

SHINYO MARU

FADE IN

Play Navy Hymn.

List all Japanese Hell Ships, the number of POW's on board, and the number of POW's who survived the sinking of those "hell ships."

EXT. - SOUTH CHINA SEA - DAY

The South China Sea bursts with blue from a cloudless sky. A Japanese freighter slashes through the calm seas. Sailors of the Imperial Navy scurry to their stations. They're tense as they traverse close to the Philippine Islands.

The sound of airplanes rumbles toward the freighter. Jap sailors point skyward at the incoming American bombers. A sailor rushes to a large Rin (gong) and strikes it repeatedly with a wooden mallet sounding the alarm.

INT. SHINYO MARU -- AFTERNOON

The Rin alarm resonates inside the ship. Japanese Army Lieutenant Hashimoto - 28, known as LITTLE CAESAR, hurries toward a hatch. He eyeballs 750 American POWs crammed into the ship's aft hold. The POWs stand around a five-gallon can that's half full of water and another five-gallon can nearly overflowing with human waste. Open sores cover frail bodies, their ribs showing as if something sucked out their insides. Pleading eyes peer up hoping for a miracle. Instead, Little Caesar flashes his automatic rifle in one hand and a grenade in the other, intoning their future if the planes attack. He slams the hatch shut, raining darkness on the POW's.

INT. CHAPEL, NAVAL AIR STATION, JACKSONVILLE -- AFTERNOON

The gentle hand of Joanie Morrett (70's) nudges the arm of her thin, white-haired, husband, Reverend Johnny MORRETT (80's). His eyes open wide. Even her reassuring squeeze doesn't comfort him because the sound of the large brass bell sounds like a Rin and draws his attention. The Navy Chaplain raps the bell one last time, then nods at Morrett.

Morrett stands and walks down the middle of the chapel, wooden benches on each side full of SHINYO MARU survivors, families, and guests. He can't look at them.

MORRETT's POV

He's glued to the photo of the 82 Shinyo Maru survivors receiving purple hearts from General Marshall. He picks up the photo and runs his fingers across the faces, sets the photo back on the altar and slowly strides to the podium.

All eyes are on him. He wipes away tears.

MORRETT

I hate talking about this. Every time I do I can't sleep for a month.

Morrett looks briefly to the picture on the altar.

MORRETT

But for them ... okay.

(beat)

We would have died for our country. Many of our friends did.

(beat)

When we knew we couldn't win, we did the next best thing, we stayed alive until we could escape. What I remember is that the Japs had everything and we ... had nothing.

EXT. - JAPANESE ARMY TRAINING CAMP

Japanese soldiers train with bayonets and sabers. More men arrive on brand new personnel carriers.

Tanks and artillery practice in a open field obliterating wooden models of American artillery, tanks, and vehicles.

Watching with binoculars on a hilltop perch is the handsome Lieutenant General Masharu HOMMA, (40's) the 14th Army Commander for the Japanese Imperial Army. Standing next to him, also viewing the training with binoculars is his stodgy Chief of Staff, Lieutenant General Masami MAEDA, age 52.

HOMMA

Are we ready?

MAEDA

Yes, General.

HOMMA

Once we control the Philippines, the rest of the Pacific will fall.

MAEDA

I have a concern, General.

HOMMA

Speak.

MAEDA

Bataan.

HOMMA

What of it?

MAEDA

(removes a map from inside his
uniform and points)

The Americans can fall back to Bataan as we
advance. They could create a stronghold on
Corregidor. With enough supplies, they might delay
our taking of the islands.

HOMMA

The Americans are worried about Germans, not
Japanese. The Philippines will be ours by Christmas.

Homma peers through his binoculars trying to ignore his Chief of Staff.

MAEDA

And the prisoners?

Homma pulls down his glasses, his eyes full of fiery hatred.

HOMMA

No prisoners ... captives.

Meada snaps to attention and bows. Homma ignores him, going back to his binoculars
and the training.

MEADA's POV

Black lines show the invasion plan on the map. A red circle surrounds the large black
letters in the Luzon province that reads BATAAN. An exasperated Maeda crumples the
map.

SUPERIMPOSE Fort Stotsenberg, August, 1941

EXT. FORT STOTSENBERG -- EVENING

The sun peaks through clouds adding orange, purple and yellow to the skyline. A Victory-Liner bus skids to a halt in front of the gate. Ten men get off, the last one is a blond 2nd Lieutenant Morrett, looking as green as his uniform. He approaches the gate and the young enlisted sentry pops to attention and salutes. Morrett returns the salute.

MORRETT

Lieutenant Morrett, reporting for duty.

ENLISTED SOLDIER

Did you have a good trip?

MORRETT

(looks briefly at the departing
Victory-Liner)

Interesting would be a better word.

ENLISTED SOLDIER

The Duty driver will take you to quarters. If you hurry, chow is open. Check-in for new arrivals is at oh-seven-hundred tomorrow.

MORRETT

Very well.

The soldier salutes again and Morrett salutes.

The duty driver, a young boy, barely 18, with short blond hair, grabs Morrett's duffel bag and heads for a jeep. Morrett follows, but stops glances back toward the sentry. He looks at his hand and realizes that was a real salute they traded. He smiles and gets in, and the jeep takes off, splashing its way through foot-deep puddles.

INT. BATTALION FIELD ARTILLERY HEADQUARTERS -- DAY

Morrett walks along the wood floor and approaches the desk with a rotund Sergeant. He tucks his garrison cap inside his belt and hands the Sergeant his orders.

SERGEANT

Welcome aboard, Lieutenant. Colonel Dougherty has another officer with him. Have a seat. You're next.

Morrett sits next to the window and watches a rain squall consume the camp.

SERGEANT (CONT'D)

You get use to it, sir. Monsoon season. Rains all the time.

MORRETT

(smiling)

I like the rain.

The Sergeant gives Morrett a worried glance, then goes back to his paperwork.

The door opens behind the Sergeant and 2nd Lieutenant John Playter, (20's), tall and gangly, steps out.

PLAYTER

(shaking hands)

Thanks, Colonel. Glad to be here.

Morrett stands. A gruff, cigar smoking Colonel Louis DOUGHERTY, (40's), eyeballs his new officer.

DOUGHERTY

Lieutenant John Morrett. I was expecting you.

MORRETT

(saluting)

Yes, sir. Reporting as ordered.

DOUGHERTY

Meet Lieutenant John Playter, 2nd Battalion, Battery D.

Morrett and Playter shake hands. They size each other up.

MORRETT

John Morrett.

PLAYTER

I'll remember that name.

The three laugh, breaking the tension.

PLAYTER (CONT'D)

By your leave, Colonel.

Dougherty returns Playter's salute. Playter tries desperately to dodge the rain as he leaves the headquarters building.

DOUGHERTY

He'll learn it's a lost cause.

MORRETT

Sir?

DOUGHERTY

You can't beat the rain, only endure.

MORRETT

Yes, sir.

DOUGHERTY

Come in, son.

Dougherty directs Morrett to the chair in front of his desk. He scans Morrett's service record. The young officer squirms.

DOUGHERTY (CONT'D)

Says here that you were studying to be a priest before you joined.

MORRETT

Yes, sir.

DOUGHERTY

You're not one of those conscientious objectors, are you?

MORRETT

I volunteered, Colonel.

DOUGHERTY

Right. You'll head up Battery B, 1st Battalion. You're now a member of the Philippine Scouts Field Artillery Regiment.

MORRETT

I'm ready, sir.

DOUGHERTY

Not yet. You and your men have lots of training ahead. Equipment is vintage World War I. Not the best, but we'll do what we can. The Army expects us to hold the Philippines.

MORRETT

Trouble, sir?

DOUGHERTY

Intelligence reports Japs shifting forces. The Philippines are strategic and it's up to us to protect her. Your battery has artillery practice tomorrow. This is not your normal Army unit, Lieutenant. Work hard, learn your job, and we'll all come through this together.

(beat)

That's all.

Morrett stands, salutes. He stops at the door.

MORRETT

I won't let you down, sir.

DOUGHERTY

(smiling)

I know, son. Carry on.

Morrett closes the door behind him. DOUGHERTY stares bleakly into the dark, foreboding rain.

INT. FORT STOTSENBERG CHOW HALL -- DAY

A soaked Morrett looks for a table and Playter waves to him. A tall, dirty blonde 2nd Lieutenant Morris Shoss, (20's) sits across from Playter. He looks tan from his last few months in the Philippines. Morrett joins them.

MORRETT

I may not dry out for a week.

PLAYTER

Johnny, this is Morris Shoss, he's executive officer for Battery C, 91st Coastal Artillery.

SHOSS

(shakes hands)

I know, I'm a long way from the coast. I'm here for the exercise.

MORRETT

You're dry.

SHOSS

I'm the X-O.

MORRETT

I'll have to learn that one.

The three laugh.

PLAYTER

Don't know what they expect us to do with this gear. The Japs certainly have better than this.

Morrett plays with his potatoes and meat loaf.

SHOSS

Not much we can do.

PLAYTER

It's a crime, I tell you.

MORRETT

The Filipinos are good men, but don't know soldiering. They understand some English, but not the important words.

SHOSS

It's our job to teach them.

PLAYTER

We can't work miracles. It's like throwing spears at Howitzers.

The table goes quiet, each man contemplating their lot.

MORRETT

All we can do is trust in God.

PLAYTER

And hope MacArthur knows what he's doing.

SHOSS

They say he's good.

MORRETT

True, but even generals need help.

The three look out the window as the rain continues to pour.

EXT. FORT STOTSENBERG -- DAY

Filipino soldiers, poorly dressed, struggle to repair a defective 75mm gun. Rain pours on the three young men. The shortest of the three, a corporal, nods, and the tall, skinny private tests the mechanism. It clicks. They grin.

INT. BATTALION FIELD ARTILLERY HEADQUARTERS -- DAY

The briefing room is full of artillery officers. Morrett and PLAYER sit together. An ARMY LIEUTENANT COLONEL, (30's) watches for the door, then sees the Colonel Dougherty coming.

ARMY LIEUTENANT COLONEL

A-ten-hut!

DOUGHERTY

At ease. Take your seats.

The group sits.

DOUGHERTY (CONT'D)

I've heard grumbling about War Plan Orange. You may not like the plan, but you're about to get to implement it.

Chairs squeak as officers squirm.

The ARMY LIEUTENANT COLONEL pulls down a map at the front of the room. Red arrows mark the possible landing points.

DOUGHERTY

Our job is to maintain control of Luzon, primarily Manila and its harbor. We'll provide artillery support at Lingayen Gulf. Coastal Artillery forces will be deployed north as part of a delaying action.

PLAYTER

(whispers)

That's Morris.

An angry glare from the LIEUTENANT COLONEL surprises Playter.

DOUGHERTY

We're not expecting an immediate resupply if hostilities break. To conserve what we have, we're reducing rations.

A low grumble spreads through the group.

ARMY LIEUTENANT COLONEL

Gentlemen.

The room goes quiet.

DOUGHERTY

We're talking combat. All resources will be vital. Questions.

Morrett raises his hand. The LIEUTENANT COLONEL signals him.

MORRETT

Sir, the roads leading into Bataan are pretty beat up after the monsoons. Some of our vehicles work, most don't. How are we going to move artillery?

DOUGHERTY

Glad you could volunteer, Lieutenant. I need a good quartermaster. Find as many vehicles and other supplies - foods, medicines, whatever we can get our hands on - and plan the route. You'll get whatever support you need from Battalion, but you'll have the lead. Understood.

MORRETT

(standing and saluting)

Yes, sir.

DOUGHERTY

Any other questions.

ARMY LIEUTENANT COLONEL

A-ten-hut!

The men stand and COLONEL DOUGHERTY departs.

SUPERIMPOSE Asiatic Fleet Headquarters, Manila, 0230 hours, December 8, 1941.

INT. OPERATIONS CENTER, ASIATIC FLEET HEADQUARTERS -- NIGHT

A NAVY OPERATOR sits at this station in a row of operators. He eyeballs incoming messages. A bell rings signaling an urgent message. His eyes go wide. He rips the message from the machine and runs to the duty officer, Lieutenant Colonel Russell H. MASON, U.S. Marine Corps, 35, trim.

INT. DUTY OFFICE -- NIGHT

The NAVY OPERATOR rushes in.

MASON

Don't you know how to knock, mister?

NAVY OPERATOR

But, sir.

MASON

No butts. Who the hell do you think you are?

The sailor thrusts the message in MASON's face.

MASON'S POV

A simple but terrorizing two lines completes the message.
"AIR RAID ON PEARL HARBOR. THIS IS NO DRILL."

EXT. FURMOSA AIRFIELDS, CHINA -- DAY

Sunshine peaks through the fog. A horn blares and pilots rush to airplanes. Ordnance personnel arm bombs as propellers turn. Ground crews scurry out of the way to let planes taxi toward the runway. Before long, bomber after bomber takes off. On another runway, Japanese Zeros launch to provide cover for the bombers. Ground crews cheer as their planes leap into the sky.

INT. CLARK AIR BASE AIR OPERATIONS CENTER-- DAY

Colonel Brad NELSON paces around the Operations Center. Army Air Corps personnel sit at consoles coordinating ground and air operations. Staff Sergeant Bud BIGSBY, spits some tobacco, then peers through binoculars from the tower.

NELSON

Are those planes fueled yet?

BIGSBY

Negative.

Private Stephen HORNE presses his ear phone closer to shut out the background chatter.

HORNE
Enemy plans spotted by the Third Squadron from Iba.

NELSON
Where?

HORNE
Over the South China Sea, sir.

Over his shoulder, NELSON eyes the time - 1215 p.m.

BIGSBY
Bombers, coming from the north at 10 O'clock.
Japanese, sir.

NELSON
Sound the air raid alarm.

EXT. CLARK AIR BASE -- DAY

Men scatter toward battle stations. Pilots race from the hangar to their planes. They are only seventy-five yards away when a bomb rips through the hangar behind them and the blast sends some men flying. They tumble a few times, then look up to see what's left of the flaming hangar.

Pilots stagger to their feet and sprint toward the flight line but Jap bombers are over the field dropping large, black cylinders from the skies.

Bomber after bomber on the airfield explodes. Secondary explosions from the one-hundred and three-hundred pound bombs turn planes into burning embers. No one is immune to the Japanese onslaught.

SUPERIMPOSE Lingayen Gulf, Philippines

EXT. HILLTOP OVERLOOKING LINGAYEN GULF -- AFTERNOON

Filipino and American soldiers oil and work the firing mechanisms of two 75 mm guns on a hill overlooking the gulf. A jeep rounds the turn and slides to a halt on the dirt road. Shoss hops out of the vehicle and Sergeant David PALMER, (late 20's), sturdy, greets him with a salute.

PALMER

Battery C manned and ready, sir.

SHOSS

Keep 'em on their toes, Sergeant, I expect company tonight.

PALMER

Yes, sir.

SHOSS

Reports have them moving south toward Luzon and north from Mindanao. Any suspicious looking ships in the harbor.

PALMER

None reported at this time, sir.

SHOSS

They better know the depth of that water out there. If they ground their ships, they'll be sitting ducks for our guns.

PALMER

Good old fashioned turkey shoot.

SHOSS

(sternly)

And who do you think are the turkeys?

PALMER

We'll fight 'em, sir.

SHOSS

Damn right, we will. Just remember they have better weapons than we do, so we won't get a second chance. Keep those guns working and be ready to relocate on my orders.

PALMER

But General MacArthur's orders were to hold the beach, no matter what?

SHOSS

We'll hold, but I won't sacrifice you or any other man. We hit and then we run. If they can't see us, they can't hit us.

PALMER
(nodding)
We're ready.

PALMER barks orders to the men preparing the guns. Shoss gazes out over the gulf.

SHOSS
Yeah, we're ready, but for what?

EXT. BEACHFRONT ALONG LINGAYEN GULF -- NIGHT

The first Japanese transport breaks through the darkness, riding a gentle wave toward shore. The transport skids on the beach, the ramp lowers and Japanese soldiers rush out, diving to the sand, rifles at the ready.

From the darkness appears seventy transports. They coast on waves, the motors silent. Thousands of Japanese soldiers storm the beach. A high pitched scream rips the silence as a 75mm shell arrives. It strikes the last arriving transport, creating a fiery explosion that lights up the beach.

EXT. HILLTOP OVERLOOKING LINGAYEN GULF -- NIGHT

PALMER's soldiers reload the 75mm guns.

PALMER
Did you see that, sir. We got 'em. Look at them all.

SHOSS
Two more rounds and then pack 'em up. We're leaving.

PALMER
But, sir, it's a turkey shoot.

Shoss gets into his Sergeant's face.

SHOSS
There not going anywhere.

PALMER
Sir?

SHOSS
(nose to nose)
They know where we are.

A screaming sound from a shell.

SHOSS (CONT'D)
Incoming. Take cover.

The shell lumbers long and explodes in a hill behind them.

SHOSS (CONT'D)
Lock, load and fire, then get the hell out of here.

PALMER
You heard the man.

The Filipinos load the guns which American soldiers fire. Two 75mm guns spew fire as the shells race toward targets. The crews begin to move the guns. Another shell arrives from overhead, this one on target, obliterating one of the gun crews. The explosion sends Shoss flying. He picks himself off the ground, returns groggily to the explosion site to find PALMER bleeding badly from the head, neck, and chest. PALMER grabs Shoss by his shirt and pulls him close. He can't speak even though his lips move. PALMER arches in pain, then collapses. Shoss uses his hand to close his eyes. A FILIPINO SERGEANT, (30's), makes the sign of the cross.

SHOSS
(emotional)
Move out.

The remainder of Battery C gathers their ammo and the other 75mm gun and moves to a more secure location.

INT. FORT STOTSENBERG SUPPLY BUILDING -- DAY

Morrett supervises three privates, including one nicknamed for his large protruding ears, as they grab blankets, batteries, c-rats, medicines and bandages.

MORRETT
Get the supplies on the truck. Hurry. We still need to get ammo for the 155 and 75 millimeter guns, as well as bullets for rifles.

Ears stops by Morrett, dropping supplies. Morrett helps him.

MORRETT (CONT'D)

Come on, Ears, no time to stop.

EARS

Can we really beat these guys?

MORRETT

Only if we stop talking and move those supplies.

EARS

Yes, sir.

EARS drops parts of his supplies as he heads for the truck. Morrett picks up after him. As they reach the truck, Dougherty arrives. EARS and Morrett salute.

MORRETT

Getting supplies, sir.

DOUGHERTY

The Japanese have landed north and south of Manila.

MORRETT

We're heading out to help.

DOUGHERTY

I'm counting on you and Playter.

MORRETT

We'll do our best. Any hope of reinforcements?

DOUGHERTY

Only hearsay. Regardless, our job is to hold the line.

MORRETT

(saluting)

Will do, sir.

The last of Morrett's soldiers arrives with supplies. They hop in the truck and EARS drives them away.

DOUGHERTY

God be with you, son. You'll need him.

EXT. ANGO RIVER -- NIGHT

Explosions spew smoke and dirt near buildings that support a sugar cane plantation. Inside and around the building, staying low and under cover, are Americans and Filipinos with the 31st Infantry. Sergeant George BRATT, a thick, 30-year-old black man with hard eyes, stoops at the corner of a large barn. Behind him, nervous, is Corporal Edward TRESKI (20's).

A smaller barn sits seventy-five yards to their left. The company commander, an ARMY CAPTAIN, reaches back, taps Private John Stymelski's leg and points toward the big barn. The young soldier (20's), nods.

The two race toward the large barn drawing JAPANESE fire from the cane fields. A mortar shell screams in and hits just in front of the CAPTAIN. The blast sends both men flying.

TRESKI leaps up to help but BRATT holds him back.

TRESKI
(screaming)
John, no!

BRATT
You want to end up like them?

Treski shakes his head.

BRATT
Good. Round 'em up. We don't want to be here
when the Japs come.

TRESKI
Where are we going?

BRATT
Up that hill. It's a lot easier to see them from there.

TRESKI
What about John and the C-O?

BRATT
They're dead.

TRESKI
No.

BRATT

You listen, Corporal. I got no time for heroes. I need every man and since you're one of my better men, I need you more. The Colonel has plans for you, don't screw them up.

TRESKI

What plans?

BRATT

Worry about that later. Load up.

As TRESKI turns, he has to throw out his arms to catch a diving, but hurt Stymelski.

TRESKI

John. Are you okay?

STYMELSKI

What?

TRESKI

(louder)

I said are ...

BRATT

He can't hear you.

BRATT points to his ear.

STYMELSKI

I hear ringing.

BRATT

It may come back, but not for a while. Keep him close.

TRESKI

Will do.

The American and Filipino soldiers sneak through tall grass and make their way up the hill. BRATT puts a finger to his lips to remind the men to keep quiet. They watch below.

It's momentarily silent, then machine guns blaze from the cane fields, shredding the barn. Motar and artillery fire follow obliterating the building.

The firing stops. BRATT signals for the men move to a higher hill. They rest, breathing heavy from harrowing escape, and wait for the attack they know will come.

Japanese soldiers yell in English from their position.

JAPANESE SOLDIER #1 (O.S.)
Americans, we kill you.

JAPANESE SOLDIER #2 (O.S.)
American-loving Filipinos, you scum ... you die,
too.

BRATT checks faces. The Filipinos seem the most scared.

BRATT
Treski, keep Stymelski with you and organize a
perimeter. Post watches. Change 'em every two
hours.

TRESKI
They're not coming till morning, are they?

BRATT
Like I said, you're good. Yeah, be here for
breakfast. Now get everyone set and you and your
ear-ringing friend snag some shut eye. I need you
fresh in a couple hours.

TRESKI
I'm on it, Sarge.

TRESKI uses hand signals to Stymelski.

STYMELSKI
(loud)
You mind talking with your mouth?

TRESKI covers Stymelski's mouth.

STYMELSKI (CONT'D)
(whispering)
Too loud.

TRESKI nods.

STYMELSKI (CONT'D)
Use hand signals.

TRESKI smiles. Stymelski follows his friend.

EXT. HILL ABOVE ANGO RIVER -- LATER

Filipino soldiers talk in their native Tagalog, then take off their uniforms and equipment. Under their uniforms are native clothes. They leave uniforms and equipment scattered over the hill behind them, abandoning the American soldiers.

EXT. HILL ABOVE ANGO RIVER -- MORNING

It's morning twilight when TRESKI wakes. It scares him because he thinks he slept too long. He shakes Stymelski and the two check the line. They find equipment and uniforms left by the Filipinos. The two hustle to a tree to wake up BRATT.

TRESKI

Sarge. SARGE!

BRATT

What. Oh, damn, I slept too long.

TRESKI

They're gone.

BRATT

Who?

TRESKI

The Filipinos.

BRATT

Chickenshits.

TRESKI

What are we gonna do?

BRATT

Gather the men and any equipment.

Twenty American soldiers muster on the hill, but the number drops to seventeen after the Japs attack with small arms. The rest drop into the tall grass. A soldier takes a head shot and blood splatters on Treski's face.

TRESKI

Jesus. They got us surrounded.

BRATT

No shit.

Stymelski taps Treski's helmet and throws his thumb over his shoulder toward the hill. Bratt follows the jerking thumb.

BRATT

Better than getting our asses shot off here. Treski...

TRESKI

I know. The loud guy is with me.

TRESKI pulls Stymelski on the arm and he follows, as do the other soldiers. BRATT takes up the rear. They charge the hill and TRESKI gives the Japs some of their own medicine.

TRESKI (CONT'D)

BANZAI! BANZAI!

The Japanese soldiers scatter and create a hole that the Americans escape through. On the other side of the hill they find a long wooden irrigation slip.

BRATT

Grab something to slide on so you won't skin your ass.

The soldiers use large palm tree leaves and climb up and into the slip. The water surges down the hill.

TRESKI

How far does this go?

BRATT

I don't care, as long as it's away from this place.
Go!

Treski guides Stymelski into the slip. The water grabs him and the World War II water slide sends him hooting and hollering down the hill. Treski follows with his own YEEHAA. BRATT is last and he, too hollers as he zigs and zags in the mile long slip and disappears out of sight.

EXT. TOWN OF GUIMBA -- EVENING

Filipino refugees load wagons, jeepneys, motorcycles with sidecars, carabao, and their own backs to carry whatever they can and flee the Japanese. Smoke rises in the distance, the constant shelling sounding like thunder. A crying toddler sits in the dirt road, no one pays attention to him.

An Army truck towing a 75mm gun barrels down the road. The DRIVER, a young private, looks far ahead instead of directly in front. Playter, in the front seat, spots the child.

PLAYTER

Stop the truck.

Playter doesn't give the DRIVER a chance stretching his leg over and mashing the brakes. The truck skids and stops.

DRIVER

Oh God. Did I hit it? Did I hit it?

Playter ignores the driver and leaps from the truck. In front he finds the baby cooing from the excitement, trying to touch the bumper. When the child reaches for him, he picks up the small Filipino boy and the toddler does "beautiful eyes", making them squint and causing Playter to laugh. The child's mother rushes to him screaming in Tagalog, words Playter can't understand. She rips the child from Playter's arms and the child wails. The mother checks the child and then without warning, slaps Playter across the face, turns, and runs off.

PLAYTER

(rubs face)

If that don't beat all.

He climbs back into the truck, still rubbing his face.

DRIVER

Man, that was close.

PLAYTER

Right. And if you don't watch where you're going I'm liable to smack you like she did me. Let's go.

DRIVER

(submissive)

Yes, sir.

The truck pulls out and behind it follows artillery and American and Filipino soldiers. There are a variety of civilian vehicles, all retreating south to Manila.

EXT. DOWNTOWN MANILA -- NIGHT

It seems more like day as candles, electric lights, and gas lights illuminate the night. Some shops remain bravely open, with holiday tinsel and brightly wrapped gifts in the

windows. A Santa Clause on the street looks lost. At one shop, the owner piles sandbags around the entrance. A couple of girls ride bikes along the waterfront.

The yacht club, night clubs, and hotels are dark, lonely sentinels. A large sign hangs across the front of City Hall and reads "OPEN CITY, NO SHOOTING!"

Under a full moon, thousands of refugees flee the city. They wear dark clothes to make it harder for the Japanese to see them. The solemn line seems unending.

EXT. ROAD OUTSIDE OF MANILA - MORNING

Morrett is in a civilian truck loaded with supplies. He leans out the window checking the tire on the trailer carrying the 75mm gun. It's low on air and struggles on the dirt road.

Filipino families walk all around them. Morrett's FILIPINO DRIVER lays on the horn to get people out of the way.

MORRETT

I don't think they can move any faster. There's too many.

FILIPINO DRIVER

Talaga.

MORRETT

What does that mean?

FILIPINO DRIVER

That's right.

MORRETT

Oh.

FILIPINO DRIVER

What does OPEN CITY mean?

MORRETT

The the government left; so did the Army.

FILIPINO DRIVER

It means the Japanese are in charge.

MORRETT

You learn fast.

The FILIPINO DRIVER smiles.

The long train of people and Army equipment grinds to a halt. Lieutenant Colonel Larry Bower, a tobacco chewing, hard-nosed southern farmer, surprises Morrett.

BOWER

What the hell is the hold up, Lieutenant.

MORRETT

(starting to get out)

I'll go see, sir.

BOWER

Stay put. I see the steam from a radiator. It'll be a while.

Morrett sits, but leaves the door open.

MORRETT

Any news from the front sir?

BOWER

Not good.

MORRETT

I spotted lots of Philippine regulars coming south.

BOWER

What did they say?

MORRETT

Sir, I was firing at the Japs and when I looked back I was alone. I went to look for my comrades.

BOWER

(chews tobacco)

Did they find them?

MORRETT

No. And I don't believe they found their weapons, either.

Morrett's Filipino Driver shrugs again.

BOWER

I see. Well, Johnny, you know how I get those scared Filipinos boys to fight for me?

(spits tobacco)

I just put on one of those goddamn paper hats and walk up and down the goddamn firing line so they can see me. I showed 'em I wasn't afraid of those slant-eyes sons-of-bitches, and they weren't either.

Morrett rubs at heavy stubble on his face.

BOWER (CONT'D)

You've looked better.

MORRETT

You're looking pretty clean, sir.

BOWER

(thumbs behind him)

Barber shop right there. The line ain't goin' anywhere. Your driver will wait.

Morrett looks over and his Driver nods. Dougherty opens the door wider for Morrett who gets out and heads for the shop.

BOWER (CONT'D)

She's out of soap.

Morrett stops in his tracks, grimaces, then walks again.

BOWER (CONT'D)

No water, too.

Morrett stops and turns.

MORRETT

Any other good news, Colonel.

BOWER

Grit your teeth and keep your chin up, it helps.

MORRETT

I'll try to remember that.