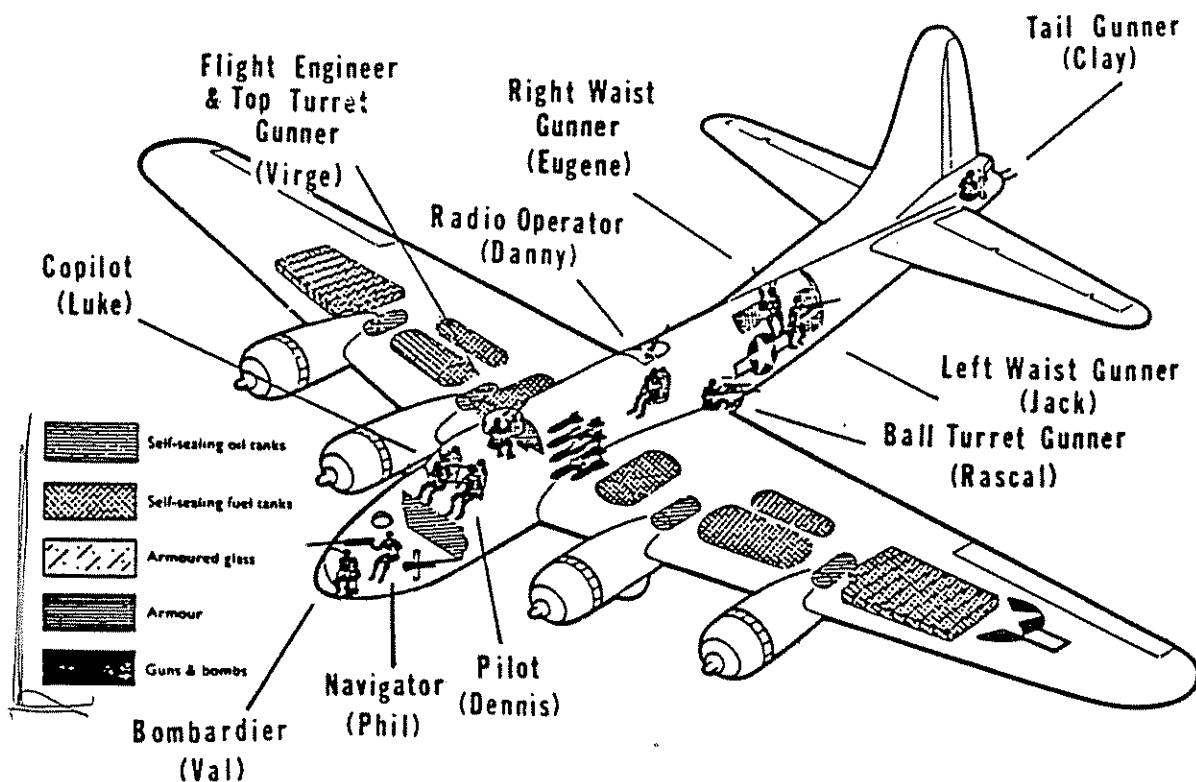
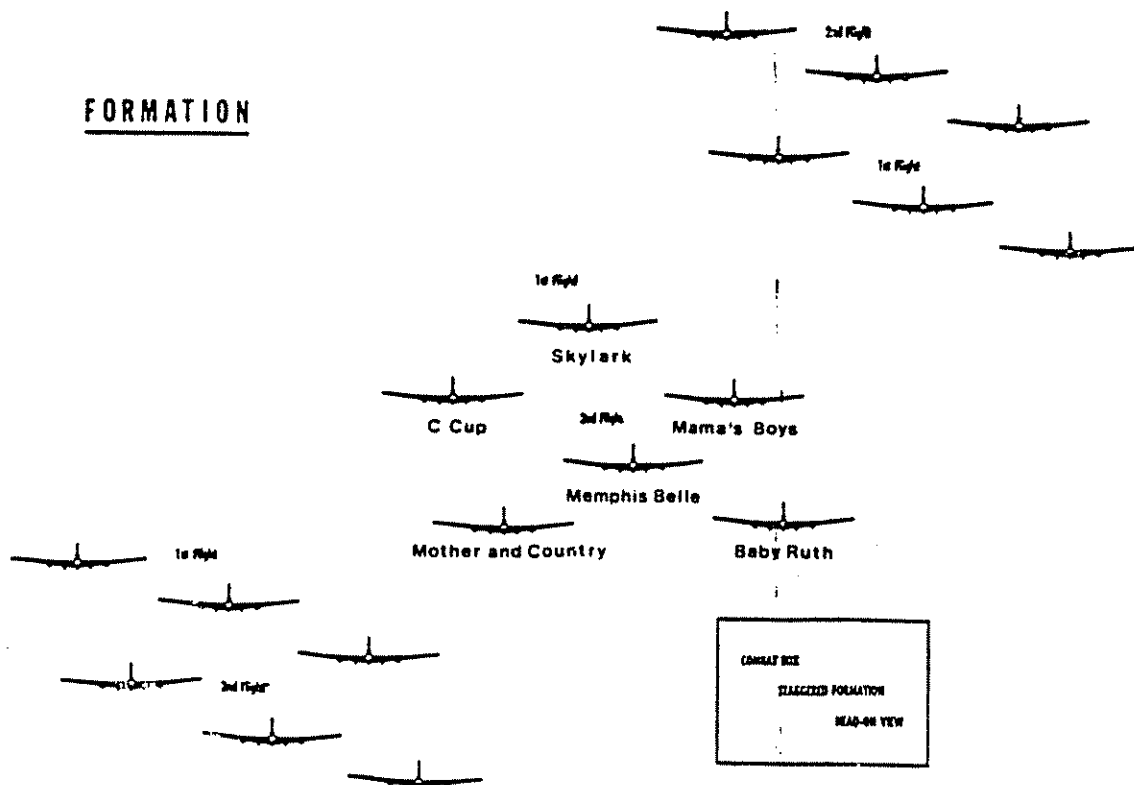


THE MEMPHIS BELLE



FORMATION



FADE IN:

1 EXT. FIELD - DAY

A football game is in progress. Six guys on each side, all in their late teens and early twenties, wearing jeans, work pants, work shirts, T-shirts. Our team is at the 40-yard line and they're in a huddle. VIRGE HOOGESTEGER is twenty, with an angelic face and blonde hair that sticks up in a cowlick. TOM "RASCAL" SCHAEFFER is a short, scrawny eighteen-year-old. JACK BLANCHARD is a big guy, a bruiser, a little older than the others. EUGENE McVEY is his opposite: a skinny, nervous nineteen-year-old who already has a receding hairline. CLAY BUSBY is a long, lanky Southerner, always cool. DANNY DALY is nineteen, with red hair and freckles. He couldn't be more Irish if he tried.

VIRGE

I'll fake like I'm passing to Rascal, then throw to Danny.

DANNY

No, Virge. I'm terrible at catching.

RASCAL

Pass to me! I'll make the touchdown!

JACK

Forget it, Rascal. Those guys'll squash you.

RASCAL

I can do it, I swear!

VIRGE

Okay, but get in the clear as soon as you can.

RASCAL

Don't worry.

The huddle breaks up. The team gets into position opposite the OFFENSE - hulking, tough guys.

JACK

Don't get in my way this time, Gene.

EUGENE

You were in my way. I would have tackled that guy ...

JACK

Well, you didn't. You tackled me!

VIRGE

Gene, Jack, cut it out for a change.

Clay gets ready to hike to Virge.

CLAY

Thirty-six, twenty-four, thirty-six, hike!

He hikes the ball. Virge fades back and looks for Rascal, but Rascal's immediately smashed into the ground by a huge Offensive Player. So Virge throws to Clay, who has broken through and is in the clear. Clay catches the ball and the Offense tries to tackle him. Clay dodges them coolly - he even scat sings a little as he does it. Then things start looking bad and Clay looks for someone to pass to.

CLAY

Jack, Gene!

He passes to them. Jack and Eugene both jump to catch the ball at the same time, collide with a crunch and fall to the ground. The ball sails past them and right into Danny's arms. He's amazed. Then he starts to run.

VIRGE

Other way! Other way!

Danny does a U-turn and charges upfield. His team yells him on and the Offense chases him. One guy gets hold of Danny's shirt and almost pulls him down, but he shakes the guy off and makes the touchdown. He shouts with exhilaration and raises the ball in triumph. Just then, a huge olive drab B-17 bomber appears out of nowhere and roars directly overhead. The game is forgotten and everyone starts running towards a short, boxy control tower. Now we see that the football field is a grassy area on the side of an air field with three intersecting runways. As our team runs for the tower, they shout out the number of planes in the air.

EUGENE

Fifteen, sixteen!

JACK

How many went out?

DANNY

Twenty-one.

VIRGE
There's another!

Men are coming from all over the base, on foot and on bicycle. They gather on a lawn in front of the control tower. We move from them up to the control tower balcony.

2 EXT CONTROL TOWER BALCONY - DAY

The balcony is also crowded with men. Among them, the CO (Commanding Officer) and MAJOR BRUCE DERRINGER. The CO is a Colonel is in his early thirties, impeccably dressed. He's in charge of the base and handles his many responsibilities with grace and efficiency - no detail is too small. He watches the arriving planes through binoculars. Bruce is in his mid-thirties, has all-American good looks and an easy going charm that he can turn on and off at will.

CO
135998, that's "G.I. Jive".

The ADJUTANT, standing at his side, makes a check mark on a list. Bruce isn't watching the planes. He's looking down at our team as they join the other men on the lawn.

BRUCE
So that's them.

CO
Those are the enlisted men. I want you to meet the officers.

BRUCE
I want to meet them all. Those are ten lucky guys and I'm hoping the luck'll rub off ...

CO
Bruce, they're just ordinary men.

BRUCE
Not if they've flown 24 missions without a scratch. That doesn't sound very ordinary to me.

The S-2 OFFICER, a scholarly, bespectacled man in his late twenties, comes up to the CO and interrupts.

S-2
Major Anderson on the phone, sir. I can tell him you're busy.

CO
I'll talk to him. Take over, if you don't mind, Bruce.

Deep 12

*Copy
Patt
Scott
Jeff*

*San
Borge
Bar Monday
Saturday*

*TO
Snow*

CHD

He hands Bruce the binoculars and goes off with the S-2.

ADJUTANT
Another plane, sir.

Bruce ignores him. He leans on the railing and looks down at the Memphis Belle crew.

3 EXT. CONTROL TOWER LAWN - DAY

The enlisted men anxiously watch and talk to the sky, trying to coax the planes back home.

VIRGE
If you guys don't come back,
we're going to go through your
lockers.

A chant begins - they've done this before, it's a routine.

CLAY
We're gonna read your letters.

JACK
And take your money.

Danny looks across the field.

4 DANNY'S POV

A plane, "Is You Is Or Is You Ain't My Baby?", is parked across the field. It's taken a beating. Two AMBULANCE DRIVERS are lifting a BLOODY MAN out of the plane on a stretcher. A pretty English nurse, FAITH, helps with the I.V.

RASCAL & VIRGE
And use your rubbers.

EUGENE & JACK
And steal your girls.

5 ON DANNY

Watching the Ambulance Drivers and Faith caring for the Bloody Man. He can't take his eyes off them.

JACK
And spend your money on your
girls.

RASCAL
And use your rubbers on your
girls.

VIRGE

Eighteen!

Danny shakes himself out of his stare and looks out at the horizon where Virge is pointing. Eugene and Clay spot two more planes.

EUGENE

Nineteen!

CLAY

Twenty!

A moment, then all spot the last plane and shout it out together.

ENLISTED MEN

Twenty-one!

6 EXT. CONTROL TOWER BALCONY - DAY

Bruce is leaning on the railing, looking down at the crew, smiling.

7 EXT. BASE - DAY

The CO and Bruce are driving around the perimeter track. The Adjutant is at the wheel, the CO in front and Bruce in back, leaning forward to talk. An ambulance streaks by in the b.g. "Is You Is Or Is You Ain't My Baby?" is being towed across the field towards a hangar. Lots of activity.

CO

I hope your trip didn't wear you out too much. It's a long haul across the Atlantic.

BRUCE

Not at all.

CO

There's a little dance tonight in honor of our first six months here at Bassingbourn. I hope you'll come.

BRUCE

Wouldn't miss it. Listen, can you set something up for me this afternoon with the four officers? Life Magazine is doing a cover on the Belle and I'd like to start getting some pictures. I'm going

(MORE)

BRUCE
(cont'd)

to make those guys the most
famous fliers since the Wright
Brothers.

The jeep stops at a hardstand where a plane, "Lucky Devils",
is parked. The CO gets out. Bruce follows. The "LUCKY
DEVILS" CREW salutes. The CO returns the salute.

CO
How was it today?

"LUCKY DEVILS" CAPTAIN
Not too bad, Colonel.

The rest of the Crew murmurs their agreement. The CO nods,
then walks briskly ahead to where the Ambulance Drivers and
Faith are assisting a WOUNDED MAN. Bruce follows.

BRUCE
We need to get the people back
home fired up about the daylight
bombing program. The Belle is
just the ticket. The first crew
in the whole Eighth Air Force to
finish its 25 missions ...

CO
They haven't done it yet, Bruce.

BRUCE
An easy one like today and
they're home free. 

Faith has put a blanket over the WOUNDED MAN's shoulders and
now the Ambulance Drivers help him into the back of the
ambulance.

CO
(to Faith)
How is he?

FAITH
He'll be just fine, sir.

A MESSENGER runs up and gives a quick salute.

MESSENGER
Phone for you, sir. London. And
these.

He hands the CO some papers.

CUT TO

Bruce and CO in the jeep heading back to the control tower. The CO is signing the papers. In the background, action continues: ground crews are swarming over the planes, gasoline trucks and repair vehicles criss-cross the field.

CO

Bruce, I want to help, but let's not make a fuss over these men until they've finished their last mission. We don't want to jinx them.

BRUCE

(smiling)

What are you saying, you're superstitious?

CO

I lose one out of every three men I send up. You're damn right I'm superstitious.

BRUCE

Let me just meet the officers, fill them in ...

CO

Meet with them, fine. But no pictures, no special attention.

BRUCE

They're special, Craig, they deserve it!

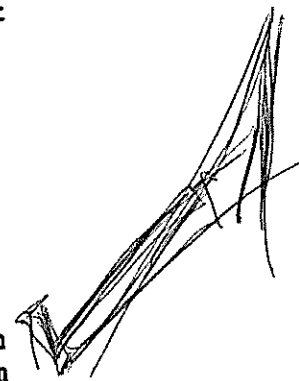
The jeep stops at the control tower and the CO gets out. Bruce hops out of the back and stops him

BRUCE

Look, I'm just a Madison Avenue hustler. They gave me this uniform and told me to go make heroes out of these guys. I'm counting on your help. Come on, Craig, we're both on the same side. Maybe we're not a match made in heaven, but we can work together, can't we?

The S-2 comes up and snaps out a salute.

*Seems like
he's for
Congress*



S-2

Sir, here's the first strike photos. You'll like what you see.

He gives some photos to the CO. The CO takes them, but doesn't look at them yet. Bruce watches him, waiting for his answer.

CUT TO

Faith is walking back across the field, less cheerful than when she was with the CO. There's a smear of blood on her uniform. Virge comes up behind her and kisses her cheek.

FAITH

Hi, Virgil.

VIRGE

What's wrong, Faith? You look kind of down in the dumps.

FAITH

Sometimes I think if I see one more boy ... Don't ever let anything happen to you.

VIRGE

Wouldn't dream of it. Cheer up. Remember the dance tonight. Maybe we can get away for a few minutes ...

FAITH

Virgil, no. I'm serving coffee with my mum and dad.

VIRGE

I just want five minutes alone with you.

FAITH

Oh, lovely. What was it last time, three and a half?

VIRGE

Yeah, but three and a half of the most romantic minutes of our lives!

She laughs. Rascal zooms up on a bicycle and circles them.

RASCAL

Faith, be warned - you're dancing every dance with me tonight.

FAITH

Rascal, I've already promised a dance to Virge.

RASCAL

Okay, give him one. But make it short.

FAITH

I don't think that should be a problem.

She looks at Virge. He grins.

RASCAL

Dancing the night away with the prettiest girl in England. What a life!

~~Rascal zooms off on his bike.~~

8 EXT. COUNTRY ROAD - DAY

Rascal, Danny, Eugene and Jack are on their bikes, going down a country road. It's spring, early afternoon, a beautiful day. They pass open fields, some sheep, a rustic barn, then a farmhouse that a German plane crashed into some time ago. KIDS are throwing rocks at the plane. They see the four guys on bicycles and wave and shout at them, asking for gum and chocolate. The guys wave back and maybe throw the Kids something.

9 EXT. VILLAGE - DAY

The four guys prop their bikes up against the side of a pub and go inside.

10 EXT. PUB - DAY

There are a number of LOCALS in here, men and women, having bread and cheese with their pints and listening to a news report on the radio. A BARTENDER stands behind the bar. Rascal, Danny, Jack and Eugene are in a huddle. Danny holds a box camera with flash attachment. The RADIO ANNOUNCER is heard in the b.g.

RADIO ANNOUNCER

Eleven people are reported dead, though many more are believed to be buried beneath the rubble. Although the midnight bombing devastated the area surrounding

(MORE)

RADIO ANNOUNCER

(cont'd)

St. Paul's Cathedral, London's famous church remained unharmed ...

DANNY

Rascal, I can ride back to the base real fast and get some more money from the other guys.

RASCAL

Danny Boy, at ease. I'll take care of it.

Rascal steps forward, clears his throat.

RASCAL

Excuse me, ladies and gents, could I have your attention?

Danny tries to pull Rascal back, but Jack and Eugene stop him. They want to see what Rascal is up to.

RASCAL

Me and my buddies here have been flying daytime bombing raids against Mr. Hitler for six months now, just trying to get this damn war over for all of us.

Jack pulls out a harmonica and provides an accompaniment to Rascal's speech, perhaps "God Save The King." Danny's embarrassed. Eugene's loving it.

RASCAL

We've flown through flak so thick you could get out and walk on it. We've been chased by Nazi fighters and escaped by the skin of our teeth. We've got 24 missions under our belts and just one more and we get to go home to the good ol' U.S.A. Now, this gentleman has a rare bottle of champagne we want to buy for our last mission, but we just don't have the dough. Folks, I know these are hard times, but if you can spare a shilling or two, we'll remember you the rest of our days.

Rascal takes off his hat and holds it out. The Locals sit there, apparently unmoved. Then one big BURLY LOCAL stands

up and walks up to Rascal. He towers over Rascal. Jack and Eugene start slinking towards the door, to make their getaway. Then the Burly Local drops some change in Rascal's hat.

BURLY LOCAL
Give Hitler a kick in the arse
for me, lads.

Jack and Eugene instantly whip off their hats and start passing them around so the other Locals can chip in, too.

RASCAL
You're a kind man. Thank you.

EUGENE
God bless you, sir.

JACK
Ma'am, you're as generous as you
are beautiful.

Danny shakes his head, amazed, then snaps a picture with his box camera. A bright white flash and we're in...

11 INT. MESS HALL - DAY

DENNIS DEARBORN is sitting stiffly in a chair, the Bomb Group symbol behind him on the mess wall. Dennis at twenty-six is the oldest of the crew. He's a serious young man - you never catch him smiling or relaxing. His photo has just been taken by the Life PHOTOGRAPHER. Bruce is behind the camera, interviewing Dennis.

BRUCE
You named the plane after your
girl back home, that's a great
angle. You don't sound like
you're from Memphis, Captain
Dearborn.

DENNIS
I was down there on business.

BRUCE
I bet she's a living doll, huh,
Dennis?

Dennis looks up at Bruce, disapprovingly.

DENNIS
She's a fine woman, sir.

Flash. Now LUKE SINCLAIR, the copilot, is in the chair. Luke is twenty-five and about as handsome as they come. He's relaxed, smiling. He loves the attention.

BRUCE

A lifeguard. That's a pretty responsible job, Luke.

LUKE

Yeah, it's rough basking in the sun all day, having girls swarm all over you. I'm sure glad the war came along and saved me from all that.

Flash. Now VAL ESCOBAR, the bombardier, is sitting in the hot seat. Val has Latin good looks and a street fighter's body. He's an intense guy. He squirms, pushes at his hair, sticks a finger under his collar, straightens his tie.

BRUCE

Val. What's that short for, Valentine? I bet the girls love that. You're the bombardier and I understand you've got four years of medical school under your belt.

VAL

Well, not four exactly ...

BRUCE

Believe me, when they see your picture in Life, every man, woman and child in America is going to want you for their doctor.

Val brightens a little. Flash. Now PHIL LOWENTHAL is in the chair. Phil's in his early twenties, with a lot of hair and a lot of teeth. He's embarrassed by the attention and makes a joke of it.

PHIL

This is my best side. Actually, Warner Brothers says this is my best side and RKO says this is my best side. If you ask me, this is my best side ...

He starts to get up to show his butt.

BRUCE

Just face front will be great, Phil.

Laughter from Luke and Val. Phil sits back down and grins, happy he got a laugh. Flash.

12 INT. MESS HALL - DAY

Later. Dennis, Luke, Phil and Val are sitting at a table as Bruce addresses them.

BRUCE

You'll go back home in your own plane and fly all over the States, making speeches, getting people to buy more war bonds, work longer hours, turn out more planes. And believe me, you'll be wined, womened and songed from one end of the U.S. to the other. It's tough, but we all have to make sacrifices.

He smiles.

LUKE

Sir, you mean we're going to be famous?

BRUCE

I'm afraid so, Luke.

Luke whoops. He pounds on Val and Phil a little. Val angrily pushes him away. Phil is hunched over, miserable and gloomy - a real contrast to the picture taking session.

DENNIS

Major Derringer ...

BRUCE

Bruce.

DENNIS

We'll follow your orders to the best of our ...

BRUCE

(interrupting)

It's not an order, Dennis. We're working together.

DENNIS

Yes, sir, but I don't want the enlisted men finding out about this yet.

LUKE

Their pictures in Life? Wine,
women and song? You've got to
tell them! They'll go nuts!

DENNIS

I don't want them going nuts. I
want them thinking about their
jobs and that's all.

LUKE

Come on, we could do them in our
sleep by now. Why can't they
know?

DENNIS

Because I said so.

LUKE

My father used to say that.

Dennis and Luke glare at each other.

BRUCE

Dennis, you're the boss. Tell
your crew when you think it's
right. Gentlemen, thank you for
your time.

Dennis, Luke, Phil and Val start getting up from the table.

13 INT. BARRACKS - NIGHT

A big tin roofed Nissen hut, six beds on each side and a
hissing potbellied stove in the center. Two crews bunk in
here, our enlisted men and another crew. Some guys are
getting spiffed up for the dance, others are playing poker
(Jack is in the game). At the other end of the hut, a bed
has been stripped to the mattress. Virge, Rascal, Danny and
Eugene are gathered, watching Clay wrench off a padlock on
the locker at the foot of the bed with his pocket knife.

DANNY

Clay, shouldn't we let Sergeant
Tucker do this?

CLAY

That thievin' rat? We let him do
it, the poor sucker's widow won't
get nothin'.

The lock comes off, Clay opens the locker and starts taking
things out.

EUGENE
Clay's right, Danny. Anyway, we
don't want his wife getting
anything embarrassing.

CLAY
Hershey Bar.

VIRGE
Me, me!

Clay tosses it to him, reaches into the locker and pulls out
a bundle of lavender colored letters.

CLAY
Love letters.

EUGENE
Wife or girl friend?

Clay opens one and reads it.

RASCAL
Jesus, somebody was in love with
Becker?

VIRGE
Yeah, Rascal. So there's hope
for you.

RASCAL
I've got Faith. Eat your heart
out, Virge.

VIRGE
I could say something.

RASCAL
Say it. Virge the Virgin. Your
mama named you right.

CLAY
Girl friend.

Clay throws them in the waste can. He pulls a little box
from the locker and opens it.

CLAY
Air medal.

EUGENE
Wife.

Clay hands it to Eugene. Eugene puts it in a manila envelope. Clay takes out a battered paperback with a lurid cover: God's Little Acre.

CLAY

Dirty book.

DANNY

I'll take it.

RASCAL

Atta boy, Danny!

Clay tosses the paperback to Danny. Rascal and Virge look over Danny's shoulder as he flips through the book. The book opens to a page in the middle where something is stuck: a four-leaf clover wrapped in cellophane. Danny takes it out and looks at it.

DANNY

Poor bastard.

At the other end of the room, the poker game breaks up with a groan. Jack stands up and waves a wad of money.

JACK

Hey, fly boys! Tonight the drinks are on me!

14 INT. AIRPLANE HANGAR - NIGHT

It has been turned into a dance hall for the night: streamers, a mirror ball, a bar and a big band, the Hal Kemp Orchestra. The dance is in full swing.

CUT TO

The refreshment table. Clay and Rascal are attacking the buffet. Danny snaps their picture.

CLAY

Would you cut that out? You can't take a crap without Danny taking a picture of it!

Danny laughs, then turns and looks out at the dance.

CUT TO

The dance floor. Jack is dancing with a shy SKINNY GIRL and Eugene is dancing with a boisterous BIG GIRL. It looks like they're with the wrong partners. Eugene swings under the Big Girl's arm, kicks Jack in the butt when his back is turned, then quickly swings back into the Big Girl's arms. Jack looks around, but has no idea where the kick came from.

ON DANNY

He snaps a picture of them.

CUT TO

Virge and Faith sneaking out the hangar door.

CUT TO

Bruce and Luke by the bar. Bruce has just bought Luke a drink.

BRUCE

Luke, ever done any public speaking?

LUKE

A little acting. Amateur stuff.

BRUCE

I bet you were good. We're going to have to excite people on this bond tour. Inspire them. Dennis is a fine man, but he doesn't have your enthusiasm.

LUKE

I'm a qualified pilot, same as him. They just didn't have a plane for me. So, he's the big shot pilot and I'm sitting in the dummy seat.

BRUCE

You're no dummy, Luke. We both know that.

Bruce puts a hand on Luke's shoulder.

CUT TO

Dennis, watching Bruce and Luke. He can't hear them, but he isn't pleased. He turns and walks out the door.

15 EXT. BASE - NIGHT

It's dark, foggy. Dennis walks across the field towards another hangar, a beer in his hand. The band can be heard in the distance.

16 INT. SECOND HANGAR - NIGHT

It is brightly, starkly lit with floodlights. There are planes and parts of planes crowded in here with ground crews crawling over them. It is an epic sight, showing the huge scale of the air war and the number of men required to sustain it. In the foreground is the plane we saw earlier: "Is You Is Or Is You Ain't My Baby?". The pilot's window is shattered, a front tire is flat, a chunk has been taken out of the tail, the ball turret is broken in half and what remains is covered in dried blood. A mechanic is hosing it out. LES ENRIGHT, a stocky man in his mid-thirties, wearing grease stained coveralls, is helping carry a new ball turret over to the plane. He sees Dennis. Dennis raises his beer in hello and Les comes over.

DENNIS

Hey, Les. What happened to her?

LES

What didn't, Captain? The pilot took a cannon shell in the head. The ball turret gunner got a piece of flak between the legs. He fell out somewhere over Germany.

A dark red pool is gathering right at Dennis feet. Dennis hasn't noticed. Les touches his shoulder to make him aware. Dennis takes a step away.

DENNIS

How's our gal?

LES

Out of the shop, good as new. Go take a look at her. I'm just giving them a hand.

Les goes back to the plane. Dennis turns to leave.

17 EXT. MEMPHIS BELLE - NIGHT

We see only the vague outline of the Belle through the fog as Dennis approaches. He stops in front of the nose and speaks to the plane.

DENNIS

Well, I'm going to miss you. We've been together a long time and you've never let me down. I can't say that about many people. You know how to take care of your man and that's just about the

(MORE)

DENNIS
(cont'd)

best thing a fellow can say about a girl, I guess. Maybe we'll be going back to the States together, but it won't be the same, will it? It won't have the same ...

He searches for the word, can't find it and starts to take a drink. But he decides he's had enough and pours the rest of the beer on the ground. He turns and walks back across the field to the dance. Then a head pops up and looks out through the nose of the plane: Virge.

FAITH'S VOICE
Virgil, why don't you ever talk to me like that?

18 INT. NOSE - NIGHT

Looking forward, we see Virge and Faith in silhouette. They've put something down on the floor of the plane as a makeshift bed, perhaps some parachutes.

VIRGE
You know what Dennis would do if he caught us in here? Come on, let's just forget it and get back to the dance.

Virge grabs his shirt and starts to put it on. He looks down at Faith, who has disappeared into shadow below him.

VIRGE
Faith, what are you doing? We've got get out of here! ... Don't do that! If you do that we're never going to get out of here! ... Oh boy, oh boy, oh boy ...

Virge lies back down and he, too, disappears into the shadows.

19 INT. HANGAR - NIGHT

Bruce and Luke are at a table with two attractive, very friendly girls. Bruce and Luke have obviously become the best of buddies.

CUT TO

The CO sitting at a table by himself, very uncomfortable and alone.

*not clear who first
the group are
ground crew*

CUT TO

Faith comes in the hangar door. Rascal grabs her and whirls her onto the dance floor.

RASCAL

You look more beautiful tonight than ever. What's the secret, Faith?

FAITH

Dancing with you, of course, Rascal.

RASCAL

The guys are so jealous of me. Like Virge? He's crazy about you, but you'd never know it, 'cause he's shy. And that's just the way I want it.

He whirls Faith past the bar. We stay on the bar where Phil and Val are standing. Phil knocks back a whiskey and puts his glass on the bar for a refill. The BARTENDER fills it.

PHIL

How come they brought Life Magazine and everything? Are they trying to jinx us?

VAL

Forget it, Phil. Let's find us a couple girls.

Val looks out at the dance floor. Phil comes up to him, close.

PHIL

Val, tell me the truth. The truth. Are you scared?

VAL

I'm Val. Come on.

He takes Phil's glass from him, puts it down and pulls Phil away from the bar.

CUT TO

Danny and Clay together, watching the dance. Danny is lining up another shot with his camera.

DANNY

Just one song, Clay.

CLAY

Uh-huh. I'm not gonna make a fool of myself in front of all these folks.

DANNY

Come on, you're a great singer!

There's a fanfare from the band. Rascal hops up on the stage and grabs the microphone.

RASCAL

It has come to my attention that we have a new crew with us this evening. Could I inquire as to the name of the plane they fly?

A fresh-faced ROOKIE, standing with his equally fresh-faced crew, speaks up.

ROOKIE

"Mother and Country"!

RASCAL

"Mother and Country". Ahhh ...

The whole room takes up Rascal's patronizing sigh.

RASCAL

There's two things worth fighting for, if I do say so myself. Well, I'm sure the entire base joins me in welcoming this fresh meat ...

He catches himself.

RASCAL

Fresh crew. Let us raise our glasses and give them the traditional words of welcome.

He raises his glass. So do all the men. They shout in unison.

ALL

You'll be sorry!

20 INT. LATRINE - NIGHT

Danny comes into the latrine. The fresh-faced Rookie is bent over one of the toilet bowls, having just thrown up. He's pale and woozy.

DANNY

You okay?

The Rookie nods. Danny fills a tin cup with water and takes it over to him.

DANNY

Don't worry, everybody gets ribbed like that at first. Before you know it, you'll be ribbing some new crew.

ROOKIE

I'd give anything to be in your shoes. Just one more and you get to go home.

DANNY

And then maybe I'll never see those guys again. They're like brothers to me. The officers, too. I never had brothers. Four sisters. (laughs) When we go back home, I don't know how we're going to get together. We come from all over. I keep taking their pictures.

He looks down at his camera, winds it.

DANNY

That's the way you'll be with your crew. Here.

Danny reaches into his breast pocket and takes out the four leaf clover and holds it out to the Rookie. He takes it and smiles.

DANNY

Come on, let's get a drink.

21 INT AIRPLANE HANGAR - NIGHT

Danny and the Rookie come back into the hangar. They pass Dennis, standing with the ROOKIE CAPTAIN at the coffee table where Faith is demurely serving. Dennis is struggling to explain himself to the Rookie Captain - this is as excited as Dennis gets.

DENNIS

You've got four thousand pounds of bombs in your belly, nine men are depending on you to make the right decision. It's ...

(MORE)

DENNIS
(cont'd)

I mean, everything you ever did before seems so ... You're really alive up there, that's what I'm trying to say. Am I making any sense?

ROOKIE CAPTAIN
(not a clue)

Sure, Captain.

DENNIS

Let me put it another way.

Bruce has gotten up on stage and starts speaking into the microphone, interrupting Dennis.

BRUCE

Ladies and gentlemen ... There's ten very special men here tonight. I'm sure you know who I mean. The crew of the Memphis Belle. They're just about to become the first crew in the Eighth Air Force to fly their twenty-fifth and final mission. Let's hear it for them! Hip hip ... !

*feels like we
could get
more songs*

CUT TO

Danny, Clay, Jack and Eugene, unhappily watching Bruce. The Rookie starts to complete the cheer.

ROOKIE

Hooray ...

Danny grabs his arm to stop him. A couple of other Rookies have started to cheer, but they also quickly shut up. A grim silence falls over the hangar. Bruce is embarrassed and doesn't know what to do. Danny looks at Clay - a look saying "Do something". Clay pushes through the crowd, jumps up on stage and takes the microphone.

CLAY

This friend of mine keeps begging me to sing and I guess I ain't gonna get out of it this time.

Clay says a few words to the BANDLEADER, then turns back to the microphone. Bruce quietly leaves the stage. The band begins.

CLAY
(sings)

"Oh, Danny Boy,
The pipes, the pipes are calling ..."

ON DANNY

He blushes and turns away, trying to escape. Jack and Eugene grab Danny and force him to stay and listen. The Rookie smiles, enjoying this - this is what Danny was talking about.

CLAY
"From glen to glen,
And down the mountain side ..."

Then suddenly, without warning, Clay launches into an up-tempo number, maybe "Don't Get Around Much Anymore". The band swings into it with him. Clay's good - he's a natural. Everyone starts to dance. In no time at all the hangar is swinging again.

22 EXT. BASE - NIGHT

Phil is alone out in the middle of the field. The song can be heard in the distance. Phil holds a nearly full bottle of scotch. He looks up at the moon, diffused through a layer of fog. He shouts.

PHIL
I don't want to die, I don't want
to die, I don't want to die ...

His call fades away. He takes a long drink from the bottle. He stumbles a little, then wanders off, disappearing into the fog.

23 EXT. BASE - DAWN

The horizon is just starting to fill with light. The fog is gone and the clouds are breaking up.

CUT TO

The Memphis Belle. The Plexiglas of the nose, top turret and ball turret reflect the bright sunrise. It's a B-17F, olive green with a grey belly. On the nose, there's a painting of a leggy woman in a bathing suit, a phone receiver to her ear. Also, twenty-four yellow bomb emblems and eight swastikas. The big forward landing gear give it a wide stance and the nose points into the air, as if eager to take off. The plane is huge, so huge it doesn't look like it could ever get off the ground. It's a dramatic sight, the sun coming up yellow and hot behind this 17 tons of machine.

23A INT. ENLISTED MEN'S BARRACKS - DAWN

The barracks is dark. Danny is in bed, asleep. Suddenly, a flashlight is flipped on, right in his face.

SERGEANT

Daly, rise 'n shine. Mission oh-eight-hundred.

Danny squints up at the pie-faced SERGEANT.

DANNY

Okay.

The Sergeant shines the flashlight in Rascal's face.

SERGEANT

Schaeffer. Up and attem.

RASCAL

I just went to sleep!

He pulls the covers over his head. Other men are starting to wake up, groaning, hacking.

SERGEANT

Alla yous guys, get crackin'!

Clay sits up and starts to sing.

CLAY

(sings)

"Oh, how I hate to get up
In the morning ..."

JACK

Clay, can it!

24 INT. OFFICER'S BARRACKS - DAWN

It is identical to the enlisted men's Nissen hut, but less crowded with six bunks, rather than twelve. The Sergeant shines the light in Dennis' face.

SERGEANT

Captain Dearborn, mission today.
Breakfast oh-six-hundred,
briefing, oh-six-forty-five.

Dennis wakes and looks at his wrist watch.

DENNIS

Thanks, Sergeant.

SERGEANT
Lieutenant Sinclair.

In the bed next to Dennis' Luke is already starting to awake.

LUKE
I'm up.

The Sergeant moves his flashlight across the aisle to Phil's bed. It's empty.

SERGEANT
Where's Lieutenant Lowenthal?

DENNIS
Phil? I don't know. Val,
where's Phil?

The Sergeant moves the flashlight to Val. Val quickly improvises.

VAL
He's in the can. Couldn't sleep.
Nerves.

SERGEANT
I don't blame him. Give 'em hell
today.

DENNIS
Will do.

Dennis starts to get up. Behind his back, Val and Luke exchange a glance. They have no idea where Phil is.

25 EXT. BARRACKS - DAWN

Val, dressed, comes out of the barracks. It rained during the night and the ground is muddy. Men are hurrying for the latrine and mess hall. Jeeps go by, splashing mud. Val starts jogging.

26 EXT. BASE - DAWN

Val jogs around the perimeter track. Planes are on their individual hardstands, with ground crews crawling over them. Gas trucks and bomb carts come and go. Ordnance crews are loading fat olive drab bombs into the bellies of the planes. Armament crews are putting boxes of ammunition in the planes and checking the gun turrets. Val looks around for Phil, but there's no sign of him.

27 EXT. AIRPLANE HANGAR - DAWN

All that remains of the dance is some beer bottles, playing cards and cigarettes on the ground. The hangar door is open and we can see that it has turned back into a repair shop. A damaged B-17 is being cannibalized for its parts. Val looks around, stumped. Suddenly, a voice cries out.

PHIL

Bogey, six o'clock low!

Phil tackles Val from behind and knocks him to the ground. Val scrambles out from under Phil and gets to his feet. Phil sits in the mud, laughing.

VAL

You're drunk!

PHIL

(deliberately slurring)

I rethent that inthination!

He takes a drink from his bottle of Scotch - it's almost empty.

VAL

Are you crazy? We've got a mission!

Val grabs the bottle away from Phil, then tries to pull Phil up. He's wasted.

PHIL

I know, that's why. I'm going to get it today, Val. My luck's up, my number's run out. I mean ... (giggles) I'm gonna die and I want to give you something to remember me by.

He takes off his watch.

VAL

I don't want that piece of shit. Come on.

Arm around Phil, he starts leading him back to the barracks.

PHIL

You want my cuff links? They've got my initials.

VAL

Phil, you gotta get hold of yourself.

PHIL

How about my whole set of New York Yankee baseball cards? Nah, then you'll just remember the Yankees and forget about me.

28 INT. LATRINE - DAY

There are MEN in here, shaving, sleepily getting ready for the mission. Val and Luke watch Phil weave towards a stall. He misses the door and bumps into the doorjamb.

LUKE

That's our navigator.

Phil disappears into the stall.

VAL

We better tell Dennis he's sick and get someone else.

LUKE

We can't! A new man's bad luck.

VAL

What's a drunk navigator, good luck?

LUKE

You're the doctor. Sober him up.

VAL

Luke, look at him!

LUKE

He'll be all right. He's just a little high.

Sound of a trickle from the stall. Val glances at his watch.

VAL

I timed that. Forty-five seconds to find his own dick.

Val and Luke look at each other.

29 INT. LATRINE STALL

Val bends Phil over the toilet.

VAL

Stick your finger down your throat.

Phil shakes his head.

VAL

Do it or I'll do it for you.

Phil tries to get away. Val shoves him up against the wall, pries open his mouth and sticks his own finger down Phil's throat. Phil gags and vomits, right on Val's shirt and tie.

30 INT. ENLISTED MEN'S BARRACKS

The enlisted men are getting dressed and shaving. Danny takes a picture of the hut and the men groan. Clay throws a pair of rolled up socks at him. The men are tense, nervous, but they cover their anxiety with jokes and foolishness.

CLAY

Cut it out!

JACK

I can see it. I get back home, I'm making love to my wife, the door breaks open and it's Danny, taking a fucking picture!

Danny laughs. He turns his camera on Eugene, who's searching his bunk, in a state of near panic.

EUGENE

Anybody seen my St. Anthony medal?

DANNY

Isn't he the patron saint of missing things?

EUGENE

Yeah, I can't find him!

Danny takes the picture.

31 INT. LATRINE

Val is shaving Phil, who's shivering, a wreck. Val's shirt is wet - he has washed off the vomit. Luke comes in.

LUKE

Coast's clear. Dennis went for chow.

Phil pulls a Swiss Army Knife out of his pocket.

PHIL

Luke, I want you to have my
penknife. It's real nice.

LUKE

Keep it. If Dennis sees you like
this, you'll need it to cut your
throat.

Luke rips open a little packet and empties it in Phil's
mouth.

LUKE

Sen-sen.

32 INT. BARRACKS

Danny takes the bottle of champagne from his locker. Rascal
snatches it away from him.

RASCAL

You're not thinking of sneaking
this on the plane, are you?
Danny, I am shocked. And Virge
goes out for the pass!

He tosses it across the room to Virge.

DANNY

Don't!

JACK

Jesus, keep it down!

EUGENE

I found it!

He finds his St. Anthony medal under his bed. He slips the
chain over his head, kisses the medallion and falls to his
knees to say a little prayer. Rascal and Virge continue to
play keepaway from Danny, annoying the other men.

33 INT. OFFICERS' BARRACKS

Phil is dressed and Val is tying his shoes. Phil hiccups.

VAL

Stop it!

Phil hiccups again. Just then, a quick knock, the door
opens and Dennis comes in.

Danny takes out a couple of pencils and gives the Rookie one, then turns to a fresh sheet in his notebook.

CUT TO

Bruce comes down Val's and Phil's row and takes a seat next to them. Val salutes. Bruce makes a gesture dismissing the formality.

BRUCE

Morning, guys. Anyone sitting here?

VAL

No, Major.

BRUCE

Just between you and me, this is going to be a milk run. You'll be back before you know it.

PHIL

S'not a milk run. Look at the yarn.

CUT TO

The spool of yarn at the side of the curtain. The yarn is almost completely used up.

VAL

When they use up all the yarn like that, it means we're going in deep. It means Germany.

CUT TO

Bruce, Val and Phil.

BRUCE

Take it from me. I've got the inside track and this is a trip to the candy store ...

A sharp VOICE calls out, interrupting Bruce.

VOICE

Tenn-hut!

Everyone rises to attention. The CO steps up on stage.

CO

At ease, gentlemen.

Murmuring and shuffling as everyone sits.

DENNIS

There you are, Phil. I just want to remind you both to keep it quiet about you know what.

VAL

What? Oh, sure.

Phil nods.

DENNIS

Okay. See you at briefing.

He goes out, closing the door behind him.

VAL

(to Phil)

You did good.

Phil lets out a loud hiccup he'd been saving up.

34 INT. MESS HALL

It's crowded and smoky. The enlisted men are jammed together on one side of the hall. The officers have more space on their side. Val and Phil are going down the line. LOCAL WOMEN are serving eggs, bacon, pancakes. The COOK gives Val a plate.

COOK

We'll be thinking of you today, duck.

VAL

Give him extra. He's real hungry.

The Cook heaps some more eggs on the plate. Phil watches, nauseated.

CUT TO

Clay, Virge, Eugene, Jack, Rascal and Danny are crowded at a table, all smoking and drinking coffee. Jack is the only one eating.

JACK

These eggs would gag a buzzard.

He takes Virge's plate and scrapes the eggs onto his plate and eats those, too. Luke and Dennis come over.

DENNIS

How are we doing this morning, men?

Luke puts a hammerhold on Rascal's neck.

RASCAL

Stop it!

LUKE

It's going to be a real easy one today. A joy ride.

CLAY

It better be.

Then, across the room, a crash and clatter. Everyone looks. Val is scurrying to retrieve a box of silverware Phil knocked over. Dennis watches. Luke watches Dennis.

DENNIS

I guess we've all got the jitters this morning. See you after briefing.

Dennis walks off. Luke breathes a sigh of relief.

35 INT. BRIEFING ROOM

Up front, a small stage. On stage, a board covered by a curtain. On the left side, a spool of red yarn, the yarn leading behind the curtain. The room is crowded, noisy and smoky. Val escorts Phil to a seat in the back. He's nearly comatose. Luke comes up to them, holding his dog, Bucky.

LUKE

How the hell's Phil going to get through the navigator's briefing afterwards?

VAL

On a wing and a fucking prayer.

Val and Phil sit. Luke leaves them to take his seat down front with Dennis.

CUT TO

Danny and the Rookie sitting across the aisle with the other radio operators.

ROOKIE

I thought we'd have more practice before we went up.

DANNY

You'll do fine.

CO

I hope you all had a good time
last night. But now it's back to
business. The target for today
is ...

The S-2 pulls back the curtain to reveal a map of northern
Europe. The red yarn extends from East Anglia all the way
across the North Sea, then turns sharply and penetrates into
Germany.

CO

Bremen.

The room erupts into discussion, groans, laughter, cat
calls.

FLIER

I can't go! I got something I
gotta do instead!

SECOND FLIER

What?

FLIER

Live!

CUT TO

First, we see Dennis and Luke staring at the map in shock.
Then Danny and the Rookie. The Rookie doesn't know what to
think and looks at Danny. Danny's face says it all. Then
we see Phil and Val looking at the map, aghast. The CO
continues in the b.g.

CO

This is further than we've ever
gone into Germany, but it's an
opportunity to really hit the
enemy where it counts. Bremen is
home to one of the largest Nazi
aircraft factories, the Focke-
Wulf Flugzeugbau factory. They
make a lot of FW-190s there, so
we want to bomb the living
daylights out of this target.
I'm going to turn this over to
the S-2, who'll give you the
details, but I'll be back to say
a few words at the end.

VAL

Not on our last mission! Are
they out of their minds?

PHIL
They don't have minds.

BRUCE
What's wrong?

VAL
Nothing, only they've got more
flak batteries around Bremen than
anywhere else.

PHIL
Fighters.

VAL
Plus fighters bases all over.
You go to Bremen, you don't come
back.

BRUCE
Well, you're not going, so don't
worry about it. Just hang on.

Bruce gets up and hurries out of the room.

36 EXT. BRIEFING ROOM

Bruce is waiting outside, pacing, smoking. A MP stands at
attention in front of the briefing room door. The door
opens, he snaps to, and the CO comes out.

CO
Bruce, this is a bad time ...

BRUCE
(interrupting)
I want you to pull the Memphis
Belle from this mission.

CO
I can't do that.

BRUCE
I need those men.

CO
So do I.

BRUCE
Alive! What are the odds they'll
come back? Fifty-fifty? Worse?

CO
I don't take odds on my men.

BRUCE

You just send them up to get
blown out of the fucking sky!

CO

I need to put as many planes in
the air today as I can with my
most experienced crews ...

BRUCE

Craig, I want that ship grounded.

CO

Request denied.

BRUCE

It's an order.

CO

I don't take orders from you.

The CO starts to return to the briefing room. Bruce calms
down.

BRUCE

Craig, wait, I've got an idea.
If the two of us present a united
front, we can convince H.Q. to
ground those boys today, I know
it.

CO

I'm not going to play games,
Major. I need the Memphis Belle
on this mission, so it's going.
Discussion closed.

BRUCE

You don't care if they live or
die, do you? They're not even
human beings to you.

CO

I've made my decision, Major.

BRUCE

Your decision is inhuman and
irresponsible and I'm going to
make sure everybody knows about
it, starting with General Eaker.

Bruce turns and jogs across the base, dodging a jeep as he
goes. The CO watches him.

37 INT. BRIEFING ROOM

The lights are off. A large blown-up photograph is projected on the screen: an aerial view of a railyard, a river snaking through, some trees and houses. The S-2 taps a large, square building in the center of the photo with his pointer.

S-2

This is our target right here. It's a square building, the only square one in the area, so you can't miss it. Note these railroad tracks on the east and this long, rectangular building on the north. That's a hospital. These are houses here, a park, a church.

The S-2 continues in the b.g. as we see Dennis and Luke near the front. Dennis is paying attention, but Luke is playing with his dog.

S-2

Now, we doubt the Nazis are going to let you go in there and come back without putting up a fight. We expect Luftwaffe resistance to be vigorous.

LUKE

No shit, huh, Bucky?

Dennis turns on him, angrily.

DENNIS

Luke, they're not going through this for our amusement. Shut up and maybe you'll learn something.

Luke glares at him.

CUT TO

Danny is showing the Rookie his notebook and the Rookie copies something down.

CUT TO

Val and Phil. Phil is fast asleep and slumps over against Val. Val pushes him upright and continues taking notes. The S-2 continues in the b.g.

S-2

Each plane will be carrying the maximum load: eight five hundred pound general purpose bombs or four thousand-pounders.

38 EXT. LOCKER ROOM

The room is filled with men in various stages of dress, Rascal, Clay, Jack, Eugene and Virge among them. They wear long underwear next to their skin, then bright blue heated suits over that. Pants and blouse over that. Then a leather flight jacket with a long extension cord sticking out. The blue bunny suits plug into the waist of the flight jacket. Thick, fleece-lined boots and gloves are next, a wool scarf, a helmet and, finally, a Mae West, a deflated yellow life jacket. Rascal is fully dressed and looks a little stocky with all these clothes on. Clay is just pulling on his long underwear and he sings as he does it.

CLAY

(sings)

"I'm putting on my top hat,
Tying up my white tie,
Brushing off my tails ..."

RASCAL

There he goes, the human jukebox.

Clay buttons up the front of his underwear.

CLAY

(sings)

"I'm duding up my shirt front,
Putting in the shirt studs,
Polishing my nails ..."

39 INT. BRIEFING ROOM

The CO is now standing on the stage. The room is silent. He speaks with quiet force and feeling, but careful not to let his anxiety and anguish show.

CO

Today we have a chance to really make a difference in this war. It's not any easy job and we can all think of a hundred other things we'd rather be doing. But here we are, so let's do this job the best we can and leave the rest in the hands of God. With His help, this war will be over

(MORE)

*more
personal
comment?*

CO
(cont'd)

soon and we can all go back home
to our families. My thoughts are
with you today and I won't rest
until you're back, each and every
one of you. Dismissed.

40 INT. CO'S OFFICE

Bruce is yelling into the phone.

BRUCE

I've talked to six different
people and been cut off twice!
I want General Eaker on this
phone now or I want your name,
Corporal. I'll hold, but you
better not cut me ...

A second, then he jiggles the cradle. He's been cut off.

41 INT. BRIEFING ROOM

The navigator's briefing is in progress. In the back, two
lines: one for radio operators (Danny and the Rookie in
this one) and one for bombardiers. Val is lined up to
receive his flimsies, Luke with him. They're both watching
Phil. The GROUP NAVIGATOR drones on in the b.g.

GROUP NAVIGATOR

You'll assemble at 3,000 feet
over the field, then proceed to
the town of Swaffham to assemble
with the other groups at 8,000
feet ...

VAL

So far, so good.

ON PHIL

He's awake and paying attention. Then we see why. He's
jabbing the sharp point of his compass into his forearm.
It's spotted with blood.

42 EXT. BASE

Clay, Eugene, Jack, Virge and Rascal are piled into the back
of a jeep parked on the edge of the perimeter track. They
stare at Danny in shock.

CLAY

Bremen!

*begin feel
3000 feet - + up
don't get inside plane*

RASCAL
We're dead men! We're dead!

VIRGE
Shut up, Rascal!

RASCAL
Shut up yourself, Virgin!

EUGENE
Knock it off, I can't hear myself
pray.

Then Dennis walks up, Luke, Val and Phil behind him. As soon as the enlisted men see Dennis they smile and try to look innocent. Without a word, Dennis gets in the front seat of the jeep and the enlisted men make room for the other officers.

43 EXT. FIELD

They're all in the jeep, some seated, others hanging on to the back or sides. They're being driven across the field. Bucky runs along with the jeep, barking. They pass another jeep, laden with FLIERS who call out to them and give them the thumbs-up signal.

FLIERS
Go get 'em! ... Twenty-five or
bust! ... etc.

44 EXT. MEMPHIS BELLE

The jeep halts at the plane. The crew gets out and starts for the hatches. The GROUND CREW is doing a final check, Les supervising.

45 INT. COCKPIT

Hundreds of dials and switches on the instrument panel. More gadgets on the left and right walls. Between the pilot and copilot seats is a pedestal with the ignition switches, engine controls and throttles. Below that, another box with switches and wheels controlling the trim tabs, elevators and rudders. Luke sits in the copilot seat. He plugs in his intercom and speaks.

LUKE
Soon as you're ready, call in.

46 INT. NOSE

The front of the nose is Plexiglas. There are two guns on the sides, right and left. Under the right gun, an intricate panel of bombing instruments. There are more

instruments, dials, gauges and buttons - including the bomb release switch - on the left. Val takes the canvas cover off a complicated device in the very tip of the nose: the Norden bomb sight. He wipes it carefully with a cloth.

VAL
Bombardier checking in.

Phil is behind him at a little desk that juts out of the left wall. Above and behind his desk is more equipment: hoses, gauges, compasses. In the ceiling, a small Plexiglas dome. Phil very neatly arranges his pencils, compasses, rulers, maps, flimsies, log book - everything in its place.

PHIL
Navigator checking in.

47 INT. TOP TURRET

Directly behind the cockpit is a small platform where Virge stands. He's checking his twin .50 caliber machine guns in the top turret. They stick out of a small Plexiglas bubble in the roof. The turret is hydraulically operated with hand controls; it whines and clanks as it rotates. Directly behind the top turret is the bomb bay.

VIRGE
Top turret checking in.

48 INT. RADIO ROOM

Behind the bomb bay is Danny's radio room. He has a desk against the left forward bulkhead. His radio receivers, transmitters and Morse code key are on the desk. Additional equipment is on little shelves bolted to the right bulk heads, fore and aft. A .50 caliber machine gun points out of a small window in the ceiling - Danny's gun. Danny has his headphones on, his code books open, and is making notations in his log book. His box camera is also on the desk. On his wrist he wears a big red rubber band.

DANNY
Radio operator checking in.

49 INT. BALL TURRET AREA

An area that contains the top of the ball turret. Rascal is checking his ammunition boxes.

RASCAL
Ball turret checking in.

50 INT. WAIST

There are two large open windows on either side of the plane. The plane has tapered and is much narrower towards the back. Jack and Eugene are on their respective sides of the fuselage, checking their guns and ammo. When shooting their guns, Jack and Eugene are hip to hip, with no room to spare.

EUGENE

Right waist gunner checking in.

JACK

Left waist checking in.

51 INT. TAIL

The tail gun position is very cramped. There's only room for one man and he has to kneel in front of his twin .50's. His head sticks up into a rectangular box with small windows in it, providing maximum view and minimum protection. Clay adjusts the rope of ammunition which leads from the ammo box to the guns. Clay's lucky horseshoe hangs on the left.

CLAY

Tail gunner checking in.

In this section we should have the sense that each crew member knows his job inside out and gives it his fullest attention. No horsing around now.

52 INT. COCKPIT

Dennis and Luke are in their seats. Dennis checks off items on a clipboard.

DENNIS

Auto Pilot.

LUKE

Off.

DENNIS

De-icers, Anti-icers.

LUKE

Off.

DENNIS

Generators.

LUKE

Off.

DENNIS

Good.

Luke jumps up from his seat, grabs a sack of candy bars and gum. He pulls out a handful and gives them to Virge in the top turret.

LUKE

One for you, one for Val and Phil.

Then Luke squeezes past Virge into the bomb bay.

53 INT. TAIL

Luke crouches down behind Clay.

LUKE

Clay, remember we talked about letting me shoot your gun?

CLAY

No, sir, that's against regulations.

LUKE

All you do is call up on the intercom, say you need help, I come back and you let me on your gun for five minutes ...

CLAY

Lieutenant, if they found out, they'd put my hot dog in a bun and wouldn't wait for the relish.

Luke holds out Clay's candy bar and gum. Clay reaches for them, but Luke snatches them back. He turns and leaves the tail.

54 INT. COCKPIT

Virge jumps down from the top turret and crouches behind the control box. Dennis speaks over the interphone.

DENNIS

Crew, assume positions for takeoff.

Virge taps Dennis on the shoulder and points. Racing towards them across the tarmac is a jeep. Dennis opens his side window. The jeep slows and a LIEUTENANT yells up to Dennis.

LIEUTENANT
Captain, there's a delay. Stand
by your planes until further
notice.

DENNIS
How long will it be?

LIEUTENANT
They don't tell me doodly.

The jeep pulls away. Luke comes out of the bomb bay, steps over Virge, sits in his seat and starts to plug himself in again. Dennis speaks over the interphone.

DENNIS
Men, we're delayed. Radio
operator, see what you can find
out.

Luke pounds the control column in frustration.

LUKE
Damnnit! Why do they always do
this?

55 INT. RADIO ROOM

Danny is reading from his notes and talking to Dennis on the radio. Jack, Eugene, Rascal and Clay watch.

DANNY
Currently there's 9/10ths cloud
cover over the target. But
there's a good wind and they're
hoping it'll blow over.

DENNIS' VOICE
Thanks, Danny.

Danny switches off the radio. The other guys look at each other, disappointed and relieved at the same time.

RASCAL
SNAFU.

JACK
Situation normal ...

RASCAL, JACK, EUGENE, CLAY
All fucked up!

56 INT. COCKPIT

Luke is unplugging his interphone cord and taking off his headset. Virge is still crouched behind the control box. Dennis speaks over the interphone.

DENNIS

Gentlemen, we're stood down for a while. Let's take the extra time to double-double check everything. Let's make this mission our best one yet.

Virge steps up into the top turret. Luke starts getting up from his seat.

DENNIS

Okay, Luke, let's do the preflight check again. Fuel Transfer Valves.

LUKE

Did you hear? There's a complete cloud cover over Bremen. We're not going anywhere!

DENNIS

Fuel Transfer Valves.

LUKE

Off! They were off before! They're still off!

DENNIS

Intercoolers.

57 EXT. MEMPHIS BELLE

Phil drops out of the forward hatch and walks under the belly of the plane. He hoists himself up onto the left wing, lies down, puts a parachute under his head as a pillow and closes his eyes.

58 EXT. FARM

At the edge of the airfield, a hedgerow and beyond it, a farmhouse, crops, some sheep grazing. Clay calls across to a ruddy FARMER, who's trying to repair an ancient plow. We saw the Farmer earlier in the pub.

CLAY

Busted?

*Walter
Franklin*

FARMER

It's no use, Yank. This thing's old as the hills and there's not a spare part to be found these days.

CLAY

I've got one just like it at home. Let me take a look.

Clay goes to a gap in the hedgerow where part of a roll of barbed wire is stuck. Clay pulls it out and steps through the hedge.

59 INT. CO'S OFFICE

The CO is on the phone. Bruce watches anxiously, smoking, drinking coffee.

CO

Thank you, General Eaker. I appreciate your faith in me. Good-bye.

He hangs up.

BRUCE

It's your call, Craig. Does the Belle go or stay?

The CO doesn't answer.

60 EXT. BASE

The CO is walking along the perimeter track with Dennis. In the background, crews are loafing by their planes, gambling, sleeping, tossing balls around, etc.

DENNIS

That's who's waiting for me when I get back. My Memphis Belle. I've got one here, one at home.

He hands a photo to the CO.

CO

Dennis, you haven't answered my question. If you had a choice, would you fly this mission or not?

DENNIS

Yes, sir. I would.

*Sounds
rhetorical
but it
should
work better
dramatically
if he chooses*

CO
No second thoughts?

DENNIS
It's important. It's got to be
done. I want to do my part.

The CO hands back the picture.

CO
What about your crew?

DENNIS
Hard to say. No, it's not hard.
I think they'd go. If they don't
go today, they'll have to go
sometime. Anyway, I saw Danny
sneaking a bottle of champagne
aboard. They're ready.

They continue walking.

61 EXT. FARM

The plow is fixed and attached to an old workhorse. Clay is
plowing. Luke throws a stick to Bucky, who chases it.

LUKE
I don't fly the plane, I don't
shoot a gun. All I do is sit
there and take orders from Mr.
Perfectionist. I just want one
Nazi fighter. Pow. How am I
supposed to get girls if I
haven't killed anyone? Clay,
I'll do anything you say. Name
your price.

Bucky charges back with the stick and jumps into Luke's
arms.

CLAY
Give me your dog.

Luke looks at Clay, speechless. Clay laughs.

62 EXT. MEMPHIS BELLE

Virge and Rascal by the ball turret. Virge is putting his
tools back in the tool box.

RASCAL
You're flight engineer ...

Really need to get the tone more animated in
generally the a
dislikes all a
but for some reason
not through the
+ the jump

VIRGE

I'm flight engineer when we're in flight. Les is ground crew chief.

RASCAL

He thinks it's okay, but it jammed last time out.

VIRGE

Rascal, I checked it. *

RASCAL

Check it again. Maybe you missed something.

VIRGE

Maybe you don't know how to work it right, ever think of that?

Virge picks up his tool box and starts to walk away.

RASCAL

Gee, thanks, Virgin.

VIRGE

The name is Virgil.

RASCAL

Not to me.

Virge is about to say something more, but stops himself. He just walks away. Rascal continues worrying over the turret.

63 EXT. FAITH'S HOUSE

A lovely brick house with immaculate grounds and a little village in the background. This seems far away from the war.

64 INT. FAITH'S HOUSE - DINING ROOM

A young MAID is serving breakfast to FAITH'S MOTHER and FATHER. He's buried behind a newspaper. A third place is set at the table.

FAITH'S MOTHER

Please call Faith again, will you, Gwen?

The Maid goes out.

we need to increase tension b/r the screw before they take off - right now like they spring out is the only real jeopardy

also now fear

Pay-off Review

65 INT. FAITH'S HOUSE - FAITH'S ROOM

A bright, flowery bedroom. Faith is in the adjoining bathroom. We see her bent over the basin. She's just been sick. She splashes cold water on her face, then comes into the bedroom, drying her face with a towel. She's pale and shaky. A knock on the door.

MAID

Miss Faith, breakfast is on.

FAITH

Thank you, Gwen.

Faith sits on the bed and takes a diary out from under her pillow. A fountain pen marks a spot where she left off writing. The date is May 16, 1943. She goes back to March 2 and reads a couple of lines. We see a reference to "Virgil". She puts her hand on her stomach, feeling.

66 EXT. MEMPHIS BELLE

It has clouded up a bit. It's quiet. The crew is gathered on the left side of the plane. Phil is still asleep on the wing. Val is doing sit-ups, Virge holding his legs. Eugene is playing solitaire. Clay has a little whittled model of the girl on the nose of the plane and is meticulously painting it. Dennis is looking over his flimsies. Luke is fooling with his dog. Danny is writing in a composition book. Jack is showing Rascal some sleight of hand: he makes a coin disappear.

RASCAL

Where'd it go?

Jack points to Rascal's crotch. Rascal examines his fly and pulls the coin out of it. The crew laughs.

RASCAL

How'd you do that?

Jack just smiles. Then he grabs Danny's composition book.

JACK

What's this, Danny Boy? Poetry!
We have a poet on the plane!

EUGENE

Give it back, King Kong.

Eugene snatches the book from Jack, tosses it to Clay, who tosses it to Virge, who gives it back to Danny.

VAL
Read us something you wrote,
Danny.

DANNY
No ...

RASCAL
I wanna hear some poetry!

VIRGE
Come on, come on.

DANNY
Nothing's finished.

DENNIS
Don't be shy, Danny.

Jack takes out his harmonica and starts playing a little of "Danny Boy". Danny blushes. They all look at him, waiting. Reluctantly, Danny opens his book.

CLOSE SHOT

Of the notebook. Everything is crossed out. He turns a page or two. Same thing, everything is crossed out.

ON DANNY

Everyone is watching him. He looks down at the book and pretends to read. He starts nervously.

DANNY
"I know that I shall meet my fate
Somewhere among the clouds above;
Those that I fight I do not hate,
Those that I guard I do not love ..."

He hesitates. They're listening. It's very quiet, just the harmonica. Danny recites from memory.

DANNY
"I balance all, bring all to mind,
The years to come seem waste of breath,
A waste of breath the years behind,
In balance with this life, this death ...

Nor law, nor duty bade me fight,
Nor public men, nor cheering crowds,
A lonely impulse of delight
Drove to this tumult in the clouds."

Long, long silence. Then the moment is broken when the jeep races up, skids to a halt and the Lieutenant yells to Dennis.

LIEUTENANT

Captain, you're going up!
Takeoff's in five minutes!

The jeep speeds away. The men quickly grab their clothes and equipment and start towards the hatches. Val shakes Phil awake and helps him down from the wing. Clay pulls on his jacket and speaks to Luke.

CLAY

Okay, Lieutenant, it's a deal.

LUKE

I'm not giving you my dog.

CLAY

I don't want that flea bitten,
mangy pooch anyway.

Clay hurries towards the waist hatch. Luke puts Bucky down, pats him, then heads for the waist hatch. Bucky watches him go, then charges across the field towards the control tower.

67 INT. COCKPIT

Luke climbs into his seat and plugs himself in.

LUKE

Let's do the preflight check
again for good luck.

Dennis picks up his clipboard and pencil, then hesitates.

DENNIS

Luke, if you had a choice, would
you go up today or not?

LUKE

Are you kidding? I can't wait.

He grabs the clipboard and pencil from Dennis.

LUKE

Fuel Transfer Valves. Open.

He starts going through the checklist for the third time.

68 EXT. CONTROL TOWER BALCONY

The CO nods to the S-2, who points a flare gun in the air and fires. A green flare shoots up.

69 INT. COCKPIT

Dennis flips a switch on the pilot's control panel.

70 EXT. MEMPHIS BELLE

The prop on Engine One begins turning, then coughs and belches a blue-black cloud of smoke. The prop whirls into invisibility.

71 INT. RADIO ROOM

Danny is sitting at his desk, tuning his radio, making notes and eating his candy bar. Rascal and Clay are sitting on the floor against the left aft bulkhead. Jack and Eugene sit against the right aft bulkhead. Jack practices his magic on Eugene, making a coin disappear, then pulling it out of Eugene's nose. Eugene is praying and tries to brush Jack away. But Jack persists, pulling a piece of gum out of Eugene's ear.

72 EXT. MEMPHIS BELLE

Engine Two coughs and starts up.

73 INT. NOSE

Phil's desk is vibrating so much it's hard to keep things in order. His maps slide onto the floor. He picks them up, then his compass falls off, then his ruler. He picks them up and puts them in place, then his maps slide to the floor again.

74 EXT. MEMPHIS BELLE

Engine Three whirls into action.

75 INT. RADIO ROOM

Clay and Rascal are sitting on the left side of the bulkhead, right behind Danny's desk. Rascal compulsively shuffles his deck of cards. Clay is painting his whittled model of the girl on the nose. The vibration of the plane makes this difficult, but he has very steady hands.

76 EXT. MEMPHIS BELLE

Engine Four starts up. Engines are pounding, rattling the ground all over the field.

77 EXT. CONTROL TOWER BALCONY

Bruce, barely keeping a lid on his temper, leans on the railing of the balcony, watching. The CO, not far from him, watches through binoculars.

78 EXT. MEMPHIS BELLE

Les looks at his watch, then pulls the chocks out from under the wheels of the plane. The Memphis Belle begins to move forward.

79 INT. COCKPIT

The tail end of another plane is just ahead as Dennis slowly taxis down the perimeter track. Virge is crouched behind the throttle box. Phil's Voice is heard over the intercom.

PHIL'S VOICE

Captain, takeoff's in forty-five second intervals. We're fourth in line, right after "Full House" at eight hundred forty-six.

DENNIS

Thanks, Phil.

80 EXT. CONTROL TOWER BALCONY

The S-2 fires a second flare: this one splits into two green prongs.

81 EXT. RUNWAY

The lead plane, "Skylark", opens its throttles and hurtles down the runway. Halfway down the runway, its wheels lift up and it soars into the air, surprisingly graceful.

82 INT. COCKPIT

Stopped, in line for takeoff.

DENNIS

Luke, keep an eye on the manifold pressure.

LUKE

I know.

DENNIS

And the r.p.m.

LUKE

I know.

DENNIS

Virge, you call out the airspeed.

83 EXT. RUNWAY

The second B-17, "Mama's Boys", roars down the runway.

84 INT. RADIO ROOM

Rascal holds his deck of cards and stares at the back of the top card.

RASCAL

Three of clubs.

He turns the card over. It's the ten of diamonds.

85 EXT. RUNWAY

The third plane, "Full House", rushes down the runway. But it doesn't lift into the air like the other two planes have. It races down the runway towards a stone fence and a grove of trees.

86 EXT. CONTROL TOWER BALCONY

The CO, the S-2 and Bruce watch with alarm.

S-2

They're not going to make it!

Bruce glares at the CO - this could happen to the Belle.

87 EXT. FARM

The Farmer watches the huge plane lunging towards his farm. He flattens himself on the ground.

88 EXT. RUNWAY

The flaps come up, the brakes screech and "Full House" turns off the runway and into the grass. The wheels dig into the mud, slowing the plane and eventually stopping it.

89 INT. COCKPIT

Luke and Virge are watching the downed plane. Dennis has his hand on the throttle.

DENNIS

Luke, pay attention!

Luke looks at his watch.

LUKE
Forty-five seconds.

90 INT. NOSE

Phil and Val look at each other. Then Phil turns back to his desk, takes some gum out of his mouth and, hands shaking, puts it on the side of his pencil and sticks the pencil to his desk. We see that his compass, ruler and maps are already secured with gum.

LUKE'S VOICE
Thirty seconds.

91 INT. RADIO ROOM

Rascal tries to predict the next card.

RASCAL
Ace of hearts.

He turns it over: it's the seven of clubs.

LUKE'S VOICE
Fifteen.

92 INT. COCKPIT

The runway is clear ahead. Luke checks his watch.

LUKE
Time.

DANNY'S VOICE
We've got a "go".

Dennis slowly eases the throttles forward.

93 EXT. RUNWAY

The Memphis Belle picks up speed, steadily, smoothly.

94 EXT. CONTROL TOWER LAWN

Les is with the Ground Crew, watching anxiously. Les mutters under his breath.

LES
Come on, baby, come on ...

95 INT. COCKPIT

We're barreling down the runway. Luke watches the instrument panel. Virge yells out the airspeed.

VIRGE
Eighty-seven m.p.h.!

96 EXT. CONTROL TOWER BALCONY

Bruce is clutching the railing, leaning forward, willing the plane to make it.

97 EXT. RUNWAY

The Belle is speeding towards the stone fence and the grove of trees at the end of the runway. "Full House" is mired in the mud to the right of the runway. Men are climbing out.

98 INT. COCKPIT

Luke looks up from the instrument panel at the grove of trees, approaching fast.

VIRGE
One-twenty!

LUKE
Get your ass in the air,
sweetheart!

VIRGE
One-twenty-five!

99 INT. RADIO ROOM

Rascal studies another card.

RASCAL
Jack of Spades.

He turns it over. It is the Jack of Spades. He whoops with delight.

100 EXT. RUNWAY

The front wheels of the plane rise up hesitantly. Then, with a sudden surge, the Belle lifts up and soars over the trees.

101 EXT. CONTROL TOWER LAWN

Les and the Ground Crew shout good luck and wave to the Belle as it takes off.

102 EXT. FARM

The Farmer watches the Belle soar overhead. He, too, waves and shouts to the plane.

103 INT. RADIO ROOM

Clay sings at the top of his lungs.

CLAY
(sings)

"Po-ta-to, Po-tah-to,
To-ma-to, To-mah-to!
Let's call the whole thing off!"

104 INT. COCKPIT

We're flying towards a huge, dense cloud.

DENNIS

Wheels!

LUKE

I know.

He flips a switch on the throttle box. There's an electric whine as the landing gear retract.

DENNIS

Watch the cowl flaps.

Luke gives him a look. Then we enter the cloud. Visibility is gone. There's nothing but white blankness. All of a sudden, without warning, another plane appears right in front of us. We're going to crash into its left wing.

LUKE

Look out!

Luke ducks. Dennis pushes on the control wheel and spins the flap controls. He does this calmly, without panic. The nose of the Belle suddenly drops down and Virge is thrown violently forward, hitting his head against the instrument panel. The other plane disappears above and Dennis straightens out the plane. This all happens so fast, it's over before we know it, but it's hair-raising.

DENNIS

Radio operator, call base and
tell them somebody's off their
coordinates. We just about had a
wreck up here.

Virge touches his forehead. There's a little gash and he gets blood on his fingers.

105 EXT. CONTROL TOWER BALCONY

The Adjutant is speaking to the CO.

ADJUTANT
... It was the new plane, "Mother
and Country". Rookies.

The CO turns away and catches Bruce's eye. Bruce looks at him accusingly, then turns and leaves the balcony.

106 INT. FAITH'S HOUSE - DINING ROOM

Faith is sitting at the table with her Mother and Father. Overhead, the roar of planes. The china rattles and the chandelier tinkles. Faith looks up.

FAITH'S FATHER
Will you be helping out at the
base again today, Faith?

FAITH'S MOTHER
Darling, no. I think you're
coming down with something.
You look peaked. Anyway, you've
done quite enough for those boys
already, haven't you?

Faith looks at her Mother. Then she starts to laugh. Her Mother looks at her, surprised.

107 EXT. MEMPHIS BELLE

The plane breaks out above the clouds into dazzling blue sky and bright sun. It's spectacularly beautiful. It seems impossible that we're heading into battle. Another plane comes up on its left. "Baby Ruth".

108 INT. COCKPIT

Virge looks out the left window at the left wingman.

VIRGE
Good ol' "Baby Ruth".

LUKE
Who's our right wingman?

DENNIS
New plane. "Mother and Country".

LUKE
Swell.

DENNIS
Luke, take over for a second.

*when we see
that see together
right of dance it
like first time
seems got her pregnant*

Luke puts his hands on the control wheel. Dennis picks up a thermos from the floor, unscrews the lid and pours hot liquid into a cup. Dennis offers the cup to Virge.

DENNIS

Soup?

Virge shakes his head. The cut on his forehead has dried.

109 INT. WAIST

A fierce wind blows in constantly through the open waist windows. Jack unlashes his gun and strokes it, fondly.

JACK

Okay, Mona, let's get us a nice little 109 today. We got one, let's do it again.

EUGENE

Sweet talking your gun won't help, Jack. Just straight shooting.

JACK

Butt out, Gene.

EUGENE

You know, when I got my two Nazi fighters ...

JACK

You're asking for it!

Eugene turns to his side, chuckling. Jack clips him in the back of the legs with his knees, making Eugene crumple and stagger. Jack laughs.

110 INT. BARRACKS

The room is a mess. Les looks around. He closes a locker that was left ajar. He picks up an undershirt lying on the floor, folds it and places it on a bed. Picks up a pair of boots and sets them under another bunk. He starts tucking in the rumpled covers of another bed.

111 EXT. MEMPHIS BELLE

"Baby Ruth" is flying tight on the left and now the brand new plane, "Mother and Country", comes up on the right.

112 INT. NOSE

Val is making adjustments to his bombing instruments on the left side of the nose.

*also this
some people
should be
good natured
- an understatement of anger*

VAL
Captain, okay if I arm my bombs?

DENNIS' VOICE
Go ahead.

Val yanks out his intercom cord and starts towards the back of the nose. Phil pulls off a class ring from his finger and holds it out.

PHIL
Val, take this.

VAL
Phil, you're not going to die.

PHIL
Just in case.

VAL
You're flak happy.

He doesn't take the ring. He brushes past Phil and goes up the hatch to the cockpit.

113 INT. BOMB BAY

Val stands on the narrow catwalk running the length of the bay. There are eight bombs, four on each side - olive drab bombs with three thin yellow bands. Val eases the cotter pin from the nose of one of the bombs. He looks at the bomb, then pats it a little as if to calm it down.

114 INT. BALL TURRET AREA

Virge is helping Rascal drop down into the ball turret through the entry hatch.

VIRGE
Rascal, there's nothing wrong with the turret.

RASCAL
Don't worry your pretty head about it, Virge.

VIRGE
I'm just doing my job.

RASCAL
Now you do it. Thanks a lot.

Rascal disappears into the turret. Virge closes the hatch on his back.

*What
Fausw/
Phil yanks stuff
to Val's
bag*

115 INT. BALL TURRET

Rascal is curled into the womb-like turret. His legs are spread and his feet are set on pedals which control the movement of the turret. There are small windows on each side and one large circular window of armored glass in front. He has no room at all. It's claustrophobic. At the same time, the turret is insubstantial, as if Rascal weren't in the plane at all, just tenuously clinging to its belly. He presses the foot pedals, spinning the turret around, testing it.

116 INT. COCKPIT

Ahead and slightly above the Belle is the first flight: "Skylark" in the center, "Mama's Boys" on its left, "C Cup" on its right.

LUKE

We're at ten thousand feet.
Let's hear your oxygen checks.
Clay, how are you doing back there?

117 INT. TAIL

Clay is kneeling in front of his twin guns, looking down on the formation spread out above and below. Planes for miles. He fastens his oxygen mask tight over his nose and mouth, then checks the gauge to make sure oxygen is flowing.

CLAY

(sings)

"Don't worry 'bout me,
I'll get along ..."

118 INT. BARRACKS

The room is straightened up: beds made, clothes folded, shaving bowls rinsed. Fully dressed, Les lies down on his cot and closes his eyes.

119 INT. NOSE

On his map Phil has drawn a line from Bassingbourn, near Cambridge, northeast to Swaffham. Now he extends the line from Swaffham east to Great Yarmouth, on the British coast.

PHIL

Captain, we're 5 miles south
southwest of Great Yarmouth.

7
What's the
all about
-61-

DANNY'S VOICE

Captain, I just got word from Group. We're in formation.

DENNIS' VOICE

Okay, boys, we're on our way.

120 EXT. MEMPHIS BELLE

First we see the Memphis Belle, flying steady and level. Then we pull back to see its two wingmen, "Baby Ruth" and "Mother and Country" flying tight on the left and right. We continue pulling back further and further, revealing more and more planes - B-17s stacked up all over the sky. The formation is composed of three Groups, each Group containing eighteen planes. Memphis Belle is in the first Group. Within the first Group there are three Squadrons, High, Lead and Low. Memphis Belle is in the Lead Squadron. The High Squadron is above it, behind and to the left. The Low Squadron is below and to the right. Each Squadron consists of six planes, divided into two Flights. The First Flight flies above and ahead of the Second. In our Squadron, the First Flight is "Skylark", "Mama's Boys" and "C Cup". Memphis Belle is the lead plane of the Second Flight, with "Baby Ruth" and "Mother and Country" as its left and right wingmen. Altogether, there are nearly 300 planes in the air, a majestic sight. Contrails - wide, beautiful strips of vapor - are streaming from their engines. Below, the deep green land ends in a white coastline. From then on, nothing but grey sea.

121 INT. WAIST

Eugene is fussing over his gun, checking every detail. Jack practices sighting his gun. He takes off his oxygen mask to talk - so does Eugene.

JACK

This gunner on "Dog Breath" told me he waits till the bandit is three hundred yards away ...

EUGENE

That's too close.

JACK

Yeah, but you fake him out. He's thinks you're out of ammo and he keeps coming and bang. We should try it.

EUGENE

I'm not doing nothing new.

JACK
Geenie, the Weenie.

Jack bumps him with his hip. Eugene is about to retaliate when Dennis' voice comes over the intercom.

DENNIS' VOICE
Start looking for enemy fighters.
They've already picked us up on
their radar, so they know we're
coming.

122 INT. RADIO ROOM

Danny carefully wraps the champagne bottle in an extra blue heated suit, sets it carefully on the floor under his desk, and plugs the socket into the outlet on the wall.

DENNIS' VOICE
I'm showing almost thirty below
zero up here, so keep your gloves
on. I don't want anyone losing
any fingers.

123 INT. BALL TURRET

Rascal spins the turret around, testing it. It turns smoothly, with a high hydraulic whine. He raises and lowers his guns. He's still worried about the turret, almost trying to find something wrong.

DENNIS' VOICE
Keep checking your masks for
frozen saliva. The last thing I
need is someone passing out on
me.

RASCAL
In short, don't drool.

DENNIS' VOICE
In short, check your masks.

124 INT. NOSE

*Phil
melodramatic
+ silly*
Phil takes off his watch and sets it down on top of his maps, where other items are laid out: his dog tags, rabbit's foot, class ring and baseball cards which have black and white photos of the Yankees on them. He's trying to decide who gets what.

DENNIS' VOICE
Keep the intercom free and call
out those fighters.

PHIL

This is for Virge. No, Clay.
This is for Virge.

DENNIS' VOICE

Let's keep our minds on our job,
work together and stay alert.

125 INT. TAIL

Clay has dropped off to sleep. He has fashioned a little
pillow from an extra pair of long johns and lodged it
between his head and the fuselage wall.

DENNIS' VOICE

Let's make this our best run yet.
One we can really be proud of.

VAL'S VOICE

Right in the pickle barrel, huh,
Dennis?

DENNIS' VOICE

Only in the pickle barrel.

126 INT. RADIO ROOM

Danny is tuning his radio.

DANNY

Captain, I'm getting Gracie Allen
here. Can I put her on?

RASCAL'S VOICE

Yeah, yeah!

VIRGE'S VOICE

Please, sir!

DENNIS' VOICE

All right, Danny. But when I say
that's enough ...

Danny flips a switch. The VOICES OF GEORGE BURNS and GRACIE
ALLEN are clear.

GRACIE'S VOICE

... my family is putting on a
backyard circus, just like we did
when I was a kid.

GEORGE'S VOICE

Every Spring you kids used to put
on your own circus?

GRACIE'S VOICE

Yes. Of course, admission was free, but that was only for people who could afford it.

Audience laughter. Danny laughs, too.

127 INT. NOSE

Phil is still trying to figure out who gets what. He has added a fountain pen and an air medal to the collection.

GRACIE'S VOICE

Aunt Gertrude was the snake charmer.

GEORGE'S VOICE

Aunt Gertrude? The one who's so nearsighted?

PHIL

Clay ... Eugene ... Jack ...

128 INT. TOP TURRET

Virge is slowly rotating his turret, anxiously watching the blue sky through the Plexiglas bubble.

GRACIE'S VOICE

Yes. She had a little snake and she was supposed to put it in a basket and then blow on a flute until the snake stuck its head up.

129 INT. WAIST

Jack is behind his gun, watching the sky and eager to get into action. Eugene has made a sign on the back of an old flimsy and now puts two pieces of electrical tape on it.

GRACIE'S VOICE

And what do you suppose happened one Saturday afternoon?

GEORGE'S VOICE

She put the flute in the basket and blew on the snake.

GRACIE'S VOICE

Wasn't that awful!

Jack laughs. Eugene laughs with Jack and slaps him on the back, attaching the sign without Jack knowing it. It reads, "COULDN'T GET LAID LAST NIGHT!"

humb

130 INT. RADIO ROOM

A loud burst of static. Danny adjusts the radio, but the static won't go away.

GRACIE'S VOICE
I was the lion tamer. Of course,
I just used our house cat ...

The voices disappear. Danny fiddles with the dials some more. The signal returns, but very faintly.

GRACIE'S VOICE
... but when she got in front of
the audience she forgot all her
tricks and just had kittens ...

The voices disappear again. This time Danny can't get them back - there's only static. Disappointed, Danny switches the radio off. Silence.

DENNIS' VOICE
Okay, test your guns.

131 INT. BALL TURRET

Rascal spins the turret as he fires. The vibration of the guns rattles the turret and goes right through him.

132 INT. WAIST

Eugene and Jack fire out of their two open windows. Shell casings spit out onto the floor.

133 INT. NOSE

Phil and Val fire their guns - Phil on the left side, Val on the right.

134 INT. TAIL

Clay wakes up in a panic. He grabs his gun and looks around for fighters.

135 INT. TOP TURRET

Virge stops firing his guns. He puts up a hand to shield his eyes from the bright sunlight.

VIRGE
Little friends, three o'clock
high!

136 EXT. MEMPHIS BELLE

P-47 Thunderbolts streak across the sky above the formation, like fat hummingbirds. They're careful not to point their noses at or fly directly into the formation to avoid being mistaken for enemy aircraft. These one-seat fighters have a single propeller mounted in a round, blunt nose with a white ring around the cowl. They have eight machine gun barrels, four on each wing. They zoom effortlessly through the air at 300 m.p.h. and can perform dazzling acrobatics.

137 INT. COCKPIT

Luke watches as one of the Thunderbolts zips by on the far side of "Mother and Country".

LUKE

I'd give anything to fly a Thunderbolt. You're all alone, you can do anything you want. That's flying.

*How
in
hell*

138 INT. WAIST

Phil is here, with Jack and Eugene. He has a small, light oxygen tank slung over his shoulder on a strap. It has eight minutes of air in it. Whenever the men move around the plane for any length of time, they use these little tanks, taking a hit of oxygen when they need it. Both Jack and Eugene have their masks off to talk. Phil hands Eugene a fountain pen.

PHIL

It's the best pen money can buy.

EUGENE

Why can't I have the baseball cards?

PHIL

They're for Jack. Here, Jack.

He hands Jack the baseball cards. Jack looks longingly at the fountain pen.

JACK

I'm really more of a football fan myself.

Angrily, Phil grabs the pen from Eugene, thrusts it at Jack, then takes the cards and gives them to Eugene. He shouts at them.

PHIL

Happy?

He turns and stomps out of the room.

139 INT. RADIO ROOM

Danny is changing the film in his camera when he hears the ROOKIE'S VOICE on the radio.

ROOKIE'S VOICE
"Mother and Country" calling
Memphis Belle. Come in.

Danny flips a switch on the radio.

DANNY
Read you, "Mother".

Danny looks out his right window. "Mother and Country" can be seen, flying very close. We might even see the Rookie's head.

ROOKIE'S VOICE
Danny, I just wanted to say hi.

DANNY
We're not supposed use the radio
unless it's an emergency.

ROOKIE'S VOICE
Oh, sorry. I had a question
about my log book. I don't want
to get in trouble on my first
mission. Am I supposed to write
down every radio communication I
hear or just ones about us?

DANNY
Write everything down at first.
Later on you'll start to know
what's important.

ROOKIE'S VOICE
Thanks, Danny. I won't bother
you again.

Danny has wound his camera. He stands up and aims it out
the right radio room window.

DANNY
I'm taking your picture. Smile.

Danny snaps the picture.

140 INT. NOSE

Phil extends the line on his map out across the North Sea.
His hand shakes and the line goes wobbly.

DENNIS' VOICE

We're getting close to enemy
territory. Be on guard. Call
out those fighters soon as you
see them.

141 INT. WAIST

Jack is alert, tense, checking the sky for fighters. He
checks from eight to ten o'clock, high and low. He still
isn't aware of the sign on his back. Eugene also watches
the sky, nervously. His duty is two o'clock to four
o'clock, high and low.

JACK

I wish they'd come!

142 INT. BALL TURRET

Rascal is slowly turning in his turret, checking the entire
sky below.

RASCAL

The man wants to be shot at.

JACK'S VOICE

Better than waiting.

143 INT. TAIL

Clay has a bird's eye view of the formation, spread out in
perfect "Vs" across the sky. It's a spectacular sight.
Clay is doing some painting on his model of the girl on the
nose of the plane. He looks up occasionally for fighters -
his area is mainly four to eight o'clock low.

CLAY

Hey, what's everybody gonna to do
after the war? First thing?

144 INT. NOSE

Val is behind his gun on the right front side of the nose.
He's searching the sky, twelve to three o'clock high and
low.

VAL

Finish med school.

*Free school
talk @
more
everythg
think last
mission*

145 INT. TOP TURRET

Virge is slowly turning in his turret, watching the upper sky, all hours of the clock.

VIRGE

What kind of doctor are you going to be?

VAL'S VOICE

A rich one.

146 INT. COCKPIT

Above and ahead, the First Flight can be seen, still streaming contrails from their engines.

LUKE

I'll tell you what I'm not going to do right away. Work.

RASCAL'S VOICE

Yeah, Lieutenant, why go back to the daily grind of being a lifeguard? Take it easy!

LUKE

I'm not doing that any more. I don't know what I'm going to do.

Virge pokes his head down from the top turret.

VIRGE

I'm not going back to the gas station, either.

DENNIS

Fellas, think about this. My family has a furniture business. We make furniture, sell it. You can all come work for me.

Silence.

DENNIS

Like I said, don't give it a thought.

LUKE

That's just what we need, you ordering us around the rest of our lives. "Check the cowl flaps!"

RASCAL'S VOICE
"Don't hog the intercom!"

VIRGE'S VOICE
"Keep your gloves on!"

PHIL'S VOICE
"Check your masks!"

JACK'S VOICE
"Call out those fighters!"

CLAY'S VOICE
"Let's make this our best one yet!"

VAL'S VOICE
"Right in the pickle barrel!"

DENNIS
I'm not that bad.

Laughter all around the plane.

147 INT. RADIO ROOM

Danny is behind his gun. He watches the sky from four to eight, high.

CLAY'S VOICE
Danny Boy, you didn't say what you're gonna do when it's all over.

DANNY
(hesitantly)
Clay, I don't really like talking about it. I mean, what if ... You know, who knows when it'll be over? We could all be old men. (little laugh) It just seems so far away, that's all.

Silence. Now Danny feels bad for spoiling the mood.

DANNY
Sorry.

EUGENE'S VOICE
Bandits, five o'clock high!

148 INT. WAIST

Eugene swings his gun towards the rear and aims at two tiny specks in the sky.

149 INT. TOP TURRET

Virge spins his turret to five o'clock and sights in the fighters.

150 INT. TAIL

Clay calmly puts down his model of the girl on the nose, takes hold of his guns and aims them up and left.

151 INT. COCKPIT

Luke looks out his window. The Thunderbolts are peeling off to chase the fighters.

LUKE

Go get 'em, little friends!

DENNIS

Hold your fire till Gerry's in range. Don't waste ammunition.

152 INT. WAIST

Eugene opens fire at the fighters, still far away.

DENNIS' VOICE

I said, hold your fire!

Eugene stops firing.

JACK

That was Geenie the Weenie.

Jack laughs and looks at Eugene. Eugene fakes a kick to Jack's groin. Jack doesn't even flinch, he just laughs.

153 EXT. MEMPHIS BELLE

The Thunderbolts and German fighters rush at each other at a combined speed of over 600 m.p.h., firing away. Just when the fighters seem about to collide, the Thunderbolts peel away and soar off into the sky. The M-109s keep coming. They're smaller and more sleek than the Thunderbolts, like cigars with wings. They can do anything they want.

154 INT. WAIST

Jack is excited and eager; Eugene nervous and jittery.

CLAY'S VOICE

They're a-comin'.

DENNIS' VOICE
Call them out.

VIRGE'S VOICE
Six o'clock high!

JACK
Nine o'clock high!

PHIL'S VOICE
Ten o'clock high!

EUGENE
Three o'clock high!

Jack opens fire. So does Eugene. The room throbs from the vibration of the guns. Shells spit out onto the floor.

155 INT. RADIO ROOM

Danny fires out of his little opening in the roof. He can't see much, just a piece of bright sky.

156 INT. COCKPIT

Right behind the cockpit, Virge is firing his twin .50 calibers. The sound is deafening. Luke twists anxiously in his seat, trying to see what's happening.

DENNIS
Luke, do your job. The gunners
will do theirs.

EUGENE'S VOICE
Breaking low to five o'clock!

157 INT. BALL TURRET

Rascal spins the turret and fires at a fighter zipping by at an incredible speed.

RASCAL
That guy had blue eyes.

158 EXT. MEMPHIS BELLE

There are planes all over the sky. It's hard to tell who is who. Tracers streak the air. B-17s fire back. It's chaotic. The fighters are dazzling, flying rings around the bigger planes.

DENNIS' VOICE
Keep calling them out!

EUGENE'S VOICE
They're leaving us alone.

VIRGE'S VOICE
They're going after the first
flight.

159 INT. COCKPIT

Fighters are converging on the three planes above, really giving them hell. Engine Two of the lead plane bursts into flame.

LUKE
"Skylark's" on fire!

DENNIS
Radio operator, try to call them.

160 INT. RADIO ROOM

Danny spins around to his desk and flips a couple switches.

DANNY
Memphis Belle to "Skylark"!
Belle to "Skylark", come in!

161 INT. NOSE

Through the nose we can see the German fighters soaring off into the sky, fleeing from the burning plane.

PHIL
Why aren't they doing something?
Are they asleep?

VAL
Bail out, you guys!

PHIL
Come on, get out of there!

VAL
Jesus, there's a hole in the
pilot's window!

DANNY'S VOICE
Captain, they're not answering!

Suddenly, "Skylark" explodes in a huge ball of flame.

162 INT. COCKPIT

The ball of flame becomes a massive black cloud straight ahead.

LUKE

Watch out!

DENNIS

Hold on, everyone!

Luke braces himself. Dennis grips the control column as we fly straight into the huge black cloud.

163 INT. WAIST

The room is filled with smoke, getting in Jack's and Eugene's eyes. Eugene cries out.

DENNIS' VOICE

Call in!

CLAY'S VOICE

Tail.

EUGENE

Right waist.

JACK

Left waist.

164 INT. BALL TURRET

Smoke fills the ball turret. Bits of metal are pinging against the Plexiglas. Rascal is jumping out of his skin.

RASCAL

Ball turret! Get us out of here!

165 INT. COCKPIT

Dennis is gripping the wheel, trying to control the plane as it's buffeted around in the black cloud.

DANNY'S VOICE

Radio operator.

VIRGE'S VOICE

Top turret.

There is a loud thunk and the plane rocks.

DENNIS

Keep calling in!

Suddenly, we come out of the black cloud into sunshine that seems twice as bright as before.

LUKE
Copilot.

VAL'S VOICE
Bombardier.

Beat.

DENNIS
Navigator, call in! Navigator!

166 INT. NOSE

Phil is paralyzed, staring at the nose. It's covered in blood and the blood is streaming back from the tip in rivulets and freezing. Val hasn't seen it yet.

VAL
Phil! Phil!

PHIL
Navigator. Sorry. I'm fine.

DENNIS' VOICE
When I say call in, I mean right away.

Val shakes his head in annoyance at Phil, then turns around and sees the blood.

VAL
Fuck! Somebody's guts are all over the nose!

DENNIS' VOICE
Did we sustain any damage? Crew, check your stations.

The blood has frozen in a ring around the nose. It glints in the sun, horrible, but also weirdly pretty. Phil can't take his eyes off it.

VAL
Nose okay.

DANNY'S VOICE
Radio room okay.

JACK'S VOICE
Waist okay.

CLAY'S VOICE
Tail okay.

Phil shakes himself out of his trance and turns back to his gun.

DENNIS' VOICE
Call out those bandits.

167 INT. TOP TURRET

Virge spins his turret, checking the sky. It's peaceful, as if nothing had happened.

VIRGE
They're gone.

CLAY'S VOICE
Hit and run.

168 INT. COCKPIT

Ahead, "C Cup" and "Mama's Boys" draw closer together. Friendly fighters patrol the sky in the background.

DANNY'S VOICE
Captain, I just heard from
"C Cup". They're taking over the
lead.

DENNIS
Hear that, Val?

VAL'S VOICE
Roger.

DENNIS
"C Cup" is lead plane now. When
they drop their bombs, so do we.

VAL'S VOICE
Got it.

DENNIS
Any chutes from "Skylark"?

169 INT. WAIST

Eugene and Jack's faces are smudged with soot. Eugene's eyes are watering and he rubs them.

JACK
Those guys didn't have time to
pee their pants.

CLAY'S VOICE
If you gotta go, that's the way.

VIRGE'S VOICE
Here one minute, gone the next.

PHIL'S VOICE
Do we have to talk about it?

170 INT. BALL TURRET

Rascal's face is also greasy from the soot and he wipes it with his scarf.

RASCAL
Hey, I heard a good one from the waist gunner on "Skylark". What was his name?

JACK'S VOICE
Baker.

RASCAL
I mean the left one.

JACK'S VOICE
Baker!

RASCAL
I mean the right one.

VIRGE'S VOICE
I know the guy.

RASCAL
Tall guy.

CLAY'S VOICE
Not so tall.

RASCAL
Everyone's tall to me.

171 INT. NOSE

Phil extends the penciled line across the North Sea and above a string of islands skirting the northern coast of Holland, the Frisian Islands. We're approaching Germany fast. Again, Phil's hand shakes and his line isn't as straight as it should be.

VIRGE'S VOICE
Lindquist.

RASCAL'S VOICE
No, no, no.

VIRGE'S VOICE
Something like that.

RASCAL'S VOICE
Virge, you're not even close.

We DISSOLVE from the map to...

172 EXT. MEMPHIS BELLE

The real coastline, matching the map perfectly: the curve of Holland's coastline and the Frisian Islands.

RASCAL'S VOICE
Anyway ... a plane gets shot down. This guy bails out. The Gestapo gets him. His leg's broken and they have to amputate.

173 INT. BALL TURRET

Rascal turns slowly in the turret, searching the sky below for fighters as he speaks.

RASCAL
He says, "Do me a favor. After you cut it off, give it to one of your pilots and have him drop it over my base in England." So they do it.

DENNIS' VOICE
Rascal, don't tie up the intercom.

RASCAL
This is real quick.

174 INT. TOP TURRET

Virge slowly revolves in the top turret, carefully watching the sky, listening.

RASCAL'S VOICE
A week later they have to take off the guy's other leg. Same thing. "Could you have someone drop it over my base in England?" And they do it.

175 INT. RADIO ROOM

Danny notices that his camera has moved to the edge of his desk and is about to fall off. He grabs it just in time and pushes it to safety.

RASCAL'S VOICE

Next week, they've got to cut off his arm. He asks them again, "Could you please have someone drop it over my base in England?" This time they say, (German accent), "Nein. Zis ve can't do anymore."

176 INT. BALL TURRET

Rascal sits a little forward to deliver the punchline.

RASCAL

The guy says, "Why not?" And they say, (German accent) "Ve sink you're trying to escape!"

177 INT. COCKPIT

The sound of laughter from all over the plane. Luke looks at Dennis.

LUKE

Pretty good, Rascal. I think even Dennis liked that one.

EUGENE'S VOICE

Stoller! That's his name.

VIRGE'S VOICE

Stoller wasn't on "Skylark".

EUGENE'S VOICE

You sure?

JACK'S VOICE

Wait, it'll come to me.

CLAY'S VOICE

I can see the guy's face.

VIRGE'S VOICE

Me, too.

A long, bleak pause as they think about it. Then Rascal breaks the silence.

RASCAL'S VOICE

Well, whatever his name was, it's a good joke.

DENNIS

Okay, men, let's stop fooling around. The Gerries are out there. Let's look sharp.

In the background, the Thunderbolts peel off from the formation.

LUKE

Crap, are the little friends leaving already?

VIRGE'S VOICE

They sure know when to run out of fuel.

CLAY'S VOICE

They ain't dumb.

178 EXT. MEMPHIS BELLE

The Thunderbolts gather in a squadron above the formation. Below, the grey sea ends in brown and green countryside. The Thunderbolts wiggle their wings, then drop away from the formation, one by one.

DENNIS' VOICE

Navigator, give me a position.

179 INT. NOSE

Phil starts to draw a line south-southeast, right into Germany.

PHIL

Sir, that's the Third Reich down there.

JACK'S VOICE

Now the shit really hits the fan.

180 INT. RADIO ROOM

Danny at his radio, talking to the Rookie. He glances out the right window at "Mother and Country", still flying tight to the Belle's side.

DANNY

Don't worry about doing something wrong. It's your first mission. Just remember what I said about radio silence.

ROOKIE'S VOICE

Right, Danny.

DANNY

It gets pretty rough from now on until we drop the bombs. You better not call me anymore.

ROOKIE'S VOICE

Okay, Danny. Thanks. Over and out.

Danny takes his place behind his gun. He takes one more look out the right window at "Mother and Country" - he feels protective towards the Rookie. Then he turns back to his gun and concentrates on watching for fighters.

181 INT. CO'S OFFICE

The office is scrupulously neat, the desk clean and clear. There's the loud ticking of a clock. It's unnaturally quiet - none of the usual hustle and bustle of the base. The CO is sitting at his desk, sharpening pencils. The pencils are already as sharp as can be, but he continues to sharpen them, one after another. Suddenly, a rap on the door and the Adjutant enters.

ADJUTANT

Sir, you'd better come take a look.

182 INT. MESS HALL

Preparations are underway for a party. A banner is being hung from the ceiling: "CONGRATULATIONS MEMPHIS BELLE! 25 MISSIONS!" A stage is being set up, tables are being arranged, streamers are being strung. Bruce is in charge. The CO comes up to him.

CO

What's the meaning of this?

A couple of men are rolling in a piano.

BRUCE

On the stage. Thanks.

CO

I didn't authorize this.

BRUCE

I figured it slipped your mind.

CO

Major, I want this stopped at once.

BRUCE

Come on, Craig, these guys
deserve a homecoming ...

CO

What if they don't come home?
What's that going to do to the
rest of the men?

BRUCE

You should have thought of that
before you sent them up.

Bruce turns away and the CO grabs his arm. Everyone has
stopped to watch.

ON FAITH

In her nurse's uniform, watching. She's standing with some
GIRLS who have been arranging spring flowers on the tables,
but have stopped to watch the argument.

CUT TO

Bruce looks down at the CO's hand gripping his arm, but the
CO doesn't let go.

CO

Bruce, you don't understand what
it's like around here.

BRUCE

Sure, I understand. You're the
boss and everyone dances to your
tune. Why not? You've got their
lives in your pocket. The power
over life and death. And that's
just the way you like it, don't
you?

A long moment. The CO lets go of his arm.

CO

I want to show you something.

183 INT. CO'S OFFICE

The CO comes in, Bruce behind him. The CO is wound-up,
agitated, and he shouts at Bruce.

CO

Sit down!

BRUCE

Craig, look ...

*fuck
man*

*Saw him
pull out*

CO

Sit down!

Bruce sits. The CO opens a bottom drawer and takes out a handful of letters. He puts them on his clean desk top.

CO

Start reading. This one's from the mother of a boy who got his head blown off over Lorient. Start with that.

BRUCE

Craig, I think you're cracking up.

CO

Read it!

The CO gives him the letter. Bruce starts to read it. OVER, we hear the letter read by the VOICE OF A MOTHER. Bruce reads it casually at first, then little by little it gets to him, moves him. The CO puts another pile of letters on the desk, then another. They start to spill over onto the floor.

VOICE OF A MOTHER

Dear Colonel Harrison, I want to thank you for your letter of sympathy about our son Tommy. You must have known him very well, even though he was only at your base for a month. I guess he made a big impression. He always did. I wish you could have told me how he died, but I understand we have to be careful about national security. It was good to know that Tommy was brave and did his job to the end, because that means maybe I raised him right. I suppose I'll get used to him being gone, but I hope it isn't soon, because I'd hate to forget about him. If I ever start to forget, I'll just read your letter and that will bring him back. Sincerely,
Mrs. Thomas R. Maguire.

During the reading we CUT TO...

184 INT. NOSE

Phil behind his gun, watching for fighters, sweat dribbling down the side of his face and freezing. OVER, we continue to hear the letter read, and then hear a second voice, VOICE OF A FATHER, reading another letter.

185 INT. BALL TURRET

Rascal, on edge, cold, waiting for fighters. Another voice, VOICE OF A BROTHER, begins. The voices are layered on top of each other.

186 INT. RADIO ROOM

Danny, behind his gun, looking up into his piece of sky for enemy aircraft. A fourth voice, VOICE OF A SISTER, begins on top of the others. Now we can only pick up a word here, a phrase there. Then we CUT outside the plane.

187 EXT. MEMPHIS BELLE

The Memphis Belle and its two wingmen. Then, as more and more VOICES spill on top of the others the way the letters spilled on top of the CO's desk, we cut wider and wider until the screen is filled with the entire formation and the soundtrack is filled with the Voices reading their letters to the Commanding Officer, conveying the enormity of the air war - each plane contains ten young, fragile lives, heading into battle. Abruptly the sequence ends with...

CUT TO

German fighters shoot through the formation like a swarm of angry bees. There are ME-109s and also FW-190s. These are fatter than the 109s and have blunt, snub noses similar to the Thunderbolts.

CLAY'S VOICE

Bandit, five o'clock low!

EUGENE'S VOICE

Three o'clock high, too!

VIRGE'S VOICE

They're all over the place!

DENNIS' VOICE

Don't yell on the intercom.

RASCAL'S VOICE

See this guy at eight level?
Jack, see him?

*Smashy
Gent*

188 INT. WAIST

Jack eagerly aims at the fighter. One side of the sign on his back is unstuck and is hanging from his shoulder.

JACK

I see him! Come to daddy!

He opens fire at the fighter coming in from the rear of the plane. As Jack swings his gun to the right to follow it, the wind catches the sign on his back and it flaps up into his face.

JACK

What the fuck? I had him! He was right there! Goddamnit!

He rips the sign off his shoulder and reads it. He can't believe it. He turns to Eugene, who is firing out his side and hasn't seen this. Jack's about to grab Eugene when Rascal's Voice interrupts him.

RASCAL'S VOICE

Here he comes around again,
Jack! Get the greedy bastard!

Jack turns back to his gun and fires.

189 INT. COCKPIT

"C Cup", in the First Flight above the Belle, is smoking.

LUKE

"C Cup's hit."

VIRGE'S VOICE

Bail out, you guys!

One man drops out of the waist hatch, another rolls out of the tail. Their parachutes stream behind them.

LUKE

Two chutes.

190 INT. WAIST

Eugene reaches up to touch his St. Anthony medal, but it's not there. Alarmed, he pulls off his oxygen mask and speaks to Jack.

EUGENE

My medal! Have you seen it?

Jack spies it on the floor, reaches down and picks it up - the chain has broken.

EUGENE

Thanks.

Eugene reaches for it. But instead of giving it to him, Jack angrily throws it out the window.

JACK

Now we're even!

Eugene screams, pushes Jack aside and looks out the window.

EUGENE

No!

DENNIS' VOICE

Eugene? Right waist, call in!
Danny, get back there and see
what's happening!

191 INT. RADIO ROOM

Danny pulls off his oxygen mask and pulls out his intercom cords.

192 INT. WAIST

Danny comes into the waist and Eugene grabs him. He's frantic.

EUGENE

My medal, it's gone! I'm
finished, Danny, I'm finished!

DANNY

Stop it, Gene! Wait!

Danny quickly pulls off his glove and takes off the big red rubber band around his wrist.

DANNY

Take my lucky rubber band. It
really works.

He puts it on Eugene.

DANNY

You're okay now. Go get 'em.

Danny pats him on the back, then goes back through the forward bulkhead. Eugene looks at the rubber band and decides it's better than nothing. He puts his oxygen mask back on, gives Jack a kick in the butt, grabs his gun, sights in a fighter and starts firing.

193 EXT. MEMPHIS BELLE

A fighter swoops down from above, firing away. "Mama's Boys" is all that remains of the First Flight.

VAL'S VOICE
190, twelve o'clock high!

LUKE'S VOICE
He's going for "Mama's Boys."
Look out, look out!

The nose of "Mama's Boys" shatters. A man is blown out and starts to fall. No parachute opens.

194 INT. NOSE

Val and Phil look down through the nose at the falling man.

PHIL
Jesus. How long would it take to fall?

VAL
Too long.

Somehow, "Mama's Boys" remains above. But the nose is gone and wires and equipment dangle from it.

DENNIS' VOICE
Check your parachutes, everyone.

Phil reaches under his desk and grabs hold of his parachute. Val pulls his close, too.

195 INT. BALL TURRET

Rascal spins in the turret, looking for fighters.

DENNIS' VOICE
Rascal, do you have a parachute near you?

RASCAL
Are you kidding? There isn't room for a hard-on in here!

DENNIS' VOICE
Okay, but put your safety strap on.

RASCAL
It hurts.

DENNIS' VOICE

Put it on!

Rascal takes the strap, a thin strip of canvas, and puts it between his legs. He snaps it into place above. It's tight and uncomfortable.

196 INT. RADIO ROOM

Danny is at his radio.

DANNY

Captain, I just got word from "Mama's Boys". They're dropping out of formation. We're in the lead now.

197 INT. COCKPIT

"Mama's Boys" is losing speed and altitude. We start to pass it. It looks like a ghost ship.

DENNIS

Okay, Danny. Give me C Channel to talk to Group.

LUKE

Poor bastards.

VIRGE'S VOICE

They're dead meat.

CLAY'S VOICE

The bogeyman will get them.

EUGENE'S VOICE

Bye, bye, "Mama's Boys".

There is a sharp crackle on the intercom.

DANNY'S VOICE

Sir, you're on to Group.

DENNIS

This is the Memphis Belle.

198 EXT. MEMPHIS BELLE

The Belle is now the lead plane, leading the entire group.

DENNIS' VOICE

We're lead plane now. I'm going to try for the best bombing the Eighth Air Force has ever seen.

(MORE)

DENNIS' VOICE

(cont'd)

Right in the pickle barrel.
Tighten up out there and look
sharp. We're three minutes,
thirty seconds from IP.

199 INT. BALL TURRET

Rascal's turret is turned to the left, guns pointing to two
o'clock low.

JACK'S VOICE

Bloodsucker, nine o'clock level!
Rascal, watch out!

Rascal starts to spin the turret around, but suddenly it
sticks and won't move.

RASCAL

I'm jammed! He's coming right at
me! Virge, help!

He stomps on the control pedal, but nothing happens.

200 INT. TOP TURRET

Virge pulls off his oxygen mask, yanks out his intercom
cords and jumps down from the turret.

201 INT. BOMB BAY

Virge runs down the narrow catwalk through the bomb bay.

202 INT. RADIO ROOM

Danny is shooting his gun into the sky as Virge runs past
him and through the aft bulkhead doorway.

203 INT. BALL TURRET

Rascal stomps on the pedal again and again. Suddenly the
turret unsticks, whirls around and Rascal fires.

204 EXT. MEMPHIS BELLE

The fighter explodes in a ball of flame.

205 INT. BALL TURRET

Rascal screams at the fighter.

RASCAL

And your mother, too!

206 INT. BALL TURRET AREA

Virge drops to his knees beside the turret, breathing hard. He looks at the top of the turret - it's turning smoothly.

VIRGE

What's his problem?

Virge shakes his head in annoyance, then starts back towards the front of the plane.

207 EXT. MEMPHIS BELLE

A fighter appears out of nowhere, buzzing down on the left, machine guns blasting.

208 INT. WAIST

Bullets rip through the waist and Jack is knocked to the floor. His oxygen mask is ripped from his face.

EUGENE

Jack's hit!

209 INT. NOSE

Val is doing some adjustments to his instrument panel. Phil is firing out his side of the plane.

DENNIS' VOICE

Val, run back and look at Jack.

VAL

Captain, I'm two minutes from the bomb run!

DENNIS' VOICE

Okay. Gene, you're going to have to take care of him.

Val sits back and closes his eyes in relief.

210 INT. WAIST

Eugene kneels beside Jack, who is squirming and yelling. Eugene tears open Jack's pant leg around the wound on his left thigh. Eugene pulls off his oxygen mask to talk.

EUGENE

Jack, hold still! Let me look!

Blood is already freezing around the wound. Eugene examines it. Then he starts to laugh.

JACK
Would you help?

EUGENE
It's a scratch! Look! It's
nothing, and you're screaming
like a stuck pig!

Jack looks at his leg. Eugene's right, it's nothing. Then Jack sees his harmonica sticking out from his torn pant leg pocket. It's bent - clearly, it deflected the bullet.

JACK
My harmonica! Goddamnit, my
favorite harmonica!

Laughing, Eugene quickly wraps his flight scarf around Jack's leg, ties it, then pulls Jack to his feet. Eugene starts to reattach his oxygen mask. Jack reaches behind Eugene's ear and pulls out the St. Anthony medal. Eugene looks at it, astonished.

EUGENE
How'd you do that?

Jack smiles, sheepishly.

JACK
Magic.

Eugene takes the medal and beams at Jack.

211 EXT. MEMPHIS BELLE

The fighters have disappeared. Everything is peaceful.

DENNIS' VOICE
Keep calling 'em out.

VIRGE'S VOICE
Fighters are gone.

RASCAL'S VOICE
Christ, you know what that means.

CLAY'S VOICE
Flak, nine o'clock level!

RASCAL'S VOICE
That's what I was afraid of.

Black puffs start to blossom in the sky around the planes. They make a soft "poof" as they explode. A red flame can be seen for a brief second in the center of each explosion. No

sooner does the smoke start to dissipate than fresh puffs appear.

LUKE'S VOICE
They've got something like 500
flak batteries around Bremen.

VIRGE'S VOICE
I could live without knowing
that, Lieutenant.

212 INT. BALL TURRET

A black puff explodes not far from the turret and there's a sharp bang on the side of the turret. Rascal jumps.

RASCAL
Jesus!

DENNIS' VOICE
Rascal?

RASCAL
A big piece of ass fucking Nazi
flak just hit my turret!

DENNIS' VOICE
Are you okay?

RASCAL
I guess.

DENNIS' VOICE
You guess or you are?

RASCAL
I am.

One of the little windows on the side of the turret has been knocked out. A frigid wind blows in. Rascal tries to plug it up with his flight scarf.

213 INT. COCKPIT

The constant pattering continues, like metal rain.

DENNIS
I hope we're all wearing our flak
jackets.

214 INT. WAIST

Eugene and Jack grab their heavy, bib-like flak jackets from the floor and struggle into them.

215 INT. RADIO ROOM

Danny is also putting on his flak jacket. We hear the Rookie's Voice over the radio. Danny glances out the right window at "Mother and Country".

ROOKIE'S VOICE

Can't we do something? Avoid it somehow?

DANNY

Not this close to the bomb run. You have to fly straight through or you'll be off target. It's just four minutes.

ROOKIE'S VOICE

(nervous laugh)

Just.

Suddenly, a bang and a hole opens in the left wall of the radio room and a small, sizzling piece of flak skates across Danny's desk, digs a scar in the wood and lands on top of his log book. It burns a little hole in the top page. Danny brushes the jagged, black piece of shrapnel away.

ROOKIE'S VOICE

Danny, you okay? Come in!

DANNY

Yeah, I'm fine. We better get off the air.

ROOKIE'S VOICE

Okay. I won't call again, I promise. Over and out.

216 INT. COCKPIT

We're flying through a massive flak barrage. Constant pinging and rattling on the outside of the plane. It's incessant, unnerving.

PHIL'S VOICE

This is IP. We're exactly four minutes from the target.

Dennis puts his finger on the automatic pilot switch. It's on the control box below the throttles.

DENNIS

Bombardier, I'm turning on the auto pilot. You're flying the plane from here to delivery.

He flips the switch. Lights flicker on the instrument panel.

217 INT. NOSE

Val is bent over the bombsight, making careful adjustments. He works with great concentration, ignoring the flak barrage that can be seen directly ahead through the nose.

DENNIS' VOICE

Seventy thousand pounds of bombs are going to drop on your command. I want pin point bombing.

VAL

Yes, sir.

DENNIS' VOICE

Pin point.

218 INT. COCKPIT

Black smoke is smeared all over the sky. Puffs appear constantly. The rattling on the outside of the plane has grown louder. It doesn't give you a moment's peace.

LUKE

Christ, I've never seen it this thick before.

Suddenly, a loud bang and blood sprays all over the cockpit. The instrument panel, windshield, Dennis and Luke are drenched.

VIRGE'S VOICE

What was that?

DENNIS

Luke's hit!

LUKE

Dennis is hit!

Virge rips off his oxygen mask and jumps down from the top turret to look at them.

VIRGE

Jesus!

Dennis and Luke examine themselves: Dennis rationally, Luke in a panic.

DENNIS

It's not me. It must be you.

LUKE

It isn't me!

DENNIS

(to Virge)

I think he's in shock.

LUKE

I'm not in shock! You're in shock!

VIRGE

Val, you better get up here fast.

VAL'S VOICE

I'm on the fucking bomb run!

VIRGE

Somebody's hurt!

DENNIS

It's not me.

LUKE

Me, either!

Virge sees something on the floor. He reaches down and picks it up. It's Dennis' thermos, cut in two.

VIRGE

Tomato soup.

Virge starts to laugh. It takes Luke a moment to get over his terror, but then he laughs, too. Dennis is relieved. Then, an incredible bang and the plane rocks violently.

DENNIS

What was that?

RASCAL'S VOICE

There's a hole as big as my dick in the left wing!

219 EXT. MEMPHIS BELLE

The hole is about two feet in diameter. It's between Engines One and Two. Gas is leaking.

220 INT. COCKPIT

The needle on one of the fuel gauges is sinking.

LUKE

We're losing fuel!

DENNIS

Virge, get on the fuel transfer pump.

Virge crawls through the top turret and disappears into the bomb bay.

DENNIS

Luke, work with him. We've got to save as much fuel as we can.

VAL'S VOICE

Two minutes to MPI.

CLAY'S VOICE

Let's drop those bombs and get out of here!

221 INT. NOSE

Val pulls a lever on his control panel on the left side of the fuselage.

VAL

Bomb bay doors open.

222 INT. BOMB BAY

Virge is standing on the narrow catwalk at the front end of the bomb bay, working the fuel transfer pump switches when the bomb bay doors start to open. He looks down at the ground, so far below. Suddenly, a flak shell bursts right below the bomb bay. There's a frantic clicking as pieces of shrapnel hit the bombs. Virge looks through the bomb bay into the radio room and meets Danny's eyes.

223 INT. NOSE

Val takes his eye from the bombsight and looks out the nose. Although the day is perfectly clear, the ground ahead is covered with low lying white smoke.

VAL

Captain, the target's covered.
Looks like a smoke screen.

Val flips down the safety latch on the bomb release button. It's on the left side, next to the bomb bay door control.

224 INT. COCKPIT

Virge comes out of the bomb bay.

VIRGE

Fuel transfer complete. We saved
some of it.

DENNIS

Bombardier, how does it look?

225 EXT. TARGET - VIEW THROUGH THE BOMBSIGHT

Houses, a river and the beginning of the smoke screen.
There are two crosshairs which Val manipulates with course
knobs on either side of the bombsight.

VAL'S VOICE

Target totally obscured.

226 INT. NOSE

Val flips some switches and sets a couple of dials on the
control panel. He does this with quick precision, then
looks through the sight again.

VAL

Thirty seconds to delivery.

227 INT. COCKPIT

Flak is still pummeling the outside of the plane. Black
smoke is smeared all over the sky. The plane wobbles.

DENNIS

Bombardier, I need those bombs
on target. The whole Group is
bombing with us.

VAL'S VOICE

If I can't see, I can't see.

Dennis reaches down and puts his hand on the auto pilot.
Luke looks at him in shock. Luke pulls off his mask to
talk.

LUKE

What do you think you're doing?

DENNIS

We came here to bomb a factory.
We're going to bomb a factory
even if it means going around
again.

LUKE

Are you crazy? Going around on a
bomb run is suicide. We'll have

(MORE)

LUKE
(cont'd)

every flak gun aimed up our butts
and probably the whole Luftwaffe
after us, too!

DENNIS
Luke, I'm in command!

228 INT. NOSE

Val puts his finger on the bomb release button.

VAL
Dennis, what do you want me to
do?

ON PHIL

At his desk, watching Val, terrified.

229 INT. COCKPIT

Dennis has taken his finger off the auto pilot switch.

DENNIS
Bombardier, give me a report.

VAL'S VOICE
Visibility zero.

Dennis reaches for the switch.

LUKE
You do it and we're dead.

Dennis flips the auto pilot to "off".

DENNIS
We're going around again.

LUKE
Fuck!

DENNIS
Danny, give me C Channel again.

230 INT. NOSE

Val takes his finger off the bomb release button and adjusts
the bombsight. Phil lunges for the button. Val sees him
out of the corner of his eye and grabs Phil's hand just
before he can push it. He shoves Phil back, then snaps the

safety catch back on the button. Phil sits in his chair, shaking.

231 EXT. MEMPHIS BELLE

The Belle banks into a sharp turn to the left. "Baby Ruth" and "Mother and Country" follow.

DENNIS' VOICE

It'll take us five minutes to get back to IP. Navigator, give me a position.

232 INT. NOSE

Phil is sitting at his table, but unable to work, to focus.

DENNIS' VOICE

Navigator, did you hear me?

Phil looks up and meets Val's gaze. They look at each other a long moment. Then Phil turns back to his maps.

PHIL

Yes, sir.

He tries to pull himself together and begin to work.

233 INT. COCKPIT

Dennis banks out of the turn and straightens out the plane.

DENNIS

Everybody listen. I know you want to drop the bombs and get the hell out of here. But there's civilians down there, there's a hospital right next door and if we don't get these bombs right in the pickle barrel, a lot of innocent people are going to be hurt.

LUKE

They're all Nazis, what difference ...?

DENNIS

Luke, I'm talking! Shut up!

Luke glares at him.

234 INT. WAIST

Jack is leaning on his gun, Eugene clutching his St. Anthony medal as they listen to Dennis.

DENNIS' VOICE

I don't want to go around again any more than you do. But we were sent here to do a job and it's my responsibility to see that we do it.

235 INT. BALL TURRET

Flak is bursting right outside Rascal's turret and pattering against it. He's shivering from the cold blowing in the broken window.

DENNIS' VOICE

We're here to fight a war and nobody promised us it would be fun and games.

236 INT. TAIL

Clay is painting his whittled model of the girl on the nose of the plane. Flak keeps knocking against the plane and makes this difficult, but Clay is cool and patient.

DENNIS' VOICE

If we do this job right, it's something we can proud of our whole lives. That's all I want, believe me.

237 INT. COCKPIT

Luke has not taken his eyes off Dennis.

DENNIS

Now, let's get back to work, stay alert and call out those fighters soon as you see them.

Silence, except for the rattle of flak. Dennis feels Luke's stare and looks over at him. They exchange a long, long look, then Dennis breaks it. Suddenly, Virge calls out.

VIRGE'S VOICE

Bandits, three o'clock high!

238 EXT. MEMPHIS BELLE

The plane has straightened and "Baby Ruth" and "Mother and Country" have closed in tight beside it. New flak appears

right ahead, heavier than before, and a squadron of fighters appears high in the sky, queued up, ready to come in. They dive down at the formation, one after another.

EUGENE'S VOICE
Ten o'clock, too!

JACK'S VOICE
Jesus, they're flying through
their own flak to get us!
They're crazy!

RASCAL'S VOICE
I don't like being in the lead.

CLAY'S VOICE
Yep, we're the piece of shit the
flies are headin' for.

VIRGE'S VOICE
Here they come, here they come!

239 INT. BALL TURRET

Rascal spins the turret and starts firing.

240 INT. WAIST

Both Eugene and Jack open up, firing out of their sides of the plane.

241 INT. COCKPIT

Guns are firing all over the plane. Virge's gun throbs right behind the cockpit. Luke is jumpy.

LUKE
Tail gunner, how are you doing
back there?

CLAY'S VOICE
Jus' fine, Lieutenant.

LUKE
Let me know if you need help.

242 INT. TAIL

Clay calmly fires at a fighter barrel rolling under the Belle. It's already on fire.

CLAY
Sure will. But I'm doin'
just ...

He hesitates. He remembers. Then, a little too obviously:

CLAY

Oh, right, Lieutenant! I do need
some help back here!

243 INT. COCKPIT

Luke pulls off his oxygen mask and yanks out his intercom
cord.

DENNIS

Tail gunner, what's wrong?

CLAY'S VOICE

I'm runnin' out of ammo.

LUKE

I'll take care of it.

DENNIS

Luke, I need you up here. ✓

Luke gives him a look, then gets up, squeezes past Virge and
heads into the bomb bay.

244 INT. RADIO ROOM

Luke goes past Danny, who's firing up into the sky, then
through the aft bulkhead doorway. From here we see Luke go
the length of the plane to the tail.

245 INT. TAIL

Clay is rattling his guns at another fighter coming down
from above, scat singing as he does. Luke taps him on the
shoulder.

246 INT. NOSE

Val is bent over the bombsight, making adjustments, turning
dials. Phil takes off his mask to talk. So does Val.

PHIL

Val, I'm sorry. I don't know
what got into me.

VAL

You're a coward, that's your
problem. A big fucking coward
and you're in real trouble when
we get back down on the ground.
Now leave me alone and let me do
my job! ✓

*Phil what bugs this on
what bugs now - 104-28
after missing
has to be
James like
a rookie*

Val refastens his mask and turns back to the bombsight.
Phil turns back to his maps.

247 INT. TAIL

The tail is so cramped there isn't room for two people.
Luke is kneeling in front of the guns with Clay behind him,
watching over his shoulder.

JACK'S VOICE

190 breaking to ten o'clock.

VIRGE'S VOICE

Another one, high at three.
Danny, take care.

DANNY'S VOICE

Gotcha.

Luke looks around for fighters, but none are in sight.

LUKE

Come on, come on...

248 EXT. MEMPHIS BELLE

A speck appears way down below, dodging through the
formation at a fantastic speed. Fortresses fire at it,
but it keeps coming.

RASCAL'S VOICE

Clay, see that bandit at seven
low? He's all yours.

249 INT. TAIL

Luke eagerly aims his guns down at the approaching plane.

250 EXT. MEMPHIS BELLE

The fighter keeps coming. It flips over on its back and
zooms towards the Belle's tail, machine guns blasting.

251 INT. TAIL

Luke opens fire. He follows the fighter up past the tail.
At first it looks like Luke missed it. Then the fighter
stalls, stopping dead in the air above. Smoke starts
streaming from its belly, its nose drops down and the
fighter starts a slow fall to the right. The pilot ejects,
his brown parachute opening behind him.

LUKE

I got him! He's bailing out!
Whooo!

But mostly it's just roar, screaming and terror.

258 INT. TAIL

We continue to hear this OVER Luke's face as he watches "Mother and Country" fall. He's stunned, paralyzed by what he did.

259 EXT. MEMPHIS BELLE

"Mother and Country" plummets to the ground, spinning as it goes, like a giant arrow. Then it hits the ground with a quick flash and a little plume of smoke. When it hits, the radio goes dead. Silence.

260 INT. RADIO ROOM

Danny sits there a moment, shocked by the suddenness of it. Then he starts to move to his position behind his gun.

261 INT. TAIL

Clay grabs Luke by the back of his jacket and pulls him up. Luke stumbles a little before he gets his feet under him.

DENNIS' VOICE

How many chutes from "Mother and Country"?

EUGENE'S VOICE

I saw two.

RASCAL'S VOICE

Yeah, two.

Clay shoves Luke out of the way and drops to his knees in front of his guns. Then he notices something on the floor and looks down at it.

CUT TO

The whittled model of the girl on the nose. It's crushed. Luke stepped on it when he got up.

262 INT. COCKPIT

Dennis is alone in the cockpit. Phil's Voice comes over the intercom.

PHIL'S VOICE

Captain, this is IP.

DENNIS

Bombardier, I'm turning it over to you.

*Please
pull these
Talisman*

VAL'S VOICE

Roger.

Dennis flips the autopilot switch to "On". Luke squeezes past the top turret, climbs into the cockpit and sits in his seat. Dennis pulls off his oxygen mask to talk.

DENNIS

Luke, right after delivery, on our way to the rally point, I'm going to take some evasive action and try to avoid this flak. Be ready on rudder.

LUKE

Whatever you say, Dennis. You know what you're doing.

Dennis looks at him, astonished by this response. Then he's touched. He puts an affectionate hand on Luke's arm. Luke turns away to hide his face.

263 EXT. TARGET - VIEW THROUGH THE BOMBSIGHT

The ground is almost invisible, still covered with smoke. A patch of green or a piece of river can be seen for an instant, but that's all.

DENNIS' VOICE

Bombardier, how does the target look?

VAL'S VOICE

Like shit.

264 INT. NOSE

Val takes his eye from the bombsight, pulls the bomb bay door lever, then flips up the latch on the bomb release button. He catches Phil's eye, who is on his gun, very near the button. Phil looks at Val a moment, then turns back to watch for fighters. Val looks through the bombsight again.

VAL

Captain, I can't see a thing. Do you want to go around again?

265 INT. COCKPIT

Dennis puts his finger on the auto pilot switch.

266 INT. NOSE

Val puts his finger on the bomb release button.

267 EXT. TARGET - VIEW THROUGH THE BOMBSIGHT

The only thing we can see is thick, rolling smoke. The crosshairs intersect at perfect right angles.

VAL'S VOICE

Dennis, my sight says this is it.
I've got to do something. Tell
me what to do.

268 INT. COCKPIT

Dennis' finger is on the auto pilot switch. His hand trembles.

269 INT. TAIL

Clay rubs his lucky horseshoe.

270 INT. WAIST

Eugene clutches his St. Anthony medal.

271 INT. RADIO ROOM

Danny reaches inside his cuff for his lucky rubber band, but it isn't there. A flash of panic. Then he remembers he loaned it to Eugene and he's relieved.

272 INT. NOSE

Val is frozen, eye to the bombsight, finger on the bomb release button.

273 EXT. TARGET - VIEW THROUGH THE BOMBSIGHT

Suddenly the smoke thins a little, revealing the top of a square grey building, directly at the intersection of the crosshairs.

274 INT. BRIEFING ROOM - FLASHBACK

To the briefing where the target photo is projected large on the screen. The S-2's pointer taps the factory. It's the same building.

275 INT. NOSE

Val jerks his head up from the bombsight and shouts, excited.

VAL

That's it! That's it! Bombs
away!

He presses the bomb release button.

VAL
Right in the pickle barrel!

276 INT. BOMB BAY

Bombs start dropping from the racks.

277 EXT. MEMPHIS BELLE

The bombs fall from the bottom of the Belle. Bombs also start to fall from "Baby Ruth" and the other planes in the group. Bombs are dropping all over the sky. Then they hit the ground. Flashes, then billowing clouds of grey-black smoke.

278 INT. COCKPIT

Dennis watches the delivery from his side window. Then he reaches down and flips off the auto pilot.

DENNIS
Okay, boys, we've done our job
for Uncle Sam. Now we're flying
for ourselves.

He turns the control wheel.

279 INT. WAIST

Eugene and Jack, holding on as the plane tips into its turn. Eugene wiggles his St. Anthony medal at Jack and Jack laughs with relief.

280 INT. NOSE

Phil reaches out and pats Val on the back, but Val angrily shakes him off.

281 EXT. MEMPHIS BELLE

Bombs are still falling. The target is a mass of fire and smoke. The Belle banks into a turn. "Baby Ruth" follows.

282 INT. WAIST

Guns are again pounding all around the plane. Jack is firing, following a fighter from ten o'clock high to nine low.

*we don't
want to
see
this*

JACK

Gerry breaking low to nine
o'clock. Rascal, watch it,
watch it!

283 INT. BALL TURRET

Rascal pushes on the foot pedal to swivel the turret, but
nothing happens.

RASCAL

I'm stuck! Virge! He's coming
right at me!

The fighter is zooming in right at his back, firing. Rascal
stomps on the pedal, but still nothing happens. The fighter
keeps coming, keeps firing. Suddenly, the turret explodes.

284 INT. COCKPIT

The plane rocks violently.

DENNIS

Call in!

Virge pulls off his oxygen mask, yanks out his intercom
cord, jumps down from the top turret and charges into the
bomb bay.

CLAY'S VOICE

Tail.

EUGENE'S VOICE

Right waist.

JACK'S VOICE

Left waist.

285 INT. RADIO ROOM

Danny is frantically firing up into the sky as Virge comes
running through.

DENNIS' VOICE

Ball turret! Ball turret, call
in!

286 INT. BALL TURRET

The bottom of the turret has been shot away. Rascal dangles
twenty thousand feet above the ground. The only thing
holding him to the plane is the thin strap of canvas between
his legs. His oxygen mask has come off, he's screaming and
trying to hold on to the top of the turret.

It feels like

RASCAL

Virge, help me! Virge, Virge!!

287 INT. BALL TURRET AREA

Virge falls to his knees beside the ball turret, yanks open the hatch, grabs Rascal's hands and pulls him up into the plane. Rascal is shot up a little, but only superficially. He's shaking and crying.

VIRGE

You're okay, Rascal. You're safe.

Virge grabs Rascal and Rascal hangs on to Virge, gratefully.

288 INT. WAIST

Eugene and Jack are firing frantically out their sides of the plane.

289 INT. TAIL

Clay is firing, too, humming a little as he does.

290 INT. RADIO ROOM

Danny finishes firing a round, then swings his gun around to fire at another fighter. As he does, he sees that his camera has again moved to the edge of the desk and is just about to fall. Quickly, Danny reaches for it and catches it just as the camera falls off the edge. He's relieved. Just then, a cannon shell bursts through the roof of the radio room and explodes.

291 INT. COCKPIT

The plane is jolted harder than ever.

LUKE

Now what?

DENNIS

Call in!

CLAY'S VOICE

Tail.

292 INT. BALL TURRET AREA

Virge and Rascal have been thrown to the deck by the explosion. They scramble to their feet and go through the forward doorway into the radio room.

EUGENE'S VOICE
Right waist.

JACK'S VOICE
Left waist.

293 INT. RADIO ROOM

The room is on fire. Danny lies face down on the floor. Virge pulls him away from the flames while Rascal grabs a fire extinguisher and turns it on the flames.

294 INT. COCKPIT

Fighters are everywhere. Flak is still pummelling the outside of the plane. Virge comes out of the bomb bay and crouches down behind Dennis and Luke.

VIRGE
Danny's hurt.

DENNIS
Val, Danny's hurt. Get back there right away and see what you can do.

295 INT. NOSE

Val stops firing his gun.

VAL
How bad is it? I've got fighters all over me ...

DENNIS' VOICE
I said get back there and take care of Danny!

Val still hesitates. Phil rips off his oxygen mask and yells at Val.

PHIL
Go! It's Danny!

Val pulls off his oxygen mask to talk.

VAL
Phil ... I'm not really a doctor. I took two weeks of school before I enlisted. I don't know anything.

Phil shoves him towards the back of the nose, grabs the first aid kit off the wall and gives it to Val.

*coming to me
all this
comes out
now*

PHIL

Just do it!

Val starts to go up the hatch to the cockpit.

296 EXT. MEMPHIS BELLE

Fighters are still buzzing around and now Engine Three is on fire.

LUKE'S VOICE

Fire in Number Three!

DENNIS' VOICE

Cut fuel, feather prop.

297 INT. COCKPIT

Luke quickly turns the Engine Three feathering switch on the instrument panel, then pulls the turbo supercharger control and closes the throttle, both on the control box. Suddenly, bullets rake across the instrument panel. Glass and sparks fly as Dennis and Luke cringe. Half the instrument panel is shot out.

DENNIS

Call out those fighters!

298 INT. RADIO ROOM

The fire is out. Val, Virge and Rascal gently turn Danny over. His oxygen mask was ripped off in the explosion. He's pale and still. Val opens his jacket. His blue bunny suit is soaked in blood. Val stares, paralyzed with fear. Then he opens the first aid kit and takes out a syringe.

299 EXT. MEMPHIS BELLE

The prop on Engine Three slows, then stops, edges facing into the wind. But the fire still burns and now it's spreading to the wing itself.

300 INT. COCKPIT

Virge is again crouched behind Dennis and Luke. Luke is finishing the feathering procedure, flipping the shutoff valve to closed and the booster pump to off.

VIRGE

Danny's in bad shape.

DENNIS

How's Rascal?

VIRGE

He's okay.

LUKE

Prop feathered, but we're still
on fire!

DENNIS

Okay, crew, I'm going to dive
and try to blow this fire out.
Everybody hold on!

He depresses the control wheel.

301 EXT. MEMPHIS BELLE

The plane begins to plunge, leaving "Baby Ruth" behind.

302 INT. WAIST

Jack's and Eugene's feet go out from under them. They're suddenly weightless. Eugene hangs on to his gun, but Jack loses his grip and is slammed against the ceiling. Shell casings fill the air.

303 INT. NOSE

Phil is lifted up along with anything that isn't nailed or gummed down: his log book, pencils, compass, maps, ammunition.

304 INT. RADIO ROOM

The floor is tipped at a forty-five degree angle. Rascal holds Danny. Val has the needle in Danny's upper arm. The plane is vibrating violently. The needle breaks.

305 EXT. MEMPHIS BELLE

Suddenly the flame on Engine Three snuffs out.

LUKE'S VOICE

It's out!

306 INT. COCKPIT

Dennis pulls back on the throttle and the plane levels.

DENNIS

We're at ten thousand feet. We
can come off oxygen.

Dennis pulls off his oxygen mask. So does Luke. They breathe deeply.

*Jack's feet
a different
way*

307 INT. RADIO ROOM

Val has put a new needle in the syringe. He injects the morphine in Danny's arm.

308 INT. RADIO ROOM

Val, Rascal, Virge and Eugene are gathered in the radio room. Danny is still unconscious and his breathing is shallow. There are occasional bursts of gunfire from the front and rear of the plane.

VAL

I don't know what else to do.
He's lost so much blood.

EUGENE

How far is it to base?

VIRGE

On three engines? Hour and a half.

VAL

He'll never make it.

RASCAL

Val, help him!

VAL

What do you want from me? He needs a hospital! I've got a stupid first aid kit!

Val turns away.

ON EUGENE

Eugene suddenly sees that he still has Danny's lucky rubber band on his wrist. He never gave it back. He leans against the doorway, trying to hold back his tears.

CUT TO

Val turns back to the others.

VAL

There's one more thing we can do.

RASCAL

What? Let's do it!

VAL

We can put a parachute on him ...
and push him out.

A shocked pause.

VIRGE

Jesus Christ, Val.

VAL

He'll get picked up by the
Germans and they'll take him
to a hospital.

RASCAL

If they don't kill him for fun
first.

VAL

Rascal, if he stays on board,
he'll die.

RASCAL

We're not pushing him out. Are
you nuts?

EUGENE

He couldn't even pull the cord.

VAL

We can pull it first and put the
chute under his arm.

RASCAL

He's unconscious! He could fall
in a lake and drown!

EUGENE

Can't we wait a little?

VIRGE

We'll be over the North Sea in
ten minutes. Then it'll be too
late.

VAL

If we're going to do it, we've
got to do it now.

A long pause as they look at each other.

CUT TO

Virge and Rascal are holding Danny in a sitting position
while Val and Eugene secure a parachute around him. Then

Eugene takes off the lucky rubber band and slips it around Danny's wrist.

309 INT. BOMB BAY

Virge, Rascal and Val are holding Danny in a standing position on the bomb bay catwalk. Eugene pulls the rip cord on the parachute and the silk billows out. He balls it up and tucks it under Danny's arm. The bomb bay doors open below. Together, they lift Danny over the catwalk railing. All they have to do is let him go, but they hesitate. Rascal looks down at the ground so far below.

RASCAL

I can't do it. I just can't.

Rascal starts to pull Danny back over the railing. The others help.

310 INT. COCKPIT

Phil and Val are in the cockpit, crouched behind Dennis' and Luke's seats.

DENNIS

Val, I'll stand by anything you say. You're the doctor.

Phil looks at Val. Val avoids his glance.

VAL

We don't have a choice. We've got to throw him out.

PHIL

No!

DENNIS

All right. Tell the enlisted men that's my decision and I don't want any argument.

Val starts to return to the bomb bay. Phil starts to say something to Dennis, but stops himself. He follows Val through the top turret and stops him on the threshold of the bomb bay. We can see through the bomb bay into the radio room where the enlisted men are gathered around Danny.

PHIL

Don't do it, Val.

VAL

It's his only chance.

PHIL

No, you're his only chance, but you're too Goddamn chicken to help him. You're just going to toss him out like garbage.

VAL

Phil, what if he stays on board and he dies?

PHIL

He's going to die if you throw him out.

VAL

But I won't have to see it! I can't stand to see him die and I can't do anything about it.

PHIL

You can do something. So you're not a doctor, so what? You've got instincts. You can help him, I know you can. Don't give up.

VAL

Phil, I'm scared!

PHIL

No, you're not. You're not scared.

Phil puts his hand on Val's shoulder.

PHIL

You're Val.

Val looks at him a long moment.

PHIL

Now go help Danny.

Val takes a breath, nods and starts into the bomb bay.

311 EXT. BASE

Some SOFTBALL PLAYERS are playing a game. There are men on second and third. The batter steps up to the plate and the pitcher pitches. The ball is right over the plate, but the batter doesn't even try to swing. His teammates yell at him, angrily. He points out at the horizon.

FIRST SOFTBALL PLAYER

There they are!

312 EXT. BASE - HORIZON

The first three planes appear in the distance.

313 EXT. CONTROL TOWER LAWN

Men are starting to gather on the lawn in front of the control tower. Bruce is giving instructions to the Life Photographer.

BRUCE

What I want is a picture of them running towards the camera, throwing their hats in the air, going crazy, the plane in the background. We might have to do it a few times to get it right.

314 INT. BARRACKS

Les wakes at the sound of a plane roaring overhead. He looks at his watch. It's 4:45. He gets up and starts pulling on his boots.

315 EXT. RUNWAY

The first plane is landing. A two-pronged red flare pops out of the cockpit.

316 EXT. BASE

Faith quickly gets into the back of the ambulance and the Ambulance Drivers close the doors.

317 EXT. CONTROL TOWER LAWN

Les joins the rest of his Ground Crew. The Softball Players are counting the planes as they appear.

SOFTBALL PLAYER

Seven!

SECOND PLAYER

Eight, nine!

THIRD PLAYER

Did'ja get that one?

We move up to the control tower balcony.

318 EXT. CONTROL TOWER BALCONY

The CO joins the S-2 on the balcony. The S-2 is watching the sky with binoculars.

CO
How many so far?

S-2
Nine, sir. There's another one.
Ten.

CO
The Belle?

S-2
Not yet, sir.

319 EXT. MEMPHIS BELLE

The plane is alone over grey sea. Oil is spitting out of the first engine on the left side of the plane and heavy, dark smoke is twisting out of it. The propeller reverses directions, slows, then stops.

DENNIS' VOICE
We're running on two engines now.
Let's lighten up. Throw out everything you can. We're close enough to home so you can lose your guns.

320 INT. WAIST

Jack takes out the bolt that attaches his machine gun to its mounting, then picks up the gun.

JACK
Well, Mona ... we never got that fighter.

Eugene picks up his gun and looks at Jack for a long moment. Then Eugene throws his gun out the window. Then Jack throws his out and watches it fall. Clay comes in from the tail with his guns slung over his shoulder.

321 INT. NOSE

Phil drops his gun out the nose hatch.

322 INT. RADIO ROOM

Danny is very pale. His eyes flutter a little.

323 EXT. BASE - FLASHBACK

To that morning. The Belle is sitting on the ground. Phil is asleep on the wing. The other guys are listening to Danny recite his poem.

A moment, then Luke whoops with elation and pounds Dennis on the back. Dennis lets out a breath of relief.

326 EXT. MEMPHIS BELLE

The friendly fighters wiggle their wings and swoop around the Belle.

LUKE'S VOICE

I love those guys. That's really flying.

327 INT. NOSE

Phil is crouched in the nose of the plane as they pass the coast and start to fly over green, green land.

PHIL

I think that's the prettiest sight I've ever seen.

328 EXT. MEMPHIS BELLE

The furthest engine on the right side of the plane starts choking and the propeller begins to slow.

329 INT. COCKPIT

Luke sees this out his window.

LUKE

We're losing Number Four!

DENNIS

Are we out of fuel?

Luke looks at the shattered instrument panel.

LUKE

The gauge is shot out. How long can we fly on one engine?

DENNIS

I don't know. I guess we'll find out.

330 EXT. CONTROL TOWER LAWN

The sky is clear of planes. Les is still standing with the Ground Crew, but other men have given up hope and are walking back to the barracks.

331 EXT. BASE

Faith lights a cigarette for a BANDAGED MAN. Then she shades her eyes and looks out at the horizon.

332 EXT. CONTROL TOWER BALCONY

The CO is waiting with the S-2. The Adjutant comes up to the CO.

ADJUTANT

Sir, Headquarters on the phone.

CO

I'll call them back.

ADJUTANT

Sir, it's General ...

CO

I don't care who it is, Corporal,
I'll call them back!

The Adjutant is shocked - this isn't like the CO. The Adjutant beats a fast retreat inside. The CO scans the horizon again with his binoculars.

333 EXT. CONTROL TOWER LAWN

Luke's dog, Bucky, is lying on the grass. Bruce is patting him on the head, but Bucky isn't interested. Then suddenly, Bucky raises his head and barks. Bruce jumps back, afraid he'll get bit. Bucky runs past Bruce and barks out at the horizon.

CUT TO

Les with the Ground Crew, looking out into the distance.

LES

That's them! With three
feathered props! I hope to
God Number Two holds.

334 EXT. CONTROL TOWER - BALCONY

The CO quickly raises his binoculars and looks out at the plane.

335 CO'S POV - THROUGH THE BINOCULARS

The Belle, flying very low, barely clearing the treetops, just Engine Two still turning.

336 INT. COCKPIT

The base is visible ahead. * Virge is crouched between Dennis and Luke.

DENNIS
Landing gear.

Luke flips a switch on the control box, but there's no electric whine.

LUKE
Nothing's happening! The
electrics must be out!

Virge grabs the switch and flips it back and forth.

VIRGE
I can lower them by hand, but
it'll take a while.

LUKE
We don't have a while!

DENNIS
Do it, Virge. Luke, monitor them
and tell me when they're down.

Virge runs through the top turret and into the bomb bay.

LUKE
Can we belly land with one
engine?

DENNIS
Let's hope we don't have to try.

337 INT. BOMB BAY

Virge starts turning the landing gear hand crank. It doesn't turn easily.

338 INT. COCKPIT

Dennis flips a switch on the lower wall by his knee. A loud alarm bell rings. Luke loads a flare gun.

DENNIS
Take places for crash landing.

339 INT. RADIO ROOM

Eugene, Jack, Rascal, Phil and Clay all crowd in here and sit with their backs against the rear bulkhead walls. They

look at each other, but don't speak. Val takes care of Danny.

340 INT. BOMB BAY

Virge is sweating, straining, turning the crank.

341 EXT. MEMPHIS BELLE

The plane brushes the tops of the trees at the end of the runway. The landing gear protrudes only slightly from the plane's belly - they're not even half-extended. A two-pronged red flare shoots out of the Belle's cockpit.

342 EXT. BASE

Faith sees the flare. She speaks to the Ambulance Drivers.

FAITH

Wounded aboard! Quick!

She gets into the back of the ambulance and the Drivers close the doors. She anxiously watches the plane from the window on the ambulance back door.

343 EXT. CONTROL TOWER LAWN

Les, with the Ground Crew. In the background, men are coming from all over the base to watch the plane land.

LES

Where's the Goddam landing gear?

344 INT. BOMB BAY

Virge is still turning the hand crank, sweat pouring off his brow, talking to himself.

VIRGE

Plenty of time, plenty of
time ...

345 INT. COCKPIT

Luke is fastening his seat belt when there's a sudden jolt, then complete silence. After the incessant roar of the engines, it's frightening to hear nothing.

LUKE

We lost Number Two!

The plane suddenly loses altitude, the nose dips down and points straight at the runway. Dennis pulls at the control wheel.

DENNIS

Flaps!

Luke spins the flap controls.

346 INT. BOMB BAY

Virge hears the silence and knows what happened. He attacks the hand crank, trying to turn it faster.

347 INT. RADIO ROOM

Val is cradling Danny, to protect him from the crash. The others are braced against the bulkhead walls. Eugene's hands are gripped and he's praying as fast as he can.

348 EXT. RUNWAY

The Belle dives for the runway. The landing gear is only half extended.

349 EXT. CONTROL TOWER LAWN

Les watches, muttering under his breath.

LES

Come on, baby, come on ...

350 EXT. CONTROL TOWER BALCONY

The CO grips the railing, terrified.

351 EXT. BASE

Faith watches from the back of the ambulance until she can't watch anymore. She covers her eyes.

352 INT. BOMB BAY

Virge's hands are so sweaty, they slip off the crank. He grabs it again and turns the crank one more time.

353 EXT. RUNWAY

Just when it looks certain to crash, the nose of the Belle lifts, the landing gear pop out with an audible CLICK and touch the runway, hard. The plane bounces into the air.

354 INT. RADIO ROOM

The crew is jolted. Danny wakes. He looks up at Val, panicked, not knowing where he is or what's happening.

355 EXT. MEMPHIS BELLE

The plane tips to the right and looks like it'll come down on its right wing.

356 INT. COCKPIT

Dennis wrestles with the control column. Luke works the flap controls. They don't need words, they work together instinctively.

357 EXT. MEMPHIS BELLE

The plane straightens and lands evenly on its three wheels. The flaps come up and the tires skid, burning rubber.

358 EXT. CONTROL TOWER LAWN

The men on the lawn cheer. They surround Les and the Ground Crew and congratulate them.

359 INT. RADIO ROOM

Clay, Virge, Rascal, Jack and Eugene look at each other - they can't believe they're down. Then they start shouting and pounding on each other with joy. They ruffle Danny's hair.

360 EXT. RUNWAY

The plane comes to a stop at the far end of the runway. The ambulance races towards it.

361 EXT. CONTROL TOWER BALCONY

The CO lets go of the railing, relieved. He turns to go back inside. The Adjutant takes a step back, a little afraid of him. But the CO smiles, pats the Adjutant's arm affectionately, then goes inside - back to work.

362 INT. WAIST

Rascal opens the waist door. Faith there with the Ambulance Drivers behind her. Rascal breaks into a big smile and gives Faith a hand up into the plane. He's about to take her in his arms, but Faith goes right past him to Virge, throws her arms around him and kisses him. Rascal looks at them in shock. Then Faith breaks away from Virge and goes towards the front of the plane to help Danny. Virge looks at the open-mouthed Rascal and grins.

363 EXT. CONTROL TOWER - LAWN

The Photographer is snapping pictures. Bruce yells at him.

BRUCE
I don't want that Goddamn
ambulance in there!

364 INT. COCKPIT

Dennis and Luke quickly flip off the power and fuel controls.

DENNIS
Wing flaps.

LUKE
Up.

DENNIS
Tail wheel.

LUKE
Unlocked.

DENNIS
Generators.

LUKE
Off.

They're finished. Silence. They don't know what to do with themselves. Then Luke unhooks his seat belt and gets up and goes through the top turret into the bomb bay. But Dennis just sits there.

365 EXT. RUNWAY

Danny is conscious, pale, but looking better. He's hooked up to an I.V., which Val holds. The rest of the crew is with them, under the nose of the plane. Danny clutches his camera.

VAL
One picture, Danny, then straight
to the hospital.

DANNY
You're the doc.

Val smiles. Bruce starts arranging their positions while the Photographer sets up his tripod.

BRUCE
Let's have the officers in the
center. Luke, I want you down
front ...

LUKE

Bruce, just take the picture.

He takes Danny's camera and tosses it to Bruce. Bruce catches it, too surprised to object.

DANNY

Where's the Captain?

PHIL

Yeah, where is Dennis?

RASCAL

We've got to have Dennis in the picture.

Dennis appears around the nose of the plane. He holds the bottle of champagne. He walks towards the crew, a grim expression on his face. The crew shifts uneasily. Dennis stops right in front of Danny and looks at him. Danny thinks he's in big trouble. Then, suddenly, Dennis whoops with joy and pops the cork. Champagne spurts out and Dennis douses the crew with it. The crew is amazed - this is a new Dennis. They laugh, try to duck the suds, and Bruce takes the picture. FREEZE FRAME. The picture fades to black and white as a LEGEND rolls over it.

LEGEND

Over 99,000 Allied airmen were killed in the air war over Europe during World War II - more than twice the number of American war casualties in Vietnam.

Over the credits we see more of the pictures Danny took: at the pub, at the dance, in the barracks that morning - his permanent record of the last mission.

FADE OUT

THE END

