

RED FALCON - WHITE LILY

An Original Screenplay

By

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Based on True Events

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FADE IN:

SUPER: RUSSIA. AUGUST - 1943

EXT. RUSSIAN SKIES, RED FALCON - MORNING (SUMMER)

A lovely day, shafts of sunlight shoot through clouds and break over beautiful country below.

A RED FALCON wheels around, soars up, framed by white clouds and blue sky.

The falcon, after prey, folds its wings, HURTTLES down.

EXT. RUSSIA, CITY OF OREL - MORNING

Ruins and the BLAST OF WAR.

The city burns, black smoke spirals into the sky.

EXT. RUSSIA SKIES, YAK FIGHTER - MORNING (AERIAL)

Towering cloud banks, white castles framed in blue, flock of SNOW GEESE sail through peaceful skies.

The THRUMMING sounds of a powerful liquid-cooled aircraft engine.

A YAK FIGHTER PLANE, RED STARS on the fuselage and tail, mottled green and black camouflage. A WHITE LILY decorates the cockpit, white number 23 on the fuselage.

The beautiful, sinister-looking fighter, flies past a cloud bank, a hunter seeking prey, German fighters.

INT. LILYA'S YAK, COCKPIT - SAME (AERIAL)

Indistinct Russian radio chatter in the b.g.

The PILOT, Lieutenant LILYA LITVYAK, 20s, striking blonde, helmet and goggles, flight suit, funny, fierce warrior, killer instinct, with a heart of a lioness.

Her eyes sweep the Instrument panel, gun sight, maze of dials, gauges, switches. Clipped to the left dash, a picture of YELLOW ROSES, a knot of PRAIRIE FLOWERS clipped on the right.

Lilya's left hand on the throttle, right hand on the stick, eyes roam the skies.

She yanks the stick to the left, kicks hard right rudder. The WORLD ROLLS VIOLENTLY, HANGS SUSPENDED, LEFT, no enemy.

She repeats the process to the right, no enemy.

She test fires her plane's guns, a 20MM cannon, two heavy machine gun in the nose of her fighter -- staccato ROAR -- bright GREEN TRACERS converge in a cone 250 yards ahead.

LILYA/WHITE 23  
Twenty-three, sector four.

A RUSSIAN CONTROLLER, 20s, replies.

RUSSIAN CONTROLLER (O.S.)  
Twenty-three, Ilyushas are up.

Lilya scans the skies for enemy planes -- rocks her wings -- back and forth -- checks airspace for enemy.

EXT./INT. RUSSIA, GERMAN RADIO VAN - MOMENTS LATER

A camouflaged German RADIO VAN near a copse of trees.

Inside, several Luftwaffe radio operators, 20s, listen to Russian chatter.

A RADIO OPERATOR waves his hand to a Luftwaffe MAJOR, 30s.

GERMAN RADIO OPERATOR  
Herr Mayor, Ivans, white twenty-three.

The Major ambles to the radio operator, sits.

RUSSIAN CONTROLLER (O.S.)  
Twenty-three, Germans reported in your sector.

LILYA/WHITE 23 (O.S.)  
I'm watching for them.

GERMAN MAJOR  
Inform YELLOW FIVE.

YELLOW 5, Luftwaffe Colonel HASSO RICHTER, late 20s, arrogant, superb pilot, 48 kills.

GERMAN RADIO OPERATOR  
Yellow Five, Dora calling, she's up, get her.

YELLOW FIVE (O.S.)  
Dora, this time she's dead.

GERMAN RADIO OPERATOR # 1  
They say she shot down 20 planes.

GERMAN MAJOR

Our men fear her. It's barbarous for  
the Ivans to commit women to combat.

GERMAN RADIO OPERATOR

She flamed Oberst Lohse, he had thirty  
kills... I listened to him die.

GERMAN MAJOR

Women are not suited for combat.

GERMAN RADIO OPERATOR # 1

Perhaps, Herr Mayor, but these have  
shot down many of our pilots.

Suddenly, the radio crackles with an urgent voice.

YELLOW FIVE (O.S.)

(to the operator)

Dora, we're in position.

(to German pilots)

Ignore the flying tanks, GET WHITE  
TWENTY-THREE.

EXT. RUSSIAN SKIES - SAME (AERIAL)

The deadly shapes of eight German ME-109 FIGHTER PLANES,  
yellow noses, fly in two elements of four, one behind the  
other.

The trailing element flies about 100 feet above the leader,  
Richter, YELLOW 5, ME-109G (Gustav Model), yellow number five  
on its fuselage, forty yellow HASH MARK kills on its rudder.

Suddenly, YELLOW 4, Richter's wingman, Captain GUNTER KRUGER,  
20s, good-looking, about 50 feet behind, spots the flight of  
Russian Ilyushin STURMOVIK fighter-bombers (Iron Gustavs).

The Russian planes, about 1,000 feet below, on the left.

KRUGER/YELLOW FOUR (O.S.)

Yellow Five, Iron Gustavs left, below.

STURMOVIK FIGHTER-BOMBERS

Flying battleships, two bombs, four 85MM rockets, 20MM  
cannons, machine guns, rear gunner, green and black  
camouflage, fly in echelon.

ME-109s

RICHTER/YELLOW FIVE (O.S.)

Watch for her... She'll be close.

INT. KRUGER'S ME-109, COCKPIT - SAME (AERIAL)

Kruger spots LILYA'S PLANE, alone, about 500 feet below left, weaves over the Sturmoviks.

Kruger grabs the microphone, shouts urgently.

KRUGER/YELLOW FOUR  
I GOT HER, 200 METERS, BELOW, LEFT.

Kruger adjusts his GUN SIGHT, increases brightness.

EXT. RUSSIAN SKIES - SAME (AERIAL)

Richter, rocks his wings.

RICHTER/YELLOW FIVE (O.S.)  
Watch her, the Yak turns tighter. If  
she gets on you, you're dead.

The ME-109s dive on top of the Yak.

Lilya's YAK flies past a bank of puffy summer clouds.

EXT. RUSSIA, CITY OF OREL - MOMENTS LATER

RUINS everywhere.

On the outskirts, in troop trenches, Russian and German infantry fight for the city.

Machine-guns stutter, rifles crack, artillery thuds.

A platoon of Russian troops, battle gear, burp guns, rifles, crawl toward German lines, 200 yards away.

Suddenly, a SNARLING ROAR, Russian troops look-up.

Four STURMOVIK FIGHTER-BOMBERS zoom 100 feet above the ground, wing GUNS blaze, bombs drop, climb, wheel around.

GERMAN TROOPS

Rockets SLAM into the Germans -- bright EXPLOSIONS -- German troops vaporize -- motorcycle WHIRLS through the air.

RUSSIAN TROOPS

A blast from a whistle -- troops rise-up -- charge German lines -- shoot and hurl grenades -- German troops BOLT.

## GERMAN DEFENSES

Russian troops close on dazed German soldiers as they try to run away -- Russians mow them down with burp guns, rifles.

The Sturmoviks fly away.

Silence except for the MOANS of wounded, CRACKLE of flames.

German, Russian soldiers lie sprawled in death.

## INT. LILYA'S YAK, COCKPIT - MOMENTS LATER (AERIAL)

Engine drones.

Lilya swivels her head, checks for enemy, flies about 1000 feet above the retreating Sturmoviks.

Suddenly, a FLASH of light to her right.

She puts up a hand to ward off the sun's glare, turns her head, spots SPECKS in the sky HURTLING DOWN.

The specks grow larger, look like winged sharks, evolve into eight German ME-109s coming for her.

She spots Richter's ME-109, yellow nose, head-on, LOOMS LARGE, three more yellow noses behind Richter in loose formation.

Lilya banks hard right into the Germans, applies full power, engine ROARS.

Richter's ME 109 fires -- red tracers arc out -- whip past, miss her.

She catches the next German in her gun sight, mashes the trigger on the stick -- GREEN TRACERS zip out.

Suddenly, FLASHES erupt over the ME-109 -- FLAMES and SMOKES heavily -- enemy pilot BAILS OUT -- parachute opens.

Two ME-109s dive on her from behind -- shoot -- red tracers arc over Lilya's Yak -- miss.

The four ME 109 in front of her reef their fighters around, tight turn, get on her tail, as she zooms past them.

Lilya spots them, reefs her YAK in a tight left bank, GRUNTS with strain, levels out, nothing, the Germans are gone.

## EXT. RUSSIAN SKIES - SAME (AERIAL)

The German fighters fly into a bank of clouds.

LILYA'S YAK flies past the cloud bank, half rolls left then right, levels, no enemy.

INT. LILYA'S YAK, COCKPIT - SAME (AERIAL)

Lilya yells into the radio mike.

LILYA  
TWENTY-THREE, EIGHT FOKKERS... I GOT  
ONE, NEED HELP.

A HISS of static, no answer.

Lilya's head swivels around, searches the sky, notices the cloud bank to her right.

Six ME-109s slither out of the clouds, close on her plane.

She REEFS her YAK into tight right turn, applies full power -- engine ROARS -- charges into the Germans head-on.

A ME-109 looms LARGE in her cockpit, 200 yards away.

She sees the pilot's helmeted HEAD, then the 109's 20MM cannon in the nose spinner FLAMES.

Red tracers arc over -- miss her.

She fires -- green tracers zip out -- FLASHES -- puff of smoke -- 109 roars past -- German pilot GAPES at her.

The next German closes on her -- fires -- red tracers -- enemy pilot roars past, banks hard left.

Lilya initiates a snap roll. THE WORLD WHIRLS OVER UPSIDE DOWN.

On the top of her roll, upside down, Lilya sees him go by.

THE WORLD PITCHES DOWN. Lilya reverses direction, dives after the 109, closes, shoots -- green tracers zip out -- FLASHES-- ME-109 EXPLODES -- fireball.

Suddenly, red tracers streak over her right wing, she glances back, sees the 109 close, shooting at her.

Lilya pulls power, dumps flaps and wheels, SLOWS DOWN.

The 109 shoots past her.

She levels out, retracts flaps and wheels, rams full power, dives at the 109, about 100 yards in front of her -- shoots -- green tracers zip out -- FLASHES -- BOOM -- ME-109 explodes -- pieces scatter over the sky.

Suddenly, bright FLASHES, LOUD bangs, her YAK lurches, shell HOLES gape on her left wing.

THE WORLD ROLLS VIOLENTLY, HARD LEFT.

Desperate, she racks the YAK around in a tight left turn.

She curves around -- centers a 109 in her gun sight -- opens fire -- FLASHES erupt over the 109.

The 109, badly damaged, rolls over on its back -- dives away -- SMOKES heavily.

Lilya grabs the microphone, yells, voice quavers.

LILYA  
TWENTY-THREE, HELP ME. GOT TWO --  
CAN'T KEEP UP.

KAHBAM, her YAK hit again, shudders, THE WORLD TURNS UPSIDE DOWN. She rolls over on her back.

The sounds of her breath, wheezes, gasps.

EXT. RUSSIAN SKIES - SAME (AERIAL)

Lilya's YAK dives on five remaining Germans -- UPSIDE DOWN -- shoots short burst -- green tracers zip out, hits FLASH over a 109 -- smokes, falls away.

LILYA'S YAK

The nose FLAMES -- a burst -- silence, out of ammo, Lilya plunges past the ME-109s, upside down, a falling stone.

INT. LILYA'S YAK, COCKPIT - SAME (AERIAL)

THE WORLD ROLLS RIGHT SIDE UP as Lilya rolls level, in a steep dive, ground rushes-up.

She keys the mike.

LILYA/WHITE 23

WHITE TWENTY-THREE, I NEED HELP.

Suddenly, the radio crackles, a female Russian pilot answers.

RUSSIAN FIGHTER PILOT (O.S.)  
Twenty-three, where are you?

Lilya looks out the cockpit, spots the RIVER below, picks-up the mike.

BOOM -- instrument panel blows apart -- YAK lurches.

A BRIGHT flash as 20MM cannon shell EXPLODES by her head -- BLOOD sprays -- covers the Perspex.

The mike falls from her hand -- she slumps over -- struggles upright -- grabs the stick -- pulls back -- slumps over.

FADE TO BLACK

The sounds of indistinct radio chatter, German and Russian.

CUT TO:

EXT. RUSSIA, SOVIET AIRBASE - LATER

A couple of holey tents, some maintenance vans, a 37 MM flak battery, guard outposts, all manned by YOUNG WOMEN.

The flight of Sturmoviks Lilya was guarding taxi-up to a big tent, shut down.

The PILOTS and GUNNERS, females, 20s, jump down, talk to female mechanics and armorers, 20s, grimy overalls.

The female FLIGHT LIEUTENANT, the commander, inquiries.

FEMALE COMMANDER

Where is twenty-three?

FEMALE PILOT

Don't know, Lieutenant.

Glum looks, heads shake.

The lady pilots, tired, upset, heft parachutes, trudge away to their quarters, FOXHOLES dug in the ground.

The fitters rearm and refuel the Sturmoviks.

EXT. RUSSIA, LUFTWAFFE BASE - MOMENTS LATER

Open field, couple of control vans, neat wood barracks, bomb dumps, couple of WRECKED airplanes in the b.g.

Richter's ME-109s, one throwing gouts of SMOKE, taxi to a control van, shut down.

Three are missing, three are heavily damaged, UGLY HOLES blasted in fuselages, wings.

The German pilots stiffly jump down, shrug out of parachutes.

Two pilots lie on the ground by their planes, look-up at the sky, glad to be alive.

SS MAJOR JURGEN TAUBE, 30s, glasses, Nazi prick, strides to Richter, smoking a cigar, throws a stiff Nazi salute.

Kruger ignores him, a couple of pilots gather around.

MAJOR TAUBE  
Your action report?

Richter removes the cigar, dumps ash on the Major's boots, GLARES at him.

RICHTER  
She's dead.

MAJOR TAUBE  
Why the long faces? You should be glad you killed her.

KRUGER  
She was a pilot, like us.

MAJOR TAUBE  
You regret killing a filthy Communist?

RICHTER  
She fought for her country, as we do.

KRUGER  
She was better than you, you asshole.

MAJOR TAUBE  
She was nothing like us.

Kruger glances at Richter, Richter nods. Kruger SMASHES his fist into Taube's face, knocks him down.

Taube staggers up, puts his hand on his HOLSTER.

Richter and his pilots move in, give Taube a look. Richter and Kruger SPIT at his feet, stride off.

Taube, incredulous, rubs his jaw.

By a radio van, Luftwaffe MAJOR, late 20s, and a Luftwaffe COLONEL, 30s, observe the incident.

LUFTWAFFE COLONEL  
Did you see that?

LUFTWAFFE MAJOR  
The Russian lady badly affected the morale of our men, too bad about her.

LUFTWAFFE COLONEL  
You are sorry?

LUFTWAFFE MAJOR  
She was the enemy... still, she was a  
superb pilot.

The Major takes out, glances at newspaper PICTURES of Lilya:  
pilot's flight suit, uniform, medals adorning her tunic.

LUFTWAFFE COLONEL  
It's bestial for the Ivans to use  
women against us.

LUFTWAFFE MAJOR  
Perhaps, but these women are excellent  
fighters... We must respect that.

The Major replaces the pictures and clippings into a notebook,  
slips it into a tunic pocket.

The Colonel walks off.

SUPER: MOSCOW, RUSSIA - 1937

EXT. MOSCOW - DAY

Moscow basks under a dazzling sun.

EXT. RUSSIA, AIRPORT - DAY

Lilya, 16, taxis a BIPLANE to a hangar, shuts down, grins at  
her INSTRUCTOR, 30s, in the front seat.

He smiles back, then helps her down from the cockpit.

A group of young men and women, flying gear, applaud.

She shakes hands with the well-wishers.

Her instructor hands her an instructor's license, a fancy  
CERTIFICATE and a framed DIPLOMA.

INT. LILYA'S APARTMENT - EVENING

Plain furnishings, music on the radio.

Lilya and her father, VLADIMIR, 40s, a railway official, sit  
on the sofa, listen to a concert.

MIKI, Lilya's pet SPANIEL, lies at their feet.

VLADIMIR

You could be a concert pianist, Lilya.

Lilya looks at her father, faint smile on her face.

LILYA

Oh papa, I love music, but flying too.

Her brother YURI, 13, nice-looking, and her mother, ANNA, 40s, enter.

Lilya dashes over, hugs her mother and Yuri, smiles.

LILYA

Mama, I passed my flying instructor's exam. I can teach flying.

Yuri teases her, makes a buzzing sound, extends his arms-like wings, zooms around her, smiles.

YURI

They shouldn't let you in an airplane.

LILYA

Oh, you.

She makes a face, pops him on the nose with a finger flick.

YURI

OWWWWW.

ANNA

Come on you two, dinner.

LILYA

Come Miki.

Miki races over, Lilya scoops him up, nuzzles him.

ANNA

Dinner's ready.

TABLE

Anna serves Borscht, daubs cream on top.

Vladimir opens a bottle of wine, pours each a glass, serves vegetable salad on side plates: cold sliced potatoes, peas, peppers, cucumbers, olives.

VLADIMIR

(to Lilya)

You should study to be an engineer.

ANNA

You can build airplanes for Russia.  
We need them, our country is so big.

YURI

Did you hear about MARINA RASKOVA?

LILYA

She's an inspiring person.

VLADIMIR

She is to fly across Russia.

LILYA

Over six thousand kilometers, papa.

ANNA

She's the first woman to get a pilot's  
license in Russia.

LILYA

She attended Zhukovski Aviation  
Academy. I want to go there.

VLADIMIR

Yes, but you should consider the  
university, first.

LILYA

But, I want to fly, it's in my blood,  
like music, papa.

VLADIMIR

And there's no stopping you, is there?

Mother and father exchange looks, laugh.

ANNA

Have you heard, people disappear?

Vladimir looks lovingly at his family.

VLADIMIR

These are dangerous times, watch what  
you say... and to whom.

ANNA

Why is this happening?

VLADIMIR

The Chekists say foreign spies aim to  
crush our country.

YURI

We are to report anyone suspicious.

LILYA

Let's talk about something pleasant,  
remember our picnics by the lakes?

ANNA

Those were good times. Remember this  
one, acting like an airplane?

She points at Lilya, smiles around the table.

Yuri gets up, makes airplane sounds, spreads his arms, zooms  
in on Lilya.

VLADIMIR

The first time Lilya saw one, she was  
like a bird, buzzing around in the  
sunflowers.

EXT. RUSSIA, SUNFLOWER FIELDS - DAY (FLASHBACK)

Anna sits on a quilt, doles out cold cuts, Vladimir plays  
chess with Yuri, seven.

Lilya, 10, short dress, a mop of blonde curls, horses around  
with Miki, a little puppy.

The sounds of an airplane ENGINE.

Lilya points at a little BIPLANE coming toward them, waves.

The little plane flies over, rocks its wings, flies off.

Lilya runs into the field, spreads her arms, flits about,  
mimicking the plane's engine.

LILYA

HMMMMMMMM... HMMMMMMMM.

Miki chases after her, Anna and Vladimir laugh.

ANNA

Come Lilya, have some lunch.

INT. LILYA'S APARTMENT - EVENING (PRESENT DAY)

In the living room, the family listens to the radio.

RADIO ANNOUNCER (V.O.)

It has been announced that Marshal  
Timoshenko has been arrested as a spy.

VLADIMIR

I have to be at the station, early.

Vladimir turns off the radio, kisses his family, leaves.

INT./EXT. RUSSIA - DAY

A SERIES OF SHOTS

1. HIGH SCHOOL. Lilya, uniform, watches the female teacher, scribble math figures on the blackboard. She takes notes.
2. AVIATION SCHOOL. A male instructor shows how to do maneuvers with a model plane on a stick. Lilya takes notes.
3. MOSCOW, STREET. Lilya engages some boys in a bicycle race down a street. Miki chases after them.
4. MOSCOW, APARTMENT. Lilya sits at the kitchen table, does homework, looks dreamily out the window.
5. BIPLANE TRAINER. Lilya, backseat, teaches a student, male, 30s. She takes the controls, rolls the airplane.
6. HIGH SCHOOL. A newspaper lies across Lilya's desk. Headlines scream: "SCORES OF TRAITORS EXECUTED AS SPIES."

EXT./INT. MOSCOW, LILYA'S APARTMENT - AFTERNOON

A BLACK MARIA parks in front of Lilya's apartment building. Two plainclothes policemen, grim faces, get out, enter.

APARTMENT, HALLWAY

Anna, scared, by the door, Vladimir appears in the doorway, the men grab him, haul him away.

BLACK MARIA

The policemen shove him in, drive off, passersby scurry away.

EXT. MOSCOW, TRAM STATION BY APARTMENT BUILDING - LATER

Lilya gets off the tram, waves at friends.

INT. LILYA'S APARTMENT - SAME

Lilya, all smiles, enters.

LILYA

Mama, I got a job teaching flying.

She runs into the living room, spots her mother on the DIVAN, face in her hands, SOBS.

ANNA

Oh Lilya, they took papa away.

LILYA

But why mama?

A heart-wrenching look from the Anna, chokes up.

ANNA

They arrested papa, as a traitor.

Lilya, shocked, slumps down on the divan, stares at the floor, wraps her arms around Anna, consoles her.

SUPER: FOUR YEARS LATER, JUNE - 1941.

EXT. RUSSIAN SKIES - MORNING

A summer day, blue skies, puffy clouds, peace.

Suddenly, the THUNDER of massed aircraft engines, HE-111 bombers and ME-109 fighters.

EXT. RUSSIA, VILLAGE - MOMENTS LATER

VILLAGERS point at the planes zooming over, smile, think the planes are Russian.

Suddenly, six ME-109s ROAR low, stupefied villagers exchange horrified looks.

The ME 109s open FIRE -- villagers bolt -- throw themselves down -- some freeze upright.

By the army barracks, Russian TROOPS dash outside, look-up.

RUSSIAN SOLDIERS

Bullets RIDDLE scores of soldiers -- screams.

VILLAGE

HE-111 bombers THUNDER over the village.

Black specks -- BOMBS -- whistle down -- explode with earthshaking booms.

BARRACKS

Huge EXPLOSION -- debris, bodies, rifles, helmets CARTWHEEL through the air.

## VILLAGE STREET

PANDEMONIUM -- explosions -- yapping dogs.

Dozens of frantic people run down the street into BOMB BLASTS, a mortally wounded HORSE drags itself away on two front legs.

Fires rage, white and black smoke boils-up into the sky.

Survivors walk around, DAZED, an OLD WOMAN kneels in the dirt, makes the sign of the cross, prays.

## EXT. RUSSIA, ROAD - DAY

REFUGEES, dejected, fearful, some push carts with piled-up belongings, a few, almost naked, scurry away.

Suddenly, two ME-109s zoom over -- guns stutter-- strafe the refugees -- roar off.

A woman in a hay cart, lies dead, slumped over the side.

A LITTLE GIRL, 5, short dress, sits in the road, hugs a DOLL, amongst dead men and women

An BABUSHKA wades through the carnage, pulls down the dresses hiked up over the exposed thighs of dead women.

## INT. HE-111 BOMBER, COCKPIT - DAY (AERIAL)

THRUMMING engines.

The PILOTS, 20s, stare out cockpit windows, see flashes from bursting bombs, SHEETS of flame billow from the Russian town.

## EXT. RUSSIA, SOVIET AIRBASE - SAME

Russian planes in neat rows, airmen lounge in chairs, smoke, read, look-up.

GERMAN HE-111s open BOMB BAYS -- salvo bombs -- shrill whistle -- bombs detonate among parked Russian planes.

CHAOS -- Hangers blow up -- fuel trucks EXPLODE -- a row of barracks vaporizes

Russian troops fire back with rifles and pistols.

## RUNWAY

Two Russian Polikarpov I-16 RATA fighters lift into the air.

Two ME-109s on their tails open fire.

One Rata hits the ground -- FIREBALL, the other flames.

One of the Russian pilots bails out -- parachute blossoms -- pilot drifts down, tugs on shroud lines, tries to avoid the ME-109 closing on him.

A burst from the 109 kills him in mid-air.

Suddenly, it's over, dead bodies lying everywhere, burning vehicles, airplanes, smoke BILLOWS into the sky.

INT. LILYA'S APARTMENT, KITCHEN - NIGHT

Candles on the table flicker.

Lilya, Yuri, Anna sit around the table, listen to the RADIO.

RADIO ANNOUNCER (V.O.)  
At the Smolensk front our glorious  
soldiers fight the Nazi hordes...

An AIR RAID siren warbles, Anna turns the radio off, Yuri blows out the candle.

FLASHES illuminate the kitchen, then loud BOOMS shake the apartment, rattle windows.

EXT. RUSSIA, VILLAGE - SAME

A German Panzer III TANK COLUMN close on a Russian village.

ROADBLOCK

A PLATOON of Russian soldiers man a Maxim machine gun behind overturned wagons and vehicles strewn across the road.

The German tanks stop, open fire with cannons and machine guns.

Shells SLAM into the roadblock -- EXPLOSIONS -- Russian machine gun TUMBLES end over end through the air.

Two soldiers panic -- throw down helmets -- run away -- machine-gunned in the back -- CRUMPLE -- sprawl dead.

Ten Russian soldiers charge the Germans -- get MOWN DOWN.

German tanks CRUSH the Russian soldiers, obstacles, waddle forward.

Suddenly, two Russian soldiers, clutch SATCHELS, race to the tanks -- pull cords -- throw themselves under the tanks.

Two huge EXPLOSIONS -- tanks lurch across the road -- smoke and burn.

The rest of the tanks shoot at houses, machine-gun dozens of VILLAGERS as they run to a

DITCH

An ARMORED CAR with two MG 34 machine guns races up, opens fire on the crouching villagers.

Two GERMAN OFFICERS draw pistols, calmly shoot wounded in the head, one after another.

The armored column motors away.

NEARBY FIELD

A Russian SOLDIER, 18, bloody, crouches, watches the village burn, SCREAMS, shakes his fist at the retreating Germans.

YOUNG RUSSIAN SOLDIER

We'll make you pay.

EXT. MOSCOW, RUSSIAN SKIES - DAWN

Four Soviet IL-16 "RATA" fighters encounter four German JU-88 bombers -- swoop down -- open fire -- FLAME two.

The bombers fall away -- trail SMOKE and flames -- fly past the Kremlin's domes -- crash -- BLOW UP.

Suddenly, four German ME-109s attack the Ratas.

Machine-guns STUTTER -- airplane engines snarl -- Ratas FLAME -- plunge out of the sky -- hit the ground -- BLOW-UP.

German and Russian aircrew float down in parachutes.

EXT. RUSSIA, MOSCOW - SAME

German bombers drone overhead, drop sticks of BOMBS.

PANIC: people run -- hide under cars -- buildings EXPLODE -- blaze -- Smoke, palls of dust, drift about.

TROLLEY

Lilya and Anna crouch behind an overturned trolley, hold hands, watch the German planes fly away.

Lilya glances at her fearful mother.

LILYA  
I'm going to join the Air Force.

ANNA  
No. If I loose you after your father,  
I could not stand it.

Sirens WAIL.

Firefighters and police arrive, evacuate damaged buildings,  
help wounded.

LILYA  
I going to, mama.

Lilya helps her mother stand, walk toward their undamaged  
apartment building.

INT. SOIVET AVIATION MINISTRY OFFICE - DAY

Drab.

GRIGORY PECHENKO, 30s, glasses, and ANTON ROSTOVSKY, 30s, sit  
across each other at a desk.

Rostovsky sips tea, Pechenko puts down a report.

ROSTOVSKY  
I ordered the aviation factories  
evacuated.

PECHENKO  
To where? We need workers to  
dismantle the factories.

ROSTOVSKY  
To beyond Ural Mountains.

PECHENKO  
Who will dismantle them?

ROSTOVKSY  
The workers who built the Moscow Metro  
were mostly women, comrade, they can.

PECHENKO  
Then order it in my name. Have you  
seen Yakolev's new fighter design?

ROSTOVSKY  
It's excellent and in production.

PECHENKO

We do not have aluminium to make them all metal.

ROSTOVSKY

Then we use what we have plenty of.

PECHENKO

What do you mean?

ROSTOVSKY

We have many forests... make them out of wood.

PECHENKO

We need pilots... thousands of them. Casualties have been very heavy.

ROSTOVSKY

Recruit from the flying clubs.

PECHENKO

Major Marina Raskova bombards us with requests to help.

ROSTOVSKY

How is that, Grigory?

PECHENKO

She is to see Comrade Stalin... she knows Alexander Yakolev.

ROSTOVSKY

What about women pilots?

PECHENKO

The military would not like that, nor would our men, Anton.

ROSTOVSKY

The Germans are nineteen miles from Moscow. We need pilots, now.

PECHENKO

Our hopes then rest with Major Raskova and our women joining our ranks.

INT. THE KREMLIN, STALIN'S OFFICE - EVENING

Well furnished, lights blaze.

JOSEF STALIN, late 40s, small, ruthless, stands, gazes at Pechenko and Major Marina Raskova, late 20s, attractive, charismatic.

Raskova pleads her case of enlisting women as pilots, navigators, aerial gunners, mechanics, and fitters.

Stalin glances at a clock on the wall, lights a long filtered cigarette, paces.

PREMIER STALIN

Begin.

MAJOR RASKOVA

Comrade Stalin, we have thousands of women pilots in aviation clubs. I estimate we can form three air regiments in six months.

PREMIER STALIN

And in a year?

MAJOR RASKOVA

They'll be in combat.

PREMIER STALIN

Tell me, why should we give women our precious weapons?

MAJOR RASKOVA

They can fight as well as men.

PREMIER STALIN

Our military think women are herring with small brains.

Stalin snickers.

PECHENKO

Comrade Stalin, Major Raskova is a tribute to women's capabilities.

PREMIER STALIN

But tell me, Pechenko, does she and the women have balls?

He cups his hands suggestively.

PREMIER STALIN (CONT'D)

Women like comforts, pretty things, war is a dirty business.

PECHENKO

The Major parachuted out of her plane to save her companions, at night.

Stalin raises his eyebrows, considers this.

PREMIER STALIN  
What have you in mind ?

MAJOR RASKOVA  
Regiments of night bombers, dive  
bombers, and fighters.

Stalin flicks ash off his cigarette, strides to his desk,  
crushes it out.

PREMIER STALIN  
Very well, form the regiments.

EXT. MOSCOW, TRAIN STATION - MORNING

Throngs of civilians hug, kiss soldiers leaving for the front.

By a train, festooned with banners and slogans, Anna hugs and  
kisses Lilya.

The train blows its whistle, soldiers board.

LILYA  
Where's Yuri, mama?

ANNA  
I sent him to the country.

LILYA  
Keep him safe, mama.

ANNA  
Let nothing happen to you.

LILYA  
I will, mama... I love you.

She slips a beautiful diamond and sapphire RING into Lilya's  
hand, closes her fingers around it.

The women look deeply into each other's eyes.

TRAIN COMPARTMENT WINDOW

Lilya's face stares out from a compartment window, waves.

The train chuffs off, Anna gazes after it, a Red Army soldier  
gently leads her away.

INT. RUSSIAN UNIVERSITY - DAY

The auditorium, full of young women.

A Soviet Air Force GENERAL, 50s, escorts Major Raskova to the podium.

SOVIET AIR FORCE GENERAL  
You may know of Major Raskova, a Hero  
of the Soviet Union... Major, please.

MAJOR RASKOVA  
Our program is approved. This will be  
hard. Air combat is dangerous, but I  
know you can do it, must do it.

RUSSIAN AIR FORCE GENERAL  
We have new fighters, the YAK and  
Lavochkin models... the best planes.

MAJOR RASKOVA  
Help our men fight, they need us.

A couple of women stand. Then more. Soon, the entire  
auditorium stands.

INT. RUSSIAN RECRUITING OFFICE - DAY

Military RECRUITERS, men, 30s, behind desks.

A RECRUITER examines Lilya's application.

AIR FORCE RECRUITER  
You do not have military experience.

LILYA  
I can teach flying as I learn.

She taps her instructor's certificate.

AIR FORCE RECRUITER  
You have to prove yourself, being  
pretty is not enough, comrade.

LILYA  
Do I have to be homely to fly for my  
country?

NEXT LINE OVER

A female pilot candidate, 20, is rejected.

AIR FORCE RECRUITER # 2  
Your flying is not good enough.

PILOT CANDIDATE  
But I can improve.

AIR FORCE RECRUITER # 2  
 You will be dead before then. Your  
 shooting skills are excellent, we need  
 gunners, too.

NEXT LINE

AIR FORCE RECRUITER # 3  
 You, navigator, next candidate.

NEXT LINE

AIR FORCE RECRUITER # 4  
 You, aerial gunner, next.

SUPER: NEAR ENGELS, RUSSIA - 1942

INT. SOVIET AIR FORCE DISPENSARY - DAY

Female RECRUITS, underwear, stand in line, nurses jab  
 hypodermics into their arms.

INT. SOVIET AIR FORCE SUPPLY ROOM - SAME

Long counters piled high with flight equipment, helmets,  
 goggles, parachutes, oxygen masks, flight suits.

The women, most with long hair, try on too big flight suits,  
 recruits, SOPHIE, 20s, and NALYA, 20s, complain.

SOPHIE  
 They're so ugly, they hide our forms.

NAYLA  
 I'm resewing mine. I'm not looking  
 like a baggy bear.

KATYA BUDANOVA, 20s, pretty, brunette, determined, excellent  
 flyer, competitive, grouses to Sophie as Nayla look on.

KATYA  
 They take away our cosmetics and  
 frills... we can't have visitors.

SOPHIE  
 Did you hear about Vera? She was  
 assaulted by her teacher.

KATYA  
 What did the officers do?

NAYLA  
 Nothing, it was her fault.

KATYA

Of course, it's always our fault.

SOPHIE

Do you think you can kill a man?

KATYA

Yes, if he is shooting at me.

SOPHIE

What if he isn't?

KATYA

If he is an enemy of Russia, yes.

Katya pads toward the FEMALE CAPTAIN, 30s, eyeing her.

FEMALE CAPTAIN

Next room, they will cut your hair.

Suddenly, a woman, short haircut, runs-up, fighting tears of RAGE, holds STRANDS of long hair for everyone to see.

EXT. SOVIET AIRBASE - DAY

Female pilots, flight gear, huddle by PO2 BIPLANE trainers.

Lilya shows Katya around the airplane, points out controls; rudder, elevators, engine.

A SERIES OF SHOTS

1. PO2 BIPLANE (AERIAL). Katya, in the front seat, Lilya, in the back seat, demonstrates a roll.

2. GUNNERY RANGE. Male instructors show women how to shoot rifles, pistols, machine guns.

3. CLASSROOM #1. Two male instructors, teach women how to navigate; compass work, read charts, plot courses.

4. CLASSROOM #2. A male instructor explains air combat maneuvers with model planes; rolls, wing-overs.

5. PO2 BIPLANE (AERIAL). Lilya, in the backseat, speaks into a voice tube. Katya up front, loops the plane.

INT. SOVIET AIR FORCE CLASSROOM - DAY

An INSTRUCTOR, male, late 20s, combat veteran, lectures.

INSTRUCTOR PILOT  
Your best tactics are coming out of  
the sun, ambushes, and tight turns.

SOPHIE  
Can't we dive?

INSTRUCTOR PILOT  
Dive yourself into an early grave.  
The German planes dive faster.

NAYLA  
Then how do we cope with them?

INSTRUCTOR PILOT  
Hit and run. You fire, turn, climb.

NAYLA  
We do not maneuver with them?

INSTRUCTOR PILOT  
NOT UNTIL YOU HAVE EXPERIENCE.

SOPHIE  
What about our planes?

INSTRUCTOR PILOT  
We have new fighters coming. They are  
good... in turns and climbs.

SOPHIE  
And the German planes?

INSTRUCTOR PILOT  
They are faster, dive quicker. Never  
dive away from the Germans.

INT. / EXT. SOVIET AIR FORCE BASE - DAY

Inside a BARRACKS, rows of cots, banners, flags on the wall,  
Dozens of women exchange uniforms, cut open flight suits,  
uniforms, resew them, parade around like models.

On the FLIGHT LINE, Katya and Lila check out two male student  
pilots, strapped into their seats.

EXT. RUSSIAN SKIES - SAME (AERIAL)

KATYA'S P02

Katya demonstrates a barrel roll, THE WORLD WHIRLS AROUND.  
The male student tries it, stalls, spins the airplane, THE

WORLD SPINS AROUND OUT OF CONTROL.

Katya shakes the stick, the student lets go, she recovers.

LILYA'S P02

Lilya's student demonstrates a wing-over to her, THE WORLD PITCHES UP, AROUND AND DOWN.

The student turns and grins, Lilya grins back.

EXT. SOVIET AIRFORCE BASE - LATER

On the flight line, Lilya and Katya taxi-up, shut down engines, hop out with their student pilots, shake hands.

The men amble off, Katya and Lilya shuffle off, parachutes bump their behinds.

Katya jerks her head at her trainer.

KATYA

I want to fly fighters, not these matchboxes.

LILYA

I got letters from my students at the front.

KATYA

What do they say?

LILYA

My lessons saved them.

KATYA

That's nice to hear, for once.

The BASE COMMANDER, a male Major, 30s, flight suit, walks to Lilya's trainer, gets in, yells.

BASE COMMANDER

Litvyak shoot me down, and you go to the front.

He laughs, motions for Katya to swing the propeller, the engine catches, fires.

Katya waves for Lilya to take her plane.

Lilya hops in, puts on her helmet, nods, Katya swings the prop, engine catches, barks, settles down.

EXT. RUSSIAN SKIES - SAME (AERIAL)

The two P02 biplanes fly side by side.

The commander waves at Lilya -- peels off -- racks his plane around -- tries to get on her tail, bores in on Lilya's plane, she snaps upside down -- dives -- reverses direction.

INT. COMMANDER'S P02, COCKPIT - SAME (AERIAL)

The commander swivels his head to the left -- nothing -- right -- nothing -- looks at nearby clouds -- nothing, checks his tail-- THERE SHE IS -- closing on him.

LILYA (O.S.)  
TA-TA-TA-TA-TA... YOU ARE DEAD.

Lilya eases her plane up on his wing, waves at him, smiles.

The commander, shakes his head, grabs the microphone.

BASE COMMANDER  
You can fly Litvyak... I will post  
you to combat.

EXT. SOVIET AIRFORCE BASE - MOMENTS LATER

The commander lands.

Over the Flight Line, Lilya flies low -- SNAP ROLLS -- peels off -- lands.

FLIGHT LINE

Lilya taxis-up, shuts down, removes helmet, shakes out her hair, hops down, cocky, saunters to Katya, all smiles.

A couple of female student pilots come over, hug Lilya, kiss her affectionately, one pilot, SOPHIE 18, sniggers.

SOPHIE  
You showed him, comrade instructor.

KATYA  
I hope he does not take it badly.

Suddenly, two new Russian radial engine FIGHTERS, LA 5s, fast, powerful, highly maneuverable, SCREAM over the flight line, arc up -- snap roll -- climb -- level out -- dive over the flight line -- engines HOWL, like banshees.

Male and female student pilots, excited, pour out of classrooms, dash to watch the LA-5s put on a dazzling

acrobatic display, then land.

The LA-5s taxi-up, shut down, the pilots, MALES, 20s, jump out and smile at the women.

They're mobbed, the eager students talk with the pilots.

Four YAK fighters, oil-stained, dirty, patched up, war-weary, fly over the flight line, peel off, land, taxi-up, shut down.

The female PILOTS jump out of the YAKS, gather their parachutes, walk away.

Nayla gestures at the LA-5s.

NAYLA

How do they fly?

MALE RUSSIAN PILOT # 1

They are as good as the Germans.

NAYLA

Where's mine?

A hush falls over the flight line, the LA-5 pilots look uncomfortable.

MALE RUSSIAN PILOT # 2

They are for the men only.

Sophie and Nalya, disappointed, shake their heads.

SOPHIE

And what do we get?

MALE PILOT # 1

Those are yours.

He points at the battered YAKS, the women look disgusted.

A few amble to the castoff YAKS, walk around, pat them fondly.

IRINA SMIRNOVA, 20, bouncy, pretty, good pilot, walks over, smiles, hugs Katya and Lilya.

PILOT SMIRNOVA

At least we now have fighters, not those boring sting bags.

INT. SOVIET AIRBASE BARRACKS, SHOWERS - DAY

Lilya watches the women, towels, head for the showers, sneaks to the row of FAUCETS on the wall, grabs the blue faucet knobs, turns them on.

After a moment, SCREAMS, SHOUTS, CURSES from inside.

A female MAJOR, 30s, runs up, spots Lilya, nonplussed.

Women pour out of the showers, angry, hug towels.

WOMAN MAJOR

Know anything about this Litvyak?

LILYA

No comrade Major.

WOMAN MAJOR

You are a sergeant... retain order here.

The commander scowls, stomps off.

Lilya acts up, stomps around, scowls fiercely, women laugh, smile.

They pick Lilya up, throw her into the showers. A MUFFLED YELL, Lilya pops out, looks like a DROWNED PUPPY.

The women laugh, Lilya laughs back.

SUPER: STALINGRAD - 1943

EXT. RUSSIA, STALINGRAD - DAY

RUINS.

The RUMBLE of artillery, crack of rifles rings out.

EXT. RUSSIA, SOVIET AIRBASE - MORNING

Maintenance trucks, fuel bowsers, radio van, tents.

RUNWAY

Three camouflaged green/black LA-5s rev engines, Lilya, White 93, Katya, White 14, and Irina, White 28, take off.

FLIGHT LINE

FEMALE MECHANICS work on six LA-5 fighters, FEMALE ARMORERS load ammunition in gun bays, FEMALE FITTERS refuel the planes.

FEMALE GUNNERS, helmets, man 37MM and 85MM anti-aircraft guns.

Female ground crews, grimy overalls, emerge from FOXHOLES covered with canvas tarps.

Suddenly, a fitter cranks a manually operated SIREN, WAILS.

The maintenance crews grab helmets, rifles, submachine guns.

#### SLIT TRENCHES

They pile in, anxiously look into the sky.

#### FLAK GUNS

Over the sound of droning engines, gunners load guns, traverse barrels, track inbound HE-111s and escorting ME-109 fighters.

Black SPECKS drop from the bombers.

#### FLIGHT LINE

An ear-splitting SHRIEK -- bombs impact near the flight line -- earth SHAKES.

CHAOS. Parked fighters vaporize -- vicious BLASTS -- fuel bowzers EXPLODE -- FLAMES everywhere.

A bomb hits a slit trench -- BODIES fly through the air.

The women fire rifles, machine guns, pistols at the attackers, ME-109s fifty feet up, howl in, strafe the flight line.

Bullets and cannon shells SMASH into five parked LA-5s -- riddle them -- they BLOW-UP.

#### RUNWAY

A LA-5 fighter tries to take off, ME-109 streaks down -- opens fire -- LA-5 EXPLODES.

#### FLAK GUNS

A 37MM gun FIRES on a ME-109 -- flashes -- the 109 flips over -- SMASHES into the ground -- EXPLODES.

#### EXT. RUSSIAN SKIES - SAME (AERIAL)

Lilya, White 93, Katya, White 14, and Irina, White 28, fly close formation near the base, tail German HE-111 bombers in formation, just ahead of them.

Lilya WAGS her wings -- attacking -- peels off -- slants down -- SCREAMS-IN on a HE-111 bomber.

A loud STACCATO roar -- nose guns FLAME -- green tracers zip out -- rip into the bomber -- PIECES fly-off -- bomber smokes, lurches off, badly damaged.

Lilya, Katya and Irina zoom through the German formation, shooting -- bombers scatter like a flock of geese.

Lilya's LA-5 curves in on a HE-111, the GUNNER, in the rear cockpit -- opens fire -- red tracers arc over her plane.

Green tracers from Lilya's LA-5 SMASH into the bomber -- flashes -- blow HOLES in the bomber's right wing -- engine FLAMES -- bomber slants away -- SMOKES heavily.

IRINA'S LA-5

Irina pounces on the bomber -- shoots -- flashes -- bomber flips inverted -- hits the ground -- EXPLODES.

INT. LILYA'S LA-5, COCKPIT - SAME (AERIAL)

Lilya lines up on another German bomber banking left, yanks the stick hard left, mashes the trigger on the stick.

Her nose guns YAMMER -- green tracers SLASH into the HE-111 -- flashes -- crewmen jump out -- parachutes blossom -- BOOM -- bomber EXPLODES.

Katya, just ahead, curves-in on a bomber, shoots -- nose guns flame, BLASTS the right engine -- propeller windmills -- SMOKE erupts -- flames trail back.

The bomber falls off on a wing -- ORANGE flash -- BLOWS-UP.

Katya YELLS over the radio.

KATYA/WHITE 14 (O.C.)  
FOKKERS COMING UP, LEFT.

Lilya lines up behind another bomber, shoots.

KATYA/WHITE 14 (CONT'D)(O.C.)  
NINETY-THREE, FOKKERS COMING UP.

IRINA/WHITE 28 (O.C.)  
TWENTY-EIGHT, NEED HELP.

Lilya looks out the cockpit, Irina duels with two ME-109s boxing her in.

The three planes circle, try to get on each other's tails.

Lilya yanks her stick hard over to the left and pushes forward.

EXT. RUSSIAN SKIES - SAME (AERIAL)

Irina runs from a German ME-109 on her tail, shooting at her.

Lilya's LA-5 dives, shoots at the German.

A German ME-109 dives on, shoots at Lilya.

Katya's LA-5 screams in behind, shoots at the German shooting at Lilya.

Lilya scores -- the ME-109 EXPLODES -- smoky fireball.

The ME-109 on Lilya's tail banks hard right.

Katya SNAPS after it -- shoots -- green tracers zip out -- flashes -- 109 FLAMES -- hits the ground -- big FIREBALL.

Lilya and her escorts line-up, waggle wings, fly away.

INT. LILYA'S LA-5, COCKPIT - SAME (AERIAL)

About 1000 feet over the ground, Lilya checks gauges, then swivels her head, checks airspace for danger.

She grabs the mike.

LILYA/WHITE 93  
Twenty-eight, how many?

A hiss of static, Katya replies.

KATYA/WHITE 14 (O.S.)  
I got two. You got two, two damaged.

IRINA/WHITE 28 (O.S.)  
Ninety-three, you saved me. I got one.

LILYA/WHITE 93  
Let's go home, if we still have one.

KATYA/WHITE 14 (O.S.)  
Nobody else got off.

Lilya reduces power on the engine, heads for the airbase wreathed in flames and smoke.

EXT. RUSSIA, SOVIET AIRBASE - SAME

The three LA-5s snarl over the wrecked airbase, curve around, land, taxi, shut down by an undamaged radio van.

Lilya, Katya, and Irina jump down, stare at the DEVASTATION.

30 DEAD WOMEN, including the squadron commander, lie on the ground, wrecked airplanes and vehicles BURN, gaping Bomb CRATERS are everywhere.

The pilots grimly walk to a female FLIGHT SERGEANT, 20s, taking ID discs off the dead.

The sergeant points at the dead commander.

FLIGHT SERGEANT  
Major Rodinova didn't last long,  
INCOMPETENT BITCH got us killed.

KATYA  
You are impudent, sergeant.

LILYA  
She's right. Rodinova should have  
posted air patrols.

Lilya points at the dead women, the wreckage.

LILYA (CONT'D)  
Look at what it cost us.

Two Russian Jeeps and trucks carrying infantrymen drive up, a CAPTAIN, male, 20s, jumps out, runs over, yells.

RUSSIAN CAPTAIN  
GET OUT, GERMANS TROOPS COMING.

LILYA  
Where do we go?

RUSSIAN CAPTAIN  
Anywhere.

LILYA  
We'll take our ground crews.

The infantry set-up hasty positions.

The officer shakes his head, points at the female ground crews.

RUSSIAN CAPTAIN  
No... they're soldiers, they can fight  
with us.  
(to the female aircrew)  
Get your weapons, we make a stand...  
right here.

Sixty female ground crew grab their guns, SCRAMBLE to the defense position.

German artillery fire RUMBLES in the background.

## LA-5 FIGHTERS

Two armorers rearm the LA-5s, while Lilya and her pilots check a MAP laid out over her plane's elevator.

Suddenly, a salvo of German artillery shells WHINE over -- EXPLODE -- dirt erupts skyward.

Lilya, Irina, Katya, grab charts, jump in their planes -- start engines -- rev up -- swing around.

The armorers run after them, waving for them to stop.

Lilya and her pilots see them, stop, beckon, the armorers climb into Irina and Katya's cockpits, squeeze in.

## RUNWAY

The LA-5s rev engines -- ROAR down the field -- lift off -- fly away.

## A SERIES OF SHOTS

1. GERMAN VEHICLES. Three German Panzer MK III tanks and two German armored cars roll forward, stop, shoot.

2. RUSSIAN FLAK GUN. A 37MM female gun crew fires on the German armored cars -- hits one -- BOOM -- flames.

3. GERMAN TRUCKS. Two German Infantry SQUADS pour out of three trucks -- deploy -- spread out -- grimly march forward.

4. RUSSIAN RADIO VAN. A dozen female aircrew, on their bellies, burp guns, rifles -- open fire -- German stick GRENADES sail into their positions -- EXPLODE.

5. GERMAN TANK. A Panzer III fires on a 37MM flak gun -- machine-guns the female crew -- women topple over.

6. RUSSIAN PRISONERS. German troops line-up Russian soldiers, including several female aircrew, mow them down.

## EXT. RUSSIA, SOVIET AIRBASE - EVENING

Grass field, LA-5s, parked next to six new YAK fighters.

The YAKS in mottled green and brown camo look like German ME-109s, except they have the RED STAR on tails and fuselages.

Lilya, Katya, Irina, dirty, flight suits, sit on crates by their planes, eat out of mess tins.

Katya dumps her food on the ground, makes a face. A dog runs over, sniffs the food, stalks off.

LILYA

I don't know which is worse, our food  
or the German pilots.

IRINA

Both are bad. If we are captured the  
Germans will rape, shoot us.

KATYA

If this food doesn't kill us first.

She points at the dog as it walks off.

Lilya dumps her food out, laughs all around.

The girls watch other female pilots help female fitters bomb  
and gun-up several PO-2 biplanes in the b.g.

IRINA

Germans call them night witches. They  
bomb the Germans at night.

KATYA

I never saw anyone die before, it was  
awful.

LILYA

Did you see our comrades, all dead?

IRINA

Yes.

Irina dries tears, Lilya looks away, deep in thought.

A male AIR FORCE CAPTAIN, late 20s, ambles over, looks at the  
women, then at their LA-5s.

The women get up, stiffly salute.

SOVIET AIR FORCE CAPTAIN

You three did well this morning... the  
Germanski radio is wild about you.

IRINA

How is that Captain?

SOVIET AIR FORCE CAPTAIN

They will shoot you, no surrender.

LILYA

Why? We take them prisoner.

SOVIET AIR FORCE CAPTAIN

They say it is barbaric for you women  
to be in combat.

LILYA  
And what they do to our country is not  
barbaric?

The Captain points his hand at their fighters.

SOVIET AIR FORCE CAPTAIN  
I have orders to take your planes.

LILYA  
NO, WE JUST GOT THEM. WE LIKE THEM.

SOVIET AIR FORCE CAPTAIN  
Orders, Sergeant... You will get new  
ones.

LILYA  
Why are you taking them?

SOVIET AIR FORCE CAPTAIN  
We cannot service them here. We fly  
YAKS... they are good planes.

KATYA  
Why are we constantly transferred?

SOVIET AIR FORCE CAPTAIN  
You are going to the Seventy-Third  
Fighter Regiment, all men.

The Captain walks off.

LILYA  
That's better than serving with that  
bitch, Kasimirovna, remember her?

IRINA  
Yes, women are too bitchy, always  
competing with each other.

Lilya laughs, hisses, makes clawing motions.

LILYA  
Like cats, eh? Like you with me, eh?

KATYA  
(smugly)  
Well, I got three Germanski, you only  
have two.

LILYA  
You see what I mean about women?

The girls grin, laugh, a female FLIGHT SERGEANT, 20s, runs-up.

FEMALE FLIGHT SERGEANT  
You are to report to Captain BARANOV  
at eight, tonight.

LILYA  
What's he like?

FEMALE FLIGHT SERGEANT  
He's tough, doesn't approve of women  
in combat.

INT. FEMALE PILOT'S TENT - NIGHT

An oil lamp flickers.

Lilya, BOX in her hand, sneaks into the tent, sits on her cot, opens the lid, contains MICE, grins, closes the lid, puts the box under her cot.

INT. COMMAND TENT - SAME

Lilya, Katya, and Irina stand at attention before Captain NICOLAI BARANOV 30s, a little chauvinistic, but a fair man.

Lieutenant ALEXEI SOLOMATIN, 25, handsome, superb flyer, good leader, stands next to him.

CAPTAIN BARANOV  
You got kicked out of your last  
squadron.

LILYA  
Comrade Captain, we have victories.

Solomatin eyes Lilya, grins at her.

LIEUTENANT SOLOMATIN  
I have eyewitness confirmation that  
they flamed Germanskis.

Lilya and Alexei lock eyes -- SPARKS.

CAPTAIN BARANOV  
I don't want to take you.

LILYA  
Let us show you, captain.

A Lieutenant, 30s, POLITICAL OFFICER, Communist Party hack, enters, hands Baranov a set of dossiers.

POLITICAL OFFICER  
They are not party members, comrade.

LILYA

Captain, we do not do this for the party... WE DO IT FOR MOTHER RUSSIA.

CAPTAIN BARANOV

(to Political Officer)

On this, I agree with her. This war is bigger than the Party, for the Party to survive, Russia must succeed.

(to Lilya)

I will give you a chance, show me. But be warned, if I am not impressed, all female pilots will be demoted.

EXT. RUSSIA, AIRSPACE OVER AIRFIELD - DAY

Lilya's YAK fighter SCREAMS over the base at 200 feet, suddenly SNAPS into a knife-edged maneuver, rolls level -- climbs steeply -- wings over -- screams back down -- ROARS over the

FLIGHT LINE

The SQUADRON watches her perform.

Two male pilots, 20s, point at her YAK, make acrobatic motions with their hands, follow her through her maneuvers.

INT. LILYA'S YAK, COCKPIT - SAME (AERIAL)

Lilya executes the knife-edged maneuver, roars low over the flight line in the knife-edge, rolls level.

EXT. RUSSIA, AIRSPACE OVER AIRBASE - SAME

Aircrew watch Lilya cut engine -- reef the YAK around -- tight turn -- lowers landing gear and flaps -- glides down to the runway.

She executes a perfect DEAD-STICK landing -- rolls to a stop -- in front of the

FLIGHT LINE

Pilots, aircrew, CHEER, toss caps and helmets into the air, mob her fighter, help her down, TOSS her into the air.

Two male PILOTS approach her.

MALE PILOT # 1

Can you teach me the knife-edge?

Lilya smiles, nods, Pilot # 2 pumps her hand, grins.

Baranov motions her to front and center.

Cocky, she ambles over escorted by an admiring Alexei, comes to attention.

LIEUTENANT SOLOMATIN

I told you, Captain, she's wonderful.

CAPTAIN BARANOV

Yes, she IS wonderful, but I sense something else... something... I don't know... I can't put my finger on it.

Baranov waves for the men to gather around, jerks out his Tokarev automatic, holds it up for all to see.

Silence.

CAPTAIN BARANOV

I will use this on anyone who violates these women. These are our sisters, protect them.

(to Solomatin)

Keep an eye on this one.

LIEUTENENAT SOLOMATIN

Yes Sir.

EXT. RUSSIA, LUFTWAFFE AIRBASE - DAY

Grassy field, wooden barracks, maintenance vans, tents, fuel bowsers, a couple of motorcycles parked by the tents.

Young Luftwaffe fighter pilots shrug out of flight gear, as fitters attend to their ME-109 (G models).

A German Luftwaffe officer, Colonel REINER HOFFMAN, late 20s, arrogant, handsome, struts around his ME-109, 36 VICTORY BARS painted on the tail, signs a form handed to him by his crew chief, struts off toward a nearby

MESS TENT

Music plays on a radio.

Four Luftwaffe PILOTS, 20s, flight gear, pistols, sit in easy chairs, read magazines or newspapers.

Hoffman slips into a chair by a table set with a white table cloth.

A white-coated ORDERLY, 20, appears at his side.

COLONEL HOFFMAN  
Cider and some cheese.

ORDERLY  
Yawhol, Herr Oberst.

The orderly disappears.

MAJOR GUNTER KRUGER, good-looking, confident, a triple ace, gazes at Hoffman.

MAJOR KRUGER  
Have you heard, Herr Oberst?

COLONEL HOFFMAN  
About what, Kruger?

MAJOR KRUGER  
The Reds fly women against us.

GERMAN PILOT # 1  
We heard them chatting in Russian.

COLONEL HOFFMAN  
You must be joking, women fliers?

GERMAN PILOT # 2  
Ya Herr Oberst, I too heard them.

The orderly sets a plate of cheese, crackers, and a fine cut crystal glass with cider in front of Hoffman.

COLONEL HOFFMAN  
Nonsense. What you heard were women radio operators gossiping.

The pilot's shrug, go back to reading.

Suddenly, a SIREN WARBLER, red flares POP over the field.

Pilots DASH to their planes, fitters make last minute checks, strap pilots into their planes, pilots start engines.

Engines and propellers turn over, belches -- SNARLING ROARS -- clouds of exhaust smoke.

The fitters remove chocks and watch their planes waddle over the ground -- line up -- rev engines -- take off.

An enormous ROAR as the German fighters roll down the field -- bank to the left -- reverse direction, fly off.

INT. GERMAN RADIO VAN - SAME

Luftwaffe CONTROLLERS, RADIO OPERATORS, man radios, field telephones, chart boards.

A CONTROLLER, 20s, calls Hoffman, call sign Viktor 12.

GERMAN CONTROLLER  
Achtung, Viktor Twelve, Bruno calling.

HOFFMAN/VIKTOR 12 (O.S.)  
We are in sector six, no enemy.

A field phone rings. A LIEUTENANT 20s, answers, listens, hangs-up, speaks to the controller.

LUFTWAFFE LIEUTENANT  
Ivan flying tanks are enroute to us,  
return Viktor twelve to base.

The controller speaks into the microphone.

GERMAN CONTROLLER  
Achtung, Viktor twelve, return to  
base, Iron Gustavs are coming.

Suddenly, VIKTOR THREE, excited, breaks-in.

VIKTOR THREE (O.S.)  
TWELVE THIS IS THREE, IRON GUSTAVS,  
LEFT AND DOWN.

VIKTOR SEVEN (O.S.)  
ALARM... THIS IS SEVEN, IVAN FIGHTERS,  
RIGHT HIGH.

HOFFMAN/VIKTOR 12 (O.S.)  
First element, engage the Iron  
Gustavs... Second element, get the  
fighters.

BEDLAM.

A madhouse of urgent calls in male GERMAN and female RUSSIAN voices.

Sounds of machine-gun fire, roar of engines, screams of pilots in mortal combat, swell over the radios.

VIKTOR SEVEN (O.S.)  
THIS IS SEVEN, THEY GOT RUDI... HE  
JUST BLEW-UP.

The men in the radio van hear a YELL, female Russian voice.

KATYA/WHITE 14 (O.S.) (IN RUSSIAN)  
 (English subtitles)  
 COME IN TWENTY-THREE, GIVE HIM A  
 SQUIRT IN THE ASS.

LILYA/WHITE 23 (O.S.)  
 One down... White fourteen got one,  
 going after yellow twelve.

A static hiss, sounds of gunfire, Hoffman's VOICE, DESPERATE.

HOFFMAN/VIKTOR 12  
 GET THIS BITCH OFF ME.

The Lieutenant glances at his controllers, anxious faces.

INT. LILYA'S YAK, COCKPIT - SAME (AERIAL)

Lilya ROARS in on Hoffman's tail.

Suddenly, he ROLLS into a tight right turn.

Lilya banks hard right, she GRUNTS.

LILYA/WHITE 23  
 UUUUUUHHHHHHHHH.

She turns inside Hoffman -- cuts him off.

Hoffman FLIPS OVER, dives.

Lilya rolls out of the turn, dives.

The sounds of whistling wind -- engine WINDING-UP.

INT. GERMAN RADIO VAN - SAME

German radio men, tense, follow the battle, Luftwaffe pilots  
 SHOUT warnings, their status.

KRUGER/VIKTOR FOUR (O.S.)  
 GET HER, GET TWENTY-THREE.

VIKTOR SIX, panicky voice, blurts out.

VIKTOR SIX (O.S.)  
 BRUNO, SIX CALLING... BOBO FLAMED-UP,  
 I'M SHOT-UP, RETURNING TO BASE.

The sounds of GUNFIRE intensifies in the radio van, and  
 then... silence.

EXT. RUSSIAN SKIES - SAME (AERIAL)(MOS)(BALLET MUSIC)

A vicious DOGFIGHT.

The sky, full of swarming German and Russian airplanes maneuver, shoot, explode, smoke.

PROPELLERS WHIRL -- GUNFIRE -- EXPLOSIONS.

A YAK fighter falls off on a wing -- trails smoke -- bursts into flames -- EXPLODES.

ME-109, Viktor 8, hotly pursued by Katya's YAK, White 14 -- absorbs bursts -- EXPLODES -- bright orange FLASH, black smoke -- streaming DEBRIS.

Lilya's YAK, White 23, bores in on Hoffman's ME-109, Viktor 12 -- her nose guns FLAME -- green tracers ZIP OUT -- engulf Hoffman's 109, white smoke ERUPTS from the cowling -- streams back.

INT. HOFFMAN'S ME-109, COCKPIT - SAME (AERIAL)

Hoffman yanks open the canopy.

HOFFMAN/VIKTOR 12  
THIS IS TWELVE, I'M HIT, GETTING OUT.

Hoffman's 109 bursts into orange FLAMES.

FLAMES lick his face -- SCREAMS -- yanks his goggles down, rolls inverted, THE WORLD SPINS, TURNS UPSIDE DOWN, PITCHES DOWN, Hoffman falls out of his fighter.

EXT. RUSSIAN SKIES - SAME (AERIAL)

The ground RUSHES UP at Hoffman, he yanks the ripcord -- WHAP -- The canopy blossoms -- JERKS him upward.

Hoffman sees his 109 hit the ground -- BOOM -- FIREBALL.

Fighters, German and Russian, ZOOM by him -- fire -- evade -- blow-up -- belch smoke -- parachutes blossom.

Suddenly, a YAK FIGHTER, White 23, slow flies by him, about 50 feet away, wags wings.

He catches a glimpse of Lilya's FACE staring at him, waves at her, she banks, flies off.

Hoffman hits the ground -- chute collapses on top of him.

EXT. RUSSIA, VILLAGE - SAME

Dozen of Russian VILLAGERS watch the intense air battle raging overhead, hear the SNARL of airplane engines, gunfire.

HOFFMAN drifts down, lands in a nearby field.

A couple of German fighters fly away, one belches smoke.

Two Militia men, with old rifles, run toward Hoffman, struggling with his parachute

FIELD

Hoffman, crawls on his knees, sees dirty BOOTS running toward him, claws for his Luger 9MM.

A rifle BUTT smacks him in the head.

A grizzled man, 50s, aims his rifle at Hoffman. The other pushes the rifle down, shakes his head.

The men remove Hoffman's pistol, drag him up, shove him toward the village.

EXT. RUSSIA, LUFTWAFFE AIRBASE - SAME

SHOT UP AND WRECKED.

Dead gunners slump over a 20MM flak gun, fitters and mechanics lie sprawled dead next to shot up vehicles, airplanes.

Bomb craters everywhere, ME-109s, barracks burn.

RADIO VAN.

Van burns, bodies lie strewn about, shot in the back, strafed.

By a Storch light observation airplane, three German Luftwaffe Officers gaze at the devastation.

General HANS BENEDIKT, 50s, tough, Colonel HASSO RICHTER, late 20s, hard, a good leader, SS Major Taube survey the wreckage.

GENERAL BENEDIKT

(angry)

I want these Red Falcons dead.

COLONEL RICHTER

Yawhol, Herr General.

GENERAL BENEDIKT

Look at what they did to my base.

MAJOR TAUBE

I have to report this to Berlin,  
Reichsmarchall Goring is quite upset.  
Gestapo Berlin orders me to shoot any  
pilot evading combat with these women.  
We have two of your pilots under  
arrest, Herr General.

GENERAL BENEDIKT

I will speak with Reichsmarchall  
Goring... now, CLEAN THIS MESS UP.

The General brushes past Taube, strides toward his Storch,  
engine ticks over.

EXT. RUSSIA, SOVIET AIRBASE - DAY

Lilya's YAK screams over the airbase about 100 feet up, snap  
rolls four times -- levels out -- reefs around, lands.

Baranov and Solomatin, by the command tent, observe Lilya,  
Baranov shakes his head, groans.

CAPTAIN BARANOV

Litvyak is a pain in my ass... I've  
warned her about doing aerobatics  
after combat, put her in the  
guardhouse.

Solomatin grins, Katya and Irina, in their fighters, whistle  
over, reef around, lower gear and flaps, curve around, land.

LIEUTENENAT SOLOMATIN

Real hotshots, these women.

Lilya taxis-up, engine pops, shuts-down. She hops out on the  
wing and grins widely, holds up four fingers.

Baranov beckons her over, ties into her.

BARANOV

Litvyak, if your plane was damaged,  
you could've crashed.

Lilya pouts, starts to reply, looks at Solomatin, he struggles  
to not laugh, she glares at him.

LILYA

Yes, Captain, but I could not help it.

CAPTAIN BARANOV

We were worried about you.

LILYA

Thank you. I shot down an ace, he had many kill marks on his tail.

LIEUTENANT SOLOMATIN

That is wonderful.

CAPTAIN BARANOV

I should put you in the guardhouse... you are impudent and foolish.

LILYA

Will that be all, comrade Captain?

CAPTAIN BARANOV

Yes, no more of your foolishness.

Lilya salutes, exits

LIEUTENANT SOLOMATIN

Let me take her as my wingman, maybe that will stop this behavior.

CAPTAIN BARANOV

Let me think about it, I still don't like this idea of women combat fliers.

YAK FIGHTER

Lilya talks to her mechanic, Sergeant INNA PASPORTINOVKA, 20s, pretty, motherly, and mouthy.

INNA

You got a pasting, but he is right, you know.

LILYA

And now you jump on?

INNA

That lieutenant... Solomatin... he likes you, no?

LILYA

How do you know? He mocks me.

INNA

Oh, we are women, are we not?

Inna winks at her, laughs, Lilya laughs back.

Katya and Irina amble over, remove helmets, shake out their hair, talk, laugh.

BARANOV

Frowns, turns to Solomatin

CAPTAIN BARANOV  
Look at them... Flying she devils.

Solomatin salutes, barely keeps a straight face, walks toward the tents.

LATER, FEMALE PILOT'S TENT

Lilya sneaks past a SENTRY, helmet, rifle, lifts the tent flap, shakes the box in her hand, dozens of MICE scurry out.

She moseys to a nearby

DODGE AMBULANCE

grins to herself, waits on developments.

Solomatin eases over, makes small talk.

LIEUTENANT SOLOMATIN  
Where did you learn to fly?

LILYA  
At Chkalov Aero club, near Moscow.

LIEUTENANT SOLOMATIN  
You girls certainly impressed us.

LILYA  
Did we, lieutenant?

LIEUTENANT SOLOMATIN  
I'd like you to fly on my wing.

LILYA  
Is that you asking, or Captain Baranov's request?

LIEUTENANT SOLOMATIN  
I've seen you fly, shoot down Germanskis. I want to live, I want the best.

Suddenly, SCREAMS, YELLS of OUTRAGE, emanate from the tent.

The sentry PANICS -- ALMOST FAINTS.

Katya, Irina, Inna and a couple of women fitters, in their UNDIES, STREAK OUT, point at the tent, yell.

KATYA  
IT CLIMBED-UP MY BELLY.

IRINA  
MICE, HORRIBLE.

Lilya CRACKS UP as the women hop around, shake out clothing.  
Alexei glances at the discomfited girls, GUFFAWS.

The women GLARE back at him.

Captain Baranov strides over, looks at the girls, at Lilya.

Lilya raises her eyebrows, shrugs, smiles sweetly.

Everyone snaps to attention.

Baranov GLOWERS, strides away, shakes his head.

EXT. RUSSIA, SOVIET AIRBASE - AFTERNOON

A Russian military truck parks by the command tent.

Two soldiers, 20s, rifles, hop out, drag Colonel Hoffman,  
hands tied together, BURNED face, red and puffy to Baranov,  
Alexei, Lilya, Katya, and Irina.

Baranov points at Lilya.

CAPTAIN BARANOV  
You don't believe a woman shot you  
down?... Well, there she is.

COLONEL HOFFMAN  
Impossible.

LILYA  
I fired two bursts, watched you turn  
upside down, jump out.

COLONEL HOFFMAN  
So you say.

LILYA  
Your plane, was number twelve.

COLONEL HOFFMAN  
Everyone knows that!

LILYA  
Did you see a YAK pass you by... do  
you recall the number?

COLONEL HOFFMAN  
White twenty-three.

LILYA  
That's my fighter number.

Katya, not to be outdone, pipes up.

KATYA  
Your yellow number seven, I got him.

COLONEL HOFFMAN  
You got Erich? Inconceivable.

KATYA  
I watched him blow-up... to pieces.

COLONEL HOFFMAN  
Oh... Erich, he is dead?

Hoffman suddenly WILTS, stares at the ground, demolished.

Baranov waves at the soldiers, they take Hoffman away.

A tough-looking male SERGEANT, 40s, hands Lilya a BOUQUET of flowers, bows courteously, salutes.

Several pilots, male and female, come over, salute Lilya.

CAPTAIN BARANOV  
I promote you to Lieutenant... you  
will have your own command... pick  
your own pilots, Litvyak.

Baranov salutes Lilya, she returns it, smiles at Katya and Irina, Irina smiles back, Katya doesn't, turns away.

A male PILOT, a Lieutenant, 20s, sarcastic, quips.

SARCASTIC PILOT  
(bitter)  
You got promoted above me to flight  
leader because you are pretty.

LILYA  
I'm sorry you feel that way.

SARCASTIC PILOT  
I'll get you for this.

LILYA  
Then do it on the ground, because I'll  
blast you out of the sky.

INT. WOMEN PILOT'S TENT - SAME

Four wood cots packed with battle gear, rifles, helmets, packs, flight suits.

Lilya enters, trudges to her cot, sees FLOWERS and a NOTE lying on top of her blanket.

She sits, opens and reads the note.

LIEUTENANT SOLOMATIN (V.O.)  
My men and I thank you and your girls  
for your courage. We are glad to have  
you with us. Alexei Solomatin.

Lilya lays back, holds the note close to her chest, closes her eyes, drifts off.

Katya and Irina enter, see Lilya asleep.

Katya, about to wake Lilya, Irina shakes her head.

Irina sees the note, reads it, mouths the word SOLOMATIN to Katya, who chews her lips.

Irina covers Lilya with a blanket, puts the note on top, they leave.

EXT. RUSSIA, SOVIET AIRBASE - DAWN

On the flight line, Lilya, a BOX under her arm, hops up on Katya's fighter as she tightens her parachute harness, hands her the box.

Katya takes it, puts it up on her instrument panel dash.

LILYA  
Lunch... pickles, olives.

KATYA  
Thank you. I hate our pig slops.

Lilya grins slyly.

LILYA  
Remember, do not dive with the  
Fokkers... Turn and climb.

Katya takes it badly.

KATYA  
I know this, CLEAR PROPELLER.

Katya starts her engine, crackles, ROARS and settles down.

Lilya waves, jumps down, strides over to her  
YAK FIGHTER

Inna helps her into the cockpit, straps her in, hops down.  
Lilya starts engine, taxis-out in the snarling YAK.

EXT. RUSSIAN SKIES - LATER (AERIAL)

Lilya leads the three YAK fighters strung out in echelon.

INT. KATYA'S YAK, COCKPIT - SAME (AERIAL)

Katya reaches for her lunch box, opens it, sees a FROG nestled  
on the food, SCREAMS, yanks open the canopy, pitches the box.

EXT. RUSSIAN SKIES - SAME (AERIAL)

Irina, on Katya's right wing, sees Katya's fighter WOBBLE,  
Katya pitch the BOX, slipstream snatches it away.

Katya, in her cockpit, turns, shakes her fist at Irina.

A hiss of static, Katya, furious.

KATYA/WHITE 14  
I'M GOING TO GET YOU, TWENTY-THREE.

The fighters drone along.

INT. LILYA'S YAK, COCKPIT - SAME

Lilya laughs.

INT. COMMAND TENT - LATER

Ass-chewing in progress.

Captain Baranov stands behind his desk, a couple of apple  
crates with a board laid over.

Lilya stands at attention between two Russian MPs, 20s.

Alexei enters, raises his eyebrows as Baranov yells.

CAPTAIN BARANOV  
I am at wits end with you, Litvyak  
... Enough of your pranks.

LILYA  
Guardhouse?

CAPTAIN BARANOV  
YES, GUARDHOUSE.

Baranov waves at the MPs to take her away.

Lilya salutes and is lead out.

Baranov waves his hand at Alexei.

CAPTAIN BARANOV (CONT'D)  
Not a word from you.

Giggles and laughter from women outside.

Baranov slumps into a chair, grabs a half filled bottle of  
Vodka from under a crate, takes a swig, hands it to Alexei.

CAPTAIN BARANOV (CONT'D)  
Lilya and Katya contest to shoot down  
Germanski, they drive me mad.

LIEUTENENAT SOLOMATIN  
Lilya has eight, Katya seven... Irina  
four.

CAPTAIN BARANOV  
And they will have me if they don't  
stop their foolishness.

He beckons for the bottle, takes another swig.

SUPER: BERLIN. THE GERMAN AIR MINISTRY

EXT./INT. BERLIN, GERMAN AIR MINISTRY - DAY

Nazi Flags fly from the building.

A blue Mercedes Benz 540K with two German OFFICERS escorted by  
four Motorcycle POLICE, pulls-up, stops, officers dismount.

Reichsmarchall HERMAN GORING, 40s, fat, blue uniform, flowing  
cream cape, Marshal's BATON, arrogant, vain, and Luftwaffe  
General Benedikt with a portfolio.

German guards, dress uniforms, snap to attention, as the  
officers sweep past them into the building.

CORRIDORS

The men's highly polished boots CLICK on marble floors.

German STAFF line the corridor, stand at attention, as the two men stride down the corridor and disappear into

GORING'S SUITE

A huge walnut desk sits in the middle of an ornate office.

Goring removes his cape, hat, and tosses his baton on top of the desk, puts his fists on his hips, glares at Benedikt.

MARSHAL GORING

(angry)

Kindly explain how these Russian women fliers shoot down our aces.

GENERAL BENEDIKT

Herr Recihsmarschall, let me start from the beginning.

Goring waves his hands.

MARSHAL GORING

NEIN... NEIN... NEIN! I know the state of Russian aviation... We shot most of it down. The Ivan women pilots are called Red Falcons... VARUM, WHY IS THIS SO?

GENERAL BENEDIKT

They killed three of my best men. My pilots avoid combat with them.

MARSHAL GORING

THIS IS TREASON... I shall have them shot... Do you hear? SHOT!

GENERAL BENEDIKT

My men do not want to kill women... or be shot by them.

MARSHAL GORING

What is the name you have given their bombem pilots?

GENERAL BENEDIKT

The men call them Nachthexen, night witches.

MARSHAL GORING

Flying whores is more like it. Tell me about this white twenty-three.

## GENERAL BENEDIKT

She flies-in close, shoots short bursts... A wild flyer, quite extraordinary.

Goring, hands behind his back, STOMPS to the window, stares out.

Benedikt removes a Russian newspaper from his leather portfolio, lays it on Goring's desk.

It reads: "LIEUTENANT LILYA LITVYAK, THE WHITE FLOWER OF STALINGRAD, KILLS TWO MORE FASCISTS IN AIR BATTLES."

Goring turns, sees the newspaper, picks it up.

## GENERAL BENEDIKT (CONT'D)

They shot-up my bases... I lost six Junker bombers and four Jager pilots, including Baron Hoffman to these Falcons.

Goring throws the newspaper down, glares at Benedikt, gestures at Lilya's photo in the paper.

## MARSHAL GORING

Form a special unit and shoot them down, General, especially this one.

Goring holds up the paper with Lilya's picture.

## GENERAL BENEDIKT

Yawhol, Herr Reichsmarchall, heil Hitler.

General Benedikt clicks his heels, bows, picks up his hat, heads for the door.

## MARSHAL GORING

Remember, General... I command the Gestapo, make sure they do not come to visit you.

Benedikt clamps his jaws, leaves.

EXT. RUSSIA, SOVIET AIRBASE - DAY

By the shower tents, a dozen half-dressed men, towels, soap bars, file-in.

Lilya, Katya, Irina, and Inna notice them, exchange knowing glances and giggle.

LILYA

Oh, this is going to be good.

Lilya grins, gives the girls a conspiratorial wink.

EXT. SOVIET AIRBASE - LATER

Lilya and her YAKS moan over the airbase in echelon, peel off, one by one, bank around, lower gear and flaps, approach the field to land.

All land except Lilya's YAK.

Lilya raises her gear, applies power, ROARS overhead, banks steeply, climbs, and heads downwind.

TENTS

The other two YAKS taxi-up to the command tent, next to the shower tents and shut down. The girls hop out.

Inna runs over and helps the girls out of their flight gear, nods at the long LINE OF MEN in front of the shower tent.

INT. SHOWER TENT - SAME

Full of NAKED MEN, all lathered up, enjoying a shower, when suddenly they hear the SCREAM of Lilya's YAK diving on them.

PANIC. The men scramble past each other, anxious to get out.

EXT. RUSSIA, SOVIET AIRBASE - SAME

By the command tent, Baranov, Alexei, and staff, PILE OUT, see Lilya's YAK about 15 feet up, SNARL over, streak to the

SHOWER TENTS

BLOWS them down, exposing dozens of soapy, NAKED MEN.

The men hop about, try to cover their PRIVATES, shake their fists at the sky.

Katya falls to the ground, kicks her heels, and GUFFAWS.

Baranov and Alexei exchange looks, Alexei tries not to laugh, Baranov shakes his head, strides off.

FLIGHT LINE, YAK FIGHTERS

Lilya taxis-up and shuts down.

Inna and Katya run over, help her out of the cockpit. Inna giggles like crazy.

The ground crew roar with laughter, Lilya hops down, EXECUTES A LOW BOW, MPs arrive and march her to Baranov.

INT. COMMAND TENT - SAME

Lilya and two MPs march to Baranov, grim, Alexei, next to Baranov, chokes back a smile.

Baranov doesn't say a word, points.

Lilya nods, marches out.

LATER

Kerosene lamps flicker, Baranov, Alexei discuss events.

CAPTAIN BARANOV

We move again. We are to fly with the French Normandie Squadron pilots.

LIEUTENANT SOLOMATIN

They are good fliers, Captain.

CAPTAIN BARANOV

Your Lilya... she gives me fits.

LIEUTENANT SOLOMATIN

She is good for morale, for our men, Captain.

CAPTAIN BARANOV

Yes, but at times I don't know what to do... shoot her, or give her medals.

Solomatin laughs.

LIEUTENENAT SOLOMATIN

You can give her medals, THEN shoot her.

CAPTAIN BARANOV

Believe me, I thought of doing just that, but I need... Russia NEEDS her. Tell me Alexei, you are close to her, can she be tamed?

LIEUTENENAT SOLOMATIN

I don't know, she is a woman, and you know how women are.

CAPTAIN BARANOV

No, she is more than a woman, she is an imp in the form of a woman. But that imp will save the Motherland.

LIEUTENANT SOLOMATIN

Speaking of women, have you noticed that the women feminize everything?

CAPTAIN BARANOV

Yes, even in war... they grow their hair against regulations, sneak in make-up, change their uniforms. Lilya decorates her plane with flowers, what kind of imp paints flowers on a plane?

A tough-looking SERGEANT, 30s, enters, snaps to attention.

AIR FORCE SERGEANT

Prisoner Litvyak wishes to know if she can be released from punishment?

Baranov chokes, SLAMS his fist down on the table, thunders.

BARANOV

NO! This time she goes too far.

Baranov sits, shakes his head, Alexei sneaks out.

SUPER: THE FRENCH NORMANDIE SQUADRON, RUSSIA - 1943

EXT. RUSSIA, FRENCH AIRBASE - EVENING

Lilya and her female pilots taxi to the COMMAND SHACK, shut down. Engines snap and crackle as they cool.

Tents are up, foxholes dug, anti-aircraft guns manned, the Russian YAKS are dispersed around the field.

The female pilots hop down and are greeted by a delegation of FRENCH PILOTS, dark blue dress uniforms, gold wings and braid.

Captain DENY LATREMONT, 25, good-looking, charming, hands each of the women a bouquet of flowers and a bottle of perfume.

The French Air Crews crowd around the Russian women.

The girls, overjoyed, hug the French pilots.

Katya and Irina wink slyly at the French pilots.

Katya locks eyes with Deny and smiles.

Irina, bashful, shakes hands with Lieutenant MAX DENARD, 20s, nice-looking, a fierce pilot with 16 kills.

The Frenchmen offer the ladies their arms, escort them to a nearby MESS TENT.

INT. MESS TENT - LATER

Oil lamps, white tablecloths, candles, porcelain plates.

White-coated orderlies serve cream cakes and coffee.

The girls eye the French pilots, glance slyly at each other.

Inna turns to Katya.

INNA

Oh, this is heaven

Captain Baranov stands with Alexei, and his female officers and lifts up his glass.

Everyone stands, lift glasses, down shots of Vodka.

INT. FEMALE PILOT'S TENT - LATER

Two Kerosene lamps HISS, give off pale light.

The women put their things away into lockers at the end of their cots, gossip about the French pilots.

INNA

Well, the French are gentlemen.

IRINA

Oh, I like Max, he's so nice.

LILYA

Is he married? You know the French.

IRINA

No, his girl left him.

KATYA

That clears the air for you.

Katya laughs, the girls shoot her looks.

INNA

(to Katya)

Well, what about you? Come on.

KATYA

I am not telling a word about Deny.

Lilya and Irina pick-up pillows and throw them at Katya, they're not soldiers any more, just silly girls.

SUPER: DEATH DANCES IN THE SKY, STALINGRAD - 1943

EXT. RUSSIAN SKIES - MORNING (AERIAL)

Blue skies, puffy white clouds, sun rays slant down, cast shadows over the earth, a loud ROAR.

Six German HE-111 medium bombers in formation, escorted by four FW-190s, radial engine German fighters.

YAK FIGHTERS

Suddenly, four YAK FIGHTERS, Lilya, White 23, Katya, White 14, Irina, White 28 and Alexei White 41, flying above, peel off -- slant down -- attack -- flash by the FW-190s, dive toward the Bombers.

Their nose guns FLAME.

An AERIAL BALLET. The YAKS fight in pairs, Lilya flies wingman to Alexei, Irina to Katya, about 100 yards apart and 100 yards behind each other.

Lilya ROARS-IN, closes on a HE-111 -- shoots -- bomber's left wing BLOWS-OFF -- arcs over on a wing -- dives straight down -- hits the ground -- EXPLODES. One down

The downed bomber's SEVERED WING, propeller TURNING, SLAMS into the HE-111 flying behind it -- huge EXPLOSION. Two down.

Alexei bores in on a bomber shoots -- green tracers RIP it. It falls away -- BURNING -- smokes badly.

Alexei and Lilya break off, rack around in tight turns to guard Katya and Irina boring in, shooting at an HE-111.

They're too far out.

Katya's tracers ARC OUT and miss.

ALEXEI/WHITE 41 (O.S.)  
White Fourteen, climb up his ass, then  
shoot.

Katya leads Irina, closes on the Germans. She shoots -- FLASHES on the left wing -- fire FLAMES an engine.

Katya breaks away -- Irina moves in -- shoots -- green tracers BLOW-OFF the bomber's left wing.

The HE-111 WHIPS over and over -- hits the ground -- FIREBALL. Three down.

The HE-111 sole survivor executes a steep dive, streaks away.

FW-190s dive steeply -- engage the YAKS -- climbing toward them.

A VICIOUS MELEE, fighters from both sides maneuver wildly.

Two FW-190s rack around and gang up on

IRINA, White 28, reefs her fighter around to face them, the FW-190s roar in -- one after another -- guns FLAME -- red tracers lazily arc toward her -- closely miss.

IRINA/WHITE 28 (O.S.)  
WHITE TWENTY-EIGHT, I NEED HELP, TWO  
FOKKERS ON ME.

INT. KATYA'S YAK, COCKPIT - SAME (AERIAL)

She spots Irina flying toward her about 100 feet below with two FW-190s on her tail, shooting at her.

KATYA/WHITE 14  
White Twenty-Eight, I'm coming.

Katya applies full throttle, engine ROARS, closes on the Germans. About 300 feet away, she executes a violent WING-OVER, reverses direction as the Germans FLASH BY under her.

She closes on the Germans from behind, a FW-190 LOOMS in her gun sight, she flips the trigger guard, mashes the TRIGGER.

Green tracers zip out -- engulf the 190, Yellow 8 -- FLASHES erupt all over the FW-190 -- EXPLODES. Four down.

The other FW-190, Yellow 6, breaks off Irina's tail -- BANKS HARD RIGHT -- turns away from Irina.

Katya sees Irina WHIP OVER in a vertical right turn -- closes on the FW-190, Yellow 22 -- shoots.

Green tracers TEAR into the 190 -- BLOWS APART. Five Down.

German pilots, terrified, YELL over the radio.

GERMAN PILOT/YELLOW 10 (O.S.)  
YELLOW NINE IT'S WHITE TWENTY-THREE  
... THOSE FLYING BITCHES.

GERMAN PILOT/YELLOW 9 (O.S.)  
THIS IS NINE... Let's get out of here.

GERMAN PILOT/YELLOW 10 (O.S.)  
 Yellow ten... They got Gortmann,  
 SCHROEDER JUST FLAMED.

The two remaining German FW-190s dive away toward the ground.

The Germans leave BLACK PLUMES of smoke from downed aircraft  
 and two German pilots, hanging underneath parachutes.

The YAKS close-up in elements of twos, fly away.

EXT. RUSSIA, FRENCH AIRBASE - DAY

Russian and French ground crews tend to their planes, make  
 checks, load belts of ammo, test engines.

The sound of aircraft engines.

On the FLIGHT LINE, Russians and French crews spot the four  
 YAKS inbound about 800 feet up.

The YAKS whistle over, then peel off -- curve around -- gear  
 and flaps down -- land.

Lilya, last to land -- pulls up -- engine ROARS -- gear and  
 flaps come up -- she's going around.

RADIO VAN

Captain baranov watches Lilya, GROANS, furious, jumps into the  
 van.

INT./EXT. RADIO VAN - SAME

Baranov grabs a microphone from one of the enlisted operators.

CAPTAIN BARANOV  
 TWENTY-THREE, LAND, NOW.

A hiss of static, no answer.

The sounds of an airplane engine at FULL POWER rings out over  
 the field.

Baranov dumps the microphone, dashes outside with several  
 French pilots.

LILYA'S YAK screams down one end of the field, executes three  
 snap rolls -- zooms across the field -- climbs -- banks around  
 -- zooms down -- pulls up -- executes two more snap rolls.

Russian and French airmen CHEER, dance around, slap backs.

INT. COMMAND TENT - SAME

Baranov, sits at his desk, BAWLS Lilya out, angrily waves his hands, she's escorted out by two MPs.

Baranov shakes his head, reaches for the vodka bottle, EMPTY -- drops the bottle on the ground, cradles his head in his hands.

INT. GUARDHOUSE - SAME

Two MPs lead Lilya into the guardhouse.

She sits on a bunk, picks up a newspaper, HEADLINES blare: "THE WHITE LILY SCORES AGAIN."

The guards grab some cards, motion her over to a table, play a game of cards with her.

EXT. RUSSIA - DAY

A SERIES OF SHOTS

1. RUSSIAN TOWN. Alexei escorts Lilya, Katya, Irina with Deny and Max, through TOWN: people cheer, wave flags.

2. MAYOR'S OFFICE. The Mayor, medals on his chest, presents the women pilots with FLOWERS, the Frenchmen bottles of Vodka.

3. RESTAURANT. Waiters serve Alexei and Lilya a feast. Deny and Max wine and dine Katya and Irina. They talk, laugh.

4. SUNFLOWER FIELD. Lilya and Alexei sit in a Jeep, talk.

5. GYPSY RESTAURANT. Deny and Max, with Katya and Irina watch GYPSY DANCERS. The Frenchmen hold their girl's hands.

6. LAKE. Lilya and Alexei picnic by a lake, she leans over and kisses him. He pulls her down, kisses her back.

INT. WOMEN PILOT'S TENT - NIGHT

Oil lamps and candles flicker.

Irina, TEARY FACE, bursts in on Lilya, lying on her cot, reading. Lilya puts the book down.

IRINA

I've fallen in love with Max.

LILYA

So... what's wrong with that?

IRINA

I don't want war to spoil our love.

LILYA

And Max? How does he feel?

IRINA

He wants to take me to France.

LILYA

Then love him, war or not.

Lilya smiles, hugs Irina tight, smooths her hair.

Irina smiles, leaves.

LATER

Lilya, illuminated by candles, sits on top of her cot, writes a letter.

INT. ANNA'S APARTMENT - MORNING

Anna sits on the divan, opens the envelope, reads the letter, savors every word.

LILYA (V.O.)

My Dearest Mother and Yuri. We keep transferring from base to base. We live like animals, sometimes in a hole in the ground. We are constantly flying and fighting. I have lost so many friends. You remember Galina? Her plane burned. I have met a fine man, a flyer. I can't tell you his name. We don't get much sleep, but I will write more in a few days. Mama, I sometimes feel afraid, that I won't be able to know love, like had you with papa, but I won't quit flying for the motherland. Please don't be worried. I love you both. Your Lilya.

Anna looks away for a moment, wipes tears from her eyes, rises, walks to a credenza with a SAMOVAR.

She picks up a framed PICTURE with shots of Lilya, as a very young girl, in schoolgirl dress, in pilot's gear, in uniform.

She holds the picture close to her chest for a moment, traces the outline of Lilya's face, puts it gently down.

EXT. RUSSIA, LUFTWAFFE AIRBASE - DAWN (WINTER)

Ground crews SWEEP SNOW off the ME-109s.

INT. GERMAN PILOT HUT - SAME

Military Spartan, kerosene lamps HISS, cast pale light.

Colonel Richter sits at a table, examines maps.

Captain Kruger, with a newspaper, enters, sits down, wearily, looks at Richter.

KRUGER

White twenty-three is Lilya Litvyak.

Richter raises his eyebrows.

RICHTER

Kruger, the Gestapo will shoot the next man who evades her.

KRUGER

And your answer to this, Colonel?

RICHTER

Shoot her down... show our men she's not invincible.

KRUGER

Nobody has seen her.

RICHTER

When our pilots start getting shot down, then she will turn-up.

Kruger hands Richter a Russian paper with Lilya's PICTURE, Richter stares at it.

RICHTER (CONT'D)

We use two flights... one attacks... one watches, radio silence.

Richter lights-up a pipe, returns to his charts.

EXT. RUSSIA, COUNTRYSIDE - DAY (SNOW)

Lilya and Alexei, fur hats, bundled in a fur robe, ride a horse driven SLEIGH over lovely wintry country, a lake, mist hanging over the water, birch forest in the b.g.

Lilya's breath mists as she speaks.

LILYA

I love this.

ALEXEI

I know. I could write poetry here.

LILYA

I love the way you write poems. Where would you be, if not for the war?

ALEXEI

In Italy... Good place for writers.

LILYA

You'd probably love all the women, and forget about me.

He grins, she smacks him on the arm.

ALEXEI

We could both go, after this.

LILYA

Oh, could we? I want to be happy. There's more to me than just flying.

ALEXEI

Yes, we all know... the devil.

LILYA

But I'm a sweet devil... do not you like me?

She BATS her eyes, he smiles at her.

ALEXEI

I only like sweet angels.

She pouts, both laugh.

Alexei pulls the fur robe up, as the sleigh glides over the snow.

Lilya leans over and kisses him on the cheek.

Alexei smiles, passionately kisses her back, lets the horses have their heads.

EXT. RUSSIAN SKIES - MORNING (WINTER) (AERIAL)

Lilya, Red 32, Katya, Red 14, Baranov, Red 41, Irina, Red 28, fly their YAKS painted in winter gray and white camo with red numerals in a Finger Four formation.

Baranov leads with Lilya flying as wingman, Katya follows with Irina as her wingman.

INT. LILYA'S YAK, COCKPIT - SAME (AERIAL)

Lilya, winter flight suit, fur gauntlets up to her elbows, yellow scarf, scans gauges, checks airspace for danger.

BARANOV/RED 41 (O.S.)  
Return to base... we fly again this  
afternoon.

Baranov peels off, curves away to her left.

INT. WOMEN PILOT'S TENT - DAY

Inna, Katya, Irina, Lilya sit on blankets, sip tea, talk.

INNA  
The war is ruining us... As women.

IRINA  
Sometimes I see the faces of the  
Germans I killed.

INNA  
What do you think, Lilya?

LILYA  
I cannot afford to think, I do this to  
survive. I think about this day only.

KATYA  
It doesn't bother you that you kill?

Lilya shoots her an ugly look, flares up.

LILYA  
I KILL GERMANS FOR MY COUNTRY. THEY  
ARE TRYING TO KILL ME... I DON'T LIKE  
IT, BUT I DO IT.

KATYA  
I think you like it.

LILYA  
I'M A SOLDIER, KATYA. I WILL KILL  
GERMANS AS LONG AS THEY ARE HERE... IN  
MY COUNTRY.

INNA  
Come on you two, let's talk about...

KATYA

... Lilya, you are so relentless...  
about everything, you...

INNA

... Lilya would die for you, in an  
instant... Come on you two.

INNA (CONT'D)

I'd toss this war away for a long hot  
bath... and a roll in the hay.

The girls EXPLODE into gales of laughter.

EXT. RUSSIA, FRENCH AIRBASE - MORNING

On the flight line, female fitters check Katya's and Irina's  
planes.

Lilya and Inna, winter uniforms, stride to Katya's YAK, as a  
fitter straps Katya into the cockpit.

LILYA

I'm glad you're on my wing.

Katya, smiles faintly.

Lilya and Inna amble to

IRINA'S YAK

She's strapped into the cockpit by a female fitter, puts on  
her flying helmet.

LILYA (CONT'D)

Are you all right?

Irina adjusts her goggles.

Lilya flips her a salute, walks to her plane with Inna.

LILYA'S YAK

Inna climbs-up, helps Lilya strap in, hops off, looks at  
Lilya.

LILYA (CONT'D)

Inna, thank you for taking care of us.

Inna gives her a loving look, nods.

They start engines -- coughs -- belches -- smoke pours out of  
exhaust stacks.

EXT./INT. MOSCOW, AVIATION MINISTRY, OFFICE - NIGHT (SNOW)

Guards at their posts, bundled in long overcoats, fur hats.

OFFICE

Lights blaze in Pechenko's office.

Pechenko and Rostovsky sit by a small table with a radio, and sip tea.

PECHENKO

We have new fighters operational.

ROSTOVSKY

Comrade Stalin was wise not to shoot Lavochkin... he's a good designer.

PECHENKO

Have you seen the news about our women aces?

ROSTOVSKY

The country is going crazy about them.

PECHENKO

It was good that your friend, Marina Raskova, talked to the boss.

ROSTOVSKY

Very good. We would have faced the wall, otherwise.

PECHENKO

Litvyak, Budanova, the Order of the Red Banner... it's fitting, yes?

ROSTOVSKY

The male pilots will not like it.

PECHENKO

Good, maybe they will fly harder, for the Rodina, the motherland.

Rostovsky turns on the radio.

ROSTOVSKY

News from the front.

RADIO ANNOUNCER (V.O.)

Today, good news from the Stalingrad front. General Vatutin reports the encirclement of German forces. Our glorious pilots shot down many German planes and pilots.

(MORE)

## RADIO ANNOUNCER (V.O.) (CONT'D)

Hero of the Soviet Union, Major Marina Raskova died piloting her bomber, near the Stalingrad front. All of Russia mourns her loss. Now, the weather...

Pechenko turns the radio off, the two men sit in silence, lost in their own thoughts.

SUPER: STALINGRAD-1943

EXT. RUSSIA, CITY OF STALINGRAD - DAY (WINTER)

Dirty snow covers Stalingrad's shattered and blackened buildings, some on fire hurl smoke plumes into the sky.

Four German JU-52 three-engine TRANSPORTS drone over the city.

Four ME-109s behind them, two pairs on each side, fly escort about 1000 feet over the ground.

RUSSIAN FLAK GUNS

The German planes fly over camouflaged Russian flak guns, when suddenly, a battery of 85MM guns, manned by female gunners, open fire.

GERMAN JU-52s

Flak BURSTS around the lumbering transports.

A flash of YELLOW, a JU-52 is hit in the left wing -- Black SMOKE streams from its left engine -- EXPLODES.

Another JU-52 is hit -- slants down -- bursts into flames -- hits the ground -- EXPLODES.

AREAL

Four Russian YAK fighters in WHITE/GREY CAMOUFLAGE, fly above the city.

As the German planes fly away, the Yaks peel off -- slant down -- attack the Germans in elements of two.

INT. BARANOV'S YAK, COCKPIT - SAME (AERIAL)

Baranov checks right, sees Lilya, Red 32, on his right wing, shoves his throttle forward, roars down on the JU-52s, about 500 yards ahead.

Four ME-109s fly escort on either side of the JU-52.

LILYA/RED 32 (O.S.)

Fokkers ahead to the left.

KATYA/RED 14 (O.S.)  
I see them Red thirty-two.

Suddenly, a German voice breaks in, urgent.

GERMAN PILOT/BLUE 18 (O.S.)  
THIS IS BLUE EIGHTEEN... ALARM, IVANS  
COMING DOWN.

Baranov keys the mike.

CAPTAIN BARANOV  
Attacking now.

Baranov roars-in on a transport, sees the ME-109s break hard left, curve around, and climb up toward him.

EXT. RUSSIAN SKIES - SAME (AERIAL)

Irina and Katya circle above, cover Baranov and Lilya from the ME-109s as they shoot by the German fighter formation.

JU-52s

Baranov and Lilya close-in -- open fire. Green tracers -- zip out -- flashes all over the JU-52s.

The transport directly in front of Baranov BLOWS UP.

Lilya fires -- FLAMES the second JU-52 -- crashes into the snow.

INT. KATYA'S YAK, COCKPIT - SAME (AERIAL)

Kayta sees the ME-109s curve around, climb up to her, keys the mike.

KATYA (RED 14)  
FOKKERS COMING UP, WE ATTACK NOW.

Katya slams the stick forward, applies power, dives down after the attacking ME-109s, closes on them.

Katya STARTLES as Baranov and Lilya SCREAM past in front of her and attack the ME-109s climbing up to them.

Katya flips up the trigger's protective guard, then Baranov and Lilya open fire -- streak past the Germans -- break their formation -- two ME-109s go left -- two go right.

Katya closes on a climbing ME-109 -- opens fire -- nose guns yammer -- fighter FLAMES -- German pilot BAILS OUT.

Katya sees Lilya, Red 32, chase a ME-109 around in a left turn, mashes the stick over in a tight left turn, THE WORLD ROLLS HARD LEFT.

She covers Lilya's tail as Lilya's YAK hurtles-in on the German fighter.

INT. LILYA'S YAK, COCKPIT - SAME (AERIAL)

THE WORLD WHIPS OVER, LEFT, Lilya GRUNTS with strain in the tight turn. Her YAK'S nose gains on the German.

The 109 SWELLS in her GUNSIGHT -- she fires as the nose slips past the ME-109.

The YAK shudders -- nose guns stutter -- green tracers zip out.

The ME-109 flies into her cone of fire -- FLASHES -- pieces FLY-OFF.

The ME-109 FLAMES -- flips upside down -- German pilot BAILS OUT -- ME-109 hits the ground -- BLOWS-UP.

The German Pilot drifts toward the ground.

CAPTAIN BARANOV (O.S.)  
Return to base.

Lilya sees Katya slip in beside her off her right wing.

EXT. RUSSIAN SKIES - SAME (AERIAL)

The two surviving ME-109s fly over the wrecks of German airplanes, ugly BLACK BLOTCHES on white snow.

EXT. RUSSIA, RUSSIAN POSITIONS - MOMENTS LATER

Russian INFANTRY scramble out of FOXHOLES, run over to a  
JU-52 WRECK

Russian soldiers, overjoyed, loot the plane, carry away hams, sausage loops, boots, fur coats, and cigarettes.

The German Pilot drifts down in his parachute.

The soldiers take him prisoner, offer him a drink from a bottle of SCHNAPPS, he accepts.

EXT. RUSSIA, FRENCH AIRBASE - AFTERNOON (WINTER)

Deny lands his YAK fighter, White 4, with its blue, white, red colored SPINNER and mottled gray/white camouflage, followed in by Max, White 8.

COMMAND SHACK

The two fighters, engines burbling, taxi-up, shut down.

Inna and Irina run over, hop-up on the wings, help the Frenchmen undo harnesses, help them out of the cockpits.

The pilots walk over to the command shack with the girls.

DENY

I got two, Max got one

MAX

Where's Lilya?

KATYA

In the guardhouse.

The Frenchmen exchange looks, girls giggle.

DENY

What did she do this time?

Irina makes buzzing sounds and motions with her hand, indicates flying close to the ground.

IRINA

She flew low over the men's laundry,  
blew it into the snow.

The Frenchmen crack up, girls GUFFAW.

A Russian Studebaker truck drives up to the command shack, soldiers hop-off, unload PROVISIONS from the wrecked JU-52s.

They pile boxes of hams, sausages, cigarettes, Schnapps in front of the command shack, wave, and drive off.

Russian and French aircrews help themselves, walk away with their treasures.

INT. GUARDHOUSE - NIGHT

Kerosene lamps hiss as Baranov confronts Lilya, stands at attention. The two GUARDS, 20s, on either side of her, stand stiffly at attention.

BARANOV  
Is prisoner Litvyak aware of the  
punishment?

LILYA  
Yes comrade, Captain.

BARANOV  
Then, the prisoner is free to join us.

Lilya smiles, grabs her leather flight jacket with fur collar  
and runs out of the guardhouse, followed by Baranov.

The guards turn to each other.

GUARD # 1  
What punishment did he give her?

GUARD # 2  
You didn't hear?

The first guard shakes his head, puzzled.

GUARD # 2 (CONT'D)  
He ordered her to dig-out the privies.

The guards laugh.

INT. COMMAND SHACK - SAME

Kerosene lamps illuminate a crowd of revelers, drink, eat,  
dance to Balalaika players, play Russian folk music.

Deny dances with Katya, Max with Irina, and Alexei with Lilya.  
Inna dances with a French Pilot.

A line of Russian and French AIRMEN wait their turn to dance  
with the girls. Baranov turns to the revelers.

CAPTAIN BARANOV  
I want you to know, I love you all.

The men cheer and clap hands.

The Frenchmen hand Baranov a bottle of French CHAMPAGNE, and  
several boxes of PATE, he smiles, opens the bottle, and hands  
it around.

CAPTAIN BARANOV (CONT'D)  
I have special announcement, will  
Lieutenant Litvyak please to come  
forward.

Lilya cautiously approached Baranov.

## CAPTAIN BARANOV (CONT'D)

Comrade Litvyak, we all know how much you love the smell of flowers, it is my pleasure, and your fellow pilots as well, to present you with this shovel. Now, please to go and dig out the privies as ordered, and do not return until every last one is cleaned out.

He hands her a SHOVEL, all stand and applaud, followed by great big belly laughs.

Lilya accept the shovel, turns and bows low, marches out.

## INT. FEMALE PILOT'S TENT - LATER

Katya bursts in on Lilya writing a letter by candlelight.

She makes for her cot, sits, and breaks into tears.

Lilya goes over, sits besides her.

Katya gives her a disgusted look, pinches her nose, makes a face, turns serious.

## KATYA

Deny has proposed to me, but there's no ring to be found.

Lilya retreats to her cot, opens a satchel, removes a small box. She sashays back to Katya, hands her the box.

Katya opens it, sees the diamond and sapphire ring, gasps, closes the box and tries to hand it back.

Lilya shakes her head.

## LILYA

It's a good ring to be married by.

Lilya goes back to letter writing.

Katya picks up a bar of soap, gets up, goes over and gently kisses her hair, hands her the soap.

## KATYA

I love you, but you STILL STINK. Please, go wash up.

## LILYA

FINE! But I will have last laugh, I'll get my revenge on those privies, you'll see.

Lilya sticks her tongue out at her, both laugh.

EXT. RUSSIA, LUFTWAFFE AIRBASE - DAWN

Richter in his ME-109, Yellow 5, Wingman Kruger, Yellow 4, Two other ME-109s, Yellow 20, Yellow 29, sit in their planes, engines tick over, wait.

A FLARE shoots over them -- bursts into GREEN flashes.

The fighters howl down the field, roar into the sky.

Four more ME-109s marked, DB6, DW4 DS2, AB7, trundle out to the runway, takeoff, one after another.

EXT. RUSSIA, OVER STALINGRAD - LATER (WINTER) (AERIAL)

Six Russian Sturmovik bombers, white camouflage, fly about 200 feet over the ruined city unawares of Richter's ME-109s.

The Germans fly about 2,000 above the Russians, Richter's attacking element of four ME-109s peel off, slant down.

The German fighters -- curve around -- behind the lumbering Sturmoviks -- open fire.

INT. STURMOVIK, GUNNER'S COCKPIT - SAME (AERIAL)

The female GUNNER, in the rear cockpit, swings her machine gun around, shoots at closing ME-109s.

Green tracers ZIP OUT -- ME-109's nose FLAMES -- red tracers flash back -- slowly arc over -- zip by.

Cannon fire rips into the gunner's cockpit, kills the gunner, she SLUMPS over the wrecked gun.

A bright yellow FLASH -- Sturmovik EXPLODES.

EXT. RUSSIAN SKIES - SAME (AERIAL)

Deny, White 4, and Max, White 8, in YAKS, fly 2000 feet above the Germans, bounce Richter's top cover ME-109s, peel off, slant down on the Germans.

The YAKs curve behind the Germans -- roar-in.

DENY/WHITE 4 (O.S.)  
White four, attacking.

Deny opens fire on the 109 marked DB6 -- green tracers shoot out -- flashes erupt over the 109 -- BLOWS-UP.

MAX, White 8, opens fire -- tracers RIP into the 109, DW4 flames -- 109 falls away smoking.

The pilot BAILS-OUT -- parachute blossoms -- 109 BLOWS UP.

The two YAKS curve around -- check tails, do not see Richter's ME-109s dive on top of them.

FRENCH YAK

Deny's plane is suddenly engulfed in red tracers -- hits sparkle -- YAK spews smoke -- then FLAMES.

Deny whips-over on his back, dives away, calls for help.

DENY/WHITE 4

White Four hit over river, need help.

Max follows him on down, wingman protecting his leader.

EXT. RUSSIAN SKIES, YAKS AND ME-109S - SAME (AERIAL)

Irina, Red 28, and Alexei, Red 48, hear Deny.

DENY/WHITE 4 (CONT'D)

Will try to make base.

ALEXEI/RED 48

Attacking now. WHITE FOUR, GET OUT!

Alexei, Red 48, and Irina, Red 28, SCREAM down -- open fire -- flashes on 109 Yellow 20 -- FLAMES -- falls away SMOKING.

ME-109

Richter, Yellow 5, rocks his wings, reefs tightly around -- his three 109s curve around -- follow him and fly away.

EXT. RUSSIA, FIELD - SAME (SNOW)

Suddenly, ME-109 Yellow 20, plows into the ground, EXPLODES, pilot, parachute, lands in the snow near the burning wreck.

INT. DENY'S YAK, COCKPIT - SAME (AERIAL)

SHATTERED instrument panel and wisps of SMOKE.

Blood seeps from Deny's shoulder.

Deny DRIFTS-IN and OUT of consciousness, struggles for the microphone -- grabs it -- weak voice.

DENY/WHITE 4  
I'm badly hurt, take me in.

MAX/WHITE 8 (O.S.)  
Jump, white four.

DENY/WHITE 4  
No, the plane still flies.

Deny looks right, out of his shattered, smoke-blackened canopy, sees Max in White 8, fly along his right side.

MAX/WHITE 8 (O.S.)  
Lower your wheels, follow me in.

Deny GASPS in pain, activates the landing gear lever -- BLACKS OUT momentarily.

His plane falls-off on a wing, regains consciousness, recovers the plane.

EXT. RUSSIA, FRENCH AIRBASE - MOMENTS LATER

A RED FLARE streaks over the airfield.

Russian female 37MM flak gun crews don helmets, swing the guns around.

By a RADIO VAN, Russian and French aircrew crowd around.

INT./EXT. FRENCH RADIO VAN - SAME

Inside Katya, Lilya, Inna, and Baranov crowd around the RADIO OPERATOR, 20s, and a French Sergeant, 20s.

Katya wrings her hands, Lilya puts her arms around Katya.

MAX/WHITE 8 (O.S.)  
Lorraine Base, request ambulance.  
Deny, bring your wheels up!

DENY/WHITE 4 (O.S.)  
They do not come up.

The women hear approaching airplane engine sounds, they run

OUTSIDE THE VAN

They look toward the runway, point at the two YAKS coming in, one SMOKES badly.

Deny's smoking YAK, waggles back and forth, descends with only one wheel locked down, sinks toward the ground, settles, touches down, loses speed, then...

The left gear strut COLLAPSES -- YAK slams onto its belly -- snow and debris fly -- propeller SPINS AWAY, bounces over the ground.

The YAK slews off the runway -- hits a ROCK WALL -- EXPLODES -- oily smoke and flames roil-up into the sky.

Max, behind Deny, applies full power, goes around, flies over the wrecked YAK.

Two crash trucks, with fire-fighting equipment, drive up to the blazing YAK.

BOOM! They're are forced back by EXPLODING fuel tanks.

RADIO VAN

Katya, grief stricken, slumps to her knees, SOBS tear through her body.

Lilya kneels at her side, puts her arms around her.

Lilya lifts Katya up, and with Inna alongside, walk past downcast aircrews.

A SERIES OF SHOTS, RUSSIAN AIRBASE

1. AIRBASE. Day. An Honor Guard fires a salute. Russian soldiers lower Deny's casket draped with the FRENCH FLAG into a grave, Lilya and Irina hug Katya.

2. AIRBASE. Day. Katya, heartbroken, walks about the airfield, dejected.

3. TENT. Night. Kerosene lamps illuminate the interior as Lilya writes a letter.

4. AIRBASE. Day. The French YAKS take-off. The Russians wave at them as they lift off, and fly away.

5. AIRBASE. Day. A BLIZZARD sweeps in, buries the airbase under swirling snow.

INT. ANNA'S APARTMENT - DAY

Anna and Yuri, at the table, drink tea out of a glass, Anna reads Lilya's letter.

LILYA (V.O.)

Dear Mother and Yuri: We won the battle at Stalingrad. The fascists left it totally destroyed, so many dead. My friend, Katya watched her Frenchman, the one I told you about, die. We all loved him. I am flying five to six times a day. I hate the German planes with their ugly crosses. It seems, mama, that we bloom and then fall like autumn leaves. I had a dream the other night. I saw Alexei across a river, calling me. I think of you and home, always. Your loving, Lilya.

TEARS flood Anna's face, she gives Yuri an AGONIZED look.

YURI

What's wrong, mama?

ANNA

Lilya's going to die.

Her mother folds the letter, kisses it, and puts it into a box full of Lilya's letters, some of them dirt-stained.

EXT. RUSSIAN SKIES - MORNING (WINTER) (AERIAL)

YAK fighters, Katya, Red 14, Irina, Red 28, fly their dirty, oil-stained YAKS in formation over the snowbound countryside.

LILYA'S YAK, Red 32

Flies about half a mile behind and above the other two YAKS, a solitary hunter.

KATYA'S YAK, Red 14

Suddenly, Katya sees six German HE-111 BOMBERS about half a mile ahead, flying about 1,000 feet below.

Katya WAGGLES her wings, motions with her hand to Irina, attack.

Katya peels-off, curves down, a falcon pouncing on prey.

Irina follows Katya down.

INT. KATYA'S YAK, COCKPIT - SAME (AERIAL)

Katya sees the wings and tail of the bomber SWELL in the

gunsight, mashes the trigger -- guns roar -- green tracers flash -- flashes all over -- bomber BLOWS-UP.

INT. IRINA'S YAK, COCKPIT - SAME (AERIAL)

Irina's guns YAMMER, green tracers hit the left engine on a HE-111, yaws the nose of her YAK -- flashes all over -- bomber EXPLODES.

EXT. RUSSIAN SKIES - SAME (AERIAL)

Exhaust smoke pours out of the HE-111's engines as they run from the attack.

YAK FIGHTERS

Katya, Red 14, screams in on a HE-111 -- nose guns FLAME -- green tracers SLAM into the fuselage -- pieces BLOW-OFF.

The HE-111 rear cockpit GUNNER fires back.

Katya BARREL ROLLS -- Red tracers WHIP BY where she was.

Katya screams-in -- shoots -- bomber flames -- rolls over -- dives for the ground.

Three German crew members jump from the plane.

The bomber hits the ground -- BOOM -- FIREBALL.

INT. LILYA'S YAK, COCKPIT - SAME (AERIAL)

Lilya sees ME-109 fighters fall on Katya and Irina from behind, radios a warning.

LILYA/RED 32  
FOKKERS BEHIND YOU, UP RIGHT.

Lilya shoves the throttle forward, engine roars, pushes the stick over and down, dives, closes on the German planes diving on Katya and Irina.

EXT. RUSSIAN SKIES - SAME (AERIAL)

Katya and Irina in their YAKS TURN TIGHTLY, avoid the diving German ME-109s. The German fighters, break off and fly away.

LILYA'S YAK, Red 32

Flies up to the other two YAKS, eases past, waggles wings, slips in besides them.

They fly away in loose formation.

EXT. RUSSIA, SOVIET AIRBASE - AFTERNOON (WINTER)

Along the base perimeter, dead German and Russian soldiers, WINE RED in color, lie shrouded in ICE and SNOW.

FLIGHT LINE

Inna helps load machine-gun bullets into Lilya's YAK.

Female armorers gun-up the other three YAKS on the flight line.

Alexei, in a winter flying suit, pads over.

ALEXEI

You're flying too many missions.

LILYA

I'm all right, just a little tired.

ALEXEI

I have something to say.

She zips-up her fur-lined suit, slips on her helmet, adjusts her goggles, looks expectantly.

ALEXEI (CONT'D)

I love you, Lilya... think about you, all the time... Can we have a life?

Alexei, awkward, hands her a sprig of PINE NEEDLES tied with red and yellow ribbon, gives her a small book of POEMS.

Lilya, deeply touched, reaches out, touches Alexei's face and then kisses him.

KATYA AND IRINA

Katya shrugs, looks sad.

EXT. RUSSIAN SKIES - DAY (WINTER) (AERIAL)

Three YAKS fly low over snowy pine and birch trees, lakes, streams, dotted by BURNT-OUT farms and DESTROYED villages.

A SERIES OF SHOTS

1. LUFTWAFFE AIRBASE. YAKS, wings-abreast, strafe German JU-88 bombers, FW-190s -- BLOW-UP, burn brightly on white snow.

2. GERMAN TRAIN. YAKS, wings-abreast strafe -- locomotive BLOWS-UP. German troops run, get mown down by the YAKS.

3. YAK FIGHTERS (AERIAL). Two YAK fighters, Lilya in Red 32 are jumped by four German ME-109s in a diving pass.

INT. LILYA'S YAK, COCKPIT - DAY (WINTER) (AERIAL)

Suddenly, 20MM cannon shells EXPLODE along the YAK's nose -- engine SPUTTERS -- streams thick WHITE smoke.

Lilya jerks open the canopy, wind shrieks, clears the smoke.

She sees a SHACK in a snowbound clearing ahead, radios Katya.

LILYA/RED 32  
Landing by that shack, see it?

KATYA/RED 28 (O.S.)  
I see it, good luck.

Lilya tightens her shoulder straps, steers for the shack -- engine GASPS -- freezes -- propeller suddenly STOPS.

About 500 yards from the shack, she turns off the magnetos and master switch, raises the nose.

EXT. RUSSIA, SHACK - MOMENTS LATER

Lilya's YAK settles down by the shack -- slides on its belly -- throws snow and dirt -- slews to a stop.

Lilya jumps out of the cockpit, SCRAMBLES for the shack and then...

Gunshots THUNDER out.

Lilya DIVES on to her stomach, jerks out her Tokarev pistol, looks over her shoulder.

Ten Germans, with rifles, submachine guns, about 100 yards away, run toward her.

She scrambles around, aims her pistol, fires two SHOTS at the Germans.

They drop to the ground and take cover.

Lilya low crawls through the snow and slips into a

DITCH

hides behind the bank.

RIFLE SHOTS ring out. Bullets SMACK the snow around her. She fires two shots at the

GERMANS

moving forward when suddenly...

Katya's YAK roars-in -- GUNS stutter -- GEYSERS of snow and dirt erupt around the Germans.

Six German soldiers pitch-over, shot dead.

DITCH

Lilya looks-up and waves.

Katya, gear down, curves around, flies over, rocks her wings.

SHACK, ROAD

Katya lands on the dirt road, taxis to the shack.

KATYA'S YAK

Katya, canopy open, gestures for Lilya to come-on.

Irina's YAK SCREAMS overhead, climbs, turns left, howls back over.

Lilya hops-up on a wing, climbs into the cockpit, scrunches into Katya's lap and GRINS at her.

A loud ROAR, Katya's YAK bounces down the dirt road, the tail comes up, the plane STAGGERS into the air and flies away.

INT. KATYA'S YAK, COCKPIT - SAME (AERIAL)

The engine growls and wind whistles.

Katya and Lilya try to close the canopy. It won't close.

Irina's YAK, Red 28, slips in besides Katya's, waggles her wings.

EXT. RUSSIA, SOVIET AIRBASE - EVENING (WINTER)

The SUN dives into the ground as Katya taxis her YAK up to the command shack, shuts down.

Russian aircrew mob her YAK.

The two women BLUE, with cold, almost FROZEN, can't move.

Irina's YAK whistles over, climbs, curves around lands.

Inna and two aircrew up on the YAK's wing gently lift Lilya out and then Katya, hand them down to medics.

Alexei grabs and hugs Lilya.

Captain Baranov, crushes Katya, and then Lilya into him.

Medics wrap the two women in blankets, lead them to a tent.

FLIGHT LINE, YAK FIGHTERS, DAWN

Lilya, Katya, and Irina, in winter flight suits, shuffle to their YAKS.

Inna talks to the girls.

INNA

The German dickheads talk about you.

The girls look at each other, frown.

INNA (CONT'D)

I don't like you flying by yourselves,  
too easy to get into trouble.

LILYA

Katya and I are lone hunters. We'll  
stay close.

Baranov, starts, REVS-UP his YAK, a steady engine ROAR.

Alexei starts his YAK, clouds of smoke belch out of the exhaust stacks.

A new pilot, Sergeant LEONID NIEVSKY, 20, inexperienced, pads to Lilya as she shrugs into her parachute harness.

NIEVSKY

This will be my second flight.

LILYA

You, stay close to me.

Nievsky nods, walks to his YAK, gets-in, snuggles into the harness, starts his engine.

Baranov and Alexei taxi out to the runway, the women start their YAKS, coughs, pops, engines snarl.

The women and Nievsky, Red 81, taxi to the runway, move past FLAK GUN crews waving at them.

RUNWAY

The six YAKS take-off, form into three two pair elements, one

behind the other, and moan away.

EXT. RUSSIAN SKIES - SAME (AERIAL)

Richter and five German ME-109s fly in loose formation.

INT. GERMAN RADIO VAN - SAME

Luftwaffe technicians man radios, plot courses.

A Luftwaffe COLONEL, 30s, smokes, listens to the radio, turns to the RADIO OPERATOR, 20s, next to him.

LUFTWAFFE COLONEL  
No more lady chit-chat. They keep  
radio silence.

Suddenly, the radio EXPLODES with urgent calls.

GERMAN PILOT # 1 (V.O.)  
ALARM... IVANS ATTACKING.

The sounds of machine gun fire, faint roar of engines.

GERMAN RADIO OPERATOR  
Anton leader, Gustav, here. What is  
your situation?

GERMAN PILOT # 2 (V.O.)  
RED FALCONS... NUMBER THIRTY-TWO...  
GORDO, GET HER OFF ME.

Gunfire, then YELLS from desperate German pilots

GERMAN PILOT # 3 (O.S.)  
WE GOT RED 41.

GERMAN PILOT # 4 (O.S.)  
ANTON LEADER, MY GUSTAV IS BURNING...  
I CAN'T SEE.

GERMAN PILOT # 3 (O.S.)  
JUMP GORDO... GET OUT... JUMP.

GERMAN PILOT # 2 (O.S.)  
GORDO BLEW UP.

Nervous looks from the radio crew.

GERMAN RADIO OPERATOR  
Yellow Five, can you help?

RICHTER/YELLOW FIVE (O.S.)  
Nein, too far away.

The Colonel crushes his cigarette out with his boot heel.

EXT. RUSSIA, VILLAGE - MOMENTS LATER

The sounds of airplane engines, aircraft guns.

VILLAGERS, men and women, bundled against the cold, watch airplanes gyrate overhead, locked in combat.

Burning planes plummet down, smoky trails crisscross the sky.

Parachutes POP open.

A flight of YAKS whistle over the villagers. A YAK fighter SMOKES heavily, lags behind.

Suddenly, a TERRIFIC HOWL and then... BOOM!

A burning ME-109 smashes into a nearby field and EXPLODES.  
The ground SHAKES

The villagers cower from the heavy blast.

EXT. RUSSIA, SOVIET AIRBASE - MOMENTS LATER

Baranov, Red 41, engine SPUTTERS, trails thick black smoke, flies low, limps-in to land.

Suddenly, his engine QUILTS -- plane hangs in air -- stalls -- CRASHES -- erupts into a FIREBALL.

EXT. RUSSIA - DAY (WINTER)

A SERIES OF SHOTS

1. FIELD. Baranov is buried in a snowbound field. Pilots, Soldiers, and Russian PEASANTS attend. Honor Guards fire a salute over his grave.

2. TOWN. German PRISONERS, including Luftwaffe PILOTS, parade through a town. A boy throws SNOWBALLS at them.

3. AIRFIELD. Alexei and Lilya make a snowman, laugh, play in the snow, then kiss.

4. TRAIN STATION. Max runs from the train, into Irina's arms. He whirls her around, kisses her.

INT. AVIATION MINISTRY RECEPTION HALL - DAY

Red banners, pictures of STALIN.

Russian officers crowd around Lilya, Katya, and Irina.

Several Russian MINISTERS, 50s, pin medals on to the girls' tunics.

Photographers take pictures, camera flash bulbs POP.

A POLITICAL OFFICER, Colonel, 30s, uniform, approaches Lilya, takes her arm, turns to her.

POLITICAL OFFICER

(arrogant)

Lieutenant, the party is proud of you.

LILYA

Thank you, comrade Colonel.

POLITICAL OFFICER

If you joined the party, it would further your career and rank.

LILYA

YOU BRING ME MY FATHER BACK AND I WILL CONSIDER IT!

POLITICAL OFFICER

Your attitude disappoints me, we can make things hard for you.

LILYA

You don't think my girls have it hard fighting the Germans? We fight for Russia, not your damn party.

POLITICAL OFFICER

You've made me a dangerous enemy, Litvyak.

Lilya replies in a low voice, smiles faintly, points at Katya and Inna.

LILYA

Get behind the Germans. It's not the party winning this war... it's little Russian soldiers, like those.

POLITICAL OFFICER

I will not forget this.

LILYA

Your threats have the weight of a  
snowflake... We face death everyday.

Lilya stalks off, wades through ASTONISHED spectators,  
followed by Katya and Irina.

The political officer strides over to a man in plainclothes,  
points at Lilya's retreating back, speaks to the man.

EXT. RUSSIAN SKIES - MORNING (AERIAL)

A lovely day. The sun's rays shoot through the clouds,  
illuminate prairie intermixed with forests, little lakes.

Lilya, tucked just behind Alexei, fly their YAKS in formation.

Alexei blows her a kiss, makes a rolling motion with his hand.

Alexei and Lilya, locked together, execute a perfect slow  
roll, peel off and fly back to base.

SUPER: BLACK HARVEST. RUSSIA, SUMMER - 1943.

EXT. RUSSIAN SKIES - MORNING (AERIAL)

Deep blue skies, puffy clouds.

The lush green of prairie rushes forward, below four

YAK FIGHTERS

Mottled green and black, summer camouflage, flying in loose  
formation.

Suddenly, Lilya's URGENT voice on the radio.

LILYA/WHITE 23 (O.S.)

FOKKERS ABOVE RIGHT

DOG FIGHT

Katya, White 14, Irina, White 28, Lilya, White 23, and  
Nievsky, White 59, swirl around the sky with six German JU-88s  
and four ME-109 escorts.

JU-88s

Katya zooms after a JU-88 -- shoots -- FLAMES it -- peels  
away.

Lilya moves in, fires at a JU-88 -- FLASHES -- flames -- she  
peels away.

Nievsky, her wingman, follows -- fires -- flashes on the same bomber, and then...

Irina roars-in -- nose guns flame -- BOOM -- the bomber -- BLOWS-UP.

ME-109s

Katya reefs around, latches onto a ME-109 flying straight ahead -- fires -- 109 falls away -- smokes heavily.

Irina roars-in on the damaged 109 and fires.

The wing BLOWS OFF -- 109 cartwheels violently -- hits the ground -- EXPLODES.

NIEVSKY'S YAK, White 59

Two 109s, on either side of his tail, attack.

The German fighters scissor him in CONES of red tracers -- FLASHES erupt over his YAK -- BLOWS-UP.

LILYA'S YAK, White 23

Bounced by a 109 as it SLASHES-in behind her.

She turns to evade -- not quick enough -- takes HITS to the engine -- WHITE SMOKE pours out -- PROPELLER stops.

She yanks open the canopy -- BAILS OUT -- tumbles away.

Lilya drifts through SMOKY skies.

Burning German and Russian airplanes crisscross the skies, fall to earth, BLOW-UP.

Katya and Irina circle around her, keep the Germans off, until she lands in a heap in a field below them.

EXT. RUSSIAN TOWN, MUNICIPAL BUILDING - AFTERNOON

In a Jeep, two young Russian infantrymen, teens, drive Lilya to the sandbagged building.

She gets out, soldiers hand over her 'chute, drive off.

Katya and Inna, by the building, wave at her, smile.

Lilya grins, runs over and kisses her two friends.

Inna grabs her parachute, puts it in a Jeep parked in front.

Several VILLAGERS: shabby clothing, amble over, eyes lit-up.

An OLDSTER, 80s, beckons villagers over.

VILLAGE OLDSTER

(slowly)

They shoot down fascists, come thank them.

A WOMAN VILLAGER, 50s, tearfully bussess Lilya, Katya, Inna.

WOMAN VILLAGER

You are our daughters, and so brave.

The villagers offer the girls, wine, sausage, bread, flowers, and show them pictures of their children.

Male villagers remove their caps, BOW, acknowledge them as heroes and sisters of Russia, then drift away.

INNA

Our people still show kindness.

LILYA

The men, did you see?

IRINA

Those were true MEN, Lilya, not Party hacks in love with themselves.

The women get in the Jeep, Inna at the wheel, drives away.

EXT. RUSSIA, SOVIET AIRBASE - EVENING

A lovely ESTATE, rolling fields, summer flowers wave in the wind, FARM HOUSES serve as a command center and barracks.

YAK fighters, trucks, jeeps, radio vans, fuel bowsers, ambulance, 37MM flak guns are dispersed around the estate.

FLIGHT LINE, YAK FIGHTERS

Inna, on the YAK's wing, touches-up with a brush the WHITE LILY painted on the side of Lilya's cockpit.

She turns to Lilya, flight suit, watching her near the nose.

LILYA

That looks nice, Inna.

INNA

The Germans know you by it... they call you the White Rose of Stalingrad. The Germanski look for your plane, Lilya... it's dangerous.

LILYA

Let them... I want them to know it's me.

INNA

I like the farm house, it has beds.

LILYA

I know... toilets, too.

Inna puts the lid on a paint can, hops down from the wing, turns to Lilya, gestures at the YAK.

INNA

Your plane is ready, full load of ammunition.

LILYA

I want to fly those new YAK Nines. The French pilots now have them.

INNA

But not us women, eh? We're not good enough... Did you hear about Irina's French flier?

LILYA

Max? No, what of him?

INNA

He was killed, this morning.

Lilya GASPS, looks away, tears well-up in her eyes. She wipes them away.

INNA

Lieutenant... Lilya?

INT. RUSSIAN FARM HOUSE - NIGHT

A well-furnished house, converted into a command center: radios, chart tables, flight gear, code machines.

Aircrew: men, women, come and go.

Clerks at desks file reports, others type, man radios, code machines in the b.g.

PILOT'S ROOM

Big room: tables, chairs.

Lilya and Alexei, drink tea, talk.

Inna fiddles with a radio, listens to music.

ALEXEI

You've been shot down twice.

LILYA

I'm a soldier, Alexei... soldiers take risks, you know.

ALEXEI

You are flying six times a day... you will tire yourself out.

LILYA

My girls and I are game.

Katya and Irina, enter, UPSET, take seats, remain silent.

Alexei, awkward, gets up, nods and leaves.

KATYA

I don't know what to say.

IRINA

What is there to say? The best of us are dead.

LILYA

ENOUGH. We all loved Max and Deny. We can't think about it.

IRINA

THEN WHAT AM I TO DO? Forget him?

LILYA

YES, FORGET HIM. I WANT YOU THINKING ABOUT US ALIVE UP THERE.

Lilya jumps up and motions at the sky, glares at Irina.

IRINA

Oh, Lilya, how can you say that?

Lilya, SLAMS out.

EXT. RUSSIAN SKIES - MORNING (AERIAL)

Lilya, yellow scarf, leads her section of two YAKS over Russian Trenches, tanks, bunkers.

GERMAN ME-109s

A flight of four ME-109s on patrol, about half a mile away, 2000 feet higher, notice the YAKS, peel off, slant down.

YAK FIGHTERS

Irina, White 28, violently ROCKS WINGS.

IRINA/WHITE 28  
FOKKERS COMING DOWN, RIGHT

The YAKS spread out, fly straight ahead, and then form a LUFTBERRY CIRCLE, circle around nose to tail.

The Germans dive by.

The girls hear the German pilots talk.

GERMAN PILOT # 1 (O.S.)  
Achtung, Yellow Five. We have them,  
white twenty-three.

RICHTER/YELLOW FIVE (O.S.)  
Attack, tie them up.

GERMAN PILOT # 2 (O.S.)  
Yellow Five, shall we get twenty-three  
for you?

RICHTER/YELLOW FIVE  
NEIN, SHE'S MINE.

The Germans ZOOM UP in a terrific climb, and bore in on the  
YAK FIGHTERS

The YAKS see the Germans climb up spread out wing to wing.

LILYA/WHITE 23  
Attack the Zalupa's as we come around.

IRINA'S YAK, White 28

Peels off, streaks in on a climbing ME-109 -- nose guns flame --  
Green tracers ZIP OUT -- flashes -- FLAMES -- 109 BLOWS-UP.

LILYA'S YAK, White 23

She dives, bores in on the German fighter -- nose guns YAMMER --  
- The 109 tries to climb -- exposes his belly.

ME-109

Lilya's tracers STITCH the 109 -- nose-to-tail -- CHUNKS fly-  
off -- BOOM -- bright yellow flash -- FIREBALL.

KATYA'S YAK, White 14

BULLET HOLES suddenly RIP into her forward fuselage.

She executes a violent BARREL ROLL and evades an attacking ME-109 as it flashes by underneath.

The 109 zooms upward, slows down in the climb, bad mistake.

LILYA'S YAK, WHITE 23

BANKS hard around -- levels out -- climbs -- streams exhaust smoke -- roars after the 109.

INT. LILYA'S YAK, COCKPIT - SAME (AERIAL)

Howling engine, and then YAMMERING nose guns.

GREEN TRACER arc out -- smash the 109's canopy -- 109 flips over -- dives straight down -- hits the ground -- EXPLODES.

Lilya, swivels her head around, checks airspace, Germans appear to be gone.

Suddenly, Irina SCREAMS a warning.

IRINA/WHITE 14 (O.S.)  
TWENTY-THREE, LOOK OUT... FOKKER ON  
YOUR RIGHT.

THE WORLD WHIPS OVER, HARD RIGHT. Lilya turns into the attacker, too late and then...

Bullets SMASH into Lilya's INSTRUMENT PANEL.

WHAP. A bullet SMACKS Lilya in the right leg, she GASPS -- blood SPURTS.

Lilya clamps her hands around the wound, then rips-off her scarf, wraps it around her leg, tightens it, slumps over.

Her plane dives toward the ground, engine WHINES. She moans, STRAINS to pull it out, and recovers from the dive.

EXT. SOVIET AIRBASE - SAME

Lilya approaches the field, plane WOBBLES in the air.

She cuts power, sinks to the ground -- bounces -- settles, rolls to a stop -- engine idles.

A CRASH CREW, in an AMBULANCE, pull up to the YAK, hop onto the wing, and then RECOIL.

YAK COCKPIT

Two fitters, on each side of the cockpit, reach in, undo the

harness and see BLOOD SLOSH on the cockpit floor.

Lilya, WHITE as a sheet, flight suit, BLOODY.

INT. HOSPITAL ROOM - DAY

Lilya's RIGHT LEG, swathed in BANDAGES, looks tired, rests in traction, glances through a newspaper.

Irina and a male Major, early 30s, look sad, enter, hand Lilya a bouquet of prairie FLOWERS.

Lilya smiles, lays back with the flowers on her chest.

Suddenly, she BOLTS UPRIGHT, looks intently at Irina and then at the Major.

IRINA

I'm sorry Lilya, I have bad...

LILYA/WHITE 23

... OH, NO, ALEXEI... IT CAN'T BE.

IRINA

It's not Alexei.

Lilya stares at Irina, then she knows.

LILYA

KATYA?

Irina bites her lips, nods.

RUSSIAN MAJOR

You've been promoted to Senior Lieutenant.

Lilya's eyes flood with TEARS, shakes her head, waves for the two to go away, brushes tears away, closes her eyes, her hands make fists, open and close.

EXT. MOSCOW, STREET - DAY

A trolley travels down a street, CLANGS its bell, stops to pick up passengers.

Anna, gets on.

INT. TROLLEY - SAME

PASSENGERS, frazzled, dark plain clothing, stare out the windows.

Anna spots an empty seat, sits, opens her purse and retrieves Lilya's latest letter.

LILYA (V.O.)

Dear Mother and Yuri. I hate the hospital. They want to keep me here for months, but I'm leaving it. Katya was killed. Her death drained me, but I'm not going to give up, even if I know that I may not come back. Summer blooms here and the flowers riot. I wish I could run through the fields again, like a little girl. I will write again, soon. I love you mother and brother. Many kisses, Lilya.

Anna folds the letter up and slips it inside her purse.

The LADY, 50s, scarf around her head next to her, comments.

LADY WITH SCARF

You have a child in the military?  
He's well, I hope.

ANNA

It's my daughter, Lilya.

LADY WITH SCARF

She is a soldier?

ANNA

Yes, a fighter plane flyer.

LADY WITH SCARF

Oh, have you a photo of her?

Anna retrieves pictures of Lilya in her pilot's flight suit.

LADY WITH SCARF

THE HERO, LILYA, THE WHITE LILY? She is very pretty, a darling girl.

ANNA

I worry myself sick about her. She is at Ukrainian front.

The lady reaches over and touches Anna's hand.

LADY WITH SCARF

I shall pray for her and you.

ANNA

Yes, thank you.

The tram's bell clangs, stops at a station, people get off.

SUPER: A CIRCLING OF HAWKS. RUSSIA, AUTUMN - 1943.

EXT. SOVIET AIRBASE, FARM HOUSE - DAY

Lilya, cane, limps toward the farm house.

Four new FEMALE PILOTS, 20s, lounge in chairs outside, write letters, read, look-up, smile at her.

A GUARD, one of the MPs assigned to her in the guardhouse, burp gun, smiles, runs over.

GUARD

Lieutenant, I'm glad to see you.

The pilots look-up, realize it is LILYA LITVYAK, jump up, dash over.

Irina, Inna, and Alexei run outside, wade through the admiring women, hug and KISS Lilya.

INNA

Our Lilya is back. Hey, how about blowing down the men's tents, again?

Laughter.

ALEXEI

Ladies, watch your bedding. Lilya might get you with a mouse.

More laughter.

IRINA

She put a frog in my bed, oh, so horrible.

The pilots giggle and talk.

Alexei, awkward, heads for the farm house, turns, locks eyes with Lilya, she blows him a kiss.

EXT. RUSSIA, LUFTWAFFE AIRBASE - DAY

Colonel Richter and Captain Kruger walk from their ME-109s, shuck out of their flight gear.

CAPTAIN KRUGER

Litvyak and her devils have vanished.

COLONEL RICHTER

They don't use the radio, give themselves away.

CAPTAIN KRUGER  
You think you got her?

COLONEL RICHTER  
No.

CAPTAIN KRUGER  
Berlin threatens us with court-  
martial.

COLONEL RICHTER  
Those fat-arses never flew in combat.

Suddenly, a Luftwaffe SERGEANT, 30, by the radio van, waves them over.

They exchange looks, run over.

INT. GERMAN RADIO VAN - SAME

Radio operators, intense, glued to their sets, listen to a German fighter squadron in action and in trouble.

GERMAN PILOTS, urgent voices, barely controlled, YELL.

GERMAN PILOT/BLUE 16 (O.S.)  
THIS IS BLUE SIXTEEN... THEY GOT  
BEITNER.

GERMAN PILOT/BLUE 3 (O.S.)  
BLUE THREE TO FOUR... WATCH OUT, IVANS  
BEHIND YOU.

The sounds of SCREAMING airplane engines and the faint sound of GUNFIRE rings out.

GERMAN PILOT/BLUE 16 (O.S.)  
THIS IS BLUE SIXTEEN... IT'S WHITE  
TWENTY- THREE... SHE FLAMED PUTZI.

GERMAN PILOT/BLUE SEVEN (O.S.)  
THIS IS BLUE SEVEN, I'M DONE FOR, OVER  
KHARKOV... HEY, JOHANN, YOU CAN'T HAVE  
MY GIRL.

The sounds of machine-gun fire SWELLS in the van.

GERMAN PILOT/BLUE 3  
THAT BITCH GOT KARL, HE GOT OUT...  
BLUE THREE TO SIXTEEN, BEHIND YOU.

COLONEL RICHTER  
(to the sergeant)  
How many?

The Sergeant looks at the floor, holds up three fingers.

EXT. RUSSIAN COUNTRYSIDE - AFTERNOON

Grassy fields, little lakes, and birch trees.

Lilya, white dress, and Alexei, traditional Russian clothes, enjoy a picnic lunch.

LILYA

I love being with you. Write me more poems, yes?

Alexei reaches up to her blonde hair, runs his hands through it, smiles and kisses her.

ALEXEI

This day is wonderful.

LILYA

I want it to be perfect.

Alexei pours two glasses of wine, takes a sip, lays on an army blanket, looks at the sky.

ALEXEI

I wish we could just stay here.

Lilya leans over and kisses him, steals a sip of his wine, smacks her lips, grins.

LILYA

UMMM, good... Pick me some flowers.

LATER

Alexei rests his head in her lap.

She twirls a flower stem in his mouth, he inserts it behind her ear.

Suddenly, a flight of YAKS moan over their idyllic spot. One of them, damaged, streams BLACK SMOKE.

Lilya glances away, TEARS drop from her eyes.

Alexei pulls her down, wipes away the tears, gently kisses her forehead.

EXT. RUSSIAN SKIES - MORNING

Alexei's YAK, White 42 -- GUSHES SMOKE, MACHINE-GUN HOLES in the nose, oil SEEPS out of the engine cowling.

Two more YAK fighters escort him back to base.

EXT. SOVIET AIRBASE, FARM HOUSE - MOMENTS LATER

A siren WARBLER.

Aircrew FREEZE, look around anxiously.

FLAK GUNNERS

Swing 37MM guns around, elevate barrels, get ready.

FARMHOUSE

Two crash trucks roar from the farm house toward the runway.

Suddenly, aircrew point toward three BLACK SPECKS in the sky.

The sounds of AIRCRAFT ENGINES intensifies.

YAK Fighters zoom over the field, two pull-up, zoom away.

The third fighter -- SMOKES BADLY -- heads in to land.

Lilya runs outside, sees the damaged YAK sink toward the ground, her hands fly to her mouth.

YAK FIGHTER, White 42

Alexei's fighter, gear down -- touches down -- bounces -- stalls -- FLIPS OVER on its back, SLAMS into the ground -- BOOM -- fireball -- pall of black smoke licked by flames.

Crash trucks move-in and try to rescue the pilot, billowing FLAMES drive them back.

FARM HOUSE

Lilya STUMBLES.

Inna runs over, puts her arms around her, holds her close.

EXT. RUSSIA

A SERIES OF SHOTS

1. RUSSIAN SKIES. Dawn. Lilya and Irina fly their YAKS on patrol.

2. SOVIET AIRBASE. Morning. Lilya and Irina taxi their YAKS up to the farm house, shut down engines.

3. RUNWAY. Noon. Lilya and Irina take off.

4. RUSSIAN SKIES. Afternoon (AERIAL). Lilya and Irina strafe a German TRUCK CONVOY, flame several trucks.

5. RUNWAY. Dusk. Lilya and Irina takeoff.

6. RUNWAY. Dawn. Lilya and Irina take off. The SUN'S RAYS fill the sky with shafts of golden light.

7. RUSSIAN SKIES. Morning (AERIAL). Irina's fighter, white 28, bores in on a German JU-88. GREEN TRACERS zip out -- flashes sparkle over a wing -- bomber EXPLODES.

8. RUSSIAN SKIES. Afternoon (AERIAL). Lilya's YAK, White 23, WHIPSAWS fire across the FW-190 -- FLAMES -- pilot jumps.

9. SOVIET AIRBASE. Evening. Inna and a couple of FITTERS lift LILYA out of her YAK, carry her into the farm house.

EXT. SOVIET AIRBASE, FLIGHT LINE - DAWN

Lilya limps to her plane.

Inna helps her up on to the wing, and into the cockpit, straps her in, gives her a long look.

INNA

Don't do this, Lilya.

LILYA

I have to.

INNA

Please don't do...

LILYA

...CLEAR PROPELLER.

INT. FARM HOUSE - DAY

Inna ties into the new squadron commander, a MAJOR, 30s.

SQUADRON COMMANDER

Litvyak is a soldier, like you and me.

INNA

She lives on borrowed time, comrade.

SQUADRON COMMANDER

I need her flying missions.

INNA

YOU CAN ORDER HER TO STOP. WHAT GOOD IS SHE TO US, DEAD?

SQUADRON COMMANDER

No, the Germans fear her. Dismissed.

Inna spins on her heel, stalks out, furious.

EXT. RUSSIA, LUFTWAFFE AIRBASE - MORNING

Colonel Richter and Captain Kruger look at charts spread out over the elevator on YELLOW 5.

Richter points at a city marked OREL, taps the name with a finger.

COLONEL RICHTER

She was sighted over Orel, here.

CAPTAIN KRUGER

She just shot down two of our best.

COLONEL RICHTER

I want two formations, one is bait...  
The other the ambush party.

A Luftwaffe CAPTAIN, late 20s, and a radio officer, run over with the latest news.

LUFTWAFFE CAPTAIN

Sturmoviks are coming, Herr Oberst.

Richter looks at him quizzically.

LUFTWAFFE CAPTAIN (CONT'D)

No, no reports of her.

CAPTAIN KRUGER

Do we go... This time?

COLONEL RICHTER

Ya, we go.

ME-109s

Richter, Kruger and six additional ME-109s start engines, one after another. Clouds of SMOKE drift back.

RUNWAY, GRASSY FIELD

The ME-109s waddle out to the runway, take off in pairs.

EXT. RUSSIAN SKIES - SAME (AERIAL)

Six STURMOVIKS, summer camouflage, 500 feet up, fly in loose echelon.

EXT. SOVIET AIRBASE - MORNING

The STURMOVIKS waggle their wings as they zoom over the base.

A FLAK GUNNER, 20s, pretty, grimy, yells at her companion, 20s, pretty, tired and dirty.

GUNNER # 1  
Hope they give it to those Germanski  
Zalupa dickheads.

The girls, giggle.

GUNNER # 2  
Lilya's up, I worry about her.

INT. FARMHOUSE, RADIO ROOM - SAME

Radio operators, flight controllers, man radios, sounds of indistinct radio chatter in the b.g.

Inna and Irina enter, walk to a controller and listen in.

INNA  
Anything?

The controller shakes his head.

IRINA  
Lilya can't keep doing this.

The FIELD PHONE buzzes.

A CONTROLLER, 20s, grabs it, listens for a moment, puts the receiver down, grabs his mike.

A HISS as the radio breaks SQUELCH, Lilya on the radio.

LILYA/WHITE 23 (O.S.)  
White twenty-three, in sector four.

RUSSIAN CONTROLLER  
White twenty-three, Ilyushas, on the  
way.

The radio man switches channels -- nothing -- flips through other channels, and then...

German voices SHOUT WARNINGS.

KRUGER/YELLOW FOUR  
I GOT HER, 500 METERS BELOW LEFT.

Irina and Inna exchange concerned looks.

EXT. RUSSIAN VILLAGE - MOMENTS LATER.

Spellbound farm VILLAGERS look into the sky, watch the air battle overhead.

Airplane engines SNARL, Aircraft maneuver wildly at low altitude, villagers point at them.

Sounds of STACCATO cannon and machine-gun fire.

BLACK PLUMES and FLAMES from two shot down ME-109s, in a nearby field, boil up into the sky.

Lilya's YAK claws through ME-109s -- executes a snap roll -- FLIPS INVERTED, dives -- fires.

A ME-109 streaks-in on the YAK -- shoots.

The YAK, hit -- SMOKES -- slants down -- engine whines.

The ME-109s overhead fly away, a trail of SMOKE pours out of two damaged German fighters, fade from view.

Village elder, VALERI KOROSHIN, 70s, motions to his friend, KOSHA, 60s, then points at the damaged YAK as it spirals down,

VALERI

Watch that one, it's ours.

KOSHA

Our plane got three of theirs.

The YAK circles, wobbles, comes in for a gear-up landing.

EXT. RUSSIA, FIELD - MOMENTS LATER

The YAK SLIDES-IN on its belly -- SCREECHES to a stop.

No movement, smoke from the plane spirals-up.

On the village outskirts, Valeri, Kosha, and another villager RUN for the smoking plane.

EXT. RUSSIA, VILLAGE - SAME

A couple of BABUSHKAS watch the men return, GRIM-FACED.

BABUSHKA # 1

Valeri, what's wrong?

Valeri takes a deep breath.

VALERI  
The pilot is dead.

BABUSHKA # 2  
Oh, poor man.

VALERI  
The pilot is a young girl.

The Villagers STARTLE.

KOSHA  
I will go for the authorities.

VALERI  
No. We bury her under the wing of her  
plane... she is ours.

KOSHA  
Agreed... she fought for us. The  
party will claim her as theirs.

VALERI  
Come on then, get some bedding and  
we'll bury her under her plane.

EXT. SOVIET AIRBASE, FARM HOUSE - EVENING

Russian pilots and Inna, downcast, talk.

The Sarcastic Pilot (Lieutenant), who baited Lilya, turns to a  
SERGEANT PILOT.

SARCASTIC PILOT  
The bitch went over to the Germans.

Inna overhears him, SMACKS him across the face, STOMPS away.

He steps back, holds his face, starts to say something.

A male Pilot POINTS a FINGER, glares at him.

The pilots leave.

The Lieutenant rubs his face.

SUPER: FORTY-SEVEN YEARS LATER. RUSSIA - 1990

EXT. MOSCOW, AIRPORT - MORNING

PASSENGERS from a Russian IL-96 PASSENGERS at the terminal.

Two Russians DELEGATES, #1, male, 40s, and #2, female, 30s,  
attractive, greet GILBERT ROLAND, 70s, handsome, crows feet,

silvery hair, former member of the French Normandie Squadron paying homage to the women pilots of the Russian Air Force.

A GERMAN passenger, GUNTER KRUGER, 70s, silver hair, good-looking, mustache, well-dressed, military bearing, walks by.

RUSSIAN DELEGATE # 1

Monsieur Roland, welcome to Moscow.  
Did you have a pleasant flight?

ROLAND

It brought back many memories.

RUSSIAN DELEGATE # 2

Good ones, we hope.

ROLAND

War is never pleasant, madame.

INT. RUSSIAN AVIATION MINISTRY - DAY

Lavish decorations.

People look at posters of Russian planes, pilots, and of LILYA LITVYAK and KATYA BUDANOVA, hung on walls.

REPORTERS snap pictures, interview people, talk to each other.

A Russian WOMAN ATTENDEE, 70s, and her DAUGHTER, 40s, look at pictures of Katya and Lilya.

WOMAN ATTENDEE

It took the bosses all these years to finally honor them.

WOMAN'S DAUGHTER

It doesn't speak well of them, mama.

WOMAN ATTENDEE

They don't want to remember women yanking their balls out of the fire.

INNA, 70s, still pretty, and IRINA, 70s, cane, handsome, both with silver hair, erect bearing, well-dressed, take seats.

IRINA

If not for you, Lilya and Katya would remain ghosts... Forgotten, forever.

INNA

It took me over thirty years to find her plane... Twelve more years to get those bastards to honor them.

Irina reaches over and lays her hand on top of Inna's.

At the ROSTRUM, President GORBACHEV, Russian OFFICIALS and Gilbert Roland.

Lights dim, people rush to their seats.

An HONOR GUARD marches down the aisle with a huge WREATH OF LILIES, place the wreath in front of the rostrum, salute, smartly turn, face the spectators, stand at attention.

Kruger, in the front row, watches Gorbachev award the HERO of RUSSIA medal to YURI, shake his hand, both leave.

The Russian anthem plays to a standing, subdued crowd.

Roland strides to the rostrum, comes to attention, salutes.

ROLAND (IN FRENCH)

(English subtitles)

Even if it were possible to gather and place at your feet all the flowers on earth, it would not constitute sufficient tribute to your magnificent valor. You will live in our memories, forever.

Roland, teary, walks slowly away.

The Honor Guard PRESENTS ARMS, people stand, applaud, cheer, and then sit down.

Kruger remains standing.

He slowly rises his hand, SALUTES.

Reporters and film crews rush over, shove microphones at him.

A Russian WOMAN REPORTER, 20s, inquires.

RUSSIAN WOMAN REPORTER

Who are you, sir?

KRUGER

Gunter Kruger, Luftwaffe piloten.

A FRENCH REPORTER, male, 30s, inquiries.

FRENCH REPORTER

Did you know these Russian women?

KRUGER

Very well.

FRENCH REPORTER  
How is that, sir?

KRUGER  
They shot down many of my friends.

People exchange looks, cluster around Kruger, eager to hear more.

RUSSIAN REPORTER  
What can you say about them?

KRUGER  
They were excellent pilots.

RUSSIAN REPORTER  
Do you find it strange, that as a German, you are here to honor them?

KRUGER  
No.

FRENCH REPORTER  
Do you know who shot her down?

KRUGER  
No.

RUSSIAN REPORTER  
Do you wish you had shot Litvyak down?

An awkward moment, expectant looks.

KRUGER  
It was war then. Today, I would be honored to have known her.

FRENCH REPORTER  
And today... What do you do, sir?

After a moment, he looks around, then turns to the reporter.

KRUGER  
I do some painting, it helps me cope with my memories.

Kruger removes his wallet from his jacket, opens it, removes a faded yellow newspaper picture of Lilya by her YAK fighter.

He glances at it, then hands it to the reporter.

KRUGER (CONT'D)  
She was just a pretty young girl.

The French reporter nods, sympathetically touches his arm.

A couple of people shake his hand.

INNA and IRINA with her cane, approach, look intently at him.

They exchange looks, adversaries once, now, just people with painful memories.

Inna, Irina and Kruger gaze at each other for a moment, and then he nods, bows respectfully, turns, walks through the open doors.

EXT. RUSSIA, SUNFLOWER FIELDS - DAY

Lilya, age 10, arms outstretched, imitates an airplane, flits through the sunflowers waving in the wind, an angelic smile on her face, her blonde curls sparkle in the sun.

EXT. LILYA, BIPLANE - DAY (STILL SHOT)

Lilya, age 17, blonde curls, stands by her biplane, smiles.

EXT. LILYA, YAK FIGHTER - DAY (STILL SHOT)

Lilya, 20s, stands on the wing of her YAK Fighter, smiles.

EXT. LILYA AND PILOTS - DAY (STILL SHOT)

Lilya, Katya, Irina, Inna, in Air Force uniforms, hands linked together stand in front of a YAK fighter, smiling.

EXT. RUSSIAN SKIES - MORNING (AERIAL)

Lilya's YAK flies on Alexei's wing. She blows him a kiss. Lilya and Alexei execute a perfect slow roll, together.

EXT. SOVIET AIRBASE, FARM HOUSE - MORNING (AERIAL)

As it was in 1943.

A RED FALCON, framed by white clouds and blue skies, soars up, and wheels around over Russia below.

Suddenly, the falcon dives, MORPHS into a YAK Fighter, SCREAMS low over the privies, executes two snap rolls.

The privies collapse amid roars of laughter from the ghosts buried below.

FADE OUT

ALTERNATIVE ENDING # 1

EXT. SOVIET AIRBASE, FARM HOUSE - MORNING (AERIAL)

As it was in 1943.

A RED FALCON, framed by white clouds and blue skies, soars up, and wheels around over Russia below.

Suddenly, the falcon dives, MORPHS into a YAK Fighter, SCREAMS low over the privies, executes two snap rolls

FADE OUT

ALTERNATIVE ENDING # 2

EXT. RUSSIAN SKIES - MORNING

A RED FALCON framed by white clouds and blue skies, soars up, and wheels around over Russia below.

The falcon, after prey folds its wings, HURTLES down.

FADE OUT