

# THE ON-THE-ROOF GANG

by Matt Zullo

Based on a true story

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**OVER BLACK:**

The rhythmic beeping 'dits' and 'dahs' of what sounds like Morse code fades in and increases in volume.

**FADE IN:**

**INT. JAPANESE NAVY SHIP - RADIO ROOM - MORNING**

The hand of a Japanese RADIOMAN taps out the beeping code on a telegraphic key.

**EXT. SEA (ARCHIVE FOOTAGE) - CONTINUOUS**

SUPER: "JAPANESE BATTLE FLEET"  
"PACIFIC OCEAN"

The telegraphic code pulsates over:

An armada of Japanese warships cutting through white-capped waves. The Hinomaru - the rising sun flag of Japan - flies over each ship.

Battleships, cruisers, frigates, and tankers speed toward unsuspecting targets.

A lone cargo plane with the Hinomaru on its side flies above.

**INT. JAPANESE CARGO PLANE - CONTINUOUS**

A second Japanese RADIOMAN with headphones on taps out code on a telegraphic key inside the aircraft.

**EXT. SEA (ARCHIVE FOOTAGE) - CONTINUOUS**

The telegraphic code conversation carries on.

More Japanese ships criss-cross the waves. Multiple cruisers fire guns broadside. Battleships fire bigger guns.

Many powerful explosions as targets are hit.

The telegraphic code slowly fades out.

**EXT. WASHINGTON, DC - SKYLINE - DAY**

SUPER: "MAIN NAVY BUILDING, WASHINGTON, DC"  
"APRIL 1930"

A sprawling, dull white three-story office building spans the space between the Lincoln Memorial and Washington Monument.

**INT. MAIN NAVY BUILDING - HALLWAY - CONTINUOUS**

An office hallway with dark wooden doors. A sign reads:

CODE AND SIGNAL SECTION  
OP-20-G  
RESEARCH DESK

AUTHORIZED PERSONNEL ONLY

A combination lock enforces the authorized personnel rule.

**INT. MAIN NAVY BUILDING - RESEARCH DESK OFFICE - CONTINUOUS**

Two US Navy YEOMEN in Navy dungaree uniforms at gray steel desks. Smoke snake upwards from metal ashtrays. Light angles through aluminum venetian blinds onto unused desks.

Lieutenant Commander Laurance SAFFORD, 40s, tall, thin, blonde, wears round wire-rimmed glasses and Navy dress blue uniform with the jacket slung over the back of his chair.

At the adjacent desk is Agnes DRISCOLL, 30-ish, wearing an oxford blouse with splayed collar, hair in a bun. She works confidently in a man's world.

DRISCOLL

We're damn lucky it was just an exercise.

SAFFORD

What are you saying?

DRISCOLL

The Japanese are preparing for war. You know it just like I do. This shows how prepared they are.

SAFFORD

And how unprepared we are?

DRISCOLL

Yes. We need trained intercept operators.

SAFFORD

I agree Aggie, but Captain Redman doesn't.

DRISCOLL

You'll just have to educate him.

SAFFORD

It's not that simple. He's a tough nut and he holds the purse strings.

DRISCOLL  
Can't we use the O.N.I. slush fund?

SAFFORD  
We could, but it'll piss him off.

DRISCOLL  
He has no say in how we spend that money.

SAFFORD  
Yeah.

DRISCOLL  
We need to bring in that Chief Radioman. The one who taught himself the katakana code. What's his name?

SAFFORD  
Harry Kidder.

DRISCOLL  
Right, Kidder. Bring him in. Have him train other radiomen.

SAFFORD  
Yup.

DRISCOLL  
You going to tell Redman?

SAFFORD  
Have to.

Driscoll nods.

SAFFORD (CONT'D)  
If we're wrong, we'll both be looking for a job.

DRISCOLL  
But if we're right and do nothing, we'll be completely unprepared for whatever the Japs throw at us. We have to do this, Laurance.

SAFFORD  
Right.

**INT. MAIN NAVY BUILDING - REDMAN'S OFFICE - DAY**

The commander's office - with mahogany walls and silk drapes. Captain Joseph REDMAN, 40S, behind his walnut-stained desk. Crystal ashtrays sparkle in the sunlight.

Safford stands tall facing Redman, nervously fidgeting.

REDMAN

No, Lieutenant. Secretary Stinson has already shut down the Black Chamber. I'm not getting on his bad side by starting up our own covert operation.

SAFFORD

Sir, I'm not asking for permission. I'm informing my chain-of-command.

REDMAN

You're misusing resources, and I won't have it.

SAFFORD

O.N.I. gave us carte blanche in using the slush fund.

REDMAN

Okay...What about the radiomen? They belong to me.

SAFFORD

We'll only use volunteers - men who are separating anyway. We'll use this as a way to retain those men.

REDMAN

And where do you propose to train them?

SAFFORD

(pointing up)

On the roof. There's a small blockhouse. We'll turn it into a classroom.

REDMAN

You have an answer for everything, don't you?

Safford keeps quiet.

REDMAN (CONT'D)

Well, let me tell you, Lieutenant, if this blows up in my face, I'll personally see to it that you and your...

(gestures upward)

...on the roof gang...never see another day in this man's Navy.

SAFFORD

Aye, sir.

REDMAN

Now get out.

Safford turns to leave.

SAFFORD

(to himself)

Hm, *on the roof gang.*

**EXT. WASHINGTON, DC - SKYLINE - DAY**

SUPER: "TEN YEARS LATER"  
"NOVEMBER 1940"

Light snow swirls down onto the Main Navy Building.

Pulsating telegraphic code fades in.

**EXT. MAIN NAVY BUILDING - ROOFTOP - CONTINUOUS**

On the flat roof sits a much smaller structure - a concrete blockhouse with two windows and a single door, surrounded by barbed wire fencing.

A brass plate on the door reads:

"SECRET - Authorized Personnel Only"

The telegraphic code reverberates through pane glass windows.

**INT. MAIN NAVY BUILDING - ROOFTOP CLASSROOM - CONTINUOUS**

Inside the blockhouse, a classroom. Pre-recorded telegraphic code plays on a Navy-issue wire recorder and emanates from a speaker.

Sunlight is dimmed by black-out curtains and cigarette smoke. Tables with large, black, radio receivers line the room. Headphones hang on each radio.

Ten US Navy RADIOMEN, all 20-ish, in crisp, new civilian clothes sit around a wooden table littered with stained coffee mugs and ashtrays with smoldering butts.

Harry KIDDER, late 30s, instructor and Navy Chief Petty Officer, also in civvies, faces a chalkboard. Short, stout, and balding, tanned from many years in the tropics.

He recites along with the telegraphic code.

KIDDER

Ah, ee, oo, eh, oh, kah, kee, koo,  
keh, koh...

He transcribes the characters onto the chalkboard:

アイウエオカキクケコ

The students struggle to follow; mutter amongst themselves.

Hal JOSLIN, tall and bespectacled, is bewildered.

JOSLIN

(to himself)

What the...?

Duane WHITLOCK, pencil thin, overly judgmental, is baffled.

WHITLOCK

(under his breath)

Gibberish.

Petty Officer Ray RUNDLE, 19, class clown and always the first to speak up, scoffs.

RUNDLE

What the hell is *that*, Chief?

KIDDER

Katakana code, try to keep up.

Kidder presses on without missing a beat.

KIDDER (CONT'D)

Sah, shi, soo, seh, soh...

Kidder writes:

サシスセソ

RUNDLE

(aping)

Ah, keh, koh, oh, see...

The students chuckle.

Rundle tucks his thumbs into his armpits, flaps his elbows, and squawks like a chicken.

RUNDLE (CONT'D)

Looks like hen tracks to me!

His classmates burst out laughing.

Kidder continues to transcribe what he hears while explaining.

KIDDER

Check the information card next to your typewriter. It's like Morse code, just different characters and more of 'em.

Still writing on the chalkboard:

夕 子 ツ テ ト

RUNDLE

Ohhh-kaaaay...

Smirking and making a show of picking up the index card, Rundle looks for a rise out of his classmates. Some of the other students snicker at Rundle's high jinks.

Kidder stops the recorder; turns to face the students.

KIDDER

This is serious. If you can't read this, we can't stop them.

RUNDLE

Stop them?

KIDDER

The Japs.

(pauses)

Okay, here's the thing - the reason you signed your secrecy agreements.

The students lean in.

KIDDER (CONT'D)

This is the classified part. You can't ever divulge this. Ever. If you do, you'll be charged with treason. That's serious brig time, if not worse.

Kidder waits to let this sink in.

KIDDER (CONT'D)

We've been eavesdropping on the Japs' comms for years...We know they're preparing for war. We just don't know when or where. Asiatic Fleet, likely...Guam? Philippines? Singapore? We don't know. That's why we need more intercept operators. That's why you're here.

The students are gripped by Kidder's words.

KIDDER (CONT'D)  
 Now pay attention. Try to follow  
 along. You'll all be card-carrying  
 members of the On-the-Roof Gang  
 when I'm done with you. I promise.

Kidder turns the volume back up, and gets back to it.

KIDDER (CONT'D)  
 Nah, nee, noo, neh, noh...

He writes:

ナニヌネノ

The Sailors, newly inspired, listen and try to follow.

**EXT. WASHINGTON, DC STREET - AFTERNOON**

After class, the ten students saunter along a DC sidewalk two by two. The snow has ceased; their shoes crunch in the white crusty dusting.

Rundle walks next to Joslin.

Whitlock with Ralph BRIGGS, rotund midwesterner.

Maynard ALBERTSON, barely tall enough to join the Navy, follows closely next to Ed OTTE.

Jimmy PEARSON strides along with Roy LEHMAN.

Ted WILDMAN, tall, rugged, and athletic, chats idly in a thick New England accent with beach blond Tack WALVOORD as they follow last.

RUNDLE  
 (mocking)  
 Ah, eh, nee, oh, oo...

ALBERTSON  
 You're killing me, Ray!

Joslin interjects.

JOSLIN  
 Not supposed to be talking about  
 this out here.

RUNDLE  
 What are they gonna do, take away  
 our birthdays?

Joslin clears his throat; changes the subject.

JOSLIN  
You got a girl back home?

RUNDLE  
(caught off guard)  
What? No, not really...No.

JOSLIN  
Not really? What's that mean?

RUNDLE  
Bernice?...she's nobody.

JOSLIN  
She has a name. Bernice! Well,  
Marie and I are getting married as  
soon as this class is over.

RUNDLE  
For real?

JOSLIN  
Yep.

RUNDLE  
That's great, Hal. Happy for you.

The group arrives at a brownstone townhouse with a sign in front that reads, "Ma Travers Guest House."

Rundle bows and opens the door as they file in. He goofs for each one of them.

RUNDLE (CONT'D)  
(flourishing)  
After you, sir.

JOSLIN  
Why, thank you.

RUNDLE  
My pleasure...My liege.

ALBERTSON  
Carry on.

RUNDLE  
Your majesty.

WALVOORD  
Shithead.

Last one in, Wildman, punches Rundle on the arm as he passes. Rundle feigns pain and follows them inside.

**INT. MAIN NAVY BUILDING - RESEARCH DESK OFFICE - EVENING**

Kidder strides in, waves at the yeomen at their desks. They greet him back.

Safford gestures to a chair. Kidder sits.

SAFFORD

How's the new class, Chief?

KIDDER

Like the others, best radiomen in the fleet.

SAFFORD

And they've signed their secrecy agreements?

KIDDER

One and all.

SAFFORD

Your On-the-Roof Gang is a credit to you, Chief. They're intercepting Jap navy comms in Hawaii, Guam, and the P.I. It's amazing how much intel they're producing.

KIDDER

And yet, Stinson says "Gentlemen do not read other gentlemen's mail."

They both laugh.

KIDDER (CONT'D)

Yeah, well, Captain Redman is the real problem, isn't he?

SAFFORD

He'll change his tune if we can figure out the Jap war plan.

KIDDER

We'll have to figure out their new operations code.

SAFFORD

You boys just keep intercepting their comms. Agnes will get us squared away on JN-25.

KIDDER

Hope she gets it done in time.

SAFFORD  
Seems like Japan is going to make  
some sort of move.

KIDDER  
Yeah, but when? Where?

SAFFORD  
Hopefully, your intercept squad can  
help with that.

Kidder nods and rises to leave.

SAFFORD (CONT'D)  
One more thing, Chief.

KIDDER  
(sits back down)  
Sir?

SAFFORD  
I'm sorry to hear about your  
parents.

KIDDER  
(resigned)  
We weren't close.

SAFFORD  
Still hard to lose them both.  
What'll happen with the farm?

KIDDER  
The lawyers say they can get me ten  
grand after they sell everything. I  
just want to be done with it.

SAFFORD  
I understand. Put it in the bank.  
It'll come in handy when you and  
Susie get married.

KIDDER  
I've never had dough like that.

SAFFORD  
You'll be able to set up a nice  
life for yourselves.

KIDDER  
Sounds like heaven.

**EXT. MA TRAVERS GUEST HOUSE - DUSK**

SUPER: "CHRISTMAS, 1940"

Flurries fall in front of Ma Travers Guest House.

A fully lit Christmas tree glows in the large picture window of the front room, illuminating the ankle-deep snow outside the window. Christmas music plays, muted by the windows.

**INT. MA TRAVERS GUEST HOUSE - DINING ROOM - CONTINUOUS**

The students enjoy a holiday feast at a dining room table with all the Christmas trimmings - linen tablecloth, placemats, wine glasses, and candles. Very proper.

Ma TRAVERS, 60-ish, innkeeper, sits at one end of the table.

At the other end is Kidder, the de facto man of the house.

Housekeeper SUSIE, 30, pours wine for everyone. As she serves Kidder, she traces the back of her hand against his shoulder.

The students chatter over the pleasant Christmas music.

RUNDLE

(to Joslin)

No, Hal, Montana is the real West.

JOSLIN

Washington is further west, how can Montana be the west?

RUNDLE

When you think of the West, you think of cowboys. Montana has cowboys, Washington doesn't.

JOSLIN

Washington is on the *West Coast*. It's right there in the name!

RUNDLE

Have you ever heard of the *Wild West*? That's Montana!

JOSLIN

You just don't know what you're talking about, Ray!

They laugh. Across the table, Whitlock and Wildman chit-chat.

WHITLOCK

(to Wildman)

The Richmond is the best light cruiser in the Pacific Fleet.

WILDMAN  
 (thick New England accent)  
 Nah, the Marby eats Richmond's  
 lunch!

WHITLOCK  
 What are you saying? Mah-Bee?

WILDMAN  
 (more clearly)  
 I said Marby. USS Marblehead. Best  
 damn cruiser out there.

WHITLOCK  
 Ted, you need to learn how to speak  
 more clearly. No one's going to  
 understand that chow-dah speak!

**INT. MA TRAVERS GUEST HOUSE - FRONT ROOM - LATER THAT EVENING**

Meal complete, the men unwind on sofas and arm chairs and  
 enjoy the camaraderie.

Kidder gently lowers the needle of a gramophone onto a  
 spinning record. A POP and scratch before the needle settles  
 into a groove with a subdued crackle. Christmas music  
 radiates from the mahogany horn.

Kidder settles onto an armchair.

RUNDLE  
 (to Chief Kidder)  
 So, you and Susie, huh?

KIDDER  
 Yeah, she's a sweet girl.

RUNDLE  
 Not sure what she sees in you, you  
 old goat!

KIDDER  
 Dunno, but she says she'll marry  
 me. Can you believe it?

RUNDLE  
 Not even a little bit! You must be  
 rich, huh?

KIDDER  
 I wish.

RUNDLE  
 SHE wishes!

Everyone laughs, including Kidder.

RUNDLE (CONT'D)  
So tell us, Chief, how did you get  
started in all this?

Kidder looks around to make sure Ma and Susie aren't in  
earshot.

KIDDER  
I was stationed in the P.I. Had a  
ham rig in my apartment, dipole  
antenna strung out my window.

RUNDLE  
I can just imagine you climbing out  
the window to string it out there!

KIDDER  
(nodding)  
I liked the 30-meter band - great  
reception. One day, the whole  
spectrum was drowned out by loud  
code. I couldn't figure it out.  
Couldn't copy it!

ALBERTSON  
You?

KIDDER  
Yeah, it was gibberish.

RUNDLE  
(imitating Kidder)  
It wasn't gibberish, it was  
katakana.

The men laugh at Rundle's impression.

KIDDER  
I just had to figure it out.

WALVOORD  
And the rest is history.

KIDDER  
I'll have all of you copying the  
shit out of that code in no  
time!...Anyway, time for a toast.

The men sit up tall and raise their glasses.

KIDDER (CONT'D)  
Here's to all of you. Here's to the  
On-the-Roof Gang.

Everyone follows suit and toasts their group.

ALL TOGETHER  
To the On-the-Roof Gang!

**INT. MAIN NAVY BUILDING - ROOFTOP CLASSROOM - DAY**

SUPER: "MARCH 1941"

Katakana code blares from a speaker.

The students type along with the code - their typewriters CLACK CLACK CLACK in unison. Rundle's eyes are closed as he listens, fingers gliding over the typewriter keys. Groups of three katakana characters fill their pages.

CLACK CLACK CLACK, pause: "NI KO SU"  
CLACK CLACK CLACK, pause: "WA MO RI"  
CLACK CLACK CLACK, pause: "TO SA NO"

The code ceases. They raise their heads.

Kidder smiles like a proud papa.

KIDDER  
Ha! I told you you'd get it! You're gonna make damn fine intercept operators.

RUNDLE  
Are we done? Ropeyarn?

The students twitter.

KIDDER  
No ropeyarn, Rundle. Nice try. Next, I have transfer orders for everyone.

Kidder pulls out a stack of papers.

RUNDLE  
(to himself)  
Send me someplace warm. Send me someplace warm...someplace warm.

KIDDER  
Joslin...

Joslin perks up, eager to hear where he'll be transferring.

KIDDER (CONT'D)  
...heading to Station BAKER.

Kidder shuffles the papers.

RUNDLE  
 (whispering to Joslin)  
 Sorry, Hal, I hoped we'd be  
 stationed together.

JOSLIN  
 (whispers back)  
 It's okay, Ray. You'll get  
 someplace good.

KIDDER  
 Whitlock, Otte...Station CAST.

WHITLOCK  
 Philippines!

Whitlock and Otte share an approving glance.

KIDDER  
 Briggs...Station M, Cheltenham,  
 Maryland.

Briggs nods happily.

KIDDER (CONT'D)  
 Wildman, Navy Research Lab...DC.

Wildman grimaces.

KIDDER (CONT'D)  
 Pearson, FRUPAC Hawaii.

Pearson smiles, pleased with his orders.

KIDDER (CONT'D)  
 Albertson, Lehman, Rundle,  
 Walvoord...

RUNDLE  
 (under his breath)  
 Say Hawaii, say Hawaii...c'mon  
 Hawaii.

KIDDER  
 Station HYPO.

RUNDLE  
 Hawaii!

JOSLIN  
 (whispers to Rundle)  
 Told ya!

RUNDLE  
 My cousin Louie is at Kaneohe Bay.  
 Says Waikiki Beach is aces.  
 (MORE)

RUNDLE (CONT'D)

How about you, Chief, where are you headed?

KIDDER

It's HYPO for me, too.

RUNDLE

(Stands and hula dances)  
Aloha 'oe, aloha 'oe!

Everyone guffaws at Rundle, who hams it up.

RUNDLE (CONT'D)

(continues hula dancing)  
Can't wait to see all the babes!

Everyone meanders out, laughing and chatting, still amused by Rundle's silliness.

**INT. MA TRAVERS GUEST HOUSE - DAY**

Harry and Susie kiss in the front room.

SUSIE

Don't leave me, Harry.

KIDDER

You know I have to go, Susie. Time will go by quickly.

SUSIE

It's three years, though. So much can happen in three years.

KIDDER

We could get married. You could come along.

SUSIE

Not yet, Harry.

KIDDER

Well, I'll get an R&R trip halfway through. It'll fly by. You'll see.

SUSIE

I suppose.

KIDDER

I want you to start looking for a place for us to live. In the meantime, I'll put you on my bank account.

SUSIE  
Don't. That's your inheritance.

KIDDER  
I want to do it. It's OURS.

SUSIE  
You trust me with all that money?

KIDDER  
Why wouldn't I?

SUSIE  
You hardly know me.

KIDDER  
I know you well enough. You're my  
girl, aren't you?

SUSIE  
Maybe we can use it to start the  
business I've been thinking about.  
Y'know, I'd hire girls like me who  
need work and match 'em up with  
houses that need help.

KIDDER  
It's a great idea. And you won't  
have to work here any more.

SUSIE  
I'll stay for a while. Ma's been  
good to me.

KIDDER  
OK, then, it's settled. You stay  
here and work until I get back.  
When I get back, we'll get our own  
place and you can start your  
business. Just promise you'll wait.

SUSIE  
I promise, Harry.

KIDDER  
You'll wait?

SUSIE  
I'll wait.

KIDDER  
We can make this work, you'll see.

They hug.

**INT. MOVING TRAIN - AFTERNOON**

Rundle, Walvoord, Lehman, and Albertson, wearing Navy white crackerjacks, chat idly on leather padded seats, two forward facing seats and two backward.

The train clickety-clacks toward the setting sun. Rundle taps his foot in time with the rhythmic beat of the train wheels.

Four drunk MARINES stumble in from the bar car. One Marine - a hulking mountain - trips as he passes the diminutive Albertson. The other Marines laugh.

MARINE  
(to Albertson)  
Hey, watch it there, buddy.

ALBERTSON  
I didn't do anyth--

Before Albertson could finish his sentence, the Marine lifts him out of his seat.

MARINE  
You talkin' back to me, pip-squeak?

Albertson's feet dangle above the carpeted floor.

Rundle rises and puts his hand on the Marine's shoulder.

RUNDLE  
There's no need to get excited.

MARINE  
I'll get excited if I want to get excited...*squid*.

He spits out this last word as if disgusted, puts Albertson down, and knocks Rundle's hand away.

RUNDLE  
You know he didn't mean anything.  
Let's just settle down.

MARINE  
And I suppose a great big sailor  
like you is gonna make me?

RUNDLE  
No, I'm just say--

The Marine abruptly punches Rundle in the face.

He is knocked back into his seat, surprised as much as he is hurt, covering his face with his hands.

A train CONDUCTOR enters.

CONDUCTOR  
Everything okay in here, boys?

MARINE  
Yeah, we're just helping these  
Sailors back to their seats.

CONDUCTOR  
Okay, well, then. Find your seats.

The Marines go back to their revelry and clear out.

Rundle's face is already swollen and red under his left eye.  
He turns toward the window.

ALBERTSON  
You didn't have to do that, Ray.

RUNDLE  
I know.

LEHMAN  
(breaking the silence)  
Tell me again what Louie says about  
Waikiki.

Rundle is glad for the change of subject.

RUNDLE  
Girls in grass skirts wherever you  
look.

The others are mesmerized with the image.

WALVOORD  
I'm ready to hit the beach!  
(puts his arm around  
Albertson)  
Watch out girls, me and Killer  
Albertson are comin' for ya!

They laugh.

ALBERTSON  
Aw jeez, I can't wait to get there.

WALVOORD  
Yeah!

Rundle stares out the window.

**FLASHBACK INT. GARDEN SHED**

TEEN RAY is tossed into a garden shed; looks back at three BULLIES as they slam the door.

Darkness.

Laughter from outside.

**END FLASHBACK**

He closes his eyes and clinches his fists, trying to quiet his mind's eye. The train clickety-clacks on; his foot taps.

**EXT. PEARL HARBOR NAVY BASE - DAY**

SUPER: "PEARL HARBOR, TERRITORY OF HAWAII"  
"APRIL 1941"

Dozens of US Navy ships and submarines at piers, dry docks, and anchored just offshore. Ford Island in the middle of the harbor. Six battleships are lined up. Bright sunlight is dappled with shadows from fast-moving clouds.

A Navy troop transport ship is pier-side. Cargo is unloaded by crane and Sailors stream off the gangplank.

**EXT. PEARL HARBOR NAVY BASE - PIER - CONTINUOUS**

Rundle, wearing crackerjack whites, marches down the gangplank, stops halfway down, salutes the American flag, and continues off the ship.

He has the remnants of a black eye.

Lehman, Albertson, and Walvoord, also in whites, follow him down the gangplank, each saluting the flag in turn.

At the end of the gangplank, two HAWAIIAN GIRLS place leis around Rundle's neck.

After a few steps, a sailor in Navy-issue dungarees - LOUIE, his cousin - greets him on the pier.

LOUIE  
Aloha, Ray!

RUNDLE  
Louie!

They hug. Rundle is a good six inches taller than Louie.

Rundle ogles the Hawaiian girls.

LOUIE  
Them? I'm telling you, cuz, there's  
plenty more where that comes from!

RUNDLE  
You never change, Louie!

LOUIE  
Whoah! You got some shiner, there.

RUNDLE  
Yeah, you should see...

TOGETHER  
(laughing)  
...the other guy!

LOUIE  
Yeah, right.

RUNDLE  
(pointing)  
Whatcha got there?

Louie touches the leather band around his neck with a single  
puka shell dangling.

LOUIE  
Puka shell.

RUNDLE  
What's that about?

LOUIE  
I don't know. I guess it's a Hawaii  
thing.

Rundle goofs at Louie, poking fun.

LOUIE (CONT'D)  
I just like it. Bought it from a  
girl on the beach...So, have ya  
heard from Bernie?

RUNDLE  
Me? Bernie? Just one letter, and,  
I, uh...

LOUIE  
Relax. I don't care if she writes  
ya. She wants to keep tabs on me  
and I don't write so good.

Rundle looks at the ground.

LOUIE (CONT'D)

Okay, well, lemme take you to check in. Be glad you're in He'eia. Too many squids here in Pearl.

RUNDLE

Mind if my buddies tag along?

LOUIE

It's all good.

Louie shakes hands with Walvoord, Lehman, and Albertson.

LOUIE (CONT'D)

Aloha, boys.

Rundle and Louie depart the pier, arm in arm, grinning from ear to ear. The others follow.

**EXT. STATION HYPO - DAY**

SUPER: "STATION HYPO"

Waves lap on the shore of a white sand beach in Kaneohe Bay. A cluster of low military buildings on the shoreline. Chain link fencing topped with barbed wire surrounds the facility. Antenna towers loom.

A sign reads:

"US NAVY COMMUNICATIONS RESEARCH STATION, HE'EIA."

**INT. STATION HYPO - CONTINUOUS**

Racks of radio gear line the expansive and windowless operations room. Rows of desks with typewriters. The room is lit by stark fluorescent lighting, dimmed by cigarette smoke. Many INTERCEPT OPERATORS in Navy dungaree uniforms work with headphones on - some tune receivers, others type.

Harry Kidder, now in charge of Station HYPO, supervises.

Rundle enters and notices as typewriters CLACK CLACK CLACK in the room. He sees the men with headphones on and imagines the katakana code ringing in his own ears. His head almost imperceptibly bounces to the beat of the imagined code.

RUNDLE

(to himself)

Cool.

(now to Kidder)

Hiya, Chief!

KIDDER

Great to see you, Rundle. We've been expecting you. You settled?

RUNDLE

(nodding)

Barracks.

KIDDER

Good. You said your cousin's here in Hawaii, right?

RUNDLE

Yeah, Louie. He's a mechanic at Kaneohe. Not bad for a couple of hicks from Montana, huh?

KIDDER

Not bad, Rundle. Just make sure to keep quiet about what we do here.

RUNDLE

Don't worry, Chief, I won't blab.

KIDDER

Good! See Petty Officer Okins over there for your assignment.

Rundle hurries to see Petty Officer First Class Elliott OKINS, late 20's, the senior intercept operator on watch.

As Rundle approaches, Okins takes off his headphones. Rundle notices the telegraphic code radiating.

RUNDLE

Petty Officer Okins, Chief Kidder sent me. I'm Ray Rundle.

OKINS

(gesturing to a chair)

Nice to meet you. Call me Okie.

Rundle settles at an intercept position; dons headphones.

Okins stops him.

OKINS (CONT'D)

Hold on, Ray. Do you know what you're doin'?

RUNDLE

I can copy the katakana code. No one's better, I promise.

OKINS

There's a lot more to it than that...You know how to copy the code, that's good...You'll start on the Jap Navy broadcasts. Easy stuff. When you get good, you'll work your way up to the ship-to-shore network, then sub nets, air nets, and general search. Follow?

Rundle nods.

OKINS (CONT'D)

(holds a sheet of paper)

Type everything you copy on these message blanks. A yeoman will collect it from you when it's full.

On cue, a nearby intercept operator holds up a filled intercept sheet, a yeoman retrieves it and takes it away. The intercept operator threads a new message blank into his typewriter and gets back to it.

Rundle notices the rhythm: CLACK CLACK CLACK, pause. CLACK CLACK CLACK, pause.

OKINS (CONT'D)

Couriers pick up the logs and bring it all to FRUPAC at Pearl Harbor.

RUNDLE

FRUPAC?

OKINS

Fleet Radio Unit, Pacific.  
Lieutenant Rochefort is in charge.  
They decode all our intercept.

RUNDLE

Hm-mm.

OKINS

Then the decoded text goes to the linguists, who translate it. And then to the analysts, who match it up with bearings from the D.F. sites and write intel reports for the folks in DC.

RUNDLE

Okay, so where do I start?

OKINS

(points to Rundle's radio)  
Tune to eleven-nine-eighty  
kilocycles - the Jap navy  
broadcast. You should have no  
problem - it's twenty G.P.M. Easy.

RUNDLE

(pretending to roll up his  
sleeves)  
Let me at 'em!

Rundle powers up his radio. A click and a humming buzz as the receiver warms up. He puts on his headphones and tunes, savoring the electronic buzz in his headset.

He tunes. As the dial moves, stations blip in and out of his headset. He slows the dial as 11980 approaches. A booming telegraphic code begins.

He types. CLACK CLACK CLACK, pause. CLACK CLACK CLACK, pause.

Rundle smiles wide.

**INT. STATION HYPO - EVENING**

Rundle and Okins amble toward the exit, shift over.

OKINS

You did great, Ray.

RUNDLE

Thanks, Okie. What a blast.

Kidder emerges from his office, flipping through envelopes.

KIDDER

(to himself)

Where are you, Susie?

He turns his attention to his men.

KIDDER (CONT'D)

Mail call! Mail call, everyone!  
Okins!...Albertson!...

He hands Okins an envelope, then Albertson.

KIDDER (CONT'D)

Rundle, I have one for you, too.

Kidder sniffs the envelope.

KIDDER (CONT'D)  
 (teasing)  
 Smells like a girl.

Rundle stuffs the letter into his pocket and exits.

**INT. STATION HYPO - BARRACKS ROOM - LATER THAT EVENING**

Rundle plops onto his bed; retrieves the letter from his pocket. The return address reveals it's from Bernice O'Connor in Miles City, Montana. He closes his eyes and sniffs it.

He opens the letter and reads:

BERNICE (V.O.)  
 Dearest Ray,  
 I haven't heard from you since you left. I wish you would write. The papers say war is coming. I'm so worried about you and Louie. Please write me when you get a chance and let me know you're all right.  
 Love, Bernie.

The briefest of smiles crosses his face, reading the letter's closing once again, *Love, Bernie*.

He places the letter into his nightstand drawer.

**INT. MAIN NAVY BUILDING - RESEARCH DESK OFFICE**

Safford works at his desk. Agnes' desk is unusually empty. A Yeoman hurriedly approaches.

YEOMAN  
 Sir, phone call for you at quarterdeck...says it's urgent.

SAFFORD  
 Have them patch it through up here.

YEOMAN  
 Already done, sir. It should ring for you any sec--

On cue, the phone on Safford desk rings.

SAFFORD  
 Lieutenant Safford, here...  
 what!?!...Can You repeat that?...OK,  
 I understand. How can I get in touch with her?  
 (taking notes)  
 (MORE)

SAFFORD (CONT'D)

OK, thank you, doctor...Yes...  
thank you.

Safford rubs his forehead, contemplating his next move.

He picks up the phone, dials, and waits.

SAFFORD (CONT'D)

Hello, FRUPAC? This is Lieutenant  
Safford, give me Rochefort...yes, now.

(waits a moment)

Joe, I've got some news; you're not  
going to like it. Agnes has been in an  
accident...indefinitely. We'll throw  
some extra people on JN-25 here, but I  
need you and your boys to pick up some  
of the slack...OK, thanks, Joe.

Safford hangs up the phone and looks dejectedly at Agnes's  
empty desk.

**EXT. PEARL HARBOR NAVY BASE - NIGHT**

Floodlights illuminate ships, piers, hangars, and buildings  
at Pearl Harbor Navy Base.

**EXT. PEARL HARBOR - FRUPAC - CONTINUOUS**

SUPER: "FLEET RADIO UNIT, PACIFIC (FRUPAC)"  
"NOVEMBER 1941"

A two-story building on the eastern shore of Pearl Harbor.

A floodlit sign reads, "14TH NAVAL DISTRICT, ADMIN BLDG."

**INT. PEARL HARBOR - FRUPAC - CONTINUOUS**

In the windowless, shadowy basement, a US Navy radio  
intelligence unit. Sailors and officers work at gray steel  
desks decrypting, translating, and analyzing Japanese Navy  
communications intercepted across island at Station HYPO.

Lieutenant Joseph ROCHEFORT, mid-30s, expert codebreaker, is  
in charge, his lone desk elevated on a single step dais.

Behind his desk is a map of the Pacific Ocean with many  
magnetic representations of ships in orange - most near Tokyo  
Bay in Japan. Blue ships in or near Pearl Harbor.

A brilliant and quirky bookworm, Rochefort wears red leather  
slippers and a red smoking jacket over his khaki uniform.

A Marine COURIER arrives with a box and a clipboard.

COURIER  
Another box from Station HYPO, sir.

ROCHEFORT  
Thanks, Marine.

The Marine hands Rochefort the clipboard and looks around.

COURIER  
Kinda cold down here, huh?

Rochefort signs for the box.

ROCHEFORT  
It's a dungeon!  
(gestures)  
Right there, Marine.

The Marine places the box in a stack of others.

#### **EXT. BEACH - DAY**

SUPER: "WAIKIKI BEACH"

The midday sun warms and illuminates dozens of BEACHGOERS. Some swim in the surf, some bat beachballs, others relax on blankets. Colorful beach umbrellas speckle the white sand beach and provide respite from the scorching sun.

Rundle and Louie unwind under an umbrella. Farmer's tans give them away as non-locals.

Rundle tunes a portable radio; he fixates on the buzzing and humming of the signals as he searches for a local station.

A pair of LOCAL GIRLS glide by, grass skirts swaying in time to the Hawaiian steel guitar on Rundle's radio. They smile, distracting him.

One of the girls approaches, selling puka shell jewelry. She holds out necklaces and bracelets toward Rundle.

LOUIE  
Go on.

Rundle picks a leather wrist band with a lone puka shell and hands her a coin. She ties it on his wrist and floats away.

RUNDLE  
A guy could get used to this.

LOUIE  
(pointing at Ray's puka)  
Look, now we're twins.

RUNDLE  
I don't know why I bought that.

LOUIE  
(gawking at the girls)  
I do!

RUNDLE  
Don't let your fiancée see you  
starin' at them like that.

LOUIE  
Bernie? How's she gonna find out?

RUNDLE  
Jeez, I don't know.

Rundle looks at his puka shell, then stares into the distance.

**EXT. BAR - NIGHT**

A dive bar overlooking the Pacific Ocean. A hand-painted sign over the door reads, "Castle Bar."

**INT. CASTLE BAR - CONTINUOUS**

Chief Kidder sits at the bar, smoking a cigar and nursing a double whiskey, straight up. Hawaiian steel guitar music plays. Rundle and Louie push in through the crowd of Sailors and women, their faces red from too much sun.

RUNDLE  
Hiya, Chief!

KIDDER  
Hey, Rundle. Glad to see you  
relaxing a bit.

RUNDLE  
I wanted you to finally meet my  
cousin. Louie, this is the Chief  
I've been telling you about.

LOUIE  
Nice to meet you, Chief.

RUNDLE  
(to Kidder)  
I haven't told him anything, Chief,  
I promise.

KIDDER  
 Good. Louie, whaddya know about  
 this girl who's writing to Ray.

LOUIE  
 (to Rundle)  
 Is that Bernie?

RUNDLE  
 Erm, yeah.

LOUIE  
 (to Kidder)  
 That's my fiancée.

RUNDLE  
 Just a friend.

Rundle looks away. Kidder breaks the awkward silence.

KIDDER  
 Spirit of the ocean.

RUNDLE  
 Huh?

KIDDER  
 Your puka shells. Locals say  
 they're good luck for sailors.

RUNDLE  
 Okay...

KIDDER  
 They'll protect you from bad  
 spirits.

RUNDLE  
 Whatever you say, Chief. I just  
 wanted to say hello to the *wahine*.

KIDDER  
 Sure, Ray. Well, it's nice to meet  
 you, Louie. You two have fun. See  
 you on watch tomorrow, Ray.

RUNDLE  
 Yeah, Chief. Seeya.

Rundle and Louie head into the crowd.

**INT. STATION HYPO - DAY**

SUPER: "NOVEMBER 1941"

Katakana code rings in Rundle's headset. Eyes closed, he types with a deliberate rhythm, fingers dancing over the keys; puka shell wrist band clicks on the keys. He taps his toe; nods his head in time with the code.

CLACK CLACK CLACK CLACK CLACK, pause.

CLACK CLACK CLACK CLACK CLACK, pause.

CLACK CLACK CLACK CLACK CLACK, pause.

Groups of five katakana characters fill his intercept log.

NI WA ZA GA MI  
TA NA KE KO HA  
PU MU SO ME SHI

The code in Rundle's headset finally quits and he stops typing. His intercept log is full.

He pulls the sheet from his typewriter and holds it over his head. A Yeoman scampers over and collects it.

OKINS

You're doing great, Ray.

RUNDLE

Thanks, Okie. There's a rhythm to it, huh? Like a song.

OKINS

If you say so.

RUNDLE

Well, you gotta admit, this is some fun shit. Don't you think?

OKINS

Sure, Ray...What'd you copy?

RUNDLE

Not quite sure. A long broadcast from I.J.N. HQ.

OKINS

The boys in FRUPAC will decode it.

RUNDLE

Maybe the Japs are saying they're going to surrender, since they know I'm on the poz.

OKINS

(sarcastic)  
Likely.

They laugh.

**INT. STATION HYPO - OFFICE - LATER**

Chief Kidder is on the phone, sitting at his desk.

KIDDER

Hi, Ma. I haven't gotten any letters from Susie...No?...How long?...Do you think she's ok?...I just need to hear from her...Well, if you do, please tell her....Yeah, thanks, Ma...bye.

He buries his face in his hands.

**INT. PEARL HARBOR - FRUPAC - DAY**

SUPER: "DECEMBER 1, 1941"

Jimmy Pearson flips through pages of intercept. Next to him is George HOPKINS, 20s. Pearson furrows his brow and flips from one page to another, confused. They both rifle through the traffic frantically.

Finally, they realize.

PEARSON

Oh, no.

HOPKINS

I see it. We gotta tell Rochefort.

They rush to Rochefort's desk with stacks of intercept logs.

ROCHEFORT

My two best Traffic Analysts. How can I help?

PEARSON

Sir, I.J.N. code change!

ROCHEFORT

What? When?

PEARSON

Overnight. Can't decrypt anything.

ROCHEFORT

Nothing?

They both shake their heads.

HOPKINS

Call signs changed, too.

ROCHEFORT  
Okay, get a report written ASAP.

PEARSON  
Yes, sir.

ROCHEFORT  
We have to get this to DC ASAP.

**INT. STATION HYPO - DAY**

SUPER: "DECEMBER 4, 1941"

Rundle, Okins, and other intercept operators tune their radios looking for anything to copy. No one types.

OKINS  
You finding anything?

Rundle shakes his head. Static hisses in his ears. He tunes through the spectrum, signals fading in and out. He slows to listen and evaluate, then moves on.

RUNDLE  
Nothing. Nets are all quiet...it's like trying to pull in a Billings radio station from Miles City.

He continues tuning.

**INT. PEARL HARBOR - FRUPAC - DAY**

SUPER: "DECEMBER 5, 1941"

Rochefort wears his smoking jacket and slippers over his khaki uniform. His desk is piled with papers. Pearson and Hopkins approach.

ROCHEFORT  
What is it?

Pearson looks at his papers.

ROCHEFORT (CONT'D)  
Spit it out, Jimmy.

PEARSON  
Sir, the Jap carriers are missing.

ROCHEFORT  
Missing? Explain.

PEARSON

Comms levels are way down. We only have this little bit of intercept.

ROCHEFORT

Okay?

PEARSON

We don't have all of the call signs broken yet. But we've got enough to keep track of most of their ships.

Hopkins shows him some of the intercept logs.

HOPKINS

See here, sir. We can tell who's talking by comms patterns.

ROCHEFORT

Go on.

PEARSON

We can account for a lot of the I.J.N. ships, but we haven't seen any of the aircraft carriers in comms for a few days now.

Rochefort's face stiffens, concerned.

ROCHEFORT

No carriers?

PEARSON

None.

ROCHEFORT

Okay, keep looking. They're most likely in port, but check with Station HYPO.

PEARSON

Aye, sir.

#### **INT. STATION HYPO - OFFICE - DAY**

Chief Kidder stares at a bank statement on his desk. The statement indicates a single withdrawal of over \$10,000. His balance reads zero.

Eyes wide, mouth agape, Kidder is shocked.

KIDDER

(mumbling)

Susie, what have you done?

**INT. STATION HYPO - NIGHT**

SUPER: "DECEMBER 6, 1941"

Kidder, dark circles under his eyes, paces behind a row of intercept operators - Rundle and Okins among them.

KIDDER  
C'mon, c'mon, c'mon...

He turns to his best operator.

KIDDER (CONT'D)  
Rundle, you got anything?

Rundle tunes through the scratchy hiss of empty airwaves.

RUNDLE  
Still quiet.

Kidder wanders away, looking over the shoulders of the intercept operators as he passes.

RUNDLE (CONT'D)  
(to Okins)  
He's uptight, huh?

OKINS  
Wants to know what the Japs are gonna do.

RUNDLE  
Well, they better wait. Louie and I have a beach day planned tomorrow.

OKINS  
You think that's important now?

RUNDLE  
Always!

OKINS  
Just pay attention to your job, Ray.

RUNDLE  
(mocking)  
Just pay attention...

Smirk on his face, Rundle leans in, tunes his radio, sifting through scratchy static for any signal to copy. Nothing.

**INT. PEARL HARBOR - FRUPAC - NIGHT**

Rocheftort talks on the phone; dark circles under his eyes.

ROCHEFORT

Eddie, I'm concerned...Yes, but I've got a real reason...Listen, the I.J.N. has changed their codes. We can't find their carriers. We have no idea where their fleet is. All the comms have dried up. This is bad, Eddie. Okay, I will... You're going to tell Kimmel, right?... Okay, bye.

He hangs up the phone and shakes his head in frustration.

ROCHEFORT (CONT'D)

(too loud)

I wish I knew what the hell was going on!

Pearson and Hopkins glance up at Rochefort, but only for a moment. They shrug it off.

Rochefort surveys the watch floor to see men working diligently, despite the late hour.

**EXT. PEARL HARBOR MILITARY HOUSING - MORNING**

SUPER: "DECEMBER 7, 1941"

Rochefort and his wife JUDY exit their bungalow; he has a picnic basket in hand.

JUDY

What a beautiful morning. Thanks for taking the day off.

ROCHEFORT

It's a perfect day for a picnic.

They hop onto bicycles and head toward the beach.

**EXT. HAWAIIAN STREET - MORNING**

Rundle and Louie exit the front gate of Station HYPO and meander down the street in the morning sun.

RUNDLE

Finally, a day off.

LOUIE

Waikiki, here we come!  
(pointing back with his thumb)  
Say, are you ever gonna tell me what you guys do in there?

RUNDLE  
You know I can't, Louie.

LOUIE  
Probably boring, anyway.

RUNDLE  
Nothing like the cool fly-boy shit  
you get to do! Besides, today's not  
about work, it's about the beach.

LOUIE  
And the girls.

RUNDLE  
Montana conquers Hawaii!

LOUIE  
Fathers, lock up your daughters!

They laugh.

SMASH CUT TO:

A very low flying aircraft makes both Rundle and Louie duck. The rumbling plane engine is loud enough for them to feel it in their chests.

RUNDLE  
What the f--?

LOUIE  
He shouldn't be flying so low here!

Their eyes widen when they see the Hinomaru on the fuselage of the plane.

The canopy of the plane is open and the PILOT casually props his elbow on the edge, fixing his gaze at the pair.

The pilot smirks.

RUNDLE  
What's he doing here?

LOUIE  
I have no idea.

The Zero banks toward Kaneohe Air Station. The pilot closes his canopy and dives toward the bay.

The pilot lets loose with his strafing cannons, throwing geysers of water into the air. The pilot finds his targets, hitting the runway and several parked planes.

RUNDLE

Shit!

The plane circles to come around again, they dash into a deli to take cover.

**INT: DELI - CONTINUOUS**

Upbeat ukulele music plays on the radio, oddly out of sync with what's going on outside.

They burst in, breathing heavily. The bell on the door bangles loudly. A SHORT ORDER COOK is interrupted from grilling spam and eggs.

SHORT ORDER COOK  
(thick Asian accent)  
What choo want?

The men ignore the cook.

LOUIE  
Shit!

RUNDLE  
What the hell is going on!?

The music on the radio cuts out and a RADIO ANNOUNCER fumbles for the mic. He clears his throat.

RADIO ANNOUNCER (V.O.)  
Attention! Attention! This is not an exercise! The Japanese are attacking Pearl Harbor! All Army, Navy, and Marine Corps personnel report for duty immediately.

LOUIE  
Pearl Harbor, too?

RUNDLE  
I don't know, but I gotta get to base.

LOUIE  
Me too. But how?

RUNDLE  
We'll make a run for it.

LOUIE  
I'm not going out there.

RUNDLE  
You heard the announcement.

LOUIE  
Okay, well, let's stick together.  
Come to Kaneohe.

RUNDLE  
No, no. Louie, you go. I have to  
get to He'eia. They need you in  
Kaneohe. I'll catch up with you  
later. You'll be fine.

LOUIE  
But...

RUNDLE  
Go!

Rundle hesitates, as if he's going to say something  
else, but stops.

RUNDLE (CONT'D)  
Yeah, yeah, okay. You go! I'll  
seeya.

LOUIE  
Shit, okay.

They dash out of the deli in opposite directions.

**EXT. HAWAIIAN STREET - CONTINUOUS**

Rundle searches for a car to give him a ride.

He hears a car and sticks out his thumb up. The car pulls  
over; Okins is at the wheel.

OKINS  
Get in, Ray!

Rundle jumps into the passenger seat.

**INT. CAR - CONTINUOUS**

The car radio blares with the repeating radio announcement.  
Okins turns it down.

RUNDLE  
Did you see it!? There are Zeros  
attacking Kaneohe! Where'd they  
come from?

OKINS  
Hell if I know! Let's go!

As Okins drives, Rundle turns his gaze back.

Okins jabbers on nervously.

OKINS (CONT'D)

Jeez, my wife gets pregnant...and  
we're going to war!?

Rundle sees Louie sprinting downhill toward Kaneohe Naval Air Station.

Planes swarm. Louie runs and ducks. Planes line up above the road and one opens fire. The pavement behind Louie explodes as rounds of ammo get closer and closer. He runs and ducks.

Louie is hit and falls.

RUNDLE

NO!!!

Gawking out the back window of the car driving toward He'eia, Ray's face twists in anguish. He is unable to turn away; hoping to see Louie get up.

He doesn't. Louie is gone. Okins continues to drive.

**EXT. PEARL HARBOR NAVAL BASE STREET - MORNING**

Japanese aircraft buzz overhead like bees around a hive.

Rochefort and Judy abandon their beachside picnic and hop on their bikes.

ROCHEFORT

You get home. Stay there. I need to  
get to work.

JUDY

Be safe, Joe.

ROCHEFORT

I'll try.

Rochefort pedals his bicycle with all his might toward the melee. Explosions ahead - he presses on. He looks back to see Judy heading home.

**INT. STATION HYPO - CONTINUOUS**

Chaos on the intercept floor. Many operators frantically type. CLACK CLACK CLACK CLACK!

Yeomen scramble between positions collecting intercept logs. Boxes of intercept fill up quickly.

Kidder checks man to man, reassuring and calming them.

KIDDER

Petty Officer Walvoord, take a breath. You know what to do.

WALVOORD

Okay, Chief. Thanks. I'm good.

KIDDER

Albertson, we're okay. Relax. Do your job. Copy your nets.

ALBERTSON

Aye, Chief.

Okins and Rundle rush in. Ray grits his teeth, the muscles in his jaw bulging and the veins on his temple pulsing. His eyes are red and swollen.

KIDDER

You two get to work!

Ray immediately complies; sits at an open intercept position and tunes his radio.

He struggles to concentrate on the airwaves as memories invade his mind.

**FLASHBACK INT. GARDEN SHED**

Darkness with evil laughter.

Japanese planes swarm overhead and Louie runs and ducks. Planes line up above the road and open fire.

Louie is hit and falls.

**END FLASHBACK**

OKINS

(to Kidder)

Chief, Ray's not right. Louie just got mowed down by a Jap plane.

KIDDER

Louie? Shit.

(to Rundle)

You okay, Ray?

RUNDLE

Fine.

Rundle shakes the memories away and seethes as he bangs on his typewriter. CLACK CLACK CLACK, CLACK CLACK CLACK!

**INT. PEARL HARBOR - FRUPAC - CONTINUOUS**

The men of FRUPAC take cover under desks and tables in the basement of the still undamaged building.

Rochefort enters, looks around, and sits at his desk. He picks up his phone - dead.

The immense explosions outside echo inside the basement office, shaking coffee cups and ashtrays off the desks.

Boom! BOOM!

Rochefort dives under his desk.

**EXT. PEARL HARBOR - FRUPAC - LATER**

The enemy planes have departed.

Rochefort emerges from the basement, still in his picnic civvies, and sees the expansive damage at Pearl Harbor.

**EXT. PEARL HARBOR (ARCHIVE FOOTAGE) - CONTINUOUS**

Ships, piers, and buildings damaged and burning all around. Oil burns in sheets on the harbor. Columns of black smoke rise into a billowing curtain, blotting out the sun.

Next to the dock, a minelayer is on its side, sinking. Alongside, a cruiser, still upright, burns. Injured sailors are tended to by others. Dead men are lined up on the deck.

**EXT. PEARL HARBOR - CONTINUOUS**

Rochefort hurries to lend a hand tending to injured sailors.

**INT. MAIN NAVY BUILDING - RESEARCH DESK OFFICE - DAY**

Sailors and officers frantically work.

Safford reviews paperwork at his desk; talking on the phone.

SAFFORD

Guam's been overrun. We've lost Station BAKER. They're all missing. The P.I. will fall, too, so we have to figure something out for Station CAST...Thank God Station HYPO and FRUPAC are safe.

**INT. STATION HYPO - DAY**

SUPER: "DECEMBER 10, 1941"

The operations floor is bustling with activity.

Rundle copies - katakana code sounding off in his headset. His typewriter reports, CLACK CLACK CLACK CLACK.

Okins approaches with a new intercept operator, Radioman Second Class Walter ROUGEUX, 20s, tan, mustachioed, and smiling wide.

He interrupts Rundle.

OKINS

Ray, this is Walter Rougeux, new guy from Bainbridge Island.

RUNDLE

(taking off headset)  
Hey, Walter.

ROUGEUX

(big smile)  
Aloha, Ray.

RUNDLE

What are you so happy about?

OKINS

Ray!

ROUGEUX

Why not?

RUNDLE

Don't you know we're at war?

ROUGEUX

Sure, but--

Rundle turns away from Rougeux.

RUNDLE

(mumbling)  
Fucking newb.

ROUGEUX

I don't--.

OKINS

Ray, you're relieved. Time to go home.

RUNDLE  
 Okay, sit your happy ass down. The  
 poz is yours.

OKINS  
 (sternly)  
 Ray, I said you're relieved.

RUNDLE  
 Fine.

Rundle pushes back his chair to leave.

Okins gestures "*I'm sorry*" to Rougeux.

Chief Kidder emerges from his office. He taps Walvoord on the  
 shoulder, nodding toward the operations room.

Walvoord whistles, and everyone turns their attention.

KIDDER  
 Men, an update.

Silence in the room.

KIDDER (CONT'D)  
 First, the easy stuff. We're moving  
 the intercept site to Wahiawa.  
 Reception should be better up  
 there. The new site will be bigger  
 and will allow us to grow.

Some quiet conversation between the men.

KIDDER (CONT'D)  
 I have some news about your  
 shipmates: as of this morning, Guam  
 has fallen...

An audible gasp around the room. Some grumbling and cursing.

KIDDER (CONT'D)  
 ...Station BAKER is gone.

OKINS  
 Oh, no.

KIDDER  
 We haven't heard from any of the  
 operators. We'll let you know as  
 soon as we know anything.

RUNDLE  
 Oh, shit. Hal...

Kidder lets that news settle in for a moment.

KIDDER

Station CAST is safe. Corregidor  
Island is holding strong....That's  
all, men. We'll keep you posted.  
Get back to work.

RUNDLE

(leaving)  
Fuckin' Japs.

**INT. STATION HYPO - BARRACKS ROOM - NIGHT**

Rundle tosses in his bed, sleeping fitfully.

**DREAM SEQUENCE**

Telegraphic code sounds off in his dreams, breaking through  
the scratchy static.

Teen Ray looks back as the bullies slam the door of the shed.

Darkness. Loud flashes of fire fill his consciousness. Evil  
laughter fills the void between flashes.

RUNDLE

(to Louie)  
You'll be fine. Go!

Japanese planes swarm overhead. Louie runs and ducks. Planes  
line up above the road and open fire.

Louie is hit and falls.

**END DREAM  
SEQUENCE**

Rundle bolts upright in bed, covered in sweat, panting. He  
notices his puka wristband and settles back into bed.

**INT. PEARL HARBOR - FRUPAC - DAY**

SUPER: "JANUARY 4, 1942"

The men of FRUPAC, including Rochefort, work in their  
basement office. Rochefort wears his slippers and smoking  
jacket over his uniform.

Rochefort's phone rings; he answers.

ROCHEFORT

Hello?...Yes...What, now?...Okay.  
Yes, I'll be right there.

Rochefort makes a beeline for the door and opens it to see Lieutenant Commander Edwin LAYTON, 30s, the Pacific Fleet Intelligence Officer, with Admiral Chester NIMITZ, 50s.

ROCHEFORT (CONT'D)

Hi, Eddie.

LAYTON

Hi, Joe. Meet the new Commander-in-Chief of the Pacific Fleet, Admiral Nimitz. I'm showing him around all our intelligence facilities.

Nimitz is disinterested.

ROCHEFORT

Erm...

LAYTON

Sir, this is Lieutenant Commander Joe Rochefort, I was telling you about him.

Nimitz looks Rochefort up and down.

NIMITZ

Rochefort, a bit casual, huh?

ROCHEFORT

It's cold down here, sir.

LAYTON

You'll have to forgive him, Admiral, he's...

Layton hesitates, lost for the right word.

NIMITZ

I see. Layton tells me you help him with intelligence of some sort.

ROCHEFORT

Yes, sir. Radio intelligence.

Nimitz remains distracted; disinterested.

NIMITZ

Well, I hope you can help us figure out a way to beat the Japs.

ROCHEFORT

Sir?

NIMITZ

Shit, Joe. You're in intel, you should know.

ROCHEFORT

Hm?

NIMITZ

Yamamoto caught us flat footed. The I.J.N. has more battleships than we do. More aircraft carriers, more aircraft than we do. They now hold more territory than we do.

ROCHEFORT

Shit.

NIMITZ

This ain't gonna be an easy fight. I'm not even sure we can win.

ROCHEFORT

What if I told you what they were going to do before they did it?

Nimitz is suddenly interested.

NIMITZ

Well, that could change everything.

ROCHEFORT

We've got a secret weapon.

NIMITZ

What's that?

ROCHEFORT

We've got the On-the-Roof Gang.

Nimitz perks up. Layton smiles.

**INT. STATION HYPO - DAY**

SUPER: "JANUARY 6, 1942"

The operations floor is a tumult of typewriters as intercept operators toil.

CLACK CLACK CLACK, CLACK CLACK CLACK, CLACK CLACK CLACK.

Rundle is one of them. No joy on his face. Despite the others around him, he is in his own world - eyes closed and singularly focused on the telegraphic code thrumming in his headphones. His hands flick the keys of his typewriter, rhythmically clicking CLACK CLACK CLACK, CLACK CLACK CLACK.

**INT. STATION HYPO - OFFICE - CONTINUOUS**

Lieutenant Commander Rochefort sits in Chief Kidder's office.

ROCHEFORT

Station HYPO doing a bang-up job, Chief. I was just bragging about you to Admiral Nimitz.

KIDDER

It's not me, sir. It's the men. They've been trained well.

ROCHEFORT

And who trained them?

Kidder ignores the compliment.

ROCHEFORT (CONT'D)

Anyway, Nimitz and Layton are concerned we're stretched too thin to make any impact against the IJN.

KIDDER

They're right. We definitely need more intercept operators.

ROCHEFORT

They're coming. But they can only push so many operators through Bainbridge at a time.

Kidder nods in agreement.

ROCHEFORT (CONT'D)

We just don't have anywhere to put them. We've lost Guam and we're not sure what's going to happen in the P.I. Station HYPO is the only intercept site in the fleet.

KIDDER

Well, that's the answer, isn't it?

ROCHEFORT

What is?

KIDDER

Put them in the fleet. Send the operators to where the action is.

ROCHEFORT

On board ships?

KIDDER

Exactly.

ROCHEFORT  
Can that work?

KIDDER  
Oh, yes. We've done it before. USS  
Gold Star and the Grand Maneuvers.  
We just have to make sure they've  
got the right equipment.

ROCHEFORT  
That would give us intercept  
stations all over the Pacific.

KIDDER  
In every task force, every battle.

ROCHEFORT  
This is a great idea. I'll talk to  
Safford in D.C. and Layton in  
Pearl. I want to make this happen.

**INT. BERNICE'S HOUSE - BEDROOM - NIGHT**

Bernice writes at her desk:

BERNICE (V.O.)  
My dear Ray,  
We received word about Louie. I'm  
so sorry. The whole town is in  
shock. We're going to have a  
memorial in his honor.  
I feel so alone now. Just please  
let me know you're okay. I don't  
know what I'd do if I lost you.  
Please write.  
Love, Bernie

She puts down her pen and cries.

**INT. PEARL HARBOR - FRUPAC - DAY**

SUPER: "FEBRUARY 6, 1942"

Pearson and Hopkins work at their desks.

PEARSON  
George, you gotta see what I'm  
seeing in the intercept from HYPO.

HOPKINS  
Whatcha got, Jimmy?

PEARSON

Looks like the Japs are using digraphs and trigraphs instead of place names. I've got a bunch of them figured out. Come see.

Hopkins gets up and leans over Pearson's desk.

PEARSON (CONT'D)

See here: AA is Wake Island, I'm sure of it.

HOPKINS

Yeah, I agree.

PEARSON

RR is Rabaul. AF, Midway. PT, Truk.

HOPKINS

That's good work, Jimmy. Let's get this into a report.

Hopkins turns to a teletype machine and types.

**INT. MAIN NAVY BUILDING - RESEARCH DESK OFFICE - DAY**

Laurance Safford is on the phone in his office.

SAFFORD

Rochefort? Hi, Joe. Listen, I just got through talking to Redman. He doesn't like the idea. Doesn't think we have enough On-the-Roof Gang operators to send them to sea. Says it's too risky with limited resources...yes, I know, more are coming...Anyway, I got him to agree to one mission. If we want to keep on doing this, it will have to work the first time, or we're sunk...We won't get a second chance...Okay, great. Thanks, Joe.

He hangs up.

**EXT. STATION HYPO - DAY**

SUPER: "STATION HYPO"  
"MARCH 10, 1942"

Several brand new wooden buildings nestled within a pineapple grove on an expansive plateau in the center of Oahu. The 48-star American flag flies over the station.

Dirt roads lead up to the site and around all the buildings. Several different types of antennas dot the landscape.

**INT. STATION HYPO - DAY**

Dozens of Station HYPO men assemble in a briefing room. Ray Rundle sits near the back of the room. Others file in.

Okins enters with Rougeux and sits near Rundle. Rundle notices Rougeux and moves further away.

ROUGEUX

(to Okins)

I don't know what I did to offend that guy.

OKINS

Don't worry, Walter. He'll come around.

Chief Kidder arrives to address the gathering.

KIDDER

As you've probably noticed, boys, our new site gives us more intercept positions, more antennas, better reception, and better D.F.

Rundle sits quietly.

KIDDER (CONT'D)

You men are doing a bang up job. The intelligence you're collecting is making a difference. Commander Rochefort in Pearl wanted me to pass on his personal thanks.

A buzz rises among the crowd. Rundle is stoic.

KIDDER (CONT'D)

FRUPAC is making good progress on breaking the new Jap code, and he says Admiral Nimitz is eating up your intel.

The buzz grows. Rundle remains quiet.

KIDDER (CONT'D)

All right, settle down. We still have a lot of work to do. The Japs are really handing it to us.

The crowd quiets.

KIDDER (CONT'D)

We owe you word about what's happening with your shipmates in Guam and the P.I. First, everyone on Corregidor is safe. They're all being evacuated to Australia to set up a new intercept site...The news isn't so good from Guam.

The men hold their breaths in anticipation.

KIDDER (CONT'D)

We've received word that all eight men of Station BAKER are alive... But they've been taken as POWs and moved to Japan.

RUNDLE

(mumbling)

I wish there was something we could do about those fuckers.

OKINS

Shhhh, Ray!

KIDDER

What'd you say, Rundle?

Rundle pops up, defiant.

OKINS

No don't!

RUNDLE

I said, I wish there was something we could do instead of just sitting here listening to those murderers.

He sits.

KIDDER

Well, that's why we're here. I need volunteers, but it's going to be dangerous. We're going to start using intercept operators at sea. I can't tell you any more at this point.

Rundle's hand shoots up.

OKINS

Ray, no. You heard what he said, it's dangerous.

RUNDLE  
 What the hell, Okie? What do I have  
 to live for?

His hand remains high.

RUNDLE (CONT'D)  
 C'mon, Okie.

OKINS  
 I can't, Ray. You know Trish is  
 pregnant.

A few others in the room raise their hands.

KIDDER  
 Great. Volunteers, come to my  
 office. The rest of you are  
 dismissed. Keep up the good work.

**INT. STATION HYPO - OFFICE - LATER**

Chief Kidder sits at his desk. Four intercept operators - Ray Rundle, Roy Lehman, Howard CAIN, and Willie WESPER sit facing the Chief.

KIDDER  
 The mission you've volunteered for  
 is a dangerous one. There's still  
 time to back out. No shame in that.

CAIN  
 What's the mission, Chief.

KIDDER  
 All I can tell you is that you'll  
 be on USS Enterprise and that  
 you'll be going into harm's way.

RUNDLE  
 Can we kill some Japs?

KIDDER  
 Ray, I need you to focus on what's  
 important here. You'll be providing  
 direct support to a task force  
 heading into enemy waters.

RUNDLE  
 Sorry, Chief.

KIDDER  
 You need to put together a tech  
 kit. Grab two RIP-5 mills and some  
 headsets from the mat shop.

(MORE)

KIDDER (CONT'D)

You'll need a list of I.J.N. call signs and frequencies and plenty of blank intercept logs.

RUNDLE

Aye, Chief.

KIDDER

Lieutenant Slonim from FRUPAC will give you more details about the mission when you're on board.

CAIN

Right.

KIDDER

You boys are dismissed. Report to Enterprise at Pearl tomorrow at zero-seven-hundred hours. They're expecting you. Lieutenant Slonim will meet you on board.

RUNDLE

Aye, Chief.

CAIN

Aye, Chief.

The rest agree and depart.

**EXT. SCHOOLYARD - DAY**

Bernice directs from behind a folding table. A sign affixed to the wall behind her reads:

Save Scrap for Victory!  
Save METAL!  
Save PAPER!  
Save RUBBER!

A man with a spare tire approaches.

BERNICE

Rubber over there. Thank you!

A woman with pots and pans.

BERNICE (CONT'D)

Metal over there. Thanks!

Two boys with stacks of newspapers.

BERNICE (CONT'D)

Paper right here. Thank you, boys!

**EXT. SEA (ARCHIVE FOOTAGE) - DAY**

SUPER: "USS ENTERPRISE"  
"APRIL 13, 1942"

Aircraft carrier USS Enterprise makes headway through fog.

Alongside is another carrier, USS Hornet, fading in and out, sixteen US Army Air Force B-25s on its deck.

**INT. USS ENTERPRISE - RADIO ROOM - CONTINUOUS**

A 10x10-foot room packed with racks of radio equipment connected with wires. Headphones hang from radios. Typewriters on knee desks.

The teams's Officer-in-Charge, Lieutenant Gilven SLONIM, 30s, addresses Rundle, Wesper, Lehman, and Cain.

SLONIM  
OK, boys, mission brief.

LEHMAN  
(interrupting)  
L.T., there's no way those bombers are taking off from that flat top.

SLONIM  
Hm, you saw that? They can and will take off from there.

Lehman looks dubious.

SLONIM (CONT'D)  
Doolittle and his men have tested it in the Atlantic. A good headwind will give them all the lift they need, no problem.

WESPER  
Whaddya know?

SLONIM  
Plan is to take off 400 miles from the coast, make a bombing run over Tokyo, and then land deep in China beyond any Jap-held territory.

The men are spellbound.

SLONIM (CONT'D)  
Your job is to look out for recce aircraft or picket-boats that might detect us as we approach Japan.

Rundle finally perks up.

RUNDLE  
We can do that, sir. We're already  
monitoring the air freqs. We'll add  
the picket-boat network to our  
intercept plan.

The other intercept operators glance at each other.

SLONIM  
I'll be on the Flag Deck with  
Admiral Halsey. Let me know when  
you hear...anything. Now, turn two.

Slonim leaves.

WESPER  
Ray, how do you know what to do.

RUNDLE  
It's common sense, Willie.

WESPER  
If you say so.

RUNDLE  
There's four of us, so we'll need  
to do this port and starboard. I'll  
take Cain during the day watch.  
Willie, you and Roy take the mids.  
Relieve us at eighteen-hundred.

WESPER  
You got it. C'mon, Roy.

Wesper and Lehman leave. Rundle and Cain get to work, donning their headphones and tuning their receivers.

As Rundle tunes, he hears nothing but hissing static interrupted only by deeper humming. He moves the dial through the spectrum, pausing at every buzz, crackle, and warble.

**INT. USS ENTERPRISE - RADIO ROOM - DAY**

SUPER: "APRIL 18, 1942"

Days later, Lehman and Wesper work in the radio room.

Rundle and Cain arrive for their watch. Lehman and Wesper take off their headphones.

RUNDLE  
Anything yet?

WESPER  
Nothing. We've just been spinning  
and grinning.

RUNDLE  
Okay. Where are we?

WESPER  
Getting close. About 650 miles from  
Japan, I think.

RUNDLE  
(nodding)  
The closer we get, the better.

He and Cain relieve the watch.

LEHMAN  
How's breakfast?

CAIN  
(holds his belly)  
Steer clear of the S.O.S. It'll get  
ya.

They leave.

Rundle and Cain put on headphones. Rundle hears the familiar hissing static, and tunes through the radio spectrum. Signals blip in and out as he passes radio stations.

He hears something interesting and backs the tuner up, zeroing in on the signal. The tone deepens as he tunes it in.

Katakana code blares in his headset.

RUNDLE  
I got 'em! Picket boats.

CAIN  
I'll get Slonim.

Cain leaves. Rundle types everything he hears.

CLACK CLACK CLACK, pause.  
CLACK CLACK CLACK, pause.  
CLACK CLACK CLACK, pause.

Intercept fills his paper. Cain returns with Slonim.

SLONIM  
Whaddya got, Rundle?

RUNDLE  
Picket boats. They just spotted us!

SLONIM  
Spotted us? You sure?

RUNDLE  
I'm sure, sir. They're reporting  
our position to HQ!

SLONIM  
Petty Officer Rundle, we're still  
600 miles from Tokyo. If we launch  
now, they won't make it all the way  
to free China. You have to be sure  
of what you're hearing.

Rundle takes off his headphones, looks Slonim in the eye.

RUNDLE  
Sir, I'm sure. The Japs are  
relaying our position right  
now...They know we're here.

SLONIM  
Good enough.

He dashes out.

**EXT. USS HORNET (ARCHIVE FOOTAGE) - DAY**

A drizzly, windy rain pelts the flight deck of USS Hornet. The propellers of sixteen B-25 Mitchell bombers burst into life; bow of the ship pointed into the wind.

As the first plane motors forward, it seems to move in slow motion. The heavy wind provides sufficient lift for its landing gear to slowly raise from the deck.

One by one, each of the planes goes through this slow motion evolution until all sixteen are airborne.

**INT. USS ENTERPRISE - RADIO ROOM - DAY**

Rundle and Cain tune their radios, headphones on.

CAIN  
What now?

RUNDLE  
Now, we listen for the Japanese air  
defense nets...and hope like hell  
that Doolittle's raiders bomb the  
shit out of Tokyo.

**INT. PEARL HARBOR - FRUPAC - DAY**

SUPER: "APRIL 20, 1942"

Pearson and Hopkins work at their desks.

HOPKINS

I think I've got something here.

PEARSON

What's up?

HOPKINS

It's about a code the Japs are using - "R.Z.P."

PEARSON

Port Moresby, right?

HOPKINS

Right. And see all these ships? This could be an attack force. I think they're planning an attack.

PEARSON

Let's tell Rochefort.

**EXT. PEARL HARBOR - PIER - DAY**

The intercept team: Slonim, Rundle, Cain, Lehman, and Wesper carry their seabags down the gangplank from USS Enterprise.

On the pier, Rochefort waits. Slonim approaches and salutes. The men lined up behind him.

ROCHEFORT

You boys did a helluva job out there.

SLONIM

Thanks, Joe. Did Doolittle's raiders make it?

ROCHEFORT

Not sure yet. They dropped their bombs on Tokyo. But we're still trying to figure out if they all made it to China.

SLONIM

God help them if they didn't.

ROCHEFORT

One thing's for sure - Admiral Halsey was impressed with the radio intelligence. You boys saved the ship from sailing right into their picket boats.

Cain and Wesper elbow each other and smile.

ROCHEFORT (CONT'D)

Men, I know you're tired after your mission, but I'm going to need to ask one of you to cross-deck to USS Yorktown for a new mission.

RUNDLE

That's me, sir. I'm ready to go.

SLONIM

Commander, Rundle is the man you want. He was the best intercept operator we had out there.

Cain and Wesper nod in agreement.

RUNDLE

What's the mission, sir?

ROCHEFORT

Let's get you to Yorktown. Lieutenant Biard will brief you on the mission. The rest of you head back; you've earned a rest.

The team departs in one direction, Rundle and Rochefort in the other.

**INT. USS YORKTOWN - RADIO ROOM - DAY**

SUPER: "USS YORKTOWN"  
"APRIL 22, 1942"

Lieutenant Tex BIARD, 30-ish, a beefy he-man naval officer, stands in front of a map. Rundle joins intercept operators Bill EATON and Paul SEAWARD, both 20s.

BIARD

We have a tough job ahead of us, boys. I'm afraid we're heading into a fight.

RUNDLE

Ready to fight.

BIARD

The Japs are planning to attack  
Port Moresby.

(points to the map)

RUNDLE

New Guinea.

BIARD

The invasion force includes over 25  
ships, including eleven transports  
and 500 marines.

RUNDLE

Jeez.

BIARD

They've got three flat tops -  
Zuikaku, Shokaku, and Shoho. We've  
got two.

Rundle grumbles to himself.

BIARD (CONT'D)

We can't let them take Port  
Moresby.

RUNDLE

But it ain't a fair fight.

BIARD

That's where you boys come in. If  
you can tell us when their Zeros  
take off, we'll launch our own  
planes and draw them off. While  
they're busy defending themselves,  
they can't protect the landing at  
Port Moresby. That's when B-17s can  
come in and finish them off.

RUNDLE

Sounds good.

BIARD

It's complicated. You just stay  
alert and let me know when those  
Zeros are in the air.

RUNDLE

Yes, sir.

BIARD

It's gonna be a few days. Check  
your gear, figure out a watch  
schedule, and be ready.

ALL THREE  
Aye aye, sir.

**INT. USS YORKTOWN - RADIO ROOM - DAY**

SUPER: "SOUTH PACIFIC"  
"APRIL 23, 1942"

Rundle, Eaton, and Seaward tune radios with headphones on, but there's nothing to copy.

EATON  
When will they start talking?

RUNDLE  
They're in radio silence until we're spotted. We'll be busy soon enough.

EATON  
(to Seaward)  
How does he know that?

Seaward shrugs.

**EXT. BERNICE'S HOME - DAY**

Bernice returns home after a day of volunteering.  
She opens the mailbox. Nothing. Crestfallen.

**INT. USS YORKTOWN - RADIO ROOM - DAY**

SUPER: "CORAL SEA"  
"MAY 4, 1942"

Explosions outside rock the radio room.

The intercept team works in the radio room, struggling to hear the katakana code. Rundle presses his headphones against his ears; copies what he can. CLACK...CLACK...CLACK.

Slonim comes into the radio room, picks up intercept logs, and leaves again.

A huge explosion from outside the radio room. KABOOM! Power fails, throwing the intercept team into darkness. Radios silent, the men quit intercept work. Rundle dives into a corner.

**FLASHBACK INT. GARDEN SHED**

Teen Ray is tossed into a garden shed; looks back to see the bullies slam the door.

Darkness. Laughter from outside.

BULLY 1

Light it!

He hears a thump. Flames at the base of the wall.

Loud flashes of fire. Evil laughter fills the void between flashes. Ray screams into the din of the flames.

**END FLASHBACK**

Ray cowers in the dark until Wesper opens the door to the radio room. They all exit and Ray follows, shaking, relieved to be free of the dark radio room.

They see smoke pouring from the flight deck of their ship.

Nearby, USS Lexington explodes ferociously and comes to a stop; listing badly.

USS Yorktown limps forward.

**INT. PEARL HARBOR - FRUPAC - DAY**

SUPER: "MAY 10, 1942"

Sailors and officers in the basement of FRUPAC work like a well-oiled machine. Simultaneously:

- Couriers stack boxes of intercept logs.
- Yeomen unpack, sort, and send logs to codebreakers.
- Codebreakers decrypt the text into Japanese language.
- Linguists translate.
- Analysts type reports.

Rochefort at his desk; Edwin Layton visits.

LAYTON

Your boys on the Yorktown did a bang-up job, Joe. We kept the Japs from taking Port Moresby.

ROCHEFORT

I told ya, Eddie, we can tell you what they're going to do before they do it.

LAYTON

To see it in action is something else.

ROCHEFORT

We'll do better once we have JN-25 completely broken.

LAYTON

JN-25?

ROCHEFORT

The new Jap Navy operations code.

LAYTON

So you're decrypting everything they're sending?

ROCHEFORT

Not everything, no. We can only read about 60 percent of the code.

LAYTON

60 percent? How do you understand what they're saying?

ROCHEFORT

We've got the important bits - ship names, directions, locations. We have to fill in the blanks based on context and intuition.

LAYTON

Intuition?

ROCHEFORT

We know the Japs. We've been listening to them for years.

LAYTON

I believe you, Joe.

ROCHEFORT

Good, 'cause I'm gonna ask you to go out on a limb for me...for us.

LAYTON

Go ahead.

ROCHEFORT

The Japs are planning their next big attack in early June. Comms say it's even bigger than Pearl Harbor.

LAYTON

Shit. Where?

ROCHEFORT

That's the rub. We know where it's gonna happen...only the brass in DC disagree.

LAYTON

Run it for me.

ROCHEFORT

The Japs have been using digraphs instead of place names in their comms, and we know what most of those digraphs mean. That's how we knew about Port Moresby.

LAYTON

And?

ROCHEFORT

The next attack is going to happen at a place they're calling "AF," and we know that means Midway Island.

LAYTON

And DC disagrees?

ROCHEFORT

Right. They think the attack will happen in the Aleutians or somewhere else...Do you think you can get Admiral Nimitz on our side?

LAYTON

Not without proof, Joe. Can you prove AF means Midway?

Rochefort thinks.

ROCHEFORT

I think I can, Eddie, but I'm going to need some help from the Japs.

LAYTON

What!?

ROCHEFORT

If we have Midway transmit a message in the clear - a very specific message - maybe the Japs will intercept it and relay it back to Tokyo. We'll look for that message in our own intercept.

LAYTON

Sounds like a long-shot, Joe.

ROCHEFORT  
 This whole war is a long shot,  
 Eddie, but we gotta try.

Layton nods.

**EXT. PEARL HARBOR NAVY BASE - DAY**

SUPER: "MAY 27, 1942"

USS Yorktown docked pier-side in Pearl Harbor. The intercept team quietly departs, seabags over their shoulders.

The fires are out; a gaping hole in the flight deck smolders.

**INT. STATION HYPO - DAY**

SUPER: "MAY 29, 1942"

Rundle stands in the doorway of Kidder's office.

KIDDER  
 Say WHAT, Rundle?

RUNDLE  
 Chief, send me to sea again.

KIDDER  
 But you just got back. You nearly got killed out there. It's Okins's turn. You need rest.

RUNDLE  
 I don't want...

**FLASHBACK INT. DELI - DAY**

RUNDLE  
 (to Louie)  
 You'll be fine. Go!

Planes line up above the road and open fire.

Louie is hit and falls.

**END FLASHBACK**

Rundle struggles to keep his emotions in check.

RUNDLE (CONT'D)  
 ...to rest. We need to get these damn Japs, and I need to be there.

Kidder takes a few breaths.

RUNDLE (CONT'D)  
Send me, Chief. You know Okins  
doesn't want to go.

KIDDER  
This is about Louie, isn't it?

Rundle clenches his jaw and seethes.

RUNDLE  
I just can't...be here.

Kidder pauses; considers.

KIDDER  
Well...Okie's wife is pregnant. He  
would appreciate it...You sure you  
can handle it?

RUNDLE  
I'm sure, Chief. Send me.

KIDDER  
Okay, Rundle, pack your seabag.  
Report to USS Yorktown.

RUNDLE  
Yorktown? You're pulling my leg,  
Chief. You shoulda seen the damage.

KIDDER  
I don't know what kind of magic  
they pulled, but she's putting to  
sea tomorrow. Now, go before I  
change my mind.

RUNDLE  
Aye, aye.

Rundle turns to leave.

KIDDER  
Oh, and Rundle?

RUNDLE  
Yeah?

KIDDER  
Get those fuckin' Japs.

Rundle nods.

**INT. PEARL HARBOR - FRUPAC - DAY**

SUPER: "JUNE 1, 1942"

An intel report sits on Rochefort's desk. Circled in red are the words "AF is short of water."

Layton and Rochefort shake hands.

LAYTON

Good job, Joe. Now DC has no leg to stand on.

ROCHEFORT

I'm just glad the Japs were listening.

LAYTON

And that your boys at HYPO intercepted the Jap intel report.

ROCHEFORT

Captain Redman is livid. He still doesn't buy it.

LAYTON

But Nimitz is on board. That's all we need.

ROCHEFORT

I just hope I have a job tomorrow.

LAYTON

Would Redman really do that?

ROCHEFORT

I think he might.

**EXT. SEA (ARCHIVE FOOTAGE) - DAY**

SUPER: "USS YORKTOWN"  
"JUNE 3, 1942"

USS Yorktown steams west; the flight deck has been patched.

**INT. USS YORKTOWN - RADIO ROOM - DAY**

Intercept operators Rundle, Walvoord, and Albertson enter the radio room.

RUNDLE

She feels different.

WALVOORD

Whaddya mean?

RUNDLE

There's a strange vibration that wasn't here before. And the whole place smells like burnt metal.

ALBERTSON

I can smell it.

RUNDLE

I suggest we sleep here. I don't want to have to deal with berthing.

ALBERTSON

Sounds good to me.

They throw their seabags behind the racks of radios and spread their clothing out to create a sleeping area.

They sit and don headphones.

Rundle scours the airwaves for any comms from the Japanese Combined Fleet. A scratchy, pulsing buzz fills his headset.

No katakana code.

Officer-in-Charge Ensign Ranson FULLINWIDER, 30s, and Admiral Frank FLETCHER, 50s, Task Force Commander enter.

The men scramble to remove their headsets and pop to attention.

FLETCHER

At ease, men. I'm just here to see your operation. Show me.

Fullinwider nods to the intercept team, encouraging them to explain.

RUNDLE

(pointing to radio)

Well sir, we know what frequencies the Japs use for communicating between ships and with their aircraft. We listen and tell Ensign Fullinwider. He brings it to you.

FLETCHER

Sounds simple enough.

RUNDLE

They're in radio silence now, but they'll start chatting as soon as they launch their planes.

FLETCHER

Well, as soon as they do, it's gonna get hairy. You boys keep your heads down and keep the intel flowing.

ALL THREE

Aye aye, sir!

Fletcher and Fullinwider turn to leave. Walvoord mouths "holy shit" to Rundle, and the team gets back to work.

**INT. USS YORKTOWN - RADIO ROOM - DAY**

Super: "JUNE 4, 1942"

Walvoord and Albertson sleep on their seabags.

Rundle, still sorting through the crackling hiss of static, searches for comms.

Suddenly, katakana code sounds off in his headset.

RUNDLE

Get up, get up! Planes in the air!

Albertson and Walvoord scramble to their intercept positions and put on headsets. Katakana pulsates in their ears.

Rundle is immediately on task, typing his intercept, CLACK CLACK CLACK, CLACK CLACK CLACK.

RUNDLE (CONT'D)

I've got Zuikaku's planes heading to Midway.

WALVOORD

(typing)  
Shokaku, too!

RUNDLE

They don't know we're here!

ALBERTSON

Right!

The men type furiously.

Rundle types. CLACK CLACK CLACK: "TO TO TO"

RUNDLE

They're attacking Midway!

Fullinwider enters the radio room to see all three intercept operators busily at work.

RUNDLE (CONT'D)

They don't know we're here! They're attacking Midway!

Fullinwider grabs the intercept logs and dashes out.

Blaring katakana in Rundle's headset. His toe taps as his fingers bounce along the typewriter keys. His typewriter reports: CLACK CLACK CLACK.

Albertson types. CLACK CLACK CLACK: "HI HI HI"

ALBERTSON

Air raid. They're on to us!

Fullinwider returns to the radio room.

RUNDLE

They know we're here. The bombers have returned to the carriers. They're re-arming with torpedoes!

FULLINWIDER

Right!

RUNDLE

It's going to get bad in here.

Fullinwider takes the intercept logs and runs out again.

The team continues typing.

From outside, the men hear aircraft screaming by, bombs exploding, canons firing. The ship sways side-to-side.

As he's typing:

ALBERTSON

Jeez! Our guys are getting slaughtered out there!

RUNDLE

They'll come back.

They carry on intercepting comms.

RUNDLE (CONT'D)

Tack, you gotta help me with these air freqs! You take 330 and 333 kilocycles. I'll take 336 and 339.

WALVOORD

I'm on it, Ray!

RUNDLE

All right! C'mon, boys!

WALVOORD

Here they come!

Katakana code rings in their ears. Typewriters report back: CLACK CLACK CLACK. They furiously type to keep up.

RUNDLE

We've got incoming!

He checks around for Fullinwider, who isn't there.

Their ship lurches, taking evasive maneuvers. Anti-aircraft guns explode into life. The sound inside the radio room is deafening. Intercept impossible in the din.

The men throw off their headphones and dive behind the racks of radio equipment. They bury themselves in their seabags, looking for cover.

Power in the ship goes out and the room is immediately thrown into darkness.

Anti-aircraft gunnery is interrupted by huge explosions - near misses by Japanese bombs.

In the darkness, Ray covers his head with his arms; crying, screaming. The din of the battle drowns out his screams.

*No, no, no!*

**FLASHBACK INT. GARDEN SHED - DAY**

Darkness.

BULLY 1

Light it!

He hears a thump. Flames at the base of the wall.

Loud flashes of fire. Evil laughter fills the void between flashes. Ray shakes in the corner, screaming.

TEEN RAY

No, no, no!

Teen Bernice bursts in.

TEEN BERNICE

C'mon Ray, let's get out.

She frees Teen Ray from the burning shed.

**END FLASHBACK**

A huge explosion lifts the ship. The men become airborne for a moment. The ship bounces back down onto the water.

The explosions stop, and lights flicker on. Albertson and Walvoord scramble back to their intercept positions.

WALVOORD

I thought that would never end.

ALBERTSON

Let's see what's going on.

The men get back to intercepting. Ray cowers on the deck, trying to recover from the terror.

ALBERTSON (CONT'D)

Nothing...Wait! I hear them!

(starts typing)

Kaga, Soryu, and Akagi are reporting damage...they're burning!

WALVOORD

Where's Hiryu?

ALBERTSON

Dunno.

They search the airwaves. Ray finally climbs back to his intercept position, too shaken to think clearly.

ALBERTSON (CONT'D)

Found her! She's under attack now!

WALVOORD

Their planes have nowhere to land!

ALBERTSON

They're ditching!

The temperature rises in the radio room.

Oily, ink-black fluid seeps in between the bulkhead seams, coating the men with black sooty grease.

Fullinwider bolts into the radio room.

FULLINWIDER

What are you men still doing here?

RUNDLE

Sir?

FULLINWIDER

Everyone's evacuating. We gotta get out of here. The ship is sinking!

RUNDLE

Shit!

The intercept teams scrambles out.

**EXT. USS YORKTOWN - FLIGHT DECK (ARCHIVE FOOTAGE) - DAY**

Mayhem. Sailors fight fires forward and aft. Smoke billows from several holes in the flight deck and superstructure.

Bodies lined up on the flight deck, some in white body bags. Sailors carry more to the makeshift morgue.

**EXT. USS YORKTOWN - HANGAR DECK - CONTINUOUS**

FULLINWIDER

Follow me, men.

They negotiate the damaged catwalks and stairwells down into the hangar deck, smoke wafting past their faces.

They slosh through ankle-deep water. Damaged aircraft parts and unrecognized debris litter the cavernous space.

A dead sailor floats by.

They climb over a low railing and scramble down a net on the side of the ship.

**EXT. MOTOR LAUNCH - CONTINUOUS**

They clamber onto a motor launch, bobbing in the waves. A SAILOR turns the wheel and it heads away from the mortally wounded Yorktown.

Breathless and exhausted, the intercept team is covered in greasy black soot.

Rundle sees his puka wrist band, dripping with oil, then turns to see sailors trying to save their ship.

ALBERTSON

Holy shit. Look at her!

WALVOORD

She's going down.

Rundle is speechless, his face lifeless as Yorktown goes down.

**EXT. SEA (ARCHIVE FOOTAGE) - CONTINUOUS**

Yorktown lists badly and burns. Sinking. Their boat approaches the cruiser, USS Astoria.

**INT. STATION HYPO - AUDITORIUM - DAY**

SUPER: "JUNE 30, 1942"

Rundle, Walvoord, and Albertson at attention at the front of an auditorium. A crowd of fellow intercept operators watch the ceremony.

Rocheftort, visiting from FRUPAC, faces the three men.

Kidder reads a citation from behind a lectern:

KIDDER

On temporary duty on board USS Yorktown during the Battle of Midway, these men remained on duty for over 36 hours without relief aboard a burning ship and were responsible for actionable intelligence provided to their commander.

(pauses)

For their extreme dedication to duty, Maynard Albertson, Raymond Rundle, and Wesley Walvoord are hereby advanced one pay grade to Radioman First Class. BRAVO ZULU!

The assembled crowd claps. Rocheftort hands them certificates and shakes their hands.

After the ceremony, Kidder approaches Rundle.

KIDDER (CONT'D)

Good job out there, Rundle.

Rundle nods.

KIDDER (CONT'D)

While you were gone, some mail came in for you. They're all from Bernice...and they smell good.

He hands Rundle several envelopes. He tucks them into his back pocket.

KIDDER (CONT'D)

And I need to see you in my office, fifteen minutes.

RUNDLE  
Aye, Chief.

Okins congratulates the still joyless Rundle.

OKINS  
Good to have you back, Ray.

Ray nods and grunts.

**INT. STATION HYPO - OFFICE - LATER**

Rundle arrives in Kidder's office.

KIDDER  
I've arranged a phone call for you.

RUNDLE  
Who am I gonna call?

KIDDER  
You're not calling anyone.

RUNDLE  
I don't understa--

The phone rings.

KIDDER  
That's for you.

He leaves Rundle alone in the office. Rundle sits.

The phone rings again...and again. Finally:

RUNDLE  
Hello?

BERNICE (V.O.)  
Hello, Ray?

RUNDLE  
Bernie?

BERNICE (V.O.)  
Yes, it's me. Is there someone else calling you?

RUNDLE  
Listen, Bernie...I, uh...

BERNICE (V.O.)  
Why haven't you written? I don't know what to think anymore.

RUNDLE

Yeah?

BERNICE (V.O.)

Listen, Ray, there's something I have to say to you.

RUNDLE

Go ahead.

BERNICE (V.O.)

It's about Louie. You know I loved him. But not...I loved him like you did.

RUNDLE

Okay.

BERNICE (V.O.)

I only agreed to marry him because you were both leaving for the Navy. It's you I--

RUNDLE

(interrupting)

Don't say it, Bernie.

BERNICE (V.O.)

Okay...Well, I'm not going to stop writing you, if that's what you're after. So you might as well write me back.

RUNDLE

Well...

BERNICE (V.O.)

Are you going to write me, or not?

Silence from Rundle.

BERNICE (V.O.)

Good-bye, Ray.

He hangs up.

**INT. STATION HYPO - DAY**

SUPER: "JULY 25, 1942"

Intercept operators copy katakana code. Okins supervises behind them.

Kidder approaches.

KIDDER  
Okins. Men.

The intercept operators stop to listen to their Chief.

OKINS  
What's up, Chief?

KIDDER  
Need ya to know...An Allied task force is heading to Guadalcanal. Be on the lookout for any Jap comms in the Solomons. We need to warn our boys if they're spotted.

OKINS  
You heard the Chief. Let's turn two, fellas!

Kidder turns to leave.

RUNDLE  
Say, Chief. Can I have a minute?

KIDDER  
Sure, walk with me.

Rundle and Kidder leave together.

RUNDLE  
I was hoping to go to sea again.

KIDDER  
No. You've done your part.

RUNDLE  
But, Chief--

KIDDER  
(stops walking)  
I said no! Get me? No more. You got a death wish?

Ray doesn't answer.

KIDDER (CONT'D)  
Listen. I know losing Louie hurt... It's gonna be a long war. We'll get you back out there, I promise. Right now, we need you here.

RUNDLE  
(resigned)  
Aye, Chief.

KIDDER  
 Good. Now get back to work.

**INT. BERNICE'S HOME - DAY**

Bernice eats a sandwich at the kitchen table. She glances out the window to see the mailman pass by without stopping.

She cries.

**INT. STATION HYPO - DAY**

SUPER: "SEPTEMBER 20, 1942"

Rundle and Rougeux copy I.J.N. comms. Okins supervises. Ray's hands bounce along the keys of the typewriter in time with the pulsing code in his headset. CLACK, CLACK, CLACK.

Rundle pulls his intercept log from his typewriter.

He gets up and compares his log to a map on the wall.

RUNDLE  
 Okie?

OKINS  
 What's up, Ray?

RUNDLE  
 I'm seeing something strange here.  
 Want to take a look?

Rougeux perks up to listen in.

OKINS  
 Sure. Whatcha got?

RUNDLE  
 Look here... "NI HO HI."  
 (pointing at his paper)  
 I saw it yesterday too, "NI HO HI."

OKINS  
 I don't follow, Ray.

He looks at his notes and then the map.

RUNDLE  
 Look, this call sign is I.J.N.  
 Fourth Fleet HQ.

OKINS  
 Truk.

RUNDLE

Right. He sends out "NI HO HI" to his support ships, followed by this formatted traffic.

(pointing, thinking)

Unencrypted...

OKINS

Okay...?

RUNDLE

Same time, every day. Eighteen-hundred hours. "NI HO HI," then this unencrypted traffic.

OKINS

Right, so...?

RUNDLE

Then there are these other call signs...and times...and...

Rundle imagines the code ringing in his head while working out the puzzle in his mind.

RUNDLE (CONT'D)

That's it! Shit, this is big!

OKINS

What is it, Ray?

RUNDLE

These "NI HO HI" messages are traffic around Truk Atoll...for *tomorrow*.

OKINS

Tomorrow?

RUNDLE

Tomorrow's ships! Look!

(excitedly pointing)

The support ships need to know who's coming and going. This callsign is the Jap carrier Chujo - she'll be leaving Truk tomorrow at noon.

(draws on the map with a grease pencil)

See? And this is the troop carrier Heiyo Maru, she's arriving at sixteen-hundred tomorrow.

(draws again)

OKINS

Holy shit, Ray. Are you sure?

RUNDLE

Yeah, I'm sure! We have to get this to FRUPAC.

OKINS

Give me your copy, I'll tell Chief Kidder.

ROUGEUX

That's amazing, Ray!

Rundle ignores him.

OKINS

I just hope you're right.

**INT. USS WHALE - CONTROL ROOM - DAY**

SUPER: "USS WHALE, UNDERWAY NEAR TRUK ATOLL"  
"SEPTEMBER 21, 1942"

The commanding officer of the submarine USS Whale, Lieutenant Commander John AZER, seemingly too young to be in charge, peers through the periscope.

A RADIOMAN approaches with a clipboard.

AZER

Hi, Sparky.

RADIOMAN

Sir, the zero-eight-hundred sked.

Azer flips through several messages on the clipboard, then stops to read one more carefully. The message reads:

"TOP SECRET (SPECIAL INTEL): IJN CHUJO TO DEPART TRUK SOUTH PASS AT 1200. HEIYO MARU TO ARRIVE TRUK NORTH PASS AT 1600."

AZER

(muttering)

How do they know that?

RADIOMAN

Sir?

AZER

Never mind, Sparky. You're dismissed.

Azer pauses a moment to think.

AZER (CONT'D)

Helm, make your course zero-nine-zero. Engine room, make turns for six knots.

HELM

Zero-nine-zero, aye sir.

ENGINE ROOM (O.S.)

Six knots, aye sir.

AZER

(to himself)

Okay, let's check this out...

**LATER**

Azer peers through the periscope.

AZER (CONT'D)

(to himself)

1530...Okay, here we are, intel weenies. We're too late for Chujo, but let's see if you're right about Heiyo Maru.

Azer sweeps the periscope around slowly.

He sees a column of smoke on the horizon.

AZER (CONT'D)

Target spotted! Engine Room, ahead one-third.

ENGINE ROOM (O.S.)

Ahead one-third, aye, sir.

He looks through the periscope at the target.

AZER

Well, shit! Heiyo Maru! That's her all right!

Through the periscope, a Japanese troop transport ship heads straight for them.

A report blares out over the control room speaker.

SONAR (O.S.)

Conn, sonar: target bearing zero-one-zero. Distance five thousand yards.

AZER

Sonar, conn: aye...Down scope. All compartments, secure from silent running. Engine room, make turns for one-zero knots. Dive, make your depth one-zero-zero feet. Helm, make your course zero-nine-zero degrees. All compartments, battle stations, torpedo. Ready torpedo tubes one through six.

The men of Whale quickly and efficiently respond.

DIVING OFFICER

Sir, depth is one-zero-zero feet.

ENGINE ROOM (O.S.)

Speed one-zero knots. Attack speed.

TORPEDO ROOM (O.S.)

All forward torpedo tubes loaded and ready to fire.

AZER

Let's get one last look. Helm, left full rudder, make your course three-zero-zero degrees. Dive, make your depth five-five feet.

HELM

Periscope depth.

AZER

Up scope!

Through the periscope, Azer frames the target perfectly.

He sees hundreds of uniformed soldiers crowd the deck of the Heiyo Maru, preparing to unload at Truk Island.

AZER (CONT'D)

Here we go, boys!...Fire tubes one through six! Reload all forward torpedo tubes!

TORPEDO ROOM (O.S.)

Fish away! All torpedoes running straight and true...Forward tubes loaded and ready to fire, sir.

AZER

Aye.

Azer and the entire crew of USS Whale wait in anticipation.

The torpedoes find their mark. Boom, ba-boom, boom! Whale shakes with the reverberations of six explosions.

The crew of USS Whale cheers.

AZER (CONT'D)  
Six hits! Target burning!  
(to himself)  
Fuckin-a. You were right. Score one  
for the good guys.

**EXT. SEA (ARCHIVE FOOTAGE) - CONTINUOUS**

Heiyo Maru burns and lists through the periscope.

**INT. STATION HYPO - DAY**

SUPER: "JANUARY 1, 1943"

An intercept operator relieves Rundle, whose day is done. He departs with Okins. Kidder catches up.

KIDDER  
Rundle!

Rundle nods at Okins, who proceeds alone.

RUNDLE  
What's up, Chief?

KIDDER  
We had mail call today. These came  
for you. From Bernice again.

He hands Rundle a couple of envelopes.

**INT. STATION HYPO - BARRACKS ROOM - NIGHT**

Rundle turns on the light of his room and sits on his bed.

He stares at the letters from Bernice in his hand.

He opens his nightstand drawer and flips the unopened letters from Bernice on top of a stack of others.

**INT. STATION HYPO - DAY**

SUPER: "APRIL 14, 1943"

Rundle works at the intercept position next to Rougeux.

Katakana code sounds off in Rundle's headphones, the code heavy and loud.

RUNDLE  
That's him!

ROUGEUX  
Who's that?

RUNDLE  
It's Yamamoto! Or at least his  
radio operator.

ROUGEUX  
Okie!

Okins rushes over.

ROUGEUX (CONT'D)  
Ray says he's got Yamamoto.

OKINS  
Shit! Really?

RUNDLE  
Yeah, I know this guy.

Rundle gets back to copying. The katakana telegraphic code booms in his headphones.

Okins calls Chief Kidder over and whispers to him.

Rundle types out line after line of formatted text.  
CLACK CLACK CLACK, pause. CLACK CLACK CLACK, pause.

When the transmission ends, he pulls the intercept log out of the typewriter.

RUNDLE (CONT'D)  
It's Yamamoto, I know it!

KIDDER  
You sure, Rundle?

RUNDLE  
His callsign is new, but I know his  
fist. He pounds the key like a  
hammer. No one else like it.

KIDDER  
Ray, if we send this to FRUPAC and  
you're wrong, our pilots could get  
ambushed.

RUNDLE  
I'm not wrong.

KIDDER

Okay, if you're sure, make a note  
on your intercept and sign it.

Rundle considers what to write. He scribbles a note at the  
top in red ink: "This is Yamamoto! NO DOUBT. RR"

KIDDER (CONT'D)

We'll get it to FRUPAC for  
decryption right away. We need to  
know what it says.

**INT. PEARL HARBOR - FRUPAC - NIGHT**

SUPER: "APRIL 14, 1943"

A marine courier arrives with a box from Station HYPO.

He drops the box at the desk of Lieutenant Charlie KISNER,  
30s, a codebreaker.

Kisner opens the box and sees Rundle's scribble at the top of  
an intercept log.

KISNER

Yamamoto, huh? Let's see about  
that.

He pulls out a codebook and decodes the message.

**MOMENTS LATER**

Kisner delivers the message to US Marine Corps Major Alva  
LASSWELL, 30s, at a nearby desk.

KISNER (CONT'D)

Alva, you gotta translate this  
right away.

LASSWELL

Whatcha got, Charlie?

KISNER

Not quite sure. But HYPO says it's  
Admiral Yamamoto.

LASSWELL

Well, shit, let's have it!

Lasswell glances at the message, quickly scanning the  
Japanese text.

LASSWELL (CONT'D)  
 Charlie, you better get Rochefo--  
 ...shit...

KISNER  
 Goggins...Redman fired Rochefort,  
 remember?

LASSWELL  
 (shaking his head)  
 And Safford. I still can't believe  
 it. Just because they proved him  
 wrong.

KISNER  
 Yeah.

LASSWELL  
 (deliberately)  
 You better get Commander Goggins.  
 He'll want to see this.

Kisner retrieves Commander William GOGGINS, installed by DC  
 to replace Rochefort, from his office.

GOGGINS  
 What is it, Alva?

LASSWELL  
 You may not believe it, but it's a  
 flight itinerary for Admiral  
 Yamamoto. He's gonna fly around the  
 Solomon Islands for inspections. I  
 can tell you exactly where he's  
 gonna be, and when.

GOGGINS  
 That's gold, Alva! Let's get it to  
 Layton right away!

**INT. STATION HYPO - DAY**

SUPER: "APRIL 18, 1943"

Rundle sits the intercept watch, headphones on, waiting.  
 Static crackles in his headset.

The static also emanates from a speaker.

A crowd of operators gather, as if listening to a baseball  
 game on the radio. Kidder, Okins, and Rougeux in the crowd.

Rundle tweaks the settings on his radio in order to cut  
 through the static. The tone waivers in pitch as he tunes in.

OKINS  
(to the other operators)  
We're waiting for Yamamoto's radio  
operator. If FRUPAC's translation  
was right, we should hear him soon.

Katakana code begins to ring out from the speaker.

RUNDLE  
There he is! That's his fist!

Rundle copies the transmissions. CLACK, CLACK, CLACK, CLACK,  
CLACK, CLACK.

The men lean in. Code pulses on the speaker. Rundle's  
intercept log fills up.

OKINS  
(providing play-by-play)  
This is it! Yamamoto's plane is in  
the air, right on time!

KIDDER  
Army Air Corps should be waiting.

More katakana code blares from the speaker.

OKINS  
He's transmitting in the clear.

Rundle copies with the ease and precision of the best  
operators in the fleet. Okins provides commentary.

OKINS (CONT'D)  
He's at altitude...with escorts...

More code; Rundle copies.

ROUGEUX  
Get him, Ray.

The code pauses for a moment, and the men lean in.

Moments pass before the code returns - louder, faster. The  
code sounds panicked.

OKINS  
They're under attack...evading...  
reducing altitude!

The code blares more quickly; Rundle copies.

The code stops. A long pause.

Men look at each other.

Rundle presses his headphones to his ears and squints.

Nothing.

He shakes his head at Kidder.

OKINS (CONT'D)

He's down! Yamamoto is down!!

The group of intercept operators cheer.

**INT. STATION HYPO - BRIEFING ROOM - DAY**

SUPER: "FEBRUARY 17, 1944"

A briefing room.

Chief Kidder briefs many intercept operators, including Rundle, Okins, and Rougeux in front of a map of the Pacific.

KIDDER

Okay, men. Today is the day.  
Operation HAILSTONE is going down.  
Admiral Mitscher's task force is  
going to attack Truk...the biggest  
Jap naval base outside of Japan.

RUNDLE

Let's get the bastards!

**LATER**

Telegraphic code blares in Rundle's headset. He copies and types almost without effort. The intercept log in his typewriter fills up - CLACK CLACK CLACK, CLACK CLACK CLACK.

RUNDLE (CONT'D)

Yes!...yes!

Rundle copies with a crazed look on his face.

Ships frantically transmit katakana code and then disappear from air. Rundle transcribes.

RUNDLE (CONT'D)

Get him! Get him! GET HIM!!

More and more I.J.N. ships and stations go off the air as they're destroyed.

Rundle continues to copy.

RUNDLE (CONT'D)

Kill him....Kill him!

Sitting nearby, Rougeux is shocked by Rundle's aggressive yelling.

Rundle also surprises himself with his own words.

RUNDLE (CONT'D)  
Fuckin' die, Jap bastards!

He hears himself, stops, and lifts his shaking hands above the typewriter keys. His puka wrist band hangs loosely.

The code continues, but he doesn't copy.

#### **FLASHBACK INT. CAR**

Planes line up above the road and open fire.

Louie is hit and falls.

#### **END FLASHBACK**

Back at his position, Rundle's hands tremble above the keys.

#### **INT. STATION HYPO - BARRACKS ROOM - LATER THAT NIGHT**

Rundle flips on the light, plops onto his bed, and sobs.

After a few moments, he settles down and then opens his nightstand drawer to see the stack of unopened letters from Bernice.

He glances at the pen and paper on his nightstand.

#### **I/E. MONTAGE - DAY**

- Intercept operators at Station HYPO perform radio intercept.
- Intercept operators aboard ships perform radio intercept.
- Men at FRUPAC break codes, translate, and perform traffic analysis.
- More On-the-Roof Gang operators across the Pacific intercept I.J.N. communications.
- Map overlays interspersed with scenes of battles:
  - Nov 43: Tarawa
  - Jan 44: Kwajalein
  - Jun 44: Philippine Sea
  - Aug 44: Guam
  - Oct 44: Leyte Gulf
  - Feb 45: Corregidor

Mar 45: Iwo Jima

- Red arrows on a map of the Pacific, moving west and north, pushing closer and closer to Japan.

**END MONTAGE**

**INT. STATION HYPO, WAHIAWA, HAWAII - DAY**

SUPER: "APRIL 30, 1945"

Rundle knocks and enters Kidder's office.

RUNDLE  
You called for me, Chief?

KIDDER  
Chief Rundle, yeah.

RUNDLE  
Who are you calling "Chief?"

KIDDER  
You, Ray.

Kidder waits for Rundle's reaction.

RUNDLE  
Are you kidding?

KIDDER  
I'm not. Congratulations. You've earned it.

RUNDLE  
(shaking his head)  
Shit.

KIDDER  
That's only part of the reason I called for you.

RUNDLE  
Now the bad news?

KIDDER  
I'm sure you're up for it. I've gotta send you to sea.

RUNDLE  
Okay.

KIDDER  
Not so keen any more?

RUNDLE  
I'm all right. What do you need?

KIDDER  
We've got a lot of new operators,  
and I need you take them to  
sea...teach them the ropes.

RUNDLE  
Understood. Who am I taking?

KIDDER  
Slonim's the O-I-C. Rob Hynson is  
your supe trainee. Brase and Huston  
are new operators. USS New Mexico.  
Heading to Okinawa.

Rundle nods.

RUNDLE  
I need a senior operator.

KIDDER  
How about...Rougeux?

RUNDLE  
(deep breath)  
Yeah, okay.

KIDDER  
Good. Now go.

**EXT. SEA (ARCHIVE FOOTAGE) - DAY**

SUPER: "USS NEW MEXICO - OFF THE COAST OF OKINAWA"  
"MAY 11, 1945"

An armada of Allied warships cuts through white-capped waves.  
The battleship USS New Mexico in front.

**INT. USS NEW MEXICO - RADIO ROOM - DAY**

The intercept team enters the radio room. Rundle and Rougeux  
converse as if old friends.

RUNDLE  
How many times have you deployed,  
Ruggy?

ROUGEUX  
Too many to count.

RUNDLE  
And this is our first deployment  
together.

ROUGEUX  
(joking)  
You should have made Chief sooner!

RUNDLE  
(laughs)  
Shut the hell up!...Listen, I'm  
sorry for the hard time I've given  
you...

ROUGEUX  
Don't worry about it.

RUNDLE  
It's just...you see, my cousin...

ROUGEUX  
I know. Don't worry.

RUNDLE  
Okay, good.

Rundle shows the new intercept operators - Petty Officers  
Hayden HUSTON, Gene BRASE, and Ron HYNSON, all early 20s -  
around the radio room.

RUNDLE (CONT'D)  
This is like most other radio  
rooms. You've got your receivers  
there...scopes there...antenna  
cables leading topside.

HYNSON  
Are we using ship's antennas?

RUNDLE  
Yeah. Each position has a set of  
headphones, but there should be  
more in boxes over here.

He points to some shelving against a bulkhead. It catches his  
attention and he approaches.

RUNDLE (CONT'D)  
Now, this is different. Looks like  
they've tried to weld these shelves  
over the only porthole. It's gonna  
get hot in here.

HYNSON  
Hm.

RUNDLE

Shoddy job, though. Looks like it might fly off in a stiff breeze.

Rundle rattles the poorly affixed shelves, which separate and bang back against the bulkhead.

Slonim enters the radio room and notices Rundle rattling the odd shelving.

SLONIM

What's with the blocked porthole?

RUNDLE

(shrugging)  
Ship's company.

SLONIM

Hm. Well, I wanted to tell you that things might get rough soon. The Japs are getting desperate and are using their own planes as weapons.

RUNDLE

What?

SLONIM

Yep, *kamikaze*, they're calling it. We'll have to be on look out for any flights out of Kyushu.

RUNDLE

Tops on our list.

SLONIM

Good.

Rundle and Hynson survey the radio room. Slonim departs.

**EXT. JAPANESE AIRFIELD (ARCHIVE FOOTAGE) - DAY**

Swarms of Japanese aircraft take off.

**EXT. USS NEW MEXICO (ARCHIVE FOOTAGE) - DAY**

USS New Mexico cuts through waves.

**INT. USS NEW MEXICO - RADIO ROOM - CONTINUOUS**

The General Quarters klaxon clamors - BONG! BONG! BONG!

Rougeux and Brase tune radios; headphones on. Hynson supervises.

ANNOUNCER (V.O.)  
General Quarters, General Quarters.  
All hands man your battle stations!

Rundle and Huston burst in.

RUNDLE  
What's going on?

ANNOUNCER (V.O.)  
Incoming hostile aircraft. All  
hands man battle stations.

HYNSON  
Kamikazes airborne, ten minutes  
ago...nothing since.

ROUGEUX  
I'll find them again, Chief.

Rougeux and Brase search the airwaves.

From outside, the sound of planes screaming by.

Guns from USS New Mexico unleash hellfire. The ship bucks in  
the waves.

The radio room becomes a cacophony - hell in a steel box.

Rundle, Huston, and Brase dive under a table.

Rougeux remains at his intercept position - desperate to  
locate the kamikazes communicating. Hynson grabs the back of  
Rougeux's chair.

RUNDLE  
Ruggy, get down here!

ROUGEUX  
(ignoring the order)  
Gotta find those damn kamikazes!

Flak bursts, gunfire, and airplane engines create a din  
inside the radio room.

The sound of a plane crashing into the sea nearby. Another.

From outside, a deep thudding BOOOOM!! Then an approaching  
SCREEEECH as a kamikaze crashes into the deck and slides  
closer to the radio room.

It crashes into the superstructure in a massive fireball,  
wedged outside the radio room door.

A HUGE EXPLOSION outside the radio room door, throwing Hynson across the room. He lands in a heap, arm bent grotesquely above the elbow.

Chaos. Smoke pours in round their only exit. The door begins to glow red from the heat. The overhead lights cut out. A single emergency light blinks on, casting the space in a sickly green.

Blood gushes from a gash across Huston's right eye.

Rundle squeezes his eyes shut. Shaking. Screaming. The deafening roar of the fire engulfs the entire space.

#### **FLASHBACK INT. GARDEN SHED**

Darkness. He hears a thump. Flames at the base of the wall.

Loud flashes of fire. Evil laughter fills the void between flashes. Flames fill the space.

#### **END FLASHBACK**

Under the table, Rundle opens his eyes; grits his teeth.

The radio room door glows red; buckles. Flames and black smoke pour in.

RUNDLE

We gotta get out.

BRASE

We're trapped!

Black smoke chokes the room.

Rundle crawls along the deck; finds the makeshift shelving. He yanks and yanks and yanks the shelves, which rebound and bang against the bulkhead. Over and over again, he yanks at the shelves. Finally, they give way.

The porthole.

Holding his breath, Rundle stands up into the caustic smoke, coating his face with black soot.

He opens the porthole, providing relief from smoke and heat. He takes a deep breath of fresh air and turns back into the radio room.

Brase and Rundle pick up Hynson and squeeze him out.

Huston crawls out, leaving bloody streaks on the deck and bulkhead. Brase scrambles out next.

Rundle turns to let Rougeux out, but he isn't there.

*Where's Ruggy?*

RUNDLE

Ruggy!

Rundle gets on the deck and searches. He finds Rougeux lying on the deck near the blistering hot door.

RUNDLE (CONT'D)

C'mon, Walter. We gotta go.

He shakes Rougeux. He doesn't move.

RUNDLE (CONT'D)

Ruggy!

Nothing.

He takes a closer look and sees the top of Rougeux's head is sheered off. He's dead.

RUNDLE (CONT'D)

Oh, shit. Ruggy...

Crying, Rundle pulls Rougeux's limp body closer. Blood pools on his lap. He collapses over Rougeux's corpse and cries.

The fire rages.

The radio room door buckles loudly. Flames burst into the room and lick against Rundle's uniform.

Streams of tears leave streaks in the soot under Rundle's eyes. The fringes of his uniform catch fire.

Fear. Despair.

He rocks back and forth with the lifeless Rougeux.

He gives up.

Smoke engulfs him. Uniform legs aflame. The leather band of his puka bracelet catches fire. Ready for the end, he takes his final breaths...

Darkness.

Flames fill the space.

He sees the leather band on his wrist burn through. The puka shell falls onto the deck. CLINK.

RUNDLE (CONT'D)  
(whispering)  
Louie...

He places Rougeux's head on the deck and rolls away, grabbing the puka shell from the deck.

He crawls away under a curtain of flames and smoke.

His smoking uniform legs flutter kick as Rundle exits through the porthole.

**EXT. USS NEW MEXICO - DECK - LATER**

The fire extinguished, the men of the intercept team silently gather on the deck of New Mexico.

Dead and mangled bodies lie on the deck nearby.

Rundle leans against a railing, burns on his face and hands. The ends of his uniform pants are burned black. He holds his puka shell in his hand.

On the deck, Hynson's arm is splinted and in a sling.

Huston's head is bandaged except for his left eye. Blood seeps through the bandage from his right eye.

Brase passes around a canteen of water.

Slonim checks up on the team, his uniform torn and singed after the attack.

SLONIM  
Rougeux?

Rundle nods toward the porthole. Black scorch marks scar the bulkhead all around the opening.

RUNDLE  
He did his job 'til the end.

SLONIM  
We'll make sure his family knows.

He nods.

**INT. STATION HYPO - DAY**

SUPER: "JUNE 1, 1945"

Rundle reports to Kidder's office. Scars on his hands and face.

KIDDER  
Welcome back, Ray. Good to see you  
in one piece.

Rundle doesn't respond.

KIDDER (CONT'D)  
You did a helluva job out there.

RUNDLE  
If you say so.

KIDDER  
Listen, I'm sorry about Walter.

RUNDLE  
(slow to respond)  
I...

KIDDER  
In any case, I don't think this  
war's gonna last much longer.

RUNDLE  
Good.

KIDDER  
They're putting together plans to  
invade Japan.

Rundle nods.

KIDDER (CONT'D)  
But I think I owe you some time  
off. How'd you like some R&R?

RUNDLE  
That...yeah.

KIDDER  
Okay, then. Two weeks R&R. We'll  
see you when you get back - ready  
to see this thing out.

RUNDLE  
(weakly)  
Thanks, Harry.

**INT. STATION HYPO - BARRACKS ROOM - NIGHT**

All the letters Rundle has received from Bernie lie open on his desk. He's finally read them all.

Rundle writes at the desk. An envelope is freshly addressed to Bernice O'Connor.

RUNDLE (V.O.)

Dearest Bernice,  
 I write to you without any  
 expectation that you will read my  
 words. After all, turnabout is fair  
 play, isn't it?  
 I'm coming home and I hope you'll  
 see me.  
 I've always loved you, Bernie, I  
 think you know that. I only wanted  
 you and Louie to be happy. I could  
 almost stand the thought of not  
 being with you, if you were with  
 him. Then, at least, you'd still be  
 in my life.  
 I'm sorry I never told you.  
 If it's not too late, meet me at  
 the station wearing a flower on  
 your dress. Then I'll know.  
 Yours truly, Ray

**INT. MOVING TRAIN - DAY**

Rundle taps his toe in time with the clickety-clacking of wheels on the tracks. The rhythm slows as the train approaches a station. A sign reads "Miles City."

**EXT. TRAIN PLATFORM - CONTINUOUS**

Rundle departs and looks around the empty platform; no Bernice. Disappointment on his face.

He slings his seabag over his should and mopes toward the platform steps.

Bernice runs up the steps, wearing a floral dress and matching hat.

RUNDLE

Bernie!

BERNICE

(pointing to a carnation  
 on her lapel)

Sorry, I'm late - I had to stop and  
 buy a flower.

RUNDLE

Bernie...

They embrace...and then kiss.

**INT. FRUPAC - DAY**

SUPER: "AUGUST 7, 1945"

Goggins reads a report at his desk.

The words "TOP SECRET" stamped across the top and bottom of each page. The title of the report reads, "ATOM BOMB DROPPED ON HIROSHIMA."

When he's done reading, he puts down the report and stares across the busy FRUPAC operations floor, dumbfounded.

**INT. STATION HYPO - DAY**

SUPER: "AUGUST 16, 1945"

Rundle, having returned from R&R, works at an intercept position, searching for something to copy.

A new wedding ring adorns his left hand. His puka wrist band hangs from his right wrist.

A newspaper with the headline "SECOND A-BOMB DESTROYS NAGASAKI" rests next to the typewriter.

Okins and Kidder positioned behind. Rundle has one earpiece pulled aside so he can hear the conversation.

KIDDER

That single bomb killed thousands of people, maybe more.

OKINS

And how close was it to where our boys are being held?

KIDDER

It's close.

RUNDLE

Do you think they're safe?

KIDDER

God knows.

Rundle closes his eyes. Code sounds off in his headphones.

KIDDER (CONT'D)

Whatcha got, Ray?

Rundle hushes him with his hand and begins to copy.

As he types, they look over his shoulder:

CLACK CLACK CLACK: "WTJJ DE JNP / ANSWER 13740 KCS"

OKINS

That's the Japs calling MacArthur's headquarters! It's in international Morse, not katakana.

Rundle types in English:

CLACK CLACK CLACK CLACK CLACK CLACK:

"WE ARE IN RECEIPT OF THE MESSAGE OF THE UNITED STATES GOVERNMENT AND DESIRE TO MAKE THE FOLLOWING COMMUNICATION.

"HIS MAJESTY, THE EMPEROR, ISSUED AN IMPERIAL ORDER AT 1600 ON AUG 16 TO CEASE HOSTILITIES IMMEDIATELY."

The message repeats and Rundle stops copying, mouth agape.

**INT. STATION HYPO - DAY**

SUPER: "SEPTEMBER 1, 1945"

The watch floor at Station HYPO is transformed into a party.

Streamers hang across the room, and men dance on desks wearing party hats. Whiskey and rum flow, filling coffee cups to the brim.

The men revel in the victory over Japan. Songs break out.

Chief Kidder leads the revelry, pouring spirits into any coffee cup held in his direction.

Rundle drapes his arm around Albertson's shoulder and sways with the crowd. They're both drunk on whiskey and jubilation.

Kidder motions to Walvoord, who whistles loud enough to make them all pop to attention.

WALVOORD

There you go, Pappy.

Kidder nods at Walvoord.

KIDDER

Men, a moment of your time before you get back to the party.

The room quiets.

KIDDER (CONT'D)

You have just helped make history,  
and I want you to think about...

Kidder chokes back tears. Silence in the room.

RUNDLE

Go on, Pappy!

KIDDER

Men, I mean to say that you should  
feel proud of what you've  
accomplished. First and foremost,  
you survived, and that's not the  
case for many who fought in this  
damn war. And we know this fact  
firsthand.

Kidder looks at Rundle, who bows his head.

KIDDER (CONT'D)

We have people to remember, so  
charge your glasses.

Around the room, the men pass around bottles of spirits and  
replenish their coffee cups.

KIDDER (CONT'D)

First, we must thank God for  
President Roosevelt, may he rest in  
peace. He led us through the worst  
war in our nation's history, and we  
drink to him.

Kidder raises his cup.

CROWD TOGETHER

To President Roosevelt!

KIDDER

We all work for Admiral Nimitz, a  
leader who understood the value of  
what we do.

CROWD TOGETHER

To Admiral Nimitz!

KIDDER

Now, a little closer to home.  
Through this whole war, our outfit  
lost only one man, and we toast him  
today. To Radioman First Class  
Walter Rougeux.

CROWD TOGETHER

To Ruggy!

Rundle chokes back tears.

KIDDER

But we know there were many others  
who lost their lives, and we cannot  
forget them. Although most of us  
never met him, he was a good friend  
and cousin to our own Chief Rundle.  
To Louie Kern!

CROWD TOGETHER

LOOOUIE!!!

Rundle loses it and cries - an emotional mixture of joy,  
relief, and despair.

In the crowd, someone initiates a cheer.

CROWD TOGETHER (CONT'D)

Hip hip! Hooray!  
Hip hip! Hooray!  
Hip hip! Hooray!

A yeoman brings a message to Kidder who quickly reads it.

KIDDER

OK, men, settle down. Settle down!

The crowd hushes.

KIDDER (CONT'D)

Men, there is one last group of men  
we need to recognize...I have just  
received word of the men of Station  
BAKER.

RUNDLE

The POWs...

Collective inhale.

KIDDER

We have received word that all  
eight have survived and are  
recovering!

A huge cheer erupts in the crowd. The singing and revelry  
reignite.

**FADE OUT**

**FADE IN**

**INT. WASHINGTON, DC - NAVY BUILDING - DAY**

SUPER: "WASHINGTON, DC"  
"FORTY YEARS LATER"

A crowd of over 400 people gathers for a ceremony to dedicate a memorial to the On-the-Roof Gang.

Nearly fifty elderly On-the-Roof Gang members with their families sit at the front of the crowd.

Among them are Maynard Albertson, Tack Walvoord, Willie Wesper, Elliott Okins, George Hopkins, Jimmy Pearson, and many more.

Ray Rundle sits next to Bernice, his wife of nearly forty years. A well-worn and repaired leather band with a single puka shell on his left wrist.

Poster size photos on easels of Walter Rougeux and Harry Kidder in uniform. Flowers surround them.

Admirals and politicians speak. The crowd rises, cheers and applauds - an extended ovation.

**INT. WASHINGTON, DC - NAVY BUILDING - LATER**

Ray Rundle, tears welling in his eyes, unveils a 10-foot tall brass plaque with the names of all 176 members of the On-the-Roof Gang.

**EXT. WASHINGTON, DC - NAVY BUILDING - LATER**

The assembled On-the-Roof Gang members, Ray Rundle center among them, gather for a photo on the wide cement steps.

FREEZE FRAME on a photograph of the men.

**FADE TO BLACK**