

Sky Captain and
The World Of Tomorrow

by
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**For Educational
Purposes Only**

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FADE IN:

Chapter Card Reads:

CHAPTER ONE
"MECHANICAL MONSTERS"

CIRCLE WIPE TO:

1 EXT. NYC SKYLINE - SNOWSTORM - DUSK - ZO 1

A hulking grey shape moves toward camera through DRIVING SNOW AND FOG. As it draws closer we recognize the shape as that of a MASSIVE DIRIGIBLE.

The hull of the giant craft passes before us and we are able to read the letters printed along its side that spell out:

HINDENBURG III

We follow the great ship as it descends, revealing the silhouetted skyline of New York City in the distance. Spotlights crisscross on the horizon as the zeppelin lumbers forward.

2 INT. HINDENBURG III - DUSK- ZO 2

Passengers line the windows of the dining compartment gazing out onto the spectacular skyline below.

AN ELDERLY MAN dressed in tweed stands looking out one of the windows, nervously clutching A SMALL SACHEL. Several children run playfully past, brushing him, causing his satchel to fall to the ground. The satchel breaks open, spilling PAPERS and TWO SMALL TEST TUBES that roll out across the floor.

The Man reacts in horror, quickly scooping up the test tubes and scattered papers-- The documents all look the same, SCHEMATICS AND DIAGRAMS OF COMPLEX MECHANICAL COMPONENTS. The papers are all stamped with the same prominent EMBLEM-- A SKULL WITH IRON WINGS.

As the Man gathers the documents, we glimpse a GRISLY AUTOPSY PHOTO. The Man looks up to see A WOMAN staring at the photograph, horrified. He quickly stuffs it in the satchel.

A LOUDSPEAKER is suddenly heard with the voice of the HINDENBURG'S CAPTAIN. He speaks in GERMAN. ENGLISH subtitles at the bottom of the screen tell the passengers to "take your seats and prepare for docking procedure".

3 EXT. NEW YORK CITY SKYLINE - DUSK -ZO 3

The massive zeppelin sails through the Manhattan skyline as it enters the city. Spotlights impact the zeppelin as it approaches it's destination...

4 EXT. EMPIRE STATE BUILDING - TOP - DUSK - ZO 4

The zeppelin edges slowly toward the building as a team of men standing at the buildings zenith gather the towing lines suspended below the zeppelins belly. The ship is ushered to the cowlng dock where it is anchored 100 stories above New York City.

A gangplank is lowered into place, spanning the dizzying height between the zeppelin and the peak of the monolith.

Passengers now appear moving down the suspended bridge as...

5 EXT. EMPIRE STATE BUILDING - STREET - DUSK - ZO 5

The camera descends, craning downward to the STREET below

...where a DARK FIGURE is revealed watching the activity above.

The dark figure produces a small notebook. SEVEN NAMES are written in the notebook, FIVE of the names have lines drawn through them. The dark figure raises a quill and draws a line through the SIXTH NAME on the list, DOCTOR JORGE VARGAS.

One name remains.

FADE OUT.

FADE IN:

6 INT. CHRONICLE - PRINTING PRESS - DUSK - TC 6

8 We see a rumbling newspaper press. 8

A newspaper is superimposed as it moves toward screen. The headline reads:

HINDENBURG III DOCKS WITH EMPIRE
Maiden Voyage of Airship

We move in closer to the paper, highlighting a small article on the bottom of the page:

POLICE SEEK MISSING SCIENTIST
by Polly Perkins

An inset photograph shows the face of DOCTOR JORGE VARGAS. We recognize him as the nervous man on the Zeppelin.

DISSOLVE TO:

7 INT. THE CHRONICLE - POLLY PERKINS OFFICE - DUSK - TC 7

We see a demure figure typing feverishly behind an ancient typewriter. There is an icy coolness to her. Unflappable. This is POLLY PERKINS, the Chronicles crack investigative reporter.

Lost in her own thoughts, the background behind Polly begins to reflect the words she types... A series of headlines are seen which are meant to convey the passage of time, like the pages of a calender being flipped. The headlines all convey the same sentiment... SCIENTISTS ARE INEXPLICABLY VANISHING.

This montage ends when...

The INTERCOM on Polly's desk suddenly BUZZES and the background is instantly restored to its normal state. The INTERCOM BUZZES again and Polly flips a switch on the box as a voice is heard..

VOICE ON INTERCOM (OS)

There's a package for you Miss Perkins...

CUT TO:

8 INT. CHRONICLE LOBBY - DUSK - TC 8

Polly raps her fingers impatiently on the front desk, waiting as the lobby receptionist returns with a small brown package.

RECEPTIONIST

They didn't leave a name, said it was important...

Polly takes the package and tears the paper from it revealing the cover of a book. The title reads: MATHEMATICAL PRINCIPLES OF NATURAL PHILOSOPHY by Sir Isaac Newton.

Polly looks at the book curiously, then flips open the front cover to reveal A THEATER TICKET and a NOTE scribbled on the inside jacket. It reads:

I KNOW WHO'S NEXT
MEET ME TONIGHT AT 6:00
COME ALONE!

Polly looks up suspiciously, surveying the Chronicle lobby, then turns to a clock hanging overhead. It's 5:52.

DISSOLVE TO:

9 EXT. RADIO CITY MUSIC HALL - DUSK - RC

9

We are in front of RADIO CITY MUSIC HALL. An elaborate display decorates the theater advertising "SNOW WHITE AND THE SEVEN DWARFS". The usual throng of city dwellers pass by the theater going about their daily business.

A YELLOW CAB

pulls to a stop in front of Radio City and out steps Polly. She pays the cab driver and walks into the theater.

10 INT. RADIO CITY MUSIC HALL - LOBBY - DUSK - RC

10

An usher takes Polly's ticket as she enters the lobby of the theater. She moves slowly through the foyer, suspicious of everyone around her. She settles near the concession stand and reaches into her handbag, withdrawing THE BOOK. She holds it out in front of her, careful to keep it prominently displayed.

Polly studies the crowd, watching as people pass by, tilting the book this way and that to catch their attention. She is met with stares and curious looks.

A well dressed man brushes up against Polly, she turns and holds the book up for him to see. He gives her a sour look and continues on.

Polly makes a face back at him when she sees A MAN OBSCURED IN SHADOW standing on the balcony staircase clutching a small satchel. Their eyes lock, staring at each other for a moment before he starts up the stairway. Polly waits a moment then follows after him, up the winding staircase to...

11 INT. RADIO CITY MUSIC HALL - BALCONY - DUSK - RC

11

Polly watches the man take a seat at the front of the balcony and follows him down the aisle. Images from SNOW WHITE AND THE SEVEN DWARFS fill the screen in front of her.

Polly slowly takes the seat next to the MYSTERIOUS MAN as we listen to a refrain of "HI HO, HI HO..." After a silent moment, Polly slowly turns to the man and whispers to him.

POLLY

You sent me this?

She holds up the book. The Mysterious man looks around nervously, then nods.

POLLY

Who are you? What's this all about Mr...

MYSTERIOUS MAN

(spoken with a German accent)

Doctor... Doctor Walter Jennings. I'm a research chemist. I specialize in nucleic acid emissions... The bonding enzymes in proteus molecules which-

POLLY

(curt)

The missing scientists. You said you knew who was next...

He hesitates...

DOCTOR JENNINGS

Yes... I...

She turns to exit...

POLLY

I have a deadline to meet Doctor.

He grabs her arm, stops her. Intense.

DOCTOR JENNINGS

I was one of seven scientists chosen to serve in a secret facility stationed outside of Berlin before the start of the first World War. It was known only as *Ehnheit Elf*... Unit Eleven. We agreed never to discuss what went on behind those doors...

(distant)

The things we were made to do there... terrible things.

(a beat, trembling)

I... I shouldn't have come...

He rises and moves up the aisle to the back. Polly catches up to him, grabs his arm.

POLLY

You said you knew who was next.

DOCTOR JENNINGS

Yes... I... Don't you see?... There is only one left!

POLLY
Who is it? Who?

DOCTOR JENNINGS
Me. He's coming for ME.

Suddenly, THE FRIGHTENING WAIL OF AIR RAID SIRENS ARE HEARD, instantly transforming the theater into a riot scene. Doctor Jennings struggles, but Polly holds his arm.

POLLY
Who Doctor? Who's coming?

Doctor Jennings's eyes light in terror.

DOCTOR JENNINGS
TOTENKOPF! IT'S TOTENKOPF!

He YANKS away as panicked theatergoers RUN for the exits, streaming between him and Polly. He takes one last look at Polly then disappears into the crowd.

Polly suddenly notices something out of the corner of her eye. She turns to see a slip of paper that has fallen from Doctor Jennings satchel, lodged in the theater seat.

She picks up the paper and we glimpse the SCHEMATIC DRAWING of a strange machine. She stares at it briefly then turns back to the exit where Doctor Jennings just fled, perplexed.

12 EXT. 5TH AVENUE - DUSK - RC

12

It's mayhem in the streets.

We watch a montage of various military and police battalions as they prepare for an enemy invasion. Spotlights search the skies as we HEAR a menacing RUMBLE approaching.

13 EXT. RADIO CITYMUSIC HALL - DUSK - RC

13

Polly races from the movie theater into the street outside, pushing her way through the terrified mob... The sound of droning sirens cast an eerie spell over the city.

14 EXT. NYC SKYLINE - DUSK - RA

14

THEN, IN THE SKY...THEY SUDDENLY APPEAR! The first sight of STRANGE FLYING MACHINES moving between the skyscrapers. They fly in formation like a squadron of planes.

15 EXT. 5TH AVENUE - DUSK - RA

15

Polly reacts quickly, ducking behind a corner building as a battalion of men suddenly run past; Fifth Avenue fast becoming a war zone. Polly snaps a quick photo as she considers her next move... she turns to see a phone booth on the corner of 53rd street and makes a run for it.

16 INT. 5TH AVENUE - PHONE BOOTH - DUSK - RA

16

Polly races inside, closing the door behind her. She urgently produces a handful of change and quickly deposits a coin, dialing.

CUT TO:

17 INT. EDITOR PALEY'S OFFICE - THE CHRONICLE - DUSK - RA

17

EDITOR PALEY, 60's-- greying, is looking out his office window along with SEVERAL REPORTERS who stand watching. SEARCHLIGHTS scan the heavens. The PHONE suddenly RINGS and Mr. Paley turns and reaches for it... Behind him, the newsroom is in a chaotic frenzy...

EDITOR PALEY

City desk... Polly is that you?! Where are you?

18 EXT. 5TH AVENUE - PHONE BOOTH - DUSK - RA

18

Polly speaks quickly, flipping through pages in a small note pad as she does.

POLLY

Listen, Mr. Paley... I don't have much time... I need anything you can dig up for me on a Doctor Walter Jennings... and someone named Totenkopf. A phone number, an address, anything you can find... it's important.

Polly's eyes suddenly light, she sees something.

POLLY

Wait a minute...

We stay on Polly as she describes what she sees. Reflections and shadows of what is taking place are cast over her as she narrates. She becomes more animated, her eyes widen.

POLLY

I can see something... coming into sight now above the Palisades!

We are tight on Polly's face as she looks on in horror. The sound of the approaching MACHINES is terrifying.

POLLY

They're crossing 6th avenue... 5th
avenue... a hundred... a hundred yards
away...

Polly's eyes begin to move slowly UPWARD, suggesting the MASSIVE SIZE of whatever is heading her way. Her voice drops to a whisper.

POLLY

...my god...

SUDDENLY THE SOUND OF GUNFIRE!

19 INT. EDITOR PALEY'S OFFICE - THE CHRONICLE - DUSK - RA 19

We hear the sound of gunfire and chaos through the receiver of Editor Paley's phone, he looks on horrified.

EDITOR PALEY

Polly! Are you there!? Polly!

20 EXT. 5TH AVENUE - PHONE BOOTH - DUSK - RA 20

The receiver swings freely, Polly is gone. We can hear Editor Paley's voice through the receiver calling after her.

EDITOR PALEY (OS)

Polly! Polly!

21 EXT. 5TH AVENUE - ALLEY - DUSK - RA 21

We see Polly's shadow cast against the brick foundation of a tenement building as she runs down the alleyway past the police barricade. A police officer calls after her, blowing a whistle.

POLICE OFFICER

Stop! Come back!

Polly slows to a stop, hiding in the darkened alleyway as she catches her breath, her heart pounding.

When suddenly...

THE GROUND AROUND HER BEGINS TO SHAKE as something starts to move past the narrow opening of the alleyway. We can only glimpse flashes of what Polly sees. Something HUGE IS PASSING BY.

22 EXT. 5TH AVENUE - DUSK - RA

22

A line of military vehicles speed down 5th Avenue in a hasty retreat as the SOUND OF GIANT BOOMING IMPACT NOISES follow behind them. Just as the trucks pass from sight we tilt up alongside a corner building AND FOR THE FIRST TIME WE SEE THEM AS THEY EMERGE!

HULKING MECHANICAL GIANTS WALKING SIDE BY SIDE DOWN THE STREETS OF NEW YORK CITY LIKE METAL ARMY MEN, CRUSHING EVERYTHING THAT LIES IN THEIR PATH!

Police train their machine guns on the robots, firing in vain as the IRON MONSTERS continue forward. Bullets merely bounce off their metal skin.

A police Sargent races for a call box, shouting into a two-piece handset...

POLICE OFFICER

They've broken through the perimeter...
send reinforcements... send us everything
you've got!

23 INT. RADIO DISPATCH CONTROL -DUSK - RA

23

At command headquarters, A RADIO OPERATOR receives the urgent call for help and speaks through a desktop microphone.

RADIO OPERATOR

Emergency protocol 90206... calling Sky
Captain... come in Sky Captain... repeat
calling Sky Captain... come in Sky
Captain...

We dissolve from the radio operator to a

24 EXT. NYC SKYLINE - DUSK - RA

24

We watch as visible radio waves emanate from a transmitting tower. We follow a series of cross dissolves as the radio waves blanket the earth. Relay towers re-broadcast the signal until there is a web of concentric radio bands searching the sky. The RADIO OPERATORS VOICE continues to echo throughout the sky.

RADIO OPERATOR (OS)

...calling Sky Captain... come in Sky
Captain...

We begin to hear a LOW RUMBLE in the distance. The rumble grows in intensity when suddenly, bursting through the thick cloud base, THE SHAPE OF A P-40 WARHAWK COMES ROARING TOWARD US!

25 INT. SKY CAPTAIN'S WARHAWK - COCKPIT - DUSK - RA 25

Wedge into the cockpit of his battle worn fighter we see the stark profile of SKY CAPTAIN, (CAPTAIN JOE SULLIVAN), the taciturn leader of THE FLYING LEGION. An aerial daredevil of unparalleled skill, he radiates confidence. A man we instantly trust.

THE RADIO OPERATORS VOICE is heard through the tinny, static laced speaker in Sky Captains headset. Barely audible...

RADIO OPERATOR (OS)
...come in Sky Captain...

SKY CAPTAIN raises his microphone speaking into it.

SKY CAPTAIN
This is Sky Captain... I'm on my way...

26 EXT. SKY CAPTAINS WARHAWK - DUSK - RA 26

Sky Captain's P-40 does an arching loop as he rockets heroically past camera and speeds toward the city looming in the distance.

Meanwhile...

WIPE TO:

27 EXT. 5TH AVENUE & ALLEYWAY - DUSK - RA 27

Polly continues past the police barricade, through the alleyway, not about to let this story get past her. She sees a light breaking in the distance, revealing a cross street. She makes a run for it, racing down the alley, into the street and DIRECTLY IN THE PATH OF THE MARCHING ROBOTS!

Polly slides to a stop in the middle of the street, her miniscule frame is a tiny lone figure set against the frightening IRON MONSTERS heading her way. Incredibly, she does not run.

Instead, Polly determinedly advances the film in her camera, her hand trembling. She slowly raises the camera, lining the machines up in her sights when... KAABOOOOOM!

AN ENORMOUS BLAST causes the side of a building to EXPLODE and POLLY is thrown to the ground.

Her camera is knocked from her hands and skitters across the street into a drain gutter where it dangles precariously, held only by the strap wedged into the sewer grating.

Polly looks up to see the camera starting to slip, the strap disappearing into the drain like a lit fuse with each THUNDEROUS FOOTSTEP of the Giant Machines.

Polly starts for her camera when we HEAR a WOMAN SCREAM and Polly turns to see a BABY STROLLER rolling down the last few steps of a tenement building and STRAIGHT TOWARD THE MARCHING ROBOTS!

Polly watches the stroller as it rapidly approaches. Her eyes move from the stroller to her camera which continues to slip into the gutter. Which to save?

Polly jumps to her feet and races into the street, the stroller bearing down on her as the Giant Machines move ever closer. The force of the approaching Monsters cause the camera to slip again and it is only seconds from disappearing into the sewer when...

IN ONE CONTINUOUS MOTION...

POLLY LEAPS THROUGH THE AIR, PAST THE STROLLER, sliding across the street arms outstretched, lunging for the camera and catching the strap on the end of her index finger at the last possible second... Then INSTANTLY spins around onto her back and thrusts her right foot out into the air where IT IS LODGED INTO THE SPOKED WHEEL OF THE BABY STROLLER, STOPPING IT IN IT'S TRACKS!

We cut wide to see Polly stretched out across the street, one hand clutching her camera strap, and her foot holding the stroller in place. Everything frozen for a moment.

Inside the stroller, the baby coos and giggles as it is reunited with it's hysterical mother who exclaims, 'My Baby' as she lifts it into her arms and runs for safety down the alleyway.

Polly meanwhile carefully pulls the camera from the drain and breaths a sigh of relief as she cradles it to her chest and whispers to herself... 'My baby'.

Then, suddenly realizing the danger she's in, Polly jumps to her feet and races toward the alley BUT IS STOPPED SHORT AS THE CONCUSSIVE FORCE OF THE GIANT MACHINES CAUSE THE ALLEY TO SHAKE AND BUCKLE, SENDING CHUNKS OF CONCRETE RAINING DOWN ON THE STREET, BLOCKING HER WAY.

Polly quickly spins around, suddenly serious. She considers her options.

IN FRONT OF HER, the police have open fired on the Machines, unaware of her presence.

ON EITHER SIDE of her, buildings block her path. Chunks of debris continue to rain down creating a dusty haze.

Polly takes a tentative step backward, her mind racing. Then, with a look of resolve, she reaches down and RIPS THE SIDE SEAM OF HER SKIRT, freeing her legs.

With only one way out, Polly turns and starts running TOWARD THE ROBOTS! Moving in between their giant legs like an insect about to be crushed.

She ducks as a GIANT ARM swings over her, just missing her as a GIANT FOOT lands in front of her, the force so great it knocks her to the ground. She stares motionless at the iron foot just inches in front of her THEN IMMEDIATELY ROLLS OUT OF THE WAY AS THE BOOT IS LIFTED OFF THE GROUND and ANOTHER FOOT crashes down next to her! Followed by ANOTHER and ANOTHER, like mortar fire. A dizzying effect. Polly covers herself as the earth is pounded on all sides.

THE DEAFENING WHIRRING NOISE of the robots gears GRINDING is heard as the heel of a giant metal boot hovers over her... Polly watches helpless as the robots foot starts downward, no escape... she is doomed...

CIRCLE WIPE TO:

28 GRAPHIC CARDS

28

CLOSING CHAPTER CARD:

NEXT TIME
CHAPTER TWO
"WINGED TERROR"

FADE OUT.

FADE IN:

Chapter Card Reads:

CHAPTER TWO
"WINGED TERROR"

FADE OUT:

FADE IN:

A graphic chapter card is displayed. This card shows a stylized photograph of DOCTOR JORGE VARGAS. Text at the bottom of the card reads:

AFTER ARRIVING IN NEW YORK CITY ABOARD
THE HINDENBURG III, DOCTOR JORGE VARGAS
HAS MYSTERIOUSLY VANISHED.

This card dissolves into...

another card showing a posed photograph of SKY CAPTAIN.

WITH THE CITY HELPLESS AND UNDER ATTACK
BY GIANT MECHANICAL MONSTERS, A DISTRESS
CALL IS SEND OUT TO SKY CAPTAIN AND THE
FLYING LEGION.

The next card shows a photograph of POLLY PERKINS.

MEANWHILE, POLLY PERKINS HAS FALLEN INTO
THE PATH OF THE HULKING MACHINES AND IS
ABOUT TO BE CRUSHED UNDERFOOT...

From this chapter card we...

CIRCLE WIPE TO:

29 EXT. 5TH AVENUE - DUSK - SA

29

[In the tradition of the Saturday Morning Serial, we repeat the last few seconds of the previous chapter before we pick up the story here...]

...Polly is only seconds from being crushed underfoot, WHEN SUDDENLY, SOARING HIGH ABOVE, SKY CAPTAIN DESCENDS INTO THE MONSTERS PATH!

A volley of MACHINE GUN FIRE knocks the monster backwards allowing Polly just enough time to escape. She scrambles for cover behind a police barricade, throwing Sky Captain a mock salute as he roars past.

CHEERS ring out from the POLICE FORCE on the ground as Sky Captain heroically circles around for another pass.

30 EXT. NYC SKYLINE -HIGH ABOVE THE CITY STREETS - DUSK - SA 30

Sky Captain unleashes another flurry of bullets against the giant machines, but they have little effect, the robots continue relentlessly forward.

Sky Captain speeds between the rows of machines, but must suddenly SWERVE to avoid a GIANT ARM that crosses in front of him... He BANKS HARD and is VICIOUSLY THROWN against the glass canopy of the cockpit. He winces, just missing the robot as he rockets skyward.

Undaunted, Sky Captain quickly maneuvers between a narrow alleyway, flying low through the city block. He circles the block heading back towards the robots when he sees the cables of a telephone pole looping between the street.

He takes aim and riddles one of the telephone poles with a barrage of gunfire. The telephone pole splinters, falling in the path of the robots. One of the robots legs becomes tangled in the wire, its gears straining as it stumbles, falling forward and SMASHING TO THE GROUND WITH UNBELIEVABLE FORCE!

31 EXT. 5TH AVENUE - DUSK - SA 31

The weight of the impact creates a FISSURE which splits open the pavement, moving up the street and BETWEEN THE LEGS OF POLLY who stands only a few feet from where the ROBOT fell... camera poised... she snaps a photograph as the action reaches it's crescendo.

32 EXT. 5TH AVENUE - DUSK - SA 32

...then everything stops. A breathless moment passes.

The robots stand frozen in the middle of the street as.. VISIBLE RADIO WAVES BEGIN TO EMANATE FROM THEIR ANTENNAE. Then, inexplicably, they raise their great metal arms and fly skyward... disappearing into the clouds as quickly as they appeared.

33 EXT. 5TH AVENUE - DUSK - SA 33

Pedestrians begin to reappear, walking out into the street. They surround the fallen robot like GULLIVER AND THE LITTLE PEOPLE. An incredible sight.

EMERGENCY VEHICLES roll into place as Polly turns, following a crowd of people who race to the edge of the street...

where we now see that the robots have opened A GIANT CRATER in mid-town Manhattan, exposing the city's MASSIVE ELECTRICAL GENERATORS.

Polly snaps a photo of the crater just as Sky Captain reappears, soaring overhead. Polly turns, a thoughtful expression on her face as she watches him fade from view. She snaps a final photograph which dissolves into a...

34 INT. CHRONICLE - PRINTING PRESS - DUSK - SA

34

A rumbling newspaper press. A newspaper is superimposed as it moves toward screen.

MECHANICAL MONSTERS INVADE GOTHAM
by Polly Perkins

Over this newspaper we SUPERIMPOSE...

35 INT. NEWSROOMS - DUSK - SA

35

The silhouettes of various radio broadcasters.

We LISTEN to a series of overlapping news reports during a stylized montage.

BROADCASTER ONE
...further details of the
attack on New York City
continue to pour in...

BROADCASTER TWO
...central portion of
Manhattan is blacked out from
radio communication due to
damaged power lines and
electrical failure...

BROADCASTER THREE
...cables received from English, French,
and German news agencies now confirm the
attack was not limited to the City of New
York...

Superimposed over the broadcasters image we begin to see visual accounts of what they are describing. STRANGE MACHINES set against FAMILIAR LANDMARKS... THE EIFEL TOWER, BIG BEN, THE KREMLIN and so on.

BROADCASTER FOUR
...the BBC is reporting that
a steel mill in Nuremberg was
virtually excavated by what
witnesses describe as a
mechanized tornado...

BROADCASTER FIVE
...news agencies in Paris and
Madrid speak of strange
burrowing machines rising
from the ground, robbing
entire communities of their
coal and oil reserves...

From this montage we dissolve to...

EXT. SKY - SKY CAPTAINS WARHAWK - DUSK - FL

36

We follow Sky Captain as he rockets through the sky, speeding toward a steep, mountainous rise in the distance.

BROADCASTER SIX (V.O.)

...meanwhile, the world can only wait in wonder as government officials join with the mercenary forces of Sky Captain and the Flying Legion to uncover the meaning of these mysterious events...

Sky Captain's plane begins to climb, following the contour of the mountains as something slowly comes into view. Nestled inside a hidden valley lies the awe-inspiring sight of...

37 EXT. FLYING LEGION HQ - AIRSTRIP - DUSK - FL

37

A massive operation. Row after row of aircraft line the runway as far as the eye can see. Zeppelins are anchored to mooring posts overseeing the base. A series of GARGANTUAN HANGERS form the secret headquarters of THE FLYING LEGION.

Sky Captain's P-40 taxis down the air strip where he is met by his GROUND CREW. They guide his plane into one of the...

8 INT. FLYING LEGION HQ - HANGER - DUSK - FL

38

The engine still idling loudly as the MAINTENANCE TEAM surrounds the Warhawk and immediately begins to work on it like a pit crew.

Sky Captain slides open the canopy and climbs out onto the wing, spouting orders as he drops down to the ground.

SKY CAPTAIN

I want to get a look at the film from the forward cameras as soon as it's ready... and get me a duty log, I want the squad leaders assembled in one hour... I'll brief them myself.

Sky Captain wriggles out of his back pack as he stops another member of his flight crew who walks past...

SKY CAPTAIN

Where's Dex?

CUT TO:

INT. FLYING LEGION HQ - DEX'S HANGER - DUSK -FL

39

A COMIC BOOK panel shows LEX LUTHER pointing a ray gun at SUPERMAN. A text balloon reads: "You fool, don't you realize my sonic atomizer can slice through metal like a knife through butter."

WE PAN UP TO:

Dex, Sky Captain's right hand and a technical genius. Dex aims a STRANGE LOOKING PISTOL across the room at a thick vertical slab of steel inside a cement bunker. The gun looks just like the one in the comic book. Dex calls to his assistant.

DEX

All clear.

Assistants clear the bunker as Dex pulls a pair of safety goggles over his eyes and FIRES. CONCENTRIC RINGS OF LIGHT strike the metal slab! It begins to GLOW white hot, vibrating as it MELTS, forming a huge, melted hole.

Dex smiles, impressed. He steps up to the metal slab, looking at the results admiringly... WHEN SUDDENLY...

The GIANT DOORS OF THE HANGER OPEN DRAMATICALLY and Dex looks up to see a massive semi-trailer hauling in the GIANT ROBOT CARCASS that Sky Captain shot down. His jaw drops.

DEX

(sotto)

...shazam...

Dex turns to see SKY CAPTAIN walking toward him, watching in amazement as the robot is wheeled in.

DEX

I thought you said this thing was big.

Dex walks in a daze to the giant head, dwarfed by its size. He grins, drunk at the sight.

DEX

Can I have it?

SKY CAPTAIN

You figure out where it came from and I'll get you one for Christmas...

DEX

(a beat, snapping out of it)
There's something you need to see.

Dex leads Sky Captain around his workbench toward an oscilloscope. He flips a switch causing a jagged, blinking radio signal to appear on screen...

DEX

I recorded this signal just before the first machine appeared-- didn't think anything of it until I played it back.

Dex twists a dial on his console and we begin to HEAR a series of OMINOUS TONES coming through a small speaker. Sky Captain concentrates on the tones, puzzled.

SKY CAPTAIN

Morse code?

DEX

That's what I thought at first, but the syntax is more complex. There's a sub-carrier hidden in the lower frequency...

(looks up)

I think it's being used to control them.

SKY CAPTAIN

If it shows up again can you track it?

DEX

I can try.

SKY CAPTAIN

Good.

(gestures to robot)

In the mean time see what you can do with that thing. Find out what makes it tick... You don't mind, do you?

Dex tries to suppress his glee.

DEX

I don't mind.

Sky Captain removes his gloves and sets them on the workbench as he moves towards a large arching doorway...

SKY CAPTAIN

I want to know where they came from Dex.
Who sent them here.

Sky Captain doesn't slow his stride as he walks through the arching doorway and into...

INT. FLYING LEGION HQ - MAP ROOM - DUSK - FL

40

...The center of operations for the Flying Legion. Sky Captain walks along side A GIANT MAP OF THE GLOBE, it spans four stories and takes up three walls of the hanger. TECHNICIANS walk overhead on catwalks, marking regions on the map as a booming loudspeaker relays new coordinates.

Sky Captain continues through the map room heading for a doorway which leads to a...

41 INT. FLYING LEGION HQ - OFFICE - DUSK- FL

41

A small private office with the name on the door reads:
CAPTAIN H. JOSEPH SULLIVAN

Sky Captain enters the dark office, closing the door behind him. He pauses briefly, leaning against the door. We notice his posture seem to change. He reaches for his ribs, aching. The battle has taken its toll. And we realize this is a side of Sky Captain the world will never see.

Sky Captain walks gingerly through the tiny office to a small wooden desk and sits down, exhausted.

He opens a side drawer and pulls out a SHOT GLASS and sets it on the desk. He then reaches back into the drawer and withdraws a bottle of MILK OF MAGNESIA. He pours a shot-full into the glass and is about to drink it down when we HEAR A WOMAN'S VOICE in the background.

WOMAN'S VOICE

Tummy ache?

We HEAR the sound of a gun being cocked as Sky Captain spins around aiming his pistol at a dark corner of the room where POLLY steps into the light. Sky Captain looks surprised, recognizing her. He seems almost happy to see her at first, then his expression darkens. An old wound starts to surface.

POLLY

How you been Joe? Miss me?

SKY CAPTAIN

(bitter)

Who let you in here? Get out.

POLLY

Nice to see you too. Dex said you might be in a mood.

SKY CAPTAIN
(grits his teeth, muttering)
Dex...

Sky Captain picks up his phone, dialing.

SKY CAPTAIN
(into phone)
Get in here.

Polly shakes her head, nonplussed.

POLLY
It's been three years Joe... don't tell
me you're still mad at me. I can't even
remember what we were fighting about.

Sky Captain hangs up the phone and looks at Polly, a slow
burn.

SKY CAPTAIN
You sabotaged my plane.

POLLY
...right...

SKY CAPTAIN
I spent six months in a Manchurian slave
camp because of you.
(to himself, remembering)
They were going to cut off my fingers--

Polly rolls her eyes, she's heard this a million times.

POLLY
Joe, for the last time, I didn't sabotage
your damn airplane.

SKY CAPTAIN
All so you could get a picture of Tojo
Hideki in his bathrobe.

POLLY
You know, I'm starting to think you made
up this whole sabotage nonsense to cover
up the fact you were cheating on me with
your little mystery girl the whole time
we were in Nanjing.

SKY CAPTAIN
Never happened. All in your imagination.

POLLY

Who was she Joe? What was her name?

Polly moves toward Sky Captain seductively, he pulls back, raising his gun again.

SKY CAPTAIN

That's far enough.

POLLY

What are you going to do? Shoot me?

The office door suddenly swings open and Dex walks in, he sees Sky Captain holding the gun on Polly.

DEX

Great. You two made up.

SKY CAPTAIN

This was a pleasure Polly. Let's do it again in ten years.

(to Dex)

Escort Miss Perkins off the base. if she resists, shoot her.

DEX

(shy)

Hi Polly.

POLLY

Hi Dex.

DEX

I... gotta...

POLLY

I know hon, it's okay...

Polly lets Dex escort her out as Sky Captain starts to close the door behind them.

POLLY

...Just as well. I guess you wouldn't have been interested in THIS anyway...

She dangles... THE SCHEMATIC DRAWING she recovered from Doctor Jennings satchel. We now see that the schematic features a detailed blueprint of the GIANT ROBOTS that menaced the city. Sky Captain releases the door. It CREAKS open and Polly stands there, a smug smile on her face.

SKY CAPTAIN

Where did you get that?

Sky Captain reaches for the blueprint but Polly withdraws it.

POLLY

There's more where this came from. A lot more.

SKY CAPTAIN

I want that blueprint Polly...

POLLY

I want this story, Joe. And you're gonna help me get it. Just like it used to be.

Sky Captain takes a deep breath. Dex stands there grinning.

DEX

Maybe we should show her, Cap... Maybe she can help...

A quick look from Sky Captain shuts him up but Polly sees it.

POLLY

Show me what?

Polly calmly folds up the blueprint and puts it in her bag, then looks at Sky Captain, steadfast.

POLLY

Show me what?

CUT TO:

42 EXT. FLYING LEGION HQ - WAREHOUSE - DUSK - FL 42

Dex, Polly and Sky Captain stand at the entrance of a massive warehouse. Dex produces a key and unlocks a padlock, sliding open a giant metal door that spans four stories.

43 INT. FLYING LEGION HQ - WAREHOUSE - DUSK - FL 43

Dex flips a switch and the room lights, ILLUMINATING ROW AFTER ROW OF INCREDIBLE SCIENTIFIC ARTIFACTS. A bizarre collection of mechanical oddities. GIANT BURROWING MACHINES, EARLY FIRST GENERATION MODELS OF THE WALKING ROBOTS, GLASS CYLINDERS THAT HOLD ELECTRICAL CREATURES. FLYING MACHINES THAT DEFY DESCRIPTION.

Polly's jaw drops, almost too stunned for words.

POLLY

My god, Joe... What is this? Where did they all come from?

SKY CAPTAIN

They started appearing three years ago.
We managed to keep it secret until now.

Polly follows Sky Captain and Dex down the center aisle of the warehouse, each step revealing something new and incredible.

DEX

They show up without warning, take what they want and disappear without a trace. Three years and we still can't explain what they want or who sent them here.

Polly approaches one of the machines and uses her hand to brush off a layer of dust... revealing A CREST in the form of AN IRON SKULL WITH METAL WINGS. Her tone grows serious.

POLLY

...Totenkopf.

SKY CAPTAIN

What?

POLLY

A man came to see me today, a scientist. He was terrified, said someone was coming for him. I asked him who he was so afraid of and he repeated one name... Totenkopf. He nearly went grey when he said it.

DEX

Totenkopf... Who is he?

Polly withdraws a German newspaper article from her bag.

POLLY

He's the invisible man. I went through every record in the library twice, looking for anything. Called every contact I have from Paris to Bangkok. This was all I could dig up.

(reading)

Doctor Georen Totenkopf. In charge of a secret sciences unit stationed in Berlin before the start of world war one, something called Unit Eleven. It's been more than thirty years since anyone has spoken his name. Until today.

Polly points to a small inset photograph in the newspaper.

POLLY

Note the insignia he chose for the unit.

We see the insignia in the newspaper, AN IRON SKULL WITH METAL WINGS. The same insignia that surrounds them inside the warehouse. Sky Captain looks up, suddenly a believer.

SKY CAPTAIN

The scientist who came to see you...
where is he now?

Polly looks at Sky Captain, a coy smile on her face.

POLLY

We're in this together, right Joe?

Sky Captain looks at her, he knows he's beat.

SKY CAPTAIN

None of this gets published until I say so. You don't write a sentence or take a picture without asking me first.
Understood?

Holding her camera under her arm, Polly stealthily SNAPS A PICTURE of one of the giant machines.

POLLY

(solemn)
Understood.

DISSOLVE TO:

44 EXT. NYC STREET - DUSK - JL

44

We watch as Polly's black Packard slows to a stop in front of a dark tenement building. Polly leans up, looking out through the front windshield as she consults a slip of paper.

POLLY

This is it...

CUT TO:

45 EXT. DR. JENNINGS LAB - DUSK - JL

45

Polly and Sky Captain walk down the street, turning the corner into a darkened alley. Polly leads Sky Captain down a set of stairs to a basement shop as she compares the address to a scrap of paper.

A small placard fixed to the door reads: ALLIED CHEMICAL.
Polly knocks, there is no answer.

POLLY

Dr. Jennings, it's Polly Perkins...

Polly waits for an answer, but hears nothing. She knocks on the door again. Worried.

POLLY

Dr. Jennings?

Sky Captain reaches for the doorknob turning it.

SKY CAPTAIN

It's locked.

Sky Captain begins to look around for another way in... he spies an open window on the second floor above them and begins to concoct an elaborate plan to gain entry.

SKY CAPTAIN

That window... there...

He looks around and finds a length of rope on the ground, picking it up. He starts to tie a loop, testing it's strength by pulling on it.

SKY CAPTAIN

We might be able to get in through that window if I can attach a line...

Suddenly there is a CRASH and Sky Captain turns to see Polly holding a rock, having smashed the window on the door. She reaches inside and unlocks it.

POLLY

It's open.

Sky Captain looks at Polly deadpan, then brushes past her and opens the door leading into...

46 INT. DR. JENNINGS LAB - DUSK - JL

46

Polly and Sky Captain stare in wonderment at what can only be described as a mad scientists laboratory. The small one room laboratory has been thoroughly RANSACKED. File cabinets are open, drawers emptied, broken test tubes and glass everywhere. Nothing has been spared.

POLLY

We're too late...

Sky Captain and Polly move in, slowly CRUNCHING through the debris when Polly's eyes settle on a large metal cabinet in a far corner of the room.

She moves toward the cabinet and opens one of the doors revealing glass jars. Hundreds of them. The remnants of aborted experiments. Tiny skeletons floating in embalming fluid. Polly stares into the jars, incredulous.

Then something moves. Polly turns, petrified. She kneels before another glass container and watches in disbelief as...

A LIVING, BREATHING, ELEPHANT NO LARGER THAN A BAR
OF SOAP DRINKS FROM A MINIATURIZED TROUGH.

Sky Captain kneels down slowly beside Polly staring at the shrunken creature, incredulous. His mind reeling.

SKY CAPTAIN

Alright Polly, no more games, tell me
what the hell is going on...

POLLY

I was hoping you could tell me...

Polly's eyes move slowly upward when she suddenly lets out A STARTLED SCREAM. We turn to see A STRANGE MAN standing over them... We immediately recognize him as DOCTOR JENNINGS... a dazed look on his face. He stumbles toward them.

Sky Captain reacts quickly as Doctor Jennings suddenly lurches forward, collapsing into his arms... Sky Captain eases him down, turning his body slightly to reveal A KNIFE buried deep between his shoulder blades. Doctor Jennings looks up at Sky Captain, struggling to speak.

DOCTOR JENNINGS

(weak, barely audible)

...you must stop him...

Suddenly WE hear a NOISE from another room. Sky Captain and Polly freeze.

SKY CAPTAIN

(to Polly)

Stay here...

WE hear the sound of someone MOVING QUICKLY, then the sound of a WINDOW OPENING. Sky Captain runs into...

47 DR. JENNINGS LAB - OFFICE - DUSK - JL

47

just in time to see the BLUR OF A FIGURE exiting through the open window.

SKY CAPTAIN

Stop!

Sky Captain races for the figure, grabbing the shadowy figure by the arm and spinning it around to reveal A STUNNING, MYSTERIOUS WOMAN, DRESSED IN BLACK. Sky Captain eases his grip, surprised...

SKY CAPTAIN

I don't want to hurt you.

A beat and WHAAACK! She moves with unbelievable speed, knocking Sky Captain against the wall and onto the ground. Stunned, he grabs the back of his head in pain and silently mouths... "ow"...

Sky Captain suddenly looks up to see the mysterious woman leaping out the window. He quickly jumps to his feet, managing to catch her by the wrist... but accidentally hits the window's latch causing the entire frame to DROP in the sill, SHATTERING.

Sky Captain is forced to let go. DUCKING to avoid the flying GLASS, he then leans out through the empty window frame.

48 EXT. DR. JENNINGS LAB - SKY CAPTAIN'S POV - DUSK - JL 48

The mysterious woman has made it to the ground into the alleyway below. She turns the corner and disappears in a flash.

49 INT. DR. JENNINGS LAB - OFFICE - DUSK - JL 49

Sky Captain withdraws from the window, wondering what the hell is going on. He turns to see A SMALL LEATHER SATCHEL lying on the floor... The same satchel Doctor Jennings had at the theater. He bends down to pick it up, curious.

50 INT. DR. JENNINGS LAB - DUSK - JL 50

Polly is kneeling over Doctor Jennings trying to comfort him... he struggles to speak...

DOCTOR JENNINGS

(weak, barely audible)

Miss Perkins...

POLLY

I'm here Doctor... I'm going to get you some help..

Polly starts to stand but Doctor Jennings reaches out and wordlessly CLUTCHES her arm.

DOCTOR JENNINGS

...you must promise... if Totenkopf finds them... this world will end.

POLLY

I don't understand, Doctor... if he finds what?

Polly looks down at Doctor Jennings as he slowly raises his hand... In his palm are TWO SMALL TEST TUBES...

DOCTOR JENNINGS

...promise...

Polly takes the test tubes from Doctor Jennings hand as a look of calm comes over him... he closes his eyes and takes his last breath.

POLLY

Doctor Jennings...

She tries to revive him... but he is gone. Polly looks down at the test tubes in her hand, dumbfounded, as Sky Captain re-enters and kneels down beside her. She looks up at him, grim.

POLLY

He's dead.

Sky Captain looks down at Doctor Jennings solemnly as Polly covers the body with a jacket.

SKY CAPTAIN

I think I found something...

Polly looks up as Sky Captain holds out the satchel he found in Doctor Jennings office. Polly's eyes light... she takes it from him, eagerly... but not before she secretly pockets the test tubes, keeping them hidden from Sky Captain.

POLLY

Doctor Jennings had this with him at the theater this morning...

Polly opens the satchel and pulls out a stack of papers, leafing through them...

POLLY

They're in German...

Suddenly THE FRIGHTENING WAIL OF AIR RAID SIRENS FILL THE ROOM. Sky Captain and Polly race to the window, spotlights crisscross the sky. An ominous DRONING SOUND is heard in the distance.

SKY CAPTAIN

I have to get back to the base...

POLLY

I'm coming with you...

Polly grabs the satchel, stuffing the papers inside as we...

WIPE TO:

51 EXT. THE FLYING LEGION HQ - AIRSTRIP - DUSK - FW

51

Polly's black Packard roars onto the airstrip. Sky Captain jumps out of the car and is met by his flight crew who rush him to his awaiting airplane.

CREWMAN

Reconnaissance picked up something on radar traveling at over 500 knots and coming straight for us.

SKY CAPTAIN

How soon before it reaches us?

SUDDENLY... in the sky above, we see A DOZEN SHAPES emerge from the clouds. The crewman's eyes light and he points to the heavens.

CREWMAN

There!

Obscured by hazy, rippling heat waves, the shapes take on the form of giant birds flapping their wings. But as they come roaring into view, we can now see, to our astonishment, that they are STRANGE FLYING MACHINES THAT LITERALLY FLAP THEIR WINGS LIKE MECHANICAL PTERODACTYLS.

The FLYING WINGS quickly descend upon the airfield, machine gun fire exploding from the 50 millimeter cannons mounted to their wings. The airstrip is engulfed in a fire-storm as a row of airplanes explode from the strafing enemy.

Sky Captain evades the enemy gunfire and fearlessly jumps into his Warhawk, quickly fastening his helmet and goggles. He looks down to see Polly climbing the ladder up after him. He shouts over the deafening roar of his engine.

SKY CAPTAIN

What are you doing?!

POLLY

I'm coming with you!

SKY CAPTAIN
Don't be stupid Polly, get down...

POLLY
We had a deal!

SKY CAPTAIN
This isn't a game Polly, people are going to die!

Polly stares at him, determined, the airfield exploding around them.

POLLY
We had a deal.

Sky Captain curls his fist, considering it... then grits his teeth, fuming. No time to argue.

SKY CAPTAIN
Get in.

Polly scrambles into the plane as Sky Captain immediately begins to taxi down the runway.

CUT TO:

52 INT. FLYING LEGION HQ - MAP ROOM - DUSK - FW 52

Dex bursts into the control room sprinting toward a massive, blinking communications array.

He pushes his way past several of the radio operators and begins to flip a series of buttons causing a jagged signal to appear on an oscilloscope display. He stares at the bouncing radio signal expectantly as the familiar MORSE CODE TONE is heard coming through the small speaker.

DEX
(hushed)
There you are...

Dex hurriedly lifts a headset microphone, speaking into it.

DEX
Cap, do you read me? This is Dex, come in...

WIPE TO:

INT. SKY CAPTAIN'S WARHAWK - DUSK - FW

53

Sky Captain streaks through the sky in fast pursuit of three of the Flying Wings... He skillfully lines up one of the machines in his sites, his finger hovers over the trigger on his flight stick...

Suddenly, Dex's voice is heard through the radio set, Sky Captain lifts his microphone.

SKY CAPTAIN

Hang on Dex, I'm a little busy...

Sky Captain locks his sites on one of the machines, his finger flips open the safety latch on his trigger... and BAM! BAM! BAM!

Machine gun fire blasts from Sky Captain's wing mounted turrets, striking the FLYING MACHINE which EXPLODES IN A MASSIVE FIREBALL. Sky Captain lifts his microphone speaking into it.

SKY CAPTAIN

Go ahead Dex. .

54 INT. FLYING LEGION HQ - MAP ROOM -DUSK - FW

54

Dex stands in front of the communications station, the sounds of emergency sirens and explosions are heard in the background. The lights dim briefly from the attack going on outside.

DEX

Whatever you do Cap, don't shoot!

55 INT. SKY CAPTAIN'S WARHAWK - DUSK - FW

55

Sky Captain looks at Polly, sheepish...

SKY CAPTAIN

(into mic.)

...okay...

A beat.

DEX (OS)

You shot it didn't you?

SKY CAPTAIN

Yeah.

5 INT. FLYING LEGION HQ - MAP ROOM - DUSK - FW

56

DEX

Listen Cap... You gotta keep those machines in one piece... If I lose that signal now we may never get it back. You've got to keep them in the air. Do you read me?

SKY CAPTAIN (OS)

I read you, Dex... Just let me know when you've got something...

DEX

I'll let you know... out.

Dex quickly rolls out a map across a large table as the control room is rocked by an explosion outside. He unwraps a wad of BUBBLE GUM and urgently pops it in his mouth as debris sifts down from above like a fine rain..

DEX

I want a full spectrum sweep of every incoming signal. Amplify any variant frequency cycle and route them to me...

WIPE TO:

57 EXT. SKY CAPTAINS WARHAWK - OVER NYC - DUSK - FW

57

The Flying Machines lead Sky Captain over the streets of Manhattan, flying swiftly toward the towering skyscrapers that line the horizon.

In the distance, Polly watches incredulous, as she sees TEN FLYING WINGS form over the massive crater left by the Robots of Chapter One.

POLLY

Joe... look!

Sky Captain turns to see the Flying Machines have lowered giant cables below them... they are attempting to lift the remaining generators from the ground.

POLLY

They're going for the generators...

The lights in the city begin to flicker as the Flying Machines begin to hoist one of the generators in the air. Polly snaps a shot of the spectacle.

SKY CAPTAIN

(hushed)

Who is this guy?

Suddenly, THREE OF THE FLYING WINGS descend upon Sky Captain and Polly... firing at will. Bullets whizzing by.

SKY CAPTAIN

Hold on...

Sky Captain makes a series of dangerous rolls as he attempts to out-maneuver the Flying Machines. He rockets over the streets of Manhattan leading the Machines on a perilous chase through the maze of skyscrapers.

Polly holds up her camera trying to get a clear shot of the spectacle. She turns to Sky Captain, frustrated.

POLLY

Can't you get any closer?

SKY CAPTAIN

(angry, sarcastic)

Sure Polly, you just say when...

Just then, TWO MORE FLYING WINGS join the chase, punching a string of bullet holes through the side of Sky Captains plane. Polly's window cracks, splintering in front of her eyes.

Sky Captain instinctively flips the plane on it's side to evade another volley of gun fire but NICKS A LIGHTED THEATER MARQUEE, CAUSING A STRING OF BULBS TO EXPLODE, SPARKS FLY EVERYWHERE.

He swerves to avoid another building, then levels off as he continues to pursue the machine in front of him. He turns back to Polly, breathless. They're practically on top of the other flying machine. Polly's eyes are wide.

POLLY

When.

Her hand trembling slightly, she CLICKS off the shot.

WIPE TO:

58 INT. FLYING LEGION HQ - MAP ROOM - DUSK - FW

58

Dex is standing in front of the communications array when he hears Sky Captain's voice over the headset, the noise of the battle is heard in the background.

SKY CAPTAIN (OS)

Tell me you got something Dex, we're getting clobbered up here...

Dex unwraps another wad of bubble gum and nervously pops it into his mouth as a flash of electricity shoots out from the control panel. Muffled explosions rattle the building as debris rains down.

DEX

It's no picnic down here either... Hang in there Cap, I've almost got him...

59 EXT. CITYSCAPE - DUSK - FW

59

Sky Captains Warhawk rips down the narrow streets of the city, pedestrians look into the sky at the incredible sight passing over head.

SIX FLYING WINGS ARE NOW LINED UP BEHIND SKY CAPTAIN, LOCKED ONTO HIS TAIL, BLASTING AWAY.

60 INT. SKY CAPTAIN'S WARHAWK - DUSK - FW...

60

Polly looks out the back, then turns forward again. She writes furiously in her pad, mouthing the words out loud as she writes them.

POLLY

Six... on... our... tail.... Escape...
seemed... impossible. Outmanned....
Outgunned... Hopeless...

This visibly irritates Sky Captain...

SKY CAPTAIN

Do you always have to write out loud?

Another volley of bullets strike the plane and Sky Captain twists the flight stick, flipping them upside down, escaping certain death. He shouts into his headset microphone.

SKY CAPTAIN

(in microphone)

Dex?!!!

DEX (O.S.)

Thirty seconds, Cap... that's all I need...

SKY CAPTAIN

Thirty seconds?!

DEX (O.S.)
Plus or minus.

Polly grabs the mic as bullets PING into the plane.

POLLY
Dex hon?

DEX (O.S.)
Yeah Polly?

POLLY
HURRY!

Two more planes appear from behind two buildings heading
STRAIGHT FOR THEM.

SKY CAPTAIN
HOLD ON!

61 EXT. CITYSCAPE - DUSK - FW

61

Sky Captain pulls back on his flight stick as he rockets through TIMES SQUARE, propelling his plane skyward. The Warhawk shakes and groans, straining as it slingshots into the clouds, away from the streets of Manhattan. The Flying Wings in fast pursuit.

WIPE TO:

62 EXT. FLYING LEGION HQ - ABOVE - DUSK - FW

62

A panoramic view of the base. Searchlights scan the heavens while shells EXPLODE all around them. The entire base is ablaze as more FLYING MACHINES descend in overwhelming force...

63 INT. FLYING LEGION HQ - MAP ROOM - DUSK - FW

63

Dex stands over the map as his technicians shout out coordinates...

TECHNICIAN
Thirty degrees, bearing zero zero five...

Dex continues to mark lines on the map with a compass... each new coordinate drawing the circle closer and closer... Suddenly, A CREWMAN races in...

CREWMAN #2
Dex... we can't hold them off any longer... we have to evacuate...

Dex continues to stand his ground even as the building begins to collapse around him.

DEX
I'm almost there...

CREWMAN #2
There's no time Dex... we have to go now!

DEX
Go ahead without me... I'm right behind you...

Another coordinate is shouted out and another... until Dex has isolated one tiny spot on the map and DRAWS AN 'X' THROUGH IT. He smiles, disbelieving.

DEX
Got you...

Dex picks up his microphone and shouts into it...

DEX
Joe... I found him... Joe...

Just then... KABOOOMMMM!

A massive EXPLOSION rocks the control room. Dex hits the ground hard... wincing as his ribs absorb the shock. His mind reeling, Dex looks down to see he holds a small piece of map with the 'X' he drew on it, having ripped it from the larger map as he fell.

Dex tries to move, but looks down to see his leg is trapped, pinned under a ton of concrete and steel. He pulls at it, to no avail then looks up to see a large opening formed in the wall. Through the smoky haze... something begins to emerge.

Dex watches incredulous as THE DARK SHAPE OF THE MYSTERIOUS WOMAN enters, flanked by TWO MASSIVE WALKING MACHINES.. Their arms resemble TENDRILS made of coiled steel.

Dex searches the rubble for something... desperate... when his eyes suddenly light... he spies his RAY GUN lying only a few feet away... He strains to reach it, his fingers grazing it... he slowly draws it closer, scooping it up he immediately FIRES THE GUN AT ONE OF THE ROBOTS... RINGS OF LIGHT ARE SHOT FROM THE GUN... striking the robot at it's midsection... THE MACHINE GLOWS WHITE HOT, THEN SLUMPS FORWARD, DROPPING TO THE GROUND, LIFELESS.

Dex turns to fire at the second machine, but the machine is too quick...

it's serpentine coils lash out, wrapping tightly around Dex's wrist, causing him to drop the gun. The robot then reaches out with another tentacle and circles Dex's waist, lifting him into the air. Dex struggles in vain, unable to wrest himself from the robots grasp. He looks at THE MAP in his hand, desperate, you can see the wheels turning in his head...

WIPE TO:

64 INT. SKY CAPTAIN'S WARHAWK - DUSK - FW

64

Sky Captains Warhawk is slammed by another volley of machine gun fire. Black smoke pours from the exhaust manifold causing the plane to sputter and choke, stalling.

SKY CAPTAIN

I can't out run them much longer...

The Warhawk takes another hit, it shudders violently...

SKY CAPTAIN

Hold on!

Sky Captain suddenly and unexpectedly PUSHES DOWN on his flight stick, sending the Warhawk HURTLING TOWARD THE OCEAN. Polly reacts in disbelief...

POLLY

What are you doing?!

Polly looks out the front windshield to see the ocean coming fast at them. Her eyes light in horror.

POLLY

Joe, what are you doing? We're heading straight down... you'll kill us...

SKY CAPTAIN

I know what I'm doing...

POLLY

We're going too fast... we're not going to make it... you have to pull up...

(to Sky Captain)

Pull up, Joe! Pull up!

Sky Captain struggles with the controls as the FLYING WINGS regroup. They are only moments from crashing into the oceans surface... sure to die...

CIRCLE WIPE TO:

GRAPHIC CARDS:

65

CLOSING CHAPTER CARD:

NEXT TIME
CHAPTER THREE
"SHADOW OF TOMORROW"

FADE OUT.

FADE IN:

Title Card Reads:

CHAPTER THREE
"SHADOW OF TOMORROW"

FADE OUT:

FADE IN:

A GRAPHIC CARD is displayed. This card shows a stylized photograph of DEX. Text at the bottom of the card reads:

DEX HAS LOCATED THE SOURCE OF A
MYSTERIOUS RADIO TRANSMISSION BUT HAS
FALLEN INTO THE HANDS OF DOCTOR
TOTENKOPFS DEADLY MACHINES, UNABLE TO
WARN SKY CAPTAIN.

This card dissolves into ANOTHER CARD which shows a photograph of SKY CAPTAIN AND POLLY.

MEANWHILE, SKY CAPTAIN'S WARHAWK HAS BEEN
ATTACKED BY STRANGE FLYING MACHINES AND
IS ABOUT TO CRASH INTO THE OCEANS
SURFACE.

From this chapter card we...

CIRCLE WIFE TO:

66 INT. SKY CAPTAIN'S WARHAWK - DUSK - UE

66

[Once again, we watch the last few seconds of the previous chapter before we pick up the story here...]

...with only seconds from crashing onto the waters surface,
SKY CAPTAIN SHOUTS THROUGH HIS HEADSET MICROPHONE...

SKY CAPTAIN
Switching to amphibious mode!

...And we watch as a series of servo mechanisms are activated causing THE VENERABLE WARHAWK TO TRANSFORM, SEALING ITSELF...

...Inside the cockpit, Polly closes her eyes, bracing for impact as they STRIKE the water...

...but miraculously they do not crash...

Instead, they safely penetrate the surface, jetting UNDERWATER and causing the SIX FLYING MACHINES TO COLLIDE WITH EACH OTHER IN A TERRIFIC FIREBALL AS THEY SMASH INTO THE OCEAN'S SURFACE!

UNDERWATER

Polly's face is pinned to the window, stunned as they glide beneath the ocean.

POLLY

We went underwater...

She turns to see Sky Captain calmly piloting the plane, her face is a question mark...

SKY CAPTAIN

Dex rigged it up... got the idea from one of his comic books...

A slow burn as a look of realization crosses Polly's face.

POLLY

You knew this and you let me think we were going to crash?

She shoves the back of his chair in a rage...

POLLY

Damn it Joe! I thought we we're going to die! You should have said something!...

SKY CAPTAIN

I was a little busy trying to save our lives...

POLLY

You should have told me...

SKY CAPTAIN

Look, Polly... you're the one who asked to tag along, not me... if you can't take it, it's not my fault...

Polly is seething, her natural toughness now coming through.

POLLY

I can take it.... I can take anything you dish out.

SKY CAPTAIN

Good... because this was nothing.

Sky Captain quickly re-engages the main engines...

ON THE SURFACE

The calm sea is soon shattered as Sky Captains plane reappears, bursting through the waters surface and a dissipating cloud of smoke as pieces of the Flying Machines continue to rain down.

Sky Captain lifts his microphone...

SKY CAPTAIN

Dex, come in... do you read me? Dex...

Sky Captain and Polly listen, but there is no answer, only the steady hiss of static. They exchange a glance...

67 EXT. SKY - DUSK - DD

67

Sky Captain's P-40 rockets through the sky as we...

WIPE TO:

68 INT. SKY CAPTAIN'S WARHAWK - DUSK - DD

68

Inside the cramped cockpit, Polly leans up next to Sky Captain, looking out the front window. In the distance, the Flying Legion is in flames, the scope of the destruction just now coming into view.

POLLY

My god... Joe...

69 INT. FLYING LEGION HQ - DEX'S HANGER - DUSK - DD

69

Sky Captain and Polly now appear as hazy shadows moving through the thick smoke. Emergency crews are everywhere, dousing flames and pulling victims from the rubble.

Sky Captain sees a group of men attempting to clear a heavy steel beam that blocks the doorway to the MAP ROOM. He races for them as one of the crewmen turns to Sky Captain, urgent.

CREWMAN

It's Dex... They've got Dex...

Sky Captain's face betrays a look of horror... then shock turns to rage as he quickly takes charge, moving to the door frame where the STEEL BEAM blocks the entrance. He leans into it, using all his might, he calls on the other crewmen...

SKY CAPTAIN

Help me...

A herculean effort, the men push the steel beam with sheer brute force... the SOUND of TWISTING METAL as the beam finally gives way, dropping to the ground with a heavy CLANG, opening a narrow tunnel into...

70 INT. FLYING LEGION HQ - MAP ROOM - DUSK - DD

70

Sky Captain and Polly squeeze through the small passageway, emerging into the map room where they are stopped by the incredible sight of a DOZEN WALKING MACHINES. An INFESTATION. They move through the Map Room like insects, searching... looking for something...

POLLY

They're everywhere...

Suddenly, one of the machines lashes out, grabbing Sky Captain with one of it's TENTACLES, wrapping itself around his hand.

POLLY

Joe... look out!

Sky Captain reacts fast, pulling his gun as he twists his body, firing one round... it finds it's target, SHATTERING THE ROBOTS 'EYE'. The machine recoils, releasing Sky Captain as it flails about, blindly...

The OTHER MACHINES now react, alerted to Sky Captains presence, they scatter, escaping through the massive hole blasted in the side of the hanger like cockroaches.

Sky Captain and Polly race after them, sprinting toward the opening where they are KNOCKED BACKWARD by THE WASH generated from the exhaust of a MASSIVE FLYING MACHINE that rises in the air before their eyes...

Sky Captain raises his gun and FIRES AT THE FLYING MACHINE in vain. Bullets merely bouncing off. He can only watch as the ship arches skyward, joining a dozen more FLYING MACHINES silhouetted against the full moon, impossibly out of reach.

Polly turns to Sky Captain, urgent.

POLLY

They're getting away, Joe... we have to stop them!

She starts to run back through the map room, but Sky Captain stops her...

SKY CAPTAIN

It's too late... they're gone...

POLLY

They've got Dex, Joe... We have to try...

Polly resists, but Sky Captain continues to hold her.

SKY CAPTAIN

They're gone...

A long beat as Polly slowly accepts this defeat... She turns to look out onto the complete destruction of the base..

POLLY

Why would Totenkopf do this? Why Dex...
it doesn't make any sense...

Sky Captain looks down to see a stack of Dex's comic books scattered across the ground. The signs of a struggle. He lifts one of the comics, blood is smeared across the cover.

SKY CAPTAIN

He was looking for something...

Unseen by Sky Captain, a look of guilt crosses Polly's face. She silently reaches into her pocket and withdraws the TEST TUBES Doctor Jennings gave her. She looks at the test tubes briefly, when she sees something on the ground below her feet. She stuffs the test tubes into her pocket and reaches down to pull something from the rubble.

SKY CAPTAIN tosses the comic book to the ground and reaches down to find Dex's RAY GUN. He lifts it, stoic.

SKY CAPTAIN

Dex said he knew where the transmission was coming from. He must have gotten too close... he was trying to tell me--

Suddenly, off screen we hear Polly's voice...

POLLY (OS)

Joe...

Sky Captain stuffs Dex's ray gun in his pocket as he turns to see Polly staring at him with deadly concern. She is holding A GUM WRAPPER. Sky Captain looks at Polly, curious, as her eye's begin to move up...

Sky Captain follows Polly's gaze to the ceiling where we see the incredible image of THE TORN SECTION OF MAP stuck to the ceiling by A WAD OF GUM...

...and squarely in the center of the map is the faint image of an 'X'. The 'X' that Dex drew. Sky Captain's eyes light in recognition, his face is different now... everything has changed. This is personal.

SKY CAPTAIN
(with sincerity and respect)
Good boy, Dex...

WE TURN BACK TO THE MAP... AND PUSH IN CLOSER TO THE 'X' WHERE WE SEE THE WORD, N E P A L, PRINTED PLAINLY ACROSS THE SCREEN AS WE BEGIN A SLOW DISSOLVE TO...

71 EXT. SKY - SKY CAPTAIN'S WARHAWK - DUSK - JS 71

The lone, droning sound of Sky Captain's engine is heard as the small fighter plane soars through the sky.

72 INT. SKY CAPTAIN'S WARHAWK - DUSK - JS 72

Polly is seated behind Sky Captain as he pilots the small plane. She has opened Doctor Jennings satchel and quietly sorts through the documents contained inside. Page after page of notations. Numbers. Graphs. Blueprints of strange machines, like Leonardo da Vinci might have dreamed up.

Polly's eyes slowly shift upward, careful that Sky Captain cannot see her as she reaches into her pocket and withdraws THE TWO TEST TUBES Doctor Jennings gave her. She studies them briefly, mystified, then scribbles a series of notes in the margin of her note pad: Virus?? Explosive?? Poison??

Polly lingers on the test tubes briefly then carefully wraps them in a piece of cloth and stuffs them back into her pocket. Her attention then turns back to the satchel.

CLOSE - ON POLLY

studying, examining the documents. Sky Captain turns to see her shaking her head in wonder...

SKY CAPTAIN
What?

POLLY
Totenkopf was awarded his first patent
when he was only twelve years old...

Sky Captain watches Polly as she flips through another page and continues reading.

POLLY

By seventeen he had already received two doctorates and was one of the most highly regarded minds of his day. (A BEAT)... Then a darker side began to emerge. First, animals began disappearing in his village, only to be found later, dead and mutilated. Victims of unthinkable experiments.

(she pauses)

Then children...

(looks up, horrified)

Reports of missing children...

She finds a loose folder inside the satchel and opens it to reveal... PHOTOGRAPHS.

73 TOTENKOPF MONTAGE - DUSK - JS

73

Totenkopf's face evolves through the various stages of his life as represented in the pictures in the satchel...

POLLY

He was born on April 3, 1847, disappeared October 10, 1908. He did things in his lifetime that no one to this day has been able to reproduce. Things history never recorded.

As Polly reads, we see glimpses of mutilated creatures. Bodily organs suspended in liquid solutions, held in place by electrodes. And finally, photographs that reveal examples of epic, impossible scientific miracles...

POLLY

One year after his disappearance, ominous rumors began circulating among the German parliament. Whispers that Totenkopf had begun work on what was darkly hinted to be a doomsday device. Efforts to locate him have consistently failed and to this day, his whereabouts remain a mystery. No one has seen him for more than thirty years.

74 INT. SKY CAPTAIN'S WARHAWK - DUSK - JS

74

Polly's eyes glaze over in a hushed awe.

POLLY

What have you been up to, Doctor?

Polly lingers on the documents for a moment when her eyes slowly turn to see Sky Captain staring silently out the window. He hasn't heard a word she has said. Polly watches him for a moment, a thoughtful look crosses her face.

POLLY

He'll be okay, Joe... Dex can take care of himself.

Sky Captain slowly turns to look at Polly, stoic...

POLLY

We'll find him...

Sky Captain nods, taking some comfort in Polly's words... A silent moment between them when he notices a peculiar envelope sticking out of the satchel she holds.

SKY CAPTAIN

What's that?

VIEW ON envelope

We can SEE it is a private correspondence -- addressed to Doctor Georen Totenkopf -- in the corner is the return address of THE MINISTRY OF SCIENCE --

Polly's hand pushes through the packet and comes up with an official looking document, written in German.

POLLY

It's a patent certificate...

Polly doesn't look up, speaking in monotone as she continues to study the document.

POLLY

It was awarded to Doctor Totenkopf for a process called... inverse particle refraction...

SKY CAPTAIN

Which means what?

POLLY

(laughs, incredulous)
Invisibility...

(looks up)
He holds the patent on invisibility.

Polly and Sky Captain exchange a glance as we...

DISSOLVE TO:

5 EXT. SKY - DUSK - JS

75

We follow Sky Captain's P-40 as it descends through a dense patch of clouds revealing the contours of the earth below. The landscape appears to be ETCHED WITH THE LINES OF AN ATLAS. IT LOOKS AS IF THEY ARE FLYING OVER A REALISTIC MAP.

We pass over THE SOUTH CHINA SEA... to HONG KONG... BHUTAN... the names of each region appearing on the ground below.

Until finally... The vast, epic slopes of THE HIMALAYAS come into view. We soar between the icy peaks of the Kanchenjunga Range over the Tibetan plateau to Nepal... We can now see the letters that spell out, N E P A L, printed unmistakably on the ground below.

Closer on the mountain range, we see the image of a BASE CAMP come into view... A group of shelters and tents spread out over a frozen lake bed.

76 EXT. SHERPA BASE CAMP - DUSK - JS

76

A NEPALESE SHERPA is seen stepping out of a small shelter, waving up at Sky Captain's plane as it flies overhead... this is KAJI. A stout man in his late forties. TWO MORE MEN are seen with Kaji, FELLOW SHERPAS, all dressed alike, wearing sheepskins, fur hats and boots.

DISSOLVE TO:

77 EXT. SHERPA BASE CAMP - TARMAC - DUSK - JS

77

Sky Captain rolls to a stop on the icy, makeshift tarmac. He cuts his engine and slides open the canopy... climbing out onto the wing where he helps Polly to the ground.

KAJI comes up to greet them, a ball of energy as he spouts orders to his fellow Sherpas who begin to unload the plane, taking boxes from Sky Captain as he hands them down from the wing.

KAJI

Captain Joe, my friend... I'm so glad to see you again...

SKY CAPTAIN

It's good to see you too, Kaji...
(gestures to Polly)

This is Polly Perkins... she's coming with us.

Kaji greets her warmly, shaking her hand.

POLLY
How do you do?

Sky Captain looks down at Kaji as he continues to unload the plane, handing another box to one of the Sherpas.

SKY CAPTAIN
(to Kaji)
Did you get the maps I needed?

KAJI
Yes, they're inside...
(pauses, coy)
Did you remember something for me?

Sky Captain reaches inside the Warhawk and withdraws three, large, flat boxes for Kaji... handing them to him.

SKY CAPTAIN
Three cases, just like you asked.

Kaji eagerly takes the boxes from Sky Captain and reaches inside, pulling out a round canister. He holds it out for Polly to see, smiling with a big toothy grin.

KAJI
Vienna sausages...
(misty eyed)
Oh god, it's been so long...

Kaji lifts the box and starts toward the makeshift camp.

KAJI
Come, I will show you the maps.

Polly and Sky Captain exchange a glance as Polly turns, watching Kaji waddle off, suspicious...

POLLY
How well do you know him?

SKY CAPTAIN
Kaji? He's an old friend... why?

POLLY
I don't trust him...

Sky Captain lifts a heavy duffle bag, carrying it to the side of the plane as he looks down at Polly...

SKY CAPTAIN
That's funny... he said the same thing
about you... (holds up the bag) Here...

Sky Captain throws the duffle bag to Polly.

SKY CAPTAIN
Make yourself useful.

Polly catches the duffle bag, stumbling backward angrily as we turn to see the TWO SHERPAS exchange an ominous glance. Call them SCARY AND CREEPY.

DISSOLVE TO:

78 INT. SHERPA BASE CAMP - SHELTER - DUSK - JS

78

Kaji, Sky Captain and Polly are sitting around a small wooden table studying a map laid out on top of it.

SKY CAPTAIN
Dex tracked the signal to this valley here... north of Karakal...

Sky Captain produces the torn piece of map Dex left him, lining it up... He points to the spot where Dex intercepted the signal.

SKY CAPTAIN
This is where the transmission originated...

But the area that Sky Captain points to on the map has no markings... no name. He looks puzzled.

SKY CAPTAIN
Why is there no writing here... What is this?

Kaji studies the map, his face looks troubled...

KAJI
(hushed reverence)
Shambhala...

POLLY
You know it?

KAJI
It is forbidden. It is believed to be the source of the Kalacakra... Tibetan magic. Those who live there are said to have supernatural powers...

SKY CAPTAIN
Can you take us there?

Kaji grows quiet, he studies the map, considering it.

KAJI

No one has ever ventured so far, it will be dangerous... Shambhala is said to be protected by the priests of the Kalacakra Lamasery... If they find us there, they will kill us.

SKY CAPTAIN

Why? What's so special about this place?

KAJI

Shambhala is known by many names... to the Hebrew it is Eden, to the ancient Greek it was Empurios... (a beat)... You may know it as... Shangri-la.

The flap of the tent suddenly flies open with an icy gust of wind as one of Kaji's Sherpa's enters, speaking in Nepali... Kaji answers him then turns back to Sky Captain and Polly.

KAJI

There is a storm coming... if you still wish to go, we must go now...

Sky Captain turns to Polly who looks at him, not sure what awaits them. They stare down at the unmarked region on the map as we...

DISSOLVE TO:

79 EXT. THE KANCHENJUNGA MOUNTAIN RANGE - DUSK - JS 79

A light snowfall has begun as the FIVE PERSON CARAVAN made up of SKY CAPTAIN, POLLY, KAJI and the TWO SHERPAS, SCARY AND CREEPY, start up the mountain.

A SERIES OF LAP DISSOLVES

shows the party on various stages of what looks like a humanly impossible journey. We see them first walking - then climbing against the white vastness of the mountain range.

Halfway up the mountainside, the procession moves around a narrow ledge overlooking a deep ravine.

Polly clings against the icy sides and glances apprehensively down into the abyss below. Some rock gives way under her foot and she slips.

It looks as if she will fall into the ravine below, but Sky Captain's quickness saves her, grabbing her by the arm he pulls her to safety.

The TWO SUSPICIOUS SHERPAS, SCARY and CREEPY, move behind Sky Captain and have a silent communication... SCARY begins to draw his blade when CREEPY gives him a look that says "Be patient".

They continue to the top of a small ridge. Icy peaks stand cold and high in the distance. Sky Captain sidles up next to Kaji who looks out into the wilderness. Kaji points to the vast, snow-covered mountain peaks that seem to stretch on endlessly before them.

KAJI

This is where civilization stops... a blank on the map. We must be very careful from here...

Suddenly, we HEAR the Sherpas SHOUTING EXCITEDLY in the distance. Sky Captain turns to see Kaji urgently motioning for him...

KAJI

Toe... come... hurry...

Sky Captain and Polly exchange an expectant glance then turn and start hurriedly toward Kaji who leads them up the final few feet of the mountain peak... where something slowly comes into view, rising from behind the mountain ridge.

80 EXT. ICY PLATEAU - DUSK - JS

80

Sky Captain's eyes light in amazement.

SKY CAPTAIN

Totenkopf...

Polly sidles up next to him and we now see an impossibly huge shape rising from the deep mountain valley... A TRANSMITTING TOWER, HALF BURIED IN THE SNOW... A low, electrical HUM is heard emanating from the tower as a dim light blinks intermittently at it's peak.

Racing to the base of the massive tower, knee deep in snow, they stop in astonishment at the sight that surrounds them-- the radio tower is merely the tip of the iceberg...

FROM THE ICY PLATEAU

As the camera pulls back, the mountain peak on which they stand becomes just a dot overlooking the staggering vastness of an incredible SUBTERRANEAN MINE.

Immense power stations stand on either side of the entrance along with other exotic equipment. A shimmering maze of ice tunnels, reinforced with steel beams, lead to dark side chambers with abandoned mine cars waiting on rails.

Sky Captain withdraws a pair of binoculars from his backpack and scans the area. Polly looks on in awe...

POLLY

What is it?

SKY CAPTAIN

It looks like a mining outpost...

From it's weathered appearance we can see that the mine has long since been abandoned. The machinery left where it stands, ravaged by the effects of time. Kaji stares at this forbidding sight, troubled...

KAJI

Something bad happened here...

Sky Captain sweeps the area with his binoculars. He follows the steel shape of a RAIL BRIDGE that leads to the mouth of the gargantuan mine. An eerie stillness cloaks the mine.

SKY CAPTAIN

(scanning the area)

It looks abandoned...

(to Kaji)

Tell your men we're heading down... I want to get a closer look.

Sky Captain turns to see Kaji staring forward, fear in his eyes. Sky Captain looks at him strangely, apprehensive.

SKY CAPTAIN

Kaji?

Suddenly, there is a violent flash as Kaji is struck by something. He falls to the ground, unconscious. Sky Captain instinctively wheels around to see CREEPY holding a knife to Polly's throat, she struggles against his grip...

POLLY

Joe!

Sky Captain starts toward Creepy but stops when he sees SCARY step forward holding a knife, poised to strike.

SKY CAPTAIN

Let her go...

SCARY

Give me the vials and the girl will live...

SKY CAPTAIN

What vials? What are you talking about?

Scary subtly nods to Creepy, an evil smile twitches at the corners of the Sherpa's mouth as he presses the blade deeper into Polly's skin...

SCARY

I will not ask a second time...

SKY CAPTAIN

I told you... I don't know what you're talking about... you'll just have to kill us...

SCARY

As you wish...

Scary nods again and Creepy starts to slit Polly's throat when...

POLLY

Wait!

All eyes on Polly... a beat as she hesitantly reaches into her backpack and slowly withdraws A SMALL BUNDLE OF CLOTH.

She carefully unrolls the cloth, revealing the TWO TEST TUBES Doctor Jennings gave her. Sky Captain looks at her, his face is a question mark... Polly looks at Sky Captain, her eyes full of guilt.

POLLY

I'm sorry, Joe...

Creepy snatches the tubes from Polly's hand and pushes her into Sky Captain's arms. Scary moves to one of the ICE TUNNELS and pushes open a heavy IRON DOOR leading to the entrance. He motions threateningly for them to enter.

SCARY

Please...

81 INT. ICE CHAMBER - DUSK - JS.

81

Sky Captain and Polly move inside the ICE CHAMBER as Scary and Creepy stand behind them at the door.

SCARY

Goodbye my friends... your journey ends here...

The IRON DOOR SWINGS SHUT BEHIND THEM, followed by the sound of a massive bolt sliding into place. Locking them in.

A slow burn as Sky Captain turns to Polly, glaring...

POLLY

I was going to tell you, Joe... you have to believe me...

SKY CAPTAIN

What was in those vials?

POLLY

I don't know...

Sky Captain looks at her contemptuously, more lies...

POLLY

I'm telling the truth, Joe... Doctor Jennings gave them to me just before he died...

(it's all so incredible)

He said the world would end if Totenkopf got his hands on them.

SKY CAPTAIN

You expect me to believe that? You've done nothing but lie to me from the beginning...

POLLY

I'm a liar, Joe... but I don't exaggerate... that's what he said.

Sky Captain withdraws, a realization forming.

SKY CAPTAIN

That's what Totenkopf was looking for... That's why he took Dex.

POLLY

I'm sorry Joe, I never meant for any of this to happen...

Sky Captain suddenly turns away from Polly, listening to something... a faint HISSING SOUND.

SKY CAPTAIN

Shhh... Do you hear that?

Sky Captain holds up his lantern, illuminating a STACK OF CRATES THAT REACH THE CEILING. Beneath the crates lie a row of BARRELS that line the floor.

SKY CAPTAIN
(suddenly suspicious)
Where are we?

Sky Captain moves toward one of the crates and pries open the lid revealing STICKS OF DYNAMITE INSIDE. His eyes slowly pan the room with a look of dread. Hundreds of crates surround them. The room is filled with explosives.

SKY CAPTAIN
(sighs wearily)
Dynamite.

POLLY
(numb, a realization forming)
We played right into his hands. Tolankovf brought us here on purpose... he brought us here to die.

SKY CAPTAIN
We're not dead yet.

The HISSING SOUND grows louder.

POLLY
That noise again.

Polly and Sky Captain turn back toward the door when their eyes grow huge as they now see... A DOZEN LIT FUSES CREEPING UP THE WALL AND ACROSS THE CEILING! Hopelessly out of reach.

Sky Captain and Polly look at each other... then race for the door, pounding on it in vain. They can only watch as the fuses draw nearer... seconds from igniting.

CIRCLE WIPE TO:

82 GRAPHICS CARDS - DUSK - IC

82

CLOSING CHAPTER CARD:

NEXT TIME
CHAPTER FOUR
"THE FLYING FORTRESS"

FADE OUT.

FADE IN:

Title Card Reads:

CHAPTER FOUR
"THE FLYING FORTRESS"

FADE OUT:

FADE IN:

A GRAPHIC CHAPTER CARD is displayed. This card shows a stylized photograph of SKY CAPTAIN AND POLLY. Text at the bottom of the card reads:

SKY CAPTAIN AND POLLY HAVE TRACKED THE
MYSTERIOUS RADIO SIGNAL TO THE
TREACHEROUS MOUNTAINS OF NEPAL...

This card dissolves into ANOTHER CARD which shows a posed photograph of SKY CAPTAIN AND POLLY.

TRAPPED INSIDE AN ICE CAVE FILLED WITH
DYNAMITE, POLLY AND SKY CAPTAIN HAVE ONLY
SECONDS BEFORE THE CHAMBER EXPLODES.

From this chapter card we

CIRCLE WIPE TO:

83 INT. ICE CHAMBER - DUSK - IC

83

[We watch the last few seconds of the previous chapter before we pick up the story here...]

...Sky Captain and Polly huddle against the door, holding each other close. Polly looks up at Sky Captain, a calm comes over her, resigned to their eminent death...

POLLY

Joe... just tell me something...

Sky Captain looks at Polly thoughtfully...

POLLY

In Nanjing... You were running around on me with someone, weren't you?

SKY CAPTAIN

No Polly.

She smiles, relieved. Sky Captain looks into her eyes.

SKY CAPTAIN

Polly listen, this may be the last time
we have together...

Polly leans in closer, intimate.

POLLY

Yes Joe?

A beat.

SKY CAPTAIN

Did you sabotage my plane?

Polly's face turns to rage...

POLLY

God damn it Joe! I didn't sabotage your
lousy airplane! Our last moment together
and this is all you have to say to me?!

SKY CAPTAIN

Polly...

Polly struggles against Sky Captains embrace...

POLLY

Let go of me!

She pushes Sky Captain hard and he slams against the steel
door... and just then, as if from the impact of his body, THE
DOOR LOCK SPRINGS OPEN.

Sky Captain and Polly exchange an incredulous look, as the
door suddenly swings open. IT'S KAJI, rubbing the back of
his head in pain. He looks down at Polly and Sky Captain
huddled together, puzzled.

KAJI

Here you are... I looked for you
everywhere...

(looks at the door, curious)

Why have you locked this door?

Sky Captain and Polly stare in stunned silence at Kaji. Kaji
looks back at them, suddenly self-conscious, unaware of the
danger they are in...

KAJI

What?

A beat...

SKY CAPTAIN AND POLLY
(shouting)
RUN!!

Sky Captain and Polly start out of the chamber when Polly suddenly stops and turns back.

POLLY
My film...

Polly starts BACK INTO THE CHAMBER moving toward a canvas bag that lies against one of the crates. Sky Captain is incredulous. He grabs Polly and pulls her back roughly.

SKY CAPTAIN
Polly! Leave it! There's no time...

84 EXT. ICY PLATEAU - DUSK - IC

84

Sky Captain, Polly and Kaji tear off across the mountain top, sprinting towards us as fast they can...

BUT AT THE SAME MOMENT

INSIDE THE CHAMBER - The fuse reaches the crates. A nanosecond of SILENCE, then...

KABOOOOOMMMM! The mine shaft does not merely EXPLODE, it practically VAPORIZES. Our heroes are thrown like rag dolls as a great wall of flame passes overhead. Seconds later the echo of the blast subsides and everything is silent...

Barely conscious, Sky Captain feebly lifts his head to see a shape in the distance, it's Polly lying unconscious in the snow. He fears the worst...

SKY CAPTAIN
Polly...

He squints into the white haze, when he sees something moving slowly toward them-- the faint glow of flickering torchlights. Approaching from the windswept horizon are a HORDE of strange-looking natives.

The natives are dressed in black with hoods that conceal their faces. Sky Captain turns to Polly lying just out of reach from him...

SKY CAPTAIN
(weak, barely audible)
Polly....

He struggles to move closer then drops into unconsciousness.

From a distance, we watch as the natives lift Sky Captain, Polly and Kaji, placing them on stretchers which they hoist into the air.

85 EXT. ICY PLATEAU - ABOVE - DUSK - IC

85

From above, we see a dark shape standing on a perch overlooking the mine, hidden from view. It is the MYSTERIOUS WOMAN. She looks down into her hand where we see the TWO TEST TUBES. She clinches them in her fist, then turns back to the FLYING MACHINE behind her.

As she walks away, THE CAMERA looks down to see the bodies of SCARY and CREEPY face down in the snow. Each with a knife buried deep between their shoulder blades. Dead.

CUT TO:

86 EXT. MOUNTAIN RANGE - DUSK - KC

86

We follow the procession of STRANGE LOOKING NATIVES down the winding slopes of the mountain as they carry Sky Captain, Polly and Kaji. As they near the crest of a cliff the fog surrounding them begins to clear and something begins to appear before them... an image not unlike a desert mirage.

From high above the mountain top is a sight that is both magnificent and incredible. Down below, in the hazy distance, is a valley which gives one the impression of a huge tapestry. The eye-filling horizon throws out softness and warmth that is breathtaking. In every direction, wherever one might gaze, there is a feast of strange and heavenly beauty...

This is SHANGRI-LA

Incredibly, as they enter the valley, the wind and snow does not follow them. Sky Captain's eyes strain to open, trying to focus... he looks back, where only a few feet away, a blizzard is raging... in front of him, a tranquil valley, mysterious and inviting... He strains, mumbling....

SKY CAPTAIN
...shangri-la...

FADE TO BLACK.

FADE IN:

87 INT. ORNATE ROOM - DUSK - KC

87

We are on Polly's sleeping face. A wash of sunlight bathes her in a warm glow, she looks peaceful. Beautiful.

After a moment, Polly begins to stir. Her eyes slowly flutter open, awaking from a comfortable sleep. At first, Polly lays still, staring blankly at the ceiling...

Then a strange look comes over her face and her eyes move slowly down as she lifts the blanket that covers her, peeking inside... Her eyes suddenly grow big... she quickly pulls the blanket against her body.

POLLY
...my clothes...

Polly is now wide awake. She pulls the blanket to her neck as her eyes move across the room, turning her head slightly, she rolls over to the other side of the bed where she finds herself FACE TO FACE WITH SKY CAPTAIN... also naked. She yelps, startled as he smiles back at her...

POLLY
What are you doing? Get out of here!
Get out!

SKY CAPTAIN
Not unless you've got a pair of pants
hidden under there...

Polly's eyes move down Sky Captain's body concealed beneath the blanket, mortified.

POLLY
You're not...?

SKY CAPTAIN
Naked? You can say it Polly...

POLLY
This isn't funny, Joe... What happened to
us? Where are we? Who took our
clothes?

He stares at her, grinning impishly. He's enjoying this. Polly pulls the blanket closer to her, self-conscious.

POLLY
Stop looking at me like that...

SKY CAPTAIN
Like what?

POLLY
Turn around Joe, I'm not kidding... turn
around...

Sky Captain smiles, giving in to her.

SKY CAPTAIN

Fine...

He rolls over to the other side of the bed... where he finds himself suddenly staring FACE TO FACE WITH KAJI. Also naked. Sky Captain's eyes widen at the sight of the burly Sherpa staring back at him.

KAJI

(sheepish)

Hi Joe.

Now Sky Captain pulls the covers close to his body... when, suddenly the door opens and Sky Captain, Polly and Kaji all turn, holding the blanket tightly to their necks.

They look up to see the strange, painted face of a KALACAKRA PRIEST standing over them. Sky Captain and Polly watch mystified as Kaji moves his hands up to touch his forehead in silent greeting. Kaji nudges Sky Captain to follow suit and he in turn elbows Polly. The Priest looks at Sky Captain's bewildered face and smiles faintly.

Polly turns slightly to Kaji, whispering...

POLLY

Ask him what they did with our clothes.

Kaji translates and we hear the Priest reply.

KAJI

(translating)

He's says our clothes were burned...

POLLY

Burned? Why?

KAJI

(translating)

He says the mine is poisonous... that our clothes were infected...

They watch silently as THREE MORE PRIESTS enter, bringing with them new clothes and plates of food.

KAJI

(translating)

He says they have arranged for a porter to lead us back down the mountain, he will take us there once we have dressed...

Sky Captain acknowledges the Priest as he turns to Kaji.

SKY CAPTAIN

Tell him we appreciate that... but
explain to him that we're looking for a
man...

Kaji speaks to the Priest in his native Tongue. The Priest
answers him and turns to leave as Kaji translates.

KAJI

He says that we must leave before dark,
that there is nothing more he can do for
us.

The Priest starts out the door when Sky Captain sits up.

SKY CAPTAIN

Tell him it's important we find him.

Kaji translates but the Priest continues toward the door.

SKY CAPTAIN

Tell him his name is Totenkopf.

The Priest suddenly stops at the doorway, reacting to the
name. He slowly turns and looks at Sky Captain. Kaji
translates as he speaks.

KAJI

He asks what you want with this man.

Sky Captain looks at the Priest, intense.

SKY CAPTAIN

I've come to kill him.

The Priest looks at Sky Captain, his face betrays no emotion.
A beat and he begins to speak as Kaji translates.

KAJI

He says he will help you...

DISSOLVE TO:

88 EXT. SHANGRI-LA - DUSK - KC

88

Sky Captain, Polly and Kaji follow the Priest through a
garden path that cuts through the center of the village.
They feast their eyes on the grandeur of the place,
overwhelmed by the strangeness of their experience.

Polly withdraws her camera and checks the small counter
gauge, it displays the number, '2'. Her face goes white.

POLLY

This can't be happening... I only have
two shots left... We're in Shangri-La and
all I have is TWO SHOTS!

She turns to Sky Captain, shattered...

POLLY

Everything I had was in that bag. You
should have let me go back for my film!

SKY CAPTAIN

(annoyed)

You're right, I should have.

Polly raises her camera and looks through the viewfinder at this wondrous place when Kaji suddenly reaches out and gently lowers the camera. Polly looks at Kaji strangely then follows his gaze to the Priest who stands watching her, distraught.

KAJI

This place is not meant for mans eye to
see.

Polly looks at the priest, feeling suddenly foolish.

POLLY

I'm sorry... I didn't mean anything...

The Priest smiles, motioning to the steps leading up to an ANCIENT LAMASERY. Polly, Sky Captain and Kaji follow behind the Priest, up the marble stairway into...

89 INT. SHANGRI-LA - LAMASERY - DUSK - KC

89

Sky Captain and Polly walk slowly through this holy place in horrified awe. We now see that the Lamasery has been converted into a makeshift LABORATORY.

They pass through the remnants of this crude lab, frozen in time, neglected for years. They see the remains of deformed skeletons still tied to operating tables, their jaws twisted in agony... other artifacts of horror are seen throughout the lab. Polly must look away.

POLLY

What happened here?

KAJI

(translating)

He says Totenkopf enslaved his people,
made them work in his mine.

(MORE)

KAJI (CONT'D)

But the workers grew sick, the mine was poisonous... Those who did not die right away were brought here for Totenkopf to study... using them for his unspeakable experiments. Mercifully, they did not live long...

SKY CAPTAIN

Where is he?
(to Kaji)
Ask him where Totenkopf is...

Kaji translates and we hear the Priest reply.

KAJI

He does not know... only that he is gone... many years now. This is all that remains of his terrible legacy.

Polly's eyes move across the deserted lab...

POLLY

Isn't there anyone left? There must be someone we can talk to...

The Priest looks off and fights the tears in his eyes as he starts speaking in Nepali.

KAJI

One man lives... the last of Totenkopf's slaves.

Sky Captain looks at the Priest and the torchlight reflected in his eyes.

SKY CAPTAIN

Take me to him...

CUT TO:

90 INT. SHANGRI-LA - SMALL SHELTER - DUSK - KC

90

Inside, a fire burns warmly as a wind-up phonograph plays an old Marlene Dietrich song. Off to one corner, lying in darkness, outstretched on a modest cot, lies A DYING OLD MAN, wrapped in a blanket... and he's creepy.

The Priest leads them next to the withered old man... his face is hidden in shadow... only a wrinkled, twisted hand is seen resting on his chest. Sky Captain turns to the Priest.

SKY CAPTAIN

May I speak to him?

The Priest gestures for them to approach the old man. They kneel down beside him. Sky Captain turns to Kaji...

SKY CAPTAIN

Ask him what happened to Totenkopf... if he can remember anything. Tell him it's important we find him.

Kaji turns to the old man and translates. After a moment we hear a faint, weak voice in reply... Kaji turns back to Sky Captain.

KAJI

(translating)

He wants to know why... why do you seek Totenkopf?

SKY CAPTAIN

Tell him I've come to make him pay for what he's done. To stop him from ever doing this again.

Kaji speaks to the old man and after a moment, we watch as the old man raises his crippled hand... pointing to something. Sky Captain turns to see the old man pointing to a STAFF propped against the corner wall. It resembles a short walking stick, about three feet long.

SKY CAPTAIN

His cane? Is he asking for his cane?

The old man continues to speak, barely audible. Kaji listens, translating.

KAJI

(translating)

He says to follow RANA, the staff will lead you there... to Totenkopf...

Sky Captain lifts the cane, puzzled, it looks unremarkable, except for an odd "T" shaped handle at the top.

SKY CAPTAIN

I don't understand...

(to Kaji)

Tell him I don't understand.

Kaji speaks to the old man... and the old man replies.

KAJI

(translating)

He says the same thing...

(MORE)

KAJI (CONT'D)
follow Rana to the great cliffs of
Bajarin... the staff will lead you.

SKY CAPTAIN
That doesn't make any sense... there's no
such place. Ask him again, Kaji... ask
him how I find Totenkopf...

KAJI
(translating)
He only repeats the same thing... Follow
Rana... follow Rana...

The old man begins to speak again, mumbling something, barely
audible.

KAJI
(translating)
He says now that he has helped you, you
must do something for him.

SKY CAPTAIN
Of course... Anything...
(softly, to the old man)
What do you want?

The old man reaches out to Sky Captain, pulling him closer.
As Sky Captain leans in, the old man slowly raises upward
moving into the light and we watch in stunned silence as A
HORRIBLY DISFIGURED MONSTER RISES UP. HIS FACE BEARS THE
MANY SCARS OF PAIN AND SUFFERING. He no longer resembles
anything human. The monster draws closer to Sky Captain with
sickening effect and whispers in his ear...

OLD MAN
Kill me...

On Sky Captains horrified face we...

DISSOLVE TO:

91 EXT. SKY - KC - DUSK - KC

91

We see Sky Captain's P-40 soaring toward us over the snowy
peaks of the Himalayas. As the plane draws closer we...

DISSOLVE TO:

92 INT. SKY CAPTAIN'S WARHAWK - DUSK - KC

92

Polly and Sky Captain sit quietly in the airplane, their
faces stoic... Only the low hum of the planes engine is
heard. After a long moment, Polly turns to casually glance
at the STAFF the old man gave them.

POLLY

What do you think he meant, Joe? Follow Rana?

Sky Captain looks dubious...

SKY CAPTAIN

He didn't mean anything... He was sick, half out of his mind. You said it yourself, Totenkopf led us there on purpose. All we've done is buy him time.

Polly suddenly sees something that arouses her curiosity. Her eyes narrow as she lifts THE STAFF, drawing it closer...

POLLY

Did you look at this?

SKY CAPTAIN

I looked at it, Polly. It's a stick...

Polly runs her finger along the edge of the staff, finding little notches carved along its side.

POLLY

It's got little markings on it, like a ruler.

Polly looks at the top of the staff where she sees two tiny pictures carved into it... one depicting THE MOON and the other A STAR.

POLLY

And there's a moon here... and a little picture of a star...

Sky Captains considers this briefly when his eyes suddenly light, a look of realization crosses his face as he remembers the line from a John Masefield poem...

SKY CAPTAIN

"And all I ask is a tall ship and a star to steer her by..."

(quietly, a revelation)

That's it...

Life surges back into Sky Captains face... He spins around, startling Polly who looks up, staring at him in the cramped quarters of the cockpit...

SKY CAPTAIN

He wasn't describing a place... he was describing a star. Rana is a star...

(MORE)

SKY CAPTAIN (CONT'D)

I can't believe I didn't see this all along...

POLLY

See what?

Sky Captain is suddenly all business while Polly is more affected by the intimacy of their closeness. She watches him affectionately as he works out the puzzle, oblivious to her.

SKY CAPTAIN

Ancient sailors used to navigate by the nights sky... They could determine their position by the moon and the stars.

Sky Captain takes the staff from Polly. He studies it with newfound enthusiasm.

SKY CAPTAIN

The Vikings were known to create maps for certain stars... latitude tables that required a key to decipher them... they called the key, Jacobs Staff...

(holds out the staff)

This has to be the key...

POLLY

How does it work?

Polly sits up next to him as he holds out the staff.

SKY CAPTAIN

They would line the staff up to a star...

He holds up the staff to one eye, like a wooden telescope, then reaches for the strange "T" shaped handle at the other end... and pulls it toward him... the handle stays attached to the staff, but moves freely like a trombone slide.

SKY CAPTAIN

(continuing)

...and make a series of measurements which would act as a pointer... telling them their position.

POLLY

You mean this can really work? We can really find Totenkopf with that thing?

Sky Captain rummages through his navigation charts and withdraws a copy of THE NAUTICAL ALMANAC...

SKY CAPTAIN

(holds up book)

We do it a little different now... All we needed to know was where to look.

Sky Captain opens a map and lays it out in front of him as he makes calculations in a small notebook...

SKY CAPTAIN

(scribbles, muttering)

Using the Karakal Plateau as our assumed position...

(consults the Almanac)

Rana is at latitude 20.40', right ascension 03hours 43minutes, declination - 10.06.

Polly leans in close as Sky Captain draws a line across the center of the map... But the line does not cross any land... all they see is ocean. He circles the end point of the line.

POLLY

There's nothing there...

(to Sky-Captain)

Are you sure you did it right?

SKY CAPTAIN

Yes I'm sure...

Sky Captain stares at the map, a glimmer of hope in his eyes.

SKY CAPTAIN

If the old man was right, Totenkopf is here... dead center in the middle of nowhere.

Sky Captain draws a second line parallel to the first line... but this line is only half the length of the first line. Sky Captain circles the end point of the shorter line. Polly looks at this, curious.

POLLY

What's that point?

SKY CAPTAIN

That's where we run out of fuel... we'll never make it...

Sky Captain begins to sort through a series of charts.

POLLY

So what do we do? How do we get there?

SKY CAPTAIN
(thinks)
There must be...
(skims documents, thinking
aloud)
Wait a minute...

Sky Captain continues to study his charts when he stops... a smile begins to cross his face.

SKY CAPTAIN
Franky...

POLLY
Who?

SKY CAPTAIN
Frank Cook... an old buddy of mine...

Sky Captain locates a map and opens it up...

SKY CAPTAIN
...runs a mobile reconnaissance outpost
for the Royal Navy... it can't be more
than few hundred miles from here...

Sky Captain reaches for a small latch which hides a TELEGRAPH KEY.

SKY CAPTAIN
If I can get a message to them I might be
able to arrange a rendezvous at those
coordinates...

Sky Captain begins to operate the small key, tapping it we hear the familiar tones of Morse code. Polly looks at Sky Captain, suddenly concerned.

POLLY
What if they don't get the message?

SKY CAPTAIN
Frankys never let me down, they'll be
there...

Polly looks at him skeptical.

SKY CAPTAIN
They'll be there...

Over the sound of the beeping signal, Sky Captain and Polly exchange a hopeful glance as we...

DISSOLVE TO:

93 EXT. SKY CAPTAINS WARHAWK - DUSK - FF

93

We watch as Sky Captain's plane soars high overhead... the earth below once again resembles an elaborate Atlas... A GIANT 'N' AND AN ARROW are seen in the ocean below, depicting their direction... like a compass. We see the great distance they span as we begin...

A SLOW DISSOLVE TO:

94 INT. SKY CAPTAINS WARHAWK - DUSK - FF

94

Sky Captain is urgently consulting a map which is splayed out in front of him, filling the small cockpit. Polly leans up next to him, looking out the cockpit window at the dense clouds in front of them, panic beginning to set in.

POLLY

Where are they, Joe... you said they'd be here...

SKY CAPTAIN

They'll be here...

Sky Captain lifts his radio microphone, speaking into it.

SKY CAPTAIN

Come in Manta Station... do you read me..
Come in Manta Station...

There is no reply, only the steady hiss of static.

SKY CAPTAIN

(worried, under his breath)
...where are you Franky...

Sky Captain continues to study the map as motions to Polly.

SKY CAPTAIN

(points at his control panel)
Keep your eye on that dial, Polly... tell me if it goes below ten thousand...

Polly leans in closer, watching the dial...

POLLY

What are we looking for anyway, some kind of boat?

SKY CAPTAIN
It's not a boat...

Polly's eyes suddenly move down to see a warning indicator light up as the fuel gauge dips further into the red.

POLLY
Is that light supposed to be on?

SKY CAPTAIN
Relax Polly, everything's fine...

Suddenly the fuel indicator begins to flash and an alarm sounds. Sky Captain flicks the gauge with his finger.

SKY CAPTAIN
(quietly)
...damn...

POLLY
We're out of fuel, aren't we?

The P-40 suddenly lurches, the engine begins to sputter.

POLLY
Can't anything ever be simple with you?

Suddenly the engine goes dead, the P-40 starts to descend rapidly, moving through layers of cloud.

SKY CAPTAIN
Buckle up...

Sky Captain reaches for a lever, activating the landing gear. Polly watches, stupefied. She hurriedly fastens her belt.

POLLY
What are you doing? You can't land this thing on the water...

SKY CAPTAIN
We're not landing on the water...

They suddenly pierce the cloud coverage and Polly's face goes white.

SKY CAPTAIN
We're landing on that...

In front of them is what can only be described as A FLOATING CITY. A MASSIVE HOVERING LANDING STRIP that seems to stretch on endlessly.

5 EXT FLYING FORTRESS - DUSK - FF 95

Giant rotors the size of sky scrapers are secured to each corner of the platform keeping the landing strip aloft. It flies the flag of the ROYAL NAVY.

96 INT. SKY CAPTAINS WARHAWK - DUSK - FF 96

Polly stares in wonder at the floating landing strip as they draw closer...

POLLY
(in awe)
What is it?

SKY CAPTAIN
It's a mobile airstrip... Dex helped design it. It's kind of a secret...
(deliberate)
You can keep a secret can't you Polly?

POLLY
Yeah... I can keep a secret...

Polly raises her camera to take a picture, then puts it back down with a sigh.

POLLY
(under her breath, miserable)
Two shots...

We suddenly hear a BRITISH ACCENT coming over the radio inside the cockpit...

VOICE ON RADIO
This is Manta Station... permission to land on platform three-two-seven. Maintain your present course...

SKY CAPTAIN
(into mic.)
Copy... three-two-seven...

VOICE ON RADIO
Welcome aboard, Captain.

97 EXT. SKY CAPTAIN'S WARHAWK - DUSK - FF 97

Sky Captain expertly guides his P-40 over the landing strip... Descending rapidly, they hit hard, bouncing once, then again, before they roll to a bumpy stop.

DISSOLVE TO:

3 EXT. FLYING FORTRESS - DECK - DUSK - FF

98

Sky Captain slides open the canopy of his P-40 and climbs down from the plane as A SMALL WELCOME COMMITTEE come running out across the landing strip...

From the group emerges CAPTAIN FRANCESCA COOK - a statuesque beauty with the distinct air of sophistication. She wears an eye-patch over one eye, a clue to her adventurous past.

FRANKY

Joseph Sullivan... I thought for sure you'd be dead by now.

Sky Captain moves towards Franky, smiling... The two friends embrace like old war buddies as Polly starts down the side of the plane after them, trying to keep up.

SKY CAPTAIN

It's good to see you too, Franky...

Polly hears this and mouths, 'Franky'? She lingers on her for a moment... a jealous pang suddenly developing.

FRANKY

This better be important, Joseph, or one of us is in trouble.

SKY CAPTAIN

It's important.

Franky suddenly notices Polly peering around Sky Captains shoulder...

FRANKY

Who's the girl?

Sky Captain turns to Polly who stands next to him...

SKY CAPTAIN

Frank Cook meet Polly Perkins...

The two women square off coolly... shaking each others hand in silence. Polly is stunned by Franky's striking appearance and cultured manner. She instantly feels inadequate.

FRANKY

Polly Perkins... I've heard so much about you. It's a pleasure to finally meet my competition.

Franky winks at Sky Captain with a devilish grin. Polly looks a little self conscious. What has Joe been saying? Franky turns back to Sky Captain, a glint in her eye.

FRANKY

It's been a long time since Nanjing, Joseph.

Polly turns to Sky Captain, accusingly. He becomes flustered, tries to hide it.

SKY CAPTAIN

Yeah... Long time. SO! Franky, how's that number three engine? I remember it was running a little rough and...

Suddenly a WARNING KLAXON assaults our ears. FLASHING WARNING LIGHTS strobe on and off. A VOICE is heard over a BOOMING LOUDSPEAKER...

VOICE ON LOUDSPEAKER

GENERAL. QUARTERS MAN YOUR BATTLE STATIONS. ALL HANDS ON DECK!

SKY CAPTAIN

(under his breath, relieved)
Thank God...

A UNIFORMED OFFICER suddenly runs up to Franky.

UNIFORMED OFFICER

Commander, we're tracking six enemy submersibles-- bearing 30 degrees northwest...

FRANKY

(turns to Sky Captain)
Who wants to kill you this time, Joseph?

Suddenly, BOOM! A distant explosion buffets the ship... the sky suddenly filling with FLAK FIRE...

FRANKY

(to Sky Captain, urgent)
Come with me...

Franky and Sky Captain are off in a flash, leaving Polly trailing behind as they race toward the bridge.

POLLY

Joe, I want to talk to you... Joseph!

CUT TO:

9 INT. FLYING FORTRESS - BRIDGE - DUSK - FF

99

Franky enters with Sky Captain and Polly as another BLAST rocks the ship... She moves behind the pilot, taking charge.

FRANKY

Take us to ten thousand feet and deploy counter measures.

PILOT

Yes, Commander...

Polly watches Franky, impossibly capable and beautiful. Polly checks her own disheveled reflection in a piece of polished metal and grimaces.

Franky spreads out a map and she and Sky Captain huddle over it. Polly peeks over their shoulders trying to see as Franky points out an area on the map with markings on it.

FRANKY

Reconnaissance located an island three kilometers northeast of our current position. It's not on any of our charts.

Polly turns to Sky Captain as they study the map.

POLLY

That has to be him...

Franky looks up, quizzical.

FRANKY :

Has to be who?

(to Sky Captain)

What did you get me into this time, Joseph?

SKY CAPTAIN

Nothing you can't handle, Franky.

They exchange a smile of old friends. Polly notes this intimacy with a furrowed brow. Suddenly another BLAST rocks the ship. Polly grabs something on an INSTRUMENT panel. We hear the loud ROAR of an engine revving. Sky Captain glances over and moves Polly's hand off the control, chastising her.

SKY CAPTAIN

Polly, try not to touch anything.

ANOTHER BLAST and Franky moves behind a young ensign manning a sonar array, we see a number of blips on the display screen.

SONAR ENSIGN
 Enemy warships, bearing three-one-six,
 mark four. Closing fast...

Franky urgently turns to A ROW OF ENGINEERS manning a communications array.

FRANKY
 Give me a visual.

We watch THE COMMUNICATIONS ENGINEER activate a series of dials and switches behind a large control panel.

COMMUNICATIONS ENGINEER
 Launching radio imager...

He depresses a button and...

100 EXT. FLYING FORTRESS - DUSK - FF 100

A TINY BEEPING PROBE is blasted down into the ocean. SPLASH!

101 INT. FLYING FORTRESS - BRIDGE - DUSK - FF 101

COMMUNICATIONS ENGINEER
 We're receiving a signal... on screen
 now...

The Ensign flips a switch as Sky Captain, Franky and Polly move behind a small circular display that begins to form a crude image... slowly resolving into a hazy underwater view.

They watch as several shapes start to come into view. The shapes grow larger, clearer and we watch the surreal image of TWENTY GARGANTUAN, IRON MACHINES EMERGE FROM THE DARKNESS. THEY CREEP ALONG THE BOTTOM OF THE OCEAN LIKE GIANT CRABS ON FOUR MASSIVE LEGS.

POLLY
 Totenkopf...

Suddenly, the Flying Fortress is rocked again... AN EXPLOSION TEARS THROUGH THE DECK, RIPPING OPEN A SECTION OF THE GIANT PLATFORM. Franky turns to the Pilot, urgent.

FRANKY
 All engines reverse full... get us out of
 here...

Sky Captain looks down at the map... determined.

SKY CAPTAIN

Franky... you've got to get me onto that island.

FRANKY

You don't ask for much, do you?

Another explosion rocks the Flying Fortress. Smoke begins to fill the bridge...

CREWMAN

Commander, we've lost power in the forward rotors! We're losing altitude!

FRANKY

(turns to Sky Captain)

I'm sorry Joseph... You know I've never said no to you, but it's impossible... if we stay here any longer we're dead-

Sky Captain looks into Franky's eyes, intense...

SKY CAPTAIN

He's got Dex, Franky...

ANOTHER EXPLOSION rocks the Flying Fortress, but Franky does not seem to notice or care. She stares at Sky Captain, then looks back at the map with resolve.

FRANKY

You'll never make it from the air, we'll... have to find another way in...

Franky and Sky Captain begin scouring the map, trying to find a solution as Polly looks on. Polly can't help feeling a jealous pang as Franky and Sky Captain work as a team.

SKY CAPTAIN

Look here, there's a tidal flow along the eastern face of the island...

FRANKY

It's too deep, we're not rated past 300 meters. Wait, this area here...

Franky turns back to the navigation table, hastily placing a clear overlay across the map of the ocean which shows a crude outline of the island.

FRANKY

There's an undersea inlet at the southern tip of the island here... it runs beneath the entire length of the island...

The bridge suddenly takes another hit - a big one as Franky marks the area on the map.

FRANKY

That's your only way in, everything else
is sheer rock to the edge of the water.

POLLY

(to Franky)

What about those machines? How do we get
past them?

FRANKY

Leave that to me...

Franky turns to her SECOND IN COMMAND and gives the order...

FRANKY

Alert the amphibious squadron.

102 EXT. FLYING FORTRESS DECK - DUSK - FF 102

A loud speaker is heard over the wailing siren.

LOUD SPEAKER (VO)

Manta Team report to main staging area...

Manta Team report to main staging area.

The flight deck is alive with activity as crewmen prep a row
of STRANGE LOOKING PLANES that RISE from beneath the runway
on ELEVATED PLATFORMS.

103 INT. FLYING FORTRESS - FLIGHT ROOM - DUSK - FF 103

Emerging from the status room, we watch a jumble of BLACK
SUITED PILOTS race down the narrow corridor. We only see
glimpses of arms and legs as they race into an equipment room
and toward a long row of BUCK ROGERS STYLE BUBBLE HELMETS.

104 EXT. FLYING FORTRESS - DECK - DUSK - UB 104

Racing out of the interior corridor, we watch as THE PILOTS
OF THE ELITE AMPHIBIOUS SQUADRON EMERGE... and for the first
time we see that THE UNIT IS MADE UP ENTIRELY OF WOMEN.

They are dressed identically in black, form fitting flight
suits that are part scuba outfit, part bomber jacket. A
breathing apparatus is secured to their back. They race to
their awaiting planes and prepare for takeoff.

105 EXT. FLYING FORTRESS - ANOTHER ANGLE - DECK - DUSK - UB 105

Sky Captain and Polly run to their plane and scramble inside
as CONCUSSIONS impact around them continuously.

Polly hastily straps herself into the seat, but it is clear she has something else on her mind. Sky Captain looks back at her, suddenly self-conscious as she stares at him coolly.

SKY CAPTAIN

What?

POLLY

(cross)

Nanjing?

Sky Captain fastens his cap, pretending not to hear.

SKY CAPTAIN

Can't hear you, Polly. You'll have to speak up.

CUT TO:

106 EXT. FLYING FORTRESS - ABOVE - DUSK - UB 106

We watch as one by one the amphibious squadron is launched from the floating air strip in the same fashion as a modern day aircraft carrier.

107 INT. FRANKY'S PLANE - DUSK - UB 107

Franky speaks into her headset as she rockets through the sky...

FRANKY

Manta Leader to Manta Team, impact in ten seconds... switching to amphibious mode.

Franky reaches for a switch on her control panel and we watch as...

108 EXT. FRANKY'S PLANE - DUSK - UB 108

...a complex array of servo mechanisms are activated SEALING THE PLANE FOR UNDERWATER "FLIGHT".

109 INT. FRANKY'S PLANE - DUSK - UB 109

FRANKY

Impact in 5... 4... 3... 2...

110 EXT. UNDERWATER - DUSK - UB 110

A silent explosion as the stealthy planes penetrate the water.

They emerge into an eerie landscape. The ocean floor is ominously strewn with the remains of SUNKEN VESSELS.

A graveyard to those who passed to near the island. SKY CAPTAIN AND POLLY take in this incredible sight as they pass over the hull of a massive, ancient ship... we can just make out the name, 'VENTURE', stenciled across it's bow.

Suddenly... BOOM! BOOM! BOOM! The ocean is filled with EXPLOSIVE FLAK, buffeting the small squadron as they round a stony canyon wall... where we see the shape of the GIANT WALKING MACHINES come into view.

111 EXT. UNDERWATER - DUSK - UB 111

The amphibious squadron "fly" quickly toward the Giant Machines, dwarfed by their enormous scale. FLAK EXPLODES ALL AROUND THEM as the machines attack...

112 INT. FRANKY'S PLANE - UNDERWATER - UB 112

FRANKY

Enemy target spotted four points to the right, depth 1600...

Franky urgently searches the underwater landscape when she sees the INLET that leads beneath the island, it looks like the opening to A SMALL CAVE... A GIANT MACHINE stands in front of it, blocking the way... Franky lifts her mic...

FRANKY

Joseph...

113 INT. SKY CAPTAIN'S WARHAWK - UNDERWATER - UB 113

Sky Captain is staring out his window, looking at the same small opening that Franky sees...

SKY CAPTAIN

I see it...

FRANKY (OS)

Get ready to make a run for it... we're going to clear you a path...

114 INT. FRANKY'S PLANE - UNDERWATER - UB 114

Franky leads the amphibious squadron toward the giant machine that stands in their way... she lines it up in her cross hairs...

FRANKY

Manta leader to Manta team... arm cluster torpedo's and stick close to element formation.

115 INT. SKY CAPTAIN'S WARHAWK - UNDERWATER - UB 115

Sky Captain watches as the squadron draws closer, he turns to Polly...

SKY CAPTAIN

Hold on...

116 INT. FRANKY'S PLANE - UNDERWATERDAY - UB 116

Franky's finger hovers over the trigger on her flight stick as she speeds closer to the machine... FLAK FIRE tosses her tiny plane from side to side... just when it seems her plane will be shaken apart, she shouts...

FRANKY

Fire!

117 EXT. THE AMPHIBIOUS SQUADRON - UNDERWATER - UB 117

The amphibious squadron BLAST at the Machine, LAUNCHING WING MOUNTED TORPEDOES that create a bubbling contrail as they streak toward the giant underwater monster.

THE MISSILES IMPACT, creating a series of SPECKLED EXPLOSIONS against the hull of the Giant Machine creating a MASSIVE SHOCK WAVE that violently blasts Sky Captain's plane slamming him against the jagged edge of a rocky underwater stalactite which breaks off, lodging in his rudder...

118 INT. SKY CAPTAIN'S WARHAWK - UNDERWATER - UB 118

WARNING ALARMS sound inside Sky Captain's plane as he struggles to gain control... Polly sits up, concerned.

POLLY

What is it, Joe?

Sky Captain fights with his control stick, trying to maintain his course...

SKY CAPTAIN

I can't steer... something's jamming the rudder...

Sky Captain and Polly suddenly look up just as the debris from the explosion begins to clear, and they watch in horror as THE GIANT MACHINE CONTINUES FORWARD, UNHARMED...

...but Sky Captain is speeding straight for it, unable to control his plane... he cannot stop...

119 INT. FRANKY'S PLANE- UNDERWATER - UB

119

Franky looks up, watching as Sky Captain draws closer to the machine...

FRANKY

Joseph, disengage! Do you read me...?
Joseph!

120 EXT. UNDERWATER - DUSK - UB

120

We watch as an IRIS DOOR suddenly opens inside THE BELLY OF THE GIANT MACHINE AND... WHOOOOSH! A TORPEDO IS FIRED, AIMED STRAIGHT FOR SKY CAPTAIN AND POLLY...

121 INT. SKY CAPTAIN'S WARHAWK - UNDERWATER - UB

121

Polly looks up to see the TORPEDO HEADED STRAIGHT FOR THEM...

POLLY

Joe, LOOK!

Sky Captain struggles in vain to gain control of his plane, but they are dead in the water... The torpedo closing fast, they are helpless...

CIRCLE WIPE TO:

122 GRAPHICS CARDS - UB

122

CLOSING CHAPTER CARD:

NEXT TIME
FINAL CHAPTER
"THE MYSTERIOUS DOCTOR TOTENKOPF"

FADE OUT.

FADE IN:

Title Card Reads:

FINAL CHAPTER
"THE MYSTERIOUS DOCTOR TOTENKOPF"

FADE OUT:

FADE IN:

A GRAPHIC CHAPTER CARD is displayed. This card shows a stylized photograph of SKY CAPTAIN AND POLLY. Text at the bottom of the card reads:

ABOARD THE FLYING FORTRESS, SKY CAPTAIN
AND POLLY HAVE DISCOVERED THE LOCATION OF
A MYSTERIOUS ISLAND...

This card dissolves into ANOTHER CARD.

Which shows a posed photograph of SKY CAPTAIN AND POLLY.

MEANWHILE, AN ENEMY TORPEDO IS HEADING
STRAIGHT FOR SKY CAPTAIN'S WARHAWK AS HE
ATTEMPTS TO EVADE THE ISLAND DEFENCES...

From this chapter card we

CIRCLE WIPE TO:

123 EXT. SKY CAPTAIN'S WARHAWK - UNDERWATER - UB 123

[We watch the last few seconds of the previous chapter before we pick up the story here...]

...The enemy torpedo is only seconds from impacting Sky Captain's crippled plane when at the last moment, FRANKY suddenly appears, SOARING IN FRONT OF THE WARHAWK, DRAWING THE TORPEDO AWAY FROM SKY CAPTAIN IN HER WAKE!

124 INT. SKY CAPTAIN'S WARHAWK - UNDERWATER - UB 124

SKY CAPTAIN
Thanks Franky... that was close.

125 EXT. UNDERWATER - DUSK - UB 125

Suddenly, Franky steers her plane making a swift arching loop as she turns back TOWARD THE LUMBERING CRAWLER... the torpedo fast on her tail...

26 INT. FRANKY'S PLANE- UNDERWATER - UB

126

FRANKY

Get ready to make a run for it, Joseph...
you're only going to have one shot at
this...

127 INT. SKY CAPTAIN'S WARHAWK - UNDERWATER - UB

127

Sky Captain and Polly watch Franky approach the GIANT
MACHINE... anxious...

POLLY

She's heading straight for it...

Sky Captain lifts his mic., suddenly alarmed...

SKY CAPTAIN

(into mic.)

Franky what are doing?

Polly sits up...

SKY CAPTAIN

(under his breath, incredulous)

Shes going to ram it...

POLLY

It's suicide...

128 INT. FRANKY'S PLANE- UNDERWATER - UB

128

Franky continues forward, rocketing straight for the
lumbering monster... pulling the torpedo along with her.

FRANKY

On my mark... 3...

129 INT. SKY CAPTAIN'S WARHAWK - UNDERWATER - UB

129

Sky Captain is horrified as he watches his old friend... only
seconds from impact...

SKY CAPTAIN

Franky no!

Even with mixed emotions, Polly is drawn in...

POLLY

(under her breath)

No Franky, don't do it...

FRANKY (OS)

2...

SKY CAPTAIN

Franky pull up! Pull up!

FRANKY (OS)

1...

Polly closes her eyes.

130 INT. FRANKY'S PLANE - UNDERWATER - UB

130

...Seconds before Franky's plane strikes the giant machine, she reaches for a lever ACTIVATING THE EJECTOR SEAT AND IS BLASTED upward JUST AS THE TORPEDO IMPACTS THE MACHINE AND THERE IS A TERRIFIC EXPLOSION AS THE OCEAN CONVULSES... THE EXPLOSION NIPPING AT HER HEELS AS SHE BURSTS THROUGH

131 EXT. OCEAN SURFACE - DUSK - UB

131

where a rotor system is suddenly activated in her seat that functions as an inverted helicopter lifting Franky skyward to the safety of the Flying Fortress suspended above.

132 INT. SKY CAPTAIN'S WARHAWK - DUSK - UB

132

Polly sighs with relief as Franky shoots to safety.

133 EXT. UNDERWATER - DUSK - UB

133

We watch as Sky Captain's Warhawk sails through the inferno, riding the choppy waters as they slip inside the undersea inlet...

134 INT. SKY CAPTAIN'S WARHAWK - UNDERWATER - UB

134

Just then the radio crackles to life and we hear the familiar voice of Franky...

FRANKY (VO)

You're all clear, Joseph... good luck.

SKY CAPTAIN

(relieved)

Thanks Franky... we'll take it from here...

He clicks off the radio. Polly turns to him, still exhilarated from Franky's bravery.

POLLY

She's some kind of girl.

SKY CAPTAIN

Yeah, I know.

Polly looks into his eyes, trying to see how deeply his feelings might run for Franky... as we...

DISSOLVE TO:

135 EXT. UNDERWATER CAVERN - DUSK - UB 135

The WARHAWK drifts through the massive underwater cave with a low HUMMM...

136 INT. SKY CAPTAINS WARHAWK - UNDERWATER - UB 136

It is strangely tranquil. Polly's face is pushed to the glass like a small child, her eyes filled with wonder as all manner of exotic fish and bizarre sea life pass before them.

The silent journey continues until the cave ceiling overhead gives way to a brightly lit sky which penetrates the murky depths...

SKY CAPTAIN

I'm taking us up...

137 EXT. LAGOON - DUSK - MI 137

A rush of bubbles form as the Warhawk rises from the underwater cove, surfacing inside a murky lagoon. A dense, nightmarish jungle surrounds them.

Sky Captain slides open the canopy, pulling himself out of the battered plane. He sits on top of the canopy, taking in this strange new world... They may as well have landed on an alien planet, nothing is familiar here...

And what they see is incredible...

Drinking from the marsh, are THREE GIANT CREATURES. They resemble ostriches, but their legs span twenty feet into the air, before connecting to a disproportionately smaller body.

A disturbance in the water reveals the dorsal spine of a GARGANTUAN UNDERWATER CREATURE, (LOCH NESS), as it briefly surfaces before dipping below the water again.

A SCREECHING SOUND and Sky Captain looks up, squinting, as SOMETHING HUGE FLIES HIGH OVERHEAD...

They stare in wonder at this strange new world, taking in it's mystery. STRANGE NOISES from unseen creatures can be heard coming from every direction.

Polly raises her camera to photograph one of the amazing creatures, then stops... lowering the camera. Sky Captain looks at Polly askance.

SKY CAPTAIN

You're not going to shoot that?

Polly looks at the gauge on her camera...

POLLY

I've got two shots left, Joe... Who knows what's waiting for us out there.

SKY CAPTAIN

Suit yourself...

Sky Captain reaches back into the cockpit and withdraws a MACHETE and a small kit containing a COMPASS. He holds up the compass, it spins impossibly fast, something affecting it strangely. Polly exchanges a glance with Sky Captain.

POLLY

I'll wait here...

138 EXT. JUNGLE - DUSK - MI

138

Machete in hand, Sky Captain and Polly slog through the dense jungle brush cutting a path that leads them deeper into this mysterious world-- when Sky Captain suddenly spots something in the distance... A ROW OF VINES trailing off on the ground before them. He crouches down over them, his face wrinkles in concern. Polly looks on, worried.

POLLY

What is it?

SKY CAPTAIN

Madeira vine...

Polly moves closer to him, hiding behind him for fear...

POLLY

Is it dangerous?

SKY CAPTAIN

I'm allergic to Madeira vine.

Polly is at once relieved and irritated... she shoves him out of frustration.

POLLY

Damn it, Joe... you had me scared. What aren't you allergic too?

He gives her an indignant look, when they suddenly hear a strange CHIRPING SOUND.

SKY CAPTAIN
Shhhhh... listen...

Sky Captain starts cautiously forward, following the sound... he pushes slowly through the brush which suddenly springs back to reveal A BIRDS NEST THE SIZE OF A MOTOR HOME... TWO MONSTROUS BABY HATCHLINGS SIT INSIDE...

Suddenly, the HORRIBLE SCREECHING SOUND is heard overhead. Sky Captain looks up as SOMETHING HUGE BEGINS TO DESCEND...

SKY CAPTAIN
Run!

Polly and Sky Captain break into a sprint, chopping through the jungle, when they come upon a DEEP CANYON. It seems to stretch on forever.

139 JUNGLE - BRIDGE - DUSK - MI

139

A dangerous looking bridge spans the width of the canyon, overlooking waterfalls that feed a turbulent river below. Sky Captain tests the bridge with his foot and makes a face as it creaks ominously. He turns back to Polly.

SKY CAPTAIN
You first...

Polly smiles sarcastically then points across the bridge with some authority.

POLLY
Go...

Sky Captain turns and starts slowly across, one ginger footstep at a time. Polly follows closely behind, the bridge creaking terribly with every step.

Suddenly, THE HORRIBLE SCREECHING SOUND is heard again and they look up to see the GIANT FLYING CREATURE circling above.

Polly instinctively raises her camera to snap off a shot, but stops herself again...

POLLY
Damn...

The FLYING CREATURE suddenly starts to dive, COMING STRAIGHT FOR THEM.

Sky Captain reaches for his holster, but his gun is missing. He looks down to see the gun lying twenty feet away and grimaces wearily... no time to retrieve it.

Wasting no time, Sky Captain grabs Polly by the hand and they begin to sprint across the bridge. We glimpse the river below as their footsteps splinter the fragile planks.

The FLYING CREATURE is about to overtake them when Sky Captain pulls Polly to the ground, covering her as the creature soars past, just missing them-- but causing Sky Captain to drop his machete, it slides across the bridge in front of him.

Sky Captain turns to see the creature circle around, coming back for them. He jumps to his feet dragging Polly with him, the bridge shakes ominously, disintegrating with every step.

Two more steps when, CRAAAACK, Polly's luck runs out and SHE DROPS STRAIGHT THROUGH THE BRIDGE...

She SWINGS her arm managing to grab onto a wooden plank of the bridge with one hand... but at the same moment her camera is knocked free from her hands and is snagged on a piece of the broken plank below her. Her eyes move to the camera, she tries to reach it...

POLLY

My camera...

Sky Captain drops to the ground and reaches for her...

SKY CAPTAIN

Polly give me your hand...

The plank holding Polly's hand begins to crack, she slips dangerously but continues to reach for her camera.

SKY CAPTAIN

Damn it Polly, forget about the camera, give me your hand!

POLLY

I can reach it...

Suddenly we HEAR the TERRIFYING SCREECH and Sky Captain looks up to see the FLYING CREATURE streak toward him, its razor sharp talons poised to snatch him up.

SKY CAPTAIN

Polly we are going to die... now give me your hand...

Polly continues to strain, her fingers just grazing her camera while the plank she hangs onto continues to splinter...

POLLY
I've almost got it...

Sky Captain's eyes dart back and forth, moving from Polly to his machete lying ten feet away... the FLYING CREATURE is almost upon them... he has no choice but to let go of Polly...

SKY CAPTAIN
(deliberate)
Stay!

Sky Captain jumps to his feet and sprints toward the machete. THE FLYING CREATURE is seconds from snatching him up when Sky Captain DIVES, SLIDING ACROSS THE BRIDGE, ARMS OUT-STRETCHED, LUNGING FOR THE MACHETE. HE SCOOPS IT UP AND IN ONE MOTION, SWINGS THE MACHETE IN A VIOLENT FLASH...

...and everything stops.

The giant creature drops to the bridge with a heavy thud... IT'S HEAD MISSING... which we now see tumbling over the bridge and splashing in the river below.

Incredulous, Sky Captain quickly lifts himself, racing back to Polly. He reaches down, pulling her onto the bridge where they collapse in an exhausted heap. Polly cradles her camera in her arms. Sky Captain looks at her, apoplectic.

SKY CAPTAIN
Are you insane?! Have you completely
lost your mind?! You could have gotten
us killed!

Polly looks up at him, her eyes fill with tears...

SKY CAPTAIN
It's okay, Polly...

POLLY
(crying)
No, it isn't.

SKY CAPTAIN
I didn't mean to--

POLLY
I shot the ground!

SKY CAPTAIN

What?

She glances at her camera.

POLLY

When I was running! I shot the
GROUND!!!!

Sky Captain breaks into a smile as he starts forward.

POLLY

It's not FUNNY! I have ONE SHOT LEFT!
ONE SHOT!

Sky Captain LAUGHS as he continues into the jungle...

140 EXT. JUNGLE - DUSK - MI

140

Further into the jungle, Sky Captain chops through the thick jungle brush cutting past another rough thicket. He glances back to see Polly carefully nursing her camera as they move forward.

SKY CAPTAIN

What is it with you and that stupid
camera, anyway?

Polly looks at him with quiet sincerity... a beat.

POLLY

You gave it to me.

Sky Captain stops briefly, but says nothing, then continues chopping through the brush, silent.

POLLY

You don't even remember, do you? You
were flying for the American Volunteers
in Nanjing. I was covering the
evacuation of Shanghai.

SKY CAPTAIN

I remember...

A little more silence.

POLLY

Joe... Just tell me the truth. I don't
care either way, I swear. I just want to
know. The girl in Nanjing... It was
Franky, wasn't it?

Sky Captain stops and turns around.

JOE

Polly...

POLLY

How long were you seeing her?

JOE

Polly, look into my eyes. I never fooled around on you. Never.

A beat.

POLLY

I sabotaged your plane.

JOE

Three MONTHS.

POLLY

I KNEW IT! You lousy, good for nothing-

Suddenly he grabs her, putting his hand over her mouth.

SKY CAPTAIN

Shhhhh! Look.

Polly turns and her eyes widen, suddenly forgetting her anger.

SKY CAPTAIN

He's here...

Polly stares in wonder at the sight of A HAZY ISLAND KINGDOM in the distance. ROBOT SENTRIES guard the entrance to a stony palace carved into the face of a mountain.

141 EXT. JUNGLE - BASE OF MOUNTAIN - DUSK - MI 141

Sky Captain and Polly move quietly past the giant robot guards, clinging close to the rocky cliff side.

Sky Captain spots a narrow crevice leading into the mountain wall. They move quickly for it, disappearing inside.

142 EXT. MOUNTAIN - RIDGE - DUSK - MI 142

Blackness envelopes them. Sky Captain reaches into his pocket and pulls out a lighter, illuminating their path.

Just then, we begin to hear faint noises coming from deeper inside the mountain...

POLLY
Do you hear that?

SKY CAPTAIN
It's coming from that chamber...

They edge their way across a rocky ledge which leads them through a narrow passageway that opens into

143 INT. CAVERN - DUSK - TE

143

It stretches on for what might be a mile in every direction. The sloping, rocky ceiling rises six hundred feet above...

And then they see it...

In the center of the cavern is the awe inspiring sight of A GIANT ROCKET SHIP UNDER CONSTRUCTION. A craft of such unbelievable proportion, the likes of which has never been seen.

ROBOTS IN JET PACKS buzz around the rocket like insects. Machines of every size and description carry out various tasks, loading and operating heavy equipment. GIANT HOVERING FREIGHT TRANSPORTS pass below.

Sky Captain and Polly look on in wonder as they now see ROW AFTER ROW OF CAGED ANIMALS being loaded inside the rocket.

TWO BY TWO. Thousands of them. A look of realization crosses Polly's face.

POLLY
(in awe)
My god, Joe... it's an ark. He's building an ark.

Polly raises her camera, about to snap the shot when she stops, thinking better of it. She glances at the meter which shows one shot remaining and slowly lowers the camera. Sky Captain looks at her in disbelief.

SKY CAPTAIN
What are you doing?

Sky Captain looks at Polly then to the rocket, incredulous.

SKY CAPTAIN
You honestly think you're going to find something more important than every single creature on earth being led two by two inside a giant rocket ship?

POLLY
I might.

SKY CAPTAIN
Like what?

POLLY
I'll know it when I see it...

Suddenly, A VOICE is heard over a loud speaker system, it speaks in German... Polly listens, concentrating...

POLLY
(repeating)
Sie stoppen minus Null fünfzig drei fort-
fahren.
(now in English)
Time minus zero fifty three proceeding.

Polly turns to Sky Captain with a look of realization...

POLLY
They've started a countdown.

They exchange an ominous glance when suddenly, there is A NOISE BEHIND THEM and they spin around to see

144 INT. CAVERN - ANOTHER ANGLE - DUSK - TE

144

THE MYSTERIOUS WOMAN IN BLACK. Sky Captain can barely react before he is hit in the chin and knocked to the ground, stunned. He quickly gathers his senses and lifts himself off the ground, moving Polly to one side with bravado...

SKY CAPTAIN
Stand back...

Sky Captain moves slowly toward the Mysterious Woman, then clumsily lunges at her and is instantly met with a dozen precise, lightning quick blows. Sky Captain is hit in the jaw and rib cage before she takes his feet out from under him and knocks him to the ground.

Polly drops down next to Sky Captain, he grips his ribs and mutters... "That hurt"... Suddenly, they both turn to see the Mysterious Woman calmly step back and raise a small device in front of them...

She presses a button on the device and Sky Captain and Polly can only watch as A BRILLIANT FLASH OF ELECTRICITY IS DISCHARGED, STRIKING THEM, AND SENDING US INTO...

BLACK

145 INT. SLEEPING ROOM - DUSK - TE

145

A long moment passes before Sky Captain awakes to find himself outstretched on a bed in a modestly appointed sleeping room.

A clock ticks quietly in the background. Bookshelves cover every wall of the small room... and lying next to him, Sky Captain turns to see Polly staring him straight in the eye, inches from his face.

POLLY

Why does this keep happening to us?

SKY CAPTAIN

At least you managed to keep your pants on this time...

Polly responds with a sarcastic look-- when her eyes suddenly grow huge and she sits up with a yelp...

Standing over them we see SIX CREEPY OLD MEN surrounding the bed, watching them... Polly's expression suddenly changes from horror to recognition as she turns to see...

POLLY

Dex!

Sitting next to Polly, we see now DEX's smiling face staring back at her... and we realize they have stumbled upon THE SIX MISSING SCIENTISTS.

DEX

What took you guys so long?

Polly leaps up, embracing Dex as Sky Captain reaches for Dex's shoulder in a fatherly show of affection... a silent communication.

POLLY

Are you okay... are you hurt...

Dex looks at his old friends, moved...

DEX

I'm okay... but the love and kisses are gonna have to wait, we've got about ten minutes before it hits the fan.

Polly and Sky Captain start to stand, still shaky from their encounter with the mysterious woman. Sky Captain looks at the six scientists standing behind Dex.

SKY CAPTAIN

Who are they?

DEX

Unit Eleven... or what's left of them.
They were brought here to finish what
they started thirty years ago.

POLLY

Finish what?

Dex turns to Doctor Vargas, grim...

DEX

Show them...

Doctor Vargas leads Sky Captain and Polly to a desk piled
with schematics and papers scribbled with equations. He
unrolls a large blueprint, a schematic drawing of the rocket
ship appears on it.

DOCTOR VARGAS

Totenkopf believed humankind was doomed
to extinction. He believed we had
finally developed the technology to
destroy ourselves, that it was
inevitable. So he proposed the
unthinkable... to build a vessel that
would carry the building blocks of a new
civilization into space. Unit Eleven was
formed as a contingency plan for the end
of the world.

DOCTOR KESSLER

We were given the task of collecting
specimens representing all life on
earth... the seeds of a technological
utopia... what Totenkopf called, 'Der
welt von morgen'... THE WORLD OF
TOMORROW.

DEX

He used his machines to collect what he
needed, even bringing me here to replace
Doctor Jennings after he was killed.

Polly turns to Dex, a concerned look on her face...

POLLY

The vials Doctor Jennings gave me... what
are they?

Dex looks up, a dramatic beat.

DEX
...Adam and Eve...

DOCTOR VARGAS
Totenkopf's greatest triumph. Humankind perfected. We smuggled them off this island, knowing Totenkopf would never leave without them. But now that he has them, there is nothing left to keep him here.

SKY CAPTAIN
Then let him go...

The scientists turn to Sky Captain, stunned.

SKY CAPTAIN
What does it matter now? Let him go where he can't harm anyone else.

Doctor Vargas looks at Sky Captain with deadly concern.

DOCTOR VARGAS
Whatever happens... that ship must never leave this earth.

SKY CAPTAIN
Why? What haven't you told us?

DOCTOR VARGAS
The engines design is radical, unlike anything before it. Only Totenkopf truly understands it. We were never able to develop a method to safely control the fusion needed to--

DEX
(cutting him off)
When it reaches it's third stage... the chemical mixture of the igniting engines will cause a chain reaction in the atmosphere... Earth will be incinerated.

Suddenly the SOUND of a BOOMING LOUDSPEAKER overhead, the countdown has continued... Polly acknowledges the warning with a glance...

POLLY
How do we stop it?

DOCTOR VARGAS

Only Totenkopf can stop it now...
But he's too well guarded, we've never
been allowed near him.

Sky Captain walks deliberately toward the doorway and reaches for the handle, turning it. It's locked. He looks down to see a small wooden bench sitting to one side... wasting no time he lifts the bench in the air and proceeds to smash open the door... then turns back to Doctor Vargas.

SKY CAPTAIN

Where is he?

CUT TO:

146 INT. CAVERN - DARK CORRIDOR - DUSK - TE

146

Sky Captain, Polly, Dex and the Scientists move down a rocky passageway toward a large arching doorway which opens into...

147 INT. GALLERY - DUSK - TE

147

A MASSIVE GALLERY. It resembles a museum of sorts. The room is filled with all manner of natural and scientific artifacts. In the center of the enormous room is the skeleton of a brontosaurus, except this brontosaurus has two heads.

Polly and Sky Captain exchange an amazed look as the scientists lead them to the far end of the gallery, creeping against the wall where they point to the entrance of Totenkopf's laboratory.

TWO MENACING ROBOT'S guard the forbidding doorway into Doctor Totenkopfs lair... TOWERING TRANSFORMERS resembling giant tesla coils, stand on either side of the doorway like ornate sculptures.

DEX

Through there... That's the only way in.

DOCTOR VARGAS

You see... there's no way past them.

We hear the BOOMING LOUDSPEAKER overhead as THE COUNTDOWN CONTINUES. Polly turns to Sky Captain, anxious...

POLLY

Five minutes, Joe...

Sky Captain surveys the area only briefly then turns to the group beside him.

SKY CAPTAIN

Wait here...

Sky Captain stands and walks boldly toward the robots. Doctor Vargas is incredulous.

DOCTOR VARGAS

What are you doing? You'll be killed!

The machines suddenly come to life... heavy gears click and whir as they turn toward Sky Captain... they take two menacing steps forward when Sky Captain suddenly produces DEX'S RAY GUN. HE BLASTS THE FIRST MACHINE... it melts at the center and drops in half.

Sky Captain quickly swivels, about to shoot the second robot, but the gun fails to work. The robot draws closer.

SKY CAPTAIN

Dex?

Dex peeks out from his hiding place and motions...

DEX

Try shaking it.

Sky Captain backs up as the robot moves forward. He raises the gun, shaking it, but only a small burst is shot out... it melts a hole in part of the robots leg. It wobbles slightly. Sky Captain sees this, then lunges for it... pushing it over. The machine writhes and kicks, like a turtle on its back.

The LOUDSPEAKER overhead continues the countdown... ANOTHER MINUTE ELAPSED... Doctor Kessler suddenly jumps to his feet, racing for the unguarded doorway leading into Totenkopf's lair...

DOCTOR KESSLER

Quickly... we must hurry...

All eyes turn to see Doctor Kessler as he passes between the MASSIVE TRANSFORMERS standing on either side of the door... when Sky Captain suddenly sees something and shouts...

SKY CAPTAIN

Doctor... stop!

But Sky Captain can only watch as Doctor Kessler steps on a metal floor plate between the transformers causing them to instantly CRACKLE TO LIFE... GIANT FORKS OF ELECTRICITY lash out brutally, tearing through Doctor Kessler's body... He SCREAMS in terror as he is consumed in flames... his flesh is almost instantly seared to the bone...

leaving only a skeleton. It happens so quickly you can still see the look of horror on the skeletons face as it takes one step toward us before it falls to the ground in pieces.

Just then... something begins to form inside the electrical field... we watch in amazement as A GIANT HOLOGRAPHIC IMAGE OF TOTENKOPF IS SUDDENLY PROJECTED BETWEEN THE TRANSFORMERS.

Doctor Vargas looks up to the giant display, trembling.

DOCTOR VARGAS

Totenkopf...

The HOLOGRAPH looks down on them, speaking in German, A LOUD BOOMING VOICE. Menacing.

TOTENKOPF'S HOLOGRAPH

Verlassen dieses stellen oders sterben...

Du wirst gewarnt.

(What is begun cannot be stopped. Leave this place or die... you are warned.)

The hologram suddenly fizzles away and all eyes turn to DEX who stands by the base of the transformer yanking out a tangle of wires from a control panel, disabling it.

Sky Captain takes a step toward the transformers, standing at the point where Doctor Kessler was killed. He turns to Dex uneasy, his face is a question mark...

DEX

There's only one way to find out...

A beat and Polly reaches out and takes Sky Captain's hand as they tentatively step between the transformer's threshold... a look of relief on their faces as they walk safely to the other side. They turn back to Dex who looks at them, incredulous...

DEX

I meant throw something...

Sky Captain shrugs, sheepish as the Scientists move quickly past Dex, across the threshold into...

148 INT. TOTENKOPF'S STUDY - DUSK - TE

148

The inner sanctum...

Inside, they are surprised to find a quaint reading room, hardly the accommodations of a mad scientist. Totenkopf is no where to be seen, as they walk through the room.

POLLY

He's not here... we're too late...

Dex and the scientists quickly huddle around a Totenkopf's desk sorting through documents covered with dust.

DOCTOR VARGAS

These are his personal papers... he wouldn't leave without them. He must still be here... We must find him.

In the background, we suddenly hear Sky Captains voice.

SKY CAPTAIN (OS)

I found him.

Everyone turns to see Sky Captain standing before the dark outline of a figure sitting in a chair before an elaborate control panel.

In a moment of anticipation...

Sky Captain flips on a lamp and we look in disbelief at THE MUMMIFIED REMAINS OF TOTENKOPF'S CORPSE SITTING IN REPOSE.

Polly moves quickly to Sky Captains side, stunned.

POLLY

It can't be... it's impossible...

Sky Captain notices a slip of paper held in Totenkopf's shriveled hand. He reaches down and pries the paper from the mummies grip. He unrolls the brittle scroll and finds two words scribbled on it, reading simply... 'FORGIVE ME'.

Dex moves behind Totenkopf's desk, flipping through the pages of a large, leather bound notebook.

DEX

His journal... the last entry was made on October 11, 1918...

(looks up, stunned)

He died more than twenty years ago.

Sky Captain crumples up the apology letter and throws it to the ground in anger.

SKY CAPTAIN

We've been chasing a ghost.

Dex sees a switch on a the control panel that Totenkopf sits behind...

he flips it and we HEAR A LOW HUM, as GIANT SHUTTERS slide open in front of them to reveal Totenkopf's empire laid out before them.

Polly, Sky Captain and Dex gather at the window looking out onto Totenkopf's Kingdom... watching as...

HUNDREDS UPON HUNDREDS OF MACHINES TOIL ENDLESSLY IN THE BACKGROUND... The entire island has been transformed into a single organism dedicated to one task...

DEX

They never stopped... his machines.
They're finishing what they were
programmed to do...

DOCTOR VARGAS

Don't you see? This entire island is
Totenkopf... every wire, every gear...
He's found a way to cheat even his own
death...

POLLY

So how do you kill someone who's already
dead?

Suddenly, A LOW RUMBLE and they are JOLTED by the force of
THE ROCKET ENGINES IGNITING. The entire mountain begins to
shake. The scientists look at each other, grim.

Sky Captain turns to Dex, urgent.

SKY CAPTAIN

How do we stop it? ..

DOCTOR VARGAS

Nothing can stop it now...

POLLY

There must be a way...

THE STRUCTURE SUDDENLY STARTS TO COLLAPSE, DEBRIS RAINS DOWN
FROM THE FORCE OF THE ROCKET'S ENGINES. The scientists begin
to banter among themselves in German. Doctor Vargas turns
back to Sky Captain, dubious.

DOCTOR VARGAS

Even if it were possible, his machines
would never allow it... They won't permit
anything to interfere.

SKY CAPTAIN

Let me worry about the machines... just
show me what to do...

Doctor Vargas leads Sky Captain back to Totenkopf's desk, unrolling the schematics to the rocket. He points out an electrical conduit running through the rockets control module. The scientists begin to assist Doctor Vargas, throwing out instructions in German... Dex relays this exchange in English.

DEX

If you can cut the lead in the system terminal, it should create a short which will ignite the fuel line before it can reach it's third stage.

Sky Captain looks puzzled by the plans simplicity.

SKY CAPTAIN

That's it? That's all I have to do?

DEX

The terminal is on board the rocket...

(looks up, grave)

There won't be time for you to escape...

Sky Captain nods solemnly, then turns to Polly urgent...

SKY CAPTAIN

Contact Franky as soon as you're off the island, she'll know what to do from there.

POLLY

What are you talking about? I'm coming with you...

SKY CAPTAIN

Not this time, Polly...

POLLY

We had a deal... you're not leaving without me. Not when things are finally getting interesting.

(she embraces him, emotional)

I won't let you...

A calm suddenly comes over Sky Captain as he looks deeply into Polly's eyes, his voice softens...

SKY CAPTAIN

I wish we had more time Polly... I only hope you can forgive me someday...

Polly looks at him quizzically, when Sky Captain suddenly reaches out and pulls Polly close, kissing her hard...

then without warning, Sky Captain reels back and PUNCHES HER IN THE JAW, knocking Polly unconscious and into Dex's waiting arms.

SKY CAPTAIN
Take care of her Dex...

Dex nods, as he watches Sky Captain turn and race out of the room.

DEX
(sincere, solemn)
Good luck, Cap...

WIPE TO:

149 INT. CAVERN - ROCKY CORRIDOR - DUSK - LO 149

Sky Captain races through the growing inferno as the mountain continues to shake, the intense vibrations of the rockets engines knocking him to the ground. He quickly lifts himself and continues to fight his way through the rocky chamber when he finally emerges into...

150 INT. LAUNCH BAY - DUSK - LO 150

...where he skids to a stop at the sight of the MYSTERIOUS WOMAN who stands waiting for him. She is the only thing standing between Sky Captain and the rocket.

Sky Captain sighs, already exhausted by the thought of facing her again... they slowly circle each other, squaring off...

SKY CAPTAIN
How do you want to do this?

WHAAACK! Sky Captain is promptly knocked to the ground...

CUT TO:

151 INT. CAVERN - ROCKY CORRIDOR - DUSK - LO 151

Dex and the Scientists move quickly, ducking to avoid the falling debris as they race forward. They carry Polly's unconscious body with them as they run into a LARGE STORAGE AREA.

They race for a giant transport machine. A massive hovercraft constructed in two sections like a train.

They lay Polly down gently on the floor of the hovercraft resting her head on a blanket before quickly moving to the front section, toward the control panel.

152 INT. HOVERCRAFT - DUSK - LO

152

ON POLLY'S FACE...

We see her eyes start to flutter open... while...

At the front of the craft, Dex inspects the controls, before he presses a large red button. The machine roars to life, rising slowly into the air. He pulls back on a control stick causing the giant machine to move forward...

We watch as the huge lumbering transport moves slowly out of the collapsing cavern...

Doctor Vargas stands next to Dex, looking almost relieved, when he turns back to where Polly was laid down just a moment ago, and his eyes go wide as he sees...

Polly is no longer on board.

WIPE TO:

153 INT. LAUNCH BAY - DUSK - LO

153

Sky Captain is knocked backwards, sliding across the rocky floor. He struggles to pull himself up, lunging at her, but she is too quick, too strong and he is thrown to the ground again.

They struggle back and forth but Sky Captain is hit again and he drops to the ground with crushing force... Unable to stand.

He can only watch as the Mysterious Woman approaches him, withdrawing her electrical device again... and just as she is about to press the button... BAM!

SHE IS SMASHED IN THE FACE WITH A CLANG! Sky Captain looks up to see Polly holding a length of pipe... fuming... a nice shiner starting to form under her eye.

They both turn to see the startling sight of the Mysterious Woman lying on the ground in front of him... watching in disbelief as...

SPARKS SHOOT FROM HER WRITHING BODY... HER FACE PLATE HAS BEEN TORN AWAY REVEALING A SERIES OF GEARS AND WIRES... and we realize... SHE IS A MACHINE.

Sky Captain is slow to stand as Polly walks up to him, he looks up at her with a sly grin.

SKY CAPTAIN
What took you so long?

No time to duck as, WHAAACK! Polly strikes Sky Captain in the chin with a right cross, he howls in pain as she drops the pipe to the ground with a CLANG.

POLLY

Let's go...

Sky Captain holds his aching chin...

SKY CAPTAIN

Jeez Polly, it was for your own good...

He staggers to his feet and races behind Polly into...

154 INT. CAVERN - CENTER OF MOUNTAIN BASE - DUSK - LO

154

Sky Captain sprints toward a control panel where he quickly flips a series of switches, activating a gangplank which lowers into place, creating a bridge to the upper module of the rocket.

He shouts over the thundering engines to Polly, motioning to the gangplank.

SKY CAPTAIN

Polly...

Polly nods, moving toward the rocket as the mountain continues to convulse and disintegrate...

Just then, the booming loudspeaker begins to count down the remaining seconds of the launch...

VOICE ON LOUDSPEAKER

Fünf(5)... vier(4)... drei(3)...
zwei(2)... eins(1)... Zündung(ignition).

...as Sky Captain and Polly sprint across the precarious gangplank that leads to the upper module and disappear inside...

155 INT. ROCKET - DUSK - LO

155

Sky Captain quickly seals the outer hatch of the rocket just as the ship begins to lift into the air. Polly immediately starts up a narrow ladder that leads to the control module, struggling against the powerful engines which make it nearly impossible to move.

CUT TO:

156 EXT. JUNGLE - DUSK - LO

156

Dex and the scientists hear the explosive blast of the rockets engines and turn to see the fiery contrail as it rises from the jungle canopy.

Dex turns back to the control panel and begins to adjust the frequency of the radio transmitter... speaking into a microphone.

DEX

Come in Manta Station... do you read
me... come in Manta Station... Franky
it's Dex... do you read me?

Dex listens for a response but there is only static...

WIPE TO:

157 INT. ROCKET - DUSK - LO

157

Sky Captain and Polly continue to fight their way up the narrow ladder, using all their strength as they emerge at the top into THE CONTROL MODULE.

They crawl across the floor of the cockpit, pinned to the ground by the force of the rockets engines. Sky Captain inches toward the control panel, when suddenly, there is a loud roar as the rocket picks up speed... Polly turns to see a dial on the control panel ratchet into place, indicating they have just entered the second stage...

158 EXT. ROCKET - DUSK - LO

158

The view outside the rocket shows the second stage of the ship dropping off...

159 INT. ROCKET - DUSK - LO

159

Polly watches as the gauge inches closer to the third stage separation...

Sky Captain crawls closer to the control panel and urgently lifts off the metal panel exposing the under-wiring...

He stares into the maze of electronics, suddenly unsure... if he cuts the wrong wire, the ship may explode. If he does nothing, earth will be destroyed.

Sky Captain's eyes dart back and forth across the control panel... He steadies his hand, placing his clippers over a single wire, then turns to Polly.

They share a silent moment, knowing they will not survive this act of heroism... she nods as Sky Captain begins to cut the wire...

WHEN SUDDENLY...

A HAND REACHES OUT, STOPPING SKY CAPTAIN FROM CUTTING THE WIRE... Startled, Sky Captain and Polly turn to see THE EXPOSED METAL FACE OF THE MYSTERIOUS WOMAN hovering over them. HER METAL BODY NOW PARTLY EXPOSED, SHOWING BITS OF MACHINERY THROUGH THE PEELING FLESH.

Sky Captain is incredulous...

SKY CAPTAIN
Why won't you die...

He suddenly reels back and swings, driving the CLIPPERS INTO HER FACE PLATE! And like flipping off a switch, SHE DROPS TO THE GROUND WITH A THUD, LIFELESS.

Polly turns to see a small dial rotating into place as THE ROCKET IS ONLY SECONDS FROM ENTERING IT'S THIRD STAGE...

POLLY
Joe!

160 EXT. ROCKET - DUSK - LO

160

We watch as the rocket begins to separate... A streak of light as the rocket hurtles toward space. At the same moment...

161 INT. ROCKET - DUSK - LO

161

Sky Captain looks into the control panel, no time to think, he reaches in and grabs the wire, snapping it, just as the third stage is about to deploy and ZAAAAAP! AN EXPLOSION OF SPARK AND FIRE AS THE CONTROL PANEL BURSTS INTO FLAMES.

Sky Captain and Polly hold each other close, watching helplessly as the rocket is about to explode... when Polly sees something...

A PORTAL

Lettering above the small window reads: "NOTFALL LUKE"

POLLY
Joe! There!

Sky Captain and Polly move toward the small portal... Polly depresses a button on the outer casing and a small panel slides open revealing the interior of a small sphere.

SKY CAPTAIN
What is it?

POLLY
It may be our way off this thing.

They exchange an expectant glance then scramble inside the small pod as the panel slides shut behind them...

Close on the ROCKET CONTROL PANEL

As the small dial ratchets into place, initiating the third stage separation...

162 EXT. SPACE - DUSK - RE 162

The rocket streaking toward us when... KABOOOOOOM - THE ROCKET EXPLODES IN A TERRIFIC FIRE BALL!

CUT TO:

163 EXT. HOVERCRAFT - DUSK - RE 163

The Scientists are jolted by the blast, looking up into the sky, they watch the fireball. Cheers ring out from the Scientists...

Dex searches the sky... fearing the worst. An eternity seems to pass when suddenly...

164 EXT. SKY - DUSK - RE 164

...a tiny dot appears... ..

WE ARE NOW LOOKING AT THE DOT THROUGH THE MATTE OUTLINE OF A PAIR OF BINOCULARS.

We see the shape of the life pod as it floats to earth on a tattered parachute.

165 EXT. FLYING FORTRESS - DECK - DUSK - RE 165

We see a young Ensign standing on the flight deck looking through a pair of binoculars.

ENSIGN
I see them Commander...

We turn to see Franky standing next to him, relieved.

ENSIGN
They're alive...

Franky moves behind the controls of a radio set... she switches on a microphone and sounds a GENERAL ANNOUNCEMENT that reverberates throughout the entire ship.

FRANKY

Ready assault teams... all hands on deck.

We pull back wide to see the deck of the Flying Fortress teeming with activity as...

166 EXT. FLYING FORTRESS - DUSK - RE 166

The GIANT CONNING TOWER of the Flying Fortress breaks through the clouds. The number "ONE" is emblazoned on it's side.

As we pull back further,

167 EXT. SKY - DUSK - RE 167

Another CONNING TOWER begins to appear... number "THREE" painted on it's side. And we realize that we are looking at a SECOND FLYING FORTRESS.

168 EXT. SKY - DUSK - RE 168

A THIRD CONNING TOWER comes into view with the numeral "SEVEN" painted on it.

And for the first time we cut wide to see THREE MASSIVE HOVERING CITIES JOINED IN FORCE as wave after wave of aircraft are launched from the decks of the Flying Fortresses.

CUT TO:

169 EXT. HOVERCRAFT - DUSK - RE 169

Dex maneuvers the freight transport toward the life pod, as it splashes down safely in the water.

170 EXT. ISLAND - DUSK - RE 170

The island is overcome by a FIRE STORM with the sky literally blackened by the Flying Legions attack force.

171 EXT. OCEAN SURFACE - DUSK - RE 171

we see the wake caused by the GIANT CREATURES as they swim away from the island to safety.

And watching it all from the safety of

172 EXT. OCEAN SURFACE - DUSK - RE

172

the BOBBING LIFE POD are Sky Captain and Polly, locked in an exhausted embrace. Polly exchanges an incredulous look of relief with Sky Captain, then looks down and carefully retrieves her camera.

POLLY

One shot left...

She raises her camera and frames the island, watching creatures never before seen by man diving and swimming from the shore. The entire spectacle closing in on them from all points of the compass... an epic vision.

SKY CAPTAIN

Looks like you got your story.

Polly suddenly turns and looks at SKY CAPTAIN through the lens. He smiles at her, blood streaking from his cheek, a bruise on his forehead. She SNAPS the shot.

She lowers the camera and looks into his eyes. He looks back into hers.

SKY CAPTAIN

Polly you... you...

POLLY

Don't say it, Joe... You don't need to.

SKY CAPTAIN

Lens cap.

He motions to the camera. She looks at the camera and then back up at Sky Captain blankly and JUST before her reaction-- we don't even know if it's true or not-- we

CUT TO BLACK.

THE END

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