

THE SOUND OF SEPTEMBER

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by

Karen Morss

Contact:
Karen Morss
650.363.1600

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FADE IN:

EXT. PEAVINE MOUNTAIN - SUNRISE

The sun lights up Lemon Valley as it rises over Peavine Mountain. Three black runways stand out against the golden grasses that surround them.

MICHELLE (V.O.)

You greet September with mixed emotions when your husband's a race pilot. Time for the National Championship Air Races where the best of the best compete for eight grueling days. Some people call it Thunder in the Desert but to me it's the sound of September.

A P51 Mustang flies over runway 8 at fifty feet then breaks and climbs out.

EXT. STEAD FIELD TAXIWAY - DAWN

JIMMY DUGAN (40) drives the golf cart that pulls the sleek white race plane, a LANCAIR LEGACY, to the taxiway. STEVE TYLER (47) walks along side, helmet in hand. Tall, lanky, trim beard, flightsuit and shades complete the pilot picture.

STEVE

You check the fuel?

JIMMY

(Scottish brogue)

Five in the right. A wee bit more in the left.

A big guy, Jimmy positions the plane on the taxiway with practised finesse. Steve gets in and straps on the six-point harness. The sun reflects off his helmet as it floods Lemon Valley with morning light.

STEVE

Clear prop.

Steve starts the engine and the supercharged Continental IO-550 ROARS to life. The Legacy taxis to the runway. Jimmy keys the radio to Race control.

RACE CONTROL

Race 99, cleared for immediate takeoff,
Runway 8. Mustang on base.

STEVE

Roger, 99 rolling.

With the Mustang on short final, the Legacy screams down the runway and leaps into the air. Jimmy watches the plane through binoculars. PAUL HOWELL, (54) owner of the plane, arrives, a radio in one hand and cell phone in the other. Short, overweight, salt and pepper hair, not your typical pilot type.

PAUL

How's he look?

JIMMY

Every bit beautiful.

INT. LANCAIR COCKPIT - DAY

Steve scans the instruments then banks left to enter the course. Flying across the desert floor at 300 miles per hour at 200 feet, his vision reduced to the cockpit and the valley below his left wingtip.

STEVE

Everything in the green.

PAUL (O.S.)

Can you hear me, Steve?

STEVE

Five by five. Looks good, Paul.

RACE CONTROL (O.S.)

Race 99, you have the course.

STEVE

Roger, 99 taking the course.

Steve flips the ADI pump ON. He moves the throttle forward and descends into the Valley of Speed.

EXT. TAXIWAY - DAY

Jimmy and Paul watch the plane dive to an altitude of fifty feet. They lose site as he flies low on the backcourse.

PAUL

(keys his mike)

Take it to 40 inches, Steve.

JIMMY

I hear Duane's makin' six fifty horseys. Think we can beat him?

PAUL

I give us even odds. He'll either win or blow up.

INT. LEGACY COCKPIT - DAY

Pylon two appears in the windshield and disappears just as fast. Sagebrush, dirt, the occasional jack rabbit flies past at 300, then 310, then 320 miles per hour. Steve tracks the plane's shadow on the desert floor. His smile turns to a frown as smoke leaks from the control panel.

STEVE

Damn. Race Control, Race 99, Mayday.

EXT. RAMP - DAY

Jimmy trains his binoculars on Race 99. Steve pulls up sharply to gain altitude and leaves a trail of smoke in his wake. The engine goes silent as he circles overhead at a thousand feet.

INT. LEGACY COCKPIT - DAY

Smokes fills the cockpit. The prop windmills. Nothing is as quiet as an airplane with no power. Steve's eyes water from the smoke. He wipes his cheek with the back of his hand.

RACE CONTROL (O.S.)

Roger, 99. Wind calm. Say intentions.

STEVE

Runway 8. Better send the truck.

RACE CONTROL (O.S.)

Roger. 99 cleared to land runway 8.

EXT. RAMP - DAY

Steve loses altitude as he turns base. Jimmy watches him through the binoculars.

JIMMY

We taped the air vents.

PAUL

Shit, he can't breath. Come on, Steve,
get her down.

INT. CONTROL TOWER - DAY

The CONTROLLER (34) sites the plane in his binoculars. The crashtruck races down the taxiway. Lights flash, sirens blare. Paul and Jimmy follow in the golf cart.

RACE CONTROL

Race 81, go around. Mayday in progress.

RACE 81 (O.S.)

Roger, 81 going around.

A Sea Fury flies down the runway at 100 feet then climbs out. Steve slips the Legacy the last five hundred feet and makes a textbook, short field landing. He touches down lightly and exits at the first taxiway.

EXT. TAXIWAY - DAY

The crashtruck screeches to a stop as Steve pops the canopy. A big cloud of smoke escapes from the cockpit. Steve gulps the fresh morning air and gives the thumbs up sign to the firecrew. The FIRE CREW, four guys dressed in emergency gear, jump out of the truck. They point fire extinguishers at the plane. Paul and Jimmy pull up in the golf cart.

PAUL

Don't spray. You'll ruin the engine.
You okay, Steve?

STEVE

I'm okay but the CD doesn't work.

Paul and Jimmy laugh and shake their heads as they hook the towbar to the nose wheel.

PAUL

We'll be sure to get right on that,
Kimosabe.

The fire crew watch Paul and Jimmy tow the plane down the taxiway. Steve sits on the back of the cart. The Sea Fury lands and rolls out. Two Formula One planes do a runup, cowlings off, in the background.

FIRE CREW 1

Goddam pilots. Always foolin' around.

FIRE CREW 2

Yeah but he's good. I saw him land one time after his prop came apart.

FIRE CREW 3

Ya' better be good to fly at Reno.

INT. EXERCISE ROOM - DAY

MICHELLE TYLER (51), a short blond in sweats, pedals away on a recumbent bike as she watches the OPRAH show. SOPHIE, a silver Standard Poodle, waits patiently with a tennis ball in her mouth.

OPRAH

Today, ladies, we're talking makeovers. Our expert team is giving Linda a whole new look. Let's see how they're doing.

INT. BEAUTY SALON - DAY

A hairdresser cuts Linda's long, over-bleached, locks while another works on her nails.

LINDA

I'm so excited, Oprah. Thank you so much. I would never have had the courage to do this myself.

INT. EXERCISE ROOM - DAY

Michelle pulls the scrunchy off her long blonde ponytail and shakes her head. Sophie drops the tennis ball in her lap. Michelle tosses the ball and Sophie runs after it. The phone RINGS. Michelle picks up the phone as she pedals. Caller ID tells her it's Steve.

MICHELLE

Hey, baby. How's it going? beat...Did you have oxygen?

EXT. STEAD PIT AREA - DAY

Steve walks past the Unlimited Racers. Row after row of gorgeous WWII fighters. Cell phone pasted to his ear. A biplane taxis past.

STEVE

(shouts into his phone)
No. I talked to Seth. He'll be here
tonight with both airplanes.

INT. EXERCISE ROOM - DAY

Sophie drops the ball in Michelle's lap. Michelle doesn't notice.

MICHELLE

I can barely hear you. Okay, call me
later. I love you.

INT. BATHROOM - DAY

Michelle frowns at her reflection in the mirror, two-inch roots and overbleached ends. She holds a box of L'Oréal hair color next to her face. She puts it down and picks up the dog clippers. Sophie watches intently.

MICHELLE

Well, Sophie Tucker. Sometimes you just
have to make over your own damn self.

She puts a towel around her shoulders, bends over the sink and cuts her hair. Sophie runs away when she hears the clippers.

INT. SHOWER - DAY

Michelle takes a shower and washes her newly shorn head. Sophie watches intently as she gets out of the shower and towels her hair dry. She sniffs to make sure it's Michelle. A blonde-tipped pixie has emerged.

MICHELLE

Don't worry. It's me.

Sophie disappears as Michelle puts on sweats and tennies and returns with her leash.

MICHELLE

Does the Princess of Poodles want to go
for a walk?

INT. ERA HANGAR - DAY

Steve removes the cowling of his Legacy. A TECH INSPECTOR stands next to him, clipboard in hand.

TECH INSPECTOR

Let me get this straight. You built the plane? You tested the plane? And licensed the plane?

STEVE

Yes, sir. I'm a DAR for the FAA.

TECH INSPECTOR

Can I see the logbooks?

STEVE

Here's a copy. I don't have the originals with me.

TECH INSPECTOR

Well, you won't be able to qualify until we see them.

STEVE

Okay, they'll be here tomorrow. Can I still practice?

TECH INSPECTOR

Sure thing. Sweet machine. Good luck.

EXT. RAMP - DAY

Steve pulls his airplane out to the taxiway with a towbar. Painted red and white, it has a big red 99 on the tail. Jimmy runs over to help. The Formula One planes tow out for a practice session behind jeeps and pickup trucks.

JIMMY

Need a hand?

STEVE

Thanks. What's the word?

JIMMY

You were right. The ADI pump failed. They went to Home Depot to get another one. How's this beauty?

STEVE

Red, white and fast. But not fast enough.

JIMMY

Think you can make the Gold?

STEVE

No way, I'll be lucky to run at the front of the Silver. Besides I promised Michelle I wouldn't blow it up.

JIMMY

Paul thinks we can beat Dennis.

STEVE

Everybody should have a dream.

They stop at the end of the taxiway and Steve climbs in the plane. Jimmy helps him with the seatbelts. Steve puts on his helmet. A bright red CASSUTT lands in front of them, with the number 99 painted on its tail.

JIMMY

Hey, isn't your Formula 99?

STEVE

Hmmm. Clear Prop.

JIMMY

I'll get your times.

STEVE

Thanks.

Steve closes the canopy and starts the engine. He taxis toward the active runway behind the Formula One planes. Jimmy walks over to the crew area to join the timers.

EXT. RAMP - DAY

Jimmy approaches five CREW MEMBERS, towbar in hand. The guys hold radios, timer boards and binoculars.

JIMMY

Good morning, gentlemen.

ARNIE

Hey there, Jimmy. How ya' doing?

JIMMY

Good to see you, Arnie.

Others nod and smile their greeting.

ARNIE

So what's up with Steve? I hear he's sandbagging.

CREW 1

Maybe he's afraid to take on Dennis.

CREW 2

He's flying Paul's plane in the Gold,
isn't he?

ARNIE

Well, he sure as hell doesn't belong in
the Silver.

JIMMY

I don't know about any of that. I'm
just here to time him.

The Legacy roars down the runway and lifts off. The engine noise stifles further conversation.

INT. LEGACY - DAY

Steve climbs to five hundred feet and banks hard to the left to enter the course. He pushes the throttle forward and dives onto the course.

He levels at fifty feet and banks ninety degrees at the first pylon. The desert blurs past the windshield as he pulls four G's in the turn. He descends to thirty feet, flying low over the harsh desert beneath him.

STEVE

He, haw.

EXT. RAMP - DAY

Steve walks from the Sport Hangar through the Unlimited pits past row after row of million dollar race planes. Each plane lovingly tended by a small group of devoted crewmembers.

STEVE

(on his cell)

Hey, baby. If you're there, pick up.
Okay, well I just wanted to tell you
our little airplane is awesome. Our
best time was 265 and we're just
purrin'. I'm having dinner with Dede.
She's got a bunch of pictures from last
year she wants to show me. I'll talk to
you later. Signing off from the second
happiest place on earth.

INT. BEDROOM - NIGHT

Clothes are tossed all over the bed as Michelle decides what to pack. She wears a t-shirt and panties. Sophie lies on the bed surrounded by rejects.

MICHELLE

I bet that's not all she wants to show you. Where are my jeans? Aha.

She pulls on a pair of tight jeans and poses in front of the mirror to check the effect.

MICHELLE

What do you think, too tight? Nah.

She flops on the bed and dials a number on her cell phone. Sophie licks her face. Michelle rubs the dog's ear.

MICHELLE

Leila's gonna' stay with you, Soph.
You're gonna' have so much fun.

INT. HOTEL BEDROOM - NIGHT

Steve lies on the bed watching TV, a man in his cave. His cell rings.

STEVE

Nick Danger. Third Eye. I spell my name
Danger. Speak.

STEVE

(Ricky Ricardo impression)
So what did you do now, Lucy?

STEVE

Well how short is it?

DEDE LANEY (25), a luscious young beauty, walks out of the bathroom dressed in tshirt and cutoffs. She wraps a towel around her dripping wet hair.

EXT. UNLIMITED PIT - DAY

Steve checks the aileron travel on a YAK 9, a WWII Russian fighter. The Crew chief, CHESTER DODD, 32, good looking, ex-military type, points to a change on the wing. Three members of the CREW polish various parts of the plane.

CHESTER

Temps should be better. More ram air.

STEVE

Okay. I'll let you know. Where's Seth?

CHESTER

Went to pick up Jim, the guy who owns Anya. When do we push?

STEVE

(checks his watch)

Ten minutes.

CHESTER

Okay, men, listen up. Let's get this plane ready to rock and roll.

EXT. SAN CARLOS AIRPORT HANGAR - DAY

A white NISSAN 300ZX pulls up in front of the hangar with a R♥CE 99 license plate. Michelle unlocks the combination. She puts one foot on the frame for leverage and pulls with all her might to open the sixty-foot door. It moves about two inches. JOE LOCASTO, a 70ish, crusty, Italian craftsman, walks by and sees her struggle.

JOE

Let me give you a hand with that, Michelle. Hey kiddo, you look great!

MICHELLE

Thanks, Joe. I'm on my way to Reno. Steve needs the logbooks for the Legacy.

Joe pulls the big door open three feet.

INT. HANGAR - DAY

Michelle turns on the lights and walks to the desk. She opens a drawer and takes out the logbooks.

JOE

What's he racing this year?

MICHELLE

Sport Class and Unlimited.

JOE

Brother Steve, he's something else. You know it's a goddamn shame somebody doesn't cover these races. Where the hell is Speed Channel or ESPN?

MICHELLE

It's pathetic. They treat the NASCAR guys like national heroes.

JOE

We got airplanes racing at five hundred miles an hour at fifty feet and nobody knows about it. We're losing it, Michelle. People just don't care about airplanes anymore.

MICHELLE

Every year I invite Bob Costas. He should cover it like the Kentucky Derby. Wouldn't that be cool.

JOE

Way cool.

EXT. HIGHWAY 80 - DAY

The white Nissan speeds across Donner Summit. Ridge after ridge of snow-capped mountains with pine green overcoats as far as the eye can see. It takes your breath away.

INT. NISSAN - DAY

Michelle sings along with the radio. It fades in and out in the mountains. She takes a long sip from her water bottle. Checks the time and looks at the map.

MICHELLE

Damn. I'm not going make it.

She picks up her cell phone and dials.

MICHELLE

Hey, you. I just past the Summit.

EXT. TAXIWAY - DAY

Chester tows the Yak into position between two P51 Mustangs. Steve walks the wing to make sure they don't hit anything as he talks on his cell.

STEVE

We launch in five minutes. Check the Sport Hangar or the Yak pit.

Steve climbs up on the wing of the Yak.

STEVE

Dennis qualified at 347. Gotta' go babe. Me too.

INT. CAR - DAY

Michelle tosses her cell phone on the seat.

MICHELLE

Race Angels take your positions.

EXT. RAMP - DAY

Steve puts on his helmet and oxygen mask. Chester helps him adjust the seat belts. One crewmember holds a stopwatch and radio. The other two joke off to the side.

CHESTER

Keep an eye on the temps.

STEVE

Got it.

FURIAS, a Sea Fury taxis by, GENE HOUSEMAN, at the controls. He gives Steve thumbs up and a warm smile. Steve signals Engine Start. Chester walks to the front of the plane. Two crewmembers remove the chocks from the tires.

STEVE

Clear Prop!

The three-bladed prop turns slowly as the engine comes to life with much smoke and belching. Steve closes the canopy.

INT. YAK COCKPIT - DAY

STEVE

Ground, Race 104, taxi to the active.

GROUND CONTROL (O.S.)

Race 104, taxi to runway 8. Be advised multiple aircraft on taxiways.

Steve watches a tug tow DAGO RED, a P51 Mustang, to the ramp. The two Mustangs start their engines.

STEVE

Roger.

EXT. RUNWAY - DAY

The Yak taxis to the Hold Short line. The mountains shimmer in the distance. The wind blows dust devils across the desert floor.

INT. YAK COCKPIT - DAY

Steve looks over the cockpit gauges for a final check.

TOWER (O.S.)

Race 104, cleared for takeoff.

STEVE

104, rolling.

Steve pushes the throttle forward and the big warbird starts down the runway.

EXT. RAMP - DAY

The YAK picks up speed, lifts off and climbs into the thin mountain air. The sun sparkles off the canopy.

TOWER

Race 104, you have the course.

EXT. UNLIMITED COURSE - DAY

Steve banks to the left after take off to make pylon one. He can see pylon two just ahead. He banks forty degrees as he descends to one hundred feet across the desert. He sees the frontage road by pylon three and banks thirty degrees to make the turn.

Rocks, brush, dirt, blur past the windshield. Pylon four takes a fifty degree bank. The world turns sideways. Pylon five appears in two seconds. Another fifty degree bank that pushes Steve against the seat. Never level, he flies across the desert at 340 miles an hour. Pylon six marks the entry to the Valley of Speed.

The YAK screams down the valley as Steve descends to fifty feet. He comes around pylon eight towards the Grandstands.

EXT. RAMP - DAY

Chester follows Steve with binoculars as he passes in front of the team. One of the crew calls times as the other radios the numbers to Steve.

CREW 1
1:27:3 three-four-zero

CREW 2
(keys mike)
three-four-zero, Steve.

CHESTER
Shit. We won't make the field at that speed.

INT. YAK COCKPIT - DAY

The Grandstand appears as a speck in the distance then bursts into our vision and disappears almost instantly.

GENE
On your right, Steve.

STEVE
Gotcha' Gene. Looking good.

The Sea Fury pulls ahead, ten feet off his wing. They fly wing to wing around pylon one. The Sea Fury pulls ahead as they approach pylon two. Steve scans the engine and oil temps.

STEVE
Uh, oh.

STEVE
(keys mike)
Race Control, Race 104, off the course.

He points the nose towards heaven and pulls back the power.

EXT. UNLIMITED COURSE - DAY

The Yak climbs to 3000' in three seconds and levels off.

TOWER (O.S)
Race 104, cleared to land Runway 8.

EXT. RAMP - DAY

The crew looks discouraged. Chester looks pissed. SETH MAYES (40), the owner of the plane, walks up with JIM CROCKER (38). Seth wears a green flight suit and shades. John, more casual, in khakis and team t-shirt.

SETH
Gentlemen, you know Jim.

CHESTER
(extends a greasy hand)
Good to see you, Jim.

SETH
So, how we looking?

CHESTER
We're still hot. We need a radiator
that works.

The Yak taxis up next to the group and shuts down. Steve takes off his helmet then opens the canopy.

STEVE
That was fun.

He unhooks the seat belt and steps out onto the wing. Dede walks past loaded down with cameras. She exudes sex appeal in her tight white t-shirt and cut-off jeans.

DEDES
Hi, Steve. How'd you do?

STEVE
Felt great to be back on the Unlimited
course.

Dede snaps a picture of Steve on the wing. Seth and John walk up to the plane as Steve jumps off the wing.

SETH
Steve, meet Jim Crocker. You're racing
his airplane this week, number 42.

STEVE
(shakes hands)
Good to meet you, Jim. Is this your
first time at the air races?

JIM
Yes. These machines are magnificent.

SETH

And very expensive to operate.

STEVE

I am eternally grateful but I've got a briefing in five.

SETH

We'll catch up with you later, Steve.

Steve jumps on his SCOOTER and heads down the ramp. Dede snaps a picture as he wheels away.

JIM

When will you be flying, Seth?

SETH

We qualify tomorrow morning.

Chester shrugs his shoulders and walks off shaking his head. As he passes Dede, he mutters.

CHESTER

I don't care if he is the team owner. He should be flying the slow one. What does he know about air racing?

DEDE

He went to Pylon school didn't he?

CHESTER

That doesn't make him a racer.

INT. PILOT BRIEFING ROOM - DAY

LOU PRESSMEN (55), a rugged pilot type with a faceful of experience, addresses the group. He stands in front of a flipboard with a crudely drawn airport diagram. Twenty PILOTS sit on hard benches in rapt attention.

LOU

Gentlemen, this is some of the most dangerous flying you'll ever do. Make a mistake and you could kill yourself or worse, the person next to you. Take a look around. If statistics bear me out, one of you will die this week. Pay attention. This is no place for rookies. Fly by the rules. No inside passes. No low flying. No pylon cuts.

A pilot raises his hand. Lou points at him.

LOU

What is it?

PILOT

Can you confirm the deadline?

LOU

The deadline is centerline on runway eight. Break the deadline, you're disqualified. Remember your airplane doesn't love you. Don't be in denial. If you have an emergency, declare an emergency. And you will have emergencies. Any questions?

PILOT 1

When we land, left is hot and right is cold, right?

LOU

The hot side is away from the crowd. Move over as soon as you can. Except for runway 14.

PILOT 2

Don't use 14 if you can help it.

LOU

Land long and on the centerline if you do. Then say your prayers. Anything else? Okay, gentlemen and ladies, let's see some heads up flying out there.

As the meeting breaks up, Steve offers his hand to DENNIS GREEN (63), short, trim, tan, with Paul Newman eyes. A legend in air racing, he holds the record with seven Gold Championships in Unlimited.

STEVE

Congratulations, Dennis. Good job.

DENNIS

Thanks. Sorry 'bout breaking your qualifying record, kid.

STEVE

No you're not but I appreciate the thought.

DENNIS

See ya' out there. Watch your six.

Steve walks away as Lou approaches Dennis.

LOU

So where the hell have you been for
twenty-three years, Greenie?

DENNIS

I've been busy.

EXT. RAMP - DAY

Steves walks to the edge of the ramp to watch the Formula One session. Three planes cross the finish line a second apart. The other five planes are strung around the course. DAVID HOLMES (38) FI class president, immaculate as always, turns to Steve.

DAVID

Hey, Steve. When we gonna see your
Formula back on the course?

STEVE

Cool Runnings? She's on display at the
Hiller Museum.

The first plane touches down long and screams down the runway.

STEVE

This doesn't look good. He's too fast.

DAVID

He's not going to make it.

The plane disappears from sight. Then silence. Sirens blare and the crashtruck speeds down the taxiway.

EXT. RUNWAY 8 - DAY

The yellow racer, QUADNICKEL #45, sits nose down in a ditch, ten feet past the end of the runway. Pieces of landing gear and tires scattered everywhere. Fuel pours out of the broken tank. Five FIREMEN rush to the plane. The pilot, LARRY MASLEN, pushes the canopy but can't open it.

FIREMAN 1

(shouts through canopy)
You okay?

PILOT

I think I broke my ankles.

FIREMEN 1

Give me a hand, Joe. Let's pop this sucker. We gotta get him out of there.

FIREMEN 2

Be careful. There's fuel everywhere. Call for the ambulance, Fred.

They use the emergency release and remove the canopy. Larry screams as they pull him from the plane. They place him on a stretcher. Another Formula plane goes around. The radio in the truck cackles.

RACE CONTROL (O.S.)

Runway 8 closed, say intentions.

RACE 30 (O.S.)

I'll take one four.

RACE CONTROL (O.S.)

Roger that, Race 30.

EXT. RUNWAY 14 - DAY

The red and white racer flies up on short final. It touches down then immediately lurches to the right as a wheel catches a rut. The plane flips end over end and slides on the canopy for twenty yards.

RACE CONTROL (O.S.)

Crash One, we got a problem.

EXT. RUNWAY 8 - DAY

Two fireman kneel next to the stretcher. The other three look towards runway 14.

FIREMEN 1

(picks up the mike)

We're on it, Race Control. Johnny, stay with him, yhe rest of you, let's roll.

The men pile into the truck and race off, lights flash sirens blare.

INT. CONTROL TOWER - DAY

The controller surveys the wreckage through his binoculars.

CONTROLLER

Jesus Christ, how we gonna' make it to Sunday?

EXT. STEAD FIELD PARTICIPANT GATE - DAY

The Z drives through the back entrance and parks in front of the big white ERA hangar.

EXT. Z - DAY

Michelle walks towards the hangar carrying two bags of food.

INT. SPORT HANGAR - DAY

Twenty Sport Class race planes line the walls of the big hangar. Each team has staked out their home for the week. Jimmy sees Michelle and walks up to her.

JIMMY

Is that you, Michelle?

MICHELLE

Hello, you. Give me a hand.

JIMMY

(slowly claps his hands)

You look marvelous, simply marvelous.

MICHELLE

(hands him a bag)

Thanks, take one of these Mr. Smarty Pants. Where are we?

JIMMY

Back corner, next to Paul. Boy it's good to see you.

MICHELLE

You too. Where's Steve?

JIMMY

He was on his way to the Sport Brief but that was an hour ago.

They make walk through the hangar. People stare at Michelle not sure it's really her. They walk up to Paul's plane. DUANE MORGAN (56), with silver hair and beard, he could pass for a professor, has his arms buried in the engine compartment. Paul lies under the plane on his back, just his feet sticking out.

MICHELLE

Hey, guys.

PAUL

Michelle?

DUANE

I'm too dirty to give you a hug, lady.

Paul rolls out from under the plane and gets up.

PAUL

Come over here you little devil.

Michelle disappears into his bear hug.

MICHELLE

It's great to see you. Seems like we never left.

DUANE

I know what you mean. Did you bring the cookies?

MICHELLE

Of course. I've been baking for days.

PAUL

Back in. We'll help you unload.

Jimmy and Michelle walk by Dennis sitting on his wing surrounded by three very attractive YOUNG LADIES (21, 22, 23). His handsome young crew chief, ANDY CHAMBERS (24) works under the plane.

MICHELLE

Hi, Dennis. Michelle Tyler. I sent an email about a project I'm working on.

DENNIS

Yeah, I remember, nice to meet you.

MICHELLE

I hope you'll have some time this week to answer a few questions.

DENNIS

Sure. Meet my daughters, Cindy, Julie and Nicki Green. Her husband won this race three times.

MICHELLE

And your daddy's breaking all his records. Pleasure to meet you. Jimmy Dugan, our master engine man.

ANDY

(rolls out under the plane)
Can I be in your movie?

MICHELLE

Sure thing. Hey, good luck out there.

ANDY

Ain't got nothin' to do with luck.

DENNIS

Horsepower, kid. It's all about horsepower.

EXT. RAMP - DAY

Michelle and Jimmy walk out of the hangar to the car.

MICHELLE

Well, now we know what he's been doing for the past twenty-three years.

JIMMY

What do you mean?

MICHELLE

He promised somebody he wouldn't race until they grew up.

JIMMY

Ah. Well, they are definitely grown up.

MICHELLE

Behave yourself or I'll tell Helen. Speaking of which, where is the fair Helen?

JIMMY

Well, let's see, it's almost five so she's probably at the slots by now aiming to win our fortune.

MICHELLE

My father always told me to bet on yourself, only sure thing.

DICK VANDAMERE (45) burly, tan, green flight suit and shades, trots to the Sport hangar and almost runs over Michelle.

MICHELLE

Woah, hi, Dick.

DICK

Hi. Sorry, gotta go.

JIMMY

What an asshole.

MICHELLE

The only time he talks to me is when he wants something.

INT. SPORT HANGAR - DAY

Dick jogs up to Paul and hands him an envelope.

DICK

What happened? I heard Steve broke the airplane.

PAUL

Nah. We blew the ADI pump.

DICK

Still, I'm glad I wasn't flying. Okay. Got you everything you asked for. Extra pit passes, parking passes and line badges.

PAUL

You're the man. Thanks.

DICK

When am I going to take this baby up?

PAUL

We should be ready for the morning session.

DICK

Okay. Anything else I can do for you?

PAUL

Can you round up a few extra banquet tickets?

DICK

Sure thing, how many?

PAUL
Five should do it.

DICK
I'm on it. Oh yeah, RARA says one of
you has to change your number. We can't
have two 99's in the class.

PAUL
Even if we're flying different heats?

DICK
Sorry.

PAUL
Okay.

DICK
I gotta run. See you in the morning.

Paul picks up the Mikita and hands it to Duane.

DUANE
I still don't understand why he's our
backup? He's never raced.

PAUL
He helped me get through Rookie School.
I owe him. Besides, I'm just trying to
spread the fun around.

DUANE
How can you be an instructor when
you've never raced?

PAUL
He's a jet jockey.

DUANE
We're not flying jets, Paul. These
puppies are a lot more complicated.

EXT. RAMP - DAY

Michelle and Jimmy watch a truck tow the damaged green
Formula One plane down the ramp. An ambulance drives past,
sirens blare, lights flash. Steve sees Michelle for the
first time.

STEVE
Oh, my god.

MICHELLE
Hi, baby. What happened?

STEVE
Oh, my god.

MICHELLE
Was he hurt?

STEVE
Oh, my god.

MICHELLE
Like it that much, huh?

INT. CAR - DAY

Michelle drives down highway 395. Steve sits next to her and can't keep his eyes off her.

STEVE
At least your head has a nice shape.

MICHELLE
(sarcastically)
Thanks.

STEVE
Don't be like that, I gotta' get used to it. I didn't even recognize you.

MICHELLE
So what happened? Who was flying?

STEVE
Larry, the guy from Colorado. He broke both ankles. I don't know about the other guy. He's from Sweden. They took 'em to the hospital.

MICHELLE
God, baby. It's that damn runway. Why don't they fix it before someone gets killed?

STEVE
The runway belongs to the county not to RARA and they don't have any money. Besides, we only use it twice a year.

MICHELLE
That's reassuring.

Steve reaches over and tousels Michelle's hair.

STEVE

I like it, baby. I really like it.

She smiles and points to a highway sign.

MICHELLE

Look, Countess Dandini's Garden.

STEVE

You point it out every year.

MICHELLE

It's so romantic. What was a Countess doing in Reno?

INT. HOTEL ROOM - DUSK

The sound of water fills a tub. Michelle opens the drapes. The sunset floods the room with a fiery orange glow. She's dressed in a silky black robe. The water stops.

STEVE (O.S.)

Ahhhhhhhhh. Heaven.

STEVE (O.S.)

BooBooPussyCat. Come here.

INT. BATHROOM - DUSK

Steve's head and knees stick out of a tub full of bubbles. Michelle drops her robe and slips in next to him.

MICHELLE

So where's the happiest place on earth?

STEVE

Anyplace you are.

MICHELLE

Oh, that's good. You're very good. But what did you really mean?

STEVE

Disneyland, you silly girl. I'm glad you're here.

He cups her head in his hands and kisses her tenderly.

INT. HOTEL ROOM - LATER

Snuggled in bed, Michelle reads the Air Race program. Steve watches TV. She looks up when the new Reno Ad comes on. A P51 Mustang revs the engine at full power.

ANNOUNCER (O.S.)

Join us for the National Championship Air Races. Four hundred miles an hour at forty feet. At any moment it could all... hit... the... fan.

MICHELLE

Are they out of their minds?

STEVE

It's just marketing, babe.

MICHELLE

Last year was bad enough. A race to remember. Ha. What I remember is Tommy's crash.

Michelle turns the page of the program guide.

MICHELLE

Did you see this? Somebody has your number in Formula One.

STEVE

Yeah. I saw him land in a Cassutt.

MICHELLE

How many years have you raced here?

STEVE

Twenty in Formula.

MICHELLE

And they give away your number without even talking to us? I don't get it.

EXT. SPORT HANGAR - DAY

The Z pulls up to the hangar and parks. Michelle pops the hatch to reveal a trunk full of gallon water jugs. Steve grabs two jugs and heads towards the hangar.

STEVE

I'll get the rest later. The brief starts in a few minutes.

Michelle takes two bags from the trunk. ADAM MEYERS (38) walks up behind her. As usual, dressed in black.

ADAM

Hey, gorgeous.

MICHELLE

Adam, great to see you. Where's Cindy?

ADAM

She can only take a few days of this place. She'll be here Friday night. Hey, let me help.

INT. SPORT HANGAR - DAY

Michelle and Adam walk through the pit area loaded down with bags and water.

ADAM

Did you hear what happened yesterday?

MICHELLE

The two Formulas? Yeah.

ADAM

Took 'em fifteen minutes to get to the Swedish guy.

MICHELLE

You gotta be kidding.

ADAM

I saw the whole thing. I was holding short. I almost got out of the plane to help him. Then I saw them coming.

Paul and Duane are on their way to the briefing room.

MICHELLE

Good morning, gentlemen.

PAUL

Another beautiful morning in playland.

Michelle and Adam reach the pit area. Steve sits by his airplane.

MICHELLE

What's up?

STEVE

Paul decided he wants me to qualify and have Dick race the heats.

MICHELLE

Why?

STEVE

(shrugs his shoulders)
Says he owes him.

MICHELLE

That't not fair. You did the testing.

STEVE

Life's not fair, babe. It's his airplane.

ADAM

Shit. I was looking forward to beatin' your ass, T-man.

MICHELLE

What are you going to do?

ADAM

The brief starts in five minutes, guys.

Michelle takes Steve's hand.

MICHELLE

I don't care what you race. I love you, baby.

ADAM

Ah, ain't that sweet?

Steve and Adam leave for the briefing. Michelle pastes a race angel sticker on Steve's tail. The Green girls walk past with Andy looking impossibly young.

MICHELLE

Good morning.

ANDY

Hi, can I have a cookie? They don't feed me over there.

MICHELLE

Help yourself. Want some juice, girls?

Nicki holds up a can of soda.

NICKI

No thanks. Can you tell us how this works? My dad doesn't say anything.

MICHELLE

Sure. First few days they practice, check out the course, make sure their planes work. They have to qualify by five o'clock Wednesday. Single lap, best speed. The top eight race in the gold heats, the next eight in the silver and the bottom eight in the bronze. Your speed sets your position for the next race until the final championship race on Sunday.

NICKI

How long is a race?

MICHELLE

Depends on the class. Sport Class is six laps on a six mile course, 'bout twelve minutes.

CINDY

Do they really fly at fifty feet?

ANDY

Sometimes lower. They can't go below the R in Reno on the home pylon.

CINDY

Oh, my God. How do you stand it?

MICHELLE

I pray to the race angels. One of them raced here.

NICKI

Who was that?

MICHELLE

Tommy Rose.

NICKI

What happened?

ANDY

Something broke on his tail. He went in right in front of the crowd going three hundred miles an hour.

MICHELLE

Just before his last race I told him to be careful. He said, 'don't you worry none, Miss Michelle, I'm just here to have fun'.

NICKI

Why do people do this?

ANDY

You know what they say, fly low, turn left. It's fun to go fast.

Michelle digs through a bag for her angel stickers. She hands one to Nicki.

MICHELLE

Steve says it's the only time you can do anything you want in an airplane and not lose your license. Here, put this on your dad's plane.

ANDY

Your dad lost his race license for low flying. They took it for a year. Before you were born.

MICHELLE

I didn't know they could do that.

NICKI

Thanks, we better go. We're supposed to be polishing.

INT. SPORT CLASS HANGAR - DAY

Jimmy lies under the plane and wipes down the belly. He sees two sets of legs approach.

PAUL

We push in thirty minutes.

JIMMY

Who's flyin'?

PAUL

Steve. Did we get fuel?

JIMMY

Yep.

DUANE

What should we do about numbers?

PAUL

I wonder if Steve would mind changing?

Michelle walks over to the plane.

MICHELLE

Sorry, guys, that number goes with the pilot. How about 88? We can fill it with tape.

DUANE

Good idea. Tape's on the bench.

Michelle cuts off four long strips of black tape. Duane picks up a rag and polish and goes to work on the rudder. Paul takes a call on his cell and walks off. Michelle tapes the rudder to change the nine to an eight. She pastes an angel on the tail under the number.

MICHELLE

She still needs an angel.

DUANE

Thanks, lady.

EXT. RAMP - DAY

Jimmy tows the race plane with the golf cart. Michelle and Duane walk the wings. The Formula One planes line up for fuel. Steve joins them and walks with Duane.

DUANE

Everything looks good but take it slow til' you're sure. Just do one lap.

STEVE

What do you want me to take it up to?

DUANE

Forty-four inches. Let's see what we got.

They position the plane on the ramp. Steve gets in and Jimmy helps him strap on the safety harness. Michelle leans in and gives him a kiss. He puts on his helmet.

MICHELLE

Have fun, baby.

STEVE

Thanks. Got a soda for me?

MICHELLE

I'll be waiting right here.

Steve closes the canopy and gives the clear signal for engine start. The Continental roars to life and the plane taxis to the active runway.

JIMMY

Hope it holds together this time.

DUANE

Me too.

Michelle walks away and takes a few deep breaths. The Legacy takes off. She watches him climb out, then closes her eyes.

EXT. PYLON ON RACE COURSE - DAY

Three PYLON JUDGES look up to see the Legacy descend into the Valley of Speed. The power comes up and the cool desert air vibrates with the sound of the engine and prop.

PYLON JUDGE 1

Listen to him go.

PYLON JUDGE 2

Ain't it something.

INT. LEGACY COCKPIT - DAY

Steve turns round pylon four. The world tilts up at a forty-five degree angle as he pulls four g's in the turn. He levels the wings and opens the throttle to forty-four inches. He smiles as the plane leaps forward in response. The desert flashes by, a never-ending blur of harsh terrain.

Pylon five ahead, he starts the bank early and looks out at the top of the pylon, ten feet off his wing. Never quite wings level, he tears across the backcourse, thirty feet above the dirt.

EXT. RAMP - DAY

The Legacy glides on a short downwind leg then turns base. Steve rocks the wings so the tower can see him. He turns final and slips the last five hundred feet. The plane touches down on the numbers and rolls out at the taxiway.

STEVE (O.S.)
Race 88, off the active.

Paul and Jimmy drive up in the golfcart. Michelle and Dennis sit on the back. Steve opens the canopy.

STEVE
How'd we look?

PAUL
We clocked you at 325.

Steve unbuckles the safety harness and takes off his helmet. Paul and Michelle walk up to the plane while Jimmy positions the golfcart.

STEVE
I think we got more. I took it up to forty-four. Everything was smooth.

PAUL
Okay, let's get this puppy back to the hangar and look inside.

Steve gets out of the airplane as Jimmy hooks the towbar to the nosewheel. They get in the golf cart and tow the plane back to the hangar. They pass a crowd on the ramp, someone yells out.

SOMEONE IN CROWD
Good job, Steve.

STEVE
Hey, thanks.

Steve puts his arm around Michelle and pulls her close.

STEVE
How 'ya doing, baby?

MICHELLE
Remind me to breathe every once in awhile.

Steve kisses her on the top of the head.

EXT. SPORT CLASS HANGAR - DAY

The cart stops in front of the hangar. Steve jumps off first.

STEVE
I gotta' go see if we're flying the Yak today.

MICHELLE

I'll time. Let me get some water.

STEVE

Hurry up. We roll in fifteen.

INT. SPORT CLASS HANGAR - DAY

Michelle and Paul walk the wings as Jimmy manuevers the airplane into the pit space. Duane lays out tools on the workbench. Dennis walks up to the group.

DENINS

Everything check out?

DUANE

We think so.

Duane and Jimmy remove the cowling. The six-cylinder engine exposed for the world to see.

DENNIS

If you need anything, just ask Andy.

PAUL

Thanks, Dennis. You the man.

EXT. UNLIMITED RAMP - DAY

The two Yaks sit side-by-side on the ramp. Seth talks to Chester in front of Race 104. Steve does a preflight check on Race 42. He bends under the wing and moves the aileron to check travel. He presses the tire and feels the hydraulic line for leaks. Michelle bends down and hands him a bottle of water.

MICHELLE

Here ya' go. Good luck, babe.

STEVE

Thanks.

SETH

Steve, I'll follow your lead.

STEVE

Okay, let's rock and roll.

He climbs up onto the wing of the Yak.

MICHELLE

Wait a minute.

Michelle stands on the tire as he leans over and kisses her before he gets in the airplane. Michelle walks to the back of the plane and puts a sticker on the tail. Steve gives the signal for engine start. The crew removes the chocks from the tires.

STEVE

Clear prop!

The three-bladed props start to turn. Smoke belches from the Allison engines. The engines roar to life. Steve gives the thumbs up signal to Seth and they taxi to the runway.

INT. CONTROL TOWER - DAY

The controller sites the Yaks through his binoculars.

CONTROLLER

Race 42 cleared for takeoff. Race 104,
hold short.

Race 42 rolls down the runway, gains speed, then lifts off.

CONTROLLER

Race 104 taxi into position and hold.

INT. YAK 42 COCKPIT - DAY

Steve moves the throttle forward as he descends on to the course. He banks into the first turn.

EXT. UNLIMITED RAMP - DAY

Michelle presses the lap key when the Yak passes.

MICHELLE

Okay, here we go. He started the clock.

The Yak turns around the first pylon in a steep bank. Chester trains his binoculars on Race 42 as the plane descends onto the course to forty feet.

CHESTER

I got him.

MICHELLE

Let me know when he's coming.

CHESTER

There he is coming off the backstretch.

INT. YAK COCKPIT - DAY

Steve spots a Mustang a half-mile ahead. He gains on the Mustang as they fly across the desert at fifty feet. Steve grimaces as he pulls four g's in the final turn. Ahead, he sees the empty grandstands on the right and home pylon on the left.

STEVE

All right baby, give me all ya' got.

When they reach the grandstands, Steve passes the Mustang.

STEVE

Mustang, Yak on your right.

MUSTANG PILOT (O.S.)

Ah, shit. Beaten by a Ruskie.

EXT. UNLIMITED RAMP - DAY

The two planes roar down the runway at thirty feet in front of the crew, full power, all twelve cylinders screaming. He passes home pylon then points the nose to the stars.

JIM

How'd he do?

MICHELLE

I got 352.

CHESTER

352?

MICHELLE

Good job, you guys.

CHESTER

I don't know how he did that. Here comes Seth. You got him Ralph?

RALPH

I got him.

Race 104 passes home pylon then pulls up.

RALPH

353.

CHESTER

Hot damn.

EXT. TAXIWAY - DAY

The Yaks taxi back to the ramp. When they reach the crew, they cut the engines. The crew rushes up to the planes and applauds as they open the canopies.

STEVE

Did you see us pass the Mustang?

JIM

We sure did. Nice flying guys.

CHESTER

How's the temps?

SETH

Never got above the green.

CHESTER

All right. Okay, boys, Charlie grab the tow bar. You two walk the wings.

Steve jumps off the wing and walks over to Michelle and gives her a hug.

STEVE

My fun meter is pegged. I'll debrief then let's get out of here.

MICHELLE

I'll meet you at the hangar.

STEVE

The pairings won't be out for an hour. Could you check the board and get the times for me, please?

MICHELLE

Sure, no problem.

INT. FORMULA ONE HANGAR - DAY

Michelle walks through the Formula hangar and looks for the Race 99 pit but doesn't see it.

SCOTTY

Hey, beautiful.

Michelle stops at the Outrageous pit. The cowlings sit on the floor and a CREWMEMBER works on the engine. SCOTT RANDLE (42), Tom Cruise in a fight suit, gives her a hug.

MICHELLE

Hello you handsome devil. How are you?

SCOTTY

We're doing great. The airplane sucks but we're having fun.

MICHELLE

Where's Race 99?

SCOTTY

What's up with that? Did Steve sell Cool Runnings?

MICHELLE

Absolutely not. As far as I know he plans to race her again.

SCOTTY

The guy landed here two days ago said he wasn't ready and left. When I wanted somebody's number, I had to call him.

MICHELLE

Nobody called. I gotta' go get times.

SCOTTY

You making coffee?

MICHELLE

Absolutely. See you in the morning.

INT. TIMER BOARD - DAY

A large whiteboard shows the times by class and airplane. Two CREWMEMBERS write down times. HONEY, a race official's golden retriever, comes over for some love. Michelle kneels and rubs the dog's chin.

MICHELLE

Ah, Honey, another year, we're both still here.

Michelle pulls a digital camera out of her bag and takes a picture of the board.

CREWMEMBER 1

Now that's a damn good idea, Charlie. Why didn't we think of that?

CREWMEMBER 2

Girls have all the good ideas. Don't you know that?

EXT. RENO HILTON - DUSK

The Z pulls up to the valet parking sign. A YOUNG MAN (18) walks up to the car. He notices the license plates.

VALET

Good evening. Back from the air races?

KAREN

Hi. Yeah, my husband's racing.

VALET

I'll be out there Sunday cheering you on.

STEVE

Thanks.

INT. HOTEL ELEVATOR

Michelle leans against Steve for support.

MICHELLE

So what are you going to do about Paul's plan?

STEVE

I'm going to sleep on it.

MICHELLE

You know he'll change his mind three times this week.

STEVE

I really want a shot at Dennis but it's Paul's airplane.

INT. HOTEL HALL

Two very tired people walk down the long hall to the room.

STEVE

Can we order in? I'm beat.

MICHELLE

Sure. Let's watch a movie.

STEVE

I don't care. Just get me to the tub.

INT. HOTEL ROOM - NIGHT

Steve stands at the window with a towel around his waist. He looks over the bright lights of Reno. Michelle walks up from behind and puts her arms around him.

STEVE

I hate it when we're up this high.

MICHELLE

How can you of all people, be afraid of heights? I don't get it.

STEVE

You know the worst part? Not only has he never raced, he has no time in this type of airplane.

EXT. HILTON - DAY

The Z pulls out from the hotel. Ominous clouds fill the sky. A strong wind blows trash across the parking lot.

EXT. STEAD AIRPORT GATE - DAY

The Z pulls up to the security gate. Steve and Michelle hold up their wrists to show the SECURITY GUARD their ID bracelets. He waves them through. All around, people walk fast trying to stay warm.

INT. SPORT CLASS HANGAR - DAY

Michelle fills the kettle with water. Paul sits on the wing and talks with Steve. No one else has arrived.

STEVE

How's the plane?

PAUL

Good. They worked till midnight but it's all back together.

STEVE

Paul, I gave this a lot of thought. If you want Dick to race, then he should be the one to qualify. He needs all the stick time he can get if you want any chance at winning.

PAUL

That makes sense. And you're flying two airplanes. That should keep you busy. No hurt feelings?

They shake hands. Steve walks over to his plane and starts to remove the cowl. Michelle brings him a hot chocolate.

MICHELLE

You're a good man, Charlie Brown.

STEVE

Thanks. Looks like Martin will be my ride after all.

MICHELLE

He'd be proud of you. Just like I am.

Michelle laughs when she reads the prop card.

MICHELLE

Sponsored by Myriad Research and Big Betty's Strip Club?

STEVE

I didn't put that there. Take off the wing covers, babe. I'm going to fly in the morning session.

Paul walks over and hands a part to Steve.

PAUL

You might need this. On the house.

STEVE

Thanks, Paul.

Jimmy helps Michelle hang a six foot red banner behind Steve's plane that reads, High Speed Air Racing #99.

EXT. RAMP - DAY

The windsock snaps from side to side as Race 99 taxis into position. The plane starts down the runway then lifts off. Michelle holds her timer board and stomps her feet to stay warm. Duane and Jimmy sit in the golf cart.

MICHELLE

Thanks for coming out with me guys.

JIMMY

Hey, we're a team.

DUANE

If it makes you feel any better I think Paul's making a mistake.

MICHELLE

Thanks. Me too.

JIMMY

So what's Big Betty's strip club?

MICHELLE

One of his admirers no doubt.

JIMMY

Be nice.

MICHELLE

What can I tell ya? I got a thing for pilots, especially this one. What's a pop-off valve?

DUANE

Limits the amount of power the engine can make. Why?

MICHELLE

Paul gave us one.

DUANE

Well, you don't have to worry that he'll blow up his engine.

JIMMY

(looking through binoculars)
Here he comes.

MICHELLE

Yeah, once he puts it on.

Steve flies over the runway at forty feet. Michelle starts the timer as he passes in front of them.

DUANE

Who's Martin?

MICHELLE

His dad. He died last June. Steve used his inheritance to finish the plane.

DUANE

That's great. Did his father ever see him race?

MICHELLE

Just once. He won. I hope he's watching
this week.

Andy drives the golf cart that pulls Race 33 to the runway.
Dennis walks along side and adjusts his gloves.

MICHELLE

Good luck, Dennis.

DENNIS

Thanks but I'm just testing the engine.

Dennis gets into the plane and closes the canopy. He starts
up and taxis to the runway.

INT. LEGACY COCKPIT - DAY

The desert blurs past the windshield as Steve flies at
fifty feet over the back course. No sun, no shadows. It's
hard to spot the pylons. Pylon eight surprises him. He
pulls six-g's to make the knife-edge turn.

STEVE

Damn.

He holds a tight bank around the entire back course. Engine
screaming, he levels thirty feet over the runway and makes
the final run to the home pylon. He scans the instruments.
Three red blinking lights, not a good thing.

EXT. RAMP - DAY

Race 8 gets ready to launch. ARNIE HEBBS, 60ish crewmember,
stands next to the plane near Michelle. Martin's Legacy
screams down the runway. Michelle presses the timer as he
crosses the finish line.

MICHELLE

243. Boy, he's way down.

DUANE

Everybody's going to be slow today.

ARNIE

Sandbagger.

MICHELLE

No, he's not, Arnie. He doesn't have
ADI and he's using a cruise prop.

ARNIE
Yeah, yeah, yeah.

 DUANE
Relax. It's only qualifying.

 MICHELLE
You know how hard it is to pass.

EXT. OVER RUNWAY - DAY

Steve flies downwind to land on runway 8. Dennis climbs out right in front of him.

INT. LEGACY COCKPIT - DAY

He looks up and sees an airplane twenty feet ahead. No time to think he pushes the stick forward. They miss by inches.

 STEVE
Holy shit.

EXT. RAMP - DAY

Steve taxis up to the ramp. Michelle walks to the plane. Steve pops the canopy. His face says everything.

 MICHELLE
What's wrong?

 STEVE
Give me a minute, babe. I almost had a mid-air with Dennis.

 MICHELLE
Oh, my god.

She walks away from the plane so Steve can compose himself.

 JIMMY
What's up?

 MICHELLE
Dennis and Steve just almost had a mid-air when he was landing.

 JIMMY
Jimminy Cricket, how did we miss that?

 DUANE
I thought racing was dangerous.

MICHELLE
It's all dangerous.

EXT. RAMP - DAY

Jimmy tows the airplane. Michelle and Steve sit on the back of the golf cart.

STEVE
Both airplanes are qualified. I'll go debrief then let's get out of here.

INT. BRIEFING ROOM - DAY

The twenty Sport Class pilots wander in for the briefing.

PILOT ONE
Did you see it? They missed by a foot.

PILOT TWO
I was behind Steve. I couldn't believe it was happening. I should have said something.

Dennis walks in the room and right up to Steve.

DENNIS
Hey, Steve. I'm sorry about what happened out there. I had my head in the cockpit and up my ass.

STEVE
All I saw was your prop.

DENNIS
You got good hands, kid. Sorry.

STEVE
Thanks but it takes two to make an accident. I should have been looking.

EXT. SECURITY GATE - DAY

The Z pulls out of the pit area.

EXT. HIGHWAY - DAY

The Z drives down highway 395. The sign, Dandini Gardens - 2 miles, appears.

INT. Z - DAY

Steve takes the Dandini Gardens exit.

MICHELLE

What are you doing?

STEVE

Let's go see these gardens you're always talking about.

EXT. DANDINI GARDENS - DAY

The Z drives up the long, windy road following the signs for the Gardens. Steve pulls in to the Overflow Parking area. They get out of the car and see the Reno Valley spread out before them. Steve bursts out laughing.

STEVE

So these are the gardens, huh?

MICHELLE

It can't be. Did we miss them?

STEVE

I think your Countess planted sagebrush.

He pulls Michelle close as they look out over the valley.

STEVE

Hey, you're trembling.

MICHELLE

Sometimes it scares me so much.

STEVE

Come on. I'm okay. You can't live your life worrying about what might happen.

MICHELLE

I know. I know. But,

STEVE

No but's. I love racing. I fall asleep flying that course.

He takes her in his arms and whispers in her ear.

STEVE

I never thought I'd live past thirty.
Then I thought I wouldn't make forty.
Shit, now it looks like I'm gonna' make
fifty. It's not how you die that
counts. It's how you live.

MICHELLE

Sometimes I wish I was more like you.
But then I come to my senses.

STEVE

I like you just the way you are.

INT. HOTEL ROOM - DAY

Steve pulls the heavy drapes closed to block the daylight.
Michelle snuggles under the covers.

MICHELLE

Get over here, you.

Steve climbs into bed and pulls her on top of him. His
brush with death has both their adrenaline pumping.

STEVE

You're the best thing that ever
happened to me.

MICHELLE

You got that right, flyboy.

INT. HOTEL ROOM - LATER

Steve walks out of the bathroom with a towel around his
waist, fresh from a bath. Michelle sits at the table
putting on mascara.

MICHELLE

How about we go out for dinner tonight?
I tired of room service.

STEVE

Ugh, do we have to?

MICHELLE

Well, not out. Just to the lobby.
Besides, you should make an appearance
at the pilot's shindig.

STEVE

I hate that stuff. Nothing but a bunch of drunks and smokers.

MICHELLE

Five minutes. Just make an appearance.

STEVE

Five minutes and we're outta' there.

INT. LOBBY BAR - NIGHT

Michelle and Steve walk through the crowded casino, past Johnny Rockets, and make their way to the lobby bar. Race planes hang from the ceiling. People are lined up five deep. Two pilots sign autographs at a table.

SCOTTY

Do my eyes deceive me? Could this possible be Steve Tyler at a pilot's reception?

ADAM

Nah, must be an illusion.

MICHELLE

Good evening, gentlemen. Now play nice and sign some autographs. I'll go get us some drinks.

STEVE

Thanks. Diet coke.

SCOTTY

Chocolate milkshake.

ADAM

That sounds good. Strawberry milkshake.

MICHELLE

You guys.

Michelle makes her way through the crowd to Johnny Rockets. She sees GORDON JONES, famed Aussie air show announcer, at the bar next to Dede, and makes a detour.

MICHELLE

Gordon, good to see you!

GORDON

Well, I dare say Michelle, look at you. You know Dede don't you?

MICHELLE
Sure. Hello, Dede.

DEDE
Hi, Michelle.

GORDON
Can I get you a drink?

MICHELLE
Thanks but I'm on a milkshake mission.

GORDON
I need to get the latest on Steve
before the race tomorrow.

MICHELLE
Stop by the pit in the morning. I have
his new bio. Enjoy your evening.

Michelle walks away. Gordon turns to Dede.

GORDON
Do I detect a note of cattiness?

DEDE
Meow.

INT. JOHNNY ROCKETS RESTAURANT - NIGHT

Michelle waits at the take out window for her order. David
Holmes walks up behind her and covers her eyes.

DAVID
Knock, knock.

MICHELLE
Who's there?

She turns around and punches him in the chest.

MICHELLE
How could you give away his number?

DAVID
Heh, don't get mad at me. I don't do
numbers. Besides, when was the last
time he paid dues?

MICHELLE

Dues? Don't talk to me about dues. What about all the years he was the check pilot? Or all the years he served on the board? He's paid his dues.

The WAITRESS hands Michelle a tray with four drinks.

MICHELLE

Thanks.

She starts to leave then turns and looks back at David.

MICHELLE

I thought you were his friend.

INT. PYLON BAR - NIGHT

Michelle returns with the drinks. FANS crowd the table. The guys answer questions and sign autographs.

FAN 1

How fast do you go?

SCOTTY

Depends which class. I fly Formula One. Our top speed's about 250. Steve and Adam fly in Sport Class.

STEVE

We fly between 175 and 350.

FAN 2

Miles or knots?

ADAM

Miles. Unlimited's get up to 500.

FAN 1

How do you practice for a race?

STEVE

You can't really practice anywhere but here.

SCOTTY

Well, that may be true in the Bay Area but out at the farm we get in some laps.

ADAM

Yeah, but it's not the same. You don't have the pylons.

SCOTTY

We use hay bales.

ADAM

Hay bales? Shit, you really are a cowboy, Scotty.

STEVE

Well, gentlemen, I need food. Get me outta' here, woman.

Steve gets up and joins Michelle. Scotty checks his watch.

SCOTTY

New record, Michelle. Twenty minutes. Beats his old record by fifteen.

ADAM

He's turning into a regular social butterfly.

MICHELLE

Goodnight, guys. See you in the morning.

ADAM

Thanks for the shakes.

Steve and Michelle make their way through the crowd. Seth and his group stands near the entrance.

SETH

Steve, how the hell ya' doing, old buddy? And your beautiful lady, Michelle, give me a jug, I mean hug.

MICHELLE

Hi, Seth.

STEVE

How's the airplane?

CHESTER

We put the new radiator in.

STEVE

Where'd you find a welder?

CHESTER

Kerch gave us a name of a guy in town.

SETH

That sonofabitch Rammo's sandbagging.
We're gonna' stand down tomorrow. We'll
show that no good bastard.

CHESTER

Don't pay any attention to him. He's
had a few.

SETH

I'm telling ya, we're not flyin'.

CHESTER

Yeah, yeah, yeah, whatever you say.

MICHELLE

Gentlemen, if I don't get this pilot
some food, he won't be flying anything.

CHESTER

See you tomorrow.

Steve holds Michelle's hand as they walk through the casino
to restaurant row. She tries to keep up.

MICHELLE

Slow down.

STEVE

I'm sorry. Dick qualified this
afternoon at 325. I'm just pissed.

MAN IN CROWD

Hey, Steve.

Steve stops and turns to see JOHN KENNY, 60ish, retired
engineer, with a Skunk Works logo on his vest.

JOHN

Got a project I want to talk to you
about.

STEVE

I promised her dinner. Will you be at
the field tomorrow?

JOHN

Sure thing. See you out there.

Steve pulls Michelle through the crowd.

MICHELLE

Who was he?

STEVE

I have no idea.

EXT. STEAD FIELD SECURITY GATE - DAYBREAK

The sun rises over Lemon Valley as the Z drives up to the gate. Overhead, a gaggle of geese fly in formation and head south for the winter. Five F18s fly in formation at a thousand feet heading west.

INT. Z - DAYBREAK

Steve points to the sky as Michelle leans forward to watch.

STEVE

Can you see this, baby? It's beautiful.

MICHELLE

Oh my god. Where's my camera when I need it?

STEVE

Forget your camera. Just look.

INT. SPORT CLASS HANGAR - DAY

Steve and Michelle walk up to the airplane. A bag of sand sits next to each wheel.

MICHELLE

What's this?

STEVE

Hey, that's pretty funny. I almost wish I was sandbagging.

MICHELLE

Stand in front. I'll take a picture.

Steve poses as Michelle snaps a picture.

EXT. RAMP - DAY

BILL LEE (48), a dead-ringer for Harrison Ford, conducts the pre-race briefing. Eight male and one female pilot listen intently.

BILL

Okay, gentlemen.

STEVE

And lady.

BILL

Excuse me, Connie, force of habit. We'll be using runway 8. Right now we're on schedule but that's subject to change. Engine start at thirteen fifty, in position at fourteen hundred. The Thunderbirds finish at fourteen-o-five. If the pace plane goes out, number one you take the lead. Any questions?

PILOT 1

Are rear-view mirrors legal? I heard you put one in your plane, Bill.

BILL

That's so I know when Dennis is gonna pass me.

The pilots crack up as they walk to their airplanes.

EXT. RAMP - DAY

The THUNDERBIRDS shatter the atmosphere as they fly down the runway in the eschalon formation. They point their noses up and peel off to land.

The crews watch the eight Sport Class planes taxi behind the pace plane. JIM NELSON (35), the rep from Hartzell propeller, walks up.

MICHELLE

Hey, Jim. Great to see you.

JIM

Hi, Michelle. How's he doing?

MICHELLE

Slow. Got any of those beautiful simitar props with ya'?

ARNIE

It's all that sand he's carrying.

MICHELLE

I'm telling 'ya, Arnie, the plane's not set up. This was plan b. We thought he was racing Paul's plane.

ARNIE

Yeah, yeah, yeah, never believe the pilot's wife.

MICHELLE

He promised not to cook this engine.

ARNIE

I'll believe it when I see it.

MICHELLE

Well, pay attention, here they go.

The pace plane takes off. The sun sparkles off the gleaming planes as they roll down the runway. One after another, the planes lift off, Steve in fourth position.

MICHELLE

Bring them home safe, race angels.

ARNIE

Amen to that.

EXT. PEAVINE MOUNTAIN - DAY

Eight planes, scattered across the sky, form up on the pace plane. They fly over rugged, mountainous terrain. No place to lose an engine.

INT. PACE PLANE - DAY

CJ STEVENS (50), the pace pilot, looks out his right window as the planes join up.

PLANE FIVE (O.S.)

Steve, why are you under me?

CJ

Fly off your wingman.

Plane five backs off until Steve passes him. He tucks in behind Steve's right wing.

CJ

Okay, looking good.

The planes are strung across the sky like a string of pearls as they approach the airport boundary that marks the start of the race.

CJ

Okay, Lady and Gentlemen, you have a race.

EXT. GRANDSTAND - DAY

The pace plane peels off as eight racers dive on the course. Race 40 and 99 jump to the lead. The grandstands are beginning to fill up.

GORDON (O.S.)

Here they come, ladies and gentlemen. Look to your right for the start of the Sport Class silver race. Listen for those mighty Continental and Lycoming engines as they come up to full power. No other sound like it in the world.

INT. LEGACY COCKPIT - DAY

Steve tucks in right behind Race 40, BABY DOLL. The planes dive to fifty feet as they pass pylon three.

STEVE

On your outside, Earl.

EARL

I got ya'.

EXT. RACE COURSE - DAY

Steve catches Earl in the turn and they head towards pylon four dead even. Earl pulls ahead on the straightaway.

EXT. PYLON FOUR - DAY

THREE PYLON JUDGES watch the race. Steve flies high and catches Earl in the turn around pylon four.

PYLON JUDGE ONE

Race Forty, Race Ninety-nine.

PYLON JUDGE TWO

Clean turn. No cuts.

INT. BABY DOLL COCKPIT - DAY

EARL HIBBLE (38) grimaces as he pulls four g's in the turn and looks for traffic. Earls spots Steve high off his wing.

STEVE (O.S.)
I lost you, Earl.

EARL
It's okay I got ya'.

As they come out of the turn, they're even again. Steve flies tight on Earl's wing.

EARL
Isn't this fun!

EXT. RAMP - DAY

Michelle clutches her clipboard as the planes make the final turn before the grandstands.

ANNOUNCER (O.S.)
Ladies and Gentlemen, here they come around turn eight dead even, Earl Hibble, Race 40, in Baby Doll from Hayward, California and Steve Tyler, Race 99, Martin's Legacy from Redwood City, California.

EXT. ANNOUNCER BOOTH - DAY

Gordon looks through the binoculars. The planes fly over the runway at forty feet in front of the grandstands. Earl reaches home pylon a fraction of a second before Steve.

GORDON
Race 40 takes the lap with a speed of 274.589 miles per hour.

Just as he passes home pylon, Steve pulls up while Earl continues on course.

GORDON
Race 99 pulled out. We're not sure what the problem is but he's out of the race.

Gordon trains his binoculars on Race 99 as Steve points the nose up and climbs to three thousand feet.

INT. LEGACY COCKPIT - DAY

Steve pulls the power and levels at three thousand feet. The sound of his breathing the only noise in the cockpit. Five red lights flash on the control panel. He circles high over the course.

STEVE

Come on, baby, cool down.

EXT. RAMP - DAY

Michelle and Adam watch Steve circle the field.

GORDON (O.S.)

It looks like he's okay, folks. I don't see any smoke. In the meantime, look at this race for second place between Connie Vick in Great Glass, lucky number thirteen and Larry Arnold in Pegasus, number eight. These two have been neck and neck all week.

The two planes fly down the runway, spinners even. Just before they pass home pylon, Race 13 pulls ahead and takes the checkered flag.

GORDON (O.S.)

She's done it, ladies and gentlemen. Connie Vick takes second place in her first Sport Class heat race at Reno with a speed of 267.2. Larry Arnold finishes third at 267.1 mph. Congratulations to all the pilots of this exciting new class racer.

MICHELLE

Where is he? I lost him.

ADAM

Short final. He looks good.

The Legacy touches down and exits at the first taxiway. The plane rolls to the ramp as Steve opens the canopy. Michelle rushes up to the plane as he takes off his helmet.

MICHELLE

Are you okay, baby. What happened?

STEVE

Everything was great then I looked down and I was redlined.

MICHELLE
Did you hurt anything?

STEVE
I won't know until I check it over.
How'd they finish?

MICHELLE
Earl, Connie, Larry.

STEVE
Good for her.

Steve climbs out of the cockpit. Michelle hands him a soda.
Adam walks over to join them.

ADAM
Hey, Tyler, you got to finish the race
to win the money.

STEVE
Man, it was like Christmas. Red lights
blinking everywhere.

ADAM
How's the course?

STEVE
Gettin' bumpy on the backstretch.

ADAM
Welcome to Reno. Cindy'll be here
later. Wanna' have dinner tonight?

MICHELLE
Sounds like fun.

STEVE
Let's see how the day goes. Good luck
out there.

ADAM
I just hope Dennis doesn't lap me. See
ya' later, alligata'.

Adam walks past Race 33, the red and purple Legacy and
climbs into his blue Thunder Mustang.

EXT. RAMP - DAY

Eight Sport planes taxi past Steve and Michelle as they
wait for fuel. The FUEL BOY (19) walks up with the hose.

FUELER

Fill 'er up?

STEVE

Ten in the left. Nothing in the right.

MICHELLE

Ready to eat?

STEVE

Let's watch this race.

EXT. ANNOUNCER BOOTH - DAY

Gordon holds the mike as SEAN TUCKER performs a knife-edge pass down the runway in the Oracle Challenger biplane.

GORDON

In true Tucker fashion, another signature performance by the Oracle Challenger. Sean would you like to say anything to the crowd?

SEAN (O.S.)

Hello everybody. Hope you enjoy the races and thanks for coming out to the airshow.

Sean pulls the biplane into a verticle climb to five hundred feet then does a tail slide towards the runway.

SEAN (O.S.)

And don't forget, the most dangerous part of flying is the drive to the airport.

He pulls out of the slide and into a loop. The crowd cheers. At the top of the loop, he reverses course.

GORDON

Thank you, Sean. Sean Tucker, pilot extraordinairre in his Oracle Challenger. Stop by the performer's tent later and meet Sean. Get autographs from all your favorite performers. Next up, to your left, ladies and gentlemen, the planes for the Sport Class Gold Heat race get ready to launch.

EXT. RUNWAY - DAY

The pace plane lifts off as Race 33 starts down the runway.

EXT. RAMP - DAY

Duane and Paul drive the golf cart and park next to Jimmy, Michelle and Steve. They hear the race on the PA system.

GORDON (O.S.)

Here comes the pace plane flown by CJ Stevens, followed by Race 33, Dennis Green, a legend of air racing in his beautiful turbo-charged Lancair Legacy. Just look at him go, ladies and gentlemen.

Race 33 lifts off and climbs sharply into the bright sunlight. Race 88 starts down the runway.

PAUL

You checked the boost, right?

DUANE

No, you said you were going to do that.

PAUL

Ugh, oh.

GORDON (O.S.)

Next up we have Dick Vandamere in the super-charged, AeroSuperSolutions Legacy from Las Vegas, Nevada. Wait a minute, he's aborted the takeoff. Not sure what the problem is folks but he's out of harm's way.

EXT. RUNWAY - DAY

The prop windmills as the plane rolls to a stop on the far side of the runway. The Thunder Mustang roars down the runway and lifts off.

EXT. RAMP - DAY

The crashtruck drives up and stops by the cart.

GORDON (O.S.)

Here comes Adam Meyers in that beautiful Thunder Mustang from Nampa, Idaho.

FIRE CREW

We'll go get him once everybody launches. One of you can come. Got a tow bar for that plane?

DUANE

I'll go.

PAUL

Here's the towbar.

Duane jumps in the back of the truck and it speeds off to the taxiway.

PAUL

Damn it. We're out before the start and it's my fault.

STEVE

What happened?

PAUL

I didn't set the boost high enough.

STEVE

And he didn't compensate with mixture.

PAUL

Yeah, that would have worked. I bet he didn't think of that.

STEVE

He just needs time in the plane.

JIMMY

This is no place to practice.

GORDON (O.S.)

Look to your right, ladies and gentlemen, and watch these beautiful, homebuilt, kit planes start today's Sport Class Gold heat race. When the pilots hear those magic words, Gentlemen you have a race, they're off.

INT. THUNDER MUSTANG - DAY

Adam follows Dennis at the start but he doesn't like the line and corrects to the outside of the course.

EXT. PYLON ONE - DAY

Three pylon judges look up as the planes approach the first pylon.

GORDON (O.S.)

Race 33 takes the lead as they come around pylon one on their way to the Valley of Speed. It looks like Dennis Green has found another gear in his gearbox.

PYLON JUDGE

Race 33, cut.

INT. THUNDER MUSTANG - DAY

Adam can see Dennis fly on the inside and cut the pylon.

GORDON (O.S.)

Wait a minute, did he just cut pylon one? I can't believe it. We're checking, but from here it looked like a cut. He's back on course but that'll cost him.

Adam makes a clean turn around the pylon two seconds later.

ADAM

Hot damn.

GORDON (O.S.)

Adam Meyers gives him a run for his money as they round pylon two. Look at that Thunder Mustang go.

Adam flies off Dennis' wing at fifty feet. They fly across a road and turn at pylon three with three feet to spare. Never level, the planes bank even harder into the turn. Dennis pulls ahead and the gap gets bigger. Adam hits Dennis' prop wash. The plane lurches to the right and almost turns over before Adam regains control.

ADAM

Holy Shit.

EXT. RAMP - DAY

Andy and Dennis' daughters watch from a golf cart. Steve and Michelle stand with Paul and Jimmy as Race 33 roars down the runway at thirty feet. Ten seconds later, the Thunder Mustang follows at fifty feet.

GORDON (O.S.)

He's pulling away, folks. We just clocked him at three hundred and forty miles per hour. That may be a new record. We'll have to see how that penalty plays out. Here comes Adam Meyers in the Thunder Mustang followed by Bill Lee in his Lancair Legacy.

The crashtruck tows Race 88 to the taxiway.

INT. RACE 33 COCKPIT - DAY

Dennis sees two planes just ahead as he turns around Pylon one. He's low and closing fast. He passes them as if they were parked. At thirty feet, he can see the street signs as he flies over the road on the backcourse. Another two planes just ahead. Gone just as fast. One more on the inside, passed at 340 miles per hour.

DENNIS

Now we're cooking.

EXT. HOME PYLON - DAY

The race official waves the checkered flag as Dennis flies down the runway at twenty feet.

GORDON (O.S.)

Ladies and Gentlemen, Race number 33 flown by Dennis Green takes the flag after possibly setting a new course record. Way to go, Dennis.

EXT. RAMP - DAY

People applaud the victory. KIM STEVENS, (30) the beautiful marketing wiz from Lancair, watches the race with Steve and Michelle. She shakes hands with Andy.

KIM

Great job, Andy. Thanks.

ANDY
Thank him, not me.

KIM
I hope we sweep the Gold. I'm pulling
for you to take the Silver, Tyler.

Steve shakes his head.

STEVE
I'll do my best, Kim. No promises.

MICHELLE
(to Steve)
Let's do Chairman's Club today. I meet
the kids at two.

KIM
(reaches in her bag)
Here's some airplane tatoos you can
hand out. They wash off.

MICHELLE
Thanks, the kids will love these.

As they pass Andy and the girls, Michelle stops.

MICHELLE
Good job you guys.

EXT. RAMP - DAY

Steve puts his arm around Michelle as they walk past the
stands to the big white tent. Dede overtakes them on her
roller skates, backpack, cut-off jeans, white camisole and
floppy hat.

DEDE
What happened to Dick?

STEVE
Not sure. Check with Paul.

She skates backwards ahead of them.

DEDE
Going out to the pylons to shoot.
Gotta' go.

STEVE
Get some of 42 in the Bronze.

DEDE
Okay. Bye for now.

EXT. CHAIRMAN'S CLUB TENT - DAY

Dede skates off as Steve and Michelle enter the Chairmen's Club tent. The ATTENDENT (60) checks their credentials and stamps the back of their hand.

ATTENDENT
Been watching you race for twenty-four years, Steve. Good to meet you.

STEVE
Hey, thanks.

ATTENDENT
Mind signing one of these for my grandson?

STEVE
Sure thing.

Steve takes the pen and signs the program. Michelle reaches into her bag, and hands a sticker to the attendant.

MICHELLE
Give him one of these. They wash off.

STEVE
Here ya' go. Enjoy the races.

ATTENDENT
Go 99.

INT. CHAIRMAN'S CLUB TENT

Steve and Michelle join the people in line for the lunch buffet. John Kenny turns around to greet them.

JOHN
Steve, good timing. Met you the other night at the Hilton. Mentioned we have a project I want to talk to you about.

STEVE
Yeah, I remember. Join us for lunch?

JOHN
Thanks, great idea.

STEVE

Except I can't eat this stuff.

MICHELLE

There's fruit salad, Steve.

STEVE

Never mind. I see what I want. I'll go get a table.

Steve walks over to the dessert tray and takes an ice cream sandwich from the dispenser. He spots a table with four empty seats. HOOT GIBSON (52), a retired astronaut, sits with three show pilots. They're done eating.

STEVE

Hey, Hoot. Mind if we join you?

HOOT

Come on over pardner, plenty of room. These guys were leavin' anyway.

The pilots pick up their trays. Steve sits next to Hoot and removes the ice cream wrapper.

STEVE

Hey, I didn't mean to chase you out.

PILOT 1

No problem. Enjoy your lunch.

HOOT

Breakfast of champions?

STEVE

Nah, allergic to eggs. Can't eat any of that stuff. Cost me my chance to be a naval aviator. So how ya' running?

HOOT

Ol' Riff Raff, she's running pretty good. How 'bout you?

STEVE

Sucking your exhaust but it's all fun. Maybe not as much fun as riding a rocket.

HOOT

Flyin' the Unlimited course for five laps and ridin' the Shuttle, 'bout the same. Same time. Same risk. Same thrill.

Michelle and John arrive with trays and sit down.

STEVE

Ah, here they are. Hoot, you know Michelle and John Kenny from Lockheed. Hoot used to fly for NASA. What d'ya got something like 800 hours in space?

HOOT

Yeah, somethin' like that. Hey, Michelle, good to see you. I didn't recognize you. John, howdy do?

MICHELLE

Hello, Hoot.

JOHN

(shakes hands with Hoot)
Honor to meet meet you, Mr. Gibson.

HOOT

Hey, just plain ol' Hoot'll do. What do you do at Lockheed, John?

JOHN

I manage the U2 upgrade program. In our spare time, we're building an Unlimited Racer. That's what I want to talk to you about, Steve. We need a test pilot and if everything works out, somebody to race her next year.

HOOT

Wel, you got yourself the man for the job. Hey, listen folks. I'm gonna let you talk business. I gotta' go sign some posters. Enjoy your lunch.

STEVE

Bye, Hoot. Thanks.

Hoot takes his tray and leaves. John pulls a picture out of his briefcase and hands it to Steve.

JOHN

Half the weight of a Mustang, same or better power. Larger wing for better turn radius.

STEVE

Woah. This baby should hum along.

MICHELLE

What's her name?

JOHN

We call her Wildfire. My dad's followed your career for years. He really liked the way you handled the Turner project.

STEVE

I got replaced on that project.

JOHN

Yeah but for all the wrong reasons. You made the right call. If they'd listened to you they'd still have the airplane.

STEVE

Seems I recall hearing about this twenty years ago. You had some problems?

JOHN

Let's just say we had some early attempts at success.

STEVE

I'd like to see the plane before we make any decisions but ya' got my interest. Where you based?

JOHN

Mohave. We work every other weekend. Give me your email and I'll send you a crew schedule.

Michelle reaches into her bag for a business card.

MICHELLE

I'm the keeper of the cards. Here you go, John.

JOHN

Thanks.

STEVE

Well, I'm off to Yakland, folks. We'll be in touch after the races, John. Michelle, you've got the kids, right?

MICHELLE

Me and twenty screamin' ten year olds. What fun. Pleasure to meet you, John. I admire your choice in pilots.

JOHN

Good to meet you too. Good luck, Steve.

Steve tips his cap and takes Michelle's hand as they leave the tent.

EXT. YAK PIT - DAY

Steve and Michelle walk up to the airplane parked next to a motorhome. Chester stands on a ladder to check the oil.

STEVE

Where's Seth?

CHESTER

Sleepin'. He had a pretty rough night.

STEVE

I need to talk to that boy. This is no place for hangovers.

CHESTER

Amen. I can't control him.

Steve starts towards the motor home. Michelle stops him.

MICHELLE

Come here you.

Michelle stands on her tip toes and kisses Steve.

MICHELLE

Have fun out there, baby. Good luck.

STEVE

Thanks. Have fun with the kiddies.

INT. SPORT CLASS HANGAR - DAY

Michelle helps a little girl get into Martin's Legacy while twenty boys and girls look on.

BOY 1

Don't break anything, Margaret.

BOY 2

Can I be next? Please, please, please,

MICHELLE

Okay, okay, one at a time. We have to be careful. My husband's going to race this plane tomorrow.

GIRL 1

Isn't it scary to race an airplane?

MICHELLE

Sometimes you can be brave and afraid
at the same time.

BOY 1

How fast does he go?

MICHELLE

In this plane about 265 miles an hour.
In Unlimited he goes about 350.

GIRL 1

That's fast.

BOY 1

Not that fast. Dago Red does 500.

BOY 2

Was he in the Air Force?

MICHELLE

No. When he was just about your age he
decided he wanted to fly. He rode his
bike to the airport everyday after
school and helped wash the planes.
Pretty soon, the pilots took him for
rides and he's been flying ever since.

GIRL 1

Do girls race?

MICHELLE

Yep, see that plane over there? Connie
Vick races that plane. And the blue T-
6, that's Mary Dilda's plane.

GIRL 2

Do you fly?

MICHELLE

Yes, I do. I used to own a flight
school. That's how I met Steve. My
airplane's named Lucy. She's got great
big long wings.

BOY 2

How come these wings are so short?

BOY 1

So you can turn faster, silly.

MICHELLE

That's right. Here let me help you.

The little girl stands up and Michelle helps her get out.

GIRL 1

Me next, me next. Please.

Adam walks up to the group.

ADAM

Michelle, somebody told me you have airplane tatoos for these new pilots. Anybody want a tatoo?

BOY 1

Me, me, I want a tatoo.

Adam pulls Michelle aside while the kids take stickers.

ADAM

Steve just maydayed in the Yak. So did Seth. I'll take over.

MICHELLE

Kids, I gotta' go but Adam races the Thunder Mustang and he's going to autograph your posters and answer your questions. Thank you for coming and thank you, Adam.

EXT. SPORT HANGAR - DAY

Michelle walks briskly out of the hangar. Out of sight of the kids, she runs towards the Unlimited pit, dodging people all the way.

EXT. YAK PIT - DAY

Chester removes the cowling from Race 104. The plane and pilot are covered with oil. Seth wipes his face. A truck tows Race 42 to the ramp. Steve jumps off the truck. Michelle arrives at the same time.

MICHELLE.

What happened?

STEVE

I'm okay. The cowl doors wouldn't open. By the time I got to five hundred feet, it was all over.

SETH

I heard Steve call the mayday then bang, I can't see a thing. I opened the canopy and got a faceful of oil. Shit man, we shut down the runway.

STEVE

Good job, Seth.

SETH

Thank God you were off the runway. How's it look, Chester?

CHESTER

Prop seal's gone. We got work to do. Chris, take a look at that cowl switch.

STEVE

We gotta' debrief, then I'll be ready to go. How 'bout you?

MICHELLE

Anytime babe. I better go rescue Adam. I left him with the kids.

EXT. SPORT HANGAR - DAY

Steve kisses Michelle on the forehead then heads off to the pilot debrief. Michelle walks into the hangar.

INT. RACE 99 PIT - DAY

Adam supervises twenty kids as they apply tatoos to various parts of their bodies. One little boy points to his forehead. Adam obliges and rubs it on.

INT. PILOT BRIEF ROOM - DAY

The Bronze pilots gather around Steve and Seth to discuss the race.

PILOT 1

What the hell happened out there?

PILOT 2

Mayday city. I didn't know if we were racing or not.

Lou walks into the room and commands attention.

LOU

Did you hear anybody say knock it off?

PILOT 2

No. Sorry.

LOU

You stop racing when you hear those magic words. Unless you break. What happened, Steve?

STEVE

My cowl switch failed. If I kept going I'd have cooked the engine.

LOU

And you?

SETH

Prop seal went. I landed behind Steve.

LOU

Gentlemen, that's the way you handle an emergency. You both did a damn fine job. Okay, let's move on.

INT. CHEVY'S RESTAURANT - NIGHT

Steve and Michelle sit at a table with Adam and CINDY. A WAITRESS takes their order.

CINDY

Margarita, no ice.

MICHELLE

Do you have lemonade?

WAITRESS

Regular or pink?

MICHELLE

Pink, please.

STEVE

Diet coke for me, please.

ADAM

Make that two.

CINDY

You pilots are so much fun. I hear Dennis tried to take you out.

STEVE
Which one of us?

CINDY
Didn't you almost have a midair?

STEVE
That's one thing about air racing.
Never let the truth get in the way of a
good story. It was both our fault.

ADAM
I got caught in his propwash. Even with
the pylon penalty, he beat me. Pretty
good for an old man.

MICHELLE
You should have seen Adam with the
kids, Cindy. You'd been proud of him.

ADAM
Shall we tell them our big news?

CINDY
We bought a B&B in Belieze. We move
next month.

MICHELLE
Congratulations, how exciting.

STEVE
Wow. Much test flying in Belieze?

CINDY
I hope not. It scares me to death.

ADAM
If we lived forever there would be no
such thing as courage.

STEVE
Amen.

The waitress serves the drinks. Steve makes a toast.

STEVE
Here's to us. May we live as well as we
can, as long as we can.

EXT. STEAD AIRFIELD - DAYBREAK

The sun peaks over the top of the mountain and lights up the valley. The mist glistens on the airplanes. A redtailed hawk circles in search of prey. The sound of silence.

EXT. PARTICIPANT GATE - DAYBREAK

The security guard waves the Z through the open gate.

INT. SPORT HANGAR - MORNING

Michelle sips coffee as Steve unlatches the cowling screws.

MICHELLE

So my darling, what's the plan?

STEVE

I'm putting on the pop-off valve. That way, I won't hurt anything.

MICHELLE

Want me to tape or polish?

STEVE

No. We can't afford to break this airplane, babe. I'm doing everything I can to remember I'm not racing.

Steve puts the cowl on the floor under the wing.

MICHELLE

Need any help?

STEVE

Hand me that box on the bench, please.

Michelle picks up a small box and hands it to Steve. He removes a valve and installs it on the manifold line.

MICHELLE

Earl bumped up to the Gold.

STEVE

Yeah, I saw that. So it's me, Larry and Connie at the front.

MICHELLE

Can you hold them off?

STEVE

Time the interval on the first lap. I wanna' see how good a start I can make. We'll give them a good race but I'm not gonna' get in their way.

MICHELLE

Do we need to do a runup?

STEVE

Yeah. I wanna' check the prop pitch.

Dick arrives with a bag of donuts.

DICK

Good morning. I though a little contribution to the cause was in order.

MICHELLE

Thanks, Dick. They look yummy.

Steve picks up the cowling.

DICK

Let me give ya' a hand.

STEVE

Thanks.

They position the cowling and secure the zeuss fasteners on each side.

DICK

I want to thank you for what you did.

STEVE

You're welcome.

DICK

I never thought I'd get a chance to race these machines. I just hope I don't screw it up. These are harder to fly then they look.

STEVE

Mostly the systems stuff that's tricky. Come out with me while I do a runup.

DICK

Thanks.

EXT. SPORT HANGAR - MORNING

Steve tows the plane to the ramp with the cart. Dick and Michelle walk the wings.

EXT. RAMP - MORNING

Steve and Dick sit in the plane and do a runup. Michelle uses her fingers as earplugs. Gordon taps her on the shoulder and signals to talk.

GORDON

Discovery Channel wants to interview Steve.

MICHELLE

Great. When?

GORDON

After the race. Meet you in the hangar?

MICHELLE

Okay. Did you get a bio?

GORDON

Yes, I did. Well done. See you later.

Gordon walks off and Adam and Cindy join Michelle. Eight biplanes taxi past for the start of their race.

ADAM

What's he doing?

MICHELLE

He put the pop-off on. He's going over the systems with Dick.

ADAM

He's a better man than me. I wouldn't show him anything.

Steve shuts down the engine and opens the canopy. Adams walks over to the plane. Cindy and Michelle stay behind.

ADAM

Now don't go telling him all your secrets, T-man.

DICK

Don't worry. He forgot more than I know.

EXT. RAMP - DAY

Dede skates past, camera in one hand, and talks on her cell. She waves at the guys who watch her skate off.

CINDY

I see the pit bimbos are here.

MICHELLE

Eye candy.

CINDY

You're a lot more tolerant than I am.

MICHELLE

I think the best way to keep these kind of guys is to let them go.

CINDY

Don't tell Adam that. We fight about this all the time. I ever catch him fooling around, I'll divorce him and he knows it.

MICHELLE

Right now I just hope they make it to Monday.

EXT. SPORT HANGAR - DAY

The eight Sport class planes tow out to the ramp. The pilots wave to the crowd. The crews walk the wings to protect the planes. Two Boy Scouts hawk air race posters.

BOY SCOUT 1

Posters. Posters. Get yer' air race posters.

BOY SCOUT 2

Buy two, get one free.

EXT. RAMP - DAY

Nine pilots circle Bill Lee for a final brief.

BILL LEE

We got perfect flying conditions and the grandstands are full, so let's give 'em a good clean race. Any questions? All right then gentlemen and lady, time to go racing. Fly safe and have fun out there. We roll in five.

The Silver Formula One racers scream around a three-mile course. Michelle pays the scout for three posters. Steve walks over and grabs her from behind.

STEVE

Spending all our money?

MICHELLE

Hey, we need your autograph. They're sellin' autographed posters on Ebay.

STEVE

We launch in three minutes. Can we do this later, babe?

MICHELLE

Sure. I'm sorry. Good luck baby.

Michelle gives him a kiss and a hug for good luck.

BOY SCOUT 1

Yuck.

EXT. LEGACY - DAY

Steve climbs into the plane. Jimmy helps him adjust the seat beats. He puts on his helmet then closes the canopy. Jim Nelson walks up to Michelle.

JIM

I had an idea to get Steve a prop. It came to me at two in the morning.

MICHELLE

What? Tell me.

JIM

Let's ask Kim if we can borrow one from the factory plane at the booth.

MICHELLE

Why didn't I think of that? You're brilliant. I'm gonna tell Steve.

Steve sits in the plane with his eyes closed. Michelle runs up to the plane and taps on the canopy. Steve opens the canopy.

MICHELLE

Jim has an idea to get you a prop.

Bill gives the signal for engine start.

STEVE

Okay, I gotta' race.

Steve closes the canopy and Michelle backs away from the plane. She blows him a kiss. She walks back to Jim.

MICHELLE

Never talk to a pilot right before a race. I should know better.

EXT. HOME PYLON - DAY

The pace plane roars down the runway and lifts off. The eight race planes follow one after the other, ready to do battle at fifty feet across the desert.

EXT. RAMP - DAY

Eight Formula One planes line up for fuel. Eight T6's tow to the ramp. Hundreds of fans line up behind the rope barrier to watch. Security officials ride a golf cart patrolling the ramp to make sure no one crosses the line.

GORDON (O.S.)

Ladies and Gentleman, please direct your attention to the right for the start of the Silver Sport Class race.

INT. LEGACY COCKPIT - DAY

Steve looks to his right. Four planes fly a tight line. He looks to his left. The pace plane and three racers fly close and tight. They fly over a Lemon Valley neighborhood.

PACE PLANE (O.S.)

Looking very good everybody. Hold your positions.

EXT. BACKYARD - DAY

Three ten-year old BOYS run around with their arms stretched out like race planes. One boy hears the planes before he can see them.

BOY 1

Mom, here they come. Mom, hurry up.
Here they come.

A HOUSEWIFE dries her hands on a towel as she walks out the back door. She looks up and sees the pace plane trail smoke across the sky followed closely by eight race planes.

MOM

Okay, okay, calm down.

BOY 1

Man, o man, look at them go.

MOM

Is that one on fire?

BOY 1

No mom, that's the pace plane.

MOM

They sure make a lot of noise.

BOY 1

Women, go figure.

EXT. GRANDSTAND - DAY

Hundreds of fans stand up to watch the start. The PA system broadcasts the pace plane.

PACE PLANE (O.S.)

Lady and Gentlemen, you have a race.

The pace plane peels off as eight racers dive for the lead.

INT. LEGACY COCKPIT - DAY

Steve pushes the throttle in and leaps to the front of the pack. He takes a quick look to the right and left and sees he's in front. He banks hard around pylon one at a hundred feet. The G forces push him into the seat as the world turns on its side. Half brown desert, half blue sky.

EXT. RAMP - DAY

Michelle clutches the timer board to her chest. Paul stands next to her with the radio. Jim talks on his cell.

GORDON (O.S.)

Here they come around the backstretch.
Steve Tyler, from San Carlos,
California in the lead, your three time
Sport Class champion. Followed by Larry
Arnold and Connie Vick. Listen to the
sound of that Continental power as they
round home pylon to start the clock.

EXT. HOME PYLON - DAY

A race official waves a big green flag to start the race as Steve flies past.

EXT. RAMP - DAY

Michelle presses the lap timer. Paul has the radio.

MICHELLE

Ten seconds. Tell him the interval is
ten seconds.

PAUL

(keys the radio)
Ten seconds, Steve. Looking good.

INT. LEGACY - DAY

Steve backs off the throttle ever so slightly.

INT. GLASAIR - DAY

Connie closes the gap and flies ten feet off Steve's wing.

EXT. GRANDSTAND - DAY

The crowd cheers as the planes round pylon one, dead even.
Connie passes Steve on the straightaway.

GORDON

And she's done it, ladies and gentlemen. Connie Vick has taken the lead. This is the first time a lady has led a Sport race but Steve and Larry are right on her tail.

INT. LEGACY COCKPIT - DAY

Connie passes Steve on the outside.

STEVE

You go girl.

EXT. RAMP - DAY

The crews cheer for Connie. Michelle turns to Paul.

JIMMY

Should we tell him he just got passed by a girl?

MICHELLE

Nah. Go, Connie.

PAUL

Larry's moving up fast. What's he doing, tryin' to prove how slow a supercharger can go?

MICHELLE

Putting on a show. He's not going to get in their way.

EXT. PYLON SEVEN - DAY

The pylon judges watch the three Sport planes tear across the Valley of Speed. One. Two. Three. They roar around the pylon.

EXT. GRANDSTAND - DAY

The crowds cheers as Larry passes Steve on the straightaway just before home pylon.

GORDON

What a race we've got here, folks. Two hundred sixty five miles an hour less than a second separates these racers. It takes intense concentration to fly this fast, this close, this low. No one does this for the money, folks.

INT. LEGACY COCKPIT - DAY

Larry passes Steve as they round the pylon. They fly low and tight off the pylon. He can see Connie just ahead.

EXT. RAMP - DAY

Jim stands next to Michelle. Paul has the radio.

PAUL

Does he want his speeds?

MICHELLE

Nah. Let him have fun.

PAUL

I really appreciate what he did with Dick this morning.

MICHELLE

(winks)

Don't tell anybody. We don't want to ruin his reputation.

The planes fly low on the backstretch. Paul watches through binoculars.

JIM

What ever happened with your Wright Brothers screenplay?

MICHELLE

After 152 rejections, I had to move on. Either that or get a divorce.

JIM

That's too bad. I really enjoyed it. I didn't even know they had a sister and I live in Ohio.

MICHELLE

I'm working on a new one about the Air Races. Steve says I go from the two most boring men in the world to the most boring spectator sport.

JIM

Send me a copy. I'd love to read it.

MICHELLE

Thanks. You'll be in it, the man who came to our rescue.

JIMMY

Here they come.

The three planes fly down the runway at forty feet. In trail just twenty feet apart.

GORDON (O.S.)

Ladies and Gentleman, air race fans of all ages, a race for the finish. Connie Vick, Larry Arnold, Steve Tyler. One, two, three. This was as close a race as we've had all week.

PAUL

It's all a chess game.

JIM

And the only time the game stops is Sunday.

MICHELLE

All's fair in love and air racing.

EXT. GRANDSTAND - DAY

The sport planes taxi back to the ramp in front of the grandstands, in order of finish.

GORDON

Give them a big round of applause, ladies and gentlemen, your Silver Sport Class racers at the National Championship Air Races.

The crowd stands and cheers as the T-6's taxi into position for the next race.

EXT. RAMP - DAY

Steve coasts to the ramp and rolls to a stop. He opens the canopy and takes off his helmet. Michelle runs over and gives him a kiss.

MICHELLE

Good race, baby.

STEVE

That was fun. How'd it look from here?

MICHELLE

Great. If you have to lose, I love that you got beat by a woman.

PAUL

I guess that pop-off worked.

STEVE

Yep. Never got hot. Never got fast but never got hot. Michelle, what were you babbling before the race?

MICHELLE

Jim suggested we ask Kim if we can borrow one of the factory props.

STEVE

I gotta' meet Seth. Why don't you go talk to her, babe?

PAUL

You're not racing the Yak?

STEVE

The Wildcat bumped up because of our DNF. We're out today but Seth's racing if they got his prop fixed.

The T-6s droan past for the start of their race.

EXT. DISPLAY TENT - DAY

Michelle walks briskly through the crowd to the forty-foot Lancair tent. Two beautiful factory planes sit out front.

INT. DISPLAY TENT - DAY

Kim perches on a stool and talks with a customer. She looks up and sees Michelle.

KIM

Excuse me for a moment.

She turns to Michelle.

KIM

How'd he do?

MICHELLE

Third. You missed a great race. Connie won.

KIM

Good for her, bad for us.

MICHELLE

Actually, that's what I want to talk to you about. Jim Nelson had an idea. Could we borrow a prop from one of your demos?

KIM

Let me make a call. Get back to me in twenty minutes.

MICHELLE

Thanks, Kim. You're the best.

KIM

Don't thank me yet. If it was up to me, there'd be no question.

EXT. YAK PIT - DAY

Chester puts the final screws in the cowling as Steve walks up to the plane.

STEVE

How's it goin'?

CHESTER

It's back together. Now it's up to him.

STEVE

Where is he?

CHESTER

(nods to the motor home)
Meditating.

EXT. MOTOR HOME - DAY

Steve walks up the steps of the motor home and knocks on the door.

INT. MOTOR HOME - DAY

Seth and Steve face each other across the table.

STEVE

Looks like the plane's ready. How about you?

SETH

As ready as I'll ever be.

STEVE

Okay. Stay on your game. Make a good start and fly a tight course. Not too tight, a pylon cut could be the difference in the race.

SETH

I wish you were out there with me.

STEVE

You're ready. Let's go.

EXT. RAMP - DAY

Eight Unlimited racers line up on the ramp. Seth gives the start signal and the big prop starts to turn. Smoke and belching ensue until the engine catches. He taxis out behind a Mustang.

EXT. MOTORHOME ROOF - DAY

Steve and the Yak crew watch the race. Dede has joined them. Chester spots the planes through binoculars as they 'round Peavine Mountain. The pace plane trails smoke.

CHESTER

There they are.

EXT. PIT AREA - DAY

Michelle dodges people as she makes her way to the Yak pit. She looks up and sees Steve holding Dede around the waist as she leans forward to snap a picture. Steve spots Michelle in the crowd.

STEVE

Come on up babe, they're about to start.

MICHELLE

No thanks, looks like you've got a full house. I talked to Kim. She's makin' calls. She said to check back in twenty minutes.

STEVE

Okay. I'll talk to her after the race.

MICHELLE

Don't forget the Discovery interview.

STEVE

Okay. Here they come.

Michelle disappears into the crowd.

EXT. PIT RAMP - DAY

Dennis brushes past Michelle headed for the hangar. He doesn't notice her in the crowd.

MICHELLE

Dennis, mind if I walk with you?

DENNIS

Sure. How ya' doing?

MICHELLE

So what's it like to race again after 23 years?

DENNIS

Nothing's changed. 'Cept somebody moved pylon one on me.

MICHELLE

Think you have enough horsepower?

DENNIS

I've never flown anything that had enough horsepower.

MICHELLE

What's your philosophy towards racing?

DENNIS

Two things, full throttle and never finish second.

MICHELLE

We watched the documentary of your B29 Kee Bird project a few weeks ago.

DENNIS

Did it end any different?

MICHELLE

Nah but what an effort.

DENNIS

Heartbreaker. I gotta' make a pit stop. Thanks for talking with my girls.

MICHELLE

They're proud of their daddy.

EXT. CHAIRMAN'S TENT - DAY

Michelle sees Duane and his friend, DIANE, an attractive 45 year old, in the crowd.

DUANE

Michelle, I'd like to introduce you to my friend, Diane. She'll be here for the duration.

MICHELLE

Pleasure to meet you. Duane can't stop talking about you. Have you guys had lunch?

DIANE

We were just talking about food.

MICHELLE

Here, take these. Go mingle with the hight rollers.

She hands Duane two tickets for the Chairman's Club.

DUANE
Thanks, Michelle.

MICHELLE
Enjoy.

EXT. LANCAIR TENT - DAY

Michelle watches the race. Seth finishes a close second.
She walks into the tent.

INT. LANCAIR TENT - DAY

Kim paces behind the counter with her cell phone pressed to
her ear. Michelle looks hopeful. Kim puts the phone down.

KIM
Okay, here's the deal. I can't get hold
of anybody but they left me in charge
so I'm making a decision. You can
borrow the prop.

Steve walks into the tent in time to hear her decision.

STEVE
You're the best, Kim.

KIM
If it weren't for you, we wouldn't be
here. The way I see it, we owe you.

STEVE
Thanks. I promise not to break it. When
can we move the plane?

KIM
Anytime. Good luck gettin' it through
this crowd.

STEVE
(to Michelle)
Could you ask Jimmy to help you? I'll
go beg up some tools.

Steve walks out of the tent.

KIM
Good luck. Let me know if there's
anything else I can do.

MICHELLE
Thank you so much, Kim. Now he has a
chance.

EXT. LANCAIR TENT - DAY

Jimmy attaches a towbar to the nosewheel. Michelle asks the crowd to move away from the plane.

EXT. RAMP - DAY

Jimmy pulls the plane with the towbar. Michelle walks in front parting the crowd as they make their way to the hangar. Kim's husband, DAVE, arrives.

DAVE

Need a hand?

MICHELLE

Thanks, Dave. Walk the wing. Look out folks, airplane comin' through.

INT. SPORT HANGAR - DAY

Hundreds of fans mill around the Sport Hangar. Steve removes the Legacy's cowling. Jimmy parks the factory plane next to Race 99's pit. Dave walks up to Steve.

DAVE

My wife told me to come help.

STEVE

Thanks. Let's get my prop off first. Michelle, we need rags.

Michelle searches for rags but only finds paper towels. The Discovery Channel crew arrives for the interview. The CAMERA MAN hoists a video recorder on his shoulder. The HOST holds a hand mike.

BRIAN

Looks like we got here at the right time. Steve, I'm Brian Clark with Discovery Wings.

STEVE

Hi. I'd shake your hand but you're all nice and clean and I don't have time.

BRIAN

That's okay. You keep working. Can we ask questions? What are doing?

STEVE

Sure. Lancair just lent us the Hartzell prop from one of their demonstrators.

BRIAN

(to camera man)

You getting this? What's wrong with your prop?

STEVE

Nothing, it's a great prop. Just not for racing.

BRIAN

We've heard rumors that you've been sandbagging. Is this part of your plan?

Steve uses a wrench to remove the six bolts that secure the prop. Dave holds a blade so it won't fall off.

STEVE

Jim Nelson from Hartzell came up with this idea two hours ago. Michelle, we need something to put this prop on.

MICHELLE

How 'bout this bucket? Will that work?

STEVE

Perfect. Put it under the prop with a bunch of towels. It's full of oil.

BRIAN

How much speed will you pick up?

STEVE

Enough to win, I hope.

DAVE

Should we take off the pop-off?

STEVE

Yeah.

BRIAN

Steve, you set thirteen world speed records, ten of which stand. How does racing compare?

STEVE

I set three here. It's all fun though. Doesn't matter if I'm racing or just flying my airplane along the coast.

BRIAN

You've flown over 300 different types of aircraft and tested 33 prototypes. Any favorites?

STEVE

Anything with wings or rotorblades.

BRIAN

You also won the Bob Downey award for the most inspirational competitor. Twice. Tell us about that.

STEVE

I flew my Formula to Albuquerque and Denver because we needed planes. One year I lent my spare engine to Robin Reid so he could race and fly home.

BRIAN

Formulas only hold five gallons. You must have stopped a lot.

STEVE

It was an event. I put in a big tank and stuck the race prop in the fuselage with my sleeping bag. Had to race without a spinner though, couldn't fit it in.

BRIAN

Tell us about the Spirit of Flight Award from the Society of Experimental Test Pilots.

STEVE

That was really special. Anytime you're recognized by your peers, well, that's just the best.

BRIAN

You've raced in four classes at Reno, Biplane, Sport, Unlimited and Formula. Which is your favorite?

STEVE

I love them all but if I had to pick, I'd say Unlimited. Someday I hope to fly a contender for the Gold.

INT. IN FRONT OF LEGACY PIT - DAY

Jim Nelson signals Michelle and she makes her way through the crowd to meet him.

JIM

We have a problem. Kim just got off the phone with the new VP of marketing. He says we need to get Dennis and Bill's permission before we make the switch.

MICHELLE

Why would they care? He's in a different heat.

JIM

He says they're factory-sponsored teams and he doesn't want to piss them off.

MICHELLE

And what are we chopped liver? Steve won three Championships for Lancair.

JIM

I told him we'd replace the prop if anything happened. We talked to Dennis. He doesn't care. Bill's at the jet briefing.

MICHELLE

Okay, don't say anything to Steve. It'll just piss him off. This guy doesn't have a clue does he?

JIM

I don't want to get Kim in trouble.

MICHELLE

No, of course not. If it comes to it, we'll take it off. I'll look for Bill.

INT. LEGACY PIT - DAY

Steve and Dave sit the prop on the bucket to drain and move it to the back of the pit. Jimmy removes the cowling from the factory plane. Duane drives the golf cart into the pit.

DUANE

Can I borrow the timer?

Michelle spots the timer board and hands it to Duane.

MICHELLE

Sure. Right side's Unlimited, left for Sport.

DUANE

Thanks for lunch. Gonna' come watch the race?

STEVE

We'll be right out.

EXT. RAMP - DAY

Steve sits in the golf cart with Paul. Duane, Michelle and Jimmy stand next to it. Race 33 flies down the runway at thirty feet, half a lap in front of the field.

GORDON (O.S.)

This may be the fastest Sport Class race in the brief four-year history of the class. Dennis Green just set a new lap record at 349.75 miles per hour. Wait a minute, I see smoke. This could be trouble, folks.

INT. CONTROL TOWER

The controller sites Race 33 through binoculars.

CONTROLLER

Race 33, trailing smoke.

DENNIS (O.S.)

Roger, 33.

INT. RACE 33 - DAY

Dennis looks at the instrument panel, in the green, but he has no choice.

DENNIS

Race 33, off the course.

EXT. RACE 33 - DAY

Black smoke leaves a trail behind the race plane as it pulls up and off the course. The engine goes silent, the prop windmills.

GORDON (O.S.)

These pilots are the best of the best,
ladies and gentlemen, but they push
these planes and themselves to the
limits.

EXT. RAMP - DAY

Adam tracks the plane through binoculars. Nicky, Cindy and Julie watch, silent and helpless.

GORDON (O.S.)

And sometimes beyond.

EXT. RUNWAY - DAY

Race 33 touches down and rolls off at the first exit. The crash truck roars down the taxiway, lights flashing.

GORDON (O.S.)

Race 88 takes the checkered flag for
his first win of the week.
Congratulations to the team from Las
Vegas, Nevada. Race 33 is down safely.
You can all breathe again.

EXT. RAMP - DAY

Adam pulls away in the golf cart. Michelle walks over to the girls. Tears run down Julie's face. Michelle hugs her.

MICHELLE

He's okay. He's on the ground.

JULIE

I hate this. Why does he have to race?

MICHELLE

Because that's how heroes test
themselves.

Michelle hands Julie a tissue.

MICHELLE

Be brave. Don't let him see you crying.

EXT. GRANDSTANDS - DAY

Seven Sport planes taxi past the crowd. The pilots wave to people in the stands. The golf cart tows Race 33.

GORDON

Give them a big round of applause,
ladies and gentlemen, the pilots and
planes of the Sport Class gold heat.

The crowd stands and cheers as Race 33 tows past.

INT. SPORT HANGAR RACE 33 PIT - DAY

A big crowd stands in front of the pit. The mangled remains of the six-cylinder engine exposed for all to see. Andy lies under the plane, covered in grease. Dennis talks to his daughters. Paul walks up to shake his hand.

PAUL

You know how much I want to win but not
this way. Whatever you need, if we have
it, it's yours.

DENNIS

Thanks. Looks like another all nighter.
I'm gettin' too old for this.

INT. SPORT HANGAR RACE 5 PIT - DAY

Michelle walks up to Bill Lee. He's on his cell phone and signals her to wait.

BILL

It's okay with me. He's not breaking
any rules. Alright. Thanks, bye.

MICHELLE

You always come to our rescue. Thanks,
Bill.

BILL

I gotta' tell 'ya, I think what Steve's
been doing all week is chickenshit. He
hasn't broken any rules and I'll defend
his right to do it but it's completely
against the spirit of the class.

MICHELLE

We didn't plan any of this, Bill.

BILL

Yeah, yeah, yeah, whatever you say. I
gotta' go. I'm late for the briefing.

Bill walks away. Michelle stands there for a moment then her emotions get the best of her. She walks towards the bathroom.

INT. SPORT HANGAR BATHROOM - DAY

Michelle sits on the toilet, tears stream down her face. She wipes her eyes with tissue paper and flushes. Cindy walks in as she comes out of the stall.

CINDY

You okay?

MICHELLE

I'll be glad when it's over. Sometimes it just gets to be too much.

Michelle washes her hands then splashes water on her face.

CINDY

I know what you mean. Testosterone city. Crowds cheerin', airplanes blowin' up. People don't understand what it's like for the wives.

MICHELLE

It's Steve's favorite time of the year but I can't breathe.

Michelle runs her hands through her hair then puts on chapstick.

CINDY

Feel better?

MICHELLE

Onward and upward. Thanks, Cindy.

INT. LEGACY PIT - DAY

Steve and Dave reposition the cowling over the big three-bladed metal prop. Michelle walks up to the plane.

MICHELLE

Do we need to do a runup?

STEVE

Yeah, I gotta balance the prop.

INT. FORMULA ONE HANGAR - DAY

Scotty calls the meeting to order. Twenty pilots and their crews cram into the back of the hanger.

SCOTTY

Before we get started with our regular business, I have a proposal to put up for vote. We've had some problems with race numbers in the past.

EXT. RAMP - SUNSET

Clouds build fast over the mountains around Stead. The last rays of sunlight filter light through the clouds. Dave runs the engine up to full power. Steve reads the prop balance meter. Michelle holds her ears. Wind whips tumbleweed across the taxiway. Steve gives the thumbs up sign to Dave. He cuts the engine. Silence.

EXT. SECURITY GATE - DUSK

The Z drives through the gate. Two security guards salute.

EXT. HILTON - NIGHT

The Z pulls up to valet parking. Steve and Michelle get out. Steve hands the keys to the parking attendant.

ATTENDANT

Good evening. Will you be going out later?

STEVE

Not if I have anything to say about it.

INT. HOTEL ROOM - NIGHT

Steve leans against the window with a towel around his waist. He watches the planes land at Reno International. Lightening flashes streak across the sky. Michelle comes out of the bathroom wrapped in a towel.

MICHELLE

It's all yours, baby.

STEVE

Thanks. You know, I don't know what's wrong with these guys. I can't believe Bill said that to you. He changed his prop four times last year. I'll talk to him in the morning.

MICHELLE

You know what they say. You want friends at a racetrack you better bring your own.

STEVE

I don't believe that. Not for one minute.

Michelle wraps her arms around his waist from behind.

MICHELLE

One of the many things I love about you. Go getta' bath.

He turns around and takes her in his arms.

STEVE

I saw you go storming off today. Dede's just a friend. You're the woman who shares my soul.

He kisses her. One of those long, deep, full of passion types of kisses. Adrenaline does wonderful things for your sex life.

EXT. RUNWAY - NIGHT

A hard rain washes the dust from the tarmac. Lightning streaks reflect off the shiny black asphalt.

EXT. RUNWAY - MORNING

Golden light illuminates the grasses that line the runway. A rabbit munches on a leaf. Birds twitter in the crisp morning air. Somewhere on the ramp, a P-51 Mustang engine roars to life and the final day of racing has begun.

EXT. RAMP - DAY

Andy stands next to the airplane with his hands over his ears as Dennis does a runup in Race 33.

INT. SPORT HANGAR - DAY

Michelle and Steve see the factory plane has a sign taped where the prop should be, "Don't let Lancairs share hangars. They eat their own." Half of the engine's gone.

STEVE

Guess Dennis needed parts.

Scotty and David Holme walk up as Steve checks the oil on the Legacy. Michelle sets out the coffee tray.

SCOTTY

I can smell that coffee from the ramp.
Can you spare a cup for a Formula guy?

MICHELLE

Good morning. Sure, help yourself.

Scotty pours himself a cup of coffee. David takes a cookie.

SCOTTY

Thanks. You guys got the short end of the stick on this number business.

DAVID

Steve trained half the pilots and flew most of the planes in the class.

Scotty sips his coffee then walks over to the plane.

SCOTTY

Um, good. We voted yesterday to assign certain numbers in perpetuity. We're calling it the Master Series.

DAVID

Jim Miller, Ray Cote, Jon Sharp, the Budde brothers and you are the inaugural members. Congratulations.

Scotty shakes Steve's hand.

STEVE

Hey, thanks man.

Michelle gives David a hug.

MICHELLE

Thank you, David. I'm sorry I punched you. You know how much this means to us.

DAVID

History's got to count for something.
We're racing in Vegas next month. Would
you consider bringing Cool Runnings?

STEVE

You bet. It'll be fun to fly Formula
again. I'll have to brush up on the
rules.

SCOTTY

You gotta' know the rules to break them
properly, grasshopper.

Scotty bows to Steve, the student to the master.

SCOTTY

Good luck out there today.

STEVE

You too, Scotty. Michelle, where's my
flight suit?

Michelle removes his fancy red, white and gold race suit
covered with patches from previous wins and records.

DAVID

Hot stuff.

MICHELLE

Wear this one today, babe.

STEVE

You think I should?

MICHELLE

You're my champion. Go fly your
airplane.

INT. BRIEFING ROOM - DAY

Forty pilots squeeze into the rows of hard benches. Some
stand at the back. Steve walks in to jeers and whistles.

PILOT 1

Hey, Steve, you flyin' or marchin' in a
parade?

STEVE

Just trying to put on a good show.

PILOT 2

Dennis, did you get permission to to
take all those parts?

DENNIS

Steve told me I could.

The pilots crack up. Lou walks into the room.

LOU

Good morning, ladies and gentlemen.

EXT. RAMP - DAY

Eight gleaming race planes line up for the Sport Class
Silver race. Bill Lee conducts the final brief with the
pilots. All eyes turn to the sky at the start of the
National Anthem.

EXT. OVER STEAD - DAY

A hang glider with smoke floats towards earth attached to a
giant American flag that flutters in the wind.

GIRL (O.S.)

Oh say can you see, by the dawns early
light, what so proudly we hailed at the
twilight's last gleaming?

EXT. GRANDSTANDS - DAY

One hundred thousand people stand at attention. Some place
their hands to their heart. Some hold their hats. Some wave
flags. Children point to the sky.

GIRL (O.S.)

Whose broad stripes and bright stars,
thro' the perilous fight. O'er the
ramparts we watched, were so gallantly
streaming.

EXT. UNLIMITED PITS - DAY

All work stops and the crews stand at attention.

GIRL (O.S.)

And the rockets red glare, the bombs
bursting in air, gave proof through the
night that our flag was still there.

EXT. ANNOUNCER'S STAND - DAY

Gordon beams at the little girl as she sings.

GIRL

Oh, say does that star-spangled banner
yet wave O'er the land of the free and
the home of the brave?

EXT. GRANDSTAND - DAY

The crowd cheers as five F18s fly over the field in formation and break the sound barrier.

EXT. RAMP - DAY

Michelle touches the spinner on Race 99, Martin's Legacy.

MICHELLE

If you can hear me Martin, he could use
some help today and race angels, please
bring 'em all home safe.

EXT. RAMP - DAY

The pilots mount their planes like knights of old ready for battle. Steve and Bill stand off to the side.

STEVE

Hey, Bill. You got a minute?

BILL

Sure. What's up?

STEVE

I'm not sandbagging. When I tried to
run fast, I ran hot. Yesterday, I
pulled back a little. I was trying to
put on a good show without getting in
the way. I can't afford to blow up my
engine.

BILL

That's all I needed to hear. Good luck.
Give 'em hell.

EXT. RAMP - DAY

Michelle sees Steve smile as he shakes Bill's hand. Jim Nelson walks up to Michelle.

JIM

Can I get a picture of you and Steve by the plane?

MICHELLE

Not unless you're in it. I don't know how we can ever thank you, Jim.

JIM

Send flowers to Kim. She took the heat.

MICHELLE

You got it. Bill, could you take a picture for us?

BILL

Sure. You three are gonna'get an earful today.

EXT. LEGACY - DAY

Michelle stands between Jim and Steve in front of the plane as Bill snaps the picture.

MICHELLE

All's fair in love and air racing.

Dede skates up the ramp, her hair tied in braids. She wants a picture too.

DEDE

Okay, everybody smile. One, two, three, got it. One more, just in case.

STEVE

That's enough. It's time to go racin'.

Steve kisses Michelle then climbs into the plane. Dede skates over to the plane as Jim and Bill walk away.

JIM

Good luck, Steve.

DEDE

Go kick some butt.

STEVE

Thanks, kiddo.

MICHELLE

You're third right?

STEVE

Fourth, forty-two bumped down. He's been fast all week.

MICHELLE

Do your best and have fun, baby. I love you.

STEVE

Me too. See ya' after the race.

Steve smiles as he closes the canopy. Michelle and Dede move behind the crew line.

DEDE

I'll email the pics. Have you seen Andy anywhere? Isn't he just the cutest?

MICHELLE

I saw them doing a runup. Looked like he spent the night under the plane.

DEDE

Not all night.

MICHELLE

You're hair looks cute.

DEDE

Motorhome head. Seems like a year since Steve let me wash it in your room. Well, I gotta' go. Good luck.

Dede skates off as Kim walks up.

KIM

How's our boy?

MICHELLE

We're about to find out.

Bill Lee gives the signal to start. Eight props turn, eight engines roar to life. The pace plane taxis past followed by Race 42, Race 13, Race 8 then Race 99.

INT. LEGACY COCKPIT - DAY

Steve looks to his right and sees four planes fly abreast for the start. He looks to his left for the pace and three race planes. Stead Airfield lies just ahead.

PACE PILOT (O.S.)

Ladies and Gentlemen, you have a race.

EXT. GRANDSTAND - DAY

The crowd comes to their feet as the planes fly down the shoot. Race 99 leaps to the front of the pack and has a ten-second lead by the time they reach the backstretch.

GORDON (O.S.)

It all boils down to this, folks. Fifty weeks of preparation, all for this one moment in time. Let's give them a big hand as Steve Tyler leads the pack to start the clock for the Sport Class Silver Championship Air Race.

EXT. HOME PYLON - DAY

A race official waves the big green flag as Steve flies past in Martin's Legacy.

EXT. RAMP - DAY

Jimmy, Paul and Duane drive up in the cart to watch the race. Michelle peeks through her hands to see the start.

PAUL

He's got it, Michelle. Twenty-eight second lead.

Michelle hands the radio to Paul. Tears of relief and joy stream down her face.

MICHELLE

You tell him. I can't talk.

PAUL

Twenty-eight seconds, Steve. Piece of cake.

EXT. ANTIQUE FIRE TRUCK - DAY

Michelle, Steve, Jimmy, Paul, Duane, Dave and Jim Nelson ride the truck to the grandstand. Michelle spots Kim in the crowd and signals to the driver to stop.

MICHELLE

Come on, Kim.

Paul and Duane help Kim climb aboard.

EXT. ANTIQUE FIRE TRUCK - DAY

As the truck passes the Chairman's Club, Michelle grins and pulls Steve's arm to get his attention as she points out Bob Costas on the patio. Bob waves and gives them the thumbs up sign as they pass.

EXT. GRANDSTAND - DAY

The driver rings the bell as the antique truck passes in front of the crowd. People wave, whistle and salute and cheer as they drive by.

When the truck gets to Section 3, everyone stands and salutes the fans. The Section 3 fans, decked out in bright orange t-shirts, hold score cards high above their heads. Mostly 10's with a few 99's thrown in for luck.

EXT. ANTIQUE FIRETRUCK - DAY

Steve pulls Michelle close and speaks into her ear.

STEVE

So is this gonna' be in your movie?

Michelle grins and nods enthusiastically.

STEVE

Then let's make it a good one.

He gives her a great big kiss.

EXT. HOME PYLON - DAY

The flagman waves the checkered flag as Race 33 crosses the finish line. Two seconds later, Dick flies past in 88.

TITLE ON:

Sport Class Gold Champion Dennis Green
Speed 324.497 miles per hour

MICHELLE (O.S.)

Dennis won the Gold race and beat Dick
by two seconds.

EXT. HOME PYLON - DAY

The flagman waves the checkered flag as the Formula One racer Mariah #95 crosses the finish line.

TITLE ON:

Formula One Gold Champion Gary Hubler
Speed 253.823 miles per hour

MICHELLE (V.O.)
When your husband's a race pilot,

EXT. HOME PYLON - DAY

The flagman waves the checkered flag as the Biplane racer Frightful #3 crosses the finish line.

TITLE ON:

Biplane Gold Champion David Rose
Speed 219.181 miles per hour

MICHELLE (V.O.)
you remember September with mixed
emotions

EXT. HOME PYLON - DAY

The flagman waves the checkered flag as the T6 Six Cat #6 crosses the finish line.

TITLE ON:

T6 Gold Champion Nick Macy
Speed 235.264 miles per hour

MICHELLE (V.O.)
but the strongest of them is pride.

EXT. HOME PYLON - DAY

The flagman waves the checkered flag as the P51 North American Mustang Dago Red #4 crosses the finish line.

TITLE ON:

Unlimited Gold Champion Skip Holmes
Speed 487.938 miles per hour

MICHELLE (V.O.)
 Those thrilling and inspiring eight
 days

EXT. HOME PYLON - DAY

The flagman waves the checkered flag as the L39 Jet Fighter
 Heartless #22 crosses the finish line.

TITLE ON:

Jet Class Gold Champion Mary Dilda
 Speed 434.019 miles per hour

MICHELLE (V.O.)
 come just once a year. Thank God.

INT. HOTEL ROOM - DAWN

Michelle opens her eyes. Steve stands at the window and
 watches a spectacular sunrise light up the sky.

MICHELLE
 What cha' thinking flyboy.

STEVE
 I'm gonna' go check out Wildfire next
 week. There's only 357 days til' Reno.

Michelle throws her pillow at him.

TITLE ON:

This film is dedicated to the pilots,
 crews, families, friends, volunteers
 and fans of air racing who make the
 National Championship Air Races
 possible.

P.S. Washoe County has started repaving
 Runway 14.

THE END