of the *Arizona* jut out of the water, surrounded by a vast oil slick. A grim crew of sailors on the deck are carefully removing incinerated human remains and placing them into canvas bags.

**EXT. PEARL HARBOR - DAY**

A group has gathered on the nearby shore of the harbor for a funeral. A large photo of an officer in his white dress uniform reveals that the honoree is Cliff Janz.

Cliff's wife SARAH, 28, lays a wreath of flowers in the water. She stares at the wreck of the *Arizona* -- just a few hundred yards away -- as a bugler PLAYS "Taps."

Behind Sarah is a row of Naval officers in their dress uniforms along with their wives and families. Best holds hands with Ann, his jaw working furiously as he tries to contain his grief.

Sarah's two young sons are next to Cliff's photo, doing their best to be brave. But one begins to cry, and Ann steps forward and puts an arm around him.

We PAN to reveal that several other ceremonies are being conducted further down the shore.

**EXT. PEARL HARBOR - PARKING LOT - DAY**

Best, Ann and Sarah stand next to a Ford V-8 as Sarah's two sons wait patiently in the back seat.

Sarah's eyes flicker to the wreck of the *Arizona*.

SARAH

It's just so empty. We don't even  
have a body to bury.

Best can't find the words to respond. Ann finally says...

ANN

I know.

Sarah locks on Best.

SARAH

Cliff wanted to be a pilot like you,  
but I talked him out of it. I said  
it was too dangerous.



Sarah shakes her head, caught by the cruel irony, and then opens her car door.

SARAH (CONT'D)

I'll see you at the next funeral. I think we have two more today and three tomorrow.

ANN

You don't have to go.

Sarah sets her jaw, finding some bastion of inner strength.

SARAH

Yes I do. We're family.

Ann and Best just nod; they know exactly what Sarah means. The Navy takes care of its own.

**INT. SMITH'S UNION BAR (HONOLULU) - DAY**

Christmas decorations incongruously hang amid military memorabilia and tiki kitsch. Naval officers in their dress uniforms pack the narrow space from end-to-end. The photo of Cliff hangs in a position of honor over the bar.

Best, Dickinson and McClusky huddle in a corner, obviously several drinks deep. McClusky finishes his beer. Then:

MCCLUSKY

Did you hear? Wake Island fell.

Best shakes his head, morose.

BEST

Four hundred and fifty Marines hold out against a whole Jap invasion force for fifteen days and the Navy just leaves them there to die.

MCCLUSKY

Washington was probably worried about losing the rest of the fleet.

BEST

We can't win this war if they don't let us fight.

*DING!* The bell behind the bar rings. JIMMY THATCH, 36, stands on a chair to deliver a toast. He's an icy-cool fighter pilot with a distinctive Arkansas drawl.

THATCH

I just want to say that Cliff Janz was one of the finest bastards I've ever met. I could talk about the man for an hour, but I think that's a job for one of you boys who went to the Academy with him.

Heads swivel, searching for a candidate. Best turns to Dickinson, but Dickinson waves him off, eyes already wet. He chokes out the words:

DICKINSON

I can't.

And so Best clambers onto the bar and turns to the sea of faces. Best hates public speaking, but he'll be damned if nobody eulogizes his friend. Best gestures at Thatch.

BEST

Well, hell... I can't let some fighter jockey speak for Cliff. Especially one not good enough to fly from *Enterprise*.

Thatch smiles at the jab as men from other ships good-naturedly boo. Best holds up his hands for silence.

BEST (CONT'D)

Summer after plebe year me and Cliff went up to visit his uncle on the Great Lakes. It's the peak of Prohibition, and we decide to sail to Canada in the dead of night to buy some beer. We get the beer all right, but on our way back -- right before the sun comes up -- the wind dies.

Best pauses for a moment, lost in the memory.

BEST (CONT'D)

There we are, floating in the middle of the lake, just waiting for the Border Patrol to show up. I say we should ditch the booze. But Cliff says, 'Hell no. We'll drink it all.' When those officers found us, we were rolling.

The group hoots in appreciation. But Best's expression changes like a dark cloud passing in front of the sun.

BEST (CONT'D)

Cliff loved to laugh -- and he never seemed to break a sweat -- but if you dug deep there was something else. I don't know what happened aboard the *Arizona*, but I guarantee Cliff went down fighting.

(beat)

Cliff was my roommate, my best man, the godfather to my daughter. I thought that someday we'd be drinking beer on a porch and telling lies about what we did in the big war.

For a painful moment Best gets lost in his emotions. But then he grabs a shot glass from the bar and holds it up.

BEST (CONT'D)

To Cliff! May you get to Heaven before the Devil knows you're dead.

The group roars, the sound deafening in the small bar, and then everyone downs their shots.

**EXT. NAVAL STATION PEARL HARBOR - WHARF - DAY**

Best, McClusky and Dickinson weave down the wharf toward the looming shape of the *Enterprise*, their faces flushed with alcohol. Dickinson pauses, eyes locked on something.

DICKINSON

Shit. Shore patrol.

A small convoy of jeeps is streaking toward them, flags flying from the hoods. Best squints.

BEST

Nah, that's an Admiral's flag. I bet it's the new commander.

DICKINSON

Who do you think it is?

BEST

I don't care if it's Gengis Khan if he'll let us fight.

The jeeps speed closer. A figure with shock of white hair is sitting ramrod straight in the back of the lead vehicle.

MCCCLUSKY

Looks like Nimitz.

The men nod appreciatively; this is good news.

BEST

At least they sent the A-team.

(shouting)

Hey, Nimitz! Let us at those Japs!

ANGLE ON: NIMITZ

The words carry over the Jeep's engine. As Nimitz turns his head toward the three officers walking on the wharf, a horrified STAFF OFFICER leans toward his new commander.

STAFF OFFICER

Sorry, sir. Do you want me to go get their names?

Nimitz shakes his head, a thin smile on his face.

NIMITZ

We've taken a hell of a wallop. I'm glad that at least some of the boys still want to fight.

**INT. MAIN NAVY BUILDING - NIMITZ'S OFFICE - DAY**

A giant map of the Pacific Theater dominates one wall. Nimitz sits behind a large desk, flipping through a stack of files. Layton enters and gives him a stiff salute.

LAYTON

Welcome to Pearl, sir. I'm Lieutenant Commander Layton.

Nimitz glances up from his work.

NIMITZ

I know who you are.

LAYTON

Then you'll understand my request. I wish to be reassigned to a destroyer.

NIMITZ

You can kill more Japs here with me than you'll ever kill on a destroyer.

Layton blinks. He wasn't expecting that response.

LAYTON

You want me on your staff?

NIMITZ

Didn't you try to warn my predecessor about the impending attack?

LAYTON

Not exactly. I said that we had lost track of the enemy carriers and needed to be prepared.

NIMITZ

But Admiral Kimmel didn't take you seriously because Washington disagreed.

LAYTON

I should have pushed harder.

NIMITZ

A lesson, I assume, that you have taken to heart.

LAYTON

Sir, I'm the intelligence officer responsible for overseeing the greatest intelligence failure in American history. It will look bad if you keep me.

Nimitz gives Layton a long look. Then:

NIMITZ

Close the door.

Layton complies. Nimitz stands and comes around the desk.

NIMITZ (CONT'D)

Morale is low -- and for good reason. The Philippines are soon to fall, and the Japanese are advancing on all fronts at a terrifying pace. Even worse, meaningful reinforcements won't arrive for at least another year. I nevertheless believe that we can hold the line. I know the fighting spirit of our men, and I have faith in them.

(beat)

But I also need to know that they have faith in themselves.

Layton chews over the words for a long moment; he understands exactly what Nimitz is asking him. Finally --

LAYTON

I knew what the Japanese were going to do, but I didn't push hard enough. I won't make that mistake again.

Nimitz nods, the question settled.

NIMITZ

Then you will be my Admiral Yamamoto. Get in his head, tell me what he's going to do next.

Nimitz walks over to the giant map, Layton trailing him.

NIMITZ (CONT'D)

Here's my first assignment. We need to throw a punch. Not just for morale, but so that the Japanese know what it feels like to be hit.

Nimitz's finger circles a desolate cluster of islands squarely in the center of the Pacific.

NIMITZ (CONT'D)

I'm sending Halsey and the *Enterprise* to hit the Marshall Islands. But I need to know that they aren't walking into a trap.

Layton starts toward the door; he understands the assignment.

LAYTON

I'll locate the enemy carriers.

**EXT. USS ENTERPRISE - NIGHT**

The great ship churns through the Pacific, leaving a translucent green wake behind her.

SUPER: "MARSHALL ISLANDS - FEBRUARY 1, 1942. 0400."

**INT. USS ENTERPRISE - PILOT READY ROOM - NIGHT**

McClusky stands at the front of the room, delivering the briefing to the assembled pilots.

MCCLUSKY

The target is Roi Island. Our submarines have reported shipping traffic and a military airfield. Although we have the advantage of surprise, we don't know exactly what we're facing. So hit them as hard as possible and then get the hell out.

BEST

What about the enemy carriers?

MCCLUSKY

Intelligence says they're two thousand miles away.

Best raises an eyebrow.

BEST

The same group of geniuses who blew Pearl Harbor?

MCCLUSKY

Like I said... be prepared for anything.

**EXT. USS ENTERPRISE - FLIGHT DECK - NIGHT**

Moonlight illuminates the rows of tightly-packed planes. Best strides up to his SBD where Murray waits, practically vibrating with nervous energy.

MURRAY

Morning, sir. What's the plan?

BEST

The other squadrons will hit first. We'll go in last to clean up the remaining targets.

MURRAY

Meaning the Japs are going to be ready for us.

(Best shrugs)

What if we're shot down?

Murray is clearly looking for reassurance from his pilot. Best jerks a finger at the SBD's twin Brownings.

BEST

I'm not going to be a POW, so your job is to get those .30 cal's to me. We'll put our backs into a sand dune and keep shooting until they have to kill us to get the damn guns.

Murray's knees weaken -- this is not the morale boost he needed. But Best just swings up into the cockpit, oblivious.

**INT. LINDSEY'S TBD - DAY (DAWN)**

Lindsey flies low, the waves just fifty feet beneath the belly of his plane. His eyes are locked on a dozen ships tightly clustered in a narrow anchorage.

LINDSEY

(into radio)

I've got the heavy cruiser in my sights. Pick a target and get close enough to make them count.

Tracers abruptly streak out toward the planes from either side of the anchorage. Lindsey yanks a lever...

...and his TBD lurches as the one-ton torpedo splashes into the water below. Lindsey immediately banks away from the gunfire. The torpedo, meanwhile, bubbles toward --

**EXT. JAPANESE FREIGHTER - DAY (DAWN)**

Panicked sailors shout in Japanese on the deck of the lightly-armed ship. The engines rumble to a start as men furiously work to slip the anchor, but the ship remains a sitting duck. At the last moment the men brace for impact --

*THUD!* The torpedo slams into the hull and breaks in half. The stunned sailors pick themselves off the deck and glance over the side where the broken pieces of the weapon bob as innocently as buoys.

**EXT. ROI AIRFIELD - DAY (DAWN)**

The rising sun on the horizon matches the Japanese flag flying over the base. A siren BLARES a warning as a line of Type 96 fighters hurtle themselves into the air.

At the last moment we catch a glimpse of a diving aircraft -- it's an SBD. Bombs drop from the wings.

**INT. DICKINSON'S SBD - DAY**

Dickinson stares at a series of distant explosions through a pair of binoculars. The sprawling archipelago of the Marshall Islands is visible below him, partially concealed by clouds.

DICKINSON

Looks like our boys on Roi poked a hornet's nest.

Dickinson swings the binoculars. A fast-moving cloud passes ahead of him, revealing another Japanese airfield in the center of a large island. Dozens of planes line the runway.

DICKINSON (CONT'D)

Oh, shit.

Dickinson fumbles to toggle the switch on his radio.

DICKINSON (CONT'D)

We've got a problem. I have eyes on a second enemy airfield.

**INT. BEST'S SBD - DAY**

Best flies above a cloud, the five other planes of his scouting squadron trailing off his right wing.

DICKINSON (V.O.)

I'm counting maybe thirty bombers. And heavy fighter cover.

BEST

Copy that.

(he flips the channel)

You hear that, boys? If we don't knock out that airfield, they'll go after *Enterprise*. And I want a place to land when this is over.

Best shoves his throttle forward.

BEST (CONT'D)

Stay on my wing.

**INT. USS ENTERPRISE - FLAG BRIDGE - DAY**

Reports pour in from the radio as Captain Browning marks the estimated positions of the various air groups on the map. Halsey enters and locks on Browning.

HALSEY

What have we got?

CAPTAIN BROWNING

The Roi airfield is out of commission. Our torpedo bombers are going after some ships in the harbor.

(beat)

But there's another major airfield on Taroa. At least thirty bombers.

Halsey blanches. This is not good news.

HALSEY

Can we hit it?

CAPTAIN BROWNING

Best and his scouts are en route. But they've got no fighter cover.



Halsey's expression is clear: *that's nowhere near enough planes to do the job.*

**INT. BEST'S SBD - DAY**

Taroa Island is quickly approaching. Metal glints off the left wingtip of Best's SBD, catching Murray's attention. He frantically shouts into his intercom.

MURRAY  
Enemy fighters, sir. Nine o'clock.

BEST  
(into radio)  
We got company. Start your runs.

Best shoves the throttle forward and then drops the SBD's nose. As the plane accelerates, flak bursts in the sky ahead of them. The percussion wave rattles the airframe.

Best ignores the flak and rolls the SBD onto its back. An instant later they're plummeting downwards at the plane's terminal velocity -- almost three hundred miles an hour.

Murray clutches the handles in the back seat, floating against his harness as he goes weightless. His panicked eyes are focused on the altimeter, which is spinning downward.

Ten thousand feet... eight thousand feet...

Best peers into the three-powered telescope above the instrument panel, one hand on the stick and the other on the bomb release. Murray's voice echoes in his ear.

MURRAY (V.O.)  
Three thousand... two thousand...

Best yanks the bomb release, and the plane lurches as five hundred pounds fall away. He pulls the stick --

-- and is slammed back into his seat as the immense weight of six Gs slam into his torso.

**EXT. TAROA AIRFIELD - DAY**

An anti-aircraft emplacement spits shells into the face of Best's oncoming SBD. The air SCREAMS as the plane pulls out of its dive, just a hundred feet off the ground.

**BOOM!** The largest hanger explodes as Best's bomb detonates, shredding a dozen Japanese bombers.

**INT. BEST'S SBD - DAY**

Best works the stick, blinking the haze from his eyes. A fighter appears in the windscreen, and Best steers straight at it. He lines up his gunsight and depresses the trigger --

*RAT-TAT-TAT!* The SBD vibrates with the shots. The muzzle of the Japanese plane is also flashing, and we WHIP PAN as it passes us at 500 miles an hour.

Best glances over his shoulder and sees black smoke burst from the enemy fighter's wing. But he has no time to celebrate because two other fighters are closing from six o'clock.

BEST

Get those bastards off me.

Murray opens fire as Best weaves and bobs, trying to stay out of their gunsights. But the fighters keep closing until --

*THUD! THUD!* Bullets slam into the SBD. Murray instinctively drops the guns and takes cover.

BEST (CONT'D)

Keep firing, dammit!

It takes an enormous effort, but Murray forces himself to return to the guns. As they chatter back into action, the second enemy fighter begins its pass...

...but Best pulls back on the stick and the SBD rises into a massive cumulus cloud. Suddenly, the world is white. Murray nervously peers from side to side until --

-- they pop back out into the brilliant blue. Murray locks on an object off the right wing.

MURRAY

Bogey! Three o'clock.

The SBD ducks back into the clouds. Ten claustrophobic seconds pass. And then they emerge back into the sunlight...

Murray pans from side to side. Nothing. But just as he breathes a sigh of relief, he notices a plume spewing from their right wing.

MURRAY (CONT'D)

(shouting)

Mr. Best, we're on fire!

Best turns to look. And then he shakes his head.

BEST

Damn it, Murray, that's just gasoline.  
Don't scare me like that again.

Murray's face says, *just gasoline?* And then he sinks back into his seat, utterly drained from his baptism by fire.

**EXT. USS ENTERPRISE - FLIGHT DECK - DAY**

Best's SBD taxis to a halt. Dickinson is waiting for Best as he emerges from the cockpit.

BEST

We got most of those bombers. But  
not all of 'em.

Dickinson gives the damaged wing a dry glance.

DICKINSON

Looks like they almost got you.

Best fingers one of the holes made by the Japanese rounds  
and then shrugs, unfazed.

BEST

Not enough lead.

Murray, on the other hand, gives the damage a horrified look  
as he registers exactly how close they came to the edge.  
Dickinson's radioman, BRUNO GAIDO, 24, sidles up to him.  
Bruno is short with a heavy Long Island accent.

BRUNO

You're lucky to fly with Best.

MURRAY

Want to trade?

BRUNO

What? Too much excitement for you?

MURRAY

Yeah. He's trying to win the war all  
by himself.

Bruno is about to respond, but an air raid siren abruptly  
BLARES. Best and Dickinson share a glance.

DICKINSON

That can't be good.

**INT. USS ENTERPRISE - FLAG BRIDGE - DAY**

Halsey paces behind the radar officer, who is staring into  
his scope like a crystal ball.

RADAR OFFICER

We have multiple bogies. About fifteen  
miles out and closing fast.

RADIO OFFICER

Fighting Six en route to intercept.

A burst of STATIC from the radio. Then --

RADIO (V.O.)

This is Six Foxtrot One. We have  
visual on five twin-engine bombers.  
Stand by to intercept.

Ten seconds of silence. Tension swells on the bridge. And  
then an explosion of noise from the radio.

RADIO (V.O.) (CONT'D)  
 Guns jammed! Guns jammed!  
 (another voice)  
 Dammit to hell. Me too.  
 (the first voice)  
*Enterprise*, this is Six Foxtrot One.  
 Intercept failed.

Everyone looks to Halsey. He stands ramrod straight, seemingly unfazed by the news.

HALSEY  
 We'll do it the old fashioned way.  
 Fire with everything we've got.

**EXT. USS ENTERPRISE - FLIGHT DECK - DAY**

As the gun emplacements on either side of the deck swing into action, the ships escorting the *Enterprise* also open fire. Clouds of flak burst off the stern in an ominous storm.

Dickinson and Best remain standing on the deck, watching with a professional detachment as five Japanese Type 96 ("Nell") bombers race toward the carrier.

The flak is bursting far behind the incoming aircraft, and Dickinson shakes his head, frustrated.

DICKINSON  
 Goddamned gunners... don't they know they've gotta lead those planes?

BEST  
 They're too excited. They've never fired at a live target before.  
 (beat)  
 Might as well be using water pistols.

The Nells are now just a thousand yards away -- close enough to see their bomb bay doors opening.

BEST (CONT'D)  
 Brace for impact.

The men crouch against the deck as bombs fall from the planes. The Japanese have the *Enterprise* dead to rights...

...but the deck lurches as the helmsman swings the wheel. This is a twenty-thousand ton ship moving at thirty knots, but she is nevertheless surprisingly agile.

Best stares up at the bombs, calculating. The first ones slam into the water a hundred yards to starboard.

**INT. USS ENTERPRISE - ENGINE ROOM - DAY**

Steam hisses as the giant turbines whirl. A giant BOSUN bellows amid the noise.

BOSUN

Flank speed!

*THUD! THUD!* The force of the bombs detonating in the water slams into the hull like a giant hammer.

**EXT. USS ENTERPRISE - FLAG BRIDGE - DAY**

The final bomb explodes just fifty feet off the starboard bow, showering the deck with water. Halsey watches the bombers as they pass over the ship and then turns to his officers.

HALSEY

Tell the helmsmen that was damn good steering.

Browning points out the window.

CAPTAIN BROWNING

It isn't over.

Four of the bombers are streaking away from the carrier, but one is turning around and coming back.

**EXT. USS ENTERPRISE - FLIGHT DECK - DAY**

Best and Dickinson stare at the incoming bomber. It's rapidly dropping altitude, nose pointed at the ship.

DICKINSON

What the hell is he doing?

BEST

Turning himself into a bomb.

The bomber is approaching directly from the stern, and most of the Enterprise's AA guns are therefore unable to train on it. Best helplessly watches the bomber, doing the math, until a lone figure dashes across the deck.

It's Bruno Gaido. He runs to the aftmost parked SBD, leaps into the rear seat, and racks the .30 cal's. An instant later he opens fire in the face of the oncoming bomber.

The Japanese pilot adjusts his course so that he's coming straight toward Bruno. It's an old-fashioned duel: *mano a mano*. Bruno keeps firing, unflinching, until --

-- the bomber's wing abruptly bursts into flame. But the Japanese pilot ignores it and fights to hold his course.

Best and Dickinson watch in horror as the bomber's wing slices through Bruno's SBD -- cutting it in half -- before the Japanese plane skids over the deck and slams into the ocean.

The rear half of the SBD does a 360, sliding with a screech toward the sea, but it miraculously grinds to a halt just feet from the edge of the deck.

*RAT-TAT-TAT!* The .30 calcs are still firing. Bruno stands on his tiptoes and hammers more bullets into the sinking plane.

When it finally disappears beneath the waves, he calmly flips the safety on the .30 calcs and then swings out onto the deck.

Dickinson and Best are rushing up to the plane along with the fire crew. As they spray the SBD with water, Dickinson stares at Bruno and shakes his head, incredulous.

DICKINSON

Damn, Bruno.

Bruno just shrugs.

BRUNO

Ain't they paying us to kill Japs?

Before Dickinson can reply, a breathless ENSIGN runs up to the group. He points at Bruno.

ENSIGN

Admiral Halsey wants to see you on the bridge.

Bruno blanches. He might have had no qualms about facing down a Japanese bomber, but being called up to the bridge is a whole different ballgame.

**INT. USS ENTERPRISE - FLAG BRIDGE - DAY**

The ensign enters, Bruno warily trailing behind him. Halsey turns away from a chart and locks on Bruno.

HALSEY

That's the bravest damn thing I've ever seen. What's your name, son?

Bruno draws himself up in his best salute.

BRUNO

Bruno Gaido, sir. Aviation Machinist's Mate Third Class.

HALSEY

Well, Bruno... you are now an Aviation Machinist's Mate First Class.

As Bruno breaks into a smile, Browning catches Halsey's eye.

CAPTAIN BROWNING

Admiral, don't you think it's about time we got the hell out of here?

HALSEY

I was thinking the same thing myself.

Halsey turns to the radioman.

HALSEY (CONT'D)

Signal the fleet. Tell them it's  
time to haul ass with Halsey.

As the radioman moves to comply, Big Band music incongruously  
begins to PLAY in the background.

CUT TO:

**EXT. ROYAL HAWAIIAN HOTEL - ESTABLISHING - NIGHT**

The sprawling compound, known from its paint color as the  
"Pink Palace," overlooks Waikiki Beach. Palm trees sway in  
the breeze -- it feels a million miles away from the war.

**EXT. ROYAL HAWAIIAN HOTEL - MAIN ENTRANCE - NIGHT**

The Navy has taken over the hotel. Officers in uniform stream  
in the front door, along with young women wearing USO pins.

A well-worn Ford parks, and Best gets out of the car. He  
holds the door open for Ann. As she emerges, she gives a  
passing gaggle of USO women a dry look.

ANN

Are you sure that you want your wife  
flying wingman for you tonight?

BEST

Nobody told me there were going to be  
USO girls. So if you wouldn't mind  
letting me do a quick lap by myself...

Ann gives his arm a condescending pat.

ANN

That's cute. But we both know you  
can barely handle the woman you have.

Best smiles and then takes Ann's arm and leads her toward  
the hotel's entrance.

**INT. ROYAL HAWAIIAN HOTEL - WAGON WHEEL - NIGHT**

The Western-themed restaurant is packed with revelers. Service  
members surreptitiously sip from flasks as couples whirl on  
the dance floor in front of a Navy band.

Best sits with his arm around Ann at a table across from  
Dickinson and McClusky. Dickinson is midway through a story.

DICKINSON

So my dad takes the turn too hard,  
and I literally fall off the back of  
the turnip truck. The next thing I  
know this girl is --

A burst of CHEERING from the corner interrupts the story:  
it's a group of torpedo bombers and USO women. Lindsey stands  
at the center of the circle, basking in attention.

TORPEDO BOMBER

We showed those Japs!

As the group cheers again, Best rolls his eyes.

BEST

Look at those yahoos. We faced the Jap's B-team, and they still gave us all we could handle.

DICKINSON

Maybe. But a win's a win. Why not enjoy the moment?

Best considers the words and then glances down at Ann's empty glass. He squeezes her shoulder.

BEST

Want another drink?

ANN

I do if you want me to dance.

Best smiles and heads toward the bar. When he's gone, McClusky leans across the table toward Ann.

MCCLUSKY

You should be proud of your man. He was a rock out there.

ANN

Why isn't he commanding the squadron?

McClusky blinks at her bluntness -- amusing Dickinson, who is more familiar with Ann's style.

MCCLUSKY

I don't make those decisions.

ANN

I understood before the war when everything was about politics. But now? He's the best pilot in the fleet.

MCCLUSKY

There's an old saying in the Navy. The best pilots don't make the best commanders.

ANN

What does that mean?

Dickinson and McClusky stare at Ann, weighing her. Dickinson eventually decides to be honest.

DICKINSON

Your husband expects everyone to be as good as he is. And he has no patience when we aren't.

(MORE)



DICKINSON (CONT'D)  
But real leadership comes from  
understanding what makes the rest of  
us tick.

Ann absorbs the words and then glances across the bar at Best, who is still waiting for his drinks. As he reaches for his wallet, a man bellies up to the bar next to him.

It's Layton. He glances at the patch on Best's jacket.

LAYTON  
You're a dive bomber on *Enterprise*?

Best nods, eyes locked on the bartender.

BEST  
That's right.

LAYTON  
Can I buy you a round?

Best swings his head to look at Layton. He immediately locks on the insignia attached to his collar.

BEST  
Fleet Intelligence, huh?  
(beat)  
Maybe you guys should spend less  
time drinking and more time trying  
to find the Japs.

Best's tone is flat, but there's no mistaking the insult. Layton flushes.

LAYTON  
This is my first time out since Pearl.  
Me and my team are trying to win  
this war, just like you flyboys.

BEST  
Yeah, and every time I see the wreck  
of the *Arizona* I think about what a  
bang-up job you're doing.

At that moment the bartender returns with the drinks. Best slaps a five-dollar bill on the bar.

BEST (CONT'D)  
Keep the change, buddy.

Best grabs the drinks and strides back to his table, leaving a stunned Layton in his wake. He puts the glasses down in front of the group and offers Ann his hand.

BEST (CONT'D)  
Let's dance.

**INT. ROYAL HAWAIIAN HOTEL - WAGON WHEEL - NIGHT**

The party continues as Best and Ann slowly swirl on the dance floor, her head on his shoulder. For this one moment they are just a young couple in love.

**INT. BEST'S HOUSE - BEDROOM - NIGHT**

Light from the hallway illuminates a child's bedroom. Best crouches on the floor, watching BARBERA BEST, 4, sleep. She clutches a teddy bear clad in a Naval Academy football jersey.

The door opens slightly, revealing Ann wearing a bathrobe.

ANN

Come to bed.

Best gently smooths Barb's covers and kisses her forehead. And then, after one reluctant last look, he leaves the room.

**INT. MAIN NAVY BUILDING - NIMITZ'S OFFICE - DAY**

Nimitz comes around his desk to greet Halsey, hand outstretched. As they shake --

NIMITZ

Hell of a job, Bill.

HALSEY

Well, I got the boys' feet wet. But I might have pushed my luck a little bit at the end.

NIMITZ

We aren't going to get back in this war without taking a few chances.

(beat)

In that spirit there's someone who I want you to meet.

Nimitz nods at the corner of the room, and JIMMY DOOLITTLE, 45, steps forward. He wears a leather bomber jacket and -- like Halsey -- has an infectious swagger.

NIMITZ (CONT'D)

This is Lieutenant Colonel Doolittle from the Army Air Force. He wants to bomb Tokyo.

Halsey gives Doolittle a dubious look.

HALSEY

So do I. But there's the small matter of fighting through the entire Japanese navy first.

DOOLITTLE

That's why I want to launch my B-25s from one of your carriers.

(MORE)

DOOLITTLE (CONT'D)  
 We have the range to strike from  
 outside the Japanese defenses.

Halsey blinks, not quite sure that he heard Doolittle right,  
 and then glances at Nimitz.

HALSEY  
 He's out of his goddamned mind.

NIMITZ  
 They say the same thing about you.  
 Are you willing to try and get him  
 within 500 miles of Japan?

HALSEY  
 If some Army flyboy has the guts to  
 launch a fifteen ton aircraft from a  
 carrier, I don't see how the Navy  
 can say no.

Nimitz nods, decision made.

NIMITZ  
 Then you gentlemen are partners.

**EXT. PEARL HARBOR - DAY**

*Enterprise* sorties into the open ocean. *Hornet* trails behind  
 her, sixteen B-25Bs strapped to her flight deck. The planes  
 look outlandishly large on the carrier.

**INT. USS ENTERPRISE - PILOT READY ROOM - DAY**

Five young pilots shift nervously in their seats. Best  
 abruptly bursts into the room and launches into a speech  
 without so much as clearing his throat.

BEST  
 Welcome aboard *Enterprise*. You're  
 replacing good men -- much earlier  
 than either me or the Navy wanted.  
 But that's war.  
 (beat)  
 Questions?

The men blink, overwhelmed. WILLIE WEST, 24, finally sticks  
 his hand in the air. Willie is athletic and unrelentingly  
 earnest -- an all-American in the old sense of the phrase.

WILLIE  
 I saw the bombers on the deck of the  
*Hornet*. Where are we going, sir?

BEST  
 The destination of this task force  
 is Tokyo.

WILLIE  
 Tokyo?

Best stares at Willie, reading his nerves and naivete. After an uncomfortable moment --

BEST

As XO it's my job to make sure you're worth more than a bucket of warm spit, and I don't have time to coddle you. The Japs are waiting for us, so we need pilots who can hold their own.

Best starts toward the door. He speaks over his shoulder.

BEST (CONT'D)

We'll hold your qualifying landings as soon as we launch those bombers. I need you in the rotation ASAP, so don't screw it up.

And then he's gone. The five young pilots stare at each other, eyes wide. Last week they were in flight school; today they're in the middle of the war.

**EXT. PACIFIC OCEAN - DAY**

*Enterprise* and *Hornet* steam due west, surrounded by a ring of cruisers and destroyers.

SUPER: "APRIL 18, 1942. 750 MILES WEST OF JAPAN"

**INT. USS ENTERPRISE - FLAG BRIDGE - DAY**

Halsey stands in the center of the bridge, reading a message. He glances up at his officers.

HALSEY

Enemy pickets five miles out. They're going to blow our cover.

CAPTAIN BROWNING

Should we tell Doolittle to launch?

HALSEY

Every mile we get him closer to Tokyo is fuel he can use to get the hell out of there. But...

Halsey's face reflects his dilemma: he also has to worry about his own men.

**EXT. USS HORNET - FLIGHT DECK - DAY**

The B-25Bs are parked impossibly close together on the deck. Army crews scramble to get into the planes as the cruiser *USS Nashville* fires her main battery in the background.

The heavy retort of the guns carries to Jimmy Thatch, who is watching the scene with GEORGE GAY, 26. Gay is a torpedo bomber with a blue-collar edge and a thick Texas twang.

GAY

Jesus. You ever seen a cruiser fire before?

THATCH

Not at a live target.

Gay turns his attention to the B-25Bs. Doolittle is clambering into the lead bomber.

GAY

They might be Army, but they've got some balls on them.

(beat)

Ten bucks they don't get those planes off the deck.

THATCH

I'll take that bet.

The twin engines of Doolittle's B-25B roar into action and the bomber lurches forward. It's an impossibly short amount of runway for the huge plane, and when it reaches the end of the deck it drops toward the waiting sea...

...but its wings claw for air, engines screaming, and the plane recovers just above the crest of the waves. As it climbs into the sky, the next B-25B starts down the deck.

Thatch breathes a sigh of relief and then looks at Gay, who has a similar expression on his face.

GAY

That's ten bucks I'm glad to lose.

**INT. MAIN NAVY BUILDING - CINCPAC OPERATIONS ROOM - DAY**

Nimitz paces as his flag officers stare down at a giant map. Layton and Rochefort, meanwhile, are huddled over a long-range radio set in the corner.

NIMITZ

Shouldn't the bombers have reached Japan by now?

Rochefort twists a dial and the radio locks on a station. A seductive female voice speaks English with a Japanese accent. This is the notorious propagandist TOKYO ROSE.

TOKYO ROSE (V.O.)

Hello, this is Radio Tokyo. Everyone is talking about the collapse of American forces in the Philippines and the capture of thousands of their imperialist troops. Very soon our --

Tokyo Rose's voice abruptly ceases, followed by the faint wail of an AIR RAID SIREN. Nimitz leans toward the radio, trying to hear through the static.

NIMITZ

Is that what I think it is?

A burst of SHOUTING in Japanese comes through the radio. Everyone looks at Layton.

NIMITZ (CONT'D)

What are they saying?

Layton listens for a moment. And then a thin smile.

LAYTON

They're under attack.

**EXT. LAYTON HOUSE - NIGHT**

Layton emerges from his well-worn Ford Deluxe and walks up the driveway to his front door, briefcase under his arm.

**INT. LAYTON HOUSE - DINING ROOM - NIGHT**

Layton puts his briefcase on the table and pulls out a thick sheaf of papers. As he begins to sort through them, Miriam appears in the doorway, wearing a nightgown. She gives Layton a long look, noting his haggard expression.

MIRIAM

Come to bed. You look like something the cat spat up.

LAYTON

I'll be right there.

Miriam crosses the room and removes his glasses. Layton blinks; he's blind as a bat without them.

MIRIAM

I'm taking these hostage.

LAYTON

Just half an hour. I promise.

MIRIAM

Does America winning the war really depend on Edwin Layton working himself to death?

Layton weighs her words for a long moment. Finally --

LAYTON

Some of our boys bombed Tokyo today. They were supposed to land in Free China, but they ran out of fuel and had to bail out over Japanese occupied territory. If the Japs catch them, they'll be tortured and executed.

Miriam blinks, shocked at both the news and the fact that her husband shared the information.

MIRIAM

What can you do to help them?

LAYTON

Probably nothing. But we're not going to lose any more men because I didn't dig deep or push hard enough.

Layton says it without affect, but Miriam can nevertheless hear the pain behind the words. She carefully slides the glasses back onto his face and starts toward the kitchen.

MIRIAM

I'll fix you a sandwich.

**EXT. CHINA - MOUNTAINSIDE - DAY (DAWN)**

Japanese soldiers cluster around a crashed B-25B, staring at the American insignia painted on its wings and tail. An officer TALKS into a radio, his tone insistent.

**INT. CHINA - WATER MILL - DAY**

Doolittle sits against a wall, bandaging a badly-sprained ankle. A dog trots inside. It growls when it notices him.

DOOLITTLE

Hey, beat it.

The dog responds by bursting into a fit of barking. A moment later Doolittle hears VOICES outside the door. He looks for another exit, but he's trapped.

Doolittle draws his service revolver and checks the action. But his expression is conflicted as he stares down at the gun. *Is he really going to use it?*

**EXT. CHINA - VILLAGE - DAY**

A group of Chinese men hurry a limping Doolittle past gawking peasants. They lead him through a door into --

**INT. SCHOOLHOUSE - CONTINUOUS**

The cramped room is packed with more peasants. Doolittle locks on a familiar face: COLE (his co-pilot) is standing between a pair of burly men in the corner.

As the two Americans exchange a worried glance, ZHU XUESAN, 33, enters. The peasants give him a nod of respect. He looks at Doolittle and speaks in accented English.

ZHU

Who are you?

Doolittle briefly hesitates before squaring his shoulders.

DOOLITTLE

American pilots. We crashed here after bombing Japan.

Zhu processes the words and then turns and speaks to the rest of the group in Chinese. Doolittle tries to read their reaction, but for an anxious moment they're stone-faced...

...and then they turn to him and begin to smile and bow.

**EXT. CHINA - COUNTRYSIDE - DAY**

A Japanese armored car rushes down the center of a dirt road. It makes no effort to swerve around an ox-drawn hay wagon, and the ancient-looking vehicle is forced into a ditch.

As the dust recedes we reveal that the "farmer" calming the ox is actually Zhu. We PAN back to reveal two faces peering out from beneath the hay: Cole and Doolittle. Cole glances from the retreating armored car to Zhu.

COLE

Why are they helping us?

DOOLITTLE

If you think Pearl Harbor was bad, you should have seen what the Japs did to Nanking.

The wagon wheels squeak as the ox once again lumbers forward. Zhu waits until they're back on the road and then speaks to the Americans out of the corner of his mouth.

ZHU

Tonight we will cross the lines. You will be safe by morning. Yes?

Doolittle and Cole glance at each other, grateful for their unexpected saviors. All they can say is...

DOOLITTLE

Thank you.

**EXT. JAPAN - HASHIRAJIMA ANCHORAGE - DAY**

The seven giant battleships that form the traditional heart of the Japanese fleet lie at anchor. The largest of them all is *Yamato*, the most powerful warship ever built.

**EXT. YAMATO - MAIN DECK - DAY**

Tamon steps aboard the ship, ignoring the salutes from a line of midshipmen. Men are still welding on the deck -- *Yamato* is a month away from being declared operational.

**INT. YAMATO - CORRIDOR - DAY**

Tamon marches down a long corridor and then stops in front of a watertight door marked with an admiral's crest. He takes a breath before he knocks and enters --



**INT. YAMATO - YAMAMOTO'S CABIN - CONTINUOUS**

The dim light reveals that the spacious suite is filled with an unusual blend of objects: framed degrees from Harvard and Oxford next to samurai swords.

Yamamoto sits on a mat in the corner, legs crossed. He speaks without looking at his guest.

YAMAMOTO

Leave me.

TAMON

You must come out of your cabin.  
It's bad for morale.

Yamamoto slowly turns his head. His eyes are hollow.

YAMAMOTO

The Emperor was in Tokyo during the  
raid. We put his life at risk.

TAMON

It was a handful of bombers.

YAMAMOTO

We swore to keep our homeland  
impenetrable, so even a bungling  
attack is better than the most  
skillful defense.

Tamon hears the agony in Yamamoto's voice. He crosses the room and crouches next to his commander.

TAMON

I came from Tokyo. Everyone now agrees  
that you were right about the American  
carriers. They must be destroyed.

Yamamoto stares at Tamon, a spark lighting in his eyes.

YAMAMOTO

They approved my Midway plan?

TAMON

Tojo says we must finish our operation  
in the Coral Sea. But then we can  
turn our attention to Midway.

Yamamoto unfolds his legs and stands.

YAMAMOTO

Then we have work to do.

**EXT. USS ENTERPRISE - FLIGHT DECK - DAY**

Dickinson and Best stand amid a group of pilots and radiomen in the brilliant sunshine. Best holds a clipboard, his eyes locked on a SBD approaching the carrier.

The pilot has taken too shallow an approach for his landing, but he manages to correct and grabs the middle wire. Best nods to himself and then marks the clipboard.

BEST

Not bad. We'll put him in the rotation.

(to Dickinson)

Who's next to qualify?

DICKINSON

Willie West.

Best locks on a lone figure walking out to an idling plane.

BEST

Where's his radioman?

DICKINSON

He couldn't find anyone willing to fly with him.

(off Best)

They could smell his fear. First time you land on this deck, it looks like a postage stamp. And nobody wants to get wet.

Best is clearly unhappy with the situation, but before he can respond Bruno Gaido steps forward from the group of radiomen.

BRUNO

I'll go with him.

Everyone stares at Bruno; to the other radiomen this seems like madness. But Bruno just shrugs.

BRUNO (CONT'D)

He shouldn't fly alone.

**EXT. PACIFIC OCEAN - DAY**

A lone SBD approaches the *Enterprise*, skewing awkwardly in the air as the pilot makes constant micro-adjustments.

**INT. WILLIE'S SBD - DAY**

Willie clutches the stick in a death grip, eyes locked on the carrier's deck. Bruno growls from the back seat.

BRUNO

Breathe, goddammit.

The words help; Willie slightly relaxes his grip.

**EXT. USS ENTERPRISE - FLIGHT DECK - DAY**

The SBD comes in like a wounded duck. It appears that it might overshoot the carrier entirely, but at the last moment it dips toward the deck. The wheels slam into the wood and the hook miraculously catches the final wire.

Best and Dickinson share an incredulous glance.

BEST  
I guess he passed.

DICKINSON  
By an act of god.

BEST  
Maybe. But we need him in the rotation.  
(off Dickinson)  
How else is he going to learn?

Dickinson doesn't like it, but he knows there's truth behind Best's words. They need every pilot they can get.

**EXT. PEARL HARBOR - DAY**

It's only been five months since the attack, but most of the damage has been repaired and new buildings have arisen.

**INT. MAIN NAVY BUILDING - NIMITZ'S OFFICE - DAY**

Nimitz stares out the window at the harbor, brow furrowed as he thinks. He finally turns back to the room, revealing --

-- Rochefort and Layton standing in front of the tactical map. The position of two US carrier task forces are clearly marked: *Lexington* and *Yorktown* are in the South Pacific and *Enterprise* is halfway between them and Pearl Harbor.

NIMITZ  
So the Japanese are sending two carriers into the Coral Sea?

Layton's hand sweeps across a handful of islands.

LAYTON  
They're trying to break our lifeline to Australia. And if they succeed...

*We'll be screwed.* Nimitz nods to himself.

NIMITZ  
Then *Lexington* and *Yorktown* are in the right spot. I'll order *Enterprise* to join them.

Rochefort realizes they've been dismissed and starts for the door. But Layton grabs his arm.

LAYTON  
Tell him about the other thing.

ROCHEFORT  
It's just a theory.

NIMITZ  
What kind of theory?

Rochefort doesn't like being called on the carpet, especially in front of his admiral. But he reluctantly explains.

ROCHEFORT

The Japanese are planning something bigger. Much bigger.

NIMITZ

What makes you think that?

ROCHEFORT

Little bits and pieces that we've intercepted. A message that a battleship won't be ready in time for an upcoming operation. A request for maps of the Aleutians Islands. Orders for large quantities of refueling hoses.

NIMITZ

Where are they going to hit?

ROCHEFORT

We don't know yet.

NIMITZ

Well, figure it out.

Nimitz means it as a joke, but Rochefort takes him at face value. He salutes and then exits. Layton, however, lingers.

LAYTON

I trust his instincts.

NIMITZ

I hope so. Because I'm betting on them.

Nimitz stares down at the two carriers in the South Pacific.

NIMITZ (CONT'D)

You know, we finally might be facing decent odds. Especially if *Enterprise* gets down there in time.

**EXT. CORAL SEA - DAY**

Amid the picturesque turquoise waters a carrier burns, a thick plume of oily black smoke rising into the sky. "*Lexington*" is painted across her stern.

SUPER: "CORAL SEA - MAY 8, 1942"

KABOOM! Aviation fuel ignites, sending the *Lexington's* rear elevator soaring into the sky. This ship is finished.

HALSEY (V.O.)

Two enemy carriers supposedly wounded. But at the price of the *Lexington*. And *Yorktown* severely damaged.

The camera PANS to reveal a second carrier: the *Yorktown*. She's burning from a bomb strike amidships.

HALSEY (V.O.) (CONT'D)  
Dammit. Why couldn't we have been there?

**INT. USS ENTERPRISE - FLAG BRIDGE - DAY**

Halsey paces on the bridge, a bundle of raw emotions. The flag officers are staying out of his way.

CAPTAIN BROWNING  
This leaves us and *Hornet* as the only carriers in the Pacific.

HALSEY  
Yeah. And *Hornet* is so green that she looks like a goddamned floating Christmas tree.  
(beat)  
We're the one ship standing between the Japanese and the West Coast.

**INT. USS ENTERPRISE - PILOT READY ROOM - DAY**

A dozen pilots read and play cards. Halsey enters and the men instantly snap to attention.

HALSEY  
I want to see Best and McClusky.

The other pilots quickly exit. It's clear from Best and McClusky's expressions that they are wondering why their admiral wants to see them alone.

HALSEY (CONT'D)  
At ease.

Right. They nevertheless do their best to appear relaxed. Halsey, meanwhile, leans against the wall and stares at the flight board, absentmindedly scratching his side. Best notes the deep bags under Halsey's eyes.

BEST  
Are you okay, admiral?

HALSEY  
I'm not sleeping. Got some kind of strange rash...

Halsey catches himself and squares his shoulders, the usual bulldog expression returning to his face.

HALSEY (CONT'D)  
I'm done playing politics. This ship is about to run a gauntlet, so I need my best men in the right spots.  
(MORE)

HALSEY (CONT'D)

(to McClusky)

You're now in charge of the whole air group. I don't have a lick of confidence in those damn torpedoes, so I want you in a dive bomber.

(to Best)

And I'm bumping you up from second in command of Bombing Six. You're the new skipper.

The two men are speechless; all they can do is pull themselves into a pair of crisp salutes. Halsey gives them a hard look.

HALSEY (CONT'D)

The Navy -- hell, the whole damn country -- is counting on you. So don't screw it up.

And then he stomps out of the room, leaving Best and McClusky alone with their new responsibilities.

**INT. YAMATO - CORRIDOR - DAY**

Yamamoto marches down a hallway. Men are SHOUTING behind a closed door. He throws it open and bursts into --

**INT. YAMATO - MAP ROOM - CONTINUOUS**

The shouting instantly ceases as Yamamoto enters. A dozen officers stand around a giant table covered with a map. Tiny ship models cover the central Pacific, and dice lie on a felt pad -- it's a massive war game.

YAMAMOTO

Why are you arguing? This is no way to conduct a war game.

ADMIRAL NAGUMO, 61, stands in the center of the room, his face red. A row of medals hang from his chest, and he fills out his uniform like a samurai... but appearances lie. He's a dull and utterly unimaginative commander.

Nagumo gestures at a JUNIOR OFFICER who is wearing an armband marked with an American flag.

ADMIRAL NAGUMO

That young fool deviated from doctrine.

Nagumo's finger juts at the center of the giant map, where four Japanese carriers lie to the west of Midway Island.

ADMIRAL NAGUMO (CONT'D)

I followed your plan. We attacked Midway with the carriers...

Nagumo's finger moves west to a thick cluster of ships.

ADMIRAL NAGUMO (CONT'D)  
 ...while our battleships waited here  
 to spring the trap. My carriers were  
 ready to pivot as soon as the  
 Americans responded from Pearl.

YAMAMOTO  
 But...?

Everyone's attention turns to the junior officer. He swallows  
 hard, trying to find his confidence.

JUNIOR OFFICER  
 My forces didn't come from Pearl.  
 They were waiting to the northeast  
 and launched their strike while Admiral  
 Nagumo's planes were occupied bombing  
 Midway. I sunk three of his carriers.

ADMIRAL NAGUMO  
 Such a move is impossible. Unless  
 the Americans know we are coming.

Tamon speaks from the corner of the room, where he has been  
 watching the debate like a hawk.

TAMON  
 But what will you do if you are wrong?  
 If the Americans have the advantage  
 of surprise?

Nagumo gives Tamon an imperious look, displeased with the  
 challenge from a subordinate. GENDA MINORU, 37, the cocky  
 young officer responsible for air operations in the fleet,  
 responds on his behalf with a dismissive wave.

GENDA  
 One touch of the armored gauntlet.

Yamamoto stares at Nagumo, his expression demanding a more  
 detailed explanation. Nagumo shrugs.

ADMIRAL NAGUMO  
 Genda is right. Our defensive power  
 is unbreakable.

Yamamoto considers this for a moment and then turns to the  
 young officer playing the Americans.

YAMAMOTO  
 Start again. But this time your  
 carriers must come from Pearl.

**EXT. YAMATO - MAIN DECK - DAY**

Tamon stands near the sharp prow of the mighty warship,  
 staring out at the vast fleet. It's a remarkable collection  
 of military might, yet Tamon's brow is furrowed.

Yamamoto approaches. After a long moment --

YAMAMOTO

You don't approve.

TAMON

I never liked Kabuki theater. And it worries me that Nagumo can't even win a war game without cheating.

YAMAMOTO

All he has to do is follow the plan.  
(beat)  
And so do you.

Tamon hears the subtext in those words: *we might be friends, but I am your superior officer.* So he keeps his mouth shut.

**INT. USS ENTERPRISE - PILOT READY ROOM - DAY**

The squadron's pilots are sprawled across the chairs. Dickinson, who is writing a letter, notices Best enter.

DICKINSON

Ten-hut!

The pilots snap to their feet. Best rolls his eyes and then locks on Dickinson, who is fighting a smirk.

BEST

Funny.  
(to the men)  
Sit the hell down.

As they settle back into their chairs --

BEST (CONT'D)

Well, I guess you heard the news. I know some of you thought I was a pain-in-the-ass as an XO, but it's about to get worse.

(beat)

We're headed back to Pearl to resupply, and it's probably because something big is coming down the pipe. I'm therefore doubling scouting flights, and I expect you to practice diving runs whenever you get a chance. Don't be the guy who lets down the squadron when we finally face the Japs.

Best surveys the room; the levity is gone.

BEST (CONT'D)

Dismissed.

Best turns to the ready board and stares at it as the men silently file out the door behind him. Willie, however, stays behind. When everyone else is gone, Best glances at him.

BEST (CONT'D)

Yeah?



The words come in a rush.

WILLIE

I don't know if I can do this, sir.  
I thought I was a good pilot, but  
I've totally lost my confidence.

Best stares at Willie, weighing him. Finally --

BEST

Why did you join the Navy? Were you  
trying to impress some girl?

Even Willie can't help being insulted by the question.

WILLIE

I wanted to be a pilot.

BEST

Then you've gotta suck it up. Look  
around, kid. America is getting its  
ass kicked, so nobody has time to  
worry about your confidence. We need  
you up in the air. Got it?

The direct challenge to his manhood has stiffened Willie's  
spine. He speaks through tight lips.

WILLIE

Yes, sir.

As Willie turns to exit, an instinct tells Best that he has  
pushed too hard. He calls after Willie --

BEST

Wait.  
(Willie pauses)  
From now on you're my wingman.

This news is simultaneously comforting and terrifying to  
Willie. He stands frozen, wondering whether this new position  
means that Best might give him more advice.

But Best has already turned back to the board.

**INT. MAIN NAVY BUILDING - NIMITZ'S OFFICE - DAY**

Nimitz sits at his desk, shuffling through papers. Layton  
knocks on the doorframe and then enters.

LAYTON

You wanted to see me, sir?

NIMITZ

I just got off the phone with  
Washington. They think that you and  
Rocheport are wrong about this big  
operation.

(MORE)

NIMITZ (CONT'D)

Their intelligence indicates that the Japs are sending their carriers back into the Coral Sea, so they've ordered me to keep *Enterprise* down there.

LAYTON

Washington is starting from a faulty assumption and looking for evidence to corroborate it. If you listen to them, we'll all end up as POWs.

Layton regrets the final words as soon as they come out of his mouth; he's usually better at politics. But Nimitz just leans back in his chair.

NIMITZ

So what's the Japs' real target?

LAYTON

Midway Island. They see it as a step toward Hawaii. And the West Coast.

Nimitz's eyes flicker to the map and then back to Layton.

NIMITZ

When?

LAYTON

In the next few weeks.

Nimitz studies Layton and sees nothing but absolute conviction in his expression. He pushes himself to his feet.

NIMITZ

Show me. If I'm going against Washington, I need to know why.

**EXT. PEARL HARBOR - DAY**

Nimitz's staff car pulls up in front of the drab Old Administration Building. Sailors and secretaries gawk as Nimitz emerges from the sedan and strides inside with Layton.

**INT. OLD ADMINISTRATION BUILDING - LOBBY - DAY**

Layton and Nimitz head down a linoleum-clad hall toward a staircase. As they start into the bowels of the building, Layton gives Nimitz a nervous look.

LAYTON

I have to warn you, sir. Rochefort's way of doing things is... particular.

NIMITZ

I don't care if he's consulting an oracle if the intelligence is good.

They reach a door marked "Station HYPO." It's guarded by an armed Marine, who opens the door for them. They enter --

**INT. STATION HYPO - CONTINUOUS**

The open room is stuffed with metal desks and IBM punchcard machines. A few dozen men in Navy khakis perform a variety of tasks, laughing and joking as they work until --

-- they notice Nimitz and snap to attention. Suddenly, the only sound is the mechanical rattle of the IBM machines.

Nimitz glances down at the desk next to the door. A collection of pinups lies under the glass and a hand-printed sign reads: "You don't have to be crazy to work here... but it helps."

As Nimitz smiles thinly to himself, Layton follows his gaze to the pinup. He turns to the nearest man, mortified.

LAYTON  
Where's Rochefort?

The man points to the office in the back of the room. Nimitz starts in that direction, Layton trailing him.

NIMITZ  
It's crowded in here.

LAYTON  
We've tripled the staff.

NIMITZ  
I didn't realize that the Navy had so many trained codebreakers.

LAYTON  
We don't.  
(off Nimitz's look)  
Most of these men were in the band on the *California*. Since we don't have much use for bands these days...

Nimitz gives him a skeptical look.

NIMITZ  
Musicians?

LAYTON  
Rochefort thought their musical ability might make them naturals at breaking the rhythms of ciphers. And he was right... the men in this room process a million punch cards per week.

Layton opens a door and they step into --

**INT. STATION HYPO - ROCHEFORT'S OFFICE - CONTINUOUS**

Rochefort is shaking a pill into his hand as they enter. He quickly swallows it and then leaps to his feet, revealing

that he's wearing slippers and a smoking jacket. He nervously gestures at his clothes.

ROCHEFORT  
Sorry, admiral. It gets cold down here in the dungeon.

Nimitz ignores the apology. His icy eyes note the cot in the corner before boring into Rochefort.

NIMITZ  
Layton tells me that you're confident the Japs are going to hit Midway.

ROCHEFORT  
Yes, sir.

Nimitz makes a gesture that encompasses the whole operation.

NIMITZ  
Explain how this works.

ROCHEFORT  
We intercept roughly sixty percent of secure Japanese radio traffic. We've cracked enough of their code to be able to break about forty percent of those messages.

NIMITZ  
So... we can read about a quarter of their secure communications.

ROCHEFORT  
Not exactly. Here are some of our 'cracked' messages.

Rochefort pushes a bunch of papers toward Nimitz. He glances down and sees that only about ten percent of the words are broken -- the rest are just numbers and letters.

NIMITZ  
This is gibberish.

ROCHEFORT  
Yes, but if you read enough of it...

LAYTON  
Rochefort has a gift for assembling the fragments. He can recall a detail from a message two months ago and plug it into today's intercept.

NIMITZ  
Do you have any direct proof that Midway is the target?

ROCHEFORT  
Direct proof? No.

Rochefort sees the doubt in Nimitz's eyes.

ROCHEFORT (CONT'D)

Imagine you're throwing a wedding.  
 Maybe I've never seen the invitation,  
 but I hear from the caterers that  
 they have an event on a certain date.  
 The flower guy is buying every rose  
 on the island. The best band is booked.  
 That's what signal intelligence can  
 give you. Clues. Not the smoking gun.

Nimitz takes a heavy breath -- obviously on the fence. Layton steps forward, passion propelling his words.

LAYTON

Sir, you should have fired me after  
 Pearl Harbor. But instead you gave  
 me a chance to redeem myself.

(beat)

I swear to you. Rochefort is right  
 about this.

Nimitz glances back and forth between the two officers. It's crazy to be betting on this madhouse staffed by tuba players and run by a man in fuzzy slippers. And yet...

NIMITZ

I'll get *Enterprise* back to Pearl.  
 But we need Washington on board, so  
 you have to figure out a way to  
 convince them that they're wrong  
 about Midway.

Layton hears the subtext in the speech: *and if I'm going to put my career on the line, you need to convince me too.*

**INT. USS ENTERPRISE - ADMIRAL'S CABIN - DAY**

Halsey works at his small desk, looking even more haggard than the last time we saw him. He turns his head at a KNOCK on the door. It's Browning, holding a slip of paper.

CAPTAIN BROWNING

Sir, an eyes-only message from Nimitz.

Halsey takes the paper. A hint of a smile runs across his face as he reads it.

HALSEY

He wants us to get spotted.

CAPTAIN BROWNING

Why?

HALSEY

Because if we're spotted, we can  
 break our standing orders from  
 Washington and head back to Pearl.

Halsey picks up a lighter from the desk. As the slip of paper in his hand ignites, he glances at Browning.

HALSEY (CONT'D)

We never got this message.

**INT. STATION HYPO - ROCHEFORT'S OFFICE - NIGHT**

Layton paces as Rochefort lies on his cot, red eyes staring up at the ceiling. Rochefort finally rolls over and grabs a pill bottle from the desk. As he swallows one --

LAYTON

What is that? Benzedrine?

ROCHEFORT

I have to stay awake somehow.

LAYTON

Are you eating anything?

Rochefort shrugs. Layton's face registers his concern.

LAYTON (CONT'D)

At least take it with water. So you don't die of dehydration.

Rochefort's eyes abruptly widen -- his face practically illuminated by the light bulb going off over his head.

ROCHEFORT

Wait. That's it!

Layton stares curiously at Rochefort as he rustles through the piles of paper on his desk. He pulls out a message with the letters "AF" circled in red ink.

ROCHEFORT (CONT'D)

Washington agrees with us that the Japanese are going to attack a target codenamed AF. But they believe AF is in the South Pacific and nothing we say can change their minds.

LAYTON

Yeah...?

ROCHEFORT

The problem is the messenger. Their ego won't let them admit that we're right and they're wrong. But what if we let the Japanese tell them?

Off Layton's intrigued look...

CUT TO:

**EXT. MIDWAY ISLAND - DAY**

Calling this little spit of sand in the center of the Pacific Ocean an "island" is really glorifying it. Every square inch of dry land is covered by a military airfield, swarms of anti-aircraft batteries, and barracks.

A COLONEL strides toward a utilitarian building with giant radio signal masts on the roof.

**INT. MIDWAY RADIO FACILITY - MAIN OFFICE - CONTINUOUS**

As the colonel enters, a LIEUTENANT snaps to attention.

LIEUTENANT

Cable from Pearl, sir. They want us to broadcast that our fresh water facility has broken. And they want us to use the old strip cipher code.

COLONEL

I thought that code was compromised when the Japs took Wake.

The lieutenant shrugs -- this is above his pay grade.

**INT. JAPANESE LISTENING STATION - DAY**

Twenty radiomen sit at their posts, listening to transmissions through bulky headphons and carefully transcribing what they hear onto slips of paper.

In an adjacent room, visible through a pane of glass, a line of officers attempt to decode the captured messages. One of the men stands and waves over his superior.

They talk M.O.S., their rising excitement palpable.

**INT. MAIN NAVY BUILDING - NIMITZ'S OFFICE - DAY**

Nimitz glances up from his desk as Layton enters.

NIMITZ

I just heard from Washington. They intercepted several Japanese messages claiming that the target of their upcoming attack is out of fresh water.

LAYTON

That's interesting, sir. I heard that Midway Island sent out a transmission that their water plant was broken.

NIMITZ

Is their water plant broken?

LAYTON

Not that I know of, sir.

Nimitz can't contain a slight smile of appreciation at his junior officers' cleverness. But it quickly fades.

NIMITZ

Tell Rochefort that everyone now agrees where his wedding is going to be held. But I need to know how many guests are going to come. And when they're planning to arrive.

**EXT. USS ENTERPRISE - FLIGHT DECK - DAY**

Four SBDs are spotted on the deck for takeoff. Best sticks his head into the cockpit of the second plane in line. Willie stares back at him, face pale in the morning light.

BEST

Simple scouting mission. On the way home we'll practice a dive. Got it?

WILLIE

Yes, sir.

BEST

We're going steeper this time. Listen to your radioman count the altitude. And don't pull up too hard at the bottom or you'll black out.

Best drops back down onto the teak deck, jogs to the lead plane, and swings into --

**INT. BEST'S SBD - CONTINUOUS**

Best revs the engine and the launching signal officer points his flag toward the bow. Best releases his brake, and the SBD accelerates down the deck...

...but just before the end of the runway Best realizes that something is wrong. He shoves the throttle forward, but the engine is already running flat-out.

BEST

Oh, shit.

The SBD lurches off the end of the deck and falls toward the ocean. Best expertly fights the stall and drops the nose, trading altitude for speed. Murray just closes his eyes, his worst fears realized, and braces for impact...

...but at the last instant -- when the wheels are mere feet from the waves -- Best gently pulls back on the stick. The SBD reluctantly starts to rise.

Best immediately shouts into the radio --

BEST (CONT'D)

Abort! Abort takeoff!



**EXT. USS ENTERPRISE - FLIGHT DECK - DAY**

Dickinson emerges from the hatch in the island and sprints toward the launching signal officer. He's shouting something, but the engine roar from the remaining SBDs muffles the words.

As Willie's plane accelerates, Dickinson snatches the flag and waves it back and forth in the abort signal.

DICKINSON

The ship's too slow. We're not generating enough wind for launch.

The news horrifies the officer. Dickinson, meanwhile, keeps waving the flag, but Willie's nervous eyes are fixated on the edge of the *Enterprise* ahead of him.

As the plane reaches the end of the deck, it drops toward the ocean. Willie, unlike Best, keeps his nose up, and the plane flutters like a falling kite toward the waiting sea.

**INT. BEST'S SBD - DAY**

Best watches, horrified, as Willie's SBD knifes into the ocean. *Enterprise* turns, her prow barely missing the plane, but the wake shoves one wing under the water.

Best yanks on his stick to circle the wreck, his eyes locked on the rescue destroyer. It's still hundreds of yards away.

BEST

(into radio)

He's going under, goddammit. Tell that rescue crew to move their ass.

**INT. WILLIE'S SBD - DAY**

A wave breaks over the windshield as Willie frantically pulls at his straps, the cockpit already half-submerged.

In his panic Willie inhales a mouthful of seawater. As he retches, another wave smashes over his head.

**INT. USS ENTERPRISE - FLAG BRIDGE - DAY**

Halsey paces, brow knitted with worry, as Browning stares out the window through binoculars.

CAPTAIN BROWNING

The plane just went under.

HALSEY

And the crew?

Browning just grimly shakes his head. Halsey looks as if he's about to be sick.

**INT. BEST'S SBD - DAY**

Best slams his fist against the side of his cockpit, face red with anger and frustration.

BEST  
No, goddammit. No!

**EXT. PEARL HARBOR - DAY (DAWN)**

*Enterprise* cuts through the early morning fog toward her berth. The giant American flag flies at half mast.

**EXT. USS ENTERPRISE - FLIGHT DECK - DAY**

The air group stands in formation in their white uniforms as the Marine guard presents arms. Five pilots -- including Best and McClusky -- are at the front of the group.

Nimitz moves down the line, pinning medals to the men's chests. He pauses in front of Best.

NIMITZ  
They tell me you were a one-man  
wrecking ball in the Marshall Islands.

Best's eyes are hollow; he hasn't slept since Willie's crash. He has to force the response.

BEST  
We all did our duty, sir.

Nimitz leans close, his tone conspiratorial.

NIMITZ  
I think you'll have a chance to do  
it again in a couple of days.

**EXT. USS ENTERPRISE - FLAG BRIDGE - DAY**

The ceremony has just ended. Halsey stands on the bridge, watching his pilots on the deck below him. As Nimitz enters, Halsey shakes his head.

HALSEY  
They're good kids. I've asked a lot  
of them, and they've done it without  
flinching. But it's been six months  
without a break. They're worn out.

Nimitz takes stock of Halsey and is shocked by what he sees: the loss of weight, his pallid face, an angry red rash.

NIMITZ  
They aren't the only ones. You look  
like hell, Bill.

HALSEY  
I'm fine.

But even Halsey knows it isn't true. Nimitz shakes his head.

NIMITZ

You're going ashore to the hospital --  
 (Halsey starts to object)  
 -- and that's a direct order.

**EXT. BEST'S HOUSE - DAY**

As Best strides up the driveway, still wearing his dress whites, Ann emerges from the house. An enormous smile splits her face when she sees him.

ANN

I heard a ship's horn. I was praying  
 it was *Enterprise*.

Best pulls her into his arms, and they hold each other for a long moment. She finally pulls back to look at him. Her eyes lock on his chest.

ANN (CONT'D)

Is that a medal?  
 (he nods)  
 Did you get it for doing something  
 stupid?

BEST

Is there any other way to get a medal?

She smiles. But then she notices his haunted look.

ANN

What's wrong?

BEST

I just want to come inside. See our  
 daughter. Sit for a while.

Ann blinks; this isn't the man she knows. But she's wise enough to just take his hand and lead him into the house.

**INT. ROYAL HAWAIIAN HOTEL - WAGON WHEEL - NIGHT**

It's a more subdued mood tonight -- no band and only a smattering of women. McClusky and Dickinson drink in the corner with Thatch and Gay (the pilots from *Hornet*).

Thatch is in the middle of an intense explanation. He's using four quarters laid out on the table to illustrate a point.

THATCH

The problem is the Jap's fighters  
 are faster and more maneuverable  
 than us. But we can take more  
 punishment. So I came up with this...

Thatch moves the quarters on the table in a distinctive crossing pattern.

THATCH (CONT'D)

We fly in tight formation, weaving back and forth across each other's tails. Whenever a Jap lines up to take a shot, your partner and his wingman get a clean look at him.

McClusky gives the quarters a doubtful look.

MCCLUSKY

You've practiced this?

THATCH

In San Diego. Worked like a charm.

MCCLUSKY

Hope you're right.

(shifting gears)

So they moved you over to Yorktown. How are the other squadrons?

THATCH

The fighter groups are great. Dive bombers are strong. The torpedo bombers, on the other hand...

Everyone looks at Gay. He shrugs, unoffended.

GAY

It's not our fault the damn torpedoes don't explode.

DICKINSON

Not to mention that your planes are slower than molasses.

GAY

Hey, you gotta admit it takes a pair to fly a deathtrap.

The group smiles -- Gay might be a torpedo guy, but he clearly has the right stuff. Dickinson pulls out his flask and pours a heavy slug into Gay's glass.

DICKINSON

Which is why I'm buying you a drink.

GAY

I think you guys on *Enterprise* are the ones who need the drink. *Yorktown* is sitting this one out.

MCCLUSKY

The damage is that bad?

GAY

She got a bomb right down the elevator. They have to rebuild the whole guts of the ship.

THATCH

We'll fly with you boys next time.

DICKINSON

If there is a next time.

McClusky raises his glass. The others match him.

MCCLUSKY

To coming back.

The words hang in the air.

**INT. BEST'S HOUSE - MASTER BEDROOM - NIGHT**

Best lies with his head on Ann's lap, the curtains waving in the warm Hawaiian breeze.

BEST

I got promoted. Halsey made me the new skipper of Bombing Six.

ANN

You don't sound happy. I thought that's what you wanted.

BEST

I thought it was what we wanted.

ANN

It is. It's just... I didn't think that I'd worry this much.

(beat)

Yesterday morning Betty Herman was getting her boys ready for school -- just like any other day -- until two officers in full dress showed up on her porch. And before they said a word, she knew her kids were going to grow up without a father.

BEST

We keep losing men, and it's not even the Japs. Herman crashed on takeoff, Tom Durkin disappeared on patrol. So did Bucky Walters. And then there was this other kid. Willie West.

Best swallows hard, eyes locked on the ceiling.

BEST (CONT'D)

He was so green. Told me that he didn't think he could cut it, but it seemed like the usual jitters. I figured I'd take him under my wing...

(beat)

I wrote a letter to his mother yesterday morning. Telling her that I failed him.

Ann stares down at her husband; she's never seen this kind of emotion from him before.

ANN

It's not your fault.

BEST

I thought I was supposed to push him. That's what my XO did to me, and it made me a better pilot. But he wasn't ready.

ANN

Nobody's ready for war.

BEST

The thing is... Willie was right to be scared. Everyone knows something big is coming. And I believe in my guys -- we can stand against anyone. But we're talking about a couple dozen planes against the whole Japanese fleet. And if we lose, they'll own the Pacific. Australia will fall, maybe Hawaii too. They'll raid the West Coast. San Francisco and Seattle and Los Angeles will burn. This damn war will last a decade.

For a long moment Ann is frozen. The look on Best's face unsettles her even more than his words.

ANN

I've never seen you worried before.

BEST

I didn't have anything to worry about when it was just me and the plane. But it's different now.

He looks up at her, emotionally naked.

BEST (CONT'D)

Do you think I can lead the squadron?

ANN

Of course you can. Just be honest. Let them see what I can see.  
(beat)

I'd follow you anywhere, Dick Best.

She leans forward and kisses his forehead. Best closes his eyes, his worries briefly abating in the warmth of her belief.

**EXT. YAMATO - MAIN DECK - NIGHT**

The fleet is blacked out for security. Tamon stares out at the ghostly outlines of the nearby ships, lost in thought.

A door opens behind him, briefly spilling the sound of a raucous party. Tamon remains motionless as Nagumo lurches over to him, drunk. Nagumo gives him a disdainful look.

ADMIRAL NAGUMO

Your face depresses me.

Tamon ignores him. Nagumo flushes.

ADMIRAL NAGUMO (CONT'D)

Are you too good to drink with your fellow officers?

TAMON

It's bad luck to celebrate before a battle.

Tamon turns on his heel and strides away, leaving Nagumo alone in the darkness.

**EXT. YAMATO - MAIN DECK - DAY (DAWN)**

A hungover crew of enlisted seamen hose vomit out of the ship's scuppers. They pause to glance through the mist at --

-- four enormous Japanese carriers heading out to sea, followed by a slew of escorts: battleships and cruisers and destroyers. It's an overwhelming display of force.

A long figure stands on the bridge of the last carrier, *Hiryu*. It's Tamon. He has strapped his *katana* sword to his sash like a samurai headed into battle.

**EXT. PEARL HARBOR - DRY DOCK - DAY**

Nimitz crouches on the deck of the *Yorktown*, staring into the crater made by the bomb. Arc welders illuminate the space, accompanied by the deafening sound of hammers pounding metal.

The contrast between the vast Japanese fleet and this wounded ship couldn't be more stark: *How can the Americans possibly win given their resources?*

An anxious Navy Yard INSPECTOR stands next to Nimitz.

INSPECTOR

We need at least two weeks.

Nimitz gives him a look that could freeze water. The inspector shifts, defensive.

INSPECTOR (CONT'D)

Our initial estimate was three months in a dry dock at Puget.

NIMITZ

I need this ship, so I don't care if you have to patch the deck with plywood. *Yorktown* sails in twenty-four hours.

We see nothing but doubt on the inspector's face.

**INT. MAIN NAVY BUILDING - CINCPAC OPERATIONS ROOM - DAY**

A giant chart of the Pacific lies on a makeshift table held up by a pair of sawhorses. Tracing paper covers the chart with the estimated position of Japanese ships in orange and American ships in blue.

Nimitz stands over the table with Layton and Rochefort and his core group of senior officers.

NIMITZ

I have bad news. Admiral Halsey is in the hospital and will be unable to lead this operation.

The room blanches. Nimitz turns to the officer standing next to him: REAR ADMIRAL RAYMOND SPRUANCE, 55. Spruance is short and wiry and has earned a reputation within the Navy for being both a thinker and a doer.

NIMITZ (CONT'D)

I have given Admiral Spruance the *Enterprise*. Our mission is simple. We must try to inflict maximum damage with attrition tactics.

Nimitz taps Midway on the map.

NIMITZ (CONT'D)

We have put every plane we could fit on Midway's runway, but those men aren't nearly as well trained as our carrier aviators. The responsibility for winning this battle therefore falls on you.

Spruance stares down at the chart. Most men would be overwhelmed, but he's just absorbing the information.

REAR ADMIRAL SPRUANCE

How reliable are these estimates of the Japanese positions?

LAYTON

They represent our best guess based on the intelligence that we have.

That answer doesn't satisfy Spruance at all.

REAR ADMIRAL SPRUANCE

I can't plan around a guess.

Nimitz locks on Layton.

NIMITZ

I understand that I'm asking the impossible, but I need you to be  
(MORE)



NIMITZ (CONT'D)  
 specific. Everything depends on our  
 forces being in the right place at  
 the right time.

Layton considers the question and then turns to Rochefort, who is standing in the corner of the room. Everyone follows Layton's look.

The attention briefly causes Rochefort to shrink into himself, but then he swallows hard and speaks in a level voice.

ROCHEFORT  
 The Japanese will attack on the  
 morning of June fourth from the  
 northwest at a bearing of 325 degrees.  
 They will be sighted 185 miles from  
 Midway at 0700 local time.

A STAFF OFFICER speaks from the corner.

STAFF OFFICER  
 Washington disagrees.

LAYTON  
 Washington is wrong. Again.

That last word lands. Everyone in this room remembers what happened just six months earlier. Nimitz turns to Spruance.

NIMITZ  
 These are the men I trust, so make  
 your plans accordingly.

Spruance nods. As he turns to exit, Nimitz stares down at the chart. He speaks to himself.

NIMITZ (CONT'D)  
 It's all over but the shooting.

**EXT. NAVAL HOSPITAL PEARL HARBOR - PORCH - DAY**

Halsey, wearing a patient's bathrobe and trailing an IV, stares out at Pearl Harbor. *Enterprise* has just slipped her berth and is heading back to sea.

Halsey's eyes are filled with tears. He has prepared for this moment his entire life and considers the men on that ship his family -- yet at this critical moment he's stuck ashore.

It breaks his heart.

**INT. USS ENTERPRISE - FLAG BRIDGE - DAY**

Spruance stands by himself near the windows of the bridge, staring up at a squadron of planes. Browning approaches him.

CAPTAIN BROWNING  
 Are you ready to land Torpedo Six?

REAR ADMIRAL SPRUANCE  
Yeah. Get 'em aboard.

Browning gestures to the signal officer. A moment later the lead plane in formation -- a torpedo bomber -- starts its approach. Spruance watches with a furrowed brow as the plane slowly closes on the *Enterprise's* wake.

REAR ADMIRAL SPRUANCE (CONT'D)  
I'm no pilot, but does he look slow?

An instant later the TBD stalls. Its left wing dips and then the four-ton aircraft smacks into the water with a gigantic splash. Browning just shakes his head.

CAPTAIN BROWNING  
Jesus. Another?

**EXT. PACIFIC OCEAN - DAY**

The rescue destroyer comes alongside the wrecked TBD, which is sinking at the nose. The radioman and GUNNER hold Lindsey on the wing. Blood runs down Lindsey's face from a bad cut.

As the destroyer's crew reaches down to pull him aboard --

GUNNER  
Easy. He hurt his back.

The crewmen gingerly lift Lindsey over the rail, but he nevertheless winces in pain.

**INT. USS ENTERPRISE - PILOT READY ROOM - DAY**

Best pours over a chart with the estimated Japanese positions marked in red. Dickinson enters and walks over to the table. He looks down at the chart, head shaking.

DICKINSON  
We got the Jap positions and everything, huh? Our man in Tokyo is worth every cent we're paying him.

A slight smile from Best. Dickinson studies the chart.

DICKINSON (CONT'D)  
Four enemy carriers. Plus the biggest battleship in the world and countless cruisers and destroyers...

BEST  
The odds aren't good. But if we surprise them, we've got a chance.

DICKINSON  
Even without *Yorktown*? The other guys think it's a suicide mission.

Dickinson's tone suggests that he might share their opinion. Best turns and gives him a long look. Finally --

BEST

How do I get the men to believe?

DICKINSON

In you or the mission?

BEST

Both.

DICKINSON

They just need to know that you believe in them. Even though they aren't as good as you. And then they'll follow you into hell.

As Best processes the words, a door slams open and an ENSIGN bursts into the room.

ENSIGN

Ship sighted!

**EXT. USS ENTERPRISE - FLIGHT DECK - DAY**

Hundreds of men stand on the rail, staring at an approaching boxy gray shape on the horizon.

SAILOR

It's Yorktown!

A CHEER goes up from the men as they realize he's right. *Maybe we're still underdogs, but at least we have a chance.*

Best and Dickinson, meanwhile, burst out of a hatch. Dickinson locks on Yorktown, head shaking.

DICKINSON

How the hell did she get out of drydock in time?

Best shrugs. But his relief is written on his face.

BEST

Every good battle needs a miracle.

**INT. MAIN NAVY BUILDING - CINCPAC OPERATIONS ROOM - NIGHT**

The clock reads almost midnight. A bleary Layton glances back and forth between cable intercepts and the giant chart. Nimitz enters and gives Layton a look.

NIMITZ

You've memorized every position on that board, Layton. Go home.

LAYTON

I'm going to sleep here, sir. Just in case something comes up.

NIMITZ

Your wife doesn't mind?

LAYTON  
She knows the drill.

NIMITZ  
My wife knows the drill too, but she  
still minds.

Layton hears the subtext in Nimitz's words. He thinks for a long moment and then decides to be honest.

LAYTON  
If Miriam doesn't divorce me, I'm  
going to spend the rest of my life  
making it up to her.

Nimitz bobs his head: a faint gesture of recognition. As he steps out of the room --

NIMITZ  
Good man.

**INT. USS ENTERPRISE - HANGER - NIGHT**

Best crouches under the wing of an SBD, meticulously inspecting every rivet and seam. A young WATCH OFFICER comes around the corner, footsteps echoing in the deserted hanger. He gives Best a curious look.

WATCH OFFICER  
Are you okay, sir?

BEST  
Just looking over the planes.

The watch officer can't help asking...

WATCH OFFICER  
Is it true, sir? Are we finally facing  
the Japs tomorrow?

BEST  
I hope so.

The watch officer nods to himself -- seemingly reassured by Best's quiet confidence -- and then beats a retreat.

Best, meanwhile, continues his lonely vigil. As he moves to the next plane, the notes of reveille PLAY...

**EXT. MIDWAY ISLAND - DAY (DAWN)**

The American flag rises in the first rays of the sun as a lone Marine sounds his bugle. The final notes are drowned out by the rising HOWL of air raid sirens.

SUPER: "MIDWAY ISLAND. JUNE 4, 1942. 0619 HOURS"

A small camera crew is filming the scene, led by JOHN FORD, 47. A MARINE CAPTAIN standing next to Ford gives him a look.

MARINE CAPTAIN

Well, you wanted to see action, Mr. Ford. I don't think you're going to be disappointed.

The Marine points to the west, and Ford swings his camera. A dark cloud of Japanese aircraft are inbound. Anti-aircraft emplacements burst into action with a deafening roar.

**INT. MAIN NAVY BUILDING - CINCPAC OPERATIONS ROOM - DAY**

Nimitz paces, arms folded, as his officers do their best to stay out of his way. An ENSIGN runs into the room.

ENSIGN

Japanese air attack reported on Midway. And one of our scout planes just sighted the enemy carriers.

Nimitz locks on the ensign like a cobra.

NIMITZ

Spotted where?

ENSIGN

He reports carriers bearing 320 degrees 180 miles northwest of Midway.

Nimitz half-smiles to himself and then turns to Layton, who is marking the reported position on the giant chart.

NIMITZ

Well, Layton... you and Rochefort were only off by five minutes, five degrees, and five miles.

LAYTON

We'll endeavor to do better next time, sir.

Another ghost of a smile from Nimitz. Then --

NIMITZ

Give Spruance the enemy position and tell him to attack.

LAYTON

Midway has already launched their B-26s and a squadron of Marine dive-bombers. They should be approaching the Japanese carriers.

STAFF OFFICER

The Marines just got those planes a few days ago. Do they actually know how to fly them?

Nimitz's blue eyes bore into the officer, who suddenly wishes that he was a thousand miles away.

NIMITZ

If I know the Marines, they'll do  
their damndest.

**INT. HENDERSON'S SBD - DAY**

MAJOR HENDERSON, 35, stares out the cockpit window. The entire Japanese carrier task force stretches ahead of him. As Henderson flicks the toggle of his radio, we note the Marine Corp patch on his arm and the olive-drab color of his uniform.

MAJOR HENDERSON

Beginning my run. Stay on me.

Henderson gently pushes his flight stick forward, but just as the aircraft begins to drop --

*RAT-TAT-TAT!* The sound of an automatic cannon rattles our eardrums. Henderson looks right just in time to see his main gas tank ignite in a blinding fireball.

**TAMON'S POV - SKY**

We're watching the incoming American attack through a pair of binoculars. The fireball that used to be Henderson's plane is surrounded by a dozen other SBDs, which are under vicious assault by at least ten Japanese Zeroes.

Another SBD abruptly dips its wing and falls toward the ocean, trailing black smoke. And then another.

**INT. HIRYU - FLAG BRIDGE - DAY**

Tamon stands at the window in the cramped space, staring through mounted spotting binoculars. Henderson's entire squadron is coming straight for his ship.

CAPTAIN KAKU TOMEO, 48, peers over Tamon's shoulder. Kaku is a burly man with a narrow mustache over his scowling mouth.

KAKU

Why are they attacking at such a shallow angle?

TAMON

They're glide bombing. Which means they're amateurs.

Tamon lowers his binoculars and looks at the helmsman.

TAMON (CONT'D)

Prepare for evasive action. Even amateurs can get lucky.

**EXT. HIRYU - ANTI-AIRCRAFT BATTERY - DAY**

The five-inch guns along the ship's port side swing into position in unison and belch shells into the sky. One of the approaching planes loses control and drops like a stone, but the others gamely continue their runs until...

...black objects drop toward us. Bombs. The deck tilts as the carrier turns at high speed.

**EXT. AKAGI - DAY**

The men on the deck gasp as *Hiryu* disappears behind a set of enormous water spouts. *Has she been hit?*

**INT. HIRYU - FLAG BRIDGE - DAY**

Men take cover as a wall of water hammers into the windows of the bridge. The ship lurches. And then...

Silence. Just the dim hum of the carrier's engines. As the other men gather themselves, they realize that Tamon is still standing watch at the window. He points to the south.

TAMON

Look.

We follow his finger and SMASH ZOOM toward a smoke trail in the sky. It's a B-26 flaming from its left wing. The plane is in a shallow dive, headed straight for the central island of the *Akagi*.

Muzzles flash as Japanese gunners desperately unload with everything in their arsenal. The officers on the bridge stare up at the bomber, mouths agape in astonishment, until --

*WHOOSH!* The plane's wing explodes and it veers hard to the right -- missing the bridge by mere yards -- before smashing into the sea. But we stay with...

**INT. AKAGI - FLAG BRIDGE - DAY**

Nagumo stands with his stunned flag officers. Genda, the arrogant air commander, glances incredulously at his admiral.

GENDA

Was he trying to hit us?

ADMIRAL NAGUMO

Americans aren't that brave. His controls must have locked up.

Nagumo's words are dismissive, but his tone makes it clear that he is rattled. He thinks for a long moment. Then --

ADMIRAL NAGUMO (CONT'D)

Those planes came from Midway, which means it's still a threat. We must launch a second attack.

GENDA

But Admiral Yamamoto ordered us to keep our reserve force aboard in case we encounter enemy carriers.

Nagumo flushes with anger.

## ADMIRAL NAGUMO

Yamamoto is hundreds of miles away  
in his battleship. It's my decision.  
And that island must be neutralized.

**INT. USS ENTERPRISE - MESS HALL - DAY**

The SBD pilots, dressed in their flight suits, eat breakfast at a long table. The food is like sawdust in most of their mouths, but not Best -- he's eating with gusto.

As Best finishes his plate, he notices that Dickinson has barely touched his eggs.

## BEST

Get something in your stomach. It's  
going to be a long day.

Dickinson looks at him as if he's an alien, and Best abruptly registers the mood in the room. The man from the beginning of our story would return to eating his food...

...but Best pulls a silver ring off his finger and tosses it on the table. The other men stare at it, confused.

## BEST (CONT'D)

That belonged to Cliff Janz. When I  
decided to become a pilot, Cliff  
made me swap class rings. He said  
I'd be lucky to live to thirty, and  
he wanted to have something to  
remember me by. That's the kind of  
guy he was. Always busting your chops.

(beat)

Cliff was aboard *Arizona*. His wife  
didn't even get a body to bury.

The words hang in the air. Best pans the faces at the table.

## BEST (CONT'D)

I'm not going to sugarcoat it, boys.  
Nobody thinks we can go toe-to-toe  
with the Japanese, not in a fair  
fight. And today we're going to be  
big underdogs.

Best stares around the table, his confidence and determination blazing from his eyes.

## BEST (CONT'D)

Me... I think the men in this room  
can fly with anyone. Maybe that's  
because I'm a cocky son-of-a-bitch.  
But it's also because I know all of  
you like brothers. I've seen what  
you can do. You're ready for this.

(MORE)



BEST (CONT'D)

(beat)

Today we get square with the same bastards who bombed Pearl. Today we prove the American Navy isn't a joke.

The pilots silently absorb his words. Dickinson finally nods, his own swelling confidence obvious in his expression.

DICKINSON

We're going to give 'em a shellacking.

**EXT. PACIFIC OCEAN - DAY**

The *Enterprise* is about five miles away as she swings into the wind, her escorts turning to match her new heading.

A shape abruptly flashes past us and then disappears into a cloud: it's a seaplane marked with the rising sun.

**INT. AKAGI - FLAG BRIDGE - DAY**

A RADIOMAN listens intently to his headset and then leaps to his feet. He salutes in the direction of Nagumo.

JAPANESE RADIOMAN

Sir! A report from one of our aerial scouts. Ten enemy surface units spotted. Position east northeast.

Nagumo furrows his brow.

ADMIRAL NAGUMO

Impossible. Why would enemy ships be east northeast?

GENDA

Unless it's a trap.

The words hang in the air -- everyone in this room remembers the debacle during the war games. But Nagumo quickly regains his blustery confidence.

ADMIRAL NAGUMO

We will rearm our planes and then smash this new threat.

**INT. HIRYU - FLAG BRIDGE - DAY**

Tamon stares through binoculars at a flashing signal light from *Akagi*. He shakes his head, face contorted in frustration.

TAMON

We should launch our reserve force now. But the old fool wants to wait.

Everyone on the bridge avoids Tamon's dark gaze -- except Kaku, who tries to play the peacemaker.

KAKU

He's following doctrine. It's always better to launch a balanced attack.

TAMON

I know the doctrine. But an admiral is supposed to lead, not follow.

A WARNING BUZZER sounds through the bridge.

RADIOMAN

Sir! Periscope spotted.

Tamon raises his binoculars. He locks on a cruiser and two destroyers a few miles away, which have turned hard and are accelerating toward a fixed point in the ocean.

Several columns of spray spout into the air, followed by the dull boom of depth charges. Tamon shakes his head.

TAMON

An American submarine right in the middle of our fleet. Like a cat in the henhouse.

Tamon watches the giant waterspouts from the depth charges and then turns to the signalman.

TAMON (CONT'D)

Order a destroyer to stay and pin it down. They can catch up once the rest of the fleet is safely out of range.

**EXT. USS ENTERPRISE - FLIGHT DECK - DAY**

As the SBD pilots stride to their planes, Best locks on a pair of ENSIGNS half-carrying a pilot toward one of the torpedo bombers. Best looks closer, revealing that the pilot is...

Lindsey. His face is drawn with pain, and he's wincing with every step. Best glances at the waiting torpedo bomber -- realizing that Lindsey is literally being carried to his plane -- and then veers into his path.

BEST

You don't have to fly today. Nobody will doubt your courage.

Lindsey shakes his head, jaw clenched with determination.

LINDSEY

This is what we trained for. I'll lead my squadron in.

Best blinks, abruptly realizing how badly he has misjudged his counterpart. And he's a big enough man to say...

BEST

Good luck, Lindsey.

LINDSEY

Thanks. We're going to need it.

Best draws himself up and gives Lindsey a salute. Lindsey nods back at him in a silent exchange of respect.

LINDSEY (CONT'D)

I'll meet you at the Japanese fleet.

**INT. BEST'S SBD - DAY**

As Best revs his engine to prepare for takeoff, the radioman of the plane in front of him catches his eye: Bruno Gaido. He raises his arms, hands clasped in a victory salute, as his SBD accelerates down the deck.

Best smiles and then flips his intercom.

BEST

Well, Murray. This is it.

And then Best guns the throttle. As soon as the SBD is airborne, he fastens his oxygen mask and spins the dial on the oxygen cylinder --

-- but as the mix begins to flow he violently coughs and rips the mask away from his face. Murray hears the noise.

MURRAY

Are you okay, sir?

BEST

Dammit all to hell... it's my oxygen cylinder. I've got a bad mix.

As Murray processes the words, he tries -- and fails -- to contain his relief.

MURRAY

We have to go back to *Enterprise*.

Best's brow furrows as he considers his options. Murray longingly stares back at the carrier behind them -- a relative bastion of safety -- and tries to press the point home.

MURRAY (CONT'D)

You can't breathe a bad mix, sir. It will tear up your lungs.

BEST

I'm not sending the squadron out there without their commander.

And then Best reaches up and fastens the mask back across his face. As the oxygen flows, his body is wracked by coughs. But Best ignores the burning in his lungs and grips the stick. *There's no fucking way he's turning back.*

**EXT. HIRYU - FLIGHT DECK - DAY**

LIEUTENANT TOMONAGA, 32, climbs out of his B5N bomber. He notices Tamon striding toward the plane and snaps to attention.

TAMON

We've spotted enemy ships. Re-arm  
with torpedoes as quickly as possible.

A SHOUT from a lookout interrupts the conversation.

JAPANESE LOOKOUT

Incoming!

Tamon's head snaps around and he follows the lookout's outstretched finger to a glint of metal high in the sky. A squadron of B-17s are droning toward them.

LT. TOMONAGA

Land based bombers. Maybe from Hawaii.

Tamon watches with professional detachment as the bombers open their bay doors. Shapes plummet toward the carrier...

...but from that altitude the bombs are in the air for almost thirty seconds. The carrier swings into a tight turn and the bombs explode harmlessly in the sea a few hundred yards away from the deck. Tomonaga shrugs, unimpressed.

LT. TOMONAGA (CONT'D)

They'll never hit us from that  
altitude.

Tamon speaks over his shoulder as he starts back toward the carrier's island. His frustration is apparent.

TAMON

Maybe not. But these constant attacks --  
inept as they might be -- are keeping  
us on the defensive.

**INT. BEST'S SBD - DAY**

Best flies with one hand on the stick and the other holding a pair of binoculars to his eyes. As he sweeps back and forth across the desolate ocean --

BEST

Either we got a bum sighting report  
or the Japs changed course.

This isn't bad news to Murray. Best, meanwhile, glances out the window at the rest of the squadron. We follow his gaze and ZOOM to another SBD about a mile away --

**INT. MCCLUSKY'S SBD - CONTINUOUS**

McClusky swings his own binoculars over the ocean, as frustrated as Best. But then he locks on a spot to the north.

MCCLUSKY

We got something.

The binoculars reveal the wake of a ship heading north at flank speed -- the destroyer that was pinning down the American submarine. McClusky's RADIOMAN speaks in his ear.

RADIOMAN (V.O.)

What is it?

MCCLUSKY

Looks like a Jap destroyer. What do you want to bet she's trying to catch up with the carriers?

McClusky turns the stick and the SBD banks to match the course of the Japanese destroyer.

RADIOMAN (V.O.)

How long can we follow her course before we run out of fuel?

MCCLUSKY

Not long.

This decision weighs heavily on McClusky -- he knows that he's betting an awful lot on a hunch.

**INT. LINDSEY'S TBD - DAY**

Lindsey flies just a few hundred feet above the ocean, the rest of his squadron trailing off his wing tips. A smudge of smoke appears on the horizon, and Lindsey stares at it for a long moment before keying his radio.

LINDSEY

There they are.

**INT. THATCH'S WILDCAT - DAY**

Thatch's six-fighter squadron flies at eight thousand feet. From this altitude he can see both Lindsey's torpedo squadron and the Japanese ships on the horizon. His radio crackles.

FIGHTER PILOT (V.O.)

Any word from the dive bombers?

THATCH

Negative. I think they flew a different heading.

FIGHTER PILOT (V.O.)

What are we going to do? Those torpedo bombers are sitting ducks.

THATCH

Which is why we're going to attract as much attention as possible.

**INT. GAY'S TBD - DAY**

Gay stares fixedly at the smoke, which we can now see is coming from the stacks of various warships. Lindsey's voice echoes through his headset.

LINDSEY  
Hammer attack on the closest carrier.  
Follow my lead.

Gay banks to the right as his squadron splits into two pieces. His RADIOMAN speaks through the intercom.

RADIOMAN (V.O.)  
You think they've seen us?

GAY  
When they see us, we'll know it.

Gay pushes his throttle wide open and the drone of the engine rises in intensity. He glances down at the airspeed indicator, which is barely over a hundred MPH.

GAY (CONT'D)  
Come on, you bitch.

*BLAM! BLAM! BLAM!* The windscreen and instrument panel explode in a shower of glass. Gay catches just a glimpse of the speeding Zero -- it came out of the sun -- and then his plane shudders under another barrage.

Gay instinctively tries to bank the plane, but the stick is dead in his hand. He jiggles it, helpless. Then --

GAY (CONT'D)  
Brace for impact!

Gay manages to cover his head just as the plane slams into the water like a cement wall. He's hurled against the dashboard and then slumps back in his seat, dazed. Before he can gather himself --

*PING! PING!* Bullets rattle against the exterior of the SBD, followed by the roar of a Mitsibushi engine -- the Zeroes are strafing the downed plane.

The sound galvanizes Gay. He tears off his strap and then turns to the back of the bomber.

GAY (CONT'D)  
Hey! We gotta --

The words catch in Gay's throat as he realizes that his radioman and tail gunner have been shredded by gunfire. For an instant he is frozen by the horrific sight, but the roar of an engine forecasts another attack.

Gay grabs the edge of the cockpit and swings himself overboard into the ocean --

-- and suddenly it's silent. The bright white streaks of bullets penetrate the turquoise sea like harpoons as Gay swims under the body of the aircraft for shelter.

He holds his breath, eyes bulging and hands clutching the aluminum. *What the hell is he going to do now?*

**EXT. PACIFIC OCEAN - DAY**

High above Gay's downed plane the six Wildcats of Thatch's squadron dogfight with at least twenty Zeroes -- the Japanese pilots actually have to line up to take shots at them.

One of the Wildcats is hit and drops toward the ocean, trailing black smoke from its engine.

FIGHTER PILOT (V.O.)

Jesus. They're everywhere.

**INT. THATCH'S WILDCAT - DAY**

Thatch fights off the G-forces as he pulls his fighter into a tight turn. A Zero passes through his sights and he snaps off a quick shot before yelling into his radio.

THATCH

Form on me, boys. We're going to try that weave.

**INT. LINDSEY'S TBD - DAY**

Flak bursts off the right wingtip. Lindsey ignores it, his eyes locked on a Japanese carrier just two thousand yards in front of his plane. The ship is speeding away from him, white water boiling from its stern.

RADIOMAN (V.O.)

Sir! Can we drop?

It's not a question; it's a plea. But Lindsey is intent on finishing his attack, and so he stays focused on the carrier.

**EXT. PACIFIC OCEAN - DAY**

The four remaining Wildcats have formed into pairs and are crossing back and forth across each other's tails as the dozens of Zeroes swarm around them.

A Zero comes in for a pass on one of the Wildcat's tails, but just before it can get off a clean shot --

-- a trailing Wildcat swings into position and opens fire. The lightly-armored Zero explodes into flame and drops like a rock toward the ocean.

**INT. THATCH'S WILDCAT - DAY**

Thatch works the stick, his head on a swivel. A victory YELP comes through his radio.

FIGHTER PILOT (V.O.)  
Scratch another Zero.

THATCH  
Attaboy. Only twenty more to go.

The comment is punctuated by a Zero swinging into Thatch's sights. He takes the shot and watches with satisfaction as pieces fly off the right wing of the Japanese plane. But then he pans the sky.

THATCH (CONT'D)  
We can't hold them forever. Where the hell are those dive bombers?

**INT. LINDSEY'S TBD - DAY**

The *Hiryu* has grown in the windscreen and is now less than a thousand yards away. Lindsey stares through his sight like a man possessed, one hand clutching the torpedo release.

LINDSEY  
This is for Pearl Harbor.

And then he yanks the lever. The plane lurches upward as the heavy torpedo barrels into the sea.

RADIOMAN  
Now can we get out of here, sir?

**BOOM!** A cannon shell explodes in the right fuel tank. Lindsey turns his head just in time for his face to be illuminated by the ferocious explosion.

The expression on his face is a mixture of resignation and acceptance. *He did his duty.*

**EXT. HIRYU - FLAG BRIDGE - DAY**

Tamon watches as Lindsey's TBD is ripped apart by the explosion. As the fragments fall into the sea --

TAMON  
Brave men. We are fortunate they have such bad planes.

Tamon turns his attention to a white streak bubbling toward the stern of the carrier.

TAMON (CONT'D)  
Right full rudder.

The helmsman obeys his command and *Hiryu* pivots, the torpedo passing harmlessly through the wake.

Tamon, meanwhile, raises his binoculars. A pack of Zeroes circles low off the ocean, searching in vain for more torpedo bombers to attack. A second pack is still taking a run at Thatch and his wingmen. Tamon grunts, frustrated.



TAMON (CONT'D)

Our fighters need to stop glory hunting. They're all too low.

(beat)

This last attack was also carrier-based aircraft. Which means we are facing the exact situation that Nagumo declared impossible during our war games.

This revelation sends a chill through the room. Tamon turns to the signal officer.

TAMON (CONT'D)

The time for diplomacy is over. Signal the flagship.

**INT. AKAGI - FLAG BRIDGE - DAY**

A SIGNAL OFFICER stares through binoculars at a flashing light on the bridge of *Hiryu* and then turns to Nagumo.

SIGNAL OFFICER

A message from Admiral Yamaguchi, sir. 'Consider it advisable to launch attack force immediately.'

As the words register with Nagumo, he flushes with anger.

ADMIRAL NAGUMO

What does he think I'm trying to do?  
(to Genda)  
What's our status?

**INT. AKAGI - HANGAR - DAY**

Mechanics furiously repair and refuel planes as munitions teams rush from the magazine elevator with armor-piercing bombs and torpedoes. Gas lines weave back and forth across the deck among discarded high-explosive bombs.

*This hanger is one tiny spark away from catastrophe.*

The DECK OFFICER holds a phone to his ear.

DECK OFFICER

We're going as fast as we can, sir.  
But it takes time to change from land weapons to sea weapons.

GENDA (V.O.)

You have five minutes.

**INT. AKAGI - FLAG BRIDGE - DAY**

Genda turns to Nagumo and gives him a smart salute.

GENDA

They're almost finished.

ADMIRAL NAGUMO

Good. We will launch a full attack  
and crush the enemy task force.

A piercing WHISTLE abruptly seizes the attention of everyone on the bridge. A SPOTTER high on a mast outside the island is pointing at the sky. The word carries clearly...

SPOTTER

Helldivers!!!

Nagumo rushes to the window and cranes his head upwards. A swarm of black dots are hovering above the carrier directly behind them in the formation (*Kaga*).

Nagumo stares up at them, stunned. *Oh, shit.*

**INT. BEST'S SBD - DAY**

The Japanese fleet lies below the *Enterprise's* thirty-one SBDs without a single enemy fighter to oppose them. Best gauges the four carriers (they're in a box formation) and then keys his radio.

BEST

All right, boys. It's payback time.  
*Yorktown's* squadron will take the  
far two carriers, so we're on the  
near ones. Scouting Six, we've got  
the first bastard in line.

Best yanks on his diving flaps, and the plane immediately slows. But then --

-- a SBD flashes ahead of him. The lead squadron has also started to dive. Best yanks on the stick and manages to avoid a mid-air collision by mere feet. As they flatten back out, Murray shouts from the back seat.

MURRAY (V.O.)

What the hell? McClusky was supposed  
to hit the far carrier!

Best ignores him and glances out the window -- his two wingmen are still attached. He keys his radio again.

BEST

Stay on me.

**INT. MCCLUSKY'S SBD - DAY**

The plane drops at terminal velocity toward the carrier. McClusky peers through his bombing sight, working the controls to keep the "x" centered on the red dot squarely amidships. His RADIOMAN shouts from the back seat.

RADIOMAN

Twenty two hundred... two thousand...

**EXT. PACIFIC OCEAN - DAY**

Gay clutches a piece of wreckage as he bobs in the water squarely in the center of the Japanese fleet. His eyes are locked on a thin line of black dots descending toward the *Kaga*. He whispers the words like a prayer.

GAY

Come on, baby. Come on...

**INT. MCCLUSKY'S SBD - DAY**

The carrier's deck is rushing toward us as McClusky fights to keep the sight centered. The radioman shouts a warning --

RADIOMAN

Eighteen hundred!

McClusky yanks the release and then immediately pulls the stick. His body stiffens as the G-forces hit him, but he manages to peek over his shoulder...

...just in time to see his bomb hit the water ten yards from *Kaga*'s bridge. McClusky curses -- he missed.

**INT. DICKINSON'S SBD - DAY**

Dickinson is late in the line of planes. Just as he starts his dive, he sees McClusky's waterspout. He locks on his bomb sight, speaking to himself.

DICKINSON

Come on, Dickinson. Do what you're paid to do.

Dickinson is halfway down to the carrier when he sees the deck ripple -- someone has planted his bomb squarely on the target. But Dickinson keeps his focus until...

RADIOMAN

Eighteen hundred!

The plane lurches as Dickinson releases.

**EXT. PACIFIC OCEAN - DAY**

As Gay watches, a quick cavalcade of bombs slam into *Kaga*. Her deck erupts in a series of explosions, and Gay punches the water, celebrating as if he's at a football game.

GAY

Yeah! Hell yeah!

**INT. HIRYU - FLAG BRIDGE - DAY**

The officers stare at *Kaga*, stunned. A collective groan goes up from the group -- no ship could survive that barrage. A panicked JUNIOR OFFICER abruptly points out the opposing window, his tone bordering on the hysterical.

JUNIOR OFFICER

Look! *Akagi* is also under attack!

Tamon gives the man a sharp glance.

TAMON

Calm yourself. You're an officer.

But Tamon can't contain his own wince as he sees the first pair of bombs hit *Akagi*. Steam immediately rises from the aft elevator as the ship's turbines are breached. She's dead in the water -- and another dozen planes are descending.

Tamon grunts to himself and then hurries out onto --

**EXT. HIRYU - FLAG BRIDGE - CONTINUOUS**

He scans the sky above his ship, but sees no planes. Kaku appears next to him, eyes panning back and forth between the two stricken carriers.

KAKU

That leaves just us and *Akagi*.

Tamon points at the sky above *Akagi* -- three lonely dots are approaching at fifteen thousand feet.

TAMON

Unless they hit.

**INT. BEST'S SBD - DAY**

Best bores through the sky, eyes locked on the *Akagi* far below. She's at flank speed in a maximum starboard turn.

The radio crackles in his ear -- it's his WINGMAN.

WINGMAN (V.O.)

Feeling a little lonely, sir. Wish we'd brought more planes to the party.

BEST

You always wanted to be a hero, Kroeger. This is your chance.

Best hits the diving flaps. As the SBD rolls onto its back, Best speaks into the intercom.

BEST (CONT'D)

Okay, Murray. We put that carrier out of action even if we have to crash on her deck.

We catch a brief glimpse of Murray's terrified face as the plane begins to plummet toward the ocean.

**EXT. AKAGI - ANTI-AIRCRAFT STATION - DAY**

Lookouts scream as the gun barrels swing upward toward the sky above the ship.

Three lonely planes are diving at an impossibly-steep angle in a V formation.

The guns fire in a ferocious fusillade.

**INT. BEST'S SBD - DAY**

The plane vibrates as flak explodes on either side. But Best ignores it, icy eyes locked on his bombsight.

MURRAY (V.O.)

Two thousand... eighteen hundred!

We expect Best to yank the lever. But he's motionless, hands making tiny adjustments on the stick.

MURRAY (V.O.) (CONT'D)

Sixteen hundred!

There's no mistaking the tone of Murray's voice: *sir, drop the goddamned bomb and let's get the hell out of here!* But Best ignores him, totally focused on his target.

**INT. AKAGI - FLAG BRIDGE - DAY**

Nagumo stares up at the trio of planes. The first two have pulled up, their ordinance released. One bomb splashes to the left of the bridge, sending up a sheet of water. The second misses a dozen feet off the stern.

But the middle plane just continues to dive. It's so close that Nagumo can hear the drone of its engine and see the red, white and blue insignia on the wings.

*Is this maniac going to crash into his fucking ship?*

And then the pitch of the engine changes and the plane pulls out of its dive with a reluctant howl. An instant later Nagumo sees the bomb. It looks as if it's coming straight at him. Nagumo instinctively ducks...

...and the bomb detonates at the aft edge of the middle elevator. A blinding FLASH illuminates the bridge, followed by a percussion wave that hurls men to the ground.

**INT. BEST'S SBD - DAY**

The plane finally pulls level just a few dozen feet above the ocean. Murray strains against the G-forces to hold the rear-mounted .30 cal's in place.

His eyes widen as he sees planes being blown off the deck by the bomb, and then he unleashes a rebel yell.

MURRAY

Ye-haw! That was a beaut, sir. Right on her deck.

**BOOM!** A giant waterspout rises next to the plane -- ten stories high and nearly solid.

One of the nearby Japanese cruisers is firing into the ocean.

Best wrestles the stick, zigging the plane back and forth. Flak bursts around them along with another enormous pair of waterspouts. Best abruptly pulls back --

-- and they soar over a Japanese destroyer, close enough that they can see the surprised faces of the AA gunners.

The plane drops back down toward the waves, and suddenly it's eerily quiet. Best scans the horizon ahead of them and sees nothing but open ocean.

BEST

Any fighters on our tail?

Murray nervously scans the sky and then exhales with relief.

MURRAY

No, sir. They must be chasing other people.

**INT. BRUNO'S SBD - DAY**

Bruno Gaido swings his .30 cal back and forth, hammering bullets at a Zero on his tail. The enemy fighter drops out of range and Bruno pans the sky for another target. LT. O'FLAHERTY (his pilot) speaks in his headset.

LT. O'FLAHERTY (V.O.)

We're running out of fuel.

Bruno glances out at the left wing and sees a stream of liquid illuminated by the midday sun.

BRUNO

We've been hit. Left wing.

And that's when the engine conks out. As Bruno registers the unsettling silence, O'Flaherty shouts from the front seat.

LT. O'FLAHERTY

We're going in!

Bruno braces himself as the plane's nose pitches down and the ocean comes rushing toward them. At the last moment O'Flaherty pulls up and the belly hits the ocean in a textbook water landing, but Bruno slams his head against the guns.

Bruno nevertheless jumps out onto the wing, bleeding from a cut above his eye. A moment later O'Flaherty joins him, clutching a bag that contains an inflatable raft. In the distance two Zeroes are chasing another SBD.

Bruno gives the raft a dry glance.

BRUNO

Guess we're going to have to float back to Pearl.

**INT. MCCLUSKY'S SBD - DAY**

They're speeding just twenty feet above the water. McClusky weaves back and forth between a pair of Zeroes, trying to keep them from getting a clean shot.

The radioman glances at Bruno's floating SBD in the distance.

RADIOMAN

O'Flaherty and Bruno are down.

MCCLUSKY

If you don't hit one of those damn Zeroes, we're going to join them.

A Zero begins its firing run, and McClusky turns to port, his wingtip just feet above the waves. Bullets riddle the the SBD and McClusky grunts in pain -- a round has slammed into his shoulder.

The radioman, meanwhile, gets a bead on the Zero and hammers bullets into its exposed belly as it flashes past them. The Japanese pilot loses control and slams into the sea.

The radioman immediately wheels with the .30 cal's, but the other Zero has had enough and peels away. The radioman blinks -- surprised to be alive -- and then clicks the intercom.

RADIOMAN

You okay, sir?

McClusky ignores the question, teeth gritted in pain. He glances down at his wrecked instrument panel.

MCCLUSKY

Pray we've got enough fuel to get home to *Enterprise*.

**INT. JAPANESE ZERO - DAY**

A Japanese pilot stares down at his gas gauge, which is flickering near empty, and then glances below him at the stricken *Kaga*. His landing strip is burning from end-to-end.

As the plane passes through a column of smoke, we TILT and then DROP toward the carrier's deck. Giant wood planks are scattered like Lincoln Logs. We continue to PUSH downward through the largest hole into --

**INT. KAGA - HANGAR DECK - DAY**

It's like a scene from Dante's *Inferno*. Swirls of heavy smoke reveal twisted metal and mangled human remains. The injured lie moaning with nobody to help them as the able-bodied pass buckets of water in a grim chain.

A LIEUTENANT descends into the hellscape on a rope. As soon as his feet hit the deck, the overwhelmed DAMAGE CONTROL OFFICER rushes to his side.

DAMAGE CONTROL OFFICER  
What are the captain's orders?

JAPANESE LIEUTENANT  
A bomb hit the bridge. They're all  
dead. It's up to us to save the ship.

As the men continue talking, we follow the chain of buckets toward the forward elevator. Bombs and torpedoes lie among the wreckage -- thousands of pounds of TNT -- and aviation fuel drips from ruptured lines.

DAMAGE CONTROL OFFICER (V.O.)  
The gasoline is vaporizing.

JAPANESE LIEUTENANT (V.O.)  
Activate the C02.

DAMAGE CONTROL OFFICER (V.O.)  
We have no power.

The man at the end of the chain hurls his bucket of filthy-looking liquid down the elevator shaft. As it lands with a hiss amid red-hot metal, we FOCUS on a stream of gasoline running down the far side of the shaft.

The bottom droplet bubbles and then vaporizes with a hiss. An instant later there's a brilliant flash.

**EXT. AKAGI - FLAG BRIDGE - DAY**

Men stare in horror as a massive fuel-air explosion nearly splits *Kaga* in half. An orange mushroom cloud rises from amidships, followed in quick succession by a series of smaller blasts as the loose torpedoes and bombs detonate.

We PAN to reveal that the men aboard *Akagi* have their own problems; flames are rippling up from the center elevator. The fire has ignited a Zero, which burns like a torch.

The heavy smoke washes over Nagumo. He stands next to the ship's compass, stunned into a state of utter shock. Genda screws up his courage and approaches him.

GENDA  
Sir, we must go.

Nagumo turns his dazed eyes to Genda.

ADMIRAL NAGUMO  
I have to save the ship.

GENDA  
It's the captain's job to save the ship. Your duty is to lead. And you can't do that from here.



**EXT. AKAGI - DECK - DAY**

The Japanese senior officers are lowered one-by-one from the burning ship into a waiting launch. Nagumo's feet dangle awkwardly in the air as he clutches the rope.

He looks utterly beaten.

**INT. MAIN NAVY BUILDING - CINCPAC OPERATIONS ROOM - DAY**

Nimitz paces back and forth, his legendary calm under assault from the stress of waiting for news. Layton approaches him and speaks under his breath.

LAYTON

Do you want us to contact Admiral Spruance?

NIMITZ

He can't break radio silence. And I'm sure he has plenty on his mind.

(beat)

But this is torture.

The words hang in the air until the door bursts open and Rochefort runs inside. He waves a slip of paper.

ROCHEFORT

We just intercepted a Japanese signal. We can't translate the body. But look at the call sign.

Rochefort slaps the paper on the table, his finger pointing at a short string of letters and numbers.

ROCHEFORT (CONT'D)

It's from Admiral Nagumo. But he's not transmitting from the *Kaga*. He's transmitting from a cruiser.

LAYTON

Why would Nagumo leave his flagship unless...

A glint appears in Nimitz's eye.

NIMITZ

...the *Kaga* is sinking.

A charge runs through the men in the room as they absorb the words. *Could it be true?*

**EXT. PACIFIC OCEAN - ESTABLISHING**

The battleship *Yamato* cuts through dense fog, impossibly powerful and imposing.

SUPER: "400 MILES WEST OF MIDWAY"

**INT. YAMATO - FLAG BRIDGE - DAY**

Yamamoto pores over a map, brow furrowed. An AIDE strides into the room, face grim, and hands him a message.

AIDE  
From Admiral Nagumo.

Yamamoto snatches the message and quickly scans the characters. The corner of his mouth twitches. But his face is otherwise stone.

The other officers are desperate to know what the message contains, but nobody dares speak. Yamamoto turns and stares out the window at the impenetrable fog. Finally --

YAMAMOTO  
The Americans knew we were coming.  
We walked into their trap.

The officers exchange an incredulous look: *can that possibly be true?* Yamamoto takes a slow breath.

YAMAMOTO (CONT'D)  
We can still win. But we must know  
what we're facing.

**EXT. PACIFIC OCEAN - DAY**

Bruno and O'Flaherty bob in their small raft. Bruno shields his eyes against the sun as he stares at an approaching ship.

BRUNO  
It's a destroyer.

LT. O'FLAHERTY  
American or Jap?

Bruno takes a hard look. He doesn't like what he sees.

BRUNO  
It's the Japs. And I don't think  
they're gunna be in a very good mood  
after what we did to their ships.

**EXT. JAPANESE DESTROYER - FANTAIL - DAY**

Bruno and O'Flaherty stand against the rear rail, surrounded by Japanese sailors. Their hands are bound and five-gallon drums of gasoline are lashed to their feet.

A young Japanese LIEUTENANT speaks in broken English.

JAPANESE LIEUTENANT  
Where you come from?

BRUNO  
Shangri-La.

Bruno says it with a straight face. The lieutenant turns to his captain, and they have a short and intense exchange in Japanese. The lieutenant turns back to the Americans.

JAPANESE LIEUTENANT

You tell us your ships. Or we throw you overboard.

O'Flaherty blanches. Bruno stares back at the lieutenant and then flicks his head at one of the sailors who is smoking.

BRUNO

Cigarette.

The lieutenant turns to the sailor and speaks in Japanese. An instant later the lit cigarette is stuck between Bruno's lips. He takes a deep drag, eyes locked on the captain.

BRUNO (CONT'D)

You know, I had a lot of friends at Pearl Harbor.

Bruno exhales, smoke blowing in the wind.

BRUNO (CONT'D)

So how about you go fuck yourself.

The captain doesn't wait for the translation -- he hears everything he needs to know in Bruno's tone. He snaps his fingers at his men.

Bruno doesn't try to struggle. He just stares down the captain as they lift him over the rail and dump him into the Pacific: a portrait in courage to the end.

When he's gone, the lieutenant turns to O'Flaherty.

JAPANESE LIEUTENANT

You. Tell us your ships.

**EXT. HIRYU - FLIGHT DECK - DAY**

Tamon stands in the center of a circle of grim-faced pilots. Their planes are spotted for launch on the deck behind him.

TAMON

We are facing three American carriers. You are the last intact aircraft unit in the fleet, so the fate of Japan rests on your skill. The Emperor expects you to do your duty.

The men nod -- the moment is too serious for cheering -- and then start for their planes.

**EXT. PACIFIC OCEAN - DAY**

*Hiryu* steams into the wind, Val bombers launching from her deck. The three other Japanese carriers blaze in the background as a reminder of the stakes.

**EXT. USS YORKTOWN - FLIGHT DECK - DAY**

As Thatch swings out of his Wildcat onto the deck, the FLIGHT DECK OFFICER gives him a salute.

FLIGHT DECK OFFICER  
Welcome back to the *Yorktown*, sir.

The officer's eyes widen as he gets a closer look at the bullet holes in Thatch's plane.

FLIGHT DECK OFFICER (CONT'D)  
Jeez... did you take on the whole  
Jap Navy by yourself?

THATCH  
Sure felt like it.

The dull THUD of distant explosions turns their heads -- the carrier's escorts are firing flak at a pack of swiftly-approaching dark dots in the sky. Incoming aircraft.

THATCH (CONT'D)  
Swing me around.

The deck officer gives him a confused look.

FLIGHT DECK OFFICER  
But, sir... you must be almost out  
of fuel.

Thatch gives the officer a dry look.

THATCH  
I'm not going to need much fuel.

And then he jumps back into his cockpit. The officer WHISTLES and men rush to turn the plane back toward the bow. A moment later the Wildcat is roaring down the deck. As it leaps into the air, Thatch sees a burst of flak to his right.

He banks towards it -- fighting every instinct for self-preservation -- and spots a Japanese torpedo bomber flying just a hundred feet above the waves.

Thatch flies straight at the bomber, closing the gap at over four hundred miles an hour. At the last instant he fires, and the planes pass within barely a dozen feet of each other. The Japanese crew stares back at him --

-- and then Thatch's cockpit is illuminated by an explosion as the bomber's fuel tank ruptures. Thatch doesn't take even a moment to celebrate; he just banks his plane looking for another target.

It's only been ten seconds since he left the Yorktown.

Thatch locks on a dark shape flying close to the water -- another torpedo bomber. He pushes into a dive, jamming his throttle fully open...

...but when he depresses his trigger, nothing happens. His plane is out of ammo.

THATCH (CONT'D)

Goddammit!

Thatch can only watch in frustration as the bomber drops its torpedo just eight hundred yards away from the *Yorktown*. The deadly fish leaves no wake as it runs toward its target...

*THUD!* The torpedo strikes the *Yorktown* directly amidships, a great geyser of water erupting from her side.

**INT. USS ENTERPRISE - FLAG BRIDGE - DAY**

Spruance stares through binoculars at a distant smudge of smoke and then grimly shakes his head.

REAR ADMIRAL SPRUANCE

*Yorktown's* hit. That leaves just us and *Hornet*.

CAPTAIN BROWNING

Most of *Hornet's* air group managed to get lost and landed at Midway. Which means it's just us.

REAR ADMIRAL SPRUANCE

What have we got left?

FLAG OFFICER

A couple of SBDS just landed. The pilots are coming up to report.

Spruance waits, binoculars once again focused on smoke from the burning *Yorktown*. Feet clang on the metal stairwell outside the bridge and then --

-- Best and McClusky enter. Spruance locks on them.

REAR ADMIRAL SPRUANCE

What news from the enemy fleet?

BEST

Three carriers down. One to go.

REAR ADMIRAL SPRUANCE

And our air group?

Best and McClusky share a glance. *This isn't good news.*

MCCLUSKY

Only three torpedo bombers came back, and they're all shot up.

REAR ADMIRAL SPRUANCE

What about the dive bombers?

MCCLUSKY

We can probably scrounge up a dozen.

Spruance isn't an easy man to rattle, but he's stunned by the stark reality of those numbers. He stares at Best and McClusky. That's when he notices...

REAR ADMIRAL SPRUANCE  
Good God, McClusky. You've been shot.

Everyone on the bridge turns to look. McClusky's uniform is damp from his shoulder to his cuff, and the skin on the back of his hand is tinted red with blood.

McClusky shrugs, embarrassed by the attention.

MCCLUSKY  
I can fly.

REAR ADMIRAL SPRUANCE  
The hell you can. Get your ass down to the sick bay. Now.

McClusky reluctantly exits the room. Spruance turns his attention to Best.

REAR ADMIRAL SPRUANCE (CONT'D)  
Put the pilots you trust in any plane that can fly.

BEST  
Yes, sir.

As Best turns to exit --

REAR ADMIRAL SPRUANCE  
Good luck, son.

Best nods and is gone. Spruance stares after him, wondering whether he's just condemned his remaining pilots to death.

**INT. USS ENTERPRISE - CORRIDOR - DAY**

Best marches down a long corridor, but then stops and leans against a bulkhead, his body contorting in a brutal series of wracking coughs. A passing SAILOR gives him a look.

SAILOR  
You okay, sir?

Best waves him off and catches his breath before entering --

**INT. USS ENTERPRISE - PILOT READY ROOM - CONTINUOUS**

A half-dozen exhausted pilots sit in silence, staring at the status board. Two thirds of the planes have been labeled as either shot down or missing in action. Best glances at a PILOT, who is updating the chart.

BEST  
Dickinson didn't come back?

PILOT

No. Not yet.

Best knows exactly what that means. He takes a slow breath, trying to gather himself. And then --

BEST

I know you boys have just come through hell. But we've gotta go back and hit that last carrier.

There's a long moment of silence -- every man knows it's a miracle that he returned alive from the first mission...

...but then they just stand and file out the door without a single word of protest. Marching, perhaps, to their doom.

Best watches them go, as proud as he has ever been in his life. The pilot who spoke glances back at him.

PILOT #2

I'll see if I can find more men.

**INT. USS ENTERPRISE - ENLISTED MEN QUARTERS - DAY**

Murray sits on his bunk in the deserted room, hollow eyes staring at the wall. Best sticks his head inside.

BEST

Strap up. We're going back out.

MURRAY

I'm sorry, sir. But I think you need to find someone else.

BEST

What?

The words pour out of Murray in a nervous torrent.

MURRAY

You don't know what it's like to be in the back seat, sir. There's nothing I can do but pray. And you fly like you don't care if we come home.

Best steps into the room, stunned. All he can ask is...

BEST

Why didn't you transfer off my plane?

MURRAY

Because the other guys would have given me hell. They would have asked why I was too scared to fly with the great Dick Best.

As Best stares at Murray -- registering his pain and anxiety -- he remembers his exchanges with Willie West.

Best needs Murray in his plane, but he also has grown enough to understand this isn't a moment for a rah-rah speech; it's a moment for honesty.

BEST

I want to go home too.

Murray glances up at Best, caught off-guard.

BEST (CONT'D)

I want to spend more than a few days at a time with my wife. I want to go fishing with my dad back in Jersey. I want to see my little girl get married. And you're right... if we go back out there, we probably aren't going to come back.

(beat)

But this is our job. We're the guys who have to hold the fort until the cavalry arrives.

Best crouches. He's staring into Murray's eyes.

BEST (CONT'D)

If you really can't fly, I'll find someone else. But you should get back in that plane. For yourself. You'll remember this moment for the rest of your life. And if you know that you came through when people were counting on you... well, you'll be a different man. You'll be able to face anything.

Best pauses. Murray can see that he's speaking from the heart, and he's hanging on every word.

BEST (CONT'D)

We've come this far, Murray. Don't make me go back out there without you.

Murray thinks for a long moment, his fear wrestling his loyalty. And then he pushes himself to his feet.

MURRAY

I'll start the inspection.

**EXT. USS ENTERPRISE - FLIGHT DECK - DAY**

As Best emerges onto the deck, he notices Thatch standing amid a cluster of pilots. Best walks over to the group and sticks out his hand.

BEST

Welcome aboard. What are you doing over here?

As Best and Thatch shake --



THATCH

With *Yorktown* burning I didn't have  
anywhere else to land.

(beat)

I heard you're going back out there.  
Want some company?

BEST

The more the merrier.

Thatch flicks his head at the other pilots.

THATCH

Some of my friends from *Yorktown*  
also wouldn't mind getting square.

Best pans the men and then nods, a glint in his eye. His  
posse has just doubled in size.

**INT. YAMATO - FLAG BRIDGE - DAY**

Yamamoto studies the map. He finally looks up at his officers;  
his air of command has returned.

YAMAMOTO

We will snatch victory from defeat.

Yamamoto's finger juts toward the estimated position of the  
American fleet, which is marked with a grease pencil.

YAMAMOTO (CONT'D)

The enemy has lost a carrier and  
their air wings are weakened. We  
will draw them within range of our  
battleships and destroy them. *Hiryu*  
will provide air cover.

The staff officers study the map.

STAFF OFFICER

It's a bold plan.

The other men nod. Yamamoto turns to the signal officer.

YAMAMOTO

Radio Admiral Yamaguchi.

**INT. HIRYU - FLAG BRIDGE - DAY**

Everyone on the bridge watches intently as Tamon reads the  
message. He finally looks up.

TAMON

Yamamoto is ordering us to charge.  
Like samurai trying to save our honor.

It's clear from Tamon's face that he thinks the plan is  
foolish, but an order is an order -- especially from Yamamoto.  
He crumples the message.

TAMON (CONT'D)

So it shall be.

**EXT. PACIFIC OCEAN - DAY**

The golden late-afternoon sun reflects off the tightly-grouped formation of SBDs. Three towering columns of smoke to the south serve as a reminder of the morning's battle.

**INT. BEST'S SBD - DAY**

Best peers through his binoculars. The *Hiryu* lies nineteen thousand feet below him, surrounded by a phalanx of battleships, cruisers and destroyers.

As Best lowers his binoculars, he notices a glint of metal from an approaching aircraft. He clicks his intercom.

BEST

Get ready, Murray. We're not sneaking up on them this time.

Best glances down at the *Hiryu* again, noting from the wake that she's turning to starboard, and then makes a hand signal out the window at his wingman.

MURRAY

Here they come!

Tracers streak the air as a dozen Zeroes slam into the formation. A SBD directly ahead of us explodes -- the percussion shaking our plane -- and Best pulls up to avoid the fiery wreckage.

As we emerge on the other side of the smoke, Best realizes that his wingmen have fallen behind.

BEST

(into radio)

Stay on me, dammit!

And with those final words Best hits his flaps. Meanwhile, Murray sees a pair of Zeroes locking onto their tail. We expect him to flinch as usual, but this time he swings the .30 cal into position and unleashes a barrage...

...just as Best pushes the plane over into a steep dive. Murray flies out of his seat, weightless, and desperately grabs the barrel of the guns for support. His skin hisses as he touches the red-hot metal and Murray yelps in pain --

-- but then he notices that the Zeroes are still on their tail. Murray grits his teeth, wedges himself into the cockpit, and grabs the guns with his burned hands. There's no fear in his eyes; only determination.

The .30 cals chatter back into action, driving back the swarming Zeroes. Best's voice rings through the intercom.

BEST (V.O.) (CONT'D)  
Murray! Altitude!

MURRAY  
We've got Zeroes on our tail.

Best grunts to himself and then glances back and forth between the bombsight and the rapidly-approaching carrier. Ferocious flak is bursting on either side of the plane, and the airframe shakes as fragments piece the wings.

But Best just keeps his eyes locked on his target. Bombs splash in the water off her starboard side as the elusive *Hiryu* tightens her turn to avoid her attackers.

Best touches his flaps, flying by instinct. The sound grows muffled as he locks on the rising sun painted on the center of the carrier's deck. We're watching a man utterly in his element; this is what he was born to do.

**EXT. HIRYU - FLAG BRIDGE - DAY**

Tamon stares up at the dive bombers as they fall from the sky. He focuses on the plane streaking straight for the center of his deck. The pilot is silhouetted by the setting sun.

**EXT. BEST'S SBD - DAY**

Best stares through his windscreen at the bridge. He's barely twelve hundred feet above the carrier.

MURRAY (V.O.)  
I can't shake these damn Zeroes!

Best ignores him and yanks the bomb release lever --

-- just as another burst of flak explodes practically on their wing. Best slams into the edge of the cockpit as the plane violently lurches sideways --

-- but we FALL with the bomb as it makes a beeline directly for the center of *Hiryu's* deck. It strikes the painted insignia of the red rising sun and pierces the wood like a bullet.

For an instant we get a glimpse of the hangar deck as the bomb penetrates the ship. And then...

*BOOM!* The sound is deafening in the enclosed space as planes and men are hurled away from the cataclysmic explosion.

Dick Best has just become the first (and only) aviator in history to hit two enemy carriers in one day.

**EXT. HIRYU - ANTI-AIRCRAFT BATTERY - DAY**

The ship lurches as the explosion rips at her heart. But the guns keep firing at the attacking SBDs.

One of the planes never pulls out of its dive and SLAMS into the ocean at terminal velocity.

At that speed the water is like cement, and the plane is practically vaporized.

*Was it Best?*

**EXT. HIRYU - FLAG BRIDGE - DAY**

Tamon stand rooted in place, staring in shock at the burning hole in the center of his flight deck.

He glances up just as the next squadron of SBDs begins their runs and watches, eerily detached, as one bomb heads straight for the central elevator. But an instant before it detonates, Kaku grabs him and pulls him back inside the bridge.

KAKU

Admiral, you must --

KA-BOOM! The thousand-pound bomb explodes on the edge of the elevator. The force of the blast hurls a massive portion of the lift toward the island --

-- and it slams into the front of the bridge. The impact shatters the windows and throws the officers to the floor. One unfortunate crewmember is ejected out the back balcony and falls screaming to the ocean below.

The men slowly push themselves to their feet, stunned to be alive. A firm voice carries through the smoke.

TAMON

Every man on damage control. We must save this ship.

**EXT. PACIFIC OCEAN - DAY**

The sun is low on the horizon. The destroyer *Phelps* bobs a few hundred feet from the *Enterprise* as a launch speeds toward the carrier. In the bow of the launch sits...

...Dickinson. He has a black eye and a bandage on his cheek, but he's otherwise unharmed.

**EXT. USS ENTERPRISE - FLIGHT DECK - DAY**

Dickinson scrambles up a ladder and emerges onto the deck. Mechanics are swarming over the fifteen planes that returned from the mission, but flight operations have ceased.

McClusky approaches Dickinson, one arm in a sling. He holds out his other hand. As they shake --

MCCLUSKY

You're a sight for sore eyes. What happened?

DICKINSON

Ran out of fuel twenty miles out. Ditched next to the *Phelps*.

MCCLUSKY

Didn't you serve on the *Phelps*?

DICKINSON

First two years out of the academy.  
Funny world...

Dickinson shakes his head, momentarily overwhelmed. It's been a hell of a day. Then --

DICKINSON (CONT'D)

Where's Best?

MCCLUSKY

He went back out to hit the last Jap carrier. Hasn't come home yet.

The news takes the breath out of Dickinson. He turns toward the low sun and scans the sky for any sign of a plane.

But there's nothing.

**EXT. HONOLULU - MCCLUSKY HOUSE - DAY**

Ann hurries up the path to a clapboard cottage and knocks on the door. A moment later LAURA MCCLUSKY, 29, answers.

ANN

You have news?

Laura nods and then ushers Ann into --

**INT. MCCLUSKY HOUSE - CONTINUOUS**

A half-dozen nervous Navy wives are gathered in the living room. Laura gestures at a woman holding a glass of wine.

LAURA

Cindy heard a rumor from the base.  
There's a big battle. One of our carriers is sinking.

Ann's heart catches in her throat.

ANN

And the pilots?

LAURA

It sounds like we lost a lot of them.

These women have been conditioned for tough times -- stiff upper lip is their motto -- so Ann forces herself to just nod. But Laura reads her expression.

LAURA (CONT'D)

Drink?

ANN

Please. I just need to use the bathroom first.

Ann gives the other wives a tight smile and then walks down the hall and slips into --

**INT. MCCLUSKY HOUSE - BATHROOM - CONTINUOUS**

Ann closes the door, her hand shaking slightly, and then stares into the mirror through hollow eyes. She has a premonition that everything is not going to be okay. And she's very scared and very alone.

**INT. USS ENTERPRISE - FLAG BRIDGE - DAY**

Spruance peers down at the map, arms crossed. He finally turns to Browning.

REAR ADMIRAL SPRUANCE

The Japanese might charge with their battleships. So we will withdraw for the night.

CAPTAIN BROWNING

But their fleet might be out of range in the morning.

REAR ADMIRAL SPRUANCE

Nimitz ordered us to be judicious. We won a great victory today. Let's not blow it.

The radar officer abruptly spins in his seat.

RADAR OFFICER

Sir! We got something inbound.

**INT. THATCH'S WILDCAT - DAY**

Thatch's wary eyes continually scan the sky, exhaustion etched on his face. His radio crackles:

RADIO (V.O.)

Bogies twenty degrees southwest of your position. Prepare to intercept.

THATCH

Copy, *Enterprise*.

Thatch shoves the throttle forward and banks the Wildcat in a steep turn. He locks on a distant speck in the sky.

THATCH (CONT'D)

I've got visual.

The engine growls as Thatch closes the gap. The speck turns into a plane, but as his fingers tighten on the trigger another voice echoes through his radio.

BEST (V.O.)

Hey, Wildcat. You fire at me, and I'll kick your ass up and down the big *E*'s deck when we land.

Thatch's face splits in a huge grin.

THATCH

Roger that.

Thatch whips the Wildcat around to fly in formation off the SBD's wing. He can see Best in his cockpit.

THATCH (CONT'D)

Did you take the scenic route home?

BEST (V.O.)

Wanted to see our morning's work.

THATCH

Well, don't blow your landing.  
Everyone's going to be watching.

Best smiles and then gives him a mock salute.

**EXT. USS ENTERPRISE - FLIGHT DECK - DAY**

The western sky is ablaze with a fiery sunset, perhaps in honor of the remarkable day. Best's SBD hits the deck and grabs the first arresting wire, as always.

When the propeller slows to a halt, a crowd of men rush toward the plane. Dickinson is the first to reach it, and he pulls himself up to the cockpit.

He and Best stare at each other.

BEST

Thought you were dead.

DICKINSON

They said the same thing about you.

BEST

Glad they were wrong.

The men share a look -- so much unsaid -- and then Dickinson hands him a flask of whiskey.

DICKINSON

Medicinal. Admiral's orders.

Best jerks his finger at the back seat, where a drained Murray is unstrapping himself.

BEST

Give it to Murray. He earned it.

Best swings himself out of the cockpit, but as he hits the deck his knees buckle and he launches into a violent coughing fit. Dickinson watches with concern.

DICKINSON

Are you okay?

Best stays bent over, body wracked by spasms. When it finally subsides, he spits blood onto the wood planking.

Dickinson's worry immediately graduates into full-blown panic. He throws his arm around his friend.

DICKINSON (CONT'D)

You're going to the sick bay.

**INT. HIRYU - ENGINE ROOM - NIGHT**

A desperate group of men wearing gas masks work in thick smoke, lit by red emergency lights. The paint on the ceiling is blackening from the heat of the fire above and burning flecks occasionally fall like apocalyptic snow.

A gauge on the main turbine sinks toward zero, and one of the men frantically shouts at the others. They rush to twist a valve, but the gauge continues to sink until --

-- the noise from the engines abruptly stops. An instant later the room falls into total darkness. The ceiling, however, still glows a faint red from the infernal heat above.

**EXT. HIRYU - HANGAR DECK - NIGHT**

A cruiser and two destroyers circle the listing carrier, spraying water onto the fires that have breached her deck.

Tamon stands near the rear elevator. He stares down into the darkness of the hangar, head shaking.

TAMON

Without power we can't stop the fires.

KAKU

Our men will fight to the death.

TAMON

Of course. But I won't sacrifice them if the battle is already lost.

The signal officer runs up to them and salutes Tamon.

SIGNAL OFFICER

Sir! A message from Admiral Yamamoto. The main body is continuing forward for a night action. He orders us to scuttle the carrier immediately so that it doesn't fall into enemy hands.

Tamon thinks for a long moment, turning the words over in his head. He finally glances at Kaku.

TAMON

Gather the men.



**EXT. HIRYU - FLIGHT DECK - NIGHT**

The remaining crew members stand at attention on the aft of the flight deck, lit by the eerie light from the fires. Tamon is perched on a box at the front of the group. His voice carries clearly to his men.

TAMON

You have all fought valiantly. The loss of this battle falls on the heads of your commanders, not you. For that reason I have decided to go down with the ship.

There's a gasp from the group, followed by various cries of protest. Tamon raises his hands for silence.

TAMON (CONT'D)

You will avenge this defeat and become the core of an even more powerful Japanese Navy. My final order is that you carry on your loyal service to the Emperor.

Tamon snaps his heels together and then turns to face west.

TAMON (CONT'D)

Banzai!

The men shout three *banzais* in response, the words ringing around the deck of the doomed carrier. When the echo fades, bugles PLAY the Japanese national anthem as the giant battle flags are lowered from the mast.

Tamon turns to Kaku, who stands in the front row.

TAMON (CONT'D)

Abandon ship.

Kaku snaps at a lieutenant, who blows a whistle. The men form orderly lines at the stern and begin to lower themselves on ropes to the waiting lifeboats.

Meanwhile, a small cluster of officers gather around Tamon. They stand in awkward silence, nobody sure what to say, until the QUARTERMASTER clears his throat.

QUARTERMASTER

There's still money in the ship's safe.

TAMON

Leave it. I'll need it for a square meal in hell.

Tamon smiles slightly at his own joke, but the other officers are hollow-eyed. Kaku finally speaks.

KAKU

I want to stay with you.

Tamon's expression turns serious. He shakes his head.

TAMON

I'm touched by your offer, but you young men must leave the ship. That's my final order.

Kaku struggles to keep from bursting into tears and then draws himself up in a salute.

**EXT. MAKIGUMO - DECK - DAY (DAWN)**

Hundreds of survivors from *Hiryu* cling to every available spot, eyes locked on their ship. The loudspeakers blare:

LOUDSPEAKER (V.O.)

Battle station torpedo port side.  
Target *Hiryu* bearing ninety degrees.

The torpedo drops into the water with a hiss. Men are openly weeping, clutching the railings for support.

Kaku stands at the fantail, tears running down his cheeks. His eyes are locked on a lonely figure standing at attention next to the *Hiryu's* island.

It's Tamon. Holding a silent vigil.

*THUD!* The torpedo detonates near the carrier's starboard bow, nearly driving the ship's prow out of the water.

Kaku looks back at the island, but Tamon is gone.

**INT. YAMATO - FLAG BRIDGE - DAY (DAWN)**

Yamamoto sits ramrod straight in a chair, the deep bags under his eyes the only sign of his exhaustion. Three of his officers warily approach.

SIGNAL OFFICER

Our scouts found nothing. The American carriers must have withdrawn overnight.

An emotional young flag officer can't contain himself.

FLAG OFFICER

We should push forward and bombard Midway with our guns. The Americans have no battleships. We can still win this battle.

Yamamoto has been stone-faced throughout the exchange, but he shakes his head at the final comment.

YAMAMOTO

We have no air cover. And we all learned about the weaknesses of battleships at Pearl Harbor.

Yamamoto turns to the young flag officer, who shrinks under his baleful stare.

YAMAMOTO (CONT'D)

You've been playing too much *shogi*.  
We cannot gamble the rest of the  
fleet to save our pride.

FLAG OFFICER #2

Then what are your orders, sir?

Yamamoto weighs the impossible question.

**INT. STATION HYPO - DAY**

The usual bustle of the room has been replaced by silence as Rochefort stares down at an intercepted message. Everyone watches him, waiting for his reaction.

And then a slow smile spreads across Rochefort's face.

**INT. MAIN NAVY BUILDING - CINCPAC OPERATIONS ROOM - DAY**

Nimitz maintains his weary vigil at the front of the room as Layton and the exhausted staff officers update the map. Rochefort bursts into the room, waving the message over his head like a trophy.

ROCHEFORT

The Japanese are retreating.

Everyone stares him. The news takes a moment to process.

NIMITZ

We won.

Rochefort nods. And then the room erupts in a wild celebration. Rochefort and Layton hug as staff officers pound each other on the back.

Nimitz watches his men, briefly letting himself enjoy the moment, and then walks into --

**INT. MAIN NAVY BUILDING - NIMITZ'S OFFICE - CONTINUOUS**

Nimitz closes the door behind him and takes a deep breath. And then he calls to his sleepy secretary.

NIMITZ

Get me Halsey.

**INT. NAVAL HOSPITAL PEARL HARBOR - HALSEY'S ROOM - DAY**

Halsey stands in his hospital gown with the phone pressed against his ear, staring out the window at Pearl Harbor.

His eyes are once again wet, but this time his expression is somewhere between satisfaction and relief.

**INT. LAYTON HOUSE - LIVING ROOM - DAY**

Miriam is reading on the couch. The front door opens and Layton enters, carrying a brown paper bag. Miriam gives him a confused look.

MIRIAM

What are you doing home?

LAYTON

I thought we might have lunch.

Layton opens the bag and pulls out a bottle of wine and a loaf of bread. Miriam's brow furrows.

MIRIAM

Did something happen? What's wrong?

LAYTON

Actually, it's a good day. And I want to celebrate with my wife.

Miriam reads Layton's expression and sees an unaccustomed sparkle in his eyes. She stands and kisses him on the cheek.

MIRIAM

I'll get something on the table.

**INT. USS ENTERPRISE - PILOT READY ROOM - NIGHT**

The door creaks open and Best enters. We've always seen this room filled with life, but now it's empty except for abandoned playing cards and magazines and...

...Dickinson. He's leaning against the desk, staring at the ready board. Best follows his gaze and sees the grim reality: over half of their friends are dead or missing.

After a long moment --

BEST

What happened to that whiskey?

Dickinson turns his head at the familiar voice and then slides a flask out of his pocket.

DICKINSON

I saved it just in case you snuck out of the infirmary.

Dickinson hands him the flask, and Best grabs a pair of coffee mugs and pours two shots. He raises his mug in a toast.

BEST

To Cliff Janz and the rest of the men on *Arizona*. To the good men we lost today and the good men we'll lose tomorrow. To the...

The words trail off as Best is caught up in emotion. Dickinson is briefly paralyzed -- he's never seen his friend this raw and vulnerable -- but then he raises his own mug.

DICKINSON

To those in peril on the sea.

Best nods; the old toast is perfect for this moment. The men shoot the whiskey, and then Dickinson stands and walks over to the door. But he pauses before exiting.

DICKINSON (CONT'D)

Hey.

Best turns his head to look at him.

DICKINSON (CONT'D)

We did it.

Best and Dickinson trade a long look. And then Dickinson disappears down the hallway, leaving Best alone to contemplate the list of the missing and the dead.

As we go CLOSE on Best's face, we see his pain -- both physical and emotional. Yet beneath the pain is something else: exhilaration.

Dickinson is right. Yes, much hard fighting remains, but in the darkest of hours the courage of this small fraternity of men has turned the tide of war in the Pacific.

**EXT. PEARL HARBOR - DAY**

The *Enterprise* sails down the channel, her battle flags proudly flying from the mast and the crew standing at attention on the deck. Dozens of planes pass overhead in a formation as her air group buzzes the harbor.

The shores are lined with cheering men and women -- soldiers from Fort Kamehameha and Hickam, and patients and doctors from Hospital Point. The crew of the other warships in the harbor line their own decks, sirens and whistles sounding.

**EXT. PEARL HARBOR - WHARF - DAY**

It's a joyous scene as men pour off the *Enterprise* to rendezvous with their friends and families.

Layton stands away from the commotion and watches the men disembark, an expression of quiet satisfaction on his face. He's content to enjoy this moment from the shadows until --

-- Best rolls up to him in a wheelchair. He's pale and has lost at least ten pounds. He stares up at Layton.

BEST

Hey, remember me? We met once in the bar at the Pink Palace.

LAYTON

Yeah, I remember.

Layton's tone is wary; he doesn't want to get burned again. But Best sticks out his hand.

BEST

Hell of a job. You intelligence guys really came through for us.

Layton takes Best's hand and shakes, fighting to keep his emotions in check. He never expected this kind of validation, certainly not from a flyboy. But Nimitz was right; even though he isn't on the front lines in a destroyer or dive bomber, he has nevertheless done something truly meaningful.

Best, meanwhile, turns away and continues to wheel himself down the wharf. His eyes desperately search the scene until he finally sees...

...Ann and Barbera. They're wearing matching Sunday dresses. When Barbera notices her father, she dashes through the crowd and hurls herself onto his lap.

BARBERA

Daddy!

BEST

Easy, sweetie.

Best hugs his daughter and then gingerly stands to greet Ann. Her relief emerges in a breathtaking smile. But it fades into concern as she gets a closer look at him.

ANN

What happened to you?

BEST

I inhaled caustic soda. Apparently it activated my latent tuberculosis.

ANN

What does that mean?

BEST

My lungs are shot. The Navy's never going to let me fly again.

The words involuntarily burst out of Ann's mouth.

ANN

Thank God.

BEST

I'm a pilot, Ann. This is the one thing I'm good at.

ANN

Well, get good at something else.  
(MORE)

ANN (CONT'D)

You've got the rest of your life to figure it out.

Best hears the wisdom in those words, and he pulls his wife into an embrace. They hold each other tightly, tears in their eyes -- overwhelmingly grateful for the miracle that has brought them back together.

We leave them in this most intimate of moments and CRANE UPWARDS, revealing the remarkable panorama of Pearl Harbor. *Enterprise* is berthed just hundreds of yards from the wreck of the *Arizona*, the ship that she avenged.

As we PULL BACK further, we see the new ships and new construction projects around the harbor: the beginnings of what will soon become the world's mightiest war machine.

But we keep RISING and PULLING BACK until we're finally focused on just the vast, endless ocean -- an ocean that has tried and tested the will of everyone in our story: Japanese and American alike.

CUT TO BLACK:

**EXT. PACIFIC OCEAN - DAY**

Waves lap over the camera lens, a scrap of wreckage bobbing in the foreground. A yellow life raft heaves into the frame.

Gay lies in the bottom, badly sunburned. He stares up at the clouds with a vacant look in his eye.

SUPER: "*Ensign Gay, the lone survivor of his squadron, spent several days adrift in the Pacific before being rescued.*"

**EXT. PAPUA NEW GUINEA - DAY**

A line of Japanese soldiers walk single-file through the thick jungle. One of them points silently at the trees above them, which have been cropped as if by a mysterious force.

SUPER: "*A year after Midway, American codebreakers -- led by Edwin Layton -- intercepted Yamamoto's travel itinerary.*"

The men continue into a clearing, where they discover a crashed Mitsubishi G4M bomber. The wings are sheared off and the cabin is split open by the force of the wreck.

SUPER: "*Admiral Nimitz personally ordered a squadron of fighters to shoot down Yamamoto's transport plane.*"

One of the soldiers points at a tree on the far side of the clearing where...

...Yamamoto is propped upright, dead. Dried blood from a head wound covers his formal uniform and one white-gloved hand still grips his *katana* sword.

SUPER: "*Yamamoto was buried with full honors.*"

**EXT. TOKYO BAY - DAY**

Dozens of carriers and battleships from the mighty American fleet fill the anchorage, guns trained on the city. Countless fighters and bombers pass overhead in a thunderous formation.

SUPER: *"On September 2, 1945 the US Pacific Fleet sailed into Tokyo Bay."*

**EXT. MISSOURI - MAIN DECK - DAY**

Hundreds of khaki-clad soldiers and sailors stand at attention as a small delegation of Japanese officials make their way toward a wood table.

SUPER: *"Admiral Nimitz was chosen to sign the official surrender documents on behalf of the United States."*

As Nimitz raises his pen, we notice Layton standing underneath one of the giant sixteen-inch gun turrets.

SUPER: *"In recognition of his contributions to the war effort, Nimitz invited Layton to attend as his personal guest."*

Further down the deck stand three familiar officers in a tight group, bright smiles on their faces.

SUPER: *"Dickinson, Thatch and McClusky survived the war. All three men eventually became admirals in the US Navy."*

**EXT. US NAVAL ACADEMY - RADFORD TERRACE - DAY (1996)**

Autumn leaves swirl on the main quad. A crowd has gathered on the lawn between the beautiful chapel and the imposing facade of Bancroft Hall.

SUPER: *"Dick Best spent three years after Midway in a Naval Hospital and never flew again. He eventually became director of security for the Rand Corporation."*

As we draw closer to the crowd, we find hundreds of Midshipmen and civilians sitting in neat rows of chairs. They're facing a brand-new stone monument honoring the Battle of Midway.

SUPER: "US NAVAL ACADEMY. OCTOBER 3, 1996"

REAR ADMIRAL SAMUEL LOCKLEAR, 42, speaks from the podium next to a row of dignitaries.

READ ADMIRAL LOCKLEAR

In the memorable words of President Franklin Delano Roosevelt, 'There is a mysterious cycle in human events. To some generations, much is given. Of other generations, much is expected.'

Locklear turns to look at a figure standing off-camera.



READ ADMIRAL LOCKLEAR (CONT'D)

Today, as we dedicate this monument to the memory of the brave men who fought for liberty, we are honored to have one of the last surviving Midway pilots with us. Lieutenant Commander Richard Halsey Best.

As the crowd rises to applaud, we focus on a camera whirring near the back of the group. We PUSH into the viewfinder until a VHS image fills our screen...

...and suddenly we are watching footage of the real DICK BEST, age 86, speaking at the ceremony. He stands proudly in his dinner dress uniform, his back ramrod straight, the last survivor of his squadron.

DICK BEST

I guess it's my job to speak for the guys who can't be here. We lost a lot of good men that day, and a lot more since. But I'm glad to know that we're remembered.

(beat)

People often ask me about Midway. How I could fly against those odds, knowing that I probably wasn't going to come back.

Best stares out at this new generation of Naval officers, determined to pass along the one lesson he truly learned.

DICK BEST (CONT'D)

Those men were my brothers. I would have flown with them straight into Hell.

We take one final look at this remarkable man, the faint growl of a distant engine in our ear, and then...

FADE TO BLACK:

SUPER: *"Dick Best died in Santa Monica, California at the age of 91. He is buried alongside many of his friends and fellow pilots at Arlington National Cemetery."*

THE END