

THE BLACK LIST

CAPTAIN JIMMY'S NUMBER

A.G. Dumas

Genre: Action & Adventure, Action Thriller, Drama, Romantic Drama, War, War Adventure, War Drama, War Epic, War Romance

Based On: true events

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Written by
by A.G.Dumas

A.G.Dumas
848 River Road
Fair Haven, NJ 07704
732.713.6067
agdumas@comcast.net

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FADE IN:

MONTAGE OF POST-WORLD WAR II HOLLYWOOD.

- A) Sunset Blvd. with theaters, billboards and tourists.
- B) People in period clothes walking down palm tree-lined streets. Period vehicles fill the streets.
- C) Films being made on studio back lots.
- D) View of the famous "HOLLYWOOD" sign on Mt. Lee overlooking Hollywood.

SUPERIMPOSITION:

HOLLYWOOD
DECEMBER 1946

EXT. RKO RADIO PICTURES STUDIOS/ENTRANCE AND SIGN - DAY

SUPERIMPOSITION:

RKO RADIO PICTURES

INT. CLOSED SCREENING ROOM DOOR

The sign on the door reads: *"Now Screening, "It's A Wonderful Life"*

INT. RKO SCREENING ROOM

BANTERING ACTORS sitting in leather chairs ready to watch the film. FLICKERING LIGHT AND NOISE from the projector STARTS behind them. The mood is light-hearted. The room lights go dim.

ACTORS' P.O.V. - FROM THEIR SEATS.

The film BEGINS. They WATCH the credits and trailer of *"It's a Wonderful Life"* directed by Frank Capra, starring James Stewart, Donna Reed, Lionel Barrymore, and others.

BACK TO SCENE

Several of the film watchers are IDENTIFIED individually as the CAMERA PANS:

FRANK CAPRA, the passionate Italian-American director (50) is making CHATTER to the young actress at his side.

SUPERIMPOSITION:

FRANK CAPRA
DIRECTOR

The young actress is DONNA REED, (25) the beautiful, brunette ingénue with a sweet Iowa farm girl manner. She is LAUGHING and PLAYING UP TO Capra.

SUPERIMPOSITION:

DONNA REED
"MARY BAILEY"

Next is LIONEL BARRYMORE, (68) the veteran character actor of America's most distinguished acting family. Barrymore's wheelchair is next to his seat, as he is suffering from chronic arthritis.

SUPERIMPOSITION:

LIONEL BARRYMORE
"OLD MAN POTTER"

Despite poor health, Barrymore is SMOKING a cigar and LAUGHING HEARTILY with two actors to his immediate right:

PAN to THOMAS MITCHELL (late 50s)

SUPERIMPOSITION:

THOMAS MITCHELL
"UNCLE BILLY"

PAN to HENRY TRAVERS (early 70s).

SUPERIMPOSITION:

HENRY TRAVERS
"CLARENCE THE ANGEL"

THE FINAL PAN is to JAMES STEWART, the tall, lanky and winsome 38-year-old star of the film, who is sitting behind Barrymore by himself and not talking. The Academy Award winning actor and war hero is back in Hollywood after a near five-year hiatus and "It's A Wonderful Life" is the first feature film since his return from the war.

SUPERIMPOSITION:

JAMES 'JIMMY' STEWART
"GEORGE BAILEY"

ACTORS' P.O.V. - FROM THEIR SEATS

SHOWING on the screen is the scene in the movie trailer where Jimmy Stewart and Donna Reed are having an EMOTIONAL CONFRONTATION that ends with them HUGGING and KISSING.

BACK TO SCENE

The film watchers CLAP and CHEER and someone WHISTLES.

BARRYMORE
(looking over his shoulder and
speaking out of the
side of his mouth)
Jimmy! You don't seem too enthused!

STEWART
(kiddingly)
Your cheap cigar is killing me!

He leans his head forward over the back of Barrymore's chair as he speaks.

BARRYMORE
(in his best "old man Potter" voice)
Fie on you, whippersnapper!
(gestures to cigar)
This beauty is a Havana!

STEWART
(smirks)
Maybe it's just little too cloudy
in here for me.

BARRYMORE

(whispering)

Perhaps you should go move next to Miss Reed . . . she's got the ability to raise the cloud cover on any red-blooded man alive!

STEWART

(whispering back)

She's all caught up with Frank today . . . besides, she's married.

BARRYMORE

(whispering)

When did that stop you? Married, but not dead, as I recall. I remember how she played those scenes with you. . .

STEWART

(whispering and joking)

Well, she's a pretty darn good actress 'cause she didn't come onto me once between any scenes!

BARRYMORE

(continues to whisper)

Too bad, poor boy. Even with you being the war hero, Oscar winner and Princeton grad to boot? Not to mention that you're becoming a Hollywood legend.

STEWART

(whispers back)

Yeah, well apparently she's not very impressed. Maybe she shares the opinion of that critic who called me "the boring beanpole from Baileyville."

BARRYMORE

(laughs)

Sorry for your loss, sonny. Because she's a classic corn-fed beauty, (now sounding like a dirty old man) . . . and those long legs don't quit!

STEWART
 (laughing under his breath,
 then whispering)
 Hell, Lionel . . . you have
 the hots for her, and she could be
 your granddaughter!

BARRYMORE
 (smirking and nodding)
 Yes I do . . . and yes she could be!

Both LAUGH and go back to WATCHING the film. TIME PASSES. They
 all continue WATCHING the film.

ACTORS' P.O.V. - FROM THEIR SEATS.

The film is now at the scene where George Bailey is shown
 helping the war effort in his hometown of Bedford Falls, and
 then moves to the scene with the sky full of American war
 planes.

BACK TO SCENE

THE CAMERA TRACKS-IN on Stewart as he watches. There is a FAR-
 AWAY LOOK in his eyes.

BEGIN FLASHBACK SEQUENCE:

EXT. MILITARY AIR FIELD - DAY

SEGUE to STEWART, NOW WEARING a flight suit and an Army Air
 Force captain's hat. He is GAZING off into the distance with
 the same FAR-AWAY LOOK in his eyes that he had watching the
 film. His rank and name, "Capt. J.M. Stewart," is stenciled
 above the pocket on his flight suit.

STEWART'S P.O.V.

THE AIR FIELD IS FULL OF B-24 BOMBERS, approximately 50
 planes.

AN IMPRESSIVE SIGHT.

THUNDEROUS DRONE of many prop airplanes.

SEVERAL PLANES ARE TAXIING down runways to position themselves
 for TAKE-OFF. Stewart's plane is in the last group that will
 take off.

MEN IN UNIFORM ARE TALKING AND SHOUTING over the DRONE.

JEEPS WITH PILOTS AND CREWS ARE ZOOMING BY.

SUPERIMPOSITION:

THREE YEARS EARLIER

Tibenham, England

U.S. Army Eighth Air Force

445th Bombardment Group

EXT. HARDSTAND NEXT TO RUNWAY - DAY

Stewart's B-24 bomber is in the background. He is TALKING to another pilot from the 445th as they WALK to their respective planes on the hardstand in PREPARATION for TAKE-OFF on today's mission: a bombing run of Nazi U-boat facilities on the Baltic Sea in Kiel, Germany.

The other pilot's name is JOE "TEX" HARDY, a mid-30s, handsome man with a Texas drawl and a big patch of the State of Texas SEWED ON HIS SLEEVE under the American flag on the right shoulder of his flight suit. He's a veteran pilot of a dozen bombing missions over France and Germany and is the leader of the 445th squadron that will fly as the lead squadron in the Kiel mission.

Stewart and his squadron are making their first combat mission.

SUPERIMPOSITION:

CAPT. JOSEPH "TEX" HARDY

Lead Bomber Pilot

STEWART

(smiling, but obviously nervous)
Well, Tex, I hope this isn't the last time we talk.

TEX

(down-home drawl)
Now Jimmy, you have to stay positive. Not everybody comes home on any given mission . . . but y'all have to always believe there won't be no 20mm cannon

shell from a 109 that'll have *yer number* on it today.

STEWART
 (nervously laughs)
 I'll keep that in mind,
 Tex old buddy!
 (shakes Tex's hand)

Stewart TURNS AWAY AND WALKS toward his plane.

STEWART (CON'T)
 (stops and turns around,
 shouting)
 So I guess I'll see you
 back here later then,
 for a drink?

TEX
 laughs and gestures to Stewart)
 Now ya got it, Jimmy! Jus' keep on
 listening to ole Tex!

EXT. STEWART'S BOMBER

The crew is GATHERED together and WAITING for Stewart to ADDRESS them as captain of their first bombing mission together. Stewart CLEARS HIS THROAT and LOOKS at his team as they STAND HUDDLED under the wing. He SCANS their faces.

STEWART
 (with his signature humbleness)
 Men, I can't tell you how proud
 I am of all you today. We trained
 hard for this back in the States
 with the single purpose of coming
 over here and bombing the shit outta
 Hitler and his armies and end this
 god forsaken war as soon as we can.
 Today, we get our first shot at making
 that a reality. What else can I say but let's
 all do our jobs the way we know we
 can do them, let's communicate with
 each other all the time, let's always
 have each other's back, let's
 shoot straight and true, let's
 drop those bombs down the pipe,
 and with God's help Shardy and I will
 keep this baby flying high and proud

through all the flak and fighters
and get us back here in one piece.
Whadda you say?

The men CHEER. Stewart, at 35, is the notable exception in the group. They are basically all boys - ranging in age from 18-22 with one 25-year-old.

One SHOUTS "We're with you, Cap!"

STEWART
Okay. . . Let's go!

The men DISPERSE and GO to the various hatches to climb aboard the plane. Stewart and his co-pilot, LT. LLOYD "SHARDY" SHARRARD (25), CLIMB through the hatch leading to the cockpit.

INT. STEWART'S COCKPIT

Stewart and Shardy PUT ON bib-like flak vests over their bulky flight suits, PLUG themselves into the heating and oxygen systems, and PULL ON headgear.

We see all members of the crew putting on their flak vests, hooking up, checking guns, turning on the radio, looking at a map, plugging in, putting aviation helmets on.

In addition to Stewart and Sharrard, the other eight crew members are: JAKE, the tail gunner; BILLY, the right waist gunner; SAMMY, the left waist gunner and radio man; OBIE, the ball turret gunner; BOBBY, the flight engineer and top turret gunner; RUDY, the nose turret gunner; CHET, bombardier; and VIRGIL, the navigator.

STEWART
(speaking into microphone)
OK, fellows, give me a
loud and clear voice check
starting in the tail...

INT. TAIL

JAKE, TAIL GUNNER
Tail. . . check Cap!

INT. WAIST

BILLY, RIGHT WAIST GUNNER/ARMOROR
Right Waist. . . check Cap!

SAMMY, LEFT WAIST GUNNER/RADIOMAN
Left Waist/Radio. . . check Cap!

OBIE, BALL TURRET GUNNER
Obie in the Dust Bin. . .check Cap!

INT. TOP TURRET

BOBBY, FLIGHT ENGINEER/TOP TURRET GUNNER
Top Turret. . .check Cap!

INT. NOSE

RUDY, NOSE GUNNER
Nose. . .check Cap!

INT. BOMBARDIER COMPARTMENT

CHET, BOMBARDIER
Bombardier. . .check Cap!

INT. NAVIGATOR'S DESK

VIRGIL, NAVIGATOR
Navigator . . .check, Cappy!

STEWART (V.O.)
(chuckling)
There's always a comedian
in the group!

INT. STEWART'S COCKPIT

STEWART
OK. We're good. And make sure
your hook-ups to the
oxygen and heat
are secure and working.
Don't wait until you need them.
If there's a problem,
call Bobby. We'll be at

twenty-thousand today
and it'll be colder
than a witch's tit!

LAUGHTER by the crew HEARD over the intercom.

STEWART
I'm serious now. Listen up. It's
gonna be thirty below outside
when we get up to cruising altitude
and I don't want anybody freezing to
death, getting frostbite, or passing out
on us. We're gonna have enough to
deal with when we run into 109s and flak.
(switches off intercom)
OK, Shardy, let's do our
pre-flight checklist.

Shardy OPENS a notebook and starts going down the list.

SHARDY
Fuel tank valves.

STEWART
On.

SHARDY
Fuel.

STEWART
2350.

SHARDY
Main line
and batteries.

STEWART
On.

SHARDY
Wing flaps.

STEWART
Up.

SHARDY
Cowl flaps.

STEWART
Open.

EXT. STEWART'S BOMBER

The ground crew is FINISHING UP its pre-flight routine.

INT. STEWART'S COCKPIT

SHARDY
Pre-flight list complete.

STEWART
Check.

SHARDY
(somewhat hesitant)
Jimmy, I gotta ask you something.

STEWART
Yeah. . .what's on your mind?

SHARDY
This could be a real shit day and probably some planes might not be coming back. . . I hope we're one of the lucky ones.
I never asked you this before: doesn't parta ya wish you stayed in Hollywood for the good life and the babes? Instead, yer sitting here getting ready to do what we're gonna do, and maybe won't be coming back?

STEWART
(smiling, he pats his young co-pilot on the shoulder.)
Yeah, Shardy, I guess I coulda stayed. But they wanted me to do stupid little films about flying, and then they wanted me to go sell war bonds to all the rich people in Beverly Hills. Hell, I want to go kill Hitler myself! I couldn't have lived with myself if I took the easy way and

stayed in the states.

SHARDY
(nodding)
Yeah, I figured you felt like that.

STEWART
(smiling)
Yeah, I kinda know you did.

EXT. CONTROL TOWER BALCONY - DAY

The commanding officer (CO) nods to the S-2 officer. The S-2 holds up a FLARE GUN and FIRES it straight up into the air. A green flare SHOOTS UP and EXPLODES in the air.

EXT. MILITARY AIR FIELD - DAY

Idle plane engines begin to START after the flare signal.

INT. STEWART'S COCKPIT

Stewart SLIDES OPEN his side window and gives a THUMBS UP to the ground crew chief. The chief BARKS OUT commands and his ground crew, two men per engine, ROTATE EACH PROP one turn. When finished the flight engineer gives Stewart a RETURN THUMBS UP and the flight crew move away from the plane. He SHOUTS to Stewart, "All Clear!"

STEWART
OK, Shardy. They're clear.
Ignition switch on.

SHARDY
Roger.

He flips a switch on his control panel.

EXT. STEWART'S BOMBER

The prop on ENGINE THREE begins TURNING and CHUGGING AND BELCHES OUT a cloud of smoke. The prop begins to WHIRL SLOWLY and then STARTS WHIRLING FULL SPEED.

INT. STEWART'S COCKPIT

Stewart is LOOKING OUT his side window at the engine.

STEWART
Booster pump.

SHARDY
Check.

STEWART
Hydraulics.

SHARDY
On.

STEWART
Number 4

SHARDY
Ignition.

Shardy flips another switch on his control panel.

EXT. STEWART'S BOMBER

Engine Four CHUGS, BELCHES smoke and STARTS UP. The plane is SHAKING and VIBRATING.

The remaining two engines - ENGINE TWO AND ENGINE ONE - are STARTED in the same manner, and the noise becomes DEAFENING. The ground crew members are all wearing ear protection.

Stewart gives a BACKWARDS THUMB MOTION to the ground crew chief indicating that they can PULL OUT the chocks from under the front wheels. Two ground men MOVE into position and PULL THE CHOCKS and then back away.

The plane begins to LURCH FORWARD.

EXT. RUNWAY

The ROAR OF ENGINES is DEAFENING as the remainder of the 50 planes start moving off their hardstands and onto the runway and TAXI into position for take-off. One by one, they start DOWN THE RUNWAY and LIFT into the air.

INT. STEWART'S COCKPIT

Stewart WATCHES Tex's plane pull onto the runway and gives Tex a THUMBS UP. Tex gives Stewart a RETURN THUMBS UP. Stewart GUIDES his plane into the take-off line behind Tex's plane.

Stewart looks down at his watch.

CLOSE SHOT - WATCH.

It is 0855 hours.

STEWART
(over intercom)
Buckle up, men.

EXT. RUNWAY

The planes are in a line ready to take off. They are waiting for the signal from the control tower. The plane is RUMBLING AND SHAKING as all four engines DRONE.

INT. STEWART'S COCKPIT

STEWART
Wing flaps down
20 degrees.

SHARDY
Roger.

STEWART
Oil pressure?

SHARDY
90 pounds.

STEWART
Check.
Fuel pressure?

SHARDY
15 pounds.

STEWART
Check.

SHARDY
We're lookin' good, Jimmy!

EXT. CONTROL TOWER BALCONY

C.O.
(Looks at watch)

CLOSE SHOT - WATCH.

It's exactly 0900 hours.

C.O. (CONT'D)
To S-2 officer)
Fire!

The S-2 FIRES another green flare into the air.

EXT. RUNWAY

Tex's plane OPENS ITS THROTTLE and ROARS down the runway and SOARS into the blue sky.

Stewart's plane THROTTLES UP and STARTS down the runway. We TRACK WITH it as it picks up speed and see the wheels as they finally LIFT off the runway and up into the sky.

EXT. CONTROL TOWER BALCONY

C.O.
(viewing take-off
with binoculars)
That's Jimmy Stewart's plane,
correct?

S-2
(with binoculars)
Yessir.

C.O.
God, I hope he comes back
in one piece.

S-2
You have to admire Stewart, sir.

A big Hollywood star who pulled strings to come to Europe to get into combat.

C.O.
You're absolutely right, lieutenant. Most people with influence have strings pulled to stay stateside and sell war bonds.

S-2
What if he gets shot down or has to bail out over Germany, sir?

C.O.
If he survives and is captured, the Nazis will have a P.R. field day. Hitler will probably bring him to Berlin for propaganda.

INT. STEWART'S COCKPIT

STEWART
(looking down at the water below as they fly over the English coast.)
U-boats. . .here we come!
Airspeed?

SHARDY
1-5-0.

STEWART
Wheels up.

SHARDY
Roger.

Shardy FLIPS A SWITCH on the control panel and there's an ELECTRIC WHINE as the LANDING GEAR RETRACTS. You hear a BUMP when the gear is inside the fuselage and in place.

STEWART
Cowl flaps?
SHARDY
Set.

STEWART
Booster pumps off.

SHARDY
Roger.

STEWART
RPM?

FLIGHT ENGINEER (V.O.)
Twenty-five-hundred.

STEWART
Check.
(to Shardy)
Throttle back to 2000 when
we reach altitude.

SHARDY
Roger that.

STEWART
(over intercom)
Relax, men. We're on our way.

EXT. STEWART'S BOMBER - FLYING

The plane CONTINUES TO CLIMB into the clear sky until it reaches the airspace with other planes of the 445th. Stewart pulls into a loose formation with other planes as they continue their climb to twenty-thousand feet where they will form the tight formation that they will stay in as they fly across the North Sea to their target.

INT. STEWART'S COCKPIT

STEWART
(over intercom to crew)
We're coming up to
ten-thousand feet,
so on with the oxygen masks.
If you need
to move around, use
the portable tanks.

INT. TEX'S COCKPIT

TEX
(speaking over intercom
to all planes.)
This is Tomcat leader.
Listen up Cats.
We're rallying with the 701st over
the North Sea and we're going
to be in that new formation
that's been discussed at
length the briefings.
We'll be in three boxes
with the 703 high, my 702 in the middle,
and the 701 low. It should give us
great strength from the front and
back as the Jerries approach with all
our 50s creating a rain of fire.
Our most exposed areas will
definitely be high and
low on the edges,
so keep your eyes open and watch
for them coming up through the
clouds or down from the sun.
And let's keep it tight and aligned.
Watch you separations.
Leaders, keep your
airspeed at 215. I don't
want anybody flying up someone's ass.
And watch for the formation planes.
They will be striped and marked
"H" as in Harry, "M" as in Mary,
and "L" as in Larry -
for high, middle and low.
Everybody copy that?

INT. STEWART'S COCKPIT

STEWART
Top Cat. Copy.

OTHER SQUADRON PILOT (V.O.)
(filtered)
Bottom Cat. Copy.

SHARDY
(to Stewart)

Our luck. We're on the top.

STEWART

That comes with being a new boy
on the block. But somebody's
gotta do it, so it's gonna be us.

SHARDY

Yeah.

STEWART

Tex is a good man, and I'm glad
he's our leader.

SHARDY

Yeah he is.

EXT. STEWART'S BOMBER

Some time passes. Stewart's plane is flying steady and level. We PULL BACK to see Stewart's wingmen flying on his left and right. We PULL BACK FARTHER, SHOWING more and more planes filling the sky. There are 50 planes in the air. Contrail vapors stream from their engines and they make their way across the North Sea below, toward Germany.

Ahead we see formation aircraft painted with white stripes and marked with letters. They focus on Tex's plane ahead of them as it moves into position behind the "M" formation plane. They settle into the formation and Stewart checks gives a thumbs up to his left wingman and then to his right wingman.

TEX (V.O.)

Formation planes
dead ahead!

The planes of each squadron maneuver to their positions behind each formation plane. One squadron HIGH, another MIDDLE and another LOW.

After several minutes of pilot JOCKEYING, they settle into position. The formation planes PEEL OFF AND HEAD BACK TO England.

TEX (V.O.)

Damn, that went pretty darn smooth!
Hope that's a good sign.
Looks like we're all tight

and comfy. Let's watch our airspeeds and separations, and keep your eyes peeled for Jerries! We'll probably start seeing them once we get closer to the 'Fatherland'. . . but you never know.

INT. STEWART'S COCKPIT

STEWART
Top Cat. Roger.
(turns off intercom.)
Take over for a few minutes, Shardy.
Gonna see how the boys are doing.

Shardy PUTS his hands on his control wheel. Stewart UNPLUGS his intercom cord and heat tube and slides out of his seat. He takes a portable oxygen tank and HOOKS it into his oxygen mask. He CARRIES the small tank with him as he MOVES TOWARD THE REAR of the plane.

STEWART
God sakes. . .this
flak jacket
weighs a ton. Guess I
should be happy!

He POUNDS ON IT like a coat of armor.

INT. RADIO COMPARTMENT/TOP TURRET

Stewart MAKES HIS WAY BEHIND the cockpit to the compartment that houses Bobby, the top turret gunner and Sammy, the radio man who doubles as the left waist gunner once Nazi fighters are spotted. Bobby is FLIPPING cards.

STEWART
Hey, guys.
Nice and cozy in here.

BOBBY, FLIGHT ENGINEER/TOP TURRET GUNNER
You got it, Cap!

STEWART
Bobby, you're all
set to jump
in and fly this box

car if something
happens to me or
Shardy, right?

BOBBY

Yes, Cap.
But nothing's gonna
happen to you both,
right?

STEWART

(pats him on the arm)
I like the way
you're thinking!

SAMMY, RADIO MAN/LEFT WAIST GUNNER

(sitting at small desk
with headset on, listening
to chatter. He gives a
"thumbs up" to Stewart.)

STEWART

(motions to Sammy)
It's time to go to the Waist.

SAMMY

(pulls his headset down
around his neck)
Roger, Captain.
(brief pause)
Hey, Cap. . . how you feeling?

STEWART

(puts his arms on Sammy's shoulders)
I'm a little anxious too, buddy.
I won't lie to you.
But we all are. We've
never met Jerry before.
In acting, we call it
first night butterflies.
But we'll do alright.
We have a good team.
I know we'll do good.

SAMMY

Thanks, Cap.

INT. BOMB BAY

Stewart **CROSSES** a narrow catwalk that goes through the middle of the bomb bay and past the 10 bombs stacked five aside. He **LIGHTLY PATS** a bomb.

INT. WAIST

He moves on to the waist where the right waist gunner and ball turret gunner are **THROWING** dice.

STEWART
Hope you guys are rolling
lots of 7s!

BILLY, RIGHT WAIST GUNNER
You bet, Captain. Today's
gonna be our lucky day!

STEWART
Just keep those hands warm.
(to Obie)
Obie, time to get into the ball
and get settled. Make sure to keep
that heat on high. It's gonna be
cold in there.

OBIE, BALL TURRET GUNNER
Right, sir!

INT. TAIL

Stewart makes his way to the tail, where **JAKE**, the tail gunner, is sitting in his turret checking his gun and **FEEDING** a long belt of 50-caliber shells **INTO** the ammo slot.

STEWART
Kinda lonely back here,
eh, Jakey?

JAKE, THE TAIL GUNNER
Not for long, sir.
I expect to be visited by
lots of 109s.

STEWART
Yeah, I hear you.

Hopefully our fighter escort
will keep the Jerries at bay.

JAKE
When do we expect the
P-38s, sir?

STEWART
Very soon, I hope.
But yeah, I'm sure you'll be
getting lots a company.
(pats him on the helmet)
Just shoot straight
and true, and keep
communicating.

JAKE
You bet, sir!

Stewart GIVES A THUMBS UP and HEADS toward the front of the
plane. He PASSES BACK PAST Sammy and Obie. Obie is LOWERING
himself into the Plexiglas ball turret, and Sammy is SHUTTING
the turret hatch door behind him.

STEWART
(speaking to Obie in ball turret
via intercom)
Obie, get as comfortable as
you can. It's gonna be a
long day and I suspect with
us being the high squadron you're
gonna be spinning around a lot.
Let that suit warm up plenty.
Keep your gloves on, and check
your oxygen mask for frost. Too
much frost and it'll block
the oxygen flow, and you'll
pass out. Got it?

INT. BALL TURRET

OBIE
Gotcha, Captain!

Obie is PUSHING a foot pedal that SPINS the glass ball 360
degrees in both directions, and another pedal that moves the
twin 50-caliber guns UP AND DOWN. He is completely covered by

a heated suit, heavy gloves and helmet with goggles and a padded, insulated oxygen mask. Mechanically, he LOWERS the ball turret down under the plane into the "slipstream" where the outside temperature temp after the aircraft reaches twenty thousand feet will drop to minus thirty degrees or lower. Obie is the smallest member of the crew, as are all ball turret gunners, and the youngest at eighteen. We see him from the outside of the ball and he's CURLED UP like he's in a Plexiglas 'womb.'

Stewart puts oxygen mask OVER his mouth and his MAKES HIS WAY FORWARD through the bomb bay and RETURNS TO the cockpit. He SETTLES IN again next to Shardy.

INT. STEWART'S COCKPIT

STEWART
(to Shardy)
They all seem to be doing okay.

INT. TOP TURRET

BOBBY
(spins around and then
does a double-take)
Fighters! 8 O'clock high!

INT. STEWART'S COCKPIT

STEWART
Let's all stay calm
and collected! They're
probably our P-38 boys.
Bobby, can you identify
them?

BOBBY
Roger, Cap!
They sure do look like 38s!

EXT. P-38 FIGHTER - DAY

The American fighter escort leader SURVEYS THE SKY and is flanked by other fighter planes on both sides. There are a total of eight planes.

The P38 is a twin-engine "superfighter" with a two-pronged tail had a maximum speed of over 400 mph, making it 50 mph faster than the German Messerschmitt 109 - also called the ME-109 - by American Army flyers. This gave the P-38 a better rate of climb than the German fighters and more maneuverability in a dogfight. German pilots called the P-38 a *der gabelschwanz teufel* or "forked-tail devil." Despite being outnumbered by the German fighter groups they tangled with, the P-38s superior performance and speed usually allowed them to prevail.

INT. P-38 COCKPIT - DAY

P-38 LEAD PILOT
(over drone of his engine)
Alley Cat leader to
Tomcat leader. Over.

TEX (V.O.)
Tomcat leader here.
Hey, alley cats, glad you
finally made it to
the shindig! We was gittin'
a little antsy!

P-38 LEAD PILOT
Yeah, sorry about that,
Texas. We were running
a little late today 'cause
we had a busy one yesterday.
But we didn't forget ya!

TEX (V.O.)
Just glad you made it!

P-38 LEAD PILOT
Roger that.

INT. STEWART'S COCKPIT

STEWART
(over intercom)
Sure glad our little friends
found us. They'll be flying
overhead, so when I signal you
to test your guns, make sure
your aiming at a wide open space!

CREW (V.O.)
 (confluence of voices)
 Roger.
 Roger, Cap.
 Roger that.

STEWART
 OK, men. Test your guns.
 And don't hit anything - yet!

INT. BALL TURRET

Obie SPINS the turret as he FIRES his twin 50-calibers.

OBIE
 (excited)
 Whew! Come on 109s!

INT. WAIST

Billy and Sammy FIRE OUT THEIR TWO OPEN WINDOWS. SHELL CASINGS CLATTER all over the floor.

INT. TAIL

Jake FIRES TWO SHORT BURSTS.

JAKE
 Wanna save as much as I can
 for Jerry!

INT. TOP TURRET

Bobby FIRES straight ahead and looks at the friendly fighters above.

BOBBY
 Hah! The little cats
 are flapping their wings at me.
 (waves to escort fighters
 and shouts)
 Don't worry, boys. . .
 I see ya!

INT. NOSE

Rudy gives out A SHORT BURST from his twin guns.

INT. STEWART'S COCKPIT

STEWART
 Okay. Let's keep the
 chatter at a minimum
 from here on in . . .
 and call out any bandits
 loud and clear.

INT. NAVIGATOR'S COMPARTMENT

Virgil is looking at a map on his navigator's table and DRAWING a line across the North Sea to the northernmost coast of Germany. There the bombers will cross a small peninsula on the north of Germany that separates the North and Baltic seas. Kiel is on the Baltic side. Kiel is marked by a red "X" on the map. Virgil PLOTS THEIR PROGRESS and MARKS a small "X" about three-quarters of the way to the target.

RUDY
 Navigator here. . .
 Captain, we're about
 three-quarters
 of the way to target.

STEWART
 Roger.

SERIES OF SHOTS - STEWART'S CREW FROM TAIL TO NOSE

A.) Everybody is getting tense.

B.) Despite the fighter escort and 49 other bombers in a tightly stacked formation, this is their first combat mission, and they are scared. We see it on their faces.

C.) They are constantly searching the sky waiting for their first glimpse of Jerry.

EXT. IN THE DISTANT SKY - DAY

A squadron of German fighters, 12 planes, is flying south toward the bomber formation. They are coming from a Nazi fighter base in occupied Denmark.

EXT. GERMAN ME-109 FIGHTER

A pilot, the squadron leader, is giving THUMBS UP to the other pilots.

INT. ME-109 COCKPIT

GERMAN COMMAND PILOT
(in German, subtitled)
Attention! We should
be able to see the American
bombers in two minutes.
Follow my lead and watch
for any P-38s coming from
overhead. We will attack
the top group, veer off
and circle. Understood?

OTHER GERMAN PILOTS (V.O)
(a confluence of voices)
Ja, commander!

GERMAN LEAD PILOT'S P.O.V. - FROM HIS COCKPIT

LOOKING DOWN at the vast ocean below through broken clouds, he SUDDENLY SEES the large formation of bombers below. He HAND-SIGNALS the other pilots, and begins his DIVE. The other planes follow.

INT. STEWART'S COCKPIT

STEWART
Alright, look alive.
We're in Jerry's backyard
now.

INT. TOP TURRET

BOBBY

(scanning the sky while
shielding his eyes from
the sun.)

Oh my god! Bandits! 10 o'clock
high! Coming down right at us!

Bobby elevates his guns toward German fighters, still specks
in the sky, and let's go three short bursts.

INT. STEWART'S COCKPIT

Stewart LOOKS OUT his side window. The P-38s have spotted the
Germans, and have JETTISONED their wing fuel tanks. They DIVE
toward the German fighters from the opposite direction. The
sky between them and the fighters FILLS UP WITH TRACERS from
Bobby's and other guns.

STEWART

P-38s are on intercept.
Hold your fire unless a
bandit breaks through and
comes into range! Don't
waste ammo!

INT. WAIST

Following Bobby's lead, Left Waist Gunner Sammy lets go a long
burst toward fighters.

STEWART (V.O.)

(yelling)
I said hold fire!
Don't waste ammo.
They're not in range yet!

Bobby and Sammy stop firing.

EXT. SKY ABOVE BOMBERS

The P-38s down rush at the German fighters full speed, each
with four 50-caliber machine guns and a 20 mm cannon in the
nose BLASTING AWAY.

INT. P-38 COCKPIT

The American pilot SIGHTS a German fighter in his gun scope and his hand SQUEEZES THE TRIGGER on his gun control.

ON SCREEN

We see his gloved hand SQUEEZE THE TRIGGER and his four 50-caliber machine guns FIRE AWAY. We see shell casings FLYING OUT from the underside of the P-38 wings.

ON P-38 PILOT

We see him continuing to sight-in the German fighter and his tracer bullets ripping the enemy plane to shreds.

INT. LEAD GERMAN PILOT'S COCKPIT/ CUT TO SECOND GERMAN FIGHTER COCKPIT

The cockpit of the lead German fighter pilot and one of his wingmen are ripped apart by the firestorm of bullets and both are bloodied and die instantly. The German planes burst into flames and death spiral into the sea below.

INT. STEWART'S BOMBER

The crew erupts into cheers.

INT. TOP TURRET

BOBBY

Two for the good guys!

STEWART (V.O.)

Cut the chatter!

This is just the start!

They're still coming down on us!

Call them out!

While the first wave of German fighters engages the P-38s, the second wave of Germans dive down on the top of the bomber formation. The sky is full of tracers as all the guns from as Stewart's high squadron COMES UNDER ATTACK from the second wave of German fighters.

BOBBY (V.O.)
Six of 'em at 10 o'clock high!

JAKE (V.O.)
Bandits at 6 o'clock high!

SAMMY (V.O.)
8 o'clock high!

INT. STEWART'S PLANE

A LONG VIEW FROM COCKPIT. All the gunners OPEN FIRE. The B-24 vibrates from the shaking of endless bursts of machine-gun fire. Shell casings are clattering everywhere inside the plane. The noise is DEAFENING and the situation is CHAOTIC.

INT. BALL TURRET

A German fighter coming in at 4 o'clock is blasting away at the underbelly of Stewart's plane. Obie is returning fire for all he's worth.

OBIE'S P.O.V.

The tracer bullets from Obie's twin guns hit the engine and wings of the German fighter. Smoke and flames shoot from the fighter's engine.

OBIE
(screaming)
I got 'em!
I got me a 109!

INT. GERMAN FIGHTER'S COCKPIT

The cockpit is full of smoke and the pilot is dazed and bleeding, but he squeezes the gun trigger and doesn't let go. A continuous blast of 20mm shells come pouring out of his nose cannons.

INT. BALL TURRET

A moment after Obie celebrates his victory, 20 mm cannon shells come ripping through the under belly of Stewart's plane and through the ball turret, killing Obie instantly. His

goggles are shattered and his flight suit is covered with blood.

EXT. SKY AROUND BOMBERS

German fighters with guns blazing scream in between the bombers at incredible speeds. A trailing bomber in the high squadron behind Stewart's plane is riddled with cannon shells from behind. After killing the tail gunner, the ME-109 nestles into the "cone" behind the plane where the top and ball turret gunners can't hit the fighter. The ME-109 proceeds to lay waste to the B-24, shooting off its tail and causing the left wing gasoline tank to explode and engulf the plane in a fireball. The flaming bomber lifts out of formation and flips over on its back, then spins into a dive.

INT. TRAILING BOMBER/TAIL

The tail gunner is dead and the turret is full of blood.

INT. TRAILING BOMBER/WAIST

Both gunners lie dead in pools of blood, the fuselage around them riddled with 20 mm cannon holes.

INT. TRAILING BOMBER/COCKPIT

The pilot and his co-pilot are both slumped over in their seats, either dead or unconscious. A surviving crew member is trying to grab the controls and pull the plane out of its dive, but to no avail.

INT. STEWART'S COCKPIT

STEWART
That's Whitey's plane!
Bail out guys! Bail out!
Watch for chutes!

No chutes appear. As the flaming bomber heads down, it suddenly EXPLODES AND VAPORIZES into a giant black cloud. Pieces of metal and debris SHOWER other planes in the formation like a hail storm.

SHARDY
Oh, sweet Jesus!

STEWART
(momentarily in shock, then
shakes his head and
gains control of himself)
Everybody listen to me.
They're gone and there's nothing
we can do for
them. Keep to your guns!
Call out the bandits!

TEX (V.O.)
Keep the formation tight, boys!
The P-38s are hunting down
those bastards. We'll get even
for our poor brothers!

P-38s are swarming the first wave of German fighters who have
flown through formation and are attempting to circle back. One
by one, the American p-38s shoot four more German fighters
down. Suddenly there are no more German fighters in the sky.
Six have been shot down and the other six have fled.

The chaos ends nearly as quickly as it began.

TEX (V.O.)
It was a sneak attack,
and they're gone,
but we'll see them again.
You can bet on it!

INT. STEWART'S COCKPIT

STEWART
Damage report, men.
Check your stations.
Report!

JAKE (V.O.)
Tail, okay.

SAMMY (V.O.)
Waist, okay.
We got a bunch of holes

In us, but we're okay!
Billy's okay, too.

BILLY (V.O.)
Roger.

BOBBY (V.O.)
Top Turret, okay!

RUDY (V.O.)
Nose, okay!

CHET (V.O.)
Bombardier, okay.

VIRGIL
Navigator, okay!
By the way, sir, look
below. We just crossed the
German coast.

INT. STEWART'S COCKPIT.

Stewart and Shardy are looking out their side windows.

STEWART
We're over Germany!
Oh my lord!
Oh my lord!

SHARDY
That goes triple for me!

STEWART
(with a look of sudden horror)
Obie didn't report!
(looks at Shardy)
Obie didn't report!
(starts yelling)
Obie, Obie!
Report, Obie!
You there, Obie!

There is only silence.

STEWART
(yelling)

Guys! Check Obie!
Check Obie!

A moment passes.

STEWART
Check in!
Sammy! Billy!
Somebody!

SAMMY (V.O.)
(sounds like he's crying)
He's dead, Cap! There's blood
all over. Obie's dead! Those
bastards killed him! Those
fucking bastards killed him!

INT. STEWART'S COCKPIT

Stewart squeezes his eyes shut and his chin falls to his chest for a moment.

STEWART
Poor Obie. Poor kid.
And he was so proud
that he got one. He
was only 18, Shardy.

SHARDY
(grimaces)
I know, Jimmy.
I know. Poor kid.

EXT. STEWART'S BOMBER

Bursts of smoke suddenly are all around the planes. The anti-aircraft fire from German ground batteries has begun. The sky turns black around the planes with smoke.

TEX (V.O)
Everybody shore up. We're
Gonna be in flak from here
to the target. Stay alive!

INT. STEWART'S COCKPIT

A flak shell explodes to the right of the nose of Stewart's plane and flaming pieces of shrapnel come ripping through the fuselage next to Shardy and rattle around inside the cockpit. Both Shardy and Stewart are hit and are knocked back in their seats by the impact of the flying metal.

SHARDY
 (screaming)
 Awwwww! I'm
 hit! I'm hit!

Shardy is grabbing his bleeding arm trying to pull a piece of flaming metal that has embedded itself in his shoulder. After momentary shock, Stewart thinks he, too, is wounded. He looks down and sees a flaming piece of metal embedded in his flak jacket at chest level. The cloth material on the jacket begins to smoke and burn. He realizes the vest has saved his life.

STEWART
 (yelling)
 Virgil, Bobby
 Fire extinguishers!

Virgil the navigator appears in the cockpit with a fire extinguisher and sprays both Stewart and Shardy. The flames are put out.

STEWART
 (yelling to Virgil)
 Take Shardy
 below and stop
 that bleeding!
 Bobby, get down here
 and take over as
 co-pilot!

The crew members remove a screaming Shardy from his seat and Bobby slides in as co-pilot.

BOBBY
 Holy shit, cap!
 Are we going to
 be okay?

STEWART
 Yeah, yeah, kid
 Don't worry!
 I can still fly this
 tub. I just need you

to be ready if more
shit hits the fan.
Can you do it?

BOBBY
I can do it, Cap!
I can do it.

The flak continues to explode around all the planes as they
get closer to the target.

CHEAT
Bombardier here.
Ninety seconds from target.

STEWART
Roger.

TEX (V.O.)
Okay, Cats. My group
Will be going in first.
Top Cat will follow, then
Bottom Cat last.
Copy that?

STEWART
Top Cat, copy.

STEWART'S P.O.V.

He's looking out his window at Tex's lead bomber below him. He
sees the bombers in Tex's group start releasing their bombs,
amid flak explosions. Suddenly, Tex's plane is struck by an 88
mm anti-aircraft shell between the Number 2 engine and the
fuselage, right next to Tex's side window. The wing separates
from the plane.

INT. TEX'S COCKPIT

TEX
Lost the wing!
Lost the wing!
Bail out! Bail out!

In another instant, before the crew can bail out, the main
fuel tanks ignite and explode and the plane becomes a fire

ball. The powerful explosion thrusts metal, debris and human remains upward and backward into the sky and directly in the path of Stewart's bomber and other trailing bombers.

INT. STEWART'S COCKPIT

A flaming detached leather sleeve of a bomber jacket still containing a man's arm and hand slams into the windshield of Stewart's plane. The melting leather enables it to plaster against the windshield momentarily - long enough for Stewart to recognize an insignia on the leather sleeve - the State of Texas. The ghastly flaming arm is quickly dislodge, blows away and disappears into the sky.

STEWART
(in a hoarse whisper)
Tex!

Stewart STARES into space with a FAR-AWAY LOOK in his eyes.

END OF FLASHBACK SEQUENCE.

INT. RKO SCREENING ROOM - DAY (BACK TO PRESENT)

SEGUE to STEWART'S FACE when the flashback began. He has the same FAR-AWAY LOOK in his eyes.

ACTORS' P.O.V. - FROM THEIR SEATS

The film, "It's A Wonderful Life" is near its conclusion. They watch the final scene with George and Mary Bailey, standing around the Christmas tree, with all their children and family members. George is holding his daughter, Zuzu, and a bell on the tree RINGS. Zuzu exclaims, "Teacher says every time a bell rings, an angel gets its wings!" George replies: "That's right, that's right." When the final scene ends, projector light goes dark and the room lights come on.

BACK TO SCENE (WITH LIGHTS ON)

The actors CLAP and CHEER.

Stewart is still PREOCCUPIED with his own thoughts while everybody else in the room gets up and begins talking to one another.

CAPRA

Thanks, all!

I believe we have a winner!

REED

(clapping and weeping, she hugs Capra)

It's wonderful, Frank.

I can't stop crying!

BARRYMORE

(in his wheelchair)

Frank, now I'm only
going to be cast as
an old fart skinflint!

(laughs)

Seriously, I love it.

I do think we have a winner.

CAPRA

(laughing)

Thanks, you old fart!

Both Capra and Barrymore laugh and they hug.

CAPRA (CONT'D)

Jimmy, Jimmy!

Come on over!

Don't be a bump on a log!

STEWART

(still sitting)

Okay, boss!

I'll be over directly.

CAPRA

(finally walks over the Stewart)

What's up, Jim?

You've been down all day.

STEWART

I need to talk to you, Frank.

CAPRA

Sounds serious.

STEWART

Yeah, well it's
kinda important.

CAPRA
 You wanna talk now?
 In my office?

STEWART
 No, no. I don't want to
 be a killjoy and ruin the
 festivities. Later.

Stewart TURNS AND LEAVES the room. Capra WATCHES him walk away, and has a PUZZLED look. Capra WALKS OVER to Barrymore, who is TALKING with the other actors.

CAPRA
 (motioning with his head)
 Lionel, give me a
 minute, willya?

They EXCUSE themselves from the group and MOVE OFF to the side of the room by themselves.

CAPRA (CONT'D)
 Lionel, you were talking to
 Jimmy before, right?

BARRYMORE
 Yes, my boy. Jimmy's
 a fine, fine actor.
 And he's proved it
 yet again. A little moody
 at times, but that's
 his right.
 You seem worried.

CAPRA
 He say what's eatin'
 him these days? He seems to
 be in an awfully down mood.

BARRYMORE
 (teasing)
 Well, he does seem a little
 lovelorn over Miss Reed, but
 it's nothing that a hot date with
 a new starlet wouldn't cure!

CAPRA
(laughs)
That's always the cure!

INT. CAPRA'S STUDIO OFFICE - NIGHT

Capra and Stewart are SITTING ACROSS from each other at Capra's desk. The room is full of posters and promotional photos of "It's A Wonderful Life." The room is fairly dim, with a desk lamp providing the only light. Stewart apparently has been drinking. He's not drunk, but tipsy. He's more belligerent than his normal, even-keeled self.

STEWART
It's a real cute movie, Frank.
But now that I've seen it from
soup to nuts, I think it's a little
too sentimental and silly for me!
I hope it does well for your sake.

CAPRA
(now worried)
You're still gonna help
promote it and give interviews
and everything, right?

STEWART
Of course, Frank.
I would never screw you.
And I am beholding to you
for giving me this role
and another shot at acting.
I just don't know if I
have it in me anymore.

CAPRA
Jimmy, that's a helluva way to
be talking this late in the game!
It will be released in L.A
and New York before Christmas,
and the national release will
be in early January. I need you
to be fully onboard!

STEWART
I know. I know.
I'll give it my best effort.
You know that.

CAPRA

You're flying to
Pennsylvania for
Christmas?

STEWART

Yes, wouldn't miss it.

CAPRA

So I guess Donna and I will
meet you in New York
after New Year's
so we can prepare for the
press conference and interviews.
We'll meet up with you
January fifth at The Plaza.

STEWART

Yeah. Yeah. I'll be there.
You know you
can always count
on me, Frank.

CAPRA

(now somewhat upset)
Jimmy, I'm gonna give
it to you straight.
Jimmy, you've changed.
You're not the guy I
worked with in "Mr. Smith
Goes to Washington." You're
drinking more and you're
sullen. And you're not much
fun to be with! And you wanna
know what I think?

STEWART

(smirking)
Not really, Frank!
But I'm sure you'll
tell me anyway.

CAPRA

I think the problem
is you, and not "It's A
Wonderful Life." Your
life doesn't seem too
wonderful these days.

STEWART
(sarcastically)
Thanks for the
encouragement.

CAPRA
What's eating you anyway, Jimmy?
Did the war change you that much?
It changed us all. But it's been
over for a year and a half!
We need to move on, don't we?

STEWART
Yeah, well it's easier said
than done sometimes. I have
a hard time sleeping. And
when I do sleep I wake up with
nightmares...terrible nightmares
about dying. And when I wake
I'm still here. I'm going through
a hard time right now, Frank.

CAPRA
Let it go. Jimmy! You have to
let it go. There's no other
way.

STEWART
There are times I feel that
I shouldn't even be here.
How come some poor brave kids
who weren't more than a
year or two out of high school
spill their guts and come home in
boxes. And some of them were the
luckier ones!

CAPRA
Luckier ones? What the hell
do you mean?

STEWART
Well, at least they came home
to their mothers and fathers and
brothers and sisters and grandparents.
At least there was closure. At
least their families could have
decent funerals and grieve knowing

their sons died like heroes for
their country. At least they got
laid to rest in their hometowns!

There are TEARS in Stewart's eyes.

CAPRA

Jimmy, you sound like you're
feeling more sorry for yourself
than them!

STEWART

Dammit Frank, listen to me!
I'm not feeling sorry for myself.
I'm feeling sorry for all those guys.
And not just the ones that came home
in boxes to their families.
I'm talking about the guys who didn't
come home at all!

He STOPS for a moment and WIPES his eyes.

STEWART (CONT'D)

The guys who had their bodies
and guts sprayed all over God's
blue sky or who fell into
the ocean or over the godforsaken
German countryside so that some
goddamned Nazi farmer could throw
their leg or arm into a fire
or out in the garbage heap, or feed
it to their fucking pigs!
I don't know what to think anymore,
Frank. I just don't know. This acting
job and movies just aren't real and
I don't know if I can put up
with it anymore. It's like I'm
in a dream sometimes, and
when I wake up I won't be here. Sometimes
I think I don't belong here anymore!

Capra GETS UP from his seat, and comes over to Stewart and
GIVES him a fatherly HUG. While only about 15 years Stewart's
senior, Capra has mentored Stewart before the war and helped
mold him into the fine actor he's become. Capra has a deeply
concerned look.

CAPRA

(arm around Stewart)

Come on, Jimmy!
 Take it easy.
 I didn't realize it was
 wearing on you so hard.

EXT. BEVERLY HILLS RESIDENTIAL STREET - DAY (DUSK)

SUPERIMPOSITION:

BEVERLY HILLS
 SEVERAL DAYS LATER

STEWART'S P.O.V.

He is DRIVING down Sunset Blvd. and TURNS RIGHT onto Roxbury Drive. He PULLS UP To a large Southwestern style home with a red tiled roof, surrounded by a large white wall. It's 800 Roxbury Drive, the home of Lionel Barrymore. There's an opening in the wall for the driveway with a light on either side. The lights COME ON.

BACK TO SCENE

Stewart PARKS on the street and WALKS down the driveway and ACROSS a paved walkway to the front door.

STEWART
 (looking around,
 taking to himself)
 Nice digs!

EXT. FRONT DOOR OF 800 ROXBURY DRIVE - NIGHT

Stewart, after LOOKING AROUND and ADMIRING the lavish house and yard, RINGS the doorbell. A black butler, an older man with white hair and WEARING a smart-looking black vest jacket and bow tie, OPENS THE DOOR.

BUTLER
 (smiling)
 Greetings, Mr. Stewart!
 We've been expecting you.

STEWART
 (graciously)
 Well, thank you very much.

BUTLER
 (reaching out)
 May I take your hat and coat?

STEWART
 (handing off hat and coat)
 Thanks!
 By the way, you are?

BUTLER
 I'm Jeffrey, Mr. Stewart.

STEWART
 Good to meet you, Jeff.
 Please call me Jimmy.

BUTLER
 (as he takes
 Stewart's outstretched hand)
 Thank you, Mr. Stewart. . .
 (beat)
 Jimmy!

They both LAUGH.

BUTLER (CONT'D)
 Please follow me. . .

INT. BARRYMORE'S HOUSE - NIGHT

Stewart follows Jeffrey down a hall and to a large door. Jeffrey knocks and there's a "Come on in" heard on the other side. The butler opens the door and we see Barrymore SITTING IN HIS WHEELCHAIR by a beautiful fireplace ablaze, HOLDING a brandy snifter in one hand and a cigar in the other.

INT. BARRYMORE'S DEN

BARRYMORE
 Jimmy, my boy, glad
 You could make it!
 (turns to Butler)
 Thanks, Jeffrey.
 I'll call when we're
 ready for dinner.

BUTLER
Yessir!

BARRYMORE
(to Stewart)
Jimmy, Jeffrey
introduced himself
to you, correct?

STEWART
(looking at Jeffrey, winking)
Why yes he did. And Jeff and me
are real buddies, right Jeff!

BUTLER
(winks at Stewart)
Right, Jimmy!

They both start LAUGHING as a SURPRISED LOOK COMES OVER
Barrymore's face.

BARRYMORE
(now smiling)
I guess the joke's on me!
Thanks, Jeffrey... I mean
(beat)
Jeff!

The butler LEAVES and CLOSES the door behind him, still
LAUGHING as he EXITS.

BARRYMORE
(wheeling over to a small,
but elegant table)
Jimmy, pour yourself a drink
and get me a refill, willya?
(he hands Stewart his snifter
and gestures toward the bar)

STEWART
(takes snifter)
Why sure, old buddy!
Don't mind if I do!

AT THE BAR

The beautiful mahogany bar has an expensive bottle of Louis XIV Cognac sitting on it, and a shelf of expensive liquors. Stewart GOES BEHIND the bar and FILLS Barrymore's snifter half way.

STEWART
Say when.

BARRYMORE.
That's good.

Stewart PROCEEDS to make himself a drink, TAKING a glass from behind the bar.

STEWART
Nice bourbons!

BARRYMORE
There's a bottle of
Very, Very Old Fitzgerald's
up there. Open it and give it
a try?

STEWART
Oh..that's real good stuff!
Why don't I have something
that's open?

BARRYMORE
Oh, go ahead. . .
open it! It's just been
collecting dust.

STEWART
If you say so.

BARRYMORE
Only the best, Jimmy.

Stewart OPENS the bottle and POURS about a half glass. He gives it a long SMELL and a little SIP.

BARRYMORE
There's ice and soda.

STEWART
Naw.
Well, maybe just
a splash.

He ADDS a spritz of soda from the seltzer bottle.

BACK TO SCENE

Stewart takes his glass and the snifter and returns to the table. He hands Barrymore the snifter and takes a seat across from him in a stuffed, leather chair. Sit back and takes a long sip from his glass.

STEWART (CONT'D)
Now *that's* bourbon!
Smooth. . .

BARRYMORE
(holding snifter out)
Glad you like it.
Cheers!

They TOUCH glasses and DRINK.

STEWART
(looks around admiringly)
Beautiful place you got.
Nice area, too. . .

BARRYMORE
Thanks, Jimmy. I love
it here. Nice street,
nice neighbors, secluded
but not detached. You should
consider moving here to
Roxbury Drive when you settle
down. . .we could be
neighbors!

STEWART
(laughs)
What makes you think I
wanna settle down?

BARRYMORE
Oh, we all do. . .
eventually.

STEWART
(becoming more serious)
So Frank talked with you,

right?

BARRYMORE

Yes, of course he did.
No secrets here, Jimmy.

STEWART

(takes a big gulp)
So whad he say?

BARRYMORE

(leans forward)
Frank's very upset about
you, Jimmy. In fact, he's
worried sick. You know how
he gets.

STEWART

Yeah, I know. How did he
put it?

BARRYMORE

(sipping his cognac)
Well, he said you were very
upset. He said your war
experience was weighing
heavily on you, and he said
you expressed to him that you
thought the movie was silly
and that acting was phony
lifestyle that you sounded like
you wanted to chuck it all
and move back to Pennsylvania
and lead a more authentic life.
Is that accurate?

STEWART

(taking another big gulp)
Yeah, that's pretty much
what we talked about.
(turning slightly sarcastic)
So what else he say?
No secrets, right?

BARRYMORE

He said he thought
you were drinking too much
and that you were driving
yourself into an alcoholic

depression. Like I said,
Frank is very, very worried
about you.

STEWART
So Frank thinks I'm
becoming a drunk?

BARRYMORE
(becoming miffed)
No, Jimmy, that's not what
I said. Please don't
words in my mouth!

STEWART
(puts his hand up defensively)
Sorry, Mr. Barrymore.
That's what it sounded
like.

BARRYMORE
Jimmy, as the expression goes,
let's cut the bullshit!
The war was a terrible thing,
and I feel for you and other
vets who saw some pretty
gruesome goings on, but
it's over now.
You have to come to terms with
your demons, and accept who they
are and try to live with them, or
will eat you alive and you'll
just become another war casualty.

STEWART
Now you're sounding like
my father last time I spoke
with him back in
Pennsylvania!

BARRYMORE
(puffs on cigar)
Well maybe you should
have listened to
the old man back in
Pennsylvania *then!*

STEWART
Christ sakes! I didn't

come here expecting to be lectured!

GETS UP as if to leave.

BARRYMORE
(gesturing)
Sit Jimmy, please. I'll get off my soapbox now. Let's just talk about acting. Alright?

STEWART
(sits down)
Alright. I didn't mean to be rude, Lionel, but I've had it up to here. . .
(puts hand to his neck)
with people worrying about me and my future! I've been drinking a little more than normal lately, big deal. It helps me. Everybody stop worrying about me. I'll work through it.

BARRYMORE
Okay, so let's not talk about you, per se. Let's talk acting.

STEWART
I've always loved acting, You know that. I always have. God sakes, when I first met Hank Fonda in Cape Cod with Maggie Sullavan that summer. . . damn, we had such a swell time! But I was younger and there was no war. . .
(takes another gulp)
but here it's not real . . . it's make-believe life. And the way Hollywood portrays war is offensive and demeaning to any man who served. And to the memories of those who never came back. It's not

clean and matter-of-fact
 and we win, you
 lose. Everybody loses. If you're
 lucky enough to stay alive,
 you lose part of your
 heart and soul each
 time someone you know dies.
 Acting has become trivial
 to me by comparison. Sometimes
 I feel I just can't act anymore.

BARRYMORE

Jimmy, I've been
 in these parts a long
 time and I've seen a lot
 of actors, and you're one
 of the best.
 And that's not just
 me talking.

STEWART

I thought we're
 not talking
 about me.

BARRYMORE

(holds up index finger)
 Well, I'm not talking
 about you, per se.
 But I'm trying to make a
 point, so humor me a little.

STEWART

(nods)
 Okay.

BARRYMORE

You have that little statuette
 when the industry voted you
 the best of the best. I saw the
 photo that shows your Oscar
 sitting in the window of
 you father's store back
 in Pennsylvania.
 That's something to
 be very proud of.
 Your family's very proud
 of it. The town where
 you grew up is

proud of it. Everybody who knows
you is proud of it -- and you.
I know you're proud of it
the same way I'm proud of mine.

Barrymore POINTS to the mantle above the fireplace where his
Oscar statue is visible.

STEWART
Oh, yeah. You won that
a while back.

BARRYMORE
(proudly)
Yes I did.
In 1931 as best actor
in "A Free Soul."
You might remember I played
a drunk lawyer.
I was damn good. And that
film made Gable. I could see
then that he was
going to be big. And I
was right.

STEWART
(getting drunker)
Lionel, it was a great film.
You were great. Gable's a
great actor. But seriously,
what's your point? . . . other than
you've used the words
"drinking" and "drunk" lately.
Am I supposed to
be reading into that?

BARRYMORE
(firmly)
My point is this. . . we are
in a very wonderful profession.
And we are lucky to be in it.
And as a friend of yours, I don't
want to see you
throw it away.

STEWART
Maybe so, but I don't feel
so lucky anymore.
It took me longer

to get into that role
of "George Bailey"
than it has ever taken
me to get into a role.
Maybe I'm come to the
end of my rope.

BARRYMORE
Nonsense!
You ended up playing
George Bailey to perfection.
It was a masterful
acting job on your part.

Stewart GETS UP and WALKS to the bar.

AT THE BAR

STEWART
(cheeky)
Well, I just decided to play my
father - *the "old man" back in
Pennsylvania* - and it somehow worked.
But thank you, Lionel. You know I
value your opinion very much.
(fills his glass half way with bourbon)
Another?

Stewart GESTURES to the cognac bottle on the bar.

BARRYMORE
(holds hand up)
No thanks, still working on this one.
(gets preachy again)
You're being too modest, Jimmy.
You showed the great
range of what you can do as
an actor. Capra had a brilliant
idea of encapsulating
George Bailey within
a parable, and sending
him on nightmarish journey
where he comes back to a life
where he never existed,
and then discovers
that his actual existence
and his actual place in life are
really worthwhile . . .

funny how it's a lot like what
you're going through right now.

(beat)

Jimmy, if you value my
opinion like you say,
then you'll listen to what
I'm telling you right now.

BACK TO SCENE

Stewart RETURNS to his big chair across from Barrymore at the
table.

STEWART

(now tipsy, he looks down to make sure he
won't miss the seat when he sits)
I'm listening.

BARRYMORE

You've been given a great gift.
The natural way you are,
the natural way you have with
people is something that
few of us have.
You put people at ease,
they listen to what you say,
they admire you,
and they end up loving you!

STEWART

(leaning forward)
Lionel, I appreciate
your pep talk, I really do.
But I think you and Frank
are overdoing it just a bit.
I'm just a regular guy
who did acting for a
living, and I got a little
lucky! And then I went to war
like lots of other Americans.
Now I'm wondering if
I can still be a good actor.
I'm also wondering if I still
want to be an actor.

BARRYMORE

Bushwah!
You're a natural, Jimmy.
You were born to be an actor.

You have the ability
 to make millions
 of people happy and give them
 hope and inspiration
 each time they watch
 you on that big screen.
 If you stop doing that,
 You will be throwing away
 a truly God-given gift.
 I want you to think about that!

BARRYMORE

(back on his soapbox)
 Let me go a step farther. . .
 and if this offends you, I'm sorry,
 but if I didn't say this
 to you I would feel remiss
 as your friend.
Do you want dropping bombs
on people and seeing other
men die to be your fondest
memories when you're my age?
 Or would a better legacy
 be one where you, a war hero,
 came back and returned to acting
 and inspired millions of people
 over the rest of his natural days.
 What do you want as your
 legacy, Jimmy?

STEWART

(looking down and shaking
 his head)
 Believe me, I've
 thought about it a lot.
 (pauses and then
 looks into Barrymore's eyes)
 But what I saw over there
 has changed the way
 I think a lot about life.
 I'm just not sure where
 I'm going from this point on.
 I'm not sure what life has
 in store for me.

INT. BARRYMORE'S DEN - NIGHT (LATER)

A drunken Stewart has PASSED OUT and HAS BEEN LAID to sleep on a couch. There is a pillow under his head and he's covered by a blanket. His shoes are on the floor in front of the couch.

BEGIN DREAM SEQUENCE:

EXT. MILITARY AIR FIELD DURING WAR - DAY

Stewart's heavily damaged bomber has RETURNED AND LANDED after its first mission to Germany. An ambulance crew is REMOVING Obie's body from the plane. It is on a stretcher and covered with a blood-stained sheet. Stewart PULLS BACK the sheet and VIEWS the body, with its face shot out and a bloody detached arm hanging by shreds. With tears in his eyes, he PULLS one of the dog tags from the chain around Obie's neck.

STEWART
 (grimaces as he pats Obie's
 bloody, faceless head)
 Good-bye, Obert.
 You're a boy that
 died a man, a hero.

Stewart RE-COVERS the body with the sheet.

INT. OFFICER'S BARRACKS IN ENGLAND DURING WAR - NIGHT

Stewart is SITTING at a desk writing by lamplight.

ON THE SCREEN

*Mr. and Mrs. Albert Jones,
 12 Downey Lane, Kilburn, Ohio.*

*Dear Mr. and Mrs. Jones,
 Your son Obert was a fine young man and true American hero. I
 was flying the plane the day Obert was killed. . .*

ON STEWART

He RIPS up the letter. . . tears come to his eyes and he
 COVERS HIS EYES with his hands.

BACK TO SCENE

STEWART
 (crying and slamming his
 fists on the desk)
 How do you tell a mother
 and father that the horrible
 death of their little 18-year-old boy
 has some great meaning! The
 poor kid should be home
 hanging out with his buddies..
 instead he's in a box in the
 ground with no face and a
 missing arm!

CUT TO:

INT. BARRYMORE'S DEN - NIGHT

A faceless body with one arm dressed in a bloody flight suit
 EMTERS the room and SITS next to Stewart on the couch.

OBIE AS A DEAD APPARITION
 (leans over and pats
 a sleeping Stewart
 on the head
 before speaking)
 Don't worry, Cap.
 It's me, Obie.
 I'm okay. Me and
 some of the other
 boys whose numbers
 were up have got together.
 Your number was up, too,
 wasn't it, Cap?
 You can come join us.
 (voice grows fainter)
 You can come join us.
 (voice now barely audible)
 You can come join us.

Obie LEANS OVER as if to KISS Stewart on
 the head.

END DREAM SEQUENCE.

INT. BARRYMORE'S DEN - NIGHT

STEWART
 (wakes up with fear
 in his eyes)
 Obie! Obie!

He LOOKS AROUND IN A PANIC, first wondering where he is, and then sees no one. He FEELS himself all over, to make sure he is really there. He TRIES TO LOOK at his watch in the darkness, and FALLS BACK on the pillow.

EXT. AIRPORT RUNWAY - DAY

SUPERIMPOSITION:

CLOVER FIELD
 SANTA MONICA, CA,
 DECEMBER 20, 1946

INT. COCKPIT OF A STINSON 105 - STEWART'S PRIVATE PLANE

Stewart is at the controls of his plane, a two-seat, single engine plane that he flies regularly.

STEWART
 This is CJS1 to tower.
 Ready to go here.
 Everything is check and
 flight plan filed.
 Permission to take off, over...

CONTROL TOWER MAN (V.O.)
 Roger, CJS1.
 Permission granted.
 Runway clear.
 Proceed when ready.
 (pause)
 And have a Merry Christmas
 and Happy New Year's,
 Mr. Stewart!

STEWART
 (chuckling)

You boys do the same.
 Hope Santa's good to you!
 See you in January.

Stewart THROTTLES UP the small plane and it starts MOVING DOWN the runway FASTER AND FASTER. Soon it LIFTS off and up into the sky.

STEWART'S P.O.V. - FROM THE COCKPIT.

He sees the mountains to the north and east, and Hollywood to the south.

BACK TO SCENE

STEWART
 (looking down)
 Seeya, tinsel town!

TIME PASSES. Stewart is flying at about 5,000 feet below the clouds. Once over the mountains in California, he stays at a lower altitude so that he can better follow transcontinental railroad tracks all the way to his hometown airport in Indiana, Pennsylvania.

STEWART'S P.O.V. - FROM THE COCKPIT

Below he sees finally sees railroad tracks.

BACK TO SCENE

STEWART
 (relieved)
 The good ole Atchison, Topeka
 and Santa Fe line! Lead me home, boys!

As he flies, he is SMILING and TAKING IT ALL IN below. Stewart has always loved flying since he took his first flight back as a teenager. He FEELS carefree and full of joy - emotions he hasn't experienced in quite a while.

BEGIN FLASHBACK SEQUENCE:

EXT. OLD CURTISS BI-PLANE FLYING - DAY

SEGUE to Stewart FLYING in an old, 2-seat Curtiss bi-plane. Stewart is sitting in the front cockpit and the pilot is in

the back cockpit. Both are WEARING leather aviator helmets and goggles in the open cockpits.

The engine is DRONING LOUDLY.

SUPERIMPOSITION:

PENNSYLVANIA
1925

PILOT
(shouting into microphone)
Having fun, Jimmy?

STEWART
(as a 17-year old)
Oh, yeah!
This is fantastic!

PILOT
Well, you ain't seen
nothin' yet. Hold on!

STEWART'S P.O.V. - IN FRONT COCKPIT.

The pilot puts the plane INTO A DIVE and the ENGINE MAKES A SCREECHING WHINE as it SWOOPS DOWN over a cornfield. The pilot heads directly for a silo and barn at the end of a field, and PULLS THE PLANE UP SHARPLY AND PASSES OVER THEM. Stewart has an EXPRESSION OF SHEER EXHILARATION on his face as he LOOKS BACK at the farm in the distance.

EXT. 1935 CURTISS FALCON FLYING - DAY

SEGUE to Stewart in another more 'modern' bi-plane, a Curtiss-Falcon, Stewart is FLYING the craft, sitting in the open cockpit in the back. His close friend and fellow actor, MARGARET SULLAVAN (30), is sitting in the open front cockpit. Both are WEARING leather aviator helmets and goggles. Stewart is now an experienced licensed pilot, with over 300 hours of flying time. They are on a brief getaway to Santa Barbara.

SUPERIMPOSITION:

FLYING UP THE PACIFIC COAST
1939

INT. BACK COCKPIT

STEWART
 (into microphone)
 Hey, Maggie. . .having fun?
 We're almost to Santa Barbara.

INT. FRONT COCKPIT

SUPERIMPOSITION:

MARGARET SULLAVAN
Oscar-nominated actress
Four-time costar with Stewart
Currently married to Leland Hayward,
Hollywood's most powerful agent.

SULLAVAN
 (sounding brave,
 but quite scared)
 This is exciting, Jimmy!
 How soon do we land?

STEWART (V.O.)
 (laughing)
 Hold on. . .let's
 have some fun first!
 You hooked in good?

SULLAVAN
 Yeah, why?
 We gonna crash?

EXT. CURTISS FALCON PLANE

Stewart quickly does a LOOP THE LOOP MANUVER, and then PUTS THE PLANE INTO A DIVE and SWOOPS DOWN toward the ocean and LEVELS OFF quickly right AT THE TOPS OF THE WAVES.

INT. FRONT COCKPIT

SULLAVAN
 (screaming)
 Jimmy, what the hell are

you doing! Are you trying
to kill me? I'm never gonna
speak to you again, you bastard!

STEWART (V.O.)
(laughing)
Settle down. Settle down.
We're fine! Just wanted to
get your heart rate up.

EXT. RUNWAY - DAY - PLANE LANDING.

After landing, Stewart TAXIS the plane off the runway toward a
small terminal building. .

PLANE COMES TO A STOP.

Stewart TAKES OFF his headgear and CLIMBS OUT of the back
cockpit.

STEWART
(climbing up to front cockpit
to help Sullavan down)
Now that wasn't so bad, was it?

SULLAVAN
(glares at Stewart, but
says nothing.)

STEWART
What did you think of
that loop-the-loop?

SULLAVAN
(scowls, but remains silent)

Sullavan PULLS OFF her headgear and PUSHES Stewart away. He
STEPS DOWN and she CLIMBS OUT of the front cockpit and down to
the ground. Stewart TAKES HER BY THE ARM as she walks away,
and ATTEMPTS to give her a KISS. She TURNS around, SLAPS him
in the face and WALKS AWAY.

STEWART
(calling out to her)
I guess you didn't like it!

EXT. SIDEWALK CAFÉ (SANTA BARBARA) - DAY

Stewart is sitting by himself, SIPPING a drink, LOOKING LONELY. Sullavan WALKS UP BEHIND him and PLAYFULLY SLAPS him on the back of the head. She takes a seat across from him. She is a short, trim beautiful woman with curly bobbed blonde hair and the face of an angel. She and Stewart have been good friends for years and off-and-on lovers.

STEWART
I'm glad you
don't hold a grudge!

SULLAVAN
Well, I almost did! I was
ready to call a cab to
take me to the train station.

STEWART
Oh, Maggie!
You have to admit
that it's exhilarating
to soar like an eagle.

Waiter appears.

SULLAVAN
(lighting a cigarette)
Vodka and tonic.
Make it a double!

STEWART
I'll take another, too.
Thanks.

Waiter leaves.

SULLAVAN
I swear, if you pull
that crap again
without telling me I'll...
I don't know what I'll do!

STEWART
You'll forgive me.
You always do.

SULLAVAN
Jimmy, what is it
about you? Why do I

put up with you?

STEWART
Maybe it's love?

SULLAVAN
Oh, shut up!
I'm married with a kid.

INT. HOTEL ROOM - NIGHT

Stewart and Sullavan are HAVING SEX in bed together. She is a highly passionate and sexual individual who insists on BEING ON TOP and DIRECTS the love-making.

SULLAVAN
(panting heavily)
Come on, you beautiful
bag of bones! Fuck me
like you're gonna die
at dawn!

STEWART
(groaning and climaxing)
Oh Maggie! Maggie!

INT. HOTEL ROOM - DAY (MORNING)

Stewart and Sullavan are SITTING in robes in their room on opposite sides of a table, EATING breakfast and DRINKING coffee. She finishes and LIGHTS A CIGARETTE and TAKES A PILL with her coffee.

STEWART
Maggie, you smoke too much
and take too many pills!

SULLAVAN
(lightly)
Hush up, Bones, you're
sounding like Leland!

STEWART
(looking down)
Jeez, Maggie, that's
the way I was born. I can't

help it if I drink
booze and eat steaks
and can't gain a pound!

SULLAVAN
Jimmy, stop complaining!
You're perfect the
way you are. . . don't ever
change.

STEWART
(becoming serious)
If I'm so perfect, why
wouldn't you marry me?

SULLAVAN
(glares)
Please stop asking me
that. We had our chance.

STEWART
Do you still love me?

SULLAVAN
Marriage isn't just about
love. . . there has to be
more. . .it has to be
mutually beneficial.

STEWART
Love is mutually
beneficial, isn't it?

SULLAVAN
To me, mutually beneficial
means there's got to be
something *more in it* for
both parties.

STEWART
(somewhat bewildered)
You sound like a damn lawyer.
Where did you learn to
think like that?

SULLAVAN
From my parents, who
else? They were rich and
it was a marriage of

convenience. I'm sorry. . .
but that's what marriage
is to me.

STEWART
So you never could have
married me, huh?

SULLAVAN
(takes his hand)
Jimmy, Jimmy. . .yes,
I could have married you
if all I was looking for
was love. But I needed more...
you just don't understand.
(beat)
You never have understood.

STEWART
(looking hurt)
I guess I still don't.

SULLAVAN
Leland loves me too,
but he was in a position
to help my career. . .and
he did. . .boy did he!
You and I need people like
Leland, or we'd be back living
in some small town,
doing nothing but scraping
along, living our boring
lives out - just like everybody
else!

STEWART
(now upset)
Well maybe that's not
such a bad way to live!
Did you ever think of that!

SULLAVAN
Maybe for you, Jimmy,
But not for me. . .

SERIES OF SHOTS - NEXT THREE YEARS (1940,41,42)

- A.) Stewart and Sullavan kissing in opening credits and final scene from "The Shop Around the Corner."
- B.) Stewart and Sullavan in opening credits and final scene from "The Mortal Storm."
- C.) Stewart swearing in at draft board in early 1941.
- D.) Stewart instructing pilot recruits in Army Air Force flight instructor
- E.) Attack on Pearl Harbor by the Japanese and its aftermath.
- F.) Stewart posing with crew of B-24 bomber with plane in background.

INT. UPSCALE RESTAURANT/BAR - DAY

SUPERIMPOSITION:

ROMANOFF'S
BEVERLY HILLS
1942

Stewart is in a military uniform, SITTING At a corner booth near the bar. Margaret Sullavan ENTERS and is ESCORTED to the table. She GREETs people along the way.

STEWART
(brightens upon seeing her)
Maggie, you're a sight for sore eyes.
(he gets up and they embrace.)

SULLAVAN
(smiling)
Oh Jimmy, I've missed
you, darlin'. My god,
you look dashing in
your uniform.

She TAKES his cap and PLACES it on her head.

STEWART
(laughs)
Maybe you should join up.
It looks good on you.

SULLAVAN

(teasing)
What are you Jimmy,
a general?

STEWART
(bashful smile)
Naw, just a lieutenant.

A cigarette girl STOPS by the booth.

SULLAVAN
A pack of Luckies.

Simultaneously, a waiter appears.

STEWART
(giving girl money)
Maggie, whatta
you having?

SULLAVAN
A vodka martini.

STEWART
And I'll have
another.
Thanks.
(pauses until waiter leaves)
Where's Leland?

SULLAVAN
He'll be here soon.
Before he comes, I need
to tell you something.

STEWART
(concerned)
What is it, Maggie?

SULLAVAN
I'm leaving Hollywood.

STEWART
(stunned)
What do you mean. . .
leaving?

SULLAVAN
I'm moving back east.

STEWART
But why?

SULLAVAN
This town's crazy. . .I've
always said that. I don't
want my kids growing
up here. And I'll be
closer to New York.
I want to get back on
the stage.

STEWART
Where will you live?

SULLAVAN
A little town in
Connecticut. Leland
found a beautiful
place. A farm with
over 100 acres and
a pond and woods.

STEWART
Sounds nice. I remember
you telling me once you
weren't partial to living
in small towns.

SULLAVAN
Jimmy, you know
impulsive me. But
I'm thinking about the
kids now. And this
place is idyllic.

STEWART
God, will we ever
see each other again?

SULLAVAN
Of course we will.
Don't be silly.
I'll be back here
now and again with
Leland. . . and you can
come visit us out there.

STEWART
Yeah.

SULLAVAN
Tell Leland you
think it's a great idea.
He knows we're close,
and he understands
and respects that.
But this is better for
us all around. . .and
it's not necessarily forever.
Will you do that for me?

STEWART
(dejected)
Sure, Maggie.
Anything for you.

END OF FLASHBACK SEQUENCE.

INT. COCKPIT (STEWART'S STINSON 105 PLANE) - DAY

SEGUE to Stewart, with the same dejected look, CONTINUING HIS CROSS-COUNTRY FLIGHT EAST to visit his family in Pennsylvania for the Christmas holidays. He hasn't seen Margaret Sullavan in the more than four years since they were in Romanoff's. He thinks about her often and misses her.

STEWART
(speaking to himself)
Maggie, you'd be a sight
for sore eyes right
about now.

TIME PASSES. Stewart continues flying.

STEWART'S P.O.V. - FROM COCKPIT

He sees a large river SNAKING below.

STEWART
(speaking to himself)
Hello, you great Ohio River.
Good to see you again.

Soon he sees a city below.

STEWART
(speaking to himself)
Hello, Pittsburgh!

A short time later, he sees a landing field.

BACK TO SCENE

STEWART
(into microphone)
Indiana County, this is
CJS1, come in. Over.

CONTROL TOWER MAN (V.O.)
(filtered)
We read you, CSJ1.
We have you on radar, over.

STEWART
Permission to land, over.

CONTROL TOWER MAN (V.O.)
(filtered)
Permission granted, over.
Welcome home, Mr. Stewart.
Merry Christmas!

EXT. AIRPORT RUNWAY - DAY

SUPERIMPOSITION:

INDIANA COUNTY AIRPORT
INDIANA, PA.
Dec. 24, 1946

As Stewart TAXIS his plane to a stop near a hangar near the runway, he sees a man standing next to a car WAITING for him. It's his FATHER, ALEX STEWART (65).

STEWART
(climbing out of plane)
Hey, Pop! Missed you!

They embrace.

FATHER
 (teary-eyed)
 By god, it's good to see
 you, Jim Boy!

INT. FATHER'S CAR - DRIVING

FATHER
 (behind wheel)
 Mother was worried.
 She expected you yesterday.
 But arriving on Christmas
 Eve makes it all the more
 exciting for her and the
 girls.

STEWART
 Yeah, I wanted to
 get here earlier.
 But I had to fly
 around some weather
 in the Midwest.
 Anyway, I'm here.

FATHER
 (pats him on leg)
 Yes you are!

As they drive through the small and very quaint town of
 Indiana, Pa., Christmas lights are everywhere and people who
 recognize the car WAVE and SHOUT "MERRY CHRISTMAS."

EXT. STEWART FAMILY HOME - DAY (DUSK)

The modest but well-kept federal colonial house with brick
 steps and posts with a portico is festively lit. As the car
 pulls up, Stewart's MOTHER (ELIZABETH) (60s), and two younger
 sisters, GINNY AND MARY (20s), RUN to greet him.

MOTHER
 (emotional)
 Oh, Jimsy, I was so
 worried!

STEWART
 (hugging and kissing her)
 Love you, Mom.
 I missed you.
 Merry Christmas!
 (pauses and steps back)
 Mom, Pop. Who are
 these beautiful women?
 I don't remember them
 being here before.
 (laughs and hugs his sisters)
 God, you've grown so
 much I don't recognize
 you! Merry Christmas, you
 beauties!

GINNY
 Oh, Jimmy. I bet
 you say that to all
 the young girls out
 in Hollywood!

MARY
 Great to see you,
 big brother!

Both sisters join in the HUGGING AND KISSING with their mother and Stewart then hugs and kisses them both individually. Before walking with them into the house, Stewart RETURNS to his father's car and retrieves a large cloth bag of presents from the backseat and SLINGS it over his shoulder. He pulls a Santa cap on his head and walks up the front steps saying "Ho, ho, ho!"

INT. STEWART FAMILY HOME/LIVING ROOM - NIGHT

It's Christmas Eve. The entire family is SITTING AROUND in the living room with a fire blazing, DRINKING egg nog and SINGING Christmas songs. There is a large Christmas tree in the foreground that the sisters are decorating. Jimmy's mother is PLAYING piano and Jimmy is PLAYING the accordion and wearing a Santa Claus hat. They finish singing and playing and Stewart puts the accordion down and takes up his egg nog glass.

FATHER
 How 'bout some more
 brandy in that nog,
 Jim Boy?

STEWART

Pop, you're a man
after my own heart.
(holds out glass while
his father pours).
That's great.

MOTHER

Now I don't want you two
getting snookered and dozing
off. I want us all to go to
church together later.

FATHER

Don't worry, Mother.
We'll make it, Lord
willing!

They all LAUGH.

SINGING is heard outside. There's a LOUD KNOCK on the front door. The sisters RUN and OPEN the door. They lead a group of friends into living room, all talking and laughing. It's a festive group of friends and neighbors who've been out caroling.

A YOUNG MAN

Hi Jimmy. Welcome home!
Hi Mr. and Mrs. Stewart!
(turns to the group and
raises his hand, and they
start singing.)
"We wish you a Merry Christmas,
We wish you a Merry Christmas,
We wish you a Merry Christ-mas,
And a Happy New Year!"

STEWART

(graciously)
Thank you, folks.
(to young man)
You're Billy. Billy Rogers.
(shakes his hand)
Good to see you, Billy!
What a wonderful surprise.
Thank you all.
It's great to be home.
Merry Christmas to you all

and your families!

Stewart SHAKES HANDS with others in the group.

BILLY

Ginny, Mary, come join us.
It's starting to snow!

Ginny and Mary GRAB their coats, hats and gloves and JOIN their friends.

MARY

We'll see you later
at church! Bye!

GINNY

Bye! Later!

Stewart and his parents WAVE as the group leaves out the front door.

STEWART

(waving after group)
Bye! Stay warm!
Merry Christmas!
(beat)
Put that flask away!

Stewart STANDS at the door WATCHING them as they leave. We hear caroling in the distances. He watches until they are out of sight. He CLOSES the door.

STEWART

(gesturing toward door)
See. That's what I miss
in California. That small
town feeling. That coziness.
The nice, friendly neighbors.

FATHER

So why don't you move back
here, Jim boy! You've made
a name for yourself. You
could go back anytime you
want and make a movie. Or you could
do plays on Broadway. You don't
have to live in California anymore,
do you?

STEWART

Pop. I hear what you're saying.
I've been thinking about it a lot.
But I'm torn. . . I love what I've
been able to accomplish in Hollywood,
but I miss back here, too. I guess
I have to make a
decision at some point.

MOTHER

Jimsey, speaking of Hollywood. . .
some people have called for you here.

STEWART

Who, Mom?

MOTHER

Frank Capra and Donna Reed.
They called yesterday.
She sounds like a nice
girl, Jim. From Iowa.
Likes the simple life.

STEWART

She's a peach, Mom.
But she's young and married.

MOTHER

A shame. I felt like I
was talking to another
daughter. Anyway, I told
them you would call back
after Christmas.

STEWART

What did Frank say?

MOTHER

He said he was happy
with some of the reviews
after the showings in
New York and Los Angeles.
Not so happy with others.
He said the critics either
loved it or hated it. Did say
one critic said ' "It's A Wonderful
Life" has academy award written
all over it.' Who cares what the
critics think anyway. . . it's what

the people think. Right, Jimsy?

STEWART
 Critics are a necessary evil, Mom.
 When they sing your praises,
 it means more money in your
 pocket and you want to kiss them.
 If they say you stink, you want to
 steal their wallets and kick them
 in the ass.

MOTHER
 Oh, Jimsey!

STEWART
 Just kidding, Mom!
 critics are part of
 life in Hollywood,
 just like the hangovers
 and the gout!
 (hugs her)
 Now let's do that duet!

Stewart SITS at the piano with his mother and they START
 CLUNKING OUT and SINGING a duet of "Auld Lang Sine."

INT. STEWART FAMILY HOME/STEWART'S OLD BEDROOM - NIGHT

It's early Christmas morning. Stewart is in bed in his boyhood
 room READING under the light from a lamp on the night stand.
 The room is still decorated with model airplanes hanging from
 the ceiling and poster of Charles Lindbergh on the wall.

There's a KNOCK ON THE DOOR.

STEWART
 (looking up)
 Santa, if that
 you - I'm sleeping!

Door OPENS. Father ENTERS AND SITS on edge of bed. He PATS THE
 COVERS over Stewart's bent legs.

FATHER
 (in a robe)
 It's good to have
 you back here at

Christmas. Jim Boy.
Just like the old days.
It was nice the way
everybody greeted you
at the late service.

STEWART

(sits up)

Yeah, Pop. One
moment I feel like
I never left the old
town. . . and a
moment later I can feel
like I shouldn't be
here. It's been a roller
coaster of emotions
since the war, Pop.
But tonight I'm
feeling pretty good.

FATHER

I know. You seemed better
like you're doing better
since the last time we talked.

STEWART

I have good days and
bad days. Still a lot of bad
dreams. Just can't get
some things outta my head.

FATHER

When Frank Capra called
the other day, we talked.
He's known you for a long
time, Jim Boy, and is one
of the few people in Hollywood
I trust. He said he's worried
about you. Said you've been
depressed and drinking
too much. Says you're still at the
top of your acting game, but says you
sound like you want to give it up.

STEWART

(shaking head)

I don't know if I can
handle the phony make-believe
of Hollywood anymore. Acting

seems so trivial now compared
to the realities of life, especially
what went on in the war. Sometimes
I feel that I cheated death
while when so many young men were
killed. I keep asking myself why
were their numbers up, and not mine?

FATHER

(warm smile)

It's providence, Jim Boy.
Our lord has a plan and
maybe his plan was to protect
you so you could come back and
do some big things in the
remainder of your life.
Frank put it to me like this:
You have the power to positively
affect millions of people through
your acting, to give them hope
and make them feel good about
life. Maybe that's your calling now.

Stewart GETS UP and goes to his suitcase. He TAKES a cigar box
out of the suitcase and SITS DOWN ON THE BED next to his
father.

STEWART

(opens box)

I've never shown
this to you. I've never
shown it to anybody.
(he takes a flat piece of metal
with jagged edges and holds
it in one hand)
This is a piece of flak
from a German anti-aircraft
gun. It came through my
bomber cockpit and hit me right
here.
(puts his other hand over his
chest.)
Without my flak vest, it rips
my heart in half. A few inches
higher, and it cuts my head off
at the neck.

He HANDS it to his father, who LOOKS at it in amazement.

FATHER
My god, Jim Boy. How
did you get this?

STEWART
(takes metal piece back
from his father)
When it hit me, it was flaming
hot and stuck in my vest like
it was welded there. When I landed
back in England, I took a hammer
and cracked it off the vest
and I've kept it in this box
ever since.

FATHER
You're lucky you were wearing the
vest. It saved you-it did its job.

STEWART
Yes it did. But the story
doesn't end there.

FATHER
What do you mean?

STEWART
(gives father the
piece of metal back)
Hold it up and look at the
number on it.

His father looks at metal with small blackened, partially
obscured number on it.

ON SCREEN

"210"

ON FATHER

FATHER
That looks like the last
part of the German manufacturer's
serial number.

STEWART
(handing father a smaller
piece of metal from the box)

Now look at the number on this.

FATHER
(looking at piece of metal)
This is your dog tag from the
service.

STEWART
(nods)
Look at the number, Pop.

His father HOLDS UP AND LOOKS AT the dog tag.

ON SCREEN

"Stewart M. James 0-433210"

ON FATHER

DOES A DOUBLE TAKE after holding the dog tag up to the piece
of metal and comparing the numbers.

FATHER
Well, I'll be. The last three
numbers on each are the exact
same. Two-one-zero.

STEWART
(with a serious look)
Yeah. They had my number, Pop.
My number was up and I got lucky.
(puts hand to his chin)
I think about this every day.

FATHER
Jim Boy, it's just coincidence.
But that's part of God's providence, too.

STEWART
Yeah, well how come the lord's
providence couldn't protect those
poor young kids who died all
around me? How come I
got a pass from above after my
number got called? Why did I come
back without a scratch, Pop?

FATHER
Some questions about this life

just don't have answers, Jim Boy.

STEWART
Yeah, well, I'm
looking for answers.

INT. STEWART FAMILY HOME/LIVING ROOM - DAY

It's Christmas morning. The family is gathered around the Christmas tree in the living room EXCHANGING gifts and having a happy time. Mrs. Stewart BRINGS in a tray of coffee and pastries and they all DIG IN as they exchange presents.

STEWART
(joking, as he holds up
socks)
Mom, these are great,
but I need underwear!

MOTHER
(laughs)
Well, open up your other
presents and you may get your
wish!

MARY
(opening gifts from
Stewart)
Oh! Jimmy. These are
dreamy!

GINNY
Mine, too.
Oh my god!

The girls HOLD UP AND ADMIRE beautiful dresses and stylish shoes and pocketbooks.

STEWART
Vivian Leigh is wearing
the very same ensemble!
Direct from Rodeo Drive
in Beverly Hills.

They SCREECH WITH DELIGHT as they STAND UP AND PUT ON fashionable open-toed high heel shoes and HOLD UP the designer dresses to their necks.

FATHER
 (covering his ears)
 Girls! Girls!
 Please!
 It's Christmas.

MOTHER
 Oh, Daddy.
 Don't be such
 a poo!

The phone RINGS.

FATHER
 (annoyed)
 Who the heck is
 calling on Christmas
 morning?

STEWART
 It's probably Frank.

RUNS to the den next to living room. It's an old fashioned phone that you have to pick up and hold close to your mouth as you hold the receiver to your ear.

INT. STEWART FAMILY HOME/DEN

STEWART
 (answering phone)
 Hello, hope you
 didn't get any coal
 in your stocking!
 Merry Christmas!

CAPRA (V.O)
 (over the phone, filtered)
 Is this Jimmy Stewart?
 Sounds more like George
 Bailey.

STEWART
 (chuckles)
 Hi Frank. . .Merry

Christmas! Hold on.
 (yells to family)
 Yeah, it's Frank Capra!

CAPRA (V.O.)
 (over the phone, filtered)
 So you heard about
 the good and the bad?

STEWART
 Heard they were mixed.
 Aren't they always?

CAPRA (V.O.)
 (over the phone, filtered)
 Actually most were good. . .
 just a few stinkers.
 The Hollywood writers said
 it looks like an academy award
 winner.

STEWART
 Well that's great, Frank.
 So don't worry so much.

CAPRA (V.O.)
 (over the phone, filtered)
 Yeah, well, that's my nature.
 So how you doing? How's
 the family? You sound like
 a new man since we talked
 last.

STEWART
 Nothing like a good
 dose of home cooking,
 a warm family, good
 friends and neighbors,
 a heart-to-heart talk
 with the old man . . . and
 lots of Christmas cheer.

CAPRA (V.O.)
 (over the phone, filtered)
 Whatever you're doing,
 keep doing it, Jimmy.
 Listen, I won't keep you.
 Merry Christmas and
 Happy New Year and

give my best to your family.
I'll see you January 5th
at the Plaza?

STEWART
Got it marked
with a big
red circle on
my new 1947 calendar.

CAPRA (V.O.)
(over the phone, filtered)
Good, until then, stay well have
a Merry Christmas
and a Happy New year.

STEWART
I'll be there with bells
on. You give everybody my
best. And you have a
merry and a happy
as well.
Bye!

CAPRA (V.O.)
(over the phone, filtered)
And please be
careful flying.
Will ya please?
Bye!
(The phone clicks.)

Stewart puts the phone down and heads back to the living room.
SUDDENLY, THE PHONE RINGS AGAIN.

STEWART
(yelling)
I'll get it!
Frank probably forgot
to tell me to bring a
change of underwear.

GOES BACK to den and ANSWERS the phone.

BACK IN DEN

STEWART (CONT'D)
 (cheeky)
 Whadid you forget to
 tell me?

WOMAN ON OTHER END (V.O.)
 (over the phone, filtered)
 . . .that I miss you,
 Bones!
 Merry Christmas!

STEWART
 (stunned)
 Maggie?

INT. MARGARET SULLAVAN'S COUNTRY HOUSE

We see Margaret Sullavan STANDING at a desk at the far end of a long living area, with a large Christmas tree in the background and young children running around with toys. She's on an old-style rotary phone that sits on the desk.

SUPERIMPOSITION:

MARGARET SULLAVAN'S COUNTRY ESTATE
 BROOKFIELD, CONN.

SULLAVAN
 (speaking into phone)
 Yeah, it's little
 ole me, Jimmy.
 Are you having a
 merry one?

STEWART (V.O.)
 (over the phone filtered)
 God, Maggie,
 It's so wonderful
 to hear your voice.
 Merry Christmas!
 Are you in Connecticut?

SULLAVAN
 Yes, yes I am.

CHILD'S VOICE (O.S.)
 (yelling)

Momma, momma!
 Come here, Momma!
 Look at what Santa gave
 Me!

SULLAVAN
 (yelling back)
 Yes, honey.
 Momma will be there
 in a minute!

INTERCUT - PHONE CONVERSATION (BETWEEN STEWART IN DEN AND
 SULLAVAN'S HOUSE)

STEWART
 You still there,
 Maggie?

SULLAVAN
 Yes, yes, darling. You
 know how demanding
 kids can be.

STEWART
 So how are you? And
 Leland? And the kids?

SULLAVAN
 We're fine, as fine
 as can be expected.
 Listen, Jimmy, I can't
 talk too much now.
 Leland's outside getting
 firewood and the kids are
 driving me crazy. But I
 want to see you in New York.

STEWART
 How'd you know I'm
 going to be in New York?

SULLAVAN
 I talked with Frank a
 while back. He suggested I
 see "It's A Wonderful
 Life" at the early opening.
 I went and you were
 magnificent, Bones!

You and Donna were
just like you and I
used to be on screen.
Aww, Jimmy, it was
so great to see you
on the big screen again.

STEWART
God, Maggie, Frank
didn't say a
damn word to me.

SULLAVAN
I asked him to keep it
a secret. Frank cares
a lot about you, Jimmy.
I do, too.

STEWART
I know. Where shall
I meet you? When?

SULLAVAN
Leland and I are going
to New York for New
Year's. He's leaving
for California the next
day. I'm staying for another
four or five days. I'm talking
to some producers about
a new show. I'm excited
about that. I'll
be staying at the St. Regis.
Call me when you get in.
Merry Christmas and Happy
New Year, darling! Gotta run!
(she hangs up quickly)

Stewart HANDS UP and STANDS SILENTLY LOOKING at the phone.

EXT. COUNTY AIRPORT - DAY

SUPERIMPOSITION:

INDIANA, PA. COUNTY AIRPORT
JANUARY 3, 1947

Stewart is standing next to his Stinson 105 airplane with his father.

FATHER

I want you to think
hard about moving back

here, Jim Boy. You know
what I think of Hollywood.
You can still do movies,
but you can call your
own shots now. And it
will help you to be
around your family. We can
try to help you help
you deal with the past
and help you put it behind you.

STEWART

I love and respect you, Pop.
That talk we had at Christmas
helped a lot. It lifted
a big load off me. But I still
have a lot more thinking to do.
You have to trust me to work
through this and make a decision
on what I'm going to do.

FATHER

I do. I do. I know you'll
make the right decision.
You did your country and
family proud, and you always
will no matter what you do.
But you're still that nice country
boy inside, and I'll always
think of you like that, Jim Boy.
And I was always hoping you would
come back here, marry, raise
a family - you know.

STEWART

I know, Pop. I love you and
our hearts will always be close
no matter where I am.
But I'll see you before
I head back to California.

FATHER

Fly well, Jim Boy. Fly well.

Stewart CLIMBS into the plane.

FATHER (CONT'D)
Call us from New York.

STEWART
Will do, Pop. I love you!

Stewart CLOSES the cockpit door and STARTS the engine. He WAVES to his father.

EXT. STEWART'S STINSON 105 - FLYING - DAY

SUPERIMPOSITION:

ENROUTE TO WESTCHESTER, NY AIRPORT

INT. COCKPIT

Stewart is flying through clouds. He sees another plane flying above through a break in the clouds.

BEGIN FLASHBACK SEQUENCE:

EXT. CLOUDY SKY - DAY

SEGUE to Stewart's B-24 bomber, heavily shot up, flying through clouds. After a bombing run in Germany, Stewart's group encountered many German fighters and a horrific battle ensued. A number of B-24s were shot down and after losing part of his tail section, Stewart had to drop his plane out of formation and go down into the clouds in an effort to escape back to England. His B-24 is being pursued by two ME-109s. They are above the clouds waiting for Stewart's plane to show itself.

SUPERIMPOSITION:

RETURNING FROM BOMBING MISSION DEEP IN GERMANY
PLANE HEAVILY DAMAGED, ONE ENGINE DOWN
JANUARY 1944

INT. STEWART'S COCKPIT

Stewart and his co-pilot on this mission, LT. BILLY "COOKIE" COOKE, are CONSTANTLY SEARCHING in all directions through breaks in the clouds for the pursuing fighters.

SUPERIMPOSITION:

LT. BILL "COOKIE" COOKE
CO-PILOT ON THIS MISSION

STEWART
(over intercom to crew)
Keep your eyes open,
everyone. Those Jerry
bastards are out there
somewhere waiting for us.
There's one, maybe two.

COOKIE
(alarmed)
Jimmy, there's a
big break in the
clouds ahead!

He POINTS in the distance.

Without saying anything, Stewart THROTTLES UP AS MUCH AS HE CAN to get the damaged bomber flying as fast as it can in an effort to evade the fighters. As they break into the clear, the top turret gunner spots a fighter.

BOBBY, TOP TURRET GUNNER
Bandit twelve
o'clock high!
(rotates his turret)

SAMMY, RIGHT WAIST GUNNER
I'm sighting him, too,
Come on down, you bastard!

INT. GERMAN FIGHTER COCKPIT - DAY

The German pilot SPOTS Stewart's bomber below and ALERTS the other German fighter pilot.

GERMAN PILOT
(in German, subtitled)
B-24 directly below me,

10 o'clock! When I dive,
you come in behind!

The German pilot begins his DIVE and BLASTS AWAY with all his guns.

EXT. STEWART'S BOMBER

The top turret gunner and right waist gunner let loose with CONTINUOUS BLASTS from their guns at the diving fighter. As the fighter comes closer, it suddenly CROSSES the streams of tracer bullets coming from the two placements on the bomber.

INT. GERMAN FIGHTER COCKPIT

A rain of 50-caliber bullets HITS the engine and cockpit and the fighter pilot is RIDDLED WITH BULLETS and begins SPURTING BLOOD profusely. In another instant his plane EXPLODES and debris is SCATTERED across the sky.

INT. TOP TURRET

BOBBY, TOP TURRET GUNNER
We got 'em! Take that,
you bastard!

INT. STEWART'S COCKPIT

Stewart and Cookie KEEP SEARCHING the sky for another fighter. They SHIELD their eyes from the bright sun which is no longer being blocked by clouds.

STEWART
Good shootin'!
But stay alive.
I think another
one's out there!

EXT. STEWART'S BOMBER

The other German fighter comes out of the sun and SETTLES IN BEHIND Stewart's plane. The enemy fighter begins RIDDLING the already-damaged tail with cannon fire. The tail gunner RETURNS FIRE, but he's too late.

INT. TAIL

Jake, the tail gunner, FIRES at the fighter, but his turret is RIDDLED with 20mm cannon shells and he SLUMPS OVER his guns, MORTALLY WOUNDED and SPITTING UP large amounts of blood. The fighter continues blasting away.

JAKE, THE TAIL GUNNER
 (gurgling blood)
 Momma, I'm dying!
 Momma! Poppa!

INT. STEWART'S COCKPIT

STEWART
 (yelling into microphone)
 Jakey! Jakey!

With the tail gunner immobile, Stewart realizes he must do something evasive immediately or they will be shot down. He decides to cut power and put his flaps down so the trailing German fighter will possibly overshoot.

STEWART
 (to Cookie)
 Cookie, on my
 count, drop wing
 flaps!

COOKIE
 Drop flaps?

STEWART
 Just do it on
 my count!

COOKIE
 Roger!

STEWART
 Flaps on the count!
 3-2-1! Drop flaps!

Stewart PUSHES THE THROTTLE FORWARD as Cookie PULLS A LEVER.

EXT. STEWART'S BOMBER

The wing flaps drop straight down, and the plane SLOWS DOWN DRAMATICALLY.

INT. STEWART'S COCKPIT

ON SCREEN

The airspeed gauge goes from 220 to 170.

INT. GERMAN FIGHTER COCKPIT

The German pilot has to PULL UP QUICKLY to AVOID SMASHING INTO the tail end of the bomber.

EXT. TOP TURRET

Bobby BLASTS at the underside of the fighter with his twin 50-calibers as the fighter RIDES UP AND OVER the bomber in an evasive maneuver.

INT. GERMAN FIGHTER COCKPIT

We see bullets come SHOOTING THROUGH the cockpit from below and behind, BLOODYING AND KILLING the pilot and SHATTERING the glass canopy. Flames and smoke FILL the cockpit.

INT. STEWART'S COCKPIT

STEWART P.O.V.

He watches the German fighter trailing smoke and DROP into a death spin, and CRASH into the water below.

BACK TO SCENE

STEWART
Let's try to get
this tub back to
England in one piece.

END FLASHBACK SEQUENCE.

EXT. AIRPORT RUNWAY - DAY

SUPERIMPOSITION:

WESTCHESTER COUNTY AIRPORT
WHITE PLAINS, N.Y.

Stewart's Stinson 105 TOUCHES DOWN on the runway and taxis to a hangar.

INT. LIMOSINE - DAY - TRAVELING

Stewart is being driven from the airport to New York City. He is HAVING A DRINK in the backseat and LOOKING OUT the window.

SERIES OF SHOTS - DRIVING THROUGH NEW YORK CITY

- A.) Driving by Old Yankees Stadium. Sign on Stadium reads "See You Next Spring."
- B.) People in period clothing walking the streets in Harlem and Upper West Side.
- C.) Old time cabs and buses driving past.
- D.) Driving by Central Park with people walking in the winter clothes and taking horse-drawn carriage rides.
- E.) Car pulls up to the Plaza Hotel on Central Park South.

INT. HOTEL - DAY

Inside the Plaza Hotel, New York City's most elegant and famous venue.

HEAD DESK CLERK
Mr. Stewart, are there
any special requests
or accommodations that
you require?

STEWART
No, thanks, I'm fine.
Just that if I get any
calls and I'm not in

my room, please have
them transferred down
to the Oak Room bar.

HEAD DESK CLERK
Absolutely, sir.

COMES OUT from behind the desk and TAKES Stewart's bag.

HEAD DESK CLERK (CONT'D)
Please follow me to our
private elevator and I will
personally take you to your
room!

STEWART
Well, thanks.

INT. ELEGANT HOTEL ROOM - DAY

After the clerk is tipped and closes the door behind himself,
Stewart TAKES OFF his coat and hat and THROWS THEM on bed. He
GRABS the phone and dials.

HOTEL OPERATOR (V.O.)
(filtered)
Yes, sir?

STEWART
Long distance, please.

HOTEL OPERATOR (V.O.)
(filtered)
One moment, please.
(ringing)

LONG DISTANCE OPERATOR (V.O.)
Long distance.

STEWART
Yes. In Pennsylvania
I-N-6-2-3-4-4.

L.D. OPERATOR (V.O.)
One moment.

We hear RINGING. A woman ANSWERS.

STEWART
Hello, Mom.
It's me. I'm
in New York City.

MOTHER (V.O.)
(filtered)
Oh, Jimsy. I'm glad
you're safely there.

STEWART
Yeah, yeah. You
worry too much,
Mom. I'll get back
in touch when I'm
done here.
(pauses to listen)
Yes. Yes. I'll
stop back home before
I go back to
California. Okay.
Love you. Bye.

He HANGS UP and then immediately LIFTS the receiver to his
ear again and DIALS AGAIN.

STEWART
The St. Regis Hotel.

HOTEL OPERATOR (V.O.)
(filtered)
One moment, please.

The phone on the other end RINGS.

ST. REGIS OPERATOR (V.O.)
(filtered)
Happy Holidays!
St. Regis Hotel.

STEWART
Please connect me
with Miss Margaret
Sullavan's room.

S.R. OPERATOR (V.O.)
(filtered)

Ringing.
 (ringing heard)
 Still ringing.
 There's no answer, sir.
 Would you like to leave
 a message?

STEWART
 Yes. Say "Please call Bones
 at the Plaza."

S.R. OPERATOR (V.O.)
 (filtered)
 Bones?
 As in dog "bones?"

STEWART
 (laughs)
 Yes, Bones.
 Thank you.

INT. "OAK ROOM" BAR - DAY

Stewart is SITTING AT THE BAR in the very elegant and famous
 pub in the Plaza Hotel, SIPPING a cocktail. It's mid-afternoon
 and there are few customers. People sit at a few tables and
 there are several men at the other end of the bar. Stewart is
 alone at the far end, SPEAKS QUIETLY to the bartender. The
 bartender LOOKS UP as a woman QUIETLY APPROACHES from behind.
 She PUTS HER FINGER UP to her mouth, signaling the bartender
 to "stay quiet." She WALKS UP BEHIND Stewart and SLAPS HIM
 PLAYFULLY on the back of the head.

SULLAVAN
 (looks radiant, dressed in fur
 and wearing a stylish winter hat)
 Hey, Bones. What's
 shaking?

Stewart JERKS AROUND in his chair. The bartender leaves as she
 and Stewart EMBRACE warmly and KISS.

STEWART
 (eyes closed holding
 back tears of joy)
 God, I've missed you
 so much, Maggie! God,
 I love you!

SULLAVAN
 (teary-eyed)
 Oh, I know darling!
 I've been thinking
 about you constantly.
 Let's get out of here.

They LEAVE the bar with arms wrapped around each other.

INT. ELEGANT HOTEL ROOM - DAY

Stewart and Sullavan are together in the large bed HAVING SEX.

SULLAVAN
 (on top and kissing him
 passionately)
 Oh, Jimmy!
 (takes a breath)
 Oh, Jimmy. Jimmy!
 (climaxing with mouth open
 and eyes closed)
 Oow, oow, oow, oow!

STEWART
 (climaxing)
 Maggie, Maggie!
 (closes eyes and opens mouth)
 Ah, ah, ah ah!

They FINISH and she REMAINS on top of him with her arms WRAPPED TIGHTLY around him, her head NESTLED next to his.

MAGGIE
 (tenderly, with eyes closed)
 I wish we could stay
 just like this forever.

STEWART
 Why don't we?

SULLAVAN
 Aww, Jimmy.
 We've been close
 friends for 15 years.
 I think this was the way
 it was meant to be.

STEWART

I know. We've been through this before. I just think about you a lot, Maggie.

SULLAVAN

I think about you, too. Whenever I'm down, I think about you and I feel better.

STEWART

Remember the last time we saw each other? You told me you were leaving Hollywood.

SULLAVAN

Yes, we were at Romanoff's. I remember. You were so sad. So was I. But it's worked out for the best.

STEWART

Now I have something to important to tell you.

SULLAVAN

(lifts her head up and looks at him)
Tell me what?

STEWART

I think I may be leaving Hollywood.

SULLAVAN

(raised voice)
What do you mean. . .
(beat)
leaving Hollywood?

Sullavan JUMPS UP and out of the bed, and we see her trim and very lovely naked body. She SLIPS ON a white robe.

SULLAVAN

(lights a cigarette)
What the hell are you

talking about, Bones?

STEWART
 (sitting up in bed)
 I said I've been
 thinking about giving
 up acting.

Sullavan CRUSHES her cigarette into an ashtray and JUMPS UP on the bed, PUSHING Stewart back down on the pillow.

STEWART'S P.O.V.

SULLAVAN
 (looking at him in the face
 with fire in her eyes)
 You listen to me,
 Mr. Bones Stewart!
 You'll give up fucking
 acting over my dead body!

FREEZE FRAME.

CUT TO:

INT. STEWART SITTING IN CHAIR - DAY

An older Stewart, with white hair and the same soft eyes, is SITTING in an arm chair isolated against a white backdrop. HANGING from the backdrop is A LARGE STILL SHOT of Sullavan in her robe talking to him in bed on that day in The Plaza.

SUPERIMPOSITION:

YEARS LATER

STEWART
 (motions with thumb
 over his shoulder to
 the photo of Sullavan)
 That's how I like to remember
 Maggie. Sexy, passionate,
 loving. In an in-your-face kinda
 way.
 (laughs, then turns serious)
 But I thank God every day for bringing
 her into my life, and I don't

even want to think of what would have happened to me had I not known this wonderful and caring individual. She provided me with love and guidance that was as important to me as the love and guidance I got from my dear mother and father, and from Gloria, my dear wife of over forty years. Between you and me, I think Maggie may have been an angel sent to watch over me. You might even guess what I'm about to say next. . .

(beat)

every time a bell rings,
my angel Maggie
gets her wings!

Stewart GETS UP and WALKS OFF-CAMERA. We see the still shot of Sullavan on the backdrop and the chair in the foreground. There's music, and words between to crawl across the screen, superimposed.

WRITTEN WORDS

(crawl)

Hollywood icon Louis B. Mayer once said that Stewart and Sullavan "were red hot in front of a camera." Stewart told Mayer privately that "they didn't need a camera." When she died in 1960, friends said Stewart took it very hard and he was "not himself" for some time.

CUT TO:

STILL SHOT OF STEWART IN UNIFORM

WRITTEN WORDS

(crawl)

Stewart was a quiet war hero, refusing to discuss his traumatic experiences publically. By war's end, he had flown 20 bombing missions and had been promoted to colonel. He was awarded two Distinguished Flying Crosses.

CUT TO:

STILL SHOT OF STEWART IN "IT'S A WONDERFUL LIFE"

WRITTEN WORDS

(crawl)

"It's A Wonderful Life," now a classic, was not a box office success. It did, however, get nominated for five academy awards, including Best Picture and Best Actor. Years later,

Stewart finally admitted it was his "favorite movie."

CUT TO:

STILL SHOT OF STEWART ON A MOVIE SET

WRITTEN WORDS

(crawl)

Stewart's decision to stay an actor was a good one. By the mid-1950s, he became Hollywood's No. 1 draw - displacing John Wayne. He made 80 movies over his career.

CUT TO:

STILL SHOT OF STEWART AND BARRYMORE

WRITTEN WORDS

(crawl)

Stewart eventually moved to Roxbury Drive in Beverly Hills and became neighbors with Lionel Barrymore. He lived there until his death in 1997.

FADE OUT.

THE END.

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