

NON-STOP

Written by

John Richardson & Chris Roach

(818) 621-3779

INT. TAXI - SUNSET

BILL MARKS, late 50's, sleeps fitfully, sitting straight up. He's dressed in a plain suit, clean-cut and fit for his age, but even at rest he seems grim, burned out, somehow on edge. The cab shifts suddenly, and his eyes snap open:

BILL

We here?

Up front, a Hawaiian DRIVER talks over his shoulder.

TAXI DRIVER

Yes sir, Terminal 12...

The driver pulls to the curb, and turns to look at his fare.

TAXI DRIVER (CONT'D)

Late night?

BILL

You could say that.

TAXI DRIVER

How long you been in town?

BILL

About six hours.

The driver's confused... what's this guy about?

TAXI DRIVER

Well hey man, it's Honolulu, right?
Guess you better make it count...

BILL

Been here a hundred times.

TAXI DRIVER

Whoa, you must love it.

BILL

Not really.

TAXI DRIVER

(giving up)

OK man, well have a good flight.

Bill hands him some cash and shoots him a grim smile.

BILL

Not likely.

CUT TO:

INT. HONOLULU AIRPORT - DUSK

The doors slide open, and Bill walks into -

The Honolulu Airport.

Bustling tourists everywhere, the controlled chaos of travel.

Bill's awake now, and he watches the scene with open disdain. Grits his teeth, not looking forward to what's next...

He begins to wade through the crowd, trying to stay centered. Ahead, the line to the metal detectors is quickly backing up, people rush in from all sides to make their various flights. Bill takes his place in the queue, clearly uncomfortable.

Finally, it's his turn.

Dead ahead, A TSA OFFICER stands behind the BODY SCANNER.

Bill sets his bag on the x-ray conveyor and sends it through. Then he pulls off his shoes and his belt, and lets them go. He straightens... walks through the body scanner - DING.

The TSA officer looks down at a hidden monitor:

A greenish, semi-transparent shot of Bill is displayed there. He carries two PISTOLS, one under his arm, one at his ankle.

The officer tenses up, but Bill is used to this routine. He shoots him a look:

BILL

(low)

Relax, you new?

Bill discreetly flashes his Federal Air Marshal badge, and the officer relaxes.

TSA OFFICER

Yeah.

He takes Bill's paperwork and looks it over.

BILL

Well I'm the least of your worries, that guy behind me can't figure out how to get his laptop free.

Behind him, the TOURIST in question holds up the line.

TSA OFFICER

(handing back Bill's ID)

Go on through.

Bill nods, waiting for his things to clear the conveyor...

SUPER:
APPROXIMATELY 102,000 U.S. FLIGHTS PER YEAR CARRY
A FEDERAL AIR MARSHAL ON BOARD.

He tries to tie his shoes, but one string breaks...

SUPER:
THEY REMAIN ANONYMOUS, SO YOU NEVER KNOW
WHO MAY BE SITTING NEXT TO YOU...

INT. AIRPORT TERMINAL - NIGHT

The terminal outside the gate is bustling, noisy, crowded, all that Bill has come to hate after years of this routine. Several vendors offer a variety of last-minute purchases, while tons of travellers wait in those molded plastic seats.

Bill walks up to a newsstand, scanning the magazine rack. Finding nothing, he approaches the CLERK empty-handed.

CLERK
Couldn't find a magazine?

BILL
I've read 'em all.

Bill is almost to the register, but then -

LOGAN, a college kid in his 20's, pushes past him.

LOGAN
Sorry man, in a rush.

BILL
(irritated)
Hey, there's a line -

GRETTA (O.C.)
Excuse me, sir...

Bill turns to see GRETTA, a pretty redhead in her early 30's, rushing up, meeting him with imploring eyes:

GRETTA (CONT'D)
Would you mind letting me skip too,
I'm scared I'm going to miss my -

Pretty women are the one thing that doesn't annoy Bill.

BILL
(smiling)
Absolutely young lady.

GRETTA
Oh great, thanks so much.

BILL
I'll just need a name to put with
that lovely face.

Her attitude instantly changes.

GRETTA
Give me a break, buddy, I'm a
little young for you.

And so does his.

BILL
OK, what flight are you on?

GRETTA
The red eye to San Francisco.

BILL
Me too...

He takes his spot back in front of her.

BILL (CONT'D)
I'll get them to hold the door.

He drops a pair of new SHOELACES in front of the clerk,
pays the man, then walks off without looking back.

GRETTA
Asshole.

Bill walks past an airport lounge, where -

A PILOT, 50, a COPILOT, 45, and a NAVIGATOR, 40, sit having
coffee. Bill nods at the pilot, who nods back.

BILL
Terry.

PILOT
Bill.

Bill keeps moving, and the navigator looks at the pilot.

NAVIGATOR
Who was that?

COPILOT

That's our Federal Air Marshal,
he draws this flight a lot.

NAVIGATOR

Isn't he a little old?

PILOT

Those guys have a high turnover, so
they've been handing out a lot of
second careers to retired cops.

COPILOT

Beats spending your golden years as
a barista.

Bill sits down in a seat near the gate and gets settled in.
He pulls out the new laces and begins to re-tie, but then -

A nearby MIDDLE-AGED COUPLE, MR. and MRS. CAMPBELL, 40's, are
talking loudly to the webcam on their laptop.

MR. CAMPBELL

We'll be home soon, son...

MRS. CAMPBELL

See you in the morning!

Distracted, Bill gets up to move, only to collide with -
TRAVIS, a jacked meathead in his 30's, who looks drunk.

TRAVIS

My bad, bro.

BILL

Yeah, yeah, take her easy, pal...

Bill finds a new seat, removed from the other passengers.
He finishes tying his new laces; finally back together again.
He then pulls out a SMART PHONE and sends an Instant Message:

BMARKS// MARSHAL MARKS, CHECKING IN.

A moment, then a response:

VMARENICK// SEE ANYTHING SUSPICIOUS?

Bill sends a response, but Autocorrect takes over:

BMARKS// IF CURSED THERE ISN'T.

Bill rolls his eyes, puts the phone to his ear and dials...

THROUGH THE RECEIVER, WE HEAR AGENT MARENICK ANSWER:

AGENT MARENICK (O.S.)
Agent Marenick?

Bill is flustered:

BILL
Yeah, it's Marks.

AGENT MARENICK (O.S.)
Marks? I just sent you an IM.

BILL
Yeah I know, can't stand typing on
this thing -

AGENT MARENICK (O.S.)
Wait, just got your response...
(reading)
"If cursed there isn't?"

BILL
Of course there isn't, of course
there isn't, that's what I meant.

Beat.

AGENT MARENICK (O.S.)
Of course there isn't what?

BILL
There isn't a shoe bomber
threatening to blow up the souvenir
shop...

He spots FAHIM, an Iranian man in his 40's.

BILL (CONT'D)
Unless you count the Middle-Eastern
man who's apparently flying alone -

AGENT MARENICK (O.S.)
Racial profiling is against policy.

BILL
Well then I guess we're clear.

AGENT MARENICK (O.S.)
Fine. Check in via IM from the air.

BILL
Roger that.

He hangs up.

Just then, an AIRLINE WORKER gets on the PA:

AIRLINE CLERK

For those passengers on flight 1201 with non-stop service to San Francisco, we are going to begin boarding any passengers who require special assistance...

Bill watches as a few passengers wander toward the gate:

CARRIE, a pregnant woman, 25, wobbles into the tunnel.

Then HANK, 60's, an old man pulling an oxygen tank on a cart, walks up, already complaining grouchy about something.

This stops Bill... he stares, watching his labored movements. That old man will be him, in just a few years.

Finally, a tangle-haired boy named ANDY, 6, trots up warily. The airline worker waves him on, and he tiptoes inside.

The worker picks up the PA again:

AIRLINE CLERK (CONT'D)

We are now going to begin boarding our First Class passengers.

At this, Bill stands up and walks to the tunnel.

FAR BEHIND, in the crowd, a figure watches Bill walk away. This is AUSTIN, 34, a crew-cut hotshot, exuding confidence. He watches Bill walk into the tunnel, seemingly interested...

INT. FIRST CLASS CABIN - MOMENTS LATER

Bill walks through the cabin doorway and into First Class. He has just entered a large 767:

It has two seats on each side, and three seats in the middle. First there's the forward galley, then the First Class cabin, then the larger main cabin, and the back galley.

Bill looks down to find:

NANCY, 40's, the head flight attendant, kneeling with Andy. She looks up as Bill approaches, then back at the boy.

NANCY

Well maybe this nice man here can tell you all about it...

She looks at Bill. They know each other.

NANCY (CONT'D)
Sir, do you fly often?

Kids clearly make him a bit uncomfortable.

BILL
Um... yep, sure do.

NANCY
Because my friend Andy here is a little worried about crashing and

ANDY
I'm not worried about crashing, I just don't want to be late.

BILL
Late for what?

ANDY
To see my dad.

Something about this warms Bill a little.

BILL
Well Andy, I fly all the time, and I've never been on a plane where anything, anything, went wrong. You'll get there on time.

ANDY
Promise?

Bill winks at him, awkwardly.

BILL
We might even be there early.

Nancy stands up, giving Bill a little smile.

NANCY
OK now, Andy, I better get you to your seat.

She takes Andy's hand and leads him back through First Class. Bill follows behind her, speaking low:

BILL
When you're all done with this one, it would make me very happy if you brought me a Jack and Coke.

NANCY
That's against the rules.

BILL
So is what happened on that flight
to San Diego, but you weren't such
a company girl then.

NANCY
(smiling)
You're awful...

She continues to lead Andy back into the rear of the plane,
while Bill finds his seat in First Class, without looking.

He's getting settled in, when he HEARS:

JAMIE (O.C.)
No, Michael, I only need three
things from you...

He looks up to see:

JAMIE, 29, a pretty, feisty young woman with a fresh tan.
She's somehow making that tossed-together wardrobe look good,
but she's chewing out her cell phone like it owes her money.

JAMIE (CONT'D)
Enjoy the rest of your stay here...
put my key through the mail slot...
and kindly fuck off.

She hangs up, looks at her ticket... and sits next to Bill.

BILL
That answers both of my questions.

JAMIE
Which questions are those?

BILL
Where is she sitting, and does she
have a boyfriend?

JAMIE
Why, is your grandson cute?

BILL
Shoots me down with a crack at my
age. Creative.

JAMIE
How about; that answers my
question.

BILL
Which question is that?

JAMIE
Am I going to have to deal with
some creep hitting on me the entire
flight?

Passengers are now filing past them, into the main cabin.

BILL
Sorry, I was being rude.

JAMIE
No, I'm sorry, today's been rough.

BILL
Bill.

JAMIE
Jamie.

He smiles, and she smiles back... an accord has been reached.

INT. FRONT OF THE PLANE

A male flight attendant, BRAD, closes the cabin door.

And just then, Nancy goes on the plane's intercom:

FLIGHT ATTENDANT NANCY
Ladies and gentleman, we've now
closed the cabin door, so I ask
everyone to take their seats. As a
courtesy, we offer complimentary
WiFi, so once we're in the air,
feel free to log on and e-mail all
your friends about the great
service you've had on tonight's
flight. Until then, I'll ask that
you power down anything with an
on/off switch, as we'll be
departing shortly.

Jamie switches her phone off, Bill pretends to do the same.

BILL
So... you want to talk about it?

JAMIE
Not really.

EXT. RUNWAY - NIGHT

The 767 lifts up and takes off into the night sky.

INT. FIRST CLASS CABIN - LATER THAT NIGHT

The plane shakes, rising and falling in the late night air. The cabin is dark, and most of the passengers are asleep.

Except for Jamie, who is still talking about it.

JAMIE

So he flies me out to Hawaii for a romantic getaway, and I'm thinking he's going to propose, right? Then suddenly he decides that we're not "firing on all cylinders." Yeah, he actually said that.

BILL

What is this guy, a mechanic?

JAMIE

No, he's writes software.

BILL

You were dumped by a geek?

JAMIE

Easy, I write software.

BILL

Oh yeah, what kind?

JAMIE

Security protocols, firewalls, you know the drill...

BILL

Not really.

Nancy walks up, with a bottle of wine, looking at Jamie.

NANCY

Need anything ma'am?

JAMIE

Oh, no thanks.

She favors Bill with a sly look.

NANCY

And for you?

BILL
Unless you've got my Jack and
Coke...

NANCY
I don't.

BILL
Then I'm good.

Jamie saw that. She waits until Nancy leaves, then...

JAMIE
So how long have you been an Air
Marshal?

Surprised, he tries to play it off.

BILL
Excuse me?

JAMIE
You heard me.

BILL
Now why would you say something
like that?

JAMIE
I read an article about the Marshal
service a few months ago.

BILL
What did you learn?

JAMIE
Well, you guys ride in First Class
to protect the cockpit... check.

BILL
That could be anybody here -

JAMIE
The flight crew knows you... check.

BILL
She doesn't know me.

JAMIE
Yes she does. And I'm guessing
there's history because just now
she sounded like my mom talking to
one of her ex-husbands.

Bill laughs.

JAMIE (CONT'D)

And... you just look like a cop.

BILL

I'm not a cop.

JAMIE

Yeah, but you've just got that -

BILL

I was a cop, for almost 30 years.
Now I've got a desk job in the sky.

Jamie's taken aback by this sudden admission.

JAMIE

Wow... that was easy. Can't you get
fired for telling me that?

BILL

I don't know... I never told
anyone.

Jamie lights up. This is exciting and she wants to know more.

JAMIE

Perfect, okay, how many hijackers
have you captured?

BILL

None.

JAMIE

How many times have you had to pull
your gun on a flight?

BILL

Never.

JAMIE

What's it like though? All this
responsibility? Being so important?

BILL

I'm not important, I'm redundant.
Hasn't been a real danger in years,
so the only threat I'm ever gonna
face is a watching the same poorly
edited movie over and over again.

Jamie's not buying it.

JAMIE

Come on, you probably have one of the coolest jobs in the world.

Bill laughs out loud at the thought of this...

BILL

Coollest? You know that kid who kicks the back of your seat? I go to work with him every day. The old lady that wants to tell you all about the sweater she's knitting, we share a cubicle. And every lunch break is spent with another screaming baby.

Now Jamie gets it.

JAMIE

Yeah, but at least the meals are free.

Bill laughs, and Jamie joins in.

JAMIE (CONT'D)

Writing software suddenly sounds so exciting.

BILL'S PHONE DINGS - HE'S GOT AN IM.

Note to reader: There are a lot of IMs in this movie, but they will be superimposed and mixed in with the action.

BILL

Excuse me.

He looks down at his phone...

He has an IM from the screen name FRIENDLY:

FRIENDLY// AIR MARSHAL BILL MARKS.

Bill types back:

BMARKS// YES?

The response is swift.

FRIENDLY// ARE YOU READY TO DO YOUR DUTY?

Bill is confused, something's off. He turns to Jamie.

BILL (CONT'D)

Sorry, gimme a second.

Back to his phone:

BMARKS// WHO IS THIS?

FRIENDLY// I'M ONE OF YOUR FELLOW PASSENGERS.

Now Bill is over it:

BMARKS// WHAT YOU'RE DOING IS A FEDERAL OFFENSE.

FRIENDLY// I'M ABOUT TO DO A WHOLE LOT WORSE.

Bill looks around First Class, but doesn't see anyone typing.

BMARKS// HOW DO I KNOW YOU'RE EVEN ONBOARD?

Again, turbulence, the plane shakes... a moment, then:

FRIENDLY// BUMPY FLIGHT.

For the first time, Bill is really alarmed.

BMARKS// WHAT DO YOU WANT?

FRIENDLY// I WANT YOU TO SET YOUR WATCH.

BMARKS// WHY?

A long pause, then:

FRIENDLY// BC I AM GOING TO KILL SOMEONE ON THIS PLANE...

EVERY 20 MINUTES...

UNTIL YOU SHOOT YOURSELF.

A chill runs down Bill's spine... is this threat for real?
But... he moves fast, sets his stopwatch:

20 MINUTES... BEEP - 20:00, 19:59, 19:58...

Jamie is eyeing him, curious.

He flips his phone to vibrate, unbuckles his belt and stands.

JAMIE

Everything OK?

BILL

I'm not sure.

And Bill disappears into the main cabin -

MAIN CABIN - CONTINUOUS

Where he moves quickly down the right aisle, on high alert, scanning anyone and everyone who is awake...

He glances left and right, for any visible screen, any clue. But there are dozens of travellers using electronic devices, and no one looks particularly suspicious...

He reaches the back, crosses to the left side of the plane, and circles around to the front to reenter -

FIRST CLASS CABIN

First Class, where he makes a bee-line for the front galley. Jamie watches him, curious and a little worried.

FRONT GALLEY - SECONDS LATER

Bill walks quickly through the curtain into the front galley, and Nancy looks up, smiling in spite of herself:

NANCY

Bill, I am not changing my mind,
about the booze or anything else...

BILL

I don't need a drink.

Her face goes white, and she leads him to the cockpit door. She knocks, then looks up at a SECURITY CAMERA over the door.

INT. COCKPIT - SAME TIME

The pilot, copilot, and navigator glance over at -

A SECURITY MONITOR, which shows Nancy and Bill outside.

PILOT

Let them in.

The navigator punches a code into a KEYPAD...

FRONT GALLEY

While outside, a matching KEYPAD lights up - Nancy opens the door for Bill, and he quickly goes inside. Then she shuts the door behind him, and takes a breath...

FIRST CLASS CABIN

From her seat, Jamie can see Nancy composing herself.

JAMIE
Stewardess?

Nancy snaps to, coming out into First Class.

NANCY
Yes ma'am?

JAMIE
Could I have some ginger ale?

NANCY
Yes, of course.

She grabs a can and a cup, then walks over to Jamie's row. She POPS open the can and pours, but Jamie looks down at - Her hands. They're shaking.

This is what Jamie expected, now she KNOWS something's wrong.

COCKPIT - MOMENTS LATER

By the look on the pilots' faces, Bill just broke it to them. It's a moment before anyone knows how to respond.

PILOT
Are you sure it's a passenger?

BILL
Yeah, pretty sure.

COPILOT
Pretty sure..?

BILL
It's my job to assume the worst.
Best case scenario, we've got a
sick prankster on board, worst
case...

Bill looks at his watch: 17:31, 17:30, 17:29...

BILL (CONT'D)
Gotta find him before worst case
happens.

NAVIGATOR

Should we collect all the phones
and laptops?

BILL

This guy just hacked into a secure
federal network, he's way too smart
not to cover his tracks.

COPILOT

(close to panic)
You got a better idea?

BILL

Relax, just be professional, OK?

COPILOT

That'd be a first for you...

Bill doesn't have time for this.

BILL

If he's for real, he's got a
weapon, and I've got to find it.

PILOT

I'll radio the ground, apprise them
of the situation.

BILL

Ask for Agent Marenick, have him do
a DHS sweep of everyone onboard.

PILOT

Roger that.

BILL

And I'll go figure out how to pull
this off without starting a panic.

CUT TO:

MAIN CABIN - MOMENTS LATER

The lights in the cabin come on....

Passengers blink, looking around. Are we landing?

BILL'S VOICE OVER THE INTERCOM:

BILL (O.S.)
(intercom)
Excuse me Ladies and Gentleman,
sorry to disturb you...

FIRST CLASS CABIN

Bill is standing in First Class, using Nancy's intercom.

BILL
I'm Bill Marks, a Federal Air
Marshal assigned to this flight.

Jamie stares Bill down; now she's really worried.

BILL (CONT'D)
TSA regulations require me to
perform a search of all passengers
on ten random flights per year...

Jamie studies Bill, not buying it, knows something's wrong.

BILL (CONT'D)
And unfortunately, you're it.

GROANS throughout the plane. Is this guy serious?

BILL (CONT'D)
I'm going to be coming through the
cabin shortly to frisk everyone, so
please prepare to be patted down.
Your cooperation is appreciated.

Bill hangs up and walks to Gretta, the pretty redhead.

BILL (CONT'D)
Please stand up and put your hands
in the air.

She complies, but she's not happy.

GRETTA
You're an air marshal? I should
report you for hitting on
passengers.

BILL
You're a little young for me.

She rolls her eyes, he finishes frisking her.

BILL (CONT'D)
OK, you're good.

She sits down.

He frisks someone else, trying to move as fast as he can without making it seem out of the ordinary.

Checks his watch: 14:18, 14:17, 14:16...

He walks up to Jamie, who puts her hands up, still studying. They share a meaningful look, and he knows she's no idiot. But she also knows they can't speak openly.

JAMIE

Hi.

BILL

Hi.

Frisking her.

JAMIE

Just another day at the office?

He almost smiles, then finishes patting her down.

BILL

All routine... you're good.

She gives him a secret look that says, let me help.

JAMIE

(sincere)

Anything I can do?

BILL

Thanks, everything's under control.

CUT TO:

EXT. SKY - NIGHT

The plane parts the clouds, high above the moonlit ocean.

INT. MAIN CABIN - LATER

Bill continues to frisk dozens of passengers, one at a time. Trying to appear calm, remain calm, while moving fast...

Way in the back, Austin, the hotshot, waits his turn. He's staring at Bill, more intently than anyone else. Why?

Bill pats down another PASSENGER, finds nothing.

Then he looks down at Andy, sparing a second.

BILL
What about you, hiding anything?

ANDY
Nope.

BILL
OK, you're off the hook. For now.

Bill smiles at him, then turns to Carrie, the pregnant woman.

BILL (CONT'D)
Sorry about this...

CARRIE
It's fine...

Travis, the meat-head, looks hungover and irritated.

TRAVIS
Can we move it along?

BILL
Just be patient, sir.

Looks back at Carrie.

BILL (CONT'D)
Boy or girl?

CARRIE
A girl.

For some reason this effects Bill, but only for a second.

BILL
You're all set, thank you.

TRAVIS
Hey, some of us need sleep!

BILL
That's enough.

Shoots an icy look at him.

BILL (CONT'D)
We clear?

Travis sees the look in his eyes, backs down.

TRAVIS

Sure.

Bill stares at him a moment, he's going to remember this guy.

Next is Fahim, the Iranian man... who looks nervous.

Bill begins to frisk him.

BILL

You OK, sir?

FAHIM

It's the turbulence.

BILL

Understood.

He stands, giving him a final once over.

BILL (CONT'D)

I'm done, thanks.

Now Bill gets to Travis, hits him with a stern look.

BILL (CONT'D)

You're up.

TRAVIS

About time...

Bill ignores this, pats him down, rougher than the others.

Suddenly, his phone VIBRATES. He steps back from Travis, then pulls it out to discover a new IM:

FRIENDLY// YOU REALLY THINK YOU CAN FIND ME THIS WAY?

Bill's stress level skyrockets, he checks his watch:

NINE MINUTES TO GO.

TRAVIS (CONT'D)

Can I get back to my nap?

BILL

As long as your mouth's shut, I don't care what you do.

Travis takes his seat, and Bill moves on...

His mind races, he has to think of something fast, anything. Surrounded by faces, any one of them could be FRIENDLY...

Bill walks up to the middle-aged couple, the Campbells. They're among the few who are taking this well.

Mr. Campbell stands, Bill frisks him. Moving at a rapid pace. Finds something in his back pocket.

BILL (CONT'D)
Please pull that out, sir.

Mr. Campbell produces a small Flip video camera.

MR. CAMPBELL
I never miss a moment.

MRS. CAMPBELL
That's for sure...

Bill smiles at them, hands it back... then has a thought. Glances up at the ceiling, focusing on -

A CEILING CAM overlooking the cabin. That's it.

Bill quickly steps back addressing the crowd:

BILL
OK folks, we're all done here.
Sorry for the trouble.

He has another thought.

BILL (CONT'D)
But for the time being, everyone
keep your seat belt fastened.

A FEW GRUMBLES, but people start to settle back down.

Bill walks back to the front, as -

In the back, Austin continues to stare.

FRONT GALLEY - SECONDS LATER

Bill is pulling open a compartment to REVEAL:

THREE SECURITY MONITORS:

High wides of First Class, the Main Cabin, and Back Galley. The images are dim, grainy, black and white.

He motions for Nancy to join him.

BILL
How do I rewind the security feeds?

NANCY
I forgot those were there.

BILL
What?

NANCY
We never use them.

BILL
Do you know how they work?

NANCY
Don't you?
She's not going to be much help.

BILL
Do me a favor, keep people seated.

NANCY
OK.
Bill spots a phone in the corner of the galley.

BILL
Does that thing work?
Bill grabs the phone and dials a number.

BILL (CONT'D)
Agent Marks, PA flight 1201...
3779... Get me Agent Marenick.
A moment and then -

AGENT MARENICK (O.S.)
(through phone)
Marks, that you?

We never cutaway to Agent Marenick, we just hear his voice.

BILL
Yeah, did you do the DHS sweep?

AGENT MARENICK (O.S.)
We're running the names, but
there's not much besides speeding
tickets and credit card debt.

Bill looks back at the monitors.

BILL

The security cameras on the plane,
how do I rewind the footage?

AGENT MARENICK (O.S.)

You can't, they're archival only.
They're recorded to the black box,
but that's locked up tight.

BILL

Of course it is...

Then he spots:

A red sharpie pen, lying on a shelf nearby.

BILL (CONT'D)

Call me when you have something.

He hangs up, then looks out through the curtain at -

Jamie, who is already staring back.

He waves her in, and she hesitates... is he waving at her?
Finally she stands and walks into the galley.

Bill wastes no time.

BILL (CONT'D)

You really want to help?

JAMIE

Will I regret saying yes?

BILL

I got an IM from someone on this
plane who claims he's going to kill
a passenger every twenty minutes.

JAMIE

I didn't actually say "yes", can we
pretend I didn't hear that?

BILL

I'm sorry to bring you into this,
but whether you like it or not,
you're in it already.

JAMIE

Why me?

BILL

Because when this whole thing started you were sitting right next to me, so that makes you the only person on this plane I can trust.

JAMIE

What about the crew?

BILL

They weren't sitting next to me.

JAMIE

Why would someone do this? Did he say what he wants?

Bill hesitates for a moment. Then -

BILL

He's not getting what he wants.

Bill directs Jamie to the monitors and picks up the red pen.

BILL (CONT'D)

These are real-time feeds of the plane. Now, I'm going to IM this guy, and we need to see if anyone responds.

He uncaps the pen, then looks at the monitors:

Roughly 30 people are using portable electronic devices. Their faces lit from below by iPads, phones, and laptops.

On the monitor screens, he circles all of them in red ink.

BILL (CONT'D)

You'll be my second set of eyes. You focus on first class, I'll take the main cabin and back galley, OK?

She's terrified, but what choice does she have?

JAMIE

OK...

BILL

Let's see who takes the bait.

He types an IM to FRIENDLY:

BMARKS// WHAT IS THIS ABOUT?

Then they look up at the screens, waiting for any reactions. Which isn't easy; three fuzzy, dark monitors to watch...

Some passengers have never stopped typing; is that a trick? A few are just starting; a response to his IM? Then -

FRIENDLY// IT'S ABOUT HARD CHOICES.

Bill's eyes dart to the screen:

A couple of the passengers haven't moved, resting their eyes. He wipes the circles off of the passengers who didn't move, leaving about 25... then, he types:

BMARKS// WHY DO YOU WANT ME TO KILL MYSELF?

Back to the monitors, waiting for someone, anyone to react. A few more have paused, but most are still typing, texting. He tries to memorize every movement, so when he gets an IM -

FRIENDLY// THAT DOESN'T MATTER.

Bill clears off those who paused, it's down to about 20.

He responds:

BMARKS// MATTERS TO ME.

His eyes dart back to the screens:

Various new passengers have produced PEDs and begun to type.

Jamie excitedly points to the screen.

JAMIE

They just pulled out their phones.

BILL

Yeah, but the trick is to focus on those who haven't stopped yet.

It's a reductive process, on the fly, incredibly difficult. Now a few more have stopped, some putting their devices away. He wipes them off, he's down to about fifteen...

FRIENDLY// LET'S JUST SAY...

There were twelve moving just then, as far as Bill can tell. He wipes away the others.

FRIENDLY// I'M TEACHING A LESSON...

Good, he's on a rant, speeding up the process of elimination.

FRIENDLY// I'M SETTING AN EXAMPLE...

But this time, only one passenger puts his phone away:

Austin, near the back, middle row. Bill erases his circle.

A couple more stop, Bill wipes them clean, but then...

Austin picks his phone up again, typing. Jamie points at him:

JAMIE

That guy's answering!

Bill looks closely at -

THE DARK, GRAINY IMAGE OF AUSTIN...

BILL

Are you sure?

And then, another ding -

FRIENDLY// AND I'M SENDING A MESSAGE.

Bill marks him with a fresh red circle, then responds:

BMARKS// BY KILLING AN INNOCENT PASSENGER?

He stares at Austin, who's done typing...

Then at the other four marked passengers, still typing....

No response.

But their activity could be a ruse, impossible to say.

Bill looks down at his stopwatch:

JUST UNDER FOUR MINUTES LEFT...

JAMIE

That's gotta be him, he's the only one!

BILL

We have to be sure.

Bill stays focused on the security monitors... and Austin.

Nothing.

He checks his phone: nothing. His last IM still hangs there:

BMARKS// BY KILLING AN INNOCENT PASSENGER?

BILL (CONT'D)
C'mon, answer me...

He stares at the video of Austin, motionless.

BILL (CONT'D)
Answer me...

Suddenly, the secure line RINGS, and he jumps for a second.

BILL (CONT'D)
(snatching it up)
What do you got?

AGENT MARENICK (O.S.)
We just did a full criminal sweep,
no hits.

Bill's eyes move to the image of -
AUSTIN, CIRCLED IN RED, WAY IN THE BACK.

Bill just can't shake his suspicion, traces to his seat:

BILL
Tell me about the guy in 36D.

While Bill waits, Jamie's eyes stay locked on Austin.

AGENT MARENICK (O.S.)
Doubtful.

BILL
Why?

AGENT MARENICK (O.S.)
Officer Austin Wright, Oakland PD.

Jamie waiting, anxious. Bill looks at her when he responds.

BILL
He's a cop?

JAMIE
Shit.

Bill checks his watch: THREE MINUTES TO GO.

BILL
Any black marks on his record,
IA, excessive force, anything?

AGENT MARENICK (O.S.)
No, nothing...

BILL
Give me a reason to move in.

AGENT MARENICK (O.S.)
Look, if he's your best suspect,
get him up quietly, take him in the
back and shake him down.

BILL
No, I've only got three minutes...
if this guy's clean and I'm in the
back messing with him, I'm not
watching the rest of the plane when
the clock runs out.

AGENT MARENICK (O.S.)
Then what are you going to do?

Crushing time pressure. Bill thinks, weighing his options.

BILL
I'm going to take up position near
the back and watch everybody.

He looks at Jamie, holding the phone down -

BILL (CONT'D)
I don't know who's making these
threats, but he knows me. So when I
show myself, he might attack.

He hands her the phone.

BILL (CONT'D)
On the other end of this line is a
man named Agent Victor Marenick. If
something goes wrong, I need you to
let him know, now can you do that?

JAMIE
I can do that.

BILL
Good.

Pulls his pistol out of his jacket.

JAMIE
Oh God...

Racks the slide, chambering a round, thumbs down the hammer.

BILL
Just stay focused, stay calm, and
this will be over soon.

He slides the gun into his pocket and walks out through the
curtains.

Leaving Jamie to lift the receiver to her ear.

JAMIE
Um... hello?

MAIN CABIN

We follow Bill down the aisle...

An attack could come from anywhere...

He keeps going, ready for anything...

FRONT GALLEY

Jamie, phone to her ear, watches the main cabin monitor:

Bill is nearing the back of the cabin...

And the figure of Austin, circled in red.

MAIN CABIN

Bill is halfway down the aisle...

A few people look up, noticing that the Air Marshal is back.
But they quickly lose interest, adjusting their pillows.

As Bill passes Austin's row, he glances at him:

He doesn't look up... or is he trying not to look up?

Bill circles around behind the last row and takes position.

From here, he is watching the entire airplane from behind.
Looks down at his watch: 57 SECONDS...

FRONT GALLEY

Jamie stares at the monitor:

She can see Bill waiting in the back, behind the red circle.

MAIN CABIN

Turbulence, the plane shakes, the distant sound of wind. Somewhere two travellers WHISPER to each other...

Bill pulls the pistol out of his pocket, quietly cocks it. Ready to draw and fire at the first sign of trouble.

Bated breath. Bill stares at the backs of over 100 people.

Austin clearly senses a presence somewhere behind him. Doesn't turn, but he's aware...

Bill checks his watch: 32, 31, 30, 29...

He looks up, eyes sweep back and forth, nothing happening anywhere. Finally, he trains his eyes on Austin's back...

Who feels them.

Austin stands and turns, looking back over an empty row, hands gripping his own seat back. He looks the part of a tough guy, clearly not the least bit intimidated by this Air Marshal staring him down.

AUSTIN

Something I can help you with?

Bill has to take a risk, read his reaction:

BILL

No, I'm just a friendly guy.

If Austin understands the reference, he's not showing it.

BILL (CONT'D)

How about you?

:05, :04, :03...

BILL (CONT'D)

You a friendly guy?

Austin stares at him.

AUSTIN

What?

:00 - TIME'S UP.

Long beat. The wings CREAK in the wind. Nothing's happening. Was this all a prank after all?

Then Bill feels his phone VIBRATE, pulls it out:

FRIENDLY// I NEVER SAID THE TARGET WAS A PASSENGER.

Suddenly, the plane takes a nose-dive, bucking violently!
Bill is thrown into the next row, slammed onto the ground.

The main cabin fills with the sound of PASSENGERS SCREAMING!
 It's chaos as people grab for support, looking around wildly!

FRONT GALLEY

Jamie has fallen to the floor, still hanging on to the phone.

AGENT MARENICK (O.S.)
 Jamie, do you read me!?

She can HEAR him, but she's too scared to answer.

MAIN CABIN

Carrie braces herself, one hand on the seat in front of her,
 the other protecting her belly.

Andy grips his arm rests, eyes closed tightly.

Hank the old man GASPS into his oxygen mask.

Then... the plane pulls up again, levelling off.

The screaming subsides, people find their balance.

Austin looks hard at Bill, who suddenly realizes -

The cockpit. He runs for the front of the plane...

FRONT GALLEY - CONTINUOUS

And into the galley, where he runs over to help Jamie up.
 He's gentle with her, clearly feels a bond.

BILL
 You OK?

JAMIE
 Yeah...

He runs to the cockpit door, tries to pull it open. Locked.
 He pounds on the door, yelling:

BILL
 It's me, open up!

COCKPIT - SAME TIME

The navigator lets him in, and closes the door behind him.
The pilot is convulsing, and the copilot is flying the plane.

COPILOT
He's bleeding!

Bill shoves past the navigator and eases the pilot down:

He's vomiting blood, shocked, gasping, fighting... losing.
His breathing RATTLES to a stop. He's dead.

They all stand there for a moment, trying to process this.

And Bill resets his watch: 20:00, 19:59, 19:58...

BILL
What happened?

The copilot can barely speak.

COPILOT
He just started shaking, I had to
take over.

BILL
He eat anything, drink anything?

NAVIGATOR
I don't think so.

BILL
Has anyone been in the cockpit
since I left?

COPILOT
No.

BILL
Where's the intercom?

The navigator pulls it from the console, hands it to him.
Bill speaks into it, trying to sound calm:

BILL (CONT'D)
Attention, ladies and gentlemen:
our food supply may have gone bad.

MAIN CABIN - CONTINUOUS

Bill's words echo through the plane:

BILL (O.S.)
 (on intercom)
 Please do not eat or drink
 anything, I repeat, do not eat or
 drink anything.

Panic quickly sweeps over the already frightened passengers.

BILL (O.S.) (CONT'D)
 (on intercom)
 Flight attendants will be coming
 through the cabins to collect
 anything that can be swallowed.

Hearing this, Nancy waves at Brad and the other attendants.
 They grab garbage bags and start working the aisles.

COCKPIT

The copilot looks at Bill.

COPILOT
 Was it poison?

NAVIGATOR
 Poison..?

BILL
 (to the navigator)
 Stand up.

The navigator stands, Bill frisks him... nothing.

BILL (CONT'D)
 (to copilot)
 Now you.

COPILOT
 You think it was me?

BILL
 You two had the most access to him.

COPILOT
 I'm flying the plane.

BILL
 Stand up right now.

COPILOT
 He's the godfather to my daughter,
 why the hell would I do that!?

He stares at them both, reading them. Too scared to lie.

BILL

OK...

He lifts the pilot's body back into his seat.

BILL (CONT'D)

He'll have to stay here, the sight of him would cause a panic.

They're horrified, but they know he's right.

BILL (CONT'D)

And that cockpit door stays locked, understood?

They nod.

BILL (CONT'D)

Who knows the combination?

COPILOT

Just us.

BILL

Give it to me.

COPILOT

But you just said it stays locked -

BILL

Good to know you were listening, now how long before we can land?

NAVIGATOR

There are no island runways that could take a plane of this size between here and San Fran -

BILL

How long?

NAVIGATOR

About two hours.

COPILOT

So you've got two hours to find this guy.

BILL

No...

COUNTING DOWN AGAIN: 17:51, 17:50, 17:49...

BILL (CONT'D)
I've got less than eighteen
minutes.

FRONT GALLEY - MOMENTS LATER

Agent Marenick is yelling through the phone.

AGENT MARENICK (O.S.)
Jamie!

She finally snaps out of it, answers.

JAMIE
Yeah, we're here, we're here!

Bill stalks in.

JAMIE (CONT'D)
It's for you...

Bill grabs it, turns away from Jamie and whispers into the phone.

BILL
Vic, the pilot's dead.

But Jamie can't help but overhear. Her eyes go wide.

JAMIE
What, how!?

Bill turns back at her. Speculates.

BILL
Could be a timed poison, maybe
something else.

His phone VIBRATES.

BILL (CONT'D)
Marenick, I gotta call you back.

He hangs up the galley phone and looks at his cell.

He has an IM:

FRIENDLY// THOSE SECURITY CAMERAS ARE WORTHLESS.

I'VE PLANNED FOR EVERY MOVE YOU CAN MAKE.

This guy is not fucking around. Things just got worse.

Nancy enters, and her face implies more bad news.

NANCY
We need your help.

MAIN CABIN - CONTINUOUS

The aftermath. Confusion.

Many passengers are starting to panic, and it's spreading. The flight attendants race down the aisles, apologizing, seizing food, while trying to reassure everyone.

Bill follows Nancy down the aisle, where Hank, the old man with the oxygen tank, is having trouble breathing.

Bill kneels beside him, looks at the oxygen tank.

BILL
When the plane dipped it probably effected the cabin pressure.

Bill turns a knob on the tank.

BILL (CONT'D)
Just take deep breaths...

Bill looks on with pity as Hank starts to breath normally.

BILL (CONT'D)
That's it.

Fahim, the Iranian man, joins them.

FAHIM
I'm a doctor, can I help?

BILL
Yeah, get him to the back and lay him down in an empty row.

Fahim nods and helps Hank up.

Bill moves to Andy, alone and terrified, as any kid would be.

BILL (CONT'D)
Hey big guy, come with me.

Bill leads him to the middle-aged couple, the Campbells.

BILL (CONT'D)
You guys look like parents.

MR. CAMPBELL
Yeah, we are.

MRS. CAMPBELL
And who's this?

BILL
This is my friend Andy, can he hang
out here with you?

MR. CAMPBELL
Sure can.

Bill turns to Andy.

BILL
It's OK buddy, we're still on time.

ANDY
I know, you promised.

If only everyone else was as agreeable as the six-year-old -

TRAVIS
What's going on man?

GRETTA
What happened to the food?

LOGAN
What happened to the plane?

A chorus of others join in, and Bill addresses everyone.

BILL
OK, listen up please... the pilot
has come down with a severe case of
food poisoning and he had a
seizure. That's what caused the
bumpy ride we just had.

MRS. CAMPBELL
Is he okay?

BILL
He's a little queasy but he's going
to make it. In the meantime, the
copilot is flying, so everything's
completely under control.

TRAVIS
What made him sick?

GRETTA
Yeah, which food was poisoned?

LOGAN
I ate one of those shitty burritos,
how fucked am I?

Fahim is in back, he's setting up Hank with a makeshift bed.
Now he stands and joins in.

FAHIM
Why didn't you call for a doctor?

BILL
Come again?

FAHIM
If the pilot is sick, why didn't
you call for a doctor?

Bill knows he's caught in a lie, tries to recover.

BILL
There was no time, and he's fine -

TRAVIS
Since when is an air marshal called
for food poisoning?

FAHIM
Let me take a look it him, maybe I
can help.

BILL
Thanks, but no one's allowed in the
cockpit.

Fahim keeps moving closer and is very insistent.

FAHIM
How do you even know it was food
poisoning? I think you should let
me take a look.

BILL
Sit down.

But Fahim's suspicion is contagious...

Others start freaking out...

As Bill check his watch: FOURTEEN MINUTES TO GO.

Then, from the back:

AUSTIN (O.C.)
Tell us the truth, Marshal.

All eyes turn to Austin, who is staring at Bill.

AUSTIN (CONT'D)
You wake everybody up and you claim
you're running some frisking
exercise, now you're telling us
that the pilot has food poisoning?
We deserve to know what's going on.

Bill can't deal with a killer if he's wasting time on this.

BILL
Look, I get how it looks, but
that's our situation. And to make
up for the inconvenience, I know
the airline will be happy to
provide you all with free round
trip tickets to anywhere in the
world.

Bill's promise completely changes the mood of the plane.

Two flight attendants share a skeptical look.

Jamie walks up to him.

JAMIE
(low)
Didn't realize air marshals had
that kind of pull.

BILL
(low)
We don't.

He leads her away, so they can talk privately.

BILL (CONT'D)
I need to ask you something.

JAMIE
Yes, I do occasionally date older
men, but like I said, I'm just
getting out of something.

Her attempt to lighten the mood, but the clock's ticking.

BILL
Could someone hide an IM account on
their phone?

JAMIE
They could hide twenty.

BILL
I was afraid of that.

He turns to go.

JAMIE
Do you have any suspects?

BILL
It's gotta be someone who had
access to the cockpit, but could
still be watching me...

It dawns on him.

BILL (CONT'D)
The flight attendants.

MAIN CABIN - CONTINUOUS

Bill walks up to Nancy and whispers in her ear.

BILL
Round up the crew and meet me up
front.

In the back, the cop, Austin watches Bill. Austin's the type
of guy that hates being out of the loop.

He leans over to the next row, talks to the drunk, Travis.

AUSTIN
He's not telling us something.

TRAVIS
You think that old guy really has
it under control?

Austin's not so sure.

FRONT GALLEY - MOMENTS LATER

Nancy and the other flight attendants stand in the front
galley. Bill closes the curtain and looks at them:

BILL
Turn around and face the wall...

They comply and Bill begins to frisk them.

FLIGHT ATTENDANT BRAD
What are you looking for?

Bill ignores the question and finishes the pat down.

BILL
Turn toward me.

They do.

BILL (CONT'D)
You all had access to the cockpit?

FLIGHT ATTENDANT BRAD
It's our job.

Bill wants to gage their reactions, so he drops the bomb.

BILL
The pilot's dead.

FLIGHT ATTENDANT 2
(bursting into tears)
Oh God!

Nancy consoles her friend, while Bill sticks to business.

BILL
Everyone take out your phones.

FLIGHT ATTENDANT BRAD
We didn't kill anyone.

BILL
I don't know that for sure.

Flight Attendant 2 lets out another sob.

BILL (CONT'D)
Well, I'm pretty sure about her.

They all hold up their cells, Bill grabs each one of them.

FLIGHT ATTENDANT BRAD
Why do you need our phones?

BILL
I don't.

Without warning, he drops them to the floor, stomps on them.
The flight attendants want to protest... but no one dares.
Bill smashes them until they are just circuits and metal.

BILL (CONT'D)

Stand by...

He looks at his own phone and responds to FRIENDLY's last IM:

BMARKS// STILL THERE?

The flight attendants watch Bill as he watches his phone...

Bill moves his right hand toward the pistol in his holster. If one of them is responsible, he needs to be ready....

Then -

FRIENDLY// JUST WAITING ON YOU.

Bill puts his phone away and eases off the gun.

BILL (CONT'D)

You guys are clear.

FLIGHT ATTENDANT BRAD

Why did you break our phones?

BILL

Tell you what, when this is over you can have mine.

NANCY

What happens now?

Bill thinks fast:

BILL

The back galley, do you have seats?

NANCY

Yes.

BILL

All of you go and stay there for the rest of the flight. I don't care how many times a call button rings, you don't move, understand?

They do.

BILL (CONT'D)

OK, go.

They don't waste any time with their marching orders.

BILL

Looks at his phone, then to his watch: TEN MINUTES LEFT.

Trying to formulate a plan, but the moment is broken -

AUSTIN (O.C.)

I need a word.

Bill turns to see Austin, closing the curtain behind him. Bill surveys him - he doesn't know what to expect.

AUSTIN (CONT'D)

Look, whatever's going down here...
I'm not a part of it.

BILL

I know that, Officer.

Austin's impressed.

AUSTIN

You checked up on me?

BILL

I did.

Bill looks him up and down.

BILL (CONT'D)

Good to have another cop up here.

AUSTIN

You wore the blue?

BILL

30 years.

Austin nods in respect. Offers his hand in solidarity.

AUSTIN

(paying back Bill's
sentiment)

Good to have another cop up here.

Bill shakes it.

AUSTIN (CONT'D)

What can I do to help?

Bill releases, and hesitates; can he really trust this guy? Austin can see him deliberating, and pushes forward.

AUSTIN (CONT'D)
It's not food poisoning, is it?

Bill decides to trust him.

BILL
No.

MAIN CABIN - SAME TIME

Fahim sits, more nervous by the second. Something's wrong. Beginning to sweat, building paranoia on his face.

FIRST CLASS

Jamie looks forward, waiting for any sign of Bill. In the row beside her, Gretta types on her blackberry.

GRETTA
Can you believe this?

JAMIE
Believe what?

GRETTA
This flight. Contaminated food?
Random frisking. I didn't pay \$2000
to be treated like cattle.

JAMIE
Why would you, the right guy will
do it for free.

Gretta doesn't get the joke, nor does she care.

GRETTA
The internet's our voice, you know?
Just have to type loud enough.

Jamie looks at her. Both envious and saddened by her naivety.

FRONT GALLEY - MOMENTS LATER

Bill has filled Austin in on the entire situation.

BILL
In seven minutes he does it again.

Austin's adrenaline is already pumping. He lives for this.

AUSTIN
We're not letting that happen. We
can keep searching the plane, I'll
help you find him.

BILL
No, we've got to do something he's
not expecting...

AUSTIN
Like what?

Bill looks at Austin, formulating a new plan.

BILL
Something no law enforcement
officer is ever supposed to do.

Bill pulls the second pistol from his ankle holster.

BILL (CONT'D)
You a good shot?

Austin's eyes light up.

AUSTIN
Hell yeah.

Bill knows this is a gamble, but it's the only hand he's got.
Austin accepts the gun.

AUSTIN (CONT'D)
What's the plan?

BILL
The most likely motive this guy
could have is...

AUSTIN
He wants control of the plane.

BILL
Exactly. So I give it to him.

Austin nods, admiring his guts.

BILL (CONT'D)
He's going to be watching me, but
he won't be looking for you.
The second he shows his face...

AUSTIN CHAMBERS A ROUND.

AUSTIN

Will do.

FIRST CLASS - MOMENTS LATER

Bill walks to Jamie, his face grave.

BILL

No matter what happens, remember, I know what I'm doing.

JAMIE

What does that mean?

Bill takes out his phone, and he types -

BMARKS// YOU WIN. DON'T HURT ANYONE ELSE.

HOW DO YOU WANT THIS DONE?

A long beat. Then -

FRIENDLY// IN FRONT OF THE MAIN CABIN.

WHERE EVERYONE CAN SEE YOU.

Bill looks up at Jamie, and she knows this moment is crucial.

JAMIE (CONT'D)

What are you going to do?

BILL

Something that might cause a panic. But it also might smoke this guy out.

This scares Jamie, but before she can respond, Bill addresses everyone.

BILL (CONT'D)

I need everyone in First Class to take a seat in the main cabin, now!

At this point, Bill doesn't have to ask twice.

The passengers comply, finding new seats in the main cabin.

GRETTA

(to Jamie)

Like I said, cattle.

MAIN CABIN - MOMENTS LATER

All the passengers now sit in the main cabin.

Bill stands in the front. Checks his watch -

LESS THAN TWO MINUTES.

Austin sits in the back, he has one hand inside his jacket. Holding the pistol. And hoping he gets the chance to use it.

Jamie watches Bill closely as he grabs the intercom. He looks out to the sea of innocent passengers. Bill knows this is the point of no return. But he decides to take the risk.

BILL

There's someone on this plane who wants me dead.

Confusion.

BILL (CONT'D)

Whoever you are, you win.

He drops the intercom, pulls his gun, and raises his voice:

BILL (CONT'D)

You hear me!? You win!

GASPS of fear and confusion, Jamie can't believe her eyes.

FAHIM

Put the gun down.

Fahim's words act like a spark.

TRAVIS

Yeah man, are you crazy?

FAHIM

Put down the gun!

BILL

You want me dead, fine!

Jamie watches, trying to stay calm.

BILL (CONT'D)

But you have to do it yourself!

He pulls out the clip, displaying the bullets, a full load. Then he POPS it back in, RACKS IT, and lays it on the deck. He slides the gun down the aisle, and steps back.

40 SECONDS.

Bill takes off his coat...

As Austin stares at everyone, ready to draw...

BILL (CONT'D)
C'mon, this isn't a trick!

He turns, showing an empty shoulder harness under his arm.
Then he lifts his pants legs - no weapon there.

BILL (CONT'D)
Want me gone, now's your chance!

He waits, arms raised.

No one moves. The sight of that pistol freezing them.

Austin scans the crowd... then -

FAHIM
Put down the gun!

Fahim stands...

Bill keeps his hands up, waiting for Fahim to make a move...

Austin coils up, easing the pistol out...

But Fahim isn't right. He's sweating badly, eyes wide, manic.
He steps into the aisle, moving erratically -

Austin jumps up, pulling the gun:

AUSTIN
Hands in the air, right now!

This terrifies everybody, how does this guy have a pistol?
Bill tries to quell the rising tide.

BILL
It's OK, he's a cop, he's with me!

10 SECONDS...

Fahim starts yelling to the ceiling.

FAHIM
Put down the gun, put down the gun,
the gun, the gun!

Austin cocks his weapon.

BILL
Austin, don't shoot!

Bill steps up to Fahim.

BILL (CONT'D)
What's the matter with you!?

Fahim spins, as if Bill were behind him.

BILL (CONT'D)
What do you see!?

Fahim's eyes become vacant, he begins to stagger and spin.

BILL (CONT'D)
He's hallucinating...

Fahim turns and charges at Bill, reaching for him.

FAHIM
Fucking gun fucking gun -

Austin rushes up and flips the gun to catch it by the barrel, then CRACKS Fahim on the back of the head, dropping him.

Fahim shakes on the floor.

Austin flips the gun back, aiming at Fahim, ready to shoot.

BILL
Hold it!

But Austin doesn't seem to hear.

BILL (CONT'D)
Hold it!!!

Finally, Austin pauses... then lowers the weapon.

The crowd is stunned.

BILL (CONT'D)
Everyone stay calm!

Bill scoops up his gun. He kneels by Fahim:

His skin has gone cold, his bulging eyes are frozen open.
Bill kneels and feels his pulse...

BILL (CONT'D)
(to Austin)
He's dead.

The passengers look on in horror...

As Bill looks back at his watch: TIME HAS RUN OUT.

FIRST CLASS CABIN - MOMENTS LATER

Austin helps Bill carry Fahim's body into first class.

MAIN CABIN - SAME TIME

Gretta tweets furiously, this is her fifteen minutes.

But she is not alone. Other passengers have started to IM, email and Skype loved ones, friends, anyone who will listen.

An SOS via the net. The modern age of panic.

FIRST ROW

Bill and Austin lay down Fahim's body.

AUSTIN

What happened to him?

Bill checks Fahim.

BILL

No idea.

Then he turns him over, to find:

A tiny patch, the size of a pin head, on his neck.

BILL (CONT'D)

Look at this.

Austin recognizes it.

AUSTIN

Microdot patch. Street shit.
Fastest way to absorb LSD.

BILL

Could that kill him?

AUSTIN

Sure, if you lace it with cyanide.

BILL

Dammit...

AUSTIN
We just got our asses handed to us.

BILL
My ass, not yours.

AUSTIN
Hey, we're in this together.

Bill has a thought.

BILL
No we're not.

AUSTIN
Come again?

BILL
He could have taken my gun, he
could've shot me and he didn't...

AUSTIN
He knew it was a trap.

BILL
Or he wants to make a statement.
And he needs me to do it.

Austin surveys Bill, in his mind questioning that logic.

BILL (CONT'D)
He's trying to - hold on...

He has another IM:

FRIENDLY// ~~LOSE THE COP.~~

Bill types.

BMARKS// YOU HAD YOUR CHANCE.

FRIENDLY// NO, YOU HAD YOURS.

TAKE THE COP OFF DUTY...

OR I START KILLING WOMEN AND CHILDREN.

Bill looks down into the main cabin...

First at Jamie. Then at Mrs. Campbell holding Andy.

He puts the phone away... and looks at Austin.

BILL (CONT'D)
I'm going to need that gun back.

AUSTIN
What?

Bill holds his hand out for the pistol, looking at Austin...
Who is not happy.

AUSTIN (CONT'D)
Don't you need me to get this guy?

BILL
We made our play, we came up short.
And you weren't part of his plan.

AUSTIN
His plan? C'mon Bill, we need to be
proactive, not reactive.

BILL
Sorry, that's not your call.

AUSTIN
Look, you might have jurisdiction,
but I've got experience, I deal
with scumbags like this every day.

BILL
This guy only wants to deal with
me, so I can't risk any more lives
by keeping you involved.

AUSTIN
The only risk is keeping me out.
I'm 34 and I've got two medals of
valor nailed to my wall...

Austin pulls the gun, cocks it.

AUSTIN (CONT'D)
Look, that was a gutsy call you
made before, but from here on out
we need some real police work. I
know how to interrogate and I know
how to find someone who's got
something to hide.

BILL
I need that gun back, Officer.

For the first time in awhile, there is tension between them.

AUSTIN

I'm going to hold onto for now and
I'm going to do my job whether you
like it or not.

Bill knows a confrontation will only make matters worse.

THE SECURE PHONE LINE RINGS.

They stare at each other.

AUSTIN (CONT'D)

That's probably for you.

FRONT GALLEY

Bill picks up the phone.

BILL

Yeah?

AGENT MARENICK (O.S.)

Turn off the plane's WiFi.

BILL

What, why?

AGENT MARENICK (O.S.)

You've got two dozen passengers up
there tweeting this thing to CNN.
This could be the worst PR
nightmare we've ever had.

BILL

The first rule in hostage
negotiation is always keep the
lines open, and right now everyone
on this aircraft is a hostage.

AGENT MARENICK (O.S.)

It's working against us, Marks.

He's right. But it gives Bill an idea.

BILL

Then let's work it against him.

Bill hangs up the phone.

MAIN CABIN - MOMENTS LATER

Austin walks back into the main cabin...

To be greeted by a hail of frantic questions:

LOGAN

What happened to that guy?

MRS. CAMPBELL

Is someone really trying to kill
the Marshal?

TRAVIS

Come on man, level with us!

Other passengers join in...

As Austin listens for several moments, weighing his options. He gives a quick glance over his shoulder; Bill's up front. So, like the aggressive cop he is, he makes a decision:

AUSTIN

You all heard Marshal Marks, we got
someone here who's up to no good.

The passengers quiet down, listening.

AUSTIN (CONT'D)

Sadly for him, I'm a damn good cop.

He seems sure of himself, inspiring confidence.

AUSTIN (CONT'D)

And I can spot a liar a mile away.

He smiles at them.

AUSTIN (CONT'D)

So I'm gonna come through the
cabin, and I'm gonna question every
person on this aircraft.

A few skeptical glances; didn't they go through this already?
Austin senses resistance and acts fast:

AUSTIN (CONT'D)

Now this is for everyone's safety,
so cooperation is a must.

Bill comes to the First Class doorway, and motions to Jamie.
She hurries over.

BILL

We need to talk, now...

But Austin spots them.

AUSTIN
Where are you two going?

BILL
It's police work.

They exchange a loaded stare, then Bill exits with Jamie.

FIRST CLASS

Jamie and Bill take their old seats, he pulls out his phone.

BILL
OK, let's get serious...

JAMIE
At last, a break from the hilarity.

BILL
How good are you with computers?

JAMIE
Very good.

BILL
The guy sending me these messages
is obviously using a smart phone or
a laptop, right?

JAMIE
Probably.

BILL
Is there any way to trace the
messages to their point of origin?

JAMIE
In theory, I could pinpoint the GPS
location, and normally it's pretty
accurate.

BILL
Normally?

JAMIE
When you're not on a plane moving
500 miles per hour.

MAIN CABIN - SAME TIME

Meanwhile, Austin is beginning his inspection with Travis.

AUSTIN
Stand up, please sir.

The meathead does so, holding up his hands...

But Austin shakes his head.

AUSTIN (CONT'D)
That won't be necessary, you've
already been searched.

TRAVIS
OK.

Austin stares at him, studying.

AUSTIN
Name?

TRAVIS
Travis Armstrong.

AUSTIN
Where you headed, Travis?

TRAVIS
Home, sir.

AUSTIN
Where's home?

TRAVIS
Santa Rosa.

AUSTIN
So you were on vacation.

TRAVIS
Sort of, I was seeing my cousin.

AUSTIN
And what's his name?

TRAVIS
Her name. Eleanor.

Austin holds his stare for a moment more... then nods.

AUSTIN
Thank you, sit down.

Austin starts to move on.

TRAVIS
Glad you're watching our backs.

Austin glances back at him.

TRAVIS (CONT'D)
Someone has to...

FIRST CLASS CABIN

BILL
So you can't GPS to zero in on his
phone?

JAMIE
Not to any degree of accuracy.

Bill's phone VIBRATES. He reads the new message:
FRIENDLY// LEASH YOUR DOG. LAST WARNING.

Bill shakes his head, doesn't know what to do...

But maybe Jamie does.

JAMIE (CONT'D)
Your phone just buzzed.

BILL
Yeah?

JAMIE
What if I made his phone ring?

Jamie's mind is already putting several pieces together.
Her mouth races to catch up.

JAMIE (CONT'D)
I could write a covert application
that we could attach to an IM, one
that signals receipt of a message.
But instead of a buzz... a ring.

BILL
I'm sure he's got it on mute.

JAMIE
Yeah, but the volume controls are
handled through the UI software.
I'll build in code to override it,
and I'll make it loud.

BILL
You could do that?

JAMIE
Yeah, I think so.

BILL
How long will it take?

JAMIE
Not long, but he may be using a different kind of phone, so I'll have to write code for all three major operating systems and go through them one at a time.

BILL
And if he's not using a phone?

JAMIE
Let's just hope he is.

Jamie pulls out her laptop and quickly grabs Bill's phone, getting to work without missing a beat.

Bill watches Jamie, amazed by her.

BILL
When you first knew something was wrong, what made you offer to help?

JAMIE
You looked like you needed it.

Bill smiles and nods...

Just then, the plane hits a rough patch of TURBULENCE...

MAIN CABIN

The main cabin shakes as Austin continues his questioning. Right now he's focused on Mr. Campbell, who is standing.

AUSTIN
And what's your son's name?

MR. CAMPBELL
Greg.

AUSTIN
Where does he go to school?

MR. CAMPBELL
 (not skipping a beat)
 Roth Junior High.

Austin stares at him, then nods.

AUSTIN
 Thanks, sit down.

He does so, and he moves on to Carrie, the pregnant woman.

AUSTIN (CONT'D)
 Stand up please, ma'am.

She struggles up.

AUSTIN (CONT'D)
 Name?

CARRIE
 Carrie Redmon.

AUSTIN
 Who's the father, Carrie?

CARRIE
 Excuse me?

A JOLT OF TURBULENCE, and she nearly falls down.

Mrs. Campbell speaks up:

MRS. CAMPBELL
 She's having a hard time standing,
 can't you cut her some slack?
 Somehow I doubt she's the problem -

AUSTIN
 Everyone shut up, right now.

There's a darkness to Austin. And it's scary.

FIRST CLASS CABIN

Jamie glances at Bill:

JAMIE
 Now can I ask you something?

BILL
 Sure.

JAMIE
Why did you tell me you were an Air
Marshal?

BILL
Just... thought I could trust you.

She smiles, and keeps typing.

MAIN CABIN

Back in the main cabin, things are taking on a nasty tone. The constant turbulence is wearing on everyone's last nerve, and the more people Austin questions, the shakier he looks. Unlike Bill's earlier search, these are interrogations.

Austin looks at Gretta, who is still Tweeting.

AUSTIN
Up.

She doesn't even look away from her phone.

GRETTA
Sorry, but no.

AUSTIN
I didn't hear you?

GRETTA
This isn't your turf or whatever,
you're not even in charge here.

AUSTIN
This is a special situation and you
need to follow my instructions.

GRETTA
But see, if you're not in charge,
you can't give me instructions...

He grabs her arm and begins to yank her up.

AUSTIN
Get up!

A BRAVE PASSENGER steps forward:

BRAVE GUY
Now just hold on...

MAJOR TURBULENCE, everyone fights for balance...

GRETTA

Let go of me!

She tries to yank away from Austin, and as she does -

A MASSIVE RING on her hand scratches his face, drawing blood. On reflex, he knocks her back into her chair, really hard. The mood of the cabin now turns against him, and he feels it.

BRAVE GUY

Look Officer, everyone wants to help, but we have rights.

AUSTIN

(enraged)

Not right now, you don't. I have a job to do, and this is no time to fuck with me.

BILL (O.C.)

Austin, that's enough!

Austin turns around and faces -

Bill, who stands at the front end of the main cabin.

AUSTIN

What's enough?

FIRST CLASS CABIN

Jamie has her laptop connected to Bill's phone, working fast.

MAIN CABIN

Bill stares Austin down.

BILL

Scaring the shit out of everybody is not police protocol.

AUSTIN

Maybe not when you were a cop, these days we do what it takes.

BILL

Settle down.

AUSTIN

What are you doing up there?

Bill can't let anyone know about the phone gambit.

BILL
I told you, police work.

AUSTIN
No, this is police work.

Austin steps toward him. His blood's up, getting paranoid.

AUSTIN (CONT'D)
I think you're up to something else.

BILL
Just calm down, let's -

AUSTIN
Tell me what she's doing.

Bill eases his pistol out.

BILL
No.

AUSTIN
Let me ask you something, Bill. Why would anyone go to all this trouble just to fuck with you?

BILL
I don't know.

AUSTIN
They wouldn't. I know a liar when I see one. And I see one right now.

Bill slowly approaches Austin.

BILL
If you don't stand down, someone else will get hurt.

AUSTIN
Until the courageous air marshal saves the day? Is that how the headline read when you imagined this whole thing?

Austin is quickly starting to believe his own conspiracy theory.

AUSTIN (CONT'D)
Actually makes sense. You off a few innocent people, make it look like there's some killer onboard.

(MORE)

AUSTIN (CONT'D)

All you need is a fall guy, you
take him down and you're a hero.
You're relevant.

Austin pulls his gun.

AUSTIN (CONT'D)

And I'm guessing that girl is up
there helping you pull it off.

Bill raises his.

BILL

I am not asking again.

AUSTIN

Well I'm not asking.

JAMIE

Finishes typing, turns:

JAMIE

Bill! It's ready!

BILL

Doesn't take his eyes off of Austin, as he yells back to her:

BILL

Do it!

AUSTIN

Do what?

JAMIE

Pulls up an application called IRIX.

She CLICKS SEND.

MAIN CABIN

Bill moves closer to Austin, staring down the barrel.

BILL

I'm in charge here....

AUSTIN

Pulling rank? We're way past that.

FIRST CLASS CABIN

Jamie pulls up:

An application called MAC.

She CLICKS SEND.

MAIN CABIN

Bill and Austin aim at each other, moving steadily closer. The Mexican stand-off Bill had hoped to avoid.

Every passenger watches in terrified anticipation.

AUSTIN

You know what they told me after my first promotion?

HE COCKS THE HAMMER.

AUSTIN (CONT'D)

They'd like to replace every old burnout on the force with a guy like me, so let's make 'm happy. I'm relieving you of duty, Bill.

BILL

Shoot me, you get life in prison. I shoot you, it's just paperwork, so put the gun down now.

FIRST CLASS CABIN

Jamie pulls up:

Her final application, called WINDOWS.

This is the last shot... she CLICKS SEND.

MAIN CABIN

Their fingers on the triggers, time stands still, then -

SOMEWHERE, A PHONE RINGS!

BILL

Everyone, hands up now!

He cocks his hammer, still zeroed on Austin:

BILL (CONT'D)

Now!

Austin knows Bill is right, and throws his hands up too.

Another RING... somewhere in the back...

Bill slowly moves to the last row, ready to fire.

Only Hank lies there quietly, sucking down his oxygen.

Bill raises the gun.

BILL (CONT'D)

Put your hands up, old man.

Hank looks confused, but then slowly he starts to sit up, moving his hands over his head...

The two men exchange a sharp stare when -

A THIRD RING, and this time it's definitely coming from Hank! He pulls off his mask just as Bill puts the gun in his face!

BILL (CONT'D)

Don't move!

Slowly, Hank smiles.

HANK

Nice work, Marshal...

BILL

Let me see your hands... slowly.

Hank slowly moves his hands, but then -

With lightning-fast speed, he turns and grabs Bill's wrists. Bill drops the gun, and they both go for it.

They struggle for control of the gun, and one thing is clear: Hank is not nearly as old as he pretended, and he's not weak. He's a brute force, a highly skilled fighter.

He punches Bill in the face, knocking the gun away from him. Hank hits Bill's ribs, then his neck, dropping him.

HANK

Sure thing... old man.

Hank turns to pick up Bill's gun.

HANK (CONT'D)
I saw you taking pity on me...
that pity got you killed.

Hank moves the gun to Bill's head when -

A SHOT right through Hank's shoulder, and he falls to the floor. Bill recovers his gun and spins to find -

Austin, ready to blast another bullet into Hank.

Bill turns Hank over and quickly cuffs him.

Sighs of relief from the passengers.

Bill stands up, gun still on Hank, but eyes on Austin.

AUSTIN
Guess I was wrong.

Austin holds the gun out to Bill, but Bill waves him off.

BILL
Keep it, I need your help with this
prisoner...

He glares at Austin:

BILL (CONT'D)
But don't point it my way again.

Austin expected gratitude.

AUSTIN
You're in charge.

Austin grabs Hank, he and Bill push him forward.

FIRST CLASS CABIN

Jamie gets up. She wants to hug Bill, but his hands are full.

JAMIE
You got him.

BILL
Nah, you did.

FRONT GALLEY - MOMENTS LATER

Bill looks at the manifest, talking to Marenick on the phone.

BILL

He was seated in 16C, under the name Richard Meehan.

AGENT MARENICK (O.S.)

We'll start running facial rec, Richard Meehan's gotta be an alias.

FIRST CLASS CABIN - MOMENTS LATER

Hank sits in First Class, still handcuffed, still defiant. A second pair of handcuffs bind him to the seat.

Austin sits across from him, gun aimed right at his chest. Bill enters.

AUSTIN

What do you think there, Bill? Should we get a written confession? I'll get him to write a sonnet.

Bill pushes Austin back.

BILL

Officer, go back to your seat.

Austin's liking Bill less by the second, but he's not stupid.

AUSTIN

Your show.

Austin leaves while Bill grabs a blanket from an overhead.

Bill starts dressing Hank's shoulder with strips of cloth. He's tired, but there's a look of satisfaction on his face. Hank sees this, and it clearly makes him sick.

HANK

Think you're a hero, huh?

Bill works on the bandage, barely listening.

BILL

Nope.

HANK

That's right, you're not a hero. You're just a broken down senior citizen who's happy to fade away.

BILL

What?

HANK

See, you and me, we're the yin and yang of getting old. I found wisdom with age. I know my purpose, and I will damn sure leave this world changed for the better. And then... there's you. Too scared to face a hard life, so you just run and hide.

Bill looks up.

HANK (CONT'D)

The government's littered the skies with lazy drunks like you who aren't willing to sacrifice...

Bill yanks the bandage tight.

BILL

I've sacrificed plenty.

HANK

(taking the pain)

We've all lost folks we love, Bill. Trick is, can you keep going?

Bill doesn't want to show it, but Hank's getting to him.

HANK (CONT'D)

Why do you think I picked you? You're the perfect example.

BILL

Well I just got the better of you. Was that part of your plan?

Hank smiles.

HANK

This is just phase one.

BILL

Yes, phase two is you behind bars. Phase three is bend for the soap.

MAIN CABIN - MOMENTS LATER

For the first time, the passengers seem to be calming.

But Austin is not calm. He is stewing. And Travis notices.

TRAVIS
For what's it worth man, I think
they should give you a medal.

AUSTIN
Just did my duty.

TRAVIS
That air marshal would be dead if
it wasn't for you.

Austin looks at Travis, liking what he hears.

TRAVIS (CONT'D)
We'd all be dead.

FIRST CLASS

Bill moves away from Hank, out of the old man's earshot...
He sits down next to Jamie. Finally a moment to breathe.

JAMIE
When we land I'm going straight to
the airport lounge and order a
stiff drink.

BILL
You and me both.

Jamie affectionately grabs his hand.

JAMIE
So how does it feel to be a hero?

BILL
I'm not a hero.

JAMIE
What do you mean?

He nods over at Hank, who is looking at the floor.

BILL
He's right about me.

JAMIE
He doesn't know anything about you.

Bill looks into Jamie's eyes. He feels close to her.

BILL
My daughter would've been your age.

JAMIE
Would have?

BILL
When I was a cop I worked all the time. Never went on vacation, never took a sick day. I think she hated that. I know she did.

Jamie squeezes Bill's hand; it's OK to continue.

BILL (CONT'D)
I put away my share of gangbangers, so it was no surprise when they found my house and shot it up. I was gone... she was home.

JAMIE
I'm so sorry.

BILL
You think I would have done something about it. But I went numb.

Bill looks over at Hank, who is now staring right back at him.

BILL (CONT'D)
I started fading away.

There's no way Hank can hear this, but somehow he seems to.

BILL (CONT'D)
Lost interest in being a good cop. By the time I ran out of savings, the only place hiring men like me was the Air Marshal Service. Which became the perfect escape... a desk job in the sky.

He pulls himself together, not wanting to feel the pain.

BILL (CONT'D)
Totally free of attachments.

JAMIE
If you're free of attachment, why did you try so hard to save us?

Bill appreciates the sentiment.

BILL
I better go check on the
passengers.

JAMIE
See what I mean?

Bill gets up, but she's still holding his phone.

JAMIE (CONT'D)
Bill, your phone.

But she sees the screen and freezes.

BILL
What?

JAMIE
You got another IM.

Bill moves back down to her.

BILL
Read it.

Jamie looks at the screen:

JAMIE
I have a biological weapon onboard.
If you haven't put a bullet in your
head in the next five minutes...
everyone dies.

Bill looks over at Hank -

A vicious smile. He knows exactly what just happened.

HANK
(calling out)
Phase Two.

MAIN CABIN

Austin sees Bill jump up from his seat, knows something's up.

FIRST CLASS CABIN

Bill storms over to Hank and pulls his gun, done playing.

BILL
Who are you working with!?

HANK

Not a chance -

Bill hits him with the gun.

BILL

Who is he!?

HANK

Don't waste your time!

Bill hits him harder.

BILL

Who!?

HANK

I could do this all night!

Jamie steps in.

JAMIE

Bill!

Bill stops himself, looks at her, then looks back:

At the crowd of horrified passengers in the main cabin.

HANK

They're just civilians, Bill.

Hank spits out some blood.

HANK (CONT'D)

They don't like the look of violence any more than you do. Because they don't know that sometimes, it's a necessity.

Jamie pulls Bill back.

JAMIE

There's gotta be another way...

FRONT GALLEY - MOMENTS LATER

Bill is on the secure phone.

BILL

Looks like we've got a second perpetrator.

AGENT MARENICK (O.S.)

Oh Jesus...

BILL

He claims they have a biological
weapon of some kind.

A pause on the line... something is being discussed. Then
Marenick is back, and he sounds grimmer than before.

AGENT MARENICK (O.S.)

Well maybe this will help you out.
The man you apprehended is Warrant
Officer Hank Devenger. Former Green
Beret, Devenger's record reads like
textbook relocation to black ops.

Wonderful.

BILL

So his accomplice is probably
former black ops too, I'm looking
for a soldier...

AGENT MARENICK (O.S.)

Maybe.

BILL

Maybe?

AGENT MARENICK (O.S.)

Hank's 65 years old, and his record
shows no programming experience.

Bill has a horrible thought.

AGENT MARENICK (O.S.) (CONT'D)

Whoever hacked our firewall would
have to be highly skilled in
software security systems.

BILL

Then I'm looking for...

AGENT MARENICK (O.S.)

A computer expert.

The cold facts wash over Bill. But it can't be Jamie.

AGENT MARENICK (O.S.) (CONT'D)

Marshal, you are getting
dangerously close to SF air space.

(MORE)

AGENT MARENICK (O.S.) (CONT'D)
I don't need to tell you what happens if this flight becomes a danger to the ground.

Bill knows exactly what that means, and it's not good.

AGENT MARENICK (O.S.) (CONT'D)
We told the pilots and I'm telling you, we will need your pass code for any further communication.

Bill doesn't respond. He just stares out at Jamie.

AGENT MARENICK (O.S.) (CONT'D)
Do you copy?

BILL
Loud and clear.

FIRST CLASS CABIN

Bill walks past Hank toward Jamie.

HANK
We're not bluffing, Bill.

Bill ignores him. Arrives at Jamie.

BILL
You ran a pretty good game.

JAMIE
What?

Bill talks at her like a cop in an interrogation room, leaving no room for her to breathe, much less argue:

BILL
When this whole thing started you were sitting right next to me. You're the only one I could trust.

JAMIE
Yeah, of course, what are you -

BILL
When I was looking for one killer.

JAMIE
I'm really confused.

BILL
You've been a mole the whole time.

JAMIE

Bill, I don't have any idea what you're talking about.

BILL

First you hacked into our database, got my name, where I'd be sitting.

JAMIE

I don't know what you're -

BILL

You got into my IM account.

JAMIE

Wait, slow down -

MAIN CABIN

The passengers are unsettled, they HEAR Bill's voice raising.

BILL (O.S.)

You steered me toward Austin.
Wasted my time.

At this, Austin gets up and moves toward the front.

FIRST CLASS CABIN

Bill steps closer to Jamie.

BILL

Then you told your partner we were using the security feed.

Jamie points at Hank.

JAMIE

Bill, I helped you catch him!
I'm the one who wrote that code,
I made his phone ring -

BILL

And what's more believable, Jamie?
That you wrote some elaborate code
in five minutes, or you had his
number the whole time!?

Austin steps up next to Bill, gun pointed at Jamie.

AUSTIN

Put your hands over your head!

But she continues to stare at Bill, plead with him, beg him.

JAMIE

Bill, I went to MIT. I was taking apart Nintendos when I was ten. Writing that code was as easy for me as shooting a gun is for you.

Austin stays locked on her.

AUSTIN

You're right Bill, gotta be her, who else could have done all this?

JAMIE

Bill, please!

AUSTIN

Shut the fuck up.

JAMIE

Please...

AUSTIN

She's lying!

Jamie puts her hands up, and Bill pulls his gun.

JAMIE

Bill, you trusted me before...

Bill looks deep into her eyes.

JAMIE (CONT'D)

Can't you do it now?

Bill can feel in his gut that she's innocent.

AUSTIN

Do not listen to her Bill, she's fucking with you, that's all it is!

Bill looks to Jamie, then to Austin...

Then turns the gun on him.

BILL

Give me the gun.

AUSTIN

What? No way, not now...

BILL

Give it to me!

Austin gets up in Bill's face.

AUSTIN
I'm not going down for this bitch!
I am not going to die tonight!

Bill backs down for a second...

Then suddenly whacks Austin in the face with his pistol.
He drops and Bill retrieves the gun.

BILL
Mouth off again, and you will.
Get in the back and stay quiet.

Austin crawls back, shooting Bill daggers with his eyes...

As Jamie looks at Bill.

JAMIE
Thank you.

HANK

Takes advantage of this moment. Yells as loudly as possible.

HANK
We offered Marshal Marks a deal!

MAIN CABIN

The cabin was already hovering near a state of mass panic.
Now Hank's words trigger hysteria among the passengers.

HANK (O.S.)
All this stops if he kills himself!

People look at each other... what did he say?

HAN (O.S.)
But he wouldn't do it! He chose to
save his own ass and let innocent
people die!

Travis looks at Austin, who's wiping blood from his nose.

AUSTIN
Motherfucker's been lying to us.

TRAVIS
You gotta do something.

AUSTIN
Too late, he's got the guns.

Travis gets up.

TRAVIS
The dude is fucking prehistoric,
how hard can it be?

Austin looks at Travis, then back at Bill...

FIRST CLASS

Bill swings the gun in Hank's direction.

HANK
Kill me and everyone dies, Bill.

Hank plays to the fear in the air -

HANK (CONT'D)
(yelling)
Everyone dies!

MAIN CABIN

Austin slowly moves up the aisle.

While Travis walks to the back and sees -

Hank's Oxygen Tank.

FIRST CLASS

Bill moves closer to Hank.

BILL
"Leaving the world a better place,"
is that really what you're doing?

HANK
We'll find out in one minute.
C'mon, Bill, show me your life was
worth something!

MAIN CABIN

Travis catches up to Austin.

TRAVIS
We gotta take him, now.

Travis is itching to move.

TRAVIS (CONT'D)
This is our only shot...

Austin looks at Travis, then turns... And charges at Bill!

FIRST CLASS - CONTINUOUS

Bill spins, but too late!

Austin rushes him, Bill bucks him off, but then -

Travis hits him full in the face with Hank's oxygen tank!
He falls to the deck as Jamie screams:

JAMIE
Bill!

Travis grabs up Bill's pistol.

AUSTIN
Good work, thanks.

Travis swings the gun toward him:

TRAVIS
No...

He shoots Austin in the face, blood sprays everywhere!

The passengers SCREAM and shrink back.

TRAVIS (CONT'D)
Thank you.

INT. MAIN CABIN - MOMENTS LATER

Bill is handcuffed, lying in one of the aisles...

The passengers are seated.

Up front, Hank stands on the left side, Travis to the right.
They each are holding one of Bill's guns.

He addresses the passengers.

HANK

OK people, I want you to listen up. I know you're scared shitless, but right now you all have a job to do, and that job is to document this. So please, IM, text, email, record, just like you've done all night. This is your Pulitzer Prize Moment.

A few people slowly start to type.

HANK (CONT'D)

I'm Hank Devenger, this is Travis Armstrong. We're patriots.

Mr. Campbell speaks up.

MR. CAMPBELL

Patriots don't hijack planes.

Hank brutally pistol-whips him.

HANK

Speak up again, sir, and I'll shoot you right after I shoot your wife.

Mrs. Campbell pulls her husband back, bleeding badly.

HANK (CONT'D)

And the same goes for all of you.

Everyone becomes still, and Hank continues:

HANK (CONT'D)

This country has become weak, this country's defenses are weak. But no one wants to hear that...

CUT TO:

LOGAN

Who is watching a live stream of CNN - where Hank is being broadcast via Skype.

HANK

(on screen)

So we planned a demonstration.

MAIN CABIN - CONTINUOUS

HANK

It's pitiful how easy it was.

Hank walks the aisle toward Bill.

HANK (CONT'D)

Only took Travis a couple days of
to crack the FAMS database.

AS HANK TALKS WE SEE A SERIES OF FLASHBACKS:

HANK (CONT'D)

We got a list of active Air
Marshals and found one we liked...

HANK AND TRAVIS PULL UP A NAME: BILL MARKS.

HANK (CONT'D)

And then we went to work.

*AS TRAVIS WALKS BY THE PILOT'S TABLE IN THE AIRPORT LOUNGE,
HE DROPS A PELLET INTO THE PILOT'S COFFEE.*

*TRAVIS PRETENDS TO SLEEP OFF SOME DRINKS, BUT SECRETLY HE IMs
WHEN BILL WATCHES THE SECURITY FEED.*

HANK PUTS THE MICRODOT ON FAHIM AS HE HELPS HIM TO THE BACK.

HANK (CONT'D)

Of course, Air Marshal Bill Marks
could have stopped us at any time,
by sacrificing himself like any
real soldier would...

He looks down at Bill in disdain.

HANK (CONT'D)

But he's not a soldier, is he?
No, Bill exemplifies the widespread
apathy that's gotten to be
commonplace.

Bill stares up at him.

HANK (CONT'D)

And that's what needs to change.
Cause we didn't even bring a gun,
and he still couldn't stop us.
Imagine what the enemy will do.

Hank is still staring down at Bill.

HANK (CONT'D)

The men who are supposed to protect us are ill-prepared, and in this case, past his prime. So, Phase One was all about the weakness in the system...

He looks back at Travis.

HANK (CONT'D)

Phase Two's about the future.

Travis pulls out Hank's oxygen tank, and speaks up:

TRAVIS

The enemy is only getting smarter. And someday soon we'll all be homesick for car bombs and anthrax.

Travis sets the oxygen tank on the floor and opens the top. We HEAR gears turning, then a quiet rush of vapor, and:

AN HOURGLASS VIAL rises. Travis plucks the vial out and holds it up, looking at it.

TRAVIS (CONT'D)

A new strain of weaponized botulinum toxin, concentrated in an aerosol. It will instantly paralyze and kill any living thing that inhales it within seconds.

HANK

We created it by modifying an everyday pharmaceutical...

He looks at Gretta.

HANK (CONT'D)

Botox.

Gretta's eyes give him a "fuck you" her mouth doesn't speak.

BILL

Don't do this...

Hank glances down.

HANK

It's for the greater good, Bill.

BILL

You've proven your point already. These people don't have to die.

HANK

That's right, and you've got one last chance to save them.

Hank nods to Travis -

Who quickly disappears into First Class and pulls back Jamie, who has been gagged and handcuffed.

MAIN CABIN - MOMENTS LATER

The passengers are grouped near the back, in their seats.

Jamie sits handcuffed in the left aisle of the main cabin.

Hank and Travis stand up front, holding Bill at gunpoint.

HANK

A true defense is only as strong as its weakest link.

He is performing for every phone and web cam on the plane.

HANK (CONT'D)

We must always, always be willing to put aside personal concerns for the sake of the unit. Now those concerns might be moral, they might be strategic...

He walks up to Jamie.

HANK (CONT'D)

Or they might be personal.

He slips a portable oxygen mask over Jamie's face, the ones made for flight attendants in cases of emergency.

HANK (CONT'D)

But either way, they gotta give.

Hank turns and walks back up front to stand next to Travis, who uncuffs Bill and shoves him roughly toward Jamie.

HANK (CONT'D)

So let's see if you've learned anything today, Marshal.

Travis lays the tiny hourglass carefully on the aisle floor. He's ready to crush it and release the gas in a split-second. Then he hands his pistol to Hank, who slides it over by Bill.

Bill looks down at it.

BILL
What do you want -

Hank racks the slide on his own weapon, aiming at Bill.

HANK
Kill her, we won't release the
poison. We'll let you all live.

Tears streak down Jamie's face, but she remains silent.

HANK (CONT'D)
Let her live, we release the gas.
And the rest of you will die.

Bill stares down the pistol, then up at Jamie.

BILL
Look, I'll throw myself out the
fucking door, I don't care.

HANK
You had your chance and you failed
to act. This is about what you are
willing to do to save these people
now.

BILL
What does this prove?

HANK
It will prove that the men hired to
protect us are willing to make the
necessary sacrifices.

BILL
This is not a sacrifice, it's an
execution.

Hank looks at his watch, and like Bill did, he sets a timer:
the seconds begin counting - 29, 28, 27...

HANK
30 seconds. Make your choice.

Hank and Travis both slip on portable oxygen masks.

Slowly, Bill bends and picks up the pistol.

HANK (CONT'D)
That's the spirit...

Bill walks up to Jamie.

BILL
I...

JAMIE
It's OK, I know.

HANK
20 seconds!

Bill looks into Jamie's eyes.

BILL
I can't do this.

JAMIE
You have to.

Bill raises the gun, not really aiming.

HANK
10 seconds!

Bill cocks the hammer, looking around at all the passengers.

BILL
This isn't right.

HANK
6, 5, 4!

But Jamie remains calm, she's ready to sacrifice herself.
Bill lays his finger on the trigger.

BILL
I'm sorry...

JAMIE
It's OK... it's OK...

HANK
3, 2, 1!

Jamie closes her eyes...

Hank and Travis wait for the shot...

Then Bill raises the gun, pointing it at the ceiling.

BILL
Fuck you!

HANK
So you're gonna let all these
innocent people die for her?

Logan stands up.

LOGAN
Pull the fucking trigger!

Bill remains motionless.

HANK
Suit yourself.

Travis crushes the vial, a pale gas snakes out...

Then Bill takes aim to the left, BLOWING OUT A CABIN WINDOW!
He aims to the right, BLOWING OUT ANOTHER WINDOW!

Oxygen masks fall all around the passengers.

BILL
Everyone, masks on, now!

Bill sucks in a huge gulp of oxygen as -

The air rushes out of the cabin, and the poison gas with it!

The plane bucks and the wind rushes past, jerking his arm as he tries desperately to draw a bead on Hank and Travis...

BILL FIRES UNTIL THE GUN CLICKS EMPTY... HE MISSED THEM!

The passengers scramble to put on the masks...

Mrs. Campbell puts a mask on Andy and holds him tightly.

Hank leaps up, taking aim...

Bill shoves Jamie behind a chair, then dives behind another.

Hank fires a couple of futile shots, then screams at Travis:

HANK
He's out of ammo, you take him!
I'm moving to Phase Three!

Travis nods and charges back.

Then Hank grabs Carrie by the hair, pulling her off her seat.

HANK (CONT'D)
Let's go see the cockpit!

He shoves her toward the First Class cabin.

THE WIND IS DEAFENING, AND THE TEMPERATURE IS DROPPING FAST.

Still holding his breath, Bill pulls Jamie toward the back.

Travis runs up the aisle, closing in on them, but then -

Passengers, trailing the air lines from their oxygen masks, leap in from both sides, swinging at him, kicking, grabbing. He wades into them, throwing punches, knocking them back, but every second dozens more converge...

FRONT GALLEY - THAT MOMENT

Hank pulls Carrie into the flight attendant area, scanning. He spots a cabinet and yanks it open, withdrawing another oxygen mask. He pulls it onto her and yanks her up to the cockpit door, screaming to be heard over the rushing air:

HANK

Let me in there!

COCKPIT - SAME TIME

Inside, the pilots sit tight.

HANK (O.S.)

Let me in there, goddammit!

The copilot glances at the navigator.

COPILOT

Don't make a move.

NAVIGATOR

Don't worry.

FRONT GALLEY

Hank waits a moment, then:

HANK

Okay, motherfuckers!

He pulls Carrie around, slamming her head into the door.

HANK (CONT'D)

You hear that!?

He slams her head again.

HANK (CONT'D)

That's the sound of an expectant young mother!

And again.

HANK (CONT'D)
And that's the sound of her unborn
fucking child!

COCKPIT

The pilots wince, trying to tune him out.

HANK (O.S.)
You guys believe in abortion!?

SLAM.

HANK (O.S.) (CONT'D)
Some people think it's murder!

SLAM.

HANK (O.S.) (CONT'D)
If you don't open up right now,
you're gonna get both!

SLAM.

The navigator doesn't want to, but he looks over at:
The security monitor, which shows Hank holding Carrie's hair.
The navigator looks away, trying to stay strong...

FRONT GALLEY

Hank yanks Carrie's head back, and she gasps:

CARRIE
Please, please stop...

COCKPIT

The pilots can hear her, even above the wind.

CARRIE (O.S.)
Please, my baby...

SLAM.

CARRIE (O.S.) (CONT'D)
Oh God help me!

SLAM.

CARRIE (O.S.) (CONT'D)

Help me!!!

The navigator jumps up, as the copilot yells out:

COPILOT

No!

FRONT GALLEY

Hank hears the lock pop back, grins a little, then -

The cockpit door opens, and the atmosphere inside blasts out, blowing Carrie and Hank back off their feet.

The navigator swings the door wide.

NAVIGATOR

Please stop -

Hank fires, spraying the navigator's brains everywhere!

COPILOT

No, wait -

Hank aims and shoots the copilot right in the chest.

HANK

No fucking discipline...

Hank drags the bodies of all three pilots into the galley, jumps in the cockpit and LOCKS THE DOOR.

MAIN CABIN - THAT MOMENT

Travis batters his way through defiant passengers...

While Bill and Jamie keep low, moving back...

More passengers jump in, grabbing at Travis...

Bill is running out of air, his face is flushed with blood. So Mr. Campbell pulls off his own air mask and holds it out. Bill takes a deep breath and hands it back...

Travis is like an angry bull, charging down the narrow aisle. Mr. Campbell jumps out, wrapping him up, buying time as...

Bill and Jamie scramble to find cover.

Travis tosses Mr. Campbell out of the way and continues on. Jamie waits on the left side of the aisle, still handcuffed. Bill waits to the right, holding a severed tray table...

Travis shakes off two more and pushes hard toward the back. Jamie kicks him from the side, Bill jumps in from the other, brutally CRACKING the hard plastic vessel across his face! It shatters, leaving jagged edges, and Bill doesn't hesitate.

He jams it down into the man's stomach, twisting it in. Travis screams, and the sound is lost in the wind...

COCKPIT - THAT MOMENT

Hank sits at the controls: he clearly knows what he's doing. He looks at the radar, checking his bearings and location. Then he leans on the stick, angling the plane down...

MAIN CABIN - THAT MOMENT

The plane nosedives again, this time at a 45 degree angle. Hank's air tank goes careening down the aisle, to the front.

Jamie quickly grabs a chair leg with both handcuffed hands, while Bill grips another with one hand...

Travis, the shattered tray still protruding from his belly, starts to slide down the aisle, but Bill reaches out -

He snags Travis' air mask, and the rubber straps around his head begin to stretch, temporarily holding him in place. Bill rips the mask off, and Travis' body tumbles down.

COCKPIT - SAME TIME

Hank is bearing down, looking out through the window:

AHEAD, the barest hint of dawn is backlighting the clouds, and the ocean, thousands of feet below, is growing closer.

MAIN CABIN - SAME TIME

Bill slips on the mask and lets go of the seat, sliding down. The angle is so steep that he skids down the left aisle, leaping back and forth across it from seat back to seat back.

He rips past passengers, through carry-ons and meal trays, the door to First Class rushing up fast, too fast!

But Travis' limp body is wedged in the first class doorway, and Bill tumbles into it, the dead man cushioning his fall. He scrambles over it into -

FIRST CLASS CABIN - CONTINUOUS

First Class, where he skids past Carrie, clinging to a seat. Then he slides into -

FRONT GALLEY - CONTINUOUS

The front galley, smashing into the cockpit door.

COCKPIT - SAME TIME

Hank HEARS the impact, and looks at the security monitor:

BILL IS VISIBLE OUTSIDE.

HANK

Well fuck me, Bill, I'm impressed!
You ain't as soft as you look!

FRONT GALLEY - SAME TIME

Bill beats on the door.

BILL

Where are you taking us!?

HANK (O.S.)

Military man wouldn't need to ask!
We had a phase one and a phase two,
so there has to be a phase three!
And this one's all about spectacle!

CLOSER on Bill... and suddenly, he gets it:

BILL

The bridge!?

SMASH CUT TO:

EXT. SAN FRANCISCO BAY - DAWN

The sun rises on San Francisco Bay, casting light on:

THE GOLDEN GATE BRIDGE.

The first wave of early morning traffic shimmers across it...

CUT BACK TO:

COCKPIT - THAT MOMENT

Hank nods, as if Bill is in the room.

HANK

That's right, Bill, the bridge!
From a strategic standpoint,
there's a lot to recommend it!
High value, high visibility...

FRONT GALLEY - SAME TIME

Bill continues to beat on the door.

BILL

You were never gonna let these
people live!

HANK (O.S.)

Sure I was, Bill, I just never said
for how long!

Bill hits the door again, his fists are bleeding.

BILL

I swear I'll kill you!

COCKPIT - SAME TIME

HANK

Not unless you can walk through
walls!

Just then, FROM THE RADIO, AN AIR TRAFFIC CONTROLLER (ATCO):

ATCO

SFO calling PA 1201, do you read?

Hank yanks up the mike.

HANK

This is PA 1201, we read you, over.

ATCO

We find you on final approach,
what's your status, over?

HANK

SFO, status is normal, I repeat,
status is normal, over.

ATCO

We need your password, over?

Hank thinks for a moment, then realizing he has no other option.

HANK

I believe it was go fuck yourself,
over.

He grins.

FRONT GALLEY - SAME TIME

Bill rams his shoulder into the cockpit door, but not a dent.

BILL

We're never gonna make it there!
They'll shoot us down!

HANK (O.S.)

Maybe they will, maybe they won't,
but either way it doesn't matter!
People will get the point!

BILL

What fucking point!?

HANK

This country's become complacent!
You think just because we got Bin
Laden that the danger is over!?
Now's the most dangerous time, and
we're all asleep at the wheel!
Well good morning, America!
Wake up, it's time to rise!

CUT TO:

EXT. PACIFIC OCEAN - MOMENTS LATER

A SQUADRON OF F-18s takes off from an aircraft carrier.

CUT BACK TO:

COCKPIT

Hank pulls up slightly on the controls, levelling the plane.
The ocean races by, just below, and up ahead:

The Golden Gate Bridge is immerging from the mist.

HANK

After this one people will learn!
It takes conviction and resolution
to maintain an effective defense!

FRONT GALLEY

HANK (O.S.)

Takes the worst kind of vigilance!
The kind that men like me provide,
the kind I'll be remembered for!

Bill rams the door one last time, then finally collapses.

EXT. SAN FRANCISCO AIR SPACE - DAWN

AN F-18 FIGHTER, cutting through the clouds.

FRONT GALLEY

Bill sinks to the floor, defeated...

He can feel the plane dropping lower...

But then, he HEARS...

COPILOT (O.S.)

(faint)
Marshal...

Bill looks over at...

The copilot... he's alive, just barely.

Bill runs over to him, leaning down, and the copilot rasps:

COPILOT (CONT'D)

(faint)
8...4...8...4...3...5...

BILL

Thank you.

Bill leaps up, punches the numbers into cockpit door keypad, and yanks the door open to REVEAL -

Hank, who jumps up and spins around!

The plane starts to drift down, toward the water...

EXT. SAN FRANCISCO AIR SPACE

TWO SIDEWINDER MISSILES FIRE OFF INTO THE SKY.

COCKPIT

Bill tackles Hank, ramming him back against the controls.

Bill punches Hank repeatedly, violently, savagely! Hank manages to pull his gun but Bill knocks it away.

FRONT GALLEY

Bill tosses him out into the galley, and runs out after him, but Hank kicks him and Bill falls into First Class.

SAN FRANCISCO AIR SPACE

The plane dips farther, nearly skimming the water...

While behind, the missiles close in on the plane...

FIRST CLASS CABIN

Hank jumps onto Bill and hits him several times in the face.

Above Bill, an oxygen mask hangs.

Hank gets ready to hit again, but Bill rolls out of the way, jumps up, grabs the mask, whips the tube around Hank's neck. The old man tries to break free, but Bill chokes him hard.

Hank reaches out, trying to grab Bill.

But Bill won't let go.

Finally, Hank goes limp, and Bill drops him to the deck.

Bill gets to his feet and charges into the cockpit.

COCKPIT

The plane is descending fast, ripping over the ocean waves. Bill grabs the stick and yanks back, probably way too fast. The plane angles up sharply and pitches to the right...

MAIN CABIN

The passengers scream as they shoot up and to the right...

Jamie holds on tight.

Andy is too terrified to make a sound.

COCKPIT

Bill rolls them back to the left, trying to level...

MAIN CABIN

More screaming as the plane heaves back to the left...

COCKPIT

Bill flights for control, grabbing the radio.

BILL

This is Marshal Marks requesting ground control, over!

ATCO (O.S.)

This is SFO, we read you, Marshal, you're coming in fast and hot.

BILL

Give me Agent Marenick!

SAN FRANCISCO AIR SPACE

The missiles streak toward the plane...

COCKPIT

Bill is still struggling to gain control.

AGENT MARENICK (O.S.)

Bill, do you copy!?

Bill yells into the mike:

BILL
Call off the air strike!

AGENT MARENICK (O.S.)
We need your password!

BILL
MARKS 3779!

AGENT MARENICK (O.S.)
(yelling to someone on his
end)
Abort!

SAN FRANCISCO AIR SPACE

The missiles SCREAM IN, right at the plane...

COCKPIT

Bill stares at the ocean below, trying to pull up...

MAIN CABIN

Passengers hold tight to their seats...

SAN FRANCISCO AIR SPACE

CLOSE ON the missiles, as a small green light goes red and -
THEY EXPLODE IN MID-AIR!

A huge blast lights up the sky directly behind the airplane.
The shock waves slam into the fuselage...

COCKPIT

The plane shakes violently as Bill pulls back on the stick...

MAIN CABIN

Luggage falls, passengers SCREAM...

Jamie wraps her cuffed hands around an armrest, holding on.

COCKPIT

A second shock wave hits, and Bill loses what control he had. The plane begins to drop again...

Bill yells into the mike:

BILL
SFO, we are coming down fast!

ATCO (O.S.)
You're going to have to make an emergency splashdown, do you know anything about flying!?

BILL
I don't need to know how to fly, I need to know how to land!

ATCO (O.S.)
Pull back on your speed controls, the lever to your left!

Bill grabs at the control lever, the ~~ENGINES~~ PULL BACK.

BILL
Now what!?

ATCO (O.S.)
Try to level out!

~~SAN FRANCISCO AIR SPACE~~

The plane roars down toward San Francisco Bay.

COCKPIT

Bill grabs the PA system.

BILL
Everyone brace for impact!

~~EXT. SAN FRANCISCO BAY - SAME TIME~~

The plane skims the water...

COCKPIT

Bill pulls up with all his strength, trying to level them...

SAN FRANCISCO BAY

The plane hits the water, plowing roughly into the waves -
Much like Captain Sulley landing flight 1549 on the Hudson.

COCKPIT

Water covers the windshield, Bill is shaken like a rag-doll!

MAIN CABIN

Everything shakes, a huge concussion rattles the passengers!
Those who aren't holding their breath are screaming!

SAN FRANCISCO BAY

The plane rumbles for a hundred yards... then finally stops.

COCKPIT

Bill catches his breath and yells into the radio:

BILL
SFO, need immediate rescue, over!

ATCO (O.S.)
What's your status, over?

BILL
We're down in the bay!

ATCO (O.S.)
Roger that, evac and rescue will be
there in five.

Water is pouring in.

BILL
We may have less than that...

FIRST CLASS CABIN - SECONDS LATER

Bill runs out of the cockpit, and the water is rising fast.
He helps Carrie up, nodding at her belly.

BILL
You guys OK?

She wipes away some tears, shaken but strong.

CARRIE

I think so.

Bill looks at Flight Attendant Brad, who is rushing up the aisle.

BILL

We have to get everyone out of here, now!

He points to the Copilot.

BILL (CONT'D)

He's still alive.

Brad aids the Copilot, Bill keeps moving.

He pushes through the water, into the main cabin.

MAIN CABIN

Bill helps people to their feet, as Brad speaks over the PA:

FLIGHT ATTENDANT BRAD

I need everyone to put on your life vest and exit the plane as quickly and orderly as possible.

FIRST CLASS CABIN

Brad opens the front cabin door, releasing the safety slide.

The passengers rush to put on their life vests.

Nancy and the other Flight Attendants try to maintain order as people begin to charge toward the exit.

EXT. OUTSIDE OF PLANE - MORNING

Brad helps Carrie out of the plane, as other passengers file out onto the giant floatation slide, awaiting rescue.

FIRST CLASS CABIN

Nancy ushers people to the front. It's a chaotic mad house, as people nearly fall over each other to get outside.

NANCY
That's it, stay calm...

Nancy gets knocked down by some frantic passengers.

MAIN CABIN

Passengers continue to exit as the water rises...

Bill looks around for Jamie...

JAMIE (O.C.)
Bill!

He spots her, way in the back.

JAMIE (CONT'D)
I'm stuck!

Jamie's handcuffs are trapped in a mangled seat.

BILL
Hold on!

Bill dives into the water, swimming hard toward the back.

BACK OF THE PLANE

Bill dives under the water to try and free Jamie's hands.

He pushes on some bent metal, but can't loosen the handcuffs.
He surfaces and takes a breath.

BILL
I need the keys, who cuffed you?

JAMIE
The younger one.

Bill looks around, sees Travis' body floating in the water.
He dives under and swims toward him as fast as possible.

FIRST CLASS CABIN

The last of the passengers finally stumble out of the plane,
and Nancy follows them.

MAIN CABIN

Bill reaches Travis, frantically digging through his pockets. Nothing. He pushes the body over onto his face...

Bill searches his back pockets and bingo, the keys!

BACK OF THE PLANE

The water keeps rising fast, it's almost up to Jamie's neck. She yanks hard on her cuffs but they won't budge.

Bill dives below and uses the keys to free Jamie...

They both rush up.

He takes the handcuffs and puts them in his jacket pocket.

OUTSIDE OF PLANE

The passengers all float in the waves...

Brad, who's holding the Copilot, looks back at the door.

FLIGHT ATTENDANT BRAD

Where's Bill?

Suddenly, the door slams from the inside!

MAIN CABIN

Hank, bloodied but still alive, quickly locks the cabin door.

BACK OF THE PLANE

Bill and Jamie look around as the sound echoes back.

JAMIE

They closed the door!?

BILL

I don't think so...

Bill knows exactly what that sound means.

BILL (CONT'D)

He's still alive.

JAMIE

What do we do?

FRONT GALLEY

Hank digs through the Flight Attendants supplies, looking for a weapon, pulls open a cabinet to find -

A BOTTLE OF WINE.

He smashes it on the wall, creating a jagged glass weapon. Then he dives under, swimming toward the back of the plane...

BACK OF THE PLANE

Bill looks into Jamie's eyes, maybe for the final time.

BILL

Thank you for making this worth it.

JAMIE

Bill -

BILL

You have to get out of here!

He dives into the water, swimming forward into...

MAIN CABIN

The Main Cabin, where the water has risen up to the seats. The fuselage GROANS, and waves wash through the airplane. Emergency lighting ripples up from the rows of aisle stripes, bathing everything in a spooky greenish glow...

Bill moves forward, looking left, right, ready for anything.

Then suddenly, behind him, Hank rises up out of the waves. Silently, he parts the water, raising the broken bottle...

But just then, Jamie emerges from the back...

Hank is ready to strike!

JAMIE (O.S.)

Bill!

Bill spins as the old man stabs down, grabbing his wrists. They struggle, and Hank quickly gains the upper hand.

HANK

Give it up, you're outranked.

BILL

Jamie, get out!

He drags Hank underwater, fighting for the jagged bottle.

Jamie swims as fast as she's able.

While underwater, Bill and Hank grapple and thrash violently.

Jamie coughs, fighting to keep her head above the water.

Bill redoubles his efforts, kneeling Hank, knocking him back. Hank steadies himself and prepares to attack again.

Meanwhile, Jamie is approaching the cabin door.

She tries to get it open, but it won't move. Bill sees her:

BILL (CONT'D)

We're too far under, it won't open!
Get to the cockpit!

Jamie nods and swims for the cockpit.

Underwater, Hank surges toward Bill, ready with the bottle. But Bill braces his feet against a seat and pushes off hard. His momentum slams him into Hank, knocking the bottle away.

Jamie reaches the galley and looks down:

The oxygen tank has come to rest on the floor below.

She inhales, and dives down under the water, grabbing the tank and shooting back up...

Hank stands on a chair and bursts out of the water.

Below, Bill looks around for the bottle, but instead finds something better: his second gun. He grabs it and pushes to the surface, looking back to see:

Jamie swimming into the cockpit.

JAMIE

Bill, come on!

BILL

Go, now!

COCKPIT

Jamie nods, and pushes forward.

MAIN CABIN

Bill swings around, in time to see Hank crouching on a seat, several feet away.

HANK

Going down with the ship, huh?

COCKPIT

Jamie lifts the tank and SMASHES out the cockpit window. Water pours in, submerging her... but she pushes down on the pilot's seat, forcing her way up and out.

MAIN CABIN

Bill hides the gun below the water, while Hank closes in.

HANK

Finally find your purpose?

OUTSIDE OF THE PLANE

Jamie reaches the surface, and Nancy hauls her up onto a raft. She looks down, to see the cockpit go under...

MAIN CABIN

The water is nearly up to the ceiling.

Bill drifts back against the bulkhead, completely wiped out. Hank swims up to him, boxing him in.

HANK

We're products of the same system Bill, but you went under and I stayed up. By this time next week a guy like me is going to be doing your job, and you wanna know why!?

Bill doesn't answer.

HANK (CONT'D)

Cause the world's been watching, and they all saw your true colors. You ain't going down a hero.

He's almost on him...

BILL
I'll never be a hero...

Bill yanks up the pistol, aiming right between Hank's eyes:

BILL (CONT'D)
But I'll leave the world a better
place.

CLICK. EMPTY!

Hank smiles and lunges at him, just as -
Bill dives under and pulls out the handcuffs, looks up...
Grabs Hank's ankle, yanks him down, and cuffs him to a seat.
Trapping Hank underwater, leaving him to drown.
With everything he has, Bill swims for it...

EXT. OUTSIDE THE PLANE

Passengers wave their arms as rescue boats arrive.
Jamie floats, looking around.
Suddenly, Bill breaks the surface, breathing hard.

EXT. DOCK - LATER

NEWS CREWS and RESCUE WORKERS are everywhere...

Passengers are greeted tearfully by their loved ones...

As Bill walks through the crowd, the passengers approach him.
Nancy hugs him, Logan shakes his hand, Carrie smiles at him.
Then she runs to her HUSBAND as the Campbell's grip his arms.
Then they spot their SON and rush to him...

Bill sees Flight Attendant Brad, and tosses him his phone.
Just as he promised.

ANDY (O.C.)

Bill?

Bill looks down, to see Andy smiling up at him.

BILL
Hey, big guy... told you we'd make
it.

Then Bill spots a MAN, late 30's, walking up behind Andy.

BILL (CONT'D)
Is this someone you know?

Andy turns.

ANDY
Daddy!

Andy's dad scoops him up, holding him tight, looking at Bill.

ANDY'S DAD
(near tears)
Great job up there.

Bill winks at Andy.

BILL
Coolest job in the world.

Andy's dad carries him off, then Bill turns to see Jamie.

JAMIE
What now, Marshal Marks?

BILL
About twelve hours of paperwork.

JAMIE
What about that stiff drink?

BILL
Aren't I a bit too old for you?

JAMIE
Yes...

She grabs his hand.

JAMIE (CONT'D)
But I'm buying.

BILL
Great, that answered my next
question.

He grins at her, and they walk off through the crowd.

FADE OUT.