

White Lily
by
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based on a true story

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BLACK

An AIR RAID SIREN whines in darkness.

A woman mutters in Polish. SHEETS RUFFLE and BED SPRINGS CREAK as she fumbles for something.

A Zippo-style LIGHTER ignites, illuminating LILYA LITVYAK's early twenties face and blonde hair. She lights her cigarette, and CLICKS THE LIGHTER closed.

The cigarette's red tip glows bright as she takes a drag. She lowers it and exhales.

A second AIR RAID SIREN joins the first.

LILYA
(tone indicates a curse)
B'lyad!

More SQUEAKS as Lilya grabs a mechanically powered flashlight, which WHIRRS to life and lights the room when she squeezes the handle.

She gets out of bed and fumbles towards the door.

EXT. MOSCOW - FRONT OF FORMER MANSION - DAY BREAK

The AIR RAID SIREN grows louder outdoors. A former mansion, converted for tenement housing, stands against the early gloom of morning.

Lilya opens a door onto the second story balcony and steps out to survey what is happening.

SLIPPERS made to look like airplanes cover Lilya's feet. They feature a propeller hand-drawn in black marker, and a straight green wooden "wing" across the top.

MOVING UP HER BODY past her ripped and stained pajamas, she holds the flashlight in one hand, cigarette in the other.

She smokes BELOMORKANAL cigarettes. A filterless staple of Russian life, each cigarette features cardboard holder.

A golden Star of David hangs from her neck.

HOLD ON Lilya's tired, impassive face as she smokes. Dark roots and eyebrows betray her blonde hair color. She stands an island of apathy beset by a churning sea of bedlam.

A door opens at the base of the old mansion below where a man carrying a young child in his arms, and a woman, flee.

LILYA
(under breath)
Good luck.

She looks out to --

EXT. MOSCOW - SKYLINE

The bulbous spires of the distant Kremlin are lit by searchlights scanning the early morning sky. Manned anti-aircraft guns dot the scenery. Burnt-out husks and bomb craters pepper the landscape.

BACK TO SCENE

More neighbors rush out of the front door of the mansion.

Lilya drops her cigarette, grinds it under her slipper, and re-enters her tenement.

EXT. MOSCOW - PASTRY SHOP - LATER

The AIR RAID SIREN continues as Lilya, clearly annoyed, rides her bicycle. She stops at a darkened pastry shop.

The "closed" sign (in Russian) on the door does not prevent her from knocking, then entering the store.

INT. MOSCOW - PASTRY SHOP - CONTINUOUS

Lilya looks past the counter.

LILYA
Priviet? Viktor?

VIKTOR, the shop owner, calls from the back.

VIKTOR (O.S.)
Air raids never seem to stop you
from wanting my coffee and donuts,
Lilya.

LILYA
Coffee more important than life.

Viktor, middle-aged, wearing a baker's hat and apron covered in flour, emerges from the back of the shop, holding a lowered shotgun, but brandishing a smile.

He grabs her usual pastry then fills her Thermos with coffee.

VIKTOR

You're lucky I'm the only bastard
crazy enough to be baking when
others are hiding.

LILYA

When raid is over, you will have
monopoly on fresh pastries.

She smiles and clicks her tongue. "TSK TSK"

LILYA

Your profit seeking endangers the
workers, just as Marx foretold.

Viktor holds up his hands in mock surrender.

VIKTOR

Please, don't tell Comrade Stalin.

At the mention of her leader's name, Lilya's smile vanishes.
She pays Viktor, takes her breakfast, and exits the shop.

EXT. MOSCOW - PASTRY SHOP

Lilya exits the shop and mounts her bicycle.

The SOUND OF THE AIR RAID SIREN is joined by the WHISTLING
OF FALLING BOMBS.

LILYA

Viktor! Run!

Lilya rides her bicycle away quickly. BOMBS DETONATE behind
her, each closer than the last, sending forth a shock wave of
rubble and dust which knocks Lilya to the ground.

Dust clouds envelop everything prompting Lilya to cough. She
covers her nose and mouth with her hands.

Scenes of the street gradually emerge, as the clouds settle.

Lilya is covered head-to-toe in brick dust. She picks up her
bicycle and moves back towards the --

DEMOLISHED PASTRY SHOP

LILYA

Viktor?

Viktor's bloody baker's hat lies in a pile of rubble.

Lilya freezes in horror. Her body shakes with anguish. She closes her eyes as she fights to force her emotions back down into the pit of her stomach.

Her eyes open. Devoid of emotion, they peer out from her dust covered face and survey another murdered piece of her life.

She mounts her bicycle, and rides away.

EXT. MOSCOW - AIR RAID SHELTER - DAY

KATYA BUDANOVA, Ukrainian, mid-twenties, emerges from a bomb alongside a man, VLADIMIR and a throng of other Russians.

Katya's black hair is cut short. She wears a brown aviator outfit and jacket with no cosmetics. She carries a well-read newspaper and hands it to a random passer by.

Vladimir, late teens, wears a Soviet military uniform. They walk towards a rack of unlocked bicycles (theft was punished severely).

Katya breaks from him as she takes and mounts her bike.

VLADIMIR

I shall take you on a proper date
while we still hold the city.
Expect me tonight by eighteen
hundred.

KATYA

No matter how hard you try, you
will never get milk from a bull.

VLADIMIR

What does that mean?

KATYA

It means you're wasting your time.

Katya gives a conciliatory smile and rides off.

EXT. SOVIET AIRFIELD - AFTERNOON

Katya parks her bicycle and walks inside the gate.

A Po-2 biplane, a two-seater with no guns, a narrow fuselage and Soviet stars on the wings, moves past her as it taxis for takeoff.

She sees Lilya covered in brick dust and approaches her.

KATYA

What happened to you?

LILYA

Brilliant Nazi Plan. They bombed my coffee shop. B'lyad!

KATYA

Hold out your arms.

Lilya holds out her arms. Katya dusts off Lilya, walking around her as she does so. The human touch feels good to Lilya, who attempts a smile.

After Katya finishes, Lilya hands her Thermos to Katya.

KATYA

Spasibo.

Katya's tone and body language indicate that this word means "thank you."

KATYA

I haven't had coffee in days.

Lilya watches as Katya pours coffee into the lid of her flask. Katya savors the smell of it, then drinks.

LILYA

Keep it. I can't be a bird with that weighing me down.

They walk toward the barn.

EXT. MOSCOW - SOVIET AIRFIELD - BARN - CONTINUOUS

Lilya and Katya enter a repurposed barn that now serves as an aerodrome. Instead of bits and bridles, flight helmet and goggles now hang from hooks, with names painted above each.

Katya grabs her named helmet off the hook.

KATYA

I read in "IZVESTIA" that Stalin is creating three new female air divisions under Marina Raskova.

LILYA

"There is no news in the truth..."

KATYA

"...and no truth in the news. I know"

EXT. SOVIET AIRFIELD - CONTINUOUS

Lilya walks in front of Katya as they exit the barn and move towards two waiting male student pilots, IVAN and PIETER (late teens). Both are pure blooded Russians from well-connected families.

KATYA
Even so, civilian flight
instructors such as ourselves would
be the first inducted.

LILYA
(to the men)
You think Stalin will put me in a
fighter cockpit?

Pieter and Ivan find the notion humorous.

IVAN
A Polish Jew WOMAN Air Force pilot!

PIETER
A joke in search of a punchline.

Lilya motions to them as she turns to Katya.

LILYA
You see.

KATYA
Marx wrote that you can judge the
progress of a society--

LILYA
We fly or read Communist Manifesto?

EXT. LILYA'S Po-2 - MOMENTS LATER

Lilya leads Ivan around the biplane going through a pre-flight check.

She leans into the engine compartment to check the oil level. Ivan leans in behind her and puts his arm around her waist.

Lilya bristles, and guides Ivan back using her elbow.

Ivan follows her with his eyes as she climbs into the rear cockpit.

She pulls knobs and switches in the cockpit.

LILYA
Contact!

Ivan heaves on the propellor, which ENGAGES THE MOTOR briefly before stalling out. He tries again.

Lilya watches in annoyance as Ivan makes more attempts to start the motor, but a look of relaxation and release come over her when the ENGINE ROARS TO LIFE.

She closes her eyes and smiles.

Lost in her own moment, she takes no notice of Ivan as he climbs into the front cockpit.

Lilya taxis the plane onto the runway.

EXT. SKY - LILYA'S Po-2 - MINUTES LATER

Propwash whips through the front and back open air cockpits of the biplane. The ENGINE NOISE forces the pilots to communicate with a mixture of shouts, lip reading and hand signals.

Lilya flies with both hands on the stick. She scans the horizon for any hazards.

She sees Katya's biplane flying into the clouds.

Katya's irregular maneuver prompts a look of concern from Lilya who scans the horizon.

LILYA
Stick is yours!

IVAN
What?!

Lilya holds up her hands and keeps them raised.

He gets the message and takes control. He flies the plane, then looks and sees --

A Bf-110 NAZI HEAVY FIGHTER

-- bearing down on them. The Bf-110 is a large, double-engine fighter with a longer range than most. An Iron Cross adorns the tail.

IVAN, panicked, points to the enemy and curses in Russian.

IVAN
Eto piz dets! He's coming fast!

The Bf-110 zooms past their Po-2 as if it were standing still, then circles back for another pass.

LILYA'S FACE betrays no signs of fear. Attempts on her life have lost their novelty.

She fights for control of the plane, but Ivan has the stick in a death grip.

IVAN
What's he doing?!

LILYA
Setting up kill shot!

IVAN
On who? ... us?! Bozhe moi!

Ivan flails at the controls. The wings of the Po-2 begin jerking back and forth in response.

LILYA
Don't kill us for him. Bank right!

IVAN
Shouldn't we run away?!

LILYA
He has ten times our speed. How far you think we get? Turn!

Ivan pulls the stick to the right.

Their SLOW MOVING BIPLANE turns a tight circle.

The NAZI FIGHTER moves much faster. Unable to turn nearly as tight a circle, it overshoots them.

LILYA
Hey Fritz!

Lilya grabs her Star of David necklace and brandishes it out from her neck with her left hand. Her right hand extends the middle finger, which she waves vigorously.

LILYA
You don't want to see what this Jew could do if this plane had guns!

IVAN
Do you want to die? Why are you provoking him?

LILYA
Most frustrated men give up after
ninety seconds!

Ivan trusts his parachute than this crazy woman. He unbuckles his safety harness and stands.

IVAN
I've got to get out of here!

Lilya grabs the stick and steadies the plane.

LILYA
So the Polish Jew suka is braver
than the Russian man?! Huh!

Anger registers on Ivan's face. He regains control of his fear and sits back down.

THE Bf-110

-- circles a bit, then flies away.

LILYA
See! If this scares you, you're not
ready for the front.

EXT. SOVIET AIRFIELD - AFTERNOON - LATER

Katya and Pieter climb out of their plane.

KATYA
Well, today's lesson was hiding in
the clouds from the Luftwaffe.

PIETER
A valuable lesson. Spasibo.

Katya watches Lilya's plane land and breathes a sigh of relief. She walks towards Lilya but is interrupted by a MALE COURIER, mid-teens, who runs up to her with an official order. She signs his book and he begins searching for others.

She glances at the envelope, looks to Lilya's plane, then double-takes back to the letter.

As Lilya parks her plane, Ivan bolts out of it.

He falls to his hands and knees, and pukes.

Lilya pulls a knob in the cockpit to kill the engine. She climbs down from the plane, and comes to stand over Ivan.

LILYA
What you did was normal. Don't be
ashamed.

Ivan is bent over, throwing up. Lilya stands over him.

LILYA
Long-range scouts come for
pictures, not kills. They risk
running out of fuel to bring you
down.

Ivan looks up at Lilya in confusion, then hurls again.

LILYA
No more honorable way to die than
trading a biplane for a heavy
fighter.

Lilya walks towards Katya, who is reading the letter.

KATYA
(reading)
"You are ordered to report to
Saratov airbase for basic fighter
training."

The male courier approaches Lilya. He gives her a written
order. She signs his book, and he departs.

LILYA
They give us guns?

MONTAGE - KATYA AND LILYA GO HOME

-- EXT. STREETS OF MOSCOW - DAY

Lilya rides on her bicycle down the streets of Moscow.

-- INT. RURAL AREA EAST OF MOSCOW - TRAIN - DAY

Katya reads while riding in a crowded train car.

-- EXT. MOSCOW - LILYA'S MOTHER'S APARTMENT

Lilya parks her bicycle in crowded rack in front of an
apartment building.

-- EXT. KATYA'S FAMILY HOME

Katya opens the gate in front of her home and enters a yard cluttered with farm equipment and chickens.

-- INT. LILYA'S MOTHER'S APARTMENT

ADRIAN(late 40s, Polish, pant suit) greets her daughter, Lilya, at the apartment's entrance then invites her to sit for tea.

-- INT. KATYA'S FAMILY HOME

Katya sits at a table setting with her mother, MARTA, adorned in a simple dress.

-- LILYA AND ADRIAN sit at tea. Lilya removes the recruitment letter from her jacket.

-- MARTA reads the recruitment letter.

To reflect that Katya speaks to her mother in their native Ukrainian, Katya's accent and cadence should be different.

KATYA

A wonderful opportunity for women--

-- ADRIAN looks at the letter confused.

ADRIAN

I still haven't mastered Russian,
what does this say in Polish.

LILYA sounds natural as she speaks in her native Polish.

LILYA

Mother, we've been in this country
the same amount of time. You need
to learn the language.

Adrian waves aside her concern.

LILYA

In Polish, it says that they
drafted me in the Soviet Air Force.

INTERCUT DIALOGUE BETWEEN DIFFERENT CONVERSATIONS

MARTA

Ladies are not made to fight.

KATYA

Physical strength doesn't matter in the air. Our smaller size means a lighter plane and a less cramped cockpit.

ADRIAN

You would fight for the Soviets?

LILYA

Really mother, you must be more careful about what you say. It could lead to your denouncement.

MARTA

After what they did to our people? If your father were still alive....

KATYA

We must oppose the Nazis.

LILYA

I can win honor for our family--

KATYA

-- having a war veteran for a daughter.

LILYA

Never will I have a better opportunity to make a difference.

ADRIAN

(shaking her head)

My only daughter, laying down her life, for the Russians.

MARTA

Only dykes become soldiers.

Katya, crestfallen, looks down in shame.

END MONTAGE

EXT. SARATOV MILITARY AIRFIELD - AFTERNOON - DAY

A Soviet fighter whizzes by a slow-moving Po-2 biplane, both painted green, with Soviet stars on the fuselage.

INT. 586TH COMMANDER'S OFFICE - DAY

Katya and Lilya stand in their aviator garb outside the office of TAMARA KAZARINOVA (38). Katya knocks.

TAMARA (O.S.)

Enter.

Tamara wears an unadorned tailored black uniform. Seated behind her desk reading a manual, she glances up as Katya and Lilya enter the room. A walking cane rests beside her desk.

TAMARA

Recruitment letters...?

Confusion. Then Katya and Lilya each remove the letter from their pockets and present them to Tamara.

Tamara takes the letters, finds the names, and searches through the stacks of papers on her desk.

TAMARA

Many applicants were rather creative with their total flight hours. Like you, Miss Litvyak, who has logged over
(checks the file)
five hundred hours at the age of nineteen.

LILYA

I was a flight-

TAMARA

As of today, Miss Litvyak, you will only speak to me in response to a direct question. Understood?

LILYA

Da, Captain.

TAMARA

What kind of a name is Litvyak?

LILYA

Polish.

TAMARA

Well that should motivate you to hate the Nazis who invaded your country, hmm?

LILYA

Absolutely. Hate the Nazi invaders.

Tamara nods as she marks the file.

LILYA
The Soviet invaders on the other
hand--

TAMARA
(anger)
Another comment like that and I
will report you to the commissar.

Tamara scans Lilya's face for defiance.

TAMARA
Raise your right hands, and recite
the Citizen's Pledge.

Lilya and Katya raise their right hands over their heads,
with their elbows slightly bent. They've said this pledge
countless times.

KATYA AND LILYA
I, a citizen of the Union of Soviet
Socialist Republics, joining the
ranks of the Worker's and Peasant's
Red Army, do hereby take the Oath
of Allegiance and do solemnly...

GRADUAL ZOOM ON KATYA'S FACE

KATYA'S FLASHBACK - EXT. UKRAINIAN FARM - AFTERNOON (1927)

A rundown farmhouse squats beside a pig sty, and a field of
grain.

KATYA (V.O.)
...vow to be an honest, brave,
disciplined and vigilant fighter...

YOUNG KATYA (11) performs chores on her parents' farm,
wearing overalls, and her black hair in a bob. She fetches
pails of slop, two at a time, without difficulty.

KATYA (V.O.)
...to guard strictly all military
and state secrets, to obey
implicitly all Army regulations...

Sako (40s) takes the slop from her and feeds the pigs in the
pen.

Young Katya hears the sound of a plane and runs inside.

She re-emerges with a primitive toy plane carved from a block of wood. She runs down the dirt road, holding it aloft.

KATYA (V.O.)
...and orders of my commanders,
commissars and superiors.

She looks up at the biplane, and waves.

She sees the distant biplane pilot wave back to her.

This interplay amuses Sako who smiles broadly.

Katya jumps up and down, and giggles.

Marta (40s) storms out of the house, her face a mask of rage.

MARTA
Get back to work!

BACK TO SCENE

Katya and Lilya continue to recite the pledge.

KATYA AND LILYA
I vow to study the duties of a
soldier conscientiously...

Rage gradually builds inside Lilya.

GRADUAL ZOOM ON LILYA'S ANGRY FACE

LILYA'S FLASHBACK - PUBLIC EXECUTION - DAY (1930)

YOUNG LILYA, stern faced, holds her mother's hand which mirrors the previous scene.

LILYA (V.O.)
...to safeguard Army and National
property in every way possible...

Adrian, early thirties, is trying to be strong for her daughter. Both mother and daughter are dressed in black, with their garments torn over their hearts.

LILYA (V.O.)
...and to be true to my People, my
Soviet Motherland...

Armed Soviet guards escort a bound man in a black hood, DASHA'S FATHER, to the gallows. The crowd calls for blood.

DASHA, another young Russian girl, is to Lilya's left. Dasha screams, and grips Young Lilya in a tight embrace.

DASHA
Daddy! Bozhe moi!

Young Lilya puts both arms around Dasha. They clutch each other tight. Lilya's mother steps behind them, and joins their embrace.

LILYA (V.O.)
...and the workers' and peasants'
government to my last breath.

Dasha's Father is brought onto the gallows. An executioner puts a noose around his neck.

DASHA
Nyet... Nyet!

The executioner pulls the lever. The floor drops out from underneath Dasha's Father. His neck breaks with a CRUNCH.

LILYA (V.O.)
I am always prepared at the order
of the Workers' and Peasants'
Government to come...

Dasha, hysterical, screams and falls. Young Lilya and Lilya's Mother hold her close, as she kicks and screams.

<p>ADRIAN Blessed are you, Lord our God, King of the Universe, the true judge.</p>	<p>LILYA (V.O.) ...to the defense of my motherland, the Union of Soviet Socialist...</p>
--	--

Another male prisoner is brought onto the gallows. A hood is placed over his head by the executioner.

YOUNG LILYA
Nyet. Daddy!

Adrian grabs her and tries to shield her, but young Lilya breaks free, and runs towards the gallows.

LILYA (V.O.)
...Republics and, as a fighter of
the Worker's and Peasant's Red
Army...

A guard blocks her way, but she dives between his legs and comes rolling up on the other side.

YOUNG LILYA
 Leave my Daddy a-

Another blocks Lilya and swings at her with the

BUTT OF HIS RIFLE

BLACK

KATYA AND LILYA (O.S.)
 ...I vow to defend her
 courageously, skillfully...

BACK TO SCENE

PULL AWAY from Lilya's once broken nose.

They pause for a breath. Surely this pledge must be over.

KATYA AND LILYA
 ...credibly and honorably, without
 sparing my blood and...

Tamara, bored of the pledge, reviews pages on her desk.

Lilya's voice hardens to outright contempt.

KATYA AND LILYA
 ...my very life to achieve victory
 over the enemy.

Katya grows concerned about Lilya's hostile tone.

She sees that Tamara is looking at her paperwork, so she
 knocks Lilya on the shoulder with her raised right hand.

Lilya looks to Katya. Katya shakes her head, "no." They
 finish the oath monotone.

KATYA AND LILYA
 And, if through evil intent, I
 break this solemn oath, then let
 the stern punishment of Soviet law,
 and the universal hatred and
 contempt of the working people,
 fall upon me.

Tamara checks boxes on a form, then signs her name. She
 doesn't look up from her paperwork as she says--

TAMARA
 I welcome you into the People's
 Army.

(MORE)

TAMARA (CONT'D)

You are hereby commissioned with
the rank of Lieutenant Junior
Grade. Dismissed.

INT. BARRACK'S HALLWAY

Katya and Lilya exit Tamara's office.

KATYA

What the hell was that about?

Lilya holds up her right hand as if to say, "leave me alone,"
and increases her stride to pull away from Katya.

Katya stops, and calls after her.

KATYA

Lilya!

Confused and unsure how to reach her, Katya just stands
there. FOOTSTEPS FADE as Lilya walks away.

INT. 586TH BARRACKS - AFTERNOON - LATER

RAISA BELIAEVA and MARIA KUZNETSOVA, late teens, sit on bunks
next to each other. Friends before this, they draw together
in a frightening environment. They tailor the male uniforms
they were issued with needle and thread.

RAISA

Lucky my mother taught me to sew.

MARIA

So far, I'd doing more tailoring
than soldiering.

Lilya sits on her bunk across from Raisa and Maria. She cuts
the fur out of her boots with scissors. SNIP.

LILYA

As Marx wrote. "to each according
to his needs."

RAISA

(smiles and nods)
What's your name?

LILYA

(snipped her boot)
Lydia.

RAISA

Lydia. My name is Raisa. This is my friend Maria.

MARIA

Hi.

Lilya nods and looks back to her task.

SNIP. SNIP. She cuts the fur lining free of the boot.

She picks up her jacket and starts pinning the fur in place around the neck.

Katya walks to the bunk across from her, carrying a white snowdrop lily flower. She sees Lilya's handiwork.

KATYA

A fur collar. Ingenious.

LILYA

Like to keep my neck snug.

KATYA

Agreed. It just needs one thing.

Katya holds forth her flower.

Raisa stand up and notices something. She walks to the window and looks out.

RAISA

Fighters just landed!

Commotion in the barracks, as the women in the squadron put down their tasks and race outside.

Lilya turns from Katya and begins putting her boots on.

EXT. SOVIET AIRFIELD

Two MALE SOVIET OFFICERS stand in front of a Yak-1.

The Yak-1 has thin, wooden wings. One gun barrel points through the propeller shaft. No armor. No frills. Black and green Soviet paint scheme. One doesn't sit quite level.

The two officers walk towards the aerodrome. They see a group of women coming out of the barracks towards them.

The younger of the men, ALEXEI SOLOMATIN early 20s, rolls his eyes as he looks the women over.

ALEXEI

Hard to believe it's come to this.

NIKOLAI BARANOV, mid 30s, just nods. The purges, followed by the war, made Nikolai a survivor who keeps to himself. He takes out a cigarette, and lights it as the women gather around to look at the fighters.

Lilya steps forward and salutes. The Soviet salute is similar to the American, but the hand is further off the head.

LILYA

(still saluting)

Spasibo comrades, for ferrying us these planes.

Alexei and Nikolai ignore Lilya.

Three other MALE SOVIET AVIATORS finish tying off their planes, and walk to the gathering.

Tamara, walking with a cane because of an old war injury, approaches and salutes. Alexei and Baranov salute back.

Lilya uses this opportunity to drop her salute.

TAMARA

I am Captain Kazarinova.

NIKOLAI

As promised, Captain, I am leaving three planes, and one instructor.

Alexei's face broadcasts his contempt.

NIKOLAI

(whispers to Alexei)

Humor them, Alexei. You pretend to instruct them; they pretend to be fighter pilots. It's how the system works.

Alexei nods.

NIKOLAI

Come, men. We're leaving.

EXT. SARATOV AIRBASE - HANGAR - DAY

Alexei stands in front of a Yak-1 fighter. Tamara, Lilya, Katya and the rest of the 586th squadron stand around him.

ALEXEI

This fighter is the Yakovlev One.
We call it the Yak.

Alexei points to the women of the 586th.

ALEXEI

You will ferry these planes to the
front line squadrons. I'm supposed
to teach you combat flying, but for
you ladies, when you encounter the
enemy you will dive and disengage.

Lilya snorts and rolls her eyes in disgust.

TAMARA

Lieutenant Litvyak, do you have
something to say?

Lilya shakes her head.

ALEXEI

(points at the gun)
It has only one gun.
(knocks on the wing)
And wooden wings. So it's lighter
than the enemy. You should be able
to get away. You can try and radio
for help but
(shrugs)
it doesn't have much of a radio.

Anxious murmurs from the crowd.

ALEXEI

(motions them closer)
Oh, it's not all bad, ladies. Come
get a closer look.

The women draw closer. Lilya moves to Alexei, while Katya
ducks under the plane to see the undercarriage.

Katya notices that the wheels are irregular.

KATYA

Lieutenant Solomatin, this plane
seems to have wheels that are
different sizes.

Alexei ducks his head under the plane.

ALEXEI

Hmm. Oh! Da. The wheels are different sizes, but as long as they match the wheel wells, who really cares?

Katya does not seem reassured.

Alexei brings his head back from under the plane.

ALEXEI

Look, ladies... the Nazis reduced the Yakovlev factory to a crater. Nevertheless, the spirited workers kept assembling planes for us to fly. Let's not mock their achievement.

LILYA

When you teach us to run away?

ALEXEI

I'll start with you.

EXT. SARATOV MILITARY AIRFIELD - AFTERNOON

Alexei and Lilya stand in front of each other. Both are now wearing their flight helmets and goggles. The other women of the 586th, including Tamara, are watching.

ALEXEI

So, after we take off, I circle to the south, you to the north. Soon as we can see each other, we engage, da?

Lilya nods. Walks to her Yak-1 and climbs in.

INT. LILYA'S COCKPIT

Lilya closes the overhead canopy. She looks out onto the horizon, which is tilted slightly because the plane is not level on the ground.

She tilts her head to the left slightly.

HER HORIZON now appears level.

She smiles, flips a few switches, and her ENGINE STRUGGLES TO TURN OVER.

She tries again. This time the ENGINE ROARS TO LIFE.

A broad grin spreads over her face as she begins to taxi.

AIRFIELD

Lilya's and Alexei's fighters taxi to end of the runway.

LILYA looks over and sees --

EXT. ALEXEI'S COCKPIT

He nods to her, and points down the runway.

LILYA

-- throws the throttle forward. Her ENGINE RESPONDS.

LILYA
LET'S FLY!

The ground starts to roll by, then fly by as she picks up speed. Lilya pulls back on the stick.

Her head is forced back against the plane as the the nose of her plane lifts.

A joyous laugh as she waggles her wings and sees the ground fall away below her.

Her face beams with confidence and anticipation as she scans the horizon for Alexei and sees--

EXT. SKY

Alexei's plane executes a banking turn.

INTERCUT DOGFIGHT

Lilya grips her stick tightly and pulls back.

LILYA'S YAK-1 BLEEDS OFF SPEED

-- as she pulls the plane into a steep climb.

ALEXEI (RADIO)(V.O.)
Good move. Altitude is key.

LILYA looks down and sees Alexei's plane circling below her.

LILYA
Keep talking professor.

She pulls her stick to the left which causes her plane to roll to the left as she exits her climb.

She looks and sees Alexei's plane circling below her.

She grins broadly as she pushes the stick forward.

LILYA'S PLANE DIVES TOWARDS ALEXEI'S PLANE

ALEXEI pulls his stick back.

ALEXEI

B'lyad!

ALEXEI'S PLANE pulls up into a climb as Lilya's plane zooms past him nose down.

LILYA sees him and pulls back on the stick.

HER PLANE FOLLOWS ALEXEI'S PLANE INTO A STEEP CLIMB

ALEXEI continues searching for Lilya behind him.

LILYA (RADIO) (V.O.)

(triumphant)

Which of us should run away?

Alexei sees his airspeed decreasing sharply as his climb continues.

ALEXEI'S PLANE LOSES SPEED AND STARTS TO SHUTTER

Her plane is right below him.

LILYA'S GUNSIGHT POV

Alexei's stalled fighter presents an easy target. She lines him up right in the middle of her crosshairs.

ALEXEI'S STALLED PLANE BEGINS FALLING BACK TO EARTH

ALEXEI

(cursing)

Piz'da.

Alexei fights the stick to regain control. He pushes the nose of his plane down.

The ground is coming up fast.

Lilya follows in line right behind him. Both are now diving.

Alexei gets control of his plane and pulls the nose up, but Lilya's plane keeps diving.

ALEXEI (RADIO)

Lilya. Pull up! You're going to crash.

LILYA (RADIO) (V.O.)

Nyet.

EXT. SARATOV AIR FIELD - CONTINUOUS

The women of the 586th "Ooh" and "Ah" as Lilya's plane draws closer. Her ENGINE ROARS as she pulls her fighter into an inside loop, right over the ladies on the airfield.

Lilya's ENGINE SPUTTERS as she rolls upside down, but it soon recovers as the nose of her plane points down again.

Picking up speed as she dives, her plane zooms over the ladies of the airfield just a few feet off the ground.

Katya holds her arms up in a triumphant "Y" as Lilya's plane passes overhead.

Tamara is furious, and begins muttering obscenities.

TAMARA

Lieutenant Budanova, stop... being happy!

KATYA

(dour expression)

Da, Captain.

RAISA

(to Mariai)

Her first victory may be her last.

Alexei brings his plane in for landing. Lilya positions to land after him.

Lilya's plane touches down and taxis. She brings her plane to a stop and DISENGAGES THE ENGINE.

Tamara, walking slowly with her cane, leads the women of the 586th to Lilya's fighter like an angry mother duck leading a flock of somber ducklings.

Triumphant shows in Lilya's face as she pulls back her canopy. She stands up in her cockpit with both arms raised.

LILYA

Not so tough.

TAMARA
Lieutenant Litvyak. I am grounding
you for insubordination.

Alexei walks up and joins the group.

TAMARA
And so help me, I will make sure
you will never fly again!

Alexei walks to Tamara and whispers in her ear.

TAMARA
I don't care.

Alexei, still whispering, puts a hand on Tamara's shoulder.

Katya motions Lilya to climb down. She does.

Alexei continues whispering. Tamara's face shows she's losing
this battle. She looks at Alexei, then back to Lilya.

TAMARA
This isn't over, Lieutenant.

Alexei and Tamara walk away, leaving the bewildered squadron.

KATYA
So what now?

LILYA
Vodka!

INT. SARATOV OFFICERS' CLUB - MAIN ROOM - NIGHT

Lilya and Katya CLINK glasses together.

LILYA, KATYA
Na zdorovie.

They drink their vodka.

Lilya puts her glass down. She looks over to see Alexei and
Raisa at the bar.

Raisa is shifting her weight into Alexei, who puts his arm
around her as he motions to the bartender for more drinks.

KATYA
So what did you think of the Yak?

Lilya turns from the bar back to Katya.

LILYA

Not bad for a plane built in a
crater. It's...
(searches for word)
like penis. Look bad, feel good.

Katya laughs.

LILYA

Entire plane look like toy model
put together by child. Except not
all pieces were in box. And child
was blind. And then, chewed by dog.
(holds hands apart)
Big dog.

KATYA

Well compared to the biplanes--

LILYA

Amazing! I tell you Katya. In the
air. All that speed and power.
For the first time, I felt truly
free.

Lilya takes a glance at the bar. Raisa is running her fingers
through her hair flirtatiously as she listens to Alexei.

KATYA

Only when we eat a lemon can we
appreciate what sugar is.

Lilya's gaze remains on the bar.

KATYA

How was the radio?

LILYA

(looks to bar, distracted)
The radio... it was... hard to
communicate. Never know if other
person heard you.

Katya grows annoyed as she watches Lilya watch Alexei.

KATYA

(frustrated)
Quite frustrating.

Lilya nods and stands up.

LILYA

You want drink from bar?

KATYA

Nyet.

Katya's eyes follow Lilya as she walks to Alexei.

She stands from the table, and walks off.

RAISA

That suka got lucky.

ALEXEI

I think you would be the better wingman Raisa.

Lilya announces her presence, which startles Alexei.

LILYA

Really, Lieutenant? You are my instructor. You have something to say, say it to me.

RAISA

Are you drunk? This is not the time or place for this conversation.

LILYA

Apparently it time and place to talk about me, just not to me. Is that it?

WOMEN'S BATHROOM

Katya stands at the bathroom sink and studies her reflection. She fixes her hair then leans closer to the mirror to check for blemishes.

MAIN ROOM

Raisa and Alexei are at a loss for words as Lilya stares them down.

LILYA

Don't get many women on the front, do you, Lieutenant?

ALEXEI

You know as well as I.

LILYA

Da. I do. Well, Raisa is willing, if you want her. But I have something she does not.

ALEXEI

What's that?

LILYA

Taking to bed the one woman who
beat you in the air.

RAISA

Who even said we were going to bed?

LILYA

Everyone here can see what you want
Raisa.

Intrigue loosens Alexei's grip on Raisa as Lilya leans in
close to him.

LILYA

You lose to me, so you have to be
man with her? Take to your bed?
Hold her down? Be forceful?
(shakes her head)
You want to show who is boss, then
start with me? The woman who beat
you.

Alexei ponders Lilya's words. Raisa is taken aback by the
whole situation.

RAISA

Surely you're not responding to
this!?

LILYA

Disengage Raisa. You lost your
shot.

Raisa steps away from Alexei hurt, confused, and angry. She
flees towards the women's bathroom.

WOMEN'S BATHROOM

Katya splashes her face with water. Looks at her reflection.

KATYA

Moment of truth.

She nods, adjusts her uniform, and exits.

MAIN ROOM

Katya exits the bathroom and passes a furious Raisa who
storms past her muttering a string of Russian obscenities.

Katya sees Lilya at the bar with Alexei who hurriedly puts money down. He puts his arm around Lilya and they walk away.

Lilya turns briefly to look at Katya. She smiles to Katya before leaving with Alexei.

Katya is crestfallen. She walks to the bar and raises her hand to get the bartender's attention.

KATYA

Vodka.

INT. SARATOV HOTEL ROOM - NEXT MORNING

Alexei and Lilya lie next to each other in bed. Both are naked and asleep.

The light of the morning wakes Lilya from her slumber. She stirs, sits up and on the side of the bed, and lights a cigarette.

She grabs her Star of David necklace from off to the side table and put it on her neck which shows light ligature marks from a towel made the previous evening.

Lilya's rousing awakens Alexei who reaches out and tries to pull her back into bed, but she pulls away.

LILYA

Playtime is over.

Lilya quickly begins gathering her clothes into one pile.

ALEXEI

(gets out of bed)

Lilya, what's wrong? Did I hurt you?

Lilya sits in a chair across the room from Alexei. She continues to smoke her cigarette as she gets dressed.

LILYA

No more than I asked you to.

ALEXEI

So why are you running off?

LILYA

(puts on pants)

We have to get back to base.

Alexei glances at his watch as Lilya puts on her shirt.

ALEXEI

Not for another hour. Are you hungry?

LILYA

(puts on boots)

Save courtship for nice girl you can take home to family.

Alexei walks to stand over Lilya, still seated.

ALEXEI

You are a nice girl, a nice Jewish girl. My mother warned me.

LILYA

(stands)

So we are good for bed, but not marriage?

Lilya walks towards the door.

ALEXEI

Good in a plane too. That's why I saved your career.

LILYA

My career?

ALEXEI

Tamara was going to end it. I threatened to go to the commissar. Make it an issue for the Ministry of Propaganda.

LILYA

Why would you do that?

ALEXEI

Because I've never seen anyone fly like you. If Stalin has a hundred fliers like you--

LILYA

(flash of anger)

Stalin doesn't have me.

ALEXEI

Bozhe moi!

LILYA

(turning to leave)

Well I'm thankful for Tamara.
Spasibo.

ALEXEI

And I would love to take a woman
like you home.

Lilya exits.

INT. 586TH BARRACKS - DAY

The 586th squadron mills about as Lilya enters the barracks.
Katya is putting a white lily into a tin cup of water.

The flower is a Snowdrop (Galanthus Elwesii) which blooms in
winter with a white bulb over a green stalk.

She looks up to Lilya enter, then approaches her.

Raisa looks up from reading a technical manual. Upon seeing
Lilya, she begins a slow clap.

RAISA

Congratulations, Litvyak.

Raisa gets up from the bed and approaches Katya and Lilya.

RAISA

First, you emasculate your
instructor in front of the whole
squadron, then you soothe his ego
by spending the night.

KATYA

You're out of line, Beliaeva.

RAISA

Nonsense. You can't undermine a
man's pride like that and expect
him to face the enemy. He might
lose confidence in combat. And who
would we have to thank for that?
Suka.

Lilya pushes Raisa backwards over a bunk.

KATYA

Jesus!

Raisa hits the ground hard. Maria moves to help her up.

RAISA

B'lyad. Captain Kazarinova will
hear of this. Piz'da!

LILYA
You think they had other pilots to
fly that we would be here?

Katya grabs Lilya and starts pushing her back.

KATYA
Come on, let's go for a walk.

Katya leads Lilya out of the barracks and into the --

INT. SARATOV AIRBASE HANGAR

Katya, already anxious, sees the bruise on Lilya's neck.

KATYA
(shocked)
What happened to your neck. Did he
hurt you?

LILYA
Nyet.

KATYA
Did he rape you?

LILYA
Nyet.

KATYA
What the hell is going on? I turn
around and you're going home with
that guy and then, this morning,
and your neck and--.

LILYA
I'm fine. He didn't hurt me. Raisa
had it coming. And you
(points)
are not my mother.

KATYA
(calming down)
I know. It's just... I care. Am I
not allowed?

Katya spies a torn silk parachute on a nearby wall. She walks
over to it and feels the torn material in her hands before
looking back at Lilya.

INT. 586 BARRACKS - LATER

Lilya and Katya re-enter the barracks. Lilya is now wearing a silk scarf made from the white parachute material.

Maria sits with Raisa who glares at Lilya.

EXT. SARATOV AIR FIELD - DAY

Planes take off and land amidst a sky of white puffy clouds. Sun rays play over the fields of dead grass and sparse snow.

TIME CUT TO:

EXT. SARATOV AIR FIELD - WINTER - SIX MONTHS LATER - NIGHT

Snow falls from dark winter clouds, piling up on Saratov Air Field. SUPER: "October, 1942"

Dark figures with locked arms, ten across and twenty deep, bundled against the intense cold, stomp in a grim formation to level the snow on the runway.

They move in a slow, exhausted fashion as Tamara, standing next to a burning barrel, shouts instructions and threats that are muted by the wind.

INT. 586TH MEETING ROOM - DAY

The 586th squadron are seated around the meeting room.

Lilya smiles as she reads a letter. Her scarf is now multicolored, each segment of parachute silk dyed a different pastel.

RAISA

The boy writes to you everyday.
Your kiska must be magical.

Lilya takes out a cigarette and proceeds to roll the letter around it. She lights it and takes a deep drag, burning the letter as she does.

She blows a large cloud of smoke in Raisa's direction.

LILYA

Satisfied?

Tamara walks into the room. Katya sees her and comes to attention.

KATYA

Attention!

The room comes to attention as Tamara walks to the podium in front of the class. Behind the podium, a tactical map of Stalingrad which shows Nazi control of most of the city.

TAMARA

At ease.

They sit back down.

TAMARA

The defense of Stalingrad continues. The Nazis control much of the city and have annihilated entire squadrons to the last man.

Maria and Raisa anxiously whisper to each other.

Katya seems filled with dread. Lilya, seated next to her, is unfazed and confident.

TAMARA

Marina Raskova has ordered the five-eighty-sixth into Battle over Stalingrad.

Shocked gasps and the murmuring grows still more anxious.

MARIA

Bozhe moi.

TAMARA

Combat missions begin tomorrow. We will support the four-thirty-seventh. For those who don't make it back, it was an honor serving with you. Good hunting.

Tamara leaves the room.

The women of the squadron begin talking in hushed, anxious bursts save for Lilya who seems to be almost savoring the smoke of her letter cigarette and she stands to leave.

RAISA

(apologetic)

Lilya. About what I said.

Lilya shrugs and walks out of the room.

RAISA

For once, I'm glad she's with us.

MARIA

Where does her courage come from?

KATYA

I wish I knew.

EXT. SKY - GROUP OF YAK-1 FIGHTERS - DAY

The 586th flies in loose formation accompanied by the DRONE OF MULTIPLE ENGINES. Each fighter pilot is in the cockpit of his or her plane and communicate via radio when necessary.

KATYA'S AND LILYA'S FIGHTERS

Katya and Lilya fly as a pair, ready for combat. Lilya's plane is numbered "32" and Katya's is "34".

TAMARA (V.O.) (RADIO)

No calls to engage so far. Stay alert, and radio back contacts.

INT. KATYA'S COCKPIT - CONTINUOUS

Katya anxiously scans the horizon. The frenetic movements of her head constantly at war with the oxygen hose attached to mask on her face.

KATYA (RADIO)

I hate this damned mask.

INT. LILYA'S COCKPIT

Lilya's multicolored silk scarf accents her oxygen mask and reinforces her calm demeanor.

Wire holds a single white lily to her instrument panel.

LILYA (RADIO)

Move your head less.

INTERCUT - RADIO CONVERSATION

Katya stops moving her head and scans with her eyes.

She sees nothing but blue sky, clouds and friendlies.

TAMARA (V.O.) (RADIO)

The four-thirty-seventh sighted the enemy. Proceed northwest thirty-five kilometers and engage.

(MORE)

TAMARA (V.O.) (RADIO) (CONT'D)
 This is your first combat; remember
 your training. Good hunting.

KATYA
Suka B'lyad!

Lilya moves her throttle forward. Her ENGINE ROARS.

LILYA (RADIO)
 Let's fly!

Katya breaks out in a cold sweat as she watches Lilya's plane pull away. Gingerly, she moves her throttle forward and maneuvers her plane to follow.

EXT. SKY - CONTINUOUS

The 586TH squadron breaks off into pairs of fighters that begin banking turns.

EXT. SKIES OVER STALINGRAD - MINUTES LATER

Sleek gray German fighters shepherd a group of bombers. All of the planes have a black Iron Cross on the fuselage and a black swastika on the tail.

The fighters, Messerschmitt Bf-109s, have yellow accents on their wingtips and nose that prompted the British to call them, "yellow nosed bastards."

The Ju-88 is a Twin Engine Fighter/Bomber with a long wing span. It's cockpit holds four members: two pilots, a bomber, and a rear gunner. Two guns stick out of the nose plus a machine gun on a turret for the rear gunner.

A swarm of Russian fighters, comprised mostly of Yaks and a few American made P-39s, move to intercept.

INT. ALEXEI'S P-39 COCKPIT - CONTINUOUS

Alexei's eyes grow wide over his oxygen mask as he surveys the horizon.

ALEXEI (RADIO)
 (anxious)
 We have our work cut out for us,
 Baranov.

INT. NIKOLAI'S P-39 COCKPIT

The bushy eyebrows of Nikolai Baranov are all that is visible under his flight helmet, goggles and oxygen mask.

NIKOLAI (RADIO)
Stay close. We face them together.

Nikolai sees a Bf-109 FIRING at them. He pulls the stick and works the rudder to dodge out of the way.

NIKOLAI'S FIGHTER turns off as tracers stream towards him.

The GERMAN FIGHTER follows Nikolai.

INT. 109 COCKPIT

109 PILOT #1, clad in gray and wearing an oxygen mask, flies his plane.

He puts Nikolai's fighter in his gun sights.

NIKOLAI

-- looks behind him and sees the German. He begins evasive maneuvers.

NIKOLAI (RADIO)
Solo, I need you.

109 COCKPIT

Pilot #1 almost has Nikolai in his sights.

He pushes the white trigger button on the front of his stick, activating his MACHINE GUNS. He focuses on his target.

Suddenly, the German's cockpit is shattered by large caliber bullets which rip through both him and the plane.

ALEXEI

-- watches the Messerschmidt erupt into flames.

ALEXEI (RADIO)
I got him, Baranov. We fight together!

NIKOLAI (V.O.) (RADIO)
Excellent work, Solo. Let's form up and get back into the fight.

KATYA AND LILYA'S PLANES

-- fly in formation as they enter the fray.

INT. KATYA'S COCKPIT - ALTERED SOUND SEQUENCE

Note: The SOUND OF KATYA'S HEARTBEAT AND BREATHING overpower the noise of the battle.

KATYA'S EYES are wide with fear. Perspiration beads on her forehead as she pulls back the throttle.

She watches Lilya's fighter move ahead of her as her airspeed slows.

She sees Lilya's fighter races straight towards the formation. They EXCHANGE FIRE. Lilya will not turn off. She pushes forward as if to ram the oncoming Germans, who get out of her way.

Lilya opens fire on the oncoming bomber which returns fire. Tracer rounds clip Lilya's Yak which begins a steep dive.

END ALTERED SOUND SEQUENCE

KATYA

-- is shocked back to reality.

KATYA (RADIO)
(frantic)
White Lily, were you hit? Are you
alright?

Katya dives her plane in pursuit. She sees Lilya's plane diving straight down at full throttle.

KATYA (RADIO)
Lilya! Are you alright?

LILYA

-- unbuckles her oxygen mask as she dives to lower altitude.

Her eyes follow the bomber above her as she pulls out of her dive, and brings the nose of her plane up into a climb.

LILYA (RADIO)
I've never felt so alive!

LILYA'S PLANE

-- is now below the Ju-88, climbing vertically straight toward it.

The enemy plane is squarely IN HER CROSSHAIRS. She OPENS FIRE.

BULLETS RIDDLE THE JU-88.

Ju-88 GUNNER

-- is struck and falls dead.

Ju-88 BOMBARDIER

-- is next. He screams as bullets "walk" towards him. They rip through him and the plane. He slumps over, dead, as --

SMOKE FILLS THE COCKPIT.

Ju-88 PILOT #1 (SUBTITLE)
(German)
Bail out!

The two pilots unbuckle their safety harnesses as ALARMS SOUND and the dials on the dashboard fall to zero.

Bullets RIP INTO the plane from below and chew their way towards the front of the plane. The bullets find the leg of one of the pilots as he stands from his chair.

The wounded pilot falls back into second one, knocking him into the instrument panel accidentally pushing the yoke forward which causes his plane to roll and dive.

Lilya's plane zooms just past the front window as its nose drops.

LILYA

-- looks at the smoking bomber as it falls from the sky.

LILYA
Do svidaniya Fritz.

INSIDE NIKOLAI'S COCKPIT

Nikolai watches Lilya's plane destroy the Ju-88.

NIKOLAI (RADIO)
What a flyer, Solo! But, I don't
recognize the plane.

ALEXEI

-- also watches Lilya's feat.

ALEXEI (RADIO)
Must be one of the women by the
markings. I think I know which one.

NIKOLAI AND ALEXEI'S FIGHTERS

-- steer towards the middle of the fight.

Planes swarm around each other like seagulls fighting over
bread.

TIME CUT TO:

EXT. SKIES OVER STALINGRAD - MINUTES LATER

There are far fewer planes in the sky. The German planes head
for home in formation.

Smoke rises in huge plumes from the area where the bombs were
dropped.

LILYA AND KATYA'S PLANES

-- fly side by side. Lilya's plane now with extra
ventillation holes.

KATYA

-- free of her oxygen mask, breathes a sigh of relief.

KATYA (RADIO)
Well wingman, we survived.

LILYA

-- admires the white lily wired to her instrument panel.

LILYA (RADIO)
Da. Your flower brought me luck.

INTERCUT RADIO CONVERSATION

KATYA (RADIO)
 (smiling)
 Pilots need luck, especially
 reckless ones like you.

LILYA (RADIO)
 My luck will run out someday. But
 on edge of death I feel most alive.

EXT. SARATOV AIR FIELD - LATE AFTERNOON

Katya lands her plane on the airstrip.

Lilya's plane follows behind her.

LILYA'S COCKPIT

Lilya REVS her engine, and hollers as she forces her plane into an inside loop right over the aerodrome.

INT. AERODROME

Tamara uses binoculars to watch her squadron land. She looks down to make note on a clip board.

The ROAR of Lilya's engine grows suddenly loud as she executes her maneuver. Furious, Tamara looks through her binoculars with one hand as she fumbles for the transmitter.

LILYA'S COCKPIT

Lilya giggles and HER ENGINE SPUTTERS BRIEFLY as she turns upside down in her roll.

TAMARA (V.O.) (RADIO)
 That had better not be you,
 Litvyak!

Lilya laughs triumphantly as she brings her plane in for landing.

INT. 586TH BARRACKS - EVENING

The 586th's women are celebrating: their first engagement! Survival! Lilya is the toast of the group.

Katya raises her tin cup of vodka, and stands in the middle.

KATYA

I propose a toast. To women combat pilots everywhere. After they witness what we do here, the world will never be the same.

EVERYONE

Va-shee za-drow-vee

RAISA

We are changing the world. Our enemies, and even our allies, think that women can't fight. We will prove them wrong.

KATYA

History books the world over will write about us.

(to Lilya)

None more so than you.

Tamara walks into the room, holding an official looking sheet of paper. She stands in front of Lilya.

LILYA

Evening, Captain.

TAMARA

Litvyak. Your kill today was confirmed. This makes you the first woman in world history to shoot down an enemy aircraft.

A few women clap politely as Lilya nods in acknowledgement.

TAMARA

You have also impressed the men of the four-fifteenth. They have requested my four best pilots.

Lydia Litvyak

(looks to Lilya)

Yekatrina Budanova

(looks to Katya)

Maria Kuznetsova

(looks to Maria)

and Raisa Beliaeva.

Those women's expression quickly changes to shock.

TAMARA

Tomorrow you will relocate your planes to join them East of Stalingrad where you will report to Captain Baranov. That is all.

A hush falls over the room as Tamara walks away.

KATYA

Entire squadrons annihilated.
They're ordering us into a meat
grinder.

LILYA

It's political. Earning a kill puts
the attention on us. If we fight
bravely and die at Stalingrad, it
makes her look good, and leaves no
one to challenge her.

The women stare at the floor in a state of shock.

EXT. STALINGRAD AIRFIELD - DAY

Four Yak-1 fighters land on a muddy strip.

Bomb craters litter the dirt field which is surrounded by
anti-aircraft emplacements. Most buildings are made from
corrugated aluminum.

Katya and Lilya park their planes.

Alexei is inspecting his P-39 fighter.

The P-39 Airacobra features wings straight across and sits
with its nose close to being level with its tail. It bristles
with guns. Painted black and green with Soviet stars.

Katya and Lilya exit their planes and begin tying them down.

A smiling Alexei saunters over to Lilya, and embraces her.

ALEXEI

Lilya. Bozhe moi. I worried I would
never see you again.

Lilya rests her head on his chest as she returns his embrace.

LILYA

And let you have all the fun? Nyet.

Lilya looks over at Alexei's plane.

LILYA

Is that your fighter?

ALEXEI

Da. Have you never seen a p-thirty-
nine?

Lilya shakes her head.

Alexei sees Maria and Raisa, both lugging large bags full of their gear, walking over from having secured their planes.

ALEXEI

Well let my first official act as your squadron mate be to show you the Airacobra.

Alexei leads the women over to his plane.

ALEXEI

It has a thirty-seven millimeter cannon.

Alexei points to the large gun barrel pointing out of the propeller shaft. Two smaller guns sit behind the prop.

RAISA

Thirty-seven millimeter? You could take out an armored column with this thing?

ALEXEI

Two additional guns on a timing chain. The Americans put on so many guns they didn't have room for the engine.

Alexei jumps up on the wing and opens a compartment door showing no engine in front of the plane, only gun barrels and ammunition belts. The women gasp in amazement.

KATYA

Americans love guns.

ALEXEI

They ended up putting the engine in the rear.

LILYA

Bizarre.

ALEXEI

You think that's bizarre. Take a look at how the cockpit opens.

Alexei opens the cockpit door, which opens to the side like a car door. He motions to Lilya.

ALEXEI

You want to sit in it?

Lilya nods, so he assists her onto the wing of the P-39.

Lilya sits in the cockpit and closes the door. All instruments are in English. A crankshaft from the engine to the prop passes right through the floor. It's a tight fit.

Lilya opens the door and steps out of the cockpit.

ALEXEI
Comrades, let me show you the
aerodrome.

INT. STALINGRAD AERODROME - NIKOLAI BARANOV'S OFFICE

Nikolai Baranov sits at his desk LOUDLY TYPING at a typewriter. His office is spartan, featuring only a strategic map of Stalingrad, a Soviet Flag, and Stalin's portrait. He wears a black uniform with few awards.

Nikolai speaks slowly as he types his letter. CLACK. CLACK.

NIKOLAI
We have been unable
(CLACK CLACK CLACK)
to raise the thirty-second
(CLACK CLACK)
assault battalion.
(CLACK CLACK)
We must assume...

A KNOCK at the door.

NIKOLAI
Come in.

Alexei enters with the four women. Nikolai stands.

NIKOLAI
Ah. My angels from five-eighty-sixth. It's good to finally meet you in person. I see you already know my second in command, Alexei Solomatin.

RAISA
Some of us know him better than others. Lieutenant Raisa Beliaeva reporting for duty Captain.

Raisa comes to attention and salutes.

Raisa's formality prompts the other women to fall in line. They all come to attention, and salute.

MARIA
Lieutenant Maria Kuznetsova,
reporting for duty.

KATYA
Lieutenant Yekatrina Budanova,
reporting as ordered, sir.

LILYA
Lieutenant--

NIKOLAI
Litvyak. I know. Alexei won't shut
up about you.

The women remain at attention as the men share a laugh.

NIKOLAI
Please ladies, at ease. This air
base is the last stop on the way to
hell. Not so formal.

The women relax as Nikolai stands and gives each a hug.

NIKOLAI
Each of you is now a combat pilot,
and will need a call sign.

LILYA
Thank you, Captain Baranov. May I
ask about our wingman assignments?

NIKOLAI
You will continue to fly with
Lieutenant Budanova.

Lilya looks to Alexei.

ALEXEI
Captain Baranov and I fly
Airacobras.

NIKOLAI
When possible, we want wingmen to
fly the same model of fighter. Why
don't you show them around Alexei,
as part of their orientation.

Alexei leads the women out of the office.

INT. 415TH BARRACKS - CONTINUOUS

Alexei leads the women from the office to the barracks.

Men lounge about the barracks. Some are drinking, some playing cards, others are in a state of undress.

Alexei leads the women to two empty bunks.

ALEXEI
Kuznetsova and Budanova. You two
can bunk here.

Katya and Maria drop their sacks onto their bunks.

Alexei points to another bunk that is cluttered with stuff.

ALEXEI
Beliaeva, you can bunk there.

RAISA
This bunk isn't free.

Raisa drops her sack, walks to the bunk, and picks up a picture of a young man in a family portrait.

ALEXEI
That guy was Boris Klepak. He was
shot down two days ago. Presumed
dead.

RAISA
Oh... I see.

Alexei takes Lilya away from a stunned Raisa.

ALEXEI
Lilya, you can bunk with me.

Alexei leads Lilya to an empty bunk besides his that is away from the other ladies.

LILYA
Bunkmates but not wingmen? Is that
how you see me?

ALEXEI
Lilya, it's not like that!

LILYA
I'll be bunking with the other
women - not keeping you warm at
night.

ALEXEI
Lilya. Captain Baranov and I are
the two most experienced pilots in
the squadron. We've earned that.

Lilya finds an empty bunk far away from Alexei.

LILYA
Anything else, Senior Lieutenant
Solomatin?

ALEXEI
(resigned)
Nyet, Junior Lieutenant Lityvak.
That is all.

EXT. STALINGRAD AIRFIELD - DAWN

The SOVIET ANTHEM plays over the loudspeakers.

INT. STALINGRAD AIRFIELD - 415TH BARRACKS

Men slowly rise from their bunks and put on their flight suits.

Katya is already awake and in her flight suit. She nudges a sleeping Lilya who rouses.

KATYA
We need to report our call signs to
Captain Baranov. Have you decided
on yours?

EXT. SKIES OVER STALINGRAD - MINUTES LATER

The DRONE OF FIGHTER ENGINES is all that can be heard from the fighters of the 437th Squadron.

INT. KATYA'S COCKPIT

Katya, oxygen mask in place, surveys the horizon.

KATYA (RADIO)
Sorry I didn't get a chance to pick
new flowers, White Lily.

INT. LILYA'S COCKPIT

Lilya, also wearing her mask, looks at her withered flower.

LILYA (RADIO)
No problem Snow Hare. Flowers are
hard to come by around here. The
depressing decor suits this place.

NIKOLAI (V.O.) (RADIO)
 Quiet down, you two. Keep the
 channel clear. We've encountered a
 lot of Fritz bombers and fighter
 escorts in this area. Today's
 probably no different. Split into
 flights by twos. Shout any enemy
 sightings and engage at will.

Her ENGINE PITCH changes as Lilya maneuvers her plane.

SKY

Katya and Lilya break off from the formation as a pair.

A large formation of Ju-87s ("Stuka"), Ju-88s and Bf-109s
 approach from below them.

The Stuka dive bomber features crooked wings in an inverted-
 gull configuration. They have fixed landing gear and a
 forward air intake that gives the bomber a "mouth" that
 smiles when seen from the front.

KATYA'S COCKPIT

Katya looks down and sees the enemy. Her breathing starts to
 race and her face shows her fear and disorientation.

NIKOLAI (V.O.) (RADIO)
 Have to hand it to Fritz. He's
 quite punctual. Bomber formation
 approaching the city. West-by-
 Northwest. Engage!

She breaks out in a cold sweat.

KATYA (RADIO)
 North-by-Northwest? Is that right?

LILYA (RADIO) (V.O.)
 Follow me.

Katya watches Lilya's plane move out in front of her.

KATYA
 (to herself)
 How do you do that? Just... not
 care... about dying.

LILYA (RADIO) (V.O.)
 Snowhare! Get on my wing or go
 home!

Like a scolded child, Katya maneuvers her plane to comply.

SKY

Lilya flies straight at the approaching swarm. Katya follows.
Four 109s break formation to engage Lilya.

KATYA'S COCKPIT

Katya's eyes grow wide as she sees the approaching fighters.

KATYA (RADIO)
Lilya? Do we have a plan of some
kind?

LILYA (RADIO)(V.O.)
Stay tight.

LILYA AND KATYA CONTINUE TO FLY STRAIGHT AT THE ENEMY

THE 109S OPEN FIRE ON LILYA AND KATYA

Tracers rounds dance around them like fireflies.

KATYA
Basta!

Panic grips Katya as she veers her plane away.

KATYA (RADIO)
Lilya, I can't stay with you. Get
out of there, and regroup.

LILYA

-- hunkers down in her cockpit as she maneuvers her plane
through the tracer fire. She begins to roll her plane. Her
ENGINE REVS, then SPUTTERS as BULLETS STRIKE!

POV: LILYA'S GUNSIGHT

The horizon rolls. With her remaining power, she lines up on
a 109 as both planes close on each other. The crosshair falls
right over the cockpit.

KATYA (V.O.) (RADIO)
White Lily. Disengage. I can't stay
with you.

LILYA
(to herself)
Gotcha!

LILYA'S LONE MACHINE GUN

-- comes to life as her smoking ENGINE FAILS.

Bf-109 COCKPIT

109 PILOT #2 sees the Yak-1 bearing down on him. Gunfire shatters his canopy and strikes him dead.

SKIES OVER STALINGRAD

The four approaching 109s become three, as one falls from the sky.

KATYA

-- watches as both Lilya and the enemy plane fall.

KATYA (RADIO)
Lilya! Bail out!

Katya maneuvers her plane to follow Lilya.

She sees Lilya's smoking plane catch fire.

LILYA'S COCKPIT

-- fills with smoke, as she opens her canopy and begins unstrapping herself from her seat.

EXT. LILYA'S YAK-1

Lilya climbs out of her plane, and goes into freefall.

KATYA'S COCKPIT

Katya watches from her fighter.

KATYA
(to herself)
Come on baby, deploy your chute.

Katya breathes a sigh of relief as she sees Lilya's chute open.

She watches Lilya's chute descend. She sees a 109 descending to attack Lilya.

KATYA
(to herself)
Nyet!

Katya's ENGINE RACES as she flies to intercept.

SKIES OVER STALINGRAD

Katya maneuvers her plane to intercept an oncoming 109.

The 109 veers away from Katya's fighter as it approaches. She circles her fighter back and scans the horizon for Lilya's chute. She can't find it.

KATYA

Lilya. Where are you?

SKIES OVER STALINGRAD

Lilya, harnessed to a parachute, descends towards the ground. GUNSHOTS and EXPLOSIONS become louder as she does.

EXT. STALINGRAD - WARZONE

Lilya lands with bent knees. Her speed causes her to roll for a few feet into a low wall, which she slams into with a grunt.

MACHINE GUN and SMALL ARMS FIRE ring out.

Lilya releases herself from her harness and looks around.

Most buildings are burned out, many with walls missing, and a few are simply piles of rubble. Black scorch marks and bomb craters are everywhere. The wall she is leaning against is all but demolished.

In a nearby apartment building, walls are missing, and Lilya can see Nazis on the ground floor firing up at Soviets, who control the next floor.

A GERMAN MACHINE GUNNER takes aim from a prepared position and UNLEASHES HIS GUN into the apartment house.

A GERMAN SOLDIER, dressed in gray with a heavy overcoat, looks in Lilya's direction after noticing her chute.

She sees him and ducks out of view.

She sees a street corner that seems unoccupied, and starts for it.

She freezes as she spies a trip wire right in front of her.

Her opponent cautiously moves into position to shoot her.

She steps over the trip wire, and sprints towards the street corner.

He OPENS FIRE at her.

A trail of bullets follow her as she dives for cover behind the corner of a building. Lilya starts running blindly away.

The Nazi runs after her, but triggers the trip wire.

An EXPLOSION sounds behind Lilya. She dives for cover. She hides and listens. GUNSHOTS continue to ring out.

Lilya takes a peek from her hiding place.

The coast looks clear.

Lilya sneaks away.

EXT. STALINGRAD - WARZONE - THAT NIGHT

Snow falls in flurries onto the burned-out streets of Stalingrad. The full moon reflects off of the snow and ice.

Lilya's shivering footsteps crunch in the snow. Her arms are crossed and she rubs her upper body with her hands for warmth.

She slips and falls on the ice.

LILYA

B'lyad!

Fear and frustration build in her as she fights back tears.

As she struggles to get to her feet. She sees a huddled figure wrapped in a blanket.

LILYA

(whispers)

Priviet?

Lilya looks closer at the huddled figure. The piercing gaze of a child stares out at her from underneath the blanket.

Lilya approaches the child.

LILYA

I won't hurt you little one. I promise.

Lilya shivers as she bends over the unmoving child.

LILYA

Are you--
(screams)

Lilya discovers that the child is frozen solid. The cold winter has left him perfectly preserved; he's beautiful.

Lilya falls away from the unexpected harbinger of death.

A woman, RONDA, emerges from a nearby hovel. Late 20s, blonde, and mentally unstable. Like Lilya, she has watched her world fall apart one day at a time. She wears tattered clothes and holds a knife.

RONDA

Get away from him!

Ronda approaches Lilya, grabs her by the hair.

LILYA

(struggling)
Let me go. I'm A Soviet fighter
pilot. My plane was shot down.

Ronda drags Lilya away from the frozen child and heaves her further still.

RONDA

I don't care who you are. You stay
away from my son.

LILYA

(sitting up)
I'm sorry. I didn't know.

RONDA

(turning to leave)
Our side never knows anything.

LILYA

If you help me survive the night, I
will kill plenty of Nazis for your
boy.

Ronda considers her words.

LILYA

Downed a fighter just today.

Ronda looks her up and down, then extends a hand.

INT. STALINGRAD - RONDA'S HOVEL

A wooden table sits in the middle of the room surrounded by mismatched chairs, one broken to feed the fire.

Ronda leads Lilya into her hovel.

LILYA

Spasibo. I was going to die out there.

Rhonda steps away, then returns with a blanket. She drags it over Lilya's shoulders.

LILYA

Spasibo.

Ronda hugs Lilya from behind and over the blanket.

RONDA

Food will warm you.

LILYA

Please, I am so hungry.

Ronda motions for Lilya to be seated at the table. She sits in the chair next to her.

The table has two plates and no place settings. One of the plates has several pieces of a strange looking cornbread. The other has a couple of cooked mouse carcasses.

Lilya takes a piece of the cornbread. She bites into it, but grimaces once it's in her mouth.

LILYA

This is unusual bread. Ukranian?

RONDA

Sawdust.

Lilya takes the cornbread from her mouth and examines it closely.

LILYA

Sawdust? Can you live on that?

RONDA

If you are hungry enough.

Lilya takes a mouse carcass and examines it with barely concealed disgust.

Ronda snatches it out of her hand.

RONDA

Clearly you're not.

LILYA

I don't feel right taking your food. I'm just thankful to have my life right now.

RONDA

I'm not. I visit my frozen son everyday. I look in his eyes and he seems so peaceful. And I think, maybe he was the lucky one.

LILYA

I'm sorry. You've lost someone close to you -

RONDA

Someone? No. I haven't lost someone... I've lost everyone!

Ronda breaks down in tears as Lilya tries to comfort her.

RONDA

(sobbing)

I think about them everyday. You remind me of my oldest. My Diana.

Lilya has no words to stop Ronda from falling apart.

EXT. RONDA'S HOVEL - CONTINUOUS

GRADUALLY PULLING AWAY from the hovel, Ronda's sobs can be heard. Bomb craters, bodies, and desolation surround the lonely hovel.

INT. RONDA'S HOVEL - NEXT MORNING

Lilya sits at the table with Ronda.

RONDA

The Stukas will come soon. I see Nazis everywhere except the Volga. You should make your way East to find Soviet forces.

LILYA

Spasibo. Again. I owe you so much.

RONDA

You're welcome. You're the only welcome visitor I've had in months.

Lilya stands.

RONDA
Please return to visit.

Lilya sees the depression registering in Ronda's face. She bends, takes Ronda's hand and looks in her eyes.

LILYA
Da. I promise.

Lilya smiles and turns to leave, looking at a picture in her hands.

RONDA
Do you have someone to live for?

Lilya ponders a bit, then turns back to Ronda.

LILYA
His name is Alexei.

RONDA
I hope he stays safe.

LILYA
He's a flyer.

Ronda nods and watches forlornly as Lilya walks away.

AERIAL VIEW

Lilya carefully navigates amongst the craters and devastation as she leaves Ronda's hovel.

EXT. STALINGRAD - WARZONE - DAY

Lilya sneaks amid devastation. MACHINE GUN FIRE and the screech of an air attack fill the air. A huge explosion covers her in dirt.

Lilya peers out from her hiding place.

Russian soldiers are charging chaotically around her hidden position. Intense firing is heard, then mostly silence.

Lilya backs away from the area, and turns a corner.

A retreating RUSSIAN SOLDIER sees Lilya, motions her to follow. He moves quietly into a darker area.

Lilya sneaks from her shattered corner to follow him.

They walk into the filthy alley, then the soldier turns and punches Lilya on the side of the head, knocking her to the ground.

He leaps onto her stunned figure and starts to open her coat.

LILYA

Stop! Are you insane? Get off me.

The soldier breathes heavily as he shows her a knife, then continues to tear at her clothes.

From behind him another figure creeps into view, then lowers a pistol to his back.

Lilya sees this and stops struggling. The pistol, held by a RUSSIAN COMMANDER, goes off with a LOAD REPORT.

The wounded soldier slides off Lilya and moans painfully.

RUSSIAN COMMANDER

Get up soldier! Return to your company.

LILYA

(putting herself together)
I'm a pilot of the four-fifteenth fighter group, comrade.

RUSSIAN COMMANDER

(looking closer at her)
You are a woman!! And a pilot you say!?

LILYA

Da, Commander.

RUSSIAN COMMANDER

(pointing up)
Less Germans up there now. If my Commissar confirms your story, we will get you out of here.

The Commander stands, shoots the fallen soldier again, then leads Lilya out of the dark alley.

EXT. 415TH BARRACKS - EVENING

Katya sits in front of the barracks looking at a nearby Snowdrop white lily flower sticking out of the snow.

A Soviet troop transport pulls in front of the barracks. It stops, and FILIPOV, a Soviet soldier, emerges.

He walks around to the passenger door and opens it. Lilya emerges from the truck.

Katya sees Lilya and runs over.

KATYA
Bozhe moi. Lilya!

FILIPOV
Get your commanding officer. He needs to sign off.

Just then, Nikolai exits the barracks.

NIKOLAI
I am Captain Nikolai Baranov of the four-fifteenth.

FILIPOV
Sergeant Filipov; it is my duty to report that Lieutenant Litvyak is returned to her post, Commander.

Nikolai walks to Lilya, puts his arms around her, and gives her a big hug. Then releases her and steps back.

NIKOLAI
We are very glad to have her back.

FILIPOV
Sign here.

Filipov hands Nikolai a crumpled little book, which he signs with a pencil stub, and returns it to Filipov.

Filipov, with one look back at Lilya, climbs back in his truck and drives away.

KATYA
(embracing Lilya)
I can't believe it! I thought I had lost you.

A thousand-yard stare shows Lilya's emotional state as Nikolai escorts her inside.

INT. 415TH BARRACKS - MOMENTS LATER

Lilya, Katya, and Baranov enter the barracks.

The 415th squadron sits around the barracks downing vodka by the tin cupful and making inebriated toasts to surviving another day.

They notice Lilya and drunkenly cheer. Nikolai joins the celebration by pouring himself a tin cup of Vodka.

Lilya remains distant and unsteady. She walks towards her bunk and sits. Katya follows and stands by her bunk.

KATYA
Are you alright?

Lilya stares towards the ceiling.

KATYA
Lilya?

LILYA
Is anybody?

Lilya rolls into a fetal position on her bunk, fully clothed.

A crumpled picture falls out of her coat pocket.

Katya picks up the picture which shows Ronda along with her husband and three children, all smiling.

KATYA
(looking away)
Some people here missed you.

Exhausted, Lilya is already asleep.

INT. 415TH BARRACKS - DAWN

Katya is awake and dressed as THE ANTHEM SOUNDS.

She hovers over Lilya's empty bunk as the men of the 415th move by her in their morning clothes.

She walks to Alexei's blanket wall. Scowling, she pulls the blanket back.

She sees Alexei spooning Lilya, both nude from the waist up.

The image of the two of them together hits Katya like a fist but she can not look away. Lilya returns her gaze with sympathy.

Katya shakes her head, and walks out of the barracks.

INT. 415TH MESS HALL - LATER THAT MORNING

Alexei and Lilya sit together and talk quietly.

Katya sits with Raisa and Maria, eating oatmeal and drinking water from dented tin cups.

Katya looks over to see Alexei and Lilya eating together. She looks back to her bowl of oatmeal.

KATYA
(looking into her cup)
I wish this was coffee.

RAISA
It seems you lost your wingman not once, but twice.

MARIA
She's alive. That's what counts.
Who knows if Alexei or anyone else will even survive the next mission.

Nikolai, carrying a tray of food, comes to sit with them.

KATYA
Captain.

NIKOLAI
Please, call me Nikolai.

RAISA
To what do we owe the honor?

NIKOLAI
Well, since Lilya has claimed my wingman, I need a replacement.

It takes a couple of seconds for it to dawn on Katya.

KATYA
You mean me?

NIKOLAI
It looks like we are stuck with each other.

KATYA
(smiling, joking)
Are you any good?

EXT. SKY - MASS OF SOVIET FIGHTERS - DAY

The 415th Squadron takes to the sky, ENGINES DRONING.

NIKOLAI'S COCKPIT

Nikolai checks his watch.

NIKOLAI (RADIO)
 Alright, comrades. If Fritz is
 punctual--

LILYA'S COCKPIT

Lilya is far more preoccupied with her new wingman than the
 lily wired to her instrument panel.

NIKOLAI (RADIO)(V.O.)
 (garbled)
 -- should see -- time now.

KATYA'S COCKPIT

Katya scans the horizon and sees a mass of German planes.

KATYA (RADIO)
 I see them. Massed bomber
 formation, with fighter escort.

NIKOLAI'S COCKPIT

NIKOLAI
 I see them. Break into pairs and
 engage.

LILYA' YAK-1 AND ALEXEI'S P-39

-- run straight for the middle of the fight. A pair of 109s
 engage them.

THE 109 COCKPIT

ERWIN MAIER (early 20s), a German ace pilot, pilots his plane
 coolly as he looks for an opening.

CLOSE ON LILYA

-- as she focuses intensely on engaging the enemy.

INT. 415TH BARRACKS - EVENING

The 415th Squadron drinks and celebrates.

LILYA

And so then, Alexei radios to me.
'He's on my tail, he's got me!'

Everyone laughs.

ALEXEI

He was, I got lucky. You saved me
Lilya.

Lilya and Alexei affectionately embrace.

Nikolai enters, and stands on a bench.

NIKOLAI

Attention, everyone. Lilya got her
third confirmed kill today, and he
has been captured. He asked to
speak to the pilot who downed him.

Everyone gathers around Lilya in awe.

NIKOLAI

So, comrades, please welcome our
visiting Luftwaffe Ace, Staff
Sergeant Erwin Maier.

Gasps as Nikolai motions to the Soviet Guards to bring in the
captured pilot still dressed in his flight suit. His face
shows bruises and burns. He is disoriented.

ERWIN

Please -- I -- ask

The Russians drown him out with catcalls and yells.

NIKOLAI

Now listen, everyone. It's not
often we get to hear from our foes.
And this one actually speaks a
little Russian. So pipe down.

Nikolai hops down. Stands by Erwin to listen to him.

ERWIN

Yak.

Erwin holds up three fingers, then two.

NIKOLAI

Who here pilots Yak fighter number
thirty-two?

The pilots laugh, and all point to Lilya, who salutes.

Erwin stares in disbelief, mumbling.

ALEXEI
I speak a bit of German. Perhaps I
can help.

Alexei approaches Erwin and leans in.

ALEXEI
(laughing)
He says there's no way he lost to a
woman.

Lilya fingers her Star of David necklace.

LILYA
How does he feel about losing to a
Jew?

Erwin's face displays obvious shock as the 415th laughs at
his expense. He says something to Alexei.

ALEXEI
He says this is all a joke we are
playing on him.

LILYA
I pilot Yak thirty-two. I was going
straight into the bomber formation.
German fighters broke formation and
engaged, ya?

She uses her hands to show the positions.

Alexei translates to Erwin who nods. He speaks in German to
Alexei.

ALEXEI
He says his wingman followed as he
dived towards your lead group.

LILYA
You closed behind me to get the
shot.

Lilya moves her hands to emulate the planes.

LILYA
Then I broke off my attack. Alexei
forces you off of my tail. I broke
right. You the other way, and we
end up head-to-head. Ya?

Erwin nods again, this time eyes wider.

LILYA
 You break off so I line up. Kaput.

ERWIN MEIER(SUBTITLE)
 (German)
 I see now. We must change our
 tactics.

Alexei and the other pilots applaud, then hoist her up onto their shoulders as Erwin is led off. Alexei then starts carrying Lilya all on his own.

CHRONOLOGICAL MONTAGE - LILYA AND KATYA BECOME ACES

-- EXT. SKY OVER STALINGRAD - DAY

Lilya and Katya work as a team to down an enemy bomber.

As they move on, a smoking Yak-1 SCREAMS INTO VIEW as it falls from the sky.

The yak crashes into a hovel that matches the aerial view of Ronda's home.

-- INT. BARRACKS - DAY

Nikolai marks their kills on a squadron leader board. The board shows Nikolai, Alexei, and Lilya in the lead.

-- BLACK AND WHITE NEWS FOOTAGE

News reel footage of house-to-house fighting in Stalingrad. Casualties are high on both sides.

-- EXT. STALINGRAD AIRFIELD

Katya and Lilya paint a white lily on the tail of her fuselage.

-- INT. BARRACKS

Alexei grips Lilya by the throat and kisses her. Lilya, aroused, returns his kiss with her eyes closed, oblivious.

Slowly the entangled pair move behind their blanket wall which Lilya opens her eyes to close.

Katya, furious with envy, breaks a pencil as she observes.

-- BLACK AND WHITE NEWSREEL FOOTAGE

Baranov stands in front of his P-39 fighter.

MALE NEWSREEL ANNOUNCER

The American made P-thirty-nine
gives the Soviet Air Force the
fighting equipment they need.

-- INT. STALINGRAD AIRFIELD HANGAR

Lilya and Katya are interviewed for a magazine write-up.

They pose for photographs in the hangar. The first few
photographs are rather stiff.

The male PHOTOGRAPHER (seen in silhouette) calls for them to
loosen up.

PHOTOGRAPHER

Act like you enjoy working
together.

Katya smiles, grabs Lilya and starts to tickle her.

Lilya resists playfully. Their eyes lock.

The photograph captures a heartfelt smile from both of them.

-- BLACK AND WHITE NEWSREEL FOOTAGE

"Lydia Litvyak, The White Rose of Stalingrad" plays for an
American audience in a movie theater.

On the screen, Lilya poses in front of her fighter. Nine
silhouettes are painted on her fuselage.

-- INT. BARRACKS

A smiling Nikolai hands Lilya and Katya a copy of LIFE
MAGAZINE where they are gracing the cover which reads "The
Lady Aces."

END MONTAGE

INT. 415TH BRIEFING ROOM - DAY

Nikolai stands at a podium. Behind him is a strategic map of
Stalingrad. The 415th Squadron is seated before him.

NIKOLAI

Everyone in this room is to be
congratulated. With the help of the
four-fifteenth's air victories, the
Soviet Army has encircled
Stalingrad.

Nikolai points to the map, which shows the Red Army surrounding the city, then to a picture of the Fw-200.

The Focke Wolfe-200 "Condor" is a large four-engine plane originally used as an airliner. The first heavier-than-air craft to fly nonstop from Berlin to New York. Having been repurposed for war, it features a rear cupola.

NIKOLAI

We are starting to see these in the air. They don't carry bombs, but instead are landing and taking off on make-shift airstrips west of the city. Fritz's trying to supply his encircled army from the air. Our job is to stop that.

Lilya and Alexei exchange a confident, affectionate look.

EXT. SKIES WEST OF STALINGRAD - DAY

The 415th squadron flies in formation.

INT. NIKOLAI'S COCKPIT - CONTINUOUS

Nikolai scans the horizon, then focuses on some dots above and to the right.

NIKOLAI (RADIO)

I see contacts to the Northwest.

INT. KATYA'S COCKPIT

Katya has pre-combat jitters. She looks out nervously.

NIKOLAI (RADIO)(O.S.)

Squadron, on me. Climb at full throttle.

SKY

Enemy planes composed of Fw-200s escorted by 109s fly in close formation.

The 415th squadron maneuvers towards the enemy.

They frantically claw for altitude as the German formation passes them to the left.

They wheel as a squadron, still climbing, then split into pairs as they pick out separate targets.

INT. ALEXEI'S COCKPIT

Anxiety and claustrophobia grip Alexei. He moves around the cramped confines of his cockpit as best he can.

ALEXEI'S P-39

-- begins a banking turn followed by Lilya's Yak.

They approach a Fw-200 from behind.

THE CONDOR'S COUPOLA

-- opens fire sending tracer rounds streaming towards Alexei's plane.

ALEXEI'S P-39 is stitched by volley of rounds.

A shaken ALEXEI maneuvers his plane. He sees the bullet holes in his fighter's nose.

LILYA (RADIO) (V.O.)
Veer off. I'll draw their fire.

ALEXEI'S PLANE retreats from the Condor.

INSIDE LILYA'S COCKPIT

She fires her machine gun at the Fw-200.

She continues to close on the four-engine plane, and lines up her shot.

She places the enemy GUNNER in her sights and fingers the trigger.

INSIDE THE DORSAL COUPOLA

A NAZI DORSAL GUNNER is exchanging fire with the pursuing Yak.

A P-39 is seen falling back and smoking.

The German gunner is using short burst, aiming each with clear precision.

After a few moments his ammo clip is exhausted.

He unsnaps the clip from the top of the single gun, unzips a pouch on the fuselage above him, switches the clips, zips the pouch closed, and reloads his weapon.

He takes aim at Lilya's Yak and fires.

INSIDE LILYA'S COCKPIT

Her plane dodges about, sparks fly and small holes appear in her glass canopy. As the enemy fire pauses, Lilya refocuses her aim and returns fire.

INSIDE THE DORSAL COUPOLA

Bullets RICOCHET and pierce the German gunner's position.

The gunner's body slumps forward, bereft of life.

LILYA'S PLANE

-- continues to rain fire upon the transport. Under no pressure, she takes her time.

THE TRANSPORT

-- catches fire. Plumes of smoke trail from it as Lilya relentlessly assaults the stricken giant.

Thick smoke from the Condor as the fire spreads. The transport's tail is ruined; it begins to shudder, then turns upside down. In an uncontrolled roll it falls from the sky.

LILYA rejoices.

LILYA
Do Svidaniya Fritz!
 (engages her radio)
 Sorry to steal that kill, Solo. How
 are you doing, over?

Lilya scans the skies for her fiancé.

She sees Alexei's Airacobra, a 109 right on his tail.

LILYA (RADIO)
Dermo! Hold on Solo.

LILYA'S PLANE ROLLS to engage Alexei's enemy.

The 109 maneuvers behind Alexei's P-39.

INSIDE ALEXEI'S COCKPIT

Alexei looks over his shoulder, trying to find the Nazi. He sees the German behind him opening fire.

BULLETS RIP INTO ALEXEI'S AIRACOBRA

-- striking the fuselage and tail. His tail-mounted engine begins to SPUTTER and then stop.

INSIDE ALEXEI'S COCKPIT

ALARM BUZZERS SOUND. The RPM and Oil Pressure dials on the dashboard fall to zero.

Alexei works the stick, trying to maintain control of his plane.

BULLETS RICOCHET off of his plane. He looks left to see his wing taking fire and shattering, which forces him into a death spin.

Light and dark alternate as his plane rolls. No longer in control, he is now a passenger riding to his doom.

Frantic to escape, Alexei opens the cockpit door, but it slams back on him as his plane rolls. It's hard for him to get the leverage to open it in the rolling environment.

Fire starts in the cockpit.

The ground is coming up fast as he opens the door. But it keeps closing on him.

Changing tactics, Alexei puts his feet on the opposite side of the cockpit, and forces himself out the door.

OUTSIDE ALEXEI'S COCKPIT

Alexei is finally free from the plane. But he sees the ground approaching rapidly -- his final two seconds of life.

INSIDE LILYA'S COCKPIT

Lilya watches Alexei fall.

LILYA
Nyet! Alexei! Alexei!

EXT. STREETS OF STANLINGRAD - CONTINUOUS

Alexei's P-39 drills into the ground and explodes.

LILYA

-- yells, flies into a rage, and searches for a target.

HER PLANE

-- flies into the swarm of Nazis.

A 109 maneuvers behind her.

LILYA

-- eyes are focused forward, as she grips her stick.

She sees the swarm of 109s parting as she flies into them, then picks one out and pursues it.

ENEMY FIGHTERS DANCE AROUND LILYA

They move behind her as she zeros in on a single target.

TRACERS STREAM

-- from Lilya's machine gun as she OPENS FIRE.

LILYA

-- growls as she pulls back on the trigger.

She sees her tracer rounds streaming towards the target. MACHINE GUN FIRE is replaced by MECHANICAL CLICKING. She's out of ammo.

LILYA

B'lyad!

Terror grips Lilya as she looks over her shoulder. She sees multiple bogies behind her.

LILYA (RADIO)

This is White Lily, in trouble.

THREE 109S

-- bear down on Lilya's plane as it weaves.

LILYA

-- sees the tracer rounds coming. She dodges her plane as continues to look over her shoulder into certain death.

She sees 109 right behind her. This is how her story ends.

Suddenly, the 109 is stitched by MACHINE GUN FIRE.

It begins smoking and falls away as Katya's fighter flies into view.

Lilya's fear suddenly releases in shocked laughter.

KATYA (RADIO)(V.O.)
No risk to great--

KATYA

KATYA (RADIO)
--to save a friend.

Katya watches Lilya's plane as it flees danger.

EXT. SKIES OVER STALINGRAD - CONTINUOUS

Katya's plane and Nikolai's plane each engage one of the Messerschmitts pursuing Lilya.

LILYA

-- sees the Nazis moving off and breathes a sigh of relief.

LILYA
Spasibo comrade.

She flies for home.

INT. 415TH BARRACKS - AFTERNOON

Lilya lies sobbing on Alexei's bunk as Katya and Nikolai look on.

NIKOLAI
I will miss him.
(shakes his head)
I'm relieving her from duty for the
next few days. Can't send her up
like this.

Katya goes to sit at her bedside, and puts her hand on Lilya's shoulder.

INT. 415TH BARRACKS - MORNING

The sun is blocked by both the iced over windows as well as the gray clouds, but it is clearly morning.

The members of the 415th squadron are milling about in flight gear- all save Lilya who lies unmoving in bed.

Katya comes to stand besides Lilya's bunk. You can see her breath in the cold morning air as she speaks.

KATYA
Tonight we should go to the
Officer's Club.

Lilya stares at the ceiling, unresponsive.

KATYA
Like we used to do.

Still nothing from Lilya.

Katya leans forward and kisses Lilya's forehead. Lilya closes her eyes and pats Katya's back with her hand.

KATYA
I'll be back, I promise.

Katya joins the rest of the squadron leaving the barracks.

Lilya is all alone in the now silent barracks. She grabs her cigarettes and starts to smoke.

She extinguishes it on the back of her hand which prompts her to grimace in pain. As the pain subsides, she feels an emotional release.

TIME CUT TO:

INT. 415TH BARRACKS - AN HOUR LATER (LOW NOISE)

NOTE: To reflect Lilya's depression, all noise is reduced.

Lilya continues smoking in bed. Cigarette ash adorns her face and blanket. Multiple burns mark the back of her hand.

She pitches her cigarette onto the concrete floor. Seven cigarette butts lie under her bed.

She gets out of bed and puts on her flight suit with slow, lethargic movements.

EXT. STALINGRAD AIRFIELD - DAY (LOW NOISE)

Seen from a distance, a figure exits the barracks holding a gas can and walks stiffly along the airstrip.

A Yak-1 races INTO THE FRAME from below and QUIETLY ZOOMS past our figure kicking up a cloud of snow.

The figure, now recognizable as Lilya, emerges from the cloud of snow. In addition to the gas can, she holds a hammer in the other hand.

EXT. LILYA'S YAK-1 FIGHTER - DAY (LOW NOISE)

Lilya arrives at her fighter, which is covered in ice.

She places the fuel can on the ground and begins hammering the ice off of her plane.

Lilya takes the fuel can and pours kerosene into an oil pan under her fighter.

She puts down the gas can and climbs onto the slippery wing of her fighter.

She knocks ice off of the canopy until she can open it.

She stands by her cockpit and takes out a cigarette.

She lights it, then throws the match into the pan.

Flames shoot from under Lilya's plane with a BARELY AUDIBLE ROAR and lick at the fuselage of her fighter.

Uncaring, Lilya climbs into her cockpit and sits down.

INSIDE HER COCKPIT

Lilya relaxes amidst the firestorm seemingly consuming her plane. She smokes her cigarette as she adjusts various knobs and switches on her instrument panel.

She engages the ignition. Her engine QUIETLY ATTEMPTS TO START. It turns over but won't engage. She tries again.

Like Lilya, the ENGINE QUIETLY STRUGGLES to come to life.

END LOW NOISE

EXT. LILYA'S FIGHTER - CONTINUOUS

The starter motor turns the propellor slowly. Suddenly, the engine engages with a LOUD BANG.

COCKPIT

The engine's ignition startles Lilya "awake." She pitches away her cigarette and slides her canopy closed.

She closes her eyes and smiles as she luxuriates in the arms of her first love, flying. It's good to be back.

She opens her eyes and grabs the controls.

LILYA'S FIGHTER

-- sits in the middle of a fire that is blown rearward by her propellor.

She taxis her plane out of the smoke and prepares to take off.

INT. 415TH BRIEFING ROOM - DAY - WEEKS LATER

Nikolai stands at a podium in front of the 415th squadron.

In the audience, Katya is seated next to a solemn Lilya.

NIKOLAI

We have just received word from High Command. As of February 3rd, nineteen-fourty-three the German Sixth Army in Stalingrad has surrendered. The city is ours.

The flyers of the 415th begin celebrating. Katya becomes joyful, and gives Lilya a hug. Lilya responds stiffly.

NIKOLAI

Our squadron will get back into the fight in a few days. But for now, it's time for us to savor victory.

The briefing concluded, the squadron breaks up.

INT. STALINGRAD NIGHT CLUB - NIGHT

The happy faces of the 415th sit in a burned-out bar. Blankets have been nailed over broken windows. Flickering candles provide the illumination.

Lilya, Katya, Raisa and Maria sit around a table. Raisa and Maria are celebrating. Lilya seems devoid of emotion which concerns Katya.

All have shot glasses of vodka. A half-full bottle sits by a candle in the middle of the table.

RAISA

I can't believe we survived.

MARIA
I'll drink to that.

Maria holds her glass up. Everyone else follows.

EVERYONE
Za vast!

The ladies clink glasses, and slam their vodka. Maria grabs the bottle and refills everyone's glasses.

MARIA
What shall we drink to next?

RAISA
Men.
(regrets saying that)
I'm sorry Lilya.

Lilya shrugs.

Nikolai walks over to the table, and pulls up a chair. He has a drink in his hand, clearly not his first.

NIKOLAI
Good evening, ladies.

The ladies nod their acknowledgment.

NIKOLAI
I never thought I'd see a female
combat pilot, much less command
four of them. And you all survived!
Za-Vas!

Nikolai raises his glass. The women clink glasses and drink. He then refills the shot glasses.

NIKOLAI
I will miss you.

Nikolai turns to stand up.

KATYA
Miss us?

NIKOLAI
The war is over for you. You are
all transferring away from the
fighting.

RAISA
Spasibo. That's wonderful news.

MARIA

We survived. Bozhe moi.

LILYA

(indignation)

What?

NIKOLAI

Colonel Shestakov relayed this to me personally this afternoon.

LILYA

Why?

RAISA

Who cares? The fighting is over--

LILYA

Not for me.

Katya puts her hand on Lilya's arm to calm her as Nikolai stands and walks away.

Lilya will have none of it. She breaks from Katya and follows Nikolai. They walk a short distance away from the other women before Nikolai turns to face Lilya.

NIKOLAI

Why does survival anger you?

LILYA

You tell this Colonel Shestakov I want to keep fighting.

NIKOLAI

He ordered the four-fifteenth to be an all-male squadron.

Lilya kicks the bar.

NIKOLAI

The battle is over at least for you girls, and I see no reason to apologize for that.

Nikolai goes to the bar leaving a furious Lilya who looks like she wants to hit something.

INT. 586TH MEETING ROOM - DAY - WEEKS LATER

A furious Lilya hammers her fist onto a chalk board covered with aerial combat instruction diagrams.

LILYA

Your performance today was disgraceful! I am disgusted with all of you.

The women of the 586th squadron sit shell-shocked as Lilya berates them.

LILYA (O.S.)

Putting any of you in combat is leading a lamb to slaughter. You handle stick like drunken whores.

Tears well in some flyers' eyes.

A male PHOTOGRAPHER #2 (40s) stands with a camera on a tripod. This was not the scene he came to capture.

Lilya surveys the room, broadcasting contempt.

INT. 586TH BARRACKS - OFFICER'S QUARTERS - EVENING

Katya sits, grading exams. She shakes her head and scowls as she marks the paper.

She throws it into a loose pile, all bearing numerous corrections.

Lilya enters, holding a military communique.

LILYA

I have word from Captain Baranov.

Katya puts the exams aside, and pays attention.

LILYA

(reading)

"Forces are building around Kursk. The enemy has been fortifying their position for two years and are soon expected to attack the city. Colonel Shestakov is calling more units to defend. I knew you would see this as an opportunity to get back in the fight. Give my best to Katya. Your brother in arms - Nikolai."

KATYA

Kursk? Never heard of it.

Katya gets up, walks to a tactical map, and locates Kursk.

The map shows Kursk 450km southwest of Moscow.

Lilya joins her at the map.

LILYA
Look how far we've pushed them
back... over six-hundred
kilometers!

Lilya's fingers touch those cities on the map. There's a lot of space in between.

KATYA
Germans retreating from the Eastern
front will join the existing
stronghold.

LILYA
Might be the largest battle in
Russian history.
(slams the map in anger)
Here we sit.

Katya puts her arms around Lilya, and pulls her close.

KATYA
I know this is hard, but I'm here.

Lilya, focused on the map, pulls away from Katya.

LILYA
Perhaps we can meet with this
Colonel Shestakov. Convince him to
put us in the fight.

Katya, frustrated that she is not getting through to Lilya, walks to her bunk and sits down.

She takes out a mirror and begins applying cosmetics then glances over to see that Lilya is still lost in thought.

KATYA
Let's relax. Work is not a wolf. It
will not run into the woods.

LILYA
Da. I suppose so.

Lilya walks to her bunk and removes a bottle of peroxide.

Katya walks to a record player, puts on a the then famous LILI MARLEEN, and walks to Lilya.

Lilya unfolds a towel and places it over her shoulders. She grabs a cotton swab and starts to dab her hair with peroxide.

The romantic music continues, as Katya sits behind Lilya.

KATYA

Relax. Let me do that for you.

Katya takes the bottle and swab. She gently dabs Lilya's hair.

Lilya relaxes and closes her eyes, only to reopen them as Katya presses her body into Lilya's back.

Katya massages Lilya's shoulders, pushes her hair to the side, and begins to nuzzle her neck.

Shocked, Lilya turns her head to face Katya.

Katya, eyes closed, plants a kiss on Lilya's mouth.

Lilya closes her eyes and explores the kiss for a moment.

Katya cradles Lilya's head with one hand as she caresses her face with the other.

Lilya brings Katya's hands from her face to her neck, and begins to press down. Hard.

Katya immediately pulls her hands from off of Lilya's neck, back to her face.

Lilya then pushes Katya away.

LILYA

Why?

KATYA

I love you.

LILYA

Love. Something I didn't expect to find in the Soviet Air Force. But it found me. A real love. Now that Alexei is gone.

(shrugs)

Love doesn't interest me.

KATYA

A horrible, terrible war. Why are you so intent on fighting it?

LILYA

You rather I settle down? Raise little comrades? With you? You forget Stalin outlawed such things?

KATYA

Doesn't change how I feel.

LILYA
Feelings get you killed.

Dejected, Katya turns away from Lilya, who reaches out to stop her.

LILYA
And, I would hate for that to happen to someone I care about.

KATYA
You care for me?

LILYA
Of course. A true friend. But what can we really have in this place?

KATYA
I don't know. Marx talked about equality. When the war is over--

LILYA
Izvestia headline
(hands broadly apart)
"Dykes Demand Marx's Equality"

KATYA
Love finds a way. Indifference makes excuses.

LILYA
Next headline, "All Killed by Stalin." Like he killed my father.

KATYA
(stunned)
I'm sorry. I didn't know.

LILYA
You and I. Polish Jew from disgraced family and Ukrainian dyke. Start agitating for equality, how long you think we live?

Defeated, Katya drops her eyes and nods.

LILYA
Only real version of us is up there.
(points to sky)
And I don't want complicate it with love again. I want us to return there. We go to Baranov and get transferred.

(MORE)

LILYA (CONT'D)
 (grabs Katya's hand)
 I want you with me.

Katya takes Lilya's hand and nods.

KATYA
 Let's do it then. Together.

EXT. KURSK AIRFIELD - DAY

Lilya's and Katya's Yaks taxi in from landing.

Nikolai waits for them to park their planes.

After doing so, Katya and Lilya walk towards Nikolai.
 Everyone is pleased to be re-united.

NIKOLAI
 My angels. How have you been?

Katya hugs Nikolai.

KATYA
 Bored out of our minds.

LILYA
 (hugs Nikolai)
Spasibo comrade! Kursk too big a
 battle to miss.

NIKOLAI
 I promise nothing. It's Colonel
 Shestakov's decision. But you two
 do me so much good just by being
 here.

Smiles all around as Nikolai leads them to the Aerodrome.

INT. COLONEL SHESTAKOV'S OFFICE - MINUTES LATER

Nikolai, Lilya, and Katya stand in front of LEV SHESTAKOV
 (early 30s) who sits behind his desk. Behind him are the
 Soviet flag, strategic maps, and a portrait of Stalin.

Shestakov, a large man with a thick grey mustache, loves
 three things: food, glory and women. Medals and awards adorn
 his uniform.

SHESTAKOV
 So these two women want transfer to
 Kursk?

NIKOLAI

Da, Colonel.

SHESTAKOV

Should probably bring them along.
Give me something to do during the
downtime.

Shestakov laughs as he looks the ladies up and down.

SHESTAKOV

I hear Alexei died a happy man. Now
you can move up the chain? Would
you like that ladies?

Obvious anger is building in Lilya, but neither say anything.

Sheastakov glances at the papers in front of him.

SHESTAKOV

No training beyond the Yak-one?

NIKOLAI

None Colonel.

SHESTAKOV

Then I must decline. The Ministry
of Propaganda deems you both--
(leers at them)
valuable assets. I can't afford to
lose you in an outdated fighter.

LILYA

Then give us new fighters.

Shestakov takes a newspaper out of his desk drawer.

The front page of "Izvestia" shows a picture of a stern Lilya
standing in front of a classroom of female flyers.

SHESTAKOV

"White Lily of Stalingrad Teaches
Next Generation." Your lives become
critical to morale. No one cares
how many men die.

LILYA

Ministry of Propaganda will deny
our deaths, or make us out to be
heroes. As it suits them.

Shestakov smiles for a moment, before adopting a stern face.

SHESTAKOV

Lieutenant Litvyak, your suggestion shot the Ministry of Propaganda would dare conceal the truth is treanous. I must have you take before Commissar Zotov.

LILYA

Controlling information is entire purpose of the Ministry.

SHESTAKOV

You are digging yourself in deeper Lieutenant. Captain Baranov, escort her to the brig.

NIKOLAI

Da Colonel.

Nikolai grabs Lilya by the arm and leads her out. Now alone with Katya, Shestakov stares at her hungrily.

SHESTAKOV

I see from her file that this is not the first time her mouth has gotten her into trouble.

KATYA

A fighter like her--

SHESTAKOV

Women are for fucking, not fighting. Still, with her combat record, I could be persuaded to overlook this.

KATYA

Thank you Colonel. I assure you--

SHESTAKOV

I said I could be persuaded. What will you do to persuade me? Hmm?

Katya appears apprehensive and uncertain.

SHESTAKOV

Remove your clothes.

Katya opens her shirt. Shestakov likes what he sees.

KATYA

I am inexperienced.

SHESTAKOV

Better still.

KATYA

If I do this, you will send us to
Kursk.

Shestakov considers for a moment starting at Katya like a
hungry man looking at a three course meal.

SHESTAKOV

Name your post.

KATYA

Free hunters.

SHESTAKOV

(exasperated)

Free hunters? Flying on your own?
You'll get killed.

Katya pulls her shirt closed and gives him a look.

SHESTAKOV

You'll have to prove your worth to
me.

(points to a mission on
his desk)

There is a German artillery
spotting balloon. Their
antiaircraft guns have repelled all
who have attempted to bring it
down. You think you can succeed?

Katya nods.

Shestakov signs the transfer order, stands and removes his
belt.

KATYA

And, we've been Junior Lieutenants
long enough.

Katya removes her shirt as she moves towards him and sits on
his desk.

INT. WOMEN'S LATRINE - LATER

Disgusted, Katya looks at her disheveled reflection in the
mirror. Her hair is askew and whisker burns redden her face.

She rinses out her mouth, then starts to fix her hair.

She surveys herself in the mirror to ensure that she is
presentable, then turns to leave.

INT. KURSK AIRFIELD - OFFICER'S CLUB - LATER

Katya, seated at a table, pours herself another drink from a bottle of Vodka.

Lilya enters looking rougher from her detention.

Katya stands and they embrace.

LILYA

What pompous bastard he is.

KATYA

Da. But he did assign us a combat mission to get into the battle.

Lilya breaks the embrace and lights a cigarette as she takes a seat at the table.

LILYA

How did you manage that?

KATYA

(joins her at the table)
Let's have a drink.

Katya fills a cup for Lilya.

INT. KURSK AIRFIELD - AERODROME - DAY

Katya and Lilya survey an aerial map of the area.

LILYA

So Shestakov wants us to destroy a balloon.

KATYA

Four different pilots attempted it. One never returned.

LILYA

(pointing at map)
Heavy antiaircraft batteries make the direct path difficult. What you think of swinging behind them?

Anxiety plays across Katya's face as Lilya's finger traces a path deep into enemy territory.

EXT. KURSK AIRFIELD - DAY

Dressed in full flight gear, Katya and Lilya walks towards their planes which are tied down side-by-side.

LILYA

Should not be any A.A. batteries
behind the balloon. But if so, we
come in high and dive towards
target. Do you know Immelmann turn?

Katya shakes her head.

LILYA

If target is here, and you are
above.

(hands show position)

You dive on target. After you
complete the pass

(hands change position)

You climb fast, and maintain until
you stall.

(one hand show climb)

As you stall, you yaw the plane
around.

(hand shows spin)

Then you dive back in same
direction you came.

KATYA

(nods)

That's fantastic. Where did you
learn that.

LILYA

Alexei was good pilot. Good
teacher.

The pair climb into their planes.

EXT. SKIES OVER KURSK - AIR SEQUENCE - DAY

ENGINE NOISE drones on, as Katya and Lilya's fighters fly
side by side.

INT. LILYA'S COCKPIT

Lilya surveys the ground, then compares it to her map.

LILYA (RADIO)

Thirty kilometers to target.

INT. KATYA'S COCKPIT

Katya scans the horizon. Sees far off dots.

KATYA (RADIO)
Fighters, two o'clock high.

INTERCUT RADIO DIALOGUE

LILYA (RADIO)
Get lower.

Lilya's ENGINE PITCH changes as she dives her plane.

KATYA (RADIO)
Do we have room to run?

LILYA (RADIO)
I'm not running.

KATYA (RADIO)
I was afraid you'd say that.

Lilya sees two planes break off from the others, and descend towards them.

LILYA (RADIO)
Deermo! Two are heading our way.

KATYA (RADIO)
I see them!

Lilya's ENGINE ROARS as she pushes the throttle forward.

LILYA (RADIO)
Let's split up. Will be hard for
them to follow both of us.

Katya and Lilya's planes descend to less than 100 feet off the ground, their planes deftly moving up and down as the terrain rises and falls.

The pair split to take either side of a hill.

KATYA (RADIO)
(looking behind her)
I can't see them, White Lily. Do
you have them?
(listens for response)
White Lily? ... White Lily!

Katya pulls her plane up over the hill. Growing frantic, she searches the horizon. She sees a 109 taking notice of her and moving into position.

KATYA (RADIO)
B'lyad! White Lily. They've spotted
 me. Go on without me. Complete the
 mission.

Katya takes evasive maneuvers.

The enemy fighter is right on her tail. He OPENS FIRE. Tracer
 rounds stream towards Katya's plane.

Katya sees the tracer stream, and dives her plane.

She's flying so low that she must dodge her plane to avoid
 building and terrain. She maneuvers her plane as gunfire
 streams towards her.

KATYA (RADIO)
 Lilya. I'm sorry. I failed you.

Tears well as she waits for the final moment.

GUNFIRE RINGS OUT, but she isn't struck. She looks behind her
 only to find Lilya stitching the German.

The Messerschmidt starts streaming smoke and it turns away
 from the fight.

Lilya move her plane into formation next to Katya.

LILYA (RADIO)
 Snow Hare?

KATYA (RADIO)
 (relieved)
Da?

LILYA (RADIO)
 Too much with the talking.

KATYA (RADIO)
 (laughing)
Da.

Lilya looks at her map.

LILYA (RADIO)
 We're in position. Follow me.

Katya nods, still in shock from her sudden reversal.

KATYA (RADIO)
Da.

EXT./INT. NAZI HOT AIR BALLOON - DAY

A GERMAN SPOTTER sits in the basket of a hot air balloon. He has a map, a parachute, binoculars and a radio. He surveys the ground with his binoculars.

He hears faint but growing AIRCRAFT ENGINE NOISE. On alert, he surveys the horizon in front of him, looking for planes. He doesn't see any, but the ENGINE NOISE GROWS LOUDER.

Finally, he turns around to see Katya and Lilya almost on top of him.

They OPEN FIRE.

Bullets rip through the fragile balloon, which begins to fall. The spotter cries out and jumps from the basket.

KATYA

-- releases the trigger as the balloon falls.

KATYA (RADIO)
Ha! Success.

LILYA

-- seems pleased with herself.

LILYA (RADIO)
Turns out the right men for the job
were women. Let's go home.

SKY

Katya and Lilya's planes climb as they fly home.

INT. KURSK - SHESTAKOV'S OFFICE - EVENING

Sheatakov sits typing a letter on his typewriter.

He withdraws the letter, signs it, and puts it in his outgoing box.

He takes out a folder, withdraws the --

TABLE OF ORGANIZATION

-- for the 415th squadron. He crosses out a name. He taps his pencil by Yak #32 and #34 and ponders.

There is a KNOCK at his door.

SHESTAKOV

Enter.

Lilya and Katya walk in, still wearing their flight suits.

LILYA

Mission accomplished.

Sheatakov is surprised. Slowly he starts to giggle, then it builds to uproarious laughter.

SHESTAKOV

I can't believe that the goat has eaten the wolf.

KATYA

As we agreed Colonel.

Sheatakov opens his desk and takes our rank insignias.

SHESTAKOV

Congratulations to both on your promotion to Senior Lieutenant.

It's Lilya's turn to be surprised.

Sheatakov holds out the rank insignias, which Katya and Lilya take.

KATYA

(appreciative)

Blagodaryu, Colonel.

LILYA

Da. Blagodaryu.

SHESTAKOV

(leers at Katya)

I look forward to hearing your combat reports.

KATYA

Colonel, as much as I appreciated our last visit, I prefer reporting to another officer.

SHESTAKOV

Who did you have in mind?

Katya and Lilya look to each other. Lilya nods.

INT. OFFICER'S CLUB - NIGHT

Katya and Lilya sit with a Nikolai, who is beaming with pride, at a table celebrating their victory.

NIKOLAI

You two never cease to amaze me.
Let us toast!

They clink their glasses of vodka together.

NIKOLAI

Once there was a flock of birds flying south for the winter. One bird flew higher than all the others and burned his wings on the sun. He defied the collective, and paid the ultimate price. To that bird!

LILYA, KATYA

To that bird!

All drink their vodka.

NIKOLAI

What about you Lilya? Any Polish folk tales?

LILYA

I love story of prince and frog.

KATYA

Prince and frog?

LILYA

Da. King want prince to have wife. So he tell him, fire arrow from tower and marry whoever is closest to landing. So he end up with frog.

A bit tipsy, Nikolai and Katya are amused.

KATYA

He married a frog?

NIKOLAI

I would tell the king it landed in a whore house.

LILYA

Well in this story, he marry frog because frog tell him it only way to get arrow back.

NIKOLAI
The frog talks?!

LILYA
It more believable than bird
burning wings on the sun.

KATYA
Could have been lightning.

LILYA
So Prince takes frog for wife. And
clever frog can do magic. King
challenges to make carpet or bake
cake; frog conjures helpers.

NIKOLAI
The frog's a wizard?

LILYA
Da. Prince wins king's favor and
presents his wife, the beautiful
princess Vasilisa.

KATYA
(laughing)
A wizard princess?

LILYA
She was hiding from enemies.

Nikolai laughs hard and slams the table.

NIKOLAI
Polish have crazy folktales.

LILYA
(joins in their laughter)
I tell you no more stories.

Nikolai pours more Vodka as the celebration continues.

TIME CUT TO:

INT. OFFICER'S CLUB - LATER

Clear signs of inebriation show on Nikolai, Lilya and Katya
as they get up from the table.

NIKOLAI
Should all get some rest. Busy day
tomorrow.

Nikolai hugs Katya goodnight, then hugs Lilya. He holds her embrace as he says--

NIKOLAI
Never have I meet a better warrior,
or a better friend.

LILYA
Spasibo comrade.

Nikolai leaves.

EXT. KURSK AIRFIELD - DAY

Katya and Lilya, both a little worse for the wear, walk to their planes.

KATYA
Are you certain you're ready to fly
today? You drank an awful lot.

LILYA
Will take more than watered down
Vodka to keep me from flying.

KATYA
Still. Let's hunt for targets
closer to home, da?

Lilya nods and climbs onto her plane.

EXT. LILYA AND KATYA'S PLANE - DAY

Katya and Lilya's planes fly next to each other.

INT. LILYA'S COCKPIT

Lilya looks on the ground and sees an armored column.

LILYA (RADIO)
You strafe. I watch for enemies.

Lilya watches Katya's plane dive towards the enemy.

EXT. DIRT ROAD - GERMAN TANK - CONTINUOUS

A NAZI TANK COMMANDER surveys his surrounding. His head and body are sticking out of the top of tank's hatch.

He hears PROPELLER NOISE in the distance.

NAZI TANK COMMANDER (SUBTITLE)
 (in German)
 Enemy Fighter. Turn to the right.

The tank stops and rotates as the tank commander closes the hatch.

INT. TANK TURRET - CONTINUOUS

The Tank Commander uses a radio handset inside the turret.

NAZI TANK COMMANDER (SUBTITLE) (RADIO)
 (German)
 This is Grein. Sighted a Soviet
 fighter. Need air support. Over.

INT. GERMAN FIGHTER COCKPIT

A NAZI ACE (late 20s) hears the tank commander's radio message. A battle scar above his right eye prevents him from being the poster boy of the master race.

He rolls his plane as he turns to respond.

EXT. NAZI ACE'S Fw-190

The ace flies a Focke-Wulf 190, a sleek killing machine with a distinctive red nose. He has so many fighter silhouetted kills on his plane they seem to wrap to the other side.

His plane changes course and heads towards Lilya.

LILYA

-- watches the tank as it backs up to a tree for protection.

She looks out on the horizon and sees two enemy planes approaching. One of them has a red nose.

LILYA (RADIO)
 Snow hare. I see two enemy
 fighters. Break off your attack and
 re-group.

No response from Katya.

EXT. DOGFIGHT OVER KURSK

Lilya's plane flies straight into the two fighters, which break formation and jockey for position.

The red-nosed plane circles behind Lilya and she engages his wingman.

Lilya lines up and FIRES at her target, but she's rushing it. Her shot goes wide.

INT. KATYA'S COCKPIT - CONTINUOUS

Katya climbs after staffing her ground target.

LILYA (RADIO)(V.O.)
(static)
Snow Hare. Where are you?

Lilya's message catches Katya off guard. She scrambles to respond.

KATYA (RADIO)
Hang on White Lily.

LILYA

-- rolls her plane as she fights for supremacy.

KATYA (RADIO)(V.O.)
Engaging.

Lilya spots still two more German fighters on the horizon.

LILYA (RADIO)
Negative. I count four enemies. You need to run.

KATYA

-- sees another two dots on the horizon. There are now six enemy fighters to fight.

LILYA(RADIO)(V.O.)
Make that six. Disengage. Get out of here!

KATYA (RADIO)
Nyet. We're in this together.

LILYA

-- flies totally defensive trying to occupy the enemy as long as possible.

She looks over her shoulder and sees the red-nosed 109 right on her tail.

LILYA (RADIO)
You can't save me you stupid bitch.

KATYA

-- stares at the horrible scene like a frightened deer.

LILYA (RADIO) (V.O.)
You never could. Now RUN!

Anguish engulfs Katya as she circles her plane around the battle.

LILYA (RADIO)
It was an honor.

Lilya levels her plane out, ceasing her defensive maneuvers, and fires into one of her assailants.

Katya sees the red-nosed plane open fire on Lilya's plane. Smoke streams from her crippled fighter as she dives behind a cloud.

Katya tries to speak but chokes on the words.

KATYA (RADIO)
Snow Hare to White Lily!
(frantic)
Snow Hare to White Lily!
(screams)
LILYA!

No response as Katya flees the scene.

INT. NIKOLAI'S OFFICE - LATER THAT DAY

Nikolai sits behind his desk looking at paperwork. He looks up at Katya as she runs in.

Katya falls into a sobbing mess.

Nikolai, shocked, stands to comfort her.

Katya completely breaks down, occasionally attempting to say the word "Lilya."

NIKOLAI
What? Lilya? How could this happen?

Nikolai recovers his composure and tries to provide comfort.

NIKOLAI
Ssshhhh! You'll get through this.

Nikolai's tone and body language betray him- he is not handling this well either. He holds Katya as she grieves the love of her life.

TIME CUT TO:

INT. NIKOLAI'S OFFICE - LATER

Katya, still red faced from crying, sits with Nikolai looking over a tactical map of Kursk.

KATYA

She may still be alive! She got jumped by six enemy fighters.

NIKOLAI

You saw her plane get hit?

KATYA

But I didn't see it crash. It was on fire, and disappeared behind a cloud!

NIKOLAI

She is lost to us, Katya. Even if she's alive, she is behind enemy lines.

KATYA

I have to find the crash site. I will not let her go like this.

Nikolai grabs a folder off of his desk and opens it to show Katya the Table of Organization for the 415th which he hands to Katya.

NIKOLAI

Take a look at the squadron.

Katya opens the folder. The table shows so many pilot names crossed through in red ink that it looks like its bleeding.

NIKOLAI

Comrades-in-arms become family to each other. It hurts to lose family, but I need every capable pilot fighting the enemy, not chasing ghosts.

Katya becomes enraged. She rips the Table of Organization in half and clumsily swings at Nikolai.

KATYA

She's not a ghost! She could still be alive! You owe this to her!

NIKOLAI

(cold anger)

The only one who is owed anything in this country is Stalin, and you know what he says to do with an insubordinate Ukrainian homosexual.

KATYA

Like he needs a reason. We grow the food for him, yet he starves twelve million of my countrymen to death. For what? A show of force? To prove his manhood?

NIKOLAI

Enough! I will not tolerate sedition.

KATYA

I'm sick of pretending that Stalin didn't kill more of us than Hitler ever will!

NIKOLAI

Now you listen to me Lieutenant Budanova! Regulations allow two ways for you to leave this office: you report directly to the Commissars and share your feelings about Comrade Stalin with them; or you claim duress over the death of your wingman which caused you to be unfit for duty.

(takes a form from his desk drawer)

In which case I will be sending you home to recover. Which is it to be?

KATYA

(pushing anger down)

Family.

Nikolai fills out the form and hands it to her to sign, which she does.

NIKOLAI

Enjoy your time at home.

KATYA

Obviously you've never met my parents.

NIKOLAI

Certainly more enjoyable than my family.

(points to the family portrait on his desk)

For they did not survive the siege of Stalingrad.

KATYA

I'm sorry. I didn't--

NIKOLAI

Miri, my wife, was a lot like you. Tough and capable, but kind. When I lost her

(emotional)

I value you. Too much to throw away. You've seen too much of death. Go home. Rest.

Katya nods in gratitude and leaves his office.

INT. MOSCOW - KATYA'S FAMILY HOME - DAY

Katya is seated at the table set for two.

Marta brings in two cups from the kitchen.

MARTA

I don't have much coffee left, but this is a special occasion.

KATYA

It's so wonderful to have coffee again. It has been months.

Marta sits at the table as Katya enjoys the aroma of her beverage.

QUICK FLASHBACK - EXT. - MOSCOW - MAKE-SHIFT AIRFIELD

Lilya, smiling, watches Katya drink from her Thermos.

LILYA

Keep it. I can't be a bird with that weighing me down.

BACK TO SCENE

KATYA

(softly)

I can't be a bird.

MARTA

What did you say?

KATYA

The bird who flew above the flock
and burned his wings.

MARTA

Yes. Of course. He left the
collective.

Katya shakes her head. Her sorrow turns to joy as she finds a
purpose for it all.

KATYA

She! She left the collective...
because it was a prison.

MARTA

What are you talking about?

KATYA

Lilya. My wingman. She's gone now.

MARTA

You have my sympathies. You must
have been close.

In her moment of clarity, Katya attempts to come clean.

KATYA

I was in love with her.

MARTA

What did you say?

KATYA

You heard me mother. No more
hiding. I am what you think I am.

Marta, shocked, searches for a response as Katya sips her
coffee.

KATYA

The war has not been kind to me,
and I would hate to lose you over
this, but I can't go on hiding. No
matter how hard you try, you can't
get milk from a bull.

MARTA

Stalin has outlawed this.

KATYA

He has. Are you to turn me in?

Marta sits apoplectic.

KATYA

Should I flee before you summon the authorities. Would you rather you had your daughter in jail than seated before you?

MARTA

If I harbor a homosexual, then I become just as guilty.

KATYA

I understand. I could not live with that on my conscience.

Katya finishes her coffee and stands from the table.

KATYA

Goodbye mother.

Katya walks out the front door.

INT. NIKOLAI'S OFFICE - DAY

Nikolai sits at his desk. A KNOCK AT THE DOOR.

NIKOLAI

Enter.

Still wearing her civilian clothes, Katya walks into the office which surprises Nikolai.

NIKOLAI

That was a fast trip home.

KATYA

I would rather fight Nazis than fight my family.

NIKOLAI

You'd be surprised how for many the trip home renews their dedication to kill someone. But I'm afraid I must ask you your own question. What are you fighting for?

KATYA

Why do you care?

NIKOLAI

I can't put an unstable person in the cockpit.

KATYA
To kill the enemy.

NIKOLAI
Why?

KATYA
You know why.

NIKOLAI
So it is revenge, for Lilya?

KATYA
And if it is?

NIKOLAI
If you walk the same path, it will
lead to the same place.

Katya nods.

EXT. KURSK AIRFIELD - DAY

Katya walks towards her fighter in her flight suit. She
pauses at the empty fighter tie-down next to her's.

She kneels in the grass.

KATYA
Well, comrade. I realized I never
got to tell you a Ukrainian folk
tale. We were laughing so hard
about your story, I thought there
would be plenty of time. I grew up
with stories of Baba Yaga. The
witch in the woods and Vasilisa.
But in my story Vasilisa was a poor
girl who was made to suffer at the
hands of her cruel stepmother and
two step-sisters. They tried to
kill her.

(flash of emotion, stuffs
it down)

They sent her to Baba Yaga's hut to
ask for fire, sure that she would
get killed.

(tears stream)

But she didn't die. She didn't die!
She passes every test that
murderous hag gave to her, and when
she returned to her wicked family
she had won magical fire from the
hag, and burned them all to ash.
Just like you.

(MORE)

KATYA (CONT'D)

You will return from certain death,
and we will burn our enemies to
ash. Together.

She sees a white snow drop flower peeking through the grass.

She walks over and picks the lily, then starts performing her
preflight inspection.

INT. KATYA'S COCKPIT - DAY

ENGINE NOISE is constant as Katya scans the horizon. Her
Snowdrop lily is wired to her instrument panel.

SOVIET FLYER (RADIO)(V.O.)

(static)

...This is... Bomber one-four-
two... fifteen kilometers north by.

Katya moves her throttle forward and changes her heading in
response.

After a few moments, she sees a lot of dots on the horizon
whizzing around each other like a swarm of fruit flies.

As she closes, she notices a pair of enemy fighters climbing
back into the fray. The lead of the pair has a red nose.

Katya's blood runs cold. She is transfixed as she RED LINES
HER ENGINE to get catch up to the enemy pair.

Her planes RATTLES nearing a stall as she positions herself
above her enemy.

KATYA

Come on baby.

(looks at her targets)

Almost... there!

Katya pushes her stick forward changing the PITCH OF THE
ENGINE NOISE.

The nose of her plane is almost straight down as she leans
forward and looks through her gunsight.

KATYA'S GUNSIGHT POV

The pair of German fighters fly side by side.

Katya is closing rapidly. She lines up on the Ace with the
red nose.

From her above vantage, she's able to put the cross hairs right over the cockpit.

EXT. KURSK AIR BATTLE

The enemy planes continue on course, oblivious.

Suddenly the red-nosed bastard is struck from above by Katya's fire. The bullets slice through the cockpit and crush the back of the plane which folds up on itself.

Katya flies down from above, the metal pieces of her destroyed enemy STRIKING HER PLANE as it screams OUT OF FRAME.

KATYA

-- levels out her plane as the rush of combat washes over her. A woman with nothing to lose, she confidently looks behind her searching for the other plane.

She sees him turning and diving down below after her.

She pulls back on her stick.

KATYA'S FIGHTER

-- goes nose up and enters a steep climb- rapidly bleeding off her speed as she approaches a stall.

Almost standing still in mid-air, she yaws in the opposite direction to face her attacker.

Her nose swings around as her fighter hangs in midair. A perfect Immelmann turn that would have made Lilya proud.

KATYA

-- sees the world rolling about her as her fighter yaws. Everything is still for a moment before her fighter starts a violent descent towards her waiting opponent.

Her face is a mask of determination as she lines up her opponent in her gunsight.

KATYA'S FIGHTER

-- flows down to meet her enemy who is flying up at her. They zero in on each other like a game of chicken where both seem content to just ram the other.

KATYA

-- screams in rage as she pulls the trigger.

KATYA'S FIGHTER

-- OPENS FIRE sending red tracer rounds streaming towards the enemy.

Her opponent returns fire and BULLETS RIP into Katya's plane.

KATYA

-- is hit! Her war cry suddenly changing to a low gurgling as her enemy rounds strike her in the abdomen and force her to drop the stick.

KATYA'S FIGHTER

-- rolls gently right before the moment of impact with her opponent.

Her right wing clips the propeller of the enemy fighter.

Having suddenly lost it's propeller, the enemy 109 falls from the sky.

KATYA

-- struggles to remain conscious despite her wounds.

Light and dark take turns playing across her face as her plane revolves as it approaches the ground.

She sees the field through her ruined cockpit. She guides her broken plane for a landing.

KATYA'S FLAMING FIGHTER

-- streams smoke, as it crashes into the field.

KATYA

-- coughs and struggles to breathe in a cockpit filled with smoke and fire.

She reaches for a fire extinguisher, reducing the flames.

She opens her canopy, tearing off equipment. Spasmodic coughs overcome her as she struggles to remove her safety belt.

Her breathing becomes increasingly wet and labored. She reaches for the white lily that is wired to her instrument panel, now torn and dirty with oil.

She caresses the lily with her bloody left hand as she fights to breathe.

Her breathing gets more labored as she fondles the flower.

KATYA'S BREATHING SPASMS. She coughs and struggles. It sounds horrible and frightening.

EXT. KATYA'S FIGHTER - CONTINUOUS

Katya's smoking plane lies in a beautiful field of flowers. White lilies surround her and dance lazily in the breeze.

A final seizure, and then awful silence.

INT. NIKOLAI'S OFFICE - DAYS LATER

Nikolai sits at his desk CLACKING on this typewriter.

NIKOLAI
(CLACK CLACK)
Because of their numerous
accomplishments
(CLACK CLACK)
And the heroic nature of their
deaths, I recommend both
(CLACK CLACK)
Yekatrina Budanova and Lydia
Litvyak for the highest
(CLACK CLACK)
award of the land, "Hero of the
Soviet Union."
(CLACK CLACK)
Signed, Captain Nikolai Baranov.

Nikolai removes the letter from the typewriter and signs it.

He pours himself a cup of Vodka and extends it in a toast to the corner of his desk.

NIKOLAI
To family.

Nikolai slams his Vodka.

CORNER OF NIKOLAI'S DESK

-- lies the picture of Nikolai's family that he showed Katya.

Behind that picture is a picture of Katya and Lilya, happy as they pose for the magazine. Their picture rests atop the crumpled picture of Ronda and her family that Lilya brought back from Stalingrad.

GRADUAL ZOOM IN ON the picture of Katya and Lilya.

FLASHBACK - INT. HANGAR - DAY

Katya and Lilya stand before a photographer posing for the picture.

PHOTOGRAPHER
Act like you enjoy working
together.

Katya smiles, grabs Lilya and starts to tickle her.

Lilya resists playfully. Their eyes lock.

The photograph captures a heartfelt smile from both of them.

FREEZE FRAME

FADE OUT.

ROLL CREDITS

-- A picture of the real Lilya Litvyak. SUPER: "Lydia Litvyak scored 16 kills over her short career. 12 of them solo. She was the first woman to ever score a combat kill, first to become a fighter ace, and holds the record for the most combat kills scored by a female pilot. She died at the age of 21. Her body was discovered in her fighter in 1979."

-- Pictures of Lilya Litvyak's "Hero of the Soviet Union" award. SUPER: "She was posthumously made 'Hero of the Soviet Union' by Mikhail Gorbachev in 1990."

-- A picture of the real life Katya Budanova. SUPER: "Katya Budanova scored 11 kills over her career, second only to Lilya."

-- Picture of Katya Budanova's "Hero of the Russian Federation" award. SUPER: "She was posthumously declared 'Hero of the Russian Federation' by Boris Yeltsin in 1993."

-- A picture of Raisa Beliaeva. SUPER: "Raisa Believa fought alongside Lilya at the Battle of Kursk where she was killed in action."

-- Picture of Alexei Solomatin. SUPER: "Alexei Solomatin fatally crashed before Lilya's eyes. Lilya wrote to her mother that it was only then that she knew she loved him."

-- Picture of Marina Raskova. SUPER: "Famous for her feats of long distance flying before the war, she was the one who convinced Stalin to create three air divisions for women. She died during the war."

-- Pictures of the Lilya Litvyak museum. "Today, a museum exists to honor Lilya and the other Soviet Air Women of World War II."

END CREDITS

THE END